



Test & Measurement Newsletter

KPMG Corporate Finance LLC

Q2 2017

Test and Measurement M&A Newsletter

Q2 2017

Test and Measurement Market Commentary

Trading multiples of companies within the Test & Measurement (T&M) industry continued to increase in Q2'17, with a mean EV/LTM EBITDA of 20.1x for Life Sciences Instrument companies; 16.7x for Testing, Inspection, and Certification (TIC) companies, and 15.1x for Industrial Instrument companies. Global M&A activity in the T&M industry declined by 3.0% in Q2'17 as compared to Q2'16, with 98 announced deals, however, announced deal value soared by 123.7% to \$26.2 billion in Q2'17 versus Q2'16. The increase was primarily due to large and transformational transactions, including the acquisitions of: Patheon by Thermo Fisher (\$7.3 billion), VWR Corp. by Avantor/New Mountain Capital (\$6.6 billion), and PAREXEL by Pamplona Capital Management (\$5.3 billion). Strategic buyers continued to dominate in Q2'17, participating in an overwhelming 93% of announced deals, led by Eurofins with 10 transactions, UL LLC, ESCO Technologies, SGS, and Exova, each with two transactions.

Total of **98 announced deals** in Q2'17, a decline of **3.0%** versus Q2'16



Q2'17 total **announced deal value** was **\$26.2 billion**, up **123.7%** from Q2'16



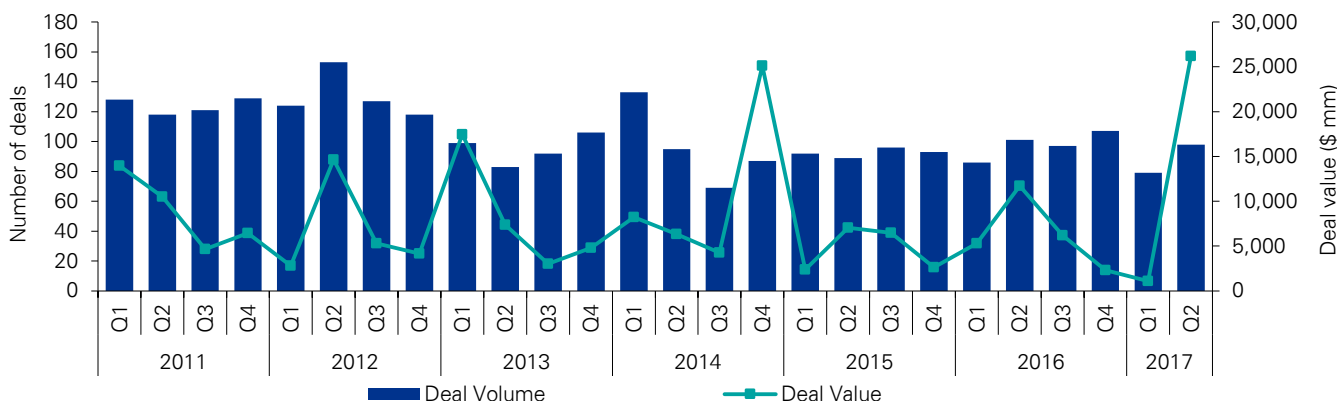
Cross-border deals represented **49.0%** of total volume for Q2'17, up from **40.6%** in Q2'16



Deal volume for the **Testing, Inspection, and Certification Services (TIC)** subsector was **down 7.4%**, while **Instruments, Equipment, and Supplies (IES)** subsector volume was **down 8.9%** in Q2'17 versus Q2'16



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

Topic of Interest

Lab of Things (LoT) or Smart Lab

Laboratories across the world are embracing new forms of technology and equipment as a way to increase productivity and improve efficiency, using the Internet of Things (IoT), a series of interconnected devices that are able to communicate with each other and transfer data back and forth over a network. Whether in a start-up, university lab, research facility, or global testing lab company, the technological evolution has arrived in the form of cloud-connected HVAC systems, thermostats and freezers. Cloud-connected (often referred to as “smart”) equipment is slowly, but definitively, changing lab operations globally and may be essential for labs to stay competitive. Collaboration and exchange of data and methods have become increasingly complex as enterprises work on a global scale. Corporate directives to meet market demands while reducing costs compel lab managers to deliver results quickly with fewer resources. In highly regulated industries, stringent compliance obligations require more steps in the lab and necessitate proof of data integrity.

The productivity, performance and predictability of scientific work in laboratories has improved significantly over the past decade, due largely to steady advances in technology. However, many challenges still remain including isolated information systems and paper-based lab processes that still dominate and make existing knowledge difficult to apply effectively. A lack of integration leads to manual steps in processes, which induce a high likelihood of errors. Disparate applications are difficult to configure and cumbersome to maintain. Due to the variety of instruments and methods in the lab, analysts must manage an assortment of unrelated data formats that cannot be easily shared or leveraged.

IoT is a key supporting technology for making the lab of the future a reality. One of the fundamental features of IoT is the ability for devices to collect and exchange data in a standard way. Embedding physical devices with electronics, software, sensors and network connectivity enables them to collect and exchange data automatically. Smart equipment enables researchers and lab personnel to be more productive by allowing them to remotely monitor experiments, collect data and more. Other benefits include:

- Increased productivity through reduced waiting time (i.e. running to another floor to see if the cycle is complete, etc.);
- Improved traceability which is essential for cost allocation in large facilities where autoclaves are shared between departments; and,
- Reduced maintenance costs including capturing the number of cycles run on an autoclave between maintenance visits can be captured with cloud-connectivity experiments

Notable firms fully embracing the IoT include Thermo Fisher Scientific, which utilizes Thermo Fisher Connect that tracks and process data from six different types of equipment, including real-time and digital polymerase chain reaction (PCR) thermocyclers and mass spectrometers. The system will be able support a dozen more instruments, including ultralow temperature freezers and even a smart electronic pipette by the end of 2017, says the company's chief technology officer Mark Field, who is based in Carlsbad, California.

With advancements of technology, knowledge will be easier to leverage in smart labs; errors will be reduced, compliance will be simpler and collaboration will occur more naturally. Scientists will make better use of their time as data is acquired automatically. Accuracy and efficiency will be improved as laboratory activities and automated processes are monitored by intelligent information systems that integrate devices and equipment.

Source: *Nature, Laboratoryequipment.com, Laboratory Design*

Notable Recent Deals

Fortive (NYSE:FTV) announces the acquisition of Industrial Scientific Corp.

July 27, 2017 (Pending)

Fortive, a diversified industrial products company, announced the acquisition of U.S.-based Industrial Scientific Corporation, a leading provider of portable gas detection equipment and a safety-as-a-service pioneer for approximately \$600 million. Industrial Scientific Corporation develops, manufactures, and services fixed and portable gas detection equipment. The company serves various markets, including utilities, chemical production, oil and gas, fire service, and food. After the completion of the transaction, Industrial Scientific Corp. will be part of Fortive's Professional Instrumentation segment. Mr Lico, CEO of Fortive, stated: "The addition of Industrial Scientific accelerates our digital strategy and creates a stronger platform for connected solutions for critical applications in maintenance and safety." The transaction is expected to close before the end of 2017.

PerkinElmer (NYSE:PKI) announces the acquisition of EUROIMMUN

June 19, 2017 (Pending)

PerkinElmer, a global leading provider of instruments, announced the acquisition of Germany-based EUROIMMUN Medical Laboratory Diagnostics AG for approximately \$1.3 billion, representing an estimated EV/2017P EBITDA multiple of ~18.6x. EUROIMMUN produces test systems and automation solutions for medical laboratory diagnostics, employing 4,000 employees worldwide. Robert Friel, Chairman and CEO of PerkinElmer remarked: "With the acquisition of EUROIMMUN and its talented team of professionals, we are able to leverage our combined advanced detection, imaging and assay development capabilities, along with our strong collective market positions and synergistic commercial activities, to deliver better and more complete solutions to our customers around the world." The transaction is currently anticipated to close in Q4'17.

Avantor announces the acquisition of VWR Corp. (NASDAQ:VWR)

May 5, 2017 (Pending)

Avantor, a portfolio company of New Mountain Capital, is a global supplier of ultra-high-purity materials for the life sciences and advanced technology industries. Avantor announced the acquisition of publicly-traded VWR Corp., the major independent provider of product, supply chain, and service solutions to laboratory and production customers creating a major global consumables-focused solutions and services provider to the high-growth life sciences and advanced technologies industries. Avantor's offer reflects an enterprise value of approximately \$6.4 billion and an implied EV/LTM EBITDA multiple of 13.5x. The offer represents a premium of about 17% to the unaffected stock price on May 2, 2017. The CEO of Avantor said: "Avantor's acquisition of VWR is both highly compelling and complementary. We will bring together our well-known expertise in ultra-high-purity materials and customized solutions with VWR's global scale, unparalleled channel access, and deep customer relationships. Collectively, this will create a larger, stronger and more diversified company with significantly enhanced scale and product breadth. The global customers that we plan to serve in a more high-touch manner will immediately benefit from the combination, as we will provide end-to-end solutions that offer increased quality, effectiveness, and productivity." The transaction is expected to close in Q3'17.

Battery Ventures completes the acquisition of Rotronic AG

July 6, 2017

On July 10, 2017, Battery Ventures announced the acquisition of Rotronic AG, a global developer and manufacturer of humidity- and temperature-measurement solutions. Rotronic AG will join Battery Venture's Process Sensing Technologies (PST) platform, which also includes Analytical Industries Inc., acquired in March 2017, and Michell Instruments, acquired in October 2016. As part of the transaction, Rotronic will be divesting its Swiss-based trading division. Battery Venture aims to build a complete portfolio of process-sensing technologies to better serve customer needs. No transaction value was disclosed.

Source: Markets and Markets, PiperJaffray, PR Newswire, Capital IQ, Mergermarket, press releases

Notable Recent Deals

(continued)

Pace Analytical Services completes the acquisition of ESC Lab Sciences

June 30, 2017

Pace Analytical Services, a portfolio company of Aurora Capital and operating as a leader in environmental and life science testing, announced the acquisition of ESC Lab Sciences, an operator of an environmental laboratory. ESC Lab Sciences operates one central laboratory and 64 client support centers across the U.S., providing sample pickup and/or the delivery of sampling supplies. Steve Vanderboom, President and CEO of Pace Analytical, stated: "With an increase in efficiencies, capabilities and capacity along with the best geographical coverage throughout the U.S., our objective is to make Pace Analytical the number one choice in environmental testing in the U.S." No transaction value was disclosed.

Element Materials completes the acquisition of Exova Group (LSE:EXO)

June 29, 2017

On June 29, 2017, Element Materials Technology, a global leader in materials and product qualification testing, completed the acquisition of Exova Group, a provider of laboratory-based testing, calibration and related services for sectors such as pharmaceuticals, aerospace, engineering and construction. Element Materials Technology, formerly known as Stork Materials Technology, was acquired by private equity group Bridgepoint in 2015. Element's purchase offer of approximately \$1.0 billion implied an EV/LTM EBITDA multiple of 12.3x. Element's CEO and President Charles Noall stated the following about acquisition: "Our ambition is to enhance our ability to support customers across their worldwide programs. With more laboratories and even greater technical strength, our combined company has the scale, capacity and expertise to service the increasingly diverse needs of our clients." Charles added: "Having already acquired a total of 17 businesses in recent years, we are very experienced in implementing procedures and processes in bringing businesses and people together."

AMETEK (NYSE:AME) completes the acquisition of MOCON, Inc. (NASDAQ: MOCO)

June 22, 2017

On June 22, 2017, AMETEK, a global manufacturer of electronic instruments and electromechanical devices, completed the acquisition of MOCON, Inc., the global leader in gas analysis instrumentation for package and permeation testing, serving research laboratories, production facilities, and quality control and safety departments in the medical, pharmaceutical, food and beverage, packaging, environmental, oil and gas and other industries worldwide. MOCON joins AMETEK as part of its Process & Analytical Instruments Division. AMETEK's CEO David A. Zapico stated: "MOCON's products and technologies nicely complement our existing gas analysis instrumentation business and provides us with opportunities to expand into the growing food and pharmaceutical package testing market." The implied enterprise value of \$178 million represents an EV/LTM EBITDA multiple of 17.8x.

ALS Limited (ASX:ALO) completes the acquisition of Marshfield Food Safety

June 1, 2017

On June 1, 2017, ALS Limited, a leading testing, inspection, certification and verification company headquartered in Australia, completed the acquisition of Marshfield Food Safety, a provider of high quality food safety testing services. The acquisition marks ALS Limited's entrance into the U.S. food testing market. Jim Klippel, ALS Director of Operations in the U.S. stated: "Entering the food safety testing market in the USA with the great people at MFS is something ALS can be proud of. They have a reputation of reliable data and on-time delivery, which is obviously very important to ALS." No transaction value was disclosed.

LKCM Headwater Investments completes the acquisition of TestEquity

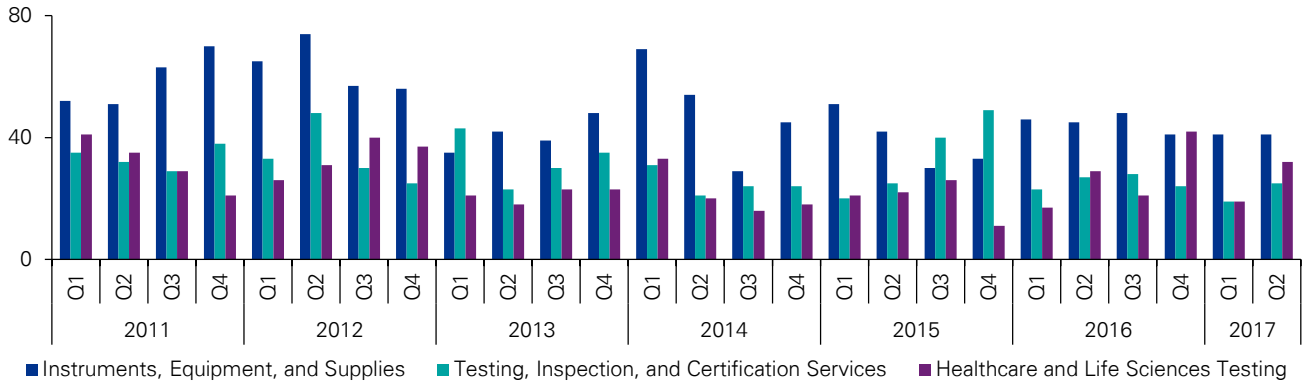
May 11, 2017

LKCM Headwater Investments, a Texas-based private equity firm, announced the acquisition of a majority interest in TestEquity, a leading North American value-added distributor of electronic test and measurement equipment as well as laboratory and production supplies. Under the ownership of First Atlantic Capital, who acquired TestEquity in 2012, TestEquity successfully completed two add-on acquisitions in highly synergistic and adjacent markets. No transaction value was disclosed.

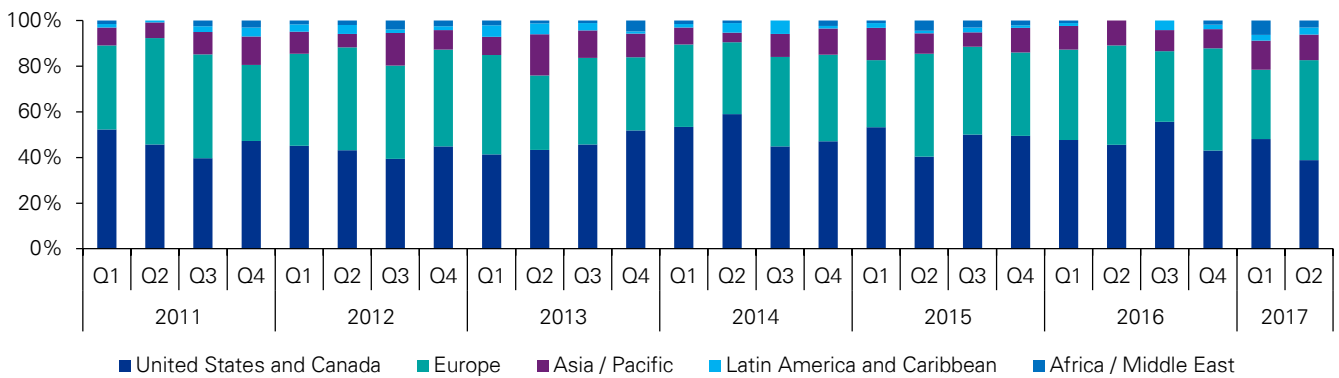
Source: Markets and Markets, PR Newswire, Capital IQ, Mergermarket, press releases

Global T&M Deal Volume

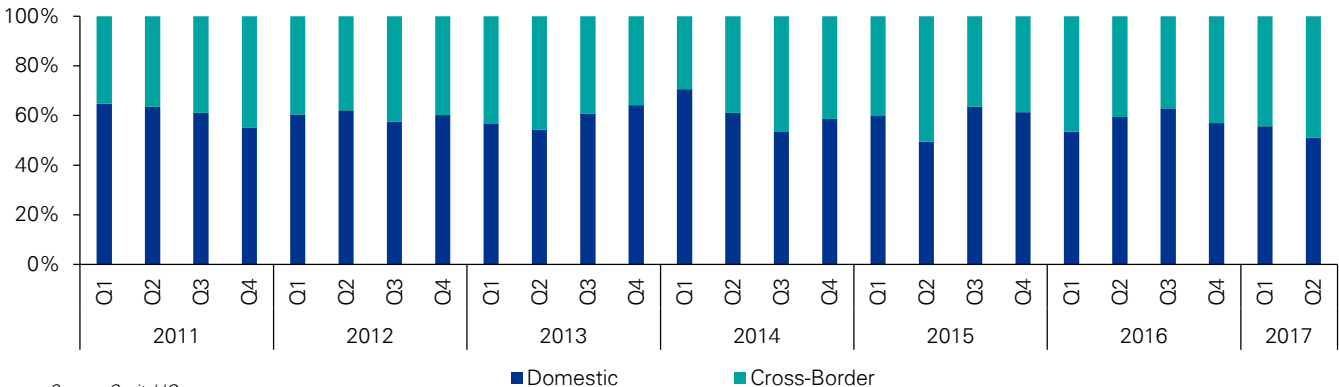
Global T&M Industry Announced M&A Deal Volume By Subsector



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	Industrial Scientific Corporation	Fortive Corporation (NYSE:FTV)	\$600.0	-	-
Pending	Spectrum, Inc.	Repligen Corporation	\$366.7	9.1x	-
Pending	ERICo Velenje Institut za ekoloske raziskave d.o.o.	Eurofins Scientific SE	-	-	-
Pending	PAREXEL International Corporation (NasdaqGS:PRXL)	Pamplona Capital Management LLP	\$5,007.4	2.4x	14.6x
Pending	EUROIMMUN Medizinische Labordiagnostika AG	PerkinElmer, Inc.	\$1,300.0	-	~18.6x ⁽¹⁾
Pending	Albany Molecular Research, Inc.	GTCR, LLC; The Carlyle Group LP; Carlyle Partners VI, L.P.; GTCR Fund XI/A LP; Gtcr Fund Xi/c Lp; Gtcr Co-Invest XI LP	\$1,584.3	2.5x	22.1x
Pending	ALcontrol Group Limited	Synlab Limited	-	-	-
Pending	VWR Corporation	Avantor Performance Materials, Inc.	\$6,476.9	1.4x	13.5x
Pending	Patheon N.V. (NYSE:PTHN)	Thermo Fisher (CN) Luxembourg S.à r.l.	\$7,205.3	3.7x	20.5x
Pending	MVZ für Laboratoriumsmedizin am Hygiene-Institut GmbH	Eurofins Scientific SE	-	-	-
Pending	D-Flow Technology AB	Badger Meter, Inc.	\$23.0	-	-
Pending	QUNDIS GmbH	KALORIMETA AG & Co. KG	\$435.0	6.7x	-
7/27/2017	Genoma Group Srl	Eurofins Scientific SE	-	-	-
7/27/2017	GATC Biotech AG	Eurofins Scientific SE	-	-	-
7/18/2017	Med Fusion LLC	Quest Diagnostics Incorporated	-	-	-
7/10/2017	Central Illinois Grain Inspection, Inc.	SGS SA	-	-	-
7/7/2017	SGS Leicester Ltd.	SGS United Kingdom Ltd	-	-	-
7/6/2017	ROTRONIC AG	Michell Instruments Ltd.; Analytical Industries Inc.	-	-	-
7/5/2017	Ana Laboratories, Inc.	Eurofins Scientific SE	-	-	-
7/4/2017	Labtec Laboratório de Ciência e Tecnologia S.A.	InVivo Labs SAS	-	-	-
6/30/2017	Environmental Science Corp.	Pace Analytical Services, Inc.	-	-	-
6/29/2017	TRINEAN nv	Unchained Labs Inc.	-	-	-
6/29/2017	Exova Group plc	Element Materials Technology Group Limited	\$987.6	2.3x	12.3x
6/22/2017	MOCON, Inc.	AMETEK, Inc.	\$177.6	2.8x	17.8x
6/20/2017	Harrison Research Laboratories, Inc.	SGS SA	-	-	-
6/19/2017	California Code Check, Inc.	Bureau Veritas SA	-	-	-
6/15/2017	K-MAC BIO CENTER Corp.	Sugentech Incorporate	\$14.8	-	-
6/13/2017	Altasciences Company Inc.	Audax Group, Inc.	-	-	-
6/13/2017	Alphora Research Inc.	Eurofins Scientific SE	-	-	-
6/6/2017	Compagnie Industrielle des Lasers CILAS SA, Particle Size Analyzer Product Line	Anton Paar GmbH	-	-	-

Note: 1) 2017E Multiple.

Source: CapitalIQ, Mergermarket, PiperJaffray, and press releases

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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
6/2/2017	Novonix Battery Testing Services Inc.	Graphitecorp Limited (nka:Novonix Limited)	\$5.3	3.6x	-
6/1/2017	Marshfield Food Safety, LLC	ALS Limited	-	-	-
6/1/2017	Nab Labs Ltd.	Eurofins Scientific SE	-	-	-
5/25/2017	Morgan Schaffer Systems Inc.	ESCO Technologies Inc.	-	-	-
5/18/2017	Defire Holdings Pty Ltd	Exova Group plc	-	-	-
5/18/2017	GOAL	Asialnspection Limited	-	-	-
5/18/2017	Advanced Vision Technology (A.V.T.) Ltd.	Danaher Corporation	\$76.6	1.4x	15.6x
5/17/2017	Technical Software Consultants Ltd.	Eddyfi NDT Inc.	-	-	-
5/11/2017	TestEquity LLC	Luther King Capital Management Corporation	-	-	-
5/9/2017	Electrosuisse AG, Test and Certification Activities	Eurofins Scientific SE	-	-	-
5/8/2017	Luxendo GmbH	Bruker Corporation	-	-	-
5/8/2017	Beddit.com Oy	Apple Inc.	-	-	-
5/4/2017	Pathology Associates Medical Laboratories, LLC	Laboratory Corporation of America Holdings	-	-	-
5/3/2017	MiW Rail Technology AB	TÜV SÜD AG	-	-	-
5/1/2017	Mount Sinai Health System, Inc., Clinical Outreach Laboratories	Laboratory Corporation of America Holdings	-	-	-
4/27/2017	CA Traffic Limited	TagMaster AB (publ)	\$3.9	-	-
4/24/2017	Opus RS Europe S.L.	Opus Inspection, Inc.	-	-	-
4/24/2017	Transformer Chemistry Services CC	Wearcheck Africa (Pty) Ltd.	-	-	-
4/20/2017	Alpha medical, s. r. o.	Unilabs SA	-	-	-
4/20/2017	Cerba HealthCare SAS	Public Sector Pension Investment Board	-	-	-
4/12/2017	Tollgrade Communications, Inc.	Enghouse Systems Limited	\$17.3	1.0x	-
4/11/2017	SL Pharma Labs, Inc.	Exova Group plc	-	-	-
4/7/2017	KJ Tech Services GmbH	Intertek Group plc	-	-	-
4/7/2017	Smiths Detection LLC	Smiths Group plc	\$710.0	-	10.1x
4/4/2017	Ahma Ymparisto Oy	Eurofins Scientific SE	-	-	-
4/4/2017	VEIKI-VNL Villamos Nagylaboratóriumok Kft.	DEKRA SE	-	-	-
4/3/2017	bentekk GmbH	Dräger Safety AG & Co. KGaA	-	-	-
4/3/2017	Ramboll Group A/S, Analytical Laboratory Business	Eurofins Scientific SE	-	-	-
4/3/2017	Emilab s.r.l.	Applus Services, S.A.	-	-	-
4/3/2017	Essen BioScience Inc.	Sartorius Aktiengesellschaft	\$320.0	-	-

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	3,013	3,400	5.98	97.1%	972	2.7%	27.5%	19.9%	17.6x	3.2x	14.9x
Applus Services, S.A.	ES	1,625	2,350	12.52	92.2%	1,675	(6.8%)	33.4%	10.8%	12.9x	1.3x	10.9x
Bureau Veritas SA	FR	9,857	12,163	22.60	91.0%	4,802	(1.8%)	31.1%	17.5%	14.4x	2.2x	12.0x
Eurofins Scientific SE	LU	9,783	10,567	575.28	98.5%	2,678	30.1%	18.9%	18.5%	21.3x	3.2x	16.9x
Intertek Group plc	GB	8,913	9,920	55.44	96.2%	3,169	18.5%	55.5%	17.9%	17.5x	2.8x	14.0x
Mistras Group, Inc.	US	631	716	22.14	83.7%	689	0.0%	32.2%	8.7%	12.0x	1.0x	9.9x
SGS SA	CH	18,238	19,081	2,419.27	97.1%	5,892	4.8%	43.6%	18.8%	17.2x	3.0x	14.6x
Team, Inc.	US	695	1,028	23.30	58.7%	1,232	18.7%	27.4%	4.0%	20.8x	0.8x	11.9x
Testing, Inspection, and Certification Mean					89.3%	8.3%	33.7%	14.5%	16.7x	2.2x	13.1x	
Testing, Inspection, and Certification Median					94.2%	3.7%	31.6%	17.7%	17.4x	2.5x	13.0x	
Life Sciences Instruments												
Agilent Technologies, Inc.	US	19,663	19,320	61.19	99.8%	4,324	5.6%	53.1%	22.7%	19.7x	4.3x	18.0x
bioMérieux S.A.	FR	8,548	8,864	217.26	95.0%	2,220	7.1%	52.3%	20.8%	19.2x	3.4x	15.8x
Bio-Rad Laboratories, Inc.	US	6,821	6,582	231.65	99.2%	2,097	3.9%	55.1%	13.0%	24.2x	3.1x	22.6x
Bruker Corporation	US	4,612	4,540	28.84	96.1%	1,621	(1.5%)	46.9%	16.3%	17.2x	2.7x	15.2x
IDEXX Laboratories, Inc.	US	14,416	15,282	163.59	94.6%	1,820	11.2%	55.3%	24.7%	NM	NM	NM
Mettler-Toledo International Inc.	US	15,570	16,369	603.01	99.4%	2,563	6.8%	57.7%	23.9%	NM	NM	24.2x
Neogen Corporation	US	2,594	2,470	68.05	97.3%	353	13.9%	47.3%	21.5%	NM	NM	NM
PerkinElmer, Inc.	US	7,620	8,387	69.25	99.7%	2,132	2.7%	47.9%	19.2%	20.5x	3.8x	18.4x
QIAGEN N.V.	NL	7,683	8,482	33.75	95.7%	1,347	5.2%	64.4%	30.5%	20.6x	NM	17.9x
Sartorius Aktiengesellschaft	DE	6,987	8,059	98.41	98.2%	1,434	15.8%	48.7%	24.1%	23.3x	4.7x	18.7x
Thermo Fisher Scientific Inc.	US	70,431	86,905	180.03	99.6%	18,744	8.1%	46.4%	25.0%	18.5x	4.4x	17.2x
Waters Corporation	US	14,626	13,527	182.74	97.4%	2,190	6.5%	58.8%	34.1%	18.1x	6.0x	17.3x
Life Sciences Instruments Mean					97.7%	7.1%	52.8%	23.0%	20.1x	4.0x	18.5x	
Life Sciences Instruments Median					97.8%	6.6%	52.7%	23.3%	19.7x	4.1x	17.9x	
Industrial Instruments												
AMETEK, Inc.	US	14,211	16,056	61.76	98.2%	3,903	(0.8%)	33.9%	26.2%	15.7x	3.9x	15.1x
Badger Meter, Inc.	US	1,173	1,200	40.30	96.6%	395	0.0%	38.0%	19.2%	15.8x	2.9x	14.9x
Danaher Corporation	US	58,487	69,638	84.26	95.7%	17,164	25.6%	55.6%	24.3%	16.7x	3.9x	16.6x
Itron, Inc.	US	2,732	2,868	70.70	98.3%	1,993	3.0%	32.8%	11.0%	13.1x	1.4x	12.3x
Keysight Technologies, Inc.	US	7,659	8,962	41.32	98.4%	2,945	2.7%	56.1%	20.7%	14.7x	2.6x	12.0x
MTS Systems Corporation	US	878	1,236	52.45	88.9%	765	37.9%	39.6%	14.2%	11.4x	1.6x	10.7x
National Instruments Corp.	US	5,351	5,011	41.29	99.7%	1,241	1.5%	74.8%	14.9%	NM	3.9x	20.4x
Oxford Instruments plc	GB	751	893	13.15	89.3%	436	(3.6%)	52.1%	17.1%	12.0x	2.1x	12.9x
Roper Technologies, Inc.	US	24,120	29,230	236.40	99.1%	3,974	9.8%	61.4%	33.8%	21.8x	NM	18.3x
Spectris plc	GB	3,961	4,156	33.23	89.6%	1,662	13.1%	56.5%	16.6%	15.1x	2.2x	13.1x
Industrial Instruments Mean					95.4%	8.9%	50.1%	19.8%	15.1x	2.7x	14.6x	
Industrial Instruments Median					97.4%	2.9%	53.9%	18.1%	15.1x	2.6x	14.0x	
Selected Public T&M Companies Mean					94.7%	8.0%	46.8%	19.7%	17.4x	3.0x	15.6x	
Selected Public T&M Companies Median					97.1%	5.4%	48.3%	19.2%	17.4x	3.0x	15.2x	

Source: Capital IQ

(1) Market Capitalization based on closing share prices as of July 13, 2017

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

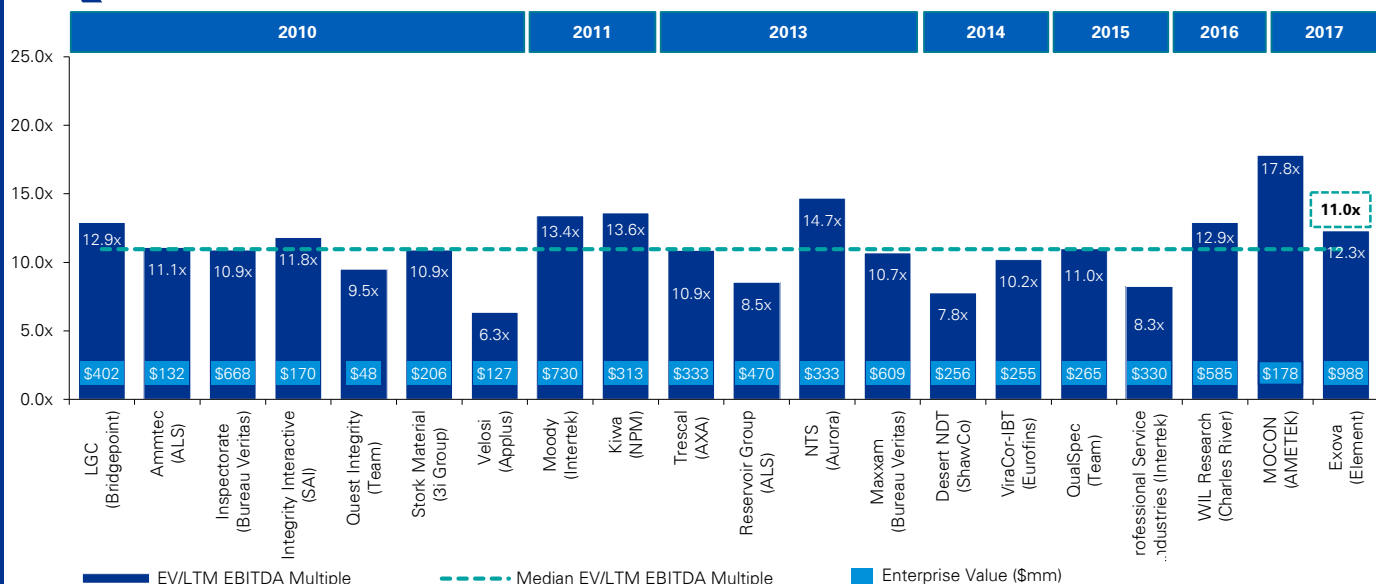
(3) Indicates percentage of current stock price compared to its 52 week high. Closing share prices as of July 13, 2017

(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

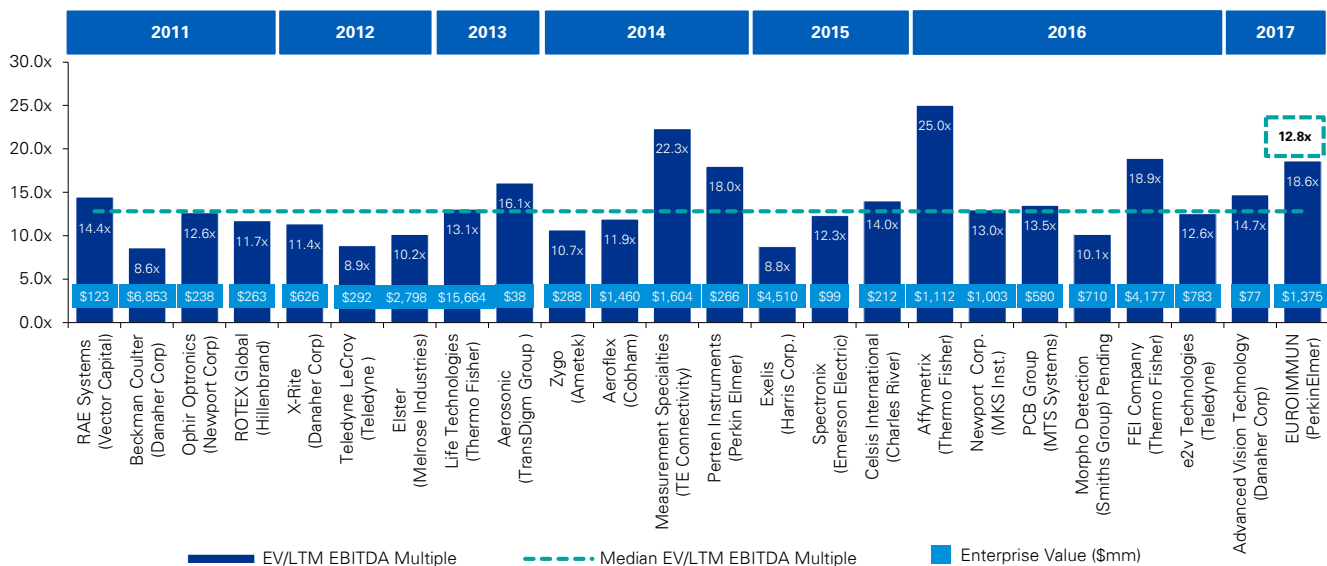
Three Year Acquisition History for Selected Players in the TIC Industry

Aggregate EV (\$mm)	Average EV (\$mm)	Company	Number of Deals
287.4	57.5	Eurofins	35
10.3	10.3	SGS	32
NA	NA	Bureau Veritas	16
1.7	1.7	DEKRA	9
34.6	34.6	Exova	9
198.9	198.9	TÜV SÜD	8
339.4	169.7	Intertek Group	7
NA	NA	UL LLC	7
NA	NA	National Technical Systems	6
NA	NA	Applus Services	6
NA	NA	Institut Mérieux	5
49.8	49.8	ALS	5
NA	NA	DNV GL Group	3
2.4	0.8	Premier Technical Services Group	3
NA	NA	Laboratory Corp. of America	2

Note: Three years ended June 30, 2017; 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

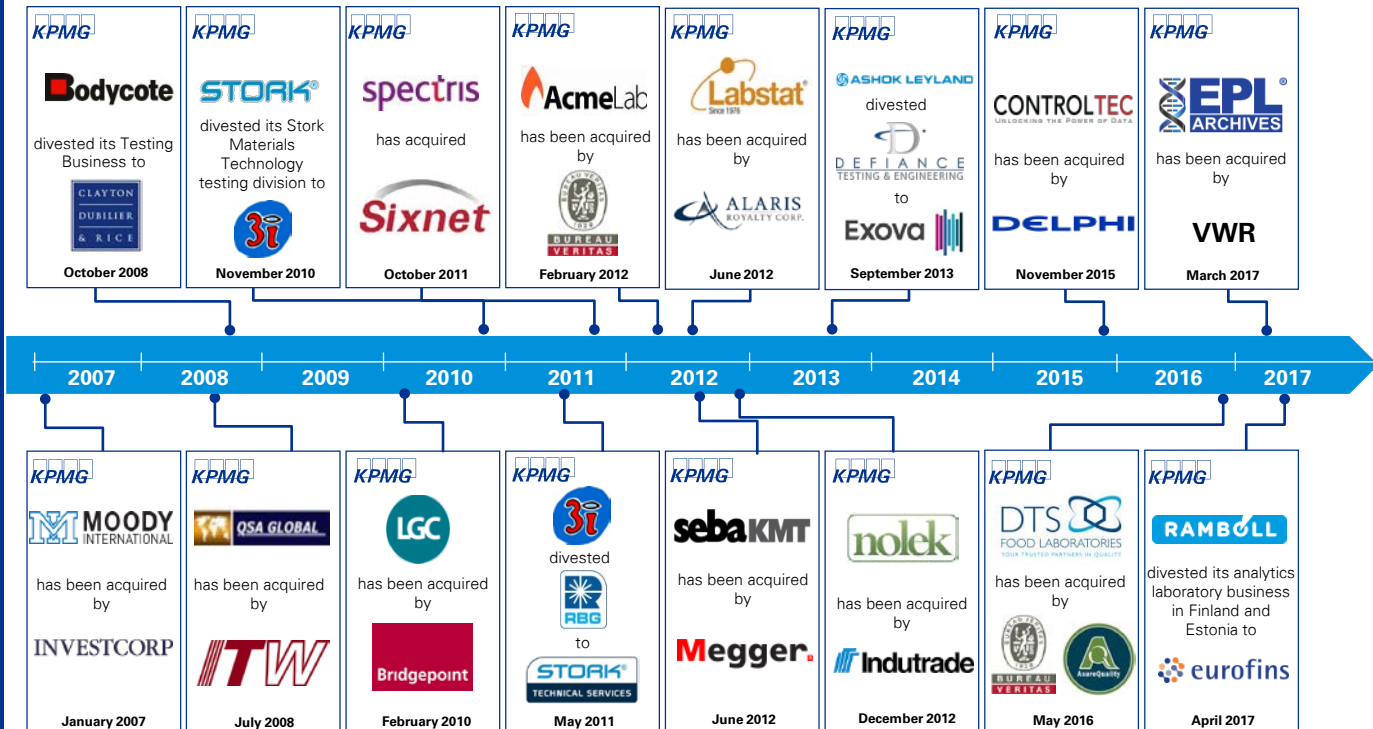
Three Year Acquisition History for Selected Players in the T&M Equipment Industry

Aggregate EV (\$mm)	Average EV (\$mm)	Company	Number of Deals
6,353.1	1,588.3	Danaher Corp	12
137.8	34.5	Spectris	8
634.6	158.6	Ametek	7
62.5	31.3	Bruker Corporation	5
804.0	402.0	Teledyne Technologies	5
104.0	52.0	Emerson Electric	4
1,566.0	783.0	PerkinElmer	4
NA	NA	ONICON Incorporated	3
NA	NA	National Instruments	3
NA	NA	Trimble Navigation	3
NA	NA	ESCO Technologies	3
4,176.9	4,176.9	Thermo Fisher Scientific	3
NA	NA	Hexagon AB	3
19.2	9.6	Judges Scientific plc	3
47.8	23.9	Vesuvius plc	3

Note: Three years ended June 30, 2017; Aggregate and Average EV figures include transactions where data is available
 Source: Capital IQ

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