

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM 8-K**

---

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (date of earliest event reported): March 18, 2019 (March 17, 2019)**

---

**Worldpay, Inc.**

(Exact name of Registrant as specified in its charter)

---

**Delaware**  
(State of  
incorporation)

**001-35462**  
(Commission  
File Number)

**26-4532998**  
(IRS Employer  
Identification No.)

**8500 Governor's Hill Drive**  
**Symmes Township, Ohio 45249**  
(Address of principal executive offices, including zip code)

**(513) 900 - 5250**  
(Registrant's telephone number, including area code)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

**Item 7.01 Regulation FD Disclosure.**

On March 18, 2019, Worldpay, Inc. (“Worldpay”) released a presentation to investors about the Transaction (as defined below). The presentation is attached hereto as Exhibit 99.1 and incorporated herein by reference.

As provided in General Instruction B.2 to Form 8-K, the preceding information and information furnished in Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and such information shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 8.01 Other Events.**

On March 18, 2019, Worldpay and Fidelity National Information Services, Inc. (“FIS”) issued a joint press release announcing that Worldpay and FIS have entered into an Agreement and Plan of Merger pursuant to which Worldpay will merge with a wholly-owned subsidiary of FIS, with Worldpay continuing as a wholly owned subsidiary of FIS (the “Transaction”). The joint press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Forward-Looking Statements**

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties, including statements regarding the ability of Worldpay and FIS to complete the proposed transactions. All statements other than statements of historical fact or relating to present facts or current conditions included in this Current Report on Form 8-K are forward-looking statements, including any statements regarding guidance and statements of a general economic or industry specific nature. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, guidance, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as “anticipate,” “estimate,” “expect,” “project,” “plan,” “intend,” “believe,” “may,” “could,” “should,” “will,” “can have,” “likely” and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

The forward-looking statements contained in this Current Report on Form 8-K are based on assumptions that we have made in light of our industry experience and our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. As you review and consider information presented herein, you should understand that these statements are not guarantees of future performance or results. These statements depend upon future events and are subject to risks, uncertainties (many of which are beyond our control) and assumptions. Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors or events could affect our actual future performance, operations or results and cause them to differ materially from those anticipated in the forward-looking statements. Certain of these factors and other risks are discussed in our and FIS’s filings with the SEC and include, but are not limited to: (i) uncertainties as to the timing of the completion of the Merger; (ii) uncertainties as to whether the Merger will be completed; (iii) changes in ours or FIS’s share price before the completion of the Merger; (iv) that the businesses of Worldpay and FIS will not be integrated successfully or that such integration may take longer than anticipated; (v) that the cost savings and any synergies from the Merger may not be fully realized or may take longer to realize than expected; (vi) potential operating costs, customer loss and business disruption occurring prior to completion of the Merger or if the Merger is not completed; (vii) the effect of the announcement of the Merger on our or FIS’s business relationships, operating results and business generally; (viii) the failure to satisfy conditions to completion of the Merger, including the receipt of all required regulatory, stockholder and shareholder approvals; (ix) difficulty in retaining certain key employees as a result of the Merger; (x) our ability to adapt to developments and change in our industry; (xi) competition; (xii) unauthorized disclosure of data or security breaches; (xiii) systems failures or interruptions; (xiv) implementation of our new acquiring platform; (xv) our ability to expand our market share or enter new markets; (xvi) the outcome and negotiations in respect of Brexit; (xvii) our ability to successfully integrate the businesses of our predecessor companies; (xviii) our ability to identify and complete acquisitions and partnerships; (xix) failure to comply with applicable requirements of Visa, MasterCard or other payment networks or card schemes or changes in those requirements; (xx) our ability to pass along fee increases; (xxi) termination of sponsorship or clearing services; (xxii) loss of clients or referral partners; (xxiii) geopolitical, regulatory, tax and business risks associated with our international operations; (xxiv) economic and political uncertainty; (xxv) reductions in overall consumer, business and government spending; (xxvi) fraud by merchants or others; (xxvii) a decline in the use of credit, debit or prepaid cards; (xxviii) consolidation in the banking and retail industries; (xxix) our ability to mitigate risk; (xxx) government regulation, including regulation aimed at protecting consumer information and banking regulation; (xxxi) changes

in tax laws; (xxxii) changes in foreign currency exchange rates; (xxxiii) outcomes of pending or future litigation or investigations; and (xxxiv) our dual-listings with the NYSE and LSE. Should one or more of these risks or uncertainties materialize, or should any of these assumptions prove incorrect, our actual results may vary in material respects from those projected or expected in any forward-looking statements. More information on potential factors and events that could affect our financial results and performance are included from time to time in the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of Worldpay’s and FIS’s periodic reports filed with the SEC, including each of Worldpay’s and FIS’s most recently filed Annual Report on Form 10-K and its subsequent filings with the SEC.

Any forward-looking statement made by us in this Current Report speaks only as of the date of this Current Report. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by applicable law.

#### ***Additional Information and Where to Find It***

This Current Report on Form 8-K may be deemed to be solicitation material in respect of the Merger and the Share Issuance. In connection with the Share Issuance, FIS expects to file a registration statement on Form S-4 that will include a joint proxy statement of Worldpay and FIS and a prospectus of FIS with the SEC. This document is not a substitute for the joint proxy statement/prospectus or registration statement or any other document which Worldpay or FIS may file with the SEC. **INVESTORS AND STOCKHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT WORLDPAY, FIS, THE MERGER, THE SHARE ISSUANCE AND RELATED MATTERS.** Investors and stockholders will be able to obtain free copies of the joint proxy statement/prospectus and other documents filed by Worldpay and FIS with the SEC at the SEC’s website at <http://www.sec.gov>. In addition, investors and stockholders will be able to obtain free copies of the joint proxy statement/prospectus and other documents filed by Worldpay with the SEC at <http://investor.worldpay.com/> and <https://www.investor.fisglobal.com/investor-overview>.

#### ***Participants in the Solicitation***

Worldpay, FIS and their respective directors, officers and employees may be considered participants in the solicitation of proxies in respect of the Merger and the Share Issuance. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of proxies in connection with the Merger and the Share Issuance, including names, affiliations and a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC. Information concerning the interests of Worldpay’s and FIS’s participants in the solicitation, may, in some cases, be different than those of Worldpay’s and FIS’s stockholders and shareholders, respectively. Information regarding Worldpay’s directors and executive officers is available in its proxy statement for its 2018 Annual Meeting of Stockholders, which was filed with the SEC on April 4, 2018, and information regarding FIS’s directors and executive officers is available in its proxy statement for its 2018 Annual Meeting of Shareholders, which was filed with the SEC on April 20, 2018.

#### ***No Offer or Solicitation***

This communication is not intended to and shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote of approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Investor Presentation, dated March 18, 2019.</a>
99.2	<a href="#">Joint Press Release, dated March 18, 2019.</a>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 18, 2019

**Worldpay, Inc.**

/s/ JARED WARNER

---

Name: Jared Warner

Title: Assistant Secretary



**FIS + worldpay**  
*Accelerating Finance and Commerce*

FIS

# STATEMENT REGARDING FORWARD-LOOKING INFORMATION

The statements contained in this presentation that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or "Securities Act" and Section 21E of the Securities Exchange Act of 1934, as amended, or "Exchange Act," including statements regarding our expectations, hopes, intentions, or strategies regarding the future. These statements relate to, among other things, business and market conditions, outlook and our future financial and operating results and debt. In many cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," or "continue," or the negative of these terms, and other comparable terminology. Actual results could differ materially from those anticipated in these statements as a result of a number of factors, including, but not limited to:

the risk that the transaction described herein will not be completed or will not provide the expected benefits, or that we will not be able to achieve the cost or revenue synergies anticipated;

- the risk that the integration of FIS and Worldpay will be more difficult, time-consuming or expensive than anticipated;
- the risk of customer loss or other business disruption in connection with the transaction, or of the loss of key employees;
- the possible occurrence of an event, change or other circumstance that would give rise to the termination of the merger agreement;
- the fact that unforeseen liabilities of FIS or Worldpay may exist;
- the risk of doing business internationally;
- changes in general economic, business and political conditions, including the possibility of intensified international hostilities, acts of terrorism, changes in either or both the United States and international lending, capital and financial markets and currency fluctuations;
- the effect of legislative initiatives or proposals, statutory changes, governmental or other applicable regulations and/or changes in industry requirements, including privacy and cybersecurity laws and regulations;
- the risks of reduction in revenue from the elimination of existing and potential customers due to consolidation in, or new laws or regulations affecting, the banking, retail and financial services industries or due to financial failures or other setbacks suffered by firms in those industries;
- changes in the growth rates of the markets for the solutions of FIS and Worldpay;
- failures to adapt such solutions to changes in technology or in the marketplace;
- internal or external security breaches of systems, including those relating to unauthorized access, theft, corruption or loss of personal information and computer viruses and other malware affecting our software or platforms, and the reactions of customers, card associations, government regulators and others to any such events;
- the risk that implementation of software (including software updates) for customers or at customer locations or employee error in monitoring software and platforms may result in the corruption or loss of data or customer information, interruption of business operations, outages, exposure to liability claims or loss of customers;
- the reaction of current and potential customers to communications from us or regulators regarding information security, risk management, internal audit or other matters;
- competitive pressures on pricing related to the decreasing number of community banks in the U.S., the development of new disruptive technologies competing with one or more of our solutions, increasing presence of international competitors in the U.S. market and the entry into the market by global banks and global companies with respect to certain competitive solutions, each of which may have the impact of unbundling individual solutions from a comprehensive suite of solutions we provide to many of our customers;
- the failure to innovate in order to keep up with new emerging technologies, which could impact the merged companies' solutions and ability to attract new, or retain existing, customers;
- the failure to meet financial goals to grow business in Brazil after the unwinding of FIS' Brazilian Venture;
- the risks of reduction in revenue from the loss of existing and/or potential customers in Brazil after the unwinding of FIS' Brazilian Venture;
- an operational or natural disaster at one of our major operations centers; and
- other risks detailed elsewhere in the two companies' annual reports on Form 10-K for the year ended December 31, 2018 and in our and their other filings with the Securities and Exchange Commission.

Other unknown or unpredictable factors also could have a material adverse effect on our business, financial condition, results of operations and prospects. Accordingly, readers should not place undue reliance on these forward-looking statements. These forward-looking statements are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Except as required by applicable law or regulation, neither FIS nor Worldpay undertakes (and each of FIS and Worldpay expressly disclaim) any obligation and do not intend to publicly update or review any of these forward-looking statements, whether as a result of new information, future events or otherwise.

## ADDITIONAL INFORMATION

### **Additional Information and Where to Find It**

This communication is being made in respect of the proposed merger transaction between Fidelity National Information Services, Inc. ("FIS") and Worldpay Inc ("Worldpay"). In connection with the proposed merger, FIS will file with the SEC a registration statement on Form S-4 that will include the joint proxy statement of FIS and Worldpay and a prospectus of FIS, as well as other relevant documents regarding the proposed transaction. A definitive joint proxy statement/prospectus will also be sent to FIS shareholders and Worldpay stockholders. **INVESTORS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** A free copy of the joint proxy statement/prospectus, as well as other filings containing information about FIS and Worldpay, may be obtained at the SEC's website (<http://www.sec.gov>). You will also be able to obtain these documents, free of charge, from FIS at [www.investor.fisglobal.com](http://www.investor.fisglobal.com) or by emailing [info.investorrelations@fisglobal.com](mailto:info.investorrelations@fisglobal.com) or from Worldpay by accessing Worldpay's website at <http://investor.worldpay.com> or by emailing [IR@worldpay.com](mailto:IR@worldpay.com).

### **Participants in the Solicitation**

FIS and Worldpay and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from FIS shareholders and Worldpay stockholders in respect of the transaction described in the joint proxy statement/prospectus. Information regarding FIS directors and executive officers is contained in FIS Proxy Statement on Schedule 14A, dated April 20, 2018, which is filed with the SEC. Information regarding Worldpay's directors and executive officers is contained in Worldpay's Proxy Statement on Schedule 14A, dated April 4, 2018, which is filed with the SEC. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the joint proxy statement/prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.



The background features a stylized globe composed of a grid of green squares, overlaid with a complex network of white and light green lines and nodes. The overall color palette is dominated by various shades of green and teal.

**Gary Norcross**

*Chairman, President and Chief Executive Officer*

**FIS**

## ACCELERATING FINANCE AND COMMERCE



### Global Leader Growing at Scale

- Exposure to the fastest growing markets globally; driving robust organic growth
- Combination of leading banking and payments technology and global distribution platforms



### Innovating to Accelerate Growth

- All key assets are in place today
- Investment focused on where the markets are moving



### Highly Compelling Value Creation

- Combination creates tangible revenue growth opportunities across merchant and banking ecosystems
- 6% to 9% three-year organic revenue growth outlook post-closing
- Three year plan drives \$700M of EBITDA synergies



### Best-in-Class Management Team

- Proven track record of innovation, superior integration, synergy achievement and value creation

# GLOBAL LEADERSHIP AT SCALE

	<b>FIS</b>	<b>worldpay</b>	<b>COMBINED COMPANY</b>
<b>Market Position</b>	<b>#1</b> Global FinTech Provider <sup>1</sup>	<b>#1</b> Global Merchant Acquirer <sup>2</sup>	<b>Global Financial Technology Leader</b>
<b>Complementary Capabilities</b>	<b>Global Financial Solutions</b>	<b>Global eCommerce &amp; Integrated Payments</b>	<b>Next-Generation Solutions</b>
<b>Global Footprint</b>	<b>100+</b> Countries ( <i>Local Presence</i> )	<b>100+</b> Countries ( <i>Local Presence</i> )	<b>Highest Growth Markets</b>
<b>Financial Scale (FY 2018)</b>	<b>\$8.4B</b> Revenue <b>\$3.1B</b> EBITDA	<b>\$3.9B</b> Revenue <b>\$1.8B</b> EBITDA <sup>3</sup>	<b>\$12.3B</b> Revenue <b>\$4.9B</b> EBITDA <sup>3</sup>

Source: Company filings and presentations, Wall Street research.

<sup>1</sup> Based on 2018 IDC Fintech Rankings.

<sup>2</sup> Based on number of transactions; analysis of data published in The Nilson Report.

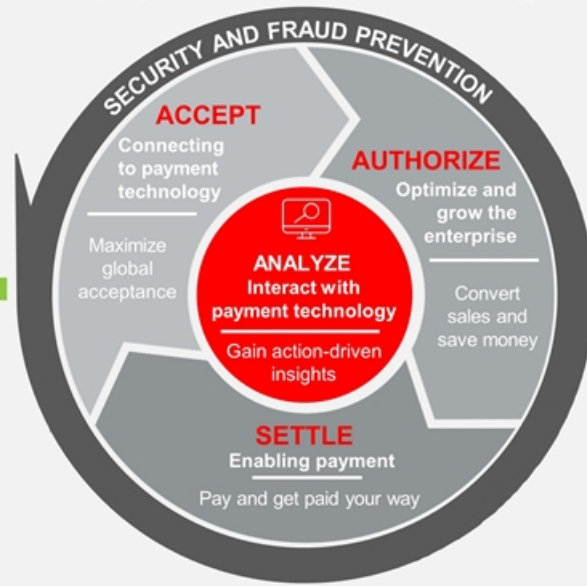
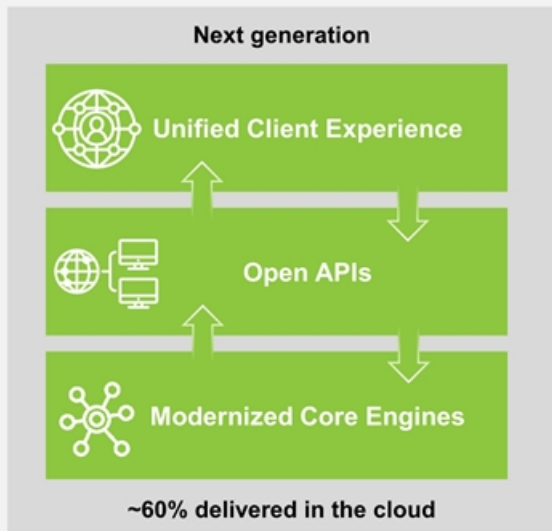
<sup>3</sup> Worldpay EBITDA reflects Adjusted EBITDA figure with stock based compensation expensed.

# MODERN SOLUTIONS AND FORWARD-THINKING

*We have the products for the future – TODAY*

## FIS Modernized Platform

## Worldpay Leading Payments Engine



**Focused on the Future**

# GLOBAL DISTRIBUTION POWERHOUSE

*Cross-selling to financial institutions and merchants globally*

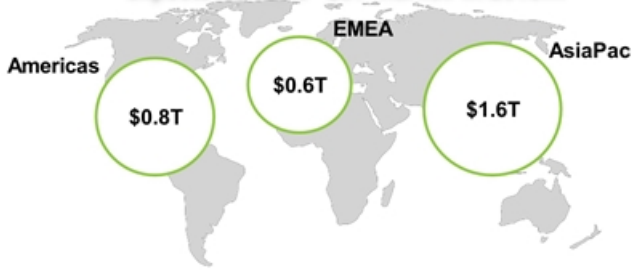


**Driving Growth Acceleration**

# GLOBAL ECOMMERCE GROWTH ENGINE

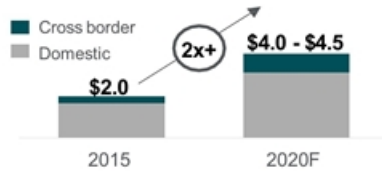
Driving ALL Payment Types EVERYWHERE

Global E-Commerce Payments –  
expected to be a ~\$3T market<sup>1</sup> in 2018...



...with cross-border  
E-Commerce projected  
to grow at ~25%

Global E-commerce Volume (\$T)<sup>1</sup>



**#1** in global eCommerce,  
with best-in-class capabilities

Large global FI relationships +  
data enhances auth rates and  
suite of payment types

Scaled international operations  
drive localized expertise

**FIS Global Scale and Reach with Localized Expertise Accelerates Opportunity**

<sup>1</sup>Source: McKinsey Global Payments 2018.

# CREATING VALUE THROUGH ACCELERATED GROWTH

*Revenue synergies adding at least 150bps to combined organic growth*

## Areas of Value Creation

<b>MERCHANT</b> 	<ul style="list-style-type: none"><li>• eCommerce global capability</li><li>• Global expansion of payments solutions (e.g. India, Brazil)</li><li>• Innovative "loyalty-as-currency" solutions</li></ul>	<b>Total Opportunity</b> <b>\$500M+</b>
<b>FINANCIAL INSTITUTIONS</b> 	<ul style="list-style-type: none"><li>• Fraud optimization</li><li>• Cross-sell banking and payment solutions</li><li>• Global merchant referral programs</li></ul>	
<b>COMMERCE COMMUNITY</b> 	<ul style="list-style-type: none"><li>• Enabling faster payment initiatives and alternative payment types</li><li>• B2B / commercial payments</li><li>• Data analytics &amp; insights</li></ul>	



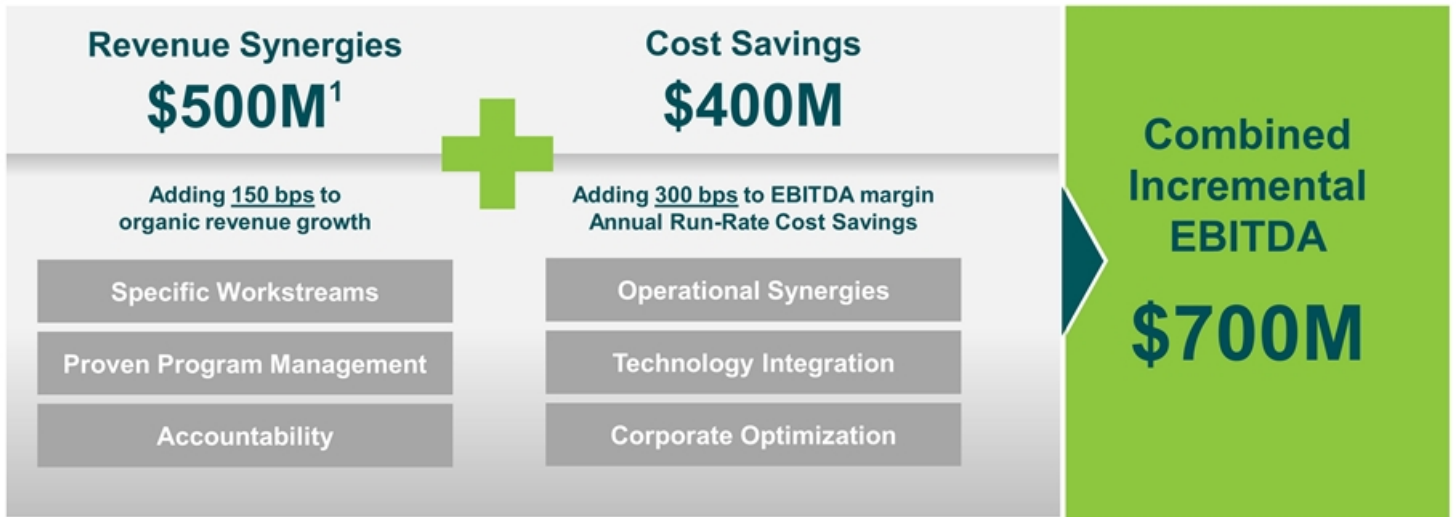
The background features a stylized globe composed of a grid of green squares, overlaid with a complex network of white and light green lines and nodes. The scene is set against a dark teal gradient background with some floating geometric shapes.

**Woody Woodall**  
*Chief Financial Officer, FIS*

The FIS logo consists of the letters 'FIS' in a bold, sans-serif font. Above the letter 'I' are three small, white dots.







# 3-YEAR SYNERGY PLAN



<sup>1</sup> Revenue synergies assumed at 60% margin per preliminary estimates.

**Proven Discipline to Attain Synergies While Driving Growth**

# PROVEN TRACK RECORD FOR DELIVERING SYNERGIES

	FIS			worldpay		
	SunGard	Metavante	eFunds	Worldpay	Mercury	Litle
<b>Year Acquired</b>	2015	2009	2007	2017	2014	2012
<b>Purchase Price</b>	\$9.1B	\$4.4B	\$1.8B	\$10.4B	\$1.7B	\$360M
						
<b>% of Synergy Target Achieved</b>	~160%	~130%	~130%	Ahead of plan	~120%	~150%

# SUPERIOR BUSINESS MODEL WITH HIGH PREDICTABILITY

*Robust growth driving margins and accelerating free cash flow*

	COMBINED (PF 2018)	Three Year PF Outlook (Full run-rate synergies) <sup>1</sup>
Revenue (\$B)	\$12.3	<b>\$15B</b>
YoY Organic Revenue Growth	N/A	<b>Organic revenue growth outlook of 6% - 9%</b>
Adj. EBITDA (\$B) <sup>2</sup>	\$4.9	<b>\$6.5 - \$7B</b>
Adj. EBITDA Margin <sup>2</sup>	~40%	<b>~45%</b>
Free Cash Flow (\$B) <sup>3</sup>	\$2.4	<b>\$4 - 4.5B</b>

Source: Company filings and presentations, Wall Street research.

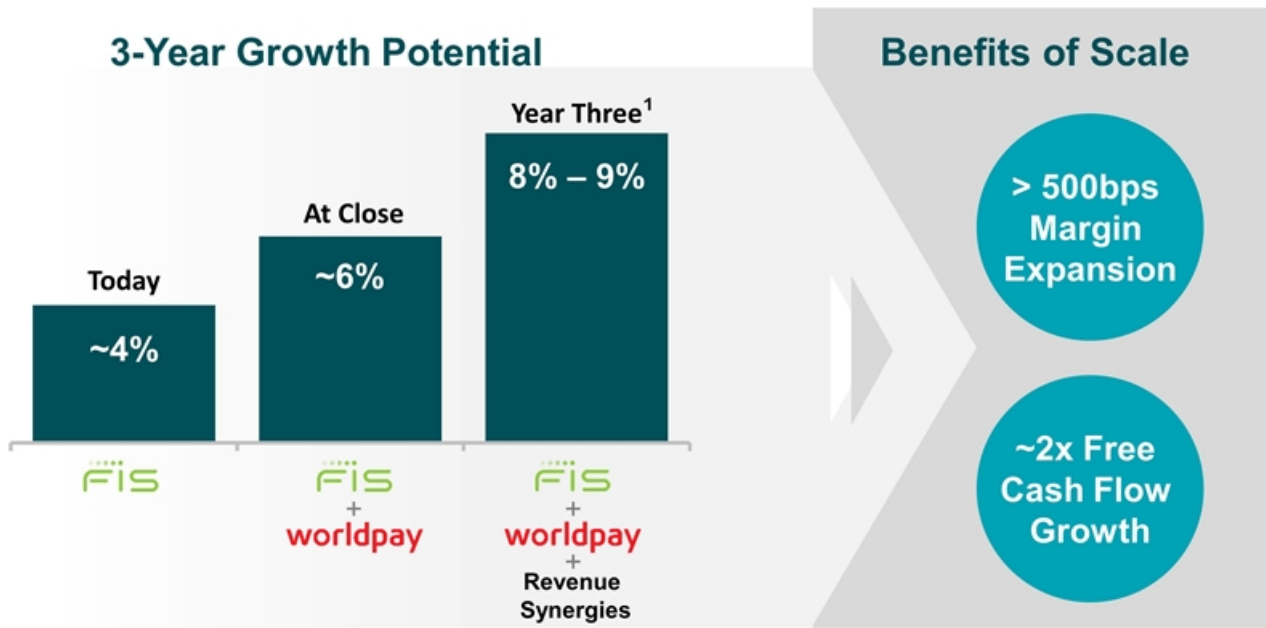
Note: Reflects 2018A financial metrics, unless otherwise labeled.

<sup>1</sup> Reflects \$500mm of revenue synergies (at 60% margin) and \$400mm of cost synergies phased-in fully in three years.

<sup>2</sup> EBITDA figures post stock-based compensation.

<sup>3</sup> Represents adjusted cash flow from operations less capital expenditures. Worldpay's free cash flow is pre-integration expenses.

# GROWTH AT SCALE GENERATING SIGNIFICANT RETURNS



<sup>1</sup> Reflects \$500mm of revenue synergies.

# TRANSACTION TERMS

<b>Structure and Exchange Ratio</b>	<ul style="list-style-type: none"><li>• 90% stock / 10% cash merger to create a global leader in financial and payments technology</li><li>• Worldpay shareholders will be entitled to receive 0.9287 FIS shares and \$11.00 in cash for each Worldpay share (equivalent to \$112.12 per share)<sup>1</sup></li><li>• Pro forma fully diluted ownership: 53% FIS shareholders / 47% Worldpay shareholders</li><li>• \$35.5 billion implied equity value for Worldpay representing a 14% premium to the March 15, 2019 closing price of \$98.68, and 20% premium to 30-day VWAP</li></ul>
<b>Governance and Leadership</b>	<ul style="list-style-type: none"><li>• Gary Norcross to be Chairman, President and Chief Executive Officer</li><li>• Charles Drucker to be Executive Vice Chairman of the Board of Directors</li><li>• 12 member board, 7 from the board of FIS and 5 from the board of Worldpay, including Lead Independent Director</li></ul>
<b>Capital Structure</b>	<ul style="list-style-type: none"><li>• \$11B of planned debt raise to refinance Worldpay's existing debt and fund cash consideration</li><li>• 3.5x PF leverage at close</li><li>• We expect Moody's/S&amp;P/Fitch to affirm FIS' existing investment grade ratings of Baa2/BBB/BBB stable</li></ul>
<b>Name / HQ</b>	<ul style="list-style-type: none"><li>• Combined company will continue under the name FIS</li><li>• Global headquarters will continue to be located in Jacksonville, Florida</li></ul>
<b>Timing and Approvals</b>	<ul style="list-style-type: none"><li>• Transaction is expected to close during the second half of 2019</li><li>• Subject to customary closing conditions including regulatory and shareholder approvals</li></ul>

<sup>1</sup> Based on closing share prices of as of 3/15/2019.

# STRONG PRO FORMA BALANCE SHEET AND FREE CASH FLOW

Maintains flexibility for ongoing investments and returning capital to shareholders

Flexible Balance Sheet	<b>3.5x</b> Pro Forma Leverage At Close <sup>1</sup>	<b>\$2.4B</b> Pro Forma Free Cash Flow Generation <sup>2</sup>	<b>6% - 9%</b> 3-Year Pro Forma Organic Growth
Strong FCF Conversion			
Investment Grade Rating			
Significant Capital Return	<b>3.3%</b> Weighted Average Cost of Debt	<b>~1.3%</b> Dividend Yield	<b>Baa2/BBB</b> Credit Rating
Disciplined Capital Allocation			

<sup>1</sup> Reflects synergy adjusted leverage at close.

<sup>2</sup> Reflects Pro Forma 2018A Free Cash Flow Generation, defined as adjusted cash flow from operations less capital expenditures. Worldpay's free cash flow is pre-integration expenses.

The background features a stylized globe composed of a grid of green squares, overlaid with a complex network of white and light green lines and nodes. The scene is set against a dark teal gradient background with some floating geometric shapes.

# Questions?

FIS

## THE FIS + Worldpay COMBINATION



### The Power of End-to-End

Enhanced Data and Distribution

Frictionless Commerce



### Accelerating Growth

Cross-Sales Drive Tangible Opportunities

Leadership in the Highest Growth Areas



### Drives Value Creation

\$700M of EBITDA Synergies

Rapid Free Cash Flow Growth





News Release

**FIS and Worldpay to Combine to Accelerate the Future of Finance and Commerce Globally**

- The combined company will have approximately \$12.3 billion pro forma 2018 annual revenue
- Accelerates FIS' organic revenue growth outlook to 6 percent to 9 percent through 2021
- Anticipates \$500 million of revenue synergies, \$400 million of run-rate expense synergies and nearly \$4.5 billion of free cash flow in three years; driving significant value for our shareholders
- Best-in-class capabilities serving high-growth eCommerce industry
- Combines a global leader in modern financial institutions solutions with a global leader in eCommerce and payments innovation
- Gary Norcross to remain chairman of the board of directors, president and CEO; Charles Drucker to become executive vice chairman of the board of directors
- Companies to host joint announcement call March 18, 2019 at 8:30 a.m. (EDT)

**JACKSONVILLE, Fla. and CINCINNATI, March 18, 2019** – **FIS**<sup>TM</sup> (NYSE: **FIS**), a global leader in financial services technology, and Worldpay, Inc. (NYSE: **WP**; LSE: **WPY**), a global leader in eCommerce and payments, announce that they have entered into a definitive merger agreement. This combination greatly expands FIS' capabilities by enhancing its acquiring and payment offerings and significantly increases Worldpay's distribution footprint, accelerating its entry into new geographies. Upon closing, the combined company will be positioned to offer best-in-class enterprise banking, payments, capital markets, and global eCommerce capabilities empowering financial institutions and businesses worldwide.

At the closing, under the terms of the agreement, Worldpay shareholders will be entitled to receive 0.9287 FIS shares and \$11.00 in cash for each share of Worldpay. Upon closing, FIS shareholders will own approximately 53 percent and Worldpay shareholders will own approximately 47 percent of the combined company. The combination of stock and cash values Worldpay at an enterprise value of approximately \$43 billion, including the assumption of Worldpay debt, which FIS expects to refinance.

FIS and Worldpay have complementary solutions and services encompassing financial institution issuer services, network and merchant services including global leadership in eCommerce, as well as loyalty and fraud solutions benefiting consumers and businesses. Clients will benefit from the combined omni-channel payment and multi-currency capabilities, robust risk and fraud solutions and advanced data analytics.

Organizations of all types and sizes are looking for new ways to create more meaningful and frictionless experiences and grow their share of wallet through digital channels. The combination of FIS and Worldpay, two companies that are leading their respective markets in modernization investments,

provides clients of both organizations access to a wider portfolio of digital assets to accelerate their revenue growth, streamline their operations and create a better engagement with their customers.

“Scale matters in our rapidly changing industry,” stated Gary Norcross, chairman, president and chief executive officer, FIS. “Upon closing later this year, our two powerhouse organizations will combine forces to offer a customer-driven combination of scale, global presence and the industry’s broadest range of global financial solutions. As a combined organization, we will bring the most modern solutions targeted at the highest growth markets. The long-term value we will create for clients and for shareholders will set the bar in our industry and will create a range of new career opportunities for our employees. I have never been more excited about the future of FIS.”

As an industry leading global merchant acquirer, Worldpay is one of the world’s top payment technology companies powering global omni-commerce and providing solutions for merchants, businesses and financial institutions on a global basis. It processes over 40 billion transactions annually, supporting more than 300 payment types across more than 120 currencies.

“At Worldpay, our focus has always been on delivering more value to our clients and partners and making decisions that achieve our growth and performance objectives. Combining with FIS helps us accelerate the achievement of that, now benefitting from new scale and capabilities that will truly differentiate the company globally,” said Charles Drucker, executive chairman and chief executive officer, Worldpay. “We are proud to become part of one of the financial services industry’s most respected and consistently performing companies, and I am excited about the new opportunities this brings both for the business and our colleagues worldwide.”

## **Strategic and Financial Rationale**

- **Global Growth Leader at Scale**

The combination of industry leading technology platforms and global distribution channels serving high-growth secular markets will immediately accelerate the revenue growth profile of FIS and offer a best-in-class solution suite to our clients. Additionally, the combination will create meaningful revenue growth opportunities across the merchant and banking ecosystems.

- **Significant Value Creation**

Organic revenue growth outlook of 6 percent to 9 percent through 2021, in conjunction with \$700 million of total EBITDA synergies from the combination of revenue and expense opportunities over the next three years.

- **Enhanced Financial Profile**

The combined company will have pro forma 2018 annual revenue and adjusted EBITDA of approximately \$12.3 billion and \$4.9 billion, respectively. FIS anticipates retaining its investment grade credit ratings of Baa2 / BBB, reducing leverage to approximately 2.7x in 12 to 18 months and continuing to grow its dividend supported by robust free cash flow.

- **Experienced Management Team**

Both management teams have a proven track record of innovation leadership, superior integration, and exceeding synergy plan targets to drive transformational value to clients and shareholders. This combination leverages expertise within the banking and payment industry.

## **Governance and Timing**

Upon closing, the combined company's Board of Directors will consist of 12 members, seven of which will come from FIS' Board of Directors and five of which will come from Worldpay's Board of Directors. Gary Norcross will remain as FIS Chairman of the Board, President and Chief Executive Officer. Charles Drucker, Worldpay's current Executive Chairman and CEO, will serve as the Executive Vice Chairman of the Board.

The combined company will retain the name FIS and will be headquartered in Jacksonville, Fla.

The transaction is subject to receipt of required regulatory and shareholder approvals and other customary closing conditions and is expected to close in the second half of 2019.

Centerview Partners LLC and Goldman Sachs & Co. LLC acted as financial advisors to FIS. Willkie Farr & Gallagher LLP served as FIS' legal advisor in the transaction. Credit Suisse acted as financial advisor to Worldpay. Skadden, Arps, Slate, Meagher & Flom LLP served as Worldpay's legal advisor in the transaction.

## **Webcast**

FIS will sponsor a live webcast about this announcement with the investment community beginning at 8:30 a.m. (EDT) Monday, March 18, 2019. To access the webcast, go to the Investor Relations section of FIS' homepage, [www.fisglobal.com](http://www.fisglobal.com). A replay will be available after the conclusion of the live webcast.

## **About FIS**

FIS is a global leader in financial services technology, providing solutions and services to clients in the retail and institutional banking, payments, capital markets, asset management and wealth and retirement markets. Through the depth and breadth of our solutions portfolio, global capabilities and domain expertise, FIS serves clients in over 130 countries. Headquartered in Jacksonville, Florida, FIS employs more than 47,000 people worldwide and holds leadership positions in payment processing, financial software and banking solutions. Providing software, services and outsourcing of the technology that empowers the financial world, FIS is a Fortune 500 company and is a member of the Standard & Poor's 500® Index. For more information about FIS, visit <https://www.fisglobal.com/>.

Follow FIS on Facebook ([facebook.com/FIStoday](https://www.facebook.com/FIStoday)), LinkedIn ([linkedin.com/company/fis](https://www.linkedin.com/company/fis)) and Twitter (@FISGlobal).

## **About Worldpay**

Worldpay is a leading payments technology company with unique capability to power global omni-commerce. With an integrated technology platform, Worldpay offers a comprehensive suite of products and services, delivered globally through a single provider. Worldpay processes over 40 billion transactions annually, supporting more than 300 payment types across 146 countries and 126 currencies. Worldpay is focused on expanding into high-growth markets and customer segments, including global eCommerce, integrated payments and B2B. Visit us at <https://www.worldpay.com>.

## **Statement Regarding Forward-Looking Information**

The statements contained in this communication that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or "Securities

Act” and Section 21E of the Securities Exchange Act of 1934, as amended, or “Exchange Act,” including statements regarding our expectations, hopes, intentions, or strategies regarding the future. These statements relate to, among other things, business and market conditions, outlook and our future financial and operating results and debt. In many cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” or “continue,” or the negative of these terms, and other comparable terminology. Actual results could differ materially from those anticipated in these statements as a result of a number of factors, including, but not limited to:

- the risk that the transaction described herein will not be completed or will not provide the expected benefits, or that we will not be able to achieve the cost or revenue synergies anticipated;
- the risk that the integration of FIS and Worldpay will be more difficult, time-consuming or expensive than anticipated;
- the risk of customer loss or other business disruption in connection with the transaction, or of the loss of key employees;
- the possible occurrence of an event, change or other circumstance that would give rise to the termination of the merger agreement;
- the fact that unforeseen liabilities of FIS or Worldpay may exist;
- the risk of doing business internationally;
- changes in general economic, business and political conditions, including the possibility of intensified international hostilities, acts of terrorism, changes in either or both the United States and international lending, capital and financial markets and currency fluctuations;
- the effect of legislative initiatives or proposals, statutory changes, governmental or other applicable regulations and/or changes in industry requirements, including privacy and cybersecurity laws and regulations;
- the risks of reduction in revenue from the elimination of existing and potential customers due to consolidation in, or new laws or regulations affecting, the banking, retail and financial services industries or due to financial failures or other setbacks suffered by firms in those industries;
- changes in the growth rates of the markets for the solutions of FIS and Worldpay;
- failures to adapt such solutions to changes in technology or in the marketplace;
- internal or external security breaches of systems, including those relating to unauthorized access, theft, corruption or loss of personal information and computer viruses and other malware affecting our software or platforms, and the reactions of customers, card associations, government regulators and others to any such events;
- the risk that implementation of software (including software updates) for customers or at customer locations or employee error in monitoring software and platforms may result in the corruption or loss of data or customer information, interruption of business operations, outages, exposure to liability claims or loss of customers;
- the reaction of current and potential customers to communications from us or regulators regarding information security, risk management, internal audit or other matters;
- competitive pressures on pricing related to the decreasing number of community banks in the U.S., the development of new disruptive technologies competing with one or more of our solutions, increasing presence of international competitors in the U.S. market and the entry into the market by global banks and global companies with respect to certain competitive solutions, each of which may have the impact of unbundling individual solutions from a comprehensive suite of solutions we provide to many of our customers;
- the failure to innovate in order to keep up with new emerging technologies, which could impact the merged companies’ solutions and ability to attract new, or retain existing, customers;
- the failure to meet financial goals to grow business in Brazil after the unwinding of FIS’ Brazilian Venture;
- the risks of reduction in revenue from the loss of existing and/or potential customers in Brazil after the unwinding of FIS’ Brazilian Venture;
- an operational or natural disaster at one of our major operations centers; and

- other risks detailed elsewhere in the two companies' annual reports on Form 10-K for the year ended December 31, 2018 and in our and their other filings with the Securities and Exchange Commission.

Other unknown or unpredictable factors also could have a material adverse effect on our business, financial condition, results of operations and prospects. Accordingly, readers should not place undue reliance on these forward-looking statements. These forward-looking statements are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Except as required by applicable law or regulation, neither FIS nor Worldpay undertakes (and each of FIS and Worldpay expressly disclaim) any obligation and do not intend to publicly update or review any of these forward-looking statements, whether as a result of new information, future events or otherwise.

#### **Additional Information and Where to Find It**

This communication is being made in respect of the proposed merger transaction between FIS and Worldpay. In connection with the proposed merger, FIS will file with the SEC a registration statement on Form S-4 that will include the joint proxy statement of FIS and Worldpay and a prospectus of FIS, as well as other relevant documents regarding the proposed transaction. A definitive joint proxy statement/prospectus will also be sent to FIS shareholders and Worldpay stockholders. INVESTORS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

A free copy of the joint proxy statement/prospectus, as well as other filings containing information about FIS and Worldpay, may be obtained at the SEC's website (<http://www.sec.gov>). You will also be able to obtain these documents, free of charge, from FIS at [www.investor.fisglobal.com](http://www.investor.fisglobal.com) or by emailing [info.investorrelations@fisglobal.com](mailto:info.investorrelations@fisglobal.com) or from Worldpay by accessing Worldpay's website at <http://investor.worldpay.com> or by emailing [IR@worldpay.com](mailto:IR@worldpay.com).

#### **Participants in the Solicitation**

FIS and Worldpay and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from FIS shareholders and Worldpay stockholders in respect of the transaction described in the joint proxy statement/prospectus. Information regarding FIS' directors and executive officers is contained in FIS' Proxy Statement on Schedule 14A, dated April 20, 2018, which is filed with the SEC. Information regarding Worldpay's directors and executive officers is contained in Worldpay's Proxy Statement on Schedule 14A, dated April 4, 2018, which is filed with the SEC. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the joint proxy statement/prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

###

#### **For More Information**

Ellyn Raftery, 904.438.6083  
Chief Marketing and Strategy Officer  
FIS Marketing and Communications  
[ellyn.raftery@fisglobal.com](mailto:ellyn.raftery@fisglobal.com)

Peter Gunnlaugsson, 904.438.6603  
Senior Vice President  
FIS Investor Relations  
[pete.gunnlaugsson@fisglobal.com](mailto:pete.gunnlaugsson@fisglobal.com)

---

Andrew Ciafardini, 513.900.5308  
Head of Global Corporate Communications  
Worldpay Corporate Communications  
[Andrew.Ciafardini@worldpay.com](mailto:Andrew.Ciafardini@worldpay.com)

Nathan Rozof, CFA, 866.254.4811  
Head of Investor Relations  
Worldpay Investor Relations  
[IR@worldpay.com](mailto:IR@worldpay.com)