

March 30, 2016  
**Financial Technology Partners**

**FT Partners Research – Transaction Profile**



*acquires*

**Boardvantage**

*for*

**\$200 million**

*Courtesy of:*



***The Only Investment Bank***  
***Focused Exclusively on Financial Technology***  
[www.ftpartners.com](http://www.ftpartners.com)

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*Managing Partner*  
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# Nasdaq Acquires Boardvantage for \$200 mm

## Transaction Summary

### Transaction Summary

- On March 21, 2016, Nasdaq announced that it has agreed to acquire Boardvantage for \$200 mm
  - Nasdaq will fund the purchase with a mix of debt and cash
- The transaction is expected to close in the first half of 2016
- The acquisition is expected to be accretive to Nasdaq's non-GAAP earnings within 12 months of closing
  - The acquisition is not expected to have any material impact on Nasdaq's financial leverage or capital return strategy
- Boardvantage clients will gain access to Nasdaq's thought leadership program including governance best practice expertise from the Company's senior management

- ***The integration of Boardvantage's collaboration platform will enhance Nasdaq's Director Desk product, which supports board communication, workflow and decision making tools***
- ***This acquisition, along with the Nasdaq's other recent acquisition of Marketwired will help strengthen the Company's position as a global corporate services provider***

### Transaction Commentary



*"Upon acquisition, Boardvantage will complement our focus on developing leading financial technology solutions and delivering the most intuitive, streamlined decision making and collaboration tools for boards, executives and enterprise management in the world. Our collaboration and productivity-oriented workflow products and services provide a foundation for our corporate solutions business. We are deeply focused on addressing the demands of boards and leadership teams for innovative tools that strengthen management, engagement and insight throughout their organizations."*



**Stacie Swanstrom**  
Senior Vice President,  
Head of Corporate  
Solutions



*"This is an exciting day for Boardvantage. As the global leader in financial technology solutions, Nasdaq is a natural home for Boardvantage. Since our founding, we have focused on technology leadership for board and leadership communication. We are thrilled to be part of Nasdaq Corporate Solutions."*



**Joe Ruck**  
President & CEO

# Nasdaq Acquires Boardvantage for \$200 mm

## Boardvantage Overview

**Boardvantage provides paperless products for board of director members and executive leadership offering efficient and secure communication and workflow tools**

### Company Overview



**Gary Katz**  
President & CEO



**Junaid Syed**  
Chief Technology Officer

**Headquarters:** Menlo Park, CA  
**Founded:** 2000  
**Employees:** ~150

### Selected Customers

Customers include half of the Fortune 500 companies



### Financing History

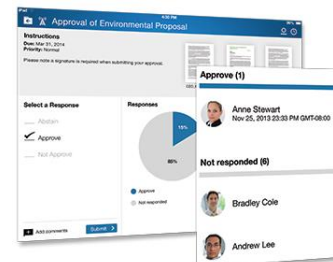
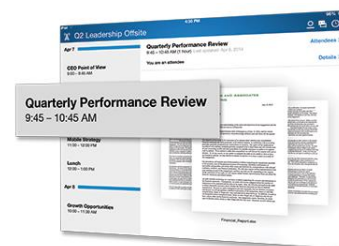
Date	Size (\$mm)	Buyers / Investors
06/01/07	\$5.4	BAY PARTNERS, Foundation CAPITAL
11/08/04	5.5	BAY PARTNERS, Foundation CAPITAL, LANDMARK
03/30/04	2.8	Foundation CAPITAL
11/30/02	5.5	Foundation CAPITAL
12/31/01	0.7	Foundation CAPITAL

Source: Company website, Capital IQ.

### Product Overview

#### MeetX

- Create & Present Meeting Agenda / Process
- Distribute private documents based on set permission guidelines
- Secure messaging



- eSignatures / approvals
- Conferencing for remote meetings
- Shared annotations & document collaboration
- Password, Touch ID or PIN Code authentication

- ✓ **Work offline:** Automatically syncs when back online
- ✓ **Decrease risk of discoverability:** documents can be erased remotely in case of theft; separate content by team / board; 2 factor authentication security
- ✓ **Helps processes become more timely, productive and organized**

# Nasdaq Acquires Boardvantage for \$200 mm

## Nasdaq Overview

### Company Stats

**\$3.4 billion**  
2015 Revenues

**\$428 million**  
2015 Net Income

**\$2.50**  
2015 Diluted  
Earnings per Share

**6.91 billion**  
Average Daily Share  
Volume for Cash  
Equities in 2015

**50.6%**  
Total Market Share  
for US-Listed Cash  
Equities in 2015

**143**  
Nasdaq Stock  
Market IPOs in 2015

FINANCIAL  
TECHNOLOGY  
PARTNERS

### Company Overview



**Bob Greifeld**  
CEO



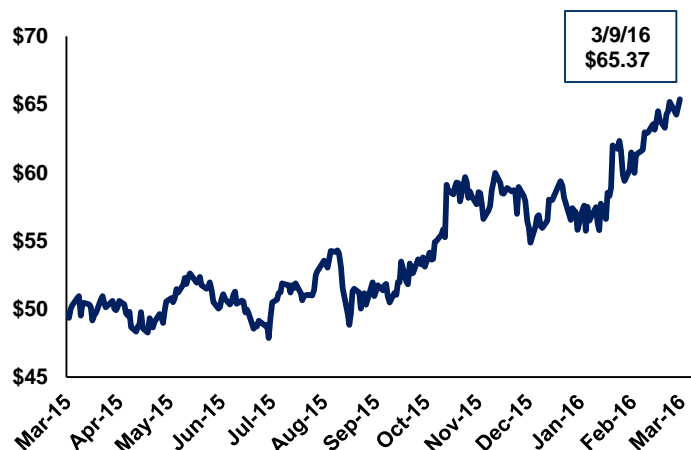
**Adena Friedman**  
President & COO

**HQ:** New York, NY      **Founded:** 1971      **Employees:** 3,824

**Ticker:** NasdaqGS:NDAQ      **Market Cap.:** \$10.7 bn

- Nasdaq provides a variety of exchange trading and clearing technology solutions
- Operates across three main segments including market-related services, listing services and information technology services
- Nasdaq also operates a number of international exchanges covering all asset classes

### Nasdaq Stock Chart



### Transaction History

Date	Size (\$ mm)	Type	Target
03/09/16	\$1,100	M&A	Acquired:  International Securities Exchange
02/12/16	108	M&A	Acquired:  MARKET WIRED
01/15/16	36	M&A	Acquired:  Digital Reasoning
12/08/15	NA	M&A	Acquired:  chi-X CANADA
09/31/15	30	Financing	Invested in:  Chain
01/05/15	225	M&A	Acquired:  DORSEY WRIGHT & ASSOCIATES
12/31/13	NA	M&A	Acquired:  BORSA ISTANBUL
03/07/13	412	Financing	Invested in:  LCH.CLEARNET

Source: Company website, SEC Filings, Capital IQ.

# Overview of FT Partners

## Significant Experience in Capital Markets Technology

### Wealth Management

Financial Technology Partners LP  
FTP Securities LLC  
*is pleased to announce its exclusive role as  
Capital Markets & IPO Advisor to*

**ENVESTNET**

*In its*

**\$69,000,000**  
**Initial Public Offering**

*valuing the equity at approximately*

**\$ 300,000,000**

**FINANCIAL TECHNOLOGY PARTNERS**  
The Only Investment Bank  
Focused Exclusively on Financial Technology

Financial Technology Partners LP  
FTP Securities LLC  
*is pleased to announce its exclusive role as  
sole strategic and financial advisor to*

**EISI**

*In its sale to*

**ZYWAVE**

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Financial Technology Partners LP  
FTP Securities LLC  
*is pleased to announce its  
exclusive role as advisor to*

**BLACKROCK**

*in its 100% acquisition of*

**FutureAdvisor**

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### Data / Analytics

Financial Technology Partners LP  
FTP Securities LLC  
*is pleased to announce its exclusive role as  
sole strategic and financial advisor to*

**Zephyr**  
ASSOCIATES, INC.

*In its sale to*

**informa**

*for total cash consideration of*

**\$ 62,000,000**

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Financial Technology Partners LP  
FTP Securities LLC  
*is pleased to announce its exclusive role as  
sole strategic and financial advisor to*

**THE MARKETS.com**

*in its sale to*

**Capital IQ**  
A Division of Standard & Poor's

*for total consideration of approximately*

**\$ 300,000,000**

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Financial Technology Partners LP  
FTP Securities LLC  
*is pleased to announce its exclusive role as  
sole strategic and financial advisor to*

**MERGENT**

*In the sale of its Index Business to*

**NASDAQ OMX**

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### High Frequency Trading

Financial Technology Partners LP  
FTP Securities LLC  
*is pleased to announce its exclusive role as  
sole strategic and financial advisor to*

**ATD**  
Automated Trading Partners, LLC

*in its sale to*

**citi**

*for cash and stock consideration of  
approximately*

**\$ 700,000,000**

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Financial Technology Partners LP  
FTP Securities LLC  
*is pleased to announce its exclusive role as  
sole strategic and financial advisor to*

**QUANTHOUSE**  
SOLUTIONS FOR YOUR FIRM

*In its growth financing with*

**ViewPoint.**  
Capital Partners

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Financial Technology Partners LP  
FTP Securities LLC  
*is pleased to announce its exclusive role as  
sole strategic and financial advisor to*

**WOMBAT**  
FINANCIAL SOFTWARE

*in its sale to*

**NYSE Euronext**

*for total consideration of approximately*

**\$ 225,000,000**

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# Overview of FT Partners

## Significant Experience in Capital Markets Technology

### Trading Technology

Financial Technology Partners LP  
FTP Securities LLC

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

 INVESTMENT TECHNOLOGY GROUP

In its acquisition of

 macgregor

for cash consideration of approximately

**\$ 230,000,000**

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Financial Technology Partners LP  
FTP Securities LLC

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

**TORA** 

TECHNOLOGY. TRADING. LIQUIDITY.™

In its minority capital raise with

 Goldman Sachs  Bank of America Merrill Lynch

 FINANCIAL TECHNOLOGY PARTNERS

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Focused Exclusively on Financial Technology

Financial Technology Partners LP  
FTP Securities LLC

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

 TradingScreen  
SIMPLIFYING GLOBAL MARKETS®

In its minority recapitalization for

**\$ 110,000,000**

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### Other Capital Markets Technology

Financial Technology Partners LP  
FTP Securities LLC

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

 MajesticResearch

In its sale to

 INVESTMENT TECHNOLOGY GROUP

for total consideration of approximately

**\$ 56,000,000**

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Financial Technology Partners LP  
FTP Securities LLC

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

**chi-x**

In its sale of a minority stake to

 Bank of America Merrill Lynch  GETCO  Goldman Sachs

 Morgan Stanley  QUANTLIB FINANCIAL, LLC

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Focused Exclusively on Financial Technology

Financial Technology Partners LP  
FTP Securities LLC

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

**INSTINET**

In the sale of its stake in

CHIX EUROPE  
to

 BATS  
Making Markets Better

for total consideration of approximately

**\$ 305,000,000**

 FINANCIAL TECHNOLOGY PARTNERS

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# Overview of FT Partners

## FT Partners Advises Shareholder Insite in its Sale to Ipreo

### Transaction Overview and Rationale

#### Overview of Transaction

- On November 4th, 2014, Shareholder Insite, Inc. ("Shareholder Insite") was acquired by Ipreo
- Shareholder InSite is the premier provider of shareholder data management, analytics, reporting and valuation solutions and services for venture capital and private equity investors and private companies in their portfolios
- Financial terms of the transaction were not disclosed

#### Significance of Transaction

- The acquisition of Shareholder Insite by Ipreo, backed by Blackstone and Goldman Sachs, provides a foundation for Ipreo's new Alternative Assets business, leveraging its strengths in data management and capital-raising workflow with Shareholder InSite's industry expertise and complementary industry-leading solutions
- Shareholder InSite's marquee products, Qval and CapControls, are the industry standards for the administrative, deal modeling, and valuation needs for alternative asset managers; its suite of robust self-valuation solutions delivers financial insights, simplifies and accelerates audit processes, and improves the accuracy and defensibility of valuations

#### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Shareholder Insite and its Board of Directors
- FT Partners leveraged its deep knowledge and extensive experience to help navigate significant inbound interest to find the right strategic partners for the business and achieve a highly favorable outcome for stakeholders
- Transaction demonstrates FT Partners' continued success in achieving highly attractive outcomes for entrepreneurs across the financial technology industry

### Financial Technology Partners LP FTP Securities LLC

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

ShareholderInSite™

*in its sale to*

IPREO

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TECHNOLOGY  
PARTNERS

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Focused Exclusively on Financial Technology*



# Overview of FT Partners

## FT Partners Advises AlphaSense in its \$33 mm Financing

### Transaction Overview and Rationale

#### 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 conquer its market in solving the information overload problem for knowledge professionals

#### 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** )  
Soros Fund Management



*for total consideration of*

# \$ 33,000,000

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TECHNOLOGY  
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# Overview of FT Partners

## FT Partners Advises PENSICO Trust Company in its \$105 Million Sale to Opus Bank

### Transaction Overview and Rationale

#### Overview of Transaction

- On January 25, 2016, PENSICO Trust Company ("PENSICO") announced its sale to Opus Bank ("Opus") (Nasdaq: OPB) for approximately \$105 million (as adjusted) in a mix of cash and stock
- Backed by Panorama Point Partners, PENSICO is a leading custodian of self-directed IRA and alternative investments
- Opus is an FDIC insured California-chartered commercial bank with \$6.2 billion of total assets, \$5.0 billion of total loans, and \$4.9 billion in total deposits<sup>(1)</sup>
- Following the transaction, PENSICO will operate as a subsidiary of Opus
- The transaction is expected to close in Q2 2016

#### Significance of Transaction

- The acquisition positions Opus at the forefront of the alternative asset wealth services business
- PENSICO provides Opus with strong, recurring non-interest income based on assets under custody
- The transaction also presents additional potential revenue opportunities through Opus' Merchant Bank, Commercial Bank, Retail Bank and Opus Financial Partners, Opus' broker-dealer subsidiary

#### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to PENSICO and its Board of Directors
- Highlights FT Partners' continued success advising a broad range of top-tier strategic investors across the financial technology landscape

### Financial Technology Partners LP FTP Securities LLC

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sole strategic and financial advisor to*



**PENSICO**  
TRUST COMPANY

*in its sale to*



*for total consideration of approximately*

**\$ 105,000,000**

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TECHNOLOGY  
PARTNERS

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# Overview of FT Partners

## FT Partners Advises BlackRock in its Acquisition of FutureAdvisor

### Transaction Overview and Rationale

#### 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<sup>(1)</sup>
- 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 ~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 top-tier strategic investors across the financial technology landscape

### Financial Technology Partners LP FTP Securities LLC

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exclusive role as advisor to*

# BLACKROCK

*in its 100% acquisition of*



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TECHNOLOGY  
PARTNERS

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# Overview of FT Partners

## FT Partners Advises Liquidnet on its Minority Financing

### Transaction Overview and Rationale

#### Overview of Transaction

- Liquidnet announced it had raised \$250 million in financing from Technology Crossover Ventures and Summit Partners
- Liquidnet provides liquidity to traders through global alternative trading system that crosses buy and sell orders anonymously
- After less than four years, Liquidnet is ranked as one of the top 14 largest NYSE institutional brokers and the 15th largest Nasdaq broker<sup>(1)</sup>
- Technology Crossover Ventures is a California-headquartered venture fund focusing on technology investments
- Summit Partners is a principal investment firm specializing in later stage venture capital, private equity, and mezzanine debt financings

#### Significance of Transaction

- Transaction represented the largest ever U.S.-based minority private equity investment in technology / financial services sector (Thomson Venture Economics / NVCA)
- At the time, largest single investment by Technology Crossover Ventures and Summit Partners
- Highly sought after transaction; numerous top-tier private equity investors submitted bids

#### FT Partners' Role

- FT Partners acted as sole strategic and financial advisor to Liquidnet and its Board of Directors
- Assignment was highly sought after by bulge bracket investment banks
- FT Partners' knowledge of the industry in combination with its knowledge of the potential investor universe helped the Company reach a highly successful transaction

### Financial Technology Partners LP FTP Securities LLC

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



*in its financing for approximately*

**\$ 250,000,000**

*valued at approximately*

**\$ 1,800,000,000**



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# Overview of FT Partners

## FT Partners Advises Automated Trading Desk on its Sale to Citi

### Transaction Overview and Rationale

#### Overview of Transaction

- Automated Trading Desk, Inc. ("ATD") announced its sale to Citi for total consideration of approximately \$680 million in cash and stock
- ATD is a trading-technology company that pioneered the development and creation of systems and software for automated limit-order trading
- Citi is a leading global financial services company that provides consumers, corporations, governments and institutions with a broad range of financial products and services

#### Significance of Transaction

- The acquisition allowed Citi to gain traction in the fast growing automated trading market, including equities and options
  - Citi leveraged ATD's strong technological expertise to ensure best execution prices and realize significant time and cost savings
- Citi was able to expand its market-making capabilities in listed equity and options
  - ATD offers automated execution solutions in all domestic equity markets, including the listed, over-the-counter, exchange-traded fund and bulletin board markets
- The acquisition allowed Citi to gain access to and strengthen its relationships with a broader client base

#### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to ATD and its Board of Directors

### Financial Technology Partners LP FTP Securities LLC

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sole strategic and financial advisor to*



*in its sale to*



*for cash and stock consideration of approximately*

**\$ 700,000,000**



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# Overview of FT Partners

## Selected FT Partners' Research (click to view)



Research Report: Innovations in Capital Markets Technology



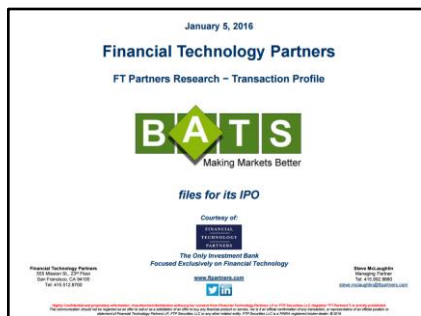
PENSICO Trust Company's Sale to Opus Bank



BlackRock's acquisition of FutureAdvisor



AlphaSense's \$33 mm growth financing



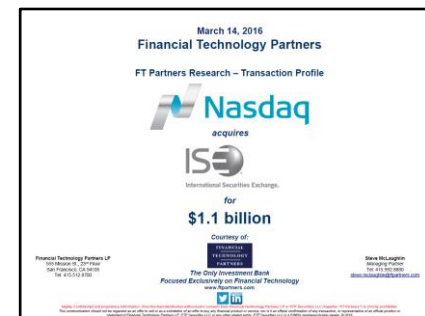
BATS files for its IPO



Wipro's acquisition of Viteos for \$130 mm



ICE's acquisition of Trayport for \$650 mm



Nasdaq's acquisition of ISE for \$1.1 bn

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 13 years of exclusive focus on Financial Technology. Please visit our [subscription form](#) to subscribe to our exclusive monthly newsletter and receive our research reports.



# Overview of FT Partners

## 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



M&A Advisor Awards

- |      |  |
|------|--|
| 2015 | <ul style="list-style-type: none"> <li>■ <b>Dealmaker of the Year</b></li> <li>■ Technology Deal of the Year</li> </ul>  |
| 2014 | <ul style="list-style-type: none"> <li>■ <b>Equity Financing Deal of the Year</b></li> <li>■ Professional Services Deal of the Year, Above \$100mm</li> </ul>  |
| 2012 | <ul style="list-style-type: none"> <li>■ <b>Dealmaker of the Year</b></li> <li>■ Professional Services Deal of the Year, Above \$100 mm</li> </ul>   |
| 2011 | <ul style="list-style-type: none"> <li>■ <b>Boutique Investment Bank of the Year</b></li> <li>■ Deal of the Decade</li> <li>■ <i>10 Deal of the Year Nominations Across 9 Categories</i></li> </ul>  |
| 2010 | <ul style="list-style-type: none"> <li>■ <b>Upper Middle Market Deal of the Year, Above \$500 mm</b></li> <li>■ IT Services Deal of the Year, Below \$500mm</li> <li>■ Cross-Border Deal of the Year, Below \$500mm</li> </ul>   |
| 2007 | <ul style="list-style-type: none"> <li>■ <b>Dealmaker of the Year – Steve McLaughlin</b></li> <li>■ Business to Business Services Deal of the Year</li> <li>■ Computer and Information Technology Deal of the Year, Above \$100mm</li> <li>■ Financial Services Deal of the Year, Above \$100mm</li> </ul> |



- |           |  |
|-----------|--|
| 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 |



WINNER  
Middle Market  
Financing Awards

- |      |  |
|------|--|
| 2008 | <ul style="list-style-type: none"> <li>■ <b>Equity Financing Dealmaker of the Year – Steve McLaughlin</b></li> <li>■ <b>Information Technology Deal of the Year</b></li> <li>■ <b>Financial Services Deal of the Year</b></li> </ul> |
| 2006 | <ul style="list-style-type: none"> <li>■ <b>Financing Professional of the Year – Steve McLaughlin</b></li> <li>■ <i>Financing Deal of the Year - Equity</i></li> <li>■ <i>Financing Deal of the Year - Debt</i></li> </ul>           |

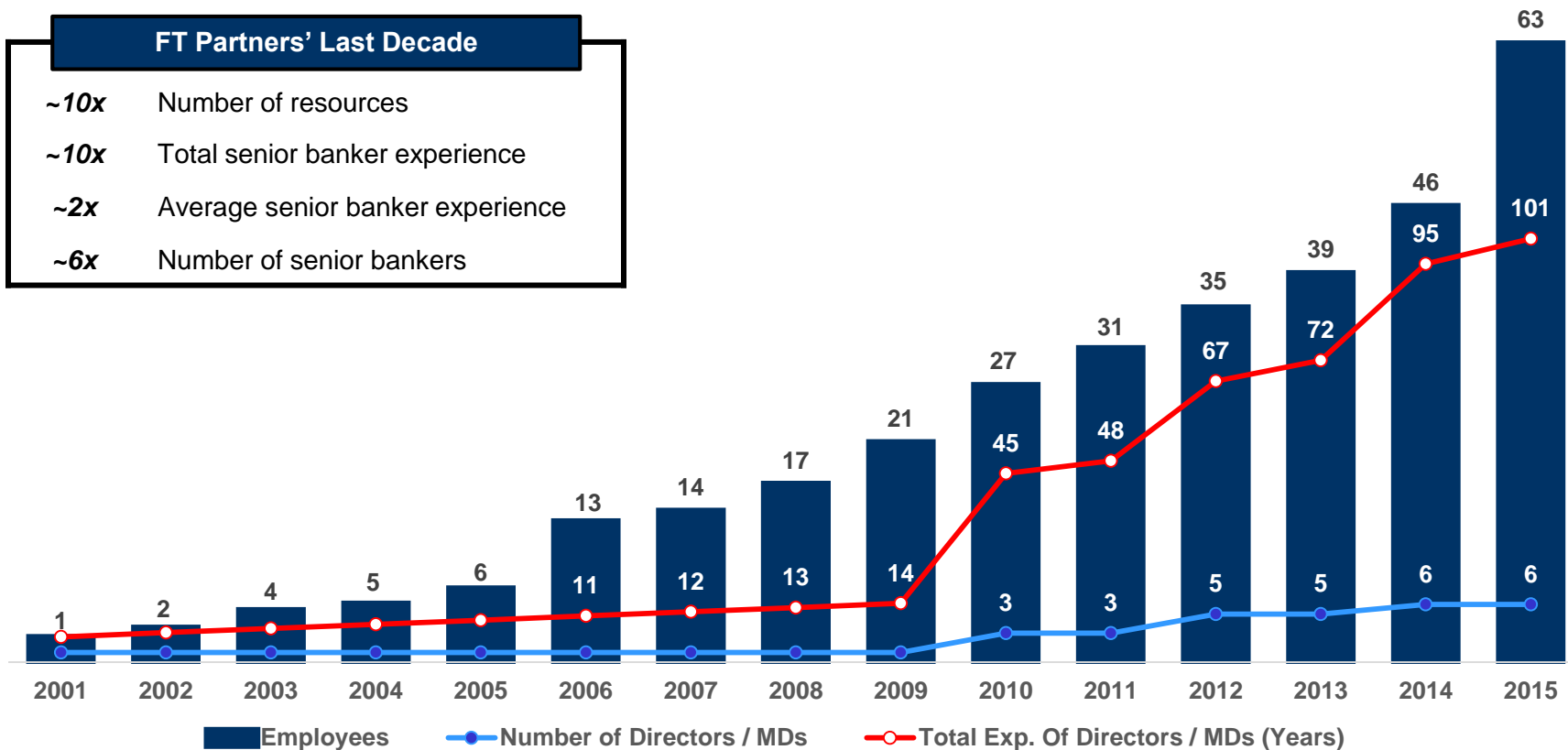
Note: **Bold** represents awards that FT Partners has won, *italics* represents nominations.

# Overview of FT Partners

Platform of Choice for Clients and Bankers Alike

## FT Partners' Last Decade

- ~10x Number of resources
- ~10x Total senior banker experience
- ~2x Average senior banker experience
- ~6x Number of senior bankers







## Avg Years of Director / MD Experience





# Overview of FT Partners

## The FT Partners Senior Banking Team

Name / Position	Prior Background	Experience / Education	Years of Experience
<b>Steve McLaughlin</b> <i>Founder, CEO and Managing Partner</i>		<ul style="list-style-type: none"> <li>Formerly with Goldman, Sachs &amp; Co. in New York and San Francisco from 1995-2002</li> <li>Formerly Co-Head of Goldman Sachs' Financial Technology Group (#1 market share)</li> <li>Wharton M.B.A.</li> </ul>	<b>21</b>
<b>Larry Furlong</b> <i>Managing Director</i>		<ul style="list-style-type: none"> <li>Formerly with Goldman, Sachs &amp; Co. in New York, London and Los Angeles beginning in 1995</li> <li>Wharton M.B.A.</li> </ul>	<b>21</b>
<b>Greg Smith</b> <i>Managing Director</i>		<ul style="list-style-type: none"> <li>Formerly award winning Equity Research Analyst at Merrill Lynch / J.P. Morgan / Sterne Agee</li> <li>Recent coverage included DST, ENV, FISV, FIS, V, MA, GPN &amp; HPY among others</li> </ul>	<b>20</b>
<b>Tim Wolfe</b> <i>Managing Director</i>		<ul style="list-style-type: none"> <li>Formerly with Goldman, Sachs &amp; Co. beginning in 2000</li> <li>40 Under 40 M&amp;A Advisor Award Winner 2013</li> <li>Harvard M.B.A.</li> </ul>	<b>14</b>
<b>Andrew McLaughlin</b> <i>Managing Director, Research &amp; Business Development</i>		<ul style="list-style-type: none"> <li>Leads FT Partners' Research and Business Development Team</li> <li>Formerly with Deloitte Consulting</li> </ul>	<b>10</b>