

March 29, 2017

**FT PARTNERS  
TRANSACTION ANNOUNCEMENT**

**FINANCIAL  
TECHNOLOGY  
PARTNERS**

*The Only Investment Bank  
Focused Exclusively  
on FinTech*

San Francisco • New York • London

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

**CentralPayment®**

**in its Recapitalization and Strategic  
Investment by**

**TSYS®**

**for a total valuation of**

**\$ 700,000,000**

## Central Payment's Recapitalization and Strategic Investment

### Overview of Transaction

- On February 9, 2017, Central Payment completed a sale of an additional 10% equity stake to TSYS at a valuation of \$700mm <sup>(1)</sup> and extended a put call agreement on the remaining 15% of equity that's exercisable until April 2018
- Headquartered in San Rafael, CA, Central Payment is one of the fastest growing payment processors in the country
  - Through Central Payment's innovative approach, the Company provides processing services to over 70,000 businesses across several electronic transaction categories and industries
- TSYS provides electronic payment processing and other services to card-issuing and merchant acquiring institutions worldwide
- FT Partners also represented Central Payment on its initial 60% strategic growth investment with TSYS in 2012 and its subsequent recap in 2014

### Significance of Transaction

- The transaction provides TSYS with a high-growth and very successful independent agent channel, which supports ongoing growth in its merchant acquiring business
- Additionally, the transaction reiterates Central Payment's ability to leverage TSYS' strategic relationships, processing capabilities and expertise in the sector to further scale the business and pursue additional growth opportunities

### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Central Payment and its owners
- This transaction highlights FT Partners' continued dominance in the Payments and Merchant Acquiring space and its leadership position as the "advisor of choice" to the highest quality FinTech Companies

### Financial Technology Partners LP FTP Securities LLC

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



*in its recapitalization and strategic  
investment by*



*for a total valuation of*

# \$ 700,000,000



*The Only Investment Bank  
Focused Exclusively on Financial Technology*

## Central Payment's Strategic Investment by TSYS

### Overview of Transaction

- On August 9, 2012, Total Systems Services, Inc. ("TSYS") entered into an agreement with Central Payment, whereby the Company was recapitalized and now operates as a TSYS affiliate
- As part of the agreement, TSYS made a strategic investment into Central Payment, becoming 60% owner of the newly-formed joint venture
- Central Payment is a privately held merchant acquirer — based in San Rafael, California — servicing small- to medium-sized merchants through an Independent Sales Agent (ISA) business model
- TSYS provides electronic payment processing and other services to card-issuing and merchant acquiring institutions worldwide

### Significance of Transaction

- Positions Central Payment to pursue additional growth opportunities and further scale the business by leveraging TSYS' strategic relationships, processing capabilities and expertise in the sector
- Provides TSYS with a high-growth and very successful independent agent channel, while continuing to grow the TSYS merchant acquiring business (TSYS Merchant Services)

### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Central Payment and its owners
- Transaction highlights FT Partners' deep knowledge and breadth of relationships in the Payments industry
- Underscores FT Partners' continued dominance in the Payment Processing and Merchant Acquiring space

### Financial Technology Partners LP FTP Securities LLC

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



*in its strategic investment by*



*for a total valuation of approximately*

**\$ 110,000,000**

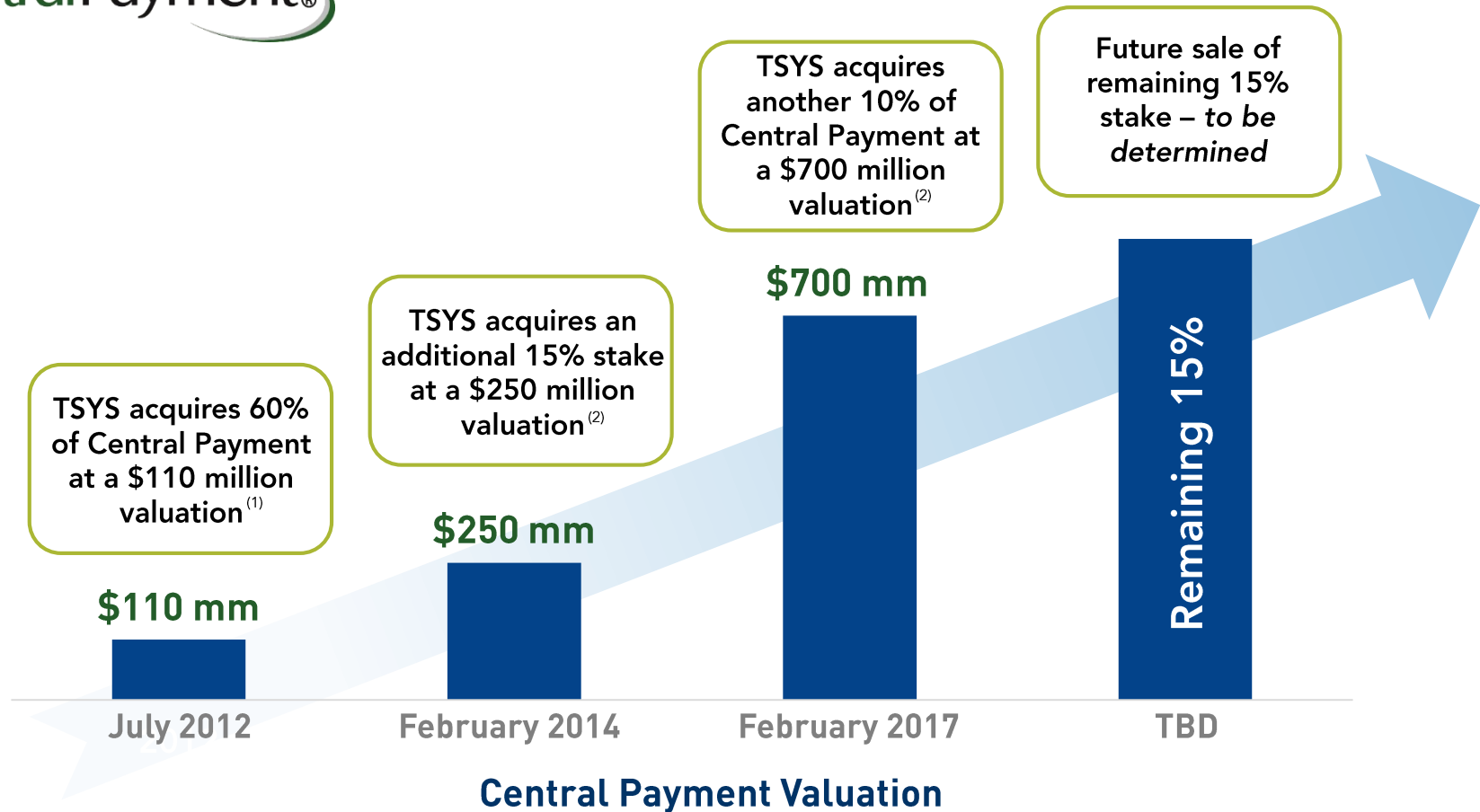


*The Only Investment Bank  
Focused Exclusively on Financial Technology*

## History of Central Payment and TSYS Relationship



*TSYS and CPAY Founders realize a huge **6.4x** unlevered return (excluding strong dividends) representing a CAGR of **50%***



Source:

(1) [TSYS 2012 10-K](#)

(2) [TSYS 2016 10-K](#)



*“We have been working with Steve and the team at FT Partners since 2011 when we initially opened up to the idea of strategic options for Central Payment. The guidance, support, creativity and true value-add that they brought to the table over the last 6 years has helped CPAY achieve goals we didn’t think were possible. We’ve seen a lot of advisors over the years – if you are in Payments or FinTech and considering an important transaction, you should undoubtedly be working with FT Partners, hands down.”*

**– Matt and Zach Hyman, Co-Managing Partners of Central Payment**



**Matt Hyman**



**Zach Hyman**

## Central Payment Overview

### Company Overview



**Co-Managing Partners:**

Zach Hyman &  
Matt Hyman

**Headquarters:**

San Rafael, CA

**Founded:**

2005

**Employees:**

225 Full Time Employees  
1,000+ Independent Sales Agents

- Founded in 2005, Central Payment is a direct processor and leading national Merchant Service Provider offering over 70,000 businesses across the country a secure method of handling electronic transactions
- The Company processes over \$10 billion in credit card sales annually with other electronic transactions including check systems, gift cards, wireless solutions, e-commerce solutions, and cash advance programs
- Furthermore, Central Payment has grown at a very strong rate since inception with the help of a sales force made up of independent agents and the joint venture with TSYS

### Solutions Overview

#### Terminals & Point of Sale

Provides all-in-one processing units, registers and countertop payment terminals for point of sale transactions, including back office reporting

#### Mobile & Wireless

Enables payment processing on the go through hand-held payment terminals, card readers and encrypted mobile applications

#### Services

Offers payment gateway, marketing and transaction management software, along with gift cards, to provide end-to-end support

#### Programs

Additional programs include PCI compliance, EMV integration, next day funding and card compromise assistance among others

### Product Snapshot



VX 520



CPAY Mobile



RiO



SpotOn



PayHub



## Central Payment Overview (cont.)

### Industry Coverage



Food & Beverage



Leisure & Entertainment



Retail



Professional Services



Health & Beauty



Hospitality



Nonprofit Organizations



Grocery



Transportation

### Solutions

#### Terminals & Point of Sale

- **RiO:** All-in-one system with built-in cash drawer, receipt printer, credit card swiper, touchscreen and barcode scanner
- **RiO Pro:** Modern register with powerful processor
- **RiO Restaurant:** Restaurant-optimized register
- **Verifone VX 520:** High-speed countertop payment terminal with dial and Ethernet connectivity options

#### Mobile & Wireless

- **CPAY Mobile:** PC-DSS certified card reader compatible with a wide variety of smart phones and devices
- **Verifone VX 680:** Hand-held payment terminal with 3G network connection, allowing for payment processing on the go
- **PayHub Mobile:** Encrypted mobile application used to process payments and manage related sales processes

#### Services

- **SpotOn:** Digital marketing and loyalty software with real-time analytics to improve brand
- **MyGiftCentral:** Fully-customizable corporate gift cards compatible with other products
- **PayHub:** Payment management software used as a virtual terminal or API
- **Authorize.Net:** Payment gateway software for online transactions

#### Programs

- **PCI Compliance**
- **EMV**
- **Next Day Funding**
- **Card Compromise Assistance**
- **American Express OptBlue**
- **CPAY Financial Services**
- **CPAY Low Price Guarantee**

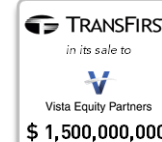
## TSYS' Activity in the Merchant Acquiring Space



*FT Partners has advised on a number of TSYS' Merchant Acquiring deals*

Selected FT Partners Deals Noted	Date	Target	Transaction Type	Transaction Value (\$ in mm)
	02/2017		Recapitalization	Total Valuation of \$700 <sup>(1)</sup>
	01/2016		M&A	2,350
	02/2014		Recapitalization	Total Valuation of 250 <sup>(1)</sup>
	11/2012		M&A	135
	07/2012		M&A	Total Valuation of 110 <sup>(2)</sup>

*FT Partners advised TransFirst on its Sale to Vista and its Debt Recapitalization*



Source:

(1) [TSYS 2016 10-K](#)

(2) [TSYS 2012 10-K](#)



# FT Partners Advises Central Payment

FT PARTNERS ADVISES



## FT Partners' Transactions: Sales to Major Payment Processors

**FT Partners has represented several companies on successful sales to major Payment Processors**

Financial Technology Partners LP  
FTP Securities LLC

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

in its strategic investment by

for a total valuation of approximately

**\$ 110,000,000**

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 role as  
strategic and financial advisor to

in its sale to

for total consideration of

**\$ 4,500,000,000**

The Only Investment Bank  
Focused Exclusively on Financial Technology

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

 / 

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

 now known as 

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 role as  
strategic and financial advisor to

in its cash sale to

for total consideration of

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

The Only Investment Bank  
Focused Exclusively on Financial Technology

## FT Partners' History of Success in Creative Deal Structures

*FT Partners has a unique history of arranging transactions with creative deal structures that maximize shareholder value beyond a 100% sale*

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


The transaction positioned NMI well to pursue additional growth opportunities and continue improving its market-leading platform by leveraging Bregal Sagemount's strategic relationships

Financial Technology Partners LP  
FTP Securities LLC


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



in its 80% majority sale to



**HEARST corporation**



The Only Investment Bank  
Focused Exclusively on Financial Technology

Kubra's 80% sale to Hearst, increased Hearst's presence in the billing and payments space while it achieved a favorable outcome for all stakeholders

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  
Focused Exclusively on Financial Technology



Silver Lake's 60% growth investment in Mercury for a value of up to \$900 million represented a highly attractive structure for both the buyer and seller

Financial Technology Partners LP  
FTP Securities LLC

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




in its recapitalization by



of approximately

**\$ 238,000,000**



The Only Investment Bank  
Focused Exclusively on Financial Technology

SquareTrade's \$238 million recapitalization by Bain Capital and Bain Capital Ventures positioned the Company with the ability to pursue additional growth opportunities while leveraging Bain's strategic relationships and expertise










































# FT Partners Advises Central Payment

FT PARTNERS ADVISES



## Advisor of Choice for Merchant Acquirer / Payment Processors

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

Selected FT Partners Deals Noted	Seller	Buyer	Date	Transaction Value (\$ in mm)
			02/2017	\$700 <sup>(1)</sup>
		FinTech Acquisition Corp (NASDAQ : FNTC)	03/2016	438
			01/2016	2,350
			12/2015	4,300
			01/2015	NA
			11/2014	NA
			10/2014	1,500
			07/2014	700
			05/2014	1,650
			05/2014	NA
			03/2014	250 <sup>(1)</sup>
			01/2014	420
			09/2013	NA
			09/2013	200

Source:  
(1) [TSYS 2016 10-K](#)

# FT Partners Advises Central Payment

FT PARTNERS ADVISES



## Advisor of Choice for Merchant Acquirer / Payment Processors (cont.)

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

Selected FT Partners Deals Noted	Seller	Buyer	Date	Transaction Value (\$ in mm)
	BluePay	TA Associates	09/2013	NA
	element payment services	vantiv	07/25/13	\$163
	PROPAY	TSYS	11/15/12	135
	Little & Co	vantiv	10/31/12	361
	ACCELERATED payment technologies	globalpayments	08/15/12	413
	CentralPayment	TSYS	08/09/12	110 <sup>(1)</sup>
	MERCHANT e-SOLUTIONS	cielo	07/06/12	670
	CAYAN (fka Merchant Warehouse)	PARTHENON CAPITAL	07/05/12	NA
	SOLVERAS PAYMENT SOLUTIONS	TRANSFIRST	08/24/11	NA
	YAPSTONE ePayments as a Service	ACCEL PARTNERS	06/07/11	50
	MERCURY	SILVERLAKE	04/14/10	900
	VERUS	sage	01/09/06	325
	lynk	The Royal Bank of Scotland	08/03/04	525

Source:  
(1) [TSYS 2012 10-K](#)



## Ground-Breaking Payments Transactions Pioneered by FT Partners

<p>Financial Technology Partners LP FTP Securities LLC</p> <p><i>is pleased to announce its role as strategic and financial advisor to</i></p> <p>in its sale to</p> <p><b>FinTech Acquisition Corp</b> (NASDAQ: FNTC)</p> <p>for total consideration of</p> <p><b>\$ 438,000,000</b></p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p><i>is pleased to announce its role as strategic and financial advisor to</i></p> <p>in its sale to</p> <p>for total consideration of</p> <p><b>\$ 4,500,000,000</b></p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p><i>is pleased to announce its exclusive role as sole strategic and financial advisor to</i></p> <p>in its Series C minority financing from</p> <p><b>\$ 25,000,000</b></p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p><i>is pleased to announce its exclusive role as sole strategic and financial advisor to</i></p> <p>in its financing, including investment from</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p><i>is pleased to announce its exclusive role as sole strategic and financial advisor to</i></p> <p>in its sale to</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>
<p>Sale of a payment processor to a SPAC vehicle</p>	<p>Largest U.S. strategic merchant acquiring acquisition in over the last decade</p>	<p>Significant capital raise for next gen processor serving commerce startups and disruptors</p>	<p>Groundbreaking strategic round for early stage European payments company</p>	<p>First sale of a payments company to an established social media company</p>
<p>Financial Technology Partners LP FTP Securities LLC</p> <p><i>is pleased to announce its exclusive role as sole strategic and financial advisor to</i></p> <p>in its sale to</p> <p>for total cash consideration of approximately</p> <p><b>\$ 370,000,000</b></p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p><i>is pleased to announce its exclusive role as sole strategic and financial advisor to</i></p> <p>in its growth investment by</p> <p><b>\$ 200,000,000</b></p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p><i>is pleased to announce its exclusive role as sole strategic and financial advisor to</i></p> <p>in its approximately 60% Growth</p> <p>for a value up to</p> <p><b>\$ 900,000,000</b></p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p><i>is pleased to announce its exclusive role as sole strategic and financial advisor to</i></p> <p>in its sale to</p> <p>for cash consideration of approximately</p> <p><b>\$ 325,000,000</b></p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p><i>is pleased to announce its exclusive role as sole strategic and financial advisor to</i></p> <p>in its sale to</p> <p>for cash consideration of approximately</p> <p><b>\$ 525,000,000</b></p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>
<p>First sale of an "International Payments Specialist" to a pure-play consumer remittance provider</p>	<p>Substantial growth investment in leading payments enablement technology provider</p>	<p>First large-scale transaction for an integrated merchant acquirer</p>	<p>First sale of a U.S. merchant acquirer to an international software company; became Sage Payments</p>	<p>First sale of a U.S. merchant acquirer to a large international financial institution; became Worldpay U.S.</p>



## FT Partners is the Advisor of Choice for Leading FinTech Companies

### FinTech Unicorns / Multi-Billion Dollar Deals

<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as strategic and financial advisor to</p> <p>in its sale to</p> <p>for total consideration of</p> <p><b>\$ 4,500,000,000</b></p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>in its financing for approximately</p> <p><b>\$ 250,000,000</b></p> <p>valued at approximately</p> <p><b>\$ 1,800,000,000</b></p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as strategic and financial advisor to</p> <p>in its cash sale to</p> <p>for total consideration of</p> <p><b>\$ 1,650,000,000</b></p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>
<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as strategic and financial advisor to</p> <p>in its sale to</p> <p>from</p> <p><b>\$ 1,500,000,000</b></p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as exclusive strategic and financial advisor to</p> <p>in its sale to</p> <p>for total consideration of</p> <p><b>\$ 1,400,000,000</b></p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>in its approximately 60% Growth</p> <p>for a value up to</p> <p><b>\$ 900,000,000</b></p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>
<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as financial advisor to</p> <p>in its minority investment from</p> <p>for total consideration of</p> <p><b>\$ 300,000,000</b></p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>in its recapitalization by</p> <p>of approximately</p> <p><b>\$ 238,000,000</b></p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>in its Series E minority financing from</p> <p>for total consideration of</p> <p><b>\$ 235,000,000</b></p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>

### Large Corporate Clients

<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as advisor to</p> <p><b>BLACKROCK</b></p> <p>in its 100% acquisition of</p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>in its acquisition of</p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p><b>NOMURA</b> subsidiary</p> <p><b>INSTINET</b></p> <p>in the sale of its stake in</p> <p>CHIX EUROPE</p> <p>to</p> <p>for total consideration of approximately</p> <p><b>\$ 305,000,000</b></p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>
<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as advisor to</p> <p>in its lead investment in</p> <p>with additional participation from</p> <p>for approximately</p> <p><b>\$ 85,000,000</b></p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as advisor to</p> <p>in its strategic investment in</p> <p>with additional participation from</p> <p>for total consideration of approximately</p> <p><b>\$ 70,000,000</b></p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole debt capital advisor to</p> <p>in its acquisition of</p> <p>for total consideration of approximately</p> <p><b>\$ 300,000,000</b></p> <p>FINANCIAL TECHNOLOGY PARTNERS The Only Investment Bank Focused Exclusively on Financial Technology</p>

# FT Partners Advises Central Payment

FT PARTNERS ADVISES



## Significant Experience Advising Large Financing Rounds and “Unicorns”

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

*Representing numerous FinTech “Unicorns” above \$1 billion valuations*

Company	Amount Raised
MERCURY®	\$420,000,000+
GreenSky™	300,000,000+
liquidnet	250,000,000
square trade	238,000,000
avidxchange	235,000,000
nmi	150,000,000+
Kabbage	135,000,000
TradingScreen <small>SIMPLIFYING GLOBAL MARKETS™</small>	110,000,000+
YAPSTONE® <small>POWERING PAYMENTS</small>	110,000,000
CHROMERIVER	100,000,000
Credit Karma™	85,000,000
earnest	75,000,000
taulia	65,000,000

### Selected Prominent Investors in FT Partners Led Rounds



### Overview of Transaction

- FT Partners served as strategic and financial advisor to Heartland Payment Systems (NYSE: HPY) in its landmark \$4.5 billion sale to Global Payments (NYSE: GPN) for a combination of cash and stock
- Global Payments acquired Heartland for \$100 per share, representing a total transaction value of approximately \$4.5 billion at the closing of the deal
- Consideration for the transaction consisted 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*

# \$ 4,500,000,000



*The Only Investment Bank  
Focused Exclusively on Financial Technology*

## FT Partners Advises on Strategic Sale of Mercury for \$1,650,000,000

### 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 exclusive role as  
sole strategic and financial advisor to*



*in its cash sale to*

**vantiv™**

*for total consideration of*

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



*The Only Investment Bank  
Focused Exclusively on Financial Technology*

## FT Partners Advises on the Sale of TransFirst to Vista Equity Partners

### 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 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

### Financial Technology Partners LP FTP Securities LLC

*is pleased to announce its role as  
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*

## FT Partners Advises CardConnect in its \$438 million Sale

### Overview of Transaction

- 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) 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*

**\$ 438,000,000**



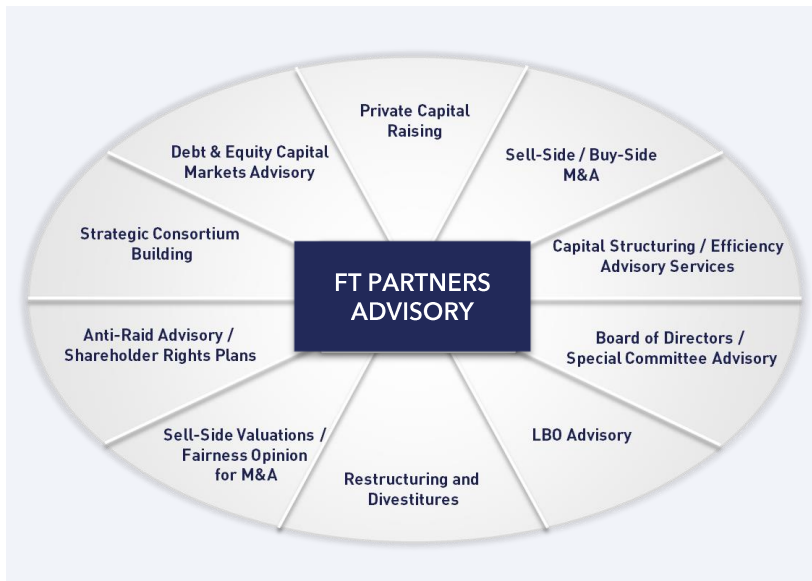
*The Only Investment Bank  
Focused Exclusively on Financial Technology*



## FT Partners Overview

- Financial Technology Partners ("FT Partners") was founded in 2001 and is the only investment banking firm focused exclusively on FinTech
- FT Partners regularly publishes research highlighting the most important transactions, trends and insights impacting the global Financial Technology landscape. Our unique insight into FinTech is a direct result of executing hundreds of transactions in the sector combined with over 15 years of exclusive focus on Financial Technology

### FT Partners' Advisory Capabilities



### FT Partners' FinTech Industry Research

In-Depth Industry Research Reports

Proprietary FinTech Infographics

Monthly FinTech Market Analysis

FinTech M&A / Financing Transaction Profiles



Named Silicon Valley's #1 FinTech Banker (2016) and ranked #2 Overall by *The Information*



Ranked #4 Most Influential Person in all of FinTech in *Institutional Investor's* "FinTech Finance 35"



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

**FT Partners has been recognized as Investment Banking Firm of the Year and regularly achieves Merger and Financing Deal of the Year recognition**



M&A Advisor Awards

2016	<ul style="list-style-type: none"> <li>Investment Banking Firm of the Year</li> <li>Cross Border Deal of the Year</li> </ul>
2015	<ul style="list-style-type: none"> <li>Dealmaker of the Year</li> <li>Technology Deal of the Year</li> </ul>
2014	<ul style="list-style-type: none"> <li>Equity Financing Deal of the Year</li> <li>Professional Services Deal of the Year, Above \$100mm</li> </ul>
2012	<ul style="list-style-type: none"> <li>Dealmaker of the Year</li> <li>Professional Services Deal of the Year, Above \$100mm</li> </ul>
2011	<ul style="list-style-type: none"> <li>Boutique Investment Bank of the Year</li> <li>Deal of the Decade</li> <li>10 Deal of the Year Nominations Across 9 Categories</li> </ul>
2010	<ul style="list-style-type: none"> <li>Upper Middle Market Deal of the Year, Above \$500 mm</li> <li>IT Services Deal of the Year, Below \$500mm</li> <li>Cross-Border Deal of the Year, Below \$500mm</li> </ul>
2007	<ul style="list-style-type: none"> <li>Dealmaker of the Year – Steve McLaughlin</li> <li>Business to Business Services Deal of the Year</li> <li>Computer and Information Technology Deal of the Year, Above \$100mm</li> <li>Financial Services Deal of the Year, Above \$100mm</li> </ul>



2015	<ul style="list-style-type: none"> <li>Steve McLaughlin ranked #4 in Institutional Investor's FinTech 35 List</li> </ul>
2006 - 2008	<ul style="list-style-type: none"> <li>Consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology</li> </ul>



Middle Market Financing Awards

2008	<ul style="list-style-type: none"> <li>Equity Financing Dealmaker of the Year – Steve McLaughlin</li> <li>Information Technology Deal of the Year</li> <li>Financial Services Deal of the Year</li> </ul>
2006	<ul style="list-style-type: none"> <li>Financing Professional of the Year – Steve McLaughlin</li> <li>Financing Deal of the Year - Equity</li> <li>Financing Deal of the Year - Debt</li> </ul>

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

# FT Partners Advises Central Payment



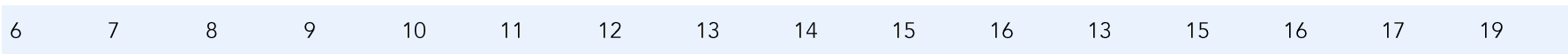
## Platform of Choice for Clients and Bankers Alike

### FT PARTNERS' LAST DECADE


- ~6x Number of resources
- ~9x Total senior banker experience
- ~2x Average senior banker experience
- ~8x Number of senior bankers



### Avg Years of Director / MD Experience



## The FT Partners Senior Banker Team

Name / Position	Prior Background	Experience / Education	Years of Experience
<b>Steve McLaughlin</b> <i>Founder, CEO and Managing Partner</i>		<ul style="list-style-type: none"> <li>Formerly with Goldman, Sachs &amp; Co. in New York and San Francisco from 1995-2002</li> <li>Former Co-Head of Goldman Sachs' Financial Technology Group (#1 market share)</li> <li>Wharton M.B.A.</li> </ul>	<p><b>22</b></p>
<b>Larry Furlong</b> <i>Managing Director</i>		<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>22</b></p>
<b>Greg Smith</b> <i>Managing Director</i>	 	<ul style="list-style-type: none"> <li>Formerly award winning Equity Research Analyst at Merrill Lynch / J.P. Morgan / Hambrecht &amp; Quist</li> <li>20+ years of experience covering FinTech as both an Analyst and Investment Banker</li> </ul>	<p><b>21</b></p>
<b>Osman Khan</b> <i>Managing Director</i>		<ul style="list-style-type: none"> <li>Former Managing Director / Head of FIG M&amp;A at Alvarez &amp; Marsal</li> <li>15+ years FIG deal, consulting and assurance experience at PwC</li> <li>40 Under 40 M&amp;A Advisor Award Winner in 2013</li> <li>LSE (BSc w/Honors), MBS (MBA w/Distinction), ICAEW (FCA)</li> </ul>	<p><b>20</b></p>
<b>Steve Stout</b> <i>Managing Director</i>	 	<ul style="list-style-type: none"> <li>Former Global Head of Strategy at First Data</li> <li>Formerly Led J.P. Morgan Payments Investment Banking</li> <li>Former Equity Research Analyst on #1 ranked team at UBS and Economist at the Federal Reserve Bank</li> </ul>	<p><b>19</b></p>
<b>Tim Wolfe</b> <i>Managing Director</i>		<ul style="list-style-type: none"> <li>Formerly with Goldman, Sachs &amp; Co. beginning in 2000</li> <li>Started at FT Partners in 2002</li> <li>40 Under 40 M&amp;A Advisor Award Winner 2013</li> <li>Harvard M.B.A.</li> </ul>	<p><b>15</b></p>
<b>Timm Schipporeit</b> <i>Managing Director</i>	 	<ul style="list-style-type: none"> <li>11+ years with Morgan Stanley, Senior Executive Director of European Technology Investment Banking Team in London</li> <li>Formerly a Venture and Growth Investor focused on FinTech at Index Ventures</li> </ul>	<p><b>14</b></p>
<b>Andrew McLaughlin</b> <i>Managing Director, Research &amp; Business Development</i>		<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>11</b></p>