

FT Partners 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

FT PARTNERS ADVISES



YapStone's \$71 million 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



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FT Partners' Long-Term Client Relationship with YapStone Began in 2011



\$50 million Minority Investment



\$60 million Debt Financing



Sale of ParishPay



\$71 million Series C Financing



2018

FT Partners has served as YapStone's trusted advisor for 7+ years

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"FT Partners has been a trusted advisor to YapStone for 7+ years. Steve and the rest of the team have worked tirelessly to help our Company get the best results at each critical stage of the business. We wouldn't have been able to achieve this growth without their continued expertise and guidance."

- Tom Villante, Co-Founder and CEO



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YapStone Q&A





Tom Villante
CEO & Co-Founder



"The [FT Partners] team has become more than a trusted advisor, but by and large an extension of the YapStone team."

What was the vision behind the founding of YapStone?

I founded the Company in 1999 to convert paper checks into online payments. Initially, we launched RentPayment – the first payments solution for the apartment rental industry – to help eliminate paper checks and act as the middleware between traditional payment processors and the end customer. Given our success in rental payments, we expanded into the self-storage and vacation rental markets, and today power payments for HomeAway and VRBO, as well as other large marketplaces.

How has FT Partners' role as your advisor evolved from the 2011 equity raise?

Originally, we chose FT Partners because of the Company's vast knowledge and notable reputation in FinTech, particularly in the payments industry. As they've helped us through our Series B raise with Accel and Meritech Capital in 2011, our debt round with Bregal Sagemount and Comerica in 2014, our divestiture of the Non-Profit business in 2017 and now our Series C led by Premji Invest, the team has become more than a trusted advisor, but by and large an extension of the YapStone team. FT Partners has truly been with us every step of the way as we've continued to grow the Company, and we look forward to continuing the partnership as YapStone hits new milestones and expands its global reach.

(continued on next page)



YapStone Q&A (cont.)





Tom Villante
CEO & Co-Founder



"Our differentiation lies in our ability to provide innovative, end-to-end payment solutions for our partners."

What are the key differentiators of YapStone's marketplace offering?

YapStone has the unique ability to meet the increasingly sophisticated payment needs of global marketplaces. Our differentiation lies in our ability to provide innovative, end-to-end payment solutions for our partners. We create value-add by offering a full range of both pay-in and pay-out alternatives and sophisticated split payment functionality. We also have some of the leading loss rates across the industry and are able to take on 100% of the chargeback and financial liability. As a fully licensed payments company, our robust security infrastructure provides excellent support to all customers using our advanced and instant payments solutions. We also maintain a dedicated customer support team which results in industry leading approval rates.

Tell us a bit about your partnership with HomeAway

We began our partnership with HomeAway as their sole U.S. payments provider in 2011. Since the inception of our partnership, our respective teams have continued to build additional functionality for expedited, check-in and customized split payments. We also constructed their European payments platform, launching Pay-Per-Booking and Traveler Fee globally. We've continued to drive value creation for HomeAway and its customer base post-acquisition by Expedia and we're excited to continue to grow the partnership going forward.

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YapStone Q&A (cont.)





Tom Villante
CEO & Co-Founder



"We're excited to bring Premji Invest on as a new partner"

How will the Company use the new capital from Premji Invest and others?

We're excited to bring Premji Invest on as a new partner. We're hoping to pair their deep expertise and trusted advice with the infusion of new capital to continue to scale our business. We have several goals for the new funding. We've opened up an office in Drogheda, Ireland, and the new capital will help us continue to expand our international presence. We will also utilize the new capital to enhance our go-to-market offering and onboard new marketplace customers onto the platform. Furthermore, we'll continue to look for other interesting ways to expand the platform through M&A and other avenues.

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YapStone Company Overview





Chairman, CEO & Co-Founder	Tom Villante
Headquarters:	Walnut Creek, CA
Founded:	1999
Employees:	400+

- YapStone is the leading provider of online and mobile payment solutions to 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 is one of the fastest growing payments companies and is now processing over \$18 billion in volume annually
- YapStone's configurable payment features enable marketplace and software customers to monetize transactions flowing through their platforms and improve conversion while minimizing capital and operational expertise
- Customers can auto-onboard in seconds and take advantage of the Company's full range of payment methods for consumers, flexible global payouts to merchants, instant and deferred funding, and sophisticated split payments functionality
- o The Company has additional offices in Austin, TX, Santa Monica, CA, and Drogheda, Ireland









Tom Villante Chairman, CEO & Co-Founder 25 years private equity and investment banking



David Weiss President23 years investment banking



Sanjay Saraf Chief Technology Officer Former CTO, Western Union Digital Former VP of eCommerce, Symantec



Bruce Dragt Chief Product OfficerFormer Head of Global eCommerce, First Data



Mike Gramz Chief Risk Officer
Former Chief Risk Officer, BofA Merchant Services
Former Chief Risk Officer, Merchant e-Solutions (Cielo)



Pete Rowan EVP, Global Customer Support
Former #2, PayPal Europe
Former Global Director of Trust & Safety, Twitter



David Durant General CounselFormer General Counsel, Blackhawk Networks



Antonio Alvarez Lorenzo Chief Compliance Officer
Former Compliance VP for Digital Business at
Western Union



Deb Tenenbaum Chief People OfficerFormer Chief Learning Officer at Epicor



Scott Stockberger VP, Strategy & Corporate Development

Investment Banking, Seven Hills and Finance / Strategy, Express Scripts

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YapStone Product Overview



Online Payments Solutions For Large, Complex Industries



- Industry leading risk engine will take 100% of chargeback and financial liability
- o Instant, advanced and delayed payments
- Sophisticated split payments
- o 95% auto-decisioning
- o Full range of both pay-in and pay-out alternatives
- Licensed payments company with full compliance and security infrastructure
- Dedicated customer support
- Flexible and aggressive economics

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YapStone Segment Highlights



Proprietary Technology and Functionality Across Marketplaces and Verticals

Global Marketplaces



- Significant marketplace footprint already in place
- Leveraging deep vertical expertise and unique flexible end-to-end solutions
- New product innovation enabling further penetration into existing marketplaces and expansion into new ones

Expedia / HomeAway





- Powering payments for large global marketplaces, Expedia and HomeAway
- Multiple initiatives to accelerate growth, including Expedia penetration
- Converting \$Billions of offline payments to online payments
- o Introducing new payment methods

Verticals / Softwares



- Largest and most integrated online payment processing solution for vacation rental industry
- Leading payments solution and ancillary service provider for multifamily, HOA Dues and self-storage verticals
- Integrated into the leading vacation rental software platforms and property management and accounting software platforms

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Premji Invest Overview



Overview

Premji Invest



Azim Premji Founder



TK KurienChief Investment
Officer



Sandesh Patnam Partner and Portfolio Manager



Aditya Somani Vice President

Locations

• Bangalore, India

About

- Founded in 2006 as the private investment fund of Azim Premji, chairman and founder of Wipro, a multinational IT services and consulting company
- Manages ~\$2 bn in total committed capital structured as an evergreen fund and invests across public and private markets
- Keen on taking significant minority positions in fast-growing companies in India and the U.S.
- TK Kurien previously served as Wipro Executive Vice Chairman and has decades of experience in running startups and established enterprises alike

Investment Preferences

Investment Criteria

Fund Size: NA

Fund Raised: NA

Investment Range: NA

Revenue: NA

EBITDA: NA

General Preferences 1

Control: Minority, Majority

Geography: India, U.S.

Transaction Type: Growth, Buyout,

PIPE, Secondary

Industry Focus: Consumer, Financial Services, Healthcare,

IT, Automobile, Education,

Hospitality

Selected Recent Investments / Exits

FinTech / Financial Services Investments 2

Date	Company	Deal Amt. ³	Board Rep.	Sector
02/18	YapStone (Series C)	\$71	Sandesh Patnam	Pymts
12/17	Anaplan (Series F)	60	Sandesh Patnam	FMS
10/17	PolicyBazaar.com (Series E)	77	NA	Ins
09/17	Shubham (Growth)	35	NA	Bnkg
09/17	Apttus (Series E)	55	NA	FMS
06/15	Coupa (Series G)**	80	NA	FMS
03/15	Zuora (Series F)	115	NA	FMS
10/14	Financial Software & Systems (PE Growth)	57	NA	Pymts
10/08	National Stock Exchange of India (PE Growth)**	100	Prakash Parthasarathy	CapMkts

Other Notable Investments 2

Date	Company	Deal Amt. ³	Board Rep.	Sector
01/17	iD Fresh Food (Growth)	\$25	NA	Food
01/17	Subway Systems India (Growth)	30	NA	Food
12/16	Amagi (Series D)	35	Atul Gupta	Media
08/15	Snapdeal (Later-Stage VC)	500	NA	EComm
06/15	ServiceMax (GE Digital)*	82	Sandesh Patnam	Mobile
02/15	Manipal Global Education Services (Undisclosed)*	300	NA	Edu

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Accel Overview



Overview





Arthur Patterson Co-Founder



Jim Swartz Co-Founder



Sam Parti

<mark>Sameer Gandhi</mark> Partner

Locations

- Palo Alto, CA (HQ)
- London, UK

- New York, NY
- Bangalore, India

About

- Founded in 1983 by Arthur Patterson and Jim Swartz
- Manages over \$8.8bn across 12 funds, with investments in over 300 companies around the world
- Focuses on seed, early- and growth-stage technology companies, especially businesses in the payments vertical within FinTech
- Maintains a global reach through its offices in the US, UK and India
- Provides access to an extensive global network of operators, mentors and entrepreneurs from previous and current portfolio companies

Investment Preferences

Investment Criteria

Fund Size: \$500mm (Venture) \$1,000mm (Growth)

\$1,000mm (Growt

Fund Raised: 2016 (Venture) 2014 (Growth)

Investment Range: \$0.1–60mm

Revenue: NA

EBITDA: NA

General Preferences 1

Control: Minority

Geography: U.S., Europe, India, China

Transaction Type: Seed, Venture,

Growth

Industry Focus: Infrastructure,

Internet & Consumer

Services, Mobile, Software & Cloud-Enabled Services

Selected Recent Investments / Exits

FinTech / Financial Services Investments 2

Date	Company	Deal Amt. ³	Board Rep.	Sector
02/18	YapStone (Series C)	\$71	Sameer Gandhi	Pymts
12/17	Simility (Series A)	18	Dinesh Katiyar	Pymts
12/17	WorldRemit (Series C)	40	Hendrik Nelis	Pymts
10/17	Deserve (Series A)	12	NA	Bnkg
10/17	Shift Technology (Series B)	28	NA	Ins
09/17	GoCardless (Series B)	23	NA	Pymts
09/17	Raise (Series C)	60	Sameer Gandhi	Pymts
09/17	The Zebra (Series B)	40	NA	Ins
08/17	Amitree (Series A)	7	NA	Bnkg
07/17	Callsign (Series A)	35	Hendrik Neils	FMS
06/17	Soldo (Series A)	11	Sonali de Rycker	Bnkg
06/17	Coverfox (Series C)	15	NA	Ins
05/17	ServiceChannel (Series B)	54	Arun Mathew, Richard Wong	FMS
05/17	Ledger Investing (Seed)	5	NA	CapMkts
04/17	UiPath (Series A)	30	NA	BPO
04/17	Amino (Series C)	25	NA	HCIT
01/17	Funding Circle (Series F)	100	NA	Bnkg
12/16	Indifi (Series B)	10	NA	Bnkg
10/16	TravelBank (Series A)	10	NA	FMS
10/16	OpenGamma (Series D)	13	Bruce Golden	CapMkts
08/16	SelfScore (Series A)	14	Sameer Gandhi	Bnkg

Source: Company website, PitchBook

1) Italics indicate preferred control / geography

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

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Meritech Capital Partners Overview



Overview

MERITECH



Paul Madera Co-Founder & Managing Director



Mike Gordon Co-Founder & Managing Director





George Bischof Managing Director

Locations

Palo Alto, CA

About

- Meritech Capital Partners, founded in 1999, is made up of six partners, half of whom cofounded the venture capital firm
- \$3 bn of assets under management
- Meritech is focused exclusively on late venture stage investments and has numerous success stories of billion dollar exits, through IPO and M&A's
- Works closely with CEO's to assist in company growth and the possible IPO process, through advice and strategic introductions to independent board members and investment banks
- Meritech will look to take lead on deals when possible

Investment Preferences

Investment Criteria

Fund Size: \$565 mm

Fund Raised: 2014

Investment Range: \$10 - 20 mm

Revenue: NA

EBITDA: NA

General Preferences 1

Control: Minority

Geography: U.S., Asia, Middle

East, Western Europe

Transaction Type: Venture, Growth

Industry Focus: Consumer Internet

> & Media. Enterprise Infrastructure & Storage, Medical Devices & Services, Mobile &

Communications.

Software

Selected Recent Investments / Exits

FinTech / Financial Services Investments 2

Date	Company	Deal Amt. ³	Board Rep.	Sector
02/18	YapStone (Series C)	\$71	NA	Pymts
02/18	Icertis (Series D)	50	Paul Madera	FMS
12/17	Anaplan (Series F)	60	Robert Ward	FMS
06/15	GoFundMe (Early- Stage VC)	NA	NA	Bnkg
06/15	Coupa (Series G)**	80	George Bischof	FMS
05/14	Anaplan (Series D)	100	Robert Ward	FMS
01/14	CAN Capital (Series C)	33	Michael Gordon	Bnkg
03/13	hybris (SAP)*	30	George Bischof	вро
01/13	Prosper (Series A)	20	Paul Madera	Bnkg
06/11	YapStone (Later-Stage VC)	50	George Bischof	Pymts
02/11	Wonga (Series C)	118	Paul Madera	Bnkg
09/04	MetraTech (Ericsson)*	8	Mark Lockareff	FMS
04/00	Trading Edge (MarketAxess)*	52	Paul Madera	CapMkts

Other Notable Investments 2

Date	Company	Deal Amt. ³	Board Rep.	Sector
10/15	Alteryx (Later-Stage VC)**	\$85	NA	Data
08/15	CloudPassage (Series D)	36	Michael Gordon	Security
06/15	ServiceMax (GE Digital)*	82	NA	Software
05/15	Tegile Systems (Later- Stage VC)	70	Paul Madera	IT

Source: Company website, PitchBook

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

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

Representing numerous FinTech "Unicorns" above \$1 billion valuations

Company	Amount Raised	
MERCURY®	\$420,000,000+	
GreenSky [™]	300,000,000+	
⊠avid xchange	300,000,000	
⊠avid xchange	253,000,000	
liquidnet~~~	250,000,000	
square trade protection plans	238,000,000	
GreenSky [™]	200,000,000	
O YAPSTONE	181,000,000	
nmi	150,000,000+	
ADDEPAR	140,000,000	
Kabbage Kabbage	135,000,000	
Remitly	115,000,000	
Tradingscreen SIMPLIFYING GLOBAL MARKETS*	110,000,000+	
CHROMERIVER	100,000,000	
credit karma	85,000,000	
earnest	75,000,000	

Selected Prominent Investors in FT Partners **Led Rounds**















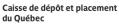






































maveron















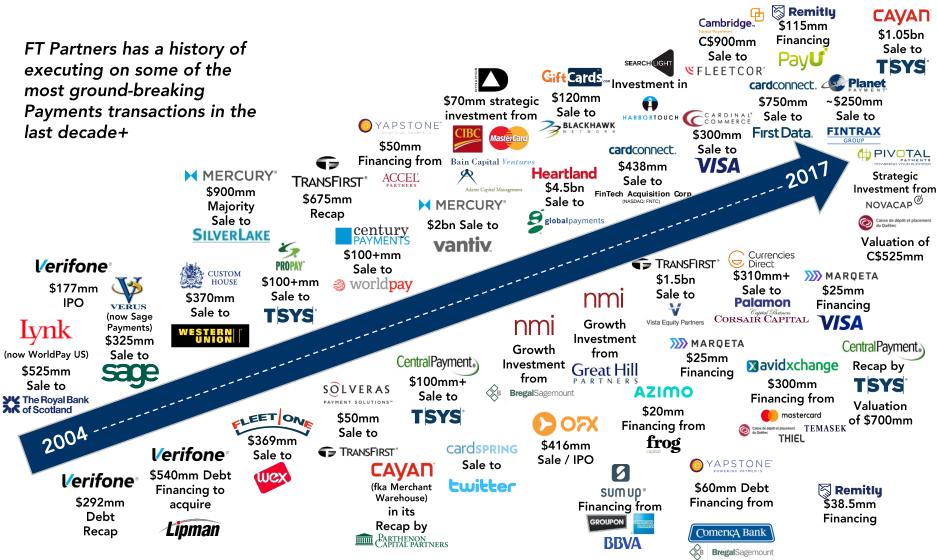




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Timeline of Selected FT Partners Payments Processing Transactions



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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.





FT Partners' Repeat Clients are Everywhere – Select Few Below

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

Initial Transaction













The Only Investment Bank Focused Exclusively on Financial Technology

Financial Technology Partners LP

FTP Securities LLC

is pleased to announce its exclusive role as

MERCURY

in its approximately 60% Growth

Investment by

SILVERLAKE

for a value up to











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YAPSTONE

FT Partners Delivers Great Companies + High Returns to Investors

Numerous 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



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



13.5x return for Clairvest

CLAIRVEST





\$ 1,400,000,000

3.5x return for Bain





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 Company



in its cash sale to



\$ 2,000,000,000

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





\$ 1,050,000,000

15x+ return for Parthenon



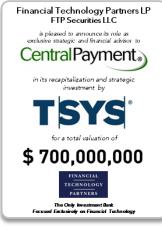


FT Partners' Transactions w/ Major Payment Processors

FT Partners has represented several companies on successful transactions with virtually ALL major Payment Processors





















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Leading Advisor to Merchant Acquirers / Payment Processors

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

Se	lected FT Parti Deals Noted	ners Seller	Buyer	Date	Transaction Value (\$ in mm)	Research Profile
	FINANCIAL TECHNOLOGY PARTNERS	САУАП	TSYS	12/181/7	\$1,050	VIEW
	FINANCIAL TECHNOLOGY PARTNERS	Planet PAYMENT.	FINTRAX GROUP	10/26/17	250	VIEW
		BluePay	First Data.	10/19/17	760	VIEW
,	FINANCIAL TECHNOLOGY PARTNERS	PIVOTAL PAYMENTS POWERING VOLUS BLOCKS	NOVACAP (Colsse de dépôt et placement du Québec	09/26/17	430	VIEW
		a nets	HELLMAN & Friedman	09/26/17	5,300	VIEW
	FINANCIAL TECHNOLOGY PARTNERS	nmi	FIP PRANCINCO PRACTAERS	09/07/17	NA	VIEW
		∌ world pay	vantiv.	07/2017	11,680	VIEW
		sage Payment Solutions	GTCR	06/2017	260	VIEW
	FINANCIAL TECHNOLOGY PARTNERS	cardconnect.	First Data.	05/2017	750	VIEW
		total merchant services	NorthAmerican BANCARD	05/2017	NA	VIEW
	FINANCIAL TECHNOLOGY PARTNERS	CentralPayment	TSYS	02/2017	700 ⁽¹⁾	VIEW
	FINANCIAL TECHNOLOGY PARTNERS	HARBORTOUCH"	SEARCH(LIGHT	06/2016	NA	VIEW
	FINANCIAL TECHNOLOGY PARTNERS	cardconnect.	FinTech Acquisition Corp (NASDAQ : FNTC)	03/2016	438	VIEW

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Leading Advisor to Merchant Acquirers / Payment Processors (cont.)

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

Selected FT Deals No		Buyer	Date	Transaction Value (\$ in mm)	Research Profile
	TRANSFIRST*	TSYS®	01/2016	\$2,350	VIEW
FI <u>NANCIA</u> TECHNOLOG PARTNERS	Heartland	S global payments	12/2015	4,500	VIEW
FINANCIAI TECHNOLOG PARTNERS	GY C	BEEKMAN GROUP	01/2015	NA	VIEW
	Secure finet Secure finet Get PAID. Get SMART.	参 worldpay	11/2014	NA	
FINANCIAI TECHNOLOG PARTNERS	TRANSFIRST°	Vista Equity Partners	10/2014	1,500	VIEW
	FIRST AMERICAN PAYMENT SYSTEMS	TEACHERS" PENSION PLAN	07/2014	700	
FINANCIAI TECHNOLOG PARTNERS	MERCURY®	vantiv	05/2014	1,650	VIEW
FINANCIAI TECHNOLOG PARTNERS	or nmi	Great Hill	05/2014	NA	VIEW
FINANCIAI TECHNOLO PARTNERS	Central Payment	TSYS	03/2014	250 ⁽¹⁾	
	PayPros [*]	S global payments	01/2014	420	
FINANCIAI TECHNOLOG PARTNERS	century	∌ world pay	09/2013	NA	VIEW
FINANCIAI TECHNOLOG PARTNERS	GY NMI	Bregal Sagemount	09/2013	200	VIEW

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Leading Advisor to Merchant Acquirers / Payment Processors (cont.)

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

Selected FT Partne Deals Noted	rs Seller	Buyer	Date	Transaction Value (\$ in mm)	Research Profile
	BluePay	TAAssociates	09/2013	NA	
	ELOMONT payment services*	vantiv	07/25/13	\$163	
FINANCIAL TECHNOLOGY PARTNERS	PROPAY	TSYS	11/15/12	135	VIEW
	Litle &Co	vantiv.	10/31/12	361	
	ACCELERATED payment technologies a * * * * *	global payments	08/15/12	413	
FINANCIAL TECHNOLOGY PARTNERS	CentralPayment	TSYS	08/09/12	110	
	MERCHANT «-SOLUTIONS	cielo	07/06/12	670	
FINANCIAL TECHNOLOGY PARTNERS	CAYAN (fka Merchant Warehouse)	PARTHENON CAPITAL	07/05/12	100+	VIEW
FINANCIAL TECHNOLOGY PARTNERS	SOLVERAS	€ TRANSFIRST®	08/24/11	NA	VIEW
FINANCIAL TECHNOLOGY PARTNERS	O YAPSTONE	Accel	06/07/11	50	VIEW
FINANCIAL TECHNOLOGY PARTNERS	MERCURY°	SILVERLAKE	04/14/10	900	VIEW
FINANCIAL TECHNOLOGY FARTNERS	VERUS	sage	01/09/06	325	VIEW
FINANCIAL TECHNOLOGY PARTNERS	Lynk	The Royal Bank of Scotland	08/03/04	525	VIEW

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FT Partners Advises YapStone on its \$60 million Debt Financing

Overview of Transaction

- On March 31, 2015, YapStone announced the completion of its \$60mm debt financing package comprised of \$20mm of subordinated debt from Bregal Sagemount and a \$40mm senior credit facility with Comerica Bank
- YapStone is a leading global provider of web and mobile payment technology solutions and expects to process over \$14 billion in payment volume annually for mobile marketplaces, including HomeAway and VBRO, as well as for targeted, large vertical markets, including apartment and vacation rentals, HOA communities, self-storage and non-profits
- The financing enables the Company to accelerate its growth initiatives in its existing markets and allows YapStone to aggressively pursue explosive growth opportunities in new verticals and new marketplaces
- Bregal Sagemount is a growth-focused private equity firm with \$650mm of committed capital
- Comerica Bank is a financial services firm that provides business and retail banking and wealth management services

Significance of Transaction

- This investment validates the increasing importance of technology-enabled payments providers and recognizes the strength of YapStone's service offering
- Provides additional capital and key partnerships with Bregal Sagemount and Comerica Bank to accelerate growth

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor
- Demonstrates FT Partners' continued strength in the Payments sector and ability to partner with leading firms and assist them in achieving their long-term strategic and capital raising goals
- FT Partners also advised YapStone on its previous \$50mm minority investment led by Accel Partners

FTP Securities LLC

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



in its debt financing by





totaling approximately

\$ 60,000,000



FT PARTNERS ADVISES



FT Partners Advises YapStone on its \$50 million Minority Financing

Overview of Transaction

- On June 7, 2011, YapStone announced the completion of its \$50 million minority investment led by Accel Partners ("Accel")
- YapStone is the largest Electronic Payments-as-a-Service (ePaaS) provider focused in property management and several other bill payment industries
- Meritech Capital Partners also participated in the round
- As part of the investment, Todd MacLean, a (now former) partner at Accel, joined YapStone's board
- The new capital will be used to support the Company's rapid growth, specifically for continued investment in its core technology platform to serve current and new vertical markets; it will also be used to support international expansion and fund opportunistic acquisitions

Significance of Transaction

- This investment validates the increasing importance of technologyenabled payments providers and recognizes the strength of YapStone's service offering
- Provides additional capital and a key partnership with Accel to accelerate the pursuit of enormous growth opportunities

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to YapStone
- Demonstrates FT Partners' ability to establish strong relationships with leading Payments / Financial Technology firms and assist them in achieving their long-term strategic goals
- Highlights FT Partners' continued strength in the Payments Technology sector

Financial Technology Partners LP FTP Securities LLC

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



in its minority investment led by



for total consideration of approximately

\$50,000,000



FT PARTNERS ADVISES



Cayan's \$1.05 billion 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



FT PARTNERS ADVISES A PSTONE

NMI's Majority Investment from Francisco Partners

Overview of Transaction

- On September 7, 2017, NMI announced it has received a majority investment from Francisco Partners
 - As part of the transaction, Bregal Sagemount will be exiting its investment in the Company, while existing investor Great Hill Partners will remain a significant shareholder
- Headquartered in Roselle, IL, NMI is a leading provider of payments enablement technology for ISOs, VARs, ISVs and payment facilitators
- Francisco Partners is a global technology-focused private equity firm that has invested in over 200 technology companies since its founding

Significance of Transaction

- The majority investment will provide NMI with new capital to drive product innovation and expansion of its enablement capabilities.
- NMI has grown substantially in recent years as ISOs, VARs, ISVs and payment
 facilitators increasingly demand white label payment gateway and other
 enablement solutions; the new capital from Francisco Partners will allow NMI to
 continue to expand its core capabilities and customer service levels

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to NMI and its Board of Directors
- FT Partners previously advised NMI on its growth investment from Bregal <u>Sagemount in 2013</u> and its growth investment from Great Hill Partners in 2014
- This transaction underscores FT Partners' successful track record generating highly favorable outcomes for leading Payments companies

Financial Technology Partners LP FTP Securities LLC

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



in its majority investment from





FT PARTNERS ADVISES





FT Partners Advises Heartland Payment Systems on its \$4.5 billion Sale

Overview of Transaction

- FT Partners served as strategic and financial advisor to Heartland Payment Systems (NYSE: HPY) in its landmark \$4.5 billion sale to Global Payments (NYSE: GPN) for a combination of cash and stock
- Global Payments acquired Heartland for \$100 per share, representing a total transaction value of approximately \$4.5 billion at the closing of the deal
- Consideration for the transaction consisted of 0.6687 shares of Global Payments stock and \$53.28 for each share of Heartland stock at closing
- This transaction creates the leading global provider of integrated payments technology solutions
- This deal represents the largest U.S. strategic merchant acquiring acquisition in over a decade
- Also represents the single largest U.S. strategic payment processing deal in the last 8 years
- This transaction underscores FT Partners' continued leadership position as "advisor of choice" to the highest-quality companies in the FinTech space

Financial Technology Partners LP FTP Securities LLC

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



global payments

for total consideration of

\$4,500,000,000



FT PARTNERS ADVISES



FT Partners Advises on Strategic Sale of Mercury for \$1.65 billion

Overview of Transaction

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

Significance of Transaction

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

FT Partners' Role

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

Financial Technology Partners LP FTP Securities LLC

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



in its cash sale to



for total consideration of

\$ 1,650,000,000



FT PARTNERS ADVISES



FT Partners Advises Mercury on its 60% Growth Investment

Overview of Transaction

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

Significance of Transaction

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

FT Partners' Role

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

Financial Technology Partners LP FTP Securities LLC

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



in its approximately 60% growth investment by



for a value up to

\$ 900,000,000



FT PARTNERS ADVISES



FT Partners Advises on the Sale of TransFirst for \$1.5 billion

Overview of Transaction

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

Significance of Transaction

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

FT Partners' Role

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

Financial Technology Partners LP

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



in its sale to



Vista Equity Partners

from



\$ 1,500,000,000



FT PARTNERS ADVISES YAPSTONE

FT Partners Advises on Central Payment's Recapitalization

Overview of Transaction

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

Significance of Transaction

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

FT Partners' Role

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

FTP Securities LLC

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



in its recapitalization and strategic investment by



for a total valuation of

\$ 700,000,000



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





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"



Award-Winning Investment Banking Franchise Focused on Superior Client Results

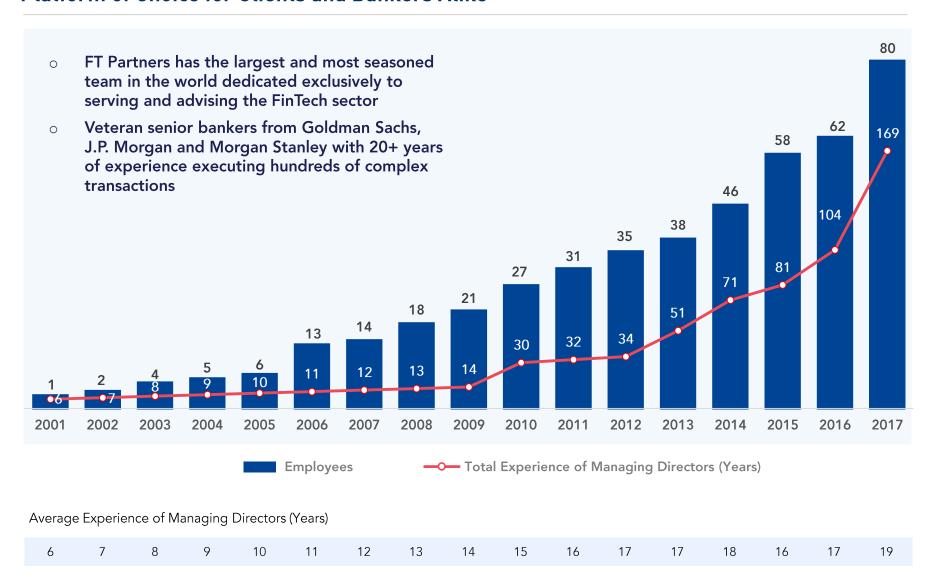


Institutional Investor	2017 2015 - 2016	 Ranked #1 Most Influential Executive on Institutional Investor's FinTech 40 List Steve McLaughlin Ranked Top 5 on Institutional Investor's FinTech 35 List
Annual Ranking	2006 - 2008	 Consecutively Ranked (2006, 2007 and 2008) among the Top Bankers on Institutional Investor's "Online Finance 40"
The Information	2016	 Ranked #2 Top Technology Investment Banker on The Information's "Silicon Valley's Most Popular Dealmakers"
	2015 - 2017	 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
2017 - 2004 ANNUALAWARDS WINNER M&A Advisor Awards	2010 -2014	 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
	2004 - 2007	 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

FT PARTNERS ADVISES



Platform of Choice for Clients and Bankers Alike



FT PARTNERS ADVISES



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