Transformation of Business Process Outsourcing

Business Models, Technology Enablement and M&A Themes in the Growing and Fragmented BPO Sector
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1. Executive Summary
A decade ago, business process outsourcing (BPO) was a term that many may have associated with an outsourced call centre, somewhere in India. The sector has come a long way since then and covers most white-collar functions in the value chain.

The transformation of BPO means that the sector now encompasses all types of business models, from back office administration to middle office international expansion services. Clients include small and medium sized enterprises (SMEs), not only large multinationals. Most SMEs do not have the resources in-house to manage their back office responsibilities efficiently.

BPO providers are actively seeking means of better serving their clients while reducing the cost of providing services. Advances in technology have facilitated the creation of new business models, often revolutionising the method of service delivery e.g. virtual contact centres where agents work from home or SaaS (Software as a Service).

The low growth environment since the economic downturn has forced client firms to focus on margin enhancement, resulting in a greater willingness to outsource non-revenue producing functions to outside providers offering cost savings through economies of scale.

Nevertheless, lowering fixed costs and reducing in-house capital expenditure are no longer the only reasons for outsourcing. Clients are looking for value-added outsourced solutions to increase productivity and reduce complexity in their own core business. This shift in mentality continues, industry by industry.

For example, commercial terms in some outsourcing contracts are drafted to ensure that both the client and the BPO provider have “skin in the game” through risk and reward sharing. Clients see the benefits of “partnering”, incentivising their provider to deliver tangible added value.

Attractive acquisition targets typically have a differentiated value proposition. BPO providers that ‘own’ their proprietary work flow can command high profit margins and enjoy longstanding client relationships.

Information technology outsourcing (ITO) is seen by many as the largest BPO subsector. However, for the purposes of this report, Baird has chosen to discuss the six subsectors below with a focus on European and North American market trends:

- Finance & accounting (F&A) services, outsourced fund administration and fiduciary services
- Governance, risk and compliance (GRC) services
- Human resource outsourcing (HRO)
- Outsourced customer care (OCC)
- Legal process outsourcing (LPO)
- Insurance related outsourcing

**Selected Global BPO Market**

(represents ~$150bn in annual revenue)

<table>
<thead>
<tr>
<th>Service</th>
<th>Revenue</th>
</tr>
</thead>
<tbody>
<tr>
<td>F&amp;A</td>
<td>$25</td>
</tr>
<tr>
<td>GRC</td>
<td>$10</td>
</tr>
<tr>
<td>HRO</td>
<td>$40</td>
</tr>
<tr>
<td>OCC</td>
<td>$55</td>
</tr>
<tr>
<td>LPO</td>
<td>$3</td>
</tr>
<tr>
<td>Insurance</td>
<td>$20</td>
</tr>
</tbody>
</table>

**EXAMPLE CLIENT FUNCTIONS THAT CAN BE OUTSOURCED**

<table>
<thead>
<tr>
<th>Back Office</th>
<th>Middle Office</th>
<th>Customer Facing</th>
</tr>
</thead>
<tbody>
<tr>
<td>Analytics / Data Management</td>
<td>Employee Benefits</td>
<td>Risk and Compliance</td>
</tr>
<tr>
<td>Finance and Accounting</td>
<td>Fund Administration</td>
<td>Supply Chain / Procurement</td>
</tr>
<tr>
<td>Payroll</td>
<td>Recruitment</td>
<td>International Expansion</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Sales and Marketing</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Technical / Customer Support</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Insurance Claims Management</td>
</tr>
</tbody>
</table>
1.2. How large is the global market for each subsector?

The global BPO industry is currently valued at almost $1 trillion, where information technology outsourcing (ITO) and other IT services account for ~$500 billion. For this report, we focus on the subsectors below, totalling ~$150 billion in annual revenue. This represents revenue for BPO providers and also includes revenue generated from specialist services that were not necessarily conducted in-house before they were outsourced / purchased by clients.

<table>
<thead>
<tr>
<th>BPO Subsector</th>
<th>Typical / Example Services</th>
<th>Global Outsourced Market / 5 Year Forecast CAGR</th>
<th>Outsourcing Penetration of Selected Functions</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Finance &amp; Accounting (F&amp;A) Services, Outsourced Fund Administration and Fiduciary Services</strong></td>
<td>Financial &amp; accounting (F&amp;A) services</td>
<td>~$25bn</td>
<td>~10%</td>
</tr>
<tr>
<td></td>
<td>Financial reporting, payroll, accounting and tax services</td>
<td></td>
<td>General Accounting</td>
</tr>
<tr>
<td></td>
<td>Fund administration, valuation, compliance with AIFMD</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>International expansion services for corporates</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Governance, Risk and Compliance (GRC) Services</strong></td>
<td>Governance, risk and compliance (GRC) services</td>
<td>~$10bn</td>
<td>~20%</td>
</tr>
<tr>
<td></td>
<td>Third party / supply chain risk management</td>
<td></td>
<td>GRC Technology</td>
</tr>
<tr>
<td></td>
<td>Policy and procedure management</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Risk and compliance software</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Human Resource Outsourcing (HRO)</strong></td>
<td>Human capital management services</td>
<td>~$40bn</td>
<td>~10%</td>
</tr>
<tr>
<td></td>
<td>Payroll and benefits administration</td>
<td></td>
<td>Recruitment Process</td>
</tr>
<tr>
<td></td>
<td>Managed services providers (MSP)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Recruitment process outsourcing (RPO)</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Outsourced Customer Care (OCC)</strong></td>
<td>Customer relationship management (CRM) services</td>
<td>~$55bn</td>
<td>~5%</td>
</tr>
<tr>
<td></td>
<td>Contact centres (technical support, sales, marketing)</td>
<td></td>
<td>Customer Interaction</td>
</tr>
<tr>
<td></td>
<td>Customer loyalty programmes / database management</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Order management, fulfilment and logistics</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Legal Process Outsourcing (LPO)</strong></td>
<td>Specialist services for corporations and law firms</td>
<td>~$3bn</td>
<td>~20%</td>
</tr>
<tr>
<td></td>
<td>Legal research / contract review</td>
<td></td>
<td>LPO by Law Firms</td>
</tr>
<tr>
<td></td>
<td>eDiscovery and litigation case support</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Onsite data collection / document management</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Insurance Related Outsourcing</strong></td>
<td>Support services to insurers and their customers</td>
<td>~$20bn</td>
<td>~10%</td>
</tr>
<tr>
<td></td>
<td>Insurance claims management</td>
<td></td>
<td>Telematics Insurance</td>
</tr>
<tr>
<td></td>
<td>Telematics / fleet management</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Data analytics / electronic policy processing</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Source: Baird, HfS Research, Sandler Research, IDC, Forrester Research, Thomson Reuters, Solera Holdings.

Note: Some overlap in market sizes exist e.g. outsourcing of the payroll function is included in both F&A and HRO.

OVERALL MARKET GROWTH TRENDS

There are multiple drivers of growth for the overall BPO market. Growth still continues in standardised back office services where BPO providers are leveraging technology to reduce their cost of service delivery. The strongest growth rates, often double-digit, are being seen in subsectors representing higher value, transformational activities.

- **Secular trend to outsourcing** – over 70% of relevant services are performed in-house by clients, which translates to an outsourced penetration rate of under 30%; a large untapped opportunity for BPO providers, particularly in developed economies such as Germany where there is a relatively low level of outsourcing.

- **Lower costs** – it is inefficient for clients to replicate specialised functions in-house that need significant fixed costs and capital expenditure; cheaper instead to transform the function into a variable expense by outsourcing.

- **Focus on core business** – clients are continuing to restructure their non-core business operations since the economic downturn to free up internal resources and management time on achieving their core strategic goals.

- **Scalability and labour flexibility** – outsourcing allows a company the ability to better match resources with demand, reducing the need for short term staffing and training and the costs associated with peak capacity.

- **Increasingly complex regulatory environment** – rapid regulatory change in recent years has moved clients toward the use of third party service providers with specialist expertise to ensure compliance with new rules.

- **Service offerings in their infancy** – much of the BPO services market is in its infancy relative to the OCC subsector, representing significant growth potential as clients begin to realise the value of other newer services.

- **New public sector BPO** – inefficiencies and deficits in the public sector driving new outsourcing opportunities.
1.3. What is driving M&A and consolidation in the sector?

The BPO sector has seen significant M&A volumes from both corporate acquirers and private equity firms. This is expected to continue given the fragmented nature of the global industry and increasing demand from multinational clients and SMEs for more sophisticated, value-added services across their entire value chain.

In addition, blue-chip clients that already outsource selected functions are continually looking to prune their vendor lists. This has pushed larger BPO providers towards a more diversified service offering, increasing their wallet share of major clients. M&A transactions can be the most effective way of enhancing capabilities to secure the larger, multisite contracts.

Large BPO corporates have been acquiring targets to gain:

- Additional capabilities for a broader service offering and / or one-stop-shop solution
- Exposure to higher growth end market verticals
- Wider geographic coverage to provide a more global service
- Economies of scale to reduce proportion of fixed costs
- New clients to reduce customer concentration

Private equity firms have been attracted to some of the following BPO sector attributes:

- Underlying market growth and secular trend to outsourcing
- Recurring revenue through multiyear client contracts
- High cash conversion and / or negative working capital with efficient service delivery
- Scalable business models leveraging technology
- Scope for buy-and-build and creation of global platforms

Corporate client spin-offs were the start for some of today’s largest BPO providers. For example, off-shore BPO provider Genpact was spun off by General Electric to US private equity firms General Atlantic and Oak Hill in 2004 for $500m.

Private equity firms have been:

- Underlying market growth and secular trend to outsourcing
- Recurring revenue through multiyear client contracts
- High cash conversion and / or negative working capital with efficient service delivery
- Scalable business models leveraging technology
- Scope for buy-and-build and creation of global platforms

We have analysed 220 M&A transactions, primarily in Europe and North America, since 2009 where the targets typically had an EBITDA over €5m. These companies had an average EBITDA margin of 22%.

The most notable trend coming out of our 5 year M&A analysis is that an increasing proportion of targets were technology enabled service providers or used a SaaS delivery model.

M&A valuation levels vary considerably depending on the subsector, business model and end market growth trends. EBITDA multiples for contact centres are typically single-digit while high growth BPO providers with a scalable technology offering and sustainable margins could see over 12x EBITDA.

**Selected BPO M&A Activity**

*(number of deals)*

<table>
<thead>
<tr>
<th>Year</th>
<th>Technology Enabled Services</th>
</tr>
</thead>
<tbody>
<tr>
<td>2009</td>
<td>3</td>
</tr>
<tr>
<td>2010</td>
<td>13</td>
</tr>
<tr>
<td>2011</td>
<td>21</td>
</tr>
<tr>
<td>2012</td>
<td>19</td>
</tr>
<tr>
<td>2013</td>
<td>23</td>
</tr>
<tr>
<td>2014</td>
<td>38</td>
</tr>
</tbody>
</table>

**ATTRACTION CHARACTERISTICS FOR POTENTIAL BPO TARGETS**

- Large, fast growing addressable market
- High barriers to entry and low exposure to cyclicality
- Demonstrable ROI proposition for clients / non-discretionary spend
- Differentiated service offering / sustainable market leadership
- Clearly discernable, metric-driven business model
- Recurring revenue model providing forward visibility
- Highly scalable technology enabled platform
- Opportunity to leverage platform with bolt-on services / acquisitions
- Strong revenue growth with attractive margin profile and cash generation
1.4. Summary M&A analysis

WHERE HAVE THE DEALS BEEN?

OCC has been the most active subsector for M&A, driven by geographic expansion, diversification of customers and need for scale.

The US and UK account for the majority of deals, driven by higher relative outsourcing penetration.

WHO HAS INVESTED?

Strategic and private equity buyers each accounted for half of deals, driven by sector growth trends and supported by the availability of leveraged finance.

48% of deals were cross-border, reflecting globalisation of clients.

WHY SIZE AND SCALE MATTER?

Larger BPO platforms attract premium valuations, reflecting economies of scale and higher barriers to entry.

Substantial deal activity in the lower and middle-market reflects the fragmented landscape of the sector.

WHICH SUBSECTORS HAVE ATTRACTED HIGH VALuations?

Both corporate and private equity buyers have paid premium valuations for BPO providers across the subsectors, particularly GRC.

Key business attributes include:
- A compelling growth strategy
- Technology enablement / SaaS
- Attractive financial characteristics

EV / EBITDA by deal size (1)

Larger BPO platforms attract premium valuations, reflecting economies of scale and higher barriers to entry.

Substantial deal activity in the lower and middle-market reflects the fragmented landscape of the sector.

Ev / EBITDA by subsector and technology enablement (1)

Source: Baird analysis of selected M&A deals in the BPO sector: (i) from 2009 to April 2015; (ii) typically with EBITDA of over €5m.

(1) Average EBITDA multiples, excluding sizeable SaaS deals over 20x EBITDA where revenue multiples are typically used.
4. Baird’s BPO Practice
4.1. Global investment banking team

Baird’s Global Investment Banking department comprises over 250 professionals across the United States, Europe and Asia. We operate in a fully integrated manner in order to leverage the collective strengths of our M&A advisory, equity financing and debt advisory capabilities through dedicated industry teams. Baird’s Technology & Services team has a long track record in the industry, leveraging its BPO sector expertise and relationships with key corporate entities and financial sponsors around the globe. Since 2010, Baird has advised on over 340 M&A transactions, representing over $83bn in transaction value. Selected members of Baird’s team are listed below.

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4.2. M&A and ECM expertise

**SELECTED BAIRED BPO M&A TRANSACTIONS**

- **avocis**
  - A Portfolio Company of CAPITA
  - Sale to

- **$20,000,000**
  - A Portfolio Company of ENVIRO
  - Sale to

- **$220,000,000**
  - A Portfolio Company of RAMBOLL
  - Sale to

- **$35,000,000**
  - A Portfolio Company of TRUEBLUE
  - Sale to

- **$190,000,000**
  - A Portfolio Company of MAXIM
  - Sale to

- **$260,000,000**
  - A Portfolio Company of TELETAG
  - Sale to

- **$29,000,000**
  - A Portfolio Company of INFLATION
  - Sale to

- **$145,000,000**
  - A Portfolio Company of VESTCOM
  - Sale to

- **$185,000,000**
  - A Portfolio Company of DIGITALSOLUTIONS
  - Sale to

- **$220,767,558**
  - A Portfolio Company of OMEGA
  - Sale to

- **$450,000,000**
  - A Portfolio Company of VENTURE
  - Sale to

- **$200,000,000**
  - A Portfolio Company of INVESTCORP
  - Sale to

- **$300,000,000**
  - A Portfolio Company of ONEX
  - Sale to

- **$400,000,000**
  - A Portfolio Company of SNOW PHILIPS
  - Sale to

**SELECTED BAIRED BPO EQUITY TRANSACTIONS**

- **$88,040,001**
  - A Portfolio Company of INNOVATIONS
  - Initial Public Offering

- **$472,335,043**
  - A Portfolio Company of PRGX
  - Initial Public Offering

- **$229,064,708**
  - A Portfolio Company of XOM
  - Initial Public Offering

- **$450,000,000**
  - A Portfolio Company of XOM
  - Initial Public Offering

- **$180,000,000**
  - A Portfolio Company of AVANITY
  - Initial Public Offering

- **$150,000,000**
  - A Portfolio Company of CONCUR
  - Initial Public Offering

- **$100,000,000**
  - A Portfolio Company of ICE
  - Initial Public Offering

- **$190,000,000**
  - A Portfolio Company of HURON
  - Initial Public Offering

- **$116,380,000**
  - A Portfolio Company of QUALYS
  - Initial Public Offering

- **$320,180,004**
  - A Portfolio Company of WNS
  - Initial Public Offering

**Note:** Selected Baird transactions shown. Please visit rwbaird.com/investment-banking for a complete listing of transactions.
4.3. Equity research coverage

<table>
<thead>
<tr>
<th>SECTORS</th>
<th>SELECTED PUBLIC COMPANIES</th>
</tr>
</thead>
<tbody>
<tr>
<td>Business Process Outsourcing / Outsourced Customer Care / Financial Processing</td>
<td><strong>accenture</strong>  ATento Cognizant Convergys DST Exl</td>
</tr>
<tr>
<td></td>
<td><strong>FIS</strong> fserv. GENPACT globalpayments Heartland Payment Systems</td>
</tr>
<tr>
<td></td>
<td>Infosys jackhenry &amp; associates Inc. Nett SPaT SYKES</td>
</tr>
<tr>
<td></td>
<td>Syntel TSYs vantiv VISA west WNS</td>
</tr>
<tr>
<td>Human Resource Outsourcing / Technology and Staffing Companies</td>
<td><strong>ADP</strong> AMN Healthcare HealthEquity Inc. Insperity Kforce Korn Ferry</td>
</tr>
<tr>
<td></td>
<td>LinkedIn Manpower monster On Assignment Paychex</td>
</tr>
<tr>
<td></td>
<td>RGP Robert Half Towers Watson TrueBlue Ultimate Software</td>
</tr>
<tr>
<td>Internet / e-commerce</td>
<td><strong>amazon</strong> channeladvisor eBay Facebook Google</td>
</tr>
<tr>
<td></td>
<td>Liquidity Services ln shutterfly xoom Yelp Zoom</td>
</tr>
<tr>
<td>Software and SaaS</td>
<td><strong>Adobe</strong> ANSYS Autodesk Citrix Constant Contact Exa Informatica Jive Qualys QlikView</td>
</tr>
<tr>
<td></td>
<td>Red Hat Salesforce.com ServiceNow SolarWinds Splunk</td>
</tr>
<tr>
<td></td>
<td>Symantec tableau Verisign Workday Workiva</td>
</tr>
<tr>
<td>Information Services</td>
<td>AllianceData D&amp;B Equifax Gartner</td>
</tr>
<tr>
<td>Facility Services</td>
<td><strong>ABM</strong> Aramark Cintas Ecolab Exel</td>
</tr>
<tr>
<td></td>
<td><strong>Iron Mountain</strong> Mobile mini Inc Servicemaster Swisher UnitFirst</td>
</tr>
</tbody>
</table>

Note: Selected sectors and selected equity research coverage shown. Please visit rwbaird.com/research-insights/research/coverage/research-coverage.aspx for a complete listing of Baird’s research coverage.
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M&A Market Analysis

Spring 2015