



cutting through complexity

M&A

MERGERS & ACQUISITIONS PREDICTOR

ISSUE 7 | September 2015

Plenty of interest
from Aussie private
equity firms

DEAL ADVISORY

kpmg.com/nz



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What is KPMG's M&A Predictor?

The Predictor is a forward-looking tool that helps our clients consider trends and expectations in merger and acquisition (M&A) activity. By tracking important analyst indicators up to 12 months forward, it examines the appetite and capacity for M&A deals. The rise or fall of forward price to earnings (P/E) ratios offers a guide to overall market confidence, while net debt to EBITDA (earnings before tax, depreciation and amortisation) ratios help gauge the capacity of NZ firms to fund future acquisitions.

The KPMG NZ M&A Predictor is produced every six months, and incorporates analyst data on all companies in the NZX50*.

KPMG International also releases a Global M&A Predictor twice a year which provides a similar analysis by sector and country across the globe, using 1,000 of the largest companies in the world by market capitalisation*. Within this publication we consider how trends in New Zealand mirror those being experienced globally.

The NZ data and a summary of global data by country is incorporated in the table on page 4.

**The financial services and property sectors are excluded from both the NZ and global analysis as net debt/EBITDA ratios in these sectors would distort the analysis. All the raw data used within the NZ and Global Predictors is sourced from S&P Capital IQ, supplemented by broker research. Where possible, earnings and EBITDA data has been sourced on a pre-exceptionals basis.*

***The rise in forward P/E ratios is driven in part by a downward correction in broker's earnings forecasts in the six months from June 2014.*

About the Author:

Ian Thursfield leads KPMG New Zealand's Deal Advisory team of 65 professionals. Ian has over 20 years' experience in providing due diligence and capital markets advice across all market segments, both in New Zealand and internationally.

Welcome to this latest edition of KPMG's M&A Predictor.

M&A activity in New Zealand has been strong over the past six months, with a few notable features in play. Interestingly, despite a lot of media attention six months ago about sustained high levels of IPO activity, the actual level of activity in equity capital markets so far this year has been limited. This has resulted in greater opportunity for trade and private equity buyers, and we've seen Australian private equity firms in particular being quite active.

There has been a shift in our economic environment over the past several months, with some farming-based regions seeing a pronounced decline in consumer confidence (with Auckland and Wellington remaining fairly flat). While Christchurch construction activity is said to be peaking and dairy income is in decline, it hasn't all been bad news – exporters have become more competitive in recent months due to the falling dollar. In fact, the trade-weighted exchange rate has fallen c. 15% from its high a year ago. Further, while milk prices are down (c. 40% over the past two years), other commodities are holding up well with prices for meat, wool, horticulture produce and seafood being up 5% on average over this period. Net immigration continues to gain momentum and is an influential driver of the economy, with the net inflow hitting nearly 60,000 for the 12 months to June (equivalent to population growth of about 1.2%).

The KPMG team has certainly had a busy 6 months – having advised Chevron on its pending \$785m sale to Z Energy, CallPlus on its \$250m sale to M2, and Accent Group on its \$200m sale to RCG. Looking at our own pipeline and other transactions playing out in the market, we expect to see strong M&A activity throughout the remainder of the year.

The take-out for business owners

If you're considering selling or succession planning, talk to us at KPMG. Preparing a business for sale and evaluating the strategic options available to owners looking to exit is a topic we commonly engage with well ahead of a liquidity event. Partnering with a private equity firm and selling to a trade buyer have quite different implications that business owners should be aware of well before exiting.

Ian Thursfield

Partner in Charge, Deal Advisory
KPMG New Zealand

APPETITE: FORWARD P/Es (MARKET CONFIDENCE)

 **UP 7%** SINCE JUNE 2014**

CAPACITY (NET DEBT/EBITDA)

 **DOWN 6%** BY JUNE 2016

Global markets

Recent high levels of corporate activity are expected to continue for the remainder of the year and into 2016 on the back of strong market confidence and capacity to fund deals over the last two years. However, the global and local results are as at June 2015 and do not reflect the recent declines in share markets globally.

The decline seen in many equity markets in recent months reflects a correction to pricing after a prolonged period of increases. We expect that the next M&A Predictor will show a softening in confidence.

Nevertheless, the volatility we are seeing in global equity markets generates opportunities for M&A activity.

“There continues to be a robust M&A market, and significant appetite for China by investors. The fluctuations have created plenty of opportunities for investors and sellers alike to consider the options,” commented Jeffrey Wong, KPMG’s Head of Deal Advisory in China.

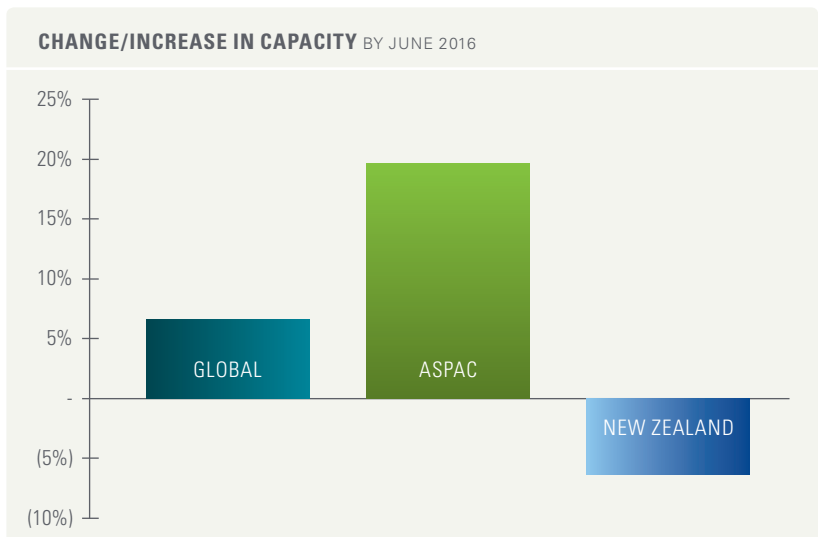
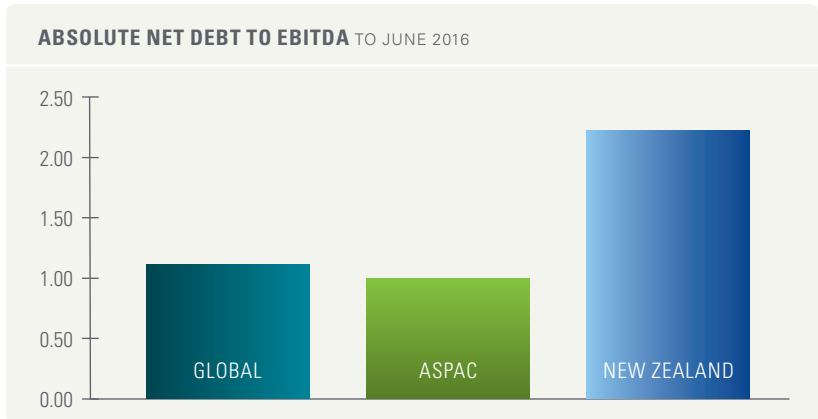
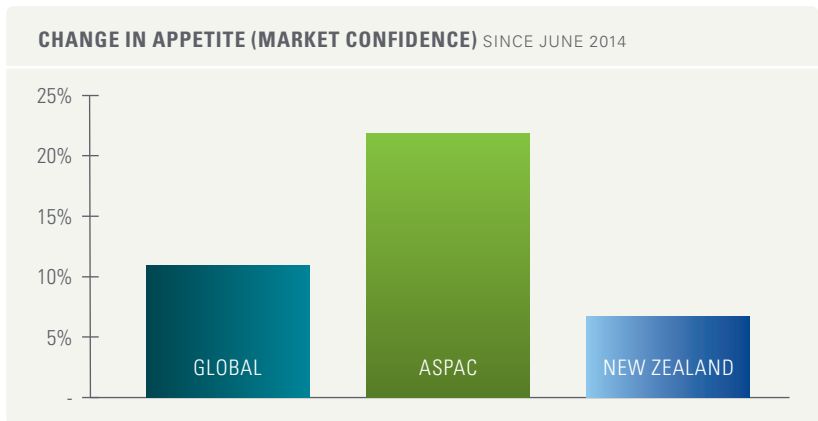
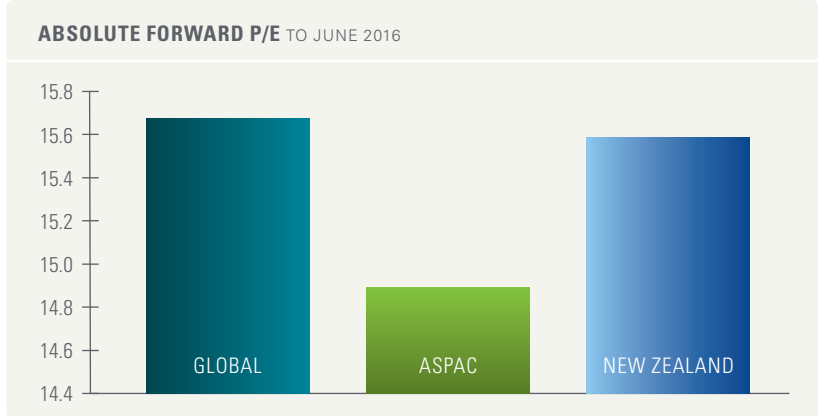
Local markets – equity market volatility creates opportunities for private equity

Forward P/E ratios for New Zealand corporates indicate continued market confidence, with an expected increase of 7% in the twelve months to June 2016. However, recent press on a softening New Zealand market due to commodity price falls may negatively impact this momentum over the medium term.

The decline in global equity markets has disrupted the IPO market in 2015. Despite a lot of media attention six months ago around a full IPO pipeline for 2015, only one float has actually been executed on the NZX in 1H 2015 (Fliways). G3 Group also completed a (non-capital raising) compliance listing on the new NXT platform in June. This follows a big year in 2014 with c.\$5bn of new capital raised via 16 listings.

Whilst this is a negative for investors in the capital markets, it has created opportunities for private equity to acquire companies which have, up till now, been focused on an IPO. Similarly, trade buyers are also actively acquisitive having built balance sheet strength over the last few years.

While capacity is expected to fall over the next year, in absolute terms New Zealand corporates continue to have good capacity for M&A activity.



Snapshot of M&A activity levels

Completed M&A in New Zealand has remained elevated at the levels seen at the end of last year. We expect this to remain the case in the second half of the year. Looking back, local activity volumes remain subdued relative to pre-financial crisis levels.

Other key themes for New Zealand

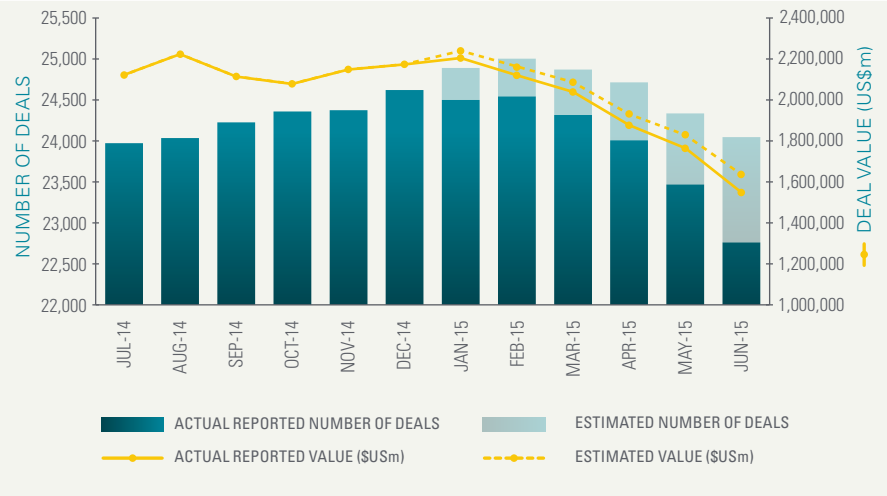
Healthcare and Education remain flavour of the month: The education space in particular is seeing activity, with a couple of large transactions recently announced. Whilst healthcare has strong underpinning fundamentals, few "platform assets" are readily actionable across the sector.

Private equity firms still on the look out for opportunities: There's strong interest by both mid-market and large-cap Australian PE funds, with a number of active processes commencing. A number of active Australian funds are heading towards the later stage of their investment period and are increasingly looking at more flexible structures to assist in deploying capital. Key sectors seeing particular interest include healthcare, education, retail and financial services. Private equity activity is being further supported by current low interest rates and a strong willingness for banks to lend.

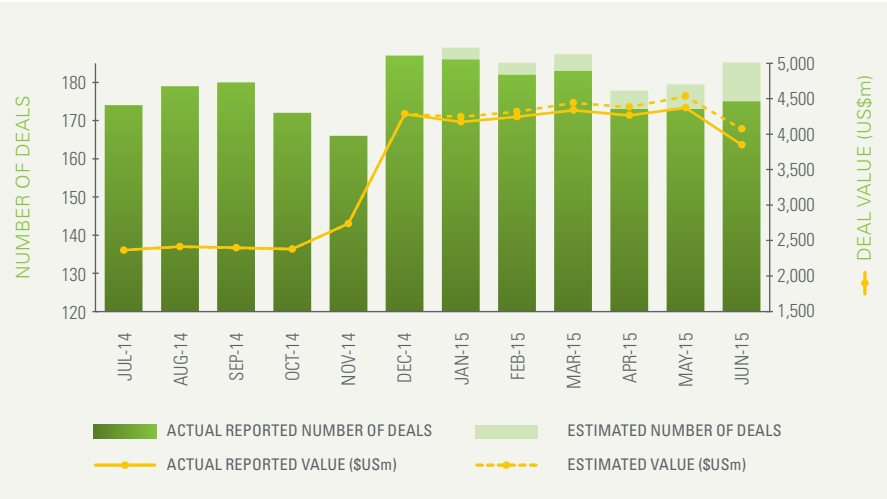
An active year so far by listed corporates: Notable acquisition activity in the New Zealand market includes Arvida, Z Energy/Chevron, Briscoes/Kathmandu, Kirkcaldie & Stains/David Jones, Turners/Southern Finance, Fisher & Paykel Finance, Vector (lines business) and Pumpkin Patch (sale process withdrawn), to name just a few.

SNAPSHOT ON TRANSACTION ACTIVITY

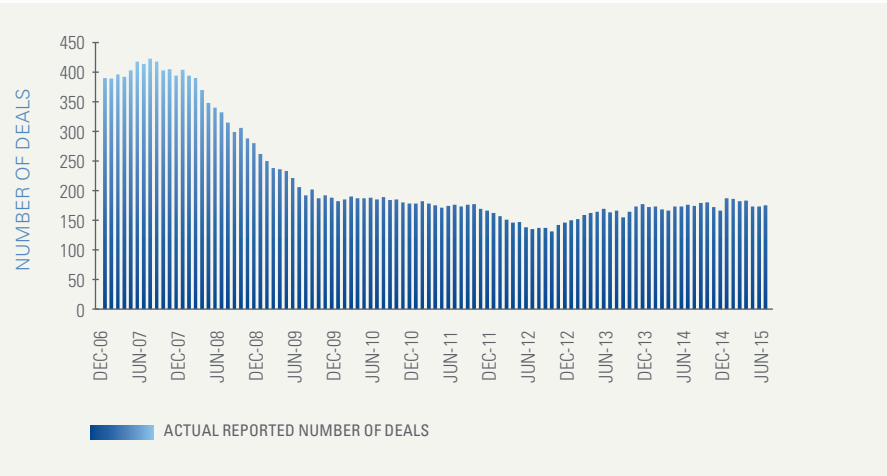
GLOBAL COMPLETED DEALS: 1 YEAR TRAILING JUL-14 TO JUN-15



NEW ZEALAND COMPLETED DEALS: 1 YEAR TRAILING JUL-14 TO JUN-15



NEW ZEALAND COMPLETED DEALS: 1 YEAR TRAILING DEC-06 TO JUN-15



Source: Thomson Reuters and KPMG analysis

Note: Figures shown are totals for the 12 month period ended on the specified month end. Thomson Reuters database is 'live' and incorporates more data as that data becomes available. Hence, less emphasis should be placed on the more current reported data, as that dataset will likely increase over time. We have estimated the likely increase in reported transaction volumes from the last 6 months by reference to prior data sets and the average increase in reported deals over time. Deal values are estimated by applying estimated volume increment by average deal value to that date.

About KPMG Deal Advisory

KPMG's Deal Advisory team provides objective, unbiased advice on a range of financial transactions undertaken by corporations, financial institutions and government departments. Our team is fluent and insightful across an array of services in today's increasingly complex financial marketplace.

We help people buy, sell, fix, fund and partner in the following ways:

- › equity capital raising, including public offerings and placements
- › debt capital raising: corporate, sovereign, project and structured finance
- › capital restructuring and securitisations
- › acquisitions, mergers, takeovers and buy-outs
- › divestitures and demergers
- › joint ventures and transaction alliances.

KPMG is consistently at the forefront of the global leaderboard for advising on transactions according to Thomson Financial Securities Data. This means we offer you proven skills to seize transactional opportunities and cut through to greater success in an increasingly volatile and complex trading environment.

If you would like to know more about the Deal Advisory services we offer, please call us on +64 (09) 367 5800

OUR DEAL ADVISORY SERVICES INCLUDE

DIVESTMENT ASSISTANCE

Are you focussed on maximising the sale value of your business? We regularly act as lead adviser providing guidance on: deal timing, sourcing and contacting likely buyers, valuation, bid management and negotiating key terms.

ACQUISITION ADVICE

Are you looking to secure a target asset? We review whether the target fits your strategic direction, offer valuation guidance, assist in formulating your offer, perform due diligence and negotiate your offer to completion.

MANAGEMENT BUYOUTS (MBO)

Do you need unbiased and objective input on MBO feasibility? We deliver lead advisory guidance on deal structuring, offer creation, capital raising (equity and debt) and negotiations to completion.

DEBT ADVISORY

Are you looking for independent, borrower-focused debt advice? We analyse alternative structuring options, facilitate access to a wider range of lenders, navigate credit committees and advise on negotiations to completion.

INFRASTRUCTURE AND FINANCING

Are you a public or private party needing advice on primary procurement? This includes deal structuring, value for money, and structured finance solutions.

TAKEOVERS AND MERGERS

Are you looking for a trusted partner in this area? We provide lead financial advisory assistance in complex and high profile public takeovers and mergers across the capital markets. This includes both those agreed between the parties, and those which are unsolicited or hostile.

VALUATIONS

Do you require specialist valuation advice? We take a collaborative, cross disciplinary approach to provide you with commercial, rigorously prepared valuation advice. We take care to balance our technical methodologies with 'real world' inputs that draw on our proprietary transaction, royalty and impairment databases.

DISPUTE ADVISORY

Are you facing a commercial dispute? KPMG's dispute advisory team provides commercial clarity and focus to help clients navigate the challenges of disputes and litigation effectively. Our team specialises in valuations for dispute purposes, assessment of financial losses, fraud investigations and purchase price disputes.

Notes

¹ **D** Consensus forecasts in existence on 30 June 2014 in respect of the year ending 30 June 2015 for net profit and P/E • **E** Consensus forecasts in existence on 31 December 2014 in respect of the year ending 31 December 2015 for net profit and P/E • **F/J** Consensus forecasts in existence on 30 June 2015 in respect of the year ending 30 June 2016 for net profit, P/E and EBITDA • **G** Actual/consensus net debt forecasts in existence on 30 June 2014 in respect to the closest fiscal year end to 30 June 2015 • **H** H Consensus forecasts in existence on 30 June 2015 in respect of the closest fiscal year end to 30 June 2016 • **I** Consensus forecasts in existence on 30 June 2014 in respect of the year ending 30 June 2015.

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