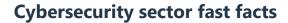




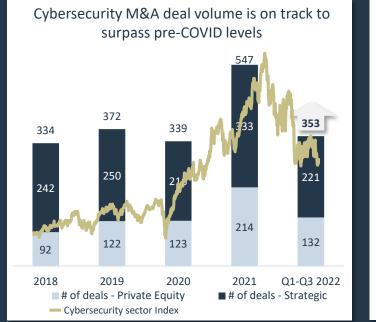
Cybersecurity

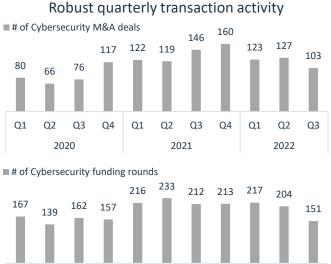
Sector Update – Q3 2022

SPECIALIST INDEPENDENT M&A AND FUNDRAISING ADVISER TO FAST-GROWING TECHNOLOGY BUSINESSES



Global Cybersecurity M&A and fundraising activity holds out against macroeconomic uncertainty and continues in line with long-term trends







-13% +22% Volume vs 2021 Volume vs 2020

Public cybersecurity stocks have reset at lower levels but continue trading at a significant premium compared to the broader tech market

03

2020

Q4

01

Q2

2021

Q3

Q4

01

Q2

2022

03

+61.5% 3-year cybersecurity index performance vs +35.5% of the NASDAQ **4.9x** 2022E rev Cybersecurity peer group median valuation

01

02

8.6X 2022E rev Top Quartile valuation +34.4% Top Quartile growth 21-22E 3.6X 2022E rev Bottom Quartile valuation +6.1% Bottom Quartile growth 21-22E



Cybersecurity is one of the few sectors defying current macroeconomic headwinds

- Is the Cybersecurity sector and related deal activity recession-proof? We believe so. Enterprises must continue investing in cyber defences to protect against an increasingly sophisticated threat landscape. Consequently, M&A and fundraising deal activity remains strong and publicly listed cybersecurity companies continue to trade at a significant premium to broader tech market peers
- The first three quarters of the year 2022 recorded 353 M&A deals and it is on track to surpass pre-COVID levels. Vendor platform consolidation, largely backed by Private Equity, is a major driver behind sustained deal activity
- \$15.4bn of VC money was invested in the sector globally across 572 deals in the first three quarters of 2022. Transaction volume was down -13% vs the first three quarters of 2021 but up +22% vs the same period in 2020
- Specialised cybersecurity-focused venture capital funds raised over £2.2bn in 2022 and are eager to deploy. Recent examples include: Paladin, \$372m; SYN Ventures, \$300m; Ten Eleven, \$600m; YL Ventures, \$400m; Cyberstarts, \$200m; Ballistic Ventures, \$300m

Cybersecurity deal activity fuelled by Private Equity

- In the US, the sector was subject to several large take-private transactions, such as Thoma Bravo's acquisition of enterprise identity security company SailPoint for \$6.9bn, or Turn/River's acquisition of network security specialist Tufin for \$570m (both in April 2022)
- Given the supressed public market environment, Private Equity also provided a more attractive exit alternative to existing shareholders than the IPO route, e.g. KKR's acquisition of diversified enterprise security specialist Barracuda for \$3.9bn (April 2022)
- In Europe, Vitruvian acquired Swedish based cybersecurity risk and vulnerability management company Outpost24 in July 2022 and newly-formed alternative investment strategist SGT Capital Group acquired Germany-based hardware security appliances and compliance software provider Utimaco in June 2022
- Private equity also injected much needed growth fuel into later-stage scale-up companies in Europe, e.g BlackRock-backed \$250m investment in Swiss-based storage management and personal backup services provider Acronis, or TA Associates' new funding for Germany-based cloud security and compliance SaaS provider HornetSecurity, alongside existing investors PSG and Verdane

Robust sector fundamentals, sticky business models and a fragmented market landscape drive continuous deal activity

- As malicious actors are taking advantage of uncertain times, protection of mission critical data, applications and infrastructure from cyber attacks remains a board-level investment priority for public and private organisations – despite the uncertain economic outlook
- Vendors are seeking to consolidate security functions into single platforms to offer more packaged solutions, leading to sustained strategic acquisition interest. Private Equity is a significant enabler behind these buy-and-build strategies

Cybercrime is taking advantage of significant geopolitical and economic uncertainty

Cyber threat is now seen as the dominant risk to business – ahead of the pandemic, economic downturn, skills shortages¹

- Uncertainty is fuelling cybercrime. The Ukraine war, supply chain disruptions, economic uncertainty and political instability all provide fertile ground and new incentives for malicious threat actors, ranging from private criminal groups to state-backed hackers. This also includes retaliatory attacks against western sanctions, targeting critical industries, particularly the energy and financial sectors
 - Hiscox Cyber Readiness Report 2022 shows that 48% of companies reported a cyber attack in the past 12 months
 - According to IBM's Cost of a Data Breach Report, the average data breach cost has surged 13% from 2020 to 2022 to \$4.35m, excluding the cost of reputation, brand, employees' morale; 83% of all surveyed organisations experienced more than one breach
- The financial industry remains the number one target for hacking attacks:
 - Malware attacks increased globally by 11% in H1 2022, but doubled for financial institutions. In the same period, ransomware attacks dropped 23% worldwide, but rose by 243% against financial targets
 - Norway's world's largest sovereign wealth fund has confirmed that hacking attempts against the organisation doubled in the past two to three years. It suffered about 100,000 cyber attacks a year, of which it classified more than 1,000 as serious
- The continually growing threat exposure and relentless need of organisations to harden security protection will continue to drive capital allocation towards the cybersecurity sector

Binance hit by \$100 million blockchain bridge hack

techradar.

Insurance giant AON hit by cyberattack

BLEEPING COMPUTER

Revolut hack exposes data of 50,000 users,

fuels new phishing wave

FINANCIAL TIMES Norway's oil fund warns cyber security is top

concern

WREUTERS Ukraine defence ministry website, banks, knocked offline

Readiness Report 2022: Sources: IBM.

Revisiting cybersecurity spend drivers: the arms race between good and bad is heating up

Effective Cyber protection is now regarded as a significant competitive advantage. Security has become a major focus at board level of public and private organisations and an area of ongoing strategic investment

Threat sophistication

- Increasing frequency and complexity of attacks from a constantly evolving threat landscape
- Continuous responsiveness required through deployment of behavioural analytics and AI, complementing traditional/legacy security solutions
- Need for 'Defence in Depth' covering technology, operations and people

Attack surface expansion

- Extensive use of cloud applications by remote staff, customers, suppliers and distributors has multiplied the attack vectors and vulnerabilities across complex, interconnected IT supply chains
- Exponential growth in connected low security IoT devices is adding to a rapidly growing attack surface

Digital transformation

- The pandemic has significantly accelerated digital transformation; as a consequence, critical functions of digitised economic activity now constitute a systemic risk, if subjected to concerted cyber attacks
- Cyber defences are an essential component for the functioning of a digitally transformed Industry 4.0

Regulation

- Governments adapt data protection policies and compliance requirements to cover a rapidly digitalising corporate world
- Invest in building a culture of security awareness across organisations (not just specialist teams)
- Ensure protection and safeguarding of critical national infrastructure

Explosive data growth

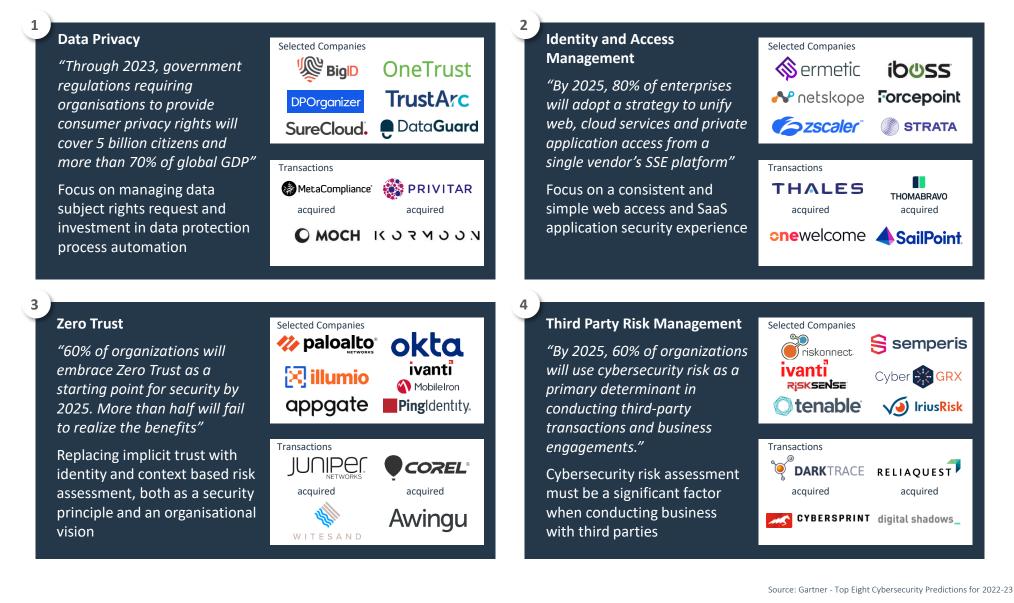
- Data creation doubles in size approximately every two years with a plethora of confidential and sensitive data stored in many disparate silos
- Privacy concerns, data loss prevention and data breach awareness continue to drive market demand for security solutions

Persistent skills shortage

- Highly competitive labour market for cyber talent; unemployment rate for cybersecurity professionals at zero
- Organisations increasingly invest in automation and orchestration to address cybersecurity tasks
- Outsourcing to specialised services providers (MSSPs) rather than onpremise deployment is accelerating

Review of Gartner's Top 8 cybersecurity predictions for 2022-23 (I/II)

Selected companies that benefit from these trends and shape the strategic cybersecurity landscape



ICON October 2022

Review of Gartner's Top 8 cybersecurity predictions for 2022-23 (II/II)

Selected companies that benefit from these trends and shape the strategic cybersecurity landscape



-



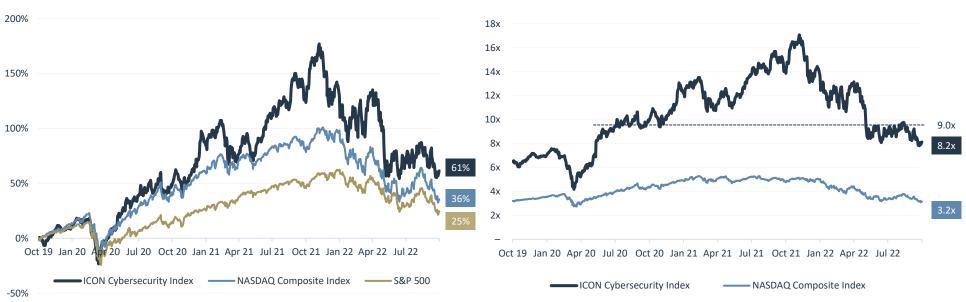
Public market activity





Public market valuation overview

Cybersecurity stocks continue to trade at significantly higher levels than the broader NASDAQ peer group



3 years cybersecurity price performance index

3 years TEV / LTM revenue multiples performance

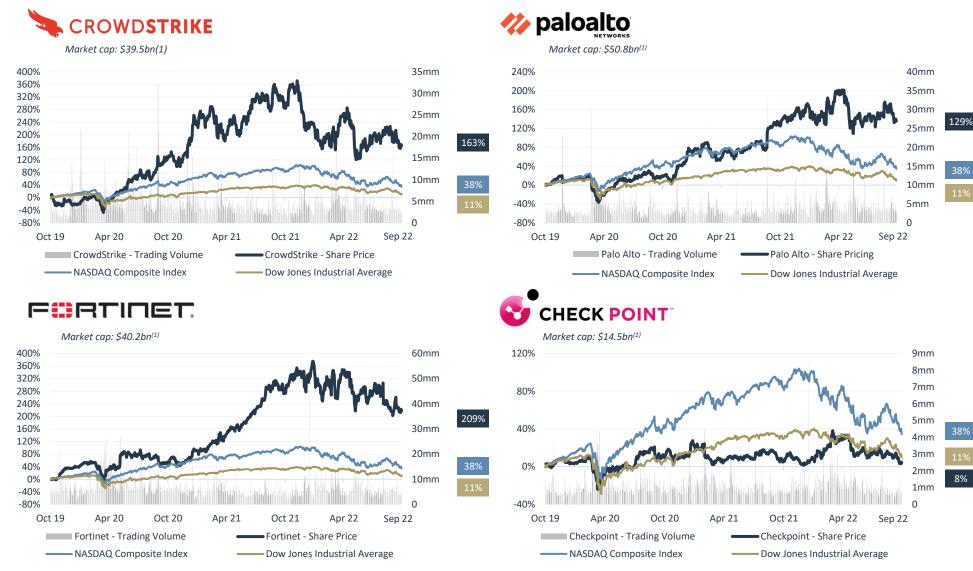
COMMENTS

- After an 18-month-long bull-run following the COVID-19 crash, cybersecurity public stocks have recently dropped in line with the broader tech market sell-off. Yet public listed cybersecurity companies continue to trade a significant premium compared to its NASDAQ peers
- Valuations appear to have stabilised to a level that is still 30% higher than pre-COVID. It remains unclear to what extent the reset in valuations
 will feed through to the private sector
- The downgrade in valuations has led to a large number of take-private transactions. Most recently Vista Equity offered to acquire KnowBe4 at a valuation of \$4.22 billion, which represents a premium of nearly 39% to KnowBe4's prior closing price on Sep 16
- Due to the uncertain public market outlook, IPOs have been put on hold but a large IPO pipeline continues to build:
 - There are now over 70 of cybersecurity unicorns and the number is growing steadily
 - Over 199 of companies have now raised at least Series C funding and will look to explore an exit to public markets
- Revenue growth continues to be the determining valuation factor. The most valuable stocks (Cloudflare, Zscaler, CrowdStrike, SentinelOne) are all growing at +40% p.a.

Select large cap cyber security stock performance

Large cap cybersecurity companies remain stable and show resilience to anticipated economic turmoil

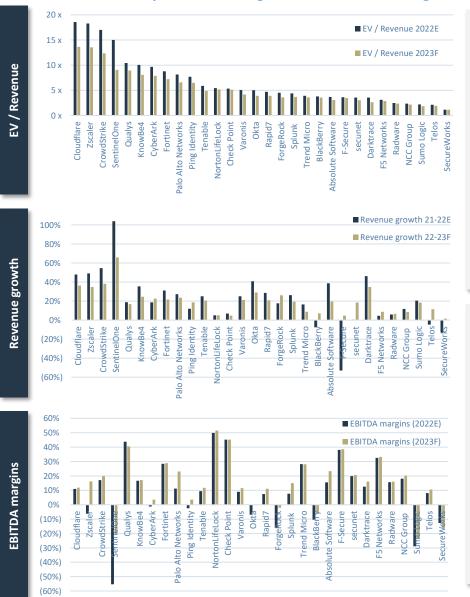
3-year large cap stock trading performance

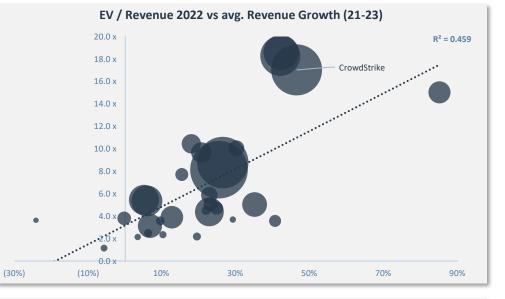




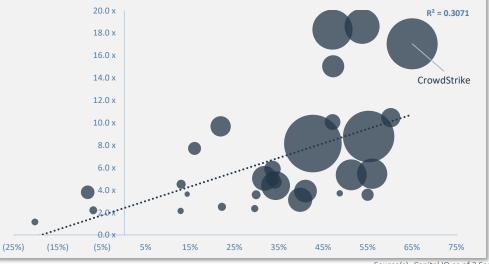
Revenue growth remains the major valuation driver for cybersecurity stocks

Even in the current market environment where profitability is a key investment criteria, growth remains the dominant valuation driver. Only if EBITDA margins reach above 40% (e.g. Qualys, Norton, Checkpoint) profitability becomes a dominant force









Source(s): Capital IQ as of 2 Sep 2022 Note(s): (1) Size of the bubble indicates USD market cap

lote(s): (1) Size of the bubble indicates USD market ca

Public comparables overview

Valuation summary

Company		Price								ue Multiples			Operating Statistics					
			% of 52	Market	Net	Enterprise	· · · · · · · · · · · · · · · · · · ·		EBITDA			Revenue Growth			EBITDA Margin			
	Vertical	(30-Sep-22)	Week High	Сар	Debt	Value	FY 2021A FY 2022E FY 2023F		FY 2021A FY 2022E FY 2023F			2020-21A 2021-22E 2022-23F			FY 2021A FY 2022E FY 2023F		FY 2023F	
ICON Cybersecurity Comparables																		
Cloudflare	Network Security	55.31	25.0%	18,112	(74)	18,037	27.5 x	18.6 x	13.6 x	n.m.	n.m.	n.m.	52.3%	47.9%	36.4%	(12.4%)	10.9%	11.9%
Zscaler	Cloud Security	164.37	43.7%	23,769	(686)	23,083	27.2 x	18.3 x	13.6 x	n.m.	n.m.	83.9 x	59.2%	49.0%	34.8%	(26.8%)	(6.2%)	16.2%
CrowdStrike	XDR	164.81	55.2%	38,463	(1,529)	36,934	26.3 x	17.0 x	12.3 x	n.m.	99.6 x	62.0 x	66.7%	54.6%	38.1%	(5.6%)	17.1%	19.9%
SentinelOne	XDR	25.56	32.5%	7,180	(1,190)	5,990	30.6 x	15.0 x	9.1 x	n.m.	n.m.	n.m.	119.2%	104.0%	65.9%	(126.8%)	(55.3%)	(20.5%)
Qualys	Vulnerability Analytics	139.39	85.9%	5,482	(376)	5,106	12.4 x	10.4 x	8.9 x	33.84 x	23.9 x	22.1 x	13.3%	18.9%	16.8%	36.7%	43.8%	40.5%
KnowBe4	Awareness & Training	20.81	70.5%	3,656	(301)	3,355	13.6 x	10.1 x	8.1 x	n.m.	60.6 x	47.3 x	40.8%	35.5%	24.6%	(0.6%)	16.6%	17.1%
CyberArk	IAM	149.94	74.3%	6,142	(373)	5,770	11.5 x	9.7 x	7.9 x	n.m.	n.m.	n.m.	8.3%	18.7%	22.5%	(12.7%)	(1.3%)	3.5%
Fortinet	Network Security	49.13	66.1%	39,153	(752)	38,400	11.5 x	8.8 x	7.2 x	52.6 x	30.8 x	24.9 x	28.8%	31.1%	21.6%	21.8%	28.4%	28.9%
Palo Alto Networks	Diversified	163.79	76.7%	49,008	381	49,389	10.3 x	8.1 x	6.6 x	n.m.	72.8 x	28.6 x	26.9%	27.2%	23.5%	(0.8%)	11.2%	23.0%
Ping Identity	IAM	28.07	92.3%	2,484	98	2,581	8.6 x	7.7 x	6.5 x	n.m.	n.m.	n.m.	22.9%	11.9%	18.7%	(20.1%)	(2.5%)	3.5%
Tenable	Vulnerability Analytics	34.80	54.7%	4,057	(88)	3,970	7.3 x	5.9 x	4.9 x	n.m.	62.3 x	41.3 x	22.9%	25.0%	20.5%	(3.5%)	9.4%	11.8%
NortonLifeLock	Consumer and SMB	20.14	65.1%	13,414	2,125	15,539	5.7 x	5.4 x	5.2 x	12.2 x	10.9 x	10.1 x	7.3%	5.1%	5.0%	46.9%	49.9%	51.6%
Check Point	Network Security	112.02	74.9%	14,049	(1,646)	12,402	5.7 x	5.4 x	5.1 x	13.3 x	11.8 x	11.3 x	4.9%	7.0%	4.8%	42.9%	45.3%	45.2%
Varonis	Data Security	26.52	39.1%	2,930	(469)	2,461	6.3 x	5.0 x	4.2 x	n.m.	56.0 x	36.1 x	33.3%	25.0%	21.2%	(22.5%)	9.0%	11.5%
Okta	IAM	56.87	20.9%	9,035	(89)	8,946	7.1 x	5.0 x	3.9 x	n.m.	n.m.	n.m.	54.8%	40.8%	29.1%	(45.4%)	(6.9%)	(0.0%)
Rapid7	Vulnerability Analytics	42.90	29.6%	2,564	676	3,239	6.0 x	4.7 x	3.9 x	n.m.	63.6 x	35.1 x	30.1%	28.5%	20.8%	(14.7%)	7.4%	11.1%
ForgeRock	IAM	14.53	38.0%	1,235	(296)	939	5.3 x	4.5 x	3.6 x	n.m.	n.m.	n.m.	38.6%	17.7%	26.0%	(15.5%)	(16.0%)	(2.2%)
Splunk	Data Security	75.20	42.6%	12,249	2,332	14,581	5.5 x	4.4 x	3.7 x	n.m.	57.6 x	24.5 x	17.7%	26.2%	19.2%	(36.7%)	7.6%	15.0%
Trend Micro	Cloud Security	54.04	85.5%	7,601	(1,633)	5,968	4.5 x	3.9 x	3.6 x	13.4 x	13.8 x	12.7 x	9.4%	16.5%	8.8%	33.9%	28.2%	28.1%
BlackBerry	Endpoint	4.74	42.2%	2,738	(115)	2,623	3.5 x	3.8 x	3.5 x	n.m.	n.m.	n.m.	(18.6%)	(7.5%)	7.0%	(8.3%)	(10.4%)	(5.6%)
Absolute Software	Endpoint	11.64	97.1%	601	213	815	5.1 x	3.7 x	3.1 x	50.6 x	23.7 x	13.3 x	41.1%	38.6%	19.5%	10.1%	15.6%	23.3%
F-Secure	Endpoint	2.41	77.5%	420	(24)	396	1.7 x	3.6 x	3.5 x	19.8 x	9.5 x	9.0 x	7.3%	(52.9%)	4.7%	8.6%	38.0%	38.5%
secunet	Cybersecurity services	181.02	30.4%	1,171	18	1,189	3.6 x	3.6 x	3.0 x	17.5 x	18.0 x	14.7 x	18.2%	0.5%	18.5%	20.5%	19.9%	20.5%
Darktrace	XDR	3.29	29.9%	2,157	(328)	1,829	5.2 x	3.6 x	2.6 x	n.m.	28.6 x	16.5 x	44.7%	46.2%	34.8%	5.0%	12.5%	16.0%
F5 Networks	Network Security	144.73	58.1%	8,657	(75)	8,582	3.3 x	3.1 x	2.9 x	13.5 x	9.6 x	8.6 x	8.7%	4.6%	8.8%	24.3%	32.5%	33.2%
Radware	Network	21.79	51.6%	977	(222)	755	2.6 x	2.5 x	2.3 x	26.6 x	15.9 x	14.7 x	14.6%	5.9%	6.5%	9.9%	15.6%	15.9%
NCC Group	Cybersecurity services	2.43	82.0%	769	95	864	2.6 x	2.3 x	2.2 x	17.2 x	12.9 x	10.6 x	10.7%	11.8%	8.5%	15.2%	18.1%	20.2%
Sumo Logic	Data Security	7.50	42.1%	942	(314)	628	2.6 x	2.2 x	1.8 x	n.m.	n.m.	n.m.	20.2%	20.4%	18.3%	(46.1%)	(28.9%)	(23.8%)
Telos	Network Security	8.89	30.7%	601	(108)	493	2.0 x	2.1 x	1.9 x	n.m.	26.5 x	18.1 x	34.7%	(4.7%)	11.5%	(15.6%)	8.0%	10.5%
SecureWorks	Cybersecurity services	8.05	33.9%	684	(148)	536	1.0 x	1.1 x	1.1 x	n.m.	n.m.	n.m.	(4.1%)	(13.0%)	1.6%	(1.9%)	(12.7%)	(16.2%)
Median							5.7 x	4.9 x	3.9 x	17.5 x	25.2 x	18.1 x	22.9%	19.7%	19.4%	-2.7%	11.1%	16.0%
Mean							8.9 x	6.7 x	5.3 x	24.6 x	35.4 x	26.0 x	27.8%	21.4%	19.9%	-4.7%	10.2%	15.0%

Source(s): Capital IQ Note(s): (1) As of 30 September 2022

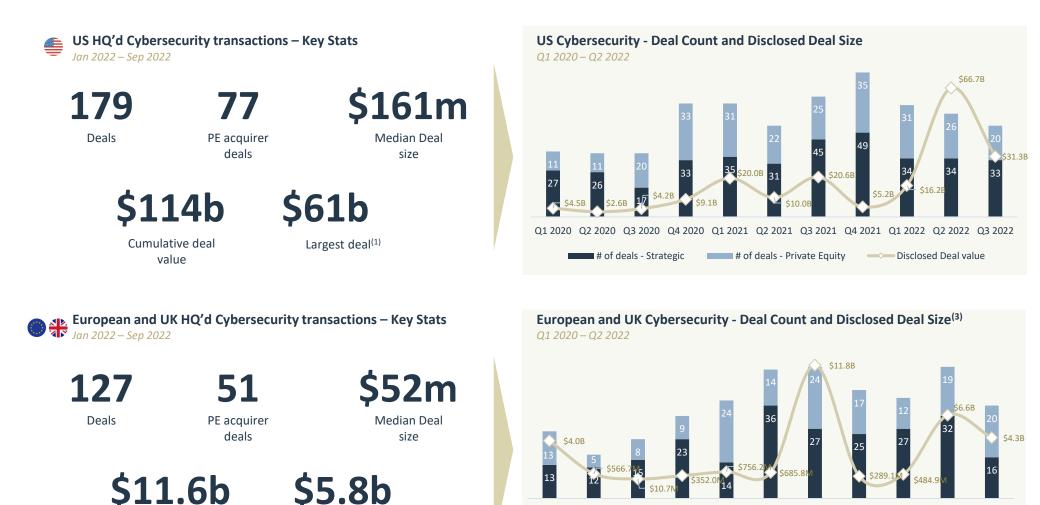


M&A and capital raising activity



M&A activity - snapshot

Overall M&A activity in line with previous quarters but lower than in record quarters Q3/4 2021



Q1 2020 Q2 2020 Q3 2020 Q4 2020 Q1 2021 Q2 2021 Q3 2021 Q4 2021 Q1 2022 Q2 2022 Q3 2022

of deals - Strategic # d

of deals - Private Equity — Disclosed Deal value



Cumulative deal

value

Largest deal⁽²⁾

Recent European M&A highlights in 2022

US strategic acquirers continue to be very active



- Date: 12/07/2022
- Valuations: n.a.
- Transaction: Acquisition
- Target description: On-demand security risk and compliance management platform designed for identifying and managing cybersecurity threats and vulnerabilities





Hardware Security Appliances & Compliance Software

- Date: 01/06/2022
- Valuation: \$450m
- Transaction: Acquisition
- Target description: On-prem and cloud-based hardware security appliances and compliance software intended for telecommunication, governments and corporations



- Date: 01/03/2022
- Valuation: \$54m
- Transaction: Acquisition
- Target description: Cybersecurity compliance platform designed for attack surface management

THALES

acquired



- Date: 17/05/2022
- Valuation: \$127m
- Transaction: Acquisition
- Target description: Pure-play MSSP, with more than 400 security experts and a global MultiSOC. Maxive was created in 2020 as a holding company that combined two MSSPs, S21sec and Excellium

Notable Cybersecurity M&A transactions 2022 YTD

Jan 2022 – Sep 2022

Date	Acquirer	Target	Target company description	EV (\$m)	EV / Rev	Date	Acquirer	Target	Target company description	EV (\$m)	EV / Rev
20 Sep	CROWDSTRIKE	Reposify	External surface management solution, which identifies, manages, and defends an organisation's digital assets	-	n.a.	27 Apr	VECTOR CAPITAL	WatchGuard	Designs, develops, and manufactures network security products	-	n.a.
03 Aug	THOMABRAVO	Ping Identity*	Offers intelligent, cloud-based identity solutions for companies and government organisations	2,796.3	9.1x	12 Apr	KKR	Barracuda	Designs and develops security and data protection solutions	3,800.0	n.a.
13 Jul		Outpost24	Security risk and compliance management platform for identifying and managing cybersecurity threats and vulnerabilities	-	n.a.	11 Apr	Kaseya	datto	Provides cloud-based software and technology solutions for delivery through the MSP channel	6,028.4	9.4x
12 Jul	THALES	cne welcome	Cloud-based identity and access management platform	100.6	7.7x	11 Apr	THOMABRAVO		Provides enterprise identity security solutions	7,051.2	15.2x
01 Jun	RELIAQUEST	digital shadows_	Cyber threat protection platform designed to minimise digital risk and improve cyber situational awareness	160.0	6.4x	06 Apr	T U R N/ _{R I} V E F	, tufın	Software-based solutions that help organisations visualize, define and enforce a unified security policy	488.8	4.2x
23 May	PARSONS	Xator	Biometrics and identity management solutions services to the government and its support contractors	400.0	n.a.	05 Apr	🚸 SysGroup	_{- E} Truststream	Operates as an information security consulting company	10.3	2.5x
05 May	DATADOG	Hdıv	Develops security software to provide protection against security bugs and design flaws	-	n.a.	29 Mar	LIBERTY Strategic Capital	7 ZIMPERIUM	Mobile threat defence platform designed to detect and protect organizations from mobile cyberattacks in real-time	525.0	n.a.
03 May	lexisNexis	BehavioSec	Provides an advanced behavioural biometrics technology	140.0	17.5x	15 Mar	() SentinelOne		Operates as an identity security and lateral movement protection company	616.5	n.a.
29 Apr	SABANCI	Radiflow	Automated cyber risk management and threat detection platform intended to protect critical industrial networks	88.2	n.a.	15 Mar	TAASSOCIATES	VERACODE	Develops application security testing software solutions	2,500.0	9.9x
27 Apr	synopsys*	ONTT Security	Application security testing SaaS	307.3	1.5x	08 Mar	Google	MANDIANT	Provides incident response, threat intelligence, automated response, and managed security solutions	5,357.1	11.1x



Funding activity - snapshot

Recent activity levels point to a stable funding environment after the post Covid-19 catch-up



263 Funding rounds



\$1.2bn Largest deal⁽¹⁾

\$10bn Cumulative deal value

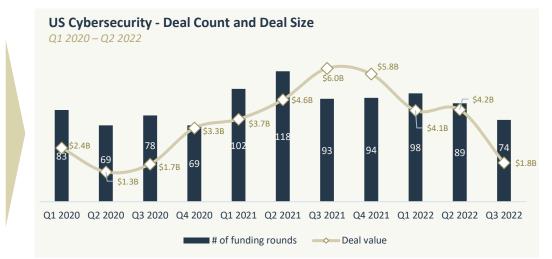
European and UK Cybersecurity transactions – Key Stats

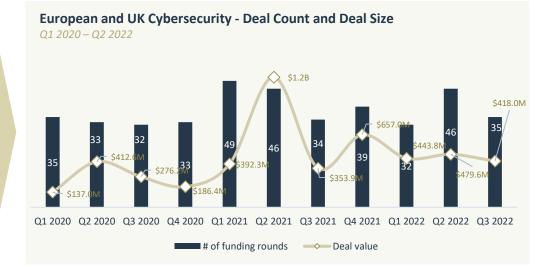
114 Funding rounds 257





Cumulative deal value





Source(s): ICON Analysis, Pitchbook

Note(s): (1) 28th April: Securonix raised \$1.16b (Series D) from Vista Equity Partners, Capital One Ventures, Snowflake Ventures, Verizon Ventures, Wipro Ventures, Volition Capital, Eight Roads (2) 26th July: Acronis raised \$250m (Growth) from BlackRock





Recent European fundraising highlights in 2022

Multiple high profile fundraises

Data Guard							
Raised \$61m from							
ONE PEA	K Morgan Stanley						
Kreos Capital							
Data privacy and compliance software							



- Date: 22/09/2022
- Deal type: Series B
- Raised to date: \$83m
- Post money valuation: n.a.
- Target description: The company's platform audits customer personal data flows, creates process documentation, processes and documents data breaches

Acronis Raised \$250m from

BlackRock

Fraud Detection Platform

- Date: 26/07/2022
- **Deal type:** Growth Funding
- Raised to date: \$673m
- Post money valuation: \$3.5bn
- Target description: Provider of storage management and personal backup services intended to offer hybrid cloud data protection

- **Date**: 04/04/2022
- **Deal type:** Series A
- Raised to date: \$100m
- Post money valuation: \$1.6bn
- Target description: Developer of digital security and privacy solutions intended for individuals and businesses



Data Privacy

CREANDUM

Crew Capital

Date: 19/04/2022

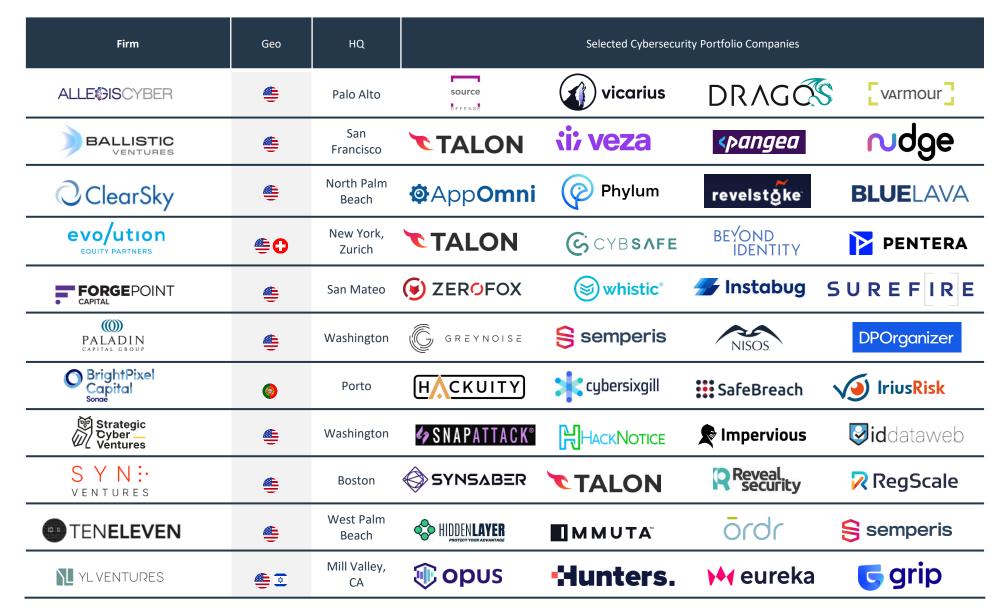
- **Deal type:** Series B
- Raised to date: \$108m
- Post money valuation: n.a.
- Target description: Developer of fraud detection software designed to detect and stop fraud in real-time through transactional data analysis

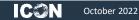
Source(s): ICON Analysis, Pitchbook, Capital IQ



Overview of specialised cybersecurity funds

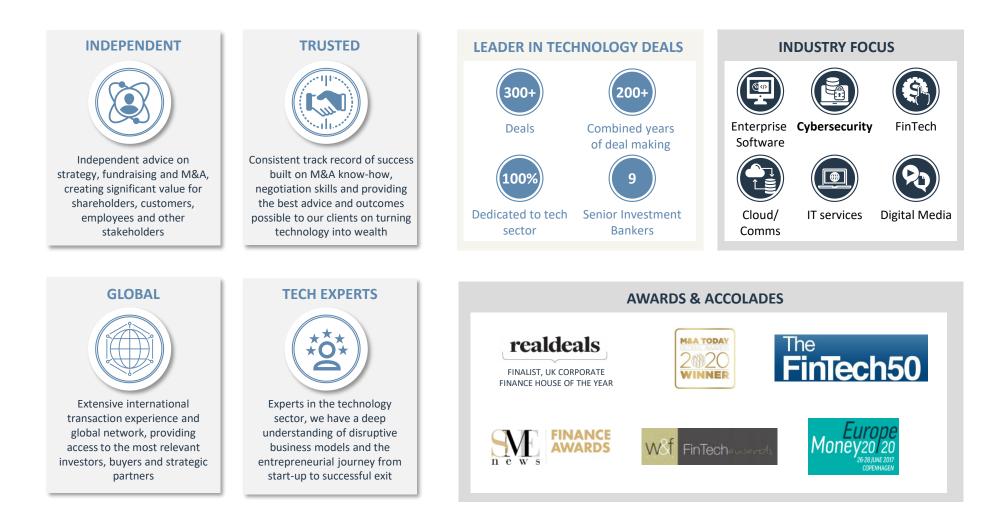
Several specialised cybersecurity funds are providing venture capital for high growth cyber businesses





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