

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



in its minority financing by



for total consideration of

£ 44,000,000

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Global Processing Services' £44 million Minority Financing

Overview of Transaction

- On June 19, 2018, Global Processing Services ("GPS") announced it has raised £44 million in funding led by Dunedin
 - This is the first external investment accepted by GPS
- Headquartered in Dougal, Isle of Man, with offices in London, UK, GPS is an award-winning proprietary API-based software platform powering leading next generation payments and banking innovators
- GPS is revolutionizing issuer processing by offering disruptive FinTech card programs and mobile first banks with high-speed, direct connectivity to networks and issuers while approving transactions and initiating payment / settlement instructions
 - GPS' developer friendly platform provides market leading, customizable solutions for card programs requesting specific processing features for their customers
 - Strengths in flexibility, implementation and customer service enable
 GPS' clients success with reliable processing and on demand support
- Dunedin is a UK private equity firm targeting buyouts and investments in market leading companies in the UK

Significance of Transaction

- With this latest minority investment, GPS plans to build a world class sales team, additional data centers and continue to fuel international expansion
- The deal is the UK's 3rd largest FinTech financing so far in 2018

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to GPS and its Board of Directors
- This transaction underscores FT Partners' deep Payments domain expertise and tis successful track record generating highly favorable outcomes for high growth FinTech companies globally

Financial Technology Partners LP FTP Securities LLC

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GPS Overview

Company Overview



Founders: Tony Kerr, Craig Dewar

Headquarters: Douglas, Isle of Man **Offices:** London, UK

Founded: 2013

Award-Winning Proprietary API-Based Software Platform Powering Leading Next Generation Payments & Banking Innovators

- GPS is the leading processing partner enabling top FinTech players to disrupt financial services
- GPS processes millions of monthly transactions from its 7+ million cards on an award-winning proprietary API-based software platform
- The Company's platform offers customizable solutions for new age card programs, such as FX cards, crypto currency based programs, and mobile first bank issued cards
- Cross border functionality, and seamless integration with a developer friendly platform and a highly customizable offering has attracted leading FinTech issuers globally
- The City of London Corporation and the UK Department for International Trade have certified GPS as a FinTech representative of the UK for cross-border commercial business development

Solutions Overview

GPS' Apex platform powers the booming FinTech Industry with functionality, enabling clients to deliver value on their card programs

Strong Focus on Future Payment and Banking Needs

Enables capabilities for card programs that differentiate and drive value for end users

£7.5 bn+

Processed Annually

Leading Processing Speed, Scale and Security

Proprietary technology drives faster processing with PCI Level 1 Compliance

400 mm+

Transactions
Per Annum

Extensive Real-time Control of Program Attributes

Unique rule setting and instant management capabilities across programs and payment cards







GPS' Diverse Client Base



GPS Powers the Largest, Most Exciting and Fastest Growing PayTech Companies Globally

Established Players

















Well-funded FinTech Innovators











Cutting Edge Disruptive Start-Ups















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Dunedin Overview

Overview





Shaun Middleton Managing Partner



Nicol Fraser Partner



Oliver Bevan Partner



Dougal Bennett Partner

Selected Locations

• London, UK

Edinburgh, Scotland

About

- Dunedin is a UK private equity firm targeting buyouts of market leading companies in the UK with a deal size of £20 mm to £100 mm
- Dunedin typically invests between £20m and £60m in its portfolio companies
- Dunedin focuses on business services, financial services and industrial sectors, using its depth of knowledge to understand the market drivers and to build relationships with management teams, key industry participants and influencers
- Dunedin backs businesses with excellence at the core where growth can be accelerated through technology development and international expansion

Investment Preferences

Investment Criteria

Fund Size: £350 mm

Fund Raised: 2013

Investment Range: £20 – 60 mm

Revenue: NA

EBITDA: NA

General Preferences 1

Control: Minority, Majority

Geography: UK

Transaction Type: Growth, Buyout

Industry Focus: Business Services,

Financial Services, Industrials & Energy,

TMT

Selected Recent Investments / Exits

FinTech / Financial Services Investments 2

Date	Company	Deal Amt. ³	Board Rep.	Sector
06/18	GPS (Growth)	\$58	Oliver Bevan; Dougal Bennett	Pymts
03/17	Foresnsic Risk Alliance (Growth)	7	Mark Ligertwood	FMS
06/16	Kingsbridge Risk Solutions (Buyout)	48	Giles Derry	lns
10/13	Alpha FMC (Buyout)**	NA	NA	CapMkt
10/08	Hawksford (Buyout)	49	NA	CapMkt
01/07	Enrich Reward (Xafinity Punter Southall)*	37	NA	lns
01/05	Practice Plan (Wesleyan Assurance Society)*	NA	NA	lns
07/05	Zenith Vehicle Contracts (LDC, Morgan Stanley Capital Partners)*	47	NA	Bnkg
09/03	Home and Legacy (Allianz Cornhill)*	32	NA	lns

Other Investments ²

	Date	Company	Deal Amt. ³	Board Rep.	Sector
	08/13	Trustmarque Solutions (Endless, Liberata)*	65	NA	ΙΤ
	07/11	Red Commerce (Buyout)	71	NA	Software

Source: Company website, PitchBook

- 1) Italics indicate preferred control / geography
- 2) * denotes M&A exit; ** denotes IPO exit

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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





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



Ranked #1 Most Influential Person in all of FinTech in Institutional Investors "FinTech Finance 40"

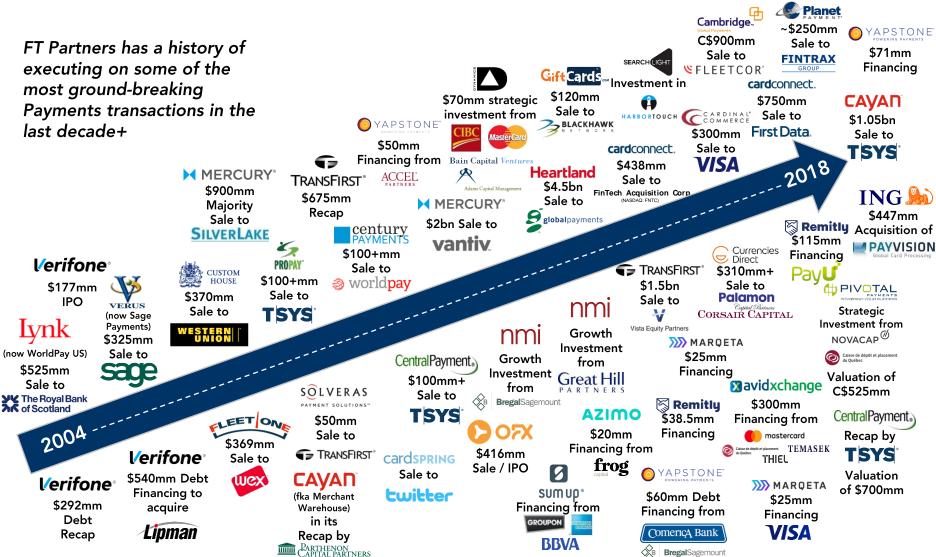


Numerous Awards for Transaction Excellence including "Deal of the Decade"

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Timeline of Selected FT Partners Payments Processing Transactions





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Ground-Breaking Payments Transactions Pioneered by FT Partners



Landmark transaction following successful sale of CardConnect to a SPAC only a year earlier



First sale of an "International Payments Specialist" to a pureplay consumer remittance provider



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



Substantial growth investment in leading payments enablement technology provider



Significant capital raise for next gen processor serving commerce startups and disruptors



First large-scale transaction for an integrated merchant acquirer



Groundbreaking strategic round for early stage European payments company



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



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



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

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FT Partners' Recent European Clients

FT Partners
has recently
advised on
a number of
transactions
across
Europe













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FT Partners Advises ING on its Acquisition of Payvision

Overview of Transaction

- On January 29, 2018, ING announced that it has reached an agreement to acquire a 75% stake in Payvision
 - The transaction values Payvision at EUR 360 million (approximately \$447 million)
- Headquartered in Amsterdam, ING is a global financial institution with a strong European base, offering banking services through its operating company ING Bank
 - The purpose of ING Bank is empowering people to stay a step ahead in life and in business. ING Bank's more than 51,000 employees offer retail and wholesale banking services to customers in over 40 countries
- Founded in 2002 in the Netherlands, Payvision is a fast growing, independent international card acquirer and payments platform, connecting payment service providers and their global merchants

Significance of Transaction

- The transaction will enable ING to strengthen its footprint in omnichannel payments services and expand its merchant services for its business customers, particularly in the fast-growing e-commerce segment
- By offering Payvision's solution, ING's business customers will be able to accept payments through any channel, including in store terminals and web shops and through any device

FT Partners' Role

- FT Partners served as strategic and financial advisor to ING in this transaction
- This transaction further supports FT Partners' continued success in the Payments space and highlights the Firm's versatility in generating attractive outcomes on both the sell-side and the buy-side
- FT Partners leveraged its deep, global industry knowledge and transaction expertise to help achieve a favorable outcome for the Company

Financial Technology Partners LP

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



in its acquisition of



at a total valuation of approximately

€360,000,000 (\$447,000,000)



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FT Partners Advises Payworks on its Financing

Overview of Transaction

- On January 31, 2018, Payworks closed a \$14.5 million Series B capital raise
- Founded in 2012 and headquartered in Munich, Germany, Payworks is a leading global provider of Point of Sale payment technology
 - Payworks' technology has simplified omnichannel card acceptance through its pre-certified and easily accessible gateway solution
- CommerzVentures is the corporate venture capital fund of Commerzbank Group, that invests in early- and growth-stage companies in the financial services and insurance sectors
- Visa is an American global payments technology company processing over \$10 trillion in volume, with expansive operations across over 200 countries and territories

Significance of Transaction

- The additional capital will drive global growth and scale with focus on R&D and Product teams
- Expanding across offices in Munich, New York, London and Barcelona will enable the company to fulfill the growing demand for its solution amongst its global client base

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Payworks and its Board of Directors
- This transaction underscores FT Partners' successful track record generating highly favorable outcomes for leading Payments companies
- FT partners leveraged its deep industry knowledge, extensive experience, and broad scope of relationships to help achieve a positive result for the Company

Financial Technology Partners LP **FTP Securities LLC**

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



in its Series B financing with participation from





VISA

for total consideration of

\$14,500,000



SGPS

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CVC Capital Partners' Acquisition of OANDA

Overview of Transaction

- On May 2, 2018, the shareholders of OANDA announced a sale of the company to funds managed by CVC Capital Partners
- Founded in 1995, OANDA is a global online retail trading platform, currency data, analytics and money transfer company
 - OANDA combines its award-winning technology and institutionalgrade execution across a wide range of asset classes, enabling clients to trade currencies, equity indices, commodities, treasuries and precious metals
- CVC Capital Partners is a leading private equity and investment advisory firm managing over \$70 billion in assets

Significance of Transaction

- Under the new ownership, OANDA will continue to be led by Chief Executive Officer, Vatsa Narasimha, who was pivotal in the investment from CVC and instrumental in growing the business at a CAGR of over 25% since 2015
- CVC will support OANDA's continued growth including initiatives to make strategic acquisitions in Asia, and in investing to further broaden its product set

FT Partners' Role

- FT Partners served as sole strategic and financial advisor to CVC Capital Partners
- This transaction highlights FT Partners' expertise in the Capital Markets Tech space and continued success in providing buy side advisory to top-tier financial sponsors

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



in its acquisition of





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FT Partners Advises Pivotal Payments on its Strategic Investment

Overview of Transaction

- On September 26, 2017, Pivotal Payments announced that it has received a strategic investment from Novacap and Caisse de Depot et Placement du Quebec (CDPQ) which values the Company at approximately C\$525 million
- Founded in 2003 and headquartered in Montreal, Canada, Pivotal Payments is a leading provider of technology-driven, end-to-end payment processing solutions
 - With operations throughout North America and Europe, Pivotal serves more than 50,000 merchants and enables over \$14 billion in transactions on its various platforms every year
- Novacap is a leading Canadian private equity firm with \$2.26 billion of assets under management
- Caisse de dépôt et placement du Québec (CDPQ) is a long-term institutional investor that manages funds primarily for public and parapublic pension and insurance plans

Significance of Transaction

- The new shareholders, who have extensive expertise in international business expansion, will enable Pivotal to pursue its plan to acquire new payment and FinTech solutions and expand into new markets
- Pivotal Payments represents the second transaction completed between FT Partners and CDPQ in 2017 and represents CDPQ's ongoing investment in tech-enabled businesses

FT Partners' Role

- FT Partners has served as the exclusive strategic and financial advisor to Pivotal Payments and its board of directors for over eight years, advising the Company through several acquisitions and other financial processes
- This transaction further supports FT Partners' continued success advising prominent companies in the Payments and Merchant Acquiring space and highlights the long-term nature of many of the Firm's advisory relationships

Financial Technology Partners LP

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



in its strategic investment from





valuing the company at approximately

C \$525,000,000



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FT Partners Advises YapStone on its Series C Financing

Overview of Transaction

- On February 12, 2018, YapStone announced it has raised \$71 million in Series
 C financing led by Premji Invest
 - Several high-profile investors joined the round, including Mastercard and existing investors, Accel and Meritech Capital Partners
- YapStone is a provider of online and mobile payment solutions for global marketplaces and large vertical markets, powering electronic payments for sharing economy marketplaces, such as HomeAway® and VRBO®, and thousands of apartment and vacation rental companies, homeowners' associations, self-storage companies, and many other markets
 - YapStone processes over \$18 bn in payment volume annually and has been recognized on the Inc. 5000 list of Fastest-Growing Private Companies for ten consecutive years

Significance of Transaction

- The financing will provide the Company's leadership team with the flexibility needed for a variety of corporate purposes, including global expansion and mergers and acquisitions
- In total, the Company has raised over \$180 million from investors including Accel, Meritech Capital Partners and Bregal Sagemount

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to YapStone and its Board of Directors
- FT Partners also advised YapStone on its \$50 million minority financing led by Accel Partners, as well as its \$60 million debt financing
- This transaction highlights FT Partners' continued success advising prominent companies in the Payments space and its leadership position as the "advisor of choice" to the highest quality FinTech Companies

FTP Securities LLC

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



in its Series C financing led by

Premji Invest

for total consideration of approximately

\$71,000,000



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FT Partners Advises Cayan on its Sale to TSYS

Overview of Transaction

- On December 18, 2017, TSYS announced it has entered into an agreement to acquire Cayan in an all cash transaction valued at approximately \$1.05 billion
 - The transaction is expected to close in Q1 2018
- Cayan, a portfolio company of Parthenon Capital Partners, provides technology led acquiring services to more than 70,000 merchants and 100+ integrated partners in the U.S.
 - The Company's flagship Genius platform delivers a seamless and scalable unified commerce experience across channels
- TSYS (NYSE: TSS) is a leading global payments provider, offering innovative and secure solutions across the payments spectrum from issuer processing and merchant acquiring to prepaid program management

Significance of Transaction

- The acquisition strategically complements TSYS' merchant goals to become a leading payment provider to small and medium size businesses in the U.S.
- The addition of Cayan's unified commerce solutions elevates TSYS' competitive position to jointly offer a broader set of value-add products and services to partners and merchants

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Cayan and its Board of Directors
- FT Partners also advised Cayan on its <u>recapitalization by Parthenon Capital</u>
 <u>Partners</u> along with numerous acquisitions made by the Company
- This transaction highlights FT Partners' continued success advising prominent companies in the Payments and Merchant Acquiring space and its leadership position as the "advisor of choice" to the highest quality FinTech Companies

FTP Securities LLC

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



in its 100% cash sale to



for total consideration of approximately

\$1,050,000,000





Award-Winning Investment Banking Franchise Focused on Superior Client Results

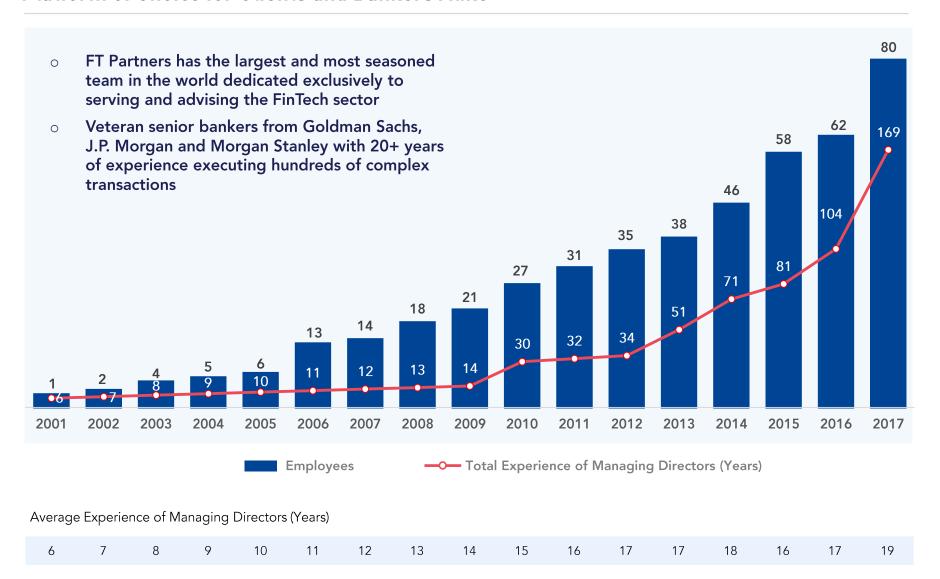


LendIt	2018	2018 Top Investment Bank in FinTech
Institutional Investor Institutional Investor Annual Ranking	2017 2015 - 2016 2006 - 2008	 Ranked #1 Most Influential Executive on Institutional Investor's FinTech 35 List Steve McLaughlin Ranked Top 5 on Institutional Investor's FinTech 35 List Consecutively Ranked (2006, 2007 and 2008) among the Top Bankers on Institutional Investor's "Online Finance 40"
The Information	2016	 Ranked #2 Top Technology Investment Banker on The Information's "Silicon Valley's Most Popular Dealmakers"
2017 - 2004 ANNUALAWARDS WINNER M&A Advisor Awards	2015 - 2017 2010 - 2014 2004 - 2007	 Investment Banker of the Year – 2017 Investment Banking Firm of the Year – 2016 Cross Border Deal of the Year - 2016 Dealmaker of the Year – 2015 Technology Deal of the Year – 2015 Equity Financing Deal of the Year - 2014 Professional Services Deal of the Year, Above \$100 mm – 2014 Dealmaker of the Year – 2012 Professional Services Deal of the Year, Above \$100 mm – 2012 Boutique Investment Bank of the Year – 2011 Deal of the Decade – 2011 Upper Middle Market Deal of the Year, Above \$500 mm – 2010 IT Services Deal of the Year, Below \$500 mm – 2010 Cross-Border Deal of the Year, Below \$500 mm – 2010 Dealmaker of the Year – Steve McLaughlin – 2007 Business to Business Services Deal of the Year - 2007 Computer and Information Technology Deal of the Year, Above \$100 mm – 2007 Financial Services Deal of the Year, Above \$100 mm – 2007 Investment Bank of the Year – 2004
Middle Market Financing Awards	2006 - 2008	 Equity Financing Dealmaker of the Year – Steve McLaughlin – 2008 Information Technology Deal of the Year – 2008 Financial Services Deal of the Year – 2008 Financing Professional of the Year – Steve McLaughlin – 2006

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Platform of Choice for Clients and Bankers Alike



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The FT Partners Senior Banker Team

Name / Position	Prior Background	Experience / Education	Years of Experience
Steve McLaughlin Founder, CEO and Managing Partner	Goldman Sachs	 Formerly with Goldman, Sachs & Co. in New York and San Francisco from 1995-2002 Former Co-Head of Goldman Sachs' Financial Technology Group (#1 market share) Wharton M.B.A. 	23
Greg Smith Managing Director	AS Merrill Lynch J.P.Morgan	 Formerly award winning Equity Research Analyst at Merrill Lynch / J.P. Morgan / Hambrecht & Quist 20+ years of experience covering FinTech as both an Analyst and Investment Banker 	22
Osman Khan Managing Director	pwc	 Former Managing Director / Head of FIG M&A at Alvarez & Marsal 15+ years FIG deal, consulting and assurance experience at PwC 40 Under 40 M&A Advisor Award Winner in 2013 LSE (BSc w/Honors), MBS (MBA w/Distinction), ICAEW (FCA) 	21
Steve Stout Managing Director	J.P.Morgan First Data	 Former Global Head of Strategy at First Data Formerly Led J.P. Morgan Payments Investment Banking Former Equity Research Analyst on #1 ranked team at UBS and Economist at the Federal Reserve Bank 	20
Tim Wolfe Managing Director	Goldman Sachs	 Formerly with Goldman, Sachs & Co. beginning in 2000 Started at FT Partners in 2002 40 Under 40 M&A Advisor Award Winner 2013 Harvard M.B.A. 	16
Timm Schipporeit Managing Director	Morgan Stanley Index Ventures	 11+ years with Morgan Stanley, Senior Executive Director of European Technology Investment Banking Team in London Formerly a Venture and Growth Investor focused on FinTech at Index Ventures 	15
Andrew McLaughlin Managing Director	Deloitte.	 20+ years experience executing / implementing financial and operational strategy Formerly with Deloitte Consulting 	12