

FT PARTNERS FINTECH INDUSTRY RESEARCH

January 31, 2017



Green Dot Acquires UniRush

for

\$147 million



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

FINTECH RESEARCH & INSIGHTS

- 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 #4 Most Influential Person in all of FinTech in *Institution Investor's* "FinTech Finance 35"



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

Steve McLaughlin: *Founder & CEO*

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Green Dot to Acquire UniRush for \$147 mm

Transaction Summary



Transaction Summary

- **On January 30, 2017, Green Dot announced that it had agreed to acquire UniRush and its operating businesses, RushCard and Rapid! PayCard, for \$147 mm**
 - There is also an additional minimum \$4 mm annual earn-out payment for five years post closing
 - The transaction reflects a purchase price multiple of around **12.3x adjusted EBITDA**, with a forward looking multiple of **5 – 6x adjusted EBITDA** according to the Company
 - The transaction is subject to regulatory approval and is expected to close by the end of Q1 2017
- **Green Dot expects several synergies from the acquisition of UniRush**
 - Approximately \$44 mm in tax benefits, on a net present value basis
 - With the acquisition, Green Dot will become one of the nation's largest mobile, online and direct mail providers of bank accounts, debit cards and associated financial services
 - Green Dot's "Direct" division's growth to become significantly enhanced with the acquisition of UniRush
- **The acquisition will be funded with a combination of cash on-hand and new debt**
- **This transaction represents "Step 5" in Green Dot's "Six Step Plan" to increase shareholder value and establishes Green Dot as a competitive player in the growing corporate payroll card and wage distribution industry**

Transaction Commentary

"As one of the largest and most successful FinTech banking franchises in America, Green Dot has proven its ability to efficiently integrate highly accretive acquisitions. We believe the acquisition of UniRush, LLC, including the RushCard business and the Rapid! PayCard corporate payroll card business will be a strategic and financial success in both the near and long term. In particular, the RushCard program has for many years been one of the most important and respected prepaid programs in America with a mission espoused by its legendary founder, Russell Simmons, strikingly similar to that of Green Dot's long time mission- to reinvent personal banking for the masses and to empower the unempowered. I am delighted to continue my long relationship with Russell and am eager to partner with the UniRush team to serve the customers we both care so much about while focusing on generating a strong economic return for Green Dot investors."



Steve Streit
Founder, CEO



"This is an extraordinary milestone for UniRush, LLC., made possible by the hard work and dedication of each of the RushCard and Rapid! PayCard employees who have built our business to what it is today. Green Dot can now provide the scale and resources necessary to greatly expand our reach and to more efficiently deliver our innovative products and services to the millions of Americans who need them. We are all looking forward to joining forces with Green Dot, and I am thrilled to be working alongside two of the pioneers of the industry in Russell Simmons and now Steve Streit."



Ron Hynes
CEO



Green Dot to Acquire UniRush for \$147 mm

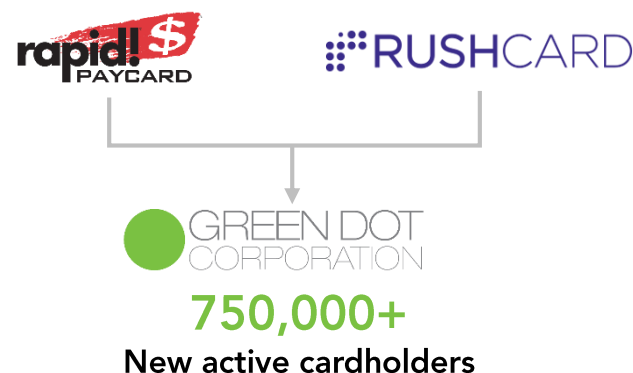
Transaction Summary (Cont.)



Financial Details

- The acquisition will cost Green Dot \$147 mm with a minimum \$4 mm annual earn-out payment for five years post closing
 - The annual earn-out could increase if the RushCard general purpose reloadable prepaid card program achieves specific revenue growth hurdles in a given year
 - UniRush will be both debt-free and cash-free by the time transaction closes, save for working capital items
 - Any regulatory and financial obligations are the responsibility of UniRush and are expected to be completely resolved before closing
 - UniRush will fund a cash escrow reserve to indemnify Green Dot, in regards to UniRush's prior operations
- Assuming this transaction closes by Q1, the acquisition is expected to impact Green Dot's 2017 income statement in several ways on a pre-synergies basis
 - \$70 – 80 mm in incremental non-GAAP adjusted revenue
 - \$7 – 8 mm in incremental adjusted EBITDA
 - \$0.04 – 0.05 in non-GAAP fully diluted incremental earnings per share
- Based on the total purchase price, including the minimum earn-out payments, net of expected tax benefits, the acquisition will represent a purchase price multiple of...
 - Approximately 12.3x adjusted EBITDA on a pre-synergies basis
 - 5 – 6x adjusted EBITDA on a post-synergies basis, expected to be mostly realized within 12 – 18 months of closing

Strategic Rationale



Green Dot Direct

After the transaction closes, RushCard will be join the Green Dot Direct division as one of its direct-to-consumer online businesses

RUSHCARD



Green Dot to Acquire UniRush for \$147 mm

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UniRush Overview



Company Overview



CEO: Ron Hynes
Headquarters: Cincinnati, OH
Founded: 2003

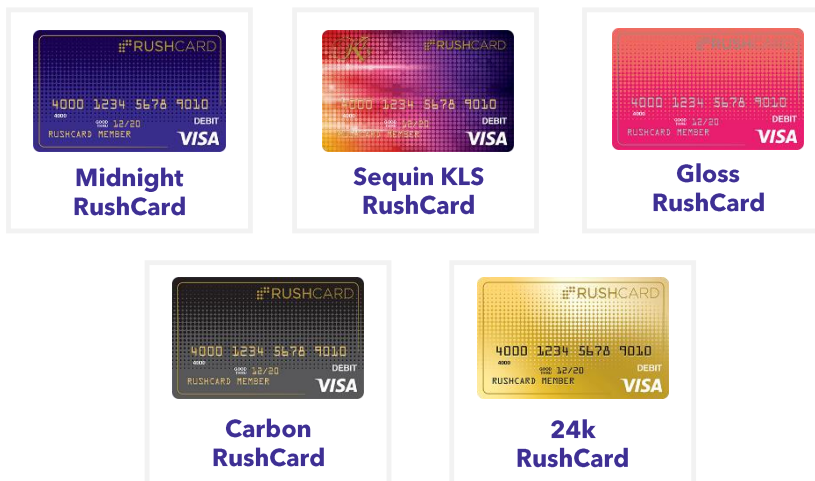
- UniRush helped lead the way in the prepaid debit card marketplace with the Prepaid Visa RushCard, a general purpose reloadable prepaid debit card
- Through its services and products, UniRush empowers its customers to achieve personal and financial goals
- Through the RushCard, the Company provides a suite of financial services to its members

Financing History⁽¹⁾

| Date | Size (\$ mm) | Stage / Type | Investor(s) |
|----------|--------------|--------------|-----------------------------------|
| 02/16/16 | \$15 | Debt | Main Street Capital |
| 08/10/10 | na | Growth | Accel Partners; The Carlyle Group |

Products Overview

UniRush offers several unique prepaid debit cards with the option of having up to four different cards at the same time



UniRush has two payment plans – an unlimited plan and a “pay as you go” plan – and also gives users the options of switching plans at any time at no cost

| | Unlimited Plan | Pay As You Go Plan |
|--------------------------|--|--|
| One-time Card Fee | \$3.95 - \$9.95 | \$3.95 - \$9.95 |
| Monthly Fee | \$5.95 (w/ direct deposit); \$7.95 (w/o direct deposit) | No fee |
| Transaction Fee | No fee | \$1 for each PIN or signature purchase, up to \$10 max per month |

Green Dot to Acquire UniRush for \$147 mm

Green Dot Overview



Company Overview



CEO: Steve Streit
Headquarters: Pasadena, CA
Founded: 1999

Financial Metrics ⁽¹⁾

Ticker: NYSE:GDOT
 Market Cap: \$1.4 bn ⁽²⁾
 LTM Revenue: \$706.9 mm
 LTM EBITDA: \$90.7 mm
 LTM Adj. NI: \$36.9 mm

- **Green Dot is the largest provider of reloadable prepaid debit cards and cash reload processing services in the U.S.**
 - Green Dot is widely recognized as the inventor of the general purpose reloadable (GPR) prepaid debit card industry
- **The Company primarily distributes and services its products through a proprietary, branchless network of over 100,000 merchant locations that partner and connect to Green Dot called the "Green Dot Network"**
- **Account Services**
 - **Green Dot Cards** – GPR prepaid & secured credit cards
 - **Affinity Cards** – Affinity branded GPR accounts
 - **Private Label Cards** – Private label GPR accounts
 - **GoBank** – Mobile app based checking accounts
- **Processing & Settlement Services**
 - **MoneyPak / Reload** – Cash and online reloading services
 - **Tax Refund** – Tax refund disbursement services
- **Key Subsidiaries**
 - Green Dot Bank – A wholly owned subsidiary bank
 - TPG – The largest U.S. processor of tax refund disbursements

Stock Chart



Wall Street Consensus Estimates

| | 2017E | 2018E |
|------------------|-------------|-------------|
| Revenue | \$749.3 mm | \$802.81 mm |
| EBITDA | \$178.06 mm | \$198.39 mm |
| Adj. EPS | \$1.74 | \$1.98 |
| EV/EBITDA | 7.4x | 6.7x |
| P/E | 15.4x | 13.6x |

Selected Acquisition History

| Date | Target | Amount (\$ in mm) |
|----------|---------------------------------------|-------------------|
| 02/24/15 | AccountNow | na |
| 02/24/15 | AchieveCard | na |
| 09/18/14 | Santa Barbara Tax Products | \$320 |
| 06/10/13 | GE 'Walmart' Branded Prepaid Cards | na |
| 03/09/12 | Loopt | 43 |
| 01/24/12 | eCommLink's Prepaid Processing Assets | 2.5 |
| 11/23/11 | Bonneville Bank | na |

Source: Company press release, Company website, CapIQ, PitchBook

(1) As of September 30, 2016

(2) As of January 31, 2017

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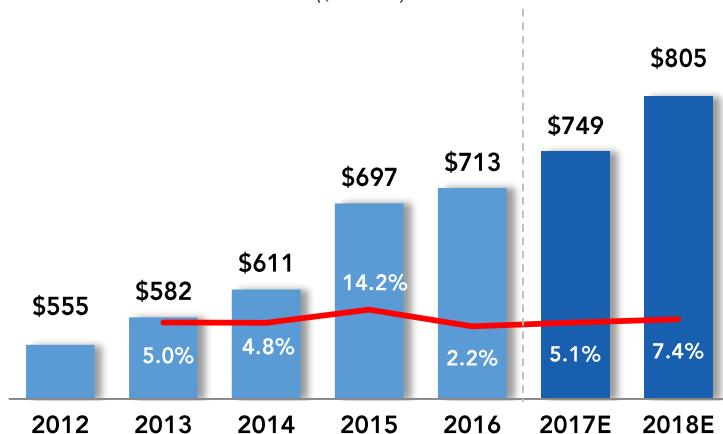
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Green Dot Financial Overview



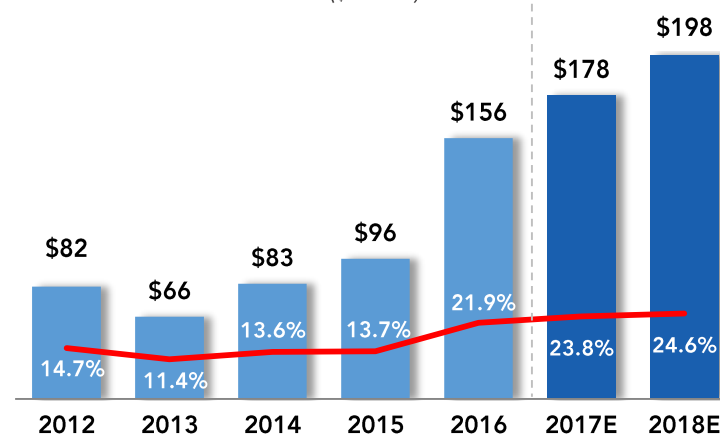
Revenue / % Growth*

(\$ in mm)



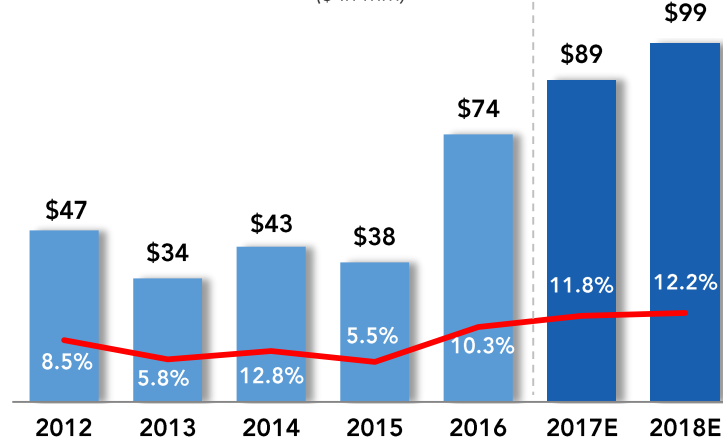
EBITDA / % Margin*

(\$ in mm)

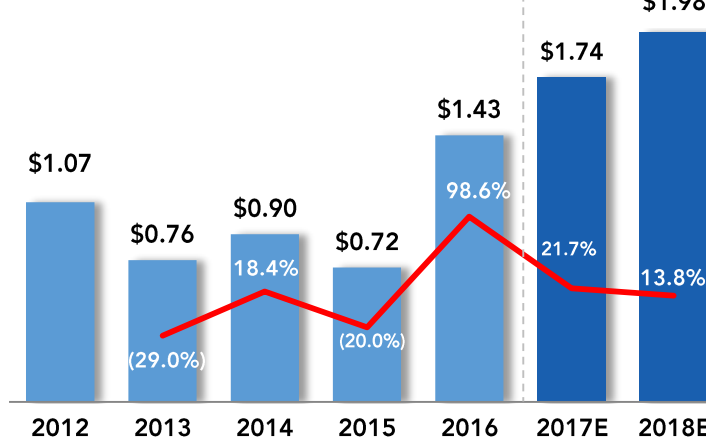


Net Income / % Margin*

(\$ in mm)



Diluted EPS / % Growth*



Selected FT Partners' Research – *Click to View*



Transaction Security



Global Money Transfer



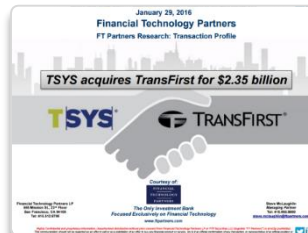
PayPal Spin-off Overview



Apple Unveils Apple Pay



Heartland's Sale to Global Payments



TransFirst's Sale to TSYS



Square Completes its IPO



First Data: Post Quiet Period Review



Edenred Acquires a Majority Stake in UTA



Concardis Sells to Advent International and Bain Capital



Magento Raises \$250 million in Financing



Flexpoint Ford Acquires Purchasing Power

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FT Partners – Focused Exclusively on FinTech

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FT Partners is the Leader in Payments Investment Banking



Unparalleled experience in Payments across the entire spectrum of transaction types and dynamics, with extremely strong execution and outcomes

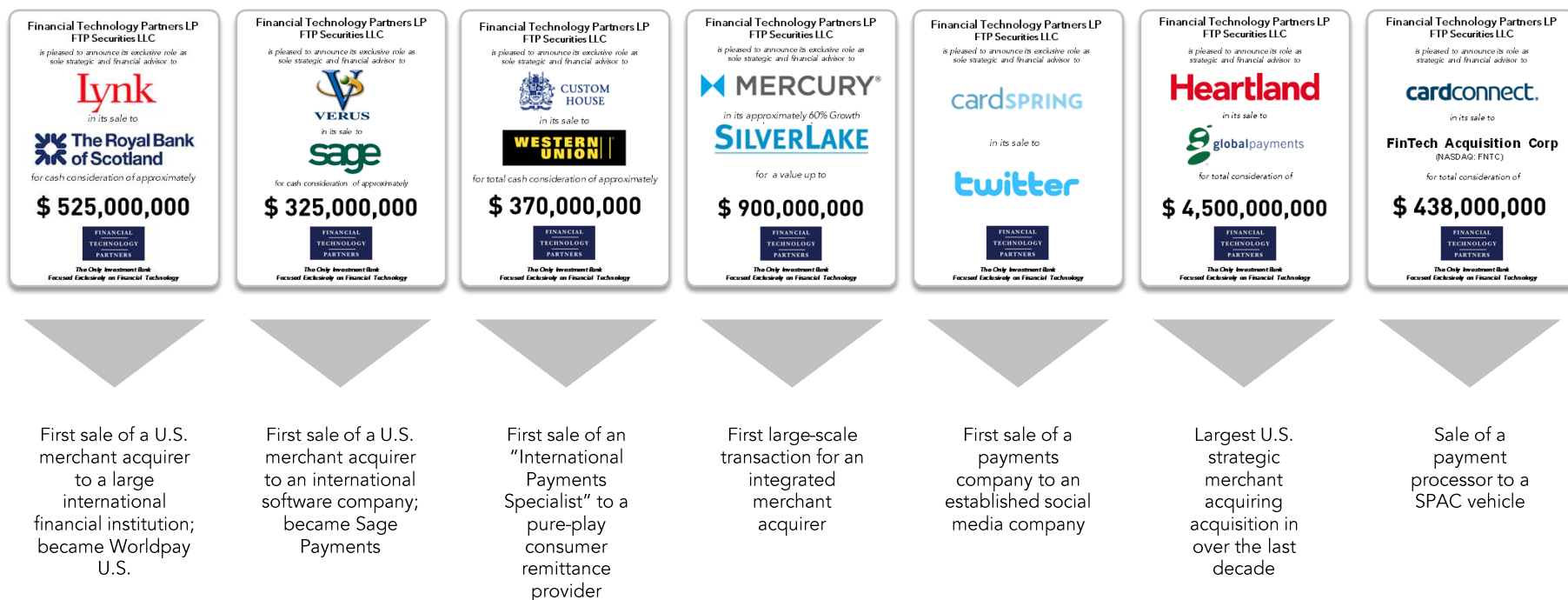
***FT Partners has a history of
executing on some of the
most ground-breaking
Payments transactions in the
last decade+***



FT Partners – Focused Exclusively on FinTech

FT PARTNERS RESEARCH

Ground-Breaking Transactions Pioneered by FT Partners



Transactions demonstrate success breaking new ground across the Payments sector

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



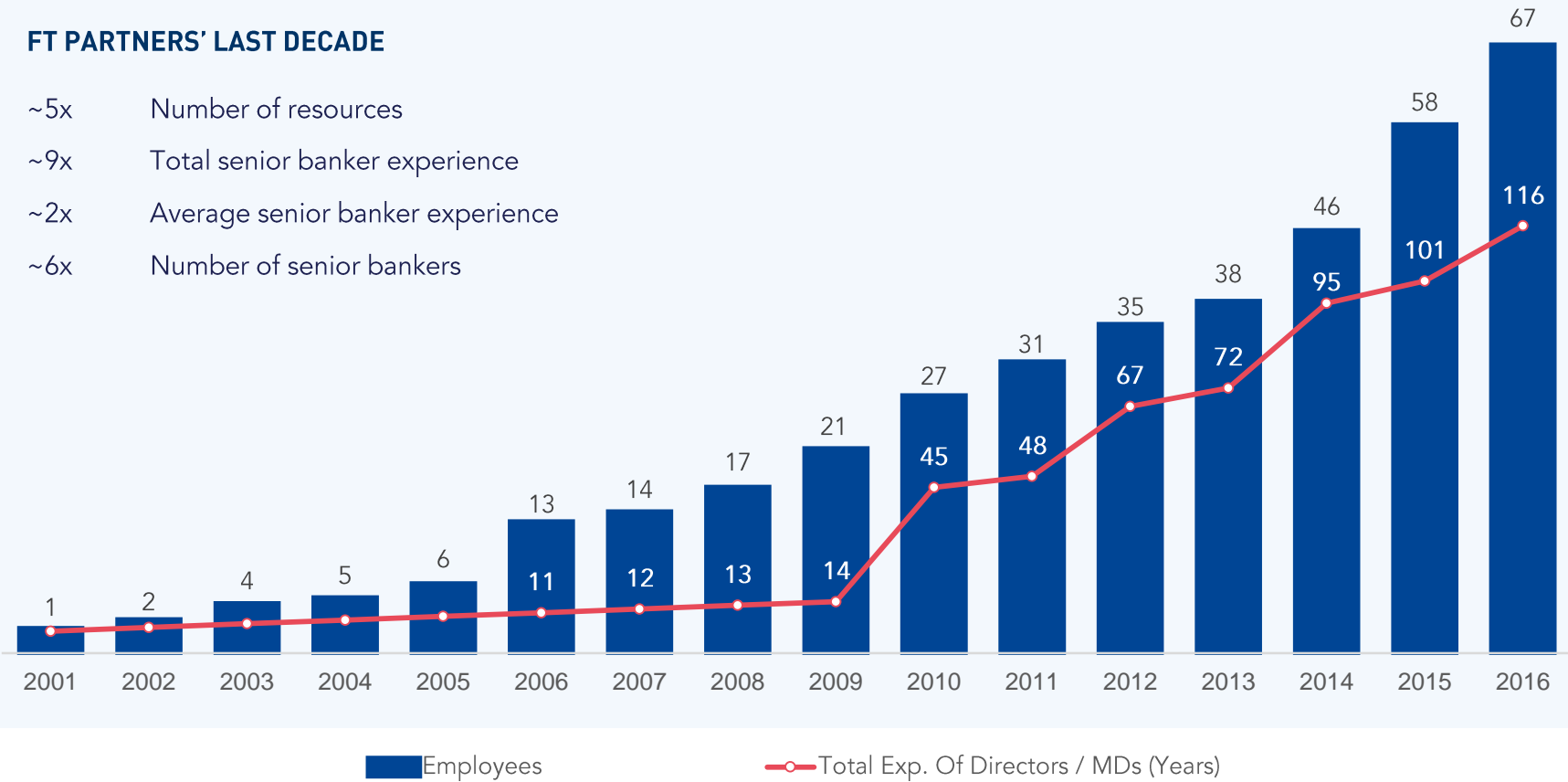
Middle Market Financing Awards

| | |
|-------------|---|
| 2016 | <ul style="list-style-type: none"> Investment Banking Firm of the Year Cross Border Deal of the Year |
| 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 \$100mm |
| 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 | <ul style="list-style-type: none"> Steve McLaughlin ranked #4 in Institutional Investor's FinTech 35 List |
| 2006 - 2008 | <ul style="list-style-type: none"> Consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology |
| 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> |

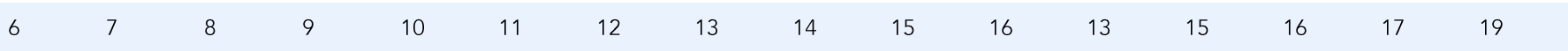
Platform of Choice for Clients and Bankers Alike

FT PARTNERS' LAST DECADE

- ~5x Number of resources
- ~9x Total senior banker experience
- ~2x Average senior banker experience
- ~6x Number of senior bankers



Avg Years of Director / MD Experience



The FT Partners Senior Banker Team

| Name / Position | Prior Background | Experience / Education | Years of Experience |
|---|---|--|---------------------|
| Steve McLaughlin <i>Founder, CEO and Managing Partner</i> |  | <ul style="list-style-type: none"> Formerly with Goldman, Sachs & Co. in New York and San Francisco from 1995-2002 Formerly Co-Head of Goldman Sachs' Financial Technology Group (#1 market share) Wharton M.B.A. | 22 |
| 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. | 22 |
| 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, TSS, GPN, HPY DST, ENV, FISV, FIS, JKHY, WU & EEFT among others | 21 |
| Steve Stout <i>Managing Director</i> |  | <ul style="list-style-type: none"> Formerly with J.P. Morgan and UBS Formerly Global Head of Strategy at First Data | 19 |
| Tim Wolfe <i>Managing Director</i> |  | <ul style="list-style-type: none"> Formerly with Goldman, Sachs & Co. beginning in 2000 Started at FT Partners in 2002 40 Under 40 M&A Advisor Award Winner 2013 Harvard M.B.A. | 15 |
| 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 | 11 |