

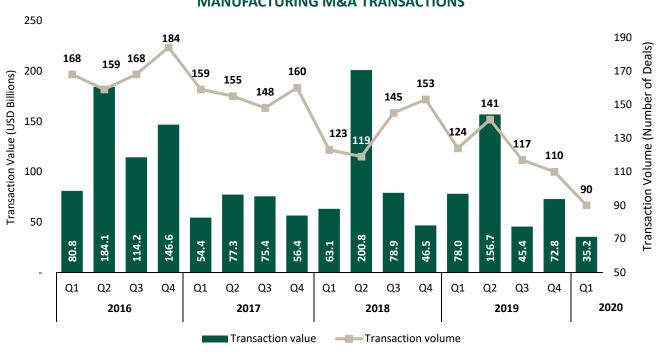
MANUFACTURING

QUARTERLY UPDATE Q1 2020

DIVESTITURES > FINANCING > DUE DILIGENCE

INDUSTRY OVERVIEW M&A TRANSACTIONS & PERFORMANCE





NORTH AMERICAN MANUFACTURING M&A TRANSACTIONS

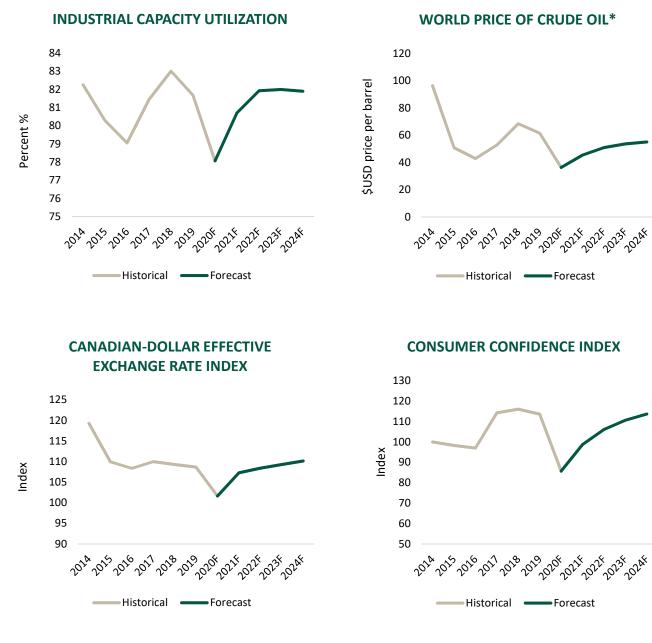
M&A MARKET UPDATE – Q1 2020

- M&A activity within the manufacturing sector in North America fell in Q1 2020 to a five-year low in both volume and amount. The number of disclosed deals during the quarter dropped to 90 from 110 in the previous quarter, while total disclosed transaction value decreased from \$72.8 billion to \$35.2 billion. The quarter's total transaction value was largely the result of a few significant deals:
 - Q1 2020's largest deal was TRATON SE's ("TRATON") proposed acquisition of Navistar International Corporation ("Navistar") for \$8.1 billion. Navistar International Corporation manufactures and markets medium and heavy trucks, school buses, mid-range diesel engines, and service parts.
 - The second largest transaction was BorgWarner's proposed acquisition of Delphi Technologies for \$3.3 billion. Delphi Technologies is a global leader in the development, design, and manufacturing of vehicle propulsion systems and advanced aftermarket solutions.
- Transaction volume for Q1 2020 was negatively impacted by global economic uncertainty resulting from trade restrictions, plunging world oil prices and COVID-19, which have tempered buyer activity in the short term.
- Similar to prior periods, industry operators (i.e. strategic buyers) represented a significant portion of Q1 2020 total deal value and volume, at 85% and 91% respectively.

INDUSTRY DRIVERS



The key external drivers that affect the manufacturing industry in Canada include industrial capacity utilization, the world price of crude oil, the Canadian-dollar effective exchange rate index, and the consumer confidence index. Although the COVID-19 outbreak weighed on the country's industrial activity in Q1, industry activity is forecast to increase through to 2025. Exceptionally weak crude oil prices, a depressed Canadian dollar relative to key trading partners and stable industrial capacity utilization rates, create an environment conducive for growth. However, the severity and duration of COVID-19's economic impact is still unknown.



Source: IBISWorld Industry Reports. "F" indicates forecast. *: Current oil prices not reflected.

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SELECT RECENT M&A TRANSACTIONS



Acquired	Announced TEV TEV/EBITDA TEV/Revenue	Feb. 4, 2020 \$27.5MM 29.4x 1.0x	 Special Product Company, doing business as SPC, designs and manufactures indoor and outdoor electronic cabinets. PPC Broadband, Inc., ("PPC") a Belden brand, manufactures and develops connectivity solutions for the broadband service provider market. With the addition of the SPC assets, PPC is now able to offer its global customers a range of new products.
e evate	Announced	Feb. 10, 2020	 Evans & Sutherland Computer Corp. ("E&S") produces and sells visual display systems used primarily in full- dome video projection applications.
acquired	TEV TEV/EBITDA	\$18.2MM Not disclosed	 Elevate Entertainment Inc., an affiliate of Mirasol Capital LLC, is a full- service Hollywood talent and literary management firm.
E&S	TEV/Revenue	0.4x	 "We look forward to promptly closing this transaction and supporting the E&S team as we build on the company's proud history and service their clients around the world" commented Jeb Terry, CEO of
			Elevate and Managing Director of Mirasol Capital.
🗘 Halma	Announced	Feb. 21, 2020	 Maxtec, LLC manufactures oxygen analysis and deliver products for medical and non-medical applications to customers in the United States and internationally.
acquired	TEV TEV/EBITDA	\$20.0MM Not disclosed	 Halma plc provides technology solutions in the safety, health, and environmental markets. It operates in four segments: Process Safety, Infrastructure Safety,
maxtec	TEV/Revenue	1.0x	Environmental & Analysis, and Medical.The acquisition further extends Halma's presence in diagnostic products and acute healthcare.
CORNERSTONE BUILDING BRANDS	Announced	Mar. 2, 2020	 Kleary Masonry, Inc. ("Kleary") is a leading manufacturer and installer of stone veneer in Northerr California. Kleary employs approximately 230 people.
acquired	TEV TEV/EBITDA	\$40.0MM Not disclosed	 Cornerstone Building Brands, Inc., ("Cornerstone") together with its subsidiaries, designs, engineers, manufactures, and markets external building products
KLEARY MASONRY, INC.	TEV/Revenue	1.0x	for the commercial, residential, and repair and remode construction markets in North America.
	L		 The acquisition expands Cornerstone's value-added, turnkey stone veneer solutions it offers to its customers

customers.

PUBLIC COMPARABLE ANALYSIS TRADING MULTIPLES & OPERATING STATISTICS



(Figures In \$USD Millions, except percentages and ratios)

			LTM Operating Figures			NTM Consensus Estimates			Valuation		
	Market	Enterprise		Revenue		EBITDA	Revenue	EBITDA	NTM	LTM	LTM
Company	Capitalization	Value	Revenue	Growth	EBITDA	Margin	Growth	Margin	EV/EBITDA	EV/EBITDA	EV/REV
Aerospace and Defense											
The Boeing Company	\$84,149	\$102,968	\$70,550	(29.9%)	(\$2,155)	(3.1%)	4.1%	7.6%	17.8x	N/A	1.5x
Lockheed Martin Corporation	\$95,487	\$107,776	\$61,127	8.3%	\$9,294	15.2%	5.5%	15.6%	10.8x	11.6x	1.8x
General Dynamics Corporation	\$38,311	\$51,196	\$38,838	2.4%	\$5,835	15.0%	1.6%	13.2%	9.1x	8.8x	1.3x
Raytheon Technologies Corporation	\$80,960	\$122,470	\$77,046	1.0%	\$14,776	19.2%	(14.4%)	15.7%	9.4x	8.3x	1.6x
Northrop Grumman Corporation	\$50,719	\$63,922	\$34,272	8.6%	\$4,486	13.1%	4.7%	14.0%	13.0x	14.2x	1.9x
Median	\$80,960	\$102,968	\$61,127	2.4%	\$5,835	15.0%	4.1%	14.0%	10.8x	10.2x	1.6x
Mean	\$69,925	\$89,666	\$56,367	(1.9%)	\$6,447	11.9%	0.3%	13.2%	12.0x	10.7x	1.6x
Agricultural and Farm Machinery											
· · ·	¢42.220	¢05 350	ć20.000	1 20/	ĆC 125	15.00/	(27.40/)	15 50/	17.2.	12 0.	2.2x
Deere & Company	\$43,330	\$85,359 \$28,520	\$38,880	1.3%	\$6,135	15.8%	(27.4%)	15.5%	17.3x	13.9x	
CNH Industrial N.V.	\$7,574 ¢6.062	\$28,530	\$28,079	(5.5%)	\$2,804	10.0%	(17.0%)	6.6%	13.5x	10.2x	1.0x
The Toro Company	\$6,963	\$7,646	\$3,303	23.5%	\$527 \$902	16.0%	10.7%	16.3%	12.9x	14.5x	2.3x
AGCO Corporation Median	\$3,546 \$7,269	\$4,719 \$18,088	\$9,041 \$18,560	(3.3%) (1.0%)	\$902 \$1,853	10.0% 12.9%	(13.9%) (15.5%)	6.8% 11.2%	6.4x 13.2x	5.2x 12.0x	.5x 1.6x
	\$7,269 \$15.353	\$18,088 \$31,563	\$18,560 \$19.826	(1.0%) 4.0%	\$1,853 \$2,592	12.9% 12.9%	(15.5%)	11.2% 11.3%	13.2x 12.5x	12.0x 11.0x	1.6x 1.5x
Mean	\$15,353	\$31,563	\$19,826	4.0%	ŞZ,59Z	12.9%	(11.9%)	11.3%	12.5X	11.0X	1.5X
Auto Parts and Equipment											
Aptiv PLC	\$12,567	\$17,134	\$14,357	(0.5%)	\$2,257	15.7%	(14.3%)	12.8%	8.3x	7.6x	1.2x
Magna International Inc.	\$9,590	\$13,266	\$39,431	(3.4%)	\$4,531	11.5%	(22.2%)	7.6%	4.4x	2.9x	.3x
Lear Corporation	\$4,913	\$6,542	\$19,810	(6.3%)	\$1,960	9.9%	(18.6%)	6.7%	4.8x	3.3x	.3x
BorgWarner Inc.	\$5,037	\$6,388	\$10,168	(3.4%)	\$1,719	16.9%	(19.6%)	13.3%	5.1x	3.7x	.6x
Autoliv, Inc.	\$4,017	\$5,837	\$8,219	(4.6%)	\$1,350	16.4%	(13.5%)	11.5%	6.0x	4.3x	.7x
Median	\$5,037	\$6,542	\$14,357	(3.4%)	\$1,960	15.7%	(18.6%)	11.5%	5.1x	3.7x	.6x
Mean	\$7,225	\$9,834	\$18,397	(3.7%)	\$2,363	14.1%	(17.7%)	10.4%	5.7x	4.4x	.6x
Automobile Manufacturers											
General Motors Company	\$29,695	\$117,955	\$137,237	(6.7%)	\$14,227	10.4%	(13.4%)	11.0%	8.4x	8.3x	.9x
Tesla, Inc.	\$96,412	\$106,333	\$26,022	15.2%	\$3,459	13.3%	15.5%	15.3%	27.0x	30.7x	4.1x
Ford Motor Company	\$19,151	\$153,629	\$149,878	(5.6%)	\$9,188	6.1%	(23.8%)	3.1%	29.7x	16.7x	1.0x
Median	\$29,695	\$117,955	\$137,237	(5.6%)	\$9,188	10.4%	(13.4%)	11.0%	27.0x	16.7x	1.0x
Mean	\$48,419	\$125,972	\$104,379	1.0%	\$8,958	9.9%	(7.2%)	9.8%	21.7x	18.6x	2.0x
Construction Machinery and Heavy Tr		ć04.000	¢50.000	(7.0%)	¢40.007	10.6%	(20.5%)	42.20/	45.4	0.5	4.0
Caterpillar Inc.	\$63,832	\$94,890	\$50,969	(7.9%)	\$10,007	19.6%	(20.5%)	13.2%	15.1x	9.5x	1.9x
Cummins Inc.	\$20,044	\$22,400	\$22,578	(6.7%)	\$3,660	16.2%	(21.9%)	11.8%	8.2x	6.1x	1.0x
PACCAR Inc	\$21,175	\$27,298	\$24,274	(0.2%)	\$3,183	13.1%	(40.6%)	9.4%	13.9x	8.6x	1.1x
Median	\$21,175	\$27,298	\$24,274	(6.7%)	\$3,660	16.2%	(21.9%)	11.8%	13.9x	8.6x	1.1x
Mean	\$35,017	\$48,196	\$32,607	(4.9%)	\$5,617	16.3%	(27.7%)	11.4%	12.4x	8.1x	1.3x
Diversified Chemicals											
DuPont de Nemours, Inc.	\$25,213	\$42,243	\$21,512	(4.8%)	\$5,451	25.3%	(6.3%)	23.9%	8.4x	7.7x	2.0x
Eastman Chemical Company	\$6,330	\$12,177	\$9,273	(8.6%)	\$1,978	21.3%	(9.9%)	21.1%	6.8x	6.2x	1.3x
The Chemours Company	\$1,455	\$4,989	\$5,526	(16.8%)	\$484	8.8%	(2.8%)	17.6%	4.9x	10.3x	.9x
Huntsman Corporation	\$3,217	\$5,644	\$6,797	(10.6%)	\$822	12.1%	(9.2%)	10.5%	8.2x	6.9x	.8x
Median	\$4,774	\$8,911	\$8,035	(9.6%)	\$1,400	16.7%	(7.7%)	19.4%	7.5x	7.3x	1.1x
Mean	\$9,054	\$16,263	\$10,777	(10.2%)	\$2,184	16.9%	(7.0%)	18.3%	7.1x	7.8x	1.3x

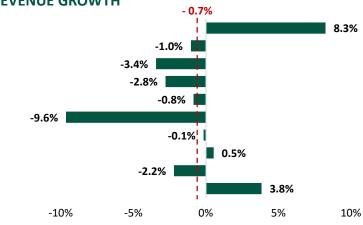
PUBLIC COMPARABLE ANALYSIS TRADING MULTIPLES & OPERATING STATISTICS



			LTM Operating Figures				NTM C	onsensus	Valuation		
	Market	Enterprise		Revenue		EBITDA	Revenue	EBITDA	NTM	LTM	LTM
Company	Capitalization	Value	Revenue	Growth	EBITDA	Margin	Growth	Margin	EV/EBITDA	EV/EBITDA	EV/REV
Electrical Components and Equipment	t										
Emerson Electric Co.	\$29,154	\$34,075	\$17,968	(0.5%)	\$3,605	20.1%	(7.4%)	19.5%	9.5x	9.5x	1.9x
Eaton Corporation plc	\$31,965	\$40,270	\$21,390	(1.0%)	\$3,966	18.5%	(17.4%)	17.1%	11.5x	10.2x	1.9x
Rockwell Automation, Inc.	\$17,533	\$19,548	\$6,737	0.2%	\$1,456	21.6%	(7.8%)	19.2%	14.7x	13.4x	2.9x
AMETEK, Inc.	\$16,506	\$19,068	\$5,159	6.5%	\$1,431	27.7%	(11.8%)	26.2%	14.5x	13.3x	3.7x
Median	\$23,344	\$26,812	\$12,353	(0.1%)	\$2,530	20.8%	(9.8%)	19.4%	13.0x	11.7x	2.4x
Mean	\$23,790	\$28,240	\$12,813	1.3%	\$2,614	22.0%	(11.1%)	20.5%	12.5x	11.6x	2.6x
Home Building Product Manufacturers	s										
Masco Corporation	\$9,118	\$11,573	\$6,707	0.8%	\$1,294	19.3%	(4.7%)	17.9%	9.5x	8.9x	1.7x
Fortune Brands Home & Security, Inc.	\$6,042	\$8,013	\$5,765	5.1%	\$944	16.4%	(6.8%)	15.3%	8.3x	8.5x	1.4x
JELD-WEN Holding, Inc.	\$980	\$2,481	\$4,290	(1.3%)	\$406	9.5%	(8.3%)	8.7%	5.7x	6.1x	.6x
Masonite International Corporation	\$1,173	\$1,967	\$2,177	0.3%	\$301	13.8%	(5.1%)	13.7%	6.3x	6.5x	.9x
American Woodmark Corporation	\$771	\$1,421	\$1,659	0.9%	\$254	15.3%	(9.6%)	13.4%	5.6x	5.6x	.9x
Caesarstone Ltd.	\$364	\$310	\$546	(5.2%)	\$85	15.6%	(19.0%)	7.7%	4.8x	3.6x	.6x
Median	\$1,077	\$2,224	\$3,233	0.5%	\$353	15.5%	(7.5%)	13.6%	6.0x	6.3x	.9x
Mean	\$3,075	\$4,294	\$3,524	0.1%	\$547	15.0%	(8.9%)	12.8%	6.7x	6.6x	1.0x
Industrial Machinery											
Illinois Tool Works Inc.	\$45,126	\$51,086	\$14,109	(4.5%)	\$3,896	27.6%	(15.1%)	25.8%	14.3x	13.1x	3.6x
Parker-Hannifin Corporation	\$16,653	\$25,472	\$14,201	(2.2%)	\$2,655	18.7%	(9.5%)	16.1%	10.0x	9.6x	1.8x
Stanley Black & Decker, Inc.	\$15,403	\$20,705	\$14,442	3.3%	\$2,428	16.8%	(4.5%)	15.7%	9.1x	8.5x	1.4x
Fortive Corporation	\$18,567	\$23,917	\$7,320	13.4%	\$1,666	22.8%	0.6%	24.0%	13.2x	14.4x	3.3x
Ingersoll Rand Inc.	\$5,089	\$6,266	\$2,452	(8.8%)	\$549	22.4%	114.6%	17.8%	5.8x	11.4x	2.6x
Median	\$16,653	\$23,917	\$14,109	(2.2%)	\$2,428	22.4%	(4.5%)	17.8%	10.0x	11.4x	2.6x
Mean	\$20,167	\$25,489	\$10,505	0.2%	\$2,239	21.7%	17.2%	19.9%	10.5x	11.4x	2.5x
Pharmaceuticals											
Johnson & Johnson	\$345,705	\$354,407	\$82,729	1.4%	\$28,894	34.9%	(3.2%)	34.8%	11.5x	12.3x	4.3x
Pfizer Inc.	\$181,075	\$224,986	\$51,750	(3.5%)	\$21,731	42.0%	(9.2%)	43.4%	10.8x	10.4x	4.3x
Merck & Co., Inc.	\$195,141	\$212,136	\$46,840	10.7%	\$18,837	40.2%	4.0%	40.4%	10.3x	11.3x	4.5x
Bristol-Myers Squibb Company	\$126,110	\$158,356	\$26,145	15.9%	\$8,892	34.0%	59.4%	43.3%	8.5x	17.8x	6.1x
Eli Lilly and Company	\$125,824	\$139,451	\$22,320	3.8%	\$7,405	33.2%	6.3%	36.4%	16.0x	18.8x	6.2x
Allergan plc	\$58,266	\$75,594	\$16,089	1.9%	\$7,620	47.4%	(3.3%)	44.7%	10.6x	9.9x	4.7x
Median	\$126,110	\$158,356	\$26,145	3.8%	\$8,892	40.2%	0.4%	43.3%	10.6x	11.3x	4.7x
Mean	\$137,283	\$162,104	\$32,629	5.8%	\$12.897	39.4%	11.5%	41.6%	11.2x	13.6x	5.2x



PUBLIC COMPARABLE ANALYSIS GROWTH, MARGINS & MULTIPLES

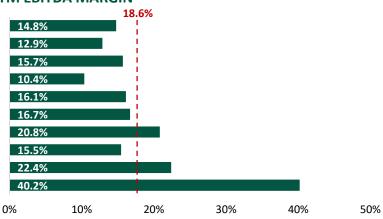


LTM REVENUE GROWTH

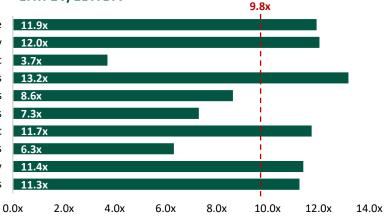




Aerospace and Defense Agricultural and Farm Machinery Auto Parts and Equipment Automobile Manufacturers Construction Machinery and Heavy Trucks Diversified Chemicals Electrical Components and Equipment Home Building Product Manufacturers Industrial Machinery Pharmaceuticals



Aerospace and Defense Agricultural and Farm Machinery Auto Parts and Equipment Automobile Manufacturers Construction Machinery and Heavy Trucks Diversified Chemicals Electrical Components and Equipment Home Building Product Manufacturers Industrial Machinery Pharmaceuticals



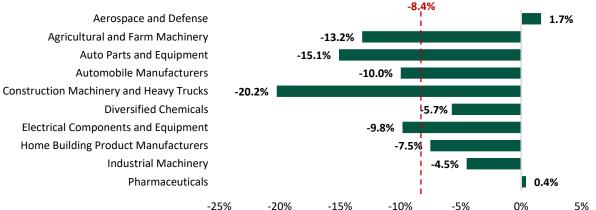
LTM EV/EBITDA

Source: Capital IQ. Data as of March 31, 2020. "LTM" refers to last twelve months. Valuation details provided on page 5 and 6.

PUBLIC COMPARABLE ANALYSIS GROWTH, MARGINS & MULTIPLES

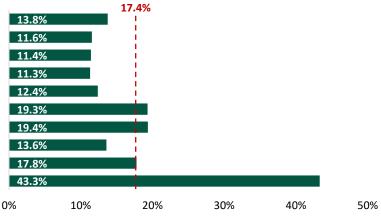


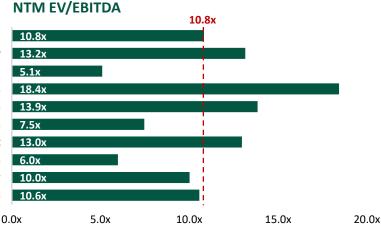
NTM REVENUE GROWTH



NTM EBITDA MARGIN

Aerospace and Defense13.8%Agricultural and Farm Machinery11.6%Auto Parts and Equipment11.4%Automobile Manufacturers11.3%Construction Machinery and Heavy Trucks12.4%Diversified Chemicals19.3%Electrical Components and Equipment19.4%Home Building Product Manufacturers13.6%Industrial Machinery17.8%Pharmaceuticals43.3%



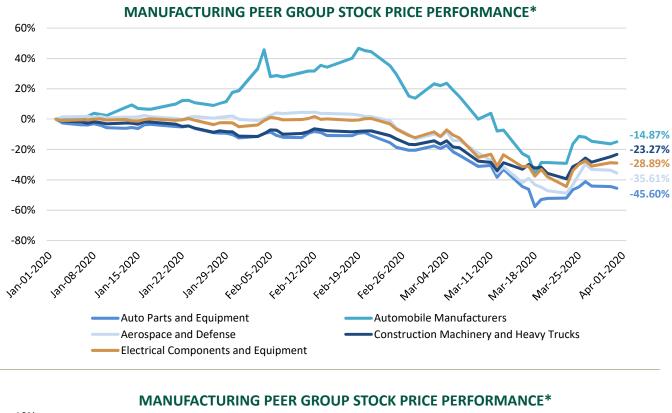


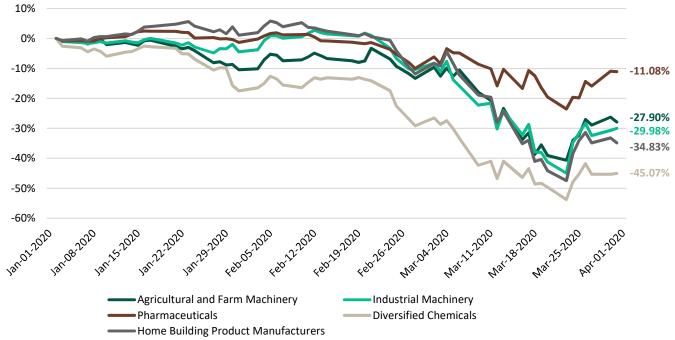
Aerospace and Defense Agricultural and Farm Machinery Auto Parts and Equipment Automobile Manufacturers Construction Machinery and Heavy Trucks Diversified Chemicals Electrical Components and Equipment Home Building Product Manufacturers Industrial Machinery Pharmaceuticals

Source: Capital IQ. Data as of March 31, 2020. "NTM" refers to next twelve months. Valuation details provided on page 5 and 6.

PUBLIC COMPARABLE ANALYSIS PERFORMANCE ANALYSIS

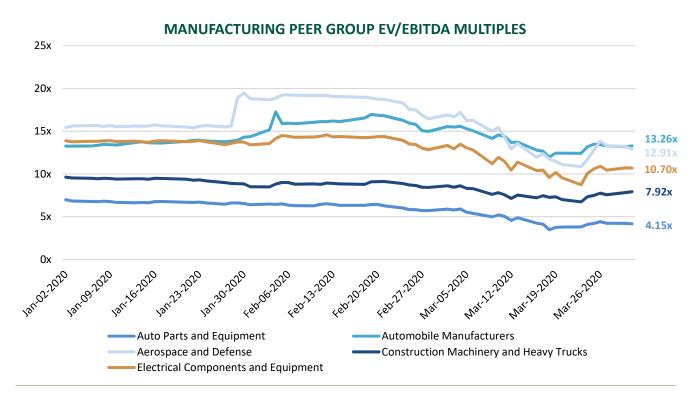




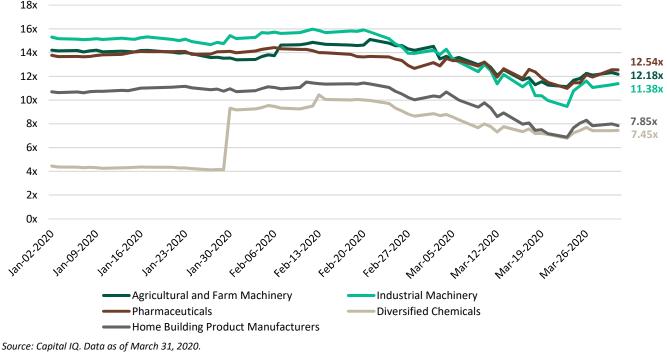


Source: Capital IQ. Data as of March 31, 2020. Further details provided on page 5 and 6. *Peer group metrics are weighted by market capitalization. PUBLIC COMPARABLE ANALYSIS PERFORMANCE ANALYSIS





MANUFACTURING PEER GROUP EV/EBITDA MULTIPLES



Further details provided on page 5 and 6.

*Peer group metrics are weighted by market capitalization.

Note: On January 30, 2020, Dupont released Q4 and FY2019 results, reporting a 14% drop in EBITDA. Dupont's EV/EBITDA multiple increase in the above chart may be an error in the database, as the EV appears to be unchanged after the drop in the reported EBITDA. Page 10

ABOUT US

MNP Corporate Finance (MNPCF) has a dedicated team of over 60 merger, acquisition, and transaction professionals across Canada. MNPCF works with clients in virtually all industries as they prepare, plan and execute transactions.

Our typical transactions range in value between \$3 million and \$300 million.

LOCAL AND INTERNATIONAL REACH

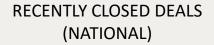
MNP is a participating firm within Praxity, a unique global alliance of independent accounting/advisory firms created to answer global business needs. As a member of Praxity, we are able to offer access to corporate finance, accounting and tax advisory services worldwide. We are also affiliated with Corporate Finance Cross Border, which consists of 150+ M&A professionals in more than 25 countries.



CFxBorder - Global Reach with Local Relationships Our affiliation with CFxB consists of 150+ M&A professionals in more than 25 countries

SERVICES

- Divestitures
- Acquisitions
- Debt Financing
- Due Diligence
- Transaction Advisory Services



CORPORATE FINANCE INC.



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ABOUT US



DEAL EXPERIENCE

Since our inception, our team has advised on hundreds of transactions, in a wide range of industries with diverse enterprise values. In the past five years alone we have completed over 120 transactions worth over \$2 billion (not including due diligence engagements).

INDUSTRY EXPERIENCE

- Food & Beverage
- Retail & Distribution
- Manufacturing
- Agriculture
- Automotive
- Materials
- Health Care
- Pharmaceutical

- Transportation
- Construction
- Software
- Financial Services
- Technology
- Energy
- Oilfield Services
- Real Estate

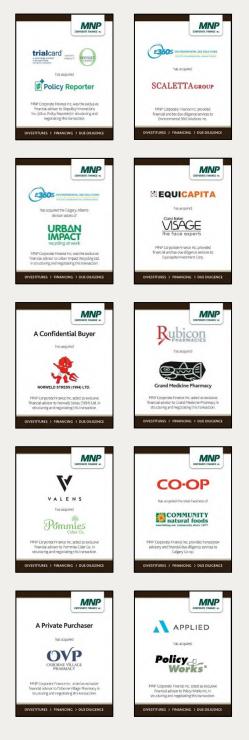
HANDS-ON APPROACH

Current M&A transactions require a hands-on approach from start to finish including the active engagement of senior resources. Our senior resources are dedicated to our clients and are available as necessary and appropriate. We keep our clients regularly informed of the engagement status, issues we are encountering, successes and overall progress.

INTEGRATED SERVICE OFFERING

We draw on the vast experience and deep specialist knowledge network of our partners locally, nationally and internationally as specialty issues arise, such as pretransaction tax planning, transaction structuring, estate planning, valuation, due diligence, performance improvement and risk management.

RECENTLY CLOSED DEALS (NATIONAL)



LEADERSHIP TEAM





Brett Franklin President brett.franklin@mnp.ca 204.336.6190



Mark Regehr Managing Director mark.regehr@mnp.ca 780.969.1404



Aleem Bandali **Managing Director** aleem.bandali@mnp.ca 778.374.2140



Erik St-Hilaire Managing Director erik.st-hilaire@mnp.ca 204.336.6200



Dale Antonsen Managing Director dale.antonsen@mnp.ca 250.979.2578



Dan Porter **Managing Director** dan.porter@mnp.ca 416.515.3877



Mike Reynolds Managing Director mike.reynolds@mnp.ca 587.702.5909



Stephen Shaw **Managing Director** stephen.shaw@mnp.ca 416.515.3883



Kevin Tremblay Managing Director kevin.tremblay@mnp.ca 647.943.4051



TRANSACTION LEADERSHIP

Patrick Khouzam Managing Director patrick.khouzam@mnp.ca 514.228.7874

DUE DILIGENCE LEADERSHIP



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