Locally, we have a consistent track record as a top 3 M&A advisor¹

**Dedicated local M&A team**
- Our senior team has experience gained at global investment banks and leading corporate finance houses.

**With a long-standing M&A presence in New Zealand**
- Proud record of client appraisals and repeat M&A clients.
- Reputation for providing independent advice, strategic origination ideas, and when it comes to sale mandates – running smart and creative processes to maximise competitive tension.

**Our clients include private New Zealand corporates as well as NZX listed entities**
- Recent NZX listed mandates include advising Acurity on their takeover by Connor Healthcare, Dorchester on its takeover of Turners and Olam on its acquisition of NZ Farming Systems Uruguay and Open Country Dairy.

**Focused on the detail, and supported by a depth in expertise within KPMG**
- KPMG offers the full breadth of relevant transaction expertise (due diligence, valuation, tax, technical accounting) to support our M&A team as required in the documentation phase of a transaction.
- We invest significant time researching the prospective buyers and undertaking a rigorous valuation exercise to carefully consider our sale process design tactics.

Globally, we are supported by the #1 M&A network²

- As a result, many of our local transactions are large, complex, and involve a foreign strategic purchaser.
- Our global connectivity is unrivalled and importantly is at the ‘right’ level (Executive and Board member level), a critical factor in gaining swift traction with prospective buyers.
- More importantly than scale, our network operates seamlessly.

<table>
<thead>
<tr>
<th>Global</th>
<th>Americas</th>
<th>Europe, Middle East &amp; Africa</th>
<th>Asia pacific</th>
<th>New Zealand</th>
</tr>
</thead>
<tbody>
<tr>
<td>» 2,100+ CF professionals worldwide</td>
<td>» 290+ CF professionals</td>
<td>» 1,350+ CF professionals</td>
<td>» 450+ CF professionals</td>
<td>» 50+ CF professionals</td>
</tr>
<tr>
<td>» Offices in 82 countries with extensive cross-border abilities</td>
<td>» 30 offices in 7 countries</td>
<td>» 94 offices in 55 countries</td>
<td>» 21 offices in 12 countries</td>
<td>» 7 offices throughout New Zealand</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>» 6 dedicated M&amp;A professionals in Auckland</td>
</tr>
</tbody>
</table>

¹ Based on deal volume, Thomsons. ² Based on total deal volume over the 2016 calendar year period for transactions below $500m, Thomsons.
Mergers and Acquisitions – What we do

Early discussions on long-term shareholder objectives

Our first conversations generally happen years before a transaction event, and often involve discussing shareholder and business objectives separately, as well as what the business should be considering to be “transaction ready” (governance, reporting, systems & processes, succession planning, business planning being examples). Early conversations are also often focused on educating clients about various exit mechanisms and their respective pro’s and con’s.

Analyse strategic options

If we’re engaged on the sell-side, we spend significant time understanding your business and industry before giving definitive thought to the various categories of buyers (and at a high level their respective acquisition rationale). Once we’re clear on the various types of buyers, we then undertake extensive desk top research and complement this with insights from our partner and director network – both locally and globally. We ensure to understand prospective buyers intimately – their appetite for M&A, financial capacity, who their key decision makers are and how they “behave” all common screening criteria.

The combination of these two points ensures the first approach to a prospective buyer is on a tailored and informed basis and pitched to the right person.

Assess value

As part of our early workstreams (and before approaching a buyer(s) formally) we undertake valuation analysis, and importantly use valuation methodology that different types of buyer categories generally rely on. Private equity, local trade buyers and foreign trade buyers generally place different relevance on various valuation methodologies (transaction comparisons, trading comparisons, discount cashflows, asset valuation, leveraged buyout models). We maintain a KPMG transactions database, which tracks data on actual prices paid for private businesses in New Zealand (over 500 transactions). We also have access to an extensive array of external research resources.

Prepare marketing materials

We spend considerable time compiling investment memoranda, presentations and other marketing documents for clients. Ensuring buyers have sufficient information in a succinct format to make an informed offer is important. We are very focused on the use of examples and tangible proof points in crafting a strong value proposition for the new owner.

Identify key issues and messages

We identify and enhance positive business features which optimise likely outcomes. We also identify key business risks and outline transaction process is embarked upon.

Project management/facilitation

Transaction processes are typically time intensive and require efficient process management. We allow management to get on with their day jobs to achieve budget, minimising distraction and business disruption. Importantly, we ensure frequent and transparent communication with clients, ensuring they are fully informed and retain control of important decisions.

Completion support

Successful transaction processes are typically negotiated and documented. We support both processes and are often heavily involved to ensure the correct financial mechanisms and commercial parameters are put in place to maximise value and minimise risk for our client.

What our clients say . . .

“KPMG’s Board and Shareholders are very pleased with their selection of KPMG as principal advisors on the sale of the business. We achieved a positive outcome with a minimum level of stress.”

Bennett Medray – Founder and Shareholder, SimphiHealth (2014)

“We were continually impressed with the knowledge and dedication of the KPMG deal team. We couldn’t have asked for better service and advice, nothing was too much trouble, with the team always available at the drop of a hat to arrange the right deals to secure the best deal for Macpac. An exceptional team with a proven track record.”

Alex Brandon – CEO and Shareholder, Macpac (2016)

“CallPlus has worked with KPMG Deal Advisory since 2011 and received invaluable debt financing, acquisition and sale advice during this period. The team has a massive depth of experience and knowledge in all aspects of trading, structuring and negotiation. No matter how fast a response was needed, or the complexity or situation how much pressure was in play, KPMG went above the call of duty to deliver what CallPlus needed, which it was invaluable - even if it was all night vigi was required!”

Mark Callandar – CEO, CallPlus (2015)

“Our was a complex transaction involving multiple parties, which was concluded during a 12 month period. Without KPMG’s comprehensive due diligence review and advice and a side step of the way, we wouldn’t have achieved the outcome we did - namely a successful trade sale.”

Ansaar Ma & Isaac Plius – Directors NTEC (2015)

“KPMG’s advice in assessing the strategic alternatives and eventually the execution of a sale process was superb. The KPMG team worked seamlessly with BCS executives and other advisors involved with the transaction for over a year. The friendly yet professional manner in which we collectively operated was a key part of our relationship and trust with KPMG further enhanced as a result.”

Steve Fullerton – CFO, BSC Group (2014)

“KPMG’s team acted swiftly to provide the Independent Directors with a sound and within a demanding timetable. The materials KPMG presented to the Independent Director’s were comprehensive, yet very well presented and thought through which made for an easy and enjoyable read.”

Alan Isaac - Chairman, Acunity (2014)

“KPMG were great to work with. They provided professional advice at timely stages, outlining the options to help us discern business. They also provide valuable negotiation advice and assistance. Once the transaction completed, KPMG were committed to staying involved and supporting our owners.”

Guy Howard-Willis – Director, Torpedo7 (2013)

“We were very happy with KPMG’s service. They made the right introductions, managed a professional and timely process and helped achieve an outcome we wouldn’t have otherwise considered.”

Paul and John Boscock – Directors, Hiway Group (2011)

Team CV’s

Auckland staff

Gary Ivory, Partner (Head of M&A)
Gary has over 25 years experience in the field of corporate finance and has initiated and participated in assignments including corporate advisory engagements, major project and structured financings, public listings, private debt and equity raising, and management buy-outs. Gary has an extensive knowledge of many companies in New Zealand and maintains an extensive network of business contacts.

Recent deals include advising BP Oil New Zealand Limited on the merger of McFaul Fuel Limited and Rural Fuel Limited, the management team of Azien Limited on their buy-out of the NZ Lottery solutions business from Arma Inc. and lead sell side roles for Misua E&P Australia, Diam International, Torpedo7, Macpac, MAI, Nature’s Country Gold, Dasko and SimphiHealth.

T: 09 367 5577 M: 021 952 899 E: glivyory@kpmg.co.nz

Nick Mikay, Director
Nick joined KPMG New Zealand in early 2013 having spent five years working in Sydney in investment banking with Merrill Lynch and Barclays. Nick has ten years of experience in corporate finance and investment banking with a focus on both buy side and sell side M&A advisory mandates.

Key completed mandates Nick has executed at KPMG New Zealand include advising BP Oil New Zealand Limited on the merger of McFaul Fuel Limited and Rural Fuel Limited, Macpac’s sale to Champ Ventures, BCS Group’s sale to Dafauku, Cheveron’s sale of Caltex New Zealand to Z Energy, Juice Products New Zealand’s sale to Surtorino Corporation, National Tertiary Education Consortium’s sale to Asparg2 (Githeri Capital), Dorsethe Pacific on its acquisition of Euronations and Acurity Health Group (advisor to the Board) on its sale to Connor Healthcare, SimphiHealth on its sale to Whānau Tahi Limited and Whānau Tahi Limited’s sale to BCS Group and Structured and commercial advisory assignment.

T: 09 363 3638 M: 022 042 9863 E: nmikay@kpmg.co.nz

Rupert Carlyon, Director
Rupert joined KPMG from Tower Insurance where he headed up Strategy and Investor Relations. Prior to this Rupert spent 10 years at UBS in London and New Zealand advising a range of clients across M&A, capital markets and corporate broking. While at UBS, Rupert led a number of transactions across a variety of sectors including food and beverage, financial services and wood products.

T: 09 363 5563 M: 021 659 157 E: rcarlyon@kpmg.co.nz

James Peterson, Associate Director
James has experience in M&A, financial restructuring and financial and tax consulting and has worked in the United Kingdom, Asia and Australia. Following time working at PwC in Auckland and KPMG in London, he subsequently held industry roles in the UK and Hong Kong.

Recent experience with KPMG includes advising the management team of Azien Limited on their buy-out of the NZ Lottery solutions business from Arma Inc. and convening BCS Group’s sale to Dafauku. Rupert joined KPMG Auckland’s M&A team in September 2015 after having spent four years at EY in Malaysia providing M&A and corporate finance advisory services across various industries. Whilst at KPMG Martin has advised SimphiHealth on its sale to Whānau Tahi Limited and BP Oil New Zealand Limited on the merger of McFaul Fuel Limited and Rural Fuel Limited as well as a number of ongoing mandates.

T: 09 363 3680 M: 022 010 7375 E: jpeterson1@kpmg.co.nz

Martin Ooi, Senior Analyst
Martin joined KPMG Auckland’s M&A team in September 2015 after having spent four years at EY in Malaysia providing M&A and corporate finance advisory services across various industries. Whilst at KPMG Martin has advised SimphiHealth on its sale to Whānau Tahi Limited and BP Oil New Zealand Limited on the merger of McFaul Fuel Limited and Rural Fuel Limited as well as a number of ongoing mandates.

T: 09 367 5577 M: 022 390 4003 E: m袁oo@kpmg.co.nz

Cameron Judge, Senior Analyst
Cameron joined KPMG Auckland’s office in April 2016 following two years of institutional banking experience at BNZ. Whilst at KPMG Cameron has advised BP Oil New Zealand Limited on the merger of McFaul Fuel Limited and Rural Fuel Limited, lnvenco on a capital structure and commercial advisory assignment as well as a number of ongoing mandates.

T: 09 367 5835 E: cameronjudge@kpmg.co.nz

Wellington and Hamilton staff

Troy Newton Partner (Wellington)
In a 28 year career with KPMG, Troy has worked on projects spanning industry and regulatory reform, business valuation, corporate due diligence, project financing, privatisation and M&A throughout New Zealand, Australia and Asia. Recent deals include advising FostersWoolington as it assessed a merger with Foodstuffs Auckland and various streams of advice to AMP Capital in relation to its investment in Powernet.

T: (04) 816 4710 M: 021 821 703 E: twnewton@kpmg.co.nz

Keith Richards, Associate Director (Hamilton)
Keith is a UK qualified Chartered Accountant with over 15 years experience in M&A, valuation and financial due diligence in the UK. Keith has spent the last 7 years with a Big 4 accounting firm in London. Recent experience with KPMG includes the lead sell side role for Nature’s Country Gold in their sale to Pacific Equity Partners and advising on the sale of the ISL animal Health & NJ Philips business owned by Forlong & Maisey to Simcro.

T: (07) 558 6543 M: 022 639 0048 E: keithrichards@kpmg.co.nz

Mergers and Acquisitions | New Zealand | KPMG Deal Advisory 2017
**Tombstones – selected transaction experience**

<table>
<thead>
<tr>
<th>Company</th>
<th>Lead financial advisor to</th>
<th>Transaction Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Aciem</td>
<td>management team of Aciem Limited in relation to their buy-out of the NZ loyalty solutions business from listed Canadian parent Aimia Inc.</td>
<td>Not disclosed May 2017</td>
</tr>
<tr>
<td>BP Oil New Zealand Limited in relation to the merger of McFall Fuel Limited and Rural Fuel Limited</td>
<td>Not disclosed March 2017</td>
<td></td>
</tr>
<tr>
<td>SimpHealth Limited in relation to its sale of its business and assets to Whanau Tahi Limited</td>
<td>Not disclosed August 2016</td>
<td></td>
</tr>
<tr>
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<td></td>
<td></td>
</tr>
<tr>
<td>Ntec in relation to their 100% divestment to the Aspiri2 Group as part of the consolidation led by Archer Capital</td>
<td>c.$50m October 2015</td>
<td></td>
</tr>
<tr>
<td>CallPlus and commercial advisory assignment</td>
<td>NZ$250m August 2015</td>
<td></td>
</tr>
<tr>
<td>Nutech Limited</td>
<td>Lead financial advisor to</td>
<td>Value not disclosed December 2014</td>
</tr>
<tr>
<td>ACCIONA Corporation</td>
<td>National Tertiary Education Consortium in relation to their 80% divestment to Dufuku</td>
<td>Value not disclosed October 2014</td>
</tr>
<tr>
<td>Accent Group</td>
<td>Most recently announced transaction with RCG</td>
<td>Approximately $490 million 2012</td>
</tr>
<tr>
<td>Pacific Equity Partners</td>
<td>Not disclosed June 2014</td>
<td></td>
</tr>
<tr>
<td>Trilogy</td>
<td>Financial advisor to TCL in relation to its divestment to management</td>
<td>Value not disclosed 2014</td>
</tr>
<tr>
<td>Asia</td>
<td>Financial advisor to Mastagard shareholders in their sale of shares to Envirowaste Services Ltd</td>
<td>Value not disclosed April 2014</td>
</tr>
<tr>
<td>Pharmacybrands</td>
<td>Advised the Warehouse Group Limited on the acquisition of Noel Leeming</td>
<td>NZ$33m 2013/2014</td>
</tr>
<tr>
<td>Toll Holdings</td>
<td>Lead advisor to Torpedo7 shareholders in their sale of shares to the Warehouse Group Ltd</td>
<td>Consideration not disclosed 2013</td>
</tr>
<tr>
<td>Radiant Pharmacy</td>
<td>Advisor to Mitsui on its decision to divest its 35% share of the Tui Oil Field to a consortium of JV partners</td>
<td>$35.1m 2011</td>
</tr>
<tr>
<td>Hiway Stabilizers</td>
<td>Acted as lead advisor to Radius Health Group on its divestment of Radius Pharmacy to Pharmacybrands</td>
<td>NZ$120m 2010</td>
</tr>
<tr>
<td>Direct Capital</td>
<td>Acted as joint financial advisor to Olam International Limited on its substantial takeover of NZ Farming Systems Uruguay</td>
<td>Consideration not disclosed 2013</td>
</tr>
<tr>
<td>Hiway Stabilizers</td>
<td>Acted as lead advisor to Pharmacybrands Limited on its merger with Life Pharmacy Limited</td>
<td>$20m 2009</td>
</tr>
<tr>
<td>Express Logistics to Toll Holdings</td>
<td>Assisted Direct Capital and Waterman Holdings in the sale of Express Logistics to Toll Holdings</td>
<td>NZ$62.5m 2009</td>
</tr>
<tr>
<td>Meridian Energy</td>
<td>Acted as lead advisor to WEL Networks in forming a JV arrangement with Meridian Energy</td>
<td>$200m 2008</td>
</tr>
<tr>
<td>Discovery Bank</td>
<td>Acted as lead advisor to Olam International Limited on their investment into Dairy Trust Limited</td>
<td>$101.5m 2011</td>
</tr>
<tr>
<td>M&amp;A advisory services to Chevron on the divestment of its New Zealand Caltex service station network</td>
<td>c.$78m October 2015</td>
<td></td>
</tr>
<tr>
<td>M&amp;A advisory services to Chevron on the divestment of its New Zealand Caltex service station network</td>
<td>Pending December 2015</td>
<td></td>
</tr>
<tr>
<td>Oram</td>
<td>Advisory services to Dorchester regarding their takeover of Turners Auctions Ltd</td>
<td>NZ$82m October 2014</td>
</tr>
<tr>
<td>Advised CKI on the acquisition of Envirowaste</td>
<td>Approximately $490 million 2012</td>
<td></td>
</tr>
<tr>
<td>Acted as lead advisor to Radius Health Group on its divestment of Radius Pharmacy to Pharmacybrands</td>
<td>NZ$120m 2010</td>
<td></td>
</tr>
<tr>
<td>Olam</td>
<td>Initiated transaction and acted as joint financial advisor to Olam International Limited on its substantial takeover of NZ Farming Systems Uruguay</td>
<td>Consideration not disclosed 2013</td>
</tr>
<tr>
<td>Olam</td>
<td>Consideration not disclosed 2013</td>
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</tbody>
</table>

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