

Thomson Reuters

All is fair in love & (bidding) wars: TRI now majority owner of Pagero

Maintain Rating: BUY | PO: 160.00 USD | Price: 145.46 USD

TRI on track to buy Pagero for US\$790mn

Yesterday, TRI announced that it had made significant strides in its effort to acquire Pagero Group AB, a Swedish provider of global e-invoicing and indirect tax software solutions. As of 1:50a.m. ET yesterday, TRI had acquired 53.81% of Pagero's shares, making it the majority shareholder. TRI also increased its offer price by 25% to SEK 50 per share, which implies a US\$790mn valuation based on current exchange rates. The acceptance period for the offer expires on February 9th.

TRI tops last bid by 11%

TRI's updated offer is a 11% premium to an offer made by tax solutions company Avalara on January 12th. Pagero's independent bid committee recommended that shareholders accept TRI's offer and reject Avalara's. Software company Vertex had previously bid SEK 36 per share in mid-December (see our software team's [Dec. 13 note](#)).

We like this asset for TRI

Pagero is growing sales by double-digits, exiting an investment cycle period, and on the cusp of benefitting from a wave of regulatory-driven demand. TRI also has additional use cases beyond indirect taxes for Pagero's invoicing network and growing base (currently 14mn) of customers. See our brief overview of the company below. We reiterate our Buy rating on TRI.

Transaction could be dilutive due to lost interest income

Based on Street estimates for Pagero, we estimate that the potential acquisition would add 1.4/1.6% to 2024/25 TRI sales, but be 65/40bp dilutive to 2024/2025 EBITDA margins and ~6.5/3% dilutive to EPS. This assumes \$12mn (BofAE) of 2024 integration costs, factors in \$28-30mn of lost annual interest income, and doesn't account for any synergies. Excluding lost interest income, we estimate that the transaction is 1.5% dilutive to 2024 EPS, but 2.6% accretive to 2025.

Estimates (Dec) (US\$)	2021A	2022A	2023E	2024E	2025E
EPS	2.02	2.62	3.43	3.70	4.11
GAAP EPS	11.51	3.00	5.10	3.34	3.75
EPS Change (YoY)	9.2%	29.7%	30.9%	7.9%	11.1%
DPS	1.62	1.78	1.96	2.16	2.31
EPS (YTRI - C\$)	2.53	3.41	4.61	4.97	5.52
DPS (YTRI - C\$)	2.03	2.32	2.63	2.90	3.10
Valuation (Dec)					
P/E	72.0x	55.5x	42.4x	39.3x	35.4x
GAAP P/E	12.6x	48.5x	28.5x	43.6x	38.8x
Dividend Yield	1.1%	1.2%	1.3%	1.5%	1.6%
EV / EBITDA*	35.5x	30.0x	26.3x	25.3x	23.7x
Free Cash Flow Yield*	2.0%	2.1%	2.7%	2.6%	2.9%

* For full definitions of *IQmethod*SM measures, see page 6.

16 January 2024

Equity

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Stock Data

Price (NYS / TOR)	145.46 USD / 196.73 CAD
Price Objective	160.00 USD / 218.00 CAD
Date Established	28-Nov-2023 / 28-Nov-2023
Investment Opinion	A-1-7 / A-1-7
52-Week Range	112.87 USD - 146.71 USD
Market Value (mn)	66,339 USD
Free Float	31.1%
Average Daily Value	38.31 USD
Shares Outstanding (mn)	456.1 / 456.1
BofA Ticker / Exchange	TRI / NYS
BofA Ticker / Exchange	YTRI / TOR
Bloomberg / Reuters	TRI US / TRI.N
ROE (2023E)	13.9%
Net Dbt to Eqty (Dec-2022A)	30.9%
ESGMeter™	High

ESGMeter is not indicative of a company's future stock price performance and is not an investment recommendation or rating. ESGMeter is independent of BofA Global Research's equity investment rating, volatility risk rating, income rating, and price objective for that company. For full details, refer to ["BofA ESGMeter Methodology"](#).

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Timestamp: 16 January 2024 06:36AM EST

iQprofileSM Thomson Reuters

iQmethodSM – Bus Performance*

(US\$ Millions)	2021A	2022A	2023E	2024E	2025E
Return on Capital Employed	4.3%	9.2%	10.8%	11.5%	13.1%
Return on Equity	8.4%	9.8%	13.9%	16.5%	19.5%
Operating Margin	19.6%	27.7%	33.3%	28.0%	28.8%
Free Cash Flow	1,354	1,387	1,788	1,693	1,951

iQmethodSM – Quality of Earnings*

(US\$ Millions)	2021A	2022A	2023E	2024E	2025E
Cash Realization Ratio	1.8x	1.6x	1.5x	1.3x	1.4x
Asset Replacement Ratio	2.8x	4.3x	4.6x	4.7x	4.2x
Tax Rate	152.5%	9.4%	23.6%	19.0%	19.0%
Net Debt-to-Equity Ratio	21.7%	30.9%	18.1%	15.0%	14.9%
Interest Cover	6.3x	9.4x	13.4x	14.4x	14.8x

Income Statement Data (Dec)

(US\$ Millions)	2021A	2022A	2023E	2024E	2025E
Sales	6,348	6,627	6,831	7,182	7,628
% Change	6.1%	4.4%	3.1%	5.1%	6.2%
Gross Profit	1,978	2,347	2,649	2,763	2,955
% Change	-0.4%	18.7%	12.9%	4.3%	7.0%
EBITDA	1,970	2,329	2,663	2,763	2,955
% Change	-0.3%	18.2%	14.3%	3.8%	7.0%
Net Interest & Other Income	(188)	248	(245)	(140)	(149)
Net Income (Adjusted)	998	1,269	1,591	1,683	1,819
% Change	8.4%	27.2%	25.4%	5.7%	8.1%

Free Cash Flow Data (Dec)

(US\$ Millions)	2021A	2022A	2023E	2024E	2025E
Net Income from Cont Operations (GAAP)	3,892	1,508	1,644	1,021	1,122
Depreciation & Amortization	770	724	726	750	757
Change in Working Capital	832	8	658	(76)	40
Deferred Taxation Charge	662	(144)	(369)	76	66
Other Adjustments, Net	(4,315)	(114)	(322)	496	538
Capital Expenditure	(487)	(595)	(549)	(575)	(572)
Free Cash Flow	1,354	1,387	1,788	1,693	1,951
% Change	7.6%	2.4%	28.9%	-5.3%	15.3%
Share / Issue Repurchase	(1,400)	(1,282)	(993)	(800)	(1,750)
Cost of Dividends Paid	(775)	(837)	(900)	(983)	(1,023)
Change in Debt	(21)	993	(1,710)	0	0

Balance Sheet Data (Dec)

(US\$ Millions)	2021A	2022A	2023E	2024E	2025E
Cash & Equivalents	778	1,069	1,151	1,699	1,748
Trade Receivables	1,057	1,069	1,083	1,119	1,194
Other Current Assets	618	673	601	626	668
Property, Plant & Equipment	1,324	1,336	1,622	1,538	1,436
Other Non-Current Assets	18,372	17,564	13,730	11,837	11,754
Total Assets	22,149	21,711	18,186	16,819	16,800
Short-Term Debt	0	1,647	1,480	1,480	1,480
Other Current Liabilities	2,581	3,244	2,541	2,497	2,605
Long-Term Debt	3,786	3,114	1,640	1,640	1,640
Other Non-Current Liabilities	1,948	1,757	1,645	1,749	1,864
Total Liabilities	8,315	9,762	7,305	7,366	7,589
Total Equity	13,834	11,949	10,881	9,453	9,211
Total Equity & Liabilities	22,149	21,711	18,186	16,819	16,800

* For full definitions of iQmethodSM measures, see page 6.

Company Sector

Business Services

Company Description

Thomson Reuters is a leading information services provider focused on the legal, tax & accounting, and regulatory end markets. Its deep domain expertise, proprietary data and software and analytics tools are used by roughly 500,000 clients, with roughly 80% recurring revenue. Major brands include Westlaw, Checkpoint, and Reuters News.

Investment Rationale

We are bullish on Thomson Reuters, which we see as an attractively priced defensive compounder. It is a cleaner story following the Refinitiv sale, has strong positions in attractive/growing markets, and is over-capitalized. The "Change Program" calls for accelerating organic revenue growth and meaningfully higher margins by 2023. We see robust EPS/FCF growth in 2023 and beyond, and believe valuation expansion is likely as TRI proves out its ability to deliver. Buy.

Stock Data

Average Daily Volume	263,380
Shares / Common - Dual Listed	1.00

Quarterly Earnings Estimates

	2022	2023
Q1	0.67A	0.84A
Q2	0.62A	0.87A
Q3	0.57A	0.82A
Q4	0.75A	0.91E

Pagero overview

Below are a few key stats and charts that provide an overview if the company.

Exhibit 1: Organic sales growth

Organic sales growth averaged 16% between 2019 and 2022

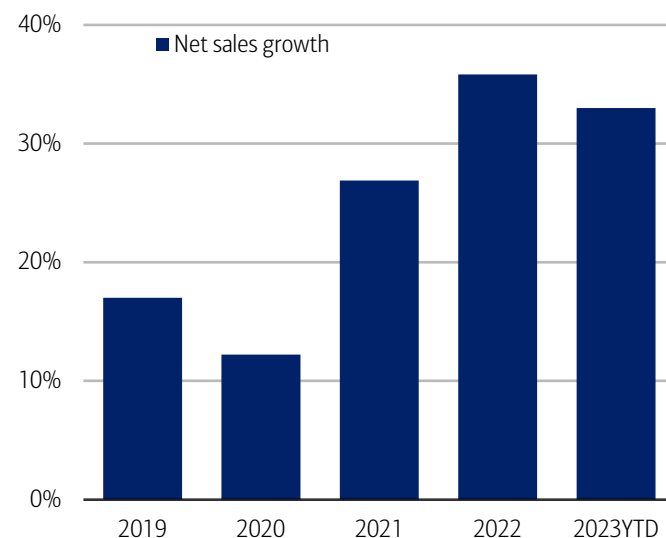


Source: Company reports

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Exhibit 2: Net sales growth

Net sales growth averaged 23% between 2019 and 2022



Source: Company reports

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Exhibit 3: Annualized recurring revenue growth

Annualized recurring revenue growth averaged 26% in 2019-2022

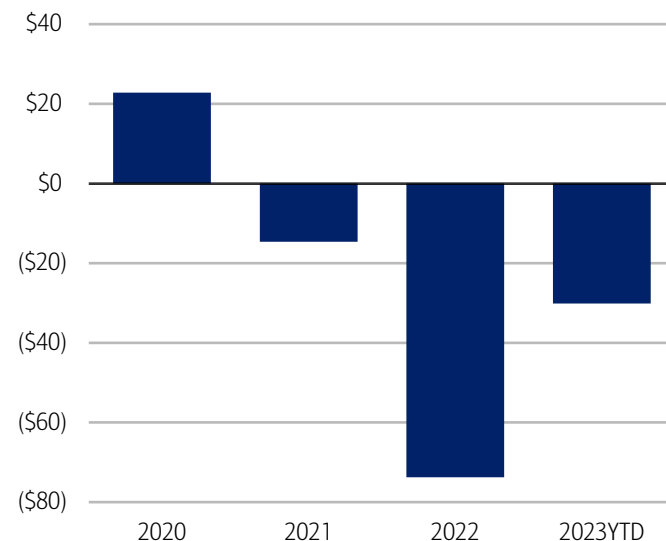


Source: Company reports

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Exhibit 4: EBITDA (in SEK)

Pagero's EBITDA has been negative the last three years as it has invested in new market entry



Source: Company reports

BofA GLOBAL RESEARCH

Other key Pagero stats

- In 2022, ~87% of Pagero's 600mn SEK sales were recurring. Of total sales, 46% of were recurring license revenues and 54% were recurring transaction-based revenues (tied to document flows). The 13% of which were non-recurring included mostly one-time costs from implementation services.

- In 2022, 87% of net sales came from established markets where sales grew 18% and EBITDA margins were 35%. Established markets included the Nordic region, Central Europe, and select LatAm countries. The remaining 13% of sales were in investment markets where sales grew 88%, but EBITDA margins were -330% due to investments in building up the markets. Investment markets include the US and the UK, where 2022 sales grew 128% and 51%, respectively.

Overview of regulatory tailwinds

- According to Pagero, communication between corporate business partners is still largely manual and analogue. Digital documents in business systems such as orders, delivery notes and invoices are printed or exported to PDF by one party, and then manually keyed in by the other party. Pagero is working to modernize communication by building a digital business network.
- Many countries are introducing legal requirements for companies to send and receive digital invoices. By the end of 2022, 80+ countries had announced or introduced requirements for e-invoicing and digital tax reporting. As of the end of 2022, 35+ countries had implemented legal requirements for electronic invoicing and/or tax reporting, and 40+ countries were in the planning and/or implementation phase.

Price objective basis & risk

Thomson Reuters (TRI / YTRI)

Our \$160 price objective (C\$218) is based on 37.5x CY24E P/FCF (vs. 33x CY24E P/FCF prior). This reflects greater confidence in the durability of TRI's sales growth and a premium to peers at 24x. We think a premium is warranted given our view of TRI's resilient business model and margin expansion potential from its Change Program.

Downside risks: 1) failure to deliver revenue acceleration or margin targets associated with the "Change Program" could hurt valuation, 2) drag from Global Print and Reuters News accelerates, and 3) risks associated with Woodbridge's controlling stake. Upside risks: 1) successful execution of go-to-market strategies could accelerate revenue growth, 2) tuck-in M&A and/or share buybacks could boost earnings, and 3) rising value in TRI's LSEG stake.

Analyst Certification

I, Heather Balsky, hereby certify that the views expressed in this research report accurately reflect my personal views about the subject securities and issuers. I also certify that no part of my compensation was, is, or will be, directly or indirectly, related to the specific recommendations or view expressed in this research report.

US - Business, Education & Professional Services Coverage Cluster

Investment rating	Company	BofA Ticker	Bloomberg symbol	Analyst
BUY				
	Alight Inc	ALIT	ALIT US	Heather Balsky
	Aramark	ARMK	ARMK US	Heather Balsky
	Cintas	CTAS	CTAS US	Heather Balsky
	CoStar Group	CSGP	CSGP US	Heather Balsky
	Dun & Bradstreet Holdings, Inc.	DNB	DNB US	Heather Balsky
	Equifax	EFX	EFX US	Heather Balsky
	Gartner	IT	IT US	Heather Balsky
	Moody's Corp.	MCO	MCO US	Heather Balsky
	S&P Global	SPGI	SPGI US	Heather Balsky
	Strategic Education	STRA	STRA US	Heather Balsky
	Thomson Reuters	YTRI	TRI CN	Heather Balsky
	Thomson Reuters	TRI	TRI US	Heather Balsky
NEUTRAL				
	FactSet Research Systems Inc	FDS	FDS US	Heather Balsky
	First Advantage Corporation	FA	FA US	Heather Balsky
	Verisk Analytics	VRSK	VRSK US	Heather Balsky
UNDERPERFORM				
	ASGN Inc.	ASGN	ASGN US	Heather Balsky
	Clarivate PLC	CLVT	CLVT US	Heather Balsky
	ManpowerGroup	MAN	MAN US	Heather Balsky
	MSCI Inc	MSCI	MSCI US	Heather Balsky
	Robert Half	RHI	RHI US	Heather Balsky
	TransUnion	TRU	TRU US	Heather Balsky



iQmethodSM Measures Definitions

Business Performance

Return On Capital Employed

Return On Equity

Operating Margin

Earnings Growth

Free Cash Flow

Numerator

NOPAT = (EBIT + Interest Income) × (1 – Tax Rate) + Goodwill Amortization

Net Income

Operating Profit

Expected 5 Year CAGR From Latest Actual

Cash Flow From Operations – Total Capex

Denominator

Total Assets – Current Liabilities + ST Debt + Accumulated Goodwill

Amortization

Shareholders' Equity

Sales

N/A

N/A

Quality of Earnings

Cash Realization Ratio

Asset Replacement Ratio

Tax Rate

Net Debt-To-Equity Ratio

Interest Cover

Numerator

Cash Flow From Operations

Capex

Tax Charge

Net Debt = Total Debt – Cash & Equivalents

EBIT

Denominator

Net Income

Depreciation

Pre-Tax Income

Total Equity

Interest Expense

Valuation Toolkit

Price / Earnings Ratio

Price / Book Value

Dividend Yield

Free Cash Flow Yield

Enterprise Value / Sales

Numerator

Current Share Price

Current Share Price

Annualised Declared Cash Dividend

Cash Flow From Operations – Total Capex

EV = Current Share Price × Current Shares + Minority Equity + Net Debt +

Other LT Liabilities

Enterprise Value

Denominator

Diluted Earnings Per Share (Basis As Specified)

Shareholders' Equity / Current Basic Shares

Current Share Price

Market Cap = Current Share Price × Current Basic Shares

Sales

Basic EBIT + Depreciation + Amortization

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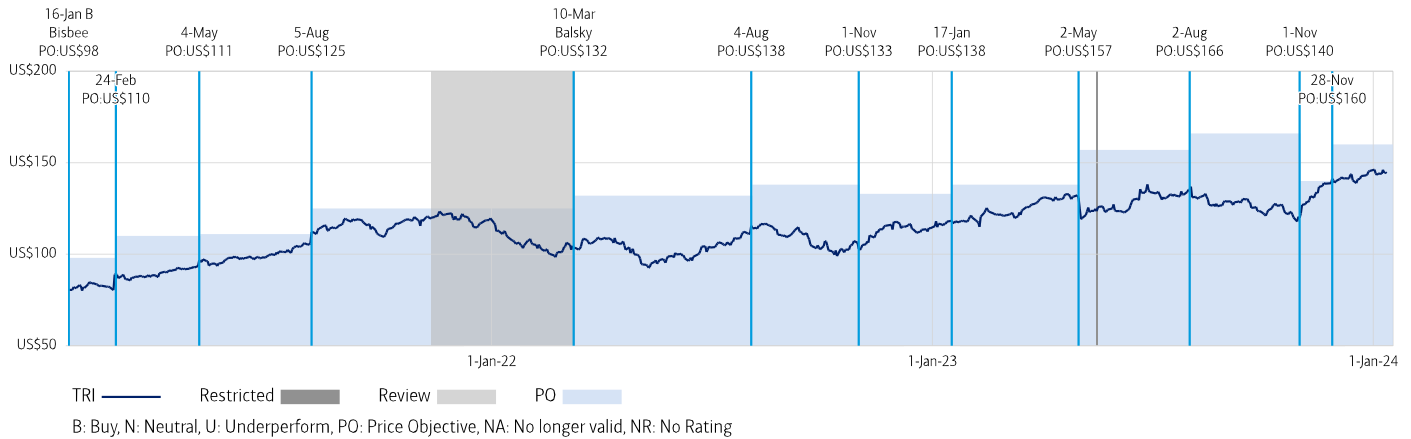
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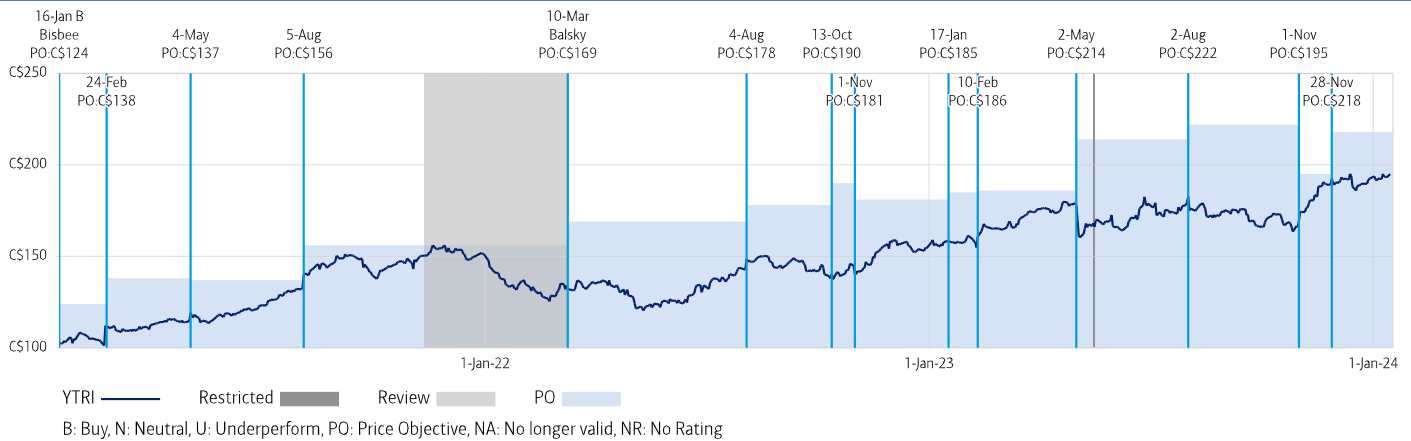
Important Disclosures

Thomson Reuters (TRI) Price Chart



The Investment Opinion System is contained at the end of the report under the heading "Fundamental Equity Opinion Key". Dark grey shading indicates the security is restricted with the opinion suspended. Medium grey shading indicates the security is under review with the opinion withdrawn. Light grey shading indicates the security is not covered. Chart is current as of a date no more than one trading day prior to the date of the report.

Thomson Reuters (YTRI) Price Chart



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Equity Investment Rating Distribution: Business Services Group (as of 31 Dec 2023)

Coverage Universe	Count	Percent	Inv. Banking Relationships ^{R1}	Count	Percent
Buy	26	55.32%	Buy	17	65.38%
Hold	8	17.02%	Hold	3	37.50%
Sell	13	27.66%	Sell	11	84.62%

Equity Investment Rating Distribution: Global Group (as of 31 Dec 2023)

Coverage Universe	Count	Percent	Inv. Banking Relationships ^{R1}	Count	Percent
Buy	1895	53.62%	Buy	1083	57.15%
Hold	832	23.54%	Hold	454	54.57%
Sell	807	22.84%	Sell	383	47.46%

^{R1} Issuers that were investment banking clients of BofA Securities or one of its affiliates within the past 12 months. For purposes of this Investment Rating Distribution, the coverage universe includes only stocks. A stock rated Neutral is included as a Hold, and a stock rated Underperform is included as a Sell.

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Investment rating	Total return expectation (within 12-month period of date of initial rating)	Ratings dispersion guidelines for coverage cluster ^{R2}
Buy	≥ 10%	≤ 70%
Neutral	≥ 0%	≤ 30%
Underperform	N/A	≥ 20%

^{R2}Ratings dispersions may vary from time to time where BofA Global Research believes it better reflects the investment prospects of stocks in a Coverage Cluster.

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