



Human Capital Management

Q2 2020 Overview

HOULIHAN LOKEY TECHNOLOGY, MEDIA & TELECOM GROUP

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Current Market Conditions for SaaS and Human Capital Management (HCM)

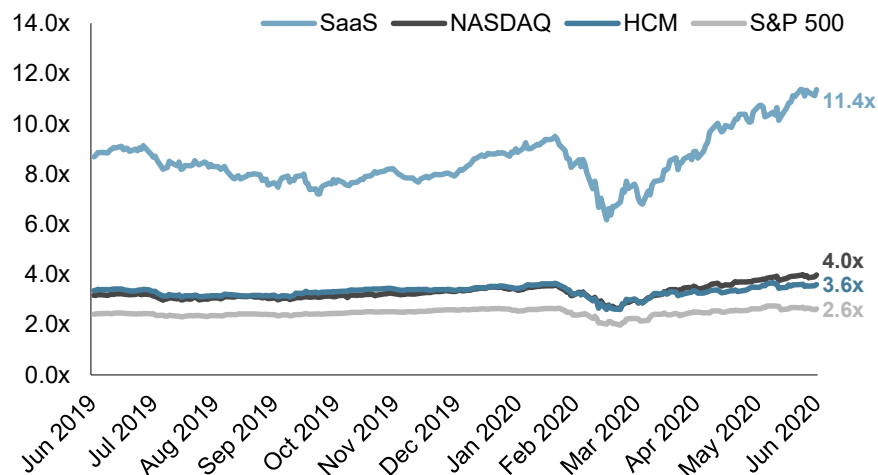
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|---|---|
| SaaS and HCM Comps—Q2 Update | <p>Broad SaaS and HCM markets have been weathering the uncertainty, with median multiples up from 2019 and YoY</p> <ul style="list-style-type: none"> ■ SaaS trading multiples were up somewhat significantly at the end of the quarter ■ Median SaaS was 10.3x revenue at the end of Q2 2020 ■ Median SaaS was 8.0x revenue at the end of Q4 2019 ■ Last year, median SaaS multiples were trading at 8.3x ■ HCM trading has also enjoyed an increase during the broad market uncertainty ■ Median HCM was 5.2x revenue at the end of Q2 2020 ■ Median HCM was 4.9x revenue at the end of Q4 2019 ■ Last year, median HCM multiples were trading at 4.8x |
| Despite Continued Macro Market Uncertainty, Capital Remains Highly Available | <p>Many large strategics and financial sponsors are actively looking for acquisition and investment opportunities</p> <ul style="list-style-type: none"> ■ Private equity funds have record levels of dry powder ■ Many private equity funds have recently closed large funds with active mandates and timelines to invest ■ Billions of cash on public company balance sheets ■ Many strategics and financial sponsors see a window for opportunistic investments and acquisitions, given the volatile climate ■ Strategics will prioritize highly synergist and value purchase opportunities ■ Early market uncertainty around leverage availability has also subsided, supporting investors' ability to remain aggressive for high-quality assets ■ Many investors have solidified their current portfolio's needs and are actively looking for new investment opportunities in familiar industries/companies and pursuing roll-up strategies for many of their portfolio companies ■ Despite availability of capital, the market uncertainty led to a Q2 2020 drop in M&A and investment activity—with further declines anticipated in Q3 2020 ■ PIPE investment activity has picked up substantially, and special situation and rescue financing deal flow has ramped up in sectors most impacted by the lockdown |
| Evolving Deal Dynamics in an Uncertain Climate | <p>Despite market uncertainty, investors are open for business and rapidly adapting to the current economic conditions</p> <ul style="list-style-type: none"> ■ With the deal pipeline down significantly in 1H 2020, buyers and investors are actively looking for quality investments, which is driving competitive tension in the market ■ Fears of increasing competitive market dynamics are also encouraging buyers and investors to move quickly and aggressively on high-quality assets ■ Deal processes will look to remain flexible as buyers/investors look to run diligence processes remotely and adjust to evolving macro climates ■ Companies with high revenue visibility, strong unit economics, differentiated competitive positioning, and demonstrated financial model discipline will be favored in these more uncertain market conditions ■ Although the impact varies across the market, companies have increasingly looked to their HCM executives as key strategic leaders throughout the pandemic. Despite different levels of volatility across the HCM landscape, HCM companies will largely benefit from companies' needs for increased digitalization and optimization, improved operational efficiencies, and driving employee culture and communications in the evolving workplace landscape |

Sources: 451 Research, S&P Capital IQ, MarketWatch, and Crunchbase.

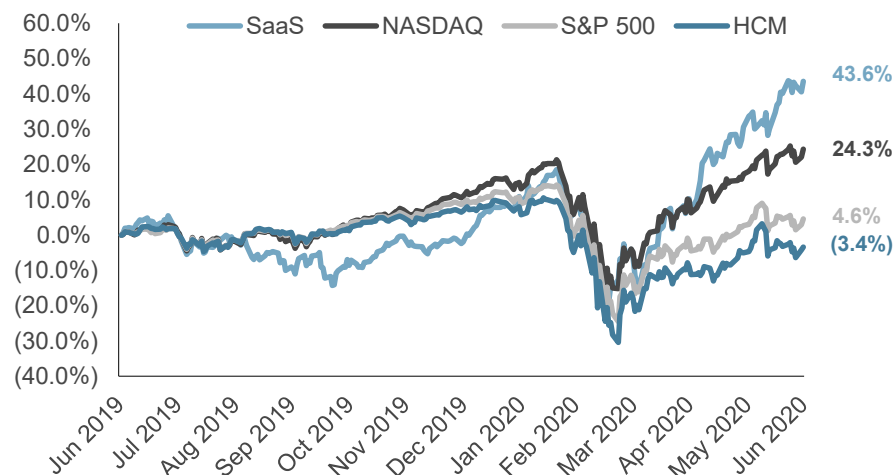
(1) Public equities trading multiples and growth based on 2020E figures. Data from S&P Capital IQ as of June 30, 2020.

Macro Market Snapshot

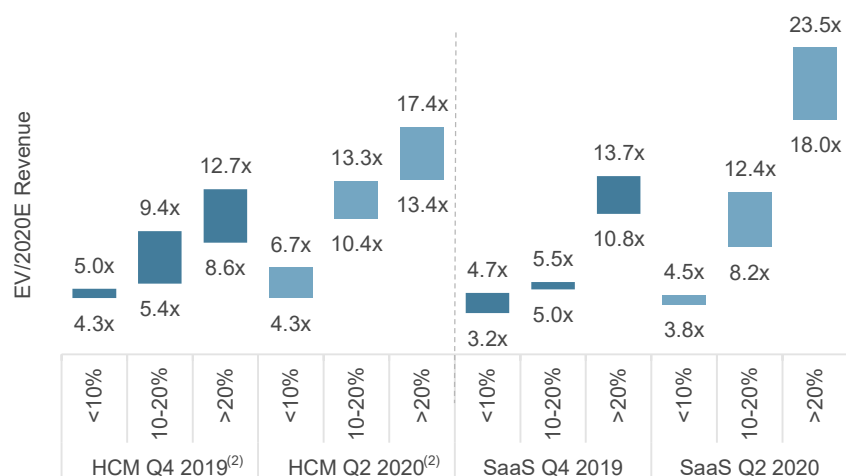
EV/NTM Revenue by Index



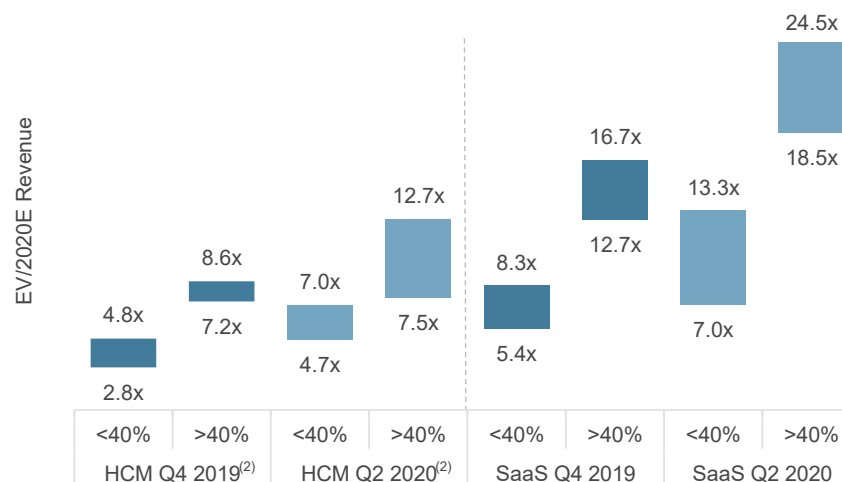
Share Price Weighted by Market Capitalization



Valuation Remains Closely Tied to Revenue Growth⁽¹⁾



Rule of 40: Premium on Growth + Profitability⁽¹⁾



Source: S&P Capital IQ—Data as of June 30, 2020.

⁽¹⁾ Ranges shown indicate median through top-quartile EV/2020E revenue.

⁽²⁾ HCM Index comprises companies shown on company benchmarking charts in following pages.

Human Capital Management Landscape

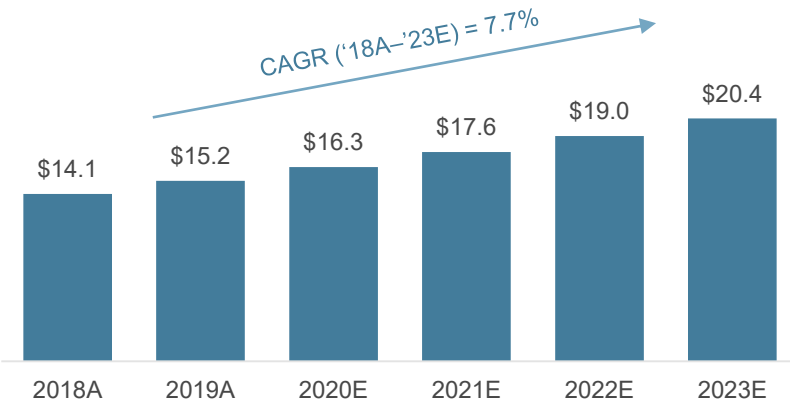
| | Talent Acquisition | | | | | | Core HR | | | | Talent Management | | | | | |
|-------------|---|---|--|--|--|--|---|---|--|---|--|---|--|---|---|--|
| | Sourcing | Recruitment Marketing | Assessments | Applicant Tracking | Hiring Tools | Onboarding | Payroll | HRIS | Workforce Management | Contingent Labor | Compensation and Benefits | Performance and Succession | Learning | Employee Engagement | Talent Analytics | |
| Leaders | RECRUIT seek StepStone CAREER BUILDER randstad DHI | LinkedIn facebook iCims | CEB DDI psi WILEY | SAP ORACLE IBM iCims | | Sterling Parkcheck First Advantage GIS Checkr | ADP CERIDIAN PAYCHEX intuit sdworx | workday Ultimate Software UNIT4 infor paycom paylocity Paycor iSolved | KRONOS workfront DATABASICS ACT | SAP ORACLE PROUnlimited RIGUP Upwork | BenefitMail BENEFITFOCUS benify ZENEFITS WEX Health | SAP ORACLE IBM SABA HAUFE. | Cornerstone OnDemand Skillssoft SABA pluralsight | globeforce REWARDGATEWAY Maritz CX WORLDWIDE | IBM infor workday. | |
| Challengers | snagajob [SYMPHONY TALENT] Thumbtack Jobs2Careers jobrapido HackerRank. HIRED Wonele | ZipRecruiter Jobvite SmartRecruiters Avature phenom people XING greenhouse LEVER | MHS CALIPER Wonderlic. capp | Bullhorn = exact HealthcareSource PageUp People talentReef | HireVue Modern Hire | SilkRoad Technologies fenergo VERTICAL SCREEN ACCURATE ASURINT | VISTA Frontier ZALARIS FMP Global MHR P&I | bamboohr Namely corehr Ascentis | HotSchedules workforce SOFTWARE REFLEX ASURE Allocate Software REPLICON UNIFOCUS TimeClock Plus | beeline freelancer.com MBO partners shiftgig | businessolver EMPYREAN GUSTO PLANSOURCE benefitexpres PayScale beqom salary.com JUSTWORKS. | VISTA TALENTSOFT talentia meta Xactly | learning technologies expertus ON24 NAVEX alchemy degreed. Axonify | bond Rise MotivAction USM GuideSpark BAUDVILLE Achievers | VISIER OUTWATCH SKILLSURVEY | |
| Emerging | SMASHFLY WayUp cornerJob experteer yello tenstreet JOBTARGET Circa | workable jobandtalent ascendify Hireology JazzHR relink WORK4 | CRITERIA REVELIAN pymetrics HOGAN | entelo pando logic spark Hire Verificient Allyo startwire | textio pando logic spark Hire Verificient Allyo startwire | InfoMart. Universal VERISYS Confido APPLICANT INSIGHT activapayroll | VIVENTIUM EDI NETCHEX CLOUDPAY BLUEGARDEN | CheckPointHR syncHR bob apex CIPHR EMPLOYMENT INNOVATIONS CATALYSTONE Sympa simply employer | When I Work swipeclock CLEVEST mitrefinch DEPUTY CDP EMPLOYEE HUMAN CAPITAL Avue shiftboard | tempworks CATALANT talentwove AVIONTE GIGSTER | INFINISOURCE BENEFIT SERVICES EPAY PRISMHR HRsoft ubiquity ICONIX SECOVA selerix corestream | EVERWISE Reflektive TalentQuest Lattice Data Solutions | Administrate BIZ LIBRARY coopacademy KALLIDUS emtrain reviewsnap ANCILE SOLUTIONS Think | Culture Amp BetterWorks TINYpulse kazoo IGLOO Peakon FOND Dovetail impraise | Hireology ClearCompany TalentQuest harver meQuilibrium | |
| New | jobaline.com handshake brightmove MapRecruit NEXT! THING! JOPWELL | RESTLESS BANDIT JobAdder HRBOSS uncommon Reppify | FurstPerson. matchoo nics TestGrid ARCTICSHORES SCOUTIBLE TalentClick | HIREGROUND ExactHire | HiringSolved Clinch gild GetHired SURVALL hiQ eightfold.ai PARADOX Ideal MapRecruit | KIN | inovnPayroll visagepayroll www.Payroo.com bluemarble | Sentric cake People Trak | Blue Dot WorldRecords SISQUAL PERCOLATA VCS | TALENTHire.com | LUMITY SIMPLIFIED BRI BAS | INCENTCO RELIANT TalentGuard Si reviewsnap TRAKSTAR PeopleStreame | B-Wyze LearnShare ProctorEdu BenchPrep learninghubz | kudos Staffbase Bonusly 15Five hppy WEEKONE | Predictive Hire HiredScore Clearfit logi serve eightfold.ai LIFELENZ | |

Large and Growing Market With Massive TAM

HCM market forecast to grow at nearly 10% annually until 2022, driven in large part by the growth in overall enterprise SaaS and cloud software.

HCM Growth

\$ in Billions



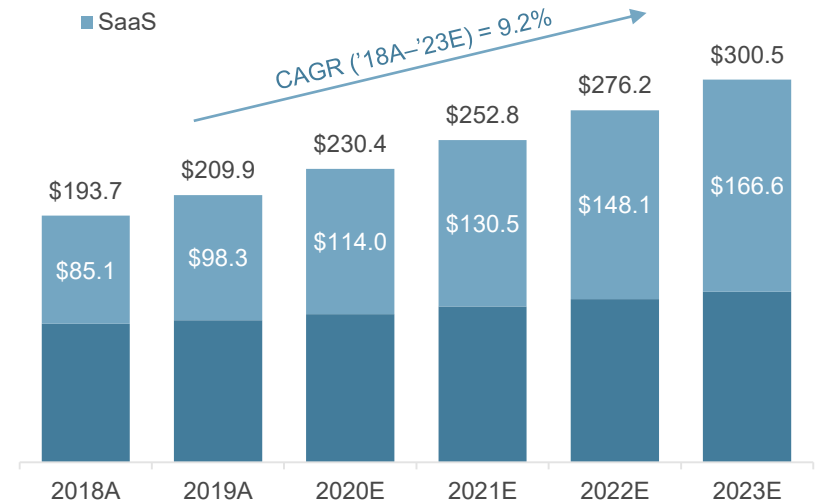
Estimated \$20.4 billion in total revenue by 2023, driven by:

- Enterprises looking for unified HCM suites to save costs and manage the entire HCM workflow
- Emergence of artificial intelligence in automating HR processes, intelligently recommending candidates, and streamlining the recruiting process
- Record-low U.S. unemployment forcing companies to find creative solutions to source talent

SaaS and Cloud Services Forecast

\$ in Billions

■ SaaS

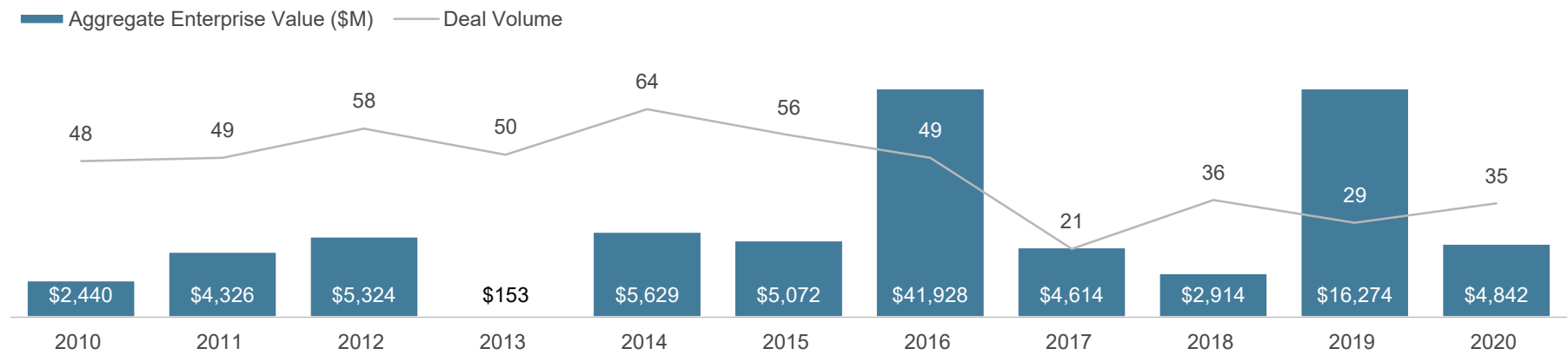


Overall enterprise software growth has been driven by the proliferation of SaaS and hybrid cloud models in the last decade

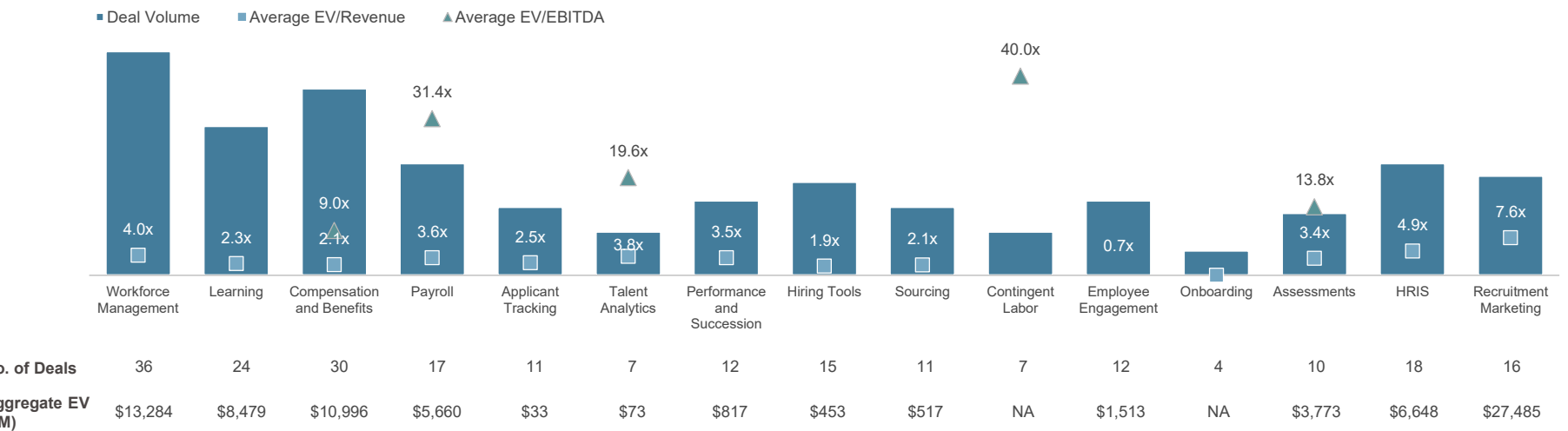
- Organizations are seeking simpler, more flexible and economic ways to move and manage workloads across environments
- Overall SaaS market is estimated to grow to \$166.6 billion by 2023 at a CAGR of 14.4%

Historical HCM M&A Summary

HCM M&A Transaction Summary (2010–YTD 2020)



HCM M&A Transaction by Subsector (2015–YTD 2020)



Sources: S&P Capital IQ, 451 Research, and Kognetics as of June 30, 2020.
Note: Includes transactions with undisclosed financial terms; transactions may fall into more than one indicator.
NA or data not included if data is not publicly available or EV/revenue or EV/EBITDA is greater than 50x.

Historical M&A: Select Strategic Transactions

HCM M&A Transaction by Subsector (2015–2020 YTD)

| | Sourcing | Recruitment Marketing | Assessments | Applicant Tracking | Hiring Tools | Onboarding | Payroll | HRIS | Workforce Management | Contingent Labor | Comp and Benefits | Performance and Succession | Learning | Employee Engagement | Talent Analytics |
|--------------------|----------------------|-----------------------|-------------|--------------------|---------------|------------|----------|--------------|----------------------|------------------|--------------------|----------------------------|----------------|----------------------|------------------|
| Deal Volume | 11 | 16 | 10 | 11 | 15 | 4 | 18 | 18 | 36 | 7 | 30 | 12 | 24 | 12 | 7 |
| Aggregate EV (\$M) | \$517 | \$27,485 | \$3,773 | \$33 | \$205 | NA | \$5,660 | \$6,648 | \$13,037 | NA | \$4,396 | \$817 | \$3,885 | \$218 | \$73 |
| | Randstad | LinkedIn | PSI | Paycor | LinkedIn | Sterling | ADP | ECI | Kronos | Intuit | PlanSource | Salesforce | SAP | REFFIND | Workday |
| | Indeed | Microsoft | PSI | Snagajob | Roper | Equifax | Visma AS | Roper | ShiftHub | Adecco | Mercer | Deltek | LinkedIn | Blackhawk | Ultimate |
| | Indeed | Monster | Gartner | Sage | Engage 2Excel | Sterling | NGA | Ultimate | ADP | IQ Navigator | CareerBuilder | Saba | Talentsoft | Aon | CEB |
| | Cornerstone OnDemand | Figaro Classifieds | CEB | Saba | Infor | GIS | Intuit | Kronos | Intuit | ADP | HealthEquity | Saba | Workday | Deloitte | Medix Staffing |
| | WayUp | Xing | ADP | Bullhorn | Adecco | | ADP | Access Group | Ascentis | Workday | Stone Point | Visma | Learning Tech. | YouEarnedIt | Workforce Logiq |
| | Bullhorn | PIXID | John Wiley | | Recruit | | Visma | Ultimate | Paycor | WorkJam | Medical Mutual | Culture Amp | PeopleAdmin | LinkedIn | |
| | | Bullhorn | PSI | | iCIMS | | iSolved | Access Group | Salesforce | | Securian Financial | PowerSchool | Intertek | Healthcare Services | |
| | | iCIMS | Capp & Co | | Montage | | Iris | | | | Marlin | Learning Tech. | ATS | | |
| | | StepStone | PSI | | Shaker | | | | | | | | | Cornerstone OnDemand | |
| | | PageUp | Criteria | | Entelo | | | | | | | | | Advance Publications | |
| | | Symphony | | | Bullhorn | | | | | | | | | Cornerstone OnDemand | |
| | | | | | | | | | | | | | | Paylocity | |




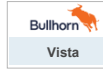

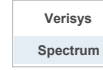

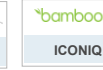
















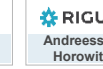
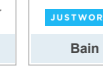


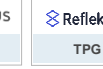



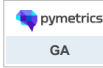

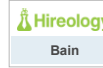








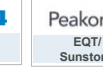




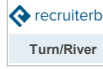
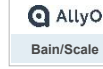
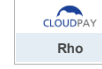


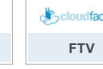




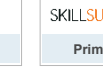

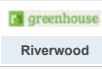






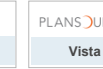


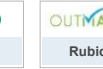
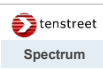





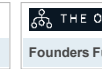



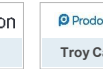

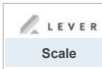
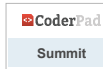

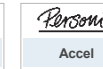




















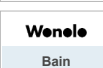


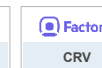


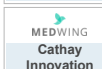
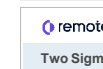





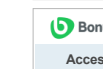
Sources: S&P Capital IQ, 451 Research, and Kognetics as of June 30, 2020.

Note: Includes transactions with undisclosed financial terms; transactions may fall into more than one indicator.

NA or data not included if data is not publicly available or EV/revenue or EV/EBITDA is greater than 50x.

Select Sponsor Activity

HCM Transaction by Subsector (2015–2020 YTD)

| | Sourcing | Recruitment Marketing | Assessments | Applicant Tracking | Hiring Tools | Onboarding | Payroll | HRIS | Workforce Management | Contingent Labor | Comp and Benefits | Performance and Succession | Learning | Employee Engagement | Talent Analytics |
|--------------------|--|--|---|--|--|---|--|--|--|---|---|---|---|---|---|
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| |  Symphony |  Insight |  Waud |  Vista |  TCV |  Spectrum |  Primus |  ICONIQ |  Providence |  Serent |  Francisco |  Bedford Funding |  Vector |  Marlin Equity |  Summit |
| |  Symphony |  Insight |  Exponent |  Francisco |  Carlyle |  Guidepost |  Serent |  Permira |  Tiger Global |  Andreessen Horowitz |  Bain |  Argos Sodic |  FF&P |  TPG |  Insight |
| |  Symphony |  TS2 Holdings |  GA |  Apax |  Bain |  T. Rowe Price |  Frontier |  KKR |  GSP |  Insight |  Goldman |  Goldman |  Goldman |  EQT/ Sunstone |  Primus |
| |  VSS |  Vista |  Riverside |  Turn/River |  Bain/Scale | |  Rho |  Hg/TA |  ICONIQ |  FTV |  Bain |  PeakSpan |  JMI |  Vista |  Primus |
| |  AKKR |  Riverwood |  Sumeru |  Insight | | |  Apax |  BC Partners |  Five Elms |  Goldfinch |  Vista | |  Ape Capital |  Frontier |  Rubicon |
| |  Spectrum |  IVP |  JMI |  Battery | | |  Insight |  Battery |  Founders Fund | |  Francisco | |  Guidepost |  Atomico |  Troy Carter |
| |  Rho/Invus |  Scale |  Summit | | | |  IDC/ Umbr |  Accel |  Endeavour Vision | |  Fidelity/ Generations | |  Owl |  Sequoia | |
| |  Gemspring |  83North | | | | |  Hg/ICH |  Hg |  Marlin | |  LLR | |  Andreessen Horowitz |  Matrix | |
| |  JMI |  K1 | | | | |  Origin/Signal Peak |  Koch |  Inovia | |  Union Square/ FirstMark | |  Madrona/ Seek |  Insight | |
| |  Bain |  DCM | | | | | |  Connect |  CRV | |  Health Velocity | | |  Aleph/ JVP | |
| | |  | | | | | |  Two Sigma |  Tiger Global | |  Oberdorf | | |  Insight | |
| | | | | | | | | |  ICONIQ | |  Index | | |  Access | |

Sources: S&P Capital IQ, 451 Research, and Kognetics as of June 30, 2020.

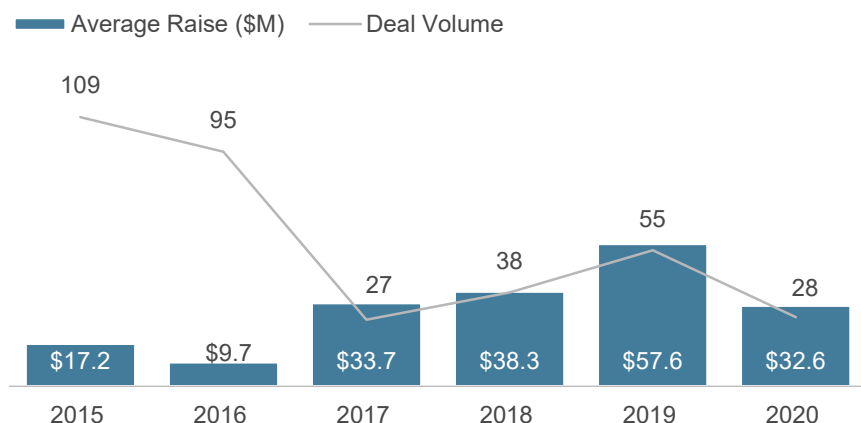
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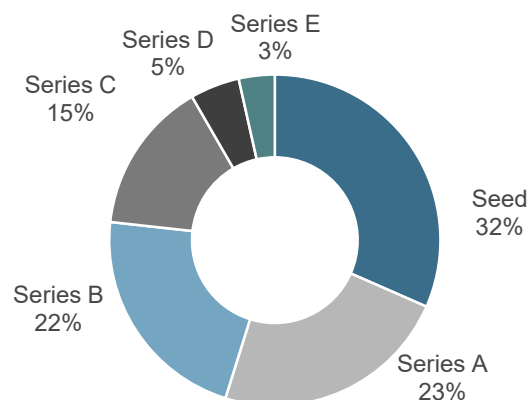
HCM Actively Drawing Growth Equity

The past few years have seen a resurgence of growth equity into the HCM market, with larger checks being put to work in more mature companies.

HCM Growth Equity Summary (2015–2020 YTD)



HCM Growth Equity Volume by Round (2015–2020 YTD)



Sources: S&P Capital IQ and 451 Research, as of June 30, 2020.

Note: NA indicates not publicly available.

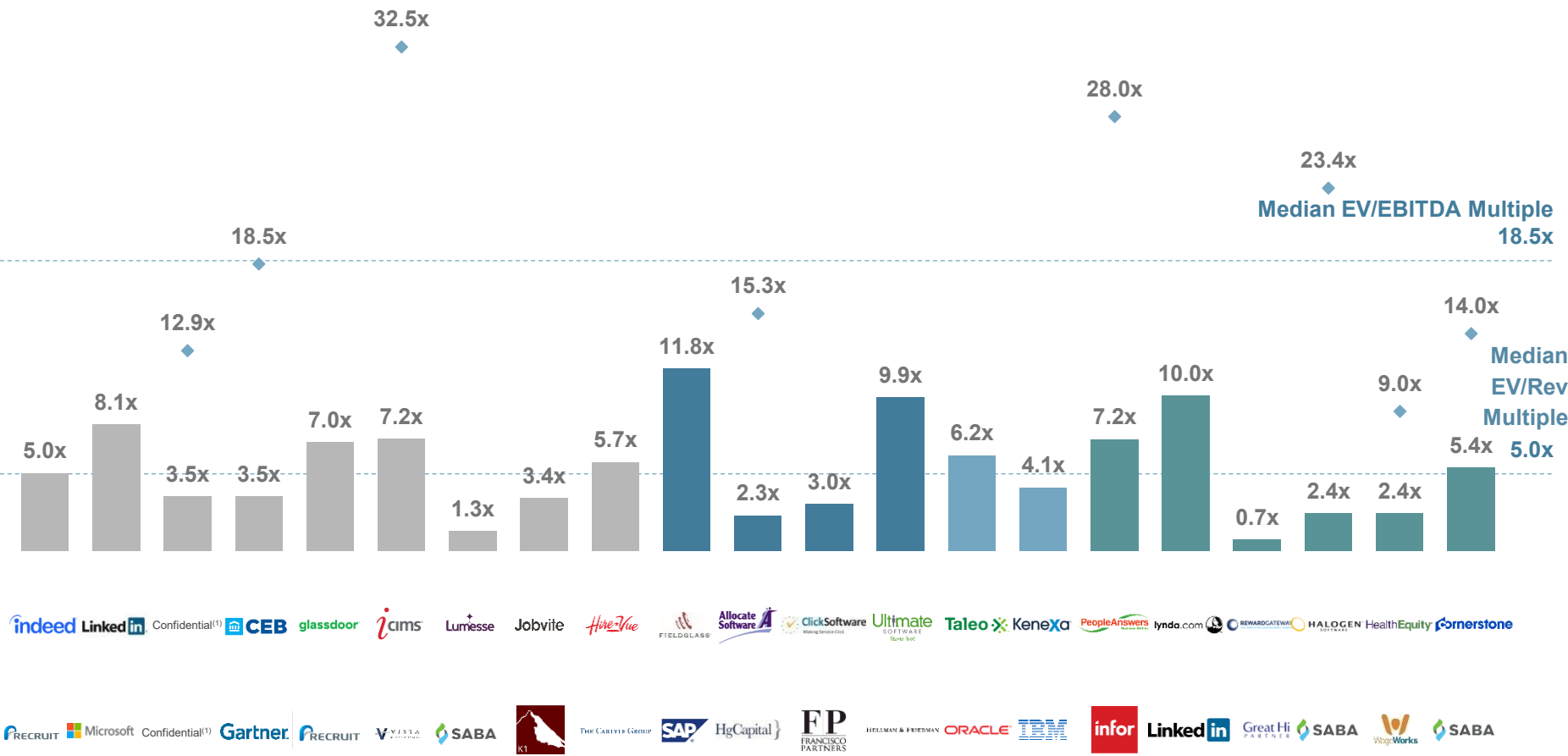
Select Recent Growth Equity Transactions

| Date | Target | Lead Investor(s) | Subsector | \$M |
|---------|----------------|---------------------------------------|---------------------------|------|
| 06/2020 | Swile | Index Ventures | Compensation and Benefits | \$70 |
| 06/2020 | degreed | Owl Ventures | Learning | \$32 |
| 06/2020 | CoderPad | SUMMIT PARTNERS | Assessments | ND |
| 06/2020 | QGenda | ICONIQ | Workforce Management | ND |
| 06/2020 | Bonusly | ACCESS VENTURE PARTNERS | Employee Engagement | \$9 |
| 05/2020 | MEDWING | CATHAY | Recruitment Marketing | \$30 |
| 05/2020 | Deel | ANDREESSEN HOROWITZ | Learning | \$14 |
| 05/2020 | go | NATIONAL VENTURES seek | Learning | \$40 |
| 05/2020 | Prodoscore | Troy Carter | Talent Analytics | NA |
| 05/2020 | traitify | JMI | Assessments | \$12 |
| 05/2020 | workvivo | TIGERGLOBAL | Workforce Management | \$16 |
| 04/2020 | Factorial | EFY | Workforce Management | \$16 |
| 04/2020 | OYSTIR | connect | HRIS | \$4 |
| 04/2020 | remote | TWO SIGMA | HRIS | \$11 |
| 04/2020 | everee | origin ventures SIGNAL PEAK VENTURES | Payroll | \$10 |
| 04/2020 | workjam | inovia | Workforce Management | \$50 |
| 03/2020 | smartlinx | MARIN EQUITY PARTNERS | Workforce Management | NA |
| 03/2020 | Expressive! | INSIGHT PARTNERS | Employee Engagement | \$30 |
| 03/2020 | Human Interest | Oberndorf | Compensation and Benefits | \$40 |
| 02/2020 | HealthJoy | healthvelocity CAPITAL | Compensation and Benefits | \$30 |
| 02/2020 | intelycare | endeavour vision | Workforce Management | \$45 |

HCM Precedent M&A Transactions

Enterprise Value and Relevant Multiples (\$M)

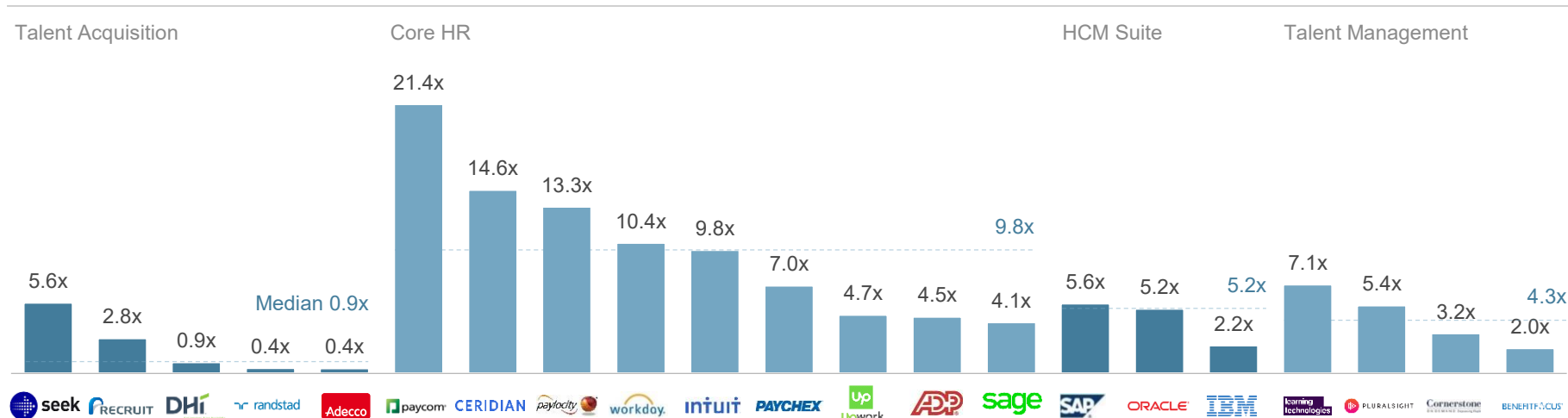
| | | | | | | | | | | | | | | | | | | | | |
|--------------------|----------|-------|---------|---------|---------|-------|---------|-------|---------|-------|-------|-----------|---------|-------------------|-------|---------|-------|-------|---------|---------|
| 2012 | 2016 | 2016 | 2017 | 2018 | 2018 | 2018 | 2019 | 2019 | 2014 | 2014 | 2015 | 2019 | 2012 | 2012 | 2014 | 2015 | 2015 | 2017 | 2019 | 2020 |
| \$750 | \$26,191 | \$116 | \$3,300 | \$1,200 | \$1,300 | \$100 | \$135 | \$400 | \$1,000 | \$152 | \$378 | \$10,867 | \$1,900 | \$1,300 | \$200 | \$1,500 | \$218 | \$175 | \$1,149 | \$1,395 |
| Talent Acquisition | | | | | | | Core HR | | | | | HCM Suite | | Talent Management | | | | | | |



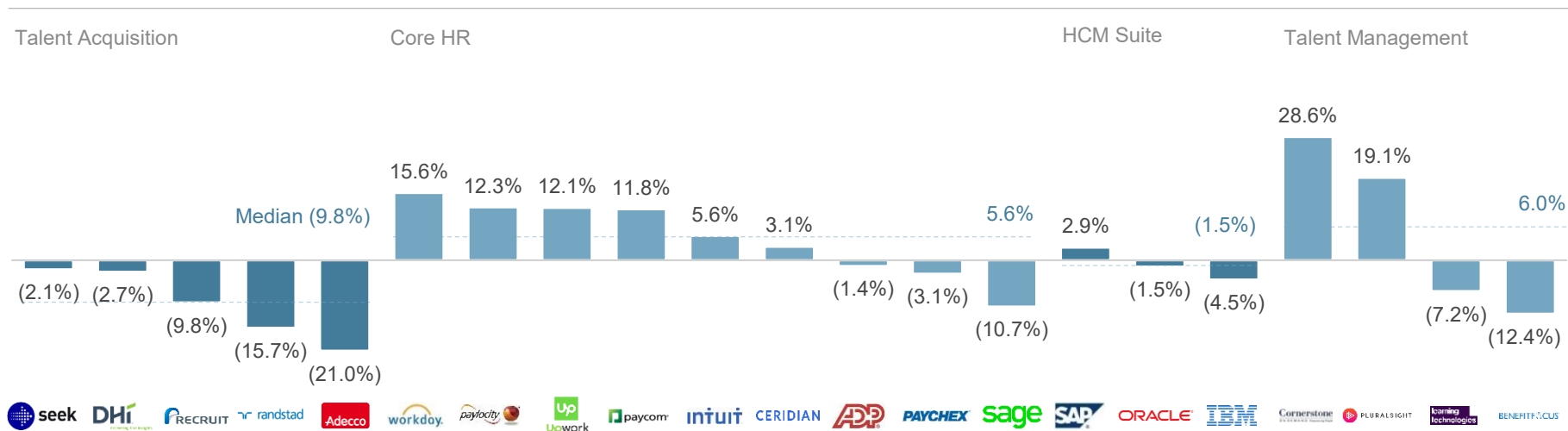
Sources: S&P Capital IQ, Wall Street research.
Note: Additional M&A transactions included in the appendix
(1) Refers to Houlihan Lokey transaction.

Comparable Public Company Benchmarking

EV/CY2020E Revenue Multiple

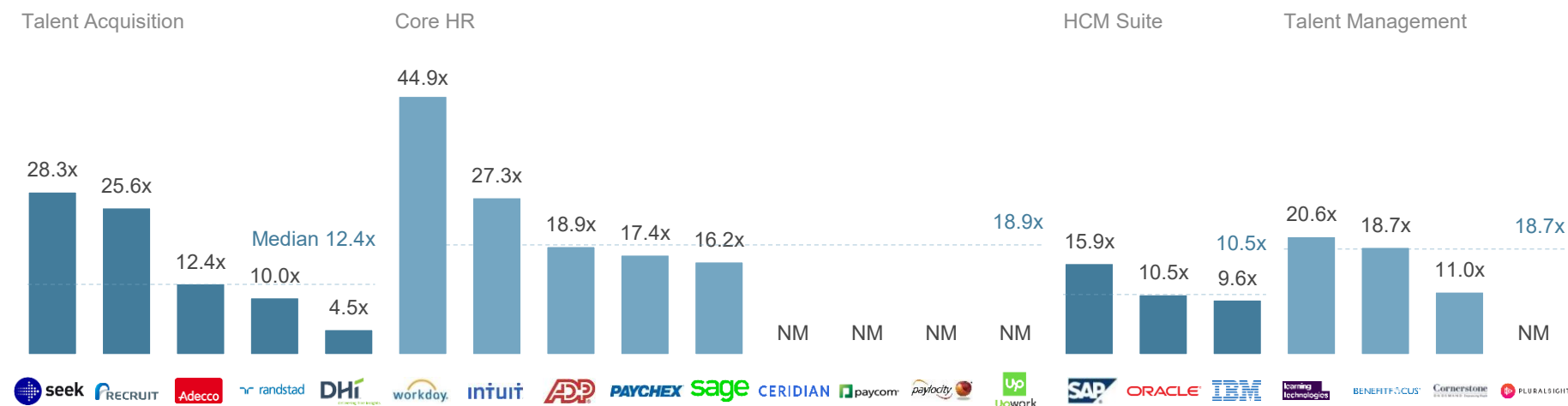


2019–2020E Revenue Growth

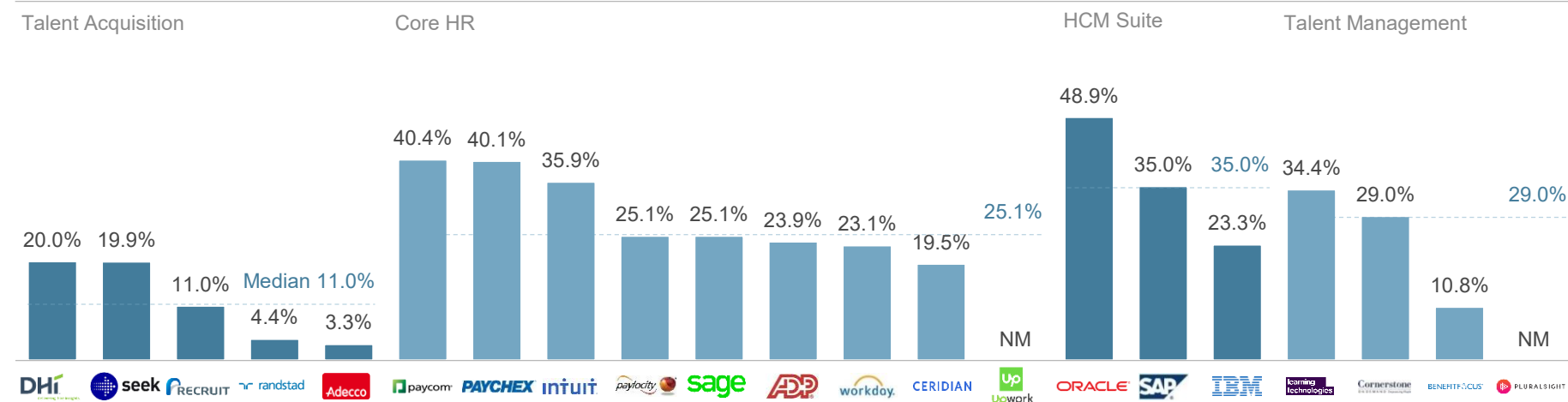


Comparable Public Company Benchmarking (cont.)

EV/CY2020E EBITDA Multiple



2020E EBITDA Margin



| | Page |
|---|------|
| 1. Human Capital Management Market Overview | 3 |
| 2. Houlihan Lokey Firm Overview | 15 |



Houlihan Lokey is the trusted advisor to more top decision-makers than any other independent global investment bank.

Corporate Finance

2019 M&A Advisory Rankings All U.S. Transactions

| | Advisor | Deals |
|---|--------------------|-------|
| 1 | Houlihan Lokey | 184 |
| 2 | Goldman Sachs & Co | 167 |
| 3 | JP Morgan | 141 |
| 4 | Morgan Stanley | 122 |
| 5 | Evercore Partners | 112 |

Source: Refinitiv (formerly known as Thomson Reuters)

No. 1 U.S. M&A Advisor

Top 10 Global M&A Advisor

Leading Capital Markets Advisor

Financial Restructuring

2019 Global Distressed Debt & Bankruptcy Restructuring Rankings

| | Advisor | Deals |
|---|------------------|-------|
| 1 | Houlihan Lokey | 76 |
| 2 | PJT Partners Inc | 43 |
| 3 | Moelis & Co | 36 |
| 4 | Lazard | 29 |
| 5 | AlixPartners | 19 |

Source: Refinitiv (formerly known as Thomson Reuters)

No. 1 Global Restructuring Advisor

1,000+ Transactions Completed
Valued at More Than \$2.5 Trillion
Collectively

Financial and Valuation Advisory

2000 to 2019 Global M&A Fairness Advisory Rankings

| | Advisor | Deals |
|---|-------------------------------|-------|
| 1 | Houlihan Lokey | 1,057 |
| 2 | JP Morgan | 929 |
| 3 | Duff & Phelps | 734 |
| 4 | Morgan Stanley | 621 |
| 5 | Bank of America Merrill Lynch | 612 |

Refinitiv (formerly known as Thomson Reuters). Announced or completed transactions.

No. 1 Global M&A Fairness Opinion
Advisor

1,000+ Annual Valuation
Engagements

Leading M&A Advisory Firm With Global Reach

- Consistently ranked No. 1 M&A advisor for U.S. transactions under \$1.5 billion for the past several years
- More than 1,500 employees in 23 total locations worldwide
- One unified team with a shared bonus pool incentivizes bankers for global coordination
- Global reach and local country presence required to access cross-border buyers and extract outlier valuations

North America

Atlanta Miami
Boston Minneapolis
Chicago New York
Dallas San Francisco
Houston Washington, D.C.
Los Angeles

Europe and Middle East

Amsterdam Madrid
Dubai Milan
Frankfurt Paris
London

Asia-Pacific

Beijing Sydney
Hong Kong Tokyo
Singapore

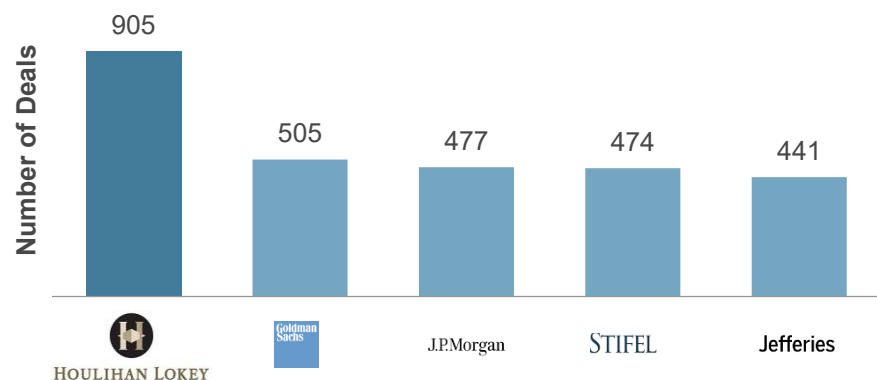
1,500+ Employees
~**35%** Owned by Employees
~**\$1 Billion** of Revenue

HLI
LISTED
NYSE

Publicly Traded
~**\$3.5 Billion** Market Cap
No Debt

U.S. M&A Transaction Leader

Houlihan Lokey executed more transactions under \$1.5 billion over the past five years than any other firm



Leader in U.S. M&A Transactions Under \$1 Billion

2019 M&A Advisory Rankings U.S. Transactions Under \$1 Billion

| Advisor | Deals |
|-------------------------------|-------|
| 1 Houlihan Lokey | 178 |
| 2 Raymond James Financial Inc | 102 |
| 3 Goldman Sachs & Co | 96 |
| 3 Jefferies LLC | 96 |
| 5 Piper Jaffray Cos | 94 |

Source: Refinitiv (formerly known as Thomson Reuters)

2018 M&A Advisory Rankings U.S. Transactions Under \$1 Billion

| Advisor | Deals |
|-----------------------|-------|
| 1 Houlihan Lokey | 199 |
| 2 Goldman Sachs & Co | 103 |
| 3 Generational Equity | 98 |
| 4 Stifel/KBW | 97 |
| 5 Jefferies LLC | 95 |

Source: Thomson Reuters
* Denotes tie

Financial Sponsors Group: Unrivalled Experience With Sponsors

Largest Financial Sponsor Group Focused on Mid-Cap Funds

Importance of Sponsors

- Houlihan Lokey has sold more than 450 companies to financial sponsors over the past five years
- Buyout firms have approximately \$735 billion of dry powder⁽¹⁾

Broadest and Deepest Financial Sponsor Coverage Group

- Houlihan Lokey has 19 senior officers dedicated to the sponsor community in North America and Europe
- Coverage of 900+ private equity firms, 250+ hedge funds, and 125+ family offices
- Organized geographically to ensure client coverage proximity

High-Quality Relationships

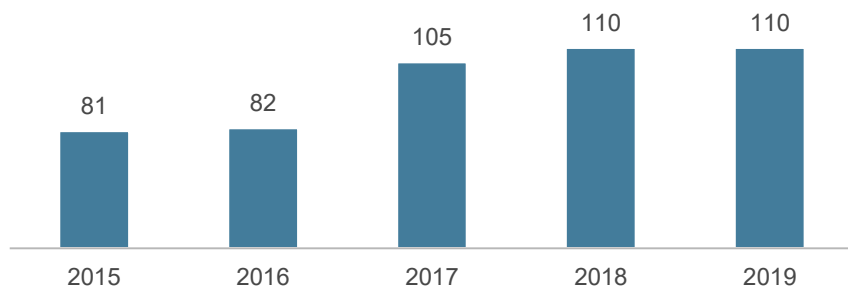
- Houlihan Lokey has worked on more than 1,000 engagements for financial sponsors in 2019
- Provide financial sponsors access to successful solutions, with coverage officers facilitating two-way information flow between the sponsors and the firm

Unparalleled Data on Buyer Behavior

- Houlihan Lokey has the knowledge of, and database on, financial sponsor preferences and behavior through its relationships and deal flow
- Collect and analyze comprehensive data on industry, size, and general market trends

Companies Houlihan Lokey Sold to Financial Sponsors

450+ Companies Over the Past Five Years



Deep Relationships Across Fund Sizes and Types

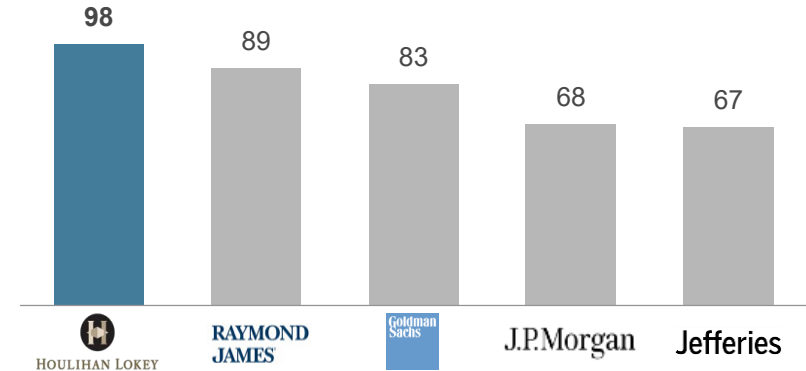


(1) Preqin.

Leading Technology, Media, and Telecom (TMT) Advisory Team

Market Leader in TMT With Broad Sector Coverage

- Houlihan Lokey has executed more TMT transactions under \$1.0 billion over the past three years than any other firm
- Our market dominance in transaction success maintains constant touchpoints with key decision-makers for both strategic counterparties and private equity sponsors, ensuring the most recent and relevant buyer insight for our clients



| | Expertise and Capabilities | Key Relationships | | Expertise and Capabilities | Key Relationships | | Expertise and Capabilities | Key Relationships |
|--|--|-------------------|--|---|-------------------|--|---|-------------------|
| AWS/Azure/Cloud Hosting | <ul style="list-style-type: none"> Public Cloud Private Cloud Hybrid Cloud Data Centers Co-Location | | Out-of-Home Entertainment/Digital Signage | <ul style="list-style-type: none"> Digital Content Delivery VR/AR Family Entertainment Arcade Video Games | | Infrastructure/Security | <ul style="list-style-type: none"> Cloud Monitoring Network Management Network Analytics Security, Log Management IT Operations Management | |
| Broadcast Technology/Media Services | <ul style="list-style-type: none"> On-Demand Services Creative Participation | | Digital Publishing/Video | <ul style="list-style-type: none"> Digital Publishers Digital Video Health Information Viral Content Digital Rights | | Vertical Industry Software | <ul style="list-style-type: none"> Legal Travel and Hospitality EdTech Nonprofit Real Estate | |
| Marketing Automation | <ul style="list-style-type: none"> CRM Customer Engagement Marketing Automation Ad Tech | | Film/TV/Music/Entertainment | <ul style="list-style-type: none"> Film Production and Distribution Music Publishing Entertainment Services Music Festivals Entertainment IP | | Sports/Live Entertainment | <ul style="list-style-type: none"> Fantasy Sports/Gaming OTT/Video Data Analytics Social Media/Esports Youth/Amateur | |
| Consumer Internet Services | <ul style="list-style-type: none"> Music Tech Food Tech | | Human Capital Management (HCM) | <ul style="list-style-type: none"> Talent Acquisition HRIS Talent Management | | Manufacturing Tech/Supply Chain/Procurement | <ul style="list-style-type: none"> Planning S&OP Procurement Inventory VMS | |
| Data Analytics/Intelligence | <ul style="list-style-type: none"> Data Infrastructure Enterprise Analytics Data Sources and APIs Data Resources | | Enterprise Workflow/Content Management | <ul style="list-style-type: none"> Digital Workplace Enterprise Collaboration ERP | | E-Commerce/Retail Technology | <ul style="list-style-type: none"> B2C E-Commerce E-Commerce Enablement Retail Analytics POS | |

Domain Expertise: HCM Technology and Tech-Enabled Services

HCM Software

| | | | | | |
|---|---|---|---|---|--|
| <p>Funds managed by HELLMAN & FRIEDMAN have entered into an agreement to combine</p> <p>Ultimate SOFTWARE and KRONOS</p> <p>Fairness Opinion</p> | <p>KALLIDUS has been acquired by APSE CAPITAL</p> <p>Sellside Advisor</p> | <p>Project Falcon has acquired a minority stake in a Human Capital Management software business</p> <p>Buyside Advisor</p> | <p>alchemy a portfolio company of Riverside has been acquired by intertek</p> <p>Sellside Advisor</p> | <p>SELECT INFRASTRUCTURE has been acquired by psi a portfolio company of Worlcap</p> <p>Sellside Advisor</p> | <p>IGLOO has received an equity investment from FrontierCapital</p> <p>Financial Advisor</p> |
| HRIS | Learning Management | Performance Management | Learning Management | Talent Analytics | Employee Engagement |
| <p>iIPAN has been acquired by psi</p> <p>Sellside Advisor</p> | <p>PEOPLE MATTER has been acquired by snagajob</p> <p>Sellside Advisor</p> | <p>PeopleAnswers has been acquired by infor</p> <p>Sellside Advisor</p> | <p>Jobvite Series D Convertible Preferred Stock With participation from existing investors: ATA VENTURES, CMEA, TRUST \$25,000,000</p> <p>Placement Agent</p> | <p>FIELDGLASS has been acquired by MDP</p> <p>Sellside Advisor</p> | <p>Rypply has been acquired by salesforce</p> <p>Sellside Advisor</p> |
| Talent Analytics | Workforce Management | Predictive Talent Analytics | Social Recruiting Platform | Contingent Labor and Procurement | Social Engagement and Workforce Mgmt |
| <p>FIELDID has been acquired by Master Lock</p> <p>Sellside Advisor</p> | <p>nettime solutions has been acquired by PAYCHEX</p> <p>Sellside Advisor</p> | <p>IQNavigator has been acquired by GTCR</p> <p>Sellside Advisor</p> | <p>PeopleAdmin has been recapitalized by SUMMIT PARTNERS</p> <p>Financial Advisor</p> | <p>snagajob.com Sale of secondary shares to SPLIT ROCK PARTNERS</p> <p>Financial Advisor</p> | <p>Learn.com has been acquired by Taleo</p> <p>Shareholder Advisor</p> |
| Contingent Labor | Workforce Management | Contingent Labor and Procurement | ATS for Education and Government | Workforce Mgmt for Hourly Employees | Learning Management |

HCM Tech-Enabled Services

| | | | | | |
|--|---|---|---|--|--|
| <p>AVEDON has sold its majority stake in OLYMPIA to Management and Morgan Stanley INVESTMENT MANAGEMENT</p> <p>Sellside Advisor</p> | <p>ELIASSEN GROUP a portfolio company of Riverside PARTNERS has been acquired by STONE POINT CAPITAL</p> <p>Sellside Advisor</p> | <p>ettain group a portfolio company of NIMIS CAPITAL has been acquired by A&M CAPITAL PARTNERS</p> <p>Sellside Advisor</p> | <p>GLOBAL has been acquired by ettain group a portfolio company of A&M CAPITAL PARTNERS</p> <p>Sellside Advisor</p> | <p>ECS along with minority investor LINDSAY GOLDBERG has sold ECS Federal to On Assignment</p> <p>Sellside Advisor</p> | <p>MedPartners has been acquired by AMN Healthcare</p> <p>Sellside Advisor</p> |
| Staffing | Staffing | Staffing | Staffing | Contingent Labor | Staffing |
| <p>CDI Corporation has been acquired by ae Industrial Partners</p> <p>Sellside Advisor & Fairness Opinion</p> | <p>CIP CAPITAL has made a strategic investment in WilsonHCG</p> <p>Buyside Advisor</p> | <p>hono payroll a subsidiary of BOND has been acquired by TENZING</p> <p>Sellside Advisor</p> | <p>iIPAN has been acquired by psi</p> <p>Sellside Advisor</p> | <p>MOTION RECRUITMENT a portfolio company of GRIDIRON CAPITAL has been acquired by LITTLEJOHN & CO.</p> <p>Sellside Advisor</p> | <p>ciber a subsidiary of ciber has been acquired by infor</p> <p>Sellside Advisor</p> |
| Staffing | Talent Acquisition | Payroll and HRIS | Talent Analytics | RPO and Staffing | Contingent Labor |
| <p>R&ET a portfolio company of INVEST has been acquired by CVC Capital Partners</p> <p>Sellside Advisor</p> | <p>IQNavigator has been acquired by GTCR</p> <p>Sellside Advisor</p> | <p>FFL PARTNERS has completed a majority investment in ProService HAWAII The smarter way to do HR.</p> <p>Buyside Advisor</p> | <p>system one a portfolio company of MID OCEAN has been acquired by THL Thomas H. Lee Partners</p> <p>Sellside Advisor</p> | <p>DISA a portfolio company of Riverside has been acquired by THL Thomas H. Lee Partners</p> <p>Sellside Advisor</p> | <p>Patersons \$30,000,000 Series A Preferred Stock</p> <p>Financial Advisor and Placement Agent</p> |
| HRIS | Contingent Labor and Procurement | PEO | Staffing | Training, Learning, and Compliance | Payroll and HRIS |

Deep Relationships Across HCM Software and Tech-Enabled Services



Tombstones included herein represent transactions closed from 2008 forward. Selected transactions were executed by Houlihan Lokey professionals while at other firms acquired by Houlihan Lokey or by professionals from a Houlihan Lokey joint venture company.

How Houlihan Lokey Can Help

Our firm is extremely well equipped to help our clients navigate uncertain times. We respond quickly to challenging situations and are constantly helping clients to analyze, structure, negotiate, and execute the best possible solutions from both strategic and financial perspectives.

| What We Offer | |
|---------------|---------------------------------------|
| 1 | Corporate Finance |
| | Mergers and Acquisitions |
| | Capital Markets |
| | Private Funds Advisory |
| | Board Advisory Services |
| 2 | Financial Restructuring |
| | Company Advisory |
| | Distressed M&A |
| | Liability Management |
| | Creditor Advisory |
| 3 | Financial and Valuation Advisory |
| | Portfolio Valuation and Fund Advisory |
| | Transaction Opinions |
| | Corporate Valuation Advisory Services |
| | Transaction Advisory Services |
| | Real Estate Valuation and Advisory |
| | Dispute Resolution Consulting |

Corporate Finance

We are widely recognized as a leading M&A advisor to the middle market and have long-standing relationships with capital providers, including commercial banks and other senior credit providers, insurance funds, asset managers, and mezzanine fund investors. Few other investment banks maintain the breadth of relationships and capital markets intelligence that we do.

Financial Restructuring

We have the largest restructuring practice of any global investment bank. Since 1988, we have advised on more than 1,000 restructuring transactions (with aggregate debt claims in excess of \$2.5 trillion). We served as an advisor in 12 of the largest 15 bankruptcies from 2000 to 2019.

Financial and Valuation Advisory

For nearly four decades, we have established ourselves as one of the largest financial and valuation advisory firms. Our transaction expertise and leadership in the field of valuation helps inspire confidence in financial executives, boards of directors, special committees, investors, and business owners we serve.

| Why We're Different | |
|---------------------|---|
| ✓ | Dominant in Special Situations and Restructuring |
| ✓ | Significant Experience With Financing Markets |
| ✓ | Senior-Level Commitment and Dedication |
| ✓ | Deep, Industry-Specific Expertise |
| ✓ | Superior Work Product/Technical Abilities |
| ✓ | Creativity, Imagination, Tenacity, and Positivity |

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European HCM Coverage Team

CORPORATE FINANCE
FINANCIAL RESTRUCTURING
FINANCIAL AND VALUATION ADVISORY

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