

June 25, 2018

FT PARTNERS TRANSACTION ANNOUNCEMENT

FINANCIAL
TECHNOLOGY
PARTNERS

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on FinTech

San Francisco • New York • London

FT Partners is Pleased to Announce its
Role as IPO Advisor to



in its

\$1,010,000,000

Initial Public Offering

for a total enterprise
value of

\$4,500,000,000

IPO Overview

Key IPO Statistics

CEO:	David Zalik
Headquarters:	Atlanta, GA
Founded:	2006
Employees:	949
<hr/>	
Prospectus File Date:	April 27, 2018
Ticker:	Nasdaq: GSKY
Estimated Proceeds:	\$1,010,000,000*
Shares:	38,000,000
Filing Range:	\$21.00 – 23.00
Listing Date:	May 24, 2018
Offer Price:	\$23.00

Use of Proceeds

The Company intends to use the offering proceeds to purchase an aggregate of 32,158,396 Holdco Units from Exchanging Members (including the Company's CEO and other officers), and also to redeem shares of the Class A common stock from the Former Corporate Investors equity holders

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

FORM S-1

GreenSky, Inc.



(NASDAQ: GSKY)

David Zalik

Chief Executive Officer

5565 Glenridge Connector, Suite 700

Atlanta, GA 30342

\$1,010,000,000

IPO Advisor:



Underwriters:

J.P.Morgan

Goldman Sachs

Morgan Stanley

FT Partners Advises GreenSky on its IPO

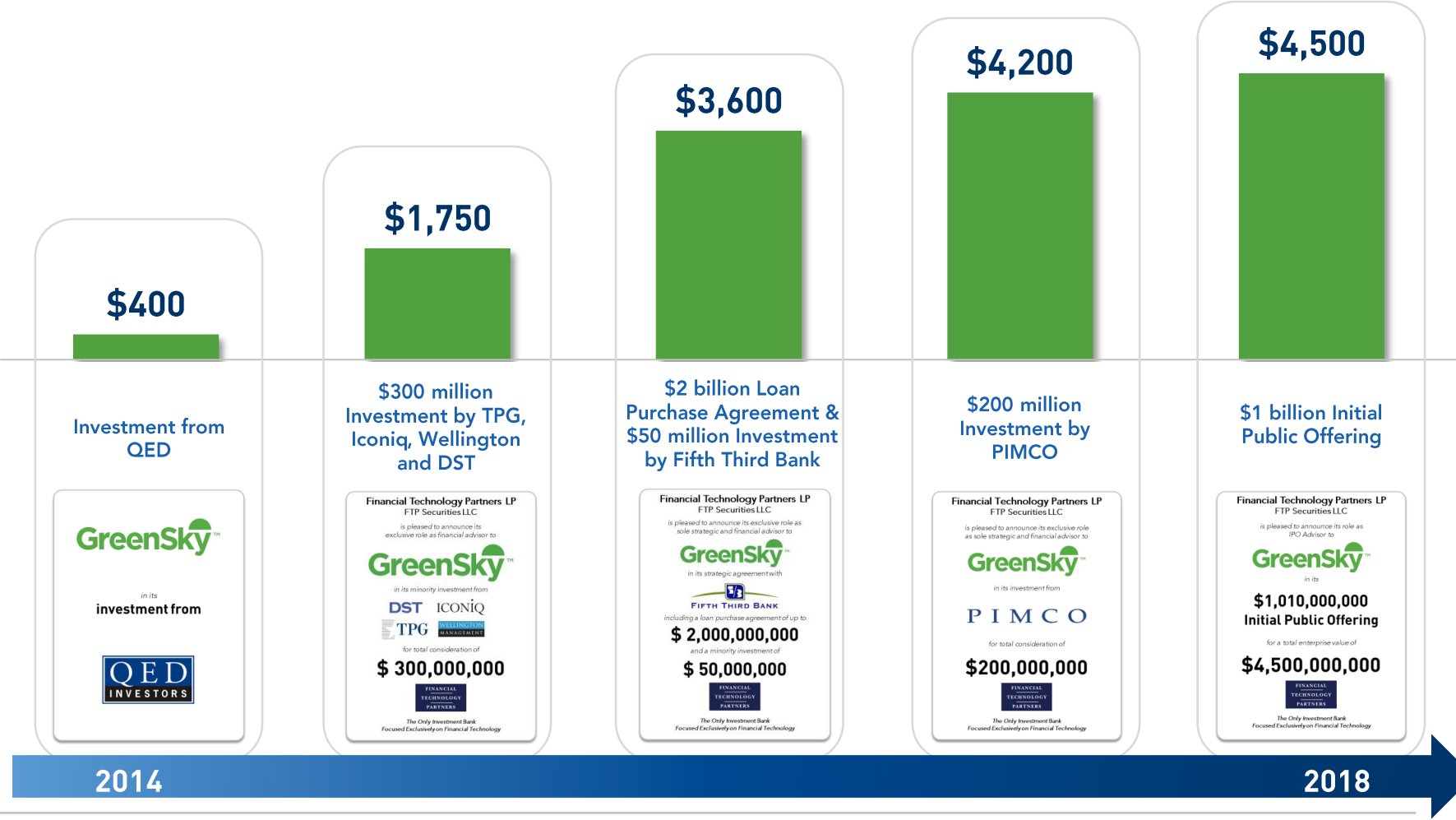
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FT Partners' Long-Term Client Relationship with GreenSky

GreenSky's valuation has grown over **11x** since FT Partners began working with the Company in 2014

(\$ in mm)



Enterprise value shown; public market valuation as of May 29, 2018

FT Partners Advises GreenSky on its IPO

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FT Partners' Long-Term Client Relationship with GreenSky (cont.)

Over the course of the past four years, FT Partners has advised GreenSky on numerous large transactions including equity financing, debt financing, a loan purchase agreement, and its IPO



FT Partners has been GreenSky's Advisor on over \$4,000,000,000 in transactions over four years

FT Partners Advises GreenSky on its IPO

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GreenSky's Initial Public Offering

Overview of Transaction

- On May 23, 2018, GreenSky (Nasdaq: GSKY) priced its IPO at \$23 per share, raising approximately \$1.01 billion
- Due to strong demand, the deal priced at the high end of the initial \$21 - \$23 filing range and the number of shares was increased by 3.9 million, or 11%
- GreenSky will use the IPO proceeds to purchase Holdco units and Class A common stock from its CEO and other officers as well as early equity investors
- GreenSky is a leading FinTech company that powers commerce at the point of sale; the Company's technology platform facilitates merchants sales, while reducing the friction, and improving the economics, associated with a consumer making a purchase and a bank extending financing for that purchase
 - GreenSky has approximately 12,000 active merchants on its platform and the Company has enabled 1.7 million consumers to finance over \$12 billion of transactions since its inception through March 31, 2018

Significance of Transaction

- GreenSky's IPO is the largest U.S. Technology IPO of 2018 and is also the largest U.S. FinTech IPO in over two years¹
- This transaction further supports FT Partners' continued success advising leading FinTech growth companies and also highlights the long-term nature of many of the Firm's advisory relationships

FT Partners' Role

- FT Partners served as IPO Advisor to GreenSky on this transaction
- FT Partners previously advised GreenSky on its [\\$300 million investment by TPG, Iconiq, Wellington, and DST in 2014](#), its [\\$2 billion loan purchase agreement and \\$50 million investment by Fifth Third Bank in 2016](#), and its [\\$200 million investment by PIMCO in 2017](#)
- FT Partners has leveraged its deep industry knowledge, extensive transaction expertise, and broad scope of relationships to consistently achieve favorable outcomes for GreenSky

Financial Technology Partners LP FTP Securities LLC

*is pleased to announce its role as
IPO Advisor to*



in its

\$1,010,000,000
Initial Public Offering

for a total enterprise value of

\$4,500,000,000



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(1) Excludes ADRs and foreign issuers

FT Partners Advises GreenSky on its IPO

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GreenSky's Initial Public Offering



Nasdaq

(Nasdaq: GSKY)

May 23, 2018

\$23.00 per share



FT Partners CEO & Managing Partner Steve McLaughlin on the podium at Nasdaq with the GreenSky team



Source: Nasdaq's Instagram

GreenSky Overview

Company Overview



CEO: David Zalik

Headquarters: Atlanta, GA

Founded: 2006

Employees: ~900

- GreenSky provides a marketplace for point of sale ("POS") promotional financing, enabling businesses of various sizes in home improvement, elective healthcare, and other market segments to offer flexible credit options to their customers
- The Company works with bank partners to provide its unsecured installment loan programs to customers in the Prime and Super Prime credit markets
- Businesses can apply to become a GreenSky merchant in order to offer its customers financing programs
 - State of the art platform is paperless, and customers can apply online, by phone, or through a mobile application
 - Funds reach the customer's account within 48 hours
- The proprietary, technology-driven platform enables partners to make informed, real-time credit decisions and allows for real-time transaction processing

Product and Services Overview

GreenSky's technology platform provides credit decisions anytime, any place, by phone, website or mobile app in seconds



- 1 Customer applies online, by phone or mobile app
- 2 Customer gets approved in seconds and receives a GreenSky account number and loan agreement from lender
- 3 GreenSky User gets funded by using the customer's GreenSky account to process the payment just like a credit card



Credit limits up to \$55,000; High approval rates; No interest if paid in full within promo period



Immediate funding upon approval; no paperwork, completion certificates or sales contracts



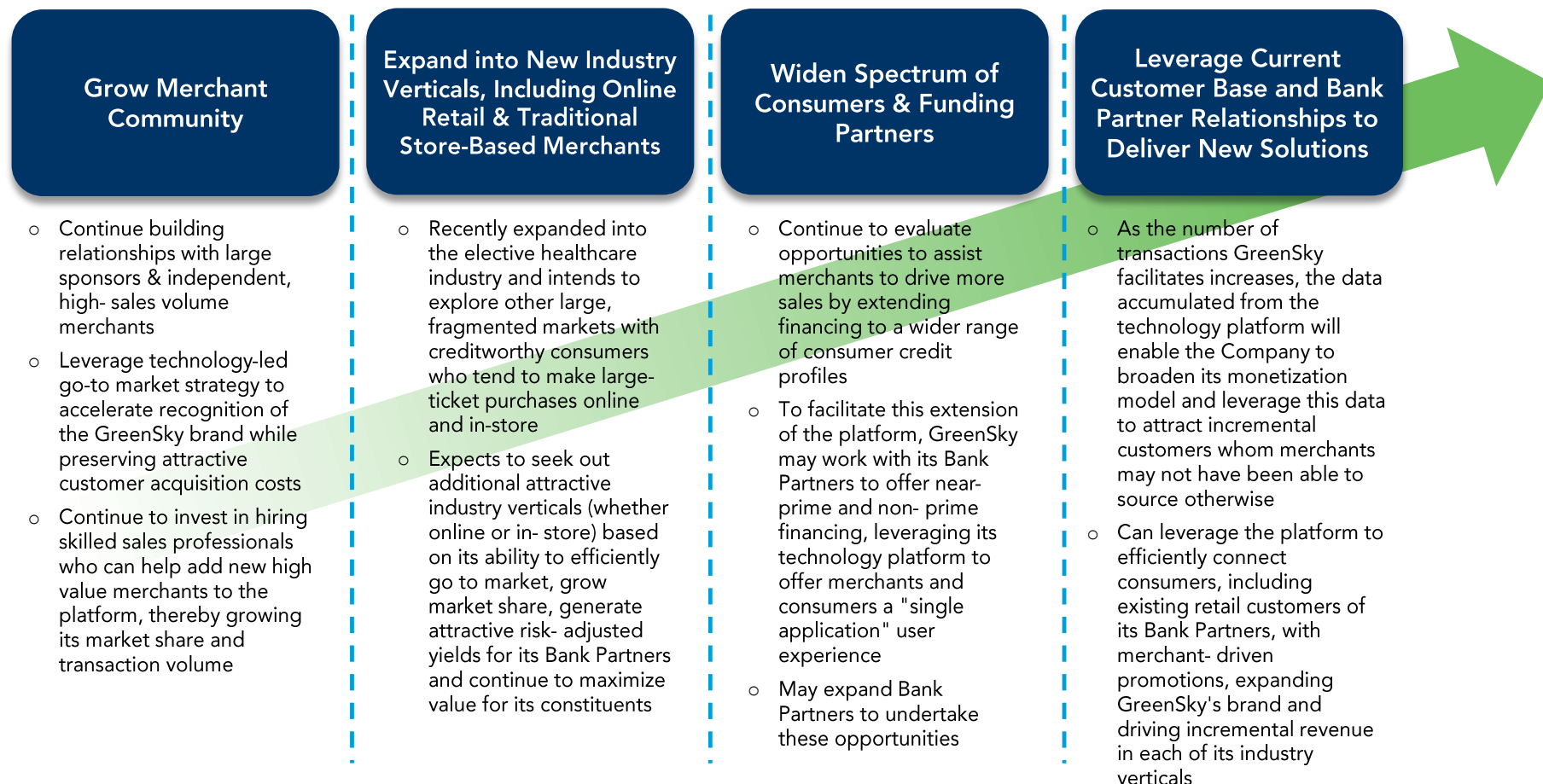
Paperless application process; decisions in seconds, GPS-enabled mobile app

Markets Served

- Home Improvement
- Elective Healthcare
- Specialty Retail
- E-Commerce

GreenSky's Growth Strategy

GreenSky plans to focus on the following efforts to continue to deliver value for its constituents and to expand its ecosystem



FT Partners Advises GreenSky on its IPO

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GreenSky's Strengths and Competitive Advantages



Differentiated Technology Platform & Customer Experience

- GreenSky believes that its proprietary, patent- pending technology is unique because it can deliver:
 - Frictionless setup and multiple promotional financing alternatives for its merchants
 - An intuitive, **mobile-native** user interface, and real-time "apply and buy" capabilities, for consumers
 - Instant **digital loan underwriting** and distribution mechanisms for its Bank Partners

Large, Entrenched Ecosystem

- As of March 31, 2018, GreenSky had 12,231 active merchants
- From its inception through March 31, 2018, the Bank Partners have used GreenSky's technology and network of merchants to provide over **\$12 billion** of financing to approximately **1.7 million consumers**
- The powerful network effects of the platform strengthen this ecosystem, providing increasing value to GreenSky and each of its constituents as the Company scales

Trusted Relationship with Bank Partners

- GreenSky has continually refined and upgraded its compliance, control, servicing and collections functions to meet the regulatory requirements, documentation and operating standards applicable to its Bank Partners, which include **several of the largest banks in the United States**

Asset-Light Model

- Bank **Partners originate and own the loans** that they facilitate through the platform
- GreenSky derives a substantial majority of its revenue and profitability from **upfront transaction fees** every time a merchant facilitates a transaction and receives a payment using the platform

Attractive Consumer Profile

- Consumers using the platform live in **all 50 states** and typically are or have been homeowners with **super-prime** or **prime credit scores**
- For all loans originated on the platform during the three months ended March 31, 2018, the credit- line weighted average consumer credit score was **769**

Efficient Go To Market Strategy and Recurring Revenue Model Drive Strong Operating Leverage

- Leverages its proprietary technology and strong Sponsor relationships to efficiently access and onboard a large network of merchants
- GreenSky's merchants, once acquired, allow it to reach an even larger universe of consumers and **facilitate repeat transactions at very low cost** relative to the transaction fee the Company receives.
- Coupled with the highly scalable technology anchoring the platform, GreenSky delivers **strong operating margins**

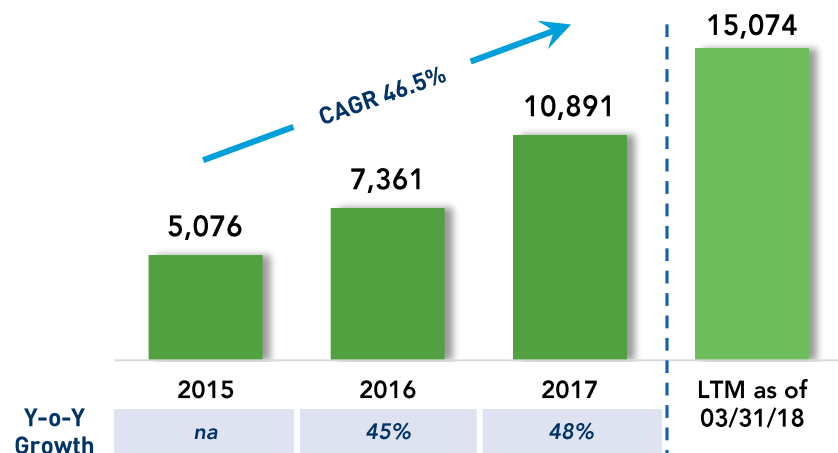
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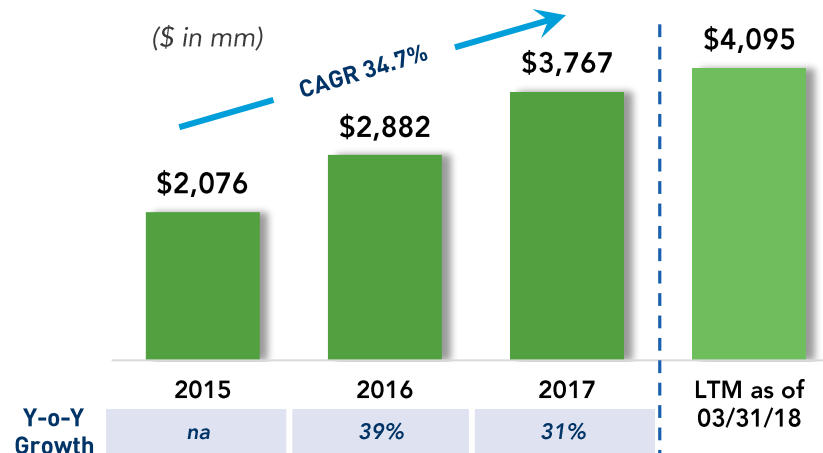


GreenSky's Key Metrics Overview

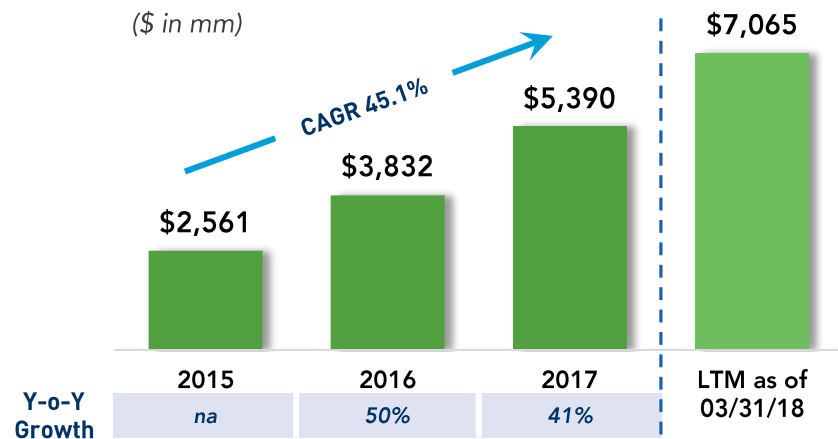
Active Merchants / % Growth



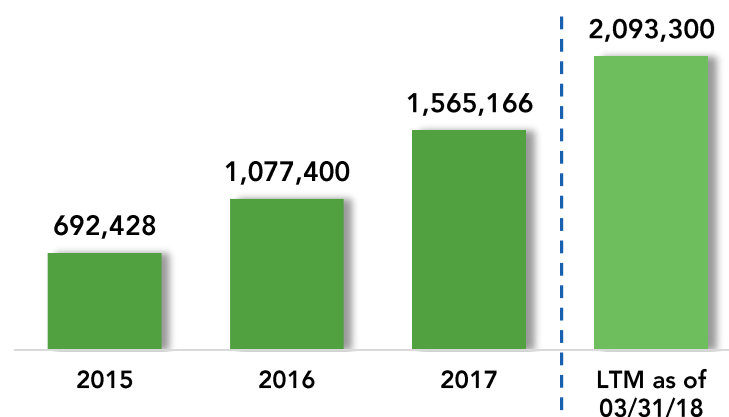
Transaction Volume / % Growth



Loan Servicing Portfolio / % Growth



Cumulative Consumer Accounts



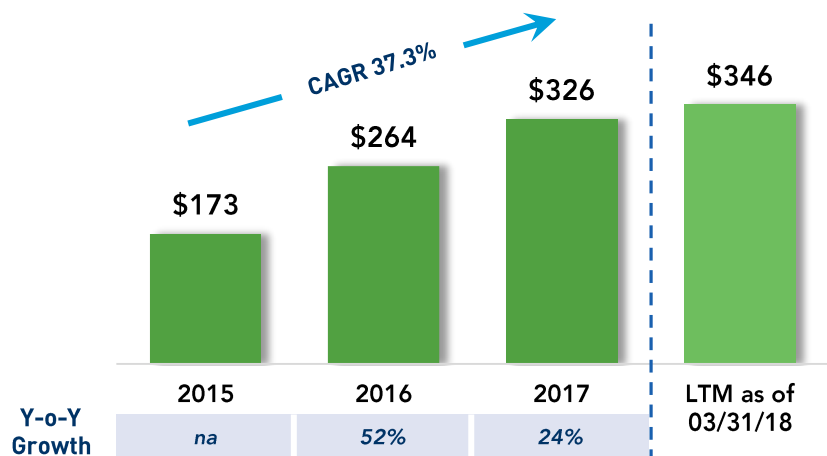
FT Partners Advises GreenSky on its IPO

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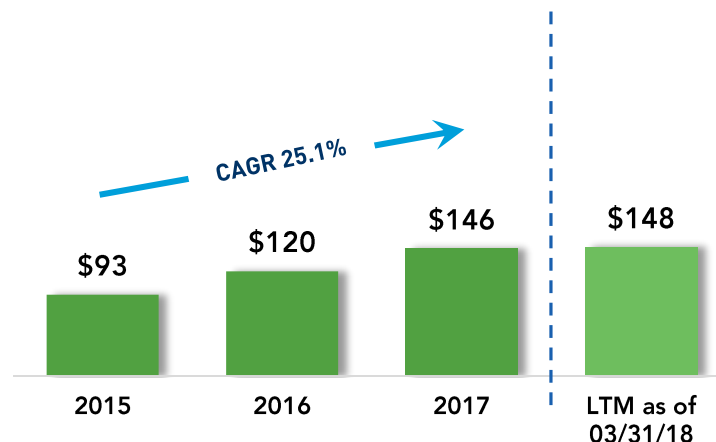
GreenSky's Financial Overview

Total Revenue / % Growth

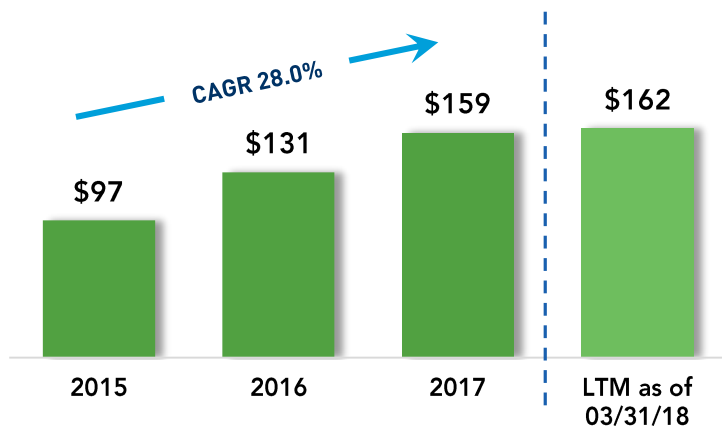


Operating Income

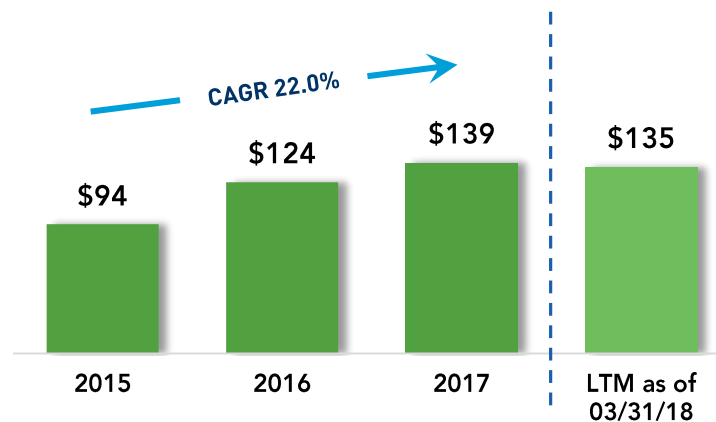
(\$ in mm)



Adjusted EBITDA *



Net Income







Source: Company prospectus

* Adjusted EBITDA is defined as net income before interest expense, taxes, depreciation & amortization, adjusted to eliminate equity-based compensation & payments & certain noncash & nonrecurring expenses

Wall Street Research Coverage of GreenSky

Numerous Wall Street firms have initiated coverage on GreenSky with price targets significantly above the current price

Company	Rating	Target Price
 Goldman Sachs	Buy	\$31.00
J.P.Morgan	Overweight	\$30.00
Morgan Stanley	Overweight	\$28.00
 Merrill Lynch Bank of America	Neutral	\$26.00
 CREDIT SUISSE	Outperform	\$29.00
GUGGENHEIM	Buy	\$30.00
SANDLER O'NEILL + PARTNERS	Hold	\$26.00
 SUNTRUST	Buy	\$35.00
	Mean	\$29.38

"We believe GreenSky has created a unique, end-to-end technology platform for the consumer lending market, and see opportunities for significant TAM expansion as GreenSky enters new verticals. We think both of these factors will enable GreenSky to outgrow peers and maintain strong margins for the foreseeable future."

Goldman Sachs

"GSKY is a leading provider of "apply and buy" financing and payment technology primarily in the home improvement space, with a smart platform that reduces friction, we believe a "win-win-win" for its merchants (incremental sales), borrowers (promotional finance terms) and bank partners (access to prime consumer credits)...We think a premium to consumer finance names is warranted given its growth profile, asset light model and upside potential to estimates."

J.P.Morgan

"We see attractive growth runway for GSKY given low penetration and opportunity to move into new segments within consumer loans...We think barriers to scale are high, and GSKY's first / early mover advantage in its target verticals, convenience of seamless and instant mobile application process, and evidence of positive results for its merchants are key differentiators that should allow it to continue to maintain healthy growth rates even as competition may increase."

Morgan Stanley

FT Partners Advises GreenSky on its IPO

GreenSky's \$200,000,000 Investment from PIMCO

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Overview of Transaction

- On December 28, 2017, GreenSky Credit filed an SEC Form D stating that it has closed a \$200 million capital transaction
- Founded in 2006 and headquartered in Atlanta, GA, GreenSky is a leading provider of point of sale (POS) promotional financing solutions
 - With operations throughout North America, GreenSky connects approximately 15 funding partners with more than 17,000 merchants, and services close to \$4 billion in origination volume per year
- PIMCO is an American investment management firm with over \$1.5 trillion in AUM, with expanding operations in corporate private equity investments in high growth financial services and technology companies

Significance of Transaction

- PIMCO's investment represents the continued fundamental shift in lending customer acquisition models away from traditional banks and towards specialists like GreenSky, who partner with traditional banks as partners
- This transaction positions GreenSky as a clear leader in Alternative & POS Lending and enables the company to continue to innovate, bring additional products to existing markets, and expand into new markets overall

FT Partners' Role

- FT Partners has served as the exclusive strategic and financial advisor to GreenSky and its board of directors since 2014, advising the Company through numerous equity and debt capital raises and other financial processes
- This transaction further supports FT Partners' continued success advising prominent companies in the Alternative & POS Lending space and highlights the long-term nature of many of the Firm's advisory relationships
- FT partners leveraged its deep industry knowledge, extensive experience, and broad scope of relationships to help achieve a favorable outcome for the Company

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



in its investment from

P I M C O

for total consideration of

\$200,000,000



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GreenSky's Strategic Agreement & Minority Investment

Overview of Transaction

- On September 14, 2016, GreenSky and Fifth Third announced a strategic agreement which enables Fifth Third to originate loans and offer financing solutions to consumers through GreenSky's existing merchant network
- GreenSky provides an online loan platform that allows businesses to offer flexible credit programs to their customers – promoting higher transaction values and driving sales growth
- [Feature story in the Wall Street Journal](#) highlighting this strategic transaction and the \$3.6 billion valuation ascribed to GreenSky in this most recent round

Significance of Transaction

- In addition to the agreement, GreenSky announced a minority \$50 million financing round from Fifth Third Bancorp, bringing the total capital raised by FT Partners for GreenSky to \$350 million
- Fifth Third anticipates financing \$2 billion in loans originated through GreenSky's system over time
- This transaction positions GreenSky to remain a leader in the Alternative Lending space and enables the company to continue to innovate and bring additional products to market

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to GreenSky and its Board of Directors
- FT Partners leveraged its deep knowledge, extensive experience and broad industry relationships to help achieve another highly favorable outcome for the Company
- This transaction demonstrates FT Partners' continued success advising top-tier financial technology companies

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in its strategic agreement with



including a loan purchase agreement of up to

\$ 2,000,000,000

and a minority investment of

\$ 50,000,000



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FT Partners Advises GreenSky on its IPO

GreenSky's \$300,000,000 Minority Investment

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Overview of Transaction

- GreenSky completed a minority \$300 million financing round from TPG, DST, Iconiq and Wellington Management
- The Company provides an online loan platform that allows businesses to offer flexible credit programs to their customers – promoting higher transaction values and driving sales growth
- GreenSky's proprietary, technology-driven platform enables partners to make informed, real-time credit decisions and allows for real-time transaction processing
- The Company has grown to be a leader in the emerging Alternative Lending space, with a particular focus on home improvement financing

Significance of Transaction

- Represents the largest private equity financing in the Alternative Lending space to date
- Demonstrates a fundamental shift in lending customer acquisition models away from traditional banks and towards specialists like GreenSky
- This transaction positions GreenSky as a clear leader in Alternative Lending and enables the company to continue to innovate and bring additional products to market

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to GreenSky and its Board of Directors
- FT Partners leveraged its deep knowledge, extensive experience and broad industry relationships to help achieve a highly favorable outcome for the Company
- Transaction demonstrates FT Partners' continued success advising top-tier financial technology companies

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in its minority investment from

DST **ICONIQ**



for total consideration of

\$ 300,000,000



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FT Partners' Client Featured in Forbes



FT Partners' client and CEO of GreenSky, David Zalik is featured on the cover of the September 2017 issue of Forbes

Highlights of the feature story

"GreenSky, America's third-most-valuable fintech company (after Stripe and SoFi), has been incubating in obscurity for the past decade.... In the fall of 2014, Zalik and other insiders sold 17% of GreenSky at a \$1.8 billion valuation to TPG, Wellington Management, Iconiq Capital and DST Global. Two years later, Fifth Third invested at double that valuation."

"It's a classic digital-era middleman, in the great tradition of eBay and Airbnb, to the tune of \$9 billion in unsecured loans to 1.2 million customers since 2012. Zalik figures that in 2017 GreenSky will sit in the middle of more than \$3.5 billion in loan volume. Forbes estimates that the company will take in \$250 million in revenue this year, with profit margins that likely exceed 25% (Zalik says the company has been profitable for five years)."

FT Partners Advised GreenSky on its Multi-Billion Dollar Financing Deals

2014

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in its minority investment from



for total consideration of

\$ 300,000,000



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2016

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in its strategic agreement with



Including a loan purchase agreement of up to
\$ 2,000,000,000
and a minority investment of
\$ 50,000,000



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2017

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in its investment from



for total consideration of

\$ 200,000,000



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2018

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in its

\$1,010,000,000
Initial Public Offering

for a total enterprise value of

\$4,500,000,000



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FT Partners Delivers Great Companies + High Returns to Investors

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In addition to GreenSky, there are countless examples of investors in FT Partners-advised companies / transactions generating strong investment returns for investors

Only working with the best of the best in FinTech

CAYAN™

in its sale to

TSYS®

\$ 1,050,000,000

15x+ return for
Parthenon



KUBRA



in its 80% majority sale to

HEARST corporation

13.5x return for
Clairvest

CLAIRVEST

**square
trade™**

in its sale to



\$ 1,400,000,000

3.5x return for
Bain



avidxchange

in its Series F minority
financing from



mastercard TEMASEK



**Caisse de dépôt et placement
du Québec THIEL**

\$ 300,000,000

Avid's valuation has grown
nearly **70x** since FT
Partners began working
with the AvidXchange

MERCURY®

in its cash sale to

vantiv™

\$ 2,000,000,000

Greater than **6x** since FT
Partners began working
with Mercury

YAPSTONE™
POWERING PAYMENTS

in its minority investment
led by

Accel

\$ 50,000,000

Yapstone's valuation has
grown nearly **75x** since
FT Partners began working
with the Company

Introduction to the FT Partners IPO Advisory Service

FINANCIAL
TECHNOLOGY
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Involvement of FT Partners as IPO Advisor will save clients' management teams considerable time and energy throughout the IPO process

FT Partners brings efficiency to all aspects of the process including internal preparation, underwriter management and transaction execution

Overview of IPO Phases and Key Work Product

Initial Internal Planning

- Timeline and work streams
- Preliminary transaction parameters
- Assistance with financial forecast
- External advisor selection

Core Preparation

- Positioning, analyst presentation
- Prospectus drafting
- Valuation
- Underwriter prep, analysis and candidate selection
- Advisor organizational meeting materials
- RFP package

Underwriter Selection

- Underwriter teach-ins and research analyst meetings
- Underwriter selection and syndicate structuring
- Fee negotiations

Marketing & Execution

- Prospectus drafting and roadshow presentation
- Ongoing valuation discussions
- Research analyst monitoring
- Prepare for follow-on offerings

Key Benefits of FT Partners' Involvement

- ✓ *Independent advice*
- ✓ *Significant preparation*
- ✓ *Leverage for management*
- ✓ *Assistance in negotiating with underwriters*
- ✓ *Confidentiality*

FT Partners' involvement can be customized to fit the particular needs of a client throughout IPO preparation and execution

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Significant IPO and IPO Advisory Experience

FT Partners team has significant experience as both IPO underwriters and as IPO advisors – provides valuable perspective on overall process

Experience as both direct IPO underwriter as well as in IPO Advisory role

IPO Advisory Experience



- ✓ Deep experience helping companies in IPO Advisory capacity
- ✓ Numerous success stories and unique value proposition across several types of stories

IPO Underwriting Experience *

FinTech



Non-FinTech



- ✓ Understand the process from an underwriter perspective
- ✓ Can more fully appreciate value-add of advisory service having been on the other side

* Includes experience from FT Partners' employees prior to joining the Firm

FT Partners IPO Advisory Case Study: Envestnet

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Capital Markets & IPO Advisor to



in its

\$69,000,000

Initial Public Offering

valuing the equity at approximately

\$ 300,000,000



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Overview of Transaction

- Envestnet completed an initial public offering of 7,705,825 shares at \$9.00 per share and began trading on the NYSE under the symbol ENV
- The net proceeds of the offering were be used for general corporate purposes, including selective strategic investments, acquisitions, alliances or other transactions
- Envestnet provides a comprehensive platform of wealth management solutions for professional investment advisors, including a range of fee-based investment products, analytic tools, reporting utilities, and other practice management applications

Significance of Transaction

- Envestnet's IPO enhanced its ability to continue growing and better serve its financial advisor client base
- The offering represented one of several successful public offerings in the investment management and wealth management solutions space

FT Partners' Role

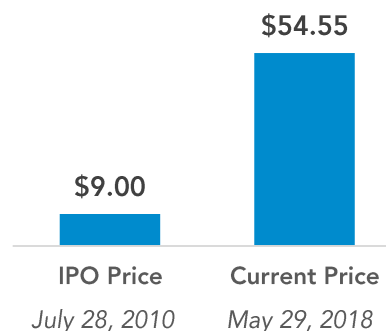
- FT Partners served as strategic, financial and IPO advisor to Envestnet and its Board of Directors
- FT Partners assisted in managing the entire IPO process, enabling management to focus on growing the business

Financials

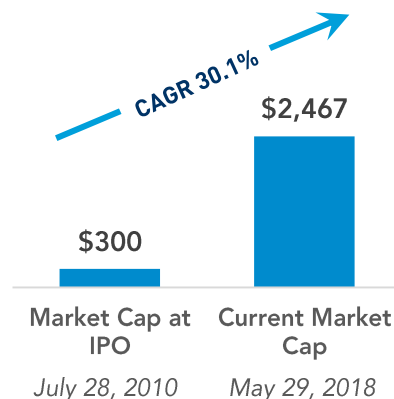
Total Offering Size	\$69 million
IPO Valuation	\$300 million
Current Market Cap ⁽¹⁾	\$2,467 million
2017 Revenue	\$684 million
2017 EBITDA	\$77 million

Stock Price

▲ 506% Increase



Market Cap



FT Partners IPO Advisory Case Study: Ellie Mae

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EllieMae®

in its

\$45,000,000

Initial Public Offering

valuing the equity at approximately

\$ 146,000,000



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Overview of Transaction

- On April 14, 2011, Ellie Mae (the "Company") priced 7.5 million shares at \$6 per share in its initial public offering, implying a total offering size of \$45 million
- The Company began trading on the NYSE under the ticker ELLI
- Ellie Mae is a leading provider of enterprise level, on-demand automated solutions for the residential mortgage industry
- Ellie Mae sold 5 million shares in the offering with the remaining 2.5 million sold by existing stockholders
- Underwriters were granted the option to purchase up to an additional 1.125 million shares from selling stockholders to the extent they sold more than 7.5 million shares

Significance of Transaction

- The IPO provided capital to fund future growth and enabled the Company to more effectively serve its user base
- In addition to returning capital to shareholders, proceeds of the transaction were used for general corporate purposes, acquisitions and / or investments in new technologies, solutions or businesses

FT Partners' Role

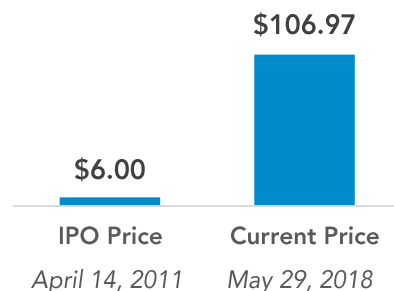
- FT Partners served as strategic, financial and IPO advisor to Ellie Mae and its Board of Directors
- FT Partners managed the entire IPO process, enabling management to focus on growing the business

Financials

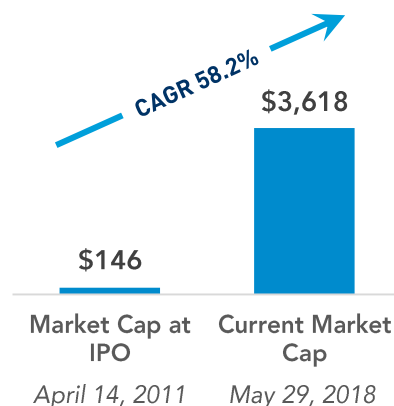
Total Offering Size	\$45 million
IPO Valuation	\$146 million
Current Market Cap ⁽¹⁾	\$3,618 million
2017 Revenue	\$417 million
2017 EBITDA	\$71 million

Stock Price

▲ 1,683% Increase



Market Cap



FT Partners Represents Verifone as IPO Advisor

Overview of Transaction

- On April 28, 2005 Verifone completed a \$177 mm offering consisting of 55% primary shares and 45% secondary shares and trades under the symbol "PAY"
 - GTCR Golder Rauner, LLC, a Chicago-based private equity firm with over \$6 bn in capital under management, is the majority shareholder in VeriFone with pre-IPO ownership of 68%
- Proceeds of the transaction were used to extinguish Verifone's \$72 mm second lien loan, provide for working capital needs and pay transaction related expenses
- Verifone started trading on the NYSE on April 29, 2005 under the ticker symbol "PAY"

Significance of Transaction

- Verifone's IPO is one of the most notable financial technology transactions in 2005
- Verifone's IPO was the third best performing IPO in any sector in 2005, ending the year up 170% from the IPO price
- Award winning transaction recognized as Computer and IT Deal of the Year by the M&A Advisor

FT Partners' Role

- FT Partners is Verifone's ongoing lead provider of strategic, financial and M&A advice, globally (see write up in Institutional Investor magazine)
- FT Partners served as independent IPO Advisor to Verifone
 - FTP managed the entire IPO process prior to selection of underwriters and acted as "inside advisor" to Verifone's CEO and Board of Directors throughout the entire process
 - Prepared initial draft of S-1 and other required documentation
 - Created detailed projection model from scratch
 - Participated in underwriter selection process
 - Created detailed management presentations for meetings with potential underwriters
 - Prepared and coordinated due diligence sessions for underwriters
 - Offered capital markets, peer analysis, valuation and numerous other advisory services
- FT Partners' strong relationship with Verifone, deep industry knowledge and execution experience resulted in a highly efficient and successful IPO process for the Company
- FT Partners also advised Verifone on its \$292 mm recapitalization in 2004 and its \$15 mm acquisition of Go Software in 2005
- FT Partners was awarded Computer and Information Technology Deal of the Year by The M&A Advisor for its role in this transaction

Financial Technology Partners LP FTP Securities LLC

*is pleased to announce its exclusive role as
Capital Markets & IPO Advisor to*

Verifone®

in its

\$177,000,000

Initial Public Offering

valuing the equity at approximately

\$ 650,000,000

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FT PARTNERS ADVISES



Proven Track Record of Success Across FinTech

<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as strategic and financial advisor to</p> <p>Heartland</p> <p>in its sale to</p> <p>globalpayments</p> <p>for total consideration of</p> <p>\$ 4,500,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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 strategic and financial advisor to</p> <p>MERCURY</p> <p>in its cash sale to</p> <p>vantiv</p> <p>for total consideration of</p> <p>\$ 1,650,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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>MERCURY</p> <p>in its approximately 60% Growth</p> <p>SILVERLAKE</p> <p>for a value up to</p> <p>\$ 900,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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>AmWINS Group, Inc.</p> <p>in its growth recapitalization by</p> <p>NMC NEW MOUNTAIN CAPITAL LLC</p> <p>valued at approximately</p> <p>\$ 1,300,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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>SWIFT FINANCIAL</p> <p>in its sale to</p> <p>PayPal</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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 Financial, Strategic and IPO Advisor to</p> <p>ORX</p> <p>in its</p> <p>Initial Public Offering</p> <p>valuing the equity at approximately</p> <p>A\$ 480,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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>GreenSky</p> <p>in its investment from</p> <p>PIMCO</p> <p>for total consideration of</p> <p>\$ 200,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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>Cambridge Global Payments</p> <p>in its sale to</p> <p>FLEETCOR</p> <p>for total consideration of</p> <p>C \$ 900,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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>square trade</p> <p>in its sale to</p> <p>Allstate</p> <p>for total consideration of</p> <p>\$ 1,400,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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>CAYAN</p> <p>in its 100% cash sale to</p> <p>TSYS</p> <p>for total consideration of approximately</p> <p>\$ 1,050,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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 sole strategic and financial advisor to</p> <p>cardconnect.</p> <p>in its sale to</p> <p>First Data</p> <p>for total consideration of approximately</p> <p>\$ 750,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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>avidexchange</p> <p>in its Series F minority financing from</p> <p>mastercard TEMASEK THIEL</p> <p>for total consideration of approximately</p> <p>\$ 300,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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>TRANSFIRST</p> <p>in its sale to</p> <p>Vista Equity Partners from WCAS</p> <p>for total consideration of</p> <p>\$ 1,500,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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>jack henry & ASSOCIATES INC.</p> <p>in its acquisition of</p> <p>iPayTechnologies</p> <p>for total consideration of approximately</p> <p>\$ 300,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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>CentralPayment</p> <p>in its recapitalization and strategic investment by</p> <p>TSYS</p> <p>for a total valuation of</p> <p>\$ 700,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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 Capital Markets & IPO Advisor to</p> <p>Verifone</p> <p>in its</p> <p>\$177,000,000 Initial Public Offering</p> <p>valuing the equity at approximately</p> <p>\$ 650,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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>PROSPER</p> <p>in its loan purchase agreement with a consortium of institutional investors</p> <p>Affiliates of NEW RESIDENTIAL Jefferies</p> <p>THIRD POINT</p> <p>for up to</p> <p>\$ 5,000,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>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>lynk</p> <p>in its sale to</p> <p>The Royal Bank of Scotland</p> <p>for cash consideration of approximately</p> <p>\$ 525,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>

FT Partners – Focused Exclusively on FinTech

FT PARTNERS ADVISES



FT Partners' Repeat Clients are Everywhere – Selected Examples Below

FT Partners has history of maintaining strong, long-term client relationships, often advising on multiple transactions

Financial Technology Partners LP
FTP Securities LLC

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

CAYAN

in its Significant Growth Recapitalization by



for a total valuation of approximately

\$ 100,000,000+



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

**square
trade**

in its recapitalization by



of approximately

\$ 238,000,000



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

nmi

in its growth investment by



for a total valuation of nearly

\$ 200,000,000



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

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

Financial Technology Partners LP
FTP Securities LLC

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

MERCURY

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

Financial Technology Partners LP
FTP Securities LLC

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

avidxchange

in its growth equity investment
for

\$ 10,000,000



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

CAYAN

in its sale to

TSYS

for total consideration of approximately

\$1,050,000,000



The Only Investment Bank
Focused Exclusively on Financial Technology

Financial Technology Partners LP
FTP Securities LLC

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

**square
trade**

in its sale to

Allstate

for total consideration of

\$ 1,400,000,000



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

nmi

in its majority investment from

FP
FRANCISCO
PARTNERS



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

cardconnect.

in its sale to

First Data

for total consideration of approximately

\$ 750,000,000



The Only Investment Bank
Focused Exclusively on Financial Technology

Financial Technology Partners LP
FTP Securities LLC

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

MERCURY

in its cash sale to

vantiv

for total consideration of

\$ 1,650,000,000



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

avidxchange

in its Series F minority financing from

mastercard
TEMASEK

THIEL

\$ 300,000,000



The Only Investment Bank
Focused Exclusively on Financial Technology

FT Partners – Focused Exclusively on FinTech

FT PARTNERS ADVISES



FT Partners is the Advisor of Choice for Leading FinTech Companies

FinTech Unicorns / Multi-Billion Dollar Deals

Financial Technology Partners LP
FTP Securities LLC

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

Heartland

in its sale to

globalpayments

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 exclusive role as
sole strategic and financial advisor to

liquidnet

in its financing for approximately

\$ 250,000,000

valued at approximately

\$ 1,800,000,000



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

MERCURY

in its cash sale to

vantiv

for total consideration of

\$ 1,650,000,000



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

TRANSFIRST

in its sale to

Vista Equity Partners

from

WCAS

\$ 1,500,000,000



The Only Investment Bank
Focused Exclusively on Financial Technology

Financial Technology Partners LP
FTP Securities LLC

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

**square
trade**

in its sale to

Allstate

for total consideration of

\$ 1,400,000,000



The Only Investment Bank
Focused Exclusively on Financial Technology

Financial Technology Partners LP
FTP Securities LLC

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

CAYAN

in its sale to

TSYS

for total consideration of approximately

\$ 1,050,000,000



The Only Investment Bank
Focused Exclusively on Financial Technology

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive
role as financial advisor to

GreenSky

in its minority investment from

DST ICONIQ

TPG

for total consideration of

\$ 300,000,000



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

**square
trade**

in its recapitalization by

BainCapital
PRIVATE EQUITY

BainCapital
VENTURES

of approximately

\$ 238,000,000



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

avidxchange

in its Series F minority financing from

mastercard

TEMASEK

THIEL

\$ 300,000,000



The Only Investment Bank
Focused Exclusively on Financial Technology

Large Corporate Clients

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its
exclusive role as advisor to

BLACKROCK

in its 100% acquisition of

FutureAdvisor



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

ally

in its acquisition of

BlueYield



The Only Investment Bank
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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

NOMURA
subsidiary

INSTINET

in the sale of its stake in

CHIEUROPE

to

BATS

for total consideration of approximately

\$ 305,000,000



The Only Investment Bank
Focused Exclusively on Financial Technology

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its role as advisor to

**Google
capital**

in its lead investment in

Credit Karma

with additional participation from

TIGER **SIG** **Ribbit Capital**

for approximately

\$ 85,000,000



The Only Investment Bank
Focused Exclusively on Financial Technology

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its role as advisor to

CIBC

in its strategic investment in

Delta

with additional participation from

MasterCard **Bain Capital Ventures** **Advent Capital Management**

for total consideration of approximately

\$ 70,000,000



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 debt capital advisor to

**jack henry
& ASSOCIATES INC.**

in its acquisition of

iPay Technologies

for total consideration of approximately

\$ 300,000,000



The Only Investment Bank
Focused Exclusively on Financial Technology

FT Partners – Focused Exclusively on FinTech

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
GreenSky™	\$1,010,000,000
MERCURY®	420,000,000+
GreenSky™	300,000,000+
avidxchange	300,000,000
avidxchange	253,000,000
liquidnet	250,000,000
squaretrade [®] protection plans	238,000,000
GreenSky™	200,000,000
YAPSTONE [®] POWERING PAYMENTS	181,000,000
nmi	150,000,000+
ADDEPAR	140,000,000
Kabbage [®]	135,000,000
Remitly	115,000,000
TradingScreen [®] SIMPLIFYING GLOBAL MARKETS [®]	110,000,000+
CHROMERIVER	100,000,000
credit karma	85,000,000

Selected Prominent Investors in FT Partners Led Rounds



Note: FT Partners represented investors in Dynamics (CIBC) and Credit Karma (Google Capital); some transactions include a combination of equity and smaller amount of debt financing.

FT Partners – Focused Exclusively on FinTech

FT PARTNERS ADVISES



FT Partners' History of Success Working with Public Companies

FT Partners has a longstanding history working with public companies across the FinTech ecosystem

Public Clients

Heartland
in its sale to
globalpayments
\$ 4,500,000,000

Planet PAYMENT
in its sale to
FINTRAX GROUP
\$250,000,000

cardconnect.
in its sale to
First Data
\$ 750,000,000

jack henry & ASSOCIATES INC.
in its acquisition of
iPay Technologies
\$ 300,000,000

CORILLIAN
in its sale to
CheckFree
\$ 245,000,000

ally
in its acquisition of
BlueYield

RDM
Transforming Payments
in its sale to
DELUXE
C\$ 129,000,000

BLACKROCK
in its acquisition of
FutureAdvisor

IPOs

ofox
in its
Initial Public Offering
valuing the equity at
approximately
A\$ 480,000,000

EllieMae
in its
Initial Public Offering
valuing the equity at
approximately
\$ 146,000,000

ENVESTNET
in its
Initial Public Offering
valuing the equity at
approximately
\$ 300,000,000

Verifone
in its
Initial Public Offering
valuing the equity at
approximately
\$ 650,000,000

Public Buyers

MERCURY
in its cash sale to
vantiv
\$ 1,650,000,000

CUSTOM HOUSE
in its sale to
WESTERN UNION
\$ 370,000,000

eliza
in its sale to
hms
\$ 170,000,000

square trade
in its sale to
Allstate
\$ 1,400,000,000

FLEET ONE
in its cash sale to
wex
\$ 369,000,000

CAYAN
in its 100% cash sale to
TSYS
\$ 1,050,000,000

Cambridge Global Payments
in its sale to
FLEETCOR
C \$900,000,000

CARDINAL COMMERCE
in its sale to
VISA
\$ 300,000,000

GiftCards.com
in its sale to
BLACKHAWK NETWORK
\$ 120,000,000

CentralPayment
in its strategic investment by
TSYS
\$ 700,000,000

TouchCommerce
in its sale to
NUANCE
\$ 215,000,000

AUTOMATIC
in its sale to
SiriusXM SATELLITE RADIO
\$ 115,000,000

FT Partners – Focused Exclusively on FinTech

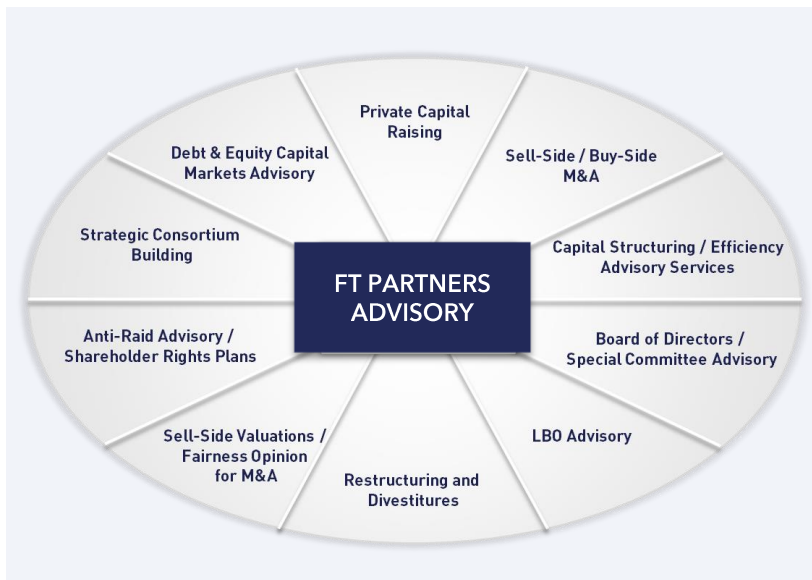
FT PARTNERS ADVISES



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



The Information

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"



THE M&A ADVISOR

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

FT Partners' Awards and Recognition



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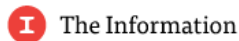
LendIt Industry Awards 2018: FT Partners wins Top Investment Bank in FinTech



[Click to view](#)



The 2017 FinTech Finance 40: Ranked #1 - Steve McLaughlin, FT Partners

A screenshot of a table titled "Silicon Valley's Most Popular Dealmakers". The table has three columns: Name, Title, and Company. It lists several individuals and their roles in investment banking.

Name	Title	Company
Ian Smith	Managing Director	Alteryx Inc.
Steve McLaughlin	Managing Partner	FT Partners
Marshall Roslyn	Vice President	Goldman Sachs
Rash Wintrob	Vice Chairman	J.P. Morgan
Paul Kwan	Managing Director	Morgan Stanley
Quincy Smith	Partner	Credit Suisse

[Click to view](#)

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

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



M&A Advisor Awards

- Investment Banker of the Year (2017) – Steve McLaughlin, CEO & Managing Partner of FT Partners
- Investment Banking Firm of the Year (2016) – FT Partners

FT Partners – Focused Exclusively on FinTech

FT PARTNERS ADVISES

Award-Winning Investment Banking Franchise Focused on Superior Client Results 



2018

- 2018 Top Investment Bank in FinTech



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"



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

The FT Partners Senior Banker Team

Name / Position	Prior Background	Experience / Education	Years of Experience
Steve McLaughlin <i>Founder, CEO and Managing Partner</i>		<ul style="list-style-type: none"> 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 <i>Managing Director</i>		<ul style="list-style-type: none"> 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 <i>Managing Director</i>		<ul style="list-style-type: none"> 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 <i>Managing Director</i>		<ul style="list-style-type: none"> 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 <i>Managing Director</i>		<ul style="list-style-type: none"> 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 <i>Managing Director</i>		<ul style="list-style-type: none"> 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 <i>Managing Director</i>		<ul style="list-style-type: none"> 20+ years experience executing / implementing financial and operational strategy Formerly with Deloitte Consulting 	12