# FT PARTNERS FINTECH INDUSTRY RESEARCH

September 19, 2018



# Nasdaq (NasdaqGS:NDAQ) Acquires Cinnober Financial Technology (OM:CINN) for \$190 million





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



#### 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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# **Transaction Summary**

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- On September 14, 2018, Nasdaq (Nasdaq:NDAQ) announced that it has made an offer to acquire all outstanding shares and warrants of Cinnober (OM:CINN) at a price of SEK 75 (\$8.45) per share and SEK 85 (\$9.58) per warrant
  - Represents a transaction value of approximately SEK 1,702 million (\$190 million)
  - Completion of the offer is conditional on Nasdag becoming the owner of more than 90% of Cinnober's total number of shares, after full dilution
- The acquisition is expected to deliver attractive shareholder returns due to a combination of Cinnober's largely-recurring revenue base and significant synergies arising from cross-sale, product enhancement, and efficiency opportunities
  - Nasdag expects the transaction to be accretive to non-GAAP EPS within 12 months of closing
- Cinnober Financial Technology develops system solutions for exchange trading, clearing and risk management worldwide
- The acceptance period is expected to commence on or around October 29, 2018 and expire on or around December 14, 2018, subject to any extensions
  - The Board of Directors of Cinnober Financial Technology has unanimously recommended that the shareholders and warrant holders accept the public offer made by NASDAQ

#### **Transaction Multiples**

\$179 mm **Enterprise Value** 

Cinnober°	EV / Revenue
2017	4.3x
LTM <sup>(1)</sup>	4.4x
2018E	4.3x

#### **Transaction Commentary**

"The combined intellectual capital, technology competence and capabilities of Cinnober and our Market Technology business will expand the breadth and depth of our fastest growing division at Nasdag...This acquisition will enhance our ability to serve market infrastructure operators worldwide, and will accelerate our ability to expand into new growth segments."



Adena Friedman **President & CEO** 

"I see the offer as the next step in Cinnober's development as it will enable Cinnober and its highly talented employees to be even more successful in serving customers as well as expanding its technology and offering to even more customers and segments. I really believe in the strategic logic of combining Cinnober and Nasdag's Market Technology business also as it reinforces the strong technology foundation in Sweden. As the largest shareholder of Cinnober, I am supportive of the offer and intend to accept the offer."



Nils-Robert Persson Co-Founder & Chairman

#### **Cinnober Key Facts**

- ✓ 20 years of experience in financial services technology
- ✓ Approximately 300 employees across Sweden, the UK, and the US
- ✓ Technology is in operation 100% of the time

# Nasdaq Acquires Cinnober for \$190 million

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#### Cinnober Overview



#### Company Overview



#### **Headquarters:**

Stockholm, Sweden

Founded: 1998

- Cinnober brings innovation to demanding trading and clearing venues by creating solutions based on robust exchange and real-time clearing technology
- The Company develops mission-critical systems for risk management, exchange trading, clearing, and other financial services
- The Company's services are provided to banks, international exchanges, clearing houses, and brokerages, enabling them to trade stock with greater efficiency

#### Stock Chart (OM:CINN)



#### **Products & Services Overview**



#### **Realtime Clearing**

Real-time clearing solution for OTC and exchange-traded markets



**CCP Risk** 

Risk and collateral management in real time, tailored for CCPs



#### Trading System

Multi-asset, high-performance trading system for demanding financial marketplaces

#### **Cryptocurrency Exchanges**



A trading and post-trade solution for digital asset marketplaces



#### Information Manager

Complete market data distribution in a single feed

#### **Index Engine**



Flexible index engine for real-time index calculation and distribution

#### Irisium

Market surveillance software to help market operators detect, mitigate, and prevent market abuse

#### Minium



Real-time risk management and post-trade processing solutions for banks and brokers



#### Simplitium

Pre- and post-trade reporting, pensions cost transparency, and insurance catastrophe risk modelling services

#### **Management Team**



Nils-Robert Persson Co-Founder & Chairman of the Board



**Peter Lenardos** Chairman of the Executive Committee & CEO



Per-Anders Häll Bedman Deputy CEO



Fredrik Nihlén **CFO** 

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## **Nasdaq Overview**



#### **Company Overview**



CEO:	Adena Friedman
Headquarters:	New York, NY
Founded:	1971

- Nasdaq (Nasdaq:NADQ) provides trading, clearing, exchange technology, regulatory, securities listing, information and public services worldwide
- Operates across four main business segments: Market Services, Corporate Services, Information Services and Market Technology

#### **Recent M&A Activity**

Announce Date	Target	Amount (\$ in mm)	Research Profile
09/14/18	Cinnober°	\$190	
09/05/17	<b>EVESTMENT</b>	705	VIEW
07/25/17	SYBENETIX	na	
03/21/16	Boardvantage	200	VIEW
03/09/16	ISS	1,100	VIEW

#### Company Financials 12/31/17

Market Cap <sup>(1)</sup>	\$15,110 million
Revenue	\$3,965 million
EBITDA	\$1,263 million
Net Income	\$734 million
Diluted EPS	\$4.33

#### Stock Performance (NasdagGS:NADQ)



May 29 2018

FT PARTNERS

RANSACTION ANNOUNCEMENT

FINANCIAL

TECHNOLOGY

#### Selected FT Partners' Research - Click to View



Moneybox's £14 million Series B Financing

FT PARTNERS FINTECH INDUSTRY RESEARCH

dun & bradstreet

**Investor Group Acquires Dun & Bradstreet** 

(NYSE:DNB) for Approximately \$6.9 billion

**Investor Group Acquires Dun &** 

Bradstreet for \$6.9 billion

THL Thomas H. Lee Partners

@ CANNAE





FT Partners is Pleased to Announce its

moneyfarm

in its Series B Financing from

Allianz (II)

enpeavor Fondazione

for approximately

£40,000,000

Exclusive Role as Sole Strategic and



Tiger Brokers Raises \$80 million in Series C Financing



CVC Capital Partners'
Acquisition of OANDA



Hellman & Friedman Acquires Financial Engines for ~\$3 billion



TCA's \$275 million sale to E\*TRADE



State Street Acquires Charles
River Development for \$2.6 billion

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## Selected FT Partners Capital Markets / WealthTech Transactions

#### M&A Transactions























Financial Technology Partners LP

FTP Securities LLC

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

riskalyze

**FTV** 

for total consideration of

\$ 20,000,000

Financial Technology Partners LP

FTP Securities LLC

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

\$ 110,000,000

**TradingScreen** 





Financial Technology Partners LP

FTP Securities LLC

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

🖊 AXIAL

Edison

PARTNERS

\$ 14,000,000





**Financing Transactions** 

Financial Technology Partners LP

FTP Securities LLC

alphasense

in its growth financing from Quantum Strategic Partners

\$ 33,000,000+

Triangle Peak









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

# FT Partners Advises Addepar on its Series D Financing

#### Overview of Transaction

- On June 8, 2017, Addepar announced it has raised \$140 million in Series D financing co-led by Harald McPike, the founder of QuantRes, along with Valor Equity Partners and 8VC
- Headquartered in Mountain View, CA, Addepar is a leading provider of portfolio management and reporting software and services that seeks to become the infrastructure that will connect all aspects of global finance
- Harald McPike is the founder of QuantRes, a quantitative trading firm, and a global private investor with a focus on the financial and technology sectors
- Valor Equity Partners is an operational growth investment firm that does both minority and majority investments in high growth companies at various stages of development
- 8VC is a venture capital firm that makes seed to later stage investments with a focus on the technology industry

#### Significance of Transaction

- The financing capitalizes on Addepar's unprecedented growth from \$300 billion to over \$650 billion assets on platform in less than 18 months as top wealth managers embraced Addepar's category-defining client reporting software
- With the new capital, Addepar will continue investing significantly in R&D, expanding its product, platform and tech-enabled services to unlock more value for its clients while also serving a wider range of wealth and asset management firms

#### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Addepar
- Transaction demonstrates FT Partners' continued leadership position as the "advisor of choice" to the highest quality FinTech companies as well as its deep domain expertise and experience in the WealthTech space

# FTP Securities LLC

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



in its Series D financing co-led by



Harald McPike

for total consideration of

\$ 140,000,000



## **CVC Capital Partners' Acquisition of OANDA**

#### Overview of Transaction

- On May 2, 2018, the shareholders of OANDA announced a sale of the company to funds managed by CVC Capital Partners
- Founded in 1995, OANDA is a global online retail trading platform, currency data, analytics and money transfer company
  - OANDA combines its award-winning technology and institutionalgrade execution across a wide range of asset classes, enabling clients to trade currencies, equity indices, commodities, treasuries and precious metals
- CVC Capital Partners is a leading private equity and investment advisory firm managing over \$70 billion in assets

#### Significance of Transaction

- Under the new ownership, OANDA will continue to be led by Chief Executive
  Officer, Vatsa Narasimha, who was pivotal in the investment from CVC and
  instrumental in growing the business at a CAGR of over 25% since 2015
- CVC will support OANDA's continued growth including initiatives to make strategic acquisitions in Asia, and in investing to further broaden its product set

#### FT Partners' Role

- FT Partners served as sole strategic and financial advisor to CVC Capital Partners
- This transaction highlights FT Partners' expertise in the Capital Markets Tech space and continued success in providing buy side advisory to top-tier financial sponsors

# Financial Technology Partners LP

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



in its acquisition of





# FT Partners Advises AlphaSense in its \$33 million Growth Financing

#### Overview of Transaction

- On March 7, 2016, AlphaSense ("the Company") announced a financing round led by Triangle Peak Partners, Tribeca Venture Partners and Quantum Strategic Partners, a private investment vehicle managed by Soros Fund Management
- The round also includes notable individual investors, including Tom Glocer, former CEO of Thomson Reuters
- AlphaSense provides intelligent search and alerting capability across a vast library of disparate resources giving users an information edge
- The professional search functionality leverages sophisticated natural language processing and search technology that streamlines finding and tracking the most relevant information

#### Significance of Transaction

- AlphaSense will use the new capital to help fund its exceptional growth, as well as continue building out the platform with additional features and functionality
- Firmly positions the Company to expand its products and services and continue to disrupt the intelligent search / content aggregation space

#### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to AlphaSense and its Board of Directors
- Highlights FT Partners' continued success in achieving highly attractive outcomes for leading SaaS-based technology firms

# Financial Technology Partners LP

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



in its growth financing from

#### **Quantum Strategic Partners**

a private investment vehicle managed by SOROS





for total consideration of

\$ 33,000,000+



## FT Partners Advises Shareholder InSite on its Sale to Ipreo

#### Overview of Transaction

- On November 4th, 2014, Shareholder Insite, Inc. ("Shareholder Insite") was acquired by Ipreo
- Shareholder InSite is the premier provider of shareholder data management, analytics, reporting and valuation solutions and services for venture capital and private equity investors and private companies in their portfolios
- Financial terms of the transaction were not disclosed

#### Significance of Transaction

- Blackstone and Goldman Sachs, provides a foundation for Ipreo's new Alternative Assets business, leveraging its strengths in data management and capital-raising workflow with Shareholder InSite's industry expertise and complementary industry-leading solutions
- Shareholder InSite's marquee products, Qval and CapControls, are the
  industry standards for the administrative, deal modeling, and valuation
  needs for alternative asset managers; its suite of robust self-valuation
  solutions delivers financial insights, simplifies and accelerates audit
  processes, and improves the accuracy and defensibility of valuations

#### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Shareholder Insite and its Board of Directors
- FT Partners leveraged its deep knowledge and extensive experience to help navigate significant inbound interest to find the right strategic partners for the business and achieve a highly favorable outcome for stakeholders
- Transaction demonstrates FT Partners' continued success in achieving highly attractive outcomes for entrepreneurs across the financial technology industry

# Financial Technology Partners LP

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



in its sale to





# Award-Winning Investment Banking Franchise Focused on Superior Client Results

LendIt	2018	2018 Top Investment Bank in FinTech
Institutional Investor Institutional Investor Annual Ranking	2017 2015 - 2016 2006 - 2008	<ul> <li>Ranked #1 Most Influential Executive on Institutional Investor's FinTech 35 List</li> <li>Steve McLaughlin Ranked Top 5 on Institutional Investor's FinTech 35 List</li> <li>Consecutively Ranked (2006, 2007 and 2008) among the Top Bankers on Institutional Investor's "Online Finance 40"</li> </ul>
The Information	2016	<ul> <li>Ranked #2 Top Technology Investment Banker on The Information's "Silicon Valley's Most Popular Dealmakers"</li> </ul>
2017 - 2004 ANNUALAWARDS WINNER  M&A Advisor Awards	2015 - 2017 2010 - 2014 2004 - 2007	<ul> <li>Investment Banking Firm of the Year - 2016</li> <li>Cross Border Deal of the Year - 2016</li> <li>Dealmaker of the Year - 2015</li> <li>Technology Deal of the Year - 2015</li> <li>Equity Financing Deal of the Year - 2014</li> <li>Professional Services Deal of the Year, Above \$100 mm - 2014</li> <li>Dealmaker of the Year - 2012</li> <li>Professional Services Deal of the Year, Above \$100 mm - 2012</li> <li>Boutique Investment Bank of the Year - 2011</li> <li>Deal of the Decade - 2011</li> <li>Upper Middle Market Deal of the Year, Above \$500 mm - 2010</li> <li>IT Services Deal of the Year, Below \$500 mm - 2010</li> <li>Cross-Border Deal of the Year, Below \$500 mm - 2010</li> <li>Dealmaker of the Year - Steve McLaughlin - 2007</li> <li>Business to Business Services Deal of the Year - 2007</li> <li>Computer and Information Technology Deal of the Year, Above \$100 mm - 2007</li> <li>Financial Services Deal of the Year, Above \$100 mm - 2007</li> <li>Investment Bank of the Year - 2004</li> </ul>
Middle Market Financing Awards	2006 - 2008	<ul> <li>Equity Financing Dealmaker of the Year – Steve McLaughlin – 2008</li> <li>Information Technology Deal of the Year – 2008</li> <li>Financial Services Deal of the Year – 2008</li> <li>Financing Professional of the Year – Steve McLaughlin – 2006</li> </ul>

## The FT Partners Senior Banker Team

Name / Position	Prior Background	Experience / Education	Years of Experience
<b>Steve McLaughlin</b> Founder, CEO and Managing Partner	Goldman Sachs	<ul> <li>Formerly with Goldman Sachs in New York and San Francisco from 1995-2002</li> <li>Former Co-Head of Goldman Sachs' Financial Technology Group (#1 market share)</li> <li>Wharton M.B.A.</li> </ul>	23
<b>Larry Furlong</b> Managing Director	Goldman Sachs	<ul> <li>Formerly with Goldman Sachs in New York, London and Los Angeles from 1995-2004</li> <li>Wharton M.B.A.</li> </ul>	22
<b>Greg Smith</b> Managing Director	Merrill Lynch J.P.Morgan	<ul> <li>Formerly award winning Equity Research Analyst at Merrill Lynch, J.P. Morgan and Hambrecht &amp; Quist</li> <li>20+ years of experience covering FinTech as both an Analyst and Investment Banker</li> </ul>	22
<b>Osman Khan</b> Managing Director	pwc	<ul> <li>Formerly Managing Director and Head of FIG M&amp;A at Alvarez &amp; Marsal</li> <li>15+ years FIG deal, consulting and assurance experience at PwC</li> <li>40 Under 40 M&amp;A Advisor Award Winner in 2013</li> <li>LSE (BSc w/Honors), MBS (MBA w/Distinction), ICAEW (FCA)</li> </ul>	21
<b>Steve Stout</b> Managing Director	J.P.Morgan  First Data	<ul> <li>Formerly Global Head of Strategy at First Data</li> <li>Formerly Led J.P. Morgan Payments Investment Banking Practice</li> <li>Former Equity Research Analyst on #1 ranked team at UBS</li> <li>Former Economist at the Federal Reserve Bank</li> </ul>	20
<b>Mike Nelson</b> Managing Director	SUNTRUST	<ul> <li>Formerly head of FinTech M&amp;A at SunTrust Robinson Humphrey, began investment banking career at Piper Jaffray</li> <li>Kellogg M.B.A.</li> </ul>	18
<b>Tim Wolfe</b> Managing Director	Goldman Sachs	<ul> <li>Formerly with Goldman Sachs from 2000-2002</li> <li>40 Under 40 M&amp;A Advisor Award Winner 2013</li> <li>Harvard M.B.A.</li> </ul>	16
<b>Kate Crespo</b> Managing Director	RAYMOND JAMES®	<ul> <li>Formerly with Raymond James' Technology &amp; Services investment banking</li> <li>12+ years of FinTech transaction execution experience</li> <li>Dartmouth M.B.A.</li> </ul>	16
<b>Timm Schipporeit</b> Managing Director	Morgan Stanley Index Ventures	<ul> <li>Formerly with Morgan Stanley as Senior Executive Director of European Technology Investment Banking Team in London</li> <li>Formerly a Venture and Growth Investor focused on FinTech at Index Ventures</li> </ul>	15
Andrew McLaughlin Managing Director	Deloitte.	<ul> <li>20+ years experience executing / implementing financial and operational strategy</li> <li>Formerly with Deloitte Consulting</li> </ul>	12