

FT PARTNERS FINTECH INDUSTRY RESEARCH

April 5, 2017



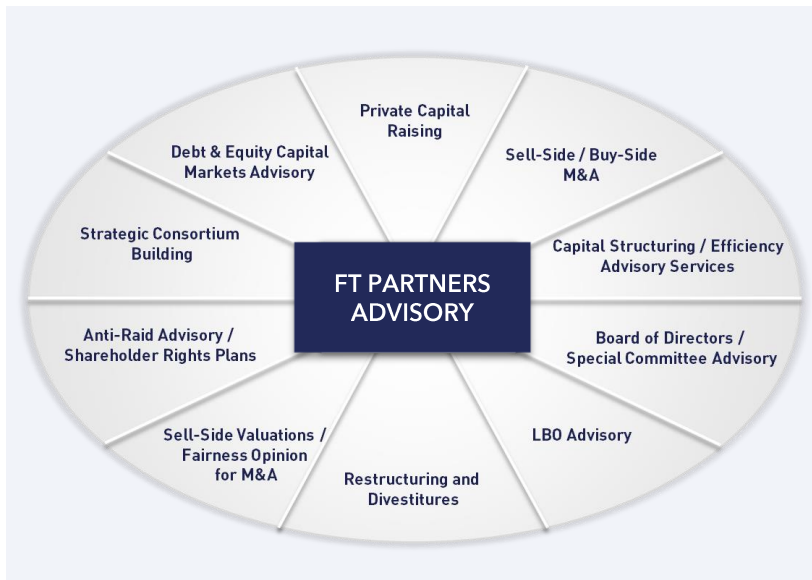
Cowen Group Acquires Convergenx for \$116 mm



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



FT Partners' FinTech Industry Research

FINTECH RESEARCH & INSIGHTS

- In-Depth Industry Research Reports
- Proprietary FinTech Infographics
- Monthly FinTech Market Analysis
- FinTech M&A / Financing Transaction Profiles



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 *Institutional Investor* "FinTech Finance 35"



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

Steve McLaughlin: *Founder & CEO*

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Cowen Group Acquires Convergenx for \$116 million


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Transaction Summary

Transaction Summary

- On April 3, 2017, Cowen Group announced it had agreed to acquire Convergenx from GTCR, Bank of New York Mellon and other shareholders for \$116 mm
- The acquisition positions Cowen as a leading independent equities trading platform that also offers research and execution capabilities
 - The transaction expands Cowen's global footprint to 108 countries
 - The transaction also solidifies Cowen as a leader in U.S. trading volume, with 2016 combined pro forma brokerage execution revenues of over \$400 mm
- The exact transaction price will be adjusted based on the tangible book value of Convergenx at the time of closing
 - The majority of this acquisition will be financed through cash on Cowen's balance sheet and Convergenx's excess cash
 - The remaining balance of the transaction price will consist of Cowen common stock based on a 30-day trailing VWAP
 - The final transaction price mix will be determined by Cowen at the time of closing
 - The transaction is expected to close by the end of Q2 2017 and is subject to customary regulatory approvals

	 CONVERGENX
2016 Revenue	\$200 mm
Cash	\$24 mm
Enterprise Value	\$92 mm

EV / '16 Revenue

0.5 x

Transaction Commentary


"We are thrilled by today's announcement and welcome Convergenx's extremely talented team to Cowen. Together, our combined best-in-class global execution capabilities, along with Cowen's high-quality research and corporate finance advisory services, will enable us to continue helping our clients to outperform in challenging markets. The addition of Convergenx's global platform will also establish meaningful scale for Cowen's equities business by significantly bolstering our capabilities in prime services, commission management, algorithmic and electronic trading, as well as clearing services. We expect that our increased scale will unlock significant economic benefits for our shareholders by providing greater revenue resiliency through market cycles and improved profitability through potential cost synergies."


COWEN
G R O U P

Jeffrey M. Soloman
President



"This strategic transaction is an exciting opportunity for both our clients and our employees. Convergenx has grown significantly as an agency-focused provider of execution services and trading technology partner. The ability to combine with a great research based firm like Cowen, which has complementary businesses with minimal client overlap, creates a tremendous opportunity for our people and our clients. By forging this combination with enhanced experience and expertise, our respective clients will now have access to a wider array of global offerings and innovative solutions."

 CONVERGENX

Eric W. Noll
President, CEO



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Transaction Summary (cont.)

Synergies

- Cowen Group expects significant cost savings from technology, operations and corporate overlap, along with the potential to free excess capital from the business combination
- Key employees from Convergenx will be joining the Cowen Group

Strategic Rationale

- Establishes a leading independent and non-conflicted equities trading platform
- Convergenx is a strategic fit into Cowen's existing brokerage business
- Convergenx and Cowen are highly complementary businesses with minimal revenue overlap

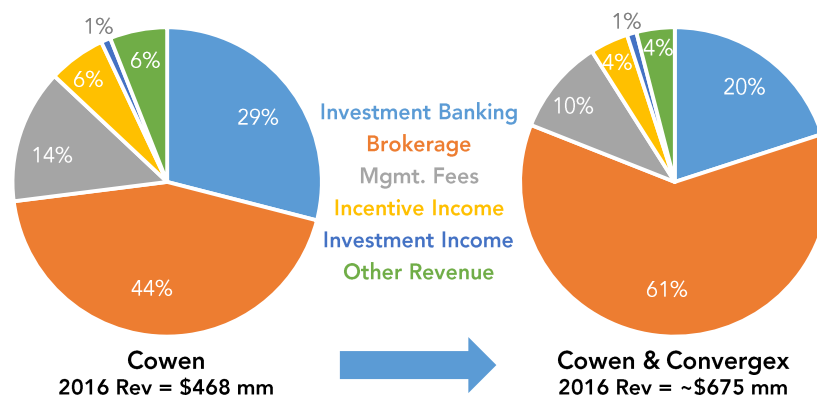
Product	COWEN G R O U P	C CONVERGENX
Cash sales trading	US	Global
Program trading	Global	Global
Electronic trading	US	Global
Prime brokerage	Global	US
ADR direct trading	X	✓
ETF direct trading	X	✓
Transition management	X	✓
Global clearing services	X	✓
Options & event trading	✓	X
Special situations trading	✓	X
Equity research	✓	X
Research sales	✓	X
Credit research & trading	✓	X
Investment banking	✓	X
Investment management	✓	X

Financial Benefits

- The acquisition is expected to be accretive to economic income per share and to return on tangible common equity in 2018
 - Convergenx incremental revenue contributions of **\$180 – 190 mm**
 - Convergenx EBITDA contributions (with synergies) of **\$15 – 20 mm**
- Assumed synergistic contributions from Convergenx ⁽¹⁾

	2017E	2018E
Revenue	\$90 – 95 mm	\$180 – 190 mm
EBITDA	Breakeven	\$15 – 20 mm
Economic Income	Breakeven	\$15 – 20 mm

Pro Forma Cowen Revenue Mix



Source: Cowen Group's Proposed Acquisition of Convergenx presentation

(1) Assuming a closing date of 6/30/17

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Convergenx Overview



Company Overview



CEO: Eric W. Noll

Headquarters: New York, NY

Founded: 2002

- **Convergenx is a leading agency-focused brokerage and trading services providers**
 - Products and services include ETF Direct platform, high-touch and electronic trading, options trading and technology, prime brokerage services, clearing, commission management and corporate access
 - Convergenx has a global presence, with offices in Atlanta, Boston, Chicago, Orlando, San Francisco and London
- **Convergenx executes an average of over 100 million shares in trades per day for approximately 3,000 institutional clients**
- **Among over 270 broker-dealers, Convergenx has been ranked 13th in value traded and 14th in volume traded by Bloomberg**
- **Convergenx's mission is to solve the financial industry's toughest challenges for their institutional investor clients**

Products & Services Overview



Global Execution Solutions

- Global electronic trading
- Global equity sales & trading
- ETFs
- Program trading
- ADRs



Westminster Research Associates

- Broker consolidation & aggregation
- Investment research
- Broker dealer sell-side solutions
- Thought leadership



Prime Brokerage Services

- Custody & clearing
- Trading & execution
- Capital solutions
- Analytics & reporting



Global Clearing Solutions

- Global trade execution
- Clearing & settlement
- Securities lending & equity finance



Corporate Access

- High quality & timely events
- Direct access



Plan Sponsor Services

- Increase fund cash flow
- Transaction cost management
- Pay for authorized fund expenses

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Cowen Group Overview



Company Overview



CEO: Peter A. Cohen

Headquarters: New York, NY

Founded: 1918

- **Cowen Group is a diversified financial services firm**
 - Products and services include alternative asset management, investment banking, research, sales and trading services
- **The Company has two main subsidiaries: Ramius and Cowen and Company**
 - Ramius provides alternative asset management solutions and manages a substantial share of Cowen's proprietary capital
 - Cowen and Company provides industry focused investment banking services, industry research and sales and trading solutions

Financial Metrics ⁽¹⁾

Ticker	NasdaqGS:COWN
Market Cap	\$390.5 mm ⁽¹⁾
2016 Revenue	\$472 mm
2016 EBT	(\$59.4) mm
2016 NI	(\$26.1) mm

Products & Services Overview



"Ahead of the Curve" Research

- A non-consensus idea
- An investment controversy
- Key drivers in a specific sector

Equities

- Sales
- Equity derivatives (options and event strategies)
- Electronic trading
- Corporate access

Investment Banking

- Technology, Media and Telecommunications
- Energy
- Information & Technology Services
- Financial Sponsors

Credit

- Sales & trading across fixed income asset classes
- Bankruptcy trade claims
- Litigation plays



Ramius focuses on providing alpha and intellectual capital through various differentiated offerings

- Asset Management
- Alternative Investments
- Alternative Solutions
- Real Estate
- Healthcare Royalty Partners
- Private Investments
- Aviation Finance

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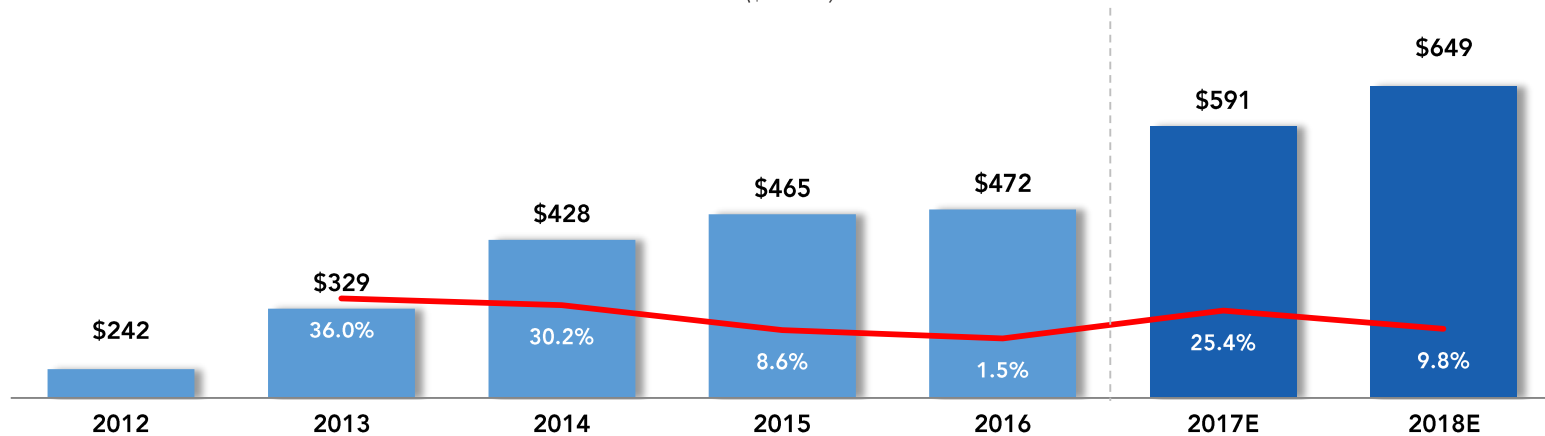
Cowen Group Financial Overview

COWEN
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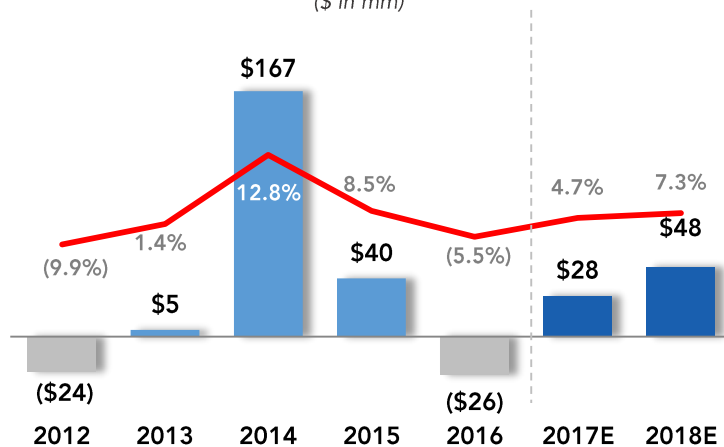
Revenue / % Growth

(\$ in mm)

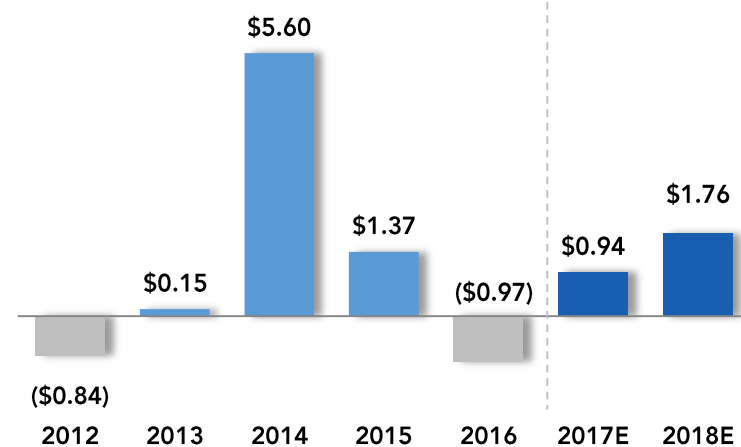


Net Income / % Margin

(\$ in mm)



Diluted EPS / % Growth

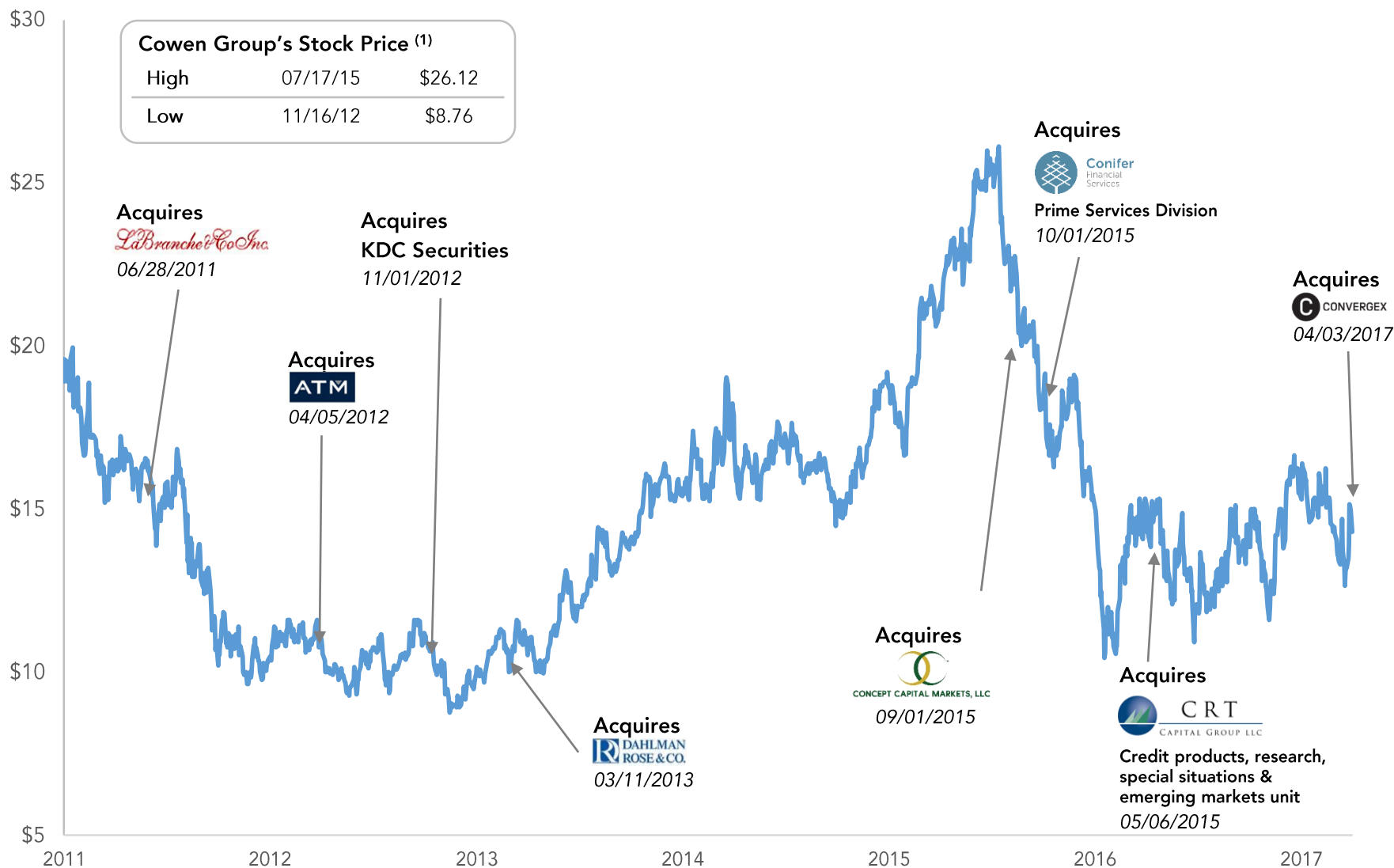


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Cowen Group's M&A History

COWEN
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Source: SEC Filings, CapIQ, Thomson Reuters, press releases, FT Partners' proprietary transaction database

(1) Stock chart captures prices starting from January 3, 2011

Selected FT Partners' Research – *Click to View*



Research Report: Innovations in Capital Markets Technology



Riskalyze's \$20 mm growth financing



Axial's \$14 mm growth financing



AlphaSense's \$33 mm growth financing



Factset Acquires BISAM for \$205 million



LiquidPoint (Convergenx) and Dash Financial have Agreed to Merge



Kensho Raises \$50 million in Series B Financing

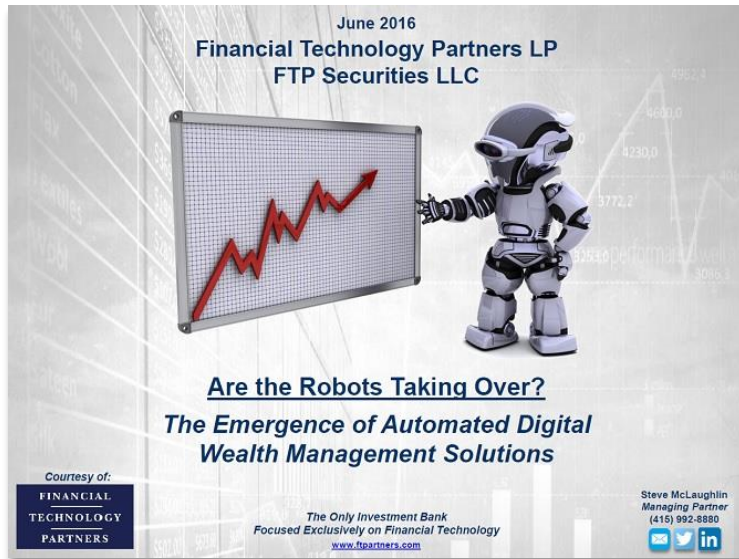


Hellman & Friedman and GIC Acquire Allfunds Bank Valued at \$1.9 billion

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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' 140-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

FT Partners – Focused Exclusively on FinTech

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Selected FT Partners Capital Markets / WealthTech Transactions

M&A Transactions

<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>BLACKROCK</p> <p>in its 100% acquisition of</p> <p>FutureAdvisor</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>PENSICO TRUST COMPANY</p> <p>in its sale to</p> <p>OpusBank</p> <p>for total consideration of</p> <p>\$ 104,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>Alpha</p> <p>in its acquisition by</p> <p>CHI X EUROPE</p> <p>Maple Group</p> <p>valued at approximately</p> <p>\$ 175,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>
<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>ATD</p> <p>in its sale to</p> <p>citi</p> <p>for cash and stock consideration of approximately</p> <p>\$ 680,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>INSTINET</p> <p>in the sale of its stake to</p> <p>CHI X EUROPE</p> <p>to</p> <p>BATS</p> <p>for total consideration of approximately</p> <p>\$ 305,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>THE MARKETS.COM</p> <p>in its sale to</p> <p>Capital IQ</p> <p>A Division of Standard & Poor's</p> <p>for total consideration of approximately</p> <p>\$ 300,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>
<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>WOMBAT</p> <p>FINANCIAL SOFTWARE</p> <p>in its sale to</p> <p>NYSE Euronext</p> <p>for total consideration of approximately</p> <p>\$ 225,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>ShareholderInSite</p> <p>in its sale to</p> <p>IPREO</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>Zephyr</p> <p>ASSOCIATES, INC.</p> <p>in its sale to</p> <p>informa</p> <p>for total cash consideration of</p> <p>\$ 62,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>

Financing Transactions

<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as exclusive strategic and financial advisor to</p> <p>riskalyze</p> <p>in its growth equity investment led by</p> <p>FTV CAPITAL</p> <p>for total consideration of</p> <p>\$ 20,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>alphasense</p> <p>in its growth financing from</p> <p>Quantum Strategic Partners</p> <p>in private investment vehicle management by DELTA</p> <p>for total consideration of</p> <p>\$ 33,000,000+</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as Capital Markets & IPO Advisor to</p> <p>ENVESTNET</p> <p>in its</p> <p>\$69,000,000</p> <p>Initial Public Offering</p> <p>valuing the equity at approximately</p> <p>\$ 300,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>
<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>chi-x</p> <p>in its sale of a minority stake to</p> <p>Bank of America Merrill Lynch</p> <p>GETCO</p> <p>Morgan Stanley</p> <p>QUANTLAB FINANCIAL, LLC</p> <p>for total consideration of approximately</p> <p>\$ 300,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>liquidnet</p> <p>in its financing for approximately</p> <p>\$ 250,000,000</p> <p>valued at approximately</p> <p>\$ 1,800,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>AXIAL</p> <p>in its financing led by</p> <p>Edison PARTNERS</p> <p>for total consideration of approximately</p> <p>\$ 14,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>
<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as exclusive strategic and financial advisor to</p> <p>INVESTEDGE</p> <p>on its debt financing from</p> <p>VISTARA CAPITAL PARTNERS</p> <p>for total consideration of</p> <p>\$ 5,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>QUANTHOUSE</p> <p>in its growth financing with</p> <p>ViewPoint Capital Partners</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>MarketAxxess</p> <p>in its minority capital raise with</p> <p>TCV</p> <p>for approximately</p> <p>\$ 35,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS FOCUSED EXCLUSIVELY ON FINANCIAL TECHNOLOGY</p>

FT Partners has advised on some of the most prominent and groundbreaking transactions in the Securities / Capital Markets / Wealth Technology sectors

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



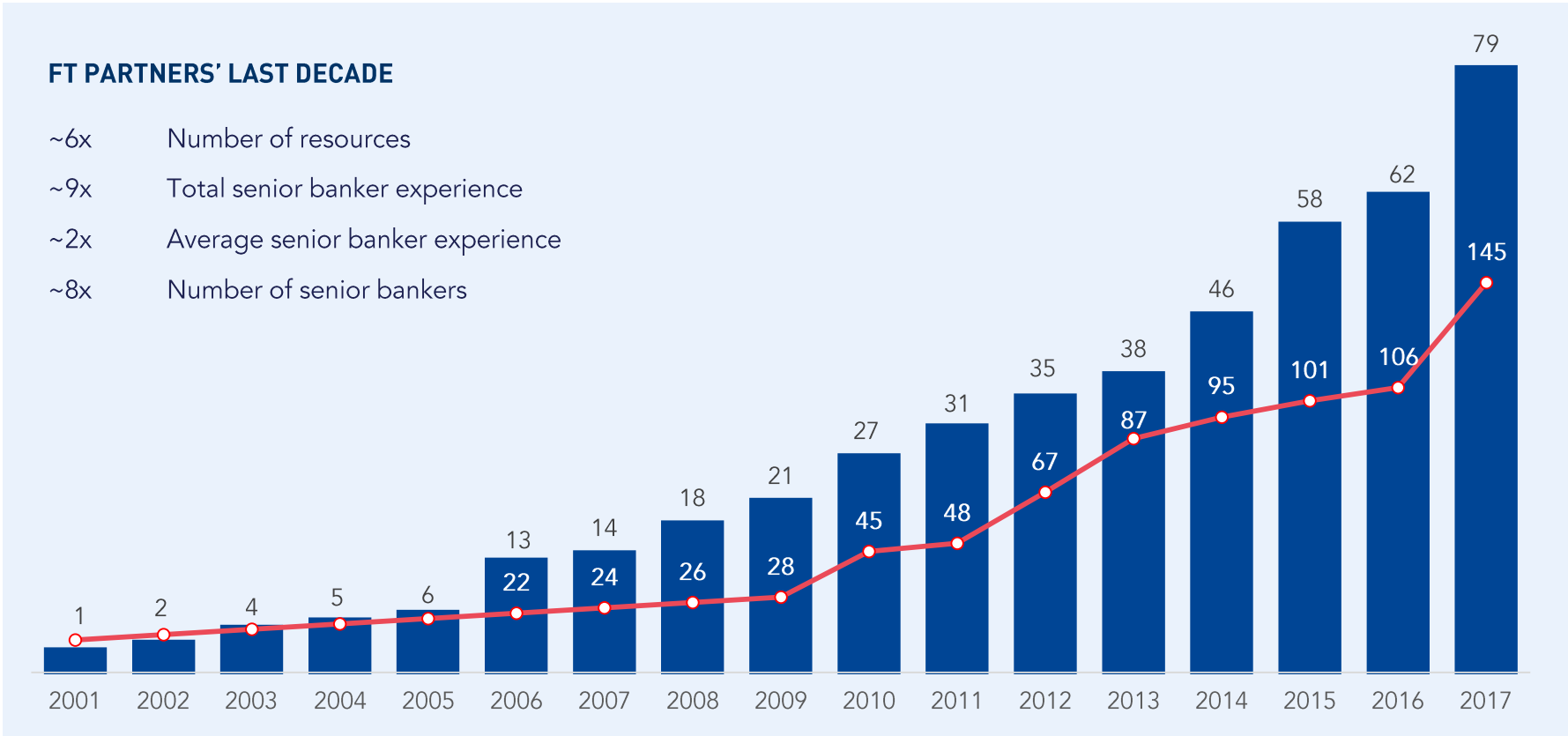
M&A Advisor Awards



Middle Market Financing Awards

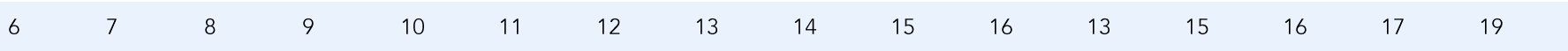
2016	<ul style="list-style-type: none"> Investment Banking Firm of the Year Cross Border Deal of the Year
2015	<ul style="list-style-type: none"> Dealmaker of the Year Technology Deal of the Year
2014	<ul style="list-style-type: none"> Equity Financing Deal of the Year Professional Services Deal of the 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	<ul style="list-style-type: none"> Steve McLaughlin ranked #4 in Institutional Investor's FinTech 35 List
2006 - 2008	<ul style="list-style-type: none"> Consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology
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>

Platform of Choice for Clients and Bankers Alike











■ Employees —○— Total Exp. Of Directors / MDs (Years)

Avg Years of Director / MD Experience



The FT Partners Senior Banker 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 Former Co-Head of Goldman Sachs' Financial Technology Group (#1 market share) Wharton M.B.A. 	22
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. 	22
Greg Smith <i>Managing Director</i>		<ul style="list-style-type: none"> 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 	21
Osman Khan <i>Managing Director</i>		<ul style="list-style-type: none"> 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) 	20
Steve Stout <i>Managing Director</i>		<ul style="list-style-type: none"> 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 	19
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. 	15
Timm Schipporeit <i>Managing Director</i>		<ul style="list-style-type: none"> 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 	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 	11