

"Robust deal volume, especially supported by Nordic buyers" n.rea

Quarterly Software Report

Q1 2024

NORDHAVEN QUARTERLY SOFTWARE REPORT

Inclusion criteria¹

Target geog	graphies			
Targe	t company must	have the majority of	operations in th	e Nordics
Proprietary		SaaS		Software
Data acquisitior	and market	intelligence		
The quarterly Soft between Nordhaw covering the Nord companies across based on 3 rd party our daily interactic market as an M&A	en Oslo and Nord ic landscape of IP the Nordics databases and on with the	and the second s		elsinki



¹Consultancies, IT-services and resellers are not included. Neither are media and gaming software with significant content creation. Hardware-oriented business models with significant COCS have been excluded. Minority transactions, IPOs or transactions that does not create a "change-of-control" situation have also been excluded. Transactions below 5 USDm (known or assumed deal value) have not been included.

KEY OBSERVATIONS:

Q1 2024 deal activity in the software space remained resilient

Nordhaven has identified 28 software deals in the Nordic region in OI 2024. ٠ slightly below Q4 2023 and +27% compared with Q1 2023. By numbers of deals, Denmark was the most active country followed by Sweden and Finland, respectively.

- Deal volume in the last twelve months (Q2 2023-Q1 2024) counts 117 ٠ software deals, same level as Q2 2022-Q1 2023 (116 transactions). Comparing the deal volume with pre-COVID historical figures, the past guarter's deal volume is above historical "normal".
- Nordhaven continues to experience strong interest in high-quality software ٠ companies, building on the momentum from Q4 2023, despite macroeconomic headwinds and market volatility.
- During Q1 2024, around 60% of the targets were acquired by private equity, either as platforms or add-ons. The remaining 40% were acquired by trade buyers.
- We observe an increase in deals with Nordic buyers in Q1 2024, with more ٠ than 60% of the deals having Nordic buyers.
- Listed international software companies are currently trading at EV/Sales ٠ 2024e of 7.7x, up from 6.7x end of Q4 2023. Listed Nordic software companies currently trading at 4.1x EV/Sales 2024e, up from 3.3x end of Q4 2023.

SOFTWARE COMPANY DEALS & MULTIPLES 01 2020 - 01 2024

Transaction review

clairfield

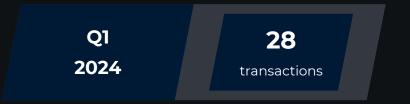
Median EV/SALES multiple for international listed software companies²

Number of **Nordic** software transactions³



28 TRANSACTIONS IDENTIFIED IN THE NORDIC SOFTWARE SPACE IN QI 2024

- Denmark was the most active country in the Nordics, with 9 transactions, accounting for 32% of the total deal volume in Q1 2024. Finland experienced an increasingly active quarter, with 6 deals in Q1 2024.
- Around 60% of the targets were acquired by private equity, either as platforms or addons. Trade buyers increasingly contributed to the deal volume with around 40% of the deal volume.
- Nordic buyers represented more than 60% of deals in Q1 2024.



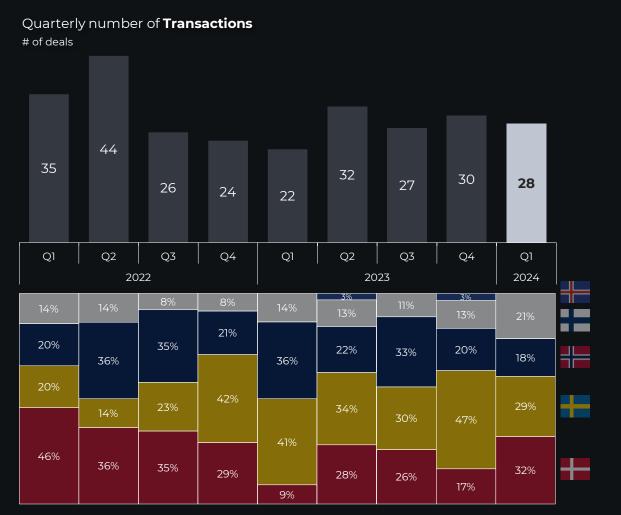




Transaction review

NORDIC SOFTWARE TRANSACTIONS

Quarter-over-Quarter (QoQ) development Q1 2022 – Q1 2024



Geographical location of **Target** % of deals



Acquirer's region

% of deals



See appendix 1 for full Q1 2024 selection

Target	Description	Revenues 2022 ¹ (EURm)	Seller	Acquirer
	Development of a software to handle, track and trace seafood products		18.3 BROODSTOCK	CAI STG SYMPHIONY ECCHARGE OF
avinode group	Developer of air charter sourcing platform		18.2 World Kinect).	HEARST
ŜSTAR	Maritime software solutions for efficient and safe operation of ships and offshore installations.	8.0	Private	Longship
Catenda the open way	Open ecosystem collaboration and data exchange software for construction and infrastructure	3.5	'//. spring	GRO 🛃
elœmi	Cloud-based performance management platform	n.a.	►Kennet Great Hill	dayforce
Omnidocs	Software solutions for documentation management, automation and content creation	n.a.	Private	CAPITAL PARTNERS
MILLUM®	Software company engaged with procurement system for hotels and restaurants	n.a.	Private	CAPITAL PARTNERS



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%	🎢 Aareon	
D EcoOnline	Norway-based company engaged in developing software for management and documentation of chemicals	8.5x	Q2 2022	+68.5%	Apax PARTNERS	
	Norway-based provider of e-tendering SaaS solutions	5.6x	Q2 2022	+109.7%	THOMABRAVO	
Ørn Software	Norway-based software company engaged with the digitization of asset-heavy industrie	es 3.9 x	Q2 2022	+41.1%	E	+
efecte	Finland-based IT Service Management software provider	3.9x	Q1 2024	90.8%	MATRIX42 ³	
basware	Finland-based developer of business and financial software products for financial processes	3.1x	Q2 2022	+94.7%	AKKR 4	
PLAY MAGNUS GROUP OF COMPANIES	Norway-based provider of chess training ap	ps 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%	S VISMA	
	Media	in 3.9x				
	Mea	in 5.7x				
¹ Backward-looking multiples (last twelve mo	onths) as reported by FactSet.					

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. ³Backed by Corten Capital ⁴Consortium 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)

Company	HQ	EUR million	EV/Sales ¹		EV/EBITDA ^{1,2}			Sales Growth (YoY)		(YoY)	EBITDA (%)		%)	
		EUR million	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e
FORTNOX		3 502	24.7x	19.5x	15.5x	50.3x	37.0x	28.8x	29 %	26 %	26 %	49 %	53 %	54 %
VITEC		2 025	8.4x	7.5x	6.9x	23.9x	18.2x	16.4x	40 %	13 %	8 %	35 %	41 %	42 %
Qt The Qt Company		1 935	10.7x	8.8x	7.4x	33.3x	26.9x	21.1x	16 %	21 %	20 %	32 %	33 %	35 %
<u>C</u> BRAIN		997	31.1x	24.6x	19.3x	69.8>	x 65.5x	49.3x	27 %	26 %	28 %	45 %	38 %	39 %
yubico		940	5.9x	4.7x	3.9x	36.7x	23.5x	18.0x	NA	25 %	22 %	16 %	20 %	22 %
truecaller		889	6.0x	5.4x	4.3x	14.7x	14.2x	10.4x	-2 %	10 %	26 %	41 %	38 %	41 %
F-Secure		509	3.9x	3.5x	3.3x	13.5x	9.7x	8.9x	23 %	13 %	3 %	29 %	36 %	38 %
Median (large cap)		997	8.4x	7.5x	6.9x	33.3x	23.5x	18.0x	25 %	21 %	22 %	35 %	38 %	39 %



Mid cap (EV 200–500 EURm)

Company	HQ	EV		EV/Sales ¹		EV/EBITDA ^{1,2}			Sales Growth (YoY)			EBITDA (%)		
		EUR million	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e
limeD		451	9.0x	7.4x	6.5x	28.9x	24.6x	21.4x	18 %	22 %	14 %	31 %	30 %	30 %
ราก SmartCraft		365	10.6x	9.1x	7.9x	25.7x	21.1x	18.0x	20 %	16 %	15 %	41 %	43 %	44 %
smart eye		240	9.2x	6.1x	4.4x	NM	NM	27.6x	38 %	50 %	38 %	-44 %	-2 %	16 %
]pexip[212	2.5x	2.3x	2.1x	21.8x	11.6x	9.2x	15 %	9 %	10 %	11 %	20 %	22 %
§ admīcom		201	5.6x	5.2x	4.7x	16.5x	14.9x	12.6x	13 %	7 %	11 %	34 %	35 %	37 %
Median (mid cap)		240	9.0x	6.1x	4.7x	23.7x	18.0x	18.0x	18 %	16 %	14 %	31 %	30 %	30 %



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

Company	HQ EV EUR million	EV/Sales ¹			EV/EBITDA ^{1,2}			Sales Growth (YoY)		(YoY)	EBITDA (%)		%)	
		EUR million	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e
🕅 nordhealth		186	5.2x	4.1x	3.5x	NM	62.5	ix 21.2x	34 %	24 %	18 %	-10 %	7 %	16 %
W/TH [°]		164	1.1x	1.1x	1.0x	NM	34.2x	13.5x	10 %	6 %	7 %	-11 %	3 %	7 %
OIAR SYSTEMS		150	3.8x	3.5x	3.3x	15.0x	9.0x	8.1x	9%	8 %	7 %	25 %	39 %	41 %
Formpipe.		137	3.0x	2.9x	2.6x	13.9x	11.7x	9.1x	8 %	6%	11 %	22 %	24 %	28 %
🔶 Spir		134	1.5x	1.4x	1.3x	12.2x	7.0x	5.5x	2 %	5 %	10 %	12 %	20 %	23 %
elliptic labs		129	22.0x	7.3x	3.6x	NM	21.9x	6.9x	31 %	204 %	100 %	-66 %	33 %	53 %
ENEA	\bullet	117	1.5x	1.5x	1.4x	6.4x	4.8x	4.5x	-2 %	-4 %	7 %	23 %	32 %	32 %
lemonsoft O		109	4.1x	3.7x	3.5x	12.9x	12.4x	11.5x	17 %	11 %	6 %	32 %	30 %	30 %
C checkin .com	\bullet	91	10.9x	8.4x	6.1x	95.9x	22.9x	14.2x	38 %	30 %	37 %	11 %	37 %	43 %
Omda		86	2.4x	2.2x	2.0x	16.2x	8.8x	6.9x	12 %	11 %	7 %	15 %	25 %	29 %



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

Company	HQ EV EUR million		EV/Sales ¹		EV/EBITDA ^{1,2}			Sales Growth (YoY)		(YoY)	EBITDA (%)		%)	
		EUR million	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e
[•] SSH		71	3.5x	2.9x	2.4x	NM	35.4x	20.2x	5 %	18 %	21 %	0 %	8 %	12 %
upsales		63	5.0x	4.5x	3.8x	17.3x	17.0x	15.9x	12 %	13 %	17 %	29 %	26 %	24 %
Sleep Cycle		54	2.6x	2.3x	2.0x	9.2x	7.4x	NM	11 %	12 %	15 %	28 %	32 %	NA
С АВАВЕЛТ		48	2.3x	2.1x	1.8x	29.6x	13.5x	8.7x	25 %	11 %	16 %	8 %	15 %	20 %
ሣ LeadDes k		46	1.6x	1.5x	1.3x	12.1x	10.3x	8.0x	5 %	8 %	12 %	13 %	14 %	16 %
Ρεπηθο	+	32	2.7x	2.2x	1.8x	NM	34.1x	13.3x	23 %	23 %	25 %	-22 %	6 %	13 %
		26	6.1x	4.6x	3.6x	NM	32.9x	NM	37 %	30 %	28 %	-13 %	14 %	NA
Median (small cap)	91	3.0x	2.9x	2.4x	13.9x	13.5x	9.1x	12 %	11 %	15 %	12 %	24 %	24 %
Median (all Nordic)	150	5.0x	4.1x	3.5x	16.9x	17.6x	13.3x	17 %	13 %	15 %	22 %	30 %	30 %



NORDIC SOFTWARE COMPANIES^{1,2}

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

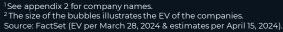
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CORPORATE FINANCE

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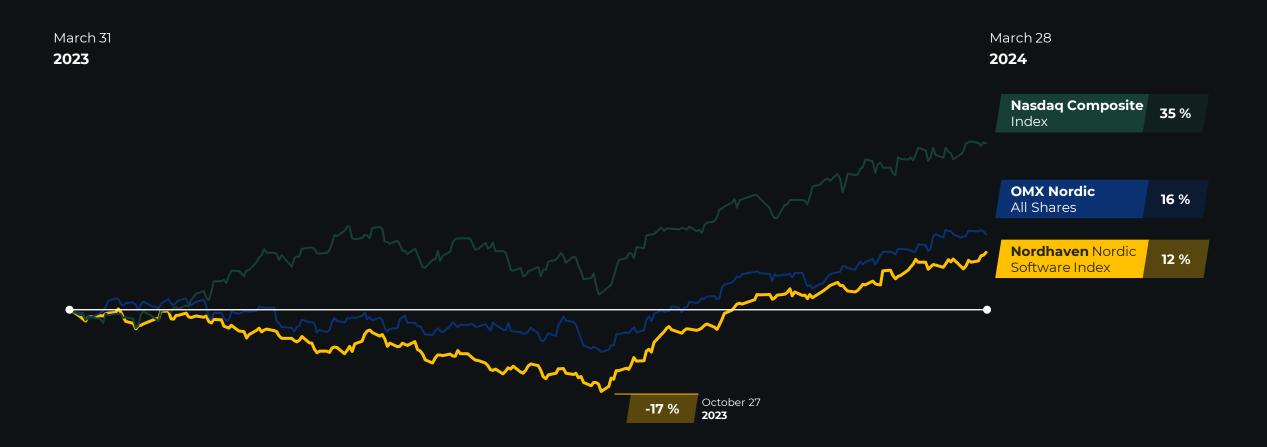




NORDHAVEN NORDIC SOFTWARE INDEX¹

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Benchmarked against OMX Nordic All Shares and Nasdaq Composite





Company	Company HQ EV EUR billion		EV/Sales ^{1,2}			EV/EBITDA ^{1,2}			Sales Growth (YoY)		(YoY)	EBITDA (%)		%)
		EUR billion	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e
- Microsoft		2 937	14.7x	12.8x	11.2x	30.5x	24.6x	21.4x	7 %	15 %	14 %	48 %	52 %	52 %
ORACLE		401	8.0x	7.4x	6.7x	14.6x	14.3x	12.5x	7 %	9%	10 %	55 %	51 %	53 %
salesforce		274	8.3x	7.7x	6.9x	24.5x	18.8x	17.0x	NA	9%	11 %	34 %	41 %	41 %
SAP		211	6.8x	6.2x	5.6x	26.5x	23.5x	18.5x	6 %	8 %	11 %	25 %	27 %	30 %
Adobe		211	11.6x	10.4x	9.4x	29.6x	21.0x	19.0x	11 %	11 %	11 %	39 %	50 %	49 %
intuit		176	13.0x	11.6x	10.4x	47.	3x 29.1x	25.4x	13 %	12 %	12 %	27 %	40 %	41 %
servicenow		143	16.9x	13.9x	11.6x	NM	39.9	x 32.3x	24 %	21 %	21 %	14 %	35 %	36 %
workday.		63	9.3x	8.0x	6.8x	NM	28.4x	23.9x	16 %	17 %	17 %	6 %	28 %	29 %
CONSTELLATION SOFTWARE INC.		57	7.3x	6.0x	5.1x	28.1x	21.9x	18.4x	32 %	23 %	18 %	26 %	27 %	28 %
SUBSSAULT		55	9.2x	8.5x	7.8x	29.3x	24.0x	21.6x	5 %	8 %	9 %	31 %	36 %	36 %



SELECTED PUBLICLY TRADED INTERNATIONAL SOFTWARE COMPANIES (2/2)

Company	HQ	EV EUR billion		EV/Sales ^{1,2}			EV/EBITDA ^{1,2}		Sales Growth (YoY)			EBITDA (%)		
		EUR billion	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e
		52	10.1x	9.2x	8.3x	44.	Ox 24.7x	22.0x	11 %	10 %	11 %	23 %	37 %	38 %
** snowflake		46	17.3x	14.3x	11.6x	NM	NM	95.1x	36 %	22 %	23 %	-35 %	10 %	12 %
Gen		21	6.0x	5.8x	5.6x	10.1x	9.8x	9.4x	14 %	2 %	3 %	59 %	59 %	60 %
		17	7.3x	6.9x	6.6x	18.6x	15.5x	14.7x	4 %	6 %	5 %	39 %	44 %	45 %
Sage		16	6.2x	5.8x	5.3x	26.1x	24.0x	21.1x	12 %	8 %	10 %	24 %	24 %	25 %
		3	4.2x	4.0x	3.8x	12.5x	9.0x	11.3x	15 %	5 %	5 %	34 %	45 %	34 %
Enghouse Systems		1	3.2x	2.9x	2.6x	10.9x	10.3x	9.5x	6 %	9 %	12 %	29 %	28 %	27 %
Median (internatio	nal)	57	8.3x	7.7x	6.8x	26.3x	22.7x	19.0x	12 %	9 %	11 %	29 %	37 %	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

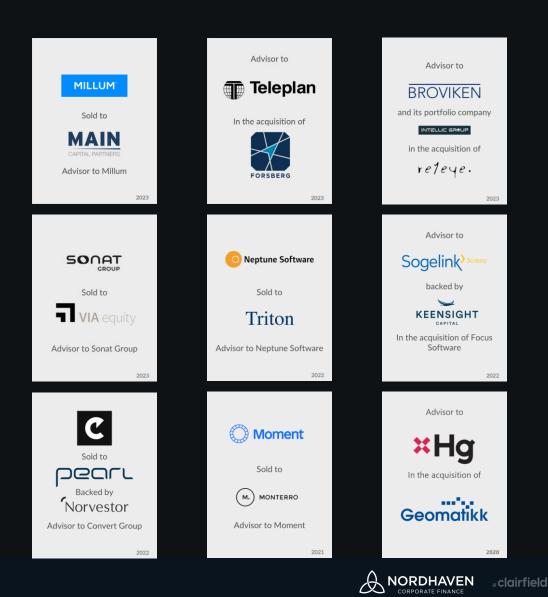


A LEADING SOFTWARE M&A SPECIALIST IN NORWAY & FINLAND

SELECTED RECENT TECH DEALS

Nordhaven at a glance

FINANCIAL ADVISORS BY # OF DEALS IN NORWAY & FINLAND 2020 - 2024 YTD ABG DNB Carnegie æ NORDHAVEN 16 CORPORATE EINANCE Danske Bank EY **ΛLPH**Λ TRANSLINK **Armapartners** Deloitte



Source: Mergermarket search of software M&A financial advisors in Norway & Finland ranked by transactions deal volume from the period January 2020 to end of March 2024 (announcement date).

EXCLUSIVE PARTNER OF CLAIRFIELD INTERNATIONAL SINCE 2012 One of the leading independent M&A advisory firms in the mid-market segment

Clairfield ranking **#5** worldwide **#9** in EMEA **#1** in EMEA Technology sector

155

Transactions closed in 2022

300+

Years of experience

€8.5 bn

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Cumulative value of transactions closed in 2022

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

APPENDIX 1: LIST OF IDENTIFIED NORDIC SOFTWARE TRANSACTIONS Q1 2024 (1/2)

# Target company	Target country	Bidder	Sponsor	Bidder geography	Month ¹	Deal type
1 Lumoa Oy (100% Stake)	Finland	Netigate AB	GRO Capital	Nordics	March	PE - Add-on
2 Vieri AS (100% Stake)	Norway	Visma AS	Hg (lead)	Nordics	March	Trade Buyer
3 Insife ApS (100% Stake)	Denmark	Qinecsa Solutions	Stanley Capital	Rest of Europe	March	PE - Add-on
4 ZeBon ApS (100% Stake)	Denmark	Visma AS	Hg (lead)	Nordics	March	Trade Buyer
5 Catenda AS	Norway	GRO Capital A/S		Nordics	March	PE - Platform
6 Avinode Group (100% Stake)	Sweden	Hearst Corp & CAMP Systems Inc.		US / Canada	March	Trade Buyer
7 Heyhack Aps (100% Stake)	Denmark	F5 Inc		US / Canada	March	Trade Buyer
8 Boardeaser AB (100% Stake)	Sweden	Fortnox AB		Nordics	March	Trade Buyer
9 Maritech Systems AS (100% Stake)	Norway	CAI Software LLC	Symphony Technology Group	US/Canada	February	PE - Add-on
10 TimeMap (100% Stake)	Denmark	TimePlan Software A/S	Main Capital	Nordics	February	PE - Add-on
11 AlexisHR AB (100% Stake)	Sweden	Simployer AS	Ferd AS	Nordics	February	PE - Add-on
12 Pento ApS (100% Stake)	Denmark	Hi Bob Ltd		Rest of Europe	February	Trade Buyer
13 Mestro AB (100% Stake)	Sweden	EG A/S	Francisco Partners	Nordics	February	PE - Add-on
14 Grade Matcha AB (100% Stake)	Sweden	Multisoft AB	Amplio	Nordics	January	PE - Add-on
15 Millum AS	Norway	Main Capital Partners BV		Rest of Europe	January	PE - Platform
16 FCG Digital Oy (100% Stake)	Finland	Databokforlaget Grade i Sverige AB	Viking Venture	Nordics	January	PE - Add-on



APPENDIX 1: LIST OF IDENTIFIED NORDIC SOFTWARE TRANSACTIONS Q1 2024 (2/2)

#	Target company	Target country	Bidder	Sponsor	Bidder geography	Month ¹	Deal type
17	Star Information Systems AS	Norway	Longship AS		Nordics	January	PE - Platform
18	Omnidocs	Denmark	Main Capital Partners BV		Rest of Europe	January	PE - Platform
19	Netwheels Oy (100% Stake)	Finland	Alma Media Oyj		Nordics	January	Trade Buyer
20	eloomi A/S (100% Stake)	Denmark	Dayforce Inc		US / Canada	January	Trade Buyer
21	Efecte Oyj (100% Stake)	Finland	Matrix42 AG	Corten Capital	Rest of Europe	January	PE - Add-on
22	Moontalk Oy	Finland	Elisa Oyj		Nordics	January	Trade Buyer
23	Zeroni Oy (100% Stake)	Finland	EG A/S	Francisco Partners	Nordics	January	PE - Add-on
24	Sportadmin i Skandinavien AB (85% Stake)	Sweden	Lime Technologies AB		Nordics	January	Trade Buyer
	ag analytics a/s	Denmark	Monterro Software Investment AB		Nordics	January	PE - Platform
26	Byggfakta Group Nordic HoldCc AB	Sweden	Macquarie Group, TA Associates, Stirling Square & Giant Sweden		Rest of Europe	January	PE - Platform
27	Mobaro A/S (100% Stake)	Denmark	eSmiley A/S	VIA Equity	Nordics	January	PE - Add-on
28	Optimity AB (100% Stake)	Sweden	Relex	Blackstone	Nordics	January	Trade Buyer

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
CHECK-SE	Checkin.com Group AB	Sweden	Provides software solutions to connect with brands and service online
CBRAIN-DK	cBrain A/S	Denmark	Provides information technology services
SMCRT-NO	SmartCraft ASA Class A	Norway	Provides SaaS solutions to SME's in the construction sector
VIT.B-SE	Vitec Software Group AB Class B	Sweden	Develops and delivers software solutions
QTCOM-FI	Qt Group Plc	Finland	Develops software tools
LIME-SE	Lime Technologies AB	Sweden	Develops customer relationship management systems
FSECURE-FI	F-Secure Oyj	Finland	Provides consumer and cyber security services
SEYE-SE	Smart Eye AB	Sweden	Develops and sells products for eye tracking
TRUE.B-SE	Truecaller AB Class B	Sweden	Develops and operates a mobile application for verifying contacts and blocking unwanted communication
IAR.B-SE	IAR Systems Group AB Class B	Sweden	Provides software development services for programming of processors
YUBICO-SE	Yubico AB	Sweden	Wholesales computers and software
SFTR-SE	Safeture AB	Sweden	Provides mobile-based security services
Sleep-se	Sleep Cycle AB	Sweden	Develops sleep applications and tools for tracking and analyzing sleep habits
ADMCM-FI	Admicom Oyj	Finland	Develops and delivers enterprise resource planning systems for the building services engineering, energy and construction sectors and the industry



Ticker	Company	Listed country	Short description
LEMON-FI	Lemonsoft Oyj	Finland	Develops enterprise resource planning software for small and medium-sized companies
UPSALE-SE	Upsales Technology AB	Sweden	Develops and sells cloud-based software for companies to streamline sales and marketing processes
OMDA-NO	Omda AS	Norway	Develops e-health software company that provides clinical solutions for hospitals
NORDH-NO	Nordhealth AS	Finland	Develops healthcare management software
FPIP-SE	FormPipe Software AB	Sweden	Provides and develops software products and solutions to capture, structure, and distribute information flows
PENNEO-DK	Penneo A/S	Denmark	Offers digital signature software that helps companies to manage and to automate their signing processes
PEXIP-NO	Pexip Holding ASA	Norway	Offers video conferencing platform and digital infrastructure
ENEA-SE	Enea AB	Sweden	Develops software for telecommunication and cyber security
SSH1V-FI	SSH Communications Security Oyj	Finland	Provides security software solutions
CARA-NO	Carasent ASA	Sweden	Develops web-based care management system, medical record systems and enterprise practice management software for hospitals and clinics
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
WITH-FI	WithSecure Corporation	Finland	Provides internet and mobile security software





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