

QUARTERLY DEALS & MARKET ROUNDUP

Payments March 2018



Networks Payment Infrastructure Closed Payment Networks Payment Processing Payments Core Banking Solutions POS Devices / Solutions Prepaid / Money Transfer

Specialized investment bankers at the intersection of finance and technology

Highlights

This quarter's Payments Roundup discusses the following key developments:





PAYMENTS PLAYERS INCREASINGLY IMPLEMENTING REAL-TIME PAYMENTS



FAVORABLE TECHNOLOGICAL AND REGULATORY DEVELOPMENTS BOOST DEAL VOLUMES



Overview of Evolve Capital Partners

ABOUT ECP

- Evolve Capital Partners (ECP) is a specialized investment bank focused on businesses serving industries at the intersection of finance and technology.
- We are dedicated investment bankers focused on evolving industries, and we support sustainable growth through transformational M&A / financing transactions.
- ECP is a dedicated, creative, and fully independent investment bank that advises private and public companies on merger, divestiture and acquisition transactions, and capital raising through private placements.
- We also provide structured financial advisory services our investment banking practice provides a comprehensive suite of solutions to businesses.
- With over 30 engagements executed by its leaders, Evolve Capital Partners has served as a proud partner, bringing renewed value to companies at the intersection of finance and technology.
- We were founded in 2012 and are based in New York, NY.

HIGH-TOUCH INVESTMENT BANKING

Few investment banks have transaction experience across both corporate and asset finance.



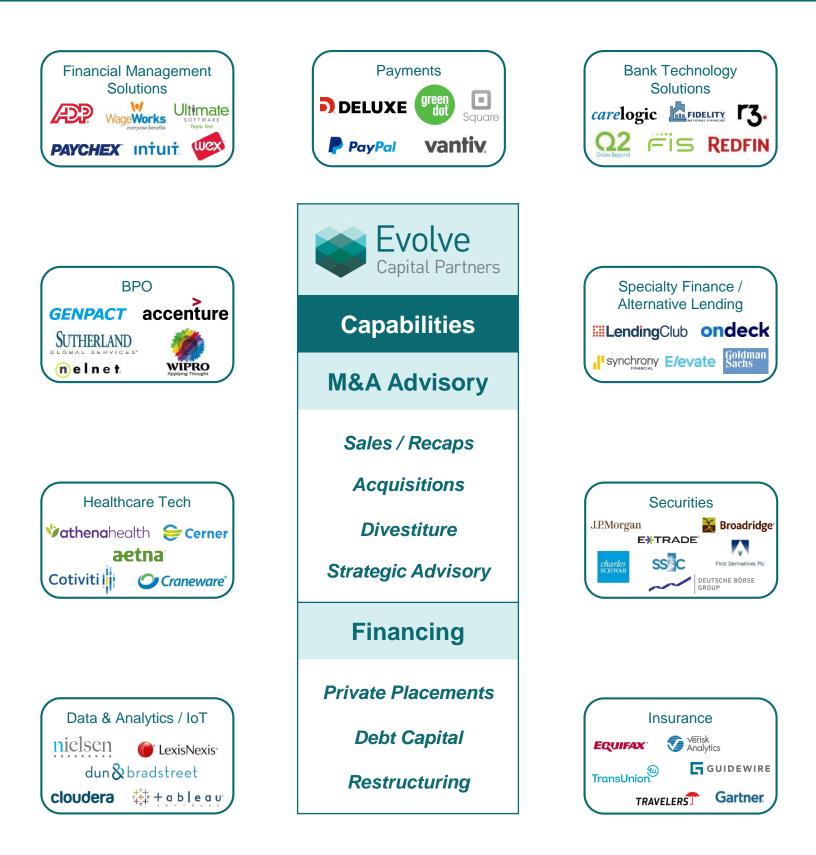
- Corporations
- VC & PE Backed Companies
- Management
 Teams
- Independent Directors / Boards
- Investment Banking Advisory
- M&A
- Capital Raises and Asset Finance
- Strategic
 Financial Restructuring
 Alliances



Finance and Technology Firms

BPO	Specialty Finance
ΙοΤ	Enterprise Software
B2B	Analytics

Payments Lending InsuranceTech Securities Financial Services Financial Management We Focus Exclusively on Finance and Technology-Related Firms



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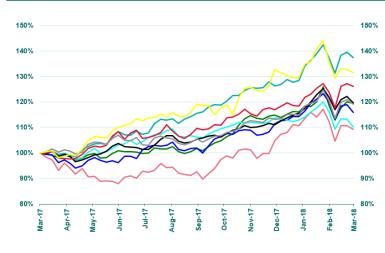
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Market Summary

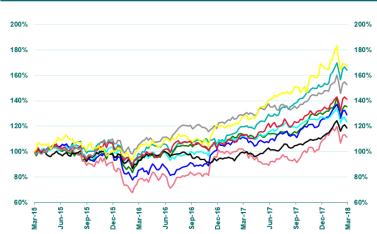
Industry Stock Market Performance of ECP Sector Coverage

Last 12 Months



Payments Healthcare Tech Financial Management Solutions BPO Bank Technology Solutions Data & Analytics / IoT Securities Insurance Specialty Finance / Alternative Lending

Last 3 Years



Healthcare Tech Payments Data & Analytics / IoT Financial Management Solutions Bank Technology Solutions Securities Insurance BPO

Specialty Finance / Alternative Lending

Indexed Price Performance

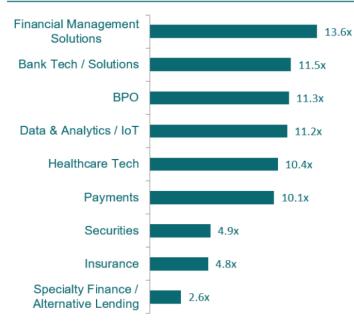
Sector	3 Months	1 Year	3 Years
Payments	9.3%	36.9%	63.8%
Bank Tech / Solutions	4.2%	19.2%	35.5%
Specialty Finance / Alternative Lending	8.2%	9.1%	11.4%
Securities	6.4%	16.0%	29.0%
Healthcare Tech	(1.8%)	9.6%	67.1%
BPO	9.0%	19.4%	18.7%
Financial Management Solutions	8.7%	25.2%	41.1%
Data & Analytics / IoT	5.3%	18.6%	52.5%
Insurance	4.5%	31.2%	23.2%

Source: Capital IQ and market data as of March 2, 2018

Multiples & Margins – All Sectors

Industry-wide Multiples and Margins

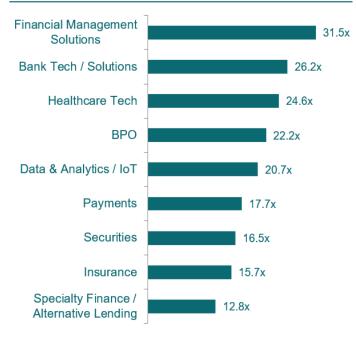
2018E EBITDA Multiples



LTM EBITDA Margins



2018E Price / Earnings Multiples



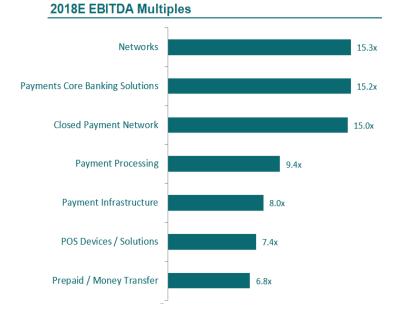
2018E PEG Ratio



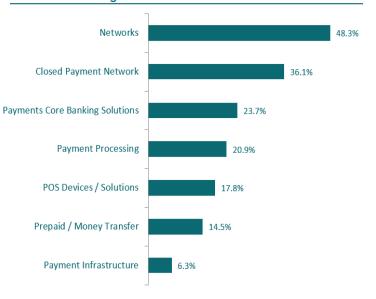
Source: Capital IQ and market data as of March 2, 2018

Multiples & Margins – Payments

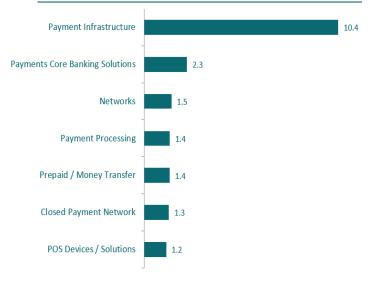
Sub-sector Multiples and Margins



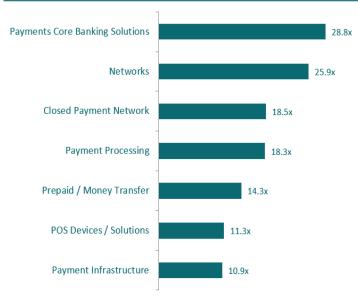
LTM EBITDA Margins



2018E PEG Ratio



2018E Price / Earnings Multiples



Source: Capital IQ and market data as of March 2, 2018

Stock Comparables – Payments

(All figures in US Dollars. Figures in millions, except per share data, as of March 2, 2018)

	Aggr	egate			Multip	oles		
Payments	Market	Enterprise	Price / E	arnings	EV / EE	BITDA	EV / Sales	
Sub-Sector	Сар	Value	FY 18E	FY 19E	FY 18E	FY 19E	FY 18E	FY 19E
Payments Core Banking Solutions	\$75,38 <mark>1</mark>	\$88,900	28.8x	24.4x	15.2x	14.2x	4.7x	4.5x
Payment Infrastructure	\$24,486	\$28,114	10.9x	17.0x	8.0x	6.1x	3.7x	2.6x
POS Devices / Solutions	\$15,365	\$20,494	11.3x	10.0x	7.4x	6.7x	1.6x	1.5x
Networks	\$633,479	\$548,898	25.9x	22.0x	15.3x	13.3x	8.0x	7.1x
Prepaid / Money Transfer	\$20, <mark>1</mark> 36	\$21,296	14.3x	12.6x	6.8x	6.2x	1.4x	1.3x
Payment Processing	\$142,265	\$177,707	18.3x	16.8x	9.4x	7.5x	4.6 x	4.0x
Closed Payment Network	\$45,561	\$73,758	18.5x	16.2x	15.0x	13.4x	5.9x	5.4x
Median			18.3x	16.8x	9.4x	7.5x	4.6x	4.0x
Mean			18.3x	17.0x	11.0x	9.6x	4.3x	3.8x

			Growth Rates	\$		
Payments	Number of	Rever	nue	EPS	EBITDA Margin	PEG*
Sub-Sector	Companies	FY 18E	FY 19E	5 Yr	FY 18E FY 19E	FY 18E
Payments Core Banking Solutions	5	6.0%	5.6%	12.6%	23.7% 31.7%	2.30
Payment Infrastructure	7	19.0%	17.0%	12.9%	6.3% 13.8%	10.40
POS Devices / Solutions	7	14.9%	9.4%	7.4%	17.8% 20.9%	1.18
Networks	4	13.5%	11.3%	17.6%	48.3% 48.1%	1.46
Prepaid / Money Transfer	7	7.7%	7.4%	10.0%	14.5% 20.5%	1.36
Payment Processing	18	19.4%	12.1%	14.3%	20.9% 30.1%	1.37
Closed Payment Network	4	10.6%	9.2%	15.7%	36.1% 40.5%	1.33
Median		13.5%	9.4%	12.9%	20.9% 30.1%	1.37
Mean		13.0%	10.3%	12.9%	23.9% 29.4%	2.77

* Price/Earnings to Growth ratio is a valuation metric for determining the relative trade-off between the price of a stock, the earnings generated per share (EPS), and the company's expected growth. In general, the P/E ratio is higher for a company with a higher growth rate.

Stock Comparables – Payments Sub-Sectors

(All figures in US Dollars. Figures in millions, except per share data, as of March 2, 2018)

	Market	Enterprise	LTM	LTM	EV/S	Sales	EV / E	BITDA	P /	E	PEG
Company Name	Cap	Value	Sales	EBITDA %	FY2018	FY2019	FY2018	FY2019	FY2018	FY2019	FY2018
Fidelity National Information Services, Inc.	\$32,091	\$40,298	\$9,123	27.5%	4.7x	4.5x	12.8x	12.1x	18.5x	16.6x	1.5
Fiserv, Inc.	\$29,747	\$34,322	\$5,696	31.4%	5.7x	5.5x	NA	15.9x	22.2x	19.7x	1.8
Jack Henry & Associates, Inc.	\$9,201	\$9,243	\$1,472	31.0%	6.1x	5.7x	NA	17.7x	35.2x	29.8x	3.2
ACI Worldwide, Inc.	\$2,779	\$3.398	\$1,024	17.4%	3.1x	3.0x	12.9x	12.1x	36.2x	29.7x	2.9
Bottomline Technologies (de), Inc.	\$1,562	\$1,638	\$366	11.4%	4.1x	3.7x	NA	17.8x	31.9x	25.9x	2.1
Median				27.5%	4.7x	4.5x	12.9x	15.9x	31.9x	25.9x	2.1
Mean				23.7%	4.7x	4.5x	12.9x	15.1x	28.8x	24.4x	2.3

Payment Infrastructure

	Market	Enterprise	LTM	LTM	EV / S	Sales	EV / EI	BITDA	P /	E	PEG
Company Name	Cap	Value	Sales	EBITDA %	FY2018	FY2019	FY2018	FY2019	FY2018	FY2019	FY2018
Shopify Inc.	\$14,345	\$13,402	\$ 673	(4.8%)	13.4x	9.9x	NM	NM	NM	NM	56.7
Gemalto N.V.	\$5,506	\$6,352	\$3,568	(6.9%)	1.7x	1.6x	11.0x	10.0x	18.3x	15.1x	1.3
Diebold Nixdorf, Incorporated	\$1,257	\$3,023	\$4,609	5.5%	0.6x	0.6x	7.4x	6.7x	12.9x	9.5x	4.7
Cardtronics plc	\$1,103	\$1,970	\$1,508	22.2%	1.5x	1.5x	7.5x	7.5x	11.8x	11.1x	1.4
MINDBODY, Inc.	\$1,746	\$1,529	\$183	(2.8%)	5.7x	4.6x	NM	NM	NM	66.2x	8.4
Everi Holdings Inc.	\$501	\$1,521	\$945	21.3%	1.5x	NA	6.5x	6.2x	6.0x	NA	0.3
CPI Card Group Inc.	\$29	\$317	\$257	9.5%	1.1x	NA	7.5x	NA	5.8x	NA	NA
Median				5.5%	1.5x	1.6x	7.5x	7.1x	11.8x	13.1x	3.0
Mean				6.3%	3.7x	3.7x	8.0x	7.6x	10.9x	25.5x	12.1

POS Devices / Solutions

	Market	Enterprise	LTM	LTM	EV / S	Sales	EV / EI	BITDA	P /	E	PEG
Company Name	Сар	Value	Sales	EBITDA %	FY2018	FY2019	FY2018	FY2019	FY2018	FY2019	FY2018
Ingenico Group - GCS	\$5,343	\$7,201	\$3,014	20.2%	2.0x	1.8x	9.5x	8.5x	16.2x	13.9x	1.4
NCR Corporation	\$3,987	\$7,269	\$6,516	14.1%	1.1x	1.1x	6.4x	6.2x	9.8x	9.0x	2.5
GRG Banking Equipment Co. Ltd.	\$2,747	\$2,362	\$684	27.8%	2.2x	1.9x	11.1x	10.5x	14.6x	13.0x	NA
VeriFone Systems, Inc.	\$1,933	\$2,661	\$1,871	12.0%	1.5x	1.4x	8.5x	7.6x	11.7x	10.1x	0.7
PAX Global Technology Limited	\$555	\$320	\$408	19.9%	0.6x	0.5x	3.2x	2.9x	7.4x	6.6x	2.1
SafeCharge International Group Limited		\$502	\$105	28.1%	4.0x	3.5x	12.9x	11.2x	19.3x	17.2x	1.5
PAR Technology Corporation	\$179	\$179	\$237	2.6%	NA	NA	NA	NA	NA	NA	NA
Median				19.9%	1.7x	1.6x	9.0x	8.1x	13.2x	11.6x	1.5
Mean				17.8%	1.9x	1.7x	8.6x	7.8x	13.2x	11.6x	1.6

Networks											
	Market	Enterprise	LTM	LTM	EV / S	Sales	EV / El	BITDA	P	E	PEG
Company Name	Сар	Value	Sales	EBITDA %	FY2018	FY2019	FY2018	FY2019	FY2018	FY2019	FY2018
Visa Inc.	\$272,566	\$283,112	\$18,759	68.4%	14.1x	12.7x	19.8x	17.6x	27.4x	23.3x	1.5
Mastercard Incorporated	\$184,013	\$181,755	\$12,497	58.0%	12.4x	11.1x	21.1x	18.5x	28.8x	24.6x	1.5
American Express Company	\$82,243	NA	\$30,466	NA	NA	NA	NA	NA	13.5x	12.2x	1.1
PayPal Holdings, Inc.	\$94,657	\$84,031	\$13,094	18.5%	5.4x	4.6x	20.1x	17.0x	33.8x	27.9x	1.8
Median				58.0%	12.4x	11.1x	20.1x	17.6x	28.1x	23.9x	1.5
Mean				48.3%	10.6x	9.5x	20.3x	17.7x	25.9x	22.0x	1.5

Closed Payment Network											
	Market	Enterprise	LTM	LTM	EV/S	Sales	EV / EI	BITDA	P/	E	PEG
Company Name	Cap	Value	Sales	EBITDA %	FY2018	FY2019	FY2018	FY2019	FY2018	FY2019	FY2018
Alliance Data Systems Corporation	\$12,907	\$34,535	\$7,719	22.5%	NA	4.3x	NA	15.9x	NA	11.0x	0.7
FleetCor Technologies, Inc.	\$18,092	\$21,669	\$2,250	50.8%	NA	8.3x	NA	15.7x	NA	18.9x	1.1
Edenred SA	\$7,929	\$8,994	\$1,527	34.8%	5.5x	5.3x	15.0x	14.0x	25.6x	23.5x	2.2
WEX Inc.	\$ 6,633	\$8,560	\$1,251	36.4%	6.7x	5.9x	17.0x	14.3x	26.5x	20.7x	1.4
Median				35.6%	6.1x	5.6x	16.0x	15.0x	26.0x	19.8x	1.2
Mean				36.1%	6.1x	5.9x	16.0x	15.0x	26.0x	18.5x	1.3

Source: Capital IQ

Stock Comparables – Payments Sub-Sectors

(All figures in US Dollars. Figures in millions, except per share data, as of March 2, 2018)

Prepaid / Money Transfer											
	Market	Enterprise	LTM	LTM	EV / S	Sales	EV / E	BITDA	P /	E	PEG
Company Name	Cap	Value	Sales	EBITDA %	FY2018	FY2019	FY2018	FY2019	FY2018	FY2019	FY2018
The Western Union Company	\$9,126	\$11,318	\$5,524	23.6%	2.0x	2.0x	8.2x	8.2x	10.9x	10.7x	2.6
Euronet Worldwide, Inc.	\$4,342	\$3,984	\$2,252	17.5%	1.5x	1.4x	7.9x	7.0x	15.0x	13.1x	1.1
Blackhawk Network Holdings, Inc.	\$2,440	\$2,007	\$2,232	8.5%	1.3x	1.2x	11.3x	9.9x	22.6x	19.7x	1.4
Green Dot Corporation	\$3,382	\$2,532	\$890	15.5%	2.4x	2.2x	9.9x	8.8x	23.2x	20.1x	NA
MoneyGram International, Inc.	\$581	\$1,321	\$1,610	14.1%	0.8x	0.8x	4.7x	4.4x	10.1x	8.6x	NA
OFX Group Limited	\$264	\$134	\$90	22.3%	1.5x	1.3x	5.9x	5.4x	18.0x	15.9x	4.5
Planet Payment, Inc.	\$0	NA	\$ 53	0.0%	NA						
Median				16.5%	1.5x	1.3x	8.1x	7.6x	16.5x	14.5x	2.0
Mean				16.9%	1.6x	1.5x	8.0x	7.3x	16.6x	14.7x	2.4

Payment Processing											
	Market	Enterprise	LTM	LTM	EV/S	Sales	EV / El	BITDA	P /	E	PEG
Company Name	Cap	Value	Sales	EBITDA %	FY2018	FY2019	FY2018	FY2019	FY2018	FY2019	FY2018
Cielo S.A.	\$19,907	\$22,007	\$3,502	44.4%	NA	6.0x	NA	13.1x	NA	15.5x	2.6
First Data Corporation	\$14,403	\$36,037	\$8,129	35.4%	NA	2.8x	NA	10.8x	NA	11.4x	1.1
Global Payments Inc.	\$18,062	\$22,192	\$3,975	27.8%	6.1x	5.3x	18.4x	15.5x	26.9x	22.3x	1.3
Total System Services, Inc.	\$15,914	\$18,773	\$4,928	19.9%	NA	4.9x	NA	13.8x	NA	20.2x	1.3
Worldpay, Inc.	\$24,609	\$30,190	\$4,026	24.1%	12.7x	6.9x	NM	14.0x	22.1x	20.3x	1.5
Square, Inc.	\$18,240	\$17,739	\$2,214	(1.1%)	16.3x	12.3x	NM	NM	NM	NM	1.1
Worldpay Group plc	\$0	NA	\$1,615	0.0%	NA	NA	NA	NA	NA	NA	NA
Wirecard AG	\$13,916	\$12,968	\$1,620	26.8%	7.4x	5.9x	NM	20.4x	43.7x	33.3x	1.3
Worldline S.A.	\$6,814	\$6,462	\$1,914	19.9%	3.4x	3.1x	16.3x	14.0x	35.9x	30.8x	1.7
Deluxe Corporation	\$3,411	\$4,061	\$1,966	24.7%	NA	2.0x	NA	8.1x	NA	12.6x	1.7
Paysafe Group Limited	\$0	NA	\$1,043	0.0%	NA	NA	NA	NA	NA	NA	NA
GMO Payment Gateway, Inc.	\$3,134	\$2,847	\$209	27.1%	NA	10.0x	NA	NM	NA	73.7x	NA
Qiwi plc	\$1,007	\$718	\$338	25.1%	3.3x	2.9x	8.1x	6.6x	14.6x	13.0x	1.1
EVERTEC, Inc.	\$1,173	\$1,742	\$407	36.9%	4.4x	4.3x	10.0x	10.0x	10.8x	11.6x	NA
PayPoint plc	\$ 753	\$715	\$279	28.3%	NA	2.7x	NA	8.8x	NA	13.5x	6.5
Net 1 UEPS Technologies, Inc.	\$581	\$625	\$604	21.4%	NA	1.0x	NA	NA	NA	6.1x	0.4
Newtek Business Services Corp.	\$310	\$ 535	\$39	8.9%	13.9x	12.2x	NA	NA	9.6x	9.1x	3.0
JetPay Corporation	\$32	\$97	\$ 73	6.0%	1.3x	1.1x	21.2x	14.5x	NM	NM	NA
Median				24.9%	6.1x	4.6x	16.3x	13.4x	22.1x	14.5x	1.3
Mean				23.5%	7.6x	5.2x	14.8x	12.5x	23.4x	21.0x	1.9

Recent Updates



Banks and payments companies integrating AI and ML with open banking

Banks and other financial institutions are increasingly opening up to engage with third parties through open banking. There is a growing interest among these financial institutions to partner with Machine Learning (ML) and Artificial Intelligence (AI) based companies that can pull data from their systems and generate insights for them. However, when third parties are involved, this increases the risk for data to be compromised. ML and AI also help these financial institutions prevent any cyberthreat or fraud.

Compte-Nickel partnered with Darktrace in February 2018 to defend its customers against cyberthreats.

ML can identify real-time payments fraud by analyzing changes in consumer transactional behavior. It can also be used by payment players to make predictions, such as whether or not a particular consumer is likely to default in the future.

AI has the ability to increase automation, reduce payment processing times and bring greater consumer insights. PayU invested in AI-based online lender Kreditech in May 2017. The partnership allowed PayU to expand its user base, gain consumer insights and assess consumers on their ability to receive and repay financing.



Cryptocurrency and blockchain adoption increasing in remittances

The remittance space is being disrupted by new online players who are able to facilitate cross-border transactions at a lower cost than banks. Factors such as increases in cross-border migrations, proliferation of mobile phones and high-speed internet connections have catapulted these players into this sector.

Cryptocurrencies are also penetrating the remittance space. They not only reduce the transaction fees associated with money transfers, but also remove complexities in the form of currency conversions. In a conventional transaction, the intermediary would charge a transaction fee and a foreign exchange fee. However, with cryptocurrencies only a mining fee is charged. Mining fees are currently high but are expected to come down drastically with the lightning network deployment.

With growing use of cryptocurrencies, tech-enabled nonbank remittances companies are also actively exploring the use of blockchain in the international remittances space. MoneyGram partnered with Ripple in January 2018 to make its money transfer services more efficient.



Payments players increasingly implementing real-time payments

Banks and other financial institutions are increasingly implementing real-time/instant payments for their customers. With this service, customers can get their money faster and safer, which increases their liquidity.

Traditional financial institutions also gain from offering realtime payments as it gives them a competitive edge over other online players with an improved customer experience. These online payment players are popular because of their ability to provide customers real-time payments using multiple channels such as mobile, e-commerce and e-invoicing platforms, and not just through POS. Partnering with such players would allow traditional financial institutions to provide integrated payment solutions to customers. It would also lead these online players to access more real-time data through open banking. Merchants can also get this information by working with APIs of account-holding banks.

Countries like Belgium, Slovenia, Spain, Portugal, DR Congo, Hong Kong and Malaysia are taking initiatives to launch their own national real-time payments operations in 2018.

Key Initiatives by Leading Payments Companies

Western Union partners with Ripple for money transfer services

In February 2018, Western Union partnered with Ripple for transaction settlements. Banks and financial institutions are testing blockchain on their default money transfer platforms, and Ripple, which is represented as XRP on cryptocurrency exchanges, is gaining massive popularity in this space. XRP is useful as it frees financial institutions to park their currency to the "nostro" and "vostro" accounts to facilitate transfers. Banks and payment companies prefer XRP because it enables cheaper and faster money transfer than bitcoin and the legacy SWIFT remittance system.

Sterling Payment Technologies and Retail Realm announce integration partnership

Sterling Payment Technologies announced a partnership with Retail Realm in February 2018. The partnership will provide a streamlined, standardized global platform for all of Retail Realm's Microsoft payment applications by integrating it with Sterling's processing platform. Earlier, Retail Realm's global customers had to use separate services for different steps of the payment cycle, such as processing, settlement and reporting. Through this partnership, the complexities of using multiple services will be reduced. Retail Realm also collaborated with Sterling because of the company's ability to lower the cost of credit card acceptance for large retailers and B2B companies. Retail Realm is continually looking at such technology partnerships that can reduce complexities and processing charges for its customers.

SWIFT revolutionizes the way payments are made in Australia

SWIFT launched the New Payments Platform (NPP) in Australia in February 2018 to revolutionize the way payments are made in the country. NPP includes the following features: 24/7 instant payments and real-time lineby-line settlement via the Reserve Bank of Australia; PayID, an easy way to link a financial account with an easyto-remember identifier (such as a mobile phone number, email address or Australian Banking Number (ABN) for businesses). NPP is a key component within SWIFT's broader global instant payments strategy that also includes a provision for a messaging service.

HighRadius extends integrated receivables cloud platform with Al additions

SaaS-based company HighRadius made AI additions to its Collections and Deductions Cloud solutions and launched a mobile app for analyzing payments data. These new capabilities are designed to help A/R teams refocus their time and resources from time-consuming payment processing and data gathering work to high-value activities like refining credit policies and improving collection strategies. AI in Collections Cloud solutions will help predict payment dates and devise proactive collection strategies. On the other hand, AI in Deductions Cloud solutions will allow HighRadius to validate customer claims and disputes through real-time payments data.

Deal Activity

Highlighted M&A Transactions

Date	Target	Acquirer	Sector	Implied EV (\$mm)
2/27/18	M I Acquisitions	PRIORITY HOLDINGS LLC	Payment Processing	\$1,000
2/9/18	Frædom [*]	VISA	Networks	\$196
1/17/18	Paymark	ingenico	Payment Processing	\$120
1/16/18		SILVERLAKE P2 CAPITAL PARTNERS	Networks	\$3,897

Highlighted Financing Transactions

Date	Company	Key Investor	Туре	Amount (\$mm)
1/22/18	PAYTRONIX	Great Hill	Growth	\$65
1/18/18	👥 Ledger	draperesprit	Series B	\$75

- The Payments sector has witnessed strong M&A and financing activity in the first two months of 2018. This strength is likely to continue in the coming quarters.
- Strong deal activity in the sector has been stoked by an increasing shift towards electronic and online payments; increases in cross border remittances through nonbank channels; and the growing adoption of blockchain and cryptocurrency payments solutions.
- Deals are also expected to be set in motion by favorable US tax reforms and the new Payments Services Directive 2 (PSD2) in Europe.

Favorable technological and regulatory developments boost deal volumes

The Payments sector has witnessed strong M&A and financing activity in the first two months of 2018 and this strength is likely to continue in the coming quarters. Several big-ticket M&A deals in the Payments space occurred early in the year. These include Silverlake and P2 Capital's \$3.9 billion acquisition of Blackhawk and Warburg Pincus' \$395 million acquisition of a 55% stake in Fiserv Solution. There have also been some large financing transactions, including Ledger raising \$75 million and Paytronix raising \$65 million.

Strong deal activity in the sector has been stoked by the confluence of several favorable technology trends. These include an increasing shift toward electronic and online payments; increases in cross border remittances through non-bank channels; and the growing adoption of blockchain and cryptocurrency payments solutions. These trends are expected to gain further momentum in the upcoming quarters, resulting in many more M&A and financing deals.

Deals are also expected to be put in motion by favorable regulatory developments. Tax reform in the US could increase the funds available for companies like Paypal, resulting in major inorganic growth initiatives. In Europe, the new Payments Services Directive 2 (PSD2) for online payments could become a key deal driver. PSD2 allows retailers and consumers to authorize payments directly from personal accounts. By doing so, they can sidestep banks, thereby reducing transaction costs and bringing more financial services businesses into the market.

2018 has already seen some big-ticket M&A and financing deals in the Payments space. Many more significant deals could be in the offing.

M&A Transaction Activity Summary

Date	Target	Acquirer(s)	Sector	Implied EV (\$mm)
2/27/18 Transaction Profiled	M I Acquisitions	PRIORITY HOLDINGS LLC	Payment Processing	\$1,000
2/21/18	your global payments cammunity	ΙΝΡΑΥ	Prepaid / Money Transfer	NA
2/20/18 Transaction Profiled	curvepay	Shift4 PAYMENTS	Payment Processing	NA
2/9/18	Frædom®	VISA	Networks	\$196
2/8/18	Integrity		Payment Processing	NA
2/7/18	Contraction Contraction	bitpay	Prepaid / Money Transfer	NA
1/31/18	SPARKATM SYSTEMS	CARDTRONICS	POS Devices / Solutions	NA
1/18/18	mPAY24	heidelpay	Payment Processing	NA
1/17/18 Transaction Profiled	📂 îKaaz	Grab	Payment Processing	NA
1/17/18	O Paymark	ingenico _{GROUP}	Payment Processing	\$120

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Source: Capital IQ and Media Reports

M&A Transaction Activity Summary

Date	Target	Acquirer(s)	Sector	Implied EV (\$mm)
1/16/18 Transaction Profiled	BLACKHAWK	SILVERLAKE P2 Capital Partners	Networks	\$3,897
1/15/18	Shift4 Corporation		Payment Processing	NA
1/4/18	GOVPAYNET. The Simple Way To Pay	SECURUS Technologies	Payment Processing	NA
1/2/18	SPOT		Payment Processing	NA
12/19/17		FINTECEN ADQUINTED CONF. 11	Prepaid / Money Transfer	NA
12/19/17	PICIS PCS Paycard	C con cardis your payment expert	Payment Processing	NA
12/18/17	CAYAN The Pigment Possibilities Sampany	TSYS	Payment Processing	\$1,050
12/7/17	First Rate FX	moneycorp	Prepaid / Money Transfer	NA
12/7/17		ingenico GROUP	POS Devices / Solutions	NA
12/5/17	SWIFT	EXPERIMENTAL PARTNERS BainCapital VENTURES	Networks	NA

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Source: Capital IQ and Media Reports



Priority Holdings acquires M I Acquisitions for \$1 billion

Target Company Overview

Μ.

M I is a blank check company formed for the purpose of entering into a merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization or other similar business combination with one or more businesses or entities sponsored by NY-based investment firm, Magna.

In September 2016, M I consummated a \$54.7 million initial public offering of 5.73 million units. Each unit consists of one share of common stock and one redeemable common stock purchase warrant at a price of \$10.00 per unit.

M I was founded in 2015 and is based in New York, New York.

Acquisition Details

PRIORITY HOLDINGS LLC

On February 27, 2018, Priority Holdings and M I Acquisitions entered into a definitive agreement whereby Priority will combine with M I and be renamed Priority Technology Holdings, Inc. The combined company will apply to continue the listing of its common stock on the Nasdaq Stock Market under the ticker symbol "PRTH."

Transaction Rationale

The transaction provides Priority with a key foundational element to execute its growth strategy. Establishing a public currency, coupled with Priority's institutional debt presence and agile, cloud operating systems, uniquely positions the company as a consolidating platform targeting payments and payment-enabled software opportunities.

Visa acquires Fraedom for \$196 million

Target Company Overview

Frædom®

Fraedom Holdings Limited develops travel and expense management solutions. The company operates as a subsidiary of Hogg Robinson Plc.

Founded in 1999, Fraedom is based in London, the UK with additional offices in the US, the UK, Australia, New Zealand, China, and Canada.

Solutions Offered

The company provides solutions for the following:

- Payments an integrated platform to manage business payments.
- Expense Management an expense management tool to save time and money.
- **Card Partnerships** technology that enables banks to maximize the value of commercial cards.

Acquisition Details

VISA

Visa announced the acquisition of Fraedom Holdings on February 9, 2018 for \$196 million. The transaction is subject to Hogg Robinson Group shareholder approval and customary closing conditions. The acquisition is expected to be completed by March 10, 2018.

Transaction Rationale

The transaction will allow Visa to strengthen and expand its suite of B2B payment solutions. This strategic acquisition allows Visa to offer a more comprehensive business solution to corporate clients that is innovative, global, highly configurable and intuitive for their employees.

Source: Capital IQ, company websites and press releases Evolve Capital Partners; Deals & Market Roundup – Payments 17

Key M&A Deal Profiles (Cont'd)

Ingenico Group acquires Paymark for \$120 million

Target Company Overview

Solutions Offered

businesses insights.



Paymark provides electronic payment transaction processing services. Its clientele is comprised of merchants, card issuers, and acquirers of electronic funds transfer at point-of-sale, eCommerce, mCommerce, and ATM transactions. The company was founded in 1989 and is based in Auckland, New Zealand.

Paymark provides payment processing services for

POS, e-commerce websites and mobile apps. The

company also provides dashboards for real-time

analysis of transaction data to generate important

Acquisition Details

ingenico

Ingenico Group announced the acquisition of Paymark from Australia and New Zealand Banking Group Limited, Westpac Banking Corporation, ASB Bank Limited and Bank of New Zealand on January 18, 2018 for an approximate value of \$120 million. The transaction is subject to relevant regulatory consents and is expected to be completed during the second quarter of 2018.

Transaction Rationale

The acquisition will allow Ingenico to provide an omni-channel offering including POS and terminal management, in-store and online processing capabilities and valued-added services such as analytics and loyalty. It will also allow Ingenico to expand its presence in New Zealand, which has an advanced retail payments environment.

P2 Capital and Silver Lake acquire Blackhawk for \$3.9 billion

Target Company Overview



Blackhawk Network Holdings provides a range of prepaid gift, telecom, and debit cards in physical and electronic forms with services in the United States and internationally.

It operates through three segments: U.S. Retail, International, and Incentives & Rewards. Founded in 2001, the company is headquartered in Pleasanton, California.

Solutions Offered

BlackHawk Network Holdings distributes closed loop gift cards, general purpose reloadable (GPR) cards and provides solutions for businesses to manage their incentive programs.

Acquisition Details

P2 CAPITAL PARTNERS

P2 Capital partners and Silver Lake announced an all cash acquisition of Blackhawk Network Holdings for \$3.9 billion on January 16, 2018.

Under the terms of the agreement, Blackhawk stockholders will receive \$45.25 per share in cash upon closing of the transaction. Subject to customary closing conditions and regulatory approvals, the acquisition is expected to close by mid-2018.

Transaction Rationale

The transaction will bring financial resources and technological expertise to Blackhawk that can accelerate its growth initiatives.

Financing Transaction Activity Summary

Date	Target	Sector	Amount (\$mm)	Туре	Key Investor(s)
2/22/18	၍ recarga <mark>pay</mark>	Payment Processing	\$22	Series B	Finance Corporation
2/15/18	🔨 Lydia	Payment Processing	\$16	Series C	
2/14/18	C payworks	POS Devices / Solutions	\$15	Series B	COMMERZ VENTURES
2/13/18	Tipalti	Payment Processing	\$30	Series C	Zeev
2/13/18	zervant	Payment Processing	\$7	Growth	TESI Finnish Industry Investments
2/2/18	amino	Payment Processing	\$5	Seed	First
1/31/18	EBANX	Payment Processing	\$30	Growth	
1/30/18	φιορ	Networks	\$21	Series A	NEA
1/25/18	StoneHub	POS Devices / Solutions	\$5	Series A	Vertex Venture Holdings 样峰投资
1/24/18	Appetize	POS Devices / Solutions	\$20	Series B	
1/22/18 Transaction Profiled	PAYTRONIX	POS Devices / Solutions	\$65	Growth	Great Hill PARTNERS
1/18/18 Transaction Profiled	🔝 Ledger	Payment Processing	\$75	Series B	draper esprit

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Source: Capital IQ, Pitchbook and Media Reports

Financing Transaction Activity Summary

Date	Target	Sector	Amount (\$mm)	Туре	Key Investor(s)
1/15/18	Razorpay	Payment Processing	\$20	Series B	TIGER Type Unite Hanagemen, LLC
1/10/18	Petal	Networks	\$13	Series A	VALAR
1/9/18	Finexio	Payment Processing	\$4	Series A	PARKWAY
1/5/18	 ← Coinify 	Payment Processing	\$5	Venture	NORDIC ELE
12/20/17	Passport	Payment Infrastructure	\$43	Series C	BainCapital
12/15/17	zlien	Payment Infrastructure	\$10	Series B	S3 Ventures
12/14/17	¢ AIRWALLEX	Payment Infrastructure	\$6	Venture	SquarePeg
12/13/17	iZettle	POS Devices / Solutions	\$47	Growth	AP-FONDEN dawn.
12/6/17	bitpay	Payment Processing	\$30	Series B	AQUILINE CAPITAL PARTNERS LLC
12/5/17	worldremit	Prepaid / Money Transfer	\$40	Growth	LEAPFROG
11/27/17	radius	Networks	\$150	Growth	
11/21/17	O YAPSTONE ⁻	Payment Processing	NA	Series C	Undisclosed Investors

Source: Capital IQ, Pitchbook and Media Reports

Key Financing Deal Profiles

Paytronix raises \$65 million in growth funding

Target Company Overview

PAYTRONIX

Paytronix Systems, Inc. is a provider of SaaS customer experience management solutions (loyalty, reward, gift, mobile applications and data insights) for restaurants and convenience store brands. Paytronix was founded in 2001 and is headquartered in Newton, Massachussets.

Services Offered

Paytronix provides reward program solutions to restaurants and retailers. Its proprietary guest engagement platform helps clients manage and increase guest spend. The company offers EXPRESS Pilots, a reward program software with a campaign and messaging module, mobile applications, and data insights to help companies minimize integration time and costs during the pilot phase.

Ledger raises \$75 million in Series B funding

Target Company Overview

Ledger

Ledger SAS makes USB dongles that contain a chip for safely storing and carrying cryptocurrency passwords. The company was incorporated in 2011 and is based in Paris, France.

Financing Details

Great Hill

Paytronix received \$65 million in a growth funding round on January 22, 2018. The transaction included participation from investor Great Hill Partners, LLC. This is the company's first funding round.

Use of Funds

Paytronix will use the proceeds to accelerate its business growth by expanding its product suite, geographic footprint, and market focus.

Financing Details

draperesprit

Ledger received €61 million (\$74.7 million) in Series B funding from a consortium led by new investor Draper Esprit plc on January 18, 2018. The consortium included eminent investors Draper Associates, Draper Dragon, Boost VC, CapHorn Invest - Société de Gestion, Digital Currency Group, and GDTRE. This is Ledger's third funding round and the company has received a total funding of \$83.7 million till date.

Services Offered

Ledger's flagship products are Proton, a NFC/USB hardware wallet that allows mobile transaction signing on an Android phone; and Blue, a NFC/Bluetooth low energy (BLE) hardware wallet. The company also provides a Google Chrome application to help users configure and use bitcoin wallet and an API to leverage the wallet and facilitate third party integration.

Use of Funds

Ledger will use the proceeds to significantly scale up its operations as demand for its products increases sharply. The funds will be used to pay for hiring, research and development, and financing the company's expansion.

IPO Activity Summary

Company	IPO Date	Amount Raised (\$mm)	IPO Price	Current Market Price	Total Return	
pagseguro	1/23/18	\$2,265	\$21.50	\$33.30	55%	
• boku	11/14/17	\$59	\$0.70	\$1.10	57%	
MCASH	10/31/17	\$22	\$0.10	\$0.20	100%	
🞒 shopify	5/18/17	\$501	\$91.00	\$136.70	50%	
Square	11/18/15	\$243	\$9.00	\$46.00	411%	
⊚ world pay	10/15/15	\$3,341	\$3.71	\$82.00	2,110%	
First Data.	10/14/15	\$2,560	\$16.00	\$15.50	(3%)	
🂮 cpi card group	10/08/15	\$150	\$10.00	\$2.56	(74%)	
PayPal	7/6/15	\$3,971	\$34.50	\$78.80	128%	
	6/18/15	\$100	\$14.00	\$37.20	166%	
	3/6/14	\$168	\$16.00	\$16.30	2%	
Quotient	11/10/13	\$416	\$1.89	\$13.65	622%	
V 20	5/2/13	\$213	\$17.00	\$1.10	(94%)	
BLACKHAWK	4/18/13	\$230	\$23.00	\$44.70	94%	

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Source: Capital IQ and Pitchbook Market data as of March 2, 2018



Update from Compass Point, February 2018



We believe ADS is entering 2018 with a much better outlook for its operating performance relative to 2017. First, is an improved credit outlook. Management guided to a charge-off rate in 2018 of 6%, flat when compared to 2017, but significantly improved from the 90 bps YoY increase seen in 2017. The more favorable credit outlook is supported by some credit tightening in 2016, surpassing the anniversary of lower recovery rates in early 2017, purchase accounting marks on the Signet portfolio, and using the storms to pull forward some accounts into charge-off. Payment rates in the master trust also suggest more credit stability in 2018.

Update from JPMorgan, January 2018



Earlier this week, Vantiv completed its acquisition of Worldpay for ~\$12bn in cash and stock, creating the world's largest global merchant acquirer (based on transactions), branded as Worldpay. We like the combination, despite near-term EPS dilution, as it (1) creates significant scale, a key competitive advantage in the payment processing space, (2) increases exposure to faster-growing verticals like ecommerce and integrated payments, which we estimate will represent about 1/3rd of combined revenues, (3) adds a valuable payment platform built for underserved cross-border merchants, capable of processing payments in >140 countries and >120 currencies, and (4) offers considerable cost synergy opportunities (>\$200M in the first three years or ~12% of acquired revenue) to fuel high-teens compounded EPS growth through 2020.

Update from JPMorgan, February 2018



We are upping our estimates to reflect solid 4Q results and a lower tax rate net of incremental investments. Premium revenue growth of 18% (FXN) should be commended, giving MA freedom to invest and sustain coveted double-digit revenue growth in the foreseeable future. Higher estimates push our price target up to \$192, and given the healthy macro backdrop, a healthy backlog, and pipeline, we continue to like the momentum in the business and maintain our Overweight rating.

Update from SunTrust Robinson Humphrey, February 2018



The company's diversified geographic footprint, strong technology and impressive scale should allow it to take share in the increasingly competitive and mature FI outsourcing market. As a result, FIS should sustain roughly average organic revenue growth while delivering modest margin expansion. We view Fidelity as the better positioned of the two public FI outsourcers, owing to its geographic diversification, big-FI exposure and relative lack of reliance on next-generation technology for top-line expansion. These factors, and the shares' meaningful relative valuation discount, make us constructive for long-term investors.

Update from Oppenheimer, February 2018



FISV has a highly attractive business model and maintains strong core bank technology market share (~40%). We anticipate gradual acceleration in organic growth, sustained annual margin expansion, and capital deployment benefits. The bank end market continues to normalize, and bank technology spending growth should continue to track toward mid single digits annually. We believe FISV is well positioned for sustained double-digit EPS and FCF/share growth. FISV trades at ~19x our CY19E EPS, which we view as fairly valued. We would not preclude the possibility of the shares pausing while fundamentals catch up to valuation.



The coverage universe for various sectors is as follows:

1	Payments:	ADS, FLT, ENXTPA:EDEN, WEX, FIS, FISV, JKHY, ACIW, EPAY, V, MA, AXP, PYPL, SHOP, ENXTAM:GTO, DBD, CATM, MB, EVRI, PMTS, BOVESPA:CIEL3, FDC, GPN, TSS, VNTV, SQ, LSE:WPG, XTRA:WDI, ENXTPA:WLN, DLX, LSE:PAYS, TSE:3769, QIWI, EVTC, LSE:PAY, UEPS, NEWT, JTPY, ENXTPA:ING, NCR, SZSE:002152, PAY, SEHK:327, AIM:SCH, PAR, WU, EEFT, HAWK, GDOT, MGI, ASX:OFX, PLPM
2	Bank Technology Solutions:	FIS, FISV, JKHY, SWX:TEMN, BSE:532466, TSE:6457, QTWO, SGX:5CP, EPAY, OTCPK:CSVI, BSE:538835, SWX:CLXN, AIM:MONI, LSE:EXPN, EFX, TRU, OM:IJ, FICO, FNF, ZG, CSGP, ELLI, CLGX, BKFS, LSE:ZPG, STC, TSX:REAL, ASPS, REIS, ENXTAM:WKL, PEGA, DNB, ENXTPA:SOP, WSE:ACP, MITK, AIM:SQS, NTWK, INTC, IBM, AXP, PYPL, FDC
3	Specialty Finance / Alternative Lending:	NAVI, NNI, PRAA, ECPG, PRGX, PFMT, ASFI, CIT, CACC, NEWS, MRLN, TSX:CHW, ASX:ZML, CPSS, COF, SYF, DFS, SLM, LSE:PFG, SC, OMF, FCFS, AAN, LSE:TCS, SGBK, WRLD, LSE:IPF, TBBK, EZPW, RM, OB:MONO-ME, ATLC, URI, AL, TSX:EFN, TGH, RCII, ASX:FXL, CAI, FLY, NSM, CASH, PHH, PFSI, OCN, WAC, LC, TREE, YRD, DB:FRU, ENVA, XRF, ELVT, ONDK, DB:MBC
4	Securities:	BGCP, LSE:NXG, LSE:IGG, IBKR, ENXTAM:FLOW, KCG, VIRT, ITG, ENXTPA:VIL, INTL, SWX:CFT, BMV:FINAMEX O, WFC, BAC, C, LSE:HSBA, ASX:CBA, TSX:RY, TSX:TD, ENXTPA:BNP, USB, AXP, LSE:LLOY, PNC, ASX:NAB, TSX:BMO, LSE:BARC, SEHK:11, LSE:RBS, SGX:D05, TSX:CM, NSEI:ICICIBANK, MTB, BIT:MB, UMBF, LSE:CBG, FII, NSEI:IIFL, XTRA:COM, CME, ICE, SEHK:388, XTRA:DB1, LSE:LSE, BOVESPA:BVMF3, NDAQ, CBOE, ASX:ASX, SGX:S68, ENXTPA:ENX, BME:BME, TSX:X, SPGI, TSX:TRI, MCO, INFO, MSCI, FDS, ENXTPA:FIM, MORN, NSEI:CRISIL, VALU, JPM, GS, MS, SWX:UBSG, DB:DBK, SWX:CSGN, ASX:MQG, TSE:8604, RJF, LAZ, SF, PJC, GHL, COWN, AMEX:LTS, AIM:NUM, JMP, BLK, BK, BEN, NTRS, AMP, TROW, IVZ, LSE:HL., LSE:INVP, JHG, AB, CNS, WDR, APAM, WETF, VRTS, SCHW, AMTD, ETFC, MKTX, TSE:8628, AIM:PLUS, TSE:8698, YIN, LSE:CMCX, SWX:SQN, GCAP, GLBR, STT, BR, SEIC, ASX:CPU, DST, LPLA, LSE:TCAP, FNGN, ENV, LSE:SNN, ASX:BVS, ENXTAM:KA, SSNC, CPSE:SIM, LSE:ALFA, ASX:IRE, LSE:FDSA, AIM:FDP, ENXTPA:LIN, AIM:SOG
5	Insurance:	LSE:REL, VRSK, DNB, ACXM, MMC, AON, WLTW, AJG, BRO, LSE:JLT, MET, PRU, CI, TSX:MFC, AFL, LSE:AV., TSX:GWO, TSX:SLF, LSE:LGEN, PFG, LNC, SWX:SLHN, LSE:SL., ENXTAM:AGN, TMK, PRI, ANAT, LSE:HSD, DB:ALV, ENXTPA:CS, AIG, SWX:ZURN, ALL, AFG, GNW, LSE:MONY, RATE, EHTH, ASX:ISU, QNST, CB, TRV, PGR, HIG, CINF, LSE:RSA, THG, MCY, SIGI, EIG, STFC, MKL, WRB, AIZ, AWH, PRA, AFSI, RLI, AGII, OB, NAVG, AMSF, GBLI, GWRE, EBIX, SPNS, CRD.B, AMEX:MJCO, TSXV:SY, PN, FNF, ORI, FAF, STC
6	BPO:	ENXTPA:RCF, CVG, TTEC, SYKE, SRT, ESRX, ATHN, HQY, BOVESPA:QUAL3, MDRX, HMSY, QSII, CSLT, CPSI, RCM, ADP, PAYX, ULTI, WAGE, TNET, CSOD, NSP, BNFT, ACN, NSEI:TCS, CTSH, NSEI:INFY, DXC, BSE:507685, NSEI:HCLTECH, ENXTPA:CAP, ENXTPA:ATO, DOX, OTEX, NSEI:TECHM, CACI, EXLS, WNS, CALD, SYNT, BSE:532819, NSEI:HEXAWARE, VRTU, UIS, VDSI, LSE:MCGN, BIT:BET, TSX:GIB.A, LSE:CPI, G, BSE:526299, CSGS, BSE:532809, AIM:IBPO, PRGX
7	Financial Management Solutions:	INTU, LSE:SGE, BL, COUP, ASX:RKN, TYL, PEGA, ASX:TNE, QADA, AMSW.A, LSE:MCGN, NSEI:RAMCOSYS, ADP, PAYX, WDAY, ULTI, HRB, PAYC, WAGE, PCTY, CSOD, NSP, LSE:HRG
8	Analytics / IoT:	ORCL, DB:SAP, CRM, VMW, LSE:EXPN, OTEX, SPLK, DATA, FICO, XTRA:SOW, RP, NEWR, MSTR, CLDR, AYX, HDP, VERI, DWCH, GOOGL, MSFT, AMZN, KOSE:A005930, T, CMCS.A, VZ, QCOM, TMUS, HLSE:NOKIA, S, GRMN, LOGM, SLAB, IDCC, AMBA, GLOB, FIT, CTRL, GE, INTC, CSCO, DB:SIE, HON, TXN, TSE:6501, HPE, SWKS, RHT, ARW, PTC, ZBRA, CY, IRDM, TSX:SW, ORBC, CAMP, SSNI, IBM, LSE:REL, EFX, NLSN, VRSK, IT, TRU, DNB, TDC, CLGX, VRNT, ACXM, FORR, TSX:AIM, MATR
9	Healthcare Tech:	INOV, OMCL, VCRA, TRHC, STRM, CERN, DB:COP, MDRX, EVH, QSII, HSTM, AIM:EMIS, CPSI, COTV, HMSY, ATHN, AIM:CRW, RCM, SREV, UNH, AET, ANTM, HUM, CNC, WCG, NUAN, MMS, MOH, MGLN, GTS, HIIQ



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Mr. Koles has over 14 years of financial advisory experience including advising middle-market and multinational firms on merger and acquisition strategies and execution, restructurings and capital raises. Prior to founding Evolve Capital Partners, he worked at a number of leading investment banks in leadership roles focused on restructuring transactions. He started his career at Merrill Lynch as an investment banker in the corporate finance group.

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