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Q2 2023

DCF's TMT Practice

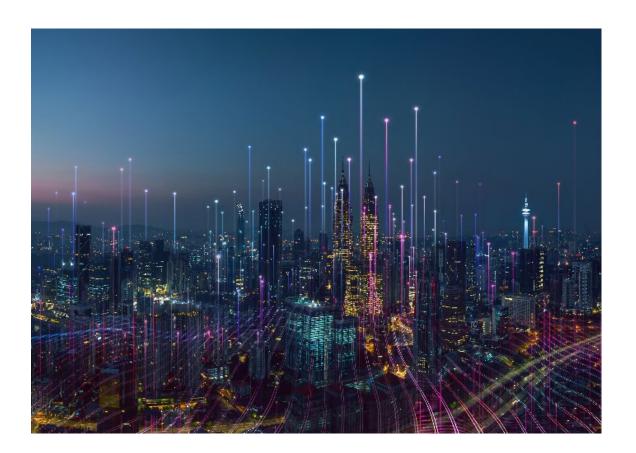
Deloitte Corporate Finance LLC (DCF) is a leading global middle-market M&A adviser. Our professionals have extensive knowledge in the TMT space and use their experience to help clients enhance value.



Note 1: Refers to the global DCF platform per Merger Market, ranked by number of deals closed for the year ending December 31, 2022.

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Winklevoss Technologies, LLC

Exclusive advisor to a vertical market software company specializing in actuaries and accounting professionals

Deal Contacts Byron Nelson	, Kevan Flanigan, Max Wilhelm, Connor Lovelace, Lance Wolmer		
WinTech	Client Overview		
Winklevoss Technologies, LLC has been acquired by	 Winklevoss Technologies, LLC ("WinTech" or the "Company") is a provider of software solutions widely used by pension actuaries, investment consultants, benefits analysts, and plan sponsors. 		
Perseus Group Constellation Software Inc.	 The Company's flagship product, ProVal[®], provides actuarial consulting firms, investment consultancies, insurance and accounting firms, third-party administrators, and pension risk transfer providers with a powerful software tool designed for defined benefit pension plan valuation and forecasting. 		
Perseus Group, an operating group of Constellation Software, Inc.	 Operating globally, WinTech fills a mission-critical technology gap for both large enterprises and small firms and has entrenched its reputation as a market- leading brand within the defined benefit ecosystem over the past 30+ years. 		
The undersigned acted as exclusive financial advisor to Winklevoss Technologies, LLC			
Deloitte.	Situation Overview		
Deloitte Corporate Finance LLC	 The Company engaged Deloitte Corporate Finance, LLC (DCF) to run a sell-side marketing process, including both strategic and financial sponsors, and create a competitive dynamic for the sale of the business. 		
	 DCF added significant value to the process by: 		
	 Positioning WinTech's competitive moats, superior product offering, consultative client relationships, and stable recurring revenue base in order to generate significant market interest in the face of market volatility for software businesses. 		
	 Providing guidance on the benefits and considerations associated with each of the various interested parties, including in-depth analyses of the economic and non-economic implications of each offer, to help WinTech select the ideal partner for the Company. 		
	 Driving strategic negotiation of key economic and legal terms among multiple LOIs, helping the shareholders to meet their post-close objectives both in terms of ultimate valuation, and most importantly to the client, finding a permanent home for the business that would ensure the preservation of the Company's unique culture. 		

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ATI Studios A.P.P.S. (d/b/a Mondly)

Exclusive advisor to a direct-to-consumer digital language learning company

Deal Contacts Key	evan Flaniga	n, Byron Nelson, Max Wilhelm, Connor Lovelace
ATI Studios A.P.P.S. SRL (d/b/a Mondly) has been acquired by Pearson Pearson plc The undersigned acted as exclusive financial advisor to Mondly		Client Overview
		 Founded in 2013, ATI Studios A.P.P.S. SRL (d/b/a Mondly) (Mondly or the Company) is one of the world's leading digital language learning companies, offering consumers immersive and high-quality learning experiences in 40+ languages via its app, website, virtual reality and augmented reality products. Since inception, the Company's applications have been downloaded by 100M+ users across 70+ countries.
		 Mondly delivers digital language courses for both personal and professional learning in a combination of more than 1,300 language pairs and has been frequently ranked as one of the highest rated educational language apps in the Apple and Google Play app stores. The Company also offers enterprise solutions featuring its own proprietary learning management software through MondlyWORKS and has built an app that helps children learn languages –
		MondlyKIDS.
Deloitte.		Situation Overview
Deloitte Corporate Finar	ance LLC	 Mondly engaged Deloitte Corporate Finance LLC (DCF) to explore strategic alternatives including a potential sale of the Company.
		 Ultimately, Pearson plc (Pearson), a leading global provider of educational materials and learning technologies, emerged as the ideal acquiror for the business. The acquisition helps enables Pearson to offer fully integrated language learning solutions and provides synergies and cross-selling opportunities across its portfolio, such as the opportunity to bundle language learning with upskilling and reskilling products. DCF added significant value throughout the transaction process:
		 Created detailed marking materials and positioned the Company based on its differentiated, proprietary technology and continuous innovation, exceptional financial profile, strong brand with high visibility on key distribution platforms, and portfolio of language combinations.
		 Led a broad marketing process, including both strategics and financial sponsors across multiple geographical markets, to create a competitive dynamic for the sale of the business.

Provided guidance on the benefits and considerations associated with partnering with each of the various interested parties, including in-depth analyses
of the economic and non-economic implications of each offer, to help Mondly shareholders select the ideal partner.

US Digital Designs, Inc.

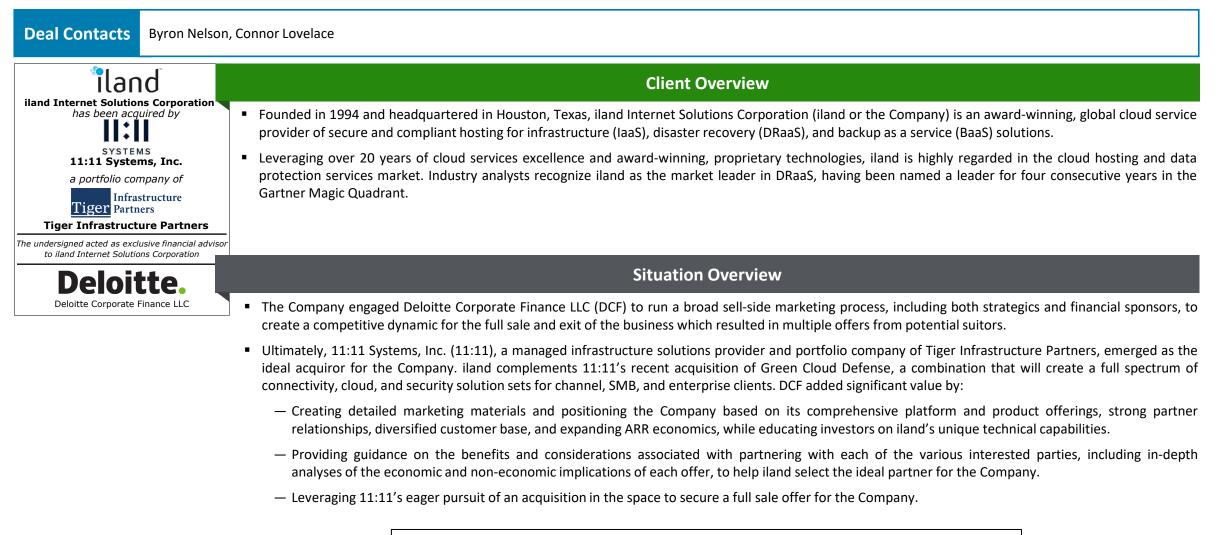
Exclusive advisor to a provider of public safety technology solutions for dispatchers and first responders

Deal Contacts Byron Nelson	n, Max Wilhelm, Connor Lovelace
Phoentx	Client Overview
US DIGTEL DESIGNS	 US Digital Designs, Inc. (USDD or the Company) is a provider of dispatch center and fire station alerting systems that help enable fire departments to reduce response times, loss of property, and loss of life.
US Digital Designs, Inc.	 The Company provides public safety communications technology solutions and was a first mover in addressing the communication automation needs of dispatchers and first responders.
has been acquired by the Building Technologies division of a publicly traded Industrial Conglomerate	 Through seamless integrations with computer-aided dispatch software providers, the Company offers a suite of connected hardware and software solutions, including web-based dashboards and interfaces, illuminated speakers, message signs, and mobile monitoring and alerting tools to over 2,000 fire stations.
The undersigned is acting as financial advisor to US Digital Designs, Inc.	
Deloitte.	Situation Overview
Deloitte Corporate Finance LLC	 The Company engaged Deloitte Corporate Finance, LLC (DCF) to run a broad sell-side marketing process, including both strategic and financial sponsors, to create a competitive dynamic for the sale of the business.
	 Through a carefully engineered process, the Company received over 20 initial bids, which helped enable DCF to leverage competitive tension throughout Letter of Intent (LOI) negotiations. DCF added significant value to the process by:
	— Guiding the Company through a sell-side quality of earnings, including cash to accrual translation of historical financial statements.
	 — Guiding the Company through a sell-side quality of earnings, including cash to accrual translation of historical financial statements. — Effectively highlighting USDD's differentiated product offerings and market leading position within the public safety communications technology sector.

6

iland Internet Solutions Corporation

Exclusive advisor to a provider of enterprise cloud infrastructure and hosting solutions



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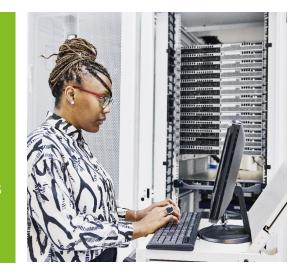
Notable Recent M&A transactions ¹

Business Process, ERP & Information Management	 TPG's acquisition of Elite Elite, a divestiture of Thomson Reuters, is a provider of financial and practice management software for law firms aimed at digitizing their operations. TPG's acquisition is guided by a high demand for automation tools within the legal field as the firm intends to build on Elite's current portfolio of software solutions and customer base to gain a stronger market position. 	Announced Date: June 1, 2023 EV: \$500.0 MM Rev: N/A EV/Rev: N/A EV/REV: N/A
Compliance, Human Capital & Risk	 Crosspoint Capital Partners' acquisition of Absolute Software Absolute Software offers proprietary self-healing, intelligent security solutions that aids their 21,000 customers in attaining visibility and control of their devices and network connections. Crosspoint aims to combine their cybersecurity and operational expertise with Absolute Software's technology to help drive the Company's next phase of growth. 	Announced Date: May 11, 2023 EV: \$867.6 MM Rev: 3.9x EV/Rev: N/A EV/EBITDA: N/A
FinTech & Tax	 Neptune Retail Solutions' acquisition of Quotient Technology Formerly known as Coupons.com, Quotient Technology operates platforms that offer cash-back rebates and promotions with focuses on several verticals. The acquisition will combine Quotient's developed digital promotions network with Neptune's deep-data consumer insights, allowing for significant operational efficiencies. 	Announced Date: June 20, 2023 EV: \$430.0 MM Rev: \$266.0 EV/Rev: 1.6x EV/EBITDA: N/A
Next-Gen Tech Services	 Fujitsu's acquisition of GK Software GK Software is a premier retail-focused cloud services provider, offering SAP integration, electronic reporting, inventory management, and now, cloud-based AI solutions. The transaction is expected to complement Fujitsu's evolving position as a digital transformation enterprise and allow GK software to expand its total addressable market. 	Close Date: May 6, 2023 EV: \$460.0 MM Rev: \$150.4 MM EV/Rev: 3.1x EV/EBITDA: N/A
Internet & Digital Media	 Entain's acquisition of 365 Scores 365 Scores functions as both a developer and operator of online sports update platforms, specializing in rapid and precise live updates spanning a wide range of professional sports leagues. Entain looks to a seamless integration of 365 Scores into its existing online sports betting operation, providing faster and more accurate live updates across the professional sports leagues in its online gambling portfolio. 	Close Date: April 5, 2023 EV: \$159.6 MM Rev: N/A EV/Rev: N/A EV/EBITDA: N/A
Gaming	 Sega's acquisition of Rovio Rovio is a Finland-based mobile game developer that is popularly known for Angry Birds, a global franchise that has expanded past its mobile game roots into merchandise and media. With this transaction, Sega hopes to expand into the rapidly growing mobile gaming market as well as introduce Rovio's IP to other non-mobile platforms. 	Announced Date: April 17, 2023 EV: \$603.25 MM Rev: \$335.4MM EV/Rev: 1.8x EV/EBITDA: 13.6x

Horizontal Software – Business Process, ERP & Information Management

Sector trends

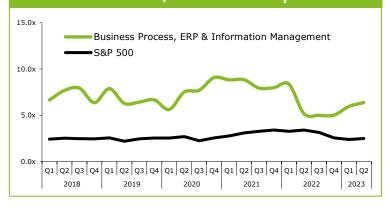
- The integration of AI-powered consumer applications within the existing operational frameworks of enterprises continues to seamlessly facilitate companies producing tailored solutions and meaningful informational insights, resulting in a heightened level of operational efficiency and an elevated approach to customer engagement. Catapulting off recent technological advances, the global cloud ERP market is expected to grow at a CAGR of 15.4% through 2028 as companies continue to implement modern solutions to existing problems.¹
- As efficiency and accuracy in performing business processes remains paramount, companies are continuing to turn to robotic process automation (RPA) and low-code/no-code applications to leverage maximal computing capabilities in dynamic environments and deliver simple, actionable insights for users. Consequently, a projected 70% of new business applications will use low-code/no-code technologies by 2025.²



Select public comparables ³		
Company Name	Enterprise Value (MM)	
Oracle Corp.	\$314,066.9	
SAP SE	\$139,929.8	
ServiceNow, Inc.	\$118,062.2	
Open Text Corp.	\$19,403.3	
Pegasystems Inc.	\$4,728.4	

Trading Metrics ⁴ EV/LTM Revenue 1.0x 7.2x 10.0x EV/LTM EBITDA 14.0x 23.4x 24.0x

Historical EV/Revenue multiples⁴



Horizontal Software – Compliance, Human Capital & Risk

Sector trends

 With a renewed focus on the hybrid work environment, companies are turning to automation and cloud-based applications to increase the availability and efficiency of otherwise tedious HR tasks consisting of compliance processes, employee time and attendance, updating and reviewing pertinent employee information, and staying upto-date in an ever-changing regulatory environment. This renewed focus has led to 74% of companies planning to increase their budgets on HR tech.¹

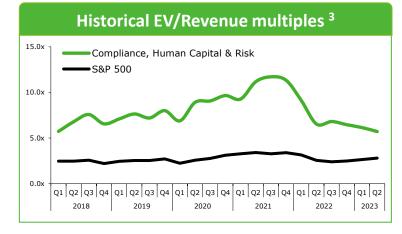
The software segment composes the largest portion of the Enterprise Governance, Compliance, and Risk (GCR) sector and continues to grow due to increased demand for risk management, largely stemming from the rise of hybrid/remote work. Small and medium-sized enterprises that appropriately adopt these technologies will be primed to support more robust growth and boast more efficient workforces than their counterparts using legacy systems.



Select public comparables ²		
Company Name	Enterprise Value (MM)	
Paychex, Inc.	\$44,138.9	
DocuSign, Inc.	\$9,980.9	
Paycor HCM	\$4,282.2	
Insperity, Inc.	\$3,478.8	

\$1.713.9

Trading Metrics ³ EV/LTM Revenue 1.0x 6.1x 10.0x EV/LTM EBITDA 14.0x 19.5x 24.0x



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ATOSS Software AG

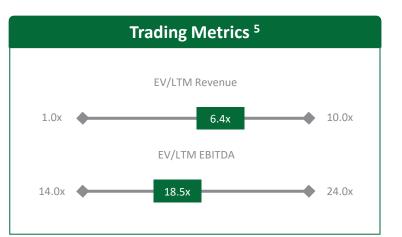
Vertical Software – FinTech & Tax

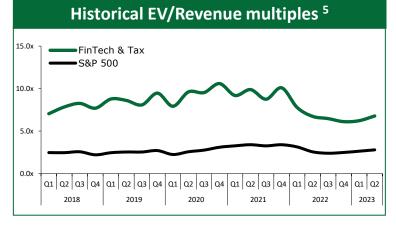
Sector trends

- Embedded finance has been on a marked rise due to the growth of e-commerce, API-driven banking, and mobile payments. Among the fastest-growing technologies in the space are embedded insurance solutions, which enable businesses to offer insurance products to their customers directly through their own platforms, circumventing traditional insurance companies. As such, the global embedded finance market is estimated to grow to \$588 billion by 2030, at a 32% CAGR from 2023, with the embedded insurance market accounting for over 11% of the market.^{1,2}
- Cloud-based tax software is becoming increasingly popular as businesses look for more efficient and scalable ways to manage their tax compliance.³ Cloud-based tax software can provide tax preparers and offices with data in real time and easily integrate into existing operations, which serves to alleviate the complexity of tax laws and regulations. Moreover, cloud-based tax software can be integrated with AI to identify patterns and trends within tax data, ultimately mitigating costs by increasing preparation efficiency.



Select public comparables ⁴		
Company Name	Enterprise Value (MM)	
Intuit, Inc.	\$139,737.2	
Paypal Holdings, Inc.	\$83,136.0	
Block, Inc.	\$46,564.1	
Affirm Holdings, Inc.	\$8,745.8	
H&R Block, Inc.	\$6,013.7	





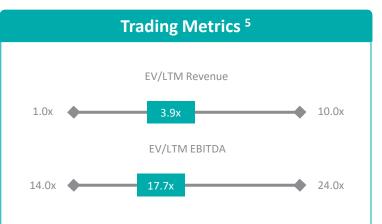
IT Services – Next-Gen Tech Services

Sector trends

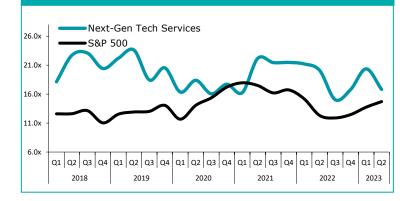
- With ChatGPT4's launch, the AI market saw a surge in competitors in Q2 2023. Namely, Google improved its Bard application, making it available to Google Workspace users in over 180 countries.¹ Bard's integration with Google products and third-party services will offer opportunities for businesses to boost efficiency and further gain a competitive edge. IT service providers are expected to introduce more AI-driven solutions to their portfolios in H2 2023 and beyond through intelligent cybersecurity, process automation, and quality assurance tools.
- The accelerated adoption of multi-cloud management platforms remains a prominent trend among end-users across industries. Leading providers such as AWS, HPE, Azure, and IBM Red Hat have made substantial advancements in addressing scalability and redundancy challenges that were prevalent in earlier cloud solutions.² As such, the multi-cloud management market is expected to reach \$33 billion by 2028, expanding at a CAGR of 27.6% from 2023.³



Select public comparables ⁴			
	Company Name	Enterprise Value (MM)	
	Amdocs Limited	\$11,933.6	
	Globant S.A.	\$7,442.7	
	Perficient, Inc.	\$3,265.6	
	Endava Plc	\$2,776.3	
	Thoughtworks Holding, Inc.	\$2,632.2	



Historical EV/EBITDA multiples ⁵



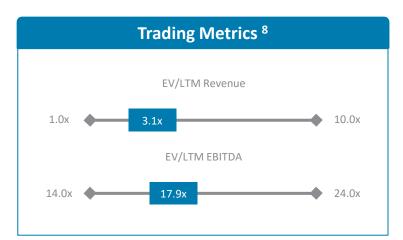
Media and Entertainment – Internet & Digital Media

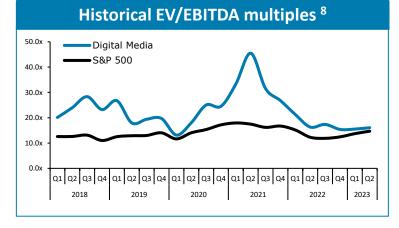
Sector trends

- Influencer advertising has continued to rise in popularity as users' purchasing patterns have proven to be driven by personalities on social media sites. More specifically, popular influencers on these platform are being used to market to their followers as 60% of Gen Z and Millennials are more likely to trust an influencer-reviewed product ¹, leading to a ~\$1.0 billion rise in influencer spend in 2022, reaching over \$4.1 billion.² Recognizing this, most companies have shifted their marketing efforts to social influencer marketing, with 36% of companies allotting more than 30% of their marketing budget towards influencer marketing.³
- Streaming services have grown massively with the average American spending upwards of three hours per day on streaming platforms.⁴ The Covid pandemic increasingly saw streaming replace traditional TV consumption with the number of households that subscribe to at least one streaming service since 2015 rising by 52%⁵ as platforms like Disney+ and Netflix rolled out ad-enabled plans that are up to 65% cheaper.⁶



Select public comparables ⁷		
Company Name	Enterprise Value (MM)	
Meta Platforms, Inc	\$349,351.6	
Match Group	\$17,100.9	
Snap, Inc	\$15,947.1	
Kakao Corp.	\$15,513.7	
Pinterest, Inc	\$13,209.4	





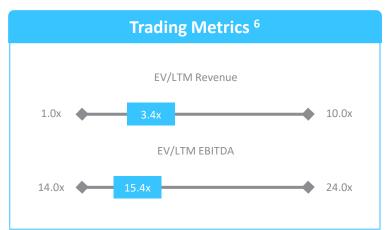
Media and Entertainment – Gaming

Sector trends

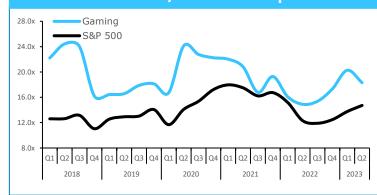
- After a spike of 11.5% in average time spent gaming in the US even after the Covid-19 pandemic, the growth of the gaming industry has shown no sign of slowing down.¹ This upward momentum is driven by a younger audience that has replaced other media consumption with time spent gaming, as Gen Z spends 25% of their leisure time playing video games.² Popular gaming franchises have also gained attention in traditional media outlets with the development of hit movies such as *Super Mario Brothers, Sonic the Hedgehog,* and *The Last of Us*.³
- Driven by the widespread adoption of smartphones and 5G technology in emerging economies such as India and China, mobile gaming is poised to experience substantial global expansion. By 2027, the number of Asian mobile gamers is expected to increase by 300 million reaching 1.4 billion while Asian mobile gaming revenue is expected to grow at a CAGR of 7.32% resulting in a projected market volume of \$231.9B.⁴



Select public comparables ⁵			
	Company Name	Enterprise Value (MM)	
	Tencent Holding Limited	\$330,274.6	
	Sea Limited	\$67,005.6	
	Activision Blizzard, Inc	\$50,858.7	
	Nintendo Co., Ltd.	\$35,668.5	
	NetEase, Inc.	\$34,630.0	



Historical EV/EBITDA multiples ⁶



Appendix

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