

January 9, 2006

**FINANCIAL TECHNOLOGY PARTNERS LLC  
FTP SECURITIES LLC, MEMBER NASD / SIPC**

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



**VERUS**

*in its sale to*



**(LSE: SGE.L)**

*for total cash consideration of*

**\$325,000,000**

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**The Only Investment Bank  
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# Sage Group Acquires Verus Financial Management

FT Partners Advises on \$325,000,000 Sale of Top 5 Private Payment Processor<sup>(1)</sup>

## Transaction Overview

**Sale of Verus is the largest private ISO and second-largest merchant acquiring transaction in the last 7+ years**

**FTP also represented Lynk Systems in \$525mm sale to RBS in 2004, which was the largest private merchant acquiring M&A transaction**

**Sage's largest deal since 2000**

**Verus is a top 5 private merchant acquirer**

- Transaction announced on January 9, 2006
  - FT Partners served as exclusive strategic and financial advisor to Verus and its Board of Directors
  - Verus is a portfolio company of FTVentures, a prominent private equity firm focused on financial technology investments
  - Transaction represents the largest private ISO and second-largest private merchant acquiring M&A transaction in the last seven+ years
- Verus is one of the premier providers of credit, debit and gift card payment processing services to small and medium-sized enterprises (“SMEs”)
  - Top 5 private (top 10 overall) merchant acquirer with over 100,000 merchant clients and nearly \$10 bn in annual transaction volume
  - Strongest organic growth among top-tier merchant acquirers
- Sage Group plc (\$5.8 bn market cap<sup>(2)</sup>) is a leading, U.K. based provider of accounting and business management software to SMEs
  - Sage's Peachtree competes with Intuit in the U.S.
  - The Company has 4.7 million SME clients (2.4 million in the U.S.) and 23,000 reseller partners<sup>(1)</sup>
  - Verus adds highly complementary solutions to Sage's suite of product / service offerings to SMEs in the U.S.

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(1) Source: Nilson Report (April 2005), Sage filings.

(2) As of 12/30/05; data converted to U.S. \$ at exchange rate of \$1.723 / £.

# Sage Group Acquires Verus Financial Management

## Sage / Verus Combination Rationale

**With a market capitalization of \$5.8 billion<sup>(2)</sup>, Sage is the U.K.'s largest provider of business software**

### Transaction Rationale

- Sage's stated strategy is to acquire locally-developed point solutions in key regional markets, cross-sell products and up-sell services / support contracts to enhance margins
- The addition of Verus augments Sage's service offerings and allows the Company to compete head-to-head with Intuit in the payment processing sector
  - Intuit acquired Innovative Merchant Solutions, a competitor to Verus, in 2004
- The acquisition accomplishes several other strategic objectives for Sage, including:
  - Gains immediate, profitable presence in transaction-based merchant processing
  - Acquires over 100,000 potential new SME clients
  - Gains opportunity to cross-sell highly profitable and complementary payment processing services into existing customer base of nearly 2.5 million North American clients<sup>(1)</sup>
  - Adds seasoned management team with strong payment processing expertise and acquisition experience
- Sage has completed several acquisitions in the U.S. over the last several years including<sup>(1)</sup>:
  - Timberline (2003 – Financial / Operations Software for Real Estate and Construction Sectors)
  - Interact (2001 - CRM Software)
  - Best Software (2000 - Fixed Assets, Payroll, HR)
  - Peachtree (1999 - Accounting Software)

### Sage Acquisition History<sup>(3)</sup>

Year	Name	Value (\$ mm)	Country / Region
2006	Verus Financial Management	\$ 325	U.S.
	Adonix	137	France
2005	Logic Control	\$ 100	Spain
	Symfonia	19	Poland
	Simultan	17	Switzerland
	Cogestib	13	France
2004	ACCPAC	\$ 115	Canada
	FLS	18	U.S.
	C2G	10	France
2003	Softline	\$ 108	South America
	Timberline	104	U.S.
	SP Groupo	80	Spain
	Concept Group	11	France
2002	CPASoftware	\$ 14	U.S.
2001	Interact	\$ 274	U.S.
	Micro Information	20	U.S.
	Coala	19	France
	TAS Software	14	U.K.
2000	Best Software	\$ 445	U.S.
	Ubiquis	31	France
	Apex Software	24	Ireland
	CSM	14	U.K.
	Computer Resources	8	Ireland
	Adaptus	5	U.K.
	Hartley International	4	U.K.
1999	Peachtree	\$ 308	U.S.
	Tetra	131	U.K.
	Sesam	18	Switzerland
	Taxsoft	17	U.K.

(1) Source: Company filings

(2) As of 12/30/05; data converted to U.S. \$ at exchange rate of \$1.723 / £.

(3) Acquisition amounts calculated using average exchange rates for the years in which acquisitions occurred, with the exception of Best Software, which was disclosed in U.S. \$

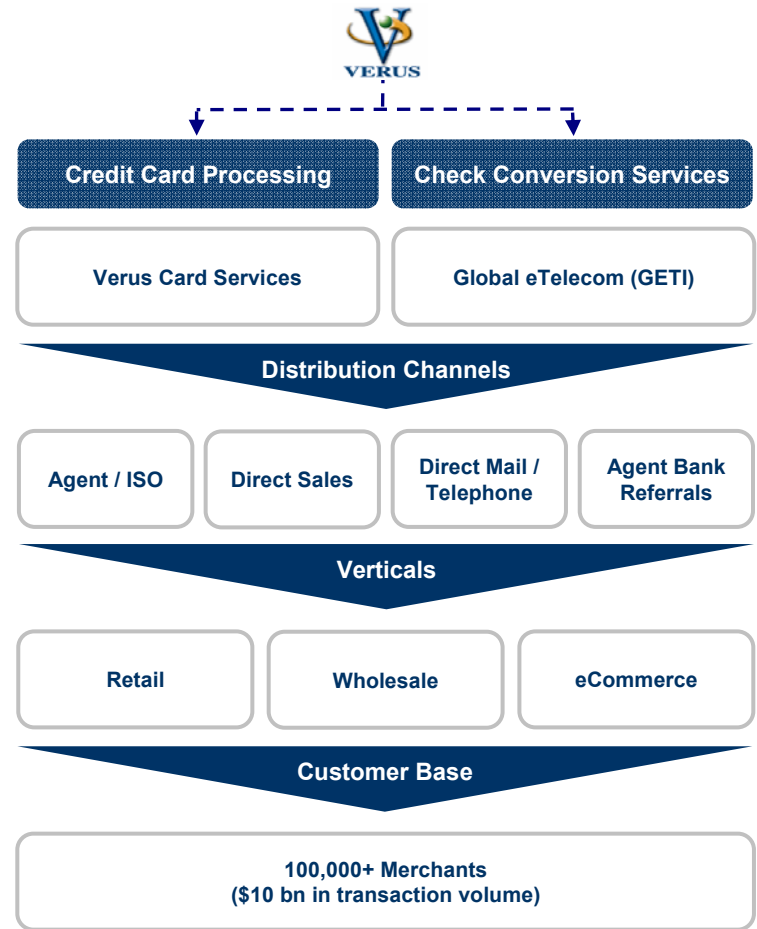
# Sage Group Acquires Verus Financial Management

## Verus is an End-to-End Provider of Merchant Payment Services

### Overview of Verus

- Verus is an end-to-end provider of merchant payment processing services to small and medium-sized merchants
  - Credit card processing, check processing and gift payment / loyalty cards
  - Deep, integrated and highly valuable / leveragable technology platform
- Top 10 non-bank merchant acquirer<sup>(1)</sup>
- Top 5 private merchant acquirer<sup>(1)</sup>
- Highest organic growth of top private acquirers
- Top 5 in check conversion business
- Top-tier payment gateway business
- Over 100,000 merchants
- Approaching \$10 bn in annual transaction volume
- Client retention rates among the highest in the industry

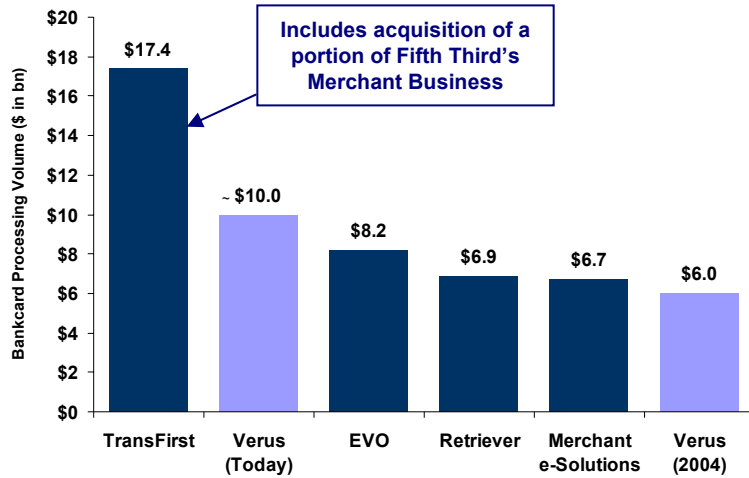
### Operational Overview



# Sage Group Acquires Verus Financial Management

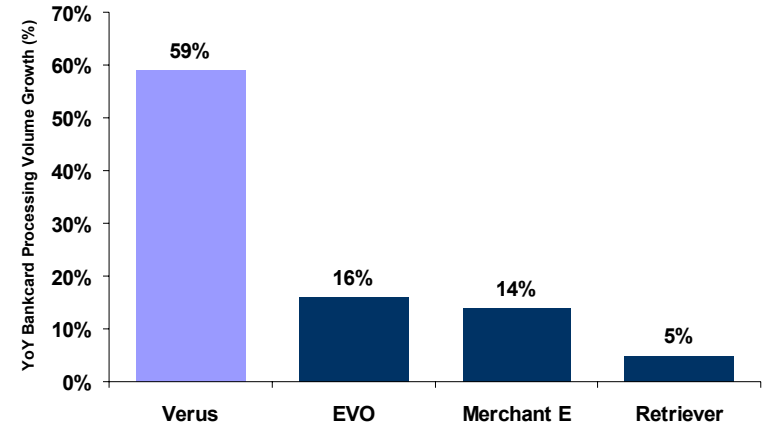
Fastest Growing, Top 5 Private Merchant Acquirer in the Sector

2004 Top 5 Non-Bank Merchant Acquirers<sup>(1)</sup>



*In 2004, Verus was ranked 5th largest among private non-bank merchant acquirers in terms of bank card processing volume*

2004 Organic Growth Rate<sup>(1)</sup>



*Verus experienced the highest organic bank card processing growth rate of any top 5 private non-bank merchant acquirer at 59% in 2004*

# Sage Group Acquires Verus Financial Management

## Overview of Sage Group plc

### Company Overview

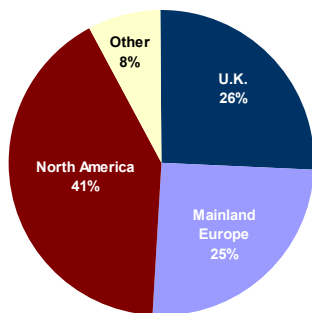
- Sage Group plc is a leading provider of accounting and business management software to small and medium-sized enterprises
  - Applications include HR, accounting, CRM, and fixed asset management
- Headquartered in the U.K., the Company has significant operations in Europe, North America, South Africa, India, Singapore and Australia
- Sage is highly acquisitive, having completed 20+ transactions since 2000

### Key Company Metrics

- Ticker: SGE.L
- Founded: 1981
- Headquarters: Newcastle, U.K.
- Group Employees: 10,000
- Market Cap.<sup>(1) (2)</sup>: \$ 5.8 bn
- 2006 P/E<sup>(1)</sup>: 20.7x
- 2007 P/E<sup>(1)</sup>: 18.7x
- 2005E Revenue<sup>(2)</sup>: \$ 1.3 bn
- 2006E Revenue<sup>(2)</sup>: \$ 1.5 bn

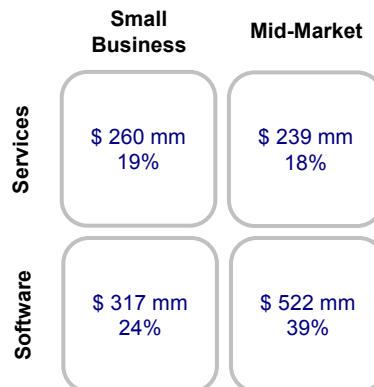
### Geographical Breakdown<sup>(2)</sup>

FY2005 Revenue by Geography

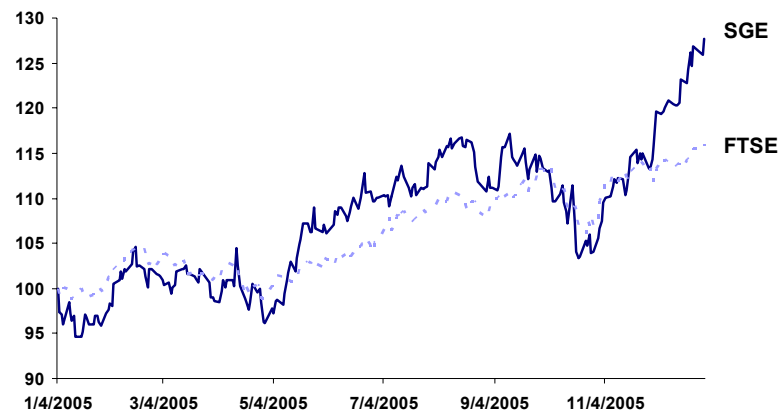


Total Revenue: \$ 1.3 bn

FY2005 Revenue Mix



### CY 2005 Year Stock Performance



(1) As of 12/30/2005.

(2) Data converted to U.S. \$ using exchange rate of \$1.723 / £.

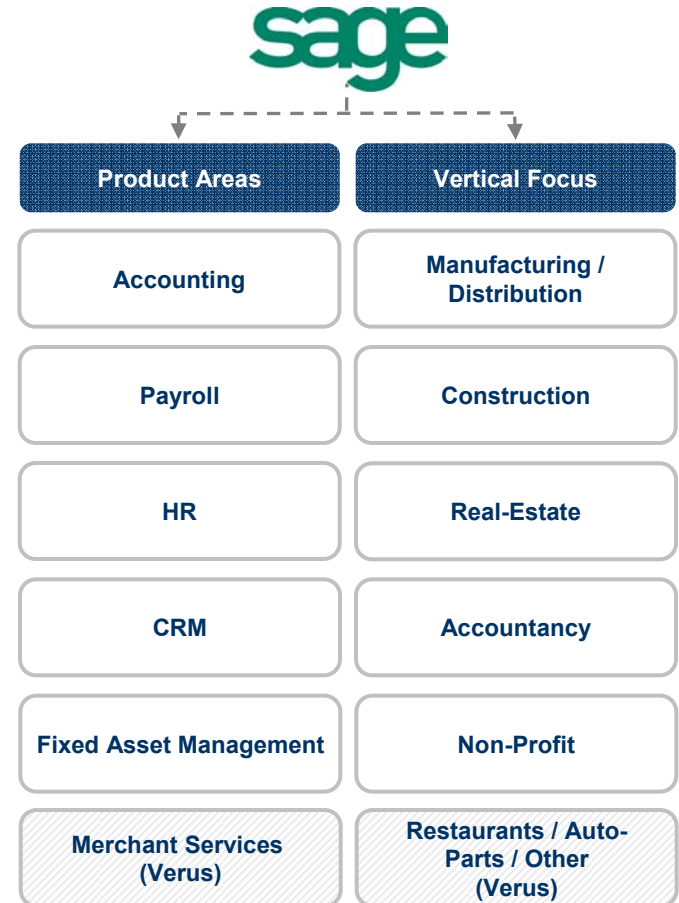
# Sage Group Acquires Verus Financial Management

## Overview of Sage Group plc

### Business Description

- Sage Group plc is a U.K.-based provider of accounting and business management software and services to 4.7 million small and medium-sized businesses worldwide
- Sage focuses on providing small enterprises with business management solutions designed to suit their local business environment
  - Product development, marketing and support services to customers within distinct geographic areas
- The Company's solutions enable SMEs to run their businesses more efficiently through automation
  - Compliance: greater assistance with account and payroll submissions
  - Automation / Outsourcing: services for transmitting book-keeping and payroll data
  - Reporting & Analytics: meeting rising demand for analysis and industry-specific tools
  - Customer Data: more sophisticated customer management and data sharing

### Solutions Overview



# Why CEOs and Boards Choose FT Partners

FT Partners is Advisor of Choice on the Most Significant Transactions in the Payments Sector

***FT Partners has advised on the two largest private merchant acquiring M&A transactions of the past 7+ years, as well as other mission-critical transactions***

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VERUS  
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sage  
(LSE: SGE.L)  
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Financial Technology Partners  
FTP Securities LLC

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



Lynk  
in its sale to



The Royal Bank  
of Scotland  
for cash consideration of

**\$ 525,000,000**



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PAY BY  
TOUCH™  
SOLUTIONS  
in its acquisition of



cardsystems™  
the power of the right solution



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Financial Technology Partners  
FTP Securities LLC

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



VeriFone™  
in its successful recapitalization

Senior Secured Revolving Credit Facility  
Senior Secured Term Loan  
Second Lien Loan

**\$ 292,000,000**



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



VeriFone™  
in its

**Initial Public Offering**

**\$ 177,000,000**



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Sole advisor on the largest private ISO and second-largest private merchant acquiring transaction in 7+years

Sole advisor in one of the largest financial technology transactions of the year

Lead advisor to the world's leading provider of biometric payment solutions

Financial and strategic advisor to the largest provider of electronic payment solutions globally in one of the largest recaps of the year

Lead financial and strategic advisor in one of 2005's top-performing IPOs, up 270% from inception