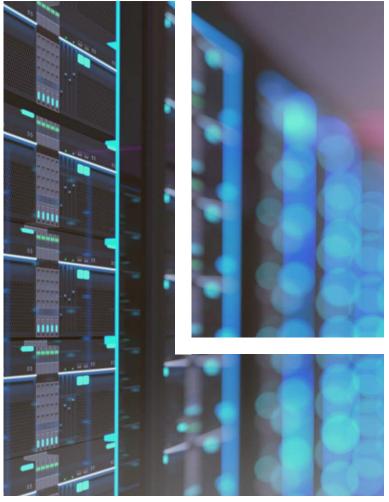
Market Update





Information
Technology Services
Q4 2020



Market Insights

In line with strong public stock performance in the fourth quarter of 2020, mergers and acquisitions (M&A) volumes in the information technology (IT) services segment were also robust. The 29 deals closed in the period were up incrementally on a sequential basis from the third quarter of 2020, during which 27 deals closed. As was the case, strategic buyers continued to dominate as buyers with large global services organizations working to fill gaps in their service offerings related to high-growth areas such as cloud migration services, digital transformation, software-as-a-service (SaaS) ecosystem implementers, cyber security and Internet of Things (IoT). France-based system integrators (SIs) had activity this quarter, with Atos acquiring three companies, Accenture acquiring two and Cognizant, Infosys and Mphasis each acquiring one. The large SIs, after initially being beaten for acquisitions in emerging solutions areas by private equity, have come around to the competitive valuation environment and have become willing to price in revenue synergies to beat private equity (PE) investors as acquirers. United States and European SIs hope to see their own valuations, which have risen steadily since Q1, continue to increase as a result of their investment in these emerging areas. While somewhat frustrating for certain competing PE buyers, the trend is a positive development for other PE investors with investment focuses in these spaces as there is now a more active and aggressive strategic acquirer universe.

Lincoln International's IT Services Sector

Lincoln International recognizes the importance of understanding a client's industry, value drivers, growth opportunities and challenges. Our extensive expertise provides in-depth market insights, deep relationships with the most active strategic and financial partners and superior knowledge on how to best position a business and overcome potential issues. These attributes, combined with our globally integrated resources and flawless execution, enable us to consistently deliver outstanding outcomes for our clients.

Lincoln International's IT services team has established itself amongst the most active M&A advisors in the middle market. Our senior bankers provide sector-specific expertise, global buyer access and unmatched execution within the space. This update tracks pricing and valuation metrics and transaction activity for five key IT services subsectors: North American and European system integrators (SIs), offshore IT services, software development, North American and European value-added resellers (VARs) and North American and European IT managed services (ITMS).

IT Services Financial Performance

Quarter-over-Quarter Price Performance

Outperformers	Change
L&T Technology Services	45.3%
Larsen & Toubro	43.9%
DXC Technology Company	36.4%
Insight Enterprises	33.3%
Kainos Group	31.9%

Underperformers	Change
Cancom	7.6%
Virtusa	4.0%
International Business Machines	2.2%
iomart Group	(5.2%)
Redcentric	(12.3%)





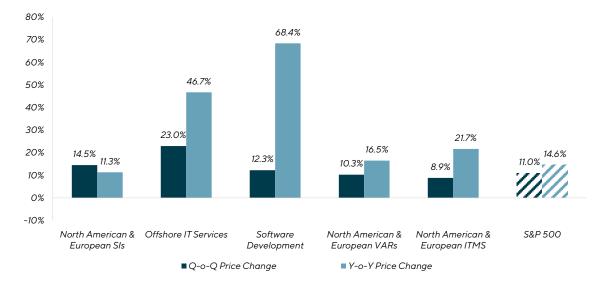
Highlights

Software development finished the year up 68.4% YoY, steadily and substantially outperforming the S&P 500 following the economy-wide lows as a result of COVID-19 lockdowns at the end of Q12020. Offshore IT services also finished the year strong, notching 46.7% YoY growth on the heels of a very strong Q4 during which the subsector increased 23.0%, outperforming all other IT services subsectors.

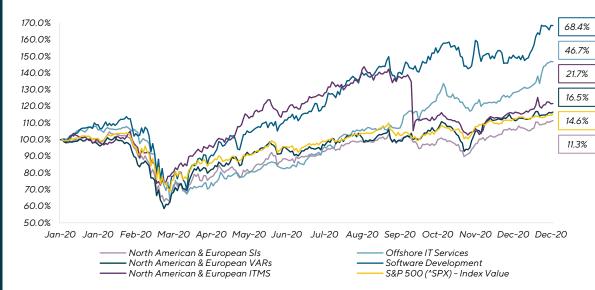
The North American and European ITMS and VARs also rounded out the year on a positive note, growing 21.7% and 16.5% YoY, respectively. **Both subsectors** outpaced market growth for the year.

Although North American and European SIs underperformed YoY relative to the rest of the market, increasing just 11.3%, the subsector finished the year with a very strong Q4. The subsector increased 14.5% in Q4 beating the market and all other IT services subsectors except for offshore IT services. The valuation multiple for the North American and European SIs is the only one of the five tracked sectors that remained below Q4 2019 levels at the end of 2021, indicating that the group has room to continue its momentum in 2021.

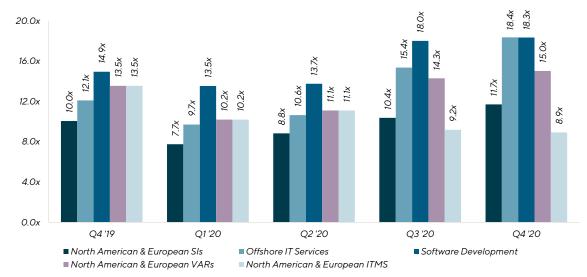
Quarter-over-Quarter & Year-over-Year Stock Indices Price Change



LTM Relative Stock Indices Price Performance



Historical Enterprise Value / LTM EBITDA Valuation Performance



Note: Excludes HR technology, as companies within that subsector typically trade as a multiple of revenue



IT Services Stock Indices Data

					LTM		_ YoY		Enterprise Value / LTM	
Company Name	Stock Price	% of 52 Week High	Market Cap	Enterprise Value	Revenue	EBITDA	Revenue Growth	EBITDA Margin	Revenue	EBITDA
North American & European SIs	11100	Weekingii	Сар	Value			Glowali	riargiii		
Accenture	\$257.54	95.0%	\$163,341	\$158,613	\$44,730	\$7,409	1.7%	16.6%	3.5x	19.3x
Atos	92.58	91.4%	9,981	12,546	12,909	1,542	(11.1%)	11.9%	0.9x	5.8x
Capgemini	157.59	100.0%	26,561	35,581	16,542	2,085	5.8%	12.6%	2.0x	13.5x
CGI Inc.	79.23	90.9%	20,284	22,488	9,130	1,576	(0.2%)	17.3%	2.4x	12.6x
Cognizant Technology Solutions	81.07	98.0%	43,343	42,251	16,752	3,133	0.7%	18.7%	2.5x	12.7x
DXC Technology Company	24.34	63.4%	6,192	14,784	18,892	2,743	(6.5%)	14.5%	0.8x	4.4x
International Business Machines	124.34	78.3%	110,794	165,712	75,030	15,690	(2.7%)	20.9%	2.2x	9.3x
Virtusa	51.12	96.8%	1,549	1,818	1,283	100	(0.5%)	7.8%	1.4x	15.9x
Mean	31.12	89.2%	1,547	1,010	1,200	100	(1.6%)	15.0%	2.0x	11.7x
Median		93.2%					(0.4%)	15.5%	2.1x	12.7x
Offshore IT Services		73.270					(0.470)	13.378	2.17	12./ \
COFORGE	36.83	95.8%	2,231	2,141	598	94	7.0%	15.7%	3.6x	21.9x
										12.9x
HCL Technologies	12.86	99.0%	34,895	34,268	9,949	2,544	6.7%	25.6%	3.4x	12.9x 20.7x
Infosys	17.04	99.0%	72,309	69,432	12,873	3,274	3.9%	25.4%	5.4x	
L&T Technology Services	31.97	96.1%	3,357	3,232	744	120	(3.4%)	16.2%	4.3x	24.6x
Larsen & Toubro	17.66	93.3%	24,793	39,531	18,396	2,204	(13.8%)	12.0%	2.1x	17.4x
Mindtree	22.28	99.7%	3,670	3,466	1,068	174	2.3%	16.3%	3.2x	18.8x
Mphasis	21.74	96.6%	4,060	3,920	1,271	213	9.3%	16.8%	3.1x	16.2x
Tata Consultancy Services	39.77	98.6%	149,228	143,969	21,523	5,706	(0.3%)	26.5%	6.7x	23.9x
Tech Mahindra	13.44	99.8%	11,735	10,197	5,117	749	1.7%	14.6%	2.0x	12.6x
Wipro	5.25	98.5%	29,917	25,591	8,325	1,657	(1.8%)	19.9%	3.1x	14.7x
Mean		97.6%					1.2%	18.9%	3.7x	18.4x
Median		98.5%					2.0%	16.5%	3.3x	18.1x
Outsourced Software Development										
Endava	\$76.44	98.1%	\$4,157	\$4,133	\$470	\$42	25.8%	8.9%	8.8x	NM
EPAM Systems	358.48	99.7%	20,071	19,120	2,569	411	18.6%	16.0%	7.4x	NM
Globant	217.88	97.6%	8,619	8,376	766	114	24.5%	14.9%	10.9x	NM
Kainos Group	16.94	89.5%	2,073	1,992	257	47	22.4%	18.4%	7.4x	NM
Perficient	47.73	88.8%	1,575	1,754	595	89	7.7%	14.9%	2.9x	17.5x
Persistent Systems	20.95	99.6%	1,601	1,436	523	73	8.3%	13.9%	2.7x	18.5x
Mean		95.6%					17.9%	14.5%	6.7x	18.0x
Median		97.8%					20.5%	14.9%	7.4x	18.0x
North American and European VARs										
Bechtle	\$219.22	93.6%	\$9,207	\$9,476	\$6,616	\$368	18.3%	5.6%	1.4x	22.4x
Cancom	55.74	76.8%	2,149	1,836	1,941	148	11.4%	7.6%	0.9x	10.8x
CDW Corporation	130.00	88.5%	18,588	22,083	18,048	1,558	2.7%	8.6%	1.2x	13.6x
Computacenter	33.61	95.3%	3,797	3,764	6,300	241	3.9%	3.8%	0.5x	11.6x
Dustin Group	7.81	80.0%	692	929	1,529	65	19.9%	4.2%	0.6x	10.6x
Insight Enterprises	75.44	97.6%	2,648	3,325	8,346	340	16.2%	4.1%	0.4x	8.8x
Softcat	18.69	93.9%	3,703	3,607	1,415	125	16.7%	8.8%	2.5x	27.3x
Mean		89.4%					12.7%	6.1%	1.1x	15.0x
Median		93.6%					16.2%	5.6%	0.9x	11.6x
North American and European ITMs										
iomart Group	\$4.35	78.2%	\$475	\$554	\$147	\$48	10.9%	32.9%	3.6x	10.9x
Redcentric	1.61	75.0%	252	275	117	6	7.0%	5.4%	2.2x	NM
United Internet	42.31	78.5%	7,921	10,105	6,252	1,238	10.3%	19.8%	1.5x	7.0x
Mean		77.2%	,		, .=	,	9.4%	19.4%	2.5x	8.9x
Median		78.2%					10.3%	19.8%	2.2x	8.9x
										15.0x
Total Mean		91.8%					6.6%	14.6%	3.2x	io a unic

Sources: Bloomberg, Capital IQ and company filings, as of 02/31/20



Transaction Spotlight

The largest transaction in the sector in Q4 was Veritas Capitalbacked Peraton's acquisition of Northrop Grumman's federal IT, mission support services business for \$3.4 billion. The business provides a range of advanced technology solutions, including cybersecurity, data analytics, cloud, application development and engineering for the defense, intelligence, space, civil and health sectors. The acquisition is consistent with Veritas' investment thesis, which has always been to invest in technology businesses serving government entities. The combination of the acquired business and Veritas portfolio company Peraton will create a leading government mission capability integrator and IT provider.

Market Intelligence

10/14/2020 - There is an increase in the enterprise spending on the "cloud-toedge" hybrid technology. Cloud service providers (CSPs) are heavily investing in edge infrastructure, especially IoT. It is anticipated that by 2022, 60% of enterprise IT infrastructure shall focus on "centres of data". International Data Corporation (IDC) estimated network edge shall employ over 50% of the infrastructure by 2023. This implies that more data shall be generated, processed and stored closer to the edge of the network infrastructure. The total number of apps running on this infrastructure shall grow 800%. Also, enterprise spending in this area is expected to grow 35% over 2019-2024, as compared with roughly 2.5% growth of non-public cloud spending. Recently, Amazon, Microsoft and Google have launched cloud-to-edge products and are delivering value to their customers by bringing artificial intelligence (AI) and analytics capabilities to edge environments. In order to prepare for the transition, organizations are increasingly investing in public cloud and hybrid IT infrastructure solutions.

Bain & Company

10/15/20 - Over the course, companies have been more accepting towards making digital technology shifts. Undoubtedly, the work from home trend has driven IT service spending; remote work is expected to increase 300%, as compared with the pre-COVID values. Forrester estimates the contention on the horizon concerning employee privacy as the pandemic is igniting employers' desire to collect, analyze and share employee data. Also, the shift to cloud infrastructure requires an enhanced network security posture as cloud providers do not take responsibility for customer data.

Most vendors believe that in the long run the crisis is a net-positive with the pandemic tipping organizations and consumers over to the digital world. The regions are also forecasted to return to growth in 2021 and return to the pre-COVID-19 levels over the next few years.

10/20/20 - Predictably, the COVID-19 pandemic will influence technology spending in a major way in 2021. Amidst the COVID-19 outbreak, the global IT services market dropped 4.6% in 2020 to \$992.0 billion from \$1.04 trillion in 2019; nonetheless, in 2021, the market is expected to grow at 4.1%. Digital business initiatives will drive spending and favor larger software and services firms that maintain customer relationships at the Chief Information Officer level and offer the widest array of skill

In 2021, individual IT service providers are predicting a return to growth. For example, Accenture, a \$44.3 billion professional services firm, forecasted growth rates in high single digits to low double digits during the second half of its 2021 fiscal year, which ends in August. The company is planning to invest \$3.0 billion in its cloud business.

Cloud services have continued to see demand amid the pandemic - the enterprise software category is expected to experience the highest growth at 7.2%, boosted by spending on remote work technology, hyper automation and digital services, such as distance learning and telehealth.

Gartner

Selected M&A Transaction Recap

Closed	Target Company	Target Description	Acquiring Company
Announced	Federal IT and Mission Support Services Business of Northrop Grumman	Provides federal IT and mission support services such as cybersecurity, data analytics, cloud, application development and advanced engineering	Peraton Corporation
Announced	Motiv IT Masters	Provides managed security and IT security services	Atos
Announced	Flexera Software	Provides IT management solutions for application producers and their enterprise customers	Thoma Bravo
Announced	Sensa	Provides IT services, including cloud management and security solutions	Crayon Group
Dec-20	The Professional Services Division of Harris, Mackessy & Brennan	Provides IT consulting and services for commercial and government clients	CGI Group
Dec-20	SEC Consult	Provides cyber-security and IT consultancy services to protect businesses from vulnerability breaches	Atos

Source: CapIQ, Mergermarket, company filings and Business Wire, as of 12/31/20



Selected M&A Transaction Recap (cont'd)

Closed	Target Company	Target Description	Acquiring Company
Dec-20	Daxx	Provides software development and technology consulting services	Grid Dynamics
Dec-20	Dev6Group	Provides software integration, IT development, testing and infrastructure application development services	IBC Consulting
Dec-20	Eagle Creek Software Services	Provides consulting and technical services focused customer relationship management, information management and application software development	Atos
Dec-20	Virtusa	$Provides\ IT\ solutions, including\ consulting, technology\ implementation\ and\ application\ outsourcing$	Baring Private Equity
Dec-20	Pink Elephant (Naarden)	Provides IT services such as IT outsourcing, consulting, training, hardware and software support services	Broad Horizon
Dec-20	Software Mind	Provides IT services, including software development management	Enterprise Investors
Dec-20	Chi Cooked	Provides internet data center infrastructure and cloud base IP proxy services	Safe-T Group
Dec-20	DTSM	Provides IT services, including integration of cloud-based technologies	4iG
Dec-20	Seavus	Provides software development and consulting solutions	Aricoma Group
Dec-20	Source 44 Consulting	Provides data security and network management solutions	WELL Health Technologies
Nov-20	Olikka	Provides cloud-native solutions for work, security and cloud cost management solutions	Accenture
Nov-20	Accesa IT Consulting	Provides managed IT and cloud services	Ratiodata
Nov-20	Datalytyx	Provides data engineering and IT consultancy services	Mphasis
Nov-20	lTverket	Provides a broad range of IT consulting services	Bertel O. Steen Kapital
Nov-20	Bright Wolf	Provides an enterprise IoT platform intended to offer data management technology and integration services	Cognizant Technology Solutions
Nov-20	Cinnte Technologies	$Provides\ IT\ managed\ services, including\ data\ backups, servers, cloud\ solutions\ and\ IT\ security$	Calligo
Nov-20	Pivot Technology Solutions	$Provides\ IT\ solutions, including\ integration, implementation, managed\ operations\ and\ IT\ staffing$	Computacenter
Nov-20	DFI Service	$Provides\ IT\ solutions\ such\ as\ cybersecurity, cloud\ and\ hosting, secure\ networks\ and\ IT\ outsourcing$	Cheops Technology
Oct-20	CAPIOT Software	Provides managed IT integration services	Persistent Systems
Oct-20	Enimbos	Provides cloud migration services	Accenture
Oct-20	D.FI	Provides managed IT services	Martek
Oct-20	Econocom Digital Security	Provides digital security solutions	Atos
Oct-20	Paladion	Provides information security services and offers end-to-end information risk management services	Atos
Oct-20	MTI Technology	Provides IT storage infrastructure and security services	Ricoh Company
Oct-20	GuideVision	Provides IT service management, IT operations management and IT business management	Infosys
Oct-20	Centauri (Virginia)	Provides engineering and software systems to intelligence and defense communities	KBR
Oct-20	Unique Digital Technology	Provides IT solutions intended for big data, cloud, data protection, networking, security and virtualization	Converge Technology Solutions

Source: CapIQ, Mergermarket, company filings and Business Wire, as of 12/31/20

Lincoln's Recent IT Services Transactions















Lincoln's Business Services Group

Committed to Serving Our Clients

We are immersed in the constantly evolving, rapidly growing service-based economy. Our breadth of transactional, operational and technical experience enables us to intuitively communicate the underlying dynamics in key subsectors and generate excellent outcomes for our clients' individual needs.

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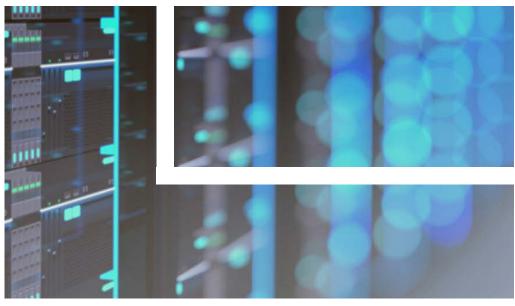
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About Lincoln International

We are trusted investment banking advisors to business owners and senior executives of leading private equity firms and public and privately held companies around the world. Our advisory services include mergers and acquisitions and capital markets advisory for the mid-market. We also provide valuations and fairness opinions and joint ventures advisory services. As one tightly integrated team of more than 600 professionals across 16 countries, we offer an unobstructed perspective, backed by superb execution and a deep commitment to client success. With extensive industry knowledge and relationships, timely market intelligence and strategic insights, we forge deep, productive client relationships that endure for decades. Connect with us to learn more at: www.lincolninternational.com.