

Tech M&A Monthly

Starts in 2 minutes

CORUM Tech M&A Monthly

Another Raise or Merge?





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

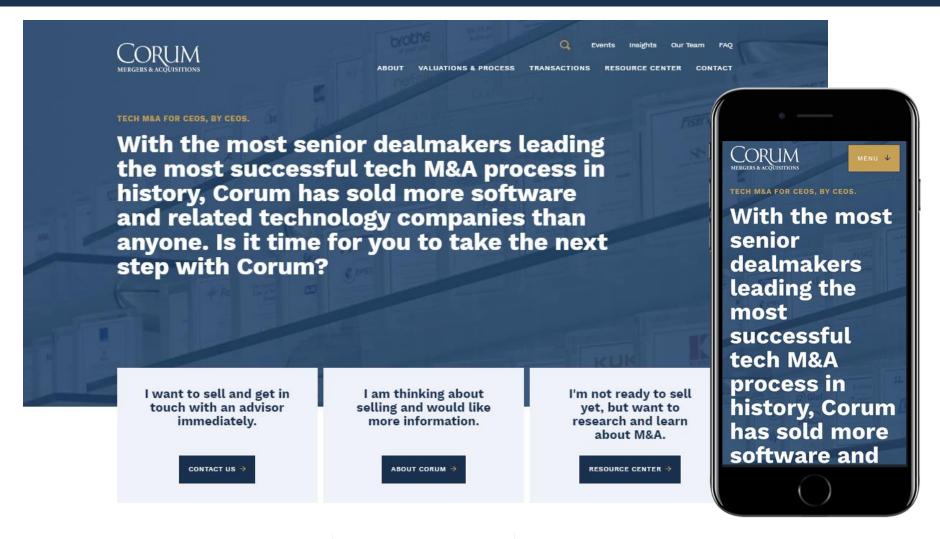
MERGE BRIEFING



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

CorumGroup.com





36Years in business

\$10B
In wealth created

400+Closed transactions

World Tech M&A Leaders





Focus—sell side, technology only

Detailed, professional, global process

Team approach, senior dealmakers

World Technology Council

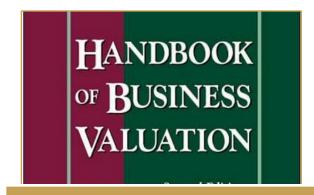
SOLD MORE SOFTWARE-RELATED FIRMS THAN ANYONE

World Tech M&A Leaders





Research

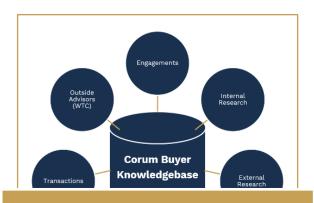


Valuation

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 \$3 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

Another Raise or Merge?



Presented By



Gina Stanhope, Chief Operating Officer, Corum Group Ltd.



- Gina joined the Corum Group in 1986 and has held numerous positions in the company, primarily in the research, valuation, consulting, and management areas.
- She held a key executive position for RoseSoft, publisher of the widely acclaimed keyboard macro utility ProKey. Gina was instrumental in growing the company, and assisting in the ultimate sale of that firm with Corum Group's assistance.
- Gina founded and was CEO of InfoBase, a local privately held services firm focused on database management.



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Agenda



Welcome

Field Report

Deal Report

Special Report: "Another Raise or Merge?"

Tech M&A Research Report

Buyer's Corner: "The New Buyers, Do You Know Them?"

Closing

WFS Field Report

Upcoming Events: November 2022



WFS Content-









Growth & Exit Strategies: PART II for Software and IT Companies 22 November 2022 | 2 PM

ONLINE *GoToWebinar







Tech Trends



Sellers



Investors



Buyers



Growth & Exit Strategies: PART IIfor Software and IT Companies



22 November 2022 | 2 PM

ONLINE GoToWebinar

Investors Panel: Will your strategy get funded?

14:30 - 15:10



Brendan Rogers Co-founder/General Partner



Jenny Abramson Founder & Managing Partner



James Shen Managing Partner



Martin Lowrie Senior Vice President



RETHINK IMPACT

Pioneer Ventures
From Thoughts to Executions



Growth & Exit Strategies: PART II for Software and IT Companies

22 November 2022 |



Buyers Panel: Do you have what they want?

15:45 - 16:25







Daan De Wever CEO



Jeremy Segal **EVP Corp Dev**



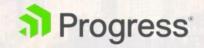
Matthew Murphy Co-Founder & Partner



Mike Donnell Senior Vice President











Growth & Exit Strategies: PART IIfor Software and IT Companies

TEADERS PARTING

22 November 2022 | 2 PM

ONLINE GoToWebinar

Sellers Panel: How to prepare for an exit?

16:35 - 17:15



Ujwal Arkalgud



Rob Kopp Co-Founder, President & COO



Barry Rudolph



Robert Hopton



William Hill Senior Vice President











WFS Content -



Growth & Exit Strategies

for Software and IT Companies









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Educating Technology Leaders



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CORUM Deal Report November 2022



Patient Flow Management SaaS EHR/RCM Software Statistical Process Control **Digital Healthcare Solutions Digital Photography Platform** Niche Retail ERP SaaS **IoT for Human Safety Recruitment Management SaaS**

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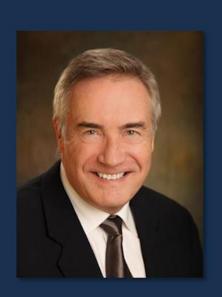
Tech M&A Research Report

Buyer's Corner: "The New Buyers, Do You Know Them?"

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CORUM Another Raise Or Merge?

Presented By Bruce Milne





- With a near shutdown of IPOs and SPACs, tech companies are increasingly considering whether they should be looking at another capital raise, a merger, or sale.
- As the world's leading seller of software companies, we'll admit to some bias. We've seen a number of horror stories and missed opportunities when companies decide to raise capital and not explore their M&A options.
- Let's compare the two approaches, and why you should look at M&A early.



Doing a Raise:



You'll give up equity without getting any liquidity.

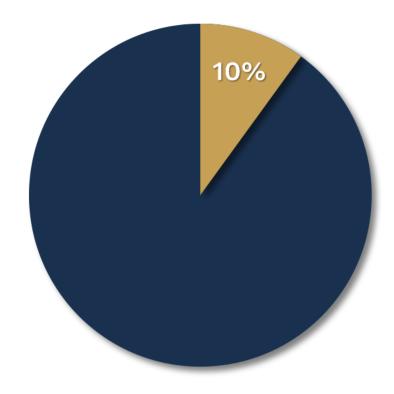
- If you're raising an A or B round, you can expect to give up to 30% of equity.
- Prour slice of the pie will become smaller and smaller with the more shareholders you have.





Dilution has a cost.

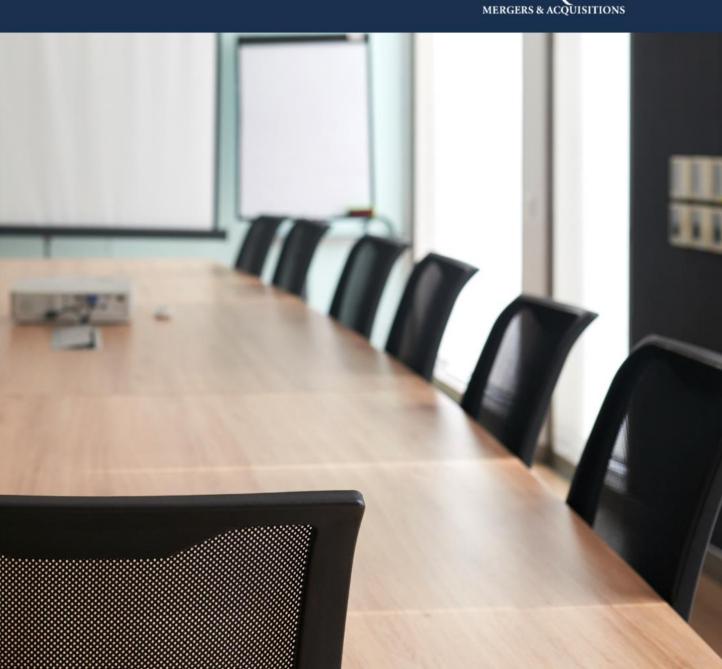
•We often encounter CEOs who, after 3-4 funding rounds, retain less than ten percent ownership, with little incentive left.





You may lose control.

- Most entrepreneurs Corum works with are not that sophisticated when it comes to working with Boards of Directors.
- New investors may want to add board members to your current group, shifting the dynamics of the board and impacting voting percentages.
- This could have a significant impact if the board is not aligned on going to market for an M&A event.





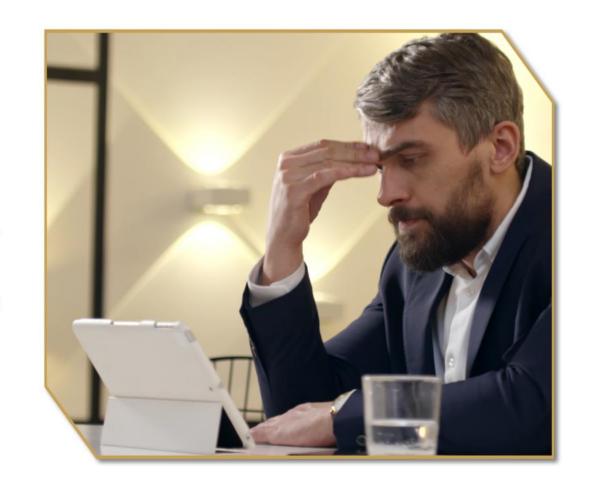
Different emphasis on growth.

- Most VCs will drive an early-stage company to spend their investment on growing, quickly creating the need for more working capital.
- In uncertain economic times like now, they'll be the first to tell you not to worry, that they'll provide additional capital when needed, but forget to add that it could come at a significantly lower valuation (down-round).



You may end up with nothing.

- Most investment terms have preferred liquidation rights and preferred stock rights, favoring the last investors in, they get paid first.
- This isn't a concern when the ultimate sale price far exceeds the preferred threshold, and there's plenty left to divide among the other shareholders.
- However, we've seen some scenarios where a large VC or PE firm forces a sale, is made whole through the preferred liquidation rights, and leaves little or nothing for the CEO and other founders.





You may miss your optimal M&A window.

- From the 2000 and 2008 recessions, we learned that tech companies can quickly lose 80% of their value when the market turns and take 4 to 7 years to regain their peak valuations.
- Many CEOs and founders missed their most opportune exit window then and never recovered.
- If you are a baby boomer, do you have time to wait for a recovery?

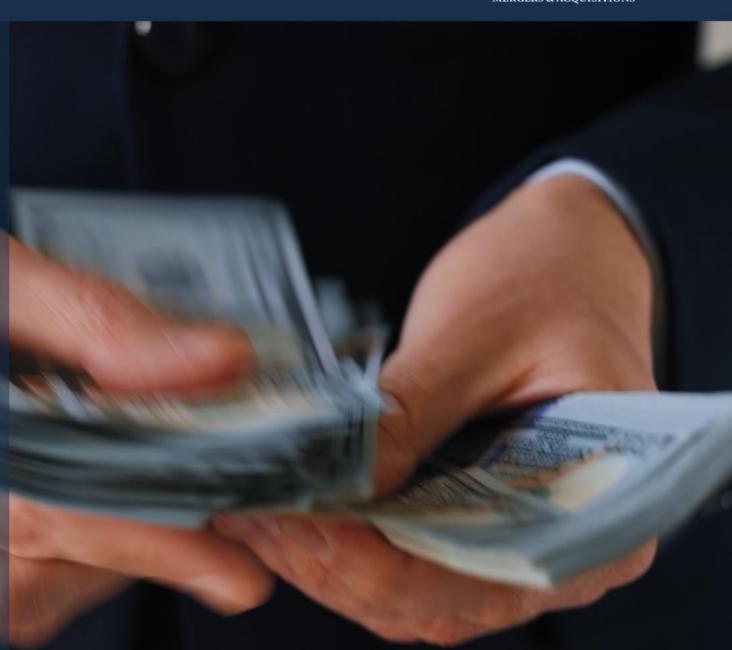


Another Raise or Merge?



The time burn.

- Raising money is timeconsuming, especially for smaller companies.
- Unless you have a significant war chest to survive a couple of years of turmoil, you can become a prime target for vulture capital.
- At a minimum, you should raise enough capital, so you don't have to go back to the market too soon.



Another Raise or Merge?

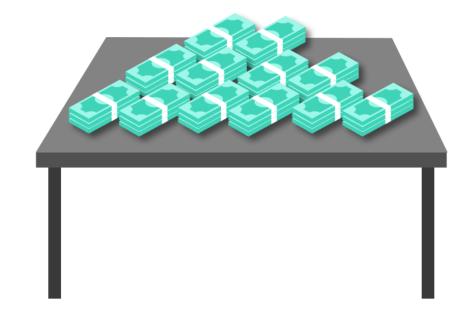


The M&A Route



Immediate Liquidity.

- Most deals have a large cash component these days.
- There is an immediate opportunity for CEOs and founders to take significant money off the table-no need to wait through more years of work and risky promises that my never materialize.





Higher Valuations.

- •Running a global process and targeting strategic buyers and PEs will almost always yield higher valuations because of the auction process. Your share price is not pegged to a specific valuation but to what the market will pay.
- •If you go through a well-managed global search process on average, you'll probably improve by 48% just through the competitive tension created.



Harnessing your full potential.

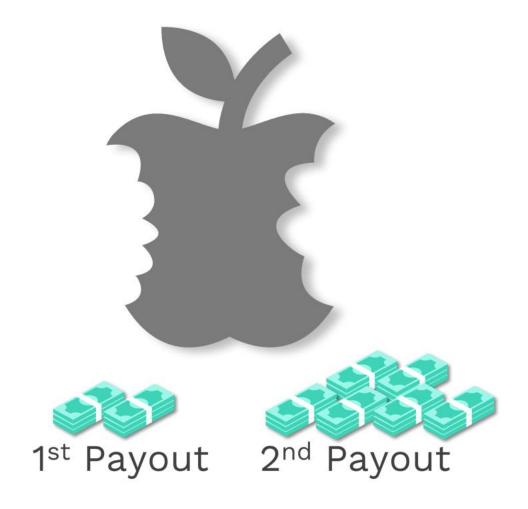
- Strategic buyers will have certain advantages.
- They are looking for global sales, a marketing footprint and operational resources that they can take out to the market, and they have the userbase to make that happen.
- VCs and other capital sources cannot provide.
- If you got to the market too late, a little premium will be paid.





A second bite opportunity.

- A common scenario with private equity firms is a 70~90% PE recap where you get a first significant liquidity event and then a second bite from the apple' when the company is resold again by the PE firm.
- The payout of the second event is sometimes higher than the first one.



Another Raise or Merge?



CASE STUDY

Content Management Company



Re-entered market 18 months later: 90% recapitalization at \$40 million value from



- **Result:** Founders netted \$36M, while still owning
- Company sold again for \$100M: Founders got \$10M



Several Benefits of the Process.

1

Model

The preparation process will help forge a better business model for your firm

2

Research

Your
strategic
position will
improve
from the
research/
positioning
process

3

Market Feedback

Buyer
contact will
provide
invaluable
data/insights
to help
improve
your value

4

Relationships

Not
everyone is
a buyer, but
you open
many doors
which will
yield
business

5

Exit

The merger, asset sale, or financial recap of your company

Another Raise or Merge?



- Even with the continued market uncertainty, tech M&A has proven to be resilient, with strategic buyers holding \$1T in cash and PE firms holding another \$3T. This does not include family funds, angels or sovereign funds. They are all competing to invest or acquire good companies.
- Before you decide on doing a raise, talk to us about exploring the M&A option and calibrating your value in today's market.
- You may be surprised how much you are worth.

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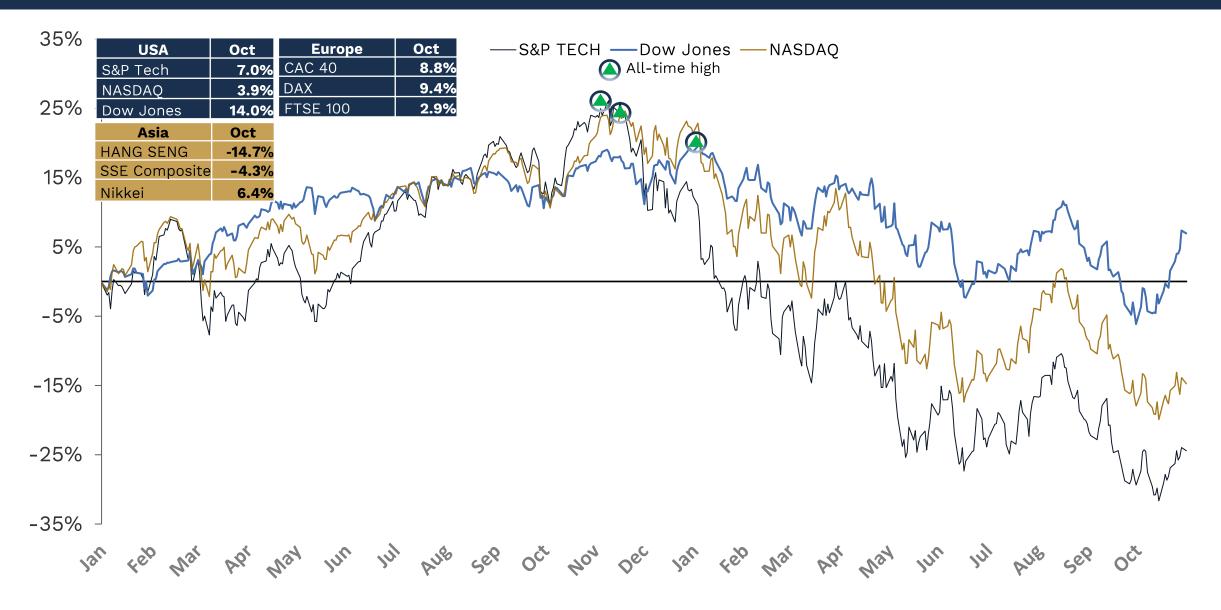
Closing



Public Markets Jan 2021 - Oct 2022

% CHANGE





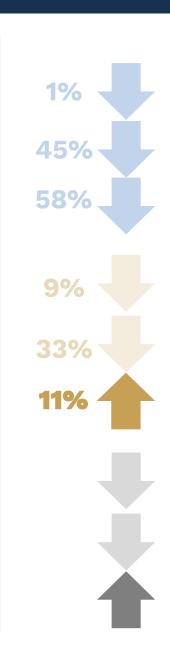
Corum Index TECH M&A



Transactions Market Mega Deals Largest Deal Private Equity Platform Deals Pipeline VC-Backed Exits Non-Tech Acquirers Cross Border Transactions Attributes Start-Up Acquisitions

Average Life of Target





2022 Mega Deals (Jan-Oct)

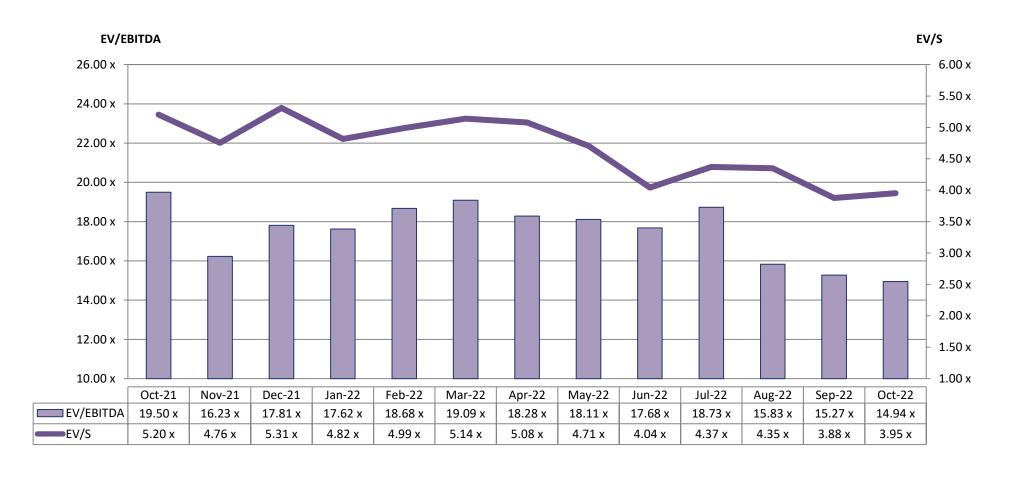








Public Valuation Multiples





Other



Subsector	Sales	EBITDA	Examples				
Application Lifecycle	▲ 4.48x	▲ 11.3x	A ATLASSIAN	new relic	→ Progress [®]		
Endpoint	-4.06x	▼13.7 x	NUTANIX	Opera	vm ware [®]		
Network Management	▲ 2.78x	▲ 15.4x		cisco	JUNIPER.		
Security	▲ 5.80x	▲ 18.4x	paloalto®	CHECK POINT	CYBER ARK ®		
Storage & Hosting	▲ 3.40x	▲ 56.7x	box	COMMVAULT (\$)	■ NetApp		

2022 Mega Deals (Jan-Oct)











Seller: ForgeRock [USA]

Acquirer: Thoma Bravo [USA]

Transaction Value: \$2.3B and 12x EV/Sales - Identity & access management SaaS





ID and Access Management

Authlogics intercede

Seller: Authlogics [United Kingdom]

Acquirer: Intercede Group [United Kingdom]

Transaction Value: \$2.8M

- MFA & password security management SaaS



Seller: Kapstone Technologies [USA]

Acquirer: iC Consult Group [The Carlyle Group] [Germany]

- Identity & access management SaaS

2022 Mega Deals (Jan-Oct)







Seller: KnowBe4 [USA]

Acquirer: Vista Equity Partners [USA]

Transaction Value: \$4.6B and 14.9x EV/Sales

- Cybersecurity awareness training & simulated phishing SaaS





Anti-Malware Solutions



Seller: Hardenize [United Kingdom] **Acquirer:** Redsift [United Kingdom] - Attack surface management SaaS









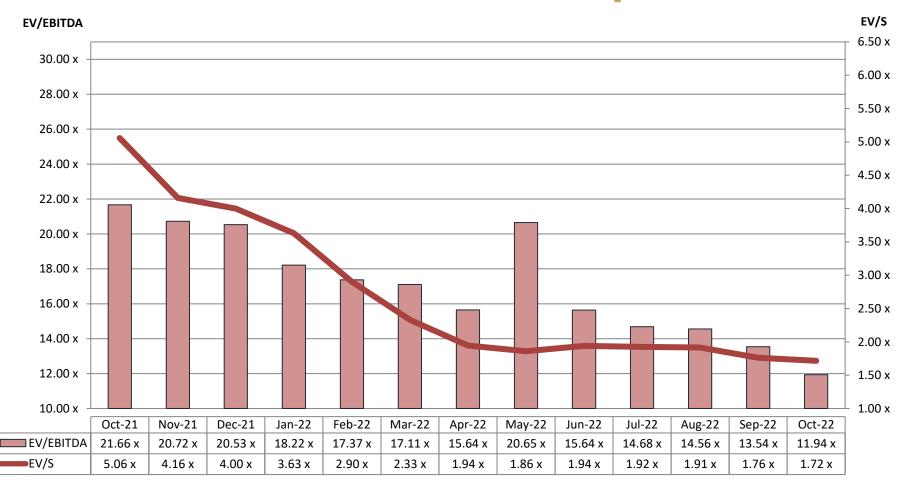
Seller: Blue Hexagon (Assets) [USA]

Acquirer: Qualys [USA]

- Threat detection & response SaaS



Public Valuation Multiples





Subsector

Sales

EBITDA

Examples

Diversified Internet

− 2.90x **▼** 9.94x

Alphabet Bai 面 首度 Tencent 腾讯

eCommerce

-0.79x 21.1x



zalando

Social Network





Travel & Leisure

▲ 3.47x

-17.1x







2022 Mega Deals (Jan-Oct)









Seller: Twitter [USA]

Acquirer: Elon Musk [USA]

Transaction Value: \$44B and 9.9x EV/Sales - Microblogging destination & social network





Social Networks







Seller: Parler [Parlement Technologies] [USA]

Acquirer: Ye [fka Kanye West] [USA] - Social media website & mobile app







Seller: Kinzen [Ireland]

Acquirer: Spotify [Luxembourg]

- Online cyber threats & security management SaaS







Seller: Fairygodboss [USA] **Acquirer:** The Muse [USA]

- Online career community website



Ticketing



Seller: Brown Paper Tickets (assets) [USA]

Acquirer: Events.com [USA]

- Ticketing & event registration service





Seller: Ticket Spicket [USA]

Acquirer: HomeTown Ticketing [USA]

- Online ticketing SaaS

2022 Mega Deals (Jan-Oct)









Seller: Avito [Prosus] [Russia]

Acquirer: Kismet Capital Group [Russia]

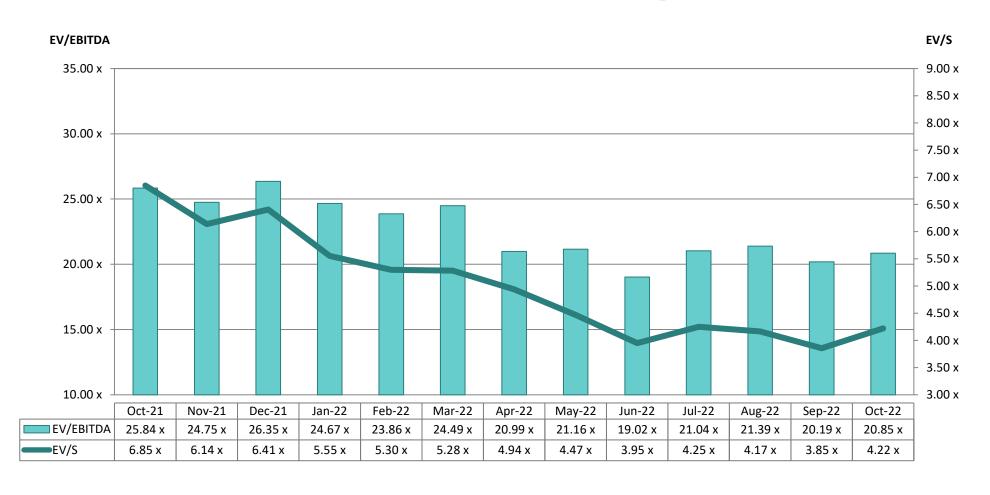
Transaction Value: \$2.4B

- Online classifieds for selling and buying used products





Public Valuation Multiples







Subsector	Sales	EBITDA	•	Examples	
Business Intelligence	- 4.98x	- 26.6x	MicroStrategy	sumo logic	splunk>
Marketing	- 3.34x	- 22.3x	WiX	bread financial.	HubSpot
ERP	▲ 5.26x	▲ 17.9x	ORACLE	PEGA	SAP
Human Resources	— 7.82 х	- 21.6x	RECRUIT	PAYCHEX	workday.
SCM	▼ 10.0x	— 38.6 x	AMERICAN SOFTWARE	DESCARTES	Manhattan Associates.
Payments	- 3.74x	— 19.1x	UNIVERSAL PAYMENTS	P PayPal	Square
Other	▲ 2.91x	- 14.6x	NUANCE	opentext™	salesforce

2022 Mega Deals (Jan-Oct)





HORIZONTAL \$99B - 22 Deals









Seller: UserTesting [USA]

Acquirer: Thoma Bravo/Sunstone Partners [USA]

Transaction Value: \$1.3B and 5.3x EV/Sales

- Online UX & CX SaaS





Customer Analytics







Seller: Epicenter Experience [USA]

Acquirer: Stagwell [USA]

- Consumer behavior analytics SaaS





Seller: MARU Group [United Kingdom]

Acquirer: Stagwell [USA]

- Customer insights SaaS & advisory services

SESTEK UNIFONIC

Seller: Sestek [Turkey]

Acquirer: Unifonic [Saudi Arabia] - Conversational AI automation CPaaS

SPRINGBOARD. SOLD TO





Seller: Springboard Research [USA] Acquirer: MRI Software [GI Partners] [USA] - Retail intelligence & shopper analytics SaaS





BI Analytics







Seller: Cubeware [Germany]

Acquirer: insightsoftware [TA Associates] [USA]

- Business intelligence & analytics SaaS







Seller: Zebrium [USA]

Acquirer: ScienceLogic [USA] - Root cause analysis SaaS



SOLD TO



edammo

Seller: Edammo [USA] **Acquirer:** Verseon [USA]

- Enterprises predictive analytics SaaS





Workforce Management







Seller: Aptology [USA] Acquirer: Mediafly [USA]

- Talent intelligence & behavioral analytics SaaS







Seller: Talenya [Israel] **Acquirer:** Paycor [USA]

- Al-driven recruitment management SaaS







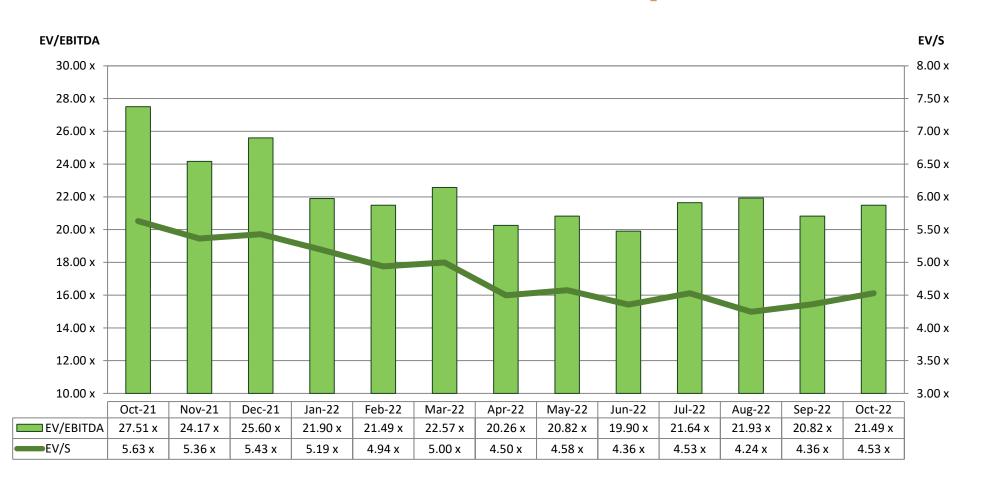
Seller: Beeple [Belgium]

Acquirer: Visma [HgCapital] [Norway]

- Workforce scheduling & management SaaS



Public Valuation Multiples





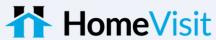


Subsector	Sales	EBITDA	Examples		
A/E/C	— 8.87х	— 33.1x	✓ AUTODESK	DASSAULT SYSTEMES	SYNOPSYS®
Automotive	- 5.26x	▲ 10.1x	AutoTrader	Scout24	TrueCar
Energy & Environment	▲ 3.44 x	▲24.4 x	Schlumberger	Itron	xylem
Financial Services	-4.69x	—17.6x	Broadridge	SS&C	fiserv.
Government	▲ 2.76x	▲ 15.7x	NORTHROP GRUMMAN	L3HARRIS	tyler technologies
Healthcare	▲ 2.04x	—12.8x		HealthCatalyst	Teladoc. HEALTH
Real Estate	▼ 0.78x	▲49.0x	REDFIN	CoStar Group CoStar Group Co	Zillow °
Other	▲ 4.16x	▲ 25.0x	amadeus	Rockwell Automation	Sabre





Real Estate



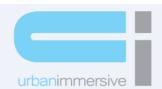
By CoreLogic[®]

Seller: HomeVisit [CoreLogic] [USA] **Acquirer:** Urbanimmersive [Canada]

Transaction Value: \$6.3M

- Real estate virtual tour services











Seller: Planimetron [Canada]

Acquirer: Yardi [USA]

- Real estate space management SaaS







Seller: Naborly [USA]

Acquirer: SingleKey [Canada] - Rental screening SaaS



Sierra Interactive SOLD TO





Seller: Sierra Interactive [USA]

Acquirer: ASG [Alpine Investors] [USA]

- Real estate CRM SaaS





EdTech







Seller: isaac [Brazil] Acquirer: Arco [Brazil] **Transaction Value: \$127M**

- Educational financial services management SaaS







Seller: School Innovations & Achievement [USA]

Acquirer: SchoolStatus [USA] - Educational management SaaS







Seller: Edufficient [FF Ventures] [USA]

Acquirer: PX [USA]

- Education-focused enrolment marketing SaaS & services





Insurance





Seller: apinity [Germany]

Acquirer: Munich Re [Germany]

- API insurance operations management SaaS







Seller: Global IQX [Canada]

Acquirer: Majesco [Thoma Bravo] [USA] - Insurance underwriting automation SaaS





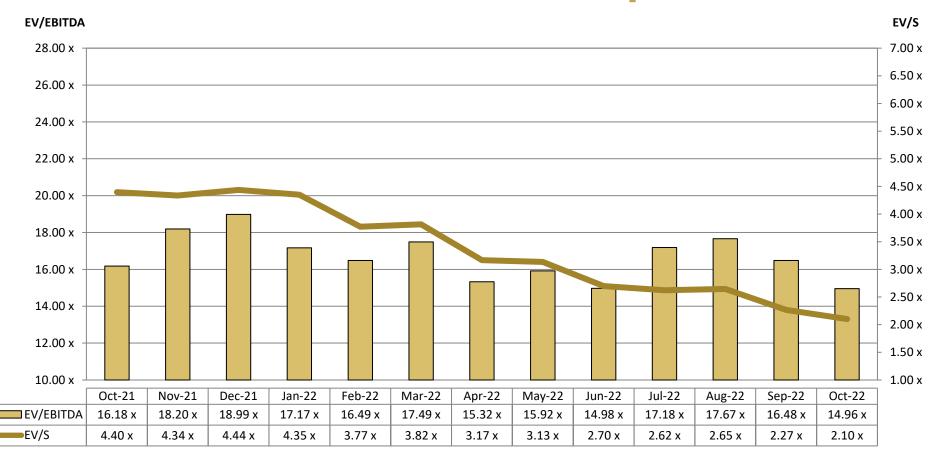


Seller: MIS Insurance Services [USA]

Acquirer: ReSource Pro [Kelso & Company] [USA] - Insurance business process management SaaS



Public Valuation Multiples







Subsector	Sales	EBITDA		Examples	
Casual Gaming	▼ 1.99x	— 14.4x	EMBRACER* GROUP	Nintendo®	netmarble
Core Gaming	— 3.99x	▼ 15.0x	12	Electronic Arts	UBISOFT
Other	▼ 1.25x	▲ 15.4x	luft	NFTFIIX	Spotify





Games



Seller: Armature Studio [USA] Acquirer: Oculus Studios [Meta] [USA]

- Videogames developer





studios Meta



Seller: Camouflaj [USA] Acquirer: Oculus Studios [Meta] [USA]

- Videogames developer





studios



Seller: Twisted Pixel Games [USA] Acquirer: Oculus Studios [Meta] [USA] - Console videogame developer





studios **Meta**



Seller: Brainium [USA] Acquirer: PLAYSTUDIOS [USA] **Transaction Value: \$70M**

- Mobile games developer

SOLD TO







Home Services Booking







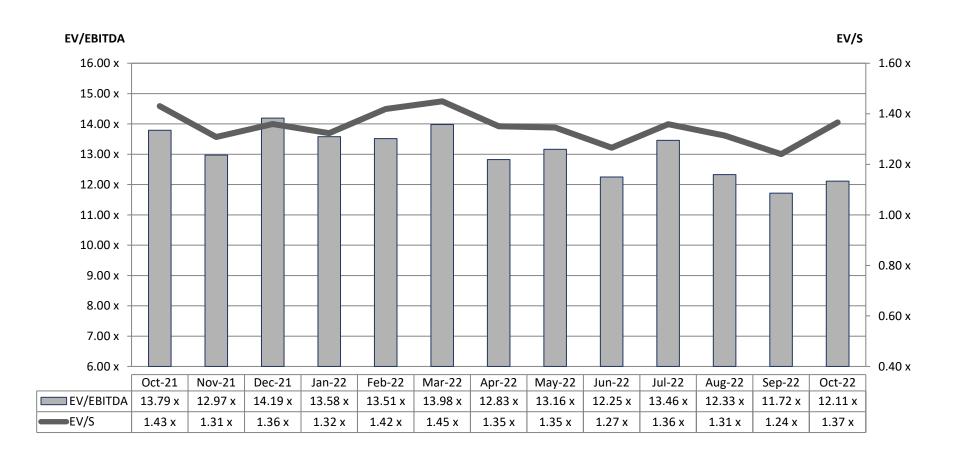
Seller: Sendhelper [Singapore]

Acquirer: PropertyGuru [Singapore]

Home services mobile app

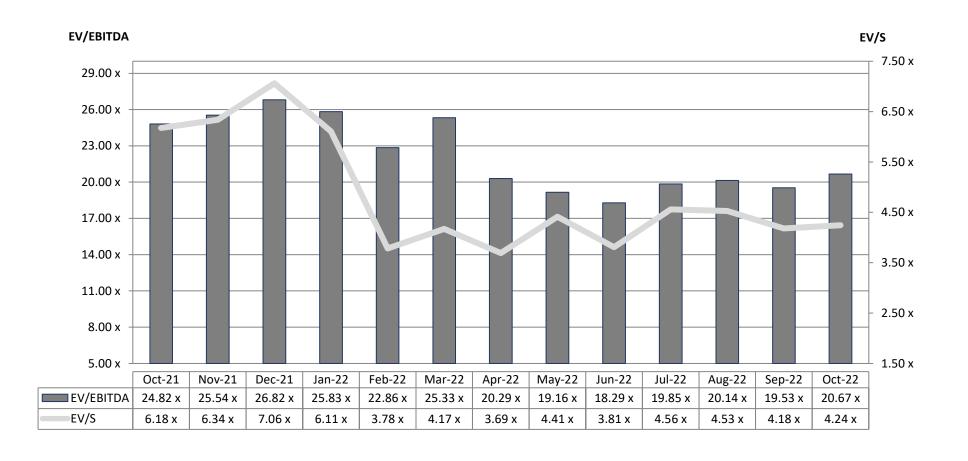


Public Valuation Multiples





Public Valuation Multiples







Cybersecurity IT Services







Seller: Iron Vine [USA] Acquirer: ASGN [USA]

- Cybersecurity integration and managed security services







Seller: activereach [United Kingdom]

Acquirer: Babble Cloud [Graphite Capital] [United Kingdom]

- Cybersecurity and IT services







Seller: Value Point Systems [India] **Acquirer:** Softline [United Kingdom] - Cybersecurity & managed IT services





SaaS & Software Development







Seller: Bit Quill Technologies [Canada]

Acquirer: Improving Enterprises [Trinity Hunt Partners] [USA] - Multi-language cloud and big data software development







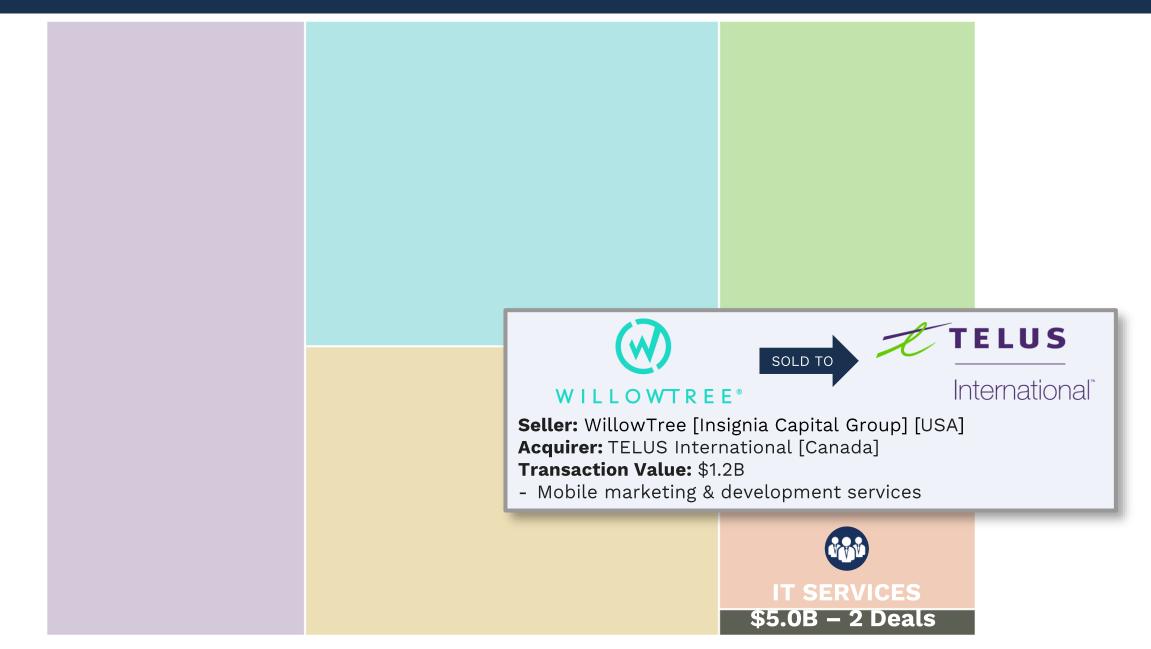
Seller: OVine [USA]

Acquirer: SilverEdge [Godspeed Capital] [USA]

- Software development, cloud computing, big data, and IT services

2022 Mega Deals (Jan-Oct)





Corum Research Report





Amber Stoner Vice President



Artem Mamaiev Associate



Anna Lebedieva Senior Analyst



Olha Rumiantseva Analyst



Oleksandra Homeniuk Analyst



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Tzvi Kilov Writer

Special Thanks to Corum's Ukraine Research Team!





Tech M&A Research Report

Complete Global Market Report Available Upon Request info@corumgroup.com

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

Presented By



Tim Goddard, EVP, Corporate Strategies, Corum Group Ltd.



- Oversees Corum's global marketing efforts including "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.

CORUM

The New Buyers, Do You Know Them?

Buyer's Corner



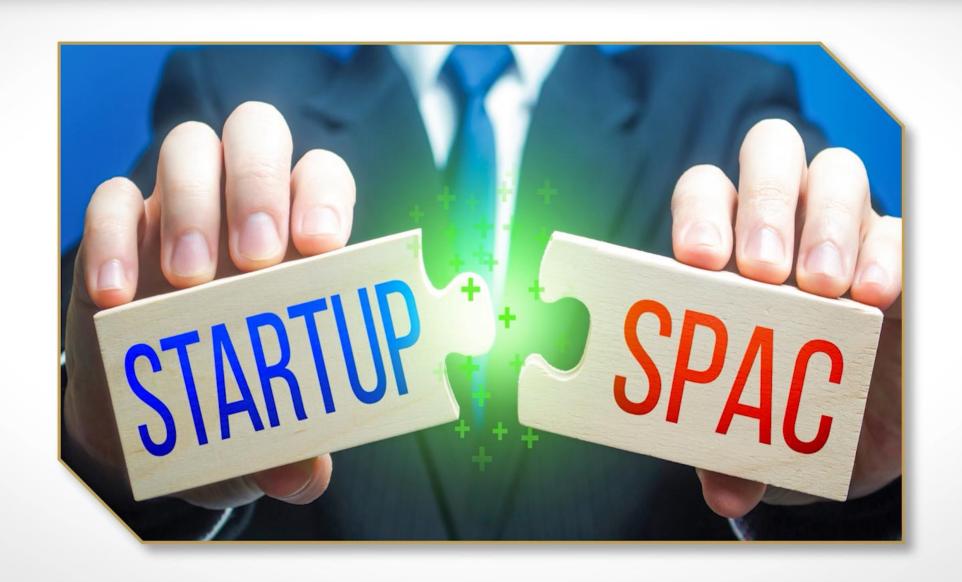
Who Is Buying My Company?



Who Is Buying My Company?

- Strategic and financial buyers
- Aggregators
- Sub funds
- Search funds
- Family funds
- Non-tech buyers
- International buyers

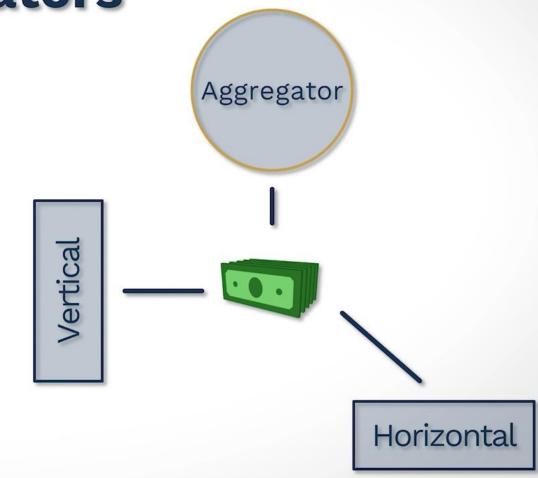






Aggregators

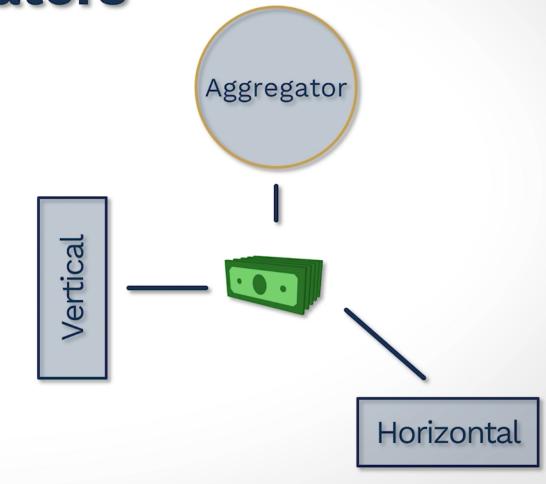
- Growth and profit focused funds that invest across various horizontal and vertical markets.
- Typically have a permanent hold structure to their investments
 - Your company will not continue to be bought and sold again and again.





Aggregators

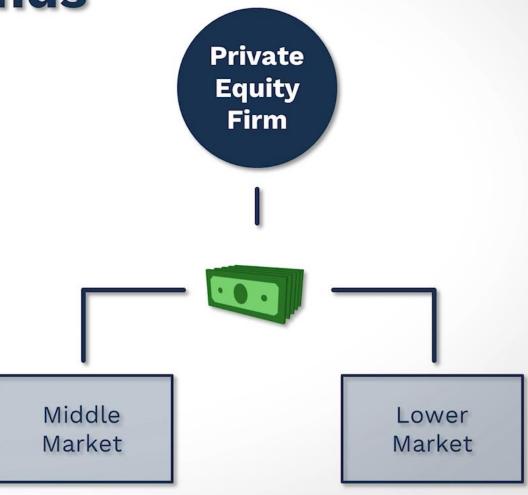
- Legacy Retention, companies acquired by aggregators have limited or no integration with other held companies.
 - Allowing the company to continue running the way the founder envisioned.
- Significant expertise in M&A transactions.
 - Shorter due diligence times, faster deal closings, and less deal fatigue.





Sub Funds

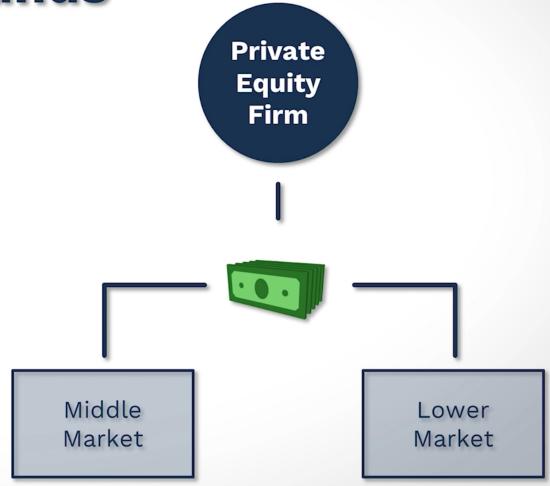
- Funds that are subdivided from larger funds with specific investment criteria in mind.
- Derived from larger parent private equity firms designed to invest in lower or middle market companies too small to fit the parent funds' investment criteria.





Sub Funds

- Sub funds carry the best practices and financial resources of their parent fund.
- Sellers of lower and middle market companies gain a lot of benefits only realized in larger markets.
- Sub funds are being instituted to leverage the aggregator model, especially the growth focused flavor.





Search Funds

An entrepreneur teams up with a Private Equity firm to find a company to buy and run.



Family Funds

- Structured funds set up for family members to consolidate assets into a collective wealth pool.
- These funds are close-ended and are managed by members of the family or a designated wealth manager.
- Their main advantage is overall flexibility within the fund.





Family Funds

- Can be both quick and flexible with their decision-making abilities regarding their investments.
- Traditional buyers may have a clear-cut deal structure while family funds may choose to structure each deal differently based on the needs of both parties involved.





Non-Tech Buyers

- Companies outside the tech world who get comfortable with tech company valuations reap huge benefits.
 - Airlines
 - Postal systems
 - Department stores
 - Insurance brokers
 - Oil companies
 - Toymakers
- All of them buy tech companies.















Non-Tech Buyers







Non-Tech Buyers



Over \$7B transaction



International Buyers

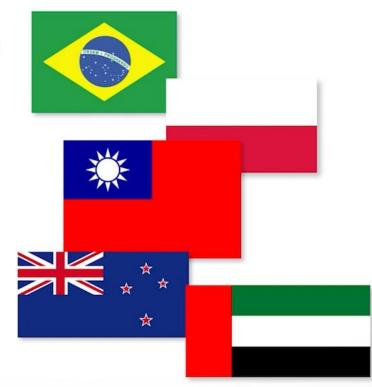
While US buyers dominate, potential acquirers are everywhere:





International Buyers

- While US buyers dominate, potential acquirers are everywhere:
 - Brazil
 - Poland
 - Taiwan
 - New Zealand
 - United Arab Emirates





International Buyers

- While US buyers dominate, potential acquirers are everywhere:
 - Brazil
 - Poland
 - Taiwan
 - New Zealand
 - United Arab Emirates
 - Western Europe
 - Israel
 - East Asia
- Just to name a few.





International Buyers

- Deals with buyers outside North America saw a median disclosed revenue multiple of approx. 40% more than domestic deals.
- For those outside the US, the odds of a buyer outside your borders is even higher.





Available Cash For Acquisitions

- Strategic Tech buyers, \$1T
- Private Equity, \$3T
- Family/sovereign/angel funds, \$2T

CORUM Tech M&A Monthly

Another Raise or Merge?





We welcome your questions!

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