Venture Debt in Europe
Market Overview
provided by Deloitte for the European Investment Bank

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Executive summary

European Venture Debt

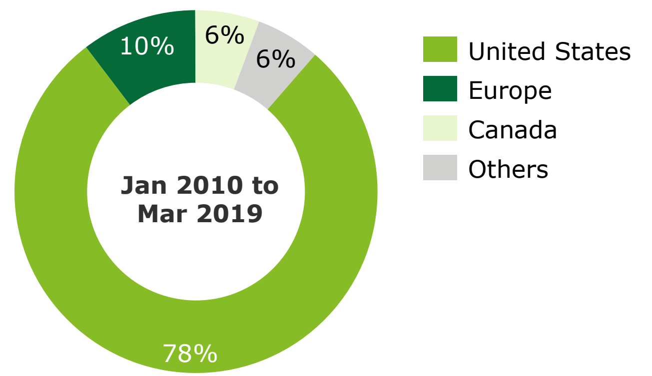
Venture debt – geographic significance

- Venture debt, a solution for fast growing companies that lack the assets or cash flow for traditional debt financing instruments, has existed in the US for over 3 decades and was imported to Europe around 20 years ago
- As a result of the scale of the VC funding and prevalence of non-bank funding in America, venture debt is more commonplace in the US. It has not gained the same level of traction in Europe, and is still considered niche with just a limited number of players operating in this space in Europe
- Similarly to its complimentary product, venture capital, majority of European venture debt transactions are concentrated around UK, France and Germany. In order to increase the venture debt prevalence in other jurisdictions, efforts should be made to increase venture capital availability and uptake in the first instance
- Despite the limited market awareness, venture debt has several benefits that make it a useful tool to support early stage innovative ventures

About the market

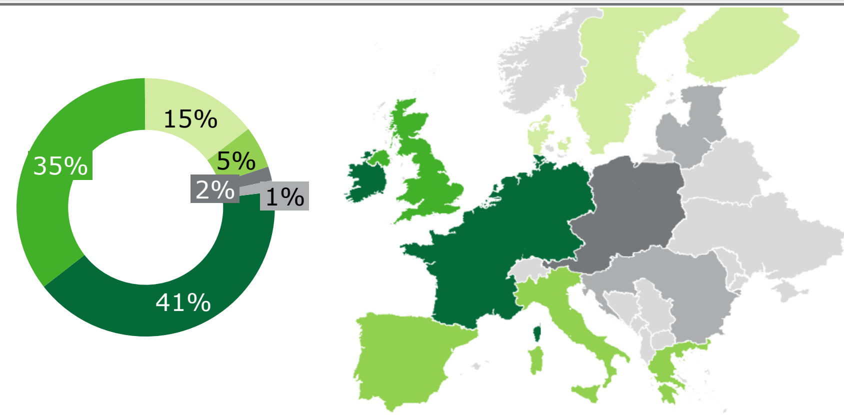
- Market players can be divided into funds, commercial banks as well as national and international promotional banks, each with specific investment criteria and product characteristics
- The main industries benefitting from this capital are technology and healthcare businesses with the receiving companies characterised by high revenue growth, innovative products and which have often not achieved profitability yet
- This report explains the main features of venture debt, analyses the venture debt market in Europe in terms of lender universe and jurisdictional differences and compares it to the VC market
- For the purpose of this study, the traditional venture debt and the venture growth loans have been analysed together and jointly referred to as “venture debt”

Venture debt deal count – Global regions



Source: PitchBook Data Inc.

Venture debt deals completed by European region



Source: see slide 17

Contents

1. Introduction to venture debt

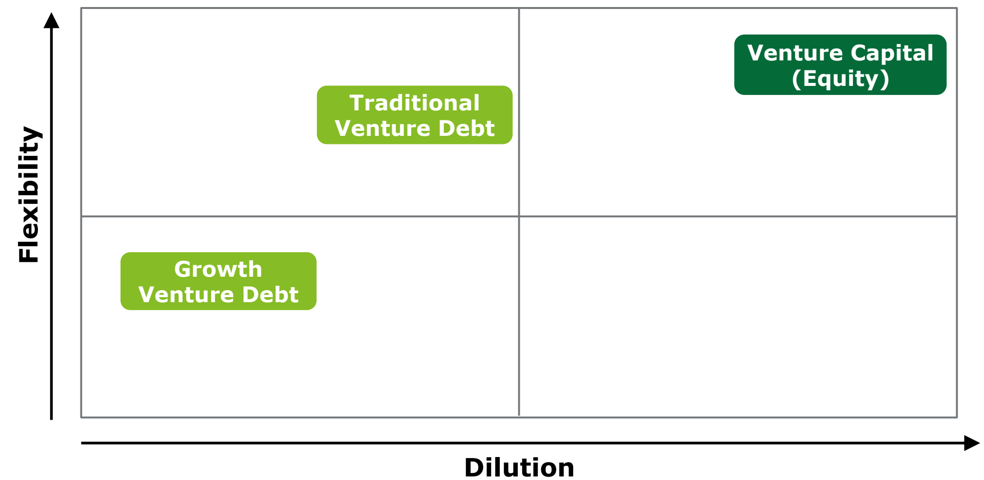
Venture debt – key facts

Venture debt is a financing option for fast growing companies looking for additional funding whilst minimising dilution

What is venture debt?

- Venture debt is a solution for companies (usually venture-backed, but not always) that lack the assets or cash flow for traditional debt financing instruments
- It is often raised immediately following an equity round, when marketing and diligence reports are readily available
- Venture debt is typically provided by dedicated venture or growth debt funds and/or banks to rapidly growing companies
- Venture debt amount is usually equal to c.20-35% of the venture capital raise
- It provides businesses with a source of funding next to equity, enabling additional funding with less dilution and fewer governance requirements (no board seat and/or voting rights)
- There are two main venture debt option: traditional venture debt (bridge financing, short term) and growth venture debt (growth oriented, long term)

Flexibility vs. dilution

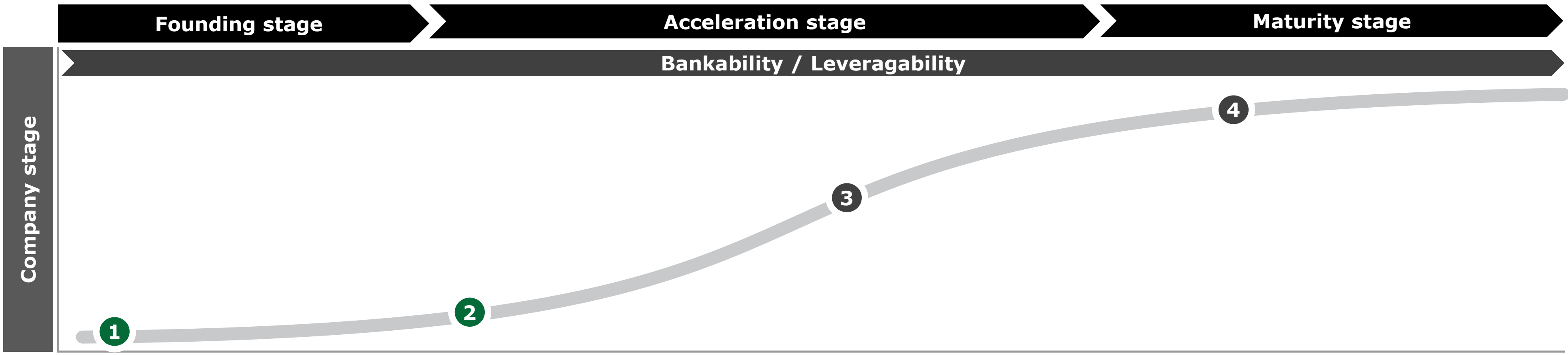


Next to venture capital, we distinguish two types of venture debt: "Traditional" and "Growth"

	Venture Capital (Equity)	Traditional Venture Debt	Growth Venture Debt
Business characteristics	Seed to pre-IPO	Medium to late venture capital stage, high growth	Late venture capital/growth stage
Ticket size	Depends on stage of development	€0.5m - 20m (€2-3m on average)	€5m – 50m
Dilution	Yes, 10 to 50%, will also receive a board seat	Generally a small fraction of equity <1%, due to warrant	Generally none
Covenants	N/A	No financial covenants, but other restrictions may apply	1-2 covenants, P&L and/or balance sheet tests
Tenor	Usually 5-8 followed by sale or IPO	1-4 years	3-5 years
Time to raise funds	6-12 months	2-4 months	2-4 months
Repayment strategy	IPO / trade sale	Equity funding round	Repayment from operating cash flows

Funding options for companies at various stages of growth

Overview of various funding options throughout the company life cycle for innovative businesses



	Start-up phase – Series B+	Ramp-up phase	Rapid acceleration	Maturity
Financial parameters*	EBITDA Operating cash flow Free cash flow	EBITDA Operating cash flow Free cash flow	EBITDA Operating cash flow Free cash flow	EBITDA Operating cash flow Free cash flow
Funding sources	Equity & Venture capital **Venture debt**	**Growth capital** Asset based lending	Mezzanine TLB / Unitranche	Senior debt

* Key: Negative Break even Positive

When to use traditional venture debt

Venture debt can be attractive for companies that seek additional funds to accelerate growth without raising additional equity

The value of venture debt

Venture debt can be attractive in a number of ways:

I Increase runway to next milestone

Venture debt can extend the cash runway of a company to the next valuation driver. The valuation is typically based on achieving milestones. As such, the optimal time to raise funds is immediately following the completion of a milestone. Venture debt has the potential to increase the runway of companies and increase the probability of achieving the next milestone / valuation driver resulting in a higher valuation at the next equity round thereby substantially reducing dilution

II Extend runway to cash flow positive

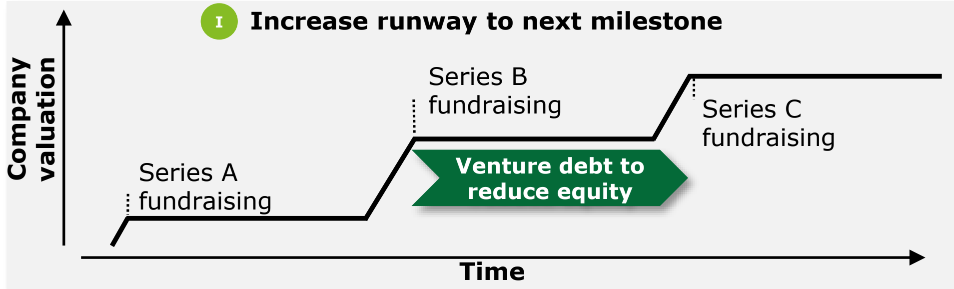
Venture debt can extend the cash runway of a company to become cash flow positive. Instead of raising a large equity round, a company could raise a smaller amount of equity and then leverage venture debt to fund the company until it receives its first revenue from customers, ensuring Series C is raised at a much higher valuation or completely eliminate the last round of equity financing thereby substantially reducing dilution

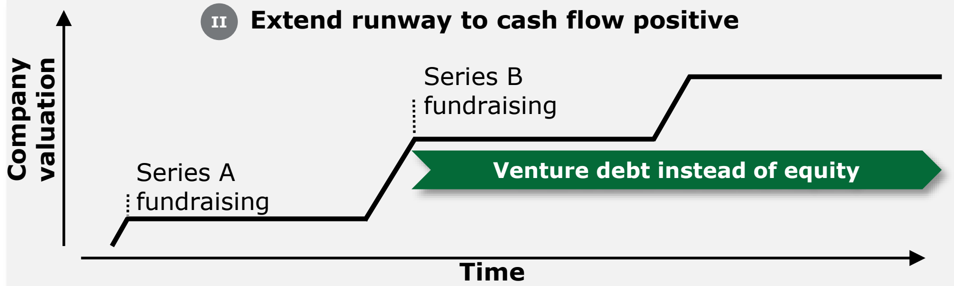
III Provide "insurance" for delays

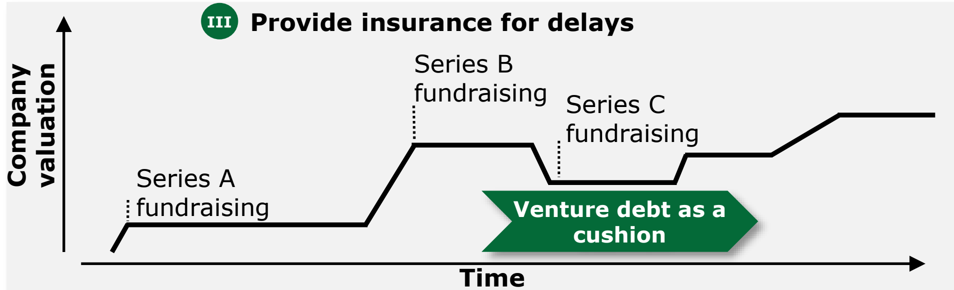
Venture debt can serve as a cushion in the case of potential delays. In the event of a cash shortage a company may consider to launch an additional equity round. However, this will most likely be a highly dilutive financing round whereas venture debt could have helped bridge this gap until the company is back on track (i.e. achieves a more favourable valuation and lower dilution)

Source: Trinity Capital Investments website and Deloitte analysis

Venture debt*







* Figures are for illustrative purposes only

Key considerations when deciding for venture debt

Venture debt lenders typically look at a number of predetermined characteristics to assess the borrower attractiveness

Key determinants of obtaining a loan

	High ← Credit risk →	Low
Revenue model	Non-recurring	Subscription / recurring
Customer base	Concentrated / high churn	Diverse / sticky
Scale	< €5M revenue	> €20M revenue
Collateral	Limited	Substantial
Profitability	Outside 2 years	Recently achieved
Use of proceeds	Liquidity	Growth
Sponsor backed	Founder / angel group	Reputable VC / PE

Source: Spinta Capital website and Deloitte analysis

Key benefits of venture debt

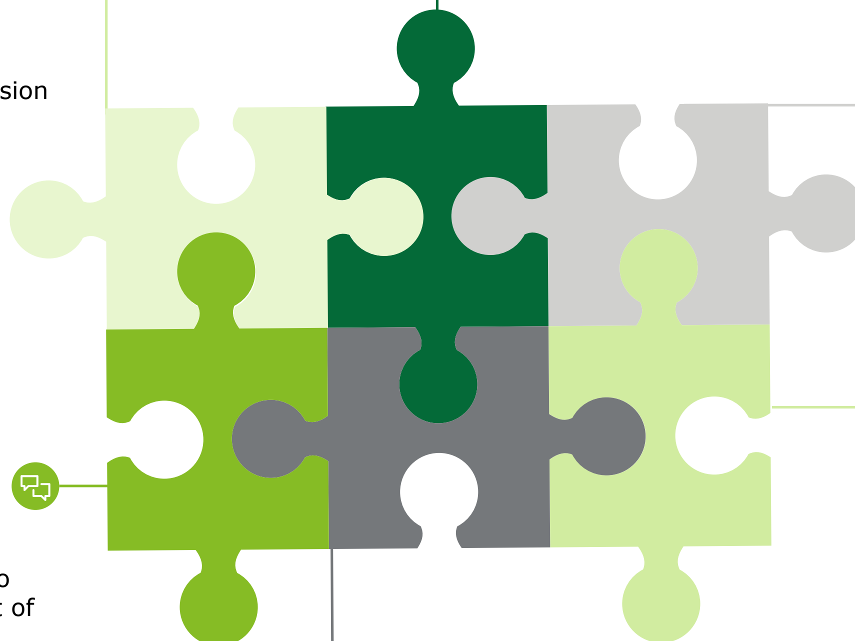
Supporting business growth

Additional capital to fund growth

- Provides additional capital in between VC rounds for a number of projects:
  - Roll-out of new sites
  - Extending business cash runway
  - Providing working capital
  - Increasing staff numbers
  - Marketing and sales expansion
  - Product development
  - M&A activity

Flexible structure

- Adjusted to business needs
- Quicker process than VC fundraising and requires less management distraction



Avoiding dilution

- Maintaining control over equity (minimal dilution as a result from warrants)
- Debt investors don’t have a board seat or voting rights

Cheaper than equity

- Debt financing is cheaper than equity
- Assuming strong growth of the company, adding leverage will increase the percentage returns for the founders and VC investors
- Tax deductible interest payments

No need to price next round at an unfavorable valuation

- Using venture debt, it is possible to avoid excessive dilution as a result of temporarily suppressed valuation

“Insurance” against cash shortage

- The additional funding acts as an “insurance policy” against liquidity shortage in case of any delays to the business plan

Key downsides of venture debt

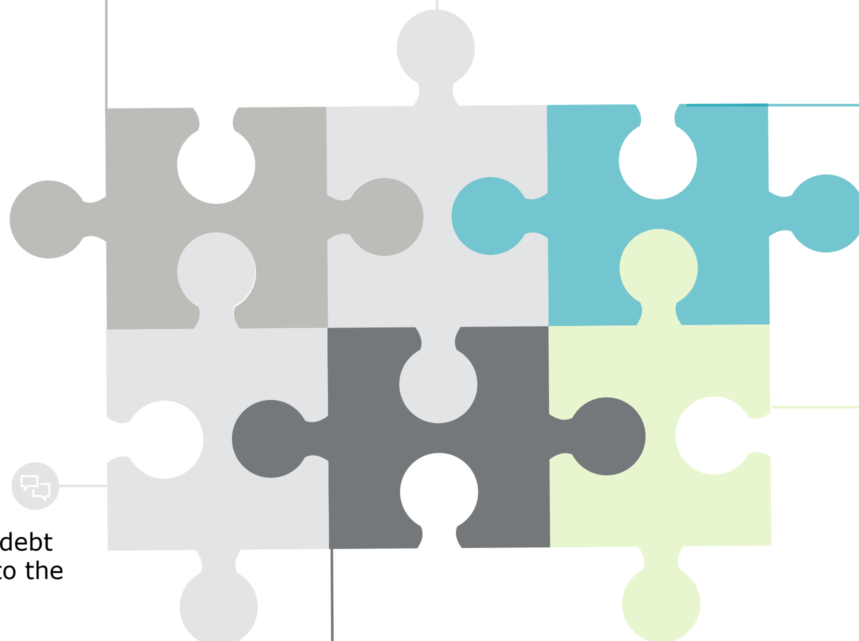
Increased probability of default is the key downside

Cash drain for the business

- Repayments during the first stages of a venture's life-cycle can negatively impact the company's financial health (especially in case of short-term bridge loans)

Possible default

- Inability to repay principal and interests can lead to default



Possible dilution

- Venture debt can create dilution upon default if the debt-holders exercise their option to convert debt into equity

Covenants

- Restrictive covenants can limit management's freedom to pursue a business strategy coherent with the company's vision

Pledge on intellectual property

- In case of liquidation, the venture debt lender typically requires the right to the patents

Lack of third-party valuation

- The business does not receive an official valuation ascertaining its growth

Types of venture debt providers

Funds, banks and IFIs are the main providers of venture debt

Venture debt providers comparison

Category	Funds	Banks	International financial institutions (IFIs)
Relationship duration	• Usually 2-5 years of investment	• Long term view, future corporate client pipeline	• Long term view
Pricing	• Typically more expensive, dictated by hurdle rates agreed with LPs of the fund	• Typically cheaper, balance sheet funding	• Typically cheaper, balance sheet funding
Ancillary business required	• No	• Yes (e.g. deposits, credit cards, FX)	• No
Warrants	• Typical for early stage venture debt • Higher probability to be exercised	• Typical for early-stage venture debt • Higher probability to be sold back	• Usually not applicable
Business characteristics	• High growth businesses	• High growth businesses	• Innovative, socially beneficial and responsible businesses
Geographic focus	• Demand and profit driven	• Demand and profit driven	• Social objectives of equal access to capital to boost the economy

	Funds	Banks	IFIs
Examples	• **Boost & Co.** • **Bootstrap Europe** • **Harbert European Growth Capital** • **Kreos Capital**	• **Barclays** • **Goldman Sachs** • **Silicon Valley Bank**	• **European Investment Bank** • **KFW Bank**

Venture debt product comparison

Overview

Venture debt product comparison			
Category	**Traditional venture debt**	**Growth loan**	**EIB Venture Debt**
Business characteristics	• Medium to late venture capital stage experiencing high growth	• Late venture capital/growth stage	• Late venture capital/growth stage
Ticket size	• €0.5m - €20m	• €5m – €50m	• €7.5m – €50m
Tenor	• 1 - 4 years	• 3 - 5 years	• 5 - 7 years
Interest rate (excl. warrants)	• 9% - 15%	• 6% - 12%	• 3% - 10%
Dilution	• Generally a small fraction of equity <1.5%, due to warrant	• May include a small fraction of equity <1%, due to warrant	• Generally a small fraction of equity due to warrant, exercised in cash
Financial covenants	• None	• 1-2 covenants, P&L and/or balance sheet tests	• None
Industry focus	• Primarily technology and healthcare, but include also other sectors • Focuses on future profitability	• Primarily technology and healthcare, but include also other sectors • Focuses on future profitability	• R&D-driven industries • Includes biotechnology, software, renewable energy, etc.

Source: Venture debt providers' websites and market research conducted by Deloitte

Source: EIB

EIB Venture Debt

Overview

Why is EIB financing attractive?	
Longer tenors, attractive pricing	▪ The EIB offers **longer maturities at attractive pricing** (compared to alternative sources of finance)
Flexible growth capital	▪ **Highly flexible growth capital** without dilution of shareholders
Quality stamp, positive signalling	▪ The reputation of the EIB can provide a **quality stamp** and **positive signalling effect** for the company
No competition for primary bank(s)	▪ EIB does **not offer other banking services**, such as FX, swaps, etc. ▪ Advantageous source of funding besides primary bank facilities
Long-term lending strategy	▪ The EIB pursues a **long-term lending strategy** and does not sell its exposure to third parties

Overview

- ✓ The EIB partners with the European Commission to support growth and investments in Research & Innovation ("R&I")
- ✓ The EIB provides long-term financing solutions to public and private companies
- ✓ The company should have significant innovation potential and / or be a Research & Innovation driven enterprise
- ✓ The company is a fast-growing enterprise, as measured by:
  - ✓ Employment
  - ✓ Turnover
  - ✓ Factors related to R&I

Sector focus

- Software and Tech
- Life Science
- Biotech & Pharma
- Clean-tech and Renewables
- Engineering and Automation

Geographic presence

Source: EIB

2. Venture debt landscape in Europe

Geographic differences between the US and Europe

Usage of venture debt differs significantly between both regions

Overview

Venture debt has existed in the US for over 3 decades and appeared in Europe around 20 years ago. Despite a number of years on European soil, the product has not achieved the same level of success as in the US, both in terms of the absolute numbers as well as in comparison to venture capital. The potential reasons for these geographic differences fall into two main categories:

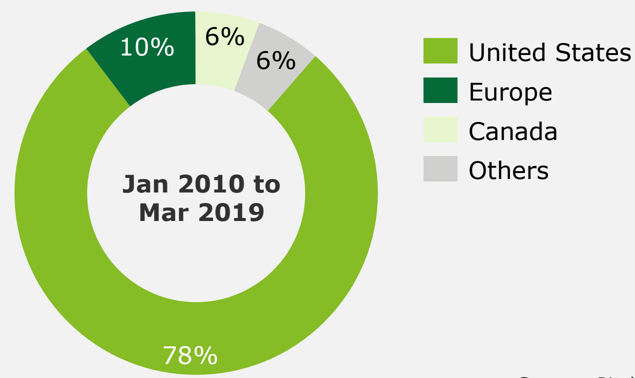
1) Why is the European VC market smaller

- Lack of fully developed start up ecosystem (no Nasdaq equivalent, high geographic fragmentation of financial markets)
- A survey* of VC investors in both regions shows that the European VCs hold their investments for a longer period of time (3.6 years in Europe vs 2.9 years in America) and replace management less frequently (19% vs. 34%) which indicates that they might be more risk averse and reluctant to make a tough decision to cut losses early
- The same survey shows that European VCs invest in their own region more frequently (60 percent vs. 46 percent) thus limiting a more even expansion across Europe

2**) Why is venture debt less popular among European VC investors**

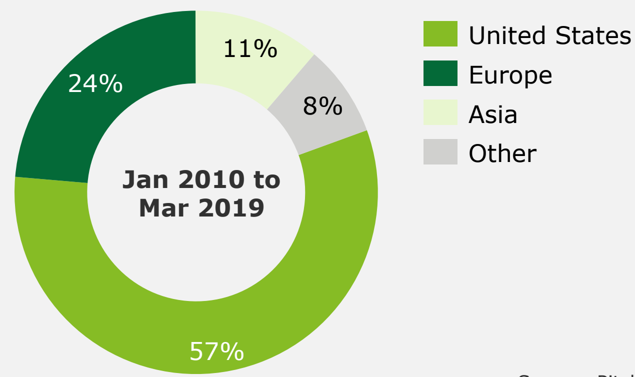
- European companies are used to traditional bank financing and may not be familiar with alternative sources of debt funding
- VC investors and entrepreneurs are more risk averse thus do not want to leverage the company even if it would increase the growth trajectory

Venture debt deal count – Global regions



Source: PitchBook Data Inc.

Venture capital deal count – Global regions



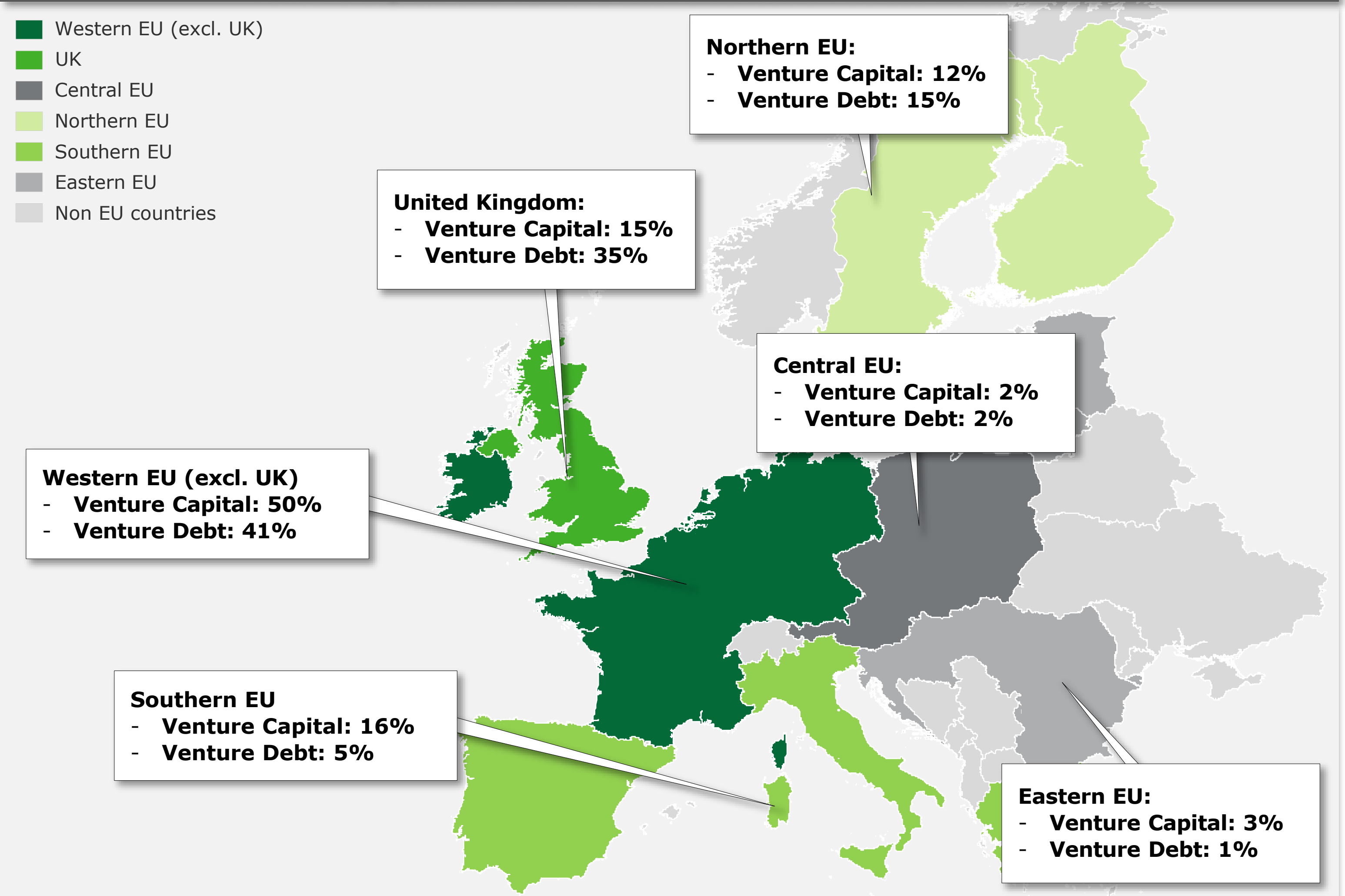
Source: PitchBook Data Inc.

* Armin Schwienbacher, "Venture capital investment practices in Europe and the United States", *Financial Markets and Portfolio Management,* Vol. 22, 2008

European venture debt - geographic differences with VC

Deal distribution across Europe is broadly in line, with the exception of the UK

Venture capital and venture debt distribution across EU countries



Source: Venture debt providers' websites; Invest Europe

Description

- Out of the total sample of 285 European venture debt deals published on the lenders' websites*:
  - 41% companies were based in Western EU
  - 35% in the UK
  - 15% in Northern EU
  - 5% in Southern EU
  - 2% in Central EU
  - 1% in Eastern EU
- Proportion of venture debt funding in Western Europe is in line with the venture capital funding to these jurisdictions
- UK is disproportionately represented in venture debt funding compared to venture capital funding, at the expense of Southern Europe (see slide 26)

*Providers considered are: EIB; Bootstrap Europe, Boost & Co., Columbia Lake Partners, Harbert European Growth Capital, IPF Partners, Kreos Capital

European venture debt – providers by geographic focus

Venture debt players are mostly focused on UK and Western Europe; Nordics and Central Europe follow in terms of investments

Selected venture debt players by geographic focus

Providers / Regions	Western Europe	UK	Central Europe	Eastern Europe	Northern Europe	Southern Europe
Barclays		✓				
Boost&Co.		✓				
Bootstrap Europe	✓	✓			✓	✓
Columbia Lake Partners	✓	✓				
EIB	✓	✓	✓	✓	✓	✓
Global Growth Capital	✓	✓	✓	✓	✓	✓
Goldman Sachs	✓	✓	✓	✓	✓	✓
Harbert European Growth Capital	✓	✓	✓	✓	✓	✓
IPF Partners	✓	✓			✓	
Kreos Capital	✓	✓	✓	✓	✓	✓
Silicon Valley Bank (SVB)	✓	✓				
TPG	✓	✓	✓	✓	✓	✓

Source: Venture debt providers' websites and other public sources

Western Europe: Belgium, France, Germany, Ireland, Luxembourg, Netherlands
Eastern Europe: Bulgaria, Croatia, Estonia, Hungary, Latvia, Lithuania, Romania, Slovenia
Northern Europe: Sweden, Finland, Denmark
Southern Europe: Italy, Spain, Portugal, Greece, Malta, Republic of Cyprus
Central Europe: Austria, Czech Republic, Poland, Slovakia

European venture debt – providers by sector focus

Venture debt players are mostly focused on IT and software companies, followed by healthcare and clean tech ventures

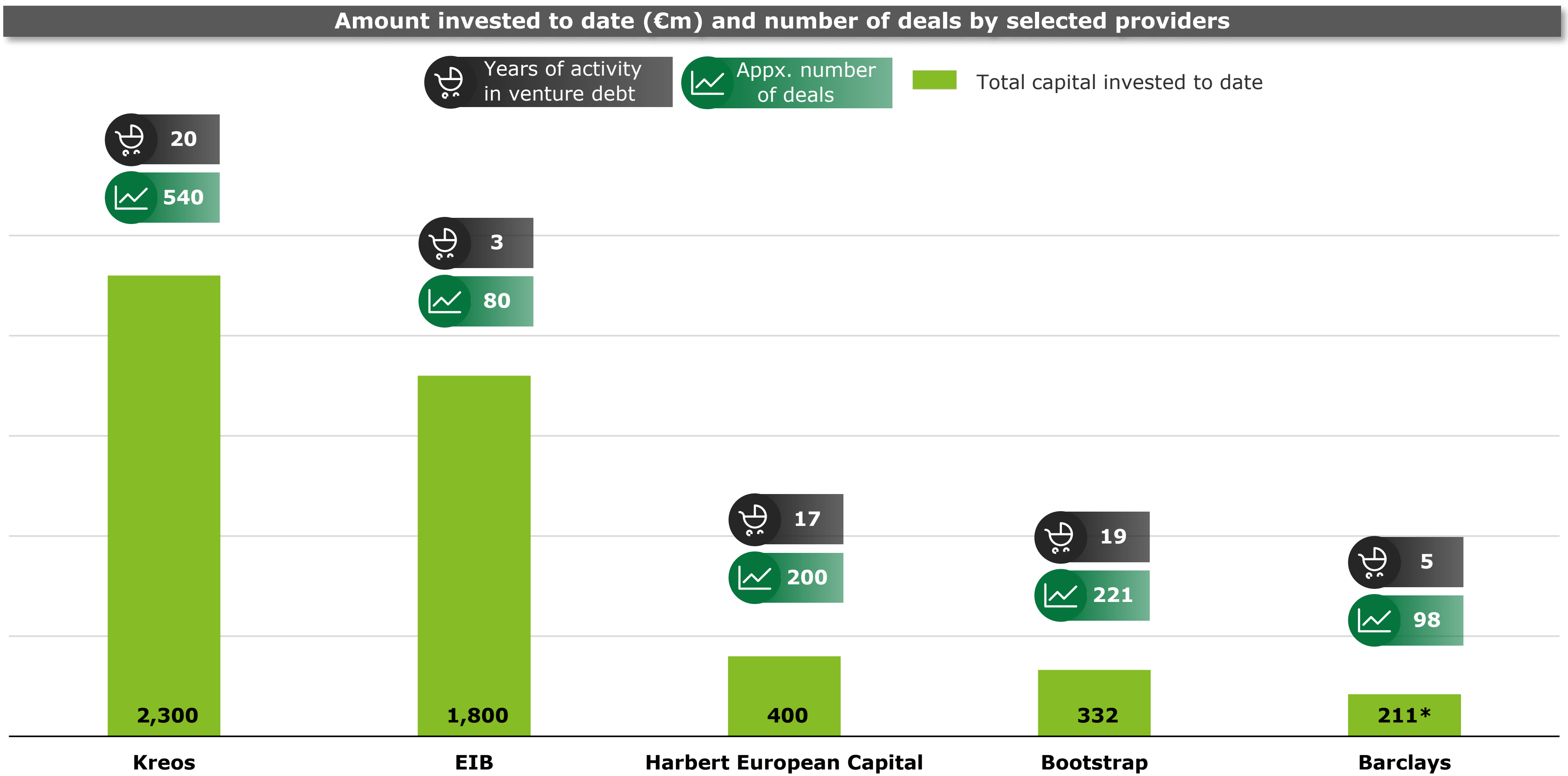
Selected venture debt players by sector focus

Providers / Sectors	IT (excl. Software)	Software	Healthcare	Pharma	Biotech	Clean tech	Engineering	Others
Barclays	✓	✓	✓	✓	✓	✓	✓	✓
Boost&Co.	✓	✓	✓	✓	✓	✓		
Bootstrap Europe	✓	✓	✓	✓	✓	✓	✓	
Columbia Lake Partners		✓						
EIB	✓	✓	✓	✓	✓	✓	✓	
Global Growth Capital	✓	✓	✓			✓	✓	✓
Goldman Sachs	✓	✓	✓	✓	✓	✓	✓	✓
Harbert European Growth Capital	✓	✓	✓		✓	✓	✓	
IPF Partners			✓	✓				
Kreos Capital	✓	✓	✓	✓	✓	✓	✓	✓
Silicon Valley Bank (SVB)	✓	✓	✓	✓	✓	✓	✓	✓
TPG	✓	✓	✓	✓	✓	✓	✓	✓

Source: Venture debt providers’ websites and other public sources

European venture debt – amounts invested to date

The estimated amount of venture debt invested in European companies by a sample of selected providers is over €5 bn

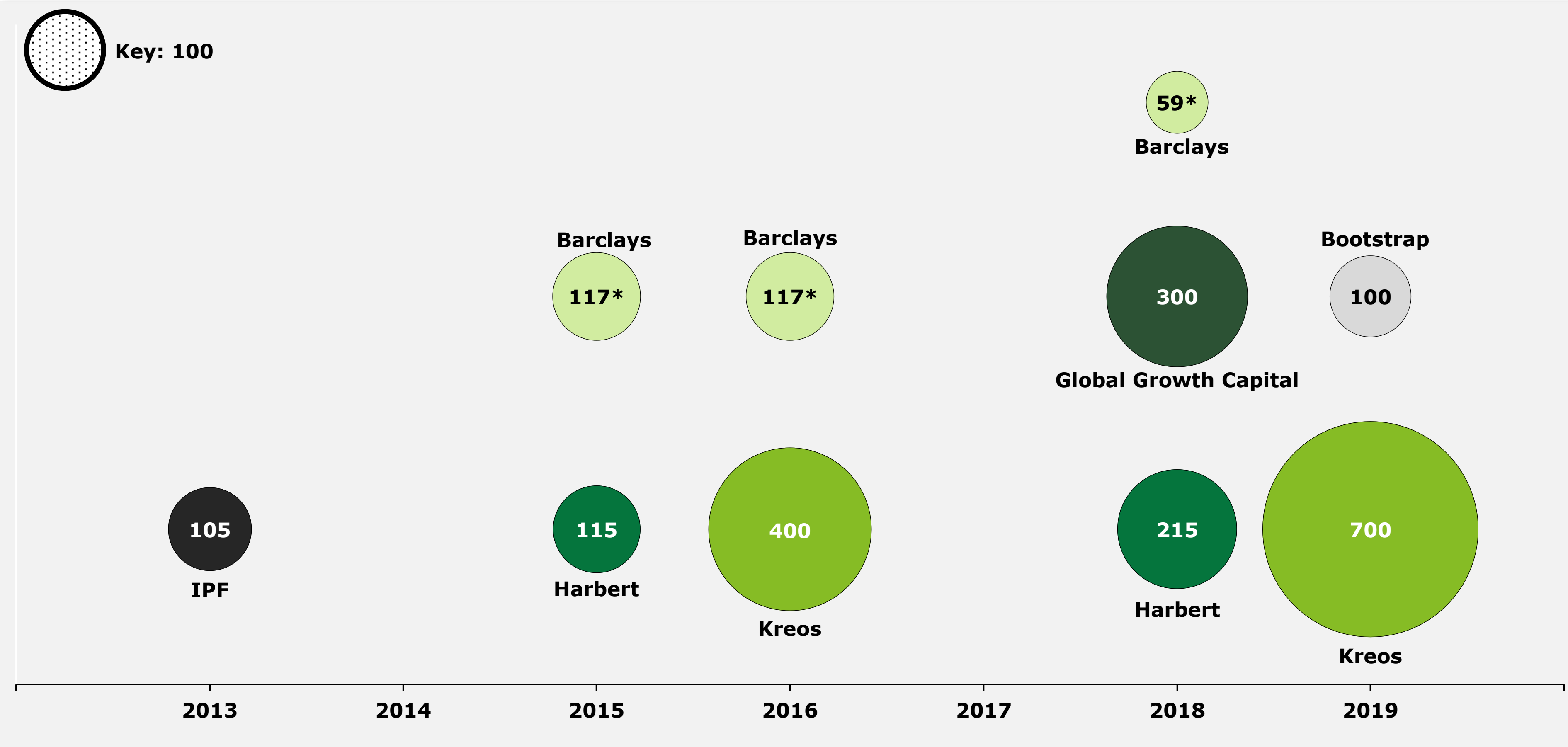


* Amount translated from GBP using GBP/EUR FX rate of 1.17, as of 15 Mar 2019
Source: Venture debt providers' websites and market research conducted by Deloitte

European venture debt – fundraising

Fundraising by venture debt providers

Fundraising amount by selected venture debt providers (€m)



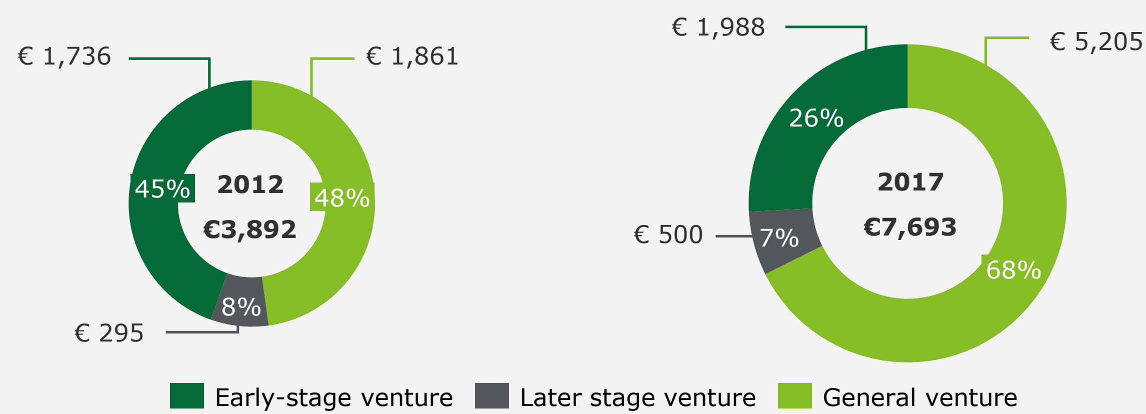
* Amount translated from GBP using GBP/EUR FX rate of 1.17, as of 15 Mar 2019
Source: Venture debt providers' websites and market research conducted by Deloitte

3. Venture capital landscape in Europe

European venture capital – capital raised by funding stage

Capital raising activity nearly doubled in the last 5 years, reaching €7.7bn in 2017

Fund raised (€m) - 2012 vs 2017

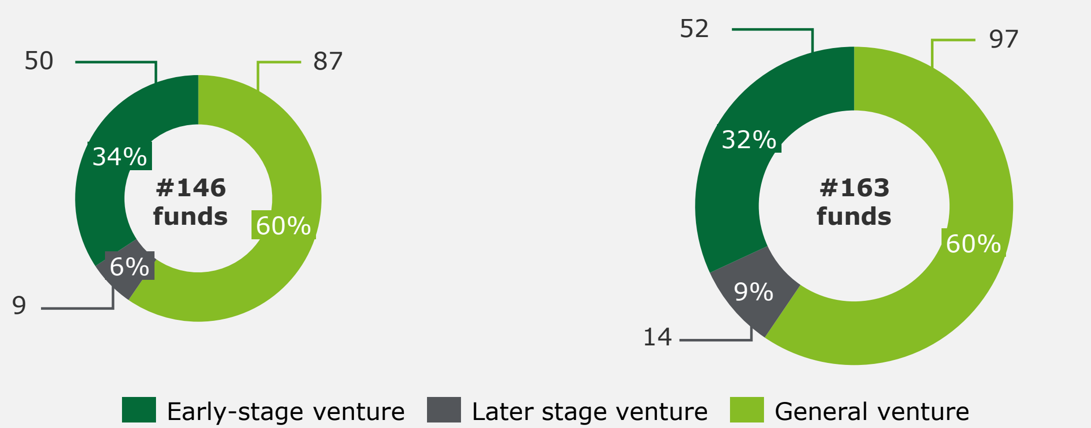


Source: Invest Europe

Description

- The total amount of funds raised almost doubled over the last 5 years, going from €3.9bn in 2012 to €7.7bn in 2017
  - Early stage capital raising increased from €1.7 to €2bn
  - Late stage venture capital raising significantly increased over the period, but its percentage out of the total shrank
  - Venture stage raising, which includes both strategies within the same fund, almost tripled, going from €1.9bn in 2012 to €5.2bn in 2018
  - Overall, there has been a shift to funding generalist VC companies

Number of funds - 2012 vs 2017



Source: Invest Europe

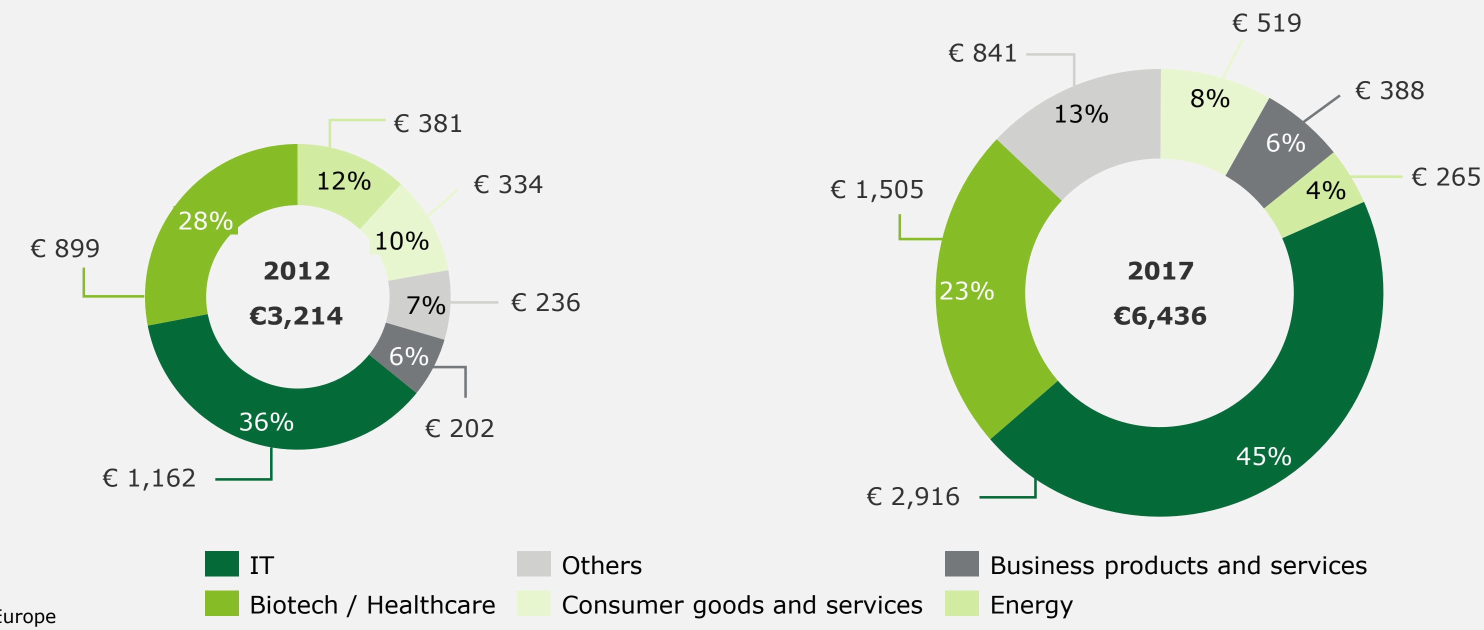
Description

- Whilst the amounts raised almost doubled, the number of VC funds only increased by 12% from 146 to 163 during the same period
  - The total number of funds in 2012 was 146, mainly focused on venture stage and early-stage
  - A lower percentage of funds was focused on later stage (c. 6%)
  - At the end of 2017, the distribution in terms of funding stage has not changed significantly
  - Compared to the amounts raised as per the graphs above, the bulk of new investments went to the established generalist VC companies

European venture capital – breakdown by sector

Capital invested in European ventures doubled over the last 5 years, reaching €6.4bn in 2017 with the IT sector attracting 45% of total investments

Capital invested by sector (€m) – 2012 vs 2017



Source: Invest Europe

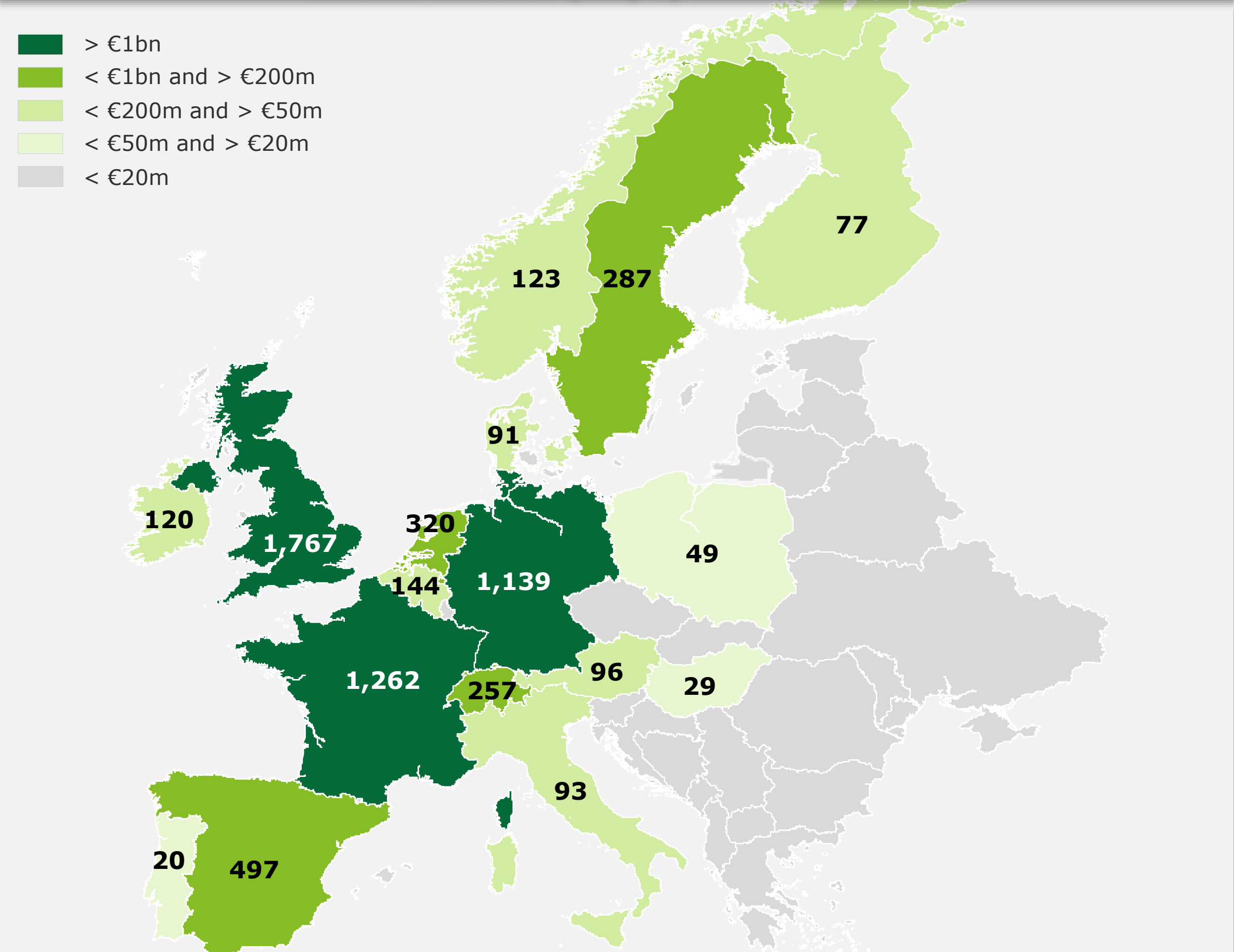
Description

- The total amount of funds invested in European ventures doubled over the last 5 years, going from €3.2bn in 2012 to €6.4bn in 2017
- The sectors that historically attracted most capital were Information Technology and Biotech / Healthcare
  - Funds invested in IT spiked from €1.2bn in 2012 to €2.9 in 2017, with an increased share of investment from 36% to 45%
  - Investments in Biotech and Healthcare rose as well, from €899m in 2012 to €1.5bn in 2017 although the share of investment dropped from 28% to 23%
  - Investments in the energy sector dropped from €334m (10%) in 2012 to €265m (4%) in 2017
  - Investments in the financial and insurance activities surged from €74m (2%) in 2012 to €437m (7%) in 2017

European venture capital – capital invested by country

UK, France and Germany have attracted nearly 65% of the €6.4bn European venture capital amount invested in 2017

Amount invested (€m) by country in 2017



Source: Invest Europe

Description

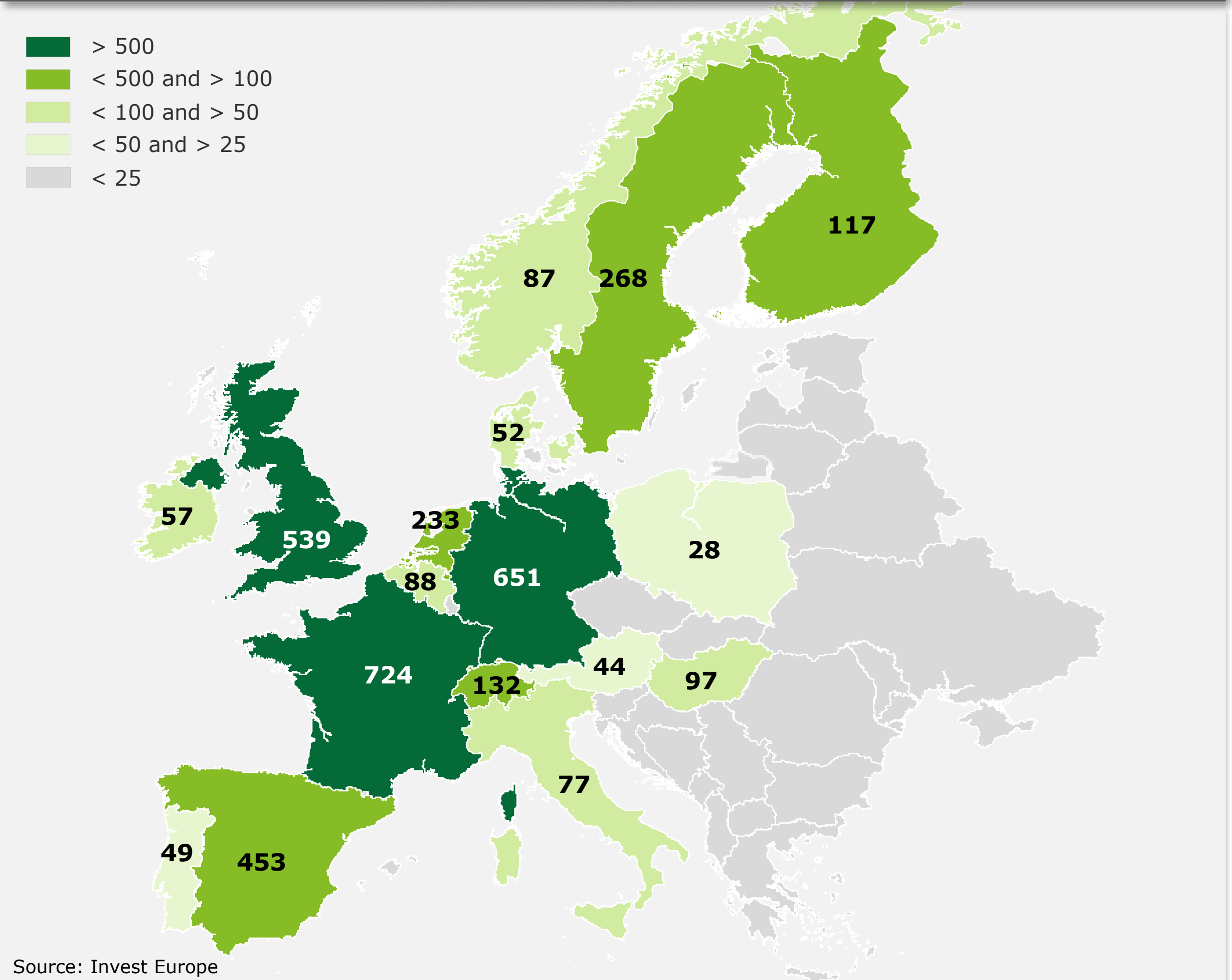
- The total venture capital raised by European companies in 2017 amounts to € 6,435m
- UK, France and Germany attracted 65% (€4,168m) of the total capital invested in European ventures
- Spain, Netherlands, Sweden and Switzerland follow, accounting for 22% (€ 1,362m)

Top 15	Capital invested (€m)
United Kingdom	1,767
France	1,262
Germany	1,139
Spain	497
Netherlands	320
Sweden	287
Switzerland	257
Belgium	144
Finland	123
Ireland	120
Austria	96
Italy	93
Denmark	91
Norway	77
Poland	49
Others	114
Total	**6,436**

European venture capital – number of companies funded

3,756 companies were financed through venture capital in 2017, with an average ticket size of €1.7m

Number of ventures financed in 2017



Source: Invest Europe

Description

- The total number of companies financed through VC in 2017 was 3,756
- France and Germany lead the way, with 724 and 651 companies financed, respectively
- UK had the 3rd place, with 539 companies financed; but it showed the highest ticket size in the top 15 EU countries

Top 15	Avg. ticket size (€k)
United Kingdom	3,278
France	1,742
Germany	1,750
Spain	1,098
Netherlands	1,374
Sweden	1,072
Switzerland	1,948
Belgium	1,636
Finland	1,048
Ireland	2,099
Austria	2,183
Italy	1,208
Denmark	1,748
Norway	884
Poland	1,760
Top 15 average	**1,655**

4. Appendix

Contact details

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