"Robust deal volume, especially supported by Nordic buyers."

Nordic software report Q1 2024

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n. ready.



NORDHAVEN QUARTERLY SOFTWARE REPORT

Inclusion criteria¹

Target geographies



Target company must have the **majority of operations** in the Nordics

Proprietary

SaaS

Software

Data acquisition and market intelligence





Q1 2024 deal activity in the software space remained resilient

- Nordhaven has identified 28 software deals in the Nordic region in Q1 2024, slightly below Q4 2023 and +27% compared with Q1 2023. By numbers of deals. Denmark was the most active country followed by Sweden and Finland, respectively.
- Deal volume in the last twelve months (Q2 2023-Q1 2024) counts 117 software deals, same level as Q2 2022-Q1 2023 (116 transactions). Comparing the deal volume with pre-COVID historical figures, the past quarter's deal volume is above historical "normal".
- Nordhaven continues to experience strong interest in high-quality software companies, building on the momentum from Q4 2023, despite macroeconomic headwinds and market volatility.
- During Q1 2024, around 60% of the targets were acquired by private equity, either as platforms or add-ons. The remaining 40% were acquired by trade buyers.
- We observe an increase in deals with Nordic buyers in Q1 2024, with more than 60% of the deals having Nordic buyers.
- Listed international software companies are currently trading at EV/Sales 2024e of 7.7x, up from 6.7x end of Q4 2023. Listed Nordic software companies currently trading at 4.1x EV/Sales 2024e, up from 3.3x end of Q4 2023.

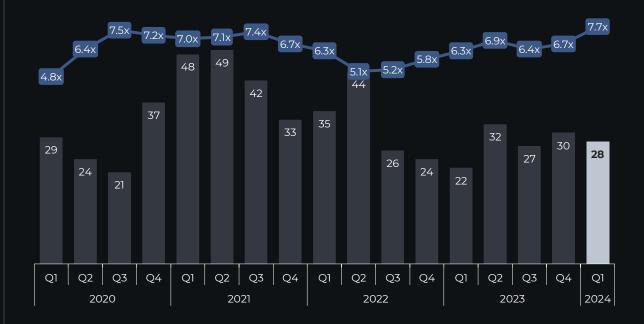
SOFTWARE COMPANY DEALS & MULTIPLES

01 2020 - 01 2024

Transaction review

Median EV/SALES multiple for international listed software companies²

Number of **Nordic** software transactions³





Median EV/SALES 2024e1 **International** software companies 28

Transactions in Q1 2024

4.1×

Median EV/SALES 2024e1 **Nordic** software companies 117

Transactions in Last twelve months



- Denmark was the most active country in the Nordics, with 9 transactions, accounting for 32% of the total deal volume in Q1 2024. Finland experienced an increasingly active quarter, with 6 deals in Q1 2024.
- Around 60% of the targets were acquired by private equity, either as platforms or addons. Trade buyers increasingly contributed to the deal volume with around 40% of the deal volume.
- Nordic buyers represented more than 60% of deals in Q1 2024.



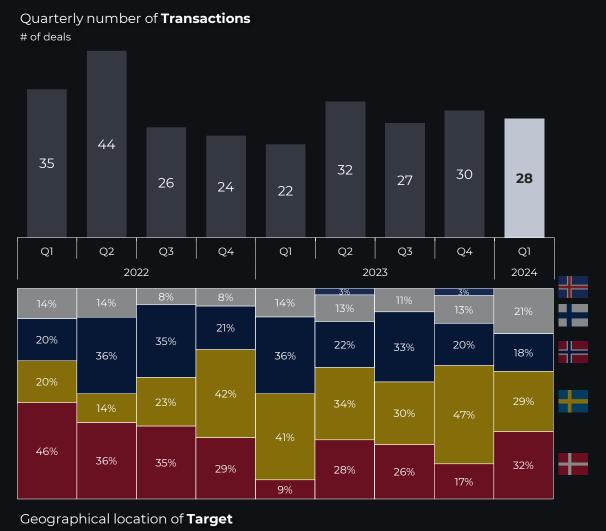






NORDIC SOFTWARE TRANSACTIONS

Quarter-over-Quarter (QoQ) development Q1 2022 – Q1 2024



% of deals

Exit or **deal type**

% of deals



Acquirer's region

% of deals

-clairfield

SELECTED TRANSACTIONS DURING Q1 2024

See appendix 1 for full Q1 2024 selection

Target	Description	Revenues 2022 ¹ (EURm)		Seller	Acquirer	
maritech A CAI SOFTWARE SOLUTION	Development of a software to handle, track and trace seafood products		18.3	BROODSTOCK FEPD	CAI STG SYMBIONY TECHNOLOGY GIOUP	
avinode group	Developer of air charter sourcing platform		18.2	World Kinect).	HEARST <i>C∧MP</i>	
\$ STAR	Maritime software solutions for efficient and safe operation of ships and offshore installations.	8.0		Private	Longship	#
Catenda the open way	Open ecosystem collaboration and data exchange software for construction and infrastructure	3.5		///. spring	GRO 🕶	+
elœmi	Cloud-based performance management platform	n.a.	•	Kennet Great Hill	dayforce	
Omnidocs	Software solutions for documentation management, automation and content creation	n.a.		Private	MAIN CAPITAL PARTNERS	
MILLUM®	Software company engaged with procurement system for hotels and restaurants	n.a.		Private	MAIN CAPITAL PARTNERS	

SELECTED NORDIC SOFTWARE TRANSACTION MULTIPLES

Backward-looking multiples in recent public take-over bids in the Nordics

Target	Description	Exit multiple (EV/SALES)	Date	Premium ²	Acquirer	
≥ momentum	SaaS company that develops, sells, and implements cloud-based systems for property management and energy	14.8x	Q2 2022	+71.4%	77) Aareon	
EcoOnline	Norway-based company engaged in developing software for management and documentation of chemicals	8.5x	Q2 2022	+68.5%	Apax PARTNERS	
MERCELL	Norway-based provider of e-tendering SaaS solutions	5.6x	Q2 2022	+109.7%	THOMABRAVO	
Ørn Software	Norway-based software company engaged with the digitization of asset-heavy industries	es 3.9 x	Q2 2022	+41.1%	E ∎ ■G	+
efecte	Finland-based IT Service Management software provider	3.9x	Q1 2024	90.8%	MATRIX42 ³	
basware	Finland-based developer of business and financial software products for financial processes	3.1x	Q2 2022	+94.7%	AKKR 4	
PLAY MAGNUS GROUP OF COMPANIES	Norway-based provider of chess training ap	ps 2.9 x	Q3 2022	+28.5%	Chess.com	
HOUSE OF CONTROL	Norway-based company providing Contract Management Software and IFRS 16 Software for businesses in Europe	e 2.8 x	Q3 2022	+60.0%	◇ VISMA	#
	Media	3.9x				
	Mea	an 5.7x				

¹Backward-looking multiples (last twelve months) as reported by FactSet.
²The offer's percentage premium over the last closing price prior to the announcement. Figures directly from FactSet. ³Backed by Corten Capital ⁴Consortium led by Accel-KKR, comprising also of Long Path Partners and Briarwood Chase Management LLC. Sources: Mergermarket, FactSet, Valu8 and Nordhaven analysis.

Large cap (EV >500 EURm)



Mid cap (EV 200–500 EURm)

Source: FactSet (EV per March 28, 2024 & estimates per April 15, 2024).

Company	Company HQ EV EUR million		EV/Sales ¹		EV/EBITDA ^{1,2}			Sales	s Growth	(YoY)	[EBITDA (%	EBITDA (%)		
		EUR MIIIION	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	
lime₽	+	451	9.0x	7.4x	6.5x	28.9x	24.6x	21.4x	18 %	22 %	14 %	31 %	30 %	30 %	
SmartCraft BETTER DIGITAL TOOLS	#	365	10.6x	9.1x	7.9x	25.7x	21.1x	18.0x	20 %	16 %	15 %	41 %	43 %	44 %	
smart eye	+	240	9.2x	6.1x	4.4x	NM	NM	27.6x	38 %	50 %	38 %	-44 %	-2 %	16 %	
]pexip[#	212	2.5x	2.3x	2.1x	21.8x	11.6x	9.2x	15 %	9 %	10 %	11 %	20 %	22 %	
§ admīcom	•	201	5.6x	5.2x	4.7x	16.5x	14.9x	12.6x	13 %	7 %	11 %	34 %	35 %	37 %	
Median (mid cap)		240	9.0x	6.1x	4.7x	23.7x	18.0x	18.0x	18 %	16 %	14 %	31 %	30 %	30 %	

¹Companies with fiscal years ending in the period Jan-May 2025 are categorized as "2024e", and the same adjustment is made for Jan-May 2026, categorized as "2025e" in this report. ²NM = "Not Meaningful".

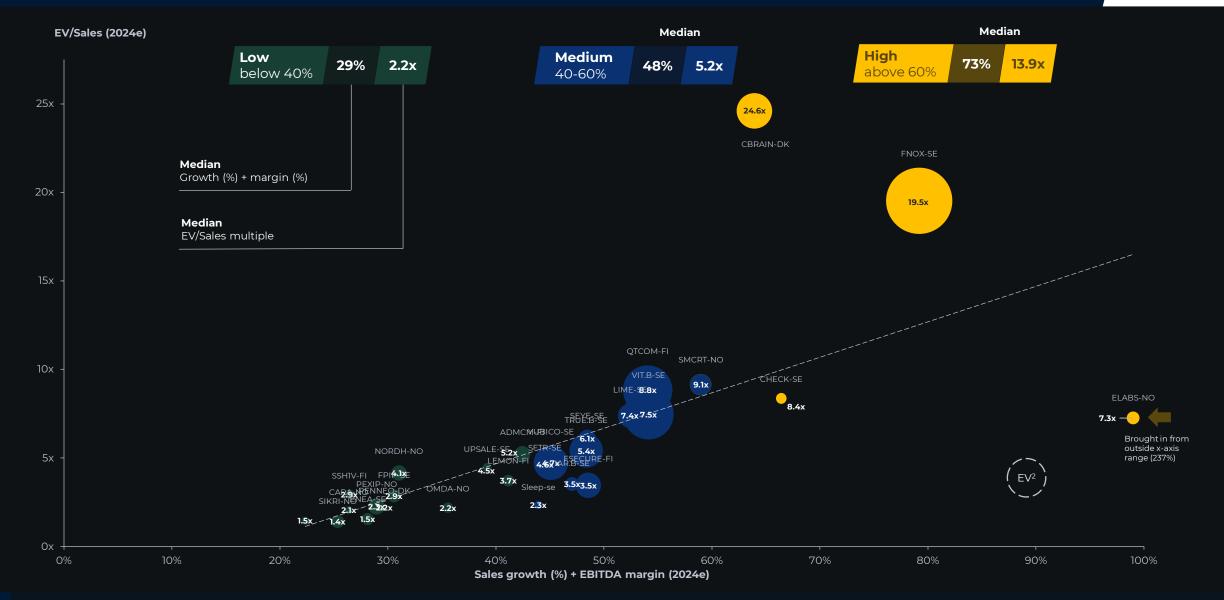
Small cap (EV <200 EURm) (1/2)

Company	HQ	EV		EV/Sales ¹			EV/EBITDA ^{1,2}			Sales Growth (YoY)			EBITDA (%)		
		EUR million	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	
💢 nordhealth	#	186	5.2x	4.1x	3.5x	NM	62.5	x 21.2x	34 %	24 %	18 %	-10 %	7 %	16 %	
W / T H°	(164	1.1x	1.1x	1.0x	NM	34.2x	13.5x	10 %	6 %	7 %	-11 %	3 %	7 %	
OIAR SYSTEMS	+	150	3.8x	3.5x	3.3x	15.0x	9.0x	8.1x	9 %	8 %	7 %	25 %	39 %	41 %	
Formpipe.	+	137	3.0x	2.9x	2.6x	13.9x	11.7x	9.1x	8 %	6 %	11 %	22 %	24 %	28 %	
→ Spir	#	134	1.5x	1.4x	1.3x	12.2x	7.0x	5.5x	2 %	5 %	10 %	12 %	20 %	23 %	
elliptic labs	#	129	22.0x	7.3x	3.6x	NM	21.9x	6.9x	31 %	204 %	100 %	-66 %	33 %	53 %	
ENEA	+	117	1.5x	1.5x	1.4x	6.4x	4.8x	4.5x	-2 %	-4%	7 %	23 %	32 %	32 %	
lemonsoft ●		109	4.1x	3.7x	3.5x	12.9x	12.4x	11.5x	17 %	11 %	6 %	32 %	30 %	30 %	
checkin .com	+	91	10.9x	8.4x	6.1x	95.9x	22.9x	14.2x	38 %	30 %	37 %	11 %	37 %	43 %	
Omda	#	86	2.4x	2.2x	2.0x	16.2x	8.8x	6.9x	12 %	11 %	7 %	15 %	25 %	29 %	

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

Company	HQ	EV		EV/Sales ¹			EV/EBITDA ^{1,2}		Sales	s Growth	(YoY)		EBITDA (9	%)
		EUR million	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e
.₩ [•] SSH		71	3.5x	2.9x	2.4x	NM	35.4x	20.2x	5 %	18 %	21 %	0 %	8 %	12 %
upsales	+	63	5.0x	4.5x	3.8x	17.3x	17.0x	15.9x	12 %	13 %	17 %	29 %	26 %	24 %
Sleep Cycle	+	54	2.6x	2.3x	2.0x	9.2x	7.4x	NM	11 %	12 %	15 %	28 %	32 %	NA
CARASENT	#	48	2.3x	2.1x	1.8x	29.6x	13.5x	8.7x	25 %	11 %	16 %	8 %	15 %	20 %
') LeadDesk	(46	1.6x	1.5x	1.3x	12.1x	10.3x	8.0x	5 %	8 %	12 %	13 %	14 %	16 %
PENN30°	+	32	2.7x	2.2x	1.8x	NM	34.1x	13.3x	23 %	23 %	25 %	-22 %	6 %	13 %
 SAFETURE [°]	+	26	6.1x	4.6x	3.6x	NM	32.9x	NM	37 %	30 %	28 %	-13 %	14 %	NA
Median (small cap)	91	3.0x	2.9x	2.4x	13.9x	13.5x	9.1x	12 %	11 %	15 %	12 %	24 %	24 %
Median (all Nordic		150	5.0x	4.1x	3.5x	16.9x	17.6x	13.3x	17 %	13 %	15 %	22 %	30 %	30 %

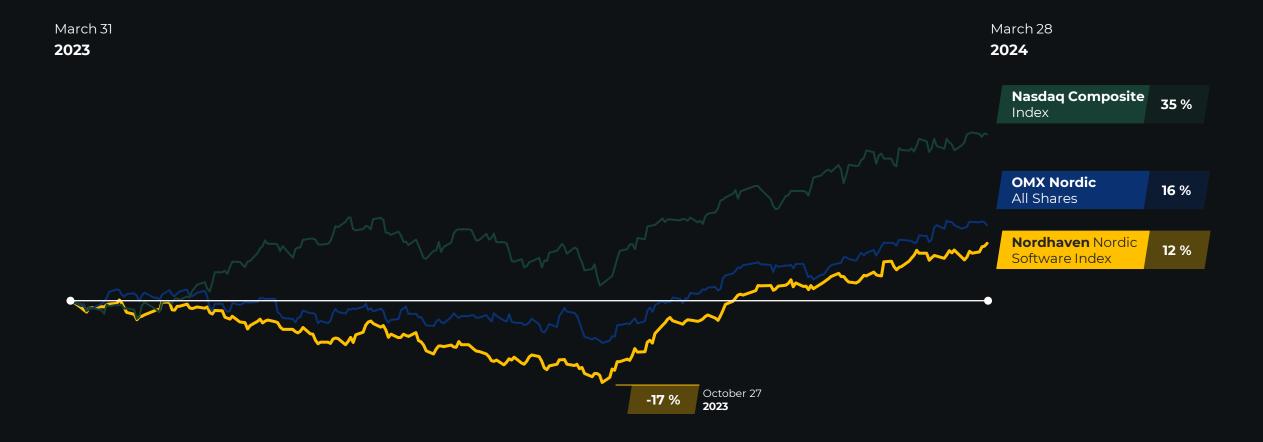
EV/SALES valuation (2024e) correlation to sales growth + EBITDA margin (2024e)



■clairfield

NORDHAVEN NORDIC SOFTWARE INDEX

Benchmarked against OMX Nordic All Shares and Nasdaq Composite



13

SELECTED PUBLICLY TRADED INTERNATIONAL SOFTWARE COMPANIES

(1/2)

Company	HQ	EV		EV/Sales ^{1,2}			EV/EBITDA ^{1,2}		Sale	s Growth	(YoY)	1	EBITDA (%	%)
		EUR billion	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e	2023 a	2024 e	2025 e
Microsoft		2 937	14.7x	12.8x	11.2x	30.5x	24.6x	21.4x	7 %	15 %	14 %	48 %	52 %	52 %
ORACLE		401	8.0x	7.4x	6.7x	14.6x	14.3x	12.5x	7 %	9 %	10 %	55 %	51 %	53 %
salesforce		274	8.3x	7.7x	6.9x	24.5x	18.8x	17.0x	NA	9 %	11 %	34 %	41 %	41 %
SAP		211	6.8x	6.2x	5.6x	26.5x	23.5x	18.5x	6 %	8 %	11 %	25 %	27 %	30 %
Adobe		211	11.6x	10.4x	9.4x	29.6x	21.0x	19.0x	11 %	11 %	11 %	39 %	50 %	49 %
ıntuıt		176	13.0x	11.6x	10.4x	47.3	29.1x	25.4x	13 %	12 %	12 %	27 %	40 %	41 %
servicenow		143	16.9x	13.9x	11.6x	NM	39.9	32.3x	24 %	21 %	21 %	14 %	35 %	36 %
workday.		63	9.3x	8.0x	6.8x	NM	28.4x	23.9x	16 %	17 %	17 %	6 %	28 %	29 %
CONSTELLATION SOFTWARE INC.	*	57	7.3x	6.0x	5.1x	28.1x	21.9x	18.4x	32 %	23 %	18 %	26 %	27 %	28 %
DASSAULT SYSTEMES		55	9.2x	8.5x	7.8x	29.3x	24.0x	21.6x	5 %	8 %	9 %	31 %	36 %	36 %

SELECTED PUBLICLY TRADED INTERNATIONAL SOFTWARE COMPANIES

(2/2)



NORDHAVEN - WHAT WE BELIEVE IN



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

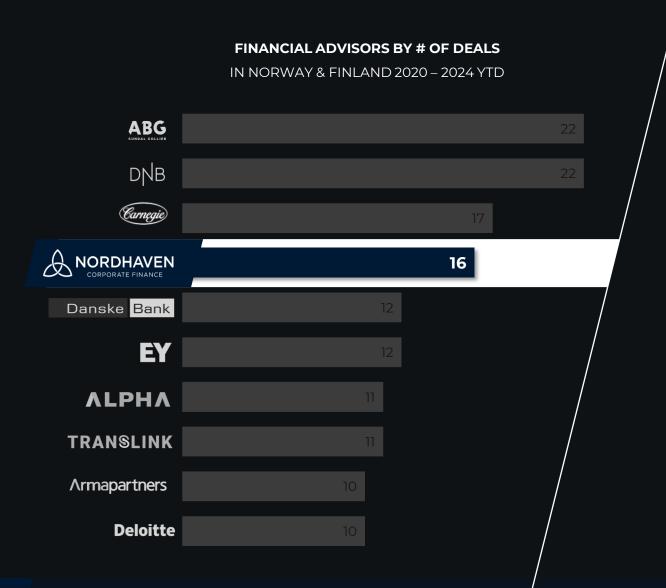
CORE SECTOR EXPERTISE





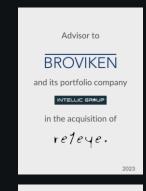
A LEADING SOFTWARE M&A SPECIALIST IN NORWAY & FINLAND

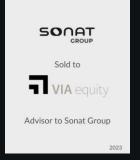
SELECTED RECENT TECH DEALS

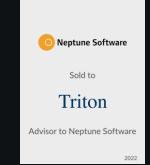






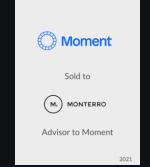














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APPENDIX 1: LIST OF IDENTIFIED NORDIC SOFTWARE TRANSACTIONS Q1 2024 (1/2)

#	Target company	Target country	Bidder	Sponsor	Bidder geography	Month ¹	Deal type
1	Lumoa Oy (100% Stake)	Finland	Netigate AB	GRO Capital	Nordics	March	PE - Add-on
2	Vieri AS (100% Stake)	Norway	Visma AS	Hg (lead)	Nordics	March	Trade Buyer
3	Insife ApS (100% Stake)	Denmark	Qinecsa Solutions	Stanley Capital	Rest of Europe	March	PE - Add-on
4	ZeBon ApS (100% Stake)	Denmark	Visma AS	Hg (lead)	Nordics	March	Trade Buyer
5	Catenda AS	Norway	GRO Capital A/S		Nordics	March	PE - Platform
6	Avinode Group (100% Stake)	Sweden	Hearst Corp & CAMP Systems Inc.		US / Canada	March	Trade Buyer
7	Heyhack Aps (100% Stake)	Denmark	F5 Inc		US / Canada	March	Trade Buyer
8	Boardeaser AB (100% Stake)	Sweden	Fortnox AB		Nordics	March	Trade Buyer
9	Maritech Systems AS (100% Stake)	Norway	CAI Software LLC	Symphony Technology Group	US / Canada	February	PE - Add-on
10	TimeMap (100% Stake)	Denmark	TimePlan Software A/S	Main Capital	Nordics	February	PE - Add-on
11	AlexisHR AB (100% Stake)	Sweden	Simployer AS	Ferd AS	Nordics	February	PE - Add-on
12	Pento ApS (100% Stake)	Denmark	Hi Bob Ltd		Rest of Europe	February	Trade Buyer
13	Mestro AB (100% Stake)	Sweden	EG A/S	Francisco Partners	Nordics	February	PE - Add-on
14	Grade Matcha AB (100% Stake)	Sweden	Multisoft AB	Amplio	Nordics	January	PE - Add-on
15	Millum AS	Norway	Main Capital Partners BV		Rest of Europe	January	PE - Platform
16	FCG Digital Oy (100% Stake)	Finland	Databokforlaget Grade i Sverige AB	Viking Venture	Nordics	January	PE - Add-on

APPENDIX 1: LIST OF IDENTIFIED NORDIC SOFTWARE TRANSACTIONS Q1 2024 (2/2)

#	Target company	Target country	Bidder	Sponsor	Bidder geography	Month ¹	Deal type
17	Star Information Systems AS	Norway	Longship AS		Nordics	January	PE - Platform
18	Omnidocs	Denmark	Main Capital Partners BV		Rest of Europe	January	PE - Platform
19	Netwheels Oy (100% Stake)	Finland	Alma Media Oyj		Nordics	January	Trade Buyer
20	eloomi A/S (100% Stake)	Denmark	Dayforce Inc		US / Canada	January	Trade Buyer
21	Efecte Oyj (100% Stake)	Finland	Matrix42 AG	Corten Capital	Rest of Europe	January	PE - Add-on
22	Moontalk Oy	Finland	Elisa Oyj		Nordics	January	Trade Buyer
23	Zeroni Oy (100% Stake)	Finland	EG A/S	Francisco Partners	Nordics	January	PE - Add-on
24	Sportadmin i Skandinavien AB (85% Stake)	Sweden	Lime Technologies AB		Nordics	January	Trade Buyer
25	ag analytics a/s	Denmark	Monterro Software Investment AB		Nordics	January	PE - Platform
26	Byggfakta Group Nordic HoldCo AB	Sweden	Macquarie Group, TA Associates, Stirling Square & Giant Sweden		Rest of Europe	January	PE - Platform
27	Mobaro A/S (100% Stake)	Denmark	eSmiley A/S	VIA Equity	Nordics	January	PE - Add-on
28	Optimity AB (100% Stake)	Sweden	Relex	Blackstone	Nordics	January	Trade Buyer

APPENDIX 2: COMPANIES PLOTTED ON REGRESSION

(1/2)

		Listed	
Ticker	Company	country	Short description
ELABS-NO	Elliptic Laboratories ASA	Norway	Manufactures virtual security sensors for laptops, computers and hardware devices
FNOX-SE	Fortnox AB	Sweden	Provides Internet based programs for businesses
CHECK-SE	Checkin.com Group AB	Sweden	Provides software solutions to connect with brands and service online
CBRAIN-DK	cBrain A/S	Denmark	Provides information technology services
SMCRT-NO	SmartCraft ASA Class A	Norway	Provides SaaS solutions to SME's in the construction sector
VIT.B-SE	Vitec Software Group AB Class B	Sweden	Develops and delivers software solutions
QTCOM-FI	Qt Group Plc	Finland	Develops software tools
LIME-SE	Lime Technologies AB	Sweden	Develops customer relationship management systems
FSECURE-FI	F-Secure Oyj	Finland	Provides consumer and cyber security services
SEYE-SE	Smart Eye AB	Sweden	Develops and sells products for eye tracking
TRUE.B-SE	Truecaller AB Class B	Sweden	Develops and operates a mobile application for verifying contacts and blocking unwanted communication
IAR.B-SE	IAR Systems Group AB Class B	Sweden	Provides software development services for programming of processors
YUBICO-SE	Yubico AB	Sweden	Wholesales computers and software
SFTR-SE	Safeture AB	Sweden	Provides mobile-based security services
Sleep-se	Sleep Cycle AB	Sweden	Develops sleep applications and tools for tracking and analyzing sleep habits
ADMCM-FI	Admicom Oyj	Finland	Develops and delivers enterprise resource planning systems for the building services engineering, energy and construction sectors and the industry

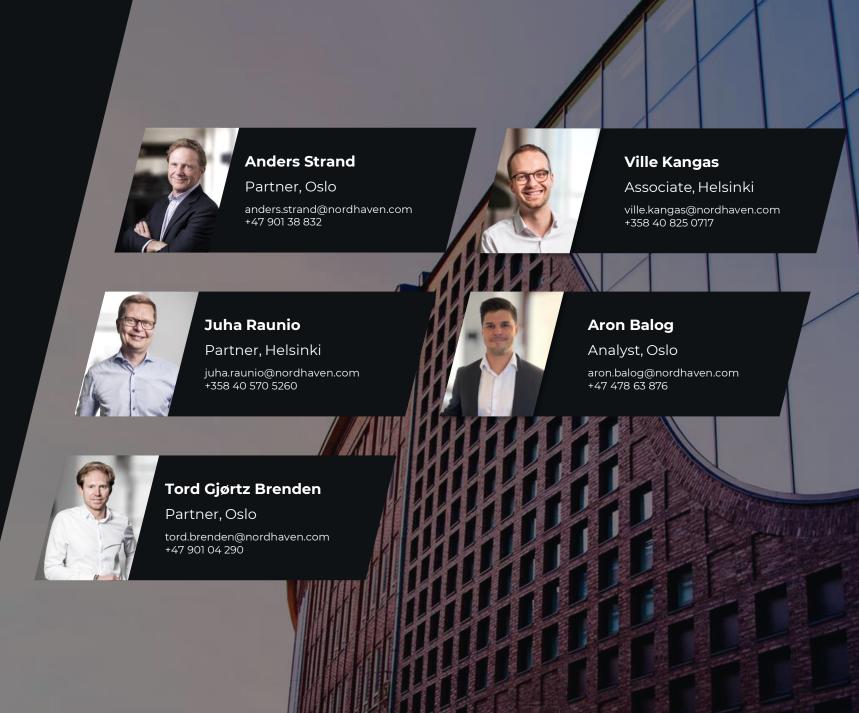
APPENDIX 2: COMPANIES PLOTTED ON REGRESSION

(2/2)

Ticker	Company	Listed country	Short description
LEMON-FI	Lemonsoft Oyj	Finland	Develops enterprise resource planning software for small and medium-sized companies
UPSALE-SE	Upsales Technology AB	Sweden	Develops and sells cloud-based software for companies to streamline sales and marketing processes
OMDA-NO	Omda AS	Norway	Develops e-health software company that provides clinical solutions for hospitals
NORDH-NO	Nordhealth AS	Finland	Develops healthcare management software
FPIP-SE	FormPipe Software AB	Sweden	Provides and develops software products and solutions to capture, structure, and distribute information flows
PENNEO-DK	Penneo A/S	Denmark	Offers digital signature software that helps companies to manage and to automate their signing processes
PEXIP-NO	Pexip Holding ASA	Norway	Offers video conferencing platform and digital infrastructure
ENEA-SE	Enea AB	Sweden	Develops software for telecommunication and cyber security
SSH1V-FI	SSH Communications Security Oyj	Finland	Provides security software solutions
CARA-NO	Carasent ASA	Sweden	Develops web-based care management system, medical record systems and enterprise practice management software for hospitals and clinics
SPIR-NO	Spir Group ASA	Norway	Operates as a holding company whose subsidiaries provides digital solutions based on real-estate data and critical software
LEADD-FI	LeadDesk Oyj	Finland	Develops intelligent software for sales and customer services
WITH-FI	WithSecure Corporation	Finland	Provides internet and mobile security software



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32

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IN THE LAST 5 YEARS

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