

December 1, 2011

**FINANCIAL TECHNOLOGY PARTNERS LP  
FTP SECURITIES LLC**

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

**INSTINET.**

*in the sale of its stake in*

CHI-X EUROPE

to



Making Markets Better

*for total consideration of approximately*

**\$305,000,000**

*(total purchase price)*



*The Only Investment Bank  
Focused Exclusively on Financial Technology*

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# BATS Acquires Chi-X Europe for \$305 mm

## FT Partners Advises on Sale of Instinet's Stake in Chi-X Europe

### Transaction Overview and Rationale

#### Overview of Transaction

- On February 18, 2011, Instinet, a subsidiary of Nomura, announced the sale of its stake in Chi-X Europe to BATS Global Markets ("BATS"), as part of BATS' \$305 mm<sup>(1)</sup> acquisition of Chi-X Europe
- Instinet founded Chi-X Europe in 2007 and remains its largest shareholder
- BATS completed its acquisition of Chi-X Europe on December 1, 2011

#### Significance of Transaction

- Chi-X Europe is the second largest equity exchange by value traded on order book
  - Chi-X Europe has built a technology-enabled platform designed to help trading participants achieve ultra-low execution, clearing and settlement costs
- BATS Europe has 6.4% market share of pan-European securities<sup>(2)</sup>
- BATS and Chi-X Europe will be the largest pan-European trading center in terms of market share and notional value traded
- The transaction represents a highly successful outcome for Instinet as the founder and developer of a premier technology-driven equity exchange

#### FT Partners' Role

- FT Partners continued its long-term relationship with Instinet by serving as its sole strategic and financial advisor on the sale of its stake in Chi-X Europe, guiding Instinet through strategic alternatives and providing an analysis of bids and the eventual selection of BATS as a long-term partner
- This is another transaction that demonstrates FT Partners' valued advisory services in regards to the most significant and complex M&A transactions in the Securities and Capital Markets Technology sector

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(1) Per BATS' May 13, 2011 S-1 Filing.

(2) Per Chi-X Europe January 24, 2011 press release, based on Q4-10 data.

# Chi-X Global Completes Strategic Financing

## FT Partners Advises Chi-X Global on its Strategic Financing

### Transaction Overview and Rationale

#### Overview of Transaction

- On October 18, 2011, Chi-X Global, a subsidiary of Instinet, announced the closing of the sale of a minority stake to five major financial institutions, including Bank of America Merrill Lynch, GETCO, Goldman Sachs, Morgan Stanley and Quantlab Group
- Chi-X Global is the holdco for and operates Chi-X Canada, Chi-X Japan and Chi-X Australia, which will launch on October 31, 2011
- It also operates Chi-East (a joint venture with the Singapore Exchange), an independent, non-displayed liquidity pool in Singapore, and the Chi-FX product, which has been developed in a venture with BM&F Bovespa
- Terms of the transaction were not disclosed

#### Significance of Transaction

- This investment demonstrates the commitment of Chi-X Global's investors to fostering positive change through market innovation and the introduction of further competition and efficiencies to markets worldwide
- By bringing advanced technology, higher speeds and lower trading costs to new markets, Chi-X Global is vastly improving global trading infrastructure to the benefit of all market participants
- Instinet Incorporated, a Nomura Group company, remains the largest equity holder in Chi-X Global through a subsidiary company

#### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Chi-X Global and Instinet in this transaction
- Demonstrates FT Partners' continued excellence advising technologically-advanced capital markets infrastructure providers and as the independent advisor of choice for consortiums backed by major financial institutions
- Highlights FT Partners' continued strength in the Securities and Capital Markets Technology sector

### Financial Technology Partners LP FTP Securities LLC

*is pleased to announce its exclusive role as  
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*in its sale of a minority stake to*



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# BATS Acquires Chi-X Europe for \$305 mm

## Transaction Overview

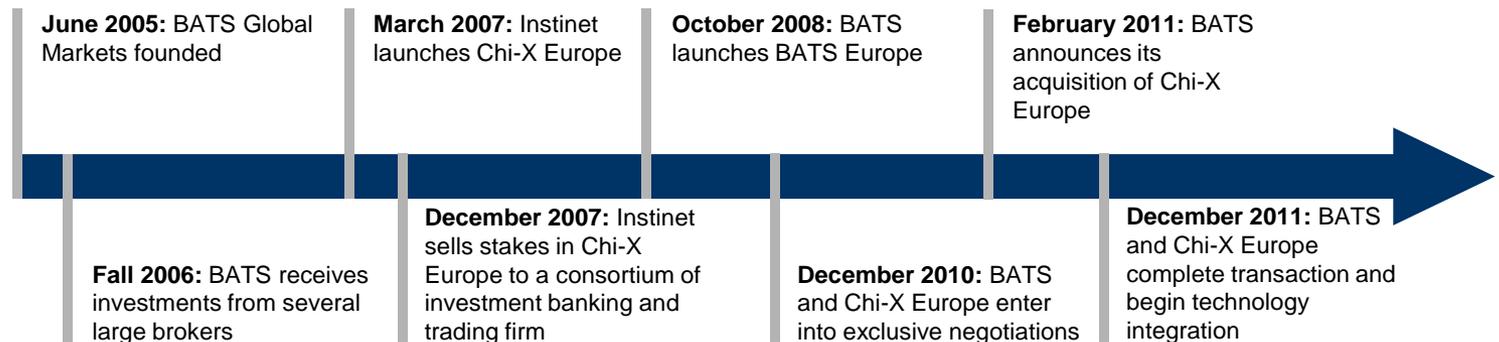
### Transaction Summary

- On February 18, 2011, Chi-X Europe announced its sale to BATS Global Markets for \$305 mm in cash and stock
  - The purchase price includes \$35.9 mm of cash, \$223.9 mm of common stock and a \$45.6 mm contingent cash payment<sup>(1)</sup>
- Chi-X Europe will combine with BATS Europe to form BATS Chi-X Europe with over 25% market share in European equity trading
- Chi-X Europe and BATS initially entered into exclusive negotiations on December 22, 2010 and closed the transaction on December 1, 2011
- The migration of the Chi-X Europe trading platform to BATS Europe technology is expected to be completed by the second quarter of 2012

### Transaction Rationale

- BATS and Chi-X Europe are two of the largest and most successful developers of technologically advanced, low cost trading platforms
- Together BATS and Chi-X Europe are expected to achieve significant synergies, and accelerate their growth as a global exchange group
- BATS Europe and Chi-X Europe worked successfully together in the past on resolving key market structure issues, including tick sizes, symbology and clearing interoperability
- The two companies share many similarities in the areas of culture, technology, market structure and innovation

### BATS and Chi-X Europe Development Timeline



# BATS Acquires Chi-X Europe for \$305 mm

## Chi-X Europe Overview

### Chi-X Europe Overview

- Chairman:** John Woodman  
**Chief Executive Officer:** Alasdair Haynes  
**Headquarters:** London, United Kingdom  
**Employees:** 45  
**Launched:** March 2007
- Chi-X Europe is an FSA-authorized securities company, which operates a multilateral trading facility
    - Chi-X Europe offers over 1,300 securities across 24 indices and 15 European markets and ETFs, ETCs, and IDRs in both a lit book and the Chi-Delta dark book
  - The Company has built a technology-enabled platform designed to help trading participants achieve ultra-low execution, clearing and settlement costs
  - Chi-X Europe is the second largest European equity exchange by value traded on order book as of H1 '11

### Chi-X Europe Market Share of Major European Indices<sup>(1)</sup>

Index	H1 2010 Market Share	H1 2011 Market Share
FTSE 100	26.9%	27.4%
CAC 40	21.4%	21.6%
AEX 25	22.4%	22.8%
BEL 20	21.1%	23.3%
DAX 30	20.3%	20.6%
SMI 20	15.4%	18.1%
OMX S 30	14.2%	15.8%

### Current Investors



### Overall Trading Statistics<sup>(1)</sup>

	H1 2011	Growth from H1 2010
Number of Trades	154.3 mm	18%
Turnover	€860.9 bn	1%

Sources: February 18, 2011 press release, company website, and Capital IQ.  
 (1) Per Chi-X Europe July 19, 2011 press release.



# BATS Acquires Chi-X Europe for \$305 mm

## BATS Global Markets Overview

**BATS Global Markets Overview**

**Chairman, President and CEO:** Joe Ratterman  
**Headquarters:** Kansas City, MO  
**Other Locations:** New York and London  
**Employees:** 70  
**Founded:** June 2005

- BATS Global Markets is a global financial markets technology firm which operates several Alternative Trading Systems (ATS)
- The Company caters to the broker-dealer and trading community with technology, aggressive pricing and customer service
- The Company operates two stock exchanges, an equity options market and a benchmark securities index in the U.S. and an MTF in the U.K.

## Investor History

Announced Date	Investors
01/08/2008	Deutsche Bank  JPMorgan
05/31/2007	
03/07/2007	Bank of America Merrill Lynch
10/11/2006	CREDIT SUISSE
10/03/2006	Morgan Stanley
09/25/2006	
09/20/2006	LEHMAN BROTHERS
10/14/2005	

## Trading Platforms

Name	Description	October 2011 Volume and Market Share <sup>(1)</sup>
BZX Exchange	<ul style="list-style-type: none"> <li>■ Launched in October 2008</li> <li>■ Third-largest U.S. stock exchange based on volume traded on order book</li> </ul>	<ul style="list-style-type: none"> <li>■ Average daily matched volume of 844.6 mm</li> <li>– 9.8% of U.S. cash equity share volume</li> </ul>
BYX Exchange	<ul style="list-style-type: none"> <li>■ Launched in October 2010</li> <li>■ BATS' second U.S. equities exchange</li> </ul>	<ul style="list-style-type: none"> <li>■ Average daily matched volume of 200.0 mm</li> <li>– 2.3% of U.S. cash equity share volume</li> </ul>
BATS Options	<ul style="list-style-type: none"> <li>■ Launched in February 2010</li> <li>■ U.S. equity options platform</li> </ul>	<ul style="list-style-type: none"> <li>■ Average daily matched volume of 650,680</li> <li>– 3.6% of U.S. options matched volume</li> </ul>
BATS Europe	<ul style="list-style-type: none"> <li>■ London-based, FSA-authorized subsidiary that operates an MTF</li> </ul>	<ul style="list-style-type: none"> <li>■ Average daily notional value traded of €1.85 bn</li> <li>– 5.1% overall European market share</li> </ul>



# BATS Acquires Chi-X Europe for \$305 mm

## Selected Recent Exchange Merger & Acquisition Activity

Date	Acquirer	Target	Reported M&A Value <sup>(1)</sup>	Description
<a href="#">11/29/2011</a>	TMX Group	Razor Risk Technologies	\$10 mm	<ul style="list-style-type: none"> <li>Razor Risk Technologies, headquartered in Sydney, provides credit risk solutions to clearing houses, stock exchanges, financial institutions and brokerages globally</li> </ul>
<a href="#">11/22/2011</a>	Tokyo Stock Exchange	Osaka Securities Exchange	\$1,225 mm	<ul style="list-style-type: none"> <li>Osaka Securities Exchange is the only exchange-traded stock market in Japan and operates JASDAQ, the largest stock market for listing and trading growing companies in Japan, as well as the country's largest derivatives exchange</li> </ul>
<a href="#">09/29/2011</a>	CBOE	National Stock Exchange	na	<ul style="list-style-type: none"> <li>National Stock Exchange is an all-electric stock exchange based in New Jersey and owned primarily by national broker-dealers</li> </ul>
<a href="#">08/03/2011</a>	TMX Group	Atrium Network	na	<ul style="list-style-type: none"> <li>Atrium Network provides cost effective, low-latency connectivity to exchanges, MTFs, ECNs, clearing houses, brokers and market data providers in Europe and North America</li> </ul>
<a href="#">08/01/2011</a>	NYSE Euronext	Metabit	na	<ul style="list-style-type: none"> <li>Metabit offers solutions for low-latency direct market access and exchange connectivity throughout Asia for connecting buy-side order flow with sell-side exchange participants</li> </ul>
<a href="#">06/12/2011</a>	Maple Group	TMX Group	\$3,600 mm	<ul style="list-style-type: none"> <li>TMX Group provides trading markets, clearing facilities, data products and services to the financial services industry in Canada</li> </ul>
<a href="#">02/22/2011</a>	NYSE Blue	APX	na	<ul style="list-style-type: none"> <li>APX provides front-end trading solutions and post-trade infrastructure for the environmental and sustainable energy markets</li> </ul>
<a href="#">02/18/2011</a>	BATS Global Markets	Chi-X Europe	\$305 mm	<ul style="list-style-type: none"> <li>Chi-X Europe currently operates the largest pan-European equity multilateral trading facility (MTF)</li> </ul>



# BATS Acquires Chi-X Europe for \$305 mm

## Selected Recent Exchange Merger & Acquisition Activity

Date	Acquirer	Target	Reported M&A Value <sup>(1)</sup>	Description
<a href="#">02/15/2011</a>	Deutsche Boerse	NYSE Euronext	\$12,346 mm	<ul style="list-style-type: none"> <li>NYSE Euronext operates equities and derivatives exchanges across the United States and Europe, which trade cash equities, futures, options, fixed-income and exchange-traded products</li> </ul>
<a href="#">02/03/2011</a>	MICEX Group	RTS Group	na	<ul style="list-style-type: none"> <li>RTS Group provides Russian exchange services to local and foreign investors, including access to trade in stocks, bonds, futures and options on stocks and bonds of Russian companies, indices and commodities</li> </ul>
<a href="#">12/15/2010</a>	NASDAQ OMX Group	FTEN	na	<ul style="list-style-type: none"> <li>FTEN offers a suite of high speed black-box trading solutions that provide prime brokers, clearing firms, broker-dealers, hedge funds and proprietary trading groups access to scalable, low-latency routing, real-time intra-day risk management, compliance surveillance and market data signal services</li> </ul>
<a href="#">12/13/2010</a>	NASDAQ OMX Group	Zoomvision Mamato	na	<ul style="list-style-type: none"> <li>Zoomvision Mamato provides live webcasting services for investor relations professionals</li> </ul>
<a href="#">12/09/2010</a>	CME Group	Elysian Systems	na	<ul style="list-style-type: none"> <li>Elysian Systems provides electronic trading and market data software for the financial services industry</li> </ul>
<a href="#">09/09/2010</a>	Borsa Italiana	Pro Mac	\$7 mm	<ul style="list-style-type: none"> <li>Pro Mac manages and administers the Mercato Alternativo Del Capitale (or MAC), one of the markets dedicated to Italian small and mid-cap companies</li> </ul>
<a href="#">07/27/2010</a>	NASDAQ OMX Group	SMARTS Group	na	<ul style="list-style-type: none"> <li>SMARTS Group provides market surveillance technology solutions to a global customer base of exchanges, regulators and brokers in over 30 countries</li> </ul>

Source: Capital IQ and press releases.

(1) Represents announced / implied enterprise value at time of transaction.



# BATS Acquires Chi-X Europe for \$305 mm

## Selected Recent Exchange Merger & Acquisition Activity

Date	Acquirer	Target	Reported M&A Value <sup>(1)</sup>	Description
<a href="#">04/30/2010</a>	Intercontinental Exchange	Climate Exchange	\$603 mm	<ul style="list-style-type: none"> <li>Climate Exchange operates exchanges, including European Climate Exchange, Chicago Climate Exchange and Chicago Climate Futures Exchange, to facilitate trading in environmental financial instruments</li> </ul>
<a href="#">03/08/2010</a>	Nasdaq OMX Group	North American Energy Credit and Clearing	na	<ul style="list-style-type: none"> <li>North American Energy Credit and Clearing Corp is a clearinghouse for over-the-counter (OTC) power and gas markets that integrate the physical and financial markets</li> </ul>
<a href="#">02/08/2010</a>	Nasdaq OMX Group	Agora-X	na	<ul style="list-style-type: none"> <li>Agora-X is an ECN for institutional trading of over the counter (OTC) commodity-linked swaps</li> </ul>
<a href="#">12/20/2009</a>	London Stock Exchange Group	Turquoise Services	na	<ul style="list-style-type: none"> <li>Turquoise Services is an authorized investment company providing pan-European lit and dark equity trading services</li> </ul>
<a href="#">11/20/2009</a>	Deutsche Boerse	Need to Know News	na	<ul style="list-style-type: none"> <li>Need to Know News is a pioneer in the delivery of machine readable news for algorithmic trading that delivers relevant news to market participants in the US and Europe</li> </ul>
<a href="#">09/16/2009</a>	London Stock Exchange Group	MillenniumIT	\$30 mm	<ul style="list-style-type: none"> <li>MillenniumIT provides trading systems technology to the capital markets industry, including ICAP, the London Metal Exchange and a series of emerging market exchanges and depositories</li> </ul>
<a href="#">08/26/2009</a>	NYSE Euronext	NYFIX	\$177 mm	<ul style="list-style-type: none"> <li>NYFIX provides software to enable FIX-based trading and operates the NYFIX Marketplace, a global FIX-based trading community with over 1,000 trading counterparties</li> </ul>
<a href="#">05/01/2009</a>	TMX Group	NetThruPut	\$52 mm	<ul style="list-style-type: none"> <li>NetThruPut operates a North American internet-based exchange and clearing facility for physical crude oil products</li> </ul>

Source: Capital IQ and press releases.

(1) Represents announced / implied enterprise value at time of transaction.



# Overview of Selected FT Partners Transactions

## FT Partners is the Leader in Financial Technology Investment Banking

**FT Partners serves as the sole strategic advisor to some of the most prominent financial technology companies**

**FT Partners has deep experience in the Securities and Capital Markets Technology Sector**

Financial Technology Partners LP  
FTP Securities LLC

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



*in its sale of a minority stake to*








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*to*



*for the total consideration of approximately*

**\$305,000,000**

(total purchase price)



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*in its sale to*



*for cash and stock consideration of approximately*

**\$ 680,000,000**



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Financial Technology Partners LP  
FTP Securities LLC

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



*In its financing agreement with*




*for total consideration of approximately*

**\$ 250,000,000**



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Financial Technology Partners LP  
FTP Securities LLC

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



*In its minority recapitalization for*

**\$ 110,000,000**



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Financial Technology Partners LP  
FTP Securities LLC

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



*In its sale to*



*for total consideration of approximately*

**\$ 225,000,000**



*The Only Investment Bank  
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Financial Technology Partners LP  
FTP Securities LLC

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



*in its acquisition of*



*for cash consideration of approximately*

**\$ 230,000,000**



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# FT Partners Named “Dealmaker” and “Investment Bank” of the Year

## The “M&A Advisor” Selects FT Partners for M&A Industry-Wide Awards

### Awards Overview

- FT Partners consistently receives top honors and recognition from national associations:
  - **Middle Market Deal of the Year, Cross-Border Deal of the Year and IT Services Deal of the Year** (2010)
  - **Dealmaker of the Year** (2007, 2008 and 2009)
  - **Investment Banking Firm of the Year** (2004 and 2006)
  - **Financing Professional of the Year** (2006)
  - **Product of the Year – IPO Advisory** (2006)
  - **Deals of the Year** (2005, 2006 and 2007)
- **2008’s top ranked** investment banker named on *Institutional Investors* annual “*Online Finance 40*” ranking
  - Consecutively ranked for 3 years (2008, 2007, 2006)
- Founder and Managing Partner, Steve McLaughlin, lauded **highest honors** as both “Dealmaker of the Year” and “Financing Professional of the Year”
- Top award winning Investment Bank collecting **more than 10 separate awards** for outstanding performance and client results
  - FT Partners has received over 50 award nominations across an unprecedented array of categories
- FT Partners’ “**IPO Advisory**” service – as demonstrated in one of the most successful Payments IPOs in history, VeriFone – received its third industry award in 12 months for Product of the Year
  - Previously recognized in our 2006 Financing Professional of the Year award and 2005 Deal of the Year



### **Dealmaker of the Year Investment Bank of the Year**

#### **Selected Transactions:**

- \$56 million sale of Majestic Research to Investment Technology Group
- Sale of TheMarkets.com to Capital IQ
- \$680 million sale of ATD to Citigroup
- \$250 million minority capital raise for Liquidnet
- Minority capital raise for Tora Holdings with Goldman Sachs
- \$35 million capital raise for MarketAxess
- \$225 million sale of Wombat Financial Software to NYSE Euronext
- \$230 million cash acquisition of The MacGregor Group by Investment Technology Group
- Sale of 35% minority interest in Forex Capital Markets (FXCM)
- \$125 million sale of LatentZero to Fidessa
- Acquisition of TORC Financial by Instinet