

December 28, 2021

FT PARTNERS TRANSACTION ANNOUNCEMENT

FINANCIAL
TECHNOLOGY
PARTNERS

The Only Investment Bank
Focused Exclusively
on FinTech

San Francisco • New York • London

FT Partners is Pleased to Announce
its Role as Strategic and Financial
Advisor to



on its merger with



(NASDAQ: DBDR)

post-transaction enterprise value

\$1,206,400,000



CompoSecure's Merger with Roman DBDR

Overview of Transaction

- On April 19, 2021, CompoSecure, L.L.C. ("CompoSecure"), and Roman DBDR Tech Acquisition Corp. (NASDAQ: DBDR) ("Roman DBDR"), a special purpose acquisition company, announced they had entered a definitive merger agreement
 - The transaction reflects a post-transaction enterprise value for the combined Company of ~\$1.2 billion
 - The transaction included \$175 million in private placement financing⁽¹⁾ led by funds and accounts managed by BlackRock and Highbridge Capital Management, among others
- On December 23, 2021, Roman DBDR shareholders voted to approve the transaction, and on December 28, 2021, CompoSecure's stock began trading on Nasdaq under the symbol "CMPO"

Significance of Transaction

- CompoSecure is a world-class platform for next generation payment technology, security, and cryptocurrency solutions
 - CompoSecure provides some of the world's largest financial institutions with innovative products that elevate their customers' experiences
- CompoSecure has a rare blend of technologies, expertise and team, that when combined with Roman DBDR's Silicon Valley entrepreneurship, create a springboard to launch CompoSecure into the Digital Asset revolution and become a premier platform in the massive and rapidly expanding cryptocurrency and broader Digital Asset markets

FT Partners' Role

- Financial Technology Partners and FTP Securities ("FT Partners") served as strategic and financial advisor to CompoSecure
- This transaction builds on FT Partners' expertise in navigating the unique process in selling companies to SPACs, and follows highly successful sales of FT Partners clients including [Porch](#), [Open Lending](#), [REPAY](#), [Payoneer](#) and [Forge](#)

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ROMAN
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Transaction Highlights

Management Quotes

"We are excited to partner with Roman DBDR on our path to becoming a publicly traded company and we appreciate the ongoing support of our lead investor, LLR Partners, and our founders. CompoSecure's mission has always been to help our clients offer their customers highly differentiated payment products and solutions which enable them to cultivate new customer acquisition, spending and retention. We have a bold vision for where we can take this business over the next five years, as we deliver superior solutions to the payments, cryptocurrency and broader digital asset marketplace, starting with the upcoming launch of our Arculus™ solution in the third quarter of 2021. As a public company, we will have access to new sources of capital for both organic and inorganic growth opportunities, and will continue investing in innovation to support our clients and our growth plan. It is a tremendous achievement to reach this milestone in our company's history, and I look forward to working with our great team to continue to grow this business."



"After reviewing numerous business combination opportunities, CompoSecure stood out as a leading platform company that is highly profitable and has technology ready to enable customers to take advantage of the blockchain and digital asset revolution. We found a broad ecosystem of hardware, software, payments and services capabilities, and look forward to building and scaling that ecosystem to an over billion dollar net revenue stream by 2025. Combining CompoSecure's proven business, focus on innovation, superior manufacturing expertise and experienced management team with Roman DBDR's track record of creating and scaling large market opportunities, we believe this company has significant long-term growth potential."



Transaction Metrics

The transaction reflects an estimated post-transaction enterprise value for the combined Company of **\$1.2 billion⁽¹⁾**

2021E Net Revenue \$268 million	EV / Net Revenue ⁽²⁾ 4.5x
2022E Net Revenue \$356 million	EV / Net Revenue ⁽²⁾ 3.4x
2022E Adj. EBITDA (Metal Payment Card Solutions) ⁽³⁾ \$138 million	EV / EBITDA ⁽³⁾ 8.7x

Source: Company website, Company press release, Investor Presentation

1) Estimated using \$10.00 price per share

2) Valuation multiples based on the midpoints of estimated 2021E net revenue (\$267mm - \$269mm) and 2022E net revenue (\$336mm - \$376mm)

3) This EBITDA figure and implied valuation multiple excludes estimated 2022E EBITDA impact from Arculus Crypto & Digital Assets Ecosystem products. Reference CompoSecure's investor presentation filed on December 8th, 2021 for additional detail regarding financial information by segment.

Roman DBDR Overview

Chairman	Dr. Don Basile, PhD
CEO	Dr. Don Basile, PhD; Dixon Doll, Jr.
Investment Criteria	TMT
IPO Date	November 6, 2020
Cash in Trust	\$236 million
Offering Price per Unit	\$10.00
Unit Composition	1 common share and 1/2 warrant
Warrant Strike	\$11.50
Acquisition Deadline	18 months from IPO

CompoSecure Overview

Company Overview



CEO:	Jon Wilk
Headquarters:	Somerset, NJ
Founded:	2000
Private Equity Ownership:	LLR Partners

- CompoSecure is a pioneer and category leader in premium payment cards and an emergent provider of cryptocurrency and digital asset storage and security solutions
- CompoSecure's mission is to increase clients' brand equity in the marketplace by offering products and solutions which differentiate the brands they represent, thus elevating cardholder experience



Jon Wilk
CEO



Tim Fitzsimmons
CFO



Greg Maes
COO



Adam Lowe
CIO



Stephen Luft
VP, Global Head
of Sales



Lewis Rubovitz
VP, Global Strategy
& Business
Development



Dori Skelding
VP, Marketing
& Supply Chain

Selected Products & Services Overview

Metal Payment Card Solutions



Embedded Metal

Metal core with polymer front and back faces featuring tap-to-pay technology and flexible design options



Metal Veneer

Metal composite construction featuring tap-to-pay technology and highly customizable design features



Full Metal & Metal Hybrid

High-density cards targeting featuring tap-to-pay technology and 2D/3D engraved graphics support

Cryptocurrency & Digital Asset Solutions



Arculus™

Cryptocurrency cold-storage and security solution enabling users to store and manage their digital assets using a highly secure payment card form factor and intuitive mobile wallet, incorporating a unique three-factor authentication system

Key Metrics

2021E Revenue⁽¹⁾
\$268 million

2021E Total
Adjusted EBITDA⁽¹⁾
\$100 million

Card Programs
Served Globally
100+

Patents Issued &
Pending
30 & 44

Source: Company website, Company press release, Investor Presentation

1) Figures reflect midpoint of 2021E estimate ranges for net revenue (\$267mm - \$269mm) and Adj. EBITDA (\$97mm - \$102mm)



Key Investment Highlights

Category Leader of Next-Gen Payment Technology, Security, and Cryptocurrency Solutions

- 1 "Massive" TAM across markets including payments, cryptocurrency and digital assets
- 2 Premier payments technology and security provider coupled with highly scaled, advanced manufacturing capability
- 3 Trusted, highly embedded blue chip customer relationships with leading financial institutions and FinTechs, having produced nearly 100 million metal payment cards
- 4 Platform uniquely positioned to capitalize on fragmented markets in digital assets
- 5 Compelling financial profile with superior growth, attractive margins, and high cash flow



LLR Partners Overview

Company Overview

- Philadelphia-based middle market financial sponsor that initially invested in CompoSecure in 2015 and will continue to be the company's largest shareholder post closing
- Since founded in 1999, has raised over \$5bn across six progressively larger funds, closing most recent fund at \$1.8bn in Oct. 2020
- 111 total investments since inception across technology, payments and other sectors; 41 active portfolio companies
- In addition to CompoSecure, LLR's experience in payments includes Celero Commerce (current), DaySmart Software (current), Midigator (current), Fleet One (realized), and Heartland (realized)
- In 2019, LLR made 8 new investments, completed 22 portfolio add-on acquisitions, exited 5 investments and undertook 1 IPO

Mitchell Hollin



CompoSecure Board Member (since 2015)
Partner at LLR

- Partner at LLR Partners focusing on FinTech and Software; led LLR's investment in CompoSecure
- Previously, co-founded and served as Managing Director of Advanta Partners, a private equity firm focused on financial services
- Began his private equity career at Patricof & Co. Ventures (now known as Apax Partners)
- Other Current Investments: Celero Commerce, DaySmart Software, Midigator, PCS Retirement, Sterling Trading Tech, YCharts

Select Investments



Case Study: Heartland Payment Systems

- Mitchell Hollin led LLR's growth equity investment in Heartland Payment Systems in 2001
- As board member from 2001 - 2016, he helped lead Heartland through an IPO on the NYSE in 2005 at an implied TEV of \$750mm+
- LLR realized a total MOIC of 8.4x over ~6 year hold period
- Following LLR's exit in 2007, Mitchell continued to serve as Heartland's lead director through the payments processor's \$4.3bn merger with Global Payments (NYSE: GPN) in 2016
- Stayed on the board of GPN through its subsequent ~\$22bn merger with TSYS in 2019 (NYSE: TSS)

FT Partners – Focused Exclusively on FinTech

Leading Advisor in Selling FinTech Companies to SPACs

FT PARTNERS ADVISES



Financial Technology Partners LP FTP Securities LLC

is pleased to announce its role as financial advisor to



on its proposed merger with



(NASDAQ: DBDR)

post-transaction enterprise value

\$1,206,400,000



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on its merger with



(NASDAQ: FTOCU)

post-transaction equity value

\$3,796,000,000



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on its merger with



(NYSE: FUSE)

post-transaction equity value

\$2,900,000,000



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



on its merger with



(NYSE: MOTV)

for a total consideration of

\$2,000,000,000



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



on its merger with

Nebula Acquisition Corporation
(NASDAQ: NEBU)

sponsored by



TRUE WIND

for total consideration of up to approximately

\$1,700,000,000



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on its merger with



(NASDAQ: PTAC)

for a post-transaction equity value

\$1,079,000,000⁽¹⁾



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



in its merger with

Thunder Bridge Acquisition
(NASDAQ: TBRG)

for a total implied enterprise value of

\$665,000,000



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Financial Technology Partners LP FTP Securities LLC

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



in its sale to

FinTech Acquisition Corp
(NASDAQ: FNTC)

for total consideration of

\$ 438,000,000



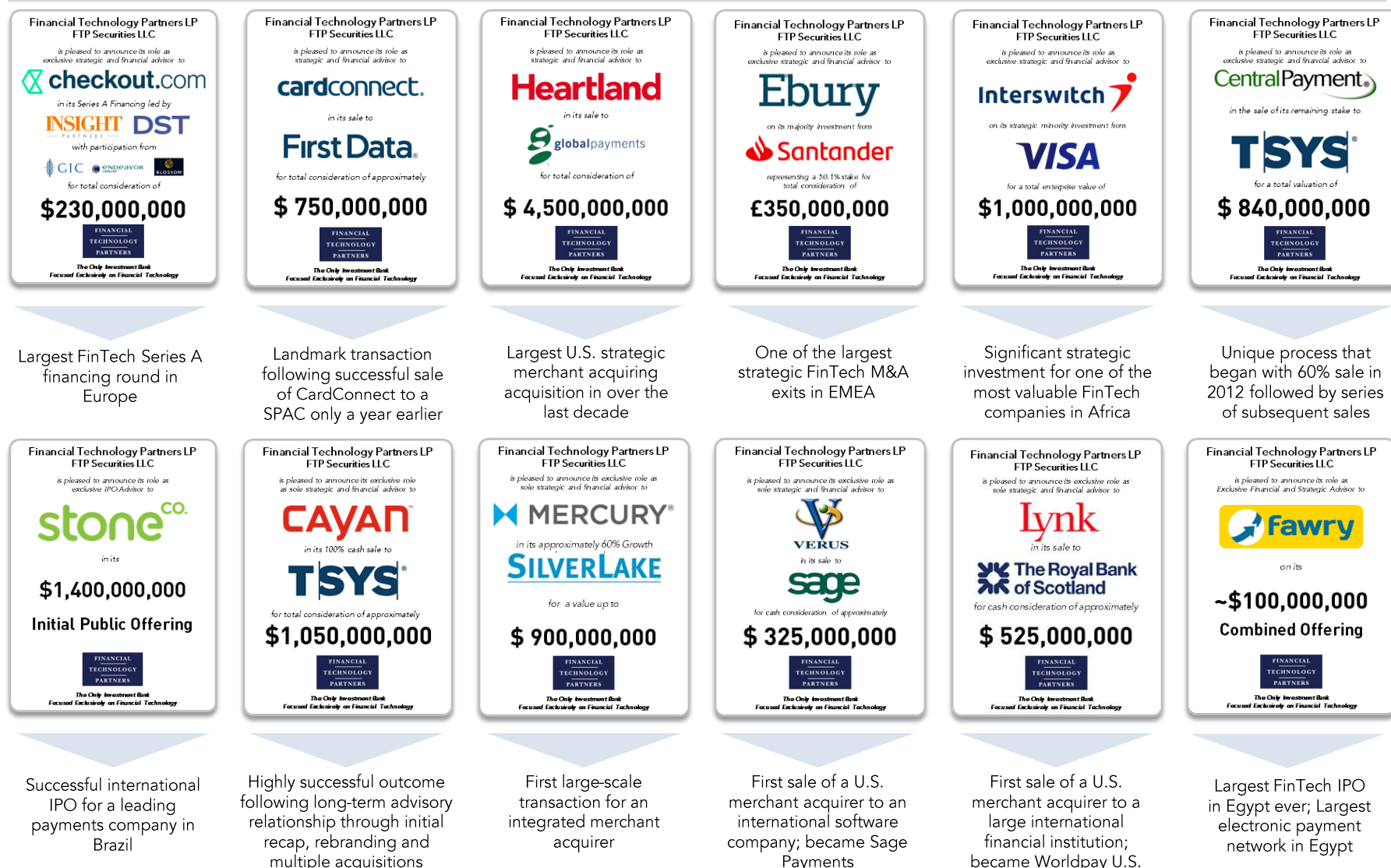
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Ground-Breaking Payments Transactions Pioneered by FT Partners



FT Partners Advises Payoneer on its \$3.8 billion Merger with FTOC

Overview of Transaction

- On February 3, 2021, Payoneer Inc. ("Payoneer") and FTAC Olympus Acquisition Corp. ("FTOC"), a special purpose acquisition company ("SPAC"), announced they have entered into a definitive agreement and plan of reorganization
- Upon closing of the reorganization, the newly created holding company will be renamed Payoneer Global Inc. and the combined company (the "Company") will operate as Payoneer, a U.S. publicly listed entity
 - Estimated post-transaction enterprise value of \$3.3 billion with up to \$563 million in cash, offering significant capital flexibility for continued organic and inorganic growth
 - Transaction includes commitments for \$300 million PIPE from investor group including existing investor Wellington Management, as well as funds and accounts managed by BlackRock, Dragonair Investment Group, Fidelity Management & Research Company LLC, Franklin Templeton, certain funds managed by Millennium Management, funds and accounts advised by T. Rowe Price Associates, Inc., and Winslow Capital Management, LLC
- Payoneer is a global payment and commerce-enabling platform which powers growth for millions of digital businesses worldwide – Payoneer's mission is to democratize access to financial services and drive growth for digital businesses of all sizes from around the world

Significance of Transaction

- While creating significant liquidity for existing shareholders, Payoneer's Management team will continue to lead the merged Company as over 68% of existing Payoneer equity is expected to be rolled as part of the transaction
- The net proceeds raised from the transaction will be used to support Payoneer's multi-pronged growth strategy, including extending leadership with marketplace ecosystems, accelerating strategic and channel partnerships, ramping of developing products and services and pursuing targeted strategic M&A

FT Partners' Role

- FT Partners served as exclusive financial and capital markets advisor to Payoneer
 - FT Partners previously advised Payoneer on its [acquisition of optile](#) in 2019
- Builds on FT Partners' expertise in navigating the unique process in selling companies to SPACs, and follows highly successful sales of FT Partners' clients [Porch](#), [Open Lending](#), [CardConnect](#) and [REPAY](#)

Financial Technology Partners LP FTP Securities LLC

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

Payoneer®

on its merger with



(NASDAQ: FTOCU)

post-transaction equity value

\$3,796,000,000

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FT Partners Advises Forge on its Merger with Motive Capital Corp.

Overview of Transaction

- On September 13, 2021, Forge announced its merger with Motive Capital Corp.
- Upon completion of the transaction, the combined company is expected to have a pro forma fully diluted equity value of approximately \$2.0 billion ⁽¹⁾
 - Expected gross proceeds are \$532.5 million, prior to the payment of transaction expenses and up to \$100 million of cash consideration
 - The combination is further supported by a \$50 million commitment under Motive Partners' Forward Purchase Agreement and a \$68.5 million PIPE anchored by ION Group's \$50 million commitment and contributions from Temasek and Adit Ventures
- Forge's digital platform streamlines liquidity for hundreds of unicorn issuers and thousands of institutional and retail investors from around the world
 - Leveraging its robust technology, operations and trust infrastructure, Forge delivers a suite of services that includes trading, custody, data and company solutions
- Since inception, Forge has completed more than \$10 billion in transactions in more than 400 private companies

Significance of Transaction

- The confidence demonstrated by Motive Capital Corp, and other investors is a testament to Forge's business model, management and market opportunity
- Motive Partners intends to be a long-term strategic partner to Forge, accelerating growth and innovation in a market with substantial tailwinds

FT Partners' Role

- FT Partners served as strategic and financial advisor to Forge
- FT Partners previously advised Forge on its [\\$150 million financing](#) in May 2021, its [merger with SharesPost](#) in May 2020, its acquisition of IRA Services in October 2019, and its [\\$70 million Series B financing](#) in July 2018
- This transaction highlights FT Partners' deep domain expertise within Capital Markets Tech, as well as its successful track record generating highly favorable outcomes for high-growth FinTech companies globally

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



on its merger with



MOTIVE CAPITAL CORP

(NYSE: MOTV)

for total consideration of

\$2,000,000,000

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1) Assuming redemptions are no greater than \$90 million by existing Motive Capital Corp shareholders

FT Partners Advises Open Lending on its Merger with Nebula

Overview of Transaction

- On January 6, 2020, Nebula Acquisition Corporation "Nebula" (Nasdaq: NEBU), a special purpose acquisition company ("SPAC"), sponsored by True Wind Capital, announced a definitive merger agreement with Open Lending
- Upon completion of the business combination on June 10, 2020, Nebula changed its name to Open Lending, and its common stock is expected to begin trading on the Nasdaq Stock Market under the ticker symbol "LPRO", commencing June 11, 2020
 - Total consideration of the transaction is approximately \$1.7 billion *
- Open Lending, through its flagship product, Lenders Protection, offers loan analytics, risk-based pricing, risk modeling and default insurance, ensuring profitable auto loan portfolios for financial institutions throughout the U.S.

Significance of Transaction

- While creating significant liquidity for existing shareholders, Open Lending's Management team will continue to lead the merged Company as over 70% of their existing equity is expected to be rolled as part of the transaction
- Open Lending's existing minority investor, Bregal Sagemount, a prominent growth equity firm, will continue as a public stockholder and participate on the board as well
- Open Lending will pursue significant growth opportunities within its existing customer base of credit unions, banks, and OEM Captives, as well as through new channels, asset classes, and geographies

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Open Lending
- Exemplifies FT Partners' ability to deploy expertise for a complex business operating at the intersection of consumer finance, InsurTech, and Auto FinTech
- Builds on FT Partners' expertise in navigating the unique process in selling companies to SPACs, and follows highly successful sales of FT Partners' clients

[CardConnect](#) and [REPAY](#)

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strategic and financial advisor to*



on its merger with

Nebula Acquisition Corporation (NASDAQ: NEBU)

sponsored by



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for total consideration of up to approximately

\$1,700,000,000



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* This amount represents the estimated enterprise value at the share price of \$13.35 as of June 9, 2020, plus the value of the earnout shares at \$12, \$14 and \$16 and estimated value of the TRA for the selling shareholders

FT Partners Advises Porch on its Merger with PropTech Acquisition Corp.

Overview of Transaction

- On July 31, 2020, PropTech Acquisition Corporation ("PropTech"), a special purpose acquisition company ("SPAC") announced a definitive merger agreement with Porch.com, Inc. ("Porch")
- The business combination was completed on December 23, 2020, PropTech changed its name to Porch, and its common stock is scheduled to begin trading on the Nasdaq Stock Market under the ticker symbol "PRCH" on December 24, 2020
 - The deal represents a post-transaction equity value of \$1.079 billion
 - Transaction includes a \$150 million fully committed common stock private investment at \$10 per share led by Wellington Management Company, LLP
- Porch is a unique home services platform that provides leading ERP and CRM software to 11,000 inspection, moving and adjacent home services companies, gaining access to a proprietary and recurring sales funnel which captures a majority of homebuyers in the U.S. annually

Significance of Transaction

- While creating significant liquidity for existing shareholders, Porch's Management team will continue to lead the merged Company as over 92% of their existing equity is expected to be rolled as part of the transaction
- The net proceeds raised from the transaction will be used to support Porch's working capital, pay down debt and fund expansion through acquisitions

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Porch
- Builds on FT Partners' expertise in navigating the unique process in selling companies to SPACs, and follows highly successful sales of FT Partners' clients [Open Lending](#), [CardConnect](#) and [REPAY](#)

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on its merger with



(NASDAQ: PTAC)

for a post-transaction equity value

\$1,079,000,000⁽¹⁾



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(1) Post transaction equity value is based on PTAC's closing stock price as of December 23, 2020 of \$14.81 and total shares of 72.8mm, which include Porch's equity rollover of 36.3mm shares, PTAC public shares of 17.2mm, PTAC Sponsor shares of 4.3mm, and PIPE shares of 15mm. Total shares of 72.8mm used in the calculation of equity value excludes unvested restricted shares, options and RSUs, management incentive plan, and 6.15 million restricted shares issued at the closing of the transaction that are subject to forfeiture should the company not meet certain stock trading price hurdles (one-third during the three-year post-closing period at each of \$18.00, \$20.00 and \$22.00 per share).

FT Partners Advises REPAY on its Merger with Thunder Bridge

Overview of Transaction

- On January 22, 2019, REPAY announced a definitive merger agreement with Thunder Bridge Acquisition Ltd. (NASDAQ: TBRG), a special purpose acquisition company ("SPAC")
- Upon completion of the business combination on July 11, 2019, Thunder Bridge changed its name to Repay Holdings Corporation, and its common stock and warrants commenced trading on the Nasdaq Stock Market under "RPAY" and "RPAYW", respectively, on July 12, 2019
 - The company was valued at an implied enterprise value of ~\$665 million
- Under the terms of the agreement, REPAY's management team will continue to lead the Company and its existing majority equity holder, Corsair Capital, is expected to remain the Company's largest stockholder
- Headquartered in Atlanta, GA, REPAY is a leading provider of vertically-integrated payment solutions
 - REPAY's proprietary, integrated payment technology platform reduces the complexity of electronic payments for merchants, while enhancing the overall experience for consumers
- Thunder Bridge is a blank check company formed for the purpose of effecting a merger, or similar business combination with one or more businesses
 - In June 2018, Thunder Bridge completed a \$258 million IPO

Significance of Transaction

- As a publicly-listed company, REPAY now has access to capital to further support its acquisition strategy and invest in technology, while continuing to develop software integration partners

FT Partners' Role

- FT Partners served as sole strategic and financial advisor to REPAY
- This transaction underscores FT Partners' deep expertise in the Payments space and highlights our strong track record in consistently generating great outcomes for our clients and their shareholders
- This transaction builds on FT Partners' expertise in navigating the process to sell companies to SPACs; prior experience includes the [sale of CardConnect](#)

Financial Technology Partners LP FTP Securities LLC

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

REPAY[®]

Realtime Electronic Payments

in its merger with

**Thunder Bridge Acquisition
(NASDAQ: TBRG)**

for a total implied enterprise value of

\$665,000,000

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FT Partners Advises CardConnect in its \$438 million Sale

Overview of Transaction

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

Financial Technology Partners LP FTP Securities LLC

*is pleased to announce its role as
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cardconnect.

in its sale to

FinTech Acquisition Corp (NASDAQ: FNTC)

for total consideration of

\$ 438,000,000

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FT Partners Advises Finicity on its \$1 billion Sale to Mastercard

Overview of Transaction

- On June 23, 2020, Mastercard (NYSE: MA) announced it has entered into an agreement to acquire Finicity, a leading North American provider of real-time financial data access and insights
 - The acquisition is valued at up to ~\$1 billion in total consideration, which is comprised of \$825 million at close and up to \$160 million in earn-out consideration
- Finicity enables a secure and innovative financial data-sharing ecosystem through direct connectivity to thousands of North American financial institutions, including next generation open banking API connections with the largest banks in the US
 - Finicity helps power the programs of banks and FinTech companies, using approvals to securely access customer information to provide value-added services such as streamlined loan and mortgage processes, rapid account-based payment initiation and personal financial management solutions

Significance of Transaction

- The addition of Finicity's complementary technology and innovative team strengthens the existing Mastercard open banking platform to enable and safeguard a greater choice of financial services, reinforcing the Company's long-standing partnerships with and commitment to financial institutions and FinTech companies across the globe

FT Partners' Role

- FT Partners served as the exclusive strategic and financial advisor to Finicity and its board of directors
- This transaction highlights FT Partners' deep domain expertise across the FinTech sector and further supports FT Partners' role as the Advisor of Choice to the highest quality FinTech companies

Financial Technology Partners LP FTP Securities LLC

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Finicity

on its sale to

 **mastercard.**

for total consideration of up to

~\$1,000,000,000

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FT Partners’ Recent Awards and Recognition

Bloomberg

Bloomberg

- FT Partners’ Steve McLaughlin was featured on Bloomberg / Bloomberg TV
- View the [full article](#) and watch the live [TV interview](#)



M&A Advisor Awards

- Technology Deal of the Year (2019)
- 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
- Investment Banking Firm of the Year (2016) – FT Partners



LendIt FinTech Industry Awards 2018:

- FT Partners wins Top Investment Bank in FinTech

Institutional Investor



The FinTech Finance 40:

- Steve McLaughlin ranked #1 in 2017 and 2018

The Information

Silicon Valley's Most Popular Dealmakers

Name	Title	Company
Steve McLaughlin	Managing Director	FT Partners
Michael Hedges	Managing Director	FT Partners
Paul Rosen	Managing Director	FT Partners
Quincy Smith	Partner	FT Partners

The Information’s “Silicon Valley’s Most Popular Dealmakers”

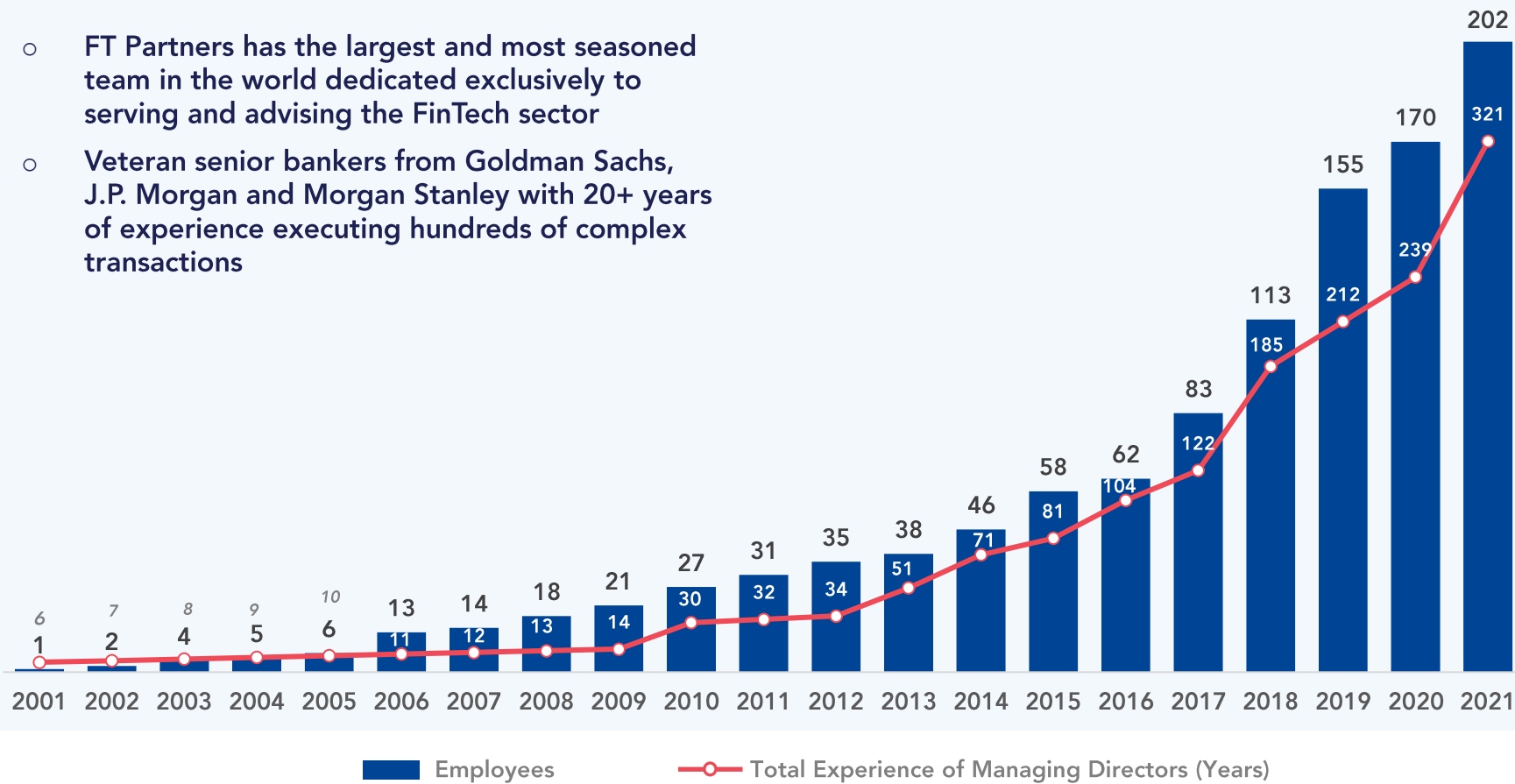
- Ranked as the #2 top Technology Investment Banker by The Information subscribers (2016)
- Only FinTech focused investment banking firm and banker on the list

FT Partners – Focused Exclusively on FinTech

The Largest FinTech Advisory Practice in the World



- FT Partners has the largest and most seasoned team in the world dedicated exclusively to serving and advising the FinTech sector
- Veteran senior bankers from Goldman Sachs, J.P. Morgan and Morgan Stanley with 20+ years of experience executing hundreds of complex transactions



Average Experience of Managing Directors (Years)

