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Past Attendees Include:









































Past Conferences & Reports

- Private Equity Panel
- Buyers Panel
- Google Acquisition Strategy
- Crowdfunding M&A Impact
- Special Reports: SaaS, Mobile, Gaming, Social, Cloud, Geospatial, Security
- Special Reports: Facebook Effect, Dell, Microsoft, HP, IBM...

Merge Briefing

- 90 Minutes
- Industry Update
- Overview of the M&A Process
- Upcoming events in:
 - Oslo
 - Dallas
 - Helsinki
 - Detroit
 - Omaha
 - Montreal



- Paris
- Austin
- San Antonio
- Las Vegas
- Pittsburgh
- Memphis

Selling Up, Selling Out

- Half-Day
- Tech M&A Bootcamp
- The most attended tech executive conference in history



- Upcoming events in:
 - Stockholm
 - Chicago
 - Berlin
 - Minneapolis
 - Nashville

- Copenhagen
- Calgary
- Sacramento
- Cleveland
- Bellevue

8 Stages for an **Optimal Outcome**



Typical Negotiation Flow



AVOIDING THE DEAL DISASTERS

Upcoming Conference Schedule

Selling Up Selling Out (SUSO) - Ready to go to market? During this half-day workshop, learn to prepare, position, research, value, negotiate, and execute due diligence for maximum price and structure. This is the most attended Tech M&A event ever – participants have done over \$1 trillion in transaction value.

Merge Briefing (MB) - The Merge Briefing is a 90-minute executive briefing providing a current M&A market update (trends, valuations, etc.), as well as a brief overview of the Tech M&A process: "8 Steps To An Optimal Outcome."

Mar. 25:	Stockhol	lm – SUSO
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Mar. 26: Oslo – MB

Mar. 27: Helsinki – MB

Mar. 27: Dallas – MB

Apr. 2: Chicago – SUSO

Apr. 3: **Detroit** – MB

Apr. 8: Montreal – MB

Apr. 8: Omaha – MB

Apr. 8: Berlin – SUSO

Apr. 10: Paris – MB

Apr. 22: Minneapolis – SUSO

Apr. 22: Austin – MB

Apr. 23: San Antonio – MB

Apr. 24: Las Vegas – MB

Apr. 24: Pittsburgh – MB

Apr. 30: **Memphis** – MB

May 1: Nashville – SUSO

May 15: Vancouver – MB

Logistics

- Ask questions for Q&A session
 - Use Q&A window on right side
 - Submit to queue at any time
 - Ask "all panelists" see "ask" option above text-entry box
- This event is being recorded
 - Rebroadcast May 20, 12:30am PT, and 8:00am PT
 - See "Conferences and Events" at MergersAndAcquisitions.webex.com

Global Tech M&A Monthly Top 10 Tech Trends

Moderator



Nat Burgess
President
Corum Group Ltd.

Nat joined Corum in 1996 and brings a diverse background in technology M&A and law. While with the Enforcement Division of the U.S. Securities and Exchange Commission, Nat helped identify and build cases against securities fraud schemes. With the Strategic Development Division of Morgan Stanley's M&A group, Nat worked on cross-border acquisitions of U.S. and European companies by Japanese firms, and on financings by large Japanese public companies. Nat moved to Morgan Stanley's Tokyo office, where he reported directly to the President of Morgan Stanley, Japan Ltd. and focused exclusively on cross-border M&A.

After Morgan Stanley, Nat co-founded Postcard Software, a creator of advertiser-driven bilingual (English and Japanese) Internet content. At Activision, Nat led the company's on-line business development.

Nat earned an undergraduate degree in Japanese literature from Yale College and a law degree from UCLA. While in law school, Nat wrote articles for the International Forum at Yale, Tokyo Journal.

Agenda

- Welcome
- "Heartland" Report
- Conference Report RSA
- Conference Report Mobile World Congress
- Research Report
- Corum's Top 10 Tech Trends
- Closing Thoughts
- Q&A

"Heartland" Report



Ed Ossie Regional Director Corum Group

Ed has over 30 years of international experience serving high-growth technology companies and has spent the last 20 years in chief operating and chief executive roles. During this time, Ed has become known for his ability to design, build and execute multi-year growth strategies with a highly engaged team.

Ed served as President of Innovation Group PLC, and prior to that led the sale of MTW Corporation to Innovation Group as MTW CEO. Both companies are in the insurance software and business process services segments. Prior to that he was Division Manager and Vice President for the Texas Instruments Software Group, which grew from startup to 1300 people in 5 years.

Ed graduated with a Bachelor of Science degree from Missouri State University and attended select Executive Programs at Stanford Graduate School of Business.

Conference Report - RSA



Nat Burgess President Corum Group Ltd.

RSACONFERENCE | Where The World Talks Security



Conference Report - MWC



Dougan Milne VP, International Business Development Corum Group Ltd.



Dougan is currently Vice President of International Business Development, based in Barcelona, with the Corum Group International. Previously, he spent 3 years working out of Corum's European headquarters in Zürich, Switzerland and 3 years running Corum's research division from their Global HQ in Seattle. Prior to joining Corum's team in 2005, Dougan spent 3 years in the banking industry with Bank of America, and Citigroup's Private Wealth business unit.

Before entering finance and investment banking, Dougan successfully founded two companies, Billions and Modo Marketing. He earned his advanced degree – Diplôme de Métiers du Vin et Management – in 2013 (France), and holds a BA in Business Economics from the University of San Diego.

Corum Research Report



Elon Gasper Vice President, Director of Research

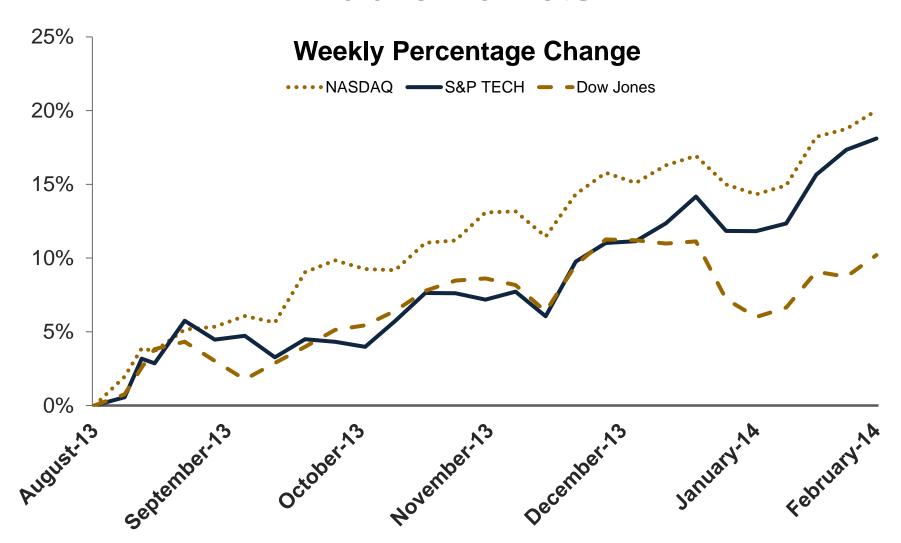


Amber Stoner Senior Analyst



Erin Sanchez Analyst

Public Markets



Historic Bull Market Runs

	Start	End	Years
Current	Mar. 9, 2009	?	5.0 +
70s Inflation	Oct. 3, 1974	Nov. 28, 1980	6.2
Postwar Boom	Jun. 13, 1949	Aug. 2, 1956	7.1
Dotcom Bubble	Oct. 11, 1990	Mar. 24, 2000	9.5





Corum Index

	Feb. 2013	Feb. 2014
# of Transactions	251	234
# of Mega Deals	3	1
Largest Deal	\$24.8B	\$19B
Private Equity Deals	7	9
# VC backed Exits	57	48
% Cross Border Transactions	31%	32%
% of Startup Acquisitions	13%	12%
Average Life of Target	13	13

Buyer	Seller	Price
Facebook	WhatsApp	\$19B

Corum Index

Buyer	Seller	Price
Facebook	WhatsApp	\$19B







Sector: Mobility

Target: WhatsApp Inc. **Acquirer:** Facebook

Transaction Value: \$19 Billion

- Mobile messaging applications that enables users to send and receive group messages, photos and videos and share their locations.
- Over 450 million monthly users.



Public Valuation Multiples



Feb. 2014

Corum Analysis





3.8x

Still highest of all six sectors and near multi-year highs.





20.3x

Strong increase, up almost a point from December.



Deal Spotlight







Sector: ERP

Target: Identified, Inc. Acquirer: Workday, Inc.

Transaction Value: Reported at \$15 million

- Enables aggregation of social network profile and posting information for recruiters to discover potential job candidates.
- Strengthens Workdays' predictive analytics technology.



Deal Spotlight







Sector: HR

Target: Bright Media Corporation

Acquirer: LinkedIn

Transaction Value: \$120 million

- Leverages data insights and matching technology to connect prospects and employers.
- Should help LinkedIn boost the quality of its job-listing service, which accounted for less than one-fifth of its revenue last quarter.



Deal Spotlight







Sector: CRM

Target: legodo ag [Germany]
Acquirer: Actuate Corporation
Transaction Value: Undisclosed

- Communications software that integrates with native CRM and ERP systems for SAP, Oracle Siebel, Salesforce and Sugar CRM.
- Extends CCM offering into the interactive customer correspondence space.
- Tuck-in that builds off of its 2009 pickup of customer-communications management vendor Xenos.



Deal Spotlight







Sector: CRM

Target: LeadRocket

Acquirer: Callidus Software **Transaction Value:** \$3 million

- Social networking-based sales lead generation and management SaaS.
- Users can track social posts and monitor conversations across LinkedIn,
 Twitter, Facebook and import and email prospective clients discovered.



Public Valuation Multiples

Since Q4

Feb. 2014

Corum Analysis

EV Sales



2.3x

Pure-play and infrastructure build-out still keeping multiple near multi-year highs.





14.9x

Significant bounce from last month, topping numbers from all of last year.



Deal Spotlights: Mobility









Target: Wander Acquirer: Yahoo!

Transaction Value: \$10M+ (per TechCrunch)

- Mobile application enabling iOS device users to capture photos and GIFs of daily events and share them with friends.
- Publishers of the "Days" diary app, joining Yahoo's Mobile and Emerging Products team.



EB

profitability.



Deal Spotlights: Advertising Platforms

BANNERCONNECT





'SiS

Target: Bannerconnect [Holland] **Acquirer:** WPP Group [UK]

 Operates digital advertising exchange and provides IT infrastructure and related services for Web publishers, advertisers and media agencies.









Target: Connexity
Acquirer: Shopzilla

- Media buying advertising network with integrated social networking and recommendation engine features.





Sale







Target: Mobigirl Media

Acquirer: SuperAwesome [UK]

Mobile advertising network targeted at teenage and adolescent girls.





Deal Spotlight







Sector: Online Retail

Target: Lefeng.com [China]

Acquirer: Vipshop Holdings Limited [China]

Transaction Value: \$132.5 million

- Retail website specialized in selling cosmetics and fashion products in China.
- In connection, Vipshop entered into framework supply agreement with PRC affiliates of Lefeng and Ovation.



Deal Spotlight







Sector: Online Retail

Target: Coastal Contacts, Inc. [Canada] **Acquirer:** Essilor International SA [France]

Transaction Value: \$388.4 million

- Valued at 1.8x revenue.
- Implied value of \$74 per customer.
- Online retailer of contact lenses, eyeglasses, sunglasses and related vision care products.



Public Valuation Multiples



Feb. 2014

2.8x

Corum Analysis

Movement to SaaS helps maintain strength.





13.7x

Quick recovery from January drop, still slightly down from December.



Deal Spotlight







Sector: Legal Software

Target: Third Coast Holdings, owner of Datacert **Acquirer:** Wolters Kluwer Corporate Legal Services

Transaction Value: \$180 million

- Acquired remaining 62% of the company.
- ERP and case management software, SaaS and services that includes cost analysis management and GRC software.
- Joins Wolters Kluwer's Tymetrix, another leader in the Enterprise Legal Management space.



Deal Spotlight







Sector: Financial Services
Target: IND Group [Hungary]
Acquirer: Misys PLC [UK]

Transaction Value: Undisclosed

- White-label online and mobile banking, personal finance management and online payments software and applications.
- Acquisition builds on previous partnership with IND whose solutions are preintegrated with Misys BankFusion.



Deal Spotlights









Target: BlueKite Ltd [UK]

Acquirer: Xoom

Transaction Value: \$15.1 million

Robust technology platform for cross-border bill payments and mobile phone top ups.







Budget Center Inc.

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Target: Vericard [Canada]
Acquirer: Budget Center Inc.
Transaction Value: \$2.1 million

 Owner of CardVerify.net, an operational web-based service that protects online businesses and customers from credit card fraud.





Deal Spotlight







First American

Sector: Financial Services

Target: Interthinx

Acquirer: First American Financial Corporation

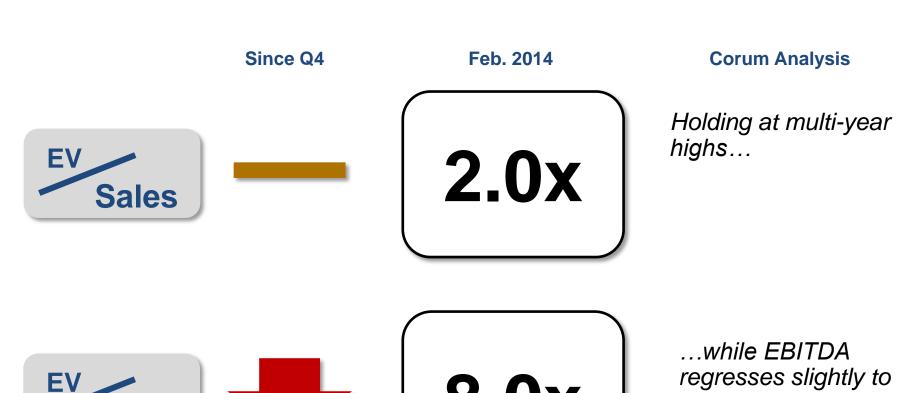
Transaction Value: \$155 million

- Loan mortgage quality and fraud detection analytics software that uses public, private and proprietary data to detect fraud risk in loan applications.
- Provides them with a start to finish solution for real estate transactions.



Consumer Application Software Market

Public Valuation Multiples



late Q3:13 numbers.



Consumer Application Software Market

Deal Spotlight









Sector: Mobility

Target: Viber Media [Cyprus]
Acquirer: Rakuten, Inc. [Japan]
Transaction Value: \$900 million

- Sold at a multiple of 593.7x revenue.
- Messaging application enabling users to send and receive free text messages, VOIP calls and send photos and videos to other Viber users.
- Strengthen its global platform through the use of Viber's range of customers in the Company's E-Commerce and digital contents services.





Consumer Application Software Market

Deal Spotlight







Sector: Enterprise Networking **Target:** PokeTALK [Canada]

Acquirer: Voxox Inc.

Transaction Value: Undisclosed

- Service enables consumers to make low-cost international calls leveraging features such as VoIP, callback, desktop contact synch and others.
- Inherits more than 600,000 registered users of the PokeTALK Service.



IT Services Market

Public Valuation Multiples

Since Q4

Feb. 2014

Corum Analysis

EV Sales



0.70x

Builds on two year high set last month.





9.7x

Holding to trend started Q3 2013.



IT Services Market

Deal Spotlights









Target: Avaya Government Solutions

Acquirer: Camber Corporation
Transaction Value: \$100 million

- IT consulting and network engineering services for US government agencies.

ForwardThink Group Inc.







Target: ForwardThink Group **Acquirer:** Perficient, Inc.

Transaction Value: \$46 million

 Technology consulting/software development services, focusing on BPM, CRM, BI and compliance and risk management.





Infrastructure Software Market

Public Valuation Multiples

Since Q4



Feb. 2014

2.3x

Corum Analysis

Drops to November numbers while cloud infrastructure matures.



12.7x

Regressing to H2 2013 average as profits valued and combined with growth in compelling areas such as information security.



Infrastructure Software Market

Deal Spotlights





SOPHOS



Sector: Security

Target: Cyberoam Technologies [India]

Acquirer: Sophos Plc [UK]
Transaction Value: \$80 million

UTM and firewall appliance vendor.









Sector: Security

Target: Espion International (IP Assets)

Acquirer: VersAi

Transaction Value: Undisclosed

- Self-signature-creating artificial intelligence algorithm intellectual property and distribution rights.



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Infrastructure Software Market

Deal Spotlights: Security







sis



Target: Tomium Software
Transaction Value: \$8 million

Streaming mainframe security software for use with DB2 and IMS databases.

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Target: Skyfence Networks [Israel]
Transaction Value: \$60 million

- Security software for public cloud applications.

tio

st Q3

EV







hold

Target: Incapsula

Transaction Value: Undisclosed

Acquired remaining shares of Incapsula, which was spun out of Imperva a little over 4 years ago.

CORUM

Corum Research Report



Elon Gasper Vice President, Director of Research



Amber Stoner Senior Analyst



Erin Sanchez Analyst





Mobilization



Enmeshed Systems



Advanced Manufacturing



Digital Force Multipliers



Information Security



Omni-Channel Marketing



Data-Connected Networks



Online Exchanges



Digital Currency Flow



Internet of Things



CONNECT,



Omni-Channel Marketing



Data-Connected Networks



Online Exchanges



Digital Currency Flow



Internet of Things



#1: Mobilization

Transition from Desktop to Mobile

- Mobile Internet users outnumber desktop users.
- Corporate IT departments focusing on improving business processes with mobility.
- Technologies enabling the transition are in high demand.
- Mobile front-ends, client/cloud apps, responsive web apps, development & testing environments.







#1: Mobilization

Transition from Desktop to Mobile







Target: StackMob, Inc. **Acquirer:** PayPal, Inc.

Transaction Value: Undisclosed

- Mobile application development SaaS, application deployment, analytics and management software and application hosting.
- Will make it easier for developers to create seamless payment solutions that span online, mobile, and in-store experiences.





#1: Mobilization

Transition from Desktop to Mobile

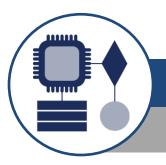






Target: Antenna Software, Inc.
Acquirer: Pegasystems, Inc.
Transaction Value: \$27.7 million

- Deal valued at 1.2x revenue.
- Application development, distribution PaaS, mobile application testing and monitoring, security, mobile application management and CRM software.



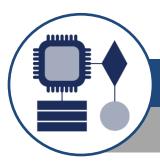
#2: Enmeshed Systems

Blurring the Lines between Software & Hardware

- The line between software and hardware continues to blur.
- Beyond "embedded" systems those so enmeshed that it is hard to tell where one ends and the other begins.
- Can be seen in consumer devices, the sensors making up the Internet of Things, the next-generation electronics in aircraft, automobiles and the overall industrial Internet.







#2: Enmeshed Systems

Blurring the Lines between Software & Hardware







Target: Esterel Technologies [France]

Acquirer: ANSYS, Inc.

Transaction Value: \$5 million, 2.7x revenue

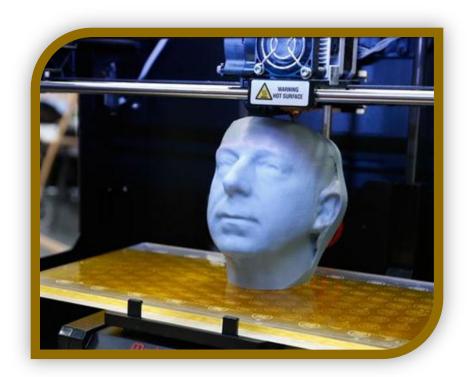
- Embedded software development and verification software for the aerospace, defense, transportation, industrial and nuclear energy sectors.
- Extends ANSYS Simulation Driven Product Development vision to encompass both hardware and software systems.



#3: Advanced Manufacturing

Modernizing Industries with Tomorrow's Technology

- Manufacturing has lagged, often offshoring rather than innovating
- Today, leapfrogging the past generation of technology
- Advances include: analytics, robotics, high performance computing, connected control systems, advanced ERP, 3D printing and more.







#3: Advanced Manufacturing

Modernizing Industries with Tomorrow's Technology











Target: Albat + Wirsam Software AG Group

Acquirer: Friedman Operating Group **Transaction Value:** \$22.9 million

- ERP software for glass manufacturers that features product management, sales and inventory management, order processing, invoicing, BI and CAD.
- Furthers presence in the glass, fenestration, and building-products industries.



#3: Advanced Manufacturing

Modernizing Industries with Tomorrow's Technology







Target: Airstone Labs **Acquirer:** Autodesk, Inc.

Transaction Value: Undisclosed

- CAD and object modeling SaaS that enables businesses to create designs that can be printed on 3D printers.
- Helps broaden the popular Autodesk 123D family of apps and helps revive the Tinkercad service and community.



#4: Digital Force Multipliers

In-House Tools Transform Traditional Firms into Tech Firms

- Low software development costs let traditional firms build powerful in-house platforms.
- Digitally-enhanced hybrid companies get significant competitive advantages.
- Cuts out traditional dev shops, but opens M&A opportunity for traditional firms to buy their way in.





#5: Information Security

Building Barriers in an Age of Blurred Lines

- Other trends about knocking down walls—increasing demand to build some walls stronger.
- Encompasses both enterprise and consumer privacy, security, anonymity, encryption, identity management, etc.
- NSA/RSA scandal opens door for point solutions and more diverse standards.





Mobilization



Enmeshed Systems



Advanced Manufacturing



Digital Force Multipliers



Information Security



Omni-Channel Marketing



Data-Connected Networks



Online Exchanges



Digital Currency Flow



Internet of Things



#6: Omni-Channel Marketing

Consistent Messaging Across Channels

- Consumers are becoming more informed and more savvy.
- Retailers must better understand behavior patterns, deliver messages across channels, and drive purchasing.
- Real-time analytics, marketing and sales/payments are key.
- Encompasses not just advertising and websites, but physical locations, social media, events, and much more.







#6: Omni-Channel Marketing

Consistent Messaging Across Channels

RapidBlue





Target: RapidBlue Solutions Oy [Finland]

Acquirer: ShopperTrak

Transaction Value: Undisclosed

- Provides a European research and development center that can customize its applications for Europe and the Middle East.
- Uses radio frequency technology to collect shopper movement information and transforms data into information and insights that retailers can use.





#7: Data-Connected Networks (DCNs)

Actionable Opportunities Enabled by Customer Data

- The SaaS model enables firms across all sectors to provide their customers with powerful tools simply and affordably.
- Firms can track the way their customers are using tools, analyze that data, glean insights about the markets they serve, and then offer actionable opportunities to customers.





#8: Online Exchanges

Connecting Creators & Consumers

- Connecting those who need something with those who have it in real time.
- Previously, disintermediators like Expedia, iTunes, etc. Today, building new kinds of connections.
- Real-life Examples:
 - Demographically parsed survey data
 - Qualified, filtered higher ed candidates
 - Medical referrals







#8: Online Exchanges

Connecting Creators & Consumers

2014 World Tech M&A Report

MERGERS & ACQUISITIONS
www.corumgroup.com

Available for download after registration at www.CorumGroup.com

The Internet is an exchange need something can connect in people who have that thing. Co

The Internet is an exchange need something can connect in people who have that thing. Con The Internet was once content varietient way to connect content consumers. Google built one of most valuable companies by I find what they are looking for

PRESIDENT

We are at the start of a revo

new companies to successful V

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#9: Digital Currency Flow

Decreasing Friction in Payments & Exchange

- Currency flow has moving towards fewer barriers and less friction on transactions.
- Examples include digital currencies, mobile wallets, crowdfunding, lightweight payment systems, online game and social network currencies & more.
- Software & systems that improve upon or harness this flow have significant potential.





#10: Internet of Things

Software, Communications, Platforms & Analytics

- Enterprise assets, industrial processes, consumer items & more.
- 26 billion units by 2020, revenue exceeding \$300B.
- Each of the "Things" needs software, communication services, platforms, data analytics, etc.







#10: Internet of Things

Software, Communications, Platforms & Analytics







BOSCH Invented for life

Target: inubit AG [Germany]

Acquirer: Bosch Software Innovations GmbH [Germany]

Transaction Value: Undisclosed

- Business process management and modeling software.
- Will offer combined products for Business Process Management BPM, Business Rules Management, Business Data Management, and Infrastructure Management.





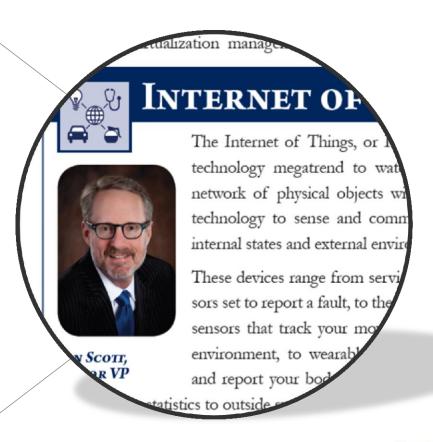
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After the Deal – Celebration



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