March 13, 2013

Financial Technology Partners LP
FTP Securities LLC

Transaction Profile:

Initial Public Offering

NYSE:SYF

Synchrony Financial

Courtesy of:

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Synchrony Financial IPO Filing

Transaction Overview

Key IPO Statistics

Description:	Synchrony Financial offers a variety of credit products to finance the purchase of goods and services primarily through partnerships with retailers, merchants, manufacturers, buying groups, etc.
Headquarters:	Stamford, CT
Founded:	2003
Employees:	9,333
Initial S-1 Filing Date:	March 13, 2014
Trading Date:	July 31, 2014
Ticker:	NYSE:SYF
Filing Range:	$23.00 - $26.00 / share
Offer Price:	$23.00 / share
1-Day Close:	$23.00 / share
Share Composition:	The Company intends to use the net proceeds from this offering, together with borrowings under the New Bank Term Loan Facility and the New GECC Term Loan Facility, to repay all of its related party debt owed to GECC and its affiliates outstanding on the closing date of this offering ($8.1 billion was outstanding at March 31, 2014), to increase its capital and to invest in liquid assets to increase the size of its liquidity portfolio
Net Proceeds:	$3.2 bn
Market Capitalization:	$19.1 bn

UNITED STATES

SECURITIES AND EXCHANGE COMISSION

Form S-1

Synchrony Financial

NYSE:SYF

Margaret M. Keane

President, CEO and Director

777 Long Ridge Road

Stamford, Connecticut 06902

Goldman Sachs | **Deutsche Bank** | **Barclays**

BofA Merrill Lynch | **JP Morgan** | **Credit Suisse**

Citigroup | **Morgan Stanley**

Sources: Company website, SEC filings, Capital IQ.

Synchrony Financial IPO Filing

Business Overview

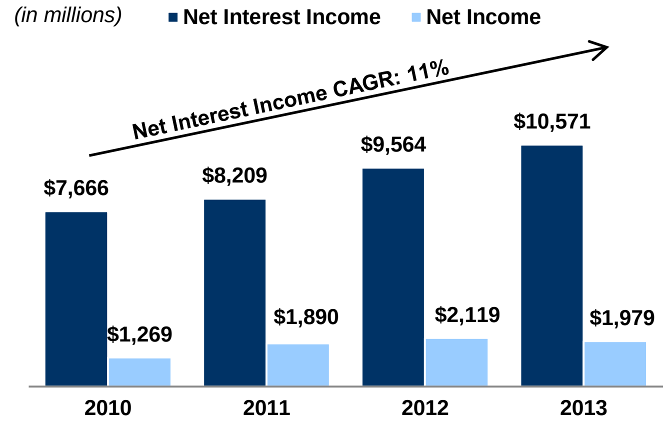
Summary and Key Points

- Synchrony comprises GE's North American retail finance business; following the IPO, GE intends to exit from the business in 2015 through a tax-free split-off of its remaining shares
- Synchrony is the largest provider of private label credit cards in the United States based on purchase volume and receivables
- Range of credit products provided through programs established with a diverse group of national and regional partners, local merchants, manufacturers, buying groups, industry associations and healthcare providers
- Credit products offered through three platforms: Retail Card, Payment Solutions and CareCredit
- Products offered through wholly-owned subsidiary, GE Retail Bank, which will be renamed Synchrony Bank in connection with the offering
- During 2013, financed $93.9 billion of sales; as of December 31, 2013, the Company had $57.3 billion of loan receivables and 62.0 million active accounts
- During 2013, Synchrony had net earnings of $2.0 billion, representing a return on assets of 3.5% and return on equity of 38.6%

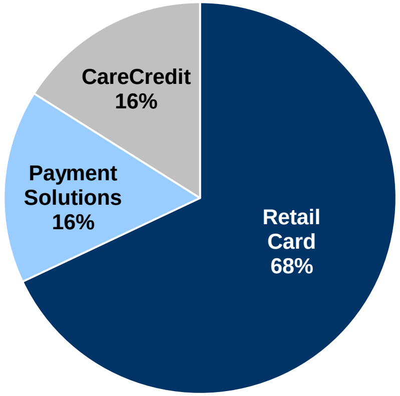
FY13 Summary Platform Statistics

(in millions)	**Avg. FICO**	**Revenue [1]**
Retail Card	713	$6,404
Payment Solutions	708	$1,506
CareCredit	683	$1,511
Total	**710**	**$9,421**

Net Interest Income and Net Income



FY13 Platform Revenue % by Sales Platform [1]



Sources: Company website, SEC filings.

(1) Platform revenue is the sum of three line items in accordance with GAAP: Interest and Fees on Loans, plus Other Income, less Retailer Share Arrangements; as of December 31, 2013.

Synchrony Financial IPO Filing

Sales Platform Overview

Retail Card

- The Retail Card platform provides private label credit cards, and also provides Dual Cards and small and medium-sized business credit products
- Retail Card accounted for $6.4 billion, or 68% of Synchrony Financial's total platform revenue for the year ended December 31, 2013

Financial Summary (1)

(in millions)

Active Accounts	50.8
Purchase Volume	$75,739
Platform Revenue	$6,404

Selected Partners

Payment Solutions

- The Payment Solutions platform provides promotional financing for major consumer purchases, offering primarily private label credit cards and installment loans
- Payment Solutions accounted for $1.5 billion, or 16% of Synchrony Financial's total platform revenue for the year ended December 31, 2013

Financial Summary (1)

(in millions)

Active Accounts	6.8
Purchase Volume	$11,360
Platform Revenue	$1,506

Selected Partners

CareCredit

- The CareCredit platform provides promotional financing to consumers for elective healthcare procedures or services, such as dental, veterinary, cosmetic, vision and audiology
- CareCredit accounted for $1.5 billion, or 16% of Synchrony Financial's total platform revenue for the year ended December 31, 2013

Financial Summary (1)

(in millions)

Active Accounts	4.4
Purchase Volume	$6,759
Platform Revenue	$1,511

Selected Partners

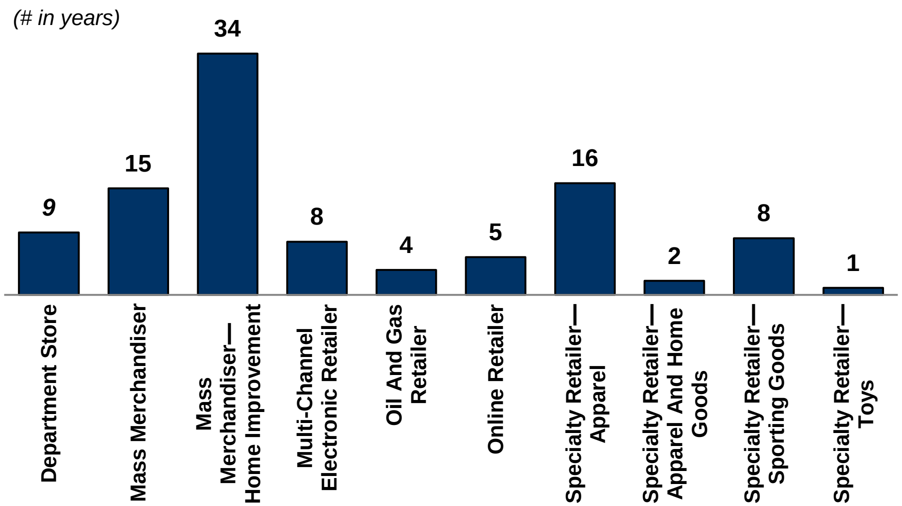
Sources: Company website, SEC filings.
(1) As of December 31, 2013.

Synchrony Financial IPO Filing

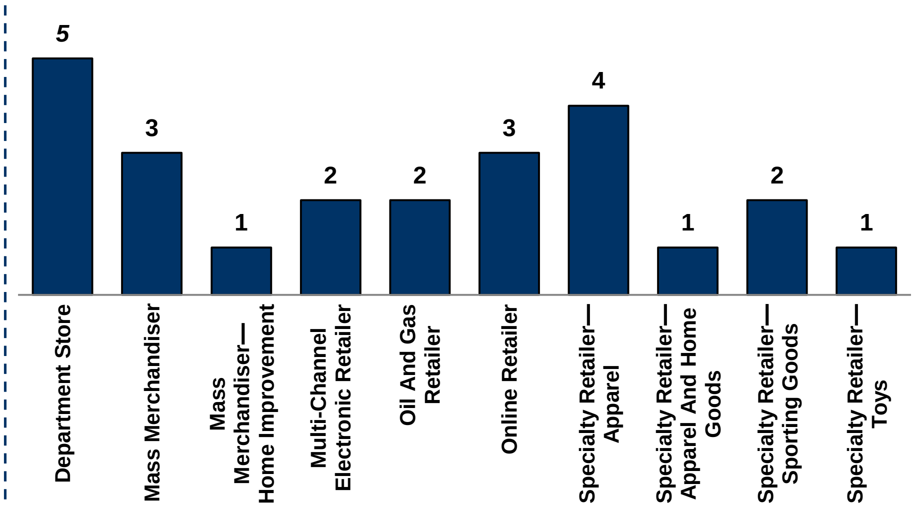
Sales Platform Overview – Retail Card

- The Retail Card platform provides private label credit cards, and also provides Dual Cards and small and medium-sized business credit products
- Retail Card accounted for $6.4 billion, or 68% of Synchrony Financial's total platform revenue for the year ended December 31, 2013
- Retail Card's platform revenue consists of interest and fees on the Company's loan receivables, plus other income, less retailer share arrangements
- At December 31, 2013, the Company had Retail Card programs with 24 national and regional retailers, including department stores, specialty retailers, mass merchandisers, multi-channel electronic retailers, online retailers and oil and gas retailers that collectively have 34,000 retail locations

Average Relationship Length by Partner Types



Frequency of Partner Types



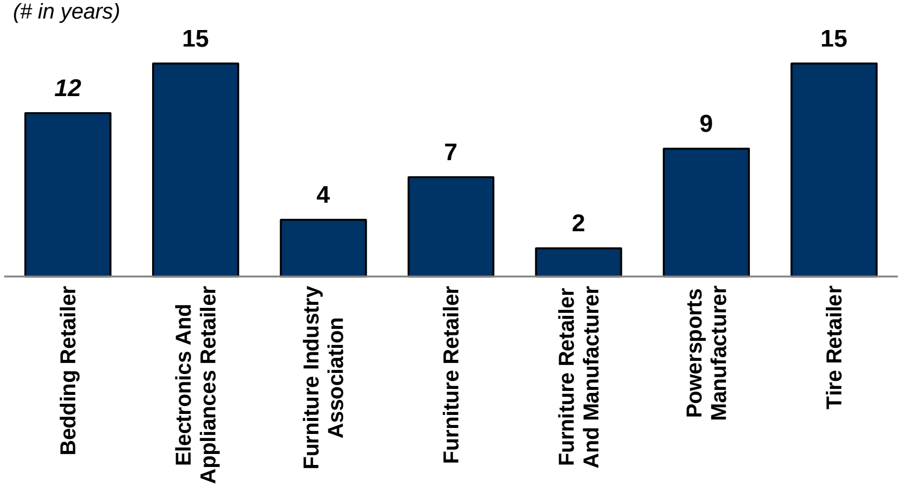
Sources: Company website, SEC filings.

Synchrony Financial IPO Filing

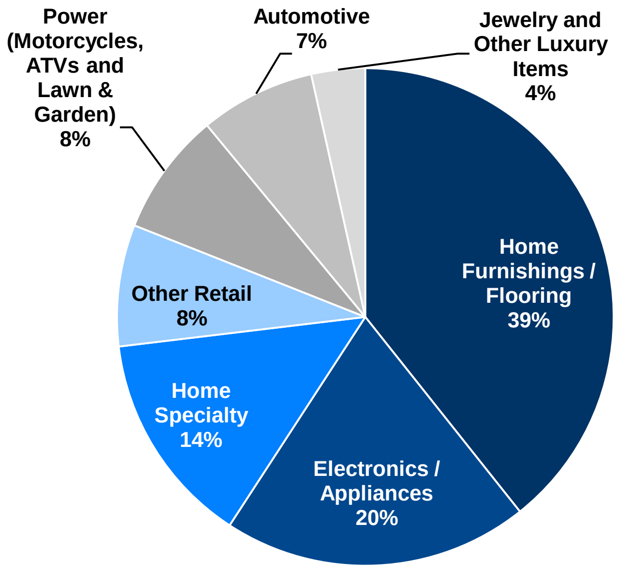
Sales Platform Overview – Payment Solutions

- The Payment Solutions platform provides promotional financing for major consumer purchases, offering primarily private label credit cards and installment loans
- Payment Solutions accounted for $1.5 billion, or 16% of Synchrony Financial's total platform revenue for the year ended December 31, 2013
- Payment Solutions' platform revenue primarily consists of interest and fees on loan receivables, including "merchant discounts," which are fees paid to the Company by its partners in almost all cases to compensate it for all or part of the foregone interest revenue associated with promotional financing
- At December 31, 2013, Synchrony Financial had 252 Payment Solutions programs and a total of 61,000 participating partners that collectively have 118,000 retail locations; during 2013, 67,000 of these retail locations either processed a credit application or made a Payment Solutions credit sale

Average Relationship Length by Partner Types



Platform Revenue % by Specialty



Sources: Company website, SEC filings.

Synchrony Financial IPO Filing

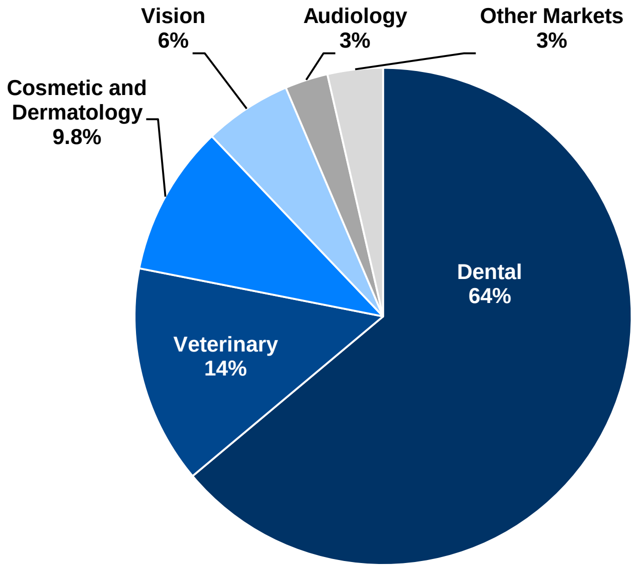
Sales Platform Overview – CareCredit

- The CareCredit platform provides promotional financing to consumers for elective healthcare procedures or services, such as dental, veterinary, cosmetic, vision and audiology
- CareCredit accounted for $1.5 billion, or 16% of Synchrony Financial's total platform revenue for the year ended December 31, 2013
- The Company generates revenue in CareCredit primarily from interest and fees on its credit products and from merchant discounts provided by partners to compensate it for all or part of the cost of this promotional financing
- At December 31, 2013, Synchrony Financial had CareCredit agreements with 149,000 healthcare providers that collectively have 177,000 locations; during 2013, 132,000 of these locations either processed a CareCredit application or made a sale on a CareCredit credit card
  - No one CareCredit partner accounted for more than 0.4% of the Company's total platform revenue

Partner Types

- **Individual Independent Healthcare Providers**
- **Independent Healthcare Provider Groups**
- **National Healthcare Providers**
- **Regional Healthcare Providers**
- **National Healthcare Manufacturers**
- **Regional Healthcare Manufacturers**

Platform Revenue % by Specialty



Sources: Company website, SEC filings.

Synchrony Financial IPO Filing

Credit Product Overview

Credit Cards

- Credit card products are loans Synchrony Financial extends through open-ended revolving credit card accounts
- The Company offers two principal types of credit cards: private label credit cards and Dual Cards

Private Label Credit Cards

- Private label credit cards are partner-branded credit cards (e.g., Lowe's or Amazon) or program-branded credit cards (e.g., CareONE or CareCredit) that are used primarily for the purchase of goods and services from the partner or within the program network

Dual Cards

- Dual Cards are Visa, MasterCard, American Express or Discover general purpose credit cards that are co-branded with a partner's own brand and may be used to make purchases of goods or services from the partner (functioning as a private label credit card) or purchases from others wherever cards from those card networks are accepted (functioning as a general purpose credit card) or cash advance transactions

Commercial Credit Products

- Synchrony Financial offers private label cards and co-branded cards for commercial customers that are similar to its consumer offerings
- The Company also offers a commercial pay-in-full accounts receivable product to a wide range of business customers

Consumer Installment Loans

- In Payment Solutions, Synchrony Financial originates installment loans to consumers (and a limited number of commercial customers) in the United States
- Installment loans are closed-end credit accounts where the customer pays down the outstanding balance in installments

Loan Receivables by Credit Product as a % of Total

Credit Product	Standard Terms	Promotional Offer	Total
Private Label Credit Cards	45.4%	28.0%	73.4%
Dual Cards	22.2%	0.2%	22.4%
Total Credit Cards	**67.6%**	**28.2%**	**95.8%**
Commercial Credit Products	2.4%	-	2.4%
Consumer Installment Loans	-	1.8%	1.8%
Total	**70.0%**	**30.0%**	**100.0%**

Sources: Company website, SEC filings.

Synchrony Financial IPO Filing

Increased Value to Constituents

Value to Partners	Value to Customers

Increased Sales

- Average sales per customer in Retail Card and Payment Solutions platforms are higher for customers who use Synchrony's cards compared to consumers who do not

Strengthened Customer Loyalty

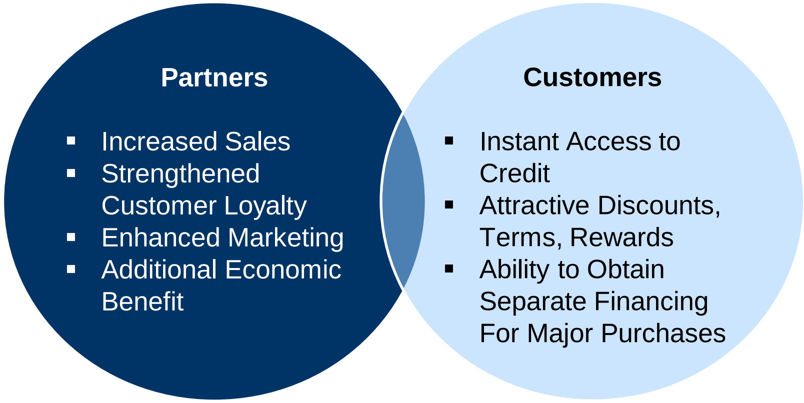
- Retail Card customers have had their cards an average of 7.7 years at December 31, 2013

Enhanced Marketing

- Developed significant marketing expertise that Synchrony Financial shares with its partners through dedicated on-site teams, a national field sales force and experts

Additional Economic Benefit

- For most of Synchrony's partners, its credit programs reduce costs by eliminating the interchange fees for in-store purchases that would otherwise be paid when general purpose credit cards or debit cards are used



Instant Access to Credit

- Synchrony Financial offers qualified customers instant access to credit at the point of sale and across multiple channels

Attractive Discounts, Promotional Terms and Loyalty Rewards

- Retail Card customers benefit from first purchase discounts (e.g., 10% or more off the purchase price when a new account is opened) and discounts or loyalty rewards when their card is used to make subsequent purchases from the Company's partners
- Payment Solutions and CareCredit customers typically benefit from promotional financing such as interest-free periods on purchases

Ability to Obtain Separate Financing For Major Purchases

- Many consumers prefer to obtain separate financing for major purchases or category expenditures rather than accessing available borrowing capacity under their general purpose credit cards or using cash

Sources: Company website, SEC filings.

Synchrony Financial IPO Filing

Competitive Strengths

Large, Diversified and Well Established Consumer Finance Franchise	▪ Large and diversified business with 62.0 million active accounts and a partner network with 329,000 locations across the United States and in Canada ▪ Synchrony is the largest provider of private label credit cards in the United States based on purchase volume and receivables [1] ▪ The scale of the business and resulting operating efficiencies contribute significantly to its profitability
Partner-Centric Model With Long-Standing and Stable Relationships	▪ The average length of a relationship among Synchrony's 40 largest programs across all platforms (which accounted in aggregate for 74.9% of the 2013 platform revenue) is 14 years [2] ▪ From these same 40 programs, 55.1% of 2013 platform revenue is generated under programs with current contractual terms that continue through at least January 1, 2017
Deeply Integrated Technology Across Multiple Channels	▪ The Company's technologies enable customers to apply for credit at the point of sale, in store, online or on a mobile device and, if approved, purchase instantly ▪ Online and mobile technologies are capable of being seamlessly integrated into Synchrony's partners' systems to enable its customers to check their available credit line, manage their account, access online customer service and participate in many of the partners' loyalty rewards programs
Experienced and Effective Risk Management	▪ Systems are integrated with partners' systems and therefore Synchrony can use its proprietary credit approval processes to make credit decisions instantly at the point of sale and across all application channels in accordance with its underwriting guidelines and risk appetite ▪ Proprietary decisioning systems and customized credit scores provide significant incremental predictive capabilities over standard credit bureau-based scores alone
High Quality and Diverse Asset Base	▪ Consumer active accounts had an average FICO score of 714, and Synchrony Financial's total loan receivables had a weighted average consumer FICO score of 696 as of December 31, 2013 ▪ The Over-30 day delinquency rate at the end of 2013 was below 2007 pre-financial crisis levels ▪ Its portfolio is also diversified by geography, with receivables balances broadly reflecting the U.S. population distribution

Sources: Company website, SEC filings.
(1) Nilson Report.
(2) Measured by platform revenue for the year ended December 31, 2013.

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Synchrony Financial IPO Filing

Opportunities for Growth

1 **Significant opportunity to grow the business by increasing the usage of cards in each of the sales platforms**

- Ex. In Retail Card, based on sales data provided by partners, Synchrony Financial has increased penetration of the partners' aggregate sales in each of the last three years

2 **Significant opportunity to grow the business by attracting new partners through launching new programs and acquiring existing programs from competitors**

- Ex. In Payment Solutions, where a significant portion of programs include independent dealers and merchants that enter into separate arrangements with the Company, it established 37 new Payment Solutions programs from January 1, 2011 through December 31, 2013, which accounted for $1.2 billion of loan receivables and increased our total partners from 57,000 in 2010 to 61,000 in 2013

Strategies to increase penetration among Synchrony's current partners and attract new partners

Launch Integrated Multi-Tender Loyalty Programs

- Leverage data analytics and broad retail presence to launch multi-tender loyalty programs that enable customers to earn rewards from a partner, regardless of how they pay for their purchases (e.g., cash, private label or general purpose credit cards)

Increase Focus On Small and Mid-Sized Businesses

- Increasing focus on marketing the commercial pay-in-full accounts receivable product to a wide range of business customers and rolling out an improved customer experience for this product with enhanced functionality

Expand Direct Banking Activities

- Acquired the deposit business of MetLife in January 2013, which is a direct banking platform that at the time of the acquisition had $6.0 billion in U.S. direct deposits and $0.4 billion in brokered deposits; U.S. direct deposits grew from $0.9 billion at December 31, 2012 to $10.9 billion at December 31, 2013 (including the MetLife acquisition)
    - The platform is highly scalable, allowing Synchrony to expand without the overhead expenses of a traditional "brick and mortar" branch network

Sources: Company website, SEC filings.

Synchrony Financial IPO Filing

Business Trends and Conditions

Growth in Loan Receivables and Interest Income	▪ Improvement in the U.S. economy and employment rates will contribute to an increase in consumer credit spending and use of credit cards ▪ These trends, accompanied with marketing and partner engagement strategies, will increase growth in loan receivables and interest income
Changing Funding Mix and Increase Funding Costs	▪ In connection with the IPO, the Company has added third-party credit facilities, transitional funding from GECC as funding sources and unsecured debt financing ▪ The Company expects to raise additional unsecured debt financing and significantly increase its level of direct deposits to refinance all or a substantial portion on the transitional funding provided by GECC, increase liquidity levels and support growth within its business
Extended Duration of Program Agreements	▪ Since January 1, 2012, the Company has extended the duration of 22 of its largest program agreements with a new expiration date of 2016 or beyond ▪ These extended program agreements represented 62.2% of total platform revenue for the year ended December 31, 2013 and 65.3% of total loan receivables at March 31, 2014 ▪ As a result, the Company expects to continue to benefit from these programs on a long-term basis
Increases in Retail Share Agreement Payments and Other Expenses	▪ As a result of overall growth and extension agreements of the Company's programs, the payments it makes its partners are likely to increase in absolute terms and as a percentage of net earnings ▪ These increases will be offset in part by decreases in retailer share arrangement payments made to those partners whose programs are not being extended ▪ Overall, the Company expects payments to its partners to grow generally in line with the growth of Retail Card loan receivables

Sources: Company website, SEC filings.

Synchrony Financial IPO Filing

Industry Trends

Improvements in Consumer Spending and Credit Utilization	▪ The U.S. consumer payments industry (credit, debit, cash, check and electronic payments) is projected to grow by 25% from 2012 to 2017 (from $8.7 trillion in 2012 to $10.9 trillion in 2017) (1) ▪ Credit card payments are expected to account for the majority of the growth of the U.S. consumer payments industry ▪ Credit card payments accounted for $2.3 trillion or 26.7% of U.S. consumer payments volume in 2012 and are expected to grow to $3.8 trillion or 34.9% of U.S. consumer payments volume in 2017 (2)
Improvements in U.S. household Finances	▪ The average U.S. household's ratio of debt payments to disposable personal income ("debt service ratio") is better than pre- crisis levels, having improved to 9.9% for the three months ended March 31, 2014 from 13.1% for the three months ended September 30, 2007 (3) ▪ Aggregate U.S. household net worth also has increased, from $68.0 trillion at December 31, 2007 to $81.8 trillion at March 31, 2014 (2)
Growth of Direct Banking and Deposit Balances	▪ The percentage of customers who prefer to do their banking via direct channels (internet, mail, phone and mobile) increased from 53% to 61% between 2010 and 2013, while those who prefer branch banking declined from 25% to 18% over the same period (4) ▪ U.S. direct deposits increased by 41%, from $346.1 billion at December 31, 2010 to $488.4 billion at December 31, 2013 (2)

Sources: Company website, SEC filings.
(1) The Nilson Report.
(2) Ibid.
(3) The Board of Governors of the Federal Reserve System.
(4) American Bankers Association.

FINANCIAL TECHNOLOGY PARTNERS

Synchrony Financial IPO Filing

Financial Overview – Summary Income Statement

Income Statement

($ in mm)	3 Months Ended June 30, 2014	3 Months Ended June 30, 2013	Fiscal Year Ended December 31, 2013	2012	2011 (1)	2010	2009
Interest Income	$2,926	$2,686	$11,313	$10,309	$9,141	$8,760	$4,636
Interest Expense	206	178	742	745	932	1,094	830
Net Interest Income	**$2,720**	**$2,508**	**$10,571**	**$9,564**	**$8,209**	**$7,666**	**$3,806**
Retailer Share Arrangements (RSA)	(590)	(547)	(2,373)	1,984	1,428	(989)	(799)
Net Interest Income, After RSA	**$2,130**	**$1,961**	**$8,198**	**$7,580**	**$6,781**	**$6,677**	**$3,007**
Provision For Loan Losses (PLL)	681	666	3,072	2,565	2,258	3,151	2,883
Net Interest Income, After RSA & PLL	$1,449	$1,295	$5,126	$5,024	$4,523	$3,526	$124
Other Income	112	124	500	484	497	481	2,550
Other Expense	(797)	(563)	(2,484)	(2,123)	(2,010)	(1,978)	(1,979)
Earnings Before Provision For Income Taxes	**$764**	**$856**	**$3,142**	**$3,376**	**$3,010**	**$2,029**	**$695**
Provision For Income Taxes	(292)	(320)	(1,163)	(1,257)	(1,120)	(760)	(294)
Net Earnings	**$472**	**$536**	**$1,979**	**$2,119**	**$1,890**	**$1,269**	**$401**

FINANCIAL TECHNOLOGY PARTNERS

Sources: Company website, SEC filings.

(1) In 2011, Synchrony completed the sale of a discontinued business operation.

Synchrony Financial IPO Filing

Financial Overview – Summary Balance Sheet

Balance Sheet

($ in mm)	3 Months Ended June 30, 2014	3 Months Ended June 30, 2013	Fiscal Year Ended December 31, 2013	2012	2011	2010 (1)	2009
Assets:							
Cash and Equivalents	$6,782	$2,319	$2,319	$1,334	$1,187	$219	$572
Investment Securites	298	236	236	193	198	116	7,261
Loan Receivables	54,873	57,254	57,254	52,313	47,741	45,230	22,912
Allowance for Loan Losses	(3,006)	(2,892)	(2,892)	(2,274)	(2,052)	(2,362)	(1,654)
Goodwill	1,458	-	949	936	936	938	938
Intangible Assets, Net	949	949	300	255	252	227	396
Other Assets	463	300	919	705	1,853	4,438	7,163
Assets of Discontinued Operations	1,358	919	-	-	-	1,847	3,092
Total Assets	**$63,175**	**$59,085**	**$59,085**	**$53,462**	**$50,115**	**$50,653**	**$40,680**
Liabilities and Equity:							
Total Deposits	$30,462	$25,719	$25,719	$18,804	$17,832	$13,798	$11,609
Total Borrowings	22,973	24,321	24,321	27,815	25,890	30,936	18,069
Accrued Expenses and Other Liabilities	3,347	3,085	3,085	2,261	2,065	1,600	6,192
Liabilities of Discontinued Operations	-	-	-	-	-	13	6
Total Liabilities	**$56,782**	**$53,125**	**$53,125**	**$48,880**	**$45,787**	**$46,347**	**$35,876**
Total Equity	**$6,393**	**$5,960**	**$5,960**	**$4,582**	**$4,328**	**$4,306**	**$4,804**
Total Liabilities and Equity	**$63,175**	**$59,085**	**$59,085**	**$53,462**	**$50,115**	**$50,653**	**$40,680**

Sources: Company website, SEC filings.

(1) On January 1, 2010, the Company adopted FASB Accounting Standards Codification ("ASC") Topic 810, Consolidation, and began consolidating its securitization entities. In 2009, the Company recognized gains on the sale of loan receivables to the securitization entities and earnings on retained interests which are included in other income within its Combined Statements of Earnings. The adoption of ASC 810, Consolidation on January 1, 2010 resulted in an increase to its total assets of $13.8 billion and an increase to its total liabilities of $15.2 billion. The increase in total assets primarily included an increase in loan receivables of $24.0 billion, but was partially offset by an increase in the allowance for loan losses of $1.6 billion and a decrease in investment securities of $7.2 billion. The increase in total liabilities primarily included an increase in borrowings of $18.8 billion.

Synchrony Financial IPO Filing

Financial Overview – Credit Platform Financials

Retail Card Financials

Retail Card *($ in mm, except where noted)*	**3 Months Ended June 30,** 2014	2013	**Fiscal Year Ended December 31,** 2013	2012	2011
Purchase Volume	$21,032	$18,981	$75,739	$69,240	$62,663
Period-End Loan Receivables	38,696	35,208	39,834	35,952	32,087
Average Loan Receivables	38,047	34,488	35,716	31,907	28,743
Average Active Accounts (in thousands)	47,248	44,424	45,690	43,223	42,079
Average Purchase Volume Per Account	445	427	1,658	1,602	1,489
Average Loan Receivable Balance Per Account	805	776	782	738	683
Interest and Fees on Loans	2,158	1,974	8,317	7,531	6,536
Other Income	92	105	419	400	377
Retailer Share Arrangements	(577)	(535)	(2,331)	(1,943)	(1,378)
Platform Revenue	**$1,673**	**$1,544**	**$6,405**	**$5,988**	**$5,535**

Sources: Company website, SEC filings.

Synchrony Financial IPO Filing

Financial Overview – Credit Platform Financials

Payment Solutions Financials

Payment Solutions *($ in mm, except where noted)*	3 Months Ended June 30,		Fiscal Year Ended December 31,		
	2014	2013	2013	2012	2011
Purchase Volume	$3,115	$2,815	$11,360	$10,531	$9,798
Period-End Loan Receivables	11,014	10,311	10,893	10,430	10,245
Average Loan Receivables	10,785	10,152	10,469	10,000	10,208
Average Active Accounts (in thousands)	6,692	6,147	6,330	5,969	5,809
Average Purchase Volume Per Account	465	458	1,795	1,764	1,686
Average Loan Receivable Balance Per Account	1,612	1,652	1,654	1,675	1,757
Interest and Fees on Loans	$379	$356	$1,506	$1,441	$1,389
Other Income	8	10	36	40	60
Retailer Share Arrangements	(12)	(10)	(36)	(35)	(43)
Platform Revenue	**$375**	**$356**	**$1,506**	**$1,446**	**$1,406**

Sources: Company website, SEC filings.

Synchrony Financial IPO Filing

Financial Overview – Credit Platform Financials

CareCredit Financials

CareCredit *($ in mm, except where noted)*	3 Months Ended June 30,		Fiscal Year Ended December 31,		
	2014	2013	2013	2012	2011
Purchase Volume	$1,831	$1,758	$6,759	$6,130	$5,422
Period-End Loan Receivables	6,621	6,187	6,527	5,931	5,409
Average Loan Receivables	6,531	6,067	6,222	5,642	5,180
Average Active Accounts (in thousands)	4,446	4,127	4,233	3,829	3,425
Average Purchase Volume Per Account	412	426	1,597	1,601	1,583
Average Loan Receivable Balance Per Account	1,469	1,470	1,470	1,474	1,512
Interest and Fees on Loans	$383	$351	$1,472	$1,328	$1,209
Other Income	12	9	45	44	60
Retailer Share Arrangements	(1)	(2)	(6)	(6)	(7)
Platform Revenue	**$394**	**$358**	**$1,511**	**$1,366**	**$1,262**

Sources: Company website, SEC filings.

Synchrony Financial IPO Filing

Selected Public Company Comparables

Company Name	Price 07/31/14	% MTD Change	% LTM High	Market Value ($ mm)	Multiples: Price / Earnings CY 14E	Multiples: Price / Earnings CY 15E	Growth Rates: Revenue CY 14E	Growth Rates: Revenue CY 15E	Growth Rates: EPS LT	Book Value P / B	Book Value P / TBV	ROE	P / E / G CY 14E
Synchrony Financial	**$ 23.00**	**0 %**	**96 %**	**$ 19,117**	**na**	**na**	**na**	**na**	**na**	**3.2 x**	**3.8 x**	**39 %**	**na**
Specialty Banks / Issuers													
American Express	$ 88.00	(8)%	91 %	$ 93,377	16.1 x	14.6 x	3 %	5 %	11 %	4.6 x	4.6 x	29 %	1.5 x
Capital One	79.54	(4)	93	45,688	10.4	10.4	(2)	4	6	1.0	1.5	10	1.7
Discover Financial Services	61.06	(3)	95	28,477	11.5	10.8	6	4	7	2.5	2.7	23	1.6
Alliance Data Systems	262.29	(8)	87	15,608	21.1	18.0	23	11	16	12.1	nm	56	1.3
Bancorp Bank	9.50	(20)	47	358	17.6	8.5	14	9	na	1.0	1.0	2	na
Median		**(8)%**	**91 %**		**16.1 x**	**10.8 x**	**6 %**	**5 %**	**9 %**	**2.5 x**	**2.1 x**		**1.6 x**
Mean		**(9)**	**83**		**15.3**	**12.4**	**9**	**7**	**10**	**4.2**	**2.5**		**1.5**
Money Center Banks													
Wells Fargo	$ 50.90	(3)%	96 %	$ 269,893	12.5 x	11.9 x	1 %	5 %	8 %	1.5 x	2.0 x	13 %	1.5 x
JPMorgan Chase	57.67	0	94	220,318	10.4	9.6	(2)	5	9	1.0	1.4	7	1.2
HSBC Holdings	10.75	5	84	207,700	12.0	10.9	(2)	8	11	1.1	1.3	9	1.1
Bank of America	15.25	(2)	85	160,367	19.2	10.1	(1)	4	5	0.7	1.1	3	4.0
Citigroup	48.91	3	88	148,578	10.8	9.2	1	3	9	0.7	0.9	5	1.2
TD Bank	52.41	4	99	96,992	12.9	11.9	17	2	11	2.0	3.2	14	1.2
BNP Paribas	66.25	(4)	80	82,339	10.3	9.0	(0)	3	15	0.7	0.9	(1)	0.7
UBS	17.24	(5)	80	64,686	14.3	10.7	1	6	21	1.1	1.4	7	0.7
Deutsche Bank	34.30	(1)	64	47,305	14.6	7.9	(4)	3	9	0.5	0.7	0	1.6
Median		**(1)%**	**85 %**		**12.5 x**	**10.1 x**	**(0)%**	**4 %**	**9 %**	**1.0 x**	**1.3 x**		**1.2 x**
Mean		**(0)**	**85**		**13.0**	**10.1**	**1**	**4**	**11**	**1.0**	**1.4**		**1.5**

Sources: SEC filings and Capital IQ.

Synchrony Financial IPO Filing

FT Partners is the Leader in Financial Technology Investment Banking

FT Partners has advised on the most prominent transactions in Financial Technology

Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its role as strategic and financial advisor to
MERCURY
in its cash sale to
vantiv
for total consideration of
$ 1,650,000,000
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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its exclusive role as sole strategic and financial advisor to
WebEquity solutions™
in its sale to
Moody's
FINANCIAL TECHNOLOGY PARTNERS
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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its role as advisor to
Google capital
in its lead investment in
Credit Karma
with additional participation from
TIGER SIG Ribbit Capital
for approximately
$ 85,000,000
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The Only Investment Bank Focused Exclusively on Financial Technology

Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its role as exclusive strategic and financial advisor to
NMI Network Merchants Inc
in its major growth investment by
Great Hill PARTNERS
FINANCIAL TECHNOLOGY PARTNERS
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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its role as exclusive strategic and financial advisor to
FLEET ONE
in its cash sale to
WRIGHT EXPRESS
for total consideration of approximately
$369,000,000
FINANCIAL TECHNOLOGY PARTNERS
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FTP Securities LLC
is pleased to announce its exclusive role as Capital Markets & IPO Advisor to
Performant
in its
$93,000,000
Initial Public Offering
valuing the equity at approximately
$ 453,000,000
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The Only Investment Bank Focused Exclusively on Financial Technology

Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its role as exclusive Financial, Strategic and IPO Advisor to
OZFOREX FOREIGN EXCHANGE SERVICES
in its
Initial Public Offering
valuing the equity at
A$480,000,000
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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its exclusive role as Capital Markets & IPO Advisor to
VeriFone THE WAY TO PAY™
in its
$177,000,000
Initial Public Offering
valuing the equity at approximately
$ 650,000,000
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The Only Investment Bank Focused Exclusively on Financial Technology

Synchrony Financial IPO Filing

Award-Winning Investment Banking Franchise Focused on Financial Technology

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

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

Institutional Investor Annual Ranking

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

Note: Awards won highlighted in **bold**, *italics* denote categories where Financial Technology Partners was a finalist.