FT PARTNERS FINTECH INDUSTRY RESEARCH

May 10, 2018



Hellman & Friedman Acquires Financial Engines (Nasdaq:FNGN) for ~\$3.0 billion

HELLMAN & FRIEDMAN



The Only Investment Bank Focused Exclusively on FinTech

FT Partners Overview

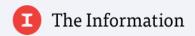
- Financial Technology Partners ("FT Partners") was founded in 2001 and is the only investment banking firm focused exclusively on FinTech
- FT Partners regularly publishes research highlighting the most important transactions, trends and insights impacting the global Financial Technology landscape. 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 Institutional Investors "FinTech Finance 40"



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

Hellman & Friedman Acquires Financial Engines for \$3 billion

FT PARTNERS RESEARCH



Transaction Summary

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- On April 30, 2018, Hellman & Friedman announced it has entered into a definitive agreement to acquire Financial Engines (Nasdaq:FNGN) in an all cash deal valued at approximately \$3.02 billion
 - Financial Engines will be combined with Edelman Financial Services, another Hellman & Friedman portfolio company
 - Edelman is a large independent financial planning firm, managing more than \$21.7 billion for more than 35,000 clients across the country
- Financial Engines shareholders will receive \$45.00 per share in cash upon the closing of the transaction
 - The price per share represents more than a 32% premium above the closing share price of \$33.95 on April 27,2018
- The transaction is expected to close in the third quarter of 2018

Transaction Multiples

quity Value = \$3.02 bn		Implied EV = \$2.80 bn		
5.7x	5.	.5x	5.0x	
EV / LTM Rev	EV / 20	18E Rev	EV / 2019E Rev	
16.6x	16	.5x	14.7x	
EV / LTM EBITDA		2018E ITDA	EV / 2019E EBITDA	
31.0x	24	.6x	21.6x	
LTM P / E	2018	EP/E	2019E P / E	

Transaction Commentary

"Financial Engines is extremely excited to enter the next chapter of growth through a partnership with Hellman & Friedman...We see tremendous alignment and commitment to our vision, and we believe the H&F partnership and the combination with Edelman is the best path for us to achieve our long-term strategic objectives, while providing significant and immediate upside to our stockholders, employees and clients."



Larry Raffone President & CEO

*Larry will be President, CEO and a board member of the combined company

"Our unwavering focus on our clients has allowed us to build a rapidly growing business and we are proud of our long-time commitment to delivering high-quality financial planning and investment advice...We are very excited to join forces with Financial Engines to serve more clients better than ever and to accelerate growth in the business."



Ric Edelman Founder & Chairman

*Ric will be a board member and Chairman of Financial and Investment Education of the combined company

"Financial Engines is a pioneer in the high-growth financial technology sector. It brings a competitively superior investment methodology to its trusted relationships with the largest employers and recordkeepers in America...We look forward to further investing in Financial Engines to accelerate its growth and success. We will work closely with Larry and the rest of the Financial Engines team and Ryan Parker and the Edelman team to bring these companies together into a unique business with an unparalleled mission to bring better financial help to millions of investors."

HELLMAN & FRIEDMAN

Allen Thorpe



Hellman & Friedman Acquires Financial Engines for \$3 billion





Financial Engines Overview

Company Overview



President & CEO:

Lawrence M. Raffone

Headquarters:

Sunnyvale, CA

Founded:

1996

- Financial Engines is America's largest independent investment advisor
 - Leverages proprietary technology and a network of advisors to deliver a broad range of financial planning and investment advice through nationwide advisor centers and employees at their workplace
- Provides objective, fee-based advice and asset management, with an aim to help build a better financial future for its customers
- The Company serves over 750 employers, helping more than 10 million employees nationwide

Management Team



Lawrence Raffone CEO



Craig L. Foster
Chief Financial Officer



John B. Bunch Chief Operating Officer

Products & Services Overview

Financial Planning

- Budgeting
- Employer Sponsored Plans
- Life Insurance
- College
- Estate
- Taxes
- Health Care
- o Long-Term Care
- Social Security
- Retirement Distribution

Investment Management

- o 401(k)
- o IRA
- o Taxable Accounts



Retirement Income

Social Security



Recent Stock Performance (LSE:NEX)



Hellman & Friedman Acquires Financial Engines for \$3 billion





Hellman & Friedman Overview

Overview

HELLMAN & FRIEDMAN



Allen Thorpe Partner



Benjamin Farkas *Partner*



Blake Kleinman Partner



David Tunnell Partner

Locations

- San Francisco, CA (HQ)
- New York, NY

London, UK

About

- Founded in 1984, Hellman & Friedman has raised over \$35 bn in committed capital and invested in over 80 companies
- Hellman & Friedman focuses on a long-term investment strategy to support portfolio companies in reaching financial and strategic goals
- Looks for companies with strong management, defensible positions in a growing market, predictable revenue and earnings growth and high levels of free cash flow
- Comfortable taking a majority stake or an influential minority position

Investment Preferences

Investment Criteria

Fund Size: \$10,950 mm

Fund Raised: 2014

Investment Range: \$50 – 1,200 mm

Revenue: NA

EBITDA: NA

General Preferences 1

Control: Majority, Minority

Geography: North America, Europe, Australia

Transaction Type: Growth, Buyout,

MBO,

Recapitalization

Industry Focus: Financial Services,

Healthcare, Energy,

Industrials, Insurance, Internet &

Digital Media, Business, Marketing, Information Services,

Software, Retail,

Consumer

Selected Recent Investments / Exits

FinTech / Financial Services Investments²

Date	Company	Deal Amt. ³	Board Rep.	Sector
04/18	Financial Engines (Buyout)	\$3,020	NA	CapMkts
04/18	Six Group (Buyout)	1,810	NA	Pymts
09/17	Nets Holding (Buyout)	5,300	NA	Pymts
03/17	Allfunds Bank (Buyout)	1,900	NA	CapMkts
05/16	MultiPlan (Secondary)	7,500	NA	HCIT
12/15	TeamSystem (Buyout)	1,280	NA	FMS
10/15	Edelman Financial Services (Buyout)	800	NA	CapMkts
01/15	MMZ Associates (Buyout)	NA	NA	Ins
07/14	Free Market Insurance (Buyout)	NA	NA	Ins
01/14	Applied Systems (Buyout)	1,800	David Tunnell, Robert Henske, Sameer Narang	Ins
10/13	HUB International (Buyout)	4,400	Paul Emery, Hunter Philbrick, David Tunnell	Ins
09/11	OpenLink (ION Trading, The Carlyle Group)*	NA	David Tunnell, Robert Henske	CapMkts
05/10	Sedgwick CMS (KKR)*	1,100	NA	Ins
09/08	SSP Holdings (LDC)*	357	NA	Ins
01/07	Paris Re (Buyout)**	158	David Tunnell	Ins
12/06	PartnerRe (Stone Point)*	NA	NA	CapMkts
05/06	Artisan Partners (PE Growth)**	500	NA	CapMkts

Source: Company website, PitchBook

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

Selected FT Partners' Research - Click to View



Research Report: Innovations in Capital Markets Technology



CVC Capital Partners
Acquires OANDA



Addepar's \$140 million Series D Financing



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



Uphold Announces Financing, Partnership and Acquisition – includes CEO Interview



S&P Global Acquires Kensho for Approximately \$550 million



Wealthsimple Raises \$51 million in Financing



Symphony Raises \$67 million in Financing

VIEW MORE FT PARTNERS RESEARCH

Selected FT Partners Research - Digital Wealth Management

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



Click to View

FT Partners' 150+ 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

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 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 guarter 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 FTP Securities LLC

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



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FT Partners Advises BlackRock on its Acquisition of FutureAdvisor

Overview of Transaction

- On August 26, 2015, BlackRock (NYSE: BLK) announced a definitive agreement to acquire 100% of FutureAdvisor
- FutureAdvisor is a leading digital wealth management platform with technology-enabled investment advice capabilities
- BlackRock offers investment management, risk management and advisory services to institutional and retail clients worldwide and has over \$4.7tn in assets under management
- Following the transaction, FutureAdvisor will operate as a business within BlackRock Solutions ("BRS"), BlackRock's investment and risk management platform
- The transaction is expected to close in Q4 2015

Significance of Transaction

- Combines FutureAdvisor's tech-enabled advice capabilities with BRS' investment and risk management solutions
- Enables BlackRock to provide a B2B digital advice platform, which helps financial institution partners both improve their clients' investment experiences and grow advisory assets
- Empowers partners to meet the growing demand among consumers to engage with technology to gain insights on their investment portfolios
 - Demand is particularly strong among the mass-affluent, who account for \sim 30% of investable assets in the U.S.

FT Partners' Role

- FT Partners served as exclusive advisor to BlackRock
- Highlights FT Partners' continued success advising a broad range of toptier strategic investors across the financial technology landscape

Financial Technology Partners LP FTP Securities LLC

is pleased to announce its exclusive role as advisor to

BLACKROCK

in its 100% acquisition of





The Only Investment Bank Focused Exclusively on Financial Technology

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

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



The Only Investment Bank Focused Exclusively on Financial Technology

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



The Only Investment Bank Focused Exclusively on Financial Technology

FT Partners Advises Moneyfarm on its Acquisition of Ernest

Overview of Transaction

- On October 6, 2017, Moneyfarm announced it has acquired the technology behind Ernest
 - Ernest is a personal banker chatbot, powered by Artificial Intelligence that combines natural language processing technology with machine learning, Ernest aims to help individuals manage their money better
- Headquartered in London, U.K., Moneyfarm is a digital wealth manager operating in both Italy and the U.K.
- Moneyfarm will work to combine Ernest's technology with its existing services

Significance of Transaction

- Ernest's technology has the ability to tap into daily transactional behavior of customers, which will prove critical as Moneyfarm works to provide more personalized financial advice
- Ultimately, the acquihire will enhance Moneyfarm's product, improve underlying algorithms and better assist customers through the entire wealth lifecycle

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Moneyfarm
- This transaction underscores FT Partners' successful track record of transactions in the WealthTech space

Financial Technology Partners LP FTP Securities LLC

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



in its acquisition of the technology assets of



Ernest



The Only Investment Bank Focused Exclusively on Financial Technology

Award-Winning Investment Banking Franchise Focused on Superior Client Results

Institutional Investor Institutional Investor Annual Ranking	2017 2015 - 2016 2006 - 2008	 Ranked #1 Most Influential Executive on Institutional Investor's FinTech 40 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"
	2015 - 2017	 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
2017 - 2004 ANNUALAWARDS WINNER M&A Advisor Awards	2010 -2014	 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
/wards	2004 - 2007	 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
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	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
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