

TABLE OF CONTENTS

Baird's Global M&A Team	1
Current M&A Market Assessment	2
Global M&A Commentary and Deal Statistics	3
U.S. M&A Commentary and Deal Statistics	7
Europe M&A Commentary and Deal Statistics	12
U.K. Cross-Border M&A Activity	16
Germany Cross-Border M&A Activity	17
Asia Commentary and Deal Statistics	18
China M&A Activity and Deal Statistics	19
India M&A Activity and Deal Statistics	21
Japan M&A Activity	23
Public Company M&A Metrics	24
Transaction Spotlight	31
Recent Baird M&A Transactions	32

For information regarding our industry teams and bankers, please visit:
<http://www.rwbaird.com/investment-banking/team/industry>

Baird's Global M&A Team



Christopher C. McMahon
Managing Director
Head of Global M&A
+1.312.609.4983
cmmahon@rwbaird.com



Brian P. McDonagh
Managing Director
Co-Head of Global M&A
+1.704.553.6611
bmcdonagh@rwbaird.com



Michael Lindemann
Managing Director
Co-Head of North American M&A
+1.414.298.7408
mlindemann@rwbaird.com



Todd Noffke
Managing Director
Co-Head of North American M&A
+1.312.609.7006
tnoffke@rwbaird.com



David M. Silver
Managing Director
Head of European Investment
Banking
+44.20.7667.8216
dsilver@rwbaird.com



Anne-Marie Peterson
Managing Director
Head of Debt Advisory
+1.646.557.2334
ampeterson@rwbaird.com



Paul Bail
Managing Director
Head of European Debt
Advisory
+44.20.7667.8271
pbail@rwbaird.com



Thomas Fetzer
Managing Director Head of DACH
Investment Banking
+49.69.1301.4920
tfetzer@rwbaird.com


















Lydia Xu
Managing Director
Head of China Investment Banking
+86.21.6182.3759
lxu@rwbaird.com.cn



Satoshi Matsumoto
Managing Director
Director of Japan M&A
+1.646.557.3201
smatsumoto@rwbaird.com

Current M&A Market Assessment

Please see below for our current perspective on the M&A environment amid the COVID-19 crisis, along with our views on where the M&A market may be headed in the future. While we expect most deals that have been placed on hold to eventually be completed, we also note that the M&A market generally took a significant amount of time to recover after past prolonged market shocks (e.g., 2001-2002, 2008-2009).

	Start of 2020	Current (COVID-19 Crisis)	Future (Post-COVID-19)
Seller Sentiment	 Strong seller sentiment entering 2020; M&A backlogs and overall sell-side M&A market at / near record levels	 Most sellers choosing to wait out crisis instead of selling at a discount vs. previous value expectations	 Sellers likely to return to market once financial visibility returns and a level of valuation discovery has occurred
Financial Sponsors	 Sponsors generally aggressive (particularly for best assets), supported by strong financing markets; increasing scrutiny around economic cycle	 Sponsors orienting focus toward (i) own portfolio management and (ii) opportunistic / structured capital deployment	 Sponsors have a tremendous amount of capital to deploy; return of financing markets will enable activity
Strategic Buyers	 M&A often agenda item “one, two, and three” for corporate boards; active strategic M&A market	 Most strategics focused on managing their own operations and liquidity; very limited focus on M&A	 Strategic return to M&A will depend on overall financial / business recovery confidence levels and market sentiment
Financing Environment	 Financing market generally constructive; however, high discrepancy in leverage available for highly scaled / recession-resilient assets vs. cyclicals	 Public financing market effectively shut for new deal financing, with direct lenders filling some of the gaps in select sectors	 Highly dependent on overall economic recovery and visibility
Valuation Environment	 Highly constructive valuation environment, particularly for A and B assets; public markets at all-time highs	 Public market off substantially; highly opaque and challenging environment given uncertainty and inability to forecast	 Many believe public markets / values could recover quickly; however, M&A valuations often lag return of public valuations

Global M&A Commentary

As noted on the prior page, the COVID-19 situation has shifted most key variables for M&A activity into negative territory, with this dynamic becoming apparent in the M&A data for March. The global deal count in March fell 20.5% to 2,019, which was below the LTM mean of 2,489. Dollar volume decreased 45.7% to \$162.2 billion, trailing the LTM average of \$230.7 billion. In the middle market, the number of transactions was down 21.1%, and dollar value declined 32.8%.

Global M&A dollar metrics tracked under prior-year levels in Q1 2020. Announced dollar volume contracted 38.2% to \$513.1 billion, while the number of deals was down 7.5% to 6,740. In the middle market, the year-to-date transaction total declined 7.0%, and dollar value was 15.8% under the prior-year level.

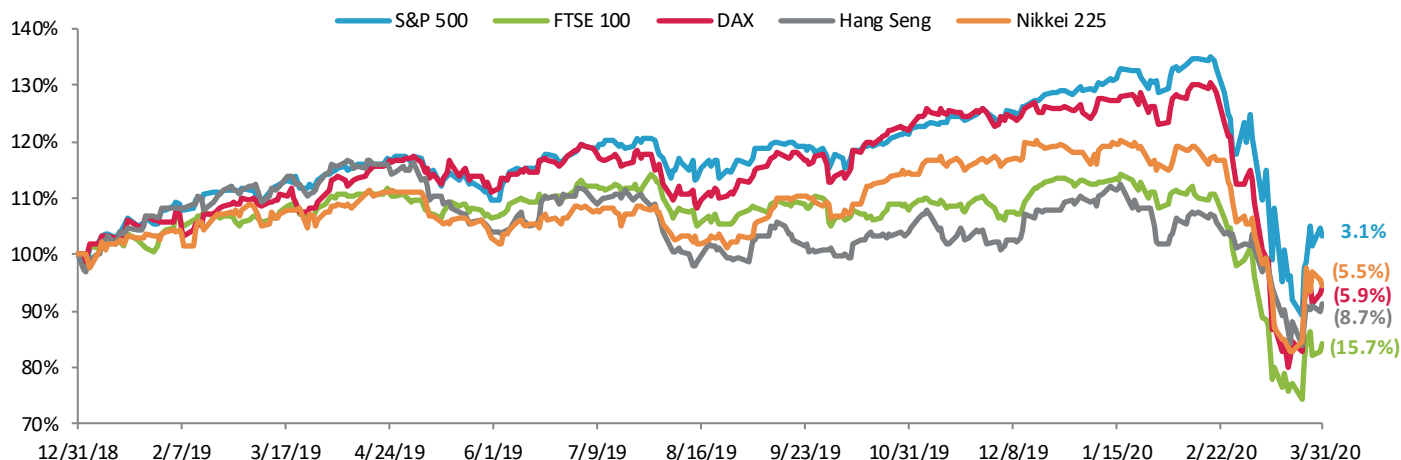
In addition to taking a massive human toll, COVID-19 is leading to off-the-charts levels of economic disruption. While backward-looking data is not keeping pace with new economic realities at this stage, it is worth noting that the global all-industry purchasing managers index (PMI) for March dropped to the lowest mark in 11 years, including the weakest services reading in survey history. Looking ahead, the OECD reported a sharp drop to its composite leading indicator to the lowest level since 2009 while underscoring its reduced predictive value due to uncertainty about the duration of lockdown measures caused by COVID-19. Economic forecasters have issued (and often revised) a wide range of estimates for global GDP in Q1, Q2, and 2020, with full-year projections currently centering on a decline of 2-3%. These expectations incorporate extensive fiscal and monetary policy efforts from the governments and central banks of leading economies in an effort to offset a portion of the damage caused by business shutdowns and lower demand.

Severe dislocation in the global credit markets was evident through March, with only direct lenders demonstrating any appetite for deals. The public leveraged finance markets were effectively shut for new business during most of March, as concerns about COVID-19, liquidity, defaults, downgrades, and fund outflows pushed lenders to the sidelines. These factors also weighed heavily on secondary markets, where values sank to the lowest levels since the global financial crisis before partially rebounding, helped by the prospects of central banks purchasing corporate debt. While direct lenders are also attuned to elevated risks, completed transaction activity in March approached the deal flow of preceding months, albeit at higher prices and lower leverage. In addition, many private credit providers who focused on portfolio reviews of existing credits in the first part of the COVID-19 crisis now have more bandwidth to assess new deals with borrowers, particularly those with manageable risk profiles. Although early April witnessed a trickle of public deals as volatility in the capital markets subsided and additional monetary policy support emerged, direct lenders with committed funds appear likely to represent the primary source of leveraged financing until market participants get a better handle on the economic impact of COVID-19 beyond the near term.

Global equity markets entered bear market territory during March, when the five major indices shown in the chart below dropped an average of 12.6%. With these indices down 21.0% on average in Q1, lower valuations for public equities could depress multiples that prospective acquirors are willing to pay for M&A targets in the near term.

Note: See pages 7, 12, and 18 for specific U.S., Europe, and Asia commentary.

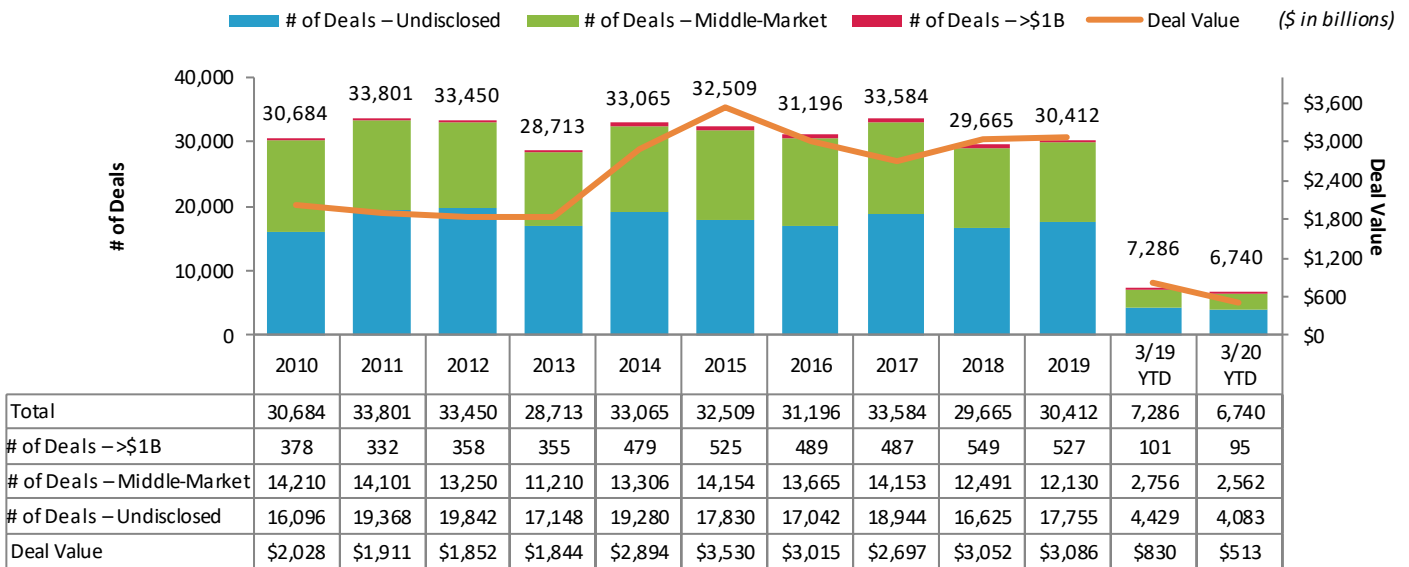
Relative Performance of Global Market Indices



Source: Capital IQ.

Global M&A Activity

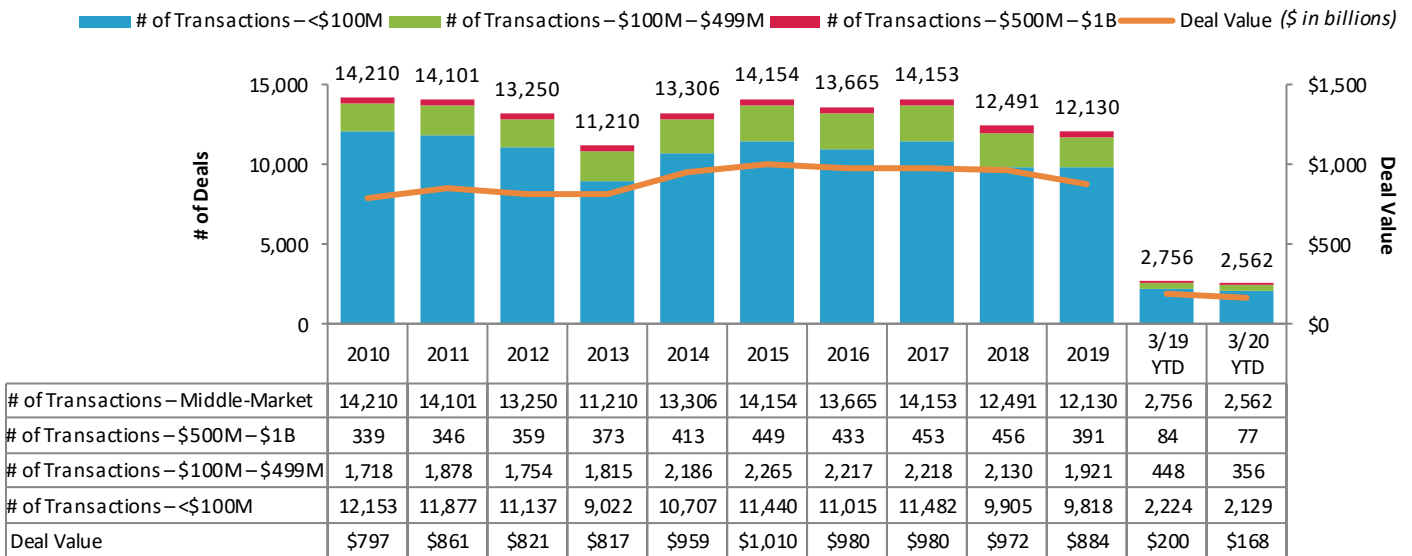
Global M&A Activity



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Note: Middle-market transactions defined as those with a disclosed transaction value of less than \$1 billion. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Global Middle-Market M&A Activity



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Note: Middle-market transactions defined as those with a disclosed transaction value of less than \$1 billion. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Global M&A Deal Statistics

(\$ in millions)	Number of Deals – March			Deal Value – March		
	2019	2020	% Change	2019	2020	% Change
North America	927	763	(17.7%)	\$163,318	\$109,220	(33.1%)
– U.S.	848	695	(18.0%)	\$143,067	\$95,831	(33.0%)
Central / South America	49	58	18.4%	\$3,960	\$4,949	25.0%
Europe	869	668	(23.1%)	\$54,832	\$81,003	47.7%
– U.K.	239	204	(14.6%)	\$20,752	\$46,474	123.9%
– Germany	106	79	(25.5%)	\$14,078	\$14,734	4.7%
Africa / Middle East	84	52	(38.1%)	\$81,641	\$2,521	(96.9%)
Asia-Pacific (ex. Japan)	489	390	(20.2%)	\$39,885	\$27,065	(32.1%)
– China	320	288	(10.0%)	\$21,621	\$11,893	(45.0%)
– India	67	30	(55.2%)	\$7,157	\$1,311	(81.7%)
Japan	344	264	(23.3%)	\$5,224	\$3,983	(23.7%)
Global Total	2,540	2,019	(20.5%)	\$298,509	\$162,171	(45.7%)

Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis.

Notes: Global Total will not equal the sum of the individual regions listed above, as cross-border transactions are reflected in both the target's and acquiror's respective regions.

Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Historical M&A data is subject to revision, particularly as additional deals from past periods enter the M&A database.

(\$ in millions)	Number of Deals – YTD			Deal Value – YTD		
	2019	2020	% Change	2019	2020	% Change
North America	3,113	2,783	(10.6%)	\$531,834	\$528,659	(0.6%)
– U.S.	2,569	2,533	(1.4%)	\$499,086	\$267,646	(46.4%)
Central / South America	189	185	(2.1%)	\$24,939	\$11,966	(52.0%)
Europe	2,581	2,388	(7.5%)	\$132,762	\$214,310	61.4%
– U.K.	732	598	(18.3%)	\$41,632	\$76,151	82.9%
– Germany	335	292	(12.8%)	\$32,360	\$60,355	86.5%
Africa / Middle East	210	199	(5.2%)	\$19,850	\$99,975	403.6%
Asia-Pacific (ex. Japan)	1,327	1,067	(19.6%)	\$128,223	\$74,207	(42.1%)
– China	776	683	(12.0%)	\$72,140	\$33,440	(53.6%)
– India	196	106	(45.9%)	\$17,390	\$8,283	(52.4%)
Japan	898	769	(14.4%)	\$22,760	\$19,671	(13.6%)
Global Total	7,286	6,740	(7.5%)	\$829,716	\$513,084	(38.2%)

Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Notes: Global Total will not equal the sum of the individual regions listed above, as cross-border transactions are reflected in both the target's and acquiror's respective regions.

Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Historical M&A data is subject to revision, particularly as additional deals from past periods enter the M&A database.

Global Middle-Market M&A Deal Statistics

(\$ in millions)	Number of Deals – March			Deal Value – March		
	2019	2020	% Change	2019	2020	% Change
North America	285	269	(5.6%)	\$27,610	\$19,425	(29.6%)
– U.S.	247	232	(6.1%)	\$23,282	\$17,905	(23.1%)
Central / South America	24	18	(25.0%)	\$2,893	\$2,599	(10.2%)
Europe	253	207	(18.2%)	\$22,191	\$11,775	(46.9%)
– U.K.	74	78	5.4%	\$6,644	\$4,325	(34.9%)
– Germany	23	12	(47.8%)	\$3,424	\$2,507	(26.8%)
Africa / Middle East	48	26	(45.8%)	\$2,590	\$1,500	(42.1%)
Asia-Pacific (ex. Japan)	333	232	(30.3%)	\$21,490	\$11,231	(47.7%)
– China	224	165	(26.3%)	\$14,511	\$7,784	(46.4%)
– India	45	18	(60.0%)	\$3,177	\$1,311	(58.7%)
Japan	126	93	(26.2%)	\$3,974	\$4,032	1.5%
Global Total	1,004	792	(21.1%)	\$67,268	\$45,204	(32.8%)

Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis.

Notes: Global Total will not equal the sum of the individual regions listed above, as cross-border transactions are reflected in both the target's and acquiror's respective regions.

Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Historical M&A data is subject to revision, particularly as additional deals from past periods enter the M&A database.

(\$ in millions)	Number of Deals – YTD			Deal Value – YTD		
	2019	2020	% Change	2019	2020	% Change
North America	1,037	857	(17.4%)	\$104,394	\$84,193	(19.4%)
– U.S.	751	814	8.4%	\$75,046	\$72,353	(3.6%)
Central / South America	70	64	(8.6%)	\$8,368	\$10,899	30.2%
Europe	766	699	(8.7%)	\$61,897	\$50,493	(18.4%)
– U.K.	234	230	(1.7%)	\$19,579	\$17,573	(10.2%)
– Germany	68	48	(29.4%)	\$8,512	\$7,289	(14.4%)
Africa / Middle East	112	108	(3.6%)	\$5,823	\$6,905	18.6%
Asia-Pacific (ex. Japan)	840	654	(22.1%)	\$56,876	\$35,591	(37.4%)
– China	515	415	(19.4%)	\$34,710	\$21,861	(37.0%)
– India	121	69	(43.0%)	\$7,216	\$4,779	(33.8%)
Japan	324	295	(9.0%)	\$14,881	\$15,623	5.0%
Global Total	2,756	2,562	(7.0%)	\$199,724	\$168,237	(15.8%)

Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Notes: Global Total will not equal the sum of the individual regions listed above, as cross-border transactions are reflected in both the target's and acquiror's respective regions.

Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Historical M&A data is subject to revision, particularly as additional deals from past periods enter the M&A database.

TOUGH BACKDROP EVIDENT IN MARCH M&A DATA

The poor near-term environment for M&A activity started to become apparent in March's data, with deeper declines possible in upcoming months. The U.S. deal count for March declined 18.0% to 695, trailing the LTM average of 896. Dollar volume dropped 33.0% to \$95.8 billion, below the LTM mean of \$126.3 billion. In the U.S. middle market, the number of deals was down 6.1%, and dollar value decreased 23.1%.

The latest updates on the U.S. economy foreshadowed further weakness in the months ahead. The jobs report for March included the first monthly decline in payrolls since September 2010. The headline unemployment rate is set to spike upward, as initial weekly jobless claims reached 22 million in the past four weeks. The combination of job losses and a bleak near-term outlook led to consumer confidence dropping to the lowest mark in more than three years and factored into a steep fall-off in discretionary consumer spending, which is also being limited by widespread business closures. Recently implemented fiscal policy, led by the CARES Act, is intended to mitigate the economic damage caused by the response to COVID-19. In addition, the Federal Reserve is implementing an extensive set of measures designed to support new government programs and keep financial systems functioning during the pandemic. Despite unprecedented federal actions, Q2 GDP is widely expected to contract severely, with the larger open question being the nature of the subsequent economic recovery.

The U.S. public leveraged finance markets were essentially closed during March, while private credit markets have remained accessible for high quality opportunities. Direct lenders with committed funds (and not subject to leverage) are still completing deals, as U.S. deal activity in March was just below the average of the prior six months. The vast majority of private credit transactions in March were related to M&A, with many committed prior to the COVID-19 shutdown. Leverage for direct lender deals seems to be 0.25-0.5x inside pre-COVID-19 levels, while pricing has been adjusted up 75-200 bps for the new risk paradigm. Borrowers in new deals typically are appropriately capitalized and insulated from COVID-19 headwinds. Also of note, many direct lenders have focused on managing stressed portfolios and secondary market opportunities. Data points in the U.S. syndicated leveraged finance markets in March included the lowest loan issuance in nine years, the least high yield volume since December 2018, hefty secondary market losses, and massive leveraged finance fund outflows. Despite an uptick in public market fundamentals since late March, we expect recent lending market trends to persist in the near term given widespread economic weakness and uncertainty.

Even with a rebound in the latter part of the month, the U.S. equity markets suffered heavy losses during March due to investor anxiety about the economic impact of business slowdowns and reduced demand due to COVID-19. The S&P 500 ended March down 12.5% for the month, bringing the Q1 decline to 20.0%. A substantial number of planned IPOs remain in the backlog as issuers await a possible window at higher market valuations and with lower volatility.

U.S. M&A Activity

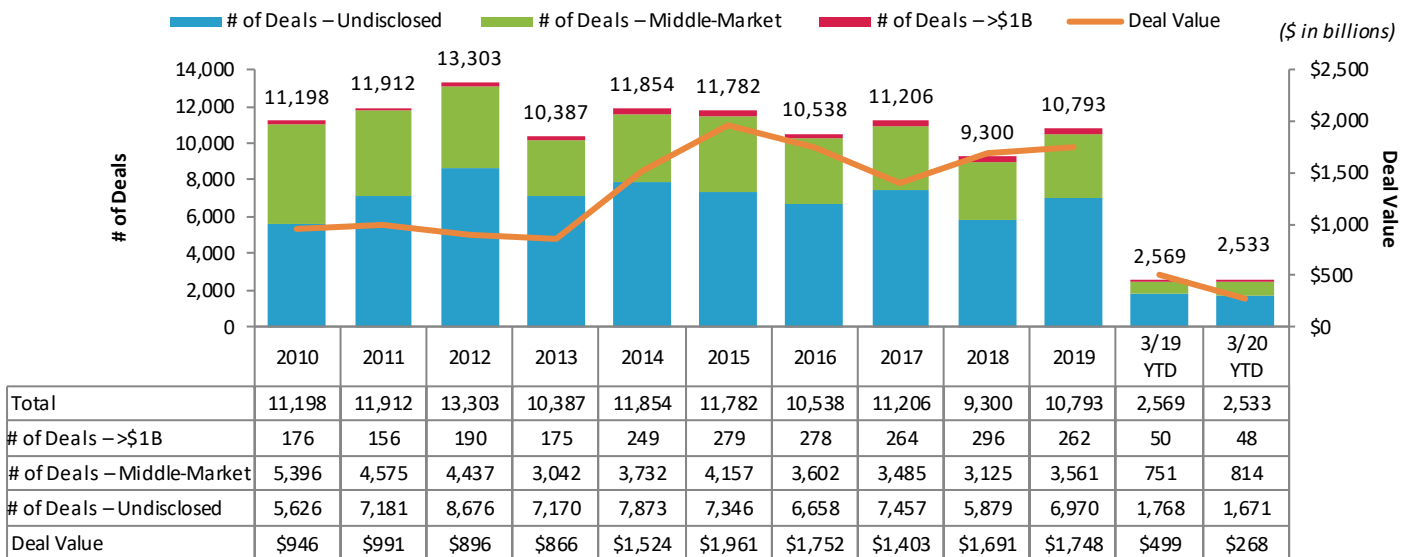
- In the U.S. M&A market during March, the deal count of 695 represented a year-over-year decrease of 18.0% and was below the LTM average of 896. Dollar volume of \$95.8 billion was 33.0% below the year-ago figure and was under the LTM mean of \$126.3 billion.
- Year to date, the transaction count was down 1.4% to 2,533. Dollar volume decreased 46.4% to \$267.6 billion. Lower volume was mostly a function of the middle-market segment, as dollar volume for billion-dollar-plus deals contracted 53.9%.
- For the LTM period, the number of announced transactions was up 18.8% to 10,757. Dollar volume decreased 10.4% to \$1.52 trillion.

U.S. Middle-Market Activity

- U.S. middle-market M&A metrics were down in March. The deal count decreased 6.1% to 232, below the LTM average of 302. Dollar volume of \$17.9 billion (-23.1%) was less than the LTM mean of \$29.0 billion.
- In Q1 2020, the number of announced transactions increased 8.4% to 814. Dollar volume was down 3.6% to \$72.4 billion.
- For the LTM period, the deal count was up 21.1% to 3,624. Dollar volume decreased 6.7% to \$348.4 billion.
- In the U.S. middle market, the median EBITDA transaction multiple for the LTM period ended in March was 10.1x. The median valuation during the last six months (October 2019 through March 2020) was also 10.1x, equaling the median figure during the preceding six months (April 2019 through September 2019).

U.S. M&A Activity

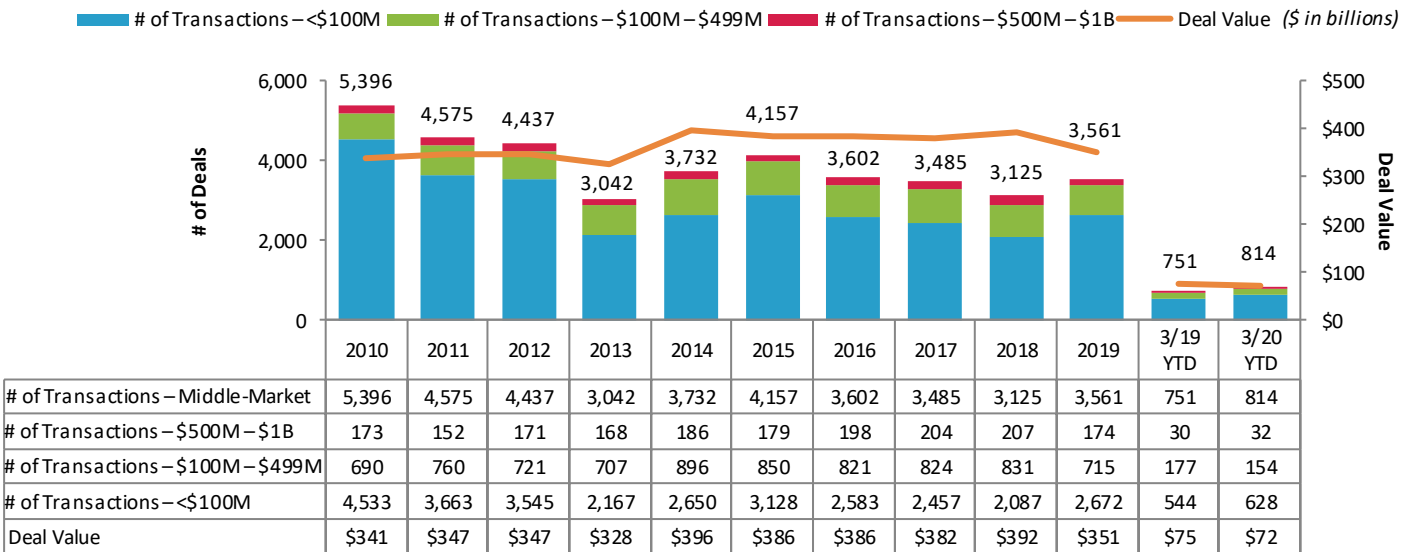
U.S. M&A Activity



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Note: Middle-market transactions defined as those with a disclosed transaction value of less than \$1 billion. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

U.S. Middle-Market M&A Activity



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Note: Middle-market transactions defined as those with a disclosed transaction value of less than \$1 billion. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

U.S. Middle-Market M&A Deal Statistics

Number of Deals				Deal Value			
	2019	2020	% Change	(\$ in millions)	2019	2020	% Change
March				March			
<\$100M	184	182	(1.1%)	<\$100M	\$4,957	\$4,424	(10.8%)
\$100M-\$499M	53	44	(17.0%)	\$100M-\$499M	\$11,357	\$9,612	(15.4%)
\$500M-\$1,000M	10	6	(40.0%)	\$500M-\$1,000M	\$6,969	\$3,870	(44.5%)
Total Middle Market	247	232	(6.1%)	Total Middle Market	\$23,282	\$17,905	(23.1%)
Monthly Average	249	302	21.1%	Monthly Average	\$31,115	\$29,037	(6.7%)
>\$1,000M	21	10	(52.4%)	>\$1,000M	\$119,784	\$77,925	(34.9%)
Undisclosed	580	453	(21.9%)	Undisclosed	**	**	**
Total	848	695	(18.0%)	Total	\$143,067	\$95,831	(33.0%)
Monthly Average	754	896	18.8%	Monthly Average	\$141,040	\$126,339	(10.4%)
YTD				YTD			
<\$100M	544	628	15.4%	<\$100M	\$15,612	\$15,543	(0.4%)
\$100M-\$499M	177	154	(13.0%)	\$100M-\$499M	\$38,724	\$34,760	(10.2%)
\$500M-\$1,000M	30	32	6.7%	\$500M-\$1,000M	\$20,710	\$22,050	6.5%
Total Middle Market	751	814	8.4%	Total Middle Market	\$75,046	\$72,353	(3.6%)
>\$1,000M	50	48	(4.0%)	>\$1,000M	\$424,040	\$195,293	(53.9%)
Undisclosed	1,768	1,671	(5.5%)	Undisclosed	**	**	**
Total	2,569	2,533	(1.4%)	Total	\$499,086	\$267,646	(46.4%)
LTM				LTM			
<\$100M	1,997	2,756	38.0%	<\$100M	\$59,346	\$70,498	18.8%
\$100M-\$499M	807	692	(14.3%)	\$100M-\$499M	\$184,459	\$156,014	(15.4%)
\$500M-\$1,000M	189	176	(6.9%)	\$500M-\$1,000M	\$129,570	\$121,932	(5.9%)
Total Middle Market	2,993	3,624	21.1%	Total Middle Market	\$373,375	\$348,443	(6.7%)
>\$1,000M	277	260	(6.1%)	>\$1,000M	\$1,319,104	\$1,167,620	(11.5%)
Undisclosed	5,783	6,873	18.8%	Undisclosed	**	**	**
Total	9,053	10,757	18.8%	Total	\$1,692,479	\$1,516,064	(10.4%)

Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD and LTM as of March 31.

Note: Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

U.S. Middle-Market Enterprise Value to Median EBITDA, EBIT, and Revenue Multiples

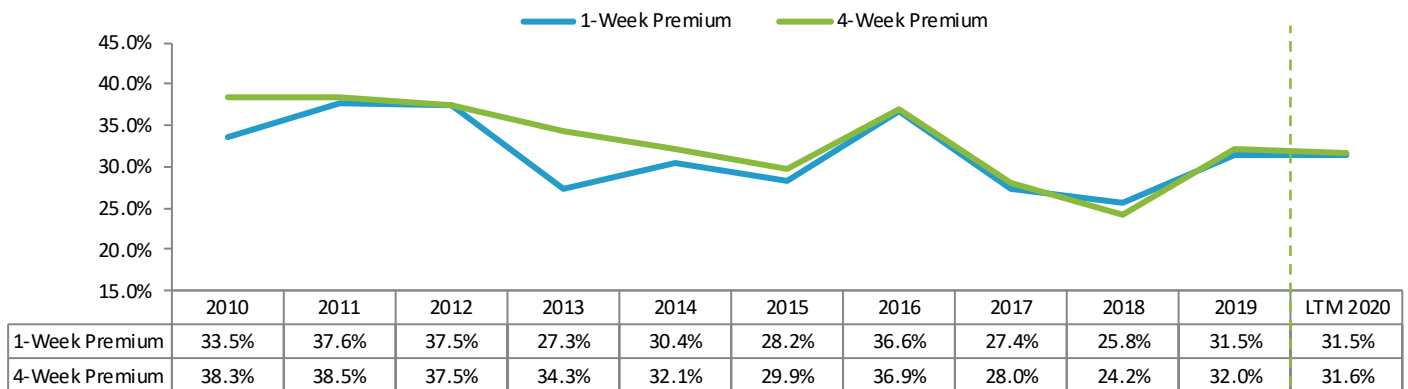
Transaction Size	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	LTM 2020
EV/EBITDA											
<\$100M	7.0x	8.3x	7.1x	6.8x	8.1x	6.9x	7.4x	7.1x	8.0x	7.6x	8.8x
\$100M-\$499M	10.1x	9.3x	9.1x	9.5x	9.9x	10.2x	10.0x	9.9x	9.1x	11.2x	10.0x
\$500M-\$1B	9.0x	9.9x	8.7x	8.4x	9.9x	10.7x	11.3x	11.5x	10.2x	11.0x	11.3x
Middle-Market	8.6x	9.2x	8.1x	8.4x	9.2x	8.6x	9.2x	9.4x	9.0x	10.1x	10.1x
EV/EBIT											
<\$100M	10.3x	11.3x	10.3x	12.5x	11.4x	10.6x	10.8x	9.5x	12.3x	10.3x	11.1x
\$100M-\$499M	12.2x	12.8x	13.0x	13.7x	13.1x	12.2x	12.1x	16.1x	13.2x	13.9x	14.1x
\$500M-\$1B	13.4x	12.9x	13.8x	13.6x	13.0x	16.9x	13.5x	20.0x	14.3x	15.8x	15.4x
Middle-Market	11.3x	12.1x	11.9x	12.5x	12.5x	11.6x	11.7x	13.2x	13.3x	12.8x	13.1x
EV/Revenue											
<\$100M	0.94x	1.00x	0.81x	0.83x	0.88x	1.01x	1.04x	1.07x	1.04x	0.96x	0.95x
\$100M-\$499M	1.24x	1.39x	1.36x	1.43x	1.40x	1.51x	1.44x	1.33x	1.52x	1.67x	1.57x
\$500M-\$1B	1.56x	1.04x	1.23x	1.36x	1.59x	1.73x	1.95x	1.81x	1.50x	1.78x	1.82x
Middle-Market	1.07x	1.14x	1.00x	1.01x	1.10x	1.14x	1.18x	1.25x	1.20x	1.14x	1.18x

Source: Capital IQ and Robert W. Baird & Co. Incorporated M&A Market Analysis. Median multiples are calculated using deals for which meaningful data is available.

LTM as of March 31. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

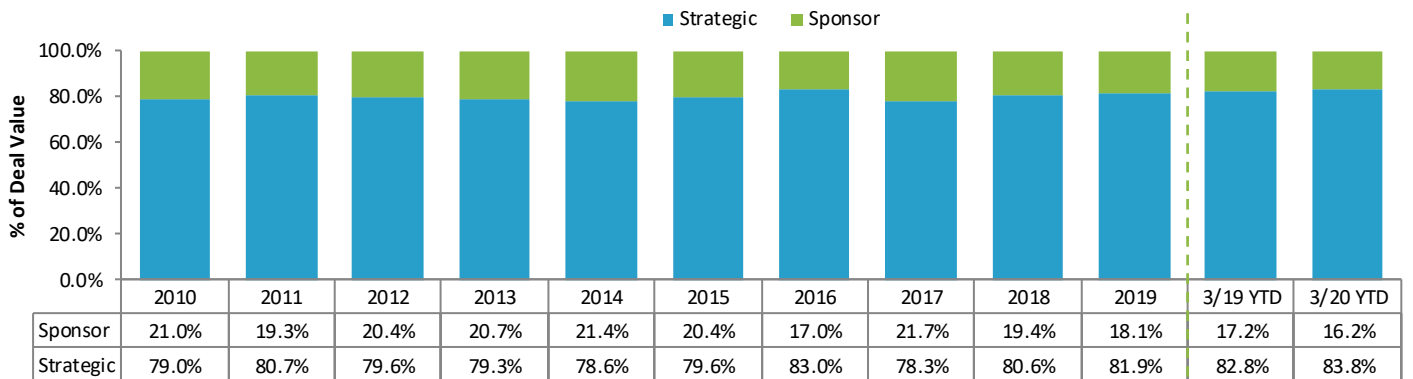
U.S. Middle-Market M&A Deal Statistics

U.S. Middle-Market Median Acquisition Premiums



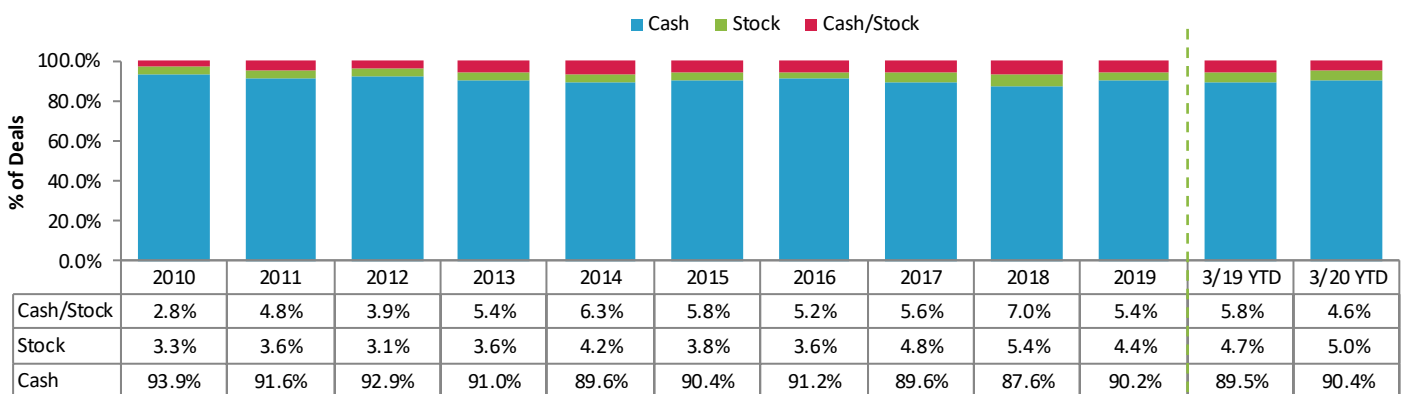
Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. LTM as of March 31.
 Note: Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

U.S. Middle-Market Transaction Composition – Strategic vs. Sponsor Deal Value



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.
 Note: Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

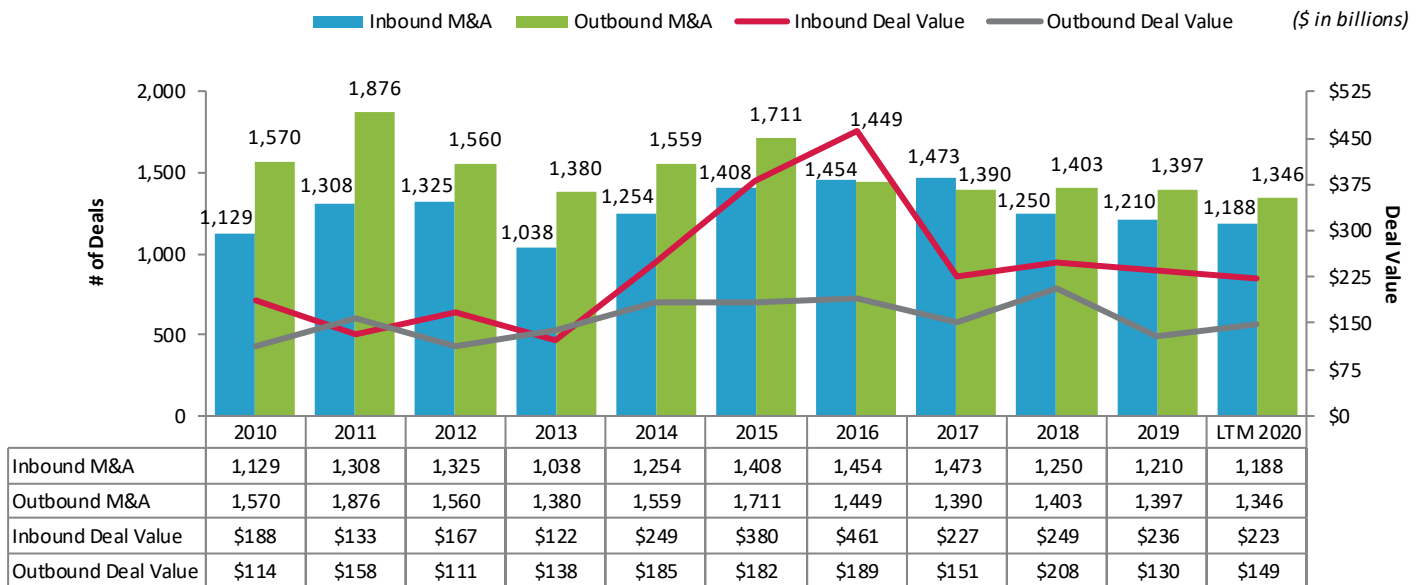
U.S. Middle-Market M&A Payment Method by Number of Deals



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.
 Note: Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

U.S. M&A Dollar Volume Analysis

U.S. – Inbound and Outbound M&A Activity



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. LTM as of March 31.

Note: Inbound M&A represents U.S. target/non-U.S. acquiror; Outbound M&A represents non-U.S. target/U.S. acquiror. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Top 10 U.S. Target Industries Acquired by Non-U.S. Companies – YTD		Top 10 Non-U.S. Acquirors of U.S. Targets – YTD		Top 10 Non-U.S. Target Industries Acquired by U.S. Companies – YTD	
Industry	# of Deals	Country	# of Deals	Industry	# of Deals
1. Technology	87	1. Canada	71	1. Technology	122
2. Professional Services	41	2. United Kingdom	58	2. Professional Services	32
3. Healthcare	39	3. Japan	45	3. Healthcare	30
4. Consumer Products	11	4. Australia	13	4. Insurance	14
5. Telecommunications	10	5. France	12	5. Chemicals	11
6. Utility & Energy	9	5. Germany	12	6. Dining & Lodging	10
7. Auto/Truck	8	7. China	7	7. Transportation	9
7. Finance	8	7. Sweden	7	8. Consumer Products	8
7. Machinery	8	9. Ireland	5	8. Finance	8
7. Real Estate/Property	8	9. Singapore	5	10. Food & Beverage	7

Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Note: Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Europe M&A Commentary

Europe's M&A market experienced relative strength in dollar volume during March. The deal total declined 23.1% to 668, which lagged the LTM average of 875. Reported dollar volume climbed 47.7% to \$81.0 billion, above the LTM mean of \$77.1 billion. In Europe's middle market, the number of transactions fell 18.2%, and dollar value decreased 46.9%.

In Q1 2020, the deal count for Europe's M&A market was down 7.5% to 2,388, which was 11% below the quarterly average of 2019. Reported dollar volume jumped 61.4% to \$214.3 billion, exceeding last year's quarterly mean by 2%. Year to date in the middle market, the transaction total decreased 8.7%, and dollar value was down 18.4%.

In Europe, economic data for March began to incorporate the negative impact of COVID-19. The composite PMI for euro zone activity sank to a record low, with the sharpest contraction in Italy, Spain, and France. All PMI components deteriorated massively, including the most job losses since June 2009. In the U.K. (Europe's largest M&A market), the services PMI dropped to the lowest mark in its 23-year history, and the manufacturing sector returned to contraction in declining to a three-month low. Further weakness in the months ahead is widely anticipated, as indicated by the Economic Sentiment Indicator of the European Union falling to a seven-year low in recording the largest single-month drop in 35 years of data. Due to the challenging economic outlook, the European Central Bank and the Bank of England dramatically stepped up their efforts to provide monetary support to banks, businesses, and government entities, while finance ministers in the euro zone recently proposed a substantial fiscal relief package.

In Europe, the median EBITDA transaction multiple was 8.6x for the LTM period. The median valuation during the last six months (October 2019 through March 2020) was 8.3x, slightly below the median figure of 8.6x over the preceding six months (April 2019 through September 2019).

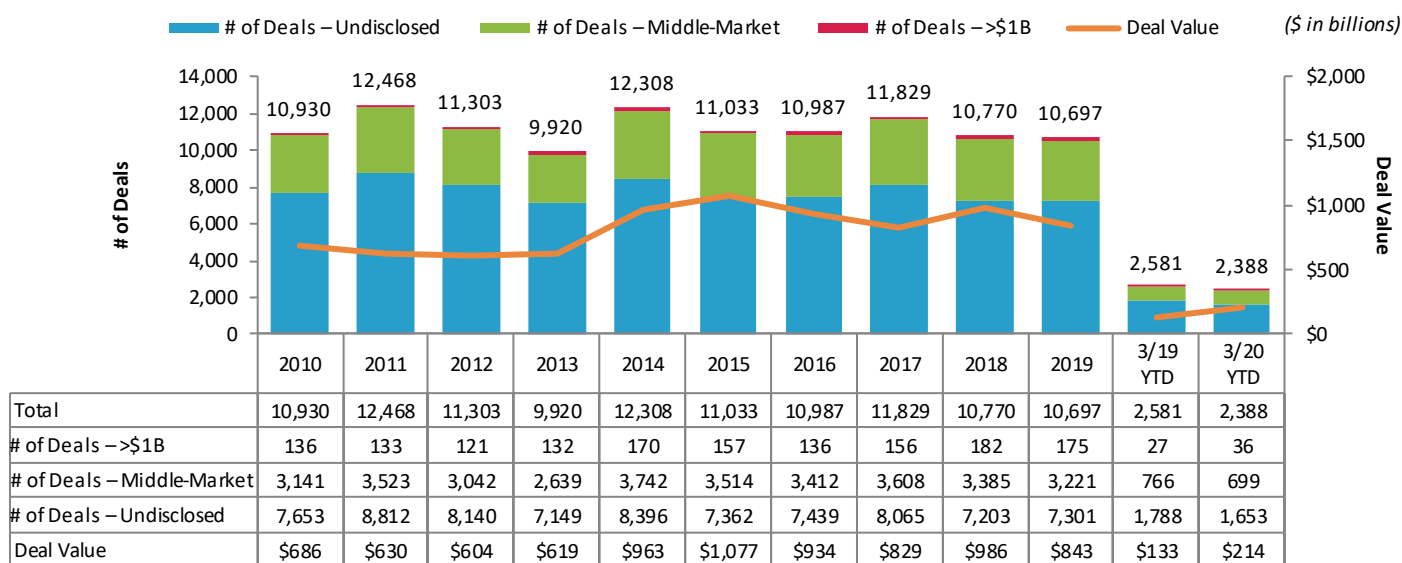
Year to date in the U.K., the deal count declined 18.3% to 598, with the decrease due to a slower pace of inbound and domestic activity. Dollar volume expanded 82.9% to \$76.2 billion, rising based on higher domestic and inbound volumes.

Through the first quarter of the year, the number of announced transactions in the U.K. middle market edged down 1.7% to 230. Dollar volume declined 10.2% to \$17.6 billion.

For January through March, the deal count in Germany's M&A market was down 12.8% to 292, incorporating reduced domestic and cross-border activity. In contrast, dollar volume advanced 86.5% to \$60.4 billion, with the increase due to higher domestic and inbound volume.

Year to date in Germany's middle market, the number of announced transactions decreased 29.4% to 48. Dollar volume contracted 14.4% to \$7.3 billion.

Europe M&A Activity



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Note: Middle-market transactions defined as those with a disclosed transaction value of less than \$1 billion. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Europe Middle-Market M&A Deal Statistics

Number of Deals				Deal Value			
	2019	2020	% Change		2019	2020	% Change
March				<i>(\$ in millions)</i>			
<\$100M	198	176	(11.1%)	March	<\$100M	\$4,228	\$2,851 (32.6%)
\$100M-\$499M	45	27	(40.0%)		\$100M-\$499M	\$10,619	\$6,239 (41.3%)
\$500M-\$1,000M	10	4	(60.0%)		\$500M-\$1,000M	\$7,345	\$2,686 (63.4%)
Total Middle Market	253	207	(18.2%)		Total Middle Market	\$22,191	\$11,775 (46.9%)
Monthly Average	278	263	(5.5%)		Monthly Average	\$25,542	\$21,844 (14.5%)
>\$1,000M	12	9	(25.0%)		>\$1,000M	\$32,641	\$69,227 112.1%
Undisclosed	604	452	(25.2%)		Undisclosed	**	** **
Total	869	668	(23.1%)		Total	\$54,832	\$81,003 47.7%
Monthly Average	875	875	0.1%		Monthly Average	\$70,202	\$77,079 9.8%
YTD				YTD			
<\$100M	596	571	(4.2%)		<\$100M	\$11,544	\$9,339 (19.1%)
\$100M-\$499M	142	101	(28.9%)		\$100M-\$499M	\$30,615	\$22,048 (28.0%)
\$500M-\$1,000M	28	27	(3.6%)		\$500M-\$1,000M	\$19,738	\$19,106 (3.2%)
Total Middle Market	766	699	(8.7%)		Total Middle Market	\$61,897	\$50,493 (18.4%)
>\$1,000M	27	36	33.3%		>\$1,000M	\$70,865	\$163,818 131.2%
Undisclosed	1,788	1,653	(7.6%)		Undisclosed	**	** **
Total	2,581	2,388	(7.5%)		Total	\$132,762	\$214,310 61.4%
LTM				LTM			
<\$100M	2,536	2,453	(3.3%)		<\$100M	\$48,957	\$46,576 (4.9%)
\$100M-\$499M	637	576	(9.6%)		\$100M-\$499M	\$142,293	\$128,774 (9.5%)
\$500M-\$1,000M	166	125	(24.7%)		\$500M-\$1,000M	\$115,255	\$86,784 (24.7%)
Total Middle Market	3,339	3,154	(5.5%)		Total Middle Market	\$306,505	\$262,134 (14.5%)
>\$1,000M	165	184	11.5%		>\$1,000M	\$535,923	\$662,811 23.7%
Undisclosed	6,993	7,166	2.5%		Undisclosed	**	** **
Total	10,497	10,504	0.1%		Total	\$842,428	\$924,944 9.8%

Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD and LTM as of March 31.

Note: Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

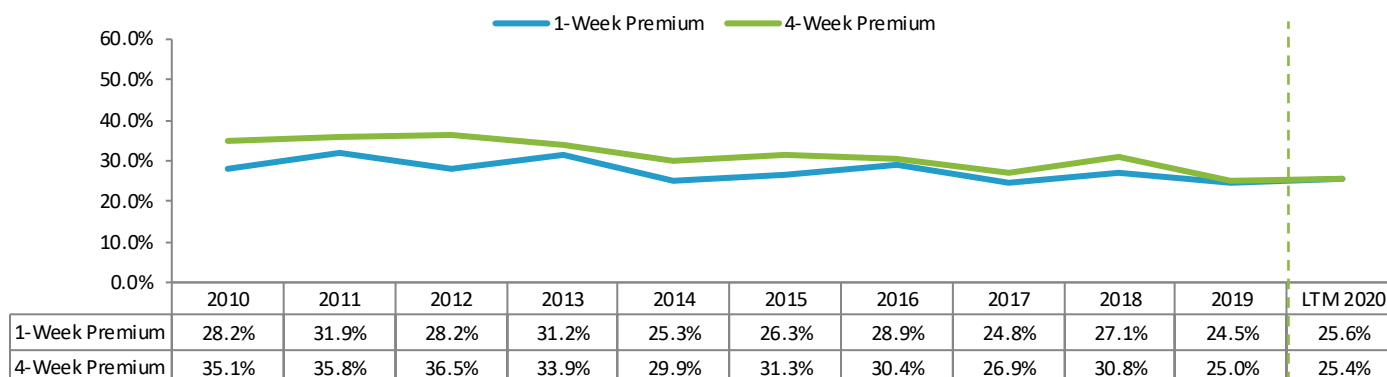
Europe Middle-Market Enterprise Value to Median EBITDA, EBIT, and Revenue Multiples											
Transaction Size	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	LTM 2020
EV/EBITDA											
<\$100M	6.6x	7.3x	6.8x	6.7x	7.8x	7.5x	7.4x	7.3x	7.7x	7.6x	7.5x
\$100M-\$499M	8.1x	8.7x	9.2x	8.3x	9.3x	9.8x	10.0x	10.9x	9.9x	11.2x	11.0x
\$500M-\$1B	8.9x	9.5x	8.1x	9.4x	9.6x	10.6x	10.1x	11.1x	11.0x	11.1x	10.0x
Middle-Market	7.5x	8.0x	7.7x	7.5x	8.2x	8.6x	8.2x	8.4x	8.4x	8.6x	8.6x
EV/EBIT											
<\$100M	7.4x	9.0x	7.7x	7.8x	9.4x	9.3x	8.7x	9.0x	9.5x	8.9x	10.0x
\$100M-\$499M	10.6x	11.5x	13.1x	12.0x	12.4x	13.5x	13.0x	12.5x	12.6x	14.2x	14.2x
\$500M-\$1B	12.8x	13.3x	10.3x	12.0x	12.7x	15.5x	12.7x	19.5x	13.5x	11.8x	11.4x
Middle-Market	8.6x	10.8x	9.5x	10.0x	10.6x	11.4x	11.5x	10.2x	11.2x	11.0x	11.1x
EV/Revenue											
<\$100M	0.71x	0.74x	0.73x	0.73x	0.87x	0.93x	0.87x	0.87x	0.99x	0.91x	0.88x
\$100M-\$499M	1.09x	1.21x	1.29x	1.33x	1.34x	1.34x	1.26x	1.27x	1.25x	1.64x	1.42x
\$500M-\$1B	1.43x	1.44x	1.33x	1.60x	1.30x	1.41x	2.20x	1.50x	1.35x	1.97x	1.96x
Middle-Market	0.82x	0.85x	0.87x	0.92x	0.98x	1.00x	0.98x	0.95x	1.06x	1.03x	1.01x

Source: Capital IQ and Robert W. Baird & Co. Incorporated M&A Market Analysis. Median multiples are calculated using deals for which meaningful data is available.

LTM as of March 31. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

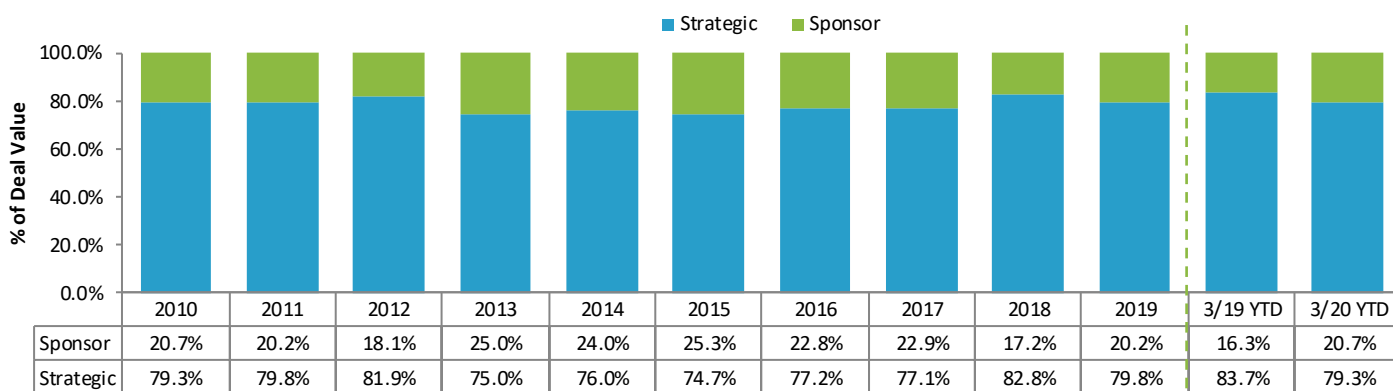
Europe Middle-Market M&A Deal Statistics

Europe Middle-Market Median Acquisition Premiums



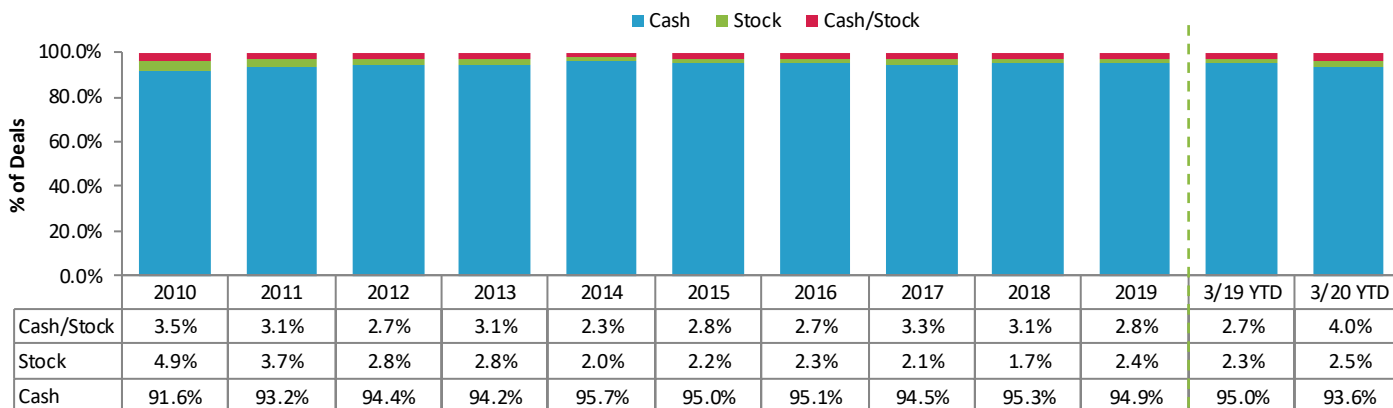
Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. LTM as of March 31.
 Note: Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Europe Middle-Market Transaction Composition – Strategic vs. Sponsor Deal Value



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.
 Note: Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

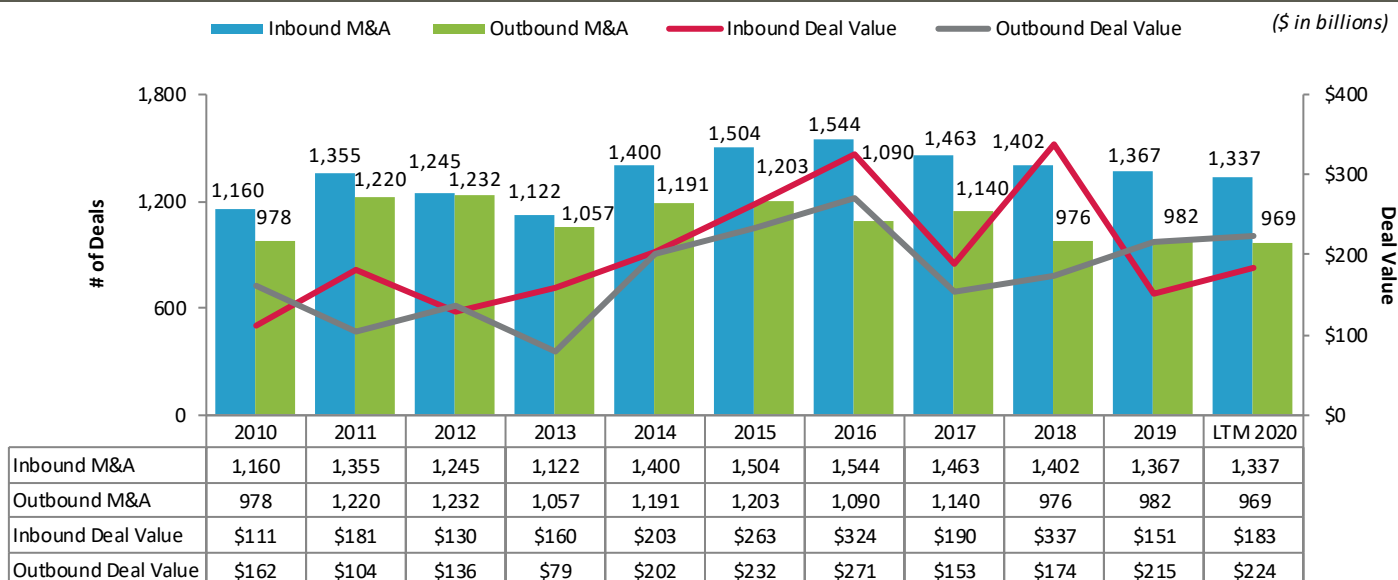
Europe Middle-Market M&A Payment Method by Number of Deals



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.
 Note: Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Europe Cross-Border M&A Activity

Europe – Inbound and Outbound M&A



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. LTM as of March 31.

Note: Inbound M&A represents European target/non-European acquiror; Outbound M&A represents non-European target/European acquiror. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Top 10 European Target Countries Acquired by Non-European Companies – YTD		Top 10 European Target Industries Acquired by Non-European Companies – YTD	
Country	# of Deals	Industry	# of Deals
1. United Kingdom	91	1. Technology	107
2. Germany	45	2. Professional Services	32
3. France	36	3. Healthcare	28
4. Italy	27	4. Transportation	19
5. Spain	24	5. Real Estate/Property	14
6. Switzerland	12	6. Chemicals	11
7. Ireland	8	6. Machinery	11
7. Poland	8	8. Dining & Lodging	10
9. Netherlands	7	9. Consumer Products	9
10. Belgium	6	9. Telecommunications	9

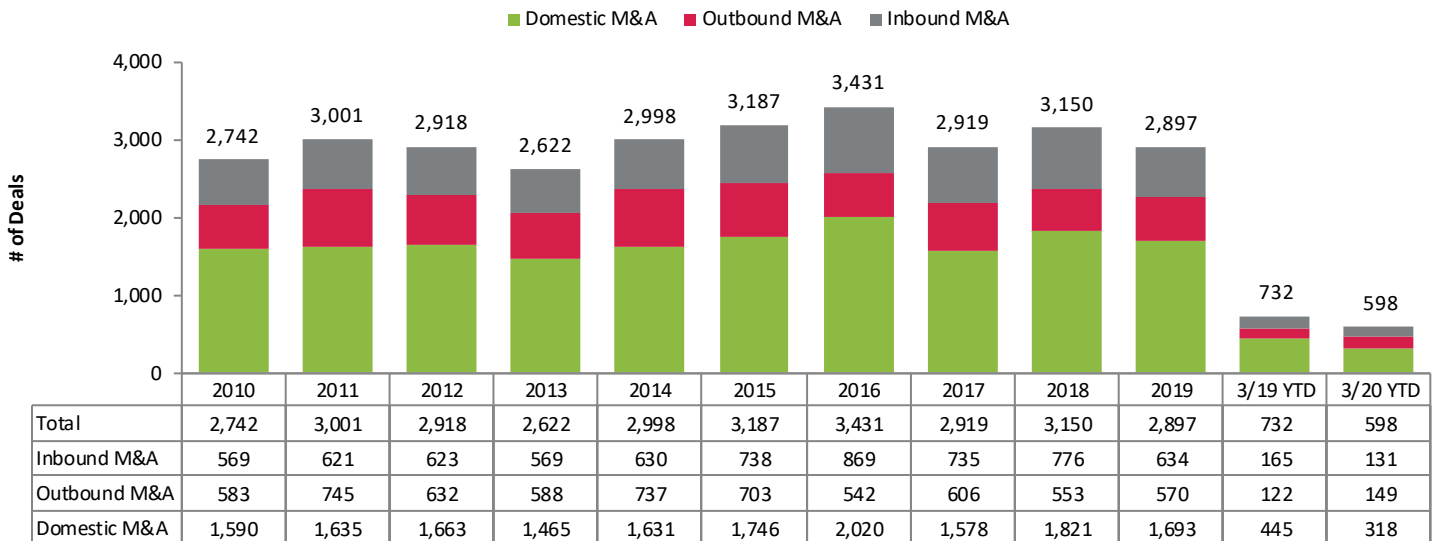
Top 10 Non-European Target Countries Acquired by European Companies – YTD		Top 10 Non-European Target Industries Acquired by European Companies – YTD	
Country	# of Deals	Industry	# of Deals
1. United States	116	1. Technology	66
2. Australia	26	2. Professional Services	32
3. Brazil	15	3. Healthcare	24
4. Canada	11	4. Consumer Products	8
5. India	4	4. Finance	8
5. Mexico	4	4. Food & Beverage	8
7. Argentina	3	7. Construction/Building	7
7. Bermuda	3	7. Oil & Gas	7
7. China	3	7. Utility & Energy	7
7. Israel	3	10. Retail	5

Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Note: Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

U.K. Cross-Border M&A Activity

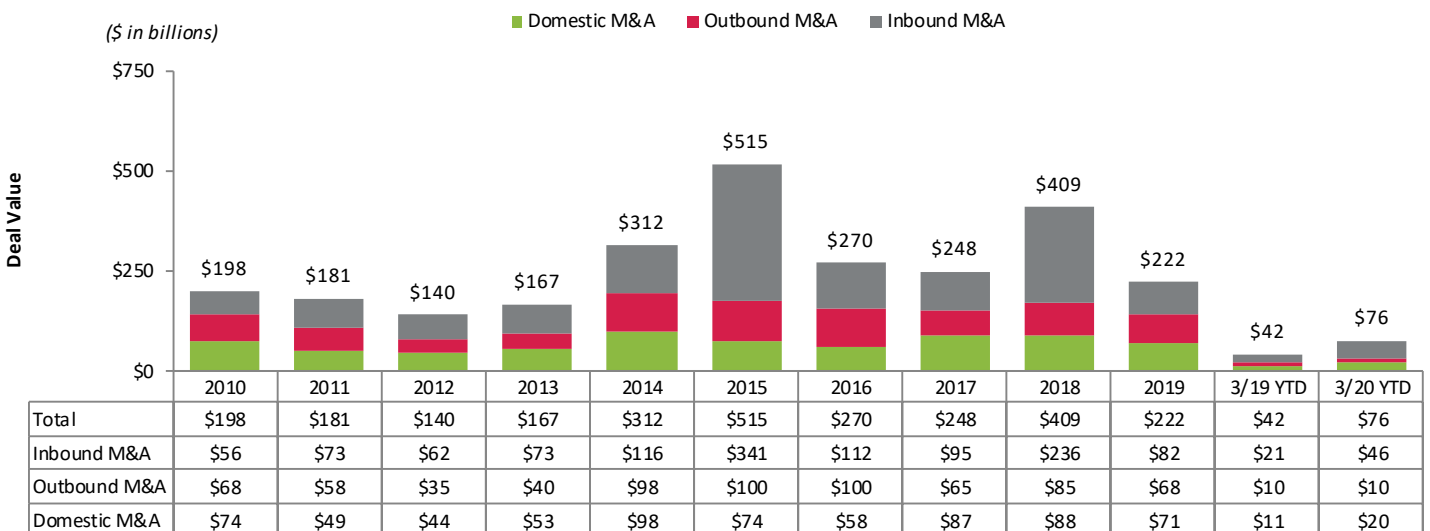
U.K. Number of Deals (Domestic/Outbound/Inbound)



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Note: Domestic M&A represents U.K. target/U.K. acquirer; Outbound M&A represents non-U.K. target/U.K. acquirer; Inbound M&A represents U.K. target/non-U.K. acquirer. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

U.K. Deal Value (Domestic/Outbound/Inbound)

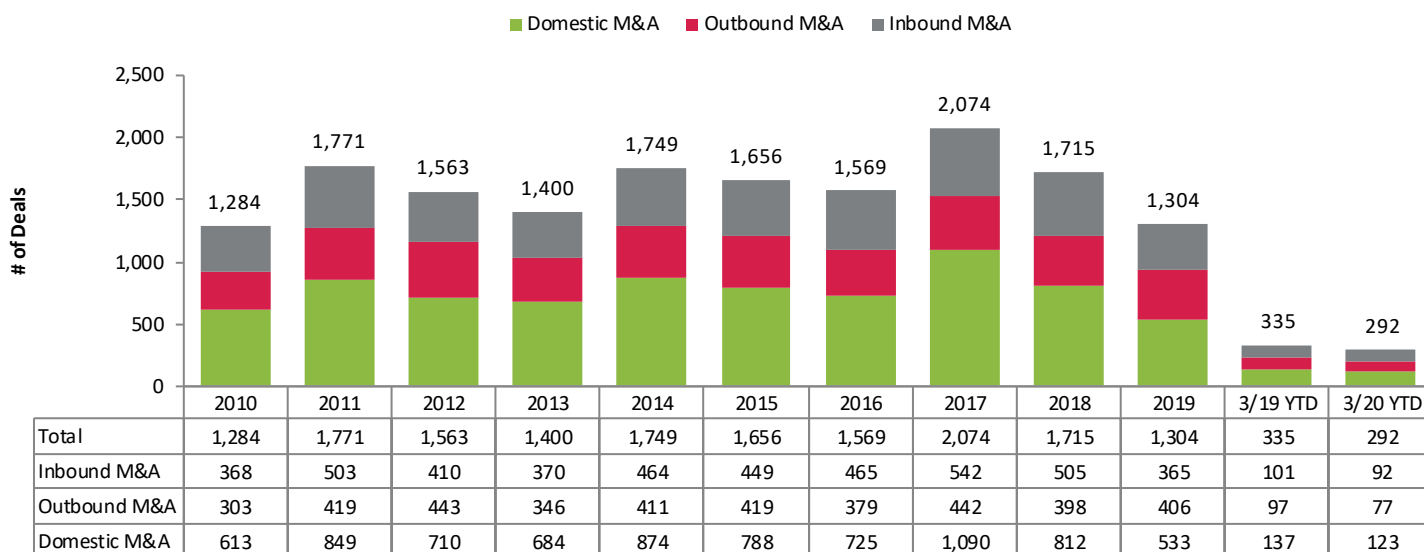


Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Note: Domestic M&A represents U.K. target/U.K. acquirer; Outbound M&A represents non-U.K. target/U.K. acquirer; Inbound M&A represents U.K. target/non-U.K. acquirer. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Germany Cross-Border M&A Activity

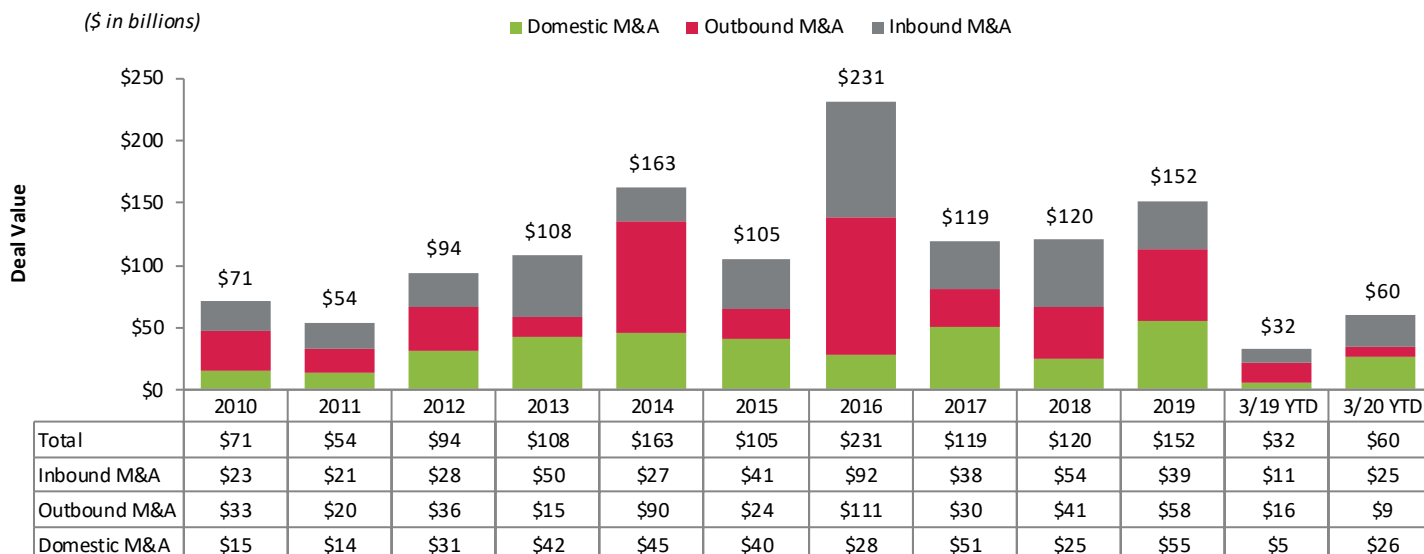
Germany Number of Deals (Domestic/Outbound/Inbound)



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Note: Domestic M&A represents Germany target/Germany acquiror; Outbound M&A represents non-Germany target/Germany acquiror; Inbound M&A represents Germany target/non-Germany acquiror. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Germany Deal Value (Domestic/Outbound/Inbound)



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Note: Domestic M&A represents Germany target/Germany acquiror; Outbound M&A represents non-Germany target/Germany acquiror; Inbound M&A represents Germany target/non-Germany acquiror. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Asia M&A Commentary

For March, declines in M&A metrics in Asia (ex. Japan) were comparable to the overall M&A market. The number of deals fell 20.2% to 390, below the LTM mean of 439. Announced dollar volume was down 32.1% to \$27.1 billion, falling short of the LTM mean of \$34.0 billion. In the middle market, the deal total decreased 30.3%, and dollar value dropped 47.7%.

During Q1 2020 the M&A transaction total for Asia (ex. Japan) decreased 19.6% to 1,067, the lowest quarterly total since Q2 2009. Dollar volume was down 42.1% to \$74.2 billion, the least quarterly volume in more than six years. In Asia's middle market, the Q1 deal count declined 22.1%, and dollar value was 37.4% below the Q1 2019 level.

China's economy began the recovery process in March after efforts to contain the spread of COVID-19 caused activity to plunge in February. China's official manufacturing PMI, Caixin manufacturing PMI, and official non-manufacturing PMI for March expanded from extremely low bases in February, when each index posted readings at or near all-time lows. For two of these indices, new orders showed slight declines from February to March, highlighting how COVID-19 is hurting the economies of global trading partners. China's trade activity in March declined less than expected, possibly reflecting benefits of the phase one trade agreement with the U.S. Due to substandard output in February and March, China reported its first quarterly GDP contraction in 40+ years, with Q1 GDP down 6.8%. To reduce the economic damage of COVID-19, China's government and central bank are implementing various monetary, fiscal, and regulatory measures designed to boost activity the near term.

In China's M&A market, the transaction total in March decreased 10.0% to 288, just above the LTM average of 282. Dollar volume fell 45.0% to \$11.9 billion, which was below the LTM mean of \$19.1 billion.

Through the first three months of the year, the deal count in China was down 12.0% to 683 due to lower domestic and outbound activity. Dollar volume decreased 53.6% to \$33.4 billion, with contraction in domestic and outbound volumes.

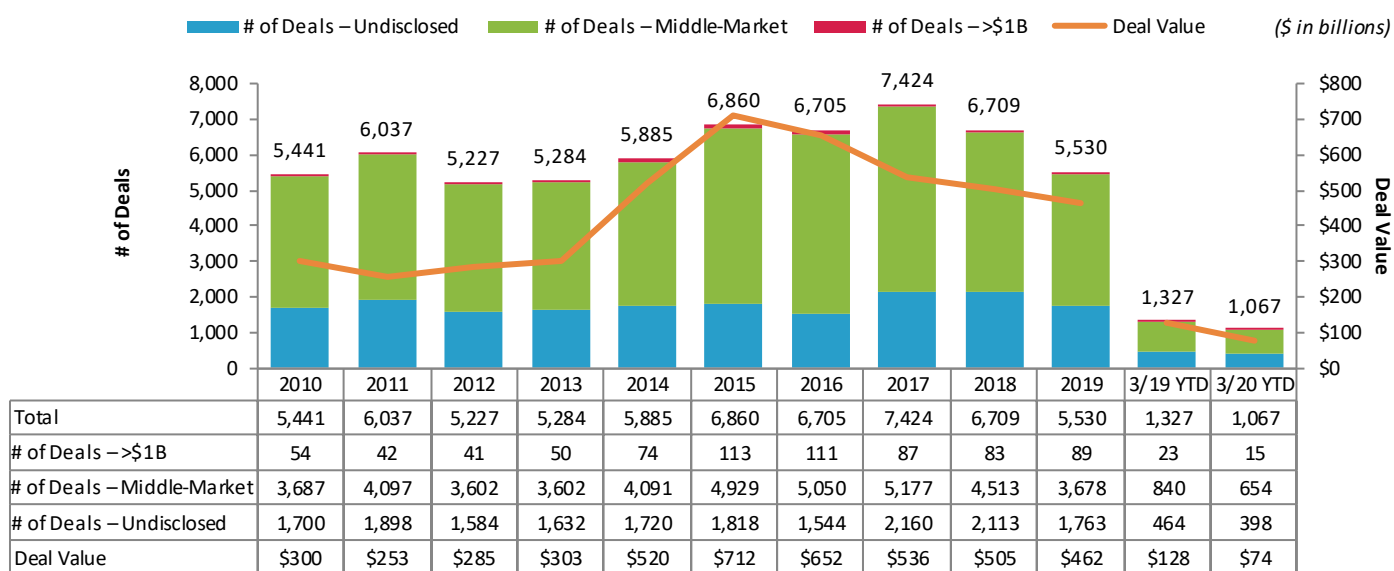
Year-to-date metrics in China's middle market were lower through March. The number of announced transactions dropped 19.4% to 415, and dollar volume decreased 37.0% to \$21.9 billion.

M&A results for India weakened during Q1 2020. The transaction total declined 45.9% to 106, reflecting reduced domestic and cross-border deal counts. Dollar volume contracted 52.4% to \$8.3 billion as a function of lower domestic and inbound volumes.

Year to date, the number of announced deals in India's middle market decreased 43.0% to 69. Dollar volume was down 33.8% to \$4.8 billion.

In the first quarter of 2020, the deal count in Japan's M&A market declined 14.4% to 769 due to a fall-off in domestic and outbound activity. Dollar volume decreased 13.6% to \$19.7 billion, with outbound contraction outweighing higher domestic volume.

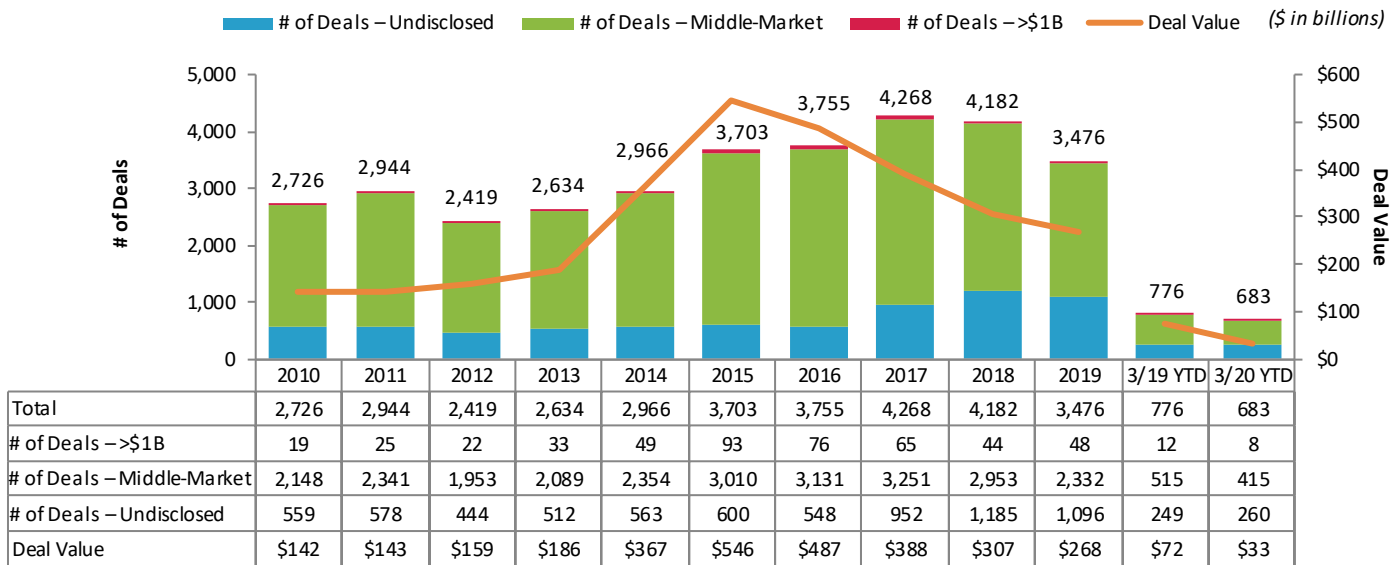
Asia (ex. Japan) M&A Activity



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.
Note: Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

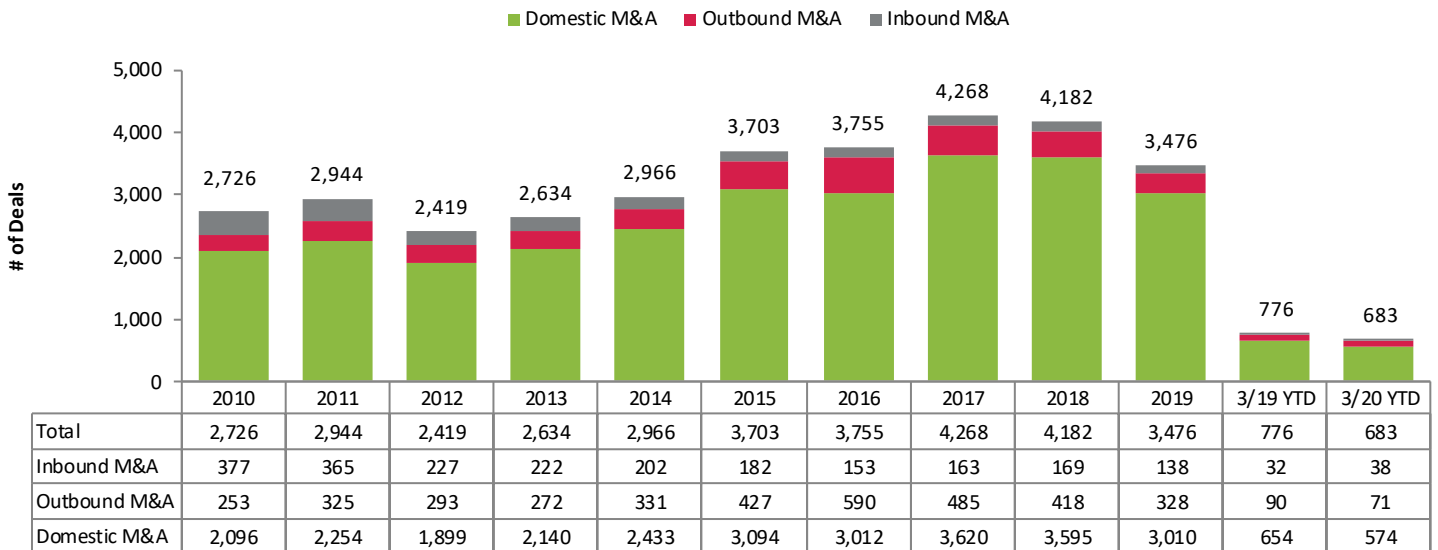
China M&A Activity

China M&A Activity



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.
 Note: Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

China Number of Deals (Domestic/Outbound/Inbound)



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.
 Note: Domestic M&A represents China target/China acquiror; Outbound M&A represents non-China target/China acquiror; Inbound M&A represents China target/non-China acquiror.
 Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

China M&A Deal Statistics

China Number of Deals								
	Domestic		Outbound		Inbound		Total	
	2019	2020	2019	2020	2019	2020	2019	2020
March								
Middle Market	194	144	24	14	6	7	224	165
>\$1B	3	2	1	1	0	0	4	3
Undisclosed	80	106	6	8	6	6	92	120
Total	277	252	31	23	12	13	320	288
YTD								
Middle Market	436	356	63	41	16	18	515	415
>\$1B	11	5	1	1	0	2	12	8
Undisclosed	207	213	26	29	16	18	249	260
Total	654	574	90	71	32	38	776	683
LTM								
Middle Market	2,437	1,959	270	201	75	72	2,782	2,232
>\$1B	37	31	8	10	1	3	46	44
Undisclosed	948	940	127	98	83	69	1,158	1,107
Total	3,422	2,930	405	309	159	144	3,986	3,383

Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD and LTM as of March 31.

Note: Domestic M&A represents China target/China acquiror; Outbound M&A represents non-China target/China acquiror; Inbound M&A represents China target/non-China acquiror. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

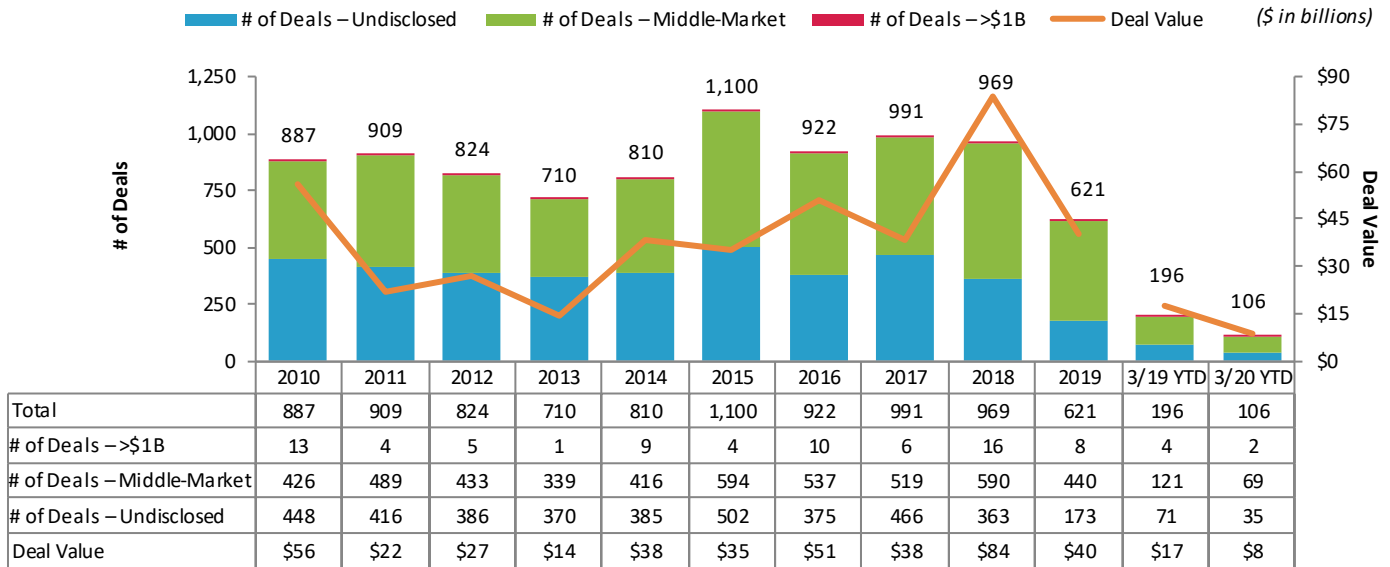
China Deal Value								
(\$ in millions)	Domestic		Outbound		Inbound		Total	
	2019	2020	2019	2020	2019	2020	2019	2020
March								
Middle Market	\$10,491	\$6,255	\$2,956	\$943	\$1,065	\$586	\$14,511	\$7,784
>\$1B	\$5,657	\$3,046	\$1,453	\$1,063	\$0	\$0	\$7,110	\$4,109
Total	\$16,148	\$9,302	\$4,408	\$2,005	\$1,065	\$586	\$21,621	\$11,893
YTD								
Middle Market	\$24,293	\$17,589	\$7,851	\$2,383	\$2,566	\$1,889	\$34,710	\$21,861
>\$1B	\$35,977	\$7,484	\$1,453	\$1,063	\$0	\$3,033	\$37,430	\$11,579
Total	\$60,270	\$25,073	\$9,304	\$3,445	\$2,566	\$4,922	\$72,140	\$33,440
LTM								
Middle Market	\$136,265	\$107,447	\$30,501	\$16,083	\$10,575	\$6,601	\$177,341	\$130,131
>\$1B	\$114,272	\$70,462	\$24,354	\$24,537	\$1,900	\$4,129	\$140,526	\$99,128
Total	\$250,537	\$177,909	\$54,856	\$40,620	\$12,475	\$10,730	\$317,867	\$229,259

Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD and LTM as of March 31.

Note: Domestic M&A represents China target/China acquiror; Outbound M&A represents non-China target/China acquiror; Inbound M&A represents China target/non-China acquiror. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

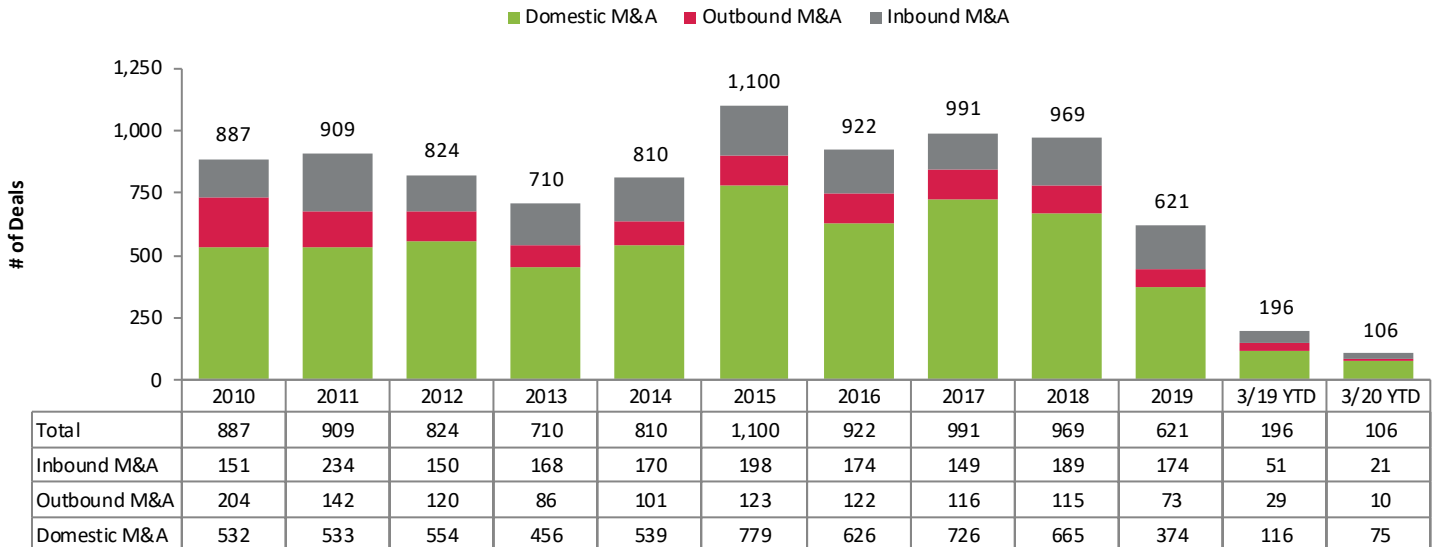
India M&A Activity

India M&A Activity



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.
 Note: Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

India Number of Deals (Domestic, Outbound, Inbound)



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.
 Note: Domestic M&A represents India target/India acquirer; Outbound M&A represents non-India target/India acquirer; Inbound M&A represents India target/non-India acquirer. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

India M&A Deal Statistics

India Number of Deals								
	Domestic		Outbound		Inbound		Total	
	2019	2020	2019	2020	2019	2020	2019	2020
March								
Middle Market	27	13	3	1	15	4	45	18
>\$1B	1	0	0	0	1	0	2	0
Undisclosed	12	5	5	2	3	5	20	12
Total	40	18	8	3	19	9	67	30
YTD								
Middle Market	77	53	12	3	32	13	121	69
>\$1B	3	2	0	0	1	0	4	2
Undisclosed	36	20	17	7	18	8	71	35
Total	116	75	29	10	51	21	196	106
LTM								
Middle Market	396	264	52	23	104	101	552	388
>\$1B	7	4	3	0	6	2	16	6
Undisclosed	212	65	53	31	80	41	345	137
Total	615	333	108	54	190	144	913	531

Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD and LTM as of March 31.

Note: Domestic M&A represents India target/India acquiror; Outbound M&A represents non- India target/India acquiror; Inbound M&A represents India target/non-India acquiror. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

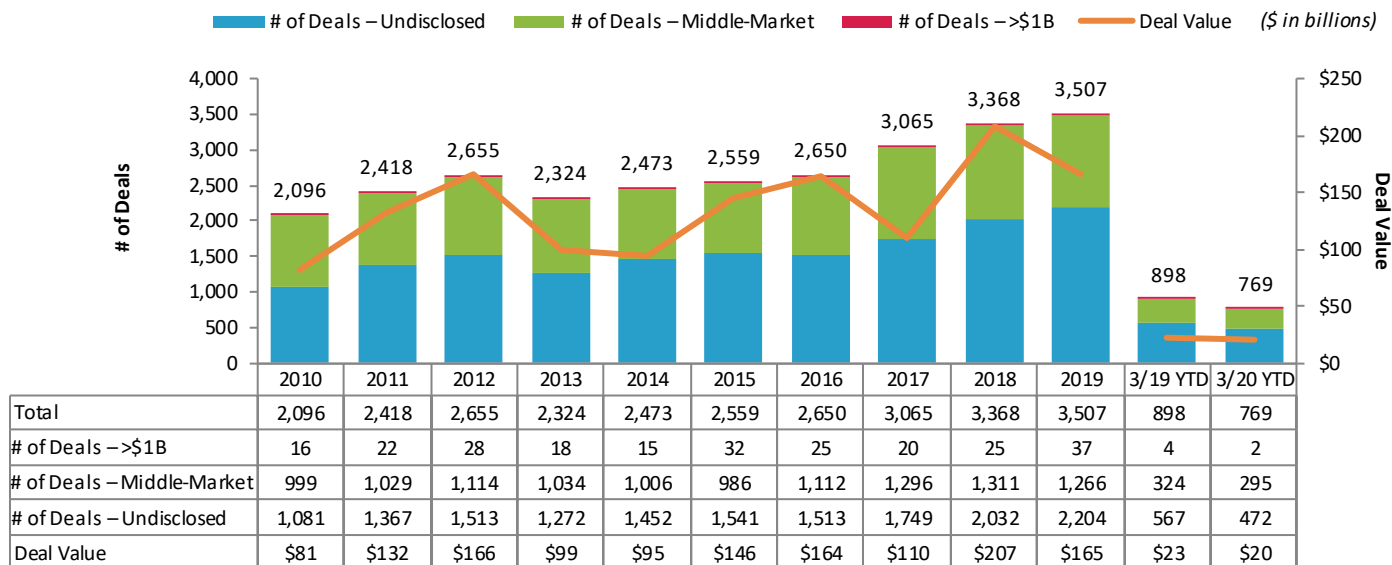
India Deal Value								
(\$ in millions)	Domestic		Outbound		Inbound		Total	
	2019	2020	2019	2020	2019	2020	2019	2020
March								
Middle Market	\$1,336	\$966	\$47	\$6	\$1,794	\$339	\$3,177	\$1,311
>\$1B	\$2,108	\$0	\$0	\$0	\$1,872	\$0	\$3,980	\$0
Total	\$3,444	\$966	\$47	\$6	\$3,666	\$339	\$7,157	\$1,311
YTD								
Middle Market	\$3,743	\$3,995	\$243	\$284	\$3,230	\$500	\$7,216	\$4,779
>\$1B	\$8,302	\$3,504	\$0	\$0	\$1,872	\$0	\$10,174	\$3,504
Total	\$12,045	\$7,499	\$243	\$284	\$5,102	\$500	\$17,390	\$8,283
LTM								
Middle Market	\$13,826	\$12,584	\$2,668	\$1,322	\$6,368	\$6,252	\$22,861	\$20,158
>\$1B	\$22,498	\$6,203	\$8,555	\$0	\$28,099	\$4,763	\$59,151	\$10,966
Total	\$36,323	\$18,787	\$11,223	\$1,322	\$34,466	\$11,014	\$82,012	\$31,124

Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD and LTM as of March 31.

Note: Domestic M&A represents India target/India acquiror; Outbound M&A represents non- India target/India acquiror; Inbound M&A represents India target/non-India acquiror. Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

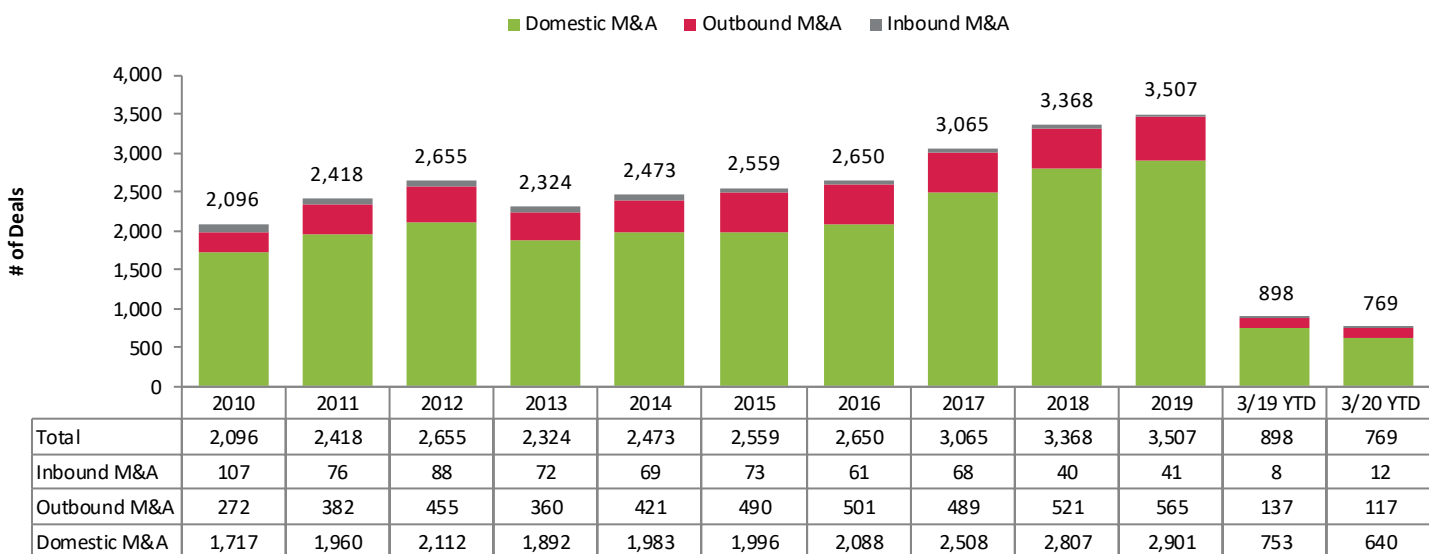
Japan M&A Activity

Japan M&A Activity



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.
 Note: Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Japan Number of Deals (Domestic/Outbound/Inbound)



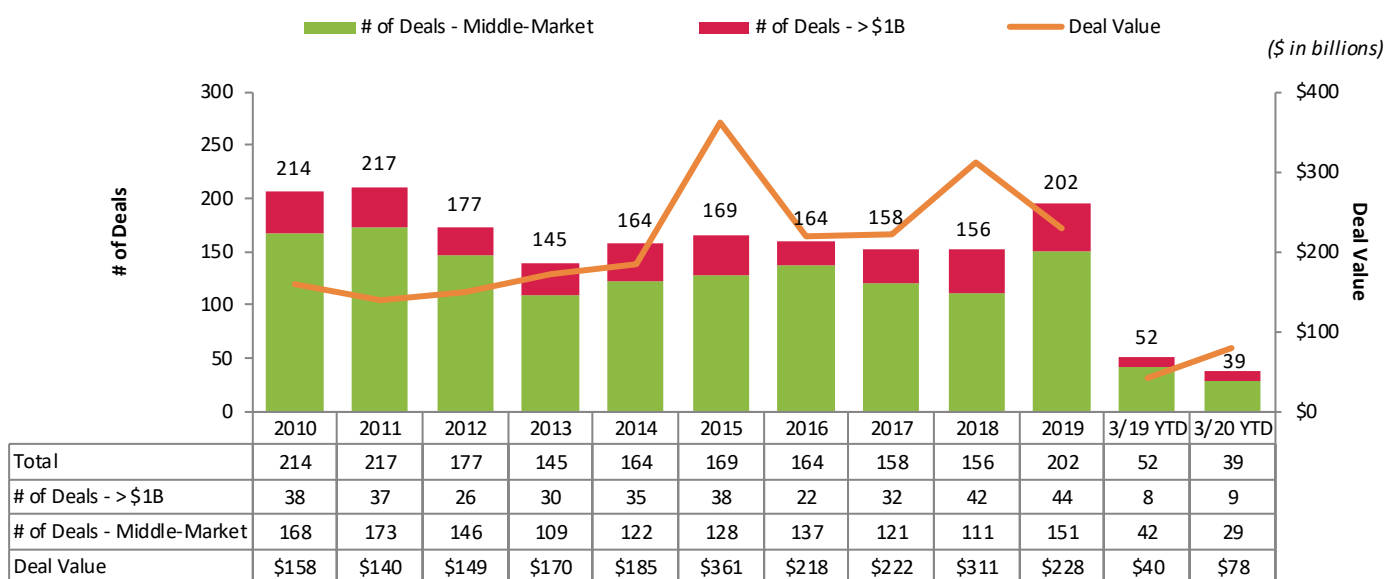
Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.
 Note: Domestic M&A represents Japan target/Japan acquirer; Outbound M&A represents non-Japan target/Japan acquirer; Inbound M&A represents Japan target/non-Japan acquirer.
 Figures exclude transactions involving minority stakes, stock repurchases, and spin-offs.

Public Company M&A Metrics

M&A Metrics for European Public Companies as Targets

- In this month's version of the Global M&A Monthly report, pages 24-30 include commentary and charts summarizing data on European public companies as M&A targets.
- Future issues will feature metrics on M&A deals including U.S. public companies as targets and acquirors (as in the last two reports), data on acquisitions by European public companies, and data on M&A involving public companies based in Asia.
- In 2019, the number of announced deals with European public companies as targets was the highest since 2011. However, dollar volume for this segment decreased 27% in 2019 due to less contribution from \$10+ billion transactions.
- In Q1 2020, the total number of deals with European public companies as targets was lower, whereas dollar volume tracked above the year-ago rate.
- The \$1 billion to \$10 billion transaction segments experienced a significant increase in activity relative to historical levels during 2019, while the combined deal count in these segments was slightly lower year-over-year in Q1 2020.
- In the middle market, the 2019 pace of deals involving European public company targets valued in the \$500 million to \$1 billion range was near the upper end of the historical range, while the number of transactions valued below \$500 million was the highest in eight years. In Q1 2020, middle-market deal count and dollar volume lagged Q1 2019 levels.
- For billion-dollar-plus deals, median purchase price EBITDA multiples over the last 12 months were at peak levels. Median multiples in sub-\$1 billion transaction categories were under long-term trends during this period.
- Acquisition premiums in the LTM period were generally above long-term levels for larger deals and at the low end of the historical range for smaller transactions.
- Strategic transactions continued to account for the large majority of deals with Europe-based public companies as targets in 2019, whereas sponsor-backed buyouts represented the majority of the mix among \$500+ million transactions in Q1 2020.
- The use of cash as a payment method was relatively high across deal sizes in 2019, at least partly due to access to debt financing at interest rates below historical levels.
- The percentage of deals that resulted from an unsolicited offer in the LTM period was at the low end of historical ranges.

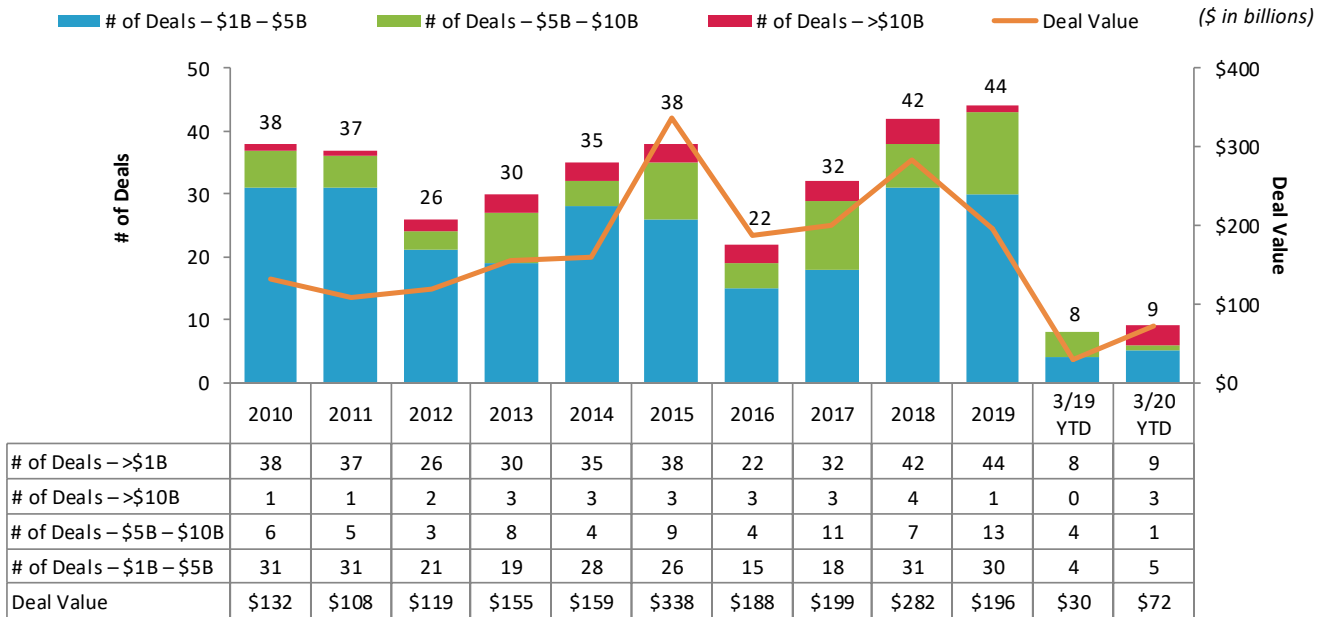
European Public Companies as M&A Targets



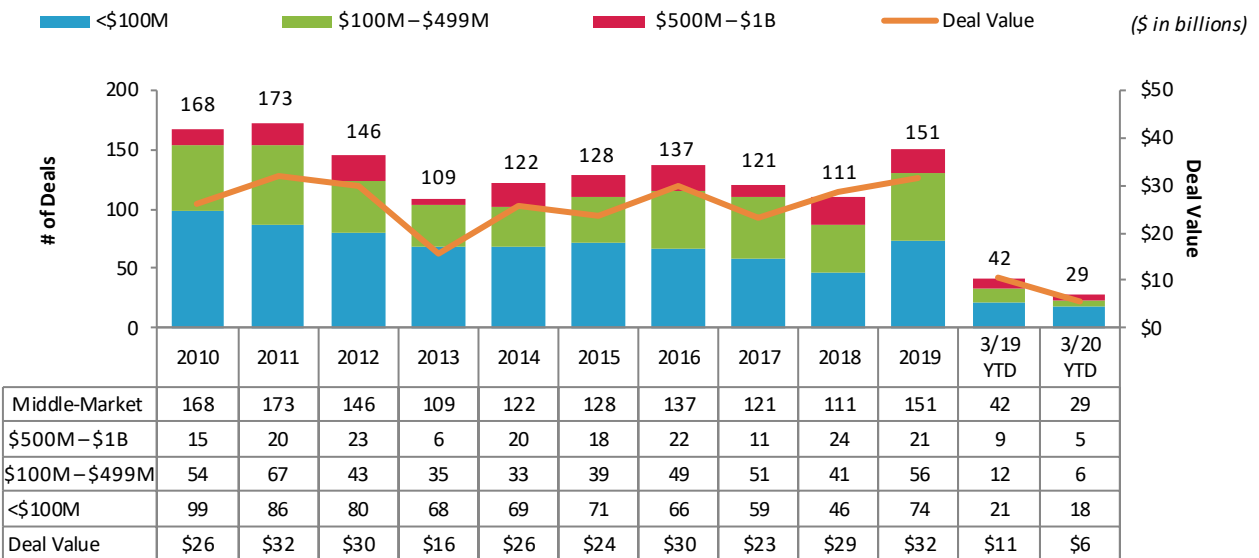
Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.
 Note: Middle-market transactions defined as those with a disclosed transaction value of less than \$1 billion.
 Segments do not sum to total as the total includes deals with undisclosed values.

Public Company M&A Metrics

European Public Companies as M&A Targets in >\$1B Deals



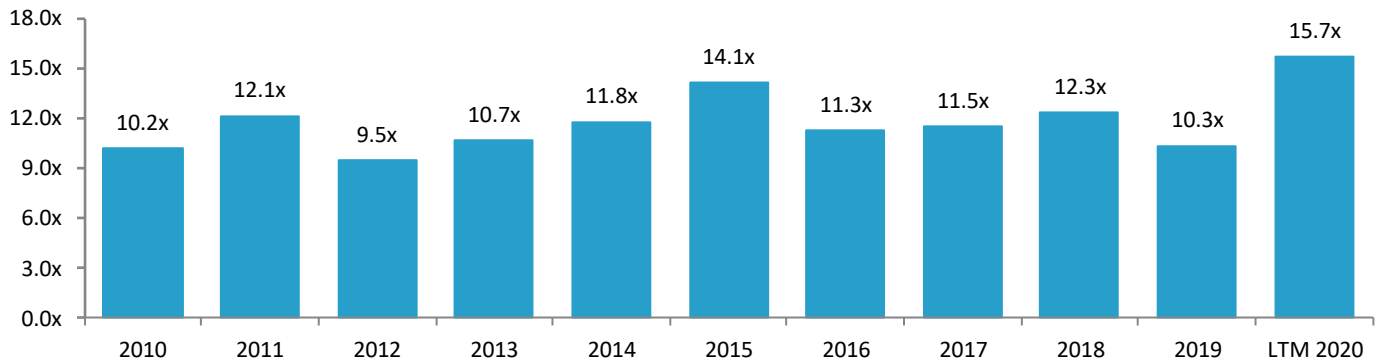
European Public Companies as M&A Targets in Middle-Market Deals



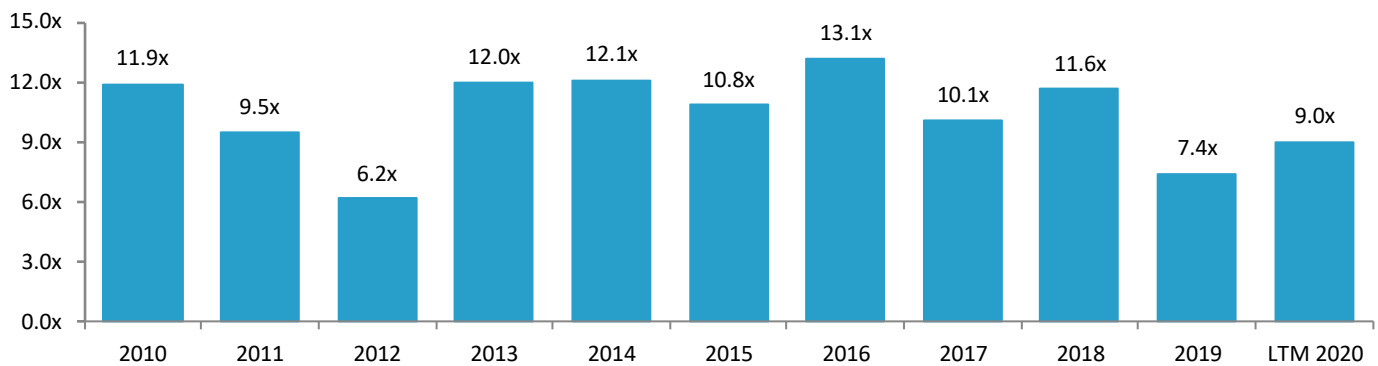
Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.
 Note: Middle-market transactions defined as those with a disclosed transaction value of less than \$1 billion.

Public Company M&A Metrics

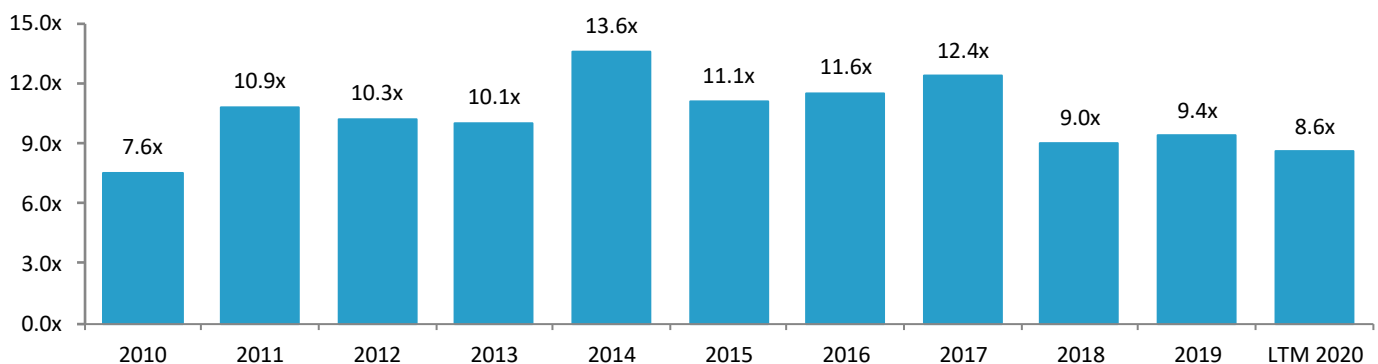
European Public Companies as M&A Targets: Purchase Price EBITDA Multiples in >\$1B Deals



European Public Companies as M&A Targets: Purchase Price EBITDA Multiples in \$500M - \$1B Deals



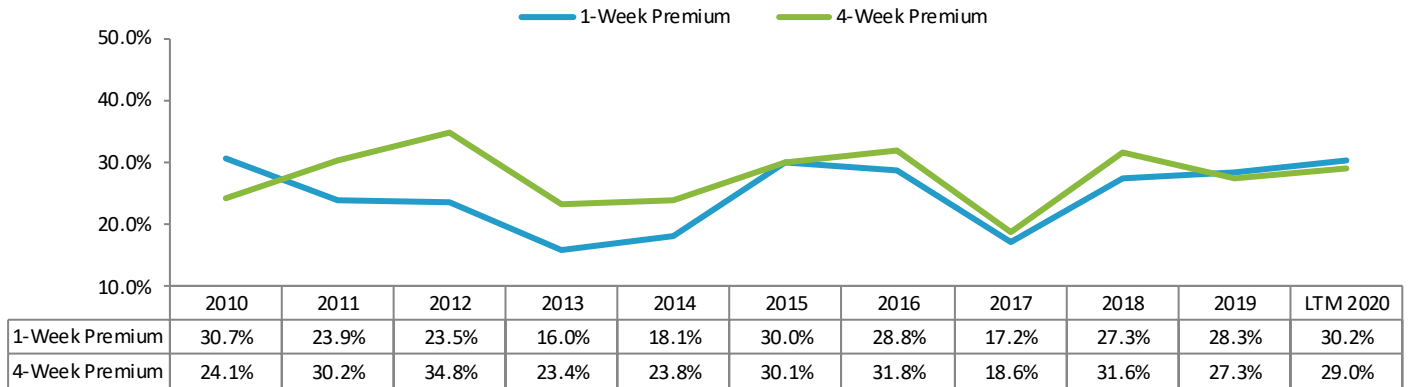
European Public Companies as M&A Targets: Purchase Price EBITDA Multiples in \$100M - \$500M Deals



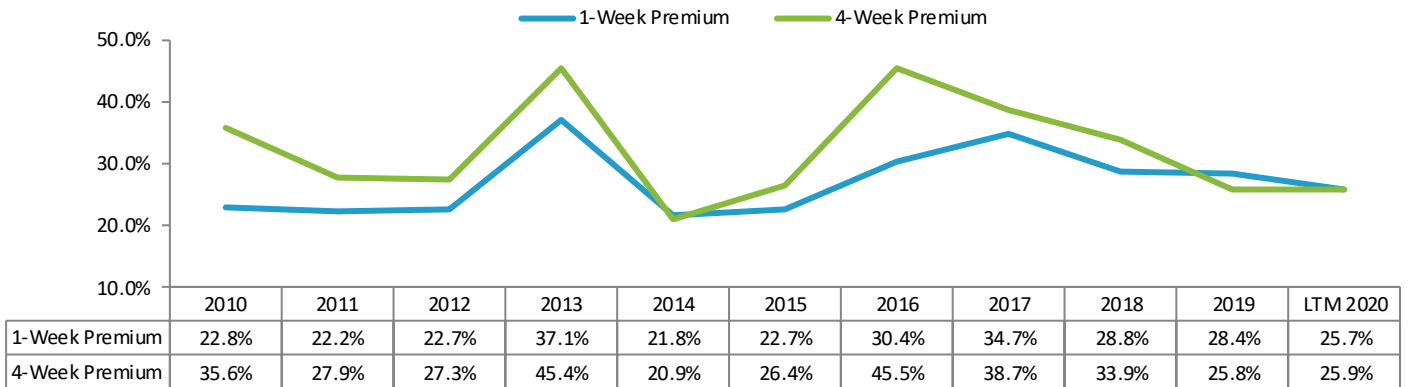
Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. LTM as of March 31.

Public Company M&A Metrics

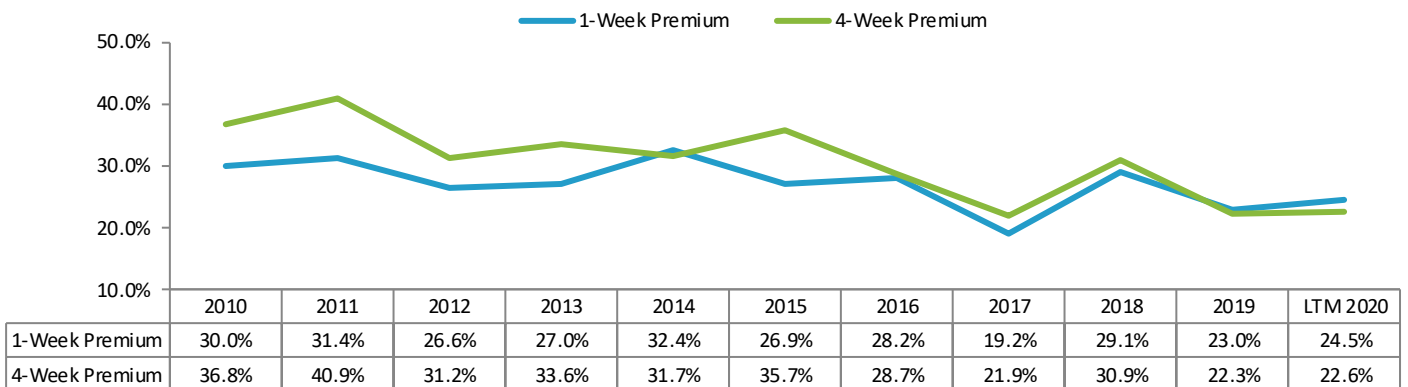
European Public Companies as M&A Targets: Median Acquisition Premiums in >\$1B Deals



European Public Companies as M&A Targets: Median Acquisition Premiums in \$500M - \$1B Deals



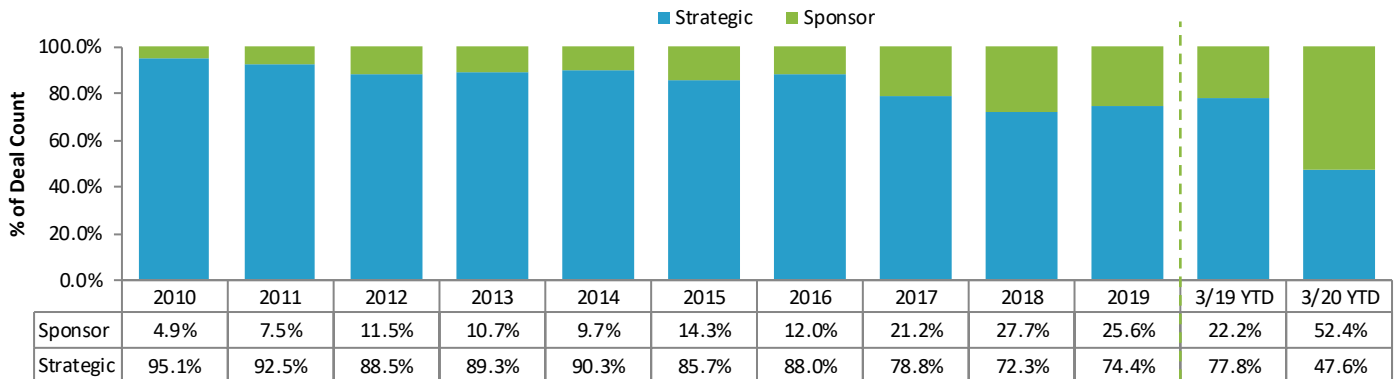
European Public Companies as M&A Targets: Median Acquisition Premiums in \$100M - \$500M Deals



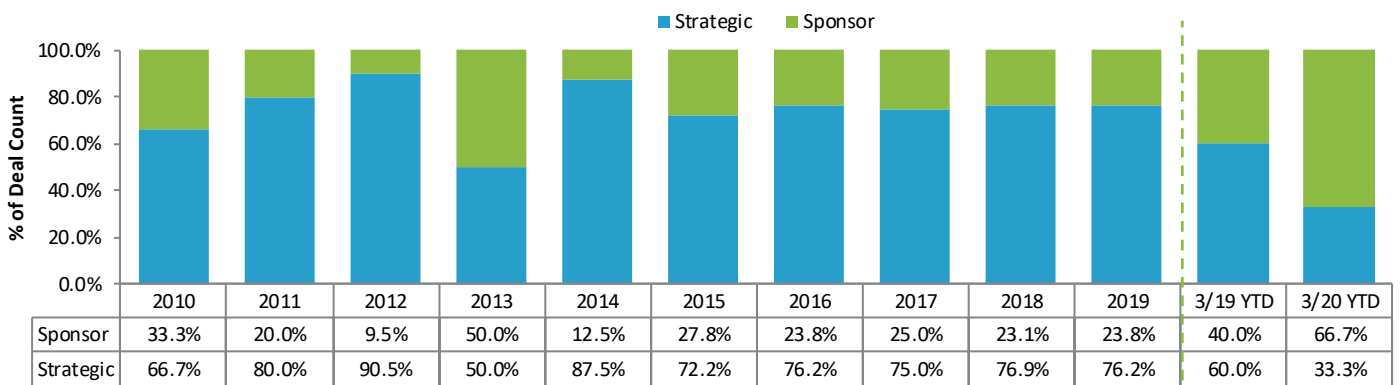
Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. LTM as of March 31.

Public Company M&A Metrics

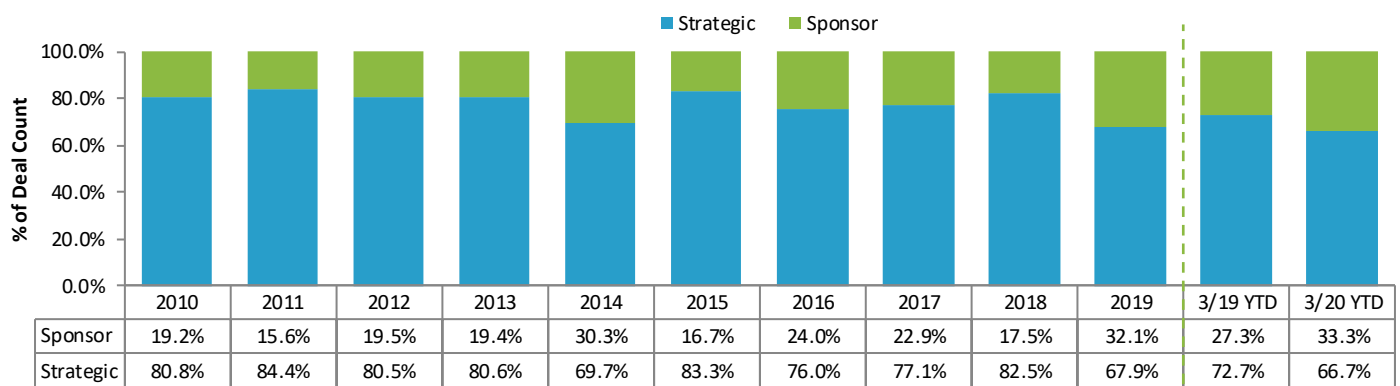
European Public Companies as M&A Targets in >\$1B Deals – Acquiror Composition by Deal Count



European Public Companies as M&A Targets in \$500M - \$1B Deals – Acquiror Composition by Deal Count



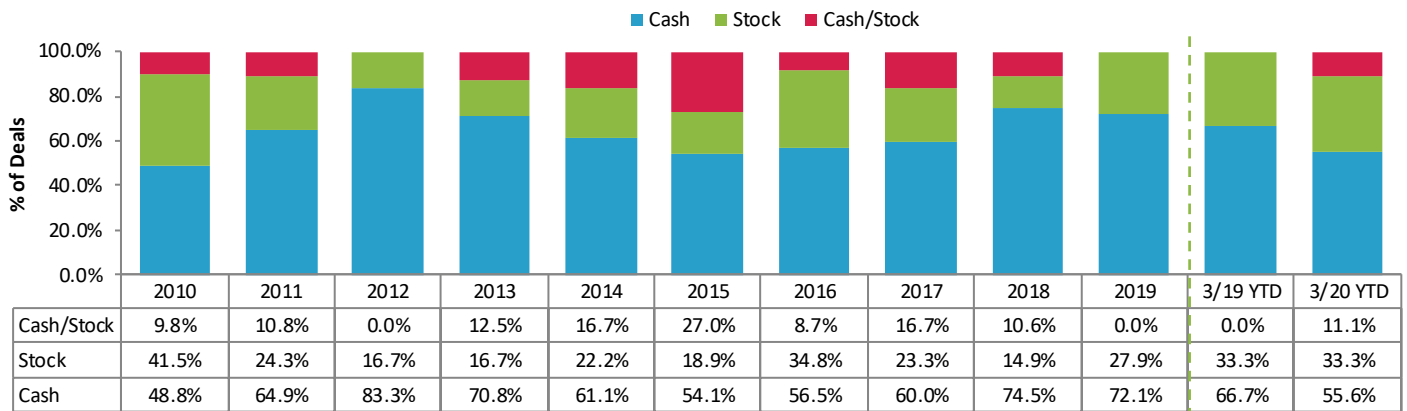
European Public Companies as M&A Targets in \$100M - \$500M Deals – Acquiror Composition by Deal Count



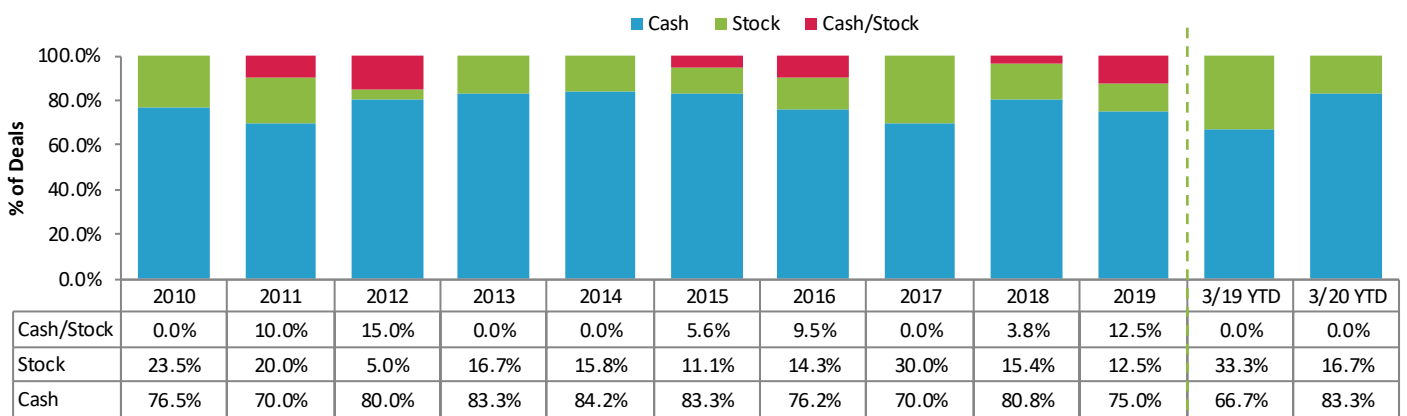
Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Public Company M&A Metrics

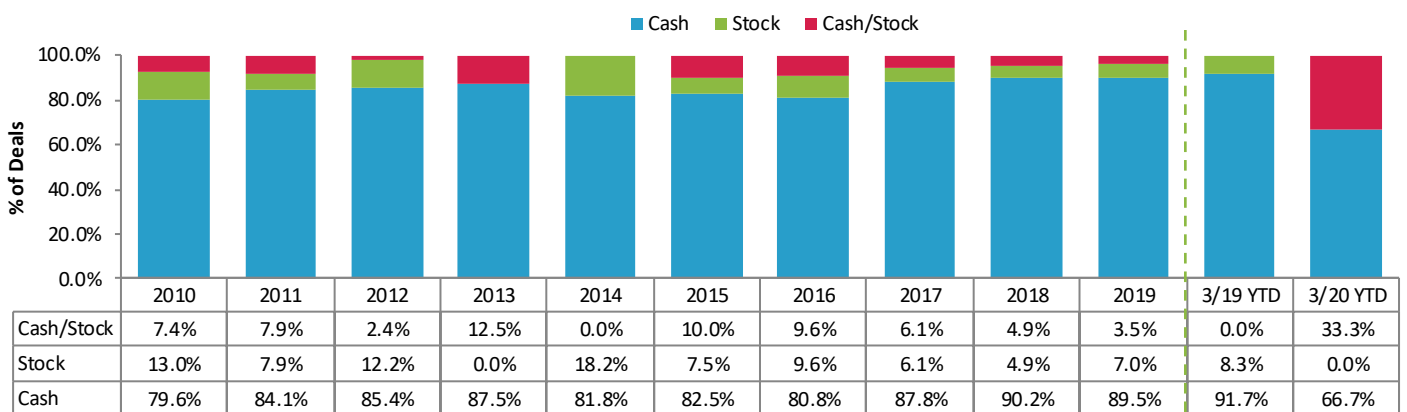
European Public Companies as M&A Targets in >\$1B Deals – Payment Method by Deal Count



European Public Companies as M&A Targets in \$500M - \$1B Deals – Payment Method by Deal Count



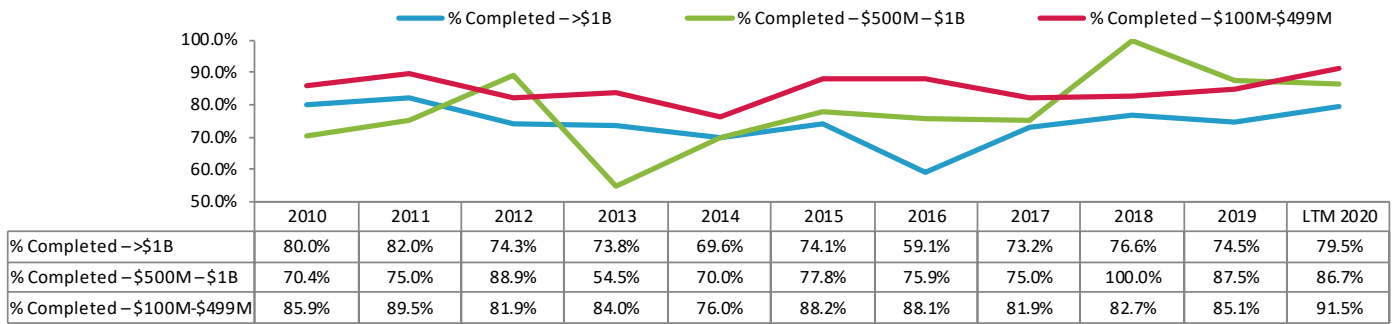
European Public Companies as M&A Targets in \$100M - \$500M Deals – Payment Method by Deal Count



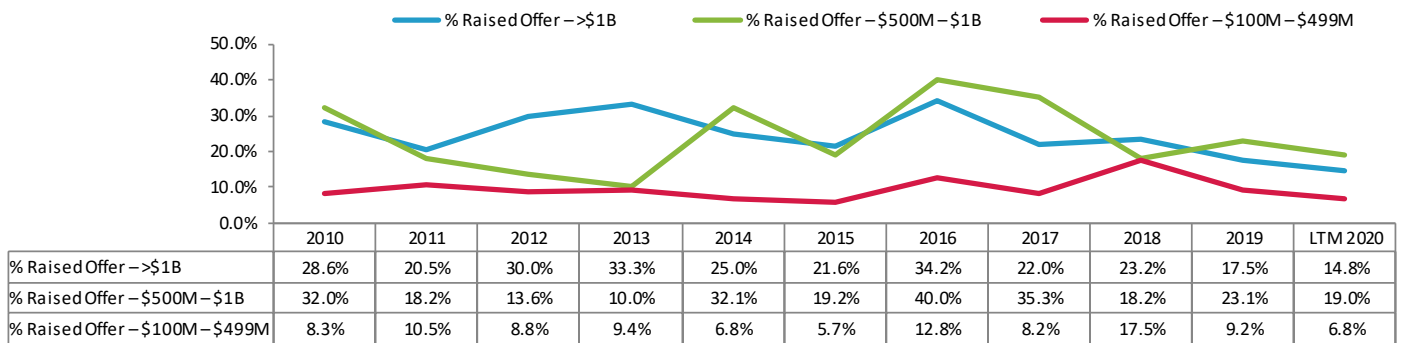
Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. YTD as of March 31.

Public Company M&A Metrics

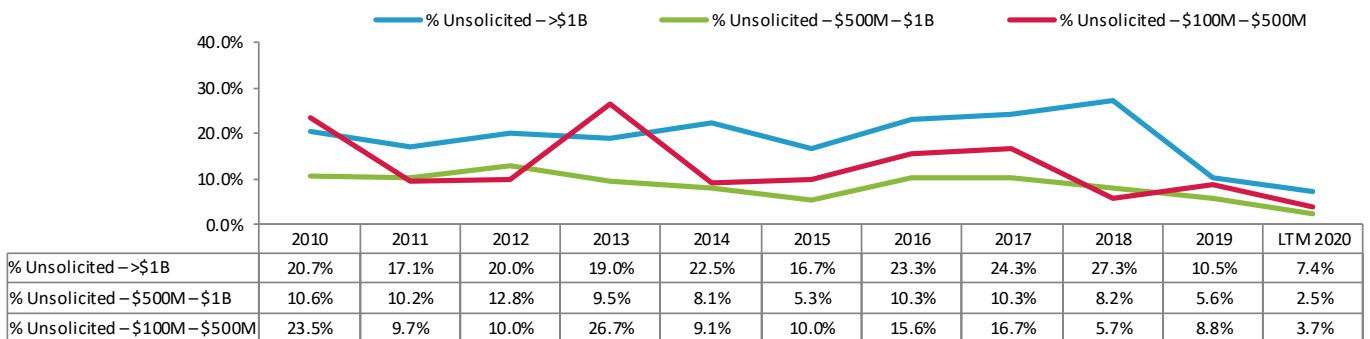
European Public Companies as M&A Targets – Percentage of Deals That Are Completed



European Public Companies as M&A Targets – Percentage of Deals with a Raised Offer



European Public Companies as M&A Targets – Percentage of Deals with an Unsolicited Offer



Source: Dealogic and Robert W. Baird & Co. Incorporated M&A Market Analysis. LTM as of March 31.

Transaction Spotlight

Target Company	Industrial segment of Ingersoll-Rand plc		
Headquarters	Davidson, NC		
Parent Company	Ingersoll-Rand plc		
Headquarters	Milwaukee, WI		
Acquiring Company	Gardner Denver Holdings, Inc.		
Headquarters	Milwaukee, WI		
Industry Sector	Industrial		
Transaction Overview	<p>Gardner Denver Holdings, Inc. (“Gardner Denver” or the “Company”) recently completed its merger with the Industrial segment of Ingersoll-Rand plc (“Ingersoll Rand Industrial”). The newly combined company is now named “Ingersoll Rand Inc.” (“Ingersoll Rand”), with Ingersoll Rand plc now operating as Trane Technologies plc (“Trane Technologies” or “Trane”). In a Reverse-Morris Trust transaction, Ingersoll-Rand plc separated Ingersoll Rand Industrial by way of a spin-off to existing shareholders and then combined it with Gardner Denver (“IndustrialCo”), creating a premier flow control and industrial technology platform with an enterprise value of approximately \$15 billion at the time of the transaction announcement.</p> <p>Under the terms of the agreement, Ingersoll-Rand plc received \$1.9 billion in cash from Ingersoll Rand Industrial that was funded by newly-issued debt assumed by Gardner Denver in the merger. Existing Ingersoll-Rand plc shareholders received 50.1% of the shares of IndustrialCo on a fully diluted basis, valued at approximately \$5.8 billion at the time the transaction announcement. Existing Gardner Denver shareholders retained 49.9% of the shares of IndustrialCo on a fully diluted basis. The transaction was tax-free to Ingersoll-Rand plc and Gardner Denver’s respective shareholders for United States federal income tax purposes.</p>		
Target Company Description	Ingersoll Rand Industrial was a global provider of compression equipment, transportation vehicles and mission-critical flow control products to industrial and energy end markets. Ingersoll Rand Industrial was comprised of its Compressor Systems, Club Car, Power Tools, Fluid Management, Material Handling, and Precision Flow Systems businesses.		
Parent Company Description	Trane Technologies is a global climate innovator that operates under the brands Trane and Thermo King. Trane offers an environmentally responsible portfolio of products and services and sustainable climate solutions to buildings, homes, and transportation and has over 36,000 employees worldwide.		
Acquiring Company Description	Gardner Denver was a global provider of mission-critical flow control and compression equipment and associated aftermarket parts, consumables and services to the industrial, energy and medical markets.		
Newly Combined Company Description	Ingersoll Rand is a global market leader with a broad range of innovative and mission-critical air, fluid, energy, medical, and specialty vehicle solutions. With over 40 respected brands, Ingersoll Rand operates through four reportable segments, including Industrial Technologies and Services, Precision and Science Technologies, High Pressure Solutions, and Specialty Vehicle Technologies. Ingersoll Rand has over 16,000 employees worldwide.		
Advisory Role	<p>Baird served as a financial advisor to Gardner Denver Holdings, Inc. on this transaction and provided a fairness opinion to the board of directors of Gardner Denver. For additional information about this transaction, please contact Baird’s Investment Banking team:</p> <table border="0"> <tr> <td> <p>Joe Packee +1.414.298.7644 jpackee@rwbaird.com</p> <p>Dale Rudow +1.414.298.7495 drudow@rwbaird.com</p> <p>Tom Lacy +1.414.298.7648 tlacy@rwbaird.com</p> </td> <td> <p>Chris McMahan +1.312.609.4983 cmcMahon@rwbaird.com</p> <p>Anne-Marie Peterson +1.646.557.2334 ampeterson@rwbaird.com</p> <p>Nick Sealy +44.20.7667.8370 nsealy@rwbaird.com</p> </td> </tr> </table>	<p>Joe Packee +1.414.298.7644 jpackee@rwbaird.com</p> <p>Dale Rudow +1.414.298.7495 drudow@rwbaird.com</p> <p>Tom Lacy +1.414.298.7648 tlacy@rwbaird.com</p>	<p>Chris McMahan +1.312.609.4983 cmcMahon@rwbaird.com</p> <p>Anne-Marie Peterson +1.646.557.2334 ampeterson@rwbaird.com</p> <p>Nick Sealy +44.20.7667.8370 nsealy@rwbaird.com</p>
<p>Joe Packee +1.414.298.7644 jpackee@rwbaird.com</p> <p>Dale Rudow +1.414.298.7495 drudow@rwbaird.com</p> <p>Tom Lacy +1.414.298.7648 tlacy@rwbaird.com</p>	<p>Chris McMahan +1.312.609.4983 cmcMahon@rwbaird.com</p> <p>Anne-Marie Peterson +1.646.557.2334 ampeterson@rwbaird.com</p> <p>Nick Sealy +44.20.7667.8370 nsealy@rwbaird.com</p>		

Recent Baird M&A Transactions

Date Announced	Baird Client	Client Description	Transaction Description	Deal Value (\$mil)	Industry
3/16/20	AASKI Technology	Technology solutions in ISR, engineering, and integrated logistics support	Sale to MAG Aerospace	**	Technology and Services
3/9/20	Invacare Corporation	Manufacturer and distributor of medical equipment	Sale of Dynamic Controls to Allied Motion Technologies, Inc.	**	Healthcare
3/2/20	Francisco Partners Management, L.P.	Leading global private equity firm	Acquisition of Smith Technologies, LLC	**	Healthcare
2/19/20	Eddyfi/NDT	Test and measurement technology	Acquisition of Halfwave AS and Halfwave Subsea Holding AS	**	Industrial
2/18/20	EIS, Inc.	Plastic films, pressure sensitive adhesives, and other specialty flexible material solutions	Sale of Tekra, LLC and Trient, LLC to Schweitzer-Mauduit International, Inc.	\$155	Industrial
2/4/20	HaystackID, LLC	Specialized eDiscovery services	Strategic recapitalization by Quad-C Management, Inc.	**	Technology and Services
2/3/20	Emergency Response segment [Spartan Motors, Inc.]	Custom fire truck cabs and chassis and complete fire truck apparatus	Sale of Emergency Response segment to REV Group, Inc.	\$55	Industrial
1/30/20	WABCO Holdings Inc.	Braking control systems and other advanced technologies	Sale of R.H. Sheppard Co., Inc. to Bendix Commercial Vehicle Systems LLC	***	Industrial
1/28/20	NovaBone Products, LLC	Bone formation products and products that repair and remodel tissue	Sale to Halma plc	\$137	Healthcare
1/23/20	Midwest Industrial Rubber, Inc.	Custom design, engineering, and fabrication for mission critical belting applications	Sale to AMMEGA	**	Industrial
1/14/20	Incentive Technology Group, LLC	Digital consulting firm	Sale to ICF International, Inc.	\$255	Technology and Services
1/7/20	AMETEK, Inc.	Electronic instruments and electromechanical devices	Sale of KBA Enterprises, Inc. to Kymera International	\$250	Industrial
1/3/20	BMT 3 Holdings Pty Ltd (dba Blast Movement Technologies)	Technology-enabled mining solutions	Sale to Hexagon AB	**	Technology and Services
12/31/19	Allied Glass Containers Ltd	Glass packaging products	Sale to an affiliate of Sun European Partners LLP and Allied management	**	Industrial
12/31/19	CIRCOR International, Inc.	Highly-engineered flow and motion control products	Sale of Instrumentation and Sampling division to Crane Co.	\$172	Industrial
12/31/19	Abry Partners, LLC	Private equity firm	Acquisition of Centauri Health Solutions, Inc.	**	Healthcare
12/24/19	Informed Medical Decisions, Inc.	Genetic testing services	Investments from TT Capital Partners, NovaQuest Capital Management, L.L.C., and Frist Cressey Ventures	**	Healthcare
12/23/19	ECM Industries LLC	Branded tools and consumables for electrical and harsh environment applications	Sale to Sentinel Capital Partners	**	Industrial
12/23/19	Aspen Pumps Group	Condensate removal pumps	Sale to Inflexion Private Equity Partners LLP	**	Industrial
12/20/19	Barnes Group Inc.	Highly engineered products, differentiated industrial technologies, and innovative solutions	Sale of Seeger-Orbis to Kajo Neukirchen Group	**	Industrial
12/20/19	WIRB-Copernicus Group	Clinical trial optimization solutions	Recapitalization by Leonard Green & Partners, LP and Novo Holdings A/S	**	Healthcare
12/19/19	Dent Wizard International Corporation	Full-service provider of automotive reconditioning solutions	Sale to Dealer Tire, LLC	**	Industrial
12/18/19	NET ESOLUTIONS CORPORATION	IT modernization and digital transformation for Federal agencies	Sale to NTT DATA Services	**	Technology and Services
12/17/19	Leidos Holdings, Inc.	Information technology, engineering, and science solutions and services	Acquisition of Dynetics	\$1,650	Technology and Services

Source: Robert W. Baird & Co. Incorporated M&A Market Analysis.

* Announced and pending transactions with disclosed value; **Closed transactions with undisclosed value; *** Announced and pending transactions with undisclosed value.

Recent Baird M&A Transactions

Date Announced	Baird Client	Client Description	Transaction Description	Deal Value (\$mil)	Industry
12/16/19	Zumbro River Brand, Inc.	Ingredient manufacturer and R&D solutions provider for the food and beverage sector	Sale to Balchem Corporation	**	Consumer
12/13/19	Truck-Lite Co., LLC	Safety lighting, forward lighting, wiring harnesses, turn signal switches, and safety accessories	Sale to Genstar Capital, LLC	**	Industrial
12/12/19	Stasher, Inc.	High-quality, reusable silicone storage bags	Sale to SC Johnson & Son, Inc.	**	Consumer
12/9/19	Icynene-Lapolla	Spray polyurethane foam insulation products	Sale to Huntsman Corporation	\$350	Industrial
12/3/19	American Hotel Income Properties REIT LP	Investor in hotel real estate properties	Sale of Economy Lodging portfolio to Vukota Capital Management Ltd.	\$216	Real Estate
11/25/19	CURT Group	Towing, towing accessory, and other vehicle accessory products	Sale to LCI Industries	**	Industrial
11/25/19	Empyrean Benefit Solutions, Inc.	Manages employee health and welfare benefits programs	Sale to Securian Financial Group, Inc.	**	Healthcare
11/22/19	Milton Industries, Inc.	Highly-engineered tools and accessories for pneumatic applications	Sale to Levine Leichtman Capital Partners, LLC	**	Industrial
11/19/19	Bilcare Mauritius Ltd.	Technical films	Sale of Bilcare Research Holding AG to Lindsay Goldberg	**	Industrial
11/12/19	Remington Holdings, L.P.	Hotel management	Combination of its Hotel Management Business with Ashford Inc.	\$275	Real Estate
11/11/19	iMPREG	Glass-reinforced plastic	Sale to FSN Capital Partners	**	Industrial
11/5/19	LinQuest Corporation	Space systems technology company	Acquisition of The Perduco Group	**	Technology and Services
11/4/19	T-Base Communications Inc.	Risk mitigation software	Sale to Thompson Street Capital Partners	**	Technology and Services
10/29/19	n2y LLC	Special education SaaS solutions	Sale to Providence Equity Partners	**	Technology and Services
10/17/19	TruckPro, LLC	Distributor of heavy-duty truck and trailer products	Sale to Platinum Equity, LLC	**	Industrial
10/16/19	Radixx International, Inc.	Airline retailing software provider	Sale to Sabre Corporation	\$110	Technology and Services
10/15/19	The Living Company, LLC	Furnishings, fixtures, and equipment logistics platform	Sale to Lee Equity Partners, LLC	**	Technology and Services
10/7/19	Powerhouse Retail Services, LLC	Provider of high-volume, multi-site rollouts and refreshes as well as recurring facility maintenance services	Investment by Lincolnshire Management, Inc.	**	Technology and Services
10/2/19	Manufacturing Techniques, Inc.	Advanced sensing solutions	Sale to QinetiQ Group plc	**	Technology and Services
10/2/19	gabo Systemtechnik GmbH	Microduct systems for the telecommunications market	Sale to Aptiv PLC	\$305	Industrial
10/1/19	Wicked Cool Toys Holdings, LLC	Toys	Sale to Jzwares LLC	**	Consumer
9/27/19	Cole-Parmer Instrument Company	Fluid handling, test & measurement, environmental and biosciences instrumentation, and associated consumables	Recapitalization with GTCR	**	Industrial
9/26/19	Montagu Private Equity	Private equity firm	Acquisition of Jane's	\$470	Technology and Services
9/23/19	Rapala VMC Corp.	Fishing tackle producer	Equity investment in DCQ International Corp.	**	Consumer
9/12/19	Morbark, LLC	Equipment and aftermarket parts used for clearing, grinding / chipping and converting trees, wood, and related organic waste	Sale to Alamo Group Inc.	\$352	Industrial

Source: Robert W. Baird & Co. Incorporated M&A Market Analysis.

* Announced and pending transactions with disclosed value; **Closed transactions with undisclosed value; *** Announced and pending transactions with undisclosed value.

Recent Baird M&A Transactions

Date Announced	Baird Client	Client Description	Transaction Description	Deal Value (\$mil)	Industry
9/6/19	Fusion Risk Management, Inc.	Software solutions for business continuity, integrated risk management, IT disaster recovery, and crisis and incident management	Investment from Vista Equity Partners	**	Technology and Services
9/4/19	Health & Safety Institute	Services to create safer workplaces and reduce financial and reputational risk	Sale to Waud Capital Partners	**	Technology and Services
8/27/19	Eddyfi Technologies	Non-destructive testing inspection technologies	Acquisition of NDT Global	**	Industrial
8/26/19	Ontario Systems, LLC	Software designed to improve operations and revenue recovery for clients in the healthcare industry	Sale to New Mountain Capital Partners	**	Healthcare
8/23/19	Cartonplast Group GmbH	Rental service provider of reusable plastic layer pads	Sale to Deutsche Beteiligungs AG	**	Technology and Services
8/15/19	FMP Global Holdings Limited	Payroll services and software	Sale to IRIS Software Group Ltd.	**	Technology and Services
8/12/19	Forte Research Systems, Inc.	Software and services for clinical trial management, clinical data management, and research administration	Sale to Advarra	**	Healthcare
8/2/19	Collagen Matrix, Inc.	Collagen-based medical products	Sale to Linden Capital Partners	**	Healthcare
8/1/19	Knight Point Systems, LLC	Services provider focused on modernizing IT, protecting critical networks, and driving digital transformation	Sale to Perspecta Inc.	\$250	Technology and Services
8/1/19	Stonewall Kitchen, LLC	Specialty food platform	Sale to Audax Private Equity	**	Consumer
7/25/19	Vertex North America (Vertex Group Limited)	Customer information system ("CIS") software and integration services	Sale to DFW Capital Partners	**	Technology and Services
7/24/19	SkinCure Oncology, LLC	Image-guided superficial radiation therapy	Investment from Seacoast Capital	**	Healthcare
7/24/19	Aurora Capital Partners	Private equity firm	Acquisition of Cold Chain Technologies	**	Industrial
7/22/19	BBRC Holding B.V. (The Rent Company)	Educational service provider for secondary education	Sale to Waterland Private Equity Investments B.V.	**	Technology and Services
7/22/19	Quotient Sciences	Pharmaceutical development, clinical and commercial manufacturing	Sale to Permira	**	Healthcare
7/19/19	Arcline Investment Management LP	Private equity firm	Acquisition of Reciprocating Compression division of Baker Hughes	**	Energy
7/19/19	CATS Colleges Division [Cambridge Education Group Limited]	International school network focused primarily on international students with a globally integrated platform of campuses	Sale to Bright Scholar Education Group	\$187	Technology and Services
7/12/19	Webhelp Group	Business process outsourcer	Sale to Groupe Bruxelles Lambert	**	Technology and Services
7/10/19	Vista Outdoor Inc.	Hunting rifles and shotguns	Sale of Savage Arms and Stevens Firearms to an undisclosed financial buyer	\$170	Consumer
7/9/19	Infiana Group GmbH	Engineered polyolefin films	Sale to Pamplona Capital Partners V	**	Industrial
7/9/19	Actuant Corporation	Motion, actuation, and control solutions	Sale of Engineered Components & Systems segment to One Rock Capital Partners, LLC	\$215	Industrial
6/28/19	Appcast, Inc.	Platform for global recruitment	Sale to StepStone GmbH	**	Technology and Services
6/26/19	Kaman Corporation	Distributor of a diverse offering of industrial products	Sale of Distribution Group to Littlejohn & Co.	\$700	Industrial
6/20/19	Vera Bradley	Women's handbags, luggage and travel items, fashion and home accessories, and unique gifts	Acquisition of Creative Genius, Inc.	\$98	Consumer

Source: Robert W. Baird & Co. Incorporated M&A Market Analysis.

* Announced and pending transactions with disclosed value; **Closed transactions with undisclosed value; *** Announced and pending transactions with undisclosed value.

DISCLAIMERS

This is not a complete analysis of every material fact regarding any company, industry or security. The opinions expressed here reflect our judgment at this date and are subject to change. The information has been obtained from sources we consider to be reliable, but we cannot guarantee the accuracy.

ADDITIONAL INFORMATION ON COMPANIES MENTIONED HEREIN IS AVAILABLE UPON REQUEST

The Dow Jones Industrial Average, S&P 500, S&P 400, Russell 2000, FTSE 100, DAX, Hang Seng, and Nikkei 225 are unmanaged common stock indices used to measure and report performance of various sectors of the stock market; direct investment in indices is not available. Past performance is not indicative of future results.

Baird is exempt from the requirement to hold an Australian financial services license. Baird is regulated by the United States Securities and Exchange Commission, FINRA, and various other self-regulatory organizations and those laws and regulations may differ from Australian laws. This report has been prepared in accordance with the laws and regulations governing United States broker-dealers and not Australian laws.

Copyright 2020 Robert W. Baird & Co. Incorporated. No part of this publication may be reproduced or distributed in any form or by any means without our prior written approval. However, you may download one copy of the information for your personal, non-commercial viewing only, provided that you do not remove or alter any trade mark, copyright or other proprietary notice.

OTHER DISCLOSURES

UK disclosure requirements for the purpose of distributing this report into the UK and other countries for which Robert W Baird Limited holds an ISD passport.

This report is for distribution into the United Kingdom only to persons who fall within Article 19 or Article 49(2) of the Financial Services and Markets Act 2000 (financial promotion) order 2001 being persons who are investment professionals and may not be distributed to private clients. Issued in the United Kingdom by Robert W Baird Limited, which has offices at Finsbury Circus House 15 Finsbury Circus, London, EC2M 7EB, and is a company authorized and regulated by the Financial Conduct Authority.

Robert W Baird Limited ("RWBL") is exempt from the requirement to hold an Australian financial services license. RWBL is regulated by the Financial Conduct Authority ("FCA") under UK laws and those laws may differ from Australian laws. This document has been prepared in accordance with FCA requirements and not Australian laws.



**Global Investment
Banking**

UNITED STATES

777 East Wisconsin Avenue
Milwaukee, WI 53202
+1-800-79-BAIRD
rwbaird.com

EUROPE

Finsbury Circus House
15 Finsbury Circus
London EC2M 7EB
+44-207-488-1212
bairdeurope.com

ASIA

Rm 1201D, Building 2
Century Metropolis
No. 1239 Century Avenue
Pudong, Shanghai 200122
China
+86-21-6182-0980
bairdasia.com
