

FT PARTNERS FINTECH INDUSTRY RESEARCH

February 22, 2022

MDP

Madison Dearborn Partners Acquires MoneyGram (Nasdaq: MGI) for \$1.8 billion



Madison Dearborn Partners Acquires MoneyGram

FT PARTNERS RESEARCH

MDP



Transaction Overview

Transaction Summary

- On February 15, 2022, MoneyGram International (Nasdaq: MGI) announced that it has entered into a definitive agreement to be acquired by Madison Dearborn Partners (MDP) in an all-cash transaction which values the Company at ~\$1.8 billion
 - Under the terms of the agreement, MoneyGram shareholders will be paid \$11.00 per share, representing a 50% premium to the Company's unaffected closing stock price as of December 14, 2021, the day before media reports circulated regarding a potential deal
- The transaction is expected to close in Q4 2022, and upon completion, MoneyGram's common stock will no longer be listed publicly
 - The Company will retain its brand and continue to be led by Alex Holmes and the existing leadership team, which is headquartered in Dallas
- Upon closing of the transaction MDP will be refinancing MoneyGram's outstanding debt, which was \$799 million as of December 31, 2021
- MoneyGram International provides cross-border, peer-to-peer payments and money transfer services
 - The Company serves customers through its direct-to-consumer digital channel, global retail network and embedded finance business for enterprise customers

Transaction Commentary

"We are excited to enter into this transaction with MDP, which will deliver immediate and compelling value to shareholders and enable us to accelerate the advancement of our digital growth strategy. This transaction is the culmination of a thorough process by the MoneyGram Board to enhance shareholder value while positioning our business for continued growth and expansion. MoneyGram has undergone a rapid transformation over the last several years to expand our digital capabilities and adapt to the evolving needs of our customers."



Alex Holmes
Chairman & CEO



Implied Transaction Multiples ⁽¹⁾

Enterprise Value \$1,800 mm

	CY2021E	CY2022E	CY2023E
EV / Revenue	1.4x	1.4x	1.3x
EV / Gross Profit	3.0x	2.9x	2.7x
EV / EBITDA	8.2x	7.6x	6.8x
EV / (EBITDA less Capex)	10.1x	10.5x	9.0x

Source: Company press release

(1) Publicly announced Enterprise Value was "approximately \$1.8 billion." Forward estimates from Capital IQ.

MoneyGram International Overview



Company Overview



CEO: Alex Holmes

Headquarters: Dallas, TX

Founded: 1940

- MoneyGram facilitates cross-border P2P payments and money transfers through its proprietary API-driven platform
- The Company serves its customers through MoneyGram Online (MGO), its direct-to-consumer digital business, and its global retail network
- MoneyGram also offers MoneyGram-as-a-Service, which is the Company's emerging embedded finance solution for enterprise customers, in addition to other related products
- The Company has over 400k locations across 200 countries & territories and has a network of more than two billion accounts around the world

Key Metrics

200
countries

400k
locations

2 billion
accounts in global network

150 mm
people served over the
last 5 years



Products & Services Overview



Consumer Products: P2P electronic payment services that enable deposits to accounts, cards, and mobile wallets



Banking Solutions: Business-focused product suite including compliance programs, daily reconciliation, inventory management, and other services to generate additional income and expand existing products



Biller Solutions: Leverages MoneyGram's extensive biller network through expedited payments, real-time payment notifications / reporting, prepaid card loads & mobile recharge services, and cash payout services

Selected Partners

Stellar
Development
Foundation

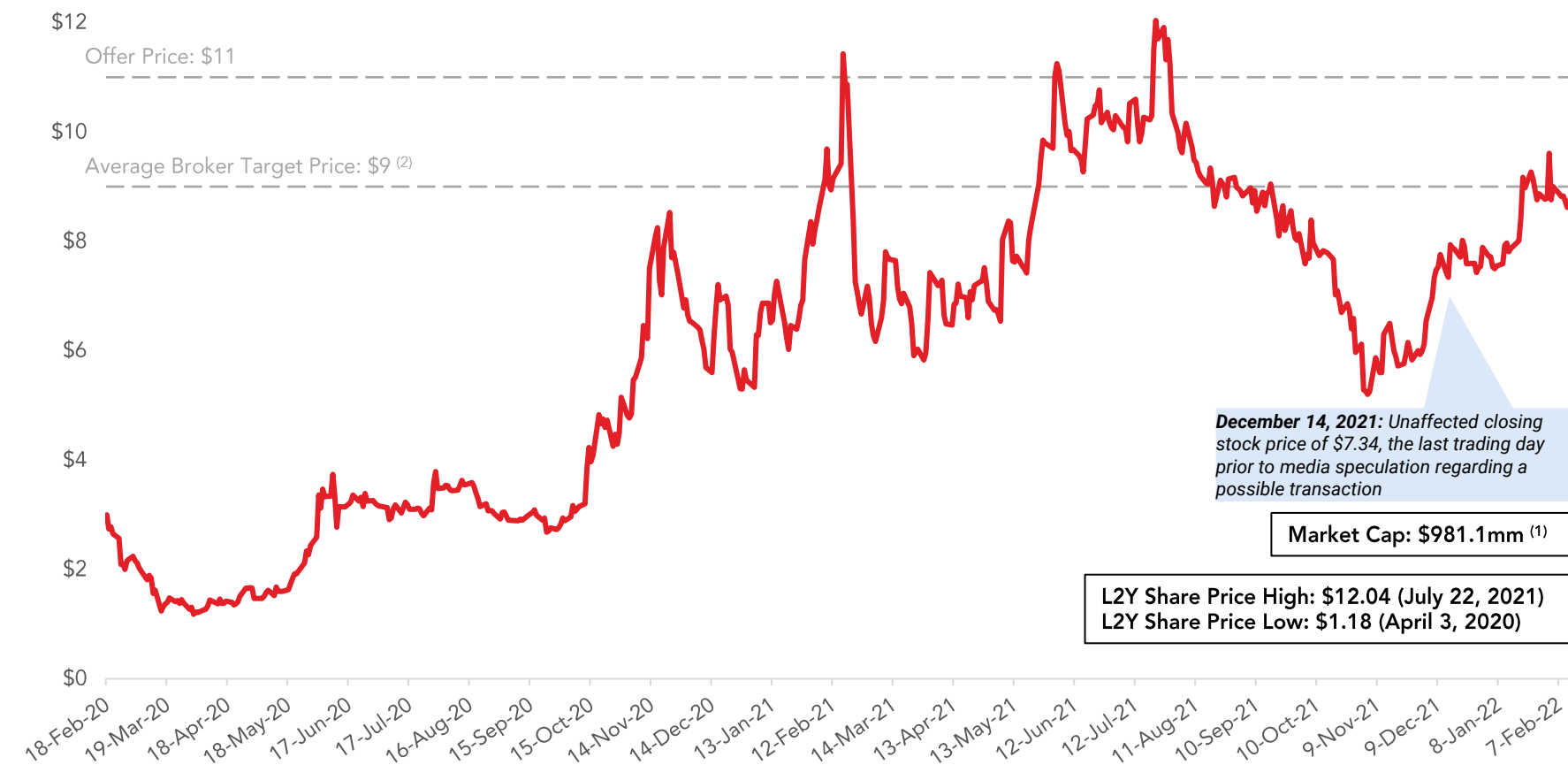


Madison Dearborn Partners Acquires MoneyGram

FT PARTNERS RESEARCH

MDP

MoneyGram Historical Stock Performance



	6-Month	3-Month	1-Month	1-Week	Pre-Announcement
VWAP	\$7.56	\$7.78	\$8.94	\$8.79	\$8.95
Purchase Price Premium Relative to VWAP	45%	41%	23%	25%	23%

Source: Capital IQ as of February 15, 2022

(1) At closing price on February 15, 2022

(2) Source: Capital IQ

Madison Dearborn Partners Acquires MoneyGram

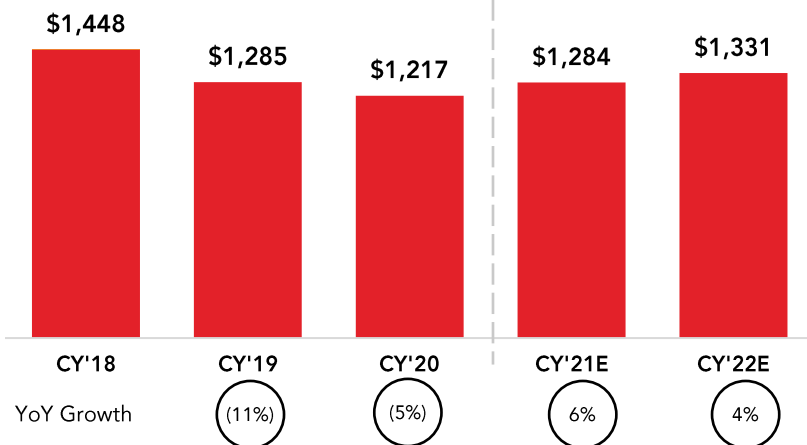
FT PARTNERS RESEARCH

MDP

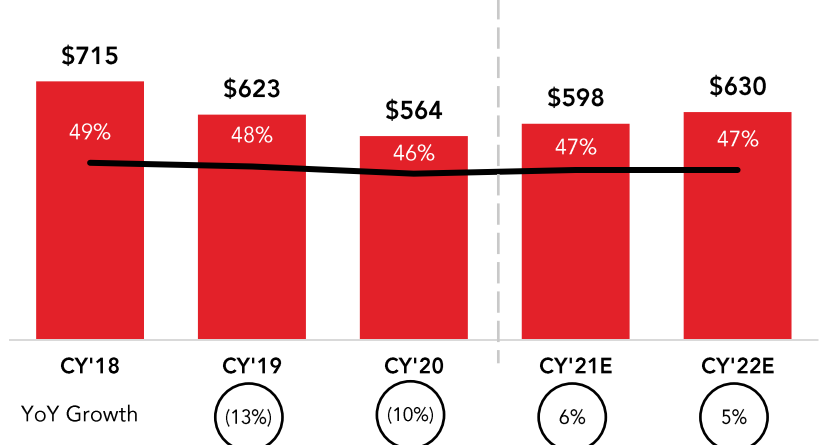
MoneyGram Financial Overview



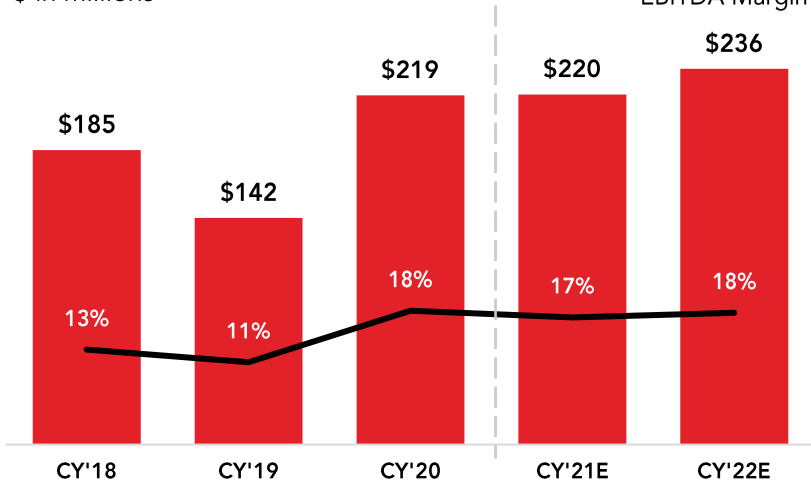
Revenue
\$ in millions



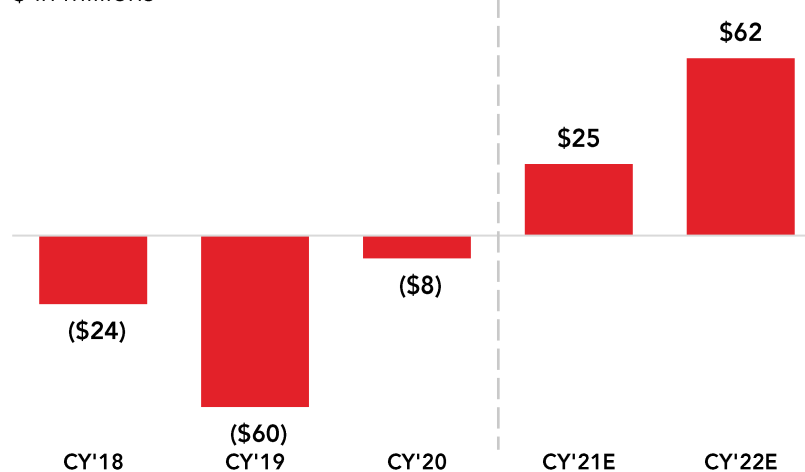
Gross Profit / % Margin
\$ in millions



EBITDA / % Margin
\$ in millions



Net Income
\$ in millions



Source: CapIQ as of February 14, 2022

Note: 'Expected' performance metrics represent consensus estimates from broker coverage

Madison Dearborn Partners Overview



Company Overview

MDP

Headquarters: Chicago, IL

Founded: 1992

- Madison Dearborn Partners (MDP) is a private equity firm that invests in established middle and upper-market companies primarily in the US
- The firm has five dedicated industry verticals: Basic Industries; Business & Government Software & Services; Financial Transaction Services; Health Care; and Telecom, Media & Technology Services
- MDP has raised eight funds with aggregate capital of approximately \$28 billion, and has completed investments in more than 150 companies

Selected Team Members



John A. Canning, Jr.
Chairman



Paul J. Finnegan
Co-CEO



Samuel M. Mencoff
Co-CEO



Vahe A. Dombalagian
Managing Director



Matthew W. Raino
Managing Director



Matthew W. Norton
Managing Director

Selected FinTech / Financial Services Investments

Company

Overview



Operates an Internet-based payments infrastructure that offers email-based, instant online payments between two or more parties, including consumer-to-business, business-to-business, and international payments



Leading merchant acquirer and payments processor for merchants, independent sales organizations, financial institutions and businesses located throughout the United States, Mexico, Canada, the United Kingdom and Europe



Commercial finance company specializing in lending primarily to small- and medium-size businesses, which are often underserved by banks and traditional commercial finance companies



Credit information and information management services provider, with operations in the United States, Africa, Canada, Asia and Latin America



Nuveen Investments provides high-quality investment services designed to help secure the long-term goals of institutions and high-net-worth investors, as well as the consultants and financial advisers who serve them



Provider of corporate benefits, insurance and wealth management services to middle-market companies, financial advisors, and high-net worth individuals



Distributes commercial insurance products through managing general agents, offers niche insurance services through specialty risk managers, and provides extended warranties and other financial protection plans for automotive and consumer products

Selected FT Partners' Research – *Click to View*



The Race to the Super App



Buy Now Pay Later



FinTech in Africa Gaining Momentum



Bolt's \$355 million Financing



Payrix's Sale to FIS



Revolut's \$800 million Financing



CloudWalk's \$150 million Series C Financing



Mollie's \$800 million Growth Financing



Thoma Bravo Acquires Bottomline Technologies



Chipper Cash Raises \$150 million in Series C Extension



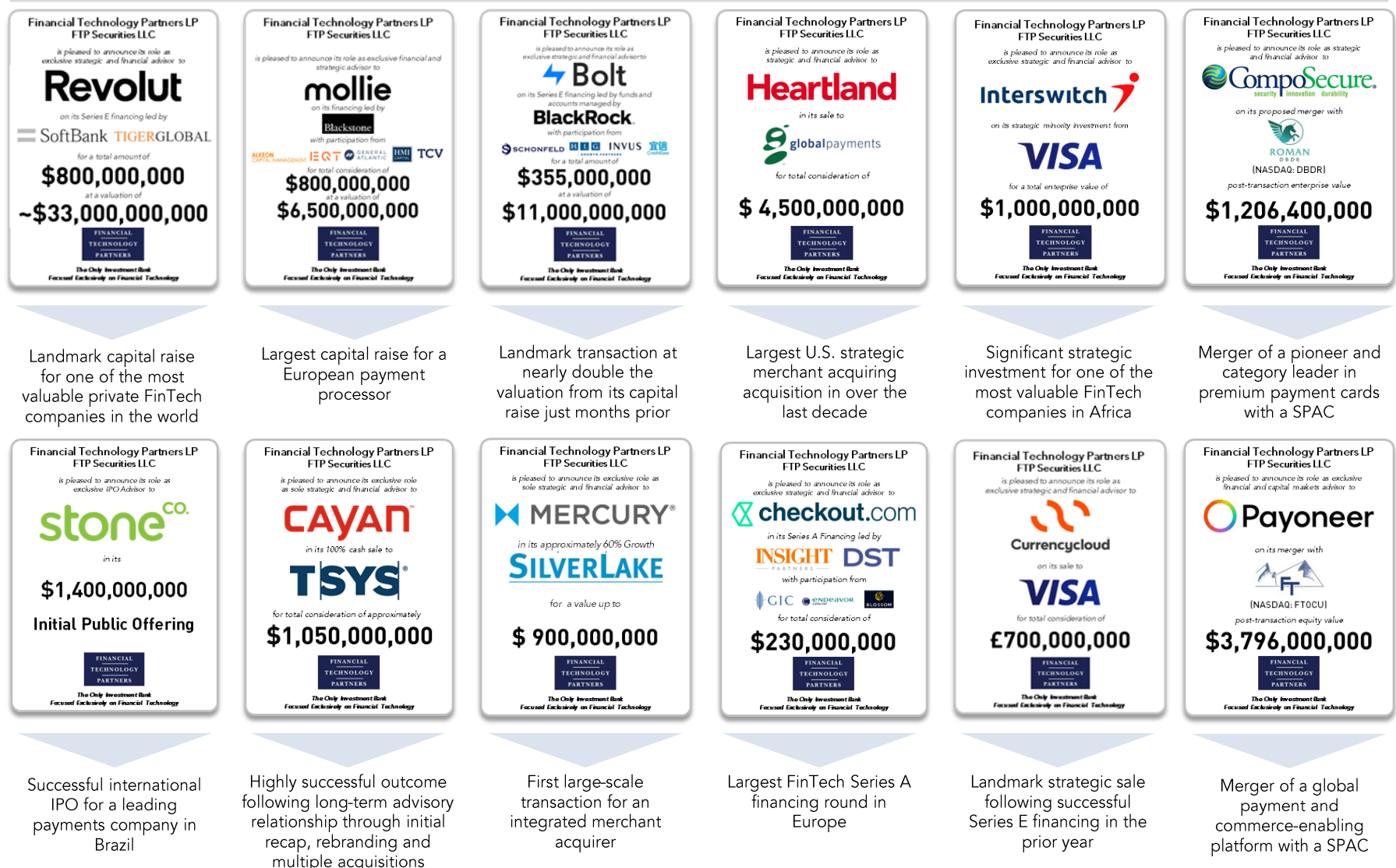
Presto Merges with Ventoux CCM Acquisition Corp.



Tipalti Raises \$270 million in Series F Financing

[VIEW MORE FT PARTNERS RESEARCH](#)

Ground-Breaking Payments Transactions Pioneered by FT Partners



FT Partners Advises Bolt on its \$355 million Financing

Overview of Transaction

- On January 14, 2022, Bolt announced it has raised \$355 million in Series E funding led by funds and accounts managed by BlackRock
 - New investors Schonfeld, Invus Opportunities, H.I.G. Growth, and CE Innovation Capital, in addition to return investors Activant Capital and Moore Strategic Ventures, also participated
- Bolt strengthens retailers' relationships with their customers by unlocking secure, logged-in, lightning-fast checkouts
- The Company's rapidly-growing network of one-click-checkout-ready shoppers visits Bolt merchants as if they are return customers.
- In 2021, Bolt signed several key partnerships including BigCommerce and Adobe Magento; on the international front, the company got a head start in November after securing agreements with both Benefit Cosmetics and PrestaShop
- Bolt also made its first-ever acquisition of Tipser, a Swedish-based technology company enabling direct checkout on any digital surface.

Significance of Transaction

- Including the Series E, Bolt has raised nearly \$1 billion to date and the Company's valuation is nearly double what it was at the Series D
- The oversubscribed financing validates the massive potential of a network that has grown to more than ten million shoppers, with an additional 50 million shoppers queued up to be added based on existing commitments and partnerships
- This capital will enable Bolt to accelerate the pace of its product innovation and continue recruiting top talent

FT Partners' Role

- FT Partners served as exclusive financial and strategic advisor to Bolt
 - FT Partners previously advised Bolt on its [~\\$393 million financing](#) in October 2021
- This transaction underscores FT Partners' deep payments and e-commerce domain expertise and successful track record of driving optimal outcomes for high growth FinTech companies globally

Financial Technology Partners LP FTP Securities LLC

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



*on its Series E financing led by funds and
accounts managed by*

BlackRock

with participation from



for a total amount of

\$355,000,000

at a valuation of

\$11,000,000,000



*The Only Investment Bank
Focused Exclusively on Financial Technology*

FT Partners Advises Mollie on its \$800 million Financing

Overview of Transaction

- On June 22, 2021, Mollie announced that it raised \$800 million in financing from global investors including Blackstone Growth (BXG), EQT Partners, General Atlantic, HMI Capital and Alkeon Capital Management
- TCV who led the Series B investment in September 2020 also participated in the funding round
- Mollie is one of the fastest growing and largest PSPs in Europe, serving more than 120,000 monthly active merchants across the continent
- In 2020, Mollie processed more than 10 billion Euros in transactions and is on track to handle more than 20 billion Euros during 2021
- Mollie's best-in-class products, simple and transparent pricing and excellent customer service, alongside its no lock-in contracts, have driven rapid growth both during the pandemic and the months following relaxation of lockdown restrictions across Europe
- Today, Mollie has around 480 employees and plans to hire 300 new team members in the next six-to-nine months

Significance of Transaction

- The funding will fuel Mollie's continuous expansion within Europe and beyond, and support the investments in its technology platform and expansion of its product portfolio beyond payments into financial services for SMEs
- Mollie is now one of the top five most valuable FinTechs in Europe, and one of the top 20 most valuable FinTechs in the world

FT Partners' Role

- FT Partners acted as exclusive financial and strategic advisor to Mollie
- This transaction underscores FT Partners' deep Payments domain expertise and successful track record of generating favorable outcomes for leading companies in the space

Financial Technology Partners LP FTP Securities LLC

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

mollie

on its financing led by

Blackstone

with participation from

ALKEON
CAPITAL MANAGEMENT

EQT

**GENERAL
ATLANTIC**

**HMI
CAPITAL**

TCV

for total consideration of

\$800,000,000

at a valuation of

\$6,500,000,000

**FINANCIAL
TECHNOLOGY
PARTNERS**

*The Only Investment Bank
Focused Exclusively on Financial Technology*

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, Dragoneer 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*



on its merger with



(NASDAQ: FTOCU)

post-transaction equity value

\$3,796,000,000



*The Only Investment Bank
Focused Exclusively on Financial Technology*

FT Partners Advises Divvy on its \$2.5 billion Sale to Bill.com

Overview of Transaction

- On May 6, 2021, Bill.com (NYSE:BILL) announced it has entered into a definitive agreement to acquire Divvy in a stock and cash transaction valued at approximately \$2.5 billion
 - Bill.com will acquire Divvy for \$625 million in cash and approximately \$1.875 billion of Bill.com Common Stock, subject to customary adjustments for transactions of this nature
- Divvy modernizes finance for business by combining expense management software and smart corporate cards into a single platform
- Bill.com is a leading provider of cloud-based software that simplifies, digitizes, and automates complex back-office financial operations for small and midsize businesses (SMBs)

Significance of Transaction

- The combination will expand the market opportunity for both companies
- Bill.com can offer expense management and budgeting software combined with smart corporate cards to its more-than 115,000 customer base and its network of 2.5 million members
- Divvy will be able to offer automated payable, receivables, and workflow capabilities to the more-than 7,500 active customers that it serves

FT Partners' Role

- FT Partners served as exclusive financial and strategic advisor to Divvy and its Board of Directors
- FT Partners previously advised Divvy on its [\\$165 million Series D financing](#) in January 2021, demonstrating FT Partners' long-term commitment to its clients, and the repeat nature of many of FT Partners' advisory engagements
- This transaction underscores FT Partners' deep payments and software domain expertise, as well as our successful track record generating highly favorable outcomes for high-growth, unicorn FinTech companies globally

Financial Technology Partners LP FTP Securities LLC

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



on its sale to

bill.com

for total consideration of

~\$2,500,000,000



*The Only Investment Bank
Focused Exclusively on Financial Technology*

FT Partners Advises SpotOn on its Series E Financing

Overview of Transaction

- On September 13, 2021, SpotOn announced that it has raised \$300 million in its Series E financing round led by Andreessen Horowitz
 - This round included participation from current investors, including DST Global, 01 Advisors, Dragoneer Investment Group, Franklin Templeton, and Mubadala Investment Company, as well as new investors Wellington Management and Coatue Management
 - The round values SpotOn at \$3.15 billion, up from \$1.875 billion in its Series D only four months ago
- SpotOn, founded in 2017 and based in San Francisco, is one of the fastest-growing software and payments companies with comprehensive solutions for restaurants and retail businesses
- Known for its rapid innovation and customer service, SpotOn offers an end-to-end, integrated platform, acting as the foundation of its clients' operations

Significance of Transaction

- SpotOn plans to use the funding to acquire Appetize, a leading digital and mobile commerce platform for enterprise businesses such as sports and entertainment venues, theme parks, campuses, and more
 - The acquisition leverages SpotOn's SMB expertise and Appetize's enterprise acumen to focus on a broader market that is beneficial for all clients
 - Appetize enhances SpotOn's ability to address the middle market through the combination of SpotOn's superb field sales coverage across the country and Appetize's enterprise product platform

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to SpotOn
 - FT Partners previously advised SpotOn on its [\\$150 million Series D financing](#) in May 2021
- This transaction highlights FT Partners' deep domain expertise across Payments and software businesses, as well as its successful track record generating highly favorable outcomes for high-growth FinTech companies globally

Financial Technology Partners LP FTP Securities LLC

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



on its Series E financing led by

**andreessen.
horowitz**

for a total amount of

\$300,000,000

at a valuation of

\$3,150,000,000

FINANCIAL
TECHNOLOGY
PARTNERS

*The Only Investment Bank
Focused Exclusively on Financial Technology*

FT Partners Advises CloudWalk on its \$150 million Series C Financing

Overview of Transaction

- On November 17, 2021, CloudWalk announced that it had raised \$150 million of capital in its Series C financing
- The investment was led by existing investor Coatue Management with participation from DST Global, A-Star, The Hive Brazil, Plug and Play Ventures, Valor Capital Group, angel investor Gokul Rajaram and American football players Larry Fitzgerald and Kelvin Beachum
- Headquartered in São Paulo, Brazil, CloudWalk is a global payments company born with the mission to revolutionize the payment ecosystem for small and medium business merchants and their customers through the most innovative technologies such as artificial intelligence and blockchain
- CloudWalk provides merchant acquiring services, data processing services, and sells Point-of-Sale solutions to the Company's ~150,000 active merchants located in 4,300+ cities and towns across the country

Significance of Transaction

- The funds raised in the Series C will be used to further accelerate CloudWalk's growth by fueling ongoing innovation of its existing product portfolio, development of new cutting-edge solutions – including improvements to leverage the blockchain – and hiring best-in-class global technology talent

FT Partners' Role

- FT Partners served as the exclusive financial and strategic advisor to CloudWalk
 - FT Partners previously advised CloudWalk on its \$190 million [Series B financing](#) in May 2021
- This transaction highlights FT Partners' deep domain expertise in the Payments sector, as well as its successful track record generating highly favorable outcomes for high-growth, Brazilian FinTech companies

Financial Technology Partners LP FTP Securities LLC

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



on its Series C financing led by

COATUE

for a total consideration of

\$150,000,000

at a valuation of

~\$2,150,000,000



*The Only Investment Bank
Focused Exclusively on Financial Technology*

FT Partners Advises Currencycloud on its £700 million Sale to Visa

Overview of Transaction

- On July 22, 2021, Visa announced it has signed a definitive agreement to acquire Currencycloud for £700 million (~\$960 million), inclusive of cash and retention incentives
- Launched in 2012, Currencycloud is a comprehensive B2B cross-border infrastructure product that enables clients to build their own “platform” by offering different APIs across five modules – collect, convert, manage, pay, and Currencycloud spark
- Currencycloud is headquartered in London with offices in New York, Amsterdam, Cardiff & Singapore. Since 2012, the company has processed more than \$100 billion to over 180 countries

Significance of Transaction

- Currencycloud will strengthen Visa’s existing foreign exchange capabilities by extending them to better serve financial institutions, FinTechs and partners while enabling new use cases and payment flows
- Currencycloud will accelerate the time-to-market and improve payment transparency for clients looking to offer flexible, digital-first, international payment services that provide better visibility and control to consumers and businesses around the world
- The addition of Currencycloud’s capabilities to Visa’s network will widen access to innovative international payment products that help businesses meet their cross-border needs

FT Partners’ Role

- FT Partners served as exclusive strategic and financial advisor to Currencycloud
- FT Partners previously advised Currencycloud on its \$80 million [Series E financing](#) in 2020
- This transaction underscores FT Partners’ deep domain expertise and unrivaled track record in the FX / Cross Border Payments space

Financial Technology Partners LP FTP Securities LLC

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



on its sale to

VISA

for total consideration of

£700,000,000



*The Only Investment Bank
Focused Exclusively on Financial Technology*

FT Partners Advises Payrix on its Sale to FIS

Overview of Transaction

- On February 14, 2022, FIS (NYSE: FIS) announced it has agreed to acquire Payrix from an investor group led by Blue Star Innovation Partners and Providence Strategic Growth
- Founded in 2015, Payrix is an innovative FinTech company that specializes in servicing software as a service (SaaS) companies who want to embed payments into their offerings and enhance the payments experience
 - The Company provides the tools to create a seamless, embedded user experience and offers clients the choice of payment facilitation-as-a-service (PFaaS) or a full payment infrastructure (payment IaaS) product based on business appetite
- FIS is a leading provider of technology solutions for merchants, banks and capital markets firms globally

Significance of Transaction

- The acquisition allows FIS to enhance embedded payments and finance experiences for small- and medium- sized businesses (SMBs) in any industry, accelerating the Company's fast-growing e-commerce business
- FIS will further capitalize on the fast-growing demand for embedded finance capabilities by combining Payrix's industry-leading automated underwriting and onboarding capabilities with Worldpay

FT Partners' Role

- FT Partners served as exclusive financial and strategic advisor to Payrix
- This transaction underscores FT Partners' deep payments domain expertise and successful track record of generating favorable outcomes for leading FinTech companies globally

Financial Technology Partners LP FTP Securities LLC

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

[] Payrix

on its sale to

FIS

FINANCIAL
TECHNOLOGY
PARTNERS

*The Only Investment Bank
Focused Exclusively on Financial Technology*

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

A small chart titled "Silicon Valley's Most Popular Dealmakers" showing a list of names and their titles. Steve McLaughlin is listed as the top dealmaker.

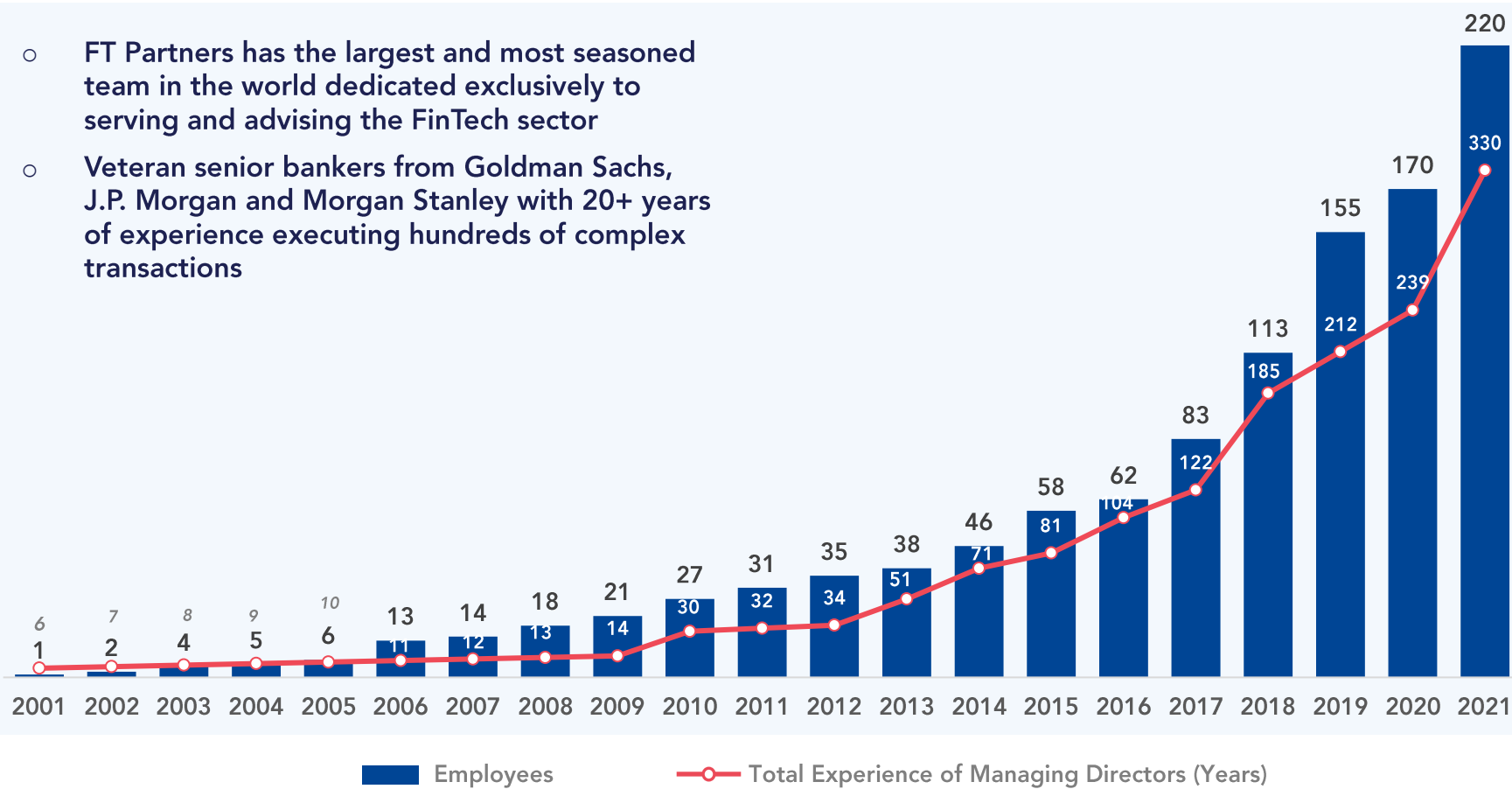
Silicon Valley's Most Popular Dealmakers		
Rank	Name	Company
1	Steve McLaughlin	FT Partners
2	Paul Rosen	FT Partners
3	Michael Bishop	FT Partners
4	Paul Rosen	FT Partners
5	Michael Bishop	FT Partners
6	Paul Rosen	FT Partners
7	Michael Bishop	FT Partners
8	Paul Rosen	FT Partners
9	Michael Bishop	FT Partners
10	Paul Rosen	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

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)



Highly proprietary information. Unauthorized distribution without prior consent from Financial Technology Partners LP, FTP Securities LLC or FinTech Partners Limited (together "FT Partners") is strictly prohibited. The information in this report relies upon a variety of public sources, the accuracy of which cannot be guaranteed. No persons or entities should use the information in decision making without independent investigation or professional advice. This communication should not be regarded as an offer to sell or as a solicitation of an offer to buy any financial product or service, nor is it an official confirmation of any transaction, or representative of an official position or statement of Financial Technology Partners LP, FTP Securities LLC or any other related entity. FTP Securities LLC is a FINRA registered broker-dealer and FinTech Partners Limited is an FCA appointed representative. © 2022