FT PARTNERS FINTECH INDUSTRY RESEARCH

October 17, 2017



eShares Raises \$42 million in Series C Financing Led by Menlo Ventures and Social Capital



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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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Transaction Summary

Transaction Summary

- On October 11, 2017, eShares announced it has raised \$42 million in Series C financing led by Menlo Ventures and Social Capital
 - As part of the deal, Matt Murphy from Menlo Ventures and Arjun Sethi from Social Capital will be joining eShares' board
 - Other participating investors include Slack founder Stewart Butterfield and Golden State Warriors basketball player Andre Iguodala (1)
- eShares intends to use the financing proceeds to expand beyond private stock management
 - The company already has deals with some venture capital backed startups to manage their post-IPO stock ledgers
 - Ultimate goal is to launch its own exchange

Transaction Commentary

"Eventually, eShares could become the infrastructure that connects all asset issuers and owners, globally, including public companies." (1)



Matt Murphy
Managing Director & Partner

Transaction Commentary (Cont.)

"[Social Capital invested because they believe eShares will] build the financial rails to bring the relative efficiency, liquidity, and transparency of public markets to the private market." (2)

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Arjun Sethi Managing Director & Partner



Selected Financing History

Date	Size (\$ mm)	Investor(s)
10/11/17	\$42	SOCIALCAPITAL Menlo
08/18/15	17	SPARK CAPITAL USV anthemis group SERVICE PROMISE SAMILE
01/04/15	na	SPARK USV
08/13/13	2	Draper VC, Expansion VC, k9 Ventures, Elefund, Subtraction Capital, Scott Banister, XG Ventures, Kima Ventures, Andy Palmer, Structure Capital

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eShares Overview

Company Overview



CEO: Henry Ward

Headquarters: Palo Alto, CA

Founded: 2012

- eShares allows private companies from formation to IPO to manage equity electronically with the participation of shareholders, employees, auditors and legal counsel
- The company has a subscription based business model and currently serves over 6,000 customers on corporate governance and compliance
 - Clients include: Slack, MongoDB, Menlo Ventures, Union Square Ventures, Flexport, Funding Circle and more
- eShares has issued more than 100 billion electronic shares on its platform to over 140,000 shareholders
- eShares is the largest 409A valuation practice in the U.S.

Management Team Overview



HENRY WARD Founder & CEO



JOSHUA MERRILL Head of Product & Marketing



SEAN MORAN
Head of Investor Services



TOM MATTA
Vice President & CEP

Products & Services Overview



Cap Table Management

- Automated cap table transactions
- Detailed, powerful reporting
- · Cap table sharing



409A Valuations

- Request 409A report at any time
- Largest provider of AICPA-compliant 409A valuations



Reporting

- Upload past assumptions
- Formulas included for auditors
- Simple and intuitive workflows



Compliance

- Single repository of documents
- Rule 701 check
- ISO / NSO split

Menlo Ventures Overview





Overview





H. DuBose Montgomery Co-Founder



John Jarve Managing Director





Pravin Vazirani Managing Director

Investment Preferences

Investment Criteria

Fund Size: \$450 mm

Fund Raised: 2017

Investment Range: <\$30mm

NA

Revenue:

EBITDA: NA

Locations

Menlo Park, CA (HQ)

About

- Founded in 1976 by H. DuBose Montgomery and 3 other partners. Menlo Ventures is one of the first venture capital firms established in Silicon Valley
- · Has had numerous successful exits since inception, with 70 IPO's and over 100 mergers and acquisitions
- Manages a flexible investment mandate, making seed investments up to \$250k through its Menlo Talent Fund through participation in pre-IPO transactions
- Menlo Ventures takes an active role in each investment by serving on portfolio companies' boards
- Has invested in some of the most well known technology companies in the world, including Uber, Gilead and Tumblr

General Preferences 1

Control: Minority

Geography: North America

Transaction Type: Venture, Growth

Industry Focus: Advertising

Technology, E-Commerce, Marketplaces, Mobile, Gaming, New Media, Social Media Internet, Cloud, SaaS, Communications, Hardware, Security, Storage & Big Data

Selected Recent Investments / Exits

FinTech / Financial Services Investments 2

Date	Company	Deal Amt. ³	Board Rep.	Sector
09/17	RealtyShares (Series C)	\$28	NA	CapMkts
08/17	HomeLight (Series B)	40	Tyler Sosin	Bnkg
08/17	Bread (Series B)	126	Mark Siegel	Bkng
07/17	Betterment (Series E))	70	John Jarve	CapMkts
05/17	Signifyd (Series C)	56	Pravin Vazirani	Pymts
03/17	ProducePay (Early Stage VC)	77	Pravin Vazirani	Bnkg
01/16	Bluevine Capital (Series D)	49	Tyler Sosin	Bnkg
10/16	HomeMe (Seed)	3	NA	Bnkg
08/16	BitSight Technologies (Series B)	40	Venky Ganesan	Ins
02/16	RealtyShares (Series B)	20	John Jarve	CapMkts
01/16	FiveStars (Series C)	50	Pravin Vazirani	Pymts
05/15	CreditSesame (Series D)	16	John Jarve	Bnkg
09/13	Check (Intuit)*	24	Doug Carlisle	Bnkg
01/13	Nexxo Financial (Moneygram)*	10	Doug Carlisle	Pymts
09/12	ParAccel (Actian)*	26	John Jarve	FMS
08/11	BloomSpot (JP Morgan)*	40	Pravin Vazirani	Pymts
02/09	Golden Gateway Financial (Series A)*	5	NA	Bnkg
02/08	Cellfire (Catalina Marketing)*	12	Doug Carlisle	Pymts

Source: Company website, PitchBook

Italics indicate preferred control / geography

Social Capital Overview





Overview

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Chamath **Palihapitiya** Founder, CEO



Carl Anderson Partner



Mamoon Hamid Co-founder, Partner



Ashley Carroll Partner



Ted Maidenberg Co-founder, Partner



Ariun Sethi

Locations

Palo Alto, CA (HQ)

About

- The Social + Capital Partnership (Social Capital) is a venture capital firm founded in 2011 by former Facebook executive, Chamath Palihapitiya
- Self-described as a partnership between philanthropists, technologists and capitalists, Social Capital strives to invest in companies that will create value and global change

Investment Preferences

Investment Criteria

Fund Size: \$600 mm

Fund Raised: 2015

Investment Range: NA

Revenue: NA

EBITDA: NA

General Preferences 1

Control: Minority

Geography: US, India, Israel

Transaction Type: Seed, Venture,

Growth

Industry Focus: Healthcare,

Education, Financial Services.

Technology

Selected Recent Investments / Exits

FinTech / Financial Services Investments 2

Date	Company	Deal Amt. ³	Board Rep.	Sector
10/17	Visor (Seed)	\$7	NA	Bnkg
09/17	AlphaFlow (Seed)	4	NA	Bnkg
08/17	Ezetap (Growth Financing)	16	NA	Pmts
08/17	HealthJoy (Series A)	3	NA	HCIT
06/17	Greenlight Financial Technology (Growth Financing)	8	NA	Bnkg
05/17	Wave (Series D)	24	NA	FMS
04/17	Approved (Seed)	1	NA	Bnkg
05/16	Simplee (Later Stage VC)	20	Ted Maidenberg	HCIT
10/14	Wealthfront (Later Stage VC)	64	NA	CapMkts
10/14	CommonBond (Series A)	2	NA	Bnkg
08/14	Collective Health (Later Stage VC)	NA	NA	HCIT
04/14	Wealthfront (Later Stage VC)	35	NA	CapMkts
02/14	Ezetap (Later Stage VC)	8	NA	Pmts
10/13	Cozy Services (Early Stage VC)	5	Ted Maidenberg	Pmts
09/13	Gyft (First Data)*	5	NA	Pmts

- Italics indicate preferred control / geography
- * denotes M&A exit; ** denotes IPO exit

Selected FT Partners Research - WealthTech

WEALTHTECH The Digitization of Wealth Management



Click to View

ET Partners' 177-page report is an in-depth examination of the dramatic changes sweeping across the wealth management industry. The traditional investment management and registered investment advisor ("RIA") industries are facing numerous threats, and while firms in the industry recognize the need to respond, technology-driven innovation is not a core expertise of most RIAs and investment managers. Consequently, there has been a groundswell of FinTech companies bringing digital capabilities to the traditional wealth management industries. Collectively, we label this segment of FinTech as WealthTech.

Additional highlights of the report include:

- Visual WealthTech industry landscape including multiple sub-categories
- Exclusive interviews of CEOs at notable disruptive companies
- Proprietary list of financing and M&A transactions in the space
- Detailed company profiles of both private and public players

Selected FT Partners Research - Click to View



Research Report: Innovations in Capital Markets Technology



Riskalyze's \$20 million Growth Financing



Addepar's \$140 million Series D
Financing



Options IT Raises \$100 million in Financing



Betterment Raises \$70 million in Financing



Nasdaq Acquires eVestment for \$705 million



Envestnet Acquires FolioDynamix for \$195 million



London Stock Exchange Group Acquires Two of Citi's Businesses

VIEW MORE FT PARTNERS RESEARCH

Selected FT Partners Capital Markets / WealthTech Transactions

M&A Transactions







Financing Transactions







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

FT Partners Advises Addepar on its \$140 million 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

Financial Technology Partners LP 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



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FT Partners Advises AlphaSense on its 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 FTP Securities LLC

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+



The Only Investment Bank Focused Exclusively on Financial Technology

FT Partners Advises Riskalyze on its Growth Financing

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 FTP Securities LLC

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



The Only Investment Bank Focused Exclusively on Financial Technology

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
006 - 2008	Consecutively ranked (2006, 2007 and 2008) among the top Bankers in Fi Technology



200

Financial



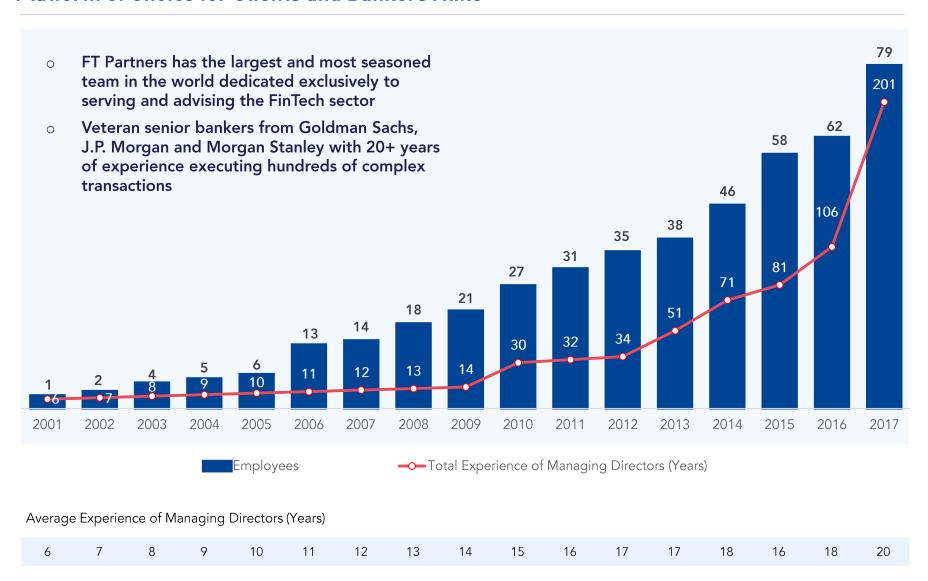
Middle Market Financing Awards 2008

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

2006

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

Platform of Choice for Clients and Bankers Alike



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
Vijay Sondhi Managing Director	VISA	 Former Head of Innovation at Visa Inc. (SVP) Former General Manager of Cybersource & Authorize.net Fintech & Emerging Markets Investor (Divitae Capital, KanAm, Allianz Ventures) Former CFO of Xenon Pharmaceuticals, IXOS Software and MICROS Systems 	30
Paul VanderMarck Managing Director	R <u>M</u> S	 Former Chief Product Officer at Risk Management Solutions, a global technology business in the catastrophic risk space 25+ years of experience as an InsurTech operating executive Experienced advisor and investor in the InsurTech space 	25
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	Deloitte.	 Leads FT Partners' Research and Business Development Team Formerly with Deloitte Consulting 	11