

January 14, 2016

**FINANCIAL TECHNOLOGY PARTNERS
FTP Securities LLC**

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



in its Series E financing led by

zouk

for a total consideration of

\$ 46,000,000

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TECHNOLOGY
PARTNERS

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Focused Exclusively on Financial Technology*

www.ftpartners.com



Financial Technology Partners
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San Francisco, CA 94105

Steve McLaughlin
Managing Partner
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Taulia's \$46mm Financing Led by Zouk Capital

FT Partners Advises Taulia in its Series E Financing

Transaction Overview and Rationale

Overview of Transaction

- On January 14, 2016, Taulia (or "the Company") announced \$46mm in Series E financing led by Zouk Capital ("Zouk")
- New strategic and institutional investors joined the round, which included all existing institutional investors
- Taulia provides cloud-based invoice, payment, dynamic discounting and supplier finance solutions to corporations and their suppliers
- Zouk is a UK-based private equity and infrastructure fund manager with €600mm under management that seeks to capitalize on the global shift to greater resource efficiency

Significance of Transaction

- Taulia is seeing global demand increase exponentially; the Company will use this financing round to meet this demand and to further accelerate its rapid global expansion
- The funding follows another record year for Taulia, which continues to grow its top-line by more than 100%
- The Series E round brings Taulia's total funding to over \$130 million

FT Partners' Role

- FT Partners served as exclusive financial advisor to Taulia and its Board of Directors
- FT Partners continued its long-term relationship with Taulia, having previously advised Taulia on its Series D round
- FT Partners leveraged its deep knowledge of Taulia and the industry to help the Company manage investor interest and ensure a highly successful outcome

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Taulia's \$46mm Financing Led by Zouk Capital

Taulia Overview

Taulia Overview

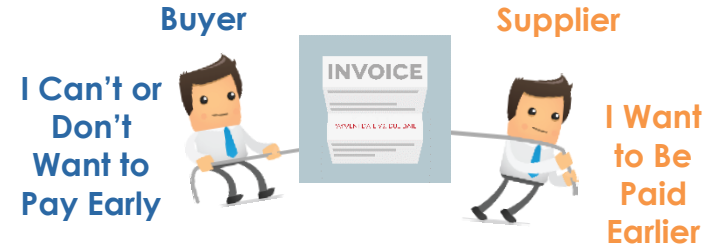


CEO: Cedric Bru

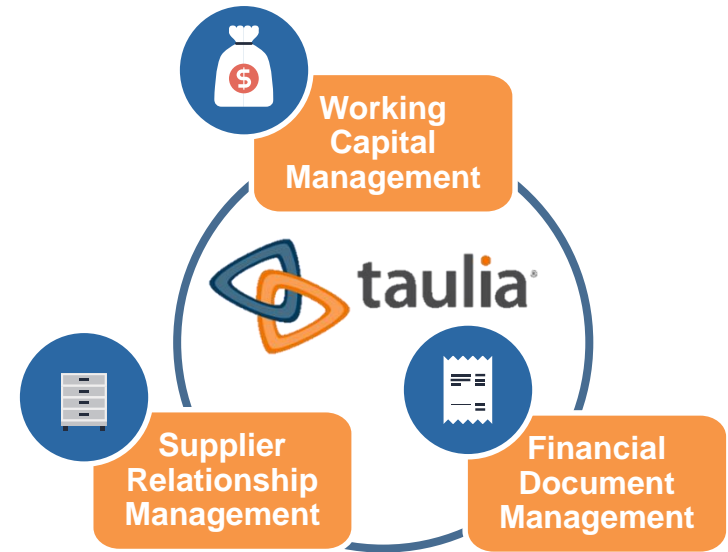
Headquarters: San Francisco, CA

- Taulia provides cloud-based invoice, payment, dynamic discounting and supplier finance solutions to corporations and their small business suppliers
 - The Company's SaaS platform and network automate corporations' invoicing and purchase-to-pay processes and maximize supplier discounts
- Enables organizations to turn invoices into revenue opportunities while strengthening supplier relationships
 - Suppliers pay small fees through discounts for early invoice payments, and Taulia captures a portion of the buyer's savings
- Taulia is headquartered in San Francisco and has offices in London, Düsseldorf, Park City, Austin and Sofia (Bulgaria)

Solving Buyer - Supplier Frictions



Integrated SaaS Platform



Selected Clients



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Taulia's \$46mm Financing Led by Zouk Capital

Zouk Capital Overview

Overview



Samer Salty
Founder & CEO



Colin Campbell
Managing Partner



Nathan Medlock
Partner



Anthony Fox
Partner

Selected Location(s)

- London, UK (HQ)
- Singapore

About

- Founded in 1999 by Samer Salty, Zouk Capital manages ~€600mm in total assets
- Deploys capital through 2 separate funds making growth investments in resource efficiency firms and energy infrastructure
- Has the ability to invest around the world, but primarily focuses on Europe and the U.S.
- Partners with existing management teams to leverage an international network of industry, business, finance and government contacts to support portfolio companies
- Makes occasional late-stage growth investments in financial technology companies, notably iZettle and Taulia

Investment Preferences

Investment Criteria

| | |
|--------------------------|--|
| Fund Size: | €230mm (Growth) €220mm (Infrastructure) |
| Fund Raised: | 2014 |
| Investment Range: | na |
| Revenue: | €10-150mm |
| EBITDA: | na |

General Preferences (1)

| | |
|--------------------------|--|
| Control: | Minority |
| Geography: | Global |
| Transaction Type: | Venture, Growth, PIPE |
| Industry Focus: | Renewable Energy, Resource Efficiency |

Select Recent Investments / Exits

FinTech / Financial Services Investments (2)

| Date | Company | Deal Amt. | Board Rep. | Sector |
|-------|--------------------|-----------|-----------------------------------|--------|
| 01/16 | Taulia (Series E) | \$46 | Nathan Medlock | FMS |
| 08/15 | iZettle (Series D) | 66 | Nathan Medlock, Justin Mighell | Pymts |
| 01/15 | Taulia (Series D) | 15 | Nathan Medlock | FMS |

Other Technology Investments (2)

| Date | Company | Deal Amt. | Board Rep. | Sector |
|-------|--------------------------------|-----------|--------------------------------|----------|
| 08/15 | ip.access (PE Growth) | na | Samer Salty, Andrew Whiting | Telecom |
| 01/15 | Trilliant (Series B) | \$106 | Anthony Fox | Comm |
| 12/14 | Huddle (Series D) | 51 | Nathan Medlock | Software |
| 12/14 | Off Grid Electric (Series D) | 16 | Samer Salty | ClnTech |
| 11/13 | Space-Time Insight (Series C) | 20 | Samer Salty, Andrew Fox | Data |
| 02/13 | The Mobility House (PE Growth) | na | Alois Flatz, Justin Mighell | Electr |
| 09/12 | Lightning Science Group (PIPE) | 168 | Samer Salty, Andrew Whiting | Electr |
| 11/11 | OZZ Electric (PE Growth) | na | Anthony Fox, John Higelin | ClnTech |
| 11/11 | va-Q-tec (PE Growth) | na | Justin Mighell, Uwe Kraemer | Mobile |
| 01/11 | Soltecture (Later-Stage VC) | 25 | na | ClnTech |

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Source: Capital IQ, PitchBook.

(1) Italics indicate preferred control / geography.

(2) * denotes M&A exit; ** denotes IPO exit.

Overview of FT Partners

Financial Management Solutions Sector

Financial Management Solutions

FT Partners has the experience and capabilities to generate outstanding outcomes for a wide breadth of companies that provide Financial Management Solutions



Overview of FT Partners

Extensive B2B / Enterprise SaaS Solutions Advisory Experience

- FT Partners has completed a number of very successful B2B transactions in the past 12 months
- We have a deep understanding of critical narrative and financial elements needed for successful outcomes
- We know the parties most interested in the space and leverage our knowledge to drive value for clients
- Our deep experience in Enterprise SaaS Solutions provides uniquely valuable insight into how to position and market companies
- We have developed numerous best practices in financial projections modeling and benchmarking performance
- We know the key issues and questions investors have about SaaS companies

Financial Technology Partners LP
FTP Securities LLC

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



in its Series E financing from

Bain Capital Ventures
FOUNDRY GROUP ETP KeyBank nyca

for total consideration of approximately

\$ 225,000,000



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



in its Series D investment from

Great Hill
PARTNERS

for total consideration of approximately

\$ 100,000,000



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is pleased to announce its exclusive role as financial advisor to



in its financing, including investment from

zouk
QUESTMARK PARTNERS
BBVA edbi

for total consideration of approximately

\$ 60,000,000



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Financial Technology Partners LP
FTP Securities LLC

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



in its 80% majority sale to

HEARST corporation



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Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as strategic advisor to



in its growth financing for total consideration of

\$ 10,000,000



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FTP Securities LLC

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



in its sale to

MOELIS CAPITAL PARTNERS

for total consideration of

\$ 77,500,000



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Financial Technology Partners LP
FTP Securities LLC

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

ShareholderInSite

in its sale to




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Financial Technology Partners LP
FTP Securities LLC

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



in its sale to

MOODY'S



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Overview of FT Partners

FT Partners Advises AvidXchange on its \$225mm Minority Financing

Transaction Overview and Rationale

Overview of Transaction

- On September 14, 2015, AvidXchange announced a minority \$225mm Series E financing round
- Bain Capital Ventures led the equity round with additional investments from the Foundry Group, TPG, KeyBank, and Nyca Partners
- As part of this financing, Matt Harris of Bain Capital Ventures, Hans Morris of Nyca Partners, and Brad Feld of the Foundry Group will be joining AvidXchange's Board of Directors
- AvidXchange is a best-in-class business-to-business software company that is revolutionizing how companies pay their bills by automating the invoice and payment processes
- The Company focuses on serving midmarket clients and spans multiple industries including Real Estate, Financial Services, Energy and Construction

Significance of Transaction

- The transaction will further help AvidXchange expand as the leading independent business-to-business invoice and payment solution provider
- Firmly positions the Company to continue to grow the core business, invest in infrastructure and product development and pursue opportunistic acquisitions

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to AvidXchange 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 \$100mm+ financings

Financial Technology Partners LP FTP Securities LLC

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



in its Series E minority financing from

Bain Capital Ventures



for total consideration of

\$ 225,000,000



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Overview of FT Partners

FT Partners Advises Chrome River Technologies on its \$100mm Financing

Transaction Overview and Rationale

Overview of Transaction

- On June 30, 2015, Chrome River announced a minority \$100mm Series D financing round from Great Hill Partners
- Chrome River is a leading, independent, enterprise-grade SaaS corporate expense control solution provider
- The Company's integrated expense and invoice offerings are built on a scalable, flexible platform that delivers best-in-class solutions to mid-size and multinational corporations
- Great Hill Partners is a leading middle market private equity firm with over \$3.8bn in capital under management
- Bain Capital Ventures maintains a significant ownership stake in the Company

Significance of Transaction

- The transaction will further help Chrome River expand as the leading independent solution provider in the space and help fund international development and product innovation
- Firmly positions the Company to capitalize on strong traction in the large enterprise space and to continue to bring much needed efficiency and financial controls to the market

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Chrome River and its Board of Directors
- FT Partners leveraged its deep knowledge of the Company, 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

Financial Technology Partners LP FTP Securities LLC

*is pleased to announce its exclusive role as
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CHROME RIVER

in its Series D investment from

**Great Hill
PARTNERS**

for total consideration of approximately

\$ 100,000,000

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Overview of FT Partners

FT Partners Advises Taulia in its \$60mm Series D Financing

Transaction Overview and Rationale

Overview of Transaction

- On July 22, 2014, Taulia announced a \$27mm Series D financing round led by QuestMark Partners
- On September 25, 2014, Taulia announced an additional \$13mm in funding including investment from BBVA Ventures and EDBI
- On January 21, 2015, Taulia announced an additional \$15mm in financing from Zouk Capital
- Existing investors Matrix Partners, Trinity Ventures, Lakestar and DAG Ventures also participated in the round
- Taulia provides cloud-based invoice, payment, dynamic discounting and supplier finance solutions to corporations and their small business suppliers
- QuestMark Partners (“QuestMark”) is an expansion-stage venture capital firm with over \$750mm under management
- BBVA Ventures (“BBVA”) is the corporate investing arm of the Spain-based BBVA Group
- EDBI is the corporate investment arm of Singapore’s Economic Development Board

Significance of Transaction

- Taulia will use the financing to increase its market traction, further its hiring efforts and expand its global presence
- The oversubscribed round brings Taulia’s total funding to \$85mm

FT Partners’ Role

- FT Partners served as exclusive financial advisor to Taulia and its Board of Directors
- FT Partners leveraged its deep knowledge, extensive experience and broad industry relationships to provide critical advisory services throughout the transaction

Financial Technology Partners LP FTP Securities LLC

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



in its financing, including investment from

QUESTMARK PARTNERS
zouk BBVA edbi

for total consideration of approximately

\$ 60,000,000

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Overview of FT Partners

FT Partners Advises Wave in its \$10mm Financing

Transaction Overview and Rationale

Overview of Transaction

- On May 12, 2015, Wave (“the Company”) announced a \$10 mm Series C investment with participation from CRV, The Social+Capital Partnership, OMERS Ventures, and a strategic investor in the global fintech software space
- Wave is the leading SaaS / cloud-based financial management platform for micro-small businesses offering advanced proprietary accounting, invoicing, payroll and payment capabilities through integrated software applications
- The Company supports a rapidly growing customer base with Wave customer’s currently invoicing more than \$6 bn per year, and running over \$250 mm in payroll per year
- Wave is tracking \$60 bn in income and expenses for its customers

Significance of Transaction

- This transaction brings total investment in Wave to \$35 mm, with the new funds earmarked for ongoing innovation and development of small business financial tools
- The Company is the fastest-growing small business financial solution on the market today, driving 10,000+ organic small business signups every week

FT Partners’ Role

- FT Partners served as exclusive strategic and financial advisor to Wave and its Board of Directors
- The transaction demonstrates FT Partners' continued success in executing growth equity focused transactions and advising top-tier financial management software providers

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in its financing, including investment from



for approximately

\$ 10,000,000



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Overview of FT Partners

Selected Transactions – Superior Industry Knowledge and Execution History

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
\$ 4,300,000,000

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

MERCURY
in its cash sale to
vantiv
for total consideration of approximately
\$1,650,000,000

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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its role as exclusive Financial, Strategic and IPO Advisor to

OSZFOREX
COLLECTORLESS TRADE SERVICES
in its
Initial Public Offering
valuing the equity at approximately
A\$480,000,000

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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 BANCORP, **SIG**, **Ribbit Capital**
for approximately
\$ 85,000,000

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

avidxchange
in its Series E minority financing from
Bain Capital Ventures
FOUNDRY, **TPG**, **KeyBank**, **nyca**
for total consideration of
\$ 225,000,000

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

NMI
NETWORK MERGENTS INC.
in its growth investment by
Bregal, **Sagemount**
for a total valuation of nearly
\$200,000,000

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

jack henry & ASSOCIATES INC.
in its acquisition of
iPayTechnologies
for total consideration of approximately
\$ 300,000,000

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

taulia
in its Series D financing, including investment from
QUESTMARK PARTNERS, **BBVA**, **zouk**, **edbi**
for total consideration of approximately
\$ 60,000,000

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

YAPSTONE
iPayments as a Service
in its minority investment led by
ACCEL PARTNERS
For total consideration of approximately
\$ 50,000,000

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

CUSTOM HOUSE
in its sale to
WESTERN UNION
For total cash consideration of approximately
\$ 370,000,000

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

BROWZ
in its growth financing for a total consideration of
\$ 10,000,000

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

ATD
in its sale to
citi
for cash and stock consideration of approximately
\$ 700,000,000

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

FLEET ONE
in its cash sale to
wex
for total consideration of approximately
\$ 369,000,000

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

ACCRETIVE HEALTH
results providers trust
in its
\$138,000,000
Initial Public Offering
valuing the equity at approximately
\$ 1,200,000,000

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

TRANSFIRST
in its sale to
V
Vieta Equity Partners
from
WCAS
\$ 1,500,000,000

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

lynk
in its sale to
The Royal Bank of Scotland
for cash consideration of approximately
\$ 525,000,000

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FTP Securities LLC
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Performant
in its
\$93,000,000
Initial Public Offering
valuing the equity at approximately
\$ 465,000,000

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

VeriFone
THE WAY TO PAY™
in its
\$177,000,000
Initial Public Offering
valuing the equity at approximately
\$ 650,000,000

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

Currencies Direct
in its sale to
Palamon
CORSAIR CAPITAL
for a total consideration of
\$310,000,000+

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

AmWINS Group, Inc.
in its recapitalization by
NMC
NEW MOUNTAIN CAPITAL LLC
valued at approximately
\$ 1,300,000,000

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

square trade
protection plans
in its recapitalization by
BainCapital
BainCapital Ventures
of approximately
\$ 238,000,000

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Overview of FT Partners

Award-Winning Investment Banking Franchise Focused on Superior Client Results

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



M&A Advisor Awards

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



- | | |
|-----------|--|
| 2015 | ■ Steve McLaughlin ranked #4 in Institutional Investor's FinTech 35 List |
| 2006-2008 | ■ Consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology |



WINNER
Middle Market
Financing Awards

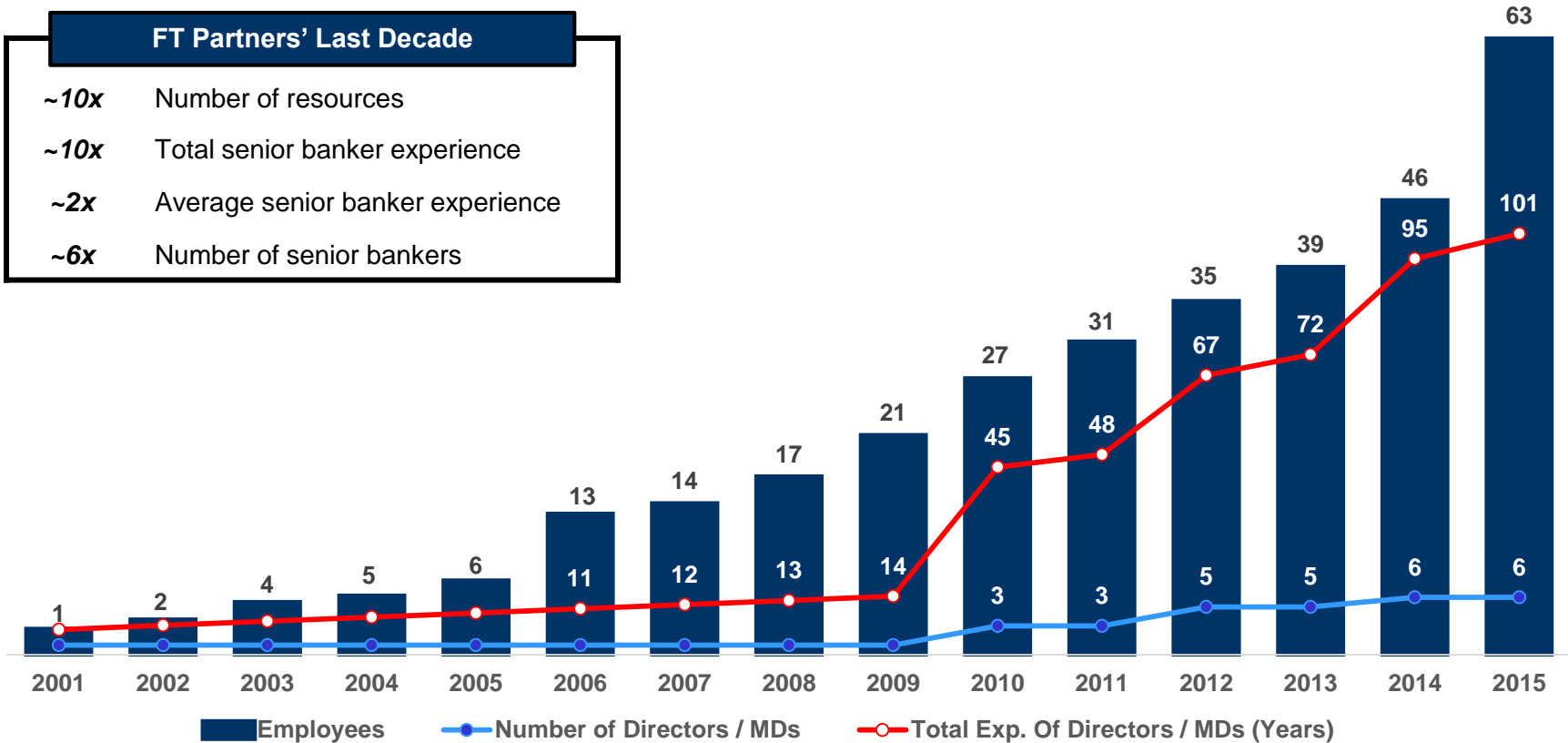
- | | |
|------|--|
| 2008 | <ul style="list-style-type: none"> ■ Equity Financing Dealmaker of the Year – Steve McLaughlin ■ Information Technology Deal of the Year ■ Financial Services Deal of the Year |
| 2006 | <ul style="list-style-type: none"> ■ Financing Professional of the Year – Steve McLaughlin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

Overview of FT Partners

Platform of Choice for Clients and Bankers Alike

FT Partners' Last Decade

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








Avg Years of Director / MD Experience





Overview of FT Partners

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