

FT Partners is Pleased to Announce its Exclusive Role as Sole Strategic and Financial Advisor to

PROSPER

in its Loan Purchase Agreement with a Consortium of Institutional Investors

Affiliates of



Jefferies



for up to

\$5,000,000,000

FT Partners Advises Prosper in its Financing

Prosper's \$5,000,000,000 Loan Purchase Agreement



Overview of Transaction

- On February 27, 2017, Prosper Marketplace announced that it has closed a landmark deal with a consortium of institutional investors to purchase up to \$5 billion worth of loans through the Prosper platform over the next 24 months
- The investors in the consortium include affiliates of New Residential Investment Corp., Jefferies Group LLC, Third Point LLC and others
 - The consortium will also earn an equity stake in the company based on the amount of loans purchased, further aligning the group with Prosper's future growth and success
- Feature story in the Wall Street Journal highlighting this groundbreaking transaction

Significance of Transaction

- This latest commitment demonstrates the company's success in diversifying
 its investor base, and the company remains focused on bringing new banks
 and other institutional investors onto the platform in addition to giving
 individuals the opportunity to invest in this asset class
- Prosper has grown loan originations every month since July 2016, and its loan portfolio continues to deliver strong returns to its individual and institutional investors, averaging an estimated 7.86% net return in January 2017

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Prosper and its Board of Directors
- This transaction highlights FT Partners' expertise in closing highly complex consortium transactions and multibillion dollar deals; the transaction also further solidifies FT Partners' role as the advisor of choice in the Alternative Lending sector

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PR05PER

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Prosper Overview

Company Overview



CEO: David Kimball

San Francisco, CA Headquarters:

Founded: 2006

- Prosper provides an online lending platform that connects people who want to borrow money with individuals and institutions that want to invest in consumer credit
- Borrowers get access to affordable fixed-rate, fixed-term personal loans, and investors have the opportunity to earn attractive returns via a data-driven underwriting model
- The Prosper platform has originated over \$8 billion in personal loans for debt consolidation and large purchases such as home improvement projects, medical expenses and special occasions
- Prosper's ultimate mission is to advance financial well-being for all consumers

Management Team



DAVID KIMBALL Chief Executive Officer



RON SUBER President



BRAD PENNINGTON Chief Risk Officer



USAMA ASHRAF Chief Financial Officer

Solutions

BORROW

- Check Rate
- Choose Term
- Get Funds



- ✓ 3 and 5 year terms
- ✓ Online Application / No Hidden Fees
- Rates from 5.99% 35.99% APR

Loans for...

Home Improvement Auto / Vehicle **Debt Consolidation** Baby / Adoption **Small Business** Special Occasion

INVEST

- Explore loans sorted by FICO score, rating and term
- Invest on individual basis or use criteria-based auto invest tool
- Earn monthly returns
- \$25 minimum investment

Loan Ratings & Returns*



















6.84%

Annualized Rate 7.7% 10.9% 13.0% 11.3%

PROSPER DAILY (Formerly BillGuard)



Prosper Daily

- View financial accounts and loans in one place
- Know exactly where your money is going
- Get smarter about your credit card



FT PARTNERS ADVISES



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 #4 Most Influential Person in all of FinTech in Institution Investors "FinTech Finance 35"



Numerous Awards for Transaction Excellence including "Deal of the Decade"

FT PARTNERS ADVISES



Track Record of Success Across the Alternative Lending Sector

Student / Personal Loan



Consumer Home Improvement Financing



Consumer Marketing / Credit Lead Generation



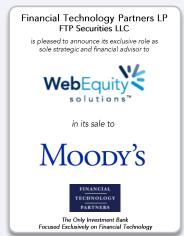
Contract Financing



Peer-to-Peer Lending



SaaS-based Loan Origination



SMB Financing



Supplier Finance Solutions



FT PARTNERS ADVISES

FT Partners has Advised on Many of the Largest Alt. Lending Transactions



Company	Investor(s)	Amount Raised	
PROSPER	Affiliates of NEW RESIDENTIAL Jefferies THIRD POINT	\$5,000,000,000 Loan Commitment	
GreenSky**	TPG DST ICONÍQ WELLINGTON MANAGEMENT	300,000,000	
Kabbage	REVERENCE CAPITAL PARTNERS ING Sociabank°	135,000,000	
earnest	ADAMS STREET PATRICIS Battery Ventures maveron	75,000,000	
taulia	QuestMark Partners ZDUK BBVA edbi	65,000,000	
GreenSky **	FIFTH THIRD BANK	50,000,000	

In addition to these large rounds, FT Partners has advised on a number of other prominent Lending Tech /
Alt Lending transactions

























FT PARTNERS ADVISES

Significant Experience Advising Large Financing Rounds and "Unicorns"



FT Partners has a history of advising on some of the largest financing transactions in the FinTech space

Representing numerous FinTech "Unicorns" above \$1 billion valuations

Company	Amount Raised
MERCURY°	\$420,000,000+
GreenSky ™	300,000,000+
∑avid xchange	253,000,000
liquidnet.~~~	250,000,000
sq <mark>ů</mark> are trade	238,000,000
nmi	150,000,000+
M Kabbage	135,000,000
Tradingscreen SIMPLIFYING GLOBAL MARKETS*	110,000,000+
OYAPSTONE"	110,000,000
CHROMERIVER	100,000,000
Credit Karma	85,000,000
earnest	75,000,000
taulia	65,000,000

Selected Prominent Investors in FT **Partners Led Rounds**

















































khosla ventures













FT Partners is the Advisor of Choice for Leading FinTech Companies

FinTech Unicorns / Multi-Billion Dollar Deals

Large Corporate Clients































PROSPER

FT Partners Advises GreenSky on its \$300 million Minority Investment

Overview of Transaction

- GreenSky completed a minority \$300 million financing round from TPG, DST, Iconiq and Wellington Management
- The Company provides an online loan platform that allows businesses to offer flexible credit programs to their customers – promoting higher transaction values and driving sales growth
- GreenSky's proprietary, technology-driven platform enables partners to make informed, real-time credit decisions and allows for real-time transaction processing
- The Company has grown to be a leader in the emerging Alternative Lending space, with a particular focus on home improvement financing

Significance of Transaction

- Represents the largest private equity financing in the Alternative Lending space to date
- Demonstrates a fundamental shift in lending customer acquisition models away from traditional banks and towards specialists like GreenSky
- This transaction positions GreenSky as a clear leader in Alternative Lending and enables the company to continue to innovate and bring additional products to market

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to GreenSky and its Board of Directors
- FT Partners leveraged its deep knowledge, extensive experience and broad industry relationships to help achieve a highly favorable outcome for the Company
- Transaction demonstrates FT Partners' continued success advising top-tier financial technology companies

Financial Technology Partners LP FTP Securities LLC

is pleased to announce its exclusive role as financial advisor to



in its minority investment from







for total consideration of

\$300,000,000



PROSPER

FT Partners Advises GreenSky on its \$50 million Minority Investment

Overview of Transaction

- On September 14, 2016, GreenSky announced a minority \$50 million financing round from Fifth Third Bancorp, bringing the total capital raised by FT Partners for GreenSky to \$350 million
- GreenSky provides an online loan platform that allows businesses to offer flexible credit programs to their customers – promoting higher transaction values and driving sales growth
- <u>Feature story in the Wall Street Journal</u> highlighting this strategic fundraising and the \$3.6 billion valuation ascribed to Greensky in this most recent round

Significance of Transaction

- In addition to the financing, GreenSky and Fifth Third announced a strategic agreement, which enables Fifth Third to originate loans and offer financing solutions to consumers through GreenSky's existing merchant network
- Fifth Third anticipates financing \$2 billion in loans originated through GreenSky's system over time
- This transaction positions GreenSky to remain a leader in the Alternative Lending space and enables the company to continue to innovate and bring additional products to market

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to GreenSky and its Board of Directors
- FT Partners leveraged its deep knowledge, extensive experience and broad industry relationships to help achieve another highly favorable outcome for the Company
- This transaction demonstrates FT Partners' continued success advising top-tier financial technology companies
- FT Partners also advised <u>GreenSky on its previous \$300 million financing round</u> from TPG, DST, Iconiq and Wellington Management in October 2014

Financial Technology Partners LP FTP Securities LLC

is pleased to announce its exclusive role as financial advisor to



in its minority investment from



for total consideration of

\$50,000,000



FT PARTNERS ADVISES PR05PER

FT Partners Advises Kabbage on its \$135 million Minority Financing

Overview of Transaction

- On October 14, 2015, Kabbage announced a minority \$135mm Series E equity financing round
- The round was led by Reverence Capital Partners as well as ING, Santander InnoVentures and Scotiabank
- Additional new investors include China's Yuan Capital and Japan's Recruit Strategic Partners; existing investors BlueRun Ventures, UPS Strategic Enterprise Fund and Thomvest Ventures also participated in the round
- In conjunction with the equity raise, Kabbage also increased its credit facility by more than threefold to over \$900mm to fuel the expansion of its direct lending business
- Kabbage is the leading technology and data platform powering automated lending; the Company leverages numerous data sources generated through business activity to better understand performance and deliver fast, flexible funding in real time

Significance of Transaction

The transaction represents one of the few times in recent history that multiple global financial institutions have invested in a U.S.-based financial technology company, suggesting the potential for Kabbage's world-class platform to change the landscape of lending worldwide

FT Partners' Role

- FT Partners served as strategic advisor to Kabbage in this groundbreaking transaction
- Transaction demonstrates FT Partners' continued success advising on \$100mm+ financings for leading, world class financial technology companies while also building on the Firm's deep domain expertise in the Alternative Lending space

Financial Technology Partners LP FTP Securities LLC

is pleased to announce its role as advisor to



in its Series E minority financing led by











for total consideration of

\$ 135,000,000



PROSPER

FT Partners Advises Earnest on its \$75 million Minority Financing

Overview of Transaction

- On November 17, 2015, Earnest announced a minority \$75mm Series B equity financing round
- The round was led by Battery Ventures with participation from Adams Street Partners and existing investors, including Maveron
- Earnest plans on using the equity financing to continue building out current technology, data and engineering teams
- In conjunction with the equity raise, Earnest also announced an additional \$200mm of institutional lending capital from New York Life and others
- Additional lending capital will enable Earnest to introduce new products, tools and resources in the near-term as the Company is planning expansion into additional consumer finance verticals
- Earnest is a leading technology-enabled alternative lending company that is intent on disrupting consumer lending; the Company utilizes superior technology to provide lending and refinancing solutions to consumers at better rates than traditional lenders

Significance of Transaction

- This transaction capitalizes on Earnest's strong growth and traction to further establish the Company as a leading technology-enabled alternative lender
- Firmly positions the Company to expand its products and services and continue to disrupt the consumer lending space

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Earnest and its Board of Directors in this monumental transaction
- Transaction demonstrates FT Partners' continued success advising on large financings for leading, world class financial technology companies while also building on the Firm's deep domain expertise in the Alternative Lending space

Financial Technology Partners LP FTP Securities LLC

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



in its Series B minority financing led by







for total consideration of

\$75,000,000



FT Partners Advises BillGuard on its Sale to Prosper



Overview of Transaction

- On September 24, 2015 BillGuard (the "Company") announced its sale to Prosper Marketplace
- Headquartered in New York, BillGuard is a leading personal finance analytics company that offers award-winning mobile consumer apps to manage, protect and do more with money and credit; to date, BillGuard has flagged over \$70 million in unauthorized charges for its mobile users
- Prosper Marketplace operates a leading online marketplace for consumer credit that connects borrowers with investors
- The transaction is expected to close by the end of calendar year 2015 and is subject to applicable regulatory approvals and other conditions

Significance of Transaction

- Enables Prosper Marketplace to offer consumers a comprehensive financial management package, which will help them make smarter financial decisions
- BillGuard's world-class technology team will accelerate Prosper Marketplace's product development while providing ongoing access to the strong engineering and product talent pool in Israel

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to BillGuard and its Board of Directors
- Developed extensive marketing materials and data analyses to highlight the unique aspects of the business, and led all aspects of transaction execution
- Transaction highlights FT Partners' continued success advising leading financial technology companies and generating highly successful outcomes across the sector

FTP Securities LLC

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 PROSPER



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

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

2006

- Financing Professional of the Year Steve McLaughlin
 - Financing Deal of the Year Equity
 - Financing Deal of the Year Debt

PROSPER

Platform of Choice for Clients and Bankers Alike



FT PARTNERS ADVISES



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	pwe	 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