

Nordics Cross-Border M&A Review

2024 Edition

Fredericks Michael & Co.
Mergers | Acquisitions | Divestitures

**FREDERICKS
MICHAEL & CO.**

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Representative Clients & Relationships



FM&Co. has over four decades of experience advising leading Nordic Corporations on M&A transactions



Nordic Macroeconomic Indicators

Population: Approximately 27.8 million as of early 2024, marking a 13% increase since 2000

GDP: Nordic economies are expected to see moderate growth in 2024, with Denmark and Norway showing steady increases and Sweden and Finland recovering from previous contractions

Inflation Rate: Regional inflation achieved a 26-month low in December of 3.2%, the region sees a promising downward trend in inflation, moving closer to central bank targets for 2024

Unemployment Rate: The region showcased robust employment conditions, maintaining an average unemployment rate of ~5.6% leading up to 2023, showcasing robust employment conditions

Public Debt: Public debt is rapidly increasing across the Nordic region, with Finland's deficit expected to exceed 3.0% of GDP in 2024 despite fiscal adjustments

Over 40 years of experience advising Nordic and US corporations on cross-border transactions



FM&Co.
Experience

Volume: FM&Co. has advised on over 300 transactions involving Nordic cross-border transactions

Key Relationships: Ahlstrom, Fiskars, Halton, Harvia, Hiab, Huhtamaki, Kalmar, Kemira, Kone, Konecranes, MacGregor, Metso, Normet, Patria, Sandvik, Suominen, Treston, Valio, Valmet, Vaisala, and Wartsila among many others

Number of Transactions: Of the 3,912 Nordic M&A transactions in 2023, 2,222 (56.8%) were cross-border transactions. Nordic cross-border deal volume decreased by roughly 8.1% in 2023, with a cumulative deal value of US\$ 140.6bn⁽¹⁾

Inbound: 2023 volume of 1,082, a 3.0% decrease from 1,116 inbound transactions in 2022. Key Industries include:

- **Industrial Products & Services** – 12.2% of total cross-border deal volume, led by Georg Fischer AG's acquisition of Uponor Oyj, a manufacturer of household and industrial products, completed in November 2023 for US\$ 2.0 billion
- **Construction** – 9.1% of total cross-border deal volume, led by Triton Partners' acquisition of Caverion Corporation, a provider of construction and engineering services, completed in October 2023 for US\$ 1.6 billion
- **Energy** – 7.3% of total cross-border deal volume, led by Subsea 7 SA's acquisition of DOF ASA, a provider of equipment & services for oil and gas exploration, announced in June 2023 for US\$ 1.8 billion

Outbound: 2023 volume of 1,140, a 12.5% decrease from 1,303 outbound transactions in 2022. Key Industries include:

- **Industrial Products & Services** – 14.1% of total cross-border deal volume, led by Valmet Oyj's acquisition of Körber AG's Tissue business specializing in tissue-related conversion tech, completed in November 2023 for EUR 0.4 billion
- **Construction** – 8.3% of total cross-border deal volume, led by Cadeler A/S's acquisition of Eneti Inc., a provider of installation and maintenance vessels, completed in December 2023 for US\$ 0.6 billion
- **Energy** – 8.2% of total cross-border deal volume, led by Statkraft SF's acquisition of Enerfin Sociedad de Energia SLU, a wind power plant operator, announced in November 2023 for US\$ 2.0 billion

Key Opportunities: The Nordic region, known for high economic development and a cohesive approach, is seeing growth with urban areas expanding rapidly. The Nordics attract a significant share of Europe's Foreign Direct Investment (FDI), about 7.0% of the total, which is considerable given that they make up less than 4.0% of the European population aiming for sustainable integration by 2030

Concerns: Economic disparities exist between urban and rural areas, and integrating immigrants into the labor market is challenging due to structural factors. The population is aging, and demographic shifts pose concerns for labor force integration. Economic stability could be affected by real estate markets and geopolitical issues



Overview of
Recent Cross-
Border M&A



Nordic
Outlook

FM&Co. has extensive experience in advising Nordic clients in cross-border M&A transactions

Source: SEC Filings, Corporate Press Releases, OECD, Federal Reserve Economic Data (FRED), S&P Capital IQ, Mergermarket, European Commission, Focuseconomics. ¹ as of December 31, 2023

TRESTON

Treston Oy
Turku, Finland

a world-leading manufacturer of ergonomic
workstation solutions

has acquired



IAC Industries, Inc.
Goodyear, Arizona, USA

a manufacturer of high-quality premium
workbenches, workstations, and laboratory
furniture

Advised Treston Group (FIN) on its Acquisition of IAC Industries (US)

Client: Treston Oy (Turku, Finland)

Client Objective: Treston was seeking to expand upon its global presence, broaden its product range and increase its production capacity to support growth in the North American market

FM&Co. Assistance:

- FM&Co. advised Treston on a multi-step engagement process which included the development and execution of a strategic search and screen process for US-based workstation manufacturers
- Identified IAC as an acquisition target and provided acquisition advice including valuation, structuring, due diligence and negotiations through closing



kemira

Kemira Oyj
Helsinki, Finland

a global leader in sustainable chemical solutions for water intensive industries

has sold its

Colorants Business

to

CHR·MASCAPE

Chromascape
Independence, Ohio, USA

a US-based colorants and additives supplier and a portfolio company of Heartwood Partners

Advised Kemira (FIN) on Sale of Colorants Business (USA) to ChromaScape (USA)

Client: Kemira Oyj (Nasdaq Helsinki)

Client Objective: Kemira was seeking to divest its global colorants business including US-based production facility manufacturing colorants for paper and packaging industry

FM&Co. Assistance:

- FM&Co. conducted an exhaustive search identifying potential strategic and financial buyers globally
- FM&Co. acted as exclusive financial advisor and managed the sale process of the Colorants Business
- FM&Co. identified the potential buyers, prepared the selling memorandum, valuation, and managed the management presentations, due diligence, structuring and negotiations through closing





Metso Oyj
Helsinki, Finland

a world-leading provider of equipment
and services for the processing and flow
of natural resources

has acquired



McCloskey International Limited
Keene, Ontario, Canada

a leading mobile crushing and
screening equipment manufacturer

Advised Metso (FIN) on the acquisition of McCloskey International Limited (CAN/UK)

Client: Metso Corporation (HLSE:METS0)

Client Objective: Metso wished to enhance its position in the mobile
aggregate crushing and screening equipment by acquiring one of the leading
competitors

FM&Co. Assistance:

- FM&Co. acted as exclusive financial advisor to Metso in the bi-lateral negotiations with the private owner
- FM&Co. managed the process and negotiated with the private owner to reach a valuation and transaction structure that was satisfactory to both sides and resulted in the successful process to acquire McCloskey



VAISALA

Vaisala Oyj
Helsinki, Finland

a leader in environmental and industrial
measurement technologies

has acquired



VeriTeQ Corporation
Richmond Hill, Ontario, Canada

a leading producer of
environmental monitoring solutions

Advised Vaisala (FIN) on its Acquisition of Veriteq Instruments, Inc. (USA)

Client: Vaisala Oyj (NASDAQ OMX Helsinki)

Client Objective: Seeking to expand its critical size and presence in the North American market through an acquisition in Canada

FM&Co. Assistance:

- FM&Co. advised Vaisala on a multi-step engagement process which included the development and execution of a strategic search and screen process
- Identified Veriteq as an acquisition target and provided acquisition advice including valuation, structuring, due diligence and negotiations through closing
- Acted as exclusive financial advisor and managed the acquisition process





Cargotec Corporation

Helsinki, Finland

a leading provider of cargo handling solutions

has acquired



Navis LLC

Bend, Oregon, USA

a provider of terminal operating systems for ports and rail

from



Advised Cargotec (FIN) on its acquisition of Navis LLC (USA) from Zebra Technologies Corporation (USA)

Client: Cargotec Corporation (HLSE:CGCBV)

Client Objective: Acquire a software company to integrate with its leading cargo and load handling equipment and services, putting the company in a better position to deliver turnkey operations to its customers

FM&Co. Assistance:

- FM&Co. advised Cargotec throughout a competitive acquisition process
- FM&Co. advised on topics including valuation, structuring, due diligence and negotiations through closing
- FM&Co. acted as exclusive financial advisor and managed the acquisition process with several tight deadlines

Fredericks Michael & Co. Credentials > Select Nordic Buy-Side Transactions

Industrial Machinery



the world's leading provider of cargo handling solutions and its subsidiary company



have acquired the loader crane business of



Industrial Components



WÄRTSILÄ

a leading ship power and service provider and power solutions company

has acquired



a leading control and automation equipment service provider



Leisure Products



a manufacturer of branded consumer products through its subsidiary



has acquired both



worldwide leading brands in compasses and outdoor recreation



Materials



a leader in minerals and metals processing technology

has acquired



a premium coated titanium anode engineering and fabrication company



Electronic Instruments



a leader in environmental and industrial measurement technologies

has acquired

Quixote Transportation Technologies, Inc.

from



a manufacturer of motorist safety and guidance products



Electrical Components



a leading developer and producer of demanding power products

has acquired



a manufacturer of power conversion products



Commodity Chemicals



a leading producer of composite products

has acquired



a producer of composite products from a US subsidiary of



Commodity Chemicals



a multinational engineering group through its subsidiary



has acquired

the cast urethane wheel division of



Fredericks Michael & Co. Credentials > Select Nordic Sell-Side Transactions

Materials



a manufacturer of nonwovens, wet wipes, and flexible packaging for consumer goods

has sold

Codi International B.V.

A leading converter of nonwoven materials

to



Paper & Plastics



a global leader in consumer and specialty packaging

has sold

Huhtamaki S.p.A.

a manufacturer of disposable plastic and paper tableware products

to



Industrial Equipment



a leading defense and aerospace group

has sold



a producer of snow removal equipment

to



Communications



a designer and manufacturer of distributed antenna system equipment for wireless and data services

has been divested to



a radio frequency provider



Materials



a provider of smart grid wireless solutions for utilities

has sold a minority-interest

to



a global leader in the production of automation technologies



Leisure Products



a manufacturer of branded consumer products

has sold



the largest US manufacturer of resin based outdoor garden furniture

to



Industrial Components



an independent private equity firm and its portfolio company

Tammermatic Group Oy

has sold



a leading producer of heavy-duty vehicle wash solutions

to



Industrial Components



a manufacturer of high-performance specialty papers and fiber composites

has divested

Grosbeck Filtration Unit

a manufacturer of air filtration media for HVAC industry

to





George Caraberis

Senior Managing Director

Mr. Caraberis oversees the firm's activities in Northern Europe and North America, advising on cross-border mergers, acquisitions, divestitures, and strategic alliances across diverse industries such as food and beverage, pharmaceutical/life sciences, consumer goods, and technology. He holds an MBA from Adelphi University and a BA in Economics from Brown University.

Joining Fredericks Michael in 1986, he is a significant shareholder, Board member, and Chief Operating Officer, with over four decades of experience. Mr. Caraberis has advised multinational corporations, financial sponsors, and family-owned companies, particularly in the Nordic Region and Germany, on transactions in Europe, the US, and Asia. He is also a Director and past President of the Finnish American Chamber of Commerce, and a Director of the Brown University Sports Foundation. Mr. Caraberis was honored as Knight, First Class, of the Order of the White Rose of Finland by the President of Finland.



Lassi Hämäläinen

Executive Director

Mr. Hämäläinen joined Fredericks Michael & Co. in 2018 and services its clients in Northern Europe and the United States

Mr. Hämäläinen has over 10 years experience in advising clients in Finland and the Nordic countries in the areas of mergers, acquisitions, divestitures, capital market transactions, as well as financial advisory projects in a wide range of industry sectors including healthcare, construction, industrials, materials, consumer/retail and accommodation.

Mr. Hämäläinen has a Master's degree in Finance from Aalto University, Helsinki, Finland and is a Finnish national. He currently resides in New York City.

Over 50 years of collective experience in Industrials, Consumer Products, Paper & Packaging, Specialty Chemicals, and M&A in the Nordic Region and the Americas

Introduction to Fredericks Michael & Co.

Appendix

Fredericks Michael & Co.
Mergers | Acquisitions | Divestitures

**FREDERICKS
MICHAEL & CO.**

Global Reach in Mergers and Acquisitions...

- A global investment bank providing clients with discerning and unbiased advice
- Founded in 1984 – (close to 40 years of experience) over 40 years of experience
- Extensive global operations with a proven track record in over 25 countries
- Broad expertise and capabilities focused on: **Mergers & Acquisitions** (buy-side/sell-side), **Joint Ventures**, **Capital Raising Solutions**
- Professional team comprised of **veteran advisors** with many decades of relevant industry experience

40+

Years of Experience

30+

Professionals

25+

Countries Covered

8+

Languages Spoken

Introduction to Fredericks Michael & Co. > Overview (cont'd)

FM&Co. is a private investment bank focused on the execution of middle market, cross-border financial transactions

Strong Cross-Border Financial Advisory Franchise

- For over 40 years FM&Co. has served as financial advisor to large corporations, closely-held and family-owned businesses, and private equity investors throughout the Americas, Europe and Asia
- The Firm focuses on mid-sized (EV EUR 10 – EUR 500 million) cross-border M&A transactions

Extensive Transaction Expertise

- FM&Co. has transaction experience in a wide range of industries throughout Europe, North America, and Latin America
- FM&Co. has an extensive network of both public and privately owned companies and private equity investors

Strong Track-Record and Seasoned Relationships

- FM&Co. has a strong track-record with both sell-side and buy-side mandates on behalf of its clients pursuing cross-border transactions
- FM&Co.'s team of seasoned multinational professionals maintain an active dialogue with an extensive network of companies and PE investors throughout the Americas, Europe, and Asia

Senior-Level Attention

- FM&Co.'s senior professionals have decades of experience in executing transactions across industries and geographic markets
- FM&Co.'s senior professionals play active roles in mid-sized transactions versus the more junior staffing that certain small/medium sized transactions may receive at larger advisory firms

Trusted Advisor

- FM&Co. provides independent and objective advisory services to its clients
- Clients entrust to FM&Co. the running of a discrete and confidential process
- FM&Co. is a FINRA registered broker/dealer in the U.S. and is registered with the FCA in the U.K.

FM&Co. provides a bespoke approach, tailoring the engagement process to best suit client needs

Introduction to Fredericks Michael & Co. > Global Reach and Industry-Wide Expertise

FM&Co. has global expertise coupled with local knowledge in the major markets



Introduction to Fredericks Michael & Co. > Global Reach and Industry-Wide Expertise (cont'd)

Selected FM&Co. Clients

Annual Revenues (2023)



Building Products

- **SIMONA** (Germany)
- **Eiffage** (France)
- **Surteco** (Germany)



€ 0.7 billion
€ 22.4 billion
€ 0.8 billion



Chemicals

- **Kemira** (Finland)
- **Hexion** (USA)
- **Derivados Forestales** (Spain)



€ 3.4 billion
\$ 3.2 billion
€ 0.2 billion



Consumer Products

- **Fiskars** (Finland)
- **Newell Brands** (USA)
- **Lafuma** (France)



€ 1.1 billion
\$ 8.1 billion
€ 0.2 billion



Food & Beverage

- **Mars, Inc.** (USA)
- **Agrolimen** (Spain)
- **Sigma Alimentos** (Mexico)



\$ 43.3 billion
€ 0.8 billion
\$ 8.0 billion



Healthcare & Life Sciences

- **Cardinal Health** (USA)
- **Orion** (Finland)
- **Almirall** (Spain)

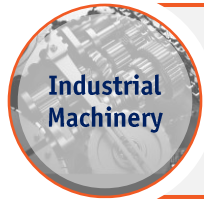


\$ 216.1 billion
€ 0.7 billion
€ 0.9 billion

Introduction to Fredericks Michael & Co. > Global Reach and Industry-Wide Expertise (cont'd)

Selected FM&Co. Clients

Annual Revenues (2023)



- **Wärtsilä Oyj** (Finland)
- **Dover Corporation** (USA)
- **Ingersoll-Rand** (USA/Ireland)



€ 6.0 billion
\$ 8.4 billion
\$ 6.9 billion



- **International Paper** (USA)
- **Ahlstrom** (Finland)
- **Huhtamäki** (Finland)



\$ 18.9 billion
€ 3.3 billion
€ 4.2 billion



- **Sorgenia** (Italy)
- **Endesa** (Spain)
- **The AES Corporation** (USA)



€ 3.6 billion
€ 25.1 billion
\$ 12.7 billion



- **Telia Company** (Sweden)
- **Vaisala** (Finland)
- **Alcatel-Lucent** (France)



€ 7.9 billion
€ 0.5 billion
€ 14.3 billion



- **Konecranes** (Finland)
- **Cargotec** (Finland)
- **Metso** (Finland)



€ 3.9 billion
€ 4.7 billion
€ 5.4 billion

Introduction to Fredericks Michael & Co. > Key Attributes

FM&Co.'s approach advising international companies on cross-border M&A assignments is critical to a successful outcome:



FM&Co. provides a bespoke approach, tailoring the engagement process to best suit client needs

Introduction to Fredericks Michael & Co. > Capabilities

Focused on Unlocking and Executing Complex Transactions

Providing access to global industry knowledge and participants
Execution of exhaustive search & screen analyses and target approaches
Initiating unique one-on-one transactions, avoiding auctions (> 80%)
Remaining involved in all details of transaction through closing
Providing senior access to companies
Structuring complex transactions

Buy-Side

Sale of non-core and underperforming assets
Sale of family businesses with generational challenges
Targeting international as well as local, strategic, and financial buyers
Exhaustive effort to maximize price
Solutions oriented to ensure transaction closing
Remaining involved in all details of transaction through closing

Sell-Side

Trusted and Differentiated Advisory Services

Capital Raises

Advising on capital raises for corporate growth
Exhaustive effort to maximize success
Solutions oriented to ensure transaction closing
Accessing international investors with specific industry and/or geographic interests
Involved in all details of closing

Joint Ventures

Initiating unique transactions that create value through corporate partnerships
Unlocking value without immediate sale of the business
Providing entry to new geographic markets with the experience of local partners
Structuring of shareholder agreements with appropriate exit options



Blake Davies

Senior Managing Director

Mr. Davies is responsible for the firm's activities in Southern Europe and North America. He has two decades of experience advising companies in numerous industries including paper and packaging, consumer products and specialty chemicals, among others. He is fluent in Spanish and regularly advises clients on matters related to Spain and Latin America.

Prior to joining Fredericks Michael, Mr. Davies worked at Nomura Securities and The Colgate Palmolive Company. He holds an MBA from the American Graduate School of International Management (Thunderbird) and a BA in Finance from Stetson University. Mr. Davies is a shareholder in Fredericks Michael and is Chairman of the Board of Directors.



Carey Hall

Senior Managing Director

Mr. Hall is responsible for the firm's Latin American business. He advises multinational corporations and substantial family enterprises on mergers, acquisitions, divestitures, leveraged buyouts, restructurings, strategic alliances and joint ventures.

Prior to joining Fredericks Michael, Mr. Hall was Group Head at UBS Securities LLC, in charge of UBS' investment throughout Latin America. Previously, Mr. Hall was Senior Managing Director at Bear Stearns & Co., Inc. responsible for investment banking activities in Latin America. Mr. Hall holds an MBA from George Washington University and Investments and a BA from Denison University. He is both a U.S. and Brazilian national. Mr. Hall is a shareholder in Fredericks Michael and a member of its Board of Directors.



Massimo Brambilla

Managing Director

Mr. Brambilla has advised numerous clients in cross-border mergers, acquisitions, divestitures, privatizations, expansions and private placement transactions in several industries including food, energy, utility, consumer goods, luxury goods, and business services.

Prior to joining Fredericks Michael, Mr. Brambilla was a Director in the Milan offices of Abaxbank and Euromobiliare Corporate Finance as well as a Vice President in the Milan office of Societe Generale Investment Banking. Mr. Brambilla is an Italian national and holds a BA degree from Bocconi University in Milan.



Marcos Alonso

Managing Director

Mr. Alonso advises Fredericks Michael clients throughout Southern Europe and has significant M&A experience in the United States, Europe, Asia and Latin America.

Prior to joining Fredericks Michael & Co. Mr. Alonso was Head of Corporate Development at Grupo Derivados Forestales, a leading manufacturer of specialty chemicals based in Barcelona, Spain. He also worked as an auditor at the Barcelona office of KPMG. Mr. Alonso holds an MBA and BS in Business Administration from the ESADE Business School. He is a Spanish national and speaks Catalan, Spanish, German, and French.



Enrique Gaitan

Managing Director

Mr. Gaitan advises Fredericks Michael's clients throughout Latin America, the U.S. and Southern Europe. Prior to joining FM&Co., Mr. Gaitan was Chief Financial Officer at Marhnos, one of Mexico's most relevant Construction and Development Firms, focusing on Infrastructure, Industrial, Housing and Real Estate projects.

While at Marhnos, Mr. Gaitan led several financial restructuring projects, as well as the successful placement of a CKD (Equity Position in Infrastructure projects) in the Mexican Stock Exchange. Mr. Gaitan holds an MBA from Stanford University and a BS in Mechanic-Electric Engineering from Universidad Nacional Autonoma de Mexico. He is a national of Mexico.



Vincent Conrad

Managing Director

Mr. Conrad has over 35 years of experience in capital markets and private placement activities, he has a specific focus on growth companies in industrial technology, mobility, bioscience, food tech, and enterprise software.

Mr. Conrad has established long-standing relationships with corporate strategic, private equity, venture capital, financial sponsors, and leading family offices in North America and Europe. He has also held senior capital markets roles with Credit Suisse First Boston, Bank of America, and Montgomery Securities. Mr. Conrad is a U.S. citizen and works out of the New York office.



Alexander Robarts

Managing Director

Mr. Robarts has over 25 years of experience in global food, beverage, and consumer goods, holding leadership positions on equity capital markets and institutional equity research teams at Citigroup, Banco Santander and Merrill Lynch. He was ranked for 14 years in the Institutional Investor's annual research poll based on his C-level management relationships and his published thematic, industry, and stock reports.

He primarily advises companies in the United States on their cross-border merger, acquisition, divestiture, and joint venture strategies, and has a subregional focus on Latin America. Mr. Robarts holds a Master's degree in International Business from Columbia University and is a US national. He has lived and/or worked in Brazil, Colombia, France and Spain, and speaks English as well as French, Portuguese and Spanish



Mauricio Gojman

Executive Director

Mr. Gojman has over a decade of experience in Private Equity and Investment Banking activities across Latin America and the Caribbean. He has led several successful M&A projects in Oil & Gas, Healthcare, Paper & Packaging, Financial Services, Telecommunications, Food and Beverages, and Consumer Goods.

Prior to joining Fredericks Michael & Co., Mr. Gojman worked at Blue Equity, BroadSpan Capital and JPMorgan (Paper & Packaging Investment Banking Group). Mr. Gojman holds an MBA with High Distinction from the Harvard Business School and a BA/MA in International Economics and Finance from Brandeis University. He is a dual Mexico/US national.

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