



Receipt of Bond Consents - Worldpay Finance plc

July 16, 2018

RNS Number : 6648U

Worldpay, Inc

16 July 2018

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

FOR IMMEDIATE RELEASE

July 16, 2018

Worldpay, Inc.

Receipt of Bond Consents issued by Worldpay Finance plc

CINCINNATI, July 16, 2018

Worldpay Inc. (NYSE: WP; LSE: WPY) announces that Worldpay Finance plc (the "Company"), has received consents from holders of approximately 74.75% of its €500 million 3.75% Senior Notes due 2022 (the "Notes") (Reg S ISIN: XS1319701451, Rule 144A ISIN: XS1319700990), and guaranteed by Worldpay Group Limited (formerly Worldpay Group plc), following expiration of the consent solicitation (the "Solicitation") launched on 29 June 2018, pursuant to the consent solicitation statement of such date (the "Consent Solicitation Statement"). The consents were sought to approve the proposed amendments to the indenture governing the Notes (the "Indenture") to allow the Company to satisfy its ongoing reporting obligations under the Indenture by providing certain reports of Vantiv, LLC (in such capacity, the "Ultimate Parent Guarantor"), which is an indirect parent holding company of Worldpay Group Limited or any Parent Holdco (as defined in the Indenture) company of the Ultimate Parent Guarantor, as long as the Ultimate Parent Guarantor provides a guarantee of the Notes on the terms set forth in the Consent Solicitation Statement. The amendments also permit reports and calculations under the Indenture to be made based on GAAP or IFRS and make other related or consequential changes to the Indenture, as further described in the Consent Solicitation Statement. The amendments further provide for a guarantee of the Notes by the Ultimate Parent Guarantor and make certain other consequential or related changes reflecting such guarantee.

In connection with the Solicitation and the foregoing amendments, the Company has executed a

supplemental indenture to the Indenture.

Full details of the terms and conditions of the Solicitation are set out in the Consent Solicitation Statement, which holders of the Notes can obtain from Lucid Issuer Services Limited ("Lucid"), the Tabulation Agent and Information Agent for the solicitation. Requests for copies of the Consent Solicitation Statement should be directed to Lucid: +44 20 7704 0880; worldpay@lucid-is.com.

Morgan Stanley & Co. LLC has acted as the Solicitation Agent in connection with the Solicitation. Questions from holders of Notes should be directed to Morgan Stanley: +44 207 677 5040; liabilitymanagementeurope@morganstanley.com.

Under no circumstances shall the solicitation constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for any Notes in any jurisdiction.

Pursuant to its obligations under the U.S. Securities Exchange Act of 1934, as amended, a summary of the amended terms will be filed with the Securities and Exchange Commission on Form 8-K on July 16, 2018. A copy of the Company's Form 8-K will also be available on the SEC's website at <http://www.sec.gov>.

The Company will shortly submit the corresponding Form 8-K and any accompanying exhibits to the National Storage Mechanism and they will be available for inspection at: <http://www.morningstar.co.uk/uk/NSM>.

Enquiries

Worldpay, Inc.

Nathan Rozof or Ignatius Njoku, Investor Relations +1 513 900 4811

Andrew Ciafardini, Corporate Communications +1 513 900 5308

Goldman Sachs International (U.K. Corporate Broker to Worldpay, Inc.) +44 (0) 207 774 1000

Charlie Lytle

Tom Hartley

Adam Laikin

Smithfield (PR adviser to Worldpay, Inc.)

John Kiely +44 (0) 203 047 2538

Worldpay, Inc. LEI number: 213800TV5607TZI4U902

About Worldpay, Inc.

Worldpay, Inc. (NYSE: WP; LSE: WPY) is a leading payments technology company with unique capability to power global integrated omni-commerce. With industry-leading scale and an unmatched integrated technology platform, Worldpay offers clients a comprehensive suite of products and services globally, delivered through a single provider.

Worldpay processes over 40 billion transactions annually through more than 300 payment types across 146 countries and 126 currencies. The company's growth strategy includes expanding into high-growth markets, verticals and customer segments, including global eCommerce, Integrated Payments and B2B.

Worldpay, Inc. was formed in 2018 through the combination of the No. 1 merchant acquirers in the U.S. and the U.K. Worldpay, Inc. trades on the New York Stock Exchange as "WP" and the London Stock Exchange as "WPY."

Cautionary Statement

This communication is for information purposes only and does not constitute a prospectus or any offer to sell or the solicitation of an offer to buy any security in the United States of America or in any other jurisdiction. Securities may not be offered or sold in the United States of America absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended.

This communication is directed only at: (a) those persons in the United Kingdom falling within the definition of Investment Professionals (contained in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order")), or within Article 43 of the Order, or other persons to whom it may lawfully be communicated in accordance with the Order; or (b) persons outside the United Kingdom (such persons collectively being "relevant persons"). Any investment activity to which this communication relates is only available to relevant persons and the transactions contemplated herein will be available only to, or engaged in only with, relevant persons, and this financial promotion must not be relied or acted upon by persons or any person to whom it may otherwise lawfully be made other than relevant persons.

Neither this communication nor the Solicitation shall be considered an "offer of securities to the public" for purposes of the Luxembourg law on prospectus for public offering dated July 10, 2005, or give rise to or require a prospectus in a European Economic Area member state which has implemented Directive 2003/71/EC (and amendments thereto).

Forward-Looking Statements

This communication may include "forward-looking statements". Forward-looking statements provide the Group's current expectations, intentions or forecasts of future events. Forward-looking statements include statements about expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not statements of historical fact. Words or phrases such as "anticipate", "believe", "continue", "ongoing", "estimate", "expect", "intend", "may", "plan", "potential", "predict", "project", "target", "seek" or similar words or phrases, or the negatives of those words or phrases, may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking. Forward-looking statements are subject to known and unknown risks and uncertainties and are based on potentially inaccurate assumptions that could cause future results to differ materially from those expected or implied by the forward-looking statements.

In addition, even if future results are consistent with the forward-looking statements contained in this communication, those results may not be indicative of results in subsequent periods.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION AS STIPULATED UNDER THE MARKET ABUSE REGULATION (EU NO. 596/2014).

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@lseg.com or visit www.rns.com.

END

MSCUSAARWVABAUR