

NORDHAVEN QUARTERLY SOFTWARE REPORT

Inclusion criteria

Target geographies



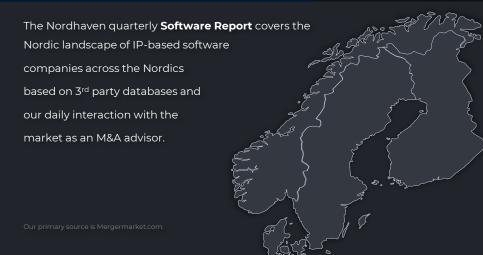
Target company must have the **majority of operations** in the Nordics

Proprietary

SaaS

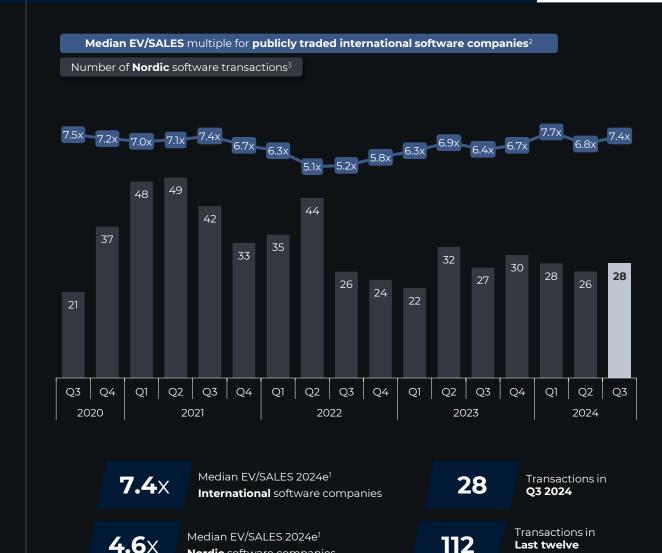
Software

Data acquisition and market intelligence





- Nordhaven identified 28 software deals in the Nordic region during Q3 2024, slightly up from 27 deals in Q3 2023. Resurgence in interest from North American buyers in Q3 2024 following weaker interest in H1 2024.
- Denmark was the most active country in terms of deal volume, followed by Finland and Sweden respectively. Highest number of Finnish software transactions in a single guarter during the past 2 years.
- Deal volume in the last twelve months (Q4 2023-Q3 2024) counts 112 software transactions, an increase of ~7% compared to the period Q4 2022-Q3 2023 (105 transactions).
- Listed international software companies are trading at EV/Sales 2024e of 7.4x at the end of O3 2024, up from 6.8x at the end of O2 2024. Listed Nordic software companies traded at 4.6x EV/Sales 2024e at the end of Q3 2024, up from 4.3x at the end of Q2 2024.



Nordic software companies

Last twelve

months

- In Q3 2024, Denmark led the Nordic region in deal activity representing 32% of the total volume with 9 transactions. Finland saw a rebound in software deals, reaching its highest activity level in two years with 8 transactions. In contrast, deal activity in Sweden and Norway declined compared to previous quarters.
- During Q3 2024, around ~75% of the targets were acquired by private equity buyers, either as platforms or add-ons, up from ~60% in Q2 2024, showing strong continued interest in Nordic software companies.
- Nordic buyers' share of total transaction volume declined to the lowest level in 48 months while remaining the most active group and accounting for 39% of transactions,
- Interest from North American buyers increased substantially to 29% of deal volume, following weaker levels observed in Q1 and Q2 2024. Potentially indicating reduced uncertainty within this buyer group.





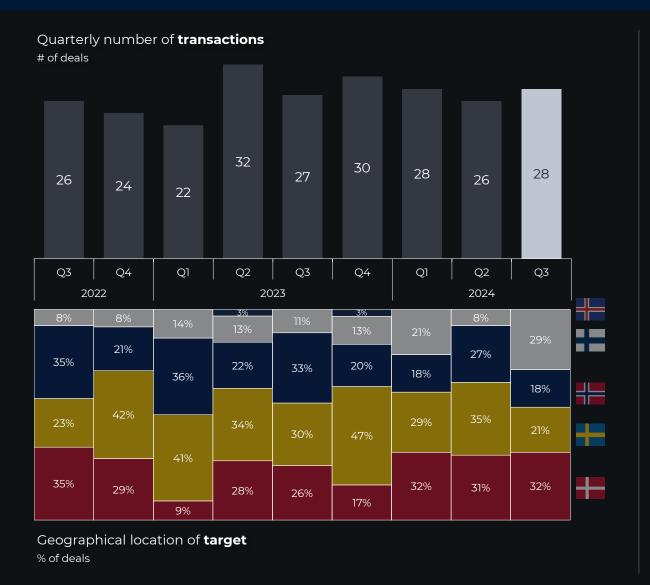






NORDIC SOFTWARE TRANSACTIONS

Quarter-over-Quarter (QoQ) development Q3 2022 – Q3 2024





% of deals



Acquirer's region

% of deals

SELECTED TRANSACTIONS DURING Q3 2024

See appendix 1 for full Q3 2024 selection

Target		Description	Revenues 2023 ¹ (EURm)	Seller	Acquirer
benify	+	Provider of web-based employee benefits tracking services	71	VITRUVIAN PARTNERS	zellis Apax:
ROIMA		Provider of supply chain and manufacturing software solutions	49	INTERA PARTNERS	CortenCapıtal
OpusCapita		Provides transaction payment processing solutions	31	PSG	SGEP INTELLIGENCE DRIVES INNOVATION
Bannerflow	+	Cloud-based banner production platform for creating and managing HTML5 display ads online	19	Private	Æ TENZING 👫
uextmañ。	+	Provides a digital workplace platform that replaces paper-based processes with software	n.a.²	Private	MAIN CAPITAL PARTNERS
NEWTECH (+	Provider of CBRN knowledge management software	n.a. ³	Private	Adelis Equity 🛑



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%	Mareon	
EcoOnline	Norway-based company engaged in developing software for management and documentation of chemicals	8.5x	Q2 2022	+68.5%	Apax	
MERCELL	Norway-based provider of e-tendering SaaS solutions	5.6x	Q2 2022	+109.7%	THOMABRAVO	
volue	Norway-based business software and solutions for the energy, power grid and infrastructure markets	4.0x	Q3 2024	+50.5%	40 generation	
Ørn Software	Norway-based software company engaged with the digitization of asset-heavy industries	3.9 x	Q2 2022	+41.1%	E ∎ ∎G	+
efecte	Finland-based IT Service Management software provider	3.9x	Q1 2024	90.8%	MATRIX42 ⁴	
basware	Finland-based developer of business and financial software products for financial processes	3.1x	Q2 2022	+94.7%	AKKR 5	
PLAY MAGNUS GROUP OF COMPANIES	Norway-based provider of chess training ap	ps 2.9 x	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	#
	Media	an 3.9x				
	Mea	5.5x				



Sources: Mergermarket, FactSet, Valu8 and Nordhaven analysis.

Large cap (EV >500 EURm)



8

Mid cap (EV 200–500 EURm)

Company HQ			EV/Sales ¹			EV/EBITDA ^{1,2}			Sales Growth (YoY)			EBITDA (%)		
		EUR million	2023a	2024 e	2025 e	2023a	2024 e	2025 e	2023a	2024 e	2025 e	2023a	2024 e	2025 e
SmartCraft BETTER DIGITAL TOOLS	#	454	13.2x	10.2x	8.6x	32.0x	26.5x	20.7x	20%	30%	19%	41%	38%	41%
limeΩ	+	427	8.4x	7.0x	6.1x	26.9x	23.2x	19.7x	18%	20%	14%	31%	30%	31%
]pexip[#	289	3.4x	3.0x	2.7x	29.8x	15.1x	11.7x	15%	12%	11%	11%	20%	23%
§ admicom		242	7.0x	6.7x	6.2x	19.0x	19.4x	17.2x	9%	5%	8%	37%	35%	36%
nordhealth	#	234	6.5x	5.1x	4.5x	NM	79.0x	33.2x	34%	27%	14%	(10%)	6%	14%
smart eye	+	216	8.1x	6.3x	4.0x	NM	NM	25.0x	38%	28%	59%	(44%)	(17%)	16%
Median (mid cap)		265	7.6x	6.5x	5.3x	28.3x	23.2x	20.2x	19%	24%	14%	21%	25%	27%

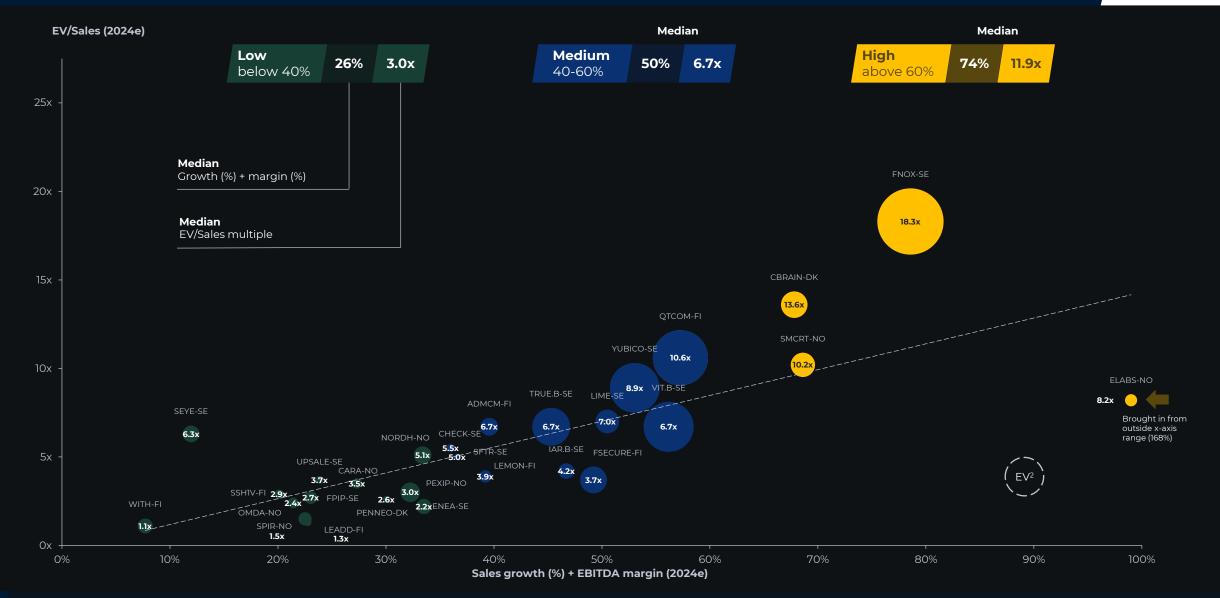
Small cap (EV <200 EURm) (1/2)

Company HQ EV EUR million			EV/Sales ¹			EV/EBITDA ^{1,2}			Sales Growth (YoY)			EBITDA (%)		
		EUR MIIIION	2023a	2024 e	2025 e	2023a	2024 e	2025 e	2023a	2024 e	2025 e	2023a	2024 e	2025 e
IAR SYSTEMS	+	185	4.6x	4.2x	3.9x	18.2x	10.9x	9.7x	9%	9%	7%	25%	39%	40%
ENEA	+	176	2.2x	2.2x	2.1x	8.8x	6.5x	6.4x	(2%)	(O%)	5%	25%	34%	33%
		173	1.2x	1.1x	1.1x	NM	52.2x	15.8x	6%	6%	7 %	(18%)	2%	7%
→ Spir	#	136	1.5x	1.5x	1.4x	13.7x	8.2x	6.5x	14%	5%	8%	11%	18%	21%
🌣 Formpipe.	+	127	2.7x	2.7x	2.4x	12.6x	12.6x	9.3x	8%	2%	10%	22%	21%	26%
lemonsoft●		115	4.4x	3.9x	3.6x	13.6x	14.5x	12.8x	17%	12%	9%	32%	27%	28%
elliptic labs	#	113	19.3x	8.2x	4.1x	MN	25.9x	7.8x	31%	137%	98%	(68%)	31%	53%
Omda	#	90	2.6x	2.4x	2.3x	17.1x	14.4x	11.1x	12%	5%	7%	15%	17%	21%
CARASENT	#	82	3.9x	3.5x	3.0x	50.8x	21.6x	10.7x	25%	11%	18%	8%	16%	28%
∵SSH	•	67	3.3x	2.9x	2.3x	MN	39.5x	18.7x	5%	13%	25%	0%	7%	13%

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

Company	HQ	EV	EV/Sales ¹			EV/EBITDA ^{1,2}			Sales	Sales Growth (YoY)			EBITDA (%)		
		EUR million	2023a	2024 e	2025 e	2023a	2024 e	2025 e	2023a	2024 e	2025 e	2023a	2024 e	2025 e	
checkin .com	+	50	5.9x	5.5x	3.9x	52.2x	19.0x	9.6x	38%	7%	43%	11%	29%	40%	
upsales	+	49	3.8x	3.7×	3.3x	13.1x	18.5x	15.0x	12%	4%	12%	29%	20%	22%	
ን LeadDesk	(43	1.5x	1.3x	1.2x	11.2x	9.5x	7.9x	5%	9%	10%	13%	14%	16%	
PEUU30	+	38	3.2x	2.6x	2.1x	NM	33.0x	12.4x	23%	22%	24%	(22%)	8%	17%	
	+	26	6.1x	5.0x	3.9x	NM	33.1x	NM	37%	21%	28%	(13%)	15%	NA	
Median (small cap		90	3.3x	2.9x	2.4x	13.7x	18.5x	10.2x	12%	9%	10%	11%	18%	24%	
Median (all Nordic)	181	5.2x	4.6x	3.9x	19.0x	19.4x	13.4x	17%	13%	14%	19%	24%	28%	

EV/SALES valuation (2024e) correlation to sales growth + EBITDA margin (2024e)

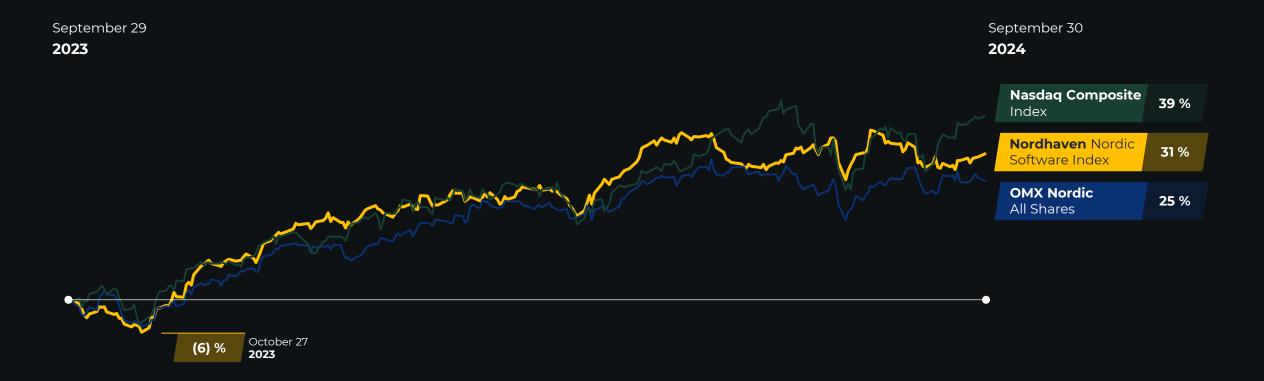


¹See appendix 2 for company names.

²The size of the bubbles illustrates the EV of the companies. Source: FactSet (EV per September 30, 2024 & estimates per October 4, 2024).

NORDHAVEN NORDIC SOFTWARE INDEX¹

Benchmarked against OMX Nordic All Shares and Nasdaq Composite



SELECTED PUBLICLY TRADED INTERNATIONAL SOFTWARE COMPANIES

(1/2)

Company	EV		EV/Sales ^{1,2}			EV/EBITDA ^{1,2}		Sale	s Growth	(YoY)	E	EBITDA (%	6)
	EUR billion	2023a	2024 e	2025 e	2023a	2024 e	2025 e	2023a	2024 e	2025 e	2023a	2024 e	2025 e
Microsoft	2,901	15.1x	13.0x	11.4x	30.9x	24.3x	21.5x	7%	16%	14%	49%	54%	53%
ORACLE	502	10.4x	9.5x	8.4x	24.9x	17.4x	15.5x	6%	10%	13%	42%	55%	55%
SAP	239	7.7x	7.1x	6.4x	30.1x	26.8x	20.8x	6%	8%	11%	25%	26%	31%
salesforce	238	7.5x	6.9x	6.4x	22.1x	16.6x	15.4x	11%	9%	9%	34%	42%	41%
Adobe Adobe	206	11.7x	10.6x	9.6x	30.1x	21.1x	19.3x	11%	11%	11%	39%	50%	49%
servicenow	164	20.1x	16.5x	13.7x	NM	47.4x	38.7x	24%	22%	20%	14%	35%	35%
ıntuıt	160	12.3x	10.8x	9.7x	44.8x	38.1x	23.6x	13%	13%	12%	27%	29%	41%
CONSTELLATION SOFTWARE INC.	65	8.5x	7.0x	5.9x	32.7x	26.8x	21.7x	32%	21%	19%	26%	26%	27%
workday.	55	8.4x	7.2x	6.3x	NM	24.8x	20.5x	16%	17%	14%	6%	29%	31%
AUTODESK.	54	11.0x	9.8x	8.7x	47.8x	25.8x	23.6x	10%	12%	12%	23%	38%	37%

SELECTED PUBLICLY TRADED INTERNATIONAL SOFTWARE COMPANIES

(2/2)





CORE SECTOR EXPERTISE

We operate as a strategic financial advisor and partner to board members and management

- 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

~10

+25

+150

Professionals

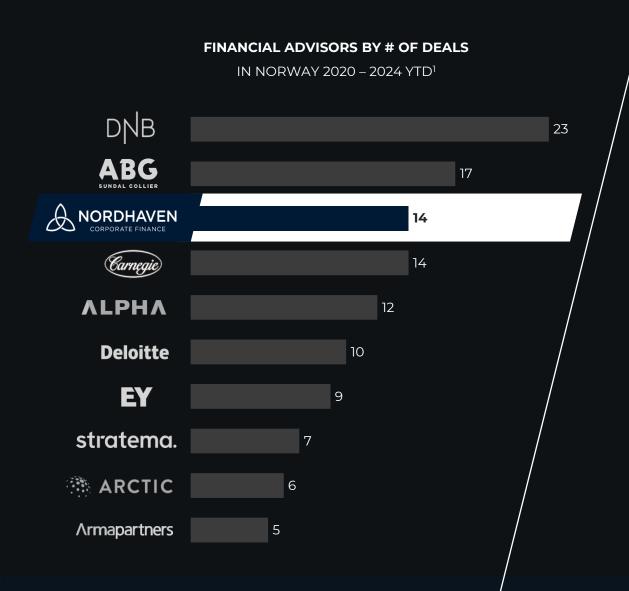
Years of experience

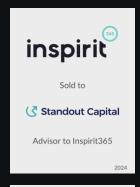
Transactions advised

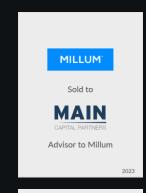


A LEADING SOFTWARE M&A SPECIALIST IN NORWAY

SELECTED RECENT TECH DEALS









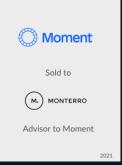












APPENDIX 1: LIST OF IDENTIFIED NORDIC SOFTWARE TRANSACTIONS Q3 2024

(1/2)

#	Target company	Target country	Bidder	Sponsor	Bidder geography	Month ¹	Deal type
1	OpusCapita Oy (100% Stake)	Finland	GEP		US / Canada	Jul-24	Trade Buyer
2	Bruhn Newtech A/S	Denmark	Adelis Equity Partners AB		Nordics	Jul-24	PE - Platform
3	A2I Systems A/S (100% Stake)	Denmark	Dow Jones & Co Inc; News Corp		US / Canada	Jul-24	Trade Buyer
4	Softera Oy (100% Stake)	Finland	Banyan Software, Inc.		US / Canada	Jul-24	Trade Buyer
5	Byggeprojekt ApS (100% Stake)	Denmark	Pro4all BV	Main Capital Partners BV	Rest of Europe	Jul-24	PE - Add-on
6	Volue ASA (100% Stake) ²	Norway	Advent International LP; Generation Investment Management LLP; Edison Bidco AS		US / Canada	Jul-24	PE - Platform
7	Taxiteknik Nordic AB	Sweden	Vitec Software Group AB		Nordics	Jul-24	Trade Buyer
8	H5P Group AS (100% Stake)	Norway	D2L Corp		US / Canada	Jul-24	Trade Buyer
ч	Performing Ideas HR AB (100% Stake)	Sweden	Monterro Software Investment AB		Nordics	Jul-24	PE - Platform
10	Nextway Software A/S	Denmark	Main Capital Partners BV		Rest of Europe	Jul-24	PE - Platform
11	Bannerflow AB	Sweden	Tenzing PE Ltd		Rest of Europe	Jul-24	PE - Platform
12	Criipto ApS (100% Stake)	Denmark	BankID BankAxept AS		Nordics	Sep-24	Trade Buyer
15	Unitary Healthcare Ltd (100% Stake)	Finland	Axel Health Oy	Standout capital	Nordics	Aug-24	PE - Add-on
14	SupWiz (100% Stake)	Denmark	Puzzel AS	Marlin Management Co LLC	Nordics	Aug-24	PE - Add-on
15	Roima Intelligence Inc (100% Stake)	Finland	Corten Capital		Rest of Europe	Aug-24	PE - Platform



APPENDIX 1: LIST OF IDENTIFIED NORDIC SOFTWARE TRANSACTIONS Q3 2024 (2/2)

#	Target company	Target country	Bidder	Sponsor	Bidder geography	Month ¹	Deal type
16	PICit A/S	Denmark	Arcadea Group		US / Canada	Aug-24	PE - Platform
17	Vigilo AS (100% Stake)	Norway	EG A/S	Francisco Partners Management LP	Nordics	Aug-24	PE - Add-on
18	Netbaron Solutions Oy (100% Stake)	Finland	Confirma Software AB	Abry Partners Inc	Nordics	Aug-24	PE - Add-on
19	Thinking Portfolio Oy (100% Stake)	Finland	Hypergene AB	Thoma Bravo LP	Nordics	Aug-24	PE - Add-on
20	PriceShape ApS (100% Stake)	Denmark	Copilot Capital Ltd		Rest of Europe	Aug-24	PE - Platform
21	Lime Green Digital AS (40% Stake)	Norway	Driv Kapital Forvaltning AS		Nordics	Aug-24	PE - Platform
22	TeamEngine Group AB (100% Stake)	Sweden	Board Intelligence	K1 Investment Management	Rest of Europe	Sep-24	PE - Add-on
23	Premas AS (100% Stake)	Norway	Star Information Systems AS	Longship AS	Nordics	Sep-24	PE - Add-on
24	Benify AB (100% Stake)	Sweden	Zellis Holdings Ltd	Apax Partners LLP	Rest of Europe	Sep-24	PE - Add-on
25	Lector ApS (100% Stake)	Denmark	Conex SAS	21 Invest France SAS	Rest of Europe	Sep-24	PE - Add-on
26	ZignSec AB (100% Stake)	Sweden	Stellex Capital Management LP		US / Canada	Sep-24	PE - Platform
27	Documill Ltd (100% Stake)	Finland	Ascendx Cloud Ltd		Rest of Europe	Sep-24	Trade Buyer
28	Cloudpermit Oy (100% Stake)	Finland	Riverside Co		US / Canada	Sep-24	PE - Platform



APPENDIX 2: COMPANIES PLOTTED ON REGRESSION

(1/2)

Ticker	Company	Listed country	Short description
ELABS-NO	Elliptic Laboratories ASA	NORWAY	Manufactures virtual security sensors for laptops, computers and hardware devices
FNOX-SE	Fortnox AB	SWEDEN	Provides Internet based programs for businesses
SMCRT-NO	SmartCraft ASA Class A	NORWAY	Provides SaaS solutions to SME's in the construction sector
CBRAIN-DK	cBrain A/S	DENMARK	Provides information technology services
QTCOM-FI	Qt Group Plc	FINLAND	Develops software tools
CHECK-SE	Checkin.com Group AB	SWEDEN	Provides software solutions to connect with brands and service online
VIT.B-SE	Vitec Software Group AB Class B	SWEDEN	Develops and delivers software solutions
LIME-SE	Lime Technologies AB	SWEDEN	Develops customer relationship management systems
IAR.B-SE	IAR Systems Group AB Class B	SWEDEN	Provides software development services for programming of processors
FSECURE-FI	F-Secure Oyj	FINLAND	Provides consumer and cyber security services
YUBICO-SE	Yubico AB	SWEDEN	Wholesales computers and software
TRUE.B-SE	Truecaller AB Class B	SWEDEN	Develops and operates a mobile application for verifying contacts and blocking unwanted communication
SEYE-SE	Smart Eye AB	SWEDEN	Develops and sells products for eye tracking
SFTR-SE	Safeture AB	SWEDEN	Provides mobile-based security services
LEMON-FI	Lemonsoft Oyj	FINLAND	Develops enterprise resource planning software for small and medium-sized companies
ADMCM-FI	Admicom Oyj		Develops and delivers enterprise resource planning systems for the building services engineering, energy and construction sectors and the industry



APPENDIX 2: COMPANIES PLOTTED ON REGRESSION

(2/2)

Ticker	Company	Listed country	Short description
OMDA-NO	Omda AS	NORWAY	Develops e-health software company that provides clinical solutions for hospitals
ENEA-SE	Enea AB	SWEDEN	Develops software for telecommunication and cyber security
PEXIP-NO	Pexip Holding ASA	NORWAY	Offers video conferencing platform and digital infrastructure
PENNEO-DK	Penneo A/S	DENMARK	Offers digital signature software that helps companies to manage and to automate their signing processes
NORDH-NO	Nordhealth AS	FINLAND	Develops healthcare management software
UPSALE-SE	Upsales Technology AB	SWEDEN	Develops and sells cloud-based software for companies to streamline sales and marketing processes
CARA-NO	Carasent ASA		Develops web-based care management system, medical record systems and enterprise practice management software for hospitals and clinics
FPIP-SE	FormPipe Software AB	SWEDEN	Provides and develops software products and solutions to capture, structure, and distribute information flows
SPIR-NO	Spir Group ASA	NORWAY	Operates as a holding company whose subsidiaries provides digital solutions based on real-estate data and critical software
LEADD-FI	LeadDesk Oyj	FINLAND	Develops intelligent software for sales and customer services
SSH1V-FI	SSH Communications Security Oyj	FINLAND	Provides security software solutions
WITH-FI	WithSecure Corporation	FINLAND	Provides internet and mobile security software





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

