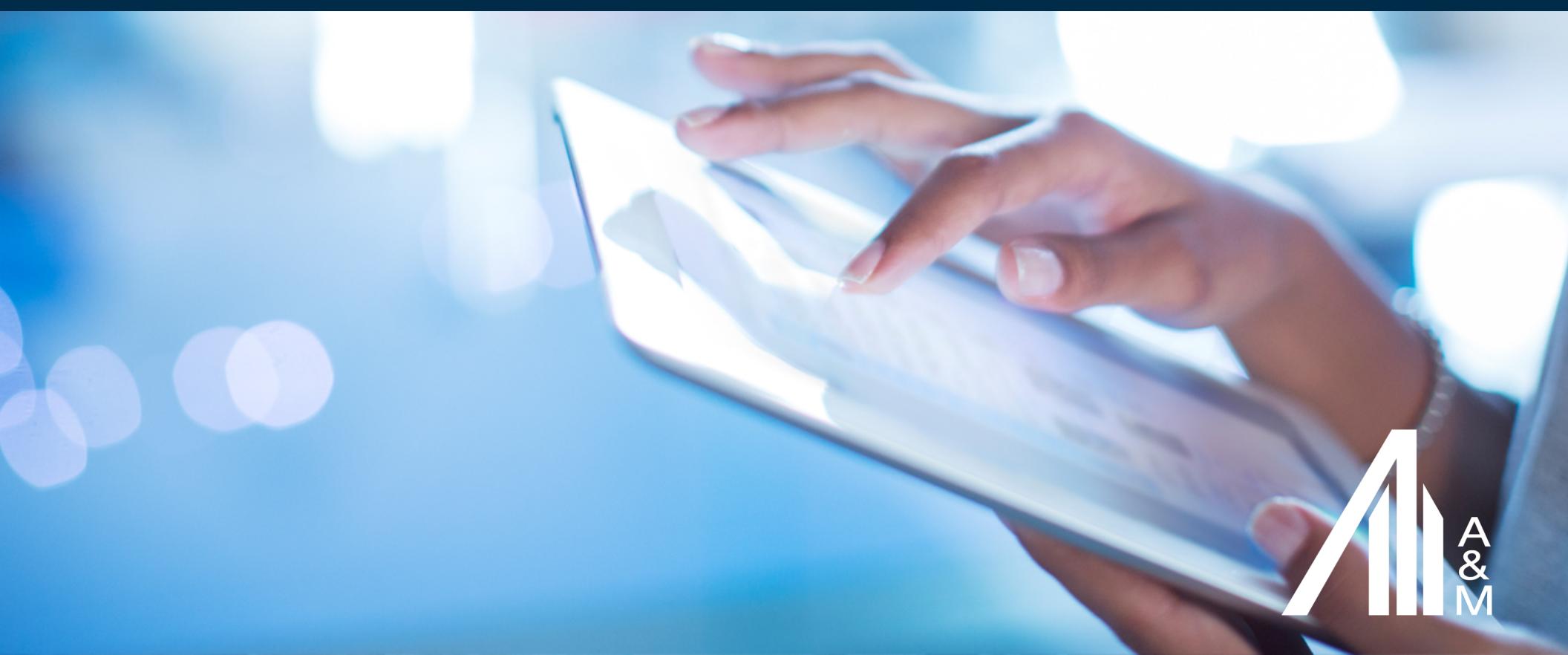


# PRIVATE EQUITY SERVICES

OUR INTEGRATED APPROACH TO SERVING INVESTORS IN SOFTWARE & TECHNOLOGY

2018

ALVAREZ & MARSAL



# Contents

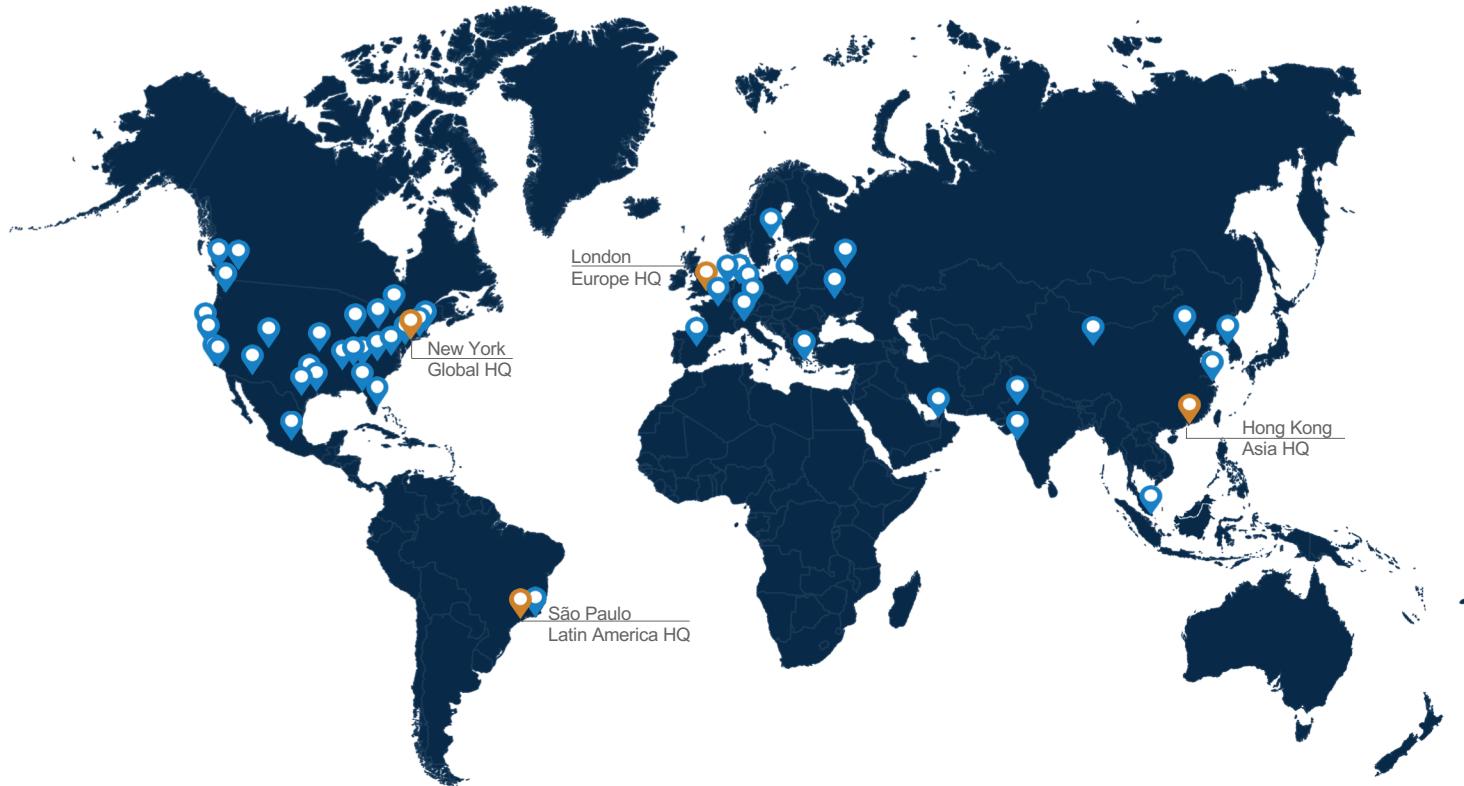
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# A&M Overview



# A&M: A Global Professional Services Firm



51 OFFICES

22 COUNTRIES

3,000 EMPLOYEES

FOUNDED  
1983

## OUR PEOPLE

### Senior Leadership

- 400+ experienced Managing Directors

### Dedicated Private Equity Service Practice

- 500+ Private Equity Services Professionals

## OUR CLIENTS

### 200+ Mid-cap/Large-cap PE Firms

25% FTSE 100

60% Fortune 100

138+ Industries

## OUR DIFFERENTIATORS

### Integrated Full-service Solutions

Senior-led Team

Hands-on Approach to Problem Solving / Value Creation

Strong Operational Heritage

Free from Audit-based Conflicts

# A&M Capabilities

A&M brings operating and management expertise combined with top-tier consulting and specialized industry experience to meet the changing needs of companies and investors.

Corporate Performance Improvement	Private Equity Services	Restructuring & Turnaround	Tax	Disputes & Investigations	Valuation	Regulatory & Risk Advisory
<ul style="list-style-type: none"><li>▪ CFO Services</li><li>▪ Corporate Transformation</li><li>▪ Human Capital</li><li>▪ Growth &amp; Customer Experience</li><li>▪ Merger, Acquisition &amp; Divestiture</li><li>▪ Supply Chain Services</li><li>▪ Technology Services</li></ul>	<ul style="list-style-type: none"><li>▪ Buy side Integrated Due Diligence</li><li>▪ Divestiture Services</li><li>▪ Portfolio Operations Improvement</li><li>▪ Interim Management</li><li>▪ Merger Integration and Carve-out Services</li><li>▪ Technology Services</li></ul>	<ul style="list-style-type: none"><li>▪ Corporate Finance</li><li>▪ Claims Management Services</li><li>▪ Creditor Advisory</li><li>▪ Fiduciary Services</li><li>▪ Interim &amp; Crisis Management</li><li>▪ Insolvency</li><li>▪ Restructuring Advisory</li></ul>	<ul style="list-style-type: none"><li>▪ Federal</li><li>▪ State &amp; Local</li><li>▪ International</li><li>▪ Transfer Pricing</li><li>▪ Research Credits &amp; Incentives</li><li>▪ Global Transaction Tax Advisory</li><li>▪ Merger Integration</li><li>▪ Private Client Services</li><li>▪ Compensation &amp; Benefits</li><li>▪ Sales &amp; Use</li><li>▪ Real Estate</li><li>▪ Income Tax Accounting</li><li>▪ UK Tax</li></ul>	<ul style="list-style-type: none"><li>▪ Advanced Data Analytics</li><li>▪ Business Intelligence</li><li>▪ Compliance &amp; Anti-Corruption</li><li>▪ Cyber Solutions</li><li>▪ Disputes &amp; Investigations</li><li>▪ Fiduciary Services</li><li>▪ Forensic Technology</li></ul>	<ul style="list-style-type: none"><li>▪ Complex Financial Instruments</li><li>▪ Financial &amp; Tax Reporting Valuation</li><li>▪ Litigation &amp; Dispute Valuation</li><li>▪ Portfolio Valuation &amp; Advisory Services</li><li>▪ Structured Finance &amp; Capital Equipment</li><li>▪ Transaction Opinions</li></ul>	<ul style="list-style-type: none"><li>▪ Banking</li><li>▪ Corporate Risk Management</li><li>▪ Diversified Financials</li><li>▪ Global Cyber Risk Services</li><li>▪ Insurance Regulatory</li></ul>

# Representative Industry Expertise



Automotive & Suppliers



Food & Beverage



Education



Retail & Restaurants



Consumer



\*Healthcare



Media & Entertainment



Transportation



\*Energy



Insurance



Public Sector



\*Software & Technology



\*Financial Services



Manufacturing



Real Estate

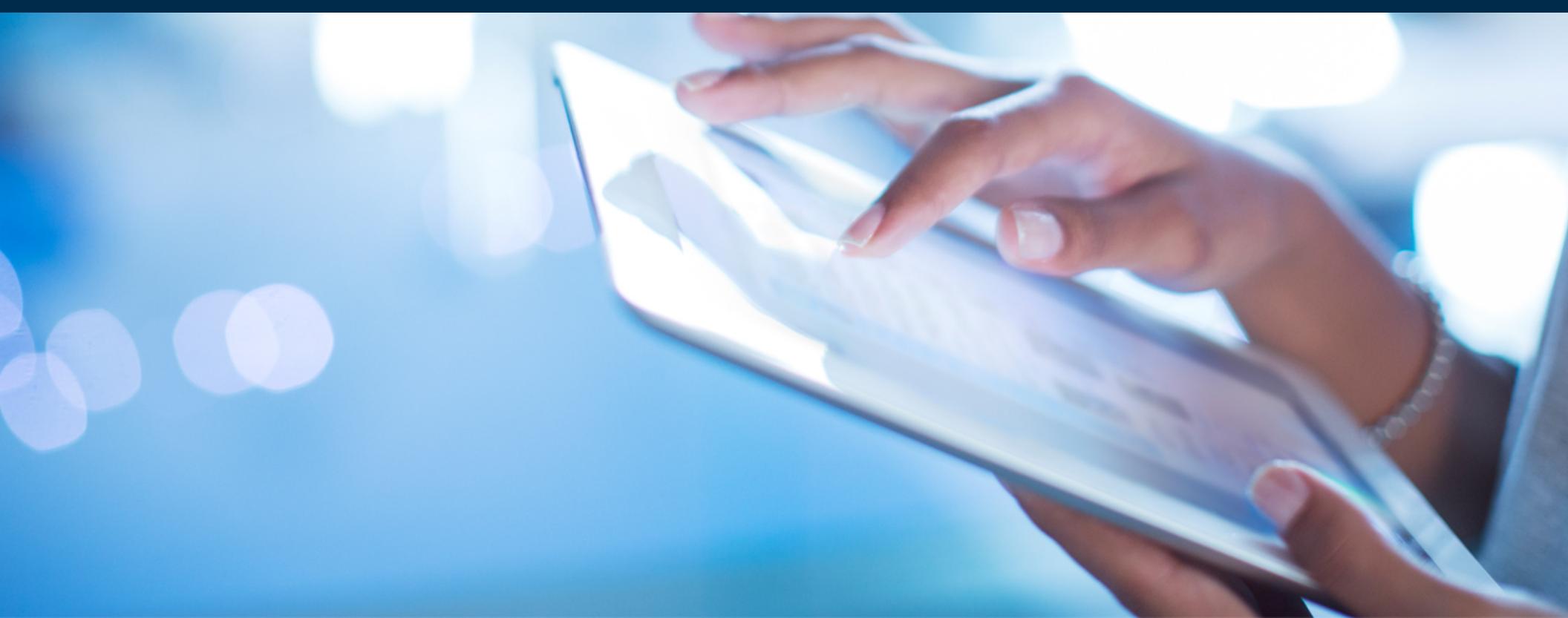


Marketing Services

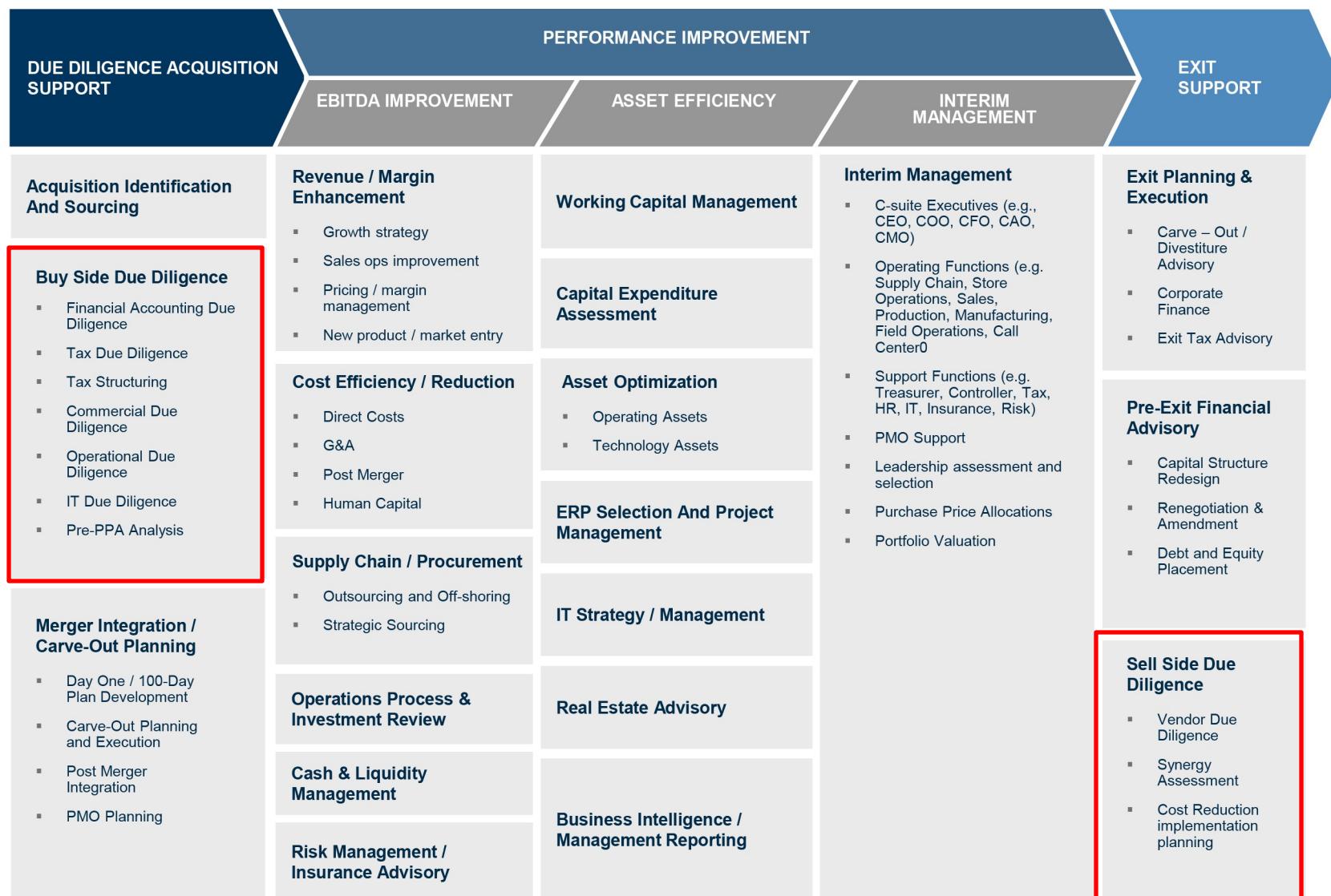
A&M has extensive operational, functional, and industry expertise across a wide variety of sectors, including dedicated verticals in Healthcare, Financial Services, Energy, and Software & Technology.

\*Denotes dedicated industry verticals

# Private Equity Services



# A&M Serves Private Equity Firms Across The Investment Lifecycle



# A&M Due Diligence Services

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Our Private Equity Services combines our transaction advisory, operational performance improvement and tax expertise into an integrated approach to help clients make informed decisions throughout the investment lifecycle.

- Over 400 transaction professionals throughout North America and Europe
- Dedicated technology focused due diligence team with substantial experience performing industry specific business analyses in addition to traditional quality of earnings procedures
- Free of audit-based conflicts
- Fully integrated pre-acquisition diligence offering
- Hands-on operators with the right skills for any transaction opportunity
- Ability to leverage A&M industry and specialty practice groups
- Flexibility in terms of approach and fees
- Client service professionals who work as an extension of deal teams and management
- A consistent level of quality to client service teams

# Industry Expertise – Software & Technology

A close-up photograph of a person's hands interacting with a tablet computer. The hands are in the foreground, with fingers touching the screen. The background is blurred, showing other people in what appears to be a modern office or technology-related environment.

# Industry Expertise – Software & Technology

A&M professionals have gained significant sector experience working for leading technology companies, enabling them to provide our clients with the ability to quickly identify, diagnose and solve complex financial issues.

## TRANSACTION EXPERIENCE FOR PRIVATE EQUITY & CORPORATE ACQUIRERS

### PRIVATE EQUITY INVESTORS

- Alpine Investors
- Audax Group
- Aurora Capital
- Francisco Partners
- Genstar
- GI Partners
- JMI Equity
- Marlin Equity
- Pamplona
- Platinum Equity
- Serent Capital
- Symphony Technology Group
- Thoma Bravo
- TPG
- Welsh, Carson, Anderson & Stowe
- Windjammer

### TARGETS

- Co-lo data centers
- Telecom system mfg/distributor
- Internet security/VPN/Encryption
- Web analytics software
- E-commerce
- HCIT software applications
- FinTech providers
- Payments
- Key EdTech providers
- \$500m tech hardware distributor
- GPS fleet tracking systems
- Audio visual web-based services
- Web-based video content delivery
- Hi-tech electrical connectors
- Networking hubs/ solutions
- IT managed service provider

### CORPORATE CLIENTS

- |                  |                          |                  |             |               |           |
|------------------|--------------------------|------------------|-------------|---------------|-----------|
| • Adobe          | • Cadence Design Systems | • iSOFT          | • Microsoft | • Quantros    | • Vitesse |
| • API Healthcare | • Cisco                  | • Intralinks     | • NetApp    | • RedPrairie  | • Vmware  |
| • Attachmate     | • CoreOne Technologies   | • JDSU           | • Paypal    | • Tangoe      | • AT&T    |
| • Avaya          | • Intuit                 | • Key Technology | • Qimonda   | • Travelocity |           |

# Industry Expertise – Software & Technology

A&M's integrated due diligence approach goes beyond traditional quality of earnings analyses and focuses on key value drivers for sponsors and lenders.

## Key Due Diligence Procedures Performed Beyond Quality of Earnings

### Revenue Analyses

- Revenue Recognition / Customer Contract Review
- Renewal rates (ARR, Customer Count, and Up-For-Renewal)
- Cohorts
- Bookings to Revenue to Cash Conversion Analysis
- Forecast Gap Analysis

### Margin / Cost Analyses

- Standardized Gross Margin
- Customer Acquisition Costs / Magic Number
- Lifetime Value
- Cash EBITDA

### Operations

- Systems Review
- Carve-out / Standalone Cost Assessments
- Synergy Assessment

# Select Software & Technology Qualifications

Client	End Market	Description	Platform, add-on, investment, recap, other	Type (SaaS, On-Premise, Hardware)
Francisco Partners	Logistics	Mobile Workforce Management	Public to Private transaction	SaaS / On-Premise
Francisco Partners	Security	Tech-enabled Hardware Provider	Public to Private transaction	SaaS / Hardware
Francisco Partners	Fin Tech	Secure, integrated payment solution for enterprises	Acquisition	SaaS
Marlin Equity	Security	Surveillance Business	Acquisition	Hardware
Marlin Equity	Communications	Acquisition of cloud-based contact center software	Platform	SaaS
Thoma Bravo	Security	Provider of secure user environment management solutions	Acquisition	SaaS
Thoma Bravo	Systems Management	End-to-end data analytics	Platform	SaaS
JMI Equity	Security	Endpoint security software provider	Investment	SaaS
JMI Equity	Ed Tech	Education technology provider	Investment	SaaS
Evergreen Coast	Fin Tech	Application management and enterprise data intelligence	Acquisition	SaaS / On-Premise
AKKR	Supply Chain	Supply chain management	Acquisition	SaaS / On-Premise
Genstar	Healthcare	Healthcare data analytics	Acquisition	SaaS



## Select Professional Biographies



# Greg Cibuzar

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## Managing Director | Private Equity Services | Transaction Advisory

- Greg Cibuzar is a Managing Director with the Alvarez & Marsal Transaction Advisory Group in San Francisco and co-leads the Software & Technology Industry Group. Mr. Cibuzar. He specializes in buy-side and sell-side transaction financial due diligence for software and technology companies.
- Mr. Cibuzar advises clients on transaction-related matters, including: analysis of recurring EBITDA and cash flow; assessment of enterprise value; review of purchase agreements and capital structures; analysis of financial statements; identification of value opportunities and deal breakers; and evaluation of working capital and capital expenditure requirements. Mr. Cibuzar's clients have included financial buyers, strategic buyers and targets.
- In addition to servicing private equity clients, Mr. Cibuzar also has experience in providing accounting and finance solutions to corporate clients, including constructing carve-out financial statements; preparing S-1 filings; formulating pro forma EBITDA for operational initiatives and post-transaction synergies; restating revenue recognition and evaluating forecast models.
- Prior to joining A&M in 2007, Mr. Cibuzar was in the Transaction Services group at FTI Consulting in San Francisco, CA and he started his career in the Assurance Practice of Deloitte in Minneapolis, MN.
- Mr. Cibuzar holds a bachelor's degree in both finance and accounting and a minor degree in economics from the University of Minnesota's Carlson School of Management. He is a licensed Certified Public Accountant (CPA) in California and he has earned the Chartered Financial Analyst (CFA) designation. In 2002, Mr. Cibuzar scored in the top ten in Minnesota and the top 120 in the Nation on the CPA Exam.



# Jimmy Suruki

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## Managing Director | Private Equity Services | Transaction Advisory

- Jimmy Suruki is a Managing Director with Alvarez & Marsal Transaction Advisory Group in Los Angeles and co-leads the Software and Technology Industry Group. For the past 15 years, he has specialized in providing financial and accounting due diligence and buy-side advisory services to private equity investors and their portfolio companies, corporate acquirers and financial institutions.
- With 20 years of experience, Mr. Suruki brings an extensive understanding of advising investors and providing financial and operating transaction support, including: analyses of recurring EBITDA or cash flow; formulation of pro forma EBITDA in complex carve-out situations; identification of key value drivers, deal breakers and contingent liabilities; evaluation of forecasts; and purchase agreement support, including advice on purchase price adjustment mechanisms and protection through representations and warranties or indemnifications.
- He also has experience evaluating accounting policies and their conformity to GAAP, assessing the quality of financial reporting systems and related internal controls, and assessing management qualities.
- Mr. Suruki has worked on deals ranging in value from \$5 million to \$5 billion in a wide array of industries, including software, technology, manufacturing, distribution, retail, consumer and industrial products and services. He advised on a number of cross-border transactions involving Canadian, Australian, European and Asian entities.
- Mr. Suruki has worked with numerous software and technology-focused investors and has performed diligence on over 200 software and technology related companies. He regularly advises his clients on critical financial and operating metrics including: recurring revenue streams, customer and seat churn, product penetration and customer wallet share, pricing and discount analyses, revenue recognition and bookings momentum and trends.
- Prior to joining A&M, Mr. Suruki was with the transaction advisory services practices of Ernst & Young and FTI Consulting. Before that, he worked in the financial planning and analysis group of the Walt Disney Co. and the audit group of PricewaterhouseCoopers.
- Mr. Suruki earned a bachelor's degree in business administration from the University of California at Berkeley. He is a Certified Public Accountant (CPA) licensed in the state of California. He is a member of the American Institute of Certified Public Accountants. He is conversationally fluent in Japanese.



JIMMY SURUKI

# Kacey Coles

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## Managing Director | Private Equity Services | Transaction Advisory

- Kacey Coles is a Managing Director with Alvarez & Marsal Transaction Advisory Group, LLC in San Francisco and is part of the Software & Technology Industry Group. Mr. Coles has more than 14 years of public and private experience, specializing in buy-side and sell-side financial due diligence. Mr. Coles' clients have included financial buyers, strategic buyers and target companies primarily focused in the software and technology space.
- Mr. Coles has provided clients with support on transaction-related matters, including: analysis of recurring EBITDA and cash flow; formulation of pro forma EBITDA for purchase price negotiation and financing purposes; identification of value opportunities and deal breakers; analysis of financial statements; and analysis of working capital and capital expenditure requirements. Mr. Coles also has also provided other accounting and finance services to corporate clients, including constructing carve-out financial statements, preparing SEC filings and evaluating forecast models.
- Mr. Coles has performed a number of special projects for clients. Examples include assessing streams for a public client to determine optimal presentation in public filings, detailed assessments of customer revenue characteristics to provide greater visibility into business trends, and detailed GAAP revenue recognition assessments.
- In addition to buy-side due diligence projects, Mr. Coles regularly assists clients on sell-side advisory projects. His sell-side clients have ranged anywhere from large public technology companies where he has been responsible for creating complex analyses and carve-out financial statements to smaller middle market companies needing basic sell-side readiness services.
- Prior to joining A&M, Mr. Coles was a Senior Accountant with the assurance and advisory practice of Deloitte & Touche, LLP in Minneapolis, Minnesota, where he primarily provided assurance services for multiple SEC registrants and aided clients in achieving Sarbanes-Oxley compliance.
- Mr. Coles holds a bachelor's degree in accountancy from the University of North Dakota. He is a Certified Public Accountant (CPA) licensed in the state of California.



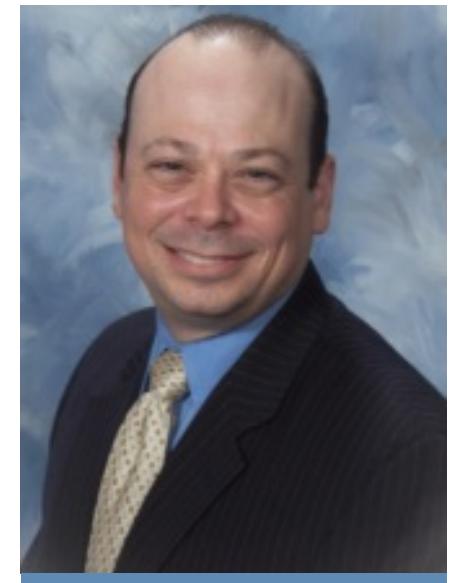
KACEY COLES

# Jeffrey Klein

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## Managing Director | Private Equity Services | Operations

- Jeffrey Klein, a Managing Director with Alvarez & Marsal's Private Equity Services – Operations Group, specializes in interim management for information technology (IT) initiatives. He is frequently engaged for IT pre-acquisition diligence, planning for mergers, acquisitions and divestitures, and TSA creation and analysis. Mr. Klein excels at developing and executing investment thesis-aligned 100 day IT plans and executing mission critical initiatives.
- Mr. Klein has over 20 years experience delivering, IT governance, IT strategy projects and financial reporting projects, with a unique background encompassing public accounting, operations and technology. He has led multiple IT and applications strategies (rationalization, selection, implementation and remediation) focused on financial applications, ERP, HRMS, CRM, portal, custom development and cross system reporting and integration. Mr. Klein has extensive experience with:
  - Financial reporting engagements focused on improved executive information and expanded managerial reporting (analysis, forecasting and consolidation).
  - Order to Cash, Procure to Pay, and Inventory management engagements focused on process improvements, increased controls and enhanced use of technology.
  - Flash reporting and managerial reporting “packs” for private equity investors focused on speed, accuracy, control and automation.
  - M&A related engagements focusing on accounting applications, accounting processes and IT due diligence, post merger integration and IT staff rationalization.
  - PMO’s focused on large scale application development and rollout, change management and organizational restructuring.
- Prior to Joining Alvarez & Marsal, Mr. Klein was a Director in Protiviti's Technology Risk practice where he focused on IT operations, IT diligence and large scale project assessment and management. Before that, he was with Deloitte Consulting, where he focused on ERP and CRM implementations. He was also a member of Deloitte's CIO Services practice, which focused on helping senior IT executives craft and execute business changing initiatives.



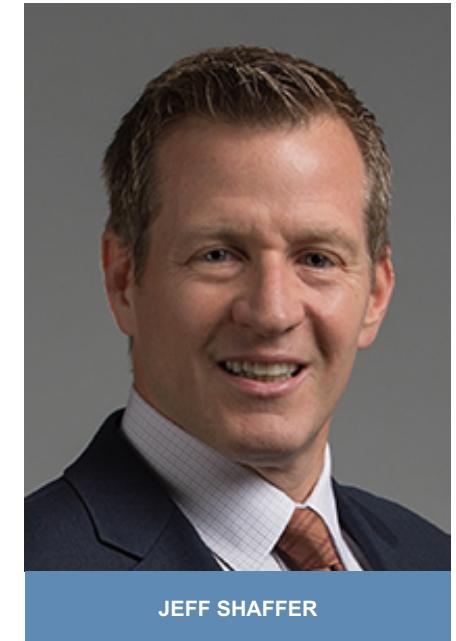
JEFFREY KLEIN

# Jeff Shaffer

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## Managing Director | Private Equity Services | Operations

- Jeff Shaffer is a Managing Director and Practice Leader with Alvarez & Marsal Private Equity Service Operations Group in Los Angeles, CA. He specializes in pre and post-acquisition IT and operations assessment and merger-integration. His primary areas of concentration are post-merger integration, carve-out planning and execution, IT strategy, systems integration, due diligence, and interim management.
- With more than 16 years of IT and operational strategy and execution experience, Mr. Shaffer has worked in a variety of industries including manufacturing, distribution, life sciences, and post-secondary education.
- Mr. Shaffer most recently led the merger integration for the largest independent production company in the world. Focused on North America operations, Mr. Shaffer led the assessment and attainment of critical synergies, managed the integration of departments both on the creative side and back office, and was point person for all transition events.
- Mr. Shaffer recently led the buy-side IT carve-out of a multi-national chemical company. In this role, key responsibilities include rapid stand-up of key business systems such as SAP and environment health and safety system; implementation of requisite infrastructure, negotiation of key TSA points, and leading the procurement of critical software.
- Mr. Shaffer was recently the key merger-integration advisor for a \$2B merger of one of fastest-growing transportation and logistics service providers in North America. Responsible for day one & day 100 planning, risk management, and executive guidance; this successful integration was completed in a compressed timeline.
- Mr. Shaffer was recently the interim CIO of a \$.5 B aerospace company with responsibilities for leading the carve-out of a \$200M division, implementation of enterprise ERP, BI, and financial reporting & consolidation; organizational design, enterprise architecture; and developing a structure of governance to support a future IPO.
- Mr. Shaffer's notable assignments include leading the post-merger systems integration for a \$1.5 B dollar food services company. Prior to this assignment, Mr. Shaffer acted as interim CIO leading an eight-week carve-out and stand-up of an international chemical company, including establishing a working SAP environment, global telecommunication infrastructure, establishing co-location contracts, and procuring new hardware to support day one operations.
- Mr. Shaffer has led nearly 100 diligence projects and IT assessments for a variety of private equity clients.
- Prior to joining A&M, Mr. Shaffer spent 14 years as the practice leader for Crowe Horwath's IT Advisory Group in Chicago and Los Angeles. In this role, Mr. Shaffer developed a number of service offerings including a Global IT Roadmap offering and established the current IT diligence offering. Mr. Shaffer is experienced with a variety of enterprise solutions including ERP, WMS, CRM, BI, and financial reporting.
- Mr. Shaffer earned a bachelor's degree in Psychology and master's degree in Education from the University of Iowa. Mr. Shaffer is an active member of the Los Angeles Chapter of the Association for Corporate Growth.
- Mr. Shaffer is also known for his contribution to the profession through both his speaking and writing. Recent articles from Mr. Shaffer include: The CIO's Growing Role: IT and Innovation, in CIO Update; and IT Diligence a Must for Buyers, in Mergers and Acquisitions magazine. Mr. Shaffer has been quoted in respected periodicals such as a recent Computer World's article CIOs should get involved in corporate mergers.



JEFF SHAFFER

# Keith Kechik

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## Managing Director | Transaction Tax

- Keith Kechik is a Managing Director with Alvarez & Marsal Taxand, LLC in Chicago. He brings vast experience in tax matters related to global companies and private equity funds.
- With more than 30 years of experience, Mr. Kechik has worked with numerous clients on various tax and accounting issues related to structured finance and investments, mergers and acquisitions, disposition strategies, joint ventures, securitizations, leasing and cross-border planning. He has been working extensively with private equity funds for over 25 years.
- Prior to joining A&M, Mr. Kechik served as the Western Region Partner-in-charge of Mergers and Acquisitions with the Transaction Tax Services group at KPMG. Previously, he was a Partner with Deloitte and Andersen, where he spent over 25 years.
- Mr. Kechik earned a master's degree in taxation and a bachelor's degree in accounting from DePaul University. He is a Certified Public Accountant (CPA) licensed in the state of Illinois.



# James Stanley

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## Managing Director | Transaction Tax

- James Stanley is a Managing Director with Alvarez & Marsal Taxand, LLC in San Francisco. With more than 19 years of experience, Mr. Stanley has transactional experience in structuring all aspects of domestic and cross-border acquisitions, joint ventures, divestitures and reorganizations across a wide range of industries, such as technology (software, semiconductor, hardware, internet, social networking), financial services, life sciences, biotech, industrial products, business services and entertainment.
- Mr. Stanley advises private equity funds, sovereign wealth funds, corporations and investment banking firms on the tax and financial impacts around corporate finance, transactional deal structuring, due diligence, and the design and implementation of tax efficient financing structures.
- Prior to joining A&M, Mr. Stanley led the M&A tax group out of Silicon Valley for PwC. Previously, Mr. Stanley worked with KPMG in Northern California and Washington, D.C. in KPMG's Washington National Tax practice focusing on global transactions and all aspects of the ruling process for clients seeking private letter rulings with the Service.
- Mr. Stanley has deep experience in the cross-border transactional deal space specializing in efficient financing structures, IP and supply chain planning, efficient cash redeployment and repatriation and international joint venture structuring. Mr. Stanley's domestic expertise includes taxable and tax free transactional planning, corporate carve-outs/divestitures, tax attribute planning, liquidations, redemptions, and partnership planning.
- Mr. Stanley has been a frequent speaker and lecturer on transactional tax matters. He currently teaches the Taxation of Business Transactions course at Santa Clara University School of Law. Finally, Mr. Stanley has also written articles for internal as well as external publication. He is fluent in English and proficient in Demotic Greek.
- Mr. Stanley earned an LL.M. in taxation from Boston University School of Law and his Juris Doctor from Chapman University School of Law. He also graduated from Brigham Young University with a B.A. in economics. Mr. Stanley is a member of the New Jersey State Bar.



JAMES STANLEY

