

# Food & Beverage

## Quarterly Update | Q2 2023



## Industry Overview M&A Transactions & Performance





#### North American Food & Beverage M&A Transactions<sup>1</sup>

#### M&A Market Update – Q2 2023<sup>1</sup>

- Aggregate disclosed transaction count increased during Q2 2023 in the North American food and beverage industry by 18.7% from the previous quarter, while aggregate disclosed transaction value decreased by 75.4%. The decline in transaction value was partially driven by an increased number of transactions with undisclosed transaction values in Q2 2023 compared to those in the previous quarter.
- Canada experienced a significant increase in aggregate transaction value since the previous quarter, driven primarily by Tilray Brands, Inc.'s \$217.7 million acquisition of Hexo Corp., and Corby Spirit and Wine Ltd.'s \$111.1 million acquisition of Ace Beverage Group Inc.
- The majority of transactions in Q2 2023 were in the food products, restaurants, and beverage sub-industries, which comprised 37.6%, 23.6%, and 15.7% of total transactions, respectively.
- Industry M&A activity was primarily driven by private strategic acquirers in Q2 2023, which accounted for 53.4% of the total transaction count. This highlights the continued efforts of strategic consolidators to garner operational synergies and economies of scale across the industry through acquisitions.
- During the quarter, transaction multiples remained healthy with a median Enterprise Value (EV) / Earnings Before Interest, Tax, Depreciation, and Amortization (EBITDA) of 8.3x. Moving forward, industry operators will need to navigate continued headwinds from inflationary pressures, elevated interest rate levels, and labour shortages. Companies that are able to control costs and service their debt, while retaining their employee base, will stand out as attractive investment opportunities in the M&A market.

## **Macroeconomic Indicators**

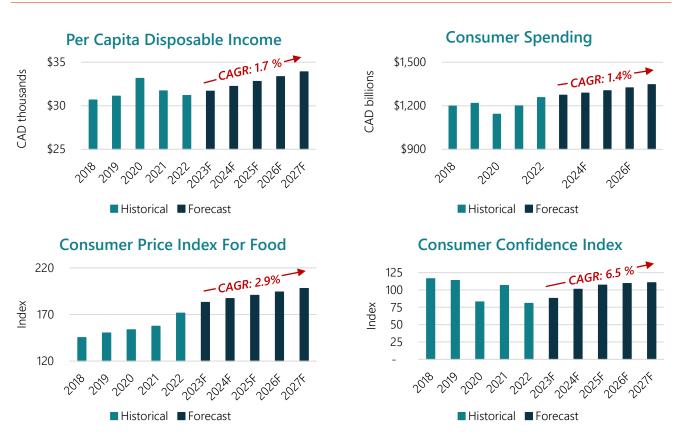


Key external drivers that affect the food and beverage industry in Canada include per capita disposable income, consumer spending, the consumer price index for food, and the consumer confidence index.

Per capita disposable income was artificially elevated in 2020, due to fiscal stimulus provided by the federal government to alleviate stress on the economy during the COVID-19 pandemic. Since then, disposable income has normalized near pre-pandemic levels. Moving forward, disposable income is projected to steadily increase through 2027 at an annualized rate of 1.7%.

In 2022, the consumer price index for food continued on its upward trajectory, growing 8.9% year-over-year, and has since increased further in the first-half of 2023. The increase in food prices has primarily been driven by volatile commodity prices arising from geopolitical tension and adverse growing conditions, which made it more expensive for retailers and distributors to purchase imported goods. Looking ahead, prices are expected to continue to rise, albeit at a slower annualized rate of 2.9% through 2027 and within the Bank of Canada's (BoC) control range of 1% to 3%. This deceleration in food prices will allow for more discretionary purchases across the industry.

In the first half of 2023, the BoC raised interest rates by 50 basis points, acting as a headwind to the consumer confidence index in tandem with continued inflationary pressures and geopolitical unrest. However, the consumer confidence index is forecast to increase at an annualized rate of 6.5% through 2027, as consumer optimism is expected to recover alongside the economy. Additionally, consumer spending is forecast to increase at an annualized rate of 1.4%, fueled by inflationary impacts, improvement in consumer confidence, and growth in per capita disposable income.



Source: IBISWorld Industry Reports. Consumer spending data as of April 2023. All other data as of January 2023. "F" indicates forecast.

# Select Recent M&A Transactions



CORBÝ	Announced	June 12, 2023			
acquired	EV	\$123.5 million			
ACE	EV/EBITDA	Not Disclosed			
ACE BEVERAGE ©ROU?	EV/Revenue	Not Disclosed			

- Corby Spirit and Wine Ltd. (Corby) is a leading manufacturer, marketer, and distributor of spirits and imported wines. The company boasts an extensive portfolio of renowned brand names, including but not limited to, J.P. Wiser's, Lot 40, Pike Creek, Polar Ice, and McGuinness. Corby was founded in 1859 and is based in Toronto, Ontario.
- Ace Beverage Group Inc. (Ace) is a leading manufacturer of "better-for-you" alcoholic beverages. Ace has developed notable and innovative brands such as Ace Hill, Cabana Coast, and Liberty Village. Ace's flagship brand, Cottage Springs, is the leading ready-to-drink (RTD) brand in Ontario and the fastest-growing RTD brand in Canada. Ace was founded in 2020 and is based in Toronto, Ontario.
- Corby's acquisition of Ace enables Corby to expand its product portfolio and increase its market share within the RTD segment, which is one of the fastestgrowing alcoholic beverage categories in the U.S. and Canada. Additionally, with Corby's brand recognition and global reach, Ace will gain exposure to new markets and distribution channels to further accelerate the company's impressive growth.

Buratos	
Food Innovation for Good	

acquired



Closed	June 7, 2023				
EV	Not Disclosed				
EV/EBITDA	Not Disclosed				
EV/Revenue	Not Disclosed				

- **Puratos Canada Inc.** (Puratos) produces and distributes food ingredients for the bakery, patisserie, and chocolate sectors. Puratos is based in Mississauga, Ontario and operates as a subsidiary of Belgium-based Puratos Group NV.
- Foley's Candies LP (Foley's) is Western Canada's largest manufacturer of chocolate and bakery products. Foley's offers its products through a network of distributors in the U.S. and Canada. Foley's was founded in 1986 and is based in Richmond, British Columbia.
- The transaction enables Puratos to further expand its market share in North America. Notably, the combined business will allow Puratos to introduce a portfolio of plant-based, protein-enhanced, no sugar, and sugar-reduced chocolates. Overall, the transaction is expected to generate synergies in expertise, manufacturing capacity, and R&D.

## Select Recent M&A Transactions North America





- FreshEdge LLC (FreshEdge) is a leading fresh food distributor in the U.S. comprised of 12 distributing companies and 26 warehouses. FreshEdge is a category leader in providing fruit, vegetables, proteins, fresh grab-n-go offerings, dairy, floral, and specialty goods to grocery and foodservice entities. FreshEdge was founded in 2019 and is based in Indianapolis, Indiana.
- Testa Produce Inc. (Testa) is a family-owned distributor of local produce, organic produce, and speciality and seasonal products to restaurants, hotels, hospitals, schools, country clubs, sports venues, and catering services in the Chicago metropolitan area. Testa operates out of a 91,300 square-foot facility featuring state-of-the-art, green technologies. Testa was founded in 1912 and is based in Chicago, Illinois.
- The transaction enables FreshEdge to further consolidate its presence in the Midwest. Additionally, Testa's warehouse space and fleet of trucks will enable FreshEdge to better serve their existing customer base.

acquired	Announced	April 5, 2023			
	EV	Not Disclosed			
	EV/EBITDA	Not Disclosed			
	EV/Revenue	Not Disclosed			

- Grandio Group (Grandio) develops, operates, and franchises a chain of restaurants across Quebec, Canada. Grandio operates both sports and entertainment-themed resto-bars under the La Cage-Brasserie brand and sells branded products in grocery stores. Grandio was founded in 1983 and is based in Boucherville, Quebec.
- **Gibbys** is an established steak and seafood restaurant business with two locations in Old Montreal and Saint-Sauveur, Quebec. The company offers premium steak and seafood, including fish and oysters. Gibbys was founded in 1969 and is based in Montreal, Quebec.
- The transaction enables Grandio to diversify its branded restaurants and horizontally integrate into the high-end restaurant category, while further establishing its footprint in Quebec, Canada.

## Public Comparable Analysis Trading Multiples & Operating Statistics



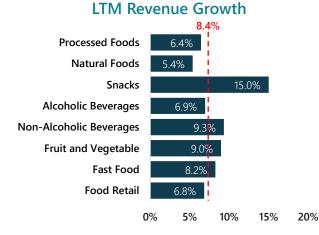
#### (Figures in USD millions, except percentages and ratios)

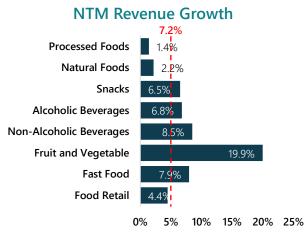
Company			L1	LTM Operating Figures			10 March 10		Estimates	Valuation	
	Market Capitalization	Enterprise Value	Revenue	Revenue Growth	EBITDA	EBITDA Margin	Revenue Growth		NTM EV/EBITDA	LTM EV/EBITDA	LTM EV/REV
Processed Foods	Capitalization	value		Growth		Margin	Growth	wargin	EV/EBITDA	EV/EDITDA	
Nestlé S.A.	\$320,823	\$374,885	\$94,780	8.4%	\$19,838	20.9%	15.5%	21.4%	16.0x	18.9x	4.0x
Tyson Foods, Inc.	\$18,150	\$26,592	\$53,625	4.5%	\$3,538	6.6%	1.1%	5.1%	9.7x	7.5x	0.5x
Campbell Soup Company	\$13,626	\$18,449	\$9,276	9.8%	\$1,646	17.7%	1.7%	18.9%	10.4x	11.2x	2.0x
B&G Foods, Inc.	\$1,005	\$3,322	\$2,142	2.8%	\$296	13.8%	(0.3%)	15.3%	10.2x	11.2x	1.6x
Median	\$15,888	\$22,521	\$31,451	6.4%	\$2,592	15.8%	1.4%	17.1%	10.3x	11.2x	1.8x
Mean	\$88,401	\$105,812	\$39,956	6.4%	\$6,330	14.8%	4.5%	15.1%	11.6x	12.2x	2.0x
Natural Foods											
The Hain Celestial Group, Inc.	\$1,119	\$2,028	\$1,806	(4.2%)	\$143	7.9%	1.6%	9.9%	11.1x	14.2x	1.1x
Sprouts Farmers Market, Inc.	\$3,785	\$5,115	\$6,496	5.4%	\$502	7.7%	5.6%	7.4%	10.0x	10.2x	0.8x
United Natural Foods, Inc.	\$1,146	\$4,438	\$30,128	6.1%	\$610	2.0%	2.2%	1.8%	8.0x	7.3x	0.1x
Median	\$1,146	\$4,438	\$6,496	5.4%	\$502	7.7%	2.2%	7.4%	10.0x	10.2x	0.8x
Mean	\$2,017	\$3,860	\$12,810	2.4%	\$418	5.9%	3.1%	6.4%	9.7x	10.5x	0.7x
Snacks											
General Mills	\$44,884	\$56,496	\$20,094	5.8%	\$3,694	18.4%	2.9%	20.5%	13.3x	15.3x	2.8x
The Hershey Company	\$51,038	\$55,603	\$10,741	15.0%	\$2,709	25.2%	6.5%	27.4%	17.7x	20.5x	5.2x
J&J Snack Foods Corp. Median	\$3,049	\$3,149	\$1,470	17.8%	\$125	8.5%	8.9%	11.6%	17.0x	25.2x	2.1x
Mean	\$44,884 \$32,990	\$55,603 \$38,416	\$10,741 \$10,768	15.0% 12.9%	\$2,709 \$2,176	18.4% 17.4%	6.5% 6.1%	20.5% 19.8%	17.0x 16.0x	20.5x 20.3x	2.8x 3.4x
Alcoholic Beverages Anheuser-Busch InBev SA/NV	\$112,249	\$193,632	\$58,764	6.4%	\$18,332	31.2%	6.8%	33.6%	9.2x	10.6x	3.3x
Heineken N.V.	\$112,249 \$58,352	\$193,632 \$75,799	\$58,764 \$28,719	6.4% 30.9%	\$10,332 \$5,877	31.2% 20.5%	6.8% 21.8%	33.6% 21.7%	9.2x 10.0x	10.6x 12.9x	3.3x 2.6x
Brown-Forman Corporation	\$30,352 \$32,230	\$75,799 \$34,854	\$28,719 \$4,228	30.9% 7.5%	\$5,677 \$1,313	20.5% 31.1%	21.8% 6.7%	21.7% 32.9%	10.0x 23.4x	12.9x 26.5x	2.6x 8.2x
Molson Coors Beverage					\$1,515					20.5X	
Company	\$14,240	\$20,895	\$10,833	2.2%	\$1,592	14.7%	5.5%	20.3%	9.0x	13.1x	1.9x
Median	\$45,291	\$55,326	\$19,776	6.9%	\$3,735	25.8%	6.8%	27.3%	9.6x	13.0x	3.0x
Mean	\$54,268	\$81,295	\$25,636	11.7%	\$6,778	24.4%	10.2%	27.1%	12.9x	15.8x	4.0x
Non-Alcoholic Beverages											
The Coca-Cola Company	\$260,426	\$291,649	\$43,493	8.4%	\$13,456	30.9%	4.7%	32.7%	19.6x	21.7x	6.7x
PepsiCo, Inc.	\$255,176	\$291,872	\$90,135	10.1%	\$15,392	17.1%	1.8%	18.5%	17.2x	19.0x	3.2x
Starbucks Corporation	\$113,556	\$134,658	\$33,998	8.5%	\$6,266	18.4%	12.3%	19.9%	17.7x	21.5x	4.0x
Monster Beverage	\$60,123	\$57,105	\$6,491	11.6%	\$1,734	26.7%	12.9%	30.6%	25.5x	32.9x	8.8x
Corporation				9.3%			8.5%				5.3x
Median Mean	\$184,366 \$172,320	\$213,153 \$193,821	\$38,746 \$43,529	9.3% 9.7%	\$9,861 \$9,212	22.6% 23.3%	8.5% 7.9%	25.3% 25.4%	18.7x 20.0x	21.6x 23.8x	5.3x 5.7x
Fruit and Vegetable											
Lamb Weston Holdings, Inc.	\$16,749	\$19,319	\$4,809	21.6%	\$1,007	20.9%	38.3%	20.8%	14.0x	19.2x	4.0x
Fresh Del Monte Produce Inc.	\$1,234	\$1,956	\$4,434	3.1%	\$245	5.5%	1.5%	5.5%	N/A	8.0x	0.4x
Seneca Foods Corporation	\$250	\$730	\$1,509	9.0%	\$101	6.7%	N/A	N/A	N/A	7.2x	0.5x
Median	\$1,234	\$1,956	\$4,434	9.0%	\$245	6.7%	19.9%	13.1%	14.0x	8.0x	0.5x
Mean	\$6,077	\$7,335	\$3,584	11.2%	\$451	11.1%	19.9%	13.1%	14.0x	11.5x	1.6x
Fast Food											
McDonald's Corporation	\$217,867	\$264,159	\$23,415	(1.5%)	\$12,514	53.4%	8.6%	53.8%	19.3x	21.1x	11.3x
Chipotle Mexican Grill, Inc.	\$59,015	\$61,724	\$8,983	14.8%	\$1,655	18.4%	13.2%	19.7%	30.8x	37.3x	6.9x
Yum! Brands, Inc.	\$38,806	\$50,924	\$6,940	4.4%	\$2,344	33.8%	7.3%	35.3%	19.4x	21.7x	7.3x
Restaurant Brands	\$24,128	\$39,247	\$6,644	12.0%	\$2,246	33.8%	5.6%	36.8%	15.2x	17.5x	5.9x
International Inc.											
Median Mean	\$48,910 \$84,954	\$56,324 \$104,013	\$7,961 \$11,495	8.2% 7.4%	\$2,295 \$4,690	33.8% 34.9%	7.9% 8.7%	36.0% 36.4%	19.4x 21.2x	21.4x 24.4x	7.1x 7.8x
Food Retail Costco Wholesale					1						
Corporation	\$238,582	\$233,883	\$235,442	8.2%	\$10,211	4.3%	7.0%	4.4%	20.9x	22.9x	1.0x
	\$33,734	\$51,604	\$148,823	5.4%	\$7,683	5.2%	1.9%	5.3%	6.5x	6.7x	0.3x
The Kroger Co.	JJJ,/J4										
The Kroger Co. Median	\$136,158	\$142,744	\$192,133	6.8%	\$8,947	4.7%	4.4%	4.9%	13.7x	14.8x	0.7x

Source: Capital IQ. Data as of June 30, 2023. "LTM" refers to last twelve months. "NTM" refers to next twelve months.

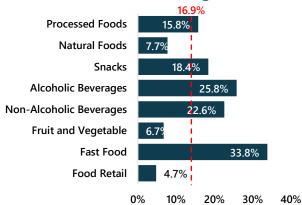
## Public Comparable Analysis Growth, Margins & Multiples





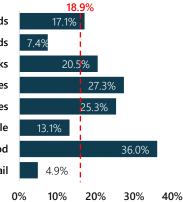


#### **LTM EBITDA Margin**



#### NTM EBITDA Margin





#### 15.1x Processed Foods 11.2x Natural Foods 10.2x Snacks 20.5x Alcoholic Beverages 13.0x Non-Alcoholic Beverages 21.6x Fruit and Vegetable 8.0x Fast Food 21.4x Food Retail 14.8x

LTM EV/EBITDA

0.0x 5.0x 10.0x 15.0x 20.0x 25.0x

#### NTM EV/EBITDA

Processed Foods Natural Foods Snacks Alcoholic Beverages Non-Alcoholic Beverages Fruit and Vegetable Fast Food Food Retail



0.0x 5.0x 10.0x 15.0x 20.0x 25.0x

13.7x

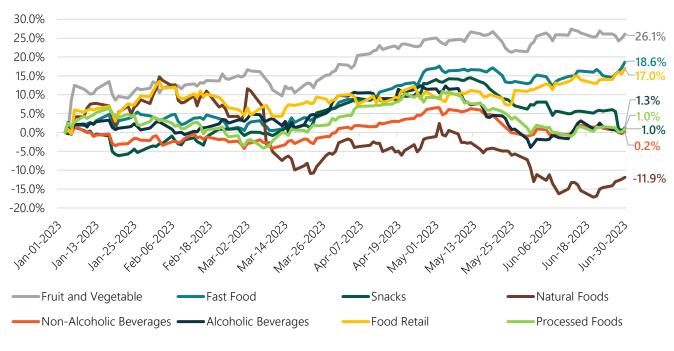
19.4x

– – – Mean

Source: Capital IQ. Data as of June 30, 2023. "LTM" refers to last twelve months. "NTM" refers to next twelve months. Group constituents are provided on page 6.

## Public Comparable Analysis Performance Analysis

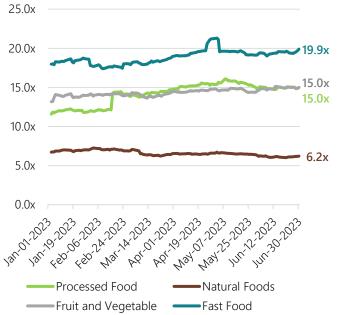




#### Food & Beverage Peer Group Stock Performance

Food & Beverage Peer Group EV/EBITDA Multiples





## About Us

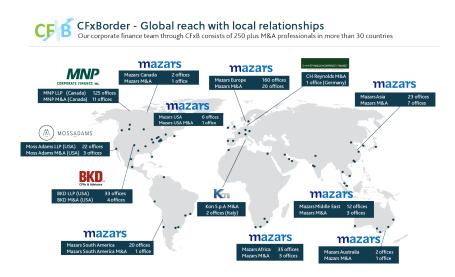
MNP Corporate Finance (MNPCF) has a dedicated team of over 100 M&A, capital markets, and due diligence professionals across Canada. MNPCF works with clients in virtually all industries as they prepare, plan, and execute transactions.

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)



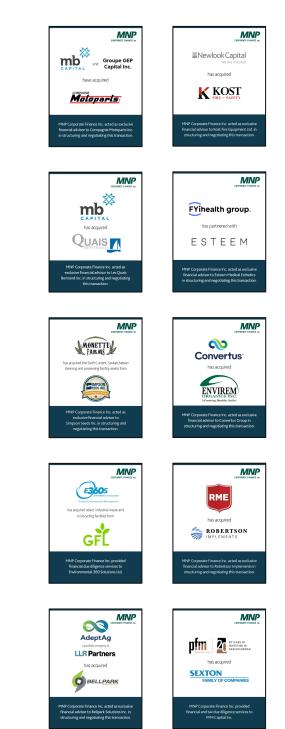
## About Us



### **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 ten years alone, we have completed over 250 transactions worth over \$4.5 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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