FT PARTNERS FINTECH INDUSTRY RESEARCH

May 23, 2018

Worldline

Worldline (EPA:WLN) Acquires SIX Payment Services for approximately \$2.8 billion



Payment Services



The Only Investment Bank Focused Exclusively on FinTech

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 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 Institution Investors "FinTech Finance 40"



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

Steve McLaughlin: Founder & CEO

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steve.mclaughlin@ftpartners.com







Payment Services

Transaction Summary

Transaction Summary

- On May 15, 2018, Worldline announced that it has entered into an agreement to acquire the payments services segment of SIX Group for \$2.8 billion
 - With the acquisition, SIX Group will receive a 27% stake in Worldline, leaving Atos with 51% ownership
- The acquisition represents a 30%+ size increase of Worldline from the combination of SIX Payment Services' Merchant Services and Financial Services segments
- The acquisition is expected to close in Q4 2018 and will be accretive as soon as 2019

Seller Commentary

"In an environment that has recently excelled above all through consolidation, we are actively shaping this development so that going forward we can continue to be the central provider of payment services in the financial market infrastructure sector for our customers in the future. We are very happy that in Worldline we have found a well-known and strong international partner who will work with us to advance and further develop the payment business. This strategic partnership makes us Europe's leading and largest provider in one go. In the future, in addition to the existing SIX Payment Services offering, our customers will also benefit from Worldline's innovative solutions along the entire value chain of cashless payment transactions."



Romeo Lacher Chairman



Buyer Commentary

"The strategic agreement announced today between Worldline and SIX is of fundamental importance in the European payment industry. I am very honored that Worldline has been selected by SIX, after a very competitive process, as the right partner to join forces with their leading payment business. More than ever, Worldline thanks to its strong industrial culture, its track-record since its 2014 IPO and its privileged access to the leading Atos technologies, confirms its perfect position and its unique ability to be the perfect long-term payment partner for the European financial industry in these times of deep regulatory and digital transformations of the sector. I am very happy to welcome in the coming months SIX within the Worldline shareholding and governance and to pursue together our common ambition to create massive value through the future strategic developments of our company and achieve our common vision towards a cashless society."

Atos

Thierry BretonChairman, CEO

"For Worldline, reinforced by the talents of our future managers and colleagues from SIX Payment Services, this formidable industrial merger is a major strategic step forward. Together, we will beneficiate from reinforced industrial scale, numerous synergies and complementarities that will boost our development, our profitability and that will at the same time, enlarge significantly our offerings to our customers, strongly benefit to our shareholders while opening new professional development opportunities for all our employees. Through this merger, our Company with its intact financial firepower and its unrivalled size in our continent, will be better positioned than ever to continue its strategic endeavor to build, in the heart of Europe, a new global leader of the payment industry."

Worldline

Gilles Grapinet
CEO





Payment Services

SIX Payment Services Overview

Company Overview

Headquarters:

CEO:



Marc Schluep Zurich, Switzerland

Founded: 2001

Employees: 1,600

- SIX Payment Services is the payment services segment of SIX Group
- The Company offers a variety of cashless payment products and services and is the top commercial acquirer in Switzerland, Austria and Luxembourg, and also has a significant presence in Germany
- SIX Payment Services operates through its Merchant Services and Financial Services divisions

Select Recent Transactions

Announce Date	Amount (in mm)	M&A Target
08/10/17	na	ADUMO
07/26/17	na	girocard
04/03/13	na	PayLife

Solutions















VISA













eCommerce

- Services all from single source
- Accepts a wide range of payment methods
- High security standards and effective fraud prevention
- ✓ Accepts over 100 currencies

- Modular products allow customizable solutions
- ✓ Omni-channel
- Advanced and reliable technology
- Flexible reimbursement processes

Payment Terminals



Standalone Terminals



Mobile Terminals



Integrated Terminals



Unattended Terminals





SIX Payment Services Overview (cont.)

Merchant Services

€430 million

2019E Net Revenue

81% of Total Revenue

Key Countries



Financial Services

€100 million

2019E Net Revenue

19% of Total Revenue

Key Countries

#1 in Commercial Acquiring





Austria



Total Business

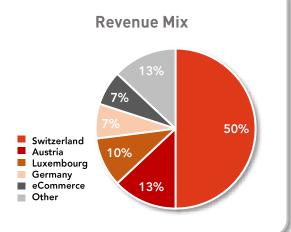
€530 million

2019E Net Revenue

20% EBITDA Margin

1,600

Employees







Payment Services

Worldline Overview

Company Overview

Worldline

CEO: Gilles Grapinet
Headquarters: Zurich, Switzerland
Founded: 2001

Employees: 9,000

- Worldline is a leading provider of electronic payment and transactional services to merchants, corporations, financial institutions and government agencies around the globe
- The Company processes billions of electronic transactions per year and offers a number of valueadd solutions to its customers

Select Recent Transactions

Announce Date	Amount (in mm)	M&A Target
10/04/17	\$105	Posnet
07/25/17	85	First Data Baltics
07/17/17	na	Digital River WORLD PAYMENTS

Services Overview

Merchant Services



Commercial Acquiring



Cross-Channel
Payment Acceptance



Payment Terminals & Services



Security & Fraud Risk Management



Merchant Wallet



Digital Platform



Third Party Provider



Data and Analytics

Financial Services



Issuing Services



Acquiring Services



Digital Banking



Outstanding Payments Solutions

Mobility and e-Transactional Services



Connected Living



Industrial IoT



Trusted Services



Digital Ticketing



Fleet Management



Data Analytics



Omni-Channel Contact Center



Mobile Services





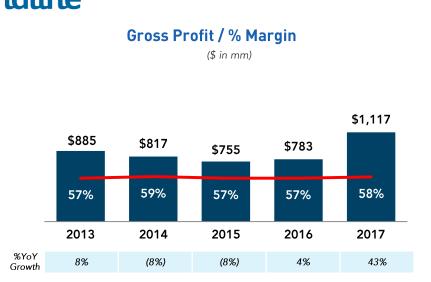
Payment Services

Worldline Overview (cont.)



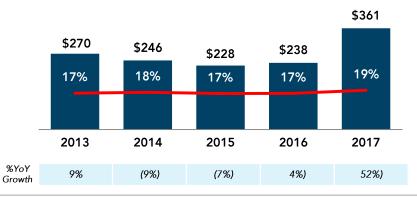
Adj. EBITDA / % Margin

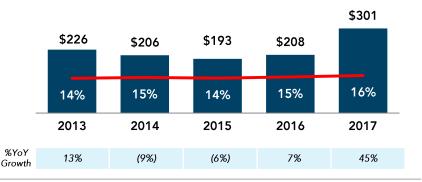
(\$ in mm)



EBIT / % Margin

(\$ in mm)









SIX Payment Services Combined with Worldline

Worldline







- €94 bn Merchant Service Value
- 100 mm cards managed
- 860 mm eCommerce transactions



- €80 bn Merchant Service Value
- 24 mm cards managed
- 50 mm eCommerce transactions



- €180 bn Merchant Service Value
- 120 mm + cards managed
- 900 mm + eCommerce transactions



- 200,000 + merchants
- 250 + financial institutions
- #1 EU financial processor
- · Leading merchant service provider



- 210,000 + merchants
- 180 + financial institutions
- #1 payment service provider in Switzerland, Austria & Luxembourg



- 410,000 + merchants
- 300 + financial institutions
- #1 financial processor in Europe
- #1 non-bank merchant acquirer in Continental Europe



Capabilities

- 9,400 + employees
- Commercial acquiring
- eCommerce.
- Omni-channel
- Global collecting
- Digital retail
- · Terminal services



- 1,600 + employees
- Mobile schemes (TWINT, Alipay)
- SMB eCommerce
- Self care

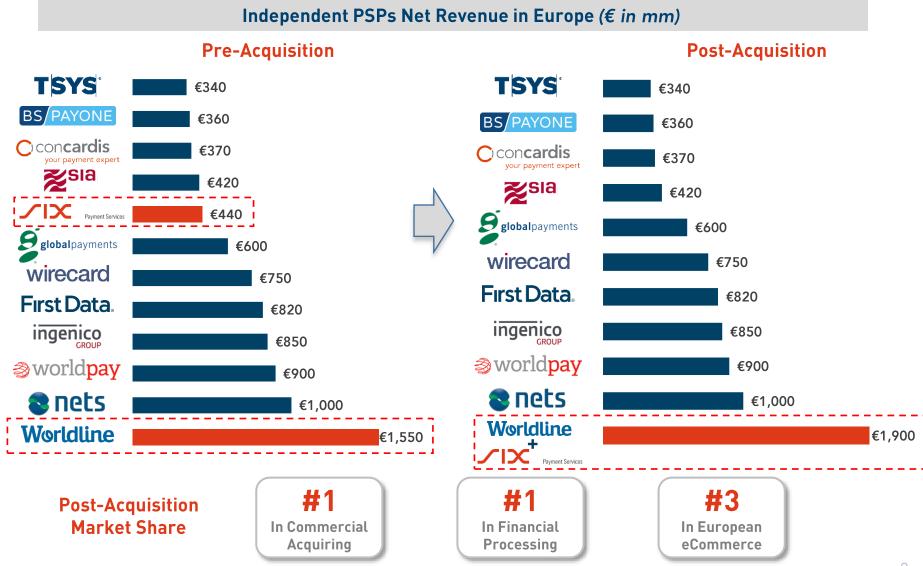


- 11,000 + employees
- Full coverage of merchants and financial institutions





SIX Payment Services Combined with Worldline (cont.)



Selected FT Partners' Research - Click to View



Global Money Transfer



Cayan's \$1.05 billion Sale to TSYS



EVO Payments Files for its IPO



Transaction Security



CardConnect's \$750 million to First Data



PayPal Aqcuires iZettle for \$2.2 billion



Klarna: An Online Payments and POS Lending Leader



Remitly's \$115 million Financing Led By PayU



Circle Raises \$110 million in Series E Financing



Adyen's Rise to One of the Most Valuable Payments Companies



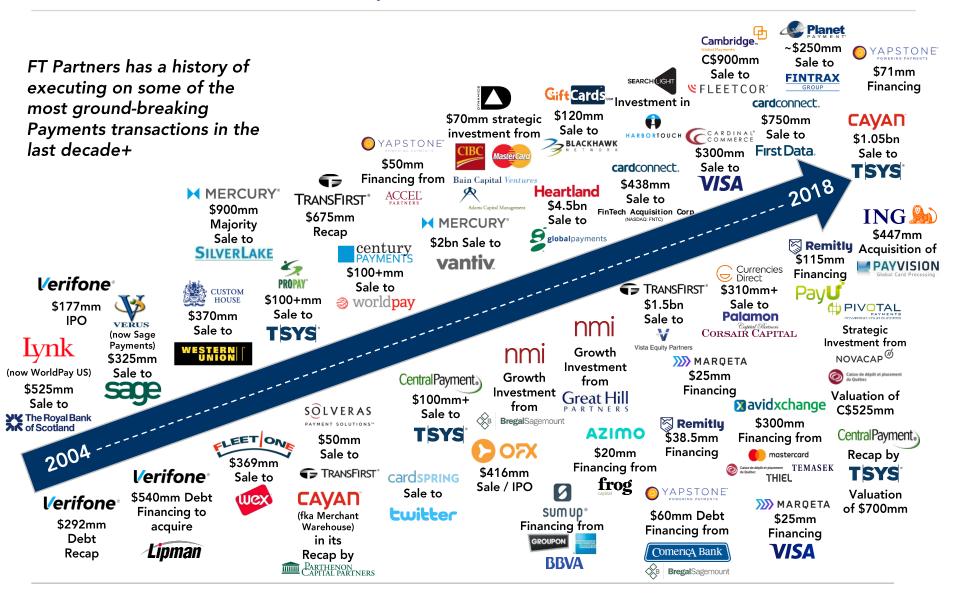
YapStone's \$71 million Series C Financing



Fair Square Financial Raises \$100 million

VIEW MORE FT PARTNERS RESEARCH

Timeline of Selected FT Partners Payments Transactions



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



Highly successful outcome following long-term advisory relationship through initial recap, rebranding and multiple acquisitions



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.

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
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
nmi	150,000,000+
ADDEPAR	140,000,000
Kabbage Kabbage	135,000,000
Remitly	115,000,000
Tradingscreen SIMPLIFFING GLOBAL MARKETS*	110,000,000+
OYAPSTONE"	110,000,000
CHROMERIVER	100,000,000
credit karma	85,000,000
earnest	75,000,000

Selected Prominent Investors in FT Partners Led Rounds				
Accel DST VISA TPG				
ICONIQ RCP REVERENCE CAPITAL PARTNERS TEMASEK				
BainCapital PIMCO				
BainCapital Caisse de dépôt et placement du Québec				
capitalG Great Hill				
nyca QED 5 Scotiabank°				
KeyBank ING 🎒				
野源资本 BBVA BBVA				
Adams Street Santander InnoVentures				
khosla ventures THIEL edbi				
mastercard PayU				
QUESTMARK PARTNERS SUMMIT PARTNERS				

SILVERLAKE

Parthenon Capital partners

FT Partners Advises Heartland Payment Systems on its \$4,500,000,000 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

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



in its sale to



for total consideration of

\$ 4,500,000,000



FT Partners Advises Cayan on its Sale to TSYS

Overview of Transaction

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

Significance of Transaction

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

FT Partners' Role

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

FTP Securities LLC

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



in its 100% cash sale to



for total consideration of approximately

\$1,050,000,000



FT Partners Advises CardConnect on its \$750,000,000 Sale to First Data

Overview of Transaction

- On May 29, 2017, CardConnect (NASDAQ: CCN) announced that it has
 entered into a definitive agreement to be acquired by First Data (NYSE: FDC)
 for \$15.00 per share in cash, for an aggregate transaction value of
 approximately \$750 million
 - The transaction is expected to close in 3Q17, subject to customary closing conditions
- Headquartered in King of Prussia, PA, CardConnect is an innovative provider of payment processing and technology solutions
 - CardConnect processes approximately \$26 billion of volume annually from 67,000 merchant customers
- First Data is a global leader in commerce-enabling technology and solutions
- FT Partners also represented <u>CardConnect on its sale to FinTech Acquisition</u> <u>Corp for \$438 million</u>, which closed in July 2016

Significance of Transaction

- The CardConnect transaction is consistent with First Data's strategy of integrating and scaling innovative technologies across its distribution footprint; CardConnect is one of First Data's largest distribution partners
- CardConnect brings First Data innovative partner management technology, accelerates the Company's integrated solutions initiative and provides it with an ERP-integrated payment solution set

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to CardConnect and its board of directors
- 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 strategic and financial advisor to



in its sale to

First Data

for total consideration of approximately

\$750,000,000



FT Partners Advises ING on its Acquisition of Payvision

Overview of Transaction

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

Significance of Transaction

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

FT Partners' Role

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

Financial Technology Partners LP

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



in its acquisition of



at a total valuation of approximately

€360,000,000 (\$447,000,000)



FT Partners Advises Marqeta on its Minority Financing

Overview of Transaction

- On July 26, 2017, Marqeta announced a strategic, minority financing round led by Visa for a total consideration of \$25 million
 - Visa and Marqeta also announced a multi-year, global partnership to drive innovations in commercial and consumer payments
 - Existing investors Commerce Ventures, 83 North,
 CommerzVentures and Granite Ventures along with new investor
 CreditEase also participated in the round
- Headquartered in Oakland, CA, Marqeta is the first modern card issuing and core processing platform, powering prepaid, debit and credit cards for the world's top commerce innovators

Significance of Transaction

- The additional capital will enable Marqeta to continue to fuel its rapid growth and global expansion
- The initial efforts of the Visa partnership will involve growing opportunities for virtual, physical and tokenized payments across a number of commercial markets and use cases that can benefit from Marqeta's developer-friendly platform

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Marqeta and its Board of Directors
- This transaction demonstrates FT Partners' deep domain expertise and transactional excellence in the Payments sector
- FT Partners also advised Marqeta on its Series C \$25 million financing in October 2015

Financial Technology Partners LP

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



in its minority financing led by



with participation from







for total consideration of

\$ 25,000,000



FT Partners Advises Payworks on its Financing

Overview of Transaction

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

Significance of Transaction

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

FT Partners' Role

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

Financial Technology Partners LP FTP Securities LLC

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



in its Series B financing with participation from





VISA

for total consideration of

\$14,500,000



Award-Winning Investment Banking Franchise Focused on Superior Client Results

Institutional Investor Institutional Investor Annual Ranking	2017 2015 - 2016 2006 - 2008	 Ranked #1 Most Influential Executive on Institutional Investor's FinTech 40 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"
	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
,a.	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

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