FT PARTNERS FINTECH INDUSTRY RESEARCH

April 25, 2017



Virtu Financial (Nasdaq: VRTU) Acquires KCG (NYSE: KCG) Holdings for \$1.4 billion





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"

Steve McLaughlin: Founder & CEO

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Transaction Summary

Transaction Summary

- On April 20, 2017, Virtu Financial (Nasdaq: VIRT) announced that it has agreed to acquire KCG Holdings (NYSE: KCG) for \$1.4 billion in cash
 - Virtu will acquire all outstanding shares of KCG's Class A common stock for \$20 per share in cash
 - This purchase price represents a 46% premium to the unaffected stock price of \$13.73 (closing price on March 14, 2017)
 - This acquisition was unanimously approved by the Board of Directors of both companies
 - The transaction is subject to regulatory approval and is expected to close in Q3 of 2017
 - Jefferies, the largest shareholder of KCG, has entered into a voting agreement to commit to vote the 24.5% of KCG's outstanding voting power that it holds to approve the acquisition
- The merged entity resulting from this acquisition will be responsible for approximately one-fifth of the trading volume of U.S. equities ⁽¹⁾
 - Virtu's scaled operating model will be extended to KCG's wholesale market making businesses
 - Virtu's technology and execution services will be distributed to KCG's extensive institutional client base
 - Virtu expects to move the trading of the merged company onto a single, proven technology, risk management and analytics platform

Transaction Commentary



"KCG fits perfectly with Virtu's strategic priorities to apply our market making and technological expertise to customer wholesale order flow and expand Virtu's growing agency execution business by offering clients a combination of Virtu and KCG's superior algorithms and proprietary analytical tools. In addition, there is immediate opportunity for revenue growth and significant cost savings. Virtu and KCG both have a heritage of using technology to make markets more efficient. The combination of talented, dedicated professionals from KCG and Virtu will allow us to achieve more together than either firm could achieve alone."



Douglas Cifu





"After a thorough evaluation, KCG's Board of Directors concluded that the proposal from Virtu provides compelling value for KCG's stockholders. Further, the combination of Virtu and KCG will create a true industry leader with greater diversification and scale."



Charles Haldeman Non-Executive Chairman of the Board



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Transaction Summary (cont.)





Transaction Multiples (1)

Equity Value 1,400 mm

Enterprise Value (2) 1,185 mm

Eq. V / Book Value

1.1x

EV / LTM Revenue

0.9x

Eq. V / LTM Net Income (3)

Leadership and Organization

- Virtu's CEO, Douglas Cifu, will lead the combined company following the close of the transaction
- Joseph Molluso, Virtu's current CFO, will remain the CFO of the merged entity
- The Board of Directors will be comprised of 10 directors
 - 8 of the current board members
 - 2 new members from North Island, Robert Greifeld and Glenn Hutchins



Douglas

Cifu







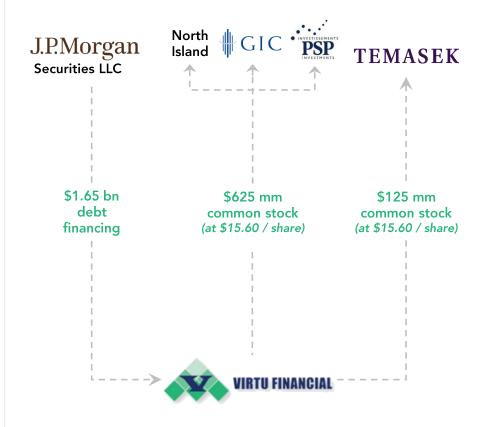
Joseph Molluso

Robert Greifeld

Glenn Hutchins

Funding

 Virtu intends to fund the cash transaction and debt refinancing through new gross borrowings of \$1.65 bn and the sale of \$750 mm in common stock



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Transaction Summary (cont.)





Synergies & Financial Benefits

- Virtu expects this transaction will create significant value through various synergies
- Within two years of closing, Virtu expects:
 - Approximately \$208 mm of net pre-tax expense savings
 - Cost savings of \$70 mm from technology, communications and data processing
 - o Cost savings of \$180 mm from occupancy, overhead and redundancies
 - Foregone revenues of \$42 mm
 - Around \$440 mm of capital synergies
 - Additional revenue enhancements.
- Virtu expects this acquisition to be over 25% accretive to its earnings per share

Summary of Pro Forma Combination [1]

| | VIRTU FINANCIAL | KCG | Pro- Forma | Adjustments | Pro-Forma (w/ full cost savings) |
|-----------------------------------|-----------------|----------|---------------|-------------------------|-------------------------------------|
| LTM Net Revenue ⁽²⁾ | \$387 mm | \$595 mm | \$982 mm | (\$42 mm) | \$940 mm |
| LTM Adj. ETBIDA ⁽³⁾ | \$235 mm | \$93 mm | \$328 mm | \$185 mm ⁽⁴⁾ | \$513 mm |
| LTM EBITDA Margin | 61% | 16% | 33% | NA | 55% |
| Debt / LTM Adj. EBITDA | 2.3x | 5.0x | 5.1x | NA | 3.3x |



Source: Company press release & investor presentation, Capital IQ

Virtu Investor Presentation: "Virtu Financial Agrees to Acquire KCG Holdings"

Reflects sum of LTM adj. net trading income of \$376 mm and technology services rev. of \$11 mm for Virtu and reported LTM net rev. of KCG

Excluding stock-related compensation; represents fully phased-in cost savings Cost savings of \$250 mm net of foregone revenues, excludes \$24 mm of D&A savings

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KCG Holdings Overview





Company Overview



| CEO: | Daniel B. Coleman |
|---------------|-------------------|
| Headquarters: | New York, NY |
| Founded: | 2013 |

- KCG is a leading provider of trading services across asset classes, product types and time zones
 - The Company is one of the world's largest independent market makers
- KCG combines advanced technology with high quality client service to provide liquidity, lower transaction costs and improved pricing
- The Company operates through three primary businesses:
 - Market Making
 - Global Execution Services
 - Trading Venues

Financial Metrics (1)

| Ticker | NYSE:KCG |
|-------------------------|-------------------------|
| Market Cap | \$1.2 bn ⁽²⁾ |
| LTM Revenue | \$1.37 bn |
| LTM Net Trading Revenue | \$598 mm |
| LTM EBT | \$331 mm ⁽⁴⁾ |
| LTM NI | \$222 mm ⁽⁴⁾ |

Products & Services Overview

Market Making

KCG is the largest U.S. equities market maker by volume and is connected to almost every market center, including exchanges and ATSs

- ✓ Best Execution
- ✓ Off-Exchange Liquidity
- Personal Service

Trading Services

Clients have access to advanced algorithms and experienced trading desks to access liquidity, maintain anonymity and minimize their market impact

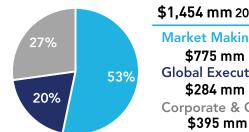
- ✓ Algorithmic Services
- ✓ Institutional Trading & Services
- ✓ ETF Trading

Trading Venues

KCG's platforms are distinct marketplaces that offer liquidity and functionality

- ✓ KCG BondPoint
- ✓ KCG MatchIt

2016 Revenue by Operating Segment [3]



\$1,454 mm 2016 Total Revenue

Market Making

Global Execution Services \$284 mm

Corporate & Other

LTM As of March 31, 2017

As of April 20, 2017

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KCG Holdings Financial Overview



Source: SEC Filings, CapIQ

⁽¹⁾ Sold KCG Hotspot for \$435 million to Bats

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Virtu Financial Overview





Company Overview



| CEO: | Douglas Cifu |
|---------------|--------------|
| Headquarters: | New York, NY |
| Founded: | 2008 |

- Virtu Financial is a leading tech-enabled market maker and liquidity provider to the global financial markets
 - The Company actively makes markets across asset classes including equities, FX, commodities, options and fixed income
- Virtu makes markets by providing quotations to buyers and sellers in more than 12,000 securities and other financial instruments on more than 235 unique exchanges, markets and liquidity pools in 36 countries around the world
- The Company focuses on the entire life cycle of a trade from market structure knowledge to post-trade processing to relationships management

Financial Metrics (1)

| Ticker | Nasdaq:VIRT |
|-------------------------|---------------------------|
| Market Cap | \$2,333 mm ⁽²⁾ |
| 2016 Revenue | \$702 mm |
| 2016 Adj. EBITDA | \$269 mm |
| 2016 Normalized Adj. NI | \$136 mm |

Products & Services Overview

Designated Market Maker

As a designated market maker (DMM), Virtu is among the most active traders on the NYSE and NYSE Amex

- ✓ Facilitate price discovery
- Dedicated liquidity provider
- ✓ Greater price stabilization

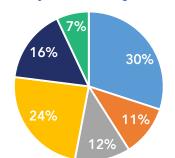
Customized Liquidity

Virtu works directly with established firms on several customized liquidity projects across a wide range of asset classes

12,000+ Securities quoted 235

Unique exchanges, markets and liquidity pools 36 Countries

2016 Adj. Net Trading Income by Category (3)



Americas Equities

EMEA Equities

APAC Equities

Global Commodities

Global Currencies

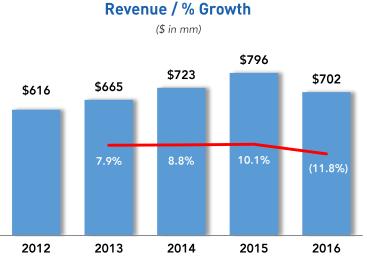
Options, Fixed Income & Other Securities

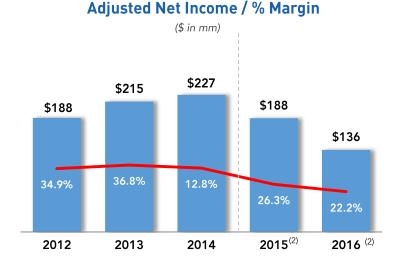
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Virtu Financial Overview (cont.)



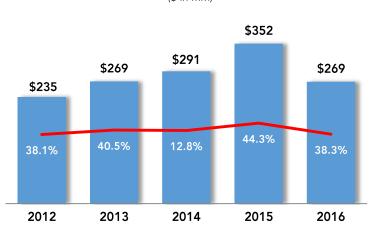






Adjusted EBITDA (1) / % Margin





Adjusted EPS / % Growth



^{*} Uses the Weighted Average Adjusted Shares Outstanding from 2014

Adjusted EBITDA excludes impairment of intangible assets, lease abandonment, terminated transaction fees & expenses, severance, acquisition related retention bonus & stock-based compensation expense

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KCG and Virtu Stock Performance







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 (Convergex) 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

Selected FT Partners Capital Markets / WealthTech Transactions

M&A Transactions







Financing Transactions Financial Technology Partners LP

FTP Securities LLC







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



| 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 |



2006 - 2008

Consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology



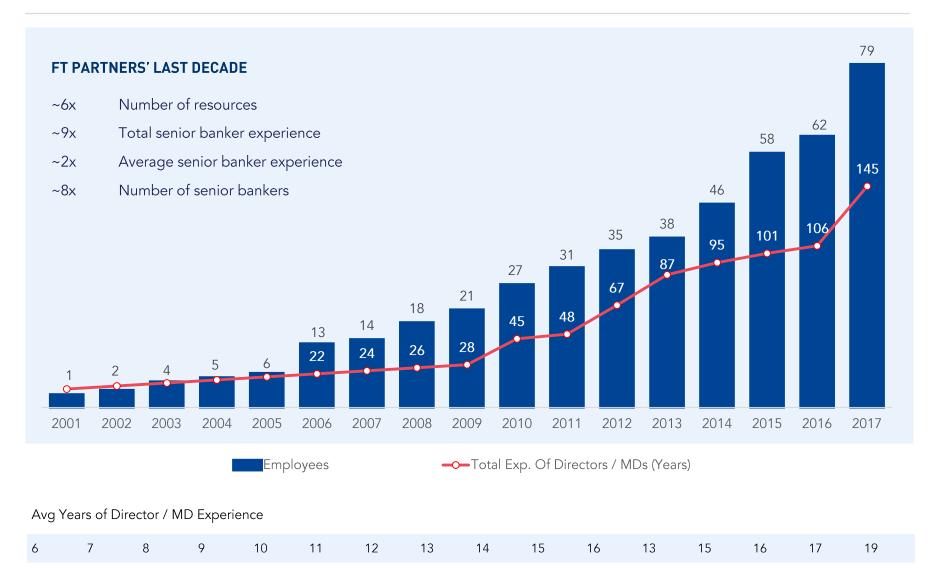
Middle Market Financing Awards 2008

- 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 2006

- Financing Deal of the Year Equity
- Financing Deal of the Year Debt

Platform of Choice for Clients and Bankers Alike



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 & 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 Managing Director | Goldman Sachs | Formerly with Goldman, Sachs & Co. in New York, London and Los Angeles beginning in 1995 Wharton M.B.A. | 22 |
| Greg Smith Managing Director | Merrill Lynch J.P.Morgan | 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 Managing Director | pwc | 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 Managing Director | J.P.Morgan | 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 Managing Director | Goldman Sachs | 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 Managing Director | Morgan Stanley Index Ventures | 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 Managing Director, Research & Business Development | Deloitte. | Leads FT Partners' Research and Business Development Team Formerly with Deloitte Consulting | 11 |