

COVID-19 Tempers M&A Activity but Selected Business Services Sectors Remain Active

Q1 & Q2 Overview:

The Business Services Sector saw a record level of M&A activity in 2019. Overall, disclosed transaction volume was 3,368 deals for the year, representing an 11.5% increase in M&A volume over the prior record of 3,018 Business Services deals in 2015.

In early March of this year, it appeared as if 2019's historic pace of deal-making activity was set to continue well into 2020. Q1 2020 started strong with 843 total transactions, essentially flat with Q4 2019 volume of 847 deals. On a year-over-year basis, Q1 2020 deal activity was also nearly flat, down just 1.6% from Q1 2019 levels. The strong start to the year came to an abrupt halt, of course, as the COVID-19 shutdowns upended the global economic landscape in late March.

Many deals in the market continued to press forward with their sale processes despite the COVID-19 uncertainty. However, many sellers delayed the launch of their marketing process, put their deal on long term hold, or canceled their process altogether in Q2 2020. As a result, Business Services M&A

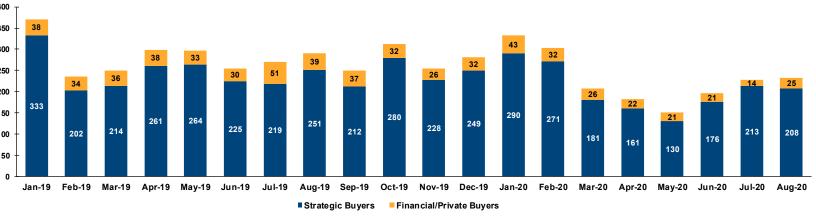
volume declined 37% from Q1 to Q2 2020. On a year-over-year basis, Q2 volume was down 37% compared to Q2 2019. May 2020 saw only 151 Business Services deals, compared with 333 transactions in January, a difference of 55%.

Although COVID-19 and the ensuing shut down created great uncertainty around target company performance in some instances, the primary issue driving the falloff in M&A deal volume in Q2 was the lack of buyer demand rather than a shortage in the supply of willing sellers. PE firms pivoted from evaluating new deals to focus instead on shoring up their portfolio companies, while corporate strategic acquirers turned their attention inward to their operations.

The good news for sellers is that the supply/demand imbalance is temporary. While it varies by industry segment and end market, Business Services M&A activity has begun to pick up in Q3; many buyers have returned to the market, and in most service sectors, valuations have remained at pre-COVID levels.

Business Services Sector: Monthly M&A Transaction Volume

(Financial/Private Buyers represent platform investments)



Quarterly Business Services M&A Transactions

Source: EdgePoint Proprietary Database, Company Filings, CapIQ, News Releases.

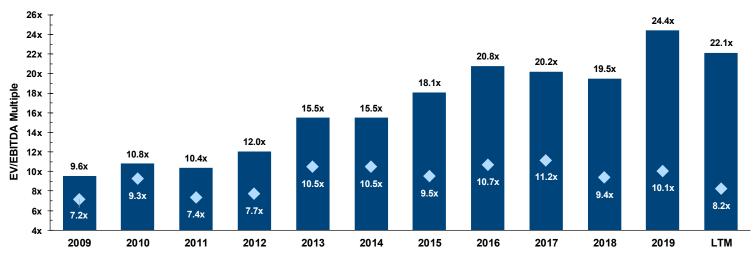
Key Metrics

For Q1 & Q2 of 2020, M&A activity within the Business Services industry has occurred primarily in three main sub-sectors: IT Services & Software (56.7%), Commercial & Industrial Services (24.2%), and Business Process Outsourcing (15%).

The mix for Q1 & Q2 reflects a slight shift from historical periods in favor of the IT Services & Software segment. This shift is reflective of the sub-sector's resiliency in the face of COVID-19 compared to other segments. Further, the broader trend toward digitalization has been hastened, if anything, during the pandemic. The average deal size in the Software segment was generally down relative to prior periods, because smaller, struggling firms were acquired by value buyers. The majority of private company M&A deals in the IT Services and Software sector price on a multiple of revenue. The median revenue multiple trended down for the LTM period ended Q2 2020 to a median multiple of 3.5x, down from 4.5x in 2019, according to CapitalQ. Activity in the Commercial & Industrial Services segment has also remained firm on a relative basis. The strength of this segment is led by activity in the Environmental & Facility Services sub-sector, where recurring maintenance-related businesses and companies focused on commercial cleaning services, which have fared well and, in some instances, even grown their business during COVID-19.

Overall EV/EBITDA valuation multiples in the broader Business Services Segment, excluding IT Services/Software (which primarily trade on EV/Revenue), have moderated in the LTM period from 10x to 8.2x. However the lower quality and quantity of deals suggest that recent data are relatively less statistically significant and not representative of the market for quality targets. Based on our firm's experience with current transactions in the market, pre-COVID level valuations are available for good-quality middle-market companies.

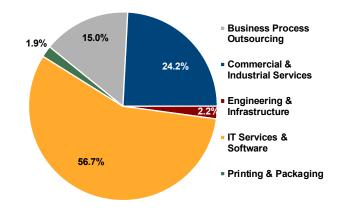
Historical Average Business Services M&A Transaction Multiples



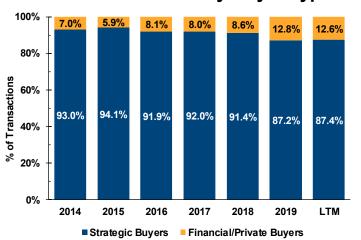
Source: EdgePoint Proprietary Database, Company Filings, CapIQ, News Releases



Transactions by Sub-Sector (LTM)



Share of Transactions by Buyer Type



Source: EdgePoint Proprietary Database, Company Filings, CapIQ, News Releases

Notable Recently Announced and Closed Business Services Transactions

iotable Recently Announced	and Closed Business Services	s transactions
Date: 7/9/2020 (Closed)	Overview / Strategic Rationale:	IT Services & Software
Targets: SPOT	Spot provides a combination of SaaS tools th agement for users of AWS, Google Cloud and provides visibility and automation to manage,	d Microsoft Azure. The Company platform
Acquirer: NetApp [®]	compute platform will deliver a leading	form for block, file and object and Spot's og solution for the continuous optimization ative and legacy. Optimized customers are s deploy more to the public clouds
Key Metrics:Enterprise Value:\$325EV/LTM EBITDANDEV/LTM Revenue:10.8X	• NetApp and Spot will establish an A	pplication Driven Infrastructure to enable s to public clouds faster with Spot's "as-a-
Date: 8/12/2020 (Announced)	Overview / Strategic Rationale:	Waste & Environmental Services
Target:	WCA Waste Corporation, through its subsidia collection, transfer, processing, and disposal so offers commercial collection services; and services under contracts with municipalities.	services in the United States. The company
Acquirer: GFL	its geographical reach into the U.S. N	L) with an attractive opportunity to extend Iidwest and Southeast, through a network a strong regional market presence in the
Key Metrics:Enterprise Value (\$M)\$1,212	States of Texas, Florida and Missouri	
EV/LTM EBITDANDEV/LTM Revenue3.0x	existing operations and the divestitur	asset network and customer base to GFL's re operations to be acquired by GFL from sposal Services in the Southeastern U.S.
Date: 2/26/2020 (Announced)	Overview / Strategic Rationale:	Business Process Outsourcing
Target: Cash Operations of G4S plc Acquirer: Image: Cash Operation of G4S plc	The Brink's Company (NYSE:BCO) agreed to from G4S plc (LSE:GFS) for approximately \$8 management operations in 14 new internatic but excludes G4S Retail Cash Solutions and ca markets.	860 million. The transaction includes cash onal markets in Europe and Southeast Asia
Key Metrics:Enterprise Value (\$M)\$860EV/LTM EBITDA7.5xEV/LTM Revenue0.5	strategic fit that provide a strong platf	ct G4S cash operations are an excellent form for substantial growth. It positions us anic revenue and operating profit growth ng cash-intensive, emerging growth
Date: 4/9/2020 (Closed)	Overview / Strategic Rationale:	Commercial & Industrial Services
Target: Model Acquirer: ARTERA	Artera, LLC, (formerly, PowerTeam Services) a Rice acquired MVerge from CenterPoint Ener Pipeline and Minnesota Limited services the t and wastewater rehab markets, providing customers in the oil, gas and wastewater indus	gy. MVerge through its subsidiaries Miller ransmission pipeline, distribution pipeline, custom and turnkey solutions for its
Key Metrics: Enterprise Value (\$M) \$850		company with \$2 billion in revenue and ated infrastructure services to natural gas

• CenterPoint Energy acquired MVerge in its acquisition of Vectren, a natural gas utility. The divestiture frees CenterPoint to focus on core utility operations.

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EV/LTM EBITDA

EV/LTM Revenue

BUSINESS SERVICES

Recent Announced & Closed Transactions (select transactions, not intended to be all-inclusive)

Date	Acquirer	Target	Target Description	Price (\$MM)	Revenue Multiple	EBITDA Multiple
BUSINESS	PROCESS OUTSOURCING				<u> </u>	
6/30/2020	PSCU Incorporated	Primax, Inc.	Primax, Inc. designs and provides support services for payment card programs.	\$ -	-	-
6/29/2020	Techvera LLC	IT Service division of Lewisville Cima Solutions Group, LLC	IT Service division of Lewisville Cima Solutions Group, LLC is a provider of 3rd-party managed IT services.	-	-	-
6/29/2020	Loffler Companies, Inc.	MinnDak Computer Services LLC	MinnDak Computer Services LLC provides managed information technology services.	-	-	-
6/25/2020	VariQ Corporation	Rivet Logic Corporation	Rivet Logic Corporation offers consulting, designing, and systems integration services to enterprises.	-	-	-
6/25/2020	Xalles Financial Services Inc	1Rivet	1Rivet provides IT consulting services, outsourced services, and talent acquisition services.	-	-	-
PRINTING	& PACKAGING					
6/30/2020	Turbo Images Inc.	Lettrapub Inc	Lettrapub Inc provides large format printing and signage services.	\$ -	-	-
6/18/2020	Brook & Whittle Limited	Label Impressions, Inc.	Label Impressions, Inc. provides flexible packaging, printing, and labeling services.	-	-	-
5/12/2020	Carroll Products Inc.	Cello-Wrap Printing Co., Inc.	Cello-Wrap Printing Co, Inc. is a flexographic printing company that offers printing, lamination, and slitting services.	-	-	-
4/29/2020	Kingston Printing & Design, Inc.	Richardson Communications Group, Inc.	Richardson Communications Group, Inc. provides commercial printing services.	-	-	-
4/6/2020	Lake County Press, Inc.	Customer Assets of eDOC Communications	Related Customer Assets of eDOC Communications was comprised of its printing services business.	-	-	-
COMMERC	CIAL & INDUSTRIAL SERVIC	ES				
6/30/2020	Warren Equity Partners, LLC	Gunnison Tree Services, LLC	Gunnison Tree Services, LLC provides tree care, surgery, and removal services in residential and commercial end markets.	\$ -	-	-
6/29/2020	Palladium Investments SA	Six GRONE Plants of Human Unitec International, Inc.	Six GRONE Plants of Human Unitec International, Inc. comprises six solid waste recycling facilities. Thelin Recycling Company L.P. provides mobile	43	-	-
6/29/2020	S & M Businesses, Inc.	Thelin Recycling Company L.P.	contract grinding, green waste recycling, and environmental education services.	-	-	-
6/24/2020	GFL Environmental Inc.	Portfolio of Vertically Integrated Solid Waste Services	Portfolio of solid waste collection, transfer, recycling, and disposal businesses.	864	2.5x	-
6/23/2020	SavATree	Downey Trees INC.	Downey Trees, Inc offers tree and lawn care services.	-	-	-
IT SERVICE	S & SOFTWARE					
6/30/2020	Blue Cloud Ventures	Pax8, Inc.	Pax8, Inc. operates as a value-added provider of unified cloud services.	\$ -	-	-
6/25/2020	Maxar Technologies Inc.	Vricon, Inc.	Vricon, Inc. develops and delivers 3D geodata and visualization solutions.	255	4.7x	7.5x
6/23/2020	IDG Communications, Inc.	Triblio, Inc.	Triblio, Inc. offers marketing software solutions.	-	-	-
ENGINEERI	NG & INFRASTRUCTURE					
6/29/2020	Kohlberg & Company, L.L.C.	Ground Penetrating Radar Systems, LLC	Ground Penetrating Radar Systems, LLC provides subsurface detection services to the construction industry.	\$ -	-	-
6/25/2020	LaBella Associates, D.P.C.	Harmony Architectural Associates, PC	Harmony Architectural Associates, PC offers architecture and planning services.	-	-	-
6/4/2020	IMEG Corp.	Cardno Haynes Whaley, Inc.	Cardno Haynes Whaley, Inc. provides structural engineering services for a range of commercial, public, and institutional clients.	-	-	-

Sources: EdgePoint Proprietary Database, Company Filings, CapIQ, News Releases

Sub-Sector Profile: Landscape Services and Maintenance

Landscape Services is an \$82 billion per year industry in the U.S., according to D&B/First Research. A sub-sector within the broader Environmental & Facility Services industry, Landscape Service companies provide outsourced maintenance and grounds management services to customers in commercial, residential, government, and institutional end markets.

Primary services in the industry include commercial and residential landscape maintenance, design-build landscape construction, irrigation and water management systems, tree and shrub care, snow removal, chemical lawn care and pest control and vegetation management / line-clearance services for utilities, railroads, and infrastructure right of ways.

The top 50 market participants generate only 10-15% of total industry revenues. The industry is highly fragmented and estimated to include as many as 100,000 individual business establishments. The vast majority of those establishments are single-location, small local businesses.

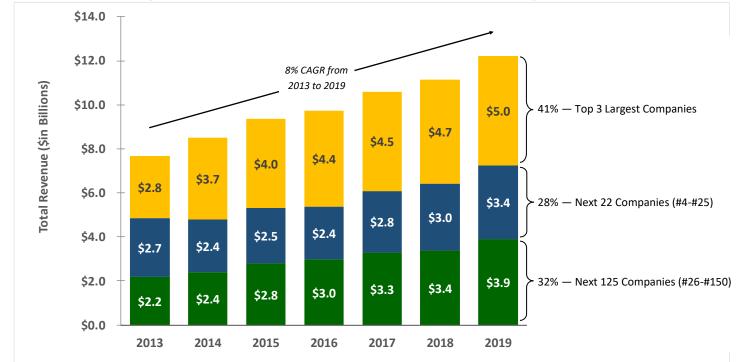
Landscape Management's "LM150" is a list of the top 150 companies in the industry, published annually for over ten years. The LM150 provides good visibility into the structure and evolution of the industry, which has grown at a CAGR of 8% since 2013 both organically and via M&A. In addition, since 2013, add-on acquisitions and mergers have enabled the top three players to grow at a CAGR of 10%, which is meaningfully faster than the rest of the market. Further, the top three industry participants (BrightView, TruGreen, and Davey Tree)

represented 41% of the LM150 total revenue in 2019 (\$5 billion of the LM150's total \$12.3 billion), up from 26% in 2013.

In looking at the "second-tier" of market participants (#4 through #25 ranked companies on the list), it is clear that any mid-level Landscape Services company that aspires to be a significant player in the industry will need use M&A as a primary growth strategy. As is common in highly fragmented industries, the size of the individual market participants declines quickly in the second tier. Although these 22 companies generated \$3.4 billion of revenue as a group in 2019, the #25 firm, NaturaLawn, recorded just \$75 million in 2019.

The key takeaway here is that based on the structure of the industry, even small, lower middle-market Landscape Services companies with \$50 Million, or even \$25 Million, in sales are significant players in the market and are meaningful strategic acquisition targets. Organic growth and particular geographic expansion are problematic in Landscape Services, which is why the largest players have all historically used M&A as the primary growth driver to achieve scale in their business. With numerous corporate consolidators, new market entrants, and a surge of private equity activity (as discussed on the following page), more buyers than ever will be looking to M&A as a key priority.

We believe the next several years will bring a significant increase in Landscape Services M&A activity for lower middlemarket companies, and increased competition for targets will drive an increase in market valuations.



Landscape Management's LM150: The Top 150 Companies by Revenue 2013 to 2019

Sources: Landscape Management Magazine, LM150 Issue Released in June 2014-2020

Sub-Sector Profile: Landscape Maintenance Services M&A Activity

Before the last ten years, the Landscape Services industry saw only modest levels of consolidation and M&A activity, and a limited number of important deals, as may be expected in a highly fragmented industry.

ServiceMaster's TruGreen was an early exception, acquiring ChemLawn back in the early 1990s, followed by several add-on acquisitions. ServiceMaster was taken private by Clayton Dubilier & Rice in 2013, and TruGreen was spun out in 2014. Subsequently, the company merged with Scott's LawnService in 2015.

The Brickman Group (NKA BrightView) is another early adopter of M&A in the commercial landscape services market. Private equity group CIVC partnered with the Brickman family in 1998 and supported an aggressive add-on acquisition strategy. Brickman then was traded to Leonard Green Partners in 2007, and KKR in 2013, before acquiring ValleyCrest in 2014. The combined company was the clear #1 player in the Landscape Services industry, with nearly double the revenue of #2 Trugreen. Brickman Group, now BrightView Holdings, completed its IPO in June 2018. More recently, other consolidators have emerged in the Landscape Services sector. Large corporate buyers like Brightview and TruGreen have remained acquisitive, while other long time strategic players such as Davey Tree and Asplundh's (via its new Aspen Grove division) have become more aggressive recently.

Several former high-profile industry executives have returned to the market with new platform companies, namely, former ValleyCrest CEO/Chairman Richard Sperber, now with Sperber Landscape Companies and PE backing from Florac and former Brickman Group CEO Scott Brickman, who partnered with investors to acquire LandCare from Aurora Resurgence in 2019.

Recently, several PE platforms have emerged, as highlighted on the following page, thus contributing to the increase in activity. Over the past year, nearly 50% of all transactions in the sector have been add-on acquisitions, PE-backed deals, or both. Recent activity among consolidators demonstrates the increased interest in the sector, and combined with the industry's relative recession resistance, the market is currently hot for even small landscape maintenance services businesses.

De al Date	Target Company Name	Sub-Deal Type	Buyer / Private Equity Investor
2-Jul-20	New Urban Forestry	PE Recapitalization	Gunnison Tree Services / Warren Equity Partners
15-Jun-20	Dow ney Trees (Cumming)	PE Platform Add-on	SavATree / Cl Capital Partners
22-Apr-20	GreenSource Landscape & Sports Turf	PE Platform Add-on	Juniper Landscaping / PennantPark, ZS Fund
10-Apr-20	United Right-of-Way	PE Recapitalization	Montage Partners
3-Apr-20	Groundtek	PE Platform Add-on	Outw orx Group / Cohesive Capital Partners, Mill Point Capital
3-Apr-20	Law n Butler	PE Platform Add-on	Outw orx Group / Cohesive Capital Partners, Mill Point Capital
3-Apr-20	The Shepherd's Landscaping	PE Platform Add-on	Outw orx Group / Cohesive Capital Partners, Mill Point Capital
13-Mar-20	4 Seasons Landscape Group	Strategic Tuck-in	BrightView Landscapes (NYS: BV)
1-Mar-20	Zuke's Landscape	Strategic Tuck-in	Landscape Development
13-Feb-20	Ecolandcare	PE Platform Add-on	Landscape Workshop / McKinney Capital
13-Feb-20	Santa Rita Landscaping	PE Recapitalization	Westhook Capital
13-Jan-20	Coast Landscape Management	Strategic Tuck-in	BrightView Landscapes (NYS: BV)
13-Jan-20	Summit Landscape Group	Strategic Tuck-in	BrightView Landscapes (NYS: BV)
9-Dec-19	Landmark Landscape Services	Add-on	Bland Landscaping / Prospect Partners
1-Dec-19	Heritage Landscape Services	Add-on	Heartland / Sterling Investment Partners
14-Nov-19	Pauley Tree & Law n Care	Add-on	SavATree / Cl Capital Partners
1-Nov-19	Clean Cut Landscape Management	Strategic Tuck-in	BrightView Landscapes (NYS: BV)
1-Nov-19	Yellow stone Landscape	PE Secondary	Harvest Partners
4-Oct-19	Sunrise Landscape	PE Recapitalization	NextGen Grow th Partners, Plexus Capital
30-Aug-19	Heartland (Mission Woods)	PE Secondary	Sterling Investment Partners
14-Aug-19	Perfection Grounds Maintenance	PE Platform Add-on	Metco Landscape / Westhook Capital
26-Jul-19	LandCare	MBO Recapitalization	Scott Brickman led Investor Group and LandCare Mgmt.
14-Jul-19	Coast to Coast Landscaping	PE Platform Add-on	Juniper Landscaping / PennantPark, ZS Fund
11-Jul-19	Clear Cut Tree and Law n Care	PE Platform Add-on	SavATree / Cl Capital Partners
1-Jul-19	Leahy Landscaping	PE Recapitalization	Anvil Capital, Spring Capital Partners
28-May-19	Luke's Landscaping	Strategic Tuck-in	BrightView Landscapes (NYS: BV)
28-May-19	Desert Classic Landscaping	Strategic Tuck-in	BrightView Landscapes (NYS: BV)
30-Apr-19	Hillenmeyer Landscape Services	PE Platform Add-on	Heartland / Great Range Capital
22-Apr-19	Nanak's Landscaping	PE Secondary	Leykar Investments
11-Mar-19	Bayou Lawn Services	PE Platform Add-on	Landscape Workshop / McKinney Capital
7-Feb-19	Benchmark Landscapes	Strategic Tuck-in	BrightView Landscapes (NYS: BV)
10-Jan-19	Emerald Landscape Company	Strategic Tuck-in	BrightView Landscapes (NYS: BV)
4-Jan-19	Long Brothers Landscaping	Strategic Tuck-in	Aspen Grove Landscape Group / Asplundh
1-Jan-19	Landscape Management Services	Strategic Tuck-in	Davey Tree Expert

Sources: PitchBook and News Releases

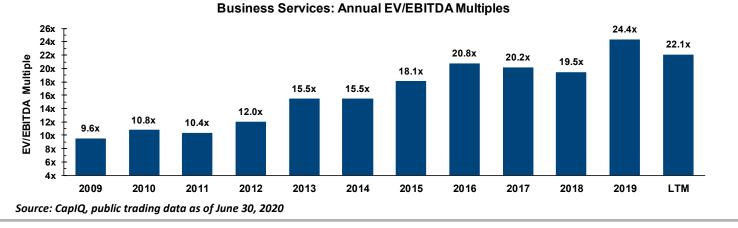
BUSINESS SERVICES

Sub-Sector Profile: Corporate Consolidators and PEG Platforms

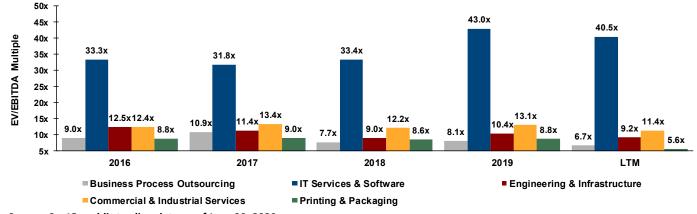
		splundh Tree Expert is the core Asplundh usiness focused on Tree services and egetation management for Utilities, ailroads and other customers spen Grove is Asplundh's Landscape laintenance Services platform – a latively new strategy for growth.	 Ownership: Asplundh and Aspen Grove are privately owned by the Asplundh family. A minority stake is held by private equity firm CVC. Asplundh has a long history of acquisitions in the Utility services and Veg Mgmt markets Aspen Grove has been built entirely via 11 separate acquisitions of Landscape services companies made over the past 5 years
BrightV	iew C. th Ia Br • Th cc	prmerly known as The Brickman Group, e company had 3 PEG owners before the st one (KKR) took the company public as rightview. he largest pure play landscaping services ompany in the US, serving approximately 8,000 office parks and 9,000 communities.	 Ownership: Publicly traded (NYSE:BV), the company's Enterprise Value is \$2.5 billion as of 7/20. <u>2020</u>: 4 Acquisitions – 4 Seasons Landscape, Summit Landscape, Signature Coast <u>2019</u>: 5 Acquisitions The Company as built via numerous acquisitions under 3 PEG owners, beginning with CIVC in 1998
DAVE		rovides a range of arboricultural, porticultural, environmental, and possulting services. The Company operates in two segments: escidential / Commercial and Utility egetation Management.	 Ownership: Davey Tree is an employee owned company (ESOP) Wickes/Arborists (2020) LMS (2019) Arborguard, Inc (2017) Jones Bros Tree & Landscape Co. (2016) Total Tree Care Inc. (2016)
Land		Ill-service landscape management firm oviding design and installation, irrigation, wn service, professional tree & shrub ire, and snow and ice management. he company services primarily commercial ad institutional accounts.	 Ownership: Landcare is owned by Management and an Investor Group led by Scott Brickman. Financial Investor Aurora Resurgence acquired LandCare from TruGreen / ServiceMaster in 2011. TruGreen Landcare had been the first national landscaping "rollup."
Platform Company	Financial Sponsor (PEG)	Description	M&A / Acquisition History
*		Full-service landscape company on	• 2019: Harvest Partners acquires business from CIVC
YELLOWSTONE Yellowstone Landscape Bunnell, FL	HARVEST Harvest Partners New York, NY	its third PEG owner. Installs and maintains commercial landscaping for a diverse customer base across	 2015: An est faither's acquires business from Cive Partners 2015-2019: CIVC executes 5+ add-on acquisitions 2015: Gridiron Capital sells to CIVC Partners
LANDSCAPE		 its third PEG owner. Installs and maintains commercial landscaping for a diverse customer base across the Southwest and Southeast. Tree and landscape maintenance services across the Midwest and East Coast 	Partners2015-2019: CIVC executes 5+ add-on acquisitions
Yellowstone Landscape Bunnell, FL	Harvest Partners New York, NY	 its third PEG owner. Installs and maintains commercial landscaping for a diverse customer base across the Southwest and Southeast. Tree and landscape maintenance services across the Midwest and East Coast. Highly acquisitive, primarily a pure play focused on Tree and Shrub care. SE based Vegetation Management Company 	 Partners 2015-2019: CIVC executes 5+ add-on acquisitions 2015: Gridiron Capital sells to CIVC Partners 2020: 4 Acquisitions - Spruced Up Tree; Downey Trees Inc.; Ping's Tree Service; Wasatch Arborists 2018-19: 9 Acquisitions Private, family owned company founded in 1970. Acquired by Blue Point Capital Partners in December 2018. Approximately \$175 MM Revenue
Yellowstone Landscape Bunnell, FL SavATree Bedford Hills, NY KENDALL VEGETATION SERVICES W.A Kendall	Harvest Partners New York, NY CI CAPITAL PARTNERS CI Capital Partners LLC New York, NY BLUEPOINT Capital Partners Blue Point Capital	 its third PEG owner. Installs and maintains commercial landscaping for a diverse customer base across the Southwest and Southeast. Tree and landscape maintenance services across the Midwest and East Coast. Highly acquisitive, primarily a pure play focused on Tree and Shrub care. SE based Vegetation Management Company Providing line clearance, tree trimming , herbicide applications 	 Partners 2015-2019: CIVC executes 5+ add-on acquisitions 2015: Gridiron Capital sells to CIVC Partners 2020: 4 Acquisitions - Spruced Up Tree; Downey Trees Inc.; Ping's Tree Service; Wasatch Arborists 2018-19: 9 Acquisitions Private, family owned company founded in 1970. Acquired by Blue Point Capital Partners in December 2018.

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Public Company Comparison Trading Multiples

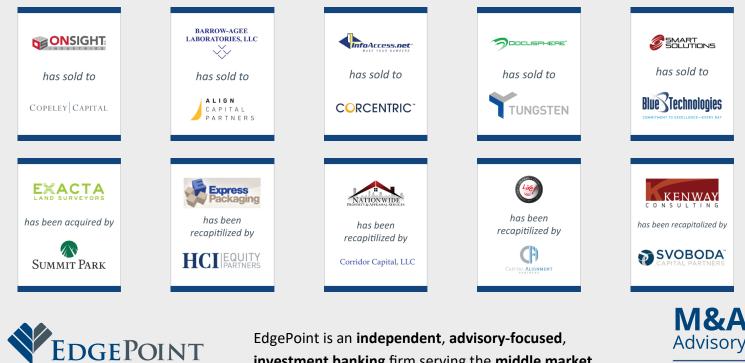


Business Services Sub-Sector Public EV/EBITDA Multiples



Source: CapIQ, public trading data as of June 30, 2020

Representative EdgePoint Business Services Transactions



investment banking firm serving the middle market.