FT PARTNERS FINTECH INDUSTRY RESEARCH

August 24, 2020



Roper Technologies (NYSE: ROP) Acquires Vertafore for Approximately \$5.35 billion





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 18 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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Roper Technologies Acquires Vertafore for \$5.35 billion

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Transaction Summary

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- On August 13, 2020, Vertafore announced that it will be acquired by Roper Technologies (NYSE: ROP) for approximately \$5.35 billion (1)
- Roper will acquire Vertafore from Bain Capital Private Equity and Vista Equity Partners, and the deal is expected to close in the third quarter of 2020
- The acquisition is in line with Roper's strategy of acquiring software companies in niche markets with robust recurring revenues, and is its largest acquisition to date (1)
- Since 2016, Vertafore added more than 500 employees, improved its customer net promoter score by 200%, and increased its annual recurring sales and investment in its products
- Following the acquisition, Vertafore will continue to be led by its CEO Amy Zupon

Selected Vertafore Transaction History

Date	Buyer / Investor(s)	Туре	Amount (\$ in mm)
08/20	ROPER	M&A	\$5,350
05/16	BainCapital VISTA EQUITY PARTNERS	M&A	2,700
06/10	TPG	M&A	1,400
11/04	HELLMAN & FRIEDMAN JMI	M&A	400

Transaction Commentary

"In Roper we have found a partner who shares both our vision and our values. Their acquisition of Vertafore is validation of our strategy to provide innovative and critical solutions to our customers. Roper's long-term mindset and proven model in selecting niche market leaders offers Vertafore a platform from which we can accelerate our commitment to helping our customers further modernize their operations. We are excited to have found a permanent home for our great company."



Amy Zupon CEO

"Roper's businesses consistently have clear niche market leadership, strong management teams, high customer retention and a track record of consistent growth. Vertafore meets all of our criteria and we are thrilled for them to join the Roper family. We're especially impressed by Amy and her team, their commitment to customer success, and their long-term focus to drive innovation across the insurance industry. The demand from their customers to simplify complex and outdated processes creates multiple drivers for long-term growth, and we are excited to invest in that innovation."

ROPER

Neil Hunn President & CEO



Roper Technologies Acquires Vertafore for \$5.35 billion

Vertafore

Vertafore Overview

Company Overview



CEO:	Amy Zupon
Headquarters:	Denver, CO
Founded:	1969

- Vertafore is a leader in the insurance technology space, and has built and supported superior InsurTech solutions to connect every point of the distribution channel
- Its agency management, ratings, regulation, compliance, data and analytics, and connectivity products streamline workflows, improve efficiency and drive productivity
- The Company provides its services to more than 20,000 agencies, over 1,000 carriers and 23 state governments

Management Team



Amy Zupon CEO



Steve Tucker CFO



Greg Ingino CTO



Cassidy Smirnow
Chief Customer Officer

Products & Services



Modernizing the Agency

The key to staying ahead is investing in the right approach and tools to position agencies for success—now and in the future.



Management Systems

Enables users to effectively manage their businesses with integrated solutions for all internal operations, so users can focus on deepening relationships and growing their businesses.



Content Management & Workflow

Refining business processes frees up time for staff to do what really matters, like focusing on customers.



Rating & Connectivity

Vertafore's tools connect users with more than 170 carriers in 48 states so they can provide their customers with best-price quoting and rapid response times.



Insurance Knowledge Base

To better serve customers, staff needs access to information such as classifications, carrier information, recommended coverages, and risk analysis.



Data & Analytics

Agencies, brokerages, and carriers need different insights, but the most comprehensive insurance analytics platform provides answers they need.



Distribution & Compliance Management

Sircon helps agencies, carriers, and other distributors get agents selling with efficient onboarding, distribution compensation, accurate credential & compliance management, and real-time regulatory transactions.

Source: Company Website

Roper Technologies Acquires Vertafore for \$5.35 billion

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Roper Technologies Overview



Company Overview CEO: Neil Hunn **Headquarters:** Sarasota, FL Founded: 1981

- Roper Technologies has four main business segments: Application Software, Network Software & Systems, Measurement & Analytical Solutions, and Process Technologies
- The Company operates businesses that design and develop both license and software-as-a-service solutions and engineered products for niche end markets
- The Company manages its businesses through dialogue that empowers business leaders through group executive coaching
- Roper has turned most of its businesses into technology software products in markets with a significant amount of deferred revenue
- Founded in 1981, the Company is a constituent of the S&P 500, Fortune 1000, and Russell 1000 indices

Leadership



Neil Hunn President & CEO



Robert Crisci Executive Vice President, CFO



John K. Stipancich Executive Vice President, General Counsel and Secretary



Jason Conley Vice President, Controller

LTM Financials (June 30, 2020)

Market Cap ⁽¹⁾	\$46.2 billion
Revenue	\$5.4 billion
EBITDA	\$1.9 billion
Net Income	\$1.6 million
Diluted EPS	\$15.27

Stock Performance (NYSE:ROP)



Selected Recent Acquisitions

Date	Company	Deal Amount (\$ in mm)	Sector
08/20	₩ Vertafore	\$5,350	Insurance
08/19	IPIPELINE®	\$1,625	Insurance
04/19	THE FOUNDRY•	539	Media
06/18	POWER PLAN	1,100	FMS

Selected FT Partners InsurTech Research - Click to View



CoverWallet's Sale to Aon



Lennar's \$70 million Co-Lead Investment in Hippo



Next Insurance's \$250 million Series C Financing



Assurance's \$3.5 billion Sale to Prudential



Thoma Bravo Acquires Majesco for \$594 million



Lemonade Completes its IPO Raising \$319 million



Hippo Raises \$150 million in Series E Financing



Duck Creek Technologies Completes its IPO Raising \$405 million

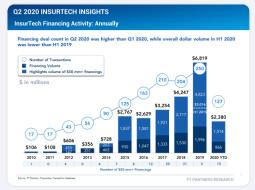
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FT Partners Research – Quarterly InsurTech Insights

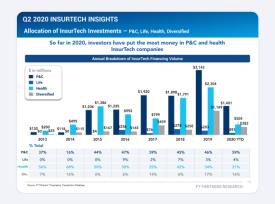


Highlights of the report include:

- 2020 YTD and historical InsurTech financing and M&A volume and deal count statistics
- Largest InsurTech financings and M&A transactions in O2 2020
- Most active InsurTech investors
- Corporate VC activity and strategic investor participation
- Other industry, capital raising and M&A trends in InsurTech







Leading Advisor Across the InsurTech Landscape

Insurance Distribution



Consumer Protection Plans



Wholesale Brokerage



Small Business Insurance



Consumer Protection Plans



Homeowners Insurance



Virtual Claims



Small Business Insurance



Auto Finance and Insurance Solutions



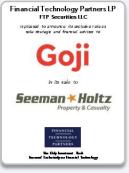
Sales Automation Software



Agency Management / Marketing Technology



Personal Lines Insurance Distribution



P&C Claims

Small Business

Insurance



FT Partners Advises Assurance on its \$3.5 billion Sale

Overview of Transaction

- On September 5, 2019, Prudential Financial (NYSE:PRU) announced that it has signed a definitive agreement to acquire Assurance IQ ("Assurance")
- The acquisition includes total upfront consideration of \$2.35 billion and an additional earnout of up to \$1.15 billion in cash and equity, contingent upon the Company achieving multi-year growth objectives
- Launched in 2016, Assurance is the fastest growing direct-to-consumer InsurTech platform in history
 - Using a combination of advanced data science and human expertise,
 Assurance matches buyers with customized solutions spanning life,
 health, Medicare and auto insurance, giving them options to purchase entirely online or with the help of a technology-assisted live agent

Significance of Transaction

- Assurance will add a large and rapidly growing direct-to-consumer channel to Prudential's financial wellness businesses, significantly expanding the total addressable market of both companies
- Both companies will draw on respective capabilities to create a new, end-to-end engagement model geared to better serve customers
- The transaction is the largest strategic InsurTech exit in history and represents one of the fastest multi-billion dollar tech exits, as the Company was only founded in February 2016
- Assurance was funded entirely by its founders, highlighting FT Partners' ability to help under-the-radar FinTech companies achieve optimal outcomes

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Assurance and its board of directors
- This transaction highlights FT Partners' deep domain expertise in the InsurTech space, and its successful track record generating highly favorable outcomes for high growth FinTech companies globally

FTP Securities LLC

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



on its sale to



for total consideration of up to

\$3,500,000,000



Selected Large Strategic InsurTech M&A Transactions

FT Partners has advised on the 2 of the top 3 largest strategic InsurTech exits, including Assurance's \$3.5 billion sale to Prudential and SquareTrade's \$1.4 billion sale to Allstate (1)

	Announce Date	Target	Acquirer	Exit Value (\$ mm)
FINANCIAL TECHNOLOGY PARTNERS	Sep '19	FT Partners Advised ASSURANCE	Prudential	\$3,500
	Aug '19		ROPER	1,625
FINANCIAL TECHNOLOGY PARTNERS	Nov '16	FT Partners square Advised trade	Allstate	1,400
	Mar '19	TRANZACT	Willis Towers Watson 1.1"1"1.1	1,400
	May '11	esurance	Allstate	1,010
	Oct '13	THE CLIMATE CORPORATION	MONSANTO	930
	Aug '18	Info Armor	Allstate	525
	Mar '17	SD Simply Business	TRAVELERS	490
	Oct '18	₹ QuoteWizard®	lendingtree	370
	Oct '17	CYENCE	GUIDEWIRE	275

⁽¹⁾ Represents strategic acquisitions of InsurTech companies founded in the past 25 years

⁽²⁾ Value represents an upfront price of \$2.35 bn and an earnout of up to \$1.15 bn

³⁾ Value represents an upfront price of \$1.2 bn and a \$200 mm earnout

Selected Fastest Multi-Billion Dollar Strategic Tech Exits

FT Partners advised Assurance on its \$3.5 billion sale to Prudential, which represents one of the fastest multi-billion dollar tech exits in history



Target	Acquirer	Exit Date	Founding Date	Months to Exit	VC Funding (\$ mm)	Exit Value (\$ mm)
ASSURANCE	Prudential	Sep '19	Feb '16	43	Zero	\$3,500 ⁽¹⁾
ring	amazon	Apr '18	Nov '13	53	\$444	1,200
chewy	PETSMART	May '17	Sep '11	68	286	3,400
jet	Walmart 💢	Sep '16	Apr '14	29	570	3,300
cruise	™ General Motors	May '16	Oct '13	31	19	1,000
MOJANG	Microsoft	Nov '14	May '09	66	Zero	2,500
○ WhatsApp	facebook	Oct '14	Jan '09	69	61	22,000
oculus	facebook.	Jul '14	Jul '12	24	91	2,000
nest.	Google	Feb '14	May '10	45	145	3,200
<a>waze	Google	Jun '13	May '07	73	67	1,200
Instagram	facebook.	Aug '12	Oct '10	22	58	1,000
yammer [÷]	Microsoft	Jul '12	Sep '08	46	143	1,200
► YouTube	Google	Nov '06	Feb '05	21	12	1,700
skype	ebay	Oct '05	Aug '03	26	20	2,600

FT Partners Advises SquareTrade in its Strategic Sale

Overview of Transaction

- On November 28, 2016, SquareTrade announced its \$1.4 billion all-cash strategic sale to the Allstate Corporation
- Headquartered in San Francisco, CA, SquareTrade offers top-rated protection plans trusted by millions of consumers for electronics and appliances
 - SquareTrade's branded products are sold through major retailers
- Allstate is the largest publicly held personal lines property and casualty insurer in America serving more than 16 million households nationwide
- More details available in Allstate's transaction <u>press release</u> and <u>investor</u> <u>presentation</u>

Significance of Transaction

- This transaction expands Allstate's protection offering to consumer electronics, connected devices and appliances
- SquareTrade substantially increases Allstate's customer relationships while providing both strong near-term and long-term growth opportunities

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to SquareTrade and its Board of Directors
- This transaction demonstrates FT Partners' continued leadership position as the "advisor of choice" to the highest quality FinTech companies
- FT Partners represented <u>SquareTrade in its \$238 million strategic growth</u> investment with <u>Bain Capital and Bain Capital Ventures</u>
- FT Partners also recently represented Bain Capital Ventures' portfolio company Enservio in its sale to Solera demonstrating our long-term trusted relationship

FTP Securities LLC

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



in its sale to



for total consideration of

\$1,400,000,000



FT Partners Advises Next Insurance on its \$250 million Series C Financing

Transaction Overview

- On October 7, 2019, Next Insurance announced that it has raised \$250 million in its Series C funding round from Munich Re
- Founded in 2016 and headquartered in Palo Alto, CA, Next Insurance is the leading digital insurance company for small businesses
 - Revolutionizing traditional insurance processes, Next Insurance utilizes advanced technology to offer the industry's most innovative small business insurance policies
- Munich Re is one of the world's leading providers of reinsurance, primary insurance, and insurance-related risk solutions
- In May 2018, Next Insurance announced its status as a licensed insurance carrier, allowing the Company to write policies independently, as well as to have more freedom over underwriting, setting of prices, and configuration of policies

Significance of Transaction

- The Series C round brings Next Insurance's total funding to \$381 million in just over three years, with a valuation of over \$1 billion
- The new funds will continue to help Next Insurance grow its team, develop its technology, and accelerate customer growth
- Additionally, the investment allows Munich Re to expand its footprint in the small and medium-sized business insurance market in the United States

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Next Insurance and its Board of Directors
- FT Partners also advised Next Insurance on its \$83 million Series B financing in 2018
- This transaction underscores the long-term nature of many of FT Partners' relationships as well as our successful track record generating highly favorable outcomes for leading InsurTech companies

Financial Technology Partners LP FTP Securities LLC

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



on its Series C financing from



for total consideration of

\$250,000,000



FT Partners Advises Lennar on its Investment in Hippo

Overview of Transaction

- On November 14, 2018, Lennar Corporation ("Lennar") announced it has coled a \$70 million minority investment in Hippo with Felicis Ventures, along with participation from all major existing shareholders
 - The investment brings the total amount of funding raised by Hippo to \$109 million
- Lennar Corporation (NYSE:LEN) is the one of the leading homebuilders in the United States
- Headquartered in Mountain View, CA, Hippo is a leading property and casualty InsurTech start-up, offering homeowners insurance as well as a number of more specialized products
- Hippo has helped cut premium costs for its customers by up to 25%, seen
 policy sales grow by 30% month over month, and now covers more than \$25
 billion in total property value
 - Hippo is accessible to more than 50% of the US homeowner population, and that number is expected to increase to over 60% by the end of 2018

Significance of Transaction

- With the new funding, Hippo will accelerate growth while continuing to deliver a modernized home insurance product that includes world-class customer experience on a national scale
- The transaction also offers a clear path for Lennar to continue to streamline the home buying experience for its customers

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Lennar
- This transaction underscores FT Partners' deep FinTech expertise and its continued success in providing buy side advisory to top-tier strategic investors

Financial Technology Partners LP

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



in its minority investment in



with participation from new and existing investors

for total consideration of

\$70,000,000



FT Partners Advises Snapsheet on its \$29 million Series E Financing

Overview of Transaction

- On May 20, 2019, Snapsheet announced it has raised \$29 million in Series E financing from new investors Nationwide, Sedgwick and State Auto Labs, with participation from Tola Capital
 - Existing investors Liberty Mutual Strategic Ventures, F-Prime Capital, OCA Ventures, and an affiliate of USAA also participated in the round
- Headquartered in Chicago, IL, Snapsheet is a leading provider of virtual claims technology for the personal and commercial insurance marketplace
- Since its founding in 2010, Snapsheet has used its technology to digitally transform claims workflows for over 75 clients and their customers

Significance of Transaction

- This financing will allow Snapsheet to accelerate the delivery of its SaaS claims
 platform for all lines of property and casualty, further invest in advanced
 analytics capabilities, and expand its team to serve clients globally
- With this round, Snapsheet has raised a total of \$71 million in financing

FT Partners' Role

- FT Partners served as sole strategic and financial advisor to Snapsheet and its board of directors
- This transaction underscores FT Partners' deep InsurTech domain expertise and its successful track record generating highly favorable outcomes for high growth FinTech companies globally

Financial Technology Partners LP FTP Securities LLC

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



in its Series E financing with new investors







with participation from

TÖLA

for total consideration of

\$29,000,000



FT Partners Advises CoverWallet on its Sale to Aon

Overview of Transaction

- On November 20, 2019, Aon (NYSE:AON) announced that it has signed a definitive agreement to acquire CoverWallet
- Launched in 2015, CoverWallet is a leading technology company reinventing the multi-billion dollar commercial insurance market for small businesses
- Powered by deep analytics, thoughtful design, and state-of-the-art technology, the Company provides an easy way to understand, buy, and manage business insurance online
- CoverWallet offers a wide variety of commercial coverages to small businesses with numerous carrier partners nationwide
- The transaction is expected to close during the first quarter of 2020, after which the CoverWallet organization will go to market as CoverWallet, an Aon company

Significance of Transaction

- CoverWallet will add large and rapidly growing direct-to-consumer and businessto-business channels to Aon's small commercial insurance businesses, significantly expanding the total addressable market of both companies
- The acquisition provides Aon with additional access to the fast-growing, \$200+ billion premium digital insurance market for small and medium-sized businesses, as well as the opportunity to leverage CoverWallet's platform and digital, design, technology and data science capabilities already deployed at scale
- Additionally, CoverWallet provides Aon with an experienced team and deep expertise in productizing technology in financial services

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to CoverWallet and its board of directors
- This transaction highlights FT Partners' deep domain expertise in the InsurTech space, and its successful track record generating highly favorable outcomes for high growth FinTech companies globally

Financial Technology Partners LP

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



on its sale to





FT Partners' Recent Awards and Recognition

Bloomberg

Bloomberg

- o FT Partners' Steve McLaughlin was featured on Bloomberg / Bloomberg TV
- o View the full article and watch the live TV interview



M&A Advisor Awards

- Technology Deal of the Year (2019)
- Cross Border Deal of the Year and Corporate / Strategic Deal of the Year (2018)
- Investment Banker of the Year (2017) Steve McLaughlin, CEO & Managing Partner of FT Partners
- Investment Banking Firm of the Year (2016) FT Partners



LendIt FinTech Industry Awards 2018:

o FT Partners wins Top Investment Bank in FinTech

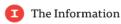
Institutional Investor





The FinTech Finance 40:

Steve McLaughlin ranked #1 in 2017 and 2018

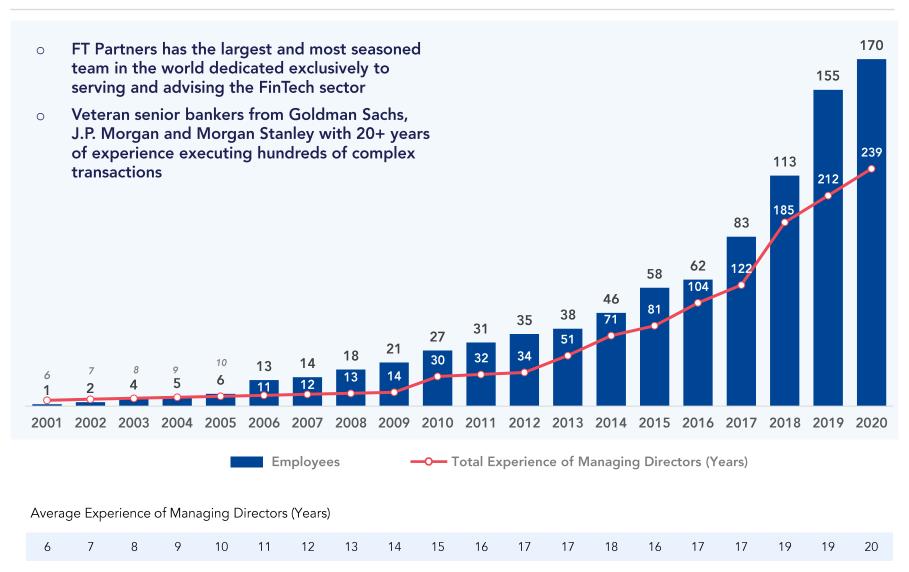




The Information's "Silicon Valley's Most Popular Dealmakers"

- o Ranked as the #2 top Technology Investment Banker by The Information subscribers (2016)
- o Only FinTech focused investment banking firm and banker on the list

The Largest FinTech Advisory Practice in the World



The FT Partners Senior Banker Team

Name / Position	Prior Background	Experience / Education	Years of Experience
Steve McLaughlin Founder, CEO and Managing Partner	Goldman Sachs	 Formerly with Goldman Sachs 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. 	25
Mohit Agnihotri Managing Director	J.P.Morgan	 Morgan Formerly Managing Director and Global Head of Payments Investment Banking at J.P. Morgan Wharton M.B.A 	
Kate Crespo Managing Director	RAYMOND JAMES®	 Formerly with Raymond James' Technology & Services investment banking 14+ years of FinTech transaction execution experience Dartmouth M.B.A. 	
Larry Furlong Managing Director	Goldman Sachs	 Formerly with Goldman Sachs in New York, London and Los Angeles from 1995-2004 Wharton M.B.A. 	24
Osman Khan Managing Director	pwc	 Formerly Managing Director and 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 	23
Randall Little Managing Director	J.P.Morgan	 J.P.Morgan 12 years as FIG / Capital Markets FinTech investment banker at J.P. Morgan 10 years as financial services technology consultant at Sun Microsystems and Ernst & Young NYU Stern M.B.A. (MBA w/Distinction) 	
Andrew McLaughlin Managing Director	Deloitte.	 20+ years experience executing / implementing financial and operational strategy Formerly with Deloitte Consulting 	14
Amar Mehta Managing Director	J.P.Morgan	 J.P.Morgan Formerly with J.P. Morgan's Technology (FinTech & Technology Services) team in New York 7+ years of FinTech transaction execution experience MBA from IIM-K (India), Bachelor's in Computer Engineering from NTU (Singapore) 	
Mike Nelson Managing Director	SUNTRUST	 Formerly head of FinTech M&A at SunTrust Robinson Humphrey Kellogg M.B.A. 	20
Timm Schipporeit Managing Director	Morgan Stanley Index Ventures	Index Banking Team in London	
Greg Smith Managing Director	Merrill Lynch J.P.Morgan	 Formerly award winning Equity Research Analyst at Merrill Lynch, J.P. Morgan and Hambrecht & Quist 20+ years of experience covering FinTech as both an Analyst and Investment Banker 	24
Tim Wolfe Managing Director	Goldman Sachs	 Formerly with Goldman Sachs from 2000-2002 40 Under 40 M&A Advisor Award Winner 2013 Harvard M.B.A. 	18