# DUFF&PHELPS

Protect, Restore and Maximize Value

# Food and Beverage M&A Landscape

Summer 2019



# **Q** M&A Market Overview

Merger & Acquisition (M&A) deal activity in the U.S. and Canadian food and beverage industry remains strong, with 300 deals closing in the last 12 months (LTM) through June 30, 2019.

The market witnessed several major transactions in the first half of 2019, including the acquisition of the wine and spirit brands of Constellation Brands Inc. along with six winemaking facilities for \$1.7 billion by E. & J. Gallo Winery closed on April 26, 2019, and the acquisition of the cookies and fruit snacks business of Kellogg Company by Ferrero International S.A., which was announced on April 1, 2019, with a transaction value of \$1.3 billion.

M&A activity in the Food and Beverage sector is still predominately driven by strategic buyers (including companies primarily owned by private equity investors), with strategic transactions representing 89% of total deal value over the LTM. Of the 300 deals closed in the LTM, 212 (71%) were completed by privately owned buyers.

Overall deal volume in the LTM through June 30, 2019 increased 7.5% relative to the same period last year.

The beverage sector continues to be an active space for M&A, with 53 transactions completed by alcoholic beverage companies and 37 deals completed by non-alcoholic players in the LTM. The strong M&A activity in the alcoholic beverages space is driven by a fragmented market, made up of a large and diverse base of small players, which makes the \$1.7 billion acquisition of Constellation Brands' wine and spirits portfolio by E. & J. Gallo Winery a very significant transaction. As of the writing of this report, it is within the top 10 largest alcoholic beverage M&A transactions to take place in North America and top 50 globally.



### M&A Market Overview, Continued

#### Number of Closed Deals (as of June 30, 2019)



By Number of Closed Deals (LTM as of June 30, 2019)



Note: All amounts are listed in USD unless otherwise noted. Includes Food and Beverage sector deals where the target was based in North America. Source: S&P Global Market Intelligence. Transactions with more than 50% of the company acquired are included in the analysis.

### Select Recent U.S. Transactions<sup>1</sup>

# Butterfly Enterprises LLC acquired Wm. Bolthouse Farms Inc.



On June 17, 2019, Butterfly closed the acquisition of Wm. Bolthouse Farms Inc for \$510 million. Butterfly operating partner and new Bolthouse CEO Jeff Dunn said, "Bolthouse Farms holds a special place in the produce industry, and my team and I are deeply committed to strengthening and broadening Bolthouse Farms' unique legacy. We can't wait to get started."

# E. & J. Gallo Winery acquired wine and spirit brands of Constellation Brands Inc.



On April 26, 2019, E. & J. Gallo Winery closed the acquisition of wine and spirit brands of Constellation Brands Inc. along with six winemaking facilities for \$1.7 billion. Gallo's CEO Joseph Gallo said, "We are committed to remaining a family-owned company focused on growing the wine industry. While we continue to invest in our premium and luxury businesses, we see a tremendous opportunity with this acquisition to bring new consumers into the wine category."

# Ferrero International S.A. to acquire cookies and fruit snacks business of Kellogg Company



On April 1, 2019, Ferrero International S.A. announced the acquisition of the cookies and Fruit Snacks Business of Kellogg Company for \$1.3 billion. "This divestiture is yet another action we have taken to reshape and focus our portfolio, which will lead to reduced complexity, more targeted investment and better growth," said Steven A. Cahillane, Chairman and CEO of Kellogg.

#### CJ Foods America Corp. acquired stake in The Schwan Food Company, Inc.



On February 25, 2019, CJ Foods America closed the acquisition of a majority stake in The Schwan Food Company for \$1.8 billion, with an implied enterprise value of \$2.3 billion. Schwan's CEO Dimitrios Smyrnios said, "We are entering a new and exciting era at Schwan's, and we look forward to working closely with our new team members to further strengthen our operations and accelerate growth."

#### Symrise AG to acquire International Dehydrated Foods LLC and American Dehydrated Foods Inc.



On January 31, 2019, Symrise AG announced the signing of an agreement to acquire International Dehydrated Foods and American Dehydrated Foods for approximately \$900 million. "The strategic acquisition of A.D.F./I.D.F. perfectly delivers on our strategy to expand in fast-growing, high-margin business areas," said Heinz-Jürgen Bertram, Ph.D., CEO of Symrise. "The complementary offering will further diversify our Diana portfolio in pet food and nutrition."

#### Fuji Oil Holdings Inc. acquired Blommer Chocolate Company



On January 29, 2019, Fuji Oil closed the acquisition of Blommer Chocolate for \$750 million. Peter Blommer, CEO of Blommer Chocolate said, "With our combined expertise in chocolate and fats and oils, both rooted in product and process innovation, we have the opportunity to create a broad global footprint from which to serve our customers and drive growth."

### Select Recent Canadian Transactions<sup>1</sup>

# International Flavors & Fragrances Inc. completes acquisition of Wiberg Corporation Inc.



On June 3, 2019, International Flavors & Fragrances Inc. (FFI) acquired the remaining 50% of Wiberg Corporation Inc. In regards to IFF's M&A activity, CEO Andreas Fibig said, "We believe that we now have a real great base to grow the business. Diversified product portfolio, a lot of categories we didn't have before, but they are very close to our core, which help us to grow the business faster."

#### Zurban Beverages Inc. acquired Kiju brand of Nothing But Nature Inc.

On May 21, 2019, Zurban Beverages Inc. acquired the Kiju brand of Nothing But Nature Inc. for \$5.96 million. Matthew von Teichman, CEO of GreenSpace Brands (Nothing But Nature parent company), said, "This transaction is significant for many reasons, not the least of which is that we feel it establishes a value for the rest of the brands in our portfolio of at least 1x sales, it helps to pay down some debt and it gives us some much-needed additional working capital. The sale of Kiju, although bittersweet for us, is an important milestone in our evolution as a company."

# Charoen Pokphand Foods to acquire HyLife Ltd.



kijuorganic

On April 22, 2019, Charoen Pokphand Foods announced the acquisition of HyLife Ltd. for \$373 million. HyLife's CEO Grant Lazaruk said, "This is a win-win for HyLife, CPF and Manitoba's agricultural industry. Together, our globally established companies will significantly strengthen our market position."

#### United Pet Supplements Inc. acquired RawPaw Natural Foods Inc. and Bonnie & Clyde Pet Goods



United Pet Supplements Inc., a portfolio company of Dane Creek Capital Corp., acquired RawPaw Natural Foods Inc. and Bonnie & Clyde Pet Goods on March 20 and 22, 2019, respectively. Both acquisitions were at a purchase price of approximately 1.3x the trailing 12 months' revenue. Mark Warren, chairman and CEO of Dane Creek said, "The acquisition of RawPaw gives us further strength in the fastgrowing area of natural pet supplements."

#### Tilray Inc. acquired Fresh Hemp Foods Ltd. (dba Manitoba Harvest)



On February 28, 2019, Tilray acquired Fresh Hemp Foods for \$319 million. The acquisition will expand Tilray's product portfolio into the natural foods category and bring Manitoba Harvest expertise in working with cannabinoids, including cannabidiol (CBD). Brendan Kennedy, Tilray President and CEO said, "We're excited to work with Manitoba Harvest to develop and distribute a diverse portfolio of branded hempderived CBD food and wellness products in the U.S. and Canada."

#### Ocean Spray Cranberries Inc. acquired Atoka Cranberries Inc.

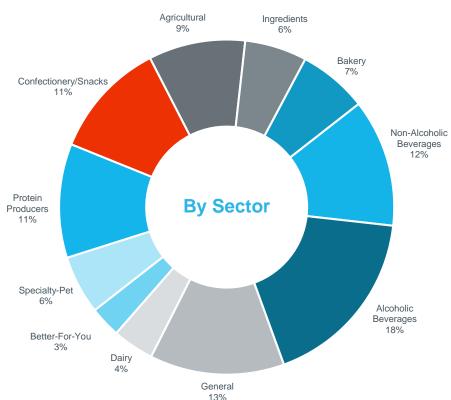


On February 2, 2019, Ocean Spray Cranberries announced the acquisition of Atoka Cranberries. "This is a strong investment for Ocean Spray and our 700 Farmer-Owners," said Ocean Spray CEO Randy Papadellis.

### Recent North American M&A Activity by Subsector

Food and Beverage Subsector Definitions

#### Deals by Subsector (LTM as of June 30, 2019)



#### **Agricultural:**

Fresh produce or other agricultural products

#### **Bakery:**

Production and distribution of baked goods

Better-For-You: Differentiated food products with health benefits

#### **Confectionery/Snacks:**

Chocolate, candy, nuts and other convenient snack foods

#### General:

Food

Conglomerates and general food businesses

#### **Dairy:**

Production and distribution of dairy or dairy by-products, such as cheese or yogurt

#### **Ingredients:**

Goods used in the production of other food-related items

Protein Producers: Meat and seafood producers and distributors

#### **Specialty-Pet:**

Pet food producers, distributors and retailers

Non-Alcoholic Beverages: Beverages that do not contain alcohol

Alcoholic Beverages: Wine, beer and spirits

Source: Capital IQ as of June 30, 2019. Note: M&A deal count is defined by a list of subsectors viewed as the best representation of the industry.

#### **Agricultural**

Date Closed	Target	Target Location	Target Business Description	Acquirer	Enterprise Value	LTM Revenue	LTM EBITDA	EV/ Revenue EBITDA	EBITDA Margin
6/1/2019	Agri-Tech Farms Limited	•	Agri-Tech Farms Limited develops agricultural operations for food production and distribution in the America, China and other world markets.	1169029 B.C. Ltd.	\$1.1	-	-		-
4/11/2019	Earthbound Farm LLC		Earthbound Farm LLC grows organic produce.	Taylor Fresh Foods, Inc.		\$400.0	-		-
4/4/2019	MGI Grain Processing LLC		MGI Grain Processing LLC owns and operates barley and oat grain processing facility.	RiceBran Technologies	\$4.0	\$3.0	-	1.3x -	-
2/27/2019	Fresh Hemp Foods Ltd.	*	Fresh Hemp Foods Ltd., dba Manitoba Harvest, produces hemp food.	Tilray Inc.	\$314.8	-	-		-
1/22/2019	Topgro Holding Ltd.	*	Topgro Holdings Ltd. operates agricultural land.	Bevo Farms, Ltd.	\$9.0	-	-		-

#### **Agricultural**

Date Closed	Target	Target Location	Target Business Description	Acquirer	Enterprise Value	LTM Revenue	LTM EBITDA	EV/ Revenue E	BITDA	EBITDA Margin
1/8/2019	Bevo Agro Inc.		Bevo Agro Inc. provides greenhouse, field and bedding crop seedlings and vegetable plants.	Sun Pharm Investments Ltd. (nka Zenabis Global Inc.)	-	\$25.3	\$5.0	-	-	19.6%
				Mean Median	\$82.2 \$6.5	\$142.8 \$25.3	\$5.0 \$5.0	1.3x 1.3x	NA NA	19.6% 19.6%

#### **Bakery**

Date Closed	Target	Target Location	Target Business Description	Acquirer	Enterprise Value	LTM Revenue	LTM EBITDA	E <sup>v</sup> Revenue	-	EBITDA Margin
5/15/2019	Clabber Girl Corporation		Clabber Girl Corporation manufactures baking ingredients and products for bakeries, restaurants, hospitals, and schools.	B&G Foods North America Inc.	\$80.0	-	-	-	-	-
				Mean Median	\$80.0 \$80.0	NA NA	NA NA	NA NA	NA NA	NA NA

### **Better-For-You**

Date Closed	Target	Target Location	Target Business Description	Acquirer	Enterprise Value	LTM Revenue	LTM EBITDA	EV/ Revenue EBITDA	EBITDA Margin
7/16/2019	Perfect Bar LLC		Perfect Bar LLC produces protein bars.	Mondalez International Inc.	-	\$70.0	-		-
4/15/2019	CytoSport business of Hormel Foods Corporation		CytoSport business of Hormel Foods Corporation is a sports-oriented nutritional products manufacturing business.	PepsiCo Inc.	\$465.0	\$300.0	-	1.6x -	-
1/30/2019	Good Food Holdings LLC		Good Food Holdings LLC processes and provides natural foods.	PK Retail Holdings Inc.	\$275.0	\$598.0	-	0.5x -	-
				Maan	¢070.0	¢200 7	NIA	4 O NA	
				Mean Median	\$370.0 \$370.0	\$322.7 \$300.0	NA NA	1.0x NA 1.0x NA	NA NA

#### **Confectionery/Snacks**

Date Closed	Target	Target Location	Target Business Description	Acquirer	Enterprise Value	LTM Revenue	LTM EBITDA	EV/ Revenue EBI	EBITDA DA Margin
Announced	Ready-to-eat cereal business of TreeHouse Foods Inc.		The Ready-to-eat cereal business of TreeHouse Foods Inc. comprises a business unit manufacturing cereals.	Post Holdings Inc.	-	\$260.0	-		-
Announced	The fruit business of Paradise Inc.		The Fruit Business of Paradise Inc. comprises a business unit engaged in the production of candied fruit.	Gray & Company Inc.	\$10.9	-	-		-
Announced	The cookies and fruit snacks business of Kellogg Company		The cookies and fruit snacks business of Kellogg Company comprises business that produces cookies and fruit snacks.	Ferrero International S.A.	\$1,300.0	\$900.0	-	1.4x -	-
Announced	Tres Ojos Naturals LLC		Tres Ojos Naturals LLC, dba SolDaze, produces cannabis-infused fruit snacks.	Nutritional High International Inc.	\$3.0	-	-		-
1/29/2019	Blommer Chocolate Company		Blommer Chocolate Company processes, manufactures and supplies integrated chocolate and cocoa in North America.	Fuji Oil Holdings Inc.	\$750.0	\$907.0	\$56.0	0.8x 13.	4x 6.2%
				Mean Median	\$516.0 \$380.4	\$689.0 \$900.0	\$56.0 \$56.0	1.1x 13. 1.1x 13.	

#### **General**

Date Closed	Target	Target Location	Target Business Description	Acquirer	Enterprise Value	LTM Revenue	LTM EBITDA	EV/ Revenue EBITDA	EBITDA Margin
4/29/2019	Turkey Hill business of The Kroger Co.		The Turkey Hill business of The Kroger Co. comprises iced teas, fruit drinks, milk, frozen dairy treats and ice cream products manufacturing business.	Peak Rock Capital	\$215.0	-	-		-
2/25/2019	Schwan's Company		Schwan's Company, through its subsidiaries, produces and sells frozen food products.	CJ Foods America Corp.	\$2,180.0	-	-		-
1/3/2019	La Vida Verde Inc.		La Vida Verde Inc. engages in extraction, manufacturing, and distribution of food products.	International Cannabrands Inc.	\$11.4	-	-		-
1/3/2019	Primal Nutrition LLC		Primal Nutritio, LLC manufactures and markets food seasonings, such as condiments, sauces and dressings.	The Kraft Heinz Company	\$200.0	\$50.0	-	4.0x -	-
				Mean	\$651.6	\$50.0	NA	4.0x NA	NA

#### **Dairy**

Date Closed	Target	Target Location	Target Business Description	Acquirer	Enterprise Value	LTM Revenue	LTM EBITDA	EV/ Revenue E	BITDA	EBITDA Margin
7/2/2019	Canadian natural cheese business of Kraft Canada Inc.	•	Canadian natural cheese business comprises natural cheese brands, including Cracker Barrel, P'tit Québec, and aMOOza!.	Parmalat Canada Inc.	\$1,233.8	\$426.5	-	2.9x	-	-
1/31/2019	Rolling Meadow Dairy brand and business of GreenSpace Brands Inc.	*	Rolling Meadow Dairy brand and business of GreenSpace Brands Inc. is a dairy business.	Organic Meadow Co- Operative Inc.	\$1.4	-	-	-	-	-
				Mean Median	\$617.6 \$617.6	\$426.5 \$426.5	NA NA	2.9x 2.9x	NA NA	NA NA

#### **Ingredients**

Date Closed	Target	Target Location	Target Business Description	Acquirer	Enterprise Value	LTM Revenue	LTM EBITDA	EV/ Revenue EBITDA	EBITDA Margin
3/1/2019	Operations of Western Polymer Corporation		Western Polymer Corporation manufactures and supplies native and modified potato starches for food and industrial applications.	Ingredion Incorporated	\$41.0	-	-		-
2/25/2019	Wesson oil brand of Conagra Brands Inc.		The Wesson oil brand of Conagra Brands Inc. manufactures cooking oil.	Richardson International Limited	\$180.0	-	-		-
				Mean Median	\$110.5 \$110.5	NA NA	NA NA	NA NA NA NA	NA NA

### **Protein Producers**

Date Closed	Target	Target Location	Target Business Description	Acquirer	Enterprise Value	LTM Revenue	LTM EBITDA	EV/ Revenue EBITDA	EBITDA Margin
Announced	HyLife Ltd.	*	HyLife Ltd. produces and distributes pork products for customers worldwide.	Charoen Pokphand Foods Public Company Limited	\$744.4	-	-		-
Announced	Les Viandes Lacroix Inc.	*	Les Viandes Lacroix Inc. processes and produces ready-to-cook meat products.	Exceldor Cooperative	-	\$108.5	-		-
6/28/2019	Hain Pure Protein Corporation		Hain Pure Protein Corporation owns and operates poultry processing facilities.	Aterian Investment Partners LLC; Aterian Investment Partners III LP	\$80.0	-	-		-
6/10/2019	lowa Premium Beef LLC		lowa Premium Beef LLC offers meat slaughtering and meat product packing services.	Jefferies Financial Group Inc., National Beef Packing Co. LLC and others	\$150.0	\$650.0	-	\$0.2 -	-
3/29/2019	Ariake U.S.A. Inc.		Ariake U.S.A. Inc. produces and sells stocks and broths, meat bases, sauces, fats and dried stock.	Kerry Inc.	\$176.0	\$53.0	-	\$3.3 -	-

### **Protein Producers**

Date Closed	Target	Target Location	Target Business Description	Acquirer	Enterprise Value	LTM Revenue	LTM EBITDA	EV Revenue	-	EBITDA Margin
2/28/2019	Sam Kane Beef Processors Inc.		Sam Kane Beef Processors Inc. processes, produces, markets and distributes beef meat products to customers in the U.S. and internationally.	STX Beef Company	\$1.5	-	-	-	-	-
2/25/2019	Bassian Farms Inc.		Bassian Farms Inc. processes and supplies beef, poultry, pork, and seafood products.	The Chefs' Warehouse Inc.	\$41.0	-	-	-	-	-
				Mean	\$198.8	\$270.5	NA	1.8x	NA	NA
				Median	\$115.0	\$108.5	NA	1.8x	NA	NA

#### **Specialty-Pet**

Date Closed	Target	Target Location	Target Business Description	Acquirer	Enterprise Value	LTM Revenue	LTM EBITDA	E <sup>v</sup> Revenue	-	EBITDA Margin
Announced	International Dehydrated Foods Inc./American Dehydrated Foods Inc.		International Dehydrated Foods Inc. produces protein-fortifying ingredients for pet food, and American Dehydrated Foods Inc. provides ingredients to pet food manufacturers.	Symrise AG	\$900.0	\$220.0	\$51.0	4.1x	17.6x	23.2%
5/6/2019	Bona Vida Inc.		Bona Vida Inc. develops, manufactures and distributes pet food for dogs and cats.	Sport Endurance Inc.	\$2.3	-	-	-	-	-
				Mean Median	\$451.2 \$451.2	\$220.0 \$220.0	\$51.0 \$51.0	4.1x 4.1x	17.6x 17.6x	23.2% 23.2%

#### **Non-Alcoholic Beverages**

Date Closed	Target	Target Location	Target Business Description	Acquirer	Enterprise Value	LTM Revenue	LTM EBITDA	EV Revenue		EBITDA Margin
Announced	TeaLief Brand LLC		TeaLief Brand LLC produces cannabinoids-infused teas.	NewLeaf Brands Inc.	\$3.0	-	-	-	-	-
Announced	Café Cachita coffee brand of H&H Coffee Group Export Corp.		Café Cachita coffee brand of H&H Coffee Group Export Corp. consists of a business unit that produces coffee.	CLR Roasters LLC	\$0.7	-	-	-	-	-
Announced	BevCanna Enterprises Inc.		BevCanna Enterprises Inc. produces cannabis-infused beverages.	Abattis Bioceuticals Corp.	\$6.4	-	NM	-	NM	NM
6/17/2019	Wm. Bolthouse Farms Inc.		Wm. Bolthouse Farms Inc. produces fresh produce and beverages.	Butterfly Enterprises LLC	\$510.0	-	-	-	-	-
5/17/2019	Business relating to the Kiju brand of Nothing But Nature Inc.		The business relating to the Kiju brand of Nothing But Nature Inc. produces and supplies organic juices and iced tea.	Zurban Beverages Inc.	\$6.0	-	-	-	-	-

#### **Non-Alcoholic Beverages**

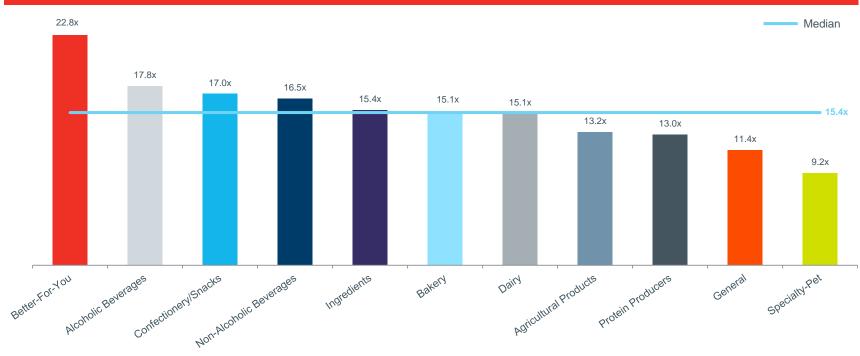
Date Closed	Target	Target Location	Target Business Description	Acquirer	Enterprise Value	LTM Revenue	LTM EBITDA	EV/ Revenue EBITD.	EBITDA Margin
4/1/2019	CBD Lifestyle Corp.		CBD Lifestyle Corp. develops and markets beverages infused with hemp- derived extracts and derivatives.	River Wild Exploration Inc. (nka CENTR Brands Corp.)	\$10.7	-	-		-
2/8/2019	Cott Beverages LLC		Cott Beverages LLC develops and manufactures soft drink concentrates for bottlers in the U.S. and internationally.	Refresco Group N.V.	\$50.0	\$80.0	-	0.6x -	-
1/22/2019	True Buch Kombucha	*	True Buch Kombucha provides organic tea beverages.	Zenabis Global Inc.	\$3.0	-	-		-
				Mean Median	\$73.7 \$6.2	\$80.0 \$80.0	NA NA	0.6x NA 0.6x NA	NA NA

#### **Alcoholic Beverages**

Date Closed	Target	Target Location	Target Business Description	Acquirer	Enterprise Value	LTM Revenue	LTM EBITDA	EV/ Revenue EBIT	EBITDA DA Margin
7/3/2019	Off-Centered Way LLC		Off-Centered Way LLC engages in the production of beers.	The Boston Beer Company Inc.	\$155.7	-	-		-
5/13/2019	Assets of Rubber Soul Brewing		Rubber Soul Brewing is a beer brewing business.	Ghost Brewing LLC	\$0.2	-	-		-
4/26/2019	Portfolio of wine and spirits brands and six winemaking facilities of Constellation Brands, Inc.		The acquired portfolio comprises winemaking facilities in California, Washington, and New York and 30 wine and spirits brands.	E. & J. Gallo Winery	\$1,700.0	-	-		-
				Mean	\$618.6	NA	NA	NA NA	NA

### **Public Company Trading Multiples**

- Enterprise value to LTM EBITDA multiples for Food and Beverage companies across many food segments have continued to increase compared to median multiples of the preceding five years (see pages 22 and 23 for historical multiples by subsector).
- As of June 30, 2019, companies in the Better-For-You and Alcoholic Beverages segments commanded the highest median EBITDA multiples.
- The Better-For-You market continues to benefit by riding the wave of changing consumer demands, with median multiples increasing to 22.8x as of June 30, 2019.
- The Alcoholic Beverages market has seen continued growth in craft beer and premium spirits, driven by the millennial generation's taste for high-end spirits and unique beers, taking over from the Boomer generation's proclivity for cheaper options.
- In the Confectionery market, valuations remain strong considering the current healthy living trends. A strong economy and rising disposable incomes
  have continued to feed demand, while producers look to novel flavor profiles and functional ingredients to stir interest from consumers.



EV/LTM EBITDA Median Multiples by Subsector as of June 30, 2019

Note: Sector constituents based on selected comparable companies; certain periods exclude outliers based on Duff & Phelps analysis; EBITDA does not reflect adjustments for extraordinary items. EV = Enterprise Value = Market Capitalization + Total Debt + Preferred Equity – Cash and Short-Term Investments. LTM = last 12 months. Sources: S&P Global Market Intelligence, Businesswire, PR Newswire.

General

### **Public Company Trading Multiples**

EV/LTM EBITDA Median Multiples – Food and Beverage Subsectors as of June 30, 2019



Note: Sector constituents based on selected comparable companies; certain periods exclude outliers based on Duff & Phelps analysis; EBITDA does not reflect adjustments for extraordinary items. EV = Enterprise Value = Market Capitalization + Total Debt + Preferred Equity – Cash and Short Term Investments. LTM = last 12 months. Sources: S&P Global Market Intelligence

Dairy

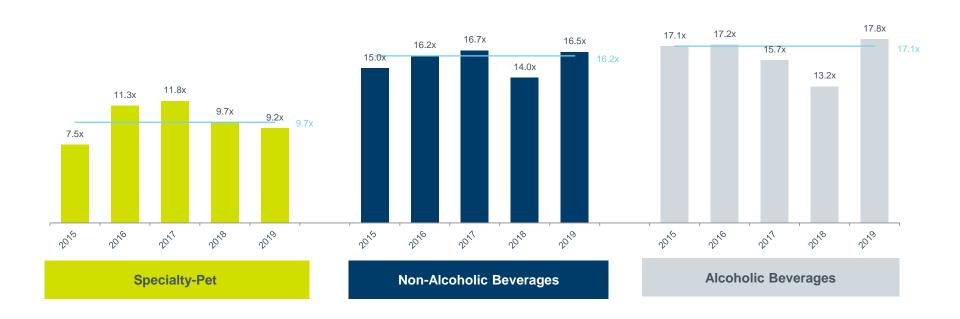
Ingredients

**Protein Producers** 

### **Public Company Trading Multiples**

EV/LTM EBITDA Median Multiples – Food and Beverage Subsectors as of June 30, 2019

- 5-year median

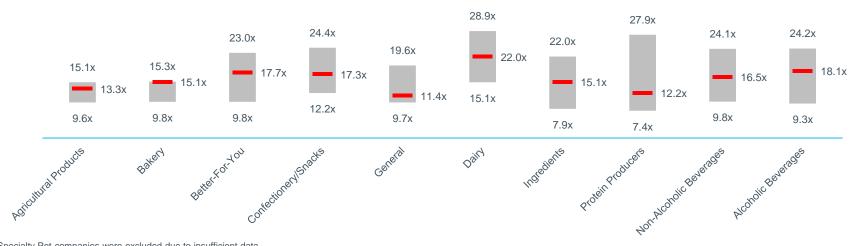


### Select Public Company Operating and Trading Statistics

5-Year Revenue Growth Rate (CAGR)<sup>1</sup> – Range and Median (as of June 30, 2019)\*



Enterprise Value/LTM EBITDA (by Sector)<sup>1</sup> – Range and Median (as of June 30, 2019)\*



\*Specialty-Pet companies were excluded due to insufficient data.

<sup>1</sup>The values above represent high, median and low data points for each category as of June 30, 2019.

Source: S&P Global Market Intelligence

### Public Company Trading Statistics...

(USD in millions, except per share data)

	30-Jun-19	% of			Operating Metrics (LTM)									Enterprise Value as a Multiple of						
		Stock	52-Wk	Market	Enterprise			Revenue	EBITDA			Ret. on	Net Debt/		Revenue	•		EBITDA	4	
Company	HQ	Price	High	Cap.	Value	R	evenue	CAGR, 5-Yr.	Margin	A	Assets	Assets	EBITDA	LTM	2019E	2020E	LTM	2019E	2020E	
Agricultural Products																				
Lamb Weston Holdings, Inc.	U.S.	\$ 63.30		\$ 9,255	\$ 11,675	\$	3,757	5.9%	23.6%	\$	3,048	14.4%	2.8x	3.1x	2.9x	2.8x	13.2x	12.0x	11.6x	
Fresh Del Monte Produce Inc.	U.S <sup>*</sup> .	26.95		1,311	2,251		4,542	3.9%	3.7%		3,511	1.2%	5.1x	0.5x	0.5x	0.5x	13.3x	9.7x	8.8x	
Calavo Growers, Inc.	U.S.	96.74		1,703	1,727		1,121	8.4%	5.0%		409	10.3%	0.3x	1.5x	1.5x	1.4x	30.8x	19.4x	17.5x	
Lassonde Industries Inc.	CA	150.36		1,043	1,343		1,227	9.5%	9.8%		986	5.7%	2.1x	1.1x	1.0x	1.0x	11.2x	10.2x	9.7x	
Rogers Sugar Inc.	CA	4.29		450	714		603	8.0%	12.3%		634	6.0%	3.5x	1.2x	1.2x	1.1x	9.6x	9.9x	8.9x	
Seneca Foods Corporation	U.S.	27.83	3 78%	264	557		1,200	-2.2%	-0.3%		849	-2.2%	NA	0.5x	NA	NA	NM	NA	NA	
Landec Corporation	U.S.	9.37	60%	273	419		546	3.4%	5.1%		502	2.0%	5.2x	0.8x	0.8x	0.7x	15.1x	18.8x	12.3x	
Median			76%	\$ 1,043	\$ 1,343	\$	1,200	5.9%	5.1%	\$	849	5.7%	3.1x	1.1x	1.1x	1.1x	13.3x	11.1x	10.7x	
Mean			75%	2,043	2,670		1,856	5.3%	8.5%		1,420	5.3%	3.2x	1.2x	1.3x	1.3x	15.5x	13.3x	11.5x	
Bakery																				
George Weston Limited	CA	\$ 75.97	7 89%	\$ 11.660	\$ 31.643	\$	36.875	6.2%	9.1%	\$	35.096	4.2%	4.3x	0.9x	0.8x	0.8x	9.4x	7.5x	7.5x	
0	U.S.	ъ 75.97 23.27		\$ 11,660 4,921	* - /	Φ	/	1.3%	9.1% 10.2%	Φ	35,096	4.2% 5.8%	4.3x 3.3x		0.8x 1.5x	0.8x 1.5x	9.4x 15.3x	7.5x 14.2x	7.5x 13.7x	
Flowers Foods, Inc.	U.S. U.S.				6,268		4,009		20.2%					1.6x				14.2x 12.8x		
Hostess Brands, Inc.	0.5.	14.44	98%	1,463	2,645		864	NA	20.2%		3,044	2.8%	4.7x	3.1x	3.0x	2.9x	15.1x	12.8X	11.9x	
Median			97%	\$ 4,921	\$ 6,268	\$	4,009	3.8%	10.2%	\$	3,239	4.2%	4.3x	1.6x	1.5x	1.5x	15.1x	12.8x	11.9x	
Mean			95%	6,014	13,519		13,916	3.8%	13.2%		13,793	4.3%	4.1x	1.8x	1.8x	1.7x	13.3x	11.5x	11.0x	
Better-For-You																				
The Hain Celestial Group, Inc.	U.S.	\$ 21.90	) 70%	\$ 2,281	\$ 3.005	\$	2,364	3.1%	7.2%	\$	2,778	2.4%	4.3x	1.3x	1.3x	1.3x	17.7x	15.9x	14.3x	
The Simply Good Foods Company	U.S.	24.08	3 96%	1,969	1.945		492	NA	17.3%		1.125	4.7%	NA	3.9x	3.8x	3.5x	22.8x	20.2x	18.6x	
SunOpta Inc.	CA	3.29	36%	289	910		1,253	1.2%	3.2%		922	0.4%	13.3x	0.7x	0.7x	0.7x	23.0x	18.1x	14.0x	
Median			70%	\$ 1.969	\$ 1.945	\$	1.253	2.1%	7.2%	\$	1,125	2.4%	8.8x	1.3x	1.3x	1.3x	22.8x	18.1x	14.3x	
Mean			67%	1,513	1,953	Ψ	1,370	2.1%	9.2%	Ψ	1,608	2.5%	8.8x	2.0x	1.9x	1.9x		18.1x		
Mean			07 /0	1,515	1,555		1,570	2.170	<b>J.</b> Z /0		1,000	2.370	0.07	2.07	1.54	1.34	21.28	10.17	13.77	
Confectionery/Snacks																				
Mondelez International, Inc.	U.S.	\$ 53.90		\$ 77,639	\$ 96,579	\$	25,711	-6.1%	18.8%	\$	64,162	3.4%	4.3x	3.8x	3.7x	3.6x	20.0x	18.6x	17.7x	
The Hershey Company	U.S.	134.03		28,090	32,147		7,851	1.6%	25.6%		7,794	14.2%	2.0x	4.1x	4.0x	4.0x	16.0x	16.0x	15.4x	
Post Holdings, Inc.	U.S.	103.97		7,622	14,045		6,037	36.3%	19.1%		11,283	4.1%	5.5x	2.3x	2.4x	2.3x	12.2x	11.5x	10.7x	
J & J Snack Foods Corp.	U.S.	160.95		3,029	2,881		1,155	5.5%	13.8%		953	7.7%	NA	2.5x	2.5x	2.4x	18.0x	17.4x	16.3x	
Tootsie Roll Industries, Inc.	U.S.	36.93	3 90%	2,425	2,224		519	-0.8%	17.5%		941	4.9%	NA	4.3x	NA	NA	24.4x	NA	NA	
John B. Sanfilippo & Son, Inc.	U.S.	79.69	95%	908	972		871	2.9%	7.7%		410	7.5%	1.0x	1.1x	1.1x	1.1x	14.5x	NA	NA	
Median			96%	\$ 5,325	\$ 8,463	\$	3,596	2.3%	18.2%	\$	4,373	6.2%	3.1x	3.1x	2.5x	2.4x	17.0x	16.7x	15.9x	
Mean			94%	19.952	24.808		7.024	6.6%	17.1%		14,257	7.0%	3.2x	3.0x	2.8x	2.7x	17.5x	15.9x	15.0x	
				- ,	,		1-				, -									

#### **Definitions**

CAGR: Compound Annual Growth Rate

EBITDA: Earnings Before Interest, Taxes, Depreciation and Amortization. EBITDA does not reflect adjustments for extraordinary items.

Enterprise Value: Market Capitalization + Total Debt + Preferred Equity + Minority Interest - Cash and Short-Term Investments

LTM: Last 12 Months

Source: S&P Global Market Intelligence as of June 30, 2019. Specific company selection based on a minimum value of \$100 million of the previous fiscal year's revenue. \*HQ was relocated to Cayman Islands, but the company is still U.S.-based for operational purposes.

### Public Company Trading Statistics ....

(USD in millions, except per share data)

			-Jun-19	% of						Opera	ting Metric	s (LTM)				Enterpri	se Value	as a Mi	ultiple o	f
		:	Stock	52-Wk	Market	Enter	rprise			Revenue	EBITDA		Ret. on	Net Debt/		Revenue	•		EBITDA	
Company	HQ		Price	High	Cap.	Va	alue	Re	evenue	CAGR, 5-Yr.	Margin	Assets	Assets	EBITDA	LTM	2019E	2020E	LTM	2019E	2020E
General																				
The Kraft Heinz Company	U.S.	\$	31.04	48%	\$ 37,867		68,026	\$	26,268	19.0%	26.8%	\$ 103,461	3.4%	4.3x	2.6x	2.6x	2.6x	9.7x	10.8x	10.7x
General Mills Inc.	U.S.		52.52	97%	31,615	4	46,517		16,865	-1.2%	21.9%	30,111	6.2%	3.9x	2.8x	2.7x	2.7x	12.6x	12.9x	12.7x
Kellogg Company	U.S.		53.57	71%	18,240	2	28,291		13,668	-1.4%	18.2%	18,465	6.3%	4.1x	2.1x	2.1x	2.1x	11.4x	12.2x	12.0x
Conagra Brands Inc.	U.S.		26.52	69%	12,892	2	23,327		9,538	-4.2%	21.3%	22,214	6.3%	5.3x	2.4x	2.2x	2.2x	11.5x	10.9x	10.4x
Campbell Soup Company	U.S.		40.07	91%	12,067	2	21,154		10,071	4.4%	19.4%	13,768	6.5%	4.6x	2.1x	2.3x	2.3x	10.8x	11.4x	11.6x
The J. M. Smucker Company	U.S.		115.19	90%	13,136	1	18,995		7,838	6.9%	20.4%	16,711	4.5%	3.7x	2.4x	2.4x	2.4x	11.9x	11.2x	11.0x
TreeHouse Foods Inc.	U.S.		54.10	80%	3,037		5,526		5,632	18.9%	8.8%	5,765	3.1%	5.0x	1.0x	1.0x	1.0x	11.2x	10.2x	9.8x
Lancaster Colony Corporation	U.S.		148.60	76%	4,087		3,900		1,292	4.7%	16.4%	886	13.6%	NA	3.0x	3.0x	2.8x	18.4x	17.9x	16.7x
Premium Brands Holdings Corporation	CA		68.43	78%	2,561		3,687		2,407	23.7%	7.8%	2,062	5.3%	5.8x	1.5x	1.3x	1.2x	19.6x	14.8x	13.1x
B&G Foods Inc.	U.S.		20.80	62%	1,359		3,025		1,682	17.5%	17.6%	3,074	4.6%	5.6x	1.8x	1.8x	1.8x	10.2x	9.9x	9.7x
Median				77%	\$ 12,480	\$ 2	20,074	\$	8,688	5.8%	18.8%	\$ 15,240	5.7%	4.6x	2.3x	2.2x	2.2x	11.4x	11.3x	11.3x
Mean				76%	13,686		22,245	Ψ	9.526	8.8%	17.9%	21,652	6.0%	4.7x	2.2x	2.1x	2.1x	12.7x	12.2x	11.8x
mouri				1070	10,000		LL,L-10		0,020	0.070	111070	21,002	0.070	1.1 A	2.2.4	2.114	2.17	12.17 A	TELEX	THOA
Dairy																				
Saputo Inc.	CA	\$	29.97	84%	\$ 11,717	\$ 1	13,460	\$	10,102	7.9%	8.8%	\$ 7,396	6.3%	1.9x	1.3x	1.2x	1.1x	15.1x	11.9x	10.8x
Dean Foods Company	U.S.		0.92	8%	85		1,415		7,570	-3.5%	0.6%	2,442	-2.9%	32.2x	0.2x	0.2x	0.2x	NA	10.6x	7.6x
Lifeway Foods Inc.	U.S.		3.64	72%	57		61		99	-0.6%	1.9%	57	-1.6%	1.7x	0.6x	NA	NA	NA	NA	NA
Median				72%	\$ 85	\$	1,415	\$	7,570	-0.6%	1.9%	\$ 2,442	-1.6%	1.9x	0.6x	0.7x	0.7x	15.1x	11.3x	9.2x
Mean				55%	3,953		4,979	Ψ	5.924	1.3%	3.8%	3,299	0.6%	11.9x	0.7x	0.7x	0.7x	15.1x	11.3x	9.2x
Weall				JJ /0	3,933		4,313		3,324	1.370	3.070	3,233	0.078	11.5A	0.7 X	0.7 X	0.7 X	13.14	11.54	J.2A
Ingredients																				
Archer-Daniels-Midland Company	U.S.	\$	40.80	78%	\$ 22,855	\$ 3	32,685	\$	64,119	-6.3%	5.1%	\$ 43,151	2.7%	3.5x	0.5x	0.5x	0.5x	10.1x	9.7x	8.9x
McCormick & Company Incorporated	U.S.		155.01	97%	20,543	2	25.081		5.426	5.2%	21.1%	10.237	5.8%	4.1x	4.6x	4.6x	4.5x	21.9x	21.9x	20.8x
International Flavors & Fragrances Inc.	U.S.		145.09	95%	15,480	1	19,931		4,344	7.7%	21.8%	13,211	5.1%	4.6x	4.6x	3.8x	3.6x	21.0x	17.4x	16.0x
Bunge Limited	U.S.		55.71	77%	7,881		15,321		45,040	-5.6%	3.6%	20,535	2.9%	3.7x	0.3x	0.3x	0.3x	9.3x	9.9x	9.1x
Ingredion Incorporated	U.S.		82.49	73%	5,501		7,529		5,792	-1.0%	16.3%	5,932	7.7%	2.1x	1.3x	1.3x	1.3x	8.0x	7.8x	7.5x
Sensient Technologies Corporation	U.S.		73.48	94%	3,110		3,806		1,354	-1.5%	18.3%	1,825	6.6%	2.6x	2.8x	2.8x	2.7x	15.4x	15.2x	14.1x
Balchem Corporation	U.S.		99.97	85%	3,232		3,341		639	13.6%	23.7%	972	7.0%	0.7x	5.2x	5.0x	4.7x	22.0x	20.4x	18.9x
Median				050/	\$ 7.881	\$ 1	15 224	\$	E 400	-1.0%	18.3%	¢ 40.007	E 00/	3.5x	2.8x	2.8x	2.7x	15.4x	15.2x	14.1x
				85% 86%	\$ 7,881 11.229		15,321 15.385	Ф	5,426 18.102	-1.0%	18.3%	\$ 10,237 13.695	5.8% 5.4%	3.5x 3.1x		2.8x 2.6x	2.7x 2.5x	15.4x 15.4x	15.2x 14.6x	14.1x 13.6x
Mean				80%	11,229	1	10,385		18,102	1.7%	15.7%	13,695	5.4%	3.1X	2.8x	2.6X	2.5X	15.4X	14.0X	13.6X

### Public Company Trading Statistics ....

(USD in millions, except per share data)

		30-Jun-19	% of					Opera	ting Metric	s (LT	M)				Enterpri	se Value	e as a M	ultiple o	of
		Stock	52-Wk	Market	Enterprise			Revenue	EBITDA			Ret. on	Net Debt/		Revenue	•		EBITD/	Ą
Company	HQ	Price	High	Cap.	Value	R	Revenue	CAGR, 5-Yr.	Margin	A	ssets	Assets	EBITDA	LTM	2019E	2020E	LTM	2019E	2020E
Protein Producers																			
Tyson Foods Inc.	U.S.	\$ 80.74	96%	\$ 29,455	\$ 41,602	\$	40,686	2.8%	10.1%	\$	32,498	6.4%	2.9x	1.0x	1.0x	0.9x	10.1x	9.8x	9.1x
Hormel Foods Corporation	U.S.	40.54	88%	21,642	21,251		9,589	1.3%	14.5%		7,936	9.4%	NA	2.2x	2.2x	2.2x	15.3x	16.0x	15.6x
Beyond Meat Inc.	U.S.	160.68	80%	9,661	9,856		115	NA	-17.3%		125	NA	0.2x	85.4x	44.0x	27.3x	NM	NM	NM
Pilgrim's Pride Corporation	U.S.	25.39	87%	6,333	8,627		10,916	5.4%	6.5%		6,373	4.3%	3.2x	0.8x	0.8x	0.8x	12.2x	8.3x	7.5x
Seaboard Corporation	U.S.	4,136.74	87%	4,829	4,836		6,547	-0.1%	2.3%		5,976	0.8%	NA	0.7x	NA	NA	31.6x	NA	NA
Maple Leaf Foods Inc.	CA	21.93	81%	2,708	3,191		2,682	3.8%	9.2%		2,570	5.0%	1.9x	1.2x	1.1x	1.1x	13.0x	10.6x	8.9x
Sanderson Farms Inc.	U.S.	136.56	88%	3,025	3,028		3,239	3.6%	3.3%		1,748	-0.4%	0.0x	0.9x	0.9x	0.8x	27.9x	9.5x	7.2x
Cal-Maine Foods Inc.	U.S.	41.72	81%	2,032	1,696		1,361	-1.1%	7.9%		1,156	2.6%	NA	1.2x	1.3x	1.2x	15.8x	40.0x	13.0x
Clearwater Seafoods Incorporated	CA	3.93	80%	256	595		443	8.3%	16.4%		543	4.4%	4.5x	1.3x	1.3x	1.3x	8.2x	7.0x	6.9x
High Liner Foods Incorporated	CA	6.80	84%	227	584		1,007	0.6%	6.0%		825	3.2%	5.8x	0.6x	0.6x	0.6x	9.8x	8.3x	7.9x
Bridgford Foods Corporation	U.S.	29.76		270	277		182	6.4%	7.0%		111	5.2%	0.5x	1.5x	NA	NA	21.9x	NA	NA
Median Mean			87% 86%	\$ 3,025 7,312	\$ 3,191 8.686	\$	2,682 6.979	3.2% 3.1%	7.0% 6.0%	\$	1,748 5,442	4.3% 4.1%	2.4x 2.4x	1.2x 8.8x	1.1x 5.9x	1.1x 4.0x	14.1x 16.6x	9.7x 13.7x	8.4x 9.5x
Mean			00%	1,312	0,000		6,979	3.1%	0.0%		<b>3,44</b> Z	4.1%	Z.4X	0.0X	5.9X	4.0X	10.0X	13.7X	9.5X
Specialty-Pet																			
Central Garden & Pet Company	U.S.	\$ 26.95	60%	\$ 1,570	\$ 1,836	\$	2,296	6.8%	8.7%	\$	2,046	5.1%	1.8x	0.8x	5.7x	5.1x	9.2x	23.1x	17.9x
Freshpet Inc.	U.S.	45.51	88%	1,633	1,649		205	24.5%	4.8%		160	-1.9%	1.6x	8.0x	6.8x	5.6x	NM	NM	30.8x
				,	1														
Median			74%	\$ 1,602	\$ 1,742	\$	1,250	15.6%	6.8%	\$	1,103	1.6%	1.7x	4.4x	6.3x	5.3x	9.2x	23.1x	24.3x
Mean			74%	1,602	1,742		1,250	15.6%	6.8%		1,103	1.6%	1.7x	4.4x	6.3x	5.3x	9.2x	23.1x	24.3x
Non-Alcoholic Beverages																			
The Coca-Cola Company	U.S.	\$ 50.92	98%	\$ 217,735	\$ 252,915	\$	32,828	-6.6%	35.8%	\$	89,996	6.7%	3.1x	7.7x	6.9x	6.5x	21.5x	21.7x	20.0x
PepsiCo Inc.	U.S.	131.13		183.342	211.752	Ψ	65.342	-0.4%	19.6%	Ψ	75.084	8.6%	2.3x	3.2x	3.2x	3.1x	16.5x	16.2x	15.2x
Keurig Dr Pepper Inc.	U.S.	28.90	93%	40.653	56,469		8.998	-0.4 %	29.0%		49,291	NA	6.1x	6.3x	5.0x	4.9x	21.7x	16.8x	15.5x
0 11	U.S. U.S.		93% 96%	- /	/		- ,	11.2%	29.0% 36.0%				NA		5.0x 8.0x		21.7x 24.1x		
Monster Beverage Corporation	CA	63.83	90% 78%	34,696 1.799	33,837 3.228		3,902	2.9%	11.5%		4,656	17.9% 1.6%	5.0x	8.7x	1.3x	7.3x 1.3x	24.1X 11.7X	22.3x 9.8x	20.3x 9.3x
Cott Corporation		13.36		,	- ) -		2,386				3,322			1.4x					
National Beverage Corp.	U.S.	44.63	35%	2,082	1,921		1,014	9.6%	19.3%		452	24.7%	NA	1.9x	2.0x	1.9x	9.8x	11.2x	11.2x
Farmer Bros. Co.	U.S.	16.37	52%	279	390		603	2.6%	5.4%		453	0.3%	3.4x	0.6x	0.7x	0.6x	11.9x	11.2x	8.1x
Median			93%	\$ 34,696	\$ 33,837	\$	3,902	2.8%	19.6%	\$	4,656	7.7%	3.4x	3.2x	3.2x	3.1x	16.5x	16.2x	15.2x
Mean			78%	68,655	80,073		16,439	3.2%	22.4%		31,893	10.0%	4.0x	4.3x	3.9x	3.7x	16.8x	15.6x	14.2x
Alcoholic Beverages		¢ 400.04	000/	¢ 07.500	¢ 54.010	¢	0.400	7 40/	40 70/	¢	00.054	0.40/	1.0.	0.0	0.0	0.5	40.0	47.0	10.0
Constellation Brands Inc.	U.S.	\$ 196.94	86%	\$ 37,528	\$ 51,818	\$	8,166	7.4%	46.7%	\$	28,951	6.4%	4.6x	6.3x	6.6x	6.5x	13.6x	17.9x	16.8x
Brown-Forman Corporation	U.S.	55.43	96%	26,469	28,530		3,324	2.1%	35.5%		5,139	13.7%	1.8x	8.6x	8.2x	7.7x	24.2x	23.2x	21.6x
Molson Coors Brewing Company	U.S.	56.00	79%	12,114	22,459		10,741	20.7%	22.4%		29,824	3.3%	4.2x	2.1x	2.1x	2.1x	9.3x	9.3x	9.3x
The Boston Beer Company Inc.	U.S.	377.76	100%	4,525	4,286		1,102	5.7%	17.7%		813	12.5%	0.4x	3.9x	3.5x	3.1x	21.9x	20.5x	16.8x
Median			91%	\$ 19,291	\$ 25,494	\$	5,745	6.5%	28.9%	¢	17.045	9.5%	3.0x	5.1x	5.0x	4.8x	17.8x	19.2x	16.8x
Mean			90%	20,159	. ,	φ	5,745	9.0%	30.6%	φ	16,182	9.0%	2.8x	5.2x	5.0x	4.0x 4.8x			
Wedn			90%	20,159	26,773		5,633	9.0%	30.0%		10,102	9.0%	2.0X	5.ZX	5.1X	4.0X	17.3x	17.7x	16.1x

# About Our Food and Beverage Corporate Finance Practice

Duff & Phelps' Consumer group is among the most active middle-market advisors, providing sell-side, buy-side and capital raising services for clients worldwide. With expertise in consumer, food and beverage, restaurant and retail sectors, our professionals have executed more than 100 industry transactions over the past 10 years.

Proven Execution	100+ Consumer M&A and Capital Raise transactions over the past 10 years
Deep Sector Expertise	Category focus drives thought leadership and builds <i>invaluable</i> <i>relationships with buyers and investors</i> alike
Customized Approach	Successful track record of <i>premium</i> value transactions driven by hands-on execution and creativity
Experienced Team	More than <i>30 bankers</i> dedicated exclusively to the Consumer sector within North America
Global Platform	Nearly 3,500 employees across 70 offices in 28 countries, with an extensive presence in North America, Europe and Asia

#4 Middle-Market M&A Advisor over the past five years<sup>2</sup>

**300+ M&A Transactions over the past five years** 

**#1** Ranked for U.S. and global Fairness Opinions for 2018<sup>1</sup>

1,000+ Transaction Opinions for \$2 trillion in deal value since 2005

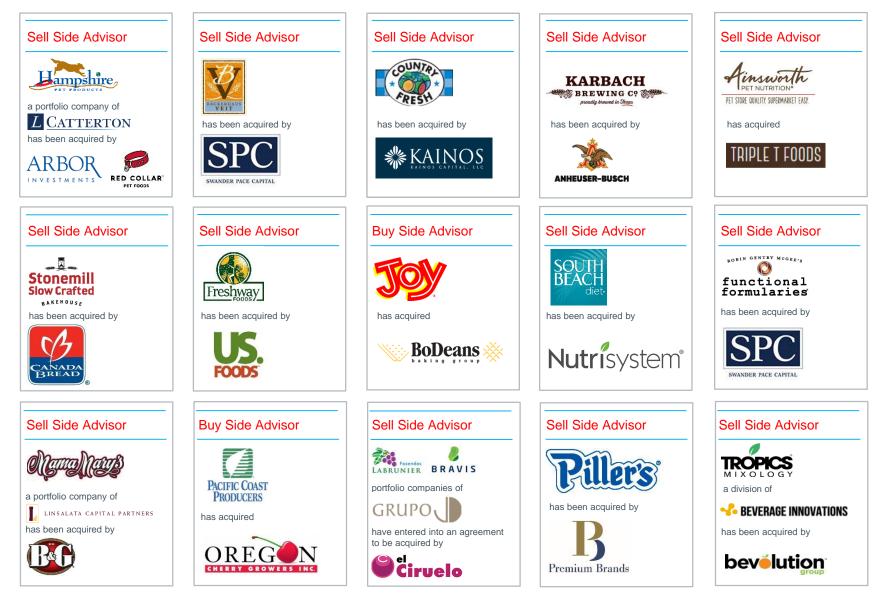
650+ Private Equity Groups (PEGs) proactively covered by our Financial Sponsors Group

1,730+ PEGs contacted under engagement mandates in 2017

45+ private equity coverage officers across North America

<sup>1</sup> Source: Thomson Financial Securities Data (U.S. deals \$50M < \$150M, including deals without a disclosed value). Full years 2014 through 2018.</li>
 <sup>2</sup> Source: Published in Thomson Reuters' "Mergers & Acquisitions Review - Full Year 2015, 2016, 2017 and 2018."

### Selected Duff & Phelps Food and Beverage Experience



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