

March 23, 2015

Financial Technology Partners LP FTP Securities LLC

Transaction Profile:



acquires

Skrill

for \$1,200,000,000

Courtesy of:



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

Financial Technology Partners
555 Mission St., 23rd Floor
San Francisco, CA 94105
Tel: 415.512.8700

www.ftpartners.com



Steve McLaughlin
Managing Partner
Tel: 415.992.8880
steve.mclaughlin@ftpartners.com

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The acquisition of Skrill positions Optimal Payments to be a key player in the online gaming industry

Optimal Payments Acquires Skrill for \$1.2 billion

Transaction Overview and Rational

Transaction Overview

- On March 23, 2015, Optimal Payments announced it had entered into an agreement to acquire Skrill for approximately \$1.2 bn from CVC Capital Partners, Investcorp Technology Partners and other shareholders
 - The deal will be funded with cash, new debt and an underwritten rights issue
 - Bank of Montreal, Barclays Bank PLC and Deutsche Bank have committed to financing the acquisition through credit facilities of \$550 mm
 - \$672 mm through a Rights Issue of 5 New Ordinary Shares at 166 pence per share for every 3 Existing Ordinary Shares; the Rights Issue has been fully underwritten by Canaccord Genuity, Deutsche Bank and BMO Capital Markets ⁽¹⁾
- The deal is structured as a reverse takeover, allowing Optimal Payments to seek a listing of the combined companies on the London Stock Exchange
- The transaction is subject to approval by Optimal Payments' shareholders and regulators and is expected to close in the 3rd quarter; a shareholder meeting has been set for April 16, 2015

Transaction Rationale

- The acquisition will expand Optimal Payments' presence in the payment industry by adding pre-paid services, creating a market-leading wallet for the online gambling market and will be well positioned to take advantage of the growing e-commerce industry
- Significantly enhanced scale: the combined entity will offer over 100 payment types, in 22+ languages and 41 currencies
- Increased customer and geographic diversification; Skrill has a larger presence in Asia, while Optimal Payments is more concentrated in North America and Asia
- Highly complementary businesses
 - Significantly enhance Optimal Payments' presence and capabilities within Digital Wallets, broadening its exposure to other areas such as digital media and e-commerce alongside its own presence in online gaming
 - Positioned as a leading straight-through processing payment gateway services provider in the e-commerce sector
 - Strengthened prepaid online solutions offering with the addition of Skrill's paysafecard

Key Transaction Metrics

- The deal values Skrill at 13.5x its FY14 EBITDA ⁽²⁾
- Barclays expects the deal to be accretive in the first full year of ownership by 25% due to the cost savings synergies of \$40 mm ⁽³⁾
- The combined entities had revenue of \$697 mm and EBITDA of \$175 mm in FY14 ⁽⁴⁾
- Following the acquisition, Optimal Payments is expected to have pro-forma net leverage of ~3.1x ⁽¹⁾

Optimal Payments Acquires Skrill for \$1.2 billion

Commentary



Hogan
Lovells

"This is a strategic transformational acquisition for Optimal Payments Plc, propelling them to the top of a fast moving, opportunity driven global digital payments market. It provides the scale and reach to drive further growth of the business in response to the rapidly expanding payment processing and digital wallet markets, particularly within the online gambling sector which is currently very active. This has been an incredibly exciting transaction. It is a reverse takeover and involves one of the most significant acquisition finance rights issue that has been undertaken in the London market in recent years."

- Maegen Morrison, Hogan Lovells

"(The deal) brings a major competitor on board, sharply reduces the exposure to Asia and brings credible venture capitalist investors onto the share register."

- Ivor Jones, analyst, Numis



Numis



Tech
Market
View

"Optimal Payments may well have paid a full price for the business, nevertheless, given the growth in the gambling markets and the benefits of scale, the move looks like it will prove to be a consistent generator of growth and profit."

"What I like about it is the way this infuses significant expansion of global capabilities onto Optimal's platform. Acquisitions such as Optimal's purchase of Skrill have the potential to create more revenue by profitably opening ... markets in ways that are fast and affordable."



JAVELIN
STRATEGY & RESEARCH

- Jim Van Dyke, CEO of Javelin Strategy & Research

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Skrill Overview

Skrill Overview



- CEO:** David Sear
- Headquarters:** London, UK
- Founded:** 2001
- **Skrill is an online payment and digital wallet provider enabling customers to make online payments conveniently and securely without revealing personal financial data, as well as send and receive money online cost-effectively**
 - Users are able to send and receive money in 200 countries and 40 currencies
 - **The Company currently has over 36 million account holders and over 156,000 merchants using its services**
 - **Skrill supports 21 payment methods and 16 shopping cart plug-ins**
 - **Skrill acquisition of paysafecard in 2013, enables digital wallet users to add funds to their wallets quickly, easily, and safely, without the use of a credit card or bank account, adding a new option for loading money to the Skrill Digital Wallet**
 - **In November 2013, the Company announced that it had been approved by the New Jersey Division of Gaming Enforcement as the first company to legally offer a digital wallet for regulated gambling in the state of New Jersey ⁽¹⁾**

Products & Services Overview



Shop and Pay Online – Shop and pay safely with your uploaded funds, your bank account, debit or credit cards. Whatever payment method you choose your financial details are safe



Transfer Money – Transfer money instantly to anyone with an email address; 100 ways to load and withdraw money



Gaming – With Skrill you can move your money exactly where you need it for your online gaming needs. You can also send winnings to your bank account, or withdraw cash from ATMs with your Skrill Prepaid MasterCard



Digital Wallet – The Skrill digital wallet enables businesses to accept 'password only' payments. Use paysafecard to top up wallets. Ability to accept PCI DSS compliant payments



Payment Process – Offers the ability to accept credit cards, debit cards and local payment options from around the world



Prepaid MasterCard – With no link to any bank account and only the amount loaded available to spend, you stay safe and in control; access to 1.9 million ATMs

Optimal Payments Acquires Skrill for \$1.2 billion

Optimal Payments Overview

Optimal Payments Overview



CEO: Joel Leonoff

Market Cap: \$1,275 mm ⁽¹⁾

Headquarters: Douglas, UK

Founded: 1996

- Optimal Payments provides online payment solutions to internet merchants and consumers worldwide; enables the processing of direct debit, electronic check and credit card payments
- The Optimal Payments' cloud platform delivers entire suite of services; PCI DSS Level 1 Certified
- NETELLER and Net+ products launched in the US in March 2014
- July 1, 2014 entered into a definitive agreement to acquire all of the partnership interest of Meritus Payment Solutions and Global Merchant Advisors
- Reported 2014 revenue of \$365 mm, up 44% YoY; profit after tax increased 83% YoY to \$57.7 mm
- Well positioned for regulated US gaming opportunities building on partnerships announced with Bally Technologies, Caesars Interactive and Vantiv
 - More US states considering licensing following recent New Jersey, Delaware and Nevada regulation

Products & Services Overview

NETBANX – Online payment processing that enables merchants to accept payments from other businesses and consumers on their websites. Every payment is processed via a secure online gateway with extensive risk management functionality to minimize fraud exposure and liabilities

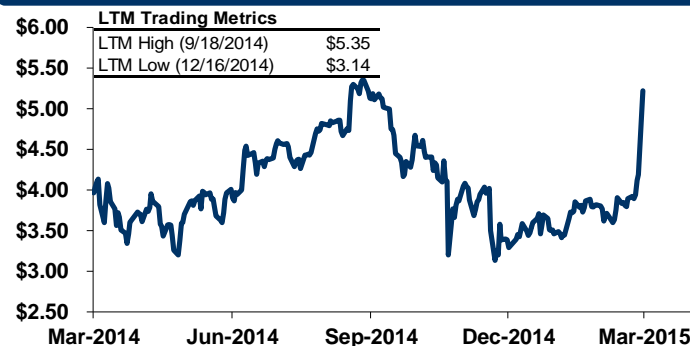
NETELLER – A stored value service that allows consumers to make instant and secure payments over the internet; instant transfers with coverage in 22 currencies and 15 languages

Net+ – A prepaid stored value account that gives users their personal card to use at 32 million online, cash and point-of-sale locations wherever MasterCard is accepted

NEOVIA – A versatile card that allows companies to pay individuals for situations like paying remote employees, gaming payouts, affiliate payments, gifting and reward schemes

Card Services – Offers companies the ability to issue MasterCard branded prepaid cards; the complete solution includes billing, reporting, website design and content management

Stock Performance

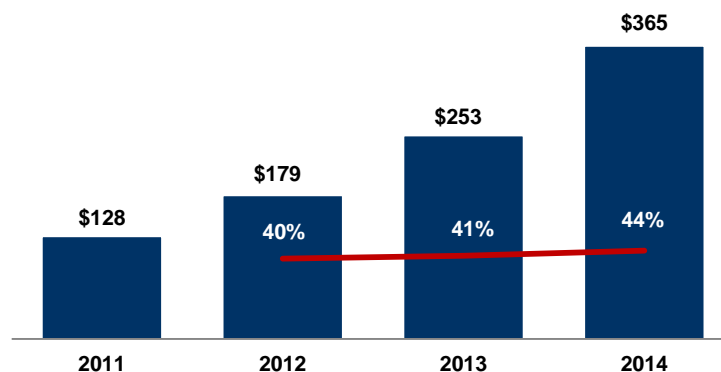


Optimal Payments Acquires Skrill for \$1.2 billion

Optimal Payments Overview – Financial Performance

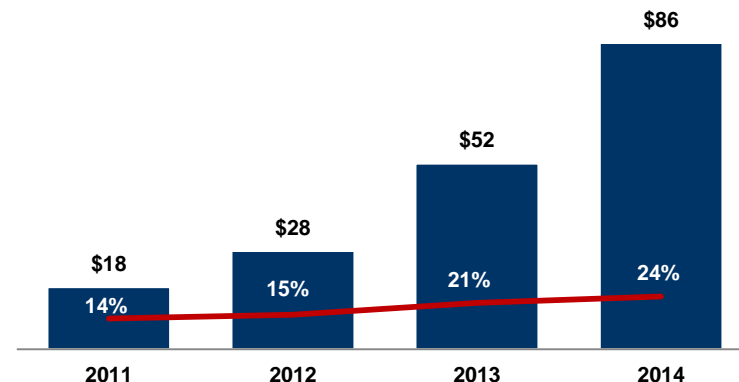
Gross Revenue ⁽¹⁾ / % Growth

(\$ in mm)



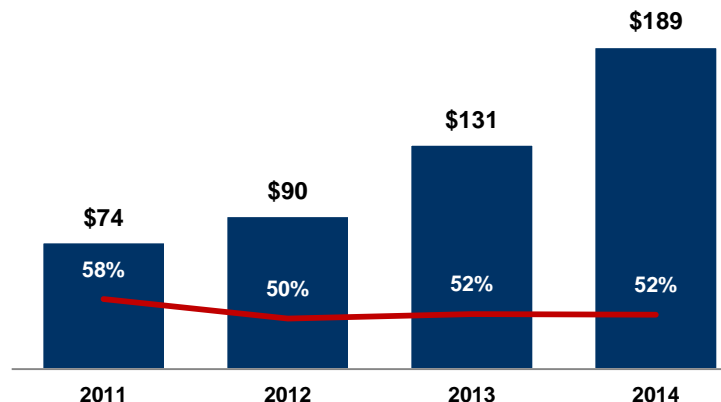
EBITDA / % EBITDA Margin

(\$ in mm)



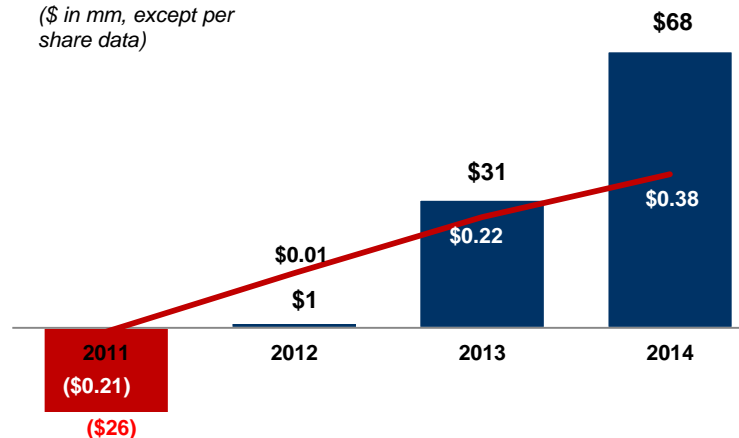
Gross Profit / % Gross Margin

(\$ in mm)



Net Profit / Diluted EPS

(\$ in mm, except per share data)



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Overview of the Online Gaming Industry

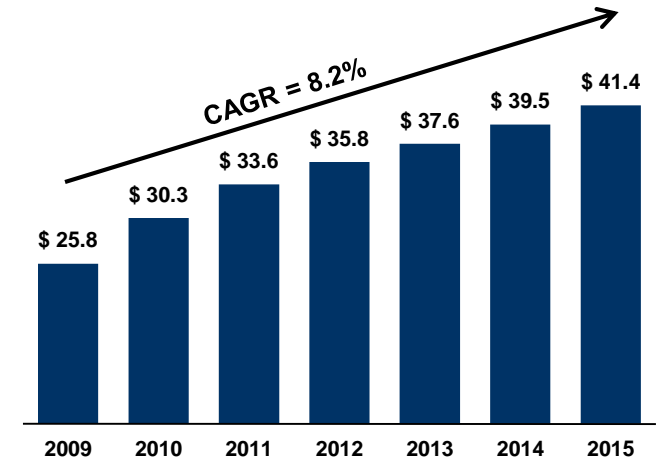
Trends in Online Gaming

The online gaming market is positioned for strong growth

- Many governments increasingly recognizing benefits of legalizing online gaming to increase tax revenues / eliminate underground economy
- In US, several states have legalized online gambling - other states expected to follow suit
- Traditional “land-based” casinos expanding to online in search of incremental revenues
- Mobile channel driving growth as online gaming companies expand access to mobile devices to increase customer acquisition
 - Mobile gaming projected to be 40% of the total online gambling market by 2018
- Popularity of social media platforms also expanding the market for online gaming opportunities

Online Gaming is Growing Rapidly Worldwide

(\$ in bns)



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Relevant Publicly Traded Comparables

Company Name	Price 03/26/15	% MTD Change	% LTM High	Market Value (\$ mm)	Enterprise Value (\$ mm)	Multiples									Growth Rates			Margins		P / E / G CY 15E
						Price / Earnings			EV / EBITDA			EV / Revenue			Revenue		EPS	EBITDA		
						LTM	CY 15E	CY 16E	LTM	CY 15E	CY 16E	LTM	CY 15E	CY 16E	CY 15E	CY 16E	LT	CY 15E	CY 16E	
Online Focused Payments																				
eBay / PayPal	\$ 57.52	(1)%	94 %	\$ 69,830	\$ 67,359	33.0 x	18.2 x	16.9 x	13.4 x	11.4 x	10.2 x	3.8 x	3.5 x	3.2 x	6 %	11 %	11 %	31 %	31 %	1.7 x
Wirecard	42.10	(6)	91	5,198	4,477	nm	31.2	24.5	26.8	18.4	15.0	7.0	5.4	4.5	26	20	30	29	30	1.0
Optimal Payments	5.50	48	96	924	732	30.3	20.0	17.9	10.5	9.8	7.4	2.0	2.3	1.8	34	24	21	23	25	0.9
Xoom	14.58	(14)	52	582	431	nm	38.9	25.1	43.4	18.6	13.2	2.7	2.2	1.9	23	19	24	12	14	1.6
OzForex	1.86	(2)	71	446	398	35.2	24.2	20.1	19.9	15.4	12.8	6.0	5.8	4.9	20	18	na	38	39	na
Median		(2)%	91 %			33.0 x	24.2 x	20.1 x	19.9 x	15.4 x	12.8 x	3.8 x	3.5 x	3.2 x	23 %	19 %	22 %	29 %	30 %	1.3 x
Mean		5	81			32.9	26.5	20.9	22.8	14.7	11.7	4.3	3.9	3.3	22	18	21	27	28	1.3
Merchant Acquiring / Processing																				
Cielo	\$ 14.16	1 %	95 %	\$ 22,187	\$ 23,238	20.5 x	19.2 x	17.1 x	19.4 x	15.4 x	13.8 x	9.6 x	8.6 x	7.7 x	12 %	11 %	14 %	56 %	56 %	1.4 x
Vantiv	37.45	1	96	5,503	8,913	nm	17.6	15.6	15.1	11.4	10.4	3.5	5.5	5.1	15	8	13	48	49	1.4
TSYS	37.88	(1)	97	7,079	8,275	25.6	17.2	15.6	14.6	10.6	9.8	3.4	3.1	2.9	9	7	11	30	30	1.6
Global Payments	89.86	(2)	96	6,049	7,838	29.0	17.7	15.6	13.8	14.6	11.0	2.9	2.7	2.5	7	7	12	19	23	1.5
Heartland	47.16	(4)	84	1,723	2,212	23.8	17.0	14.9	12.9	10.3	9.4	1.0	2.8	2.6	18	8	13	27	28	1.3
EVERTEC	21.86	5	86	1,703	2,085	32.8	12.9	12.1	13.8	11.2	10.6	5.8	5.6	5.4	8	4	14	50	51	1.0
Net Element	1.33	14	23	61	62	nm	nm	na	nm	na	na	2.9	2.2	na	30	na	25	na	na	na
Median		1 %	95 %			25.6 x	17.4 x	15.6 x	14.2 x	11.3 x	10.5 x	3.4 x	3.1 x	4.0 x	12 %	8 %	13 %	39 %	39 %	1.4 x
Mean		2	82			26.3	16.9	15.1	14.9	12.2	10.8	4.1	4.4	4.4	14	8	14	38	39	1.3
B2B Payment Solutions																				
FleetCor	\$ 148.89	(3)%	93 %	\$ 14,113	\$ 17,229	39.2 x	24.4 x	20.5 x	26.0 x	18.4 x	15.7 x	14.4 x	10.4 x	9.1 x	44 %	15 %	18 %	57 %	58 %	1.4 x
Edenred	25.84	(3)	87	5,886	6,213	29.9	24.0	21.2	18.7	13.5	12.1	5.9	5.1	4.7	8	7	14	38	39	1.7
WEX	104.40	(2)	88	4,053	5,151	23.5	20.7	17.9	14.0	14.4	12.5	6.3	5.9	5.3	8	10	15	41	43	1.4
Median		(3)%	88 %			29.9 x	24.0 x	20.5 x	18.7 x	14.4 x	12.5 x	6.3 x	5.9 x	5.3 x	8 %	10 %	15 %	41 %	43 %	1.4 x
Mean		(3)	89			30.8	23.1	19.9	19.5	15.4	13.4	8.9	7.1	6.4	20	11	15	45	46	1.5
Prepaid / Debit Payments																				
Blackhawk	\$ 35.00	(6)%	86 %	\$ 1,989	\$ 1,486	44.9 x	16.3 x	14.7 x	11.8 x	8.2 x	7.0 x	3.3 x	0.8 x	0.7 x	23 %	18 %	18 %	10 %	10 %	0.9 x
Green Dot	16.21	5	66	896	670	15.9	11.4	10.4	8.0	4.2	3.9	1.1	0.9	0.9	22	7	17	22	22	0.7
Higher One	2.50	(24)	34	116	177	7.9	6.3	6.5	4.0	3.9	4.4	0.8	0.8	0.9	(8)	(1)	na	22	20	na
Median		(6)%	66 %			15.9 x	11.4 x	10.4 x	8.0 x	4.2 x	4.4 x	1.1 x	0.8 x	0.9 x	22 %	7 %	17 %	22 %	20 %	0.8 x
Mean		(8)	62			22.9	11.3	10.5	7.9	5.4	5.1	1.7	0.9	0.8	12	8	17	18	17	0.8
Pure Play Card Associations																				
Visa	\$ 65.59	(3)%	94 %	\$ 161,826	\$ 157,246	nm	24.4 x	21.1 x	18.4 x	15.9 x	14.3 x	12.2 x	na	na	na	na	17 %	na	na	1.4 x
MasterCard	87.93	(2)	95	101,641	96,905	32.4	25.4	21.2	17.9	16.5	14.2	10.2	9.6	8.5	7	12	17	58	60	1.5
Median		(3)%	94 %				24.9 x	21.1 x	18.1 x	16.2 x	14.2 x	11.2 x	9.6 x	8.5 x	7 %	12 %	17 %	58 %	60 %	1.4 x
Mean		(3)	94				24.9	21.1	18.1	16.2	14.2	11.2	9.6	8.5	7	12	17	58	60	1.4

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> |

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<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its role as strategic and financial advisor to</p> <p>MERCURY® in its cash sale to</p> <p>vantiv for total consideration of approximately \$1,650,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>MERCURY® in its approximately 60% majority sale to</p> <p>SILVERLAKE for aggregate consideration of approx. \$ 900,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>judo in its growth financing with</p> <p>ROUTE SIXTY-SIX VENTURES for total consideration of approximately £6,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>KUBRA in its 80% majority sale to</p> <p>HEARST corporation</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>cardsPRING in its sale to</p> <p>twitter</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>OZFOREX FOREIGN EXCHANGE SERVICES in its Initial Public Offering valuing the equity at approximately A\$480,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>
<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its role as advisor to</p> <p>CIBC in its strategic investment in</p> <p>BlackRock with additional participation from Bain Capital Ventures</p> <p>\$70,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>VERUS in its sale to sage for cash consideration of approximately \$ 325,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>CentralPayment® in its Strategic Investment by TSYS® for total consideration of approximately \$ 100,000,000+</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>FLEET ONE in its cash sale to wex for total consideration of approximately \$ 369,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>NMI NETWORK MERCHANTS INC. in its growth investment by BregalSagemount for a total valuation of nearly \$ 200,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>century PAYMENTS in its sale to WorldPay a portfolio company of Advent International / BainCapital</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>
<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its role as strategic and financial advisor to</p> <p>TRANSFIRST® in its cash sale to Vista Equity Partners from WCAS</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole debt capital advisor to</p> <p>jack henry & ASSOCIATES INC. in its acquisition of iPay Technologies for total consideration of approximately \$ 300,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>YAPSTONE™ ePayments as a Service in its minority investment led by ACCEL PARTNERS For total consideration of approximately \$ 50,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>VeriFone THE WAY TO PAY™ in its \$177,000,000 Initial Public Offering valuing the equity at approximately \$ 650,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>PROPAY™ in its sale to TSYS® for total consideration of approximately \$ 100,000,000+</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC is pleased to announce its exclusive role as sole strategic and financial advisor to</p> <p>lynk in its sale to The Royal Bank of Scotland for cash consideration of approximately \$ 525,000,000</p> <p>FINANCIAL TECHNOLOGY PARTNERS</p> <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>