

June 10, 2019



## **Fiserv Prices \$9 Billion Senior Notes Offering**

BROOKFIELD, Wis.--(BUSINESS WIRE)-- Fiserv, Inc. (NASDAQ: FISV), a leading global provider of financial services technology solutions, announced today that it has priced a public offering of \$9 billion aggregate principal amount of senior notes, consisting of the following:

- \$2 billion of senior notes that mature in 2024
- \$2 billion of senior notes that mature in 2026
- \$3 billion of senior notes that mature in 2029
- \$2 billion of senior notes that mature in 2049

The offering is expected to close June 24, 2019, subject to customary closing conditions. The offering is being conducted in connection with the previously announced proposed acquisition of First Data Corporation, which is currently expected to close in the second half of calendar year 2019, subject to customary closing conditions (the "merger"). Fiserv intends to use the net proceeds from this and potential future offerings of securities, together with borrowings under its term loan facility and revolving credit facility, to refinance certain outstanding indebtedness of First Data, make cash payments in lieu of fractional shares as part of the merger consideration, and pay fees and expenses related to the merger, the refinancing, and the related transactions. Fiserv intends to use any remaining net proceeds for general corporate purposes. Pending such uses, Fiserv may invest the net proceeds from the offering temporarily in investment grade securities, money market funds, bank deposit accounts or similar short-term investments, or use such net proceeds to repay outstanding borrowings under its revolving credit facility.

J.P. Morgan Securities LLC, Citigroup Global Markets Inc., Wells Fargo Securities, LLC, MUFG Securities Americas Inc., PNC Capital Markets LLC, SunTrust Robinson Humphrey, Inc., TD Securities (USA) LLC and U.S. Bancorp Investments, Inc. are the joint book-running managers for the offering.

The offering is being made only by means of a prospectus supplement and accompanying prospectus, which are part of a shelf registration statement that Fiserv has filed with the Securities and Exchange Commission, copies of which may be obtained by contacting J.P. Morgan Securities LLC collect at +1-212-834-4533, Citigroup Global Markets Inc. toll-free at +1-800-831-9146, or Wells Fargo Securities, LLC toll-free at +1-800-645-3751 or by email to [wfscustomerservice@wellsfargo.com](mailto:wfscustomerservice@wellsfargo.com). An electronic copy of the prospectus and prospectus supplement is available from the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).

This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities, nor will there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

## **About Fiserv**

Fiserv, Inc. (NASDAQ: FISV) enables clients worldwide to create and deliver financial services experiences in step with the way people live and work today. For 35 years, Fiserv has been a trusted leader in financial services technology, helping clients achieve best-in-class results by driving quality and innovation in payments, processing services, risk and compliance, customer and channel management, and insights and optimization. Fiserv is a member of the FORTUNE<sup>®</sup> 500 and has been named among the FORTUNE Magazine World's Most Admired Companies<sup>®</sup> for six consecutive years, recognized for strength of business model, people management, social responsibility and innovation leadership. Visit [fiserv.com](http://fiserv.com) and follow on social media for more information and the latest company news.

## **Forward-Looking Statements**

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include those that express a plan, belief, expectation, estimation, anticipation, intent, contingency, future development or similar expression, and can generally be identified as forward-looking because they include words such as "believes," "anticipates," "expects," "could," "should" or words of similar meaning. Statements that describe Fiserv's future plans, objectives or goals are also forward-looking statements. Forward-looking statements involve significant risks and uncertainties, and a number of factors, both foreseen and unforeseen, could cause actual results to differ materially from our current expectations. The factors that could cause Fiserv's actual results to differ materially include, among others: the possibility that Fiserv and First Data may be unable to achieve expected synergies and operating efficiencies from the merger within the expected time frames or at all and to successfully integrate the operations of First Data into those of Fiserv; such integration may be more difficult, time-consuming or costly than expected; revenues following the merger may be lower than expected, including for possible reasons such as unexpected costs, charges or expenses resulting from the merger; operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers) may be greater than expected following the merger; the retention of certain key employees; the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; the outcome of any legal proceedings that may be instituted against Fiserv, First Data and others related to the merger agreement; unforeseen risks relating to liabilities of Fiserv or First Data may exist; conditions to the completion of the merger may not be satisfied, or the regulatory approvals required for the merger may not be obtained on the terms expected or on the anticipated schedule; the amount of the costs, fees, expenses and charges related to the merger, including the costs, fees, expenses and charges related to any financing arrangements entered into in connection with the merger; and the parties' ability to meet expectations regarding the timing, completion and accounting and tax treatments of the merger. Fiserv and First Data are subject to, among other matters, changes in customer demand for their products and services; pricing and other actions by competitors; general changes in local, regional, national and international economic conditions and the impact they may have on Fiserv and First Data and their customers and Fiserv's and First Data's assessment of that impact; rapid

technological developments and changes, and the ability of Fiserv's and First Data's technology to keep pace with a rapidly evolving marketplace; the impact of a security breach or operational failure on Fiserv's and First Data's business; the effect of proposed and enacted legislative and regulatory actions in the United States and internationally affecting the financial services industry as a whole and/or Fiserv and First Data and their subsidiaries individually or collectively; regulatory supervision and oversight, and Fiserv's and First Data's ability to comply with government regulations; the impact of Fiserv's and First Data's strategic initiatives; Fiserv's and First Data's ability to continue to introduce competitive new products and services on a timely, cost-effective basis; the ability to contain costs and expenses; the protection and validity of intellectual property rights; the outcome of pending and future litigation and governmental proceedings; acts of war and terrorism; and other factors identified in our Annual Report on Form 10-K for the year ended December 31, 2018, our Form 8-K filed on June 10, 2019 and other documents that we file with the SEC. You should consider these factors carefully in evaluating forward-looking statements and are cautioned not to place undue reliance on such statements. Fiserv and First Data assume no obligation to update any forward-looking statements, which speak only as of the date of this press release.

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