July 30, 2015

Financial Technology Partners

FT Partners Research - Transaction Profile



secures

\$60,000,000

in Series D financing led by



Courtesy of:



The Only Investment Bank Focused Exclusively on Financial Technology

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Transaction Overview

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- On July 28, 2015, ShopKeep announced that it raised approximately \$60 mm in financing from Activant Capital with support from existing investors
- ShopKeep plans to use this injection of capital to aggressively grow its overall US customer base, strengthen industry partnerships, and launch international operations, starting with the UK this month
- Steve Sarracino, founder of Activant Capital, will be joining ShopKeep's board
- This funding round will further solidify ShopKeep's leadership position as one of the leading point-of-sale and payment technology provider for independent merchants, but also as a complete operating system with a platform that has targeted customer marketing, inventory and staff management, and detailed analytics
- Funding comes at a crucial time as payment businesses get ready for imminent EMV liability shift this fall

Previous Equity Financings Size Date (\$ mm) **Investors** Canaan Partners, Tribeca Venture Partners, TTV Capital, 25 4/24/14 Contour Venture Partners. Thayer Street Partners Canaan Partners, Tribeca 12/5/12 10 Venture Partners, TTV Capital TTV Capital, Tribeca Venture 1/17/12 2.2 **Partners**

Selected Commentary

"We see tremendous opportunity for the company to build on its existing success as the operating system for small business and retail, and rise above the noise to cement its position as the industry leader in this space."

"This is a crucial time for the mobile payments and small business technology sectors – both are evolving at a rapid pace and competition amongst the major players is heating up. ShopKeep is at the forefront of this evolution and is offering the most comprehensive and forward thinking solution for growing businesses, combined with unmatched customer care."

- Steve Sarracino, Founder of Activant Capital

"ShopKeep has always provided a one-stop-shop for merchants, offering cutting edge technology and 24/7 customer service. We now play the role of an IT department to small business owners, democratizing invaluable business management tools previously only accessible to the big box retailers."

"With this new funding we are looking forward to bringing these benefits to a far greater number of small business owners, and empowering them to run a smarter business."

- Norm Merritt, President and CEO of ShopKeep



Source: VentureBeat press release.



ShopKeep Overview

ShopKeep Overview



CEO: Norm Merritt

Headquarters: New York. New York

Founded: 2008

- ShopKeep provides cloud-based iPad point-of-sale solutions for retailers; products enable merchants to run and analyze their businesses in a cloud-based interface and to generate analysis of sales and customer relationship management
- In March 2015, the Company acquired payment processor Payment Revolution for an undisclosed amount
- ShopKeep has experienced 2.4X YoY growth (monthly recurring revenue) through June 2015
- More than \$6 bn transactions were processed through ShopKeep's network in the past year
- The Company's solutions enable merchants to track and manage inventory all in one place
- Enables smart customer marketing by allowing merchants to build their database and drive repeat business
- The Company also offers Apple Pay and chip card reader, a device that allows merchants to accept Apple Pay, along with magnetic swipe credit card payments

Features of iPad POS



Inventory Management

- Enables merchants to manage in bulk
- Merchants can know their best selling items
- Tracks cost and profit margins per item



Customer Marketing

Customize email receipts with logos and trackable links to social profiles



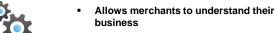
Staff Management





Reports & Analytics

- Staff can clock in and out of shifts in the ShopKeep app
- Merchants can know the hours everyone has worked at the end of each week



Merchants can know their best performing staff members

Management Team



Norm Merritt CEO & President

- Previously served as CEO and Board Member
- Received BS in Accounting from BYU and MBA from HBS



Jason Richelson Co-Founder

- Also serves as Chief Strategy Officer
- Previously served as Co-CEO of ShopKeep
- Received BS in Finance & Accounting from NYU



David Olk Co-Founder

- Serves as an advisor for many other tech companies
- Previously served as a Director of M&A at IAC



Brian Zang SVP Sales & Marketing

- Previously served as the Director of Sales Specialists at LivingSocial
- Received BS, Double Degree in Marketing & **Business Management**



ShopKeep's Solution Overview





ShopKeep for Restaurants & Bars

- ShopKeep integrates with MailChimp so restaurants can launch powerful email campaigns to ideal customers
- Tells restaurants which items are driving business and which are losing money
- Merchants can customize email receipts to include new offers, their social pages, or whatever else they want people to know
- Raw tools management system tracks every ingredient of every menu item and tells restaurants when they are about to run low

ShopKeep for Retail

- Provides inventory management solutions that enables merchants to receive alerts on when items are running low
- Merchants can check inventory data and fine-tune their inventory as needed
- Bulk management system enables merchants to update their inventory en masse or migrate thousands of items from other systems
- Has Bluetooth barcode scanners allowing expedited scanning of items at the register or adding them to a merchant's inventory
- ShopKeep Pocket[™] allows merchants to track metrics from anywhere

ShopKeep for Quick Service

- Enables quick service merchants to serve and take orders from customers quicker
- Quick service restaurants can configure their button and screen layout to increase efficiency
- The POS system works even if the internet drops
- Cashiers can send orders to specific printers and staff members to speed up processes
- Enables restaurants to add item modifiers to take the most complicated order in a couple taps





Activant Capital Group Overview



Company Overview

- Founded in 2010, Activant Capital is backed by a number of family offices
- Seeks founder-backed technology and technology enabled services businesses
- Likes vertically-focused enterprise software and internet-of-things businesses
- Activant Capital has had 3 exits over \$1 bn since inception
- Will take an active role in portfolio companies
- Activant Capital is headquartered in Greenwich, Connecticut

Select Recent Investments / Exits

<u>Investments</u>

Exits

Date

11/07/14

08/01/13

Date	Company	Amount (mm)	
07/28/15	ShopKeep	\$60	
04/15/15	RetailNext	125	
07/08/14	RetailNext	30	
06/25/14	WellAware Holdings	37	
01/02/14	Silverback Enterprise Group	20	
12/20/13	Upland Software	na	
03/04/13	hybris Software	30	
10/31/11	Mitratech	na	
10/26/10	iCongo	na	

Company

Sunquest Information Systems

Upland Software (IPO)

hybris Software (SAP)

iCongo (hybris Software)

(Roper Industries)

Investment Criteria / General Preference

Fund Size: Control: Minority (preferred), na Majority Fund Raised: na Geography: U.S. (preferred), **Equity Range:** Europe, South \$10-75 mm America Revenue: na Transaction Growth (preferred), Type: Buyout **EBITDA:** na

> **Industry Focus:** Software

08/22/12 08/23/11

FINANCIAL TECHNOLOGY PARTNERS

Amount (mm)

\$46

1,500

1,415

na



Selected POS Company Financing History (cont.)

Announced Date	Transaction Overview	Company	Selected Buyers / Investors	Amount (\$MM)
06/15/15	Lavu Secures \$15 mm in Series A Financing Led by Aldrich Capital Partners	Lavu	Aldrich Capital Partners	\$15
05/27/15	Taztag Secures Approximately \$1.1 mm in Financing from Fonds d'Investissement de Bretagne	Taztag	Fonds d'Investissement de Bretagne	1
05/01/15	Net Element Secures \$10.5 mm in Financing	Net Element	Undisclosed Investors	11
04/27/15	Posera-HDX Secures \$2.96 mm in Financing	Posera-HDX	Undisclosed Investors	3
04/14/15	TouchBistro Secures \$6 mm in Series A Financing	TouchBistro	Kensington Capital Partners; Relay Ventures; JUST EAT; Difference Capital Financial; Undisclosed Investors	6
01/01/15	Revel Systems Secures Financing from DreamFunded	Revel Systems	Dream Funded	na
11/11/14	Revel Systems Secures \$100 mm in Series C Financing	Revel Systems	Welsh, Carson, Anderson & Stowe; Undisclosed Investors	100
10/14/14	orderbird Secures \$10 mm in Series B Financing	Orderbird	ConCardis GmbH; Undisclosed Investors	10
10/12/14	Inventorum Secures Approximately \$5.1 mm in Financing from High-Tech Grunderfonds and Voqel Ventures	Inventorum	High-Tech Grunderfonds; Vogel Ventures; Undisclosed Investors	5
09/17/14	LightSpeed Retail Secures \$35 mm in Financing Led by iNovia Capital and Accel Partners	LightSpeed Retail	iNovia Capital; Accel Partners	35
09/12/14	Square Secures \$150 mm in Financing	Square	Undisclosed Investors; Rizvi Traverse Management; GIC	150
08/23/14	Knox Payments Secures \$0.63 mm in Financing	Knox Payments	TransUnion	<1
08/14/14	Talech Secures \$6.6 mm in Financing	Talech	Undisclosed Investors	7
07/30/14	Heartland Payment Systems has Agreed to Acquire TouchNet Information Systems for \$375 mm	Touchnet Information Systems	Heartland Payment Systems	375
06/04/14	DRB Systems Secures Financing from Prairie Capital	DRB Systems	Prairie Capital, L.P.	na
05/28/14	Bindo Secures \$1.8 mm in Financing	Bindo Labs	East Ventures; Metamorphic Ventures; Undisclosed Investors	2
04/24/14	ShopKeep Secures \$25 mm in Financing	ShopKeep	Canaan Partners; Tribeca Venture Partners; TTV Capital; Contour Venture Partners; Thayer Street Partners; Undisclosed Investors	25
03/25/14	Vend Secures \$20 mm in Financing Led by Valar Ventures and Square Peg Capital	Vend	Square Peg Ventures; Valar Ventures	20
03/24/14	TouchBistro Secures Approximately \$1.5 mm in Financing from Walden Venture Capital and Kensington Capital Partners	TouchBistro	Kensington Capital Partners; Walden VC	2
02/26/14	Knox Payments Secures \$0.9 mm in Financing	Knox Payments	Undisclosed Investors	<1
02/04/14	Posera-HDX Secures Financing from Sigma Capital Partners	Posera-HDX	Sigma Capital Partners	<1
01/07/14	Wincor Nixdorf has Agreed to Acquire DATEC Retail Systems	Datec Retail Systems	Wincor Nixdorf AG	na



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Selected POS Company Financing History (cont.)

Announced Date	Transaction Overview	Company	Selected Buyers / Investors	Amount (\$MM)
01/07/14	Total Merchant Services Acquires Registroid	Registroid	Total Merchant Services	na
01/02/14	AirVend Secures \$1.2 mm in Financing Led by 365 Retail Markets	AirVend	PS27 Venture; 365 Retail Markets	\$1
01/01/14	Talech Secures Seed Financing from Visionnaire Ventures	Talech	Visionnaire Ventures; Undisclosed Investors	na
11/14/13	TouchBistro Secures \$4.5 mm in Financing Led by Relay Ventures	TouchBistro	Relay Ventures; Undisclosed Investors	5
10/04/13	GHL Systems Secures Approximately \$11.39 mm in Financing	GHL Systems	Cycas; Creador	11
08/19/13	Wallmob Secures \$1.2 mm in Financing	Wallmob	Undisclosed Investors	1
07/29/13	Shoptimize Secures Financing from Tandem Capital	Shoptimize	Tandem	na
07/24/13	LightSpeed Retail Acquires MerchantOS	MerchantOS	LightSpeed Retail	na
06/26/13	EMN8 Secures \$50mm in financing Led by Sid R. Bass Associates	Tillster	Sid R. Bass Associates L.P; Allegis Capital	50
06/26/13	Revel Systems Secures \$10.1 mm in Financing	Revel Systems	Undisclosed Investors	10
05/24/13	Erply Secures \$2.15 mm in Financing Led by Redpoint Ventures	Erply	Index Ventures; Redpoint Ventures; 500 Startups	2
05/15/13	Vend Secures \$6.5 mm in Financing	Vend	Milford Active Growth Fund; Point Nine Capital	7
04/01/13	Knox Payments Secures \$0.08 mm in Seed Financing	Knox Payments	Undisclosed Investors	<1
03/21/13	Leapset has Secured \$2 mm in Financing	Leapset	Undisclosed Investors	2
12/24/12	Marlin Equity Partners Acquires Vivonet	Vivonet	Marlin Equity Partners	na
12/05/12	ShopKeep Secures \$10 mm in Financing Led by Canaan Partners	ShopKeep	Canaan Partners; Tribeca Venture Partners; TTV Capital	10
12/03/12	Monitise Acquires eMerit Solutions for Approximately \$4.3 mm	eMerit Solutions	Monitise	4
09/17/12	Square Secures Financing from Citi Ventures, Rizvi Traverse Management and Starbucks	Square	Citi Ventures; Rizvi Traverse Management; Starbucks	200
08/16/12	Freeport Capital has Agreed to Acquire 51% Stake in TekTango	TekTango	Hybrid PayTech World	<1
08/08/12	Square Secures \$25 mm in Financing from Starbucks	Square	Starbucks	25
06/12/12	LightSpeed Secures \$30 mm in Financing from Accel Partners	LightSpeed Retail	Accel Partners	30
05/29/12	Groupon Acquires Breadcrumb	BreadCrumb	Groupon	na



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Overview of FT Partners

FT Partners is the Leader in Financial Technology Investment Banking





































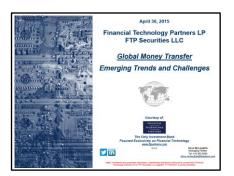


Overview of FT Partners

Selected FT Partners' Research (click to view)



Research Report: PayPal Spin-off Overview



Research Report: Global Money Transfer



Research Report: Innovations in Capital Markets Technology



Research Report: Apple Unveils Apple Pay



Shopify: Post Quiet Period Review



WePay Raises \$40 mm in Series D Financing Led by FTV Capital



Pitney Bowes Acquires Borderfree for \$395 mm



Optimal Payments Acquires Skrill for \$1.2 bn



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 13 years of exclusive focus on Financial Technology. Please visit our <u>subscription form</u> to subscribe to our exclusive monthly newsletter and receive our research reports.

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 2014 ■ Equity Financing Deal of the Year

■ Professional Services Deal of the Year, Above \$100mm

Dealmaker of the Year

2012 - Professional Sorvices

■ Professional Services Deal of the Year, Above \$100 mm

■ Boutique Investment Bank of the Year

■ Deal of the Decade

■ 10 Deal of the Year Nominations Across 9 Categories

■ 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

■ 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

Institutional Investor Institutional Investor Annual Ranking

2006-2008

2008

2011

2010

2007

■ Steve McLaughlin consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology



Middle Market

Financing Awards

2006

■ Equity Financing Dealmaker of the Year – Steve McLaughlin

■ Information Technology Deal of the Year

■ Financial Services Deal of the Year

■ Financing Professional of the Year - Steve McLaughlin

■ Financing Deal of the Year - Equity

■ Financing Deal of the Year - Debt



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