

EML Payments

Open sesame

With the planned acquisition of Sentenial Group (SG), EML Payments is entering the open banking market, adding non-card-based payments technology to its portfolio. EML is paying initial consideration of €70m (56% cash, 44% equity) and an earn-out of up to €40m dependent on strong revenue growth of SG's Nuapay division. The deal is subject to regulatory approval and is expected to close by the end of June.

Year end	Revenue (A\$m)	PBT* (A\$m)	NPATA** (A\$m)	Dil. EPS* (c)	DPS (c)	P/E (x)	EV/EBITDA (x)
06/19	97.2	25.6	20.6	7.8	0.0	73.2	70.8
06/20	121.0	21.6	24.0	5.5	0.0	103.4	64.6
06/21e	182.2	34.7	30.8	7.5	0.0	76.0	42.0
06/22e	249.4	50.7	42.6	10.7	0.0	53.6	29.5

Note: *PBT and EPS are normalised, excluding amortisation of acquired intangibles, exceptional items and share-based payments. **Net profit after tax, excluding acquisition-related costs.

Buying into the fast-growing open banking market

The majority of SG's revenue (67% of CY20 revenue of €7.5m) is currently generated by its Sentenial SaaS platform, which supports direct debit, credit transfers and instant payments and has modest growth prospects. SG's Nuapay division (33% of CY20 revenue), which specialises in open banking account-to-account payments, has a larger growth opportunity and leverages SG's technology platform and operational cost base. The maximum earn-out payment is based on Nuapay growing revenues from €2.5m in CY20 to at least €30m in CY23. Over the same period, EML expects SG's EBITDA margin to grow from 11% to at least 35%. As EML expects to invest in growing the Nuapay business over the next three years, management does not expect the deal to be accretive to NPATA/share until FY24. The maximum consideration payable values SG at c 3.1x CY23e sales and c 8.4x CY23e EBITDA. Incorporating SG into our forecasts from 1 July, our NPATA/share forecast is flat in FY21, down 5.7% in FY22 and up 5.2% in FY23.

Diversifying the offering

EML has been open about its desire to diversify its revenue streams and to add different payment technologies to its product portfolio. The acquisition of SG will bring open banking technologies into the group, which will enable EML to offer both card-based and direct-from-bank-account technologies to its customer base.

Valuation: Deal well received

The stock is up 11% since the deal was announced. On EV/EBITDA multiples, EML trades at a discount to global payment processing companies and at a premium to prepaid card companies, reflecting the scale and profitability of the former, and EML's better growth prospects compared to the latter. We note that earnings accretion from the acquisition is not likely until FY23 at the earliest. A reverse DCF analysis implies that the market is factoring in double-digit revenue growth for the company after our forecast period, which successful execution of Project Accelerator and growth from the open banking market should support.

Acquisition

Software & comp services

14 April 2021

A\$2,070m

Price A\$5.72

 US\$0.76/€0.64/£0.56/A\$

 Net cash (A\$m) at end H121
 100.3

 Shares in issue
 361.8m

 Free float
 93%

 Code
 EML

 Primary exchange
 ASX

 Secondary exchange
 N/A

Share price performance

Market cap



Business description

EML Payments is a payment solutions company specialising in the prepaid stored value market, with mobile, physical and virtual card offerings. It provides solutions for payouts, gifts, incentives, rewards and supplier payments, managing thousands of programmes across 28 countries in Europe, North America and Australia.

Next events

Trading update May 2021

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Planned acquisition of Sentenial

EML announced it has signed an agreement to acquire 100% of Sentenial Group (SG), an Irish provider of payment services technology to banks, enterprises, SMEs and payment service providers. The deal requires approval from the UK and French regulators and EML expects it to close by the end of June. As management expects to invest to grow the Nuapay side of the business, it does not expect the deal to be accretive to NPATA/share until FY24.

Terms of the deal

EML is paying an initial consideration of €70m and an earn-out of up to €40m. Exhibit 1 shows how this is to be funded.

	€m	A\$m	Details
Initial consideration			
Cash	38.9	60.3	
Equity	31.1	48.2	Based on 10-day VWAP prior to date of completion; at A\$5 = 9.6m shares
Total	70.0	108.5	
Source of cash:			
From cash reserves	18.9	29.3	
From new credit facility	20.0	31.0	Three-year term. Maximum secured credit facility A\$225m including A\$100m accordion
Eam-out			
Up to	40.0	62.1	If Nuapay generates revs ≥€30m in CY23; in cash or equity at EML's discretion

EML had a net cash position of A\$100.3m at the end of H121, so after paying the initial consideration, the company will still have a significant cash balance.

Background on Sentenial

SG was founded in 2003 as a provider of technology for payment services. The majority of the business currently comes from providing direct debit, credit transfers and instant payments for major European banks via its software-as-a-service (SaaS) platform.

The chart below shows various milestones achieved by the company since it was founded.



Source: EML Payments

In 2014, SG developed an account-to-account (A2A) service called Nuapay. Nuapay became an FCA authorised payment institution the same year. In 2018, Nuapay took advantage of the opening up of the banking market (open banking) under the EU's PSD2¹ regulations and became an

PSD2: Second Payment Services Directive – entered into force January 2016; member states required to implement rules as national law by 13 January 2018; certain rules (such as strong customer authentication and secure communication) delayed until the end of 2020.



authorised third-party provider for both payments and data. As part of PSD2, banks have been required to open their payment services to third-party services providers (TPPs), with two types of companies defined:

- Payment initiation service providers (PISPs): these companies are able to initiate a payment from a customer's bank account to a merchant's account. In effect, this means that customers can use their online banking accounts to pay for online purchases rather than paying with a debit/credit/prepaid card or digital wallet. Companies that are active in this market include Plaid, Klarna, Tink and Yolt.
- Account information services providers (AISPs): these companies are able to take advantage of bank APIs to bring together data from one or more bank accounts to provide a global view to customers. Companies that offer this service include fintechs (eg Revolut, Starling Bank, Wise), traditional banks and also accounting software providers such as Xero, FreeAgent and Sage.

Since then, in addition to its UK customer base Nuapay has worked on signing up banking partners in various EU countries including France, Germany and Italy, and is now connected to more than 1,750 banks and financial institutions across Europe. In 2021, Nuapay received a licence from L'Autorité de contrôle prudentiel et de résolution (ACPR) in France, which allows it to operate in the EU post-Brexit.

Financial performance

		CY18	CY19	CY20	CY21e	CY22e	CY23e
Gross debit volume (GDV)	€bn	39	43.9	45.9	49.5	55.9	67.5
Sentenial	€bn	38.6	43.3	45.3	47.6	49.9	52.4
Nuapay	€bn	0.4	0.6	0.6	2.0	5.9	15.0
Revenue	€m	7.1	7.2	7.5	11.2	20.4	35.8
Sentenial	€m		4.7	5.0	5.3	5.5	5.8
Nuapay	€m		2.5	2.5	5.9	14.9	30.1
Yield	bp	1.8	1.6	1.6	2.3	3.6	5.3
Sentenial	bp		1.1	1.1	1.1	1.1	1.1
Nuapay	bp		41.7	41.7	30.0	25.0	20.0
Gross profit	€m	6.6	6.5	6.8	9.8	17.2	29.6
Sentenial	€m			4.8	5.0	5.3	5.6
Nuapay	€m			2.0	4.8	11.9	24.0
Gross margin		93.0%	90.3%	90.7%	87.5%	84.3%	82.6%
Sentenial				96.0%	96.0%	96.0%	96.0%
Nuapay				80.0%	80.0%	80.0%	80.0%
Overheads	€m	(6.4)	(6.2)	(6.0)	(9.5)	(13.0)	(16.5)
EBITDA	€m	0.2	0.3	0.8	0.3	4.2	13.1
EBITDA margin		2.8%	4.2%	10.7%	2.6%	20.5%	36.6%
Valuation metrics (x)							
EV/sales (initial consideration only)		9.9	9.7	9.3			
EV/EBITDA (initial consideration only)		350.0	233.3	87.5			
EV/sales (max consideration)		15.5	15.3	14.7	9.8	5.4	3.1
EV/EBITDA (max consideration)		550.0	366.7	137.5	376.7	26.4	8.4

The table above shows historical performance for SG, splitting out the original Sentenial business and the Nuapay business separately. We have produced forecasts for SG based on management targets to the end of CY23. We understand that this business will be combined with the existing

Virtual Account Numbers (VANs) business and renamed Digital Payments.

Revenue from the original Sentenial business is mostly generated from subscription licensing of its SaaS platform. This does not necessarily scale with GDV processed. The revenue yield equates to



c 1–2bps and this business generates a gross margin of 95%+. Management expects future revenue growth of 5–10% pa.

Revenue from the Nuapay business, based on transaction fees and technical implementation services, is more closely linked to GDV processed. In CY20 we calculate that the revenue yield was 42bps and management points to a yield of 10–50bp. Nuapay gross margin is more in the region of 80%. EML has stated that it expects to increase overheads for Nuapay by c €3m pa; we also assume a small increase in overheads for the original Sentenial business. Over the next three years, management expects a volume CAGR of at least 150%, to reach a GDV of c €15bn by CY23. For the first 18 months post acquisition, the majority of revenue growth is expected to come from existing signed customers – as they increase the number of merchants they offer the service to, and those merchants start to offer direct-from-bank-account as a payment option, the volumes should ramp up. Longer-term revenue forecasts depend on new customers being signed up.

At the bottom of the table, we have included valuation metrics based on both initial and total consideration. Clearly, the total consideration of €110m will only be payable if Nuapay achieves its €30m revenue target in CY23.

Rationale for the deal

EML has made no secret of its desire to add other payment technologies to its portfolio and to diversify its revenue streams. This deal adds open banking solutions to EML's offering, which EML should be able to sell to its existing base of digital banking and corporate customers.

The combined entity will process a gross debit volume of c A\$90bn, making it one the largest fintech enablers of prepaid and open banking services. The deal will also scale up the group's European operations and take advantage of EML's direct Faster Payments connection via the Bank of England.

Management expects to be able to provide broader solutions that combine EML and Nuapay technology, for example in digital wallets, earned-wage access/salary wallets, gaming accounts and merchant payment accounts. In the chart below, EML illustrates how the two businesses will be combined to provide an integrated approach to customers.

Exhibit 4: Combined platform

Source: EML Payments



Changes to forecasts

We have taken the forecasts in Exhibit 3 and adjusted for EML's 30 June year end. We assume the deal completes at the very end of Q421 and makes no contribution to the income statement until 1 July 2021. The table below shows the changes to our forecasts. We estimate a small accretion in FY23, slightly earlier than the company's expectation of mid-teens accretion in FY24. We note that the forecasts for SG are based on targets which imply rapid growth of the Nuapay business – the pace of growth could vary from our estimates and the rate at which EML increases overheads to grow the business could also vary. The only change to our FY21 forecasts is the addition of A\$5m in acquisition-related costs – this has no impact on NPATA or NPATA/share.

		FY21e	FY21e			FY22e	FY22e			FY23e	FY23e		
		Old	New	Change	у-о-у	Old	New	Change	V-0-V	Old	New	Change	y-0-\
Revenues	A\$m	182.2	182.2	0.0%	50.6%	226.3	249.4	10.2%	36.9%	255.9	298.9	16.8%	19.8%
Gross profit	A\$m	125.4	125.4	0.0%	42.4%	157.0	176.9	12.7%	41.1%	179.6	215.4	19.9%	21.8%
Gross margin		68.8%	68.8%	0.0%	-4.0%	69.4%	70.9%	1.5%	2.1%	70.2%	72.1%	1.9%	1.1%
EBITDA	A\$m	50.1	50.1	0.0%	53.9%	70.7	71.2	0.8%	42.3%	87.9	98.0	11.5%	37.6%
EBITDA margin		27.5%	27.5%	0.0%	0.6%	31.2%	28.6%	-8.6%	1.1%	34.4%	32.8%	-4.6%	4.2%
Normalised operating profit	A\$m	36.1	36.1	0.0%	61.5%	53.8	53.6	-0.4%	48.5%	68.5	75.5	10.2%	40.8%
Normalised operating margin		19.8%	19.8%	0.0%	1.3%	23.8%	21.5%	-2.3%	1.7%	26.8%	25.3%	-1.5%	3.8%
Reported operating profit	A\$m	7.7	2.7	-65.4%	-147.0%	37.3	37.1	-0.6%	1301%	52.0	59.0	13.4%	58.9%
Reported operating margin		4.2%	1.5%	-2.7%	6.1%	16.5%	14.9%	-1.6%	13.4%	20.3%	19.7%	-0.6%	4.9%
Normalised PBT	A\$m	34.7	34.7	0.0%	60.5%	52.4	50.7	-3.4%	45.9%	67.1	72.5	8.0%	43.2%
Reported PBT	A\$m	-26.1	-31.1	19.1%	373.8%	34.4	32.7	-5.2%	-204.9%	49.6	55.0	10.9%	68.5%
Normalised net income	A\$m	27.8	27.8	0.0%	60.5%	42.0	40.5	-3.4%	45.9%	53.7	58.0	8.0%	43.29
NPATA	A\$m	30.8	30.8	0.0%	28.0%	44.1	42.6	-3.3%	38.5%	54.7	59.0	7.9%	38.5%
Reported net income	A\$m	-20.9	-24.9	19.1%	325.6%	27.6	26.1	-5.2%	-204.9%	39.7	44.0	10.9%	68.5%
Normalised basic EPS	A\$	0.08	0.08	0.0%	35.2%	0.12	0.11	-5.9%	41.6%	0.15	0.16	5.2%	43.2%
Normalised diluted EPS	A\$	0.08	0.08	0.0%	36.0%	0.11	0.11	-5.9%	41.7%	0.15	0.15	5.3%	43.2%
Reported basic EPS	A\$	-0.06	-0.07	19.1%	258.5%	0.08	0.07	-7.6%	-201.8%	0.11	0.12	8.0%	68.5%
NPATA/share	A\$	0.08	0.08	0.0%	8.5%	0.12	0.11	-5.7%	34.5%	0.15	0.16	5.2%	38.5%
Dividend per share	A\$	0.00	0.00	N/A	N/A	0.00	0.00	N/A	N/A	0.00	0.00	N/A	N/A
Net debt/(cash)	A\$m	(109.1)	(47.0)	-56.9%	-43.0%	(114.0)	(54.4)	-52.3%	15.7%	(129.7)	(75.6)	-41.7%	39.0%
GDV	A\$bn	20.6	20.6	0.0%	48.6%	24.2	105.9	337.9%	413.7%	27.2	122.9	351.4%	16.1%
Yield		0.88%	0.88%	0.0%	0.01%	0.94%	0.24%	-0.7%	-0.65%	0.94%	0.24%	-0.7%	0.01%

Valuation

The table below shows how EML is trading in relation to three groups: global payment processors, pre-paid card companies and Australian fintechs. We do not expect the SG acquisition to have a major impact on forecasts until FY23 (ie NY+1). In this year, EML is trading at a discount to global payment processor peers on an EV/EBITDA basis and on a P/E basis, reflecting the scale and profitability of peers. EML trades at a premium to prepaid card peers on all metrics, reflecting its higher growth prospects.

We have performed a discounted cash flow analysis to estimate the growth rates and margin assumptions factored into the current share price after the explicit forecast period. Using a WACC of 8% and a long-term growth rate of 3%, we estimate that the market is pricing in revenue growth of 12% in FY25–30e with an EBITDA margin of 37.3% (unchanged since we last wrote). In our view, the double-digit revenue growth rate is reasonable considering EML's Project Accelerator strategy and the growth potential in the Open Banking market.



	Currency	Market		E	V/Sales		EV/I	EBITDA			P/E
		cap (m)	CY	NY	NY+1	CY	NY	NY+1	CY	NY	NY+1
EML Payments	A\$	2,070	11.5	8.4	7.0	42.0	29.5	21.4	76.0	53.6	37.5
Payment processo	rs										
Adyen	€	60,612	59.8	43.2	31.3	97.8	69.3	49.7	142.1	100.5	72.0
FIS	US\$	91,231	7.8	7.2	6.7	17.5	15.7	14.3	23.1	20.0	17.7
Fiserv	US\$	82,073	6.8	6.3	5.9	16.4	14.8	13.2	22.7	19.3	16.5
Global Payments	US\$	61,875	9.2	8.4	7.8	19.5	17.4	15.8	26.4	22.8	19.6
PayPal Holdings	US\$	299,353	11.5	9.5	7.9	39.2	32.4	26.4	56.0	44.5	35.8
Square	US\$	111,435	8.0	6.7	5.6	154.1	97.0	65.7	200.9	130.5	90.
Worldline	€	20,534	4.8	4.4	4.2	19.2	16.3	14.5	30.2	25.3	21.9
Average			15.4	12.3	9.9	52.0	37.6	28.5	71.6	51.8	39.
Prepaid card comp	anies										
Appreciate Group	£	69	0.5	0.5	0.4	7.6	5.0	4.1	18.5	11.2	8.7
Edenred	€	11,264	8.0	7.2	6.5	19.6	17.2	15.3	36.2	30.8	26.8
Euronet Worldwide	US\$	7,521	2.8	2.4	2.2	15.8	11.0	10.4	25.4	17.1	15.4
Fleetcor Technologies	US\$	23,463	10.1	9.1	8.1	17.8	15.7	13.8	22.5	19.3	16.2
Green Dot Corp	US\$	2,515	3.0	2.8	2.7	17.4	14.6	12.6	22.0	17.9	15.
WEX	US\$	9,513	6.5	5.7	5.2	15.5	12.8	11.4	26.1	20.1	16.9
Average			5.2	4.6	4.2	15.6	12.7	11.2	25.1	19.4	16.5
Australian fintechs											
Afterpay Ltd	A\$	34,301	36.2	22.0	15.9	396.7	141.3	75.8	N/A	297.5	143.5
FlexiGroup Ltd	A\$	500	6.1	5.5	4.7	21.1	23.3	19.9	6.4	7.6	6.4
Zip Co Ltd	A\$	4,576	16.1	9.9	7.1	N/A	N/A	N/A	N/A	N/A	N/A
Average			19.4	12.5	9.3	208.9	82.3	47.9	6.4	152.6	74.9



	A\$m 2017	2018	2019	2020	2021e	2022e	202
0-June	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS	IF
NCOME STATEMENT							
Revenue	58.0	71.0	97.2	121.0	182.2	249.4	29
Cost of Sales	(13.7)	(17.7)	(24.2)	(32.9)	(56.8)	(72.5)	(83
Gross Profit	44.2	53.3	73.0	88.1	125.4	176.9	21
BITDA	14.5	21.0	29.7	32.5	50.1	71.2	9
lormalised operating profit	11.9	18.1	25.6	22.4	36.1	53.6	7
mortisation of acquired intangibles exceptionals	(8.9)	(7.2)	(7.5)	(10.6) (11.2)	(18.5)	(14.0)	(14
hare-based payments	(5.3)	(5.0)	(4.2)	(6.1)	(6.3)	(2.5)	(2
Reported operating profit	(2.1)	5.6	10.9	(5.6)	2.7	37.1	5
let Interest	0.0	(0.1)	(0.0)	(0.7)	(1.4)	(3.0)	(3
oint ventures & associates (post tax)	0.0	0.0	0.0	0.0	0.0	0.0	
exceptionals	0.0	(0.5)	(1.8)	(0.2)	(32.4)	(1.5)	(
Profit Before Tax (norm)	11.9	17.9	25.6	21.6	34.7	50.7	<u> </u>
rofit Before Tax (reported)	(2.1)	5.0	9.0	(6.6)	(31.1)	32.7	5
Reported tax	2.1	(2.8)	(0.6)	0.7	6.2	(6.5)	(1
rofit After Tax (norm)	8.9	14.4	20.5	17.3	27.8	40.5	,
rofit After Tax (reported)	0.0	2.2	8.5	(5.9)	(24.9)	26.1	4
finority interests	0.0	0.0	(0.2)	0.0	0.0	0.0	
discontinued operations	0.0	0.0	0.0	0.0	0.0	0.0	
let income (normalised)	8.9	14.4	20.3	17.3	27.8	40.5	
let income (reported)	0.0	2.2	8.3	(5.9)	(24.9)	26.1	
asic ave. number of shares outstanding (m)	245	246	249	304	361	372	
PS - basic normalised (A\$)	0.036	0.058	0.081	0.057	0.077	0.109	0
PS - diluted normalised (A\$)	0.036	0.057	0.078	0.055	0.075	0.107	0
PS - basic reported (A\$)	0.000	0.009	0.033	(0.019)	(0.069)	0.070	0
ividend (A\$)	0.00	0.00	0.00	0.00	0.00	0.00	
evenue growth (%)	148.6	22.5	36.9	24.4	50.6	36.9	
ross Margin (%)	76.3	75.1	75.1	72.8	68.8	70.9	
BITDA Margin (%)	25.1	29.6	30.6	26.9	27.5	28.6	
ormalised Operating Margin	20.5	25.4	26.4	18.5	19.8	21.5	
. 9 9	20.0	20.4	20.4	10.0	10.0	21.0	
ALANCE SHEET	00.0	400.0	400.0	005.0	4.070.0	4.450.0	4.0
ixed Assets	90.6	108.0	162.9	905.2	1,076.3	1,159.3	1,2
tangible Assets	60.1	65.8	104.6	404.7	554.6	541.8	5
angible Assets	2.8	3.5	5.4	14.6	12.0	9.6	6
vestments & other urrent Assets	27.6 96.9	38.7 131.6	53.0 313.8	485.8 1,001.1	509.6 1,240.7	607.9 1,489.0	1,7
tocks	10.3	12.6	18.2	22.3	20.9	23.0	1,7
ebtors	6.3	8.9	14.4	21.7	32.3	43.9	
ash & cash equivalents	39.9	39.0	33.1	118.4	113.9	121.3	1
uther	40.4	71.1	248.2	838.7	1,073.6	1,300.8	1,4
urrent Liabilities	(62.8)	(90.5)	(299.0)	(1,326.3)	(1,630.8)	(1,973.7)	(2,22
reditors	(23.8)	(21.2)	(33.9)	(47.5)	(62.5)	(80.9)	(2,22
ax and social security	(0.0)	0.0	(0.8)	(0.2)	(0.2)	(0.2)	(,
hort term borrowings	0.0	0.0	(15.0)	0.0	0.0	0.0	
ther	(39.0)	(69.3)	(249.4)	(1,278.6)	(1,568.1)	(1,892.6)	(2,12
ong Term Liabilities	(4.2)	(19.3)	(33.5)	(139.0)	(218.4)	(178.1)	(1:
ong term borrowings	0.0	0.0	0.0	(35.8)	(66.8)	(66.8)	(6
ther long term liabilities	(4.2)	(19.3)	(33.5)	(103.2)	(151.5)	(111.2)	(9
et Assets	120.6	129.8	144.2	441.0	467.8	496.5	5
linority interests	0.0	0.0	0.0	0.0	0.0	0.0	
hareholders' equity	120.6	129.8	144.2	441.0	467.8	496.5	5
ASH FLOW							
p Cash Flow before WC and tax	13.1	19.7	28.4	31.2	48.2	69.4	
/orking capital	4.9	(9.2)	2.0	3.6	6.5	3.8	
xceptional & other	(0.8)	(1.2)	(0.7)	(12.7)	(6.5)	0.0	
ax	2.1	(2.8)	(0.7)	0.7	6.2	(6.5)	(
et operating cash flow	19.3	6.5	29.2	22.8	54.4	66.7	
apex	(2.9)	(5.3)	(5.8)	(11.0)	(13.1)	(14.6)	('
cquisitions/disposals	0.0	(0.7)	(44.0)	(142.5)	(73.6)	(40.0)	(4
et interest	0.0	(0.1)	(0.0)	(0.7)	(1.4)	(3.0)	
quity financing	0.2	0.0	0.4	240.8	0.0	0.0	
ividends	0.0	0.0	0.0	0.0	0.0	0.0	
Other	(3.6)	(0.6)	(0.4)	(7.0)	(1.8)	(1.8)	
let Cash Flow	13.0	(0.0)	(20.6)	102.3	(35.5)	7.4	
Opening net debt/(cash)	(26.9)	(39.9)	(39.0)	(18.1)	(82.5)	(47.0)	(5
X	(0.0)	(0.6)	(0.3)	(2.0)	0.0	0.0	10
Other non-cash movements	0.0	0.0	0.0	(35.8)	0.0	0.0	
	0.0	0.0	5.0	(55.5)	0.0	0.0	(7



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