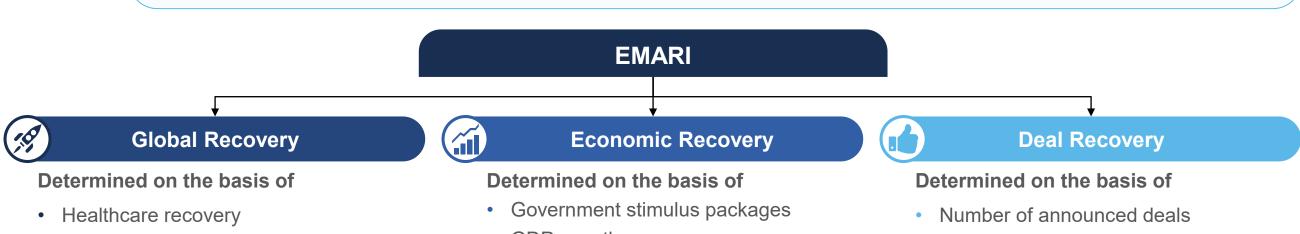


Evalueserve M&A Recovery Index (EMARI)

M&A deal recovery is highly correlated with global, social, and economic recovery

EMARI

- We take a look at the top 10 countries by M&A volume and evaluate how are they performing with regard to dealing with COVID-19 uncertainties, economic activity, and M&A deal making.
- We assign a recovery score to indicate the extent of their recovery and the effort needed to achieve pre-COVID-19 levels.



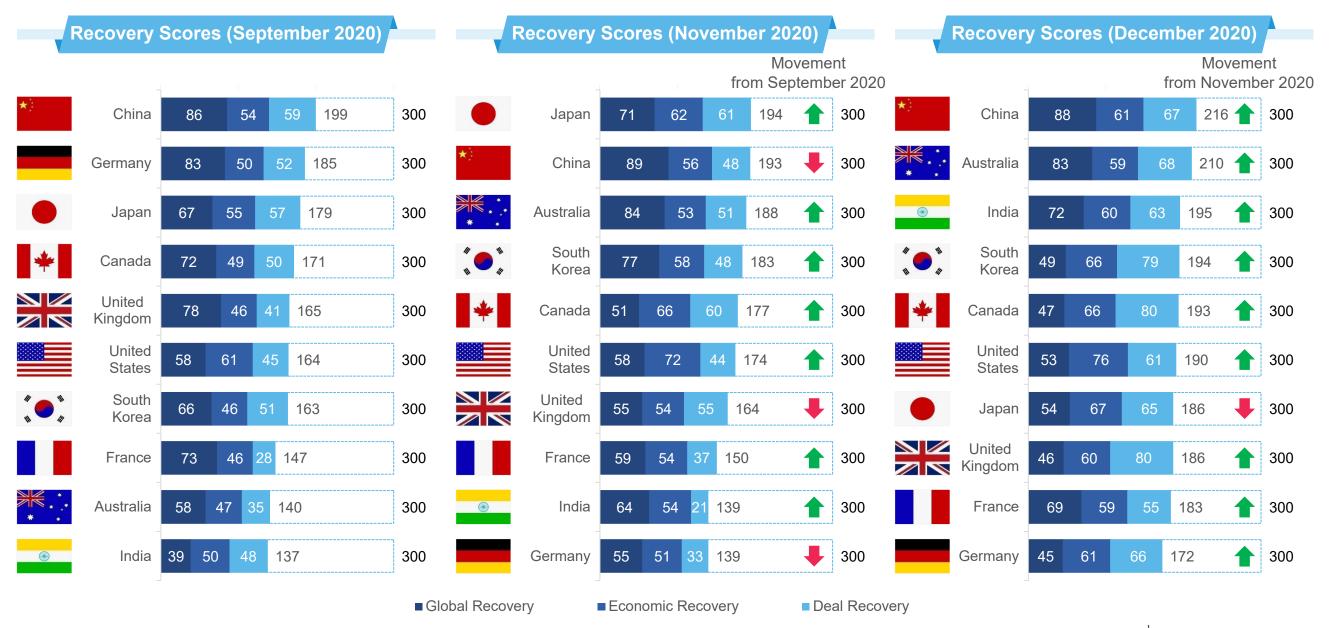
- Social recovery
- Work resumption

- GDP growth
- Unemployment numbers
- Stock market performance
- Interest rates
- Money supply
- Government bond rates

- Number of closed deals
- Number of cross-border deals
- Number of domestic deals
- Number of deals by sponsor

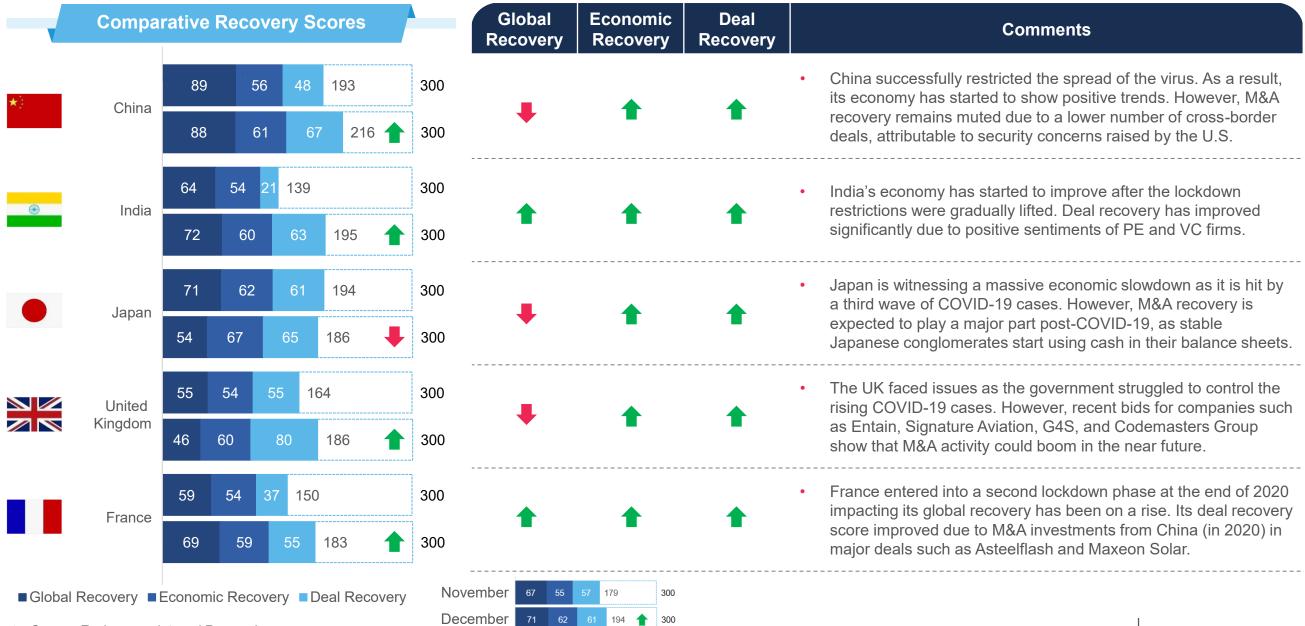
Evalueserve M&A Recovery Index (EMARI)

The recovery scores of 9 out of the 10 major global M&A markets have improved



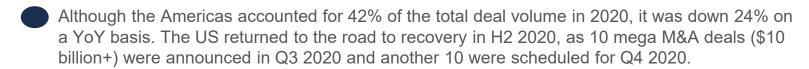
Evalueserve M&A Recovery Index (EMARI) – Major Movers

France, Germany, and India witnessed significant recovery in December 2020 from November 2020

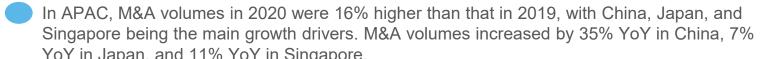


Quarterly Global M&A Volume Since 2001

Deal making in H2 2020 stood at \$2.3 trillion, up 90% compared with H1 2020; it was the strongest H2 for deal making since 1980 2020 Regional Mix









APAC

28%

EMEA

30%

Americas 42%

Global M&A Overview – Top 10 Deals in 2020

In 2020, 9 out of the 10 largest transactions were announced in H2 2020

Top 10 Announced D	eals 2020
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Date	Acquirer Name	Acquirer Nation	Target Name	Target Nation	Target Industry	Consideration	Size (\$ B)
30-Nov-20	S&P Global	United States	IHS Markit	United Kingdom	Technology	Cash & Stock	\$45.1
13-Sep-20	Nvidia	United States	Arm Holdings	United Kingdom	Technology	Cash & Stock	\$40.0
11-Dec-20	AstraZeneca	United Kingdom	Alexion Pharmaceuticals	United States	Healthcare	Cash & Stock	\$38.8
27-Oct-20	Advanced Micro Devices	United States	Xilinx	United States	Technology	All Stock	\$34.6
09-Mar-20	Aon	United Kingdom	Willis Tower Watson	United Kingdom	Financial	All Stock	\$30.1
01-Dec-20	Salesforce.com	United States	Slack Technologies	United States	Technology	Cash & Stock	\$27.5
30-Aug-20	Veolia Environment	France	Suez	France	Energy & Power	All Cash	\$23.0
02-Aug-20	7-Eleven	United States	Speedway	United States	Retail	All Cash	\$21.0
13-Jul-20	Analog Devices	United States	Maxim Integrated	United States	Technology	All Stock	\$20.7
13-Sep-20	Gilead Sciences	United States	Immunomedics	United States	Healthcare	All Cash	\$19.8

Top 10 Withdrawn Deals 2020

Date	Withdrawn Date	Acquirer Name	Acquirer Nation	Target Name	Target Nation	Target Industry	Size (\$B)
06-Nov-19	31-Mar-20	Xerox	United States	HP	United States	Technology	\$35.2
03-Mar-20	13-Aug-20	Quebec B.V. (Thermo Fisher)	Netherlands	Qiagen	Netherlands	Healthcare	\$12.0
03-Mar-20	12-May-20	Covea SGAM	France	PartnerRE	Canada	Financial	\$9.1
12-Jan-20	06-Apr-20	Woodward	United States	Hexcel	United Kingdom	Industrials	\$7.6
26-Nov-19	20-Apr-20	Alimentation Couche –Tard	Canada	Caltex Australia	Australia	Energy & Power	\$7.1
22-Oct-19	31-Jan-20	MIH Food Delivery Holdings	Netherlands	Just Eat	United Kingdom	Retail	\$7.0
02-Sep-20	18-Nov-20	Altice USA	United States	Cogeco Communications	Canada	Media	\$5.8
22-Sep-20	16-Oct-20	Yandex	Russia	TCS Group Holding	Russia	Financial	\$5.5
13-Jan-20	12-Jan-21	Visa	United States	Plaid	United States	Technology	\$5.3
5-May-19	18-May-20	Total	France	Anadarko - Algeria & Ghana Asset	Algeria	Energy & Power	\$4.9

Summary of Global M&A Trends

M&A deals are poised to rebound in 2021, treading on trends in 2020

In 2021, companies will look to build on the momentum from end-2020, but they will also have to deal with an altered market landscape in a post-COVID-19 world

Deployment of Dry Powder by PE Firms

• Armed with significant capital, PE firms are exploring opportunities in the energy and healthcare sectors, as well as retail businesses

Rising Involvement of SPACs

• Numerous SPACs (210, according to BTIG, all with acquisition time limits of 18 to 24 months) are seeking acquisitions as they expect markets to be steady and the economy to improve. Thus, 2021 will be at least as strong as 2020 for SPAC deals

Market for distressed assets will boom

Assets in industries (retail, travel, etc.) that were hit hard by the pandemic could become attractive targets in 2021

Focus on technology is stronger than ever in the new M&A landscape

Companies with significant technological capabilities are expected to hold stronger positions than others

Economic, governmental, and medical factors will dictate M&A market activities in 2021

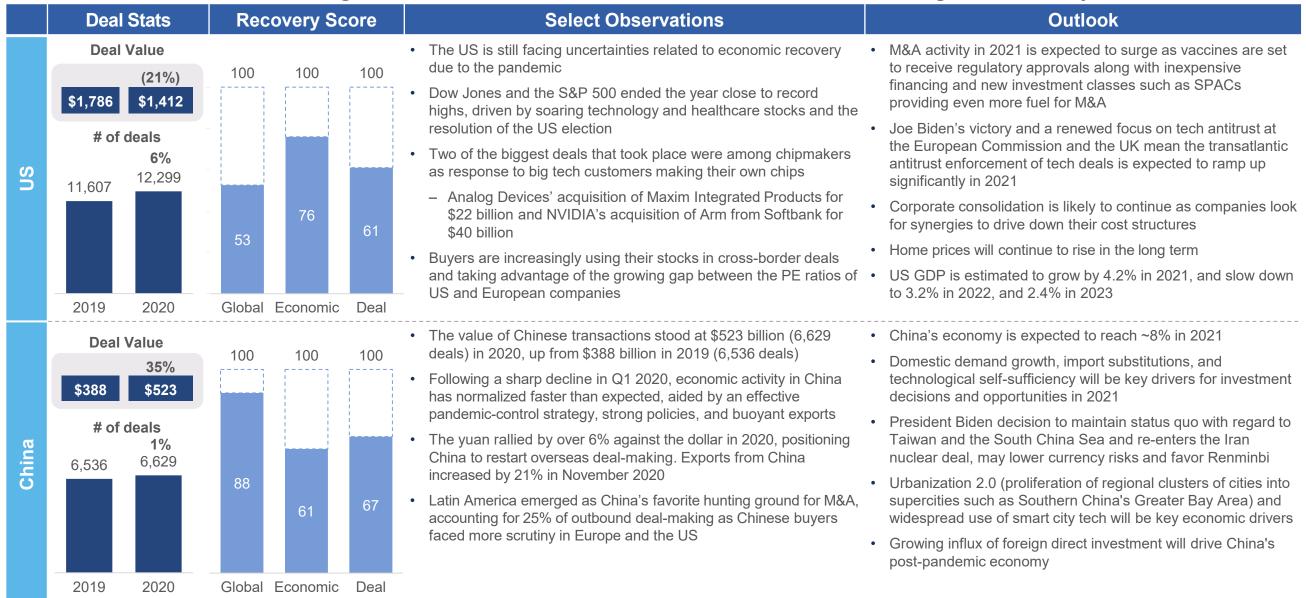
• In 2019, ESG funds recorded an inflow of \$21.4 billion, which was surpassed in H1 2020. By the end of September 2020, there was an inflow of \$31 billion in such funds. Countries are deploying recovery plans to push through the existing environmental policy priorities. The growth opportunities that a green economy can put forth could be substantial

Stressed M&A opportunities, consolidations, and recapitalizations

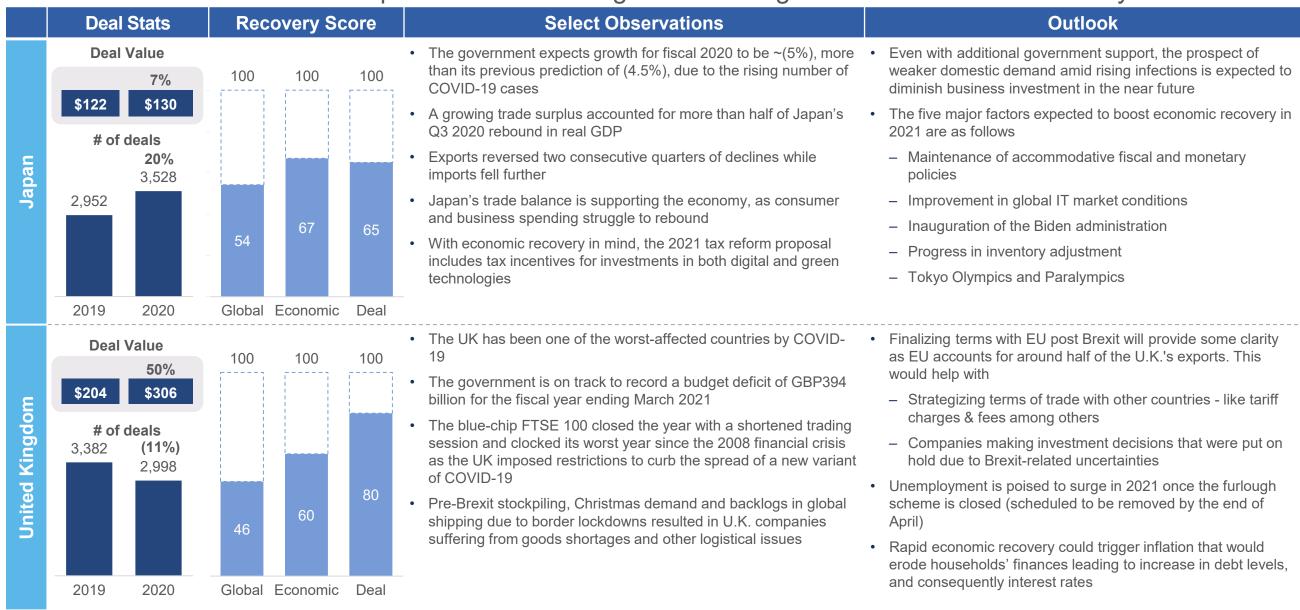
• This year is expected to present a number of major consolidation and recapitalization opportunities, as banking sector participants seek to improve their balance sheets to protect themselves from similar shocks

EVALUESERVE

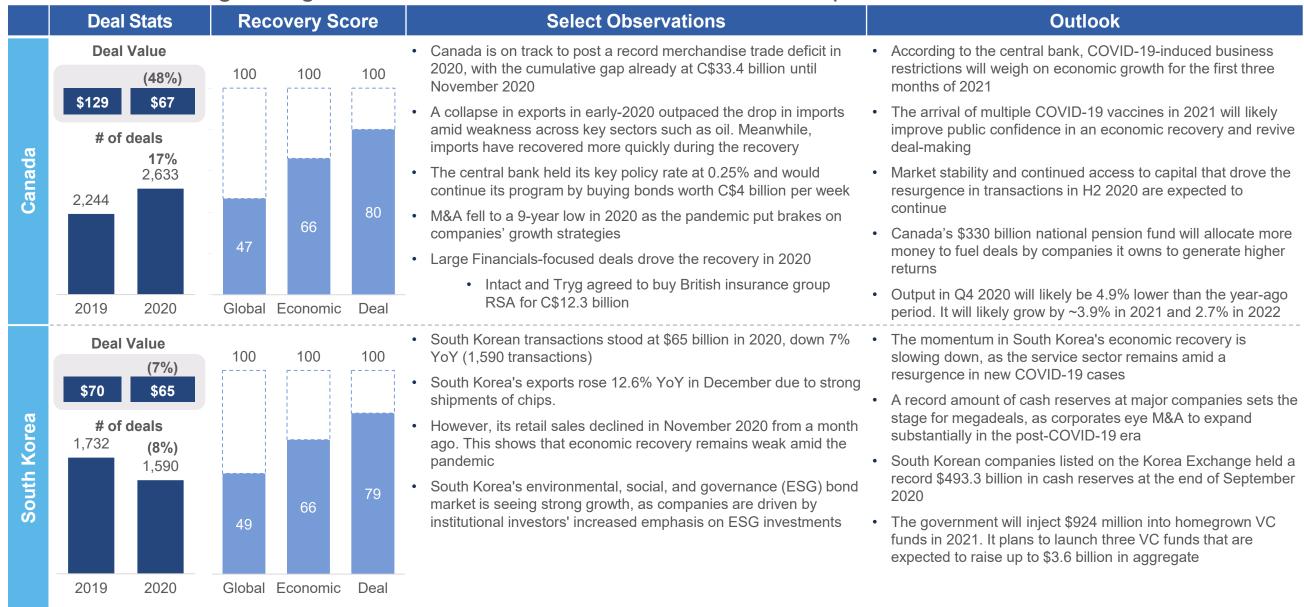
The US is far from recovering from COVID-19, while China has started returning to normalcy



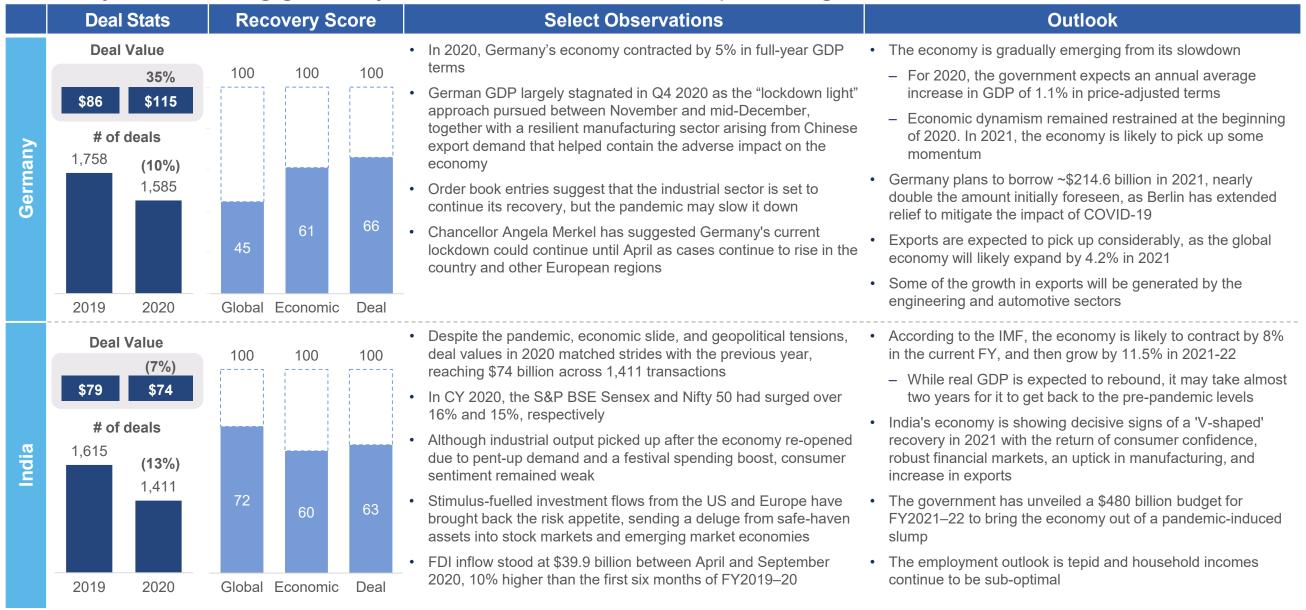
A second COVID-19 wave in Japan and the UK weighed on their global and economic recovery



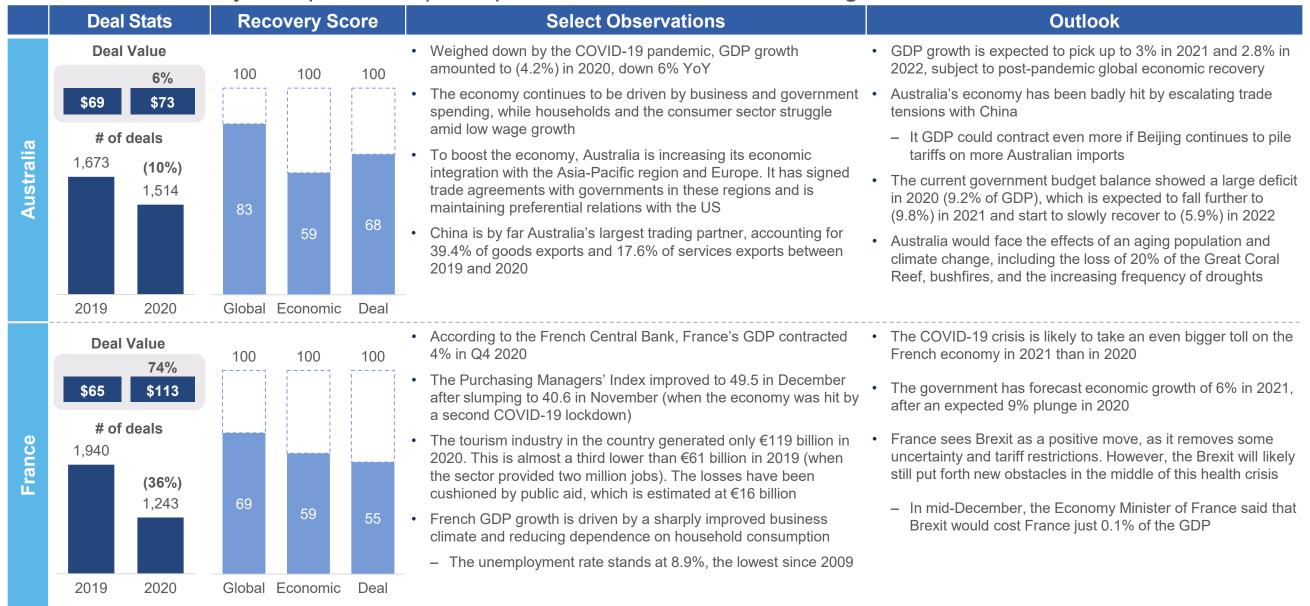
Canada is showing resurgence in transactions and South Korean companies are set for record M&A deals



Germany is recovering gradually, and India's outlook seems promising



Australia's economy is expected to pick up and France witnessed a surge in M&A deal value for CY 2020



Key Takeaways

M&A landscape expected to bounce back in 2021

This stop-start year has been a surprisingly resilient one for deal-making, considering the uncertainties. But, with conditions ripe to support M&A, including low interest rates, ample funding and a sense of greater certainty going into next year, we can expect 2021 to start off on a strong footing and accelerate from there...Companies in the consumer and industrials sectors will look to combine to take advantage of the anticipated recovery

— Andrea Guerzoni, December 14, 2020
EY (Global Vice Chair, Strategy & Transactions)

It definitely was a tale of two halves...In the new year expect a ton of activity in both strategic M&A and private equity, which also picked up in the fall of 2020. SPACs or blank check companies, which raised a record \$70 billion last year, are projected to remain strong into 2021...That strategic analysis is likely going to result in a number of carve out opportunities as noncore businesses are shed as companies

determine what is a noncore business in this new

— Luke Bergstrom, January 13, 2021 Latham & Watkins, (Global Head, M&A) The coronavirus also revealed vulnerabilities that pushed CEOs to make changes now, instead of in five or 10 years like they were planning...What this shock has done is force rapid implementation of these strategic plans...We've had this enormous surge having begun the year coming off a good but softening market, and we are now envisioning 2021 to surpass 2019

— Cary Kochman, December 28, 2020 Citigroup (Co-Head, Global M&A)

M&A is a confidence game. With political certainty, the end of the pandemic in sight, and strong capital markets, the confidence levels in the C-suite and board rooms are high. That bodes well for M&A

— Anu Aiyengar, January 14, 2021 JP Morgan (Co-Head, M&A) The combination of a historically low cost of capital and robust stock prices has created an environment ripe for M&A and we're seeing rapid-fire acquisition in most sectors...Resiliency requires being both big and nimble so that you can afford to pivot your operations as necessary during times of disruption...Many of the most successful companies over the past year have been those that have scale and reach in terms of people, location, technology and capital...

— Brian Salsberg, December 28, 2020 EY (Global Buy and Integrate Leader)

We've seen M&A volumes come back post-Covid, All of our transactions were paused during the heavy quarantine period, but the fundamentals remained solid. So, for Covid-durable businesses, all these processes restarted and are going well. PE firms don't see a change in tax policy pulling forward any of their plans to exit their business. Even if the changes to the capital gains and corporate tax rates don't curb deal volume, they could still impact pricing, by pushing owner-operator sellers to seek higher valuations to offset the higher taxes

Scott Rhodes, January 19, 2021
Citizens M&A Advisory (Managing Director)



environment

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