WINDSOR DRAKE

The Sponsor Exit: 2026 Report

AUGUST 2026

Windsor Drake · Market Intelligence

Executive Summary: The Platform Buyer

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US private equity deal count and the exit backlog are the same fact seen twice

Sponsors Never Stopped Transacting

US private equity recorded **9,019** deals worth **$1,155.5 billion** in 2025, the highest value since 2021.

- 2024 comparison: 8,519 deals, **$847.8 billion**.
- H1 2026 value **$461 billion**, down 10.6% year on year.
- Q2 2026 alone: 2,384 deals, **$177.3 billion**.
- Activity is redistributing, not disappearing.

Most of It Is Bolt-Ons

Add-ons were **72.9%** of all US buyouts in 2025, against a five-year average of 72.8%.

- **5,351** add-ons against **1,985** platform buyouts in 2025.
- Q2 2026: **885** add-ons, roughly three-quarters of buyouts.
- Platform buyout count fell 34% to **289** in the quarter.
- The count belongs to portfolio companies, not to funds.

The Acquirer of Record Is the Platform

PitchBook defines a platform company as a private equity backed company that **completes** an add-on transaction.

- The buyer named in the record is an operating company.
- Such deals type as strategic, not as sponsor activity.
- Verint was acquired by Calabrio, a Thoma Bravo affiliate.
- The published strategic share therefore absorbs sponsor capital.

Both Headline Numbers Mislead

The count-weighted split understates sponsor reach. The value-weighted headline understates it the other way.

- Add-ons are ~73% of buyout count but **36.3%** of buyout value.
- Add-on value 2025: **$350.7 billion** of $967.3 billion.
- A count screen sees consolidation; a value screen sees megadeals.
- Neither screen sees the sponsor behind the platform.

Source: PitchBook, Q2 2026 US PE Breakdown, published 6 July 2026, and 2025 Annual US PE Breakdown, published 13 January 2026. Add-on value share is Windsor Drake analysis of PitchBook components.

Key Takeaways

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1. The Deal Count and the Exit Problem Are One Fact

Sponsors are transacting at close to record count while distributions sit at **14%** of NAV for the twelve months to Q3 2025, a level Bain & Company records as unmatched since 2008. Buying through platforms consumes capital without returning any.

- US inventory of unsold sponsor-backed companies: **13,509** as of Q2 2026.
- Distributions have run below 15% of NAV for four consecutive years.

2. Sponsor Capital Enters Wearing Another Name

The acquirer of record on a bolt-on is the portfolio company. The sponsor's name, fund vintage and hold clock never reach the deal record, so the transaction reads as strategic M&A in every database that classifies by acquirer entity.

- PitchBook: add-ons are **acquisitions by companies with PE backing**.
- Windsor Drake calls this structure **The Platform Buyer**.

3. Fourteen Platforms, Six Industries, One Pattern

The report names sponsor-backed serial acquirers in insurance brokerage, home services, dental and veterinary care, managed IT, accounting and wealth advisory, and vertical software. Every one of them shows up in a database as a corporate buyer.

- EverCommerce discloses **54** acquisitions since 2017 in its own 10-K.
- Evergreen Services Group announced its **100th** MSP acquisition in June 2025.

4. Filings Are Where the Real Terms Live

Merger proxies disclose the premium, the break fees, the go-shop, the number of parties contacted and the adviser's own selected-transactions multiples. That material is public, free and checkable, and it prices the market more precisely than any quarterly aggregate.

- Clearwater Analytics: **44** parties contacted in the go-shop, none bid.
- Company break fees cluster at **3.2% to 3.6%** of equity value.

5. The Exit Route Mix Has Rotated to Strategics

Corporate acquirers took **$299.3 billion** of 2025 US exit value against **$240.8 billion** for sponsor-to-sponsor sales and **$141.8 billion** for public listings. EY records trade sales at 71% of H1 2026 exit value by route.

- Total 2025 US exit value **$728.1 billion** across 1,619 exits.
- H1 2026 exit value **$293.7 billion**.

6. Know Who Owns the Buyer Before You Price

A seller facing a platform is facing a fund's cost of capital, its remaining hold period and its consolidation mandate. Those three variables set the buyer's walk-away price, and none of them is legible from the name on the letterhead.

- Ownership is traceable through sponsor portfolio pages and filings.
- It is the single highest-return diligence a seller performs on a buyer.

Sources: PitchBook; Bain & Company; McKinsey & Company; Preqin; Coller Capital. See appendix.

Frequently Asked Questions

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Q1 Has private equity stopped doing deals?

No. PitchBook counted 9,019 US private equity deals worth $1,155.5 billion in 2025, above the 8,519 deals and $847.8 billion of 2024 and the highest value since 2021. What has changed is the shape of the activity, not the amount of it.

Q2 Why does the market feel frozen if deal count is high?

Because most sponsor transactions are bolt-ons rather than new platforms. PitchBook records add-ons at 72.9% of all US buyouts in 2025 and about three-quarters in the second quarter of 2026. Add-ons are executed by portfolio companies, so they do not read as sponsor activity.

Q3 What is The Platform Buyer?

It is the structure Windsor Drake uses to describe sponsor capital that enters a deal wearing a portfolio company's name. The acquirer of record is an operating company, so the transaction types as strategic in every deal database, and the sponsor behind it never appears in the record.

Q4 Does this actually show up in a filing?

Yes. Verint Systems was acquired for $20.50 per share by Calabrio, Inc., which the merger proxy filed 20 October 2025 identifies as a Thoma Bravo affiliate. The named Parent is an operating corporation, not a fund.

Q5 How bad is the exit backlog?

PitchBook counts 13,509 US private equity backed companies still held as of Q2 2026. Bain & Company puts the global figure near 32,000 companies carrying $3.8 trillion of unrealised value, with 39% of buyout companies held longer than five years in 2025 against 29% in 2019.

Q6 Are sponsors paying up when they do buy a public company?

The premia in 2025 and 2026 merger proxies run from roughly 18% to 52% over the unaffected price, and the negotiated protections are tight. KKR agreed a $154 million company termination fee and a $307 million reverse fee on Integer Holdings, with no go-shop period at all.

Q7 What should a seller take from this?

Establish who owns the buyer across the table before pricing the process. A platform funded by a 2022 vintage fund carries a hold period, a cost of capital and a mandate that a genuine strategic does not, and none of it is visible from the acquirer's name.

Sources: PitchBook; Bain & Company; McKinsey & Company; Preqin; Coller Capital. See appendix.

US Private Equity Deal Value, 2021 to H1 2026

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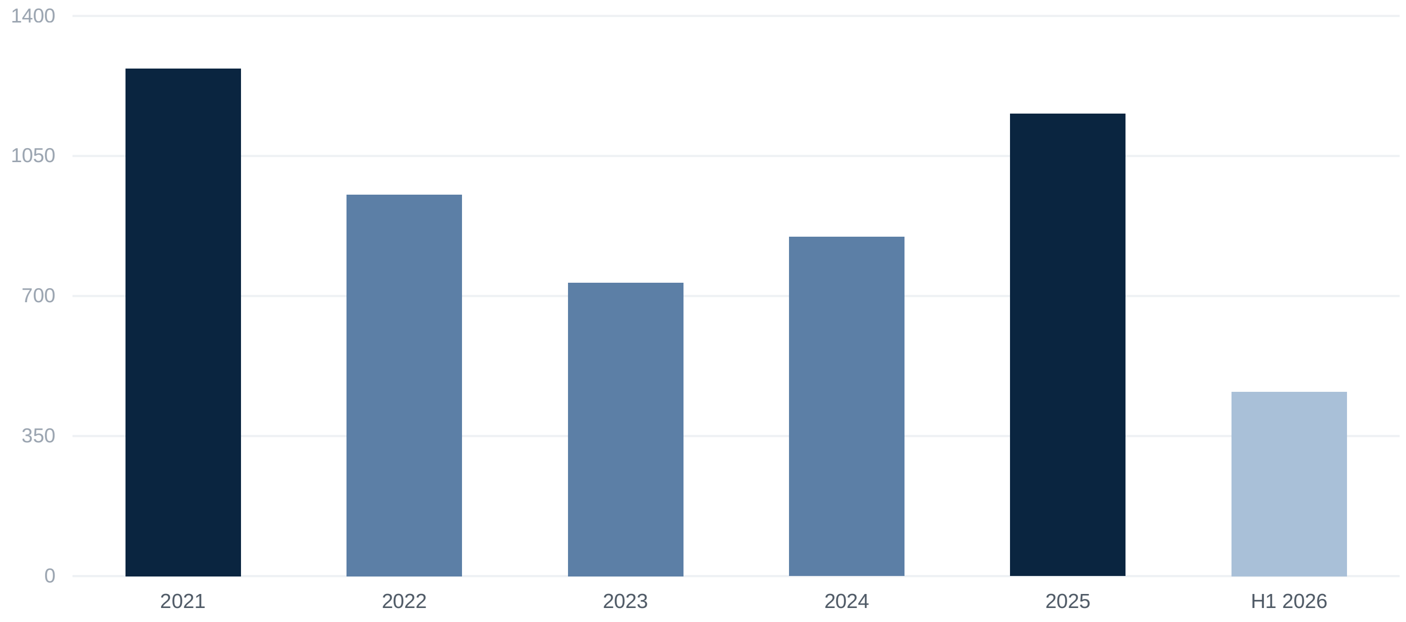
2025 was the second-largest year on record by value and the market did not feel like it

US PE deal value, $ billions



2025 DEAL COUNT

9,019

Up 5.9% on 2024, against a 2021 peak of 10,315.

2025 DEAL VALUE

$1,155.5B

Up 36.3% on 2024, the highest since 2021.

H1 2026 VALUE

$461B

Down 10.6% on the first half of 2025.

What the aggregate hides

150 megadeals of $1 billion or more carried **$567.8 billion** of 2025 value. The count is carried by bolt-ons.

Source: PitchBook, Q2 2026 US PE Breakdown, published 6 July 2026, and 2025 Annual US PE Breakdown, published 13 January 2026.

The Split That Explains the Market

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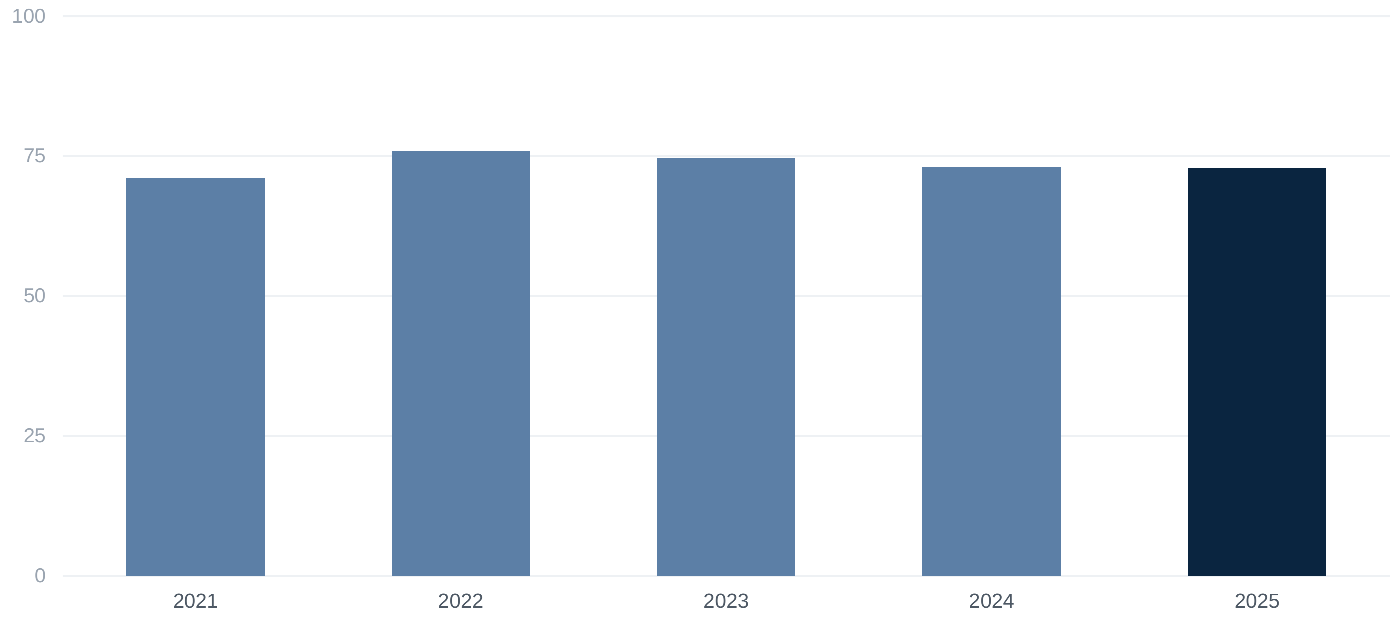
Add-ons are roughly three-quarters of buyout count and just over a third of buyout value

Add-on share of US buyout deal count, %



SHARE OF COUNT, 2025

72.9%

5,351 add-ons against 1,985 platform buyouts.

SHARE OF VALUE, 2025

36.3%

$350.7B of $967.3B of US buyout value.

Q2 2026 ADD-ONS

885

About three-quarters of buyouts; $52.6B of value.

Two headlines, opposite errors

Count deals and sponsors look hyperactive. Weigh value and they look absent. **The strategic share absorbs it.**

Source: PitchBook, Q2 2026 US PE Breakdown, published 6 July 2026, and 2025 Annual US PE Breakdown, published 13 January 2026.

The Platform Buyer: Named Serial Acquirers, I

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Insurance distribution, home services and vertical software

Platform	Sponsor or sponsors behind the platform	Acquisitions announced, with the counting basis
HUB International	**Hellman & Friedman** Majority since 2013; Altas 2018; Leonard Green 2023.	**139 in 2019 to 2020** Brokerage deals on the company timeline, plus 72 in 2021.
Inszone Insurance	**BHMS Investments** Lightyear Capital joined as co-lead in November 2023.	**220+ since 2017** Company statement; 98 dated from 2020 to 2023.
Keystone Agency Partners	**Warburg Pincus** Majority announced July 2025; Bain Capital launched it.	**28 platform partners** Owned platforms at July 2025, plus 350 network agencies.
Apex Service Partners	**Alpine Investors** Control; Apollo funds took a minority stake in May 2026.	**75 local brands** Across 46 states at May 2026. A brand count.
Sila Services	**Goldman Sachs Alternatives** Majority investment announced November 2024.	**40+ brands** Company site August 2026, from 30 in 2024.
Any Hour Group	**Knox Lane** Investment announced July 2021, carried on the sponsor's news index.	**17 named businesses** Across four announcements from January 2022 to June 2024 that state a number.
EverCommerce	**Providence and Silver Lake** Affiliates hold about 85.7% of stock, per the 10-K.	**54 since inception** Stated in the 10-K, April 2017 to December 2025.

Sources: company press releases, sponsor portfolio pages and SEC filings, accessed 24 August 2026. Counting basis stated per row.

The Platform Buyer: Named Serial Acquirers, II

WINDSOR DRAKE

Healthcare services, managed IT and professional advisory

Platform	Sponsor or sponsors behind the platform	Acquisitions announced, with the counting basis
Heartland Dental	**KKR** Majority closed 30 April 2018; Ontario Teachers' retained a sizeable position.	**33 affiliations in 2025** Plus one 60-practice acquisition and 75 de novos, reported separately. Footprint above 1,900.
MB2 Dental Solutions	**Charlesbank Capital** Control from January 2021; Warburg Pincus minority in the 2025 recapitalisation.	**400th to 800th practice** Affiliation milestones announced March 2022 to September 2025. Includes de novos.
Mission Pet Health	**Silver Lake and Shore Capital** Formed by combining Southern Veterinary Partners and Mission Veterinary Partners.	**970+ locations** Across 43 states at August 2026 on the company site. A location count.
Evergreen Services Group	**Alpine Investors** Stated on the company site and carried on the sponsor's portfolio page.	**100 MSP acquisitions** Cumulative from inception, announced 10 June 2025. It calls itself a permanent owner.
New Charter Technologies	**Oval Partners** Described in the platform's own releases as an Oval Partners portfolio company.	**23 announced since 2021** Counted from the dated news index to August 2026, of which 15 fall after January 2023.
Ascend	**Alpine Investors** Carried on the sponsor's portfolio page under accounting services.	**22+ partner firms** Company site counter at August 2026. A partner firm count.
Mercer Advisors	**Oak Hill and Genstar** Altas Partners took an equity position in 2023, per Genstar's announcement.	**6 firm additions** Announced 2 September to 16 December 2025 on the press-release index.

Sources: company press releases, sponsor portfolio pages and SEC filings, accessed 24 August 2026. Counting basis stated per row.

How a Sponsor Deal Becomes a Strategic Deal

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The classification follows the acquiring entity, and the acquiring entity is an operating company

The definition does the work

PitchBook's published glossary defines a platform company as **a private equity backed company that completes an add-on transaction**, and defines add-ons as **acquisitions by companies with PE backing**. The subject of the sentence is the company, not the fund. Its report methodology adds that investments made by PE investors **or their portfolio companies** are counted.

Two buckets, one economy

A screen for financial-sponsor acquirers returns the funds. A screen for corporate acquirers returns the platforms those same funds control. The tuck-ins land in the second bucket, so the capital is counted once as sponsor commitment and again as strategic demand, and the two never meet on a page.

72.9%	5,351	289
ADD-ON SHARE OF 2025 US BUYOUTS	US ADD-ONS ANNOUNCED IN 2025	Q2 2026 PLATFORM BUYOUTS

The platform is the named acquirer

On a bolt-on the buyer of record is the operating company, signing in its own name, with its own management and its own brand on the press release. Nothing in the transaction record identifies the fund that wrote the equity cheque or the vintage year that governs its hold period.

Language reinforces the effect

The healthcare and home-services platforms systematically avoid the word acquisition in first-person copy, substituting partnership and affiliation. Heartland Dental publishes affiliations; MB2 Dental describes partners who control their practices. Any count built by text-mining announcements understates these platforms specifically.

Databases classify on entity type

Because classification runs on the legal character of the acquirer rather than on the source of its capital, an operating corporation buying a target is a corporate transaction whatever sits above it in the ownership chain. The convention is documented, consistent and applied by default.

The consequence for a published split

Every strategic-versus-sponsor share published from a deal database therefore carries sponsor capital inside the strategic column. The larger the roll-up cohort in a sector, the more of that sector's strategic share is sponsor money wearing an operating company's name.

Sources: PitchBook glossary and report methodologies, accessed 24 August 2026; platform company disclosures.

Case Study: Verint, Calabrio and Thoma Bravo

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A $20.50 per share take-private in which the named buyer is a portfolio company

The transaction

Verint Systems Inc. agreed on 24 August 2025 to be acquired for **$20.50 per share** in cash. The merger proxy filed 20 October 2025 names the Parent as **Calabrio, Inc., a Delaware corporation**, and states that Parent and Merger Sub are each affiliated with Thoma Bravo. The deal completed 26 November 2025.

- Premium of about **18%** over the ten-day VWAP to 25 June 2025.
- Company fee **$50 million**; parent fee **$112.7 million**.
- **28** counterparties contacted: 20 sponsors, 6 strategics, 2 sponsor-backed strategics.

The go-shop was traded away

A go-shop sat in the letter of intent and in successive drafts. On 23 August 2025 the sponsor directed its counsel to remove it, and accepted the $20.50 counter conditioned on that removal. The board exchanged it for a reduced company fee.

- Selected transactions: **8.0x to 11.0x** LTM adjusted EBITDA.
- Discount rate **12.4% to 13.4%**, implied **$18.43 to $23.99**.

Why this deal is the framework

The buyer of record is an operating company

A researcher screening US software take-privates by acquirer entity sees a Delaware operating corporation buying a listed issuer. That is a corporate transaction on its face.

The sponsor is visible only in the filing

The Thoma Bravo affiliation is disclosed in the proxy, which is where a seller has to look. It is not carried by the acquirer's name.

The counterparty list shows the reach

Twenty of 28 parties contacted were financial sponsors and two more were sponsor-backed strategics, in a deal that records as strategic.

The seller's read changes

A fund-owned platform carries a hold clock, a synergy case measured against an existing asset and a stated financing cost. A genuine strategic carries none of those in the same form.

Source: Verint Systems Inc. definitive merger proxy (DEFM14A) filed with the SEC on 20 October 2025.

Worked Example: KKR and Integer Holdings

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A $5.7 billion take-private announced 3 August 2026, read from the filings

The terms as filed

KKR agreed to acquire Integer Holdings Corporation for **$127.00 per share in cash**, at an enterprise value the announcement states as approximately **$5.7 billion**. The merger agreement is dated 2 August 2026 and the transaction was announced on 3 August. The Parent is Armstrong Parent, Inc.; the equity commitment and the limited guarantee come from KKR Core II Holding Company LLC.

The protections are the story

The company termination fee is **$154 million** and the parent reverse termination fee is **$307 million**, a ratio of 1.99 to one. There is **no go-shop period**: the word appears nowhere in the agreement and the relevant article is titled No-Shop. The outside date is 2 May 2027 and there is no financing condition.

$127.00
PER SHARE, ALL CASH

51.8%
PREMIUM TO 29 APRIL 2026 CLOSE

$307M
REVERSE TERMINATION FEE

The premium is measured off the review date

The announcement states a premium of about 51.8% to the close on 29 April 2026, the day before Integer disclosed a strategic review, and about 28.8% to the thirty-day volume weighted average price as at 31 July 2026. The unaffected date is the review announcement, not the day before the deal.

No proxy has been filed yet

As at 24 August 2026 the merger record consists of two current reports and the executed agreement. The background of the merger, the selected transactions analysis and the discounted cash flow will arrive with the preliminary proxy, and that filing is where the process detail becomes public.

Where it sits against the 2025 cohort

The company fee of 3.57% of basic equity value sits at the upper end of the 3.2% to 3.6% band running through the 2025 and 2026 sponsor take-privates, and the reverse fee at 7.11% is among the highest in that set.

The absent go-shop is the negotiated variable

Every deal above $6 billion in the comparable set carried a go-shop of 30 to 45 days with a roughly halved break fee. At $5.7 billion of enterprise value this one carries none, which concentrates the entire market check into the pre-signing process.

Source: Integer Holdings Corporation current reports on Form 8-K filed 3 and 4 August 2026 and the Agreement and Plan of Merger filed as an exhibit, SEC EDGAR.

What Sponsors Actually Agreed To, 2025 and 2026

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Terms extracted from merger proxies and current reports as filed with the SEC

Transaction	Price, premium and sponsor	Break fees, go-shop and process
Integer Holdings / KKR	**$127.00, 51.8%** EV about $5.7 billion; premium to the 29 April close.	**$154M / $307M, no go-shop** Company fee 3.57% of equity value, reverse 7.11%.
Hologic / Blackstone, TPG	**$76.00, about 40%** Cash component. Funds needed about $17.9 billion.	**$540M / $900M, 45-day go-shop** Reduced fee $225 million. It drew no proposal.
Dayforce / Thoma Bravo	**$70.00, about 32%** Funds needed about $12.3 billion. ADIA co-invested.	**$351M / $702M, no go-shop** Reverse fee twice the company fee.
Sealed Air / CD&R	**$42.15 v $29.84** Unaffected price is the 14 August 2025 close.	**$205M / $426M, 30-day go-shop** Reduced fee $94.7 million. 29 parties, 22 sponsors.
Clearwater / Permira	**$24.55, 47.1%** Premium to an unaffected close of $16.69.	**$242M / $521M, 33-day go-shop** 44 parties contacted, none submitted a proposal.
Jamf / Francisco Partners	**$13.05, about 24%** Premium to the 11 September 2025 close, before a report of a sale process.	**$68M / $136M, no go-shop** Thirty counterparties identified and twelve contacted.
Heidrick / Advent, Corvex	**$59.00, about 27%** Premium to the trailing 60-day VWAP.	**$38.9M, no reverse fee** Six sponsors contacted, three gave indications.

Sources: SEC filings. Merger proxies and current reports as filed on EDGAR, 2025 and 2026. See appendix.

Where the Exits Actually Went in 2025

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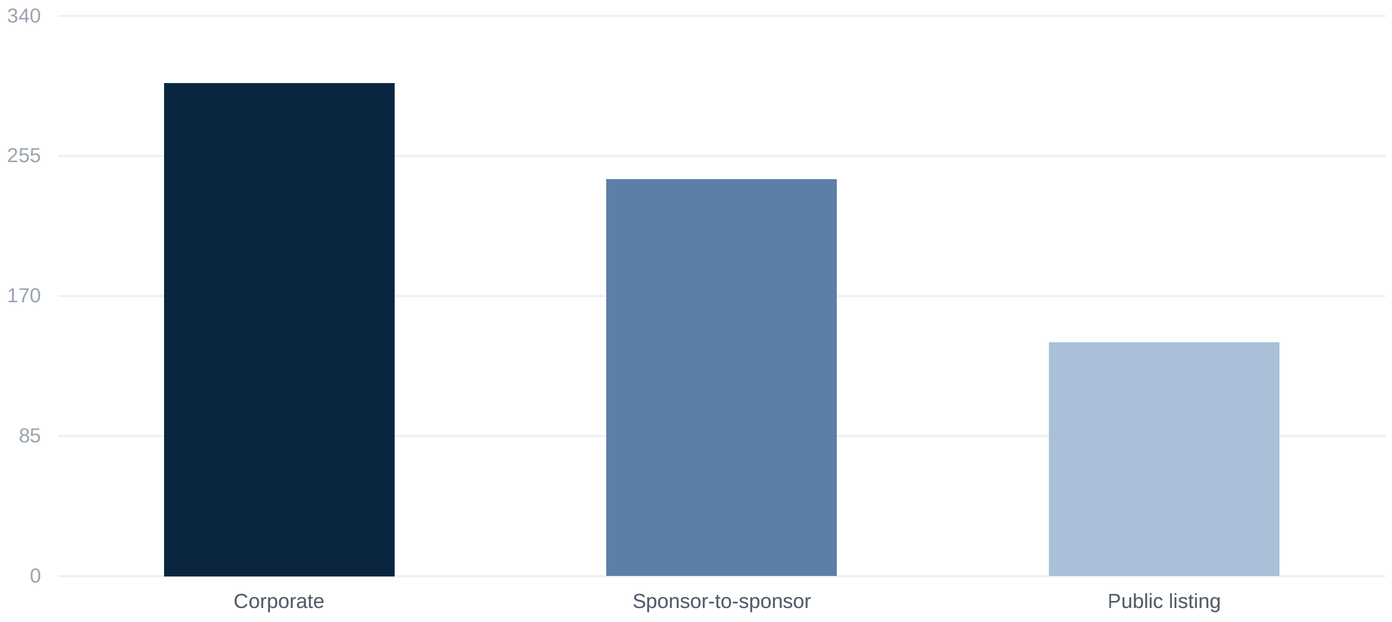
Corporate acquirers took the largest share of US exit value, and sponsor-to-sponsor sales nearly matched them on count

US PE exit value by route, 2025, $ billions



TOTAL 2025 EXIT VALUE

$728.1B

Up 90.1% on 2024, across 1,619 exits.

EXIT COUNTS BY ROUTE

587 / 586 / 26

Corporate, sponsor-to-sponsor and public listing.

TRADE SALES, H1 2026

71%

Of H1 2026 exit value by route, per EY, against 67%.

The corporate column carries platforms

A sale to a sponsor-owned platform records as a corporate exit, so **sponsor-to-sponsor is understated**.

Sources: PitchBook, Q2 2026 US PE Breakdown, 6 July 2026; EY Private Equity Pulse, 28 July 2026.

The Inventory Behind the Activity

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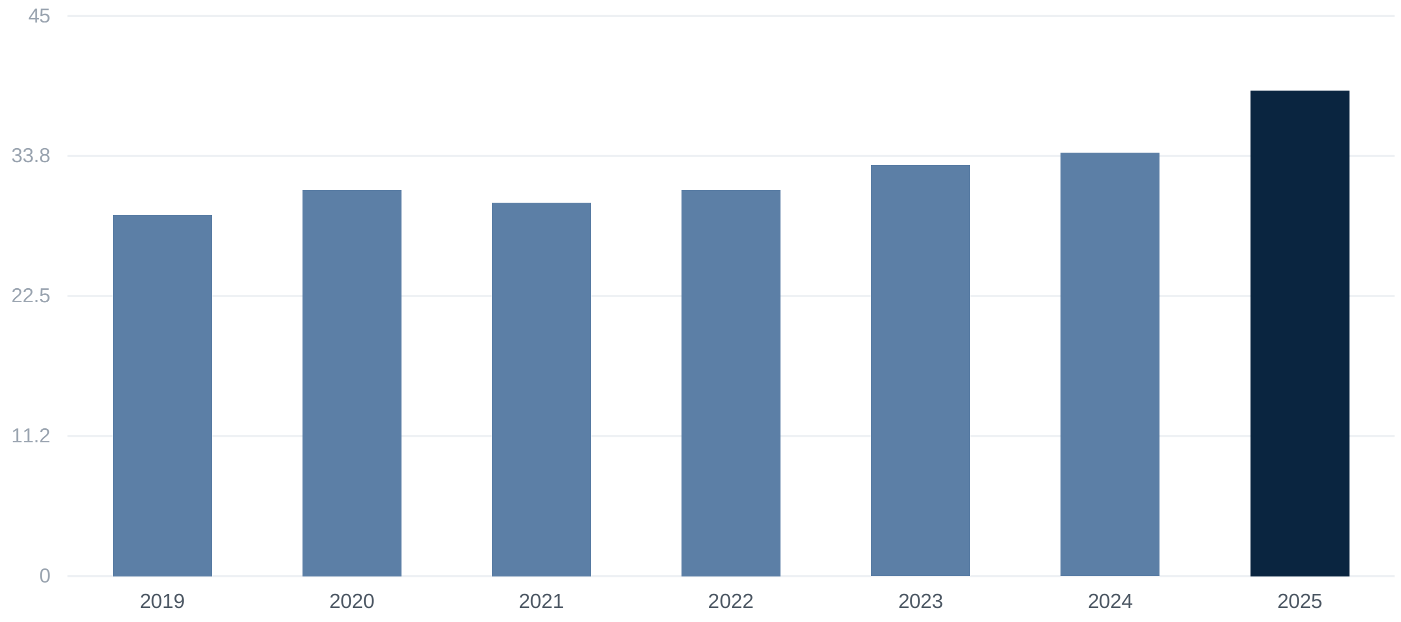
Sponsors are holding more companies for longer while buying more of them through platforms

Share of buyout companies held longer than five years, %



US COMPANIES STILL HELD

13,509

As of Q2 2026, up from 13,143 at the end of 2025.

GLOBAL UNSOLD INVENTORY

~32,000

Carrying about $3.8 trillion of unrealised value.

AVERAGE HOLD AT EXIT

~7.0 years

Against five to six years across 2010 to 2021.

Why backlog and deal count coexist

Attaching a purchase to an existing platform **raises count, extends the hold and defers the distribution**.

Sources: PitchBook; Bain & Company; McKinsey & Company; Preqin; Coller Capital. See appendix.

The Liquidity Chain, Link by Link

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What the platform strategy costs the limited partner, and what that does to the next fund

Distributions

Global distributions ran at **14% of NAV** for the twelve months to Q3 2025, a level Bain & Company records as unmatched since the 2008 to 2009 period.

- Below 15% of NAV for **four consecutive years**.
- Distributions to contributions of **1.1** in 2025.
- McKinsey puts DPI at **6% of AUM** for the year to June 2025, against a 2015 to 2019 average of 16%.
- US fund distribution yield about **14.8%** against a 25-year average of 23.4%.

Limited partner behaviour

Capital that has not come back cannot be recommitted, and the constraint is now stated directly by allocators.

- **53%** of LPs said at end-2025 they are limited in making new commitments because past commitments remain undrawn.
- That is up 15 percentage points on the end-2024 reading.
- About two thirds lean toward holding out for a better multiple over near-term liquidity.
- **40%** expect continuation vehicle activity to rise even if exit conditions improve.

Fundraising

US private equity raised **$308.0 billion across 551 funds** in 2025, the weakest year for capital formation since 2020.

- 2024 comparison: **$371.4 billion across 797 funds**.
- H1 2026: **$159.6 billion across 223 funds**.
- Only **23 first-time funds** closed in H1 2026.
- Experienced managers raised $139.3 billion of 2026 capital to date against $20.3 billion for emerging managers.

Dry powder

US private equity held **$1,067.5 billion** of uncalled capital as of 30 September 2025, and it is ageing.

- Global buyout dry powder about **$1.3 trillion**, mostly from 2022 and 2023 vintages.
- More than **40%** of deployable dry powder has been available for two years or more.
- That is roughly 15 percentage points above the five-year average.
- Ageing commitments push sponsors toward deployable, repeatable transactions.

Sources: PitchBook; Bain & Company; McKinsey & Company; Preqin; Coller Capital. See appendix.

The Fourth Exit Route

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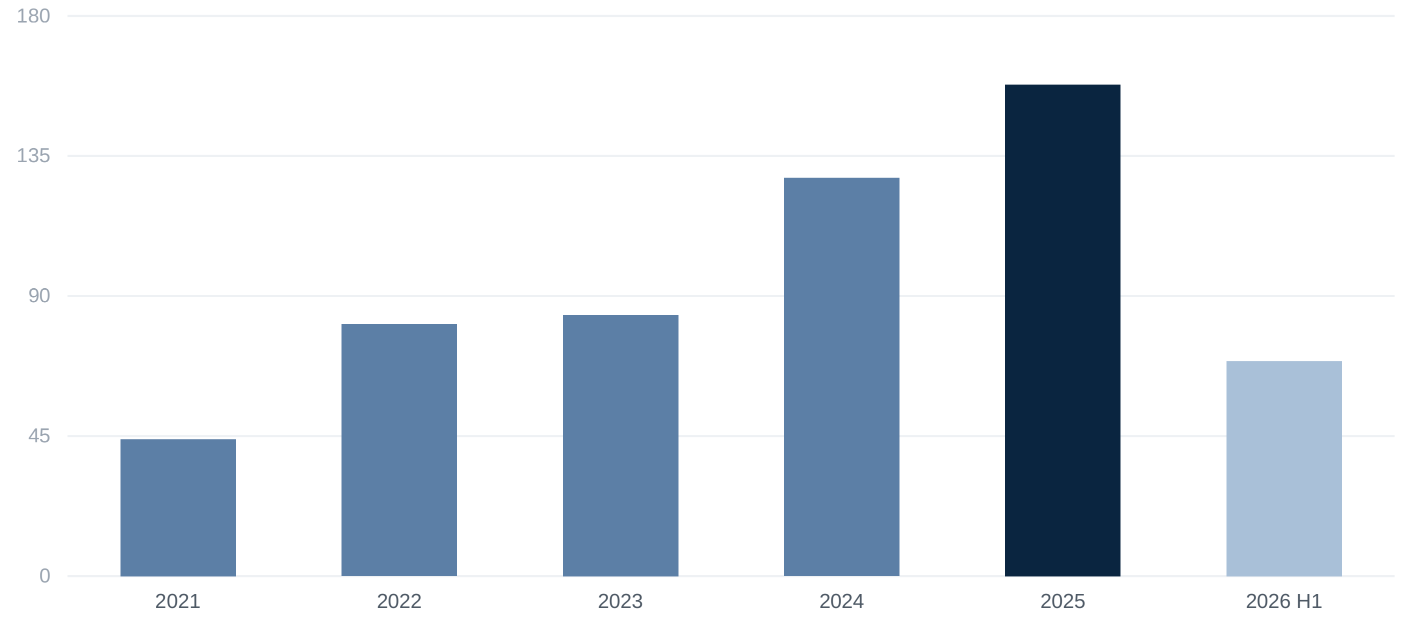
Continuation vehicles have become a standing feature of the exit mix rather than a workaround

Continuation fund related exits, global count



GP-LED VOLUME, 2025

$108B

Against $77 billion in 2024, per Coller Capital.

DEALS ABOVE $1 BILLION

29%

Of GP-led transactions, per Coller Capital, April 2026.

SECONDARIES PRICING

<10% discount

Private equity and infrastructure in 2025, per Preqin.

What the 2026 pace signals

Sixty-nine exits in the first half sit below the 2025 run rate. Sponsors are waiting, **which lengthens the hold**.

Sources: PitchBook, 6 July 2026; Coller Capital, May and June 2026; Preqin, 3 June 2026.

Who Is Financing the Buyouts

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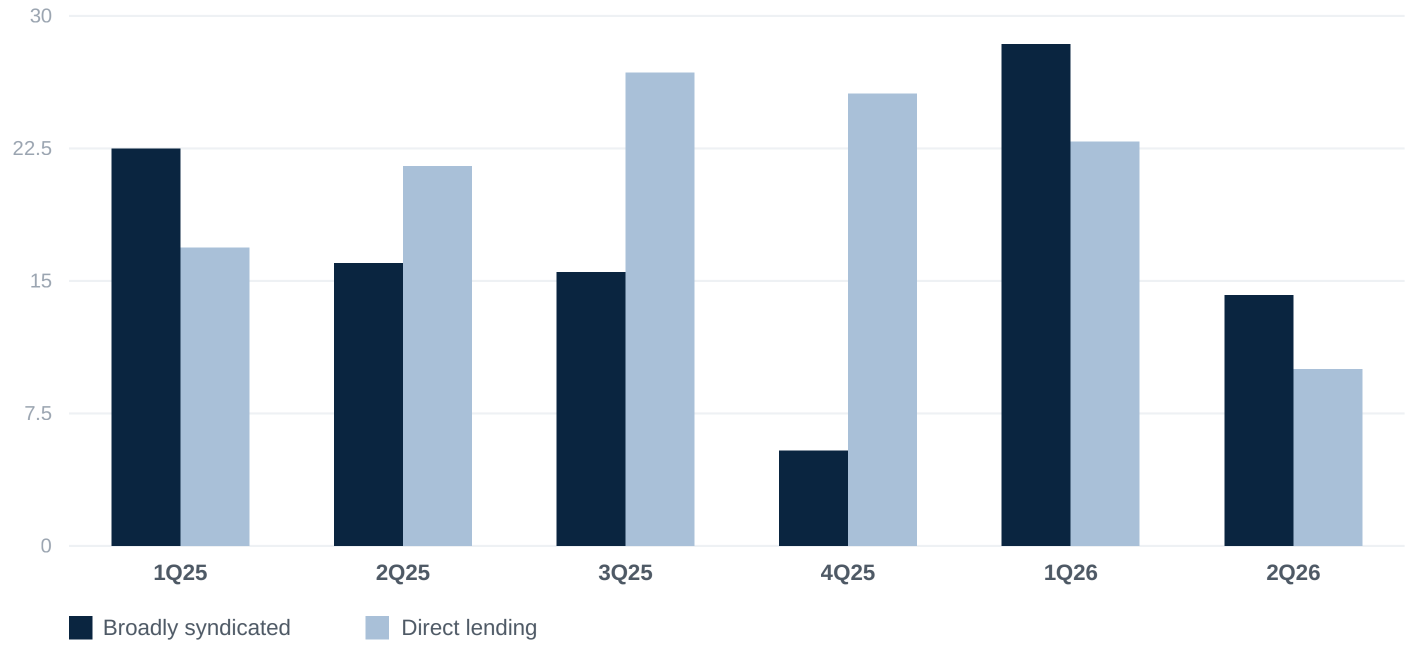
The syndicated market took share back from direct lenders in the first half of 2026

US LBO financing by channel, $ billions



FY 2025 SPLIT

60% private credit

$90.8 billion direct lending against $59.4 billion syndicated.

H1 2026 SPLIT

56% syndicated

$42.6 billion syndicated against $32.9 billion direct.

FED FUNDS TARGET

3.50-3.75%

Unchanged since 11 December 2025 after three cuts.

Price of the platform strategy

The Federal Reserve records private credit near **S+500** against **S+400** on leveraged loans.

Sources: Federal Reserve Board; ICE BofA indices via FRED; PitchBook LCD; Morningstar. See appendix.

What the Listed Managers Disclosed

Second quarter 2026 results from the firms that have to report their realisations

Realisations improved, from a low base

KKR called the second quarter of 2026 its **strongest monetisation quarter ever**, with **$18.6 billion** of transaction value closed and realised performance income of $211.9 million against $109.3 million a year earlier. Blackstone reported realised performance revenues of **$730.9 million** against $553.1 million, and $144.5 billion of realisations over the trailing twelve months.

The unrealised balance is the backlog

KKR carried **$10.2 billion** of gross unrealised carried interest at 30 June 2026. Blackstone carried **$7.5 billion** of net accrued performance revenues and Carlyle **$2.4 billion**. Those balances are the accounting shadow of the inventory: value marked but not yet turned into a distribution.

$18.6B
KKR Q2 2026 MONETISATIONS

$10.2B
KKR UNREALISED CARRY

$6.7B
CARLYLE CARRY FUND PROCEEDS

KKR

Assets under management of $796 billion against $686 billion a year earlier, with $334 billion of perpetual capital, or 42% of the total. Fee related earnings of $1.2 billion and adjusted net income of $1.5 billion, both records for the firm.

Blackstone

Assets under management of $1,346.3 billion against $1,211.2 billion, including $555.6 billion of perpetual capital. Distributable earnings of $1,977.2 million against $1,565.8 million, and net realisations of $414.3 million.

Carlyle

Assets under management of $485 billion, up 4% year on year. Fee related earnings of $358 million at a 47% margin and distributable earnings of $472 million pre-tax, with $6.7 billion of realised proceeds from carry funds in the quarter.

What it means for a seller

The managers with permanent capital are realising into a market that is open at the top end. The pressure to transact is concentrated in the vintage funds that hold the middle-market inventory, and those are the buyers a mid-market seller actually meets.

Sources: KKR & Co. Inc. second quarter 2026 earnings release, 30 July 2026; Blackstone Inc. second quarter 2026 earnings release, 23 July 2026; The Carlyle Group Inc. current report on Form 8-K, 4 August 2026.

Four Things the Buyer Knows and the Seller Does Not

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Each is recoverable from the public record before a first meeting

Cost of Capital

PRICE

A platform funded through direct lending is paying a documented premium over the syndicated market, and that premium sets the floor on what it can pay for the next tuck-in.

- Federal Reserve research puts private credit spreads near **S+500** against **S+400** on leveraged loans.
- Direct lending LBO spreads averaged **S+509** in Q2 2026 against S+474 in Q1.
- Purchase price multiples on syndicated US LBOs ran **9.8x** in H1 2026 against 11.8x in H1 2025.
- The buyer's financing cost is a bounded, knowable input to its walk-away price.

Hold Period

CLOCK

The vintage year of the fund behind the platform sets how long the buyer has, and a fund approaching the end of its window behaves differently from one at the start.

- Average hold at exit is about **7.0 years**, against five to six across 2010 to 2021.
- **39%** of buyout companies were held beyond five years in 2025.
- More than 40% of deployable dry powder has been available for two years or more.
- Sponsor portfolio pages date the original investment.

Mandate

THESIS

A platform assembled to consolidate a fragmented category is buying a slot in a model, not a standalone business, and it will pay for the slot rather than for the company.

- Evergreen Services Group states it **acquires and permanently holds** the businesses it buys.
- EverCommerce discloses that it will **continue to opportunistically** pursue acquisitions in its core verticals.
- The published thesis tells a seller which attributes carry a premium.
- It also tells a seller which competitor is the natural alternative bid.

Process Behaviour

TENSION

Sponsor-backed buyers negotiate protections systematically, and the filed record of how they behave in a public process is the best available guide to a private one.

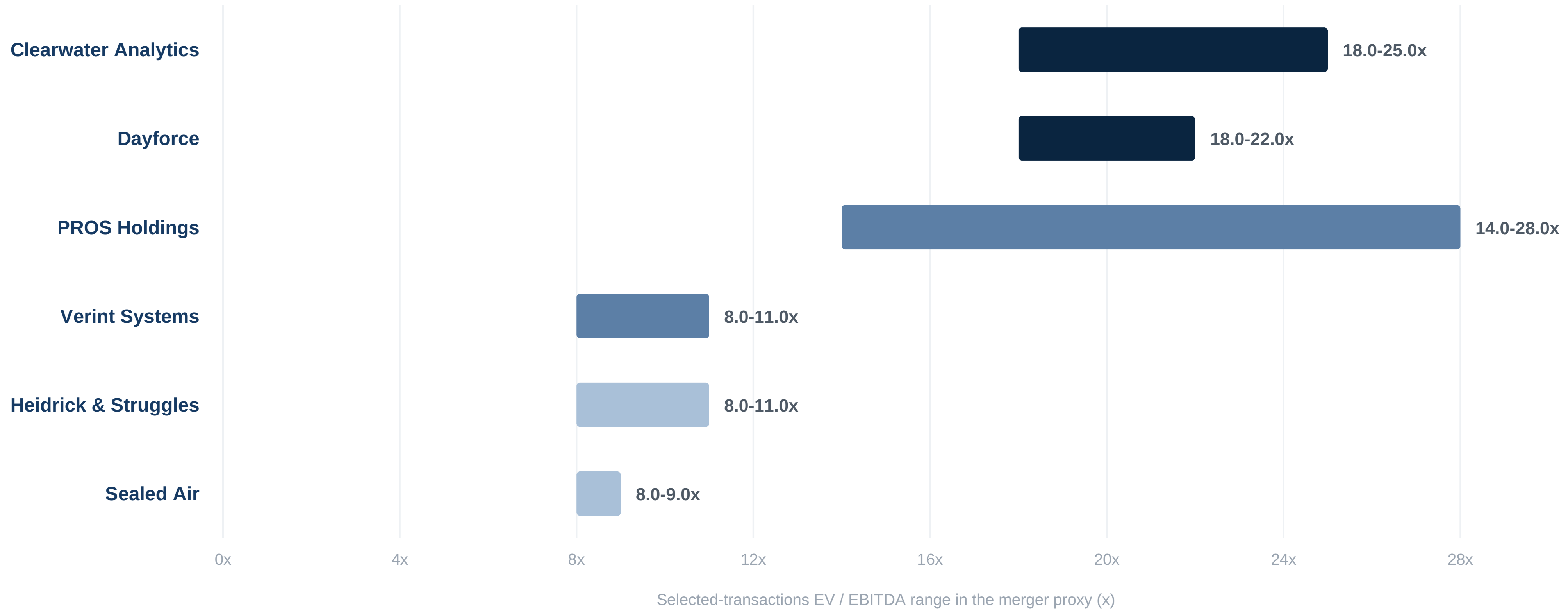
- Company break fees cluster at **3.2% to 3.6%** of equity value across the 2025 and 2026 cohort.
- Reverse fees run at roughly **twice** the company fee.
- Every go-shop in the comparable set produced no competing proposal.
- One sponsor conditioned its final price on removing the go-shop entirely.

Sources: SEC filings; Federal Reserve Board; PitchBook LCD; PitchBook; Bain & Company; platform disclosures.

Multiples Disclosed in 2025 and 2026 Merger Proxies

WINDSOR DRAKE

Selected-transactions ranges as they appear in the filings, attributed to the filing rather than to the adviser



HOW TO READ THESE

Software clears at 18.0x and above; industrial and services assets clear in the 8.0x to 11.0x band. The gap is the **category premium a seller negotiates over**.

Sources: SEC filings. Merger proxies and current reports as filed on EDGAR, 2025 and 2026. See appendix.

The Same Effect, Seen From Inside a Deal Record

WINDSOR DRAKE

A corroborating note from the firm's own transaction index

What the index shows

The Windsor Drake transaction index, queried live on 24 August 2026, held **523 records** in which every acquirer is named. Classified by acquirer type, **504** of those transactions, or **96.4%**, record a strategic buyer. Financial sponsors acting in their own name account for 15 records, and sponsor-backed strategics for a further four.

Why that number is the point

A strategic share above 96% in a book where every buyer is identified is what the platform effect looks like from inside a database rather than from a published aggregate. The classification is doing exactly what it is designed to do, and the sponsor capital inside the strategic column is invisible to the classification by construction.

523	96.4%	2.9%
RECORDS IN THE INDEX	CLASSIFIED STRATEGIC	CLASSIFIED FINANCIAL SPONSOR

The scope of this note

This is a single corroborating observation on the labelling point and nothing more. Every national figure in this report is third-party, carries a named institution and a date, and is sourced independently of the firm's own book.

Why an ownership check pays

Because acquirer type is assigned from the entity that signs, a buyer list built from a database column will separate strategics from sponsors incorrectly wherever a roll-up cohort is active. Checking ownership restores the distinction that matters.

How to run the check

Sponsor portfolio pages, the platform's own press releases and, for any listed party, the filings carry the ownership chain. It takes minutes per name and it changes the negotiating posture for the whole process.

Source: Windsor Drake transaction index, queried live 24 August 2026. Used here to corroborate the classification point only.

Timing a Process Into This Market

WINDSOR DRAKE

What the current configuration of capital, credit and inventory implies for a seller's calendar

Preparation
MONTHS 0 TO 3

- Map every plausible buyer to its ultimate owner, sponsor by sponsor.
- Date the fund vintage behind each platform on the list.
- Pull the filed terms of any comparable public transaction in the category.
- Fix the audited quality of earnings before a buyer sets the agenda.

KEY MILESTONE
A buyer list organised by ownership, not by label

Market
MONTHS 3 TO 7

- Run platforms and genuine strategics as separate tracks with different materials.
- Price the process against filed selected-transactions ranges.
- Hold at least one sponsor and one platform live to preserve tension.
- Test financing capacity early, given the S+500 private credit benchmark.

KEY MILESTONE
Competing bids from two different buyer economies

Execution
MONTHS 7 TO 12

- Negotiate reverse protection with the 2025 and 2026 cohort as the reference.
- Treat a go-shop as a priced term, not a courtesy.
- Expect the equity commitment and limited guarantee to define real recourse.
- Plan for an outside date roughly nine months from signing.

KEY MILESTONE
Signed terms benchmarked to the filed record

Window
MONTHS 12 TO 18

- Record dry powder is ageing and needs deployment.
- Strategic exit value led all routes at $299.3 billion in 2025.
- Purchase price multiples on syndicated deals reset to 9.8x in H1 2026.
- Quality assets remain scarce against 13,509 companies waiting to sell.

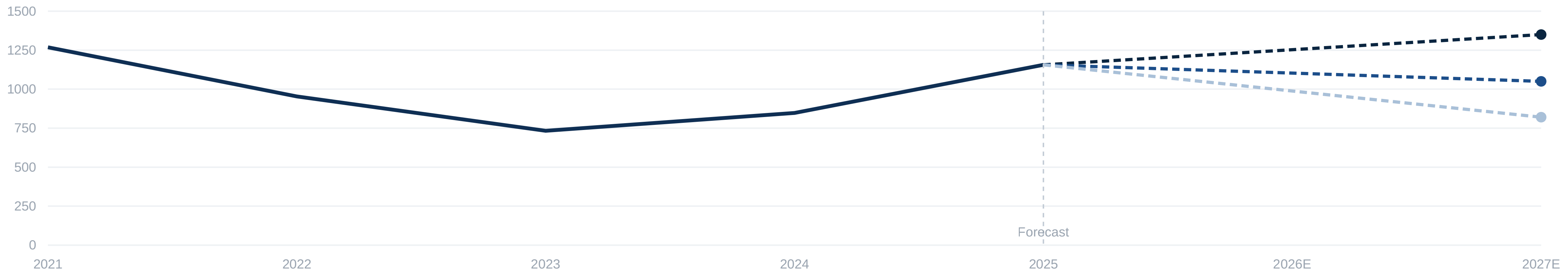
KEY MILESTONE
Demand concentrated, supply of prepared assets thin

Sources: PitchBook; Bain & Company; McKinsey & Company; Preqin; Coller Capital. See appendix.

US Private Equity Deal Value: Windsor Drake Scenarios

WINDSOR DRAKE

The firm's own view of 2026 and 2027, stated as scenarios rather than a forecast



Bull $1.35T by 2027

Key Drivers

- Policy eases beyond the June 2026 projections.
- Syndicated financing holds its H1 2026 share.
- The listing window stays open.

PREPARED SELLERS MEET THE DEEPEST BUYER POOL IN FOUR YEARS.

Base $1.05T by 2027

Key Drivers

- Policy holds at 3.50-3.75% through 2026.
- Add-ons stay near three-quarters of buyout count.
- Continuation vehicles absorb more of the backlog.

PLATFORM BUYERS STAY THE MOST RELIABLE MIDDLE-MARKET BID.

Bear $0.82T by 2027

Key Drivers

- Credit reprices into the 2028 maturity wall.
- Loan bid levels weaken from 95.17 at end-July.
- Fundraising falls again after $308.0 billion.

PROCESSES LENGTHEN AND NAMING THE BUYER'S OWNER DECIDES THE OUTCOME.

Windsor Drake analysis. Historical series from PitchBook; policy path from the Federal Reserve Board.

Appendix: Sources and Institutions

WINDSOR DRAKE

Every third-party institution whose data appears in this deck. Every figure carries a named institution and a date.

Institution	Report / Source	Date
PitchBook	*Q2 2026 US PE Breakdown*	2026-07
PitchBook	*2025 Annual US PE Breakdown*	2026-01
PitchBook LCD	*US leveraged loan, LBO financing and purchase price series*	2026-07
Bain & Company	*Global Private Equity Report 2026*	2026-02
McKinsey & Company	*Global Private Markets Report 2026*	2026-02
Preqin	*Secondaries pricing and fundraising data*	2026-06
Coller Capital	*GP-led volumes and Global Private Capital Barometer*	2026-06
EY	*Private Equity Pulse, Q2 2026*	2026-07
MSCI	*Distribution and contribution series, via Bain & Company*	2026-02
Federal Reserve Board	*FOMC implementation note, Summary of Economic Projections, and FEDS Notes on private credit*	2026-08
ICE BofA via FRED	*US High Yield Index spread and effective yield*	2026-08

Third-party institutions only. Every figure in this deck carries a named institution and a date.

Appendix: Filings and Methodology

WINDSOR DRAKE

Primary filings read for this report, and how every figure in it was produced.

Institution	Report / Source	Date
Integer Holdings	*Forms 8-K and the Agreement and Plan of Merger, SEC EDGAR*	2026-08
SEC merger proxies	*Verint Systems, Dayforce, Hologic, Sealed Air, Clearwater Analytics, Jamf Holding, PROS Holdings and Heidrick & Struggles, on Form DEFM14A*	2025 to 2026
EverCommerce	*Annual report on Form 10-K, SEC EDGAR*	FY2025
KKR, Blackstone, Carlyle	*Second quarter 2026 earnings releases and Form 8-K*	2026-08

METHODOLOGY NOTES

Framework

The Platform Buyer. Sponsor capital that enters a transaction under a portfolio company's name, so the deal records as strategic.

Ownership and filings

Each ownership claim traces to a portfolio page, an announcement or a filing. Premia, fees, go-shops and party counts are quoted from the filings as filed.

Platform counts

Compiled from company releases, sponsor portfolio pages and filings accessed 24 August 2026. Cumulative claims, dated counts and brand or location counts are labelled distinctly.

Derived figures and scope

The 2025 add-on share of buyout value and the annual financing channel split are Windsor Drake computations from published components. Scope is US private equity, all sectors.