
Section 1: 10-Q (10-Q)

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2018 or

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

COMMISSION FILE NUMBER 001-35872

EVERTEC, Inc.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Puerto Rico

(State or other jurisdiction of
incorporation or organization)

66-0783622

(I.R.S. employer
identification number)

**Cupey Center Building, Road 176, Kilometer 1.3,
San Juan, Puerto Rico**

(Address of principal executive offices)

00926

(Zip Code)

(787) 759-9999

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File

required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in rule 12b-2 of the Exchange Act).

| | | | |
|-------------------------|-------------------------------------|---|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | (Do not check if a smaller reporting company) | <input type="checkbox"/> |
| Emerging growth company | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in rule 12b-2 of the Exchange Act). Yes No

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

At April 26, 2018, there were 72,621,078 outstanding shares of common stock of EVERTEC, Inc.

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of, and subject to the protection of, the Private Securities Litigation Reform Act of 1995. Such statements can be identified by the use of forward-looking terminology such as “believes,” “expects,” “may,” “estimates,” “will,” “should,” “plans” or “anticipates” or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and may involve significant risks and uncertainties, and that actual results may vary materially from those in the forward-looking statements as a result of various factors. Among the factors that significantly impact our business and could impact our business in the future are:

- our reliance on our relationship with Popular, Inc. (“Popular”) for a significant portion of our revenues pursuant to our master services agreement with them, and our reliance on Banco Popular de Puerto Rico (“Banco Popular”), Popular’s principal banking subsidiary, to grow our merchant acquiring business;
- as a regulated institution, we most likely will be required to obtain regulatory approval before engaging in certain new activities or businesses, whether organically or by acquisition, and may be unable to obtain such approval on a timely basis or at all, which may make transactions more expensive or impossible to complete, or make us less attractive to potential sellers;
- our ability to renew our client contracts on terms favorable to us, including our contract with Popular;
- our dependence on our processing systems, technology infrastructure, security systems and fraudulent payment detection systems, as well as on our personnel and certain third parties with whom we do business, and the risks to our business if our systems are hacked or otherwise compromised;
- our ability to develop, install and adopt new software, technology and computing systems;
- a decreased client base due to consolidations and failures in the financial services industry;
- the credit risk of our merchant clients, for which we may also be liable;
- the continuing market position of the ATH network;
- a reduction in consumer confidence, whether as a result of a global economic downturn or otherwise, which leads to a decrease in consumer spending;
- our dependence on credit card associations, including any adverse changes in credit card association or network rules or fees;
- changes in the regulatory environment and changes in international, legal, tax, political, administrative or economic conditions;
- the geographical concentration of our business in Puerto Rico, including our business with the government of Puerto Rico and its instrumentalities, which are facing severe fiscal challenges;
- additional adverse changes in the general economic conditions in Puerto Rico, whether as a result of the government’s debt crisis or otherwise, including the continued migration of Puerto Ricans to the U.S. mainland, which could negatively affect our customer base, general consumer spending, our cost of operations and our ability to hire and retain qualified employees;
- operating an international business in Latin America and the Caribbean, in jurisdictions with potential political and economic instability;
- our ability to execute our geographic expansion and acquisition strategies, including challenges in successfully acquiring new businesses and integrating and growing acquired businesses;
- our ability to protect our intellectual property rights against infringement and to defend ourselves against claims of infringement brought by third parties;
- our ability to recruit and retain the qualified personnel necessary to operate our business;
- our ability to comply with U.S. federal, state, local and foreign regulatory requirements;
- evolving industry standards and adverse changes in global economic, political and other conditions;
- our high level of indebtedness and restrictions contained in our debt agreements, including the senior secured credit facilities, as well as debt that could be incurred in the future;
- our ability to prevent a cybersecurity attack or breach in our information security;
- our ability to generate sufficient cash to service our indebtedness and to generate future profits;
- our ability to refinance our debt;
- the possibility that we could lose our preferential tax rate in Puerto Rico;
- the risk that the counterparty to our interest rate swap agreement fails to satisfy its obligations under the agreement
- uncertainty of the pending debt restructuring process under Title III of the Puerto Rico Oversight, Management and Economic Stability Act (“PROMESA”), as well as actions taken by the Puerto Rico government or by the PROMESA Board to address the Puerto Rico fiscal crisis;

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- uncertainty related to Hurricanes Irma and Maria and their aftermaths' impact on the economies of Puerto Rico and the Caribbean;
- the possibility of future catastrophic hurricanes affecting Puerto Rico and/or the Caribbean, as well as other potential natural disaster; and
- the nature, timing and amount of any restatement.

These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. The Company does not undertake, and specifically disclaims any obligation, to update any of the "forward-looking statements" to reflect occurrences or unanticipated events or circumstances after the date of such statements except as required by the federal securities laws. Investors should refer to the Company's Form 10-K for the year ended December 31, 2017 (the "2017 Form 10-K") for a discussion of factors that could cause events to differ from those suggested by the forward-looking statements, including factors set forth in the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations".

EVERTEC, Inc. Unaudited Consolidated Condensed Balance Sheets
(Dollar amounts in thousands, except for share information)

| | March 31, 2018 | December 31, 2017 |
|--|----------------|-------------------|
| Assets | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 53,471 | \$ 50,423 |
| Restricted cash | 10,540 | 9,944 |
| Accounts receivable, net | 90,037 | 83,328 |
| Prepaid expenses and other assets | 30,318 | 25,011 |
| Total current assets | 184,366 | 168,706 |
| Investment in equity investee | 13,369 | 13,073 |
| Property and equipment, net | 38,515 | 37,924 |
| Goodwill | 399,861 | 398,575 |
| Other intangible assets, net | 273,536 | 279,961 |
| Other long-term assets | 7,182 | 4,549 |
| Total assets | \$ 916,829 | \$ 902,788 |
| Liabilities and stockholders' equity | | |
| Current Liabilities: | | |
| Accrued liabilities | \$ 35,334 | \$ 38,451 |
| Accounts payable | 40,670 | 41,135 |
| Unearned income | 9,521 | 7,737 |
| Income tax payable | 4,121 | 1,406 |
| Current portion of long-term debt | 46,558 | 46,487 |
| Short-term borrowings | — | 12,000 |
| Total current liabilities | 136,204 | 147,216 |
| Long-term debt | 553,140 | 557,251 |
| Deferred tax liability | 13,033 | 13,820 |
| Unearned income - long term | 23,695 | 23,486 |
| Other long-term liabilities | 11,472 | 13,039 |
| Total liabilities | 737,544 | 754,812 |
| Commitments and contingencies (Note 12) | | |
| Stockholders' equity | | |
| Preferred stock, par value \$0.01; 2,000,000 shares authorized; none issued | — | — |
| Common stock, par value \$0.01; 206,000,000 shares authorized; 72,429,141 shares issued and outstanding at March 31, 2018 (December 31, 2017 - 72,393,933) | 724 | 723 |
| Additional paid-in capital | 8,782 | 5,350 |
| Accumulated earnings | 172,777 | 148,887 |
| Accumulated other comprehensive loss, net of tax | (6,938) | (10,848) |
| Total EVERTEC, Inc. stockholders' equity | 175,345 | 144,112 |
| Non-controlling interest | 3,940 | 3,864 |
| Total equity | 179,285 | 147,976 |
| Total liabilities and equity | \$ 916,829 | \$ 902,788 |

The accompanying notes are an integral part of these unaudited consolidated condensed financial statements.

EVERTEC, Inc. Unaudited Consolidated Condensed Statements of Income and Comprehensive Income
(Dollar amounts in thousands, except per share information)

| | Three months ended March 31, | |
|--|-------------------------------------|------------------|
| | 2018 | 2017 |
| Revenues (affiliates Note 13) | \$ 110,274 | \$ 101,280 |
| Operating costs and expenses | | |
| Cost of revenues, exclusive of depreciation and amortization shown below | 47,420 | 44,173 |
| Selling, general and administrative expenses | 13,432 | 10,831 |
| Depreciation and amortization | 15,867 | 15,684 |
| Total operating costs and expenses | 76,719 | 70,688 |
| Income from operations | 33,555 | 30,592 |
| Non-operating income (expenses) | | |
| Interest income | 157 | 185 |
| Interest expense | (7,679) | (7,036) |
| Earnings of equity method investment | 199 | 143 |
| Other income | 817 | 1,274 |
| Total non-operating expenses | (6,506) | (5,434) |
| Income before income taxes | 27,049 | 25,158 |
| Income tax expense | 3,935 | 2,020 |
| Net income | 23,114 | 23,138 |
| Less: Net income attributable to non-controlling interest | 92 | 109 |
| Net income attributable to EVERTEC, Inc.'s common stockholders | 23,022 | 23,029 |
| Other comprehensive income (loss), net of tax of \$140 and \$37 | | |
| Foreign currency translation adjustments | 2,407 | (645) |
| Gain on cash flow hedge | 1,503 | 618 |
| Total comprehensive income attributable to EVERTEC, Inc.'s common stockholders | \$ 26,932 | \$ 23,002 |
| Net income per common share - basic attributable to EVERTEC, Inc.'s common stockholders | \$ 0.32 | \$ 0.32 |
| Net income per common share - diluted attributable to EVERTEC, Inc.'s common stockholders | \$ 0.31 | \$ 0.31 |
| Cash dividends declared per share | \$ — | \$ 0.10 |

The accompanying notes are an integral part of these unaudited consolidated condensed financial statements.

EVERTEC, Inc. Unaudited Consolidated Condensed Statement of Changes in Stockholders' Equity
(Dollar amounts in thousands, except share information)

| | Number of Shares of Common Stock | Common Stock | Additional Paid-in Capital | Accumulated Earnings | Accumulated Other Comprehensive Loss | Non- Controlling Interest | Total Stockholders' Equity |
|--|---|-----------------|----------------------------------|-------------------------|---|---------------------------------|----------------------------------|
| Balance at December 31, 2017 | 72,393,933 | \$ 723 | \$ 5,350 | \$ 148,887 | \$ (10,848) | \$ 3,864 | \$ 147,976 |
| Cumulative adjustment from implementation of ASC 606 | — | — | — | 868 | — | (16) | 852 |
| Share-based compensation recognized | — | — | 3,637 | — | — | — | 3,637 |
| Restricted stock units delivered, net of cashless | 35,208 | 1 | (205) | — | — | — | (204) |
| Net income | — | — | — | 23,022 | — | 92 | 23,114 |
| Other comprehensive gain | — | — | — | — | 3,910 | — | 3,910 |
| Balance at March 31, 2018 | <u>72,429,141</u> | <u>\$ 724</u> | <u>\$ 8,782</u> | <u>\$ 172,777</u> | <u>\$ (6,938)</u> | <u>\$ 3,940</u> | <u>\$ 179,285</u> |

The accompanying notes are an integral part of these unaudited consolidated condensed financial statements.

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EVERTEC, Inc. Unaudited Consolidated Condensed Statements of Cash Flows
(Dollar amounts in thousands)

| | Three months ended March 31, | |
|---|------------------------------|------------------|
| | 2018 | 2017 |
| Cash flows from operating activities | | |
| Net income | \$ 23,114 | \$ 23,138 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 15,867 | 15,684 |
| Amortization of debt issue costs and accretion of discount | 1,270 | 1,265 |
| Provision for doubtful accounts and sundry losses | 221 | 96 |
| Deferred tax benefit | (1,152) | (1,487) |
| Share-based compensation | 3,637 | 2,006 |
| Loss on disposition of property and equipment and other intangibles | 11 | 117 |
| Earnings of equity method investment | (199) | (143) |
| Decrease (increase) in assets: | | |
| Accounts receivable, net | (6,815) | 1,119 |
| Prepaid expenses and other assets | (5,108) | (5,909) |
| Other long-term assets | (1,117) | (237) |
| (Decrease) increase in liabilities: | | |
| Accounts payable and accrued liabilities | (4,905) | (15,285) |
| Income tax payable | 2,716 | 1,658 |
| Unearned income | 2,645 | 3,064 |
| Other long-term liabilities | 183 | 219 |
| Total adjustments | 7,254 | 2,167 |
| Net cash provided by operating activities | 30,368 | 25,305 |
| Cash flows from investing activities | | |
| Additions to software | (5,208) | (3,860) |
| Property and equipment acquired | (4,157) | (2,674) |
| Net cash used in investing activities | (9,365) | (6,534) |
| Cash flows from financing activities | | |
| Statutory withholding taxes paid on share-based compensation | (204) | (1,096) |
| Net decrease in short-term borrowings | (12,000) | (1,000) |
| Repayment of short-term borrowing for purchase of equipment and software | (114) | (497) |
| Dividends paid | — | (7,264) |
| Repurchase of common stock | — | (3,765) |
| Repayment of long-term debt | (5,041) | (4,853) |
| Net cash used in financing activities | (17,359) | (18,475) |
| Net increase in cash, cash equivalents and restricted cash | 3,644 | 296 |
| Cash, cash equivalents and restricted cash at beginning of the period | 60,367 | 60,032 |
| Cash, cash equivalents and restricted cash at end of the period | \$ 64,011 | \$ 60,328 |
| Reconciliation of cash, cash equivalents and restricted cash | | |
| Cash and cash equivalents | \$ 53,471 | \$ 52,074 |
| Restricted cash | 10,540 | 8,254 |
| Cash, cash equivalents and restricted cash | \$ 64,011 | \$ 60,328 |
| Supplemental disclosure of cash flow information: | | |
| Cash paid for interest | \$ 6,526 | \$ 5,991 |
| Cash paid for income taxes | 1,074 | 1,366 |
| Supplemental disclosure of non-cash activities: | | |
| Payable due to vendor related to software acquired | 893 | 2,835 |

The accompanying notes are an integral part of these unaudited consolidated condensed financial statements.

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Notes to Unaudited Consolidated Condensed Financial Statements

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Note 1 – The Company and Basis of Presentation

The Company

EVERTEC, Inc. (formerly known as Carib Latam Holdings, Inc.) and its subsidiaries (collectively the “Company,” or “EVERTEC”) is a leading full-service transaction processing business in Latin America and the Caribbean. The Company is based in Puerto Rico and provides a broad range of merchant acquiring, payment processing and business process management. The Company provides services across 26 countries in the region. EVERTEC owns and operates the ATH network, one of the leading automated teller machine (“ATM”) and personal identification number (“PIN”) debit networks in Latin America. In addition, EVERTEC provides a comprehensive suite of services for core bank processing, cash processing and technology outsourcing in the regions the Company serves. EVERTEC serves a broad and diversified customer base of leading financial institutions, merchants, corporations and government agencies with solutions that are essential to their operations, enabling them to issue, process and accept transactions securely.

Basis of Presentation

The unaudited consolidated condensed financial statements of EVERTEC have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The preparation of the accompanying unaudited consolidated condensed financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the unaudited consolidated condensed financial statements. Actual results could differ from these estimates.

Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted from these statements pursuant to the rules and regulations of the SEC and, accordingly, these consolidated condensed financial statements should be read in conjunction with the Audited Consolidated Financial Statements of the Company for the year ended December 31, 2017, included in the Company’s 2017 Form 10-K. In the opinion of management, the accompanying consolidated condensed financial statements, prepared in accordance with GAAP, contain all adjustments necessary for a fair presentation. Intercompany accounts and transactions are eliminated in consolidation.

Note 2 – Recent Accounting Pronouncements

Recently adopted accounting pronouncements

During 2014, the Financial Accounting Standards Board (“FASB”) issued new guidance for revenue from contracts with customers, which requires an entity to recognize revenue that represents the transfer of promised goods or services to customers in the amount it expects to be entitled for the transfer of those goods or services; and also includes changes in the accounting for customer contract acquisition costs and fulfillment costs. During 2016, the FASB issued several additional updates that amended the proposed guidance. These new standards replaced most existing revenue recognition guidance in GAAP, and were effective for public reporting companies for interim and annual periods that began after December 15, 2017.

Management adopted the standard effective January 1, 2018, using the modified retrospective transition method, applied to only those contracts that were not completed as of January 1, 2018. The adoption using this transition method requires us to recognize the cumulative effect of initially applying the guidance at the date of initial application. Management recognized the cumulative effect of initially applying the new revenue standard with an adjustment increasing opening retained earnings by \$0.9 million as of January 1, 2018. Results for reporting periods beginning after January 1, 2018 are presented under the new guidance provided by ASC Topic 606, while prior period amounts are not adjusted and continue to be reported in accordance with the Company’s historic accounting under ASC Topic 605. The Company’s accounting policy under ASC Topic 605 is included in the Company’s 2017 Form 10-K.

The standards had the most significant impact in the following areas:

- Where the Company charges upfront fees for implementation or set-up activities, including fees charged in preproduction periods, the period over which these fees are recognized may in some cases be shorter than the Company’s previous practice.
- The Company has certain contracts with an implicit price concession. The Company may enter into such implicit price concessions subsequent to the contract inception with the expectation of accepting less than the contractual amount of consideration in exchange for goods or services. Price concessions reduce the transaction price to reflect the consideration that the Company expects to be entitled to after the concession is provided.

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- Revenue for certain professional services that are recognized upon completion of the services were evaluated under the new standards and determined that the revenue should be recognized over time during the development period or once in production through the term of the contract based on the transfer of control to the customer.
- Required enhancements to current disclosures around revenue recognition.

Refer to Note 9 - Revenues for discussions of the impact of adopting ASC Topic 606 on the Company's consolidated condensed financial statements for the period ended March 31, 2018.

In August 2016, the FASB issued updated guidance for the classification of certain cash receipts and cash payments on the statement of cash flows. The amendments in this update provide specific guidance for the classification of eight issues: debt prepayment or extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of an insurance claim; proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies; distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and applications of the predominance principle. The Company adopted this guidance in the first quarter of 2018 with no impact on the financial statements.

In October 2016, the FASB issued updated guidance for tax treatment of intra-entity transfers of assets other than inventory. Current GAAP prohibited the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party. The Board decided that an entity should recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. Consequently, the amendments eliminate the exception for an intra-entity transfer of an asset other than inventory. The Company adopted this guidance in the first quarter of 2018 with no impact on the financial statements. Any future intra-entity transfers of assets will be analyzed under this updated guidance.

In November 2016, the FASB issued guidance regarding the classification of transactions involving restricted cash on the statement of cash flows. The amendments in this update require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The Company adopted this guidance retrospectively to the periods presented in the first quarter of 2018 and has included and reconciled restricted cash within cash and cash equivalents in the Consolidated Condensed Statements of Cash Flows.

In May 2017, the FASB issued updated guidance to clarify the scope of modifications under share based compensation accounting. The amendments in this update provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. The amendments in this update should be applied prospectively to an award modified on or after the adoption date. The Company adopted this guidance in the first quarter of 2018 and will apply this guidance to future changes in terms and conditions of share-based payment awards.

In February 2017, the FASB issued updated guidance clarifying the scope of asset derecognition guidance and accounting for partial sales of nonfinancial assets. The amendments in this update clarify the scope of the FASB's recently established guidance on nonfinancial asset derecognition (ASC 610-20) as well as the accounting for partial sales of nonfinancial assets. This update conforms the derecognition guidance on nonfinancial assets with the model for transactions in the new revenue standard. The Company adopted this guidance in the first quarter of 2018 with no impact on the financial statements.

Accounting pronouncements issued prior to 2018 and not yet adopted

During 2016, the FASB issued updated guidance for financial reporting about leasing transactions. The amendments in this update require a lessee to recognize assets and liabilities for leases with lease terms of more than 12 months. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee primarily will depend on its classification as a finance or operating lease. In addition, the update requires that both financing and operating leases be recognized on the balance sheet. The guidance also requires disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. These disclosures include qualitative and quantitative requirements, providing additional information about the amounts recorded in the financial statements. The Company expects to adopt this guidance in the period required by the update and continues to evaluate the impact that this update will have on its consolidated financial statements.

During 2016, the FASB issued updated guidance for the measurement of credit losses on financial instruments. The amendments in this update require a financial asset (or a group of financial assets) measured at amortized cost basis to be

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presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset or assets to present the net carrying value at the amount expected to be collected on the financial asset. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectibility of the reported amount. An entity must use judgment in determining the relevant information and estimation methods that are appropriate in its circumstances. The Company expects to adopt this guidance in the fiscal period required by this update and continues to evaluate if the adoption will have an impact on the consolidated financial statements.

In August 2017, the FASB issued updated guidance to improve accounting for hedging activities. The amendments in this update better align an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. To meet that objective, the amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. The amendments in this update require an entity to present the earnings effect of the hedging instrument in the same income statement line item in which the earnings effect of the hedged item is reported and also include certain targeted improvements to ease the application of current guidance related to the assessment of hedge effectiveness. The Company expects to adopt this guidance in the required period and continues to evaluate if this update will have an impact on the financial statements.

Note 3 – Property and Equipment, net

Property and equipment, net consists of the following:

| <i>(Dollar amounts in thousands)</i> | Useful life in years | March 31, 2018 | December 31, 2017 |
|--|-------------------------|----------------|-------------------|
| Buildings | 30 | \$ 1,545 | \$ 1,531 |
| Data processing equipment | 3 - 5 | 105,271 | 103,426 |
| Furniture and equipment | 3 - 20 | 584 | 232 |
| Leasehold improvements | 5 -10 | 2,194 | 2,190 |
| | | 109,594 | 107,379 |
| Less - accumulated depreciation and amortization | | (72,426) | (70,793) |
| Depreciable assets, net | | 37,168 | 36,586 |
| Land | | 1,347 | 1,338 |
| Property and equipment, net | | \$ 38,515 | \$ 37,924 |

Depreciation and amortization expense related to property and equipment for the three months ended March 31, 2018 amounted to \$3.6 million compared to \$3.7 million for the same period in 2017.

Note 4 – Goodwill and Other Intangible Assets

The changes in the carrying amount of goodwill, allocated by reportable segments, were as follows (See Note 14):

| <i>(Dollar amounts in thousands)</i> | Payment Services - Puerto Rico & Caribbean | Payment Services - Latin America | Merchant Acquiring, net | Business Solutions | Total |
|--|---|--|----------------------------|-----------------------|------------|
| Balance at December 31, 2017 | \$ 160,972 | \$ 53,659 | \$ 138,121 | \$ 45,823 | \$ 398,575 |
| Foreign currency translation adjustments | — | 1,286 | — | — | 1,286 |
| Balance at March 31, 2018 | \$ 160,972 | \$ 54,945 | \$ 138,121 | \$ 45,823 | \$ 399,861 |

Goodwill is tested for impairment on an annual basis, or more often if events or changes in circumstances indicate there may be impairment. The Company first assesses qualitative factors to determine whether it is necessary to perform the quantitative impairment test. If determined to be necessary, the quantitative impairment test is used to identify goodwill impairment and measure the amount of a goodwill impairment loss to be recognized (if any).

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There were no triggering events or changes in circumstances that, subsequent to the Company's most recent impairment test, would have required an additional impairment evaluation. No impairment losses were recognized for the three months ended March 31, 2018 or 2017.

The carrying amount of other intangible assets at March 31, 2018 and December 31, 2017 was as follows:

| | | March 31, 2018 | | |
|--------------------------------------|-----------------------------|-----------------------|---------------------------------|----------------------------|
| <i>(Dollar amounts in thousands)</i> | <u>Useful life in years</u> | <u>Gross amount</u> | <u>Accumulated amortization</u> | <u>Net carrying amount</u> |
| Customer relationships | 8 - 14 | \$ 344,434 | \$ (174,807) | \$ 169,627 |
| Trademark | 2 - 15 | 42,104 | (26,172) | 15,932 |
| Software packages | 3 - 10 | 200,299 | (140,591) | 59,708 |
| Non-compete agreement | 15 | 56,539 | (28,270) | 28,269 |
| Other intangible assets, net | | <u>\$ 643,376</u> | <u>\$ (369,840)</u> | <u>\$ 273,536</u> |

| | | December 31, 2017 | | |
|--------------------------------------|-----------------------------|--------------------------|---------------------------------|----------------------------|
| <i>(Dollar amounts in thousands)</i> | <u>Useful life in years</u> | <u>Gross amount</u> | <u>Accumulated amortization</u> | <u>Net carrying amount</u> |
| Customer relationships | 8 - 14 | \$ 344,175 | \$ (168,134) | \$ 176,041 |
| Trademark | 2 - 15 | 41,594 | (25,241) | 16,353 |
| Software packages | 3 - 10 | 195,262 | (136,907) | 58,355 |
| Non-compete agreement | 15 | 56,539 | (27,327) | 29,212 |
| Other intangible assets, net | | <u>\$ 637,570</u> | <u>\$ (357,609)</u> | <u>\$ 279,961</u> |

For the three months ended March 31, 2018, the Company recorded amortization expense related to other intangibles of \$12.2 million compared to \$12.0 million for the corresponding 2017 period.

The estimated amortization expense of the balances outstanding at March 31, 2018 for the next five years is as follows:

| | | <i>(Dollar amounts in thousands)</i> |
|----------------|--|--------------------------------------|
| Remaining 2018 | | \$ 35,329 |
| 2019 | | 43,319 |
| 2020 | | 38,149 |
| 2021 | | 33,805 |
| 2022 | | 32,214 |

Note 5 – Debt and Short-Term Borrowings

Total debt at March 31, 2018 and December 31, 2017 follows:

| <i>(Dollar amounts in thousands)</i> | March 31, 2018 | December 31, 2017 |
|--|-----------------------|--------------------------|
| Senior Secured Credit Facility (2018 Term A) due on April 17, 2018 paying interest at a variable interest rate (London InterBank Offered Rate (“LIBOR”) plus applicable margin ⁽¹⁾⁽³⁾) | \$ 26,082 | \$ 26,690 |
| Senior Secured Credit Facility (2020 Term A) due on January 17, 2020 paying interest at a variable interest rate (LIBOR plus applicable margin ⁽³⁾⁽⁴⁾) | 197,641 | 200,653 |
| Senior Secured Credit Facility (Term B) due on April 17, 2020 paying interest at a variable interest rate (LIBOR plus applicable margin ⁽²⁾⁽³⁾) | 375,974 | 376,395 |
| Senior Secured Revolving Credit Facility ⁽⁶⁾ | — | 12,000 |
| Note Payable due on August 31, 2019 ⁽⁵⁾ | 504 | 584 |
| Note Payable due on April 30, 2021 ⁽³⁾ | 389 | 418 |
| Total debt | \$ 600,590 | \$ 616,740 |

- (1) Applicable margin of 2.25% at March 31, 2018 and December 31, 2017.
- (2) Subject to a minimum rate (“LIBOR floor”) of 0.75% plus applicable margin of 2.50% at March 31, 2018 and December 31, 2017.
- (3) Net of unaccreted discount and unamortized debt issue costs, as applicable.
- (4) Applicable margin of 2.50% at March 31, 2018 and December 31, 2017.
- (5) Fixed interest rate of 7.50%.
- (6) Applicable margin of 2.50% at March 31, 2018 and December 31, 2017.

Senior Secured Credit Facilities

On April 17, 2013, EVERTEC Group entered into a credit agreement (the “2013 Credit Agreement”) governing the senior secured credit facilities, consisting of a \$300.0 million term loan A facility (the “Term A Loan”), a \$400.0 million term loan B facility (the “Term B Loan”, together with the Term A Loan, the “Senior Secured term loans”) and a \$100.0 million revolving credit facility (the “Revolving Facility”). During 2016, the Company entered into two separate amendments to the 2013 Credit Agreement. In the second quarter of 2016, EVERTEC Group, together with certain other direct and indirect subsidiaries of the Company, entered into a second amendment and waiver to the outstanding 2013 Credit Agreement (the “Second Amendment”). In the fourth quarter of 2016, EVERTEC Group, together with certain other direct and indirect subsidiaries of the Company, entered into a third amendment (the “Third Amendment”) to the 2013 Credit Agreement. The Third Amendment extends the maturity of (a) approximately \$219 million of EVERTEC Group’s existing approximately \$250 million of Term A loan facility to January 17, 2020 (the “2020 Term A Loan”) and (b) \$65 million of EVERTEC Group’s existing \$100 million of Revolving Facility to January 17, 2020. The remaining approximately \$30 million of Term A loan (the “2018 Term A Loan”) and the \$35 million of Revolving Facility that were not extended will remain in place and mature as originally scheduled on April 17, 2018. The Term B Loan will remain in place and mature as originally scheduled on April 17, 2020.

The unpaid principal balance at March 31, 2018 of the 2018 Term A Loan, the 2020 Term A Loan and the Term B Loan was \$26.1 million, \$199.6 million and \$381.0 million, respectively. The additional borrowing capacity for the Revolving Facility at March 31, 2018 was \$100.0 million.

Notes payable

In May 2016, EVERTEC Group entered into a non-interest bearing financing agreement amounting to \$0.7 million and in October 2016 entered into an interest bearing agreement of \$1.1 million, to purchase software. As of March 31, 2018 and December 31, 2017, the outstanding principal balance of the notes payable is \$0.9 million and \$1.0 million, respectively. The current portion of these notes is recorded as part of accounts payable and the long-term portion is included in other long-term liabilities.

Interest Rate Swap

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As of March 31, 2018, the Company has the following interest rate swap agreement converting a portion of the interest rate exposure on the Company's Term B Loan from variable to fixed:

| Effective date | Maturity Date | Notional Amount | Variable Rate | Fixed Rate |
|----------------|---------------|-----------------|---------------|------------|
| January 2017 | April 2020 | \$200 million | 1-month LIBOR | 1.9225% |

The Company has accounted for this transaction as a cash flow hedge. The fair value of the Company's derivative instrument is determined using a standard valuation model. The significant inputs used in this model are readily available in public markets, or can be derived from observable market transactions, and therefore have been classified as Level 2 within the fair value hierarchy. Inputs used in this standard valuation model for derivative instruments include the applicable forward rates and discount rates. The discount rates are based on the historical LIBOR Swap rates.

As of March 31, 2018 and December 31, 2017, the carrying amount of the derivative on the Company's balance sheets is as follows:

| <i>(Dollar amounts in thousands)</i> | March 31, 2018 | December 31, 2017 |
|--------------------------------------|----------------|-------------------|
| Other long-term assets | \$ 1,717 | \$ 214 |

During the three months ended March 31, 2018, the Company reclassified losses of \$0.2 million from accumulated other comprehensive loss into income through interest expense. Based on current LIBOR rates, the Company expects to reclassify \$0.2 million from accumulated other comprehensive loss into income through interest expense over the next 12 months. Refer to Note 6 for tabular disclosure of the fair value of derivatives and to Note 7 for tabular disclosure of gains recorded on cash flow hedging activities.

The cash flow hedge is considered highly effective and no impact on earnings is expected due to hedge ineffectiveness.

Note 6 – Financial Instruments and Fair Value Measurements

Recurring Fair Value Measurements

Fair value measurement provisions establish a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. These provisions describe three levels of input that may be used to measure fair value:

Level 1: Inputs are unadjusted, quoted prices for identical assets or liabilities in an active market at the measurement date.

Level 2: Inputs, other than quoted prices included in Level 1, which are observable for the asset or liability through corroboration with market data at the measurement date.

Level 3: Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

The Company uses observable inputs when available. Fair value is based upon quoted market prices when available. If market prices are not available, the Company may employ models that mostly use market-based inputs including yield curves, interest rates, volatilities, and credit curves, among others. The Company limits valuation adjustments to those deemed necessary to ensure that the financial instrument's fair value adequately represents the price that would be received or paid in the marketplace. Valuation adjustments may include consideration of counterparty credit quality and liquidity as well as other criteria. The estimated fair value amounts are subjective in nature and may involve uncertainties and matters of significant judgment for certain financial instruments. Changes in the underlying assumptions used in estimating fair value could affect the results. The fair value measurement levels are not indicative of risk of investment.

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value estimates are made at a specific point in time based on the type of financial instrument and relevant market information. Many of these estimates involve various assumptions and may vary significantly from amounts that could be realized in actual transactions. The following table summarizes the fair value measurement by level at March 31, 2018 and December 31, 2017 for the asset measured at fair value on a recurring basis:

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(Dollar amounts in thousands)

| | Level 1 | Level 2 | Level 3 | Total |
|--------------------------|---------|----------|---------|----------|
| March 31, 2018 | | | | |
| Financial asset: | | | | |
| Interest rate swap | \$ — | \$ 1,717 | \$ — | \$ 1,717 |
| December 31, 2017 | | | | |
| Financial asset: | | | | |
| Interest rate swap | \$ — | \$ 214 | \$ — | \$ 214 |

The following table presents the carrying value, as applicable, and estimated fair values for financial instruments at March 31, 2018 and December 31, 2017:

(Dollar amounts in thousands)

| | March 31, 2018 | | December 31, 2017 | |
|----------------------------|-----------------|------------|-------------------|------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial assets: | | | | |
| Interest rate swap | \$ 1,717 | \$ 1,717 | \$ 214 | \$ 214 |
| Financial liabilities: | | | | |
| Senior Secured Term B Loan | 375,974 | 380,048 | 376,395 | 370,540 |
| 2018 Term A Loan | 26,082 | 25,587 | 26,690 | 26,027 |
| 2020 Term A Loan | 197,641 | 197,587 | 200,653 | 196,584 |

The fair values of the term loans at March 31, 2018 and December 31, 2017 were obtained using the prices provided by third party service providers. Their pricing is based on various inputs such as: market quotes, recent trading activity in a non-active market or imputed prices. Also, the pricing may include the use of an algorithm that could take into account movement in the general high yield market, among other variants. The unpaid principal balance of the 2018 Term A Loan as of March 31, 2018 and December 31, 2017 was \$26.1 million and \$29.5 million, respectively, and the unpaid principal balance of the 2020 Term A Loan was \$199.6 million and \$216.0 million for the same periods, respectively. The unpaid principal balance of the Term B Loan was \$381.0 million and \$386.0 million as of March 31, 2018 and December 31, 2017, respectively.

The Senior Secured term loans, which are not measured at fair value in the balance sheets, would be categorized as Level 3 in the fair value hierarchy.

Note 7 – Equity

Accumulated Other Comprehensive Loss

The following table provides a summary of the changes in the balances of accumulated other comprehensive loss for the three months period ended March 31, 2018:

(In thousands)

| | Foreign Currency Translation Adjustments | Cash Flow Hedge | Total |
|---|--|-----------------|-------------|
| Balance - December 31, 2017, net of tax | \$ (11,062) | \$ 214 | \$ (10,848) |
| Other comprehensive income before reclassifications | 2,407 | 1,336 | 3,743 |
| Effective portion reclassified to Net Income | — | 167 | 167 |
| Balance - March 31, 2018, net of tax | \$ (8,655) | \$ 1,717 | \$ (6,938) |

Note 8 – Share-based Compensation

Long-term Incentive Plan ("LTIP")

In the first quarter of 2016, 2017 and 2018, the Compensation Committee of the Board of Directors approved grants of restricted stock units ("RSUs") to executives and certain employees pursuant to the 2016 LTIP, 2017 LTIP and 2018 LTIP,

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respectively, all under the terms of our 2013 Equity Incentive Plan. Additionally, in the fourth quarter of 2017, a special retention grant to certain executives and employees of the Company was approved. Under the LTIPs, the Company granted restricted stock units to eligible participants as time-based awards and/or performance-based awards.

The vesting of the RSUs is dependent upon service, market, and/or performance conditions as defined in the grants. Employees that received time-based awards with service conditions are entitled to receive a specific number of shares of the Company's common stock on the vesting date if the employee is providing services to the Company on the vesting date. Time-based awards vest over a period of three years in substantially equal installments commencing on the grant date and ending on February 19 of each year for the 2016 LTIP, on February 24 of each year for the 2017 LTIP and on February 28 of each year for the 2018 LTIP.

Employees that received awards with market conditions under the 2016 LTIP are entitled to receive a specific number of shares of the Company's common stock on the vesting date if the Company's total shareholder return ("TSR") target relative to a specified group of industry peer companies is achieved. Employees that received awards with performance conditions are entitled to receive a specific number of shares of the Company's common stock on the vesting date if the Cumulative Annual Growth Rate ("CAGR") of Diluted EPS target over one year is achieved for the 2016 LTIP. The shares earned according to the plan are further subject to a two-year service vesting period. For the performance-based awards under the 2017 LTIP and 2018 LTIP, the Compensation Committee established adjusted earnings before income taxes, depreciation and amortization ("Adjusted EBITDA") as the primary performance measure while maintaining focus on total shareholder return through the use of a market-based TSR performance modifier. The TSR modifier adjusts the shares earned based on the core Adjusted EBITDA performance upwards or downwards (+/- 25%) based on the Company's relative TSR at the end of the three-year performance period as compared to the companies in the Russell 2000 Index. The Adjusted EBITDA performance measure will be calculated for the one-year period commencing on January 1 of the year of the grant and ending on December 31 of the same year, relative to the goals set by the Compensation Committee for this same period. The shares earned will be subject to a further two-year service vesting period.

Performance and market-based awards vest at the end of the performance period that commenced on February 19, 2016 for the 2016 LTIP, February 24, 2017 for the 2017 LTIP and February 28, 2018 for the 2018 LTIP. The periods end on February 19, 2019 for the 2016 LTIP, February 24, 2020 for the 2017 LTIP and February 28, 2021 for the 2018 LTIP. Awards are forfeited if the employee voluntarily ceases to be employed by the Company prior to vesting.

The following table summarizes nonvested restricted shares and RSUs activity for the three months ended March 31, 2018:

| Nonvested restricted shares and RSUs | Shares | Weighted-average grant date fair value |
|---|---------------|---|
| Nonvested at December 31, 2017 | 2,340,892 | \$ 15.08 |
| Forfeited | 94,641 | 24.45 |
| Vested | 313,217 | 15.29 |
| Granted | 596,803 | 16.75 |
| Nonvested at March 31, 2018 | 2,529,837 | \$ 15.10 |

For the three months ended March 31, 2018 and 2017, the Company recognized \$3.6 million and \$2.0 million of share-based compensation expense, respectively.

As of March 31, 2018, the maximum unrecognized cost for restricted stock and RSUs was \$29.3 million. The cost is expected to be recognized over a weighted average period of 2.35 years.

Note 9 - Revenues

Summary of Revenue Recognition Accounting Policy

The Company's revenue recognition policy follows the guidance from Accounting Standards Codification ("ASC") 606 *Revenue from Contracts with Customers*, which provide guidance on the recognition, presentation and disclosure of revenue in consolidated financial statements.

Revenue is measured on the consideration specified in a contract with a customer. Once the Company determines a contract's performance obligations and the transaction price, including an estimate of any variable consideration, the Company allocates

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the transaction price to each performance obligation in the contract using a relative stand-alone selling price. The Company recognizes revenue when it satisfies a performance obligation by transferring control of a product or service to a customer. Revenue is recognized net of any taxes collected from customers, which are subsequently remitted to governmental authorities.

Nature of goods and services

The following is a description of principal revenue generating activities, described by operating segment, from which the Company generates its revenue.

The Payment Services - Puerto Rico & Caribbean segment provides financial institutions, government entities and other issuers services to process credit, debit and prepaid cards; automated teller machines and electronic benefit transfer (“EBT”) card programs (which principally consist of services to the government of Puerto Rico for the delivery of benefits to participants). Revenue is principally derived from fixed fees per transaction and time and material basis billing for professional service provided to enhance the existing hosted platforms. Professional services in these contracts are primarily considered non-distinct from the transactional services and accounted for as a single performance obligation. Revenue for these contracts is recognized over time in the amount in which the Company has right to consideration.

The Payment Services - Latin America segment provides financial institutions, government entities and other issuers services to process credit, debit and prepaid cards, for which revenue is recognized in the same manner as described above, as well as licensed software solutions for risk and fraud management and card payment processing. Licensed software solutions are provided through licensing of software as a service (“SaaS”) and on-premise perpetual licenses. Set-up fees related to SaaS are considered non-distinct from the license and accounted for as a single performance obligation. SaaS revenues are recognized over the time the customer benefits from the software. On-premises perpetual licenses primarily require significant customization and development. Professional services provided for significant customizations and development are non-distinct from the license and accounted for as a single performance obligation, recognized over time during the development of the license. Revenue is recognized based on the Company's efforts or inputs, measured in labor hours expended, relative to the total expected inputs to satisfy the performance obligation. Maintenance or support services are considered distinct and recognized over time.

The Merchant Acquiring segment provides customers with the ability to accept and process debit and credit cards. Revenue is derived from fixed or identifiable fees charged to individual merchants per transaction, set-up fees, monthly membership fees and rental of POS terminals. Set-up fees are considered non-distinct from the transaction processing services and accounted for as a single performance obligation. Revenue for these contracts is recognized over time in the amount in which the Company has right to consideration.

The Business Solutions segment consists of revenues from a full suite of business process management solutions. Revenue derived from core bank processing and other processing and transaction based services are generally recognized over time in the amount in which the Company has right to consideration. Hosting services generally represent a series of distinct months that are substantially the same, and has the same pattern of transfer. Professional services to enhance EVERTEC's platforms are generally considered non-distinct from the hosting service and accounted for as a single performance obligation. Hosting services are generally recognized over time once in production during the remaining term of the contract. Maintenance or support services are considered distinct and recognized over time. Hardware and software sales are recognized at a point in time when the control of the asset is transferred to the customer. Indicators of transfer of control include the Company's right to payment, or as the customer has legal title or physical possession of the asset.

The Company's service contracts may include service level arrangements (“SLA”) generally allowing the customer to receive a credit for part of the service fee when the Company has not provided the agreed level of services. If triggered, the SLA is deemed a consideration payable that may impact the transaction price of the contract, thus SLA performance is monitored and assessed for compliance with arrangements on a monthly basis, including determination and accounting for its economic impact, if any.

Refer to Note 14 - Segment Information for further information, including revenue by products and services the Company provides and the geographic regions in which the Company operates.

Significant Judgments

Contracts with customers often include promises to transfer multiple products and services to a customer. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment.

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The Company exercises judgment in identifying a suitable method that depicts the entity's performance in transferring control of the performance obligations satisfied over time, on a contract by contract basis. The principal criteria used for determining the measure of progress is the availability of reliable information that can be obtained without incurring undue cost, which usually results in the input method since, in the majority of cases, the outputs used to reasonably measure progress are not directly observable. The input method is applied based on labor hours expended, relative to the total expected labor hours to satisfy the performance obligation.

Judgment is required in determining the stand alone selling price for each distinct performance obligation. Stand-alone selling price is mainly determined based on the price at which the good or service is sold separately. If the good or service is not sold separately, the Company estimates the stand-alone selling price by using the approach of expected cost plus a margin. If the stand-alone selling price is not observable through past transactions, the Company estimates the stand-alone selling price by considering all reasonably available information, including market conditions, trends or other company or customer specific factors.

Impact of adoption of Topic 606

The tables below present a summary of the impacts of adopting Topic 606 on the Company's consolidated financial statements for the period ended March 31, 2018.

| Balance Sheet | March 31, 2018 | | |
|---|-----------------------|--------------------|---|
| | As reported | Adjustments | Balances without the adoption of Topic 606 |
| <i>(Dollar amounts in thousands)</i> | | | |
| Assets | — | | |
| Prepaid expenses and other assets | \$ 30,318 | \$ (188) | \$ 30,130 |
| Liabilities and stockholders' equity | | | |
| Unearned Income | 9,521 | 584 | 10,105 |

The total effect of the adjustments to the Consolidated Condensed Statement of Income and Comprehensive Income, Consolidated Condensed Statements of Cash Flows and earnings per share is considered immaterial.

Disaggregation of revenue

The Company's operating segments are determined by the nature of the products and services the Company provides and the primary geographical markets in which the Company operates. Revenue disaggregated by segment is discussed in Note 14 - Segment Information.

In the following table, revenue is disaggregated by timing of revenue recognition.

| | Three months ended March 31, 2018 | | | | |
|--|---|---|--------------------------------|---------------------------|-------------------|
| | Payment Services - Puerto Rico & Caribbean | Payment Services - Latin America | Merchant Acquiring, net | Business Solutions | Total |
| <i>(In thousands)</i> | | | | | |
| Timing of revenue recognition | | | | | |
| Products and services transferred at a point in time | \$ 126 | \$ 392 | \$ — | \$ 973 | \$ 1,491 |
| Products and services transferred over time | 18,457 | 19,999 | 23,379 | 46,948 | 108,783 |
| | <u>\$ 18,583</u> | <u>\$ 20,391</u> | <u>\$ 23,379</u> | <u>\$ 47,921</u> | <u>\$ 110,274</u> |

Contract balances

The following table provides information about contract assets from contracts with customers.

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(In thousands)

| | Contract Assets | |
|-----------------------------------|------------------------|-------|
| Balance at beginning of period | \$ | 1,903 |
| Services transferred to customers | | 56 |
| Transfers to accounts receivable | | (132) |
| Balance at March 31, 2018 | \$ | 1,827 |

Contract assets primarily relate to the Company's right to consideration for work completed but not billed at the reporting date. The contract assets are transferred to accounts receivable when the rights to payment become unconditional. The current portion of these contract assets is recorded as part of prepaid expenses and other assets and the long-term portion is included in other long-term assets.

Accounts receivable, net at March 31, 2018 amounted to \$90.0 million. Unearned income and Unearned income - Long term, which refer to contract liabilities, at March 31, 2018 amounted to \$9.5 million and \$23.7 million, respectively, and arise when consideration is received or due in advance from customers prior to performance. Unearned income is mainly related to upfront fees for implementation or set up activities, including fees charged in pre-production periods in connection with hosting services. During the three months ended March 31, 2018, the Company recognized revenue of \$3.7 million that was included in unearned income at December 31, 2017.

Revenues from recurring transaction-based and processing services represent the majority of the Company's total revenue as of March 31, 2018. The Company recognizes revenues from recurring transaction-based and processing services over time at the amounts in which the Company has right to invoice, which corresponds directly to the value to the customer of the Company's performance completed to date. Therefore, the Company has elected to apply the practical expedient in paragraph 606-10-50-14. Under this practical expedient, the Company is not required to disclose information about remaining performance obligations if the contract has an original expected duration of one year or less or if the Company recognizes revenue at the amount to which it has a right to invoice.

The Company also applies the practical expedient in paragraph 606-10-50-14A and does not disclose the information about remaining performance obligations for variable consideration when the following condition is met: the variable consideration is allocated entirely to a wholly unsatisfied performance obligation or to a wholly unsatisfied promise to transfer a distinct good or service that forms part of a single performance obligation in accordance with paragraph 606-10-25-14(b).

The estimated aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially satisfied at March 31, 2018 is \$245.8 million. This amount primarily consists of professional service fees for implementation or set up activities related to hosting services and maintenance services, which are typically recognized over the life of the contract which vary from 2 to 5 years, with the exception of one contract which represents the majority of the performance obligations under these professional services with a remaining life of 7 years. It also includes professional service fees for customizations or development of on-premise licensing agreements, which are recognized over time based on inputs relative to the total expected inputs to satisfy a performance obligation. This estimate excludes any contracts that are accounted for using the practical expedients noted above.

Note 10 – Income Tax

The components of income tax expense for the three months ended March 31, 2018 and 2017, respectively, consisted of the following:

| <i>(Dollar amounts in thousands)</i> | Three months ended March 31, | |
|--------------------------------------|---|-------------|
| | 2018 | 2017 |
| Current tax provision | \$ 5,087 | \$ 3,507 |
| Deferred tax benefit | (1,152) | (1,487) |
| Income tax expense | \$ 3,935 | \$ 2,020 |

The Company conducts operations in Puerto Rico and certain countries in Latin America. As a result, the income tax expense includes the effect of taxes paid to the Puerto Rico government as well as foreign jurisdictions. The following table presents the components of income tax expense for the three months ended March 31, 2018 and 2017, respectively, and its segregation based on location of operations:

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| <i>(Dollar amounts in thousands)</i> | Three months ended March 31, | |
|--------------------------------------|-------------------------------------|-------------------|
| | 2018 | 2017 |
| Current tax provision | | |
| Puerto Rico | \$ 2,399 | \$ 1,806 |
| United States | 80 | (186) |
| Foreign countries | 2,608 | 1,887 |
| Total current tax provision | \$ 5,087 | \$ 3,507 |
| Deferred tax benefit | | |
| Puerto Rico | \$ (839) | \$ (589) |
| United States | (87) | (103) |
| Foreign countries | (226) | (795) |
| Total deferred tax benefit | \$ (1,152) | \$ (1,487) |

Taxes payable to foreign countries by EVERTEC's subsidiaries will be paid by such subsidiary and the corresponding liability and expense will be presented in EVERTEC's consolidated financial statements.

As of March 31, 2018, the Company has \$34.5 million of unremitted earnings from foreign subsidiaries. The Company has not recognized a deferred tax liability on undistributed earnings for the Company's foreign subsidiaries because these earnings are intended to be indefinitely reinvested.

As of March 31, 2018, the gross deferred tax asset amounted to \$8.8 million and the gross deferred tax liability amounted to \$20.7 million, compared to \$8.3 million and \$21.1 million, respectively, as of December 31, 2017.

Income tax expense differs from the amount computed by applying the Puerto Rico statutory income tax rate to the income before income taxes as a result of the following:

| <i>(Dollar amounts in thousands)</i> | Three months period ended March 31, | |
|--|--|-----------------|
| | 2018 | 2017 |
| Computed income tax at statutory rates | \$ 10,549 | \$ 9,812 |
| Differences in tax rates due to multiple jurisdictions | 1,021 | (555) |
| Tax benefit due to a change in estimate | — | (334) |
| Effect of income subject to tax-exemption grant | (8,313) | (7,011) |
| Unrecognized tax benefit | 556 | 116 |
| Other expense (benefit) | 122 | (8) |
| Income tax expense | \$ 3,935 | \$ 2,020 |

Note 11 – Net Income Per Common Share

The reconciliation of the numerator and denominator of the income per common share is as follows:

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| | Three months ended March 31, | |
|--|------------------------------|------------|
| | 2018 | 2017 |
| <i>(Dollar amounts in thousands, except per share information)</i> | | |
| Net income attributable to EVERTEC, Inc. | \$ 23,022 | \$ 23,029 |
| Less: non-forfeitable dividends on restricted stock | 14 | 16 |
| Net income available to EVERTEC, Inc.'s common shareholders | \$ 23,008 | \$ 23,013 |
| Weighted average common shares outstanding | 72,409,462 | 72,636,166 |
| Weighted average potential dilutive common shares (1) | 963,373 | 518,527 |
| Weighted average common shares outstanding - assuming dilution | 73,372,835 | 73,154,693 |
| Net income per common share - basic | \$ 0.32 | \$ 0.32 |
| Net income per common share - diluted | \$ 0.31 | \$ 0.31 |

- (1) Potential common shares consist of common stock issuable under the assumed exercise of stock options and restricted stock awards using the treasury stock method.

Note 12 – Commitments and Contingencies

Certain lease agreements contain provisions for future rent increases. The total amount of rental payments due over the lease term is being charged to rent expense on the straight-line method over the term of the lease. The difference between rent expense recorded and the amount paid is recorded as a deferred rent obligation.

Rent expense of office facilities and real estate for the three months ended March 31, 2018 and 2017 amounted \$2.2 million and \$2.0 million, respectively. Rent expense for telecommunications and other equipment for both the three months ended March 31, 2018 and 2017 amounted to \$1.5 million.

EVERTEC is a defendant in a number of legal proceedings arising in the ordinary course of business. Based on the opinion of legal counsel and other factors, Management believes that the final disposition of these matters will not have a material adverse effect on the business, results of operations, financial condition, or cash flows of the Company. The Company has identified certain claims as a result of which a loss may be incurred, but in the aggregate the loss would be insignificant. For other claims regarding proceedings that are in an initial phase, the Company is unable to estimate the range of possible loss, if any, but at this time believes that any loss related to such claims will not be material.

Note 13 – Related Party Transactions

The following table presents the Company's transactions with related parties for the three months ended March 31, 2018 and 2017:

| | Three months ended March 31, | |
|---|------------------------------|-----------|
| | 2018 | 2017 |
| <i>(Dollar amounts in thousands)</i> | | |
| Total revenues ⁽¹⁾⁽²⁾ | \$ 45,535 | \$ 45,013 |
| Cost of revenues | \$ 384 | \$ 486 |
| Rent and other fees | \$ 1,963 | \$ 2,036 |
| Interest earned from affiliate | | |
| Interest income | \$ 32 | \$ 39 |

- (1) Total revenues from Popular as a percentage of revenues were 41% and 44% for the periods presented above, respectively.
(2) Includes revenues generated from investee accounted for under the equity method of \$0.3 million and \$0.5 million for the three months ended March 31, 2018, and 2017, respectively.

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At March 31, 2018 and December 31, 2017, EVERTEC had the following balances arising from transactions with related parties:

| <i>(Dollar amounts in thousands)</i> | March 31, 2018 | December 31, 2017 |
|--|-----------------------|--------------------------|
| Cash and restricted cash deposits in affiliated bank | \$ 25,922 | \$ 23,227 |
| Other due/to from affiliate | | |
| Accounts receivable | \$ 21,938 | \$ 18,073 |
| Prepaid expenses and other assets | \$ 1,723 | \$ 1,216 |
| Other long-term assets | \$ 317 | \$ 288 |
| Accounts payable | \$ 6,127 | \$ 5,827 |
| Unearned income | \$ 21,321 | \$ 19,768 |

Note 14 – Segment Information

The Company operates in four business segments: Payment Services - Puerto Rico & Caribbean, Payment Services - Latin America (collectively "Payment Services segments"), Merchant Acquiring, and Business Solutions.

The Payment Services - Puerto Rico & Caribbean segment revenues are comprised of revenues related to providing access to the ATH debit network and other card networks to financial institutions, including related services such as authorization, processing, management and recording of ATM and POS transactions, and ATM management and monitoring. The segment revenues also include revenues from card processing services (such as credit and debit card processing, authorization and settlement and fraud monitoring and control to debit or credit issuers), payment processing services (such as payment and billing products for merchants, businesses and financial institutions) and EBT (which principally consist of services to the government of Puerto Rico for the delivery of benefits to participants). For ATH debit network and processing services, revenues are primarily driven by the number of transactions processed. Revenues are derived primarily from network fees, transaction switching and processing fees, and the leasing POS devices. For card issuer processing, revenues are primarily dependent upon the number of cardholder accounts on file, transactions and authorizations processed, the number of cards embossed and other processing services. For EBT services, revenues are primarily derived from the number of beneficiaries on file.

The Payment Services - Latin America segment revenues consist of revenues related to providing access to the ATH debit network and other card networks to financial institutions, including related services such as authorization, processing, management and recording of ATM and POS transactions, and ATM management and monitoring. The segment revenues also include revenues from card processing services (such as credit and debit card processing, authorization and settlement and fraud monitoring and control to debit or credit issuers), payment processing services (such as payment and billing products for merchants, businesses and financial institutions), as well as, licensed software solutions for risk and fraud management and card payment processing. For ATH debit network and processing services, revenues are primarily driven by the number of transactions processed. Revenues are derived primarily from network fees, transaction switching and processing fees, and the leasing POS devices. For card issuer processing, revenues are primarily dependent upon the number of cardholder accounts on file, transactions and authorizations processed, the number of cards embossed and other processing services.

The Merchant Acquiring segment consists of revenues from services that allow merchants to accept electronic methods of payment. In the Merchant Acquiring segment, revenues include a discount fee and membership fees charged to merchants, debit network fees and rental fees from POS devices and other equipment, net of credit card interchange and assessment fees charged by credit cards associations (such as VISA or MasterCard) or payment networks. The discount fee is generally a percentage of the transaction value. EVERTEC also charges merchants for other services that are unrelated to the number of transactions or the transaction value.

The Business Solutions segment consists of revenues from a full suite of business process management solutions in various product areas such as core bank processing, network hosting and management, IT professional services, business process outsourcing, item processing, cash processing, and fulfillment. Core bank processing and network services revenues are derived in part from a recurrent fee and from fees based on the number of accounts on file (i.e. savings or checking accounts, loans, etc.) or computer resources utilized. Revenues from other processing services within the Business Solutions segment are generally volume-based and depend on factors such as the number of accounts processed. In addition, EVERTEC is a reseller of hardware and software products and these resale transactions are generally one-time transactions.

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In addition to the four operating segments described above, Management identified certain functional cost areas that operate independently and do not constitute businesses in themselves. These units could neither be concluded as operating segments nor could they be combined with any other operating segments. Therefore, these units are aggregated and presented as “Corporate and Other” category in the financial statements alongside the operating segments. The Corporate and other category consists of corporate overhead expenses, intersegment eliminations, certain leveraged activities and other non-operating and miscellaneous expenses that are not included in the operating segments. The overhead and leveraged costs relate to activities such as:

- marketing,
- corporate finance and accounting,
- human resources,
- legal,
- risk management functions,
- internal audit,
- corporate debt related costs,
- non-operating depreciation and amortization expenses generated as a result of the Merger,
- intersegment revenues and expenses, and
- other non-recurring fees and expenses that are not considered when management evaluates financial performance at a segment level

The Chief Operating Decision Maker (“CODM”) reviews the operating segments separate financial information to assess performance and to allocate resources. Management evaluates the operating results of each of its operating segments based upon revenues and Adjusted Earnings before Interest, Taxes, Depreciation and Amortization (“Adjusted EBITDA”). Adjusted EBITDA is defined as EBITDA further adjusted to exclude unusual items and other adjustments. Adjusted EBITDA, as it relates to operating segments, is presented in conformity with Accounting Standards Codification Topic 280, “Segment Reporting” given that it is reported to the CODM for purposes of allocating resources. Segment asset disclosure is not used by the CODM as a measure of segment performance since the segment evaluation is driven by revenues and adjusted EBITDA performance. As such, segment assets are not disclosed in the notes to the accompanying consolidated financial statements.

The following tables set forth information about the Company’s operations by its four business segments for the periods indicated:

| | Three months ended March 31, 2018 | | | | | |
|--|---|---|--------------------------------|---------------------------|---|------------------|
| <i>(In thousands)</i> | Payment Services - Puerto Rico & Caribbean | Payment Services - Latin America | Merchant Acquiring, net | Business Solutions | Corporate and Other ⁽¹⁾ | Total |
| Revenues | \$ 27,168 | \$ 20,391 | \$ 23,379 | \$ 47,921 | \$ (8,585) | \$ 110,274 |
| Operating costs and expenses | 12,933 | 18,060 | 13,141 | 29,015 | 3,570 | 76,719 |
| Depreciation and amortization | 2,316 | 2,449 | 420 | 3,519 | 7,163 | 15,867 |
| Non-operating income (expenses) | 816 | 1,813 | 4 | 300 | (1,917) | 1,016 |
| EBITDA | 17,367 | 6,593 | 10,662 | 22,725 | (6,909) | 50,438 |
| Compensation and benefits ⁽²⁾ | 193 | 400 | 190 | 440 | 2,606 | 3,829 |
| Transaction, refinancing and other fees ⁽³⁾ | (250) | — | — | — | (49) | (299) |
| Adjusted EBITDA | <u>\$ 17,310</u> | <u>\$ 6,993</u> | <u>\$ 10,852</u> | <u>\$ 23,165</u> | <u>\$ (4,352)</u> | <u>\$ 53,968</u> |

- (1) Corporate and Other consists of corporate overhead, certain leveraged activities, other non-operating expenses and intersegment eliminations. Intersegment eliminations predominantly reflect the \$8.6 million processing fee from Payments Services - Puerto Rico and Caribbean to Merchant Acquiring and cost transfer fees from Corporate and Other to Payment Services Latin America for leveraged services and management fees.
- (2) Primarily represents share-based compensation, other compensation expense and severance payments.
- (3) Primarily represents fees and expenses associated with corporate transactions as defined in the Credit Agreement.

Three months ended March 31, 2017

| <i>(In thousands)</i> | Payment Services - Puerto Rico & Caribbean | Payment Services - Latin America | Merchant Acquiring, net | Business Solutions | Corporate and Other ⁽¹⁾ | Total |
|--|---|---|--------------------------------|---------------------------|---|------------------|
| Revenues | \$ 26,452 | \$ 12,964 | \$ 22,485 | \$ 47,997 | \$ (8,618) | \$ 101,280 |
| Operating costs and expenses | 11,802 | 12,266 | 13,413 | 29,765 | 3,442 | 70,688 |
| Depreciation and amortization | 2,149 | 1,871 | 599 | 4,014 | 7,051 | 15,684 |
| Non-operating income (expenses) | 553 | 2,731 | 1 | — | (1,868) | 1,417 |
| EBITDA | 17,352 | 5,300 | 9,672 | 22,246 | (6,877) | 47,693 |
| Compensation and benefits ⁽²⁾ | 99 | 151 | 95 | 226 | (1,505) | 2,076 |
| Transaction, refinancing and other fees ⁽³⁾ | (660) | — | — | — | 50 | (610) |
| Adjusted EBITDA | <u>\$ 16,791</u> | <u>\$ 5,451</u> | <u>\$ 9,767</u> | <u>\$ 22,472</u> | <u>\$ (5,322)</u> | <u>\$ 49,159</u> |

(1) Corporate and Other consists of corporate overhead, certain leveraged activities, other non-operating expenses and intersegment eliminations. Intersegment eliminations predominantly reflect the \$8.6 million processing fee from Payments Services - Puerto Rico and Caribbean to Merchant Acquiring and cost transfer fees from Corporate and Other to Payment Services Latin America for leveraged services and management fees.

(2) Primarily represents share-based compensation, other compensation expense and severance payments.

(3) Primarily represents fees and expenses associated with corporate transactions as defined in the Credit Agreement.

The reconciliation of EBITDA to consolidated net income is as follows:

| <i>(In thousands)</i> | Three months ended March 31, | |
|-------------------------------|-------------------------------------|------------------|
| | 2018 | 2017 |
| Total EBITDA | \$ 50,438 | \$ 47,693 |
| Less: | | |
| Income tax expense | 3,935 | 2,020 |
| Interest expense, net | 7,522 | 6,851 |
| Depreciation and amortization | 15,867 | 15,684 |
| Net Income | <u>\$ 23,114</u> | <u>\$ 23,138</u> |

Note 15 – Subsequent Events

On April 17, 2018, the Company paid the outstanding balance of the 2018 Term A Loan which amounted to \$26.1 million, as scheduled. In addition, on the same date, \$35 million of the Revolving Facility expired. As of April 17, 2018, the total borrowing capacity of the Revolving Facility is \$65 million.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis ("MD&A") covers: (i) the results of operations for the three months ended March 31, 2018 and 2017 and (ii) the financial condition as of March 31, 2018. You should read the following discussion and analysis in conjunction with the audited consolidated financial statements (the "Audited Consolidated Financial Statements") and related notes for the fiscal year ended December 31, 2017, included in the Company's Form 10-K and with the unaudited consolidated condensed financial statements (the "Unaudited Consolidated Financial Statements") and related notes appearing elsewhere herein. This MD&A contains forward-looking statements that involve risks and uncertainties. Our actual results may differ from those indicated in the forward-looking statements. See "Forward-Looking Statements" for a discussion of the risks, uncertainties and assumptions associated with these statements.

Except as otherwise indicated or unless the context otherwise requires, (a) the terms "EVERTEC," "we," "us," "our," "our Company" and "the Company" refer to EVERTEC, Inc. and its subsidiaries on a consolidated basis, (b) the term "Holdings" refers to EVERTEC Intermediate Holdings, LLC, but not any of its subsidiaries and (c) the term "EVERTEC Group" refers to EVERTEC Group, LLC and its predecessor entities and their subsidiaries on a consolidated basis, including the operations of its predecessor entities prior to the Merger (as defined below). EVERTEC Inc.'s subsidiaries include Holdings, EVERTEC Group, EVERTEC Dominicana, SAS, Tecnopago SpA, EFT Group SpA, EFT Global Services, SpA, EFT Group S.A., Tecnopago España SL, EFT Servicios Profesionales SpA, Paytrue S.A., Caleidon, S.A., Paytrue Solutions Informatica Ltda., EVERTEC Panamá, S.A., EVERTEC Costa Rica, S.A. ("EVERTEC CR"), EVERTEC Guatemala, S.A., Processa, SAS ("Processa"), EVERTEC USA, LLC and EVERTEC México Servicios de Procesamiento, S.A. de C.V. Neither EVERTEC nor Holdings conducts any operations other than with respect to its indirect or direct ownership of EVERTEC Group.

Executive Summary

EVERTEC is a leading full-service transaction processing business in Latin America and the Caribbean, providing a broad range of merchant acquiring, payment services and business process management services. According to the August 2017 Nilson Report, we are one of the largest merchant acquirers in Latin America based on total number of transactions and we believe we are the largest merchant acquirer in the Caribbean and Central America. We serve 26 countries in the region from our base in Puerto Rico. We manage a system of electronic payment networks that process more than two billion transactions annually, and offer a comprehensive suite of services for core bank processing, cash processing and technology outsourcing. In addition, we own and operate the ATH network, one of the leading personal identification number ("PIN") debit networks in Latin America. We serve a diversified customer base of leading financial institutions, merchants, corporations and government agencies with "mission-critical" technology solutions that enable them to issue, process and accept transactions securely. We believe our business is well-positioned to continue to expand across the fast-growing Latin American region.

We are differentiated, in part, by our diversified business model, which enables us to provide our varied customer base with a broad range of transaction-processing services from a single source across numerous channels and geographic markets. We believe this capability provides several competitive advantages that will enable us to continue to penetrate our existing customer base with complementary new services, win new customers, develop new sales channels and enter new markets. We believe these competitive advantages include:

- Our ability to provide best in class products;
- Our ability to provide in one package a range of services that traditionally had to be sourced from different vendors;
- Our ability to serve customers with disparate operations in several geographies with integrated technology solutions that enable them to manage their business as one enterprise; and
- Our ability to capture and analyze data across the transaction processing value chain and use that data to provide value-added services that are differentiated from those offered by pure-play vendors that serve only one portion of the transaction processing value chain (such as only merchant acquiring or payment services).

Our broad suite of services spans the entire transaction processing value chain and includes a range of front-end customer-facing solutions such as the electronic capture and authorization of transactions at the point-of-sale, as well as back-end support services such as the clearing and settlement of transactions and account reconciliation for card issuers. These include: (i) merchant acquiring services, which enable point of sales ("POS") and e-commerce merchants to accept and process electronic methods of payment such as debit, credit, prepaid and electronic benefit transfer ("EBT") cards; (ii) payment processing services, which enable financial institutions and other issuers to manage, support and facilitate the processing for credit, debit, prepaid, automated teller machines ("ATM") and EBT card programs; and (iii) business process management solutions, which provide "mission-critical" technology solutions such as core bank processing, as well as IT outsourcing and cash management services to financial institutions, corporations and governments. We provide these services through scalable, end-to-end

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technology platforms that we manage and operate in-house and that generates significant operating efficiencies that enable us to maximize profitability.

We sell and distribute our services primarily through a proprietary direct sales force with established customer relationships. We are also building a variety of indirect sales channels that enable us to leverage the distribution capabilities of partners in adjacent markets, including value-added resellers. We continue to pursue joint ventures and merchant acquiring alliances.

We benefit from an attractive business model, the hallmarks of which are recurring revenue, scalability, significant operating margins and moderate capital expenditure requirements. Our revenue is predominantly recurring in nature because of the mission-critical and embedded nature of the services we provide. In addition, we generally negotiate multi-year contracts with our customers. We believe our business model should enable us to continue to grow our business organically in the primary markets we serve without significant incremental capital expenditures.

Corporate Background

EVERTEC, Inc. (formerly known as Carib Latam Holdings, Inc.) is a Puerto Rico corporation organized in April 2012. Our main operating subsidiary, EVERTEC Group, LLC (formerly known as EVERTEC, LLC and EVERTEC, Inc., hereinafter “EVERTEC Group”), was organized in Puerto Rico in 1988. EVERTEC Group was formerly a wholly-owned subsidiary of Popular. On September 30, 2010, pursuant to an Agreement and Plan of Merger (as amended, the “Merger Agreement”), AP Carib Holdings, Ltd. (“Apollo”), an affiliate of Apollo Global Management LLC, acquired a 51% indirect ownership interest in EVERTEC Group as part of a merger (the “Merger”) and EVERTEC Group became a wholly-owned subsidiary of Holdings.

On April 17, 2012, EVERTEC Group was converted from a Puerto Rico corporation to a Puerto Rico limited liability company (the “Conversion”) for the purpose of improving its consolidated tax efficiency by taking advantage of changes to the Puerto Rico Internal Revenue Code, as amended (the “PR Code”), that permit limited liability companies to be treated as partnerships that are pass-through entities for Puerto Rico tax purposes. Concurrent with the Conversion, Holdings, which is our direct subsidiary, was also converted from a Puerto Rico corporation to a Puerto Rico limited liability company. Prior to these conversions, EVERTEC, Inc. was formed in order to act as the new parent company of Holdings and its subsidiaries, including EVERTEC Group. The transactions described above in this paragraph are collectively referred to as the “Reorganization.”

Separation from and Key Relationship with Popular

Prior to the Merger on September 30, 2010, EVERTEC Group was 100% owned by Popular, the largest financial institution in the Caribbean, and operated substantially as an independent entity within Popular. After the consummation of the Merger, Popular retained an indirect ownership interest in EVERTEC Group and is our largest customer. In connection with, and upon consummation of the Merger, EVERTEC Group entered into a 15-year Master Services Agreement (the “MSA”), and several related agreements with Popular. Under the terms of the MSA, Popular agreed to continue to use EVERTEC services on an ongoing and exclusive basis, for the duration of the agreement, on commercial terms consistent with those of our historical relationship. Additionally, Popular granted us a right of first refusal on the development of certain new financial technology products and services for the duration of the MSA.

Factors and Trends Affecting the Results of Our Operations

The ongoing migration from cash and paper methods of payment to electronic payments continues to benefit the transaction-processing industry globally. We believe that the penetration of electronic payments in the markets in which we operate is significantly lower relative to the U.S. market, and that this ongoing shift will continue to generate substantial growth opportunities for our business. For example, currently the adoption of banking products, including electronic payments, in the Latin American and Caribbean region is lower relative to the mature U.S. and European markets. We believe that the unbanked and underbanked population in our markets will continue to shrink, and therefore drive incremental penetration and growth of electronic payments in Puerto Rico and other Latin American regions. We also benefit from the trend for financial institutions and government agencies to outsource technology systems and processes. Many medium- and small-size institutions in the Latin American markets in which we operate have outdated computer systems and updating these IT legacy systems is financially and logistically challenging, which presents a business opportunity for us.

Finally, our financial condition and results of operations are, in part, dependent on the economic and general conditions of the geographies in which we operate.

On June 30, 2016, the U.S. President signed into law PROMESA. PROMESA establishes a fiscal oversight and the Oversight Board comprised of seven voting members appointed by the President. The Oversight Board has broad budgetary and financial powers over Puerto Rico’s budget, laws, financial plans and regulations, including the power to approve restructuring

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agreements with creditors, file petitions for restructuring and reform the electronic system for the tax collection. The Oversight Board will have ultimate authority in preparing the Puerto Rico government's budget and any issuance of future debt by the government and its instrumentalities. In addition, PROMESA imposes an automatic stay on all litigation against Puerto Rico and its instrumentalities, as well as any other judicial or administrative actions or proceedings to enforce or collect claims against the Puerto Rico government. On May 1, 2017, the automatic stay expired. Promptly after the expiration of the stay, creditors of the Puerto Rico government filed various lawsuits involving defaults on more than \$70 billion of bonds issued by Puerto Rico, having failed to reach a negotiated settlement on such defaults with the Puerto Rico government during the period of the automatic stay. On May 3, 2017, the Oversight Board filed a voluntary petition of relief on behalf of the Commonwealth pursuant to Title III of PROMESA for the restructuring of the Commonwealth's debt. Subsequently, the Oversight Board filed voluntary petitions of relief pursuant to Title III of PROMESA on behalf certain public corporations and instrumentalities. Title III is an in-court debt restructuring proceeding similar to protections afforded debtors under Chapter 11 of the United States Code (the "Bankruptcy Code"); the Bankruptcy Code is not available to the Commonwealth or its instrumentalities.

As the solution to the Puerto Rican government's debt crisis remains unclear, we continue to carefully monitor our receivables with the government as well as monitor general economic trends to understand the impact the crisis has on the economy of Puerto Rico and our card payment volumes. To date our receivables with the Puerto Rican government and overall payment transaction volumes have not been significantly affected by the debt crisis, however we remain cautious.

In the aftermath of the 2017 hurricanes, economic activity and consumer spending in Puerto Rico and the Virgin Islands has been erratic. In the first quarter of 2018, we experienced elevated sales volumes as consumers and businesses spent on hurricane recovery and rebuilding activities. This spending increased our merchant acquiring revenues in the quarter and we believe our elevated sales volume was in large part driven a stimulus of relief funding and private insurance proceeds received by consumers and businesses. We believe that this pattern will likely continue through the remainder of the year as incremental insurance and relief funds are projected to be received by consumers and businesses.

In addition to the macroeconomic trends described above, Management currently estimates that we will continue to experience a revenue attrition in Latin America of approximately \$4 million to \$6 million for previously disclosed migrations anticipated in 2018. The clients decisions, which were made prior to 2015, for these anticipated migrations were driven by a variety of historical factors, most importantly customer service experience. Management believes that these customer decisions are unlikely to change, however timing is subject to change based on customer's conversion schedules.

Results of Operations

| <i>Dollar amounts in thousands</i> | Three months ended March 31, | | Variance 2018 vs. 2017 | |
|--|------------------------------|------------|------------------------|-----|
| | 2018 | 2017 | | |
| Revenues | \$ 110,274 | \$ 101,280 | \$ 8,994 | 9% |
| Operating costs and expenses | | | | |
| Cost of revenues, exclusive of depreciation and amortization shown below | 47,420 | 44,173 | 3,247 | 7% |
| Selling, general and administrative expenses | 13,432 | 10,831 | 2,601 | 24% |
| Depreciation and amortization | 15,867 | 15,684 | 183 | 1% |
| Total operating costs and expenses | 76,719 | 70,688 | 6,031 | 9% |
| Income from operations | \$ 33,555 | \$ 30,592 | \$ 2,963 | 10% |

Revenues

Total revenues in the first quarter of 2018 increased by \$9.0 million or 9% to \$110.3 million. The increase in revenues for the quarter was primarily driven by revenues from the acquisition of PayGroup as well strong sales volumes in Puerto Rico related to post-hurricanes recovery.

Cost of revenues

Cost of revenues amounted to \$47.4 million an increase of \$3.2 million or 7% when compared with the prior year period. The increase is primarily driven by an increase in salaries and benefits in connection with the PayGroup acquisition.

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Selling, general and administrative

Selling, general and administrative expenses in the first quarter of 2018 increased by \$2.6 million or 24% to \$13.4 million when compared with the first quarter of 2017. The increase is mainly driven by an increase in share based compensation expense coupled with expenses related to the PayGroup acquisition.

Depreciation and amortization

Depreciation and amortization expense amounted to \$15.9 million, relatively flat when compared with the prior year.

Non-operating income (expenses)

| <i>Dollar amounts in thousands</i> | Three months ended March 31, | | Variance 2018 vs. 2017 | |
|--------------------------------------|------------------------------|-------------------|------------------------|-------|
| | 2018 | 2017 | | |
| Interest income | \$ 157 | \$ 185 | \$ (28) | (15)% |
| Interest expense | (7,679) | (7,036) | (643) | 9 % |
| Earnings of equity method investment | 199 | 143 | 56 | 39 % |
| Other income, net | 817 | 1,274 | (457) | (36)% |
| Total non-operating expenses | <u>\$ (6,506)</u> | <u>\$ (5,434)</u> | (1,072) | 20 % |

Non-operating expenses increased by \$1.1 million to \$6.5 million when compared with the prior year period. The increase is mainly related to an increase in interest expense of \$0.6 million coupled with a \$0.5 million decrease in Other income, net due to a decrease in foreign exchange gains.

Income tax expense

| <i>Dollar amounts in thousands</i> | Three months ended March 31, | | Variance 2018 vs. 2017 | |
|------------------------------------|------------------------------|-----------------|------------------------|-----|
| | 2018 | 2017 | | |
| Income tax expense | <u>\$ 3,935</u> | <u>\$ 2,020</u> | 1,915 | 95% |

Income tax expense amounted to \$3.9 million an increase of \$1.9 million when compared with the prior year period. The effective tax rate for the quarter of 13.8% included a discreet tax expense item of approximately \$0.5 million that contributed to an increase in the rate.

Segment Results of Operations

The Company operates in four business segments: Payment Services - Puerto Rico & Caribbean, Payment Services - Latin America (collectively "Payment Services segments"), Merchant Acquiring, and Business Solutions.

The Payment Services - Puerto Rico & Caribbean segment revenues are comprised of revenues related to providing access to the ATH debit network and other card networks to financial institutions, including related services such as authorization, processing, management and recording of ATM and POS transactions, and ATM management and monitoring. The segment revenues also include revenues from card processing services (such as credit and debit card processing, authorization and settlement and fraud monitoring and control to debit or credit issuers), payment processing services (such as payment and billing products for merchants, businesses and financial institutions) and electronic benefit transfer ("EBT") (which principally consist of services to the government of Puerto Rico for the delivery of benefits to participants). For ATH debit network and processing services, revenues are primarily driven by the number of transactions processed. Revenues are derived primarily from network fees, transaction switching and processing fees, and the leasing POS devices. For card issuer processing, revenues are primarily dependent upon the number of cardholder accounts on file, transactions and authorizations processed, the number of cards embossed and other processing services. For EBT services, revenues are primarily derived from the number of beneficiaries on file.

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The Payment Services - Latin America segment revenues consist of revenues related to providing access to the ATH debit network and other card networks to financial institutions, including related services such as authorization, processing, management and recording of ATM and POS transactions, and ATM management and monitoring. The segment revenues also include revenues from card processing services (such as credit and debit card processing, authorization and settlement and fraud monitoring and control to debit or credit issuers), payment processing services (such as payment and billing products for merchants, businesses and financial institutions), as well as, licensed software solutions for risk and fraud management and card payment processing. For ATH debit network and processing services, revenues are primarily driven by the number of transactions processed. Revenues are derived primarily from network fees, transaction switching and processing fees, and the leasing POS devices. For card issuer processing, revenues are primarily dependent upon the number of cardholder accounts on file, transactions and authorizations processed, the number of cards embossed and other processing services.

The Merchant Acquiring segment consists of revenues from services that allow merchants to accept electronic methods of payment. In the Merchant Acquiring segment, revenues include a discount fee and membership fees charged to merchants, debit network fees and rental fees from POS devices and other equipment, net of credit card interchange and assessment fees charged by credit cards associations (such as VISA or MasterCard) or payment networks. The discount fee is generally a percentage of the transaction value. EVERTEC also charges merchants for other services that are unrelated to the number of transactions or the transaction value.

The Business Solutions segment consists of revenues from a full suite of business process management solutions in various product areas such as core bank processing, network hosting and management, IT professional services, business process outsourcing, item processing, cash processing, and fulfillment. Core bank processing and network services revenues are derived in part from a recurrent fee and from fees based on the number of accounts on file (i.e. savings or checking accounts, loans, etc.) or computer resources utilized. Revenues from other processing services within the Business Solutions segment are generally volume-based and depend on factors such as the number of accounts processed. In addition, EVERTEC is a reseller of hardware and software products and these resale transactions are generally one-time transactions.

In addition to the four operating segments described above, Management identified certain functional cost areas that operate independently and do not constitute businesses in themselves. These units could neither be concluded as operating segments nor could they be combined with any other operating segments. Therefore, these units are aggregated and presented as "Corporate and Other" category in the financial statements alongside the operating segments. The Corporate and other category consists of corporate overhead expenses, intersegment eliminations, certain leveraged activities and other non-operating and miscellaneous expenses that are not included in the operating segments. The overhead and leveraged costs relate to activities such as:

- marketing,
- corporate finance and accounting,
- human resources,
- legal,
- risk management functions,
- internal audit,
- corporate debt related costs,
- non-operating depreciation and amortization expenses generated as a result of the Merger,
- intersegment revenues and expenses, and
- other non-recurring fees and expenses that are not considered when management evaluates financial performance at a segment level

The CODM reviews the operating segments separate financial information to assess performance and to allocate resources. Management evaluates the operating results of each of its operating segments based upon revenues and Adjusted EBITDA. Adjusted EBITDA, as it relates to operating segments, is presented in conformity with Accounting Standards Codification Topic 280, "Segment Reporting" given that it is reported to the CODM for purposes of allocating resources. Segment asset disclosure is not used by the CODM as a measure of segment performance since the segment evaluation is driven by revenues and adjusted EBITDA performance. As such, segment assets are not disclosed in the notes to the accompanying consolidated financial statements.

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The following tables set forth information about the Company's operations by its four business segments for the periods indicated below.

Payment Services - Puerto Rico & Caribbean

| <i>Dollar amounts in thousands</i> | Three months ended March 31, | |
|------------------------------------|------------------------------|----------|
| | 2018 | 2017 |
| Revenues | \$27,168 | \$26,452 |
| Adjusted EBITDA | 17,310 | 16,791 |

Payment services - Puerto Rico & Caribbean revenues increased by \$0.7 million to \$27.2 million when compared with the 2017 period. The increase in revenues was driven by pricing initiatives and new transaction fees. Adjusted EBITDA increased \$0.5 million mainly as a result of the increase in revenues.

Payment Services - Latin America

| <i>Dollar amounts in thousands</i> | Three months ended March 31, | |
|------------------------------------|------------------------------|----------|
| | 2018 | 2017 |
| Revenues | \$20,391 | \$12,964 |
| Adjusted EBITDA | 6,993 | 5,451 |

Payment services - Latin America revenue increased \$7.4 million to \$20.4 million driven by added revenues in connection with PayGroup acquisition coupled with increased revenues from transaction processing. Adjusted EBITDA increased \$1.5 million when compared to the prior year period reflecting the increased revenue from the PayGroup acquisition at a lower margin.

Merchant Acquiring

| <i>Dollar amounts in thousands</i> | Three months ended March 31, | |
|------------------------------------|------------------------------|----------|
| | 2018 | 2017 |
| Revenues | \$23,379 | \$22,485 |
| Adjusted EBITDA | 10,852 | 9,767 |

Merchant acquiring revenues increased \$0.9 million to \$23.4 million driven by an increase in sales volume driven by a higher average ticket and non-transactional fees. Adjusted EBITDA increased \$1.1 million mainly due to the increase in revenues coupled with reduced equipment expenses and a decrease in transactional fees.

Business Solutions

| <i>Dollar amounts in thousands</i> | Three months ended March 31, | |
|------------------------------------|------------------------------|----------|
| | 2018 | 2017 |
| Revenues | \$47,921 | \$47,997 |
| Adjusted EBITDA | 23,165 | 22,472 |

Business solutions revenue remained relatively flat when compared with the prior year. Adjusted EBITDA increased \$0.7 million to \$23.2 million when compared with the first quarter of 2017 as a result of expense reduction initiatives for professional fees, communications, taxes and cost of sales.

Liquidity and Capital Resources

Our principal source of liquidity is cash generated from operations, and our primary liquidity requirements are the funding of capital expenditures, working capital needs and acquisitions. We also have a \$100.0 million Revolving Facility, of which \$100.0 million was available as of March 31, 2018.

At March 31, 2018, we had cash and cash equivalents of \$53.5 million, of which \$32.5 million resides in our subsidiaries located outside of Puerto Rico for purposes of (i) funding the respective subsidiary's current business operations and

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(ii) funding potential future investment outside of Puerto Rico. We intend to indefinitely reinvest these funds outside of Puerto Rico, and based on our liquidity forecast, we will not need to repatriate this cash to fund the Puerto Rico operations or to meet debt-service obligations. However, if in the future we determine that we no longer need to maintain such cash balances within our foreign subsidiaries, we may elect to distribute such cash to the Company in Puerto Rico. Distributions from the foreign subsidiaries to Puerto Rico may be subject to tax withholding and other tax consequences.

Our primary use of cash is for operating expenses, working capital requirements, capital expenditures, dividend payments, share repurchases, debt service, acquisitions and other growth strategies as opportunities present themselves.

Based on our current level of operations, we believe our cash flows from operations and the available senior secured Revolving Credit Facility will be adequate to meet our liquidity needs for the next twelve months. However, our ability to fund future operating expenses, dividend payments, capital expenditures, mergers and acquisitions, and our ability to make scheduled payments of interest, to pay principal on or refinance our indebtedness and to satisfy any other of our present or future debt obligations will depend on our future operating performance, which will be affected by general economic, financial and other factors beyond our control.

(Dollar amounts in thousands)

| | Three months ended March 31, | |
|---------------------------------------|------------------------------|-----------|
| | 2018 | 2017 |
| Cash provided by operating activities | \$ 30,368 | \$ 25,305 |
| Cash used in investing activities | (9,365) | (6,534) |
| Cash used in financing activities | (17,359) | (18,475) |
| Increase in cash | \$ 3,644 | \$ 296 |

Net cash provided by operating activities for the three months ended March 31, 2018 was \$30.4 million compared with cash provided by operating activities of \$25.3 million for the corresponding 2017 period. The \$5.1 million increase in cash provided by operating activities is primarily driven by less cash used to pay down accounts payable and accrued liabilities, less cash used to prepay maintenance contracts and less cash used to pay income taxes, these positive variances were partially offset by less cash received from accounts receivable.

Net cash used in investing activities for the three months ended March 31, 2018 was \$9.4 million compared with \$6.5 million for the corresponding period in 2017. The \$2.8 million increase reflects an increase in capital expenditures when compared to the prior year.

Net cash used in financing activities for the three months ended March 31, 2018 was \$17.4 million as compared with \$18.5 million for the corresponding 2017 period. Cash used in financing activities was primarily related cash used for repayments of the revolving credit facility and principal repayments on long-term debt.

Capital Resources

Our principal capital expenditures are for hardware and computer software (purchased and internally developed) and additions to property and equipment. We invested approximately \$9.4 million and \$6.5 million for the three months ended March 31, 2018 and 2017, respectively. Capital expenditures are expected to be funded by cash flow from operations and, if necessary, borrowings under our Revolving Facility. We expect capital expenditures to be in a range of \$35 million to \$40 million in 2018.

On April 17, 2018, the Company paid the outstanding balance of the 2018 Term A Loan which amounted to \$26.1 million, as scheduled. In addition, on the same date, \$35 million of the Revolving Facility expired. As of April 17, 2018, the total borrowing capacity of the Revolving Facility is \$65 million.

Dividend Payments

Historically, we have paid a regular quarterly dividend on our common stock, subject to the declaration thereof by our Board each quarter. On November 2, 2017, the Board voted to temporarily suspend the quarterly dividend on the Company's common stock due to the difficult operating environment in Puerto Rico. The Board anticipates reviewing the dividend policy as conditions stabilize in Puerto Rico. Future dividend declarations are subject to Board of Directors' approval and may be adjusted based on business needs or as market conditions change.

Financial Obligations*Senior Secured Credit Facilities*

On April 17, 2013, EVERTEC Group entered into a credit agreement (the “2013 Credit Agreement”) governing the senior secured credit facilities, consisting of a \$300.0 million term loan A facility (the “Term A Loan”), a \$400.0 million term loan B facility (the “Term B Loan”, together with the Term A Loan, the “Senior Secured term loans”) and a \$100.0 million revolving credit facility (the “Revolving Facility”). During 2016, the Company entered into two separate amendments to the 2013 Credit Agreement. In the second quarter of 2016, EVERTEC Group, together with certain other direct and indirect subsidiaries of the Company, entered into a second amendment and waiver to the outstanding 2013 Credit Agreement (the “Second Amendment”). In the fourth quarter of 2016, EVERTEC Group, together with certain other direct and indirect subsidiaries of the Company, entered into a third amendment (the “Third Amendment”) to the 2013 Credit Agreement. The Third Amendment extends the maturity of (a) approximately \$219 million of EVERTEC Group’s existing approximately \$250 million of Term A loan facility to January 17, 2020 (the “2020 Term A Loan”) and (b) \$65 million of EVERTEC Group’s existing \$100 million of Revolving Facility to January 17, 2020. The remaining approximately \$30 million of Term A loan (the “2018 Term A Loan”) and the \$35 million of Revolving Facility that were not extended will remain in place and mature as originally scheduled on April 17, 2018. The Term B Loan will remain in place and mature as originally scheduled on April 17, 2020. All loans may be prepaid without premium or penalty.

The unpaid principal balance at March 31, 2018 of the 2018 Term A Loan, the 2020 Term A Loan and the Term B Loan was \$26.1 million, \$199.6 million and \$381.0 million, respectively. The additional borrowing capacity for the Revolving Facility at March 31, 2018 was \$100.0 million. On April 17, 2018, the Company paid the outstanding principal balance of the 2018 Term A loan which matured as scheduled. In addition, \$35 million of the Revolving Facility expired on the same date, our borrowing capacity under the Revolving Facility is \$65 million.

Notes payable

In May 2016, EVERTEC Group entered into a non-interest bearing financing agreement amounting to \$0.7 million and in October 2016 entered into an interest bearing agreement of \$1.1 million, to purchase software. As of March 31, 2018 and December 31, 2017, the outstanding principal balance of the notes payable is \$0.9 million and \$1.0 million, respectively. The current portion of these notes is recorded as part of accounts payable and the long-term portion is included in other long-term liabilities.

Interest Rate Swap

As of March 31, 2018, the Company has the following interest rate swap agreement converting a portion of the interest rate exposure on the Company's Term B Loan from variable to fixed:

| Effective date | Maturity Date | Notional Amount | Variable Rate | Fixed Rate |
|----------------|---------------|-----------------|---------------|------------|
| January 2017 | April 2020 | \$200 million | 1-month LIBOR | 1.9225% |

The Company has accounted for this transaction as a cash flow hedge. The fair value of the Company’s derivative instrument is determined using a standard valuation model. The significant inputs used in this model are readily available in public markets, or can be derived from observable market transactions, and therefore have been classified as Level 2 in the fair value hierarchy. Inputs used in this standard valuation model for derivative instruments include the applicable forward rates and discount rates. The discount rates are based on the historical LIBOR Swap rates.

As of March 31, 2018 and December 31, 2017, the carrying amount of the derivative on the Company’s balance sheets is as follows:

| <i>(Dollar amounts in thousands)</i> | March 31, 2018 | December 31, 2017 |
|--------------------------------------|----------------|-------------------|
| Other long-term assets | \$ 1,717 | \$ 214 |

During the three months ended March 31, 2018, the Company reclassified losses of \$0.2 million from accumulated other comprehensive loss into income through interest expense. Based on current LIBOR rates, the Company expects to reclassify \$0.2 million from accumulated other comprehensive loss into income through interest expense over the next 12 months.

The cash flow hedge is considered highly effective and no impact on earnings is expected due to hedge ineffectiveness.

Covenant Compliance

The credit facilities contain various restrictive covenants. The Term A Loan and the Revolving Facility (subject to certain exceptions) require EVERTEC Group to maintain on a quarterly basis a specified maximum senior secured leverage ratio of up to 4.75 to 1.00 as defined in the Third Amendment (total first lien senior secured debt to Adjusted EBITDA per the 2013 Credit Agreement) until September 30, 2018 and 4.25 to 1.00 for any fiscal quarter ending thereafter. In addition, the 2013 Credit Agreement, among other things: (a) limits EVERTEC Group's ability and the ability of its subsidiaries to incur additional indebtedness, incur liens, pay dividends or make certain other restricted payments and enter into certain transactions with affiliates; (b) restricts EVERTEC Group's ability to enter into agreements that would restrict the ability of its subsidiaries to pay dividends or make certain payments to its parent company; and (c) places restrictions on EVERTEC Group's ability and the ability of its subsidiaries to merge or consolidate with any other person or sell, assign, transfer, convey or otherwise dispose of all or substantially all of their assets. However, all of the covenants in these agreements are subject to significant exceptions. As of March 31, 2018, the senior secured leverage ratio was 3.16 to 1.00. As of the date of filing of this Form 10-Q, no event has occurred that constitutes an Event of Default or Default.

Net Income Reconciliation to EBITDA, Adjusted EBITDA, Adjusted Net Income and Adjusted Earnings per common share (Non-GAAP Measures)

We define "EBITDA" as earnings before interest, taxes, depreciation and amortization. We define "Adjusted EBITDA" as EBITDA further adjusted to exclude unusual items and other adjustments described below. Adjusted EBITDA by segment is reported to the chief operating decision maker for purposes of making decisions about allocating resources to the segments and assessing their performance. For this reason Adjusted EBITDA, as it relates to our segments, is presented in conformity with Accounting Standards Codification 280, Segment Reporting, and is excluded from the definition of non-GAAP financial measures under the Securities and Exchange Commission's Regulation G and Item 10(e) of Regulation S-K. We define "Adjusted Net Income" as net income adjusted to exclude unusual items and other adjustments described below. We define "Adjusted Earnings per common share" as Adjusted Net Income divided by diluted shares outstanding.

We present EBITDA and Adjusted EBITDA because we consider them important supplemental measures of our performance and believe they are frequently used by securities analysts, investors and other interested parties in the evaluation of ourselves and other companies in our industry. In addition, our presentation of Adjusted EBITDA is substantially consistent with the equivalent measurements that are contained in the senior secured credit facilities in testing EVERTEC Group's compliance with covenants therein such as the senior secured leverage ratio. We use Adjusted Net Income to measure our overall profitability because we believe better reflects our comparable operating performance by excluding the impact of the non-cash amortization and depreciation that was created as a result of the Merger. In addition, in evaluating EBITDA, Adjusted EBITDA, Adjusted Net Income and Adjusted Earnings per common share, you should be aware that in the future we may incur expenses such as those excluded in calculating them. Further, our presentation of these measures should not be construed as an inference that our future operating results will not be affected by unusual or nonrecurring items.

Some of the limitations of EBITDA, Adjusted EBITDA, Adjusted Net Income and Adjusted earnings per common share are as follows:

- they do not reflect cash outlays for capital expenditures or future contractual commitments;
- they do not reflect changes in, or cash requirements for, working capital;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA and Adjusted EBITDA do not reflect cash requirements for such replacements;
- in the case of EBITDA and Adjusted EBITDA, they do not reflect interest expense, or the cash requirements necessary to service interest, or principal payments, on indebtedness;
- in the case of EBITDA and Adjusted EBITDA, they do not reflect income tax expense or the cash necessary to pay income taxes; and
- other companies, including other companies in our industry, may not use EBITDA, Adjusted EBITDA, Adjusted Net Income, and Adjusted Earnings per common share or may calculate EBITDA, Adjusted EBITDA, Adjusted Net Income and Adjusted Earnings per common share differently than as presented in this Report, limiting their usefulness as a comparative measure.

EBITDA, Adjusted EBITDA, Adjusted Net Income and Adjusted Earnings per common share are not measurements of liquidity or financial performance under GAAP. You should not consider EBITDA, Adjusted EBITDA, Adjusted Net Income and Adjusted Earnings per common share as alternatives to cash flows from operating activities or any other performance

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measures determined in accordance with GAAP, as an indicator of cash flows, as a measure of liquidity or as an alternative to operating or net income determined in accordance with GAAP.

A reconciliation of net income to EBITDA, Adjusted EBITDA, Adjusted Net Income and Adjusted Earnings per common share is provided below:

| | Three months ended | Three months ended | Twelve months ended |
|---|--------------------|--------------------|---------------------|
| | March 31, 2018 | March 31, 2017 | March 31, 2018 |
| <i>(Dollar amounts in thousands)</i> | | | |
| Net income | \$ 23,114 | \$ 23,138 | \$ 55,395 |
| Income tax expense | 3,935 | 2,020 | 6,695 |
| Interest expense, net | 7,522 | 6,851 | 29,816 |
| Depreciation and amortization | 15,867 | 15,684 | 64,433 |
| EBITDA | 50,438 | 47,693 | 156,339 |
| Equity income ⁽¹⁾ | (199) | (143) | (660) |
| Compensation and benefits ⁽²⁾ | 3,829 | 2,076 | 11,508 |
| Transaction, refinancing and other fees ⁽³⁾ | (100) | (467) | 2,867 |
| Exit activity ⁽⁴⁾ | — | — | 12,783 |
| Adjusted EBITDA | 53,968 | 49,159 | 182,837 |
| Operating depreciation and amortization ⁽⁵⁾ | (7,321) | (7,461) | (30,445) |
| Cash interest expense, net ⁽⁶⁾ | (6,368) | (5,702) | (25,326) |
| Income tax expense ⁽⁷⁾ | (5,567) | (2,891) | (17,776) |
| Non-controlling interest ⁽⁸⁾ | (138) | (155) | (564) |
| Adjusted net income | \$ 34,574 | \$ 32,950 | \$ 108,726 |
| Net income per common share (GAAP): | | | |
| Diluted | \$ 0.31 | \$ 0.31 | |
| Adjusted Earnings per common share (Non-GAAP): | | | |
| Diluted | \$ 0.47 | \$ 0.45 | |
| Shares used in computing adjusted earnings per common share: | | | |
| Diluted | 73,372,835 | 73,154,693 | |

- 1) Represents the elimination of non-cash equity earnings from our 19.99% equity investment in Consorcio de Tarjetas Dominicanas S.A., net of cash dividends received.
- 2) Primarily represents share-based compensation and other compensation expense of \$3.6 million and \$2.0 million for the quarters ended March 31, 2018 and 2017 and severance payments \$0.2 million and \$0.1 million for the same periods, respectively.
- 3) Represents fees and expenses associated with corporate transactions as defined in the Credit Agreement, recorded as part of selling, general and administrative expenses and cost of revenues.
- 4) Impairment charge and contractual fee accrual for a third party software solution that was determined to be commercially unviable.
- 5) Represents operating depreciation and amortization expense, which excludes amounts generated as a result of the Merger and other from purchase accounting intangibles generated from acquisitions.
- 6) Represents interest expense, less interest income, as they appear on our consolidated statements of income and comprehensive income, adjusted to exclude non-cash amortization of the debt issue costs, premium and accretion of discount.
- 7) Represents income tax expense calculated on adjusted pre-tax income using the applicable GAAP tax rate.
- 8) Represents the 35% non-controlling equity interest in Processa, net of amortization for intangibles created as part of the purchase.

Off Balance Sheet Arrangements

In the ordinary course of business the Company may enter into commercial commitments. As of March 31, 2018, the Company did not have any off balance sheet items.

Seasonality

Our payment businesses generally experience moderate increased activity during the traditional holiday shopping periods and around other nationally recognized holidays, which follow consumer spending patterns.

Effect of Inflation

While inflationary increases in certain input costs, such as occupancy, labor and benefits, and general administrative costs, have an impact on our operating results, inflation has had minimal net effect on our operating results during the last three years as overall inflation has been offset by increased selling process and cost reduction actions. We cannot assure you, however, that we will not be affected by general inflation in the future.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risks arising from our normal business activities. These market risks principally involve the possibility of changes in interest rates that will adversely affect the value of our financial assets and liabilities or future cash flows and earnings. Market risk is the potential loss arising from adverse changes in market rates and prices.

Interest rate risks

We issued floating-rate debt which is subject to fluctuations in interest rates. Our senior secured credit facilities accrue interest at variable rates and only the Term B Loan is subject to floors or minimum rates. A 100 basis point increase in interest rates over our floor(s) on our debt balances outstanding as of March 31, 2018, after considering our interest rate swap, under the senior secured credit facilities would increase our annual interest expense by approximately \$4.1 million. The impact on future interest expense as a result of future changes in interest rates will depend largely on the gross amount of our borrowings at that time.

In December 2015, we entered into an interest rate swap agreement with a notional amount of \$200 million. Under this agreement, commencing on January 1, 2017, we began to receive a rate equal to the LIBOR applicable to our Term B loan, and pay a fixed rate equal to 1.9225%. The net effect of the swap agreement is to fix the interest rate on \$200 million of our Term B loan at 4.4225%, beginning January 1, 2017 and ending when the Term B Loan matures, in April 2020.

The interest rate swap exposes us to credit risk in the event that the counterparty to the swap agreement does not or cannot meet its obligations. The notional amount is used to measure interest to be paid or received and does not represent the amount of exposure to credit loss. The loss would be limited to the amount that would have been received, if any, over the remaining life of the swap. The counterparty to the swap is a major United States financial institution and we expect the counterparty to be able to perform its obligations under the swap. We use derivative financial instruments for hedging purposes only and not for trading or speculative purposes

See Note 5 of the Unaudited Consolidated Condensed Financial Statements for additional information related to the senior secured credit facilities.

Foreign exchange risk

We conduct business in certain countries in Latin America. Some of this business is conducted in the countries' local currencies. The resulting foreign currency translation adjustments, from operations for which the functional currency is other than the U.S. dollar, are reported in accumulated other comprehensive loss in the unaudited consolidated condensed balance sheets, except for highly inflationary environments in which the effects would be included in other operating income in the consolidated condensed statements of income and comprehensive income. At March 31, 2018, the Company had \$8.7 million in an unfavorable foreign currency translation adjustment as part of accumulated other comprehensive loss compared with an unfavorable foreign currency translation adjustment of \$11.1 million at December 31, 2017.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company, under the direction of the Chief Executive Officer and the Chief Financial Officer, has established disclosure controls and procedures as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based upon their evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that as of March 31, 2018, the Company’s disclosure controls and procedures are effective.

Changes in Internal Control Over Financial Reporting

There have not been any changes in the Company’s internal control over financial reporting (as such term is defined in Rule 13a -15(f) and 15d-15 (f) under the Exchange Act) that occurred during the fiscal quarter ended March 31, 2018 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting. We implemented internal controls to ensure we adequately evaluated our contracts and properly assessed the impact of the new accounting standard related to revenue recognition. There were no significant changes to our internal control over financial reporting due to the adoption of the new standard.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are defendants in various lawsuits or arbitration proceedings arising in the ordinary course of business. Management believes, based on the opinion of legal counsel and other factors, that the aggregated liabilities, if any, arising from such actions will not have a material adverse effect on the financial condition, results of operations and the cash flows of the Company.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed under Item 1A. of the Company's 2017 Form 10-K.

The risks described in our 2017 Form 10-k are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or results of operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

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Item 6. Exhibits

| | |
|----------------|--|
| 10.1+ | <u>Restricted Stock Unit Award Agreement for grant of restricted stock units under the EVERTEC, Inc. 2013 Equity Incentive Plan, dated February 19, 2016, by and between EVERTEC, Inc. and Paola Pérez (incorporated by reference to Exhibit 10.33 of EVERTEC, Inc.'s Annual Report on Form 10-K filed on February 28, 2018, File No. 001-35872).</u> |
| 10.2*+ | <u>Form of Restricted Stock Unit Award Agreement for grant of restricted stock units under the EVERTEC, Inc. 2013 Equity Incentive Plan, dated February 24, 2017, by and between EVERTEC, Inc. and Paola Pérez.</u> |
| 10.3+ | <u>Restricted Stock Unit Award Agreement for special retention grant of restricted stock units under the EVERTEC, Inc. 2013 Equity Incentive Plan, dated as of November 20, 2017, by and between EVERTEC, Inc. and Paola Pérez (incorporated by reference to Exhibit 10.41 of EVERTEC, Inc.'s Annual Report on Form 10-K filed on February 28, 2018, File No. 001-35872).</u> |
| 10.4*+ | <u>Form of Restricted Stock Unit Award Agreement for grant of restricted stock units to executive officers under the EVERTEC, Inc. 2013 Equity Incentive Plan, dated February 28, 2018, by and between EVERTEC, Inc. and the executive (applicable to Morgan M. Schuessler, Peter J. S. Smith, Paola Pérez, Luis A. Rodríguez, Philip E. Steurer, and Miguel Vizcarrondo).</u> |
| 31.1* | <u>CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> |
| 31.2* | <u>CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> |
| 32.1** | <u>CEO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u> |
| 32.2** | <u>CFO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u> |
| 101.INS XBRL** | Instance document |
| 101.SCH XBRL** | Taxonomy Extension Schema |
| 101.CAL XBRL** | Taxonomy Extension Calculation Linkbase |
| 101.DEF XBRL** | Taxonomy Extension Definition Linkbase |
| 101.LAB XBRL** | Taxonomy Extension Label Linkbase |
| 101.PRE XBRL** | Taxonomy Extension Presentation Linkbase |

* Filed herewith.

** Furnished herewith.

+ This exhibit is a management contract or a compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EVERTEC, Inc.
(Registrant)

Date: May 3, 2018

By: /s/ Morgan Schuessler

Morgan Schuessler
Chief Executive Officer

Date: May 3, 2018

By: /s/ Peter J.S. Smith

Peter J.S. Smith
Chief Financial Officer (Principal Financial and Accounting Officer)

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Section 2: EX-10.2 (EXHIBIT 10.2)

EXHIBIT 10.2

**EVERTEC, INC.
2013 EQUITY INCENTIVE PLAN
RESTRICTED STOCK UNIT AWARD AGREEMENT**

THIS RESTRICTED STOCK UNIT AWARD AGREEMENT (together with the Vesting Schedule (defined below), this “*Agreement*”) is made as of this 24th day of February, 2017 (the “*Date of Grant*”), by and between EVERTEC, Inc. (the “*Company*”) and you (the “*Participant*”). Defined terms used but not otherwise defined herein will have the meanings attributed to them in the Plan (defined below).

WITNESSETH

WHEREAS, the Company maintains the EVERTEC, Inc. 2013 Equity Incentive Plan (the “*Plan*”); and

WHEREAS, in connection with the Participant’s service as an employee of the Company or any of its Affiliates and Subsidiaries (the “*Employment*”), the Company desires to grant Restricted Stock Units (“*RSUs*”) to the Participant (the “*Award*”), subject to the terms and conditions of the Plan and this Agreement.

NOW, THEREFORE, in consideration of the covenants and agreements contained herein and for other good and valuable consideration, the parties agree as follows:

1. **Grant of RSUs.** In consideration of the Employment, the Company will grant to the Participant the number of RSUs set forth in the vesting schedule attached hereto as Exhibit A (the “*Vesting Schedule*”). Each RSU represents the unfunded and unsecured promise of the Company to deliver to the Participant one share of common stock, par value \$.01 per share, of the Company (the “*Common Stock*”) on the Settlement Date (as defined in Section 6 hereof).
2. **Purchase Price.** The purchase price of the RSUs shall be deemed to be zero U.S. Dollars (\$0) per share.
3. **Vesting.** The RSUs shall vest and become non-forfeitable on the dates established in the Vesting Schedule (each such date, a “*Vesting Date*”), provided that the Participant is actively carrying out his or her duties in connection with the Employment at all times from the Date of Grant through each respective Vesting Date.
4. **Termination.**
 - (a) In the event of the Participant’s Disability (defined below) or in the event the Employment is terminated (i) by the Company

without Cause (defined below); or (ii) due to the Participant's death, all of the RSUs that have not become vested as of the date of Disability or the Termination Date (defined below), as applicable, shall automatically vest, conditioned on the Participant executing a general release of claims related to or arising from Participant's Employment or Termination with the Company, in a form acceptable to the Company.

(b) In the event the Employment is terminated (i) by the Company for Cause; or (ii) due to the Participant's voluntary resignation, all of the RSUs that have not become vested as of the Termination Date shall automatically be forfeited.

(c) For purposes of this Section 4:

“**Cause**” has the following meaning, the Participant's (i) commission of a felony or a crime of moral turpitude; (ii) engaging in conduct that constitutes fraud, bribery or embezzlement; (iii) engaging in conduct that constitutes gross negligence or willful misconduct that results or could reasonably be expected to result in harm to the Company's business or reputation; (iv) continued willful failure to substantially perform the duties assigned the Participant as part of his or her Employment; and (v) breach of the Company's Employee Manual (including the Company's Code of Ethics, as each of which are in effect from time to time).

“**Disability**” has the following meaning: the Participant’s inability to perform the Employment by reason of any medically determinable physical or mental impairment for a period of 6 months or more in any 12 month period.

“**Termination Date**” is the date the Participant’s Employment is terminated under the circumstances set forth in (a) or (b) above.

5. **Dividend Equivalents.** If the Company pays an ordinary cash dividend on its outstanding Common Stock at any time between the Date of Grant and the Settlement Date (as defined in Section 6 below) -- provided that the date on which stockholders of record are determined for purposes of paying a cash dividend on issued and outstanding shares of the Common Stock falls after the Date of Grant -- the Participant shall receive on the Settlement Date or at the next payroll payment: (a) a number of Shares having a Fair Market Value on the Vesting Date equal to the aggregate amount of the cash dividends paid by the Company on a single share of the Common Stock, multiplied by the number of RSUs that are settled on the Settlement Date; (b) a lump sum cash payment equal to the aggregate amount of the cash dividends paid by the Company on a single share of the Common Stock, multiplied by the number of RSUs that are settled on the Settlement Date ((a) or (b) as applicable, the “**Dividend Payment**”); provided, however, that in the case of (a), any partial Share resulting from the calculation will be paid in cash.
6. **Settlement.** On or before March 15th following the Vesting Date or, if earlier, within 75 days following the day any RSUs are automatically vested in accordance with the terms and conditions of this Agreement (the “**Settlement Date**”), the Company shall (a) issue and deliver to the Participant one share of Common Stock for each vested RSU (the “**Shares**”) and enter the Participant’s name as a shareholder of record or beneficial owner with respect to the Shares on the books of the Company; and (b) calculate the Dividend Payment. The Participant agrees that the Company may deduct from the Dividend Payment any amounts owed by the Participant to the Company with respect to any whole Share issued by the Company to the Participant to cover any partial Share resulting from the settlement process.
7. **Taxes.** Unless otherwise required by applicable law, on the Settlement Date, (a) the Shares and the Dividend Payment will be considered ordinary income for tax purposes and subject to all applicable payroll taxes; (b) the Company shall report such income to the appropriate taxing authorities as it determines to be necessary and appropriate; (c) the Participant shall be responsible for payment of any taxes due in respect of the Shares and the Dividend Payment; and (d) the Company shall withhold taxes in respect of the Shares and the Dividend Payment (a “**Tax Payment**”); provided, however, that the Participant may elect, subject to the Company’s approval in its sole discretion, to satisfy his or her obligation to pay the Tax Payment by authorizing the Company to withhold from any Shares otherwise to be delivered to the Participant, a number of whole shares of Common Stock having a Fair Market Value equal to the Tax Payment (i.e., a “cashless exercise”). If the Participant fails to pay any required Tax Payment, the Company may, in its discretion, deduct any Tax Payments from any amount then or thereafter payable by the Company to the Participant and take such other action as deemed necessary to satisfy all obligations for the Tax Payment (including reducing the number of Shares delivered on the Settlement Date). The Participant agrees to pay the Company in the form of a check or cashier’s check any overage of the Tax Payment paid by the Company as a result of making whole any partial Share issued through a cashless exercise. Furthermore, the Participant acknowledges and agrees that the Participant will be solely responsible for making any Tax Payment directly to the appropriate taxing authorities should the Participant opt not to satisfy his or her Tax Payment through a cashless exercise.
8. **Rights as Stockholder.** Upon and following the Settlement Date (but not before), the Participant shall be the record or beneficial owner of the Shares unless and until such Shares are sold or otherwise disposed of, and, if a record owner, shall be entitled to all rights of a stockholder of the Company (including voting rights).
9. **Governing Law.** This Agreement shall be construed and interpreted in accordance with the laws of the Commonwealth of Puerto Rico applicable to contracts to be performed therein.
10. **Notice.** Every notice or other communication relating to this Agreement shall be made in writing and the notice, request or other communication shall be deemed to be received upon receipt by the party entitled thereto. Any notice, request or other communication by the Participant should be delivered to the Company’s General Counsel.

11. **Miscellaneous.** This Agreement and the Plan contain the entire agreement between the parties hereto with respect to the subject matter contained herein and supersede all prior communications, representations and negotiations in respect thereto. No change, modification or waiver of any provision of this Agreement shall be valid unless in writing and signed by the parties hereto. This Agreement shall be binding upon and inure to the benefit of any successor or successors of the Company and any person or persons who shall, upon the death of the Participant, acquire any rights hereunder in accordance with this Agreement or the Plan. The terms and provisions of the Plan and the Vesting Schedule are incorporated herein by reference, and the Participant hereby acknowledges receiving a copy of the Plan. In the event of a conflict or inconsistency between the terms and provisions of the Plan and the provisions of this Agreement, the Plan shall govern and control.

By clicking “I Accept” in the checkbox below, the Participant is hereby agreeing to the terms and conditions of this Agreement as of the Date of Grant set forth above, and that he or she has read the same, including the Vesting Schedule.

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Section 3: EX-10.4 (EXHIBIT 10.4)

EXHIBIT 10.4

EVERTEC, INC.
2013 EQUITY INCENTIVE PLAN
RESTRICTED STOCK UNIT AWARD AGREEMENT - EXECUTIVES

THIS RESTRICTED STOCK UNIT AWARD AGREEMENT (together with the Vesting Schedule (defined below), this “*Agreement*”) is made as of this 28th day of February, 2018 (the “*Date of Grant*”), by and between EVERTEC, Inc. (the “*Company*”) and you (the “*Participant*”). Defined terms used but not otherwise defined herein will have the meanings attributed to them in the Plan (defined below).

WITNESSETH

WHEREAS, the Company maintains the EVERTEC, Inc. 2013 Equity Incentive Plan (the “*Plan*”); and

WHEREAS, the Participant may be a senior executive of the Company who has a valid employment agreement that has been approved and authorized by the Compensation Committee or the Board of Directors of the Company (if applicable, the “*Executive Employment Agreement*”); and

WHEREAS, in connection with the Participant’s service as an employee of the Company or any of its Affiliates and Subsidiaries (the “*Employment*”), the Company desires to grant Restricted Stock Units (“*RSUs*”) to the Participant (the “*Award*”), subject to the terms and conditions of the Plan and this Agreement; and

WHEREAS, such RSUs could be time-based RSUs (“*Time-Based RSUs*”), which vest on a future specified date or dates, as specified in Exhibit A; and

WHEREAS, such RSUs could also be performance-based RSUs (“*Performance-Based RSUs*”), which vest on a future specified date or dates and are subject to certain performance metrics, as specified in Exhibit A.

NOW, THEREFORE, in consideration of the covenants and agreements contained herein and for other good and valuable consideration, the parties agree as follows:

1. **Grant of RSUs.** In consideration of the Employment, the Company will grant to the Participant the number of RSUs set forth in the vesting schedule attached hereto as Exhibit A (the “*Vesting Schedule*”). Each RSU represents the unfunded and unsecured promise of the Company to deliver to the Participant one share of common stock, par value \$.01 per share, of the Company (the “*Common Stock*”) on the Settlement Date (as defined in Section 6 hereof).
2. **Purchase Price.** The purchase price of the RSUs shall be deemed to be zero U.S. Dollars (\$0) per share.

3. **Vesting.** The RSUs shall vest and become non-forfeitable on the dates established in the Vesting Schedule (each such date, a “***Vesting Date***”), provided that the Participant is actively carrying out his or her duties in connection with the Employment at all times from the Date of Grant through each respective Vesting Date.

4. **Termination.**

(a) In the event of the Participant’s Disability (defined below) or in the event that the Employment is terminated (i) by the Company without Cause (defined below) or (ii) due to the Participant’s death; or, if the Participant has an Executive Employment Agreement, (iii) by the Participant for Good Reason or (iv) at the end of the applicable employment term due to the Company’s non-renewal of the Executive Employment Agreement, then (A) all of the Time-Based RSUs that have not become vested as of the date of death, Disability or the Termination Date (defined below), as applicable, shall automatically vest, conditioned on the Participant executing a general release of claims related to or arising from Participant’s Employment or termination with the Company, in a form acceptable to the Company; and (B) the Performance-Based RSUs, if any, shall remain outstanding and capable of vesting in the normal course subject to actual performance, provided that the Performance-Based RSUs shall be prorated based on a fraction, the numerator of which is the number of full months in the Performance Period (as defined in the Vesting Schedule) during which the Participant was employed by the Company and the denominator of which is the number of full months of the Performance

Period. Any partial month shall count as a whole calendar month if the Participant was in the Employment of the Company for at least 15 calendar days during the month.

(b) In the event the Employment is terminated (i) by the Company for Cause or (ii) due to the Participant's voluntary resignation; or if the Participant has an Executive Employment Agreement, (iii) by the Participant without Good Reason or (iv) at the end of the applicable employment term due to the Participant's non-renewal of the Executive Employment Agreement, then all of the RSUs (both Time-Based RSUs and Performance-Based RSUs) that have not become vested as of the Termination Date shall automatically be forfeited.

(c) For purposes of this Section 4:

“**Cause**” has the following meaning: the Participant's (i) commission of a felony or a crime of moral turpitude; (ii) engaging in conduct that constitutes fraud, bribery or embezzlement; (iii) engaging in conduct that constitutes gross negligence or willful misconduct that results or could reasonably be expected to result in harm to the Company's business or reputation; (iv) continued willful failure to substantially perform the duties assigned to the Participant as part of his or her Employment; (v) breach of the Company's Employee Manual (including the Company's Code of Ethics, as each of which are in effect from time to time); (vi) breach of the restrictive covenants set forth in Section 7; and (vii) any other action defined as Cause under the Participant's Executive Employment Agreement, if applicable.

“**Disability**” has the following meaning: the Participant's inability to perform the Employment by reason of any medically determinable physical or mental impairment for a period of 6 months or more in any 12 month period.

“**Good Reason**” is defined in the Participant's Executive Employment Agreement, if applicable.

“**Termination Date**” is the date the Participant's Employment is terminated under the circumstances set forth in (a) or (b) above.

5. **Dividend Equivalents.** If the Company pays an ordinary cash dividend on its outstanding Common Stock at any time between the Date of Grant and the Settlement Date (as defined in Section 6 below) -- provided that the date on which stockholders of record are determined for purposes of paying a cash dividend on issued and outstanding shares of the Common Stock falls after the Date of Grant -- the Participant shall receive on the Settlement Date or at the next payroll payment either: (a) a number of Shares (as defined in Section 6 below) having a Fair Market Value (defined herein) on the Vesting Date equal to the aggregate amount of the cash dividends paid by the Company on a single share of the Common Stock, multiplied by the number of RSUs that are settled on the Settlement Date; or (b) a lump sum cash payment equal to the aggregate amount of the cash dividends paid by the Company on a single share of the Common Stock, multiplied by the number of RSUs that are settled on the Settlement Date ((a) or (b) as applicable, the “**Dividend Payment**”); provided, however, that in the case of (a), any partial Share resulting from the calculation will be paid in cash.

For purposes of this Agreement, “**Fair Market Value**” means the closing price of the Company's Common Stock at the close of business of the applicable date.

6. **Settlement.** Within 75 days following the day any RSUs are vested in accordance with the terms and conditions of this Agreement (the “**Settlement Date**”), the Company shall (a) issue and deliver to the Participant one share of Common Stock for each vested RSU (the “**Shares**”) and enter the Participant's name as a shareholder of record or beneficial owner with respect to the Shares on the books of the Company; and (b) calculate the Dividend Payment. The Participant agrees that the Company may deduct from the Dividend Payment any amounts owed by the Participant to the Company with respect to any whole Share issued by the Company to the Participant to cover any partial Share resulting from the settlement process.

7. **Restrictive Covenants.**

- (a) The Participant hereby acknowledges that he or she is familiar with the Confidential Information (defined below) of the Company and its Affiliates and Subsidiaries. The Participant acknowledges and agrees that the Company would be irreparably damaged if the Participant were to provide services to any person competing with the Company or any of its Affiliates or Subsidiaries or engaged in a Similar Business (defined below) and that such competition by the Participant would result in a significant loss of goodwill by the Company. Therefore, the Participant agrees that the following are reasonable restrictions:
- a. *Similar Business*: In consideration of the Award, during the Employment and for a term of 12 months after the Termination Date, the Participant shall not, directly or indirectly, engage in Similar Business services or activities within Puerto Rico or the country(ies) in which the Participant is involved with as part of his Employment; provided, that nothing herein shall prohibit the Participant from being a passive owner of not more than 5% of the outstanding stock of any class of a corporation which is publicly traded so long as the Participant has no active participation in the business of such corporation.
 - b. *Clients*: In consideration of the Award, for a period of 12 months after the Termination Date, the Participant shall not, directly or indirectly, solicit or provide, without the express written consent from the Company, any service for any Client (defined below), such as those Similar Business services or activities provided by the Participant during the Employment.
- (b) In consideration of the Award, during the Employment and ending 12 months after the Termination Date, the Participant shall not directly, or indirectly through another person, (i) induce or attempt to induce any employee, representative, agent or consultant of the Company or any of its Affiliates or Subsidiaries to leave the employ or services of the Company or any of its Affiliates or Subsidiaries, or in any way interfere with the relationship between the Company or any of its Affiliates or Subsidiaries and any employee, representative, agent or consultant thereof; or (ii) hire any person who was an employee, representative, agent or consultant of the Company or any of its Affiliates or Subsidiaries at any time during the 12 month period immediately prior to the date on which such hiring would take place. No action by another person or entity shall be deemed to be a breach of this provision unless the Participant directly or indirectly assisted, encouraged or otherwise counseled such person or entity to engage in such activity.
- (c) For purposes of this Section 7:
- a. “*Client*” shall mean any person or entity that was a client or customer of the Company as of the Termination Date and for whom the Participant provided any services on behalf of the Company or any of its Affiliates or Subsidiaries at any time, during the term of 5 years prior to the Termination Date.
 - b. “*Similar Business*” shall mean the same or substantially the same business activity or activities performed or engaged by the Participant for, or on behalf, of the Company.
 - c. “*Confidential Information*” means information that is not generally known to the public (but for purposes of clarity, Confidential Information shall never exclude any such information that becomes known to the public because of Participant’s unauthorized disclosure) and that is used, developed or obtained by the Company in connection with its business, including, but not limited to, information, observations and data obtained by the Participant during the Employment concerning (A) the business or affairs of the Company, its Affiliates or Subsidiaries; (B) products or services; (C) fees, costs and pricing structures; (D) designs; (E) analyses; (F) drawings, photographs and reports; (G) computer software, including operating systems, applications and program listings; (H) flow charts, manuals and documentation; (I) databases; (J) accounting and business methods; (K) inventions, devices, new developments, methods and processes, whether patentable or unpatentable and whether or not reduced to practice; (L) customers and Clients and customer or Client lists; (M) other copyrightable works; (N) all production methods, processes, technology and trade secrets; and (O) all similar and related information in whatever form. Confidential Information will not include any information that has been published in a form generally available to the public

(except as a result of Participant's unauthorized disclosure or any third party's unauthorized disclosure resulting from any direct or indirect influence by Participant) prior to the date Participant proposes to disclose or use such information. Confidential Information will not be deemed to have been published or otherwise disclosed merely because individual portions of the information have been separately published, but only if all material features comprising such information have been published in combination.

If there is any inconsistency between this Section 7 and the Participant's Executive Employment Agreement, the relevant provisions of the Executive Employment Agreement shall supersede and will be deemed incorporated herein.

8. **Taxes.** Unless otherwise required by applicable law, on the Settlement Date, (a) the Shares and the Dividend Payment will be considered ordinary income for tax purposes and subject to all applicable payroll taxes; (b) the Company shall report such income to the appropriate taxing authorities as it determines to be necessary and appropriate; (c) the Participant shall be responsible for payment of any taxes due in respect of the Shares and the Dividend Payment; and (d) the Company shall withhold taxes in respect of the Shares and the Dividend Payment (a "**Tax Payment**"). In order to satisfy the Participant's obligation to pay the Tax Payment, the Company will withhold from any Shares otherwise to be delivered to the Participant, a number of whole shares of Common Stock having a Fair Market Value equal to the Tax Payment (i.e., a "cashless exercise"); provided, however, that the Participant may elect to satisfy his or her obligation to pay the Tax Payment through a non-cashless exercise, by notifying the Company within at least 5 business days before the Settlement Date. If the Participant does not provide such notification within the established timeframe, the Company will proceed with the default method of the cashless exercise. If the Participant fails to pay any required Tax Payment, the Company may, in its discretion, deduct any Tax Payments from any amount then or thereafter payable by the Company to the Participant and take such other action as deemed necessary to satisfy all obligations for the Tax Payment (including reducing the number of Shares delivered on the Settlement Date). The Participant agrees to pay the Company in the form of a check or cashier's check any overage of the Tax Payment paid by the Company as a result of making whole any partial Share issued through a cashless exercise. Furthermore, the Participant acknowledges and agrees that the Participant will be solely responsible for making any Tax Payment directly to the appropriate taxing authorities should the Participant opt not to satisfy his or her Tax Payment through a cashless exercise.
9. **Rights as Stockholder.** Upon and following the Settlement Date (but not before), the Participant shall be the record or beneficial owner of the Shares unless and until such Shares are sold or otherwise disposed of, and, if a record owner, shall be entitled to all rights of a stockholder of the Company (including voting rights).
10. **Governing Law.** This Agreement shall be construed and interpreted in accordance with the laws of the Commonwealth of Puerto Rico applicable to contracts to be performed therein.
11. **Notice.** Every notice or other communication relating to this Agreement shall be made in writing and the notice, request or other communication shall be deemed to be received upon receipt by the party entitled thereto. Any notice, request or other communication by the Participant should be delivered to the Company's General Counsel.
12. **Miscellaneous.** This Agreement and the Plan contain the entire agreement between the parties hereto with respect to the subject matter contained herein and supersede all prior communications, representations and negotiations in respect thereto. No change, modification or waiver of any provision of this Agreement shall be valid unless in writing and signed by the parties hereto. This Agreement shall be binding upon and inure to the benefit of any successor or successors of the Company and any person or persons who shall, upon the death of the Participant, acquire any rights hereunder in accordance with this Agreement or the Plan. The terms and provisions of the Plan and the Vesting Schedule are incorporated herein by reference, and the Participant hereby acknowledges receiving a copy of the Plan. In the event of a conflict or inconsistency between the terms and provisions of the Plan and the provisions of this Agreement, the Plan shall govern and control.

By clicking "I Accept" in the checkbox below, the Participant is hereby agreeing to the terms and conditions of this Agreement as of the Date of Grant set forth above, and that he or she has read the same, including the Vesting Schedule.

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Section 4: EX-31.1 (EXHIBIT 31.1)

EXHIBIT 31.1

Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a)

I, Morgan Schuessler, certify that:

1. I have reviewed this report on Form 10-Q of EVERTEC, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 3, 2018

/s/ Morgan Schuessler

Morgan Schuessler

Chief Executive Officer

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Section 5: EX-31.2 (EXHIBIT 31.2)

EXHIBIT 31.2

Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a)

I, Peter J.S. Smith, certify that:

1. I have reviewed this report on Form 10-Q of EVERTEC, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 3, 2018

/s/ Peter J.S. Smith

Peter J.S. Smith

Chief Financial Officer

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Section 6: EX-32.1 (EXHIBIT 32.1)

EXHIBIT 32.1

**Certification Pursuant to 18 U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of EVERTEC, Inc. (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 (the "Form 10-Q") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects,

the financial condition and results of operations of the Company.

Date: May 3, 2018

/s/ Morgan Schuessler

Morgan Schuessler
Chief Executive Officer

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Section 7: EX-32.2 (EXHIBIT 32.2)

EXHIBIT 32.2

**Certification Pursuant to 18 U.S.C. 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of EVERTEC, Inc. (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 (the "Form 10-Q") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 3, 2018

/s/ Peter J.S. Smith

Peter J.S. Smith
Chief Financial Officer

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