

NORDHAVEN QUARTERLY SOFTWARE REPORT

Inclusion criteria¹

Target geographies



Target company must have the **majority of operations** in the Nordics

Proprietary

SaaS

Software

Data acquisition and market intelligence

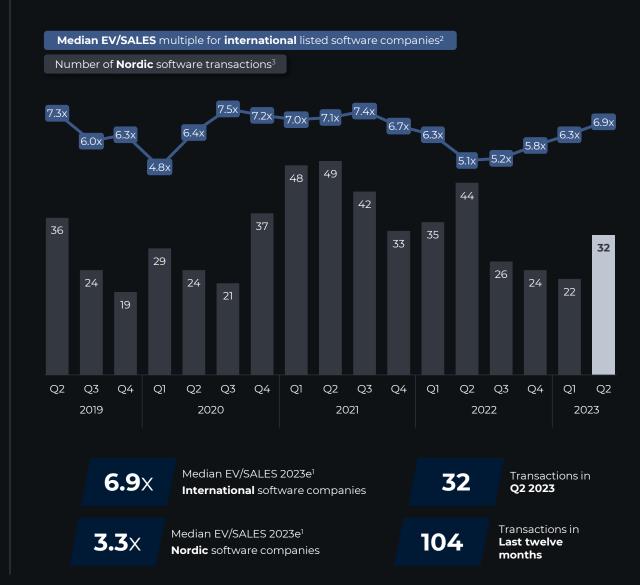




SOFTWARE COMPANY DEALS & MULTIPLES

Q2 2019 – Q2 2023

- Nordhaven, in Q2 2023, has identified 32 software deals in the Nordic region, marking growth for the first time in four consecutive quarters. This period reflects the highest transaction volume since Q2 2023. The growth is primarily driven by a significant increase in transaction volume from Denmark, rising from 2 identified deals to 9.
- Deal volume last twelve months (Q3 2022-Q2 2023) counts a total of 104 software transactions, a decline of 32% compared to period Q3 2021-Q2 2022 (154 transactions). If we compare the deal volume with pre-covid historical figures, the past quarters deal volume are relatively in line with the historical "normal".
- Although somewhat challenging macroeconomic headwinds and increased uncertainty, Nordhaven experience strong interest - from both PE and industrial investors - to invest in high quality Nordic software companies. During Q2 2023 ~70% of the targets were acquired by PE (platform or as add-ons) and remaining ~30% were acquired by trade buyers.
- Listed international software companies are currently trading at EV/Sales 2023E of 6.9x, a multiple expansion from previous quarter at 6.3x. Nordic listed software companies were at the end of Q1 2023 traded at 3.3x EV/Sales 2023E, moderately higher than the previous quarter of 3.1x EV/Sales 2023E.



- In Q2 2023, Nordhaven identified 32 Nordic software deals, +45% compared with the deal volume in Q1 2023. However, it represented a 27% reduction compared to Q2 2022.
- The targets were located in Sweden (11), Denmark (9), and Norway (7), together accounting for nearly 85% of the total deal volume in Q2 2023.
- Many new PE platforms were established in Q2 2023, similar to Q1 2023, this was the most dominant acquisition type with +40% of the deal volume. PE add-on and trade buyers each represented around 30% of the deal volume.
- Nordic bidders remained the most active buyers' group, contributing to approximately 56% of the deal volume in Q2 2023, down from +80% in Q1 2023. Remaining deals were made by buyers from US/Canada (8) and the rest of Europe (6).



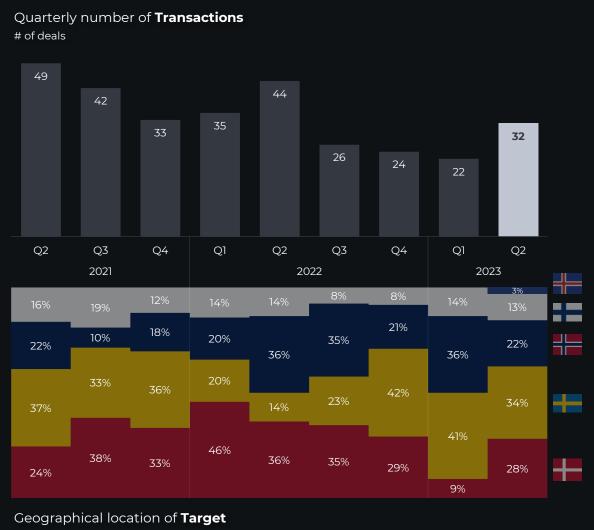






NORDIC SOFTWARE TRANSACTIONS

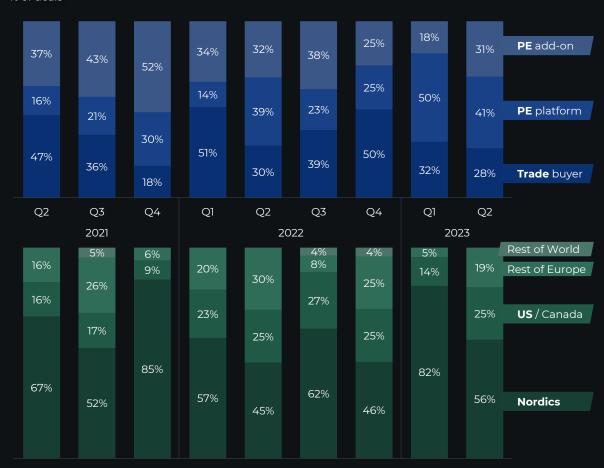
Quarter-over-Quarter (QoQ) development Q2 2021 – Q2 2023



% of deals

Exit or **deal type**

% of deals



Acquirer's region

% of deals

SELECTED TRANSACTIONS DURING Q2 2023

See appendix 1 for full Q2 2023 selection

Target		Description	Revenues 2022 ¹ (EURm)	Seller	Acquirer	
b² infobric	+	Provider of security system for construction companies	47	SUMMAEQUITY	STIRLING SQUARE CAPITAL PARTNERS	4 8 7 8
sigNP	+	Engaged with providing a solution for accounts payable automation built into Microsoft's ERP Dynamics	23	♂ Standout Capital	INSIGHT PARTNERS	
€ Kabal	#	Developer of logistics software designed for the energy logistics industry	17	Norvestor	INSIGHT PARTNERS	
Hostaway		Vacation rental software provider	7	Private	PSG	
Compilator	+	Software provider servicing the needs of the tyre and distribution sectors	5	Private	AKKR ADDITUKES MERCHANIS KENTIDES CONTINUEDAD SPORTS	
BI builders	#	Software data automation company	5	Private	M. MONTERRO TIMEXTENDER	++
C CURITY	+	Sweden-based provider of cyber security services	4	Private	GRO 🗗 CAPITAL	+
PROGRITS 2	+	Software company engaged with ales intelligence data	3	Private	-AXCEL	+
Q	+	Software company which has developed exam and assessment solutions for higher education	N.a.	Private	M. MONTERRO	+
ຈ Perfion	+	Provider of product information management solution for multi-channel, multi-language communication	N.a.	Private	VOLPi CAPITAL boyumit	

SELECTED NORDIC SOFTWARE TRANSACTION MULTIPLES

Backward-looking multiples in recent public take-over bids in the Nordics

Target		Description	Exit multiple ¹ (EV/SALES)	Date	Premium ²	Acquirer	
≥ momentum	+	SaaS company that develops, sells, and implements cloud-based systems for property management and energy	14.8x	Q2 2022	+71.4%	77) Aareon	
EcoOnline	#	Norway-based company engaged in developing software for management and documentation of chemicals	8.5x	Q2 2022	+68.5%	Apax PARTNERS	
MERCELL	#	Norway-based provider of e-tendering SaaS solutions	5.6x	Q2 2022	+109.7%	THOMABRAVO	
Ørn Software	#	Software company engaged with the digitization of asset-heavy industries	3.9x	Q2 2022	+41.1%	E ■ ■ G	4
basware		Finland-based developer of business and financial software products for financial processes	3.1x	Q2 2022	+94.7%	AKKR 3	
PLAY MAGNUS GROUP OF COMPANIES	#	Norway-based provider of chess training apps	2.9x	Q3 2022	+28.5%	Chess. com	
HOUSE OF CONTROL	#	Norway-based company providing Contract Management Software and IFRS 16 Software for businesses in Europe	2.8x	Q3 2022	+60.0%	◇ VISMA	#
		Median	3.9x				
		- Not included. Pending in MM Mean	5.9x				

¹Backward-looking multiples (last twelve months) as reported by FactSet.

²The offer's percentage premium over the last closing price prior to the announcement. Figures directly from FactSet.³Consortium led by Accel-KKR, comprising also of Long Path Partners and Briarwood Chase Management LLC. Sources: Mergermarket, FactSet, Valu8 and Nordhaven analysis.

Large cap (EV >500 EURm)



Mid cap (EV 200-500 EURm)

Company	HQ	EV		EV/Sales ¹			EV/EBITDA ^{1,2}		Sales	Growth	(YoY)	E	BITDA (%	6)
		EUR million	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e
lime₽	+	325	7.7x	6.6x	5.8x	27.4x	21.1x	18.7x	21 %	17 %	13 %	28 %	31 %	31 %
SmartCraft	#	314	10.5x	8.8x	7.7x	27.3x	21.3x	18.0x	23 %	20 %	15 %	39 %	41 %	43 %
§ admīcom	•	202	6.4x	5.9x	5.6x	14.6x	16.1x	14.5x	27 %	9 %	6 %	44 %	37 %	38 %
Median (mid cap)		314	7.7x	6.6x	5.8x	27.3x	21.1x	18.0x	23 %	17 %	13 %	39 %	37 %	38 %

Small cap (EV <200 EURm) (1/3)

Company	HQ	EV		EV/Sales ¹			EV/EBITDA ^{1,2}		Sale	s Growth	(YoY)		EBITDA (9	%)
		EUR million	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e
W / T H°		170	1.3x	1.2x	1.1x	NM	NM	NM	4 %	7 %	11 %	-20 %	-15 %	1%
lemonsoft●		142	6.3x	5.3x	4.7x	20.5x	17.9x	14.9x	31 %	19 %	13 %	31 %	30 %	31 %
Tecnotree	(138	1.9x	1.8x	1.6x	9.2x	5.6x	4 <mark>.7</mark> ×4.7x	13 %	8 %	9 %	21 %	32 %	35 %
sikri	#	137	1.5x	1.4x	1.3x	12.7x	6.7x	5.6x	90 %	8 %	7%	12 %	21 %	23 %
]pexip[#	134	1.7×	1.5x	1.4x	NM	11.9x	8.5x	8%	13 %	8%	-21 %	13 %	17 %
Formpipe.	+	124	3.0x	2.7x	2.5x	19.9x	12.7x	10.0x	3%	11 %	9 %	15 %	21 %	25 %
elliptic labs	#	120	25.7x	19.5x	6.0x	NM	NM	19.5x	-5 %	32 %	225 %	-74 %	-55 %	31 %
ENEA	+	99	1.2x	1.2x	1.3x	4.1x	5.0x	4.3x	7 %	Ο%	-2 %	31 %	25 %	30 %
5-The eHealth Company	#	98	3.0x	2.7x	2.4x		13.9x	8.4x	12 %	11 %	13 %	4 %	19 %	28 %
OIAR SYSTEMS	+	91	2.5x	2.5x	2.3x	9.9x	8.2x	6.2x	18 %	1%	9 %	26 %	30 %	37 %

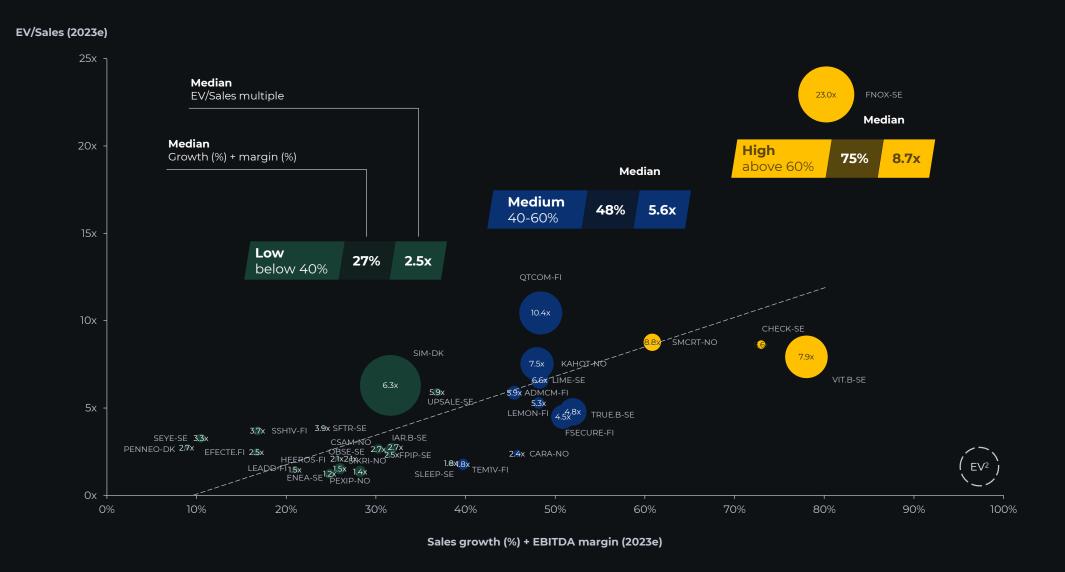
Small cap (EV <200 EURm) (2/3)

Company	HQ	EV		EV/Sales ¹			EV/EBITDA ^{1,2}		Sale	s Growth	(YoY)		EBITDA (º	%)
		EUR million	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e
smart eye	+	87	4.6x	3.3x	2.1x	NM	NM	18.0x	100 %	42 %	57 %	-95 %	-31 %	12 %
. ∵∵ SSH		81	4.2x	3.7x	3.1x	NM	NM	26.3x	21 %	14 %	18 %	-1 %	3 %	12 %
checkin .com	+	76	12.7x	8.6x	4.6x	NM	32.9x	15.1x	81 %	47 %	87 %	-2 %	26 %	31 %
upsales	+	73	6.6x	5.9x	5.1x	25.3x	23.0x	20.7x	39 %	11 %	16 %	26 %	26 %	25 %
efecte		63	2.9x	2.5x	2.1x	NM	NM	32.1x	22 %	17 %	16 %	0 %	0 %	7 %
CARASENT	#	55	3.1x	2.4x	2.0x	21.0x	15.6x	8.3x	42 %	30 %	18 %	15 %	15 %	24%
') LeadDesk		45	1.6x	1.5x	1.3x	NM	11.0x	8.2x	14 %	7 %	12 %	NA	14 %	16 %
Sleep Cycle	+	37	2.0x	1.8x	1.6x	9.2x	6.7x	5.1x	17 %	11 %	12 %	22 %	27 %	32 %
PENN30°	+	33	3.4x	2.7x	2.1x	NM	NM	NM	33 %	24 %	28 %	-24 %	-15 %	-4 %
Heeros		24	2.2x	2.1x	2.0x	73.0	9.3x	7.1x	20 %	3 %	8 %	3 %	23 %	28 %

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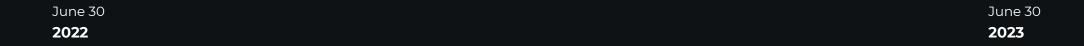
Small cap (EV <200 EURm) (3/3)

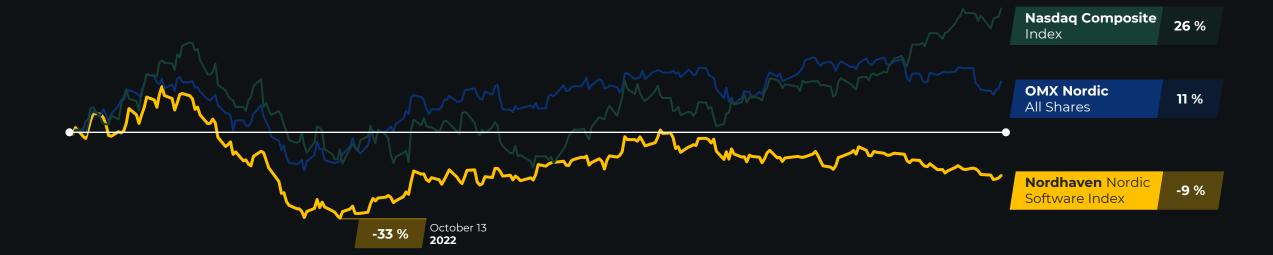
Company	ompany HQ EV EUR million		EV/Sales ¹			EV/EBITDA ^{1,2}			Sales Growth (YoY)			E	EBITDA (%)		
		EUR million	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	
	+	15	5.0x	3.9x	3.0x	NM	NM	NM	34 %	28 %	30 %	-48 %	-4 %	NA	
Observit	+	8	2.6x	2.1x	1.6x	41.0x	47.6	5x 13.6x	NA	23 %	33 %	6 %	4 %	12 %	
bam buser	+	7	0.4x	0.4x	0.4x	NM	NM	NM	50 %	-2 %	3 %	-67 %	-60 %	-41 %	
Median (small cap		81	2.9x	2.5x	2.1x	20.2x	11.9x	8.5x	21 %	11 %	13 %	3 %	15 %	24 %	
Median (all Nordic)	120	4.2x	3.3x	2.5x	21.0x	15.6x	14.5x	22 %	14 %	15 %	15 %	23 %	28 %	



NORDHAVEN NORDIC SOFTWARE INDEX

Benchmarked against OMX Nordic All Shares and Nasdaq Composite





SELECTED PUBLICLY TRADED INTERNATIONAL SOFTWARE COMPANIES

(1/2)

Company	HQ	EV		EV/Sales ^{1,2}			EV/EBITDA ^{1,2}		Sale	s Growth	(YoY)		EBITDA (%	%)
		EUR billion	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e
Microsoft		2,303	12.8x	12.0x	10.8x	25.9x	24.8x	21.6x	18 %	7 %	11 %	49 %	48 %	50 %
ORACLE		382	8.4x	7.8x	7.2x	21.2x	15.1x	13.5x	18 %	8 %	8 %	40 %	52 %	53 %
A Adobe		203	12.9x	11.6x	10.4x	32.7x	23.2x	21.1x	10 %	11 %	12 %	39 %	50 %	49 %
salesforce		191	6.7x	6.1x	5.5x	28.8x	15.1x	14.2x	18 %	11 %	11 %	23 %	40 %	39 %
SAP		144	4.7x	4.7x	4.3x	19.5x	14.9x	13.2x	11 %	0 %	9 %	24 %	31 %	33 %
ıntuıt		122	10.5x	9.4x	8.4x	38.7	23.8x	20.8x	32 %	12 %	12 %	27 %	39 %	40 %
servicenow		103	15.7x	12.8x	10.5x	NM	39.3	x 31.6x	23 %	23 %	22 %	10 %	33 %	33 %
vm ware ^a		61	5.1x	4.8x	4.6x	20.7x	13.6x	12.6x	4 %	5 %	6 %	24 %	35 %	36 %
DASSAULT SYSTEMES		54	9.5x	9.0x	8.3x	27.8x	25.2x	22.9x	17 %	5 %	8 %	34 %	36 %	36 %
workday.		51	9.1x	7.8x	6.7x	NM	28.9x	24.0x	20 %	16 %	17 %	3 %	27 %	28 %

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SELECTED PUBLICLY TRADED INTERNATIONAL SOFTWARE COMPANIES

(2/2)

Company	HQ	EV		EV/Sales ^{1,2}			EV/EBITDA ^{1,2}		Sale	s Growth	(YoY)		EBITDA (%	%)
		EUR billion	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e
** snowflake		49	26.1x	19.6x	14.9x	NM	NM	NM	69 %	33 %	32 %	-37 %	8 %	11 %
CONSTELLATION SOFTWARE INC.		42	7.2x	5.7x	5.0x	27.7x	22.3x	19.2x	35 %	27 %	13 %	26 %	25 %	26 %
AUTODESK.		41	9.1x	8.4x	7.5x	39.7>	22.1x	19.4x	12 %	9 %	12 %	23 %	38 %	39 %
Gen		19	6.3x	5.5x	5.3x	12.3x	9.4x	9.0x	19 %	15 %	5 %	52 %	58 %	58 %
CHECK POINT	*	12	5.8x	5.6x	5.4x	14.7x	12.5x	12.3x	8%	4 %	4 %	40 %	45 %	44 %
sage	4 E	12	5.3x	4.7x	4.4x	23.8x	19.9x	18.1x	6 %	12 %	8 %	22 %	24 %	24 %
♠ Progress [®]		3	5.5x	4.8x	4.6x	15.9x	18.5x	15.8x	13 %	15 %	4 %	35 %	26 %	29 %
Enghouse Systems			3.8x	3.5x	3.0x	11.4x	12.3x	9.7x	-8 %	8 %	15 %	33 %	28 %	31 %
Median (internatio	nal)	52	7.8x	6.9x	6.1x	23.8x	19.9x	18.1x	17 %	11 %	11 %	27 %	36 %	36 %

NORDHAVEN - WHAT WE BELIEVE IN



- M&A is a particular craftmanship we only excel at if we stay focused, are well prepared and strive to stay ahead of the pack.
- We love technology and we admire founders that is also our own heritage.
- We seek added value for our clients through identifying and arguing for strong business logic and strategic rationale in the deals that we advise.

CORE SECTOR EXPERTISE

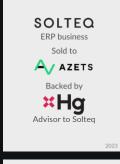


A LEADING SOFTWARE M&A SPECIALIST IN NORWAY & FINLAND

SELECTED RECENT TECH DEALS



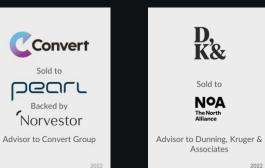




Convert

Backed by

Norvestor



Neptune Software

Sold to

Triton

Advisor to Neptune Software



Moment

Sold to

Advisor to Moment

MONTERRO

2021

Advisor to



2021



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155

Transactions closed in 2022

300+

Years of experience

€8.5 bn

Cumulative value of transactions closed in 2022



a global buyer universe by leveraging the Claimeid network providing access local partners in 20+ countries & 250+ professional M&A advisors

APPENDIX 1: LIST OF IDENTIFIED NORDIC SOFTWARE TRANSACTIONS Q2 2023 (1/2)

# Target company	Target country	Bidder	Sponsor	Bidder geography	Month ¹	Deal type
1 Compilator AB	Sweden	Kerridge Commercial Systems (KSE) Ltd	Accel-KKR	Rest of Europe	June	PE - Add-on
2 Movendos Oy	Finland	VideoVisit Ltd	Main Capital	Nordics	June	PE - Add-on
3 efacto AS	Denmark	Visma AS	Hg (lead)	Nordics	June	Trade Buyer
4 Firmnav ApS	Denmark	#Valuation Europe AB		Nordics	June	Trade Buyer
5 AddSearch Oy	Finland	SaaS.group LLC		US / Canada	June	PE - Platform
6 Iternio Planning AB	Sweden	Rivian Automotive, LLC		US / Canada	June	Trade Buyer
7 Infobric AB	Sweden	Existing Management; Stirling Square Capital Partners LLP		Rest of Europe	June	PE - Platform
8 Progrits AB	Sweden	Axcel Management A/S		Nordics	June	PE - Platform
9 Uniwise Aps	Denmark	Monterro Software Investment AB		Nordics	June	PE - Platform
10 Sensire Ltd	Finland	Main Capital Partners B.V.		Rest of Europe	June	PE - Platform
11 BrightBid AB	Sweden	Speqta AB		Nordics	June	Trade Buyer
12 Resoptima AS	Norway	Halliburton Company		US / Canada	June	Trade Buyer
13 Hostaway Oy	Finland	PSG Equity LLC		US / Canada	May	PE - Platform
14 Sirenia ApS	Denmark	Alfa eCare AB	Main Capital	Nordics	May	PE - Add-on
15 Kabal Holding AS	Norway	Insight Partners		US / Canada	May	PE - Platform
16 Men&Mice ehf	Iceland	BlueCat Networks, Inc.	Audax	US / Canada	May	PE - Add-on

APPENDIX 1: LIST OF IDENTIFIED NORDIC SOFTWARE TRANSACTIONS Q2 2023 (2/2)

# Target company	Target country	Bidder	Sponsor	Bidder geography	Month ¹	Deal type
17 Imagimob AB (100% Stake)	Sweden	Infineon Technologies AG		Rest of Europe	May	Trade Buyer
18 Onix AS	Norway	Viking Venture AS		Nordics	May	PE - Platform
19 Curity AB	Sweden	GRO Capital A/S		Nordics	May	PE - Platform
20 Matchi AB	Sweden	Verdane Capital; Sprints Capital Management Limited; Daniel Ekman (Private Individual)	Verdane / Sprints Capital (significant minority)	Nordics	May	PE - Platform
21 Jobbnorge AS (100% Stake)	Norway	Grade AB	Viking	Nordics	May	PE - Add-on
22 Perfion A/S (100% Stake)	Denmark	Boyum IT Solutions A/S	Volpi	Nordics	May	PE - Add-on
23 T-rank AS (100% Stake)	Norway	Lyvia Group AB		Nordics	May	Trade Buyer
24 FutureOn AS	Norway	Kongsberg Gruppen ASA; Kongsberg Digital AS		Nordics	May	Trade Buyer
25 Applikator ApS (100% Stake)	Denmark	VideoVisit Ltd	Main Capital	Nordics	May	PE - Add-on
26 SimCorp A/S (100% Stake)	Denmark	Deutsche Borse AG	Delisting	Rest of Europe	April	Trade Buyer
27 PC Schematic A/S	Denmark	Pamir Partners AB		Nordics	April	PE - Platform
28 SignUp Software AB (100% S	Stake) Sweden	Insight Partners		US / Canada	April	PE - Platform
29 Bl Builders (100% Stake)	Norway	TimeXtender	Monterro	Nordics	April	PE - Add-on
Wide Narrow Holding Inc (19 Stake)	00% Sweden	InfoDesk	Cuadrilla	US / Canada	April	PE - Add-on
31 Carswip A/S (100% Stake)	Denmark	Imaweb/IDF Group	Providence	Rest of Europe	April	PE - Add-on
32 Verified Global AB	Sweden	Verdane Capital		Nordics	April	PE - Platform

APPENDIX 2: COMPANIES PLOTTED ON REGRESSION

(1/2)

Ticker	Company	Listed country	Short description
FNOX-SE	Fortnox AB	Sweden	Provides Internet based programs for businesses
SIM-DK	SimCorp A/S	Denmark	Develops and sells investment management software platform
VIT.B-SE	Vitec Software Group AB	Sweden	Provides industry specific business applications
QTCOM-FI	Qt Group Plc	Finland	Develops software tools
TRUE.B-SE	Truecaller AB	Sweden	Develops and operates a mobile application for verifying contacts and blocking unwanted communication
KAHOT-NO	Kahoot ASA	Norway	Provides educational quiz games for phones and tablets
FSECURE-FI	F-Secure Oyj	Finland	Provides consumer and cyber security services
LIME-SE	Lime Technologies AB	Sweden	Develops customer relationship management systems
SMCRT-NO	SmartCraft ASA Class A	Norway	Provides SaaS solutions to SME's in the construction sector
ADMCM-FI	Admicom Oyj	Finland	Develops and delivers enterprise resource planning systems for the building services engineering, energy and construction sectors and the industry
ELABS-NO	Elliptic Laboratories ASA	Norway	Manufactures virtual security sensors for laptops, computers and hardware devices
ENEA-SE	Enea AB	Sweden	Develops software for telecommunication and cyber security
SIKRI-NO	Sikri Group ASA	Norway	Leading company within property data, property technology and data economics in the Nordics
WITH-FI	WithSecure Corporation	Finland	Provides internet and mobile security software
IAR.B-SE	IAR Systems Group AB	Sweden	Provides software development services for programming of processors
TEMIV-FI	Tecnotree Oyj	Finland	Develops telecommunication software
LEMON-FI	Lemonsoft Oyj	Finland	Develops enterprise resource planning software for small and medium-sized companies

APPENDIX 2: COMPANIES PLOTTED ON REGRESSION

(2/2)

Ticker	Company	Listed country	Short description
OBSE-SE	Observit AB	Sweden	Develops cloud-based video surveillance subscription platform for vehicle transportation
FPIP-SE	FormPipe Software AB	Sweden	Provides and develops software products and solutions to capture, structure, and distribute information flows
SSH1V-FI	SSH Communications Security Oyj	Finland	Provides security software solutions
UPSALE-SE	Upsales Technology AB	Sweden	Develops and sells cloud-based software for companies to streamline sales and marketing processes
CSAM-NO	CSAM Health Group AS	Norway	Develops e-health software company that provides clinical solutions for hospitals
CHECK-SE	Checkin.com Group AB	Sweden	Provides software solutions to connect with brands and service online
PEXIP-NO	Pexip Holding ASA	Norway	Offers video conferencing platform and digital infrastructure
SEYE-SE	Smart Eye AB	Sweden	Develops and sells products for eye tracking
EFECTE-FI	Efecte Oyj	Finland	Provides software solutions for enterprise service management
CARA-NO	Carasent ASA	Norway	Develops web-based care management system, medical record systems and enterprise practice management software for hospitals and clinics
SLEEP-SE	Sleep Cycle AB	Sweden	Develops sleep applications and tools for tracking and analyzing sleep habits
LEADD-FI	LeadDesk Oyj	Finland	Develops intelligent software for sales and customer services
PENNEO-DK	Penneo A/S	Denmark	Offers digital signature software that helps companies to manage and to automate their signing processes
HEEROS-FI	Heeros Oyj	Finland	Offers cloud-based financial management software



Questions regarding this report can be directed to one of the following team members

