

Digital Transformation Market Monitor

As we head into the second half of the year, we would first like to take a moment to congratulate the team at <u>Postlight</u>, an end-to-end digital strategy, design and engineering firm, on a successful transaction with NTT DATA in Q2 2022. NTT now possesses high-end digital strategy and product design capabilities along with its critical mass of onshore software engineers. We are excited to see the new innovations they bring to the digital transformation space in the years to come.

Pivoting to a view on the broader M&A market, the landscape has evolved but there is still significant activity with a healthy supply of targets and strong demand from acquirers. Several trends to note include:

- 1. Smaller Bullseyes Strategic acquirers are still very much on the prowl for additive acquisitions; however, they appear to be narrowing their scope of focus. Acquirers are now prioritizing targets that fit their top strategic priorities and spending less time and resources on opportunistic deals.
- Significant Unspent Capital Private equity firms still maintain massive supplies of dry powder and face pressure from investors to deploy that capital and create value. Fundraising may slow down over the next six months but will likely pick up again in 2023.
- 3. Strong Valuations High-quality businesses are still commanding premium valuation multiples similar to what we saw throughout 2021. This is particularly true for rapidly growing cloud, data, and digital companies that are powered by exceptionally skilled yet scarce talent.

Most important, we believe the market still has plenty of capital for acquisitions and expect to see the above trends endure through the rest of 2022, resulting in a more targeted, but still healthy, M&A market.

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Market Overview Sector Spotlight Public Market Performance M&A Activity

Sector Leadership



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Thoughtworks Announces Acquisition of Connected

Target

Connected

Acquirer

Thoughtworks

Deal Commentary

- The deal will see Connected enhance the Thoughtworks customer experience, product and design service line in North America while expanding Thoughtworks' physical Canadian footprint.
- Guo Xiao, President and CEO of Thoughtworks, said, "We are delighted that Connected will be joining the Thoughtworks family. Creating compelling digital experiences and products is crucial to successfully captivating customers and ultimately, driving brand equity and revenue growth. With the strong alignment in our diverse and cultivating cultures, I am excited about the tremendous opportunity Thoughtworks and Connected have to empower our clients to embrace digital and deliver extraordinary impact across the enterprise."

Transaction Summary

On April 27th, 2022, Thoughtworks, an American technology consulting firm, announced the acquisition of Connected (formerly Connected Lab), a Torontobased product development company. Connected specializes in assisting organizations in building software-powered products at speed and scale.

Transaction Information

Announced Date Deal Type

Target Information Year Founded Target HQ # of Employees 27-Apr-2022 Acquisition

2014 Toronto, Canada ~165

NTT DATA Announces Acquisition of Postlight

Target Postlight

Acquirer

NTT DATA

Deal Commentary

- NTT DATA's acquisition of Postlight enables NTT to fulfill its goal of offering high-end digital strategy and product design services. Additionally, Postlight's clients and employees will benefit from access to NTT's army of onshore and offshore resources.
 - Wayne Busch, Group President, Consulting and Digital Transformation of NTT, said, "This acquisition is part of a deliberate plan to build differentiated digital engineering and design capabilities that help our clients rapidly deliver digital products into the marketplace. Postlight's focus on delivering the highest quality design strategy and advancing our creative design capabilities to clients across verticals including banking, finance, media and consumer, built to scale is second to none."

Transaction Summary

On June 1st, 2022, NTT DATA announced the acquisition of Postlight, a New York City-based digital strategy, design and engineering firm. Postlight specializes in providing web API and software development, web architecture, mobile development, content management, full-stack engineering and product design and strategy. *Clearsight served as the advisor to Postlight in connection to this transaction.

Transaction Information

Announced Date Deal Type

Target Information Year Founded Target HQ # of Employees 1-Jun-2022 Acquisition

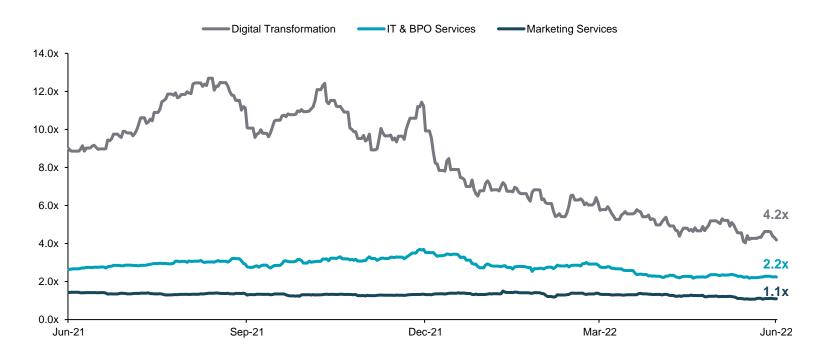
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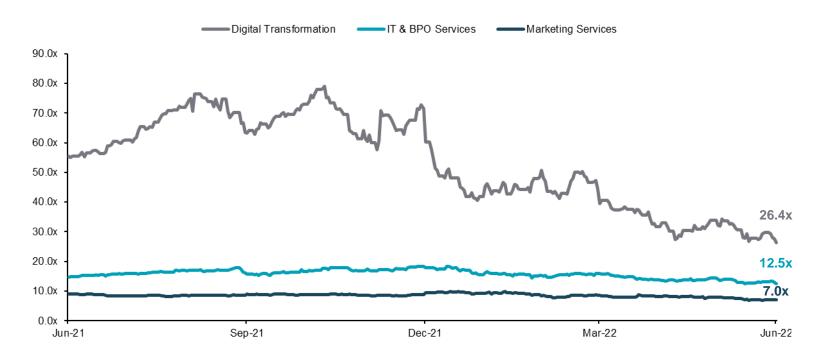
Source: Public filings, 451 Research, Capital IQ, and company websites

Digital Transformation Public Market Performance

EV / LTM Revenue – Last Twelve Months



EV / LTM EBITDA – Last Twelve Months

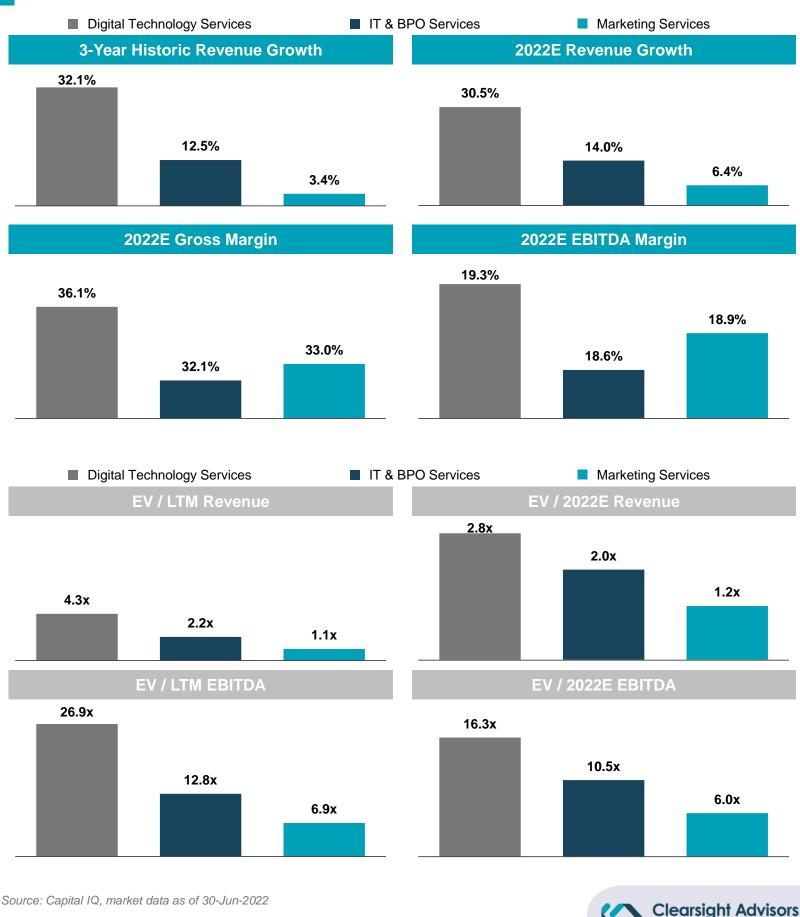




Source: Capital IQ, market data as of 30-Jun-2022

Digital Transformation

Public Market Performance



Investment Banking

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Digital Transformation Public Market Performance

Digital Technology Services Comparable Companies

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	Closing Price	% of 52 Week	Equity Market	Enterprise	EV / Reven	ue Multiples	EV / EBITD/	A Multinles	LTM EBITDA	3 Year CAGR	2022E Revenue
Digital Technology Services Index	30-Jun-2022	High	Сар	Value	LTM	2022	LTM	2022	Margin	2019A-22E	Growth %
AgileThought, Inc.	\$5.17	14.3%	\$260	\$323	1.9x	1.5x	N/M	20.1x	(3.4)%	1.9%	15.9%
Cl&T Inc.	10.09	44.8	1,372	1,430	4.1	2.6	22.3	12.5	0.2	50.1	58.5
Endava	88.27	51.2	4,912	4,833	6.0	4.3	33.8	17.9	17.9	32.1	33.0
EPAM	294.78	40.6	17,590	16,544	4.0	2.8	23.3	16.0	17.1	27.8	27.3
Globant	174.00	49.1	7,461	7,281	5.1	3.3	30.4	16.2	16.8	39.1	36.8
Grid Dynamics	16.82	39.3	1,186	1,042	4.3	2.8	N/M	16.3	3.2	36.0	40.8
Thoughtworks Holding, Inc.	14.11	41.0	4,806	5,012	4.3	3.9	N/M	20.5	(3.4)	21.0	27.9
	High	51.2%	\$17,590	\$16,544	6.0x	4.3x	33.8x	20.5x	17.9%	39.1%	40.8%
	Median	40.8	4,806	4,833	4.3	2.8	26.9	16.3	10.0	32.1	30.5
	Mean	39.2	5,370	5,209	4.3	3.0	27.4	17.1	8.0	27.4	30.3
	Low	14.3	260	323	1.9	1.5	22.3	12.5	(3.4)	1.9	15.9

IT & BPO Services Comparable Companies

	Closing Price	% of 52 Week	Equity Market	Enterprise	EV / Reven	ue Multiples	EV / EBITD	A Multiples	LTM EBITDA	3 Year CAGR	2022E Revenue
IT & BPO Services Index	30-Jun-2022	High	Cap	Value	LTM	2022	LTM	2022	Margin	2018A-22E	Growth %
Accenture	\$277.65	66.5%	\$176,114	\$173,517	2.9x	2.5x	17.3x	13.5x	16.9%	12.9%	18.7%
Atos	13.37	24.0	1,479	6,387	0.5	0.6	8.5	5.4	6.1	(1.8)	1.15
Capgemini	170.87	74.2	30,360	38,872	1.9	1.7	14.2	10.7	13.2	13.5	14.04
CGI Group	79.61	87.7	18,959	20,861	2.1	2.0	11.9	9.9	17.3	1.6	5.45
Cognizant	67.49	72.2	35,437	34,725	1.8	1.6	10.2	8.4	18.0	6.2	8.31
Genpact	42.36	78.4	7,964	9,290	2.2	1.9	13.9	10.5	16.1	7.9	9.96
HCL	12.32	70.6	33,345	32,006	2.7	2.4	12.3	10.7	22.1	8.2	8.52
Mphasis	29.09	62.8	5,477	5,358	3.3	2.6	21.1	14.2	15.8	18.1	25.30
Perficient	91.69	59.8	3,230	3,620	4.4	3.4	23.8	14.8	18.7	12.5	21.29
Tech Mahindra	12.66	54.4	11,115	10,441	1.7	1.5	11.4	8.4	15.4	13.9	19.40
Wipro	5.27	56.2	29,022	26,681	2.6	2.2	13.4	10.2	19.1	18.1	23.78
	High	87.7%	\$176,114	\$173,517	4.4x	3.4x	23.8x	14.8x	22.1%	18.1%	25.3%
	Median	66.5	18,959	20,861	2.2	2.0	13.4	10.5	16.9	12.5	14.0
	Mean	64.3	32,046	32,887	2.4	2.0	14.4	10.6	16.2	10.1	14.2
	Low	24.0	1,479	3,620	0.5	0.6	8.5	5.4	6.1	(1.8)	1.2

Marketing Services Comparable Companies

	Closing Price	% of 52 Week	Equity Market	Enterprise	EV / Reven	ue Multiples	EV / EBITD/	A Multiples	LTM EBITDA	3 Year CAGR	2022E Revenue
Marketing Services Index	30-Jun-2022	High	Сар	Value	LTM	2022	LTM	2022	Margin	2018A-22E	Growth %
Dentsu	\$29.99	80.5%	\$8,052	\$8,615	0.9x	0.9x	4.6x	4.9x	20.2%	4.7%	11.8%
IPG	27.53	68.9	10,952	12,743	1.4	1.3	7.5	6.8	18.1	3.4	5.1
Omnicom	63.61	69.4	13,273	17,008	1.2	1.2	7.2	6.8	16.5	(1.3)	1.5
Publicis	48.78	69.8	12,363	15,918	1.2	1.3	7.0	5.8	17.1	5.8	10.9
WPP	10.02	67.0	11,865	16,281	0.9	1.2	6.0	6.0	15.6	(4.4)	6.4
	High	80.5%	\$13,273	\$17,008	1.4x	1.3x	7.5x	6.8x	20.2%	5.8%	11.8%
	Median	69.4	11,865	15,918	1.2	1.2	7.0	6.0	17.1	3.4	6.4
	Mean	71.1	11,301	14,113	1.1	1.2	6.5	6.1	17.5	1.6	7.1
	Low	67.0	8,052	8,615	0.9	0.9	4.6	4.9	15.6	(4.4)	1.5

Source: Capital IQ, market data as of 30-Jun-2022 Note: Revenue growth rates are shown in reported currency and remove the impact of FX.



Digital Transformation **M&A Activity**

Date	Target	Buyer/Investor	Summary
06/30/2022	Bower House Digital	The Ogilvy Group	 Target HQ: Fitzroy, Australia Bower House Digital operates as a marketing technology services agency
06/29/2022	Apollo Interactive	The Riverside Company	 Target HQ: El Segundo, CA Apollo Interactive is a digital and interactive advertising agency offering a wide range of marketing, advertising, design and development services
06/28/2022	OuterBox Solutions	WILsquare Capital	 Target HQ: Akron, OH OuterBox is a digital transformation solutions company offering design, e-commerce, SEO and custom development services
06/28/2022	Handmade Design	Thoughtworks	 Target HQ: Sao Paulo, Brazil Handmade Design is a digital transformation consulting firm that provides strategy, design and delivery services
06/27/2022	CPQi	Exadel	 Target HQ: Toronto, Canada CPQi provides automation, digitization and managed services for financial services clients
06/16/2022	Launch Consulting	Planet Equity Group	 Target HQ: Bellevue, WA Launch Consulting provides technology consulting services including AI, analytics, design strategy and cloud engineering
06/15/2022	Mojo Media Labs	Gravity Global	 Target HQ: Irving, TX Mojo Media Labs is a digital marketing agency offering inbound marketing, sales enablement and website design services

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Investment Banking



Digital Transformation **M&A Activity**

Date	Target	Buyer/Investor	Summary
06/10/2022	Domain7 Solutions	• Versett	Target HQ: Abbotsford, Canada Domain7 Solutions is a Web agency that offers custom development, e-commerce and design strategy solutions
06/07/2022	Rufus Leonard	• Capgemini	Target HQ: London, England Rufus Leonard is an advertising agency that provides digital brand experience and design services
06/06/2022	Hanu	۰ Insight Enterprises	Target HQ: Princeton, NJ Hanu provides IT and managed services focused on Azure migration and integration
06/02/2022	OneMagnify	• Crestview Partners	Target HQ: Detroit, MI OneMagnify is a digital marketing and communications company specializing in brand development, solution design and development and cloud services
06/02/2022	Box 1824	CI&T	Target HQ: Sao Paulo, Brazil Box 1824 is a strategic research consulting firm focused on analyzing behaviors and business culture
06/02/2022	Caserta	• McKinsey & Company	Target HQ: New York, NY Caserta provides strategic technology consulting and implementation services
06/02/2022	Tweag	• Modus Create	Target HQ: Paris, France Tweag is a digital transformation firm providing software engineering, ML, research and DevOps services



Date	Target	Buyer/Investor	Summary
05/24/2022	Design Partners	• PA Consulting	Target HQ: Bray, Ireland Design Partners operates as a product design and innovation agency
05/24/2022	Methods	• Alten	Target HQ: London, England Methods offers IT services including cloud engineering, cybersecurity, digital strategy and managed services
05/23/2022	TheoremOne	• MediaMonks	Target HQ: Los Angeles, CA TheoremOne offers product strategy and custom product engineering and development services
05/11/2022	nClouds		Target HQ: Suisun, CA nClouds offers AWS and DevOps consulting and implementation services
05/10/2022	DAS Group	JAL Equity	Target HQ: Plantation, FL DAS Group offers digital marketing services including SEO, custom development and reporting / analytics
05/06/2022	Mindtree	۰ Larsen & Toubro Infotech	Target HQ: Bangalore, India Mindtree is a technology consulting and IT services company that offers a range of digital transformation consulting and development services
04/22/2022	Brand New Galaxy	• Stagwell	Target HQ: Amsterdam, Netherlands Brand New Galaxy provides digital marketing and technology services including e- commerce, content production and automation

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Investment Banking



Date	Target	Buyer/Investor	Summary
04/21/2022	CloudCo	• Valtech	Target HQ: Mexico City, Mexico CloudCo offers custom development solutions for the Salesforce platform
04/21/2022	Ergo	• Accenture	Target HQ: Buenos Aires, Argentina Ergo offers data-driven decision-making insights supported by big data and AI
04/21/2022	3Q Digital	• Dept Holding	Target HQ: Chicago, IL 3Q Digital provides a wide range of digital marketing services including promotional and branding services
04/20/2022	What If Media	• Abry Partners	Target HQ: Fort Lee, NJ What If Media provides marketing services and identifies actionable insights to inform more effective marketing campaigns
04/13/2022	Blue Orange Digital	• Oliver Wyman	Target HQ: New York, NY Blue Orange Digital offers digital transformation consulting services focused on leveraging data science and ML
04/11/2022	Search Laboratory	• Havas	Target HQ: Leeds, England Search Laboratory offers digital marketing services that leverage data science to support digital strategies
04/07/2022	The Berndt Group	• Valtech	Target HQ: Baltimore, MD The Berndt Group provides digital marketing services to a wide variety of industries, including healthcare, professional services and technology businesses

Source: Capital IQ, Pitchbook



About Clearsight

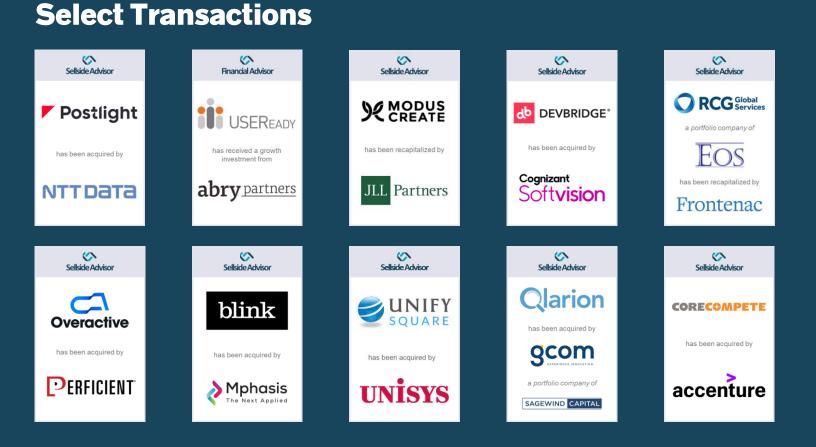
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