

May 2024



Houlihan  
Lokey

# 2023 Transaction Termination Fee Study



01

2023 TRANSACTION TERMINATION FEE STUDY  
SUMMARY

3

02

2023 TRANSACTION TERMINATION FEE DETAIL

24

03

2023 REVERSE TRANSACTION TERMINATION  
FEE DETAIL

32

04

ABOUT HOULIHAN LOKEY

38

05

DISCLAIMER

43



An aerial photograph of the Chicago skyline at sunset. The sun is low on the horizon to the left, casting a warm orange glow over the city. The skyline is dense with skyscrapers, including the Willis Tower and the Trump Tower. The city extends to the edge of Lake Michigan on the right.

01

## 2023 TRANSACTION TERMINATION FEE STUDY SUMMARY

# Introduction

Houlihan Lokey's 2023 Transaction Termination Fee Study (the "2023 Study") employs search and screening criteria similar to those used in previous studies. We applied these criteria to the universe of announced transactions from 2019 through 2023 to provide a basis for comparison. Our study focuses on termination fees as a percentage of both "transaction value" and "enterprise value." Transaction value is the total value of consideration paid by an acquirer, including total rights, warrants, options, and net assumed liabilities, cash, and short-term investments, but excluding fees and expenses. Enterprise value is defined as the number of shares outstanding multiplied by the per-share offer price, plus the cost to acquire convertible securities, debt, and preferred equity, minus cash and marketable securities.

We conducted our search using data from LSEG (formerly Refinitiv) and S&P Capital IQ and applied the following screening criteria:

- Target company is a U.S. public company.
- Transaction announcement date is between January 1, 2023, and December 31, 2023.
- Transaction value is greater than \$50 million.
- Transaction type comprises:
  - Acquisitions of full or majority interest.
  - Leveraged buyouts.
  - Tender offers (bankruptcy, divestiture, and spinoff transactions are excluded).
- Deal status is closed, pending, or withdrawn.
- Termination fee is disclosed.

For the 2023 Study, 131 transactions met these criteria; we have analyzed these transactions in terms of transaction and enterprise values.

# Definition of Key Items in the Study

- We used the following methodology to analyze each of the transactions as defined by S&P Capital IQ:
  - **Implied Enterprise Value:** Calculated as the Implied Equity Value plus Total Earnout/Contingent Payments plus Total Rights/Warrants/Options plus Total Other Consideration plus Net Assumed Liabilities multiplied by Adjustment Size or Percent Sought.
    - *Total Options = Total Options x Exchange Ratio x Buyer's Share Price One Day Prior to Offer Date*
    - *Implied Equity Value = Total Consideration to Shareholders / Percent Sought*
  - **Total Transaction Size:** Referred to throughout the 2023 Study as Total Transaction Value. Calculated as the Consideration to Shareholders plus Other Consideration plus Total Earnout/Contingent Payments plus Total Rights/Warrants/Options plus Net Assumed Liabilities plus Cash and Short-Term Investments. Total Transaction Size is the Gross Value of the Transaction. It represents the total consideration paid for the transaction, including the consideration paid to other stakeholders.
    - *Total Net Transaction Value = Total Consideration to Shareholders + Total Earnout/Consideration Payments + Total Rights/Warrants/Options + Net Assumed Liabilities*
    - Net Assumed Liabilities is accounted for in the calculation of Total Transaction Value only in cases where the majority stake is being bought in the transaction.

Source: S&P Capital IQ.



# Transaction Termination Fees

Given the time and expense involved in negotiating and structuring a proposed transaction, acquirers are continuously looking for creative ways to deter competing bids before the consummation of a transaction. Protective devices used by acquirers are heavily negotiated and may include termination fees, “lockup” agreements, and “no-shop” provisions. Conversely, in seeking to maximize stockholder value, boards of directors of target companies try to obligate the acquirer to consummate the agreed-upon transaction while maintaining the flexibility to seek and accept a superior offer for the target.

Termination (or breakup) fees are probably the most common type of lockup device and are typically payable by the target to the acquirer to compensate the acquirer if the transaction fails to close for one of the following reasons, among others:

- The target board elects to terminate the acquisition agreement in order to accept a competing offer.
- The target board changes its recommendation, and the acquirer elects to terminate the merger agreement rather than proceed with the stockholder vote.
- The original bid fails for some other specified reason, such as being voted down by the stockholders, after a competing proposal has been announced and is agreed to or closed within a specified period (typically six to 12 months).

When properly crafted, a termination fee provision can facilitate the sale of a company by ensuring that the bidder will receive a material “consolation prize” to defray its investment—in time, out-of-pocket expense, and opportunity cost—if the transaction is not consummated. On the other hand, termination fees protect the acquirer by effectively increasing the price that a third-party bidder will need to pay in order to consummate a competing transaction.

# Enterprise and Transaction Values

Of the 131 transactions reviewed in 2023, the mean transaction value equaled approximately \$4.1 billion, marking a 18.2% decrease from the 2022 mean transaction value of approximately \$5.1 billion. The mean enterprise value equaled approximately \$4.2 billion, marking a 21.0% decrease from the 2022 mean enterprise value of approximately \$5.2 billion.

The median transaction value in 2023 equaled approximately \$1.7 billion, marking a 5.8% decrease from the 2022 median transaction value of approximately \$1.8 billion. The median enterprise value equaled approximately \$1.7 billion, marking a 11.1% decrease from the 2022 median enterprise value of approximately \$1.9 billion.

## Enterprise and Transaction Value Annual Summary

(\$ in millions)	Transaction Value <sup>(1,2,3,4,5)</sup>					Enterprise Value <sup>(1,2,3,4,5,6)</sup>				
	2019	2020	2021	2022	2023	2019	2020	2021	2022	2023
<b>Mean</b>	\$5,993.7	\$4,061.9	\$4,025.1	\$5,064.0	\$4,143.2	\$6,320.9	\$4,518.6	\$4,588.6	\$5,228.7	\$4,130.7
<b>Median</b>	\$2,000.5	\$1,272.7	\$2,137.0	\$1,759.5	\$1,657.4	\$2,001.3	\$1,463.0	\$2,326.9	\$1,857.4	\$1,651.2
<b>Number of Transactions</b>	150	120	179	140	131	128	95	146	126	129

- (1) The mean transaction and enterprise value indications in 2019 were impacted by six "megadeals" with implied transaction values greater than \$30 billion, including Bristol-Myers Squibb Co.'s \$99.5 billion acquisition of Celgene Corp.; United Technologies Corp.'s \$91 billion acquisition of Raytheon Co.; Occidental Petroleum Corp.'s \$60 billion acquisition of Anadarko Petroleum Corp.; Chevron Corp.'s cancelled \$54 billion acquisition of Anadarko Petroleum Corp.; Fidelity Inc.'s \$44 billion acquisition of Worldpay, Inc.; and Fiserv, Inc.'s \$42 billion acquisition of First Data Corp.
- (2) The mean transaction and enterprise value indications in 2020 were impacted by two "megadeals" with implied transaction values greater than \$30 billion, including AstraZeneca PLC's \$43.4 billion acquisition of Alexion Pharmaceuticals, Inc., and Advanced Micro Devices, Inc.'s \$36.8 billion acquisition of Xilinx, Inc.
- (3) The mean transaction and enterprise value indications in 2021 were impacted by three "megadeals" with implied transaction values greater than \$30 billion, including Canadian National Railway Company's \$33.9 billion cancelled merger with Kansas City Southern; Canadian Pacific Railway Limited's \$31.6 billion acquisition of Kansas City Southern; and Oracle Corp.'s \$30.2 billion acquisition of Cerner Corp.
- (4) The mean transaction and enterprise value indications in 2022 were impacted by four "megadeals" with implied transaction values greater than \$30 billion, including The Kroger Company's \$34.0 billion merger with Albertsons Companies, Inc.; Elon Musk's \$48.1 billion acquisition of Twitter, Inc.; Broadcom Inc.'s \$73.0 billion acquisition of VMware, Inc.; and Microsoft Corp.'s \$79.6 billion acquisition of Activision Blizzard, Inc.
- (5) The mean transaction and enterprise value indications in 2023 were impacted by three "megadeals" with implied transaction values greater than \$30 billion, including Cisco Systems, Inc.'s \$31.0 billion acquisition of Splunk Inc.; Pfizer Inc.'s \$44.6 billion acquisition of Seagen Inc.; and Exxon Mobil Corp.'s \$65.6 billion acquisition of Pioneer Natural Resources.
- (6) Excludes transactions without reliable and publicly disclosed enterprise values.
- Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.

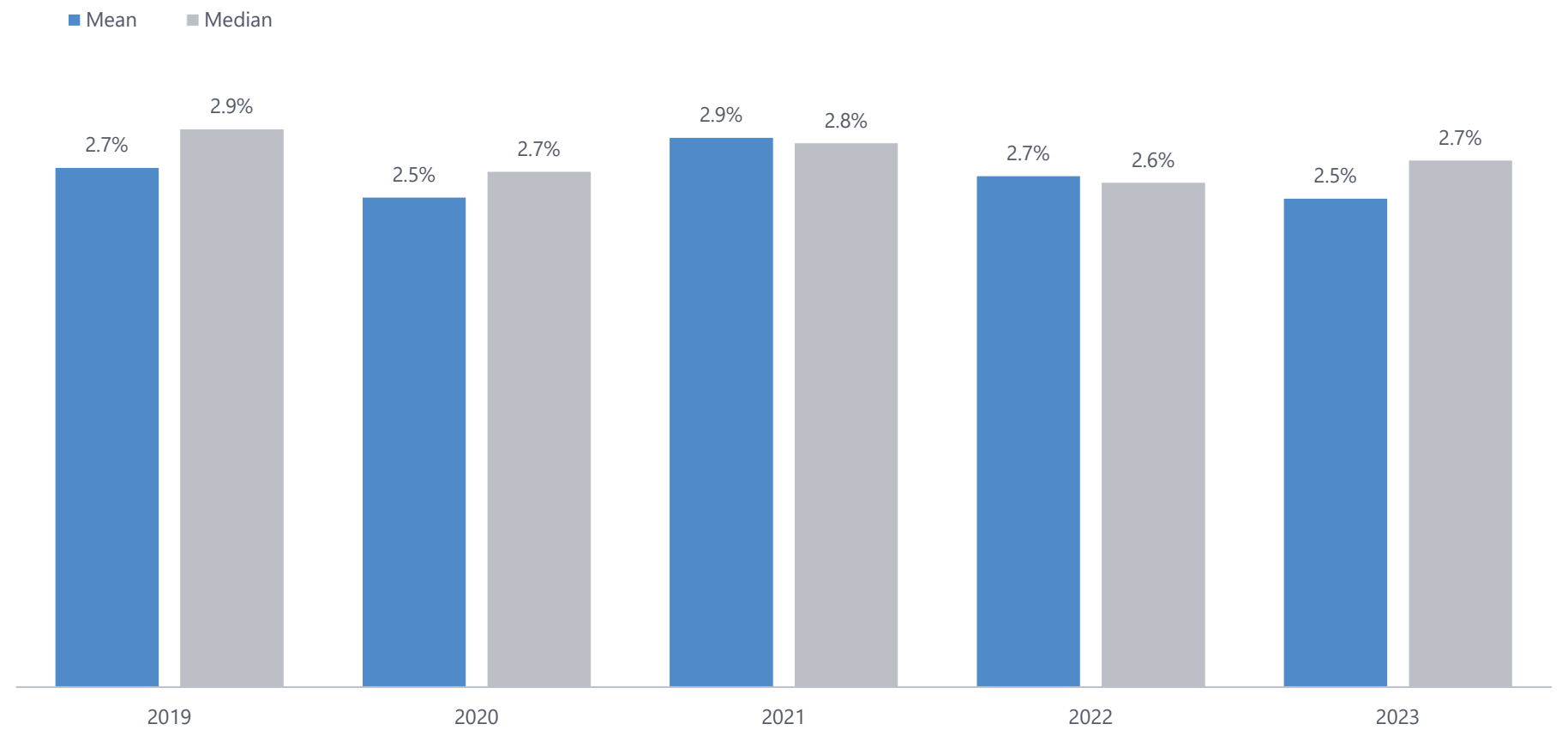


# Transaction Termination Fees Transaction Value

In the 2023 Study, termination fees as a percentage of transaction value ranged from 0.2% to 5.7%, with a mean of 2.5% and a median of 2.7%.

- The 0.2% termination fee was observed in Office Properties Income Trust’s cancelled acquisition of Diversified Healthcare Trust.
- The 5.7% termination fee was observed in Vista Equity Partners Management, LLC’s acquisition of EngageSmart, Inc.

## Transaction Termination Fees as a Percentage of Transaction Value



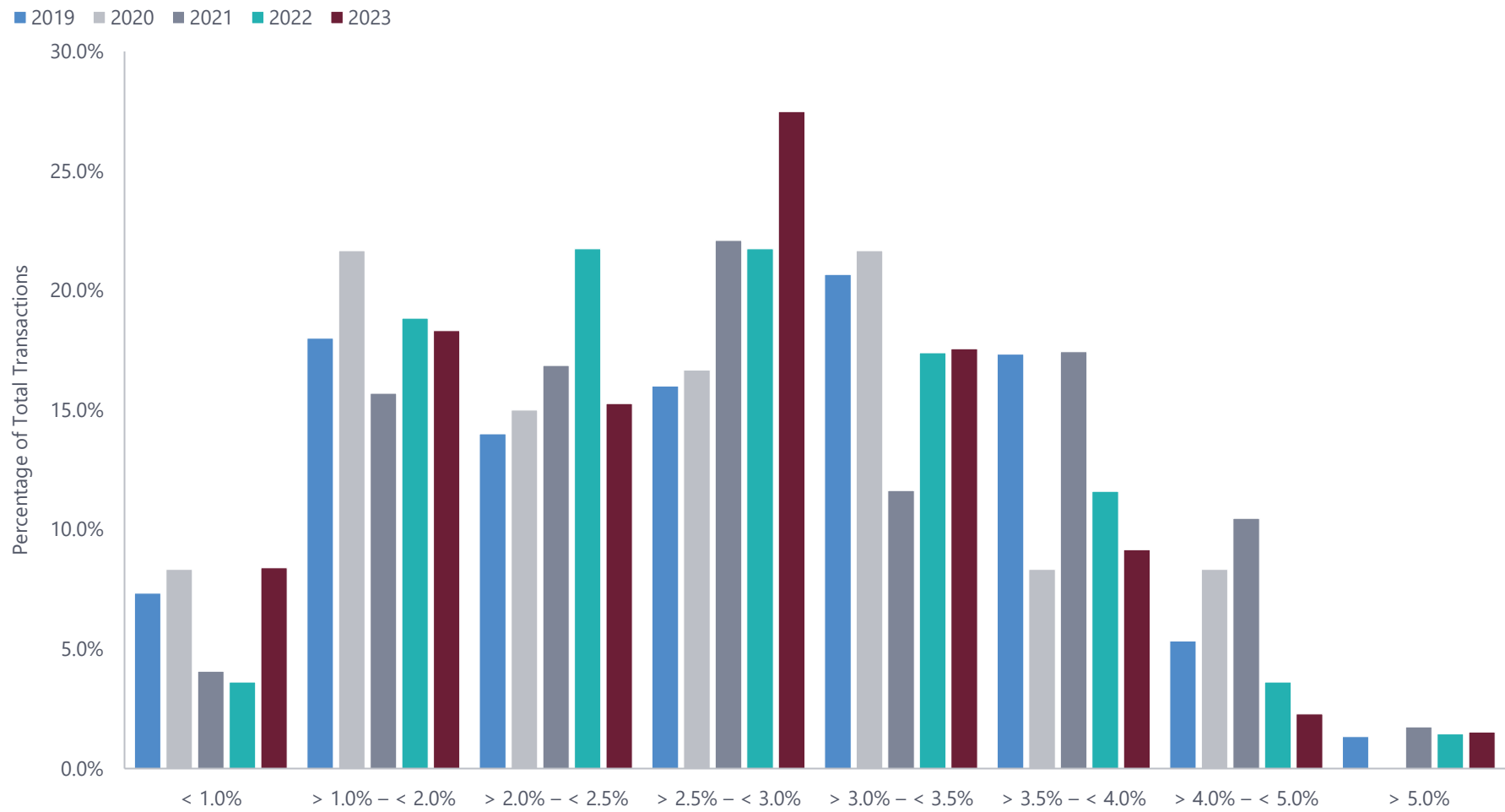
Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



# Transaction Termination Fees Transaction Value (cont.)

The distribution of termination fees as a percentage of transaction value in 2023 generally resembles a classic bell curve, with most results clustered between 2.0% and 4.0% near the observed mean (2.5%) and median (2.7%).

Distribution of Termination Fee Percentages

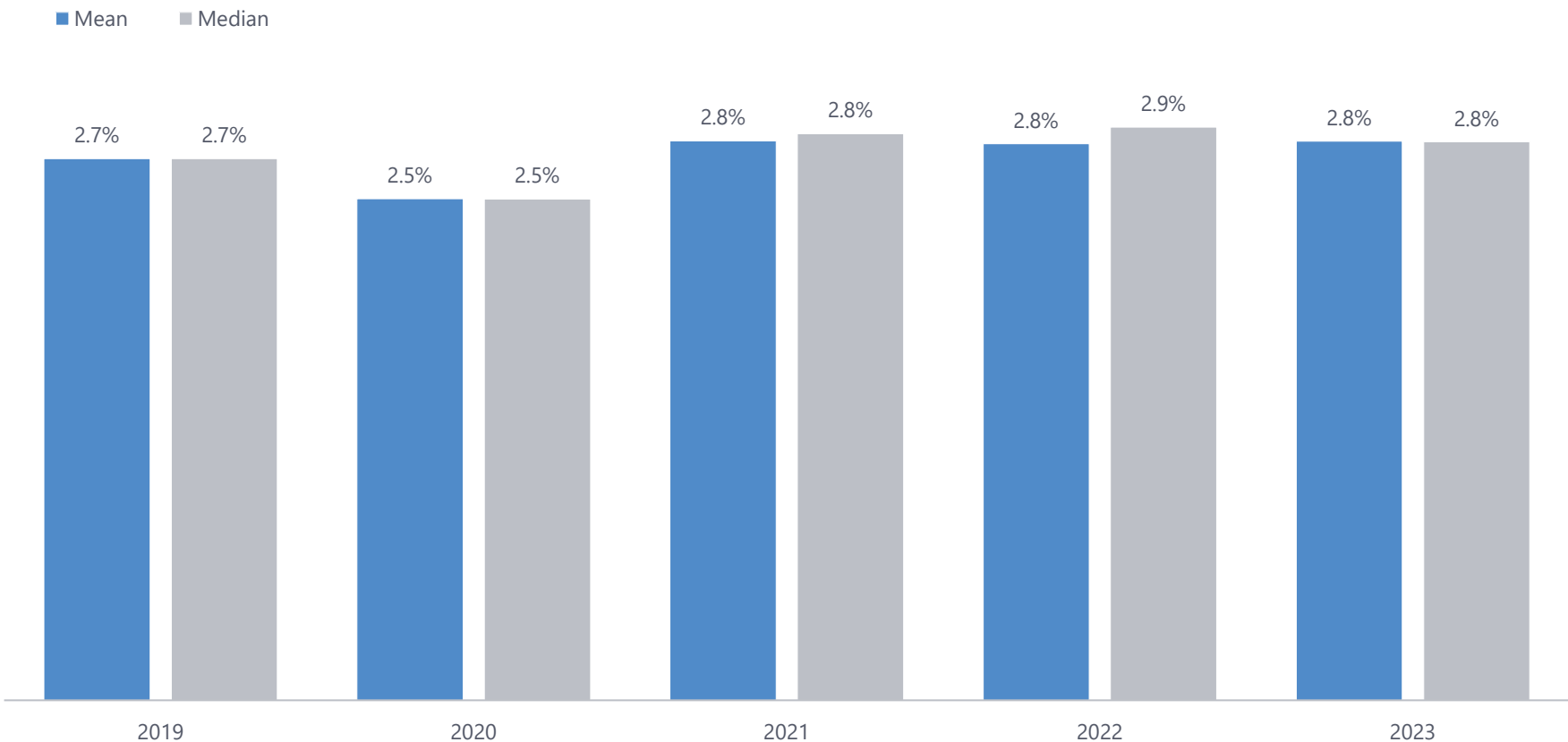


Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.

# Transaction Termination Fees Enterprise Value

Termination fees as a percentage of enterprise value were analyzed for deals announced from 2019 through 2023. Due to the inclusion of debt, enterprise value (the denominator in the fee percentage calculation) is typically greater than transaction value. However, this trend is not always illustrated in this analysis, because transaction values as defined by S&P Capital IQ include total cash and short-term investments.

Transaction Termination Fees as a Percentage of Enterprise Value<sup>(1)</sup>

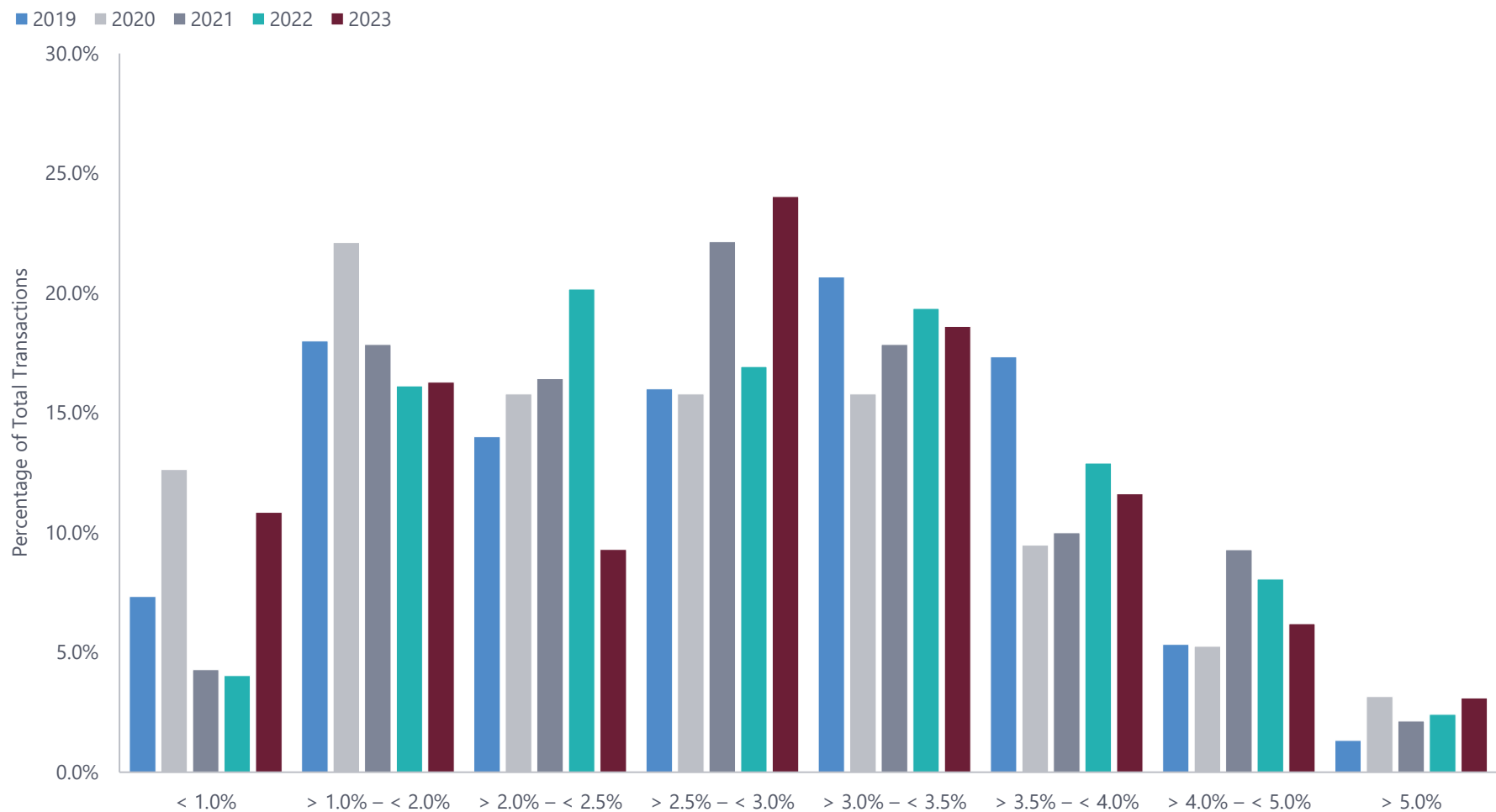


<sup>(1)</sup> Excludes transactions without reliable and publicly disclosed enterprise values.  
Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.

# Transaction Termination Fees Enterprise Value (cont.)

The distribution of termination fees as a percentage of enterprise value resembles the shape of a bell curve, with most of the distribution centered between 2.0% and 4.0%, near the observed mean (2.8%) and median (2.8%).

Distribution of Termination Fee Percentages



Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.

# Transaction Termination Fees Semiannual Summary

M&A volume remained elevated in 2023, although representing a decline from the historical peak observed in 2021. Despite continued elevated deal volume, transaction values observed decreased amid continued inflationary, geopolitical, and macroeconomic headwinds.

Compared to the first half of 2023, the second half of 2023 experienced a slight decline in the (i) number of transactions, (ii) median transaction value, and (iii) median enterprise value. The median transaction value in the second half of 2023 was 15.6% lower than that of the first half of 2023. The median enterprise value in the second half of 2023 was 7.3% lower than that of the first half of 2023.

In dollar terms, the median termination fee increased slightly from \$37.8 million in the first half of 2023 to \$39.5 million in the second half of 2023. The median termination fee as a percentage of transaction value decreased slightly from 2.8% in the first half of 2023 to 2.7% in the second half of 2023, but remained constant as a percentage of enterprise value at 2.8%.

## 2023 Termination Fee Summary

(\$ in millions)	First Half of 2023	Second Half of 2023
<b>Number of Transactions</b>	68	63
<b>Median Transaction Value</b>	\$1,737.5	\$1,466.2
<b>Median Enterprise Value<sup>(1)</sup></b>	\$1,663.1	\$1,542.0
<b>Median Termination Fee</b>	\$37.8	\$39.5
<b>Median Fee as a Percentage of Transaction Value<sup>(2)</sup></b>	2.8%	2.7%
<b>Median Fee as a Percentage of Enterprise Value<sup>(1,3)</sup></b>	2.8%	2.8%

(1) Excludes transactions without reliable and publicly disclosed enterprise values.

(2) Based on the median of all calculated termination fees as a percentage of transaction value, not the calculation of the observed median transaction value and median termination fee.

(3) Based on the median of all calculated termination fees as a percentage of enterprise value, not the calculation of the observed median enterprise value and median termination fee.

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



## Termination Fees by Transaction Size Transaction Value

In the 2023 Study, 28 deals had transaction values greater than \$5 billion, compared with 41 in 2022. These large transactions accounted for 21.4% of the sample in 2023, compared with 29.3% in 2022. For transactions of this magnitude, the median termination fee as a percentage of transaction value was 2.8% in 2023, compared with 2.2% in 2022.

The “Median Termination Fee as a Percentage of Transaction Value” in the chart below is based on the median of all calculated termination fees as a percentage of transaction value, not the calculation of the observed “Median Transaction Value” and “Median Termination Fee.”

In dollar terms, the highest termination fee among the transactions reviewed in 2023 was observed in Exxon Mobil Corp.’s \$65.6 billion proposed acquisition of Pioneer Natural Resources (with a termination fee of approximately \$1.8 billion, or 2.8% of the transaction value).

### Termination Fees by Transaction Size—Transaction Value

(\$ in millions)

Transaction Size	Number of Transactions		Median Transaction Value		Median Termination Fee		Median Termination Fee as a Percentage of Transaction Value	
	2022	2023	2022	2023	2022	2023	2022	2023
\$50 Million–\$250 Million	22	23	\$127.1	\$143.3	\$3.9	\$3.8	3.6%	2.8%
\$250 Million–\$500 Million	23	12	\$325.7	\$368.3	\$10.0	\$7.0	3.0%	2.1%
\$500 Million–\$1 Billion	11	14	\$699.2	\$777.2	\$17.5	\$17.9	2.7%	2.6%
\$1 Billion–\$5 Billion	43	54	\$2,172.1	\$2,354.1	\$56.0	\$48.5	2.6%	2.5%
More Than \$5 Billion	41	28	\$8,340.7	\$9,048.3	\$212.5	\$267.0	2.2%	2.8%
<b>All</b>	<b>140</b>	<b>131</b>	<b>\$1,759.5</b>	<b>\$1,657.4</b>	<b>\$46.1</b>	<b>\$37.9</b>	<b>2.6%</b>	<b>2.7%</b>

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.

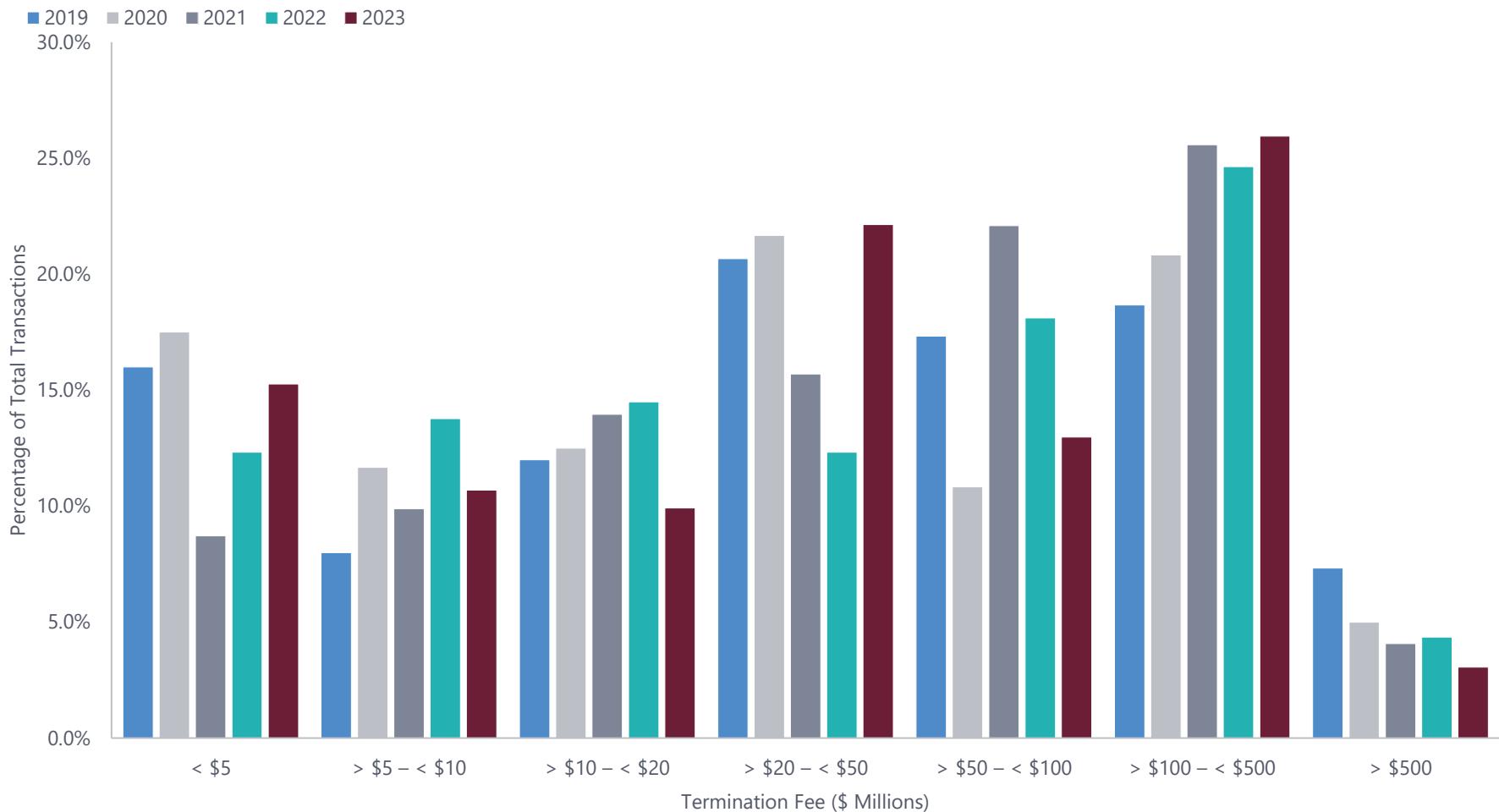


# Termination Fees by Transaction Size

## Distribution of Termination Fees

Approximately 42.0% of the sampled transactions in 2023 had termination fees greater than \$50 million vs. 47.1%, 51.7%, 36.7%, and 43.3% in 2022, 2021, 2020, and 2019, respectively.

### Distribution of Termination Fee Percentages



Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.

# Termination Fees by Transaction Size Enterprise Value

In the 2023 Study, 29 deals had enterprise values greater than \$5 billion, compared with 37 deals in 2022. These large transactions accounted for approximately 22.5% of the sample in 2023, compared with 29.4% in 2022. Within this segment of the sample, the median termination fee was 2.9% of enterprise values in 2023, compared with 2.4% in 2022.

- The “Median Termination Fee as a Percentage of Enterprise Value” in the chart below is based on the median of all calculated termination fees as a percentage of enterprise value, not the calculation of the observed “Median Enterprise Value” and “Median Termination Fee.”

## Termination Fees by Transaction Size—Enterprise Value

(\$ in millions)

Transaction Size	Number of Transactions <sup>(1)</sup>		Median Enterprise Value		Median Termination Fee		Median Termination Fee as a Percentage of Enterprise Value	
	2022	2023	2022	2023	2022	2023	2022	2023
\$50 Million–\$250 Million	12	22	\$151.1	\$133.3	\$3.8	\$4.0	2.8%	3.1%
\$250 Million–\$500 Million	21	11	\$304.5	\$353.2	\$10.6	\$8.0	3.3%	2.0%
\$500 Million–\$1 Billion	13	16	\$664.5	\$767.1	\$19.0	\$21.4	3.0%	2.9%
\$1 Billion–\$5 Billion	43	51	\$2,671.0	\$2,230.4	\$63.0	\$52.0	2.8%	2.6%
More Than \$5 Billion	37	29	\$8,193.6	\$8,745.8	\$220.0	\$264.0	2.4%	2.9%
<b>All</b>	<b>126</b>	<b>129</b>	<b>\$1,857.4</b>	<b>\$1,651.2</b>	<b>\$51.6</b>	<b>\$39.5</b>	<b>2.9%</b>	<b>2.8%</b>

(1) Excludes transactions without reliable and publicly disclosed enterprise values.  
Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.

# Termination Fees by Consideration Form

While termination fees correlate with enterprise value and transaction size, they do not correlate strongly with the form of consideration.

The analysis indicates that, during 2023, a larger percentage of the transactions included some form of stock consideration compared with 2022 (34.4% of the 2023 sample compared with 27.1% of the 2022 sample).

- The “Median Termination Fee as a Percentage of Transaction Value and Enterprise Value” in the chart below is based on the median of all calculated termination fees as a percentage of transaction value and enterprise value, not the calculation of the observed “Median Transaction or Enterprise Value” and “Median Termination Fee.”

## Termination Fees by Consideration Form

(\$ in millions)

Consideration Form	Number of Transactions		Median				Median Termination Fee as a Percentage of					
			Transaction Value		Enterprise Value <sup>(1)</sup>		Median Termination Fee		Transaction Value		Enterprise Value <sup>(1)</sup>	
	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023
All Stock	18	32	\$287.7	\$1,783.6	\$281.6	\$2,091.7	\$8.9	\$32.6	3.2%	2.2%	3.5%	2.5%
All Cash	102	86	\$2,115.3	\$1,542.3	\$2,262.4	\$1,418.8	\$53.5	\$38.7	2.6%	2.8%	2.8%	3.0%
Cash and Stock	20	13	\$2,050.6	\$3,139.9	\$3,535.3	\$3,770.3	\$40.0	\$60.0	2.9%	2.8%	2.4%	2.6%
<b>All</b>	<b>140</b>	<b>131</b>	<b>\$1,759.5</b>	<b>\$1,657.4</b>	<b>\$1,857.4</b>	<b>\$1,651.2</b>	<b>\$46.1</b>	<b>\$37.9</b>	<b>2.6%</b>	<b>2.7%</b>	<b>2.9%</b>	<b>2.8%</b>

(1) Excludes transactions without reliable and publicly disclosed enterprise values.

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.

# Termination Fees by Acquisition Type

We also compared termination fees paid in transactions involving strategic buyers with those paid in transactions involving financial buyers. For the purposes of our study, a strategic buyer is defined as a buyer in the same industry or a buyer seeking to vertically or horizontally integrate (including private equity platform add-ons); a financial buyer is defined as a buyer seeking to profit by acquiring, but not necessarily by expanding, its own business operations.

- For the 94 transactions involving acquirers that LSEG (formerly Refinitiv) and S&P Capital IQ considered strategic, the median termination fees equaled 2.7% and 2.9% for transaction and enterprise values, respectively. The other 37 transactions involved financial acquirers and had a median termination fee of 2.7% and 2.6% of transaction and enterprise values, respectively.

## Acquisition Type Termination Fee Summary

(\$ in millions)

	2022 Transactions		2023 Transactions	
	Strategic Buyers	Financial Buyers	Strategic Buyers	Financial Buyers
<b>Number of Transactions</b>	99	41	94	37
<b>Median Transaction Value</b>	\$1,148.2	\$3,134.1	\$1,406.1	\$1,836.4
<b>Median Termination Fee as a Percentage of Transaction Value</b>	2.8%	2.5%	2.7%	2.7%
<b>Median Enterprise Value</b>	\$1,617.6	\$3,328.0	\$1,409.7	\$1,953.0
<b>Median Target Fee as a Percentage of Enterprise Value<sup>(1)</sup></b>	3.0%	2.4%	2.9%	2.6%

<sup>(1)</sup> Excludes transactions without reliable and publicly disclosed enterprise values.  
Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



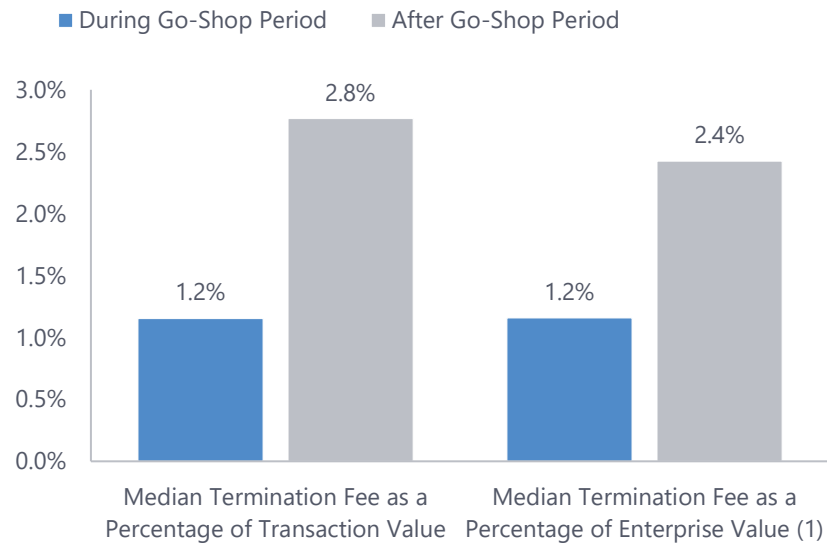
# Bifurcated Termination Fees

Transactions with so-called “go-shop” provisions generally feature bifurcated termination fees, pursuant to which a lower termination fee is payable during the go-shop period (the period during which the target is allowed to actively solicit competing offers). In the 2023 Study, 12 transactions (9.2% of the sample) included bifurcated termination fees.

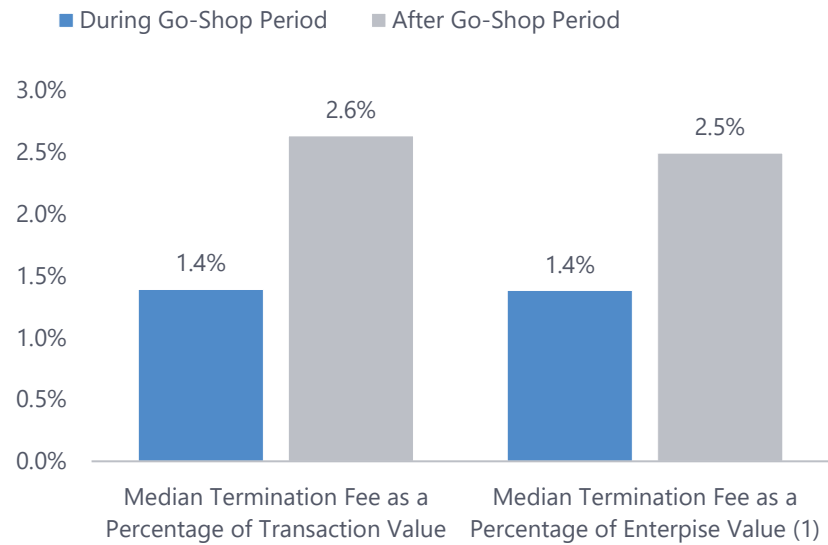
The post-go-shop period generally has higher termination fees as a percentage of transaction and enterprise value.

In 2023, bifurcated termination fees as a percentage of transaction value and enterprise value “during the go-shop period” increased compared with the observed 2022 data. Bifurcated termination fees as a percentage of transaction value and enterprise value “after the go-shop period” observed in 2023 decreased as compared with the observed 2022 data.

**Bifurcated Termination Fees for Deals Announced in 2022**



**Bifurcated Termination Fees for Deals Announced in 2023**



(1) Excludes transactions without reliable and publicly disclosed enterprise values.  
Sources: LSEG (formerly Refinitiv), S&P Capital IQ, press releases, and public filings.



# Reverse Breakup Fees

- Prior to 2005, private equity transactions were typically subject to financing conditions that would allow the buyer to terminate the deal if debt financing was unavailable. As competition among private equity firms increased and financing became readily available, targets began to require private equity buyers to absorb more of the financing risk and provide recourse in the form of “reverse breakup fees,” which are fees payable by the acquirer to the target if funding falls through or the transaction is otherwise terminated. These fees are backstopped by a limited guarantee by the private equity fund. The rationale behind such fees is to compensate the target for the risk that “committed” financing does not fund and the transaction does not close.
- With the addition of a fund commitment or guarantee, financial sponsors sought to limit the exposure of their investors by seeking a cap on the maximum extent of the fund’s exposure for a failed deal. Sponsors were generally successful in this effort, and the reverse termination fee quickly became a ceiling on a fund’s liability for intentionally breaching the agreement.
- In the aftermath of the numerous transactions that were abandoned in late 2007 and 2008, sellers became more concerned about the optionality created by the reverse termination fee structure. However, in recognition of the sometimes turbulent financing markets, two-tier fees were not uncommon, with a lower fee payable if the closing did not occur due to a financing failure rather than a willful failure.
- Commentators have noted that forward and reverse termination fees serve different functions and should be analyzed differently. Target termination fees have the potential to foreclose a competitive bidding process (against the interests of shareholders of the target) by making acquisitions prohibitively expensive for bidders late to approach the target. Accordingly, courts have expressed concern that termination fees greater than approximately 3% of the purchase price may interfere with the *Revlon* duties of a seller’s board to secure the highest price reasonably available under the circumstances. By contrast, reverse termination fees raise no such obvious concerns because they do not increase the cost of a bidding contest for later bidders.

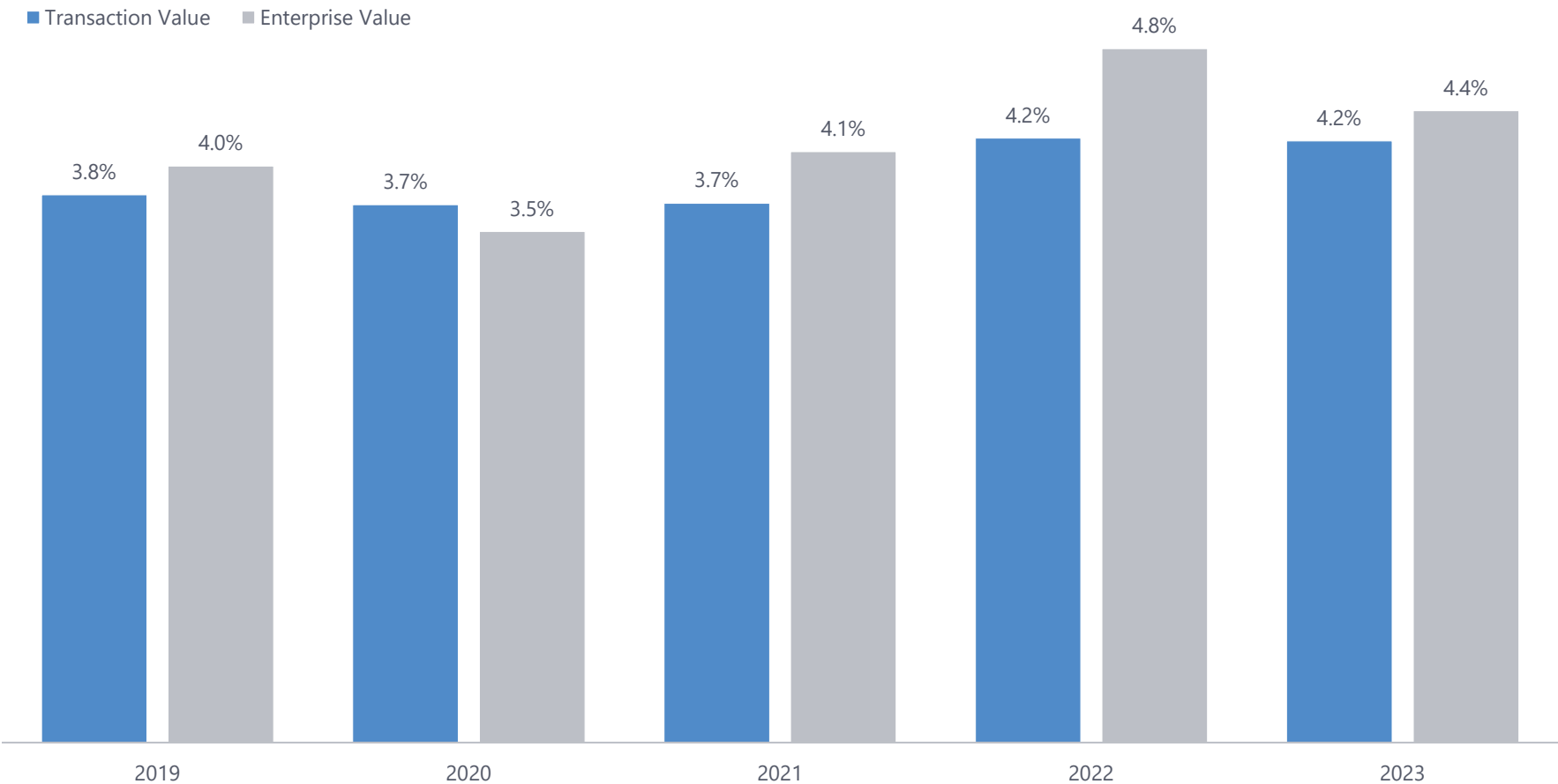
Sources: LSEG (formerly Refinitiv), S&P Capital IQ, and public filings.



# Reverse Breakup Fees (cont.)

In the 2023 Study, reverse termination fees as a percentage of transaction value ranged from 1.1% to 5.0% with a mean of 4.3% and a median of 4.2%. Reverse termination fees as a percentage of enterprise value ranged from 1.1% to 5.2% with a mean of 4.7% and a median of 4.4%.

## Median Reverse Breakup Fee Trends



Sources: LSEG (formerly Refinitiv), S&P Capital IQ, and public filings.

## Reverse Breakup Fees (cont.)

Of the 131 transactions reviewed in the 2023 Study, 81 (61.8%) had reverse breakup fees, with median fees of 4.2% and 4.4% as a percentage of transaction and enterprise values, respectively. In 2022, 80 (57.1%) of the 140 transactions reviewed had reverse termination fees, with median fees of 4.2% and 4.8% of transaction and enterprise values, respectively.

### Reverse Breakup Fee Summary

(\$ in millions)

	2022	2023
<b>Number of Transactions</b>	80	81
<b>Median Transaction Value</b>	\$4,376.8	\$2,352.4
<b>Median Target Fee as a Percentage of Transaction Value</b>	2.5%	2.7%
<b>Median Acquirer Fee as a Percentage of Transaction Value</b>	4.2%	4.2%
<b>Median Enterprise Value</b>	\$4,358.9	\$2,344.8
<b>Median Target Fee as a Percentage of Enterprise Value<sup>(1)</sup></b>	2.7%	2.8%
<b>Median Acquirer Fee as a Percentage of Enterprise Value<sup>(1)</sup></b>	4.8%	4.4%
<b>Percentage With Identical Termination Fee</b>	12.5%	17.3%
<b>Percentage With Target Fee Higher Than Acquirer Fee</b>	8.8%	1.2%
<b>Percentage With Acquirer Fee Higher Than Target Fee</b>	78.8%	81.5%

(1) Excludes transactions without reliable and publicly disclosed enterprise values.  
Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



## Reverse Breakup Fees (cont.)

In both 2022 and 2023, reverse breakup fees as a percentage of transaction value and enterprise value were higher with transactions involving financial buyers.

### Reverse Breakup Fee Summary

(\$ in millions)

	2022 Transactions		2023 Transactions	
	Strategic Buyers	Financial Buyers	Strategic Buyers	Financial Buyers
<b>Number of Transactions</b>	44	36	55	26
<b>Median Transaction Value</b>	\$4,917.1	\$3,844.2	\$2,959.5	\$1,742.8
<b>Median Target Fee as a Percentage of Transaction Value</b>	2.6%	2.3%	2.8%	2.5%
<b>Median Acquirer Fee as a Percentage of Transaction Value</b>	3.9%	4.9%	3.9%	5.0%
<b>Median Enterprise Value</b>	\$4,848.1	\$4,182.7	\$2,786.8	\$1,713.5
<b>Median Target Fee as a Percentage of Enterprise Value<sup>(1)</sup></b>	3.0%	2.4%	2.9%	2.4%
<b>Median Acquirer Fee as a Percentage of Enterprise Value<sup>(1)</sup></b>	4.3%	5.3%	4.0%	4.9%

(1) Excludes transactions without reliable and publicly disclosed enterprise values.  
Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



# Analysis of Withdrawn Transactions

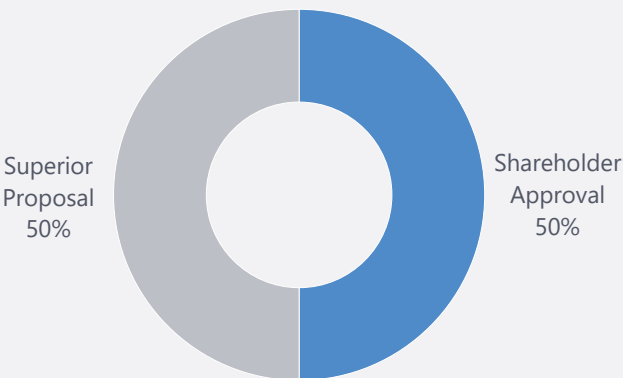
Of the 131 transactions reviewed in the 2023 Study, four (3.1%) were terminated. In comparison, four of the 140 transactions reviewed in 2022 were withdrawn (2.9%).

The following transactions were subsequently withdrawn in 2023:

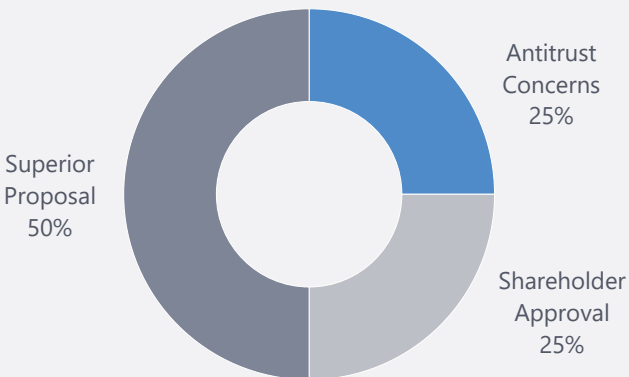
- Office Properties Income Trust’s \$3.2 billion proposed acquisition of Diversified Healthcare Trust. The termination was mutual due to negative shareholder sentiment, and neither party paid a termination fee.
- Option Care Health Inc.’s \$3.8 billion proposed acquisition of Amedisys, Inc. The deal was terminated due to a superior proposal, and a termination fee was paid by Amedisys.
- Stratasys Ltd.’s \$770.0 million proposed acquisition of Desktop Metal, Inc. The deal was terminated due to failure to receive shareholder approval. Stratasys may have to pay a termination fee if it enters into a merger or acquisition over the next 12 months.
- Masonite International Corp.’s \$3.1 billion proposed acquisition of PGT Innovations, Inc. The deal was terminated due to a superior proposal, and the termination fee was paid by PGT Innovations.

Sources: LSEG (formerly Refinitiv), S&P Capital IQ, press releases, and public filings.

## Reasons for the Termination of Transactions in 2023



## Reasons for the Termination of Transactions in 2022





A nighttime photograph of a city skyline, likely San Francisco, with numerous skyscrapers and buildings illuminated by city lights. The sky is dark blue, and the lights from the buildings create a vibrant, glowing effect. The image is used as a background for the slide.

02

## 2023 TRANSACTION TERMINATION FEE DETAIL

# 2023 Transaction Termination Fee Detail

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Target Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
1/3/2023	Closed	Horizon Global Corporation	First Brands Group, LLC	\$408.4	\$400.6	\$2.0	0.5%	0.5%
1/9/2023	Closed	Albireo Pharma, Inc.	Ipsen Biopharmaceuticals, Inc.	\$1,182.3	\$959.8	\$36.0	3.0%	3.8%
1/9/2023	Closed	CinCor Pharma, Inc.	AstraZeneca Finance and Holdings Inc.	\$1,657.4	\$1,134.9	\$37.8	2.3%	3.3%
1/9/2023	Closed	Disco Parent, Inc.	Vista Equity Partners Management, LLC	\$2,632.8	\$2,368.9	\$78.3	3.0%	3.3%
1/9/2023	Closed	Paya Holdings Inc.	Nuvei Corporation	\$1,311.5	\$1,391.3	\$37.9	2.9%	2.7%
1/17/2023	Closed	Angion Biomedica Corp.	Elicio Therapeutics, Inc.	\$50.3	\$50.3	\$2.0	4.0%	4.0%
1/18/2023	Closed	Volta Inc.	Shell USA, Inc.	\$252.6	\$249.9	\$5.9	2.3%	2.4%
1/19/2023	Closed	Concert Pharmaceuticals, Inc.	Sun Pharmaceutical Industries Limited	\$842.7	\$693.2	\$34.5	4.1%	5.0%
1/23/2023	Closed	Evoqua Water Technologies Corp.	Xylem Inc.	\$7,657.6	\$7,530.7	\$225.0	2.9%	3.0%
1/27/2023	Closed	Akerna Corp.	Gryphon Digital Mining, Inc.	\$124.8	\$124.8	\$0.3	0.2%	0.2%
1/31/2023	Closed	Atlas Technical Consultants, Inc.	GI Manager L.P.	\$985.0	\$979.2	\$20.3	2.1%	2.1%
2/8/2023	Closed	Cardiovascular Systems, Inc.	Abbott Laboratories	\$904.0	\$772.0	\$26.5	2.9%	3.4%
2/8/2023	Closed	Oak Street Health, Inc.	CVS Health Corporation	\$10,892.5	\$10,466.9	\$300.0	2.8%	2.9%
2/9/2023	Closed	Berkshire Grey, Inc.	SoftBank Group Corp.	\$278.7	\$319.7	\$13.7	4.9%	4.3%
2/9/2023	Closed	NuVasive, Inc.	Globus Medical, Inc.	\$3,840.8	\$3,592.1	\$120.0	3.1%	3.3%
2/9/2023	Closed	Sumo Logic, Inc.	Francisco Partners Management, L.P.	\$1,699.6	\$1,397.4	\$52.0	3.1%	3.7%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.

## 2023 Transaction Termination Fee Detail (cont.)

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Target Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
2/16/2023	Closed	TravelCenters of America Inc.	BP Products North America Inc.	\$3,581.1	\$3,165.1	\$51.9	1.4%	1.6%
2/22/2023	Closed	Partners Bancorp	LINKBANCORP, Inc.	\$161.5	\$233.6	\$6.5	4.0%	2.8%
2/27/2023	Closed	Focus Financial Partners Inc.	Clayton, Dubilier & Rice, LLC; Stone Point Capital LLC	\$4,164.6	\$6,508.6	\$150.4	3.6%	2.3%
2/27/2023	Closed	Broadmark Realty Capital Inc.	Ready Capital Corporation	\$784.4	\$820.7	\$15.8	2.0%	1.9%
2/28/2023	Closed	Heska Corporation	Antech Diagnostics, Inc.	\$1,544.0	\$1,418.8	\$45.0	2.9%	3.2%
2/28/2023	Closed	Ranger Oil Corporation	Baytex Energy Corp.	\$2,352.4	\$2,344.8	\$60.0	2.6%	2.6%
3/1/2023	Closed	Radius Global Infrastructure, Inc.	Public Sector Pension Investment Board; EQT AB (publ); EQT Active Core Infrastructure	\$1,836.4	\$2,931.1	\$52.0	2.8%	1.8%
3/3/2023	Closed	Sculptor Capital Management, Inc.	Rithm Capital Corp.	\$715.0	\$730.4	\$22.4	3.1%	3.1%
3/8/2023	Closed	Kimball International, Inc.	HNI Corporation	\$562.7	\$547.2	\$15.8	2.8%	2.9%
3/12/2023	Closed	Qualtrics International Inc.	Silver Lake Technology Management, L.L.C.; Canada Pension Plan Investment Board	\$11,166.2	\$10,910.9	\$311.5	2.8%	2.9%
3/13/2023	Closed	Momentive Global Inc.	Symphony Technology Group, LLC	\$1,763.8	\$1,561.0	\$52.0	2.9%	3.3%
3/13/2023	Closed	Provention Bio, Inc.	Sanofi	\$2,880.9	\$2,783.7	\$100.0	3.5%	3.6%
3/13/2023	Closed	Seagen Inc.	Pfizer Inc.	\$44,551.2	\$42,816.1	\$1,646.0	3.7%	3.8%
3/14/2023	Closed	Cvent Holding Corp.	Blackstone Inc.; Abu Dhabi Investment Authority	\$4,717.2	\$4,577.1	\$138.6	2.9%	3.0%
3/14/2023	Closed	Univar Solutions Inc.	Apollo Global Management, Inc.; Abu Dhabi Investment Authority	\$8,519.5	\$8,112.5	\$204.2	2.4%	2.5%
3/20/2023	Closed	Franchise Group, Inc.	Investor Group	\$3,461.6	\$3,790.5	\$20.7	0.6%	0.5%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



## 2023 Transaction Termination Fee Detail (cont.)

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Target Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
3/21/2023	Closed	U.S. Xpress Enterprises, Inc.	Knight-Swift Transportation Holdings Inc.	\$843.3	\$841.0	\$12.6	1.5%	1.5%
4/3/2023	Closed	Life Storage, Inc.	Extra Space Storage Inc.	\$14,023.4	\$13,990.6	\$371.0	2.6%	2.7%
4/3/2023	Closed	World Wrestling Entertainment, LLC	TKO Group Holdings, Inc.	\$9,016.0	\$9,300.0	\$270.0	3.0%	2.9%
4/11/2023	Cancelled	Diversified Healthcare Trust	Office Properties Income Trust	\$3,231.9	\$2,851.8	\$5.9	0.2%	0.2%
4/12/2023	Closed	National Instruments Corporation	Emerson Electric Co.	\$8,627.0	\$8,631.5	\$310.0	3.6%	3.6%
4/12/2023	Closed	TESSCO Technologies Incorporated	Lee Equity Partners, LLC; Twin Point Capital LLC	\$163.6	\$162.9	\$4.0	2.4%	2.5%
4/13/2023	Announced	Consolidated Communications Holdings, Inc.	British Columbia Investment Management Corporation; Searchlight Capital Partners, L.P.	\$2,547.7	\$2,661.6	\$15.9	0.6%	0.6%
4/16/2023	Closed	Prometheus Biosciences, Inc.	Merck & Co., Inc.	\$10,876.6	\$10,163.0	\$325.4	3.0%	3.2%
4/17/2023	Closed	Satsuma Pharmaceuticals, Inc.	Shin Nippon Biomedical Laboratories, Ltd.	\$219.0	\$180.2	\$0.9	0.4%	0.5%
4/25/2023	Closed	Spectrum Pharmaceuticals, Inc.	Assertio Holdings, Inc.	\$323.4	\$267.3	\$8.3	2.6%	3.1%
4/30/2023	Closed	IVERIC bio, Inc.	Astellas US Holding, Inc.	\$6,024.0	\$5,424.1	\$222.4	3.7%	4.1%
5/3/2023	Cancelled	Amedisys, Inc.	Option Care Health, Inc.	\$3,782.0	\$3,732.6	\$106.0	2.8%	2.8%
5/3/2023	Closed	Ruth's Hospitality Group, Inc.	Darden Restaurants, Inc.	\$966.0	\$950.0	\$23.9	2.5%	2.5%
5/4/2023	Closed	Arconic Corporation	Apollo Global Management, Inc.; Irenic Capital Management LP	\$4,868.0	\$4,671.0	\$111.7	2.3%	2.4%
5/4/2023	Closed	Holly Energy Partners, L.P.	HF Sinclair Corporation	\$3,148.5	\$4,438.3	\$10.0	0.3%	0.2%
5/10/2023	Closed	CTI BioPharma Corp.	Swedish Orphan Biovitrum AB (publ)	\$1,753.1	\$1,694.1	\$59.0	3.4%	3.5%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



## 2023 Transaction Termination Fee Detail (cont.)

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Target Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
5/10/2023	Closed	Home Point Capital Inc.	Mr. Cooper Group Inc.	\$327.2	\$1,616.7	\$9.7	3.0%	0.6%
5/10/2023	Closed	Syneos Health, Inc.	Veritas Capital Fund Management, L.L.C.; Elliott Investment Management L.P.; Patient Square Capital, LP	\$7,493.4	\$7,377.4	\$115.0	1.5%	1.6%
5/10/2023	Closed	The Necessity Retail REIT, Inc.	Global Net Lease, Inc.	\$4,071.2	\$4,028.1	\$40.0	1.0%	1.0%
5/14/2023	Closed	Magellan Midstream Partners, L.P.	ONEOK, Inc.	\$18,945.8	\$18,938.4	\$275.0	1.5%	1.5%
5/17/2023	Closed	eMagin Corporation	Samsung Display Co., Ltd.	\$232.6	\$228.8	\$9.0	3.9%	3.9%
5/18/2023	Closed	Urstadt Biddle Properties Inc.	Regency Centers Corporation	\$1,424.7	\$1,400.6	\$31.6	2.2%	2.3%
5/22/2023	Closed	Greenhill & Co., Inc.	Mizuho Americas LLC	\$384.7	\$586.7	\$15.4	4.0%	2.6%
5/22/2023	Closed	PDC Energy, Inc.	Chevron Corporation	\$7,741.7	\$7,724.3	\$225.0	2.9%	2.9%
5/25/2023	Cancelled	Desktop Metal, Inc.	Stratasys Ltd.	\$770.0	\$620.2	\$18.6	2.4%	3.0%
5/30/2023	Closed	Arlington Asset Investment Corp.	Ellington Financial Inc.	\$154.2	NA	\$5.0	3.3%	NA
6/5/2023	Announced	Amedisys, Inc.	Optum, Inc.	\$3,904.0	\$3,854.5	\$125.0	3.2%	3.2%
6/5/2023	Closed	CIRCOR International, Inc.	KKR & Co. Inc.; KKR North America Fund XIII SCSp	\$1,721.8	\$1,663.1	\$42.8	2.5%	2.6%
6/6/2023	Closed	Paratek Pharmaceuticals, Inc.	Novo Holdings A/S; Gurnet Point Capital Limited	\$444.2	\$399.2	\$4.9	1.1%	1.2%
6/12/2023	Closed	Chinook Therapeutics, Inc.	Novartis AG	\$3,498.9	\$3,148.5	\$112.0	3.2%	3.6%
6/15/2023	Closed	NexTier Oilfield Solutions Inc.	Patterson-UTI Energy, Inc.	\$2,448.9	\$2,230.4	\$60.9	2.5%	2.7%
6/16/2023	Closed	Surface Oncology, Inc.	Coherus BioSciences, Inc.	\$125.3	\$23.3	\$2.0	1.6%	8.6%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.





## 2023 Transaction Termination Fee Detail (cont.)

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Target Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
6/20/2023	Closed	DICE Therapeutics, Inc.	Eli Lilly and Company	\$2,444.7	\$1,890.2	\$92.0	3.8%	4.9%
6/20/2023	Closed	Quotient Technology Inc.	Neptune Retail Solutions	\$505.5	\$460.7	\$13.6	2.7%	2.9%
6/22/2023	Closed	Talaris Therapeutics, Inc.	Tourmaline Bio, Inc.	\$259.3	\$259.3	\$5.0	1.9%	1.9%
6/29/2023	Closed	Sigilon Therapeutics, Inc.	Eli Lilly and Company	\$352.0	\$299.0	\$1.3	0.4%	0.4%
7/13/2023	Closed	Denbury Inc.	Exxon Mobil Corporation	\$5,194.8	\$5,194.3	\$144.0	2.8%	2.8%
7/13/2023	Closed	Western Asset Mortgage Capital Corporation	AG Mortgage Investment Trust, Inc.	\$53.2	\$2,228.9	\$3.0	5.6%	0.1%
7/17/2023	Closed	Pardes Biosciences, Inc.	MediPacific, Inc.	\$131.5	NA	\$2.6	2.0%	NA
7/18/2023	Closed	Neoleukin Therapeutics, Inc.	Neurogene Inc.	\$118.4	\$118.4	\$3.0	2.6%	2.6%
7/19/2023	Closed	Heritage-Crystal Clean, Inc.	J.F. Lehman and Company, LLC	\$1,354.9	\$1,321.8	\$42.3	3.1%	3.2%
7/21/2023	Closed	Chase Corporation	KKR & Co. Inc.; North America XIII Fund	\$1,373.5	\$1,330.4	\$42.0	3.1%	3.2%
7/25/2023	Closed	Banc of California, Inc.	Banc of California, Inc.	\$1,046.8	\$8,745.8	\$39.5	3.8%	0.5%
7/28/2023	Closed	Reata Pharmaceuticals, Inc.	Biogen Inc.	\$7,830.8	\$7,500.6	\$264.0	3.4%	3.5%
7/31/2023	Closed	New Relic, Inc.	TPG Capital, L.P.; Francisco Partners Management, L.P.	\$7,054.2	\$6,597.3	\$196.0	2.8%	3.0%
8/1/2023	Closed	EQRx, Inc.	Revolution Medicines, Inc.	\$1,586.6	\$325.1	\$25.0	1.6%	7.7%
8/7/2023	Closed	Fiesta Restaurant Group, Inc.	Authentic Restaurant Brands	\$388.0	\$353.2	\$8.5	2.2%	2.4%
8/7/2023	Closed	Sovos Brands, Inc.	Campbell Soup Company	\$2,959.5	\$2,786.8	\$71.3	2.4%	2.6%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



## 2023 Transaction Termination Fee Detail (cont.)

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Target Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
8/7/2023	Closed	Tabula Rasa HealthCare, Inc.	Exact Care Pharmacy, LLC	\$657.9	\$595.1	\$10.6	1.6%	1.8%
8/7/2023	Closed	Veritiv Corporation	Clayton, Dubilier & Rice, LLC	\$2,940.4	\$2,896.5	\$74.4	2.5%	2.6%
8/9/2023	Closed	Avid Technology, Inc.	Symphony Technology Group, LLC	\$1,466.2	\$1,432.7	\$39.8	2.7%	2.8%
8/9/2023	Closed	Computer Task Group, Incorporated	Cegeka Groep NV	\$201.1	\$182.0	\$7.2	3.6%	4.0%
8/9/2023	Closed	Decibel Therapeutics, Inc.	Regeneron Pharmaceuticals, Inc.	\$209.4	\$140.1	\$6.5	3.1%	4.6%
8/14/2023	Closed	Zynerba Pharmaceuticals, Inc.	Harmony Biosciences Holdings, Inc.	\$210.3	\$174.4	\$4.5	2.1%	2.6%
8/16/2023	Closed	Crestwood Equity Partners LP	Energy Transfer LP	\$7,282.8	\$7,275.1	\$96.0	1.3%	1.3%
8/17/2023	Closed	Bruker Cellular Analysis, Inc.	Bruker Corporation	\$136.3	\$105.4	\$3.8	2.8%	3.6%
8/21/2023	Closed	Earthstone Energy, Inc.	Permian Resources Corporation	\$4,536.4	\$4,486.9	\$87.5	1.9%	2.0%
8/28/2023	Closed	Hersha Hospitality Trust	KSL Advisors, LLC	\$1,449.0	\$1,290.1	\$30.0	2.1%	2.3%
8/28/2023	Closed	RPT Realty	Kimco Realty Corporation	\$1,980.5	\$1,953.0	\$33.6	1.7%	1.7%
8/28/2023	Closed	Thorne HealthTech, Inc.	L Catterton Partners	\$746.5	\$729.5	\$25.2	3.4%	3.4%
9/6/2023	Closed	NextGen Healthcare, Inc.	Thoma Bravo, L.P.; Thoma Bravo Discover Fund IV, L.P.	\$1,981.9	\$1,763.8	\$41.2	2.1%	2.3%
9/11/2023	Closed	Avantax, Inc.	Aretac Group, Inc.	\$1,024.7	\$1,121.0	\$32.3	3.2%	2.9%
9/11/2023	Closed	Hostess Brands, Inc.	The J. M. Smucker Company	\$5,631.2	\$5,531.8	\$175.0	3.1%	3.2%
9/12/2023	Announced	WestRock Company	Smurfit Kappa Group Plc	\$21,282.8	\$20,968.0	\$147.0	0.7%	0.7%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



## 2023 Transaction Termination Fee Detail (cont.)

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Target Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
9/14/2023	Closed	PFSweb, Inc.	GXO Logistics, Inc.	\$218.7	\$179.6	\$6.0	2.7%	3.3%
9/21/2023	Closed	Splunk Inc.	Cisco Systems, Inc.	\$30,998.9	\$28,549.9	\$1,000.0	3.2%	3.5%
9/26/2023	Closed	Intercept Pharmaceuticals, Inc.	Alfasigma S.p.A.	\$1,176.0	\$762.2	\$34.0	2.9%	4.5%
9/28/2023	Closed	Chico's FAS, Inc.	Sycamore Partners Management, L.P.	\$1,540.6	\$1,389.8	\$30.0	1.9%	2.2%
9/29/2023	Closed	Blue Apron Holdings, Inc.	Wonder Group, Inc.	\$141.6	\$111.6	\$3.1	2.2%	2.8%
10/3/2023	Closed	POINT Biopharma Global Inc.	Eli Lilly and Company	\$1,387.5	\$1,048.3	\$54.4	3.9%	5.2%
10/4/2023	Closed	LiveVox Holdings, Inc.	inContact, Inc.	\$484.9	\$427.5	\$4.0	0.8%	0.9%
10/4/2023	Closed	SomaLogic, Inc.	Standard BioTools Inc.	\$578.3	\$124.5	\$17.2	3.0%	13.8%
10/5/2023	Announced	SP Plus Corporation	Metropolis Technologies, Inc.	\$1,689.7	\$1,651.2	\$30.0	1.8%	1.8%
10/8/2023	Closed	Mirati Therapeutics, Inc.	Bristol-Myers Squibb Company	\$6,053.2	\$5,074.7	\$168.0	2.8%	3.3%
10/11/2023	Announced	Pioneer Natural Resources Company	Exxon Mobil Corporation	\$65,598.9	\$65,324.9	\$1,815.0	2.8%	2.8%
10/13/2023	Closed	PCTEL, Inc.	Amphenol Corporation	\$143.3	\$110.0	\$4.9	3.4%	4.5%
10/23/2023	Closed	EngageSmart, Inc.	Vista Equity Partners Management, LLC	\$2,538.1	\$3,523.3	\$144.4	5.7%	4.1%
10/23/2023	Announced	INVO Bioscience, Inc.	NAYA Biosciences Inc.	\$90.7	\$90.7	\$1.0	1.1%	1.1%
10/30/2023	Closed	Miromatrix Medical Inc.	United Therapeutics Corporation	\$142.6	\$126.6	\$4.0	2.8%	3.2%
10/30/2023	Closed	Physicians Realty Trust	Healthpeak Properties, Inc.	\$4,884.8	\$4,674.3	\$111.0	2.3%	2.4%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



## 2023 Transaction Termination Fee Detail (cont.)

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Target Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
10/30/2023	Closed	Spirit Realty Capital, Inc.	Realty Income Corporation	\$9,300.0	\$9,300.0	\$174.0	1.9%	1.9%
11/1/2023	Closed	Patriot Transportation Holding, Inc.	Blue Horizon Partners, Inc.	\$67.1	\$60.6	\$1.9	2.8%	3.1%
11/2/2023	Announced	Six Flags Entertainment Corporation	Cedar Fair, L.P.	\$4,868.2	\$4,797.7	\$63.2	1.3%	1.3%
11/6/2023	Closed	Bluegreen Vacations Holding Corporation	Hilton Grand Vacations Inc.	\$2,304.5	\$2,169.6	\$41.5	1.8%	1.9%
11/15/2023	Announced	Graphite Bio, Inc.	LENZ Therapeutics, Inc.	\$231.6	\$231.6	\$7.5	3.2%	3.2%
11/16/2023	Announced	Homology Medicines, Inc.	Q32 Bio Inc.	\$195.0	\$195.0	\$2.4	1.2%	1.2%
11/29/2023	Closed	Rover Group, Inc.	Blackstone Management Partners L.L.C.	\$2,355.8	\$2,151.8	\$72.0	3.1%	3.3%
11/30/2023	Closed	ImmunoGen, Inc.	AbbVie Inc.	\$9,529.7	\$8,924.2	\$353.5	3.7%	4.0%
12/3/2023	Announced	Hawaiian Holdings, Inc.	Alaska Air Group, Inc.	\$2,976.3	\$1,842.1	\$39.6	1.3%	2.1%
12/6/2023	Announced	Cerevel Therapeutics Holdings, Inc.	AbbVie Inc.	\$9,080.7	\$8,403.8	\$283.1	3.1%	3.4%
12/12/2023	Closed	Icosavax, Inc.	AstraZeneca PLC	\$1,141.4	\$912.2	\$27.2	2.4%	3.0%
12/15/2023	Announced	Battalion Oil Corporation	Fury Resources, Inc.	\$443.6	\$401.0	\$8.0	1.8%	2.0%
12/18/2023	Closed	Alteryx, Inc.	Insight Venture Management, LLC; Clearlake Capital Group, L.P.	\$5,027.9	\$4,392.9	\$135.0	2.7%	3.1%
12/18/2023	Cancelled	PGT Innovations, Inc.	Masonite International Corporation	\$3,139.9	\$3,102.2	\$84.0	2.7%	2.7%
12/18/2023	Announced	United States Steel Corporation	Nippon Steel North America, Inc.	\$18,219.9	\$14,997.9	\$565.0	3.1%	3.8%
12/19/2023	Announced	CSI Compressco LP	Kodiak Gas Services, LLC	\$885.7	\$870.1	\$15.0	1.7%	1.7%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



## 2023 Transaction Termination Fee Detail (cont.)

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Target Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
12/22/2023	Announced	Daseke, Inc.	TFI International Inc.	\$1,174.8	\$1,097.6	\$12.5	1.1%	1.1%
12/22/2023	Closed	Karuna Therapeutics, Inc.	Bristol-Myers Squibb Company	\$14,025.9	\$12,684.4	\$490.0	3.5%	3.9%
12/26/2023	Closed	RayzeBio, Inc.	Bristol-Myers Squibb Company	\$4,152.5	\$3,612.3	\$104.0	2.5%	2.9%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



03

## 2023 REVERSE TRANSACTION TERMINATION FEE DETAIL



# 2023 Reverse Transaction Termination Fee Detail

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Acquirer Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
1/9/2023	Closed	Disco Parent, Inc.	Vista Equity Partners Management, LLC	\$2,632.8	\$2,368.9	\$156.7	6.0%	6.6%
1/17/2023	Closed	Angion Biomedica Corp.	Elicio Therapeutics, Inc.	\$50.3	\$50.3	\$2.0	4.0%	4.0%
1/23/2023	Closed	Evoqua Water Technologies Corp.	Xylem Inc.	\$7,657.6	\$7,530.7	\$325.0	4.2%	4.3%
1/31/2023	Closed	Atlas Technical Consultants, Inc.	GI Manager L.P.	\$985.0	\$979.2	\$45.8	4.6%	4.7%
2/8/2023	Closed	Cardiovascular Systems, Inc.	Abbott Laboratories	\$904.0	\$772.0	\$26.5	2.9%	3.4%
2/8/2023	Closed	Oak Street Health, Inc.	CVS Health Corporation	\$10,892.5	\$10,466.9	\$500.0	4.6%	4.8%
2/9/2023	Closed	NuVasive, Inc.	Globus Medical, Inc.	\$3,840.8	\$3,592.1	\$120.0	3.1%	3.3%
2/9/2023	Closed	Sumo Logic, Inc.	Francisco Partners Management, L.P.	\$1,699.6	\$1,397.4	\$104.0	6.1%	7.4%
2/16/2023	Closed	TravelCenters of America Inc.	BP Products North America Inc.	\$3,581.1	\$3,165.1	\$90.9	2.5%	2.9%
2/22/2023	Closed	Partners Bancorp	LINKBANCORP, Inc.	\$161.5	\$233.6	\$6.5	4.0%	2.8%
2/27/2023	Closed	Broadmark Realty Capital Inc.	Ready Capital Corporation	\$784.4	\$820.7	\$23.6	3.0%	2.9%
2/28/2023	Closed	Heska Corporation	Antech Diagnostics, Inc.	\$1,544.0	\$1,418.8	\$60.0	3.9%	4.2%
2/28/2023	Closed	Ranger Oil Corporation	Baytex Energy Corp.	\$2,352.4	\$2,344.8	\$100.0	4.3%	4.3%
3/1/2023	Closed	Radius Global Infrastructure, Inc.	Public Sector Pension Investment Board; EQT AB (publ); EQT Active Core Infrastructure	\$1,836.4	\$2,931.1	\$103.0	5.6%	3.5%
3/8/2023	Closed	Kimball International, Inc.	HNI Corporation	\$562.7	\$547.2	\$24.3	4.3%	4.4%
3/13/2023	Closed	Momentive Global Inc.	Symphony Technology Group, LLC	\$1,763.8	\$1,561.0	\$104.0	5.9%	6.7%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.

## 2023 Reverse Transaction Termination Fee Detail (cont.)

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Acquirer Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
3/13/2023	Closed	Provention Bio, Inc.	Sanofi	\$2,880.9	\$2,783.7	\$158.0	5.5%	5.7%
3/13/2023	Closed	Seagen Inc.	Pfizer Inc.	\$44,551.2	\$42,816.1	\$2,224.0	5.0%	5.2%
3/14/2023	Closed	Cvent Holding Corp.	Blackstone Inc.; Abu Dhabi Investment Authority	\$4,717.2	\$4,577.1	\$277.2	5.9%	6.1%
3/14/2023	Closed	Univar Solutions Inc.	Apollo Global Management, Inc.; Abu Dhabi Investment Authority	\$8,519.5	\$8,112.5	\$379.2	4.5%	4.7%
3/20/2023	Closed	Franchise Group, Inc.	Investor Group	\$3,461.6	\$3,790.5	\$55.0	1.6%	1.5%
4/3/2023	Closed	Life Storage, Inc.	Extra Space Storage Inc.	\$14,023.4	\$13,990.6	\$761.0	5.4%	5.4%
4/11/2023	Cancelled	Diversified Healthcare Trust	Office Properties Income Trust	\$3,231.9	\$2,851.8	\$11.2	0.3%	0.4%
4/12/2023	Closed	National Instruments Corporation	Emerson Electric Co.	\$8,627.0	\$8,631.5	\$310.0	3.6%	3.6%
4/12/2023	Closed	TESSCO Technologies Incorporated	Lee Equity Partners, LLC; Twin Point Capital LLC	\$163.6	\$162.9	\$7.3	4.5%	4.5%
4/16/2023	Closed	Prometheus Biosciences, Inc.	Merck & Co., Inc.	\$10,876.6	\$10,163.0	\$650.7	6.0%	6.4%
4/25/2023	Closed	Spectrum Pharmaceuticals, Inc.	Assertio Holdings, Inc.	\$323.4	\$267.3	\$8.3	2.6%	3.1%
5/3/2023	Cancelled	Amedisys, Inc.	Option Care Health, Inc.	\$3,782.0	\$3,732.6	\$106.0	2.8%	2.8%
5/4/2023	Closed	Arconic Corporation	Apollo Global Management, Inc.; Irenic Capital Management LP	\$4,868.0	\$4,671.0	\$204.8	4.2%	4.4%
5/4/2023	Closed	Holly Energy Partners, L.P.	HF Sinclair Corporation	\$3,148.5	\$4,438.3	\$20.0	0.6%	0.5%
5/10/2023	Closed	Syneos Health, Inc.	Veritas Capital Fund Management, L.L.C.; Elliott Investment Management L.P.; Patient Square Capital, LP	\$7,493.4	\$7,377.4	\$275.0	3.7%	3.7%
5/10/2023	Closed	The Necessity Retail REIT, Inc.	Global Net Lease, Inc.	\$4,071.2	\$4,028.1	\$40.0	1.0%	1.0%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



## 2023 Reverse Transaction Termination Fee Detail (cont.)

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Acquirer Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
5/14/2023	Closed	Magellan Midstream Partners, L.P.	ONEOK, Inc.	\$18,945.8	\$18,938.4	\$450.0	2.4%	2.4%
5/22/2023	Closed	Greenhill & Co., Inc.	Mizuho Americas LLC	\$384.7	\$586.7	\$38.5	10.0%	6.6%
5/25/2023	Cancelled	Desktop Metal, Inc.	Stratasys Ltd.	\$770.0	\$620.2	\$32.5	4.2%	5.2%
6/5/2023	Announced	Amedisys, Inc.	Optum, Inc.	\$3,904.0	\$3,854.5	\$144.0	3.7%	3.7%
6/5/2023	Closed	CIRCOR International, Inc.	KKR & Co. Inc.; KKR North America Fund XIII SCSp	\$1,721.8	\$1,663.1	\$125.0	7.3%	7.5%
6/6/2023	Closed	Paratek Pharmaceuticals, Inc.	Novo Holdings A/S; Gurnet Point Capital Limited	\$444.2	\$399.2	\$6.8	1.5%	1.7%
6/12/2023	Closed	Chinook Therapeutics, Inc.	Novartis AG	\$3,498.9	\$3,148.5	\$192.0	5.5%	6.1%
6/15/2023	Closed	NexTier Oilfield Solutions Inc.	Patterson-UTi Energy, Inc.	\$2,448.9	\$2,230.4	\$73.0	3.0%	3.3%
6/20/2023	Closed	Quotient Technology Inc.	Neptune Retail Solutions	\$505.5	\$460.7	\$29.4	5.8%	6.4%
6/22/2023	Closed	Talaris Therapeutics, Inc.	Tourmaline Bio, Inc.	\$259.3	\$259.3	\$7.1	2.7%	2.7%
7/13/2023	Closed	Denbury Inc.	Exxon Mobil Corporation	\$5,194.8	\$5,194.3	\$144.0	2.8%	2.8%
7/13/2023	Closed	Western Asset Mortgage Capital Corporation	AG Mortgage Investment Trust, Inc.	\$53.2	\$2,228.9	\$6.0	11.3%	0.3%
7/18/2023	Closed	Neoleukin Therapeutics, Inc.	Neurogene Inc.	\$118.4	\$118.4	\$12.0	10.1%	10.1%
7/19/2023	Closed	Heritage-Crystal Clean, Inc.	J.F. Lehman and Company, LLC	\$1,354.9	\$1,321.8	\$72.6	5.4%	5.5%
7/25/2023	Closed	Banc of California, Inc.	Banc of California, Inc.	\$1,046.8	\$8,745.8	\$39.5	3.8%	0.5%
7/28/2023	Closed	Reata Pharmaceuticals, Inc.	Biogen Inc.	\$7,830.8	\$7,500.6	\$301.0	3.8%	4.0%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



## 2023 Reverse Transaction Termination Fee Detail (cont.)

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Acquirer Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
7/31/2023	Closed	New Relic, Inc.	TPG Capital, L.P.; Francisco Partners Management, L.P.	\$7,054.2	\$6,597.3	\$524.0	7.4%	7.9%
8/1/2023	Closed	EQRx, Inc.	Revolution Medicines, Inc.	\$1,586.6	\$325.1	\$65.0	4.1%	20.0%
8/7/2023	Closed	Fiesta Restaurant Group, Inc.	Authentic Restaurant Brands	\$388.0	\$353.2	\$14.0	3.6%	4.0%
8/7/2023	Closed	Sovos Brands, Inc.	Campbell Soup Company	\$2,959.5	\$2,786.8	\$145.0	4.9%	5.2%
8/7/2023	Closed	Tabula Rasa HealthCare, Inc.	Exact Care Pharmacy, LLC	\$657.9	\$595.1	\$21.1	3.2%	3.6%
8/7/2023	Closed	Veritiv Corporation	Clayton, Dubilier & Rice, LLC	\$2,940.4	\$2,896.5	\$148.9	5.1%	5.1%
8/9/2023	Closed	Avid Technology, Inc.	Symphony Technology Group, LLC	\$1,466.2	\$1,432.7	\$84.5	5.8%	5.9%
8/21/2023	Closed	Earthstone Energy, Inc.	Permian Resources Corporation	\$4,536.4	\$4,486.9	\$175.0	3.9%	3.9%
8/28/2023	Closed	Hersha Hospitality Trust	KSL Advisors, LLC	\$1,449.0	\$1,290.1	\$67.5	4.7%	5.2%
9/6/2023	Closed	NextGen Healthcare, Inc.	Thoma Bravo, L.P.; Thoma Bravo Discover Fund IV, L.P.	\$1,981.9	\$1,763.8	\$98.8	5.0%	5.6%
9/11/2023	Closed	Avantax, Inc.	Aretec Group, Inc.	\$1,024.7	\$1,121.0	\$82.1	8.0%	7.3%
9/12/2023	Announced	WestRock Company	Smurfit Kappa Group Plc	\$21,282.8	\$20,968.0	\$100.0	0.5%	0.5%
9/21/2023	Closed	Splunk Inc.	Cisco Systems, Inc.	\$30,998.9	\$28,549.9	\$1,478.0	4.8%	5.2%
9/28/2023	Closed	Chico's FAS, Inc.	Sycamore Partners Management, L.P.	\$1,540.6	\$1,389.8	\$39.9	2.6%	2.9%
10/4/2023	Closed	SomaLogic, Inc.	Standard BioTools Inc.	\$578.3	\$124.5	\$19.1	3.3%	15.4%
10/5/2023	Announced	SP Plus Corporation	Metropolis Technologies, Inc.	\$1,689.7	\$1,651.2	\$60.0	3.6%	3.6%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.

## 2023 Reverse Transaction Termination Fee Detail (cont.)

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Acquirer Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
10/8/2023	Closed	Mirati Therapeutics, Inc.	Bristol-Myers Squibb Company	\$6,053.2	\$5,074.7	\$240.0	4.0%	4.7%
10/23/2023	Announced	INVO Bioscience, Inc.	NAYA Biosciences Inc.	\$90.7	\$90.7	\$1.0	1.1%	1.1%
10/30/2023	Closed	Miromatrix Medical Inc.	United Therapeutics Corporation	\$142.6	\$126.6	\$8.0	5.6%	6.3%
10/30/2023	Closed	Physicians Realty Trust	Healthpeak Properties, Inc.	\$4,884.8	\$4,674.3	\$365.0	7.5%	7.8%
11/1/2023	Closed	Patriot Transportation Holding, Inc.	Blue Horizon Partners, Inc.	\$67.1	\$60.6	\$1.9	2.8%	3.1%
11/15/2023	Announced	Graphite Bio, Inc.	LENZ Therapeutics, Inc.	\$231.6	\$231.6	\$7.5	3.2%	3.2%
11/16/2023	Announced	Homology Medicines, Inc.	Q32 Bio Inc.	\$195.0	\$195.0	\$5.9	3.0%	3.0%
11/30/2023	Closed	ImmunoGen, Inc.	AbbVie Inc.	\$9,529.7	\$8,924.2	\$656.5	6.9%	7.4%
12/3/2023	Announced	Hawaiian Holdings, Inc.	Alaska Air Group, Inc.	\$2,976.3	\$1,842.1	\$100.0	3.4%	5.4%
12/6/2023	Announced	Cerevel Therapeutics Holdings, Inc.	AbbVie Inc.	\$9,080.7	\$8,403.8	\$653.3	7.2%	7.8%
12/12/2023	Closed	Icosavax, Inc.	AstraZeneca PLC	\$1,141.4	\$912.2	\$47.6	4.2%	5.2%
12/15/2023	Announced	Battalion Oil Corporation	Fury Resources, Inc.	\$443.6	\$401.0	\$20.0	4.5%	5.0%
12/18/2023	Cancelled	PGT Innovations, Inc.	Masonite International Corporation	\$3,139.9	\$3,102.2	\$180.0	5.7%	5.8%
12/18/2023	Announced	United States Steel Corporation	Nippon Steel North America, Inc.	\$18,219.9	\$14,997.9	\$565.0	3.1%	3.8%
12/19/2023	Announced	CSI Compressco LP	Kodiak Gas Services, LLC	\$885.7	\$870.1	\$20.0	2.3%	2.3%
12/22/2023	Closed	Karuna Therapeutics, Inc.	Bristol-Myers Squibb Company	\$14,025.9	\$12,684.4	\$600.0	4.3%	4.7%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



## 2023 Reverse Transaction Termination Fee Detail (cont.)

Date Announced	Transaction Status	Target Name	Acquirer Name	Transaction Value (\$M)	Implied Enterprise Value (\$M)	Acquirer Termination Fee (\$M)	Term Fee as a % of Transaction Value	Term Fee as a % of Enterprise Value
12/26/2023	Closed	RayzeBio, Inc.	Bristol-Myers Squibb Company	\$4,152.5	\$3,612.3	\$141.0	3.4%	3.9%

Sources: LSEG (formerly Refinitiv) and S&P Capital IQ.



A wide-angle photograph of the New York City skyline at dusk. The Freedom Tower stands prominently on the left, its spire reaching into a clear blue sky. To its right, a dense cluster of other skyscrapers is visible, their windows reflecting the warm, golden light of the setting sun. The buildings are silhouetted against the bright sky, and the water in the foreground is calm, mirroring the city's lights.

# 04 ABOUT HOULIHAN LOKEY

Houlihan Lokey is the trusted advisor to more top decision-makers than any other independent global investment bank.

## CORPORATE FINANCE

2023 M&A Advisory Rankings  
All Global Transactions

Advisor	Deals
<b>1 Houlihan Lokey</b>	<b>352</b>
2 Rothschild & Co	349
3 Goldman Sachs & Co	300
3 JP Morgan	300
5 Morgan Stanley	253

Source: LSEG (formerly Refinitiv).  
Excludes accounting firms and brokers.

**No. 1**  
Global M&A Advisor

**No. 1**  
U.S. M&A Advisor\*

**Leading**  
Capital Markets Advisor

## FINANCIAL RESTRUCTURING

2023 Global Distressed Debt &  
Bankruptcy Restructuring Rankings

Advisor	Deals
<b>1 Houlihan Lokey</b>	<b>73</b>
2 PJT Partners Inc	64
3 Rothschild & Co	51
4 Lazard	37
5 Evercore Partners	27

Source: LSEG (formerly Refinitiv).

**No. 1**  
Global Restructuring Advisor

**1,700+**  
Transactions Completed Valued at  
More Than **\$3.5 Trillion** Collectively

## FINANCIAL AND VALUATION ADVISORY

1999–2023 Global M&A  
Fairness Advisory Rankings

Advisor	Deals
<b>1 Houlihan Lokey</b>	<b>1,247</b>
2 JP Morgan	1,035
3 Duff & Phelps, A Kroll Business	977
4 UBS	884
5 Morgan Stanley	716

Source: LSEG (formerly Refinitiv).  
Announced or completed transactions.

**No. 1**  
Global M&A Fairness Opinion  
Advisor Over the Past **25 Years**

**2,000+**  
Annual Valuation Engagements

\*Source: LSEG (formerly Refinitiv).



Our product knowledge, industry expertise,  
and global reach deliver superior results

#### PRODUCT EXPERTISE



Corporate  
Finance



Financial  
Restructuring



Financial and  
Valuation Advisory

#### DEDICATED INDUSTRY GROUPS

Business Services

Consumer, Food, and Retail

Energy

Financial Services

FinTech

Healthcare

Industrials

Real Estate, Lodging, and Leisure

Technology

#### KEY FACTS AND FIGURES

36

Locations Worldwide

2,660

Global Employees

312

Managing Directors<sup>(1)</sup>

\$1.8B

Revenue<sup>(2)</sup>

\$8.8B

Market Capitalization<sup>(3)</sup>



(1) As of December 31, 2023; excludes corporate MDs.

(2) LTM ended December 31, 2023.

(3) As of April 30, 2024.



Our clients  
benefit from  
our local presence  
and global reach.



#### AMERICAS

Atlanta	Los Angeles
Baltimore	Miami
Boston	Minneapolis
Charlotte	New York
Chicago	San Francisco
Dallas	São Paulo
Houston	Washington, D.C.

#### EUROPE AND MIDDLE EAST

Amsterdam	Milan
Antwerp	Munich
Dubai	Paris
Frankfurt	Stockholm
London	Tel Aviv
Madrid	Zurich
Manchester	

#### ASIA- PACIFIC

Beijing	Shanghai
Fukuoka	Singapore
Gurugram	Sydney
Hong Kong SAR	Tokyo
Mumbai	





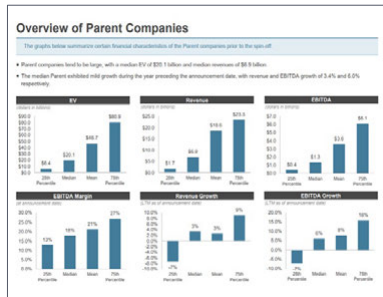
# Valuable Thought Leadership and Powerful Insights

Houlihan Lokey regularly produces a series of insightful content aimed at providing an integrated financial and legal perspective that incorporates the latest developments in the M&A and financing markets.

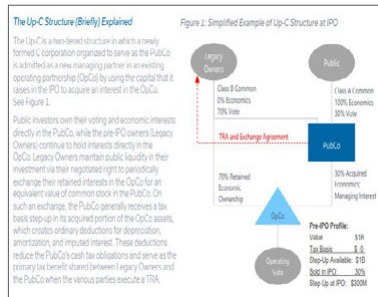
## Houlihan Lokey Proprietary Content

## Highlights

*Click below to view select studies and insights.*



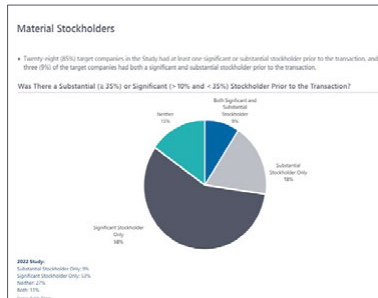
**Spin-Off Study**



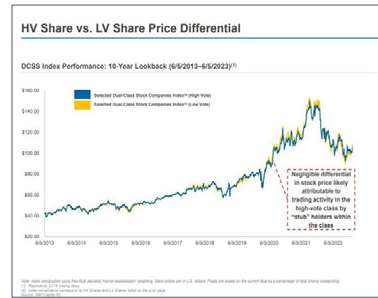
**Tax Receivable Agreements**



**Transaction Termination Fee Study**



**Going Private Study**



**Dual-Class Stock Structures**

✓ Current pulse on trends shaping corporate strategy

✓ Unique perspective from leading independent board advisory practice

✓ Quoted in international publications, including the Wall Street Journal and CNBC

✓ Suitable for Continuing Legal Education (CLE) credit

**Subscribe**

Join Houlihan Lokey's Transaction Opinion mailing list to receive future content releases as well as other Houlihan Lokey transaction announcements and company updates.

A wide-angle photograph of the Golden Gate Bridge in San Francisco, taken from a high vantage point on a hill. The bridge's iconic orange-red towers and suspension cables are prominent, stretching across the frame. The bridge spans a large body of water, with the city skyline visible in the distance under a soft, orange-hued sky. A blue rectangular box is overlaid on the right side of the image, containing the text '05 DISCLAIMER' in white.

# 05 DISCLAIMER

# Disclaimer

© 2024 Houlihan Lokey. All rights reserved. This material may not be reproduced in any format by any means or redistributed without the prior written consent of Houlihan Lokey.

Houlihan Lokey is a trade name for Houlihan Lokey, Inc., and its subsidiaries and affiliates, which include the following licensed (or, in the case of Singapore, exempt) entities: in (i) the United States: Houlihan Lokey Capital, Inc., an SEC-registered broker-dealer and member of FINRA ([www.finra.org](http://www.finra.org)) and SIPC ([www.sipc.org](http://www.sipc.org)) (investment banking services); (ii) Europe: Houlihan Lokey UK Limited and Houlihan Lokey Advisory Limited, authorized and regulated by the U.K. Financial Conduct Authority; Houlihan Lokey (Europe) GmbH, authorized and regulated by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht); (iii) the United Arab Emirates, Dubai International Financial Centre (Dubai): Houlihan Lokey (MEA Financial Advisory) Limited, regulated by the Dubai Financial Services Authority for the provision of advising on financial products, arranging deals in investments, and arranging credit and advising on credit to professional clients only; (iv) Singapore: Houlihan Lokey (Singapore) Private Limited and Houlihan Lokey Advisers Singapore Private Limited, each an “exempt corporate finance adviser” able to provide exempt corporate finance advisory services to accredited investors only; (v) Hong Kong SAR: Houlihan Lokey (China) Limited, licensed in Hong Kong by the Securities and Futures Commission to conduct Type 1, 4, and 6 regulated activities to professional investors only; (vi) India: Houlihan Lokey Advisory (India) Private Limited, registered as an investment adviser with the Securities and Exchange Board of India (registration number INA000001217); and (vii) Australia: Houlihan Lokey (Australia) Pty Limited (ABN 74 601 825 227), a company incorporated in Australia and licensed by the [Australian Securities and Investments Commission](http://www.asic.gov.au) (AFSL number 474953) in respect of financial services provided to wholesale clients only. In the United Kingdom, European Economic Area (EEA), Dubai, Singapore, Hong Kong, India, and Australia, this communication is directed to intended recipients, including actual or potential professional clients (UK, EEA, and Dubai), accredited investors (Singapore), professional investors (Hong Kong), and wholesale clients (Australia), respectively. No entity affiliated with Houlihan Lokey, Inc., provides banking or securities brokerage services and is not subject to FINMA supervision in Switzerland or similar regulatory authorities in other jurisdictions. Other persons, such as retail clients, are NOT the intended recipients of our communications or services and should not act upon this communication.

Houlihan Lokey gathers its data from sources it considers reliable; however, it does not guarantee the accuracy or completeness of the information provided within this presentation. The material presented reflects information known to the authors at the time this presentation was written, and this information is subject to change. Any forward-looking information and statements contained herein are subject to various risks and uncertainties, many of which are difficult to predict, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. In addition, past performance should not be taken as an indication or guarantee of future performance, and information contained herein may be subject to variation as a result of currency fluctuations. Houlihan Lokey makes no representations or warranties, expressed or implied, regarding the accuracy of this material. The views expressed in this material accurately reflect the personal views of the authors regarding the subject securities and issuers and do not necessarily coincide with those of Houlihan Lokey. Officers, directors, and partners in the Houlihan Lokey group of companies may have positions in the securities of the companies discussed. This presentation does not constitute advice or a recommendation, offer, or solicitation with respect to the securities of any company discussed herein, is not intended to provide information upon which to base an investment decision, and should not be construed as such. Houlihan Lokey or its affiliates may from time to time provide financial or related services to these companies. Like all Houlihan Lokey employees, the authors of this presentation receive compensation that is affected by overall firm profitability.





Houlihan  
Lokey

CORPORATE FINANCE  
FINANCIAL RESTRUCTURING  
FINANCIAL AND VALUATION ADVISORY

[HL.com](http://HL.com)