

# **INVESTOR PRESENTATION**

December 2021



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#### Additional Information and Where to Find It

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#### Participants in the Solicitation

Roman DBDR and CompoSecure and their respective directors and executive officers may be considered participants in the Proposed Transaction will be set forth in the Proxy Statement and other relevant materials to be filed with the SEC regarding the Proposed Transaction. Stockholders, potential investors and other interested persons should read the Proxy Statement carefully before making any voting or investment decisions. These documents, when available, can be obtained free of charge as described in the preceding paragraph.

# **Presenters**



#### Dr. Don Basile, PhD

Chairman & Co-CEO, **Roman DBDR** 

- 20+ years of technology industry experience
- Executive, investor or board member in 30+ Silicon Valley growth companies
- Former CEO, Co-Founder and Director of two leading data storage companies which both completed IPOs on NYSE













#### Jon Wilk

Chief Executive Officer, CompoSecure

- 20+ years of industry experience
- Former Head of Product and Chief Marketing Officer for JPMorgan Chase Consumer Bank
- Former President of Paychoice, a leading SaaS-based payroll company (sold to Sage in October 2014)

JPMORGAN CHASE & CO.







#### **Timothy Fitzsimmons**

Chief Financial Officer, CompoSecure

- 30+ years of experience in accounting and finance
- Started his own consulting firm, Your CFO & Controller, providing a range of financial services



#### Adam Lowe, PhD

**Chief Innovation Officer,** CompoSecure

- 10+ years of experience in security and technology industry
- PhD and MBA from Cornell
- Former group leader of Innovation Development Team at SRC Inc.

















# **Transaction Overview**

#### TRANSACTION STRUCTURE

- Roman DBDR Tech Acquisition Corp. ("Roman") has proposed to enter into a business combination with CompoSecure, a high-growth, profitable technology company focused on innovative payments, security, and cryptocurrency solutions
- \$130 million PIPE in convertible unsecured notes and \$45 million in equity
- Closing expected week of December 27, 2021, subject to Roman shareholder approval, shareholder vote scheduled December 23, 2021

#### **VALUATION**

- Transaction implies a pro forma enterprise value of approximately \$1.2 billion¹
- Implied valuation multiples<sup>2</sup>:
  - **3.4x 2022E Net Revenue** (11.5x 2022E Adj. EBITDA)
  - **2.5x 2023E Net Revenue** (7.5x 2023E Adj. EBITDA)
- Significant investment opportunity **projected 56% Net Revenue CAGR '21E '25E**
- Current shareholders of CompoSecure to maintain approximately 60% pro forma ownership<sup>3</sup>

#### **CAPITAL STRUCTURE**

■ Anticipated net leverage at close of ~2x trailing Adj. EBITDA (excluding new 5-year convertible unsecured notes)

Roman DBDR believes CompoSecure represents a unique opportunity to transform the payments ecosystem and unlock significant value by enabling mass adoption of digital assets across industries

<sup>&</sup>lt;sup>1</sup> Includes impact of all 5.789mm founder shares vesting at close

<sup>&</sup>lt;sup>2</sup> Based on the midpoint of range of management projections. Please see Financial Overview section

<sup>&</sup>lt;sup>3</sup> Existing CompoSecure shareholders may receive 7.5mm earnout shares. 3.75mm shares are earned if the VWAP is at least \$20.00 over any 20 trading days within any 30-trading day period during the first 36 months; another 3.75mm shares are earned if the VWAP is at least \$20.00 over any 20 trading days within any 30-trading day period during the first 48 months

# **Key Investment Highlights**

Category Leader of Next-Gen Payment Technology, Security, and Cryptocurrency Solutions

"Massive" TAM across markets including payments, cryptocurrency, digital authentication/Arculus payments, NFTs and gaming, and warranty & insurance

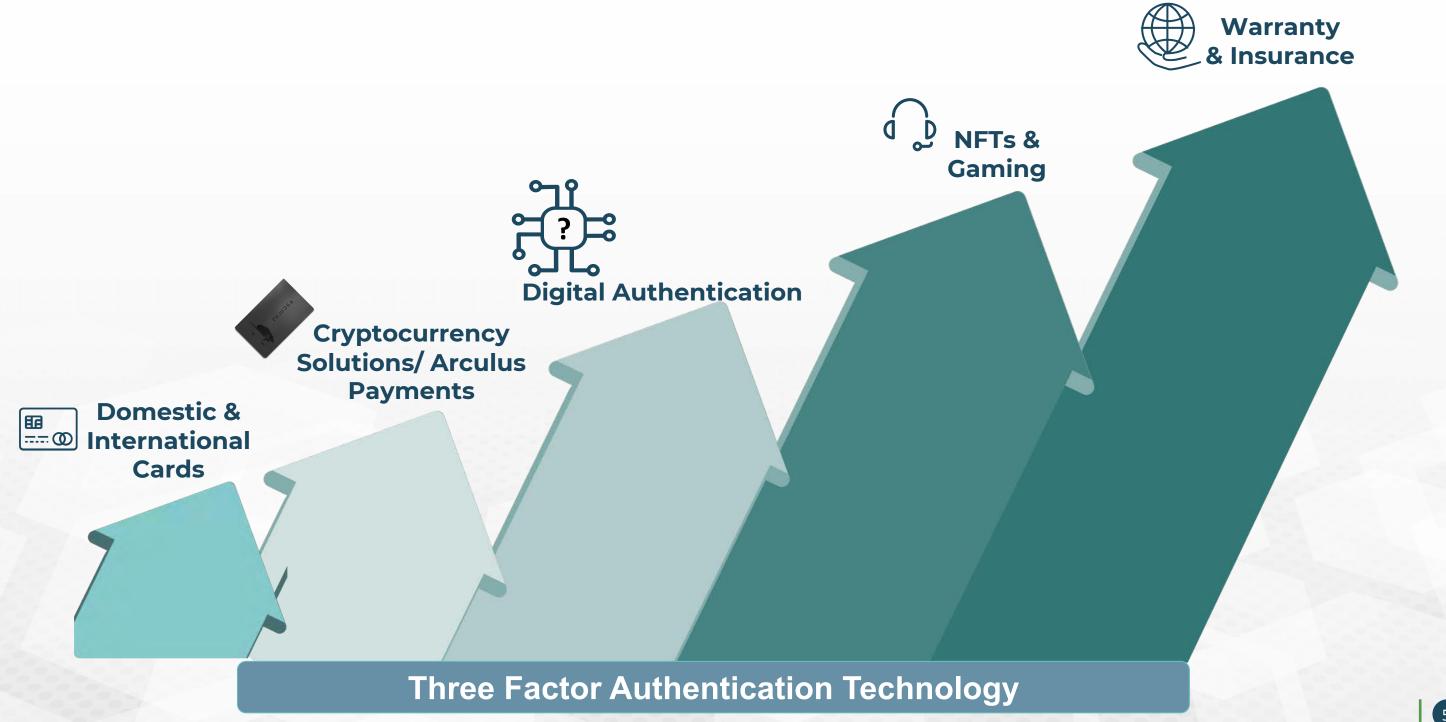
Premier payments technology and security provider coupled with highly scaled, advanced manufacturing capability

Trusted, highly embedded blue chip customer relationships with leading financial institutions and FinTechs, having produced nearly 100 million metal payment cards

Platform uniquely positioned to capitalize on fragmented markets in digital assets

Compelling financial profile with superior growth, attractive margins, and high cash flow

# **CompoSecure is Pursuing Multiple Large Growth Opportunities**



# **Arculus is Live**

#### **Commercial Launch**

- <u>www.GetArculus.com</u> is accepting payments and cards are shipping to consumers
- First shipments began on September 30
- Wallet app is available for download from the Apple AppStore and the Google Play store
- Marketing and Business Development spend of \$20+ million for 2021 underway and ramping into year-end
- B2B White label solution launched in November 2021

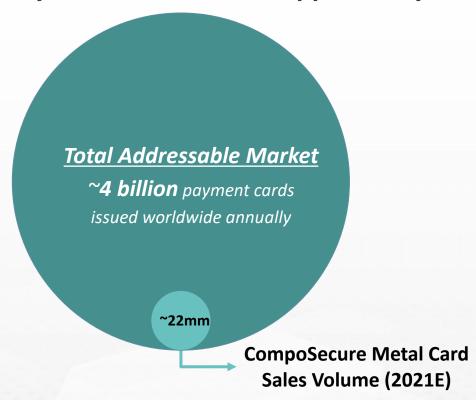






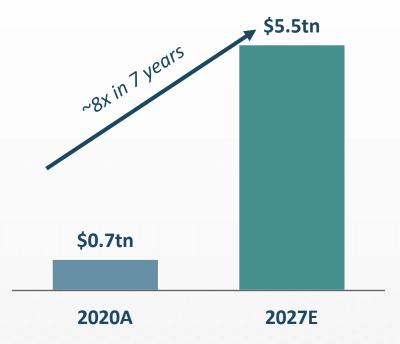
# **Convergence of Three Massive Market Opportunities**

#### Payment Card Market Opportunity<sup>1</sup>



Metal cards are rapidly growing in popularity, but still only represent ~0.5% of the global addressable card market

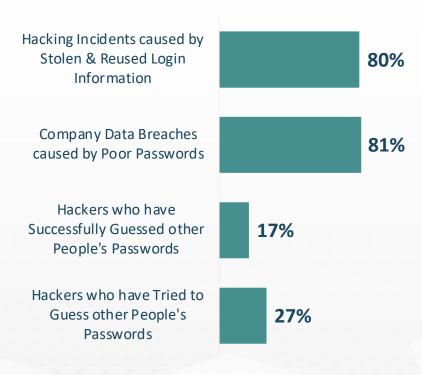
# **Explosive Growth in Crypto Asset Class<sup>2</sup>**



Source: Verified Market Research's Cryptocurrency Market Size and Forecast

Massive growth in Crypto asset class will require solutions to securely store and access digital assets seamlessly

### **Authentication Opportunity**<sup>3</sup>



555 million passwords stolen on the dark web since 2017

# **Industry Trends Create Strong Tailwinds:**







<sup>&</sup>lt;sup>1</sup> Edgar, Dunn & Company. 2019 Metal Cards Market Sizing and Consumer Research Report. "Total Addressable Market" is defined here as the estimated subset of payment cards issued globally in 2021 for which there is demand and viability for metal payment cards. The figure assumes a two-year replacement

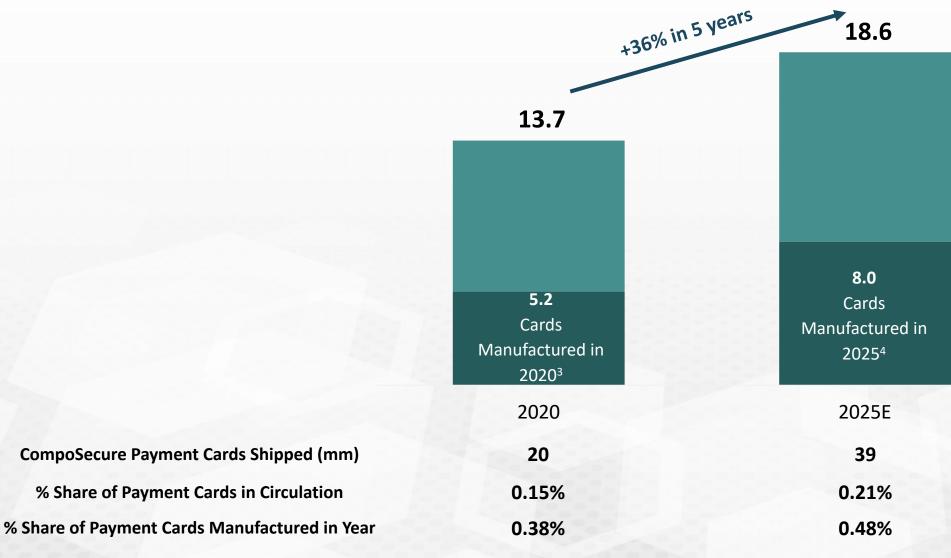
<sup>&</sup>lt;sup>2</sup> Global Cryptocurrency Market Size By End User, By Type, By Component, By Process, By Geographic Scope And Forecast (Verified Market Research, 2018)

<sup>&</sup>lt;sup>3</sup> Finances Online: 55 Important Password Statistics You Should Know: 2021 Breaches & Reuse Data

# **Massive Global Payment Card Market**

- CompoSecure is projected to increase its market share of cards manufactured from 0.38% to 0.48% by 2025
- The overall metal payment card industry's global shipments are expected to grow 163% between 2020 and 2025<sup>1</sup>

#### **Total Number of Payment Cards in Circulation (bn)**<sup>2</sup>



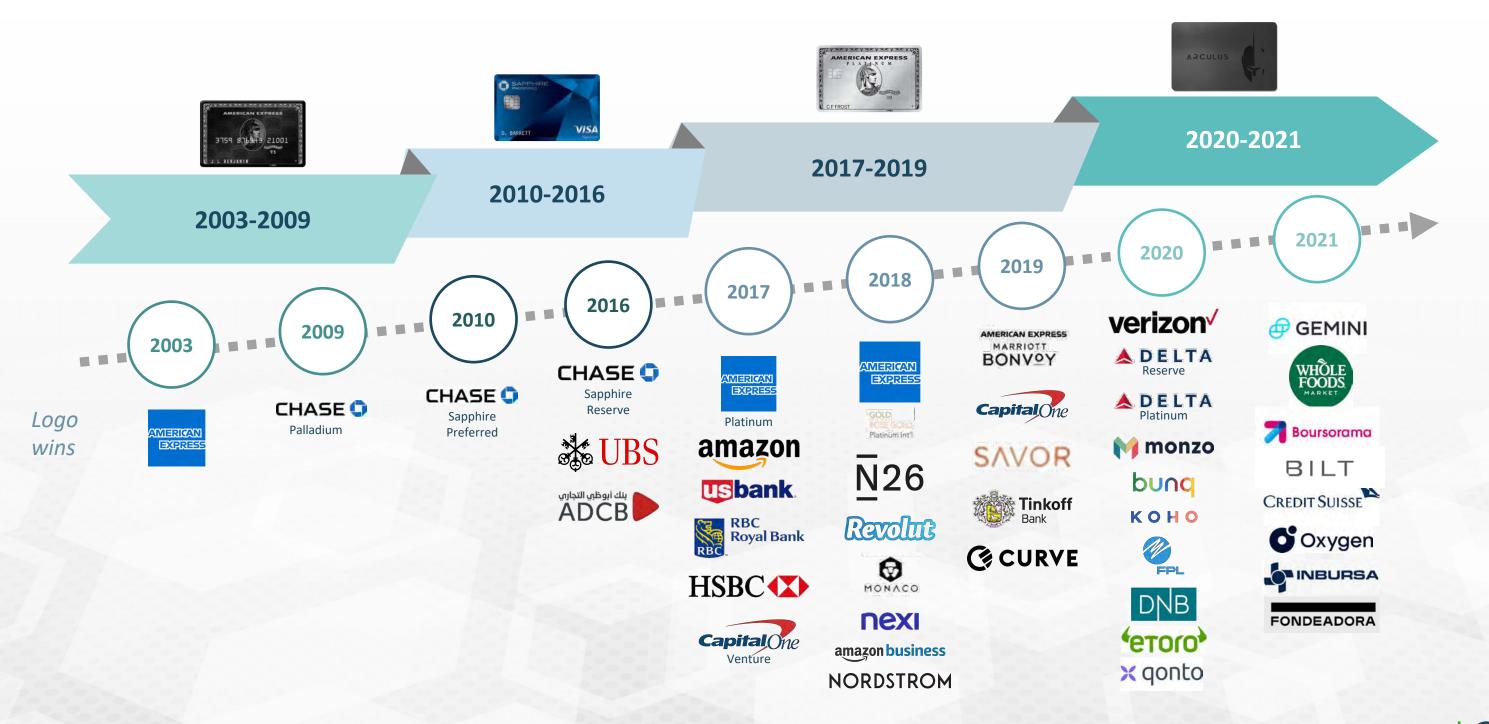
<sup>&</sup>lt;sup>1</sup>ABIresearch's Metal Payment Cards – Q2 2021

<sup>&</sup>lt;sup>2</sup>Edgar, Dunn & Company. 2019 Metal Cards Market Sizing and Consumer Research Report – Payment Cards in Circulation

<sup>&</sup>lt;sup>3</sup> ICMA: 2020 Global Card Market Statistics Reports – Payment Cards Manufactured

<sup>4</sup> Management estimates based on 2019 ratio of cards manufactured vs. cards in circulation

# **Proven Track Record of Customer Acquisition**



# **Bespoke Card Programs Have Become Critical to Our Clients**

Highly Customized Programs with Best-in-Class Security and Form to Meet Partner Needs









#### **CompoSecure Issuer Client Since:**

2008 2003 2014 2016

#### **Selected Metal Card Programs:**







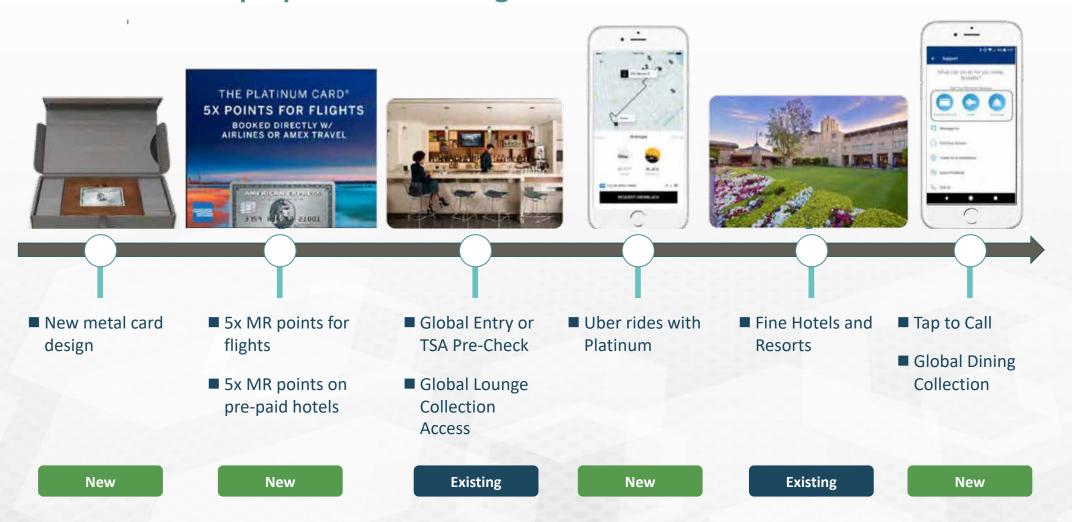


¹ If CompoSecure is unable to provide its products and services at high quality and in a timely manner, its customer relationships may be adversely affected, which could result in the loss of customers, including JPMorgan Chase and American Express, which constituted 33% and 40%, respectively, of CompoSecure's total net revenue for the year ended December 31, 2020. CompoSecure's agreement with Amex is scheduled to expire in 2024 unless extended or terminated earlier by either party for cause. CompoSecure's agreement with Chase is scheduled to expire in 2023 unless extended or terminated earlier by either party for cause. There can be no assurances that CompoSecure's existing contracts, including with JPMorgan Chase and American Express, will be renewed on terms satisfactory to it, or if terminated, that it will be able to immediately secure a new contract with a new customer. CompoSecure's ability to maintain relationships with its customers may be impacted by several factors beyond its control, including more attractive product offerings from its competitors, pricing pressures or the financial health of these customers, many of whom operate in competitive businesses and depend on favorable macroeconomic conditions.

# **American Express Product Refresh**

#### **Consumer Product Refresh**

In Q4'16, American Express enhanced its US Consumer Platinum value proposition including a new metal form factor



**52%** 1

New Accounts Acquired & Upgrades<sup>1</sup>

**17% 1** Q4 '17 Spend Growth<sup>2</sup>

290K
Metal Cards Proactively
Requested by Customers

47%
Percentage of New Platinum
Accounts that are
Millennials

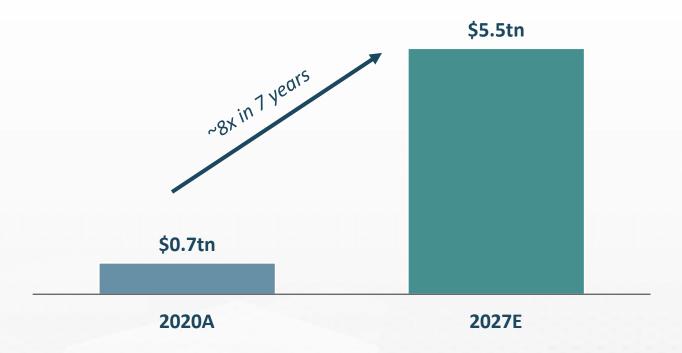
Source: American Express 3/7/18 Investor Day, Page 47

<sup>&</sup>lt;sup>1</sup> Through Dec '17 YoY

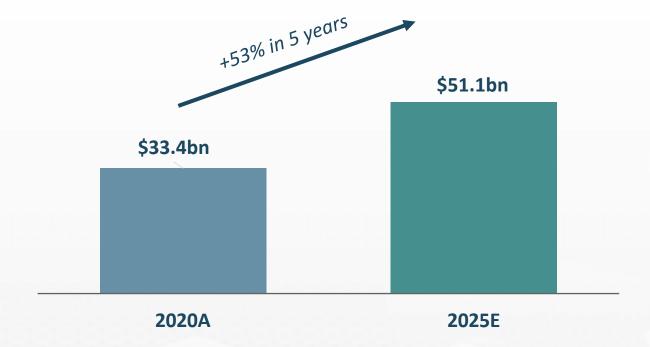
<sup>&</sup>lt;sup>2</sup> Non-airline billings growth. Airline increased by 20%

# **Substantial Forecasted Growth in Target Digital Asset Classes**

### **Explosive Growth in Crypto Asset Class<sup>1</sup>**



### **Increasing E-Gaming Online Microtransactions**<sup>3</sup>



# 221 million

Global Crypto Users in June 2020 (3x June 2019)<sup>2</sup>

# 1.3 billion

E-Gamers purchased ingame asset in 2020<sup>4</sup>

Note: Online microtransactions market consists of sales of in-game virtual goods and related services

<sup>&</sup>lt;sup>1</sup> Global Cryptocurrency Market Size By End User, By Type, By Component, By Process, By Geographic Scope And Forecast (Verified Market Research, 2018)

<sup>&</sup>lt;sup>2</sup> Crypto com

<sup>&</sup>lt;sup>3</sup>Online Microtransaction Global Market Report 2021: COVID-19 Impact and Recovery to 2030

<sup>&</sup>lt;sup>4</sup>Bloomberg; Mordor; Newzoo

# Hacking Threat Continues to Rise with \$8B+ Lost in 2021 YTD

More Than \$600 Million Stolen In Ethereum And Other Cryptocurrencies—Marking One Of Crypto's Biggest Hacks Ever

Security News This Week: Hackers Stole Over \$90M From Japan's Liquid Crypto Exchange

Turkish crypto founder flees with reported \$2 bn

f Fulya OZERKAN

April 22, 2021 · 3 min read

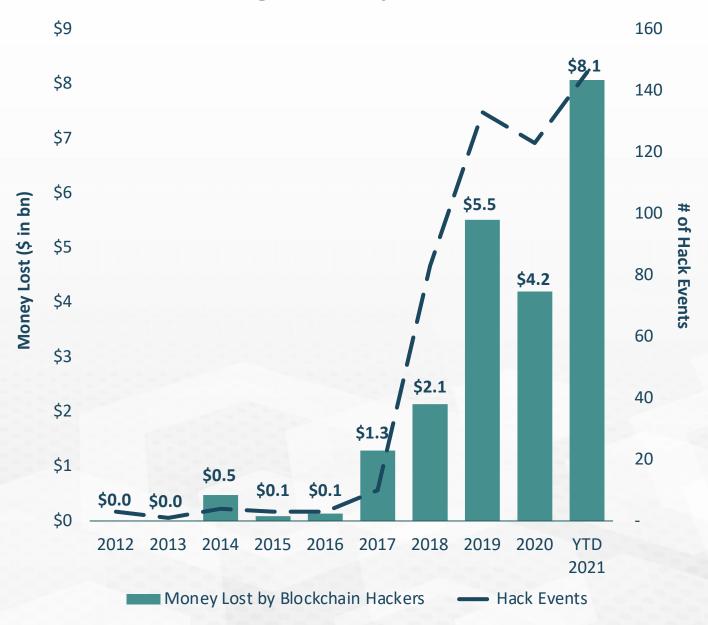
Coinbase slammed for what users say is terrible customer service after hackers drain their accounts **MCNBC** 

PUBLISHED TUE, AUG 24 2021-9:00 AM EDT | UPDATED TUE, AUG 24 2021-9:10 AM EDT

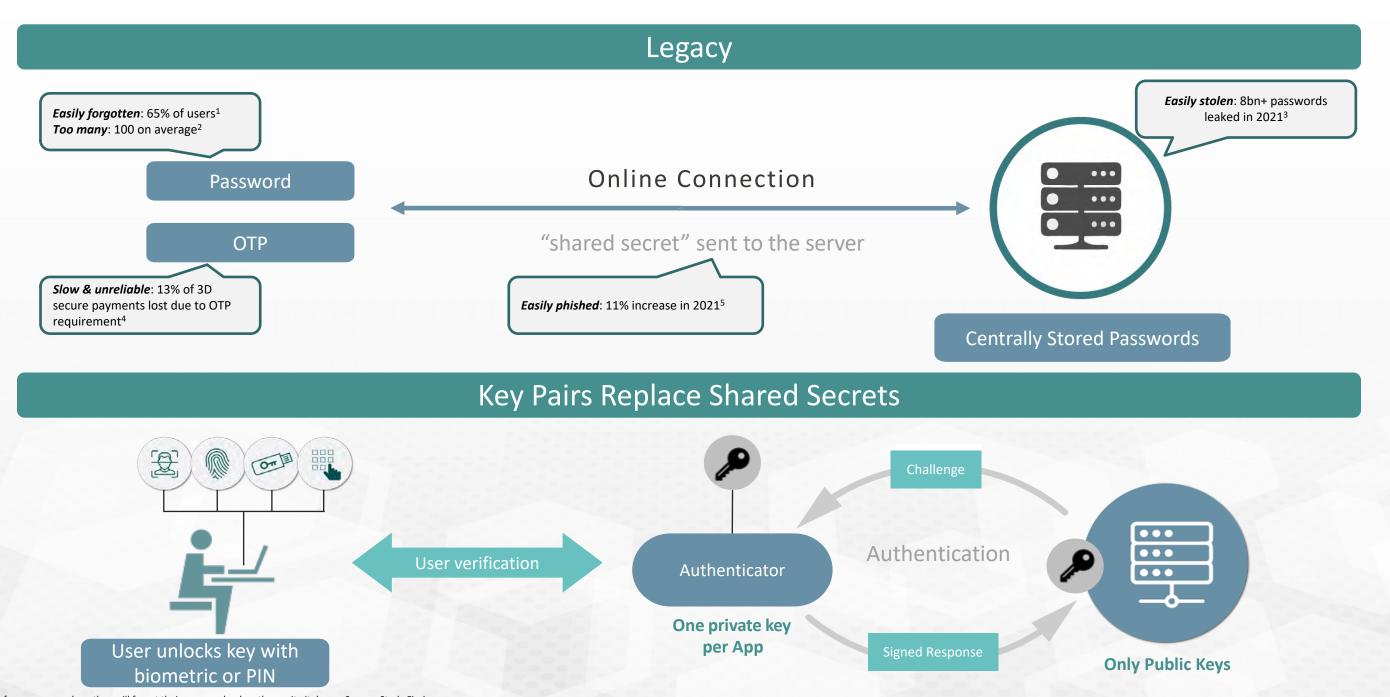
# Business By Nate DiCamillo Oct. 1, 2021 Coinbase Multi-Factor Authentication Hack Affects at Least 6,000 Customers CoinDesk

A flaw allowed hackers to get customers' SMS two-factor authentication code and break into their accounts.

### 2021 YTD Hacking Losses Up Double 2020 Losses<sup>1</sup>



# **Industry Trading Usernames and Passwords for Secure Authentication**



 $<sup>^1</sup>$  65% of users surveyed say they will forget their password unless they write it down. Source: Study Finds  $^2$ Tech.co

<sup>3</sup>Cyhernews

<sup>&</sup>lt;sup>4</sup>Ravelin's Global Payment Regulation & Authentication Report 2020 <sup>5</sup>DBIR's 2021 Data Breach Investigations Report

# **Critical Use Cases to Penetrate Digital Authentication Market**



# **CompoSecure at a Glance**

### Leading Developer of New, Highly Differentiated Payment and Digital Security Products

#### **Today**



#### **Five-Year Outlook**



<sup>&</sup>lt;sup>1</sup> Figures reflect the midpoint of 2022E estimate for net revenue (\$336mm to \$376mm) and mid point of range for Adj. EBITDA (\$100mm to \$110mm)

<sup>&</sup>lt;sup>2</sup> CAGR calculated using the midpoint of 2021E net revenue estimate range (\$267mm - \$269mm) and 2025E projection (\$1,577mm)

<sup>&</sup>lt;sup>3</sup> Revenue-weighted average client tenure

<sup>&</sup>lt;sup>4</sup> Arculus Ecosystem includes Cryptocurrency Solutions, Digital Assets & eGaming, Arculus Payments, and Warranty & Insurance segments

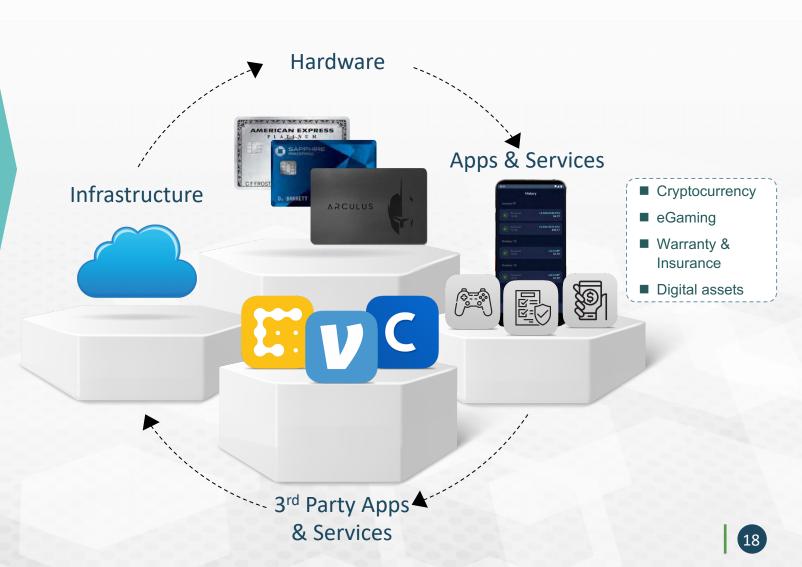


# **Building Digital Assets Ecosystem from Foundation in Superior Hardware**





# **Ecosystem**



# The Arculus Ecosystem Roadmap



Superior hardware provides platform to drive \$1bn+ of revenue

<sup>&</sup>lt;sup>1</sup> Estimated global crypto wallet users (all cold and hot) by 2025E

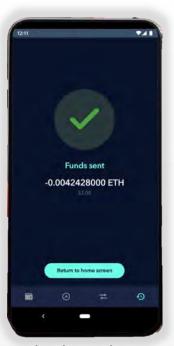
<sup>&</sup>lt;sup>2</sup> Spend on video games; increasingly monetized in-game. Source: NewZoo, 2020

# **Arculus Enables Safe Storage for Crypto Assets**

#### **Superior User Experience**



Simply tap-to-transact with the Arculus Key card



Seamlessly send, receive, and swap cryptocurrency



History

January 09

Received +0.00360248 ETH \$4.79

Knowwed +0.00074074 BTC \$30.17

October 15

Received +22.0 XRP \$7.39

October 16.

Easily track and record historical transactions

### Convenience of a Hot Wallet with the Security of Cold Storage

Secure: Advanced three-factor authentication security across biometric, PIN and Key card and truly air-gapped

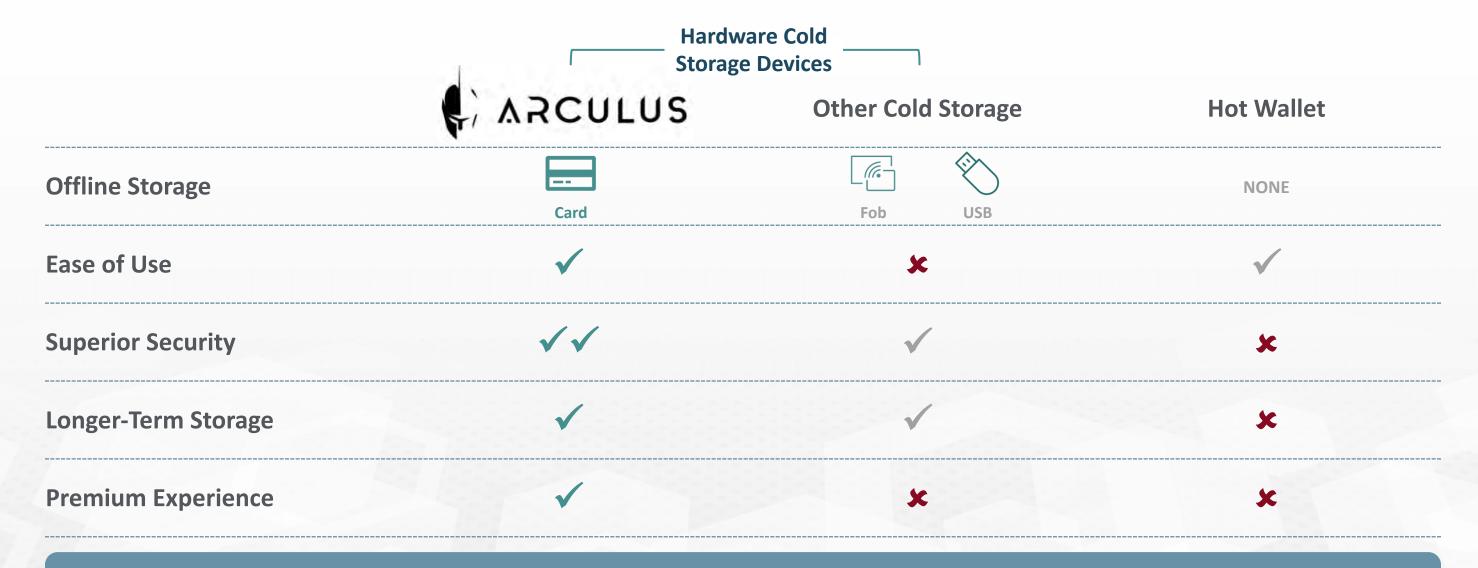
**Innovative:** No charging required, crypto key storage solution with encrypted NFC ("tap-to-transact")

Convenient: Easily send, receive, and trade crypto assets through the mobile app

App Video<sup>1</sup>

Password: Arculus2021

# **Arculus Alleviates the Burdens of Other Crypto Storage Solutions**



Arculus is the only Crypto storage product that combines ease of use and superior security standards

# **Cold Storage Hardware Wallet Feature Comparison**

# **Arculus Offers Best-In-Class User Experience**

	ARCULUS	Ledger	Trezor Model T
Form Factor	Card	Fob with Display	Fob with Display
Companion App	Arculus Wallet	Ledger Live	Trezor Wallet
Key Storage Type	Cold	Cold	Cold
Secure Element	Certified Secure Element (CC EAL6+)	Certified Secure Element (CC EAL5+)	None
Pin Code	Yes	Yes	Yes
Restoration	12 Word Passcode	24 Word Passcode	12-24 Word Passcode
Passcode Storage	Separate from Device	On Device	On Device
Interface	Tap-to-Transact Rich GUI	Manual Inputs in Fob	Manual Inputs in Fob
Authentication	Biometric, Pin, Encrypted NFC connection between card and phone	Pin & Device	Pin & Device
Charge Required?	No	Yes	Yes
Price	\$99	\$60-\$120	\$170

# **Diversified Revenue Model**

#### **Multiple User Monetization Opportunities**

#### **Hardware Sales**

- Direct-to-Consumer sales
- Business-to-Business sales

#### **Transaction Fees**

- Crypto currency trading fees
- ■eGaming trading and transfer fees

### **Recurring Fees**

- Hot wallet subscription fees (monthly)
- Crypto/digital asset insurance fees (monthly)

# **Example Transactions**

Customer purchases Arculus Key card

CompoSecure charges consumer per Arculus Key sold

Customer trades crypto on Arculus app

Gamers transfer currency to or from wallet via Arculus app

CompoSecure charges customer % fee based on total transaction value

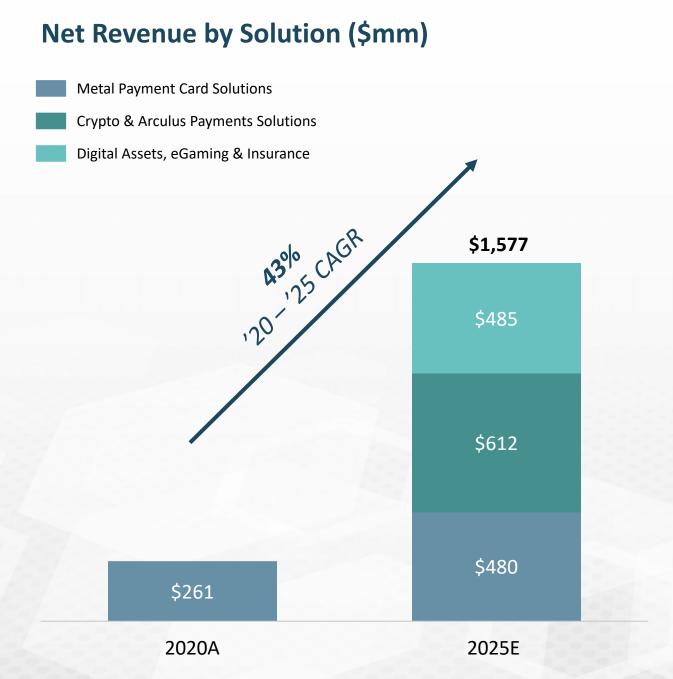
Customer signs up for Arculus hot wallet

Customer purchases crypto insurance from third party insurance partner

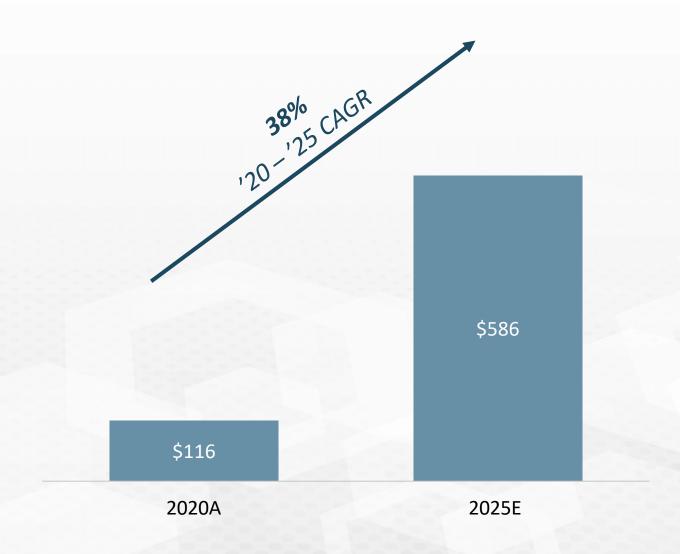
CompoSecure charges customer customary monthly hot wallet fee

CompoSecure earns monthly fee from third party insurance provider

# Robust Growth from Substantial Base of Revenue and Profitability



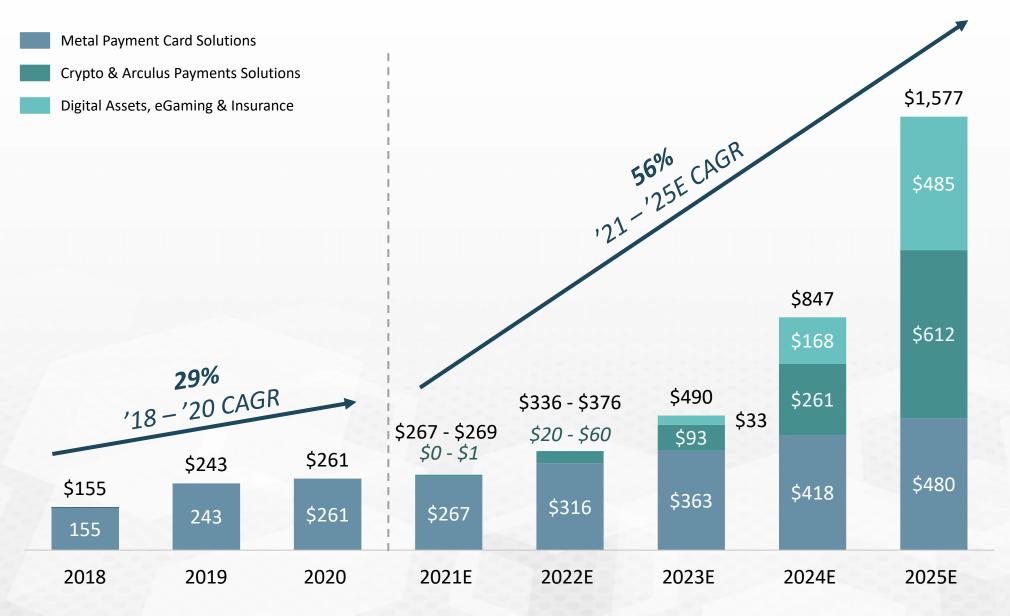
# Adjusted EBITDA (\$mm)



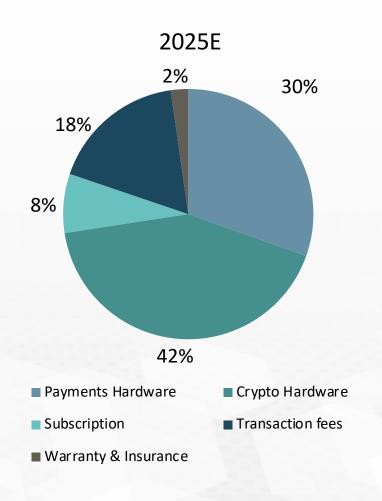


# **Projected Net Revenue Evolution**

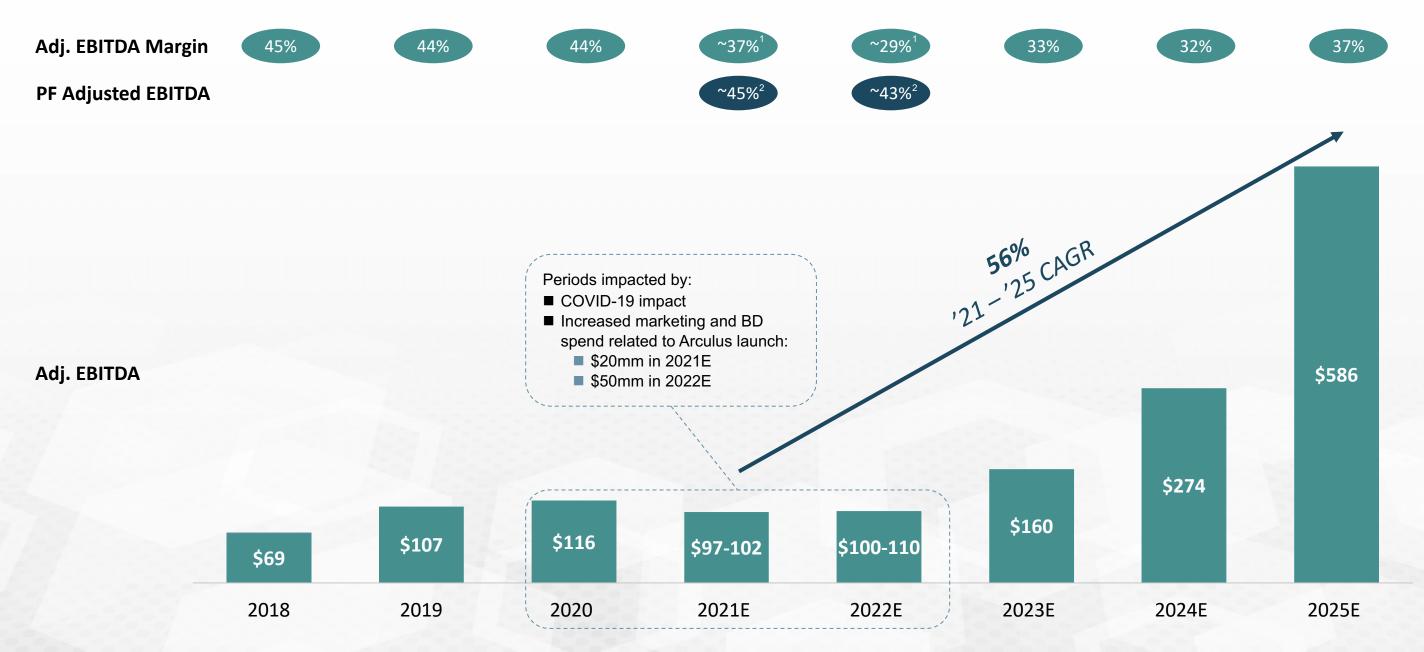
# **Net Revenue by Solution (\$mm)**



### **Net Revenue by Type (\$mm)**



# **Strong EBITDA and Free Cash Flow**



Source: Company financials and management estimates

Note: Margins are calculated on Net revenues

<sup>&</sup>lt;sup>1</sup> Margins based on mid-points of the 2021E net revenue (\$267mm - \$269mm), 2022E net revenue (\$336mm - \$376mm), 2021E Adj. EBITDA (\$97mm - \$102mm), and 2022E Adj. EBITDA (\$100mm - \$110mm) ranges

<sup>&</sup>lt;sup>2</sup> Pro forma adjusted to add back marketing spend related to the Arculus launch (total marketing and BD spend of \$20mm and \$50mm in 2021E and 2022E, respectively)

# **Financial Information by Segment**

# Metal Payment Card Solutions Arculus Crypto & Digital Assets Ecosystem

		_								
	2021E	2022E	2023E	2024E	2025E	2021E	2022E	2023E	2024E	2025E
Unit Sales (mm)	22	25	29	33	39	<0.1	0.3	2	7	17
% growth	7%	15%	14%	15%	15%	-	nm	533%	229%	155%
Net Revenue (\$mm)	\$268	\$316	\$363	\$418	\$480	\$0.5 <sup>1</sup>	\$40 <sup>2</sup>	\$127	\$429	\$1,097
% growth	3%	15%	15%	15%	15%		nm	217%	238%	156%
Operating Expenses <sup>3</sup>	(156)	(178)	(205)	(237)	(272)	(1)	(23)	(55)	(161)	(368)
Marketing Expenses	(0.3)	(0.3)	(0.4)	(0.4)	(0.5)	(20)	(50)	(70)	(175)	(350)
Adj. EBITDA	\$120	\$138	\$148	\$181	\$207	(\$20)4	(\$33) <sup>5</sup>	\$2	\$93	\$379
% margin	44%	44%	44%	43%	43%	nm	nm	1%	22%	35%

¹ Assumes mid-point of Arculus ecosystem 2021E revenue range of \$0mm – \$1mm; ² Assumes mid-point of Arculus ecosystem 2022E revenue range of \$20mm - \$60mm; ³ Operating Expenses excludes D&A and marketing expense, but includes COGS, personnel costs, commissions, professional fees, rent, non-income taxes, public company costs, and other expenses; ⁴ Assumes mid-point of Arculus ecosystem 2021E Adj. EBITDA range of (\$25mm) - (\$28mm)

# **Historical Levered Free Cash Flow**

(\$mm)	2018A	2019A	2020A
Adj. EBITDA	\$ 69	\$ 107	\$ 116
Cash from Change in NWC	(23)	(11)	(5)
Capex	(9)	(10)	(8)
Cash Interest Paid	(5)	(5)	(5)
Mandatory Debt Repayment	(6)	(11)	(11)
Levered Free Cash Flow <sup>1</sup>	27	71	88
Adj. EBITDA Conversion	39%	66%	76%
Levered Free Cash Flow Yield <sup>2</sup>			11%

Source: Company financials

<sup>&</sup>lt;sup>1</sup> These figures reflect the Company's historical legal structure as a pass-through entity for tax purposes that results in the Company historically not paying tax at the entity level. In the Proposed Transaction, the Company intends for CompoSecure Rollover Equity to be held in a traditional "UP-C" structure, and such equity holders will receive the benefits from a customary tax receivable agreement. <sup>2</sup> Levered Free Cash Flow Yield assumes de-SPAC total equity value of \$826mm.



# **Transaction Overview**

### Illustrative Sources and Uses (\$mm)

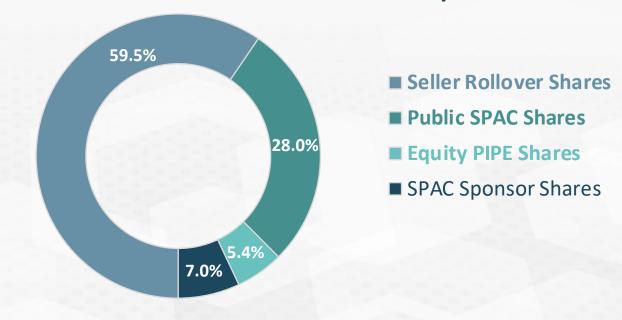
Sources	
CompoSecure Rollover Equity	\$492
SPAC Cash In Trust <sup>1</sup>	236
Common Equity PIPE Proceeds <sup>2</sup>	45
Convertible Notes Proceeds <sup>2</sup>	130
Total Sources	\$903

Uses	
CompoSecure Rollover Equity	\$492
Cash Consideration	361
Transaction Costs	50
Total Uses	\$903

# **Pro Forma Enterprise Valuation at Close (\$mm)**

Illustrative Share Price		\$10.00
Pro Forma Shares Outstanding <sup>3</sup>		82.6
<b>Total Common Equity Value<sup>3</sup></b>		\$826
Convertible Unsecured Notes		130
Pro Forma Net Debt (ex. Convertible Notes)		250
<b>Pro Forma Enterprise Value Valuation</b> <sup>4</sup>		\$1,206
EV / 2021E Net Revenue	\$268	4.5x
EV / 2022E Net Revenue	356	3.4x
EV / 2022E Adj. EBITDA	105	11.5x

# Illustrative Post-Transaction Ownership<sup>1,2,3</sup>



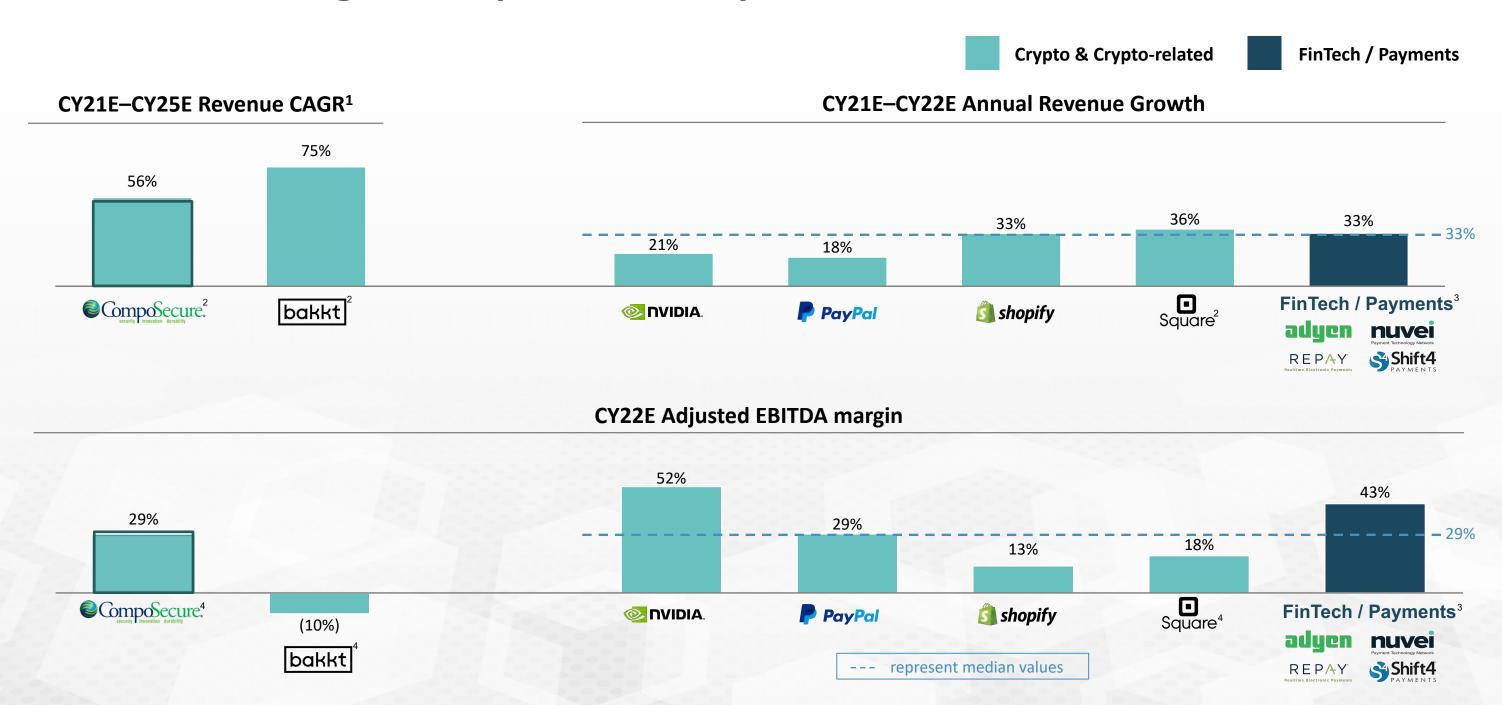
<sup>&</sup>lt;sup>1</sup> Assumes no SPAC investors redeem their shares for cash in trust

<sup>&</sup>lt;sup>2</sup> Assumes \$45mm in Common Equity PIPE and \$130mm of 5-year Convertible Unsecured Notes proceeds

<sup>&</sup>lt;sup>3</sup> Includes impact of all 5.8mm founder shares vesting at close. Excludes warrants; Excludes 7.5mm earnout shares for existing Composecure shareholders. 3.75mm shares are earned if the VWAP is at least \$15.00 over any 20 trading days within any 30-trading day period during the first 48 months

<sup>&</sup>lt;sup>4</sup> Valuation multiples based on the midpoints of estimated 2021E net revenue (\$267mm - \$269mm), 2022E net revenue (\$336mm - \$376mm) and 2022E Adj. EBITDA (\$100mm - \$110mm) ranges

# **Growth and Margins Compare Favorably to Peers**

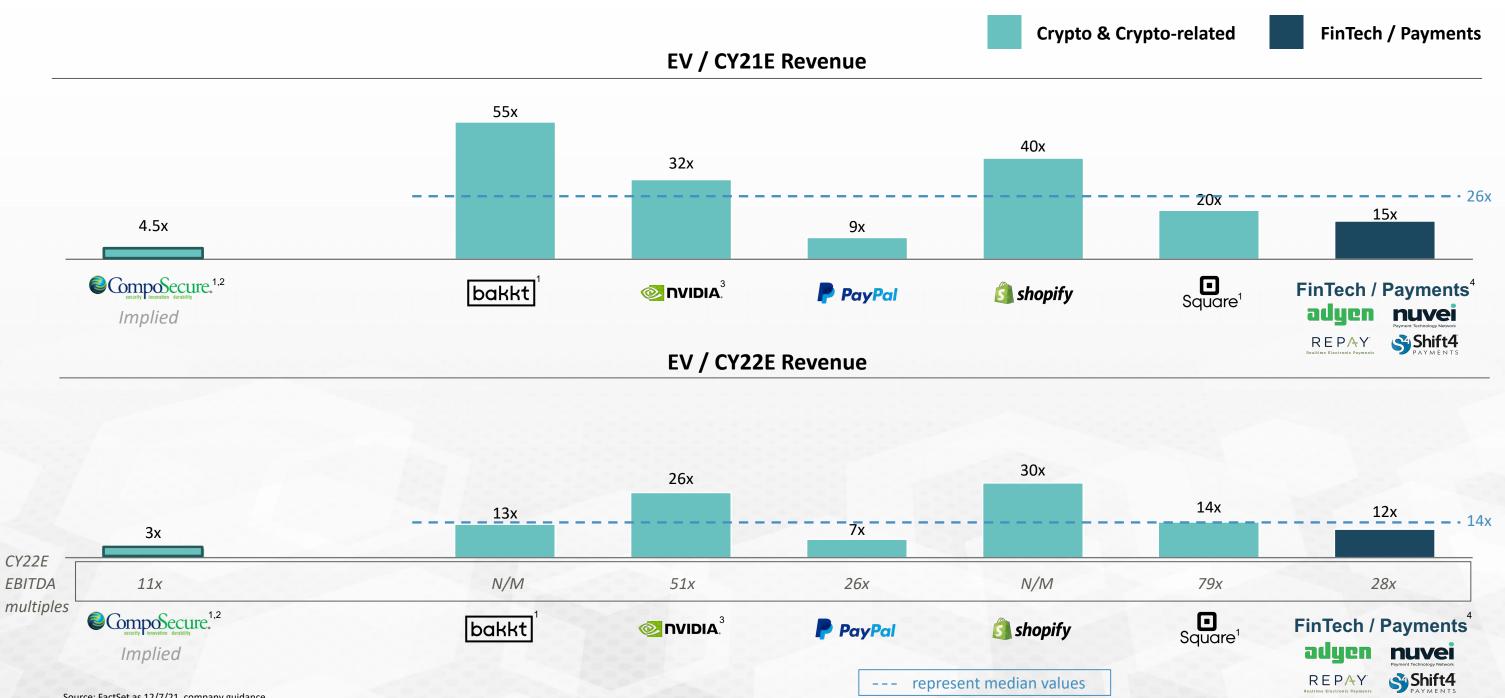


Source: FactSet as 12/7/21, company guidance

Note: EUR & CAD currencies converted to USD at spot rates on 12/7/21

¹ CompoSecure's Revenue CAGR based on mid-point (\$268mm) of 2021E net revenue range (\$267mm - \$269mm) and 2025E projection (\$1,577mm); ² Adjusted to be net revenue; ³ Metrics reflect median of peer set; ⁴ Calculated as a percentage of net revenue. CompoSecure's margin calculated using mid-points of the 2022E Adj. EBITDA (\$100-110mm) and Net revenue (\$336mm - \$376mm) ranges

# **Peer Valuation Comparison**



Source: FactSet as 12/7/21, company guidance

Note: EUR & CAD currencies converted to USD at spot rates on 12/7/21; N/M indicates multiples that are not meaningful because they are either based on a negative underlying value or exceed 100x

<sup>1</sup> Adjusted to be net revenue; 2 CompoSecure's multiples based on the midpoints of 2021E net revenue (\$267mm - \$269mm), 2022E net revenue (\$336mm - \$110mm) ranges; 3 Not adjusted pro forma for NVIDIA's acquisition of ARM announced on 9/13/2020, which is not certain to close and is currently subject of review / scrutiny by global antitrust regulators; <sup>4</sup> Metrics reflect median of peer set

# **Trading Comparables – Group**

		Revenu	e growth	Revenue CAGR	Gross margin	Adj. EBITDA margin	EBITDA margin EV / Revenue		EV / Adj. EBITDA
(\$bn)	Firm value	CY21E	CY22E	CY21E - CY25E	CY22E	CY22E	CY21E	CY22E	CY22E
© CompoSecure. 1,2	\$1.2	3%	33%	56%	52%	29%	5x	3x	11x
Crypto and Crypto-related									
<b>◎ NVIDIA</b> .³	\$820.4	59%	21%	N/A	67%	52%	32x	26x	51x
PayPal	221.5	18%	18%	N/A	52%	29%	9x	7x	26x
shopify	167.0	56%	33%	N/A	53%	13%	36x	27x	N/M
■ Square <sup>1</sup>	113.6	63%	36%	N/A	79%	18%	19x	14x	77x
bakkt 1	3.0	N/A	307%	75%	N/A	(10%)	55x	13x	N/M
Median		58%	33%	N/A	60%	18%	32x	14x	51x
FinTech / Payments									
adyen	\$84.4	45%	39%	N/A	N/A	63%	75x	54x	87x
<b>nuvei</b> Payment Technology Network	16.6	92%	32%	N/A	80%	44%	23x	17x	40x
Shift41 PAYMENTS	5.4	63%	35%	N/A	60%	36%	10x	8x	21x
REPAY	2.1	43%	31%	N/A	75%	43%	10x	7x	17x
Median		54%	33%	N/A	75%	43%	17x	13x	31x

Source: FactSet as 12/7/21, company guidance

Note: Presented in descending order based on Firm values; EUR & CAD currencies converted to USD at spot rates on 12/7/21; N/M indicates multiples that are not meaningful because they are either based on a negative underlying value or exceed 100x

# **Trading Comparables – Metal Card Payment Solutions**

		Revenue	e growth	Revenue CAGR	Revenue CAGR Gross margin		EV / Revenue		EV / Adj. EBITDA
(\$bn)	Firm value	CY21E	CY22E	CY21E - CY25E	CY22E	CY22E	CY21E	CY22E	CY22E
© CompoSecure. 1  Metal Card Payment Solutions	\$1.2	2%	18%	16%	50%	43%	5x <sup>2</sup>	4x²	9x²
High-growth Industrial Tech									
solar <mark>edge</mark>	\$17.3	35%	34%	N/A	31%	19%	9x	7x	35x
COGNEX	13.0	25%	12%	N/A	73%	34%	13x	11x	34x
UNIVERSAL DISPLAY:	7.7	21%	69%	N/A	41%	33%	36x	22x	66x
shoals	6.6	28%	22%	N/A	78%	52%	12x	10x	19x
Median		27%	28%	N/A	57%	33%	12x	11x	34x
Other select high-quality Ind	ustrial Tech								
ROPER	\$58.6	5%	5%	N/A	65%	41%	10x	10x	24x
TRANSDIGM GROUP INC.	50.4	(2%)	12%	N/A	56%	48%	10x	9x	19x
₹ ZEBRA	33.7	26%	5%	N/A	47%	23%	6x	6x	24x
DOLBY.	8.1	9%	8%	N/A	90%	41%	6x	6x	14x
mercury	2.8	13%	10%	N/A	42%	22%	3x	3x	12x
Median		9%	8%	N/A	56%	41%	6x	6x	19x

Source: FactSet as 12/7/21, company guidance

Note: Presented in descending order based on Firm values; N/M indicates multiples that are not meaningful because they are either based on a negative underlying value or exceed 100x

<sup>1</sup> Adjusted to be net revenue. Gross and EBITDA margins calculated based on net revenues as well; 2 Multiples calculated using the total transaction value (\$1.2bn) divided by the applicable net revenue and adjusted EBITDA metrics pertaining only to the Metal Card Payment Solutions business

## **Key Investment Highlights**

Category Leader of Next-Gen Payment Technology, Security, and Cryptocurrency Solutions

"Massive" TAM across markets including payments, cryptocurrency, digital authentication/Arculus payments, NFTs and gaming, and warranty & insurance

Premier payments technology and security provider coupled with highly scaled, advanced manufacturing capability

Trusted, highly embedded blue chip customer relationships with leading financial institutions and FinTechs, having produced nearly 100 million metal payment cards

Platform uniquely positioned to capitalize on fragmented markets in digital assets

Compelling financial profile with superior growth, attractive margins, and high cash flow

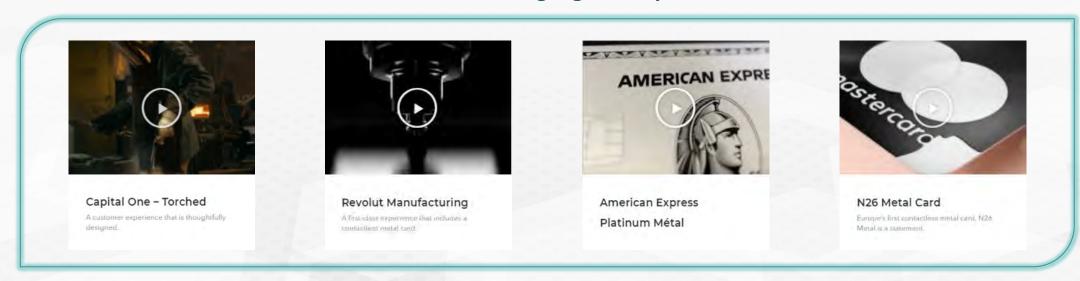


## CompoSecure's Products are Prominently Featured in Issuer Advertising

#### Metal is a Marketing Tool to Stay "Top of Wallet"

- Demonstrates the importance of metal to issuer's product offering
- Management believes metal has become a key component of the consumer-facing marketing message
- Substantial need for issuers to differentiate in a highly commoditized industry
- Consumer demand for metal cards is robust; issuers without metal card offerings risk losing over the long term<sup>1</sup>
- 70%+ of people ages 25-44 would prefer metal if all other card benefits were equal<sup>1</sup>

#### Select Issuer Advertisements Highlight CompoSecure's Products<sup>2</sup>



#### **CompoSecure Serves Issuers' Most Valuable Cardholder Portfolios**

<sup>&</sup>lt;sup>1</sup> Edgar, Dunn & Company. 2019 Metal Cards Market Sizing and Consumer Research Report

<sup>&</sup>lt;sup>2</sup> See more in CompoSecure's video gallery at composecure.com/media/#videoanchor

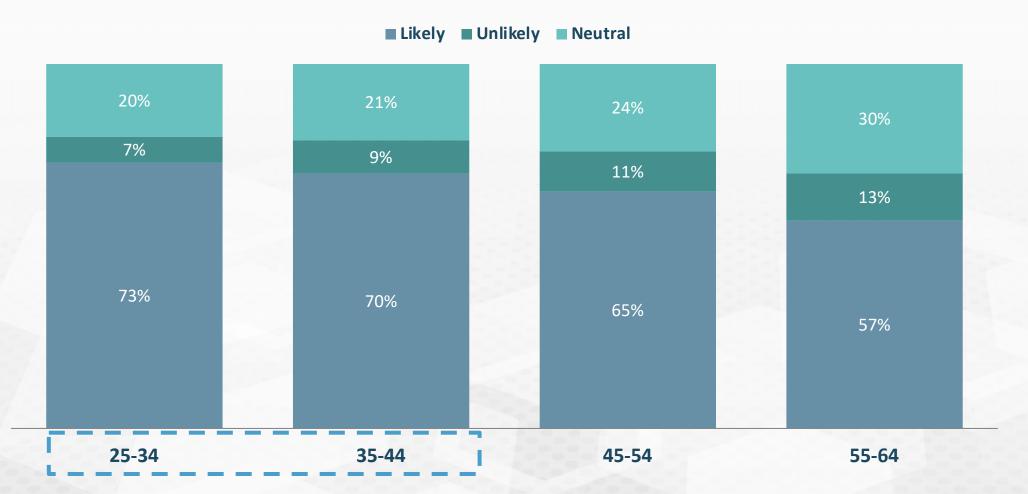
## **Strong Consumer Demand for Metal Cards**

Millennials Want to Show Status & Perceived Wealth, Highlighting Their Unique Experiences Via Social Media Channels

#### **Consumer Preference for Metal Cards by Age Group**

#### **Survey Question:**

How likely are you to you select a metal card offer when you are looking for a new credit or debit card?<sup>1</sup>



individuals ages (25-44) prefer metal cards if all benefits were equal when selecting a new card<sup>1</sup>

55%

millennials are willing to pay a higher price for high-quality premium products, compared to 35% of Baby Boomers<sup>2</sup>

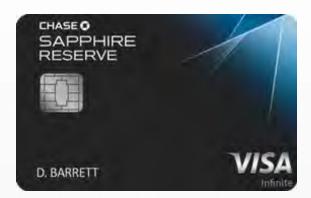
<sup>70%+</sup> 

<sup>&</sup>lt;sup>1</sup> Edgar, Dunn & Company. 2019 Metal Cards Market Sizing and Consumer Research Report Surveys were completed at different times across different markets – UK, USA, Brazil, Japan, Hong Kong, Singapore (May 2018); Australia, Canada, India, Mexico (December 2018); Italy, Russia, Poland, France, Turkey, Germany, China, UAE (June 2019)

<sup>&</sup>lt;sup>2</sup> Global Data – Millennials are an import cohort to the population; Nielson, Global Data, Deloitte, Euromonitor & EDC Research

#### **Favorable Shift in Consumer Behavior**

JPMORGAN CHASE & CO.



Achieves "Top of Wallet" Status

 $\overline{N}26$ 



**Drives Consumer Willingness to Pay** 





**Supports Greater Crypto Asset Holdings and Retention** 

> 50%1
Lift on Chase Spend<sup>1</sup>

+ €7/month

Due to Metal Form Factor

~ \$450 - \$450k

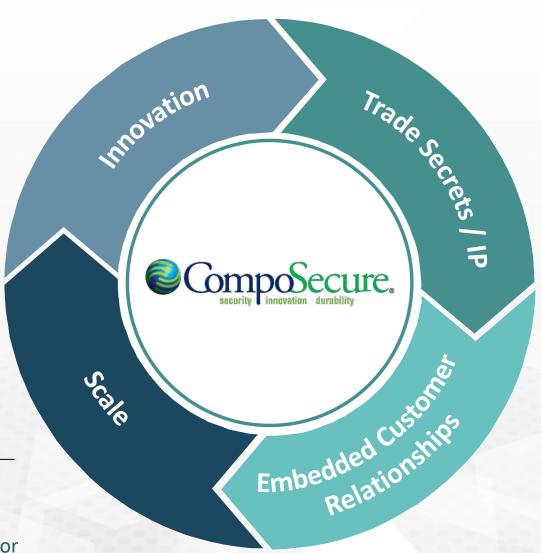
Range of Crypto.com Coin Stakes
Qualifying for Lowest and Higher Tier
Memberships that Feature Metal Card<sup>2</sup>

## Why We Continue to Win

#### We Enable Clients to Grow Customer Acquisition, Spending, and Improve Retention



- First metal credit card (2003)
- First metal "tap-to-pay" credit card (2016)
- Arculus launch in 2021
- Pipeline of new tech including biometric security, dynamic CVV, keychain cards, LED







30 Patents Issued



- Deep engineering expertise
- Proprietary material science capabilities

### **100+ Card Programs**























Employees



22mm

Metal Cards
Annually<sup>1</sup>



9

Direct salespeople



**7** 

Global
Distributor
Partners

1 2021E

# **ROMAN** DBDR

20+

Year Partnership

45+

Years of Tech Industry Experience, with Expertise in Data Storage, Security and Blockchain

# Multiple

Successful IPOs/ Sale Processes

## Tech Industry Veterans with Extensive Operating and Investing **Experience**



Dr. Don Basile, PhD Chairman and Co-Chief Executive Officer



- 20+ years of technology industry experience across software, hardware, IT, telecom and private equity
- Executive, investor or board member in 30+ Silicon Valley growth companies



Dixon Doll, Jr. Co-Chief Executive Officer











- Former CEO and Chairman of DBM Cloud Systems, a pioneer in data management software
- Former COO and Director of Violin Memory, a flash-memory storage maker



John C. Small **Chief Financial Officer** 



- 20+ years of experience in investment management
- COO of Diamond Standard, creator of blockchain tokenized coins
- Former CFO of Viggle



**Dixon Doll Senior Director** 









- 35+ years of experience influencing entrepreneurs, investors and executives in communications, internet and other technology industries
- Co-Founder of DCM Ventures and Accel Partners (Telecom vertical)



**Paul Misir** 





**Arun Abraham** 

M. Klein & Company CHURCHILL CAPITAL

EVERCORE LAZARD

CADWALADER





**James Nelson** 

CEO & President, Global Net Lease (NYSE: GNL)







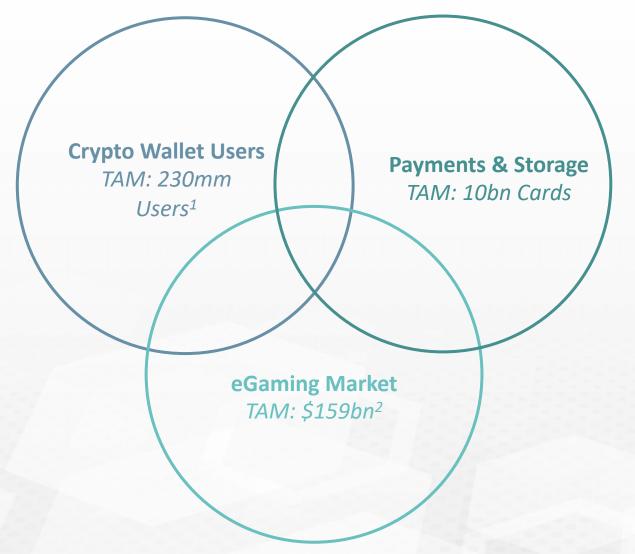


**Alan Clingman** 

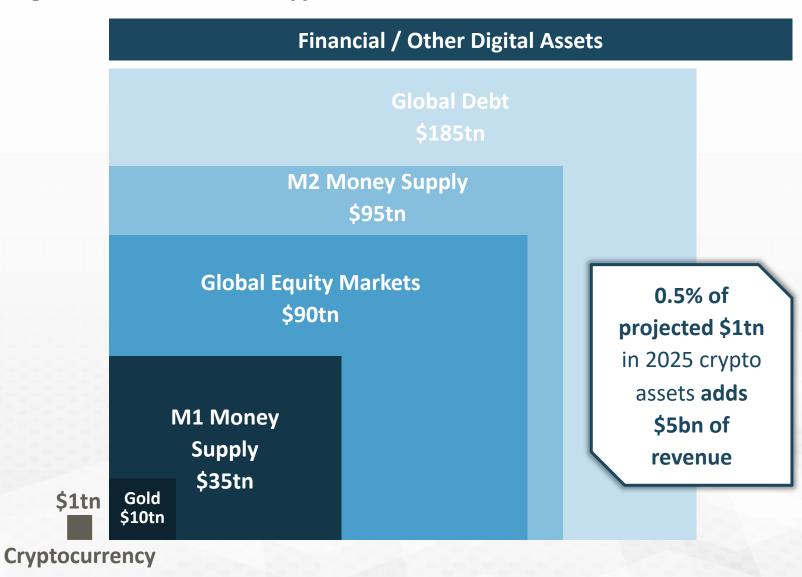
LRG ENERGY

## **Large and Growing Addressable Market**

#### **Massive Long-Term Revenue Opportunities**



#### **Significant Room for Crypto Asset Class Growth**

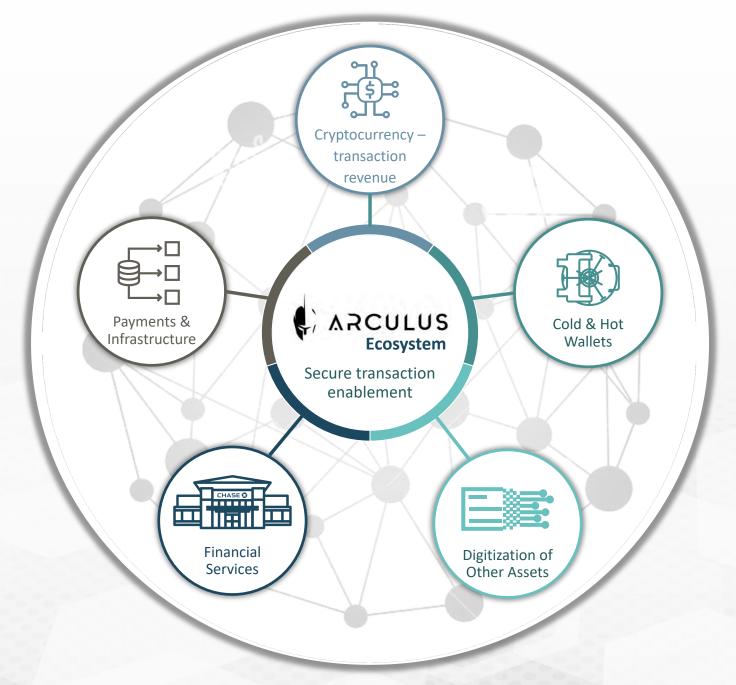


Arculus is entering an ecosystem that is forming the basis for a new global financial system with massive monetization opportunities

<sup>&</sup>lt;sup>1</sup> Estimated global crypto wallet users (all cold and hot) by 2025E

<sup>&</sup>lt;sup>2</sup> Spend on video games; increasingly monetized in-game. Source: NewZoo, 2020

# **Cryptocurrency is a Burgeoning Asset Class Requiring Bespoke Solutions**



\$162bn

Avg. Daily Trading Volume for Top 200 Cryptocurrencies by Market Cap<sup>1</sup>

\$5.5tn

**Expected Market Value of All Cryptocurrencies by 2027E<sup>2</sup>** 

234mm

Crypto Wallets by 2025E<sup>3</sup>

**36mm** 

Crypto Cold Storage Wallets by 2025E4

65%

CAGR of Total BTC and ETH Addresses<sup>5</sup>

**87mm** 

BTC and ETH Addresses with Non-Zero Balances as of 2021<sup>6</sup>

<sup>&</sup>lt;sup>1</sup> Source: Coinmarketcap.com; average daily volume for January 2021; <sup>2</sup> Verified Market Research; <sup>3</sup> Blockchain.com historical data and management estimates; <sup>4</sup> Mordor Intelligence and management estimates";

<sup>&</sup>lt;sup>5</sup>January 2016-January 2021. Source: Glassnode.com; <sup>6</sup> January 2021. Source: Glassnode.com

## Unlocking Value Through Partnership with Roman DBDR



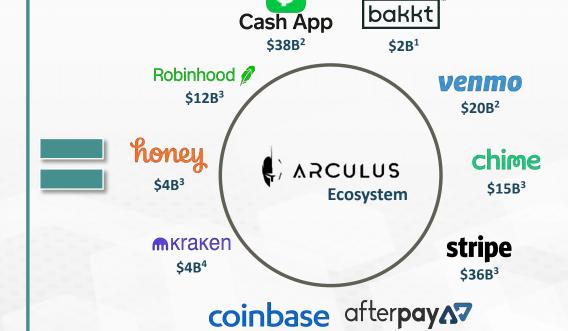


#### **Key CompoSecure differentiators**

- ✓ Payments and security
- Proprietary, highly scaled manufacturing
- ✓ Significant base of growing, profitable revenue
- ✓ IP and patents
- √ Three-factor authentication
- ✓ Air-gapped hardware wallet
- **✓** Containerized blockchain infrastructure
- ✓ Integrated fiat-to-crypto and crypto-tocrypto services
- ✓ Cash flow fully funds organic growth



- ✓ Blockchain
- ✓ Insurance
- ✓ Governmental
- **✓** Cryptocurrency
- Exchanges
- **✓** Telecommunications
- √ Digital Banking





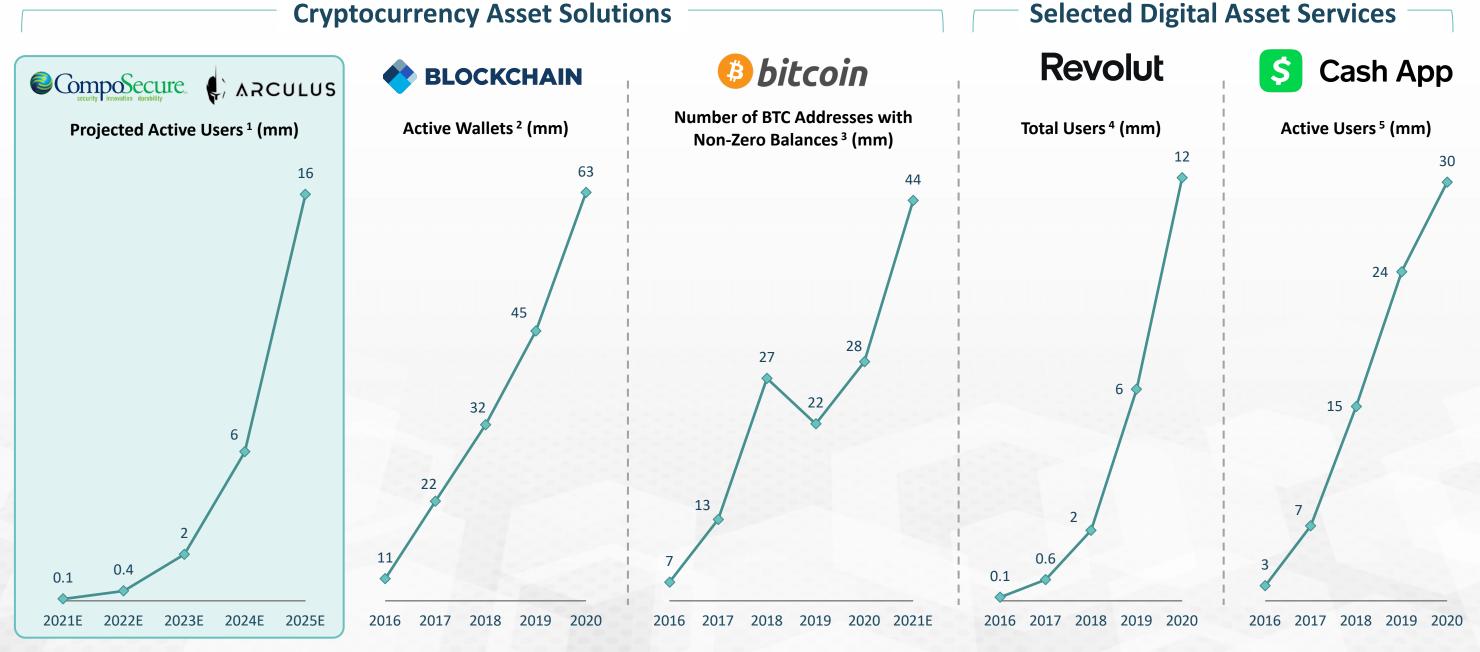
<sup>&</sup>lt;sup>1</sup> Diluted market capitalizations sourced from FactSet as of February 15, 2021 (except for Bakkt, which pertains to the IPO value)

<sup>&</sup>lt;sup>2</sup> Based on sum-of-the-parts valuation of parent company by broker research

<sup>&</sup>lt;sup>3</sup> Sourced from Pitchbook

<sup>&</sup>lt;sup>4</sup> Sourced from Coindesk

## **Rapid Acceleration of Digital Asset Adoption**



Sources: Investor presentations, management estimates

<sup>&</sup>lt;sup>1</sup> Projected Active Users at year end across Arculus digital assets, eGaming, and cryptocurrency services

Source: Blockchain.com

<sup>&</sup>lt;sup>3</sup> Historical data from studio.glassnode.com/metrics; 2021E non-zero address balance is projected extrapolating YTD as of February 11, 2021 through the end of 2021

<sup>&</sup>lt;sup>4</sup> https://www.businessofapps.com/data/revolut-statistics/

<sup>&</sup>lt;sup>5</sup>2020 user count reported as of June 2020

## **Highly Seasoned and Experienced Management Team**















#### **LLR Partners Overview**

#### **LLR Partners**

- Philadelphia-based middle market financial sponsor that initially invested in CompoSecure in 2015 and will continue to be the company's largest shareholder post closing
- Since founded in 1999, has raised over \$5bn across six progressively larger funds, closing most recent fund at \$1.8bn in Oct. 2020
- 111 total investments since inception across technology, payments and other sectors; 41 active portfolio companies
- In addition to CompoSecure, LLR's experience in payments includes Celero Commerce (current), DaySmart Software (current), Midigator (current), Fleet One (realized), and Heartland (realized)
- In 2019, LLR made 8 new investments, completed 22 portfolio add-on acquisitions, exited 5 investments and undertook 1 IPO

#### **Select Investments**

























#### **Mitchell Hollin**



CompoSecure Board
Member (since 2015)
Partner at LLR

- Partner at LLR Partners focusing on FinTech and Software; led LLR's investment in CompoSecure
- Previously, co-founded and served as Managing Director of Advanta Partners, a private equity firm focused on financial services
- Began his private equity career at Patricof & Co. Ventures (now known as Apax Partners)
- Other Current Investments: Celero Commerce,
   DaySmart Software, Midigator, PCS Retirement, Sterling
   Trading Tech, YCharts

#### **Case Study: Heartland Payment Systems**

- Mitchell Hollin led LLR's growth equity investment in Heartland Payment Systems in 2001
- As board member from 2001 2016, he helped lead Heartland through an IPO on the NYSE in 2005 at an implied TEV of \$750mm+
- LLR realized a total MOIC of 8.4x over ~6 year hold period
- Following LLR's exit in 2007, Mitchell continued to serve as Heartland's lead director through the payments processor's \$4.3bn merger with Global Payments (NYSE: GPN) in 2016
- Stayed on the board of GPN through its subsequent ~\$22bn merger with TSYS in 2019 (NYSE: TSS)

## **Case Study: Forming and Scaling**



#### Pioneers in Developing the PCIe Data Storage Market



**Dr. Don Basile**Chairman (2006-2009), CEO (2008-2009), Seed Investor



**Dixon Doll, Jr.**SVP, Sales & Corp. Development (2008-2009), Seed Investor

**Leadership:** Led company through Series B raising \$66.5 million from leading investors including Dell, NEA and Lightspeed

**Business Development:** Secured three major OEM deals (HP, IBM, Dell) and initial commercial deals with key customers (Apple, Facebook) which became largest customers

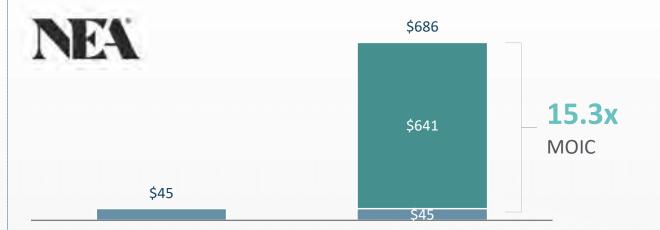
**Talent Acquisition:** Recruited and retained top talent, including Steve Wozniak as CTO (Apple Co-Founder)

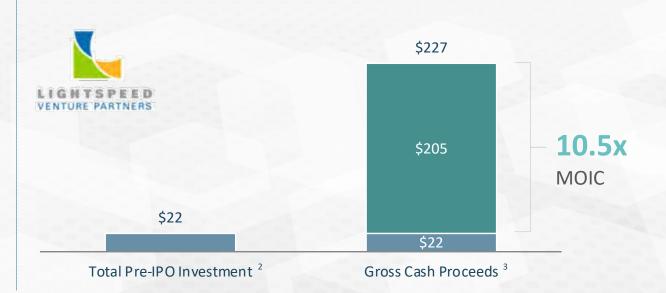
Globalization: Established operations in Europe and Asia

I like the people and the product and said I would like some greater involvement.

- Steve Wozniak (on accepting CTO job at Fusion)<sup>1</sup>

#### **Select Investors Estimated Returns Summary**





<sup>&</sup>lt;sup>1</sup> Fortune Magazine, "The man who wooed Woz,", February 13, 2009

<sup>&</sup>lt;sup>2</sup> NEA investments include Seed, Series A, B, C, and Conv. Notes (2007-2010); Lightspeed investments include Series B and C and Conv. Notes (2009-2010)

<sup>&</sup>lt;sup>3</sup> Including Series B repurchase and post-IPO dispositions Source: Public Filings, Capital IQ, Forbes

# **Convertible Notes Private Placement – Summary Terms**

Instrument:	Exchangeable Senior Unsecured Notes
Issuer:	CompoSecure Holdings, L.L.C.
Amount:	\$130 million
Maturity:	5 years, NC-3 customary provisional call right at 130% of conversion price (initially \$14.95)
Ranking:	Senior Unsecured Notes
Coupon:	7.0% cash
<b>Conversion Rights:</b>	\$11.50 conversion price (up 15%)

# **Financial Summary**

(\$mm)	2018A	2019A	2020A
Total Gross Revenue	\$160	\$249	\$267
% YoY Growth		56%	7%
Rebates & Discounts	(\$4)	(\$6)	(\$7)
Total Net Revenue	\$155	\$243	\$261
COGS	(\$76)	(\$115)	(\$128)
Gross Profit	\$79	\$128	\$133
% Margin	51%	53%	51%
SG&A	(\$22)	(\$41)	(\$48)
Operating Income	\$57	\$87	\$84
(+) Adjustments	\$5	\$12	\$22
(+) D&A	\$8	\$9	\$10
Adj. EBITDA	\$69	\$107	\$116
% Margin	45%	44%	44%
% YoY Growth		55%	8%

## Non-GAAP Adjusted EBITDA Reconciliation

	(\$mm)	2018A	2019A	2020A
	Net Income	\$52	\$81	\$78
	Interest Expense	5	5	6
	Depreciation and Amortization	8	9	10
	Unadjusted EBITDA	\$65	\$96	\$94
1	ISO Litigation Costs	2	3	-
2	Non-Cash Stock Option Expense	1	1	2
3	Non-Recurring Transaction Costs	0	0	4
4	Board of Director Costs	0	0	
5	Deferred Compensation	-	0	-
6	Special Distribution		7	16
7	Out-of-Period	(0)	-	
8	Expense Accruals	1	(1)	-
	Total EBITDA Adjustments	\$5	\$12	\$22
	Adjusted EBITDA	\$69	\$107	\$116

- ISO Litigation Costs: Adds back nonrecurring expenses associated with the ISO litigation
- Non-Cash Stock Option Expense: Non-cash stock option expenses related to the executive incentive plan
- Nonrecurring Transaction Costs: Transaction related costs associated with prior transaction processes and paid to Merrill Communications, BDO USA, Edgar Dunn and Battelle
- **Board of Director Costs**: Board of Directors fees, travel and related expenses associated with the Company's Board of Directors for board meetings
- **Deferred Compensation**: Exclusion of deferred compensation expense as Management does not expect the plan to continue in its current form post-IPO
- **Special Distribution**: Adjustment to add back special distributions to Class C unit holders that was expensed in 2019A and 2020A. The distributions are akin to equity distributions
- Out-of-Period Adjustments: Includes an (i) insurance audit that presents historical insurance expense as though the audit assessments charged at the end of the insurance policy period were included in the monthly insurance expense as well as a (ii) a sales & use tax adjustment that reverses the December 2018 over-accrual for commercial activity sales tax in the state of Ohio in connection with the May 2015 LLR Acquisition
- 8 Expense Accrual Adjustments: Expense accrual adjustments reflecting the ISO Commissions Accrual, PTO Expense, DI Licensing Accrual, Price Concessions for Two Customers, a Customer Rebate and a Bonus Expense

## **Balance Sheets**

<u>(</u> \$mm)	2018A	2019A	2020A
Assets			
Current Assets			
Cash & cash equivalents	\$ 3	\$ 27	\$ 13
Restricted cash	10	-	-
Accounts receivable, net	25	19	9
Inventories	12	18	30
Prepaid expenses and other Current assets	2	1	1
Total Current Assets	52	65	53
Property and equipment, net	29	30	28
Deposits and other assets	0	0	0
Total assets	82	96	81
Liabilities and Members' Equity			
Current Liabilities			
Accounts payable	3	3	2
Accrued expenses	28	15	15
Line of credit	18		-
Current portion of long-term debt	10	14	24
Total current liabilities	58	32	42
Long-term debt, net of deferred finance costs	57	117	212
Line of credit			20
Other liabilities	2	2	0
Total liabilities	117	151	274
Members' Equity	(35)	(56)	(193)
Total liabilities and members' equity	82	96	81

## **Statements of Operations**

(\$mm)	2018A	2019A	2020A
Revenue			
Net sales	\$155	\$243	\$261
Cost of sales	76	115	128
Gross Profit	79	128	133
Operating expenses			
Selling, general and administrative	22	41	49
Income from operations	57	87	84
Other expense			
Interest expense, net of interest income	(5)	(5)	(5)
Amortization of deferred financing costs	(1)	(1)	(1)
Net Income	52	81	78

## **Statements of Cash Flows**

(\$mm)	2018A	2019A	2020A
Cash flows from operating activities			
Net income	\$ 52	\$ 81	\$ 78
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation	8	9	10
Equity compensation expense	1	2	2
Inventory reserve	0	(0)	1
Amortization of deferred finance costs	1	1	1
Changes in assets and liabilities			
Accounts receivable	(20)	6	10
Inventories	(4)	(6)	(13)
Prepaid expenses and other assets	(1)	1	(0)
Other liabilities	(0)	0	(2)
Trade accounts payable	2	(0)	(0)
Accrued expenses	0	(13)	0
Net cash provided by operating activities	39	81	87
Cash flows from investing activities			
Acquisition of property and equipment	(9)	(10)	(8)
Net cash used in investing activities	(9)	(10)	(8)
Cash flows from financing activities			
Proceeds from line of credit	29		20
Payment of line of credit	(11)	(18)	-
Proceeds from term loan		76	118
Payment of term loan	(6)	(11)	(11)
B unit preference payment	(1)		-
B unit earnout distribution	(17)	-	-
Deferred finance costs related to debt origination		(1)	(3)
Distributions to members	(33)	(104)	(217)
Net cash used in financing activities	(39)	(58)	(93)
Net increase (decrease) cash, cash equivalents and restricted cash	(9)	14	(13)
Cash, cash equivalents and restricted cash, beginning of year	22	13	27
Cash, cash equivalents and restricted cash, end of year	13	27	13
Supplementary disclosure of cash flow information			000000
Cash paid during the year for interest	5	5	5

#### **Risk Factors**

- The COVID-19 pandemic has had a negative impact on our business and, if the pandemic continues or worsens, these impacts could be amplified and have a material adverse effect on our business, financial condition and results of operations.
- We may not be able to sustain our revenue growth rate in the future.
- We may fail to retain existing customers, including American Express and JPMorgan Chase which constituted 33% and 40%, respectively, of our total net revenue for the year ended December 31, 2020, or attract new customers.
- Data and security breaches could compromise our systems and confidential information, cause reputational and financial damage, and increase risks of litigation.
- We may be subject to system outages, data loss or other interruptions affecting our operations.
- We may be adversely affected by disruptions at our primary production facilities.
- We may have disruptions in our operations or supply chain.
- Cryptocurrency wallet storage systems, like Arculus, are subject to potential illegal misuse, risks related to a loss of funds due to cryptocurrency theft, security and cybersecurity risks, and system failures.
- We have limited experience in the Arculus ecosystem. We cannot be certain that our new offerings such as Arculus will be able to generate revenues that we project, or at all.
- Regulatory changes or actions may restrict the use of Arculus or cryptocurrencies or subject us to additional regulation and oversight in a manner that adversely affects our business.
- We may be unable to safeguard against misappropriation or infringement of our intellectual property.
- We may not be able to recruit, retain and develop qualified personnel.
- We may be unable to develop and introduce new products and services in a timely manner.
- If we fail to comply with the standards of the PCI Security Standards Council or other industry standards such as Payment Networks certification standards, our designation as a registered service provider could be suspended or terminated and our customers could terminate their agreements with us and refuse to do business with us.
- Our business is dependent on consumer and business spending.
- Our international sales subject us to additional risks.
- We have a substantial amount of indebtedness, which may limit our operating flexibility.
- The lenders under our credit facility could elect to accelerate payments due and terminate all commitments to extend further credit upon an event of default.



