

King & Spalding Advises Total System Services on \$54 Billion Merger of Equals

June 2019









Total System Services and Global Payments to Combine to Create Payments Industry Leader

Key Deal Terms

- All-stock merger of equals
- 52% GPN / 48% TSS pro forma ownership
- Evenly split 12-member board
- Leadership team comprised equally of GPN and TSS
- GPN CEO Jeff Sloan to continue serving as CEO
- TSS CEO Troy Woods will serve as Chairman
- Co-headquarters in Atlanta and Columbus, GA
- Company to assume Global Payments name while conducting Issuer Solutions business under the TSYS name and keep NetSpend as go-to-market name for Consumer Solutions business
- Expected to close late 2019

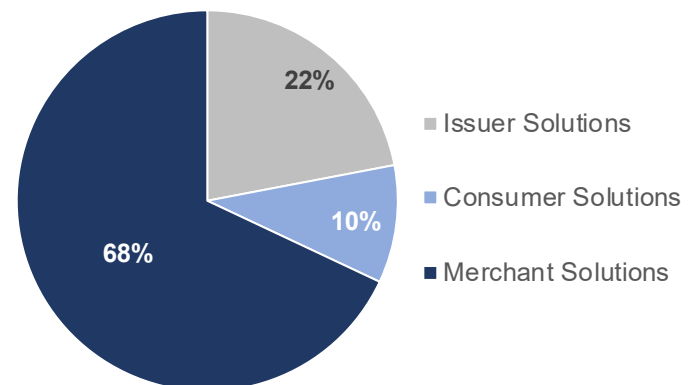
Rationale and Market Performance

- At least **\$100 million in run-rate net revenue synergies**
- At least **\$300 million in run-rate cost synergies**
- **Synergy benefits to be realized by year 3**
- Exposure to faster growth geographies with combined physical and virtual presence in **100+ countries**
- Projected **mid single-digit accretion in 2020 and low double-digit accretion thereafter** on an operating basis
- Maintenance of financial profile with **exceptional FCF generation and investment grade credit ratings**
- Since the announcement of the deal, **Total System Services shares have moved 24% above their pre-announcement value**

	TSYS + globalpayments	
2019E Adj. EBITDA	~\$3.5 billion	
Merchant Locations	~3.5 million	
Sales Professionals	3,500+	
Countries	100+	
Transactions	~50 billion	
Legal Advisors	 	
Financial Advisors	   	

Pro Forma Combined Adjusted Net Revenue Mix

~\$8.6 Billion (including network fees and run-rate synergies)



Recent Highlights – King & Spalding's Growing M&A, Activism and Governance Practices



Advised


on Its \$1.2 Billion Acquisition of


April 2019

Advised


on Its \$1.2 Billion Acquisition of Two Combined-Cycle Plants from


September 2018

Advised


on Its \$2.7 Billion Acquisition of


September 2018

Advised


on Its \$1.1 Billion Acquisition of



June 2018

Bloomberg

King & Spalding Decades-Long Links Pay Off in Fintech Mega Deal

Advising Total System Services in the deal “takes King & Spalding up a notch ... the firm has focused on expanding the scope of its services to M&A clients.”

5/30/2019



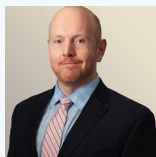
Unique Components of King & Spalding M&A, Activism and Governance Practices

*The correlation between M&A, Activism and Shareholder Activity is increasing. In response, King & Spalding has significantly grown its **public company team**, adding former investment bankers as **financial analysts** alongside lawyers skilled in M&A, securities, regulatory and **governance specialties**. We are positioned to help clients sign the deal and **get the Public Shareholder Vote**.*

Rich Fields – Director of Corporate Stakeholder Engagement

Advises public company boards, executives and counsel on current and emerging corporate governance, board leadership and stakeholder engagement issues

Fields was previously a partner at Tapestry Networks leading roundtable dialogues for thought leaders in corporate governance



Richard Fields

Director – Corporate Stakeholder Engagement

rfields@kslaw.com

+1 212 556 2134

King & Spalding's Financial Analyst Team

Supports the public company team on various M&A, governance and activist defense matters utilizing their investment banking experience



Mick Wopinski

mwopinski@kslaw.com
+1 212 827 4095



Jeremy Pylypczak

jpylypczak@kslaw.com
+1 212 827 4096



Andrew Chang

aychang@kslaw.com
+1 212 827 4029



Kathryn Matheson

kmatheson@kslaw.com
+1 212 827 4028










Karan Goyal

kgoyal@kslaw.com
+1 212 827 4095

King & Spalding TSYS Deal Team



King & Spalding Employed a Deep Bench to Advise Total System Services

M&A		BENEFITS		TAX		IP / PRIVACY			
	Jim Woolery Partner New York jwoolery@kslaw.com +1 212 556 2108		Keith Townsend Partner Atlanta ktownsend@kslaw.com +1 404 572 3517		Ken Raskin Partner New York kraskin@kslaw.com +1 212 556 2162		Hap Shashy Partner D.C. hshashy@kslaw.com +1 202 626 5614		Jill McWhirter Partner Houston jmcwhirter@kslaw.com +1 713 751 3239
	Rob Leclerc Partner New York rleclerc@kslaw.com +1 212 556 2204		Enrico Granata Partner New York egranata@kslaw.com +1 212 556 2346		Mark Kelly Partner Atlanta mkelly@kslaw.com +1 404 572 2755		Ariana Wallizada Senior Associate D.C. awallizada@kslaw.com +1 202 626 2386		Kent Jordan Associate Atlanta kjordan@kslaw.com +1 404 572 3531
	Alana Griffin Partner Atlanta agriffin@kslaw.com +1 404 572 2450		Elliott Tapp Partner Atlanta etapp@kslaw.com +1 404 572 3510		Lucretia Messiah Associate New York lmessiah@kslaw.com +1 212 556 2159	REGULATORY			Christina DuVal Paralegal Houston cduval@kslaw.com +1 832 397 8656
	Nathan Mihalik Counsel Atlanta nmihalik@kslaw.com +1 212 556 2108		Julie Paret Associate New York jparet@kslaw.com +1 212 556 2340		Tabitha Crosier Associate New York tcrosier@kslaw.com +1 212 556 2215	CORPORATE			Rami Mosrie Associate New York rmosrie@kslaw.com +1 212 556 2356
	Jonathan Wu Associate New York jwu@kslaw.com +1 212 556 22192		Audrey Rogers Associate Atlanta alrogers@kslaw.com +1 404 572 2725	PUBLIC FINANCE			Norm Armstrong Partner D.C. narmstrong@kslaw.com +1 202 626 8979		Chrissy Oberg Associate Atlanta coberg@kslaw.com +1 404 572 3542
	Allison Bazinet Associate Atlanta abazinet@kslaw.com +1 404 572 4752		Johnny Ellis Associate Atlanta jellis@kslaw.com +1 404 572 2818		Matt Nichols Partner Atlanta mnichols@kslaw.com +1 404 572 2719		John Carroll Partner D.C. jdcarrroll@kslaw.com +1 202 626 2993		Autumn Summers Paralegal Atlanta asummers@kslaw.com +1 404 572 2418
		FINANCING			Cecilia Hong Partner New York chong@kslaw.com +1 212 556 2169				

...and the King & Spalding Team Continues to Grow Substantially – *By the Numbers:*

- **12 M&A Lateral Partners Hired Across 7 Offices** (including 5 based in New York or London)
- **68 M&A Partners Practicing Across 15 Offices** (including 18 based in New York or London)
- **380 Transactional Lawyers**
- Recently Hired **Rich Fields** as Director of Corporate Stakeholder Engagement
- **5 Former Investment Banking Analysts Hired to Support M&A, Governance and Activism Defense Matters**

In a new public company environment, K&S has assembled a diverse, hand-picked team of M&A, Activism and Governance professionals to sign the deal and ***get the Public Shareholder Vote.***

Event Monitoring & Proprietary Shareholder Analytics + Relationships



Constant Monitoring and Analysis of Developing Events

- Financial analysts at King & Spalding constantly monitor subscription-based publications and stock trading activity on Bloomberg to flag relevant events for clients
- Proactive research regarding developing activist events with particular attention devoted to views of event-driven community
- Upon receiving news of a topical event, analysts send the relevant information via e-mail to a contact at the client and internally to attached King & Spalding team
- Potential events span the range of unusual trading activity, relevant news articles, equity research reports and third-party financial analyses
- Aim to keep recipient informed of latest events and allow clients a free hand in the performance of day-to-day operations

