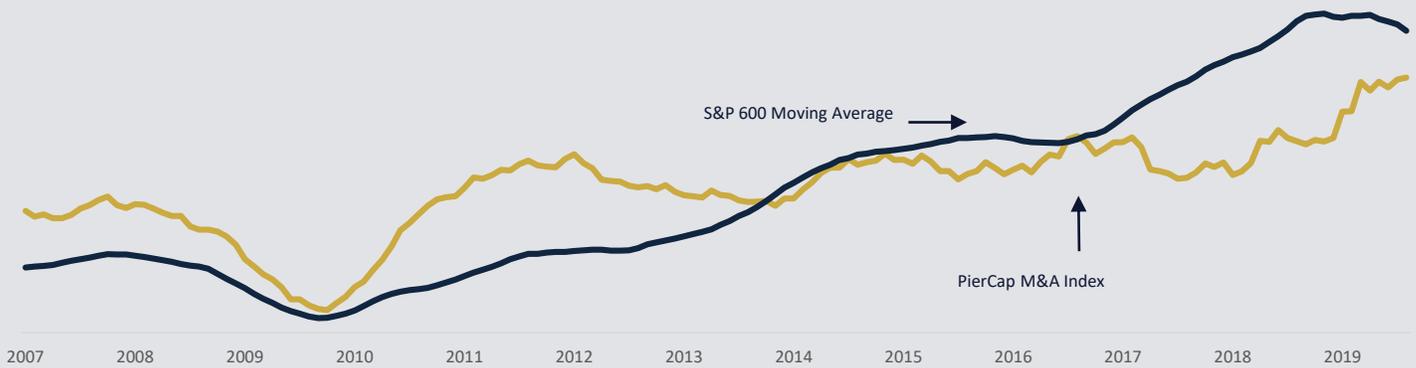


M&A MIDDLE MARKET INSIGHTS – AUGUST 2019

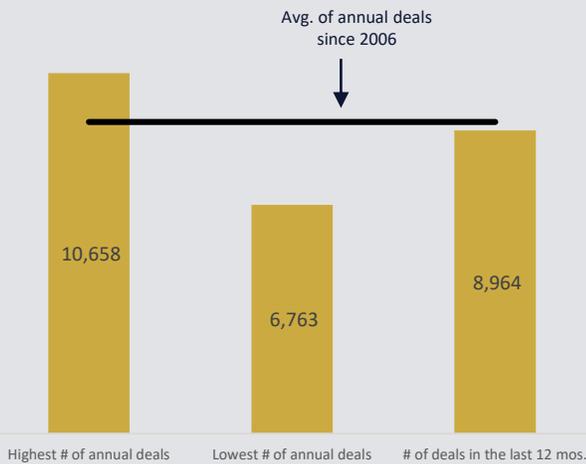
INDEX EXHIBITS STRENGTH AS S&P 600 SLIDES

➤ PierCap's Middle Market Index



VOLUME AND VALUATIONS HOLD STEADY

➤ All M&A Transaction Volumes



➤ Middle Market M&A Revenue Multiples

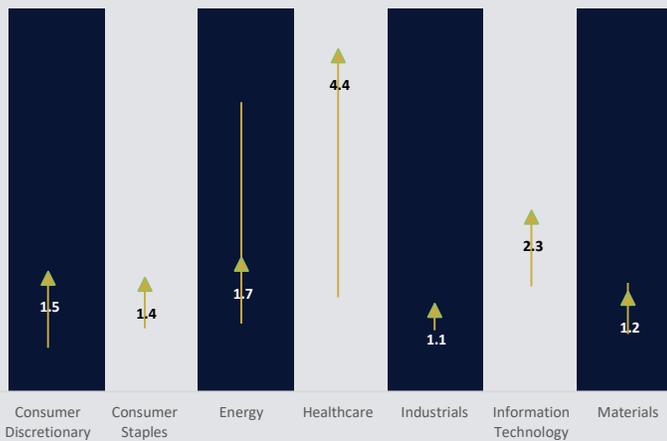


➤ Middle Market M&A EBITDA Multiples

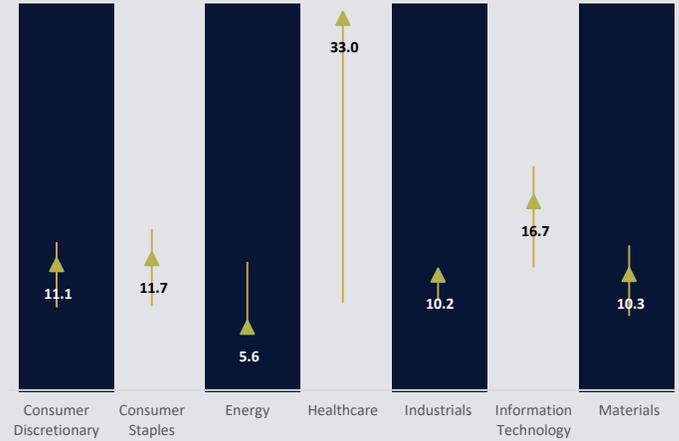


MULTIPLES HOLD ACROSS SECTORS

► Middle Market Revenue Multiples by Sector



► Middle Market EBITDA Multiples by Sector



NOTEWORTHY TRANSACTIONS...

Announcement	Target	Buyer	Target Industry	Size (\$mm)	Revenue Multiple	EBITDA Multiple
8/1/2019	NC4, Inc.	Everbridge, Inc. (NasdaqGM:EVBG)	Systems Software	\$87	-	-

Buyer, a global leader in critical event management solutions, entered into an agreement to acquire Target for \$87 million from Celerium, Inc. Target is provider of solutions across cyber defense, public safety, and risk management, revolutionizing information flow across a variety of industries. The purchase price consists of both cash and stock paid at closing, with \$52 million comprised of cash, and the remainder through the issuance of 320,998 new Buyer shares, based on a 20-day volume weighted average stock price of Buyer's stock prior to closing. For general indemnity obligations, Target will place \$3.7 million in cash and 25,522 of Buyer shares in escrow, to be released after 18 months. Additionally, Target will place \$2 million in cash in escrow for 18 months to secure related tax obligations. Buyer funded the cash consideration with existing cash and cash equivalents on hand.

Announcement	Target	Buyer	Target Industry	Size (\$mm)	Revenue Multiple	EBITDA Multiple
8/7/2019	Advanced Ballistic Protection Business of 3M	Avon Rubber p.l.c. (LSE:AVON)	Aerospace and Defense	\$116	1.36x	10.74x

Buyer, a provider of respiratory protection systems and milking point solutions, entered into an agreement to acquire Target for \$116 million from 3M Company. Target is a manufacturer of ballistic helmets, body armor, flat armor, and other related helmet-attachment products for government and law enforcement. The transaction consists of all cash consideration, with \$91 million at closing, and up to an additional \$25 million contingent on the outcome of pending contract bids. Buyer intends to fund the acquisition with a combination of existing cash on hand and an increase in their revolving credit facility.

Announcement	Target	Buyer	Target Industry	Size (\$mm)	Revenue Multiple	EBITDA Multiple
8/12/2019	Cavion LLC	Jazz Pharmaceuticals plc (NasdaqGS:JAZZ)	Biotechnology	\$313	-	-

Buyer, a biopharmaceutical company focused in the areas of sleep and hematology/oncology, entered into an agreement to acquire Target from Novartis Venture Funds, Lilly Ventures Management, and Enso Ventures for \$313 million. Target is a clinical-stage biotech company creating therapies for the treatment of chronic and rare neurological diseases, with a leading asset focused on treating essential tremor, a prevalent and disabling movement disorder. The consideration consists of all cash, with upfront payment of \$53 million, and an additional \$260 million if certain milestones are achieved, specifically, up to \$30 million upon achievement of clinical milestones, up to \$45 million upon achievement of regulatory milestones, and up to \$185 million upon achievement of tiered commercial milestones.

Announcement	Target	Buyer	Target Industry	Size (\$mm)	Revenue Multiple	EBITDA Multiple
8/14/2019	Plateau Excavation, Inc.	Sterling Construction Company, Inc. (NasdaqGS:STRL)	Construction and Engineering	\$400	1.38x	5.54x
<p>Buyer, a heavy civil and residential construction company, entered into an agreement to acquire Target for \$400 million. Target is an excavation contractor, offering site infrastructure improvement and construction services to leading customers in the e-commerce, data center, distribution center and warehousing, and energy industries. The purchase price consists of both cash and stock paid at closing, with \$375 million in cash and \$25 million in Buyer common stock and notes. Buyer intends to fund the acquisition through both a new term loan and revolving credit facility, as well as existing cash on hand. Joe Cutillo, Buyer CEO, stated, "Not only does Plateau operate in an exciting and quickly growing market segment, but they also have a demonstrated culture of success and profitability that aligns with our key tenets of bid discipline and a focus on bottom-line growth."</p>						

Announcement	Target	Buyer	Target Industry	Size (\$mm)	Revenue Multiple	EBITDA Multiple
8/27/2019	ONE Brands, LLC	The Hershey Company (NYSE:HSY)	Packaged Foods and Meats	\$397	-	-
<p>Buyer, a global confectionary company, entered into an agreement to acquire Target from CAVU Venture Partners for \$397 million. Target is a leader in the low-sugar, high protein nutrition bar space, offering a wide variety of unique and indulgent flavors. The purchase price is comprised of all cash consideration, payable at closing. Buyer intends to finance the transaction with both cash on hand as well as short-term borrowings. Buyer spokesperson Jeff Beckman, stated, "ONE Bars are the fastest growing low-sugar, high protein bars in the U.S. ... We will bring our expertise in sales and distribution, category management, digital commerce and supply chain efficiencies to grow this [nutrition bars] category."</p>						

Notes: Middle Market defined as all M&A activity between \$10 million - \$1 billion in transaction value. EBITDA and Revenue multiples are based on median observations and calculated for disclosed transactions only. Our data includes majority sales and excludes Financials, Telecommunication Services and Utilities sectors. Starting September 2016, trailing 12 month data also includes transactions that have been announced but not yet closed. Data Source: PierCap Partners, S&P, CapitalIQ. Disclosure: The M&A Middle Market Insights publication is intended for private use of the recipient, for informational purpose only, and to provide an overview of certain information relating to the Middle Market Mergers & Acquisition market. This is general information only and is not a substitute for any professional advice or services, nor should it be used as a basis for any decision or action that may affect your business, or construed as containing advice or recommendation. The information provided herein is based on data obtained from certain sources we consider accurate and reliable, but we do not represent as to its accuracy or completeness. Information and our opinions are as of date provided herein without any obligation to update the information. No part of this information may be copied, photocopied, or duplicated in any form by any means or redistributed without PierCap Partners, LLC's express written consent. Investment banking services offered through Independent Investment Bankers Corp., a registered broker-dealer, Member FINRA / SIPC. PierCap Partners, LLC and Independent Investment Bankers Corp. are not affiliated entities.



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MIDDLE MARKET M&A INVESTMENT BANKING

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