# MarktoMarket

April 2022 Valuation Barometer

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### Introduction

Welcome to the April 2022 edition of MarktoMarket's Valuation Barometer, covering deals and multiples in UK M&A during March 2022.

Activity increased marginally between February and March with the largest deal of the month being National Grid's sale of 60% of its UK gas transmission and metering business ("NGG"). NGG is being acquired by the consortium of Macquarie Asset Management and British Columbia Investment Management Corporation at an enterprise value of £9.6 billion. The divestment further enables National Grid's move towards electricity and follows its acquisition last year of Western

Power Distribution and the previously announced but stalled sale of The Narragansett Electric Company in the US.

Macquarie Asset Management also announced the acquisition of Roadchef, a UK motorway service area operator, from Antin Infrastructure Advisors for £900 million. Being the most significant transaction in this sector for a while, we presume Macquarie will aim to take advantage of the UK's transition to electric vehicles which will result in additional traffic to roadside services. The deal supports Roadchef's rollout of fast-charging infrastructure for electric vehicles across its estate and

enables further investment in Roadchef's sites, facilities and partnerships.

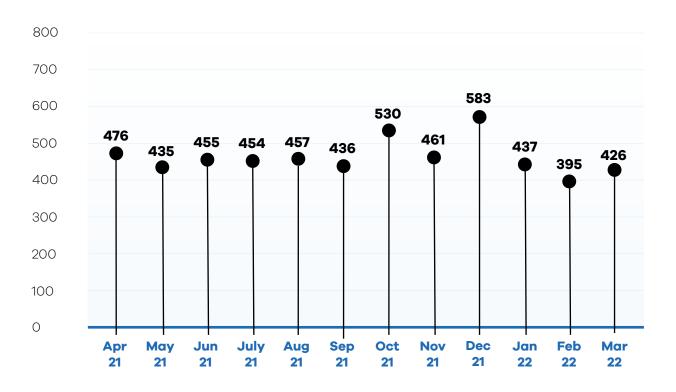
In insurance services, Global Risk Partners ("GRP") was acquired by US broker Brown & Brown, Inc. for £1.6 billion. Founded in 2013 and owned by Searchlight Capital Partners LP, GRP is a prolific acquirer of insurance businesses consolidating brokers, Managing General Agents, portfolios and teams which have niche, non-commoditised, specialty businesses with strong profitability.

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### **Volumes**

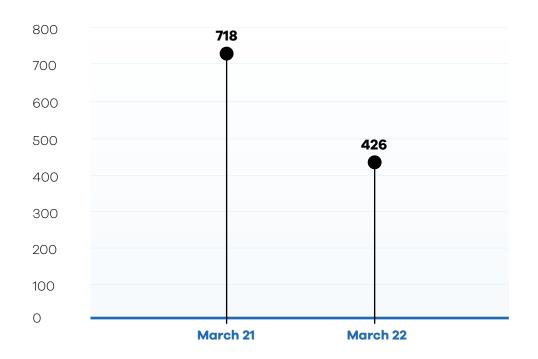
Deal volumes increased in March 2022 to 426, compared to February 2022, but tracked behind the twelve-month average of 462 deals per month.

UK M&A Volumes
Last 12 Months



<sup>\*</sup>Graph has been updated for additional deals in previous months identified post publication of prior month's Barometer

### UK M&A Number of Deals March 2021 v March 2022



The volume of deals recorded in the month of March 2022 was 41% lower than its prior year comparison, however, the UK M&A market experienced a record month of activity in March 2021 driven by predicted changes to Capital Gains Tax which never transpired.

### **Deal Value**

We combined data from MarktoMarket's platform and our other sources to estimate the value of deals completed and announced in March 2022. We calculated that M&A deals valued at a total of £15.8 billion\*\* were executed or announced during the month. This compares to a prior month total of £71 billion

Incremental Group, the digital transformation business, was acquired by Telefónica Tech for £175 million. Founded five years ago and backed by Maven Capital Partners and the Scottish Investment Bank, Incremental Group has been one of the fastest growing Microsoft partners in the UK. Dunedin LLP acquired Incremental in 2018 for £13.6 million and has pursued a M&A build and buy strategy with its most recent acquisitions, Adatis and Redspire, during 2021, enhancing its end-to-end digital transformation capabilities. The acquisition by Telefonica Tech aims to further support the growth of the business.

In Fintech, Apple Inc has acquired Credit Kudos Limited for \$150 million. Credit Kudos is a software company based in London which allows companies to use open banking to improve affordability and risk assessment of customers.

The pandemic helped to increase interest around open banking software as lenders were forced to reconsider their lending rules. The deal is likely to take Apple a step closer to launching its own card in the UK as well as potentially aiding its entry to the trending 'buy now pay later' market.

With the current geopolitical background and global sanction lists on the rise, HooYU Limited, a KYC (know your customer) technology business, announced it was acquired by Mitek Industries Limited for £98 million. HooYu blends ID document validation, digital footprint analysis, geo-location and facial biometrics with traditional database check and sanctions screening.

The Swedish company Bufab acquired family-owned business TIMCO (TI Midwood & Co Limited) for £74 million. TIMCO, is a leading C-parts (screws, nuts etc) company for independent merchants in the construction industry. This is Bufab's largest acquisition to date as they continue to grow internationally and expand their offering in new market segments.

- Other deals in the small and lower mid-market included:
- Chidrens personal care brand, Childs Farm, was sold for an enterprise value of £40 million
- Vimiam Group acquired Avacta's Animal Health division for consideration of £2.3 million
- The sale of a 2% stake in investment consultants, Albourne Partners, at an estimated enterprise value of £113 million



<sup>\*\*</sup>This figure will be depressed by deals where we have been unable to source a deal value.

## **Valuation Multiples**

Deal multiples that we have calculated are often based on historic trading, which may differ materially from the current trading of acquisition targets. Furthermore, we use a proprietary process to estimate earnings in businesses with limited disclosure – these estimates may differ materially from actual results and should be treated accordingly. We split valuations into two deal categories:

Sample volumes may be too small to make meaningful conclusions about how valuations are trending (February 2022 multiples are bracketed)

- Completed and Announced M&A transactions that were announced and completed during March 2022; and
- Minority Deals acquisitions of minority stakes in private companies announced during March 2022 (secondary shares only).

|                | EV-Re                 | venue       | EV-EBITDA             |               |  |  |
|----------------|-----------------------|-------------|-----------------------|---------------|--|--|
|                | Mean<br>(ex-outliers) | Median      | Mean<br>(ex-outliers) | Median        |  |  |
| M&A            | 3.1x (2.6x)           | 2.5x (2.2x) | 13.7x (14.4x)         | 11.7x (12.5x) |  |  |
| Minority Deals | 1.6x (1.2x)           | 0.8x (0.6x) | 7.2x (6.4x)           | 2.7x (3.4x)   |  |  |

To put changes in valuations into some context we also compare the mean and median deal sizes in March 2022 against February 2022 (February deal sizes are bracketed):

|                | Deal Size         |                 |  |
|----------------|-------------------|-----------------|--|
|                | Mean              | Median          |  |
| M&A            | £192.9m (£120.3m) | £27.4m (£15.3m) |  |
| Minority Deals | £0.6m (£0.5m)     | £0.2m (£0.2m)   |  |

# Completed and Announced M&A Multiples March 2022

| Date of<br>Announcement | Date of<br>Completion | Deal type | Target   | Buyer - Investor   | Deal Size<br>(including any<br>deferred<br>consideration,<br>if applicable) | Stake | Estimated<br>Enterprise<br>Value (£) | EV/<br>Revenue | EV/<br>EBITDA                   | Sector                      |
|-------------------------|-----------------------|-----------|--|--|---|-------|--------------------------------------|----------------|---------------------------------|-----------------------------|
| 27/03/2022              | N/A                   | Equity    | National Grid: UK<br>gas transmission<br>and metering<br>business    | Macquarie Asset<br>Management and<br>British Columbia<br>Investment<br>Management Corp<br>Consortium | £4.2bn 60% 9.6bn 8  |       | 8.6x                                 | 14.2x          | Energy &<br>Utilities           |                             |
| 10/03/2022              | N/A                   | Division  | Bayer Corp -<br>Environmental<br>Science<br>Professional<br>business | Cinven Partners LLP  | \$2.6bn 100% 2.0bn  |       | N/A                                  | N/A            | Business<br>Support<br>Services |                             |
| 07/03/2022              | 08/03/2022            | Equity    | Global Risk<br>Partners  | Brown & Brown, Inc.  | £1.6bn  | 100%  | 1.9bn                                | 7.3×           | N/A                             | Financial<br>Services       |
| 16/03/2022              | 30/12/2021            | Equity    | Blue Prism<br>Group PLC  | SS&C Technologies<br>Holdings, Inc.  | £1.3bn  | 100%  | 1.1bn                                | 6.7x           | N/A                             | Software                    |
| 03/03/2022              | N/A                   | Equity    | Roadchef Topco<br>Limited  | Macquarie Group<br>Limited   | £900.0m   | 100%  | 1.1bn                                | 5.8x           | 27.6x                           | Retail                      |
| 01/03/2022              | N/A                   | Equity    | Forterro UK Ltd -<br>Jeeves Information<br>Systems Ab                | Partners Group<br>Holding AG   | €1.0bn  | 100%  | 830.0m                               | 4.2x           | 13.8×                           | IT Services                 |
| 09/03/2022              | N/A                   | Equity    | Stagecoach<br>Group PLC  | DWS Infrastructure   | £595.0m   | 100%  | 916.2m                               | 0.8x           | 5.4x                            | Consumer<br>Services        |
| 15/03/2022              | 15/03/2022            | Equity    | St William<br>Homes LLP  | The Berkeley Group<br>Holdings PLC   | £412.5m   | 50%   | 995.0m                               | 6.0x           | 50.5x                           | Property and<br>Real Estate |
| 02/03/2022              | 02/03/2022            | Equity    | Succession<br>Jersey Limited   | Aviva PLC  | £385.0m   | 100%  | 385.0m                               | N/A            | 16.0x                           | Financial<br>Services       |

# **Minority Deals Multiples March 2022**

| Date of<br>Announcement | Description                            | Stake | Value of Sale | Implied EV | EV/Rev | EV/EBITDA | Sector                    |
|-------------------------|--|-------|---------------|------------|--------|-----------|---------------------------|
| 3/1/2022                | Oil and Gas Production                 | 16%   | £11.3m        | £48.0m     | 0.7x   | 1.2×      | Energy & Utilities        |
| 24/03/2022              | Business Management Consultant         | 64%   | £4.0m         | £3.1m      | 0.4x   | 3.7x      | Professional Services     |
| 16/03/2022              | Plant Wholesaler                       | 20%   | £2.5m         | £12.0m     | 0.8x   | 6.3x      | Business Support Services |
| 25/03/2022              | Investment Consultant                  | 2%    | £2.2m         | £113.0m    | 1.6x   | 11.3x     | Professional Services     |
| 3/8/2022                | Care Homes                             | 50%   | £2.0m         | £8.0m      | 2.5x   | 12.3×     | Healthcare                |
| 3/4/2022                | Data Centre Solutions                  | 22%   | £1.7m         | £4.4m      | N/A    | 5.2x      | IT Services               |
| 28/03/2022              | Health and Social Care Apprenticeships | 20%   | £1.4m         | £4.5m      | 0.3x   | 1.3×      | Healthcare                |
| 16/03/2022              | Health and Wellness Services           | 33%   | £1.3m         | £3.0m      | N/A    | 1.2×      | Healthcare                |
| 22/03/2022              | Furniture Manufacturer                 | 3%    | £1.2m         | £38.4m     | 0.4x   | 18.5×     | Industrials               |
| 23/03/2022              | Security Systems Supplier              | 58%   | £1.0m         | £0.9m      | N/A    | 3.4x      | Consumer Services         |
| 3/1/2022                | Digital Marketing Agency               | 50%   | £0.8m         | £1.4m      | N/A    | 2.7x      | Media Agencies            |
| 3/4/2022                | Property Letting                       | 34%   | £0.8m         | £2.3m      | N/A    | N/A       | Property & Real Estate    |
| 17/03/2022              | Access Covers Manufacturer             | 25%   | £0.7m         | £2.4m      | N/A    | 5.0x      | Industrials               |
| 29/03/2022              | Spring Manufacturers                   | 50%   | £0.6m         | £1.4m      | N/A    | 4.7x      | Industrials               |

### Methodology

#### **UNIVERSE**

MarktoMarket has compiled this data using Revenue and EBITDA multiples for deals involving UK companies during March 2022. The data consists of MarktoMarket's proprietary data and information obtained from public sources.

#### **DEAL VALUES**

Deal values are defined as Enterprise Values. Enterprise Values used in calculations include deferred-contingent payments, which will have the effect of increasing deal values and, therefore, multiples, in transactions that include an element of future consideration.

Best efforts are used to estimate Enterprise Value where only equity value-consideration is made available. This is done by reference to the acquired company's last reported balance sheet, however, the level of completion cash and debt may vary materially from an acquired company's last reported balance sheet (where available) figures.

#### **EBITDA ADJUSTMENTS**

EBITDA figures are, to the extent possible, adjusted for non-recurring and exceptional items to arrive at a 'clean' figure.

However, owner-managed private companies may book expenses that are not separately disclosed but would not recur under new ownership, thus depressing profit and increasing the multiple.

Conversely, some businesses may post artificially low salaries (perhaps because remuneration is taken predominantly through dividends), thus increasing profit and depressing the multiple. Where only profit before tax has been sourced, best efforts are made to estimate EBITDA by reference to the relevant company's last reported results (where available).

Furthermore, we use a proprietary process for estimating earnings and, therefore, multiples in companies with limited disclosure. These companies' actual results may differ materially from our estimates.

#### TRAILING MULTIPLES

Historic (last reported) financials are used as the basis of the denominator in Revenue and EBITDA multiples except where a current year estimate is available.

Current year refers to the financials of the acquired company relating to the year in which the transaction took place.

### Methodology

### **PROVISIONAL DATA**

Transaction data collected by MarktoMarket is gathered and enriched over time. When a deal completes, provisional data may be used from press releases and other sources, which may not accurately disclose the value of a deal or may not clearly state whether a deal value relates to enterprise or equity value.

As such, data should be treated as provisional and it is possible that figures may change, perhaps materially, over time.

### **OUTLIERS**

Outliers (for the purposes of calculating mean multiples):

Revenue multiples <0.1x; >10x EBITDA multiples <1x; >50x

#### **OTHER**

The MarktoMarket Valuation Barometer is intended to be an approximate measure and guide to valuation multiples – there are many other considerations that may impact multiples.

Users of this data assume full responsibility for any references to the MarktoMarket Valuation Barometer and conclusions drawn from any usage.

MarktoMarket has no liability for any damage caused by errors or omissions in any information.



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