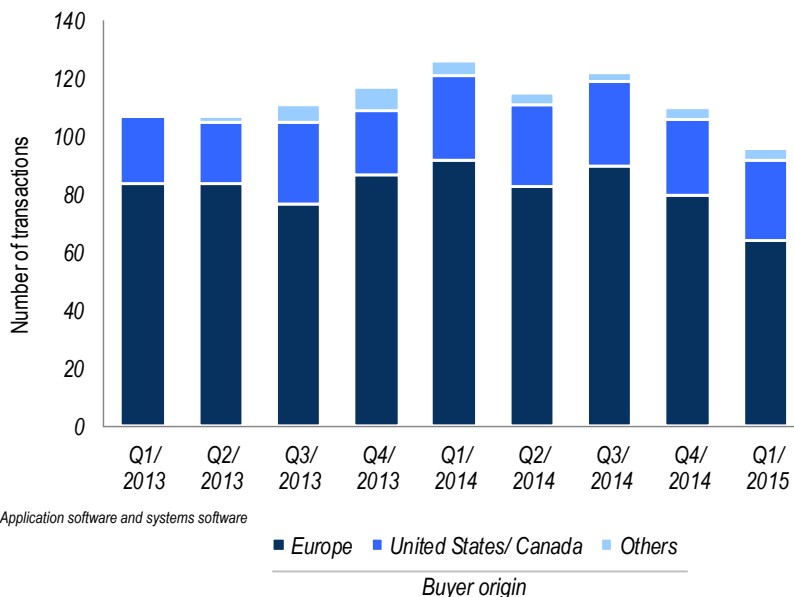
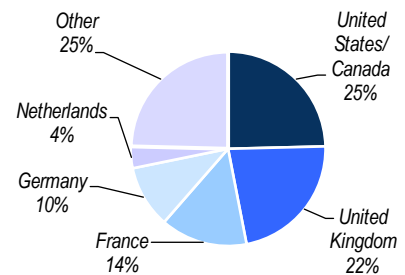


Welcome to the first edition of our European TMT newsletter - we are pleased to share our Frankfurt office's European perspective, insights and commentary on the technology and media sector with investment professionals, management and business owners

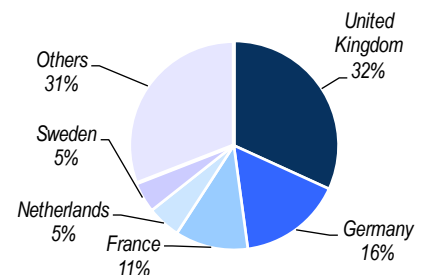
Transactions with European targets in the software sector ⁽¹⁾



Buyer origin Q2/2014 to Q1/2015



Target origin Q2/2014 to Q1/2015



- The European TMT M&A landscape is dominated by **cross-border transactions** with **North American buyers** being the most active group - closely followed by UK buyers. English speaking countries account for almost half of all transactions (47%)
- Approx. 16% of all transactions have German companies as target

Selected transactions

E-commerce/ platform

Date	Target	Description	Acquirer
4-Mar-15	metrigo	Data-driven solutions for display advertising	Zalando

Zalando's plans to keep on a fast growth path and **expand towards a platform model** will require increases in traffic quantity and quality. As a skilled user and big consumer of display advertising – an estimated quarter million site visits per month stem from sophisticated retargeting – it makes sense that **Zalando is now insourcing this retargeting part of the online retail value chain**. With successful digital marketing always being a combination of technology and deep knowledge, Zalando appropriately called this transaction an **"aqui-hire"**

Date	Target	Description	Acquirer
5-Feb-15	Grupo Yamm	Online food delivery and ordering services	foodpanda
8-Jan-15	PizzaTime/ E-Aggregator	Online food ordering service	Delivery Hero

The online food delivery market is undergoing further consolidation with Foodpanda and Delivery Hero acquiring Grupo Yamm and PizzaTime/ E-Aggregator, respectively. Backed by investors enticed by the scalable nature of the multisided platform business model and eager to reap benefits from network effects as the platforms grow larger, **both Foodpanda and Delivery Hero start dividing up foreign markets** – apparently without getting in competitive races with each other

Enterprise applications

Date	Target	Description	Acquirer
17-Mar-15	Digital Mines	Cloud computing solutions	Cloudability
3-Feb-15	Immidio	Virtualization technologies	VMware

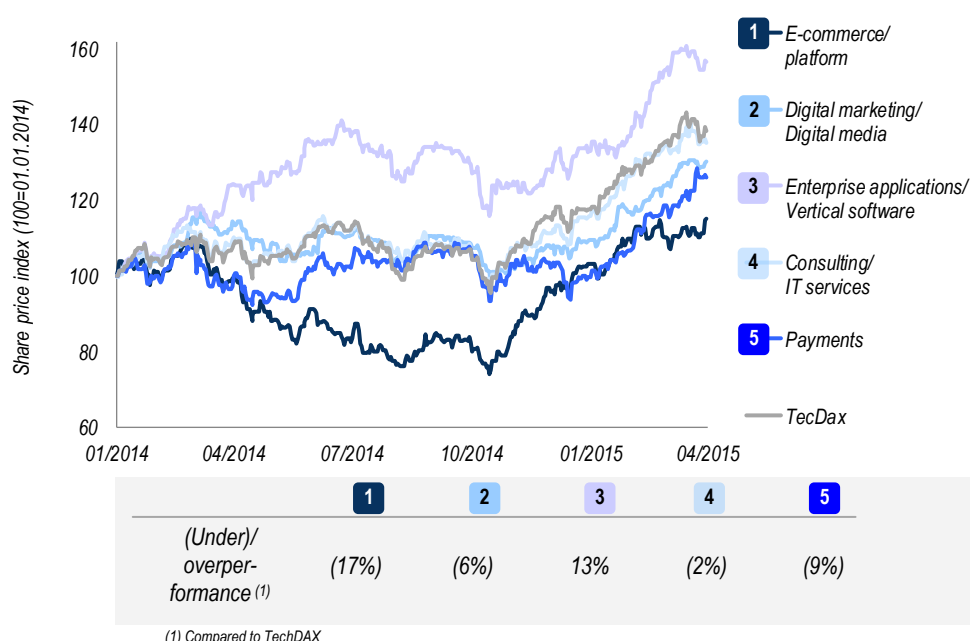
As for cross border transactions, the acquisition of Digital Mines by Cloudability and VMware's acquisition of Immidio highlight **different strategies of US Buyers**. Cloudability strives for a leading position in the niche market for cloud cost controlling and needs to expand its geographical footprint. In turn, **VMware, already one of the world's leading providers of virtualization solutions, acquired Immidio as technological fill-in to expand its capabilities in virtualizing end-user work environments**

Source: CapitalIQ

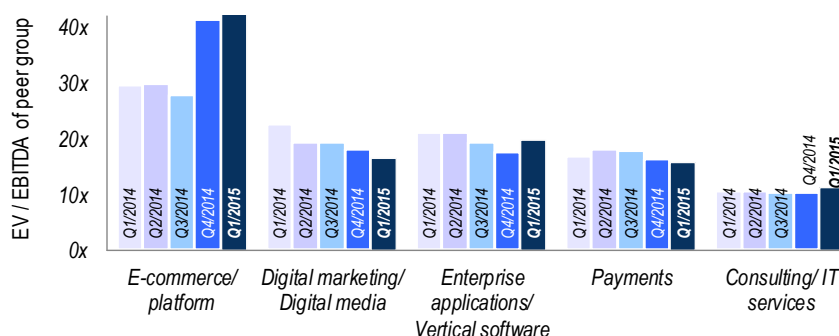
European TMT Players— Overview of share price and valuation performance per subsegment

- In the **E-Commerce/ platform** sub-segment some players had a difficult 2014; several IPOs in Q4 2014 drove up overall share price performance. Increased valuation levels partially reflect growth potential of multiside platforms with inherently scalable business models. Nonetheless, constituents underperforms in comparison to the TechDAX
- Europe's young **Digital marketing/ Digital media** companies perform strongly in comparison to more established technology or B2B oriented sub-segments; valuation levels of these highly scalable businesses are kept in check by slacking pan-European consumer sentiment
- Share prices in the European **Enterprise application/ Vertical software** peer group was driven by strong performance of structural engineering software providers like Nemetschek and RIB. Valuation levels reflect high profitability margins alongside strong growth perspectives as cloud delivery models open up new angles for business development
- Consulting/ IT Services** valuations reflect a mature and established business model; less scalable yet vast in size, its deep penetration of core enterprise services make it so ubiquitous that our peer group correlates strongly with the TecDAX
- Payment systems and software** see rapid consolidation at peer group level with technologies substituting/ displacing each other leading to overall stable performances and valuation, albeit underperforming overall market

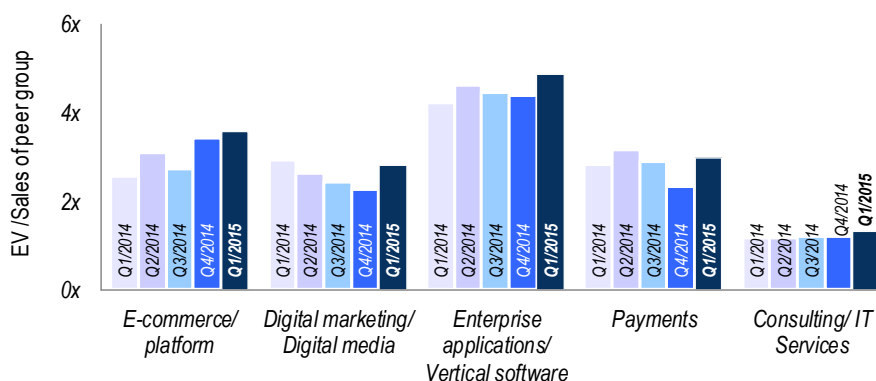
Historical share price performance



Historical Enterprise Value / EBITDA (LTM) valuation performance



Historical Enterprise Value / Sales (LTM) valuation performance



Source: CapitalIQ (01.04.2015)

European TMT players - Valuation details

Name	Country	Price in Euro	In % of max price (52 wk)	Market cap.	Enterprise value (EV)	Sales LTM	EBITDA LTM	Yoy- revenue growth (in %)	EBITDA margin (in %)	EV/ Sales LTM	EV/ EBITDA LTM
------	---------	------------------	---------------------------------	----------------	--------------------------	--------------	---------------	-------------------------------------	----------------------------	---------------------	----------------------

Notes: All figures in Euro million if not otherwise stated; LTM = Last twelve months

E-commerce/ platform

AOWorld	USA	2.53	55%	1,067	1,006	551	15	69.0%	2.7%	1.8x	68.6x
ASOS	USA	50.19	68%	4,162	4,058	1,439	58	33.0%	4.0%	2.8x	70.5x
bwin	Gibraltar	1.11	60%	913	792	612	83	(6.2%)	13.6%	1.3x	9.5x
Cnova	Netherlands	5.86	73%	2,584	2,063	3,612	48	19.3%	1.3%	0.6x	42.8x
Eventim	Germany	29.30	96%	2,813	2,493	690	140	9.9%	20.3%	3.6x	17.8x
JustEast	USA	6.03	98%	3,427	3,202	202	37	73.6%	18.2%	15.8x	87.3x
Orcado	USA	4.89	76%	2,868	3,005	1,194	71	25.2%	6.0%	2.5x	42.3x
Vistaprint	Netherlands	78.55	97%	2,561	2,866	1,351	202	53.6%	14.9%	2.1x	14.2x
Wirecard	Germany	39.36	93%	4,861	4,200	660	181	24.6%	27.5%	6.4x	23.2x
Yoox	Italy	25.75	96%	1,597	1,575	545	31	15.5%	5.7%	2.9x	51.0x
Zalando	Germany	23.26	86%	5,693	4,657	2,357	134	25.3%	5.7%	2.0x	34.8x
zooplus	Germany	86.56	93%	605	573	570	10	33.7%	1.7%	1.0x	58.6x
Average			83%	2,762	2,541	1,149	84	31.4%	10.1%	3.6x	43.4x
Median			89%	2,698	2,679	675	64	25.2%	5.8%	2.3x	42.6x

Digital marketing/ Digital media

1000mercis	France	39.73	77%	130	125	45	12	12.2%	26.5%	2.8x	10.4x
Criteo	France	36.77	85%	2,575	2,314	854	72	70.3%	8.5%	2.7x	31.9x
DotDigital	USA	0.44	75%	121	108	24	6	41.9%	24.3%	4.5x	18.5x
HiMedia	France	2.20	75%	86	17	166	(7)	(10.0%)	(4.0%)	0.1x	-
NetBooster	France	3.29	100%	47	54	116	4	(12.4%)	3.8%	0.5x	12.2x
Progressive	USA	2.90	75%	228	240	81	8	24.4%	10.0%	2.9x	29.3x
Publicis Groupe	France	71.83	93%	15,704	14,750	7,255	1,358	4.3%	18.7%	2.0x	10.9x
TomorrowFocus	Germany	5.05	98%	281	316	176	40	(10.3%)	22.5%	1.8x	8.0x
XING	Germany	160.50	94%	893	817	105	29	21.0%	27.4%	7.8x	28.5x
Average			86%	2,229	2,082	980	169	15.7%	15.3%	2.8x	18.7x
Median			85%	228	240	116	12	12.2%	18.7%	2.7x	15.4x

Enterprise applications/ Vertical software

Dassault	France	63.14	98%	17,637	16,519	2,443	620	17.3%	25.4%	6.8x	26.6x
IDOX	USA	0.55	86%	199	221	77	16	14.4%	21.1%	2.8x	13.5x
InVision	Germany	55.50	83%	102	102	13	4	(1.1%)	32.9%	7.6x	23.0x
Nemetschek	Germany	120.60	91%	1,088	1,073	235	48	20.4%	20.5%	4.6x	22.4x
PSI	Germany	12.00	81%	182	156	181	9	1.9%	5.0%	0.9x	17.5x
RIB Software	Germany	13.10	92%	603	453	76	23	34.8%	30.2%	5.9x	19.6x
Sage Group	USA	6.45	94%	8,094	8,801	1,866	530	16.5%	28.4%	4.7x	16.6x
SAP	Germany	67.30	99%	81,103	86,780	18,359	6,040	8.6%	32.9%	4.7x	14.4x
Temenos Group	Switzerland	32.13	89%	2,166	2,545	429	105	24.9%	24.5%	5.9x	24.2x
Average			90%	12,353	12,961	2,631	822	15.3%	24.5%	4.9x	19.7x
Median			91%	1,088	1,073	235	48	16.5%	25.4%	4.7x	19.6x

Source: CapitalIQ (01.04.2015)

European TMT players - Valuation details (continued)

Name	Country	Price in Euro	In % of max price (52 wk)	Market cap.	Enterprise value (EV)	Sales LTM	EBITDA LTM	Yoy- revenue growth (in %)	EBITDA margin (in %)	EV/ Sales LTM	EV/ EBITDA LTM
------	---------	------------------	---------------------------------	----------------	--------------------------	--------------	---------------	-------------------------------------	----------------------------	---------------------	----------------------

Notes: All figures in Euro million if not otherwise stated; LTM = Last twelve months

Consulting/ IT services

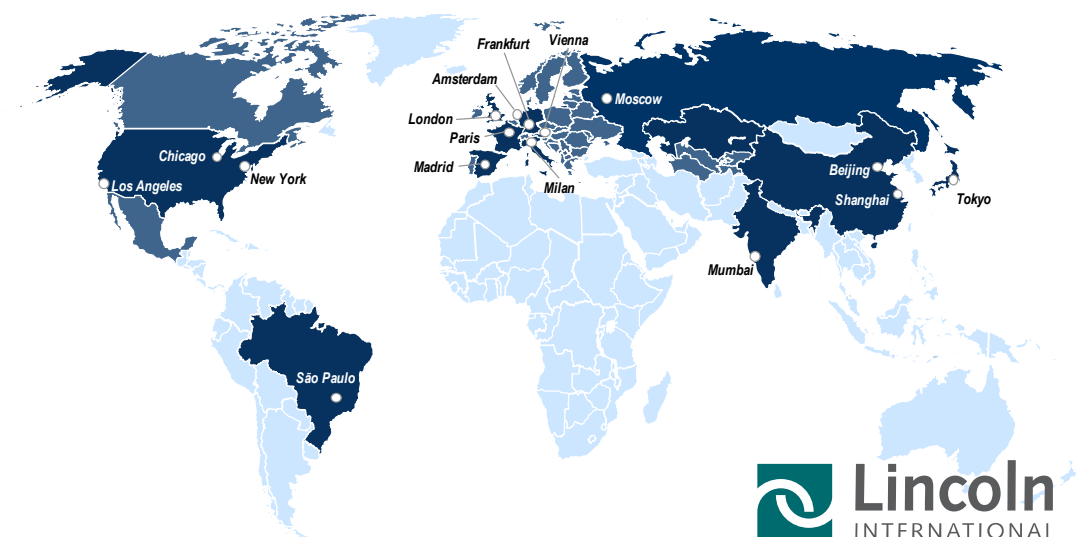
Algeier	Germany	16.73	88%	146	176	428	23	3.2%	5.4%	0.4x	7.5x
Altran	France	9.31	97%	1,637	1,782	1,756	175	7.6%	10.0%	1.0x	10.2x
Atos	France	64.27	93%	7,423	7,388	9,051	1,026	5.1%	11.3%	0.8x	7.2x
AT OSS Software	Germany	43.50	91%	165	145	41	10	11.7%	25.3%	3.6x	14.1x
Bechtle	Germany	66.56	87%	1,442	1,373	2,616	130	11.5%	5.0%	0.5x	10.6x
Cancom	Germany	37.54	94%	565	502	848	53	27.6%	6.2%	0.6x	9.5x
Cap Gemini	France	76.37	98%	12,208	11,109	10,573	1,084	4.8%	10.3%	1.1x	10.2x
Sopra Steria	France	69.23	79%	1,383	1,826	2,280	205	69.0%	9.0%	0.8x	8.9x
Tieto Oyj	Finland	21.90	91%	1,630	1,583	1,501	160	(4.4%)	10.6%	1.1x	9.9x
Luxoft Holding	Switzerland	48.16	93%	1,586	1,549	485	87	67.6%	18.0%	3.2x	17.7x
Syzygy	Germany	7.85	96%	102	73	47	5	34.4%	9.6%	1.6x	16.2x
Average			92%	2,572	2,501	2,693	269	21.6%	11.0%	1.3x	11.1x
Median			93%	1,442	1,549	1,501	130	11.5%	10.0%	1.0x	10.2x

Payments

Ingenico	France	102.30	96%	6,119	6,888	1,607.3	351.6	17.2%	21.9%	4.3x	19.6x
Optimal	USA	7.30	92%	1,136	1,123	301.0	57.9	63.9%	19.2%	3.7x	19.4x
Paypoint	USA	11.34	68%	770	731	275.4	65.3	10.2%	23.7%	2.7x	11.2x
Qivi	Cyprus	22.36	50%	1,248	957	247.0	77.5	(3.4%)	31.4%	3.9x	12.4x
Qliro	Sweden	1.71	55%	275	218	548.0	(2.2)	8.3%	(0.4)%	0.4x	nmf
Average			72%	1,910	1,983	595.7	110.0	19.2%	19.2%	3.0x	15.6x
Median			68%	1,136	957	301.0	65.3	10.2%	21.9%	3.7x	15.9x

Source: CapitalIQ (01.04.2015)

Lincoln International at a glance



17

own offices in the 10 major world economies

380

professionals globally for M&A and Debt Advisory

50

professionals in the Frankfurt office

No. 1

globally as financial advisor to Private Equity on exits

No. 1

in German M&A sell-side league tables for 2014



> 135

successful transactions in 2014 worldwide

26

successful transactions in DACH region in 2014

Selected recent transactions in the TMT sector advised by Lincoln International

 <p>PARSHIP Deutschlands größte Partnervermittlung</p> <p>Acquisition Financing</p> <p>Advisor to Oakley Capital (UK) on the acquisition financing of PARSHIP (D)</p> <p>April 2015</p> 	 <p>ProWebCE Votre CE, notre passion</p> <p>Sale</p> <p>ProWeb CE (FR) from ProWebClub (FR) to Alpha, Edenred (FR)</p> <p>March 2015</p> 	 <p>doublePOSITIVE Marketing Group, Inc.</p> <p>Sale</p> <p>DoublePositive (US) from Outcome (US) to OutputServices (US)</p> <p>March 2015</p> 	 <p>intergenia Aktiengesellschaft</p> <p>Refinancing</p> <p>Advisor to Oakley Capital (UK) on the refinancing of intergenia Holding (D)</p> <p>September 2014</p> 	 <p>COMPROVA.COM</p> <p>Sale</p> <p>Comprova.com (BR) from Private Owners (BR) to DocuSign (US)</p> <p>March 2014</p> 	 <p>entelios moving energy</p> <p>Sale</p> <p>entelios (D) from Yellow & Blue (NL), HTGF (D) to EnerNOC (USA)</p> <p>February 2014</p> 
--	---	---	--	--	---

Contacts



AMSTERDAM BEIJING CHICAGO FRANKFURT LONDON LOS ANGELES MADRID MILAN
MOSCOW MUMBAI NEW YORK PARIS SÃO PAULO TOKYO VIENNA ZURICH

Julian Heerdegen
Director, Head of TMT
j.heerdegen@lincolnternational.de
Tel.: +49 69 97105 438

Daniel Brochhaus
Senior Associate
d.brochhaus@lincolnternational.de
Tel.: +49 69 97105 422

Lincoln International specializes in merger and acquisition advisory services, debt advisory services, private capital raising and restructuring advice on mid-market transactions.

Lincoln International also provides fairness opinions, valuations and pension advisory services on a wide range of transaction sizes. With sixteen offices in the Americas, Asia and Europe, Lincoln International has strong local knowledge and contacts in key global economies.

The firm provides clients with senior-level attention, in-depth industry expertise and integrated resources. By being focused and independent, Lincoln International serves its clients without conflicts of interest.

More information about Lincoln International can be obtained at
www.lincolnternational.com