

May 28, 2013

FINANCIAL TECHNOLOGY PARTNERS LP FTP SECURITIES LLC

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



sum up[®]

in its financing, including investment from



Financial Technology Partners
601 California St., 22nd Floor
San Francisco, CA 94108
Tel: 415.512.8700
Fax: 415.512.8701



The Only Investment Bank
Focused Exclusively on Financial Technology
www.ftpartners.com

Steve McLaughlin
Managing Partner
Tel: 415.512.8704
Fax: 415.358.5620
steve.mclaughlin@ftpartners.com
www.ftpartners.com

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SumUp Financing

FT Partners Advises SumUp on its Financing

Transaction Overview and Rationale

Overview of Transaction

- On May 28, 2013, SumUp announced a double-digit million Euro financing with participation from Groupon (NasdaqGS: GRPN) and American Express (NYSE: AXP)
- Existing investors also participated in the round
- SumUp is an international provider of mobile payments acceptance solutions for smartphone and tablet users
- Groupon is a leading daily deals marketplace that connects merchants to consumers, with an international presence in 47 countries
- American Express is a leading global card scheme

Significance of Transaction

- The investment further validates SumUp's offering and the increasing importance of mobile payments globally
- Provides SumUp with additional capital to support continued expansion into new territories and strengthen its technological leadership position
- Capital will allow SumUp to further build out its end-to-end payment solution, which encompasses a proprietary and certified payments gateway as well as proprietary hardware and operations systems
- Funds will also be used to support the development of new services, which will further revolutionize the point of sale and build an ecosystem that connects merchants and consumers

FT Partners' Role

- FT Partners served as the exclusive strategic and financial advisor to SumUp and its investors
- FT Partners leveraged its deep industry expertise to provide critical advisory services throughout the transaction
- Underscores FT Partners' continued success in advising a broad range of top-tier Payments companies

SumUp's financing demonstrates FT Partners' continued ability to deliver outstanding results to its leading payments and financial technology clients

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SumUp Financing

SumUp Overview

SumUp is a revolutionary provider of mobile payments acceptance solutions globally

SumUp Company Overview

CEO & Co-Founder:	Daniel Klein
Headquarters:	Dublin, Ireland
Founded:	2011
Service Launched:	August 2012
Countries Served:	11

Company Description

- SumUp is an international provider of mobile payments acceptance solutions for smartphone and tablet users, allowing merchants to accept payments in 11 countries
- The Company is headquartered in Dublin, Ireland, with major offices in Berlin, London, Madrid and Milan, as well as other supporting offices worldwide
- Management team has experience building large, world-class technology and payments organizations, including Skrill, Ingenico, CityDeal.de amongst others

Industry Leading Solutions

- SumUp offers a free mobile card reader with a simple, low transaction fee of 2.75% and no setup or monthly fees
- Users are able to start accepting all major card types within minutes after signing up with a free app available for Apple and Android smartphones and tablets
- The Company's end-to-end payment solution encompasses a proprietary and certified payments gateway as well as proprietary hardware and operations systems
- SumUp recently was named 'Best of Show' at FinovateEurope 2013, where the Company showcased 'SumUp Pay', a consumer app that allows frictionless mobile payments

International Presence / Key Partnerships

- SumUp initially launched its services in August 2012 in the UK, Germany, Ireland and Austria
- The Company quickly expanded its global footprint opening services in the Netherlands, Spain and Italy in November 2012 and in France, Portugal and Belgium in December 2012
- SumUp is integrated with several strategic partners, including TAXI.de, a taxi hailing app, and Top Reparatur, a platform used by 10,000 artisans and repair people
- Recently, in May 2013, SumUp launched services in Russia and announced a partnership with Svyaznoy Bank, one of Russia's leading retail and financial conglomerates
 - Svyaznoy sells 30% of all smartphones in Russia through its retail network of nearly 3,000 stores
 - Svyaznoy Bank is one of Russia's largest issuing and transacting banks





SumUp Financing

Groupon Overview

Groupon Company Overview

Interim Co-CEOs:	Ted Leonsis / Eric Lefkofsky
Headquarters:	Chicago, IL
Founded:	2008
Employees:	11,400
Mkt. Cap:	\$4.77 bn ⁽¹⁾

Selected Acquisition / Private Placement Summary

Announce Date	Target
2/11/2013	 / 
1/11/2013	 (glassmap)
12/31/2012	
10/21/2012	
9/30/2012	
9/24/2013	 / 
5/29/2012	 <small>POINT OF SALE</small>

Company Description

- Groupon (NasdaqGS:GRPN) is a leading daily deals marketplace that connects merchants to consumers
- **Merchant Partners:**
 - Works with local, national and online merchants in 175 North American markets and 47 countries
 - Offers merchant services through Groupon Works including Groupon Payments, Groupon Rewards, Groupon Scheduler and Groupon Custom Campaigns
- **Marketing:**
 - Online marketing represents the Company's largest operating expense and consists of search engine marketing, display advertisements, referral programs and affiliate marketing
 - Sales force includes over 5,000 inside and outside merchant sales representatives who build merchant partner relationships and provide local expertise
- **Marketplace:**
 - Local commerce marketplace where customers can purchase Groupons for a variety of services and products including:
 - *Featured Daily Deals* – daily deals by email to subscribers using targeting technology
 - *National Deals* – national merchant partners
 - *Groupon Now!* – on-demand, close proximity offers
 - *Groupon Goods* – vouchers for products
 - *Groupon Getaways* – travel partner offers
 - *GrouponLive* – partnership with LiveNation

SumUp Financing

American Express Overview

American Express Company Overview

CEO:	Kenneth Chenault
Headquarters:	New York, NY
Founded:	1850
Employees:	63,500
Mkt. Cap:	\$82.69 bn ⁽¹⁾

Selected Acquisition / Private Placement Summary

Announce Date	Target
4/5/2013	
3/11/2013	
1/23/2012	
8/21/2012	
6/15/2012	
10/17/2011	
9/21/2011	

Company Description

- American Express (NYSE:AXP) is a leading global card scheme offering services in 160+ countries
 - “Closed-loop” network manages both the acquiring relationship with merchants and the card-issuing relationships with consumers and banks
- **Products and Services:**
 - Charge and credit payment card products
 - Travel-related services for consumers and businesses around the world
- **Key Business Segments:**
 - *U.S. / International Card Services* – offers a broad set of corporate and consumer card products globally
 - *Global Network and Merchant Services* – provides point-of-sale solutions and multi-channel marketing programs to merchants, and licenses the American Express brand for third-party card issuers
 - *Global Commercial Services* – provides expense management and travel services to companies and organizations worldwide
- **Revenue Channels:**
 - *Discount Revenue* – Fees generally collected from merchants when card members use their cards
 - *Net Card Revenue* – Fees collected from cost of annual card-membership
 - *Travel Commissions* – Transaction and management fees for airline and other travel-related expenses
 - *FX Revenues* – Fees collected primarily on foreign exchange conversions
 - *Interest on Loans* – Collection of the interest owed on outstanding credit balances



FT Partners Overview

FT Partners Advises Mobile Payments Leader ProPay on its Strategic Sale to TSYS

Transaction Overview and Rationale

Overview of Transaction

- On November 15, 2012, ProPay announced its proposed sale to TSYS
- ProPay is a leading provider of technology-enabled payment processing solutions for organizations ranging from small, home based entrepreneurs to multi-billion dollar enterprises
- TSYS provides electronic payment processing and other services to card-issuing and merchant acquiring institutions in the United States and internationally
- The terms of the transaction were not disclosed; TSYS expects to close the transaction in late 2012

Significance of Transaction

- The acquisition positions TSYS to capitalize on the explosive growth of mobile payments and more effectively compete in the small and micromerchant segment
- ProPay also provides TSYS with a new, highly leverageable sales channel designed to access the growing micromerchant market through its direct selling and other affiliate partnerships
- The acquisition positions ProPay to pursue additional growth opportunities and further scale the business by leveraging TSYS' strategic relationships, processing capabilities and expertise in the sector

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to ProPay in its sale process
- Highlights FT Partners' unparalleled capability of helping companies in the Payments sector find the best strategic partners and achieve favorable outcomes for stakeholders
- Underscores FT Partners' continued success in advising a broad range of top-tier Payments companies



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FT Partners Overview

FT Partners Advises on Strategic Growth Investment in SquareTrade

Transaction Overview and Rationale

Overview of Transaction

- SquareTrade has entered into an agreement whereby Bain Capital and Bain Capital Ventures, the private equity and venture capital affiliates of Bain Capital, LLC ("Bain Capital"), will invest approximately \$238,000,000 in SquareTrade
- SquareTrade is the largest independent warranty provider for consumer electronics and major appliances
- Bain Capital is a global private equity firm with approximately \$60 billion in assets under management
 - Select previous investments include LinkedIn, SunGard, WorldPay and FleetCor
- The transaction closed in January 2012

Significance of Transaction

- SquareTrade is well positioned to pursue additional growth opportunities by leveraging Bain's strategic relationships and expertise in consumer-related businesses

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to SquareTrade and its Board of Directors
- Transaction highlights FT Partners' ability to rapidly and confidentially execute complex transactions
- FT Partners developed a detailed and comprehensive set of financial materials to highlight the unique value proposition of SquareTrade and to enable efficient and thorough investor diligence

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in its recapitalization by

BainCapital

BainCapital Ventures

of approximately

\$ 238,000,000



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FT Partners Overview

FT Partners Advises YapStone on its \$50 mm Minority Investment

Transaction Overview and Rationale

Overview of Transaction

- On June 7, 2011, YapStone announced the completion of its \$50 million minority investment led by Accel Partners ("Accel")
- Meritech Capital Partners also participated in the round
- As part of the investment, Todd MacLean, a partner at Accel, will join YapStone's board
- The new capital will be used to support the Company's rapid growth, specifically for continued investment in its core technology platform to serve current and new vertical markets; it will also be used to support international expansion and fund opportunistic acquisitions

Significance of Transaction

- This investment validates the increasing importance of technology-enabled payments providers and recognizes the strength of YapStone's service offering
- Provides additional capital and a key partnership with Accel to accelerate the pursuit of enormous growth opportunities

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to YapStone
- Demonstrates FT Partners' ability to establish strong relationships with leading Payments / Financial Technology firms and assist them in achieving their long-term strategic goals
- Highlights FT Partners' continued strength in the Payments and Banking Technology sector

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*is pleased to announce its exclusive role as
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in its minority investment led by



for total consideration of approximately

\$ 50,000,000



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FT Partners Overview

Selected FT Partners' Transactions

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<p>Financial Technology Partners LP FTP Securities LLC</p> <p><i>is pleased to announce its exclusive role as sole strategic and financial advisor to</i></p>  <p><i>in its recapitalization by</i></p>  <p>BainCapital Ventures</p> <p><i>of approximately</i></p> <p>\$ 238,000,000</p>  <p><i>The Only Investment Bank Focused Exclusively on Financial Technology</i></p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p><i>is pleased to announce its exclusive role as sole strategic and financial advisor to</i></p>  <p><i>in its cash sale to</i></p>  <p><i>for total consideration of approximately</i></p> <p>\$ 369,000,000</p>  <p><i>The Only Investment Bank Focused Exclusively on Financial Technology</i></p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p><i>is pleased to announce its exclusive role as sole strategic and financial advisor to</i></p>  <p><i>in its sale to</i></p>  <p><i>for cash consideration of approximately</i></p> <p>\$ 525,000,000</p>  <p><i>The Only Investment Bank Focused Exclusively on Financial Technology</i></p>	<p>Financial Technology Partners LP FTP Securities LLC</p> <p><i>is pleased to announce its exclusive role as sole strategic and financial advisor to</i></p>  <p><i>in its Strategic Investment by</i></p>   <p><i>The Only Investment Bank Focused Exclusively on Financial Technology</i></p>



FT Partners Overview

FT Partners Named “Dealmaker” and “Investment Bank” of the Year

Awards Overview

- FT Partners consistently receives top honors and recognition from national association:
 - **Dealmaker of the Year** (2007, 2008, 2009 and 2012)
 - **Professional Services Deal of the Year** (2012)
 - **Boutique Investment Bank of the Year** (2011)
 - **Deal of the Decade** (2011)
 - **Middle Market Deal of the Year, Cross-Border Deal of the Year and IT Services Deal of the Year** (2010)
 - **Investment Banking Firm of the Year** (2004 and 2006)
 - **Financing Professional of the Year** (2006)
 - **Product of the Year – IPO Advisory** (2006)
 - **Deals of the Year** (2005, 2006 and 2007)

- **2008’s top ranked** investment banker named on *Institutional Investors* annual “*Online Finance 40*” ranking
 - Consecutively ranked for 3 years (2008, 2007, 2006)

- Founder and Managing Partner, Steve McLaughlin, lauded **highest honors** as both “Dealmaker of the Year” and “Financing Professional of the Year”

- Top award winning Investment Bank collecting **more than 12 separate awards** for outstanding performance and client results
 - FT Partners has received over 75 award nominations across an unprecedented array of categories

- FT Partners’ “**IPO Advisory**” service – as demonstrated in one of the most successful Payments IPOs in history, VeriFone – received its third industry award in 12 months for Product of the Year
 - Previously recognized in our 2006 Financing Professional of the Year award and 2005 Deal of the Year



Boutique Investment Bank of the Year Deal of the Decade

Selected Transactions:

- The \$238 mm capital raise for SquareTrade
- The sale of Solveras to TransFirst
- The \$145 million sale of EDC to Cardtronics
- The \$50 million minority investment in YapStone led by Accel Partners
- The 60% strategic growth investment for Mercury Payment Systems by Silver Lake
- The \$370 million sale of Custom House to Western Union
- The \$525 million sale of Lynk to The Royal Bank of Scotland
- The \$680 million sale of ATD to Citigroup
- The \$325 million cash sale of Verus Financial Management to Sage Group PLC
- The \$245 million cash sale of Corillian Corp to CheckFree
- The \$110 million minority recapitalization of TradingScreen
- The \$250 million capital raise for Liquidnet