

NORDIC QUARTERLY SOFTWARE REPORT

ANOTHER RECORD QUARTER BY NUMBER OF DEALS

Inside:

- Key observations for Q1 2021
- 48 transactions identified in the Nordic software space in Q1 2021
- Selected transactions during Q1 2021
- Selected transactions multiples
- Trading multiples for selected international and Nordic software companies

Prepared by
Clairfield partner Nordhaven

KEY OBSERVATIONS Q1 2021

- Nordhaven has identified 48 software transactions in Q1 2021. This is another record quarter measured in number of deals in the Nordic software space since we started counting.
- The high level of M&A transactions from 2020 continued in Q1 2021. A series of strategic deals and strong activity from PE investors contributed to the heavy volume.
- Software/SaaS sector has been an outperformer in the equity market since the COVID outbreak. The pandemic has increased demand driven by work-from-home trends and accelerated digital transition.
- Historical high trading multiples indicate that investors still favor software companies with characteristics including high growth potential, a subscription/SaaS business model, high recurring revenue, high gross margins and a strong balance sheet. We still see strong interest for the software industry and expect the strong M&A activity to continue.

48
transactions
in Q1 2021

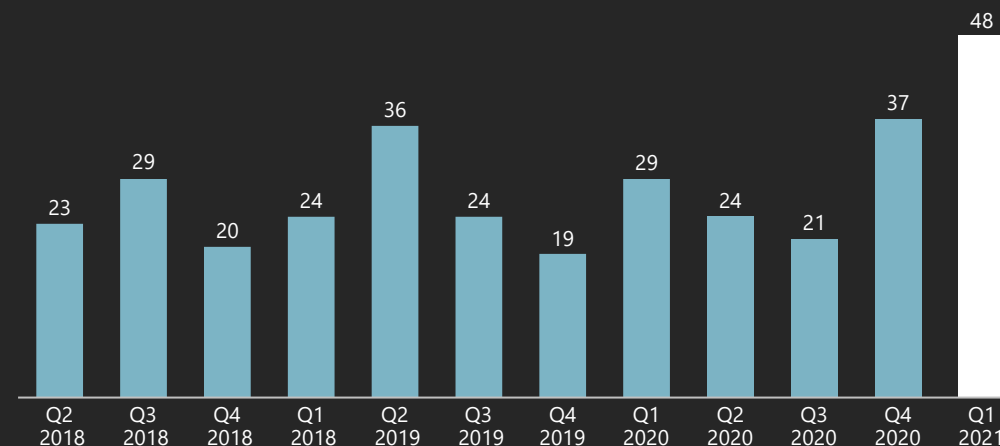
7.0x
EV / SALES¹

INCLUSION CRITERIA

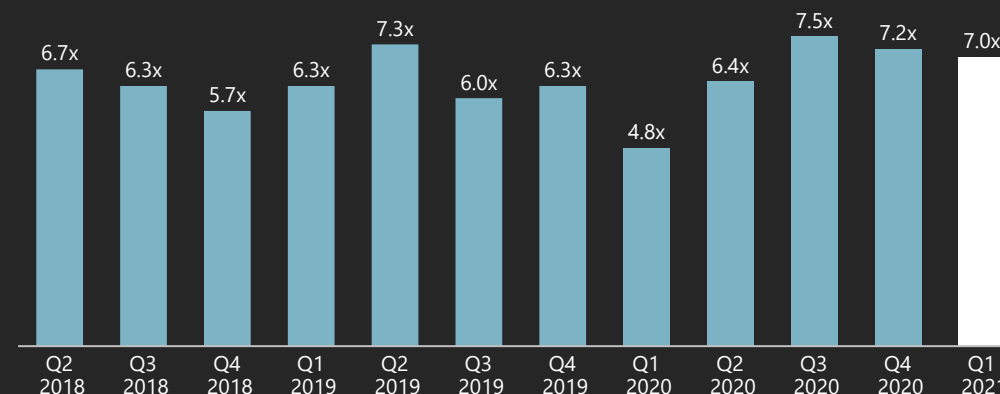
Announced transactions where a Norwegian, Swedish, Finnish, Icelandic or Danish-based software company has been sold during the quarter. The company sold must have the majority of its operations in either of these countries. Consultancies, IT-services and resellers are not included. Neither are media 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.

Q2 2018 – Q1 2021

IDENTIFIED # OF NORDIC SOFTWARE TRANSACTIONS



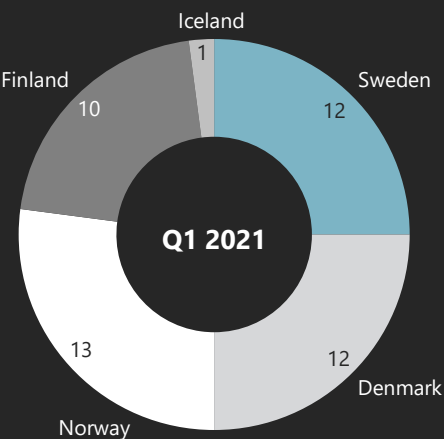
EV / SALES INTERNATIONAL LISTED SOFTWARE COMPANIES¹



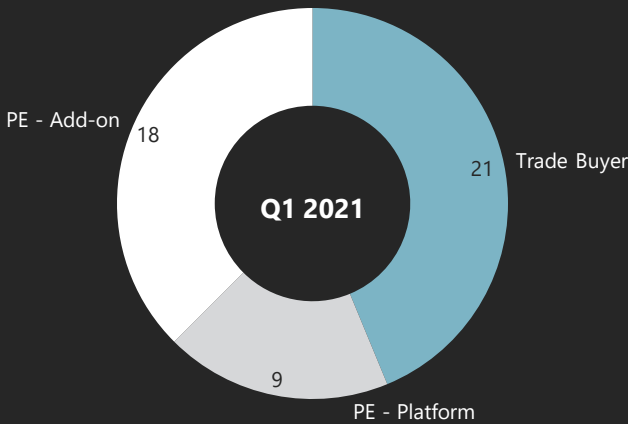
48 TRANSACTIONS IDENTIFIED IN THE NORDIC SOFTWARE SPACE IN Q1 2021

- Nordhaven has identified 48 Nordic software transactions in Q1 2021, which represents a 30% increase compared to last quarter (Q4 2020) and 66% versus same quarter last year (Q1 2020).
- PEs increasingly active buyers in the software space with 56% of the transaction volume in Q1 2021 versus 40% in Q4 2020 and 54% in total for 2020.
- Number of transactions evenly distributed between the Scandinavian countries.
- US PE continue to be active in the Nordic software M&A market representing 23% of the volume in Q1 2021 versus 16% in Q4 2020 and 19% in total for 2020.

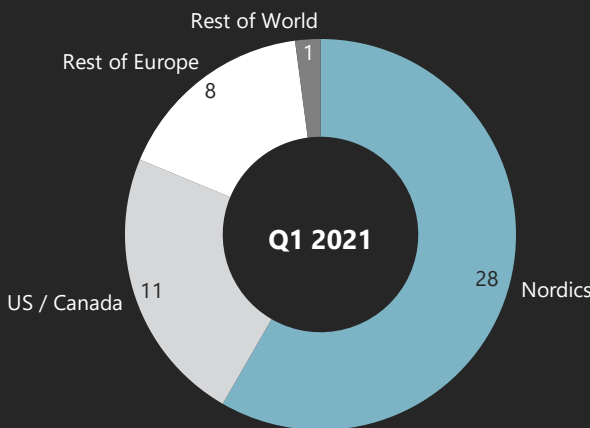
DEALS BY TARGET COUNTRY



DEALS BY ACQUISITION TYPE



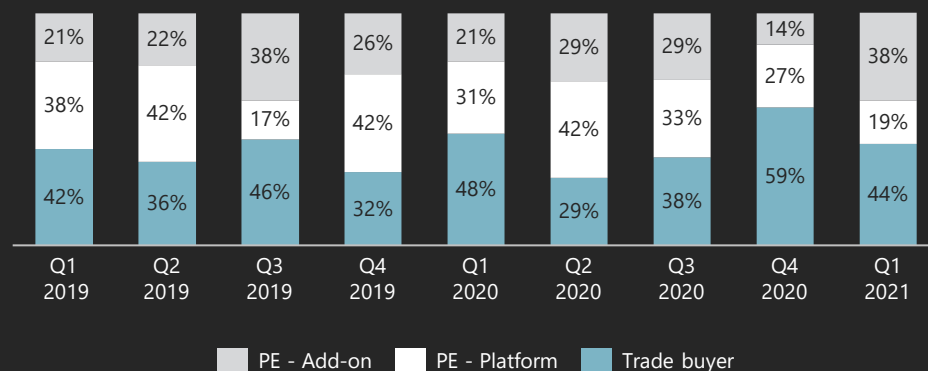
DEALS BY ACQUIROR REGION



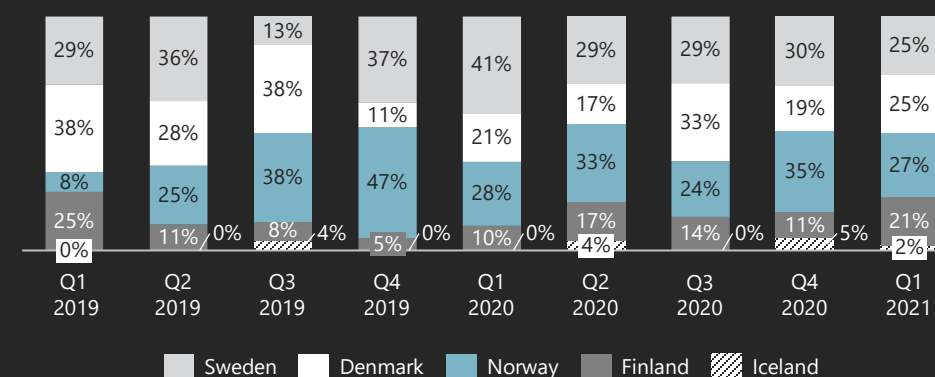
NORDIC SOFTWARE TRANSACTIONS

Quarter-by-Quarter development Q1 2019 - Q1 2021

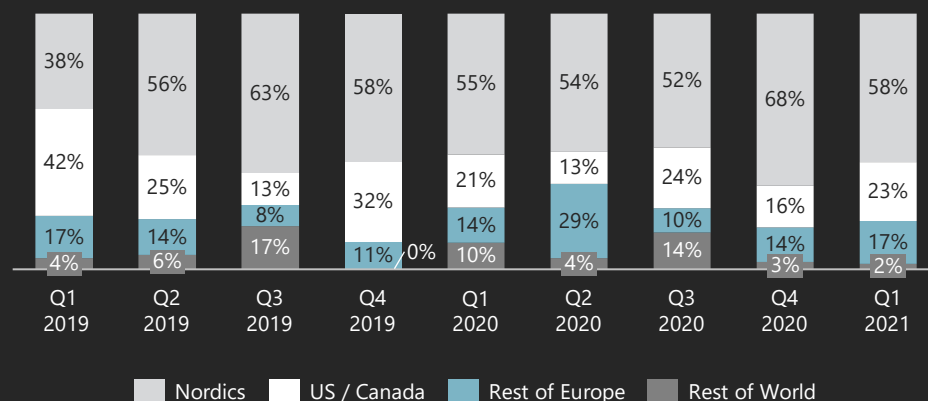
BREAKDOWN OF DEALS BY EXIT TYPE



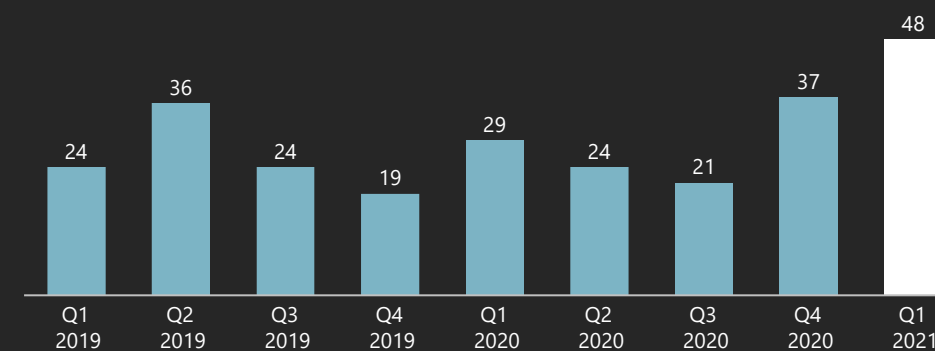
BREAKDOWN OF DEALS BY TARGET COUNTRY



BREAKDOWN OF DEALS BY ACQUIROR REGION





































QUARTERLY NUMBER OF TRANSACTIONS

































SELECTED TRANSACTIONS DURING Q1 2021

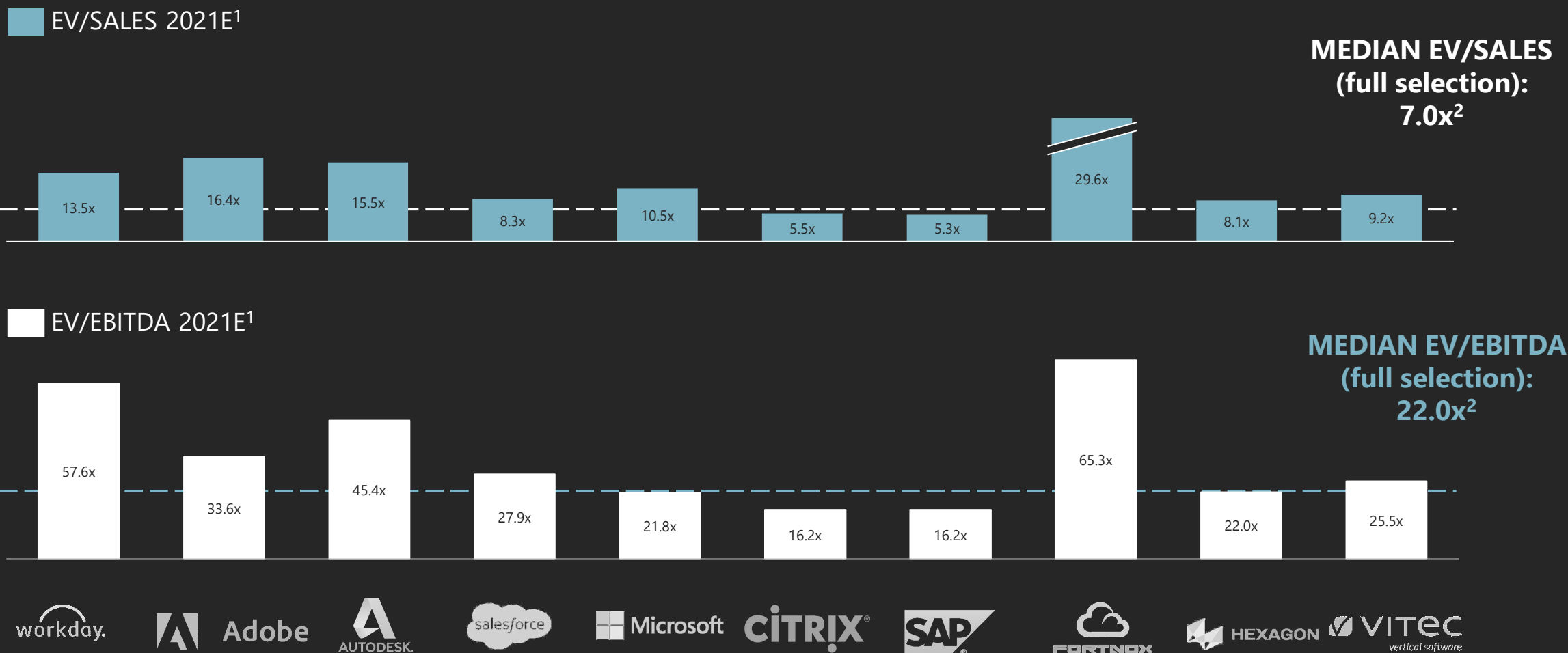
See Appendix 1 for full selection

TARGET		REVENUE 2020 ¹ (EURm)	SELLER	ACQUIROR
 tietoEVRY	Norway-based oil and gas software business (TietoEVRY oil and gas software business)			 QUORUM 
 NORKART	Norway-based provider of solutions related to municipal engineering, geographical information systems and property information services		Private	 FERD 
 IMI	Sweden-based provider of supply chain software		Private	 PRIVEQ 
 boost-ai	Norway-based B2B provider of AI-enabled chatbots to companies to help them automate customer service, support, and sales.		Private	NORDIC CAPITAL 
 webtop solutions	Norway-based provider of cloud-based solutions for real estate agents, real estate companies, and property developers for marketing homes		Private	 VISMA 
 carmenta	Sweden-based company engaged in providing complete software solutions for emergency response		Private	 CSAM 
 Peakon	Denmark-based developer of real-time people analytics dashboard			 workday. 
 Planday	Denmark-based workforce management platform with more than 350,000 employee users across Europe and the UK		 SEB Venture Capital (lead)	 xero 

SELECTED NORDIC SOFTWARE TRANSACTION MULTIPLES – LTM

EXIT MULTIPLE (EV/SALES) ¹	TARGET	ACQUIROR
Q3 2020 6.8x	  <p>Norway-based company engaged in providing software solutions and services</p>	   <p>(majority/lead)</p>
Q2 2020 5.7x	  <p>Sweden-based provider of a software as a solution for the financial sector to prevent financial crimes and to assure regulatory compliance</p>	  
Q4 2020 5.2x	  <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>	  
Q3 2020 4.3x	  <p>Sweden-based company engaged in the development and delivering of business software</p>	  
Q1 2021 3.1x	  <p>Norway-based oil and gas software business (TietoEVRY oil and gas software business)</p>	  
Q4 2020 2.3x	  <p>Sweden-based B2B provider of contact centre, telemarketing and workforce management software</p>	  

TRADING MULTIPLES FOR SELECTED INTERNATIONAL AND NORDIC SOFTWARE COMPANIES¹



LEADING INDEPENDENT M&A SPECIALIST IN THE NORDICS

30

Professionals

+300

Transactions advised

+20

Years market presence

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
- INCENTIVE ADVISORY

WHAT WE BELIEVE IN

- M&A is a particular craftsmanship 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.

Oslo

Helsinki

Sweden: Partnership with **Capillar Advisory**
Denmark: Partnership with **Nordic M&A**
Partners of **Clairfield International**

CORE SECTOR EXPERTISE



TMT



Consumer



Industrials




Business services





















LEADING ADVISOR IN THE NORDIC SOFTWARE SECTOR

NORDIC SOFTWARE FINANCIAL ADVISORS BY VOLUME 2020

ABG SUNDAL COLLIER	9
 NORDHAVEN CORPORATE FINANCE	7
DNB MARKETS	7
EY	6
pwc	6
Armapartners	6
<i>Carnegie</i>	6
Deloitte.	5
Goldman Sachs	4

RECENT NORDHAVEN TECH DEALS

 Sold to  Advisor to Motimate 2021	 Sold to  Advisor to Xplora Mobile 2021	Advisor to  backed by  In the acquisition of Tietoiaika 2021
Advisor to  backed by  In the acquisition of KeyNet 2020	Advisor to  In the acquisition of  2020	Advisor to  In the acquisition of  2020
Advisor to  In the acquisition of  2020	Sold to   Advisor to Max Manus 2020	 Sold to  Advisor to Holte 2020

PARTNER OF CLAIRFIELD INTERNATIONAL

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

120

Transactions
closed in 2020

300+

Professionals

€20bn

Cumulative value of
transactions closed
last 5 years

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 25 countries.

Through Clairfield's
300+ professionals we have
global connectivity, and local
access to counterparties.

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

APPENDIX 1: LIST OF IDENTIFIED NORDIC SOFTWARE TRANSACTIONS Q1 2021 (PART 1)

#	TARGET	TARGET COUNTRY	BIDDER	SPONSOR	BIDDER GEOGRAPHY	MONTH ¹	TYPE
1	Innofactor Prime	Finland	Total Specific Solutions (TSS) B.V.	Constellation software	US / Canada	March	Trade Buyer
2	Cebyc	Norway	IWMAC AS		Nordics	March	Trade Buyer
3	Apix Messaging Oy	Finland	Accountor Finago Oy	Vitruvian	Nordics	March	PE - Add-on
4	Amphi Systems A/S	Denmark	Dedalus Italia SpA	Adian	Rest of Europe	March	PE - Add-on
5	Itiviti Group AB	Sweden	Broadridge Financial Solutions, Inc.		US / Canada	March	Trade Buyer
6	XPLORA Mobile AS	Norway	Xplora Technologies AS		Nordics	March	Trade Buyer
7	Viima Solutions Oy	Finland	HYPE Innovation GmbH	Main Capital	Rest of Europe	March	PE - Add-on
8	Temponizer A/S	Denmark	Visma AS	Hq (lead)	Rest of Europe	March	Trade Buyer
9	Nethit Systems Ltd Oy	Finland	Confirma Software	Abry Partners	Nordics	March	PE - Add-on
10	Webtop Solutions AS	Norway	Visma AS	Hq (lead)	Rest of Europe	March	Trade Buyer
11	Norkart AS	Norway	Ferd AS		Nordics	March	PE - Platform
12	Autonik AB	Sweden	Mylab Oy		Nordics	March	Trade Buyer
13	Lingit AS	Norway	Texthelp Ltd	Five Arrows Principal	Rest of Europe	March	PE - Add-on
14	Boost AI AS (50% Stake)	Norway	Nordic Capital		Nordics	March	PE - Platform
15	Facility Management AS	Norway	Orn Software AS		Nordics	March	PE - Add-on
16	Sixty AS	Norway	Hawk Invest AS		Nordics	March	PE - Platform
17	Planday A/S	Denmark	Xero Limited		Rest of World	March	Trade Buyer
18	TIMEmSYSTEM ApS	Denmark	Visma AS	Hq (lead)	Nordics	March	Trade Buyer
19	Bliksund AS	Norway	Monterro Software Investment AB		Nordics	March	PE - Platform
20	Easit AB	Sweden	Gary Jonas Computing, Ltd.	Constellation software	US / Canada	February	Trade Buyer
21	Envera Oy	Finland	Norvestor Equity AS; Taaleri Private Equity Funds Ltd		Nordics	February	PE - Platform
22	Bolo Software ApS	Denmark	Appfire Technologies, LLC	Silversmith Capital & TA Associates	US / Canada	February	PE - Add-on
23	Digital Teaching Tools Finland Ltd	Finland	Kahoot! AS		Nordics	February	Trade Buyer
24	Hibox Systems Oy Ab	Finland	Accedo Broadband AB		Nordics	February	PE - Add-on

APPENDIX 1: LIST OF IDENTIFIED NORDIC SOFTWARE TRANSACTIONS Q1 2021 (PART 2)

#	TARGET	TARGET COUNTRY	BIDDER	SPONSOR	BIDDER GEOGRAPHY	MONTH ¹	TYPE
25	BrandMaster AS ²	Norway	Papirfly AS		Nordics	February	Trade Buyer
26	GetCompliant	Sweden	MAPAL Software SL	Providence Strategic Growth	US / Canada	February	PE - Add-on
27	webCRM	Denmark	Efficacy NV	Fortiono Capital	Rest of Europe	February	PE - Add-on
28	TietoEVRY (oil and gas software business)	Norway	Quorum Business Solutions, Inc.	Thoma Bravo	US / Canada	February	PE - Add-on
29	Carmenta Public Safety AB	Sweden	CSAM Health Group AS		Nordics	February	Trade Buyer
30	AppGyver Oy	Finland	SAP SE		Rest of Europe	February	Trade Buyer
31	Travelize International AB	Sweden	Vitec Software Group AB		Nordics	February	Trade Buyer
32	WeHunt Nordic AB	Sweden	Open Air Group AB	Nalka Invest	Nordics	February	PE - Add-on
33	Strigo AB	Sweden	Storskogen Group AB (publ)		Nordics	February	PE - Platform
34	Deltagon Group Oy	Finland	Kyberleijona Oy		Nordics	January	Trade Buyer
35	Peakon ApS	Denmark	Workday, Inc.		US / Canada	January	Trade Buyer
36	Umbra Software Oy	Finland	Amazon.com, Inc.		US / Canada	January	Trade Buyer
37	Exicom Software AB	Sweden	24SevenOffice Scandinavia AB		Nordics	January	Trade Buyer
38	Cybot A/S	Denmark	Full In Partners		US / Canada	January	PE - Platform
39	Industri-Matematik International AB	Sweden	Priveq Investment		Nordics	January	PE - Platform
40	Hesehus A/S	Denmark	QNTM Group AB		Nordics	January	PE - Add-on
41	LS Retail ehf.	Iceland	Aptos, Inc.	Goldman Sachs	US / Canada	January	PE - Add-on
42	Socialboards AS	Norway	Zisson AS		Nordics	January	PE - Add-on
43	Encode A/S	Denmark	Viking Venture Management AS		Nordics	January	PE - Platform
44	Consignor Group AS ²	Norway	Unifaun AB	Marlin/Francisco Partners	Nordics	January	PE - Add-on
45	Netop Solutions A/S	Denmark	Impero Solutions Limited	Investcorp	Rest of Europe	January	PE - Add-on
46	Artvise AB	Sweden	Confirma Software	Abry Partners	Nordics	January	PE - Add-on
47	Emply ApS	Denmark	Paychex, Inc.		US / Canada	January	Trade Buyer
48	Unikum Datasystem AB	Sweden	Vitec Software Group AB		Nordics	January	Trade Buyer

APPENDIX 2: LIST OF MAJOR PUBLICLY SOFTWARE COMPANIES

#	TICKER FACTSET	COMPANY NAME	EV/SALES 2021E	EV/EBITDA 2021E	ESTIMATE DATE ¹
1	WDAY	Workday	13.5x	57.6x	Estimate Jan 2022
2	ADBE	Adobe Systems	16.4x	33.6x	Estimate Nov 2021
3	ADSK	Autodesk	15.5x	45.4x	Estimate Jan 2022
4	NOW	ServiceNow	19.8x	65.8x	Estimate Dec 2021
5	CRM	Salesforce	8.3x	27.9x	Estimate Jan 2022
6	DSY-FR	Dassault Systems	11.1x	31.3x	Estimate Dec 2021
7	INTU	Intuit Inc	11.4x	31.0x	Estimate Jul 2022
8	CHKP	Check Point Software	7.0x	14.6x	Estimate Dec 2021
9	MSFT	Microsoft	10.5x	21.8x	Estimate Jun 2022
10	VMW	Vmware	5.5x	16.0x	Estimate Jan 2022
11	EGAN-US	eGain Corporation	3.2x	89.8x	Estimate Jun 2022
12	CSOD-US	Cornerstone Ondemand	5.2x	14.4x	Estimate Dec 2021
13	ENGH-CA	Enghouse Systems	6.0X	16.9x	Estimate Oct 2021
14	CTXS-US	Citrix	5.5x	16.2x	Estimate Dec 2021
15	CSU-CA	Constellation Software	6.7x	22.5x	Estimate Dec 2021
16	SAP-DE	SAP	5.3x	16.2x	Estimate Dec 2021
17	ORCL	Oracle	6.7x	13.4x	Estimate May 2022
18	CERN-US	Cerner	3.9x	12.3x	Estimate Dec 2021
19	SGE-GB	Sage Group	3.9x	17.3x	Estimate Sep 2021
20	NUAN-US	Nuance Communications	13.4x	53.9x	Estimate Sep 2021
21	NLOK	NortonLifeLock	5.8x	10.8x	Estimate Mar 2022
22	PRGS	Progress Software	4.4x	11.7x	Estimate Nov 2021
23	FNOX-SE	Fortnox	29.6x	65.3x	Estimate Dec 2021
24	HEXA.B-SE	Hexagon	8.1x	22.0x	Estimate Dec 2021
25	VIT.B-SE	Vitec	9.2x	25.5x	Estimate Dec 2021



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NORDHAVEN

CORPORATE FINANCE

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Amaliegade 14

Copenhagen

SWEDEN

Capillar Advisory

Riddergatan 12

Stockholm

FINLAND

Nordhaven

Eteläranta 12

Helsinki

300+

TEAM MEMBERS

25

COUNTRY TEAMS
ACROSS THE WORLD

80%

OF OUR MANDATES
ARE INTERNATIONAL

30%

DEALS CLOSED WITH
INTERNATIONAL BUYERS

6

SECTOR TEAMS OF SPECIALIZED
EXPERTISE BACKED BY

70

INDUSTRY
ADVISORS

Clairfield International was founded in 2004 by four European M&A boutiques and has since expanded to encompass all major economies worldwide with the addition of knowledgeable partners in key markets.

Our strengths are our entrepreneurial spirit, local expertise, industry know-how, and close bonds among all team members spanning the globe.



Top 10

IN EUROPEAN
MIDMARKET RANKINGS

Top 20

IN WORLDWIDE
MIDMARKET RANKINGS

600+

DEALS CLOSED
IN THE LAST 5 YEARS

EUR 20 billion

CUMULATIVE DEAL VALUE
IN THE LAST 5 YEARS

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