



U.S. M&A Update

2019 January

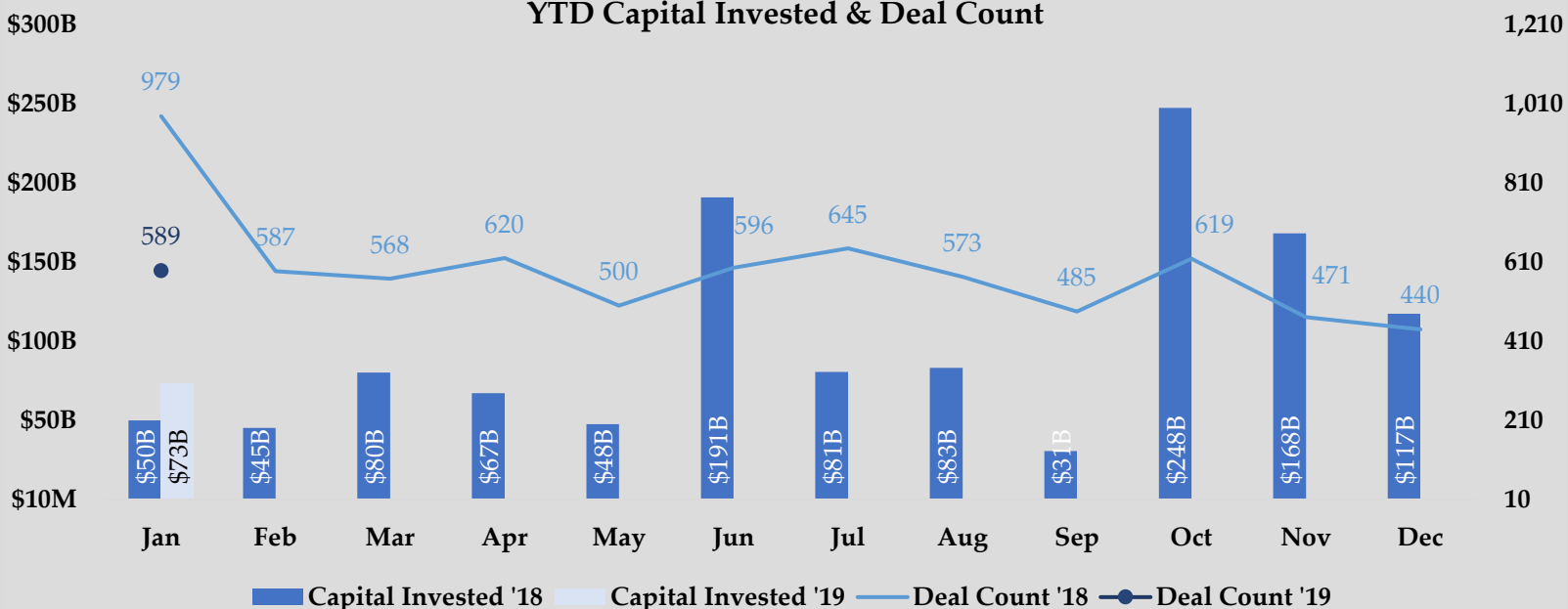
Notable Trends in January 2019

Year to date, U.S. M&A deal activity has decreased on a year over year basis by 40%. Through January, the 2019 completed deal count is 589 deals versus 979 deals in 2018. Conversely, capital invested is up 46.9%, going from \$50 billion for January in 2018 to

\$73 billion YTD in 2019. The median deal size has increased substantially from \$40 million in 2018 to \$85 million in 2019, correlating with the rise in capital invested.

For the month of January, deal count was down compared to 2018 but the M&A

YTD Capital Invested & Deal Count

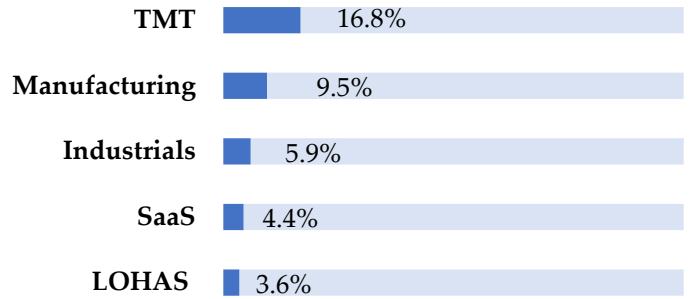


sector has seen a rebound from the low deal count during November and December of 2018. While the deal count has picked up from the previous months, the capital invested in January is down 47% from December. The relatively high median deal size, compared to January in 2018, is partly contributed to by the \$14.6 billion acquisition of Scana by Dominion Resources and the \$8 billion acquisition of Qualtics by SAP.

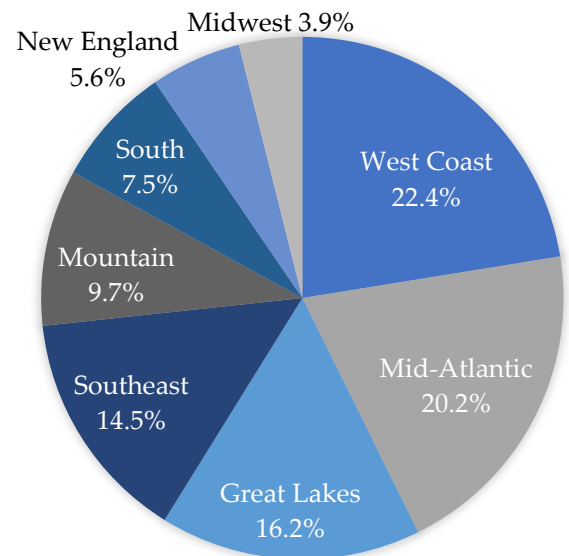
The top 3 most active verticals in the month of August were Technology, Media and Telecommunications (TMT) with 99 deals, Manufacturing with 55 deals, and Industrials with 35 deals for 16.8%, 9.5%, and 5.93% of all M&A deals completed, respectively.

The West Coast, Mid-Atlantic, Great Lakes were the most active regions in the United States combining for 58.8% of all deals completed in the U.S. The deal multiples for this month remained high at 11.4x EV/EBITDA median multiple but down from January 2018.

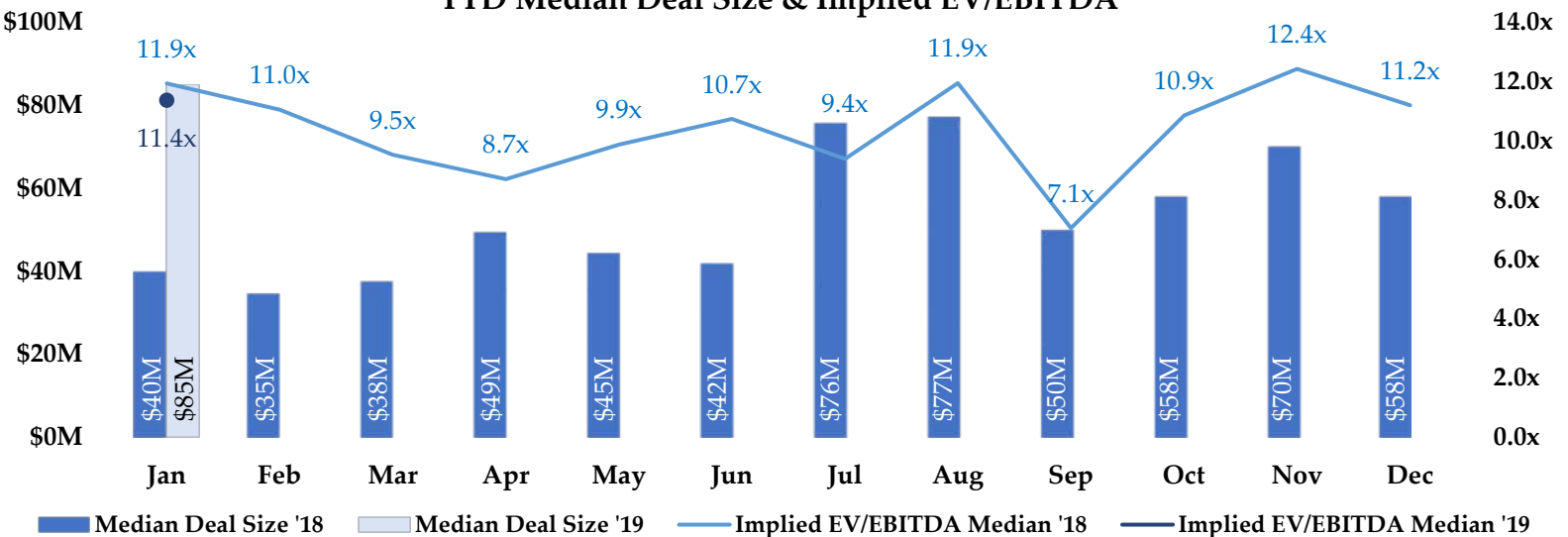
Top 5 Associated Verticles



Deal Count Percentage by US Regions



YTD Median Deal Size & Implied EV/EBITDA



Selected U.S. Transactions

Deal Date	Buyer/Investors	Target/Issuer	Company State	Primary Industry	Deal Size (M)
1/2/2019	Dominion Resources	Scana	Energy	South Carolina	14,600.00
1/23/2019	SAP	Qualtrics	Information Technology	Utah	8,000.00
1/1/2019	NextEra Energy	Gulf Power	Energy	Florida	6,450.00
1/3/2019	Cloudera	Hortonworks	Information Technology	California	5,200.00
1/22/2019	GlaxoSmithKline	Tesaro	Healthcare	Massachusetts	5,100.00
1/2/2019	Synovus Bank	Florida Community Bank	Financial Services	Florida	2,900.00
1/2/2019	Energizer Holdings	Spectrum Brands (Appliance Unit)	Business Products and Services (B2B)	Wisconsin	2,000.00
1/2/2019	Energizer Holdings	Spectrum Brands (Global Batteries Business)	Energy	Wisconsin	2,000.00
1/30/2019	Oxford Properties Group	IDI Logistics	Consumer Products and Services (B2C)	Georgia	1,700.00
1/14/2019	Science Applications International	Engility	Information Technology	Virginia	1,600.00
1/28/2019	Energizer Holdings	Spectrum Brands (Global Auto Care Business)	Consumer Products and Services (B2C)	Connecticut	1,250.00
1/16/2019	Leggett & Platt	Elite Comfort Solutions	Consumer Products and Services (B2C)	Georgia	1,250.00
1/4/2019	Corpus Christi Polymers	M&G Group (PET business - Texas)	Business Products and Services (B2B)	Texas	1,199.00
1/1/2019	Brookfield Infrastructure Partners	AT&T (Data-center business)	Business Products and Services (B2B)	Texas	1,100.00
1/2/2019	Independent Bank Group	Guaranty Bank & Trust Company	Financial Services	Colorado	1,037.00
1/1/2019	Veritex Community Bank	Green Bank	Financial Services	Texas	1,000.00
1/31/2019	Symrise	American Dehydrated Foods	Consumer Products and Services (B2C)	Missouri	900.00
1/29/2019	MGM Resorts International	Yonkers Raceway	Consumer Products and Services (B2C)	New York	850.00
1/1/2019	Cadence Bancorp	State Bank Financial	Financial Services	Wisconsin	849.00
1/28/2019	Fuji Oil Co.	Blommer Chocolate Company	Consumer Products and Services (B2C)	Illinois	750.00
1/16/2019	Prime Communications	Spring Communications	Information Technology	Utah	735.00
1/1/2019	Edenred	CSI Enterprises	Information Technology	Florida	600.00
1/30/2019	Sonic Healthcare	Aurora Diagnostics	Healthcare	Florida	540.00
1/29/2019	Boston Scientific	Millipede	Healthcare	California	450.00
1/7/2019	Motorola Solutions	VaaS International Holdings	Information Technology	Texas	445.00

Transactions Highlights

Scana (South Carolina)

The company was acquired by Dominion Resources (NYSE: D) for \$14.6 billion on January 1, 2019. The transaction is valued at approximately \$14.6 billion, including debt. SCANA shareholders would receive 0.6690 shares of Dominion Energy common stock for each share of SCANA common stock. The combination with SCANA would solidify Dominion Energy's position among the nation's largest and fastest-growing energy utility companies by adding significantly to its presence in the expanding Southeast markets.



Hortonworks (California)

The company was acquired by Cloudera (NYS: CLDR) for \$5.2 billion on January 3, 2019. Under the terms of the transaction agreement, Cloudera stockholders will own approximately 60% of the equity of the combined company and Hortonworks stockholders will own approximately 40%. Hortonworks stockholders will receive 1.305 common shares of Cloudera for each share of Hortonworks stock owned. The acquisition will help Cloudera to create optimizations in sales and research and development and increase their earnings.

Gulf Power (Florida)

The company, a provider of electricity to retail customers within its traditional service area located in northwest Florida and to wholesale customers in the Southeast, was acquired by NextEra Energy (NYSE: NEE) for \$6.45 billion on January 1, 2019. The acquisition also includes the assumption of approximately \$1.4bn of Gulf Power debt. NextEra Energy will finance the \$5.1 billion cash portion of the transaction through the issuance of new debt.



Qualtrics (Utah)

The company, a developer of an enterprise data collection and analysis software intended to survey employees, markets, and customers, was acquired by SAP (ETR: SAP) for \$8 billion on January 23, 2019. The acquisition will strengthen SAP's offering in the customer relations management sector.

Tesaro (Massachusetts)

The company, an oncology-focused biopharmaceutical company with a focus on developing treatments for cancer was acquired by GlaxoSmithKline (LON: GSK) for approximately \$5.1 billion on January 22, 2019. The transaction, significantly strengthens GSK's pharmaceutical business, accelerating the build of GSK's pipeline and commercial capability in oncology.

