### FT PARTNERS FINTECH INDUSTRY RESEARCH

February 21, 2019



# Thoma Bravo Acquires Ellie Mae (NYSE: ELLI) for \$3.7 billion

**THOMA BRAVO** 



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 17 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"

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### Thoma Bravo Acquires Ellie Mae for \$3.7 billion

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### **Transaction Summary**



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On February 12, 2019, Thoma Bravo announced that it has agreed to acquire Ellie Mae (NYSE: ELLI) for an equity value of approximately \$3.7 billion

- Ellie Mae shareholders will receive \$99 per share with the transaction, representing a:
  - 47% premium to the 30-day share price average as of February 1, 2019
  - 49% premium to the 60-day share price average as of February 1, 2019
- Ellie Mae is one of the leading cloud-based mortgage financing solutions providers, automating the origination and funding processes for new mortgage loans
- Thoma Bravo is a leading private equity firm with a focus on the software and tech-enabled solutions sectors
- With Thoma Bravo's support, the Company will further invest in its technology and solutions while continuing to focus on innovation and customer success (1)
- The Company expects the transaction to be completed in late Q2 or early Q3 of this year

### **Transaction Commentary**

"Since the founding of Ellie Mae more than 20 years ago, our mission has been simple – to automate everything automatable for the residential mortgage industry. As we enter this next phase of our digital mortgage journey, we are thrilled to provide immediate value to our shareholders. With the investment and support from Thoma Bravo, we will remain committed to our customers' success, innovation and growth of the Encompass Digital Lending Platform while maintaining our position as a best place to work."

**EllieMae** 

Jonathan Corr President and CEO



"Ellie Mae delivers powerful and innovative mortgage technology solutions across every channel of the residential mortgage sector, enabling lenders to originate more loans while reducing costs and driving efficiency, quality and compliance throughout the mortgage process. Ellie Mae is leading the digital transformation of the residential mortgage industry and we look forward to building on the company's successes and to our partnership through this next chapter of growth."

THOMA BRAVO

Holden Spaht Managing Partner



### Ellie Mae Overview



### **Company Overview**



CEO: Jonathan Corr
Headquarters: Pleasanton, CA
Founded: 1997

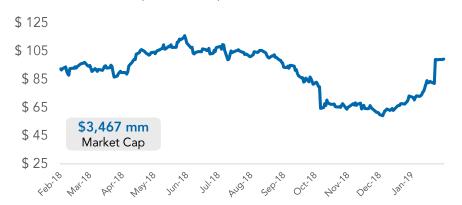
- Ellie Mae is a leading provider of cloud-based enterprise level, ondemand automated solutions for the residential mortgage industry
- The Company serves banks, credit unions and mortgage companies, providing innovative, digital products across the industry

**2,300+** Lenders

240 k Users

**20 mm** Transactions 2.5 mm Closed Loans

#### Stock Performance (NYSE:ELLI)



#### **Products & Services Overview**



### **Consumer Engagement**

- Personalized one-to-one marketing
- Automated campaigns and accelerated lead acquisitions



#### Origination

 Digital Mortgage Solution powered by robust pricing engine and Encompass loan officer connection



### **Processing and Underwriting**

- Integrated network with hundreds of service providers
- Efficient, quality loan workflows



#### eClosing and Investor Delivery

- Complete document solution for eDisclosures
- Secure system-to-system workflows between lenders and investors



#### **Data and Analytics**

- Open APIs and resources to integrate build on Encompass functions
- Near real-time access to loan data



#### Compliance

Robust compliance engine with automated federal, state and local regulation review

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### FT PARTNERS RESEARCH

### **Key Metrics**



mm excluding EPS)			
, iiiii excidentig 2. 6,	FY2018	FY2019E	FY2020E
Revenue	480	509	552
Gross Profit	280	308	338
EBITDA	123	144	165
Net Income	63	70	81
EPS	\$1.77	\$1.96	\$2.27
uation Metrics			
Announced offer price: \$99 mplied Equity Value: \$3.7bn	FY2018	FY2019E	FY2020E
mplied Enterprise Value: \$3.4bn			
EV / Revenue	7.1 x	6.7 x	6.2 x
EV / Gross Profit	12.4 x	11.1 x	10.1 x
EV / EBITDA	27.6 x	23.6 x	20.6 x
P/E	55.9 x	51.0 x	43.6 x

### Thoma Bravo Acquires Ellie Mae for \$3.7 billion

#### FT PARTNERS RESEARCH

### **Thoma Bravo Overview**



#### **Overview**

### **THOMA BRAVO**



Carl Thoma Co-Founder & Managing Partner



Orlando Bravo Co-Founder & Managing Partner



**Holden Spaht** *Managing Partner* 



Scott Crabill Managing Partner

#### Locations

• Chicago, IL (HQ)

• San Francisco, CA

### **About**

- Founded in 1985, Thoma Bravo is a successor to Golder, Thomas & Co and was previously named Thoma Cressey Equity Partners
- Executes a "consolidation" investment strategy and manages \$8.5 bn in committed capital
- Typically invests in well-established, profitable businesses in fragmented industries
- Works closely with management teams to implement efficient operating practices and use consolidation expertise to improve earnings and increase equity value

#### **Investment Preferences**

#### Investment Criteria

**Fund Size:** \$12,600 mm

Fund Raised: 2019

Investment Range: \$50 mm +

**EBITDA:** \$20 mm +

### General Preferences 1

Control: Majority, Minority

**Geography:** U.S.

Transaction Type: Buyout, Take-

Privates, MBO, Recap, Growth

кесар, Ого

Industry Focus:

Application and Infrastructure Software, Tech-Enabled Services

### **Selected Recent Investments / Exits**

FinTech / Financial Services Investments 2

Date	Company	Deal Amt. <sup>3</sup>	Board Rep.	Sector
02/19	Ellie Mae (Buyout)	\$3,700	NA	Bnkg
11/18	PEC Safety (Buyout)	NA	NA	FMS
09/18	Apttus (Buyout)	NA	NA	FMS
06/18	MeridianLink (Buyout)	NA	NA	Bnkg
01/18	Motus (Buyout)	NA	Carl Press	FMS
01/18	Runzheimer International (Buyout)	NA	NA	FMS
11/17	ABC Financial Services (Buyout)	NA	NA	Pymts
07/17	Kofax PLC (Buyout)	NA	NA	FMS
07/17	Readsoft (Buyout)	NA	NA	FMS
07/17	Perceptive Software (Buyout)	NA	NA	FMS
06/17	Riskonnect (Buyout)	NA	NA	FMS
05/17	Global Healthcare Exchange (Temasek; Ares)*	1,800	NA	HCIT
01/16	Infoqix (Buyout)	NA	NA	FMS
09/15	MedeAnalytics (Buyout)	NA	Scott Crabill	HCIT
08/15	iPipeline (Buyout)	385	Holden Spaht Brian Jaffee	Ins
02/15	PowerPlan (Roper)*	na	NA	FMS

<sup>1)</sup> Italics indicate preferred control / geography.

<sup>\*</sup> denotes M&A exit: \*\* denotes IPO exit.

Deal Amount in mm.

### FT Partners IPO Advisory Case Study: Ellie Mae

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

in its

\$45,000,000 Initial Public Offering

valuing the equity at approximately

\$ 146,000,000



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#### Overview of Transaction

- On April 14, 2011, Ellie Mae (the "Company") priced 7.5 million shares at \$6 per share in its initial public offering, implying a total offering size of \$45 million
- The Company began trading on the NYSE under the ticker ELLI
- Ellie Mae is a leading provider of enterprise level, on-demand automated solutions for the residential mortgage industry
- Ellie Mae sold 5 million shares in the offering with the remaining 2.5 million sold by existing stockholders
- Underwriters were granted the option to purchase up to an additional 1.125 million shares from selling stockholders to the extent they sold more than 7.5 million shares

### Significance of Transaction

- The IPO provided capital to fund future growth and enabled the Company to more effectively serve its user base
- In addition to returning capital to shareholders, proceeds of the transaction were used for general corporate purposes, acquisitions and / or investments in new technologies, solutions or businesses

#### FT Partners' Role

- FT Partners served as strategic, financial and IPO advisor to Ellie Mae and its Board of Directors
- FT Partners managed the entire IPO process, enabling management to focus on growing the business







### Selected FT Partners' Research - Click to View



GreenSky Raises \$1 billion in its IPO



**Prosper's Series G Financing** 



Porch Acquires Serviz



Vitruvian Partners' Investment in Deposit Solutions



Knock Raises \$400 million in Series B Equity and Debt Financing



Silver Lake Acquires ZPG for \$3 billion



Opendoor Raises \$400 million in Financing from Softbank Vision Fund



Compass Raises \$400 million in Series F Financing

**VIEW MORE FT PARTNERS RESEARCH** 

### Track Record of Success in the Real Estate / Mortgage Tech Value Chain

#### **Mortgage Origination**



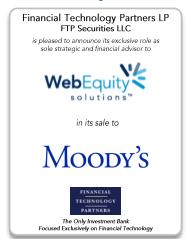
### **Property Management**



### Real Estate Invoicing & Payments



### SaaS-based Loan Origination



### **Mortgage Technology**



# Listing Management Solutions



# Consumer Home Improvement Financing



## Property Insurance Solutions



### Significant Experience Across the Banking Technology Space











































### FT Partners Advises Ellie Mae on its \$146 million IPO

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### FT Partners Advises Optimal Blue on its Sale

#### Overview of Transaction

- Optimal Blue has agreed to sell to GTCR, a leading private equity firm
- Backed by Serent Capital, Optimal Blue is one of the largest SaaS providers of enterprise services to mortgage originators & investors
- The Company created the first cloud-based Product & Pricing Engine ("PPE") and is now the largest independent provider of pricing solutions in the mortgage ecosystem
- GTCR has committed up to \$350 million of equity capital to the investment to pursue growth initiatives at Optimal Blue as well as complementary acquisitions to provide information and other digital services to the \$14 trillion mortgage marketplace

### Significance of Transaction

- Represents one of the largest Mortgage Technology M&A transactions in recent times
- Represents a highly favorable outcome to Optimal Blue management and Serent Capital, its private equity backer

### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Optimal Blue and its Board of Directors
- FT Partners leveraged its deep knowledge, extensive experience and broad industry relationships to help bring in a knowledgeable partner with deep domain expertise in financial services
- Transaction demonstrates FT Partners' continued success advising top-tier financial technology companies

# Financial Technology Partners LP FTP Securities LLC

is pleased to announce its exclusive role as financial advisor to



in its sale to





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### FT Partners Advises GreenSky on its \$1 billion Initial Public Offering

#### **Overview of Transaction**

- On May 23, 2018, GreenSky (Nasdaq: GSKY) priced its IPO at \$23 per share, raising approximately \$1.01 billion
- Due to strong demand, the deal priced at the high end of the initial \$21 \$23 filing range and the number of shares was increased by 3.9 million, or 11%
- GreenSky will use the IPO proceeds to purchase Holdco units and Class A common stock from its CEO and other officers as well as early equity investors
- GreenSky is a leading FinTech company that powers commerce at the point of sale; the Company's technology platform facilitates merchants sales, while reducing the friction, and improving the economics, associated with a consumer making a purchase and a bank extending financing for that purchase
  - GreenSky has approximately 12,000 active merchants on its platform and the Company has enabled 1.7 million consumers to finance over \$12 billion of transactions since its inception through March 31, 2018

### Significance of Transaction

- GreenSky's IPO is the largest U.S. Technology IPO of 2018 and is also the largest U.S. FinTech IPO in over two years<sup>1</sup>
- This transaction further supports FT Partners' continued success advising leading FinTech growth companies and also highlights the long-term nature of many of the Firm's advisory relationships

#### FT Partners' Role

- FT Partners served as IPO Advisor to GreenSky on this transaction
- FT Partners previously advised GreenSky on its \$300 million investment by TPG, Iconiq, Wellington, and DST in 2014, its \$2 billion loan purchase agreement and \$50 million investment by Fifth Third Bank in 2016, and its \$200 million investment by PIMCO in 2017
- FT Partners has leveraged its deep industry knowledge, extensive transaction expertise, and broad scope of relationships to consistently achieve favorable outcomes for GreenSky

### Financial Technology Partners LP FTP Securities LLC

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in its

\$1,010,000,000
Initial Public Offering

for a total enterprise value of

\$4,500,000,000

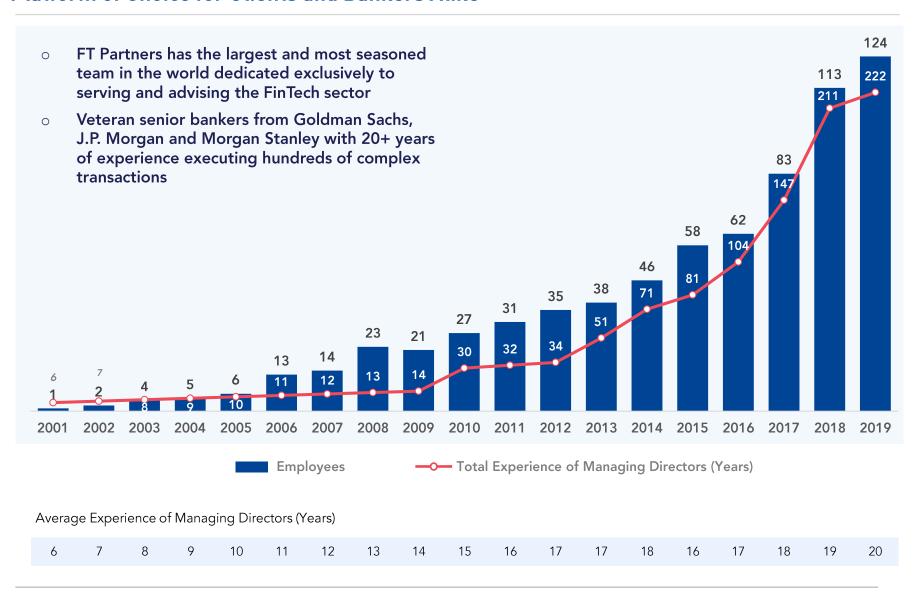


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### **Award-Winning Investment Banking Franchise Focused on Superior Client Results**

LendIt	2018	Top Investment Bank in FinTech			
	2018	Steve McLaughlin Ranked #1 for the Second Year in a Row on Institutional Investor's FinTech 40 List			
Institutional Investor	2017	Ranked #1 on Institutional Investor's FinTech 40 List			
Institutional Investor Annual Ranking	2015 & 2016	Ranked Top 5 on Institutional Investor's FinTech 35 List			
Ailluai Kalikilig	2006 – 2008	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"			
2018 -2004 ANNUALAWARDS WINNER M&A Advisor Awards	2018	Corporate / Strategic Deal of the Year	2011	Boutique Investment Bank of the Year	
	2018	Cross Border Deal of the Year	2011	Deal of the Decade	
	2017	Investment Banker of the Year	2010	Upper Middle Market Deal of the Year, \$500 mm+	
	2016	Investment Banking Firm of the Year	2010	IT Services Deal of the Year, Below \$500 mm	
	2016	Cross Border Deal of the Year	2010	Cross-Border Deal of the Year, Below \$500 mm	
	2015	Dealmaker of the Year	2007	Dealmaker of the Year – Steve McLaughlin	
	2015	Technology Deal of the Year	2007	Business to Business Services Deal of the Year	
	2014	Equity Financing Deal of the Year	2007	Computer & Information Tech Deal of the Year, \$100 mm-	
	2014	Professional Services Deal of the Year, \$100 mm+	2007	Financial Services Deal of the Year, \$100 mm+	
	2012	Dealmaker of the Year	2004	Investment Bank of the Year	
	2012	Professional Services Deal of the Year, \$100 mm+			

### Platform of Choice for Clients and Bankers Alike



### The FT Partners Senior Banker Team

Name / Position	Prior Background	Experience / Education	Years of Experience
<b>Steve McLaughlin</b> Founder, CEO and Managing Partner	Goldman Sachs	<ul> <li>Formerly with Goldman Sachs in New York and San Francisco from 1995-2002</li> <li>Former Co-Head of Goldman Sachs' Financial Technology Group (#1 market share)</li> <li>Wharton M.B.A.</li> </ul>	24
Kate Crespo Managing Director	RAYMOND JAMES®	<ul> <li>Formerly with Raymond James' Technology &amp; Services investment banking</li> <li>12+ years of FinTech transaction execution experience</li> <li>Dartmouth M.B.A.</li> </ul>	17
<b>Larry Furlong</b> Managing Director	Goldman Sachs	<ul> <li>Formerly with Goldman Sachs in New York, London and Los Angeles from 1995-2004</li> <li>Wharton M.B.A.</li> </ul>	23
<b>Osman Khan</b> Managing Director	A A PWC	<ul> <li>Formerly Managing Director and Head of FIG M&amp;A at Alvarez &amp; Marsal</li> <li>15+ years FIG deal, consulting and assurance experience at PwC</li> <li>40 Under 40 M&amp;A Advisor Award Winner in 2013</li> <li>LSE (BSc w/Honors), MBS (MBA w/Distinction), ICAEW (FCA)</li> </ul>	22
Andrew McLaughlin Managing Director	Deloitte.	<ul> <li>20+ years experience executing / implementing financial and operational strategy</li> <li>Formerly with Deloitte Consulting</li> </ul>	13
<b>Mike Nelson</b> Managing Director	SUNTRUST	<ul> <li>Formerly head of FinTech M&amp;A at SunTrust Robinson Humphrey</li> <li>Kellogg M.B.A.</li> </ul>	19
<b>Timm Schipporeit</b> Managing Director	Morgan Stanley Index Ventures	<ul> <li>Formerly with Morgan Stanley as Senior Executive Director of European Technology Investment Banking Team in London</li> <li>Formerly a Venture and Growth Investor focused on FinTech at Index Ventures</li> </ul>	16
<b>Greg Smith</b> Managing Director	Merrill Lynch J.P.Morgan	<ul> <li>Formerly award winning Equity Research Analyst at Merrill Lynch, J.P. Morgan and Hambrecht &amp; Quist</li> <li>20+ years of experience covering FinTech as both an Analyst and Investment Banker</li> </ul>	23
Steve Stout Managing Director	J.P.Morgan <b>Fırst Data</b>	<ul> <li>Formerly Global Head of Strategy at First Data</li> <li>Formerly Led J.P. Morgan Payments Investment Banking Practice</li> <li>Former Equity Research Analyst on #1 ranked team at UBS</li> <li>Former Economist at the Federal Reserve Bank</li> </ul>	21
<b>Tim Wolfe</b> Managing Director	Goldman Sachs	<ul> <li>Formerly with Goldman Sachs from 2000-2002</li> <li>40 Under 40 M&amp;A Advisor Award Winner 2013</li> <li>Harvard M.B.A.</li> </ul>	17