# FT PARTNERS FINTECH INDUSTRY RESEARCH

August 14, 2017



Vantiv (NYSE: VNTV) Acquires Worldpay (LSE: WPG) for Approximately £7.9 billion (~\$10.2 billion)





### Overview of FT Partners

- Financial Technology Partners ("FT Partners") was founded in 2001 and is the only investment banking firm focused exclusively on FinTech
- FT Partners regularly publishes research highlighting the most important transactions, trends and insights impacting the global Financial Technology landscape. Our unique insight into FinTech is a direct result of executing hundreds of transactions in the sector combined with over 15 years of exclusive focus on Financial Technology

### FT Partners' Advisory Capabilities



### FT Partners' FinTech Industry Research





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



Ranked #4 Most Influential Person in all of FinTech in Institution Investors "FinTech Finance 35"



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

Steve McLaughlin: Founder & CEO

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## vantiv. <a>\$\rightarrow\text{worldpay}</a>

## **Transaction Summary**

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- On August 9, 2017, Vantiv and Worldpay announced that they have reached an agreement on the key terms for a recommended merger
  - The two companies originally announced a possible offer on July 5, 2017
- Each share of Worldpay will be worth £0.55 in cash and 0.0672 new Vantiv shares, as well as an interim dividend of 0.8 pence and a special dividend of 4.2 pence per Worldpay share
  - This brings the total value of each share to £3.97, based on Vantiv's closing price on August 8, 2017
  - This price represents an equity value of around £7.9 billion (approximately \$10.2 billion) and an enterprise value of £9.3 billion (approximately \$12 billion)
  - This represents a premium of 22.7% above the Worldpay share price on July 3, 2017
- Following completion of the merger, Vantiv and Worldpay shareholders will own about 57% and 43%, respectively, of the combined group
  - Vantiv will also seek a secondary listing on the Main Market of the London Stock Exchange following the merger in relation to the new Vantiv shares issued
- The combined group will merge the two company's leadership teams, with Charles Drucker as Executive Chairman and Co-CEO, Philip Jansen as Co-CEO and Stephanie Ferris as CFO
- The merger is expected to close in early 2018 following regulatory and shareholder approval

### **Transaction Commentary - Buyer**

"This is a powerful combination that is strategically compelling for both companies. It joins two highly complementary businesses, and it will allow us to achieve even more together than either organization could accomplish on its own. Our business will have multiple opportunities to enhance its leading growth profile, driven by our global eCommerce capabilities, the strength of our people and their consistent focus on execution. Our combined company will have unparalleled scale, a comprehensive suite of solutions, and the worldwide reach to make us the payments industry global partner of choice."

vantiv

Charles Drucker
President and CEO

"This is a merger of two world class payment companies, which will create a global omni-commerce leader, with substantial opportunities to capitalize on the rapid evolution of payments. The growth of eCommerce and the way consumers expect to transact is increasing complexity for businesses around the world. Our unique combination of scale, innovation, technology and global presence will mean that we can offer more payment solutions to businesses, whether large or small, global or local, enabling them to meet consumers' increasing demands and helping them prosper."





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### Transaction Rationale

#### **Transaction Rationale**

- Creates a world class payments group with deep payments capabilities, product and vertical expertise and strong distribution channels
- Strong presence and substantial opportunities in integrated payments and global eCommerce
  - \$1.5 trillion in payment volume from 40 billion transactions processed in 146 countries and 126 currencies
- Wide range of customers, with a strong position in the U.S., Europe, Asia-Pacific and South America
  - Combination of US and UK companies creates leading global payment provider
- · Opportunities to extend capabilities into high growth vertical markets, such as B2B, digital and healthcare payments
- Substantial opportunities for cost synergies to support significant potential shareholder value creation
  - Estimated annual pre-tax cost synergies of about \$200 million to be realized by the end of three years post completion of the merger
  - Enhanced scale through combined operations, technology and data analytics capabilities
  - One time restructuring and integration costs of about \$330 million
- Expected to be modestly dilutive to adjusted EPS in 2018 and accretive to EPS starting in 2019

### Financial Highlights

On a pro forma basis assuming the merger had completed on December 31, 2016:

**Enterprise Value: \$28.8 billion** 

Net Revenue: \$3.2 billion

Adj. EBITDA: \$1.5 billion

EBITDA Margin: 48%

Free Cash Flow Generated: \$1.0 billion

### Transaction Multiples (1)

Equity Value =	£7.9 billion	EV = £9.3 billion		
8.3x	7.4x	6.8x		
EV / 2016 Net Revenue	EV / 2017E Net Revenue	EV / 2018E Net Revenue		
19.8x	18.3x	16.1x		
EV / 2016 EBITDA	EV / 2017E EBITDA	EV / 2018E EBITDA		
32.3x	30.5x	24.8x		
2016 P/E	2017E P/E	2018E P/E		

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## **Worldpay Overview**



### **Company Overview**



CEO: Headquarters: Philip Jansen London, UK

Founded:

1989

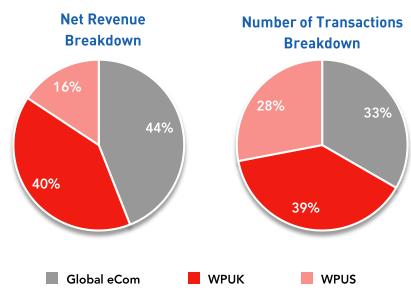
- Worldpay is a global provider of payment processing technology and solutions
- The Company's secure, proprietary technology platform enable merchants to accept a variety of payment types, across multiple channels anywhere in the world
- Worldpay serves three distinct merchant segments and has structured its business into corresponding divisions: Global eCommerce, Worldpay UK and Worldpay US

### Stock Performance (LSE: WPG)



#### **Products & Services Overview**

- Global eCom Serves large and fast growing internet-led multinationals with complex payment needs supported by vertical expertise
- Worldpay UK (WPUK) Provides local in-store, online and mobile payment acceptance solutions for UK-based merchants, from large corporates to SMEs and micro merchants
- Worldpay US (WPUS) Provides in-store, online and mobile payment acceptance solutions for US-based merchants, with focus on integrated payments for SME merchants



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## **Worldpay Selected Transaction History**

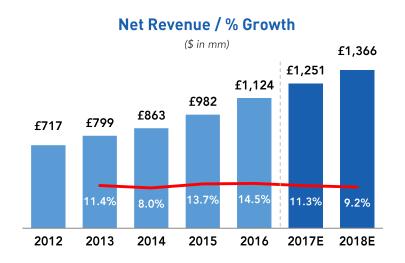


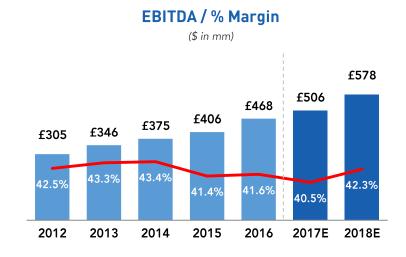
		Amount	_	
Date	Target	(\$ in mm)	Туре	Commentary
04/06/16	verīdu°	na	Financing	Worldpay participated in the funding round for Veridu, a provider of identity and reputation verification and authentication services based on online sources
11/11/14	secureonet	\$117	M&A	Acquired SecureNet, a provider of multi-channel commerce technology and cloud-based solutions that integrates POS, mobile and eCommerce payment processing
05/01/14	cobre bem Protogo	7	M&A	Worldpay acquired Cobre Bem Tecnologia, a provider of payment solutions in Latin America for \$6.6 mm
09/25/13	century	82	M&A	Acquired Century Payments for \$82 mm, strengthening its strategic partnership model and gaining advanced sales tools and analytics; FT Partners served as financial advisor to Century Payments
03/06/13	YESpay	36	M&A	Worldpay acquired YESpay on March 6, 2013; the acquisition allows for fully integrated payment services to support the omnichannel sales
05/03/11	ENVOY	115	M&A	Worldpay acquired Envoy Services, a leading provider of alternative payment solutions for eCommerce merchants, on May 3, 2011
12/20/10	CARDSAVE	na	M&A	On December 21, 2010 Worldpay acquired Cardsave enabling Worldpay to improve its services offering to the UK small merchant market
08/03/04	Lynk	525	M&A	Acquired Lynk Systems for \$525 mm, creating Worldpay U.S.; FT Partners served as financial advisor to Lynk Systems
03/31/04	BIBIT	114	M&A	Worldpay acquired Bibit, a Dutch internet payment company on March 31, 2004, expanding its presence across Europe
10/01/01	A Division of NovelPay LLC	na	M&A	Worldpay acquired all the commercial assets ClickPay on October 1, 2001

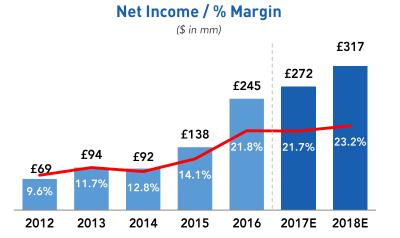
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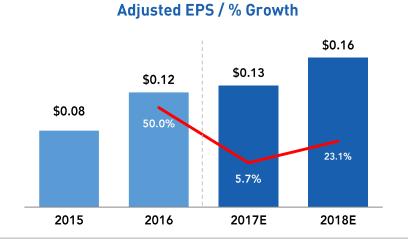
## **Worldpay Financial Overview**











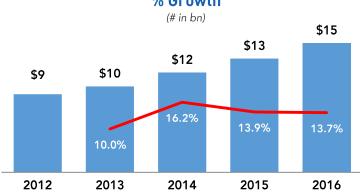
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### Worldpay Selected KPIs







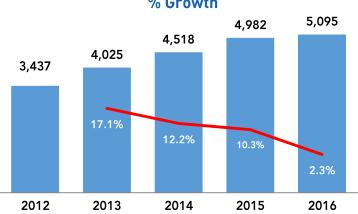
# Volume of Transactions Processed / % Margin



### **Average Transaction Value**



# Average Number of Employees / % Growth



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### **Vantiv Overview**



### **Company Overview**



CEO:

Charles Drucker Cincinnati, OH

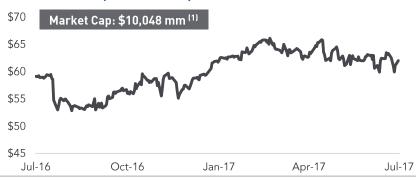
Founded:

Headquarters:

1971

- Vantiv is a leading provider of payment processing strategies and advanced technology solutions for businesses and financial institutions
  - The Company offers an integrated technology platform as well as a suite of processing and technology solutions to allow merchants to address their needs through a single provider
- Vantiv, ranked as the second largest merchant acquirer and largest PIN debit acquirer by transaction volume in the US, serves more than 800,000 merchant locations and 1,400 financial institutions
- The Company's growth strategy includes expanding further into high-growth channels and verticals, including integrated payments, e-commerce and merchant banks

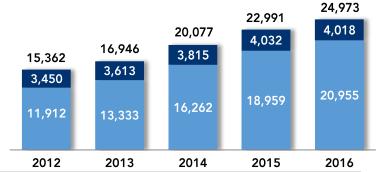
### Stock Performance (NYSE: VNTV)



### **Recent Selected Acquisition History**

Announce Date	Target	Amount (\$ in mm)
04/25/17	<b>## PAYMETRIC</b> *	na
11/10/16	Moneris	\$425
05/12/14	MERCURY®	1,650
03/04/14	WASHINGTON TRUST Portfolio	na
07/25/13	<b>EQUALITY</b>	163
10/31/12	Litle &Co	361
09/15/10	npc.	620
07/07/10	TNB Card Services	na

### Transaction Volume (#'s in mm)



Source: Company website, Company filings, Capital IQ (1) Market Cap as of July 11, 2017

Merchant Services

Financial Institution Services

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### **Vantiv Financial Overview**



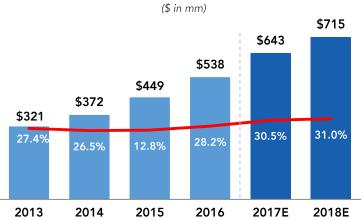




### EBITDA / % Margin



### Pro Forma Adjusted Net Income / % Margin



### Pro Forma Adjusted EPS / % Growth



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## **Recent Merchant Acquirer / Payment Processor Transactions**

Selected FT Partners Deals Noted	Seller	Buyer	Date	Transaction Value (\$ in mm)	Research Profile
	<b>∌</b> world <b>pay</b>	vantiv	07/2017	\$11,680	
	<b>Sage</b> Payment Solutions	GTCR	06/2017	260	VIEW
FINANCIAL TECHNOLOGY PARTNERS	cardconnect.	First Data.	05/2017	750	VIEW
	total merchant services	NorthAmerican BANCARD	05/2017	NA	VIEW
FINANCIAL TECHNOLOGY PARTNERS	CentralPayment	TSYS <sup>*</sup>	02/2017	700 <sup>(1)</sup>	VIEW
FINANCIAL TECHNOLOGY FARTNERS	HARBORTOUCH'	SEARCH (LIGHT	06/2016	NA	VIEW
FINANCIAL TEGINOLOGY PARTNERS	cardconnect.	FinTech Acquisition Corp (NASDAQ : FNTC)	03/2016	438	VIEW
	TRANSFIRST®	TSYS	01/2016	2,350	VIEW
FINANCIAL TECHNOLOGY PARTNERS	Heartland	<b>S</b> global payments	12/2015	4,300	VIEW
FINANCIAL TECHNOLOGY PARTNERS	Direct Connect	BEEKMAN GROUP	01/2015	NA	VIEW
	Secure fiet™	<b>∌</b> world <b>pay</b>	11/2014	NA	
FINANCIAL TECHNOLOGY PARTNERS	TRANSFIRST®	Vista Equity Partners	10/2014	1,500	VIEW
	FIRST AMERICAN PAYMENT SYSTEMS	TEACHERS' PENSION PLAN	07/2014	700	
FINANCIAL TECHNOLOGY PARTNERS	MERCURY°	vantiv	05/2014	1,650	VIEW
FINANCIAL TECHNOLOGY PARTNERS	nmi	Great Hill	05/2014	NA	VIEW
FINANCIAL TECHNOLOGY PARTNERS	CentralPayment	TSYS	03/2014	250 <sup>(1)</sup>	

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## **Recent Merchant Acquirer / Payment Processor Transactions**

Selected FT Partners Deals Noted	Seller	Buyer	Date	Transaction Value (\$ in mm)	Research Profile
	PayPros <sup>*</sup>	<b>global</b> payments	01/2014	\$420	
FINANCIAL TECHNOLOGY PARTNERS	century	<b>∌</b> world <b>pay</b>	09/2013	NA	VIEW
FINANCIAL TECHNOLOGY PARTNERS	nmi	BregalSagemount	09/2013	200	VIEW
	<b>Solution</b> BluePay	TAAssociates	09/2013	NA	
	COLOMBIA	vantiv	07/25/13	163	
FINANCIAL TECHNOLOGY PARTNERS	PROPAY.	TSYS <sup>®</sup>	11/15/12	135	VIEW
	Litle &Co	vantiv	10/31/12	361	
	ACCELERATED payment technologies • • • • •	<b>global</b> payments	08/15/12	413	
FINANCIAL TECHNOLOGY PARTNERS	CentralPayment	TSYS <sup>®</sup>	08/09/12	110 (1)	
	MERCHANT o-SOLUTIONS	cielo	07/06/12	670	
FINANCIAL TECHNOLOGY PARTNERS	CAYAN (fka Merchant Warehouse)	PARTHENON CAPITAL	07/05/12	NA	VIEW
FINANCIAL TECHNOLOGY PARTNERS	SOLVERAS	TRANSFIRST®	08/24/11	NA	VIEW
FINANCIAL TECHNOLOGY FARTNERS	YAPSTONE ePayments as a Service	ACCEL PARTNERS	06/07/11	50	VIEW
FINANCIAL TECHNOLOGY FARTNERS	MERCURY°	SILVERLAKE	04/14/10	900	VIEW
FINANCIAL TECHNOLOGY PARTNERS	VERUS	sage	01/09/06	325	VIEW
FINANCIAL TECHNOLOGY PARTNERS	Lynk	ソビ The Royal Bank みん of Scotland	08/03/04	525	VIEW

### Selected FT Partners' Research – Click to View



**Global Money Transfer** 



CardConnect's \$750 million to First Data



Ebix Acquires an 80% Stake in ItzCash for \$120 million



**Transaction Security** 



Central Payment's Strategic Investment from TSYS



Vista Equity Partners Acquires PayLease



Heartland's Sale to Global Payments



North American Bancard Acquires Total Merchant Services



**Vantiv Acquires Paymetric** 



Adyen's Rise to One of the Most Valuable Payments Companies



Moneycorp Acquires Commonwealth FX



GTCR Acquires Sage Payment Solutions for \$260 million

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## Strong Domain Expertise in Payments Investment Banking



















ePayments as a Service

in its minority investment led by

ACCEL

\$ 50,000,000











## **Ground-Breaking Payments Transactions Pioneered by FT Partners**



in its sale to

FinTech Acquisition Corp (NASDAQ: FNTC)

\$ 438,000,000









Sale of a payment processor to a SPAC vehicle

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

Significant capital raise for next gen processor serving commerce startups and disruptors

Groundbreaking strategic round for early stage European payments company







\$ 370,000,000

in its growth investment by

BregalSagemount
for a total valuation of nearly
\$ 200,000,000





in its sale to

The Royal Bank
of Scotland

\$ 525,000,000

First sale of an
"International
Payments Specialist"
to a pure-play
consumer
remittance provider

Substantial growth investment in leading payments enablement technology provider

First large-scale transaction for an integrated merchant acquirer First sale of a U.S. merchant acquirer to an international software company; became Sage Payments First sale of a U.S. merchant acquirer to a large international financial institution; became Worldpay U.S.

## 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



	2016 - 2004	
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W	INNE	R

M&A Advisor Awards

2016	<ul> <li>Investment Banking Firm of the Year</li> <li>Cross Border Deal of the Year</li> </ul>
2015	<ul><li>Dealmaker of the Year</li><li>Technology Deal of the Year</li></ul>
2014	<ul> <li>Equity Financing Deal of the Year</li> <li>Professional Services Deal of the Year, Above \$100mm</li> </ul>
2012	<ul> <li>Dealmaker of the Year</li> <li>Professional Services Deal of the Year, Above \$100mm</li> </ul>
2011	<ul> <li>Boutique Investment Bank of the Year</li> <li>Deal of the Decade</li> <li>10 Deal of the Year Nominations Across 9 Categories</li> </ul>
2010	<ul> <li>Upper Middle Market Deal of the Year, Above \$500 mm</li> <li>IT Services Deal of the Year, Below \$500mm</li> <li>Cross-Border Deal of the Year, Below \$500mm</li> </ul>
2007	<ul> <li>Dealmaker of the Year – Steve McLaughlin</li> <li>Business to Business Services Deal of the Year</li> <li>Computer and Information Technology Deal of the Year, Above \$100mm</li> <li>Financial Services Deal of the Year, Above \$100mm</li> </ul>
2015	Steve McLaughlin ranked #4 in Institutional Investor's FinTech 35 List
006 - 2008	<ul> <li>Consecutively ranked (2006, 2007 and 2008) among the top Bankers in Fir Technology</li> </ul>



**Financial** 



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

## The FT Partners Senior Banker Team

Name / Position	Prior Background	Experience / Education	Years of Experience
<b>Steve McLaughlin</b> Founder, CEO and Managing Partner	Goldman Sachs	<ul> <li>Formerly with Goldman, Sachs &amp; Co. in New York and San Francisco from 1995-2002</li> <li>Former Co-Head of Goldman Sachs' Financial Technology Group (#1 market share)</li> <li>Wharton M.B.A.</li> </ul>	22
Larry Furlong Managing Director	Goldman Sachs	<ul> <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>	22
<b>Greg Smith</b> Managing Director	Merrill Lynch J.P.Morgan	<ul> <li>Formerly award winning Equity Research Analyst at Merrill Lynch / J.P. Morgan / Hambrecht &amp; Quist</li> <li>20+ years of experience covering FinTech as both an Analyst and Investment Banker</li> </ul>	21
<b>Osman Khan</b> Managing Director	pwc	<ul> <li>Former Managing Director / Head of FIG M&amp;A at Alvarez &amp; Marsal</li> <li>15+ years FIG deal, consulting and assurance experience at PwC</li> <li>40 Under 40 M&amp;A Advisor Award Winner in 2013</li> <li>LSE (BSc w/Honors), MBS (MBA w/Distinction), ICAEW (FCA)</li> </ul>	20
Steve Stout Managing Director	J.P.Morgan	<ul> <li>Former Global Head of Strategy at First Data</li> <li>Formerly Led J.P. Morgan Payments Investment Banking</li> <li>Former Equity Research Analyst on #1 ranked team at UBS and Economist at the Federal Reserve Bank</li> </ul>	19
<b>Tim Wolfe</b> Managing Director	Goldman Sachs	<ul> <li>Formerly with Goldman, Sachs &amp; Co. beginning in 2000</li> <li>Started at FT Partners in 2002</li> <li>40 Under 40 M&amp;A Advisor Award Winner 2013</li> <li>Harvard M.B.A.</li> </ul>	15
<b>Timm Schipporeit</b> Managing Director	Morgan Stanley Index Ventures	<ul> <li>11+ years with Morgan Stanley, Senior Executive Director of European Technology Investment Banking Team in London</li> <li>Formerly a Venture and Growth Investor focused on FinTech at Index Ventures</li> </ul>	14
Andrew McLaughlin  Managing Director, Research & Business Development	Deloitte.	<ul> <li>Leads FT Partners' Research and Business Development Team</li> <li>Formerly with Deloitte Consulting</li> </ul>	11