# Axos Financial to Acquire WiseBanyan Holdings, Inc.

**October 2018**

# Safe Harbor



This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Reform Act"). The words "believe," "expect," "anticipate," "estimate," "project," or the negation thereof or similar expressions constitute forward-looking statements within the meaning of the Reform Act. These statements may include, but are not limited to, projections of revenues, income or loss, estimates of capital expenditures, plans for future operations, products or services, and financing needs or plans, as well as assumptions relating to these matters. Such statements involve risks, uncertainties and other factors that may cause actual results, performance or achievements of the Company and its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. For a discussion of these factors, we refer you to the Company's reports filed with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended June 30, 2018. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or by any other person or entity that the objectives and plans of the Company will be achieved. For all forward-looking statements, the Company claims the protection of the safe-harbor for forward-looking statements contained in the Reform Act.

# WiseBanyan Transaction Summary

| | |
|---|---|
| **Transaction Structure** | • Axos Financial to acquire certain assets of WiseBanyan Holdings, Inc. and its subsidiaries<br>• $3 million cash paid to WiseBanyan stockholders*<br>• All key executives signed employment agreements; retained all 10 existing WiseBanyan team members |
| **Financial Impact** | • Project modest operating losses for 1st two years post closing due to investments in personnel and technology<br>• Majority of value to Axos will come from additions of new clients and low-cost deposits<br>• WiseBanyan's technology and 24,000 existing clients and $150 million assets under management (AUM) have significant value** |
| **Closing Timeline** | • Calendar Q1 2019<br>• FINRA approval and other customary closing conditions |

*Subject to certain purchase price adjustments

**$15M+ invested over 5 years by WiseBanyan on software, systems and applications

# Strategic Benefits of Digital Wealth Management - WiseBanyan

**Strategic Benefits**

- High value product for Axos' new consumer online banking platform - universal digital bank
- New source of low-cost customer acquisition and retention
- Axos/WiseBanyan can offer a differentiated, compelling and scalable value proposition
- Platform offers cross-sell opportunities for Axos' deposit and lending products
- Potential to grow through strategic partners – Nationwide, H&R Block, Axos Advisors
- Add talented and motivated management team
- Faster time-to-market (12-18 months to build) and superior, proven technology
- Only mid-cap bank that owns and controls entire UI, UX and technology stack for digital wealth management

**Opportunities**

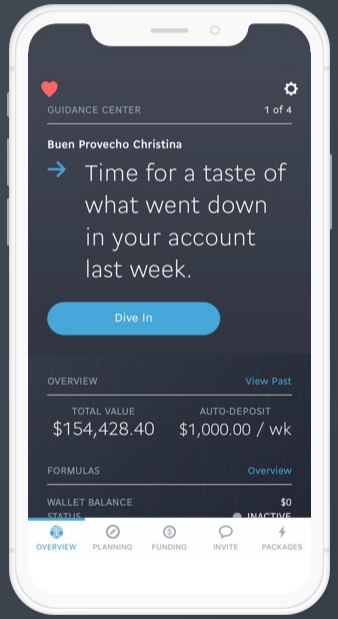
- Leverage financial advisory service to acquire deposits and improve customer retention
- Provide an integrated client experience through account aggregation, ease-of-use, personalization, and financial literacy
- Accelerate client growth and ARPU by increasing marketing and premium products
- Expand new product offerings through a flexible technology architecture and partnerships
- Maximize lifetime customer value by using data analytics to offer high value products and services at the right time
- Lower customer acquisition costs by building trust and enhancing Axos/Wisebanyan's brand loyalty

# Centerpiece of Financial Consumers' Financial Lives

**WiseBanyan's product and client experience takes clients from goals to achievements to services; each achievement and service strengthens WiseBanyan's relationship**



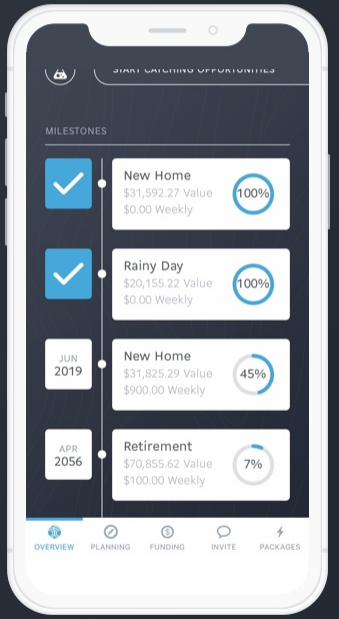
# WiseBanyan Free/Core Features



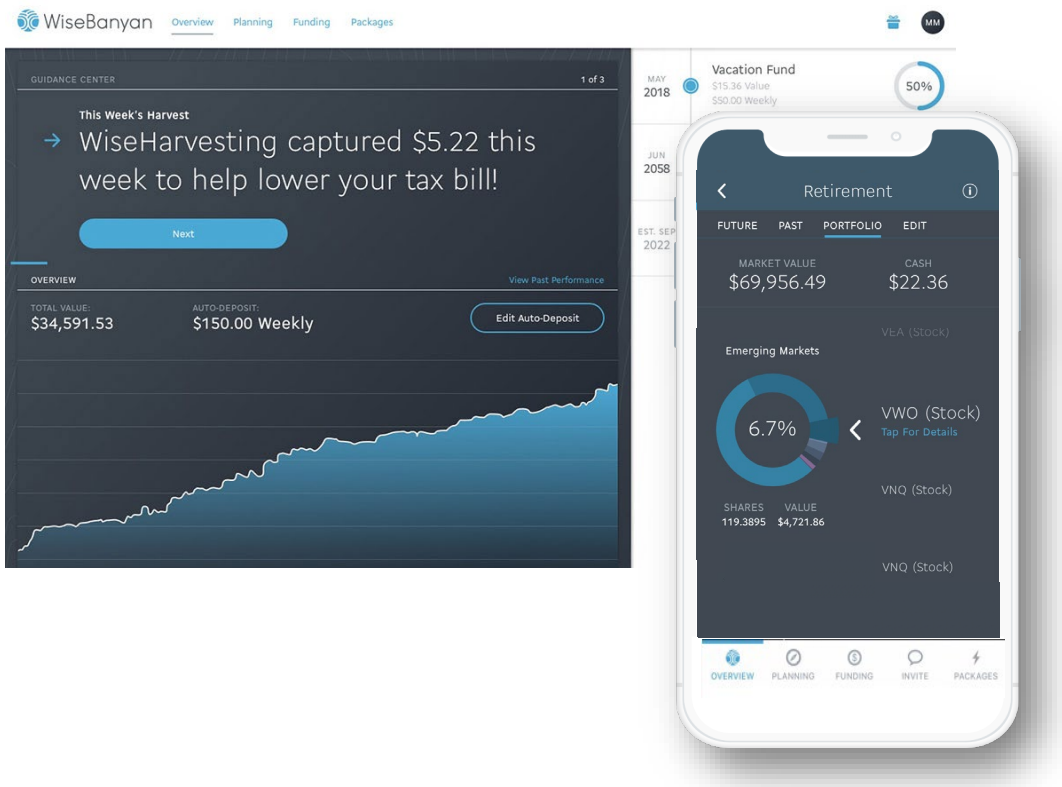

**UNLIMITED FINANCIAL GOALS**
With each new goal, we'll recommend a personalized portfolio and savings plan

**INVESTING & SAVING**
As cash comes in, we automatically set aside savings and invest the rest while rebalancing existing portfolios

**GUIDANCE CENTER/PLANNING**
Clients receive personalized weekly outreach with updates and recommendations



# Portfolio Management, Rebalancing, and Auto-Deposits




Regardless of the number of milestones a client owns, WiseBanyan automatically manages and rebalances each portfolio.

To minimize taxes, this can be done all within a single investment account.

Clients can open additional accounts on WiseBanyan: Roth, Traditional, SEP, and Rollover IRAs, which all work together toward milestone targets.

- For example, clients can have a taxable account and IRAs all managed within their Retirement milestone.

Clients can set recurring auto-deposits onto WiseBanyan into one or more milestones every week or month.

WiseBanyan automatically reinvests the deposits and dividends, rebalances portfolios after market movements, and sets aside cash savings.

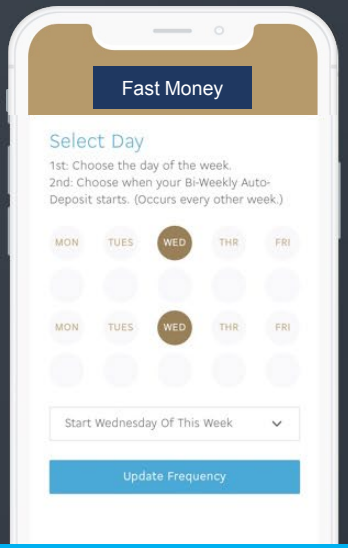
# PREMIUM SUBSCRIPTION PACKAGES

## Monetize clients immediately while growing long-term recurring revenue

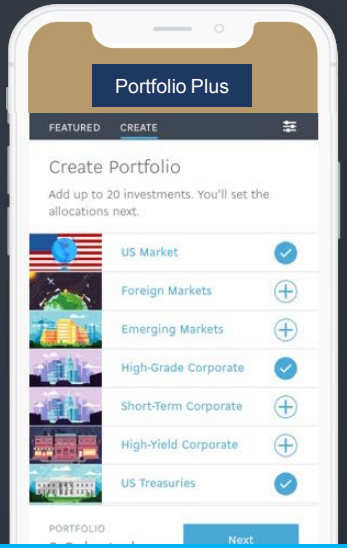
**Package 1**
Lower your taxes



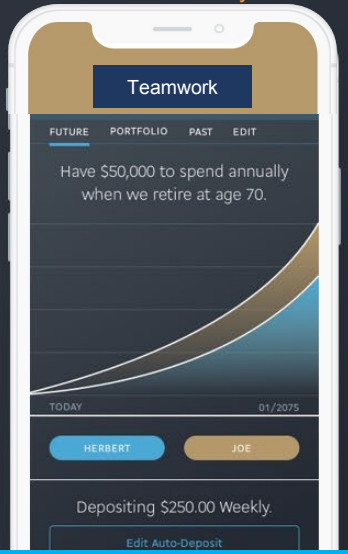

**Package 2**
Save on your schedule




**Package 3**
Create own portfolio

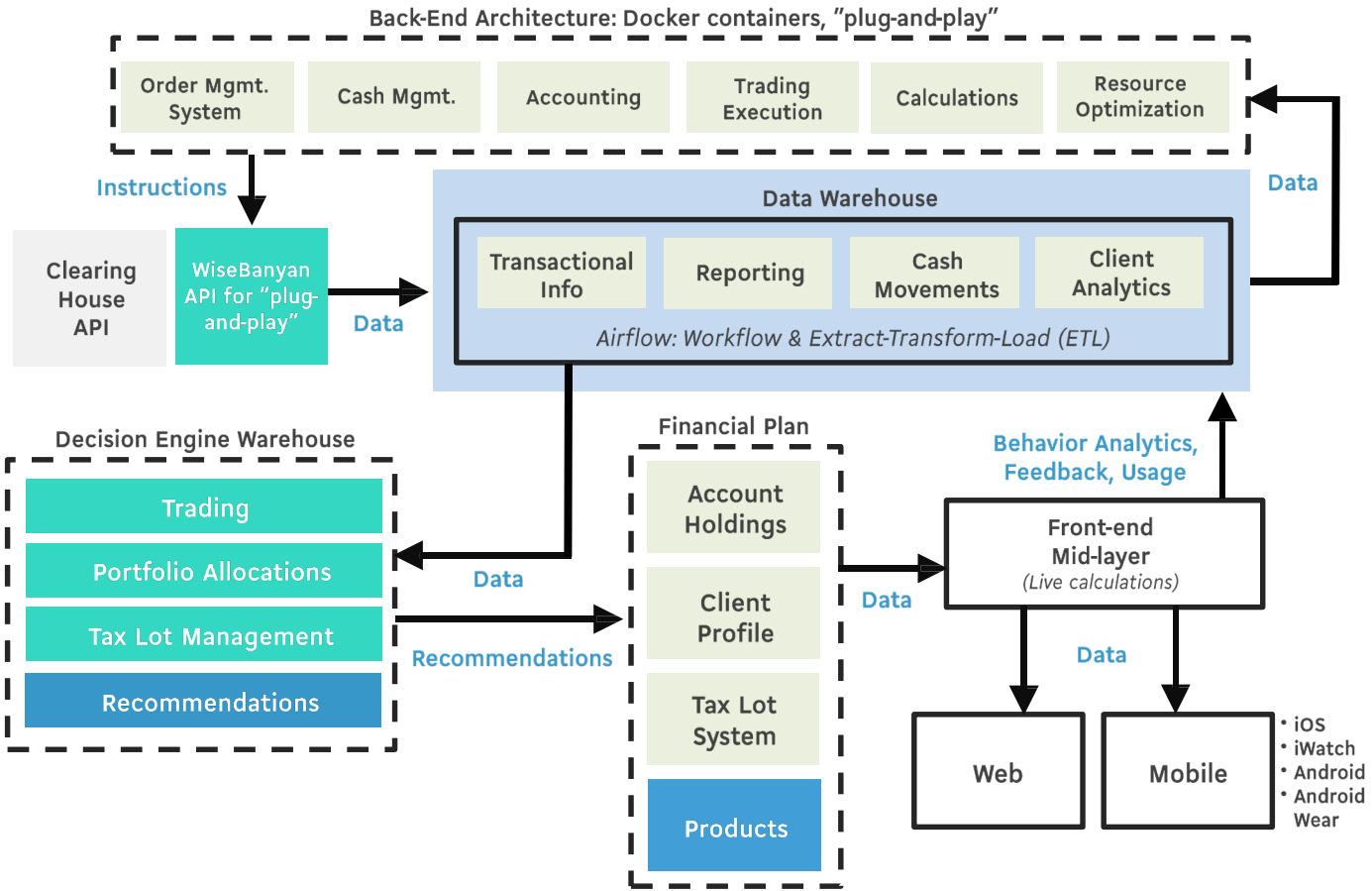



**Coming Soon**
Save with family




## 39% of clients subscribe to our premium packages

# Modular Technology Enables Flexibility and Scalability



# Integrated Client Onboarding and Experience

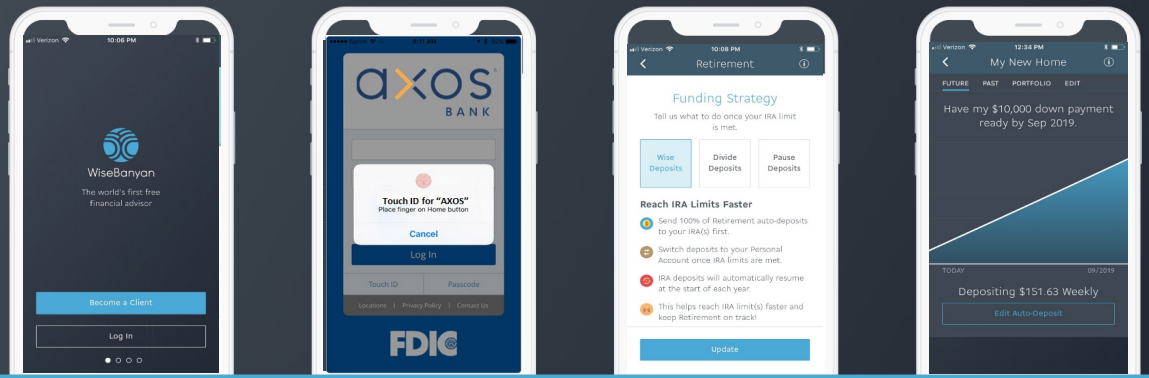
## Onboarding Example: Hook Clients On Day One

Clients Open New WiseBanyan Account

Data sync to open AXOS checking/debit/credit

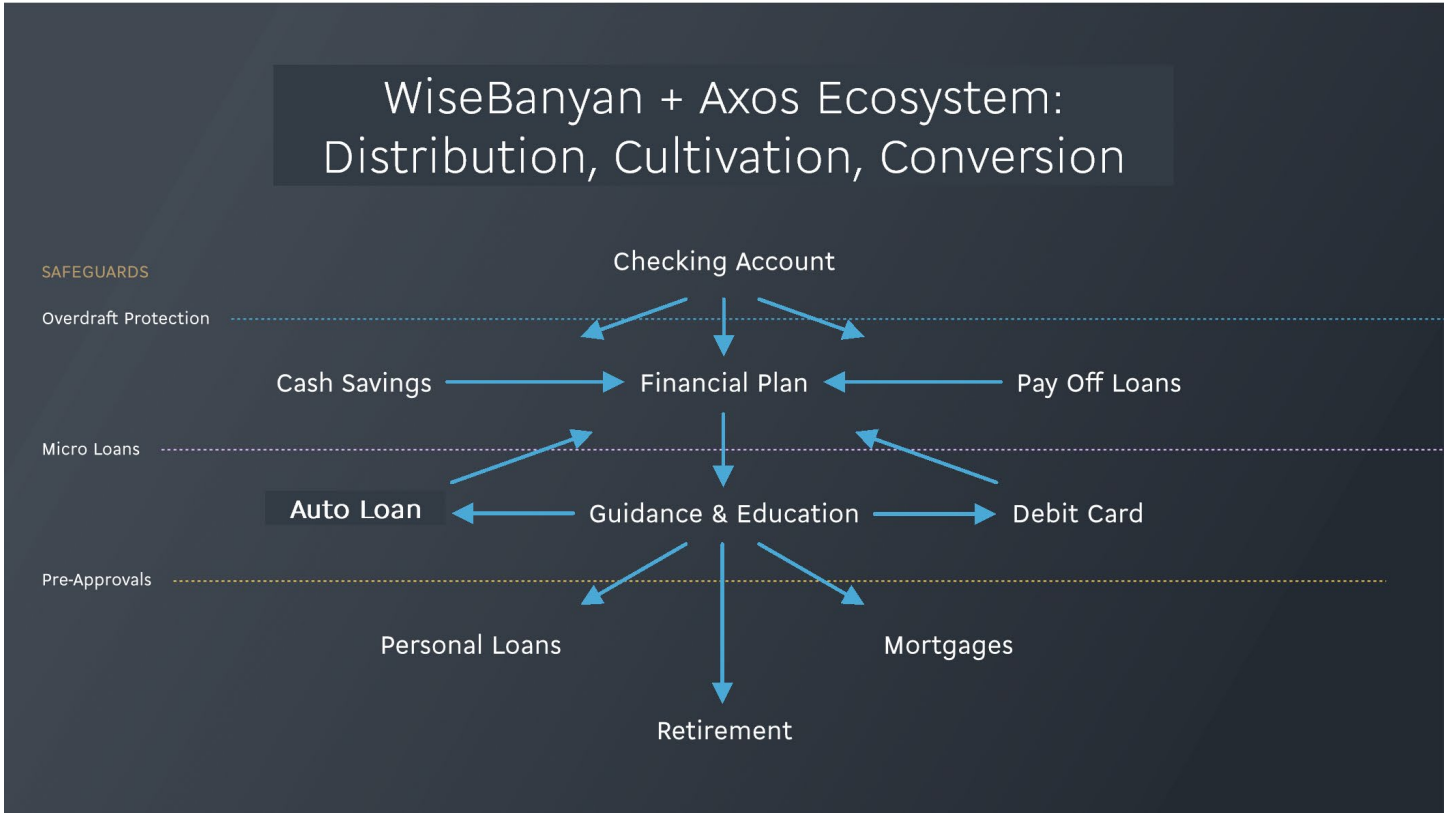
Clients set saving strategy for extra cash

Extra cash directed toward goals, savings, or loans every week




Very few competitors offer this level of automation, and Axos/WiseBanyan can solidify client trust immediately

# Axos + WiseBanyan Model



# WiseBanyan Leadership Team

## Core leadership led by data scientists and software engineers

**Brian Ramirez**
*Chief Executive Officer*

- MBA, Dartmouth
- BA Pomona
- CRO at Pricing Nation
- 5+ years in digital media & strategy; customers like ING Direct, NYSE, Exxon, and consumer brands like Dannon and Sears

**Herbert Moore**
*Co-Founder & Chief Investment Officer*

- MS Engineering, Stanford
- Former 26-year-old head trader at volatility arbitrage hedge fund
- Founded asset management company
- 10+ years in financial services
- Series 4, 7, 24, 63, 65

**Vicki Zhou**
*Co-Founder & Chief Operating Officer*

- BSE Applied Math and Biomedical Engineering, Johns Hopkins
- Co-Founded medical company
- Invented patented surgical device
- Investment banking at Citi
- Series 7, 24, 63

**Kristin Tomasik**
*Chief Technology Officer*

- CS & mathematics degrees
- Founder of Shark & Cooper
- Previously at William Hill
- Previously at LaunchKey (acquired 2016)
- Extensive product and engineering experience

**Jennifer Chin**
*Chief Science Officer*

- PhD, MIT
- Harvard scientist
- Co-Founder, CTO at LaunchBit (acquired 2014)
- 10+ years in engineering and system architecture, leads data science team