

Three-in-one: how WCC, a PE-backed matching software company carved out its way to the right exit



WCC develops advanced matching software that compares large datasets to connect people with opportunities and verify identities in complex public-sector environments. Its technology is used in public employment services and in

areas such as immigration and security, where probabilistic matching is required. Built on technology first developed in the mid-1990s, WCC's platform is widely recognised for its power and flexibility.

Teun van der Kamp is the CFO of WCC. Since joining the company in 2021, he has played a central role in stabilising the business, sharpening its focus, and preparing it for exit during a period of uncertainty and change.

As CFO, Teun oversaw a demanding transformation that included two separate carve-outs to allow for the sale of the core business at the right price. These transactions required disentangling shared technology, managing sensitive government stakeholders, and coordinating processes across multiple jurisdictions. His experience provides a practical perspective on how carve-outs unfold in real-world conditions, and why clarity of direction is often the decisive factor.

Let's start with your background, Teun. How did you end up where you are now?

I joined McKinsey after university and spent ten years there in consulting, mainly in the TMT sector. Early on, I worked with an international telecom operator headquartered in Amsterdam. It was one of the largest operators globally, active across Russia and former Soviet countries, and they were acquiring a telco operator with assets in Egypt, Algeria, and Italy, which would turn them into a Fortune 500 company. I was blown away by the scale and ambition.

While Dutch telecoms were talking about single digit growth, these guys wanted to double revenues. That project was a fantastic experience and kept me at McKinsey longer than I expected, but toward the end, I was working on projects focused on marginal gains, like one



percent growth. I also noticed a lot of complacency in large organisations, where people were focused on not getting fired rather than on doing something meaningful or cool.

That's interesting. We tend to associate telecom with innovation, but you're describing a highly commoditised market.

Telecom in Europe had basically become a utility, dominated by former government-held businesses. National champions without a global presence were being crushed by global OEMs like Apple on one hand and global content creators on the other, so they were quickly losing market power. The telco industry was commoditising. There was a boom in the early 2000s when mobile really took off, but after that, the market plateaued. But when was the last time your telecom operator really surprised you?

I remember hearing a CEO client on the radio saying they'd had a great quarter because they grew by 0.3%. That was the moment I realised I needed something new. I wanted to work in a smaller company where success felt personal, even if the numbers were smaller. So I worked as a CFO at a digital marketing company for some operating experience before joining WCC in 2021.

Can you tell us more about WCC?

At its core, WCC is a matching company. The software evaluates large databases and finds similarities. In employment services, that means matching CVs to vacancies by taking skills, proximity, and other parameters into account. The technology was originally built in 1996, so it predates what we now call AI. But it's extremely powerful. Clients like Robert Half have used it for over twenty years and have repeatedly seen that there is nothing on the market to replace it.

The same matching logic is used in identity solutions, for example in immigration, where personal data is compared against criminal watchlists. It might seem simple, but names can be written in a different manner and even date-notation for dates of birth can vary. It's rarely an exact match. It's more like this person has a 90% fit with this job or there's a 90% likelihood that this person is the same as that person. There are actually many use cases for matching software beyond employment and identity: dating, Know-Your-Client practices, business databases, and so on.

The Dutch private equity firm Avedon acquired the com-

pany because they saw significant potential in the matching software and were willing to invest in it. That is exactly what happened. We built a strong product around employment solutions. Initially, it was a technology-driven solution with a back-end focus, but through substantial development efforts we transformed it into a commercially scalable product.

However, we also invested in other solutions that were not part of our core business. As a result, we incurred substantial development costs without

being able to effectively monetise them in the short term. This also distracted us from the areas in which we truly excel.

When you joined, what was the situation at WCC? What were your main priorities?

If we rewind a bit, when Avedon acquired the company in 2016, WCC had just won a major contract in Saudi Arabia. Revenues doubled in a short period and there was a real buzz around the company. But what came out later is that the implementation project was much more costly and complex than expected.

At the same time, the commercial pipeline was thin because the organisation had been so focused on that single deal. Avedon needed to do something and brought in a senior CEO and COO to rebuild the sales pipeline, clean-up operations and costs, and start working on the front-end commercial product.

By 2019, the company was back on track. That year was profitable, with growth of around 30–35%, driven by several large government licence deals. But as a result of its perpetual license business model, revenues were volatile. In a good year, three or four licences could account for half of total revenues. COVID reinforced that volatility as governments put procurement on hold for much of 2020. Management, supported by our shareholder, wanted to focus on moving to a more predictable revenues model.

So you were hired to prepare the exit?

Avedon was ready for exit in any case after holding the company for five years, with the fund nearing the end of its term. Having survived the restructuring and COVID, however, they saw opportunities to further drive the value of WCC by repositioning the company as a SaaS business, building an enterprise product around the matching engine. SaaS businesses typically command very high exit multiples. A new COO was hired to drive the SaaS build, and I joined alongside to help communicate that story externally.

After market research showed that enterprises needed matching solutions for supplier databases, KYC processes, and similar applications, we started investing heavily in building a modern cloud infrastructure. But within a year, it became clear that we were building technology without a clear commercial product in mind. Every update was technical. We couldn't answer in concrete terms what exactly we were going to sell. We would see investments

in SaaS perpetuate, while expected cash flows were not coming. This forced us to revisit our SaaS ambitions.

WCC stabilised in 2023 after a refocus on the licence model delivered strong results. At that point the decision was made to scale back investments in the enterprise/ SaaS story and prepare the business for exit as it actually was. That's when we began working with Clairfield.

Even then, it was hard to explain what WCC really did. Employment software, identity solutions, an enterprise product...the business lacked focus. Luuk Bruna and Mark Spetter at Clairfield noted that challenge right away.

What did Clairfield pinpoint as the main priorities before going to market?

The first issue was profitability. Our identity business was loss-making, which would make it difficult to achieve the right price. The core employment business also needed restructuring to show sustainable profitability.

Second, the overall positioning lacked clarity. It was not obvious whether WCC was an employment software company, an identity solutions provider, or an enterprise technology play.

Third, the buyer universe could likely be broadened by separating the businesses. The underlying technology in the identity platforms had strategic value on its own.

And finally, the outcome of a major government tender in New Zealand, which we were pursuing at the time, would materially affect the financial profile of the core business.

How did you address these issues?

Once we went to market, interest emerged in acquiring the identity business, mainly for the strength and usability of the technology. That validated the view that

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the identity platforms could attract strategic buyers on a standalone basis, and we began preparing for a carve-out in late 2023.

At the same time, we won the New Zealand tender that would drastically increase our revenues and completely change our financial profile. But of course, winning a tender is not the same as signing a contract, especially with governments. If you are in the middle of a deal, you have to figure out how to go to market in that situation.

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Were you able to deliver on those priorities?

Yes, we did, though it was a tough process. First we carved out the identity business, called Hermes, which uses the same core matching technology as the employment





business, but applied to identity use cases, mainly in immigration and security. The technology itself is extremely strong and very user-friendly. Every time we showed it at a trade fair, people were blown away by how powerful it was. Even competitors told us that. So although Hermes wasn't particularly profitable, there was clear interest in the technology.

That's why we considered a carve-out. Not because Hermes had strong historical financials, but because it could be a very good fit for the right owner.

Amadeus had shown interest before, and through Clairfield we were able to reconnect. From the start, it was clear that Hermes fit very well into their product stack. They were interested mainly in the technology and the people behind it. Not so much in sales or marketing. That meant we also had to restructure internally, because not everyone working on identity would move across.

On paper, that sounds relatively straightforward. Was it?

On paper, yes. And that's also how we initially presented it. A carve-out is perceived to be complex, but we would say: all you buy is 20 employees, four clients, and the IP. The reality was much more complex. First, it wasn't a share deal, it was an asset deal, which already makes things harder. And then there were two major layers of complexity.

The first was IP. Hermes was a standalone product, but it relied on the core matching engine, Elise. Amadeus was not buying Elise outright, because we still needed it for employment services. So we had to define shared IP rights very carefully.

Conceptually the solution was simple. Amadeus would fully own Hermes, and they would co-own Elise for identity use cases only. They would get access to the source code and even take three developers with them, but they could only use the matching engine within the identity domain. We could use it everywhere else. Conceptually simple. Legally, a nightmare.

Then there was the issue of client consent. Hermes'

largest client accounted for around 40% of revenues and under the contract, they had to consent to the transaction. Because of that concentration, Amadeus insisted that part of the purchase price would only be paid once the client agreed on transferring their agreement to Amadeus.

At first, we weren't too worried. We had spoken to them, they were constructive, and operationally nothing would change for them. But government processes are slow. We had agreed in the contract that the transfer should take place within five months of closing (30 September), but when we still had no consent by mid-September, we got worried. And those worries were aggravated when Amadeus indicated that, in their reading of the contract, this client had ownership of the IP we had developed for them. If that reading was correct, it would mean that we had no ownership rights of a part of the software we had just sold to Amadeus.

It took us three additional months to come with a solution that would work for all parties involved.

A lot of different international parties to deal with!

It took a lot of diplomacy, particularly from Clairfield and our IP lawyers, to keep things moving and stop the process from derailing. Throughout that phase, Clairfield played an important role in keeping momentum, sequencing the conversations properly, and making sure the commercial logic didn't get lost in legal detail. Without that, the process would have dragged on much longer.

The carve-out finally closed in April 2025. That gave us immediate cash and improved our P&L because Hermes was a loss-making business. More importantly, it removed a lot of complexity. Once Hermes was gone, WCC was a much cleaner, more focused company.

You carved out and sold the identity business, and at the same time reduced costs in the core employment business. That left the third priority: closing the New Zealand deal. How did that finally come together?

As I said earlier, contracting can easily take two or three months, sometimes longer. In our case, it was even longer than that. The New Zealand authorities wanted more reassurance so we sent consultants to the site to explain our architecture and show them how we would implement the system. Eventually the New Zealand deal was signed as well. The licence value meant a very large upfront cash inflow and, more importantly, strong recurring revenues for maintenance.

That was the turning point. We finally had an easily-defined business with solid cash generation. At that point, we felt confident restarting the exit process, because we finally had a story that made sense and numbers that supported it.

Tell us about that process.

We relaunched the exit process and the response was noticeably better than before. Some scepticism remained because we had been on the market before but the profile of the company had changed completely and the New Zealand deal gave us real momentum. We ended up with a broad funnel and ultimately several parties put forward LOIs. We decided to proceed with Software Combined and allow them to do full due diligence. They went very deep but given how much the business had

changed, they wanted to be absolutely sure that what they were buying was solid.

In parallel, we were also carving out our HERA product, our second, smaller identity product with legacy client contracts. Software Combined was only interested in WCCs employment activities. Therefore, we initiated a separate sale process to find the right buyer for HERA as well. So we had a second carve-out, of HERA, running at the same time as the due diligence for the sale of the company.

HERA was technically ring-fenced, which helped. The IP was standalone and didn't rely on the core matching engine. The main challenge was one commercial contract, which was operationally very difficult. In the end, we found a solution by transferring the technology to another industry player in Canada that was already active in similar government projects.

Once that structure was agreed, Software Combined was comfortable. We closed the sale of the core business, and shortly afterwards the HERA carve-out was completed as well.

After more than two years of uncertainty and key players all over the world, everything came together within a short period.

Looking back now, and after more than two years of uncertainty, how did the closing feel?

Honestly, initially quieter than I expected. After running three whole sale processes, it was just DocuSign and an email from the notary; I was surprised by how anticlimactic it felt. It was not until closing festivities weeks later that I realised how much we had actually

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achieved. It took time and distance to appreciate that.

Looking back, the biggest lesson is the importance of clarity. We lost time by not committing earlier to a clear direction: either sell the business as a whole or deliberately break it up.

Carve-outs often feel like a last resort, but they shouldn't. If another company is a better home for part of the business, that in itself is a success. Once we simplified the business and focused on what really mattered, everything else followed. ■

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