



Test and measurement newsletter

Q4 2016



Test and Measurement M&A Newsletter

Q4 2016

Test and Measurement Market Commentary

Companies within the Test & Measurement (T&M) industry continued to maintain strong trading multiples in Q4'16, with a mean EV/LTM EBITDA of 16.6x for Life Sciences Instruments companies, 13.9x for Testing, Inspection, and Certification (TIC) companies, and 14.0x for Industrial Instruments companies. Global M&A activity in the T&M industry increased 15.1% in Q4'16 with 107 announced deals versus Q4'15, however, deal value declined by 12.7% to \$2.3 billion in Q4'16 versus Q4'15. Financial buyers comprised approximately 10.3% of total announced deals in Q4'16 as strategic buyers continued to remain aggressive, participating in a staggering 89.7% of announced deals, led by SGS and Eurofins by total transactions announced in the TIC industry and by Danaher and Spectris in the T&M industry.

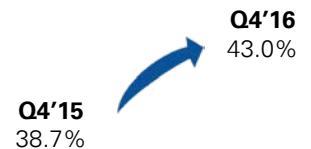
Total of **107 announced deals** in Q4'16, an increase of **15.1%** versus Q4'15



Q4'16 total **announced deal value** was **\$2.3 billion**, down 12.7% from Q4'15



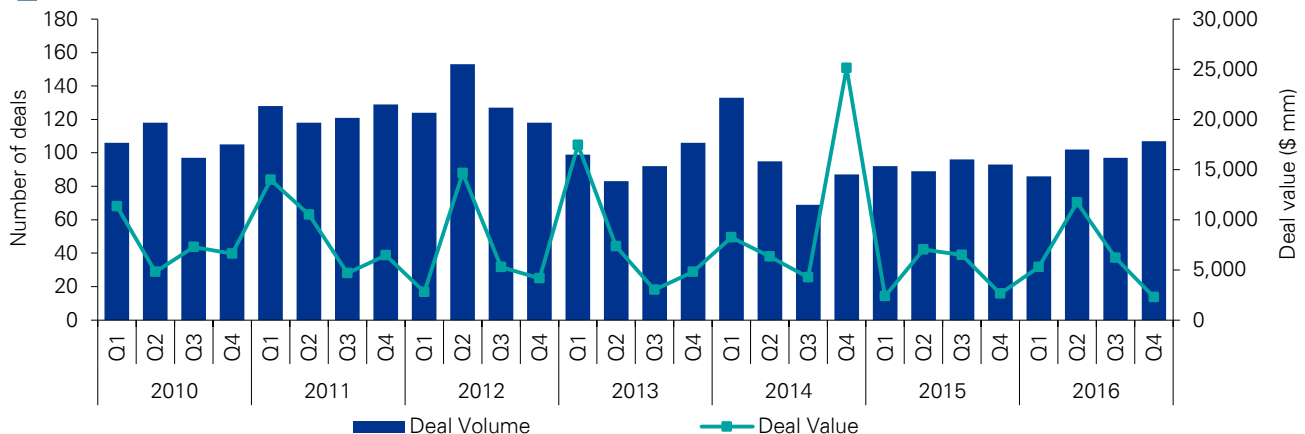
Cross-border deals represented **43.0% of total volume** for Q4'16, up from **38.7%** in Q4'15



Deal volume for the **Testing, Inspection, and Certification Services (TIC)** subsector was **down 51.0%**, while **Instruments, Equipment, and Supplies (IES)** subsector volume was **up 24.2%**



Global T&M Industry Announced Deal Volume and Value



Source: Capital IQ, Mergermarket, press releases

Notes: M&A analysis based on deals announced and/or closed during the respective periods. Deal value represents aggregate deal value for disclosed transactions for the time periods noted on the above graph

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Notable Recent Deals

Hygiena, LLC announces the acquisition of DuPont Qualicon, December 14, 2016

Hygiena, LLC, a Warburg Pincus portfolio company that specializes in rapid food safety and environmental sanitation testing, announced the acquisition of DuPont's global food safety diagnostics business on December 14, 2016. The acquisition includes all of DuPont Diagnostics' business assets, including the BAX® and RiboPrinter® Systems and associated test kits; a global and technically trained sales, R&D and manufacturing organization; and in-house production capacity. The business was formed by DuPont in 1992 as Qualicon, and Hygiena will retain the Qualicon name. The transaction is expected to close in Q1'17, pending customary closing conditions, including regulatory approvals. Financial terms of the agreement were not disclosed.

Danaher Corporation announces the acquisition of Phenomenex, October 12, 2016

Phenomenex Inc., a privately-held manufacturer and distributor of high-value consumables for the separation sciences, announced on October 12, 2016, that it has signed a definitive agreement to be acquired by Danaher Corporation (NYSE: DHR), a Fortune 150 science and technology company. Based in Torrance, CA, Phenomenex is a leading player in proprietary chromatography consumables, serving the liquid and gas chromatography market. Over the past 30 years, Phenomenex has grown to become a leader in the market with more than 7,000 products supporting a broad diversity of applications in drug discovery and development, clinical research, forensic toxicology, petrochemical, environmental analysis and food safety. Phenomenex will operate as a standalone operating company, retaining the Phenomenex brand, its personnel and site locations. "Phenomenex is a widely recognizable brand that we are proud to say is highly respected and well established as providing high-quality consumables to the scientific community worldwide. Joining Danaher will allow us to maintain the high pace of innovation that our customers and international distributors have come to expect from us. This is our opportunity to further expand our R&D activities, benefit our customers with a more diversified product portfolio and reinforce our market leadership." said Fasha Mahjoor, CEO, Phenomenex. The transaction is subject to customary closing conditions and regulatory approvals.

Exova Group plc completes acquisition of Insight (NDT), December 6, 2016

Exova Group plc, the global testing, calibration and advisory services provider, has acquired Insight NDT Limited (Insight), a South Yorkshire-based non-destructive testing (NDT) and radiographic inspection business, on December 6, 2016. Insight is at the forefront of the NDT market in the UK, providing its specialist services to the industrial sector since 1997. Insight's reputation has been built on consistently providing high quality, high capacity and fast turnaround radiographic inspection services for manufacturers of specialized castings and forgings within the industrials market, as well as providing testing for the nuclear, medical, rail and oil & gas sectors. Paul Barry, Group Managing Director for Exova, said "This acquisition significantly enhances our technical expertise and service offering within the NDT market and provides a complementary extension to our specialist testing facilities in the Midlands. The addition of Insight to our portfolio is a clear demonstration of our commitment to continuing to diversify our Oil & Gas and Industrials business and to develop our capabilities in new markets." Financial terms of the agreement were not disclosed.

Exova completes sale of Environmental East business to Eurofins Scientific, December 6, 2016

On December 6, 2016, Exova Group plc, the global testing, calibration and advisory services provider, announced that it has completed the sale of its Environmental East business in Canada to international life sciences company, Eurofins, for a cash consideration of approximately C\$13m. The sale consists of a portfolio of five well-established, accredited laboratories and two depots across the eastern provinces of Ontario and Quebec. The laboratories provide testing services across a wide range of activities including drinking and waste water analysis, soil testing, ambient air quality testing, asbestos testing, eco-toxicity testing and stack sampling. Exova's Environmental testing business in Eastern Canada generated revenue of approximately C\$19m in 2015. Ian El-Mokadem, Chief Executive Officer at Exova, said "The sale of our Environmental East business provides more evidence of our intention to continue to focus our resources on building and strengthening our market leading positions in the provision of technically demanding services. We aim to continue to grow our business organically and remain confident of our ability to strengthen our business with further well executed acquisitions." Financial terms of the agreement were not disclosed.

Source: *Markets and Markets, Capital IQ, Mergermarket, press releases*

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Notable Recent Deals

Battery Ventures acquires Michell Instruments, November 1, 2016

Battery Ventures, a Boston-based private equity fund, acquired Michell Instruments Group, a UK-based designer and manufacturer of sensors and instrumentation for the precise measurement and analysis of humidity, moisture, and oxygen throughout industrial processes. "This is great news for Michell's customers and employees. We look forward to working with Battery to continue Michell's tradition of excellence in the high-precision sensing field. We have enjoyed a strong period of growth under John Salmon's ownership and we now have a new partner in Battery Ventures to further our growth vision and extend our industry reach through investment in R&D and acquisitions," said Mike Bannister, Chief Executive of Michell Instruments. Financial terms of the agreement were not disclosed.

High Street Capital acquires Avomeen Analytical Services, November 15, 2016

On November 15, 2016, High Street Capital acquired a controlling stake in Avomeen Analytical Services, Inc., a Michigan-based, full-service chemical testing laboratory specializing in chemical analysis, commercial product R&D, formulation, and pharmaceutical development. Avomeen provides chemical testing and analysis for the pharmaceutical, cosmetic, consumer product, health and beauty, and manufacturing industries. The Company focuses on deformulation, a type of reverse engineering that identifies ingredients in complex formulations. Financial terms of the agreement were not disclosed.

Windjammer Capital Investors completes the acquisition of Advanced Instruments, October 31, 2016

Windjammer Capital Investors has acquired Advanced Instruments LLC, a maker of laboratory test equipment for the clinical, food and dairy, microbiology, pharmaceutical and biotech markets on October 31, 2016. Founded in 1955 and headquartered in Norwood, MA, Advanced Instruments is a leading designer, manufacturer and marketer of laboratory test equipment and related consumables for use in clinical, food and dairy, microbiology, pharmaceutical and biotech markets. With an array of technical competencies, including being an authority on the application of Freezing Point Depression technology for measuring the osmolality of solutions, Advanced Instruments serves thousands of end users in over 90 countries under the Advanced Instruments, Fiske and Mart Microbiology brands. Financial terms of the agreement were not disclosed.

Source: *Capital IQ, Mergermarket, press releases*

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Testing, Inspection, and Certification (TIC) Services

The broader Test and Measurement Industry comprises services and instruments. The services side of the T&M industry includes Testing, Inspection, and Certification (TIC) services that are provided to assist in determining and certifying the compliance of products and processes. The products side of the T&M industry comprises analytical instruments and equipment (IES) that detect and measure physical properties, electrical signals, or biological interactions.

Testing, Inspection, and Certification (TIC)

The Testing, Inspection and Certification (TIC) market comprises companies whose services help manufacturers meet global standards and enhance the quality of the products. These services assure consumers and end-users that manufacturers have followed international standards and regulations. TIC is an industry where the people, flexibility, workflow, and IT systems play a major role, therefore, not capital intensive. The globalization of trade has led to a complex supply chain which can impact product quality; therefore, TIC services are required at every stage of the supply chain to maintain product quality.

The TIC market is expected to reach \$113.24 billion by 2022, growing at a CAGR of 5.15% between 2016 and 2022; the APAC region is expected to witness the strongest growth rate in almost all sectors during the forecasted period as governments continue to enforce tougher legislation to assure health and safety compliance. Factors such as new regulations and standards, outsourcing of the testing, inspection, and certification services, concern about product quality and safety, and globalization of trade are driving the testing, inspection, and certification market. Different regulations and standards across various regions have resulted in regulatory bodies becoming involved in developing and publishing the new standards to meet international quality criteria as well as to meet end-users' needs regarding product quality. Food and healthcare are highly regulated sectors due to the higher concern about product quality and hygiene; therefore, these sectors require the manufacturers to follow stringent standards. Likewise, manufacturers in the medical devices industry also need to comply with mandated quality and safety standards.

The global TIC market is highly fragmented, with some of the key players driving consolidation in the market including ALS Global (Australia), Bureau Veritas SA (France), Dekra Certification GmbH (Germany), Intertek Group PLC (U.K.), SGS Group (Switzerland), TÜV SÜD Group (Germany), and UL LLC (U.S.). Eurofins Scientific SE (Luxembourg), a provider of analytical testing services to customers primarily in pharmaceutical, food, and environmental sectors, is another market player leading the acquisition tables in the sector.

Test and Measurement Instruments and Equipment (IES)

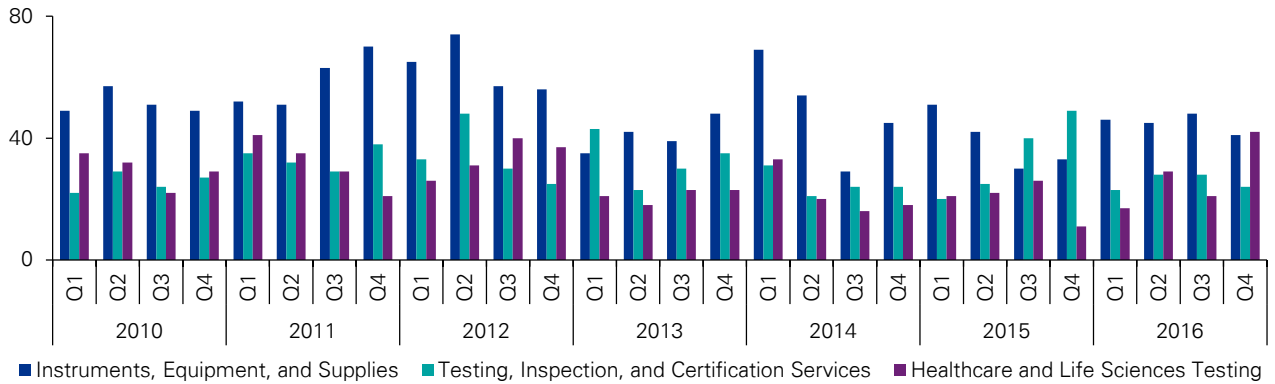
The Instruments, Equipment, and Supplies (IES) subsector includes analytical instruments and equipment that detect and measure physical properties, electrical signals, and/or biological interactions. Examples of T&M equipment include sensors and data acquisition instruments, product simulation systems, diagnostic equipment, and analytical laboratory instruments. Companies that provide TIC services routinely use T&M instruments and equipment in serving their customers.

The end markets for T&M products are diverse and include industries such as: telecommunications; healthcare; computer hardware; aerospace/defense; pharmaceuticals; life sciences/biotechnology; and automotive, among many others. The T&M instruments and equipment market is more concentrated than the TIC market, with large companies such as Danaher Corp. (U.S.), Thermo Fisher Scientific, Inc. (U.S.), and Ametek Inc. (U.S.) maintaining a leading position within their chosen segments. Consolidation among industry participants is occurring as the larger industry players continue to seek out acquisitions of smaller companies with newer technology and niche market leadership positions. Further, consolidation is happening among the larger companies in the industry as the more established players seek inorganic growth to reach leadership positions within desired end markets.

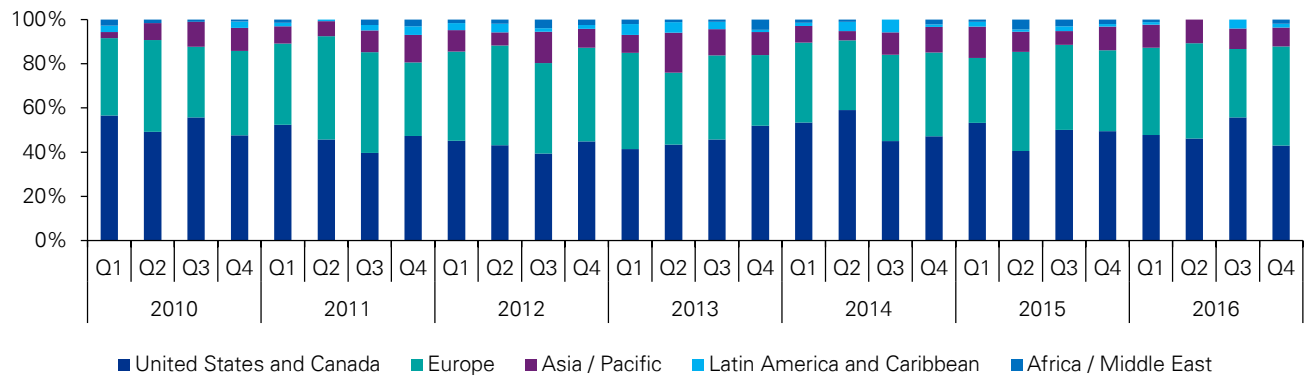
Source: Morgan Stanley, IBISWorld, Research and Markets

Global T&M Deal Volume

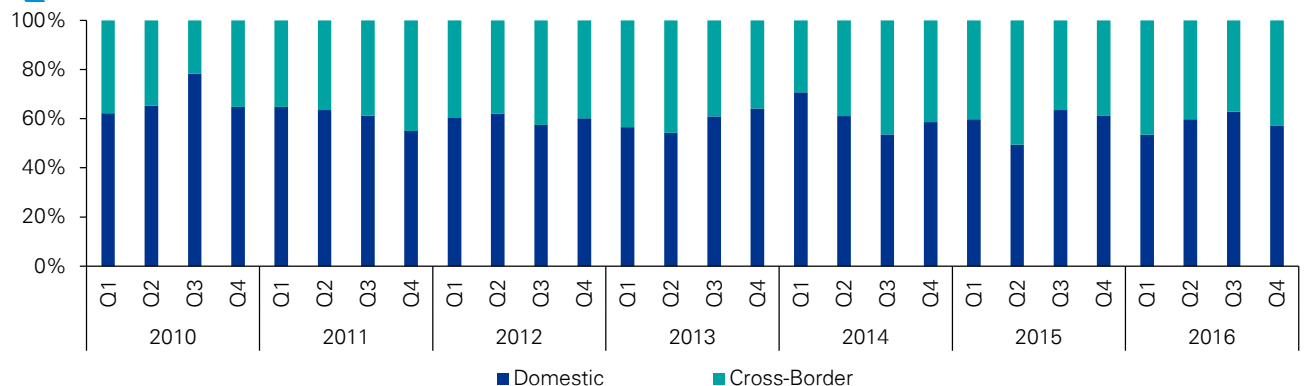
Global T&M Industry Announced M&A Deal Volume By Subsector



Global T&M Industry Announced Deal Volume By Target Region



Global T&M Industry Announced Cross-border Deal Volume



Source: Capital IQ
 Notes: Includes deals for which geographic information was available. M&A analysis based on deals announced and/or closed during the respective periods. Deal value represents aggregate deal value for disclosed transactions for the time periods noted on the above graphs

Selected T&M Industry Recent M&A Transactions

Date Closed	Target	Buyer	Implied Enterprise Value (\$ mm)	Implied EV/LTM Revenue	Implied EV/LTM EBITDA
Pending	Haglöf Sweden AB	Lifco AB	-	-	-
Pending	Hemostasis Reference Laboratory Inc.	Universal Biosensors, Inc.	-	-	-
Pending	DuPont Qualicon, Inc.	Hygiena, LLC	-	-	-
Pending	Michell Instruments Ltd.	Battery Ventures	-	-	-
Pending	e2v Technologies plc	Teledyne Technologies Incorporated	783.0	2.7x	12.6x
Pending	Engineering Services Inc.	SkyNet Group Limited	12.9	-	-
Pending	Multiplicom N.V.	Agilent Technologies, Inc.	70.5	-	-
1/12/2017	Astles Control Systems Limited	Scientific Digital Imaging PLC	6.0	2.5x	-
1/5/2017	KITA Manufacturing Co.,Ltd.	Rasco GmbH	25.4	-	-
12/31/2016	PHILAB Industries Inc.	Alterra Capital Partners, Inc.	17.7	-	-
12/27/2016	Laboratório São Lucas Ltda.	Eurofins Scientific SE	-	-	-
12/22/2016	Furmanite Corporation, Midstream Quality Assurance Business (nka:Frontier Integrity Solutions)	Atar Capital LLC	-	-	-
12/22/2016	COREX (UK) Limited	Premier Oilfield Laboratories, LLC	-	-	-
12/21/2016	Laagrima SARL	SGS SA	-	-	-
12/15/2016	Droplet Measurement Technologies, Inc.	Benford Capital Partners, LLC	-	-	-
12/15/2016	R U Safe Limited	Buzz Electrical Projects Ltd.	-	-	-
12/9/2016	Biopremier - Inovação e Serviços em Biotecnologia, S.A.	SGS SA	-	-	-
12/9/2016	Liquid Robotics Inc.	The Boeing Company	-	-	-
12/9/2016	Unipower AB	Sdiptech AB (publ)	13.5	-	-
12/7/2016	Biolin Scientific Holding AB	AddLife Development AB	-	-	-
12/6/2016	Hanson Research	Teledyne Technologies Incorporated	-	-	-
12/6/2016	Insight (NDT) Ltd	Exova Group plc	-	-	-
12/6/2016	Exova Group plc, Environment Testing Business in Eastern Canada	Eurofins Scientific SE	9.8	0.7x	-
12/5/2016	STAR EnviroTech, Inc.	CPS Products, Inc.	-	-	-
12/2/2016	Orion Analytical LLC	Sotheby's	-	-	-
12/2/2016	Wallace Instruments Limited	C & M Projects Limited	0.4	0.3x	-
12/1/2016	Brisweigh Pty Ltd.	PRECIA MOLEN Australia Pty Ltd.	-	-	-
11/30/2016	Northern Balance Ltd	Gem Scientific Limited	-	-	-
11/30/2016	Prox Dynamics AS	FLIR Systems, Inc.	134.0	-	-
11/30/2016	ALcontrol UK Limited	ALS Limited	49.8	1.4x	-

Source: CapitalIQ, Mergermarket, and press releases

Selected T&M Industry Recent M&A Transactions (continued)

Date Closed	Target	Buyer	Implied Enterprise Value (\$ mm)	Implied EV/LTM Revenue	Implied EV/LTM EBITDA
11/28/2016	AAB Smart Tools, LLC	CPS Products, Inc.	-	-	-
11/28/2016	W&P GEAT GmbH	MiniTec GmbH & Co. KG	-	-	-
11/28/2016	Pharmaceutical Calibrations & Instrumentation, LLC	FCX Performance, Inc.	-	-	-
11/28/2016	Control y Calidad Alimentaria SL	Laboratoire ALPA SAS	-	-	-
11/17/2016	Oxford Instruments Superconducting Wire LLC	Bruker Energy & Supercon Technologies, Inc.	17.5	0.3x	-
11/15/2016	Avomeen Analytical Services, Inc.	High Street Capital; High Street Capital IV SBIC, L.P.	-	-	-
11/14/2016	Blossom	The Scotts Miracle-Gro Company	-	-	-
11/9/2016	MSP Corporation	TSI Incorporated	-	-	-
11/7/2016	FreshLoc Technologies, Inc.	Mesa Laboratories, Inc.	-	-	-
11/7/2016	Dini Argeo S.r.l.	Rice Lake Weighing Systems	-	-	-
11/2/2016	FreshTemp, LLC	Digi International Inc.	-	-	-
11/1/2016	Calibration Technology Ltd.	Eppendorf AG	-	-	-
11/1/2016	skytron energy GmbH	Liberta Partners	-	-	-
10/31/2016	Astralab	Biogroup-LCD	-	-	-
10/31/2016	Advanced Instruments, Inc.	Windjammer Capital Investors LLC; Windjammer Senior Equity Fund IV, L.P.	-	-	-
10/27/2016	EnShape GmbH	Cognex Corporation	7.7	-	-
10/24/2016	SGS SA, Stack Emission and Environmental Laboratory Activity	Skyside (Pty) Ltd	-	-	-
10/21/2016	Applied Instrument Technologies, Inc.	Schneider Electric S.E.	-	-	-
10/18/2016	Visenti Pte. Ltd.	Xylem Inc.	12.0	-	-
10/18/2016	Eurodyne Limited	ESIRA SAS	6.8	-	-
10/17/2016	B & C Instruments, Inc.	J.A. King and Company Inc.	-	-	-
10/17/2016	Horizon Scientific, Inc.	Standex International Corp.	31.0	1.1x	-
10/13/2016	SWR engineering Messtechnik	Environnement S.A.	-	-	-
10/5/2016	Stonex Srl	Guangzhou Si Tuo Li Surveying Technology Co., Ltd	118.1	8.9x	-
10/4/2016	Consumer Testing Laboratories	UL LLC	-	-	-
10/3/2016	ClearPath Diagnostics	Laboratory Corporation of America Holdings	-	-	-
10/3/2016	Electronic Warfare Associates-Canada, Ltd.	Intertek Group plc	-	-	-
10/1/2016	Food Jena GmbH	SYNLAB International GmbH	-	-	-

Source: CapitalIQ, Mergermarket, and press releases

Selected Public T&M Companies

Selected Public T&M Companies												
Company	HQ Country	Market Data				LTM Financials				Valuation Multiples - Enterprise Value To:		
		Market Cap (\$mm) ⁽¹⁾⁽²⁾	Enterprise Value (\$mm) ⁽⁴⁾	Share Price ⁽²⁾	% 52 Wk High ⁽³⁾	Revenue	Revenue Growth	Gross Margin %	EBITDA % ⁽⁵⁾	LTM EBITDA	CY 2017 Revenue	CY 2017 EBITDA
Testing, Inspection, and Certification												
ALS Limited	AU	2,354	2,698	4.67	93.8%	1,015	(2.2%)	89.8%	16.8%	15.8x	2.7x	11.7x
Applus Services, S.A.	ES	1,480	2,219	11.41	98.8%	1,804	(6.7%)	34.0%	11.1%	11.1x	1.3x	10.8x
Bureau Veritas SA	FR	8,609	10,932	19.75	87.4%	5,039	(1.7%)	31.9%	19.0%	11.4x	2.2x	11.2x
Eurofins Scientific SE	LU	7,558	8,575	446.54	95.2%	2,573	30.1%	18.8%	18.5%	18.0x	2.8x	14.6x
Exova Group plc	GB	602	810	2.41	88.8%	419	11.2%	37.0%	19.1%	10.1x	1.9x	9.5x
Intertek Group plc	GB	7,022	8,188	43.65	91.0%	3,071	17.5%	53.3%	18.3%	14.6x	2.4x	12.0x
Mistras Group, Inc.	US	676	761	23.49	88.7%	690	(4.2%)	31.7%	10.5%	10.5x	1.1x	8.9x
SGS SA	CH	15,943	16,758	2,096.25	90.5%	5,892	4.6%	43.6%	19.7%	14.4x	2.7x	13.1x
Team, Inc.	US	1,032	1,383	36.00	90.7%	1,186	0.0%	27.0%	6.1%	19.1x	1.1x	14.0x
Testing, Inspection, and Certification Mean					91.7%	5.4%	40.8%	15.5%	13.9x	2.0x	11.8x	
Testing, Inspection, and Certification Median					90.7%	0.0%	34.0%	18.3%	14.4x	2.2x	11.7x	
Life Sciences Instruments												
Agilent Technologies, Inc.	US	15,576	15,202	48.41	97.8%	4,202	3.2%	52.3%	20.5%	17.7x	3.5x	14.6x
bioMérieux S.A.	FR	6,357	6,650	161.12	97.9%	2,257	7.0%	50.9%	21.5%	13.7x	2.7x	12.9x
Bio-Rad Laboratories, Inc.	US	5,532	5,160	187.20	96.4%	2,067	2.5%	54.9%	13.9%	17.9x	2.5x	17.4x
Bruker Corporation	US	3,702	3,633	23.08	77.3%	1,619	(1.0%)	47.0%	15.4%	14.5x	2.2x	12.5x
IDEXX Laboratories, Inc.	US	10,885	11,580	121.40	99.7%	1,732	10.4%	55.0%	23.7%	NM	6.0x	24.9x
Mettler-Toledo International Inc.	US	11,003	11,705	419.34	96.5%	2,472	4.4%	56.9%	23.1%	20.5x	4.5x	18.0x
Neogen Corporation	US	2,462	2,320	64.83	93.8%	341	13.7%	47.2%	21.2%	NM	6.0x	26.9x
PerkinElmer, Inc.	US	5,727	6,548	52.28	91.3%	2,268	0.4%	46.7%	19.4%	14.9x	2.9x	13.7x
QIAGEN N.V.	NL	6,419	7,031	27.81	92.4%	1,320	5.0%	63.6%	28.5%	18.7x	4.9x	14.7x
Sartorius Aktiengesellschaft	DE	5,082	5,757	73.31	86.7%	1,405	16.7%	48.8%	25.0%	16.4x	3.7x	14.4x
Thermo Fisher Scientific Inc.	US	56,263	73,206	142.43	88.6%	17,973	7.9%	45.9%	24.3%	16.7x	3.8x	14.5x
Waters Corporation	US	11,614	10,628	144.13	88.7%	2,167	3.1%	58.9%	33.7%	14.5x	4.8x	13.7x
Life Sciences Instruments Mean					92.3%	6.1%	52.3%	22.5%	16.6x	4.0x	16.5x	
Life Sciences Instruments Median					93.1%	4.7%	51.6%	22.3%	16.6x	3.7x	14.5x	
Industrial Instruments												
AMETEK, Inc.	US	12,127	13,836	52.40	99.6%	3,855	(3.3%)	36.0%	26.5%	13.6x	3.5x	13.5x
Badger Meter, Inc.	US	1,137	1,176	39.05	98.0%	396	4.9%	38.2%	18.5%	16.0x	2.7x	14.6x
Danaher Corporation	US	56,049	63,462	81.03	78.8%	22,751	(18.1%)	53.4%	23.9%	11.7x	3.6x	14.8x
Itron, Inc.	US	2,393	2,608	62.55	94.6%	2,014	6.8%	34.1%	10.9%	11.9x	1.3x	10.9x
Keysight Technologies, Inc.	US	6,465	6,783	37.71	98.5%	2,918	1.1%	55.7%	19.6%	11.9x	2.3x	10.4x
MTS Systems Corporation	US	977	831	58.60	94.1%	579	13.9%	36.1%	11.3%	12.7x	1.0x	6.1x
National Instruments Corp.	US	4,122	3,794	31.97	101.0%	1,234	1.1%	74.3%	14.5%	21.3x	2.9x	14.9x
Oxford Instruments plc	GB	528	706	9.25	90.6%	480	2.3%	45.8%	13.8%	10.6x	1.5x	9.4x
Roper Technologies, Inc.	US	19,331	21,538	190.58	100.3%	3,723	5.6%	61.4%	34.5%	16.8x	4.7x	13.5x
Spectris plc	GB	3,609	3,739	30.28	95.5%	1,606	9.8%	57.0%	16.7%	14.0x	2.1x	12.4x
Industrial Instruments Mean					95.1%	2.4%	49.2%	19.0%	14.0x	2.6x	12.1x	
Industrial Instruments Median					96.8%	3.6%	49.6%	17.6%	13.1x	2.5x	12.9x	
Selected Public T&M Companies Mean					93.0%	4.7%	48.0%	19.3%	14.9x	2.9x	13.7x	
Selected Public T&M Companies Median					93.8%	4.4%	47.2%	19.1%	14.5x	2.7x	13.5x	

Source: Capital IQ

(1) Market Capitalization based on closing share prices as of January 25, 2017

(2) Market Capitalization and Share Prices may be based on foreign exchange listed securities and converted to \$USD

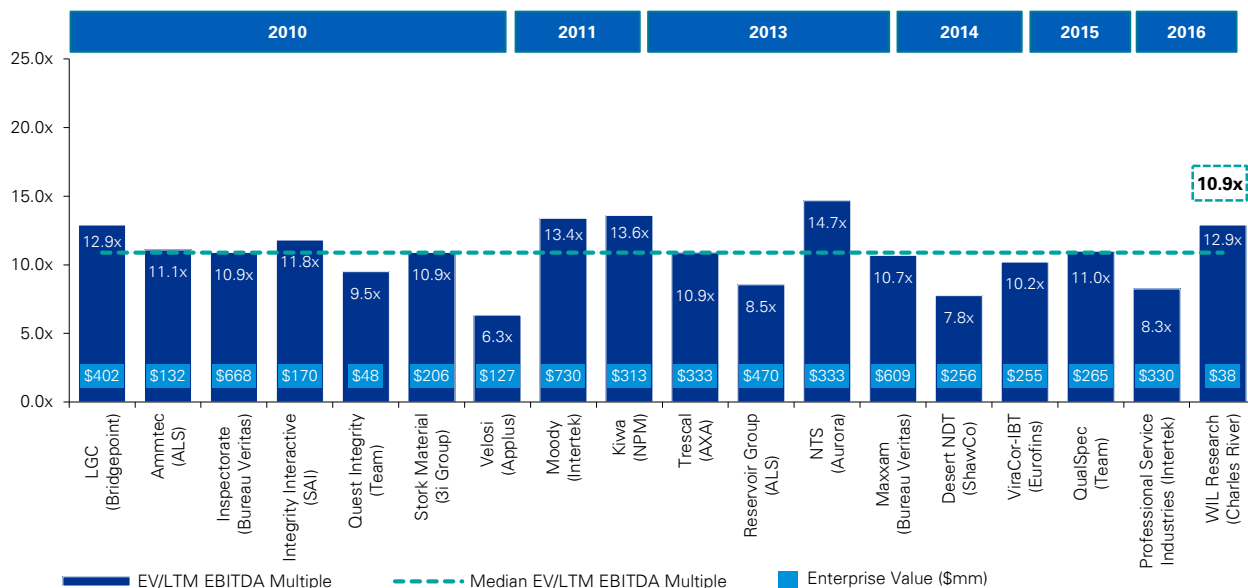
(3) Indicates percentage of current stock price compared to its 52 week high. Closing share prices as of January 25, 2017

(4) Enterprise Value (EV) equals Market Capitalization plus Debt, Preferred Equity, and Minority Interest, minus Cash and Cash Equivalents

(5) EBITDA equals Earnings before Interest Expense, Income Taxes, Depreciation and Amortization

TIC Transaction History & Multiples

TIC Industry Historical EV/LTM EBITDA Transaction Multiples (Selected Transactions)



Note: Certain multiples are based on estimated or current year figures if LTM data was not available
 Source: Capital IQ, Mergermarket, company filings and presentations, and press releases

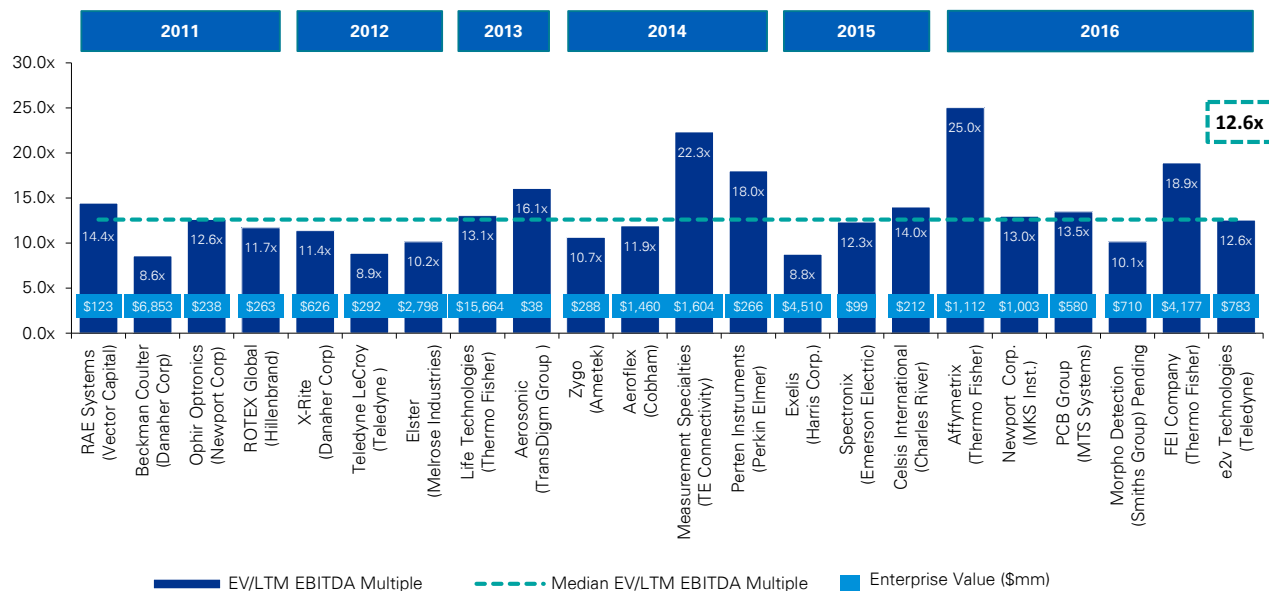
Three Year Acquisition History for Selected Players in the TIC Industry

Aggregate EV (\$mm)	Average EV (\$mm)	Company	Number of Deals
10.3	10.3	SGS	32
287.4	57.5	Eurofins	32
NA	NA	Bureau Veritas	16
34.6	34.6	Exova	10
1.7	1.7	DEKRA	10
406.3	135.4	Intertek Group	9
198.9	198.9	TÜV SÜD	7
NA	NA	Institut Mérieux	6
NA	NA	UL LLC	6
NA	NA	DNV GL Group	6
NA	NA	National Technical Systems	6
NA	NA	Applus Services	5
61.0	30.5	ALS	4
2.0	2.0	Trescal	3
5.5	5.5	Montrose Environmental Group	3

Note: Three years ended December 31, 2016; Aggregate and Average EV figures include transactions where data is available
 Source: Capital IQ

T&M Transaction History & Multiples

T&M Equipment Industry Historical EV/LTM EBITDA Transaction Multiples (Selected Transactions)



Note: Certain multiples are based on estimated or current year figures if LTM data was not available
 Source: Capital IQ, Mergermarket, company filings and presentations, and press releases

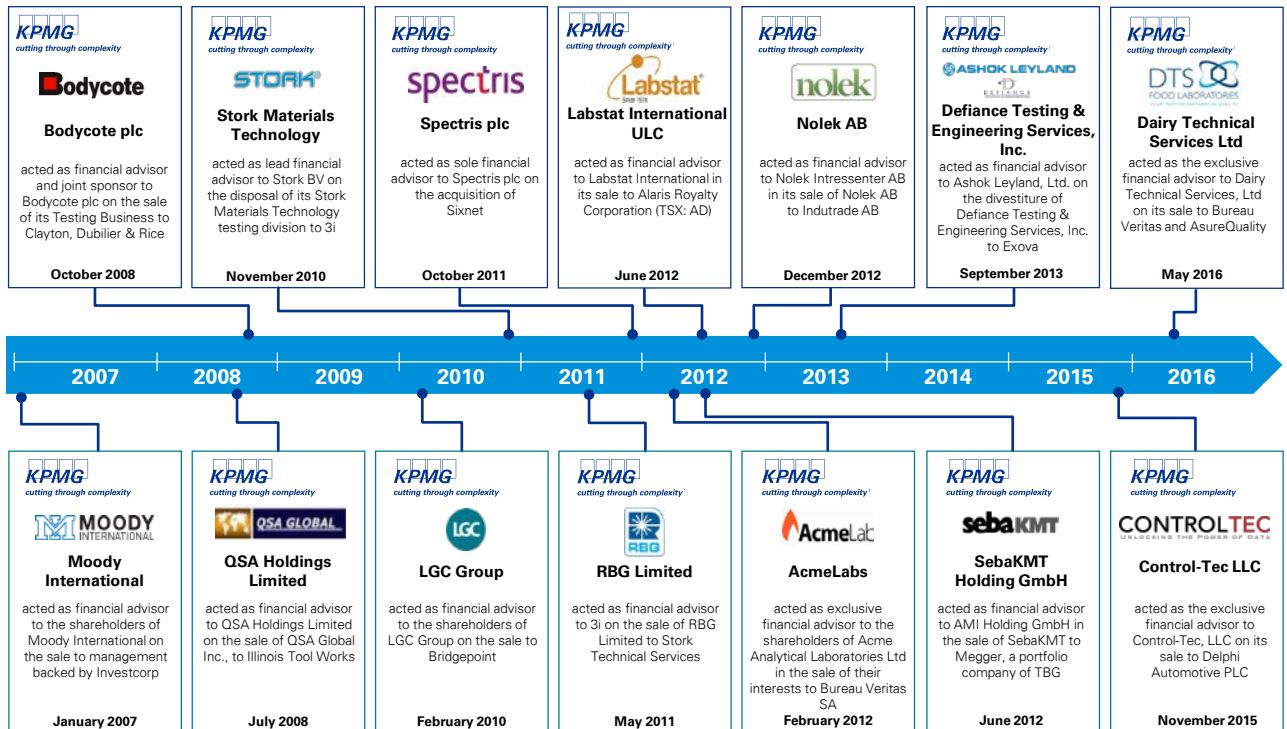
Three Year Acquisition History for Selected Players in the T&M Equipment Industry

Aggregate EV (\$mm)	Average EV (\$mm)	Company	Number of Deals
6,273.6	2,091.2	Danaher Corp	13
155.4	31.1	Spectris	10
910.9	151.8	Ametek	9
808.0	269.3	Teledyne Technologies	6
201.8	40.4	Ultra Electronics Holdings	5
104.0	52.0	Emerson Electric	4
NA	NA	Hexagon AB	4
1,716.7	858.3	TE Connectivity	4
NA	NA	National Instruments	3
NA	NA	ONICON Incorporated	3
597.4	199.1	MTS Systems Corporation	3
19.2	9.6	Judges Scientific plc	3
47.8	23.9	Vesuvius plc	3
NA	NA	TSI Incorporated	2
17.0	17.0	FARO Technologies	2

Note: Three years ended December 31, 2016; Aggregate and Average EV figures include transactions where data is available
 Source: Capital IQ

KPMG Corporate Finance

Leading Advisor to the Test and Measurement Sector ⁽¹⁾



(1) Represents the Corporate Finance practices of KPMG International's network of independent member firms

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