

Tech M&A Monthly

Starts in 2 minutes

CORUM Tech M&A Monthly

Software Bidding Wars

12 Tips to Negotiate a Maximum Deal



with a special report: Identifying Tech Buyers in 2021



We welcome your questions!

Email questions to info@corumgroup.com

This event is being recorded

On demand webcast will be available at www.corumgroup.com

Merge Briefing



MERGE BRIEFING

- 90 Minutes
- Industry Update
- Overview of the M&A Process



Selling Up, Selling Out





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









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

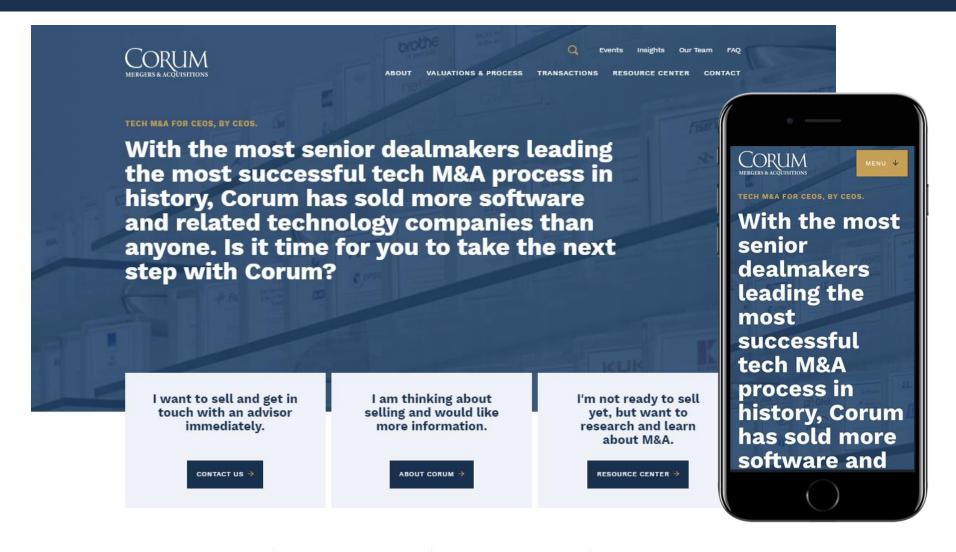
MERGE BRIEFING



- 90 Minutes
- Industry Update
- Overview of the M&A Process

CorumGroup.com







World Tech M&A Leaders





Focus—sell side, technology only

Detailed, professional, global process

Team approach, senior dealmakers

World Technology Council

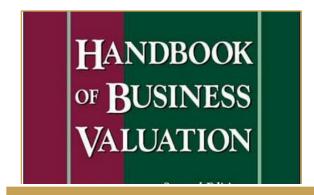
SOLD MORE SOFTWARE-RELATED FIRMS THAN ANYONE

World Tech M&A Leaders





Research

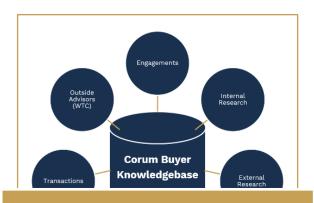


Valuation

JEFFREY D. JONES



Education



Database

World Tech M&A Leaders





The definitive tech M&A education

- Since 1990, the most attended executive conference in technology history
- More events hosted than all other competitive conferences combined
- Over \$2 trillion in transaction value by attendees – buyers and sellers



8 Stages for an Optimal Outcome



Past Attendees Include













































Tech M&A Monthly

Starts in 1 minutes

CORUM Tech M&A Monthly

Software Bidding Wars

12 Tips to Negotiate a Maximum Deal



with a special report: Identifying Tech Buyers in 2021



RIELLY MILNE, VICE PRESIDENT, MARKETING, CORUM GROUP LTD.



- Rielly manages and oversees the production of Corum's webcasts and online events in coordination with the World Financial Symposiums.
- He brings media production experience from technology reviews, hospitality promotion, sporting event live streaming, and travel content.
- Prior to joining Corum in 2019, he was a coxswain for the U.S. Men's Rowing Team in Oakland, CA during their preparations and trials for the 2020 Tokyo Olympics.
- Rielly holds a bachelor's degree from the University of Washington in Communication.



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Agenda



Welcome

Deal Report

Field Report

Special Announcement: Mid-Year Report

Identifying Tech Buyers in 2021

Global Tech M&A Research Report

Special Report: 12 Tips to Negotiate Maximum Value

Closing

Deal Reports



JON SCOTT, CHAIRMAN, CORUM GROUP Intl. S.á.r.l.



- Executive leader with 30+ years of expertise in serving high technology companies.
- President and CEO of The PowerTech Group.
- President and CEO of Microserv Technology Services.
- President and COO of Traveling Software.
- Vice president roles in sales, marketing and business development for technology companies.
- Background includes strong ability to successfully integrate strategies and tactics into well executed operating plans, building strong teams and achieving excellent results.
- Holds a BA in business from San Francisco State University.

Deal Reports





Quik. provides an end-toend SaaS solution for digital multi-point inspections, video, parts pricing and availability, customer communications, and online payments that fully integrates with existing dealership management systems.

Growth and Exit Strategies

For Software & IT Companies:



WFS **Barbara Momboeuf**

International Director





Tech Growth & Exits CANADA





Buyers







Tech Trends



Sellers



Growth and Exit Strategies

For Software & IT Companies:



https://wfs.com/conferences

- Discuss what's happening in the Tech M&A World
- Hear stories of successful exits
- Get advice from investors, buyers, and other tech CEOs





HEIDI OWEN, EVP, MARKETING, CORUM GROUP LTD.



- Heidi leads the Corum marketing team and is responsible for panning, developing, and implementing Corum's marketing strategy and public relations activities
- Previously Heidi worked for The Column Group, a venture capital firm dedicated to developing biotechnology companies and as the Marketing Manager for Maverick International, a manufacturer of payment processing systems and software
- Heidi earned a Bachelor of Arts degree in Psychology from Western Washington University

Special Announcement: Mid-Year Report



Join us on July 8th for Corum's Tech M&A Monthly webcast

Register at:

https://www.corumgroup.com/events

CORUM Identifying Tech Buyers 2021



TIM GODDARD, EVP, CORPORATE STRATEGIES, CORUM GROUP LTD.



- Oversees Corum's global marketing efforts including extensive conference schedule, "Selling Up, Selling Out," the "Merge Briefing," the "Tech M&A Monthly webcast" and Corum's platinum sponsorship of the World Financial Symposium's live events and Tech Market Spotlight series.
- Served as marketing and product manager for GIS software startup Depiction, Inc., and previously worked in marketing for VizX Labs, a pioneering SaaS startup delivering DNA analysis tools.
- Worked for a US Senate campaign and taught science in Rio de Janeiro.
- Graduated Magna Cum Laude from Bethel University in St. Paul, Minnesota, with degrees in History and Biology.

Identifying Tech Buyers in 2021



Strategic Buyers



Financial Buyers



Identifying Tech Buyers in 2021





- Buy-and-hold "accumulators"
 - Largest acquirers by volume
 - Often value buyers
- Special Purpose Acquisition Companies (SPACs)
 - Alternate path to public markets
 - Doing both large deals and rollups
- Search Funds
 - Single operating investor seeking one company to buy and run
 - Active bidders—seldom the highest
- Family Offices
 - Investment group run for one or two individual or families
 - Diverse, flexible strategies and approaches
- Non-tech Companies
 - Often become technology companies through acquisition
 - Can require careful approach and special handling

Contact Information





Timothy Goddard, EVP Corp. Strat.

Seattle, WA

Email: <u>timothy.g@corumgroup.com</u>

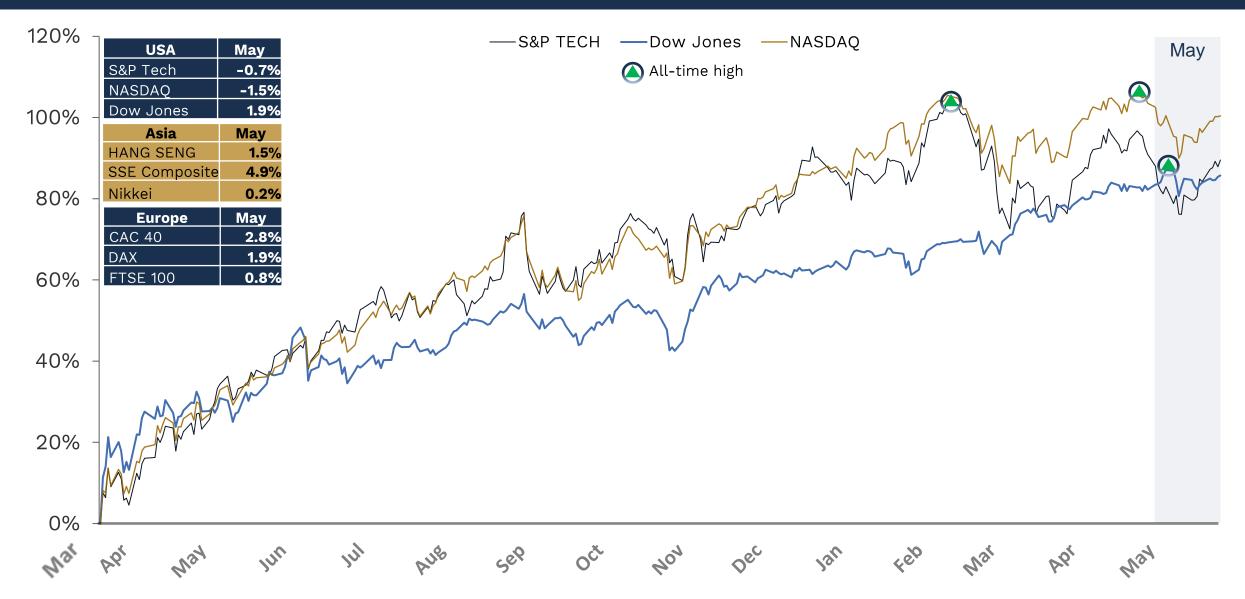
Office: +1 425-455-8281 Mobile: +1 425-455-8281



Public Markets Mar 2020-May 2021

% CHANGE





Corum Index TECH M&A



May 2020 May 2021 24% **Transactions** 239 296 **Market Mega Deals** 8 **Largest Deal** \$5.3B **May 2020 May 2021 Private Equity** 48% 29 15 **Platform Deals Pipeline** 70% **VC-Backed Exits 53** 90 **SPACs** 13 **May 2020 May 2021 Cross Border** 76% 41% **Transactions Attributes** 24% **Start-Up Acquisitions** 28% **Average Life of Target** 14 yrs 13 yrs



Industrial Automation







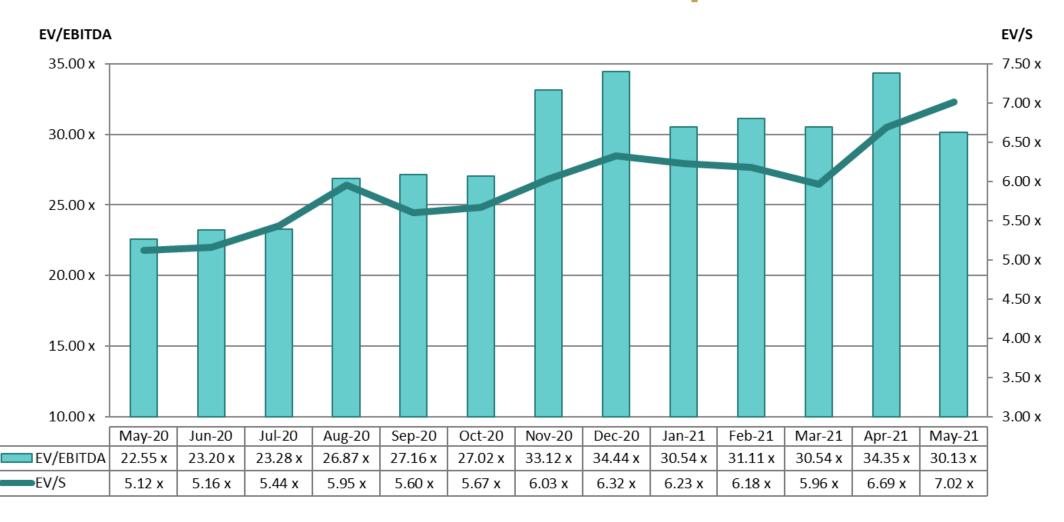
Seller: Bright Machines [USA]

Acquirer: SCVX [USA] **Transaction Value: \$1.6B**

- Industrial intelligent software & adaptive hardware
- Accelerates growth and development of new software



Public Valuation Multiples







Subsector	Sales	EBITDA	Examples		
Business Intelligence	▼ 7.98x	▼ 30.13x	MicroStrategy	NICE ®	splunk>
Marketing	▼4.82 x	▼32.48 x	Live Ramp	AllianceData.	HubSpot
ERP	▲ 7.02x	▼24.69 x	ORACLE"	PEGA	SAP
Human Resources	-7.48x	▲ 26.15x	€ ornerstone	PAYCHEX° Payroll • HR • Retirement • Insurance	workday.
SCM	—11.36x	▼ 44.22x	@aspen tech	DESC RTES	Manhattan Associates.
Payments	-6.27x	▼ 42.18x	UNIVERSAL PAYMENTS	P PayPal	Square
Other	▼ 6.40x	▼ 29.61x	NUANCE	opentext*	salesforce

2021 Mega Deals (Jan-May)





Seller: BluJay Solutions [Francisco Partners] [United Kingdom]

Acquirer: E2open Parent Holdings [USA]

Transaction Value: \$1.8B - SCM software & SaaS

Innovyze A AUTODESK. \$1.0B

tastytrade \$1.0B

BitGo GALAXY \$1.2B

THERAPYBRANDS KKR \$1.2B

uplight Schneider \$1.5B

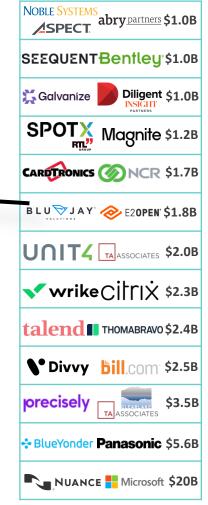
aes HUCK

INTERIOR Blackstone \$1.6B

Nic tyler \$2.3B

Broadridge \$2.5B

ProQuest. Clarivate \$5.3B



verizon APOLLO \$5.0B

\$6.1B







CHANGE OPTUM \$7.9B
HEALTHCARE

PRA
Health
Sciences

PRA
Health
Sciences

CoreLogic NSIGHT

CAL HORIZON

\$6.0B

\$6.8B

\$24B

\$38B

\$43B

\$46B

2021 Mega Deals (Jan-May)









abry partners

Seller: Noble Systems/Aspect Software [Vector Capital] [USA]

Acquirer: ABRY Partners [USA] **Transaction Value:** \$1.0B

- Call center software/Customer service management SaaS

verizon APOLLO \$5.0B



CAPCO wipro \$1.5B

CEDACRI ON \$1.7B

Mphasis
The Next Applied Blackstone \$2.8B

Perspecta Person \$4.1B

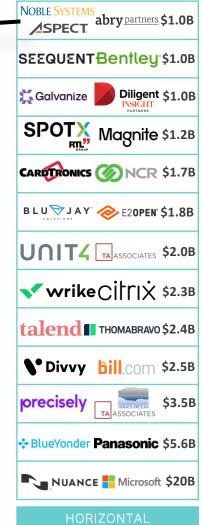
CLAPTON \$4.1B

COLS CUNIVERSAL \$5.3B

GlobalLogic HITACHI \$8.5B







CONSUMER

\$24B

\$38B

\$43B

\$46B

2021 Mega Deals (Jan-May)









Seller: Divvy Pay [USA] Acquirer: Bill.com [USA]

Transaction Value: \$2.5B and 25x EV/Sales

- Expense management SaaS

\$1.5B CEDACRI : 0 N \$1.7B Mphasis \$2.8B perspecta Peraton \$4.1B UNIVERSAL \$5.3B THOMABRAVO \$1.4B turbonomic boomi \$4.0B McAfee STG STANDORY \$4.0B auth0 okta \$6.5B TELEDYNE TECHNOLOGIES \$8.0B proofpoint. THOMABRAVO \$12B INFRASTRUCTURE

Innovyze A AUTODESK \$1.0B √ tastytrade[.] \$1.0B BitGo GALAXY \$1.2B THERAPYBRANDS KKR \$1.2B uplight Schneider \$1.5B ERIOR Blackstone \$1.6B er \$2.3B TIVITI Broadridge \$2.5b ProQuest. Clarivate \$5.3B CoreLogic NSIGHT \$6.0B CHANGE OPTUM \$7.9B PRA
Health
Sciences
PRA
Health
Sciences

NOBLE SYSTEMS abry partners \$1.0B SEEQUENTBentley \$1.0B Diligent \$1.0B 🂢 Galvanize SPOTX Magnite \$1.28 CAROTRONICS (NCR \$1.7B BLU JAY E20PEN \$1.8B UNIT4 TA ASSOCIATES \$2.0B **√wrike**Ci¦ri× \$2.3B talend THOMABRAVO \$2.4B Divvy bill.com \$2.5B precisely TA ASSOCIATES \$3.5B BlueYonder Panasonic \$5.6B NUANCE Microsoft \$20B

Uber \$1.18 APOLLO \$5.0B

HYPERCONNECT matchgroup \$1.7B \$2.4B gamesys Bally \$2.7B

IT SERVICES

\$24B

GlobalLogic HITACHI \$8.5B

\$38B

\$43B

\$46B

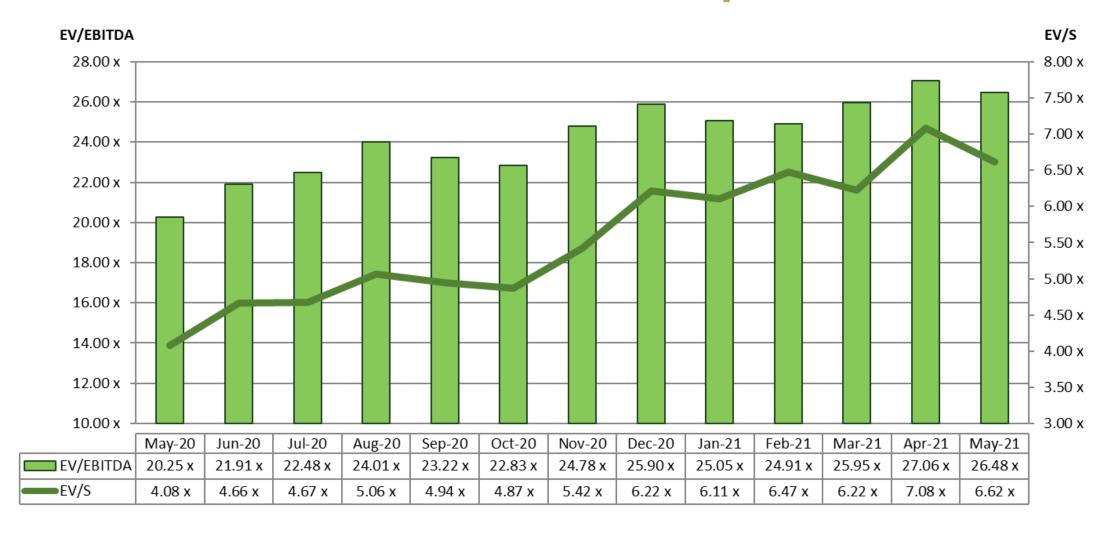
\$6.1B

\$6.8B





Public Valuation Multiples







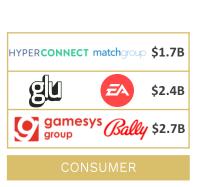
Subsector	Sales	EBITDA		Examples		
A/E/C	—11.98x	▼ 49.02x	AUTODESK.	DASSAULT SYSTEMES	SYNOPSYS°	
Automotive	- 4.71x	— 23.73x	Autotrader 😩	BitAuto易车	• CDK • Global.	
Energy & Environment	▲ 3.62x	▲27.83x	IHS Markit	Itron	xylem	
Financial Services	— 7.05х	-24.07x	Broadridge	E is	fiserv.	
Government	— 1.80x	— 13.78x	NORTHROP GRUMMAN	Raytheon	* tyler technologies	
Healthcare	— 3.19х	-28.27x	Allscripts	HealthCatalyst	Cerner	
Real Estate	₹ 6.35x	▲ 47.45x	CoreLogic [°]	CoStar Group	Zillow °	
Other	— 7.26x	-28.88x	amadeus®	Rockwell Automation	Sabre.	

2021 Mega Deals (Jan-May)





- Online research content









\$6.1B

Uber \$1.18

APOLLO \$5.0B

\$6.8B

\$24B

\$38B

\$43B

Innovyze A AUTODESK \$1.0B

\$46B

2021 Mega Deals (Jan-May)





BitGo SOLD TO GALAXY

Seller: BitGo [USA]

Acquirer: Galaxy Digital Holdings [USA]

Transaction Value: \$1.2B

- Cryptocurrency transaction processing services

Uber \$1.18 APOLLO \$5.0B











\$6.1B \$6.8B \$24B

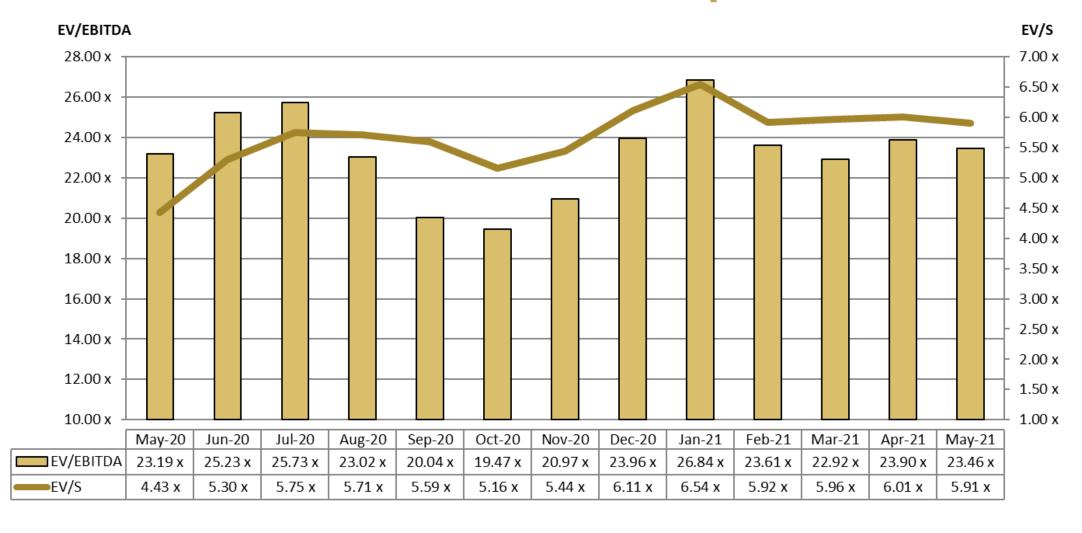
\$38B

\$43B

\$46B



Public Valuation Multiples





Other

▲ 8.04x **▼** 32.47x



NETFLIX Spotify



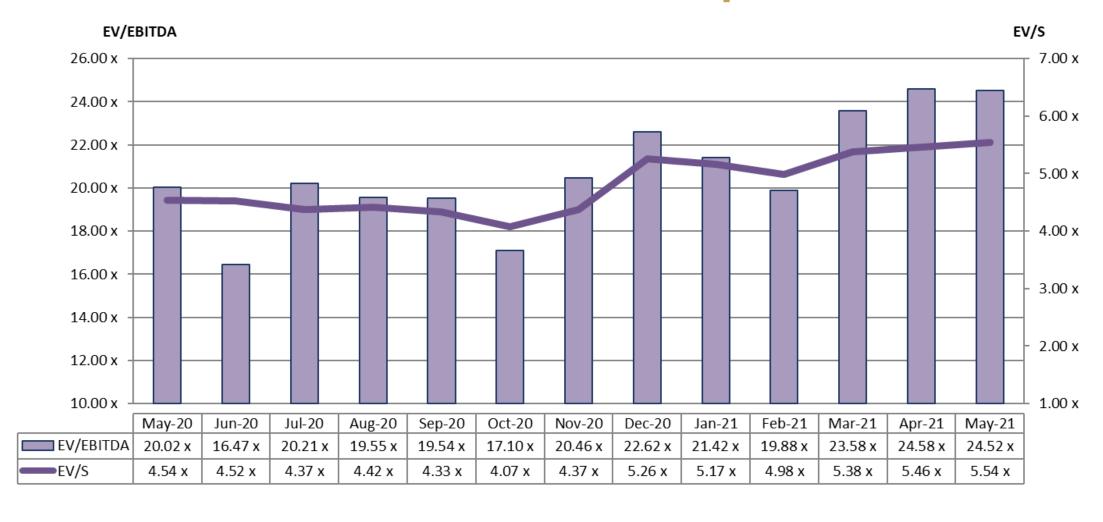


Videogames

Seller	Acquirer	Description
POWNPOUR	oculus facebook	VR videogame developer
EXPLICATION SONY	GAME TACO CASH POWERED TOURNAMENTS Platinum Equity	Web-based competitive gaming
FAN HUB	Genius SPORTS	Free-to-play game software
HitPoint	PENN NATIONAL GAMING, INC.	Video games developer
LUCKYPOINT	PENN NATIONAL GAMING, INC.	Casino games developer



Public Valuation Multiples





	SOFTWARE	VALUATION
Su	bsector	Sales

EBITDA

Examples

Application Lifecycle

-5.55x

-11.77x

A ATLASSIAN



Endpoint

▼ 5.53x

- 3.82x

7 24.93x

citrix

Opera

Network Management

▲ 17.40x







Security

-9.03x-27.79x **paloalto**

Check Point



Storage & Hosting

▲ 4.33x ▲ 45.10x

COMMVAULT (

NetApp

Other

▲ 17.82x



9 software AG

2021 Mega Deals (Jan-May)





Seller: Boomi [Dell Technologies] [USA]

Acquirer: Francisco Partners Management/TPG Capital [USA]

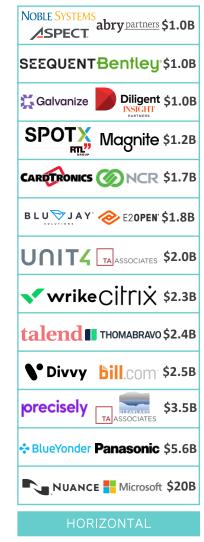
Transaction Value: \$4.0B

- Application integration SaaS









verizon APOLLO \$5.0B

\$2.4B

Samesys Bally \$2.7B

CONSUMER

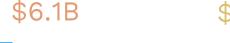
\$6.8B

\$24B

\$38B

\$43B

\$46B





Public Valuation Multiples





Subsector

Sales

EBITDA

Examples

Diversified Internet

▲ 5.75x **-25.88**x



eCommerce

▲ 3.32x **—**34.69x





Social Network

▼ 5.85x **▼**18.08x

FACEBOOK



Travel & Leisure

▼11.42x ▼63.40x ↑ JUST EAT Takeaway.com ♠ Expedia®











E-Commerce





Seller: Happy Returns [USA]

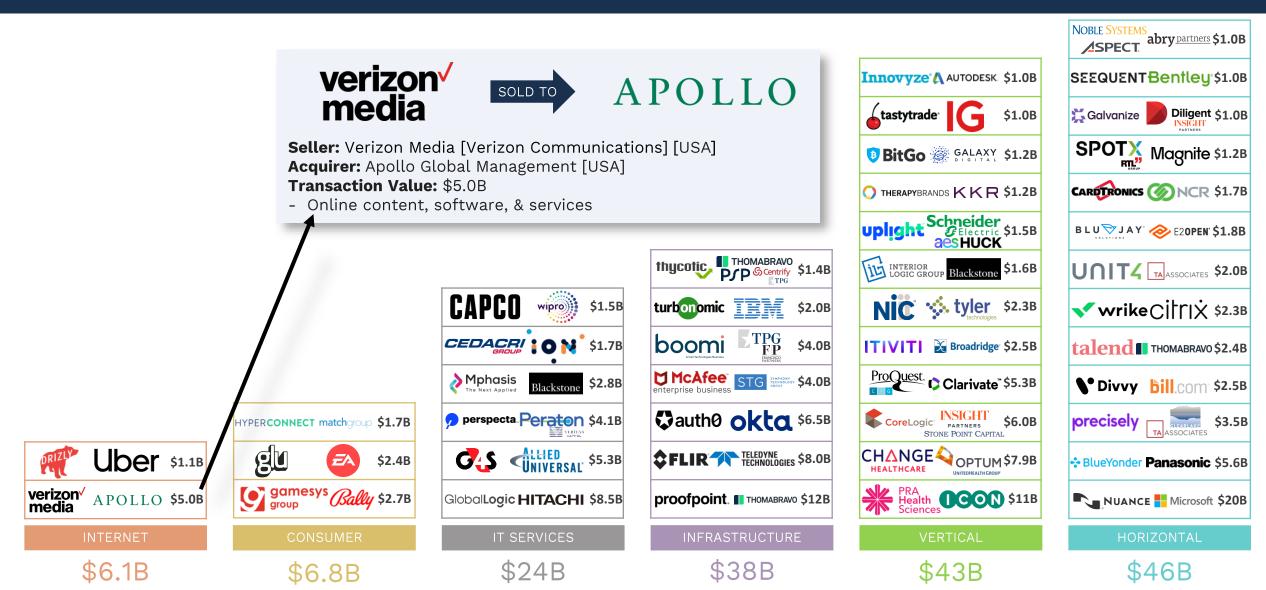
Acquirer: Paypal [USA]

- Outsourced product return service & SaaS

- Expands post-purchase offerings

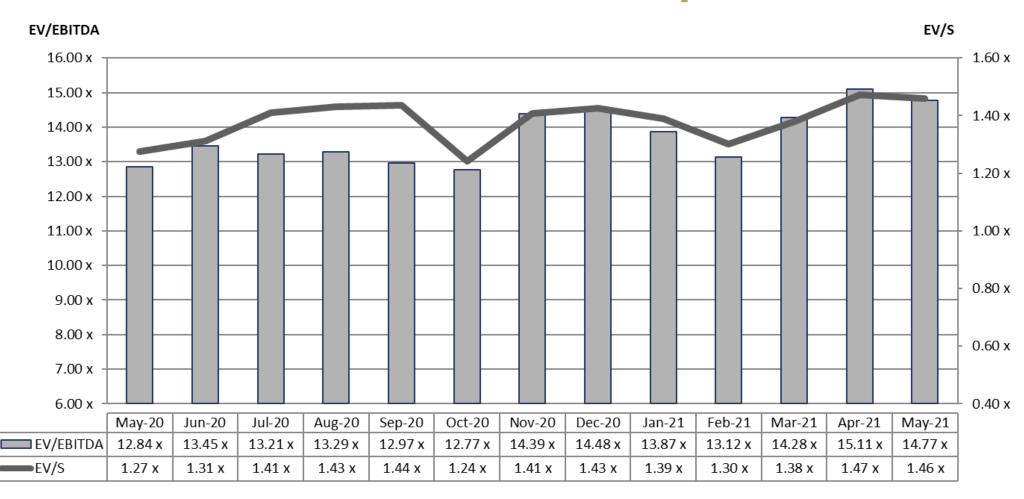
2021 Mega Deals (Jan-May)





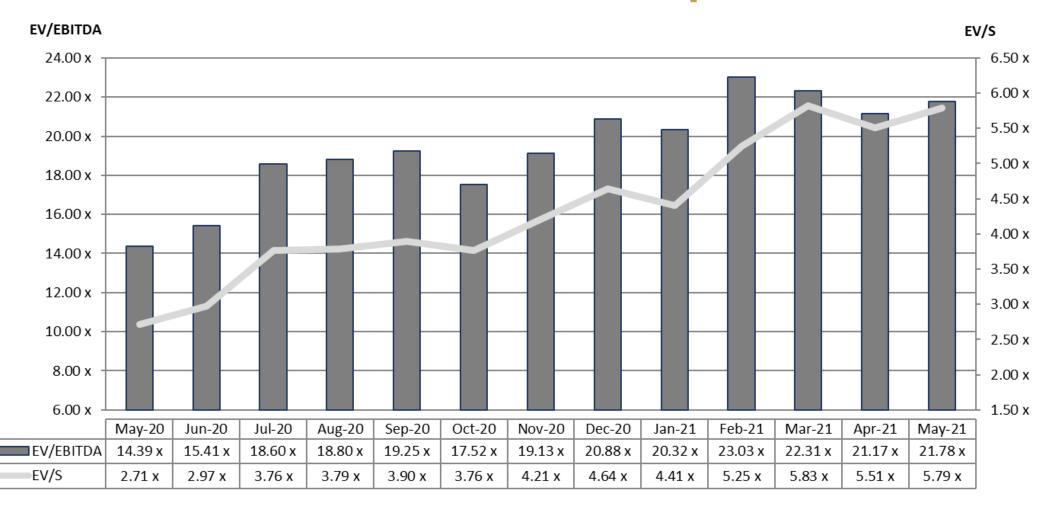


Public Valuation Multiples





Public Valuation Multiples





waeg



Focused Systems Integrators

Seller	Acquirer	Seller Country	Description
SynchroNet SynchroNet	softwareONE	USA	IT & Managed Services & AWS end-user computing
multibook Sap Services Business	Capgemini	Japan	SAP services provider
cloud2	BCN Group Beech Tree PRIVATE EQUITY	United Kingdom	Microsoft-based IT consulting services
AppsPro • • • ● ● ● ● ● الاستــشــاريـــول الـهـحــتـرفــون	accenture	Saudi Arabia	Oracle systems integration services

Belgium

Salesforce-focused digital transformation





Security Services







Seller: Linkbynet [France] **Acquirer:** Accenture [USA]

- Security integration and hosted services







Seller: White-Hat Security [Israel]

Acquirer: EPAM [USA]

- Cybersecurity consultancy

Corum Research Report





Yasmin Khodamoradi Director, Valuation Services



Valeriya Chumachenko Associate



Anna Lebedieva Senior Analyst



Artem Mamaiev Associate



Olha Rumiantseva Analyst



Anastasia Angelcheva Analyst



Tzvi Kilov Writer

Corum Research Report



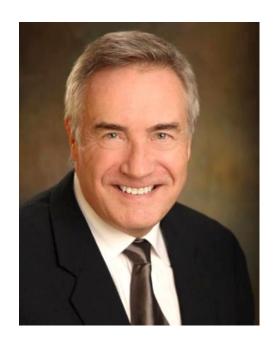


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BRUCE MILNE, CEO, CORUM GROUP LTD.



- Founded or owned four software companies, including AMI, an Inc. 500 firm, the largest vertical market software company in the world at the time
- Advisory boards for Microsoft, IBM, DEC, Comdex and Apple.
- Board member/founding investor in some of the most innovative firms in their field, including Blue Coat, Bright Star and Sabaki.
- Past advisor to two governors and a senator, a board member of the Washington Technology Center.
- Founder of the WTIA, the nation's most active regional technology trade association.
- One of the 200 most influential individuals in the IT community in Europe.
- Graduate with Distinction from Harvard Business School.

CORUM Tech M&A Monthly

Software Bidding Wars

12 Tips to Negotiate a Maximum Deal



12 Tips To Negotiate a Maximum Deal



Are you prepared?



This is the most complex negotiating of your life

12 Tips To Negotiate a Maximum Deal





You

Price
Structure
Liabilities
Taxes
Employment
Non-Competes



Buyer

You're likely negotiating with your future boss



Post-COVID negotiation problem is compound, due to the hyper pace



It's no longer two months to get into a negotiation with a competitor slate of bidders

Now it's two weeks!



You don't have months to prepare

No more rabbits to practice on!



You have to be ready to respond completely from the very beginning

12 Tips To Negotiate a Maximum Deal



- Determine Your Position Before Beginning
- 2. Reveal Problems Early, Not Later
- 3. Tackle the Most Difficult Issues First
- 4. Make Use of Negotiating "Straw Men"
- 5. Don't Let the Buyer Serial Negotiate
- 6. Don't Imply Acceptance Until Full Review

- No milk without buying the cow
- 8. Don't get Emotional use advisors
- Ensure Rapid Document Turnaround
- 10. Get an Experienced Attorney
- 11. Alignment Between Owner, Advisor, and Attorney
- 12. Get Everyone on the Phone



#1: Determine your position ahead of time, agree on what you can and can't do



#2: Reveal problems early, not later, otherwise you lose the buyer's trust



#3: Tackle the most difficult issues first, so you set the stage for a smoother finish



#4: Make use of negotiating "straw men"

Remember: they have to win too



#5: Don't let the buyer serial negotiate, deal with issues one at a time

Get all the issues on the table before negotiation



#6: Don't imply acceptance until full review, tell them you have to review with advisors



#7: No milk without buying the cow!

Don't do licensing deals, code sales, etc.

12 Tips To Negotiate a Maximum Deal



#8: Don't get emotional– use advisors, dealfatigue kills deals



#9: Ensure rapid document turnaround, show your professionalism



#10: Get an experienced attorney, inexperienced attorneys kill deals



#11: Alignment with owners, advisors, attorney

Every word counts now



#12: Get everyone on the phone Emails can be polarizing



#13 (bonus tip): "Tis' many a slip up twixt lip and cup!"

Don't delay getting to close



This is the most important transaction of your life – do it right



We welcome your questions!

Email questions to info@corumgroup.com

This event is being recorded

On demand webcast will be available at www.corumgroup.com







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

MERGE BRIEFING



- 90 Minutes
- Industry Update
- Overview of the M&A Process



Podcasts



After the Deal – Celebration







www.CorumGroup.com

CORUM Thank you!