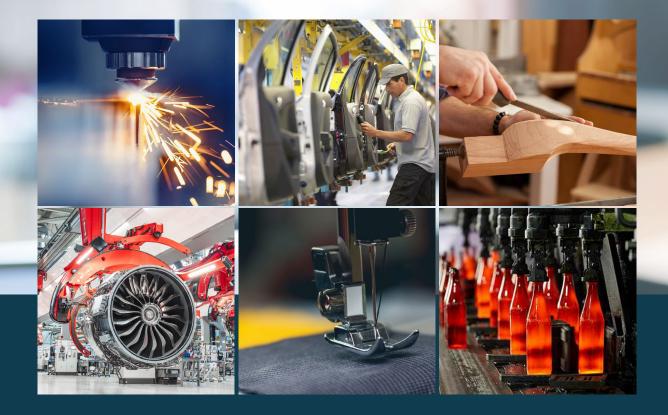


Manufacturing

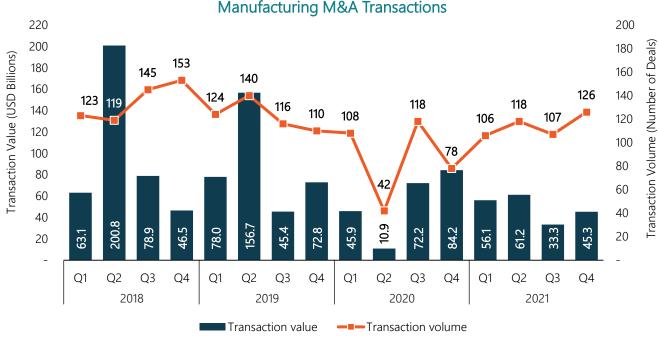
Quarterly Update | Q4 2021



MNPCF.ca

Industry Overview M&A Transactions & Performance





North American Manufacturing M&A Transactions

M&A Market Update – Q4 2021

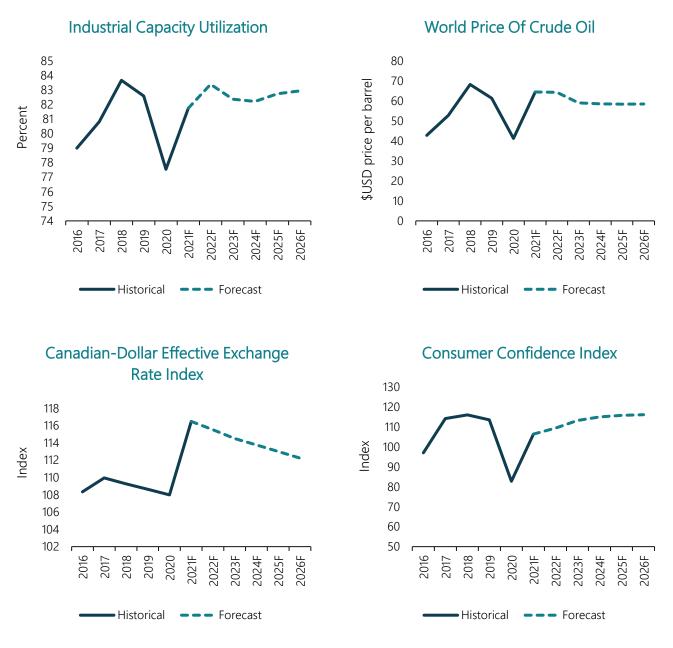
- In Q4 2021, transaction volume and value in the North American manufacturing sector rose compared to the previous quarter. Total disclosed transaction value decreased 46% from \$84.2 billion to \$45.3 billion year-over-year ("YoY"), remaining below the quarterly 5-year average of \$87.2 billion. In addition, the number of deals during the quarter increased 62% to 126 from 78 YoY, however also below the quarterly 5-year average of 134. The most significant deals during the quarter included:
 - Quidel Corporation's purchase of Ortho Clinical Diagnostics Holdings plc ("Ortho Clinical Diagnostics") for \$8.4 billion. Ortho Clinical Diagnostics engages in the vitro diagnostics business worldwide. The company offers automated instruments, along with assays, reagents, and other consumables that are used by these instruments. The transaction produced a TEV/Revenue multiple of 3.2x and a TEV/EBITDA multiple of 12.9x.
 - Entegris, Inc.'s acquisition of CMC Materials, Inc. ("CMC") for \$6.7 billion. CMC, together with its subsidiaries, provides consumable materials to semiconductor manufacturers and adjacent industry customers in North America, Asia, Europe, the Middle East, Africa, and South America. The transaction produced a TEV/Revenue multiple of 5.2x and a TEV/EBITDA multiple of 17.6x.
- Strategic buyers represented the majority of Q4 2021 total deal value and volume, at 99% and 96% respectively.
- The most active sectors in Q4 2021 were industrials machinery and equipment manufacturing (37 deals), followed by electrical components and equipment manufacturing (29 deals), and materials manufacturing (24 deals). The consumer staples manufacturing sector was the least active (4 deals).

Macroeconomic Indicators



The Canadian manufacturing sector continued to experience ups and downs during Q4 2021. New COVID-19 variants resulted in a decline in consumer confidence, with the Omicron variant being the latest in the fourth quarter. Rising inflation and consumer prices have also increased uncertainty in Canada.

Nevertheless, the Canadian economy is expected to increase over the next five years. With the booster shots being made available and society learning to live with the lingering virus, all macroeconomic indicators are expected to continue to improve. The Canadian Purchasing Managers' Index ("PMI"), an index of the prevailing direction of economic trends in the manufacturing and service sectors, remains high at 56.5.



Source: IBISWorld Industry Reports "F" indicates forecast.

Select Recent M&A Transactions





acquired



Announced	Oct 19, 2021				
TEV	\$20.2MM				
TEV/EBITDA	9.00x				
TEV/Revenue	Not disclosed				

- Sleep Country Canada Holdings Inc., together with its subsidiaries, engages in retailing mattress and bedding related products in Canada. The company operates under the Dormez-vous, Sleep Country Canada, and Endy retail banners.
- Hush Blankets Inc. is a manufacturer and direct-toconsumer retailer of weighted blankets, pillows, sheets, and bed-in-a-box mattresses.

Innovation has a name.	Oct 19, 2021
TEV	\$192.0MM
TEV/EBITDA	Not disclosed
Giant TEV/Revenue	1.83x

- A. O. Smith Corporation manufactures and markets residential and commercial gas and electric water heaters, boilers, tanks, and water treatment products in North America, China, Europe, and India.
- Usines Giant Factories Inc. manufactures residential, light duty commercial, and commercial electric, gas, and oil-fired water heaters, as well as storage tanks. It sells its products through a wholesale and retail sales network in British Columbia, Alberta, Saskatchewan, Ontario, Québec, New Brunswick, and Newfoundland and Labrador.

Riverside .	Closed	Nov 5, 2021		
acquired	TEV	\$151.3MM		
	TEV/EBITDA	5.70x		
CORPORATION Better building ideas	TEV/Revenue	1.02x		

- The Riverside Company is a private equity and venture capital firm. It focuses on consumer discretionary, consumer staples, telecommunication services, healthcare, education and training, all types of software and information technology companies.
- **PFB Corporation** manufactures and markets insulating building products made from Expanded Polystyrene (EPS) materials for the residential, industrial, and commercial construction markets in North America.

Select Recent M&A Transactions







Announced	Nov 15, 2021
TEV	\$29.2MM
TEV/EBITDA	Not disclosed
TEV/Revenue	2.28x

- Absolent Air Care Group AB develops, manufactures, and sells filtration products worldwide. Its air purification solutions are used to capture air pollutants in a range of industries.
- Quatro Air Technologies Inc. manufactures and sells portable plug-and-play air cleaning products to hospitals, dental labs, schools, data centers, and offices.

ULTRALife °	Announce
	TEV
acquired	



Announced	Dec 14, 2021
TEV	\$23.5MM
TEV/EBITDA	Not disclosed
TEV/Revenue	1.11x
	TEV TEV/EBITDA

- Ultralife Corporation, together with its subsidiaries, designs, manufactures, installs, and maintains power, communication, and electronics systems worldwide.
- Excell Battery Company manufactures and sells custom batteries to customers worldwide. It offers single-cell to large lithium primary, sealed lead acid, nickel metal hydride, alkaline, and nickel cadmium battery packs.

PEZM Gold Inc.	Closed	Dec 22, 2021		
acquired	TEV	\$21.8MM		
	TEV/EBITDA	Not disclosed		
nnovative Hydrogen	TEV/Revenue	Not disclosed		
SOLUTIONS				

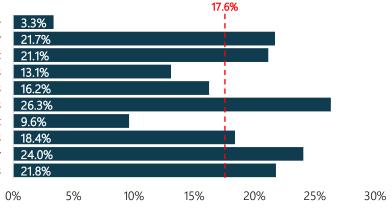
- **PEZM Gold Inc.** is searching for new properties or business opportunities in green energy sector. Previously, it was engaged in the acquisition, exploration, and evaluation of mineral properties with a focus on iron formation-hosted gold deposits in Canada.
- Innovative Hydrogen Solutions Inc. develops, manufactures, and commercializes hydrogen-based energy and power technology i-Phi[™], a hydrogen generating module for Heavy Goods Vehicles (HGV) that run on diesel fuel.

Public Comparable Analysis Growth, Margins & Multiples



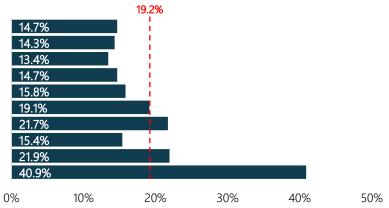
LTM Revenue Growth

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

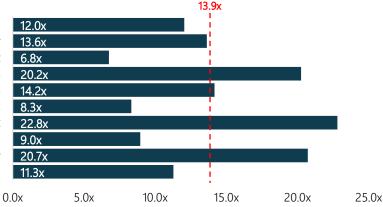


LTM EBITDA Margin

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



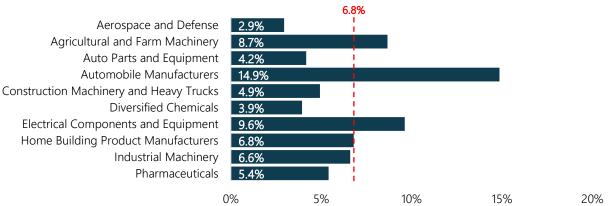
LTM EV/EBITDA

Source: Capital IQ. Data as of December 31, 2021. "LTM" refers to last twelve months. "NTM" refers to next twelve months. Valuation details provided on pages 10 and 11.

Public Comparable Analysis Growth, Margins & Multiples

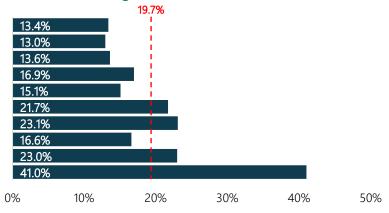


NTM Revenue Growth

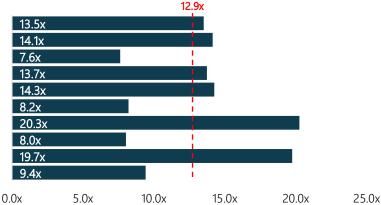


NTM EBITDA Margin

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



NTM EV/EBITDA

Source: Capital IQ. Data as of December 31, 2021. "LTM" refers to last twelve months. "NTM" refers to next twelve months. Valuation details provided on pages 10 and 11.

Public Comparable Analysis Performance Analysis

Aerospace and Defense

Auto Parts and Equipment



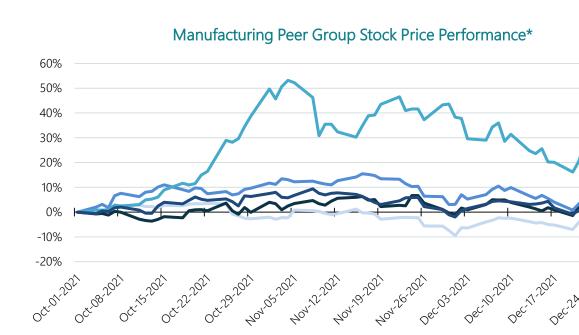
34.8%

8.5%

5.1% 2.2%

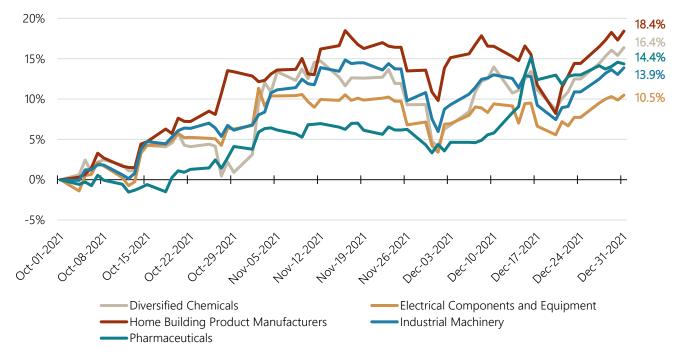
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Agricultural and Farm Machinery Automobile Manufacturers



Construction Machinery and Heavy Trucks

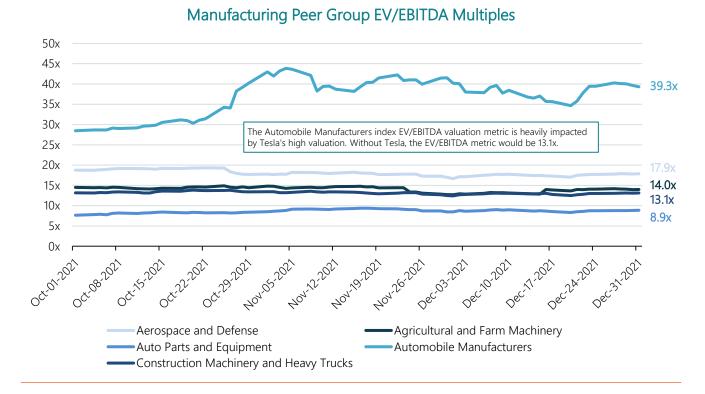
Manufacturing Peer Group Stock Price Performance*



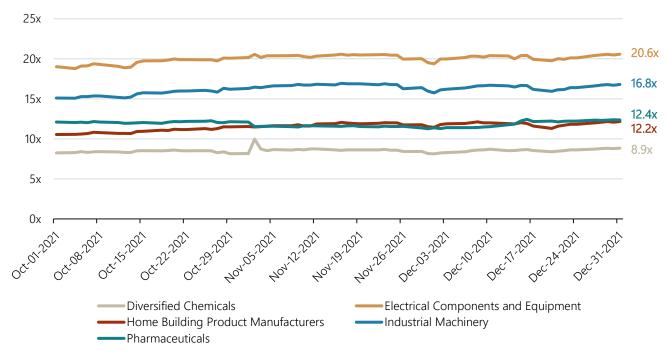
Source: Capital IQ. Data as of December 31, 2021. Further details provided on pages 10 and 11. *Peer group metrics are weighted by market capitalization

Public Comparable Analysis

Performance Analysis



Manufacturing Peer Group EV/EBITDA Mulitples



Source: Capital IQ. Data as of December 31, 2021. Further details provided on pages 10 and 11. *Peer group metrics are weighted by market capitalization

Public Comparable Analysis Trading Multiples & Operating Statistics



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

(rightes in \$030 minions, except percentages and ratio		, 	LTM Operating Figures				NTM Co	onsensus	Valuation		
Company	Market Capitalization	Enterprise Value	Revenue	Revenue Growth	EBITDA	EBITDA Margin	Revenue Growth	EBITDA Margin	NTM EV/EBITDA	LTM EV/EBITDA	LTM EV/REV
Aerospace and Defense											
The Boeing Company	\$118,316	\$160,914	\$62,797	3.3%	(\$969)	(1.5%)	26.8%	10.6%	17.9x	N/A	2.6x
Raytheon Technologies Corporation	\$129,019	\$155,993	\$63,763	22.9%	\$11,637	18.2%	7.3%	16.6%	12.0x	13.4x	2.4x
Lockheed Martin Corporation	\$98,017	\$106,964	\$66,347	3.3%	\$9,153	13.8%	0.3%	15.4%	10.4x	11.7x	1.6x
Northrop Grumman Corporation	\$61,365	\$71,051	\$37,240	5.5%	\$6,161	16.5%	(1.9%)	13.4%	14.5x	11.5x	1.9x
General Dynamics Corporation	\$58,108	\$70,282	\$38,658	1.2%	\$5,668	14.7%	2.9%	13.1%	13.5x	12.4x	1.8x
Median	\$98,017	\$106,964	\$62,797	3.3%	\$6,161	14.7%	2.9%	13.4%	13.5x	12.0x	1.9x
Mean	\$92,965	\$113,041	\$53,761	7.2%	\$6,330	12.3%	7.1%	13.8%	13.7x	12.3x	2.1x
Agricultural and Farm Machinery	/										
Deere & Company	\$105,407	\$146,800	\$43,956	23.8%	\$9,259	21.1%	8.0%	20.6%	14.7x	15.9x	3.3x
CNH Industrial N.V.	\$26,314	\$43,985	\$32,857	30.3%	\$3,860	11.7%	4.0%	9.5%	13.6x	11.4x	1.3x
The Toro Company	\$10,439	\$10,795	\$3,960	17.2%	\$635	16.0%	11.4%	14.9%	16.5x	17.0x	2.7x
AGCO Corporation	\$8,682	\$9,961	\$10,700	19.6%	\$1,348	12.6%	9.3%	11.0%	7.6x	7.4x	.9x
Median	\$18,377	\$27,390	\$21,779	21.7%	\$2,604	14.3%	8.7%	13.0%	14.1x	13.6x	2.0x
Mean	\$37,711	\$52,885	\$22,868	22.7%	\$3,776	15.4%	8.2%	14.0%	13.1x	12.9x	2.1x
Auto Parts and Equipment											
Aptiv PLC	\$44,621	\$46,489	\$15,696	26.1%	\$2,108	13.4%	8.6%	14.5%	18.8x	22.1x	3.0x
Magna International Inc.	\$24,324	\$27,676	\$37,700	19.8%	\$4,792	12.7%	1.2%	9.8%	7.4x	5.8x	.7x
Lear Corporation	\$10,907	\$12,823	\$19,627	18.1%	\$1,899	9.7%	7.9%	8.0%	7.6x	6.8x	.7x
BorgWarner Inc.	\$10,806	\$14,222	\$15,109	71.7%	\$2,486	16.5%	2.1%	14.8%	6.3x	5.7x	.9x
Autoliv, Inc.	\$9,046	\$10,332	\$8,627	21.1%	\$1,266	14.7%	4.2%	13.6%	8.5x	8.2x	1.2x
Median	\$10,907	\$14,222	\$15,696	21.1%	\$2,108	13.4%	4.2%	13.6%	7.6x	6.8x	.9x
Mean	\$19,941	\$22,309	\$19,352	31.4%	\$2,510	13.4%	4.8%	12.1%	9.7x	9.7x	1.3x
Automobile Manufacturers											
Tesla, Inc.	\$1,063,564	\$1,059,068	\$46,848	66.3%	\$7,636	16.3%	57.1%	23.4%	69.6x	138.7x	22.6x
General Motors Company	\$85,123	\$182,182	\$130,938	13.1%	\$19,218	14.7%	14.9%	16.9%	7.1x	9.5x	1.4x
Ford Motor Company	\$83,002	\$197,569	\$134,615	2.8%	\$9,759	7.2%	14.6%	10.2%	13.7x	20.2x	1.5x
Median	\$85,123	\$197,569	\$130,938	13.1%	\$9,759	14.7%	14.9%	16.9%	13.7x	20.2x	1.5x
Mean	\$410,563	\$479,606	\$104,134	27.4%	\$12,204	12.7%	28.9%	16.8%	30.2x	56.1x	8.5x
Construction Machinery and Hea		¢1 40 400	¢ 40, 400	10.000	to co1	10.00/	44.00/	10.00/	44.2	44.5	2.0
Caterpillar Inc.	\$111,834	\$140,102	\$48,408	10.9%	\$9,631	19.9%	14.2%	18.2%	14.3x	14.5x	2.9x
Cummins Inc.	\$31,201	\$33,505	\$24,001	22.7%	\$3,796	15.8%	4.3%	15.1%	8.8x	8.8x	1.4x
PACCAR Inc	\$30,642	\$36,903	\$22,405	16.2%	\$2,604	11.6%	4.9%	11.1%	14.5x	14.2x	1.6x
Median Mean	\$31,201 \$57,892	\$36,903 \$70,170	\$24,001 \$31,605	16.2% 16.6%	\$3,796 \$5,344	15.8% 15.8%	4.9% 7.8%	15.1% 14.8%	14.3x 12.5x	14.2x 12.5x	1.6x 2.0x
Diversified Chemicals	¢ 41 050	¢ [1 0 4 0	¢22.101	40.5%	¢r 004	26.684	(22.09()	25 70/	11 7.	0.04	2.2.4
DuPont de Nemours, Inc.	\$41,852	\$51,848	\$22,191	40.5%	\$5,904 \$2,045	26.6%	(23.0%)	25.7%	11.7x	8.8x	2.3x
Eastman Chemical Company	\$16,255	\$21,306	\$9,968	17.4%	\$2,045	20.5%	(0.7%)	21.8%	9.8x	10.4x	2.1x
Huntsman Corporation	\$7,605	\$9,295	\$7,814 ¢6 109	30.1%	\$1,244	15.9%	11.5%	16.0%	6.6x	7.5x	1.2x
The Chemours Company	\$5,469	\$8,518	\$6,108	22.6%	\$1,084	17.7%	8.6%	21.6%	6.0x	7.9x	1.4x
Median	\$11,930	\$15,301	\$8,891	26.3%	\$1,644	19.1%	3.9%	21.7%	8.2x	8.3x	1.8x
Mean	\$17,795	\$22,742	\$11,520	27.6%	\$2,569	20.2%	(0.9%)	21.3%	8.5x	8.6x	1.8x

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 Capitalization EBITDA Margin EV/EBITDA EV/EBITDA EV/REV Revenue Growth Company Value Margin Growth Electrical Components and Equipment \$55,308 \$60,227 \$18,236 8.6% \$4,121 22.6% 6.4% 24.1% 12.9x 14.6x 3.3x Emerson Electric Co Eaton Corporation plc \$68,886 \$77,745 \$19,517 6.0% \$3,505 18.0% 27% 19.9% 19.4x 22.2x 4.0x Rockwell Automation, Inc. \$40,471 \$44,506 \$6,997 10.5% \$1,456 20.8% 16.8% 22.0% 24.7x 30.6x 6.4x AMETEK Inc \$34 014 \$36 484 \$1 557 28.9% \$5 242 12.8% 29.7% 12.8% 21 1x 23 4 x 7 0x \$47,890 \$52,367 \$12,617 \$2,531 22.8x 5.2x Median 9.6% 21.7% 9.6% 23.1% 20.3x Mean \$49,670 \$12,498 9.5% \$2,660 9.7% 19.5x 22.7x \$54,741 22.8% 23.7% 5.2x Home Building Product Manufacturers Masco Corporation \$17,140 \$19,653 \$8,213 17.9% \$1,261 15.4% 3.1% 19.4% 11.9x 15.6x 2.4x Fortune Brands Home & Security, Inc. \$16,845 \$7,353 24.6% \$1,332 8.3% 17.3% 12.2x 12.6x 2.3x \$14,510 18.1% JELD-WEN Holding, Inc. \$2,415 \$3,908 \$4,636 11.6% \$496 10.7% 6 5% 10.7% 7.4x 7 9x .8x Masonite International Corporation \$2,805 \$3,485 \$2,579 18.9% \$422 16.3% 7.1% 16.6% 7.6x 8.3x 1.4x American Woodmark Corporation \$1,080 \$1.702 \$1.801 10.3% \$176 9.8% 9.6% 10.2% 8.4x 9.6x .9x Caesarstone Ltd \$445 \$610 26.1% \$94 15.4% (100.0%) 4.7x .7x \$391 N/A .0x Median \$2,610 \$3,697 \$3,608 18.4% \$459 15.4% 16.6% 8.0x 6.8% 9.0x 1.1x Mean \$6,390 \$7,673 \$4,199 18.2% \$630 14.3% (10.9%) 14.9% 7.9x 9.8x 1.4x Industrial Machinery Illinois Tool Works Inc. \$77,466 \$83,031 \$14,251 13.4% \$4,007 28.1% 5.9% 28.0% 19.7x 20.7x 5.8x Parker-Hannifin Corporation \$46.946 \$40,883 \$14,880 9.5% \$3,263 21.9% 6.6% 22.0% 13.4x 14.4x 3.2x \$30,751 \$36,142 \$17,169 24.0% \$3,386 19.7% 12.6% 15.2% 12.4x 10.7x 2.1x Stanley Black & Decker, Inc. \$29,512 103.6% \$1,341 9.2% \$27.356 \$5,203 25.8% 21.1x 22.0x 5.7x Fortive Corporation N/A Ingersoll Rand Inc. \$25,217 \$26,752 \$5.889 75.2% \$1,236 21.0% (5.8%)24.0% 20.0x 21.7x 4 5v Median \$30,751 \$36,142 \$14,251 24.0% \$3,263 21.9% 6.6% 23.0% 19.7x 20.7x 4.5x Mean \$44,477 45.1% \$2,647 23.3% 22.3% 4.3x \$40,335 \$11,478 5.7% 17.4x 17.9x Pharmaceuticals Johnson & Johnson \$450,358 \$450,711 \$91,446 13.1% \$31,825 34.8% 7.2% 35.0% 13.1x 14.2x 4.9x Merck & Co., Inc. \$193,588 \$210,056 \$52,607 24.0% \$21,403 40.7% 3.5% 47.5% 8.1x 9.8x 4.0x Pfizer Inc \$331,440 \$341,892 \$69.337 114.4% \$28,488 41.1% 38.2% 36.7% 8 9x 12.0x 4.9x AbbVie Inc. \$239,371 \$307,886 \$55,169 35.7% \$29,166 52.9% 6.2% 58.8% 10.0x 10.6x 5.6x Eli Lilly and Company \$250,419 \$262,418 \$27,759 19.6% \$9,812 35.3% 12% 36.2% 26.0x 26.7x 9.5x \$168,441 \$45,468 Bristol-Myers Squibb Company \$138.395 15.4% \$20,120 44.3% 4.6% 45.4% 6.7x 8.4x 3.7x \$244,895 \$285,152 5.4% Median \$53,888 21.8% \$24,946 40.9% 41.0% 9 4 x 11.3x 4.9x Mean \$267,262 \$290,234 \$56,964 37.0% \$23,469 41.5% 10.2% 43.3% 12.1x 13.6x 5.4x



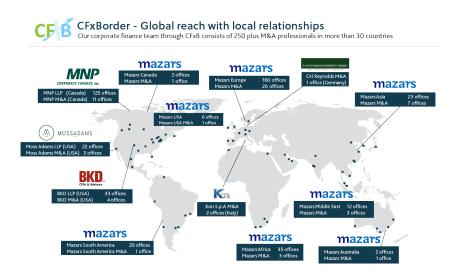
MNP Corporate Finance (MNPCF) has a dedicated team of over 100 M&A and due diligence professionals across Canada. MNPCF works with clients in virtually all industries as they prepare, plan and execute transactions.

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 eight years alone we have completed over 200 transactions worth over \$3.5 billion (not including due diligence engagements).

Recently Closed Deals (National)



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 pre-transaction tax planning, transaction structuring, estate planning, valuation, due diligence, performance improvement and risk management.

Leadership Team





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