



# Transportation Technology Update

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SECTOR COVERAGE REPORT

WINTER 2022



**Houlihan Lokey**

# About Our Firm



**Houlihan  
Lokey**

Houlihan Lokey is a leading global investment bank with expertise in mergers and acquisitions, capital markets, financial restructuring, and financial and valuation advisory.

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

We invite you to learn more about how our bankers can serve your needs:

Learn More About  
Corporate Finance

Learn More About  
Our Industry Coverage

Learn More About  
Financial and Valuation Advisory

Learn More About  
Financial Restructuring

## Key Facts and Figures



**35**  
LOCATIONS  
WORLDWIDE

**~2,200**  
TOTAL FINANCIAL  
PROFESSIONALS

**306**  
MANAGING  
DIRECTORS<sup>(1)</sup>

**2,000+**  
CLIENTS SERVED  
ANNUALLY

**\$6B+**  
MARKET  
CAPITALIZATION<sup>(2)</sup>

**\$2.3B**  
REVENUE

## Our Ranking by Service

### Corporate Finance

#### 2021 Investment Banking Rankings All Global Transactions

| Advisor                 | Deals      |
|-------------------------|------------|
| <b>1 Houlihan Lokey</b> | <b>549</b> |
| 2 Goldman Sachs & Co    | 511        |
| 3 JP Morgan             | 508        |
| 4 Rothschild & Co       | 437        |
| 5 Morgan Stanley        | 393        |

Source: Refinitiv. Excludes accounting firms and brokers.

**No. 1** Global M&A Advisor

**Leading** Capital Markets Advisor

### Financial Restructuring

#### 2021 Global Distressed Debt & Bankruptcy Restructuring Rankings

| Advisor                 | Deals     |
|-------------------------|-----------|
| <b>1 Houlihan Lokey</b> | <b>63</b> |
| 2 Rothschild & Co       | 38        |
| 3 Moelis & Co           | 34        |
| 4 PJT Partners Inc      | 33        |
| 5 Lazard                | 24        |

Source: Refinitiv.

**No. 1** Global Restructuring Advisor

**1,500+** Transactions Completed Valued  
at More Than \$3.0 Trillion Collectively

### Financial and Valuation Advisory

#### 2002 to 2021 Global M&A Fairness Advisory Rankings

| Advisor                           | Deals      |
|-----------------------------------|------------|
| <b>1 Houlihan Lokey</b>           | <b>952</b> |
| 2 JP Morgan                       | 890        |
| 3 Duff & Phelps, A Kroll Business | 882        |
| 4 Morgan Stanley                  | 602        |
| 5 BofA Securities Inc             | 531        |

Source: Refinitiv. Announced or completed transactions.

**No. 1** Global M&A Fairness Opinion  
Advisor Over the Past 20 Years

**1,000+** Annual Valuation Engagements

## Fully Integrated Financial Sponsor Coverage

**23** Senior officers dedicated to  
the sponsor community in  
North America and Europe

**1,000+** Sponsors covered, providing  
market insights and  
knowledge of buyer behavior

**650+** Companies sold to financial  
sponsors over the past five years

## Houlihan Lokey Is a Global Firm

### North America

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

### Europe and Middle East

Amsterdam Manchester Tel Aviv  
Dubai Milan Zurich  
Frankfurt Munich  
London Paris  
Madrid Stockholm

### Asia-Pacific

Beijing Hong Kong Shanghai  
Fukuoka SAR Singapore  
Gurugram Mumbai Sydney  
Ho Chi Minh Nagoya Tokyo  
City Osaka

(1) As of September 30, 2022. Excludes corporate managing directors. (2) As of December 2022.

# Houlihan Lokey Transportation Technology Coverage Team

Earlier this year, Houlihan Lokey launched coverage of **transportation technology**, incorporating eight primary sectors, namely automotive, aviation, heavy/construction equipment, maritime, public transit, rail, supply chain and logistics, and trucking. Across all modes of transportation, this is an exciting time for technological development, with rapid innovation in maintenance and repair, enterprise resource planning, transportation management systems, telematics, e-commerce, and risk management, to name a few areas.

Further, transportation technology adoption and investment have accelerated in recent years, driven by long-lasting dynamics such as labor supply dislocation, supply chain resilience, increased asset complexity, and expanding regulations (e.g., safety and sustainability).

We orient our coverage efforts around macro themes that we believe provide sustainable tailwinds and support long-term investible theses, such as those outlined above, while identifying market participants that provide impactful solutions across the entire transportation technology ecosystem.

To support our thesis-driven approach, we have developed subsector deep-dives where we have identified our views on influential market dynamics, total addressable market, key constituents, core solutions offered, and end markets served. A sample of our subsector deep-dives include:

- Fleet management.
- Fleet maintenance.
- Auto repair shop software.
- Dealer management systems.

As Houlihan Lokey continues to execute transactions across the various subsectors in this market, we invite you to contact us individually to discuss past transactions, future opportunities, or general feedback on our work.

## Transportation Technology Team



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Tombstones included herein represent transactions closed from 2019 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.

## Featured Transactions

has been acquired via an equity tender and merger agreement by

Company Advisor

has received a minority investment from

Sellside Advisor

**Independent contract driver marketplace vendor**

has been acquired by

**Undisclosed Buyer**

Sellside Advisor

**Parts procurement software vendor to auto collision market**

has been acquired by

**Undisclosed Buyer**

Sellside Advisor

Be Ready.

has been acquired by

Auctioneers

Sellside Advisor

a portfolio company of

has been acquired by

**STONE POINT CAPITAL**

Sellside Advisor

a portfolio company of

has been acquired by

Sellside Advisor

AUTOMOTIVE INTELLIGENCE

has merged with

**G FORCES**

Financial Advisor\*

has been acquired by

Sellside Advisor\*

Unternehmerkapital

has acquired

Supply Chain Systems

from

Buyside Advisor\*

**PROVIDENCEEQUITY**

has acquired

from

Buyside Advisor\*









has been acquired by

Sellside Advisor\*



# How We Cover Transportation Technology

Modes/End Markets

|  | Application Software   | Data and Analytics  | Marketplaces  | IoT   |
|--|--|---|---|---|
|  <b>Automotive</b>                   | <ul style="list-style-type: none"> <li>CRM</li> <li>DMS</li> <li>Digital Retailing</li> <li>Finance and Insurance</li> <li>Lead Management</li> <li>Registration, Titling, and Compliance</li> </ul>     | <ul style="list-style-type: none"> <li>Equity Mining</li> <li>Insurance Underwriting</li> <li>Marketing Automation</li> <li>Parts and Inventory Pricing</li> <li>Predictive Diagnostics and Maintenance</li> <li>Vehicle Appraisal</li> </ul> | <ul style="list-style-type: none"> <li>Auctioning and De-Fleeting</li> <li>Buy/Sell E-Commerce and Online Retailing</li> <li>On-Demand Vehicle Transportation</li> <li>Parts Procurement</li> </ul> | <ul style="list-style-type: none"> <li>Connected Car</li> <li>Driver Monitoring</li> <li>Telematics</li> <li>Traffic Sensors</li> </ul>               |
|  <b>Aviation</b>                     | <ul style="list-style-type: none"> <li>Flight Planning and Dispatch</li> <li>Inventory Management</li> <li>Maintenance Tracking</li> <li>MRO (Third-Party)</li> <li>Pilot Training</li> </ul>            | <ul style="list-style-type: none"> <li>Flight and Fuel Optimization</li> <li>Predictive Maintenance</li> <li>Regulatory Data</li> </ul>   | <ul style="list-style-type: none"> <li>Parts Procurement</li> </ul>   | <ul style="list-style-type: none"> <li>Aircraft Safety</li> <li>Passenger Experience</li> <li>Telematics</li> </ul>                                   |
|  <b>Heavy/Construction Equipment</b> | <ul style="list-style-type: none"> <li>Asset Management</li> <li>Dealer Management System</li> <li>E-Ticketing</li> <li>Materials Management</li> </ul>  | <ul style="list-style-type: none"> <li>E-Logs</li> <li>Predictive Maintenance</li> </ul>  | <ul style="list-style-type: none"> <li>Buy/Sell E-Commerce</li> <li>Equipment Rental</li> </ul>   | <ul style="list-style-type: none"> <li>Equipment Monitoring and Control</li> <li>GPS Tracking</li> <li>Site Visibility</li> <li>Telematics</li> </ul> |
|  <b>Maritime</b>                     | <ul style="list-style-type: none"> <li>Bunkering</li> <li>Dock Operations</li> <li>Freight Management</li> <li>Planned Maintenance</li> <li>Production Planning</li> <li>Vessel Management</li> </ul>    | <ul style="list-style-type: none"> <li>Market Intelligence (Vessel and Voyage, Port, Trade Flow Data)</li> <li>Predictive Maintenance</li> </ul>  | <ul style="list-style-type: none"> <li>Buy/Sell E-Commerce</li> <li>Parts Procurement</li> </ul>  | <ul style="list-style-type: none"> <li>GPS Tracking</li> <li>Telematics</li> </ul>  |
|  <b>Public Transit</b>               | <ul style="list-style-type: none"> <li>Route Planning and Optimization</li> <li>Smart City Planning</li> <li>Toll Management</li> </ul>  | <ul style="list-style-type: none"> <li>Infrastructure Optimization and Visualization</li> <li>Predictive Maintenance</li> <li>Ridership Data</li> </ul>   | <ul style="list-style-type: none"> <li>N/A</li> </ul>   | <ul style="list-style-type: none"> <li>Conditions Monitoring and Safety</li> <li>GPS Tracking</li> <li>Parking Sensors</li> <li>Telematics</li> </ul> |
|  <b>Rail</b>                         | <ul style="list-style-type: none"> <li>Operations Control</li> <li>Planning and Scheduling</li> <li>Yard and Asset Management</li> </ul>   | <ul style="list-style-type: none"> <li>Equipment Diagnostics</li> <li>Incident Analytics and Prevention</li> <li>Predictive Maintenance</li> <li>Route Analysis and Optimization</li> </ul>   | <ul style="list-style-type: none"> <li>Parts Procurement</li> </ul>   | <ul style="list-style-type: none"> <li>Telematics</li> <li>Track and Asset Sensors (Temperature, Noise, Speed)</li> </ul>                             |
|  <b>Supply Chain and Logistics</b> | <ul style="list-style-type: none"> <li>ERP</li> <li>Order Management</li> <li>Procurement and Spend</li> <li>Supplier Sourcing</li> <li>TMS</li> <li>Visibility</li> <li>Warehouse Management</li> </ul> | <ul style="list-style-type: none"> <li>Parts and Inventory Pricing</li> <li>Predictive Diagnostics and Maintenance</li> <li>Vehicle Appraisal</li> </ul>  | <ul style="list-style-type: none"> <li>Auctioning and De-Fleeting</li> <li>Digital Freight</li> </ul>   | <ul style="list-style-type: none"> <li>Cold Chain</li> <li>Multimodal Asset Tracking</li> <li>Telematics</li> </ul>                                   |
|  <b>Trucking</b>                   | <ul style="list-style-type: none"> <li>CRM</li> <li>DMS</li> <li>Fleet Management (Fleet and Fuel Tracking, Rightsizing, Routing, Scheduling, Driver Risk Management)</li> </ul>                         | <ul style="list-style-type: none"> <li>Emissions Compliance</li> <li>Fleet Analytics and Reporting</li> <li>Parts and Inventory Pricing</li> <li>Predictive Diagnostics and Maintenance</li> <li>Vehicle Health and Maintenance</li> </ul>    | <ul style="list-style-type: none"> <li>Digital Freight</li> <li>Driver Sourcing</li> <li>Heavy Truck/Van E-Commerce</li> </ul>  | <ul style="list-style-type: none"> <li>GPS Tracking</li> <li>Telematics</li> <li>Video-Based Safety</li> </ul>  |

## Industry Themes



Labor Shortage



Asset Management and Operations



Asset Maintenance and Repair





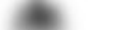



















































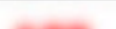

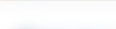
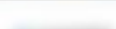

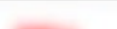
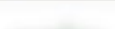
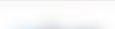



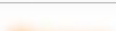



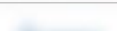
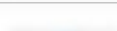

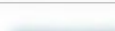



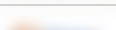











Digitization of Physical Operations



Energy Transition

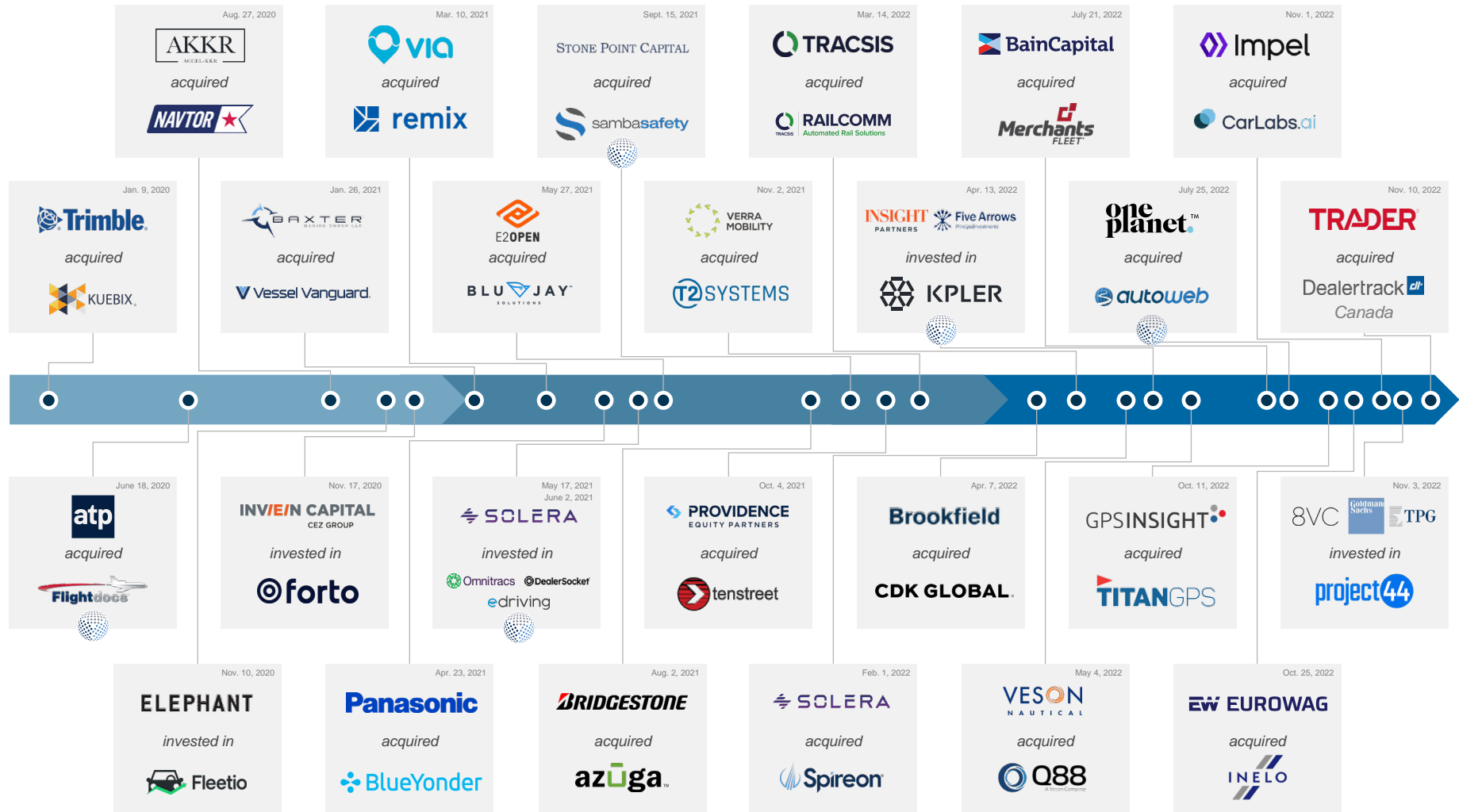
# Representative Transportation Tech Vendors

|                     |   |   |
|---------------------|---|---|
| Modes / End Markets |  <b>Automotive</b>                   |                               |
|                     |  <b>Aviation</b>                     |                               |
|                     |  <b>Heavy/Construction Equipment</b> |                               |
|                     |  <b>Maritime</b>                     |                               |
|                     |  <b>Public Transit</b>               |                               |
|                     |  <b>Rail</b>                        |                               |
|                     |  <b>Supply Chain and Logistics</b> |           |
|                     |  <b>Trucking</b>                   |           |

Note: Market map available upon request to Houlihan Lokey team member.

# Transportation Technology Transaction Timeline

The transportation technology M&A market has been active and balanced with interest from strategics and financial sponsors.



Note: HL logo indicates HL or GCA Deal.

# Notable Transactions

## 8VC, Goldman Sachs, and TPG's Financing of project44 | Announced and Closed on November 3, 2022



- project44 is a leading visibility platform for shippers, freight forwarders, carriers, and logistics service providers that connects, automates, and provides visibility into key transportation processes to accelerate insights and shorten the time it takes to act on those insights.
- project44 supports all transportation modes and shipping types, including air, parcel, final-mile, less-than-truckload, volume less-than-truckload, groupage, truckload, rail, intermodal, and ocean.
- *"This latest round of funding will accelerate our ability to connect all parties across the supply chain ecosystem and deliver the highest quality supply chain and emissions visibility data to our shipper, freight forwarder, and LSP customers. With these data feeds, our customers are able to outperform their competitors by managing inventory better, delivering an exceptional customer experience and building a more predictable and resilient supply chain."* —Jett McCandless (Founder and CEO, project44)

**project44 Profile:**

- Founded in 2014
- ~1,200 Customers
- Industry: Supply Chain
- Geographies Served: Global Reach

## GPS Insight's Acquisition of Titan GPS | Announced and Closed on October 11, 2022



- Titan GPS is an innovative leader in GPS telematics, connected transportation, and industrial IoT, marketing state-of-the-art fleet management solutions.
- GPS Titan's fleet management solutions offer advanced, enterprise-level GPS tracking, end-to-end visibility, and deep insights. Its proprietary, cloud-based software platform supports a broad range of business optimization tools, including GPS telematics, electronic logging devices, fleet smart AI cameras, workflow optimization applications, and OEM telematics connectivity.
- *"GPS Insight is pleased to announce this strategic partnership with [Titan GPS], as it allows us to provide even more robust solutions for our customers while extending our competitive advantage across the fleet management and field service industries... We are committed to providing tools for businesses to operate more efficiently, and by combining our teams and platforms, we create an unparalleled synergy to guarantee high-quality, reliable service..."* —Gary Fitzgerald (CEO, GPS Insight)

**Titan GPS Profile:**

- Founded in 2004
- ~5,000 Customers
- End Markets Served: Auto, Trucking, Construction, Waste Management, Field Services, Delivery, Oil and Gas, Government, and Landscaping
- Geographies Served: North America

## Insight Partners and Five Arrows' Financing of Kpler | Announced on April 13, 2022; Closed on June 1, 2022



- Kpler is a leading provider of technology-led data, analytics, and market insight in the commodity and shipping markets.
- Kpler has ambitions to further fulfill its mission to facilitate efficient and sustainable trade within physical commodities, the energy transition, and adjacent markets. To achieve its strategic objectives, the company will rely on organic and inorganic growth.
- The investment is the first external fundraising initiative for Kpler, which has been bootstrapped since its foundation in 2014. In doubling its annual recurring revenue in the past 18 months and conducting two self-funded acquisitions since last September, the company has positioned itself as a leading firm in the next-generation data and analytics space.
- *"Kpler is upending the global trade industry with technology that makes the shipping and commodity markets more sustainable and efficient. With their revolutionary solutions, thousands of customers can leverage data and analytics to make better-informed business and trading decisions."* —AJ Malhotra (Managing Director, Insight Partners)



**Kpler Profile:**

- Founded in 2014
- ~460 Customers
- Industries: Commodity, Freight, and Maritime.
- Geographies Served: Global Reach

## Brookfield Business Partners' Acquisition of CDK Global | Announced on April 7, 2022; Closed on July 5, 2022























































- CDK Global is a leading provider of retail technology and software-as-a-service solutions that help dealers and auto manufacturers run their businesses more efficiently, drive improved profitability, and create frictionless purchasing and ownership experiences for consumers throughout North America.
- The firm's best-in-class dealer management software plays a critical role in connecting every aspect of a dealership's operations and providing solutions to help these customers grow their businesses.
- *"[This transaction] allows CDK to continue executing our long-term strategy to connect our industry at every level and create an open and collaborative future."* —Brian Krzanich (President and CEO, CDK Global)

**CDK Global Profile:**

- Founded in 2014
- ~15,000 Customers
- End Markets Served: Auto, Heavy Truck, Agriculture, Construction, Powersports, Marine, and RV
- Geographies Served: Global Reach

# Active Strategic Acquirers

Among all transportation modes, strategic buyer rationales mainly include the expansion of transportation networks and diversification of end markets.

| Acquirer  | # Acquisitions<br>(Since Jan. 1, 2019) | Targets  |   |   |   |  |  |   |  |   |   |  |   |
|---|--|--|---|---|---|--|--|---|--|---|---|--|---|
|  DESCARTES™         | 12                                     |  EDI<br>(2019)                                |  CORE<br>(2019)                          |  BestTransport<br>(2019)                          |  DESCARTES<br>Peoplevox<br>(2020)                |  Kontainers<br>(2020)                       |  shiptrack<br>(2020)    |  DESCARTES<br>QestaWeb<br>(2021) |  PLS<br>(2021)        |  greenmile<br>Technology. Different.<br>(2021) |  Net<br>Chb.<br>(2022) |  foxtrot<br>(2022) |  XPS<br>ship<br>(2022) |
|  J.D. POWER        | 8                                      |  AUTODATA<br>SOLUTIONS<br>(2019)              |  TRILOGY<br>(2019)                       |  alg<br>A TRUECAR COMPANY<br>(2020)               |  icc<br>inventory<br>command<br>center<br>(2020) |  SUPERIOR<br>INTEGRATED SOLUTIONS<br>(2021) |  EpiAnalytics<br>(2022) |  TAIL LIGHT<br>(2022)            |  we predict<br>(2022) |   |   |  |   |
|  SOLERA             | 8                                      |  in4mo<br>(2019)                              |  Auto/Mate®<br>by DealerSocket<br>(2019) |  InSyPro<br>INNOVATIVE SYSTEMS PROVIDER<br>(2020) |  DealerSocket®<br>(2021)                         |  Omnitracs<br>(2021)                        |  edriving<br>(2021)     |  ENData<br>(2021)                |  Spireon<br>(2022)    |   |   |  |   |
|  COX<br>AUTOMOTIVE | 6                                      |  ReconCars<br>(2019)                          |  FYUSION<br>(2021)                       |  DICKINSON<br>FLEET SERVICES<br>(2021)            |  Codeweavers<br>(2021)                           |  pkwNOW®<br>(2021)                          |  FleetMaster<br>(2021)  |   |  |   |   |  |   |
|  Trimble          | 5                                      |  Cityworks<br>(2019)                         |  KUEBIX<br>(2020)                       |  AgileAssets<br>(2021)                           |  B2W<br>(2022)                                  |  TRANSPOREON <sup>(1)</sup><br>(2022)      |  |   |  |   |   |  |   |
|  CDK GLOBAL       | 3                                      |  SQUAREROOT<br>(2021)                       |  ROADSTER<br>(2021)                    |  Salty.<br>(2021)                               |   |  |  |   |  |   |   |  |   |
|  E2OPEN          | 3                                      |  Amber Road<br>now part of E2OPEN<br>(2019) |  BLU JAY<br>SOLUTIONS<br>(2021)        |  Logistyx<br>TECHNOLOGIES<br>(2022)             |   |  |  |   |  |   |   |  |   |

Sources: Company filings, S&P Capital IQ, and PitchBook.

(1) Transaction is pending close.



# Active Majority Investors

Financial sponsors have been very active, executing new acquisitions as well as supporting their existing portfolio companies.

































































































| Investor   | # Investments<br>(Since Jan. 1, 2019) | Targets  |
|--|---------------------------------------|--|
| <br>ACCEL-KKR                 | 21                                    |  (2019)  (2019)  (2019)  (2020)  (2020)  (2020)  (2020)  (2020)  (2020)  (2020)  (2021)  (2021)  (2021)  (2021)  (2021)  (2021)  (2021)  (2022)  (2022)  (2022)  (2022)   |
| <br>VISTA                     | 21                                    |  (2019)  (2019)  (2019)  (2019)  (2019)  (2019)  (2020)  (2020)  (2020)  (2020)  (2020)  (2021)  (2021)  (2021)  (2021)  (2021)  (2021)  (2021)  (2021)  (2022)  (2022) |
| <br>THOMABRAVO                | 17                                    |  (2019)  (2019)  (2019)  (2020)  (2020)  (2020)  (2020)  (2020)  (2021)  (2021)  (2021)  (2021)  (2021)  (2022)  (2022)  (2022)  (2022)   |
| <br>PROVIDENCE EQUITY PARTNERS | 13                                    |  (2019)  (2019)  (2020)  (2020)  (2020)  (2020)  (2020)  (2021)  (2021)  (2021)  (2021)  (2022)  (2022)   |
| <br>LLR                      | 9                                     |  (2019)  (2019)  (2019)  (2020)  (2021)  (2021)  (2022)  (2022)  (2022)   |
| <br>GENSTAR CAPITAL         | 6                                     |  (2019)  (2020)  (2021)  (2021)  (2021)  (2022)  |
| <br>capstreet                | 5                                     |  (2019)  (2020)  (2021)  (2022)  (2022)   |

Sources: Company filings, S&P Capital IQ, and PitchBook.

Note: Given limited public information, some of the above transactions may be minority investments.

# Active Minority Investors

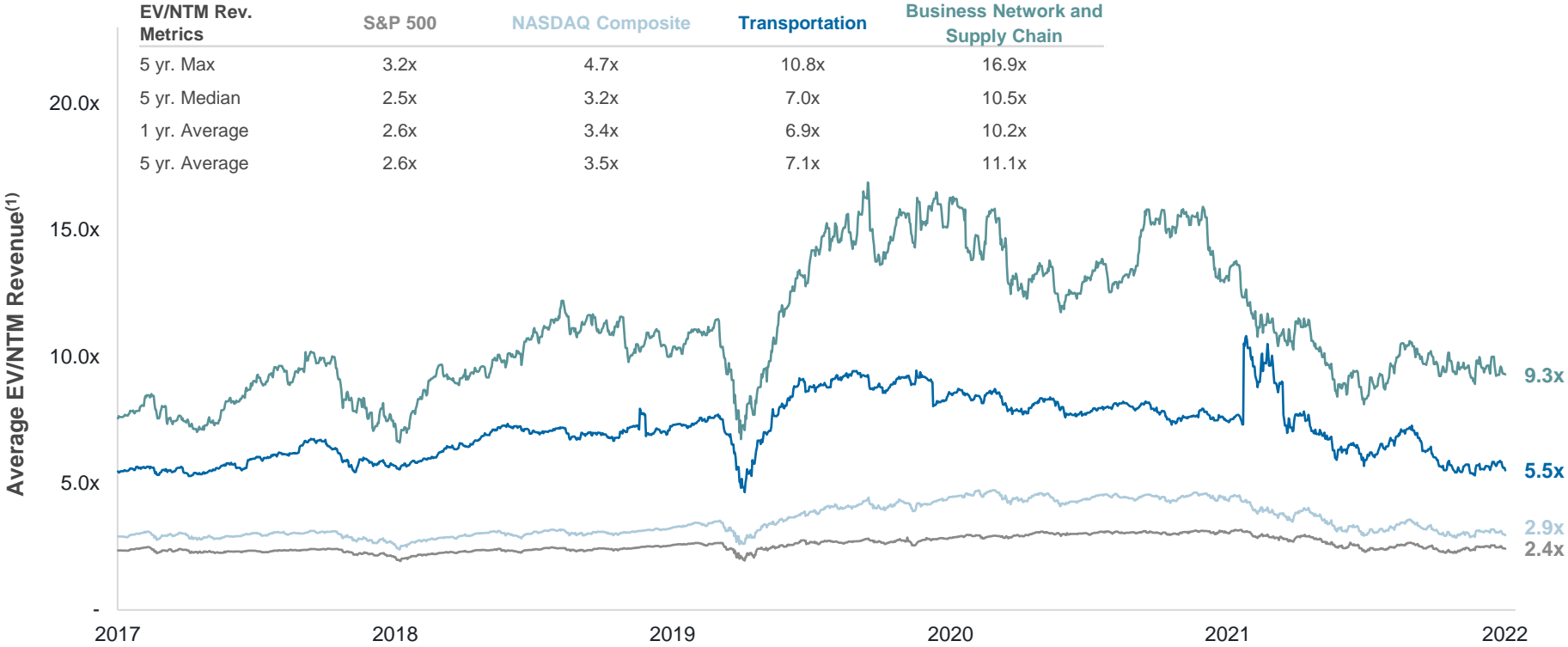
Minority investors have provided strategic capital to new best-in-class companies across sectors to execute their growth strategies.

| Investor  | # Investments<br>(Since Jan. 1, 2019) | Targets  |  |  |  |  |   |   |   |   |  |   |   |  |   |
|---|---------------------------------------|--|--|--|--|--|---|---|---|---|--|---|---|--|---|
|  <b>AUTOTECH VENTURES</b> | 23                                    |  SafeAI<br>(2019), (2020), (2021) |  FIXCO<br>(2019)                  |  SWVL<br>(2019)                           |  DROVER<br>(2019), (2020)   |  SPOT HERO<br>(2019)             |  digitalmotors<br>(2020) |  ShipHawk<br>(2020), (2021)          |  KLEARNOW<br>(2020), (2021)      |  HOVI<br>(2020), (2021)          |  CAZOO<br>(2020)          |  MAGNOLIA<br>(2020)                  |  newtrul<br>(2021) |  GORILLICK<br>(2021)    |  BUSUP<br>(2021)     |
|  <b>INSIGHT PARTNERS</b> | 22                                    |  SPOT HERO<br>(2019)              |  TRACTABLE<br>(2020), (2021)      |  UpKeep<br>(2020)                         |  PayCargo<br>(2020), (2021) |  CAP THE LEECH<br>(2020), (2021) |  STOPFIRE<br>(2020)      |  project44<br>(2020), (2021), (2022) |  inDriver<br>(2021)              |  optibus<br>(2021), (2022)       |  EquipmentShare<br>(2021) |  BRINGG<br>(2021)                    |  CARTS<br>(2021)   |  Inspectorio<br>(2021)  |  LOGIKOARE<br>(2021) |
|  <b>SoftBank</b>         | 22                                    |  DELHIVERY<br>(2019)              |  DiDi<br>(2019), (2021)           |  VANTIQ<br>(2019)                         |  Circulab<br>(2019)         |  volantx<br>(2019)               |  Goggo<br>(2019)         |  splyt<br>(2020)                     |  getaround<br>(2020)             |  Flock Freight<br>(2020), (2021) |  gojek<br>(2021)          |  forto<br>(2021), (2022)             |  LULA<br>(2021)    |  netradyne<br>(2021)    |  NURO<br>(2021)      |
|  <b>TIGERGLOBAL</b>       | 22                                    |  CARGOCAST<br>(2019)              |  POSTRATES<br>(2019)              |  DELHIVERY<br>(2019)                      |  LOCUS<br>(2019), (2021)    |  EMBARK<br>(2019), (2021)        |  Shiprocket<br>(2020)    |  shippit<br>(2020)                   |  PORTSIDE GOO<br>(2021)          |  W<br>(2021)                     |  Emerge<br>(2021)         |  WISE<br>(2021)                      |  PORTER<br>(2021)  |  CloudTrucks<br>(2021)  |  NURO<br>(2021)      |
|  <b>8VC</b>             | 20                                    |  e2log<br>(2019)                  |  Beacon<br>(2019), (2020), (2021) |  LATTAN SCIENCE<br>(2019), (2020), (2021) |  Outrider<br>(2019), (2020) |  vector<br>(2019)                |  BATON<br>(2019), (2021) |  FreightWeb<br>(2020)                |  FREIGHT WAVES<br>(2020), (2021) |  HOVI<br>(2020), (2021)          |  PRODIGY<br>(2020)        |  project44<br>(2020), (2021), (2022) |  IMF<br>(2020)     |  Loop<br>(2021)         |  Estoca<br>(2021)    |
|  <b>SEQUOIA</b>        | 13                                    |  NEXT<br>(2019)                 |  remix<br>(2019)                |  Z Züm<br>(2019), (2021)                |  Quick Ride<br>(2019)     |  EMBARK<br>(2019), (2021)      |  janko<br>(2020)       |  Shiprocket<br>(2020)              |  Shipsy<br>(2020)              |  Aurora<br>(2021)              |  Bolt<br>(2021), (2022) |  upway<br>(2021), (2022)           |  正源ET<br>(2022)  |  Chainguard<br>(2022) |   |
|  <b>Battery</b>        | 6                                     |  UpKeep<br>(2020)               |  PRODIGY<br>(2020)              |  SFI StoneEagleF&I<br>(2020)            |  SHIPPEO<br>(2021, 2022)  |  CarNow<br>(2021)              |  kodiak<br>(2021)      |   |   |   |  |   |   |  |   |

Sources: Company filings, S&P Capital IQ, and PitchBook.

# Public Comparables Subsector Trading Metrics

Notwithstanding the recent market dynamics, transportation technology and supply chain players are still trading at a premium to the broader tech market.



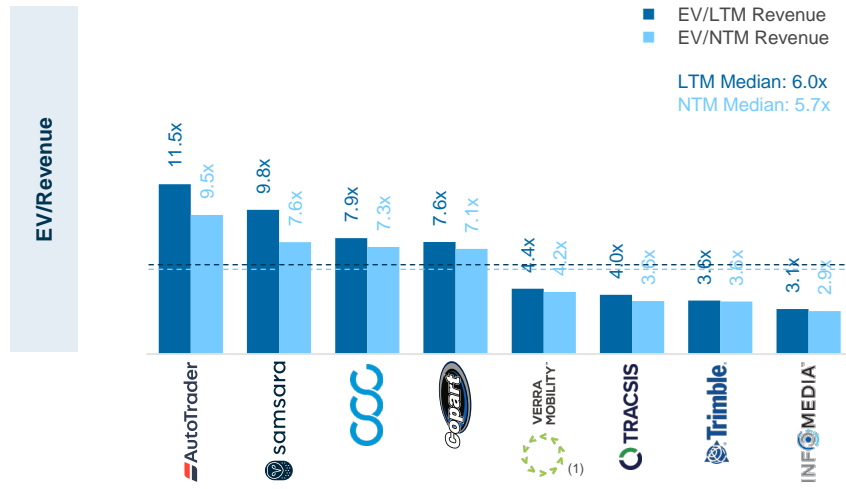
**Transportation**

**Business Network and Supply Chain**

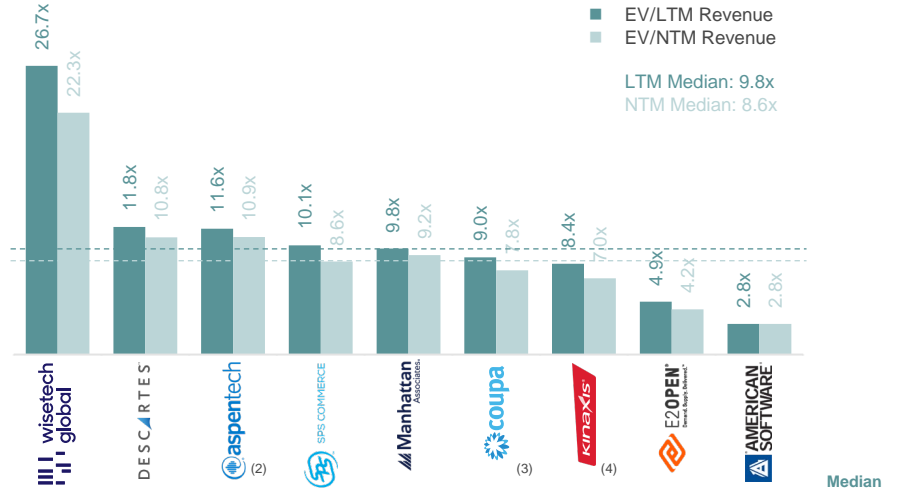
Source: S&P Capital IQ. Market data as of December 19, 2022.  
 (1) Calculated based on an equal-weighted average.  
 (2) Take-private transaction announced; pending shareholder approval.

# Public Company Valuations

## Transportation



## Business Network and Supply Chain



| EV (\$B)            |     | \$6.0 | \$5.8 | \$6.0 | \$27.3 | \$3.2 | \$0.3 | \$13.6 | \$0.3 | \$5.9 | \$11.6 | \$5.6 | \$12.9 | \$4.4 | \$7.2 | \$7.3 | \$2.8 | \$2.9 | \$0.4 | \$5.6 |
|---------------------|-----|-------|-------|-------|--------|-------|-------|--------|-------|-------|--------|-------|--------|-------|-------|-------|-------|-------|-------|-------|
| EV/EBITDA           | LTM | 18.5x | n/a   | 20.0x | 18.1x  | 9.6x  | 24.2x | 14.6x  | 7.4x  | 18.1x | 52.8x  | 27.4x | 25.3x  | 34.8x | 36.6x | 68.2x | 40.6x | 14.9x | 16.4x | 34.8x |
|                     | NTM | 14.5x | n/a   | 18.6x | 16.6x  | 9.1x  | 17.3x | 14.1x  | 7.1x  | 14.5x | 43.0x  | 24.2x | 22.6x  | 30.1x | 35.0x | 48.0x | 45.1x | 12.4x | 17.8x | 30.1x |
| Recurring Revenue % |     | 85%   | 98%   | 96%   | n/a    | 91%   | 56%   | 57%    | 96%   | 91%   | 89%    | 89%   | 96%    | 92%   | 66%   | 87%   | 77%   | 81%   | 63%   | 87%   |
| Revenue Growth      | LTM | 7%    | 56%   | 15%   | 23%    | n/a   | 14%   | 5%     | 11%   | 14%   | 14%    | 17%   | n/a    | 18%   | 16%   | 18%   | 42%   | n/a   | 11%   | 17%   |
|                     | NTM | 22%   | 29%   | 8%    | 7%     | 5%    | 12%   | 2%     | 5%    | 7%    | 19%    | 9%    | 7%     | 17%   | 7%    | 15%   | 19%   | 17%   | (0%)  | 15%   |
| Gross Margin        | LTM | n/a   | 71%   | 77%   | 45%    | 93%   | 61%   | 59%    | 70%   | 70%   | 85%    | 77%   | 41%    | 66%   | 53%   | 60%   | 65%   | 66%   | 60%   | 65%   |
|                     | NTM | n/a   | 73%   | 75%   | 45%    | 93%   | 63%   | 59%    | 68%   | 68%   | 88%    | 77%   | 74%    | 68%   | 55%   | 74%   | 64%   | 68%   | 60%   | 68%   |
| EBITDA Margin       | LTM | 63%   | n/a   | 39%   | 42%    | 46%   | 17%   | 25%    | 42%   | 42%   | 51%    | 43%   | 46%    | 29%   | 27%   | 13%   | 21%   | 33%   | 17%   | 29%   |
|                     | NTM | 65%   | n/a   | 39%   | 43%    | 46%   | 21%   | 25%    | 41%   | 41%   | 52%    | 45%   | 48%    | 29%   | 26%   | 16%   | 16%   | 34%   | 16%   | 29%   |

Sources: S&P Capital IQ as of December 19, 2022, company filings.

(1) Pro forma for the acquisition of T2 Systems, closed in December 2021 (excluding recurring revenue figure).

(2) Pro forma for the combination with Emerson's OSI and GSS assets, closed in May 2022 (excluding recurring revenue figure).

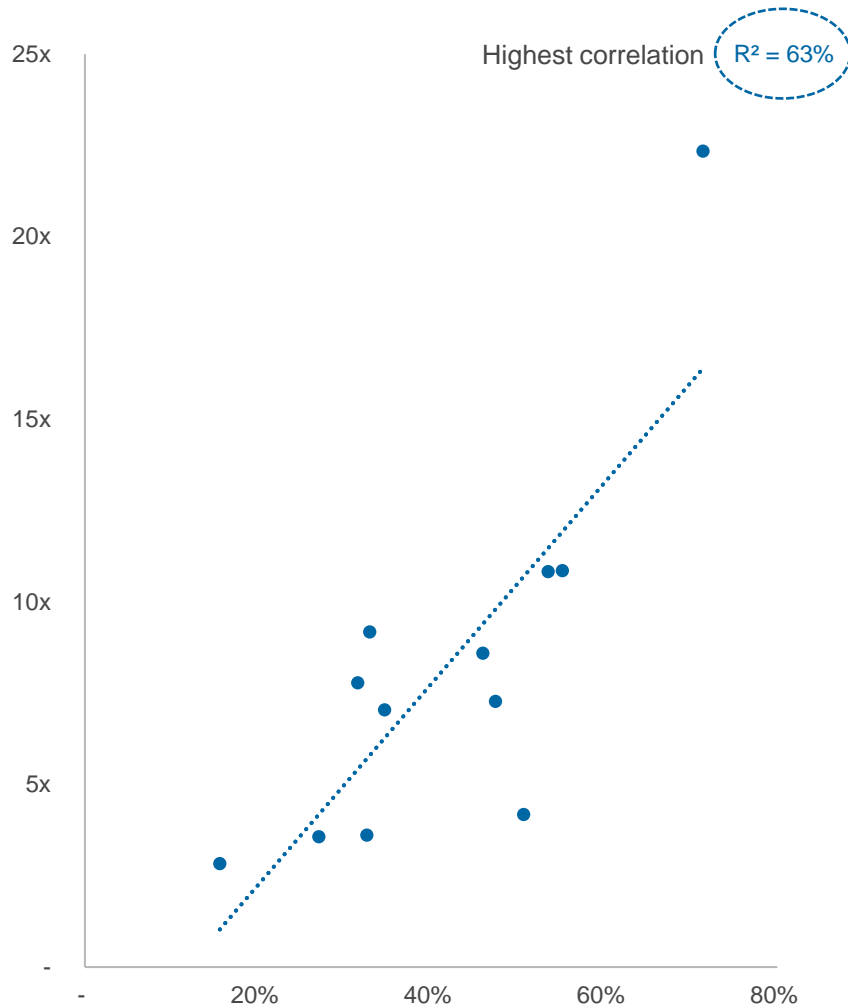
(3) Take-private transaction announced; pending shareholder approval.

(4) Decline in EBITDA in NTM period due to nonrecurring wins in Q1 2022A.

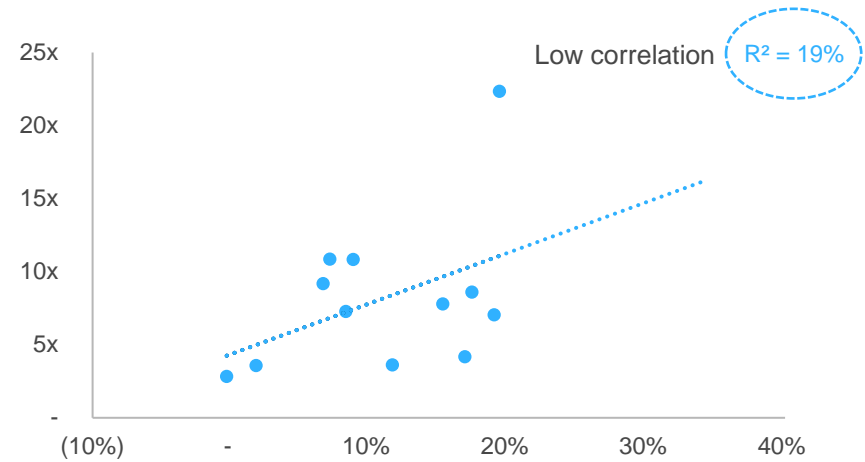
# Valuations Correlated to Rule of 40 With Emphasis on Profitability

A clear shift has transpired as investors are favoring profitable growth over growth at all costs.

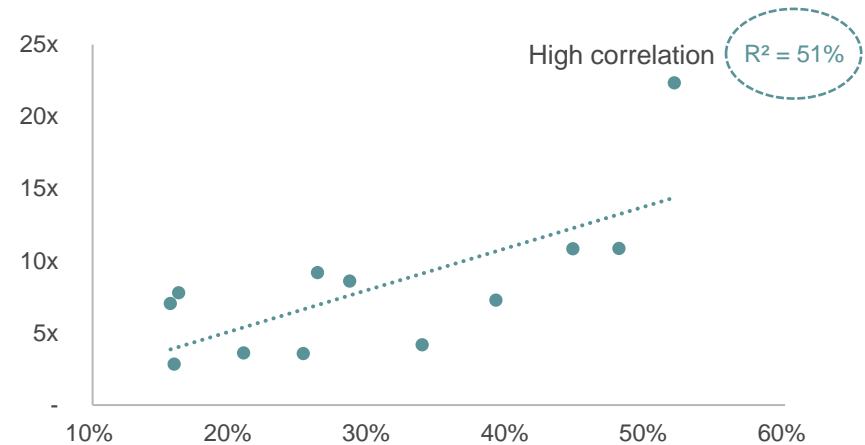
## Rule of 40 vs. EV/NTM Revenue



## Revenue Growth vs. EV/NTM Revenue





















## EBITDA Margin vs. EV/NTM Revenue





# Precedent Transactions






















| Date       | Transaction Type | Acquirer   | Target   | Description  | EV (\$M)             | EV/LTM Rev. |
|------------|------------------|--|--|--|----------------------|-------------|
| 12/12/2022 | Acquisition      |  Trimble                      | TRANSPOREON <sup>(1)</sup>   | Offers a cloud-based transportation management software platform designed to provide sourcing, planning, execution, monitoring, and settlement tools                       | \$1,979              | ~12.4x      |
| 12/12/2022 | Acquisition      |  AutoNation                   |  REPAIR SMITH | Offers a full-service mobile solution for automotive repair and maintenance designed to help owners maintain their vehicles and maximize uptime                            | \$190                | n/a         |
| 11/10/2022 | Acquisition      |  TRADER                       | Dealertrack <sup>ch</sup><br>Canada  | Offers digital retailing, financing, dealer reports, and deal management software solutions  | n/a                  | n/a         |
| 11/7/2022  | Acquisition      |  RITCHIE BROS.<br>Auctioneers |  AA           | Offers a global digital marketplace connecting vehicle buyers and sellers and designed to facilitate the marketing and sale of total-loss, damaged, and low-value vehicles | \$7,300              | 3.4x        |
| 11/3/2022  | Financing        | 8VC  Goldman Sachs TPG        |  project44    | Offers a cloud-based supply chain visibility platform for shippers and logistics service providers   | \$2,700              | n/a         |
| 11/1/2022  | Acquisition      |  Impel                        |  CarLabs.ai   | Offers digital sales, service, and customer lifecycle software solutions to automotive dealers   | n/a                  | n/a         |
| 10/25/2022 | Acquisition      |  EUROWAG                      |  INELO        | Offers drive time settlement, telematics, and fleet management software solutions  | \$305 <sup>(2)</sup> | n/a         |
| 10/11/2022 | Acquisition      |  GPSINSIGHT                 |  TITANGPS   | Offers fleet management telematics and global positioning system tracking for auto, trucks, and heavy equipment  | n/a                  | n/a         |
| 9/29/2022  | Acquisition      |  VALSOFT                    |  INPLAN     | Offers end-to-end port management, terminal operating, and logistics software solutions for the maritime industry  | n/a                  | n/a         |
| 9/14/2022  | Acquisition      |  Trimble                    |  B2W        | Offers equipment maintenance and repair, resource scheduling and dispatching, and field tracking software solutions for the heavy construction industry                    | \$322                | n/a         |

Sources: Company filings, S&P Capital IQ, and PitchBook.

(1) Transaction is pending close.

(2) Includes deferred consideration of €12.5m.























# Precedent Transactions (cont.)

| Date   | Transaction Type | Acquirer  | Target   | Description  | EV (\$M)            | EV/LTM Rev. |
|--|------------------|---|--|--|---------------------|-------------|
|  7/25/2022    | Acquisition      |  one planet™   |  autoweb                              | Offers an automotive matchmaking platform connecting in-market car shoppers to their preferred vehicle transactions        | n/a                 | n/a         |
| 7/21/2022  | Acquisition      |  BainCapital   |  Merchants FLEET                      | Offers cloud fleet and enterprise asset management and maintenance software  | n/a                 | n/a         |
| 7/11/2022  | Acquisition      |  Reynolds & Reynolds   |  Motility Software Solutions          | Offers end-to-end dealer management, inventory management, and CRM software solutions for specialty dealerships            | n/a                 | n/a         |
| 5/4/2022   | Acquisition      |  VESON NAUTICAL  |  Q88                                  | Offers SaaS-based subscription solutions and software solutions for chemical tanker owners                                 | n/a                 | n/a         |
|  4/13/2022    | Financing        |  INSIGHT PARTNERS  Five Arrows<br>Principal Investments |  KPLER                                | Offers a commodity data and analytics platform   | Conf.               | Conf.       |
| 4/7/2022   | Acquisition      |  Brookfield  |  CDK GLOBAL                           | Offers integrated data and technology solutions to the automotive, heavy truck, recreation, and heavy equipment industries | \$8,220             | 4.7x        |
| 3/14/2022  | Acquisition      |  TRACSIS   |  RAILCOMM<br>Automated Rail Solutions | Offers rail automation systems and software for freight, transit, and industrial markets                                   | \$14 <sup>(1)</sup> | 2.4x        |
| 2/1/2022   | Acquisition      |  SOLERA  |  Spireon                            | Offers cloud-based GPS vehicle tracking and fleet management solutions   | n/a                 | n/a         |
|  12/23/2021 | Acquisition      | Undisclosed Buyer   | Project Jayhawk  | Offers a mobile application that connects independent contract drivers to auto sales, rental, and transport businesses     | Conf.               | Conf.       |
|  12/22/2021 | Acquisition      | Undisclosed Buyer   | Project Impact   | Offers shop and supply chain management software solutions to the automotive collision industry                            | Conf.               | Conf.       |




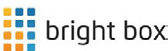












Sources: Company filings, S&P Capital IQ, and PitchBook.

(1) Includes contingent consideration of \$2.7 million.

# Precedent Transactions (cont.)

| Date  | Transaction Type | Acquirer   | Target  | Description  | EV (\$M) | EV/LTM Rev. |
|---|------------------|--|---|--|----------|-------------|
| 11/2/2021   | Acquisition      |  VERRA MOBILITY             |  T2SYSTEMS               | Offers parking management and intelligent solutions for managing parking, mobility, and transportation services  | \$347    | n/a         |
| 10/4/2021   | Acquisition      |  PROVIDENCE EQUITY PARTNERS |  tenstreet               | Offers driver recruiting software and workflow solutions for the trucking and transportation industry  | n/a      | n/a         |
|  9/27/2021 | Acquisition      |  RITCHIE BROS. Auctioneers  |  SmartEquip<br>Be Ready. | Offers a technology platform that supports equipment lifecycle management and integrates parts procurement from OEMs and their dealers                       | \$175    | Conf.       |
|  9/15/2021 | Acquisition      | STONE POINT CAPITAL  |  samba <b>safety</b>     | Offers cloud-based driver risk management and motor vehicle records to various industries  | Conf.    | Conf.       |
| 8/2/2021  | Acquisition      |  BRIDGESTONE                |  azūga™                  | Offers GPS vehicle tracking and road usage charging solutions  | \$391    | n/a         |
|  6/2/2021  | Acquisition      |  SOLERA                     |  e <b>driving</b>        | Offers a patented driver risk management program that helps organizations reduce collisions, injuries, license violations, and total cost of fleet ownership | Conf.    | Conf.       |
| 5/27/2021   | Acquisition      |  E2OPEN                    |  BLU JAY™ SOLUTIONS      | Offers supply chain software and services to retail, manufacturing, and distribution industries  | \$1,700  | n/a         |
| 5/17/2021   | Acquisition      |  SOLERA                   |  DealerSocket®         | Offers customer relationship management and dealership training solutions to auto dealers  | n/a      | n/a         |
| 5/17/2021   | Acquisition      |  SOLERA                   |  Omnitracs             | Offers a complete fleet intelligence software platform   | n/a      | n/a         |
| 4/23/2021   | Acquisition      |  Panasonic                |  BlueYonder            | Offers end-to-end integrated supply chain and retail management software solutions   | \$8,500  | 8.5x        |

# Precedent Transactions (cont.)

| Date                        | Transaction Type | Acquirer   | Target   | Description   | EV (\$M) | EV/LTM Rev. |
|-----------------------------|------------------|--|--|---|----------|-------------|
| <sup>(1)</sup><br>4/20/2021 | Acquisition      |  <b>autofutura</b><br>AUTOMOTIVE INTELLIGENCE | <b>G F O R C E S</b>   | Offers automotive retail software and data-driven business intelligence solutions   | Conf.    | Conf.       |
| 3/10/2021                   | Acquisition      |  <b>via</b>                                   |  <b>remix</b>                           | Offers a planning platform for public transit, designing streets, and managing new mobility   | \$100    | 8.0x        |
| <sup>(1)</sup><br>2/23/2021 | Acquisition      | <b>MYPOLICY</b>  |  <b>bright box</b>                      | Offers vehicle telematics solutions, providing the entire stack of connected car technology, including a cloud IT platform, mobile and web apps, and hardware | Conf.    | Conf.       |
| 1/26/2021                   | Acquisition      |  <b>BAXTER</b><br>MARINE GROUP LTD            |  <b>Vessel Vanguard</b>                 | Offers a cloud-based software application that provides automated task management to simplify the ownership and maintenance of boats                          | n/a      | n/a         |
| 11/17/2020                  | Financing        | <b>INVIE/N CAPITAL</b><br>CEZ GROUP  |  <b>forfo</b>                           | Offers a digital freight forwarding and supply chain platform   | n/a      | n/a         |
| 11/10/2020                  | Financing        | <b>ELEPHANT</b>  |  <b>Fleetio</b>                         | Offers fleet management software that allows organizations track, analyze, and improve their fleet operations   | n/a      | n/a         |
| 8/27/2020                   | Acquisition      |  <b>AKKR</b><br>ACCIL-KKR                     |  <b>NAVTOR</b>                          | Offers e-navigation solutions and supplies navigational products and services for the maritime sector   | n/a      | n/a         |
| <sup>(1)</sup><br>6/18/2020 | Acquisition      |  <b>atp</b>                                 |  <b>Flightdocs</b>                    | Offers aircraft maintenance tracking and inventory management solutions within business aviation  | Conf.    | Conf.       |
| 1/9/2020                    | Acquisition      |  <b>Trimble</b>                             |  <b>KUEBIX</b>                        | Offers a logistics technology solution for small to medium-size businesses  | \$201    | n/a         |
| <sup>(1)</sup><br>1/7/2020  | Acquisition      |  <b>Bregal</b><br>Unternehmerkapital        |  <b>iptor</b><br>Supply Chain Systems | Offers supply chain management, planning, and logistics software designed to help firms solve their complex order management and fulfillment challenges       | Conf.    | Conf.       |

Sources: Company filings, S&P Capital IQ, and PitchBook.

(1) Select transactions were executed by Houlihan Lokey professionals while at other firms, or by professionals from a Houlihan Lokey joint venture company.

# Houlihan Lokey Global Tech Group Positioning

## LARGE CAP TRANSACTION EXPERTISE

- CEO-level relationships with leading tech companies
- Large senior team with unparalleled transaction experience
- Broad network including Fortune 500 relationships
- Highest quality client service
- M&A advisory and capital-raising expertise



## MIDDLE MARKET / GROWTH SECTOR FOCUS

- Unique global access to venture capital, private equity, and strategic investors
- Growth company focus
- Deep sector expertise and domain knowledge
- Extensive capital markets access
- Late-stage private through public company orientation



# 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 a strategic and a financial perspective.

## What We Offer

1  **Corporate Finance**

- Mergers and Acquisitions
- Capital Markets
- Private Funds Advisory
- Board Advisory Services

We are widely recognized as a leading M&A advisor to the mid-cap 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.

2  **Financial Restructuring**

- Company Advisory
- Special Situations
- Distressed M&A
- Liability Management
- Creditor Advisory

We have the largest restructuring practice of any global investment bank. Since 1988, we have advised on more than 1,500 restructuring transactions (with aggregate debt claims in excess of \$3.0 trillion). We served as an advisor in 12 of the largest 15 bankruptcies from 2000 to 2021.

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

Over 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 help inspire confidence in the financial executives, boards of directors, special committees, investors, and business owners we serve.

## Why We're Different

 No. 1 for U.S. and Tech M&A

 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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