FT PARTNERS FINTECH INDUSTRY RESEARCH

December 9, 2020



PhonePe Raises \$700 million in Financing Led by Walmart





The Only Investment Bank Focused Exclusively on FinTech

Overview of FT Partners

- Financial Technology Partners ("FT Partners") was founded in 2001 and is the only investment banking firm focused exclusively on FinTech
- FT Partners regularly publishes research highlighting the most important transactions, trends and insights impacting the global Financial Technology landscape. Our unique insight into FinTech is a direct result of executing hundreds of transactions in the sector combined with over 19 years of exclusive focus on Financial Technology

FT Partners' Advisory Capabilities

Private Capital Raising **Debt & Equity Capital** Sell-Side / Buy-Side Markets Advisory Strategic Consortium Capital Structuring / Efficiency Building **Advisory Services** FT PARTNERS **ADVISORY** Anti-Raid Advisory / Board of Directors / Shareholder Rights Plans Special Committee Advisory Sell-Side Valuations LBO Advisory Fairness Opinion for M&A Restructuring and **Divestitures**

FT Partners' FinTech Industry Research





Named Silicon Valley's #1 FinTech Banker (2016) and ranked #2 Overall by The Information



Ranked #1 Most Influential Person in all of FinTech in Institutional Investors "FinTech Finance 40"



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

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Transaction Overview



Transaction Summary

- On December 3, 2020, Indian digital payments company PhonePe announced that it has raised \$700 million in new financing from existing investors, led by Walmart
 - This transaction initiates a partial spinoff from PhonePe's parent Flipkart - which is majority owned by Walmart reducing Flipkart's stake from 100% to 87% (1)
 - The spin-off had been in the works for over a year, but PhonePe had struggled to raise capital at a \$3 billion valuation earlier in 2020 and had been reportedly seeking a \$10 billion valuation in 2019 (1)
 - This transaction values PhonePe at \$5.5 billion postmoney according to TechCrunch (1)
 - Flipkart will continue to be closely involved in the Company, but PhonePe will have its own board of directors and its own employee stock ownership plans (2)
- The funds will be used to fuel growth in an increasingly crowded market and continue to affirm the Company's independence from Flipkart
- PhonePe has seen significant momentum in recent months, surpassing Google Pay in October to become the leading mobile money platform by transactions in India (1)
 - The Company is positioning itself to achieve profitability by 2022 and an IPO by 2023 (2)
 - The Company is capitalizing on a rapidly expanding mobile payments market in the country that, while possessing some regulatory uncertainty, is expected to double in size to \$135 billion in 2023 from 2019 levels (2)

Transaction Commentary

"As Flipkart Commerce continues to grow strongly serving the needs of Indian customers, we are excited at the future prospects of the group. This move will help PhonePe maximize its potential as it moves to the next phase of its development, and it will also maximize value creation for Flipkart and our shareholders."

Flipkart



Kalyan Krishnamurthy



"We are really excited to have access to dedicated long-term capital to further our ambitions in the financial services distribution sector as well as creating large innovative growth platforms for India's micro, small and medium enterprises... Flipkart and PhonePe are already among the more prominent Indian digital platforms with over 250M users each. This partial spin-off gives PhonePe access to dedicated long-term capital to pursue our vision of providing financial inclusion to a billion Indians."



Sameer Nigam Founder & CEO

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PhonePe Overview



Company Overview



CEO: Headquarters: Sameer Nigam Bangalore, India

Founded:

2015

- Operating historically as the digital payments unit of Indian ecommerce giant Flipkart, PhonePe provides an app-based mobile payments platform built on India's UPI payments infrastructure
- Founded with a mission of financial inclusion within India, the Company offers a core consumer-facing "super app" alongside payment acceptance tools, advertising integrations, and other solutions for a wide variety of merchants
- Focused entirely on India for now, PhonePe has amassed over 100 million active monthly users in a market increasingly shared with players like Google, WhatsApp, and Paytm and fraught with evolving regulatory challenges (1)

Selected Recent Financing History

Date	Amount (\$ mm)	Investors
12/3/20	\$700	Walmart; Undisclosed Investors
04/27/20	28	Flipkart
02/26/20	60	Flipkart
12/10/19	83	Flipkart

Products & Services Overview

PhonePe App

One accessible "Super App"

Pay bills, top-up, transfer money, and more

Flexible payment options and channels

Choose from options like BHIM UPI, the PhonePe wallet, or debit and credit cards

PhonePe Switch

Shop, order food, and more on a wide selection of apps without downloading them via the PhonePe interface

PhonePe for Business

Payment Acceptance Tools

Provides integrated cashless payment solutions for instore and online merchants

Advertising and Loyalty Solutions

Enables targeted campaigns, reward coupons, and more centered around the PhonePe app

PhonePe Switch

Easily integrate an app onto PhonePe platform and get access to millions of users



Key Stats

230 million

835 million

Registered Users

Transactions / Month (1)

11 million+

Partner Websites and Stores

Selected FT Partners' Research - Click to View



Global Money Transfer



Interswitch's Strategic Minority Financing From Visa



Satispay Raises \$110 million in Series C Financing



Transaction Security



TransNational's Sale to Celero



Conductor Raises \$150 million in Financing



Klarna: Company and Financial Overview



Smart2Pay's Sale to Nuvei



Stripe Acquires Paystack



ShopKeep's \$440 million Sale to Lightspeed



Veem's \$31 million Financing



LinkAja Raises \$100 million in Series B Financing

VIEW MORE FT PARTNERS RESEARCH

Ground-Breaking Payments Transactions Pioneered by FT Partners









One of the largest

strategic FinTech M&A

exits in EMEA

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VERUS

\$ 325,000,000

The Only Investment Bank Focused Exclusively on Financial Technology





Largest FinTech Series A financing round in Europe



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



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



First large-scale

transaction for an

integrated merchant

acquirer

First sale of a U.S. international software **Payments**

Significant strategic investment for one of the most valuable FinTech companies in Africa



Unique process that began with 60% sale in 2012 followed by series of subsequent sales



Successful international IPO for a leading payments company in Brazil

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

merchant acquirer to an company; became Sage

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

Largest FinTech IPO in Egypt ever; Largest electronic payment network in Egypt

FT Partners' International / Cross-Border Capabilities (Selected Examples)

FT Partners' global presence offers capabilities reaching far beyond North America, as demonstrated by our numerous international clients and successful transactions with international firms & investors

Target

Buyer / Investor

International Aspect

laiget	buyer / investor	international Aspect
smart2pay	nuvei	*
KSNET	payletter. STONEBRIDGE	**
Currencycloud	VISA	
Interswitch 7	VISA	
Ebury	№ Santander	
Fawry	actis Salida Barro e EEFF To Banque Miss	0
payworks	VISA	
iyzico	Pay u	C*
allpago	ppro	
	INSIGHT DST	*
GOCARDLESS	ADAMS STREET 6/	
nutmeg	CONVOY康宏	*
stone ^{co.}	É ANT FINANCIAL	*)
DEPOSIT SOLUTIONS	VITRUVIAN	
bblo	CÎTÎ VENTURES PayPal HPE Growth Capital.	
⊘ moneyfarm	Allianz (ii) endeavor of Sandastria	
ContaAzul	TIGERGLOBAL endeavor	
PAYVISION Global Card Processing	ING 🔊	
Currencies Direct	Palamon Gapial Channes Corsair Capital	

FT Partners Advises Stone on its Initial Public Offering

Overview of Transaction

- On October 25, 2018, StoneCo Ltd. (Nasdaq: STNE) priced its IPO at \$24 per share, raising approximately \$1.4 billion
 - High-profile new and existing investors participating in the IPO include Berkshire Hathaway, T. Rowe Price, Madrone Capital Partners, and Ant Financial
- Due to strong demand, the deal priced above the initial \$21 \$23 filing range
- Stone is a leading provider of FinTech solutions that empower merchants and integrated partners to conduct electronic commerce seamlessly across in-store, online, and mobile channels in Brazil
 - Founded in only 2014, São Paulo-based Stone has quickly grown to serve over 230,000 active clients with a focus on SMBs
 - Within the first half of 2018, the Company processed over \$9 billion of transactions and posted revenue of \$171 million and net income of \$24 million

Significance of Transaction

- Stone's IPO is among the largest FinTech IPOs ever
- Demonstrates strong investor appetite for high growth FinTech companies globally
- Further supports FT Partners' continued success advising leading FinTech companies

FT Partners' Role

- FT Partners served as exclusive IPO Advisor to Stone on this transaction
- FT Partners also advised Stone on its \$145 million Series G financing in September 2017 as well as its \$100 million private placement with Ant Financial, which occurred concurrently with the IPO
- FT Partners leveraged its deep industry knowledge, extensive transaction expertise, and broad scope of relationships to achieve a highly favorable outcome for Stone

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in its

\$1,400,000,000

Initial Public Offering



FT Partners Advises Interswitch on its Strategic Minority Investment by Visa

Overview of Transaction

- On November 12, 2019, Interswitch, an Africa-focused integrated digital payments company, and Visa (NYSE: V), announced a strategic partnership that will further advance the digital payments ecosystem across Africa
- As part of the agreement, Visa will acquire a significant minority equity stake in Interswitch at a total company valuation of \$1 billion
- Headquartered in Lagos, Nigeria, Interswitch is a leading tech-driven company focused on the digitization of payments in Nigeria and other African countries
- Founded in 2002, Interswitch disrupted the traditional cash-based payments value chain in Nigeria by introducing electronic payments processing and switching services
- Today, Interswitch is a leading player in Nigeria's developing financial ecosystem with omni-channel capabilities across the payments value chain, processing over 500 million transactions per month in May 2019
- In addition to its switching and processing services, Interswitch owns Verve, the largest domestic debit card scheme in Africa with more than 19 million cards activated on its network as of May 2019; Interswitch also operates Quickteller, a leading multichannel consumer payments platform, driving financial inclusion across Nigeria

Significance of Transaction

- The investment makes Interswitch one of the most valuable FinTech companies in Africa
- The partnership will create an instant acceptance network across Africa to benefit consumers and merchants and facilitate greater connectivity for communities

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Interswitch
- This transaction underscores FT Partners' unparalleled domain expertise in the Payments space and successful track record of executing deals in emerging markets

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



on its strategic minority investment from



for a total enterprise value of

\$1,000,000,000



FT Partners Advises ShopKeep on its \$440 million Sale to Lightspeed

Overview of Transaction

- On November 5th, 2020, Lightspeed, a leading provider of cloud-based, omnichannel commerce platforms, announced it has entered into a definitive agreement to acquire ShopKeep Inc., a cloud commerce platform provider based in New York City
 - The acquisition is valued at approximately \$440 million in total consideration, comprised of \$145.2 million in cash and the issuance of 9,500,000 subordinate voting shares in the capital of Lightspeed
- Founded in 2008, ShopKeep's point-of-sale platforms are used by more than 20,000 retail and restaurant customer locations nationwide generating a gross transaction volume of approximately \$7 billion USD per year
- The acquisition reinforces Lightspeed's status as a clear category leader for retailers and restaurateurs seeking to modernize operations as the global economy undergoes unprecedented digital acceleration

Significance of Transaction

- The acquisition will grow Lightspeed's U.S footprint by more than 20,000 customer locations and help drive Lightspeed's plan to accelerate digital transformation of SMBs across the United States following its public listing on the New York Stock Exchange
- The acquisition by Lightspeed will add crucial modules to the ShopKeep merchant experience, including complex inventory and sales management capacity ideal for multi-location businesses, while also providing a broader product portfolio to enhance brand loyalty, acquire new customers and retain clientele
- Lightspeed's acquisition of ShopKeep follows the successful integration of multiple premier platforms, including those of Montreal-based Chronogolf, Berlin-based Gastrofix and Sydney-based Kounta

FT Partners' Role

- FT Partners served as exclusive financial and strategic advisor to ShopKeep
- This transaction highlights FT Partners' deep domain expertise in the Software and Payments sectors, and its successful track record generating highly favorable outcomes for high-growth FinTech companies globally

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on its sale to



for total consideration of

\$440,000,000



FT Partners Advises Checkout.com on its \$230 million Series A Financing

Overview of Transaction

- On May 2, 2019, Checkout.com announced it has raised \$230 million in Series A financing led by Insight Partners and DST Global with participation from GIC, Endeavor Catalyst, Blossom Capital and other strategic investors
- This is the first financing round for Checkout.com since its founding in 2012
- Headquartered in London, UK, Checkout.com offers the world's most comprehensive cross-border payment solution for digital commerce
 - The Company specializes in accepting, acquiring and processing international and local payments and also provides fraud management tools, analytics and comprehensive reporting features for merchants
 - Checkout.com is a direct acquirer of all major card schemes, accepting international cards, local card schemes and many of the most popular global alternative payment methods
 - Checkout.com handles every step of the payment process on a proprietary technology platform, so merchants benefit from feature parity across regions, faster processing speeds, greater reliability, and full data visibility

Significance of Transaction

- This financing will enable Checkout.com to continue its rapid growth in Europe, the US and the Middle East, with further expansion into Asia and Latin America
- This transaction is the largest ever Series A Financing round for a Technology or FinTech company in Europe

FT Partners' Role

- FT Partners served as sole strategic and financial advisor to Checkout.com
- This transaction underscores FT Partners' unparalleled track record in the Payments space and highlights the Firm's strong capabilities in finding the best investors for our clients worldwide

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



in its Series A Financing led by



with participation from







for total consideration of

\$230,000,000



FT Partners Advises Fawry on its \$100 million Combined Offering

Overview of Transaction

- Headquartered in Cairo, Egypt, on August 8, 2019, Fawry priced its Combined Offering at EGP 6.46 per share on the Egyptian Stock Exchange, raising approximately \$100 million
- Demand was extremely high for this transaction, with the Combined Offering being oversubscribed more than 30x
- Fawry is Egypt's largest electronic payment network, processing more than 2 million transactions daily for more than 20 million customers
 - Fawry offers services including electronic cash payments, bill payments and B2B fund transfers, providing access to financial services to Egypt's large unbanked population
 - In 2018, the Company processed ~\$2 billion of transactions and posted revenue of ~\$36.7 million and an adjusted EBITDA of ~\$9.2 million

Significance of Transaction

- Fawry's Public Offering is the largest FinTech offering ever in Egypt
- High demand (30x oversubscription) demonstrates strong investor appetite for high growth FinTech companies in emerging markets

FT Partners' Role

- FT Partners served as exclusive financial and strategic advisor to Fawry on this transaction
- FT Partners also advised Fawry on its ~\$58 million local private placement to Actis, National Bank of Egypt and Banque Misr which occurred concurrently with the Public Offering
- This transaction further supports FT Partners' continued success in advising leading FinTech and Payments companies
- FT Partners leveraged its deep industry knowledge, extensive transaction expertise, and broad scope of relationships to achieve a highly favorable outcome for Fawry

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on its

~\$100,000,000

Combined Offering



FT Partners Advises Remitly on its \$85 million Growth Financing

Overview of Transaction

- On July 29, 2020, Remitly announced it has raised \$85 million in new growth financing led by PayU
 - This financing round values Remitly at \$1.5 billion, a substantial increase from the prior round
 - Generation Investment Management, Owl Rock Capital, Stripes, DN Capital, Top Tier, Princeville Global, and Threshold Ventures also participated in the round
- Remitly is an independent digital remittance company that transfers over \$6
 billion in annualized volume through its proprietary global money transfer
 network across Africa, Asia, Central Europe, Central and South America
- PayU is the payments and FinTech business of Prosus, a global consumer internet group and one of the largest technology investors in the world

Significance of Transaction

- This latest round of funding will allow Remitly to continue to meet its
 customers' broad set of financial needs, and to provide affordable, convenient
 and secure solutions during this uncertain time and beyond
- Remitly has seen 200% new customer growth year-over-year, as customers who once relied on traditional remittance providers are rapidly shifting to digital solutions

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Remitly
- FT Partners previously advised Remitly on \$135 million in Series E Equity financing in 2019, its \$115 million Series D financing led by Naspers' PayU in 2017 and its \$39 million Series C financing led by Stripes Group in 2016
- This transaction demonstrates the long-term nature of many of FT Partners' client relationships and highlights our deep domain expertise and transactional experience across the Payments sector

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on its growth financing led by



for a total amount of

\$85,000,000



FT Partners Advises PPRO on its \$50 million Financing

Overview of Transaction

- On August 5, 2020, PPRO announced that it has raised \$50 million in financing led by Sprints Capital with participation from Citi Ventures
- PPRO is the world's leading local payments platform-as-a-service, removing the complexity of domestic and cross-border payments for top-tier financial institutions, payment service providers, and their merchants
 - PPRO provides partners with the ability to accept locally preferred payment methods like e-wallets, bank transfers, cash, and local cards in more than 175 e-commerce markets across the globe
 - PPRO is now processing an annual run rate of USD 9bn in payment transaction volume growing at 85%+ YoY
- The financing round, closed earlier in 2020, highlights the exponential
 opportunities for cross-border e-commerce amidst Covid-19 pandemic with PPRO
 integrating new top LPMs to the platform, including among others Grabpay,
 UnionPay Konbini, Pay-easy, Paysafecash and more
- The <u>PPRO 2020 Almanac</u>, the third edition of the most comprehensive source of payments insights in the industry, further highlights the company's expertise

Significance of Transaction

- PPRO will use the funds of this financing round to scale the organisation and accelerate strategic growth plans for its global platform.
- The Company will continue to focus on delivering and scaling its high-quality integrations to local payment methods across Europe, APAC and the Americas

FT Partners' Role

- FT Partners served as exclusive financial and strategic advisor to PPRO and its Board of Directors
- FT Partners previously advised PPRO on its \$50 million financing in 2018 and its acquisition of allpage in 2019
- This transaction underscores FT Partners' deep Payments domain expertise and successful track record of executing deals across developed and emerging markets

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with participation from



for a total amount of

\$50,000,000



FT Partners Advises YellowPepper on its Sale to Visa

Overview of Transaction

- On October 27, 2020, Visa announced it has agreed to acquire YellowPepper
 - The acquisition of YellowPepper builds on a strategic partnership and investment Visa made in YellowPepper in May 2018
- Founded in 2004 and based in Miami, FL, YellowPepper provides innovative digital financial solutions in nine Latin American countries and currently serves 50 clients and five million monthly active users
- The Company's platform enables financial institutions to easily launch card and account agnostic real-time solutions, while providing value added services such as tokenization, identity validation and risk tools to deliver a complete transaction and service offering

Significance of Transaction

- The acquisition of YellowPepper will accelerate the adoption of Visa's "network
 of networks" strategy by significantly reducing the time-to-market and cost for
 issuers and processors associated with accessing innovative and interoperable
 solutions, regardless of who owns or operates the payment rails
- YellowPepper will facilitate an easier integration to Visa Direct, Visa's real-time push payments platform, Visa B2B Connect, Visa's non-card-based payment cross-border B2B network, and value added services, expanding digital products and services enablement

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to YellowPepper
- FT Partners previously advised YellowPepper on its <u>strategic financing from Visa in May 2018</u>
- This transaction demonstrates the long-term nature of many of FT Partners' client relationships and highlights our deep domain expertise and transactional excellence across FinTech and the Payments sector

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on its sale to





FT Partners Advises GPS on its Strategic Financing from Visa

Overview of Transaction

- On October 19, 2020, Global Processing Services ("GPS") announced it has secured a strategic investment from Visa
- Headquartered in London, UK, GPS is a leading issuer processor positioned to support FinTech companies, digital banks and e-wallet providers on their growth journey, from the agility of a proof-of-concept to a fully scaled global offering
 - The Company's solutions enable brands to provide hyperpersonalized user experiences, placing flexibility and control in the hands of the cardholder
 - GPS has integrated with more than 40 issuing banks and operates programs for more than 180 clients across 60 countries, using over 150 currencies

Significance of Transaction

• This strategic investment will accelerate GPS' global expansion, following its success in launching new and innovative FinTech companies and digital banks in Europe and South East Asia, including Revolut and Starling Bank

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to GPS
- FT Partners also previously advised GPS on its $\underline{\text{f44}}$ million in financing led by Dunedin in 2018
- This transaction demonstrates the long-term nature of many of FT Partners' client relationships and highlights our deep Payments domain expertise and successful track record generating highly favorable outcomes for high growth FinTech companies

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on its strategic financing from





FT Partners' Recent Awards and Recognition

Bloomberg

Bloomberg

- o FT Partners' Steve McLaughlin was featured on Bloomberg / Bloomberg TV
- o View the full article and watch the live TV interview



M&A Advisor Awards

- Technology Deal of the Year (2019)
- o Cross Border Deal of the Year and Corporate / Strategic Deal of the Year (2018)
- Investment Banker of the Year (2017) Steve McLaughlin, CEO & Managing Partner of FT Partners
- o Investment Banking Firm of the Year (2016) FT Partners



LendIt FinTech Industry Awards 2018:

o FT Partners wins Top Investment Bank in FinTech

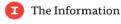
Institutional Investor





The FinTech Finance 40:

Steve McLaughlin ranked #1 in 2017 and 2018

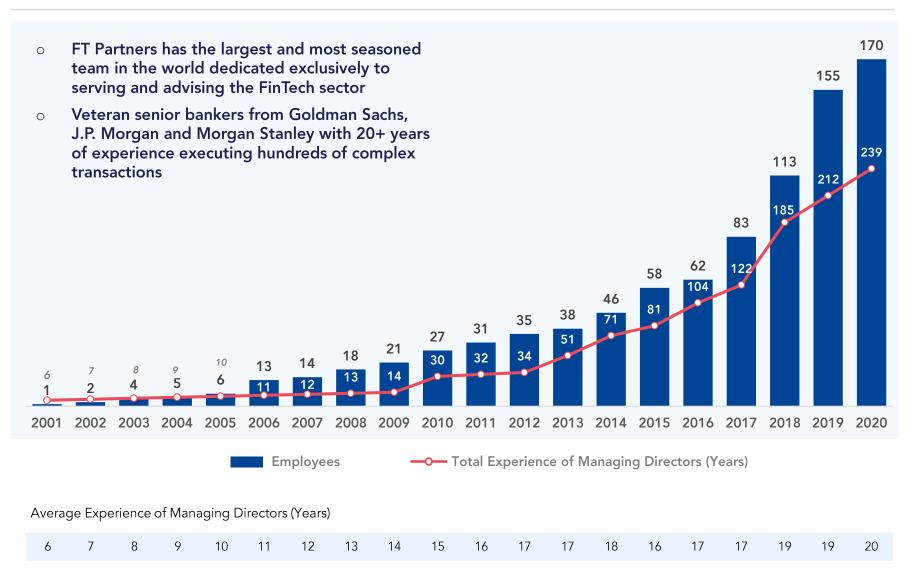




The Information's "Silicon Valley's Most Popular Dealmakers"

- o Ranked as the #2 top Technology Investment Banker by The Information subscribers (2016)
- o Only FinTech focused investment banking firm and banker on the list

The Largest FinTech Advisory Practice in the World



The FT Partners Senior Banker Team

Name / Position	Prior Background	Experience / Education	Years of Experience
Steve McLaughlin Founder, CEO and Managing Partner	Goldman Sachs	 Formerly with Goldman Sachs 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. 	25
Mohit Agnihotri Managing Director	J.P.Morgan	 Formerly Managing Director and Global Head of Payments Investment Banking at J.P. Morgan Wharton M.B.A 	18
Kate Crespo Managing Director	RAYMOND JAMES®	 Formerly with Raymond James' Technology & Services investment banking 14+ years of FinTech transaction execution experience Dartmouth M.B.A. 	18
Larry Furlong Managing Director	Goldman Sachs	 Formerly with Goldman Sachs in New York, London and Los Angeles from 1995-2004 Wharton M.B.A. 	24
Osman Khan Managing Director	n là pwc	 Formerly Managing Director and 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 	23
Randall Little Managing Director	J.P.Morgan	 12 years as FIG / Capital Markets FinTech investment banker at J.P. Morgan 10 years as financial services technology consultant at Sun Microsystems and Ernst & Young NYU Stern M.B.A. (MBA w/Distinction) 	23
Andrew McLaughlin Managing Director	Deloitte.	 20+ years experience executing / implementing financial and operational strategy Formerly with Deloitte Consulting 	14
Amar Mehta Managing Director	J.P.Morgan	 Formerly with J.P. Morgan's Technology (FinTech & Technology Services) team in New York 7+ years of FinTech transaction execution experience MBA from IIM-K (India), Bachelor's in Computer Engineering from NTU (Singapore) 	15
Mike Nelson Managing Director	SUNTRUST	 Formerly head of FinTech M&A at SunTrust Robinson Humphrey Kellogg M.B.A. 	20
Timm Schipporeit Managing Director	Morgan Stanley Index Ventures	 Formerly with Morgan Stanley as Senior Executive Director of European Technology Investment Banking Team in London Formerly a Venture and Growth Investor focused on FinTech at Index Ventures 	17
Greg Smith Managing Director	Merrill Lynch J.P.Morgan	 Formerly award winning Equity Research Analyst at Merrill Lynch, J.P. Morgan and Hambrecht & Quist 20+ years of experience covering FinTech as both an Analyst and Investment Banker 	24
Tim Wolfe Managing Director	Goldman Sachs	 Formerly with Goldman Sachs from 2000-2002 40 Under 40 M&A Advisor Award Winner 2013 Harvard M.B.A. 	18