

Digital Transformation MONITOR

Deal Talk

Public Market Activity

Q2 Market Activity

Q2 2019

Digital Transformation









Never a sleepy market, Digital Transformation M&A activity remained robust in Q2 2019. Our active dialogue with buyers in the market revealed several themes that are underscored by the deals highlighted in this report:

- 1. Low-key acquirers making moves. The usual acquirers remain active, but historically less acquisitive buyers made bold moves. For example, Hexaware made its largest acquisition ever by acquiring Mobiquity, a US-based digital product consultancy, for ~\$180M. Meanwhile CMS provider Sitecore bought digital consultancy Hedgehog Development to turbocharge Sitecore's software sales.
- <u>2. Large, transformational deals continue.</u> DXC Technology announced its \$2.1B acquisition of Luxoft in Q1 2019. And in Q2, Capgemini made a splash by announcing the acquisition of Altran for \$6.1B. We expect to see at least one more mega deal before the year ends.
- 3. eCommerce remains highly sought after. The dearth of talent and the specialized skills required to execute on eCommerce initiatives stoke significant demand for digital commerce agencies with B2B and B2C experience. We observed seven eCommerce deals in Q2 2019, including DMI acquiring California-based Pragiti.
- 4. Diversifying delivery centers. With the war for talent intensifying, companies are strategically opening new delivery centers within and outside of their home countries. A recent transaction that highlights this trend is SoftwareONE, a Switzerland-based business acquiring InterGrupo, a Colombia-based software development firm.

As always, don't hesitate to reach out if you'd like to get our real-time view of your market.

Email Philo Tran

DEALTALK



NTT Data Invests in CloudHedge Technologies

<u>Target</u>

Transaction Summary

ייוןויי CloudHedge

Investor

NTTDATA

On June 21, 2019, NTT Data, a provider of consulting, systems development, and IT outsourcing services, announced it made an investment in CloudHedge Technologies. CloudHedge owns and operates an online platform that enables clients to modernize cloud-native applications through automated refactoring and containerization technology. This investment will allow the start-up company to leverage NTT's vast global resources and better serve the needs of global clients.

Transaction Information

Announced Date
Deal Type

21-Jun-2019 Investment

Target Information

Year Founded Target HQ # of Employees

2018 Pune, India ~25

Cloud Platform Capabilities



Assess & Analyze



Refactor & Migrate



Secure & Deploy



Optimize & Monitor

Deal Commentary

- Clearsight Perspective: As IT services firms look to differentiate, global providers such as NTT are increasingly investing in tools and accelerators to win market share. Increased investment activity in early stage companies such as CloudHedge signifies a willingness for NTT and others to take risks in order to integrate more advanced technology into their services and offer a premium service that will lead to improved customer retention and higher bill rates.
- "The partnership with NTT DATA as well as the funding enables the evolution of the CloudHedge platform [as a leader in automated, intelligent application discovery / refactoring / containerization]," said Abhijit Joshi, CloudHedge Co-Founder and CEO. "This partnership will also allow for the expansion of offerings in multiple geographies with NTT DATA to support increased client and product demands."

DMI Acquires Pragiti

Target

Transaction Summary



Buyer



On May 6, 2019, DMI, an end-to-end provider of mobile enterprise solutions, announced its acquisitions of Pragiti, a digital commerce and marketplace services company. Pragiti, an SAP CX (formerly Hybris) Gold Partner, offers personalized, multi-channel eCommerce solutions and SAP CX implementation services. DMI gains Pragiti's 200+ consultants in addition to its management team to bolster its west coast presence.

Transaction Information

Announced Date Deal Type

06-May-2019 Acquisition

Target Information

Year Founded
Target HQ
of Employees

2011 Santa Clara, CA

~200

Representative Clients









responsys^{*}







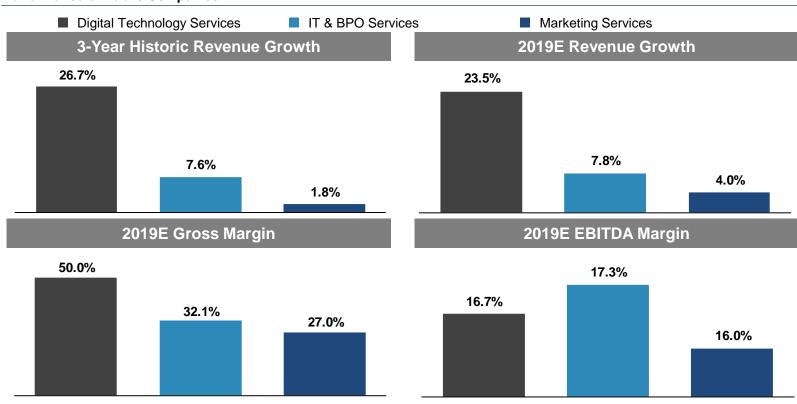
Deal Commentary

- Clearsight Perspective: Combining Pragiti's eCommerce specialization with DMI's mobile-first strategy capitalizes upon the integration of eCommerce and UX and the rise of mobile eCommerce. As new generations of consumers are increasingly mobile-first, a strong mobile eCommerce UX will become vital for all brands. Acquiring eCommerce capabilities will be crucial for any mobile-focused digital transformation firm.
- "The Pragiti acquisition bolsters DMI's ability to accelerate our clients' business transformation through the digitization of their business model. It also increases our ability to drive personalization and customer engagement across B2B, B2C and B2B2C organizations. Pragiti's track record of successful implementations and satisfied customers in SAP Commerce Cloud adds to our existing expertise across the other leading commerce platforms, including Oracle, Salesforce and Adobe/Magento," said DMI CEO and Founder, Jay Sunny Bajaj.

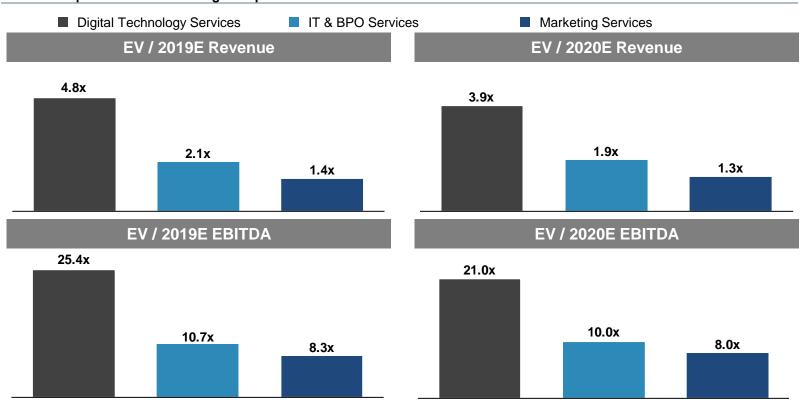
PUBLICMARKETS



Performance of Public Companies



Public Companies Median Trading Multiples

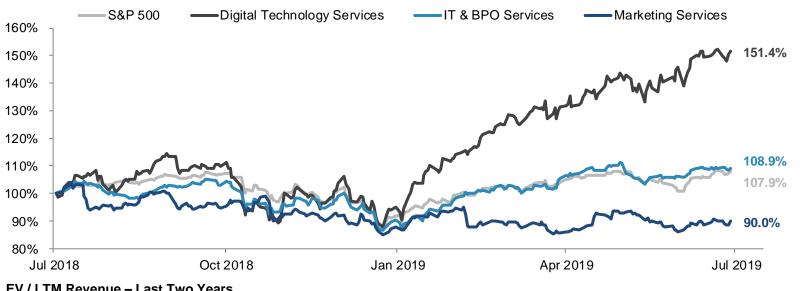


Source: Capital IQ, market data as of 30-Jun-2019

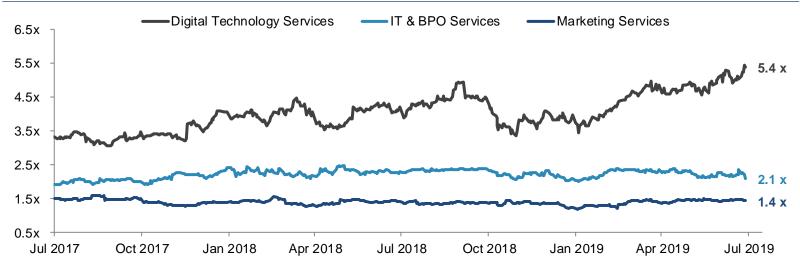
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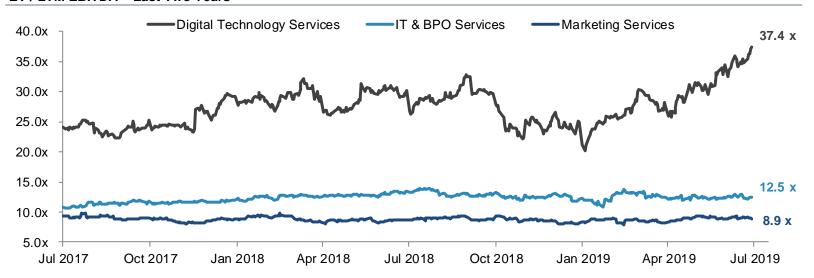
Stock Price Performance - Last Twelve Months



EV / LTM Revenue - Last Two Years



EV / LTM EBITDA - Last Two Years



Source: Capital IQ, market data as of 30-Jun-2019



Date Announced	Target	Buyer / Investor	Target Description / Deal Commentary
4/1/2019	TIVIX	KELLTON TECH	 Tivix provides consulting and development services The acquisition strengthens Kellton's customer experience design offering
4/2/2019	BRIGHTWAVE	ansira.	 BrightWave provides email marketing and CRM services The acquisition provides scale to Ansira's CRM and marketing capabilities
4/2/2019	I\FI\ITY WORKS	GCD growth capital partners	 Infinity Works provides software consulting services in the UK The funding from GCP will support a buy-and-build strategy to corner the growing UK services market
4/2/2019	LATITUDE°	jellyfish	 Latitude provides digital marketing services Latitude will be integrated into Jellyfish and provide scale throughout the UK and Dubai
4/3/2019	dro5a	accenture	 Droga5 is a creative agency that provides advertising services Droga5 will be joining Accenture Interactive and will boost its capabilities as an experience agency
4/4/2019	.º iCi DIGITAL	acorn	 iCiDigital is a digital consulting firm that focuses on strategy, engineering, and data analytics The new combined entity, Blue Acorn iCi, will provide data-driven digital commerce and UX design services
4/7/2019	FUZZ	MONSTARLAB	 Fuzz is a digital agency providing digital transformation services The acquisition enables Monstar Lab to serve clients with a US-based team and amplify its onshore scale
4/8/2019	shackleton	accenture	 Shackleton provides communication services The Company will join Accenture Interactive and enhance its experience agency offering in Spain and Latin America
4/0/0040	Commerce Agency Division of		 The Commerce Agency Division of WebLinc provides an eCommerce platform designed to help traditional retailers
4/9/2019		BVACCEL	 The acquisition of Weblinc's Commerce Agency will expand and strengthen its eCommerce service offering
4/9/2019	lmaginuity	calise partners	 Imaginuity is a digital marketing agency The acquisition will help Imaginuity more effectively compete for customers as they journey between tradition and digital experiences
4/9/2019	MULTIVIEW [*]	♯STAGWELL GROUP	 MultiView provides online buyer's guides for professional and trade associations The acquisition of MultiView strengthens Stagwell Group's B2B advertising mix through programmatic advertising

Source: Capital IQ and Pitchbook as of 30-Jun-2019



Date Announced	Target	Buyer / Investor	Target Description / Deal Commentary
4/14/2019	EPSILON'	PUBLICIS GROUPE	 Epsilon provides data-driven marketing technologies and services The acquisition will help Publicis deliver personalized experiences at scale for its clients
4/16/2019	O P T I O a data strategy company	TRACE3	 Optio provides technology and consulting services The acquisition accelerates Trace3's nationwide US expansion
4/18/2019	TELESTO	PHOENIX GROUP	 Telesto provides digital marketing solutions The completed merger creates a new company, eNOVA, a next-gen medical communications company
4/22/2019	innova	A (S	 Innova Solutions is a global IT services company The acquisition provides ACS Group with the capability to offer technology and strategic business solutions in expanded geographies
4/30/2019	ZIELPULS	accenture	 Zielpuls provides tech-oriented business consulting services The acquisition of Zielpuls will strengthen the capabilities of Accenture's Industry X.0 Business Unit
5/1/2019	5 THINKING	OVERDOSE.	 5x Thinking provides eCommerce consulting services in the UK The acquisition will accelerate Overdose's growth in the EMEA marketplace
5/2/2019	Adlud <mark>io</mark>	Harbert Management Corporation	 Adludio develops an online advertising platform that helps design digital advertisements Harbert European Growth Capital and DIP Capital invested \$6mm to accelerate the Company's growth strategy
5/6/2019	Dovel Technologies	MACQUARIE	 Dovel Technologies develops software and other IT systems The capital infusion will be used to broaden Dovel's reach within the US federal services market
5/6/2019	p ragiti	DMI PROVING MOBILE INNOVATION	 Pragiti provides digital commerce and marketplace services The acquisition strengthens DMI's ability to develop high-end mobile eCommerce experiences
5/7/2019	OSF Global &	salesforce Ventures Delta-v Capital	 OSF develops a cloud-based platform that offers consulting, application development, and implementation services Delta-v Capital and Salesforce Ventures' capital will be used to accelerate OSF's global eCommerce capabilities
5/8/2019	HEDGEHOG DEVELOPMENT	sitecore'	 Hedgehog provides online digital consulting services The acquisition will accelerate Sitecore's growth and bolster

their internal services division

Source: Capital IQ and Pitchbook as of 30-Jun-2019



Date Announced	Target	Buyer / Investor	Target Description / Deal Commentary
5/9/2019	>> Pervorm	Deloitte.	 Pervorm provides digital marketing services The acquisition will enable Deloitte Digital to expand its digital marketing expertise in the EMEA region
5/9/2019	THINK	havas	 Think Design provides strategic design solutions The acquisition will increase the Havas Group's footprint in India and strengthen their front-end design offering
5/9/2019	3 DIGITAL	ERIE STREET CAPITAL PSP PARTNERS	 3Q Digital provides digital marketing services The investment from PSP Partners and Erie Street Capital will support 3Q Digital's expansion of its portfolio of growth services, marketing technology, and geographic footprint
5/10/2019	CloudControl	QuinStreet	 CloudControlMedia provides digital marketing services The acquisition broadens QuinStreet's market reach and will provide cross-sell opportunities for its core technologies
5/13/2019	CP CIVICPLUS	INVESTMENT PARTNERS SPICE 1983	 CivicPlus develops a cloud-based technology platform for local governments BV Investment Partners provided developmental capital to help build out CivicPlus' sales engine
5/13/2019	// RAINMAKER DIGITAL	nımble	 Rainmaker Digital provides digital marketing services The acquisition will allow Nimble develop its content-based marketing service offering
5/13/2019	GP GAMMA PARTNERS	pk prokarma	 Gamma Partners operates a digital marketing agency The acquisition enables ProKarma to build on its end-to-end digital services growth strategy
5/14/2019	LOVE AGENCY	KPING	 Love Agency is a UX, web, and mobile application design & development consulting firm The Company will be joining KPMG Digital Delta, strengthening their ability to provide digital transformation solutions
5/15/2019	DELIVER N a Green House Diffe company	GREEN HOUSE DATA	 Deliveron is an agile-focused DevOps development firm The acquisition strengthens Green House Data's development capabilities within the Azure ecosystem
5/15/2019	TruSignal	TransUnion.	 TruSignal develops a predictive marketing platform The acquisition will allow TransUnion to quickly and flexibly serve the evolving digital marketing ecosystem
5/20/2019	⇔ Nebbia	NEWSIGNATURE	 Nebbia provides software services specializing in Azure The acquisition strengthens New Signature's digital transformation vison through DevOps and the Azure Cloud



Date Announced	Target	Buyer / Investor	Target Description / Deal Commentary
5/22/2019	SOLUTIONS ®	avtex he point of interaction	 NuSoft Solutions provides technology consulting services The acquisition allows Avtex to strengthen its presence in the Microsoft CRM ecosystem
5/27/2019	aheadworks.	I N F O S Y S	 AheadWorks develops an eCommerce platform The acquisition advances Rave Infosys' existing Magento service offering
5/28/2019	JetStream SOFTWARE	OLPHA Illuminate	 JetStream Software develops a cloud data protection platform The Company secured \$7.7m of funding from Digital Alpha and Illuminate Ventures to support product development and pursue new go-to-market strategies
5/29/2019	■ DataArt	DEG KFW BANKENGRUPPE da vinci capital	 DataArt is a global technology consultancy that provides software outsourcing services The capital infusion will allow DataArt to expand its footprint geographically
5/29/2019	W ₂ O	N M C New Mountain Capital LLC	 W2O provides marketing communications services The funding from NMC will be used to accelerate growth and pursue a buy-and-build strategy
5/30/2019	AGOSTO	Western Alliance Bancorporation SG CREDIT PARTNERS	 Agosto provides custom cloud product development services The capital infusion will allow the firm to consolidate existing debt and to invest in its core Google Cloud Platform practice
6/4/2019	intergrupo	software ONE	 Intergrupo provides cloud technology and application modernization services in Latin America The acquisition enables SoftwareONE to strengthen its service offerings in the Latin American region
6/4/2019	SINNERSCHRADER	accenture	 SinnerSchrader provides tech-driven digital marketing services Accenture completes its purchase after acquiring a majority of SS in 2017 and solidifies its position in the German market
6/4/2019	BLUE SPURS SPURRING INNOVATION	Deloitte.	 Blue Spurs provides cloud-based consulting services Blue Spurs will be integrated into Deloitte Canada and help the firm pursue geographic expansion
6/11/2019	MERIT	DODS	 MeritGroup provides data services and software code solutions The acquisition will enable DODS Group to diversify its services into a more advanced and profitable offering
6/12/2019	CIPPLICE	>	Cirruseo provides IT services in France The acquisition will strengthen Accounture's expertise in Google.

Source: Capital IQ and Pitchbook as of 30-Jun-2019

CIRRUSEO

6/12/2019

The acquisition will strengthen Accenture's expertise in Google Cloud in the French market and more broadly across Europe



Date Announced	Target	Buyer / Investor	Target Description / Deal Commentary
6/14/2019	mobiquity	†i . HEXAWARE	 Mobiquity provides mobile strategy services The acquisition of Mobiquity strengthens Hexaware's Cloudify Everything and Customer Experience Transformation offerings
6/18/2019	Animikii	RAVEN INDIGENOUS CAPITAL PARTNERS	 Animikii provides digital services intended to drive social innovation through technology throughout Canada The company raised capital to further build out its team and support product development
6/18/2019	EVRY	tieto	 EVRY provides software, IT solutions, and consulting services The merger will create one of the largest digital services and software companies in the Nordics
6/20/2019	connectthink	KSM CONSULTING	 Connect Think develops web-based applications and interfaces The acquisition expands KSMC's growing business applications practice
6/21/2019	cloudHedge	NTTDATA	 CloudHedge develops an application modernization platform The funding from NTT DATA allows CloudHedge to expand offerings into multiple geographies
6/24/2019	altran	Capgemini	 Altran Technologies offers engineering consulting services for the creation and development of new products and services Capgemini will integrate with Altran's engineering and R&D capabilities to create an end-to-end IT consulting offering
6/25/2019	anexinet	MILL POINT CAPITAL	 Anexinet operates a system integration and technology management firm The acquisition allows Anexinet to continue strong growth and strengthens MPC's business services presence

PUBLICMARKETS



Digital Technology Services Comparable Companies

	Closing	% of 52	Equity								LTM	3 Year	2019E
	Price	Week	Market	Enterprise	EV / F	Revenue Mult	iples	EV / E	BITDA Multip	oles	EBITDA	CAGR	Revenue
Digital Technology Services Index	30-Jun-2019	High	Cap	Value	LTM	2019	2020	LTM	2019	2020	Margin	2015A-18A	Growth %
Endava	\$ 40.24	98.3 %	\$ 1,994	\$ 1,917	5.4 x	4.8 x	3.9 x	37.4 x	25.4 x	21.0 x	14.4 %	N/A	25.3 %
EPAM	173.10	95.9	10,076	9,195	4.5	4.1	3.4	28.7	21.8	18.5	15.7	26.2	22.7
Globant	101.05	95.9	3,852	3,795	6.9	5.9	4.9	37.4	29.7	24.6	18.5	27.1	23.5
	High	98.3 %	\$ 10,076	\$ 9,195	6.9 x	5.9 x	4.9 x	37.4 x	29.7 x	24.6 x	18.5 %	27.1 %	25.3 %
	Median	95.9	3,852	3,795	5.4	4.8	3.9	37.4	25.4	21.0	15.7	26.7	23.5
	Mean	96.7	5,307	4,969	5.6	4.9	4.1	34.5	25.7	21.4	16.2	26.7	23.8
	Low	95.9	1,994	1,917	4.5	4.1	3.4	28.7	21.8	18.5	14.4	26.2	22.7

IT & BPO Services Comparable Companies

	Closing Price	% of 52 Week	Equity Market	Enterprise	EV / F	Revenue Muli	tiples	EV / E	EBITDA Multi	ples	LTM EBITDA	3 Year CAGR	2019E Revenue
IT & BPO Services Index	30-Jun-2019	High	Cap	Value	LTM	2019	2020	LTM	2019	2020	Margin	2015A-18A	Growth %
Accenture	\$ 184.77	98.6 %	\$ 121,252	\$ 116,909	2.8 x	2.7 x	2.5 x	17.2 x	15.9 x	14.6 x	16.5 %	9.2 %	8.1 %
Atos	83.66	57.7	8,951	12,669	0.9	1.0	0.9	6.4	6.9	6.6	13.7	4.7	(5.7)
Capgemini	124.43	91.3	21,456	25,212	1.6	1.6	1.5	12.5	10.7	10.0	12.9	3.4	7.8
CGI Group	76.97	96.6	21,403	22,617	2.3	2.3	2.3	14.5	13.0	12.3	16.1	3.7	6.9
Cognizant	63.39	76.1	36,613	34,356	2.1	2.1	1.9	10.8	10.6	9.6	19.4	9.1	3.7
Genpact	38.09	99.4	7,419	8,406	2.7	2.5	2.3	17.4	14.3	13.0	15.4	6.5	13.7
HCL	15.45	89.6	20,950	20,250	2.3	2.1	1.9	10.1	9.1	8.2	22.4	10.7	15.8
Hexaware	5.50	67.9	1,638	1,483	2.1	1.8	1.5	13.7	11.8	10.0	15.4	14.3	21.3
Mphasis	14.60	78.7	2,730	2,884	2.5	2.4	2.1	15.1	13.4	11.9	16.5	7.6	12.6
Tech Mahindra	10.25	83.5	10,081	9,122	1.8	1.7	1.6	10.2	10.0	9.6	17.6	9.4	6.3
Wipro	4.07	93.0	18,534	15,245	1.8	1.7	1.6	9.0	8.4	8.4	20.0	4.9	5.8
	High	99.4 %	\$ 121,252	\$ 116,909	2.8 x	2.7 x	2.5 x	17.4 x	15.9 x	14.6 x	22.4 %	14.3 %	21.3 %
	Median	89.6	18,534	15,245	2.1	2.1	1.9	12.5	10.7	10.0	16.5	7.6	7.8
	Mean	84.8	24,639	24,468	2.1	2.0	1.8	12.4	11.3	10.4	16.9	7.6	8.7
	Low	57.7	1,638	1,483	0.9	1.0	0.9	6.4	6.9	6.6	12.9	3.4	(5.7)

Marketing Services Comparable Companies

	Closing Price	% of 52 Week	Equity Market	Enterprise _	EV / F	Revenue Mul	tiples	EV / E	EBITDA Multij	ples	LTM EBITDA	3 Year CAGR	2019E Revenue
Marketing Services Index	30-Jun-2019	High	Cap	Value	LTM	2019	2020	LTM	2019	2020	Margin	2015A-18A	Growth %
Dentsu	\$ 34.88	65.8 %	\$ 9,862	\$ 13,293	1.4 x	1.4 x	1.3 x	8.9 x	7.9 x	7.3 x	16.2 %	7.6 %	4.0 %
IPG	22.59	90.0	8,839	12,031	1.4	1.4	1.3	8.9	8.3	8.0	16.0	1.8	8.4
Omnicom	81.95	97.2	18,077	21,256	1.4	1.4	1.4	9.1	9.0	8.8	15.5	0.3	(1.8)
Publicis	52.83	76.1	12,251	12,325	1.2	1.1	1.1	6.0	5.0	4.6	19.8	(2.2)	5.8
WPP	12.58	74.8	15,870	24,106	1.2	1.2	1.2	8.4	8.4	8.4	14.4	8.4	(0.1)
	High	97.2 %	\$ 18,077	\$ 24,106	1.4 x	1.4 x	1.4 x	9.1 x	9.0 x	8.8 x	19.8 %	8.4 %	8.4 %
	Median	76.1	12,251	13,293	1.4	1.4	1.3	8.9	8.3	8.0	16.0	1.8	4.0
	Mean	80.8	12,980	16,602	1.3	1.3	1.2	8.3	7.7	7.4	16.4	3.2	3.3
	Low	65.8	8.839	12.031	1.2	1.1	1.1	6.0	5.0	4.6	14.4	(2.2)	(1.8)

Source: Capital IQ, market data as of 30-Jun-2019

Note: Revenue growth rates are shown in reported currency and remove the impact of FX

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We would like to thank all of our clients, colleagues, and friends for helping to reinforce Clearsight as the *leader* in advising high-end services, software, and data firms



ABOUT US

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