

DAVIDSON MCF | DEEP DOMAIN EXPERTISE WITHIN HR TECH

SELECT REFERENCES WITHIN HR TECH



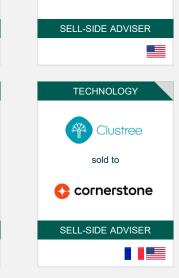
TECHNOLOGY

CHURCHILL CAPITAL II

acquired

skillsoft^{*}

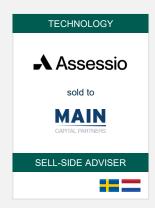
FINANCIAL ADVISER



TECHNOLOGY

alight

FOLEY TRASIMENE









UNPARALLED ACCESS TO STRATEGICS IN THE SPACE













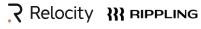
































DEDICATED HR TECH FINANCE PROFESSIONALS



STRONG NETWORK AMONG HR TECH IDUSTRY PLAYERS

Established relationships with conversations on a regular basis



GLOBAL COVERAGE PAIRED WITH LOCAL PRESENCE

A unified team with access to buyer ecosystems on both sides of the Atlantic



COMPREHENSIVE EQUITY RESEARCH COVERAGE

Analysts covering some of the leading names in the HR tech space



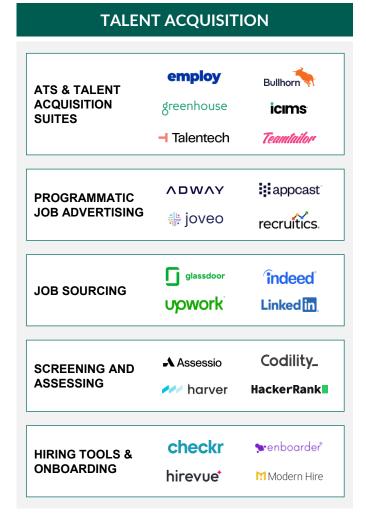


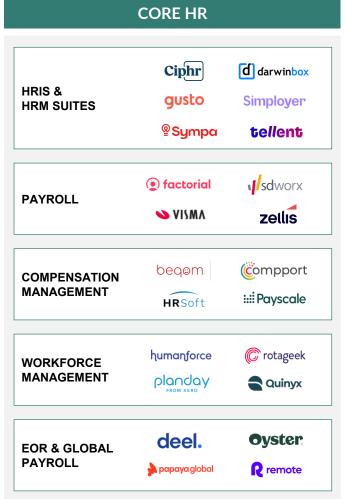
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HCM PLATFORMS

offering functionality across multiple HR software categories



































KEY TAKEAWAYS | WHAT HAS BEEN GETTING OUR ATTENTION IN HR TECH



HCM is expanding into office of the CFO

The lines between traditional HR and finance functions are becoming increasingly intermingled. More strategic CFO involvement is driving a need for unified platforms to improve financial planning, workforce analytics and spend visibility to gain control over both financial and human capital.

The shift is visible in recent M&A with HCM vendors acquiring capabilities traditionally thought to reside within the office of the CFO.



Suite consolidation and renewed investor engagement

Suite consolidation is back—and investor interest has returned. As growth normalized in 2024, leading vendors rebuilt around capital-efficient operating models, and investors reentered the market with selective M&A and structured financings.

With procurement fixated on total cost of ownership, standalone point solutions are losing ground to integrated HCM platforms that consolidate spend and data. Private equity, in particular, is leaning into "platform + tuck-in" plays to assemble broader suites.



Frontline-first HCM is accelerating

Tight labor markets and stricter compliance are pushing enterprises to standardize on enterprise-grade workforce management, with leaders like ADP and UKG expanding via acquisitions to handle complex, highvolume, multi-site operations.

On the employee-experience side, vendors are building for the deskless workforce: the LumApps-Beekeeper merger unites a modern intranet with a frontline comms and task app, creating an Al-powered employee hub that reaches every worker, in every location and shift.



Al is moving from assistants to domain agents

Al in HR tech is shifting from copilots to domain agents embedded across workflows—from recruiting and onboarding to workforce management and HR service—so actions happen natively where people work. Skills intelligence is the backbone, unifying hiring, internal mobility, and learning with recommendations and nudges that drive outcomes.

Workday's acquisitions of Paradox and Sana underscore this shift, pairing a conversational hiring agent with Alpowered learning to create a native "front door" across the suite.



































THE FRONTLINE HAS BEEN HISTORICALLY UNDERSERVED BY GOOD TECHNOLOGY



Frontline Workers Dominate the Global Workforce...

- Frontline employees make up 80% of the workforce – 2.7bn individuals – in important and sizeable sectors such as healthcare & social services, manufacturing, retail, food services, and hospitality
- These employees often have a meaningful impact on their organization's bottom line

80%

Of the global workforce are deskless workers



...Yet Are Still Very Much Overlooked by HR Leaders

- Most technology investments, including human resources and career development tools, focus on enabling salaried workers – this can lead to frontline workers feeling undersupported and as a result, disengaged
- 75% of frontline workers saying they lack necessary tools to do their jobs effectively

1%

Of business software spending for deskless workers



Contributing to a Retention Crisis Costing \$200B / Year

- Organizations that rely on frontline workers are facing a significant talent crisis
- Many organizations report frontline employee turnover above the historical norm – with the cost to replace each employee ranging from \$4,000 to \$66,000

56%

Of businesses are dealing with higher-than-average turnover



And Urgency from Increasing Regulatory Pressure

 Predictive scheduling, fair pay, and safety regulations are driving employers to increasingly adopt engagement, workforce management, and compliance solutions for the frontline

\$1bn+

Cost of OSHA violations and compliance lawsuits for U.S. companies, annually









SPURRING MASSIVE INVESTMENT OPPORTUNITY

20-25%

Estimated CAGR of spending on digital solutions for frontline workers, including scheduling, compliance, and communication

60%

Of large enterprises have raised their digital transformation budgets for frontline operations, with many increasing by 25% year-over-year (Deloitte)

65%

Of companies plan to increase frontline worker software budgets by at least 15% in the coming 12 months (Oracle)



02.

M&A AND FUNDRAISING ACTIVITY



RECENT TRANSACTION HIGHLIGHT | WORKDAY ACQUIRES SANA LABS FOR \$1.1BN





- Workday announced it will acquire Sana Labs for \$1.1bn September 16, 2025
- Sana Labs builds Al-native tools for enterprise knowledge and learning with its two main products being Sana Learn (LMS) and Sana Agents (agentic Al for workflows)
- Sana already offered a connector for Workday Learning and the acquisition will further bolster Workday's agentic AI roadmap across HCM and adjacent workflows

HR tech trends highlighted in the deal



Agentic Al | Workday is positioning Sana to power an agent-centric UX where employees ask, delegate, and act through Al agents



Skills-based talent | Leaders are shifting to skills-based strategies amid talent shortages, and Sana helps map skills and training needs





SANA LABS - HISTORICAL CONTEXT

HQ: Stockholm

Employees: 250

Total raised: c. \$140m

CEO: Joel Hellermark

Sana Agents | Platform for creating expert Al agents grounded in your company's knowledge



Sana Learn | AI- native enterprise learning platform combining LMS, LXP, authoring tool and virtual classroom





2016 Founded in

Stockholm by Joel

Hellermark

2021

Series A \$18m led by EQT Ventures to scale Al learning platform 2022

Series B \$34m led by Menlo Ventures to double down core learning platform 2023

Series B extension \$23m led by NEA to push Al and launch new gen-Al tools for the workplace 2024

\$55m round at
~\$500m valuation led
by NEA. Acquired
workflow automation
startup CTRL



Al-generated learning | The L&D stack is shifting to Al-generated courses, tutoring, and course-aware agents, areas in which Sana is strong



HR ops automation | Al agents enables cost avoidance in functions like recruiting; Sana will give those agents richer learning context



Suite consolidation | Buyers want fewer systems and deeper outcomes; Sana adds to Workday's single-platform story expanding learning capabilities



RECENT TRANSACTION HIGHLIGHT | NOTABLE DEALS ACROSS THE HR TECH LANDSCAPE



WORKDAY BUILDS ON AI AND RECRUITING CAPABILITIES WITH ACQUISITION OF PARADOX

- Workday adds Paradox's conversational AI for frontline/highvolume hiring to strengthen its AIpowered talent acquisition suite
- Bringing Paradox's candidate experience AI agent into Workday will give organizations a smarter, faster, and more engaging way to connect with candidates
- The acquisition builds on previous purchases in the HR AI space, including HiredScore, FlowiseAI and Evisort



UKG ACQUIRES EMPLOYEE SCHEDULING PLATFORM SHIFTBOARD

- UKG acquired Shiftboard, a scheduling platform focused on mission-critical operations in energy, oil & gas, and manufacturing
- The deal brings Shiftboard's industry-specific scheduling into the UKG Pro Workforce Management suite to better serve complex, 24/7 frontline environments
- UKG positioned the move as part of its shift to an Al-first workforce platform, promising deeper optimization and productivity for multi-site hourly workforces



LUMAPPS AND BEEKEEPER JOINS FORCES TO CREATE AI-POWERED EMPLOYEE HUB

- LumApps, a global provider of intranet solutions joined forces with Beekeeper, a mobile-first platform for frontline teams
- The aim is to create the first Alpowered employee hub delivering a productivity and communication platform to both frontline and deskbased employees
- The combined company is valued to more than \$1bn and will serve over 7 million users across >2,000 clients with c. \$150m in recurring revenue
- LumApps is backed by Bridgepoint since 2024



THOMA BRAVO ACQUIRED DAYFORCE IN A \$12.3BN TAKE-PRIVATE TRANSACTION

- Thoma Bravo is taking Dayforce private in an all-cash deal valuing Dayforce at \$12.3bn
- As one of the world's largest enterprise software investors
 Thoma Bravo aim to accelerate
 Dayforce's growth and Al-led product innovation, support international expansion, and create more operating flexibility under private ownership to deliver greater customer value
- The deal is expected to close early 2026 as it is pending customary approvals

TALENT ACQUISITIONS

CORE HR

TALENT MANAGEMENT

HCM PLATFORMS



WELL CAPITALISED STRATEGIC PLAYERS ARE POISED FOR FURTHER M&A

NON-EXHAUSTIVE

STRATEGIC CONSOLIDATORS	BACKER / KPIS	SELECT TRANSACTIONS						
access	¥Hg ™associates	CORE HR Mar-20	rotaready®	elay May-24	Onboarded Sep-24	smartAl Artifical Intelligence Company Sep-24	A HireAra Oct-24	<pre>@eploy Jun-25</pre>
AP	Public	Nov-21	(i) Info	ocom	securtime Jan-23	sora Aug-23		kforce SOFTWARE Oct-24
cornerstone	CLEARLAKE	Clustree Jan-20	saba [×] Feb-20	edco Jan-2	ast suml	otal ^T	ALESPIN Mar-24	SkyHive. May-24
dayforce	THOMABRAVO	EXCELITY May-20	Ascender Feb-21	ide Apr-2		v-21	Dec-21	elomi Jan-24
deel.	G ENERAL CATTALYST	roots Jan-22	legalpad Aug-22	za Feb-2		Hofy 📦	assemble Dec-24	SAFEGUARD GLOBAL Mar-251)
epassi	TA ASSOCIATES WARBURG PINCUS	Apr-23	eudaimΩn° Jul-23	-IF HANS Feb-2		'tum! 0-24	zest Jun-25	Vipdistrict Smart engagement Jun-25
paylocity	Public	UidGrid Apr-20	Samepage Nov-20	bluema Sep-2	rble cloud	dsnap n-22	Trace Dec-23	oct-24
UKG	Hellman & Friedman Blackstone	EVERYTHINGBENEFITS Jun-21	Groupe.io Feb-22	Aasce	entis" Quo	RBIT ir	ommedis Jun-23	shiftboard Jun-25
₩ VISMA	∺Hg ∰GIC	appical Feb-22			eple			Valana Jun-25
workday.	Public	Peakon An-21	VNDLY A	HiredScore Feb-24	Evisort Sep-24	Flowise Aug-25	PARADOX () Aug-25	Sep-25
zellis	Apax.		n efe) ug-18	benify Sep-24	T OTTOTION	nentsuite Smart. HR Software. Feb-25	hastee	: •

SELECTED RECENT M&A TRANSACTIONS

Recent transactions demonstrate appetite from PE-backed strategics to expand their product offering through M&A

DATE	ACQUIRER	TARGET	DESCRIPTION
Sep-25	workday.	• ී • Sana	Sana Labs, a provider of Al-native tools for enterprise knowledge and learning, was acquired by Workday to transform its learning platform and unlock Al capabilities for the workplace
Sep-25	HRLocker / strada	WorkC⊕mpass	WorkCompass, a performance management software provider was acquired by HR platform provider HRLocker
Aug-25	workday.	PARADOX ()	Paradox, a candidate experience agent that uses conversational AI to simplify every step of the job application journey was acquired by Workday
Aug-25	T thrive	O Huler₀	Learnings technology company Thrive acquires employee-hub Huler to form integrated learning, mentoring, and employee experience platform
Aug-25	SAP	SmartRecruiters	SmartRecruiters, a software company engaged with providing a talent acquisition, recruitment management and CRM platform, was acquired by SAP
Aug-25	Bullhorn	TARGET RECRUIT	Bullhorn acquires TargetRecruit and expands Salesforce ecosystem to 150,000 users
Jul-25	Umapps / Bridgepoint	BEEKEEPER ■	Beekeeper, a mobile-first platform for frontline teams, was acquired by LumApps, a global provider of intranet solutions
Jul-25	▲ Assessio / Pollen street	⊗ Elevo	Elevo, a French HR tech scale-up of performance and talent management solutions was acquired by Assessio, a provider of predictive assessments
Jun-25	zellis / Apax	hastee.	Hastee, a UK based fintech company offering financial wellbeing content and resources, was acquired by Zellis
Jun-25	Hellman & Friedman Blackstone		UKG acquired Shiftboard, a scheduling platform focused on mission-critical operations in energy, oil and gas, and manufacturing
Jun-25	CPOSSI / WARBURG PINCUS TA ASSOCIATES	zest	Employee benefits software provider Zest acquired by Finnish employee benefits platform Epassi to expand their UK presence



SELECTION OF FINANCINGS & PRIVATE EQUITY-DRIVEN INVESTMENTS

DATE	HQ	COMPANY	DESCRIPTION	KEY INVESTORS	DEAL AMOUNT
Aug-25		dayforce	Thoma Bravo is taking Dayforce private in an all-cash deal valuing Dayforce at \$12.3bn at 7x revenue multiple	THOMABRAVO	USD 12.3bn
Aug-25	•	d darwinbox	Darwinbox, a fast-growing Al-powered HCM platform, secured a \$40m investment from Teachers' Venture Growth (TVG), the late-stage venture and growth investment arm of Ontario Teachers' Pension Plan	ONTARIO TEACHERS' VENTURE GROWTH	USD 40m
Aug-25	-	ingentis	The global investment firm Carlyle acquired Ingentis, a provider of organisational charting, design and analytics software, from Maguar Capital Partners	CARLYLE	NA
Aug-25		employee NAVIGATOR	Employee Navigator, a benefits administration & HR software provider, completed a \$100m funding round from existing investors JMI Equity and Spectrum Equity	JMI EQUITY	USD 100m
Jun-25		TOPIA	Bow River Capital makes majority platform investment in Topia, a SaaS platform for global mobility management and remote work compliance	B W R I V E R	NA
May-25	=	Jopqidder	Main Capital Partners acquired majority stake in labor market intelligence software provider Jobdigger	CAPITAL PARTNERS	NA
Feb-25		deel.	Deel announced General Catalyst as a new anchor investor, together with a sovereign investor purchasing close at \$300m in secondaries from early investors	G ENERAL CATALYST	USD 300m
Jan-25	•	makt	Maki, conversational AI agent focused on talent acquisition, raised €26m in Series A funding round led by Blossom Capital	BLOSSOM	EUR 26m
Dec-24	=	tma ⁱ	Main Capital Partners acquired majority in Dutch talent management player TMA, marking Main's sixth platform investment in the HR-Tech software industry in North-Western Europe	MAIN CAPITAL PARTNERS	NA
Nov-24		Oyster	Oyster, a specialized Global Employment Platform, secured financing from ServiceNow Ventures following the recent Series D round, which valued the company at \$1.2bn and brought total capital raised to \$291m	servicenow. ventures	USD 5m

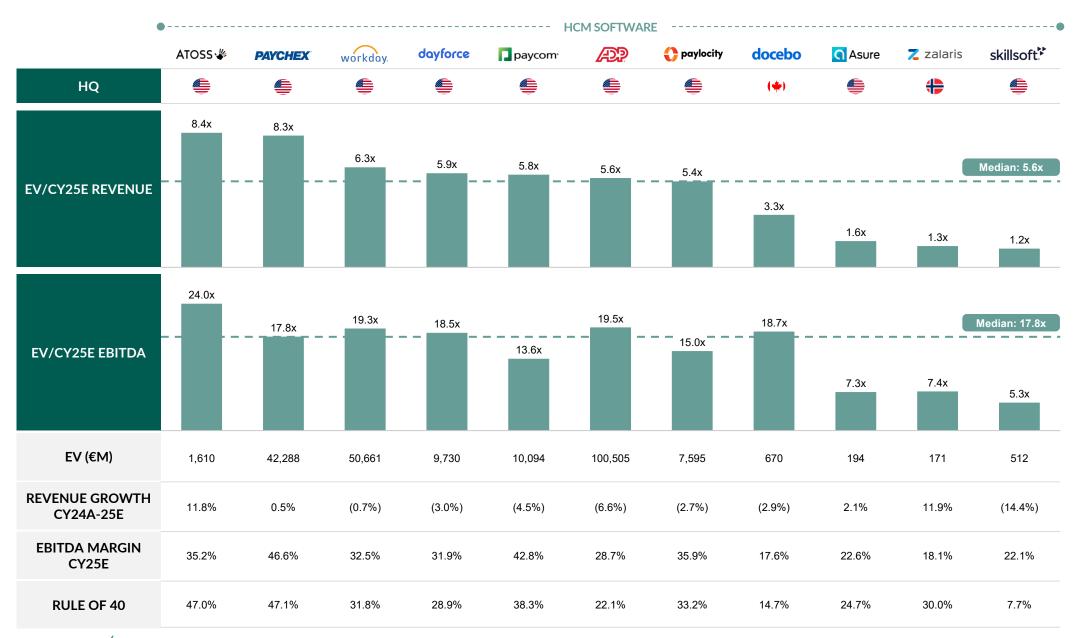


03.

PUBLIC VALUATION ENVIRONMENT



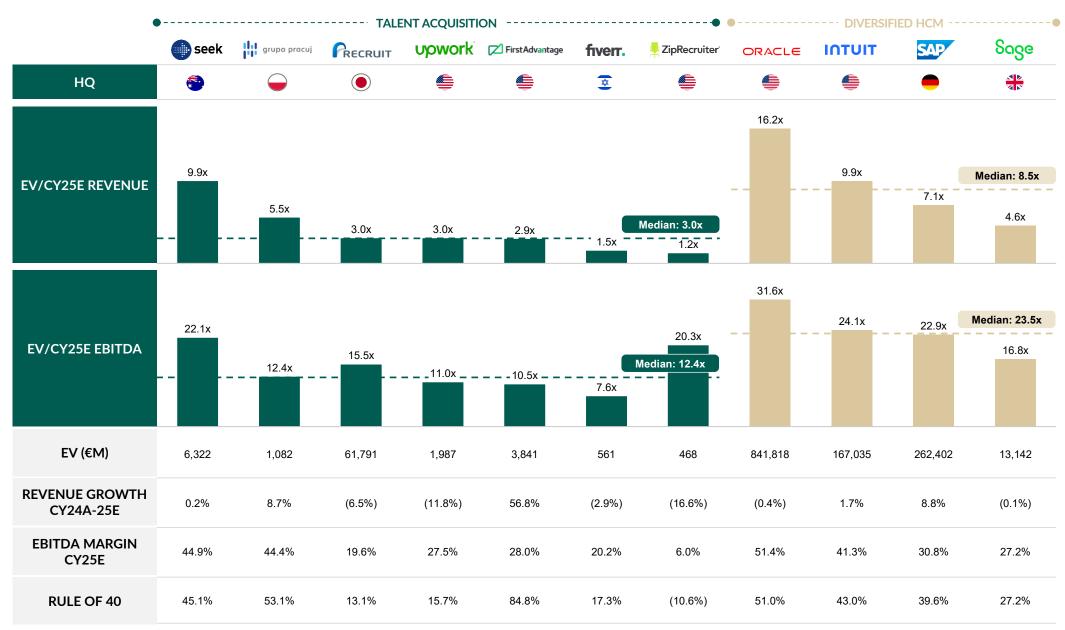
PUBLIC VALUATION METRICS | HCM SOFTWARE





Sources: Capital IQ as of 09/24/2025

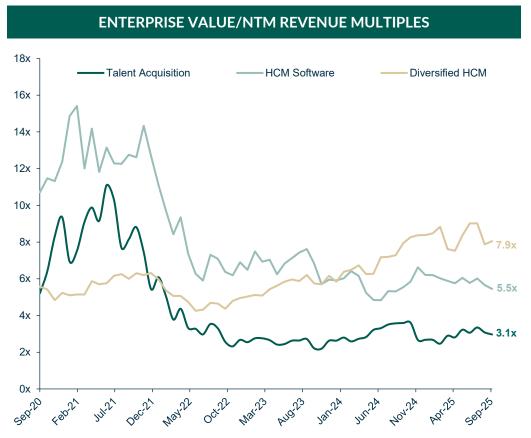
PUBLIC VALUATION METRICS | TALENT ACQUISITION & DIVERSIFIED HCM





Sources: Capital IQ as of 09/24/2025

TIME EVOLUTION OF VALUATION MULTIPLES ACROSS THE HR TECH SPACE



ENTERPRISE VALUE/NTM EBITDA MULTIPLES 45x - Talent Acquisition - HCM Software Diversified HCM 40x 35x 30x 25x 20x 15x 10x 5x

	Talent Acquisition	HCM Software	Diversified HCM
Current	3.0x	5.5x	8.0x
1-Year Median	3.0x	5.9x	8.4x
3-Year Median	2.7x	6.1x	6.3x
5-Year Median	3.2x	6.8x	5.9x

	Talent Acquisition	HCM Software	Diversified HCM
Current	12.9x	15.8x	22.3x
1-Year Median	11.7x	18.0x	21.5x
3-Year Median	12.2x	18.6x	20.1x
5-Year Median	13.0x	20.9x	16.8x



04.

DAVIDSON MCF TECHNOLOGY PRACTICE



THE D.A. DAVIDSON MCF INTERNATIONAL ADVANTAGE

D.A. Davidson MCF International continuously refines its expertise in offering differentiated solutions and advice for its clients

BULGE BRACKET CAPABILITIES

BOUTIQUE FOCUS ON CLIENTS

We offer expansive capabilities, delivered by experienced advisors, supported by advanced analysis



Each client transaction meaningfully impacts our firm results and receives the attention it deserves

FULL-SERVICE CAPABILITIES

M&A and debt advisory, public and private capital raising, and corporate services

INTERNATIONAL REACH

Wide scale and strategic partnership across the Atlantic

LEADING EQUITY RESEARCH

Award winning institutional equity research

INDUSTRY EXPERTISE

Significant experience within our core industry verticals

COMPREHENSIVE ACCESS

Broad access to strategic and financial buyers

PUBLIC MARKET INSIGHTS

Provided through institutional sales, trading and syndicate

SENIOR LEVEL ATTENTION

Senior bankers will maintain presence throughout the process

INDEPENDENT

Employee-owned firm focused exclusively on client objectives

MIDDLE MARKET EXPERTISE

M&A, capital markets and debt advisory knowledge for mid-sized companies

RELATIONSHIP DRIVEN

Highly customised solutions supporting long-term client success

UNIQUE PERSPECTIVES

Knowing challenges and opportunities for mid-sized companies



D.A. DAVIDSON MCF INTERNATIONAL | A STRATEGIC PARTNERSHIP

In an increasingly interconnected world, our clients require a global approach



D|A|DAVIDSON| MC

1) two office locations in New York

DAVIDSON MCF TECHNOLOGY PRACTICE

We bring scale and domain expertise to mid-market technology businesses

50+ **TECH INVESTMENT** BANKING **PROFESSIONALS**

TECH INVESTMENT BANKING PROFESSIONALS IN **EUROPE**

60+ **TRANSACTIONS SINCE 2022**

COUNTRIES WHERE TRANSACTIONS HAVE TAKEN PLACE

OUR TRANSATLANTIC TECHNOLOGY TEAM OFFERS DIFFERENTIATED ADVICE TO LEADING TECHNOLOGY BUSINESSES







International reach with M&A transactions completed in 27 countries







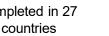






























DAVIDSON MCF'S TECHNOLOGY LEADERSHIP & TEAM

50+ experienced M&A professionals across 15 offices devoted to the technology sector

SENIOR LEADERSHIP WITHIN THE TECHNOLOGY TEAM

FINTECH



D.A. Davidson

GREG THOMAS Managing Director

Coverage: Application Software, Infrastructure & Security and Vertical Software



RITA LEI

Partner MCF Corporate Finance

Coverage: Application Software, Consumer Internet & Digital Media



TOM SELBY

Managing Director D.A. Davidson

Coverage: Governance, Risk & Compliance, Wealth/Capital Markets, InsurTech



DEREK BELL

Managing Director D.A. Davidson

Coverage: Professional & IT Services, Marketing Services, Legal & IP Services/Solutions



AMY JOHNSON

Managing Director D.A. Davidson

Coverage: Network & Communication, Digital

Infrastructure





ERIK PETTERSSON

Partner

MCF Corporate Finance

Coverage: Application Software, Infrastructure Software, FinTech



MATT CAUTERO

Managing Director D.A. Davidson

Coverage: Vertical Software



AALAP MERCHANT

Managing Director D.A. Davidson

Coverage: Real Estate Tech, Payments, Digital Consumer Finance



JONATHAN LEJUEZ

Managing Director D.A. Davidson

Coverage: Cyber Security, Infrastructure Software



BRAD GEVURTZ

Managing Director D.A. Davidson

Coverage: Network & Communications, Digital

Infrastructure



MICHAEL MAXWORTHY

Managing Director D.A. Davidson

Coverage: FinTech, Data & Analytics, Construction, Marketing, EdTech





IVO POLTEN

Partner MCF Corporate Finance

Coverage: Tech-Enabled Services,

Application Software



DAVIDSON MCF HAS ADVISED ON 60+ TECH DEALS SINCE THE BEGINNING OF 2022

OUR RECENT RECORD



















































































D.A. DAVIDSON | MCF INTERNATIONAL OFFICE LOCATIONS

A partnership that bridges the Atlantic - 21 offices globally

NORTH AMERICA

ATLANTA 1230 Peachtree St. NE, Suite 940, Atlanta, GA 30309

AUSTIN 3600 N Capital of Texas Highway, Building B, Suite 330, Austin, TX 78746

BOCA RATON 78746 225 NE Mizner Blvd., Suite 610, Boca Raton, FL 33432

BOSTON One International Place, Suite 320, Boston, MA 02110

CHICAGO 227 W Monroe St., Suite 5250, Chicago, IL 60606

DENVER 1550 Market St., Suite 300, Denver, CO 80202

GREAT FALLS 8 Third Street North, Great Falls, MT 59401

NEW YORK 757 Third Ave., Suite 1902, New York, NY 10017

570 Lexington Ave., 48th Floor, New York, NY 10022

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PORTLAND 222 SW Columbia St., Suite 1400, Portland, OR 97201

SALT LAKE CITY 95 S State St., Suite 1500, Salt Lake City, UT 84111

SEATTLE 701 Fifth Ave., Suite 4050, Seattle, WA 98104

TORONTO 2 Bloor St. W, Suite 700, Toronto, ON M4W 3E2, Canada

WASHINGTON DC 1751 Pinnacle Drive, 6th Floor, McLean, VA 22102

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WE INVEST IN RELATIONSHIPS

D.A. Davidson MCF International is a strategic partnership between MCF Corporate Finance and D.A. Davidson & Co., providing expert M&A and debt advisory services for transatlantic transactions.

As trusted advisors with a strong international network, the partnership serves clients on both sides of the Atlantic, helping them navigate the global investor landscape, execute transatlantic transactions, and achieve the best possible outcomes. With a shared commitment to excellence, D.A. Davidson MCF International delivers tailored M&A and financing solutions that drive long-term value for our clients.

For further information, please visit: https://www.mcfcorpfin.com/about-mcf/u-s-partnership/

