

January 28, 2015

Financial Technology Partners LP FTP Securities LLC

**Monitise Announces
Strategic Review to
Maximize Shareholder Value**

monitiseTM

Courtesy of:



***The Only Investment Bank
Focused Exclusively on Financial Technology***

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Monitise Announces Strategic Review

Situation Overview

(Note: Fiscal Year
Ending June 30)

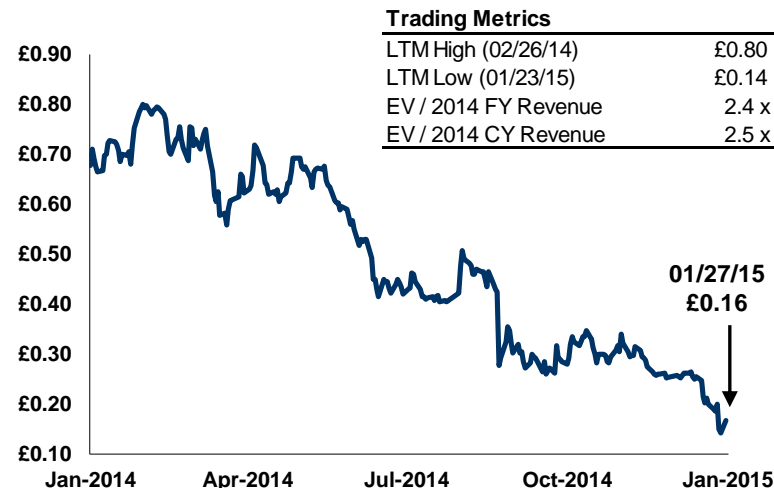
"In light of recent share-price weakness, shareholder feedback and industry developments, Monitise announces that it is commencing a review of all options open to the Company to maximise value for shareholders" ⁽¹⁾

- Monitise plc, Trading Update & Initiation of Strategic Review, January 22, 2015

Current Situation Overview

- On January 22, 2015, UK-based banking and payment technology provider Monitise announced that it was "conducting a review of all strategic options to maximise value for shareholders" ⁽¹⁾
- This statement was released concurrently with an announcement that the Company would significantly miss FY 2015 revenue guidance
 - FY 2015 revenue to grow (5%) to 5%, down from earlier guidance of 25% growth
 - Company attributed underperformance in revenue to shifting business from up-front license model to recurring subscription
 - Shares fell 30% on day of the announcement
- The stock had seen pressure in the preceding months due to weak financial results
 - Initially providing FY2014 revenue guidance of 50% growth, Monitise was forced to lower guidance once in March 2014 (to 40%) and again in July 2014 (to 31-33%)
 - FY2014 revenue figures came in on the low side of guidance (31% growth)
- Additionally, on September 18, 2014, Visa released a statement declaring that it was "considering its options" with respect to its investment in Monitise ⁽²⁾
 - In 2009, in conjunction with its commercial partnership (which lasts through 2016), Visa had invested in Monitise as a 14.4% owner, over time bringing its holdings down to 5.5%
 - In the 2014 press release, Visa stated that it was "increasing its investment in its own in-house capabilities, and as a result, reducing its use of external resources."
 - Shares fell 35% on day of Visa press release

Stock Price Chart



Trading / Guidance Update

- In its January 22, 2015 Trading Update, Monitise announced that the Company had generated £42.4 mm in revenue in H1 FY2015, down from £46.5 mm in H1 FY2014
 - License revenue fell to £4.4 mm, down 47% sequentially
 - Development & Integration revenue fell to £21.8 mm, down 13% sequentially
- Additionally, the Company lowered full-year FY2015 guidance to £90-100 mm, implying growth of (5%) to 5%, down from previous guidance of at least 25% growth

Monitise Announces Strategic Review

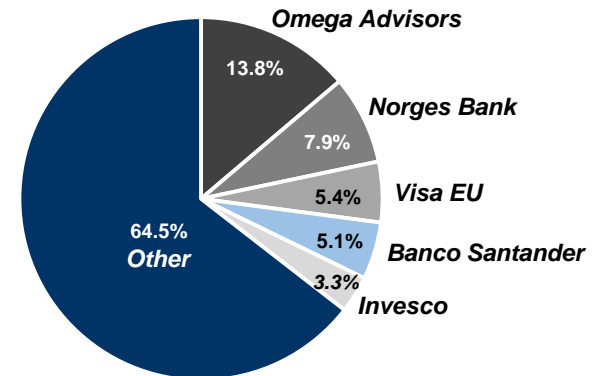
Business Overview

Monitise Overview



- **Monitise creates mobile money & payment applications and platforms for more than 350 financial institutions and other leading global brands**
- **Products include:**
 - **Bank Anywhere:** White-label mobile banking solutions for financial institutions
 - **Pay Anyone:** Allows financial institutions to provide mobile payment solutions
 - **Buy Anything:** Mobile wallet that enables financial institutions to strengthen customer relationships by upselling and cross-selling bank relationship products
 - **Engage Anytime:** Real-time communication solution that lets enterprises and financial institutions engage with customers through notifications and targeted content
- **The Company began trading publicly on July 6, 2007**
 - Monitise offered 97 million new shares of common stock for 0.22 per share
 - Gross proceeds totaled £21.4 mm (\$42.5 mm)
- **Monitise was founded in 2003 as a subsidiary of information services firm, Morse and was subsequently spun off in 2007**

Current Major Shareholders

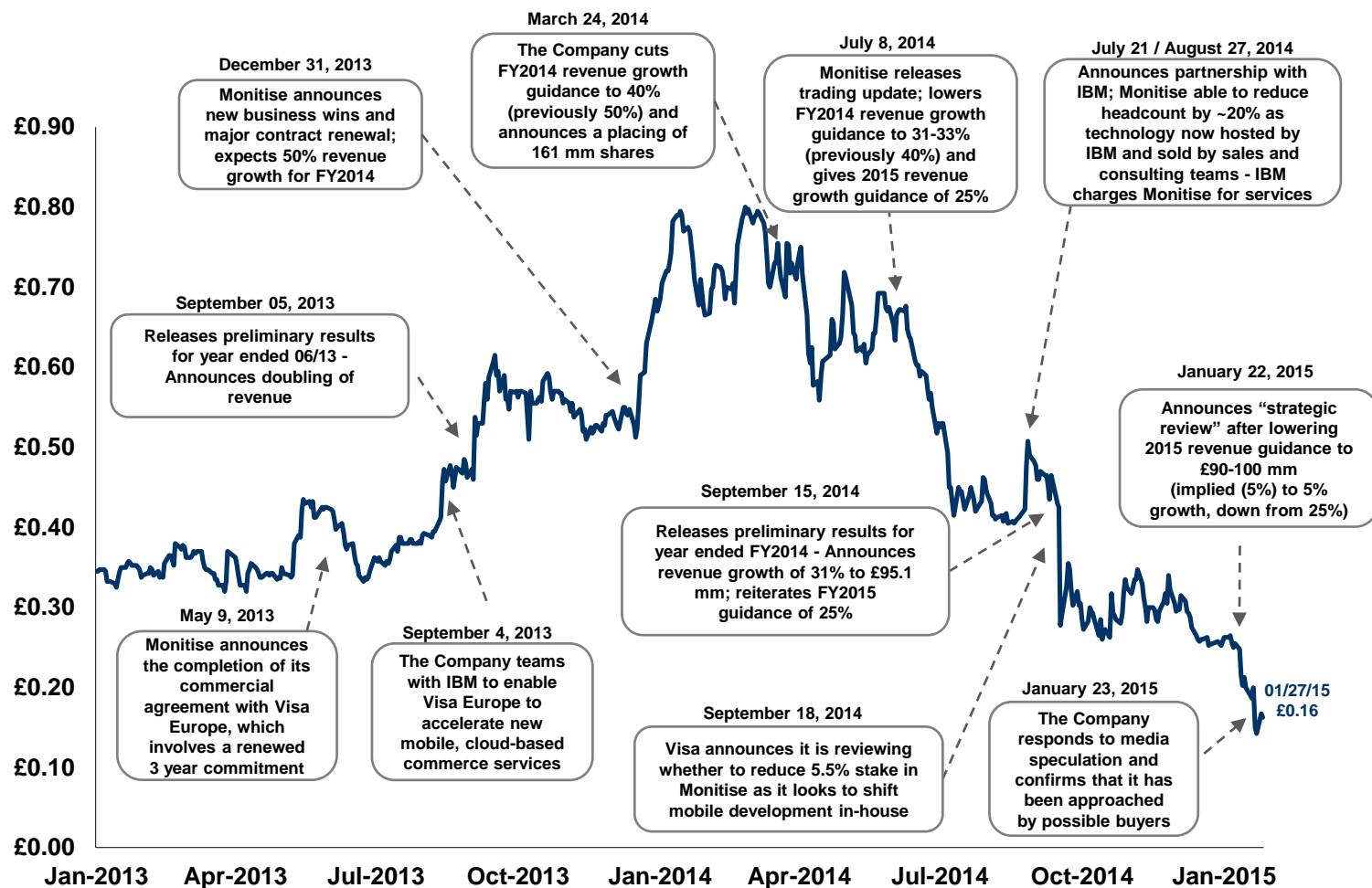


Partners / Strategic Alliances



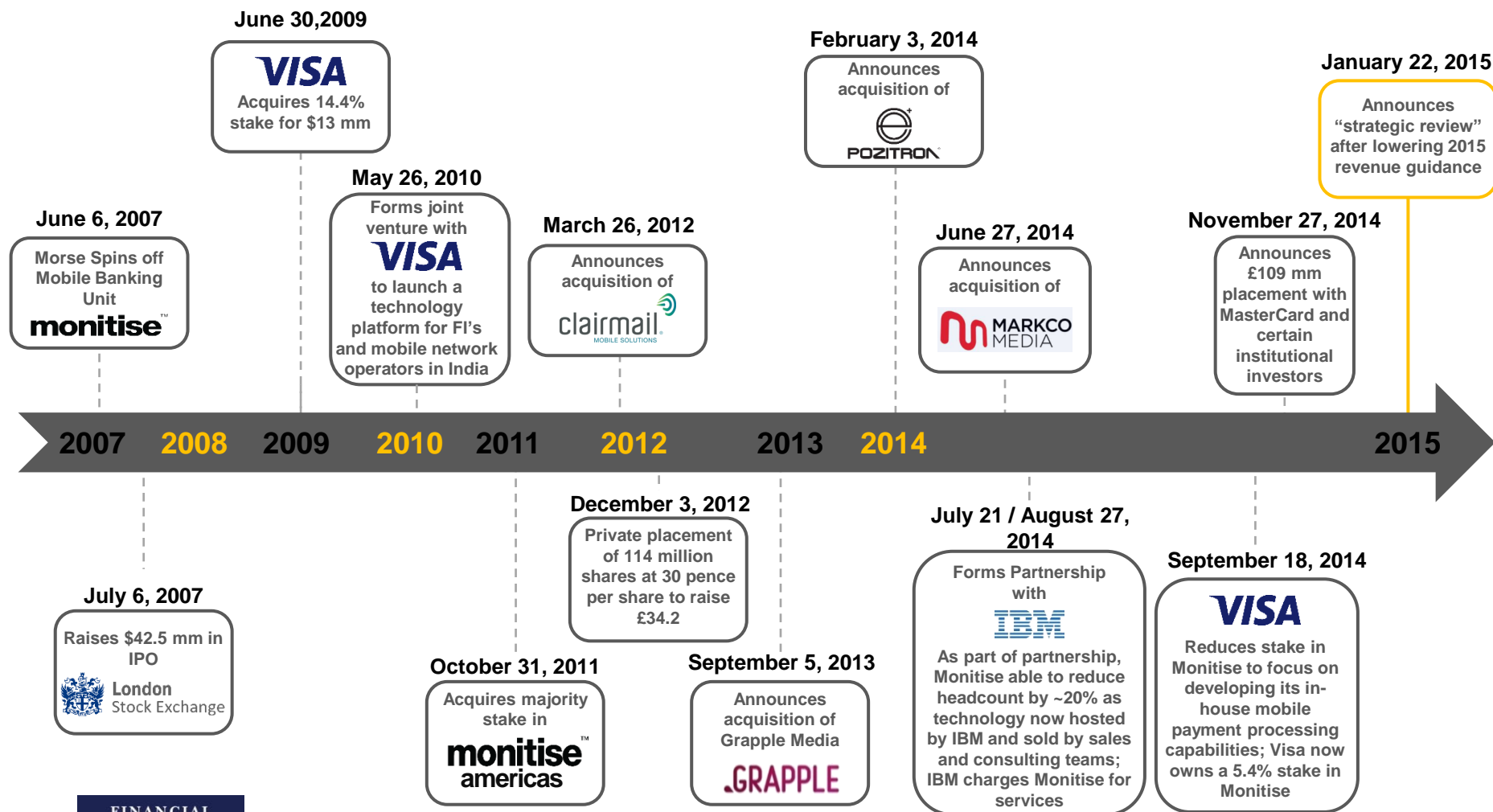
Monitise Announces Strategic Review

Significant Events Impacting the Stock Price



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Corporate History Timeline



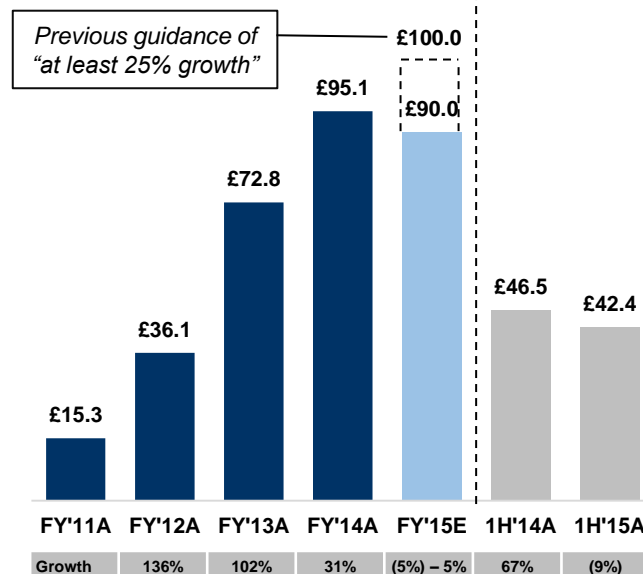
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Revenue Performance

Revenue Overview

(GBP in mm)

(Note: Fiscal Year Ends June 30)

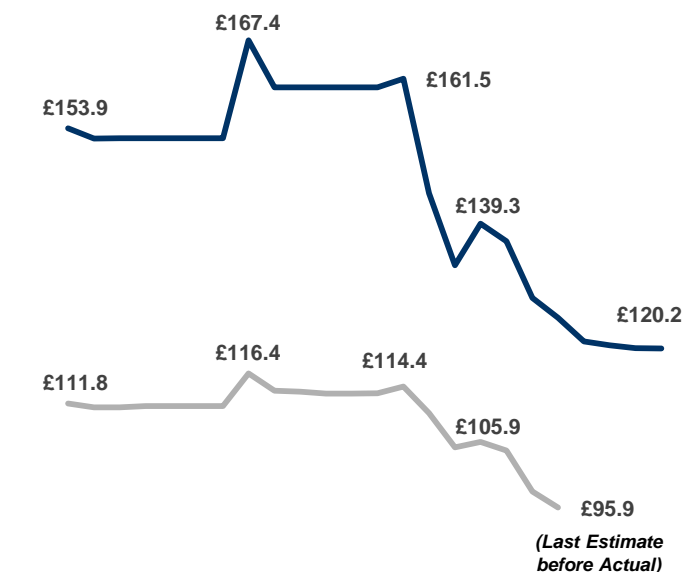


| Revenue by Type | FY2011A | FY2012A | FY2013A | FY2014A | 1H14A | 1H15A |
|-----------------------------------|--------------|--------------|--------------|--------------|--------------|--------------|
| User Generated Revenue | | | | | | |
| Product Licenses | | | 13.7 | 19.3 | 11.1 | 4.4 |
| Subscription and Transaction | | | 29.7 | 31.2 | 16.3 | 16.2 |
| Total User Generated | £8.3 | £12.5 | £43.4 | £50.6 | £27.3 | £20.6 |
| Development and Integration Svcs. | 7.0 | 23.6 | 29.4 | 44.5 | 19.2 | 21.8 |
| Total Revenue | £15.3 | £36.1 | £72.8 | £95.1 | £46.5 | £42.4 |

Consensus Revenue Estimates Over Time

(GBP in mm)

— FY2014 — FY2015

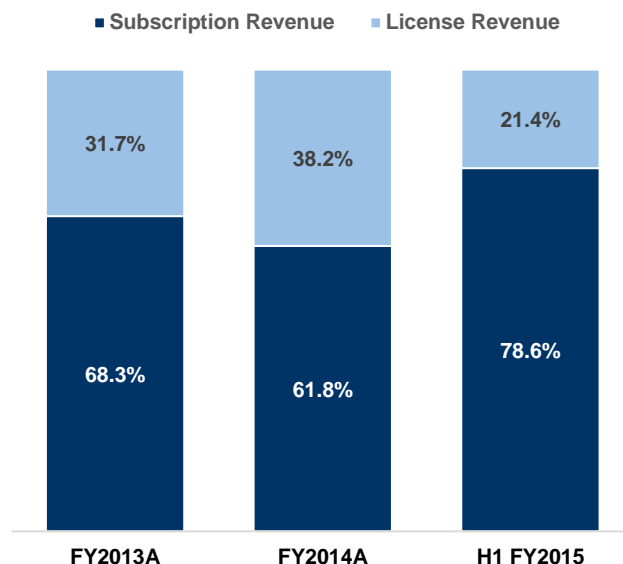


After rising in 2013, revenue estimates have consistently been lowered by analysts as Company has missed guidance




Monitise Announces Strategic Review

Transition to Recurring Subscription Revenue

User-Generated Revenue Breakdown



Major Recent Partner Announcements

| Date | Partner | Details |
|----------|---|--|
| 11/27/14 |  | Santander will scale Monitise's technology to build mobile commerce capabilities for its customer base |
| 07/21/14 |  | Brings together IBM MobileFirst portfolio of offerings with Monitise's mobile banking capabilities |
| 07/01/13 |  | Monitise will develop and manage new and existing mobile payment services for Telefonica customers |

Commentary

- Monitise has been transitioning its business mix to rely increasingly on subscription revenue, with lower up-front revenue from product license fees and professional services
- In March 2014, the Company announced the acceleration of the business shift concurrent with an investment from MasterCard
- Lower license revenue has impacted the financial results – license revenue of £4.4 mm down 47% sequentially in first half of 2015
- Subscription & transaction revenue was up 8% sequentially to £16.2 mm
- Once the shift is complete, Monitise expects revenue growth to “accelerate strongly”



Source: Monitise.com

“As a business we are committed to the next step of our journey and transitioning to a subscription-based model. Having taken the decision to forego certain shorter-term license revenue in favor of longer-term subscription revenue, our priorities for the year ahead are executing on the strategy we are now aggressively pursuing.”

- Monitise Co-CEO, Elizabeth Buse

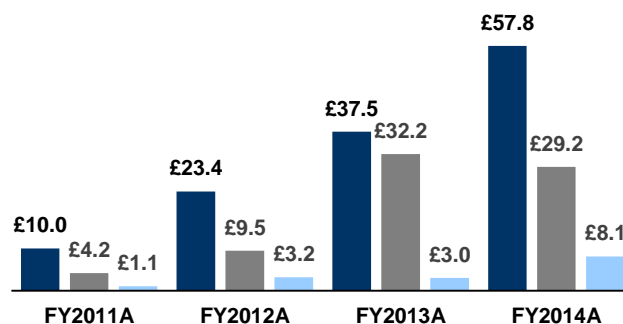
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Other Key Metrics

Revenue by Geography

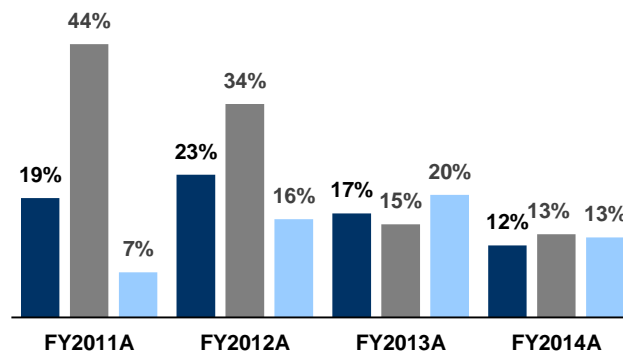
(GBP in mm)

■ UK / Europe ■ Americas ■ Rest of World



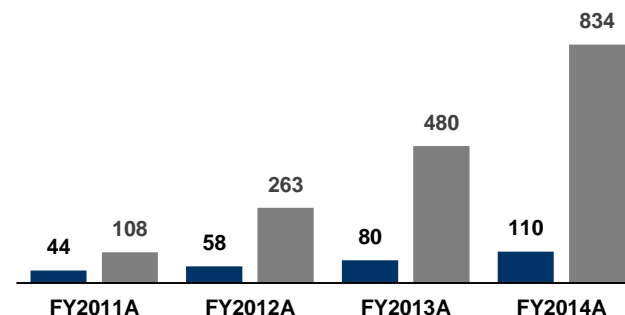
Customer Concentration

■ Customer A ■ Customer B ■ Customer C



Employee Count

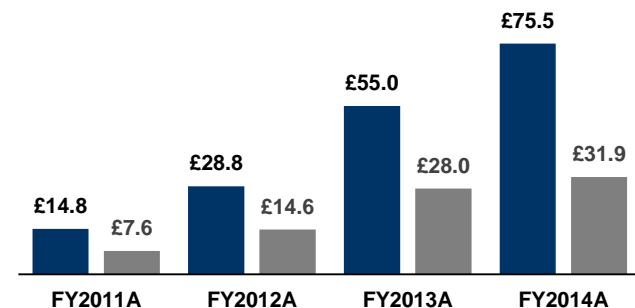
■ Management and Admin ■ Sales and Tech



Key Expenses and Costs

(GBP in mm)

■ Employee Expenses ■ Research and Development



Some of Monitise's largest customers include financial institutions (HSBC, RBS, US Bank), Payment Companies (Visa, Visa Europe, MasterCard, FIS), Mobile Companies (Telefonica, BlackBerry) and Retail Clients (Burger King, Home Depot, Target)

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Analyst / Press Reaction

The Telegraph

“A sell-off would mark the end of a steep decline for Monitise, once a leader in Britain’s financial technology sector – Monitise had already spooked investors earlier in the year with a profit warning based on plans to shift the company from selling software licenses to subscriptions.”

– Christopher Williams

“A former high-tech darling, Monitise has in recent times come up against tough competition from the free mobile payment systems offered by the likes of Google and Apple. But on Thursday, the company posted its third revenue warning in a year, citing its switch last year to a subscription model from one based on licences.” – Noor Zainab Hussain



“The news caps a tumultuous year for Aim-quoted Monitise, a lossmaking company listed on London’s junior market that sells mobile banking software. Monitise has become a posterchild for the ups and downs of the UK tech sector, where some privately-held start-ups are drawing big investor excitement even as other groups on London’s junior market have struggled.”

– Sally Davies

“Though Monitise reported 82 million users worldwide and counted 5.1 billion transactions in 2014, recent developments have shaken the company and eroded investor confidence. Much of the company’s difficulty was attributed to last year’s move from a business model based on licensing its solutions, to a subscription model. UK-based Monitise says the transition will continue into 2015. More pressing is Monitise and their consideration of selling the company. Interest is muted, but analysts say IBM, which entered an agreement to share resources as part of the integration and development business at Monitise, could be a front-runner to buy the company. “

– Kevin Xu



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Product Overview



Provides a mobile banking technology to financial institutions, enabling them to offer an on-the-go banking solution to their customers

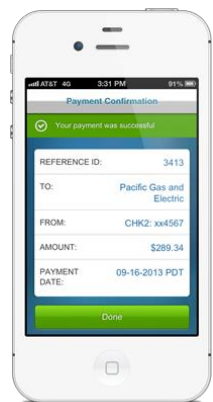
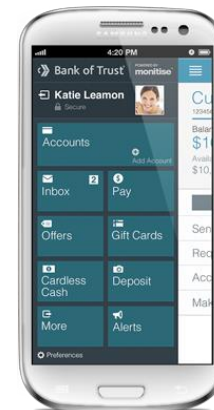
Offers customer differentiation within the mobile application; FI's can present varying features within the banking app based on the customers' demographic

monitise™



Allows consumers to send money to their friends or

Offers customer differentiation within the mobile application; FI's can present varying features within the banking app based on the customers' demographic; Geo-location, consumer preferences, loyalty and rewards



Facilitates payment between customers and merchants

Enable financial institutions the ability to retain and acquire commercial customers through the provision

Similar to PayPal's mobile application

Financial institutions could leverage Monitise's the enterprise-level mobile technology to enhance and diversify its current revenue stream

Alerting+ : Aggregates banking data from multiple sources to alert customers (via text message) of account-related events to help them mitigate fraud



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Management Overview



Alastair Lukies, Chief Executive Officer, Monitise plc

- Founded Monitise in 2003
- Appointed Business Ambassador for the financial services industry by the UK Government in January 2014
- Before founding Monitise, he co-founded epolitix.com, the portal for Westminster, Whitehall, and the devolved institutions



Elizabeth Buse, Chief Executive Officer, Monitise Group

- Joined Monitise in June 2014
- Previously held a variety of leadership positions at Visa from 1998 to 2014, most recently as Executive Vice President of Solutions
- Also served as a Director of Artio Global Investors from September 2009 to January 2013.



Lee Cameron, Deputy CEO & Chief Commercial Officer

- Originally joined Monitise as General Counsel in 2006 and has been a member of the group's Board since 2008
- Called to the bar in 1998 and was Legal Director at Morse plc, a FTSE 250 technology company



Brad Petzer, Chief Financial Officer

- Has led Monitise's finance department as CFO since 2013
- Previously worked as Financial Controller for TelocityGroup plc, a FTSE 250 company
- He is a qualified Chartered Accountant

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Management Overview (cont.)



Peter Radcliffe, President, EMEA and AP

- Joined Monitise in June 2014
- Has held senior executive positions across four FTSE 100 and Fortune 250 banking and IT companies
- Responsibilities have covered both global and regional operations



Mike Dreyer, President, Americas

- Has overseen all sales activity spanning both North and South America since joining Monitise in August 2014
- Previously held the position of CIO at Inovant, where he oversaw the development of Visa's global systems technology
- He has held senior roles at Visa, American Express, Prime Financial and many others



Will Jones, Managing Director, EMEA and AP

- Mr. Jones is responsible for new business and operations throughout the EMEA and AP region
- Has over 20 years of experience in Financial Services including executive positions within retail and wealth management



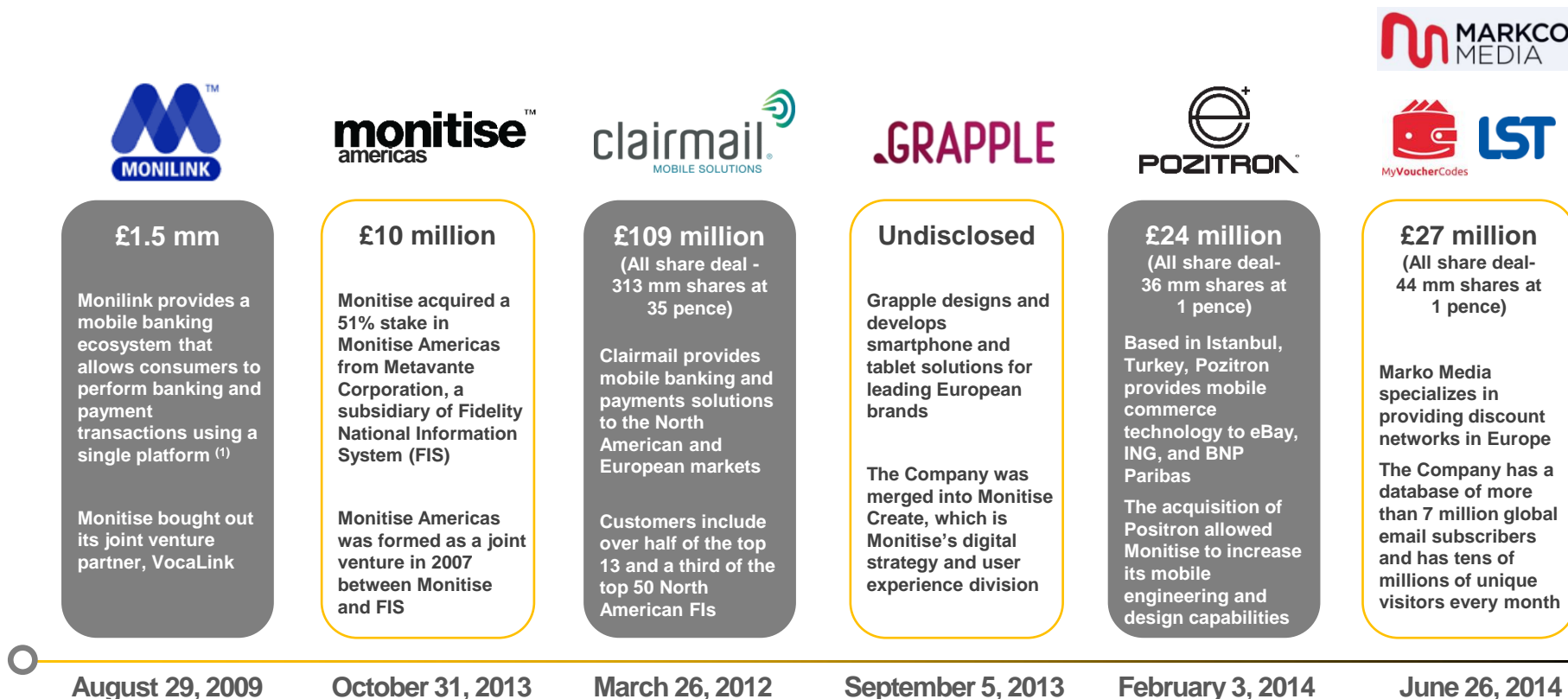
Tom Spurgeon, Managing Director, Corporate Development & Company Secretary

- Brought his financial management expertise to Monitise in 2006
- Has 15 years of experience, including audit, financial planning and controllership
- Mr. Spurgeon is a Cambridge graduate and a Chartered Accountant

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Acquisition Timeline

Through its acquisitions, Monitise has exhibited an appetite for inorganic growth and a clear intention of establishing a footprint in the international mobile payments and banking technology spaces



Overview of FT Partners

Leader in Financial Technology Investment Banking

Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its role as
strategic and financial advisor to

MERCURY®
in its cash sale to

vantiv™
for total consideration of approximately
\$1,650,000,000

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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% majority sale to

SILVERLAKE
for aggregate consideration of approx.
\$ 900,000,000

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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its exclusive role as
sole strategic and financial advisor to

KUBRA
in its 80% majority sale to

HEARST corporation

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sole strategic and financial advisor to

cardsPRING
in its sale to

twitter

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FTP Securities LLC
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sole strategic and financial advisor to

OZFOREX
FOREIGN EXCHANGE SERVICES
in its
Initial Public Offering
valuing the equity at approximately
A\$480,000,000

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Financial Technology Partners LP
FTP Securities LLC
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sole strategic and financial advisor to

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in its sale to

TSYS®
\$ 100,000,000+

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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its exclusive role as advisor to

CIBC
in its strategic investment in

Delta
with additional participation from
MasterCard **Bain Capital Ventures** **Alcan Global Services**
for approximately
\$70,000,000

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VERUS
in its sale to
sage
for cash consideration of approximately
\$ 325,000,000

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Financial Technology Partners LP
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is pleased to announce its exclusive role as
sole strategic and financial advisor to

CentralPayment®
in its Strategic Investment by
TSYS®
\$ 100,000,000+

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sole strategic and financial advisor to

FLEET ONE
in its cash sale to
wex
for total consideration of approximately
\$ 369,000,000

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NMI
NETWORK MERCHANTS INC.
in its growth investment by
BregalSagemount
for a total valuation of nearly
\$ 200,000,000

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century PAYMENTS
in its sale to
WorldPay
a portfolio company of
Advent International **BainCapital**

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strategic and financial advisor to

TRANSFIRST™
in its cash sale to
Vista Equity Partners
from
WCAS
\$1,500,000,000

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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its exclusive role as
sole strategic and financial advisor to

jack henry & ASSOCIATES INC.
in its acquisition of
iPay Technologies
for total consideration of approximately
\$ 300,000,000

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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its exclusive role as
sole strategic and financial advisor to

YAPSTONE™
ePayments as a Service
in its minority investment led by
ACCEL PARTNERS
For total consideration of approximately
\$ 50,000,000

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Focused Exclusively on Financial Technology

Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its exclusive role as
sole strategic and financial advisor to

VeriFone
THE WAY TO PAY™
in its
\$177,000,000
Initial Public Offering
valuing the equity at approximately
\$ 650,000,000

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TRANSFIRST™
First In Secure Electronic Payments
in its debt financing co-led by
Bank of America Merrill Lynch
Deutsche Bank
GE Capital
totaling
\$ 675,000,000

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Focused Exclusively on Financial Technology

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

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Overview of FT Partners

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

- | | |
|------|--|
| 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 \$100 mm |
| 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 |



- | | |
|-----------|---|
| 2006-2008 | <ul style="list-style-type: none"> ■ Steve McLaughlin consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology |
|-----------|---|



Middle Market Financing Awards

- | | |
|------|--|
| 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> |