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QUARTER-FINAL & SEMI-FINAL ROUND PROPOSITION

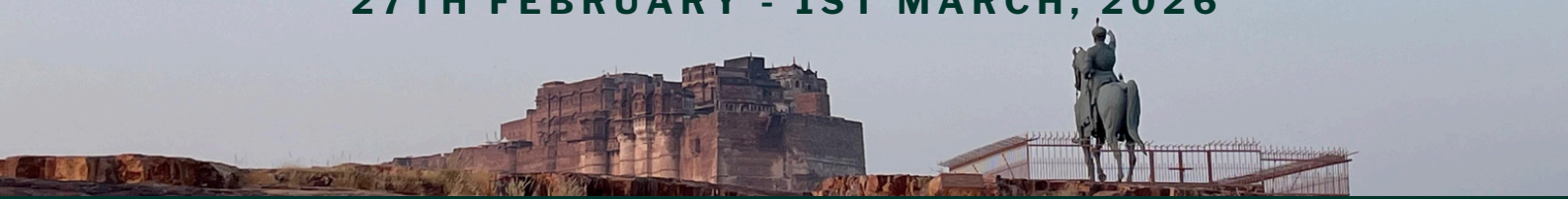
THE SYSTEMS BEHIND THE SCREEN

THE NATIONAL LAW UNIVERSITY, JODHPUR

INTERNATIONAL DEAL NEGOTIATION COMPETITION

IN PARTNERSHIP WITH A&O SHEARMAN

27TH FEBRUARY - 1ST MARCH, 2026



BACKGROUND INFORMATION

OrionPay Technologies Ltd.

OrionPay Technologies Ltd. ("**OrionPay**") is a leading Dutch fintech company founded in 2012 and headquartered in Amsterdam. OrionPay specialises in providing digital payment infrastructure and embedded finance solutions to a wide range of financial institutions, including traditional banks, neobanks, and global e-commerce platforms.

Operating in 16 countries, and licensed in the European Union, Singapore and Brazil, OrionPay processes over €20 billion in annual transactions. OrionPay's scalable architecture and compliance-ready systems have positioned it as a trusted partner for tier-1 banks and fintech firms that are navigating increasingly complex regulatory landscapes.

As part of its long-term vision, OrionPay aims to consolidate the fragmented fintech landscape by aligning core financial operations such as payments, compliance and infrastructure into a unified ecosystem. OrionPay continues to explore strategic partnerships and acquisitions to reinforce its standing as a foundational service provider across Europe's digital financial services market.

FinRidge Technologies Ltd.

FinRidge Technologies Ltd. ("**FinRidge**") is a London-based regulatory technology company founded in 2016. It is a wholly-owned subsidiary of NorthStar Group Ltd. ("**NorthStar**"), a company incorporated in Dublin, Ireland, with interests in digital services and financial technology.

FinRidge has emerged as the flagship company within the NorthStar portfolio, specialising in AI-powered onboarding, compliance, and core banking solutions for European financial institutions. FinRidge has served more than 50 banking and fintech clients across the region with its modular software that enables seamless digital KYC and customer lifecycle management.

FinRidge has built a strong reputation for delivering scalable compliance systems that meet stringent EU standards while maintaining user-friendly interfaces. However, FinRidge is now at a crucial stage of growth requiring long-term strategic alignment. It views the proposed acquisition by OrionPay as a strategic opportunity to expand its impact, but places significant emphasis on retaining operational independence, safeguarding its intellectual property and preserving leadership continuity post-acquisition.

GENERAL INFORMATION

OrionPay and NorthStar are currently engaged in advanced negotiations over the proposed acquisition of FinRidge by OrionPay. The deal is valued at €1.2 billion and is structured as a share purchase transaction to be funded entirely in cash, subject to satisfactory due diligence and regulatory approvals in the relevant jurisdictions.

For OrionPay, the transaction is part of a long-term vision to create a unified digital infrastructure for financial services, including the integration of core banking, real-time payments, and regulatory compliance. With a strong foundation in back-end financial APIs, OrionPay aims to expand its offerings into embedded compliance and onboarding solutions. FinRidge, with its proprietary AI-based regulatory-tech platform and growing client base, represents an ideal complement to OrionPay's service architecture.

NorthStar, on the other hand, views the acquisition as both an opportunity and a risk. While the transaction provides the financial certainty of a full cash exit, the leadership team has emphasised the importance of ensuring that pre-closing liabilities, ongoing regulatory audits and contractual obligations are clearly allocated before completion. Further, NorthStar is unsure of the financial credentials of OrionPay to be able to fund the acquisition. NorthStar is also mindful of preserving its reputation and client relationships during the transition period.

OrionPay's leadership sees significant strategic value in acquiring FinRidge, particularly in combining infrastructure and compliance capabilities to serve tier-1 banks across Europe. However, the ongoing discussions are marked by multiple complex legal and commercial concerns ranging from valuation to governance and risk allocation.

The following issues represent the primary areas of contention between the two parties and will form the basis of negotiation:

Purchase Price Mechanism

OrionPay wants a 'completion accounts mechanism' wherein the purchase price is adjusted based on FinRidge's actual closing accounts. As part of this mechanism, the parties may agree on the involvement of an independent accountant or expert. The parties may also negotiate caps or floors on adjustments to limit financial exposure. This approach allows OrionPay to pay for the company's economic value at closing. NorthStar prefers a 'locked-box' approach, where the purchase price is fixed upfront based on the accounts. The parties may negotiate a locked-box date from which OrionPay will assume the economic risk and

reward of the business. Any leakage or value extraction between the locked-box date and the closing date will reduce the price subject to a no-leakage covenant. NorthStar is considering asking for certain permitted leakages as exceptions to the covenant, such as for routine operational payments. This mechanism provides NorthStar with price certainty.

Technology and IP Ownership

OrionPay considers FinRidge's proprietary technology to be central to the acquisition and is seeking full control of all IP required to operate and commercialise FinRidge's products. However, FinRidge is a part of the NorthStar Group, and key components of its compliance platform, particularly the machine-learning dataset and the risk-scoring logic tools, are owned separately and exclusively by NorthStar. Several of these components are shared across the Northstar group, and transferring all IP could cause disruptions in other portfolio companies.

Further, FinRidge's products also use technologies licensed to it by third-parties, such as the cloud analytics and open-source software programs. The licenses contain a change of control clause which requires consent of the licensor to any transfers, failing which the licensee faces a termination risk.

OrionPay, by contrast, wants to operate independently of NorthStar and without any constraints arising from third-party licensors post-closing. Thus, OrionPay and FinRidge need to negotiate on in the scope of the IP transfer.

Regulatory Approvals and Risk Allocation

As both OrionPay and NorthStar operate in highly regulated markets, the proposed acquisition will require multiple financial and competition approvals across several jurisdictions. In many of these jurisdictions, a change of control might trigger mandatory regulatory notifications thus increasing the transaction's complexity and timeline. OrionPay seeks certainty through clearly defined conditions precedent and expects NorthStar to cooperate fully in obtaining the necessary approvals. NorthStar, on the other hand, is concerned about potential delays, additional compliance costs and the extent to which it should bear the responsibility and risk of securing these approvals.

Retention of Key Talent

Given that much of FinRidge's value lies in its engineering and compliance teams, OrionPay is keen to secure a smooth transition and avoid disruption to ongoing client relationships. To that end, it has proposed retention bonuses and post-closing employment contracts for select senior

managers and technical staff. NorthStar, as the seller, supports limited retention arrangements but has pushed back against overly restrictive non-compete or non-solicit clauses, arguing that such provisions should not extend beyond what is necessary to safeguard OrionPay's investment. The negotiation will thus focus on the scope and duration of retention and restrictive covenants.

Data Handling and Reputational Concerns

Recent discussions in the fintech sector have drawn attention to data protection and customer privacy practices among fintech firms. In this context, certain questions have been raised about the adequacy of FinRidge's customer data handling protocols, particularly in light of its rapid expansion and integration of AI-driven compliance systems. OrionPay considers this as a potential reputational risk area and seeks further disclosure and assurances regarding FinRidge's historical data-governance practices and compliance with applicable privacy regulations.

Exclusivity and Break Fee

OrionPay has proposed an exclusivity clause barring NorthStar from engaging with other suitors for six months, coupled with a €30 million break fee if NorthStar withdraws from or terminates the transaction. NorthStar's board is divided since some view this as standard practice for deal certainty, while others consider it overly restrictive, especially given ongoing interest from other potential buyers.

These critical issues have brought the negotiations to a pivotal juncture. Given the number of outstanding issues, the parties have agreed that on Day 1 of the negotiations, the first three points will be discussed, viz. the purchase-price mechanism, exclusivity, and data handling. On Day 2, the parties will negotiate the remaining three points, viz. IP ownership, regulatory approvals, and retention of key talent. Data-handling negotiations may also continue on Day 2, if required.

While both OrionPay and NorthStar acknowledge the transformative potential of the deal, the outcome will depend on whether their respective concerns regarding control, liability, and data can be reconciled through a carefully negotiated agreement.