

FT PARTNERS FINTECH INDUSTRY RESEARCH

February 28, 2018

M. M I Acquisitions

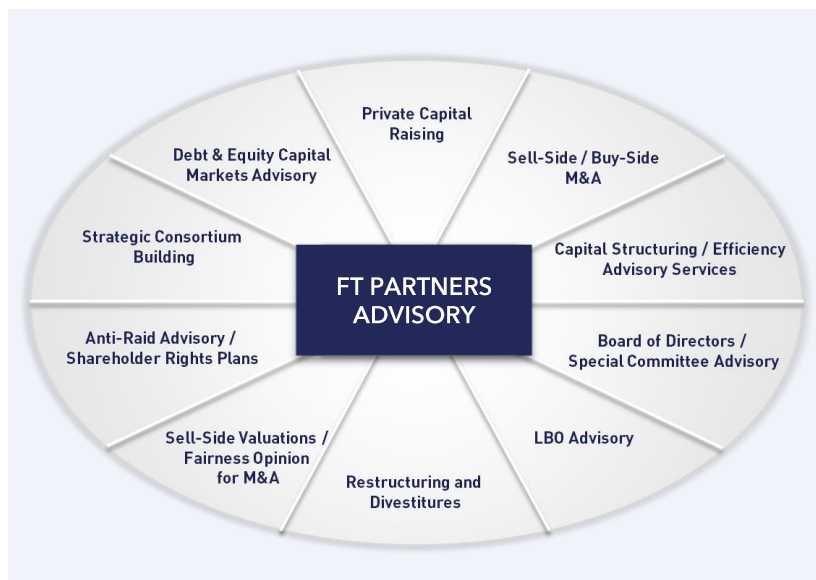
M I Acquisitions (NASDAQ:MACQ) Acquires Priority Holdings for an Enterprise Value of \$1.0 billion

PRIORITY

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

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 40"



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

Steve McLaughlin: *Founder & CEO*

Tel: 415.992.8880

steve.mclaughlin@ftpartners.com

SUBSCRIBE



Transaction Summary

Transaction Summary

- On February 27, 2018, M I Acquisitions, a Special Purpose Acquisition Company ("SPAC"), announced that it has entered into an agreement to acquire Priority Holdings
 - The combined company will be named Priority Technology Holdings and will list on the Nasdaq under the symbol PRTH
- The transaction values Priority Holdings at an equity value of \$690 million and an enterprise value of approximately \$1.0 billion based on a share price of \$10.30
 - 17.0x EV / 2017A Adjusted EBITDA
 - 12.5x EV / 2018E Adjusted EBITDA
 - 11.4x EV / 2019E Adjusted EBITDA
- The Company will continue to focus on current growth initiatives including already identified future acquisition opportunities in 2018 and 2019
- M I Acquisitions expects continued growth in the payments market
 - 5.9% CAGR in U.S. electronic consumer payments from 2016 to 2021
 - 5.8% CAGR in U.S. B2B electronic payment volume from 2014 to 2020
- The deal is expected to close in the second quarter of 2018

Transaction Commentary

"Executing the transaction with M I provides a key foundational element to execute on our growth strategy. Since inception, we have diligently focused on building a scalable, highly differentiated technology platform that delivers a value-added suite of payment and business solutions to our consumer and commercial payment clients. By establishing a public currency, coupled with our strong institutional debt presence and agile, cloud operating systems, we believe we are uniquely positioned as a consolidating platform company targeting payments and payment enabled software opportunities. That is why we are committing all of our equity to this strategy and are highly motivated to drive returns for our incoming investors."

PRIORITY

Thomas C. Priore
Executive Chairman



"We met with over one hundred and fifty companies during our search process, and remained patient to do a deal with a company that we were confident would create substantial value for stockholders over the long run. We are pleased to be teaming with Tom and his team at Priority. The Company has demonstrated strong growth since its founding. While many of the leading companies in the space have been backed by private equity, Priority is controlled by management and has remained highly efficient as it has grown."

M. M I Acquisitions

Josh Sason
Chairman, CEO



Priority Overview

Company Overview

CEO:

PRIORITY

John Priore

Headquarters:

Alpharetta, GA

Founded:

2005

- Priority is one of the largest non-bank acquirers in the U.S., providing both consumer and commercial payment solutions
 - On the **Consumer Payments** side, the Company enables merchants to receive electronic payments via POS, online and mobile solutions
 - On the **Commercial Payments** side, the Company provides full-service B2B processing
- The Company's revenues come from payment processing fees, product subscription fees and management / performance fees

Management Team



Tom Priore
Executive Chairman



John Priore
CEO



Bruce Mattox
CFO



Sean Kiewiet
CTO

Proprietary Enterprise Suites

MX Merchant

- ✓ Customizable virtual payment processing terminal with business management tools and add-on applications

MX Connect

- ✓ Customer and portfolio relationship management system for Priority's reseller partners

Commercial Payments Exchange (CPX)

- ✓ Buyer and supplier payment enablement platform

Key Statistics

7th
Largest U.S.
Non-Bank
Acquirer

\$39bn
Volume
Processed

174K
Merchants
Served

4K
New Boards
per Month

Attrition Rates

23%



Industry

12%



Priority

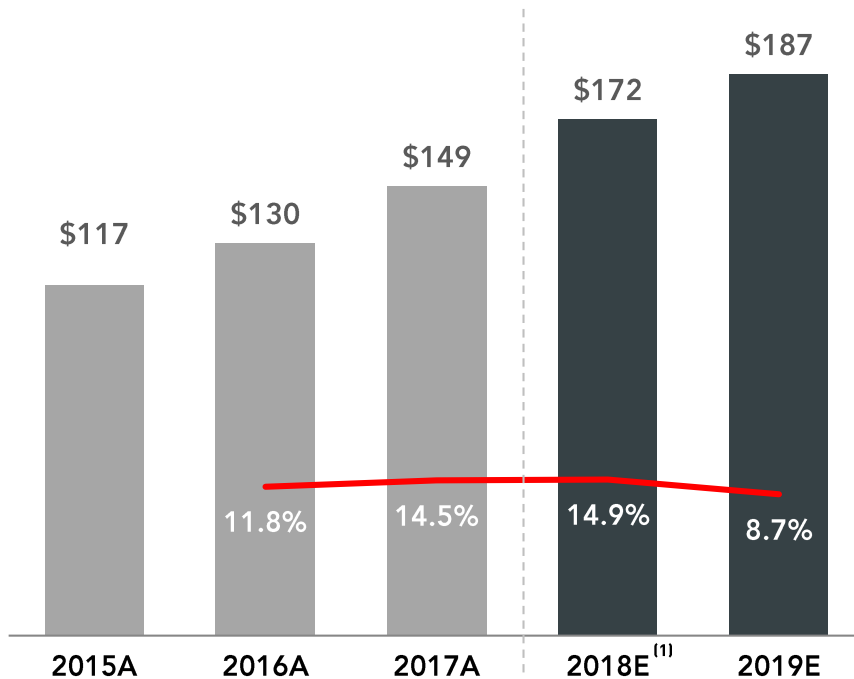
Priority Financial Overview

PRIORITY

PRIORITY

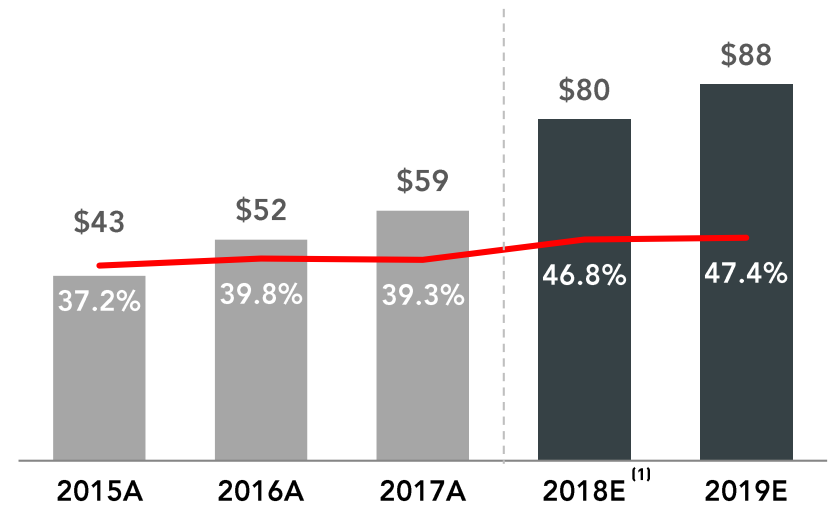
Net Revenue / % Growth

(\$ in mm)



Adj. EBITDA / % Margin

(\$ in mm)



Source: M I Acquisition Investor Presentation

Note: Net Revenue is gross revenue less interchange, network and association fees and residual and commission expense

(1) Includes anticipated gain of \$9 mm from identified future acquisitions

M I Acquisitions Acquires Priority Holdings for \$1 billion

FT PARTNERS RESEARCH

PRIORITY

M I Acquisitions Overview

Company Overview



CEO: Josh Sason
Headquarters: New York, NY
Founded: 2015
Exchange / Ticker: Nasdaq: MACQ

- M I Acquisitions is a Nasdaq-listed Special Purpose Acquisition Company ("SPAC")
- The Company raised \$55 million through its IPO in September 2016
- M I Acquisitions is a blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses
- The management team has vast knowledge covering media, entertainment and technology
- A merger with M I Acquisitions brings all of the advantages of being publicly listed, plus:
 - Allowing existing management to retain control, continue to execute on their vision and participate on the upside
 - Provides a liquidity event with certainty of initial share price
 - Offers significant advantages over a traditional IPO

Selected Investors



Management



Josh Sason
CEO



Marc Manuel
CFO, Director



Russell Rieger
VP of Strategy



David Schulhof
Director



Donald Ienner
Director



Samuel Holdsworth
Director



Matthew Kearney
Special Advisor

SPAC Overview

What is a Special Purpose Acquisition Company (SPAC)?

- A SPAC is a newly formed corporation by a prominent and qualified sponsor / management team ("deal makers" and / or "operators") for the purpose of raising capital in an IPO to eventually acquire a single (sometimes multiple), unidentified operating company
 - Typically done within 24 months
- Investors purchase units for \$10.00 at IPO, comprised of both shares and warrants (S-1 Registered Offering)
 - Units consisting of one share and a half or full warrant struck at a premium to IPO
 - Units split shortly after IPO and trade separately
- Proceeds raised through the sale of units and Sponsor investment are held in a Trust until a acquisition is consummated or the maturity of the SPAC (per share amount equals 100% of the IPO price)
- SPAC sponsor is required to make an at-risk investment in the form of warrants equal to ~3% of public offering in return for 20% of the company
 - Promote (\$25 mm per \$100 mm raised) has an earn out structure that aligns interest to complete an acquisition
- If a business combination is not completed within the defined time frame, proceeds from the Sponsor investment represent the first loss capital upon re-distribution to shareholders

SPAC Overview (cont.)

SPAC Process: IPO to Business Combination










SPAC Overview (cont.)

Advantages Over an IPO

Certainty of Price	<ul style="list-style-type: none">○ Knowledge of deal consideration at outset of process vs. the day before an IPO listing○ Deal structure flexibility with ability to include contingent earn out consideration (which can result in a significantly higher effective price), where a traditional IPO cannot
Control	<ul style="list-style-type: none">○ Creates a liquidity event for existing management, but still allows them to retain control and focus on growing the business○ Allows for “private equity input without private equity dominance”
Cost / Dilution	<ul style="list-style-type: none">○ Many of the costs of going public have already been borne by SPAC management team in taking the existing vehicle public○ Less dilution vs. a traditional IPO because no “IPO discount”
Sponsorship	<ul style="list-style-type: none">○ SPAC management teams have public company experience and can assist with the transition from private to public company status○ SPAC’s “sponsor promote” can be tied to stock price performance, making the SPAC highly motivated to see stock price continue to appreciate after the transaction is closed
Timing	<ul style="list-style-type: none">○ Less risk of the “IPO window” closing since SPAC is already public○ Expedited going public process reduces risk that elevated public equity multiples come down over transaction timeline
Upside	<ul style="list-style-type: none">○ A transaction with a SPAC could result in merger partner owning a significant portion of the public entity and maintaining a substantive interest in the upside of the business

SPAC Overview (cont.)

Recent Notable SPAC Transactions

Target	Business Description	Enterprise Value	Combination Date	Acquiror
	<ul style="list-style-type: none"> Intermex is a leading processor of money transfer services for the U.S. to Latin America and Caribbean Corridor 	(\$ in mm) \$365	12/22/17	FinTech Acquisition Corp II
	<ul style="list-style-type: none"> Fidelity & Guaranty Life provides annuities and life insurance policies Insurance products are distributed nationally through independent agents to over 700,00 people 	1,800	05/24/17	CF Corporation
	<ul style="list-style-type: none"> CardConnect is a full service payments platform for SMBs & Enterprises Provides patented, PCI-certified point-to-point encryption and tokenization 	438	03/07/16	FinTech Acquisition Corp.
	<ul style="list-style-type: none"> Provides data-driven specialty chemical solutions Solutions enable growers and packers of fresh produce to preserve and enhance the freshness, quality, and value of fresh produce 	870	07/31/15	Boulevard
	<ul style="list-style-type: none"> Provides expedition cruising and adventure travel services The company provides itineraries that feature up-close encounters with wildlife and nature 	446	07/13/15	Capitol Acquisition
	<ul style="list-style-type: none"> Owns, operates, and franchises restaurants The company's restaurants offer Mexican dishes and American favorites and operates approximately 550 restaurants in 16 states 	561	06/30/15	Levy Acquisition Corporation ("LAC")
	<ul style="list-style-type: none"> Designs, engineers, manufactures, and sells school buses and aftermarket parts in the United States and internationally Blue Bird is the leading independent designer and manufacturer of school buses 	434	02/23/15	Hennessy Capital





















Shaded transactions represent FT Partners clients

MI Acquisitions Acquires Priority Holdings for \$1 billion

FT PARTNERS RESEARCH

PRIORITY

Recent Merchant Acquirer / Payment Processor Transactions

Selected FT Partners Deals Noted	Seller	Buyer	Date	Transaction Value (\$ in mm)	Research Profile
	PRIORITY	M. MI Acquisitions, Inc	02/27/18	\$1,000	
	CAYAN	TSYS	12/18/17	1,050	VIEW
		FINTRAX GROUP	10/26/17	250	VIEW
		First Data	10/19/17	760	VIEW
		NOVACAP  Caisse de dépôt et placement du Québec	09/26/17	430	VIEW
		HELLMAN & FRIEDMAN	09/26/17	5,300	VIEW
	nmi	FP FRANCISCO PARTNERS	09/07/17	NA	VIEW
		vantiv	07/2017	11,680	VIEW
	sage Payment Solutions	GTCR	06/2017	260	VIEW
	cardconnect.	First Data	05/2017	750	VIEW
		North American BANCARD	05/2017	NA	VIEW
	CentralPayment	TSYS	02/2017	700 ⁽¹⁾	VIEW
			06/2016	NA	VIEW
	cardconnect.	FinTech Acquisition Corp (NASDAQ : FNTC)	03/2016	438	VIEW
		TSYS	01/2016	2,350	VIEW
	Heartland		12/2015	4,300	VIEW





















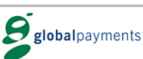




















(1) [TSYS 2016 10-K](#)

M I Acquisitions Acquires Priority Holdings for \$1 billion

FT PARTNERS RESEARCH

PRIORITY

Recent Merchant Acquirer / Payment Processor Transactions

Selected FT Partners Deals Noted	Seller	Buyer	Date	Transaction Value (\$ in mm)	Research Profile
			01/2015	NA	VIEW
			11/2014	NA	
			10/2014	\$1,500	VIEW
			07/2014	700	
			05/2014	1,650	VIEW
			05/2014	NA	VIEW
			03/2014	250 ⁽¹⁾	
			01/2014	420	
			09/2013	NA	VIEW
			09/2013	200	VIEW
			09/2013	NA	
			07/25/13	163	
			11/15/12	135	VIEW
			10/31/12	361	
			08/15/12	413	
			08/09/12	110 ⁽²⁾	

(1) [TSYS 2016 10-K](#)

(2) [TSYS 2012 10-K](#)

Selected FT Partners' Research – *Click to View*



Global Money Transfer



Transaction Security



Heartland's Sale to Global Payments



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



CardConnect's \$750 million to First Data



Central Payment's Strategic Investment from TSYS



Marqeta's \$25 million Financing Led by Visa



NMI's Majority Investment From Francisco Partners



Remitly's \$115 million Financing Led By PayU



Cayan's \$1.05 billion Sale to TSYS



FinTech Acquisition Corp II Acquires Intermex for an EV of \$365 million

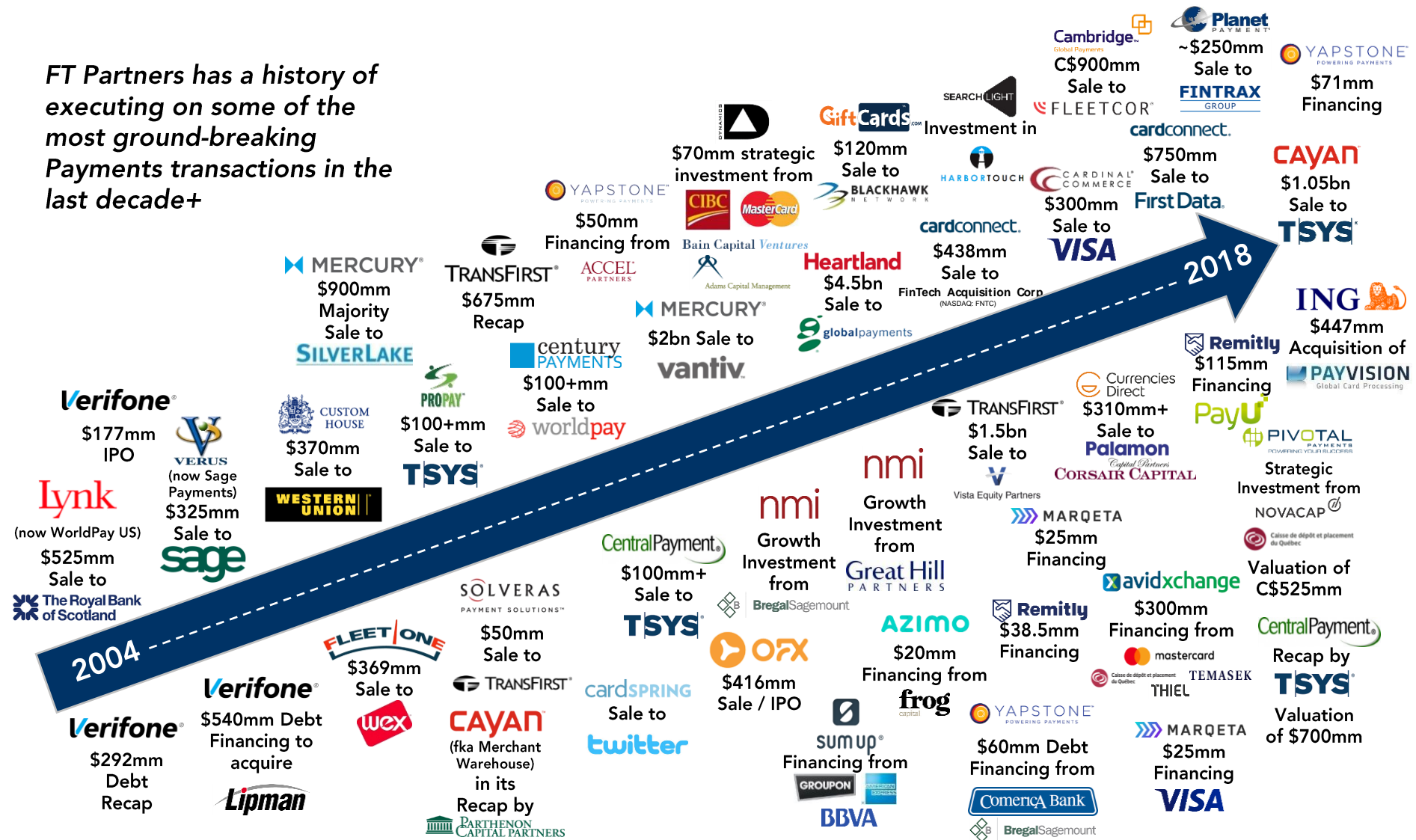


YapStone's \$71 million Series C Financing

[VIEW MORE FT PARTNERS RESEARCH](#)

FT PARTNERS RESEARCH

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



Ground-Breaking Payments Transactions Pioneered by FT Partners

Financial Technology Partners LP
FTP Securities LLC

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

cardconnect.

in its sale to

First Data.

for total consideration of approximately

\$ 750,000,000

FINANCIAL
TECHNOLOGY
PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

Landmark transaction
following successful sale
of CardConnect to a
SPAC only a year earlier

Financial Technology Partners LP
FTP Securities LLC

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

Heartland

in its sale to

globalpayments

for total consideration of

\$ 4,500,000,000

FINANCIAL
TECHNOLOGY
PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

Largest U.S. strategic
merchant acquiring
acquisition in over the
last decade

Financial Technology Partners LP
FTP Securities LLC

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

MARQETA

in its minority financing led by

VISA

with participation from

COMMERZ VENTURES 宜信
EV 83NORTH CREDITONE

for total consideration of

\$ 25,000,000

FINANCIAL
TECHNOLOGY
PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

Significant capital raise
for next gen processor
serving commerce
startups and disruptors

Financial Technology Partners LP
FTP Securities LLC

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

sum up®

in its financing, including investment from

GROUPON **AMERICAN EXPRESS**

BBVA

FINANCIAL
TECHNOLOGY
PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

Groundbreaking
strategic round for early
stage European
payments company

Financial Technology Partners LP
FTP Securities LLC

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

cardsPRING

in its sale to

twitter

FINANCIAL
TECHNOLOGY
PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

First sale of a payments
company to an
established social media
company

Financial Technology Partners LP
FTP Securities LLC

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

CUSTOM HOUSE

in its sale to

WESTERN UNION

for total cash consideration of approximately

\$ 370,000,000

FINANCIAL
TECHNOLOGY
PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

First sale of an "International
Payments Specialist" to a pure-
play consumer remittance
provider

Financial Technology Partners LP
FTP Securities LLC

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

nmi

in its majority investment from

FP
FRANCISCO
PARTNERS

FINANCIAL
TECHNOLOGY
PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

Substantial growth
investment in leading
payments enablement
technology provider

Financial Technology Partners LP
FTP Securities LLC

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

MERCURY®

in its approximately 60% Growth

SILVERLAKE

for a value up to

\$ 900,000,000

FINANCIAL
TECHNOLOGY
PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

First large-scale
transaction in leading
integrated merchant
acquirer

Financial Technology Partners LP
FTP Securities LLC

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

VERUS

in its sale to

sage

for cash consideration of approximately

\$ 325,000,000

FINANCIAL
TECHNOLOGY
PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

First sale of a U.S.
merchant acquirer to an
international software
company; became Sage
Payments

Financial Technology Partners LP
FTP Securities LLC

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

Lynk

in its sale to

**The Royal Bank
of Scotland**

for cash consideration of approximately

\$ 525,000,000

FINANCIAL
TECHNOLOGY
PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

First sale of a U.S.
merchant acquirer to a
large international
financial institution;
became Worldpay U.S.

FT Partners Advises YapStone on its 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

Financial Technology Partners LP FTP Securities LLC

*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



*The Only Investment Bank
Focused Exclusively on Financial Technology*

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 [recapitalization by Parthenon Capital Partners](#) 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

Financial Technology Partners LP FTP Securities LLC

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

CAYANTM

in its 100% cash sale to

TSYS[®]

for total consideration of approximately

\$ 1,050,000,000

FINANCIAL
TECHNOLOGY
PARTNERS

*The Only Investment Bank
Focused Exclusively on Financial Technology*

FT Partners Advises Pivotal Payments on its Strategic Investment

Overview of Transaction

- On September 26, 2017, Pivotal Payments announced that it has received a strategic investment from Novacap and Caisse de Depot et Placement du Quebec (CDPQ) which values the Company at approximately C\$525 million
- Founded in 2003 and headquartered in Montreal, Canada, Pivotal Payments is a leading provider of technology-driven, end-to-end payment processing solutions
 - With operations throughout North America and Europe, Pivotal serves more than 50,000 merchants and enables over \$14 billion in transactions on its various platforms every year
- Novacap is a leading Canadian private equity firm with \$2.26 billion of assets under management
- Caisse de dépôt et placement du Québec (CDPQ) is a long-term institutional investor that manages funds primarily for public and parapublic pension and insurance plans

Significance of Transaction

- The new shareholders, who have extensive expertise in international business expansion, will enable Pivotal to pursue its plan to acquire new payment and FinTech solutions and expand into new markets
- Pivotal Payments represents the second transaction completed between FT Partners and CDPQ in 2017 and represents CDPQ's ongoing investment in tech-enabled businesses

FT Partners' Role

- FT Partners has served as the exclusive strategic and financial advisor to Pivotal Payments and its board of directors for over eight years, advising the Company through several acquisitions and other financial processes
- This transaction further supports FT Partners' continued success advising prominent companies in the Payments and Merchant Acquiring space and highlights the long-term nature of many of the Firm's advisory relationships

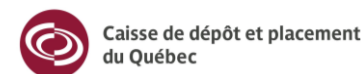
Financial Technology Partners LP FTP Securities LLC

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



in its strategic investment from

NOVACAP



valuing the company at approximately

C \$525,000,000



*The Only Investment Bank
Focused Exclusively on Financial Technology*

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 [CardConnect on its sale to FinTech Acquisition Corp for \\$438 million](#), 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

Financial Technology Partners LP FTP Securities LLC

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

cardconnect.

in its sale to

First Data.

for total consideration of approximately

\$ 750,000,000

FINANCIAL
TECHNOLOGY
PARTNERS

*The Only Investment Bank
Focused Exclusively on Financial Technology*

FT Partners Advises CardConnect in its \$438 million Sale

Overview of Transaction

- FT Partners served as strategic and financial advisor to CardConnect in its \$438 million acquisition by FinTech Acquisition Corp (NASDAQ: FNTC)
- CardConnect will become the sole direct subsidiary of FinTech Acquisition Corp ("FinTech") and immediately following the merger will trade on the NASDAQ stock exchange as "CCN"
- Total consideration is \$438mm, which includes the satisfaction of \$62mm of CardConnect borrowings currently outstanding
- The merger is expected to close in June 2016, pending FNTC stockholder approval, the receipt of proceeds from the proposed financing activities and other customary closing conditions
- The deal represents the largest technology special purpose acquisition company (SPAC) of the year
- 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*

cardconnect.

in its sale to

FinTech Acquisition Corp
(NASDAQ: FNTC)

for total consideration of

\$ 438,000,000

FINANCIAL
TECHNOLOGY
PARTNERS

*The Only Investment Bank
Focused Exclusively on Financial Technology*

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 FTP Securities LLC

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

Heartland

in its sale to



for total consideration of

\$ 4,500,000,000

FINANCIAL
TECHNOLOGY
PARTNERS

*The Only Investment Bank
Focused Exclusively on Financial Technology*

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"

I The Information

2016

- Ranked #2 Top Technology Investment Banker on The Information's "Silicon Valley's Most Popular Dealmakers"



M&A Advisor
Awards

2015 - 2017

2010 - 2014

2004 - 2007

- 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
- 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
- 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 <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 Former Co-Head of Goldman Sachs' Financial Technology Group (#1 market share) Wharton M.B.A. 	23
Greg Smith <i>Managing Director</i>		<ul style="list-style-type: none"> 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 <i>Managing Director</i>		<ul style="list-style-type: none"> 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 <i>Managing Director</i>		<ul style="list-style-type: none"> 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 <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. 	16
Timm Schipporeit <i>Managing Director</i>		<ul style="list-style-type: none"> 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 <i>Managing Director</i>		<ul style="list-style-type: none"> 20+ years experience executing / implementing financial and operational strategy Formerly with Deloitte Consulting 	12