VENERO
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3Q 2024 in Review

Future of Work M&A and Investment Activity

About Venero Capital Advisors

#1 Work Tech corporate finance and M&A advisor globally

VENERO CAPITAL ADVISORS

100% focused on the Future of Work sector

Deep market insights and participation

Unrivalled access to decision makers

Highly experienced senior advisors

> “Our Sector Expertise Becomes Your Competitive Advantage”

Sell-Side M&A

Most Work Tech acquisitions involve strategic buyers with limited track record of HCM sector M&A. Without a broad understanding of sector dynamics, it can be very hard to create a long list of suitable potential acquirers.

We have been covering Work Tech for years and have developed senior-level access to a long list of suitable strategic and financial acquirers, including potentially non-obvious ones.

Buy-Side M&A

Our deep sector expertise and knowledge of the Work Tech landscape provides buyers with a competitive advantage when bidding for assets.

As part of a buy-side mandate, we can help you select the preferred target segments, produce a shortlist of suitable acquisition prospects, approach them confidentially and execute the transaction based on well-defined criteria.

Debt Financing & Equity Capital Raising

Leveraging our understanding of the proof points sought by investors and lenders, we can help you develop a funding thesis that is sufficiently differentiated, defendable, well structured and appealing.

A well-executed financing round will also benefit from our insights into valuation benchmarking, investor and lender access, potential concerns, process structuring and term negotiations, through to closing.

Our coverage of the WorkTech ecosystem

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Venero offers unparalleled coverage of the WorkTech ecosystem, maintaining deep and long-standing relationships with corporates and investors globally

An industry driven by constant innovation and change requires the sophistication of an advisor who can think ahead of the market and utilize solid industry relationships and insights to help advance your vision

Our team of experienced investment bankers optimizes client outcomes by running competitive processes with well-informed, deep domain expertise

Our Sector Expertise

WORKTECH INDUSTRY COVERAGE

HR Technology

- Talent Acquisition
- Talent Management
- Learning & Development
- Workforce Management
- Employer Of Record / PEO
- Field Service Management
- Regulatory Compliance
- Vendor Management Systems
- Core HR & Payroll
- Compensation, Benefits, Rewards
- Daily Pay
- Employee Wellbeing
- Case Management
- Employee Communications
- Project Management
- Occupational Safety

Business Management

- Business Intelligence & Analytics
- ERP
- Finance & Accounting
- Bill Payment
- Subscription Management
- Operations Management
- CRM
- Budgeting & Forecasting
- Supply Chain Management
- Business Spend Management
- Practice Management
- Office Space Management

Productivity

- Collaboration And Messaging
- Document Management
- Process Automation
- Workspace Management
- Video And Audio Communication
- Content Management
- Data Management
- Organizational Design

International coverage

We provide our clients with superior service and global coverage through colleagues and partners in the world's major financial hubs

Our main offices are:

London
23 Berkeley Square
London W1J 6HE

Berlin
Europaplatz 2
Berlin 10557

Los Angeles
360 E 2nd St
Los Angeles, CA 90012

About Venero Capital Advisors

The financial advisor of choice for Future of Work businesses

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We are incredibly proud to be the financial advisor of choice for Future of Work businesses globally. Our clients range from early-stage businesses and midsized companies to large, private-equity-backed, and publicly traded corporations. More WorkTech and HRTech companies trust Venero to deliver a successful M&A transaction than any other investment bank.

View our extensive deal track record ⟶

SELECTED TRANSACTIONS

Venero Capital Advisors
is pleased to announce its role as joint financial advisor to
gotoro
on its sale to
A//RRAY

Venero Capital Advisors
is pleased to announce its role as exclusive financial advisor to
bloomin
on its merger with
zest

Venero Capital Advisors
is pleased to announce its role as exclusive financial advisor to
Sunsoft
on its sale to
SOFTONE Group of Companies

Venero Capital Advisors
is pleased to announce its role as exclusive financial advisor to
clevy
on its sale to
fountain

Venero Capital Advisors
is pleased to announce its role as joint financial advisor to
upstream
a portfolio company of
actis
on its €25M debt refinancing by
NATIONAL BANK OF GREECE
European Investment Bank

Venero Capital Advisors
is pleased to announce its role as joint financial advisor to
CERTEMY®
on its sale to
NUMETA CAPITAL

Venero Capital Advisors
is pleased to announce its role as exclusive financial advisor to
boostrs
on its sale to
visier®

Venero Capital Advisors
is pleased to announce its role as exclusive financial advisor to
Beeple
a portfolio company of
THE ADECCO GROUP
on its sale to
VISMA

Venero Capital Advisors
is pleased to announce its role as exclusive financial advisor to
WORKMATE
on its sale to
PERSOL

Venero Capital Advisors
is pleased to announce its role as exclusive financial advisor to
People-Analytix
on its sale to
learningpool
a portfolio company of
MARLIN EQUITY PARTNERS

Venero Capital Advisors
is pleased to announce its role as exclusive financial advisor to
OurTandem
on its sale to
beqom
a portfolio company of
Sumeru

Venero Capital Advisors
is pleased to announce its role as exclusive financial advisor to
woffu
on its sale to
VISMA

Venero Capital Advisors
is pleased to announce its role as exclusive financial advisor to
firstbird
on its sale to
radancy

Venero Capital Advisors
is pleased to announce its role as joint financial advisor to
DataFuZion HCM
on its sale to
CERIDIAN

Venero Capital Advisors
is pleased to announce its role as exclusive strategic and financial advisor to
CURO
on its sale to
PayScale HUMAN CAPITAL
a portfolio company of
INSIGHT PARTNERS
FP FRANCISCO PARTNERS

Venero Capital Advisors
is pleased to announce its role as exclusive financial advisor to
jubiwee
on its sale to
COYO
a portfolio company of
MARLIN EQUITY PARTNERS

State of the Market in 3Q 2024

Executive Summary

For the last two years, Work Tech businesses have been operating in a low-growth environment. That's not surprising. Central banks have been raising interest rates to cool their economies. At its core, this translates into businesses gradually cutting spending and slowing down hiring, both of which affect the top-line of Work Tech vendors

In the context of M&A, this period of decelerating growth has impacted valuation multiples. Buyers had in any case already adjusted their approach to valuation, with double-digit revenue multiples becoming the exception rather than the norm even for assets with very strong performance. But now, many companies that come to market have almost eight quarters of steadily decelerating growth and increasing churn. And this tends to impact their valuation

On the other hand, Work Tech businesses that have maintained robust growth over this period are treated very differently, because they have demonstrated sticky customer demand even during a slowdown. Such businesses still transact at attractive multiples, and certainly at a significant premium to peers

The outlook for 2025 is positive, albeit improvement will be gradual. Top-line growth is still the primary valuation driver, combined with the company's broader narrative, synergies and competitive positioning

HOW WORK TECH COMPANIES ARE BEING ASSESSED

Top-Line Growth *ARR or Revenue*	Growth is still king, albeit not at any cost
Retention Metrics *GRR and NRR*	Crucial, esp. in the absence of above-average growth
Profitability *Cash EBITDA*	Cash EBITDA or path to profitability important in M&A, esp. for PE firms
Company Positioning *Competitive Outlook*	Narrative is crucial, but must be backed by robust KPI's
Buyer Motivation *Synergies & Conviction*	The buyer with the most synergies will often outbid everyone else

Public Markets Update

Public peer valuation development

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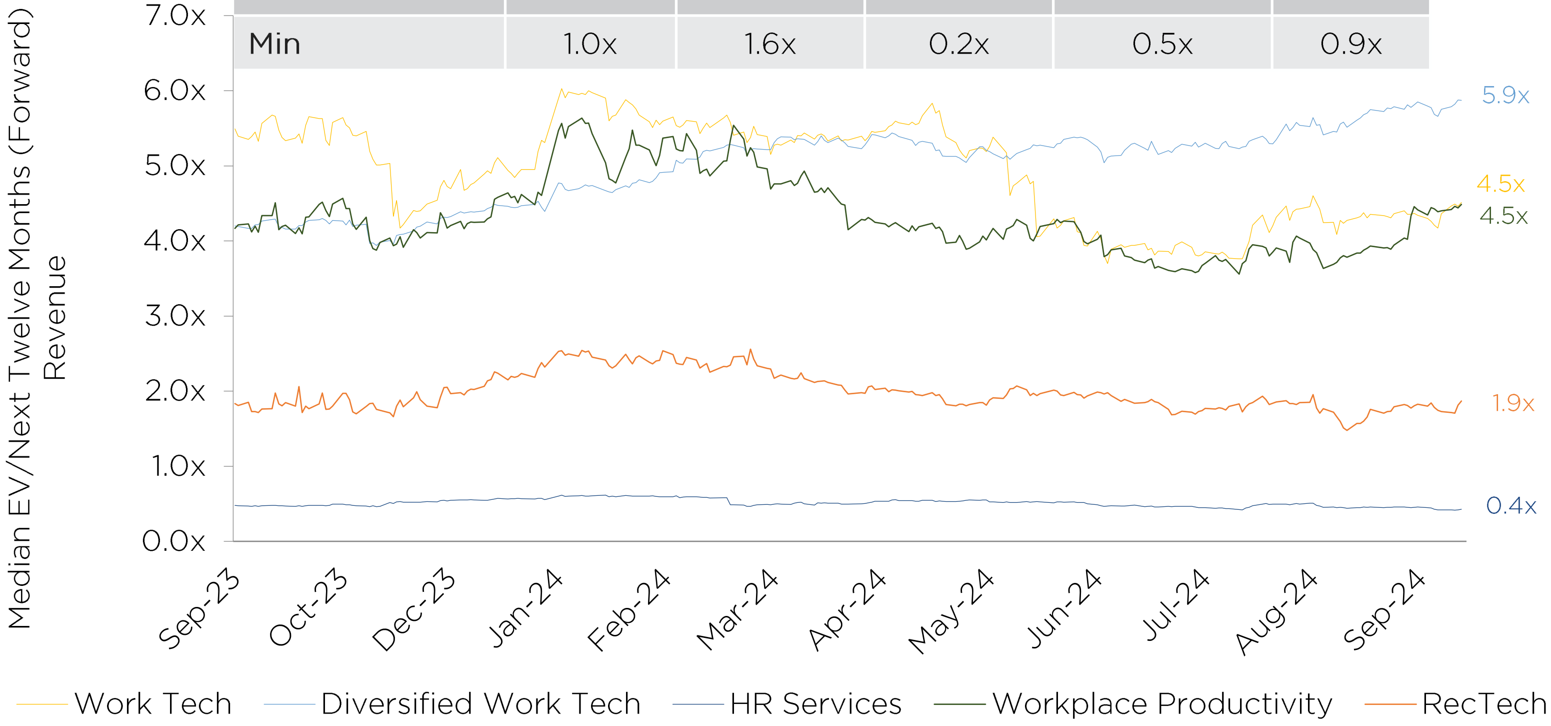
Public market valuations for Work Tech companies have shown notable stability over the past year, even as the broader technology sector experiences a recovery

This performance can largely be attributed to the tempered growth outlook for the sector. Analysts project that revenue growth for HR Tech and Work Tech will not accelerate in the near term, with 2025 forecasts in line with 2024

This is particularly significant when contrasted with the robust growth seen in 2023, where most companies in the sector enjoyed almost twice as high revenue growth

EV/NTM Sales	WorkTech	Diversified	Services	Productivity	RecTech
Average	4.9x	5.6x	1.6x	5.2x	2.9x
Median	4.5x	5.9x	0.4x	4.5x	1.9x
Max	10.4x	8.9x	8.4x	10.6x	8.9x
Min	1.0x	1.6x	0.2x	0.5x	0.9x



Source: Google Finance and Investing.com, Venero Capital Advisors analysis

Revenue growth benchmarking

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	COMPANY	YOY REVENUE GROWTH[(a)]				CAGR
		2022	2023	2024E	2025E	2023-25E
WORK TECH	ATOSS	17%	33%	15%	15%	15%
	Intuit	23%	13%	13%	12%	13%
	Workday	21%	17%	16%	14%	15%
	Dayforce	22%	22%	15%	13%	14%
	Paylocity	36%	27%	13%	10%	12%
	Docebo	38%	26%	19%	16%	18%
	Paycom	30%	23%	10%	11%	11%
	Sage	7%	11%	8%	8%	8%
	First Advantage	-4%	1%	7%	8%	8%
	Paycor	26%	23%	14%	11%	13%
	Freshworks	34%	19%	19%	17%	18%
	Asure Software	26%	25%	6%	9%	7%
	Udemy	22%	16%	7%	8%	7%
	Median	23%	22%	13%	11%	13%

(a) Calendarized to December

Source: Analyst forecasts

>50% | 20%-50% | 0%-20% | -10%-0% | -20%-10% | <-20%

2024 proved to be challenging for many Work Tech businesses, with median revenue growth rates reducing by nearly 50% compared to the post-COVID highs of 2022

This significant decline underscores the broader economic environment shaped by central bank policies aimed at curbing inflation. By raising interest rates, central banks sought to temper economic activity, which in turn has had a direct impact on business spending

Many organizations have become more cautious with their budgets, slowing down hiring and limiting the purchase of business software

Revenue growth benchmarking (cont.)

		YOY REVENUE GROWTH[a]				CAGR
	COMPANY	2022	2023	2024E	2025E	2023-25E
RECRUITMENT TECH	Seek	24%	-4%	-6%	6%	0%
	Recruit	21%	4%	2%	6%	4%
	Fiverr	13%	7%	6%	10%	8%
	ZipRecruiter	22%	-29%	-28%	10%	-11%
	Upwork	23%	11%	7%	5%	6%
	Freelancer	-3%	-4%	-3%	4%	0%
	DHI	25%	2%	-6%	-1%	-3%
	Median	**22%**	**2%**	**-3%**	**6%**	**0%**
DIVERSIFIED WORK TECH	Oracle	12%	10%	8%	11%	10%
	SAP	11%	1%	8%	11%	10%
	ADP	10%	8%	6%	5%	6%
	Upland Software	5%	-6%	-7%	-3%	-5%
	Median	**10%**	**4%**	**7%**	**8%**	**8%**

>50% | 20%-50% | 0%-20% | -10%-0% | -20%-10% | <-20%

(a) Calendarized to December

Source: Analyst forecasts

The last two years marked a significant downturn for recruitment companies, following the hiring surge post COVID. Faced with economic uncertainties and higher operational costs, many employers implemented hiring freezes or reduced recruitment efforts, resulting in YoY revenue declines for many Recruitment Tech vendors

After two difficult years, the situation may be improving in 2025, with low-single-digit growth expected for most of the sector

Diversified Work Tech vendors, meanwhile, have fared better, exhibiting greater resilience largely due to their diverse offering and focus on enterprise customers

Revenue growth benchmarking (cont.)

		YOY REVENUE GROWTH[a]				CAGR
	COMPANY	2022	2023	2024E	2025E	2023-25E
HR SERVICES	Paychex	11%	7%	5%	5%	5%
	Healthstream	4%	5%	5%	5%	5%
	Zalaris	15%	27%	16%	10%	13%
	TriNet	8%	8%	8%	8%	8%
	Insperity	20%	9%	2%	7%	4%
	Randstad	12%	-8%	-5%	4%	-1%
	Adecco	13%	1%	-1%	3%	1%
	Manpower	-4%	-5%	-5%	3%	-1%
	TrueBlue	4%	-15%	-18%	-1%	-9%
	Median	11%	5%	2%	5%	4%

>50%	20%-50%	0%-20%	-10%-0%	-20%-10%	<-20%

For HR Services businesses, revenue growth remained subdued in 2024, in line with the slowdown in hiring. Recruitment businesses like TrueBlue, Randstad and Manpower have been particularly impacted

The outlook for 2025 appears to be improving, however, with median growth in the low single digits

(a) Calendarized to December

Source: Analyst forecasts

Revenue growth benchmarking (cont.)

		YOY REVENUE GROWTH[a]				CAGR
	COMPANY	2022	2023	2024E	2025E	2023-25E
WORKPLACE PRODUCTIVITY	Monday.com	69%	40%	32%	27%	29%
	Hubspot	33%	25%	18%	16%	17%
	Atlassian	30%	25%	19%	18%	19%
	Salesforce	19%	12%	9%	9%	9%
	Smartsheet	39%	26%	17%	15%	16%
	Box	13%	5%	5%	6%	6%
	DocuSign	21%	10%	7%	6%	6%
	Dropbox	8%	7%	2%	2%	2%
	Asana	46%	21%	11%	12%	11%
	Zoom	10%	3%	3%	3%	3%
	ON24	-6%	-14%	-10%	-1%	-6%
	Median	21%	12%	9%	9%	9%

>50% | 20%-50% | 0%-20% | -10%-0% | -20%-10% | <-20%

(a) Calendarized to December

Source: Analyst forecasts

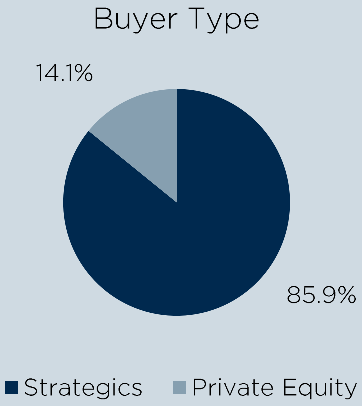
The performance Workplace Productivity vendors has been more robust than their HR Tech peers, although they too have been reporting growth rates that are almost half those of 2022

Based on analyst forecasts, revenue growth next year will remain at the high single digit levels, similar to what is being reported in 2024

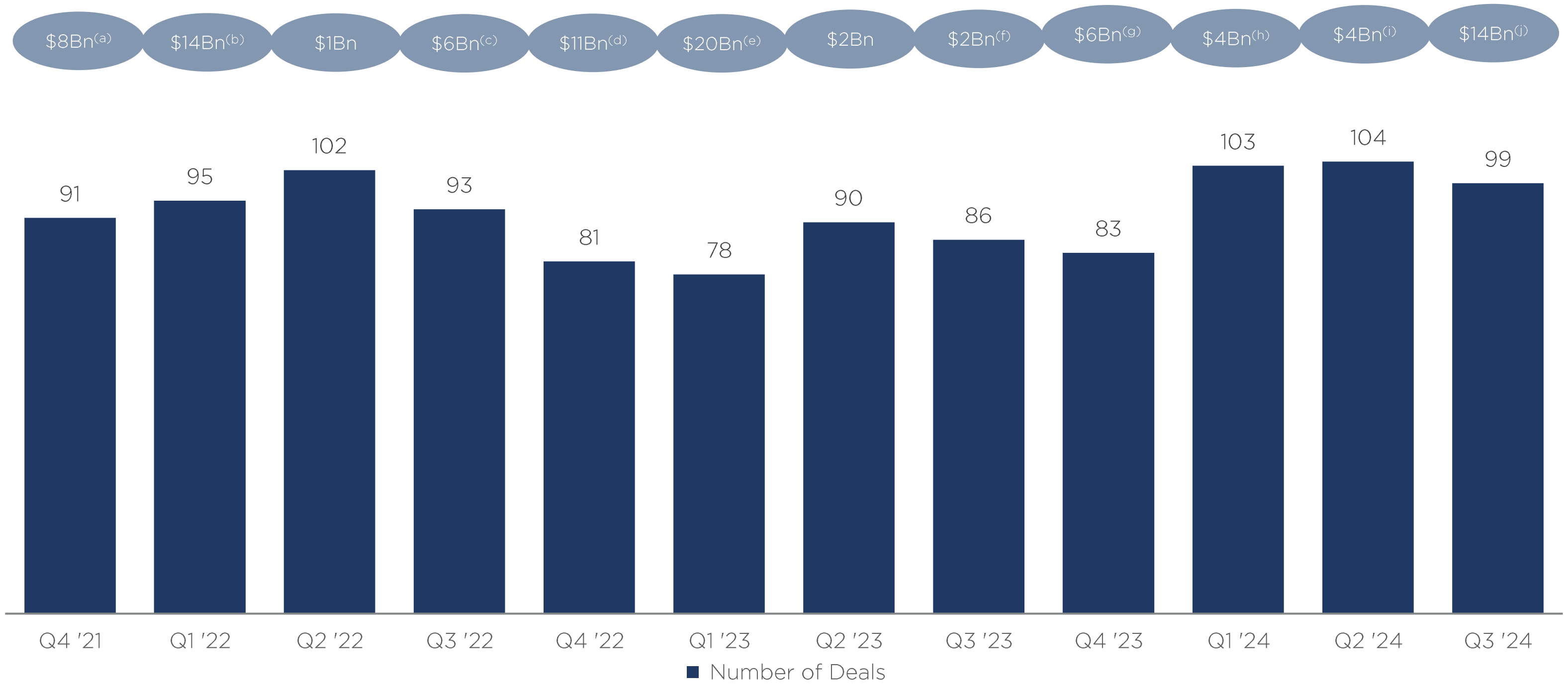
M&A Update

WorkTech M&A trends

M&A activity YTD has been very robust, with 336 acquisitions in total during the first three quarters. This puts 2024 on track for record deal volumes. Both PE firms and PE-backed strategics have been active acquirers



WORK TECH M&A VOLUME AND VALUE



Note: Disclosed deal values only

(a) Includes acquisition of Cornerstone OnDemand by Clearlake Capital ($6.1Bn); (b) Includes acquisition of Anaplan by Thoma Bravo ($10.5Bn); (c) Includes acquisition of Frontline Education by Roper Technologies ($3.7Bn) and acquisition of LifeWorks by Telus ($1.7Bn); (d) Includes acquisition of Coupa Software by Thoma Bravo ($8.0Bn); (e) Includes acquisition of Knowbe4 by Vista ($4.6Bn) and acquisition of Qualtrics by Silver Lake ($12.5Bn) and acquisition of Works Human Intelligence by GIC ($2.6Bn); (f) Includes acquisition of Kahoot! by Goldman Sachs ($1.7Bn); (g) Includes acquisition of Iris by Leonard Green & Partners ($4.0Bn); (h) Includes acquisition of Sterling by First Advantage ($2.2Bn); (i) Includes acquisition of Zellis by APAX partners ($1.6Bn) and acquisition of WalkMe by SAP ($1.5Bn);); (j) Includes acquisition of Instructure by KKR ($4.5Bn) and acquisition of Spreadsheet by Blackstone and Vista Equity Partners ($8.4Bn)

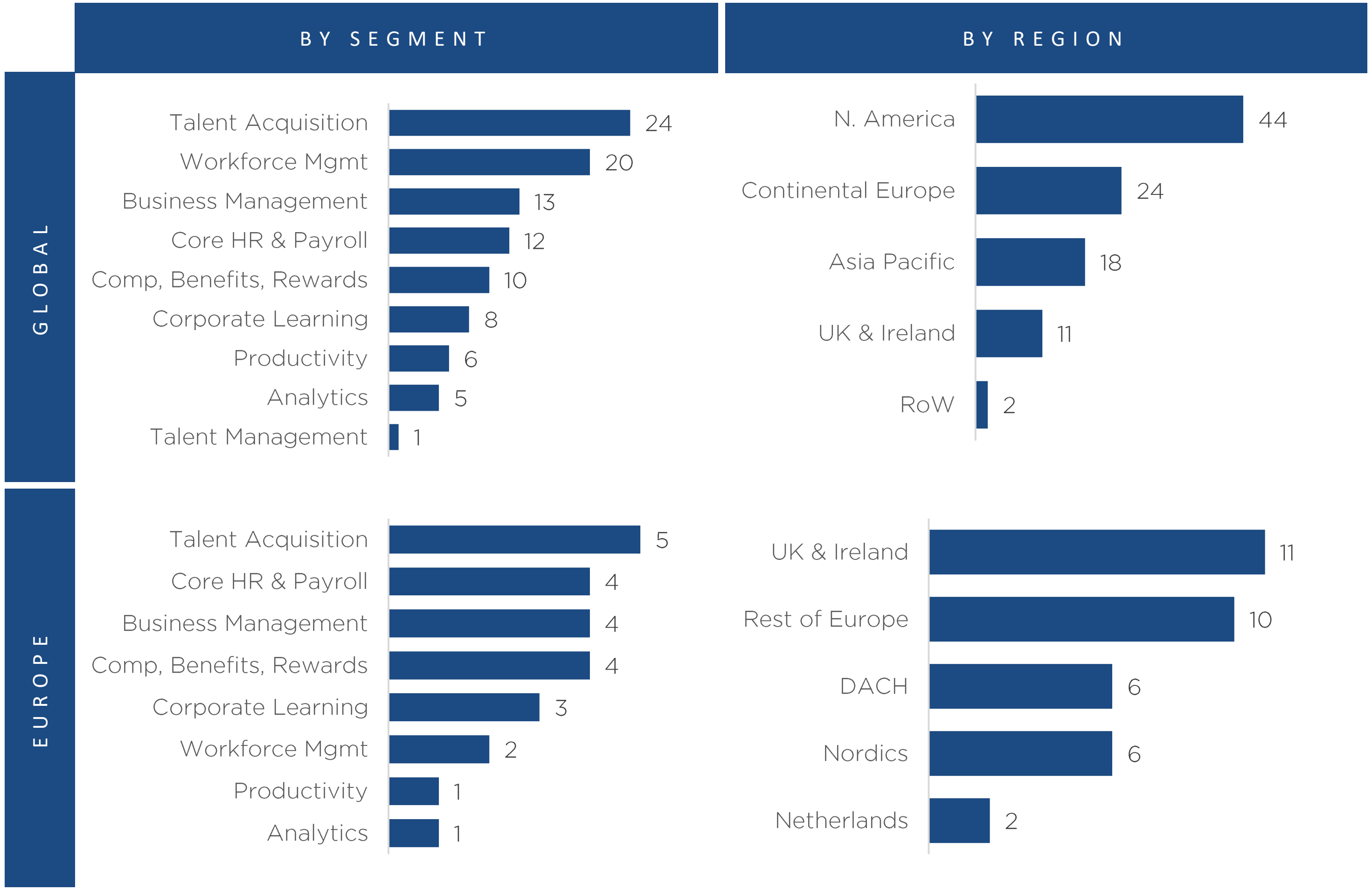
Source: Press reports as of 4 October 2024, Venero Capital Advisors analysis

WorkTech M&A trends (cont.)

Talent Acquisition led the way in consolidation during Q3, maintaining its position as the most dynamic segment within Work Tech. This is despite the difficult LTM numbers reported by most recruitment vendors and highlights the market's large potential and continuous innovation

The second most active segment was Workforce Management, which has been a focus for both investors and acquirers in recent years – especially as it pertains to frontline workers

Q3 M&A ACTIVITY BREAKDOWN BY SEGMENT AND GEOGRAPHY



Source: Company information, press, Venero Capital Advisors analysis

2024 M&A Activity Map

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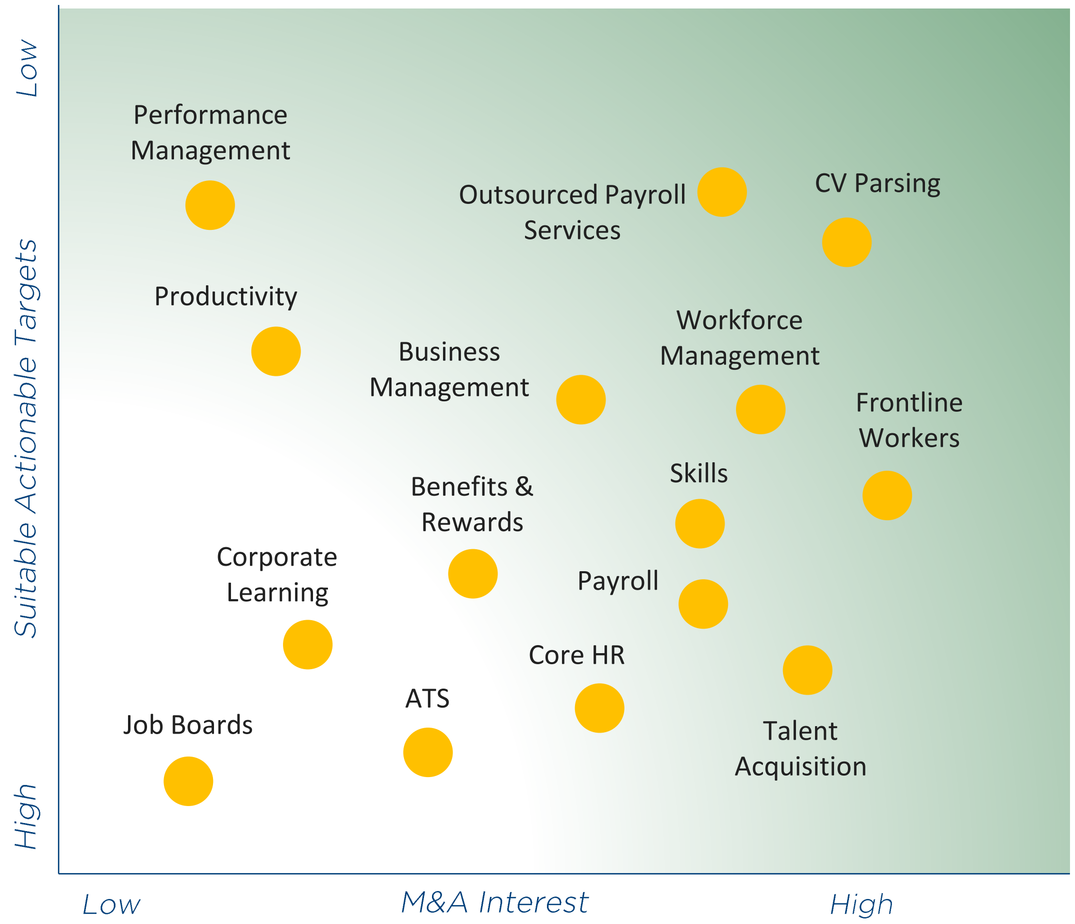
M&A INTEREST VS. AVAILABILITY OF TARGETS



Workforce Management is a major theme for both growth equity firms and strategic acquirers. There are several parameters to this, such as size of target customers, geographical focus, breath of functionality, etc. Time & attendance, shift scheduling, communication and engagement of deskless workers, as well as sourcing of workers are areas of particular interest.

Talent acquisition has long been the most active segment for M&A, and it encompasses areas such as talent sourcing, candidate engagement, onboarding, recruitment marketing, etc. CV parsing is worth calling out separately, due to the scarcity of actionable targets compared to buyer interest, particularly from strategics

Skills has by now firmly established itself as a core element of HR Technology, both as it relates to employees and candidates

Lastly, core HR businesses as well as in-country payroll solutions are in demand, including outsourced payroll services that are particularly attractive to growth equity firms

Development of M&A valuation multiples

Valuation multiples for Work Tech companies contracted further in 2024 YTD, with the average now sitting at 4.2x EV/LTM Revenue

This is highly correlated to the sector's performance over the past two years. Buyers are less willing to put a high premium on businesses facing headwinds

However, companies that have continued to perform well are still valued at a premium, and demand from potential acquirers is significant

VALUATION MULTIPLES REFLECT THE DECELERATING GROWTH RATES

- In 2022, Work Tech businesses benefited from the post-COVID recovery, which drove a surge in demand. However, as momentum slowed in 2023 and further into 2024, growth for companies of all sizes began to decelerate. This downward trend has been persisting for two years and many companies report a multi-quarter trend of increasing churn and reduced net revenue retention
- Since there is a very strong correlation between M&A valuation and top-line growth, this prolonged period of weakening performance is impacting valuation multiples
- Buyers are disciplined and don't place a high premium on businesses facing headwinds. Meanwhile, sellers may choose to transact due to the the limited appeal of alternatives. Some have been delaying an exit since 2020, when M&A went into a tailspin. Besides, it could take another 12-24 months for companies to establish a track record that is both sufficiently positive and sufficiently long to command higher multiples. Adding to that the typical duration of an M&A process, waiting for a higher (potentialy) multiple could mean waiting for another 2+ years
- The decision to wait of course carries its own risks. Firstly, a higher multiple in the future is not guaranteed. Secondly, equity and debt financing conditions are improving, but slowly, and many companies have exhausted cap tables. This means they may need to rely on punitive equity raises or expensive debt for growth capital, or face cash constraints that could hinder expansion
- For companies that have performed well in the last two years, the situation is different. Having demonstrated resilience and strong demand from customers even amidst tightening budgets, they attract significant interest from potential acquirers and are valued at a premium to peers

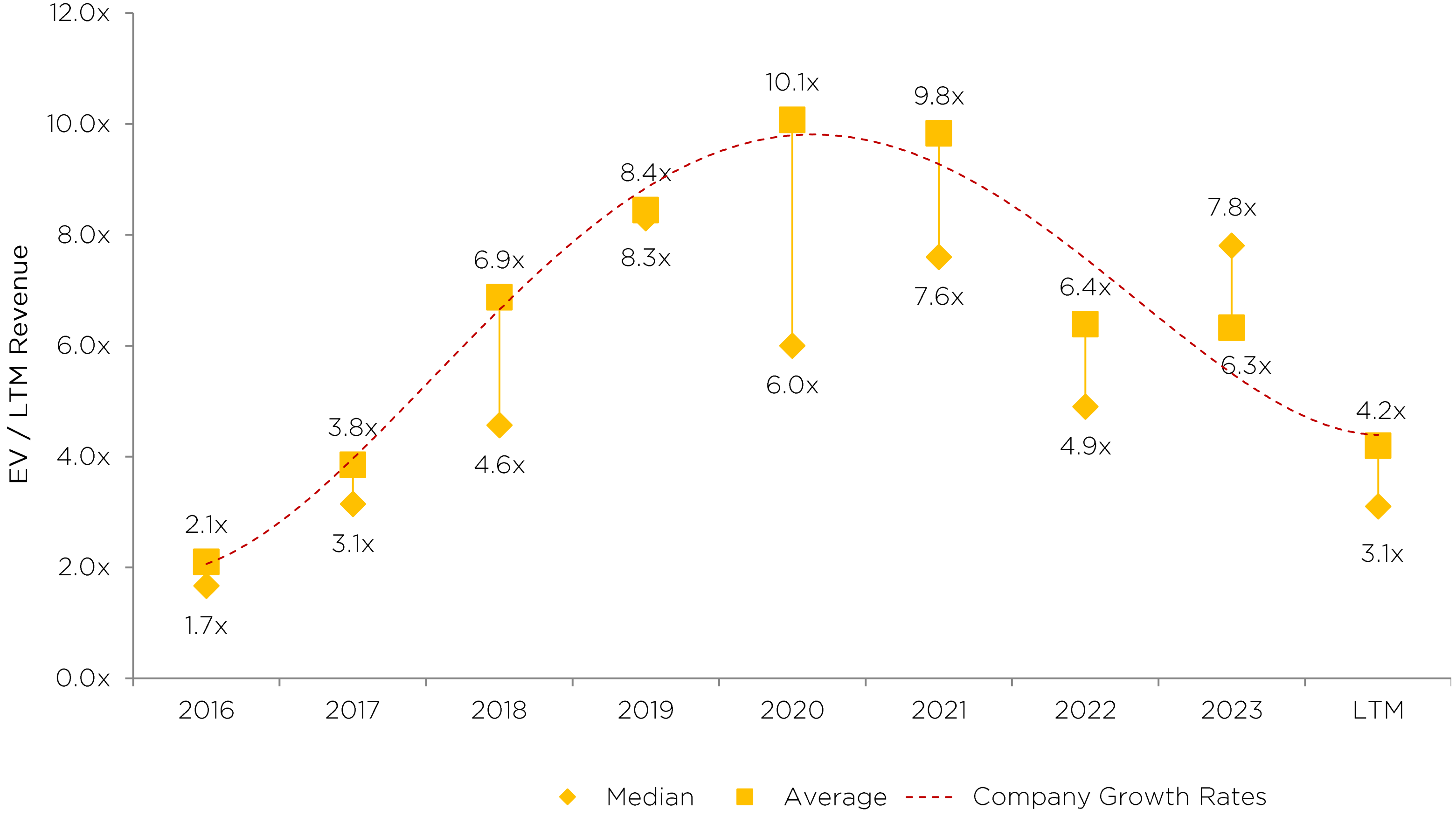
M&A valuation multiples over time

Top-line growth is the main valuation driver in M&A. The pullback in M&A multiples reflects the deceleration of YoY revenue growth that Work Tech companies have been experiencing

In 2022, typical revenue growth for a growth stage business was north of 60%. In 2023 this decelerated to c. 40%, and in 2024 YTD it has dropped by almost 50% compared to 2022, with a similar outlook for 2025. Recruitment Tech businesses have been affected most of all

Still, companies that have maintained robust CAGR's are attracting strong interest from potential acquirers. Their KPI's signal resilient customer demand, so they can be valued at a significant premium vs. peers

VALUATION MULTIPLES IMPACTED BY LOWER LTM[(a)] GROWTH



(a) LTM = Last Twelve Months

Source: Company information, press, Venero Capital Advisors analysis

Main drivers of valuation

THE IMPORTANCE OF THE NARRATIVE

In the context of M&A, the factors that drive valuation for Work Tech businesses are both qualitative and quantitative. Combined, they form the narrative that acquirers ultimately evaluate

Qualitative factors are crucial for both strategic and financial buyers, as they provide context for the quantitative aspects of the business. In their absence, numerical KPI's would be assessed in a vacuum and would likely present an incomplete view of the situation

KEY QUALITATIVE FACTORS

- Technology and product differentiation
- Customer base and reasons for churn
- Barriers to entry and competitive landscape
- Proof points for future growth
- Execution risks and uncertainties
- Strength of management team
- Strategic fit and synergies, for strategic acquirers

KEY QUANTITATIVE FACTORS

Revenue Growth	– Expectation varies by company size
Gross Revenue Retention	– Enterprise: > 95% – SMB: > 85% – Long tail: > 75%
Net Revenue Retention	– > 105%
Profitability, or profitable fundamentals and clear path to breakeven	– Potential to achieve 20%+ EBITDA margin
"Rule of X", whereby top-line growth is assessed in the context of EBITDA margin	– Varies based on narrative, but "Rule of 40" remains common

M&A Update

3Q 2024 selected M&A transactions

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Date	Target	Acquirer	Date	Target	Acquirer	Date	Target	Acquirer
Jul-24	DIE JOBMACHER	Private Assets SE	**Aug-24**	Kidling	KITALINO	**Sep-24**	SwipeGuide	L2L
Jul-24	LEFTA Systems	Lexipol	**Aug-24**	TempoPay	PayMedix	**Sep-24**	Onboarded	The Access Group
Jul-24	HRaspirin	Star Alliance	**Aug-24**	HUMANOO	Telus	**Sep-24**	smartAI	The Access Group
Jul-24	GoContractor	Safety Plus	**Aug-24**	Epicor	CVC	**Sep-24**	RHGestor	Solides
Jul-24	eSkill	Scaleworks	**Aug-24**	GreytHR	Apax	**Sep-24**	TZA	Easy Metrics
Jul-24	eComply Solutions	B2Gnow	**Aug-24**	Hiringmaps	PINTAR	**Sep-24**	AbsenceSoft	Luminate Capital
Jul-24	INX Software	Accel-KKR	**Aug-24**	Livehire	Humanforce	**Sep-24**	SalaryFits	Serasa
Jul-24	Instructure	KKR	**Aug-24**	HIRECLICK	Asure	**Sep-24**	SkillBurst	BARBRI
Jul-24	Karamel	Noel Franklin	**Aug-24**	RippleWorx	Bow River Capital	**Sep-24**	Smartsheet	Vista
Jul-24	PurpleHRM	Vinci	**Aug-24**	GFOS	Riverside	**Sep-24**	Paybooks	TransPerfect

Source: Press, company announcements

Investment Activity Update

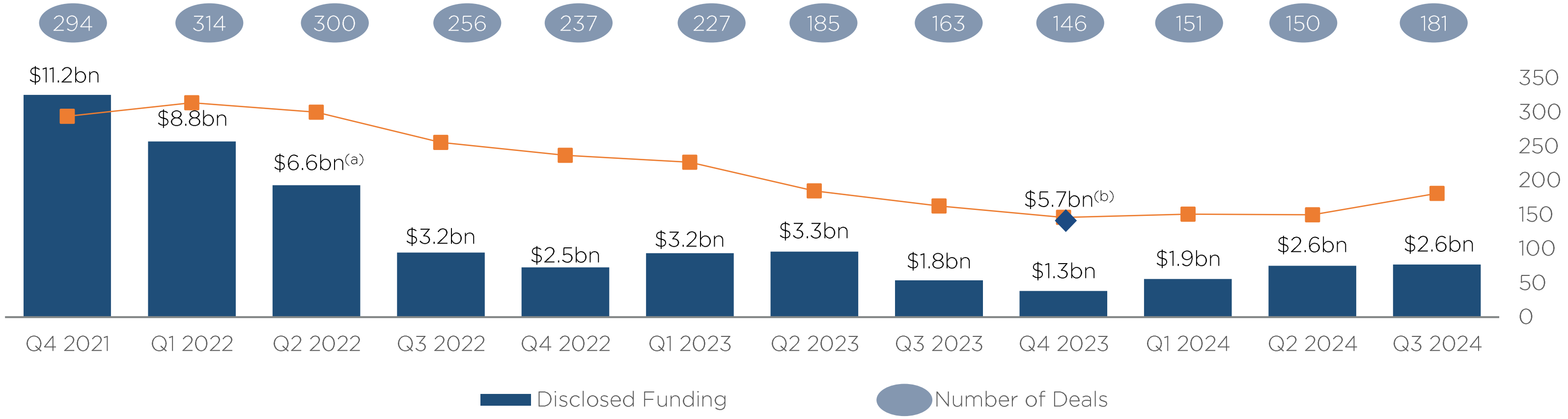
Investment activity highlights

Investment activity by volume picked up around 20% in Q3, with 181 deals disclosed vs. 150 in Q2. Growth came primarily from early-stage rounds, resulting in an average investment size of €18.1m

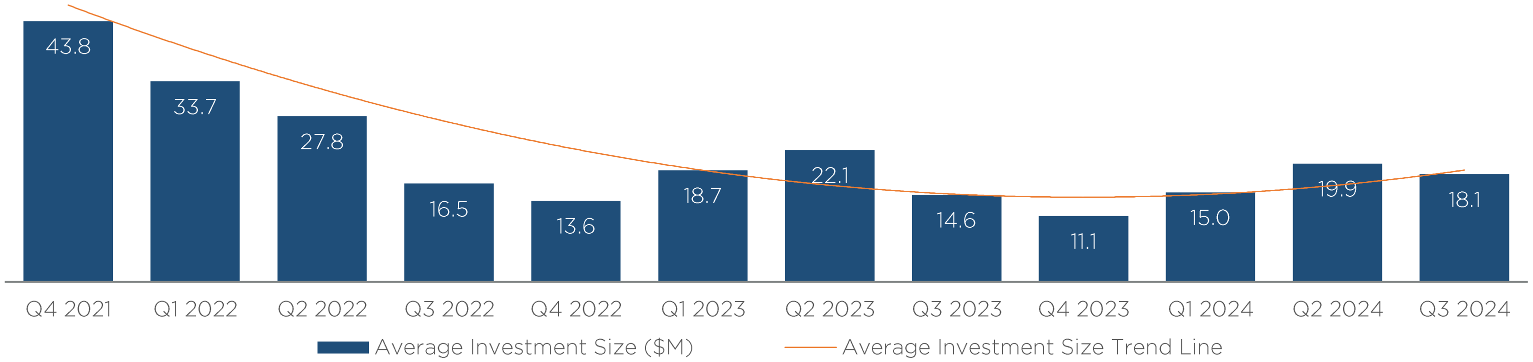
In the broader technology sector, much of the VC activity centers around AI. However, for Work Tech it is the structural industry trends that continue to dominate the narrative. AI capabilities typically complement what is an otherwise an already solid investment thesis with strong KPI's

Funding volume was stable quarter-on-quarter, with around $2.6bn invested in the sector

QUARTERLY INVESTMENTS INTO WORK TECH (GLOBAL)



AVERAGE INVESTMENT SIZE



Note: Disclosed deal values only

(a) Includes investment of $1.3Bn in The Access Group; (b) Reflects investment of €4.0bn ($4.4bn) in Visma (outlier)

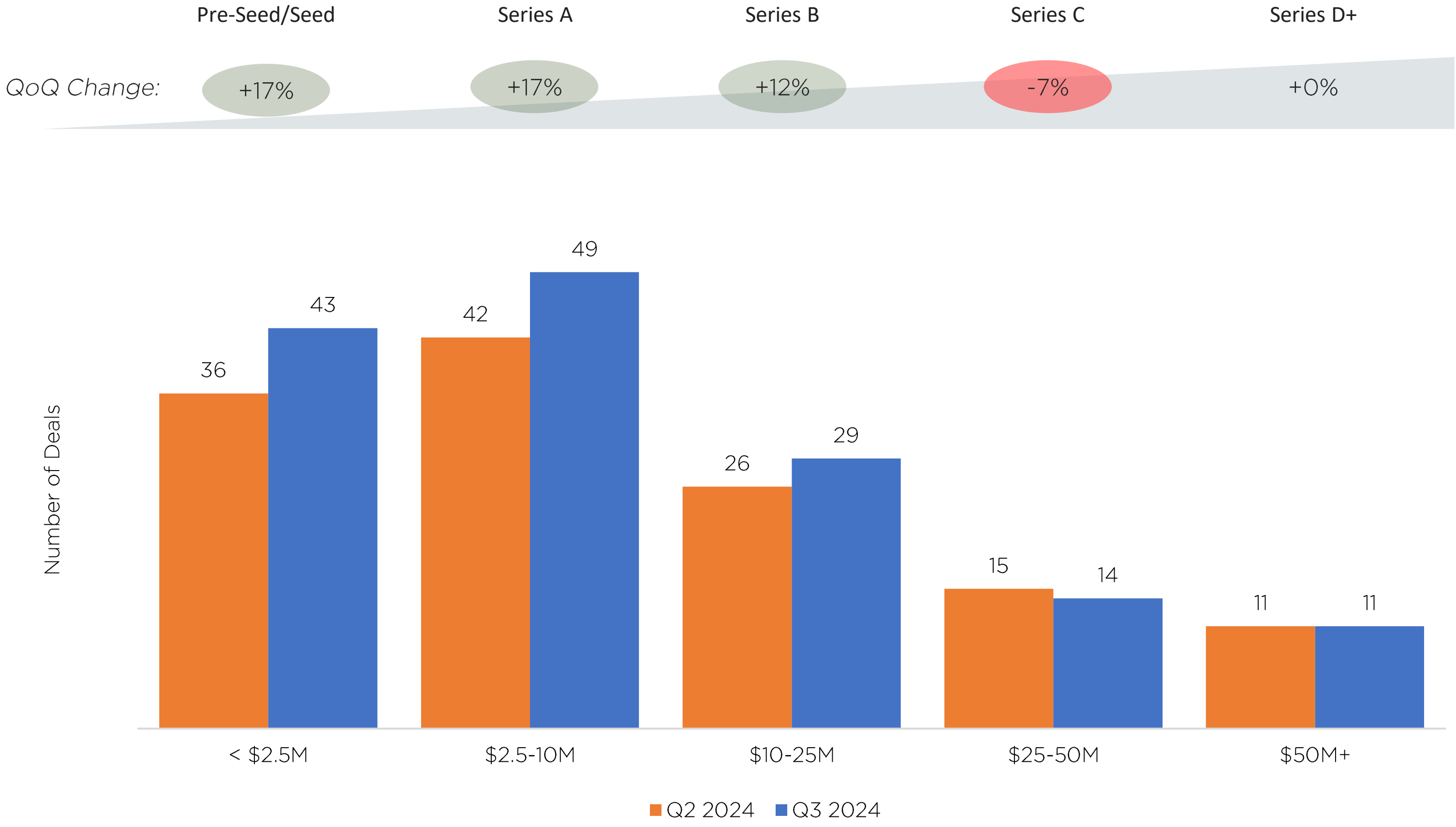
Source: Press reports as of 4 October 2024, Venero Capital Advisors analysis

Investment volume by deal size

Q3 saw an uptick in early-stage funding rounds, particularly in the sub-$10M range. Talent Acquisition was the most popular category, followed by Benefits & Rewards, Productivity, Business Management and WFM

This is an encouraging development, as it reflects investor confidence in the potential for early-stage startups to make an impact on the Future of Work

Importantly, the number of later-stage rounds ($25M+) did not decline either – an indication that established businesses continue to gain market share versus the large incumbents



Note: Disclosed deal values only

Source: Press reports as of 4 October 2024, Venero Capital Advisors analysis

3Q 2024 Investment activity by segment

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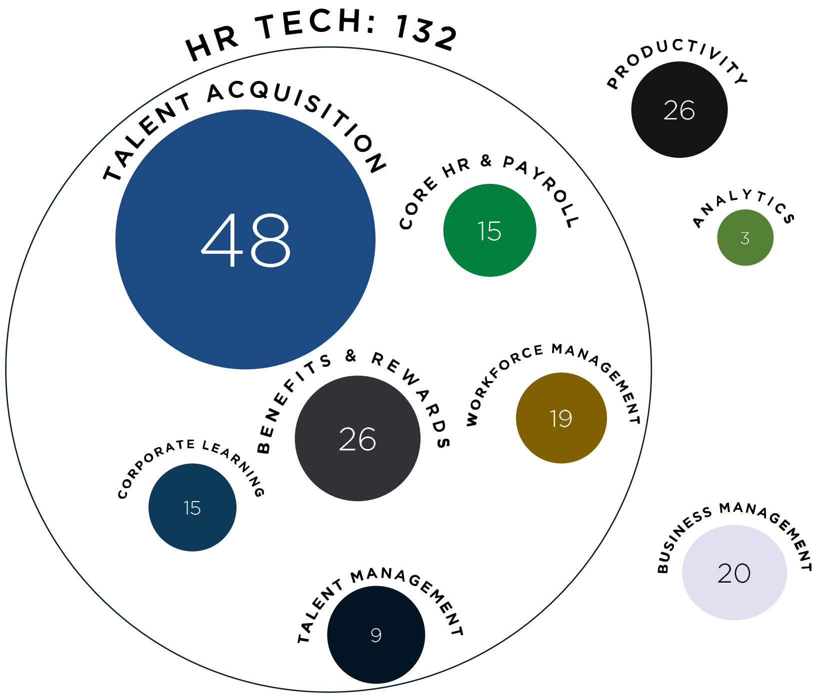
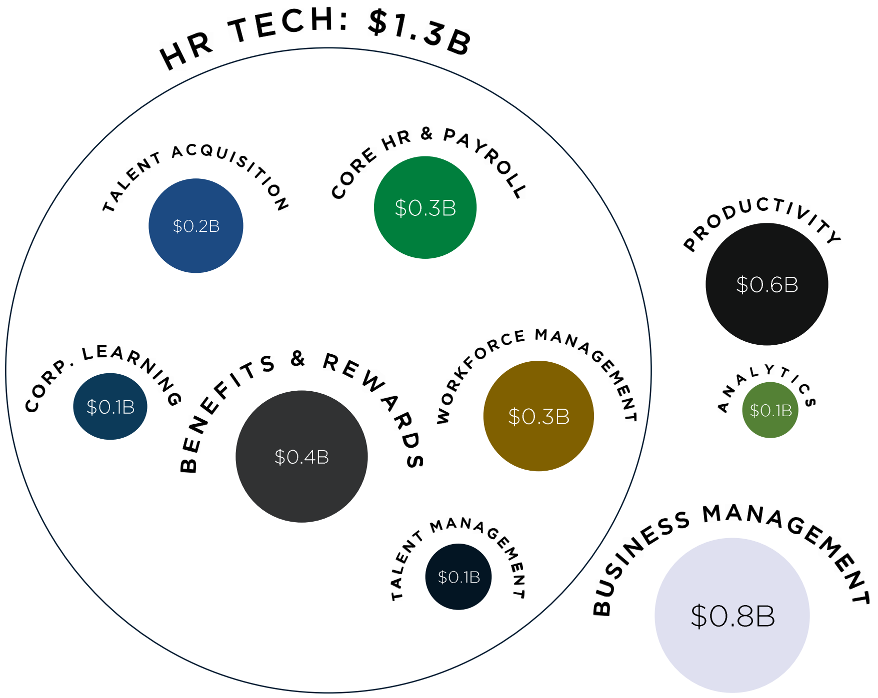
NUMBER OF FUNDING ROUNDS: 181



AMOUNT RAISED: $2.6BN



Source: Press, company announcements

3Q 2024 selected funding rounds, by size

Date	Company	Amount ($m) ▼
Sep-24	Glean	260.0
Jul-24	Altana AI	200.0
Sep-24	EGYM	200.0
Jul-24	Hebbia	130.0
Aug-24	CloudPay	120.0
Sep-24	SafetyCulture	111.3
Jul-24	Spring Health	100.0
Sep-24	Virtuous	100.0
Aug-24	ShareCRM	75.0
Sep-24	Oyster	59.0
Aug-24	Onebrief	53.0
Sep-24	finally	50.0
Jul-24	HERO	43.2
Aug-24	Cents	40.0
Sep-24	Thatch	38.0
Jul-24	Ema	36.0
Sep-24	Mangomint	35.0
Aug-24	Attio	33.0
Aug-24	PayZen	32.0
Aug-24	Yuze Digital	30.0
Sep-24	Mercor	30.0
Sep-24	Apron	30.0
Sep-24	TeamBridge	28.0
Jul-24	Trio Mobil	26.5
Sep-24	Onsurity	26.4
Sep-24	Orb	25.0
Sep-24	11x	24.0
Aug-24	Cardboard	23.8
Sep-24	Every	22.5
Sep-24	AceUp	22.5

Source: Press, company announcements

Appendix: Public Companies Benchmarking

Peer benchmarking: valuation & revenue growth (cont.)

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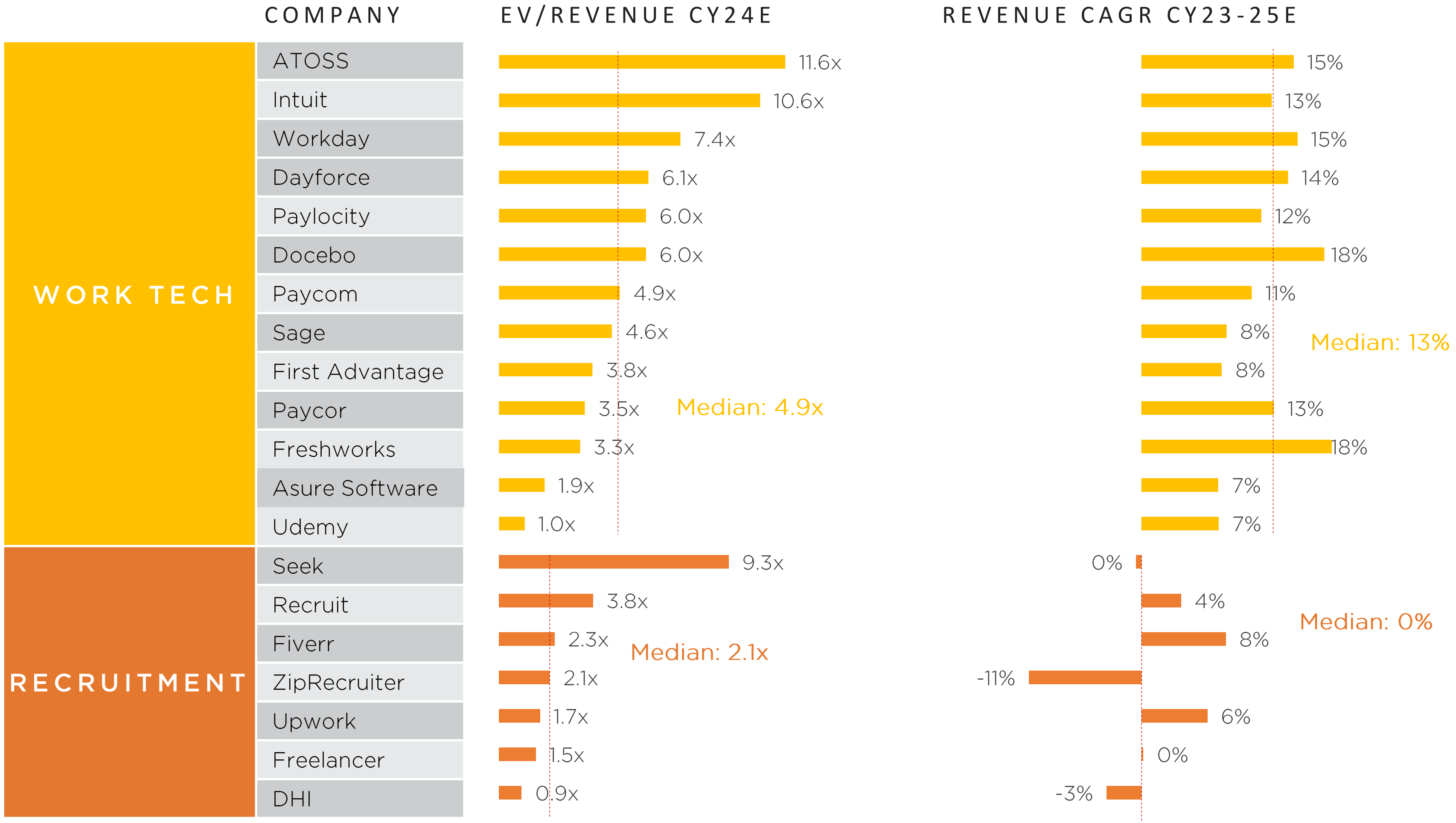
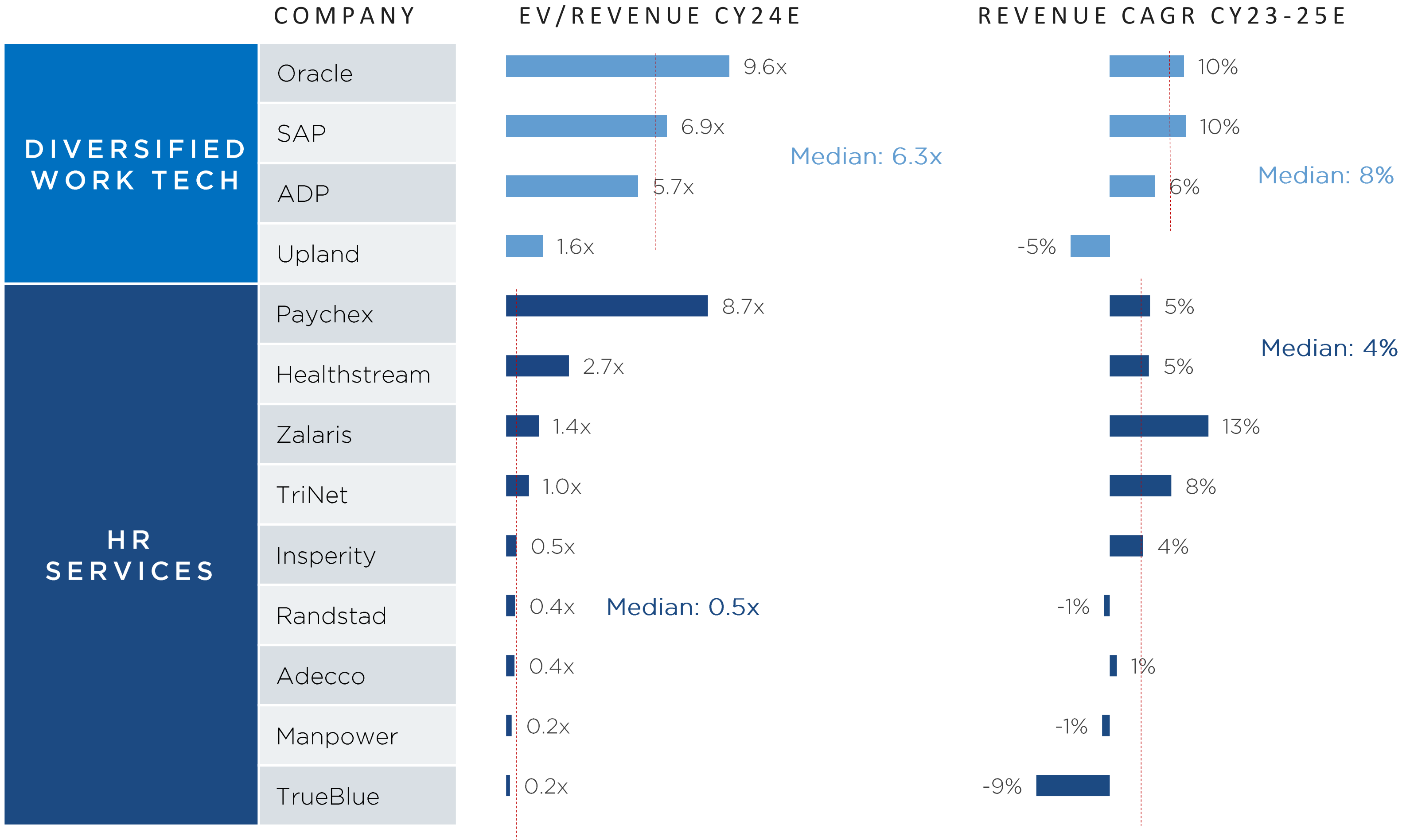


Source: Venero Capital Advisors analysis, September 2024

Public Companies Benchmarking

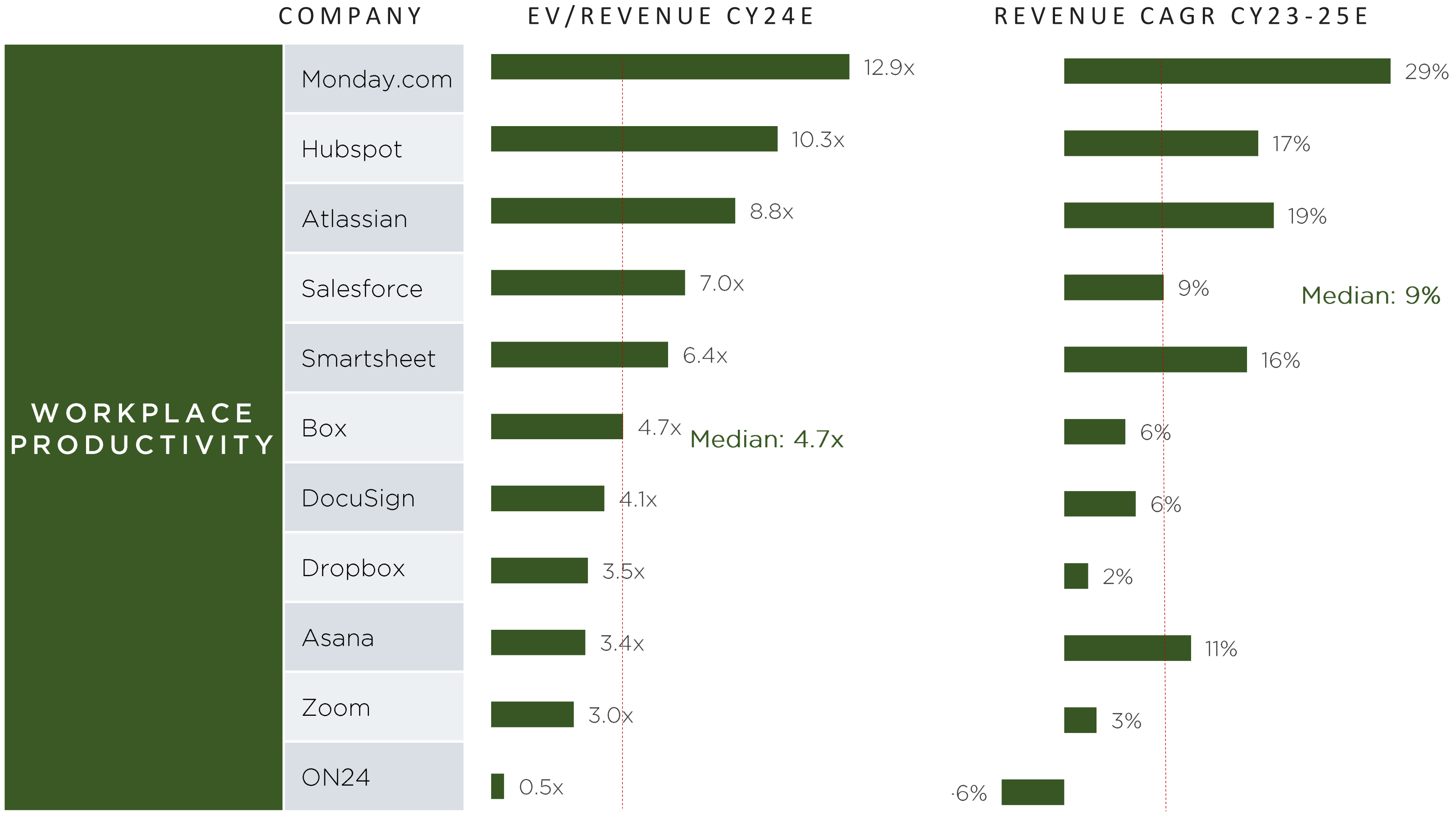
Peer benchmarking: valuation & revenue growth (cont.)



	COMPANY	EV/REVENUE CY24E	REVENUE CAGR CY23-25E
DIVERSIFIED WORK TECH	Oracle	9.6x	10%
	SAP	6.9x	10%
	ADP	5.7x	6%
	Upland	1.6x	-5%
HR SERVICES	Paychex	8.7x	5%
	Healthstream	2.7x	5%
	Zalaris	1.4x	13%
	TriNet	1.0x	8%
	Insperity	0.5x	4%
	Randstad	0.4x	-1%
	Adecco	0.4x	1%
	Manpower	0.2x	-1%
	TrueBlue	0.2x	-9%

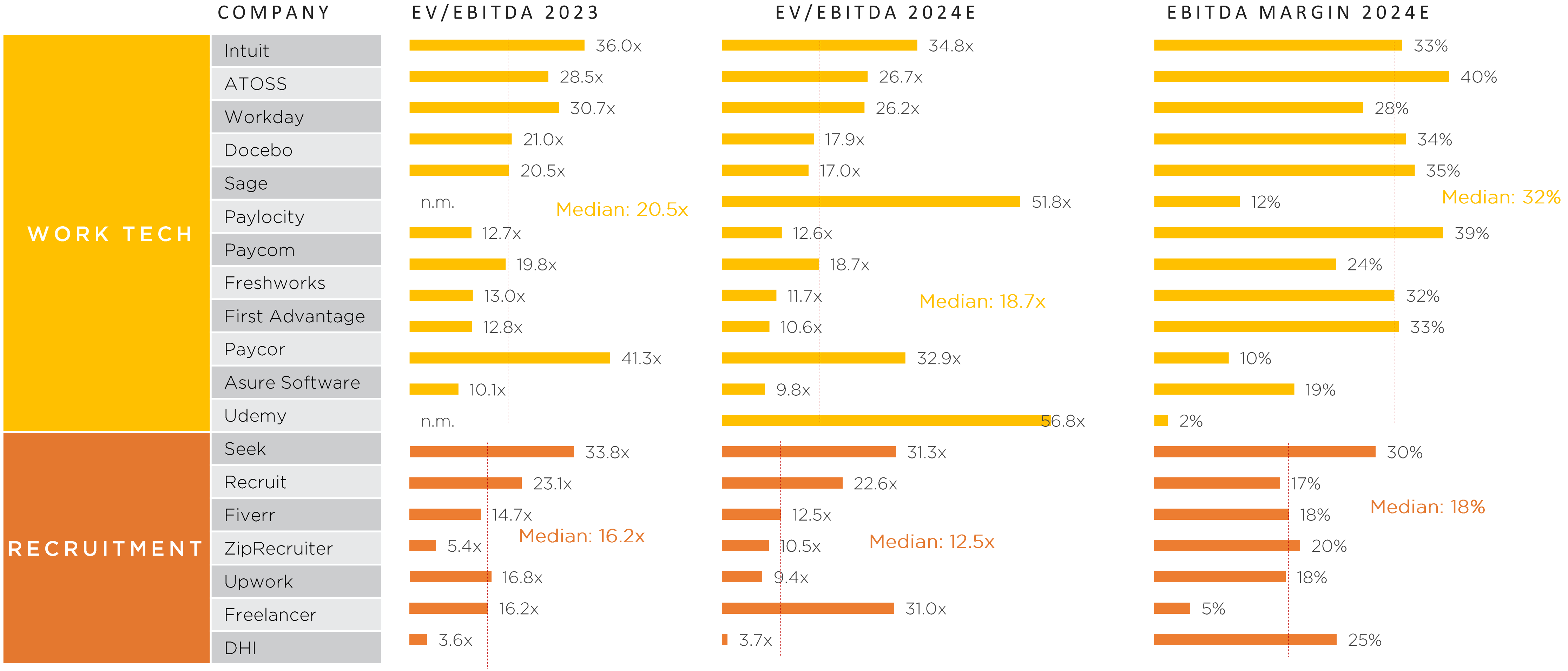
Source: Venero Capital Advisors analysis, September 2024

Peer benchmarking: valuation & revenue growth (cont.)



Source: Venero Capital Advisors analysis, September 2024

Peer benchmarking: valuation & revenue growth (cont.)



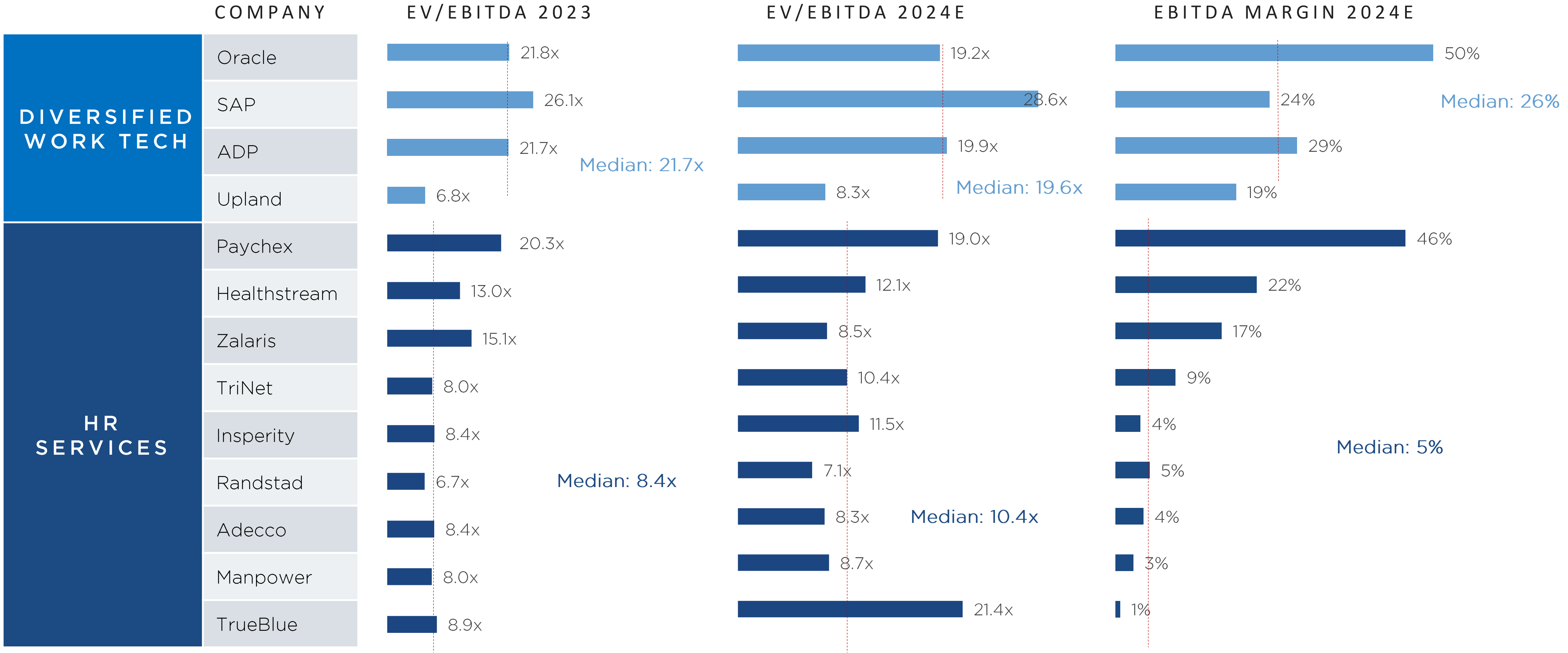
	COMPANY	EV/EBITDA 2023	EV/EBITDA 2024E	EBITDA MARGIN 2024E
WORK TECH	Intuit	36.0x	34.8x	33%
	ATOSS	28.5x	26.7x	40%
	Workday	30.7x	26.2x	28%
	Docebo	21.0x	17.9x	34%
	Sage	20.5x	17.0x	35%
	Paylocity	n.m.	51.8x	12%
	Paycom	12.7x	12.6x	39%
	Freshworks	19.8x	18.7x	24%
	First Advantage	13.0x	11.7x	32%
	Paycor	12.8x	10.6x	33%
	Asure Software	41.3x	32.9x	10%
	Udemy	10.1x	9.8x	19%
		n.m.	56.8x	2%
RECRUITMENT	Seek	33.8x	31.3x	30%
	Recruit	23.1x	22.6x	17%
	Fiverr	14.7x	12.5x	18%
	ZipRecruiter	5.4x	10.5x	20%
	Upwork	16.8x	9.4x	18%
	Freelancer	16.2x	31.0x	5%
	DHI	3.6x	3.7x	25%

Work Tech — EV/EBITDA 2023 Median: 20.5x; EV/EBITDA 2024E Median: 18.7x; EBITDA Margin 2024E Median: 32%

Recruitment — EV/EBITDA 2023 Median: 16.2x; EV/EBITDA 2024E Median: 12.5x; EBITDA Margin 2024E Median: 18%

Source: Venero Capital Advisors analysis, September 2024

Peer benchmarking: valuation & revenue growth (cont.)



Source: Venero Capital Advisors analysis, September 2024

Peer benchmarking: valuation & revenue growth (cont.)

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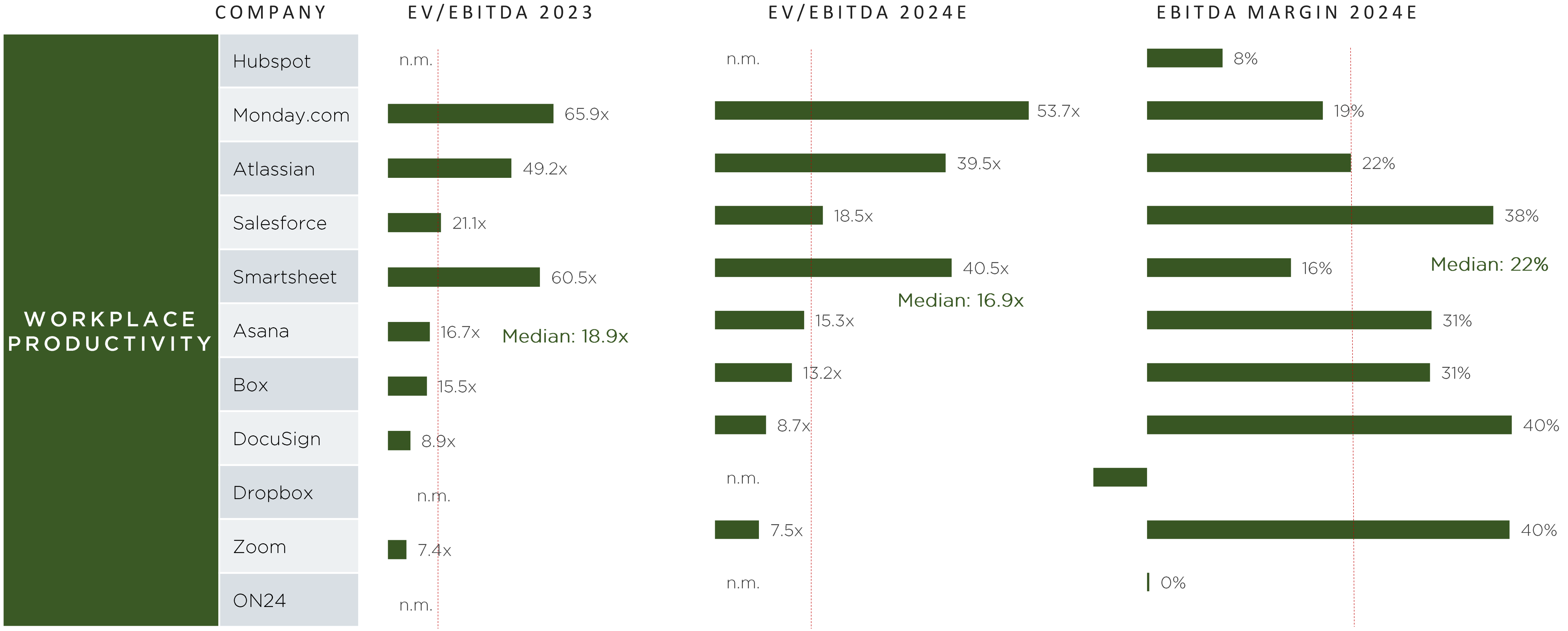

Source: Venero Capital Advisors analysis, September 2024

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