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Q4 2019 TRANSACTIONS BY SUBSECTOR

Compensation and Benefits

HR software relating the management of employee compensation and benefits administration

> Performance

Systems to track, measure and reward employee performance

Talent Acquisition

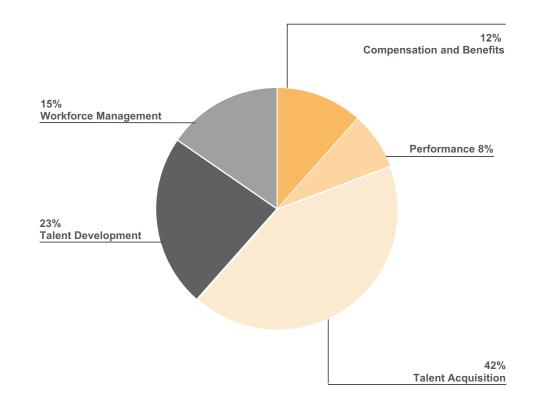
Tools to help employers recruit new staff and to help prospective employees search for jobs

Talent Development

HR software providing the means to train and develop an effective workforce

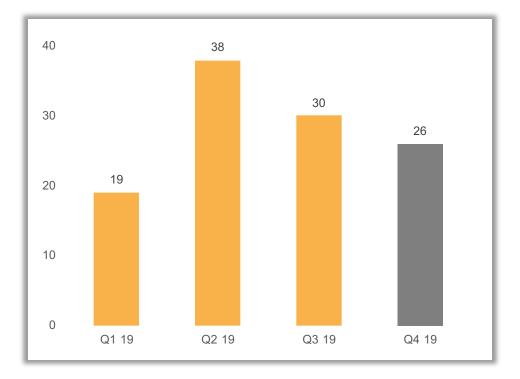
Workforce Management

HR software that facilitates 'everyday' HR work and the management of employees

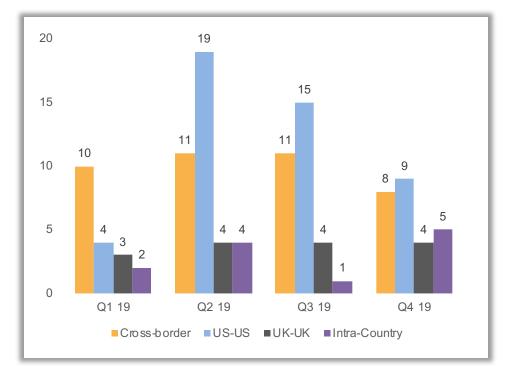




TRANSACTIONS BY QUARTER



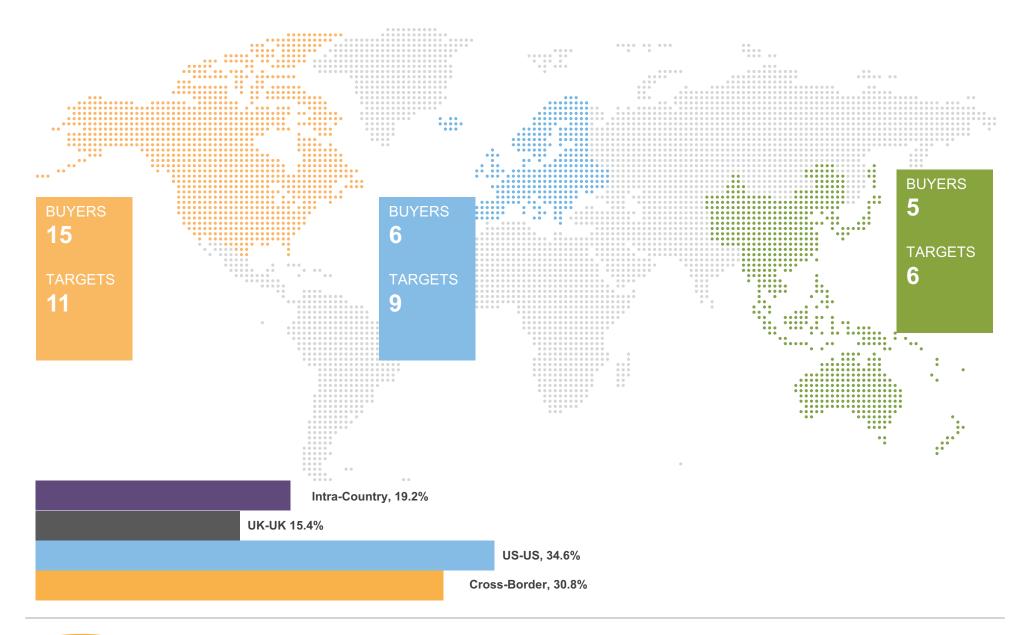
- Notably there has been a wave of consolidation in the recruiting marketing space with Vonq, Smashfly, Maximum and Clinch all being acquired in the quarter.
- There were also three deals announced in the background and screening sub-sector.



- The Geographic spread was more balanced than we have seen in recent quarters.
- There was a sharp increase in transactions involving business in the Asia/Pac region with the number risen from only two in Q3, to a total of 11 in Q4, where either the buyer or the target was based in that region.



Q4 2019 TRANSACTIONS BY GEOGRAPHY





SECTOR VALUATION METRICS

Company	Share Price Local	Market Cap		Enterprise	Revenue	EV/Re	venue	EV/Revs	EV/E	BITDA	Revenue	Growth	EBITDA	Margin	% Revs
Company	31-Dec-19	(\$m) ⁽¹⁾	(\$m) ⁽²⁾	Value (\$m)	CY19E(\$m)	CY2018	CY2019E	Recurring	CY2018	CY2019E	CY2018	CY2019E	CY2018	CY2019E	Recurring ⁽³⁾
Selected Large Cap	170.5	73.775	305	74,080	14,581	5.4x	5.1x	5.3x	23.3x	20.5x	6.4%	5.7%	23.2%	24.8%	96%
Workday	170.5	-, -	(574)	,	3,550	5.4x 13.5x	5.1x 10.5x	5.3x 12.3x	23.3X NM	20.5x 56.0x	0.4% 31.7%	5.7% 28.1%	-6.8%	24.0% 18.7%	96% 85%
	85.1	37,824	. ,		3,550 3,997	8.5x	7.6x	7.8x	20.4x	18.5x	11.7%	20.1% 10.2%	-0.0% 41.6%	41.3%	85% 98%
Paychex Paycom	2.6				3,997 735	0.5x 27.3x	21.0x	7.ox 21.5x	20.4x 76.0x	49.4x	30.8%	29.7%	41.6% 35.9%	41.3%	98%
Ceridian HCM	67.9	-, -	. ,	,	824	13.7x	21.0x 12.4x	21.5x 15.0x	93.5x	49.4x 55.1x	11.3%	10.4%	14.7%	42.0%	90 <i>%</i> 83%
Xero	80.0	,		,	624 459	13.7x 22.4x	12.4x 17.3x	15.0x 17.9x	93.5X NM	93.5x	29.5%	29.3%	14.7%	22.5% 18.5%	83% 97%
Paylocity	120.8	,	. ,		459 518	22.4x 14.9x	17.3x 12.2x	17.9x 12.7x	92.1x	93.5x 49.4x	29.5%	29.3%	16.2%	24.7%	97%
SEEK Ltd	22.6	,	()	,	1.147	6.1x	12.2x 5.6x	6.3x	92.1x 18.4x	49.4x 20.3x	23.9%	21.4% 8.6%	33.2%	24.7%	96% 89%
Healthequity		5,576		-, -	,		9.7x	0.3x 10.8x	52.2x	20.3x 27.8x	9.1% 25.1%	82.5%			89% 90%
Trinet Group	74.1 56.6	,	(361) 131		504 930	17.3x 1.2x	9.7x 4.4x	5.1x	52.2x 13.8x	27.ox 10.7x	25.1%	-73.5%	33.2% 8.5%	34.8% 40.9%	90% 87%
Cornerstone	58.6	,		,	930 573	6.5x	4.4x 6.1x	5.1x 6.4x	NM	10.7x 27.2x	11.6%	-73.5% 6.6%	6.5% 5.1%	40.9% 22.4%	87 <i>%</i> 95%
	0.9		(243)		4,294	0.5x	0.1x	0.4x 0.8x	15.8x	12.8x	16.0%	12.2%	5.3%	5.8%	95% 99%
Insperity	7.8	- ,	()	,	,	0.6x 11.6x	0.7x 8.8x	0.ox 14.4x	15.6x 59.4x	12.0x 37.7x	18.6%				99% 61%
GB Grp	1.4	,		,	239 171	10.2x	0.0X 7.5X	14.4x 10.1x	59.4x 45.2x	21.5x	86.9%	35.5% 36.3%	19.5% 22.6%	23.3% 35.0%	74%
Learning Tech	1.4	,		,	301	4.3x	7.5x 3.6x	4.0x	45.2X NM	21.5x NM	25.1%	36.3% 18.9%	-2.7%	35.0% 1.7%	90%
Upwork Average	10.7	1,195	(105)	1,090	301	4.3x 10.9x	3.0x 8.8x	4.0X	46.4x	35.7x	20.1%	10.9%	-2.7% 17.5%	25.6%	90%
Total (Large Cap)		207,984	404	208,388		10.54	0.07		40.47	55.1X			17.570	23.070	03.170
Selected Mid Cap															
Fiverr	23.5	747	(56)	691	106	9.2x	6.5x	8.6x	NM	NM	NA	40.4%	-45.3%	-17.5%	76%
Benefitfocus	21.9	718	47	766	296	3.0x	2.6x	3.4x	NM	50.6x	9.2%	14.4%	-9.2%	5.1%	76%
Atoss	143.5	640	(38)	602	78	8.1x	7.7x	11.0x	28.3x	24.0x	19.9%	5.4%	28.7%	32.2%	70%
CDEL	0.1	271	(52)	220	223	1.2x	1.0x	1.4x	8.6x	NA	27.1%	21.8%	14.4%	NA	69%
Average						5.4x	4.5x		18.5x	37.3x			-2.9%	6.6%	72.6%
Total (Mid Cap)		2,376	(98)	2,279											
Selected Small Cap															
Freelancer	0.6		(-)		39	4.2x	4.1x	NA	NM	97.4x	0.6%	1.9%	0.2%	4.2%	NA
DHI Group	3.0				149	1.1x	1.2x	1.3x	8.1x	5.0x	-22.3%	-7.8%	13.3%	23.2%	92%
ReadyTech	1.8		12	111	25	5.1x	4.4x	4.9x	23.6x	13.6x	17.8%	16.4%	21.6%	32.2%	90%
Clearstar	0.5		()		23	1.2x	1.1x	4.2x	NM	89.0x	13.1%	14.5%	-0.5%	1.2%	25%
Oleeo	1.6		()		NA	0.1x	NA	NA	2.2x	NA	2.3%	NA	6.2%	NA	
Dillistone	24.5	6	(0)	6	10	0.5x	0.6x	0.7x	3.4x	3.9x	-6.0%	-13.9%	15.0%	15.2%	83%
Average						2.0x	2.3x		9.3x	41.8x			9.3%	15.2%	72.5%
Total (Small Cap)		493	. ,												
Sector Total		210,853	291	211,144											

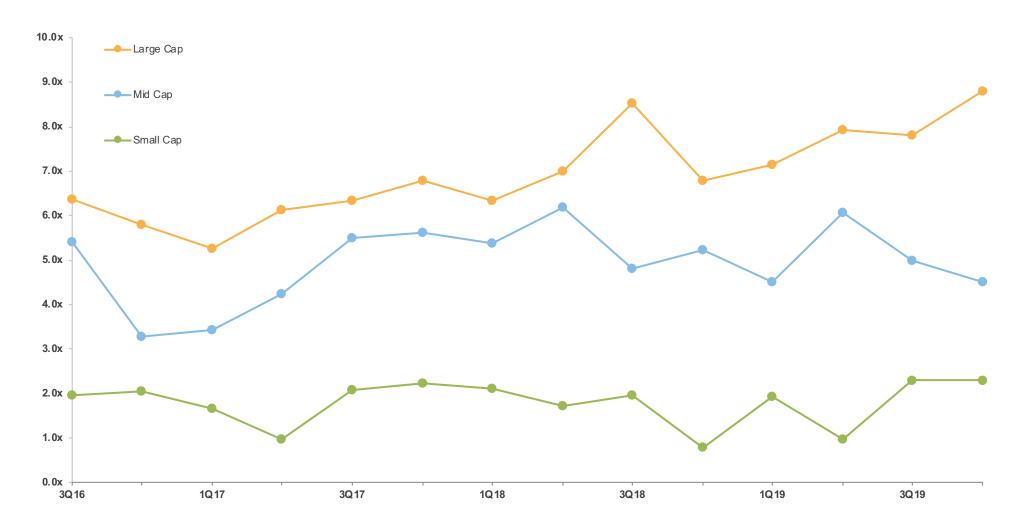
(1) Excludes treasury shares(2) Net financial debt minus marketable securities and collaterals

(3) Recurring revenues (renewing licences, maintenance, subscriptions, SaaS etc) where reported for last full year (4) NM - Not meaningful and NA - Not available



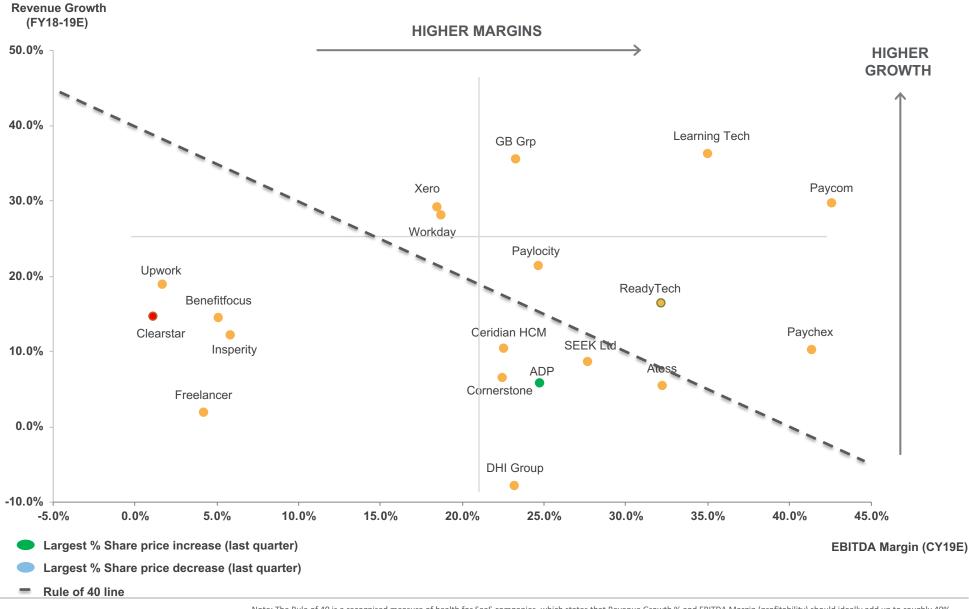
ENTERPRISE VALUE ANALYSIS

EV/Revenue





PERFORMANCE QUADRANTS: REVENUE GROWTH & OPERATING MARGIN

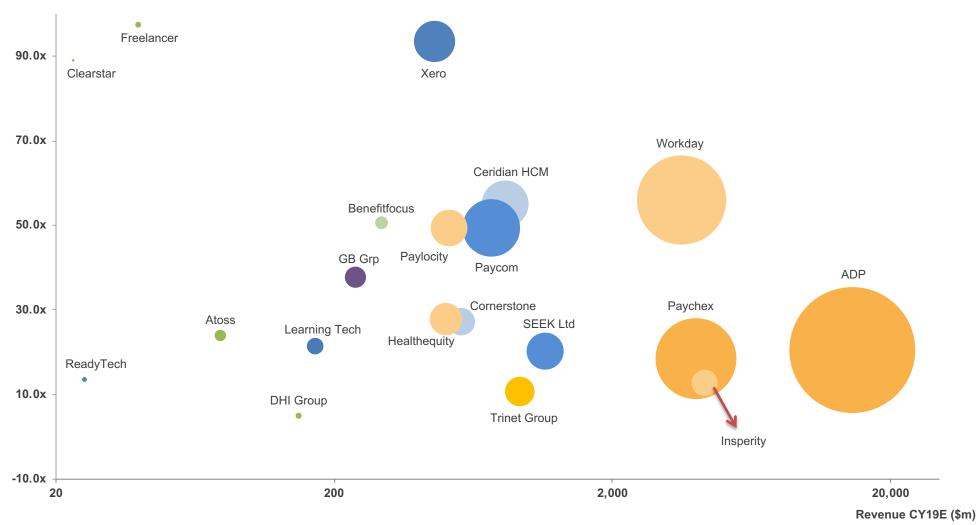


Note: The Rule of 40 is a recognised measure of health for SaaS companies, which states that Revenue Growth % and EBITDA Margin (profitability) should ideally add up to roughly 40%

Goldenhill International M&A Advisors

SCALE AS A VALUE DRIVER

EV/EBITDA (CY19E)

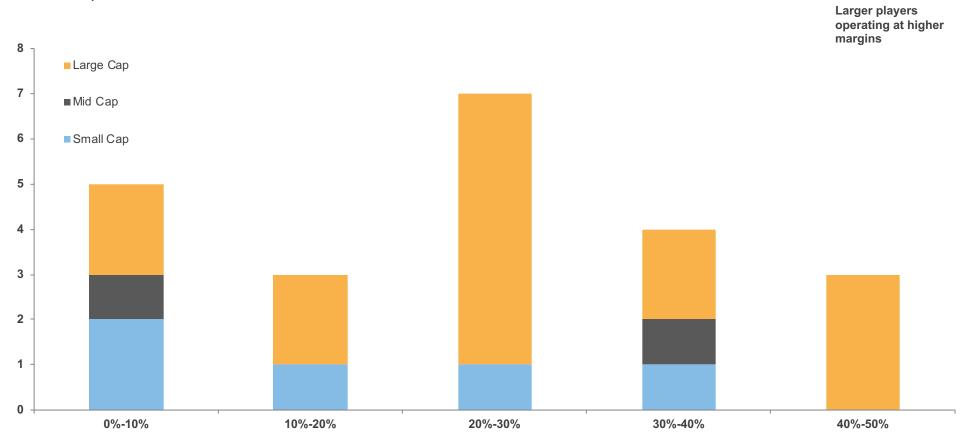


Note: Bubble size depicts enterprise value



EBITDA MARGIN DISTRIBUTION ANALYSIS

Number of Companies

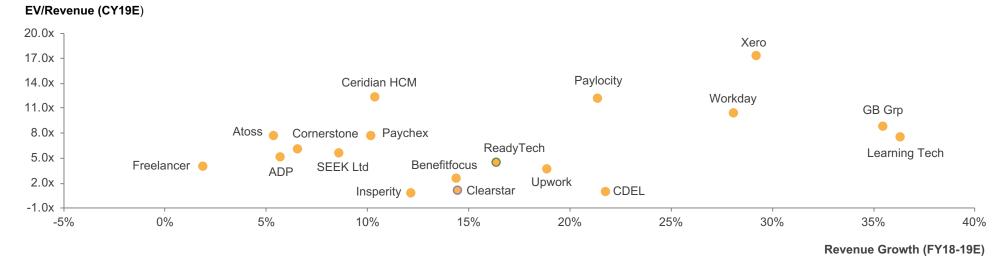


EBITDA Margin Range

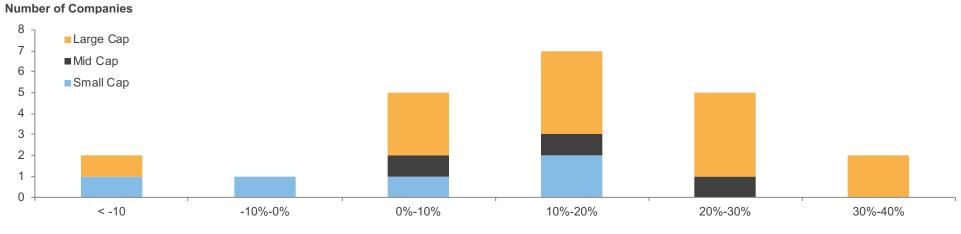


GROWTH AS A VALUE DRIVER

Revenue Growth



Revenue Growth Distribution



Revenue Growth



SELECTED COMPENSATION AND BENEFITS DEALS – FOURTH QUARTER 2019

Date Announced	<u>Buyer</u>	Target	Target Product Line	Deal Size (m)	<u>Target</u> <u>Revenue</u> <u>(m)</u>	<u>Revenue</u> <u>Multiple</u>	<u>Commentary</u>
20 th Nov	Access UK	The Payroll Service Company	Delivers payroll services for over 1,300 companies to meet operational and regulatory payroll requirements	Undisclosed	n/a	n/a	 Access Group has acquired The Payroll Service Company, as Cambridgeshire-based payroll solutions provider PSC has grown to become one of the main payroll solution providers in the UK market, with over 45 years experience in the sector The company delivers its services to 1,300 companies The addition of PSC to Access UK's offering will allow it to strengthen its services within payroll and the broader compensation & benefit spectrum
22 nd Nov	Razorpay Software	Opfin Software	Designs and develops payroll and deductions management software for enterprises	Undisclosed	n/a	n/a	 Razorpay has acquired payroll management firm Opfin The deal will allow Razorpay to roll out new HR automation products mainly with regards to payroll processes. Opfin currently provide a corporate credit card targeted at startups and SMEs, seeking to solve the challenge around access to credit, short-term credit, reconciliation and expense filing for businesses
16 th Dec	CIPHR	Payroll Business Solutions	Provides payroll software and solutions	Undisclosed	n/a	n/a	 As a result of the acquisition, CIPHR and Payroll Business Solutions, which already have 50 joint customers including Dreams, CitySprint and Zoopla, will now provide an integrated HR, recruitment, learning and payroll software solution CIPHR will make two additions to its services: CIPHR Payroll and CIPHR Outsourced Payroll CIPHR was backed by mid-market private equity firm LDC in May 2016 to further develop its software-as-a-service (SaaS) offering and expand its product range, as well as to support its management team to identify potential strategic acquisitions



SELECTED PERFORMANCE DEALS – FOURTH QUARTER 2019

<u>Date</u> <u>Announced</u>	<u>Buyer</u>	Target	Target Product Line	<u>Deal Size</u> (m)	<u>Target</u> <u>Revenue</u> <u>(m)</u>	Revenue Multiple	<u>Commentary</u>
28 th Nov	The Sage Group	CakeHR	Provides a native cloud solution that simplifies and automates HR tasks for small businesses, helping them drive productivity, and provide great experiences for their people	Undisclosed	n/a	n/a	 The acquisition builds out Sage Business Cloud, boosting Sage's native cloud offering for small businesses, and advancing its SaaS vision CakeHR's open API capabilities allow for the integration of innovative services from the Sage marketplace, as well as with Sage's Payroll solutions. It will continue to serve its customers across the world, before being offered to Sage's existing customers in the UK in 2020, and its small, expert team joins Sage upon close of the deal "As with our recent acquisition of AutoEntry, we have been hugely impressed with the people and technology at CakeHR, particularly their ability to enable employees to self-manage, and are delighted to welcome them to Sage." Lee Perkins, Chief Product Officer at Sage
23 rd Dec	PeopleStrong HR Services	Qilo Technolgies	Provides strategy execution, agile performance management, balance scorecard, and objective and key results software	Undisclosed	n/a	n/a	 With Qilo, PeopleStrong will help their clients simplify and measure strategy execution and align individual performance to business outcomes across all levels Vishal Saha, founding member and Chief Technology Officer of PeopleStrong said, "The new code of work would require enterprises to adopt apps that are not only seamlessly connected but can help people achieve more in everything they do."



SELECTED TALENT ACQUISITION DEALS – FOURTH QUARTER 2019

Date Announced	Buyer	Target	Target Product Line	<u>Deal Size</u> (m)	Target Revenue (m)	<u>Revenue</u> <u>Multiple</u>	<u>Commentary</u>
1 st Oct	Bullhorn	Erecruit	Provides ATS and pay and bill solutions and is a leader in candidate experience for the staffing and recruitment industry	Undisclosed	n/a	n/a	 Bullhorn is excited about three strengths that the Erecruit team will provide: The first is intellectual property, which includes deep pay and bill, onboarding, and mobile candidate experience capabilities The second is strong internal talent, comprising employees who have in-depth knowledge of the staffing industry, pay and bill processes and large-scale pay and bill deployments The third is the Erecruit team's long-standing relationships with some of the leading staffing firms in the industry and experience in addressing their diverse needs
2 nd Oct	HireRight	J-Screen	Leading background screening provider	Undisclosed	n/a	n/a	 This acquisition was integral to HireRight's strategy to strengthen its global services overall and its presence in the Asia Pacific (APAC) region specifically The deal will deliver a superior offering for global customers seeking to hire from or in APAC, while customers based in the region will experience enhanced on-the-ground services
2 nd Oct	HireRight	PeopleCheck	Leading background screening provider	Undisclosed	n/a	n/a	 HireRight made this acquisition at the same time as its acquisition of J-Screen, as a way of strengthening its background screening services in the APAC region
3 rd Oct	TMP Worldwide	Maximum	Operates intelligent talent acquisition platform, offering recruitment marketing solutions such as recruitment advertising, employer branding, employer value proposition, development, social recruitment, as well as talent acquisition and employee engagement	Undisclosed	n/a	n/a	 Known for its intelligent talent acquisition platform which delivers fully branded and uniquely designed experiences geared to candidates, Maximum's software suite greatly complements TMP's TalentBrew career site and recruitment marketing platform "With the addition of Maximum and the recent acquisition of Perengo to deliver additional programmatic expertise to our clients, we are demonstrating our strategic commitment to devoting resources to the European market" said Michelle Abbey, President and CEO of TMP Worldwide. "We are adding experienced marketing and at tech teams in service of a client base that is increasingly international."



SELECTED TALENT ACQUISITION DEALS – FOURTH QUARTER 2019

Date Announced	<u>Buyer</u>	Target	Target Product Line	<u>Deal Size</u> (m)	Target Revenue (m)	<u>Revenue</u> <u>Multiple</u>	Commentary
28 th Oct	Capital D	VONQ	Provides recruitment marketing solutions	Undisclosed	n/a	n/a	 VONQ has grown at over 30% p.a. over the past years as a result of its distinctive proposition to hiring teams The investment will further boost VONQ's commercial objective to empower hiring teams with recruitment marketing technology. To achieve this objective, a significant part of the investment will be dedicated to further strengthening the capabilities of the VONQ technology, as well as leveraging the technology via robust marketplace strategy in Europe and the US
30 th Oct	Workforce Logiq	EngageTalent	Operates an artificial intelligence recruiting platform, which helps companies to identify and target new talent	Undisclosed	n/a	n/a	 The acquisition will equip Carlyle-backed Workforce Logiq customers with proprietary benchmarks and real-time intelligence to find, engage, hire and retain the top candidates in the market faster and more affordably than ever before "Employers want an edge in hiring and retaining the best talent. In today's hyper-competitive market, that requires taking a more proactive and intelligence-based approach to workforce management" said Jim Burke, CEO of Workforce Logiq
4 th Nov	Symphony Talent	SmashFly	Operates a SaaS-based recruitment-marketing platform	Undisclosed	n/a	n/a	 The acquisition combines Symphony Talent's awardwinning creative and employer brand services and talent marketing technology with SmashFly's recruitment marketing technology to provide TA teams with the most strategic and comprehensive suite of solutions on the market Together, the companies will be uniquely positioned to execute on their shared vision for transforming the future of talent and employee experience The acquisition also extends the breadth of the combined company's global footprint with operations in Belfast and Bangalore, alongside its current full-service European headquarters in London
25 th Nov	Silver Lake	First Advantage	Provides background check and drug screening solutions	\$1,500.00	n/a	n/a	 Scott Staples, CEO of First Advantage said, "Silver Lake brings a unique mix of technology expertise, industry relationships, capital availability and global reach, which undoubtedly will help us reach the next level of our potential."
Source: CapIQ, Crun	chbase, target press relea	ses, deal announcements					



SELECTED TALENT ACQUISITION DEALS – FOURTH QUARTER 2019

Date Announced	Buyer	Target	Target Product Line	<u>Deal Size</u> (m)	<u>Target</u> <u>Revenue</u> <u>(m)</u>	Revenue Multiple	Commentary
28 th Nov	PageUp People	Clinch	Provides an all-in-one recruitment marketing platform and CRM	Undisclosed	n/a	n/a	 The acquisition of Clinch expands PageUp's recruitment software offering to include sophisticated proactive sourcing and other recruitment tools including, content management, automated recruitment marketing and enhanced candidate relationship management "Clinch's solutions deliver a great candidate experience from that first touch, right through to application. They dovetail perfectly with PageUp Recruitment and our entire PageUp Talent Management, automated recruitment marketing and enhanced candidate relationship management, automated recruitment marketing and enhanced candidate relationship management products, I've been very impressed with the Clinch team. We are delighted to welcome them to the PageUp family." PageUp CEO, Mark Rice
3 rd Dec	PSI Services	Caliper	Caliper operates as an employee- assessment and talent management solutions company that helps businesses align talent with strategy, hire better people and develop leaders, teams and mission-critical employees	Undisclosed	n/a	n/a	 Peter Celeste, President of PSI: "Combining the flagship Caliper Profile together with the Caliper Precision Series, which provides new innovations in sales development, we knew it would be the perfect fit to further strengthen and diversify our assessment portfolio." This announcement comes after Waud Capital reinvesting in PSI to further grow the company and PSI's recent acquisition of Cubiks, an international assessment and executive development business headquartered in Guildford, UK
27 th Dec	en-japan	Brocante	Operates an online project site with more than 90,000 freelance IT engineers	\$5.5	\$0.7	8.2x	 Freelancing focused on the IT sector is a market that is expected to continue growing in size in the future due to the diversification of work styles making a promising new business sector for en-Japan



SELECTED TALENT DEVELOPMENT DEALS – FOURTH QUARTER 2019

<u>Date</u> <u>Announced</u>	<u>Buyer</u>	<u>Target</u>	Target Product Line	<u>Deal Size</u> <u>(m)</u>	<u>Target</u> <u>Revenue</u> <u>(m)</u>	<u>Revenue</u> <u>Multiple</u>	<u>Commentary</u>
2 nd Oct	Rise People	Hazel	Provides AI-driven virtual coaching and real-time people analytics	Undisclosed	n/a	n/a	 "This acquisition brings together industry-leading people management with one-of-a-kind, Slack, mobile and web based digital coaching and granular people analytics, enabling Rise to help our clients build a culture of engagement through continuous learning and consistent, meaningful feedback," said Julie Bevacqua, Rise's CRO
9 th Oct	MSX International	Pacific Technology Solutions	Provides eLearning, training development and performance improvement solutions to the automotive industry	Undisclosed	n/a	n/a	 With the acquisition of PTS, MSX strengthens its Channel Management product portfolio with PTS's suite of software tools, proven e-learning and training management platforms PTS maintains long-standing relationships with world-class automotive manufacturers, distributors and tier-one suppliers in the US, helping them reduce overhead costs, deliver high return on investment and increase customer satisfaction "We are very excited to welcome the talented PTS team to MSX International. Bringing PTS into the MSX family complements our digitalization strategy and significantly enhances our existing capabilities across the e-learning and training segment in North America," said Patrick Katenkamp, CEO of MSX International
5 th Dec	Sanoma Learning	itslearning	Develops e-learning platforms and SaaS-based educational software for primary through to higher and corporate education	Undisclosed	25.3	n/a	 itslearning will be a strong addition to Sanoma's digital learning platform business, which was recently strengthened by the acquisition of Iddink After these acquisitions, Sanoma Learning will serve about 15 million students across Europe and employ a large pool of top European ed-tech talents The acquisition expands Sanoma's footprint in digital learning into Norway, France and Germany



SELECTED WORKFORCE MANAGEMENT DEALS – FOURTH QUARTER 2019

<u>Date</u> <u>Announced</u>	<u>Buyer</u>	<u>Target</u>	Target Product Line	<u>Deal Size</u> <u>(m)</u>	<u>Target</u> <u>Revenue</u> <u>(m)</u>	<u>Revenue</u> <u>Multiple</u>	<u>Commentary</u>
11 th Dec	Degreed	Adepto Limited	Operates a "Total Talent" platform that displays the skill-sets of current, past and potential employees	Undisclosed	n/a	n/a	 The acquisition of Adepto will enable Degreed's customers to unlock a more complete inventory of available skill-sets Adepto founder and CEO, Chris Milligan said: "Adepto and Degreed coming together will empower businesses to meet market demands more efficiently. We have always worked with organisations to better mobilise their Total Talent."
17 th Dec	HackerRank	Mimir	Provides tools for teaching computer science courses, used by a number of universities and corporations	Undisclosed	n/a	n/a	 Mimir is HackerRank's first acquisition, and the company plans to incorporate Mimir Classroom products into its portfolio of services The two companies did not disclose the financial details of the acquisition, but Indiana-based Mimir previously raised a total of \$2.5 million and had eight employees at the time of the acquisition, including the three-person executive team "HackerRank and Mimir are both grounded on the fact that skills matter more than pedigree. The HackerRank and Mimir combined offering allows students to obtain both formal academic education and practical skills assessments, which can help build a strong and successful career." says Prahasith Veluvolu, the founder of Mimir
20 th Dec	Absorb Software	ePath Learning	Provides LMS solutions in the corporate training market	Undisclosed	n/a	n/a	 Acquiring ePath Learning accelerates Absorb's vision and represents another exciting opportunity for the Canadian company to expand its footprint in the fast-growing LMS industry The deal will enable ePath Learning to continue delivering world-class learning management technology to its customers This deal marks the third acquisition for Absorb in 2019, following its purchases of eLogic Learning and Torch, both in the LMS market Absorb raised \$59 million from private equity firm Silversmith Capital Partners in 2017



SELECTED WORKFORCE MANAGEMENT DEALS – FOURTH QUARTER 2019

<u>Date</u> <u>Announced</u>	<u>Buyer</u>	Target	Target Product Line	<u>Deal Size</u> <u>(m)</u>	<u>Target</u> <u>Revenue</u> <u>(m)</u>	<u>Revenue</u> <u>Multiple</u>	<u>Commentary</u>
2 nd Oct	Kronos	Optimum Solutions	Provides payroll, HR and time and attendance software solutions for the Microsoft Windows and IBM iSeries (AS400) platforms	Undisclosed	n/a	n/a	 The acquisition of Optimum Solutions will allow Kronos to both extend the reach of its fast-growing HCM solutions and introduce hundreds of new organisations to its customer-first philosophy, helping them achieve maximum value from their technology investments The acquisition will extend the reach of award-winning Kronos HCM solutions, including Workforce Ready and Workforce Dimensions HCM, to Optimum customers, which are concentrated in the manufacturing, healthcare, and retail industries
10 th Oct	ReadyTech (ASX:RDY)	Zambion and Wagelink	Zambion provides workforce management software and Wagelink is a payroll service provider	Undisclosed	n/a	n/a	 ReadyTech has acquired two businesses that will extend its payroll and workforce management software capabilities The acquisition of Zambion's modern and mobile cloud software, including advanced time and attendance and rostering capability and support for both Australia and New Zealand customers, as well as WageLink's client base, largely focused in South Australia, positions ReadyTech as a leading trans-Tasman workforce management partner for employers
21 st Oct	Movista	Natural Insight	Operates a cloud-based workforce management platform that provides staff communication, on-demand staff scheduling, integrated timekeeping, project management and reveal analytics services	Undisclosed	n/a	n/a	 Natural Insight, a retail technology provider is Movista's largest competitor. The milestone move, backed by New York-based private equity firm Level Equity, brings together two of the largest domain leaders in retail execution technology to greatly consolidate the marketplace Movista and Natural Insight together bring to market innovative and intuitive solutions that address new and evolving challenges presented by retail's changing landscape
20 th Nov	Access UK	People HR	Leader in HR systems market within the UK, providing software solutions	Undisclosed	n/a	n/a	 Through this strategic acquisition Access has extended its capability to serve an even wider range of organisations looking to power their success through their most important asset - their people With the HR market changing rapidly and every organisation grappling with how they improve attraction, management and employee engagement, more organisations are turning to the Access People Solutions suite to help them become a more social enterprise





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