FT PARTNERS FINTECH INDUSTRY RESEARCH

November 8, 2017





OakNorth Raises £244 million (~\$321 million) in Financing











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"

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FT PARTNERS RESEARCH OakNorth

Transaction Summary

Transaction Summary











- On October 12, 2017, OakNorth announced it has secured £154 million (approximately \$203 million) in financing from The Clermont Group, Coltrane Asset **Management and Toscafund Asset Management**
 - The investors bought a 16% stake in OakNorth
 - According to multiple news sources, this latest financing has placed OakNorth in the "unicorn" realm, with a valuation of approximately \$1.3 billion
- Additionally, on November 3, 2017, GIC acquired a 10% stake for £90 million (approximately \$118 million) bringing the total round to £244 million (approximately \$321 million)
- OakNorth intends to use the new capital to lend a further £1.5 billion in 2018 and license its ACORN machine platform to other lenders
- ACORN's technology uses machine learning algorithms to extract relevant data from various sources to help lenders make informed credit decisions
- Since its inception in late 2015, OakNorth has originated over £800 million
 - According to OakNorth, these loans have supported the building of more than 3,000 new homes and the creation of over 2,000 new jobs in the U.K.

Transaction Commentary

"Rather than building a technology platform and then going to market trying to sell it, we wanted to build the platform and prove the concept in a highly regulated and highly competitive market - the UK - via OakNorth. Through ACORN we will be able to help lenders around the world unlock the underserved and underestimated market for bespoke loans to SMEs."



Rishi Khosla CEO



OakNorth's Timeline

September 2015 OakNorth launches

November 2015

Secures £66 mm in financing from Indiabulls

May 2016

OakNorth becomes completely cloud-based

September 2016

OakNorth breaks even and becomes profitable

January 2017

OakNorth predicts that it will increase its loan book by a further £500 mm in 2017

April 2017

OakNorth is named on The Leap 100: the definitive list of fast-growth companies

August 2017

OakNorth announces that it has lent over £430 mm since January, completing more than 80 transactions

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OakNorth Overview

Company Overview



CEO:	Rishi Khosla
Headquarters:	London, U.K.
Founded:	2015

- OakNorth is a "challenger bank" based in the U.K.
- The Company was founded to provide fast, flexible and accessible debt financing to high-growth companies and property developers
- The Company has an efficient credit process with early stage "Yes" or "No" decisions to accelerate the approval process
 - Borrowers have face-to-face conversations with OakNorth's Credit Committee
- OakNorth provides business loans, property finance, and a range of savings accounts for both businesses and individuals
- The Company received its full U.K. Banking License in 2015
 - In 2016, The Company reported £8 million in revenue

Financing History					
Date	Size (\$ mm)	Investor(s)			
10/12/17	\$321	GIC COLTRANE			
11/13/15	100	Indiabulls			

Products & Services Overview

£800 mm+ Lent to entrepreneurs 15,000+ Retail deposit customers 180+
Transactions
since inception







Business Loans

- ✓ No off-the-shelf solutions
- √ Flexible repayments
- ✓ Structured loans from £500,000 to £20 mm
- ✓ Transparent credit decision process

Property Finance

- ✓ Fast and flexible development finance
- ✓ Loans up to 75% loan-tocost and 65% loan-togross-development value
- Flexible repayments based on the build program
- ✓ Supports property-to-let investments



Interview with OakNorth - Rishi Khosla & Joel Perlman



Rishi Khosla
Co-Founder & Chief
Executive Officer





Joel Perlman
Co-Founder & Chief
Strategy Officer

1. What lessons from your previous success as an entrepreneur building Copal Partners and exiting it to Moody's are you applying in building OakNorth?

Rishi: Focus on building an organization using the skills, knowledge and expertise you have, rather than trying to do everything yourself. It is too much for one person and if you take the time to recruit the right people and build the right team, you will never have to worry about doing everything yourself.

Joel: Be extremely selective about people. Don't cut corners just to fill a position as it will come back to bite you. At OakNorth, I lead the development of our culture, ensuring that everyone understands our six values (10X, Momentum, One Team, Challenge and Simplify, Say it how it is, and Right Ambition), and making sure people feel that they're in an environment which allows them to experiment and create incredible things.

2. You have not raised money from traditional VCs, why?

We exited our last business (Copal Amba) in 2014 after selling it to Moody's Corporation and were therefore able to finance the start of OakNorth ourselves, along with a few friends and family.

Since then, we've been very fortunate to raise additional capital from a handful of strong investors – Indiabulls, Coltrane, The Clermont Group, Toscafund and GIC, the Singaporean sovereign wealth fund – so have not needed to raise additional capital from VCs.

The issue with traditional venture capital funds is that they are looking for a quick exit (within 3-6 years). Whereas we have given ourselves two decades to build the business. Great things take time to build. Hence there is an investment horizon issue.

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Interview with OakNorth - Rishi Khosla & Joel Perlman (cont.)

3. Where do you see the business heading between the OakNorth direct lending and the ACORN bank platform proposition?

At OakNorth, we have built up a loan book of over £900 mm since our launch in September 2015. We have been fortunate to work with some of the UK's most ambitious and inspirational entrepreneurs who are leading businesses such as: LEON, Brasserie Blanc, Z Hotels, Pocket Living, Galliard, Frogmore, The Collective, Notes Coffee, Strawberry Star and Elandis. Our loans have directly helped with the creation of over 3,500 new homes and 2,300 new jobs in the UK, as well as adding more than £3.6 bn to the UK economy. In the future, we plan to continue building on this, lending a further £1.5 bn in 2018.

ACORN machine will enable lenders in other geographies to replicate the success that OakNorth has had in the bespoke SME lending space in the UK, in their own market. Our aim is to have lenders and banks across the world using the platform to unlock the potential in bespoke lending to SMEs, thus helping hundreds of thousands of SMEs to achieve their growth ambitions.

4. How does your credit decisioning work today?

Our loans are developed with entrepreneurial business owners in mind – no off-the-shelf solutions, no computer-says-no decisions. We provide bespoke, structure loans ranging from £0.5 mm to £20 mm and focus on properly underwriting the business, with our debt finance team taking the time to understand the business, as opposed to fixating on collateral. We aim to give our borrowers quick "yes" and "no" decisions so that we don't waste their time or ours.

Unlike incumbent banks who tend to default to real estate as security, we leverage a combination of fundamental credit analysis, data analytics, AI and machine learning (through the ACORN platform) to underwrite loans against multiple asset types including: stock, debtors, plant and machinery, and intellectual property.

We also give clients the ability to discuss their loan requirements and growth ambitions directly with the Credit Committee. This flexible and transparent process enables deals – from first meeting to disbursement of cash – to typically be completed in three weeks rather than the months it takes at larger institutions.

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Interview with OakNorth - Rishi Khosla & Joel Perlman (cont.)

5. How relevant is machine learning technology today for OakNorth and what will the future bring?

Machine learning is a fundamental part of our business model and our credit process. OakNorth was built on the ACORN FinTech platform which collects millions of data items and then uses machine learning algorithms to pull out the pieces of data that we need to make more informed credit decisions. This in turn makes our entire lending process faster (we complete transactions in three weeks on average), more efficient, and more robust.

To date, we have lent over £900 mm to UK businesses and plan to lend a further £1.5 bn in 2018. The robustness of our underwriting means we've never had so much as a late payment, let alone a default, and we've had over £160 mm in repayments to date. We reached cash-flow break even in month 11 and repaid all of our accrued losses before we turned two years old. These metrics are practically unheard of for a new business, but especially a bank.

In the future, we plan on offering ACORN to other lenders around the world so that they can originate, underwrite, monitor and book bespoke loans to SMEs as effectively as OakNorth does.

6. Do you think the banking license is a key competitive differentiator vs. other neo-banks?

Yes, because it is a fundamental part of what enables us to keep our cost of funding down as we're able to raise capital through retail deposits. We have 15,000 retail deposit customers and expect to have 20,000 by the end of the year. Lenders who don't have a license are unable to take in retail deposits, and thus their cost of lending is likely to be higher.

Another benefit is that it means our customers' money (up to £85,000) is protected under the Financial Services Compensation Scheme which is a benefit they don't get from P2P lenders for example, where their capital will be at risk.

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Selected Recent "Challenger Bank" Financings

Announced Date	Company	Country	Selected Buyers / Investors	Amount (\$mm)
11/06/17	M monzo	U.K.	Goodwater Capital; Stripe; Passion Capital; Thrive Capital; Orange Digital	\$93
11/03/17	OakNorth	U.K.	Toscafund Asset Management; Coltrane Asset Management; The Clermont Group; GIC	321
10/06/17	# talkbank	Russia	Internet Initiatives Development Fund; Undisclosed Investors	1
09/27/17	chime	USA	Cathay Innovation; Northwestern Mutual Future Ventures; Omidyar Network; Crosslink Capital; Aspect Ventures; Forerunner Ventures; Homebrew	18
09/25/17	() КОНО	Canada	Portag3 Ventures	8
09/06/17	Payim Payments Bank	India	Undisclosed Investors	9
07/11/17	Revolut	U.K.	Index Ventures; Balderton Capital; Ribbit Capital; Undisclosed Investors	66
07/11/17	Shine	France	Daphni; Kima Ventures; Undisclosed Investors	3
07/06/17	K Koosmik	Luxembourg	Undisclosed Investors	1
07/03/17	x qonto	France	Valar Ventures; Alven Capital	11
06/29/17	FOLI ©	U.K.	Undisclosed Investors	1
06/21/17	S S O L D O	U.K.	Accel Partners; Connect Ventures; InReach Ventures; U-Start; R204 Partners	11
05/29/17	^C Cube	India	Undisclosed Investors	na
05/19/17	ChimpChange	USA	Undisclosed Investors	10
03/21/17	Dreams	Sweden	Undisclosed Investors	3
03/08/17	<u>O</u> INKY	U.K.	Undisclosed Investors	1
03/03/17	Atom	U.K.	BBVA Group; Toscafund Asset Management; Woodford Investment Management	102
02/23/17	⋈ monzo	U.K.	Thrive Capital; Passion Capital; Orange Digital Ventures	24
01/17/17	x qonto	France	Alven Capital; Valar Ventures; Undisclosed Investors	2
01/03/17	monese	U.K.	Exponential Ventures; Korea Investment Partners; STE Capital	10

Selected FT Partners' Research - Click to View



Revolut Raises \$66 million in Series C Financing



Prosper's Series G Financing



SalaryFinance Raises £40 million in Financing



Navient Acquires Earnest for \$155 million



Neyber Raises £100 mm in Equity and Debt Financing



ZPG Acquires Money for £140 million



Kabbage Raises \$250 million in Series F Financing



Blend Raises \$100 million in Series D Financing

VIEW MORE FT PARTNERS RESEARCH

Track Record of Success in the Alternative Lending / Credit Space

Student / Personal Loan



Consumer Home Improvement Financing



Consumer Marketing / Credit Lead Generation



Contract Financing



Peer-to-Peer Lending



SaaS-based Loan Origination



SMB Financing



Supplier Finance Solutions



Significant Experience Across the Banking Technology Space











































FT Partners Advised on Many of the Largest Alternative Lending Transactions

Company	Investor(s)	Amount Raised
PROSPER	Affiliates of NEW RESIDENTIAL Jefferies THIRD POINT	\$5,000,000,000 Loan Commitment
GreenSky	FIFTH THIRD BANK	2,000,000,000 Loan Commitment 50,000,000 Investment
GreenSky **	TPG DST ICONIQ WELLINGTON MANAGEMENT	300,000,000
Kabbage [®]	RCP CAPITAL PARTNERS ING Sociabank*	135,000,000
credit karma	capitalG TIGER SIG Ribbit Capital	85,000,000*
earnest	Buttery Ventures maveron Adams Street	75,000,000
taulia	QuestMark Partners ZUUK BBVA edbi	65,000,000
PROSPER	Fund Co-Managed By:	50,000,000
Mav	PONTIZ Creditions Credition PONTIZ PONTIZ PONTIZ Credition Cr	38,000,000
Upstart	third point khosla ventures	35,000,000

In addition to these large rounds, FT Partners has advised on a number of other prominent Lending Tech / Alt Lending transactions





FTP Securities LLC

L2C inc

TransUnion.



Financial Technology Partners LP FTP Securities LLC

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

lighter capital

\$ 9,000,000



FTP Securities LLC is pleased to announce its exclusive role as Capital Markets & IPO Advisor to

ELLIE MAE

\$45,000,000

Initial Public Offering

valuing the equity at approximately

\$ 146,000,000







FT Partners Advises Prosper on its Financing

Overview of Transaction

- On February 27, 2017, Prosper Marketplace announced that it has closed a landmark deal with a consortium of institutional investors to purchase up to \$5 billion worth of loans through the Prosper platform over the next 24 months
- The investors in the consortium include affiliates of New Residential Investment Corp., Jefferies Group LLC, Third Point LLC and others
 - The consortium will also earn an equity stake in the company based on the amount of loans purchased, further aligning the group with Prosper's future growth and success
- Feature story in the Wall Street Journal highlighting this groundbreaking transaction

Significance of Transaction

- This latest commitment demonstrates the company's success in diversifying
 its investor base, and the company remains focused on bringing new banks
 and other institutional investors onto the platform in addition to giving
 individuals the opportunity to invest in this asset class
- Prosper has grown loan originations every month since July 2016, and its loan portfolio continues to deliver strong returns to its individual and institutional investors, averaging an estimated 7.86% net return in January 2017

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Prosper and its Board of Directors
- This transaction highlights FT Partners' expertise in closing highly complex consortium transactions and multibillion dollar deals; the transaction also further solidifies FT Partners' role as the advisor of choice in the Alternative Lending sector

Financial Technology Partners LP FTP Securities LLC

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



in its loan purchase agreement with a consortium of institutional investors

Affiliates of



Jefferies



for up to

\$5,000,000,000



The Only Investment Bank Focused Exclusively on Financial Technology

FT Partners Advises GreenSky on its \$300,000,000 Minority Investment

Overview of Transaction

- GreenSky completed a minority \$300 million financing round from TPG, DST, Iconiq and Wellington Management
- The Company provides an online loan platform that allows businesses to offer flexible credit programs to their customers – promoting higher transaction values and driving sales growth
- GreenSky's proprietary, technology-driven platform enables partners to make informed, real-time credit decisions and allows for real-time transaction processing
- The Company has grown to be a leader in the emerging Alternative Lending space, with a particular focus on home improvement financing

Significance of Transaction

- Represents the largest private equity financing in the Alternative Lending space to date
- Demonstrates a fundamental shift in lending customer acquisition models away from traditional banks and towards specialists like GreenSky
- This transaction positions GreenSky as a clear leader in Alternative Lending and enables the company to continue to innovate and bring additional products to market

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to GreenSky and its Board of Directors
- FT Partners leveraged its deep knowledge, extensive experience and broad industry relationships to help achieve a highly favorable outcome for the Company
- 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 minority investment from







for total consideration of

\$ 300,000,000



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



M&A Advisor Awards

	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
20	06 - 2008	•	Consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology
	2008		Equity Financing Dealmaker of the Year – Steve McLaughlin Information Technology Deal of the Year





Middle Market Financing Awards

- Financial Services Deal of the Year

Financing Professional of the Year – Steve McLaughlin 2006 Financing Deal of the Year - Equity

- Financing Deal of the Year Debt