

Food & Beverage

Quarterly Update | Q4 2023



Industry Overview

M&A Transactions & Performance



North American Food & Beverage M&A Transactions¹



■ Transaction Count

Q4 Transactions (Canada)

11

(-8.3% vs. Q3 2023)

Q4 Transaction Value (Canada)

\$11.0 million

(+799% vs. Q3 2023)

Q4 Transactions (U.S.)

119

(-12.5% vs. Q3 2023)

Q4 Transaction Value (U.S.)

\$2.8 billion

(-76.0% vs. Q3 2023)

M&A Market Update – Q4 2023¹

- Aggregate disclosed transaction count and value in the North American food and beverage industry decreased in Q4 2023 by 12.2% and 75.9%, respectively, from the previous quarter. The decrease in transaction value from the preceding quarter is mainly attributable to The J.M. Smucker Company's \$5.6 billion acquisition of Hostess Brands Inc., Campbell Soup Company's \$2.7 billion acquisition of Sovos Brands Inc., and C&S Wholesale Grocers' \$2 billion acquisition of select stores owned by The Kroger Co. and Albertsons Companies Inc. These deals accounted for a significant portion of the previous quarter's disclosed transaction values in North America.
- Industry M&A activity in Q4 2023 was primarily driven by strategic acquisitions, which accounted for 73% of the total transaction volume. The transaction activity by strategic acquirers illustrates the appetite for consolidation as strategic players seek operational synergies through acquisitions.
- In Q4 2023, the food products, restaurants, and beverages industries accounted for 40.8%, 27.0%, and 13.8% of total transactions, respectively.
- Transaction count in the North American food and beverage industry continued to decrease in Q4 2023 due to persistent inflation, high interest rates, and recessionary fears. However, M&A activity is expected to rebound due to an easing labour market, supply chain improvements, and the anticipated economic recovery. Strategic and financial buyers are expected to be active in the market as they vie for accretive investments.

Macroeconomic Indicators

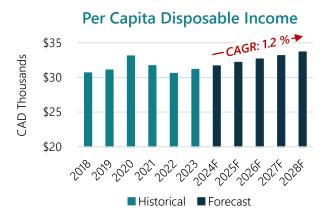


Key external drivers that affect the Canadian food and beverage industry include per capita disposable income, consumer spending, the consumer price index for food, and the consumer confidence index.

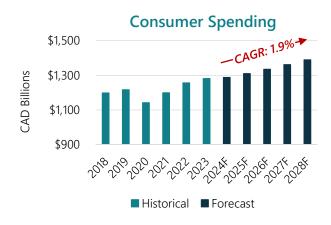
Per capita disposable income in 2023 moderately increased compared to 2022 as inflationary pressures subsided and the Bank of Canada eased quantitative tightening policies. Per capita disposable income is expected to grow at an annualized rate of 1.2% through 2028 and drive discretionary food and beverage expenditures in Canada.

The consumer price index for food continued its upward trajectory through 2023, growing 7.0% year-over-year. A weakening Canadian dollar has primarily driven the increase in food prices compared to the U.S. dollar, volatile commodity prices arising from geopolitical tension, and labour shortages in key sectors such as food processing, crop harvesting, and transportation. Prices are expected to stabilize in 2024 and increase at a more palatable annualized rate of 1.6% through 2028.

The consumer confidence index decreased in 2023 due to economic uncertainty associated with rising inflation, recessionary fears, and interest rate hikes implemented to alleviate inflationary pressures. Looking ahead, the consumer confidence index is forecasted to increase at an annualized rate of 6.1% through 2028 as the labour market improves and the economy recovers. High consumer confidence is expected to drive demand in the food and beverage industry. Additionally, consumer spending is forecasted to increase at an annualized rate of 1.9%, fueled by improvement in consumer confidence and growth in per capita disposable income.









Select Recent M&A Transactions

North America



DUCKHORN.

acquired

SONOMA-CUTRER

Announced	Nov 16, 2023					
EV	\$391.5 million					
EV/EBITDA	Not Disclosed					
EV/Revenue	4.7x					

- The Duckhorn Portfolio Inc. (Duckhorn) is a premier luxury wine company with over 1,100 acres of vineyards spanning 32 estate properties. The company's winery portfolio includes Duckhorn Vineyards, Decoy, Paraduxx, Goldeneye, Migration, Canvasback, Calera, Kosta Browne, Greenwing, and Postmark. The Duckhorn Portfolio was founded in 1976 and is based in St. Helena, California.
- Sonoma-Cutrer Vineyards Inc. (Sonoma-Cutrer) is an award-winning manufacturer and distributor of Chardonnay. The company markets its products under the Russian River Ranches, The Cutrer, Les Pierres, and Founders Reserve brands. Sonoma-Cutrer was founded in 1918 and is based in Windsor, California.
- The transaction enables Duckhorn to further establish itself as North America's premier luxury wine company while rounding out its portfolio by significantly enhancing its position in the Chardonnay category.



acquired



Closed	Nov 8, 2023					
EV	\$55.6 million					
EV/EBITDA	Not Disclosed					
EV/Revenue	Not Disclosed					

- Seneca Food Corporation (Seneca) is a leading provider of fruits and vegetables, with facilities located throughout the U.S. The company's brand portfolio includes Aunt Nellie's, Green Valley, CherryMan, READ and Seneca labels. Seneca was founded in 1949 and is based in Fairport, New York.
- Green Giant U.S. (Green Giant) is the U.S. shelfstable product line of the Green Giant brand. The company's product offering includes canned and frozen vegetables. Green Giant was founded in 1903 and is based in Minneapolis, Minnesota.
- The transaction enables Seneca to further expand its product portfolio while strengthening its market position as a leading provider of fruits and vegetables.

Select Recent M&A Transactions

North America



FOODTASTIC

acquired

NOODLEBOX

Closed	Oct 24, 2023
EV	Not Disclosed
EV/EBITDA	Not Disclosed
EV/Revenue	Not Disclosed

- Foodtastic Inc. (Foodtastic) is a leading franchisor of restaurant brands in Canada. Foodtastic manages over 900 restaurants across its portfolio of 21 brands. The company was founded in 2016 and is based in St-Laurent, Quebec.
- Noodlebox Franchising Ltd. (Noodlebox) operates quick-service restaurants that serve Southeast Asian Food. The company provides dine-in services and digital ordering through its 40 locations across Canada. Noodlebox was founded in 2001 and is based in Abbotsford, British Columbia.
- The transaction will allow Foodtastic to leverage its supply chain and economies of scale to improve Noodlebox's potential for growth and increase profitability.



Announced	Oct 24, 2023				
EV	\$1.0 million				
EV/EBITDA	Not Disclosed				
EV/Revenue	Not Disclosed				

- 1812 Brewing Company (1812 Brewing) is an award-winning operator and investor in the craft beer industry. The company produces a variety of beers, such as 1812 Amber Ale, 1812 Light, Thousand Islands IPA, Hells Bells Pilsner, Third Rail Portner, and more. 1812 Brewing was founded in 2002 and is based in Gouverneur, New York.
- Riverside Maggies LLC (Riverside Maggies) is a fullservice dining restaurant featuring a menu of diverse food choices and a variety of beer lines. The company's menu offerings include appetizers, burgers, sandwiches, drinks and other entrees.
 Riverside Maggies was founded in 2020 and is based in Watertown, New York.
- The transaction allows 1812 Brewing to vertically integrate with a restaurant business while improving the distribution channel for their beer products and diversifying their revenue streams.

Public Comparable Analysis

Trading Multiples & Operating Statistics



(Figures in USD Millions, except percentages and ratios)

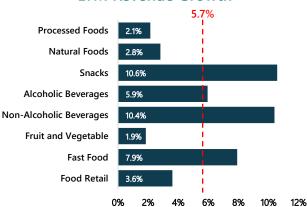
Company			LTM Operating Figures				NTM Consensus Estimates			Valuation	
		Enterprise Value	Revenue	Revenue Growth	EBITDA	EBITDA Margin	Revenue Growth	EBITDA Margin	NTM EV/EBITDA	LTM EV/EBITDA	LTM EV/RE\
Processed Foods											
Nestlé S.A.	\$308,969	\$375,399	\$95,498	4.6%	\$20,662	21.6%	19.0%	21.6%	15.3x	18.2x	3.9x
Tyson Foods, Inc.	\$19,154	\$28,634	\$52,881	(0.8%)	\$1,832	3.5%	0.4%	4.8%	11.2x	15.6x	0.5x
Campbell Soup Company	\$12,887	\$17,796	\$9,300	4.5%	\$1,748	18.8%	1.1%	19.2%	9.9x	10.2x	1.9x
B&G Foods, Inc.	\$826	\$3,021	\$2,107	(0.2%)	\$315	15.0%	(5.8%)	15.6%	9.7x	9.6x	1.4x
Median	\$16,021	\$23,215	\$31,091	2.1%	\$1,790	16.9%	0.8%	17.4%	10.5x	12.9x	1.7x
Mean	\$85,459	\$106,213	\$39,947	2.0%	\$6,139	14.7%	3.7%	15.3%	11.5x	13.4x	2.0x
Natural Foods											
The Hain Celestial Group, Inc.	\$982	\$1,857	\$1,782	(5.0%)	\$130	7.3%	4.3%	9.1%	11.0x	14.3x	1.0x
Sprouts Farmers Market, Inc.	\$4,886	\$6,285	\$6,715	6.2%	\$513	7.6%	6.7%	7.4%	11.8x	12.2x	0.9x
United Natural Foods, Inc.	\$964	\$4,505	\$30,292	2.8%	\$402	1.3%	3.0%	1.7%	8.5x	11.2x	0.1x
Median	\$982	\$4,505	\$6,715	2.8%	\$402	7.3%	4.3%	7.4%	11.0x	12.2x	0.9x
Mean	\$2,278	\$4,216	\$12,930	1.4%	\$348	5.4%	4.7%	6.1%	10.4x	12.6x	0.7x
Snacks											
General Mills	\$36,992	\$49,302	\$20,200	4.3%	\$4,091	20.3%	(0.8%)	20.9%	11.8x	12.1x	2.4x
The Hershey Company	\$38,127	\$42,887	\$11,160	10.6%	\$3,000	26.9%	2.8%	27.6%	13.5x	14.3x	3.8x
J&J Snack Foods Corp.	\$3,233	\$3,305	\$1,559	12.9%	\$174	11.2%	2.6%	13.3%	15.6x	19.0x	2.1x
Median Mean	\$36,992 \$26,117	\$42,887 \$31,832	\$11,160 \$10,973	10.6% 9.3%	\$3,000 \$2,422	20.3% 19.4%	2.6% 1.5%	20.9% 20.6%	13.5x 13.6x	14.3x 15.1x	2.4x 2.8x
Alcoholic Povoragos											
Alcoholic Beverages Anheuser-Busch InBev SA/NV	\$128,294	\$217,525	\$59,575	3.9%	\$17,893	30.0%	4.9%	34.3%	10.2x	12.2x	3.7x
Heineken N.V.	\$57,589	\$80,084	\$29,758	17.1%	\$5,718	19.2%	17.0%	21.8%	10.2x 10.6x	14.0x	2.7x
Brown-Forman Corporation	\$27,579	\$30,316	\$4,272	3.3%	\$1,325	31.0%	3.1%	34.0%	20.2x	22.9x	7.1x
Molson Coors Beverage Company	\$13,212	\$19,042	\$11,541	8.0%	\$2,161	18.7%	1.6%	19.9%	8.2x	8.8x	1.7x
Median	\$42,584	\$55,200	\$20,649	5.9%	\$3,940	24.6%	4.0%	27.9%	10.4x	13.1x	3.2x
Mean	\$56,668	\$86,742	\$26,286	8.1%	\$6,774	24.7%	6.6%	27.5%	12.3x	14.5x	3.8x
Non-Alcoholic Beverages											
The Coca-Cola Company	\$254,779	\$282,695	\$45,030	6.3%	\$14,168	31.5%	2.9%	32.7%	18.7x	20.0x	6.3x
PepsiCo, Inc.	\$236,278	\$270,933	\$91,617	9.5%	\$16,125	17.6%	3.4%	18.8%	15.2x	16.8x	3.0x
Starbucks Corporation	\$109,135	\$129,829	\$35,976	11.6%	\$6,976	19.4%	10.0%	20.7%	15.9x	18.6x	3.6x
Monster Beverage Corporation	\$59,940	\$56,984	\$6,923	11.2%	\$1,994	28.8%	12.8%	30.6%	23.8x	28.6x	8.2x
Median	\$172,706	\$200,381	\$40,503	10.4%	\$10,572	24.1%	6.7%	25.7%	17.3x	19.3x	4.9x
Mean	\$165,033	\$185,110	\$44,886	9.7%	\$9,816	24.3%	7.3%	25.7%	18.4x	21.0x	5.3x
Fruit and Vegetable											
Lamb Weston Holdings, Inc.	\$15,665	\$18,975	\$6,346	40.7%	\$1,380	21.7%	10.2%	23.2%	11.7x	13.7x	3.0x
Fresh Del Monte Produce Inc.	\$1,263	\$1,805	\$4,352	(1.5%)	\$261	6.0%	1.1%	5.8%	N/A	6.9x	0.4x
Seneca Foods Corporation	\$374	\$914	\$1,510	1.9%	\$117	7.8%	N/A	N/A	N/A	7.8x	0.6x
Median Mean	\$1,263 \$5,767	\$1,805 \$7,231	\$4,352 \$4,069	1.9% 13.7%	\$261 \$586	7.8% 11.8%	5.6% 5.6%	14.5% 14.5%	11.7x 11.7x	7.8x 9.5x	0.6x 1.3x
Fast Food	¢21F 071	¢261 200	¢2E 014	7 50/	¢12 4F4	E3 00/	6.00	E / 20/	10 0	10.4.	10 5
McDonald's Corporation	\$215,071	\$261,399	\$25,014	7.5%	\$13,454	53.8%	6.6%	54.3%	18.0x	19.4x	10.5x
Chipotle Mexican Grill, Inc.	\$62,765	\$65,329	\$9,536	13.3%	\$1,836	19.3%	13.3%	19.7%	30.7x	35.6x	6.9x
Yum! Brands, Inc.	\$36,625	\$48,215 \$39,222	\$7,059 \$6,901	5.2%	\$2,503	35.5%	6.8%	35.6%	17.9x	19.3x	6.8x
Restaurant Brands International Inc. Median			\$6,891 \$8,207	8.3%	\$2,323	33.7%	5.2%	37.1%	14.6x	16.9x	5.7x
Mean Mean	\$49,695 \$84,710	\$56,772 \$103,541	\$8,297 \$12,125	7.9% 8.6%	\$2,413 \$5,029	34.6% 35.6%	6.7% 8.0%	36.4% 36.7%	18.0x 20.3x	19.3x 22.8x	6.8x 7.5x
Food Retail											
Costco Wholesale Corporation	\$292,896	\$284,379	\$245,652	6.3%	\$10,869	4.4%	4.9%	4.5%	24.5x	26.2x	1.2x
The Kroger Co.	\$32,885	\$51,052	\$147,797	0.9%	\$7,819	5.3%	1.7%	5.2%	6.5x	6.5x	0.3x
Median	\$162,891	\$167,716	\$196,725	3.6%	\$9,344	4.9%	3.3%	4.9%	15.5x	16.3x	0.8x

Public Comparable Analysis

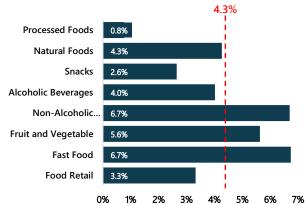
Growth, Margins & Multiples



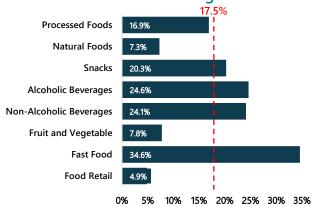
LTM Revenue Growth



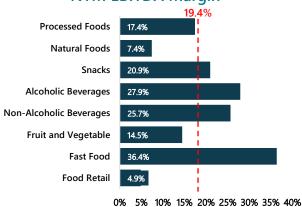
NTM Revenue Growth



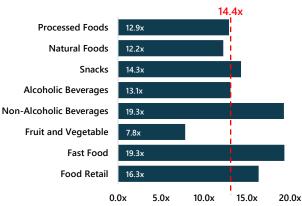
LTM EBITDA Margin



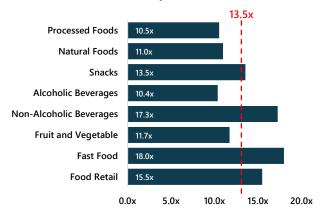
NTM EBITDA Margin



LTM EV/EBITDA



NTM EV/EBITDA



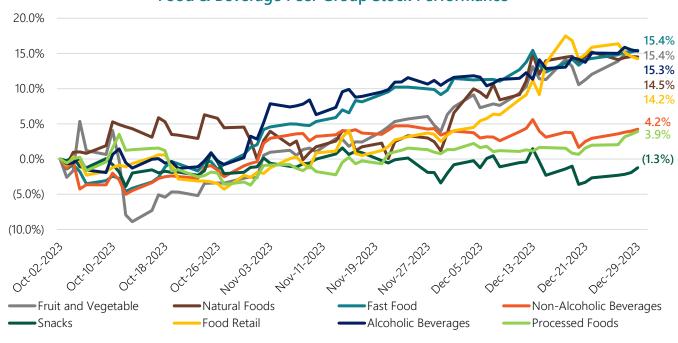


Public Comparable Analysis

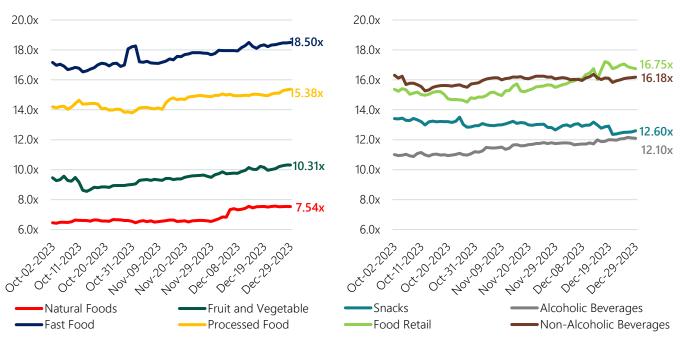
Performance Analysis







Food & Beverage Peer Group EV/EBITDA Multiples



About Us



MNP Corporate Finance (MNPCF) has a dedicated team of over 100 M&A, capital markets, and due diligence professionals across Canada. MNPCF works with clients in virtually all industries as they prepare, plan and execute transactions.

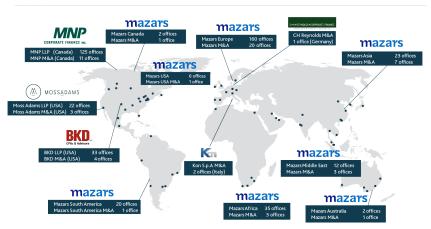
Our typical transactions range in value between \$3 million and \$300 million.

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 250+ M&A professionals in more than 30 countries.







Services

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

Recently Closed Deals (National)





















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 10 years alone, we have completed over 265 transactions worth over \$4.5 billion (not including due diligence engagements).

Industry Experience

- Food & Beverage
- Retail & Distribution
- Manufacturing
- Agriculture
- Automotive
- Materials
- Healthcare
- 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 pre-transaction tax planning, transaction structuring, estate planning, valuation, due diligence, performance improvement and risk management.

Recently Closed Deals (National)





















Leadership Team



Transaction Leadership



Brett Franklin President Winnipeg Brett.Franklin@mnp.ca 204.336.6190



Aleem Bandali Managing Director Vancouver Aleem.Bandali@mnp.ca 778.374.2140



Bryce Davis Managing Director Vancouver Bryce.Davis@mnp.ca 604.637.1514



Mike Reynolds Managing Director Calgary Mike.Reynolds@mnp.ca 587.702.5909



Mark Reynolds Managing Director Calgary Mark.Reynolds@mnp.ca 403.536.5548



Mark Regehr Managing Director Edmonton Mark.Regehr@mnp.ca 780.969.1404



Erik St-Hilaire Managing Director Winnipeg Erik.St-Hilaire@mnp.ca 204.336.6200



Stephen Shaw Managing Director Toronto Stephen.Shaw@mnp.ca 416.515.3883



Kevin Tremblay Managing Director Toronto Kevin, Tremblay@mnp.ca 647.943.4051



Chris Chapman Managing Director Toronto Chris.Chapman@mnp.ca 416.596.1711



Jon Edgett Managing Director Waterloo Jon.Edgett@mnp.ca 519.772.7460



Patrick Khouzam Managing Director Montreal Patrick.Khouzam@mnp.ca 514.228.7874



Jean-Raymond Lafond Managing Director Drummondville Jean-Raymond.Lafond@mnp.ca Éric.Grondin@mnp.ca 819.473.7251



Éric Grondin Managing Director Sherbrooke 819.823.3290



Jasmin Allard Managing Director Sherbrooke Jasmin.Allard@mnp.ca 819.560.7856



Jonathan Banford Managing Director Chicoutimi Jonathan.Banford@mnp.ca 418.696.3924



Frédéric Fortin Managing Director Chicoutimi Frederic.Fortin@mnp.ca 418.696.4561



Craig Maloney Managing Director Halifax Craig.Maloney@mnp.ca 902.493.5430

Due Diligence Leadership



Johnny Earl Managing Director Vancouver Johnny.Earl@mnp.ca 604.637.1504



Jonathan Conly Managing Director Vancouver 604.637.1516



John Caggianiello Managing Director Toronto Jonathan.Conly@mnp.ca John.Caggianiello@mnp.ca 416.513.4177



Wilson Lai **Managing Director** Toronto Wilson.Lai@mnp.ca 289.695.4386



Saad Arif **Managing Director** Toronto Saad.Arif@mnp.ca 647.943.4104



David Cyr Managing Director Montreal David.Cyr@mnp.ca 514.884.1764