

June 3, 2016

Financial Technology Partners

FT Partners Research – Transaction Profile



acquires

SciQUEST

for

\$509 million

Courtesy of:



***The Only Investment Bank
Focused Exclusively on Financial Technology***

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Accel-KKR Acquires SciQuest for \$509 mm

Transaction Overview

Transaction Summary

- On May 31, 2016, Accel-KKR announced that it had signed an agreement to acquire all the outstanding shares of SciQuest for \$17.75 per share in cash, which represents a total acquisition price of \$509 million
 - The asking price represents a 34% premium over the May 27, 2016 closing price of SciQuest's stock
- Prior to the transaction, Accel-KKR had held 4.9% of the Company, first investing in SciQuest in 2014
- SciQuest (NASDAQ:SQI) is a public company that provides spend management and procurement solutions to help companies manage their spending
- Accel-KKR is a technology-focused private equity firm with over \$4.0 billion in assets under management
- SciQuest's board of directors approved the transaction unanimously and recommended that shareholders also vote in favor of the transaction
- Assuming shareholder approval, the acquisition is expected to close in the third quarter of 2016 and will be subject to customary closing conditions, as well as regulatory approval

Transaction Commentary

"This transaction provides SciQuest's stockholders with a significant premium over the pre-announcement market price and we believe it will allow us to increase our focus on long-term success that will benefit customers, employees, partners and suppliers. As a private company, we expect to continue to accelerate innovation, increase efficiency and expand our solution suite"



Stephen Wiehe
Chief Executive Officer

"As long-standing and significant investors in SciQuest, we have been impressed by the breadth, depth and cohesiveness of the Company's leading technology"



Tom Barnds
Managing Director

"We look forward to partnering with the SciQuest team to continue to accelerate innovation and bring value to customers in this large and growing market"

Accel-KKR Acquires SciQuest for \$509 mm

SciQuest Overview

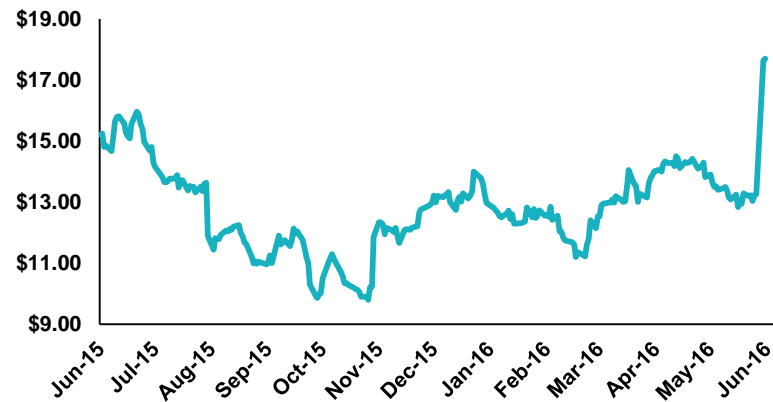
Headquarters: Morrisville, NC
Founded: 1995
Market Cap: \$490.5 mm
Employees: 513

SciQuest is a provider of cloud-based procurement and spend management solutions, including integrated data and analytics, that cover the full purchasing process

SciQuest Acquisition History

Date	Size (\$ mm)	Target
09/03/13	\$43.1	 COMBINE.NET
09/28/12	17.6	 Spend Radar® Know Your Spend
07/24/12	28.0	 upside software Inc. www.upsidesoft.com
12/21/11	16.9	 AECsoft USA

Stock Chart - NasdaqGS:SQL



Solution Offerings



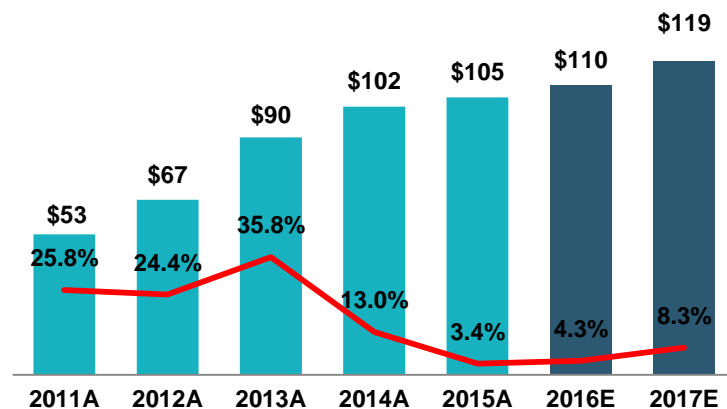
- eProcurement
- Spend Analysis
- Strategic Sourcing
- Sourcing Optimizer Engine
- Contract Management
- Vendor Management Software
- Enterprise Reagent Manager
- Accounts Payable Management
- Supplier Network
- Savings Management Software

Accel-KKR Acquires SciQuest for \$509 mm

SciQuest Financial Overview

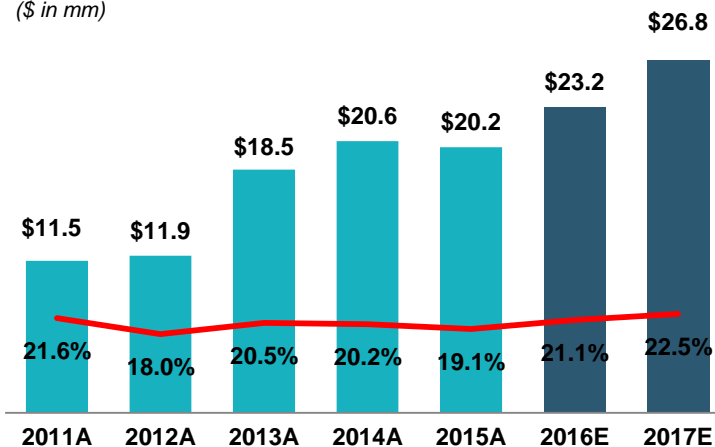
Total Revenue / Growth %

(\$ in mm)



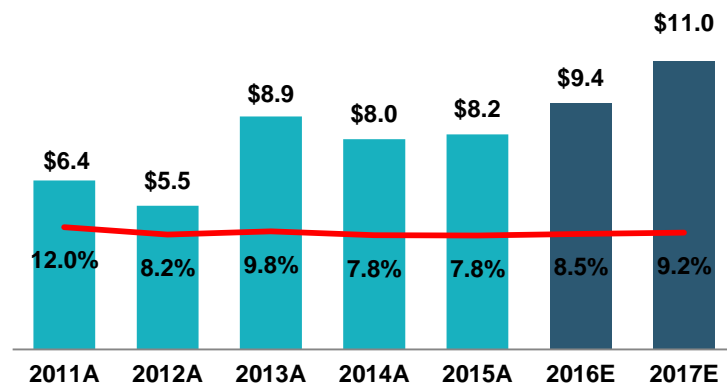
EBITDA / Margin %

(\$ in mm)

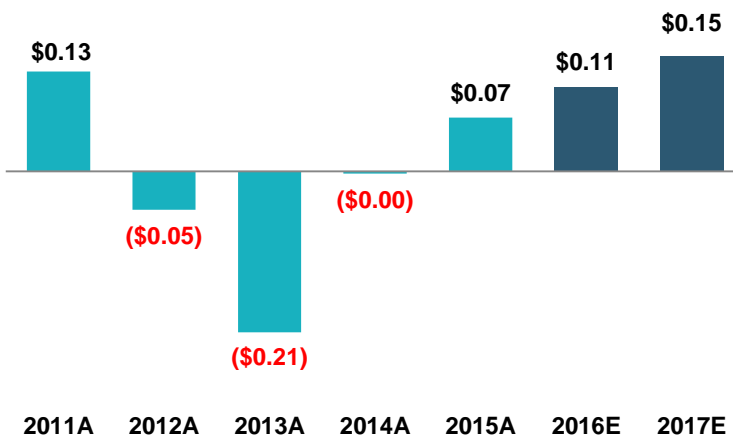


Net Income / Margin %

(\$ in mm)



Diluted EPS





Accel-KKR Acquires SciQuest for \$509 mm

Accel-KKR Overview

Overview



Jason Klein

Managing Director



Fred Sturgis

Managing Director



Tom Barnds

Managing Director

Location(s)

- Menlo Park, CA (HQ)
- Atlanta, GA
- London, UK

About

- Founded in 2000 through a joint-venture between Accel Partners and Kohlberg Kravis Roberts
- Manages over \$2.5 bn across four funds
- Exclusively dedicated to investing in lower middle-market software and tech-enabled services companies
- Long term investors without pre-existing exit horizons
- Interested in looking at vendor and billing management companies
- Maintains relationships with top legal, accounting, risk management and consulting firms to provide services to portfolio companies

FINANCIAL
TECHNOLOGY
PARTNERS

Investment Preferences

Investment Criteria

Fund Size:	\$1,300mm
Fund Raised:	2015
Investment Range:	\$7.5–150mm
Revenue:	\$15–150mm
EBITDA:	\$3.5mm+

General Preferences¹

Control:	Majority, Minority
Geography:	North America, Europe, Latin and South America, Australia and Asia
Transaction Type:	Growth, Recapitalizations, Buyouts, Spinoffs, Take-Privates
Industry Focus:	Software, Tech-Enabled Services

Select Recent Investments / Exits

FinTech / Financial Services Investments²

Date	Company	Deal Amt. ³	Board Rep.	Sector
05/16	Cendyn (<i>Growth</i>)	NA	Rob Palumbo	FMS
04/16	Energy Services Group (<i>Growth</i>)	NA	Rob Palumbo	FinBPO
02/16	Summit Software (<i>Buyout</i>)	NA	Greg Williams	FMS
01/16	TELCOR (<i>Growth</i>)	NA	Thomas Barnds	HCIT
07/15	Dancik International (<i>Buyout</i>)	NA	NA	FMS
07/15	Banker's Toolbox (<i>Growth</i>)	NA	Fred Sturgis	FMS
06/15	Olidex OpenInvoice (<i>Buyout</i>)	NA	Dean Jacobson	FMS
05/15	Nexternal Solutions (<i>Buyout</i>)	NA	Thomas Barnds	FMS
05/15	Applied Predictive (Mastercard)*	\$600	Robert Palumbo	FMS
09/14	Delta Data Software (<i>Growth</i>)	13	Greg Williams	FMS
07/14	Atlas Products International (<i>Buyout</i>)	NA	Thomas Barnds	FMS
07/14	HighJump Software (<i>Buyout</i>)	NA	Thomas Barnds	FinBPO
02/14	TransZap (<i>Buyout</i>)	NA	Dean Jacobson	FMS
02/14	RiseSmart (<i>Series B</i>)	11	Greg Williams	FMS
07/13	Ochre House (<i>Buyout</i>)	NA	Greg Williams	FinBPO
05/13	Interact Commerce (<i>Buyout</i>)	NA	Thomas Barnds	FMS

Source: Company website, PitchBook.

1) *Italics* indicate preferred control / geography.

2) * denotes M&A exit; ** denotes IPO exit.

3) Deal Amount in mm.

Overview of FT Partners

Strong Experience in the Financial Management Solutions and Software Space

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as financial advisor to

taulia

in its Series E financing led by

zouk

\$ 46,000,000

FINANCIAL TECHNOLOGY 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

avidxchange

in its Series E minority financing from

Bain Capital Ventures
FOUNDRY KEYBANK nyca

for total consideration of

\$ 235,000,000

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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

CHROMERIVER

in its Series D investment from

Great Hill PARTNERS

for total consideration of approximately

\$ 100,000,000

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Financial Technology Partners LP
FTP Securities LLC

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

avidxchange

in its acquisition of

STRONGROOM

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Financial Technology Partners LP
FTP Securities LLC

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

feedzai

in its Series B financing from

OAK HC/FT ESPRITO SANTO SAPPHIRE VENTURES

for approximately

\$ 17,500,000

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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

wave

in its financing, including investment from

SC CRY OMERS VENTURES

for approximately

\$ 10,000,000

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Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as strategic advisor to

BROWZ

in its financing for a total consideration of

\$ 10,000,000

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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

INSURANCE TECHNOLOGIES

in its sale to

MOELIS CAPITAL PARTNERS

FINANCIAL TECHNOLOGY PARTNERS

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Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as financial advisor to

GreenSky

in its minority investment from

DST ICONIQ TPG

for total consideration of

\$ 300,000,000

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Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as financial advisor to

taulia

in its Series D financing, including investment from

QUESTMARK PARTNERS
zouk BDVA edbi

for total consideration of approximately

\$ 60,000,000

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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

KUBRA

in its 80% majority sale to

HEARST corporation

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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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Financial Technology Partners LP
FTP Securities LLC

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

Performant

in its debt financing led by

WILSON CAPITAL TRADING

totaling approximately

\$ 148,000,000

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

jack henry & ASSOCIATES INC.

in its acquisition of

iPayTechnologies

for total consideration of approximately

\$ 300,000,000

FINANCIAL TECHNOLOGY PARTNERS

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Financial Technology Partners LP
FTP Securities LLC

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

MERCURY

in its cash sale to

vantiv

for total consideration of approximately

\$1,650,000,000

FINANCIAL TECHNOLOGY 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

CUSTOM HOUSE

in its sale to

WESTERN UNION

For total cash consideration of approximately

\$ 370,000,000

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

YAPSTONE

ePayments as a Service

in its minority investment led by

ACCEL PARTNERS

For total consideration of approximately

\$ 50,000,000

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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

ATD

Automated Trading Desk, LLC

in its sale to

citi

for cash and stock consideration of approximately

\$ 700,000,000

FINANCIAL TECHNOLOGY 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

FLEET ONE

in its cash sale to

wex

for total consideration of approximately

\$ 369,000,000

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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

ACCREDITIVE HEALTH

results providers trust

in its

\$138,000,000
Initial Public Offering

valuing the equity at approximately

\$ 1,200,000,000

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 strategic and financial advisor to

Heartland

in its sale to

globalpayments

for total consideration of

\$ 4,500,000,000

FINANCIAL TECHNOLOGY PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

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

2016	<ul style="list-style-type: none"> ■ Investment Banking Firm of the Year ■ Cross Border Deal of the Year
2015	<ul style="list-style-type: none"> ■ Dealmaker of the Year ■ Technology Deal of the Year
2014	<ul style="list-style-type: none"> ■ Equity Financing Deal of the Year ■ Professional Services Deal of the Year, Above \$100mm
2012	<ul style="list-style-type: none"> ■ Dealmaker of the Year ■ Professional Services Deal of the Year, Above \$100mm
2011	<ul style="list-style-type: none"> ■ Boutique Investment Bank of the Year ■ Deal of the Decade ■ <i>10 Deal of the Year Nominations Across 9 Categories</i>
2010	<ul style="list-style-type: none"> ■ 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	<ul style="list-style-type: none"> ■ 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
2006-2008	■ Consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology



Middle Market Financing Awards

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

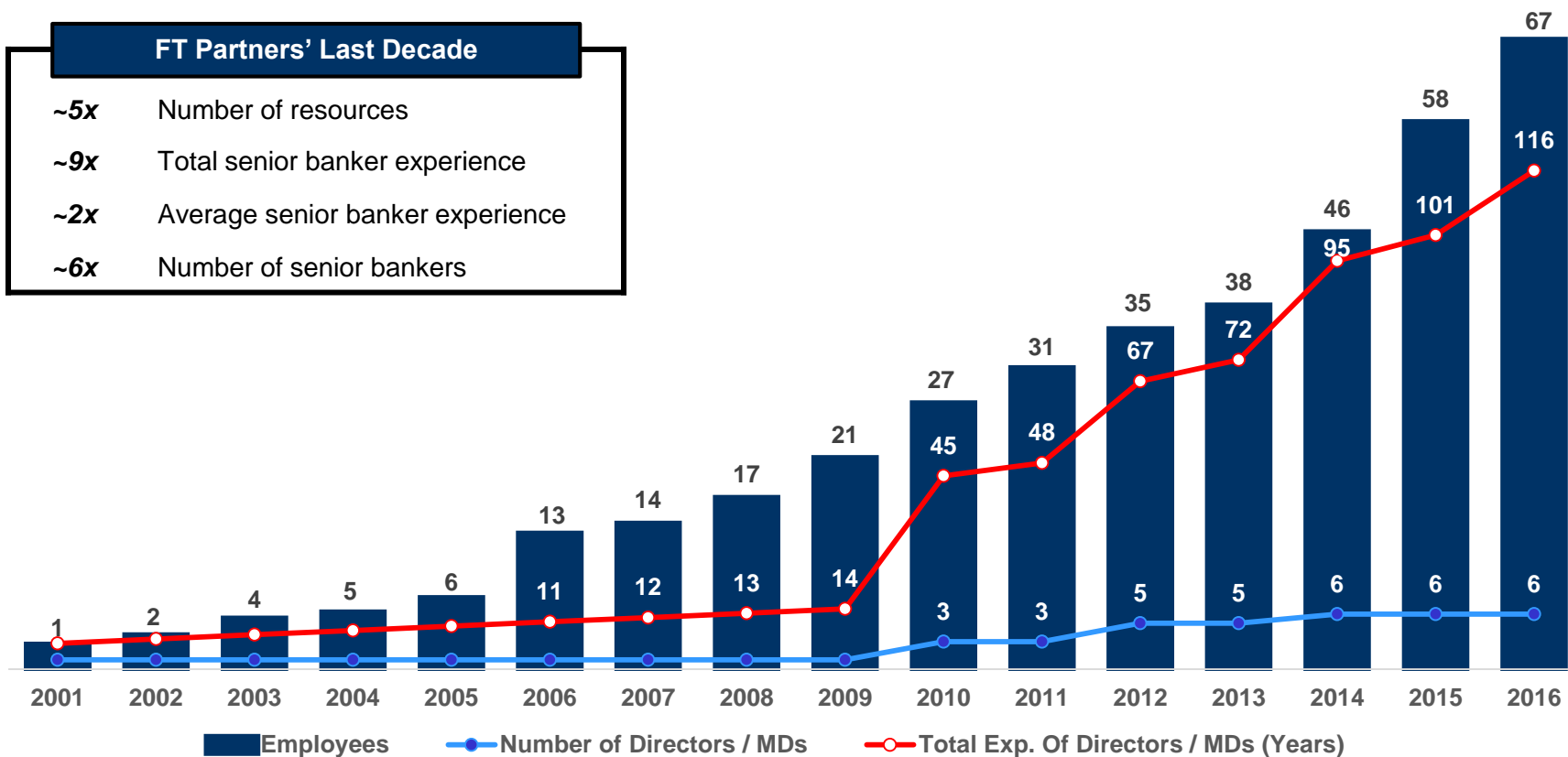
Note: **Bold** represents awards that FT Partners has won, *italics* represents nominations.

Overview of FT Partners

Platform of Choice for Clients and Bankers Alike

FT Partners' Last Decade

- ~5x Number of resources
- ~9x Total senior banker experience
- ~2x Average senior banker experience
- ~6x Number of senior bankers








Avg Years of Director / MD Experience

6 7 8 9 10 11 12 13 14 15 16 13 15 16 17 19

Overview of FT Partners

The FT Partners Senior Banking Team

Name / Position	Prior Background	Experience / Education	Years of Experience
Steve McLaughlin <i>Founder, CEO and Managing Partner</i>		<ul style="list-style-type: none"> Formerly with Goldman, Sachs & Co. in New York and San Francisco from 1995-2002 Formerly Co-Head of Goldman Sachs' Financial Technology Group (#1 market share) Wharton M.B.A. 	21
Larry Furlong <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly with Goldman, Sachs & Co. in New York, London and Los Angeles beginning in 1995 Wharton M.B.A. 	21
Greg Smith <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly award winning Equity Research Analyst at Merrill Lynch / J.P. Morgan / Sterne Agee Recent coverage included WU, EEFT, DST, ENV, FISV, FIS, V, MA, GPN & HPY among others 	20
Steve Stout <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly with J.P. Morgan and UBS Formerly Global Head of Strategy at First Data 	18
Tim Wolfe <i>Managing Director</i>		<ul style="list-style-type: none"> 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. 	14
Andrew McLaughlin <i>Managing Director, Research & Business Development</i>		<ul style="list-style-type: none"> Leads FT Partners' Research and Business Development Team Formerly with Deloitte Consulting 	10