

January 2016

FINANCIAL TECHNOLOGY PARTNERS FTP Securities LLC

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



in its sale to



for a total consideration of

\$120,000,000

FINANCIAL
TECHNOLOGY
PARTNERS

Financial Technology Partners
555 Mission St., 23rd Floor
San Francisco, CA 94105

*The Only Investment Bank
Focused Exclusively on Financial Technology*

www.ftpartners.com



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Managing Partner
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GiftCards.com Sale to Blackhawk Network

FT Partners Advises on \$120,000,000 Sale of GiftCards.com

Transaction Overview and Rationale

Overview of Transaction

- On January 6, 2016, Omni Prepaid, LLC (“Omni”, “GiftCards.com”, or the “Company”) announced it has entered into a definitive agreement to be acquired by Blackhawk Network for \$120mm
- Headquartered in Pittsburgh, PA, Omni, which owns and is commonly referred to by its consumer-facing domain GiftCards.com, is a leading online provider of customizable, digital and physical gift card solutions for consumers and businesses of all sizes
- Blackhawk Network is a leading, multi-channel provider of prepaid gift, telecom and debit cards, and related prepaid products and payment services

Significance of Transaction

- Represents a highly attractive outcome for both Blackhawk Network and GiftCards.com
- GiftCards.com’s online leadership and expertise position Blackhawk Network to fully capitalize on the growing shift in preferences toward purchasing prepaid products on the web and via mobile devices
- By merging Blackhawk’s current e-commerce offerings and GiftCard.com’s distinctive assets, Blackhawk will be able to deliver the broadest selection of gift cards to current and future customers

FT Partners’ Role

- FT Partners served as exclusive strategic and financial advisor to GiftCards.com
- Transaction highlights FT Partners’ continued success advising leading companies and generating highly successful outcomes in the Payments space

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GiftCards.com Sale to Blackhawk Network

GiftCards.com at a Glance

Leading Online Provider of Customizable, Digital and Physical Gift Card Solutions for Consumers and Businesses of all Sizes

President & CEO

Jason Wolfe

Headquarters:

Pittsburgh, PA

Founded:

1999



- GiftCards.com manufactures and markets gift cards and reward cards online for consumers and corporate clients
- Offers personalized gift cards, greeting cards, discounted gift cards, group gifting cards, virtual gift accounts, corporate reward cards, general purpose reloadable cards, and mobile version cards

Corporate

- Corporate gift, rewards and loyalty cards under the OmniCard brand name
- Diverse product offering including ability for any company to White Label gift cards with brand name and logo
- Serve businesses of all sizes, from local small businesses to 25% of the Fortune 500, in the U.S. and Canada

Consumer

- The leading website and mobile site for all things gift cards and e-gift cards
- Top “gift card” related online search result
- The widest product offering available
- Well positioned for gift card market’s growing migration from offline to online

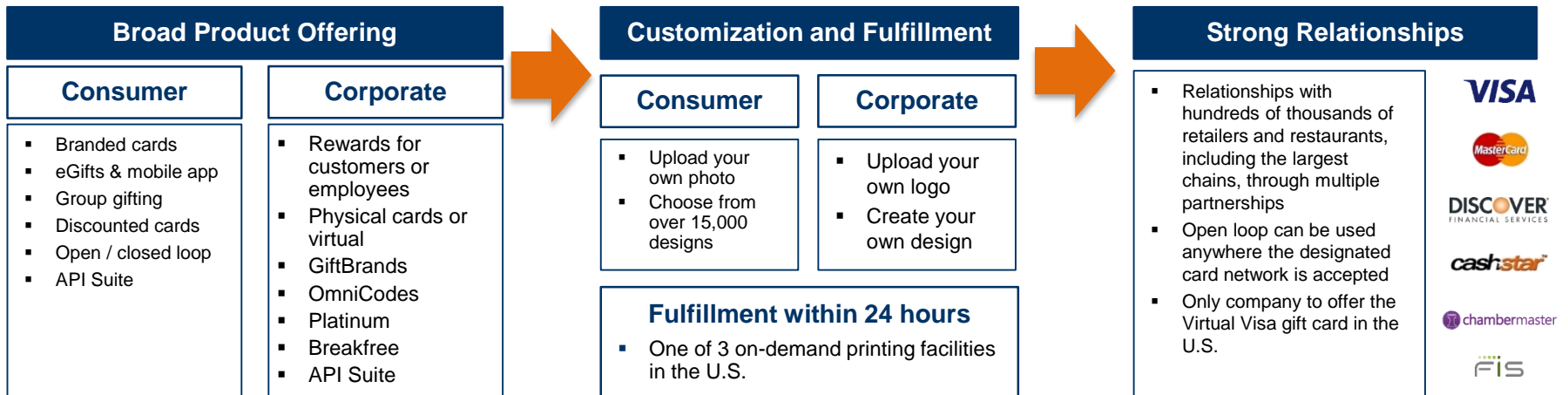


GiftCards.com Sale to Blackhawk Network

GiftCards.com Highlights

Key Highlights

- Leading Online Search Results for 'Gift Card' Related Terms
- Frictionless Consumer and Corporate Experience via Proprietary Technology Platform
- Full Service Offering with Highly Customizable Products
- In-House On-Demand Fulfillment Center Minimizes Turnaround Time and Maximizes Flexibility
- Highly Scalable Business Model with Attractive Industry Trends





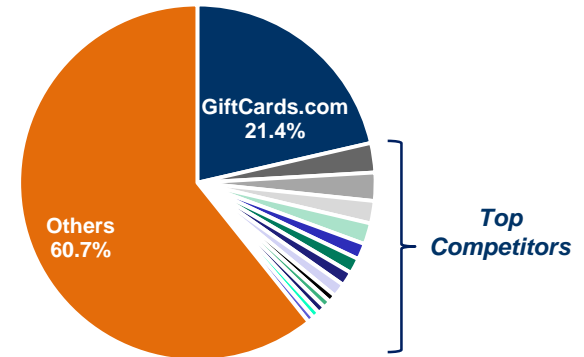
GiftCards.com Sale to Blackhawk Network

Strong SEO Leadership

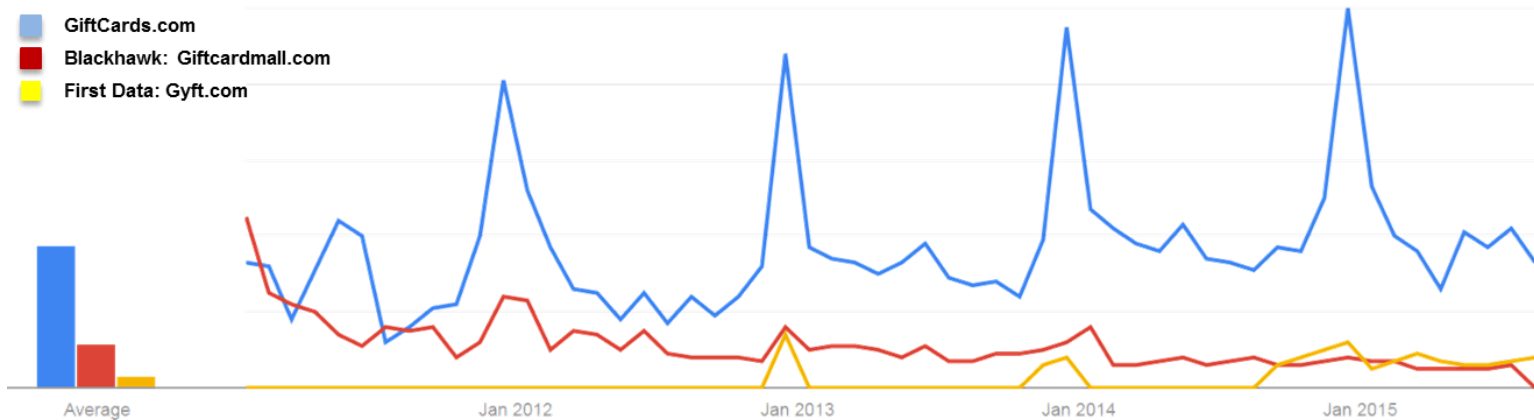
SEO Leadership

- GiftCards.com is the leading non-ad result in web searches for “gift card” versus competitors
- GiftCards.com has also consistently led the industry in search interest

Top Result for Gift Card Related Online Searches⁽¹⁾



Google Trends Search Term Interest⁽²⁾ (January 2011 – August 2015)



Notes:

(1) seoClarity; Of the 1,750 most popular terms for “gift cards”, GiftCards.com ranks #1 21.4% of the time.

(2) Google Trends, June 2015; Indicates how many searches have been done for the respective term compared to the total number of Google searches completed during that time.

GiftCards.com Sale to Blackhawk Network

Blackhawk Network – Company Overview

Blackhawk Network Overview

President & CEO Bill Tauscher

Market Cap \$2,328 mm

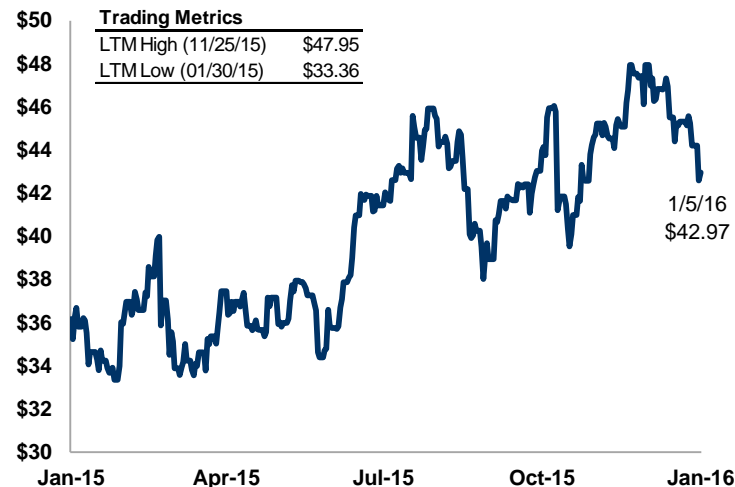
Headquarters: Pleasanton, CA

Founded: 2001

- Blackhawk Network provides a range of prepaid gift, telecom, and debit cards; and related prepaid products and payment services
- The Company also provides prepaid financial services products, such as general purpose reloadable (GPR) cards comprising Green Dot and NetSpend branded cards, as well as PayPower; and Reloadit
- Blackhawk distributes its products through grocery, convenience, specialty, and online retailers in the Americas, Europe, Africa, Australia, and Asia






LTM Stock Price Performance



Financial Summary

(\$ in mm)	Fiscal Year Ended December 31,		
	FY13A	FY14A	FY15E
Revenue	\$1,138.1	\$1,445.0	\$1,797.0
% Growth	18.7%	27.0%	24.4%
Adjusted EBITDA	\$114.2	\$144.6	\$193.6
% Margin	10.0%	10.0%	10.8%
Adjusted EPS	\$1.09	\$1.77	\$2.32

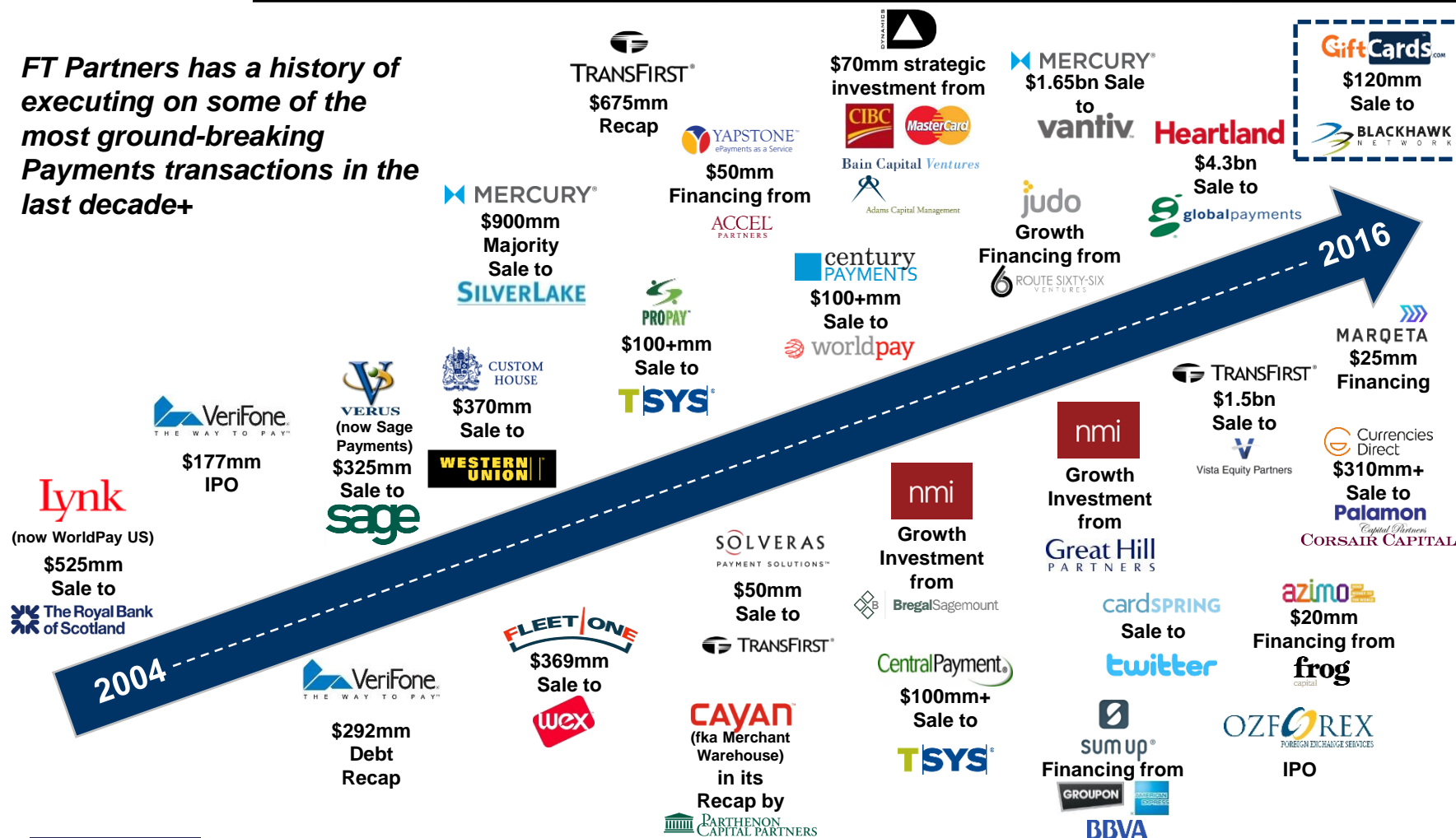
Selected Acquisition History

Announce Date	Target	EV (\$ in mm)	Description
10/22/15	 DIDIX gifting & promotions	\$41	Develops gifting and promotion products, including BioscoopCadeau and RestaurantCadeau
06/11/15	 Achievers	110	Provides cloud-based employee recognition and rewards solutions
09/15/14	 GiftCardLab	NA	Operates an online gift cards store

Overview of FT Partners

Timeline of Selected FT Partners Payment Processing Transactions

***FT Partners has a history of
executing on some of the
most ground-breaking
Payments transactions in the
last decade+***



Overview of FT Partners

FT Partners is the Leader in Financial Technology Investment Banking

Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its role as
strategic and financial advisor to

Heartland
in its sale to

globalpayments
for total consideration of

\$4,300,000,000

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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 approximately

\$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

MERCURY®
in its approximately 60% majority sale to

SILVERLAKE
for aggregate consideration of approx.

\$ 900,000,000

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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its sole and exclusive
role as strategic and financial advisor to

nmi
in its major growth investments by

**Great Hill
PARTNERS**

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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

avidxchange
in its Series E minority financing from

Bain Capital Ventures
FOUNDRY GROUP **TPG** **KeyBank** **myca**
for total consideration of

\$ 225,000,000

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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

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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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its exclusive role as advisor to

CIBC
in its strategic investment in

with additional participation from
Bank of America

\$70,000,000

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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

VERUS
in its sale to

sage
for cash consideration of approximately

\$ 325,000,000

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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

CentralPayment
in its Strategic Investment by

TSYS®
for total consideration of approximately

\$ 100,000,000+

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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

FLEET ONE
in its cash sale to

wex
for total consideration of approximately

\$ 369,000,000

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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

nmi
in its growth investment by

BregalSagemount
for a total valuation of nearly

\$ 200,000,000

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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

**century
PAYMENTS**
in its sale to

WorldPay
a portfolio company of

Advent International **BainCapital**

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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its role as
strategic and financial advisor to

TRANSFIRST
in its cash sale to

Vista Equity Partners
from

WCAS

\$1,500,000,000

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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its exclusive role as
sole debt capital advisor to

**jack henry
& ASSOCIATES INC.**
in its acquisition of

iPay Technologies
for total consideration of approximately

\$ 300,000,000

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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its sole and exclusive
role as strategic and financial advisor to

YAPSTONE
POWERING PAYMENTS
in its sale to

**ACCEL
PARTNERS**
for total consideration of approximately

\$ 50,000,000

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Financial Technology Partners LP
FTP Securities LLC
is pleased to announce its role as lead
strategic and financial advisor to

TRANSFIRST®
in its debt financing co-led by

**Bank of America Merrill Lynch
Deutsche Bank
GE Capital**
issuing

\$ 675,000,000

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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

PROPAY
in its sale to

TSYS®
issuing

\$ 100,000,000+

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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

lynk
in its sale to

**The Royal Bank
of Scotland**
for cash consideration of approximately

\$ 525,000,000

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Overview of FT Partners

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



M&A Advisor Awards

- | | |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2015 | <ul style="list-style-type: none"> ■ Dealmaker of the Year ■ Technology Deal of the Year |
| 2014 | <ul style="list-style-type: none"> ■ Equity Financing Deal of the Year ■ Professional Services Deal of the Year, Above \$100mm |
| 2012 | <ul style="list-style-type: none"> ■ Dealmaker of the Year ■ Professional Services Deal of the Year, Above \$100 mm |
| 2011 | <ul style="list-style-type: none"> ■ Boutique Investment Bank of the Year ■ Deal of the Decade ■ <i>10 Deal of the Year Nominations Across 9 Categories</i> |
| 2010 | <ul style="list-style-type: none"> ■ 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 | <ul style="list-style-type: none"> ■ 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
Institutional Investor
Annual Ranking

- | | |
|-----------|--------------------------------------------------------------------------------------------|
| 2015 | ■ Steve McLaughlin ranked #4 in Institutional Investor's FinTech 35 List |
| 2006-2008 | ■ Consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology |



WINNER
**Middle Market
Financing Awards**

- | | |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2008 | <ul style="list-style-type: none"> ■ Equity Financing Dealmaker of the Year – Steve McLaughlin ■ Information Technology Deal of the Year ■ Financial Services Deal of the Year |
| 2006 | <ul style="list-style-type: none"> ■ Financing Professional of the Year – Steve McLaughlin ■ <i>Financing Deal of the Year - Equity</i> ■ <i>Financing Deal of the Year - Debt</i> |

FINANCIAL
TECHNOLOGY
PARTNERS

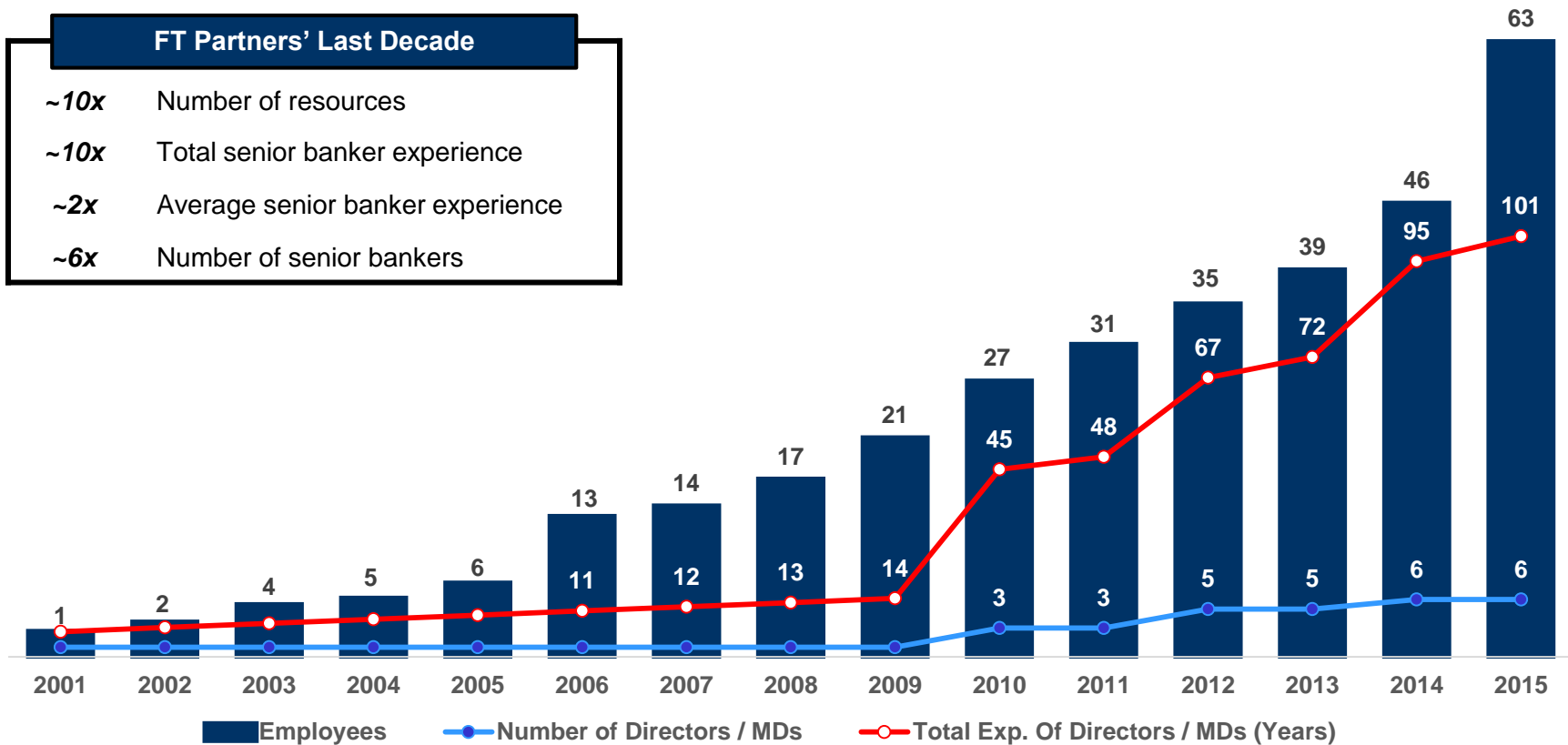
Note: **Bold** represents awards that FT Partners has won, *italics* represents nominations.

Overview of FT Partners

Platform of Choice for Clients and Bankers Alike

FT Partners' Last Decade

- ~10x Number of resources
- ~10x Total senior banker experience
- ~2x Average senior banker experience
- ~6x Number of senior bankers






Avg Years of Director / MD Experience

6 7 8 9 10 11 12 13 14 15 16 13 14 16 17

Overview of FT Partners

The FT Partners Senior Banking Team

Name / Position	Prior Background	Experience / Education	Years of Experience
Steve McLaughlin <i>Founder, CEO and Managing Partner</i>		<ul style="list-style-type: none"> Formerly with Goldman, Sachs & Co. in New York and San Francisco from 1995-2002 Formerly Co-Head of Goldman Sachs' Financial Technology Group (#1 market share) Wharton M.B.A. 	21
Larry Furlong <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly with Goldman, Sachs & Co. in New York, London and Los Angeles beginning in 1995 Wharton M.B.A. 	21
Greg Smith <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly award winning Equity Research Analyst at Merrill Lynch / J.P. Morgan / Sterne Agee Recent coverage included V, MA, DFS, TSS, GPN, HPY WU, EEFT, DST, ENV, FISV & FIS among others 	20
Tim Wolfe <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly with Goldman, Sachs & Co. beginning in 2000 40 Under 40 M&A Advisor Award Winner 2013 Harvard M.B.A. 	14
Andrew McLaughlin <i>Managing Director, Research & Business Development</i>		<ul style="list-style-type: none"> Leads FT Partners' Research and Business Development Team Formerly with Deloitte Consulting 	10