

Industrials M&A Update – Q4 2023





Industrials M&A Update

Q4 2023

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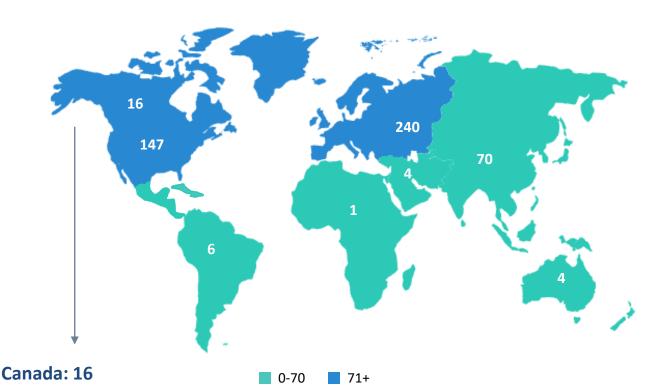
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REPORT HIGHLIGHTS

- In Q4, the Industrials sector index increased 13.5% and outperformed the S&P 500 index, which increased 11.2% over the same period.
- The median EV/EBITDA multiple in the Industrials sector for reported Private Equity deals increased to 11.9x in 2023 from 10.0x in 2022, but decreased for strategic deals to 6.7x in 2023 from 14.2x in 2022.
- M&A deal volume in the Industrials sector increased 15.4% in Q4 to 488 completed transactions from 423 in Q3, but decreased 1.8% from 497 deals in Q4 of the prior year.
- As a % of total capital invested in M&A transactions in 2023, private equity participation increased to 39.3%, up from 36.7% in the prior year.
- Europe was the most active region in Q4 with 240 deals. Most notable in the European market was VT5 Acquisition Company's \$311.1 million acquisition of R&S Group through a reverse merger in December 2023.

Of the 488 deals in the Industrials sector in Q4, Europe was the most active with 240. Another notable European deal (in addition to the R&S Group deal mentioned on the previous page) was, Strabag's \$105.7 million investment of development capital into CMBlu Energy, a developer of organic flow battery technology, in October 2023. North America was the second most active with 163 transactions and all other regions combined had a total of 85 deals.



United States Regions: 147

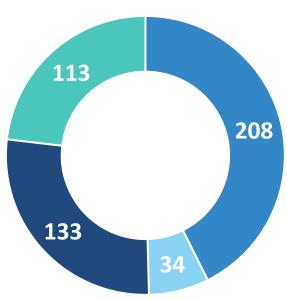
Great Lakes:	44
Southeast:	21
West Coast:	19
Mid Atlantic:	17
South:	15
Other:	31

In the North American market, the Great Lakes region was the most active area with 44 deals, followed by the Southeast and West Coast with 21 and 19 closed transactions, respectively. A notable Great Lakes deal was Arcline's \$111.0 million leveraged buyout of Chart Industries' American Fan Business in October 2023. The Mid Atlantic and South regions had 17 and 15 closed deals, respectively. All other regions combined had 31 completed transactions.

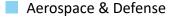
There were 16 transactions closed in Canada in Q4.

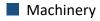
Of the 488 Industrials deals in Q4, 208 deals were in the Industrial Supplies & Parts subsector, making it the most active from an M&A volume standpoint. Machinery was the second most active with 133 followed by Electrical Equipment and Aerospace & Defense with 113 and 34 completed transactions, respectively.

Deal by Subsector



Industrial Supplies & Parts





Electrical Equipment























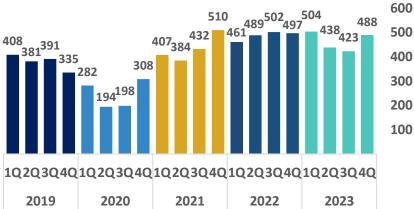


M&A deal volume in the Industrials sector increased 15.4% in Q4 2023 to 488 deals from 423 in Q3, but decreased 1.8% from 497 in Q4 of the prior year.

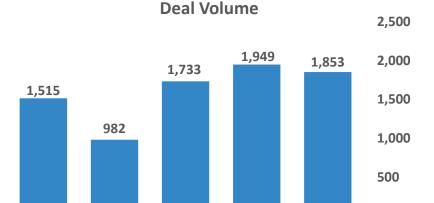
Annual deal volume saw a 4.9% decline to 1,853 deals in 2023, down from 1,949 in 2022. We attribute this decline to more challenging market conditions from a dealmaking perspective, including elevated interest rates/cost of capital. We anticipate market conditions loosening in Q1 as more of a prevailing consensus emerges around the fed easing rates in 2024 and much of the market uncertainty overhang from 2023 moves to the rear view mirror.

Despite an increase in quarterly deal volume, the total capital invested in M&A deals in the Industrials sector decreased 79.3% in Q4 to \$9.9B from \$47.9B in Q3, and decreased 5.7% from \$10.5B in Q4 of the prior year. The significant decrease from Q3 is largely attributable to the completion of 7 large cap (\$1000MM+) deals in Q3 with an average deal size of \$5.7B (including Japan Industrial Partners' \$13.6B buyout of Toshiba). Comparatively, in Q4 there were 2 large cap deals with an average deal size of \$1.9B.





Deal Volume



Total Capital Invested

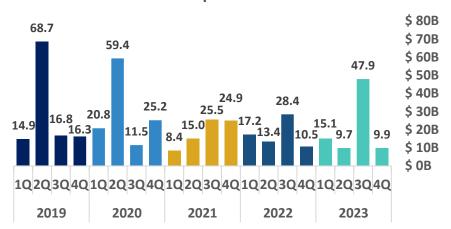
2022

2023

2021

2019

2020

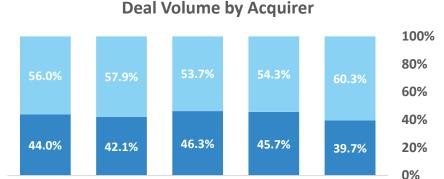


In 2023, we saw a shift in mix toward the large cap (\$1000MM+) and lower middle (\$0-\$50MM) tranches of the market increasing to 4.9% and 66.6% of deal volume from 2.7% and 65.3%, respectively, in 2022. The middle market (\$50-\$500MM) saw a decline to 24.9% from 28.7% in 2022 while the upper middle market (\$500-\$1000MM) increased slightly to 3.6% from 3.3% in the prior year.



As a % of total deal volume, PE buyers trended significantly lower in 2023, representing 39.7% of deal volume in the sector, down from 45.7% in 2022. 2023 marks the lowest percentage of PE deal volume over the last 5 years. This lower level of PE activity is indicative of challenging market dynamics with elevated costs of capital and tightening liquidity from lenders.

Contrary to the trend in deal volume, PE share of total capital invested in M&A deals increased in 2023 to 39.3%, up from 36.7% in 2022. 2023 represents PE buyer's highest share of total capital invested over the last 5 years. This is indicative of a growing preference for larger-size deals by PE investors.



2022

Strategic Acquirer

2023

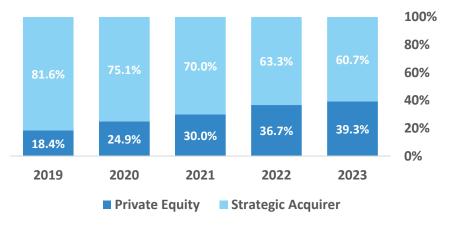
Total Capital Invested by Acquirer

2021

2019

2020

■ Private Equity

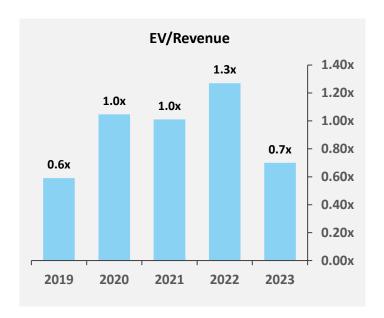




Source: PitchBook Data

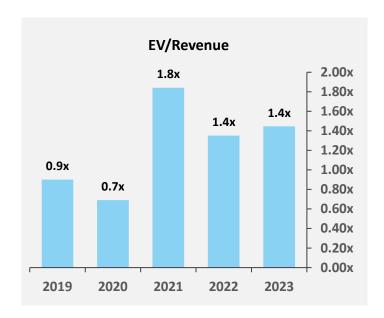
Valuation Multiples

Private Equity Multiples





Strategic Multiples





^{*} Private Equity EV/EBITDA multiple excludes outliers.

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Largest Deals (Completed)

		Investor	Deal Type	Deal Size		EV	V	
Deal Date	Company Name			((\$mm)	Revenue EBITDA		 Target Business Description
29-Dec-2023	Jabil (Manufacturing Operations in Chengdu and Wuxi)	BYD Electronic	Merger/ Acquisition	\$	2,200.0			Manufacturer of components for consumer electronics.
20-Dec-2023	Gree Titanium New Energy	GREE	Merger/ Acquisition		142.6	1.42x		Manufacturer of electric vehicles and related energy storage solutions offering high-quality new energy vehicle solutions.
15-Dec-2023	Tianhai Electronics	China Reform Holdings Corporation	PE Growth/ Expansion		126.1			Developer of connectors designed for cars.
13-Dec-2023	UMW Holdings	Sime Darby	Merger/ Acquisition		763.2	0.16x	1.77x	Operator of UMW Holdings Bhd operating under automotive equipment manufacturing and engineering segments.
13-Dec-2023	R&S Group	VT5 Acquisition Company	Reverse Merger		311.1			Manufacturer of high-end electrical products and systems across Switzerland and other countries.
01-Dec-2023	PI Advanced Materials	Arkema	Merger/Acqı		425.4	4.64x	30.08x	Manufacturer of plastic films including polyimide film.
13-Nov-2023	Precision Aviation Group	GenNx360 Capital Partners	Buyout/LBO		400.0			Manufacturer of aircraft parts and maintenance services.
02-Nov-2023	Ruihong Electronic Chemicals	Clivia Capital	PE Growth/ Expansion		140.2			Manufacturer and developer of photoresists and supporting reagents.
01-Nov-2023	Cornell Dubilier Electronics	Knowles Corporation	Merger/ Acquisition		263.0			Manufacturer of capacitors for MedTech, military, aerospace, and industrial electrification applications.
27-Oct-2023	Reliance Naval and Engineering	Hazel Mercantile	Merger/ Acquisition		256.4			Provider of shipbuilding repair and fabrication services with an integrated shipbuilding facility and dry dock.
27-Oct-2023	Chart Industries (American Fan Business)	Arcline	Buyout/LBO		111.0			Manufacturer of axial and centrifugal fans for U.S. Military.
25-Oct-2023	HIS Innovations Group	Ultra Clean Holdings	Merger/ Acquisition		120.0			Manufacturer and distributor of steel components for semiconductors.
19-Oct-2023	Zhonghuan Advanced Semiconductor Materials	Gold Stone Investment	PE Growth/ Expansion		123.8			Developer and manufacturer of semiconductor silicon wafer serving as a substrate for microelectronic devices.
18-Oct-2023	CIRCOR International	Kohlberg Kravis Roberts	Buyout/LBO		1,600.0	1.88x	10.11x	Manufacturer of flow control products and services.
18-Oct-2023	Moritex	Cognex	Merger/ Acquisition		268.5			Manufacturer of applied optical equipment and functional materials.
02-Oct-2023	Carlisle Fluid Technologies	Lone Star Funds	Buyout/LBO		520.0			Designer and manufacturer of premium fluid handling and finishing equipment.
01-Oct-2023	MGM Transformer Company	Neos Partners	Buyout/LBO		344.0			Manufacturer of transformers providing voltage transformation in electric power distribution systems.
01-Oct-2023	MacKellar Group	North American Construction Group	Merger/ Acquisition		303.0			Provider of mining equipment and services for mining and civil earthwork projects in Australia.
Mean					467.7	2.03x	13.99x	
Median					285.7	1.65x	10.11x	
High					2,200.0	4.64x	30.08x	
Low					111.0	0.16x	1.77x	

Source: PitchBook Data

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Source: PitchBook Data

Leading M&A Deals (Completed)

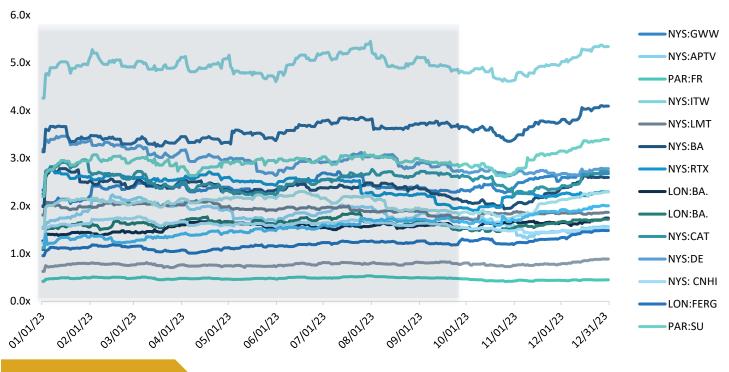
Deals	Deal Synopsis	Driver
CIRCOR	Circor International Inc., a Boston-based provider of flow control products, was acquired by Kohlberg Kravis Roberts ("KKR") through a \$1.6 billion public-to-private LBO in October 2023. KKR aims to expand Circor's presence in the flow control space to new vertical markets including aerospace and defense.	LBO
LONE STAR FUNDS	Carlisle Fluid Technologies ("CFT"), a manufacturer of premium fluid handling and finishing equipment and a subsidiary of Carlisle Companies (NYS: CSL), was acquired by Lone Star Funds through a \$520.0 million LBO in October 2023. As a standalone enterprise in Lone Star's portfolio, CFT will continue to invest in growth through the development of its product lines and acquisitions in the material application space.	LBO
WACKELLAR NORTH AMERICAN CONSTRUCTION GROUP	MacKellar Group, an Australian-based provider of mining equipment and services, was acquired by North American Construction Group (TSE: NOA) for \$303.0 million in October 2023. The acquisition will enable NOA to significantly expand its geographic footprint in Australia and diversify its product offering.	Merger/ Acquisition
JABIL	Jabil Inc., a Florida-based provider of manufacturing services and solutions, sold its China-based mobile electronics manufacturing business to BYD Electronics ("BYD") for \$2.2B in December 2023. The acquisition will expand BYD's customer base, product portfolio, and smartphone components offering.	Merger/ Acquisition

Public Comps

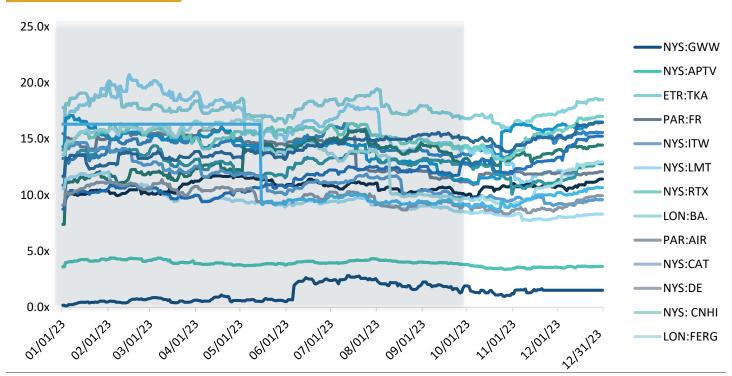
	\$MM	Market E		Enterprise Value	interprise Value EV				EV/EBITDA			Revenue Growth			Gross Margin			EBITDA Margin			
	Company	Ticker	Stock Price	Сар	Total Debt	(EV)	21A	22A	23A	21A	22A	23A	21A	22A	23A	21A	22A	23A	21A	22A	23A
so.																					
Industrial Supplies and Parts	W.W. Grainger	NYS:GWW	828.7	41,131	2,728	41,131	2.3x	2.1x	2.0x	18 Ov	13.4x	12 7v	8%	17%	10%	36%	38%	40%	13%	16%	17%
and		NYS:APTV	89.7	25,378	6,994								26%	8%		17%		17%	14%	10%	12%
olies	Aptiv					25,378		1.6x			16.4x				16%		14%				
Supp	Thyssenkrupp	ETR:TKA	7.0	4,348	3,201	4,348		0.0x			0.1x		18%	21%	-9%	13%	14%	7%	4%	6%	-1%
trial	Valeo (Industrial Supplies and Parts)	PAR:FR	15.4	3,756	7,874	3,756	0.6x	0.4x	0.4x	4.7x	3.8x	3.2x	10%	-4%	16%	18%	17%	17%	12%	12%	12%
snpu	Illinois Tool Works	NYS:ITW	261.9	78,814	8,066	78,814	5.8x	4.8x	4.8x	21.0x	18.4x	17.8x	13%	10%	3%	42%	40%	42%	28%	26%	29%
-																					
	Mean						2.3x	1.8x	1.7x	13.3x	10.4x	8.7x	15%	10%	7%	25%	25%	25%	14%	14%	14%
	Median						2.3x	1.6x	1.4x	18.0x	13.4x	9.6x	13%	10%	10%	18%	17%	17%	13%	12%	12%
	\$MM			Market		Enterprise Value	EV	/Rever	iue	ΕV	//EBITD	Α	Reve	nue Gr	owth	Gro	ss Mai	gin	EBIT	TDA Ma	argin
	Company	Ticker	Stock Price	Сар	Total Debt	(EV)	21A	22A	23A	21A	22A	23A	21A	22A	23A	21A	22A	23A	21A	22A	23A
nse	Lockheed Martin	NYS:LMT	453.2	112,448	17,389	112,448	1.6x	2.1x	2.1x	11.7x	15.4x	14.0x	3%	-2%	5%	13%	13%	13%	14%	14%	15%
Defe	Boeing	NYS:BA	260.7	157,693	52,272	157,693	2.6x	2.5x	1.9x	N/A	N/A	21.3x	3%	-2%	23%	0%	-1%	9%	-6%	-7%	2%
and	RTX	NYS:RTX	84.1	120,985	36,783	120,985	2.4x	2.7x	2.5x	15.5x	16.7x	15.0x	23%	4%	2%	18%	20%	17%	16%	16%	14%
Aerospace and Defense	BAE Systems	LON:BA.	14.1	42,908	8,337	42,908	1.1x	1.4x	1.3x		10.2x		3%	2%	13%	N/A	N/A	N/A	16%	14%	15%
sos	Airbus Group	PAR:AIR	154.7	121,798	11,311	121,798		1.5x			10.9x		1%	0%	15%	17%	18%	16%		14%	12%
ă	All bus Group	FANAIN	134.7	121,790	11,311	121,750	1.34	1.34	1.24	10.31	10.31	J.2X	1/0	070	13/6	1770	10/0	10/6	14/0	14/0	12/0
	M						1.8x	2.0	1.0	11 1	12.2	12 0	70/	0%	11%	12%	130/	14%	110/	10%	12%
	Mean							2.0x			13.3x		7%								
	Median						1.6X	2.1x	1.9X	11.UX	13.1x	14.0X	3%	0%	13%	15%	16%	14%	14%	14%	14%
	\$MM		Stock Price	Market	Total Debt	Enterprise Value	FV	EV/Revenue					Revenue Growth		Gross Margin			EBITDA Margin		argin	
	······		Stock Price		Total Debt												,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				
	Company	Ticker	Stock Price	Market Cap	Total Debt	Enterprise Value (EV)	21A	22A	23A	21A	22A	23A	21A	22A	23A	21A		23A		22A	
		Ticker	Stock Price		Total Debt				23A	21A	22A	23A		22A	23A			23A			
>		Ticker NYS:CAT	Stock Price 295.7		Total Debt 37,139		21A				22A 13.3x		21A	22A 17%	23A 18%			23A 33%			
iinery	Company			Сар		(EV)	21A 2.9x	22A	2.5x	14.8x		13.0x	21A			21A	22A		21A	22A	23A
Machinery	Caterpillar	NYS:CAT	295.7	Cap 150,521	37,139	(EV) 150,521	21A 2.9x 3.4x	22A 2.8x	2.5x 3.3x	14.8x 13.7x	13.3x	13.0x 14.7x	21A 11%	17%	18%	21A 30%	22A 29%	33%	21A 19%	22A 21%	23A 21%
Machinery	Caterpillar John Deere	NYS:CAT NYS:DE	295.7 399.9	150,521 112,066	37,139 63,692	150,521 112,066	2.9x 3.4x 1.3x	22A 2.8x 3.4x	2.5x 3.3x 1.7x	14.8x 13.7x 11.4x	13.3x 14.6x	13.0x 14.7x 14.2x	21A 11% 24%	17% 19% 58%	18% 17%	21A 30% 32%	22A 29% 31%	33% 37%	21A 19% 25% 20%	21% 24% 16%	23A 21% 29%
Machinery	Caterpillar John Deere CNH Industrial	NYS:CAT NYS:DE NYS: CNHI	295.7 399.9 12.2	150,521 112,066 15,691	37,139 63,692 25,199	150,521 112,066 15,691	2.9x 3.4x 1.3x	2.8x 3.4x 1.6x	2.5x 3.3x 1.7x	14.8x 13.7x 11.4x	13.3x 14.6x 11.5x	13.0x 14.7x 14.2x	21A 11% 24% -44%	17% 19% 58%	18% 17% 12%	30% 32% 34%	22A 29% 31% 28%	33% 37% 31%	21A 19% 25% 20%	21% 24% 16%	23A 21% 29% 18%
Machinery	Caterpillar John Deere CNH Industrial	NYS:CAT NYS:DE NYS: CNHI	295.7 399.9 12.2	150,521 112,066 15,691	37,139 63,692 25,199	150,521 112,066 15,691	2.9x 3.4x 1.3x 1.6x	2.8x 3.4x 1.6x	2.5x 3.3x 1.7x 1.1x	14.8x 13.7x 11.4x 13.6x	13.3x 14.6x 11.5x	13.0x 14.7x 14.2x 10.4x	21A 11% 24% -44%	17% 19% 58%	18% 17% 12%	30% 32% 34%	22A 29% 31% 28%	33% 37% 31%	21A 19% 25% 20%	21% 24% 16%	23A 21% 29% 18%
Machinery	Caterpillar John Deere CNH Industrial Ferguson (UK)	NYS:CAT NYS:DE NYS: CNHI	295.7 399.9 12.2	150,521 112,066 15,691	37,139 63,692 25,199	150,521 112,066 15,691	2.9x 3.4x 1.3x 1.6x	2.8x 3.4x 1.6x 1.0x	2.5x 3.3x 1.7x 1.1x	14.8x 13.7x 11.4x 13.6x	13.3x 14.6x 11.5x 9.5x	13.0x 14.7x 14.2x 10.4x	21A 11% 24% -44% N/A	17% 19% 58% 23%	18% 17% 12% -1%	21A 30% 32% 34% 31%	22A 29% 31% 28% 30%	33% 37% 31% 30%	21A 19% 25% 20% 11%	21% 24% 16% 11%	23A 21% 29% 18% 10%
Machinery	Caterpillar John Deere CNH Industrial Ferguson (UK) Mean Median	NYS:CAT NYS:DE NYS: CNHI	295.7 399.9 12.2	150,521 112,066 15,691 39,263	37,139 63,692 25,199	150,521 112,066 15,691 39,263	2.9x 3.4x 1.3x 1.6x 2.3x	2.8x 3.4x 1.6x 1.0x	2.5x 3.3x 1.7x 1.1x	14.8x 13.7x 11.4x 13.6x 13.4x	13.3x 14.6x 11.5x 9.5x	13.0x 14.7x 14.2x 10.4x 13.1x	21A 11% 24% -44% N/A -3% 11%	17% 19% 58% 23% 29% 21%	18% 17% 12% -1%	21A 30% 32% 34% 31% 32% 31%	22A 29% 31% 28% 30% 30%	33% 37% 31% 30% 33%	21A 19% 25% 20% 11% 19% 20%	21% 24% 16% 11% 18%	23A 21% 29% 18% 10% 20%
Machinery	Caterpillar John Deere CNH Industrial Ferguson (UK) Mean Median	NYS:CAT NYS:DE NYS: CNHI LON:FERG	295.7 399.9 12.2	150,521 112,066 15,691	37,139 63,692 25,199	150,521 112,066 15,691	2.9x 3.4x 1.3x 1.6x 2.3x	2.8x 3.4x 1.6x 1.0x	2.5x 3.3x 1.7x 1.1x	14.8x 13.7x 11.4x 13.6x 13.4x	13.3x 14.6x 11.5x 9.5x 12.2x 12.4x	13.0x 14.7x 14.2x 10.4x 13.1x 13.6x	21A 11% 24% -44% N/A -3% 11% Reve	17% 19% 58% 23% 29% 21%	18% 17% 12% -1% 12% 15%	30% 32% 34% 31% 32% 31%	22A 29% 31% 28% 30% 30% 30%	33% 37% 31% 30% 33% 32%	21A 19% 25% 20% 11% 19% 20% EBIT	21% 24% 16% 11% 18%	23A 21% 29% 18% 10% 20% 20%
Machinery	Caterpillar John Deere CNH Industrial Ferguson (UK) Mean Median	NYS:CAT NYS:DE NYS: CNHI LON:FERG	295.7 399.9 12.2 192.1	Cap 150,521 112,066 15,691 39,263	37,139 63,692 25,199 5,263	(EV) 150,521 112,066 15,691 39,263	2.9x 3.4x 1.3x 1.6x 2.3x	2.8x 3.4x 1.6x 1.0x	2.5x 3.3x 1.7x 1.1x	14.8x 13.7x 11.4x 13.6x 13.4x	13.3x 14.6x 11.5x 9.5x	13.0x 14.7x 14.2x 10.4x 13.1x	21A 11% 24% -44% N/A -3% 11%	17% 19% 58% 23% 29% 21%	18% 17% 12% -1%	30% 32% 34% 31% 32% 31%	22A 29% 31% 28% 30% 30%	33% 37% 31% 30% 33%	21A 19% 25% 20% 11% 19% 20% EBIT	21% 24% 16% 11% 18%	23A 21% 29% 18% 10% 20% 20%
	Caterpillar John Deere CNH Industrial Ferguson (UK) Mean Median SMM Company	NYS:CAT NYS:DE NYS: CNHI LON:FERG	295.7 399.9 12.2 192.1	150,521 112,066 15,691 39,263	37,139 63,692 25,199 5,263	150,521 112,066 15,691 39,263 Enterprise Value (EV)	2.9x 3.4x 1.3x 1.6x 2.3x EV	2.8x 3.4x 1.6x 1.0x 2.2x 2.2x /Rever	2.5x 3.3x 1.7x 1.1x 2.1x 2.1x 2.3A	14.8x 13.7x 11.4x 13.6x 13.6x	13.3x 14.6x 11.5x 9.5x 12.2x 12.4x 1//EBITD	13.0x 14.7x 14.2x 10.4x 13.1x 13.6x	21A 11% 24% -44% N/A 11% Rever	17% 19% 58% 23% 29% 21% nnue Gr	18% 17% 12% -1% 12% 15% owth	21A 30% 32% 34% 31% 32% 31%	22A 29% 31% 28% 30% 30% 30% 22A	33% 37% 31% 30% 33% 32%	21A 19% 25% 20% 11% 19% 20% EBIT	22A 21% 24% 16% 11% 18% 18% TDA ME 22A	23A 21% 29% 18% 10% 20% 20% 23A
	Caterpillar John Deere CNH Industrial Ferguson (UK) Mean Median SMM Company Schneider Electric	NYS:CAT NYS:DE NYS: CNHI LON:FERG Ticker	295.7 399.9 12.2 192.1 Stock Price	150,521 112,066 15,691 39,263 Market Cap	37,139 63,692 25,199 5,263 Total Debt	(EV) 150,521 112,066 15,691 39,263 Enterprise Value (EV)	2.9x 3.4x 1.3x 1.6x 2.3x 2.3x 2.1A	2.8x 3.4x 1.6x 1.0x 2.2x 2.2x 2.2x 2.6x	2.5x 3.3x 1.7x 1.1x 2.1x 2.1x 2.3A	14.8x 13.7x 11.4x 13.6x 13.4x 13.6x	13.3x 14.6x 11.5x 9.5x 12.2x 12.4x 22A	13.0x 14.7x 14.2x 10.4x 13.1x 13.6x	21A 11% 24% N/A -3% 11% Rever	17% 19% 58% 23% 29% 21% 14%	18% 17% 12% -1% 12% 15%	21A 30% 32% 34% 31% 32% Groz 21A	22A 29% 31% 28% 30% 30% 30% 22A 41%	33% 37% 31% 30% 33% 32% 41%	21A 19% 25% 20% 11% 19% 20% EBIT 21A	22A 21% 24% 16% 11% 18% 18% 22A	23A 21% 29% 18% 10% 20% 20%
	Company Caterpillar John Deere CNH Industrial Ferguson (UK) Mean Median SMM Company Schneider Electric Siemens	NYS:CAT NYS:DE NYS: CNHI LON:FERG Ticker PAR:SU ETR:SIE	295.7 399.9 12.2 192.1 Stock Price	Cap 150,521 112,066 15,691 39,263 Market Cap 112,310 148,531	37,139 63,692 25,199 5,263 Total Debt	(EV) 150,521 112,066 15,691 39,263 Enterprise Value (EV) 112,310 148,531	2.9x 3.4x 1.3x 1.6x 2.3x 2.3x 2.1A	2.8x 3.4x 1.6x 1.0x 2.2x /Rever 22A 2.6x 2.0x	2.5x 3.3x 1.7x 1.1x 2.1x 2.1x 2.3A 2.5x 1.9x	14.8x 13.7x 11.4x 13.6x 13.6x 13.6x	13.3x 14.6x 11.5x 9.5x 12.2x 12.4x 13.9x 14.4x	13.0x 14.7x 14.2x 10.4x 13.1x 13.6x 12.0x	21A 11% 24% -44% N/A 11% Rever	17% 19% 58% 23% 29% 21% 14% 16%	18% 17% 12% -1% 12% 15% 14% 8%	30% 32% 34% 31% 32% 31% Grot 21A 41% 37%	22A 29% 31% 28% 30% 30% 30% 41% 36%	33% 37% 31% 30% 33% 32% 23A	21A 19% 25% 20% 11% 19% 20% EBIT 21A	21% 24% 16% 11% 18% 18% 22A 19%	23A 21% 29% 18% 10% 20% 20% 20% 18%
	Company Caterpillar John Deere CNH Industrial Ferguson (UK) Mean Median \$MM Company Schneider Electric Siemens Prysmian Group	NYS:CAT NYS:DE NYS: CNHI LON:FERG Ticker PAR:SU ETR:SIE MIL:PRY	295.7 399.9 12.2 192.1 Stock Price 201.2 188.0 45.6	150,521 112,066 15,691 39,263 Market Cap 112,310 148,531 12,424	37,139 63,692 25,199 5,263 Total Debt 17,240 49,322 3,459	(EV) 150,521 112,066 15,691 39,263 Enterprise Value (EV) 112,310 148,531 12,424	2.9x 3.4x 1.3x 1.6x 2.3x EV 21A 3.8x 2.5x 0.9x	2.8x 3.4x 1.6x 1.0x 2.2x 2.2x 2.2x 2.6x 2.0x 0.7x	2.5x 3.3x 1.7x 1.1x 2.1x 2.1x 2.5x 1.9x 0.8x	14.8x 13.7x 11.4x 13.6x 13.6x 13.6x 14.6x 19.6x 16.1x 13.4x	13.3x 14.6x 11.5x 9.5x 12.2x 12.4x 22A 13.9x 14.4x 10.4x	13.0x 14.7x 14.2x 10.4x 13.1x 13.6x 12.0x 11.3x 9.2x	21A 11% 24% -44% N/A -3% 11% Revel 21A 7% 13% 14%	17% 19% 58% 23% 29% 21% 14% 16% 31%	18% 17% 12% -1% 12% 15% 0wth 23A 14% 8% 2%	30% 32% 34% 31% Gro 21A 41% 37% 32%	22A 29% 31% 28% 30% 30% 30% 41% 36% 33%	33% 37% 31% 30% 33% 32% gin 23A 41% 38% 37%	21A 19% 25% 20% 11% 19% 20% EBIT 21A 19% 7%	21% 24% 16% 11% 18% 18% 22A 19% 14% 7%	23A 21% 29% 18% 10% 20% 20% 20% 218% 20% 20% 20% 20%
	Caterpillar John Deere CNH Industrial Ferguson (UK) Mean Median SMM Company Schneider Electric Siemens Prysmian Group Emerson Electric	NYS:CAT NYS:DE NYS: CNHI LON:FERG Ticker PAR:SU ETR:SIE MIL:PRY NYS:EMR	295.7 399.9 12.2 192.1 Stock Price 201.2 188.0 45.6 97.3	150,521 112,066 15,691 39,263 Market Cap 112,310 148,531 12,424 55,626	37,139 63,692 25,199 5,263 Total Debt 17,240 49,322 3,459 8,561	(EV) 150,521 112,066 15,691 39,263 Enterprise Value (EV) 112,310 148,531 12,424 55,626	2.9x 3.4x 1.3x 1.6x 2.3x 2.3x 2.1A 3.8x 2.5x 0.9x 3.3x	2.8x 3.4x 1.6x 1.0x 2.2x 2.2x 2.6x 2.0x 0.7x 3.6x	2.5x 3.3x 1.7x 1.1x 2.1x 2.1x 2.1x 2.1x 4.8x	14.8x 13.7x 11.4x 13.6x 13.6x 13.6x 14.6x 14.9x	13.3x 14.6x 11.5x 9.5x 12.2x 12.4x 13.9x 14.4x 10.4x 13.4x	13.0x 14.7x 14.2x 10.4x 13.1x 13.6x 23A 12.0x 11.3x 9.2x 17.6x	21A 11% 24% -44% N/A 11% Rever 21A 7% 13% 14% -23%	17% 19% 58% 23% 29% 21% nue Gr 22A 14% 16% 31% 7%	18% 17% 12% -1% 12% 15% 14% 8% 2% 10%	30% 32% 34% 31% Gro 21A 41% 37% 44%	22A 29% 31% 28% 30% 30% 30% 30% 30% 33% 46%	33% 37% 31% 30% 33% 32% 41% 38% 37% 49%	21A 19% 25% 20% 11% 19% 20% EBIT 21A 19% 7% 211%	21% 24% 16% 11% 18% 18% 22A 19% 7% 25%	23A 21% 29% 18% 10% 20% 20% 20% 21% 20% 20% 20% 25%
Electrical Equipment	Company Caterpillar John Deere CNH Industrial Ferguson (UK) Mean Median \$MM Company Schneider Electric Siemens Prysmian Group	NYS:CAT NYS:DE NYS: CNHI LON:FERG Ticker PAR:SU ETR:SIE MIL:PRY	295.7 399.9 12.2 192.1 Stock Price 201.2 188.0 45.6	150,521 112,066 15,691 39,263 Market Cap 112,310 148,531 12,424	37,139 63,692 25,199 5,263 Total Debt 17,240 49,322 3,459	(EV) 150,521 112,066 15,691 39,263 Enterprise Value (EV) 112,310 148,531 12,424	2.9x 3.4x 1.3x 1.6x 2.3x 2.3x 2.1A 3.8x 2.5x 0.9x 3.3x	2.8x 3.4x 1.6x 1.0x 2.2x 2.2x 2.6x 2.0x 0.7x 3.6x	2.5x 3.3x 1.7x 1.1x 2.1x 2.1x 2.1x 2.1x 4.8x	14.8x 13.7x 11.4x 13.6x 13.6x 13.6x 14.6x 14.9x	13.3x 14.6x 11.5x 9.5x 12.2x 12.4x 22A 13.9x 14.4x 10.4x	13.0x 14.7x 14.2x 10.4x 13.1x 13.6x 23A 12.0x 11.3x 9.2x 17.6x	21A 11% 24% -44% N/A 11% Rever 21A 7% 13% 14% -23%	17% 19% 58% 23% 29% 21% 14% 16% 31%	18% 17% 12% -1% 12% 15% 14% 8% 2% 10%	30% 32% 34% 31% Gro 21A 41% 37% 44%	22A 29% 31% 28% 30% 30% 30% 46%	33% 37% 31% 30% 33% 32% gin 23A 41% 38% 37%	21A 19% 25% 20% 11% 19% 20% EBIT 21A 19% 7%	21% 24% 16% 11% 18% 18% 22A 19% 7% 25%	23A 21% 29% 18% 10% 20% 20% 20% 21% 20% 20% 25%
	Caterpillar John Deere CNH Industrial Ferguson (UK) Mean Median SMM Company Schneider Electric Siemens Prysmian Group Emerson Electric	NYS:CAT NYS:DE NYS: CNHI LON:FERG Ticker PAR:SU ETR:SIE MIL:PRY NYS:EMR	295.7 399.9 12.2 192.1 Stock Price 201.2 188.0 45.6 97.3	150,521 112,066 15,691 39,263 Market Cap 112,310 148,531 12,424 55,626	37,139 63,692 25,199 5,263 Total Debt 17,240 49,322 3,459 8,561	(EV) 150,521 112,066 15,691 39,263 Enterprise Value (EV) 112,310 148,531 12,424 55,626	2.9x 3.4x 1.3x 1.6x 2.3x 2.3x 2.1A 3.8x 2.5x 0.9x 3.3x	2.8x 3.4x 1.6x 1.0x 2.2x 2.2x 2.6x 2.0x 0.7x 3.6x	2.5x 3.3x 1.7x 1.1x 2.1x 2.1x 2.1x 2.1x 4.8x	14.8x 13.7x 11.4x 13.6x 13.6x 13.6x 14.6x 14.6x 14.9x	13.3x 14.6x 11.5x 9.5x 12.2x 12.4x 13.9x 14.4x 10.4x 13.4x	13.0x 14.7x 14.2x 10.4x 13.1x 13.6x 23A 12.0x 11.3x 9.2x 17.6x	21A 11% 24% -44% N/A 11% Reveil 13% 14% -23% -2%	17% 19% 58% 23% 29% 21% 14% 16% 31% 7% -18%	18% 17% 12% -1% 12% 15% 0wth 23A 14% 8% 2% 10% 36%	30% 32% 34% 31% Gro 21A 41% 37% 44%	22A 29% 31% 28% 30% 30% 30% 30% 30% 33% 46%	33% 37% 31% 30% 33% 32% 41% 38% 37% 49%	21A 19% 25% 20% 11% 19% 20% EBIT 21A 19% 5%	22A 21% 24% 16% 11% 18% 18% 19% 14% 7% 25% -3%	23A 21% 29% 18% 10% 20% 20% 23A 23A 20% 18% 9% 18%
	Caterpillar John Deere CNH Industrial Ferguson (UK) Mean Median SMM Company Schneider Electric Siemens Prysmian Group Emerson Electric	NYS:CAT NYS:DE NYS: CNHI LON:FERG Ticker PAR:SU ETR:SIE MIL:PRY NYS:EMR	295.7 399.9 12.2 192.1 Stock Price 201.2 188.0 45.6 97.3	150,521 112,066 15,691 39,263 Market Cap 112,310 148,531 12,424 55,626	37,139 63,692 25,199 5,263 Total Debt 17,240 49,322 3,459 8,561	(EV) 150,521 112,066 15,691 39,263 Enterprise Value (EV) 112,310 148,531 12,424 55,626	2.9x 3.4x 1.3x 1.6x 2.3x 2.3x 2.1A 3.8x 2.5x 0.9x 3.3x 1.8x	2.8x 3.4x 1.6x 1.0x 2.2x 2.2x 2.2x 2.6x 2.0x 0.7x 3.6x 1.4x	2.5x 3.3x 1.7x 1.1x 2.1x 2.1x 2.3A 2.5x 1.9x 0.8x 4.8x 1.3x	14.8x 13.7x 11.4x 13.6x 13.6x 13.6x 14.6x 14.6x 14.1x 14.1x 14.9x 14.9x 14.9x	13.3x 14.6x 11.5x 9.5x 12.2x 12.4x 13.9x 14.4x 10.4x 13.4x	13.0x 14.7x 14.2x 10.4x 13.1x 13.6x 12.0x 11.3x 9.2x 17.6x 9.3x	21A 11% 24% -44% N/A 11% Reveil 13% 14% -23% -2%	17% 19% 58% 23% 29% 21% nue Gr 22A 14% 16% 31% 7%	18% 17% 12% -1% 12% 15% 0wth 23A 14% 8% 2% 10% 36%	30% 32% 34% 31% Gro 21A 41% 37% 44%	22A 29% 31% 28% 30% 30% 30% 30% 41% 36% 33% 46% 25%	33% 37% 31% 30% 33% 32% 41% 38% 37% 49%	21A 19% 25% 20% 11% 19% 20% EBIT 21A 19% 5%	21% 24% 16% 11% 18% 18% 22A 19% 7% 25%	23A 21% 29% 18% 10% 20% 20% 23A 23A 25% 18%

Public Comps

EV/Revenue



EV/EBITDA

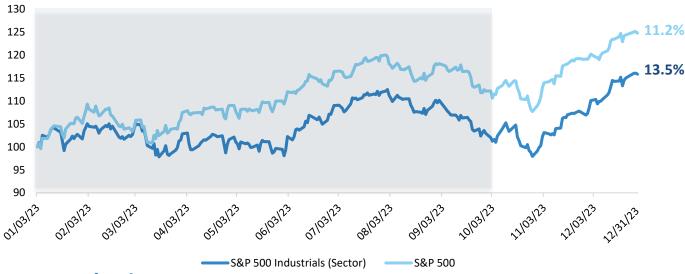


Source: PitchBook Data

Public Markets

Index Performance

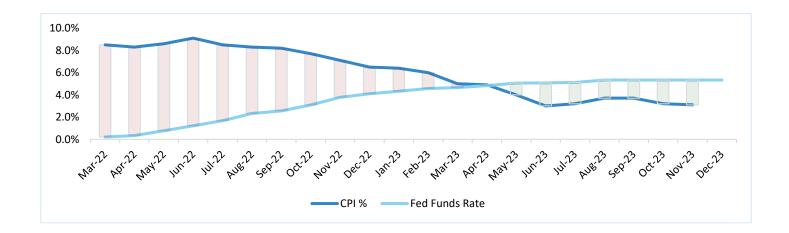
In Q4, the Industrials sector index increased 13.5% and outperformed the S&P 500 index, which increased 11.2% over the same period.



Key External Drivers

Overall, the Industrials industry tends to be more volatile in the broader economy than other industries.

The Federal Reserve is anticipated to implement a series of rate cuts in 2024, with policymakers considering three cuts, reducing the fed funds rate from 5.25%-5.5% to 4.5%-4.75%. However, market expectations suggest the possibility of six quarter-point cuts, bringing the rate to 3.75%-4%. This projection has fueled a late 2023 stock market rally. Despite these anticipated cuts, the federal funds rate could still be restrictive in 2024. Additionally, the Federal Reserve plans to continue quantitative tightening by gradually reducing its holdings of Treasuries and mortgage-backed assets. Rate cuts are anticipated to increase M&A activity in the sector by lowering the cost of capital required to finance acquisitions.



Source: IBISWorld R. L. Hulett

Industry Trends

Onshoring

Technology manufacturers lead charge in re-shoring

Largely as a result of major supply chain disruptions in 2021/2022, onshoring, also known as re-shoring, manufacturing capabilities back to the US from abroad has become a significant trend. Tech manufacturers, such as Intel who began construction of a \$20.0 billion chip-manufacturing facility in Ohio, have taken a prominent position in the industry-wide trend.



Decentralization

Increased efficiency and sustainability through decentralized manufacturing

As industrial businesses look to achieve net zero and ESG objectives, a decentralized manufacturing model helps by locating manufacturing locations closer to the end user and minimizing waste generated through transportation, logistics, and distribution from one hub plant. Decentralized manufacturing also reduces warehousing expenses, expedites product delivery, and enables scalable customization and personalization



Sustainability

Pursuit of sustainable energy transition

The prioritization of sustainable manufacturing is driving a shift in the industry as companies seek to align their operations with environmental and societal goals. This trend involves the adoption of energy-efficient technologies, waste reduction strategies, and the pursuit of green certifications to meet the growing demand for eco-friendly products and services.



Industry 4.0

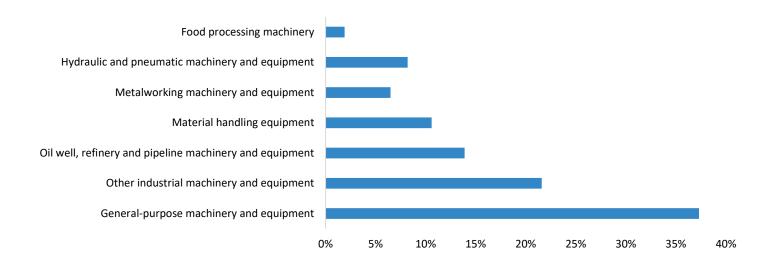
Transformation in Manufacturing Operations

Industry 4.0 refers to the fourth industrial revolution characterized by the integration of digital technologies, automation, and data-driven processes into manufacturing and supply chain operations. The adoption of Industry 4.0 and automation is reshaping the industrial sector by enabling more efficient production processes and improved operational flexibility.

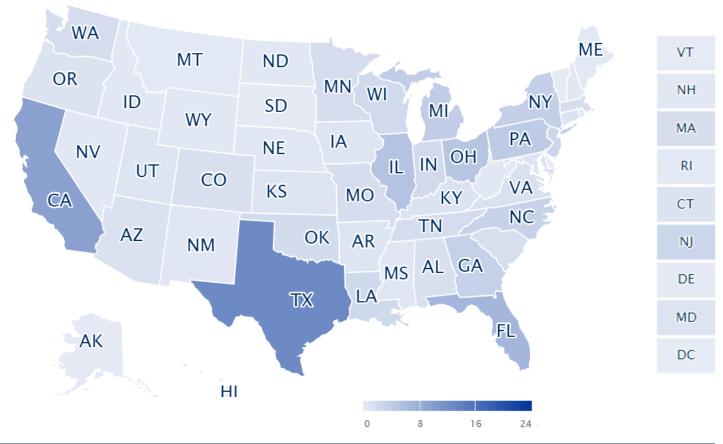


Industry Snapshot

Deal Breakdown by Type



Business Locations



Our Service Offerings



Sell-Side Advisory: Sell your business

Sell your business for the highest price and for the best terms. At R.L Hulett, communicating the value of your business to targeted buyers and finding the best fit for your team is our forte. We strive to maintain your company's culture and heritage even as you transition out of your business.



Buy-Side Advisory: Buy a business

Searching for acquisition targets can be a challenging and time-consuming task when trying to run your own business at the same time. Navigating the risks and pitfalls in negotiating valuation and deal structure can also be a daunting task for many business owners. Let our team help you minimize your risk and reduce time wasting efforts with our decades of experience in advising in both buy and sell-side M&A transactions. We utilize industry-leading M&A databases to scout for opportunities and pre-screen for "real" actionable targets so you can stay focused on what matters.



Capital Raise: Gain financial support

With nearly 40 years of experience in middle-market M&A advisory, we know how to package up your deal and put you in front of the right kind of investors who have the capital and the industry expertise you need to grow your business. Our team will develop a go-to-market strategy and advise on deal structure, valuation, due diligence and transition issues. Whether you are seeking capital for growth or trying to buy out other shareholders, we have the tools, expertise, and experience to execute a strategic process and find the optimal outcome to meet your objectives.



Restructuring: reorganization of your business

In today's uncertain economic times, more and more companies are finding themselves in unfamiliar, and unwanted, positions. Many business owners are hoping recovery is just around the corner; however, proactive measures are often required to maximize the remaining value of the business. Our team can aid banking institutions with workout situations by implementing internal controls over cash management and performing ongoing cash flow modeling for their clients. We can also help business owners avoid having trouble making payments on their debts and avoid the cumbersome and low-value asset liquidation process.

Selected Transactions

Over the years, R.L. Hulett has completed hundreds of transactions in a wide variety of industries. Below are several relevant transactions in the Industrials sector. Please note that this list is not comprehensive.













Our Team



R. Trevor Hulett, CPA
Managing Director
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thulett@rlhulett.com

Mr. Hulett has led M&A transactions in a variety of industries including manufacturing/industrials, software development/IT, business services and value-added distribution for over 15 years. Prior to joining the firm, he held senior level accounting and financial management positions in both public accounting and large corporations. Mr. Hulett began his career as a Certified Public Accountant with MPP&W, a St. Louis-based public accounting firm specializing in middle market companies. He then held various management positions in internal audit and corporate accounting with a Fortune 1000 industrial manufacturing company and also spent nine years with Enterprise Rent-A-Car Company as a department manager in the Corporate Accounting group. Mr. Hulett holds his Series 62, 63 and 79 securities registration. Mr. Hulett earned a Bachelor's Degree in Accounting from the University of Missouri, Columbia.



Robert L. Hulett Chairman Emeritus (314) 721-0607 x134 rlhulett@rlhulett.com

Mr. Hulett founded the firm in 1981 and has negotiated and completed more than 200 transactions throughout his career. He began his career as a Certified Public Accountant and practiced with Peat, Marwick, Mitchell & Co. in St. Louis as an Audit Manager and in New York as the Director of Training for Private Business. Mr. Hulett has also served as Chief Executive & Board Member for various middle market companies. As an educator, he was an adjunct professor at New York University and a tenured faculty member at Lindenwood University in St. Louis. He conducted training sessions for middle market CPA firms throughout the country for more than ten years. Mr. Hulett earned his BS/BA Cum Laude in Accounting from the University of Missouri-Columbia, and an MBA from Lindenwood University.

Our Team



Ron Litton
Director
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rlitton@rlhulett.com

Mr. Litton has been advising business owners in mergers and acquisitions since 2013. His primary industry focus areas have included industrials, paper and packaging, distribution, energy, promotional products and direct to consumer e-commerce. Prior to 2013, Mr. Litton held a variety of C-level roles with several companies in the paper and packaging industry including Unisource, Maverick Paper, Universal Graphics and Sabin Robbins. He has bought and sold a number of businesses, advised in the sale of family/founder owned businesses, and advised in start-ups and turnaround situations for banks, owners, and private equity firms. He enjoys working with owners that want to sell or transition out of their businesses. Ron covers the Kansas City and surrounding markets for the firm. He graduated from Central Missouri State University with a BS in Graphic Arts Technology and Management.



David T. Vass Director (314) 721-0607 x115 dvass@rlhulett.com

Mr. Vass has over 30 years of business management experience including more than 10 years as President of a highly successful consumer products manufacturing company with revenues exceeding \$25 million. During this time, he not only reversed a declining sales and earnings trend, but increased both sales and operating income over 100%. In addition, he has spent over 20 years at the executive level of Vice President of Sales and Business Development. Mr. Vass also has experience in a number of other industry niches including consumer products, commercial furniture and fixtures and metal recycling. He holds a Bachelor's Degree in Economics from DePauw University and an MBA from the University of Michigan.

Our Team



Ryan Hartman Senior Analyst (314) 721-8027 rhartman@rlhulett.com

Ryan provides analytical support for senior-level deal managers and, as a senior analyst, supervises the preparation of confidential memorandums, financial models and industry research reports. Ryan graduated with a Bachelor of Science degree in Finance from The Freeman School of Business, Tulane University. Prior to joining the firm, Ryan worked as an equity analyst for Burkenroad reports, an equity research program that produces widely circulated financial reports on small- to medium-sized companies. During his time at Tulane University, Ryan was elected as Vice President of Administration for Tulane's community government, took extensive courses in Investment Banking M&A transactions, and volunteered as a data analyst for American Red Cross.



Charlie Meier Analyst (314) 721-8027 cmeier@rlhulett.com

Charlie provides transaction support for senior-level deal managers including financial modeling, valuations, industry research, offering memorandums and a variety of presentations. He graduated with a Bachelor of Science in Business Administration Degree with a major in finance and banking from the Trulaske College of Business, University of Missouri. Prior to joining the firm, Charlie worked as an investment analyst for the University of Missouri's Investment Fund Management Program. During his time at University of Missouri, Charlie was elected as Recruitment Chairman for the Phi Delta Theta Fraternity and took extensive courses in Banking.



Lynda Hulett
Marketing
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Lynda Hulett leads the firm's marketing, administrative and communication efforts. She maintains the firm's proprietary CRM database, manages outbound firm communications and provides administrative support to senior deal managers. Prior to joining R.L. Hulett, Lynda spent the previous ten years in various marketing and administrative functions. Most recently, she worked as a client liaison providing administrative support for a CPA firm. Prior to that, she was employed by Moneta Group, a financial services advisory firm, where she provided marketing and administrative support to the client managers. Lynda graduated from the University of Missouri — Columbia, receiving her business degree with an emphasis in Marketing.

About R.L. Hulett

R.L. Hulett is a middle-market investment bank based in St. Louis, Missouri, providing M&A and financial advisory services to middle-market companies. Since its founding in 1981, the firm has advised in over 275 transactions in a variety of industries including industrials, food & beverage, packaging, business services, transportation & logistics, healthcare and software/techenabled services. The firm has an experienced team of M&A advisors consisting of former business owners, seasoned corporate executives, professional service firm partners, CPAs and MBAs. Our ability to deliver customized solutions to meet or exceed our clients' expectations is what sets us apart from our competitors.

Industry Sectors Covered:



Industrials



Food & Beverage



Transportation & Logistics



Business Services



Tech-enabled Services



Healthcare

Disclaimer

The data in this document has been derived from PitchBook Data and has been compiled by R.L. Hulett. This document is strictly for illustrative purposes only. The data presented in this document is not comprehensive and should not be used for benchmarking, valuation, or for any other decision making. R.L. Hulett accepts no responsibility for loss or damage caused by dependence on the information in this document.



Trusted Advisors.
Tenacious Advocates.

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