

TrueCommerce Acquisition of DiCentral

Frequently Asked Questions

Who is TrueCommerce?

TrueCommerce is the most complete way to connect your business across the supply chain, integrating everything from EDI, to inventory management, to fulfillment, to digital storefronts and marketplaces. We've revolutionized supply chain visibility and collaboration by helping organizations make the most of their omnichannel initiatives via business P2P connectivity, order management, collaborative replenishment, intelligent fulfillment, cross-functional analytics, and product information management.

The TrueCommerce Global Commerce Network can connect businesses to over 130,000 retailers, distributors, and logistics service providers. As a fully managed services provider, we also manage new trading partner onboarding, as well as the ongoing management of partner-specific mapping, labeling changes, and communications monitoring. That's why thousands of companies—ranging from startups to the global Fortune 100, across various industries—rely on us. TrueCommerce. Do business in every direction. For more information visit www.truecommerce.com.

Who is DiCentral?

Founded in 2000, DiCentral is a leading global provider of business-to-business and application integration solutions, with over two decades of experience solving complex EDI and API challenges. As market conditions continue to fluctuate and technology is deployed to manage process changes, leading organizations rely on DiCentral's cloud-based integration platform and a global team of specialized experts to integrate and leverage data across multiple cloud and on-premises systems and applications.

Headquartered in Houston, Texas, DiCentral has 11 offices worldwide, supporting customers in more than 35 countries. DiCentral utilizes a library of integrations with ERPs and other applications to seamlessly exchange transactional data with trading partners worldwide to maximize ROI while maintaining existing data infrastructure. DiCentral's services and solutions are leveraged by many Fortune 1000 companies, processing over \$200 billion in transactions for over 30,000 organizations worldwide. For more information, visit www.DiCentral.com.

Who is Welsh, Carson, Anderson & Stowe (WCAS)?

WCAS is a leading U.S. private equity firm focused on two target industries: healthcare and technology. Since its founding in 1979, the firm's strategy has been to partner with outstanding management teams and build value for its investors through a combination of operational improvements, growth initiatives and strategic acquisitions. The firm has raised and managed funds totaling over \$27 billion of committed capital. For more information, please visit www.wcas.com.

WCAS acquired TrueCommerce in November 2020 from Accel-KKR (AKKR). AKKR remains a minority shareholder of TrueCommerce.

Who is Accel-KKR (AKKR)?

Accel-KKR is a technology-focused investment firm with over \$10 billion in capital commitments. The firm focuses on software and tech-enabled businesses, well-positioned for topline and bottom-line growth. At the core of Accel-KKR's investment strategy is a commitment to developing strong partnerships with the management teams of its portfolio companies and a focus on building value alongside management by leveraging the significant resources available through the Accel-KKR network. Accel-KKR focuses on middle-market companies and provides a broad range of capital solutions including buyout capital, minority-growth investments, and credit alternatives. Accel-KKR also invests across a wide range of transaction types including private company recapitalizations, divisional carve-outs and going-private transactions. In 2019 and 2020, Inc. named Accel-KKR to "PE 50 – The Best Private Equity Firms for Entrepreneurs," its annual list of founder-friendly private equity firms. Accel-KKR is headquartered in Menlo Park with offices in Atlanta and London. Visit www.accel-kkr.com to learn more.

Who is John Fay?

As CEO and member of the Board of Directors, John F. Fay leads the overall corporate strategy and operations for TrueCommerce. John brings extensive executive management experience and a proven track record of success in building and leading talented teams and software companies that pride themselves in innovation, customer service, and delivering value to their stakeholders. John believes that culture is critical to happy and successful organizations and strives to build companies that can execute within a culture of inclusion, innovation, transparency, and accountability.

Prior to TrueCommerce, John was the CEO of INTTRA, the world's largest logistics e-commerce network, where he successfully led a talented and diverse team to deliver new products and improved services. Prior to INTTRA, John was a Senior Managing Director at Newedge in roles including Global Head of Commodities, Currencies and Fixed Income and CEO, Americas. Before joining Newedge, John served as Co-CEO and Co-President of Instinet LLC. Earlier in his career, he worked at Goldman Sachs, Morgan Stanley Dean Witter & Co., and CW Amos & Co.

John is active in volunteer work focused on education and presently serves as President of the Board of Trustees of the Morristown-Beard School and as a member of the Board of Trustees of Gettysburg College.

Who is Todd Johnson?

As President and Chief Operating Officer, Todd Johnson leads worldwide sales and marketing, client success and operations for TrueCommerce. Prior to joining TrueCommerce, Todd was President of CommerceHub, a distributed commerce network for retailers, brands, and distributors. Earlier in his career, he was Chief Customer Officer and General Manager at Blue Yonder (formerly JDA Software), a world leader in digital supply chain and retail software solutions. During his 20-year tenure, Johnson supported and led Blue Yonder's global expansion and rapid revenue growth through a combination of acquisitions and organic growth initiatives.

Who is Thuy Mai?

With over 25 years of industry experience, Mai is responsible for DiCentral's overall management, direction, and strategy. Prior to DiCentral, he was co-founder of MainGate Corporation. He has worked for United Space Alliance, Unisys, and AT&T Bell Laboratories. Thuy Mai earned a B.S. in mathematics and computer science, and an M.S. in electrical engineering and computer science from the University of Illinois in Chicago.

Who are the members of TrueCommerce's global leadership team?

The TrueCommerce global leadership team includes John Fay, CEO; Todd Johnson, President and Chief Operating Officer; Ryan Hobbs, CFO; Ross Elliott, Co-Chief Strategy Officer; Peter Spellman, Chief Technology Officer; Andrew Porter, EVP, General Counsel & Corporate Secretary; David Grosvenor, Managing Director TrueCommerce Europe; Dan Reese, Sr. VP Customer Success; Haitham Ghadir, Sr. VP Sales & Marketing; Mike Gross, Sr. VP Customer Experience; Gregory White, Sr. VP Corporate Development. Each will be heavily involved in working with the DiCentral leadership to ensure a successful, non-disruptive integration of the businesses.

What made DiCentral attractive to TrueCommerce and WCAS?

First and foremost, TrueCommerce/WCAS are attracted to a well-run business with a vision for the future. DiCentral has a long history of year-over-year growth. We believe that we can assist in accelerating that growth through both our dynamic marketing engine and by access to our over 13,000 global network customers and 130,000 global trading partners. The DiCentral leadership team did a tremendous job of painting a vibrant picture of how the two organizations could succeed together.

TrueCommerce has grown by focusing on the needs of both retailers and their suppliers. DiCentral complements that market strategy with the addition of new integrations and services, along with expanding TrueCommerce's global footprint. TrueCommerce has been successful in bringing companies together that have great technology, but more importantly, great people.

Why would DiCentral sell to TrueCommerce?

DiCentral has experienced great growth and felt that sustaining that growth required a strong partner. TrueCommerce is a great match for providing expertise, business acumen, and complementary solutions that will create new and exciting opportunities for our customers and employees.

What will happen to the DiCentral name?

DiCentral will remain a separate brand and will become a part of the TrueCommerce family. Over the coming months, DiCentral branding will change to "DiCentral, a TrueCommerce Company."

Is there an immediate shift in strategy or market focus as a result of this transaction?

There are no immediate plans to shift DiCentral's strategy or focus. After closing, customers of both companies will greatly benefit from the enriched combined portfolio of supply chain and integration solutions to help them scale and grow their organizations and reduce overall supply chain expenditures.

Is there an immediate organizational structure change as a result of this transaction?

Effective immediately, John Fay will continue as the CEO of the combined companies and Thuy Mai will transition to Co-Chief Strategy Officer of the combined company reporting to John Fay. Todd Johnson will serve as the new CEO of DiCentral in addition to his current role as President and COO of TrueCommerce.

What is the product strategy for the DiCentral products?

The product strategy will remain intact. Upon closing, management will determine when and how to blend and extend TrueCommerce's catalog of products and technologies to DiCentral customers and vice versa. In addition, DiCentral's solutions represent a strong extension for TrueCommerce's EDI market, and planning to integrate the two platforms will start immediately after closing the transaction.