NORTHBRIDGE PARTNERS

STRICTLY PRIVATE & CONFIDENTIAL

PROJECT NORTHSTAR

Strategic Alternatives & M&A Positioning

Prepared for the Board of Directors of Asteria Systems

August 2026 | Illustrative discussion materials

Executive summary

Asteria is at an inflection point where scale, recurring revenue quality, and strategic scarcity support a premium outcome

OUR PRELIMINARY PERSPECTIVE

A targeted sale process can credibly position Asteria at $1.5–$1.8bn enterprise value, with upside for control scarcity and actionable synergies.

Premium asset profile

92% recurring revenue, 118% net retention and 31% EBITDA growth distinguish Asteria from scaled peers.

Timing favors action

Category consolidation and a limited scaled target set create a credible scarcity narrative today.

Multiple buyer paths

Strategics can underwrite revenue and cost synergies; sponsors can pair durable cash flow with add-on M&A.

Preparation matters

Quality of earnings, cohort proof points, and management continuity are the principal value-protection workstreams.

ILLUSTRATIVE 2026E PROFILE

REVENUE
$184m
22% year-over-year growth

ADJ. EBITDA
$46m
25% margin

INDICATIVE EV
$1.5–1.8bn
8.2–9.8x 2026E revenue

Source: Management information and Northbridge Partners analysis. All figures are illustrative.

Today’s discussion

We propose aligning on positioning, valuation, buyer strategy, and the path to a decision-ready process

01
Context
Why consider action now

02
Positioning
How buyers will see Asteria

03
Valuation
What the business may be worth

04
Execution
Who to approach and how

05
Decision
Recommended path forward

Board objective
Maximize value while preserving certainty, confidentiality, and strategic flexibility.

Key decision
Whether to launch a controlled process following an eight-week readiness sprint.

Today’s ask
Confirm valuation expectations, buyer perimeter, and preparation priorities.

01

Strategic context

Asteria combines an attractive market, differentiated operating model, and credible path to scaled category leadership.

The case for action is strengthening

Four converging factors create an attractive window to evaluate strategic alternatives

Category growth

Automation spend is shifting from point tools toward integrated workflow platforms.

17%
2025–30E MARKET CAGR

Strategic fit

Asteria fills product, data, and mid-market distribution gaps for scaled platforms.

10+
CREDIBLE STRATEGIC BUYERS

Asset scarcity

Few independent assets combine scale, retention, profitability, and proprietary data.

3
SCALED INDEPENDENT PEERS

Execution readiness

Predictable KPIs and a deep leadership bench support diligence and transition.

8 wks
EST. READINESS SPRINT

Source: Management information, third-party market studies, and Northbridge Partners analysis. Illustrative.

Asteria at a glance

A workflow automation platform with enterprise-grade capabilities and a capital-efficient growth model

COMPANY OVERVIEW

Asteria enables mid-market and enterprise customers to automate complex, regulated workflows through a configurable low-code platform. Its embedded data layer, pre-built integrations, and domain-specific templates shorten time to value and create durable switching costs.

Founded	2016 | Austin, Texas
Employees	610 across 8 offices
Customers	1,240; 38% enterprise
End markets	Financial services, healthcare, industrials
Ownership	Founders, employees, and growth investors

MISSION-CRITICAL | API-FIRST | AI-ENABLED

Source: Management information as of June 2026.

KEY PERFORMANCE INDICATORS

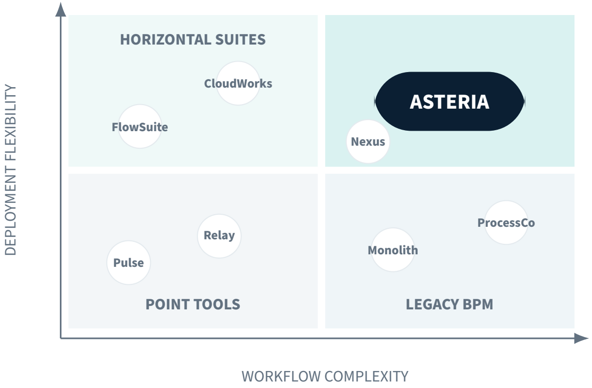
ARR	$191m	24% YoY growth
GROSS RETENTION	95%	Best-in-class stability
NET RETENTION	118%	Expansion-led growth
GROSS MARGIN	79%	+300 bps since 2023
FCF MARGIN	19%	34% Rule of 40
NPS	+61	Enterprise cohort

Investment thesis

Durable growth + expanding margins + proprietary workflow data = strategic control value beyond standalone trading multiples.

Differentiated position in an attractive market

Asteria occupies the high-value whitespace between horizontal automation suites and narrow point solutions



WHY ASTERIA WINS

Faster time to value

Templates and 220+ integrations reduce median deployment to eight weeks.

Built for complexity

Rules, audit trails, permissions, and data residency address regulated use cases.

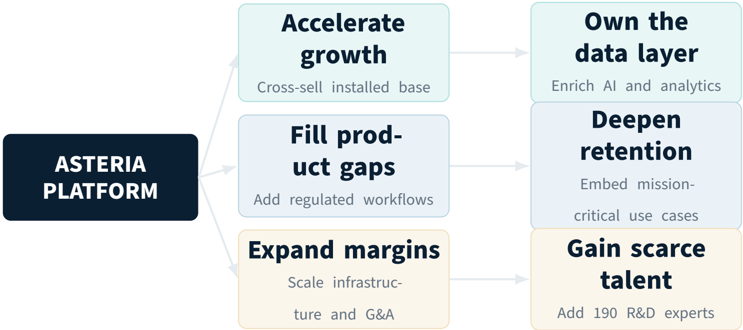
Compounding data edge

Anonymized workflow telemetry improves recommendations and customer outcomes.

Source: Company websites, management information, and Northbridge Partners analysis. Illustrative market map.

Strategic rationale for a potential acquirer

Asteria offers multiple, mutually reinforcing paths to value creation



Control premium logic: The highest-value owner can underwrite a larger addressable market, lower go-to-market friction, and faster margin realization than Asteria can achieve independently.

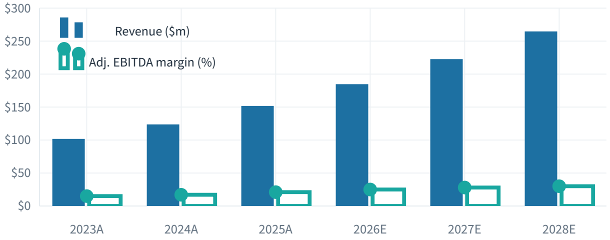
Financial profile & valuation

Strong recurring growth and visible margin expansion support premium SaaS valuation benchmarks.

Historical performance and management plan

Asteria expects to sustain 20%+ growth while expanding adjusted EBITDA margin by approximately 900 bps

REVENUE AND ADJUSTED EBITDA MARGIN



EBITDA-margin series is indexed to the chart axis for visual comparison; labels below provide exact values.

Note:

PLAN TAKEAWAYS

21% revenue CAGR

Enterprise mix and international expansion drive 2025A–28E growth.

900 bps margin gain

Sales productivity and cloud optimization expand profitability.

38% Rule of 40

2028E growth plus FCF margin positions Asteria above peers.

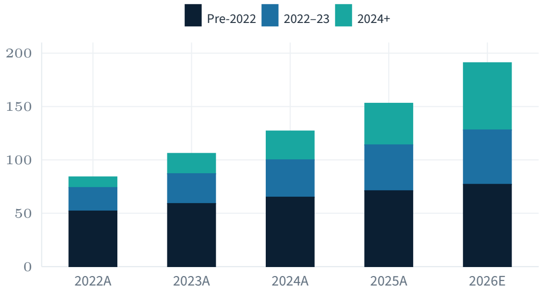
Adj. EBITDA margin	**15%**	**17%**	**21%**	**25%**	**28%**	**30%**

Source: Management information. Projections are illustrative and subject to change.

Revenue quality underpins visibility

Asteria’s cohort behavior and contract profile reduce risk to the forecast

ARR BY CUSTOMER COHORT ($M)



QUALITY INDICATORS

Subscription revenue	**92%**
Contracted ARR	97%
Average contract term	2.4 yrs
Gross retention	95%
Net revenue retention	118%
Top-10 concentration	14%

KEY DILIGENCE PROOF POINT

Every mature cohort has expanded.

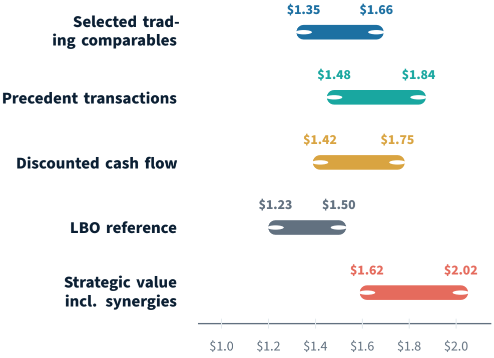
Expansion is broad-based across seats, modules, and usage.

Source: Management information and Northbridge Partners analysis.

Valuation overview

Multiple methodologies converge around $1.5–$1.8bn enterprise value before transaction-specific synergies

IMPLIED ENTERPRISE VALUE ($BN)



Source: Northbridge Partners analysis. Valuation is illustrative, preliminary, and not a fairness opinion.

BOARD FRAMING

CORE VALUE RANGE

$1.5–1.8bn

8.2–9.8x 2026E revenue

Threshold consideration

A process should target at least $1.6bn to exceed risk-adjusted standalone value.

Upside mechanism

Competitive tension and synergy sharing can support value above the core range.

Selected trading comparables

Asteria's growth, retention, and profitability profile support valuation toward the upper half of the peer range

Company	EV / Rev. 2026E	EV / EBITDA 2026E	Rev. growth	EBITDA margin	Rule of 40	NRR
CloudWorks	10.2x	35.1x	25%	29%	54%	121%
FlowSuite	8.7x	34.8x	22%	25%	47%	117%
Nexus Software	7.9x	31.6x	18%	25%	43%	114%
ProcessCo	6.5x	29.5x	15%	22%	37%	110%
Relay Systems	5.8x	27.6x	13%	21%	34%	108%
Median	**7.9x**	**31.6x**	**18%**	**25%**	**43%**	**114%**
Asteria Systems	**8.2–9.0x**	**32.8–36.0x**	**22%**	**25%**	**41%**	**118%**

Growth premium

Asteria grows approximately 400 bps faster than the median.

Quality premium

NRR is approximately 400 bps above the median.

Scale discount

Smaller absolute scale tempers the implied premium.

Source: Illustrative market data as of July 31, 2026. Peer names and figures are fictional.

Precedent transaction analysis

Premium outcomes correlate with strategic fit, product scarcity, and meaningful revenue synergies

Target / Acquirer	Announced	EV ($bn)	EV / LTM Rev.	Premium	Growth
LogicBase / Titan Cloud	Mar-26	$2.8	11.4x	38%	27%
Orchard AI / Horizon Tech	Sep-25	1.9	9.8x	31%	24%
WorkLayer / Vertex Group	Feb-25	3.6	10.3x	42%	22%
RuleStack / Summit Software	Jul-24	1.4	8.1x	27%	18%
AutomateIQ / Global Systems	Nov-23	2.2	7.6x	25%	19%
Median		**$2.2**	**9.8x**	**31%**	**22%**

Applying 8.0–10.0x to Asteria's $184m 2026E revenue implies $1.48–$1.84bn enterprise value.
The upper end requires a buyer-specific strategic thesis and credible competitive tension.

PREMIUM DRIVERS

Category scarcity
Limited scaled independent targets

Revenue synergies
Distribution and product attach

Process dynamics
Multiple credible bidders

Source: Illustrative transaction data; all company names and figures are fictional.

Discounted cash flow analysis

Standalone intrinsic value is most sensitive to long-term growth and discount rate assumptions

ENTERPRISE VALUE SENSITIVITY ($BN)

	Perpetuity growth rate				
WACC	**3.0%**	**3.5%**	**4.0%**	**4.5%**	**5.0%**
9.0%	1.55	1.66	1.79	1.95	2.15
9.5%	1.45	1.55	1.66	1.80	1.97
10.0%	1.37	1.45	**1.55**	1.67	1.81
10.5%	1.29	1.37	1.46	1.56	1.68
11.0%	1.22	1.29	1.37	1.46	1.56

Selected case assumes a 10.0% WACC and 4.0% perpetuity growth rate.

SELECTED CASE ASSUMPTIONS

Revenue CAGR, 2026E–31E	17.2%
2031E adjusted EBITDA margin	33.0%
Cash tax rate	24.0%
WACC	10.0%
Perpetuity growth	4.0%
PV of terminal value / EV	69.0%

Selected DCF implies **$1.55bn EV**, or **8.4x 2026E revenue**.

Source: Northbridge Partners analysis based on illustrative management projections.

Buyer strategy & execution

A deliberately curated buyer universe and tightly managed process can maximize tension while protecting confidentiality.

Prioritized buyer universe

We recommend a focused first wave of six strategics and four sponsors, with a selective expansion path

STRATEGIC BUYERS

Buyer	Fit	Cap.	Pri.
Titan Cloud	HIGH	HIGH	★★★
Horizon Tech	HIGH	HIGH	★★★
Vertex Group	HIGH	MED	★★★
Global Systems	MED	HIGH	★★
Summit Software	HIGH	MED	★★
CloudWorks	MED	HIGH	★★

Primary thesis: accelerate category entry, deepen workflow capabilities, and cross-sell into a scaled installed base.

FINANCIAL SPONSORS

Buyer	Fit	Cap.	Pri.
North Peak Capital	HIGH	HIGH	★★★
Harbor Equity	HIGH	HIGH	★★★
Redwood Partners	MED	HIGH	★★
Silver River	MED	HIGH	★★
Broadstone Capital	MED	MED	★
Crescent Ridge	MED	MED	★

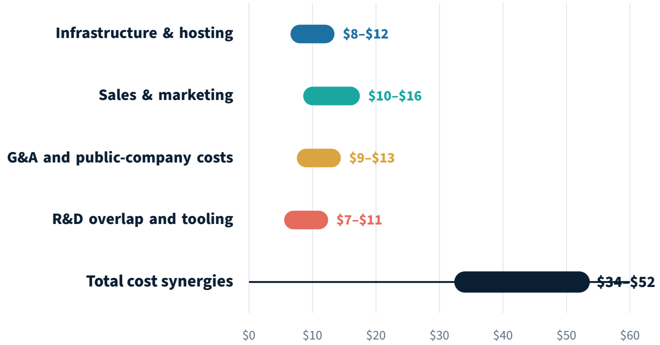
Primary thesis: combine durable recurring revenue, margin upside, moderate leverage, and a fragmented add-on landscape.

Source: Northbridge Partners analysis. Buyer names and assessments are illustrative.

Illustrative synergy opportunity

A scaled strategic acquirer could realize $34–$52m of annual run-rate value before revenue-synergy upside

ANNUAL RUN-RATE SYNERGY POTENTIAL ($M)



VALUE IMPLICATIONS

PV OF COST SYNERGIES

$250–390m

8.0x capitalization; pre-tax

Revenue upside not included

1–2% attach into a large installed base could create substantial incremental value.

Execution discipline

Assumes 24-month ramp and $45–$65m of one-time costs.

Source: Northbridge Partners analysis based on illustrative buyer benchmarks; excludes dis-synergies.

Transaction structure alternatives

A conventional cash sale offers the cleanest outcome, while rollover or earnout features can bridge value gaps

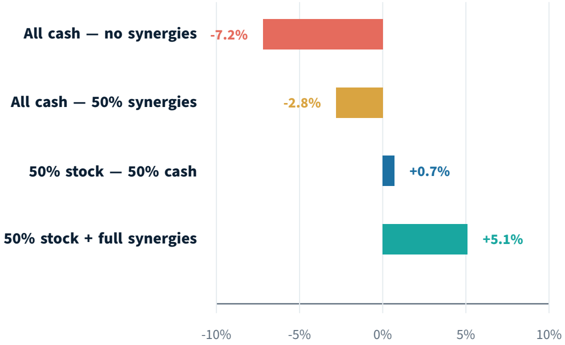
	100% cash sale	Cash + equity rollover	Cash + earnout / CVR
Value certainty	● High at signing, subject to closing conditions	● Partial exposure to buyer performance	● Contingent on future milestones
Upside participation	None after close	Meaningful if buyer creates value	Targeted to agreed performance
Tax / liquidity	Immediate liquidity; taxable event	Potential deferral on rollover portion	Timing depends on instrument
Execution complexity	Low to moderate	Moderate; governance and liquidity terms	High; definitions and disputes matter
Best fit	Strategic buyer with full financing certainty	Sponsor or acquisitive public company	Bidder with forecast or integration concerns
Preliminary view	**Preferred base structure**	Useful value-preservation alternative	Limit to a small portion of consideration

Negotiating principle: maximize cash value and certainty first; use structural tools only where they unlock incremental headline value or preserve competitive tension.

Illustrative accretion / dilution

A well-capitalized strategic buyer can support the core valuation range with manageable near-term dilution

YEAR-ONE EPS IMPACT AT $1.65BN ENTERPRISE VALUE



SELECTED ASSUMPTIONS

Purchase enterprise value	$1.65bn
Cash interest rate	4.5%
Buyer P/E multiple	28.0x
Year-one synergy realization	50%
Foregone interest on cash	3.5%
Tax rate	24.0%

Key takeaway

Stock consideration and credible synergy capture can make the transaction accretive in year one.

Source: Northbridge Partners analysis. Results vary materially by buyer capital structure and accounting treatment.

Recommended process design

A two-phase, tightly controlled process balances competitive tension with confidentiality and management burden

Wks 1–2	Wks 3–4	Wks 5–7	Wks 8–11	Wks 12–14	Wk 15
1	2	3	4	5	6
Prepare	**Launch**	**Indications**	**Finalists**	**Negotiate**	**Sign**
Finalize materials; diligence; QofE	Contact Wave 1; distribute CIM	Management calls; initial bids	Deep diligence; mark-up SPA	Final bids; select counterparty	Approvals and announcement

Controlled outreach

Ten priority parties in Wave 1; add four only if tension requires.

Bid comparability

Standard bid instruction letter covering value, structure, financing, and approvals.

Fast exclusivity

Grant only for superior value, limited duration, and near-final documentation.

Source: Illustrative timetable; actual timing depends on readiness, buyer engagement, and regulatory requirements.

Readiness workplan

An eight-week sprint can resolve the issues most likely to affect value, timing, or certainty

Workstream	Key deliverables	Value protected	Owner
Financial / QofE	Revenue bridge, ARR tie-out, normalized EBITDA, working capital	Defends recurring quality and run-rate earnings	CFO
Commercial	Cohorts, churn root causes, pipeline conversion, TAM evidence	Supports growth durability and premium multiple	CRO
Product / technology	Roadmap, architecture, AI governance, technical debt plan	Reduces integration and platform-risk discount	CTO
Legal / compliance	IP chain, privacy, material contracts, litigation, licenses	Avoids late retrades and closing conditions	GC
People / retention	Org map, succession, retention pool, change communications	Preserves continuity through signing and close	CHRO
Tax / structuring	Tax basis, NOLs, transfer pricing, rollover feasibility	Maximizes after-tax proceeds and flexibility	CFO / Tax

Immediate priority: commission sell-side quality of earnings and build a single ARR data cube before external outreach.

Key risks and mitigants

The principal execution risks are identifiable and manageable with early preparation

Risk	Likelihood	Impact	Mitigation
Forecast skepticism as growth moderates	MED	HIGH	Bottom-up pipeline, cohort, and capacity model; conservative case alongside plan
Customer or employee leakage	LOW	HIGH	Codenames, staged data access, clean team, retention and communication plans
Buyer concerns on AI / data governance	MED	MED	Document model controls, consent, provenance, and incident response before launch
Financing or market dislocation	LOW	HIGH	Prioritize funded buyers; require financing detail and reverse termination protection
Regulatory scrutiny / extended closing	LOW	MED	Early antitrust analysis, buyer-specific risk allocation, narrow operating covenants
Late-stage value retrade	MED	HIGH	Vendor diligence, bid comparability, multiple finalists, limited exclusivity

Controllables

Data quality, process discipline, management preparedness, and documentation readiness.

Flexibility

Maintain a credible standalone plan and retain the right to pause if value or certainty is insufficient.

Recommendation & next steps

Prepare now, preserve optionality, and authorize launch only after the Board validates value and readiness thresholds.

Recommended path forward

We recommend authorizing preparation for a controlled process, subject to three clear decision gates

1 **Authorize the eight-week readiness sprint**
Launch QofE, commercial fact base, legal cleanup, and management preparation.

2 **Validate a $1.6bn minimum value threshold**
Compare indications against risk-adjusted standalone value and stakeholder objectives.

3 **Return to the Board before external launch**
Approve materials, buyer list, communications protocol, and final timetable.

BOARD DECISIONS TODAY

- Preparation budget and advisors
- Initial buyer perimeter
- Value and certainty thresholds
- September checkpoint

Immediate next steps

Mobilize a small core team now and preserve a clean decision point at the end of September

Week 1

Mobilize

Confirm steering team
Engage diligence advisors
Set confidentiality protocol

Weeks 2–3

Build fact base

ARR data cube
QofE fieldwork
Cohort and pipeline analysis

Weeks 4–6

Prepare materials

Draft CIM and model
Management rehearsals
Buyer-specific theses

Weeks 7–8

Decision gate

Finalize findings
Refresh valuation
Board launch decision

→ **Target Board checkpoint: September 28, 2026** | **Earliest external launch: October 5, 2026**

A

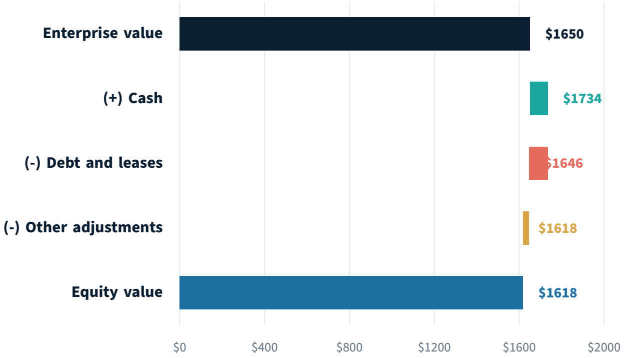
Appendix

Supporting valuation detail, methodology, and important qualifications.

Illustrative enterprise-to-equity value bridge

The bridge should be refreshed immediately before launch and again at signing

ILLUSTRATIVE BRIDGE AT MIDPOINT VALUE ($M)



ILLUSTRATIVE PER-SHARE VALUE

Implied equity value	$1,618m
Basic shares	46.2m
Options / RSUs, treasury method	3.1m
Fully diluted shares	49.3m
Implied value per share	**$32.82**

Items to validate

Debt-like items, transaction bonuses, tax leakage, option treatment, and minimum cash.

Source: Northbridge Partners analysis. Assumes illustrative balance sheet as of June 30, 2026.

Valuation methodology and key assumptions

A consistent framework supports comparability while preserving judgment around strategic value

METHODOLOGIES

Trading comparables

Applies 7.3–9.0x revenue based on peer growth, profitability, scale, and retention.

Precedent transactions

Applies 8.0–10.0x revenue, reflecting historical control premiums and scarcity.

Discounted cash flow

Discounts unlevered cash flows at 9.5–10.5% with 3.5–4.5% terminal growth.

IMPORTANT ASSUMPTIONS

Forecast delivery

Management plan is achieved without material acquisitions or incremental financing.

Capital structure

Enterprise values are cash-free, debt-free and exclude transaction expenses.

Synergy treatment

Core valuation excludes buyer-specific synergies; strategic value range includes a portion.

No single methodology is dispositive. Actual consideration will depend on diligence findings, transaction structure, financing, regulatory risk, market conditions, and competitive dynamics.

Important notice

These materials are illustrative and intended solely to facilitate preliminary discussion

This presentation has been prepared solely for illustrative discussion purposes. Asteria Systems, NORTHBRIDGE PARTNERS, all potential counterparties, peer companies, precedent transactions, financial results, projections, market data, and valuation outputs appearing herein are fictional. Nothing in these materials constitutes investment, legal, accounting, tax, or other professional advice; an offer to sell; a solicitation of an offer to buy; a fairness opinion; or a recommendation regarding any security or transaction.

The analyses are based on assumptions selected to demonstrate a conventional merger-and-acquisition pitch-book framework. They have not been independently verified, may be incomplete, and are subject to significant business, economic, market, and transaction-specific uncertainties. Forecasts and forward-looking statements are inherently uncertain, and actual results could differ materially. Valuation ranges are preliminary, illustrative, and do not represent an opinion as to realizable value.

Any real transaction would require independent diligence; advice from qualified legal, tax, accounting, regulatory, and financial professionals; authorization by the relevant governing bodies; and compliance with applicable laws. These materials should not be distributed or relied upon for any purpose other than evaluating the design and content of this illustrative presentation.

NORTHBRIDGE PARTNERS | Investment Banking & Strategic Advisory

Thank you

Questions & discussion

PROJECT NORTHSTAR | August 2026