

Tech M&A Monthly

Starts in 2 minutes

CORUM Tech M&A Monthly

The Rebirth of Recapitalization





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

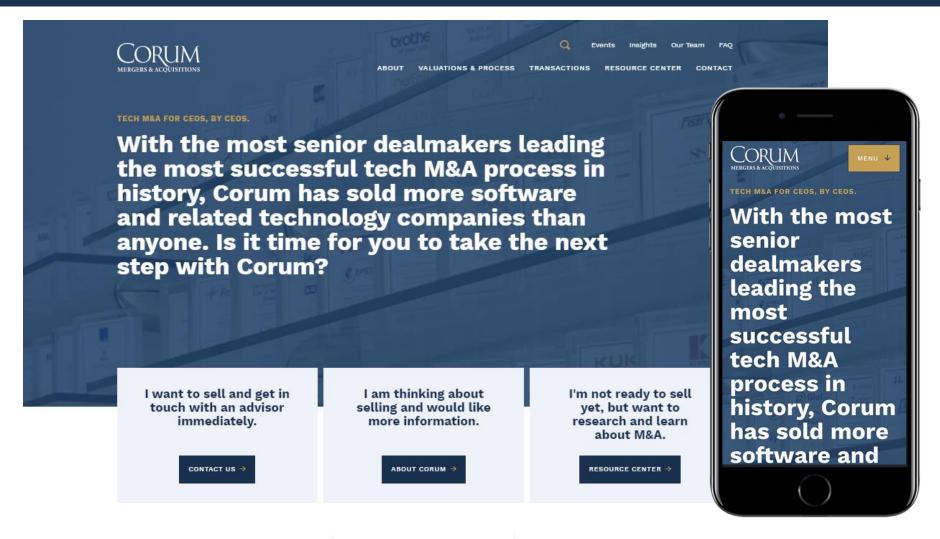
MERGE BRIEFING



- 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

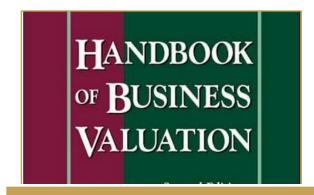
SOLD MORE SOFTWARE-RELATED FIRMS THAN ANYONE

World Tech M&A Leaders





Research

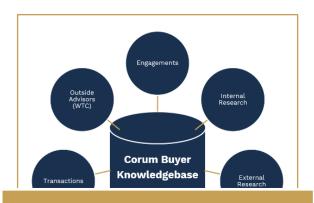


Valuation

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

Q3 Tech M&A Report

Going Back to Market



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

CEO Report: "Suicide Valuations – Don't Fall Prey!"

Event Report

Deal Report

Tech M&A Market Research Report

Buyers Corner: "Tips for New Buyers"

Special Report: "Recapitalization – The Perfect Solution?"

Closing

CORUM CEO Report Suicide Valuations: Don't Fall Prey!





- Finance
- Grow
- Repeat









VC goal is to acquire one or two companies that can IPO or sell for a billion after 4-5 rounds of investment.

Your needs as founder are secondary.

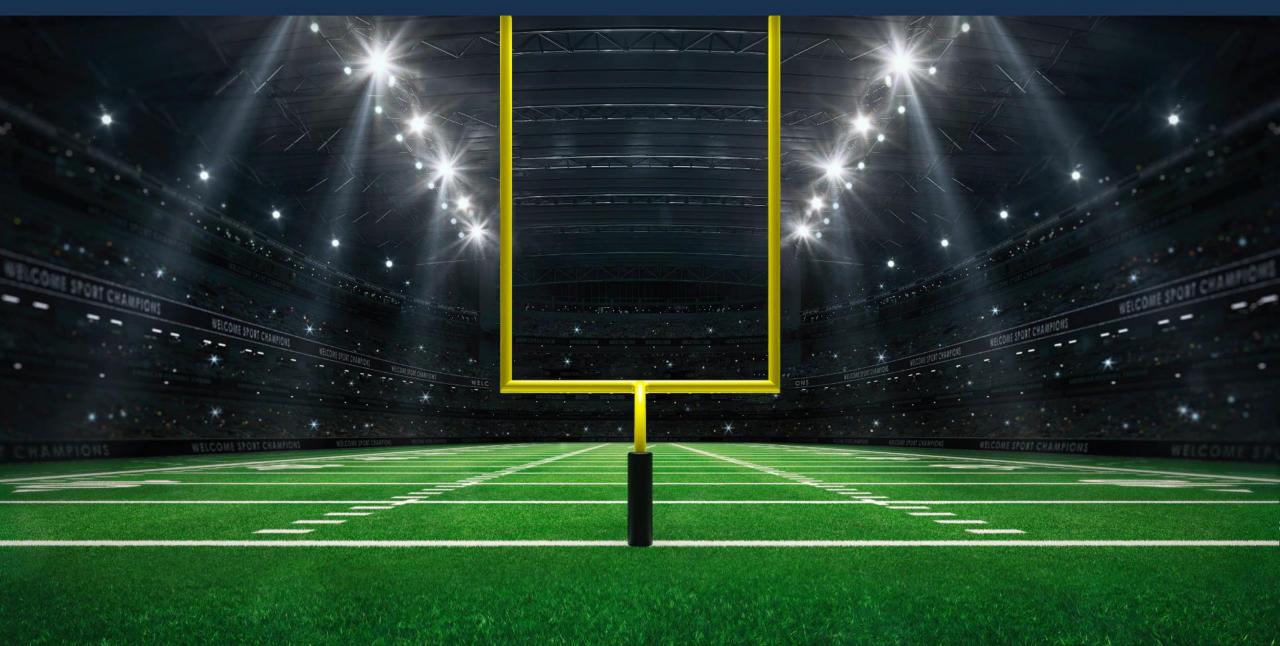


Each round raises the price.

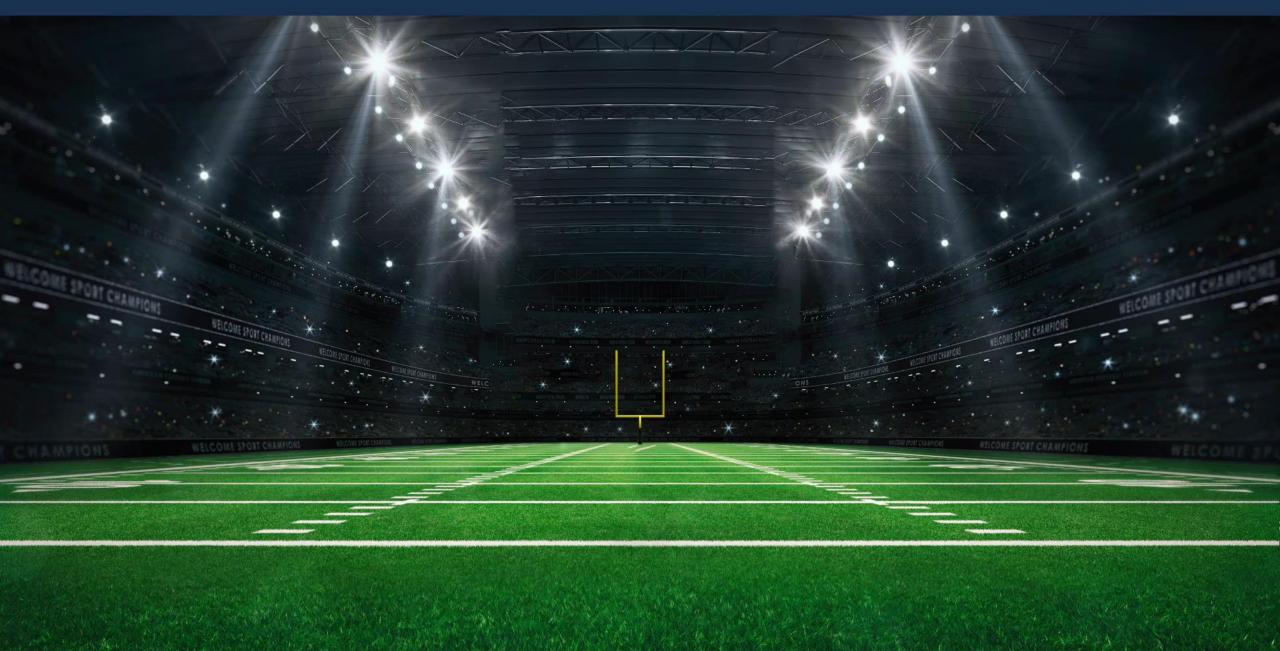
\$5M







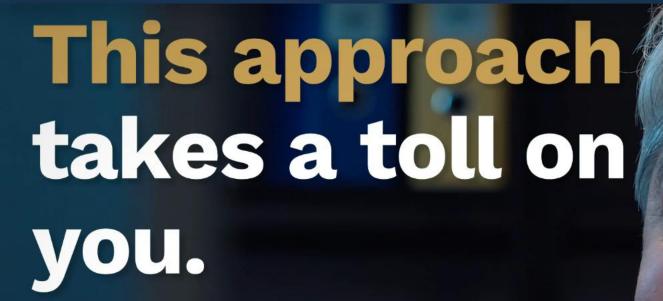






These strategies only benefit the dealmakers seeking a commission.





Wasting precious time raising money and dealing with advisors who do not have your best interests at heart.







Suicide Valuations

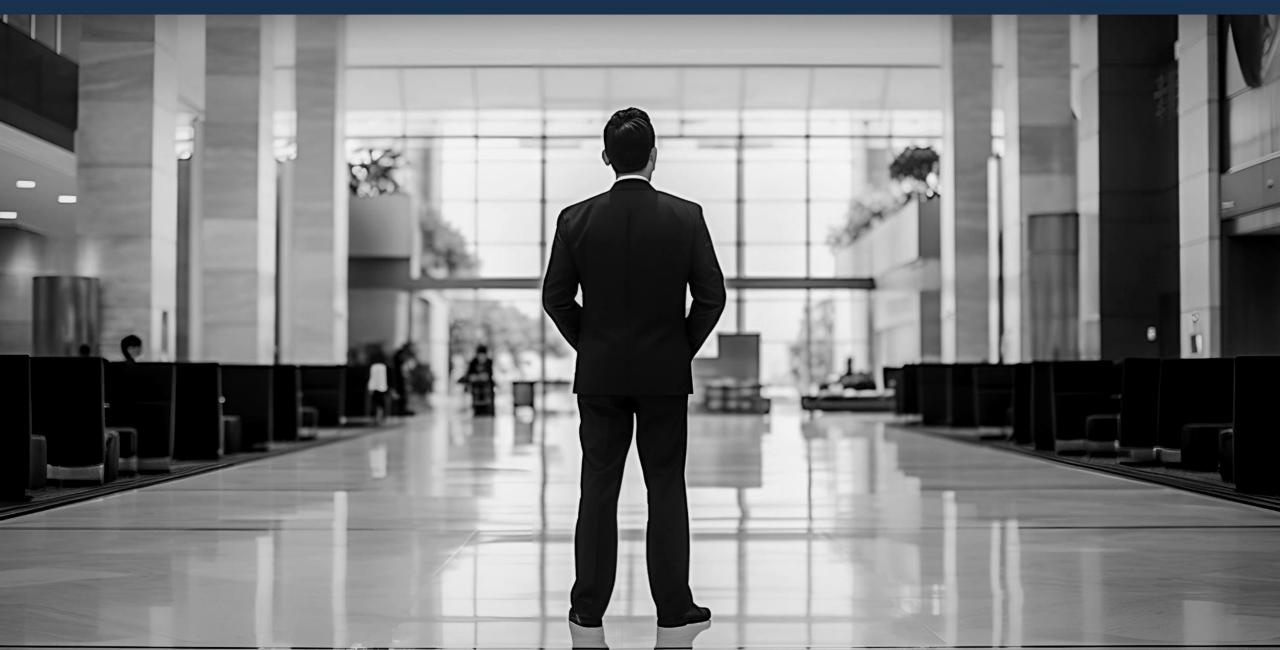
- Increasing rounds of investment puts your valuation way too high.
- Leaving you unable to sell or go public.













	Pre-Funding Valuation	Percentage You Own after financing
Series A	<\$7M	60%
Series B	\$20M	40%
Series C	\$40M	20%

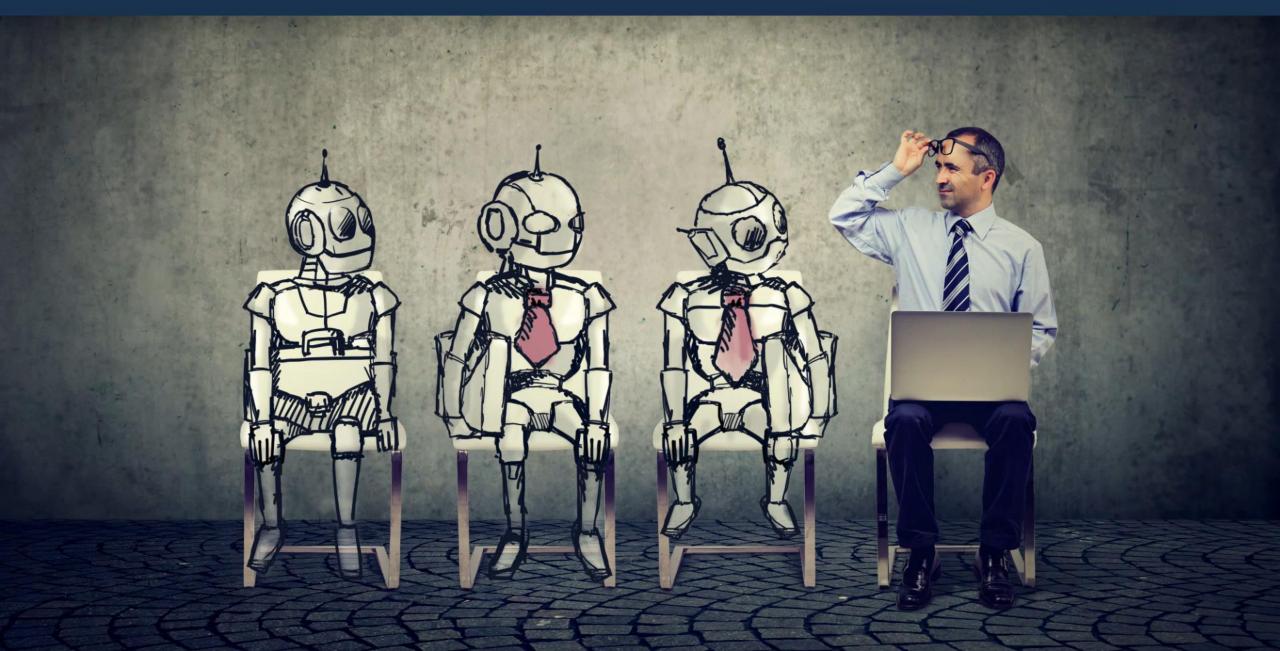
If you raise \$10M, your base value is at \$50M.

Investors want to sell at least double or an even higher multiple.

Too expensive to sell!

You need to sell for >\$100M

















CORUM Event Report December 2023



Corum Field Report





Online M&A Bootcamp

East Bay - Dec 20th

2024 Global Tech M&A Report

- Tech M&A Activity in 2023
- Critical insight and predictions for 2024
- 2024 Top 10 Disruptive Technology Trends



WFS Event Report:

December 2023



WFS Content __

















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CORUM

Deal Report

December 2023

Presented By

Deal Report



Mike Donnell **Senior Vice President** Corum Group Ltd.



Level Up Your Workforce

has acquired the assets of



Corum acted as exclusive M&A advisor to the EMPLOYEE app



Deal Report



Joel Espelien

Executive Vice President -

Client Services Corum Group Ltd.



Cordance.

has acquired



Corum acted as exclusive M&A advisor to BuildCentrix

MERGERS & ACQUISITIONS

Deal Report



Joel Cymberg Senior Vice President

Corum Group Ltd.



DURA SOFTWARE

has acquired



Corum acted as exclusive M&A advisor to Infinity

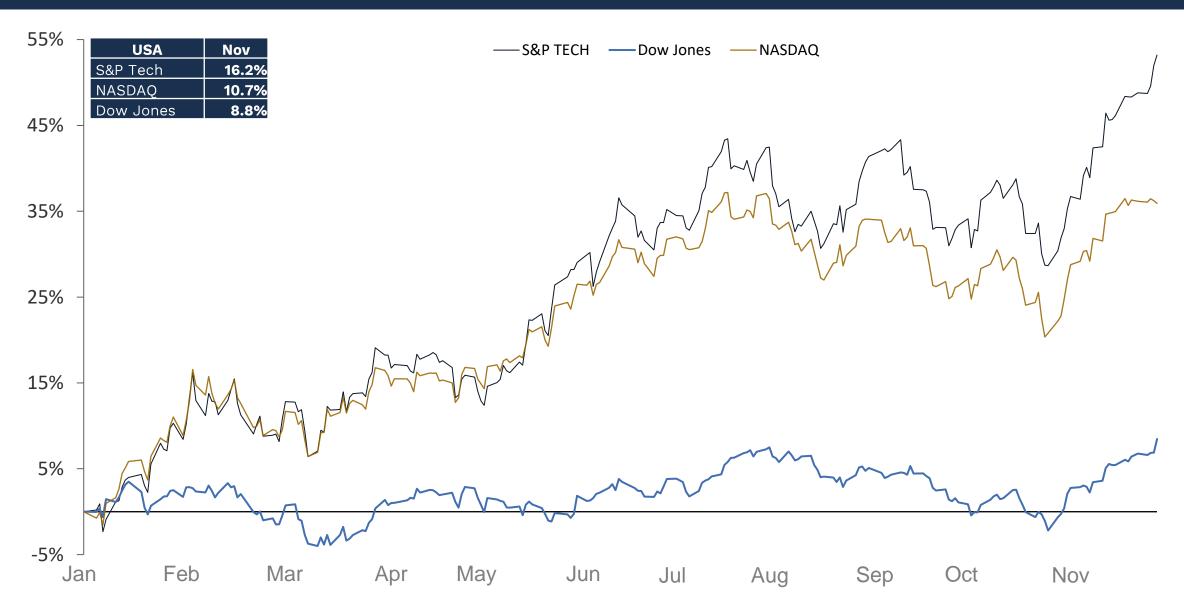
MERGERS & ACQUISITIONS



Public Markets 2023 YTD

% CHANGE





Corum Index TECH M&A



20%

150%

330%

139%

13%

November 2022 **November 2023 Transactions** 300 360 **Market Mega Deals** 2 5 **Largest Deal** \$2B \$8.6B November 2022 **November 2023 Private Equity** 43 18 **Platform Deals Pipeline VC-Backed Exits** 71 71 **Non-Tech Acquirers** 30 26 November 2022 **November 2023 Cross Border** 43% 39% **Transactions Attributes Start-Up Acquisitions** 20% 30% **Average Life of Target** 15 yrs 18 yrs

2023 Mega Deals (Jan-Nov)









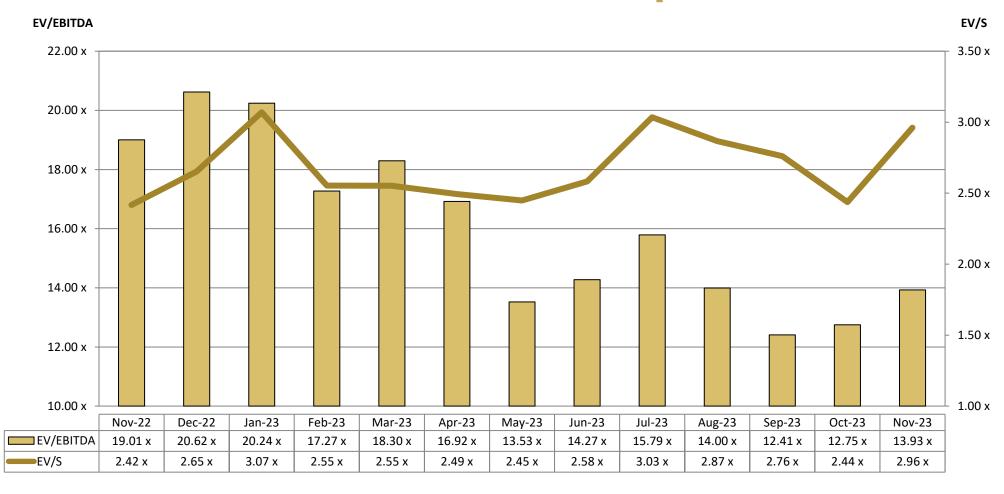








Public Valuation Multiples







Subsector	Sales	EBITDA	Examples
Casual Gaming	3.04x	12.6x	EMBRACER* Nintendo netmarble
Core Gaming	2.58x	13.7x	Electronic Arts UBISOFT
Other	3.15x	25.1x	IJA NETFLIX Spotify®

2023 Mega Deals (Jan-Nov)









Seller: Hulu [NBCUniversal] [USA]

Acquirer: The Walt Disney Company [USA]

Transaction Value: \$8.6B - Online video content



CONSUMER \$15B - 3 Deals





Videogames

Dreams



Seller: nDreams [United Kingdom]

Acquirer: Aonic [Sweden]
Transaction Value: \$110M

- VR game developer & publisher





Seller: System Era Softworks [USA] **Acquirer:** Devolver Digital [USA]

Transaction Value: \$22M (3.1x EV/Sales and 5.8x EV/EBITDA)

- Videogame development studio







Seller: Mojiken Studio [Indonesia] **Acquirer:** Toge Productions [Indonesia]

- Indie videogames developer





Game Development Studios







Seller: 24 Bit Games [South Africa] **Acquirer:** Annapurna Interactive [USA]

- Games developer & publisher







Seller: River End Games [Amplifier Game Invest] [Embracer Group] [Sweden]

Acquirer: Nordcurrent Group [Lithuania]

- Mobile & PC videogames developer



Public Valuation Multiples







Subsector	Sales	EBITDA	Examples
A/E/C	11.3x	42.4x	AUTODESK SPASSAULT SYNOPSYS®
Automotive	2.41x	19.2x	=AutoTrader Scout24 CDK GLOBAL
Energy & Environment	3.32x	21.2x	IHS Markit Itron xylem
Financial Services	4.38x	18.2x	Broadridge SS&C fiserv.
Government	2.19x	15.4x	NORTHROP L3HARRIS * tyler technologies
Healthcare	1.09x	13.5x	Allscripts WHealthCatalyst Teladoc HEALTH
Real Estate	2.28x	66.7x	REDFIN CoStar Group Zillow
Other	4.34x	24.6x	amadeus Rockwell Sabre.

2023 Mega Deals (Jan-Nov)







Seller: Civica Group [Partners Group] [United Kingdom]

Acquirer: Blackstone [USA] **Transaction Value:** \$2.5B

- Public sector management SaaS





HealthTech







Seller: PatientCentra [MD Connect] [USA]

Acquirer: SubjectWell [USA]

- Patient tracking & management SaaS



Seller: Cloudbreak [UpHealth] [USA]

Acquirer: GTCR [USA] **Transaction Value: \$180M**

- Healthcare language interpretation SaaS







Seller: Pentavere [Canada] Acquirer: Healwell [Canada] **Transaction Value: \$7.1M**

- Healthcare patient analytics SaaS





SOLD TO



Seller: Semantic Health [Canada]

Acquirer: AAPC [USA]

- Inpatient medical coding & auditing SaaS





FinTech







Seller: ndgit [Germany]

Acquirer: Crastorehill [Finch Capital] [Poland]

- Open banking SaaS







Seller: Owist [Germany]

Acquirer: Crastorehill [Finch Capital] [Poland] - Open banking & data management SaaS



Seller: Q4 [Canada]

Acquirer: Sumeru Equity Partners [USA] Transaction Value: \$176M and 2.7x EV/Sales

- Capital markets access SaaS











Seller: Pecunpay [Spain]

Acquirer: Minsait [Indra] [Spain] - Payment processing SaaS





Real Estate







Seller: Follow Up Boss [USA] Acquirer: Zillow [USA] **Transaction Value: \$400M** - Real estate CRM SaaS







Seller: Groundbreaker [USA] **Acquirer:** Janover [USA]

- Property capital fundraising & investment administration SaaS







Seller: Urbanease [France]

Acquirer: PriceHubble [Switzerland]

- Real estate data analytics & prospecting SaaS







Seller: Forbury [United Kingdom] Acquirer: Altus Group [Canada]

- Commercial real estate valuation SaaS





Food & Beverage Manufacturing





Seller: Winegrid [Portugal]

Acquirer: Enartis [Esseco Group] [Italy] - Fermentation monitoring systems & SaaS







Seller: LabelCalc [USA] **Acquirer:** Datacor [USA]

- Food nutrition analysis SaaS



Public Valuation Multiples







Subsector	Sales	EBITDA	Examples
Business Intelligence	6.24x	18.0x	MicroStrategy VERINT. N+CE®
Marketing	3.81x	21.5x	Wix bread Hubspot
ERP	4.93x	25.0x	ORACLE PEGA SAP
Human Resources	6.71x	18.9x	PRECRUIT PAYCHEX workday.
SCM	12.3x	44.3x	AMERICAN DESCARTES MA Manhattan Associates.
Payments	2.35x	12.3x	ACI UNIVERSAL PAYMENTS. PayPai Square
Other	2.44x	15.0x	NUANCE OPENTEXT™ salesforce

2023 Mega Deals (Jan-Nov)











Seller: Virgin Pulse [Marlin Equity Partners] [USA] Acquirer: HealthComp [New Mountain Capital] [USA]

Transaction Value: \$3.0B - Workforce wellbeing SaaS





Workforce Management







Seller: Orion Communications [USA]

Acquirer: FieldWare [USA]

- Operational workforce management SaaS







Seller: the EMPLOYEE app [USA]

Acquirer: Engagedly [USA]

- Employee communication & engagement mobile application







RegTech







Seller: EQS Group [Germany] Acquirer: Thoma Bravo [USA]

Transaction Value: \$435M (6.1x EV/Sales and 55.8x EV/EBITDA)

- Compliance & investor relations management SaaS







Seller: Op Central [Australia]

Acquirer: Ideagen [HgCapital] [United Kingdom] - Enterprise compliance management SaaS







Seller: Grasp [France]

Acquirer: MiQ Digital [United Kingdom]

- Digital media buying compliance management SaaS





Seller: SEMPCheck [USA]

Acquirer: Energy Overwatch [USA] - Compliance management SaaS





Customer Relationship Management







Seller: Purplegrids [USA] **Acquirer:** Mondee [USA] **Transaction Value: \$6.4M**

- Customer experience management & automation SaaS









Acquirer: Dura Software [USA] - Interaction management SaaS





Seller: Anagog [Israel]

Acquirer: Intent HQ [United Kingdom] - Mobile customer engagement SaaS



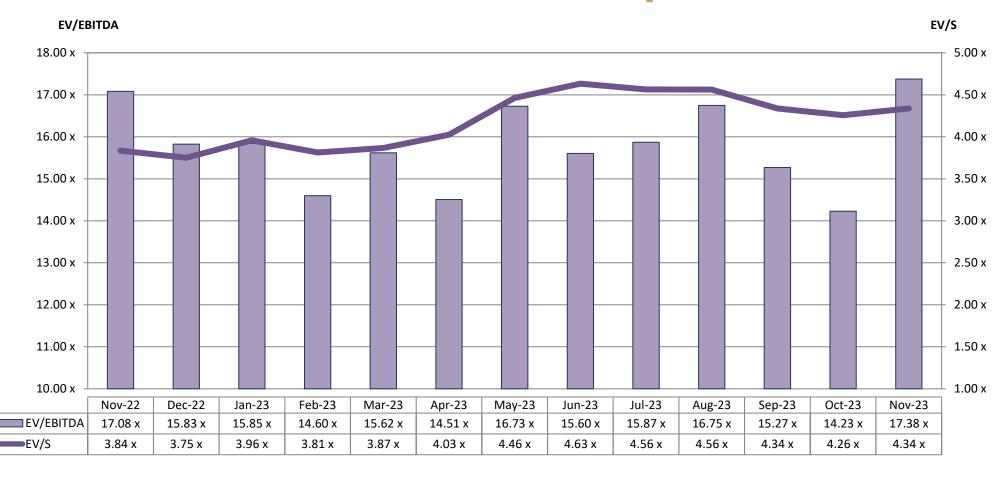


Seller: HeadsUp [USA] Acquirer: Hightouch [USA] - Customer data analytics SaaS





Public Valuation Multiples





Infrastruction Software V		EBITDA
Application Lifecycle	5.49x	13.0x

BITDA

Examples



Endpoint

28.9x 4.28x

A ATLASSIAN







6.00x

3.73x







Security

Network Management

paloalto 15.2x





3.70x 37.9x

box



■ NetApp

Storage & Hosting

Other

18.1x







2023 Mega Deals (Jan-Nov)











Seller: Open Text (AMC business) [USA]

Acquirer: Rocket Software [Bain Capital] [USA]

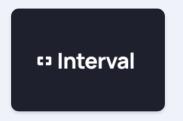
Transaction Value: \$2.3B (4.6x EV/Sales and 8.3x EV/EBITDA)

- Infrastructure modernization software





Development Tools





Seller: Interval [USA] Acquirer: Meter [USA]

- Web application development SaaS







Seller: ActiveState Software [Pender Financial Group] [Canada]

Acquirer: Vertu Capital [Canada] - Software development PaaS





Media Technology







Seller: Rephrase.ai [India] Acquirer: Adobe [USA]

- Al-powered text-to-video generation SaaS







Seller: iSIZE [United Kingdom]

Acquirer: Sony Interactive Entertainment [Japan]

- Video delivery & processing SaaS







Seller: Flux Software Engineering [France] Acquirer: HARMAN [Samsung Electronics] [USA] - Audio production software & system







Seller: Tellyo [Finland]

Acquirer: Amagi Media Labs [India]

- Live video production & distribution SaaS





Identity & Access Management







Seller: Pangiam [AE Industrial Partners] [USA]

Acquirer: BigBear.ai [USA] **Transaction Value: \$70M**

- Digital identity, biometrics & analytics SaaS







Seller: Trustmatic [Slovakia] Acquirer: Certn [Canada] - Identity verification SaaS







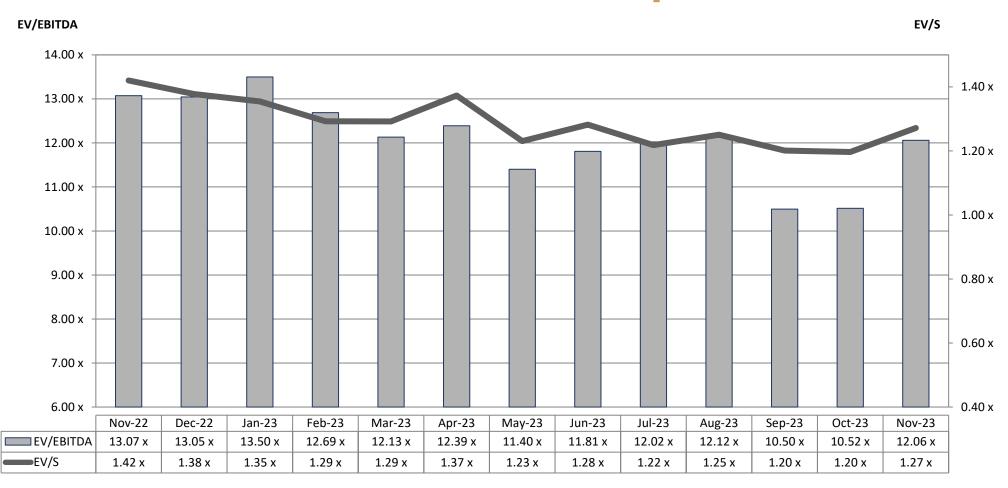
Seller: Nets (eID business) [Denmark]

Acquirer: IN Groupe [France]

- Digital identity & authentication SaaS

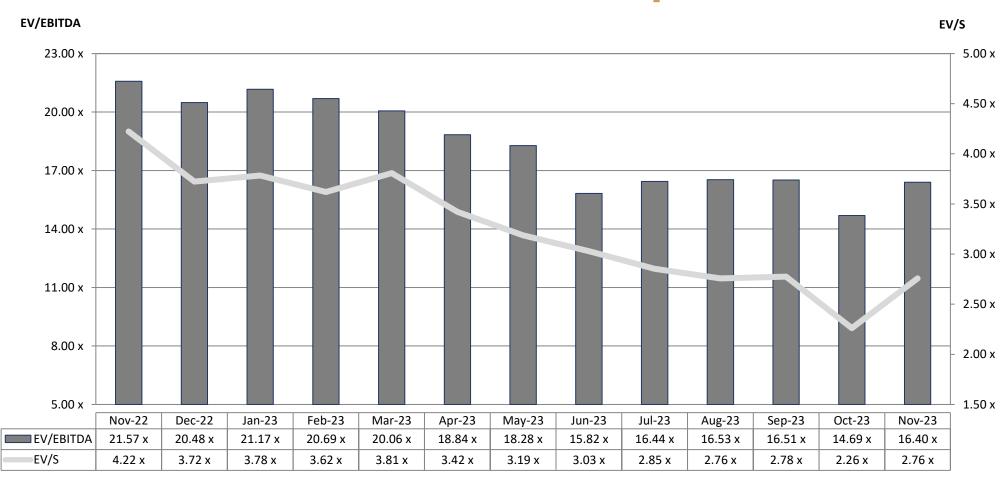


Public Valuation Multiples





Public Valuation Multiples







Software Development





Seller: Diamond Studios [USA]

Acquirer: Lunovus [USA]

- Software development and outsourced services







Seller: Capricorn Systems [USA] Acquirer: Smart IMS [USA]

- Custom software development & IT services







Seller: Stebr [USA]

Acquirer: Nowigence [USA]

- AI-enabled software development services





Focused Systems Integrators







Seller: toBe Marketing [Japan] **Acquirer:** Fujitsu [Japan]

- Salesforce-focused marketing automation services







Seller: bytics Group [Switzerland] **Acquirer:** Arcwide [IFS/BearingPoint] [Netherlands]

- IFS Gold-partnered digital transformation services







Seller: Aditso [Sweden] **Acquirer:** Lyvia [Sweden]

- Visma ERP-partnered IT infrastructure and consulting services







Seller: Sapphire [United Kingdom] **Acquirer:** NTT DATA [Germany]

- SAP-focused ERP and FMS software integration and digital transformation services





Cybersecurity Services







Seller: Decisive [Canada] Acquirer: Calian [Canada] Transaction Value: \$54.3M

- IT infrastructure & cybersecurity services





Seller: Innotec Security [Entelgy] [Spain]

Acquirer: Accenture [USA] - Cybersecurity services







Seller: Tenax Solutions [USA] **Acquirer:** IP Pathways [USA]

- Cybersecurity integration & hosted services



Public Valuation Multiples





Subsector	Sales	EBITDA	Examples
Diversified Internet	3.17x	16.2x	Alphabet Bai
eCommerce	0.66x	17.6x	ebay zalando
Social Network	1.28x	3.71x	Meta MIXI
Travel & Leisure	3.43x	16.0x	Delivery Hero

2023 Mega Deals (Jan-Nov)







Seller: Rover [USA]

Acquirer: Blackstone [USA] **Transaction Value: \$2.3B**

- Online marketplace for pet care







Gambling & Entertainment





Seller: SKS365 [Malta]

Acquirer: Lottomatica [Italy] **Transaction Value: \$677M**

- Online sports betting and gambling





Seller: Playmaker [Canada]

Acquirer: Better Collective [Denmark]

Transaction Value: \$188M (2.5x EV/Sales and 12.8x EV/EBITDA)

- Sports and entertainment media platform





Travel & Leisure



Seller: Vegas.com [USA]
Acquirer: Vivid Seats [USA]
Transaction Value: \$240M

- Online entertainment, travel, and hospitality marketplace





Food and Grocery Delivery



Seller: FreshDirect [Ahold Delhaiz] [USA]

Acquirer: Getir [Turkey]

- Online fresh food & grocery delivery services

Corum Research Report





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Tech M&A Research Report

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

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CORUM

Buyers Corner Tips for New Buyers





The first deal can set the tone for a new house

Be careful not to be over selective, it may end up lowering your chances of success.



Tips For A Successful First Deal

- 1) Increase deal flow
- 2) Submit offers
- 3) Stay in your range



Increase deal flow

- Increase the number of opportunities that you are seeing.
- Misconception:
 Having access to capital makes you an attractive buyer.



Increase deal flow Corum's Sell Side clients. Buyers League program can create quality introductions.





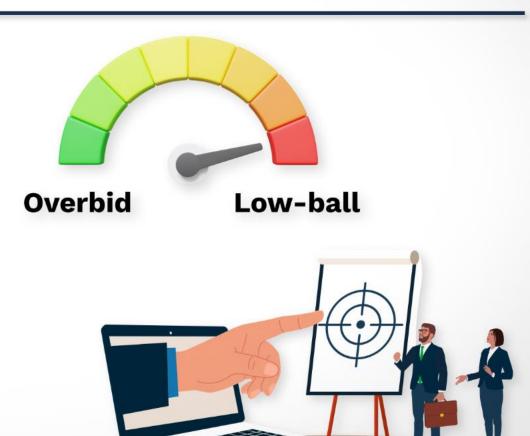
Submit offers

- Don't get cold feet!
- Offer velocity plays a huge role in success.
- Making an offer demonstrates your seriousness about getting a deal done.



Stay in your range

- Don't submit a lowball offer after a valuation range has been determined.
- Communication is critical with the seller and the investment banker.





Stay in your range

- Obviously, there can be gaps between a low-ball offer, a fair offer, and a seller's valuation expecations.
- Communication coupled with some creative deal structure may just be enough to bridge these gaps.



Deal Structure Components



Tips For A Successful First Deal

- 1) Increase deal flow
- 2) Submit offers
- 3) Stay in your range

CORUM Special Report Recapitalization: The Perfect Solution?







Previously in "Suicide Valuations"

Pre-Funding Valuation

Series A <\$7M 60%

Series B \$20M 40%

Series C \$40M 20%

Too expensive to sell!

You need to sell for >\$100M



Raise

You give up equity without getting liquidity

Dilution - you may lose control

Different emphasis on growth

You may end up with nothing

You may miss your M&A window

Time burn

You may get the board from hell



Merge

Immediate liquidity

Higher valuations

Harnessing your full potential

Second bite opportunity

Faster outcome

Valuable insights



The Age of "Bolt-Ons"

80% of all M&A transactions now are "bolt-ons".

PE firms have **trillions in cash** to make these acquisitions.



The same buyers will also look at:

"Recapitalization"



Recapitalization:

Restructuring the company's ownership debt or equity mixture to buy out some investors, potentially changing preferred/common stock mix – infuse new capital for growth



Traditional debt, venture debt, and venture sources have dried up.

So are IPOs.



It allows you calibrate your worth in the M&A market against the recapitalization option.

- Be sure you're contacting both strategic and financial buyers.
- That requires a vast global database.









After taking them to market...

Lowest Offer

\$40M

Minority Investment

Next Offer

<\$60M

Recapitalization

Highest Offer

\$80M

Strategic Buyer

Accepted Offer \$72M

None of these were from the original bidder.

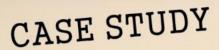
















Re-entered market 18 months later: 90% recapitalization at \$40 million value from



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



CASE STUDY



Recapitalization

- Original goal: \$4M-\$5M

\$36M + \$10M = \$46M - Over 10x original expectations Total amount after hiatus:

This two-stage recapitalization approach can be the best way to realize the full value of what you have built.



Is there a recapitalization in your future?

CORUM Tech M&A Monthly

The Rebirth of Recapitalization





Podcasts



After the Deal – Celebration







www.CorumGroup.com

CORUM Thank you!