July 30, 2015

Financial Technology Partners

FT Partners Research - Transaction Profile



acquires



for approximately €725,000,000 (~\$796,400,000)

Courtesy of:



The Only Investment Bank Focused Exclusively on Financial Technology

Financial Technology Partners

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"This is a new frontier for global exchanges, and we would not be surprised to see more consolidation through similar transactions in the near future."

- Alex Yavorsky, Jefferies

Deutsche Börse Group Acquires 360T Treasury Systems

Transaction Overview

Transaction Overview

- On July 26, 2015, Deutsche Börse announced that it is buying the OTC trading platform 360 Treasury Systems (360T) for €725 million (\$796.4 million)
 - Deutsche B\u00f6rse plans to finance the deal via a combination of debt and equity and hopes to avoid a negative impact on its AA credit rating
- Summit Partners acquired a majority stake in 360T in 2012; Brockhaus and 360T employees also retained stakes in the company
- The deal is Deutsche Börse's largest acquisition since it bought International Securities Exchange, a US-based derivatives exchange, in 2007 for \$2.8 billion
- According to the Wall Street Journal, several other exchange operators were also interested in buying 360T, and bidding had been narrowed down to Deutsche Börse, CME Group and NASDAQ OMX Group by June
- Reuters claims the deal makes 360T the most valuable German financial technology company

Transaction Rationale

- The acquisition strengthens Deutsche Börse's forex operations and positions it to resist being harmed by increasing regulation in the markets
 - Exchanges are diversifying across various asset classes to counter regulations that are eating away at profits
 - The currency trading market has volumes of approximately \$5.3 trillion per day, and is growing due to increases in volatility, volumes and returns during to the dollar's rally
- Deutsche B\u00f6rse expects double-digit million revenue synergies in the medium term by leveraging its international distribution network
- Excluding the expected synergies, Deutsche Börse claims the deal will increase EPS in the immediate term

Commentary & Deutsche Börse Stock Performance

"Currencies are interesting because it is a growth market. It will allow Deutsche Börse to show to investors that it can grow, and that's the point. This has also been the goal of (CEO) Mr. Kengeter... Foreign exchange is attractive in general and it is a market where Deutsche Börse is not active. 360T is the No. 3 player in the market and has increased its daily transaction volume to \$70 billion in 2014 from \$62 billion in 2013."

- Stefan Bongardt, Independent Research







360T Overview

360T Overview

CEO: Carlo Koelzer

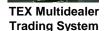
Headquarters: Frankfurt, Germany

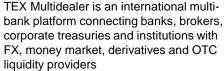
Founded: 2000

- 360T Treasury Systems provides an online multi-bank trading platform for OTC, forex, money market and interest rate derivative securities
 - The Company's clients include banks, broker-dealers, corporate treasuries, hedge funds, mutual funds, and asset managers
- According to the Wall Street Journal, the Company has had double-digit annual revenue growth since it formed in 2000
- Earlier this year, 360T Managing Director Alfred Schorno claimed that trading volume on 360T was above €100 billion a day

•						
Transaction History						
Announce Date	Size (\$ mm)	Туре	Buyer / Investors			
02/16/12	na	M&A	SUMMIT PARTNERS			
09/30/10	na	M&A	BROCK HAUS			
03/31/10	na	Financing	wellingtonpartners			
08/31/00	\$0.9	Financing	VENTUSE CAPITAL AG			







Trading Solutions



I-TEX Intra-Group Trading System

I-TEX is a white label solution that enables an organization to run a closed user group trading solution; the system has an embedded auto pricing engine and access to real-time market data feeds



FinBird Margin Trading System

FinBird is a system for FX margin trading; the platform supports both B to B and B to C business models and brings interbank liquidity from top tier market makers



Market Maker Cockpit

360T operates an advanced, dynamic pricing engine solution for liquidity providers to manage their individual needs and run a profitable business



Reporting & Analytics

360T provides reporting solutions for both the buy-side and sell-side across the global market; reports are highly detailed and show a factual representation of all trading activity



Liquidity Pool

Over 200 global and regional liquidity providers are connected to 360T's trading platforms including many of the major banks in the US, Europe and Asia



FINANCIAL





Deutsche Börse Overview

Deutsche Börse Overview			
CEO:	Carsten Kengeter		
Headquarters:	Frankfurt, Germany		
Employees:	4,749		
Founded:	1992		

- Deutsche Börse operates exchanges in Europe, the Americas and Asia-Pacific, providing securities and derivatives trading, clearing and settlement services
 - The Company operates multiple trading platforms for trading of equity, derivatives, structured products, and energy products
- Deutsche Börse has locations in Germany, Luxembourg, Switzerland, Czech Republic and Spain; it also has representative offices in England, France, China, the U.S., Hong Kong and Dubai

Key Metrics ⁽¹⁾	
Market Cap (mm)	\$17,555
2014 Revenue (mm)	\$2,644
2015E Revenue (mm)	\$2,564
2014 EPS	\$5.01
2015E EPS	\$4.70
2015E P/E	19.9x

Selected Previous Acquisitions					
Announce Date	Target	(\$ mm)			
04/17/15	APX Group	na			
12/15/14	Tradegate	na			
11/20/14	R5FX	na			
06/11/14	Gaspoint Nordic	na			
04/23/14	Citco Global Securities	\$69			
01/13/14	Impendium Systems	14			
01/03/14	Taiwan Futures Exchange	43			
10/24/13	Global Markets Exchange	na			
06/27/11	Kingsbury Internaional	na			
06/07/11	Eurex Zurich	85			
01/08/10	Tradegate Exchange	na			
11/12/09	sтохх	350			
05/01/07	International Stock Exchange	2,817			
01/01/02	Clearstream International	1,766			
11/30/01	entory	44			







Selected Trading Technology M&A

FX Focused Acquisitions			Other Trading Tech Acquisitions				
Announce Date	Size (\$ mm)	Target	Acquirer	Announce Date	Size (\$ mm)	Target	Acquirer
06/01/15	\$701	Plus500	Playtech	02/20/15	\$778	GFI	BGC Partners
05/28/15	36	TEXE Asia	Rakuten Securities	02/19/15	na	LasaBetech	Camerontech
01/28/15	365	HOTSPOT A BATS GLOBAL MARKETS COMPANY	BATS Global Markets	02/02/15	na	Guggenheim Global Trading	Management
12/10/14	na	CAP MARFX	Prime Mantle	08/05/14	na	EXECUTIVE TRADING SOLUTIONS	Solium
09/10/14	na	QUOTIX	FxPro	07/30/14	na	RFQ-hub Best execution starts here	ITG
09/10/14	na	Market Crew Investment Advisor	ZuluTrade	05/27/14	na	optionshouse. $^{\triangle}$	General Atlantic
05/16/14	na	BOSTON TECHNOLOGIES	CFH Group	05/27/14	na	trade MONSTER	General Atlantic
07/09/12	600	FX all°	Thomson Reuters	11/16/12	na	Neonet	Hay Tor Capital; KAS Bank; Management
03/18/09	na	Fortune Capital	GAIN Capital Group[01/31/12	293	020	Nordic Capital
01/30/09	na	Hotspot FX's Retail Forex Assets	FXCM	01/25/10	177	Neonet	Orc Group
1/22/07	564	X ° CURRENEX	State Street; TH Lee Putnam Ventures; Saints Venture Capital; Amerindo; Barclays Capital	02/01/08	164	O Trayport	GFI Group
04/21/06	879	EBS BROKERTEC	ICAP	11/28/07	2817	ISE. INTERNATIONAL SECURITIES EXCHANGE,	Eurex / Deutsche Börse
				11/16/07	60	Edge Trade	Knight Capital Group







Selected Competitor Overview – HotSpot FX



Hotspot FX Overview

Co-Founders:

Barry E. Calder & Howard Silverman

Headquarters:

Jersey City, NJ

Founded:

2000

In January 2015, Hotspot was acquired by BATS Global Markets for \$365 million with possible follow on considerations

 Hotspot FX provides electronic matching services and currency trading through its independent ECN marketplace, the first ECN for the institutional foreign exchange market

■ The Hotspot FX ECN includes full depth-of-book view, centralized price discovery, direct and anonymous market access, instantaneous live trading on streaming prices and robust real-time pricing, benchmark and reference data

Selected Participating Prime Brokers

 Hotspot FX was the first multibank marketplace to create a prime brokerage clearing model, which allows clients to trade through a single line credit with their clearing bank

















HotSpot FX ECN Features

 Banks with - Over 60 Currency existing credit **Pairs Sponsored** Currency lines with - Prices updated Hotspot FX Bank Pairs and - Customizable - Spot Gold & Multicontributor every 5 seconds Partner banks FX marketplace Live & Silver Access Metals can simplify the for firms' clients - High Low Data Historical process every 10 seconds Executable -Private Label Market Data Neutral -Hotspot FX



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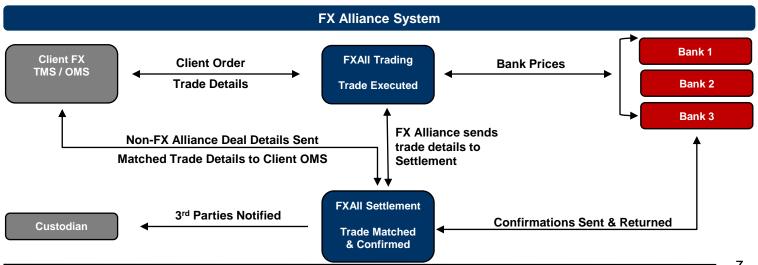


Selected Competitor Overview – FX Alliance FXall®



FX Alliance	Selected Transactions				
CEO:	Philip Weisberg	Announce Date	Size (\$ mm)	Туре	Buyer / Investors
Headquarters:	New York, NY				25000
Founded:	2000	07/09/12	\$678	M&A	THOMSON REUTERS
 FX Alliance is a Thomson Re electronic FX trading solution the US and internationally 		02/16/12	62	IPO	Diversified Investors
	very, transaction execution and with access to a pool of liquidity liquidity providers	07/24/06	78	Financing	TCV TECHNOLOGY CROSSOVES VENTIMES

■ The Company also licenses its technology as whitelabeled solutions for enterprises, including distribution under clients' brands









Selected Competitor Overview – Integral FX integral

Integral Overview

Harpal Sandhu

Headquarters: New York, NY

Founded: 1993

- Integral FX provides a multi-sided trading network for foreign exchange
 - Its white-label product allows users to configure and operate individual private FX businesses
- Clients are able to efficiently enter and operate in new markets without needing the risk and responsibility of owning their own infrastructure
- Over 200 institutions and 1,500 trading parties use Integral

Selected Transactions

	Date	Size (\$ mm)	Туре	Buyer / Investors
•	06/01/09	\$11	Financing	ADAMS STREET PARTNERS
	01/24/00	40	Financing	ABN'AMRO ACCEL PARTNERS PINEBRIDGE Ignite Group Bain Capital Hudson Ventures Pivotal Nassau Capital
	05/31/98	10	Financing	ACCEL° PARTNERS

Offering Overview

Buy Side

Direct market access system aggregates FX executable prices onto a single application

Margin Brokers

Run a real-time margined FX business and offer both retail and institutional trading to clients

Prime Brokers

Create private, branded FX trading systems to deliver liquidity to clients under independent brands

Sell Side Brokers

Offer liquidity to FX participants and both retail and institutional trading to broker clients

Broker-Dealers

Broker-Dealers can use Integral technology to create their own brand of FX trading system

Hedge Funds

Hedge fund users can trade using aggregated liquidity and algorithms with low-latency access to multibank prices

Investment Managers

Automated trade lists and optimal netting, execution and allocation to portfolios of funds

Corporates

Sophisticated FX trading platform for corporate investors offers standard and margin trading at low costs

Selected Partners























Source: Company webs

Announce

CEO:





Selected Competitor Overview – FX Connect FX Connect*

FX Connect Overview

Senior Managing Director:

Paul Alves

Headquarters:

Boston, MA

- FX Connect, a State Street subsidiary, is an FX trading platform that allows firms to manage multiple portfolios and connect with brokers
 - The platform's simple interface simplifies the execution of transactions across multiple accounts
- The Company's clients include money managers. corporates, insurance companies and hedge funds
- FX Connect provides access to 60+ liquidity providers across more than 140 currencies

Quick Facts

- Connected to 20 of the world's largest FX Banks
- Over \$379 bn in volume in a single day
- Used by 2,750+ traders globally on over 250 trading desks
- 47,000+ transactions processed per day
- Access to over 60 liquidity providers, including:

















FX Connect Workflow

Trade Execution & Allocation

Trade Generation

- Seamlessly pulls FX open orders from the site of origination (OMS, Excel, Proprietary system, manual input, etc.)
- Multiple groups or origination points can feed into one centralized FX Connect manager for consolidation of trades



- **FX Connect maintains a list of** approved brokers and trade criteria while restricting other brokers, accounts and trade
- Enables portfolio, RFQ, RFS, algorithmic and benchmark trading

criteria

Trades can be exported back to the origination point



- **FX Connect Trade Services** confirms and prepares trades for settlement automatically
- The solutions supports gross, net, cleared and CLS settlement
- The platform stores historical trade data and provides reports of trading activity







Selected Competitor Overview – Bloomberg Foreign Exchange PROFESSIONAL



Bloomberg Professional offers foreign exchange capabilities that allows currency professionals to minimize risk exposure while capitalizing on opportunities that arise in the market

The platform delivers data and robust analytics on currencies and derivatives; users analyze performance, market drivers, risk and hedging strategies while optimizing trade execution

Pre-Trade Analysis	Execution	Post-Trade Analysis
Access to Major Liquidity Providers	Execution Community	Post-Trade Analytics
 Pricing directly from major global banks, brokers and other liquidity providers; provides comprehensive price discovery Coverage on emerging markets, commodities and other underserved asset classes 	 Instant Bloomberg network gives users access to the global FX community Using IB Dealing, traders can connect to colleagues through a chat-based trading tool that captures trades directly from conversations 	 Bloomberg provides tools and market analysis that helps users managing their hedging positions while monitoring risk and performance in real-time
Analytics	Ease Of Use	Multi-Asset Risk System
 Powerful analytics tools allows users to fully understand FX data, market drivers and performance Dozens of metrics available to provide a holistic view of value 	 Buy-side and sell-side professionals can easily trade spot, forwards, options and commodities commission-free on the FXGO platform 	 Perform risk analysis across multiple portfolios and assets using pricing models and top of the line data Provides detailed reports and audit trails to satisfy regulatory requirements
Data & Research	Extensive & Growing Network	Hedge Effectiveness
 Research tools provide FX-focused news from experienced analysts Evaluate trading strategies and rank and compare currencies using technical analysis and charting 	 Liquidity can be found in any currency pair and users are able to choose between hundreds of global and regional liquidity providers The platform integrates with various OM, treasury, and accounting systems 	 Test different hedging strategies across a variety of accounting standards and asset classes

FINANCIAL TECHNOLOGY **PARTNERS**

Significant Experience in Capital Markets Technology

Wealth Management

ata / Analytics

High Frequency Trading























Significant Experience in Capital Markets Technology



Other Capital Markets Technology

















Selected FT Partners' Capital Markets Technology Research (click to view)



Research Report: Innovations in Capital Markets Technology



Flow Traders Completes its IPO Raising ~\$581 mm



Virtu Financial IPO: **Post Quiet Period Review**



Northwestern Mutual Acquires LearnVest



Dataminr Raises \$130 mm in Financing



Betterment Raises \$60 mm in Financing



SS&C Acquires Advent Software for \$2.7 bn



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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 Services

■ 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 Annual Ranking

2006-2008

2011

2010

2007

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



Financing Awards

2008

2006

- Equity Financing Dealmaker of the Year Steve McLaughlin
- Information Technology Deal of the Year
- Financial Services Deal of the Year

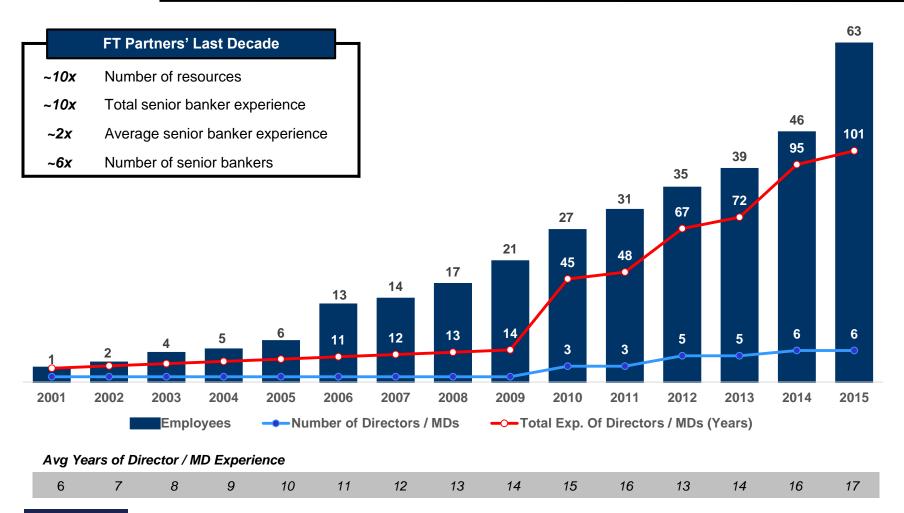
■ Financing Professional of the Year - Steve McLaughlin

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

FINANCIAL TECHNOLOGY PARTNERS

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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 Formerly Co-Head of Goldman Sachs' Financial Technology Group (#1 market share) Wharton M.B.A. 	20
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. 	20
Greg Smith Managing Director	Merrill Lynch J.P.Morgan sterne agee	 Formerly award winning Equity Research Analyst at Merrill Lynch / J.P. Morgan / Sterne Agee Recent coverage included DST, ENV, FISV, FIS, V, MA, GPN & HPY among others 	19
Tim Wolfe Managing Director	Goldman Sachs	 Formerly with Goldman, Sachs & Co. beginning in 2000 40 Under 40 M&A Advisor Award Winner 2013 Harvard M.B.A. 	13
Andrew McLaughlin Managing Director, Research & Business Development	Deloitte.	 Leads FT Partners' Research and Business Development Team Formerly with Deloitte Consulting 	9



