

Digital Transformation MONITOR

Deal Talk

Public Market Activity

Q1 M&A Activity

Q1 2020

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The M&A market began the first quarter with strong momentum but fizzled out due to market uncertainty. Despite the turbulence, interest in digital transformation capabilities remained, seen through several interesting and diverse deals. A couple key first quarter trends include:

- 1. A diverse set of buyers entered the digital transformation M&A landscape. As the world becomes more digital, companies of all types continue to evolve and adapt. Examples include:
 - a) Tetra Tech, a diversified oil and gas services company, acquired Segue Technologies to incorporate cutting-edge cloud computing capabilities into their business infrastructure
 - b) Volkswagen acquired Diconium Strategy to create an online sales platform
- 2. The Big Four were quiet even perennial acquirer Accenture only recorded two deals in the digital space after closing five digital deals in the same period last year. Healthy activity from international acquirers such as Dentsu, Sopra Steria, Capgemini, Infosys and Tech Mahindra offset the decline in M&A activity from U.S. consulting firms.

We live in uncertain times and uncertainty usually freezes acquirers or forces them to approach transactions with an abundance of caution. Therefore, we expect deal closings in 2Q20 to slow materially and see deal structures shift towards buyer-friendly terms. However, strategic acquirers and PE firms still have a strong M&A appetite. When more clarity on a medical counter to COVID-19 emerges, we predict M&A volume will quickly rebound followed by a rebalance of valuation multiples and deal terms.

We hope you enjoy this report and, as always, we welcome the opportunity to share our thoughts with you!

Email Philo Tran

Digital Transformation











CIP Capital Invests in 3Pillar Global

Target

Transaction Summary



<u>Investor</u>

CIP CAPITAL

On March 10, 2020, CIP Capital, a private equity firm based in New York City, completed a strategic investment in 3Pillar Global, a developer of innovative digital products. The new partnership marks the beginning of a fresh growth phase for the company as it turns its focus to extending its digital development capabilities, expanding its vertical industry focus, and strengthening its global delivery footprint. Following the investment, 3Pillar's management team will continue to lead the firm during its next phase of growth while retaining a significant stake of ownership.

Transaction Information

Announced Date
Deal Type

10-Mar-2020 Investment

Target Information

Year Founded Target HQ 2006 Fairfax, VA ~1000

of Employees

Deal Commentary

- Clearsight Perspective: This transaction represents the increasing interest for private equity firms to invest in the Digital Transformation space, particularly in firms with scale and a history of recurring/re-occurring revenue. 3Pillar focuses on building mobile and web-based products, a high-growth segment of the broader IT Services industry. This segment provides attractive organic and inorganic growth opportunities. Although the company went from one PE firm to another, it now has a new financial partner with much deeper pockets. As such, we expect 3Pillar to be an active consolidator over the next 3 4 years.
- "3Pillar has established itself as a leader across the product development lifecycle and has tremendous potential to accelerate growth, This strategic partnership allows us to supercharge our go-to-market approach and expand our ability to deliver great services to our current and future clients", said David DeWolf, CEO of 3Pillar Global.

Global Operations



Clavis Capital Acquires DCG One

Target

Transaction Summary



Buyer



On January 2, 2020, Dallas-based private equity firm Clavis Capital Partners acquired DCG One, one of the largest marketing service providers on the West Coast. The company provides specialty printing services, packaging, and integrated business solutions to major brands across many different industries. The investment helps DCG One focus on its growth and expanding its capabilities.

Transaction Information

Announced Date Deal Type

2-Jan-2020 Acquisition

Target Information

Year Founded Target HQ

1965 Seattle, WA

of Employees

~450

Deal Commentary

Clearsight Perspective: Changes in consumption patterns are causing the advertising industry to shift in kind. The broader shift to digital media forces businesses to change the way they reach their customers. In response, many advertising agencies are aligning themselves with the changing needs of customers while helping their clients stay digitally relevant. DCG One, while originally formed as a print marketing company, quickly shifted over the years to keep up with this evolving market and has developed services for companies to digitally transform their marketing techniques while maintaining a strong presence in traditional media. DCG One differentiates itself from other advertising agencies by providing both print and digital marketing services. This unique service offering makes DCG One a compelling investment platform to Clavis to continue to grow

Select Partners









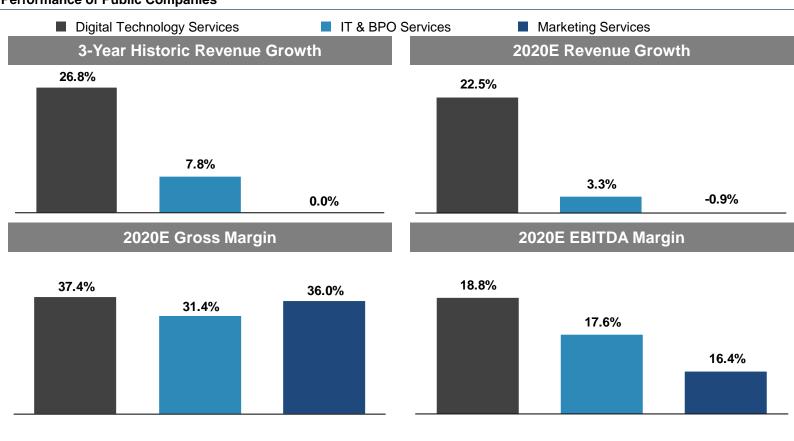
S&P Global

Sources: Company websites, financial filings, press releases, and Capital IQ

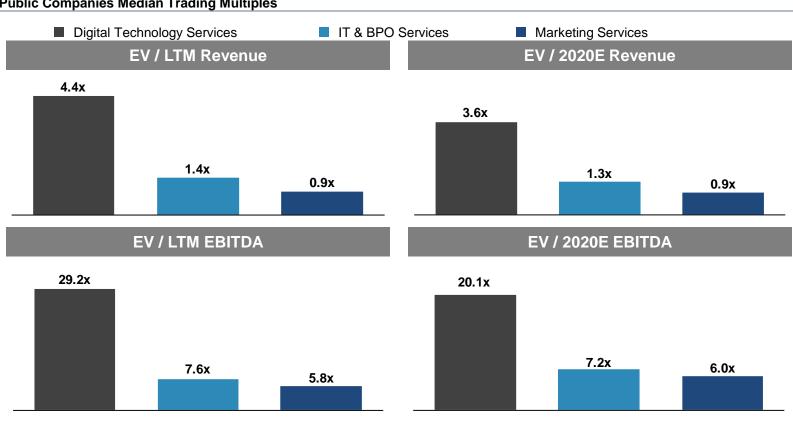
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Performance of Public Companies



Public Companies Median Trading Multiples

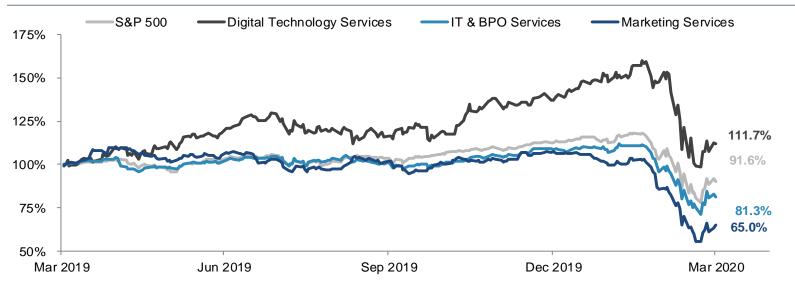


Source: Capital IQ, market data as of 31-Mar-2020

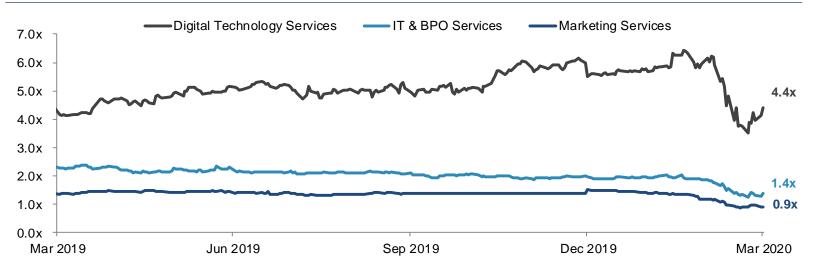
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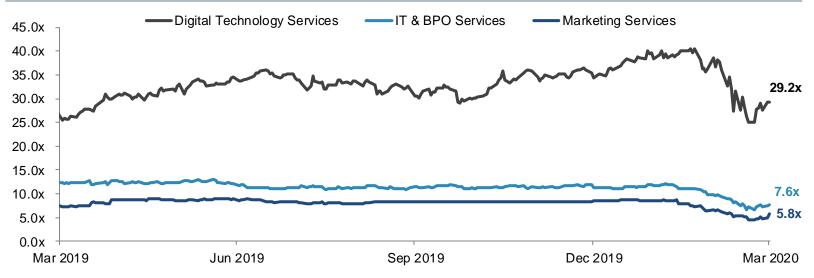
Stock Price Performance - Last Twelve Months



EV / LTM Revenue - Last Twelve Months



EV / LTM EBITDA - Last Twelve Months



Source: Capital IQ, market data as of 31-Mar-2020



	Target	Buyer / Investor	Target Description / Deal Commentary
3/30/2020	DOBERMAN®	EY	 Doberman is an advisory firm that provides digital, design consulting, and innovation services The acquisition strengthens EY's customer experience capabilities
3/26/2020	Accionlabs Driving Outsames Through Assenss	TA ASSOCIATES	 Accion Labs provides IT services to early stage, growth stage, and matured technology firms worldwide The investment empowers Accion Labs to grow its market share through a buy-and-build strategy
3/24/2020	Lev.	Cognizant	 Lev provides strategic consulting, systems architecture, technical optimization, and application integration services The acquisition further expands Cognizant's Salesforce practice
3/24/2020	Sys meelogic	Global Logic °	 Meelogic Consulting provides Atlassian consulting, systems integration, and software development services in Europe The acquisition strengthens GlobalLogic's position in high-growth verticals by expanding its design, architecture, and software engineering capabilities
3/23/2020	Mphasis Unleash the Next	The Blackstone Group ^e	 Mphasis provides application development, infrastructure outsourcing, and business process services to clients worldwide The acquisition allows Mphasis to expand its market share with access to Blackstone's portfolio companies
3/23/2020	brainjocks	□ ERFICIENT	 Brainjocks is a digital consultancy with a strong Sitecore platform focus The acquisition broadens Perficient's Sitecore capabilities and strengthens its position in the Southern U.S.
3/23/2020	together	mmr	 The Together Agency provides branding, digital marketing, social media, communications, and packaging design services The acquisition allows MMR to build out its diversified marketing services capabilities
3/20/2020	♦ DELTIX	<epam></epam>	 Deltix is a developer of financial data management systems designed to offer quantitative research The acquisitions allows EPAM to expand its FinTech practice



	Target	Buyer / Investor	Target Description / Deal Commentary
3/16/2020	IN BOUND	Uptime LEGAL SYSTEMS	 Inbound Interactive offers digital marketing strategies and internet marketing services for law firms The acquisition adds considerably services that Uptime can provide to its law firm clients
3/12/2020	ad <mark>global</mark> 360	HAKUHODO	 Adglobal360 operates as a digital advertising agency This acquisition enhances Hakuhodo's technology and digital footprint in India
3/11/2020	$M_{\text{df}}^{\text{L}} \overset{\text{2}}{\underset{\text{D}}{\sim}} \overset{\text{2}}{\underset{\text{D}}{\sim}} \overset{\text{3}}{\underset{\text{D}}{\sim}} S$	KANTAR	 Mavens is a data-led, digital marketing, and analytics consultancy based in London The acquisition allows Kantar to expand its analytics capabilities
3/11/2020	S TALAVANT	6 bakertilly	 Talavant is a data analytics management consulting firm The acquisition bolsters Baker Tilly's digital foundation to support market demand for data solutions
3/10/2020	3PILLAR GLOBAL	CIP CAPITAL	 3Pillar Global is a product lifecycle management and software product development company The investment from CIP Capital allows 3Pillar Global to extend its digital development capabilities and expand its vertical industry focus
3/9/2020	altius	⇔ avanade	 Altius is a UK-based company specializing in data performance management and AI solutions The acquisition provides Avanade additional depth of expertise in data platforms, managed services, and data visualization
3/9/2020	X expartners	sopra 🌄 steria	 Cxpartners is a user experience design consultancy The acquisition expands Sopra Steria's UK-based customer experience offerings
3/9/2020	⊘ZEN3	Tech Mahindra	 Zen3 is a provider of Al-driven, data-driven, and cloud-native solutions intended to solve unique business challenges The acquisition helps Tech Mahindra bolster its enterprise application practice and capabilities



Date Announced	Target	Buyer / Investor	Target Description / Deal Commentary
3/6/2020	Sandtable	WPP	 Sandtable is a data science company that specializes in behavioral analytics and advanced simulations This acquisition strengthens and deepens WPP's technology and analytics offerings
3/3/2020	METRICDIGITAL	WPROMOTE	 Metric Digital provides digital marketing services specializing in paid social media ads The acquisition expands Wpromote's East Coast footprint and expands its digital-native client base
3/3/2020	sandb□x	MERGE DESIGN-INTERACTIVE	 Sandbox is a strategic and digital agency based in Chicago The acquisition provides Merge with deep pharma expertise and expands its healthcare vertical
3/2/2020	Plus digital, Plus humain	Insight ^{‡†}	 vNext provides digital consulting services and managed services, specializing in the Azure Cloud The acquisition allows Insight to expand and increase its capacity to deliver consulting and implementation services to support clients' digital transformation initiatives
2/26/2020	GROWWW	HAKUHODO	 Growww is a Taiwan-based advertising agency The acquisition will expand Hakuhodo's base in the Asia Pacific region
2/25/2020	SEGUE TECHNOLOGIES	TETRA	 Segue Technologies provides information technology solutions and services to government and healthcare clients The acquisition allows Tetra Tech to expand its ability to provide innovative solutions by combing advanced data analytics with their expertise in environmental infrastructure
2/21/2020	RATIONAL	wipro	 Rational is a full-service digital customer experience company The acquisition scales Wipro's digital offerings
2/20/2020	SmartBug.	American Discovery Capital	 SmartBug provides marketing services such as inbound marketing and digital strategy services The investment from American Discovery Capital allows SmartBug to accelerate its growth and capitalize on numerous expanded opportunities in inbound marketing services



Date Announced	Target	Buyer / Investor	Target Description / Deal Commentary
2/19/2020	ADVECTAS Excellence in your decisions	Capgemini	 Advectas is a developer of management reporting and performance management software The acquisition strengthens Capgemini's presence in the Nordics and deepens its expertise in the fast growing market for data management and analytics
2/19/2020	VANBERLO	accenture	 VanBerlo is a product design and innovation agency that provides a range of solutions to support the creation process The acquisition strengthens Accenture's capabilities to help clients benefit from the merging of physical products and digital services
2/19/2020	PURPOSE	Capgemini	 Purpose is a creator of purpose-driven campaigns, creative content, and social impact strategies The acquisition expands Capgemini's digital and analytical capabilities
2/14/2020	Media Ø Storm	MERKLE ₄	 Media Storm is an American advertising and marketing company for entertainment marketers The acquisition provides Merkle a lead technology-enabled marketing agency that expands its vertical presence
2/14/2020	indi	ValueLabs	 Indi Design operates as a brand, design, and innovation consultancy firm The acquisition allows ValueLabs to expand its offerings regarding brand thinking while obtaining a comprehensive design background
2/12/2020	■ Business & Decision	Business Services	 Business & Decision operates as an IT consulting and systems integration company This acquisition strengthens Orange Business Services' operation in the data analysis and governance in France and internationally
2/11/2020	hanapin marketing	brainlabs	 Hanapin Marketing operates as a digital marketing company that matches business with PPC advertisements The acquisition allows BrainLabs to create an integrated agency model without departments but teams centered around clients
2/11/2020	ta	INTEGRITY	 TA is an independent advertising agency The acquisition provides Integrity with access to specialized advertising and marketing techniques



Date Announced	Target	Buyer / Investor	Target Description / Deal Commentary
2/10/2020	« SIM PLUS	Infosys®	 Simplus is an advisor in cloud consulting, implementation, data integration, and training services for Salesforce applications The acquisition further elevates Infosys' position as an end-to-end Salesforce enterprise cloud service provider
2/9/2020	martin.	HEARST newspapers	 The Martin Group provides brand development and creative marketing services to customers The investment from Hearst Newspaper allows The Martin Group to formalize the company's partnership with <i>Times Union</i>, owned by Hearst
2/5/2020	ENGINEERING	BainCapital PRIVATE EQUITY	 Engineering is an Italian IT services provider The investment from Bain Capital allows Engineering to expand into new markets outside of Italy
2/4/2020	Suzy	BDIVII Bortolomann Dig zel Media Investments	 Suzy is a provider of a social media marketing platform The acquisition allows BDMI to strengthen their marketing and sales strategy
2/3/2020	CODEZERO	Cognizant	 CodeZero is a provider of consulting and implementation services The acquisition enriches Cognizant's cloud offerings and brings deep domain expertise to their clients
2/3/2020	MUDANO	accenture	 Mudano is a strategic data consultancy providing services to U.K. financial services firms The acquisition allows Accenture to further enhance its analytics, data, and AI transformation capabilities
2/3/2020	\$ Askida	Alithya **	 Askida provides custom software development and quality assurance services The acquisition provides Alithya expertise in the software quality assurance industry, allowing the company to develop in new markets
2/3/2020	Entertainment intelligence	TechStar	 Entertainment Intelligence provides digital marketing capabilities specializing in content creation, storytelling, and the dissemination of content The company was accepted into Tech Star's accelerator

program in order to receive funding for growth

Source: Capital IQ, market data as of 31-Mar-2020



Date Announced	Target	Buyer / Investor	Target Description / Deal Commentary
1/31/2020	ARCHER	bounteous	 The Archer Group (aka Cohesive Solutions) operates as a marketing company that offers insights and planning services The acquisition deepens Bounteous' robust service offerings through big picture digital solutions that drive growth for clients
1/31/2020	21GRAMS	W ₂ O	 21Grams is a strategic and creative marketing, advertising, and patient/medical education agency The acquisition expands W2O's advertising and marketing capabilities within the healthcare sector
1/31/2020	CERIUM	Tech Mahindra	 Cerium Systems provides circuit design for very large scale clients The acquisition boosts Tech Mahindra's Engineering Services
1/30/2020	centretek Web Services Division	spm.	 Web Services Division of CentreTEK solutions provides digital marketing and a web designing The acquisition allows SPM Marketing to provide their clients a full range of creative and technology-based digital services to expand the combined agency's reach across the health sector
1/27/2020	dig <mark>I[</mark> al ^a	MERKLE.	 Digital Pi is a provider of marketing automation consulting services The acquisition will strengthen Merkle's personalized and integrated solutions for omnichannel engagement
1/19/2020	pactera	CEC 中国电子	 Pactera Technology International provides consulting and technology services in China The acquisition provides CEC an expanding global presence, abundant industry knowledge, and a strong IT application service field
1/14/2020	TRIDENT GROWTH PARTNERS	hawkemedia YOUR OUTSOURCED CMOM	 Trident Growth Partners operates as a digital agency that provides marketing services The acquisition expands Hawke Media's reach in the Northeast US
1/14/2020	e-nor	CARDINALPATH	 E-Nor operates as an online marketing consulting firm that offers digital marketing optimization services The acquisition allows Cardinal Path, a subsidiary of Dentsu, to create a significant force around the Google marketing stack

through expertise and licensing



Date Announced	Target	Buyer / Investor	Target Description / Deal Commentary
1/13/2020	iTG	→ICF	 Incentive Technology Group provides information technology consulting services to the government and commercial clients The acquisition significantly expands ICF's IT modernization services to the US federal government
1/13/2020	\mathbb{V} Team vision	sabio	 Teamvision is a specialist provider of contact center and customer experience solutions The acquisition allows Sabio to expand as a dominant player in the European market
1/10/2020	// diconium		 Diconium provides strategic consulting services for the digital transformation of companies The acquisition strengthens Volkswagen's capabilities in the field of digital sales solutions
1/8/2020	\UDIENCE X	DECATHLON CAPITAL PARTNERS	 AudienceX develops digital advertising solutions The funding from Decathlon Capital Partners fuels sales and marketing efforts, geographical expansion, and customer support
1/8/2020	Digital Decisions	ebiquity	 Digital Decisions is a digital media monitoring and optimization services The acquisition allows Ebiquity to enhance its media services for a global client base
1/7/2020	PRIME BRINGING VISIONS TO LIFE	Frontenac	 Prime Technology Group is a technology services company that provides software solutions for the insurance, financial services, and healthcare industries The acquisition provides Frontenac key industry knowledge of highly regulated industries
1/6/2020	→ MedTouch	PERFICIENT vision. execution value.	 MedTouch is a digital healthcare marketing and technology consulting firm The acquisition strengthens Perficient's healthcare expertise and digital marketing capabilities
1/2/2020	DCG	CLAVIS CAPITAL PARTNERS	 DCG One provides marketing, digital marketing, and print production services The investment from Clavis Capital allows DCG to expand its

The investment from Clavis Capital allows DCG to expand its

capabilities and fuel its growth

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Digital Technology Services Comparable Companies

	Price	% of 52 Week	Market	Enterprise	e EV / Revenue Multiples			EV / EBITDA Multiples			EBITDA	CAGR	Z0Z0E Revenue
Digital Technology Services Index	31-Mar-2020	High	Cap	Value	LTM	2020	2021	LTM	2020	2021	Margin	2016A-19A	Growth %
Endava	\$ 35.16	61.9 %	\$ 1,847	\$ 1,744	4.1 x	3.6 x	3.0 x	45.0 x	16.2 x	13.3 x	9.2 %	31.9 %	22.9 %
EPAM	185.66	74.8	10,848	9,994	4.4	3.6	3.0	28.7	20.1	16.2	15.2	25.2	22.4
Globant	87.88	62.0	3,368	3,377	5.1	4.2	3.5	29.2	21.2	17.5	17.5	26.8	22.5
Grid Dynamics	8.00	64.1	431	398	3.4	2.7	2.2	19.5	15.1	11.7	17.3	N/A	23.6
	High	74.8 %	\$ 10,848	\$ 9,994	5.1 x	4.2 x	3.5 x	45.0 x	21.2 x	17.5 x	17.5 %	31.9 %	22.9 %
	Median	62.0	3,368	3,377	4.4	3.6	3.0	29.2	20.1	16.2	15.2	26.8	22.5
	Mean	66.3	5,354	5,038	4.5	3.8	3.1	34.3	19.2	15.6	14.0	28.0	22.6
	Low	61.9	1,847	1,744	4.1	3.6	3.0	28.7	16.2	13.3	9.2	25.2	22.4

IT & BPO Services Comparable Companies

	Closing Price	% of 52 Week	Equity Market	Enterprise	EV/I	Revenue Mult	ples	EV/E	BITDA Multip	oles	LTM EBITDA	3 Year CAGR	2020E Revenue
IT & BPO Services Index	31-Mar-2020	High	Cap	Value	LTM	2020	2021	LTM	2020	2021	Margin	2016A-19A	Growth %
Accenture	\$ 163.26	75.4 %	\$ 111,149	\$ 106,547	2.4 x	2.4 x	2.2 x	14.8 x	13.2 x	12.5 x	16.1 %	9.4 %	2.4 %
Atos	67.85	63.5	7,305	9,607	0.7	0.7	0.7	5.6	5.2	4.9	13.2	(1.6)	1.5
Capgemini	84.62	63.7	14,538	15,677	1.0	0.9	0.8	7.7	5.8	5.2	12.8	4.1	17.3
CGI Group	53.75	66.5	15,504	16,960	1.9	1.9	1.8	10.3	9.6	9.3	18.4	4.8	3.2
Cognizant	46.47	62.1	26,023	23,539	1.4	1.4	1.3	7.2	7.2	6.7	19.6	7.4	2.7
Genpact	29.20	64.6	5,702	6,736	1.9	1.7	1.6	12.9	9.9	8.9	14.8	10.7	11.7
HCL	5.80	70.0	7,860	7,241	0.7	0.7	0.7	3.3	3.1	2.8	22.8	12.3	2.8
Hexaware	3.01	49.7	898	887	1.1	1.0	0.9	7.2	6.7	6.0	15.7	16.5	15.6
Mphasis	8.82	65.5	1,647	1,563	1.3	1.3	1.1	7.9	6.7	6.1	16.6	11.6	10.6
Perficient	27.09	50.4	921	975	1.7	1.7	1.6	12.6	9.7	8.6	13.6	8.1	9.2
Tech Mahindra	7.51	66.8	7,385	6,188	1.2	1.2	1.1	7.4	7.5	6.3	16.3	3.3	3.1
Wipro	2.61	65.2	14,937	11,327	1.4	1.4	1.3	7.0	6.9	6.7	20.0	5.1	3.4
	High	75.4 %	\$ 111,149	\$ 106,547	2.4 x	2.4 x	2.2 x	14.8 x	13.2 x	12.5 x	22.8 %	16.5 %	17.3 %
	Median	64.9	7,623	8,424	1.4	1.3	1.2	7.6	7.1	6.5	16.2	7.8	3.3
	Mean	63.6	17,822	17,270	1.4	1.4	1.3	8.7	7.6	7.0	16.7	7.7	7.0
	Low	49.7	898	887	0.7	0.7	0.7	3.3	3.1	2.8	12.8	(1.6)	1.5

Marketing Services Comparable Companies

	Closing Price	% of 52 Week	Equity Market	Enterprise	EV/F	Revenue Mult	iples	EV/E	EBITDA Multip	oles	LTM EBITDA	3 Year CAGR	2020E Revenue
Marketing Services Index	31-Mar-2020	High	Cap	Value _	LTM	2020	2021	LTM	2020	2021	Margin	2016A-19A	Growth %
Dentsu	\$ 19.40	43.8 %	\$ 5,449	\$ 8,796	0.9 x	0.9 x	0.9 x	6.0 x	6.0 x	5.1 x	15.2 %	7.2 %	1.2 %
IPG	16.19	64.2	6,332	8,783	1.0	1.0	1.0	6.3	6.1	5.8	16.1	5.0	(1.1)
Omnicom	54.90	64.6	12,046	13,401	0.9	0.9	0.9	5.8	6.0	5.7	15.4	(1.2)	(0.9)
Publicis	28.70	48.5	6,801	9,569	0.8	0.8	0.8	3.6	3.7	3.6	21.8	0.0	6.6
WPP	6.86	50.8	8,632	10,090	0.7	0.8	0.7	4.7	4.7	4.2	15.8	(4.7)	(18.0)
	High	64.6 %	\$ 12,046	\$ 13,401	1.0 x	1.0 x	1.0 x	6.3 x	6.1 x	5.8 x	21.8 %	7.2 %	6.6 %
	Median	50.8	6,801	9,569	0.9	0.9	0.9	5.8	6.0	5.1	15.8	0.0	(0.9)
	Mean	54.4	7,852	10,128	0.9	0.9	0.9	5.3	5.3	4.9	16.9	1.3	(2.5)
	Low	/3 B	5.449	8 783	0.7	0.8	0.7	3.6	3.7	3.6	15.2	(4.7)	(18.0)

Source: Capital IQ, market data as of 31-Mar-2020

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



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