



# Selected Recent Transactions (1)

Communication Technology and Electronics

IT Services and BPO

Internet and Media





### **TRS Technologies**

KPMG CF United States

advised TRS Technologies, Inc. on its sale to Tayca Corporation

Value not disclosed January 2018



## Vitruvian Partners

KPMG CF Sweden

advised Vitruvian Partners on its acquisition of The EasyPark Group

Value not disclosed December 2017



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### Giacom

KPMG CF United Kingdom

advised Giacomon the sale of the business to Livingbridge

Value not disclosed December 2017





### **JLS Digital**

KPMG CF Switzerland

advised JLS Digital on its sale to Renaissance Capital

> Value not disclosed October 2017

KPMG



### **PRIME Research**

KPMG CF United Kingdom

advised PRIME Research on its sale to Cision Ltd.

Value not disclosed January 2018





### Logiq<sup>3</sup>

KPMG CF Canada

advised Logiq3 on its sale to Reinsurance Group of America

> Value not disclosed December 2017





### The DMW Group

KPMG CF United Kingdom

advised The DMW Group on the capital raise from Growth Capital Partners

> Value not disclosed November 2017





### Inspark

KPMG CF Netherlands

advised Inspark on its sale to KPN

Value not disclosed October 2017

KPMG



### LCL

KPMG CF Japan

advised LCL on its sale to Kakaku.com

Value not disclosed December 2017



### **EQT Partners**

KPMG CF Sweden

advised EQT Partners on the acquisition of The Epidemic Sound AB

> Value not disclosed November 2017



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### Reclamefolder.nl

KPMG CF Netherlands

advised Reclamefolder.nl on its sale to De Persgroep NV

> Value not disclosed August 2017





### Shaw Academy

KPMG CF Ireland

advised Shaw Academy on its venture debt fundraising

Value not disclosed

August 2017

KPMG



### Cedacri S.p.A.

KPMG CF Italy

advised Cedacri S.p.A on its sale to Fondo Strategico Italiano (FSI)

Value not disclosed





### **FRISS**

KPMG CF Netherlands

advised FRISS on the capital raise from Aquiline Technology Growth (ATG) and Blackfin Capital Partners

US\$17.7 million





### **AVS Systems**

KPMG CF Canada

advised AVS Systems on its sale to ESC Corp Services, a unit of Information Services Corp

US\$35.1 million





### LDC

(Part of Lloyds Banking Group)

KPMG CF United Kingdom

advised LDC on the acquisition of Eque2

US\$21 million

2013-201	17 Advisor Rankings <sup>(2)</sup>	# of Deals
1.	KPMG <sup>(1)</sup>	2,100
2.	PwC	2,068
3.	Ernst & Young LLP	1,398
4.	Rothschild &	1,287
5.	Deloitte	1,179
6.	BDO	1,077
7.	Houlihan Lokey	1,006
8.	Lazard	892
9.	Goldman Sachs &	858
10.	IMAP	835

2017	Advisor Rankings <sup>(2)</sup>	# of Deals
1.	KPMG <sup>(1)</sup>	395
2.	Rothschild &	311
3.	PwC	309
4.	BDO	223
5.	Ernst & Young LLP	222
6.	Houlihan Lokey	219
7.	Deloitte	206
8.	Lazard	189
9.	ICBC	184
10.	IMAP	177

2013	3-2017 TMT Advisor Rankings <sup>(2)</sup>	# of Deals
1.	KPMG <sup>(1)</sup>	420
2.	PwC	380
3.	Ernst & Young LLP	333
4.	Deloitte	247
5.	BDO	230
6.	Rothschild &	213
7.	Goldman Sachs &	203
8.	Lazard	197
9.	Houlihan Lokey	183
9*.	Morgan Stanley	183

(1) Represents the Corporate Finance practices of KPMG International's network of independent member firms.
(2) League tables include completed deals which have value between \$0 to \$500mm and also where deal value is not disclosed. Source: Thomson Reuters SDC



# KPMG CF Transaction Spotlight



Acted as the exclusive financial advisor to



on its sale to



January 2018













### **Overview:**

- In January 2018, KPMG Corporate Finance ("KPMG CF") acted as the exclusive financial advisor to TRS Technologies, Inc. ("TRS") on its sale to Tayca Corporation ("Tayca").
- TRS is a provider of single crystal and ceramic piezoelectric materials which are fundamental components in a wide range of sensor applications, including medical ultrasound imaging, sonar, and ultrasonic devices. TRS is one of only four single crystal piezoelectric materials providers worldwide, and is the primary supplier to multiple blue-chip OEM customers.
- Tayca is a global supplier of specialty industrial chemicals and products.

### **Engagement:**

- KPMG CF acted as the exclusive financial advisor to TRS Technologies for the transaction.
- The acquisition represents an important growth pillar for Tayca, and was a highly successful outcome for TRS shareholders as well as for Tayca.

### **Rationale:**

- Tayca noted the strategic importance of growth within the electronic materials industry as a core area of focus for the company. Tayca was particularly interested in TRS's expertise in piezoelectric single crystal materials within the healthcare sector as Tayca is a market leader in the healthcare piezoelectric ceramics space.
- TRS's single crystal technology can enhance the quality of diagnostic imaging and is therefore increasingly being adopted in premium-grade ultrasonic equipment.
- Tayca anticipates leveraging the synergies between the two piezoelectric businesses to facilitate further technological innovation of piezoelectric materials with the aim of developing it as one of their core businesses.



Acted as exclusive financial advisor to



on its sale to

CISION

January 2018



### <u>Seller</u>

Dr. Rainer Mathes

Founder & Owner

### **Overview:**

- In January 2018, KPMG Corporate Finance<sup>(1)</sup> ("KPMG CF") acted as the exclusive financial adviser to the founder and owner of PRIME Research on the successful sale of the business to Cision Ltd. ("Cision").
- Established 30 years ago, PRIME Research is a global leader in strategic communication, providing real-time monitoring and analysis across digital, print, television, radio and online channels.
- Cision is a leading global provider of earned media software and services to public relations and marketing communications professionals and is an active consolidator in the media analysis industry having already acquired a number businesses including PR Newswire and Gorkana.

### **Engagement:**

- KPMG CF team designed and ran a highly tailored process, marketing the business to a few carefully selected trade buyers.
  - In addition, the Transaction Services team provided sell-side assistance to prepare the business for sale, synergy support and SPA advice, with strategic tax advice being provided by M&A Tax from KPMG in Germany.
  - KPMG's joined up approach, knowledge and experience helped to increase and protect value throughout the process.

"Working with KPMG has been a great success from day one – from reviewing strategic options, to positioning PRIME, to introducing me to Cision as the most likely buyer of the business which has proved to be the case. Your support and advice on a 24/7 basis, whenever I needed it, over the course of a highly complex transaction process across multiple jurisdictions has been truly outstanding."

-Dr. Rainer Mathes, Founder and President of PRIME Research

(1) Represents the Corporate Finance practices of KPMG International's network of independent member firms.



# Global TMT Sector M&A Activity

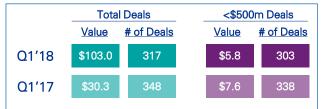
- Despite equity market fluctuations, growing geopolitical tensions and unstable trade relations between U.S. and China, a large number of mega deals (\$billion+) helped Q1 2018 to conclude as the record first quarter, with deal value worth \$168 billion from 1,646 deals. The highest level of spending for Q1 since the end of the recession.
- The tech sector continued to see healthy cross-border M&A activity with 472 cross-border deal announcements worth \$94 billion in Q1 2018.
- The mid-market segment (\$50-\$500 million) witnessed a subdued second straight quarter, with 81 announced deals worth \$15 billion, as compared to 124 deals worth \$21 billion in Q1 2017.
- The average deal revenue and EBITDA multiples for the quarter stood at 2.1x and 11.5x, respectively. The average trading multiples for the quarter were 3.4x revenue and 18.1x EBITDA.
- The largest deal announcement in Q1 2018 was Sky plc's acquisition by Comcast for \$42.7 billion with implied multiples of 2.3x revenue and 14.8x EBITDA.
- Loaded with high dry powder, the financial buyers are expected to carry their momentum gained during past
  couple of years into 2018. Strategic buyers too with an objective to expand their offerings, led by Amazon's
  foray into offline retail, smart homes and healthcare, are expected to have a busy year with potential crosssector ventures.

# Sub-sector M&A activity

(Aggregate values in \$ billions) (5)

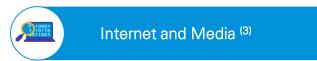


# Communications Technology and Electronics (1)





	Tota	al Deals	<b>&lt;\$50</b> 0	0m Deals
	<u>Value</u>	# of Deals	<u>Value</u>	# of Deals
Q1′18	\$21.9	253	\$1.6	249
Q1′17	\$7.4	263	\$2.7	260



	Tota	I Deals	<\$500	Om Deals
	<u>Value</u>	# of Deals	<u>Value</u>	# of Deals
Q1′18	\$20.8	375	\$3.6	370
Q1′17	\$10.3	509	\$5.4	505



	Tota	l Deals	<b>&lt;\$50</b> 0	Om Deals
	<u>Value</u>	# of Deals	<u>Value</u>	# of Deals
Q1′18	\$22.8	701	\$7.5	693
Q1′17	\$37.7	861	\$9.2	854

Notes: We have sourced the sub-sector classifications from Capital IQ as below:

- (1) Communications Technology and Electronics: Companies/targets with primary industry classification as Consumer Electronics; Technology Hardware and Equipment; Semiconductors and Semiconductor Equipment; Telecommunication Services; and Cable and Satellite.
- (2) IT Services and BPO: Companies/targets with primary industry classification as IT Services.
- (3) Internet and Media: Companies/targets with primary industry classification as Advertising; Broadcasting; Movies and Entertainment; Publishing; and Internet and Direct Marketing Retail.
- (4) Software: Companies/targets with primary industry classification as Internet Software and Services; and Software.
- (5) Deal Values are based on transactions with disclosed deal values only.

Sources: Capital IQ, and other publicly available information.



# Country Spotlight: KPMG CF's Technology Practice in India



- TMT sector witnessed another busy year for deal making, with 199 deal announcements in 2017. It continued to be an attractive proposition for the domestic and international buyers.
- The sector is being propelled by the IT-BPM space which grew at a CAGR of 14 percent over 2010-16 i.e., 3-4 times higher growth than the global trend and is expected to expand from \$180 billion in 2017 to \$350 billion by 2025.
- In the telecom space, emergence of Reliance Jio initiated a wave of consolidation which was highlighted by various high profile announcements including, Idea – Vodafone merger to form the biggest telecom player in India and Bharti Airtel's acquisition of Telenor's assets & Tata Group's consumer mobile business.
- Further, growing internet penetration, continued interest of global technology firms, and high level of dry powder available with VC / PE firms are expected to drive M&A activity in the TMT space during 2018.

### KPMG India - M&A Practice Overview

125+ Professionals



#2 Mid-Market Financial Advisor in India



13



Full transaction and capital solution with debt and equity advisory



20\*
Transactions since Jan 2017









Industrial Market



Media & Ent. Pharma

™**Ä** Telecom Infra & Govt.

### **Recent Transactions**





### KPMG CF

Acted as exclusive financial advisor to AnyTimeLoan (Luharia Technologies) in raising strategic capital from







KPMG CF

Acted as financial advisors to Housing.com in its merger with



# KPMG



KPMG CF

Acted as exclusive financial advisors to Altran on its acquisition of



### KPMG



KPMG CF

Financial advisors to Rockman Industries Limited on the acquisition of strategic stake in



# KPMG



KPMG CF

Acted as financial advisors to Hero Electronix in acquiring a strategic stake in



# altran

KPMG

KPMG CF

Acted as exclusive financial advisors to Altran on its acquisition



### **Key TMT Team Members**



- Partner at the KPMG India CF practice
- Joined KPMG's Deal Advisory business in 2006 and has over 16 years of investment banking experience
- Successfully advised clients on raising capital, crossborder acquisitions and divestments, and led a few valuation engagements
- Key TMT clients advised include Luharia Technologies, Uninor, Sistema –Shyam, Spice Group, GETIT, Take Solutions, HotSpots, Indiagames



Karthik Gopalakrishnan Technical Director Bangalore Office

- Associate Director at KPMG India CF division since
   December 2015 and focuses on Technology/BPO sector
- Over 14 years of professional experience with firms like Wipro, O3 Capital, Avendus and Arthur Andersen
- Karthik has a mix of sell-side (M&A advisory) and buyside (Corporate Development) experience

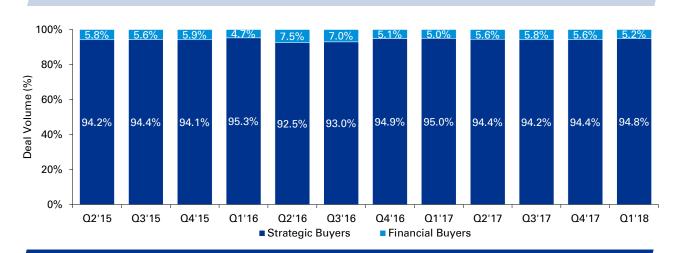
\*Includes transactions closed by erstwhile BMR Advisors (now part of KPMG India)



### Global TMT M&A Trend: Q2'15 - Q1'18



### Global TMT M&A Trend by Buyer Type: Q2'15 - Q1'18



## Global TMT Mid-Market M&A Trend (\$50-\$500 mm) (1): Q2'15 – Q1'18

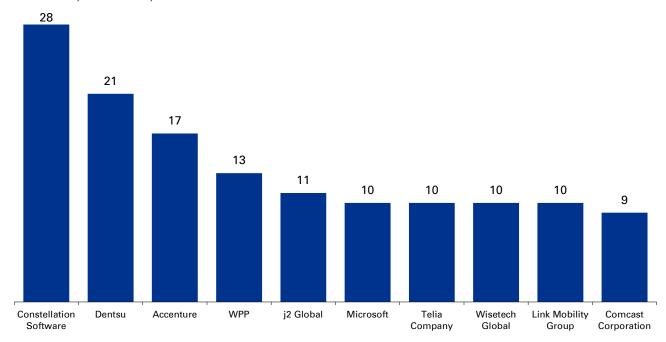


(1) Analysis is based on the deals with disclosed deal values only. Source: Capital IQ.



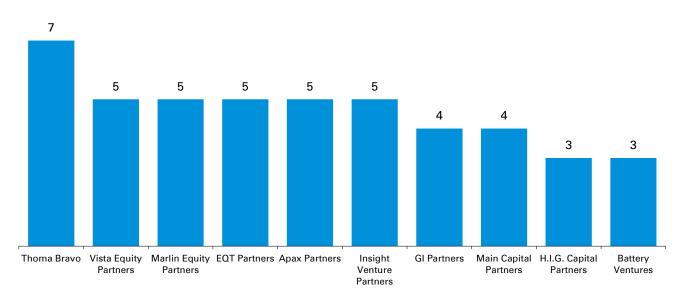
# Top 10 Active Global TMT Strategic Buyers: TTM Q1'18

### Number of acquisitions in the period



## Top 10 Active Global TMT Financial Buyers: TTM Q1'18 (1)

### Number of acquisitions in the period



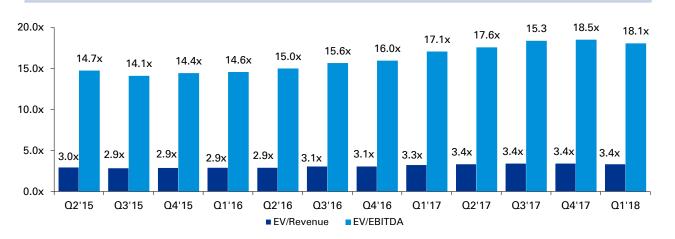
Note: 1. PE deals include bolt-on acquisitions to existing portfolio companies. Source: Capital IQ



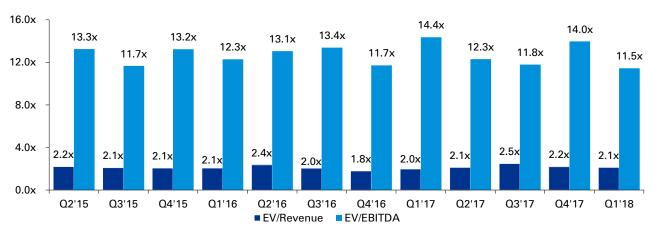
### S&P Global TMT Index Price Performance: Q2'15 - Q1'18



## Global TMT Trading LTM Multiples (1,2): Q2'15 - Q1'18



# Global TMT Transactions LTM Multiples (2): Q2'15 - Q1'18



<sup>(1)</sup> Trading multiples include average multiples calculated for all the 'Public Companies' operating in the TMT space (with market capitalization of at least \$500mm) classified under the primary industry classifications listed on all major exchanges globally.

<sup>(2)</sup> EV/Revenue and EV/EBITDA multiples greater than 10.0x and 50.0x, respectively, were excluded from the analysis. Source: Capital IQ.



# Global TMT Selected Public Comps: Communications Technology & Electronics

Revenue   Company Name   Conding   Sharp   Company Name   Ending		Market Data					Operating Metrics								Valuation Multiples					
Company Name   Ending   Price   High   Reg.   Value   Part   1.1   2016   2015   2015   2015   2015   2016	\$ value millions, except per share		Share			Enterprise		Revenue		Revenue	Growth (3)			EV	// Rever	nue	EV	//EBITC	)A	
NYST    Dec 17   \$36.65   65.2%   \$231.555   \$347.869   \$160.549   \$100.322   \$160.589   0.1%   0.2%   51.6%   28.3%   2.2%   2.2%   2.2%   7.7%   6.6%   6.5	Company Name						LTM	2018E	2019E	2017-2018E	2018E - 2019E	Margin%	Margin%	LTM	2018E	2019E	LTM	2018E	2019E	
Arrizon De-17 \$47.82 \$7.3% \$197.39 \$514.41 \$126,034 \$128,312 \$129,514 \$2.5% \$0.9% \$6.2% \$7.3% \$2.5% \$2.4% \$0.7% \$6.6% \$0.5hina Mobile De-17 \$19.17 \$0.00% \$187,808 \$116,954 \$113,008 \$122,155 \$126,504 \$0.7% \$3.6% \$6.17% \$36,8% \$1.0% \$1.0% \$0.9% \$2.8% \$2.6% \$2.5% \$1.0% \$1.	Communication Ser	vices																		
Communication Services Media	AT&T	Dec-17	\$35.65	85.3%	\$231,555	\$347,869	\$160,546	\$160,322	\$160,583	0.1%	0.2%	51.8%	28.3%	2.2x	2.2x	2.2x	7.7x	6.6x	6.5x	
Part Dec 17 \$46,14 \$3.0% \$91,328 \$137,954 \$10,342 \$10,312 \$12,354 7.2% \$1.3% \$6.8% \$26,1% \$1.4x \$1.3x \$1.3x \$5.4x \$4.9x	Verizon	Dec-17	\$47.82	87.3%	\$197,399	\$314,419	\$126,034	\$128,312	\$129,514	2.5%	0.9%	59.2%	37.3%	2.5x	2.5x	2.4x	6.7x	6.6x	6.5x	
Deutsche Telekom    Dec-17   \$16.39   73.4%   \$77,699   \$188,943   \$92,786   \$91,853   \$94,159   \$1.8%   \$2.5%   \$31.3%   \$26.8%   \$1.7x   \$1.7x   \$1.7x   \$6.4x   \$6.8x   \$5.00d force   Sep-17   \$2.73   \$81.0%   \$72,720   \$8114,293   \$55,614   \$57,004   \$6.88,614   \$1.1%   \$1.2%   \$2.87%   \$2.53%   \$2.1x   \$2.0x   \$2	China Mobile	Dec-17	\$9.17	80.3%	\$187,698	\$116,954	\$113,808	\$122,155	\$126,504	6.7%	3.6%	61.7%	36.6%	1.0x	1.0x	0.9x	2.8x	2.6x	2.5x	
Voldrone Sep-17 \$2.73 \$1.0% \$72,720 \$114,293 \$55,141 \$57,004 \$58,314 \$(1.1%) \$1.2% \$28.7% \$2.5% \$2.5% \$2.1% \$2.0% \$2.0% \$8.2% \$6.3% \$6.3% \$6.3% \$6.3% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2% \$6.2% \$6.3% \$6.2% \$6.2% \$6.3% \$6.2% \$6.3% \$6.2%	NTT	Dec-17	\$46.14	83.0%	\$91,328	\$147,954	\$104,342	\$110,917	\$112,354	7.2%	1.3%	50.8%	26.1%	1.4x	1.3x	1.3x	5.4x	4.9x	4.9x	
Relefonica   Dec-17   \$9.89   76.0%   \$50,702   \$123,638   \$63,486   \$62,609   \$63,168   0.1%   0.9%   59.2%   30.9%   1.9x   2.0x   2.0x   6.3x   6.2x   50.8	Deutsche Telekom	Dec-17	\$16.39	73.4%	\$77,699	\$158,943	\$92,786	\$91,853	\$94,159	1.8%	2.5%	31.3%	26.8%	1.7x	1.7x	1.7x	6.4x	5.8x	5.5x	
Fight Dec-17 S2.57 84.2% \$41,980 \$48,564 \$13,104 \$13,387 \$13,645 \$2.3% \$1.9% \$30.5% \$2.95% \$3.7% \$3.6% \$3.6% \$1.6% \$1.24% \$12.4% \$12.5% \$1.9% \$1	Vodafone	Sep-17	\$2.73	81.0%	\$72,720	\$114,293	\$55,141	\$57,604	\$58,314	(1.1%)	1.2%	28.7%	25.3%	2.1x	2.0x	2.0x	8.2x	6.3x	6.1x	
Communication Services Median 81.0%  1.9x   2.0x   2.0x   6.4x   6.2x   6.0x   6.2x   6.0x	Telefónica	Dec-17	\$9.89	76.0%	\$50,702	\$123,638	\$63,486	\$62,609	\$63,168	0.1%	0.9%	59.2%	30.9%	1.9x	2.0x	2.0x	6.3x	6.2x	6.0x	
Communication Services Median 31.0%  1.9x 2.0x 6.4x 6.2x 6.0  Communication Technology  FISMC Dec-17 \$8.52 93.0% \$219,613 \$204,404 \$32,948 \$37,155 \$41,523 12.8% 11.8% 50.6% 65.9% 6.2x 5.5x 4.9x 9.4x 11.0x 10.0x	SingTel	Dec-17	\$2.57	84.2%	\$41,980	\$48,564	\$13,104	\$13,387	\$13,645	2.3%	1.9%	30.5%	29.5%	3.7x	3.6x	3.6x	12.6x	12.4x	12.3x	
Communication Technology  TSMC De-17 \$85.52 93.0% \$219,613 \$204,404 \$32,948 \$37,155 \$41,523 12.8% 11.8% 50.6% 65.9% 6.2x 5.5x 4.9x 9.4x 8.3x 7.55 53 53 53 54 52 52 52 52 52 52 54 54 52 52 54 54 54 54 54 54 54 54 54 54 54 54 54	Telstra	Dec-17	\$2.41	66.8%	\$28,681	\$41,778	\$21,868	\$21,850	\$21,956	(2.6%)	0.5%	52.6%	33.0%	1.9x	1.9x	1.9x	5.8x	5.2x	5.2x	
Communication Technology  TSMC De-17 \$85.52 93.0% \$219,613 \$204,404 \$32,948 \$37,155 \$41,523 12.8% 11.8% 50.6% 65.9% 6.2x 5.5x 4.9x 9.4x 8.3x 7.55 53 53 53 54 52 52 52 52 52 52 54 54 52 52 54 54 54 54 54 54 54 54 54 54 54 54 54																				
TSMC Dec-17 \$8.52 93.0% \$219,613 \$204,404 \$32,948 \$37,155 \$41,523 12.8% 11.8% 50.6% 65.9% 6.2x 5.5x 4.9x 9.4x 8.3x 7.55 Cisco Systems Jan-18 \$42.89 92.9% \$206,623 \$172,332 \$48,096 \$49,990 \$51,365 4.1% 2.8% 62.4% 30.1% 3.6x 3.4x 3.4x 11.9x 10.0x 10.0 30.0 30.0 30.0 30.0 3.6x 3.4x 3.4x 11.9x 10.0x 10.0 30.0 30.0 30.0 30.0 30.0 3.6x 3.4x 3.4x 11.9x 10.0x 10.0 30.0 30.0 30.0 30.0 30.0 30.0 30.0	Communication Se	rvices Me	edian	81.0%										1.9x	2.0x	2.0x	6.4x	6.2x	6.0x	
TSMC Dec-17 \$8.52 93.0% \$219,613 \$204,404 \$32,948 \$37,155 \$41,523 12.8% 11.8% 50.6% 65.9% 6.2x 5.5x 4.9x 9.4x 8.3x 7.55 Cisco Systems Jan-18 \$42.89 92.9% \$206,623 \$172,332 \$48,096 \$49,990 \$51,365 4.1% 2.8% 62.4% 30.1% 3.6x 3.4x 3.4x 11.9x 10.0x 10.0 30.0 30.0 30.0 30.0 3.6x 3.4x 3.4x 11.9x 10.0x 10.0 30.0 30.0 30.0 30.0 30.0 3.6x 3.4x 3.4x 11.9x 10.0x 10.0 30.0 30.0 30.0 30.0 30.0 30.0 30.0														$\overline{}$		$\overline{}$	$\overline{}$	$\sim$	$\overline{}$	
Sisco Systems Jan-18	Communication Tec	hnology													,					
Feb-18 \$236.65 82.5% \$99,790 \$110,486 \$18,824 \$21,372 \$22,961 13.5% 7.4% 63.2% 43.6% 5.9x 5.2x 4.8x 13.4x 8.9x 8.4	TSMC	Dec-17	\$8.52		\$219,613	\$204,404	\$32,948	\$37,155	\$41,523	12.8%		50.6%	65.9%	6.2x	5.5x	4.9x	9.4x	8.3x	7.5x	
Reyence Mar-17 \$621.82 91.2% \$75,404 \$68,608 \$3,745 \$5,434 \$6,132 25.0% 12.8% 80.9% 54.5% NM NM NM NM 33.6x 22.3x 19.50x 19.1	Cisco Systems	Jan-18	\$42.89	92.9%	\$206,623	\$172,332	\$48,096	\$49,990	\$51,365	4.1%	2.8%	62.4%	30.1%	3.6x	3.4x	3.4x	11.9x	10.0x	10.0x	
Coxonn (Hon Hai) Dec-17 \$3.05 72.2% \$54,523 \$56,463 \$158,658 \$162,280 \$168,417 3.5% 3.8% 6.4% 3.7% 0.4x 0.3x 0.3x 9.7x 7.6x 6.6 8.0   Nokia Dec-17 \$5.53 75.3% \$30,937 \$25,484 \$27,794 \$27,188 \$27,801 (1.3%) 2.3% 41.4% 12.7% 0.9x 0.9x 0.9x 0.9x 7.2x 7.0x 5.8   Tricsson Dec-17 \$6.34 81.5% \$20,914 \$19,874 \$24,592 \$22,874 \$22,633 (7.4%) (1.1%) 25.1% (3.0%) 0.8x 0.9x 0.9x 0.9x 0.9x 0.9x 0.9x 0.9x 0.9	Broadcom	Feb-18	\$235.65	82.5%	\$96,790	\$110,486	\$18,824	\$21,372	\$22,961	13.5%	7.4%	63.2%	43.6%	5.9x	5.2x	4.8x	13.4x	8.9x	8.4x	
Nokia Dec-17 \$5.53 75.3% \$30,937 \$25,484 \$27,794 \$27,188 \$27,801 \$(1.3%) 2.3% 41.4% 12.7% 0.9x 0.9x 0.9x 0.9x 0.9x 7.2x 7.0x 5.88	Keyence	Mar-17	\$621.82	91.2%	\$75,404	\$68,608	\$3,745	\$5,434	\$6,132	25.0%	12.8%	80.9%	54.5%	NM	NM	NM	33.6x	22.3x	19.7x	
Ericsson Dec-17 \$6.34 81.5% \$20,914 \$19,874 \$24,592 \$22,874 \$22,633 (7.4%) (1.1%) 25.1% (3.0%) 0.8x 0.9x 0.9x NM 10.9x 7.4   ETE Dec-17 \$4.81 72.8% \$18,979 \$18,432 \$16,724 \$18,659 \$20,667 9.5% 10.8% 31.0% 4.2% 11.x 1.0x 0.9x 26.3x 11.4x 10.3   ElectCor Technologies Dec-17 \$202.50 94.7% \$18,186 \$21,791 \$2,250 \$2,543 \$2,787 13.3% 9.6% 75.9% 49.8% 9.7x 8.6x 7.8x 19.4x 16.2x 14.2   ElectCor Technologies Dec-17 \$92.80 95.7% \$12,635 \$13,015 \$2,825 \$2,877 \$2,976 1.8% 3.4% 86.8% 28.8% 4.6x 4.5x 4.4x 16.0x 13.7x 13.3   Amdocs Dec-17 \$66.72 93.0% \$9,569 \$8,641 \$3,890 \$4,022 \$4,238 3.4% 5.4% 35.0% 18.6% 22.x 2.1x 2.0x 11.9x 10.3x N/2   Inniper Networks Dec-17 \$24.33 78.6% \$8,364 \$7,547 \$5,027 \$4,734 \$4,888 (5.8%) 3.3% 61.1% 22.9% 1.5x 1.6x 1.5x 6.6x 7.1x 6.4    Communication Technology Median 86.9%    Electronics   Apple Dec-17 \$167.78 91.4% \$851,318 \$896,565 \$239,176 \$263,346 \$271,574 10.4% 3.1% 38.4% 31.0% 3.7x 3.4x 3.3x 12.1x 11.2x 10.5   Electronics   Apple Dec-17 \$2,318.39 85.6% \$307,260 \$253,505 \$224,267 \$240,647 \$252,843 7.1% 5.1% 46.0% 31.3% 11.x 1.1x 1.0x 3.6x 3.0x 3.0   Electronics    Electronics   Electro	Foxconn (Hon Hai)	Dec-17	\$3.05	72.2%	\$54,523	\$56,463	\$158,658	\$162,280	\$168,417	3.5%	3.8%	6.4%	3.7%	0.4x	0.3x	0.3x	9.7x	7.6x	6.6x	
TE Dec-17 \$4.81 72.8% \$18,979 \$18,432 \$16,724 \$18,655 \$20,667 9.5% 10.8% 31.0% 4.2% 1.1x 1.0x 0.9x 26.3x 11.4x 10.8	Nokia	Dec-17	\$5.53	75.3%	\$30,937	\$25,484	\$27,794	\$27,188	\$27,801	(1.3%)	2.3%	41.4%	12.7%	0.9x	0.9x	0.9x	7.2x	7.0x	5.8x	
FleetCor Technologies   Dec-17   \$202.50   94.7%   \$18,186   \$21,791   \$2,250   \$25,43   \$2,787   13.3%   9.6%   75.9%   49.8%   9.7x   8.6x   7.8x   19.4x   16.2x   14.5	Ericsson	Dec-17	\$6.34	81.5%	\$20,914	\$19,874	\$24,592	\$22,874	\$22,633	(7.4%)	(1.1%)	25.1%	(3.0%)	0.8x	0.9x	0.9x	NM	10.9x	7.4x	
Citrix Dec-17 \$92.80 95.7% \$12,635 \$13,015 \$2,825 \$2,877 \$2,976 1.8% 3.4% 86.8% 28.8% 4.6x 4.5x 4.4x 16.0x 13.7x 13.3 Amdocs Dec-17 \$66.72 93.0% \$9,569 \$8,641 \$3,890 \$4,022 \$4,238 3.4% 5.4% 35.0% 18.6% 22.x 2.1x 2.0x 11.9x 10.3x N/2 luniper Networks Dec-17 \$24.33 78.6% \$8,364 \$7,547 \$5.027 \$4,734 \$4,888 (5.8%) 3.3% 61.1% 22.9% 1.5x 1.6x 1.5x 6.6x 7.1x 6.4x (2.2x 2.1x) (2.0x 11.9x 10.1x) (4.2x 2.1x) (2.0x 11.9x) (10.1x) (4.2x 2.1x) (2.0x 2.1x)	ZTE	Dec-17	\$4.81	72.8%	\$18,979	\$18,432	\$16,724	\$18,659	\$20,667	9.5%	10.8%	31.0%	4.2%	1.1x	1.0x	0.9x	26.3x	11.4x	10.8x	
Amdocs Dec-17 \$66.72 93.0% \$9,569 \$8,641 \$3,890 \$4,022 \$4,238 3.4% 5.4% 35.0% 18.6% 2.2x 2.1x 2.0x 11.9x 10.3x N/s 1.0x 1.0x 1.0x 1.0x 1.0x 1.0x 1.0x 1.0x	FleetCor Technologies	Dec-17	\$202.50	94.7%	\$18,186	\$21,791	\$2,250	\$2,543	\$2,787	13.3%	9.6%	75.9%	49.8%	9.7x	8.6x	7.8x	19.4x	16.2x	14.3x	
Tuniper Networks Dec-17 \$24.33 78.6% \$8,364 \$7,547 \$5,027 \$4,734 \$4,888 (5.8%) 3.3% 61.1% 22.9% 1.5x 1.6x 1.5x 6.6x 7.1x 6.4x 1.5x 6.4x	Citrix	Dec-17	\$92.80	95.7%	\$12,635	\$13,015	\$2,825	\$2,877	\$2,976	1.8%	3.4%	86.8%	28.8%	4.6x	4.5x	4.4x	16.0x	13.7x	13.3x	
Communication Technology Median 86.9%  2.2x (2.1x) (2.0x) (11.9x) (10.1x) (8.4)  Electronics  Apple Dec-17 \$167.78 91.4% \$851,318 \$896,565 \$239,176 \$263,346 \$271,574 10.4% 3.1% 38.4% 31.0% 3.7x 3.4x 3.3x 12.1x 11.2x 10.4x	Amdocs	Dec-17	\$66.72	93.0%	\$9,569	\$8,641	\$3,890	\$4,022	\$4,238	3.4%	5.4%	35.0%	18.6%	2.2x	2.1x	2.0x	11.9x	10.3x	NA	
Electronics  Apple Dec-17 \$167.78 91.4% \$851,318 \$896,565 \$239,176 \$263,346 \$271,574 10.4% 3.1% 38.4% 31.0% 3.7x 3.4x 3.3x 12.1x 11.2x 10.5	Juniper Networks	Dec-17	\$24.33	78.6%	\$8,364	\$7,547	\$5,027	\$4,734	\$4,888	(5.8%)	3.3%	61.1%	22.9%	1.5x	1.6x	1.5x	6.6x	7.1x	6.4x	
Electronics  Apple Dec-17 \$167.78 91.4% \$851,318 \$896,565 \$239,176 \$263,346 \$271,574 10.4% 3.1% 38.4% 31.0% 3.7x 3.4x 3.3x 12.1x 11.2x 10.5																				
Apple         Dec-17         \$167.78         91.4%         \$851,318         \$896,565         \$239,176         \$263,346         \$271,574         10.4%         3.1%         38.4%         31.0%         3.7x         3.4x         3.3x         12.1x         11.2x         10.5           Gamsung         Dec-17         \$2,318.39         85.6%         \$307,260         \$253,505         \$224,267         \$240,647         \$252,843         7.1%         5.1%         46.0%         31.3%         1.1x         1.1x         1.0x         3.6x         3.0x         3.0           Canon         Dec-17         \$36.28         86.2%         \$39,172         \$39,496         \$36,223         \$39,199         \$39,503         8.1%         0.8%         48.8%         15.4%         1.1x         1.0x         7.1x         6.5x         6.5x	Communication Te	hnology	Median	86.9%										(2.2x)	(2.1x)	(2.0x	(11.9x	10.1x	8.4x	
Apple         Dec-17         \$167.78         91.4%         \$851,318         \$896,565         \$239,176         \$263,346         \$271,574         10.4%         3.1%         38.4%         31.0%         3.7x         3.4x         3.3x         12.1x         11.2x         10.5           Gamsung         Dec-17         \$2,318.39         85.6%         \$307,260         \$253,505         \$224,267         \$240,647         \$252,843         7.1%         5.1%         46.0%         31.3%         1.1x         1.1x         1.0x         3.6x         3.0x         3.0           Canon         Dec-17         \$36.28         86.2%         \$39,172         \$39,496         \$36,223         \$39,199         \$39,503         8.1%         0.8%         48.8%         15.4%         1.1x         1.0x         7.1x         6.5x         6.5x																				
Samsung Dec-17 \$2,318.39 85.6% \$307,260 \$253,505 \$224,267 \$240,647 \$252,843 7.1% 5.1% 46.0% 31.3% 1.1x 1.1x 1.0x 3.6x 3.0x 3.0   Canon Dec-17 \$36.28 86.2% \$39,172 \$39,496 \$36,223 \$39,199 \$39,503 8.1% 0.8% 48.8% 15.4% 1.1x 1.0x 1.0x 7.1x 6.5x 6.5	Electronics																			
Canon Dec-17 \$36.28 86.2% \$39,172 \$39,496 \$36,223 \$39,199 \$39,503 8.1% 0.8% 48.8% 15.4% 1.1x 1.0x 1.0x 7.1x 6.5x 6.5	Apple	Dec-17	\$167.78	91.4%	\$851,318	\$896,565	\$239,176	\$263,346	\$271,574	10.4%	3.1%	38.4%	31.0%	3.7x	3.4x	3.3x	12.1x	11.2x	10.9x	
	Samsung	Dec-17	\$2,318.39	85.6%	\$307,260	\$253,505	\$224,267	\$240,647	\$252,843	7.1%	5.1%	46.0%	31.3%	1.1x	1.1x	1.0x	3.6x	3.0x	3.0x	
Lenovo Dec-17 \$0.51 74.3% \$6,138 \$8,289 \$44,290 \$45,317 \$45,878 3.3% 1.2% 13.8% 1.8% 0.2x 0.2x 0.2x 10.2x 6.1x 5.2	Canon	Dec-17	\$36.28	86.2%	\$39,172	\$39,496	\$36,223	\$39,199	\$39,503	8.1%	0.8%	48.8%	15.4%	1.1x	1.0x	1.0x	7.1x	6.5x	6.5x	
	Lenovo	Dec-17	\$0.51	74.3%	\$6,138	\$8,289	\$44,290	\$45,317	\$45,878	3.3%	1.2%	13.8%	1.8%	0.2x	0.2x	0.2x	10.2x	6.1x	5.2x	



Market Data including Market Capitalization amounts are based on closing share prices as of March 31, 2018.
 Enterprise Value (EV) equals Market Capitalization plus Debt, Preferred Equity, and Minority Interest, minus Cash and Cash Equivalents.
 EBITDA equals Earnings before Interest, Taxes, Depreciation, and Amortization.

# Global TMT Selected Transactions (1): Communications Technology & Electronics

Announced Date	Target Name	Target Country	Acquirer Name	Deal Value (\$ mm)	EV / Revenue	EV / EBITDA
28-Mar-2018	Polycom Inc. [Siris Capital]	U.S.	Plantronics, Inc.	\$1,310.0	1.8x	-
26-Mar-2018	NeuLion Inc.	U.S.	Plantronics, Inc.	\$250.0	2.6x	-
26-Mar-2018	CoAdna Inc.	U.S.	Endeavor LLC [Silver Lake Partners]	\$85.0	-	-
21-Mar-2018	Telenor ASA (Central & Eastern European assets)	Hungary	II-VI Incorporated	\$3,444.4	2.4x	6.9x
19-Mar-2018	Orbotech Ltd.	Israel	PPF Group N.V.	\$3,400.0	3.6x	17.6x
12-Mar-2018	Next Issue Media	U.S.	KLA-Tencor Corporation	\$85.0	-	-
12-Mar-2018	Oclaro Inc.	U.S.	Apple Inc.	\$1,800.0	2.5x	10.5x
08-Mar-2018	EasyPark Group	Sweden	Lumentum Holdings Inc.	\$350.0	4.7x	14.0x
06-Mar-2018	Infineon Technologies AG (RF power business)	Germany	Vitruvian Partners LLP/Verdane Capital	\$424.9	-	-
01-Mar-2018	Laird PLC	U.K.	Cree Inc.	\$1,384.1	1.3x	9.7x
01-Mar-2018	Microsemi Corporation	U.S.	Advent International Corporation	\$8,350.0	5.5x	19.5x
01-Mar-2018	U.S. TelePacific Corp.	U.S.	Microchip Technology Inc.	\$95.0	-	-
28-Feb-2018	Lite-On Technology Corp. (camera module business)	Taiwan	Uniti Group Inc.	\$360.0	-	-
28-Feb-2018	Phunware	U.S.	LuxVisions Innovation Limited	\$301.0	-	-
26-Feb-2018	Interoute Communications	U.K.	Stellar Acquisition III Inc.	\$2,300.0	2.7x	-
23-Feb-2018	Tantan Limited	China	GTT Communications Inc.	\$762.7	-	-
23-Feb-2018	Scott-Rice Telephone Company [Zayo]	U.S.	Momo Inc.	\$42.0	-	-
21-Feb-2018	Overland Storage Inc. [Sphere 3D Corp.]	U.S.	New Ulm Telecom Inc.	\$45.0	-	-
14-Feb-2018	Unified Messaging Systems ASA	Norway	Silicon Valley Technology Partners LLC	\$33.6	2.8x	-
12-Feb-2018	TDC A/S	Denmark	Everbridge Inc.	\$6,713.2	-	8.0x
09-Feb-2018	Cheerz	France	Danish pension funds and PE consortium	\$44.4	-	-
08-Feb-2018	Jive Communications Inc.	U.S.	CeWe Color Holding AG	\$342.0	4.3x	-
29-Jan-2018	Neutral Path Communications LLC	U.S.	LogMeIn Inc.	\$31.5	-	-
24-Jan-2018	Atrenne Integrated Solutions	U.S.	Zayo Group Holdings Inc.	\$139.0	-	-
23-Jan-2018	CYTA Telecommunications Hellas S.A.	Greece	Celestica Inc.	\$144.2	-	-
19-Jan-2018	Optic Zoo Networks Ltd.	Canada	Vodafone Greece	\$24.9	-	-
10-Jan-2018	AerServ LLC	U.S.	Zayo Group Holdings Inc.	\$90.0	-	-
10-Jan-2018	Com Hem Holding AB	Sweden	InMobi Pte Ltd	\$3,180.2	3.6x	<u> </u>
04-Jan-2018	Sonoscan Inc.	U.S.	Tele2 AB	\$44.8	-	-
03-Jan-2018	Ethertronics Inc.	U.S.	Nordson Corporation	\$142.0	1.7x	-



# Global TMT Selected Public Comps: IT Services and BPO (1/2)

	N	larket D	ata						Operating	Metrics			Valuation Multiples					
\$ value millions, except per share	Latest Quarter	Shara	% of 52 Week	Market	Enterprise		Revenue		Revenue	Growth (3)	LTM Gross	LTM EBITDA	EV	/ Reve	nue	EV	//EBITI	DA
Company Name	Ending	Price	High	Cap. (1)	Value (2)	LTM	2018E	2019E	2017 – 2018E	2018E - 2019E	Margin%	Margin%	LTM	2018E	2019E	LTM	2018E	2019E
IT Commercial Serv	ices																	
Accenture	Feb-18	\$153.50	92.7%	\$98,714	\$95,900	\$37,126	\$39,837	\$42,467	11.9%	6.6%	31.5%	16.2%	2.6x	2.4x	2.3x	15.9x	14.1x	13.1x
DXC Technology	Dec-17	\$100.53	93.2%	\$28,720	\$34,699	\$20,151	\$24,186	\$23,943	NM	(1.0%)	25.4%	15.7%	1.7x	1.4x	1.4x	11.0x	6.8x	6.7x
Capgemini	Dec-17	\$124.68	93.0%	\$20,891	\$22,610	\$15,360	\$15,844	\$16,694	3.4%	5.4%	26.5%	12.7%	1.5x	1.4x	1.4x	11.6x	10.2x	9.6x
CGI Group	Dec-17	\$57.62	96.2%	\$16,367	\$17,661	\$8,760	\$8,985	\$9,272	2.9%	3.2%	29.8%	16.6%	2.0x	2.0x	1.9x	12.1x	10.7x	10.3x
Atos	Dec-17	\$136.87	82.1%	\$14,387	\$14,704	\$15,239	\$15,423	\$15,791	0.8%	2.4%	14.5%	12.6%	1.0x	1.0x	0.9x	7.7x	6.8x	6.3x
Virtusa	Dec-17	\$48.46	91.6%	\$1,426	\$1,466	\$965	\$1,205	\$1,352	25.4%	12.2%	28.7%	6.9%	1.5x	1.2x	1.1x	22.0x	15.5x	NA
Perficient	Dec-17	\$22.92	94.3%	\$798	\$847	\$473	\$486	\$513	7.4%	5.5%	34.2%	11.3%	1.8x	1.7x	1.7x	15.9x	10.9x	10.0x
Unisys	Dec-17	\$10.75	76.0%	\$544	\$483	\$2,742	\$2,734	\$2,755	1.2%	0.8%	21.1%	6.5%	0.2x	0.2x	0.2x	2.7x	1.2x	1.2x
IT Commercial Serv	ices Mec	lian	92.8%										1.6x	1.4x	1.4x	11.9x	10.4x	9.6x
Government Consu	lting																	
Tyler Technologies	Dec-17	\$210.96	98.4%	\$8,066	\$7,837	\$841	\$922	\$1,013	9.4%	9.8%	47.5%	23.0%	9.3x	8.5x	7.7x	40.6x	28.0x	24.6x
Booz Allen Hamilton	Dec-17	\$38.72	96.2%	\$5,617	\$7,160	\$6,118	\$6,477	\$6,886	5.5%	6.3%	23.3%	9.5%	1.2x	1.1x	1.0x	12.3x	11.9x	10.8x
MAXIMUS	Dec-17	\$66.74	91.8%	\$4,353	\$4,175	\$2,467	\$2,516	\$2,662	2.0%	5.8%	25.1%	15.2%	1.7x	1.7x	1.6x	11.1x	10.7x	9.7x
CACI International	Dec-17	\$151.35	94.9%	\$3,727	\$4,824	\$4,397	\$4,530	\$4,680	3.2%	3.3%	32.5%	8.5%	1.1x	1.1x	1.0x	12.9x	12.1x	11.8x
Science Applications International	Feb-18	\$78.80	89.0%	\$3,370	\$4,250	\$4,454	\$4,561	\$4,725	4.2%	3.6%	9.4%	7.0%	1.0x	0.9x	0.9x	13.5x	12.7x	12.0x
ManTech International	Dec-17	\$55.47	89.1%	\$2,176	\$2,198	\$1,717	\$1,920	\$2,058	11.8%	7.2%	14.8%	7.7%	1.3x	1.1x	1.1x	16.6x	13.7x	12.9x
ICF International	Dec-17	\$58.45	94.3%	\$1,088	\$1,283	\$1,229	\$1,267	\$1,332	4.3%	5.1%	37.2%	9.2%	1.0x	1.0x	1.0x	11.4x	10.5x	9.7x
Government Consu	lting Me	dian	94.3%										1.2x	1.1x	1.0x	12.9x	12.1x	11.8x
Offshore Consulting																		
Tata Consultancy Services	Dec-17	\$43.78	87.4%	\$83,812	\$78,261	\$18,907	\$20,390	\$22,183	7.7%	8.8%	46.2%	26.5%	4.1x	3.8x	3.5x	15.6x	14.6x	13.4x
Cognizant	Dec-17	\$80.50	94.6%	\$47,338	\$43,155	\$14,810	\$16,226	\$17,647	9.6%	8.8%	38.2%	20.5%	2.9x	2.7x	2.4x	14.2x	12.5x	10.9x
Infosys	Dec-17	\$17.39	92.7%	\$37,799	\$34,253	\$10,703	\$11,406	\$12,199	4.7%	6.9%	35.0%	26.9%	3.2x	3.0x	2.8x	11.9x	11.3x	10.5x
HCL Technologies	Dec-17	\$14.88	93.1%	\$20,723	\$19,987	\$7,617	\$8,494	\$9,330	7.5%	9.8%	33.9%	22.6%	2.6x	2.4x	2.1x	11.6x	10.3x	9.5x
Wipro	Dec-17	\$4.33	84.1%	\$19,461	\$17,080	\$8,571	\$8,822	\$9,318	3.0%	5.6%	29.0%	19.7%	2.0x	1.9x	1.8x	10.1x	9.4x	9.0x
Tech Mahindra	Dec-17	\$9.81	98.0%	\$9,615	\$8,557	\$4,734	\$5,086	\$5,380	7.5%	5.8%	31.8%	14.0%	1.8x	1.7x	1.6x	13.0x	10.5x	10.1x
MphasiS	Dec-17	\$12.97	90.5%	\$2,506	\$2,130	\$988	\$1,092	\$1,211	11.0%	11.0%	40.6%	15.7%	2.2x	2.0x	1.8x	13.7x	12.0x	10.6x
Mindtree	Dec-17	\$11.89	88.7%	\$1,950	\$1,855	\$833	\$920	\$1,032	10.6%	12.2%	29.6%	12.9%	2.2x	2.0x	1.8x	17.3x	13.8x	11.7x
Hexaware Technologies	Dec-17	\$5.77	95.1%	\$1,719	\$1,637	\$618	\$683	\$769	10.5%	12.6%	25.1%	16.4%	2.7x	2.4x	2.1x	16.2x	14.3x	12.7x

Source: Capital IQ. Financials are calendarized to December year-end.

Offshore Consulting Median



<sup>(1)</sup> Market Data including Market Capitalization amounts are based on closing share prices as of March 31, 2018.

<sup>(2)</sup> Enterprise Value (EV) equals Market Capitalization plus Debt, Preferred Equity, and Minority Interest, minus Cash and Cash Equivalents.

<sup>(3)</sup> EBITDA equals Earnings before Interest, Taxes, Depreciation, and Amortization.

# Global TMT Selected Public Comps: IT Services and BPO (2/2)

	Market Data						Operating Metrics								Valuation Multiples					
\$ value millions, except per share	Latest Quarter	Share	% of 52 Week	Market	Enterprise	F	Revenue		Revenue	Growth (3)	LTM Gross	LTM EBITDA	EV	/ Reve	nue	EV	/ EBITI	)A		
Company Name	Ending	Price	High	Cap. (1)	Value (2)	LTM	2018E	2019E	2017-2018E	2018E - 2019E	Margin%	Margin%	LTM	2018E	2019E	LTM	2018E	2019E		
Management Consu	ılting																			
FTI Consulting	Dec-17	\$48.41	95.3%	\$1,767	\$1,974	\$1,808	\$1,857	\$1,936	3.7%	4.2%	32.8%	10.3%	1.1x	1.1x	1.0x	10.6x	9.2x	8.8x		
Navigant Consulting	Dec-17	\$19.24	78.6%	\$867	\$992	\$940	\$970	\$1,003	1.7%	3.5%	31.0%	13.4%	1.1x	1.0x	1.0x	7.9x	7.8x	7.4x		
Huron Consulting	Dec-17	\$38.10	81.3%	\$819	\$1,145	\$733	\$742	\$776	0.8%	4.7%	37.9%	14.2%	1.6x	1.5x	1.5x	11.0x	12.6x	11.3x		
Resources Connection	Feb-18	\$16.20	95.3%	\$508	\$500	\$619	\$680	NA	15.9%	NA	40.3%	10.3%	0.8x	0.7x	NA	7.9x	10.2x	NA		
The Hackett Group	Dec-17	\$16.06	78.9%	\$470	\$471	\$263	\$295	\$311	3.8%	5.5%	38.4%	15.6%	1.8x	1.6x	1.5x	11.5x	9.3x	8.6x		
CRA International	Dec-17	\$52.29	98.6%	\$438	\$384	\$370	\$392	\$419	8.1%	6.8%	30.1%	6.9%	1.0x	1.0x	0.9x	15.1x	NA	NA		
nformation Services Group	Dec-17	\$4.18	90.3%	\$183	\$269	\$270	\$287	\$305	5.4%	6.1%	41.9%	9.0%	1.0x	0.9x	0.9x	11.1x	7.5x	6.8x		
															$\bigcirc$					
Management Cons	ulting Me	dian	90.3%										(1.1x)	1.0x	(1.0x)	11.0x	9.2x	8.6x		
													$\sim$	$\overline{}$	$\overline{}$	$\overline{}$	$\overline{}$	$\overline{}$		
<u>3PO</u>																				
ADP	Dec-17	\$113.48	90.6%	\$50,302	\$50,528	\$12,790	\$13,732	\$14,673	7.8%	6.8%	42.7%	21.3%	4.0x	3.7x	3.4x	18.5x	17.4x	15.7x		
Paychex	Feb-18	\$61.59	84.3%	\$22,128	\$21,764	\$3,308	\$3,500	\$3,719	8.2%	6.2%	70.3%	42.5%	6.6x	6.2x	5.9x	15.5x	15.2x	14.6x		
Villis Towers Watson	Dec-17	\$152.19	92.2%	\$20,122	\$23,778	\$8,116	\$8,475	\$8,782	4.5%	3.6%	41.5%	20.9%	2.9x	2.8x	2.7x	14.0x	11.2x	10.5x		
ron Mountain	Dec-17	\$32.86	79.1%	\$9,375	\$15,586	\$3,846	\$4,190	\$4,371	10.4%	4.3%	56.7%	33.1%	4.1x	3.7x	3.6x	12.3x	10.7x	10.0x		
Teleperformance	Dec-16	\$155.23	97.4%	\$8,966	\$10,614	\$5,019	\$5,275	\$5,620	4.4%	6.5%	34.3%	15.4%	2.1x	2.0x	1.9x	13.7x	11.5x	10.6x		
Genpact	Dec-17	\$31.99	92.0%	\$6,189	\$6,905	\$2,737	\$2,967	\$3,202	8.8%	7.9%	38.5%	15.5%	2.5x	2.3x	2.2x	16.3x	13.8x	12.6x		
WNS	Dec-17	\$45.33	93.9%	\$2,280	\$2,175	<b>\$71</b> 5	\$779	\$863	13.3%	10.9%	32.5%	12.8%	3.0x	2.8x	2.5x	23.7x	12.3x	10.8x		
Convergys	Dec-17	\$22.62	84.8%	\$2,073	\$2,134	\$2,792	\$2,642	\$2,647	(5.6%)	0.2%	37.9%	12.8%	0.8x	0.8x	0.8x	6.0x	6.5x	6.3x		
ExIService	Dec-17	\$55.77	86.7%	\$1,907	\$1,703	\$762	\$845	\$920	11.3%	8.8%	35.0%	14.6%	2.2x	2.0x	1.9x	15.3x	11.4x	10.1x		
CSG Systems	Dec-17	\$45.29	92.8%	\$1,514	\$1,585	\$790	\$807	\$825	2.9%	2.2%	50.0%	17.8%	2.0x	2.0x	1.9x	11.3x	8.7x	8.2x		
TTEC	Dec-17	\$30.70	70.2%	\$1,408	\$1,685	\$1,477	\$1,519	\$1,581	6.1%	4.0%	24.9%	12.5%	1.1x	1.1x	1.1x	9.1x	8.0x	7.7x		
Sykes Enterprises	Dec-17	\$28.94	83.9%	\$1,231	\$1,163	\$1,586	\$1,695	\$1,769	7.5%	4.4%	36.8%	10.7%	0.7x	0.7x	0.7x	6.8x	6.6x	5.9x		
Firstsource Solutions	Dec-17	\$0.81	95.9%	\$559	\$639	\$553	\$573	\$617	4.1%	7.7%	29.7%	11.4%	1.2x	1.1x	1.0x	10.2x	9.3x	8.5x		
StarTek	Dec-17	\$9.78	66.2%	\$158	\$182	\$293	\$306	NA	3.9%	NA	11.1%	3.7%	0.6x	0.6x	NA	16.8x	9.7x	NA		
																		_		
BPO Median			88.6%										2.2x	(2.0x	(1.9x)	13.9x	10.9x	10.1x		
Managed Services													$\widetilde{}$		_	_	_	$\widetilde{}$		
guinix	Dec-17	\$418.14	84.4%	\$33,128	\$41,796	\$4,368	\$5,041	\$5,575	15.6%	10.6%	49.8%	43.4%	9.6x	8.3x	7.5x	22.0x	17.4x	15.5x		
CenturyLink	Dec-17	\$16.43	59.5%	\$17,578	\$54,753	\$17,656	\$23,873		34.8%	(0.5%)	56.7%	35.4%	3.1x	2.3x	2.3x	8.7x	6.3x	6.1x		
Teradata	Dec-17	\$39.67	92.6%	\$4,797	\$4,486	\$2,156	\$2,182	\$2,241	2.0%	2.7%	47.7%	6.2%	2.1x	2.1x	2.0x	33.7x	11.7x	11.2x		
nternap	Dec-17	\$11.00	49.2%	\$217	\$736	\$281	\$324	\$342	15.9%	5.6%	53.0%	27.7%	2.6x	2.3x	2.2x	9.5x	6.7x	6.2x		
	.1	L		1	1	I	I		I			1								
Managed Services N	/ledian_		72.0%	_		_				_		_	2.9x	2.3x	2.2x	15.7x	9.2x	8.7x		



<sup>(1)</sup> Market Data including Market Capitalization amounts are based on closing share prices as of March 31, 2018.

<sup>(2)</sup> Enterprise Value (EV) equals Market Capitalization plus Debt, Preferred Equity, and Minority Interest, minus Cash and Cash Equivalents.

<sup>(3)</sup> EBITDA equals Earnings before Interest, Taxes, Depreciation, and Amortization.

# Global TMT Selected Transactions (1): IT Services and BPO

Announced Date	Target Name	Target Country	Acquirer Name	Deal Value (\$ mm)	EV / Revenue	EV / EBITDA
29-Mar-2018	Decision Technologies Limited	U.K.	Moneysupermarket.com Group	\$56.7	-	-
19-Mar-2018	Extant Components Group Holdings[Warburg Pincus]	U.S.	TransDigm Group Incorporated	\$525.0	-	-
15-Mar-2018	Aegis Limited [Capital Square Partners]	India	StarTek Inc.	\$216.9	0.9x	9.7x
14-Mar-2018	Globalive Technology Partners Inc.	Canada	Corporate Catalyst Acquisition Inc.	\$109.2	-	-
14-Mar-2018	Wipro Ltd. (hosting services business)	U.S.	Ensono [Charlesbank Capital / M/C Partners]	\$405.0	1.6x	-
12-Mar-2018	eTouch Systems Corp.	U.S.	Virtusa Corporation	\$140.0	-	-
28-Feb-2018	Kratos Defense & Security Solutions (Public Safety and Security division)	U.S.	Securitas AB	\$67.5	0.5x	-
26-Feb-2018	BitCity Inc.	Canada	CryptoGlobal Inc.	\$40.0	-	-
26-Feb-2018	Intermedix Corp [Thomas H. Lee Partners]	U.S.	R1 RCM Inc.	\$460.0	2.4x	-
23-Feb-2018	Stinger Ghaffarian Technologies Inc.	U.S.	KBR Inc.	\$355.0	0.7x	-
15-Feb-2018	Stadium Group plc	U.K.	TT Electronics plc	\$63.5	1.0x	10.6x
14-Feb-2018	Infomart Data Centers	U.S.	Equinix Inc.	\$781.0	15.6x	-
12-Feb-2018	CSRA Inc.	U.S.	General Dynamics Corp.	\$6,900.0	1.9x	10.8x
09-Feb-2018	Hogg Robinson Group	U.K.	GBT III B.V.	\$523.8	1.2x	-
07-Feb-2018	Fiserv Inc. (Lending Solutions business)	U.S.	Warburg Pincus LLC	\$395.0	-	-
06-Feb-2018	CEB Inc. [Gartner Inc.] (CEB Talent Assessment division)	U.S.	Exponent Private Equity LLP	\$400.0	-	-
01-Feb-2018	Aimia Inc. (UK Nectar loyalty business)	U.K.	J Sainsbury plc	\$84.6	-	-
31-Jan-2018	ECS Federal Inc.	U.S.	ASGN	\$775.0	1.3x	-
30-Jan-2018	VUBIQUITY [Carlyle Group]	U.S.	Amdocs Limited	\$224.0	-	-
30-Jan-2018	Payvision	Netherlands	ING Group NV	\$335.6	-	-
29-Jan-2018	SingleHop LLC	U.S.	Internap Network Services Corporation	\$132.0	-	-
29-Jan-2018	NASDAQ Inc. (public relations and digital media divisions)	U.S.	West Corporation [Apollo Global Management]	\$335.0	-	-
23-Jan-2018	Main Street Hub	U.S.	Go Daddy Group Inc.	\$125.0	-	-
17-Jan-2018	Paymark	New Zealand	Ingenico Group SA	\$138.5	-	-
16-Jan-2018	ACCEO Solutions Inc.	Canada	N. Harris Computer Corporation [Constellation Software]	\$200.5	2.2x	-
11-Jan-2018	DST Systems Inc.	U.S.	SS&C Technologies Inc.	\$5,058.5	2.7x	8.9x
09-Jan-2018	Northgate Public Services [Cinven]	U.K.	NEC Corporation	\$644.2	-	
04-Jan-2018	WPEngine Inc.	U.S.	Silver Lake Partners	\$250.0	-	-
02-Jan-2018	eInfochips Inc.	U.S.	Arrow Electronics Inc.	\$318.0	-	-



# Global TMT Selected Public Comps: Internet and Media

	Ma	arket Da	ita			Operating Metrics								Valuation Multiples					
\$ value millions, except per share	Latest Quarter	Share	% of 52 Week	Market	Enterprise		Revenue		Revenue	e Growth (3)	LTM Gross	LTM EBITDA	EV	/ Reve	nue	ΕV	//EBIT	DA	
Company Name	Ending	Price	High	Cap. (1)	Value (2)	LTM	2018E	2019E	2017-2018E	2018E - 2019E	Margin%	Margin%	LTM	2018E	2019E	LTM	2018E	2019	
nternet																			
Alphabet	Dec-17	\$1,037.14	86.6%	\$719,249	\$621,347	\$110,855	\$133,580	\$155,204	21.2%	16.2%	58.9%	32.3%	5.6x	4.7x	4.0x	17.4x	12.0x	10.3	
Amazon.com	Dec-17	\$1,447.34	89.5%	\$700,668	\$713,829	\$177,866	\$233,553	\$284,225	31.7%	21.7%	37.1%	8.5%	4.0x	3.1x	2.5x	47.5x	26.4x	20.2	
encent	Dec-17	\$52.19	85.9%	\$492,056	\$493,663	\$36,541	\$53,501	\$71,217	45.0%	33.1%	49.2%	41.0%	NM	9.2x	6.9x	33.0x	25.9x	19.9	
Alibaba	Dec-17	\$183.54	89.0%	\$471,602	\$468,868	\$34,874	\$49,856	\$65,709	47.3%	31.8%	60.7%	39.4%	NM	9.4x	7.1x	34.1x	22.1x	16.6	
acebook	Dec-17	\$159.79	81.8%	\$464,190	\$422,479	\$40,653	\$55,241	\$69,790	37.2%	26.3%	86.6%	57.1%	NM	7.6x	6.1x	18.2x	12.5x	10.0	
Baidu	Dec-17	\$223.19	81.2%	\$77,706	\$68,419	\$13,034	\$15,931	\$19,159	22.7%	20.3%	56.5%	32.3%	5.2x	4.3x	3.6x	16.2x	15.8x	12.9	
eBay	Dec-17	\$40.24	85.6%	\$40,726	\$44,878	\$9,567	\$10,961	\$11,878	14.6%	8.4%	76.8%	30.7%	4.7x	4.1x	3.8x	15.3x	12.1x	11.2>	
Twitter	Dec-17	\$29.01	78.8%	\$21,703	\$19,094	\$2,443	\$2,704	\$2,999	12.9%	10.9%	64.8%	14.1%	7.8x	7.1x	6.4x	NM	19.8x	17.2×	
Snap	Dec-17	\$15.87	67.3%	\$19,473	\$17,446	\$825	\$1,319	\$2,022	66.6%	53.3%	17.9%	NA	NM	NM	8.6x	NM	NM	NM	
Etsy	Dec-17	\$28.06	96.3%	\$3,409	\$3,079	\$441	\$540	\$633	23.4%	17.2%	65.9%	10.9%	7.0x	5.7x	4.9x	NM	26.5x	21.3x	
							<u></u>	4	<u> </u>										
Internet Median			85.8%										5.4x	5.7x	5.5x	18.2x	19.8x	16.6	
Media																			
Walt Disney	Dec-17	\$100.44	86.5%	\$151,029	\$177,379	\$55,704	\$58,780	\$64,048	5.3%	9.0%	45.2%	30.4%	3.2x	3.0x	2.8x	10.5x	9.9x	9.7x	
Time Warner	Dec-17	\$94.58	91.0%	\$73,758	\$94,917	\$31,271	\$32,565	\$33,906	4.9%	4.1%	43.9%	29.0%	3.0x	2.9x	2.8x	10.5x	10.1x	9.7x	
Twenty-First Century	Dec-17	\$36.69	93.8%	\$67,714	\$83,653	\$29,351	\$31,289	\$32,312	7.0%	3.3%	35.0%	22.3%	2.9x	2.7x	2.6x	12.8x	11.2x	10.3	
Sky	Dec-17	\$18.21	94.2%	\$31,181	\$41,964	\$17,900	\$19,597	\$20,506	9.3%	4.6%	44.2%	14.7%	2.3x	2.1x	2.0x	15.9x	12.4x	11.6	
CBS	Dec-17	\$51.39	73.3%	\$19,670	\$29,547	\$13,692	\$14,580	\$15,570	8.2%	6.8%	38.4%	22.3%	2.2x	2.0x	1.9x	9.7x	8.9x	8.3x	
News Corp.	Dec-17	\$15.80	91.4%	\$9,272	\$8,015	\$8,296	\$8,355	\$8,373	1.3%	0.2%	45.3%	9.8%	1.0x	1.0x	1.0x	9.8x	8.2x	7.7x	
REA Group	Dec-17	\$60.91	95.5%	\$8,022	\$8,147	\$598	\$662	\$741	15.4%	11.9%	75.7%	51.4%	NM	NM	NM	26.5x	21.2x	18.6×	
Lagardère	Dec-17	\$28.58	80.1%	\$3,663	\$5,348	\$8,739	\$8,787	\$9,139	3.7%	4.0%	47.2%	8.5%	0.6x	0.6x	0.6x	7.2x	6.7x	6.5x	
Singapore Press	Nov-17	\$1.92	70.0%	\$3,108	\$4,339	\$756	\$727	\$706	(1.8%)	(2.9%)	50.3%	35.4%	5.7x	6.0x	6.1x	16.2x	17.9x	18.5×	
OMGT	Sep-17	\$9.07	84.0%	\$3,026	\$3,694	\$2,097	\$2,051	\$2,065	(14.7%)	0.7%	39.0%	10.6%	1.8x	1.8x	1.8x	16.7x	12.1x	11.5	
		I	1		i	J	<u> </u>	i	i			.1	L			L			
Media Median			88.8%										2.3x	2.1x	2.0x	11.6x	10.6x	10.0	
nformation Servic	<u>es</u>																		
&P Global	Dec-17	\$191.06	96.6%	\$47,643	\$49,828	\$6,063	\$6,433	\$6,825	7.6%	6.1%	71.7%	48.3%	8.2x	7.7x	7.3x	17.0x	15.7x	14.6	
loody's	Dec-17	\$161.30	94.0%	\$30,826	\$35,396	\$4,204	\$4,703	\$4,989	14.3%	6.1%	70.9%	47.3%	8.4x	7.5x	7.1x	17.8x	15.5x	14.4	
homson Reuters	Dec-17	\$38.61	79.2%	\$27,397	\$34,115	\$11,333	\$11,476	\$11,898	1.3%	3.7%	28.7%	22.3%	3.0x	3.0x	2.9x	13.5x	9.9x	10.0	
xperian	Sep-17	\$21.58	90.0%	\$19,556	\$23,194	\$4,439	\$4,826	\$5,146	12.2%	6.6%	43.2%	34.9%	5.2x	4.8x	4.5x	15.0x	14.1x	12.9	
Pearson	Dec-17	\$10.51	96.5%	\$8,269	\$9,261	\$6,100	\$5,764	\$5,843	(7.0%)	1.4%	54.2%	12.3%	1.5x	1.6x	1.6x	12.3x	9.7x	8.8x	
					•		*	***************************************	***************************************										
nformation Service	es Median		94.0%										5.2x	4.8x	4.5x	15.0x	14.1x	129	



<sup>(1)</sup> Market Data including Market Capitalization amounts are based on closing share prices as of March 31, 2018.

<sup>(2)</sup> Enterprise Value (EV) equals Market Capitalization plus Debt, Preferred Equity, and Minority Interest, minus Cash and Cash Equivalents.

<sup>(3)</sup> EBITDA equals Earnings before Interest, Taxes, Depreciation, and Amortization.

# Global TMT Selected Transactions (1): Internet and Media

Announced Date	Target Name	Target Country	Acquirer Name	Deal Value (\$ mm)	EV / Revenue	EV / EBITDA
22-Mar-2018	InterFAX Communications Ltd.	Ireland	Upland Software Inc.	\$42.0	2.8x	-
15-Mar-2018	Clear Score Technology Ltd.	U.K.	Experian Information Solutions Inc.	\$385.0	10.5x	-
12-Mar-2018	Next Issue Media	U.S.	Apple Inc	\$85.0	-	-
12-Mar-2018	National-Preservation.com	U.K.	Flamethrower plc [Valiant Investments]	-	-	-
06-Mar-2018	SheKnows LLC	U.S.	Penske Media Corporation	\$40.0	0.7x	-
06-Mar-2018	Conductor Inc.	U.S.	WeWork LLC	-	-	-
06-Mar-2018	Gravity Road	U.K.	You & Mr. Jones	-	-	-
05-Mar-2018	Mars LLC	Georgia	GVC Holdings Plc	\$50.4	1.2x	3.4x
05-Mar-2018	MyFinance	U.S.	Bankrate Inc.	-	-	-
01-Mar-2018	Technicolor SA (patent licensing business)	France	InterDigital Inc.	\$150.0	-	-
27-Feb-2018	CrownBet Pty Ltd. [Crown Resorts]	Australia	The Stars Group Inc	\$117.7	0.7x	19.1x
26-Feb-2018	Discovery Education Inc. [Discovery Communications]	U.S.	Francisco Partners	\$120.0	-	-
13-Feb-2018	Datient Inc.	U.S.	DMG Blockchain Solutions Inc	\$12.7	-	-
12-Feb-2018	Euromoney Institutional Investor plc (Global Markets Intelligence Division)	U.K.	CITIC Capital Holdings Limited/Caixin Global	\$180.5	-	-
07-Feb-2018	World of Sportsbetting Ltd.	Malta	LeoVegas Group AB	\$3.2	-	-
07-Feb-2018	BestReviews Inc.	U.S.	tronc Inc.	\$66.0	-	-
30-Jan-2018	Thomson Reuters Corporation (financial markets business)	U.S.	The Blackstone Group LP	\$17,000.0	2.8x	-
23-Jan-2018	Main Street Hub	U.S.	Go Daddy Group Inc	\$175.0	-	-
22-Jan-2018	Esforce	Russia	Mail.Ru Group Limited [MegaFon]	\$100.0	-	-
16-Jan-2018	GoMedigap	U.S.	eHealth Inc.	\$20.0	-	-
09-Jan-2018	MeinAuto GmbH	Germany	HgCapital	\$9.1	-	-
08-Jan-2018	WhoSay Inc.	U.S.	Viacom Inc.	-	-	-
05-Jan-2018	HubPages Inc.	U.S.	TheMaven Network Inc.	\$15.3	-	-



# Global TMT Selected Public Comps: Software (1/2)

Market Data				Operating Metrics							Valuation Multiples							
\$ value millions, except per share	Latest Quarter	Share	% of 52 Week	Market	Enterprise	Revenue		Revenue Growth <sup>(3)</sup>		LTM Gross	LTM EBITDA	EV / Revenue		nue	EV/EBITDA			
Company Name	Ending	Price	High	Cap. (1)	Value (2)	LTM	2018E	2019E	2017-2018E	2018E-2019E	Margin%	Margin%	LTM	2018E	2019E	LTM	2018E	201
Diversified Software																		
Alphabet	Dec-17	\$1,037.14	86.6%	\$719,249	\$621,347	\$110,855	\$133,580	\$155,204	21.2%	16.2%	58.9%	32.3%	5.6x	4.7x	4.0x	17.4x	12.0x	10.3
/licrosoft	Dec-17	\$91.27	93.9%	\$702,760	\$657,413	\$95,652	\$111,724	\$120,931	10.4%	8.2%	62.5%	34.8%	6.9x	5.9x	5.4x	19.8x	14.5x	12.
Cisco Systems	Jan-18	\$42.89	92.9%	\$206,623	\$172,332	\$48,096	\$49,990	\$51,365	4.1%	2.8%	62.4%	30.1%	3.6x	3.4x	3.4x	11.9x	10.0x	10.
)racle	Feb-18	\$45.75	85.5%	\$186,766	\$177,593	\$39,472	\$40,458	\$41,968	3.8%	3.7%	80.0%	39.2%	4.5x	4.4x	4.2x	11.5x	9.4x	9.0
ВМ	Dec-17	\$153.43	87.0%	\$141,335	\$175,742	\$79,139	\$80,170	\$80,393	2.0%	0.3%	45.8%	21.0%	2.2x	2.2x	2.2x	10.6x	9.0x	8.9
SAP	Dec-17	\$104.83	84.6%	\$125,104	\$127,915	\$28,171	\$29,738	\$31,881	5.3%	7.2%	69.9%	25.6%	4.5x	4.3x	4.0x	17.8x	12.9x	11.
Adobe Systems	Mar-18	\$216.08	93.4%	\$106,413	\$102,148	\$7,699	\$8,847	\$10,422	22.1%	17.8%	86.6%	35.4%	NM	NM	9.8x	37.5x	25.4x	21.
Salesforce.com	Jan-18	\$116.30	90.2%	\$85,176	\$82,887	\$10,480	\$12,708	\$15,145	21.7%	19.2%	73.5%	8.6%	7.9x	6.5x	5.5x	NM	28.2x	22.6
Hewlett Packard	Jan-18	\$17.54	90.1%	\$27,243	\$33,843	\$29,643	\$30,511	\$31,121	(7.1%)	2.0%	29.2%	10.9%	1.1x	1.1x	1.1x	10.5x	6.4x	6.4
nterprise CA	Dec-17	\$33.90	91.0%	\$14,134	\$14,089	\$4,164	\$4,287	\$4,343	3.5%	1.3%	85.7%	29.3%	3.4x	3.3x	3.2x	11.5x	8.5x	8.3
,,,	DCC 17	Ψ00.00	31.070	ψ14,104	ψ14,000	ψ4,104	ψ-,207	ψ4,040	0.070	1.070	03.770	20.070	0.44		0.2A	11.5%	0.5X	
Diversified Software	Mediar	1	90.2%										4.5x	(4.3x)	4.0x	11.9x	11.0x	10.1
_arge-Cap SaaS (> \$	2B Mark	et Cap)																
Salesforce.com	Jan-18	\$116.30	90.2%	\$85,176	\$82,887	\$10,480	\$12,708	\$15,145	21.7%	19.2%	73.5%	8.6%	7.9x	6.5x	5.5x	NM	28.2x	22.6
ServiceNow	Dec-17	\$165.45	93.7%	\$28,904	\$28,298	\$1,933	\$2,554	\$3,280	33.3%	28.4%	74.1%	0.8%	NM	NM	8.6x	NM	43.4x	30.4
Vorkday	Jan-18	\$127.11	90.8%	\$26,947	\$25,171	\$2,143	\$2,688	\$3,300	25.9%	22.8%	70.6%	(7.8%)	NM	9.4x	7.6x	NM	NM	37.3
ihopify	Dec-17	\$124.59	80.5%	\$13,126	\$12,182	\$673	\$998	\$1,370	51.2%	37.2%	56.5%	(4.8%)	NM	NM	8.9x	NM	NM	ΝN
tlassian	Dec-17	\$53.92	86.6%	\$12,522	\$11,843	\$741	\$972	\$1,235	32.6%	27.1%	79.3%	(4.0%)	NM	NM	9.6x	NM	42.8x	35.
eeva Systems	Jan-18	\$73.02	93.3%	\$10,321	\$9,559	\$686	\$819	\$964	20.3%	17.7%	69.2%	24.1%	NM	NM	9.9x	NM	35.9x	30.2
The Ultimate Software	Dec-17	\$243.70	94.5%	\$7,451	\$7,296	\$941	\$1,114	\$1,311	19.2%	17.8%	62.4%	7.9%	7.8x	6.6x	5.6x	NM	26.3x	21.7
Group Fableau Software	Dec-17	\$80.82	92.3%	\$6,590	\$5,735	\$877	\$966	\$1,097	11.2%	13.5%	87.1%	(16.7%)	6.5x	5.9x	5.2x	NM	NM	NN
₋ogMeIn	Dec-17	\$115.55	85.7%	\$6,058	\$5,806	\$990	\$1,151	\$1,229	13.5%	6.8%	79.6%	26.6%	5.9x	5.0x	4.7x	22.1x	12.9x	11.7
MuleSoft	Dec-17	\$43.98	98.7%	\$5,865	\$5,660	\$296	\$411	\$544	41.2%	32.2%	72.6%	(25.6%)	NM	NM	NM	NM	NM	NN
Proofpoint	Dec-17	\$113.65	91.8%	\$5,745	\$5,611	\$515	\$694	\$890	36.2%	28.2%	72.2%	(5.6%)	NM	8.1x	6.3x	NM	NM	43.2
thenahealth	Dec-17	\$143.03	90.1%	\$5,735	\$5,843	\$1,220	\$1,350	\$1,499	11.3%	11.1%	53.1%	13.5%	4.8x	4.3x	3.9x	35.3x	16.6x	14.3
RingCentral	Dec-17	\$63.50	91.2%	\$4,996	\$4,814	\$502	\$634	\$776	27.2%	22.5%	75.8%	(2.2%)	9.6x	7.6x	6.2x	NM	NM	NN
Zendesk	Dec-17	\$47.87	95.5%	\$4,949	\$4,702	\$430	\$563	\$723	31.9%	28.4%	70.4%	(21.0%)	NM	8.4x	6.5x	NM	NM	NN
2U	Dec-17	\$84.03	92.3%	\$4,430	\$4,702	\$287	\$401	\$531	40.8%	32.3%	80.0%	(3.7%)	NM	NM	8.0x	NM	NM	NN
RealPage	Dec-17	\$51.50	93.7%	\$4,279	\$4,859	\$671	\$841	\$933	25.1%	10.9%	59.2%	14.1%	7.2x	5.8x	5.2x	NM	22.2x	18.5
Okta	Jan-18	\$39.85	92.9%	\$4,171	\$3,941	\$260	\$347	\$458	33.7%	31.8%	68.9%	(42.8%)	NM	NM	8.6x	NM	NM	NN
New Relic	Dec-17	\$74.12	93.7%	\$4,109	\$3,876	\$330	\$424	\$529	29.5%	24.7%	81.7%	(12.0%)	NM	9.1x	7.3x	NM	NM	NN
HubSpot	Dec-17	\$108.30	87.0%	\$4,100	\$3,894	\$376	\$484	\$601	30.5%	24.2%	79.8%	(8.2%)	NM	8.0x	6.5x	NM	NM	NN
Vix.com Ltd.	Dec-17	\$79.55	90.8%	\$3,730	\$3,498	\$426	\$594	\$745	40.1%	25.4%	83.7%	(9.8%)	8.2x	5.9x	4.7x	NM	33.0x	21.9
Medidata Solutions	Dec-17	\$62.81	73.1%	\$3,681	\$3,573	\$546	\$637	\$748	16.8%	17.5%	76.8%	15.4%	6.5x	5.6x	4.8x	42.6x	21.8x	17.6
wilio	Dec-17	\$38.18	89.8%	\$3,598	\$3,307	\$399	\$512	\$632	31.7%	23.4%	54.2%	(13.6%)	8.3x	6.5x	5.2x	NM	NM	NN
Kero Limited	Sep-17	\$25.71	92.9%	\$3,531	\$3,474	\$250	\$374	\$478	37.5%	27.8%	78.9%	(11.1%)	NM	9.3x	7.3x	NM	NM	39.4
Cloudera	Jan-18	\$21.58	92.4%	\$3,048	\$2,658	\$367	\$441	\$525	21.4%	19.1%	57.0%	(102.9%)	7.2x	6.0x	5.1x	NM	NM	NN
Box	Jan-18	\$20.55	83.9%	\$2,826	\$2,704	\$506	\$607	\$737	19.9%	21.5%	73.3%	(22.6%)	5.3x	4.5x	3.7x	NM	NM	NN
	Dec-17	\$72.75	91.6%	\$2,820		\$231	\$277	\$325	20.5%	17.3%	77.7%	25.1%	NM	9.1x	7.8x	43.6x	25.8x	+
Ωualys Coupa Software	Jan-18	\$72.75 \$45.62	91.6%	\$2,810	\$2,522 \$2,333	\$231 \$187	\$277	\$325 \$286	20.5%	24.3%	67.9%	(21.6%)	NM	9.1x NM	7.8x 8.2x	43.6x NM	25.8X NM	21.8 NN
· · · · · · · · · · · · · · · · · · ·			ļ				+									NM		+
Cornerstone OnDemand	Dec-17	\$39.11	84.7%	\$2,242	\$2,212	\$482	\$504	\$557	4.3%	10.5%	70.4%	(7.5%)	4.6x	4.4x	4.0x		24.6x	17.3
BlackLine	Dec-17	\$39.21	86.8%	\$2,095	\$1,983	\$177	\$223	\$279	27.8%	24.9%	76.6%	(9.7%)	NM	8.9x	7.1x	NM	NM	NI
llteryx	Dec-17 Dec-17	\$34.14	87.8%	\$2,056	\$1,882	\$132	\$179	\$236	39.3%	32.0%	83.4%	(10.9%)	NM	NM	8.0x	NM NM	NM	NN
/limecast		\$35.43	90.1%	\$2,048	\$1,960	\$241	\$304	\$360	27.4%	18.5%	73.9%	4.6%	8.1x	6.5x	5.4x		NM	44.0

<sup>(3)</sup> EBITDA equals Earnings before Interest, Taxes, Depreciation, and Amortization.



<sup>(1)</sup> Market Data including Market Capitalization amounts are based on closing share prices as of March 31, 2018.

<sup>(2)</sup> Enterprise Value (EV) equals Market Capitalization plus Debt, Preferred Equity, and Minority Interest, minus Cash and Cash Equivalents.

# Global TMT Selected Public Comps: Software (2/2)

Market Data					Operating Metrics							Valuation Multiples						
\$ value millions, except per share	Latest	Share	% of 52 Week	Market	Enterprise		Revenue		Revenue	Growth (3)	LTM Gross	LTM EBITDA	EV	/ Rever	nue	EV/EBITDA		
Company Name Ending		High	Cap. (1)	Value (2)	LTM	2018E	2019E	2017-2018E	2018E - 2019E	Margin%	Margin%	LTM	2018E	2019E	LTM	2018E	2019E	
Mid-Cap SaaS (< \$	2B Market	t Cap)																
Mindbody	Dec-17	\$38.90	89.5%	\$1,834	\$1,617	\$183	\$233	\$289	28.3%	23.8%	71.6%	(3.6%)	8.9x	6.9x	5.6x	NM	NM	43.7x
nstructure	Dec-17	\$42.15	90.6%	\$1,406	\$1,365	\$159	\$208	\$263	33.0%	26.4%	70.8%	(29.3%)	8.6x	6.6x	5.2x	NM	NM	NM
AppFolio	Dec-17	\$40.85	78.2%	\$1,392	\$1,346	\$144	\$181	\$223	27.9%	23.2%	61.6%	9.1%	9.4x	7.4x	6.0x	NM	36.0x	26.3x
Apptio	Dec-17	\$28.34	91.9%	\$1,208	\$1,059	\$189	\$223	\$263	19.8%	17.9%	68.9%	(10.7%)	5.6x	4.7x	4.0x	NM	NM	NM
/ext	Jan-18	\$12.65	83.7%	\$1,191	\$1,073	\$170	\$225	\$297	32.3%	31.9%	74.1%	(36.1%)	6.3x	4.8x	3.6x	NM	NM	NM
SPS Commerce	Dec-17	\$64.07	98.1%	\$1,105	\$942	\$221	\$243	\$267	10.3%	10.2%	66.6%	9.2%	4.3x	3.9x	3.5x	46.6x	22.0x	18.2x
verbridge	Dec-17	\$36.60	93.6%	\$1,041	\$985	\$104	\$137	\$172	31.7%	26.1%	69.8%	(15.4%)	9.4x	7.2x	5.7x	NM	NM	NM
Vorkiva	Dec-17	\$23.70	88.6%	\$1,009	\$952	\$208	\$235	\$267	13.8%	13.5%	71.0%	(18.7%)	4.6x	4.0x	3.6x	NM	NM	NM
ivePerson	Dec-17	\$16.35	98.5%	\$983	\$927	\$219	\$239	\$265	9.8%	10.9%	73.4%	4.3%	4.2x	3.9x	3.5x	NM	42.8x	31.5x
Benefitfocus	Dec-17	\$24.40	65.8%	\$764	\$824	\$257	\$254	\$284	(0.8%)	11.5%	51.6%	(0.3%)	3.2x	3.2x	2.9x	NM	NM	39.6x
MobileIron	Dec-17	\$4.95	73.1%	\$498	\$405	\$176	\$193	\$211	10.8%	9.5%	82.9%	(28.5%)	2.3x	2.1x	1.9x	NM	NM	44.5x
Castlight Health	Dec-17	\$3.65	76.8%	\$494	\$406	\$131	\$153	\$181	17.2%	18.3%	64.1%	(41.8%)	3.1x	2.6x	2.2x	NM	NM	NM
		4						A										
Mid-Cap SaaS (< \$	2B Marke	t Cap)	89.1%										(5.1x)	(4.4x)	(3.6x)	(46.6x	(36.0x)	35.5x

<sup>(3)</sup> EBITDA equals Earnings before Interest, Taxes, Depreciation, and Amortization.



<sup>(1)</sup> Market Data including Market Capitalization amounts are based on closing share prices as of March 31, 2018.

<sup>(2)</sup> Enterprise Value (EV) equals Market Capitalization plus Debt, Preferred Equity, and Minority Interest, minus Cash and Cash Equivalents.

# Global TMT Selected Transactions (1): Software

Announced Date	Target Name	Target Country	Acquirer Name	Deal Value (\$ mm)	EV / Revenue	EV / EBITDA
27-Mar-2018	P2P Mailing Limited	U.K.	FedEx Corp.	\$130.0	-	-
21-Mar-2018	AdsWizz Inc.	U.S.	Pandora Media Inc.	\$145.0	-	-
20-Mar-2018	MuleSoft Inc.	U.S.	salesforce.com Inc.	\$6,579.6	21.9x	-
13-Mar-2018	Environmental Data Resources Inc.	U.S.	Silver Lake Partners/Battery Ventures	\$205.0	2.8x	-
12-Mar-2018	Booker Software Inc.	U.S.	MINDBODY Inc.	\$150.0	6.0x	-
12-Mar-2018	Netsil Inc.	U.S.	Nutanix Inc.	\$70.0	-	-
07-Mar-2018	ABILITY Network Inc. [Summit Partners]	U.S.	Inovalon Holdings Inc.	\$1,200.0	8.6x	-
06-Mar-2018	CommerceHub	U.S.	GTCR/Sycamore Partners	\$1,100.0	9.9x	31.9x
06-Mar-2018	Kensho Technologies Inc.	U.S.	S&P Global Inc.	\$550.0	27.5x	-
01-Mar-2018	Lessor Group [Axcel]	Denmark	Paychex Inc.	\$160.6	-	-
27-Feb-2018	Openwave Mobility Inc. [Marlin Equity Partners]	U.S.	Enea AB	\$90.0	3.3x	-
27-Feb-2018	Phantom Cyber Corp.	U.S.	Splunk Inc.	\$350.0	-	-
21-Feb-2018	Fidessa group plc	U.K.	Temenos Group AG	\$1,961.7	4.0x	15.7x
16-Feb-2018	Webdam [Shutterstock]	U.S.	Bynder BV	\$49.1	-	-
15-Feb-2018	Xively [LogMeIn Inc.]	U.S.	Google Inc. [Alphabet Inc.]	\$50.0	16.7x	-
15-Feb-2018	Flatiron Health Inc.	U.S.	Roche Holding AG	\$1,900.0	-	-
14-Feb-2018	Placecast	U.S.	Ericsson Inc.	\$60.0	6.0x	-
14-Feb-2018	Koch Media GmbH	Germany	THQ Nordic	\$112.3	-	-
13-Feb-2018	Mozy [Dell EMC]	U.S.	Carbonite Inc.	\$145.8	-	-
12-Feb-2018	Cedexis Inc.	U.S.	Citrix Systems Inc.	\$85.0	5.7x	-
09-Feb-2018	Nintex Group Pty Ltd. [TA Associates/Updata Partners]	U.S.	Thoma Bravo LLC	\$540.0	4.9x	21.6x
09-Feb-2018	Fraedom UK Limited [Hogg Robinson Group]	U.K.	Visa Inc.	\$197.3	-	-
02-Feb-2018	e-Builder Inc.	U.S.	Trimble Navigation Ltd.	\$500.0	-	-
31-Jan-2018	Performance Matters LLC [Weld North]	U.S.	PeopleAdmin Inc. [Vista Equity Partners]	\$125.0	4.2x	-
30-Jan-2018	CoreOS Inc.	U.S.	Red Hat Inc.	\$250.0	16.7x	-
30-Jan-2018	Callidus Software Inc.	U.S.	SAP SE	\$2,400.0	10.0x	-
26-Jan-2018	Goetech LLC	U.S.	Grifols S.A.	\$98.0	-	
11-Jan-2018	ProVation Medical Inc. [Wolters Kluwer N.V.]	U.S.	Clearlake Capital Group L.P.	\$188.0	-	-
08-Jan-2018	Practice Fusion	U.S.	Allscripts Healthcare Solutions	\$100.0	-	-
04-Jan-2018	AppNeta Inc.	U.S.	Rubicon Technology Partners LP	\$60.0	3.5x	-



# Global TMT Coverage Team

### Global Coverage. Industry Knowledge. Middle-Market Focus.

The Corporate Finance practices of KPMG International's network of independent member firms (KPMG) have been ranked collectively as the number one global mid-market advisor based on total deal volume announced in 2017, according to Thomson Reuters SDC. KPMG firms operate in 155 countries with over 2,600 professionals who are able to meet the needs of clients across the globe.

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