

Outsourced Custom Software Development Market Report

May 2023

```
...modifier_ob.  
...mirror object to mirror_  
...mirror_mod.mirror_object  
...operation == "MIRROR_X":  
...mirror_mod.use_x = True  
...mirror_mod.use_y = False  
...mirror_mod.use_z = False  
...operation == "MIRROR_Y":  
...mirror_mod.use_x = False  
...mirror_mod.use_y = True  
...mirror_mod.use_z = False  
...operation == "MIRROR_Z":  
...mirror_mod.use_x = False  
...mirror_mod.use_y = False  
...mirror_mod.use_z = True
```

```
...selection at the end -add  
...mirror_ob.select= 1  
...modifier_ob.select=1  
...context.scene.objects.active  
...("Selected" + str(modifier_ob))  
...mirror_ob.select = 0  
...= bpy.context.selected_object  
...data.objects[one.name].select  
...print("please select exactly  
...-- OPERATOR CLASSES -----
```

```
...types.Operator):  
...X mirror  
...object.mirror_mirror_x  
...mirror X"
```



Growing equity, realizing value

Highlights from the Custom Software Development market



Unique market dynamics...

- The global CSD market is forecast to grow at an 8.5% CAGR to \$120bn in 2026
- The global software developer talent pool cannot keep up with the demand, creating acute talent shortages
- Macroeconomic and geopolitical disruption has added a further bottleneck to the supply of talent
- These dynamics are creating the ideal circumstances for the proliferation of low-code solutions that democratize CSD throughout organizations, posing a risk to traditional CSD firms
- CSD firms are increasingly acquiring higher value-add IT services to address these demands



... and a diverse ecosystem of CSD assets...

- Equiteq identified c. 24,000 CSD firms across the globe, with notable hubs being North America (c. 28%), APAC (c. 28) and Central & Eastern Europe (c. 15%)
- The landscape is highly fragmented, with c. 55% of identified CSD firms operating with under 50 employees
- CSD firms operate a mixture of on-, off-, and nearshore delivery models – with diversified delivery increasingly popular amongst firms



... have attracted specific buyers to the space...

- Strategic buyers and PE investors have been equally active, with PE investors driving the majority of transactions in 2022 through both direct investments and bolt-ons
- Buyers are primarily based in North America and Western Europe
- Nearshore CSD, Diversified Regional IT and Diversified Global IT firms have been the most active strategic acquirer category, accounting for c. 18%, c. 16% and c. 13% respectively
- Bolt-ons for PE-backed CSD platforms have been prioritised for (i) niche capabilities, (ii) onshore scale and (iii) geographical expansion



... driving strong volumes of M&A...

- Deal volume saw a c. 23% CAGR between 2019 and 2022
- 2022 saw 129 deals, a slight decrease from 143 deals in 2021 driven by softening M&A demand from strategic buyers and fewer PE platform investments
- Equiteq identified 39 PE add-ons in 2022, up from 36 in 2021, indicating that market consolidation continued despite worsening market conditions
- North America and Western Europe saw the highest levels deal volume, with CEE in third despite the Ukraine War creating investor hesitance



... at evolving valuation levels

- Since 2019, public valuations have been on a tumultuous path with COVID-19, interest rate hikes, the Ukraine War, and prolonged inflation causing valuations to converge in the 12-15x NTM EBITDA range
- This is markedly down from the highs of 2021 which saw assets trading as high as 30x NTM EBITDA on a median basis
- Recent turmoil has caused investors to turn towards EBITDA-based valuations as profitability is preferred over growth
- Private markets have remained resilient, with the median valuation at the c. 15x LTM EBITDA level

Executive Summary



1

Market overview and valuation trends

- CSD market sizing, industry trends, and market drivers
- Macro valuation commentary and trading comparable analysis

2

Global landscape overview

- Distribution of CSD service providers across the globe
- Key player landscape

3

M&A activity – 2019 to present

- Deal volume by transaction type and region
- Analysis of CSD acquirers' strategic rationales

4

Regional CSD M&A overview of nearshore hubs

- Analysis of M&A amongst CSD firms in CEE, LatAm, and MEA
- Deals by country, buyer region, and transaction type

5

Regional CSD M&A overview of offshore hubs

- Analysis of M&A amongst CSD firms in APAC
- Deals by country, buyer region, and transaction type

6

Select PE-backed platforms: M&A since inception

- Distribution of select PE-backed platforms in the CSD space
- Investment cycle, transaction rationale, and investor analysis

7

About Equiteq

- Introduction to Equiteq and select completed transactions
- Equiteq's expert CSD M&A team

1 Market overview and valuation trends

2 Global landscape overview

3 M&A activity – 2019 to present

4 Regional CSD M&A overview of nearshore hubs

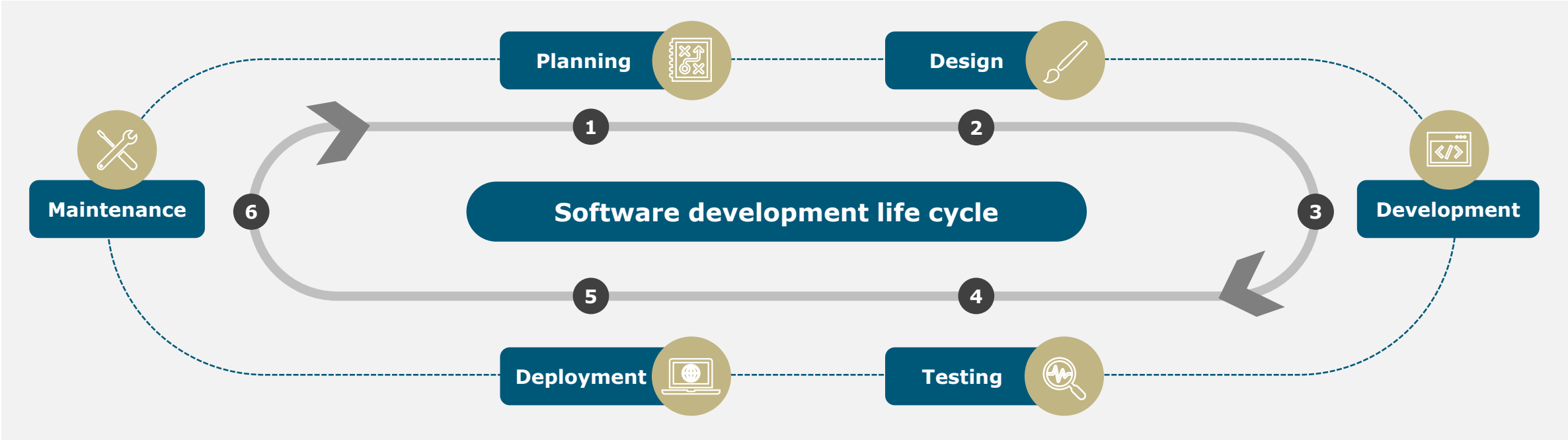
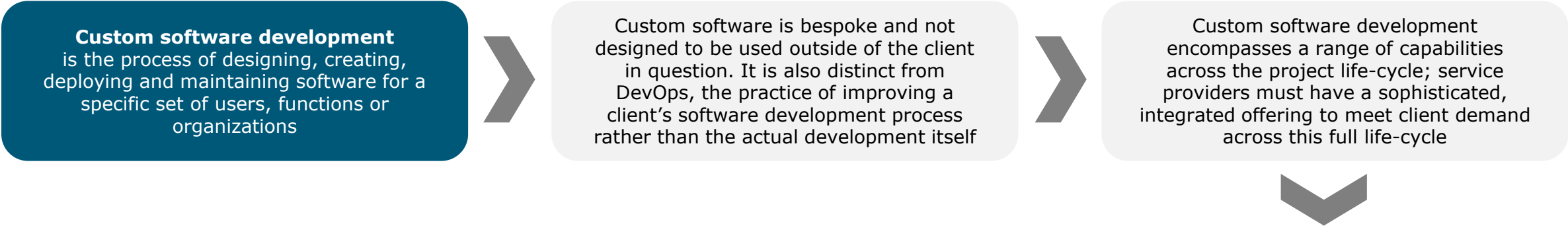
5 Regional CSD M&A overview of offshore hubs

6 Select PE-backed platforms: M&A since inception

7 About Equiteq



Defining custom software development (CSD)



Despite macro headwinds and the rise of competing technologies, the global CSD market is forecast to expand at 8.5% CAGR to 2026

Companies are increasingly requiring bespoke solutions as off-the-shelf products do not satisfy their specific, complex needs

- Global IT spend is forecast to reach \$6.2tn by 2026
- Software will be the fastest-growing subsegment at a 11.9% CAGR, with spend on infrastructure software required for bespoke solutions leading at a 12.8% CAGR

The regional dislocation of IT spend & talent supply, combined with cost arbitrage opportunities, is drawing buyers to near & offshore

- R&D spend largely stems from developed nations while near & offshore markets offer deep talent pools at a significant cost discount
- This dislocation is attracting buyers to the regions

The global software talent market is rapidly tightening, driving price inflation and impacting business leaders' priorities

- Global software spend is forecast to grow at a CAGR of 11.6%⁽¹⁾ vs only 4.2% for software talent to 2026, propelling talent sourcing to the top of CIOs' priorities
- Companies are rethinking their IT & talent strategies, and actioning price increase

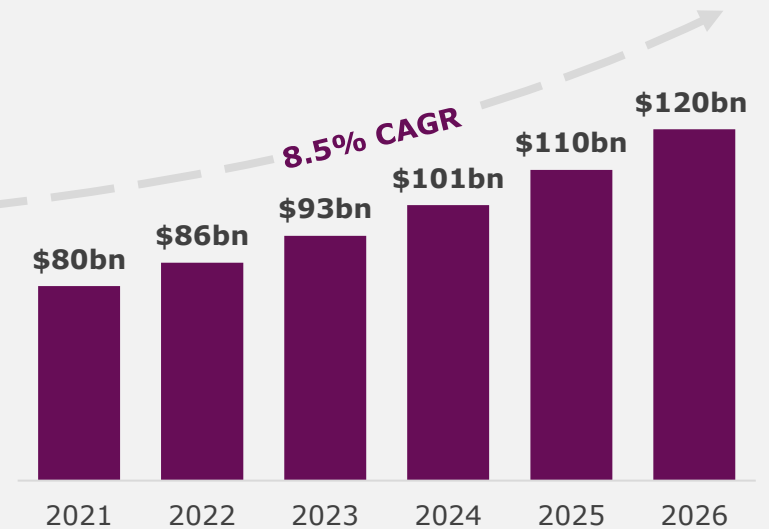
The proliferation of low code / no code platforms creates a tangible alternative to selecting bespoke solution providers

- The tightening labor market, combined with the adoption of emerging technologies and ways of work, have created fertile ground for low code / no code platforms
- At a forecast spend of ~\$60bn by 2026, this technology creates a tangible alternative to custom solution

The macroenvironment is driving the demand for higher-value strategic services, which established developers are pursuing

- Remote working, rising nationalism, changing socio-political landscapes, increasing complexity of businesses and evolution of delivery models is turning business leaders' attention to seeking higher value strategic services

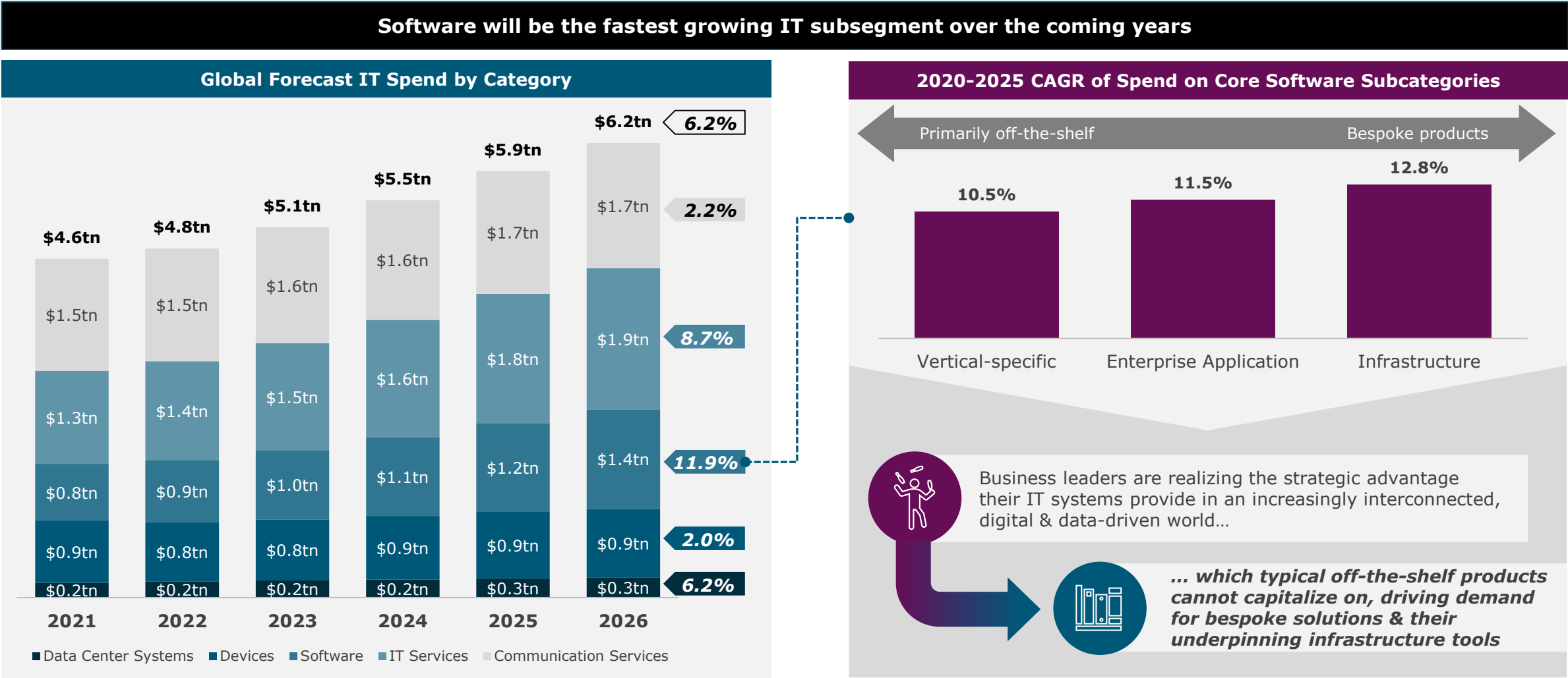
Global Custom Software Development market



"CIOs are using more IT services to assist in the lack of skilled IT staff. Tasks that require lower skill sets tend to be outsourced to managed service firms to alleviate staff time, while critical strategy work, which requires high-end skills unobtainable by many enterprises, will increasingly be fulfilled by external consultants."

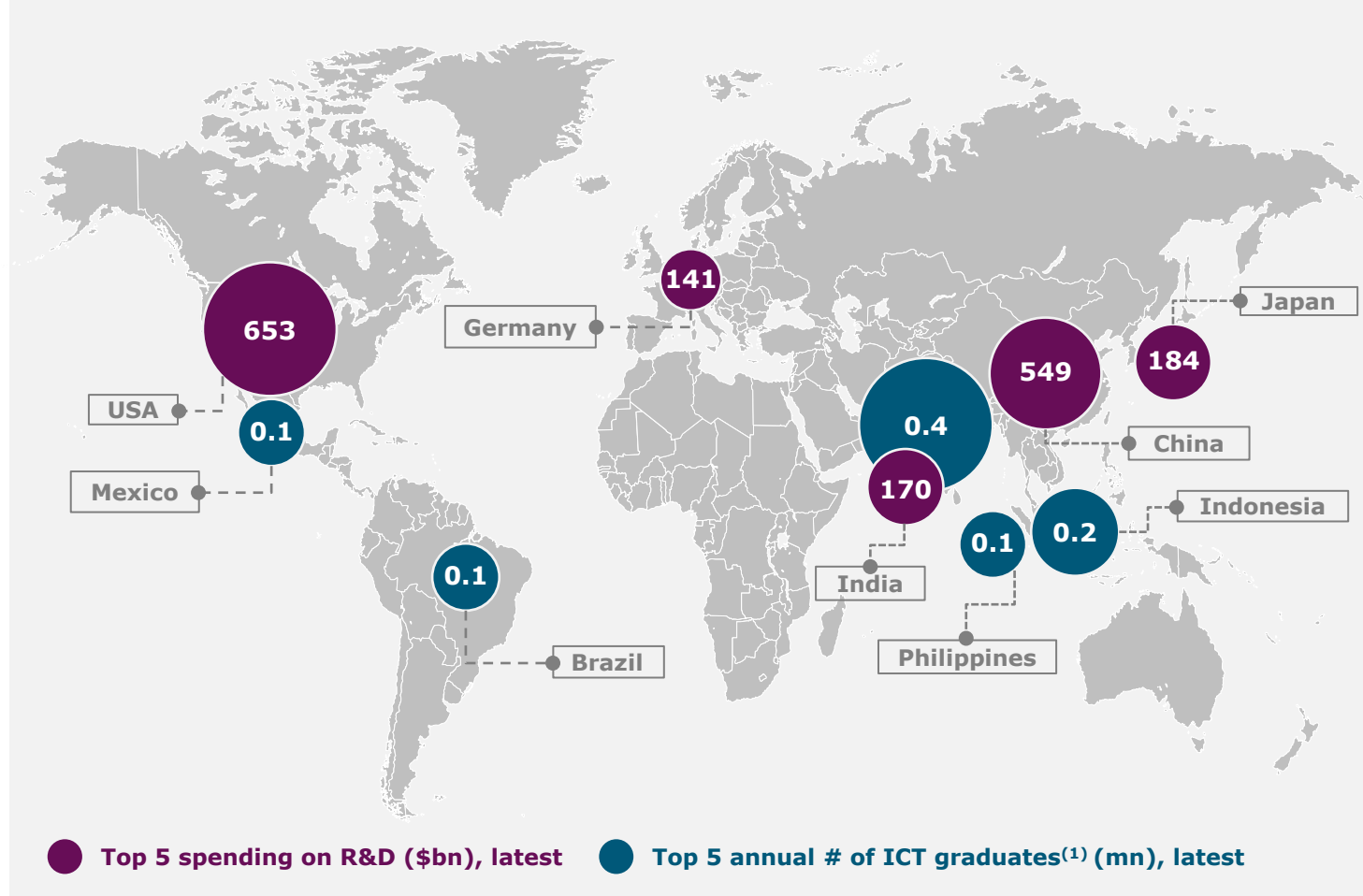
- John-David Lovelock, Research VP at Gartner

The global IT spend is forecast to reach \$6.2tn by 2026, with budgets being increasingly allocated to software required for bespoke solutions

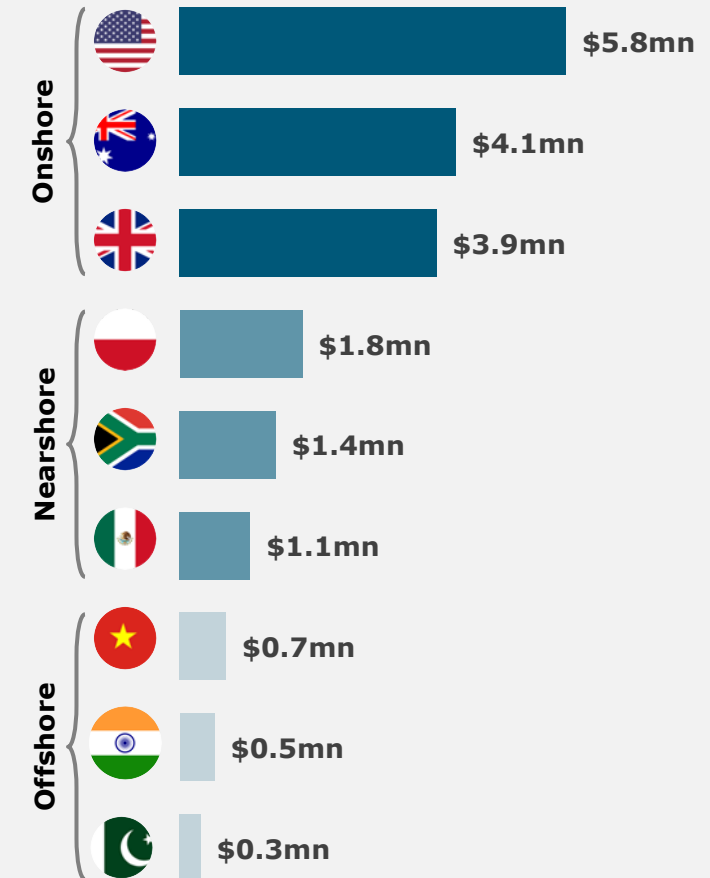


While demand is primarily coming from developed nations, cost arbitrage & deep talent pools draw buyers to near & offshore markets

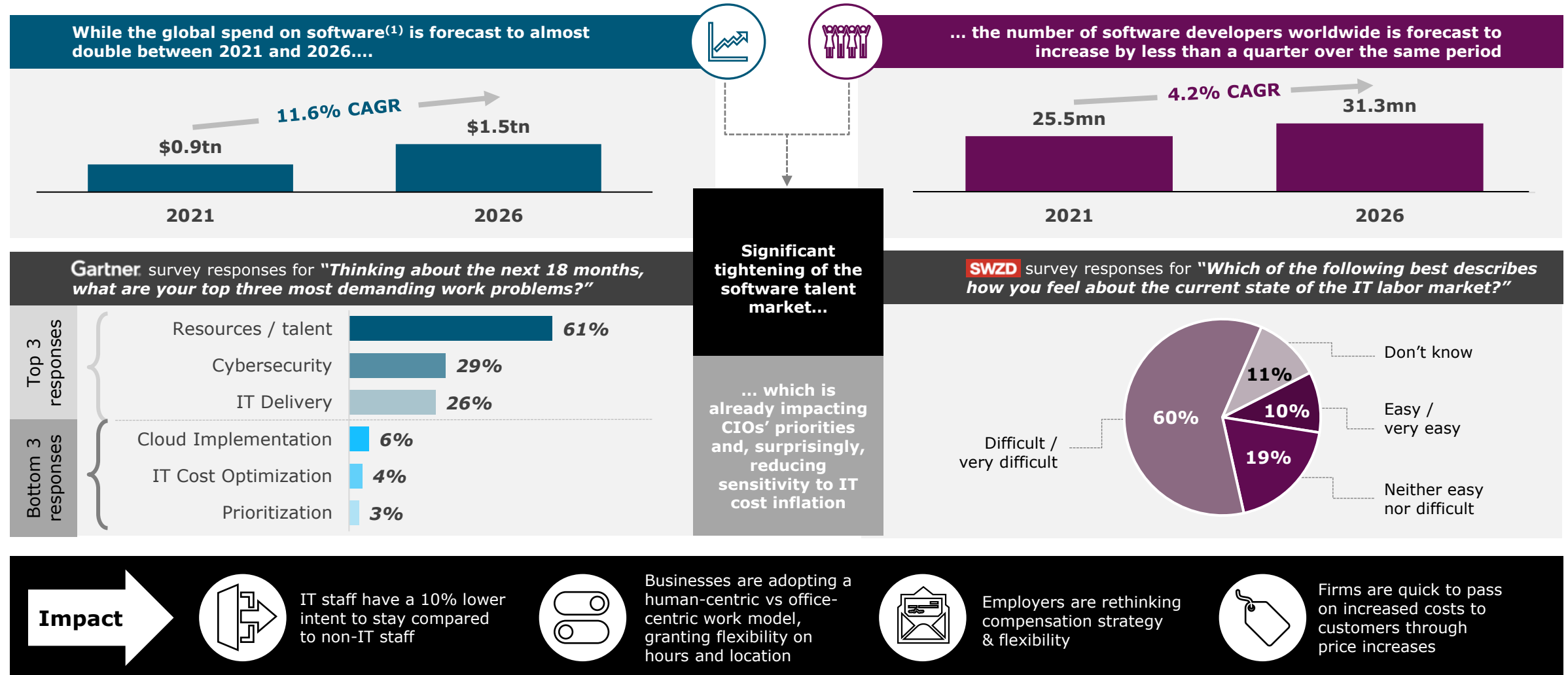
Top 5 countries for R&D spend and # of ICT graduates



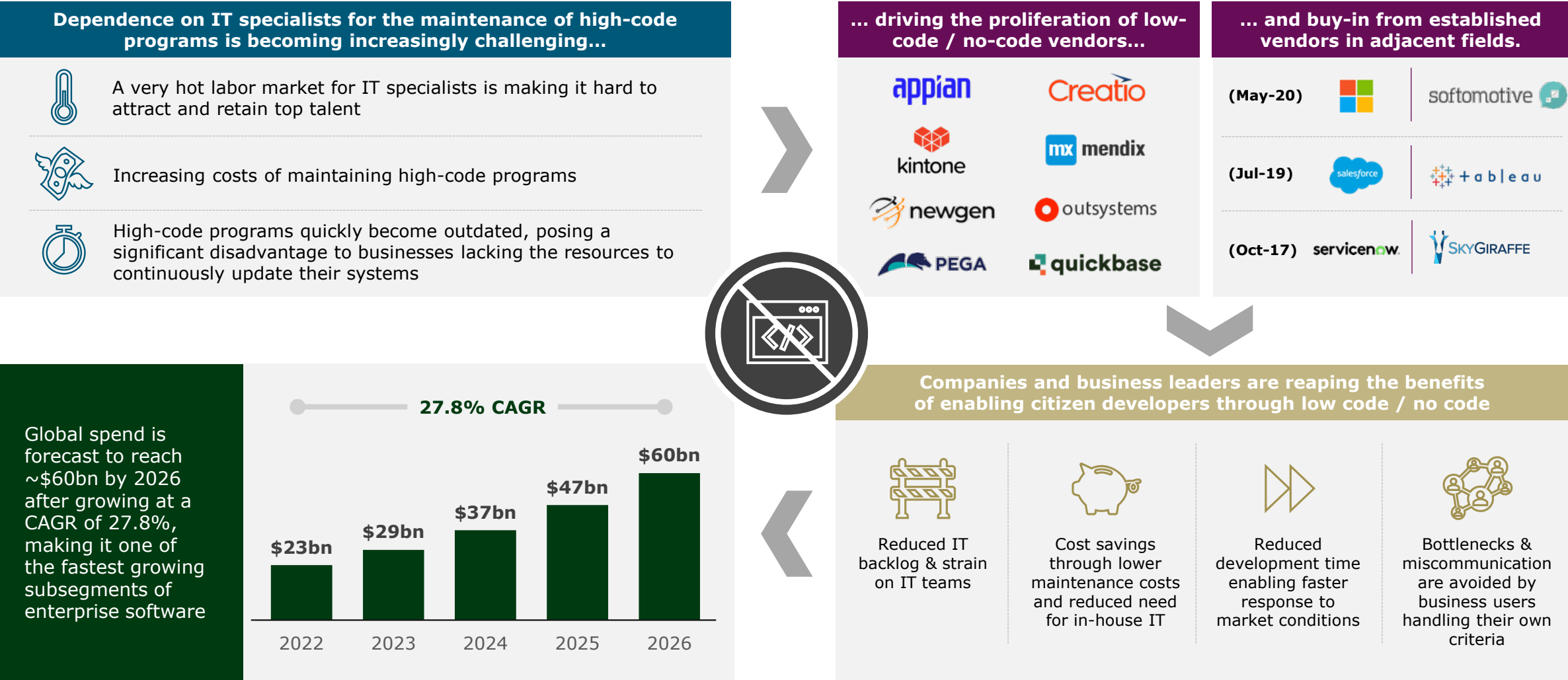
Illustrative annual running costs⁽²⁾



Software demand is quickly outstripping the supply of talent, driving inflation and impacting business leaders' strategic priorities...



... creating, among other enablers, the ideal environment for low code / no code platforms, posing a threat to bespoke development providers



The numerous macroeconomic developments of recent years have increased the demand for higher value-add strategic services...

IT delivery models are susceptible to changing macro environments



The acceleration of **remote working** following the C-19 pandemic has reduced expectations for in-person presence, opening the door for typically onshore, higher value-add services to be delivered from near or offshore locations



Rising **nationalism / anti-globalization** across the globe is weighing on the decision-making process of firms choosing between onshore, nearshore and offshore



Changing **sociopolitical landscapes and international relations** (such as the invasion of Ukraine, rising China-US tensions) are adding further tangible risks to nearshore / offshore models



Increasing complexity of businesses and the realization of IT's strategic advantage are driving demand for higher value add consulting services, where proximity, language, and cultural affinity play significant roles in vendor selection



Delivery models & processes are becoming increasingly iterative and bespoke, benefiting vendors with closer proximity



Business leaders are seeking strategic advice in the current market

2020-2025 CAGR of Consulting & Implementation Services spend

Corporate Strategy Consulting



~15%

Technology Strategy & Governance Consulting



~12%

Application Technology Consulting



~10%

Custom Application Implementation



~8%

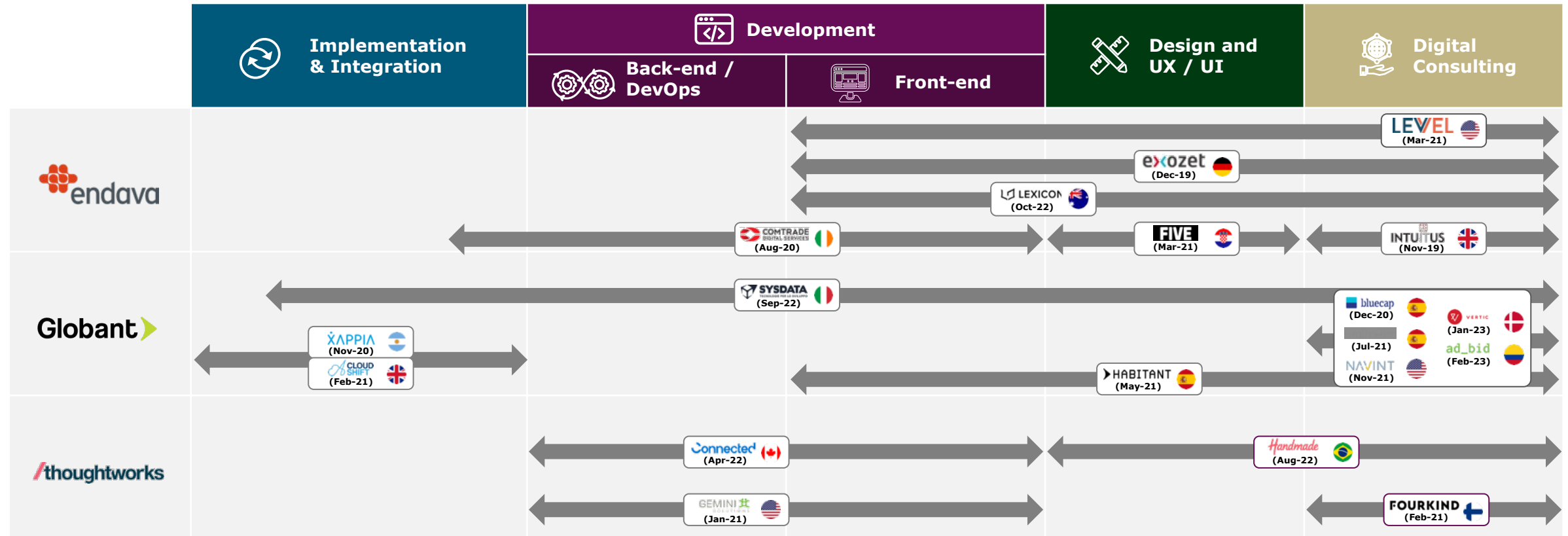
Commercial Application Implementation



~7%

Increasing value-added services

... which established CSD players are pursuing through targeted acquisitions



Consulting services are seen as value-additive and a cornerstone of creating an integrated digital service offering for enterprise clients...

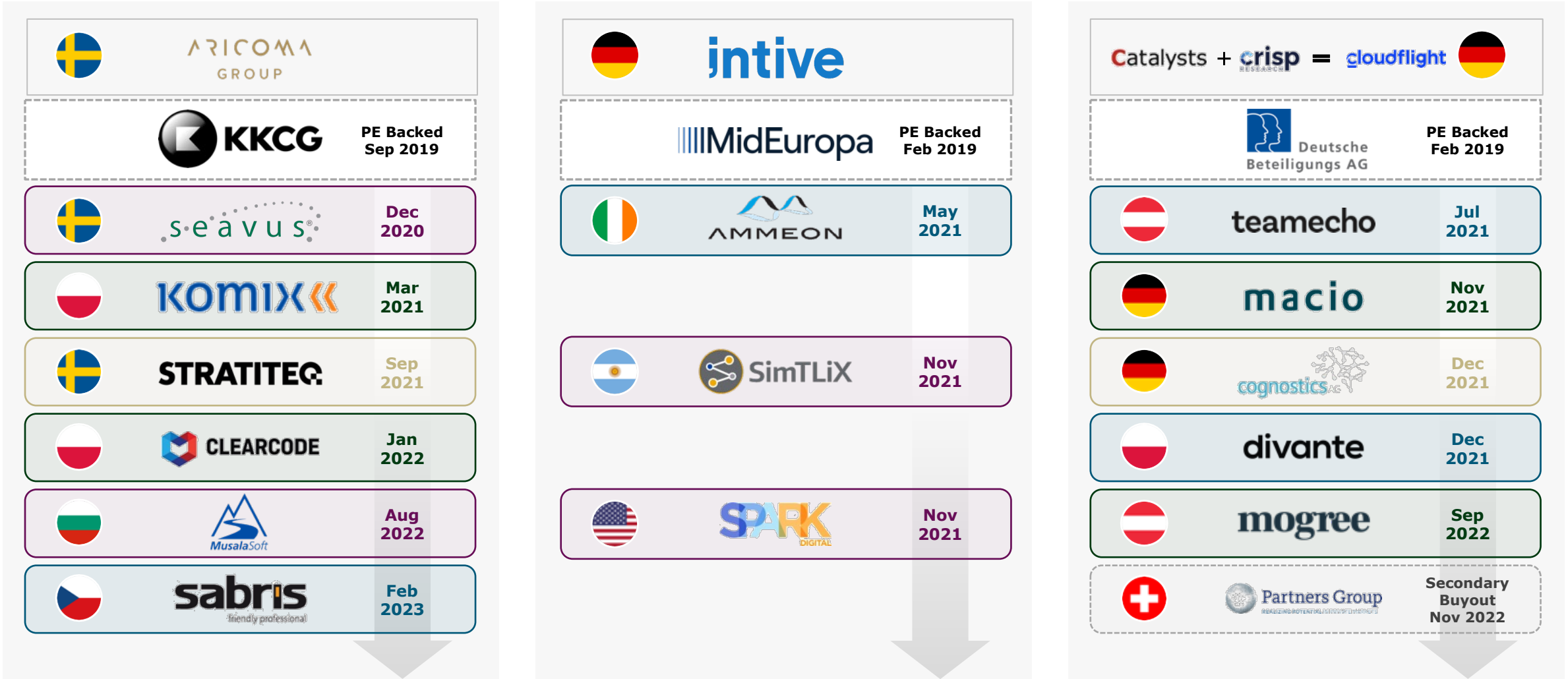


"Our strategic acquisitions have expanded our geographic reach and service capabilities to include digital strategy, design, and consulting... [we are] moving beyond traditional services into business consulting, design, and physical product development" – FY21 10K

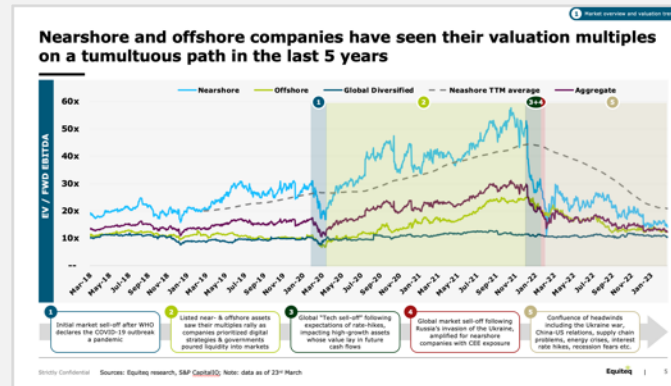
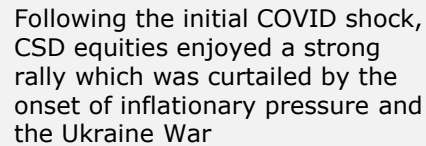
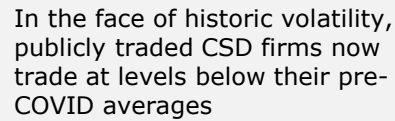


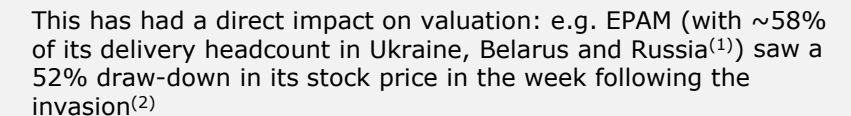
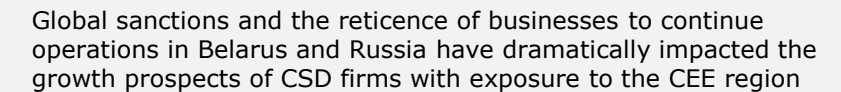
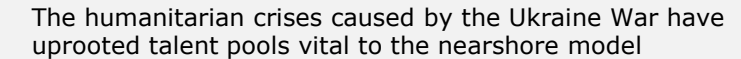
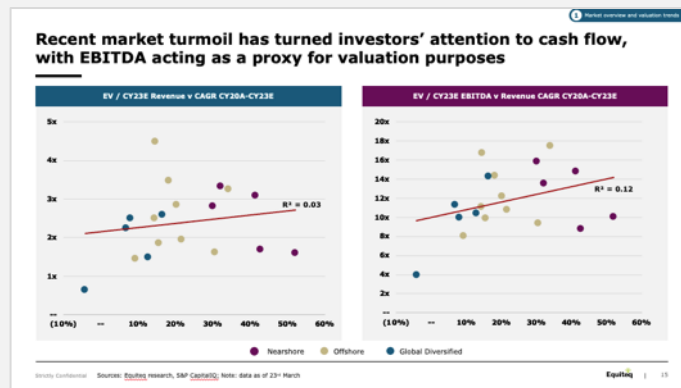
"In 2021, we continued to implement a strategy focused on...leveraging our existing (and pursuing new) strategic alliances by targeting leading business advisory companies" – FY21 10K

These various sector dynamics and the fragmented nature of the market have attracted investors seeking platforms for consolidation

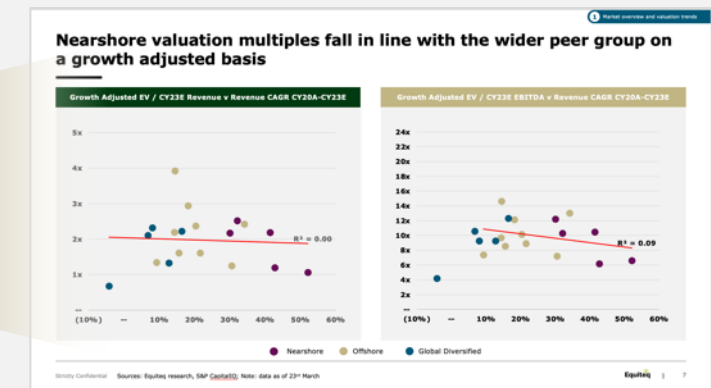


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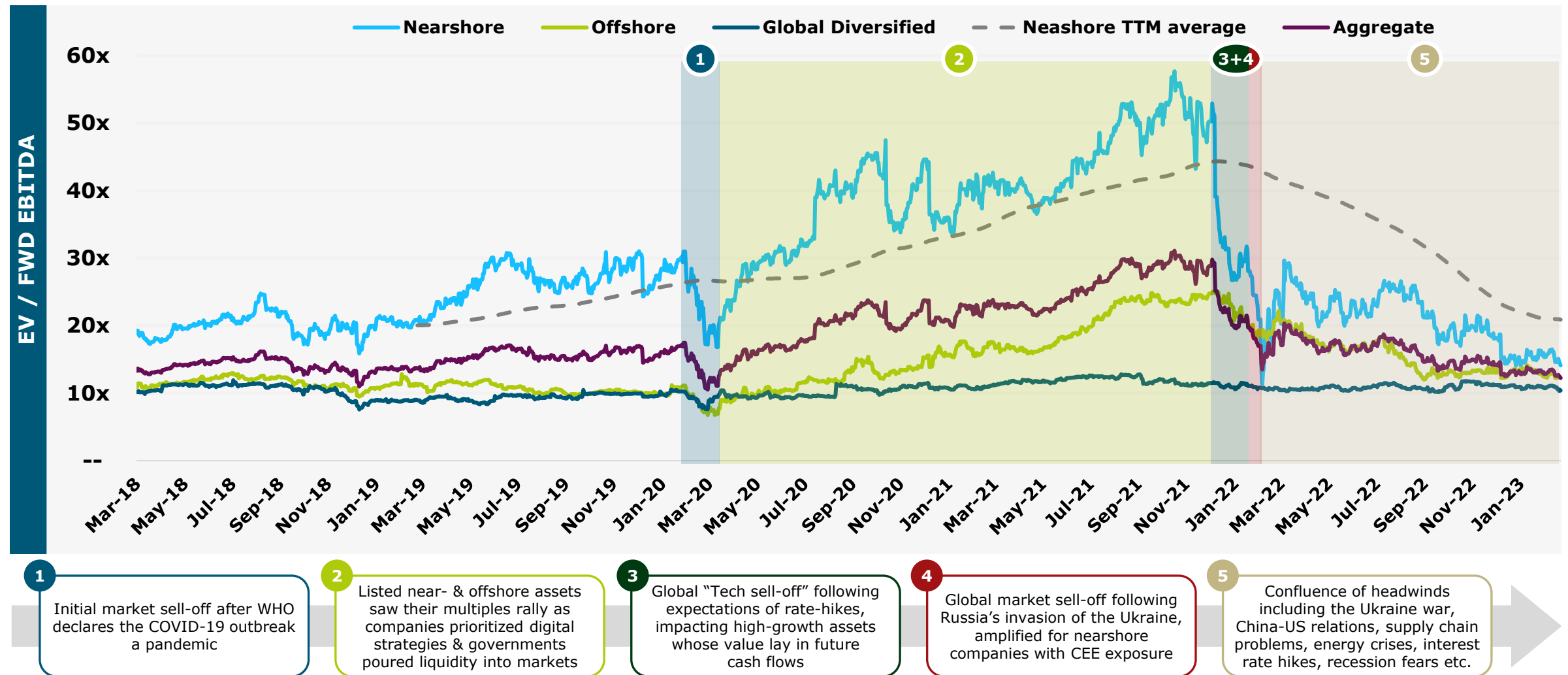


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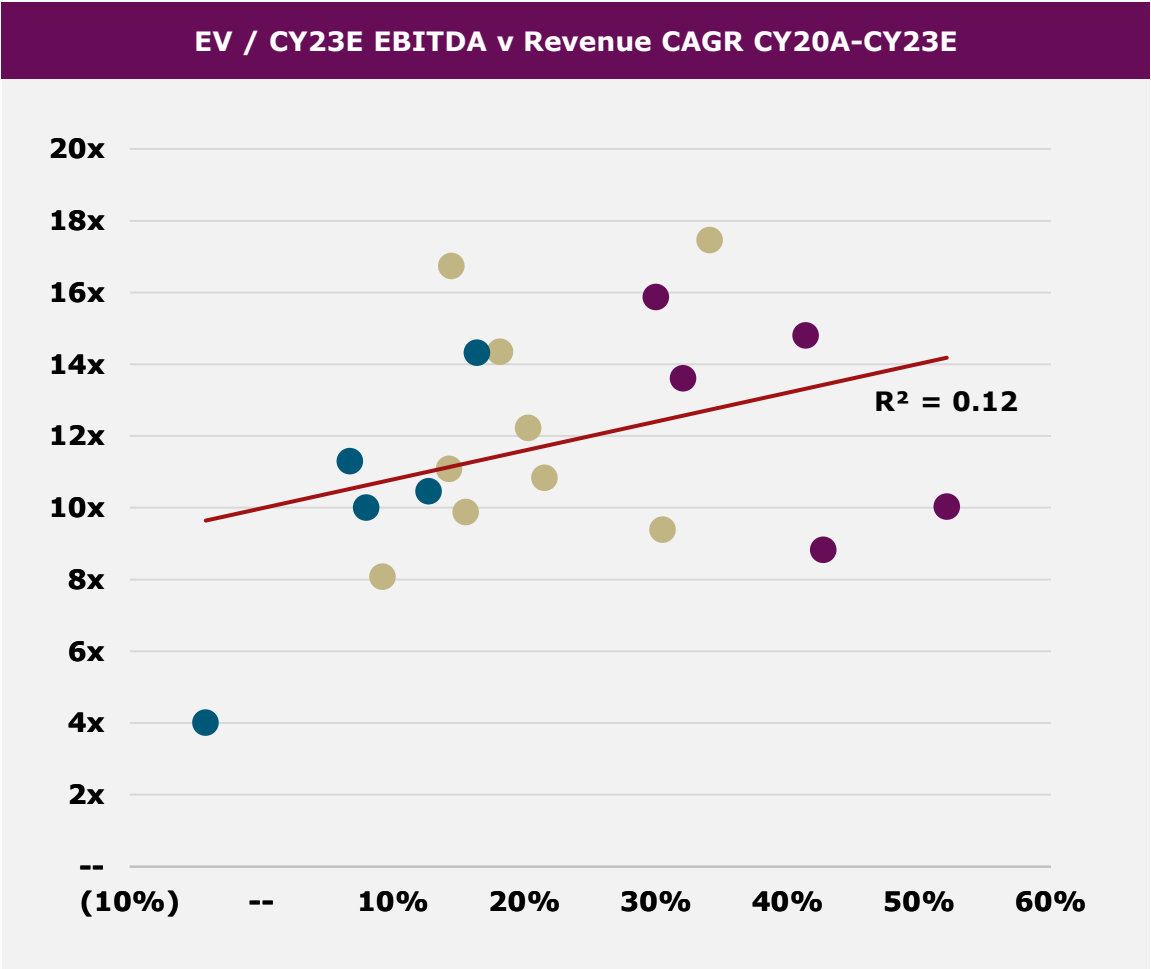
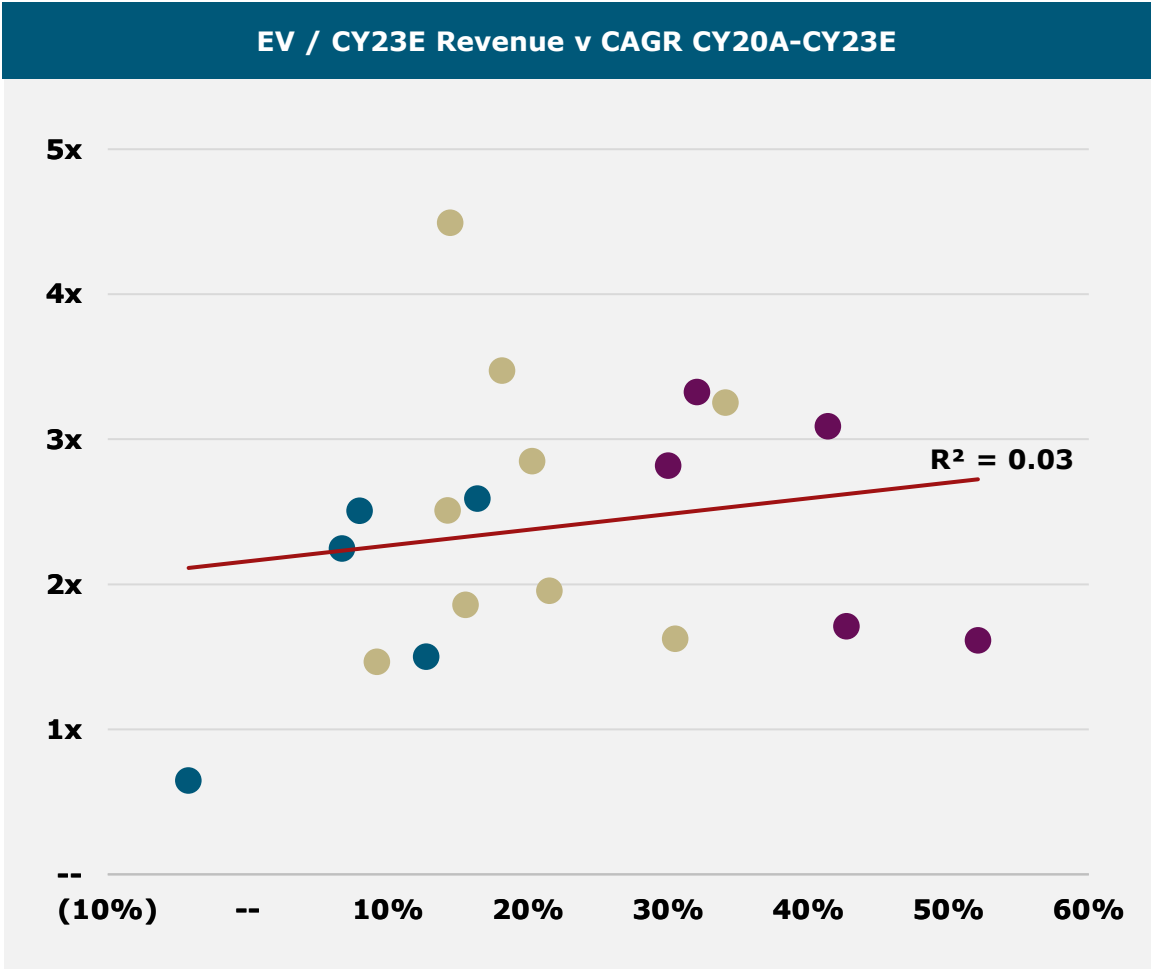
Revenue growth has historically been the valuation bellwether for IT services firms; recent growth challenges have disrupted this model, pushing investors to view profitability in the form of EBITDA as the key valuation driver



Nearshore and offshore companies have seen their valuation multiples on a tumultuous path in the last 5 years



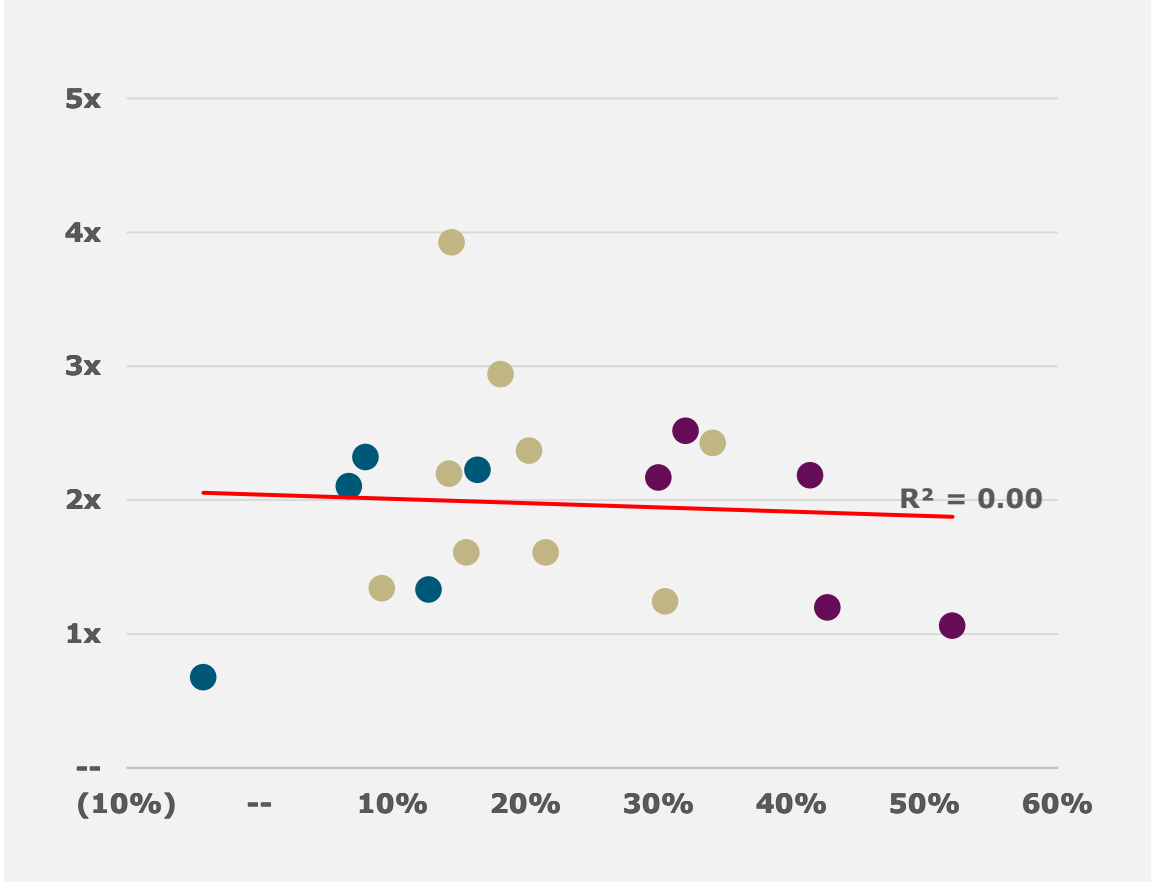
Recent market turmoil has turned investors' attention to cash flow, with EBITDA acting as a proxy for valuation purposes



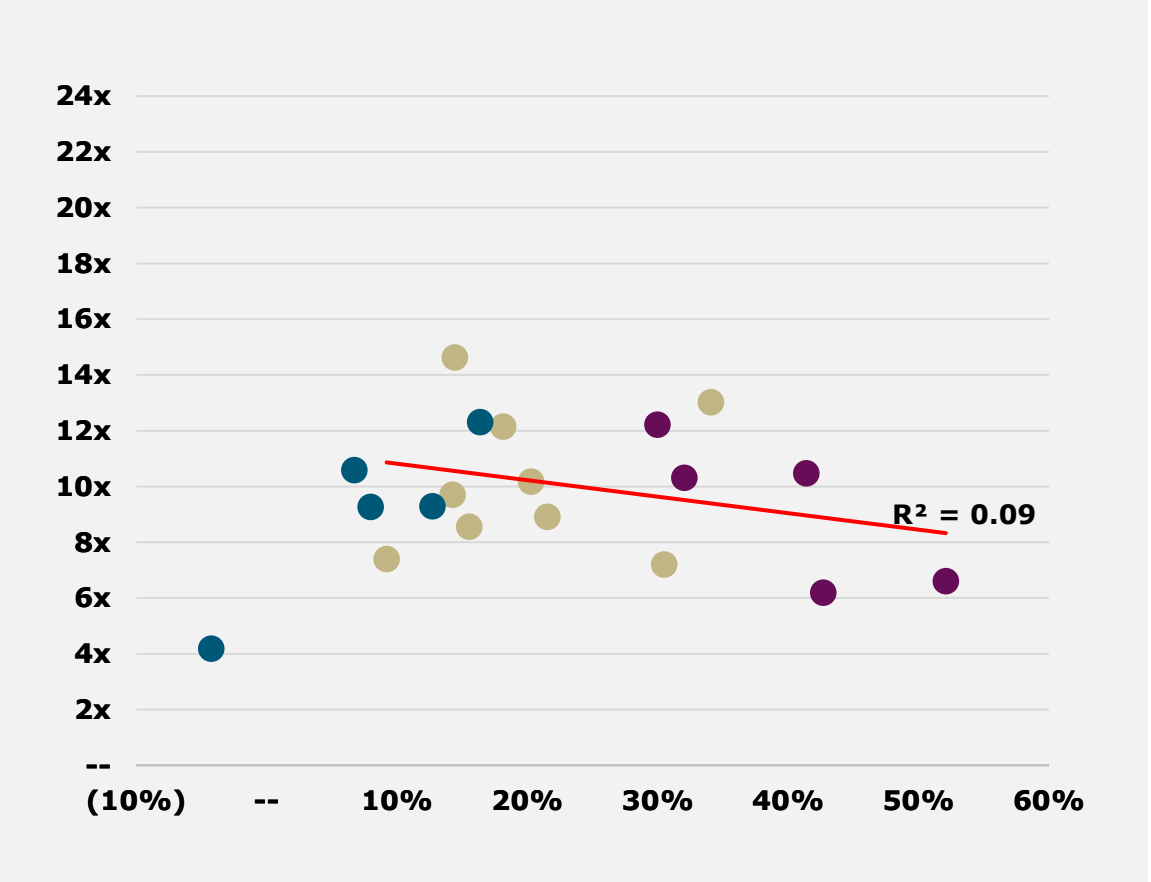
● Nearshore ● Offshore ● Global Diversified

Nearshore valuation multiples fall in line with the wider peer group on a growth adjusted basis

Growth Adjusted EV / CY23E Revenue v Revenue CAGR CY20A-CY23E



Growth Adjusted EV / CY23E EBITDA v Revenue CAGR CY20A-CY23E

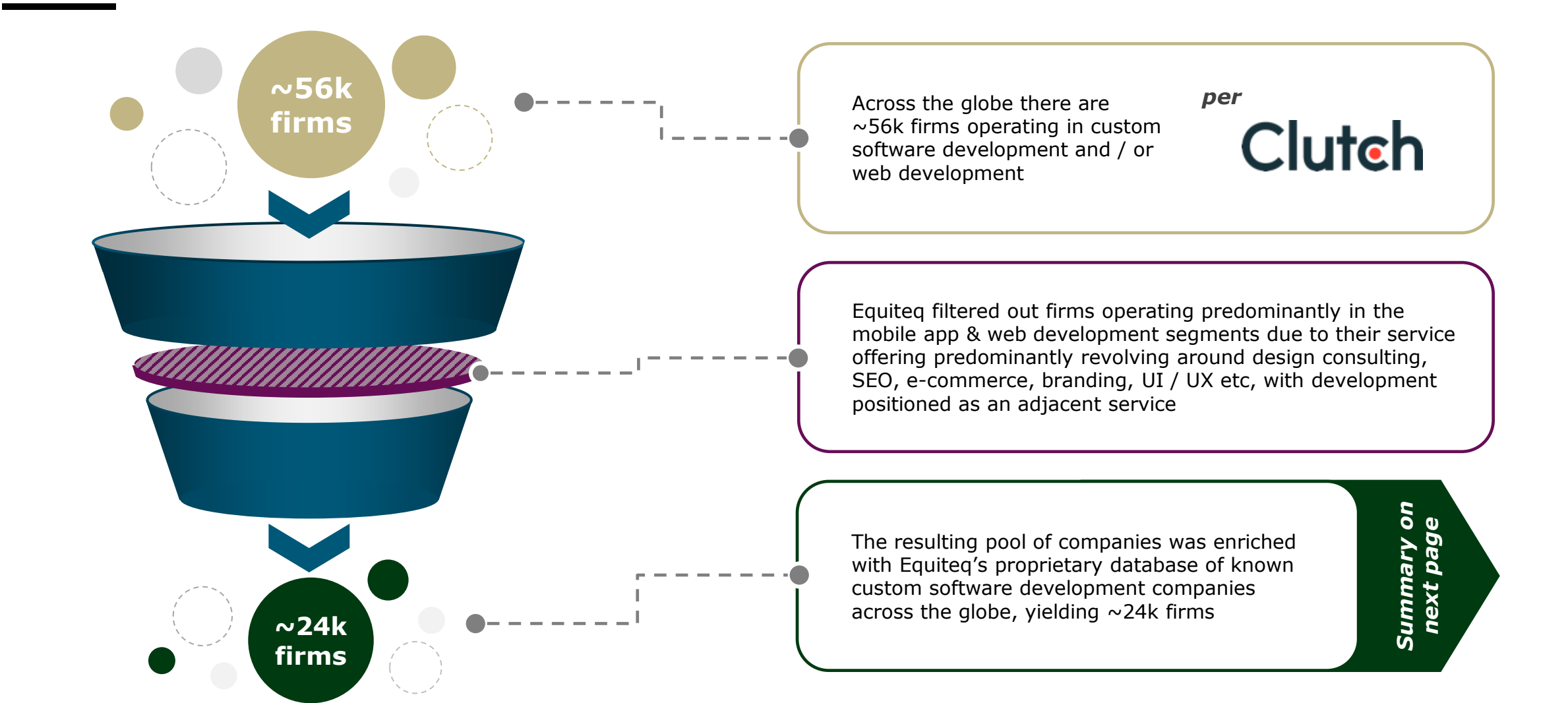


● Nearshore ● Offshore ● Global Diversified

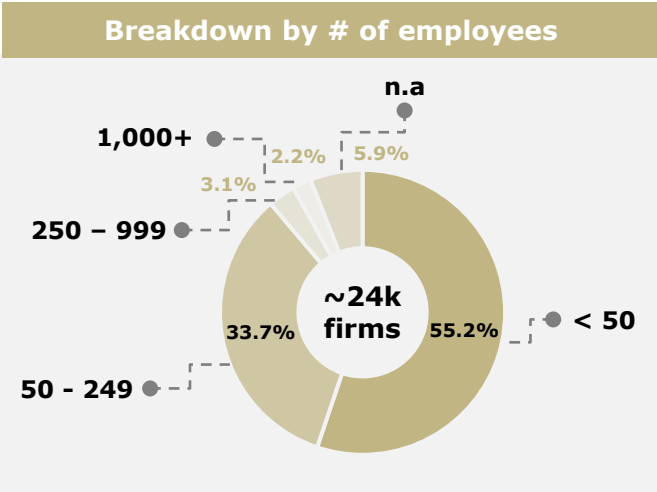
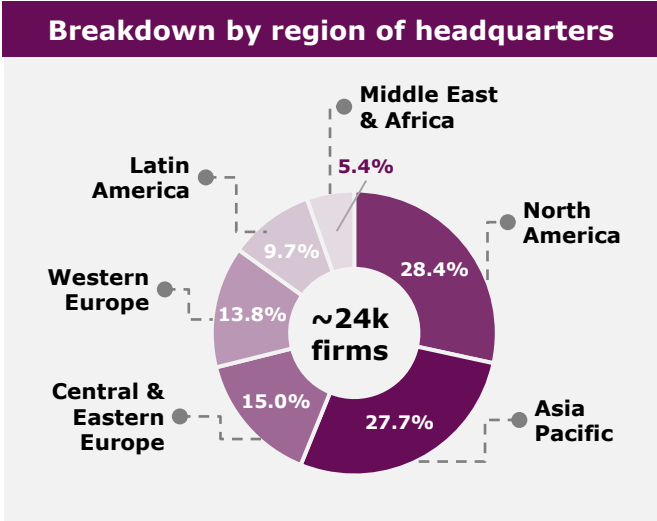
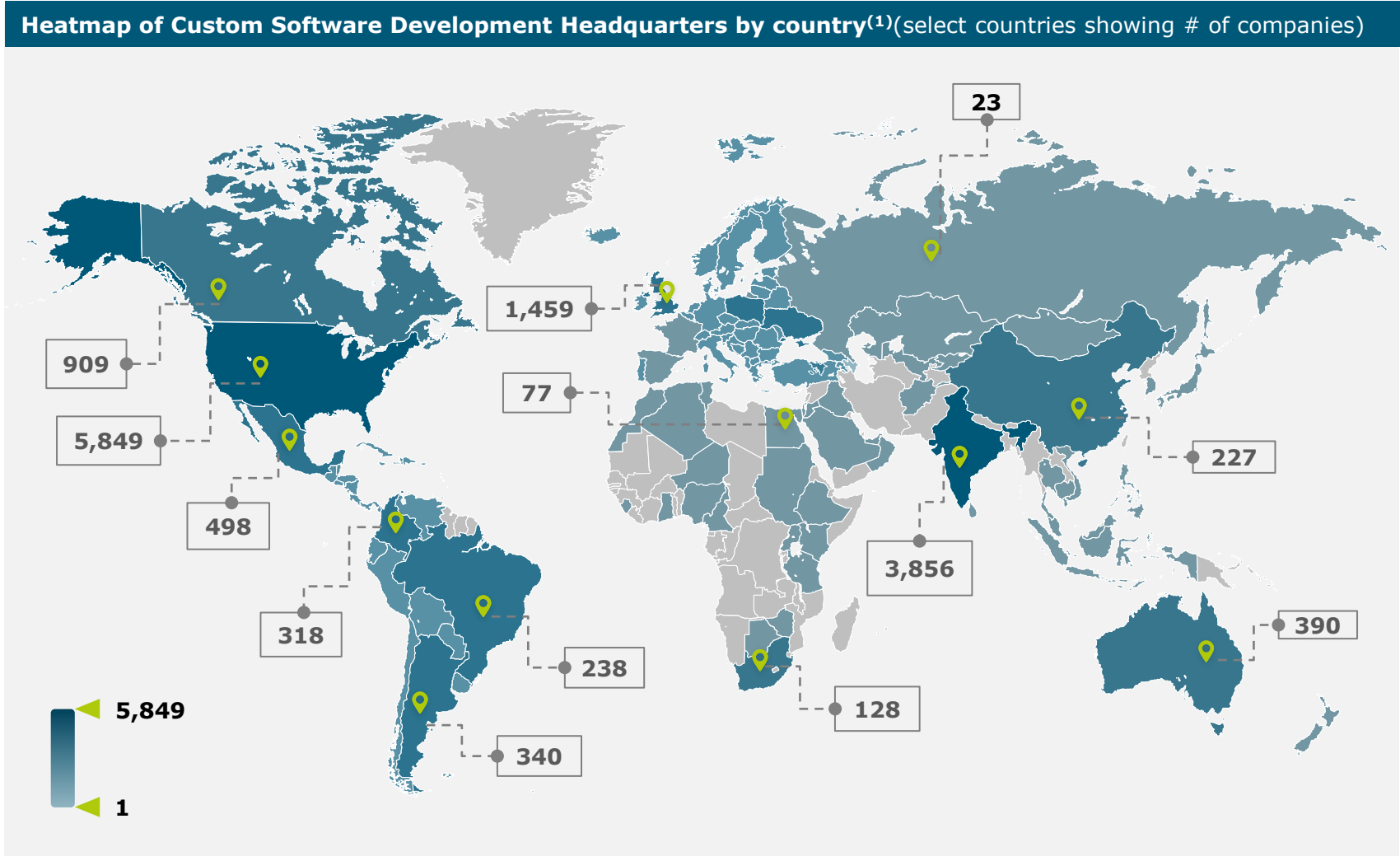
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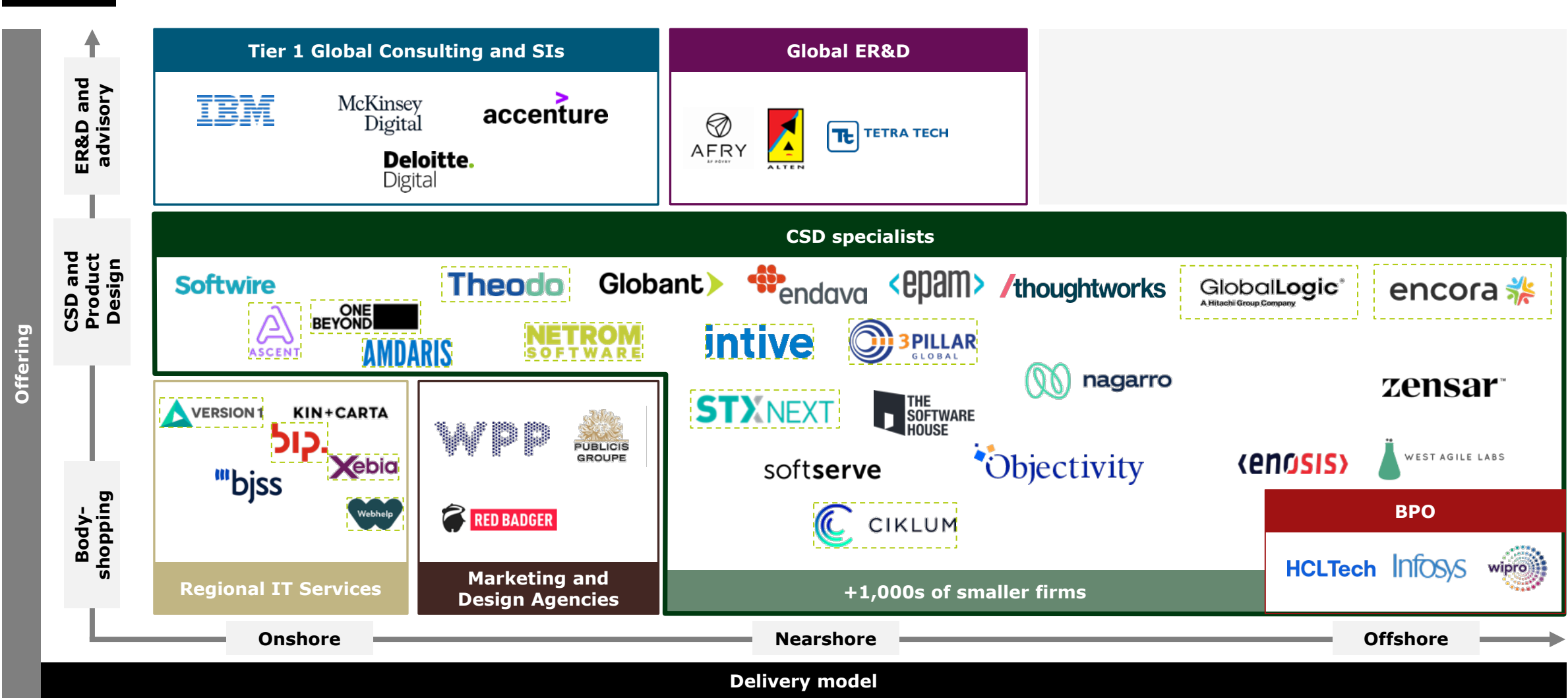
Of the ~56k identified companies offering development services, ~24k could be viewed as having development at core



The global CSD space is notably fragmented yet concentrated, with most firms employing < 50 people



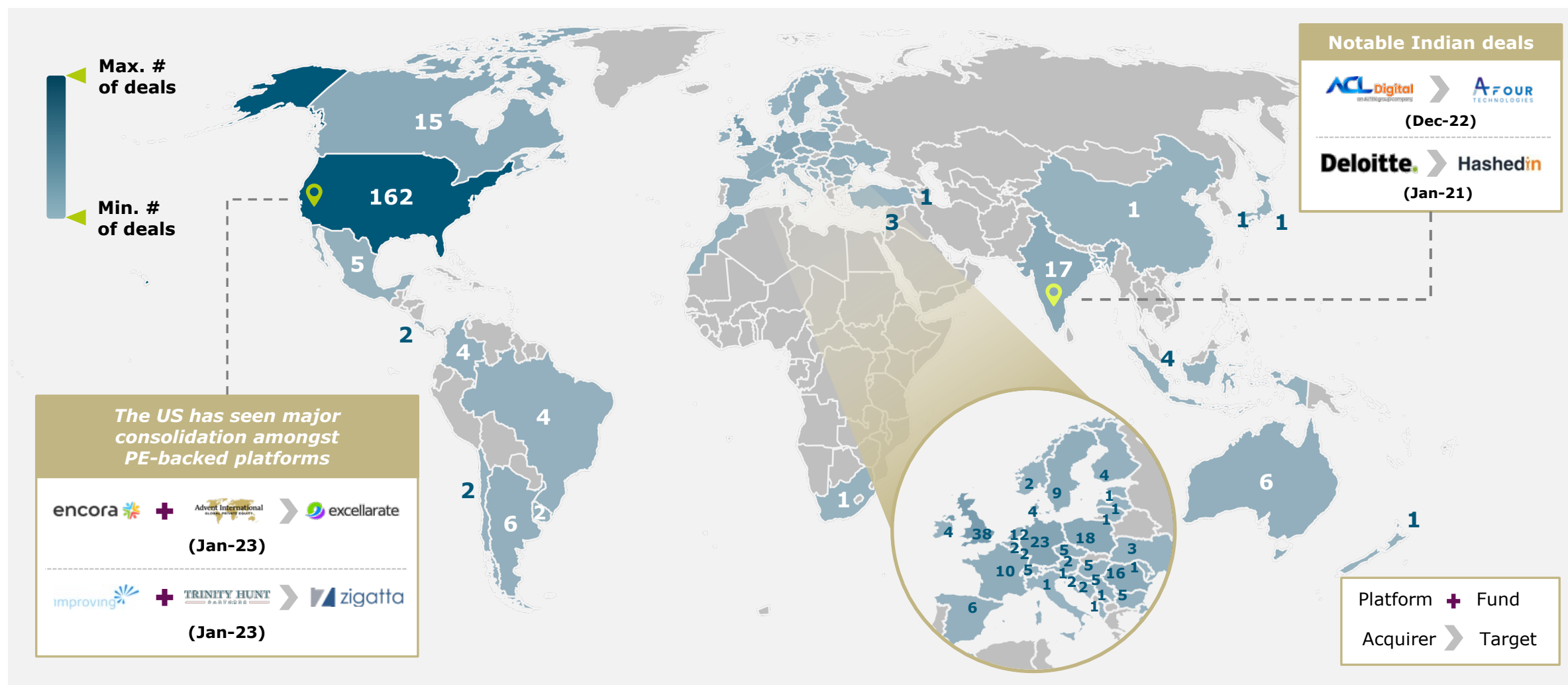
CSD firms compete with a number of adjacent verticals with similar capabilities while focusing on perfecting their legacy delivery model



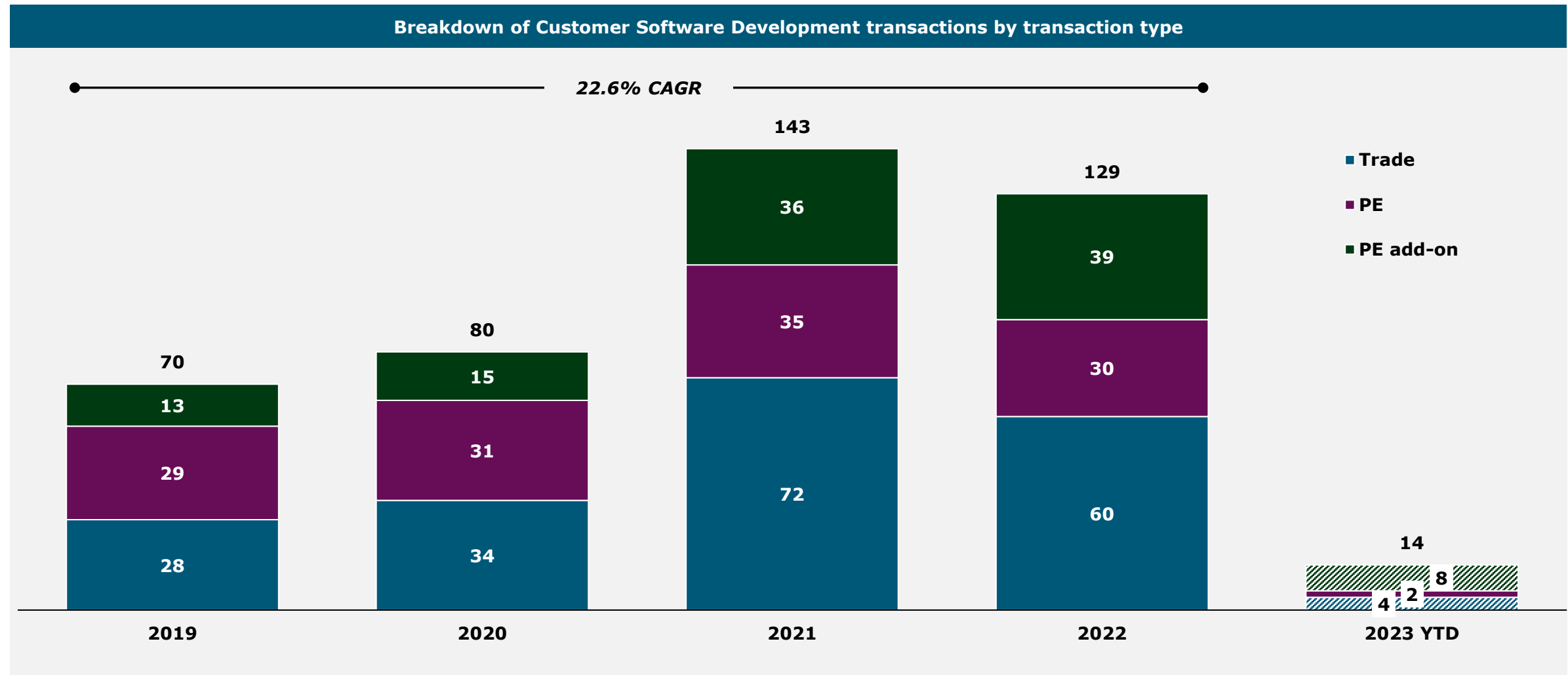
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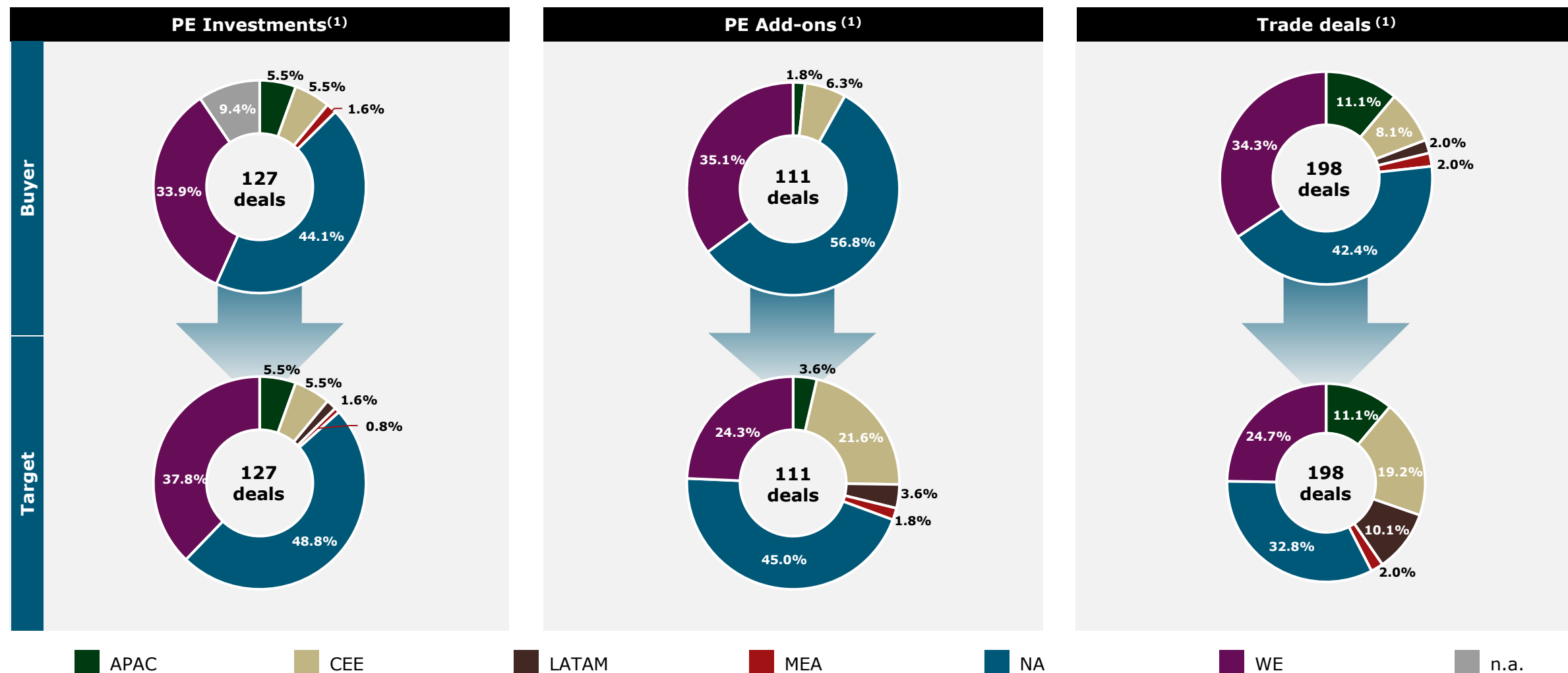
The US and Western Europe have dominated deal volumes, though LATAM, CEE, and the Indian sub-continent have seen strong investment



Private Equity investments and add-ons now represent the majority of recent deals in the OCSD space



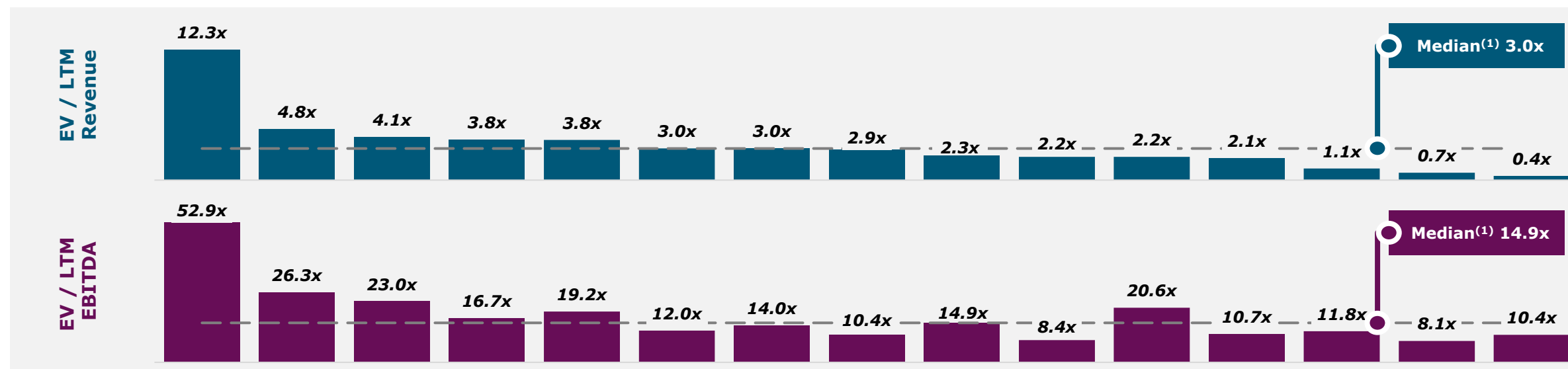
Western investors have predominantly targeted local platforms, which, like trade buyers, seek inorganic scale across near & offshore hubs














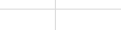




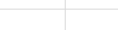







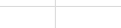










Capability driven M&A is a priority for larger, diversified IT services firms whilst CSD shops themselves prioritize scale

| Buyer Category | | Total Share Of Transactions | Sample Acquirers | Level of Interest Based On | | | | | |
|---------------------------------|-----------|-----------------------------|---|----------------------------|--------------------|-----------------|----------------|---------------|--------------------|
| | | | | Geographic Expansion | Vertical Expansion | Nearshore Scale | Offshore Scale | Onshore Scale | Niche Capabilities |
| Digital Advertising & Marketing | | 2.1% | AKQA PUBLICIS GROUPE S4 CAPITAL | | | | | | |
| Diversified Global IT | | 12.6% | accenture HCLTech DXC TECHNOLOGY cognizant PERFICIENT | | | | | | |
| Diversified Regional IT | | 15.8% | htec VERSION 1 improving Webhelp KIN+CARTA Xebia | | | | | | |
| Global ER&D | | 0.9% | AFRY ALLEN TETRA TECH | | | | | | |
| CSD | Nearshore | 18.1% | 3PILLAR GLOBAL Globant CIKLUM intive <epam> STX NEXT | | | | | | |
| | Offshore | 3.9% | encora GlobalLogic WEST AGILE LABS | | | | | | |
| | Onshore | 6.4% | Pearls ASCENT Theodo | | | | | | |
| Other | | 3.2% | apoBank FT RESHAMANDI | | | | | | |
| Private Equity | | 29.4% | AFIRMA CAPITAL MidEuropa FTV KKCG HIC WARBURG PINCUS | n.a. | n.a. | n.a. | n.a. | n.a. | n.a. |
| Professional Services | | 4.4% | Deloitte EY McKinsey & Company | | | | | | |
| Software Platform | | 3.2% | KOBIL scientist snowflake | | | | | | |

Private markets have on average traded at lower multiples over the last years, though at-scale assets have attracted premium valuations

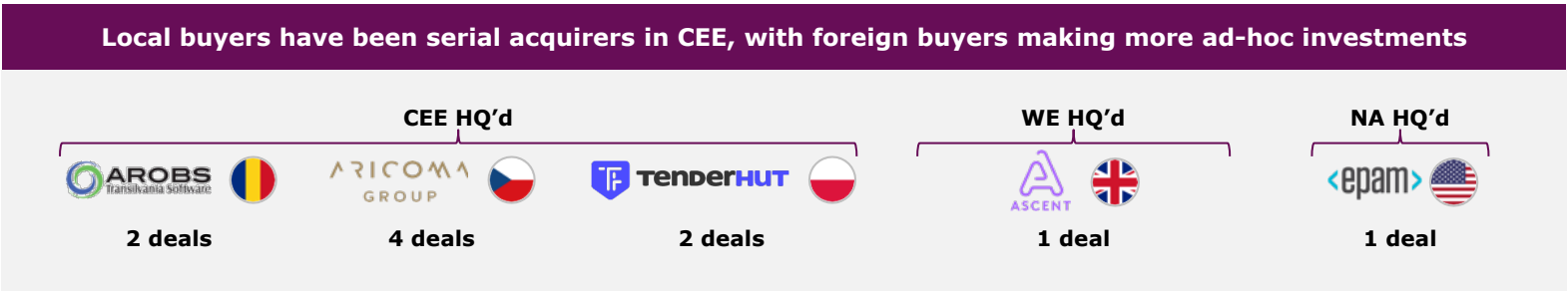
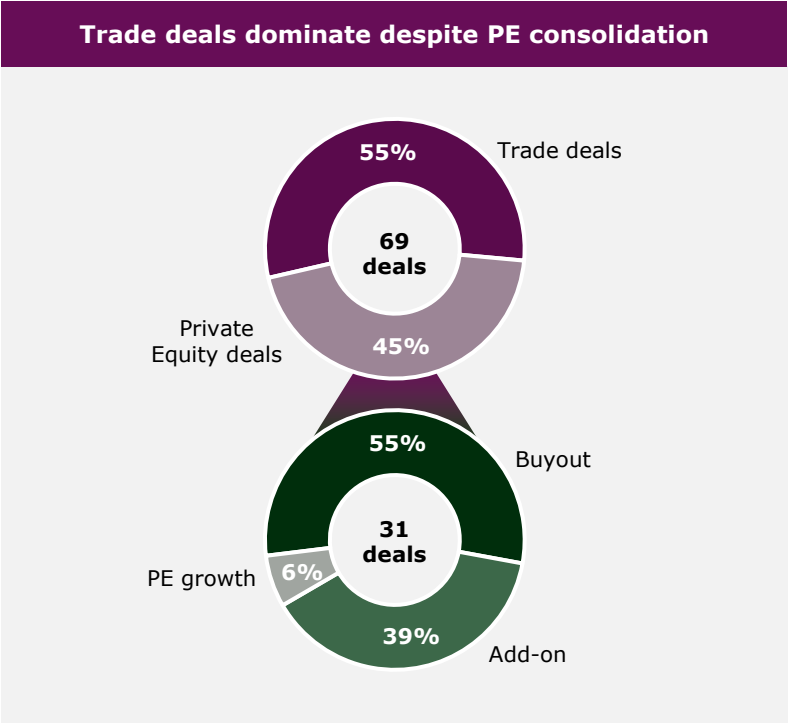
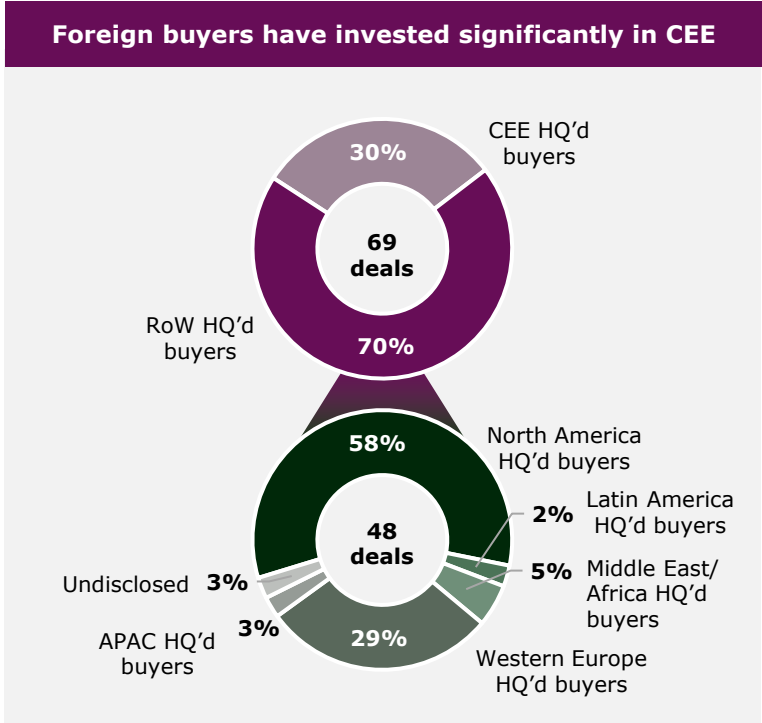
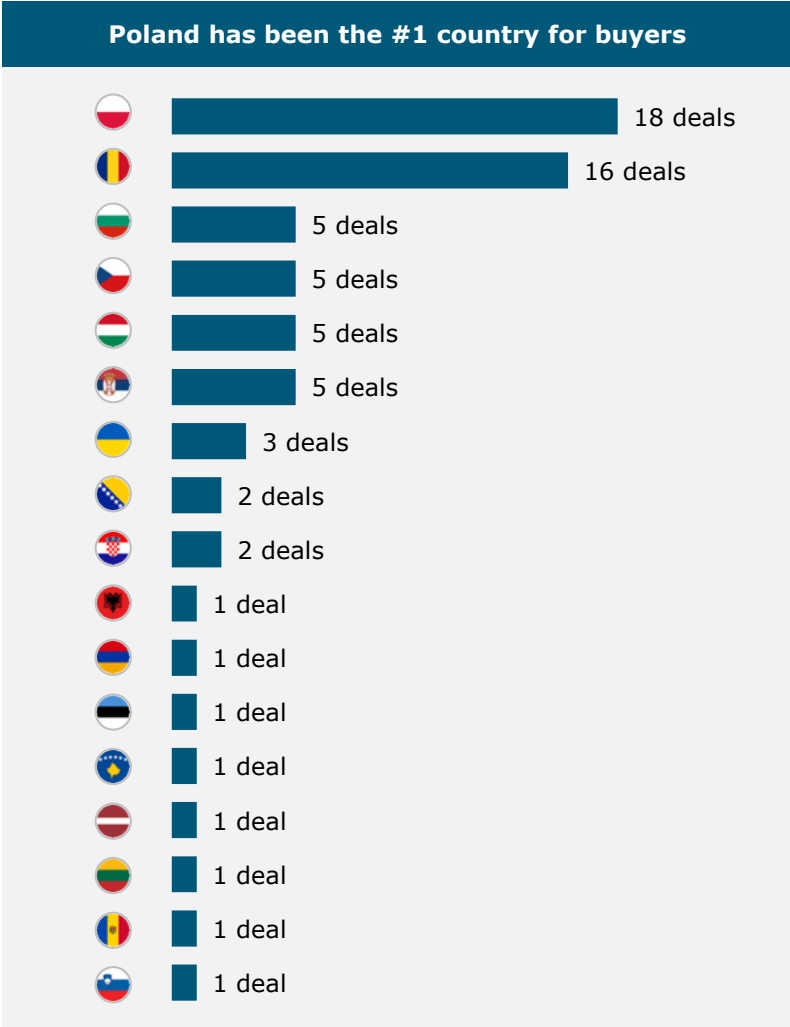


| Target | Logo |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |
|--------|------|---|---|---|---|--|---|---|---|---|---|---|---|---|---|---|
| | HQ |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |
| Date | | Mar-21 | Sep-15 | Apr-19 | Apr-17 | Jan-23 | Dec-19 | May-21 | Mar-18 | Mar-17 | Jun-20 | Jun-19 | Feb-19 | Mar-17 | Jun-16 | Feb-15 |
| Buyer | |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |

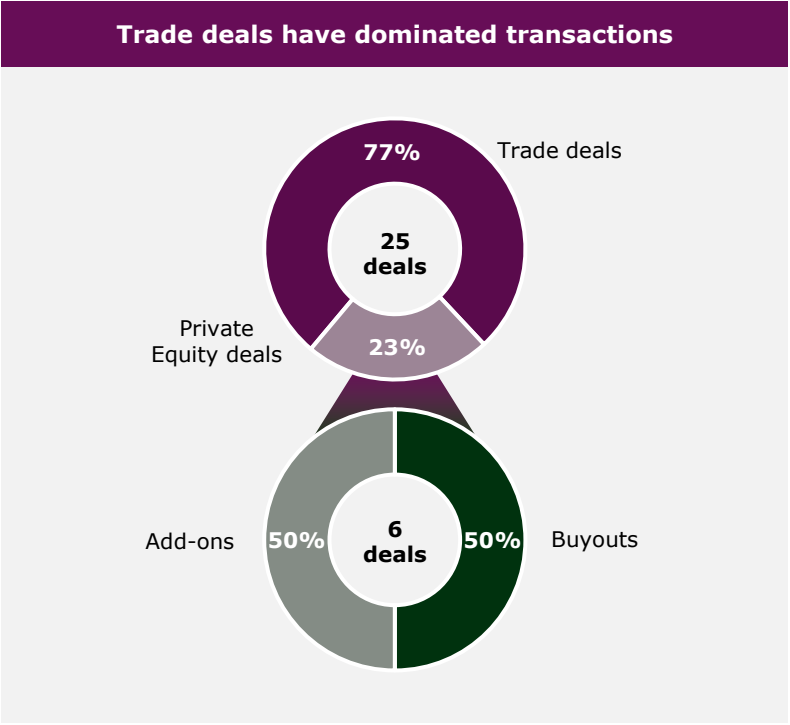
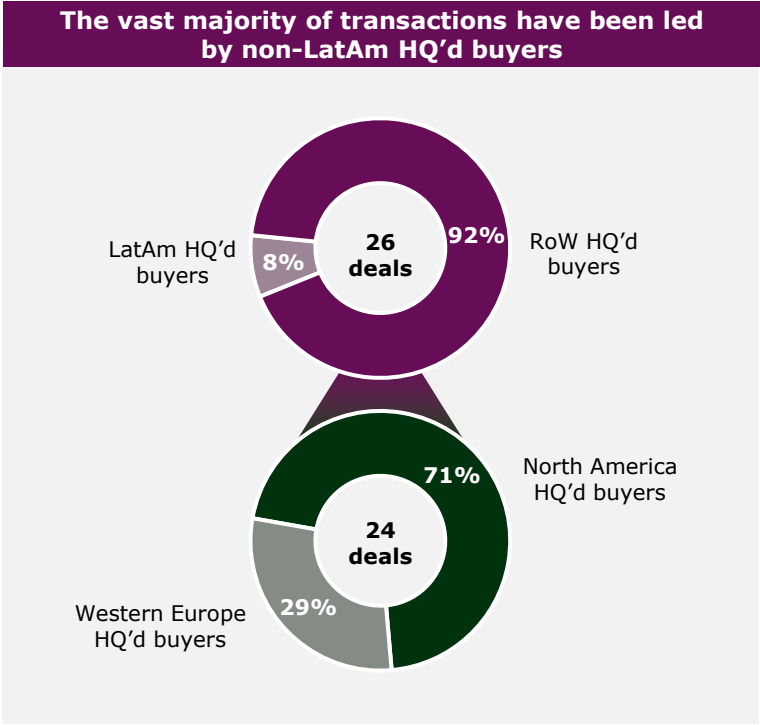
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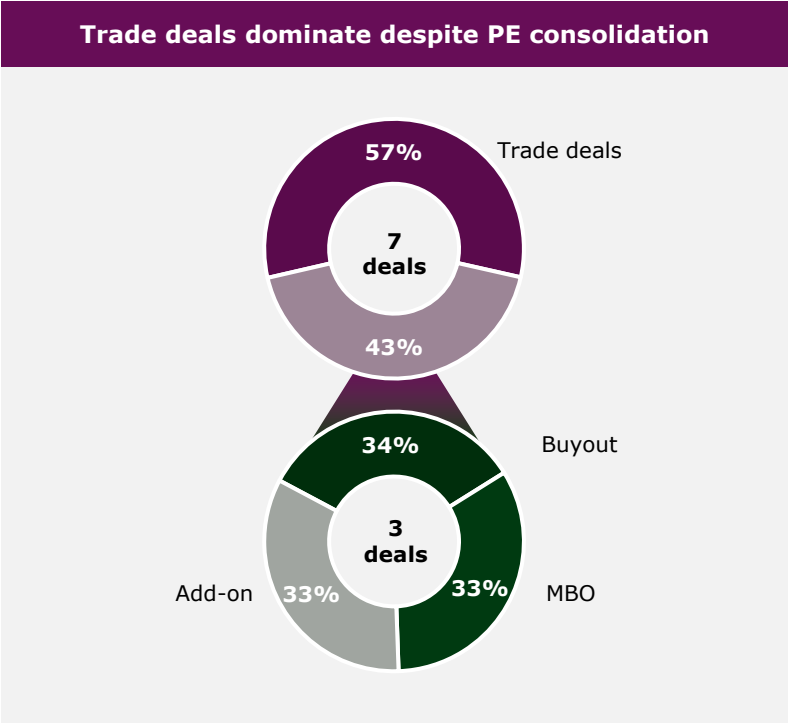
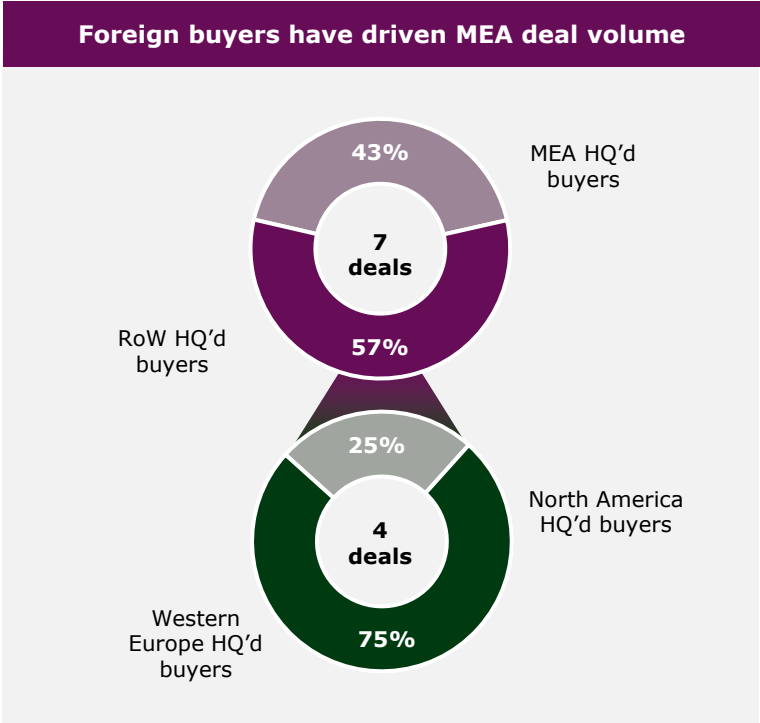
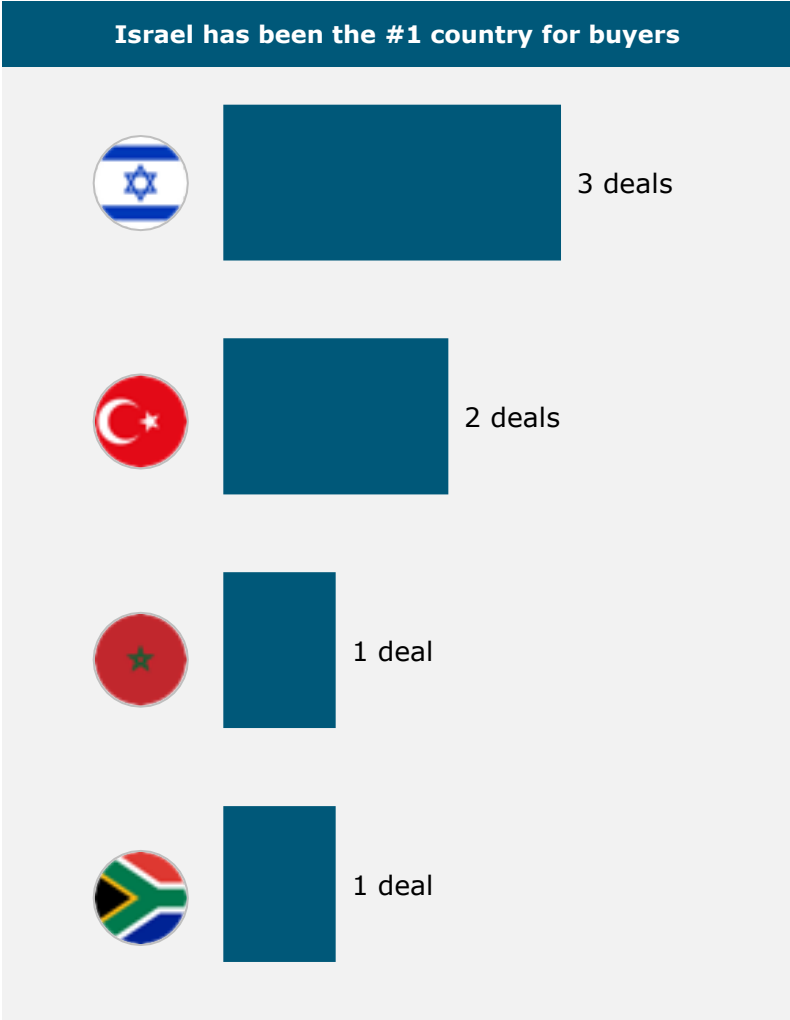
Overview of recent⁽¹⁾ CEE M&A



Overview of recent⁽¹⁾ LatAm M&A



Overview of recent⁽¹⁾ MEA M&A



High profile MEA acquirers

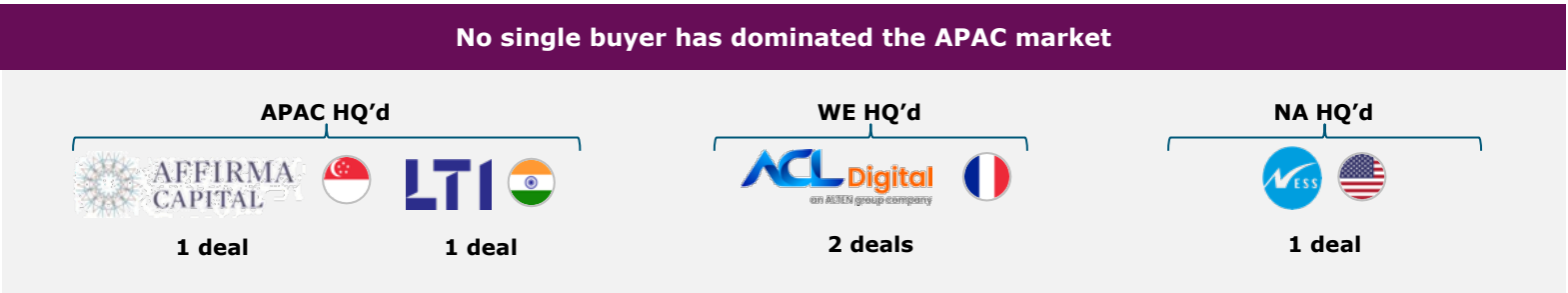
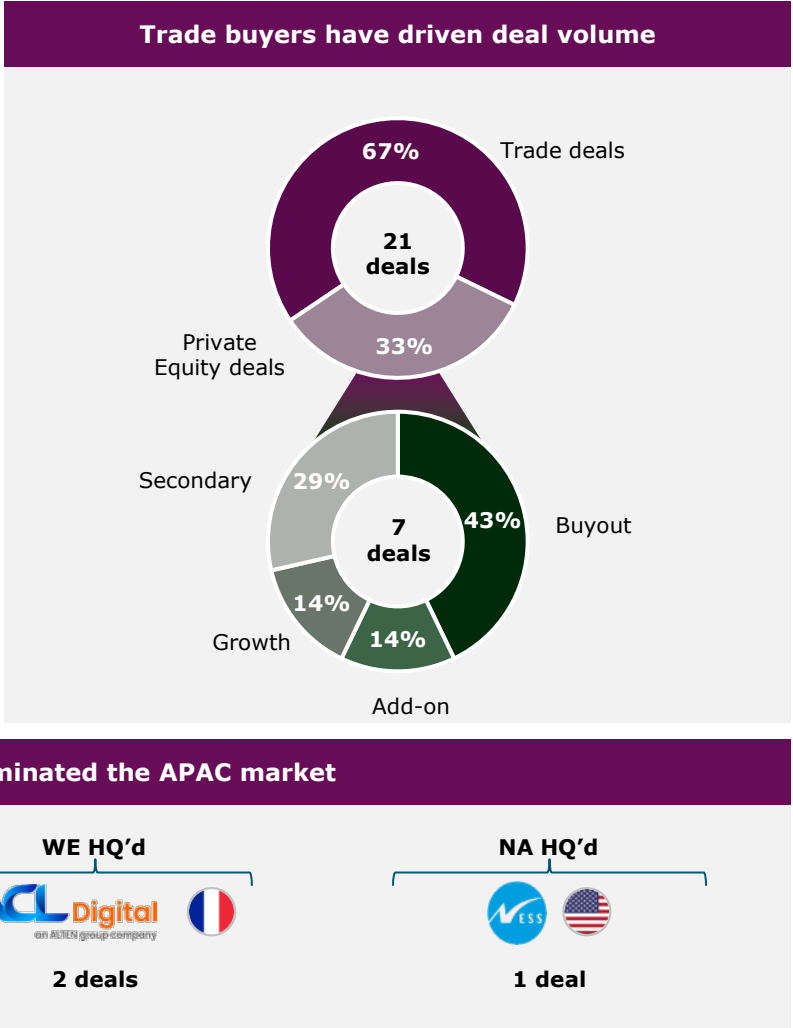
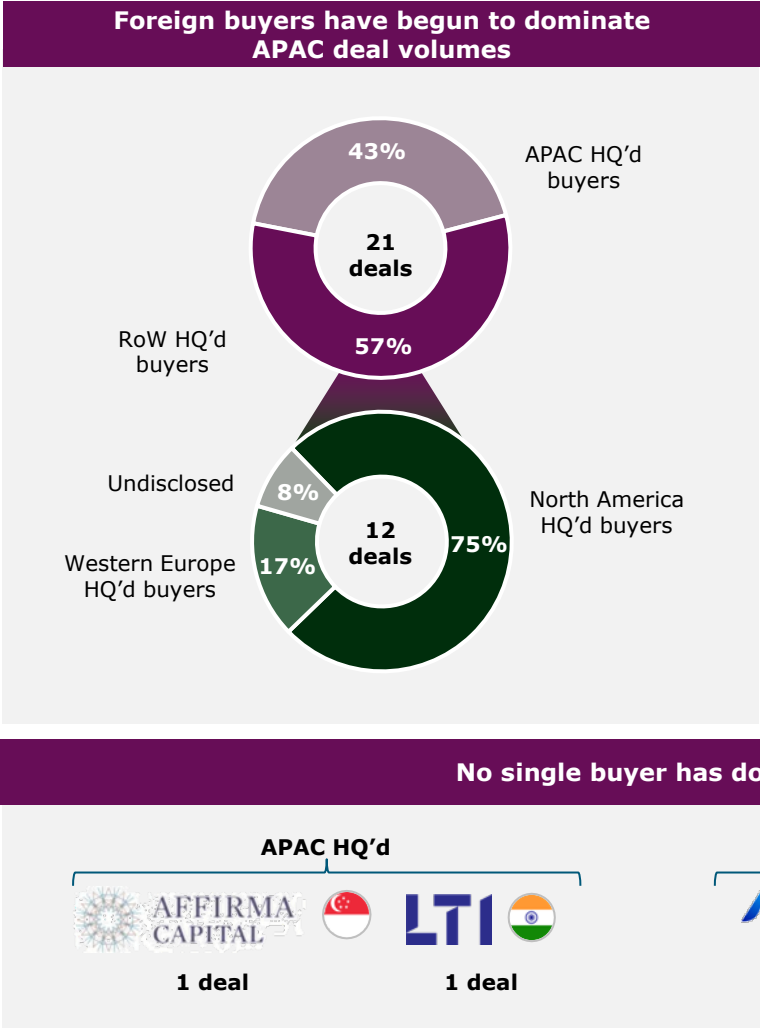
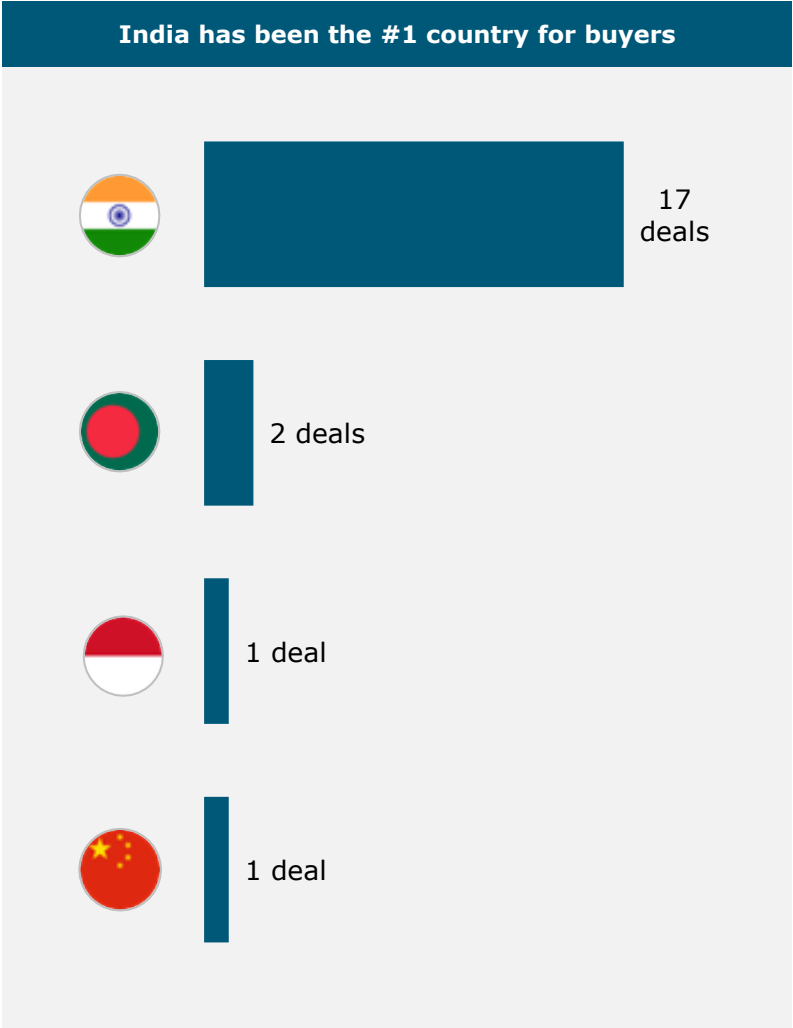
Backed by Keensight Capital and ISAI until exit in March 2022

Belorussian-US CSD house famous for pioneering offshore development model

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Overview of recent⁽¹⁾ APAC M&A



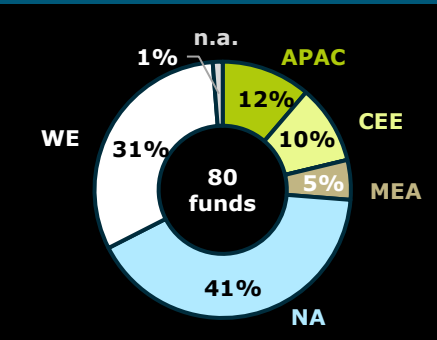
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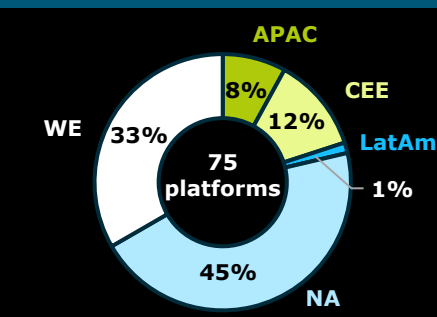
PE investment in CSD platforms has been truly global, with firms often receiving multiples funding rounds



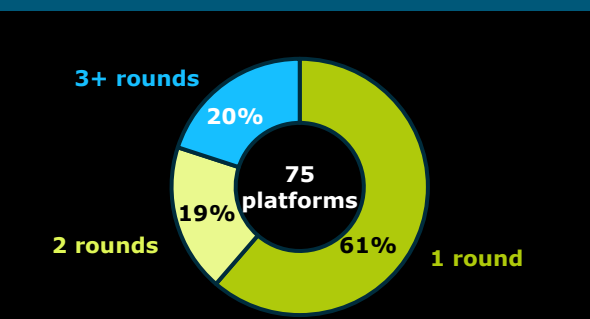
Active PE funds by region



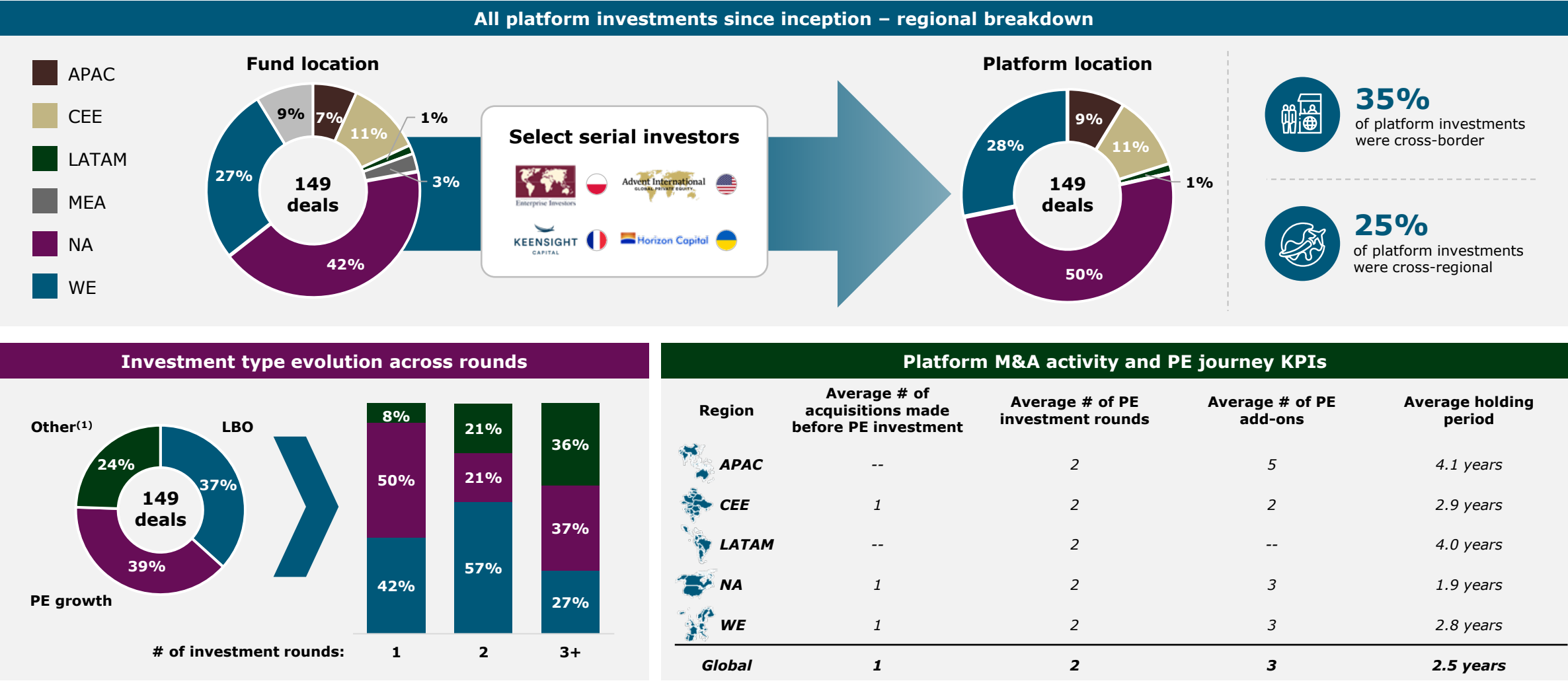
Platforms by region



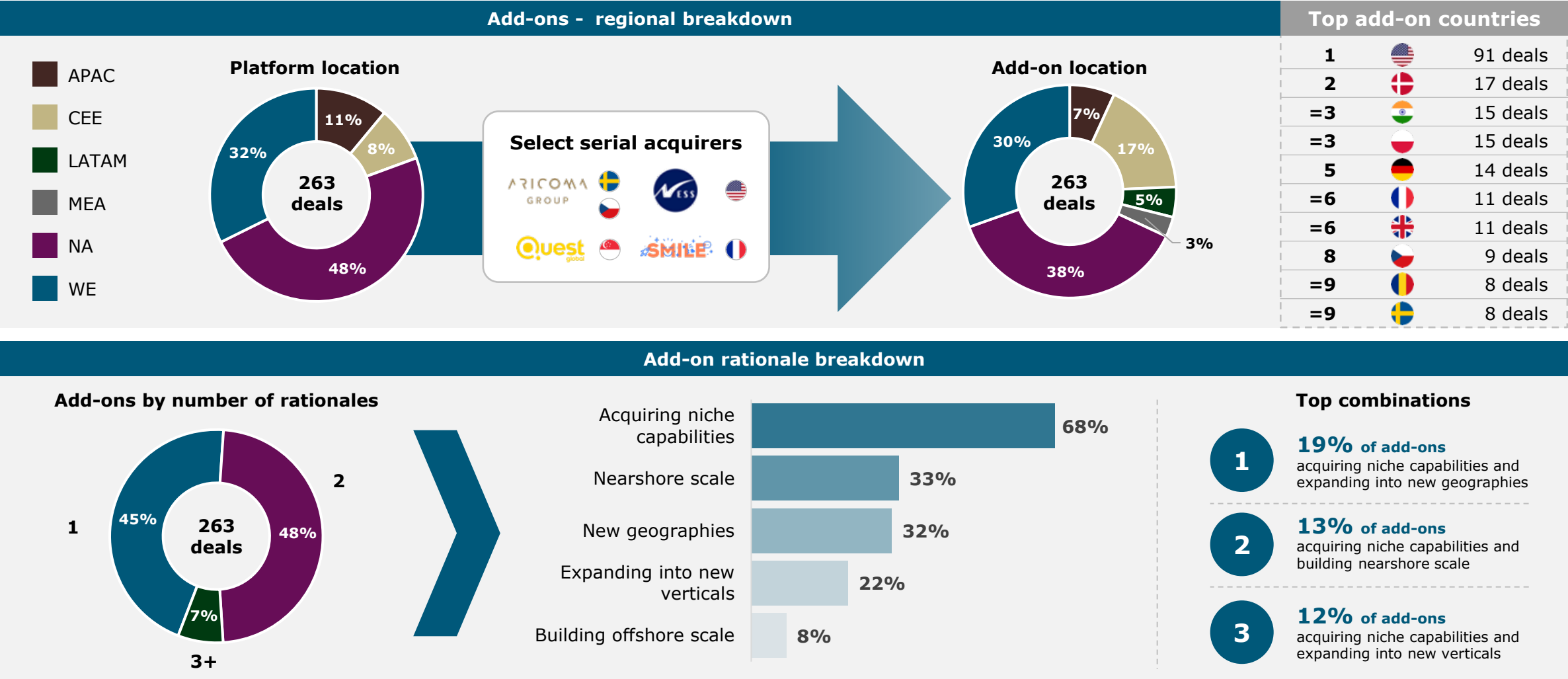
Platforms by # of investment rounds



More mature markets see most platform investment and have shorter holding periods compared to nearshore and offshore regions



PE platforms have shown outsized interest in near and offshore locations for inorganic growth, with add-ons being capability driven



- 1 Market overview and valuation trends
- 2 Global landscape overview
- 3 M&A activity – 2019 to present
- 4 Regional CSD M&A overview of nearshore hubs
- 5 Regional CSD M&A overview of offshore hubs
- 6 Select PE-backed platforms: M&A since inception
- 7 About Equiteq



About Equiteq

We are a global integrated team of passionate and specialized M&A transaction advisors.

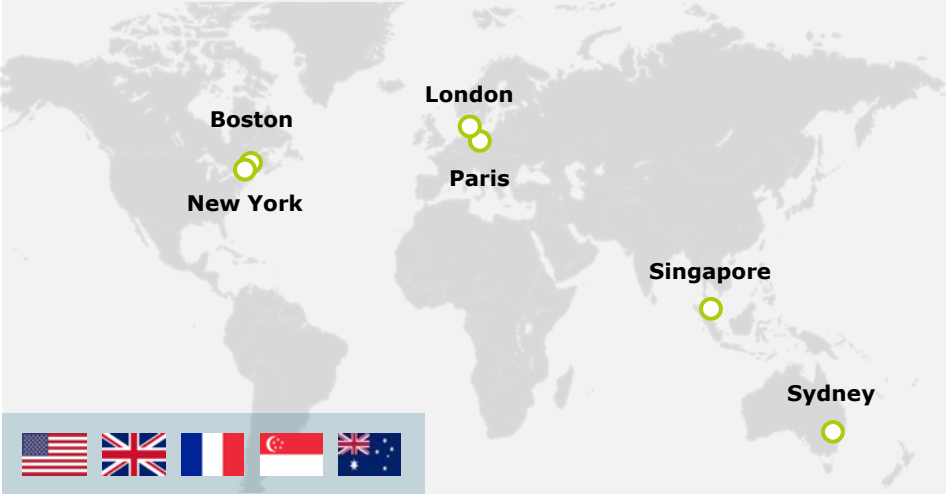
Our goal is to shed the right light on and deliver outstanding transaction outcomes for owner-managers and private equity that are heavily invested across various segments of the technology services, consulting & outsourcing industry.



Introduction to Equiteq

| 1 | 2 | 3 | 4 | 5 | 6 |
|---|---|---|---|--|--|
| Focus on knowledge-specific sectors | Strong expertise in positioning knowledge economy businesses | Established relationships with the most relevant buyers | Deep understanding of client's strategic needs | Preparing companies for a successful exit is in our DNA | Global presence informs our unique approach to M&A |
| Through unique research and constant conversation with market participants, Equiteq maintains differentiated insights across the entire knowledge economy | Equiteq's experience with IT services and consulting firms ensures that we understand your business and the keys to unlocking maximum value | Equiteq's Market Intelligence team maintains continuous correspondence with the most active players in the market | Equiteq recognizes the importance of addressing all of your personal destination goals including the timing, synergy fit, and price | Equiteq boasts over a decade of proven success in running world-class, highly competitive processes and driving exceptional outcomes for clients | With six offices spread throughout North America, Europe, APAC, and Australia, Equiteq has a true global footprint |

Global Reach



75

employees

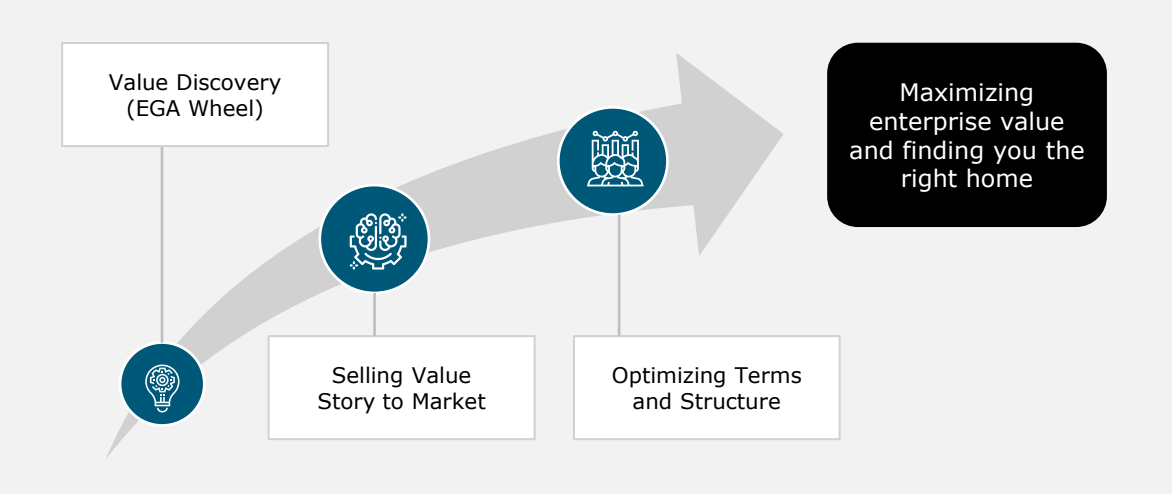
6

offices

4

continents

Structured Process to Maximize Value



```
graph LR; A[Value Discovery (EGA Wheel)] --> B[Selling Value Story to Market]; B --> C[Optimizing Terms and Structure]; C --> D[Maximizing enterprise value and finding you the right home];
```











































































Strictly Confidential

Equiteq

40

We are the most active M&A advisor for the Knowledge Economy across the globe

Selected Completed Transactions

| | | | | | | | | | |
|---|--|---|---|---|--|---|---|---|---|
|  TSA Project Management and Advisory Firm Acquired  Henry Riley Advised on the acquisition May 2023 |  nvm Private Equity Invested in  leading resolutions Advised on the investment April 2023 |  cg consus Procurement and Supply chain solutions provider Sold to  YCP Holdings Advised on the sale April 2023 |  HelloTech Software CPaaS firm company Sold to  soprano Advised on the sale April 2023 |  MML Private Equity Firm Invested in  KICKMAKER Advised on the investment February 2023 |  Talan Digital Transformation Specialist Acquired  Gemserv Advised on the acquisition January 2023 |  BAIN & COMPANY Management Consultancy (ET) Acquired  Enterprise Blueprints Advised on the acquisition January 2023 |  CLEARTELLIGENCE Data & Analytics Consultancy Recapitalized by  ALIGN CAPITAL PARTNERS Advised on the sale January 2023 |  Delivery Associates Public Sector Impact Consultancy Sold to  TRILL IMPACT Advised on the sale November 2022 |  HBR CONSULTING Legal Consultancy Sold to  RENOVUS CAPITAL Advised on the sale November 2022 |
|  BIOS Managed Cloud Provider Sold to  ZQIN TECH Advised on the sale October 2022 |  VALUE POINT Cybersecurity Solutions & Services Sold to  softline Advised on the sale October 2022 |  LEXICON Digital Consultancy Sold to  endava Advised on the sale October 2022 |  ALLATA CSD & Digital Transformation Consultancy Received investment from  CIVIC Advised on the investment September 2022 |  NOVATIO RPA Consultancy Received investment from  KEYSTONE CAPITAL Advised on the investment August 2022 |  SOLVERA Digital Transformation Services Sold to  accenture Advised on the sale July 2022 |  risuql Azure Partner & Cloud Specialist Sold to  NODE4 Advised on the sale July 2022 |  SCANQMI Anaplan Gold Partner Sold to  VISEO Advised on the sale June 2022 |  Pexlify Platinum Salesforce Partner Sold to  dentsu group Advised on the sale June 2022 |  BEDFORD Consulting Anaplan Gold Partner Received investment from  KEENSIGHT CAPITAL Advised on the investment May 2022 |
|  grit Design & Innovation Consultancy Sold to  CYIENT Advised on the sale April 2022 |  infrata Infrastructure Consultancy Receives majority investment  Lonsdale Capital Partners Advised on the investment April 2022 |  IST CX Tech Consultancy Sold to  majorel Advised on the sale March 2022 |  360 PE-backed Cybersecurity Specialist Acquired  CARETOWER Advised on the acquisition February 2022 |  Montville Financial Services Consultancy Sold to  bip Advised on the sale February 2022 |  JUST ANALYTICS AI & Analytics Specialist Sold to  rackspace technology Advised on the sale January 2022 |  4 MILE Data Consultancy Sold to  S4 CAPITAL Advised on the sale January 2022 |  sa.global Microsoft Gold Partner Growth Financing by  KARTESIA Advised on the financing January 2022 |  enowa SAP Consulting Sold to  REPLY Advised on the sale January 2022 |  GROUNDWELL Salesforce Consulting Sold to  GVANSYS Advised on the sale January 2022 |
|  intive Digital Consulting Acquired  SPARK Advised on the acquisition December 2021 |  BLUEPOINT Private Equity Invested into  Stax Advised on the investment December 2021 |  BOYDAK AUTOMATION AI & Automation Consultancy Sold to  BETERNA Advised on the sale December 2021 |  PROKURA Procurement & Supply Chain Consulting Sold to  KEARNEY Advised on the sale December 2021 |  HATCH Engineering Consultancy Acquired  Brainwave Advised on the acquisition November 2021 |  room Digital consulting Sold to  amdocs Advised on the sale October 2021 |  MGAC Construction Consulting Acquired  rlf Advised on the acquisition October 2021 |  PDSGROUP Development Solutions Sold to  Deloitte Advised on the sale August 2021 |  hrc Retail Consulting Sold to  accenture Advised on the sale July 2021 |  Economists INCORPORATED Economics Consulting Sold to  Secretariat Advised on the sale July 2021 |

The Equiteq team is comprised of deeply experienced professionals who can help you navigate the M&A market

Americas



Adam Tindall
Managing Director
New York

+1 917 828 6119
adam.tindall@equiteq.com



Greg Fincke
Managing Director
Boston

+1 917 828 5090
greg.fincke@equiteq.com



John Gannon
Director
New York

+1 804 833 9659
john.gannon@equiteq.com



Ravi Dosanjh
Vice President
New York

+1 917 566 6037
ravi.dosanjh@equiteq.com

Executive Leadership



David Jorgenson
CEO
Global

+1 716 512 2127
david.jorgenson@equiteq.com

EMEA



Jerome Glynn-Smith
Managing Director
London

+44 (0) 7415 534557
Jerome.glynn-smith@equiteq.com



Emmanuel Kostucki
Managing Director
London

+44 (0) 789 181 8997
emmanuel.kostucki@equiteq.com



Alexandre Steiner
Managing Director
France

+33 603014591
alexandre.steiner@equiteq.com

APAC



Alex Monk
Managing Director
Australia

+61 (0) 477 672 625
alex.monck@equiteq.com



Sylvaine Masson
Managing Director
Singapore

+65 8284 6383
sylvaine.masson@equiteq.com



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www.equiteq.com

