



Shah Zaki
Partner



Nick Wall
Executive

SECTOR SNAPSHOT



UK SOFTWARE M&A ACTIVITY AND VALUATIONS FOR Q1 2020

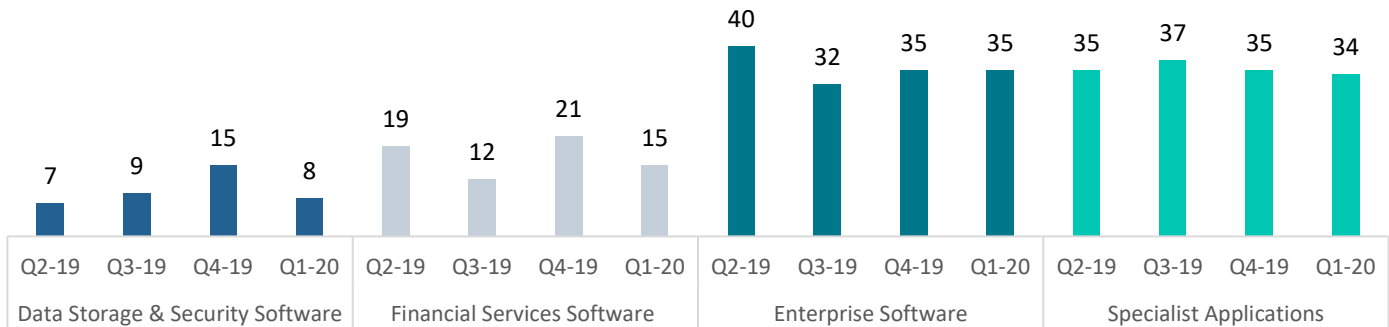
Covid-19 expected to have a relatively low impact on Software businesses

Coronavirus has had an impact on technology businesses across the world and will continue to do so in the coming months. Software companies with contracted revenue operating in sub-sectors where switching costs are high will be relatively resilient to the effects of Covid-19. The market has however experienced a pause in new technology investments other than remote access or mission critical projects. Companies with exposure to the SME segment or challenged verticals such as hospitality, retail and advertising will likely be the most impacted. Remote access and collaboration platforms such as DocuSign, Microsoft Teams and Zoom have experienced a huge increase in demand and are expected to form part of the new working norm post lockdown.

Beyond the disruption caused by Covid-19, Artificial Intelligence (AI) is increasingly becoming a component of enterprise software suites. Potential acquirers in the sector are looking for AI technology which enhances their own products and can therefore add value to their customers. Access to AI talent is scarce and serves as another key motivator for software companies looking to acquire AI businesses. Companies who have made acquisitions in AI include technology giants such as Google, LinkedIn, Microsoft and Salesforce.

Q1 2020 Software M&A Volumes

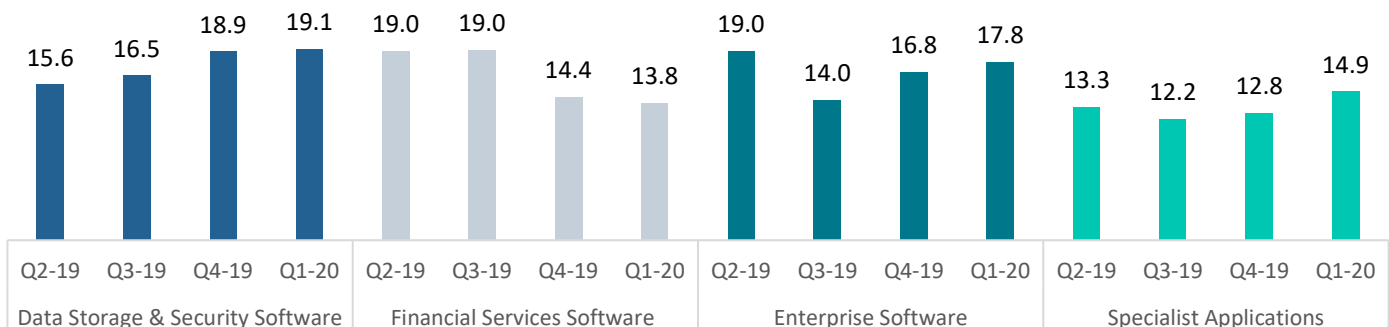
UK Software M&A Volumes by Quarter



Over the last two quarters, M&A activity increased in comparison to the previous two quarters, totalling 198 deals, a slight increase over the 191 deals in the previous two quarters.

Q1 2020 Software Average EV/EBITDA Multiples

Average EV/EBITDA Multiples for Software

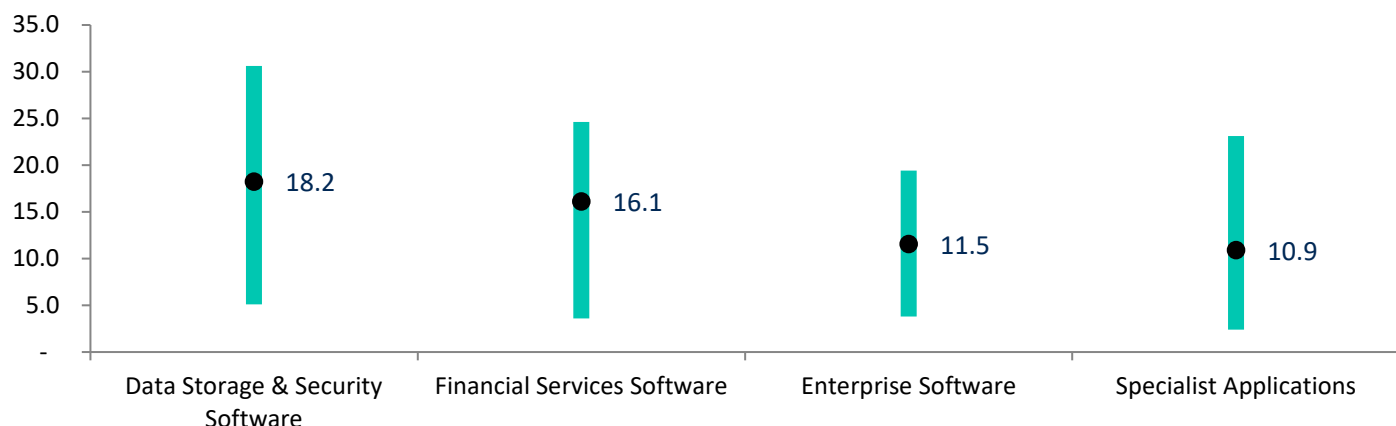


On a trailing 12 month basis, EBITDA valuations for all disclosed transactions in the software sector have broadly increased when compared to the previous two quarters with the exception of Financial Services Software which decreased.

Q1 2020 Software Average Quoted Company Multiples

Q1 2020 average quoted company multiples across all software sub-sectors ranged from 10.9x to 18.2x.

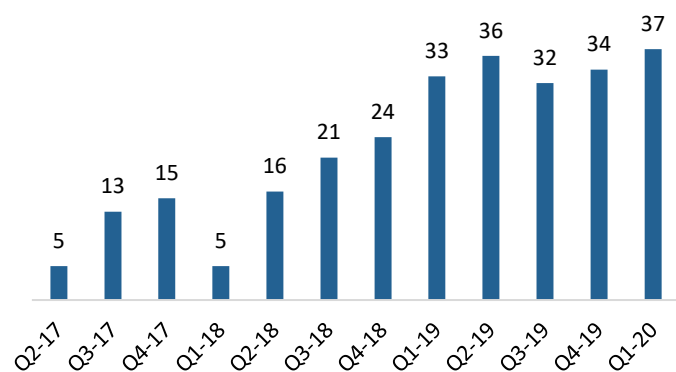
Range and average EV/EBITDA Software trading multiples



Private Equity Transactions

Private equity activity in the software sector has remained high with 71 deals being completed in the last two quarters.

Number of Software PE Transactions Split by Quarter



Leading people analytics company **Behavox** has secured a £77.4m investment from SoftBank Vision Fund 2. The investment will allow Behavox to invest in product improvement and further enhance customer service. Behavox uses artificial intelligence through a data operating platform to aggregate and analyse company data.

Thoma Bravo has completed the acquisition of leading cyber security provider **Sophos**, valuing the business at £3.1bn. Sophos recently launched its XG Firewall and Xstream architecture and is aiming to use the investment from Thoma Bravo to become a fully next-gen cybersecurity leader. Sophos has partnered with over 53,000 resellers and protects more than 100 million users from cyberthreats.

Idinvest Partners, along with other banks, has invested £38m into digital marketing engine provider **Ogury**. Since launching in 2014 Ogury has grown rapidly, reaching c.£80m in global revenue in 2018, and is now working with over 1,500 brands globally. Ogury intends to use the funds for product innovation and expanding its reach globally.

Draper Esprit has led the series B investment of £65m into leading fintech **Thought Machine** having previously invested in Revolut and Transferwise. Thought Machine builds cloud technology for banks and is aiming to use the funding to launch in the US and increase its presence in Asia Pacific. The funding will also be used to improve the company's core technology. Thought Machine's clients include Lloyds Banking Group and Standard Chartered, both of which use its banking platform Vault.

Clairfield Software Transaction

Deal Overview

Orbis is the UK member firm of Clairfield International, a global M&A group. Clairfield acted as exclusive financial advisor to One Voice AS in its sale to F24.

Founded in 2006, One Voice AS is a leading provider of incident and crisis management solutions in the Nordic region. Their flagship product, CIM, allows organisations across a multitude of industries to choose from a number of modules to create a management system for security, preparedness and crisis/emergency management that suits their business best.

Headquartered in Munich, F24 supports companies with the crisis communications in more than 80 countries with subsidiaries and branches in 11 locations. By acquiring One Voice, F24 increases its customer base to 2500 and expands its reach in the Nordics and the UK.

F24

Have acquired

ONE VOICE

Value undisclosed

Strategic Trade Transactions

The software sector has seen 119 trade deals completed in Q4-19 and Q1-20, an increase from 108 in the previous two quarters.

Leading payments processing platform **Sage Pay** has been acquired by **Elavon**, the fourth largest merchant acquirer in Europe, in a deal worth £232m. Elavon has been a subsidiary of bank holding company US Bancorp since 2004 and provides payment solutions to over one million merchants worldwide. Elavon will hope to benefit from Sage Pay's SME customer base and its presence in the UK and Ireland.

Leading contract management service provider **DocuSign** has announced it has acquired **Seal Software** for £159m having previously invested in the business in 2019. Seal Software provides contract management tools in addition to analytics and data extraction services to customers including PayPal and Dell.

Marketing company **S4Capital** has acquired tech focused digital marketing agency **Firewood** for a deal valued at £122.5m. Firewood, Silicon Valley's largest independent digital agency, will merge with **MediaMonks**, S4Capital's digital global content practice. S4Capital is aiming to improve its digital capabilities and offer a purely digital service for its customers worldwide with a unitary business model.

KION Group has acquired **Digital Applications International (DAI)** on behalf of its supply chain technology subsidiary **Dematic** for £104.5m. This is KION's largest acquisition since acquiring Dematic in 2016. The acquisition of logistics automation software provider DAI will allow Dematic to expand its software offerings particularly in the warehouse management space.

Citadel Group has announced the acquisition of radiology and maternity software provider **Wellbeing Software** for £102.8m. Citadel, which provides pathology and oncology systems, hopes the synergies gained from the acquisition will turn Citadel into a global healthcare software company.

Access Group has acquired Irish market leader in HR and Payroll software, **Core HR**. People HR who Access acquired last year will merge with Core HR to form Access People.



Have acquired




For GBP 232m




Have acquired




For GBP 159m



Have acquired



For GBP 122.5m



Have acquired



For GBP 104.5m



Have acquired



For GBP 102.8m



Have acquired



For an undisclosed sum

Orbis Software Transactions



Have acquired



For undisclosed value



Invested in



For undisclosed value

About Orbis

Orbis is a mid-market corporate finance boutique advising on a wide range of M&A transactions covering the technology, media and telecoms sector in addition to industrials, technology, food & beverage and healthcare. Orbis also has an active investment portfolio held through its investment vehicle Intrinsic Equity.

If you are considering your strategic options for enhancing the value of your business or your client's business, please contact either Shah or Nick.

Contact

Shah Zaki
Partner
T: +44 (0) 121 234 6075
E: szaki@orbisfc.com

Nick Wall
Executive
T: +44 (0) 121 234 6087
E: nwall@orbisfc.com

Orbis is an independent corporate finance advisory firm, working with business owners, management teams and investors to advise them through every aspect of corporate finance.

The partners have over 100 years of deal-making experience and combine their broad network of global relationships with deep sector knowledge and investor skills to deliver a specialist M&A experience.

Orbis is the UK partner for Clairfield International, a global investment bank, offering clients access to over 400 corporate finance professionals situated in over 20 countries across the globe.

Orbis Partners : Services

A complete range of M&A services providing a wealth of experience to our clients

- Company Sales**
- Extensive mid market M&A expertise and experience across the team.
 - International reach – over 20 countries and growing.
 - Over 90% of all sale mandates involve an overseas party.

- Acquisition Support**
- Listed and private clients.
 - Research and origination - internal research team and tools.
 - Strategic and financial assessment.
 - Deal management.

- Due Diligence**
- Experienced and informed advice.
 - Extensive experience within the UK and of international transactions.
 - Tailored reports.
 - Partner led.

- Management Buy Out**
- Deal leadership and fund raising.
 - Align interests with management team.
 - Co-investors on 15 deals.

- Capital Raising**
- Supporting existing business to fund development.
 - Supportive investor bringing focus on value creation.
 - Co-investors on 3 deals.

- Business Improvement**
- Independent advice and planning strategy led by sector insights.
 - Turnaround and profit improvement credentials.
 - Leading the team through uncertainty whilst developing a game plan.
 - Co-investors and principal.

Orbis Partners : Sectors

Experience across a range of sectors

Technology, Media
and Telecoms

Business Services

Industrial

Healthcare

Food & Consumer

