

November 6, 2015  
**Financial Technology Partners**

**FT Partners Research – Transaction Profile**

**PAMPLONA**  
CAPITAL MANAGEMENT

*acquires*

  
**MedAssets**

*for*

**\$2.7 billion**

*Courtesy of:*



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

[www.ftpartners.com](http://www.ftpartners.com)



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# Pamplona Capital Management Acquires MedAssets for \$2.7 bn

## Transaction Summary

### Transaction Multiples

Enterprise Value / LTM Revenue

3.5 x

Enterprise Value / LTM Adjusted EBITDA

11.3 x

### Transaction Summary

- On November 2, 2015, MedAssets announced that it has entered an agreement to be acquired by Pamplona Capital Management for \$31.35 per share in cash
  - The purchase price represents a 44.5% premium to the 30 trading day volume weighted average price of MedAssets' common stock
  - Represents an enterprise value of \$2.7 bn according to the Company
- The transaction is expected to close in the first quarter of 2016
- Pamplona received financing from Morgan Stanley, Barclays, Macquarie Group and GCI for the acquisition

### Transaction commentary



R. Halsey Wise  
Chairman & CEO  
MedAssets

*"Since February, our executive leadership team has been developing and implementing our business transformation and value creation plan to prepare MedAssets for a growth-oriented future within a value-based healthcare world. We have been making substantial progress, and our third quarter 2015 financial performance is a testament to our employees' commitment, dedication and hard work to execute our plan."*

*"Over the last year, our progress captured the attention of outside parties, and we received a number of unsolicited inquiries expressing interest in acquiring MedAssets. Our board of directors and executive leadership team conducted a thorough review of strategic alternatives and, after careful consideration, we determined an acquisition by Pamplona is the best course of action for our shareholders, customers and employees."*

### Pamplona's Transaction Plan

- Following the close of the transaction, Pamplona will sell MedAssets' SCM segment to VHA-UHC Alliance
  - VHA-UHC Alliance serves over 5,200 hospitals and health systems including almost all academic medical centers and more than 118,000 non acute health care customers
  - MedAssets' SCM business serves approximately 3,300 hospitals and manages \$59 bn in total spend
- MedAssets' RCM segment will be combined with Pamplona's portfolio company, Precyse
  - MedAssets' RCM segment serves more than 2,700 providers through patient payment estimation, claims coding accuracy, contract modeling, defensible pricing, compliance, billing and collection services
  - Precyse offers outsourced health information management (HIM) services, medical coding and clinical documentation improvement (CDI)



FINANCIAL  
TECHNOLOGY  
PARTNERS



Jeremy Gelber  
Partner  
PAMPLONA  
CAPITAL MANAGEMENT

*"We are excited to be acquiring this leading healthcare performance improvement platform company that serves four out of every five hospitals in the United States. As a next step to our strategy, we plan to combine*

*the MedAssets Revenue Cycle Management (RCM) segment with our Precyse business to create a leading, end-to-end revenue cycle technology and services business. At the same time, we intend to sell the MedAssets Spend and Clinical Resource Management (SCM) business to VHA-UHC Alliance. In each case, we believe these business combinations will enable greater innovation and scale to deliver enhanced clinical, operational and financial performance improvement to positively impact healthcare organizations' outcomes."*

Source: Company press release, Capital IQ.

(1) Adjusted EBITDA, as defined by the Company as net income before net interest expense, income tax expense (benefit), depreciation and amortization and other non-recurring, non-cash or non-operating items.





# Pamplona Capital Management Acquires MedAssets for \$2.7 bn

## MedAssets Overview

### Company Overview

#### Key Contacts

**Chairman & CEO:**

R. Halsey Wise

**President & COO:**

Michael Nolte

**EVP, CFO:**

Anthony Colaluca

#### Company Stats

**Headquarters:**

Alpharetta, GA

**Founded:**

1999

**Employees:**

3,350

*MedAssets provides tech-enabled products and services to improve financial outcomes for hospitals and providers*

#### Focus

- Cost and clinical resource management
- Purchasing and revenue cycle solutions
- Change management consulting
- Embedded management and process improvement services
- Data and analytics tools

#### Client Base

- Serves 4 out of 5 U.S. hospitals
- 4,500 hospitals in total
- 123,000 non-acute healthcare providers, payers and healthcare information technology vendors

### Product Overview

#### Supply Chain & Procurement

- Supply Chain Solutions
- Procure-to-Pay Solutions
- Cost Analytics
- Operational Analytics
- Strategic Sourcing
- Capital & Construction Solutions
- Purchased Services

#### Operational Improvement & Clinical Utilization

- Operational Improvement Solutions
- Workforce Solutions
- Organizational Development

#### Standardize Clinical Practices & Resource Utilization

- Clinical Resource Management
- Population Health
- Clinical Delivery
- Clinical Analytics

#### Revenue Performance Improvement

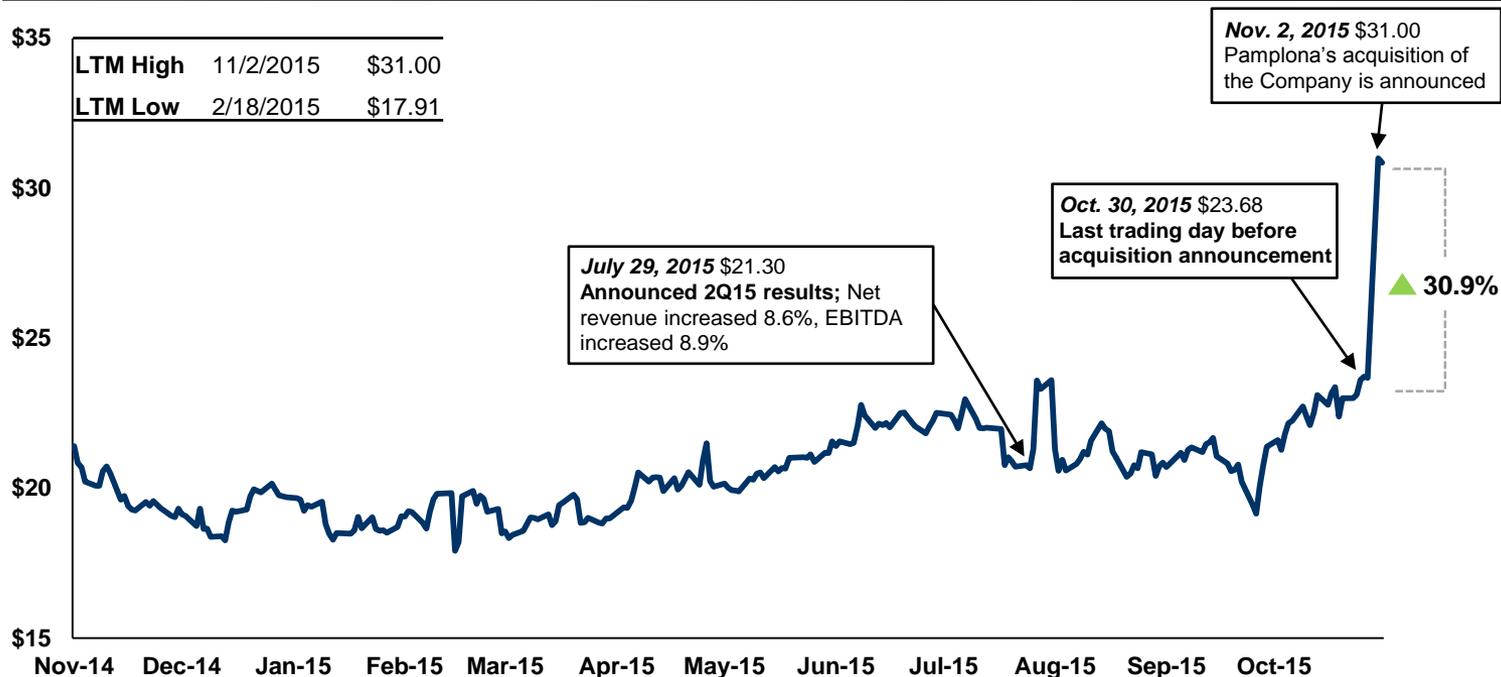
- Revenue Cycle Performance
- Revenue Cycle Analytics
- Recovery and Collections
- Patient Access Solutions
- Claims & Billing
- Contract and Episode Management
- Charge, Pricing & Compliance

Source: Company website.



# Pamplona Capital Management Acquires MedAssets for \$2.7 bn

## MedAssets Overview (cont.)



Rating: Hold  
Price Target: \$31.35

*"We reiterate our Hold rating on MDAS while increasing our price target from \$22 to \$31.35 following the announcement... Concurrently, MDAS issued 3Q results which beat expectations. We applaud management's swift actions to unlock the value inherent within MDAS, considering new CEO Halsey Wise had been at the helm less than one year. Timing is good also as our model depicts revenue declines in 2016 owing to the loss of Tenet (THC-\$32.70:NR) in the SCM segment."*



Rating: Hold  
Price Target: \$31.35

*"We are downgrading MDAS to Hold on our belief Pamplona Capital's all cash offer fully values the company. We are also raising our PT to \$31.35, which is in line with the offered price. Pamplona will combine MDAS's RCM segment with Precyse, its existing HIM business. Separately, MDAS's SCM segment is being sold to VHA-UHC Alliance, the current owner of Novation. Notably, the combined spend of the two GPOs will be 2x that of its next closest competitor, Premier."*

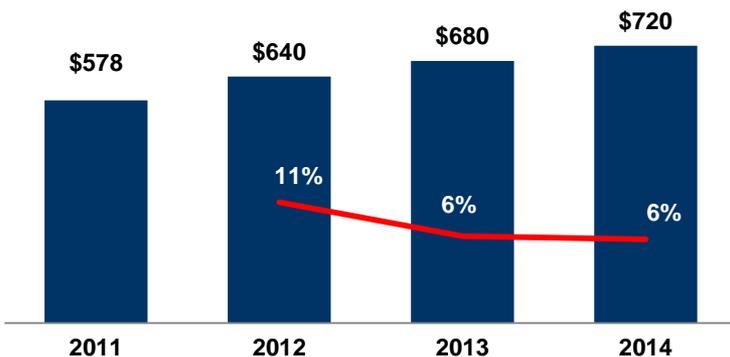


# Pamplona Capital Management Acquires MedAssets for \$2.7 bn

## MedAssets Financial Overview

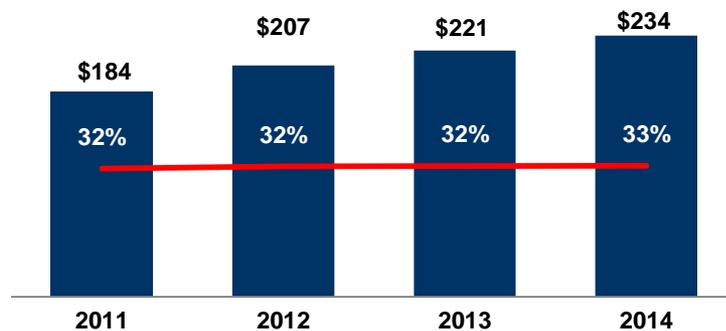
### Total Revenue / % Growth

(\$ in mm)



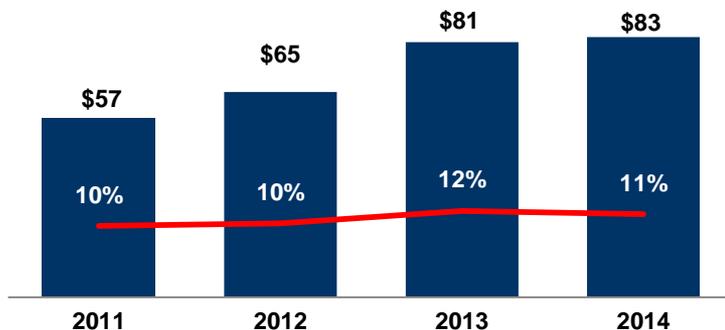
### Adjusted EBITDA <sup>(1)</sup> / % Margin

(\$ in mm)



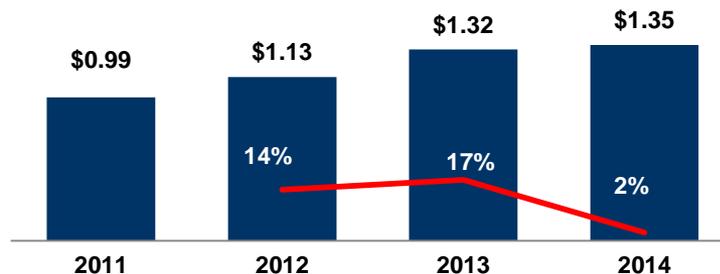
### Adjusted Net Income <sup>(2)</sup> / % Margin

(\$ in mm)



### Diluted Adjusted EPS <sup>(2)</sup> / % Growth

(\$ in mm)



Source: SEC filings.

(1) Adjusted EBITDA, as defined by the Company as net income before net interest expense, income tax expense (benefit), depreciation and amortization and other non-recurring, non-cash or non-operating items.

(2) Adjusted Net Income is defined by the Company as net income excluding non-cash acquisition-related intangible amortization and depreciation, and non-recurring expense items on a tax-adjusted basis, non-cash share-based compensation and certain restructuring, acquisition and integration-related expenses on a tax adjusted basis.



# Pamplona Capital Management Acquires MedAssets for \$2.7 bn

## Pamplona Capital Management Overview

### Overview



**Alex Knaster**  
Founder, Chairman,  
CEO



**Jeremy Gelber**  
Partner

### Location(s)

- London, UK (HQ)
- Ta' Xbiex, Malta
- New York, NY

### About

- Founded in 2005, Pamplona has raised four private equity funds with over €6.6 bn in committed capital
- Invests in market leading companies with outstanding management teams
- Takes a long-term investment horizon
- Flexible investment strategy across asset classes, geographical markets and industry sectors, with both public and private companies

### Investment Preferences

#### Investment Criteria

<b>Fund Size:</b>	\$4,080 mm
<b>Fund Raised:</b>	2014
<b>Investment Range:</b>	na
<b>Revenue:</b>	na
<b>EBITDA:</b>	na

#### General Preferences <sup>(1)</sup>

<b>Control:</b>	Majority
<b>Geography:</b>	Europe, North America
<b>Transaction Type:</b>	Growth, Buyout, LBO, Take Private
<b>Industry Focus:</b>	na

### Select Recent Investments / Exits

#### FinTech / Financial Services Investments <sup>(2)</sup>

Date	Company	Deal Amt. <sup>(3)</sup>	Board Rep.	Sector
11/15	MedAssets ( <i>Buyout</i> )	\$2,700	Jeremy Gelber	HCIT
07/15	Precyse Solutions ( <i>Buyout</i> )	275	Jeremy Gelber	HCIT

#### Other Notable Technology Investments <sup>(2)</sup>

Date	Company	Deal Amt. <sup>(3)</sup>	Board Rep.	Sector
06/15	Spreemo ( <i>PE Growth</i> )	\$13	Jeremy Gelber	HCIT
09/14	Privia Health ( <i>PE Growth</i> )	400	na	HCIT

# Overview of FT Partners

## FT Partners is the Leader in Financial Technology Investment Banking

**FT Partners has advised on some of the most prominent transactions in the healthcare and insurance IT sectors**

<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as sole strategic and financial advisor to</p>  <p>in its sale to</p>  <p>for a total consideration of</p> <p><b>\$ 80,000,000</b></p>  <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as Capital Markets &amp; IPO Advisor to</p>  <p>in its</p> <p><b>\$138,000,000</b></p> <p><b>Initial Public Offering</b></p> <p>valuing the equity at approximately</p> <p><b>\$ 1,200,000,000</b></p>  <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its exclusive role as Capital Markets &amp; IPO Advisor to</p>  <p>in its</p> <p><b>\$93,000,000</b></p> <p><b>Initial Public Offering</b></p> <p>valuing the equity at approximately</p> <p><b>\$ 453,000,000</b></p>  <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as lead strategic and financial advisor to</p>  <p>in its growth recapitalization by</p>  <p>NEW MOUNTAIN CAPITAL LLC</p> <p>valued at approximately</p> <p><b>\$ 1,300,000,000</b></p>  <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p>is pleased to announce its role as exclusive Strategic and Financial advisor to</p>  <p>in its sale of</p> <p>Zywave Insurance Solutions</p> <p>to</p>  <p>AURORA CAPITAL GROUP</p>  <p>The Only Investment Bank Focused Exclusively on Financial Technology</p>
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- Offers integrated SaaS technologies and services for healthcare premium billing, payment and workflow management
- Serves tens of thousands of US employers and millions of American families through private exchanges, state-based marketplaces and over 100 health plan and TPA customers
- Offers end-to-end Revenue Cycle Management, Quality and Care Coordination and Physician Advisory Services
- Differentiated solutions span the entire healthcare revenue cycle
- Infused management model integrates people, processes and technology
- Performs outsourced healthcare Payment Integrity and Recovery Services
- Medicare Recovery Audit Contractor (“RAC”) for Region A (Northeast)
- Recovered ~\$482 mm in improper Medicare payments in 2012
- Largest wholesale broker in the U.S. by premiums placed <sup>(1)</sup>
- Group Benefits division develops, distributes and administers benefits products through 7 individual operating companies
- Division services approximately 843,000 member lives among 10,000 employer groups
- Provides technology-enabled content and communication, agency automation and business intelligence tools
- Serves the employee benefits and P&C insurance distribution industry
- Software and products are used by more than 2,600 agencies

(1) Business Insurance, September 2014.

# Overview of FT Partners

## FT Partners Advises Benaissance on its \$80 mm Sale to WEX

### Transaction Overview and Rationale

#### Overview of Transaction

- On October 15, 2015, Benaissance, LLC (“Benaissance” or the “Company”) announced it has entered into a definitive agreement to be acquired by WEX for \$80mm
- Headquartered in Omaha, NE, Benaissance is a leading provider of integrated Software-as-a-Service (SaaS) technologies and services for healthcare premium billing, payment and workflow management
  - Existing investors include Omaha-based, McCarthy Capital
- WEX is a leading, multi-channel provider of corporate payment solutions representing more than 9 million vehicles and serving a wide variety of business sectors
- The transaction is expected to close in the fourth quarter of 2015 and is subject to applicable regulatory approvals and other customary closing conditions

#### Significance of Transaction

- Represents a highly-attractive outcome for both Benaissance and WEX
- Combined resources and expertise of Benaissance and WEX position the Company extraordinarily well to further its leadership in the marketplace
- Enables WEX to provide an expanded and differentiated payments solution in order to grow its addressable market opportunity and wallet share in the healthcare market
- Benaissance will be integrated with WEX’s existing Evolution1 platform creating an opportunity for potential synergies as the businesses already share a number of mutual partners and customers

#### FT Partners’ Role

- FT Partners served as exclusive strategic and financial advisor to Benaissance and its Board of Directors
- Transaction highlights FT Partners’ continued success advising leading companies and generating highly successful outcomes in the Healthcare / Benefits IT and Services space

### Financial Technology Partners LP FTP Securities LLC

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



*in its sale to*



*for a total consideration of*

**\$ 80,000,000**



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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
  - **Equity Financing Deal of the Year**
  - Professional Services Deal of the Year, Above \$100mm
- 2012
  - **Dealmaker of the Year**
  - Professional Services Deal of the Year, Above \$100 mm
- 2011
  - **Boutique Investment Bank of the Year**
  - Deal of the Decade
  - *10 Deal of the Year Nominations Across 9 Categories*
- 2010
  - **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
  - **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 ■ Steve McLaughlin consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology



Middle Market Financing Awards

- 2008
  - **Equity Financing Dealmaker of the Year – Steve McLaughlin**
  - **Information Technology Deal of the Year**
  - **Financial Services Deal of the Year**
- 2006
  - **Financing Professional of the Year – Steve McLaughlin**
  - *Financing Deal of the Year - Equity*
  - *Financing Deal of the Year - Debt*

# Overview of FT Partners

## The FT Partners Senior Banking Team

Name / Position	Prior Background	Experience / Education	Years of Experience
<b>Steve McLaughlin</b> <i>Founder, CEO and Managing Partner</i>		<ul style="list-style-type: none"> <li>Formerly with Goldman, Sachs &amp; Co. in New York and San Francisco from 1995-2002</li> <li>Formerly Co-Head of Goldman Sachs' Financial Technology Group (#1 market share)</li> <li>Wharton M.B.A.</li> </ul>	<b>20</b>
<b>Larry Furlong</b> <i>Managing Director</i>		<ul style="list-style-type: none"> <li>Formerly with Goldman, Sachs &amp; Co. in New York, London and Los Angeles beginning in 1995</li> <li>Wharton M.B.A.</li> </ul>	<b>20</b>
<b>Greg Smith</b> <i>Managing Director</i>		<ul style="list-style-type: none"> <li>Formerly award winning Equity Research Analyst at Merrill Lynch / J.P. Morgan / Sterne Agee</li> <li>Recent coverage included WEX, WU, EEFT, DST, ENV, FISV, FIS, V, MA, GPN &amp; HPY among others</li> </ul>	<b>19</b>
<b>Tim Wolfe</b> <i>Managing Director</i>		<ul style="list-style-type: none"> <li>Formerly with Goldman, Sachs &amp; Co. beginning in 2000</li> <li>40 Under 40 M&amp;A Advisor Award Winner 2013</li> <li>Harvard M.B.A.</li> </ul>	<b>13</b>
<b>Andrew McLaughlin</b> <i>Managing Director, Research &amp; Business Development</i>		<ul style="list-style-type: none"> <li>Leads FT Partners' Research and Business Development Team</li> <li>Formerly with Deloitte Consulting</li> </ul>	<b>9</b>