

NORDHAVEN QUARTERLY SOFTWARE REPORT

Q2 2021

“Another record volume, prices levelling out”



KEY OBSERVATIONS Q2 2021

Q3 2018 – Q2 2021

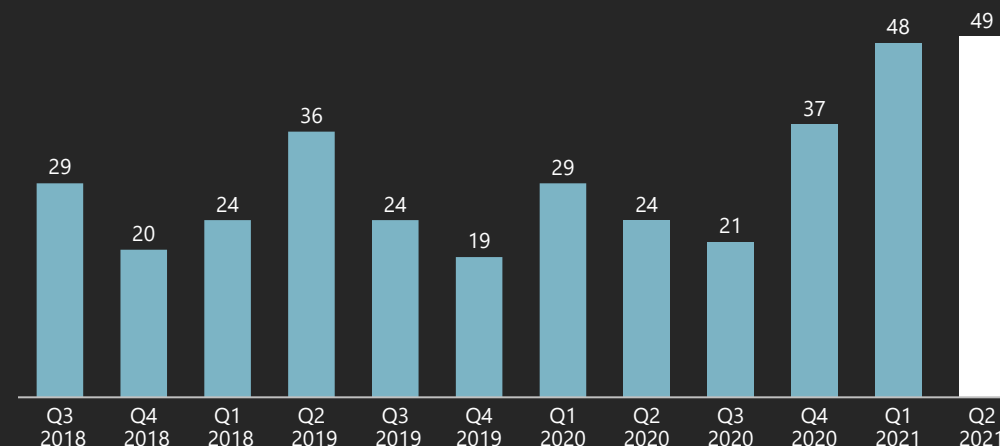
- Nordhaven has identified 49 software transactions in Q2 2021. This is another record quarter measured in number of deals in the Nordic software space since we started counting (one higher than previous quarter). The H1 2021 volume alone is now higher than the 4 quarters Q3 19 – Q2 20 combined.
- Volume is driven by high number of add-on acquisitions made by PE onto their existing platforms. In addition, we see an increase in trade buyers stemming from newly listed companies pursuing an active M&A strategy.
- Whilst the appetite from investors for recurring revenue seems to be never ending, we do observe a levelling of valuation multiples. We do also observe a higher scrutiny amongst investors in assessing the quality of recurring revenue and calibrating sales multiples with growth and earnings.



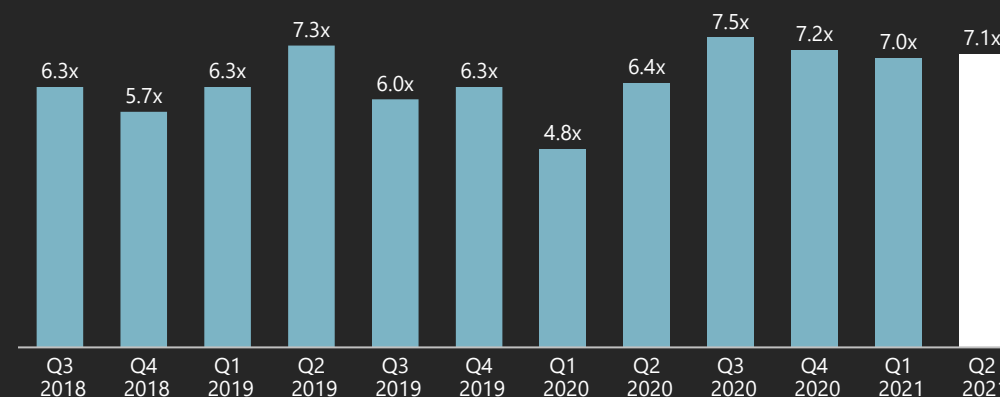
INCLUSION CRITERIA

Announced transactions where a Norwegian, Swedish, Finnish, Icelandic or Danish-based software company has been sold during the quarter. The company sold must have the majority of its operations in either of these countries. Consultancies, IT-services and resellers are not included. Neither are media and gaming software with significant content creation. Hardware oriented business models with significant COGS have been excluded. Minority transactions, IPOs or transactions that does not create a "change-of-control" situation have also been excluded. Mergermarket is our primary source for identifying eligible transactions. Transactions below 5 MUSD have not been included.

IDENTIFIED # OF NORDIC SOFTWARE TRANSACTIONS



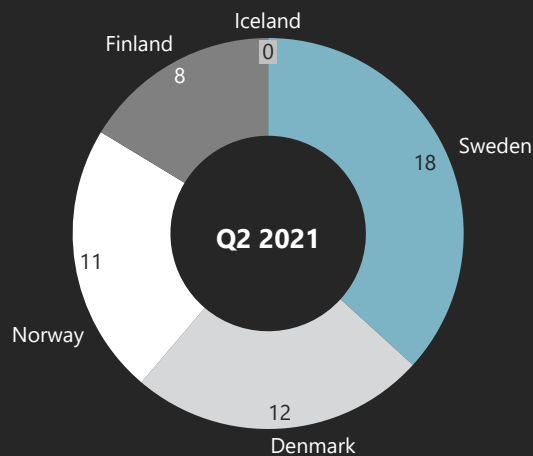
EV / SALES INTERNATIONAL LISTED SOFTWARE COMPANIES¹



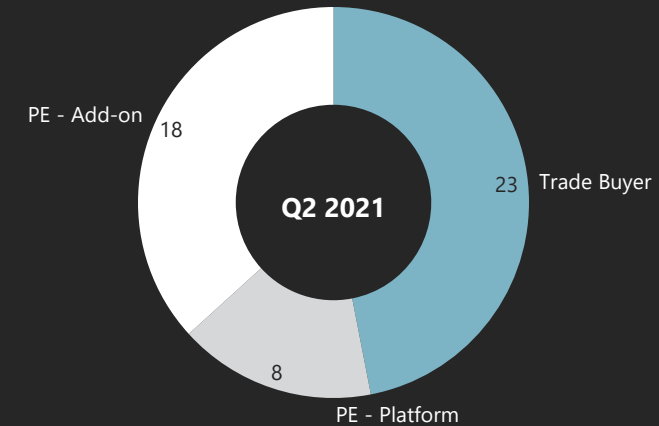
49 TRANSACTIONS IDENTIFIED IN THE NORDIC SOFTWARE SPACE IN Q2 2021

- Nordhaven has identified 49 Nordic software transactions in Q2 2021, one more than last quarter (48 in Q1 2021). This represent a more than doubling in number of deals compared to Q2 2020 (24 transactions).
- PE remain active within the software space representing ~53% of the transactions (through PE platforms and PE add-ons), compared to ~56% in the previous quarter (Q1 2021).
- Sweden most active Scandinavian country with ~37% of the targets.
- Nordic bidders contributed with ~2/3 of the deal volume (58% in Q1 2021 and 52% in Q2 2020) with bidders from the rest of Europe and US/Canada evenly distributed.

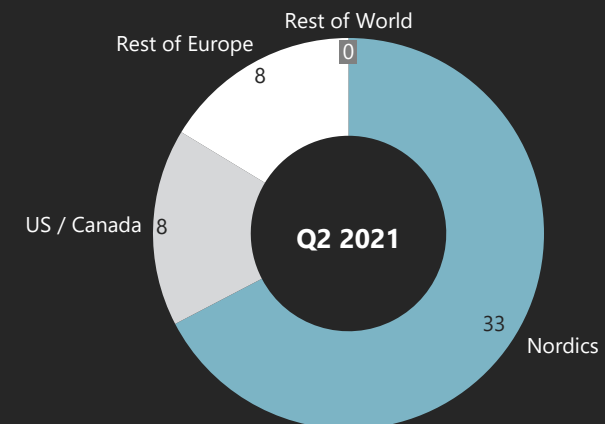
DEALS BY TARGET'S COUNTRY



DEALS BY ACQUISITION TYPE



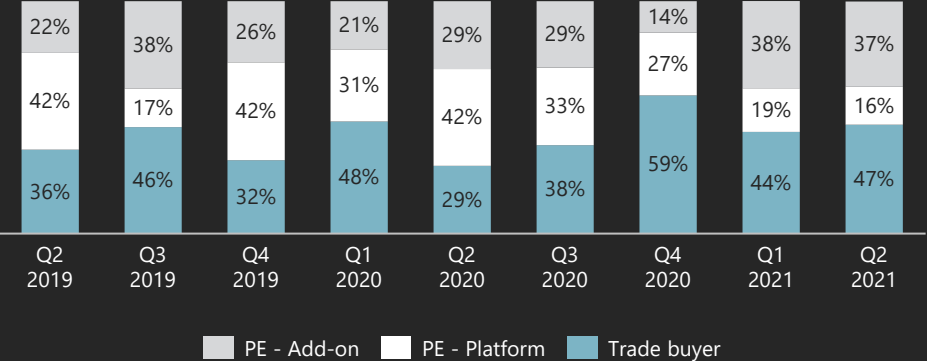
DEALS BY ACQUIRER'S REGION



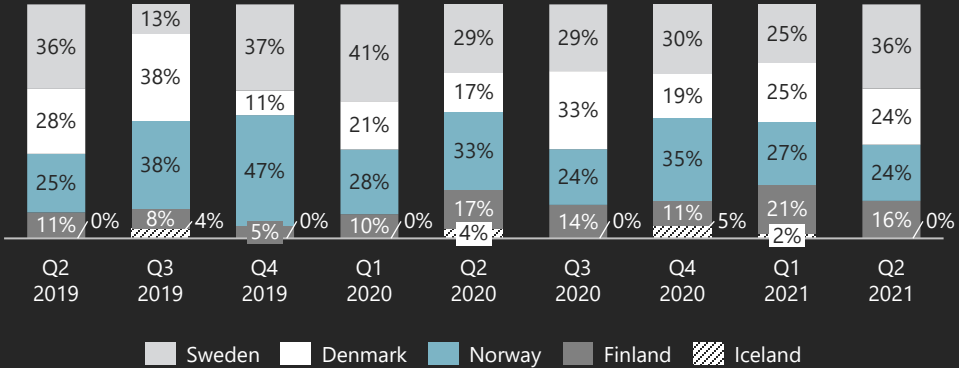
NORDIC SOFTWARE TRANSACTIONS

Quarter-by-Quarter development Q2 2019 - Q2 2021

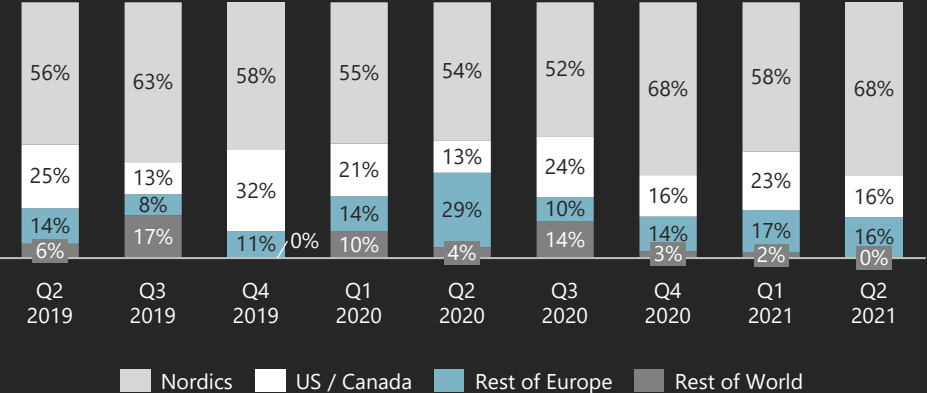
BREAKDOWN OF DEALS BY EXIT TYPE



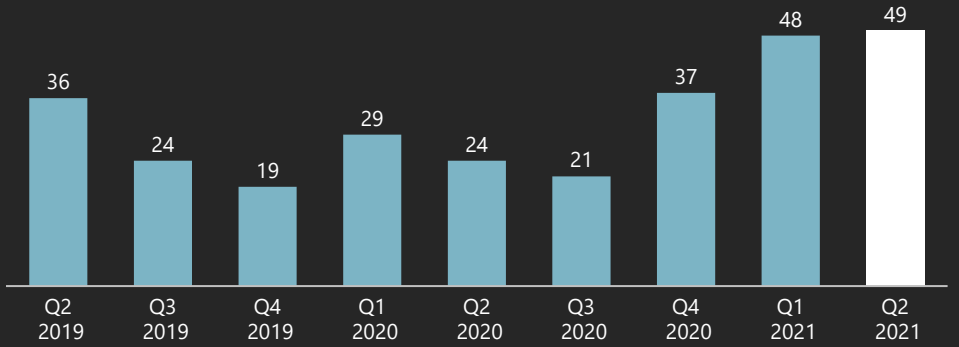
BREAKDOWN OF DEALS BY TARGET'S COUNTRY



BREAKDOWN OF DEALS BY ACQUIRER'S REGION




































QUARTERLY NUMBER OF TRANSACTIONS






SELECTED TRANSACTIONS DURING Q2 2021

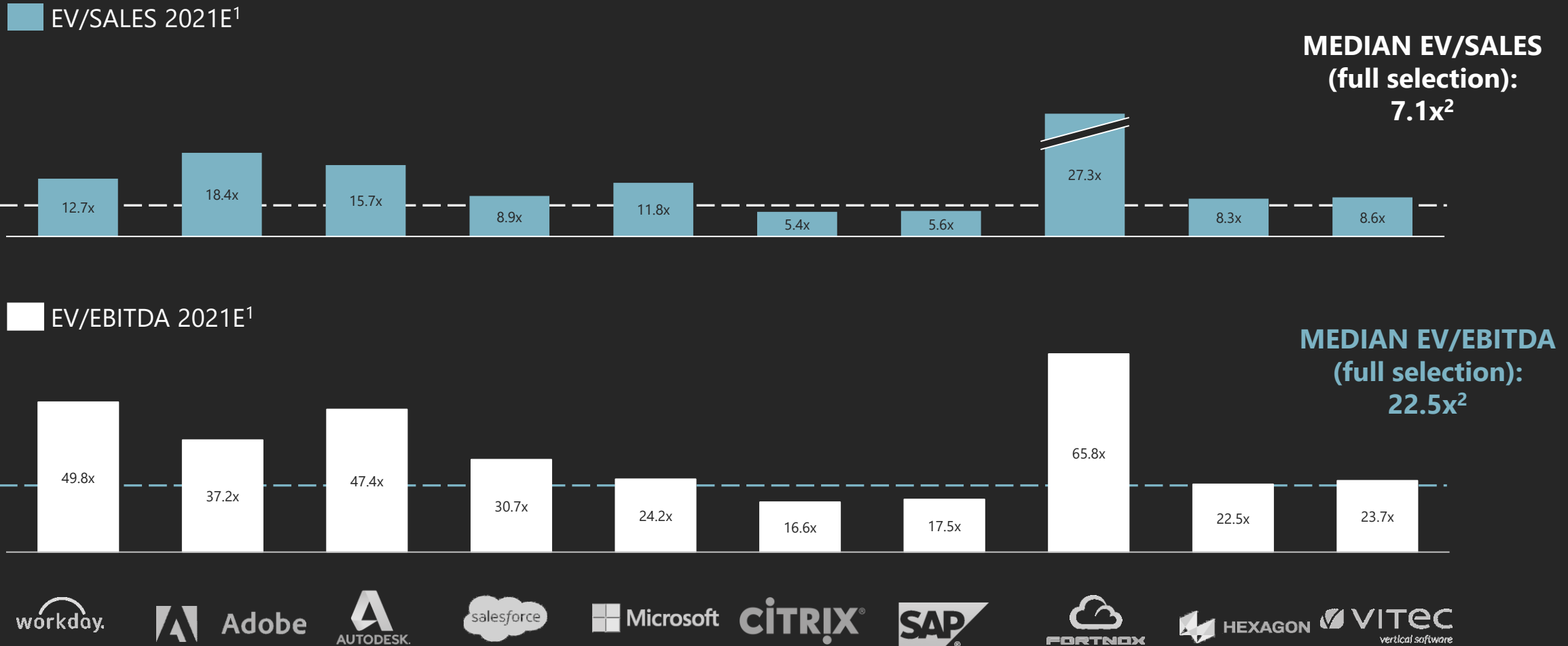
See appendix 1 for full selection

TARGET			REVENUE 2020 ¹ (EURm)	SELLER	ACQUIRER
 HOIST GROUP <small>We turn stays into returns</small>	Sweden-based provider of technology solutions to hotels, including property management and booking software, managed IP networks & internet/TV content		<div><div>100</div></div>	 Accent Equity	ADVENT INTERNATIONAL (lead) 
 ELEMENT LOGIC	Norway-based integrator for automated warehouse solutions centred around the Autostore system		<div><div>100</div></div>	Private	 CASTIK CAPITAL 
 ambita	Norway-based Prop tech company engaged in delivering solutions digitizing the real estate		<div><div>48</div></div>	 Norwegian Ministry of Trade, Industry and Fisheries	 sikri 
 C cloudia	Finland-based company engaged in provision of SaaS for digital planning, sourcing, and contract and supplier management solutions		<div><div>9</div></div>	Private	 Morcell 
 RAPAL	Finland-based real estate Software as a Service company		<div><div>8</div></div>	Private	 Ørn Software 
 exerp	Denmark-based digital specialist in fitness club member engagement software		N/A	 TECHNOGYM	 CLUBESSENTIAL HOLDINGS 
 tink	Sweden-based company engaged in providing an open banking platform to enables banks, fintechs and startups to develop data-driven financial services		N/A	 SEB Venture Capital  INSIGHT PARTNERS  eurazeo	 VISA 

SELECTED NORDIC SOFTWARE TRANSACTION MULTIPLES – LTM

EXIT MULTIPLE (EV/SALES) ¹	TARGET	ACQUIRER
Q2 2021	  <p>Finland-based company engaged in provision of SaaS for digital planning, sourcing, and contract and supplier management solutions.</p>	 
Q2 2021	  <p>Denmark-based digital specialist in fitness club member engagement software</p>	 
Q4 2020	  <p>Norway-based e-health company engaged in developing of cloud-based electronic patient record systems (EPR) for general practitioners, specialists and public health centres</p>	
Q2 2021	  <p>Finland-based real estate Software as a Service company</p>	 
Q1 2021	  <p>Norway-based oil and gas software business (TietoEVERY oil and gas software business)</p>	 
Q4 2020	  <p>Sweden-based B2B provider of contact centre, telemarketing and workforce management software</p>	 
Q2 2021	  <p>Norway-based prop-tech company engaged in delivering solutions digitizing the real estate</p>	 

TRADING MULTIPLES FOR SELECTED INTERNATIONAL AND NORDIC SOFTWARE COMPANIES¹



LEADING INDEPENDENT M&A SPECIALIST IN THE NORDICS

Nordhaven in short



Nordhaven service offering

We operate as a strategic financial advisor and partner to owners, board members and management throughout the business life cycles.

- MERGERS & ACQUISITIONS
- DEBT & CAPITAL ADVISORY

Partnership with **Capillar Advisory** in Stockholm and **Nordic M&A** in Copenhagen

What we believe in

- M&A is a particular craftmanship we only will be good 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





















LEADING ADVISOR IN THE NORDIC SOFTWARE SECTOR

NORDIC SOFTWARE FINANCIAL ADVISORS BY VOLUME 2020

	9
	7
	7
	7
	6
	6
	6
	5
	4

RECENT NORDHAVEN TECH DEALS

<p>Advisor to</p> <p></p> <p>In the acquisition of 12 IT service businesses to establish</p> <p></p> <p>2021</p>	<p></p> <p>Sold to</p> <p></p> <p>EquipCapital</p> <p>Advisor to Ryde</p> <p>2021</p>	<p></p> <p>Sold to</p> <p></p> <p>Advisor to Motimate</p> <p>2021</p>
<p></p> <p>Sold to</p> <p></p> <p>Advisor to Xplora Mobile</p> <p>2021</p>	<p>Advisor to</p> <p></p> <p>In the acquisition of</p> <p></p> <p>2020</p>	<p>Advisor to</p> <p></p> <p>backed by</p> <p></p> <p>In the acquisition of Tietoiaika</p> <p>2021</p>
<p>Advisor to</p> <p></p> <p>In the acquisition of</p> <p></p> <p>2020</p>	<p></p> <p>Sold to</p> <p></p> <p>Advisor to Max Manus</p> <p>2020</p>	<p></p> <p>Sold to</p> <p></p> <p>Advisor to Holte</p> <p>2020</p>

PARTNER OF CLAIRFIELD INTERNATIONAL

ONE OF THE LEADING INDEPENDENT M&A
ADVISORY FIRMS IN THE MID-MARKET
SEGMENT

122

Transactions
closed in 2020

300+

Professionals

€3.9bn

Cumulative value of
transactions closed in 2020

Western Europe

Belgium
France
Germany
Italy
The Netherlands
Spain
Switzerland
United Kingdom

Northern Europe

Denmark
Finland
Norway
Sweden

Central & Eastern Europe

Austria
Hungary
Poland
Russia
Czech Republic

The Americas

Brazil
Canada
Mexico
USA

Middle East

Israel
Turkey

Asia-Pacific

Australia
China
Japan



We have been exclusive
Nordic partner of Clairfield
International since 2012,
and we have local partners
in over 20 countries

Through the Clairfield 320
professionals we have
global connectivity, and
local access to counterpart

High ranking in the league
tables:
#15 worldwide
#9 in EMEA
#1 in EMEA Technology
sector

APPENDIX 1: LIST OF IDENTIFIED NORDIC SOFTWARE TRANSACTIONS Q2 2021 (PART 1)

#	TARGET COMPANY	TARGET COUNTRY	BIDDER	SPONSOR	BIDDER GEOGRAPHY	MONTH ¹	TYPE
1	Pivo Wallet Oy	Finland	Vipps AS		Nordics	June	Trade Buyer
2	MobilyPay A/S	Denmark	Vipps AS		Nordics	June	Trade Buyer
3	Qentinel Oy	Finland	Copado Solutions S.L		Rest of Europe	June	Trade Buyer
4	Palette Software	Sweden	Altor Equity Partners AB		Nordics	June	PE – Platform
5	Rapal Oy	Finland	Orn Software AS		Nordics	June	Trade Buyer
6	Goava Sales Intelligence AB (35.1%)	Sweden	Enento Oy		Nordics	June	Trade Buyer
7	Dimension10 AS	Norway	Varjo Technologies Oy	EQT	Nordics	June	PE Add-on
8	Tink AB	Sweden	Visa Inc.		US / Canada	June	Trade Buyer
9	Cryptomathic A/S	Denmark	The Riverside Company		US / Canada	June	PE - Platform
10	Imatis AS	Norway	DNV AS		Nordics	June	Trade Buyer
11	Senion AB	Sweden	Verizon Communications Inc.		US / Canada	June	Trade Buyer
12	Soluno BC AB	Sweden	Destiny N.V.	Apax Partners	Rest of Europe	June	PE Add-on
13	Telepo AB	Sweden	Destiny N.V.	Apax Partners	Rest of Europe	June	PE Add-on
14	Clinicbuddy AB	Sweden	Alfa eCare AB	Main Capital	Nordics	June	PE Add-on
15	Kognity AB	Sweden	Alfven & Didrikson Invest AB		Nordics	June	PE - Platform
16	Unwire ApS	Denmark	ICM Mobility Limited		Rest of Europe	June	PE - Platform
17	Element Logic AS	Norway	Castik Capital S.a.r.l.		Rest of Europe	June	PE - Platform
18	Encap AS	Norway	Signicat AS	Nordic Capital	Nordics	June	PE Add-on
19	Hoist Group AB	Sweden	Advent International Corporation		US / Canada	June	PE - Platform
20	Front Systems AS	Norway	EG A/S	Francisco Partners	Nordics	June	PE Add-on
21	Aspit AS (47.5%)	Norway	Nordhealth Oy		Nordics	June	Trade Buyer
22	Cloudia Oy	Finland	Mercell Holding AS		Nordics	June	Trade Buyer
23	CIM Industrial Systems A/S	Denmark	Xano Industri AB		Nordics	May	Trade Buyer
24	Yxney Maritime AS	Norway	Veritas Petroleum Services BV	IK Investment Partners	Rest of Europe	May	PE Add-on
25	EnerKey Oy	Finland	EG A/S	Francisco Partners	Nordics	May	PE Add-on

APPENDIX 1: LIST OF IDENTIFIED NORDIC SOFTWARE TRANSACTIONS Q2 2021 (PART 2)

#	TARGET COMPANY	TARGET COUNTRY	BIDDER	SPONSOR	BIDDER GEOGRAPHY	MONTH ¹	TYPE
26	Nordija A/S	Denmark	Amino Technologies PLC		Rest of Europe	May	Trade Buyer
27	Shoppa AB	Sweden	Stockholm Nordtech Group AB		Nordics	May	Trade Buyer
28	Metodika AB	Sweden	Carasent ASA		Nordics	May	Trade Buyer
29	Homerunbynet Oy	Finland	SmartCraft AS	Valedo	Nordics	May	PE Add-on
30	Landax AS	Norway	Orn Software AS		Nordics	May	Trade Buyer
31	Seliro AB	Sweden	Inteno Group AB	Accent Equity	Nordics	May	PE Add-on
32	Vertikal AI ApS	Denmark	SkySpecs, LLC		US / Canada	May	Trade Buyer
33	Exerp ApS	Denmark	Clubessential Holdings, LLC	Battery Ventures	US / Canada	May	PE Add-on
34	FossilD AB	Sweden	Snyk Limited	Accel, Tiger Global, Temasek	US / Canada	May	PE Add-on
35	eTaika Oy	Finland	Visma AS		Nordics	May	Trade Buyer
36	Voyado AB	Sweden	Verdane		Nordics	May	PE - Platform
37	Byggnet Sverige AB	Sweden	IBinder AB	Fidelio	Nordics	May	PE Add-on
38	PM EI-Beregning ApS	Denmark	EG A/S	Francisco Partners	Nordics	May	PE Add-on
39	True Energy A/S	Denmark	Landis+Gyr AG		Rest of Europe	April	Trade Buyer
40	Skyhost ApS	Denmark	Duett AS	AKKR	Nordics	April	PE Add-on
41	Ambita AS	Norway	Sikri Holding AS		Nordics	April	Trade Buyer
42	Greenbyte AB	Sweden	Power Factors, LLC		US / Canada	April	Trade Buyer
43	MarketingPlatform ApS	Denmark	LINK Mobility Group AS		Nordics	April	Trade Buyer
44	Luxion ApS (35% Stake)	Denmark	GRO Capital A/S		Nordics	April	PE - Platform
45	Tietoaika Oy	Finland	Confirma Software	Abry Partners	Nordics	April	PE Add-on
46	Viskan System AB	Sweden	Visma AS		Nordics	April	Trade Buyer
47	Easyupdate AS	Norway	EG A/S	Francisco Partners	Nordics	April	PE Add-on
48	AddMobile AB	Sweden	Infobric AB	Summa Equity	Nordics	April	PE Add-on
49	Motimate AS	Norway	Kahoot! AS		Nordics	April	Trade Buyer

APPENDIX 2: SELECTED PUBLICLY TRADED SOFTWARE COMPANIES

#	TICKER FACTSET	COMPANY NAME	EV/SALES 2021E	EV/EBITDA 2021E	ESTIMATE DATE ¹
1	WDAY	Workday	12.7x	49.8x	Estimate Dec 2021
2	ADBE	Adobe Systems	18.4x	37.2x	Estimate Dec 2021
3	ADSK	Autodesk	15.7x	47.4x	Estimate Dec 2021
4	NOW	ServiceNow	19.9x	65.1x	Estimate Dec 2021
5	CRM	Salesforce	8.9x	30.7x	Estimate Dec 2021
6	DSY-FR	Dassault Systems	12.5x	34.1x	Estimate Dec 2021
7	INTU	Intuit Inc	14.1x	36.9x	Estimate Dec 2021
8	CHKP	Check Point Software	5.5x	11.6x	Estimate Dec 2021
9	MSFT	Microsoft	11.8x	24.2x	Estimate Dec 2021
10	VMW	Vmware	5.3x	15.0x	Estimate Dec 2021
11	EGAN-US	eGain Corporation	3.6x	70.9x	Estimate Dec 2021
12	CSOD-US	Cornerstone Ondemand	5.6x	14.6x	Estimate Dec 2021
13	ENGH-CA	Enghouse Systems	6.0x	17.2x	Estimate Dec 2021
14	CTXS-US	Citrix	5.4x	16.6x	Estimate Dec 2021
15	CSU-CA	Constellation Software	6.3x	21.2x	Estimate Dec 2021
16	SAP-DE	SAP	5.6x	17.5x	Estimate Dec 2021
17	ORCL	Oracle	7.1x	14.4x	Estimate Dec 2021
18	CERN-US	Cerner	4.3x	13.2x	Estimate Dec 2021
19	SGE-GB	Sage Group	4.1x	17.9x	Estimate Dec 2021
20	NUAN-US	Nuance Communications	13.3x	50.4x	Estimate Dec 2021
21	NLOK	NortonLifeLock	6.9x	13.3x	Estimate Dec 2021
22	PRGS	Progress Software	4.3x	11.4x	Estimate Dec 2021
23	FNOX-SE	Fortnox	27.3x	65.8x	Estimate Dec 2021
24	HEXA.B-SE	Hexagon	8.3x	22.5x	Estimate Dec 2021
25	VIT.B-SE	Vitec	8.6x	23.7x	Estimate Dec 2021



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