

Q1 2023 PropTech Market Update



APRIL 2023

Significant Slowdown in PropTech Funding Momentum in Q1 2023

PropTech M&A and investment activity saw a material slowdown in Q1 2023 due to macro headwinds, a general pullback in broader growth equity investment, and the impact of rising rates on real estate exposed end markets.

- The U.S. PropTech market received \$1.2 billion in growth equity and debt investment in Q1 2023, a 76% decline YoY from Q1 2022 and the lowest funding quarter in the sector since Q3 2020.
 - By comparison, U.S. growth equity investment across the broader tech market was down 38% YoY in Q1 2023, reflecting a broader slowdown in the tech growth equity markets.



Quarterly U.S. PropTech Financing Activity (\$B)

82 U.S. PropTech companies raised capital in Q1 2023, an increase over Q4 2022, but the average size of funding rounds continues to decrease.

- Only nine growth funding rounds greater than \$20 million in Q1 2023, an ~80% decline YoY from Q1 2022.

• 22 U.S. PropTech M&A deals in Q1 2023, with 100% driven by strategic acquirers. Two scale transactions, Lessen's \$950 million acquisition of SMS Assist and BoomTown's sale to Inside Real Estate, highlighted M&A activity in the quarter.





- (1) Deal values represent equity investment.
- (2) Deal values represent enterprise value.

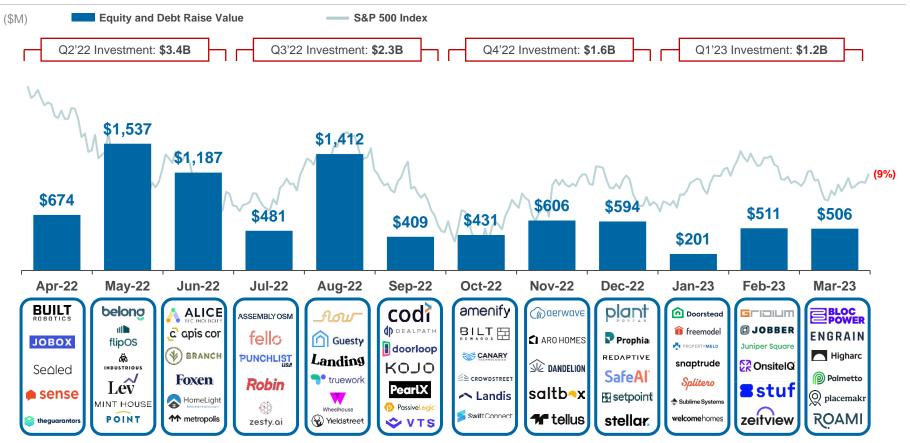


PropTech Market Activity Reflects Growth Capital Investment Decline Over the Past Three Quarters

PropTech investment activity has slowed down over the past three quarters as market and interest rate uncertainty has caused investors to deploy capital more cautiously in the sector.

Despite the decline in total investment volume in PropTech in Q1 2023, focused investment activity, especially in construction tech, multi-family, and real estate related climate tech, continues to drive deals.

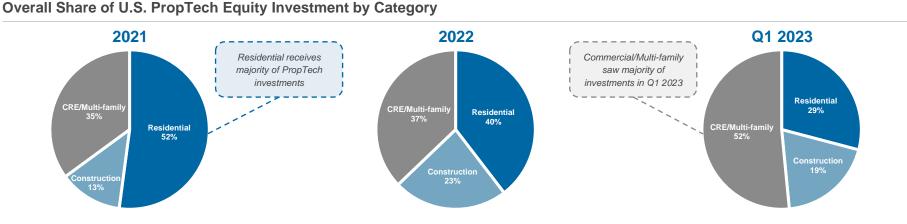
LTM Monthly PropTech Growth Investment vs. S&P 500 Index



Sources: PitchBook.com, S&P Capital IQ as of 3/31/2023, company filings, company websites, press releases.

Investment Trends Highlight Shifting Subsector Focus

PropTech is witnessing an ongoing shift of investment capital away from residential tech toward more commercial, multi-family, and construction-focused software.

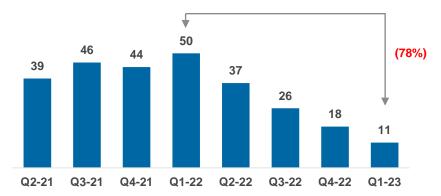


Smaller investments per round and a significant decline in the number of \$20 million+ rounds in the category in Q1 2023 reflect investors' desire to fund more capital-efficient businesses. High cash burn and growth at all costs have been replaced by investors' push toward profitability with "responsible growth" driven by solid unit economics (CAC, retention, etc.).



Average U.S. PropTech Investment Deal Size (\$M)





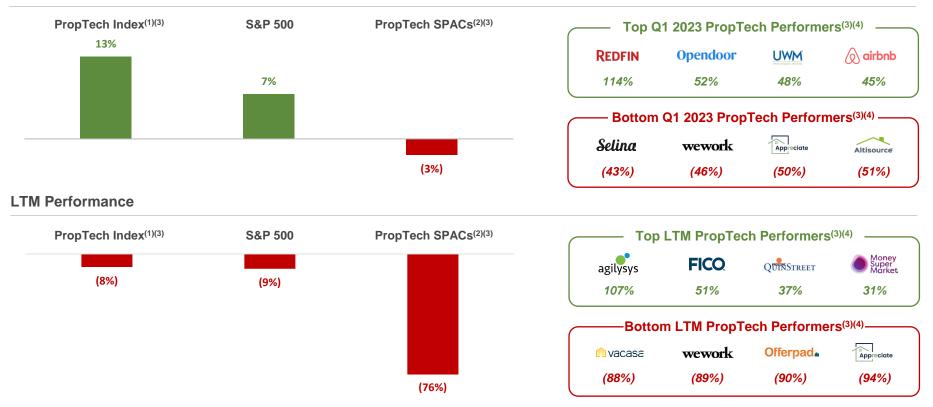
Sources: PitchBook.com, company filings, company websites, press releases.

Strong Q1 2023 PropTech Public Market Performance Overall – Wide Variance Between Top and Bottom Performers

Recent PropTech performance has demonstrated market resilience despite market headwinds and continued interest rate hikes that have impacted public companies negatively over the past 12 months.

While public markets have had a challenging LTM, with the Houlihan Lokey PropTech index down 8% YoY and the S&P 500 down 9% YoY, PropTech has outperformed the market in Q1 2023, up 13%.⁽¹⁾

Q1 2023 Performance

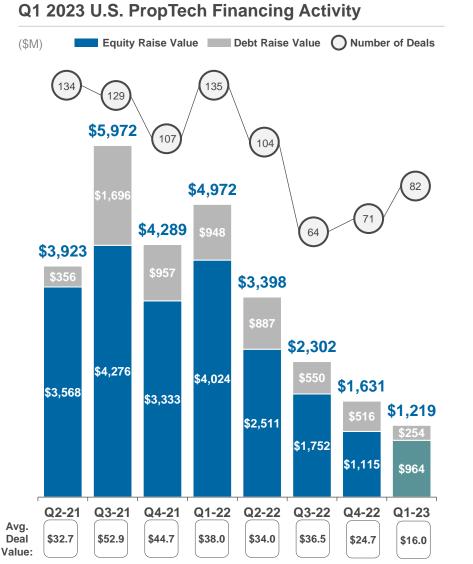


Sources: PitchBook.com, S&P Capital IQ, CB Insights, company filings, company websites, press releases.

(1) PropTech Index includes all companies shown on page 11, except for companies that went public via SPACs, and is weighted on a market-capitalization basis.

- (2) PropTech SPACs includes Porch, Opendoor, Open Lending, UWM, Selina, Matterport, SmartRent, Nextdoor, Vacasa, WeWork, Appreciate, Sonder, Latch, Offerpad, Hippo, and Doma and is weighted on a market-capitalization basis.
- (3) Individual companies' performances are based on stock price performance as of 3/31/2023.
- (4) The performers in consideration are all companies shown on page 11 and companies that went public via SPACs.

PropTech Private Capital Deal Dashboard – Q1 2023



Selected U.S. Q1 2023 PropTech Financing Transactions

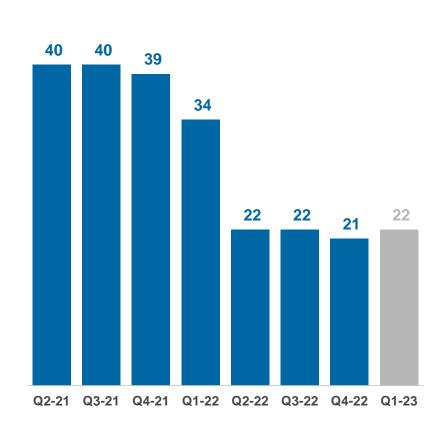
(\$M)					
Date	Company	Select Investor(s)	Amount Equity Invested	Equity Funding to Date	Latest Reported Valuation
3/21	placemakr	CAPITAL PARTNERS CAPITAL PARTNERS Harbert HMCC Corporation	\$65	\$350+	NA
3/6	Palmetto	TPG	\$150	\$574	\$1,000
3/1		VoLo Earth	\$25	\$45	NA
2/13	Juniper Square	🄊 BLUE OWL	\$133	\$241	NA
2/7	I JOBBER	GENERAL ATLANTIC	\$100	\$176	NA
2/6	zeitview	* VALOR	\$55	\$114	\$185
1/25	PROPERTY MELD	GROWTH	\$15	\$27	NA
1/17	Sublime Systems	LOWERCARBON CAPITAL	\$40	\$46	\$90
1/12	welcomehomes	Era.	\$29	\$35	\$200
1/6	Doorstead	XVANTA VENTURES	\$22	\$37	\$100

PropTech M&A Deal Dashboard – Q1 2023

Q1 2023 U.S. PropTech M&A Activity

Q1 2023 M&A Activity

100% strategic acquirers (includes PE-backed strategics)



Selected U.S. Q1 2023 PropTech M&A Transactions

(\$M)			
Buyer	Target	Announced Date	Enterprise Value
preAlpha	Rhove	3/29	NA
AUTODESK	😲 UNIFI	3/21	NA
€inhabit.		3/3	NA
CoreLogic	RSSTIFY	2/22	NA
INSPECTION	REPAIR PRICER	2/21	NA
Flyhomes*	Loftium	2/13	NA
linside real estate	BoomTown!	1/20	Conf.
< Lessen	🏈 sms assist	1/12	\$950
HEXAGON	Project mates	1/12	NA
PAGAYA	ଚ୍ଚarwin	1/11	NA
>Trimble	% Ryvit	1/4	NA

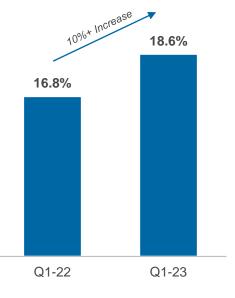
What Houlihan Lokey Is Following in the Market

Key trends to watch as the PropTech market continues to evolve in 2023



Commercial Real Estate Debt – Office Market Impact

U.S. Office Vacancy Rate⁽¹⁾

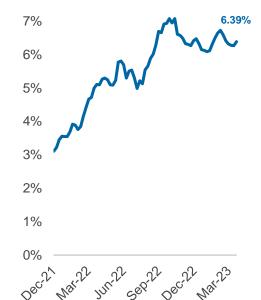


Remote work and rising interest rates have led to a rise in vacancies in U.S. office buildings, with ~19% of U.S. office space being available for lease in Q1 2023. Tenants are increasingly taking a "wait and see" approach, not transacting unless required due to near-term lease expirations.⁽¹⁾



Rate Environment's Impact on Single-Family Home Sales and Prices

Average rate on a 30-year fixed mortgage⁽³⁾



Mortgage rates recorded their largest increase in any calendar year in 2022 and currently stand at

6.39%.⁽³⁾ This has driven a decline in single-family home sales, down 21% YoY in March 2023, as well as a YoY decline in median existing-home prices for the first time since 2012.⁽⁴⁾

(23%) QoQ decline in U.S. office leasing activity in Q1 2023⁽¹⁾

\$2.6T

Commercial mortgages are set to mature between 2023 and 2027⁽²⁾

YoY decline in U.S. single-family home sales in March 2023⁽⁴⁾

(21%)

(1.4%) YoY decline in U.S. single-family home prices in March 2023⁽⁴⁾

(1) Cushman & Wakefield, "U.S. Office MarketBeat Q1 2023".

- (2) The Wall Street Journal, "Distress in Office Market Spreads to High-End Buildings".
- (3) Freddie Mac as of 4/20/2023.

(4) National Association of Realtors. Single-family home sales are seasonally adjusted. Single-family home prices are not seasonally adjusted.

What Houlihan Lokey Is Following in the Market (cont.)

Key trends to watch as the PropTech market continues to evolve in 2023

3

Single-Family Housing Starts Rebound From Historic Lows

U.S. single-family housing starts⁽¹⁾



U.S. single-family housing starts remain down YoY but may have reached an inflection point. March 2023 was the second consecutive monthly increase, up ~7% versus the November 2022 low.⁽¹⁾

2.7%

Monthly increase in single-family housing starts in March 2023⁽¹⁾

(28%)

YoY decline in single-family housing starts in March 2023⁽¹⁾

Moving into the spring home selling season, builders showed signs of optimism in anticipation of more buyer demand...However, interest rates and development costs remain high while prices are softening—which is impacting the potential upside.

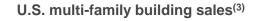
-Kelly Mangold, RCLCO Real Estate Consulting⁽²⁾

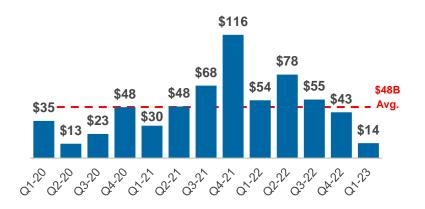




(\$B)

Multi-Family Sector Cools as Property Sales Decline From All-Time Highs





(74%) YoY decline in multi-family investment volume in Q1 2023⁽³⁾ (8.7%) YoY decline in multi-family prices in February 2023⁽³⁾

\$14B

Q1 2023 U.S. multi-family investment volume⁽³⁾

(71%) Q1 2023 decline in multi-family sales compared to average since Q1 2020⁽³⁾

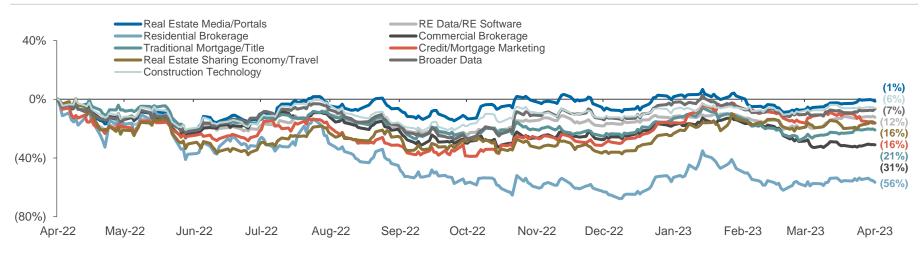
- (1) Census Bureau. Housing starts figures are seasonally adjusted.
- (2) CNN Business, "U.S. Home Building Surged in February."
- (3) The Wall Street Journal, "Apartment-Building Sales Drop 74%, the Most in 14 Years."

Expected Themes/Market Trends in PropTech for 2023

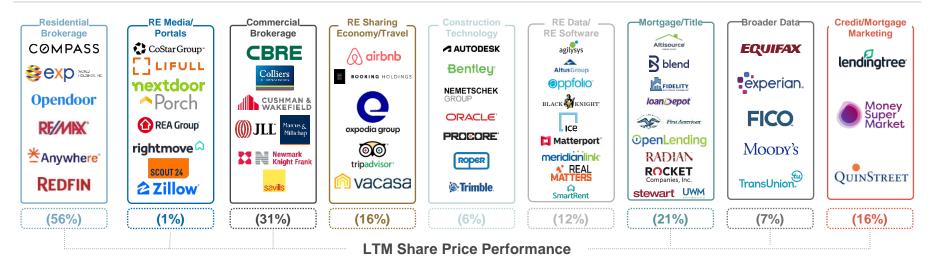
① Continued Flight to Quality	 Investors continue to fund companies that have raised capital efficiently at reasonable valuations and have strong growth, a path to profitability, and leading relevant KPIs. Vulnerable companies to become acquisition candidates for stronger companies.
2 Robust Due Diligence Processes, Even for Early-Stage Companies	 Investor due diligence ramping up, as audited financials and potentially QoEs to be required even for early-stage startups. Market feedback indicates investors are increasingly prioritizing opportunities with well-packaged due diligence materials/investor-friendly diligence processes.
③ Venture Debt Overhang to Be Exacerbated by SVB Collapse	 Will be challenging for many VC-backed companies to extend runway through debt financing, despite that being their preferred path. Elevated credit losses and declines in unscheduled early payoffs for growth venture debt providers may temper lender sentiment during 2023—a trend that will only become worse given the collapse of SVB. Higher leverage profiles against backdrop of elevated interest rates will lead to dilutive fund raises.
(4) Increasingly Structured Minority Equity Financings	Structured financings solve multiple issues for investors; they help bridge the valuation expectation gap between buyers and sellers, reduce downside risk given the macro backdrop, and partially finance transactions in an expensive debt environment.
5 Bifurcation of Exit Outcomes	 Increasing number of companies that "need" to transact given the slowdown in growth funding; this will result in lower multiple outcomes for subscale, cash-burning companies or an increase in stock for stock mergers between private companies to drive scale and synergies. Companies with strong cash balances and profitable profiles are well positioned to either hold out for premium exit multiples or become a more active and opportunistic acquirer for companies that hit a funding wall.

PropTech Public Company Performance

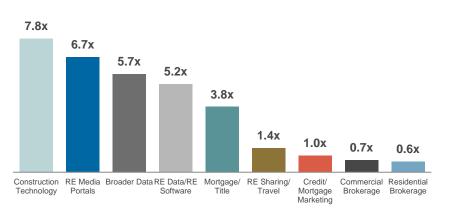
LTM Share Price Performance



Public PropTech Ecosystem

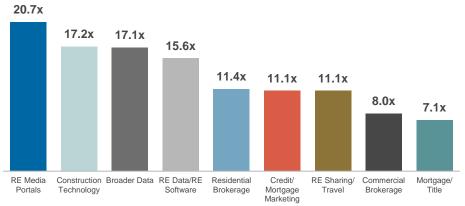


PropTech Public Company Valuation

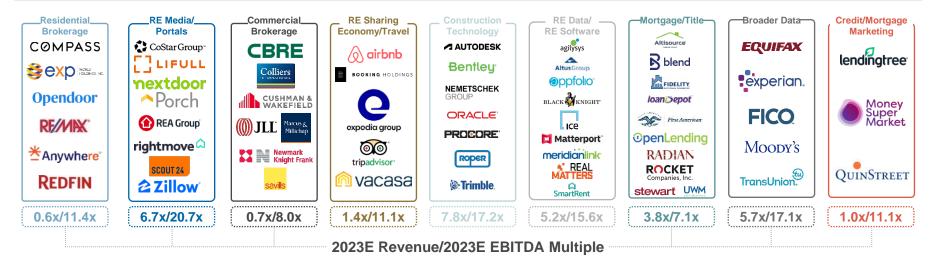


Enterprise Value/2023E Revenue

Enterprise Value/2023E EBITDA



Public PropTech Ecosystem



Appendix

Houlihan Lokey Advises BoomTown on Its Sale to Inside Real Estate

Transaction Overview

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BoomTown!	ţ
has been acquired by	
finside real estate	
Sellside Advisor	

Houlihan Lokey acted as the exclusive financial advisor to BoomTown on its sale to Inside Real Estate.

- On January 20, 2023, BoomTown announced that it has been acquired by Inside Real Estate.
- BoomTown is the leading end-to-end residential real estate technology platform for high-producing agent-teams and brokers, enabling a seamless workflow from lead to close.
- The transaction will create an industryleading provider of residential real estate software and services across product and customer segments.

Select Transaction Commentary

"Joining Joe and the talented Inside Real Estate team enables us to continue on our combined mission to serve the real estate industry with world-class technology and services. With a clear vision for the future, we look forward to accelerating the pace of innovation to fuel our clients' growth and success.



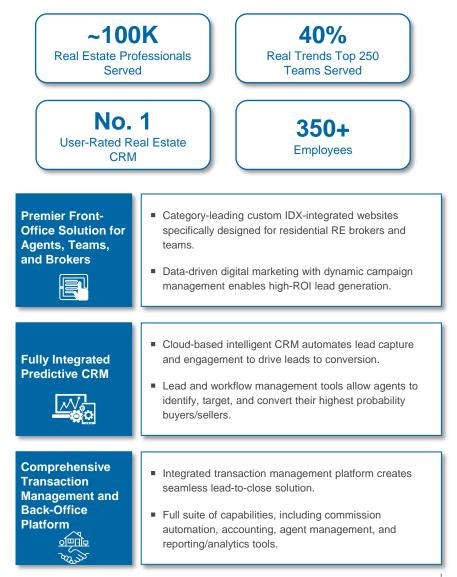
I'm thrilled to welcome BoomTown to the Inside Real Estate family! Our companies share a common DNA that is focused on driving real results for every client, every day. Together, we will deliver an unmatched experience for every user, from single agents to top-performing teams and mega teams, to robust national enterprise brands.



CEO, Inside Real Estate

Joe Skousen,

BoomTown Highlights

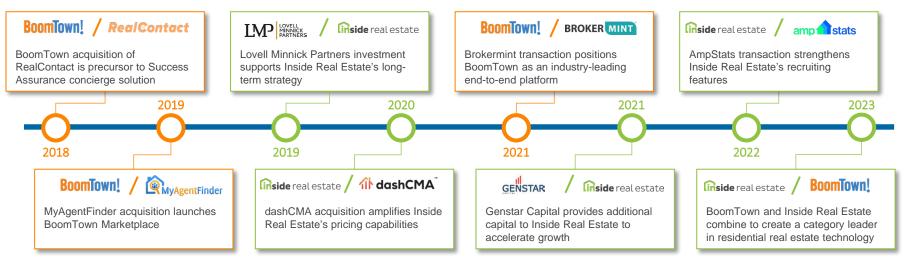


Houlihan Lokey Advises BoomTown on Its Sale to Inside Real

Estate (cont.)

BoomTown!	Finside real estate Combine to Create a Category Leader in RRE Technology	
No. 1 Front-Office Experience	The combined technology will deliver an enhanced and elevated front-office experience that supports every type of user—from single agents to top-performing teams and mega teams, to top brokerages and enterprise brands in growing their businesses.	
First Complete and Modern Back- Office Suite	 Together, the company's combined portfolio of back-office solutions, including CORE BackOffice, Brokermint, and Inside Real Estate's recently acquired AmpStats, will provide the foundation for the industry's most innovative, modern, and complete back-office solution. 	
Leading Marketplace and Tech Partner Ecosystem	Inside Real Estate's marketplace of leading add-on services and solutions, including the PropertyBoost listing promotion and lead generation tool, will continue to expand and be paired with a new Preferred Partner program, unlocking additional value and differentiation for customers through a vetted network of premium, tightly integrated partner solutions.	
Industry-Leading Home Ownership Solutions	Inside Real Estate will continue to invest heavily in the first integrated lifetime homeownership platform, CORE Home. The technology, paired with smart affiliated services solutions and branded for Inside Real Estate's customers, will place brokers and agents at the heart of the consumer relationship.	

The Growth of a Category-Leading Platform



Highly Active Global PropTech Team

U.S. PropTech Team Leader in PropTech Advisory TRAVEL CHAPTER **Chris Gough BoomTown!** 🜟 StarRez unacast. **GEOPHY** ShowingTime Managing Director a portfolio company of 415.273.3696 has been acquired by has received a strategic growth has been acquired by has received funding from eci has been acquired by investment from Chris.Gough@HL.com WALKER & has been acquired by **2** Zillow CAMBER CREEK VISTA **inside** real estate DUNLOP iCG **Rip Furniss** Senior Vice President 646.259.7483 % remine propertybase^C Rip.Furniss@HL.com slingshot EOS Universal CIS ENGEL&VÖLKERS a portfolio company of has been acquired by PSG has received a majority investment has acquired has been acquired by MLS Technology Holdings, LLC has received an investment from Pat Hagerty has been acquired by FMLS LMP 11 WORKWAVE Vice President team work space PERMIRA LONE WOLF MAM 646.259.7528 HEARTLAND MLS Pat.Hagerty@HL.com LONE WOLF ShowingTime 🔷 TURNKEY CI OUDVIRGA PROPSTREAM linside real estate TECHNOLOGIES **European PropTech Team** VACATION RENTALS has acquired has received a majority recapitalization from has been acquired by has been acquired by has been acquired by has received a strategic investment from **///**stewart n vacasa SHOWING LMP //stewart STONE POINT CAPITAL Dominic Orsini SERVICE Managing Director +44 (0) 161 240 6447 Dominic.Orsini@HL.com RealCapital Markets SKYSLOPE" zipLogix thinkproject! has been acquired by Mark Fisher has a majority interest acquired by LIGHTBCX has been acquired by has been acquired by has been acquired by has been acquired by Managing Director a portfolio company of +44 (0) 20 7907 4203 FIDELITY LONE WOLF LMP MFisher@HL.com SILVERLAKE FIDELITY TECHNOLOGIES TA ASSOCIATES Battery

*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. Tombstones included herein represent transactions closed from 2016 forward.

Integrated Team Built to Advise Modern FinTech Platforms

Houlihan Lokey **Primary FinTech Leadership Team**



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Managing Director

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Managing Director

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Paul Tracev Managing Director London PTracey@HL.com





Chris Gough

Managing Director

San Francisco

Chris.Gough@HL.com



Chris Pedone Managing Director New York CPedone@HL.com

Additional Senior Industry Coverage Bankers With End Market and Business Model Expertise



Lawrence Guthrie Managing Director Specialty Finance

Christian Kent Ward Managing Director Sr. Vice President **Financial Services** Financial Services

Sam

Glen Kruger Managing Director

Walsh Managing Director Technology Technology

Kevin

Rip Furniss Sr. Vice President Technology



Phil

Managing Director

Global Head of

Technology





Senior Advisor

Chairman of European

Technology





Carter Managing Director Technology

Cotterell Sr. Vice President Technology

Houlihan Lokey 17

Tara

A Global Leader in Technology Advisory

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

309

MANAGING

DIRECTORS⁽²⁾

Key Facts and Figures



~2,000 TOTAL FINANCIAL

PROFESSIONALS⁽¹⁾

2,000+

CLIENTS SERVED ANNUALLY

\$6.2B MARKET CAPITALIZATION⁽¹⁾ **\$1.8B REVENUE**⁽³⁾

Expertise in High-Growth Technology Sectors

Significant experience and expertise across vertical and horizontal business management software, HCM, property tech, tech-enabled services, UCaaS, industrial tech, data and analytics, fintech, adtech, and cyber

2022 M&A Advisory Rankings **All Global Technology Transactions**

	Advisor	Deals
1	Houlihan Lokey	116
2	Goldman Sachs & Co	106
3	Morgan Stanley	79
4	Rothschild & Co	76
5	JP Morgan	75
Source: Refinitiv, Excludes accounting firms and brokers.		

Global Tech Coverage and Knowledge

Our global footprint with offices in key M&A markets in the Americas, Europe, Middle East, and Asia-Pacific gives us integrated coverage, while our local roots mean that we have a strong understanding of the markets we cover

15 technology offices globally

200+ technology-focused bankers

40+ technology-focused managing directors

Broad and Deep Investor Coverage

20+ senior officers dedicated to the sponsor community in North America and Europe

Coverage of 1,000+ private equity firms, 250+ credit funds, and 75+ family offices

Database and deal experience on financial sponsor preferences and behaviors

Houlihan Lokey's Capital Markets Group comprises 90+ dedicated professionals across 11 offices in five countries that raised approximately \$25 billion in capital over the past two years

Our Tech M&A Team Is No. 1 Globally With Unparalleled Reach

Americas

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

Europe and Middle East

Amsterdam	Milan
Antwerp	Munich
Dubai	Paris
Frankfurt	Stockh
London	Tel Av
Madrid	Zurich
Manchester	
100 C 100	

200+

TECHNOLOGY

BANKERS

olm

Asia-Pacific

eijing	Nagoya
ukuoka	Osaka
urugram	Shanghai
o Chi Minh City	Singapore
ong Kong SAR	Sydney
umbai	Tokyo

No. 1 GLOBAL TECH M&A ADVISOR*

LOCATIONS WORLDWIDE

37

Local Technology Team

TECH MANAGING DIRECTORS

40+

116 TECHNOLOGY DEALS IN CY22

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