

December 10, 2019

FT PARTNERS TRANSACTION ANNOUNCEMENT

FINANCIAL
TECHNOLOGY
PARTNERS

The Only Investment Bank
Focused Exclusively
on FinTech

San Francisco • New York • London

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



on its acquisition of





Payoneer's Acquisition of optile

Overview of Transaction

- On December 10, 2019, Payoneer announced it has agreed to acquire optile
- optile is a Munich-based tech company that streamlines payment acceptance processes for merchants worldwide
 - Founded in 2010, optile's open payment platform puts merchants in control of their business with the flexibility to add payment options and partners as their needs evolve, boosting conversion and improving customer experience
- Payoneer's digital platform streamlines global commerce for millions of small businesses, marketplaces and enterprises from 200 countries and territories
 - Leveraging its robust technology, compliance, operations and banking infrastructure, Payoneer delivers a suite of services that includes cross-border payments, working capital, tax solutions and risk management

Significance of Transaction

- With optile's gateway capabilities, Payoneer will be able to offer an end-to-end solution and specifically will enhance the functionality of its offering to marketplace clients
 - optile's gateway solution provides strong pay-in capabilities, complementing Payoneer's pay-out solution
- From the acquisition, optile gains the ability to leverage Payoneer's global infrastructure and team to continue building its open payment orchestration platform

FT Partners' Role

- FT Partners served as exclusive financial advisor to Payoneer
- This transaction underscores FT Partners' deep Payments domain expertise and its continued success in providing buy side advisory to top-tier FinTech companies

Financial Technology Partners LP FTP Securities LLC

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



on its acquisition of



*The Only Investment Bank
Focused Exclusively on Financial Technology*

optile Overview

Company Overview



CEO:	Daniel Smeds
Headquarters:	Munich, Germany
Founded:	2010

- optile is a payment orchestration platform designed to offer global businesses freedom, control, and independence in managing and optimizing their payment setup
- optile's open payment platform helps merchants to scale faster to new markets, unify all payment-related processes, optimize customer experience and boost conversion rates
- optile virtualizes the entire payment market, delivering quality connections to any payment method, provider, third-party service or data structure around the world

Key Benefits for Merchants

- Helps to scale faster to new markets
- Delivers a personalized customer journey & a uniform payment experience
- Minimizes integration & payment costs
- Reduces the complexity of a merchant's payment infrastructure
- Automates payment flows & helps introduce innovative checkout capabilities

Products and Services

optile offers subscription, volume, or transaction-based packages with additional recurring fees for premium services and one-time fees for professional services and workshops



Scale – Any Method, Any Provider

- Independence, flexibility and freedom in designing the payment setup
- Best-of-breed partners
- Connection to any global or local payment methods to increase global coverage



Unify – Implement Once

- Streamlines payment processes from a single touchpoint
- Simplifies a payment setup and reduces technical and operational efforts
- Minimizes data re-entry
- Provides flexible native checkout architecture



Optimize – Orchestrating Payment Experience

- Optimizes transaction flows
- Reduces costs and risk through Smart Routing
- Improves payment performance through advanced analytics
- Helps to benchmark payment methods



Payoneer Overview

Company Overview



CEO:	Scott Galit
Headquarters:	New York, New York
Founded:	2005

- Payoneer facilitates cross-border ecommerce by providing services to online marketplaces, buyers and sellers globally
- It provides tools to make it simple, fast, and cost effective to pay and be paid in more than 150 currencies across 200 countries and territories
- Leveraging a global banking network, users can send and receive funds into a bank account, Payoneer account, or prepaid MasterCard

Payoneer Serves...

4+ million SMBs	Ecosystem of SMEs & Entrepreneurs, Freelancers & Developers, Vendors & Suppliers and Remote Workers
2,000 Marketplace & Platforms	Online Marketplaces and Global Corporates
400,000+ Payers	Companies inside and outside of the network paying Payoneer customers

Products and Services



Payoneer enables millions of sellers, marketplaces and SMBs to conduct commerce around the world

Get Paid

- Access to a global network of integrated marketplaces and platforms
- Local Currency Accounts to receive international payments
- Convenient Billing Services

Manage Funds & Pay

- Local bank transfers in 200+ countries
- Manage funds in dozens of currencies
- Make free real-time payments to suppliers and freelancers globally on the Payoneer Network

...and Beyond

- Value-added solutions such as working capital, tax solutions, etc.

Payoneer Overview (cont.)

A unique global commerce platform



► Get Paid



Local Currency Accounts

Local bank accounts to receive local bank payments from customers in US, UK, EU, Japan China, Canada, Mexico & Australia



Bill Your Customers

Send a payment request to your customers and get paid securely by bank account, credit/debit card or Payoneer account



Marketplaces & Networks

Receive payments from any mass payout partner connected via API to Payoneer Network



Global Wire Accounts

Global IBAN to receive bank payments from any business worldwide in multiple currencies

► Pay & Manage Funds



Make a Payment

Enables Payoneer users to easily connect with the global Payoneer community by sending and receiving payments between accounts, free of charge



Pay Your VAT

Allows Payoneer users to pay VAT tax authorities in the U.K. and E.U. directly, using GBP & EUR from their Payoneer accounts



Pay Suppliers & Freelancers

Helps users make and settle payments to international suppliers and freelancers



Access Funds Locally

Transfer funds from a Payoneer account directly to their local bank account in 200+ countries & 150+ currencies OR use Mastercard debit card to make purchases or withdraw from ATM machines globally

► ... And Beyond



Working Capital

Payoneer provides its customers with access to critical capital needed to manage and grow their business



FX Management

Allows users to actively manage currency balances and FX exposures



ERP Integrations

Sophisticated API deeply embeds Payoneer into ERP system workflows



Payroll Services

One-stop shop as a global payroll solution with cross-border functionality



Tax Solutions

Support for tax obligations and related documents across localities

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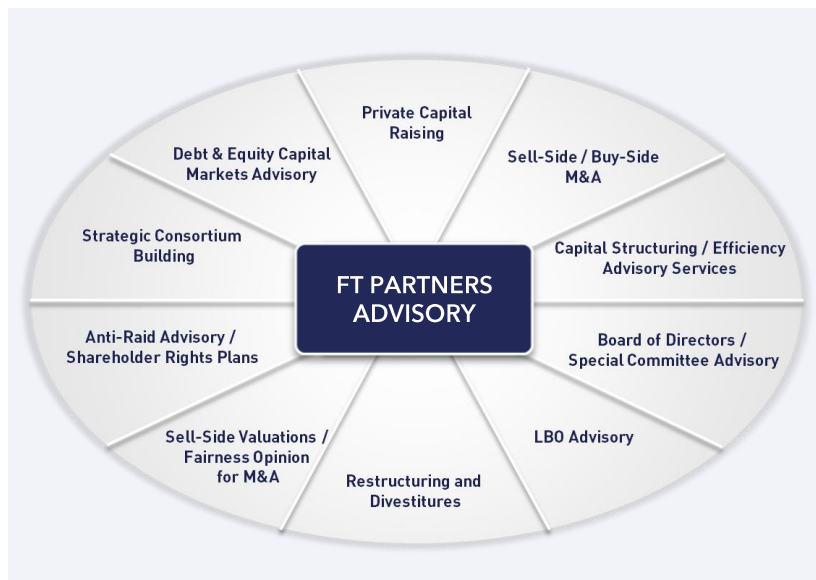
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Overview of FT Partners

- 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 17 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"

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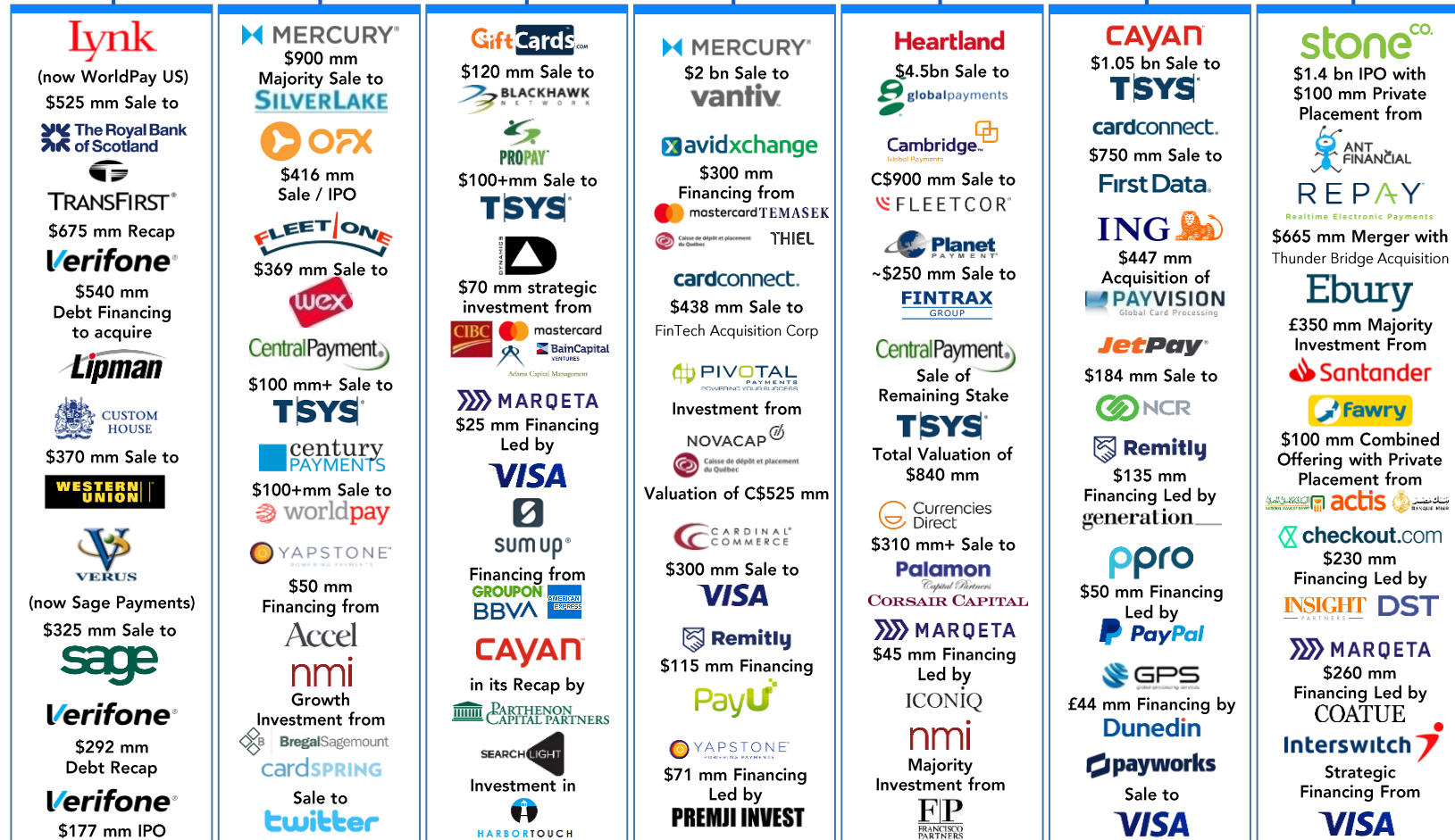
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Timeline of Selected FT Partners Payments Processing Transactions



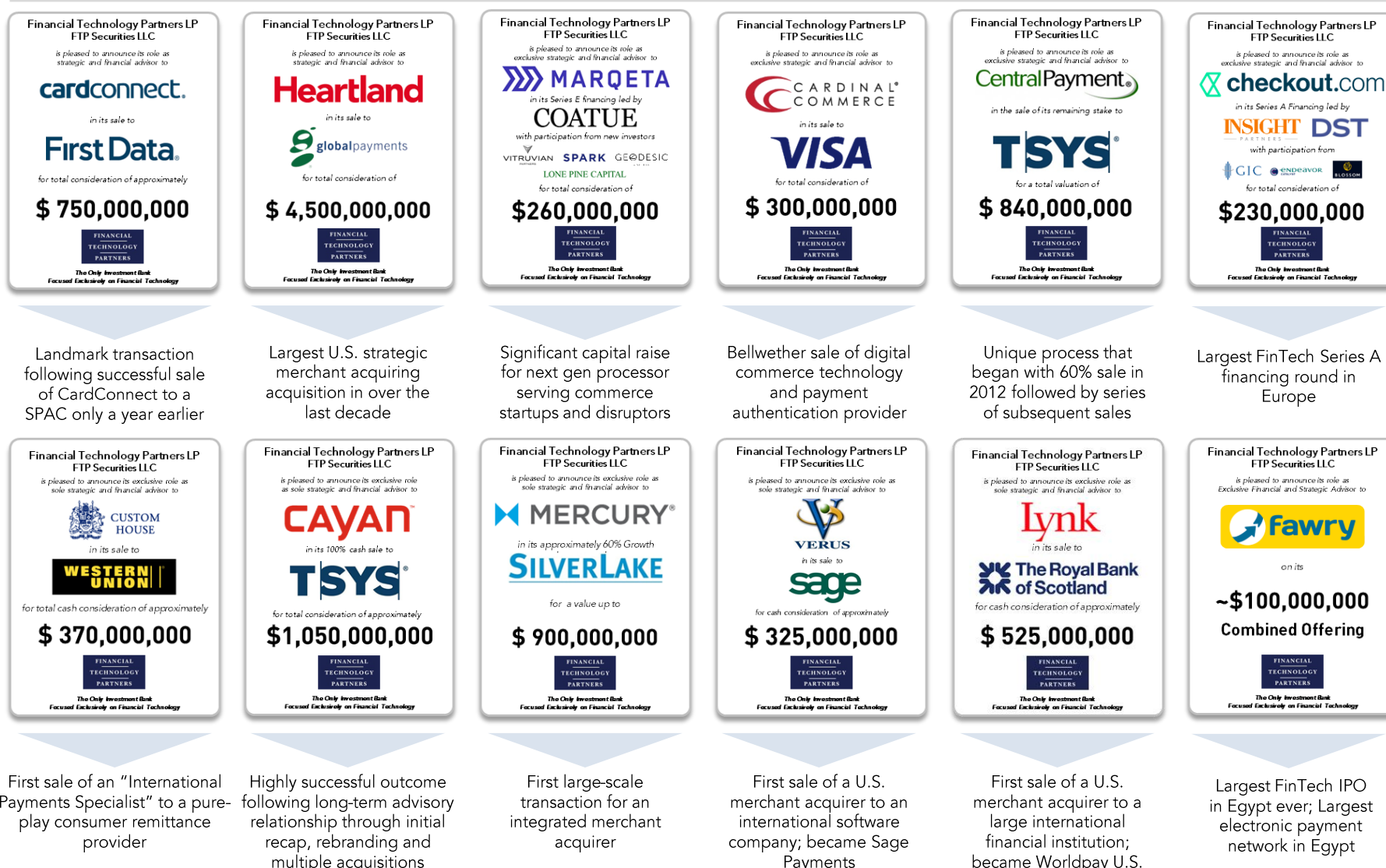
FT Partners has a history of executing on many of the most ground-breaking Payments transactions in the last 15+ years



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Ground-Breaking Payments Transactions Pioneered by FT Partners



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FT Partners' International / Cross-Border Capabilities (Selected Examples) *Payoneer*

FT Partners' global presence offers capabilities reaching far beyond North America, as demonstrated by our numerous international clients and successful transactions with international firms & investors

Target	Buyer / Investor	International Aspect
Interswitch	VISA	 
Ebury	Santander	 
Fawry	actis البنك الأهلي المصري NATIONAL BANK OF EGYPT بنك مصر BANQUE MISR	 
payworks	VISA	
iyzico	PayU	 
allpago	ppro	 
checkout.com	INSIGHT PARTNERS DST	 
SIGNICAT	NORDIC CAPITAL	
GOCARDLESS	ADAMS STREET PARTNERS G/	
nutmeg	CONVOY 康宏	 
stone ^{co.}	ANT FINANCIAL	 
DEPOSIT SOLUTIONS	VITRUVIAN PARTNERS	 
ppro	citi VENTURES PayPal HPE Growth Capital.	
moneyfarm	Allianz endeavor CATALYST Fondazione di Sardegna	 
ContaAzul	TIGERGLOBAL endeavor CATALYST	
PAYVISION Global Card Processing	ING	 
Currencies Direct	Palamon Capital Partners CORSAIR CAPITAL	 
OFX	SILVERLAKE BainCapital Permira	 
Lynk	worldpay	 

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Award-Winning Investment Banking Franchise Focused on Superior Client Results



2018 Top Investment Bank in FinTech



Institutional Investor
Annual Ranking

2018 Steve McLaughlin Ranked #1 for the Second Year in a Row on Institutional Investor's FinTech 40 List

2017 Ranked #1 on Institutional Investor's FinTech 40 List

2015 & 2016 Ranked Top 5 on Institutional Investor's FinTech 35 List

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"



M&A Advisor
Awards

2019 Technology Deal of the Year

2018 Corporate / Strategic Deal of the Year

2018 Cross Border Deal of the Year

2017 Investment Banker of the Year

2016 Investment Banking Firm of the Year

2016 Cross Border Deal of the Year

2015 Dealmaker of the Year

2015 Technology Deal of the Year

2014 Equity Financing Deal of the Year

2014 Professional Services Deal of the Year, \$100 mm+

2012 Dealmaker of the Year

2012 Professional Services Deal of the Year, \$100 mm+

2011 Boutique Investment Bank of the Year

2011 Deal of the Decade

2010 Upper Middle Market Deal of the Year, \$500 mm+

2010 IT Services Deal of the Year, Below \$500 mm

2010 Cross-Border Deal of the Year, Below \$500 mm

2007 Dealmaker of the Year – Steve McLaughlin

2007 Business to Business Services Deal of the Year

2007 Computer & Information Tech Deal of the Year, \$100 mm+

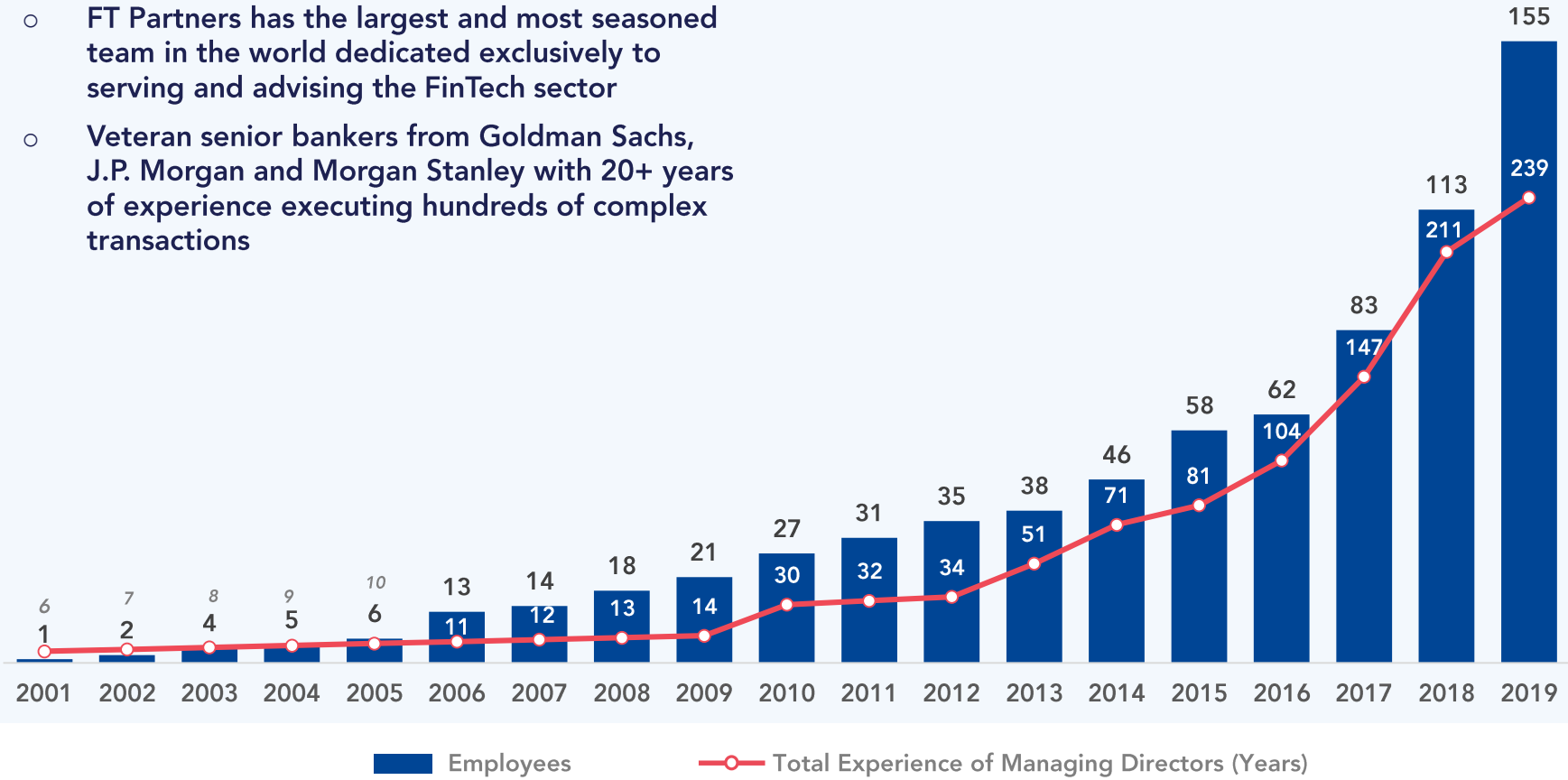
2007 Financial Services Deal of the Year, \$100 mm+

2004 Investment Bank of the Year

FT Partners – Focused Exclusively on FinTech

The Largest FinTech Advisory Practice in the World

- FT Partners has the largest and most seasoned team in the world dedicated exclusively to serving and advising the FinTech sector
- Veteran senior bankers from Goldman Sachs, J.P. Morgan and Morgan Stanley with 20+ years of experience executing hundreds of complex transactions



Average Experience of Managing Directors (Years)



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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 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. 	24
Mohit Agnihotri <i>Managing Director</i>	J.P.Morgan	<ul style="list-style-type: none"> Formerly Managing Director and Global Head of Payments Investment Banking at J.P. Morgan Wharton M.B.A. 	17
Kate Crespo <i>Managing Director</i>	RAYMOND JAMES®	<ul style="list-style-type: none"> Formerly with Raymond James' Technology & Services investment banking 13+ years of FinTech transaction execution experience Dartmouth M.B.A. 	17
Larry Furlong <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly with Goldman Sachs in New York, London and Los Angeles from 1995-2004 Wharton M.B.A. 	23
Osman Khan <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly Managing Director and 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 	22
Andrew McLaughlin <i>Managing Director</i>	Deloitte.	<ul style="list-style-type: none"> 20+ years experience executing / implementing financial and operational strategy Formerly with Deloitte Consulting 	13
Mike Nelson <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly head of FinTech M&A at SunTrust Robinson Humphrey Kellogg M.B.A. 	19
Timm Schipporeit <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly with Morgan Stanley as Senior Executive Director of European Technology Investment Banking Team in London Formerly a Venture and Growth Investor focused on FinTech at Index Ventures 	16
Greg Smith <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly award winning Equity Research Analyst at Merrill Lynch, J.P. Morgan and Hambrecht & Quist 20+ years of experience covering FinTech as both an Analyst and Investment Banker 	23
Tim Wolfe <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly with Goldman Sachs from 2000-2002 40 Under 40 M&A Advisor Award Winner 2013 Harvard M.B.A. 	17