Nordic software report Q1 2023

With exception of Denmark, Nordic deal activity stabilizes around pre-covid levels and we experience continued strong interest for high quality software companies.

INSIDE:

- Key observations for Q1 2023
- 22 transactions identified in the Nordic software space in Q1 2023
- Quarter-over-quarter development Q1 2021 Q1 2023
- Selected transactions Q1 2023
- Selected Nordic software transaction multiples
- Selected publicly traded Nordic software companies
- Nordic software companies
- Nordic software index
- Selected publicly traded international software companies
- Appendix 1: list of identified Nordic software transactions Q1 2023
- Appendix 2: companies plotted on regression



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

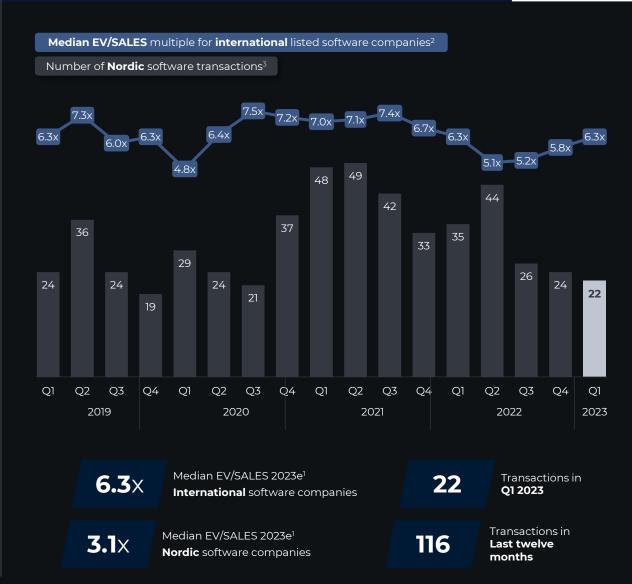




SOFTWARE COMPANY DEALS & MULTIPLES

Q1 2019 - Q1 2023

- Nordhaven has identified 22 software deals in Q1 2023 in the Nordics, resulting in the third consecutive quarter with declining deal volume on an aggregated level. However, the numbers behind each country tells a different story with Denmark experienced exceptionally low software M&A activity this quarter whilst Sweden and Norway are at pre-covid levels.
- Deal volume in the period Q2 2022-Q1 2023 counts a total of 116 software transactions, a decline of 27% compared to the period Q2 2021-Q1 2022 (159 transactions). However, the "Covid-period" is a record period of transactions measured to date. If we compare with historical figures pre-covid, the deal volume is more or less aligned..
- Although somewhat challenging macroeconomic headwinds, Nordhaven experience a considerable strong interest to invest in high quality Nordic software companies. We experience interest from both PE investors and industrial investors, during Q1 2023 ~70% of the targets were acquired by PE and remaining ~30% were acquired by trade buyers.
- Listed international software companies are currently trading at EV/Sales 2023e of 6.3x, a multiple expansion from previous quarter at 5.8x. Nordic listed software companies were at the end of Q1 2023 traded at 3.1x EV/Sales 2023E, moderately higher than the previous quarter of 3.0x EV/Sales 2023E.



- Nordhaven has identified 22 Nordic software deals in Q1 2023, a drop of 8% compared with Q4 2022 and a 37% reduction compared to Q1 2022.
- Transaction targets were mainly located in Sweden (9) and Norway (8), the two countries represented almost 80% of total deal volume in Q1 2023.
- Trade buyers represented 32% of the deals in Q1 2023. PE Platform was the most active buyer type with 50% of the deals, whilst PE add-on transactions represented 18% of the deals.
- Nordic bidders were the most active buyers' group with ~80% of the deal volume (18). Buyers from US/Canada (3) and rest of Europe (1) contributed with the remaining deals.



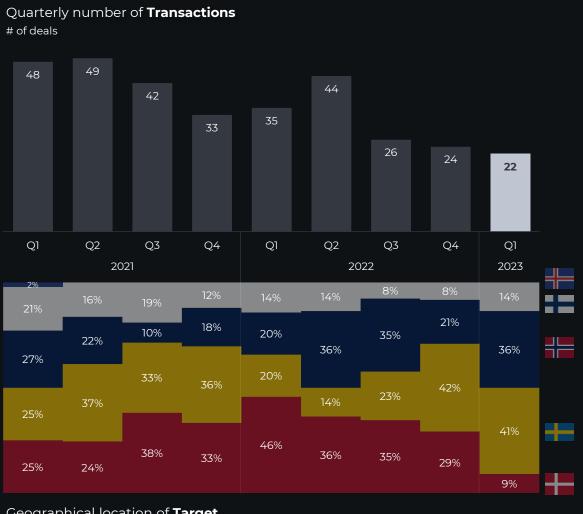






NORDIC SOFTWARE TRANSACTIONS

Quarter-over-Quarter (QoQ) development Q1 2021 – Q1 2023

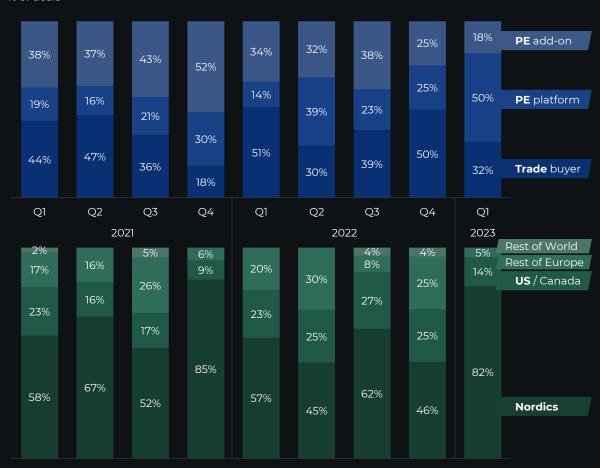


Geographical location of **Target**

% of deals

Exit or **deal type**

% of deals



Acquirer's region

% of deals

SELECTED TRANSACTIONS DURING Q1 2023

See appendix 1 for full Q1 2023 selection

Target		Description	Revenues 2021 ¹ (EURm)		Seller	Acquirer	
NOMENTIA		Provider of SaaS-based treasury and cash management solutions		22	verdane PSG PROVIDENCE CROWNING	ınflexion	4 K
FAST	+	Local software supplier of business systems for real estate companies	9		Private	ADDNODE GROUP	+
CASPECO°	+	SaaS company offering comprehensive cloud-based platform for the restaurant, hospitality and experience industry	9		Private	M. MONTERRO	+
fondab	+	Leading Swedish fund platform with digital solutions for fund saving to private customers, corporates and institutions	4		OMFEX.	NORDIC CAPITAL MaxMatthiessen	+
Touch Tecnology	#	A complete solution provider for recording and storing all customers digital communication	4		Private	➤ HAWK	#
timegrip easy workday	#	Develop and deliver Workforce Management Systems (WFM) for Optimal Staffing delivered as SaaS solutions	3		Private	MAIN CAPITAL PARTNERS timeplan	+

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	distribution of the state of th
Ørn Software	#	Software company engaged with the digitization of asset-heavy industries	3.9x	Q2 2022	+41.1%	E∎ ∎G	+
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%	◇ VISM∧	#
		Median	3.9x				
		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	EUR million		EV/Sales ¹			EV/EBITDA ^{1,2}		Sales Growth (Yo		(YoY)	(%) 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
(O) Meltwater ³		498	1.4x	1.0x	0.9x	NM	15.8x	10.7x	22 %	32 %	13 %	-2 %	7 %	9 %
lime₽	+	290	6.8x	5.9x	5.3x	23.9x	19.3x	17.5x	21 %	13 %	13 %	28 %	31 %	30 %
SmartCraft BETTER DIGITAL TOOLS	#	289	10.0x	8.5x	7.4x	25.9x	20.8x	17.4x	23 %	17 %	15 %	39 %	41 %	43 %
§ admɪcom	(213	6.7x	6.3x	5.8x	15.3x	16.4x	15.1x	27 %	7 %	8 %	44 %	38 %	39 %
ENEA	+	220	2.7x	2.6x	2.5x	9.0x	8.2x	7.7x	-5 %	4 %	5 %	30 %	32 %	32 %
W / T H [°] secure	(205	1.5x	1.3x	1.2x	NM	NM	24.2x	4 %	14 %	14 %	-22 %	-5 %	5 %
Median (mid cap)		255	4.7x	4.3x	3.9x	19.6x	16.4x	16.2x	22 %	14 %	13 %	29 %	31 %	31 %

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
sikri	#	162	1.8x	1.5x	1.4x	16.8x	7.6x	6.4x	77 %	20 %	8 %	11 %	20 %	22 %
elliptic labs	#	133	29	.6x 29	6x 8.4x	NM	NM	24.4x	-5 %	0 %	251 %	-73 %	-59 %	35 %
●IAR SYSTEMS	+	148	4.0x	3.5x	3.2x	15.7x	9.3x	7 <mark>.9</mark> ×7.9x	18 %	13 %	11 %	26 %	38 %	40 %
Tecnotree	•	144	2.0x	1.8x	1.7×	9.7x	5.5x	4.6x	13 %	12 %	8 %	21 %	32 %	36 %
lemonsoft●	•	136	6.0x	5.3x	4.8x	19.7x	17.8x	15.1x	31 %	15 %	9 %	31 %	30 %	32 %
Formpipe.	+	129	3.0x	2.7x	2.5x	20.3x	13.6x	10.4x	3%	12 %	9 %	15 %	20 %	24 %
smart eye	+	119	6.2x	4.2x	2.8x	NM	NM	NM	100 %	48 %	51 %	-88 %	-35 %	1%
X nordhealth	#	113	4.2x	3.1x	2.6x	NM	NM	43.5x	52 %	35 %	18 %	-19 %	-7 %	6 %
]pexip[#	100	1.3x	1.3x	1.2x	NM	7.0x	6.3x	8 %	6 %	2 %	-21 %	18 %	20 %
checkin .com	+	100	16.3x	9.5x	5.3x	NM	34.6x	15.9x	81 %	71 %	78 %	-2 %	28 %	34 %

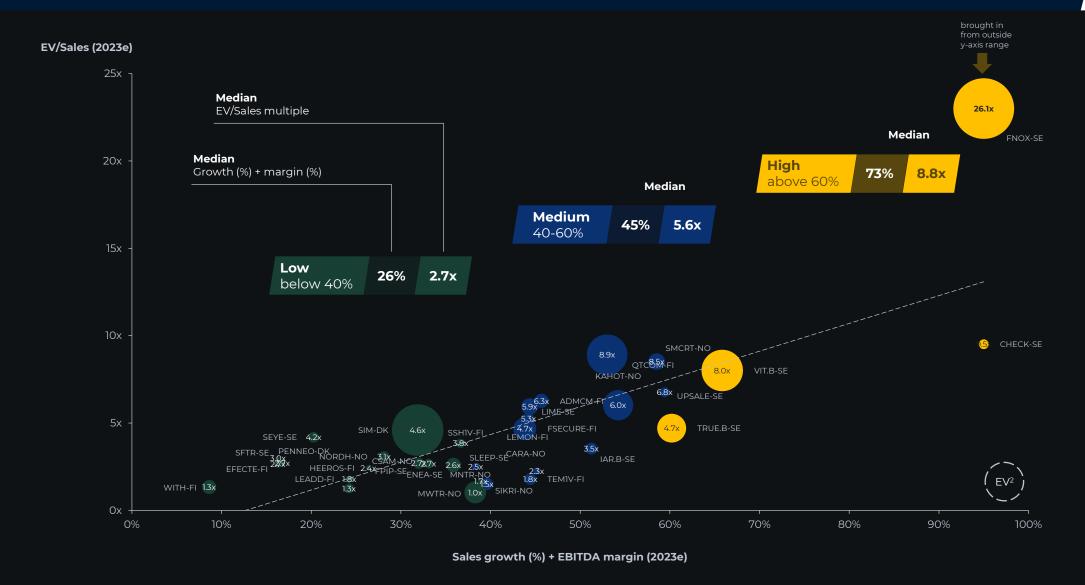
Small cap (EV <200 EURm) (2/3)

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
upsales	+	100	8.8x	6.8x	5.3x	33.8x	22.7x	17.8x	39 %	30 %	28 %	26 %	30 %	30 %
S S The eHealth Company	#	97	3.1x	2.7x	2.3x	79.8	x 14.1x	9.1x	12 %	14 %	19 %	4 %	19 %	25 %
⋰SSH		88	4.6x	3.8x	3.3x	NM	22.1x	14.7x	21 %	19 %	17 %	-1 %	17 %	22 %
efecte		67	3.1x	2.7x	2.3x	NM	NM	32.5x	22 %	16 %	17 %	0 %	1%	7 %
Sleep Cycle	+	54	2.9x	2.5x	2.2x	12.6x	11.0x	8.6x	17 %	16 %	15 %	23 %	23 %	25 %
') LeadDesk	(55	2.0x	1.8x	1.6x	NM	12.6x	9.2x	14 %	10 %	14 %	NA	14 %	17 %
CARASENT	#	48	2.8x	2.3x	1.9x	13.9x	11.3x	6.5x	42 %	25 %	19 %	20 %	20 %	29 %
MINTR A®	#	38	1.8x	1.7x	1.6x	5.9x	5.2x	4.9x	6%	7 %	7 %	30 %	32 %	32 %
PENN30°	+	33	3.5x	2.7x	2.2x	NM	NM	NM	33 %	28 %	23 %	-24 %	-11 %	-3 %
Heeros	(28	2.5x	2.4x	2.2x	85.2	x 11.2x	9.5x	20 %	5 %	9 %	3 %	22 %	23 %

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

Company	mpany HQ EV EUR million			EV/Sales ¹			EV/EBITDA ^{1,2}		Sale	s Growth	(YoY)	E	EBITDA (%	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
bam buser	+	24	1.3x	1.1x	0.9x	NM	NM	NM	50 %	22 %	19 %	-67 %	-30 %	-16 %
	+	12	3.9x	3.0x	2.3x	NM	NM	NM	34 %	31 %	29 %	-34 %	-15 %	NA
Median (small cap		99	3.1x	2.7x	2.3x	16.8x	11.3x	9.4x	21 %	16 %	17 %	3 %	19 %	24 %
Median (all Nordic)	133	4.0x	3.1x	2.6x	19.4x	14.1x	14.7x	22 %	16 %	15 %	18 %	23 %	29 %

EV/SALES valuation (2023e) correlation to sales growth + EBITDA margin (2023e)



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 (⁹	%)
		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		1,963	10.8x	10.3x	9.2x	21.9x	21.6x	18.6x	18 %	5 %	12 %	49 %	48 %	50 %
ORACLE		316	6.9x	6.5x	6.0x	13.0x	12.3x	11.5x	17 %	7 %	8%	53 %	52 %	52 %
salesforce		186	6.5x	5.8x	5.3x	27.7x	16.2x	15.6x	18 %	10 %	11 %	23 %	36 %	34 %
A Adobe		162	10.1x	9.2x	8.2x	25.7x	18.7x	16.9x	10 %	10 %	12 %	39 %	49 %	49 %
SAP		142	4.6x	4.4x	4.1x	19.2x	14.3x	12.8x	11 %	5 %	8 %	24 %	31 %	32 %
ıntuıt.		121	10.4x	9.3x	8.4x	38.1x	23.9x	20.8x	32 %	11 %	11 %	27 %	39 %	40 %
servicenow		85	12.8x	10.5x	8.6x	NM	33.3x	26.6x	23 %	22 %	21 %	10 %	31 %	32 %
vm ware [*]		55	4.5x	4.2x	3.9x	18.3x	11.7x	10.8x	4%	6%	7 %	24 %	36 %	37 %
25 DASSAULT SYSTEMES		51	9.1x	8.5x	7.8x	26.6x	23.9x	21.4x	17 %	6%	9 %	34 %	36 %	36 %
workday.		46	8.1x	6.9x	5.9x	NM	24.5x	20.5x	20 %	16 %	17 %	3 %	28 %	29 %

15

SELECTED PUBLICLY TRADED INTERNATIONAL SOFTWARE COMPANIES

(2/2)

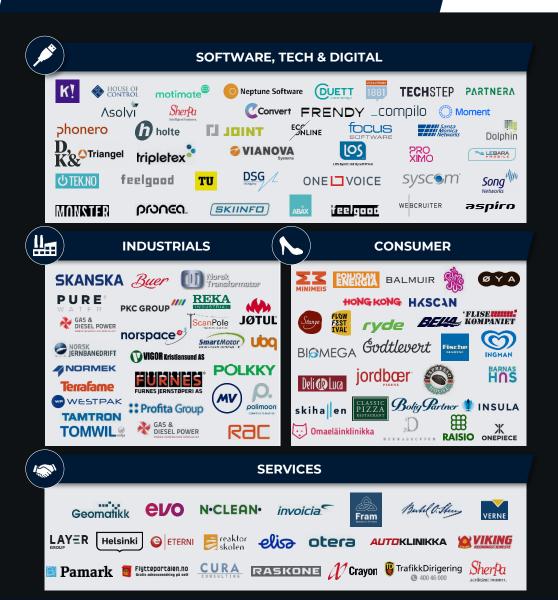
Company	HQ	EV		EV/Sales ^{1,2}			EV/EBITDA ^{1,2}		Sale	s Growth	(YoY)		EBITDA (9	%)
		EUR billion	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e	2022 a	2023 e	2024 e
AUTODESK.		42	9.3x	8.5x	7.6x	40.5	22.6x	19.9x	12 %	10 %	12 %	23 %	38 %	38 %
** snowflake		42	22.1x	15.9x	11.7x	NM	NM	NM	69 %	39 %	36 %	-37 %	9 %	12 %
CONSTELLATION SOFTWARE INC.		38	6.5x	5.2x	4.6x	25.0x	19.9x	16.9x	35 %	25 %	14 %	26 %	26 %	27 %
Gen		19	6.2x	5.4x	5.1x	11.5x	9.9x	9.1x	19 %	16 %	5 %	54 %	54 %	56 %
CHECK POINT		14	6.4x	6.1x	5.9x	16.1x	14.2x	13.5x	8%	4 %	4 %	40 %	43 %	44 %
sage	4 K	10	4.5x	4.0x	3.8x	20.2x	17.3x	15.4x	6 %	11 %	7 %	22 %	23 %	25 %
♠ Progress [®]		3	5.5x	4.8x	4.6x	15.8x	11.7x	11.1x	13 %	14 %	5 %	35 %	41 %	41 %
Enghouse Systems		1	4.4x	4.2x	3.9x	13.4x	14.0x	11.8x	-8 %	5 %	8 %	33 %	30 %	33 %
Median (internation	nal)	49	6.7x	6.3x	5.9x	20.2x	17.3x	15.6x	17 %	10 %	10 %	27 %	36 %	37 %

NORDHAVEN - WHAT WE BELIEVE IN



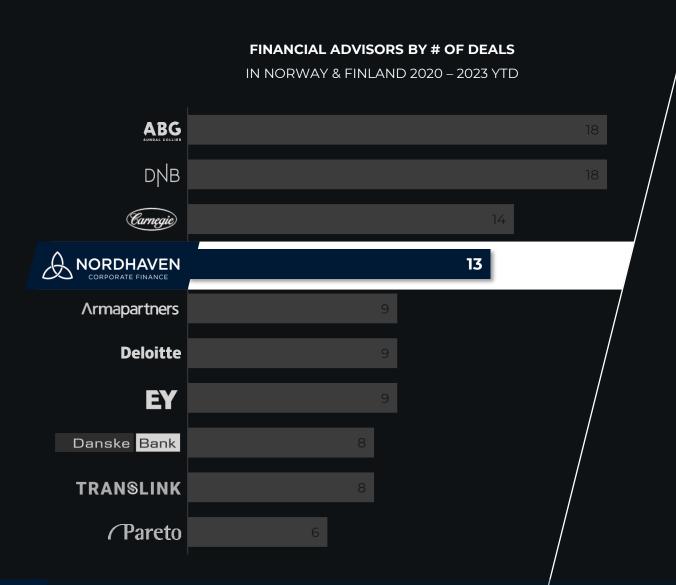
- M&A is a particular craftmanship we only excel at if we stay focused, are well prepared and strive to stay ahead of the pack.
- We love technology and we admire founders that is also our own heritage.
- We seek added value for our clients through identifying and arguing for strong business logic and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

CORE SECTOR EXPERTISE



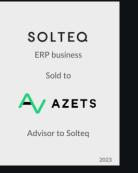
A LEADING SOFTWARE M&A SPECIALIST IN NORWAY & FINLAND

SELECTED RECENT TECH DEALS



Source: Mergermarket search of software M&A financial advisors in Norway & Finland ranked by transactions deal

volume from the period January 2020 to March 2023 (announcement date).





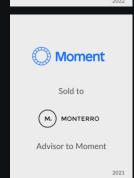
Sold to

NOA

Advisor to Dunning, Kruger &

Associates

2022



Sogelink

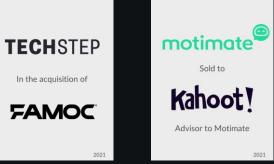
backed by

KEENSIGHT

In the acquisition of Focus Software







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155

Transactions closed in 2022

300+

Years of experience

€8.5 bn

Cumulative value of transactions closed in 2022



local partners in 20+ countries & 250+ professional M&A advisors

APPENDIX 1: LIST OF IDENTIFIED NORDIC SOFTWARE TRANSACTIONS Q1 2023 (1/2)

#	Target company	Target country	Bidder	Sponsor	Bidder geography	Month ¹	Deal type
	Nordic Travel Clearing AB	Sweden	Stockholm Nordtech Group AB		Nordics	March	PE - Platform
2	Baffin Bay Networks AB	Sweden	MasterCard Incorporated		US/Canada	March	Trade Buyer
3	Intershare AS	Norway	Infobric AB	Summa Equity	Nordics	March	PE - Add-on
4	Bricknode Holding AB	Sweden	Huddlestock Fintech AS		Nordics	March	Trade Buyer
5	Spillfree Analytics AS	Norway	Bluefront Equity AS		Nordics	March	PE - Platform
	PatientSky SaaS Norway AS, PatientSky App AS	Norway	EG A/S; EG Norge AS	Francisco Partners	Nordics	March	PE - Add-on
7	ldentum AS	Norway	Visma AS	HG (Lead)	Nordics	March	Trade Buyer
8	Timegrip AS	Norway	TimePlan Software A/S	Main Capital Partners	Nordics	March	PE - Add-on
9	LogPoint A/S	Denmark	Summa Equity AB		Nordics	March	PE - Platform
10	Nomentia Oy	Finland	Inflexion Private Equity Partners LLP		Rest of Europe	March	PE - Platform
11	Dreams Technology AB	Sweden	Doconomy AB		Nordics	February	Trade Buyer

APPENDIX 1: LIST OF IDENTIFIED NORDIC SOFTWARE TRANSACTIONS Q1 2023 (2/2)

#	Target company	Target country	Bidder	Sponsor	Bidder geography	Month ¹	Deal type
12	AccuRanker ApS	Denmark	Vaekstpartner Kapital ApS		Nordics	February	PE - Platform
13	JAY Solutions Oy	Finland	Existing Management; BAS Invest AB		Nordics	February	PE - Platform
14	Natural User Interface Technologies AB	Sweden	Clear Touch Interactive Inc		US / Canada	January	Trade Buyer
15	Touch Technology AS	Norway	Hawk Infinity		Nordics	January	PE - Platform
16	Spark Vision AB	Sweden	JCE Group AB; Monterro Software Investment AB		Nordics	January	PE - Platform
17	Compusoft AS	Norway	Valedo Partners		Nordics	January	PE - Platform
18	Caspeco AB	Sweden	Monterro Software Investment AB		Nordics	January	PE - Platform
19	Meltwater NV (100% Stake)	Norway	MW Investments BV; Altor Equity Partners AB; Marlin Equity Partners, LLC		Nordics	January	PE - Platform
20	TietoEvry (Wood supply software business	, Finland	Constellation Software, Inc.; Vela Software International, Inc.		US / Canada	January	Trade Buyer
21	Fondab AB	Sweden	Max Matthiessen AB	Nordic Capital	Nordics	January	PE - Add-on
22	FAST2 Affarssystem AB	Sweden	Addnode AB		Nordics	January	Trade Buyer

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
MWTR-NO	Meltwater N.V.	Norway	Operates as an investment holding company with interest in developing online business management software solutions
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
TEM1V-FI	Tecnotree Oyj	Finland	Develops telecommunication software

APPENDIX 2: COMPANIES PLOTTED ON REGRESSION

(2/2)

Ticker	Company	Listed country	Short description
LEMON-FI	Lemonsoft Oyj	Finland	Develops enterprise resource planning software for small and medium-sized companies
FPIP-SE	FormPipe Software AB	Sweden	Provides and develops software products and solutions to capture, structure, and distribute information flows
NORDH-NO	Nordhealth AS	Norway	Develops healthcare management software
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
MNTR-NO	Mintra Holding AS	Norway	Operates as a holding company whose subsidiaries provides learning software services
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



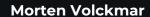
Questions regarding this report can be directed to one of the following team members



Anders Strand

Partner, Oslo

anders.strand@nordhaven.com +47 901 38 832



Associate, Oslo

morten.volckmar@nordhaven.com +47 93 86 92 19



Juha Raunio

Partner, Helsinki

juha.raunio@nordhaven.com +358 40 570 5260

Nicholas Sörensen

Analyst, Helsinki

nicholas.sorensen@nordhaven.com +358 40 560 6446



Tord Gjørtz Brenden

Partner, Oslo

tord.brenden@nordhaven.com +47 901 04 290

Marius Araldsen

Analyst, Oslo

marius.araldsen@nordhaven.com +47 911 11 388

-clairfield

300+
TEAM MEMBERS

30

80%
OF OUR MANDATES
ARE INTERNATIONAL

30%

DEALS CLOSED WITH INTERNATIONAL BUYERS

6

SECTOR TEAMS OF SPECIALISED EXPERTISE BACKED BY 70

INDUSTRY ADVISORS

Clairfield International was founded in 2004 and today encompasses all major economies.

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

Leading independent M&A advisor for midmarket deals

Top 10

IN EUROPEAN MIDMARKET RANKINGS **Top 20**

IN WORLDWIDE
MIDMARKET RANKINGS

730

DEALS CLOSED
IN THE LAST 5 YEARS

EUR 33 billion

CUMULATIVE DEAL VALUE IN THE LAST 5 YEARS

CLAIRFIELD INTERNATIONAL SA: 111 Route de Chevrens

111 Route de Chevrens 1247 Geneva, Switzerland Tel: +41 22 518 0242 info@clairfield.com

www.clairfield.com

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