



# *FT Partners Advises CardConnect in its acquisition by FNTC*

March 7, 2016

**cardconnect.**<sup>®</sup>

*sale to*

**FinTech Acquisition Corp**  
(NASDAQ: FNTC)

for total consideration of

**\$ 438,000,000**

*Courtesy of:*

**FINANCIAL  
TECHNOLOGY  
PARTNERS**

*The Only Investment Bank  
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**cardconnect.**<sup>®</sup>

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Managing Partner  
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# FT Partners Advises CardConnect in its \$438mm Sale

## FT Partners Advises CardConnect in its \$438,000,000 Sale to FinTech Acq. Corp

### Transaction Overview and Rationale

- FT Partners served as strategic and financial advisor to CardConnect in its \$438 million acquisition by FinTech Acquisition Corp (NASDAQ: FNTC)
- CardConnect will become the sole direct subsidiary of FinTech Acquisition Corp ("FinTech") and immediately following the merger will trade on the NASDAQ stock exchange as "CCN"
- Total consideration is \$438mm, which includes the satisfaction of \$62mm of CardConnect borrowings currently outstanding
- The merger is expected to close in June 2016, pending FNTC stockholder approval, the receipt of proceeds from the proposed financing activities and other customary closing conditions
- The deal represents the largest technology special purpose acquisition company (SPAC) transaction of the year
- This transaction underscores FT Partners' continued leadership position as "advisor of choice" to the highest-quality companies in the FinTech space

Financial Technology Partners LP  
FTP Securities LLC

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

cardconnect.

*in its sale to*

FinTech Acquisition Corp  
(NASDAQ: FNTC)

*for total consideration of*

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# CardConnect Overview

# CardConnect Overview

Provider of Secure & Simple Payment Processing Solutions for SMB & Enterprise

CardConnect Overview

CardConnect Channel / Product Overview

2006

*Founded*

King of Prussia, PA

*Headquarters*

150

*Employees*

60,000

*Total Merchants*

\$17 billion

*2015 Processing Volume*



- CardConnect is an innovative and rapidly growing payment processing company
- Since its inception, CardConnect has quickly grown to process billions in transactions each year for more than 60,000 businesses across the U.S.
  - Ranging from Fortune 500 companies to local coffee shops
  - Large base of over 500 clients, interacting with 50mm customer relationships
- The Company's mission is to make accepting payments as simple and easy as possible while providing unmatched security for its SMB and Enterprise clients

### SMB



- ✓ Simple online and self-enrollment for SMBs to accept payments
- ✓ Proprietary mobile, secure terminal and virtual terminal products
- ✓ Developer-friendly APIs for direct gateway integration to ISVs and e-commerce
- ✓ Online account management tools with marketplace to add new products and services



### ENTERPRISE



- ✓ Leading provider of secure payment processing middleware for both Oracle and SAP ERP systems
- ✓ Hosted SaaS model
- ✓ Patented point-to-point encryption (P2PE) tokenization solutions



### CardConnect Gateway



- Centralized, integrated solution
- Developer + ISV Friendly APIs
- Best in Class Security
- Omni-channel commerce acceptance

### CardPointe



- Virtual Terminal with full transaction management
- Single location for customers to reconcile and manage their account
- Self Service portal to access additional products via online marketplace
- E-Statements and Account Alerts

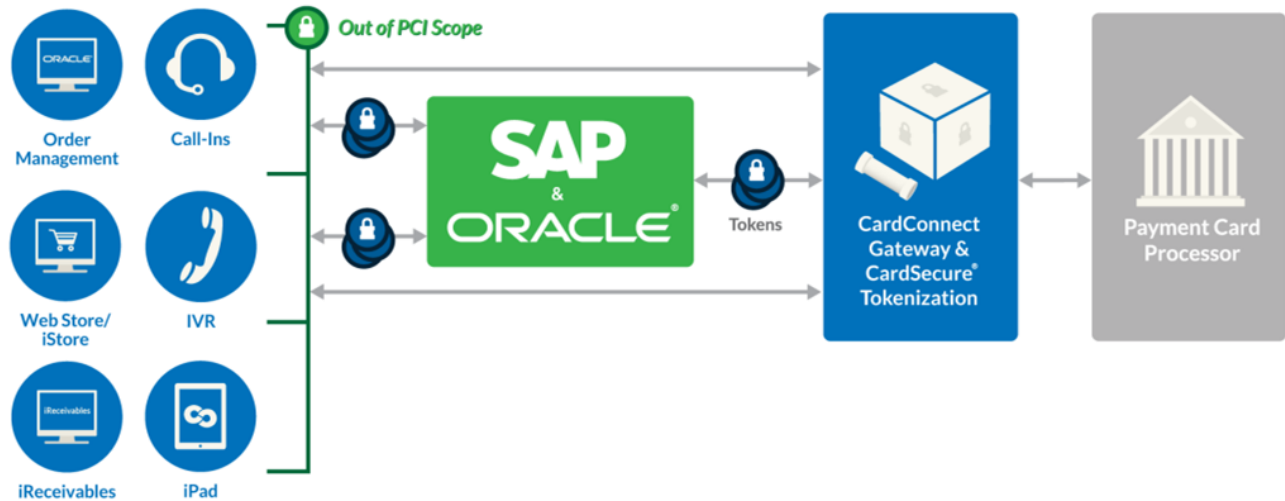
### CoPilot



- Centralized distribution platform for partners to manage their business
- Automated Customer and Product Enrollment
- Residual Payment Calculation and Commission Processing
- Highly Scalable platform providing operational efficiencies



## Secure Enterprise Platform



## Key Features

- Enterprise Payment Gateway*
- Oracle and SAP integrations*
- CardSecure® Encryption and Tokenization Technology*

## Featured Clients





**Jeff Shanahan**  
**CEO**

*14+ years of experience in managing operations, leading technology development, and implementing business process automation*

*Former management consultant with Booz Allen Hamilton and Capgemini*



**Chuck Bernicker**  
**CFO**

*Former Executive Director at Heartland Payment Systems*

*Former senior leader at Bank of America and TD Bank*

*Former member of the Card Operations and Risk Executive Council for Visa/USA*



**Patrick Shanahan**  
**COO**

*Focused on growth of ISO and residual management platform*

*Joined CardConnect in 2008 as the Operational Manager for Aliant Financial Services*

*Former management consultant with Booz Allen Hamilton*



**Scott Dowty**  
**CRO/CMO**

*20+ years of experience driving rapid revenue and profit growth in the public and private sectors*

*Former EVP of Sales and CMO at Global Cash Access  
Former executive manager at First Data*



**Rush Taggart**  
**CTO**

*Rebuilt existing Payware and CardSecure C++ applications in Java, increasing user functionality and platform profitability*

*CardSecure for Java has become a leading encryption and tokenization solution*

*Awarded two patents in 2014*



**Rob Nathan**  
**EVP, Product**

*10+ years of experience in technology consulting, operations and business development*

*Former consultant with PWC and FTI Consulting*



**Angelo Grecco**  
**EVP, Sales**

*13+ years of payment industry experience*

*Former President and Founder of Allied Bancard*

*Former VP of Operations at Allied Merchant Services*



# CardConnect Overview

## Sponsorship by Industry Thought Leaders – FTV Capital



HQ: San Francisco, CA  
Founded: 1998  
Total Funds Raised: \$1.8bn+

### Leadership Team



**Jim Hale**  
Founding Partner



**Bob Huret**  
Founding Partner



**Richard Garman**  
Managing Partner



**Chris Winship**  
Partner



**Brad Bernstein**  
Partner



**Kyle Griswold**  
Principal

### Selected Portfolio Companies



Provides credit card and transaction data security solutions to banks, payment processors and merchants (Exited)



Provides fuel cards and fleet management information services to trucking, commercial and government vehicle fleets (Exited)



Provides digital gifting and incentives, delivering closed loop gift cards via digital channels



End-to-end global eCommerce payments platform offering transaction processing and acquiring bank services



Payment service provider focused on marketplaces, crowdfunding and SMB platforms



Leading end-to-end payment processing platform

### Select Investments

| Date  | Company               | Deal Amt <sup>(1)</sup> |
|-------|-----------------------|-------------------------|
| 10/15 | InvestCloud           | \$45                    |
| 08/15 | CashStar              | 15                      |
| 05/15 | WePay                 | 40                      |
| 04/15 | Clearent              | 25                      |
| 11/13 | World First           | NA                      |
| 08/13 | Credorax              | 40                      |
| 06/13 | Vindicia              | 3                       |
| 04/13 | Cedar Capital         | NA                      |
| 04/13 | Good Harbor Financial | 75                      |
| 04/13 | MarketShare           | 38                      |
| 02/13 | Empyrean Benefits     | 41                      |
| 02/13 | eBaoTech              | 36                      |
| 04/12 | ASpire Financial      | 25                      |
| 07/11 | Apex Fund Services    | 30                      |
| 09/10 | CardConnect           | 50                      |
| 01/10 | Company.com           | 4                       |

1) Deal amount in millions.

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# FinTech Acquisition Corp Overview

**FinTech Acquisition Corp. (“FinTech”) is a \$100mm NASDAQ-listed Special Purpose Acquisition Company (“SPAC”)**



*Founded 2000*

*Virtual bank providing services to SMBs through community bank and private-label affinity group programs for organizations and institutions, including merchant card servicing.*

- **FinTech is a blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses**
- **FinTech’s team includes current and former executives of The Bancorp, Inc. (NASDAQ: TBBK), a leading provider of privately labeled customized banking and payment sponsorship services to non-bank financial firms**
- **Collectively, they have over 80 years of experience in the financial services industry**
- **The merger with FinTech brings all of the advantages of being publicly listed, plus:**
  - Allowing existing management to retain control, continue to execute on their vision and participate on the upside
  - Provides a liquidity event with certainty of initial share price
  - Offers significant advantages over a traditional IPO
- **FinTech assisted with the transition from private to public company status, and were incentivized and capable of fostering long term growth for CardConnect**

### FinTech's Investor Base

- Having founded or had senior level involvement with numerous public companies over the last 30+ years, the management team has collectively met with over 600 public equity investors and developed extremely close relationships with many of the most well-regarded, long-focused money managers
- These relationships with strong financial backers are a key differentiator that will bring long-term capital partners to CardConnect
- FinTech's investors are willing to contribute additional working capital to satisfy the needs of a merger





**Betsy  
Cohen**

*Chairman of  
the Board*

- CEO of The Bancorp (NASDAQ: TBBK) and its wholly-owned subsidiary, The Bancorp Bank, from September 2000 to December 2014 and Chairman of The Bancorp Bank from November 2003 to December 2014
- Chairman of RAIT Financial Trust (NYSE: RAS), a real estate investment trust, since its founding in August 1997 to December 2010 and CEO from 1997 to 2006
- Director of Hudson United Bancorp, a bank holding company, from December 1999 to July 2000 and Chairman of the Jefferson Bank Division of Hudson United Bank, Hudson United Bancorp's banking subsidiary, from 1999 to 2000
- Chairman and CEO of JeffBanks, Inc. from its inception in 1981 to December 1999 and Chairman and CEO of each of its subsidiaries, Jefferson Bank, which Mrs. Cohen founded in 1974, and Jefferson Bank New Jersey, which she founded in 1987



**Daniel  
Cohen**

*President  
and CEO*

- Chairman of The Bancorp (NASDAQ: TBBK) since its inception in 1999
- President of Cohen & Company Financial Limited, an investment firm specializing in credit-related fixed income investments, since September 2013
- President of Alesco Financial, Inc. from September 2013 until its merger with International Financial Markets, Inc. (NYSE: IFMI)
- President and CEO of all businesses of IFMI arising out of or related to Europe since September 2013
- Chairman of IFMI since October 2006 and CEO and CIO from December 2009 to September 2013



**James J.  
McEntee, III**

*CFO and  
COO*

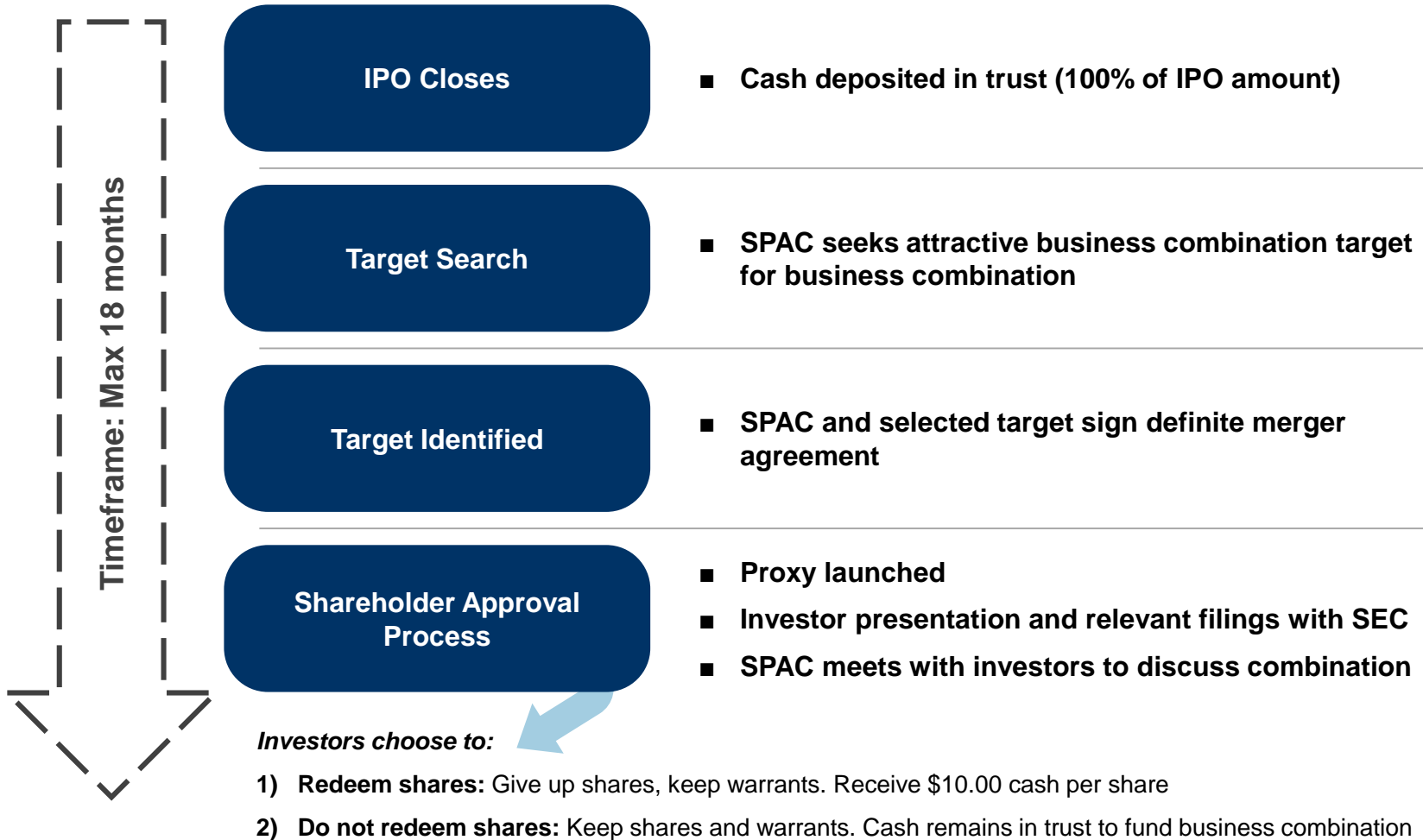
- Director of T-REX Group, Inc., a provider of risk analytics software for investors in renewable energy since November 2014
- Director of The Bancorp (NASDAQ: TBBK) and its wholly-owned subsidiary, The Bancorp Bank, since 2000
- CEO of Alesco Financial from 2006 until its merger with Cohen & Company in December 2009
- Managing Director of IFMI (formerly Cohen & Company) from December 2009 to October 2013
- Managing Principal of StBWell, LLC, an owner and operator of real estate, since June 2010
- COO of Cohen & Company from March 2003 to December 2009

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# SPAC Overview

## What is a Special Purpose Acquisition Company (SPAC)?

- **A SPAC is a newly formed corporation by a prominent and qualified sponsor / management team (“deal makers” and / or “operators”) for the purpose of raising capital in an IPO to eventually acquire a single (sometimes multiple), unidentified operating company**
  - Typically done within 24 months
- **Investors purchase units for \$10.00 at IPO, comprised of both shares and warrants (S-1 Registered Offering)**
  - Units consisting of one share and a half or full warrant struck at a 15% premium to IPO
  - Units split shortly after IPO and trade separately
- **Proceeds raised through the sale of units and Sponsor investment are held in a Trust until a acquisition is consummated or the maturity of the SPAC (per share amount equals 100% of the IPO price)**
- **SPAC sponsor is required to make an at-risk investment in the form of warrants equal to ~3% of public offering in return for 20% of the company**
  - Promote (\$25m per \$100m raised) has an earn out structure that aligns interest to complete an acquisition
- **If a business combination is not completed within the defined time frame, proceeds from the Sponsor investment represent the first loss capital upon re-distribution to shareholders**





|                                  |  |
|----------------------------------|--|
| <p><b>Certainty of Price</b></p> | <ul style="list-style-type: none"> <li>▪ Knowledge of deal consideration at outset of process vs. the day before an IPO listing</li> <li>▪ Deal structure flexibility with ability to include contingent earn out consideration (which can result in a significantly higher effective price), where a traditional IPO cannot</li> </ul>                                  |
| <p><b>Control</b></p>            | <ul style="list-style-type: none"> <li>▪ Creates a liquidity event for existing management, but still allows them to retain control and focus on growing the business</li> <li>▪ Allows for “private equity input without private equity dominance”</li> </ul>   |
| <p><b>Cost / Dilution</b></p>    | <ul style="list-style-type: none"> <li>▪ Many of the costs of going public have already been borne by SPAC management team in taking the existing vehicle public</li> <li>▪ Less dilution vs. a traditional IPO because no “IPO discount”</li> </ul>   |
| <p><b>Sponsorship</b></p>        | <ul style="list-style-type: none"> <li>▪ SPAC management teams have public company experience and can assist with the transition from private to public company status</li> <li>▪ SPAC’s “sponsor promote” can be tied to stock price performance, making the SPAC highly motivated to see stock price continue to appreciate after the transaction is closed</li> </ul> |
| <p><b>Timing</b></p>             | <ul style="list-style-type: none"> <li>▪ Less risk of the “IPO window” closing since SPAC is already public</li> <li>▪ Expedited going public process reduces risk that elevated public equity multiples come down over transaction timeline</li> </ul>  |
| <p><b>Upside</b></p>             | <ul style="list-style-type: none"> <li>▪ A transaction with a SPAC could result in merger partner owning a significant portion of the public entity and maintaining a substantive interest in the upside of the business</li> </ul>  |






### 2007–08 SPACs (Generation II)

- Previously, when SPAC share prices fell substantially below the cash in trust, hedge funds seeking yield arbitrage would buy shares fully expecting to vote against any business combination
- The SPAC had no mechanism to repurchase shares or limit a concentrated group of investors from gaining an “influential position”
  - Because many SPACs required that no more than 20-40% of shareholders vote against an acquisition a small group of investors could block a combination even if the majority of shareholders were supportive

### Recent SPACs (Generation III)

- Recent SPACs have provisions that limit yield arbitrage opportunities
- Prior to a business combination, SPACs can repurchase shares at a price not to exceed the cash in trust amount per share to stabilize the trading price
  - In the last six months many SPACs have excluded this feature, opting to message that more cash would be available to complete an acquisition
- Shareholder votes are optional in new generation SPACs
- If a shareholder vote is held, new generation SPACs:
  - Have redemption blockers which prevent an individual public investor from redeeming more than ~10-20% of the value of the trust
  - Only require a majority for vote limiting the ability for a few investors to vote against and prevent the business combination

## Recent Notable SPAC Transactions

| Target  | Business Description   | Enterprise Value | Combination Date | Acquiror                             |
|---|--|------------------|------------------|--------------------------------------|
|    | <ul style="list-style-type: none"> <li>Provides data-driven specialty chemical solutions</li> <li>Solutions enable growers and packers of fresh produce to preserve and enhance the freshness, quality, and value of fresh produce</li> </ul>  | \$ 870mm         | 7/31/2015        | Boulevard                            |
|    | <ul style="list-style-type: none"> <li>Designs, engineers, manufactures, and sells school buses and aftermarket parts in the United States and internationally</li> <li>Blue Bird is the leading independent designer and manufacturer of school buses</li> </ul>                      | \$ 434mm         | 2/23/2015        | Hennessy Capital                     |
|    | <ul style="list-style-type: none"> <li>Owns, operates, and franchises restaurants</li> <li>The company's restaurants offer Mexican dishes and American favorites and operates approximately 550 restaurants in 16 states</li> </ul>  | \$ 561mm         | 6/30/2015        | Levy Acquisition Corporation ("LAC") |
|   | <ul style="list-style-type: none"> <li>Provides expedition cruising and adventure travel services</li> <li>The company provides itineraries that feature up-close encounters with wildlife and nature</li> </ul>   | \$ 446mm         | 7/13/2015        | Capitol Acquisition                  |
|  | <ul style="list-style-type: none"> <li>Provides direct-to-home subscription television services to subscribers in India</li> <li>The company distributes various digital television channels, and allied video and audio services to subscribers via direct satellite feeds</li> </ul> | \$ 1.8bn         | 4/2/2015         | Silver Eagle                         |

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# FT Partners Payment Processing Track Record

cardconnect.

# FT Partners Payment Processing Track Record

FinTech Acquisition Corp  
(NASDAQ: FNTC)

FT Partners has advised FTV Capital on Multiple Exits in Payments Processing



*FT Partners has a longstanding relationship with FTV Capital having represented three of the Firm's payment processing companies on exits*

**Financial Technology Partners LP  
FTP Securities LLC**

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



**VERUS**

*in its sale to*



*for cash consideration of approximately*

**\$ 325,000,000**



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*for total consideration of approximately*

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cardconnect.

*in its sale to*

**FinTech Acquisition Corp**  
(NASDAQ: FNTC)

*for total consideration of*

**\$ 438,000,000**



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**FINANCIAL  
TECHNOLOGY  
PARTNERS**



# FT Partners Payment Processing Track Record

FinTech Acquisition Corp  
(NASDAQ: FNTC)

FT Partners is the Advisor of Choice for Merchant Acquirers / Payment Processors



































| Selected FT Partners Deals Noted  | Seller  | Buyer   | Date     | Transaction Value (\$ in mm) |
|---|---|---|----------|------------------------------|
|    |    | FinTech Acquisition Corp<br>(NASDAQ: FNTC)  | 03/07/16 | \$438                        |
|   |    |    | 01/26/16 | 2,350                        |
|    |    |    | 12/15/15 | 4,300                        |
|    |    |    | 01/21/15 | NA                           |
|   |    |    | 11/11/14 | NA                           |
|    |    |    | 10/16/14 | 1,500                        |
|   |    |    | 07/17/14 | 700                          |
|   |    |    | 07/01/14 | 210                          |
|   |    |    | 05/12/14 | 1,650                        |
|  |  |  | 05/06/14 | NA                           |
|   |  |  | 01/24/14 | 420                          |
|  |  |  | 09/25/13 | NA                           |
|  |  |  | 09/18/13 | 200                          |

*Numerous prominent merchant acquirers have trusted FT Partners to advise them on their most strategic transactions*



# FT Partners Payment Processing Track Record

FT Partners is the Advisor of Choice for Merchant Acquirers / Payment Processors

| Selected FT Partners Deals Noted  | Seller  | Buyer   | Date     | Transaction Value (\$ in mm) |
|---|---|---|----------|------------------------------|
|   |    |    | 09/11/13 | NA                           |
|   |    |    | 07/25/13 | \$163                        |
|    |    |    | 11/15/12 | 100+                         |
|   |    |    | 10/31/12 | 361                          |
|   |    |    | 08/15/12 | 413                          |
|    |    |    | 08/09/12 | 100+                         |
|   |    |    | 07/06/12 | 670                          |
|    |    |    | 07/05/12 | NA                           |
|   |   |     | 08/24/11 | NA                           |
|  |  |  | 06/07/11 | NA                           |
|  |  |  | 04/14/10 | 900                          |
|  |  |  | 01/09/06 | 325                          |
|  |  |  | 08/03/04 | 525                          |

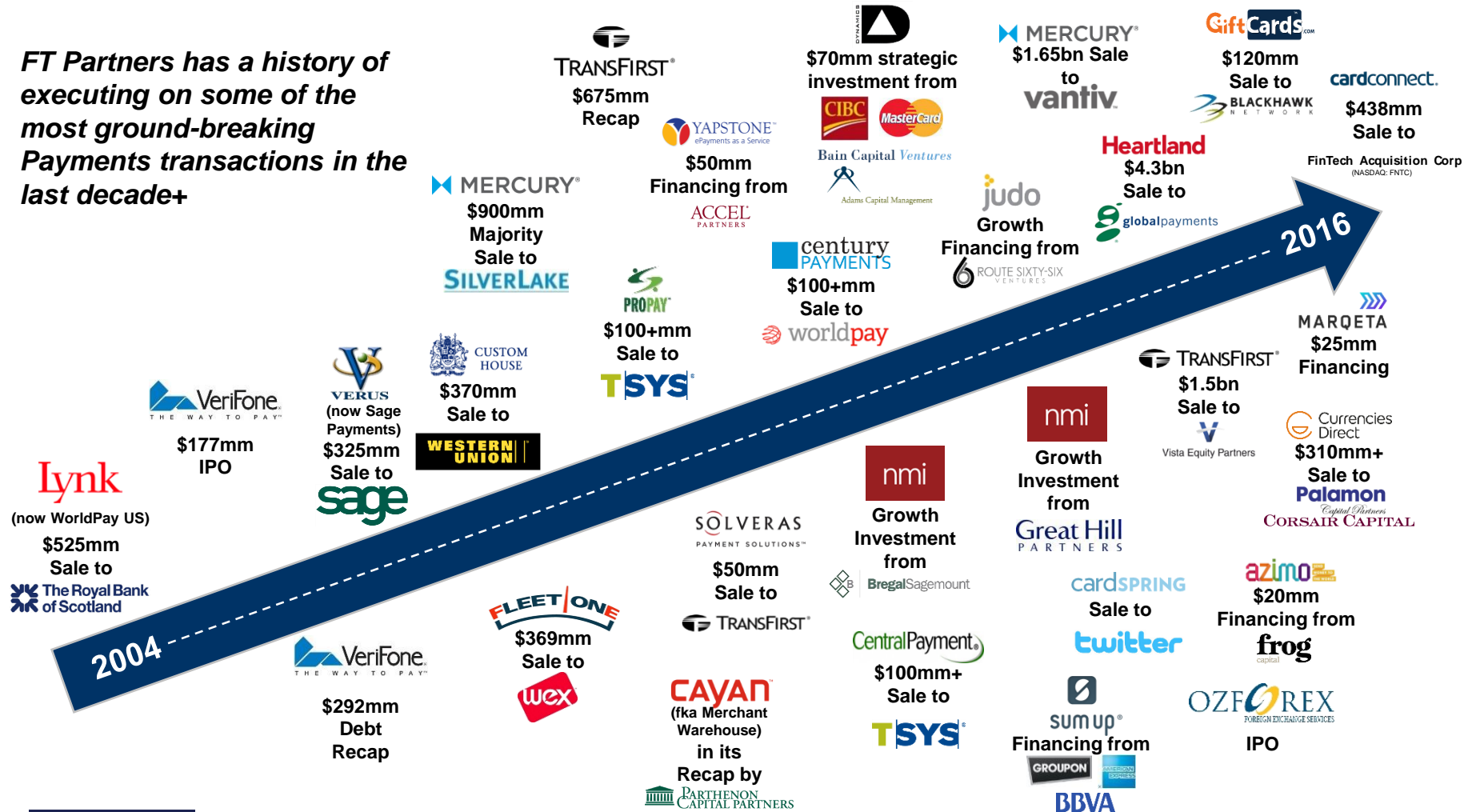
*Numerous prominent merchant acquirers have trusted FT Partners to advise them on their most strategic transactions*

# FT Partners Payment Processing Track Record

FinTech Acquisition Corp  
(NASDAQ: FNTC)

## Timeline of Selected FT Partners Payment Processing Transactions

*FT Partners has a history of executing on some of the most ground-breaking Payments transactions in the last decade+*





# FT Partners Payment Processing Track Record

FinTech Acquisition Corp  
(NASDAQ: FNTC)

Ground-Breaking Transactions Pioneered by FT Partners

|  |   |   |   |  |   |   |
|--|---|---|---|--|---|---|
| <p>Financial Technology Partners LP<br/>FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p>  <p><i>In its sale to</i></p>  <p>for cash consideration of approximately</p> <p><b>\$ 525,000,000</b></p>  <p>The Only Investment Bank<br/>Focused Exclusively on Financial Technology</p> | <p>Financial Technology Partners LP<br/>FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p>  <p><i>In its sale to</i></p>  <p>for cash consideration of approximately</p> <p><b>\$ 325,000,000</b></p>  <p>The Only Investment Bank<br/>Focused Exclusively on Financial Technology</p> | <p>Financial Technology Partners LP<br/>FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p>  <p><i>In its sale to</i></p>  <p>for total cash consideration of approximately</p> <p><b>\$ 370,000,000</b></p>  <p>The Only Investment Bank<br/>Focused Exclusively on Financial Technology</p> | <p>Financial Technology Partners LP<br/>FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p>  <p><i>In its approximately 60% Growth Investment by</i></p>  <p>for a value up to</p> <p><b>\$ 900,000,000</b></p>  <p>The Only Investment Bank<br/>Focused Exclusively on Financial Technology</p> | <p>Financial Technology Partners LP<br/>FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p>  <p><i>In its sale to</i></p>  <p></p> <p>The Only Investment Bank<br/>Focused Exclusively on Financial Technology</p> | <p>Financial Technology Partners LP<br/>FTP Securities LLC</p> <p>is pleased to announce its role as strategic and financial advisor to</p>  <p><i>In its sale to</i></p>  <p>valuing the equity at approximately</p> <p><b>\$4,300,000,000</b></p>  <p>The Only Investment Bank<br/>Focused Exclusively on Financial Technology</p> | <p>Financial Technology Partners LP<br/>FTP Securities LLC</p> <p>is pleased to announce its role as strategic and financial advisor to</p>  <p><i>In its sale to</i></p>  <p>for total consideration of</p> <p><b>\$ 438,000,000</b></p>  <p>The Only Investment Bank<br/>Focused Exclusively on Financial Technology</p> |
|--|---|---|---|--|---|---|

First sale of a U.S. merchant acquirer to a large international financial institution; became Worldpay U.S.

First sale of a U.S. merchant acquirer to an international software company; became Sage Payments

First sale of an "International Payments Specialist" to a pure-play consumer remittance provider

First large-scale transaction for an integrated merchant acquirer

First sale of a payments company to an established social media company

Largest U.S. strategic merchant acquiring acquisition in over the last decade

Sale of a payment processor to a SPAC vehicle

Transactions demonstrate continued success breaking new ground across Merchant Acquiring & Payments

# FT Partners Payment Processing Track Record

FT Partners Has Advised on Four of the Largest Recent Merchant Acquiring Transactions

*FT Partners is the ONLY banker that has advised on the sellside of four of the largest recent Merchant Acquiring M&A transactions*

Financial Technology Partners LP  
FTP Securities LLC

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



*in its approximately 60% Growth Investment by*



*for a value up to*

**\$ 900,000,000**



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Focused Exclusively on Financial Technology*

2010

Financial Technology Partners LP  
FTP Securities LLC

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



*in its cash sale to*



*for total consideration of*

**\$ 1,650,000,000**



*The Only Investment Bank  
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2014

Financial Technology Partners LP  
FTP Securities LLC

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



*in its sale to*



Vista Equity Partners

*from*



**\$ 1,500,000,000**



*The Only Investment Bank  
Focused Exclusively on Financial Technology*

2014

Financial Technology Partners LP  
FTP Securities LLC

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



*in its sale to*



*for total consideration of*

**\$ 4,300,000,000**



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2015

# FT Partners Payment Processing Track Record

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

Financial Technology Partners LP  
FTP Securities LLC  
is pleased to announce its role as strategic and financial advisor to



in its sale to




for total consideration of

**\$ 4,300,000,000**




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Financial Technology Partners LP  
FTP Securities LLC  
is pleased to announce its role as strategic and financial advisor to




in its cash sale to




for total consideration of

**\$ 1,650,000,000**




The Only Investment Bank  
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Financial Technology Partners LP  
FTP Securities LLC  
is pleased to announce its role as strategic and financial advisor to



in its sale to




from



for total consideration of

**\$ 1,500,000,000**



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in its sale to



for total consideration of

**\$ 120,000,000**



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FTP Securities LLC  
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in its Significant Growth Recapitalization by



**\$100,000,000+**



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Focused Exclusively on Financial Technology

Financial Technology Partners LP  
FTP Securities LLC  
is pleased to announce its exclusive role as sole strategic and financial advisor to



in its approximately 60% Growth Investment by




for a value up to

**\$ 900,000,000**




The Only Investment Bank  
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Financial Technology Partners LP  
FTP Securities LLC  
is pleased to announce its role as sole strategic and financial advisor to



in its sale to



**\$ 100,000,000+**



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Financial Technology Partners LP  
FTP Securities LLC  
is pleased to announce its role as strategic and financial advisor to



in its sale to



a portfolio company of



**\$ 100,000,000+**



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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 Series C minority financing from



**\$ 25,000,000**



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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 its minority investment led by



For total consideration of approximately

**\$ 50,000,000**



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in its sale to



for cash consideration of approximately

**\$ 325,000,000**



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



PAYMENT SOLUTIONS™

in its sale to




valued at approximately

**\$ 51,000,000**




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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 cash consideration of approximately

**\$ 525,000,000**



The Only Investment Bank  
Focused Exclusively on Financial Technology

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

**\$ 135,000,000**




The Only Investment Bank  
Focused Exclusively on Financial Technology

Financial Technology Partners LP  
FTP Securities LLC  
is pleased to announce its exclusive role as sole strategic and financial advisor to




in its growth investment by



for a total valuation of nearly

**\$200,000,000**



The Only Investment Bank  
Focused Exclusively on Financial Technology

Unparalleled experience in Payment Processing across the entire spectrum of transaction types and dynamics, with extremely strong execution and outcomes

### Transaction Overview and Rationale

- FT Partners served as strategic and financial advisor to Heartland Payment Systems (NYSE: HPY) in its landmark \$4.3 billion sale to Global Payments (NYSE: GPN) for a combination of cash and stock
- Global Payments will acquire Heartland for \$100 per share, representing a total transaction value of approximately \$4.3 billion
- Consideration for the transaction will consist of 0.6687 shares of Global Payments stock and \$53.28 for each share of Heartland stock at closing
- This transaction creates the leading global provider of integrated payments technology solutions
- This deal represents the largest U.S. strategic merchant acquiring acquisition in over a decade
- Also represents the single largest U.S. strategic payment processing deal in the last 8 years
- This transaction underscores FT Partners' continued leadership position as "advisor of choice" to the highest-quality companies in the FinTech space

### Financial Technology Partners LP FTP Securities LLC

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

# Heartland

*in its sale to*



*for total consideration of*

# \$ 4,300,000,000

FINANCIAL  
TECHNOLOGY  
PARTNERS

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### Transaction Overview and Rationale

#### Overview of Transaction

- Mercury announced its sale to Vantiv for \$1.65 billion in cash on May 12, 2014
- Vantiv will fund the acquisition with committed financing; the transaction is expected to close in the second quarter of 2014
- This transaction is Vantiv's largest acquisition to-date (~5x larger than its acquisition of Litle) and one of the largest strategic merchant acquiring M&A transactions consummated in over a decade

#### Significance of Transaction

- Vantiv's acquisition of Mercury accelerates the Company's growth in the integrated payment space by significantly expanding distribution channels and technology capabilities
- Expands Vantiv's reach into the SMB segment through Mercury's distribution network, complementary verticals and ability to design integrated, value-added POS innovations
- Enhances Vantiv's competitive position in the payments sector broadly on the basis of technology differentiation, leading processing scale and omni-channel presence while increasing penetration into high growth channels
- Expected to add one to two percentage points to Vantiv's net revenue growth per year while being modestly accretive to Vantiv's non-GAAP earnings per share in 2014 with accelerating accretion in 2015

#### FT Partners' Role

- FT Partners served as advisor to Mercury
- FT Partners was also Mercury's advisor in the Company's 60% sale to Silver Lake in April of 2010 at a \$700mm valuation

### Financial Technology Partners LP FTP Securities LLC

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



*in its cash sale to*



*for total consideration of*

**\$ 1,650,000,000**



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### Transaction Overview and Rationale

#### Overview of Transaction

- On October 13, 2014, Vista Equity Partners announced that it will acquire TransFirst, a leading provider of secure transaction processing services, from Welsh, Carson, Anderson & Stowe ("WCAS")
- Similar to the May 2014 acquisition of Mercury by Vantiv, TransFirst had filed for an IPO prior to the transaction
- Vista Equity Partners is a U.S.-based private equity firm with over \$13.5 bn in cumulative capital commitments that focuses on software, data and technology-enabled businesses
- WCAS originally acquired TransFirst in June 2007

#### Significance of Transaction

- Vista's acquisition of TransFirst is one of the largest private equity-lead LBO's in the merchant acquiring space
- With over 200,000 merchants and more than 1,300 partners, the acquisition will allow TransFirst to solidify its position as a leading provider of payment processing solutions in the SMB space
- TransFirst intends to leverage Vista Equity Partners' expertise in helping its portfolio companies achieve operational, product and customer service excellence by contributing professional expertise and proven best practices

#### FT Partners' Role

- FT Partners served as a strategic and financial advisor to TransFirst in its sale process
- FT Partners has previously worked with TransFirst, including the Company's \$675 mm debt recap transaction in 2012

**Vista's acquisition of TransFirst was one of the largest private equity-lead LBO's in the merchant acquiring space**

### Financial Technology Partners LP FTP Securities LLC

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



*in its sale to*



Vista Equity Partners

*from*



**\$ 1,500,000,000**



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### Transaction Overview and Rationale

#### Overview of Transaction

- TransFirst announced it had secured a new \$675 million credit facility
- The Company received a B / B3 credit rating, with the first-lien at B / B1 and the second-lien at CCC+ / Caa2
- TransFirst is a leader in payments processing, providing a full breadth of offerings including Internet, point of sale and mobile in tandem with industry-leading client support
- Welsh, Carson, Anderson & Stowe invested in the Company and also served as TransFirst's private equity sponsor

#### Significance of Transaction

- Transaction allowed the Company to refinance existing debt, redeem a portion of the sponsor's preferred equity and fund a dividend
- Bank of America Merrill Lynch, Deutsche Bank and GE Capital served as Joint Lead Arrangers for the facility

#### FT Partners' Role

- FT Partners served as the Strategic Advisor to TransFirst and its board of Directors
- Highlights FT Partners' ability to advise in the debt capital markets space

### Financial Technology Partners LP FTP Securities LLC

*is pleased to announce its role as  
strategic advisor to*



**TRANSFIRST®**

*in its debt financing co-led by*

**Bank of America Merrill Lynch  
Deutsche Bank  
GE Capital**

*totaling approximately*

**\$ 675,000,000**

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### Transaction Overview and Rationale

#### Overview of Transaction

- Mercury Payment Systems (“Mercury” or MPS”) announced an approximate 60% strategic investment from Silver Lake
- Mercury is a differentiated, value-added technology-enabled merchant acquirer leveraging POS developers and VARs to sell its integrated payment processing services to primarily SMB retailers and restaurants
- Silver Lake is a global private equity firm with approximately \$14 billion in assets under management

#### Significance of Transaction

- Unique transaction structure with 60% strategic investment proves highly attractive to both buyer and seller
  - Buyer able to gain shared control while retaining and motivating management
  - Seller able to monetize significant stake at strong valuation while retaining significant upside from future growth
- Mercury will be well positioned to pursue growth opportunities by leveraging the strategic relationships of Silver Lake

#### FT Partners’ Role

- FT Partners served as exclusive strategic and financial advisor to Mercury and its Board of Directors
- Transaction highlights FT Partners’ ability to rapidly and confidentially execute complex transactions
- FT Partners designed and executed on this innovative and complex structure to meet the needs of Mercury’s various shareholders and Silver Lake
- FT Partners developed an extraordinarily detailed and comprehensive set of financial materials to highlight the unique value proposition of Mercury and to enable efficient and thorough investor diligence

### Financial Technology Partners LP FTP Securities LLC

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



*in its approximately 60% Growth Investment by*

**SILVERLAKE**

*for a value up to*

**\$ 900,000,000**



*The Only Investment Bank  
Focused Exclusively on Financial Technology*



### Transaction Overview and Rationale

#### Overview of Transaction

- On January 6, 2016, Omni Prepaid, LLC (“Omni”, “GiftCards.com”, or the “Company”) announced it has entered into a definitive agreement to be acquired by Blackhawk Network for \$120mm
- Headquartered in Pittsburgh, PA, Omni, which owns and is commonly referred to by its consumer-facing domain GiftCards.com, is a leading online provider of customizable, digital and physical gift card solutions for consumers and businesses of all sizes
- Blackhawk Network is a leading, multi-channel provider of prepaid gift, telecom and debit cards, and related prepaid products and payment services

#### Significance of Transaction

- Represents a highly attractive outcome for both Blackhawk Network and GiftCards.com
- GiftCards.com’s online leadership and expertise position Blackhawk Network to fully capitalize on the growing shift in preferences toward purchasing prepaid products on the web and via mobile devices
- By merging Blackhawk’s current e-commerce offerings and GiftCard.com’s distinctive assets, Blackhawk will be able to deliver the broadest selection of gift cards to current and future customers

#### FT Partners’ Role

- FT Partners served as exclusive strategic and financial advisor to GiftCards.com
- Transaction highlights FT Partners’ continued success advising leading companies and generating highly successful outcomes in the Payments space

### 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 a total consideration of*

**\$120,000,000**

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TECHNOLOGY  
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[Click to view](#)

### The Information's "Silicon Valley's Most Popular Dealmakers" (2016)

- Ranked as #2 Top Technology Investment Banker by The Information subscribers
- Only Financial Technology focused investment banking firm and banker on the list



[Click to view](#)

### M&A Advisor Awards

- Investment Banking Dealmaker of the Year (2015)** – Steve McLaughlin, CEO & Managing Partner of FT Partners
- Technology Deal of the Year \$1.5 Billion (2015)** – TransFirst's \$1.5 Billion Sale to Vista Equity Partners



### The 2015 FinTech Finance 35: #4 Steve McLaughlin, Financing Technology Partners

(excerpt from article published in Institutional Investor)

**“Steve personifies the combination of talent, vision, energy and experience that add up to the unprecedented level of leadership and influence in FinTech.”**

– Jeff Kutler, Feature Editor



[Click to view](#)

# FT Partners Payment Processing Track Record

FinTech Acquisition Corp  
(NASDAQ: FNTC)

Selected FT Partners' Research (click to view)



Research Report: Transaction Security



Research Report: PayPal Spin-off Overview



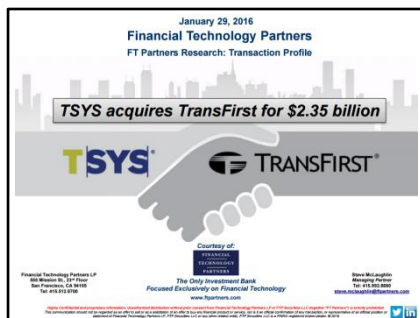
Research Report: Global Money Transfer



Research Report: Apple Unveils Apple Pay



Heartland's Sale to Global Payments



TransFirst's Sale to TSYS



Square Completes its IPO



First Data: Post Quiet Period Review

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 13 years of exclusive focus on Financial Technology. Please visit our [subscription form](#) to subscribe to our exclusive monthly newsletter and receive our research reports.

# FT Partners Payment Processing Track Record

FinTech Acquisition Corp  
(NASDAQ: FNTC)

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

- 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 \$100 mm**
- 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**



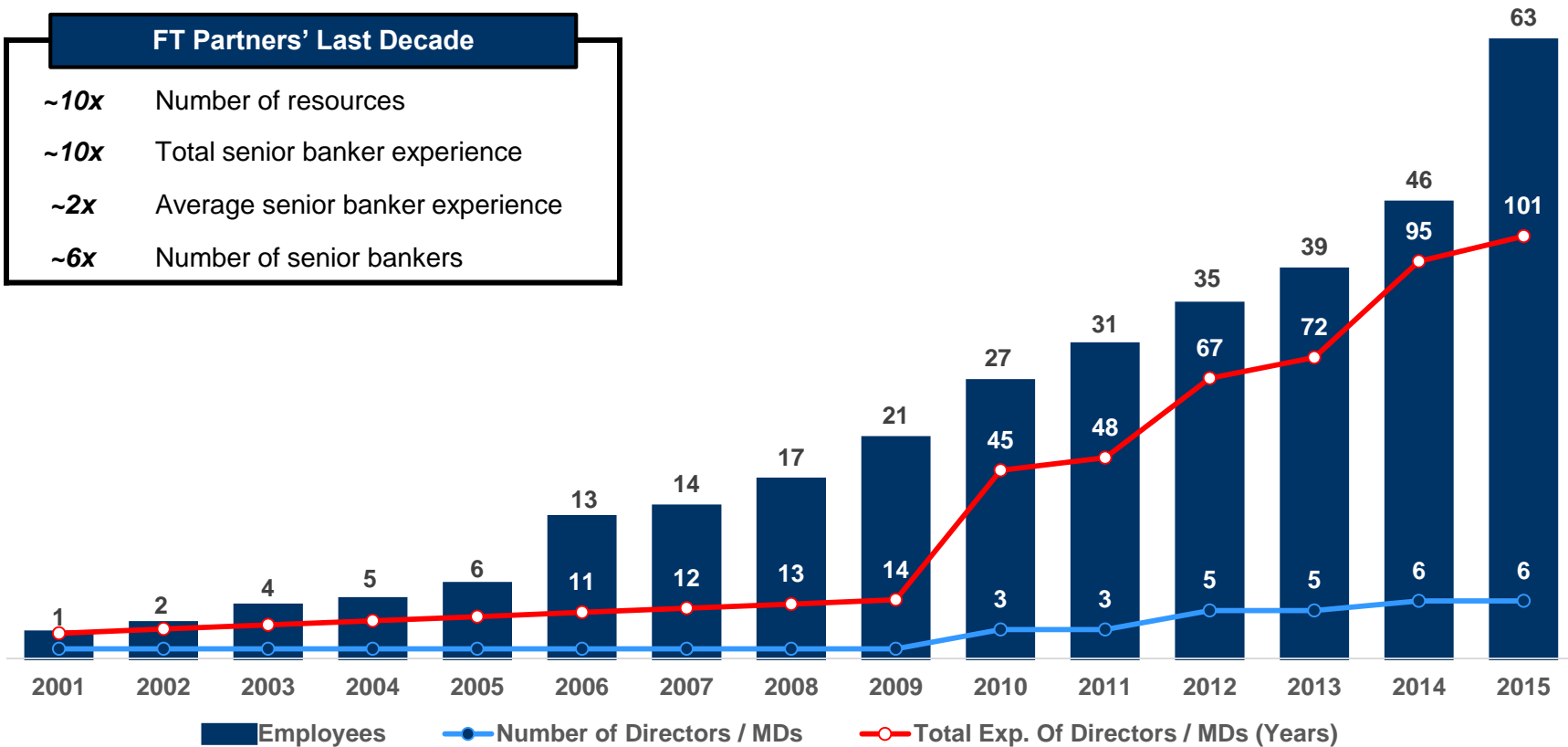
WINNER  
Middle Market Financing Awards

- 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*

Source: **Bold** represents awards that FT Partners has won, *italics* represents nominations.


### FT Partners' Last Decade

- ~10x Number of resources
- ~10x Total senior banker experience
- ~2x Average senior banker experience
- ~6x Number of senior bankers



### Avg Years of Director / MD Experience



| Name / Position   | Prior Background  | Experience / Education   | Years of Experience |
|---|---|--|---------------------|
| <p><b>Steve McLaughlin</b><br/><i>Founder, CEO and Managing Partner</i></p>                       |    | <ul style="list-style-type: none"> <li>Formerly with Goldman, Sachs &amp; Co. in New York and San Francisco from 1995-2002</li> <li>Formerly Co-Head of Goldman Sachs' Financial Technology Group (#1 market share)</li> <li>Wharton M.B.A.</li> </ul> | <p><b>21</b></p>    |
| <p><b>Larry Furlong</b><br/><i>Managing Director</i></p>  |    | <ul style="list-style-type: none"> <li>Formerly with Goldman, Sachs &amp; Co. in New York, London and Los Angeles beginning in 1995</li> <li>Wharton M.B.A.</li> </ul>   | <p><b>21</b></p>    |
| <p><b>Greg Smith</b><br/><i>Managing Director</i></p>   |    | <ul style="list-style-type: none"> <li>Formerly award winning Equity Research Analyst at Merrill Lynch / J.P. Morgan / Sterne Agee</li> <li>Recent coverage included TSS, GPN, HPY, V, MA, DFS, DST, ENV, FISV &amp; FIS among others</li> </ul>       | <p><b>20</b></p>    |
| <p><b>Tim Wolfe</b><br/><i>Managing Director</i></p>  |   | <ul style="list-style-type: none"> <li>Formerly with Goldman, Sachs &amp; Co. beginning in 2000</li> <li>40 Under 40 M&amp;A Advisor Award Winner 2013</li> <li>Harvard M.B.A.</li> </ul>  | <p><b>14</b></p>    |
| <p><b>Andrew McLaughlin</b><br/><i>Managing Director, Research &amp; Business Development</i></p> |  | <ul style="list-style-type: none"> <li>Leads FT Partners' Research and Business Development Team</li> <li>Formerly with Deloitte Consulting</li> </ul>   | <p><b>10</b></p>    |