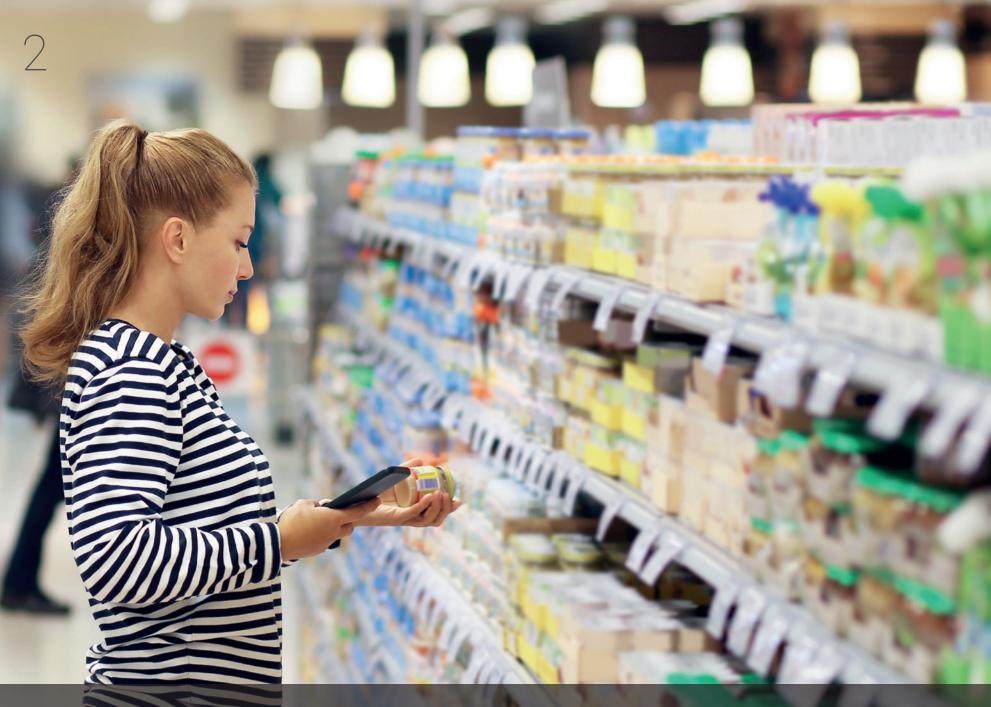
IMAP INSIGHTS

OUR M&A PERSPECTIVE ON THE CONSUMER RETAIL SECTOR

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OUR M&A PERSPECTIVE ON THE GLOBAL **CONSUMER RETAIL** SECTOR

INTRODUCTION

IMAP Consumer Retail Sector Leaders: Lisa Tolliver, Kenneth Wasik, Peter Bailey, Maegan Evans and Gabor Szendroi share insights on the effects of the COVID pandemic on the Consumer Retail sector and take a look at important trends and bright spots in several key subsectors.





I ISA TOLI IVER



KENNETH WASIK



PETER BAILEY





GÁBOR SZENDRŐI

IMAP

$\sum \begin{subarray}{c} \mbox{Accelerated transformations in the} \\ \mbox{Consumer world} \end{subarray}$

The COVID-19 pandemic is impacting almost every component of the global economy and the consumer sector is among the most negatively affected. Latest data on deal volumes and valuation multiples, good indicators of the overall health of a sector, show a steep decline compared to last year. Reduced activity is no surprise given the massive changes in consumer behavior taking place; the ways in which we work, shop, eat, socialize, travel and entertain ourselves are transforming at an accelerated pace.

Rapid shifts in consumer behavior have important implications for retailers and consumer companies. The most apparent has been the shift to more consumer shopping via online channels, in both greater numbers and greater frequency. Sector analysts estimate that the shift from in-person brick-and-mortar shopping to digital shopping was accelerated by 5 years due to the pandemic. Not surprisingly, Direct-to-Consumer (D2C) e-commerce platforms are experiencing significant growth, particularly well-established ones such as Amazon and other specialized online marketplaces.

Given all the disruption and changes taking place, it is no surprise that M&A activity in the Consumer Retail sector declined in 2020 compared to previous years. However, IMAP's sector experts expect a recovery in transaction activity in 2021 as companies and investors adapt to the new environment and consider strategic moves to stay relevant. Whether it's building up more reliable supply chain networks and manufacturing capabilities for larger discretionary consumer items, pivoting to provide attractive recreation, entertainment and fitness experiences, innovating to keep up with the preferences of pet owners or shifting business models to cater to the growing demand for healthy and environmentally friendly food products, these changes will certainly drive M&A activity. Moreover, as most of these consumer trends are playing out at the global level, there will be plenty of opportunities for international collaboration throughout the IMAP organization in the months and years ahead.



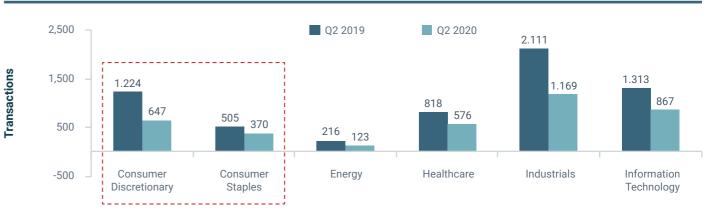
CONSUMER MARKET OVERVIEW & TRENDS

Covid Impacting Consumer Behavior Trends

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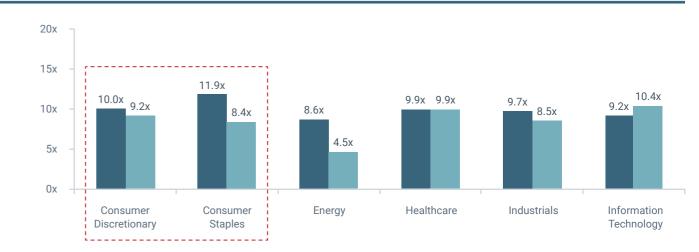
- Ecommerce has been a bright spot among retail channels during the pandemic, as consumers became reliant on digital transactions amid physical store closures and fear of infection.
- Consumers have shifted from a panic-buying period of stocking up on essentials, to a nesting period focusing on their homes and overall health and well being.
- This shift has impacted many consumer sectors negatively but is driving strong growth for digital businesses across food/grocery, vitamins & supplements, home décor and furniture, pet products, entertainment and outdoor/ recreational goods.
- Specialized online marketplaces are posting impressive numbers as increasingly educated digital

Global Transaction Volume by Sector



Global EBITDA Multiples by Sector

EV/EBITDA



consumers seek them out for more involved purchases. This trend will only increase with time across all consumer categories. As a result, strategic buyers are showing interest in acquiring specialized marketplaces and several PE investors are taking notice of the area as well.

Source: Capital IQ Includes deals with multiples 3x-20x; Enterprise Value < \$500 million

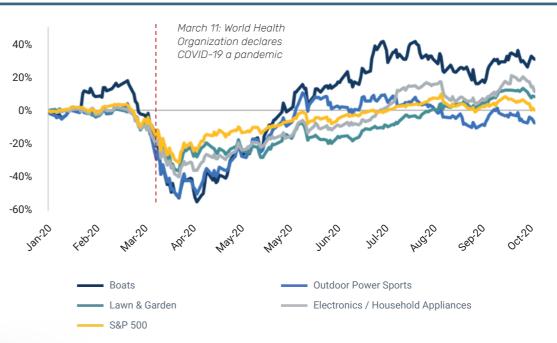
LARGE CONSUMER DISCRETIONARY -UNITED STATES

COVID Rebound: Despite the early challenges of adapting to early challenges of adapting to the pandemic, large discretionaries have outperformed the markets easily, primarily as a result of stayat-home and social distancing measures. Everything from Boats (+31%), Lawn & Garden (+9%), to Household Appliances (+12%) have

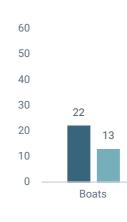
accelerated. One exception being Outdoor Power Sports, which was erratic throughout the year (-7%) due to a decline in sales of motorcycles and RV's. Although total M&A volume is down 24% YOY, strategic buyers have dominated the space with 86% of total transactions. With strategics on the hunt for accretive acquisitions,

and financial buyers waiting on the sidelines with ample dry powder, this is an ideal time to consider bringing a large discretionary goods company to market. We expect a significant increase in M&A activity in the market in 2021, following the pause in 2020.

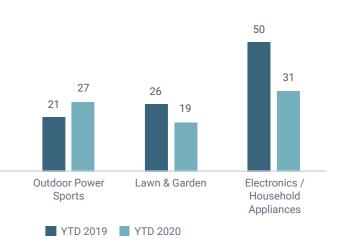
Share Price Performance by Sector



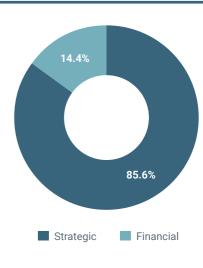
U.S. Transaction Volume



Buyer Types - YTD 2020







Source: Capital IQ

LARGE CONSUMER DISCRETIONARY **M&A TRENDS**

ELECTRIFICATION



- One of largest trends is the electrification of outdoor power equipment (ATVs, boats, motorcycles and BBQ Grills). The majority of advancements are being conducted by smaller independent companies and being bought up by larger strategic players.
- This is a very international trend as parts are typically sourced from Asia and India.

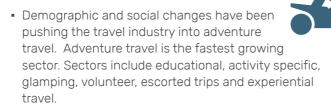
DEALERSHIPS

- Majority of Premium Consumer Discretionary items are still sold through authorized dealers. These dealers are typically independently owned.
- We recently saw a consolidation of boat dealers done by One Water Marine and MarineMax (HZO). We believe more dealerships will be coming to the market.

CONSOLIDATION

- The capital intensity of manufacturing large consumer discretionary items gives large companies competitive advantages and motivation to consolidate their respective industries.
- We are seeing the most M&A consolidation taking place in boating, premium kitchen appliances, large outdoor power equipment and fitness equipment.

ADVENTURE TRAVEL



- The low barriers to entry, significant growth and relatively high profitability have witnessed an explosion of private travel operators.
- There are a few large strategics participating including: Disney, Orvis, Polaris, Herschend and Canyon Ranch. The majority will be sold to PE funds.





TACTICAL PROD UCTS AND FIREARMS TRENDS

Recent Activity

- The demand for tactical and personal protective equipment, including firearms and masks, has escalated significantly in response to COVID-19, social unrest and increased violence in several cities, concerns about defunding the police, and the 2020 U.S. election.
- 18.6 million guns purchased through October 2020, which surpassed the 16.6 million high purchased in the entire year of 2016.
- Company executives have noted anecdotes from new consumers that have encountered ammunition shortages.

18.6 M

Guns purchased in 2020

2010

2011

1,600,000

1,400,000

1.200.000

1.000.000

800.000

600.000

400,000

200.00

-200.000

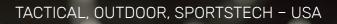
-400.000

600 000

40% Of firearms purchases from new gun owners

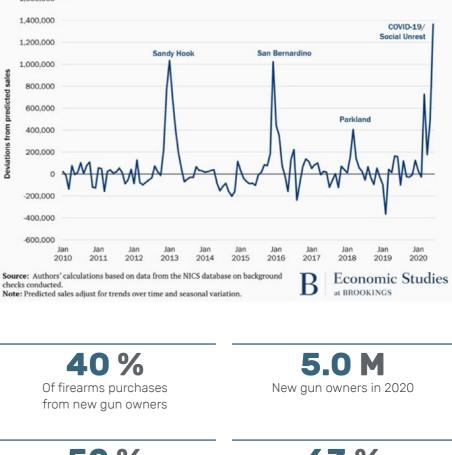
40% Of new gun owners are women

52% Of new gun owners did not grow up with firearms



Firearms Sales

Monthly Firearm Sales, 2010 to 2020



63% Of new shooters between the ages of 18-34

Source: Brookings, National Sports Shooting Foundation, Select Company Earnings Reports, SGB Media.

OUTDOOR PRODUCTS AND RECREATION TRENDS

Recent Activity

- In August 2020, the Trump Administration passed the Great American Outdoors Act, which will provide nearly \$20 billion over the next 10 years to enable national parks and other federal lands to repair and upgrade infrastructure and facilities.
- New travel trends indicate that consumers prefer to stay closer to home, travel to destinations by car or recreational vehicle, and are opting for more rural travel and recreation experiences than metropolitan or urban visits.
- Outdoor enthusiasts have flocked to outdoor recreation amid COVID-19 restrictions.
- Among 5 activity segments measured (team, fitness, outdoor, individual and racquet) outdoor saw the lowest impact due to COVID-19 shutdowns.
- During COVID-19, consumers responded to retail store closures by purchasing products online, which contributed to increases in direct-to-consumer business.

\$18.6 B

Annual Consumer Spending Generated in U.S. Outdoor Recreation Economy

63% **Bicycle Sales Increase** Year-over-Year

51% **Golfing Equipment Sales Increase** Year-over-Year

31% Camping Equipment Sales Increase Year-over-Year

10 % **Boating Sales Increase** Year-over-Year

Recent M&A



October 27, 2020: Callaway acquired the remaining 85.7% stake in TopGolf at an enterprise value of \$2.5 billion (2.3x revenue). TopGolf is headquartered in Dallas, TX and operates 63 golf entertainment centers in the U.S. and UK.



"These are two highly complementary businesses that are well-positioned in front of attractive trends in today's new normal, as well as trends that are expected to continue post-COVID."

> **Chip Brewer** CEO, Callaway



"During this pandemic, the importance of health and fitness has accelerated and participation in socially distant, outdoor activities has increased."

> **Edward W. Stack** Chairman and CEO, Dicks Sporting Goods

20%

4% Year-over-Year Increase in Q2 E-commerce Sales

Year-over-Year Increase in Q2 Sales



TACTICAL, OUTDOOR, SPORTSTECH - USA

Trends

7.6 M Jobs Supported by U.S. Outdoor Recreation Economy

> 35% Hunting License & Tag Sales Increase

> > 40% Boating Sales to

New Customers



Recent Activity

- The Sports Technology (SportsTech) sector is rapidly growing and consists of fitness, wearables, data analytics, streaming, gaming, betting, and fan engagement.
- Sports digital trends have accelerated significantly during COVID.
- The fitness market has shifted online to digital streaming and increased social networking as gyms have closed or operated at
- reduced capacities, which has led to increased purchase of in-home fitness equipment and digital fitness innovation.
- Consumers have spent more time on screens and mobile devices during the lockdown periods, contributing to increased activity in the gaming & entertainment sector.
- Video game usage increased 75% during peak gaming hours.
- Esports viewership and online sports betting have surged as live sports attendance has been limited to reduced attendance, and these trends are expected to continue in the future.
- Professional sports viewership ratings in the U.S. have declined, notably the NBA, and some attribute to oversaturation of multiple sports resuming seasons, as well as social and political messaging in broadcasts.

Recent M&A						
(\$ in Millions)	Acquirer	Target	Target Description	Enterprise Value	Enterprise Value /	
Date	Auquiter	laiget			Revenue	EBITDA
Pending	Google	⇔ fitbit	Provides connected health and fitness devices with software and services.	\$1,763.1	1.2x	-
30-Oct-20	FRANCISCO PARTNERS	K myfitnesspal	Digital health and fitness mobile application.	\$345.0	-	-
29-Jun-20	Ω lululemon	MIRROR	Manufacturers mirror systems equipped with cameras and speakers for fitness.	\$500.0	-	-

Trends

Global SportsTech estimated at \$11B in 2019

Equal to 6.4% of the Global Sports Market (\$172B) in 2019

Sports Betting worth \$155.5B by 2024

Basketball and Esports are the leading sports at the forefront of technology in **2020**

Fan Engagement

is a key growth driver

\$14.2B in disclosed M&A activity and 444 deals since 2016

Fragmented Ecosystem poised for consolidation and increased M&A in the future

Forecast to grow at 23.1% CAGR to reach \$31.1B by 2024

Forecast to grow to 20.0% of the Global Sports Market in 2030

Sports Data Analytics worth \$5.4B by 2024

Esports forecast to grow to \$3B in 2022

22% of fans now seek out sports content on social media

\$158.0M average disclosed deal size in 2019

Source: Capital IQ, Drake Star, SportsTechX, Verizon.

PET & ANIMAL HEALTH



7.4% CAGR

\$270B GLOBAL PET INDUSTRY 2025(E) Cyclical M&A: The Pet Sector has proven its fortitude amidst the pandemic and challenging marketing conditions. Consumers need to care for their pets regardless of the economy, and their supportive role in difficult times has invigorated adoption and ownership rates. Digital and pet trends have seen parallel growth, creating segments of competitive demand and premium valuation.

U.S. Retail Sales of Pet Products and Services

(\$ in billions)	
\$120 -	
\$100	
\$80	
\$60 -	I
\$40	
\$20	
\$0	2
Retail 0	

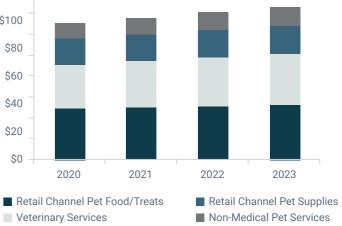
U.S. EBITDA Multiples by Sector

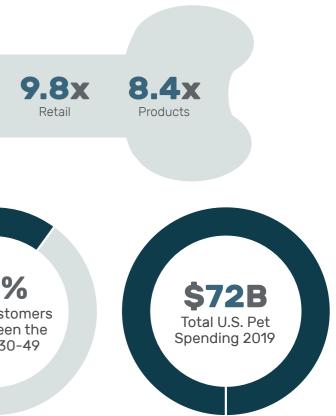
18.7x Vet | Health

14.4x Consumables

>50% of Americans own at least one dog or cat

40% of U.S. customers are between the ages of 30-49 15





PET & ANIMAL HEALTH M&A TRENDS



- Creative integration of AI into traditional pet products has
 Practices with strong digital platforms are especially opened a new market for modern offerings.
- Pet safety is now being prioritized as they are increasingly
 Easy financing conditions, favorable tax climate cuts, seen as full members of the family.
- Acquirers will seek advanced digital capabilities that they cannot replicate in-house in order to remain competitive.

FOOD INNOVATION FOR PETS

- Macro-trends in human diets, such as vegetarian, paleo, vegan, and low-carb alternatives have translated to new pet treats and food.
- The ongoing humanization of pets is a growing movement - indulgent pet parents continue to drive demand for premium products and services.



CONSUMER EDUCATION

- Increasing implementation of online exchanges as routine communication between owners and veterinarians.
- New platforms for continued education for consumers and service providers.
- Telehealth companies are naturally scalable and are sought after as add-on acquisitions.



- attractive for large consolidators.
- cash surpluses and the continued recovery of the U.S. economy will drive increased deal activity.
- Maturing industry growth will encourage consolidation. Operating expenses will serve as significant barriers of entry for smaller companies, who will seek consolidation in order to compete.

PET & ANIMAL HEALTH -WHAT'S HOT AND WHAT'S NOT



- Any technology, science, or innovation that helps consumers take better care of their pets.
- Premium M&A valuations are a result of these "hot" segments attracting interest from large corporations, family offices, niche players, and Private Equity firms.

Health Monitoring	Vet on Demand	
Oral Health	Direct-to-Consumer	
Pet Insurance	Dog TV	
Digital Daycare	Clothing / Eye Protection	
Spa & Training Daycare	DNA Testing	



Digital Retail

Food Specialization

People-pet Profiles

Microchip Devices

Smart Toys & Monitoring



Big Brick & Mortar Stores



FOOD & BEVERAGE - EUROPE

In 2019, there was an uptick in M&A activity in the Food and Beverage sector, however, transactions slowed down in 2020, and the drop was even more pronounced in Europe. The impact of the COVID pandemic, as well as lingering uncertainty regarding Brexit were the 2 greatest factors primarily affecting the sector. Difficulties in forecasting demand and product performance, particularly within fast moving or packaged consumer goods, have spilled over into the M&A realm.

However, there are a few trends which should support deal-making activity going forward. At an operational level, companies are seeking to optimize their portfolios through disposals and secure production and supply chain scale. Perhaps more importantly, Food and Beverage companies are transforming by adopting new technology and building up their direct-to-consumer capabilities. Increased consumer demand for healthy and environmentally friendly products is also forcing companies to make strategic moves.

(Number of deals)

CONSUMER
Global
European deals
European deals + target in Consumer

FOOD & BEVERAG

Global

European deals

European deals + target in F & B

- 2 major factors:
- Brexit uncertainty
- COVID impact

M&A Trends

PORTFOLIO OPTIMIZATION

- Disposal of brands or operations in countries where market position has resulted in below-average growth
- Disposal of non-strategic assets

CONSOLIDATION

Production and supply chain scale is sought after across food and beverage

BUSINESS TRANSFORMATION

- Players are investing in technological solutions to integrate machine learning and AI and leverage data to enhance the customer experience
- Where possible, businesses look to enhance profitability by disintermediating retailers via Direct-To-Customer strategies

HEALTH & WELLNESS

- Huge growth in premium, natural and organic products
- Players are continuously investing in climate and environmental sustainability solutions through innovation in their supply chain and by acquiring product categories that have sustainable features
- Growth areas: functional food and beverage and plant-based alternatives

Deal Volumes

	Q1-Q3 '19	Q1-Q3 '20	Change
	3,100	2,557	-17%
	1,187	802	-32%
	915	616	-33%
GE	Q1-Q3 '19	Q1-Q3 '20	Change
	2,014	1,573	-22%
	882	571	-35%
	782	486	-38%

• TH2 2019 saw an uptick followed by a decline in 2020

IMAP CONSUMER DEALS

IMAP FOOD & BEVERAGE DEALS



Investment company SWEDEN

Acquired Majority Control of Business Operations



for mid and high end segment SWEDEN

IMAP ADVISED ON SALE OF COMPANY

SPORTISIMO

Sportswear and sporting goods retail chain CZECH REPUBLIC

Acquired 100% of Business Operations



CZECH REPUBLIC

IMAP ADVISED ON SALE OF COMPANY



Acquired Investment Interest in Seller's Business



IMAP ADVISED ON SALE OF COMPANY



Popular restaurant chain NETHERLANDS

Acquired 100% of Business Operations

De Bezorgberen Holding B.V.

Food delivery franchises NETHERLANDS

IMAP ADVISED ON SALE OF COMPANY

sonova HEAR THE WORLD

Specialized hearing solutions SWITZERI AND

Acquired 100% of Business Operations

PYNAMIC EAR COMPANY

Develops and manufactures in-ear acoustic solutions for hearing protection NETHERLANDS

IMAP ADVISED ON SALE OF COMPANY

NINVISION

Private equity fund SWITZERLAND

Acquired Majority Control of Business Operations

reisenthel

Designer and manufacturer of functional shopping baskets and bags GERMANY

IMAP ADVISED ON SALE OF COMPANY



Leading wine and spirits digital retail platform ITALY

IMAP ADVISED ON SALE OF COMPANY

NOVACAP

Canadian private equity firm with \$3.6 billion of AUM CANADA

Acquired 100% of Business Operations

Bush Designs, produces and distributes ready-to-assemble furniture

UNITED STATES

IMAP ADVISED ON SALE OF COMPANY

bygghemma GROUP

> Online supplier of home ovement products SWEDEN

Acquired 100% of Business Operations

LSBOLAGEN.SE

Online retailer primarily of wine fridges SWEDEN

IMAP ADVISED ON SALE OF COMPANY BF

Cultivation and commercialization of agricultural products ITALY

Acquired Investment Interest in Seller's Business



Food supplements and plant-based drinks ΙΤΔΙΥ

IMAP ADVISED ON PURCHASE OF COMPANY

BLBH Invest GmbH

Family office that invests in small and mid-size companies AUSTRIA

Acquired 100% of Business Operations

BOS AGRO FOOD Leading wholesaler of cultivated

IMAP ADVISED ON SALE OF COMPANY

Private Investors

Consortium of private investors BELGIUM

Acquired Selected Assets of Seller's Business



Wholesale division of Detry Food Group BELGIUM

IMAP ADVISE ON SALE OF WHOLESALE DIVISION

PE investor focused on German SMEs GERMANY

Acquired 100% of Business Operations

FOOD & SERVICE Unternehmensgruppe

Specialized food service delivery and wholesale GERMANY

IMAP ADVISED ON SALE OF COMPANY

and wild-grown berries BOSNIA AND HERZEGOVINA



Europe's largest specialist cooked meats ingredients provider IRELAND

Acquired 100% of Business Operations



Food toppings for frozen pizza GERMANY

IMAP ADVISED ON SALE OF COMPANY



Leading European poultry player HUNGARY

Acquired 100% of Business Operations



Production of breaded meat products HUNGARY

IMAP ADVISED ON SALE OF COMPANY





Acquired Investment Interest in Seller's Business



Producer of milk, dairy and food products ITALY

IMAP ADVISED ON SALE OF COMPANY



Australian family-owned producer of private label pasta AUSTRALIA

Acquired Majority Control of Business Operations



Specialty production of gluten-free food, dietetic pastas and baby food ITALY

IMAP ADVISED ON SALE OF COMPANY



Fruit growing and packing services UNITED STATES

Merged with



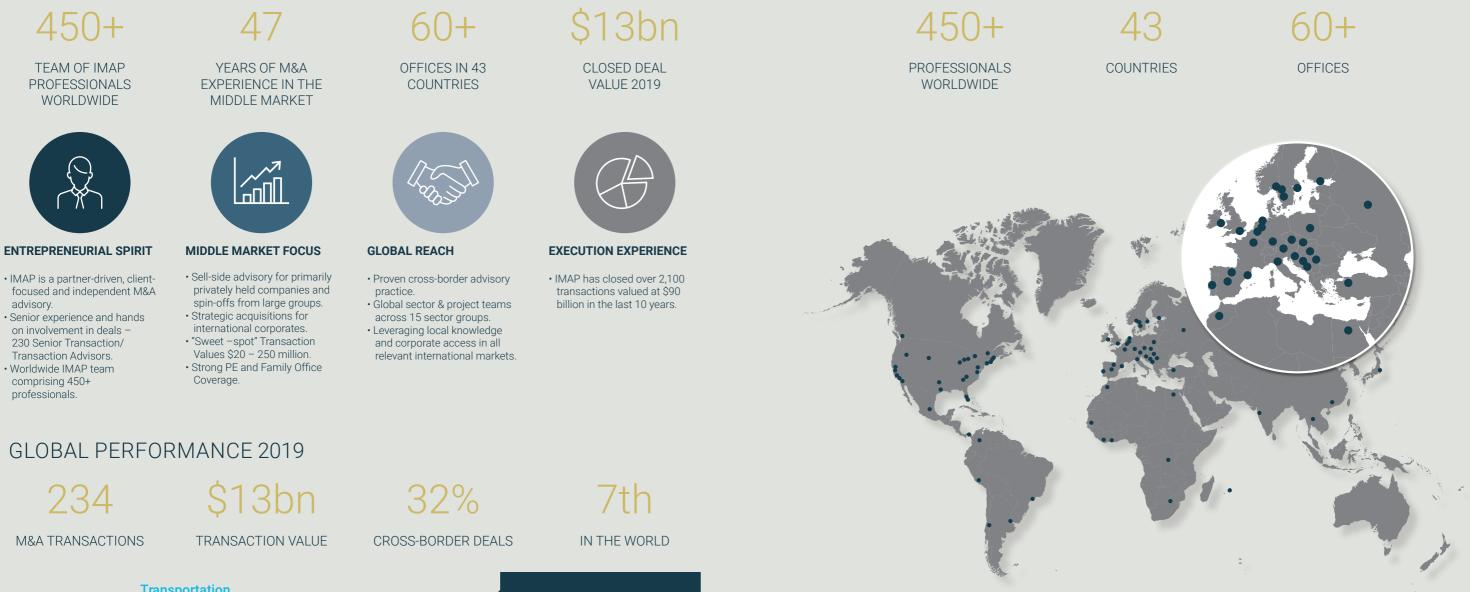
Agricultural operations UNITED STATES

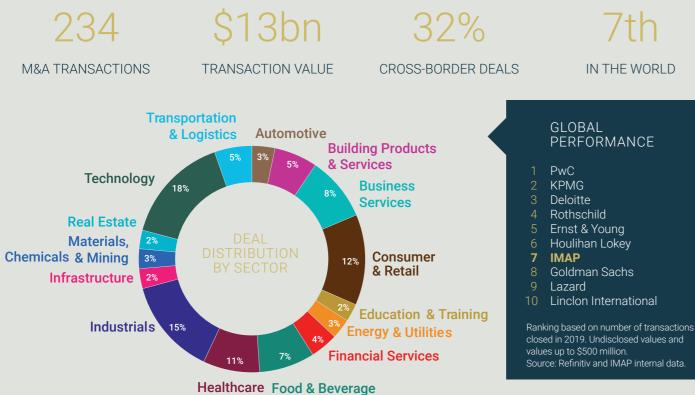
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Ivory Coast Mauritius Morocco Nigeria Senegal South Africa

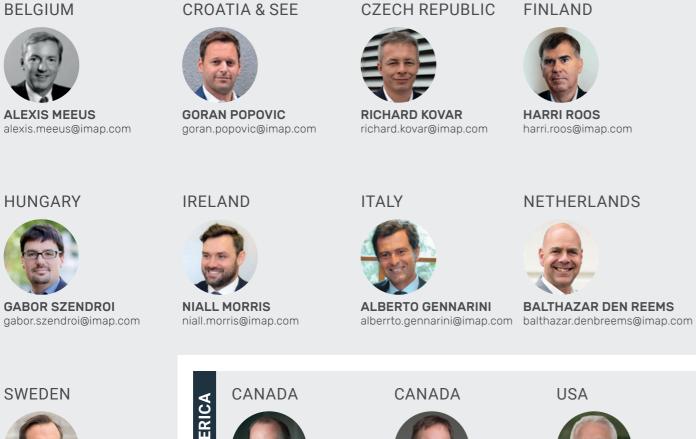
Asia China India Japan Thailand

Europe

Belgium Bosnia & Herzegovina Croatia Czech Republic Finland France Germany Hungary Ireland Italy Netherlands Poland

Portugal Russia Serbia Slovakia Slovenia Spain Sweden Turkey United Kingdom

IMAP GLOBAL CONSUMER RETAIL SECTOR COVERAGE



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