



Evolve
Capital Partners

Finance & Technology Market Update

Q4:2015 Issue



Alternative Energy | Industrial Technologies

**SPECIALISED INVESTMENT BANKERS AT THE INTERSECTION OF
FINANCE AND TECHNOLOGY**

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Executive Summary



Executive Summary

Summary of Newsletter

SUMMARY

- This newsletter is intended to provide insight into sustainability, energy efficiency, and LED global capital markets. We seek to provide a snapshot of market activity and detailed analysis of trends.
- The key observations we made over the fourth quarter of 2015 are below.

SECTOR DEFINITIONS

Alternative Energy

Companies that develop and manage electricity-producing assets powered by non fossil fuels, including the service firms to the sector.

Industrial Technology

Firms that manufacture or develop products or produces software that promotes energy efficiency or manufactures products more efficiently.

LED Manufacturing

Firms that manufacture LED lighting products or related upstream components.

KEY OBSERVATIONS



Increasing Deal Activity in Alternative Energy

Alternative energy developers are eager to raise capital or participate in M&A markets. This is being driven by a number of factors, including uncertainty around the expansion of distributed generation (including community solar gardens), and uncertainty around the renewable energy investment tax credit after 2016.



Strong Growth Expectations for LED Manufacturers

LED manufacturing will continue to show strong growth through 2020, despite the recent market correction that resulted from overinvestment and increases in the useful life of LED technology.



Policy Boost for Industrial Efficiency M&A

Certain industrial efficiency transactions are being driven by carbon reduction policy and increased availability of ESCO financing.



PE's Lining Up for 'Efficient Manufacturing' Opportunities

Private Equity companies, such as Sorenson Capital, GFI Energy, and Oak Tree, are active participants in the above sectors. For the third year in a row, fund managers have cited efficient manufacturing as providing one of the greatest opportunity for investment opportunities.

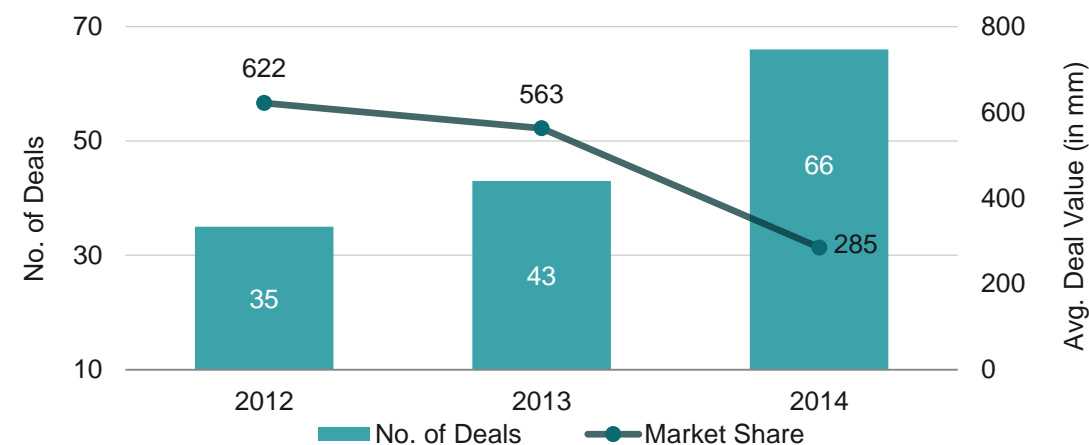
Executive Summary

Summary of Newsletter

SUMMARY OF TRANSACTIONS

- Industrial technology M&A activity has nearly doubled over the past three years, from 35 in 2012 to 66 transactions in 2014 for sizeable transactions.
- Average deal value has halved over that same time period, falling to ~\$300 million in 2014.
- A summary of large industrial technology transaction volume and values 2012 through 2014 is alongside.
- LED Manufacturing has likewise undergone a significant amount of consolidation over the past several years, with Chinese buyers accounting for most of the M&A activity.
- The LED market is being driven by demand for new installations, energy policies that incentivize conservation, high industry investment (especially in China) and the availability of financing solutions for retrofits (ESCOs).
- Alternative energy groups – particularly solar developers – are liquidating assets and development platforms ahead of the potential ITC reduction at end-of-year 2016.

Transaction Trends 2012 - 2014





Firm Qualifications

Firm Qualifications

We Focus Exclusively on Finance and Technology Related Firms

ABOUT ECP

- Evolve Capital Partners (ECP) is a specialized investment bank focused on businesses serving industries at the intersection of finance and technology.
- We are dedicated advisors focused on evolving industries, and we support sustainable growth through transformational M&A / financing transactions.
- ECP is a dedicated, creative, and fully independent investment bank that advises private and public companies on merger, divestiture and acquisition transactions, raise capital through private placements in complex situations.
- We also provide structured finance advisory services — our investment banking practice provides a comprehensive suite of solutions to businesses.
- With over 30 engagements executed by its leaders, Evolve Capital Partners has served as a proud partner, bringing renewed value to companies at the intersection of finance and technology.
- We were founded in 2012 and are based in New York, NY.

FINANCIAL ADVISORY SERVICES

Few investment banks have transaction experience across both corporate and asset finance.



Our Clients

- Corporates
- Management Teams
- VC & PE Funds
- Independent Directors / Boards



Our Services

- M&A
- Strategic Alliances
- Capital Raises and Asset Finance
- Financial Restructurings



Industry Focus

- Finance and Technology Firms

BPO
IoT
B2B

Specialty Finance
Enterprise Software
Analytics

Payments
Lending
InsuranceTech

Securities
Financial Services
Financial Management

Firm Qualifications

LeaseDimensions M&A Sell-side Case Study

Transaction Overview & Rationale

Overview of the Transaction

- LeaseDimensions (the “Company”) engaged Evolve Capital Partners (ECP) to advise on the sale of the 25 year old firm.
- The Company can be categorized as a Business Process Outsourcing (BPO) firm, with considerable operating history and generating above average margins. The Company provides lease and loan servicing to banks, large corporations and emerging growth companies across North America.

Significance of the Transaction

- The buyer, Genpact, is a large international BPO with a \$5 billion market capitalization. The acquisition of LeaseDimensions allows Genpact to effectively provide onshore servicing capabilities, and represents an ongoing consolidation of third party independent servicing companies.
- LeaseDimensions will remain a standalone company and will receive significant support to rapidly expand operations and expand into ancillary asset classes.

Evolve Capital Partners Role in the Transaction

- ECP served as the exclusive strategic and financial advisor to LeaseDimensions.
- ECP developed a detailed and comprehensive set of marketing materials to highlight the unique value proposition of the Company and to enable efficient and thorough buyer diligence.
- ECP drafted tailored selling script in the form of brief presentations that specifically articulated strategic fit, rationale and directly addressed questions from interested parties.
- We leveraged our relationships to understand each party’s interest level and concerns throughout the process and informed them on the Company’s attributes and quality of its servicing offerings.
- ECP generated qualified indications of interest from numerous strategic and financial buyers and was able to generate a significant increase in the final valuation from the initial indications of interest through a negotiated process.

Financial Advisor

February 2017



LeaseDimensions

has been acquired by:

GENPACT

GENERATING IMPACTSM

*Exclusive financial advisor to
LeaseDimensions*

BPO

Strategic

M&A













Transaction Themes

Increasing Deal Activity in All Three Segments

Alternative Energy, Industrial Technology, and Resource Efficiency (LED)

ALTERNATIVE ENERGY

The alternative energy market is undergoing rapid consolidation and many other solar and renewable energy development platforms are for sale in the marketplace.

Date	Target	Acquirer	Amount (\$ mm)
09/15	 (Renewable energy business)		\$116
07/15			\$2,300 ⁽¹⁾
02/15			\$65
12/14			\$4,600
11/14			\$2,400

Sources: Capital IQ Note: ⁽¹⁾transaction still pending

INDUSTRIAL TECHNOLOGY

The market for general lighting LEDs is projected to grow by 15% CAGR through 2020. The main drivers for M&A in Industrial Technology and Energy Efficiency space can be breakdown into three categories:

- Global wages in the industrial manufacturing space are rising rapidly, especially in China.
- Companies want to acquire technology to improve differentiation of their core products, thus improve margins.
- More and more companies are starting to look at more ways to grow their top line. By adding software, service capabilities and internet of things, companies can enjoy a leg ahead of their competitors.

Date	Target	Acquirer	Amount (\$ mm)
08/15			\$130
03/15	 (Power transmission solutions business)		\$331

Sources: Capital IQ

Increasing Deal Activity in All Three Segments (Cont'd.)

Alternative Energy, Industrial Technology, and Resource Efficiency (LED)

The LED industry participants, such as Osram and Philips has already undergone major consolidations and restructurings from 2006 to 2011. However, we predict that there will be more consolidations of smaller and niche companies in the next few years.

EXPECTED M&A DRIVERS

External buyers entering the LED spaces

ARB Holdings, a South African based distributor of cable, overhead line transmission and electrical products, acquires 60 percent stake in Eurolux, an importer and distributor of energy-saving LED and fluorescent lamps.

Global and Vertical integrations

Cross border acquisitions will become more robust in the coming years. As Chinese firms are now supplying 80% of the LED products in the markets, they have a huge appetite to acquire international LED companies, for quick access to the market and gaining advanced manufacturing technology. Joint Ventures have become popular among Asian based players looking for access to Chinese / US markets. There have also been some vertical integrations, such as Cree's acquisition of Ruud Lighting to move further downstream in the value chain.

Strategic acquisitions and Management Buyouts

Philips strategic acquisitions of Genlyte Group, created the #1 lighting company in North America. Notable examples of Management buyouts or restructuring include Energy Focus's management reshuffling in 2012.

SELECT TRANSACTIONS

Date	Target	Acquirer	Amount (\$ mm)
08/15		 KAIFA ⁽¹⁾	\$130
03/15			\$331

Sources: Capital IQ

Note: ⁽¹⁾ the acquisition was made through Shenzhen Kaifa's affiliate, Kaistar Lighting Co.





Our Key Investment Themes

We Believe These Pockets Will Generate M&A and Investment

BUILDING ENERGY EFFICIENCY FINALLY OPENS

- The Better Building Challenge, a program promoted by the DOE to drive financing for building upgrades, has worked with 27 financial partners to drive more than \$2 billion to energy efficiency and DG financing since 2012.
- The availability of financing allows building owners to pay for capital expenditures for efficiency upgrades through the future savings those upgrades generate.
- PACE (Property Assessed Clean Energy) Financing allows building owners to finance upgrades through increased property taxes.
- Ygrene Energy Fund completed \$150 million in PACE financing in July, 2015. The financing included the securitization of over 6,000 project loans and is rated AA. Beneficiaries include energy service firms, ESCOs, engineering firms, and IoT companies serving the energy efficiency sector.

Recent Efficiency Transactions

Date	Company	Financier	Amount (\$ mm)
04/15	 Kilowatt Financial		\$200
07/15	 Ygrene ENERGY FUND	PACE Loan	\$150
09/15	 GREEN BANK™	Private	\$20

Sources: Capital IQ, New York Green Bank, DOE, PACENation

ENERGY TECHNOLOGY COMPANIES

- For solar and renewable projects to be viable in a post- subsidy environment, there is strong movement to decrease prices and costs
- Must be best in-class leader
- Apply energy technology to better site and install systems
- Solar City's purchase of Silevo, Inc. in 2014 highlights an industry trend of ongoing investment in technology
- United Wind uses proprietary site assessment software, WindAnalytics, to predict the suitability of proposed turbine sites
- Solar panel costs continue to fall, declining by 20% of the last year

COMMUNITY ENERGY PROJECTS

- Community energy gardens are a way for end users to access renewable energy without the need to generate it on their property
- Community energy gardens are generally facilitated by virtual net metering legislation which currently include CO, CT, DE, ME, MA, MN, and VT. However, 12 other states have also allowed the development of community solar projects.
- Lower operating costs and installation allow for consumer to access to renewables in areas where they can't (i.e. house is in bad spot, etc.)

Sources: Capital IQ, NREL

Our Key Investment Themes

Consolidation to Gain Momentum with Energy Storage / Solar / Inverters

A future growth engine of the alternative energy sector will be a consolidation of solar, inverter, and energy storage companies



DOWNSTREAM SOLAR

- The solar industry is highly fragmented and many firms will be unable to survive as subsidies decline.
- Best-in-class solar firms will maintain cost advantages from pricing power and technology deployment. Companies will compete on software and sales.
- The market is huge and it is estimated that over 55GW of solar power will be deployed in 2015, up over 15% YoY and 45% in the U.S.
- Vivint Solar and Solar City have been recently acquired.

INVERTERS

- The global market is estimated to be \$7.3 billion⁽¹⁾ and is highly fragmented.
- Enphase, a leader, is expanding its product-line to address solar-plus-storage and energy management systems and recently introduced a modular storage device.
- Global and regional diversified power solutions companies may look to acquire smaller companies as the residential market is growing rapidly.

ENERGY STORAGE

- Energy storage businesses are receiving increased levels of interest from both strategic and financial parties. A key driver is the falling cost of lithium ion.
- Utilities view energy storage as an enhancer for reliability purposes and transmission avoidance, and allows utilities to accept renewable energy sources under a variety of weather conditions.

REPRESENTATIVE TRANSACTIONS

- Green Charge Networks, a producer of energy storage equipment for commercial customers, received \$56 million from K Road
- In September 2015, NextEra Energy announced it will invest \$100 million in energy-storage systems over the next year to back up its fleet of solar and wind energy plants
- NextEra will use the battery systems to manage energy fluctuations caused by cloudy weather and lulls in the wind
- Albemarle purchased the world's largest publicly traded lithium producer Rockwood Holdings in early 2015 for \$7.7 billion at 19.8x of next twelve months of EBITDA

Sources: Wall Street Research and Greentech Media. Notes: ⁽¹⁾Wall Street Research, April 15, 2015.





Company Profiles



Company Profiles



We Are Following Several Potential Investments & Sell-sides

Company		
Founded	2004	1985
Business Description	Provides solutions for managing building controls, including BuildingOS, a cloud-based building management system	Offers a suite of energy-efficient lighting services, from design and development to installation
Management	<ul style="list-style-type: none"> ▪ Vladi Shunturov, Co-Founder & CEO ▪ Michael Murray, Co-Founder & Director ▪ Gavin Platt, Co-Founder & Chief Creative Officer 	<ul style="list-style-type: none"> ▪ James Tu, Executive Chairman & CEO ▪ Eric Hilliard, President & COO ▪ Marcia Jean Miller, CFO
Recent Activity	Closed a \$14.2 million investment round with GE Ventures in May, 2015	Raised \$25 million in follow-on transaction in September, 2015
Investors	Agility Capital, Autodesk, Dry Creek Ventures, Formation8 Partners, GE Ventures, Zetta Venture Partners	-
Investment	\$17 million since 2009	-(1)
Why We Like it	Huge market potential. BuildingOS aggregates data on virtually all energy-consuming systems in C/I buildings and allows for energy management from a portfolio perspective.	Strong technological, sourcing, and execution capabilities

Sources: Capital IQ Note: ⁽¹⁾Enterprise Value estimated at \$125.9 million

Company Profiles


We Are Following Several Potential Investments & Sell-sides

Company	 suncrest solar	 VERISAE
Founded	2013	2000
Business Description	Installs residential rooftop solar and provides O&M services	Offers SaaS solutions for cloud-based energy, sustainability, and maintenance services to retailers and manufacturers
Management	<ul style="list-style-type: none">▪ John Corliss, President▪ Ryan Bateman, CFO▪ Dave Oldroyd, CTO	<ul style="list-style-type: none">▪ Jerry Dolinsky, CEO▪ Jim Pearson, CFO▪ Jason Wright, CIO
Recent Activity	Closed its first tax equity fund in September 2015	Acquired ViryaNet Ltd. For \$17 million in August, 2014.
Investors	Sorenson Capital, Tenaska Inc.	Marlin Equity Partners
Investment	Undisclosed	Undisclosed
Why We Like it	Key is to drive the customer experience and operational performance (i.e. solid consumer company oriented background, execution!)	Leader in providing cost reduction solutions for environmental management, energy, maintenance, and mobile workforces, and highly acquisitive

Sources: Capital IQ, Evolve Capital Partners

Company Profiles

We Are Following Several Potential Investments & Sell-sides

Company	GENSCAPE™	 ORGANICA
Founded	1999	1998
Business Description	Provides real-time data and intelligence for commodity and energy markets	Provides solutions for the treatment and recycling of wastewater
Management	<ul style="list-style-type: none"> Matthew Burkley, CEO Sean O'Leary, Co-Founder & Director Deirdre Alphenaar, Chief R&D Officer 	<ul style="list-style-type: none"> Ari Raivetz, CEO Attila Bodnár, Co-Founder & EVP Business Development Ákos Berzi, Interim CFO
Recent Activity	Acquired Locus Energy, LLC in September, 2015	Closed \$9.1 million in Series C financing on July 21st, 2015
Investors	DMG Information	GCP Gamma Capital Partners Beratungs & Beteteiligungs GmbH, IDInvest Partners, IFC, RNK Capital, WL Ross & Co, XPV Capital
Investment	At least \$200 million since 2001	At least \$45 million since 1999
Why We Like it	Acquisitive business model has led Genscape to make a series of investments in smart grid and IoT companies since 2013 (Energy Fundamentals GmbH, Promethean Devices, LLC, vesseltracker.com)	Rich patent portfolio in water treatment. Focus on high growth opportunities in China

Sources: Capital IQ, Evolve Capital Partners



Public Trading Comparables

Public Trading Comparables

Alternative Energy, Resource Efficiency (LED)

(All figures in \$. Figures in millions, except per share data, as of October 5, 2015)

Company Name	Day Close Price	% of 52-Wk High	Total Enterprise Value	LTM Total Revenue	2015 Revenue	2016 Revenue	LTM EBITDA	2015 EBITDA	2016 EBITDA
Sunpower Corp.	\$22.86	65.1%	\$3,693	1.3x	1.5x	1.3x	10.9x	8.9x	7.8x
First Solar, Inc.	\$46.83	71.5%	\$3,266	1.0x	0.9x	0.8x	6.0x	5.3x	4.4x
JinkoSolar Holding Co., Ltd.	\$25.29	78.3%	\$2,437	1.3x	1.1x	1.0x	10.5x	8.3x	6.2x
Yingli Green Energy Holding Co. Ltd.	\$0.44	13.7%	\$2,229	1.1x	1.4x	1.2x	11.3x	9.8x	7.0x
Trina Solar Ltd.	\$9.90	74.3%	\$1,795	0.7x	0.6x	0.6x	6.8x	5.5x	4.2x
JA Solar Holdings Co., Ltd.	\$8.26	76.5%	\$859	0.5x	0.4x	0.4x	3.7x	3.6x	3.2x
ReneSola Ltd.	\$1.22	41.8%	\$839	0.6x	0.7x	0.7x	9.0x	8.6x	7.6x
Mean		60.1%	\$2,159.7	0.9x	0.9x	0.9x	8.3x	7.1x	5.8x
Median		71.5%	\$2,229.2	1.0x	0.9x	0.8x	9.0x	8.3x	6.2x

Source: Capital IQ

Public Trading Comparables

Alternative Energy, Resource Efficiency (LED)

These companies' values are based on cash flows

(All figures in \$. Figures in thousands, except per share data, as of October 5, 2015)

	SunRun	Vivint	SolarCity
Cumulative Customers / System Installations	78,730	51,458	252,591
Market Capitalization	\$1,074.7	\$1,336.3	\$4,591.7
Enterprise Value	\$1,795.1	\$1,652.1	\$6,896.7
Cumulative MW Installed	523.7	339.9	1,418.0
Average System Size (KW)	6.7	6.6	5.6
Market Capitalization / MW Installed	\$2.05	\$3.93	\$3.24
Market Capitalization / System	\$13,650	\$25,969	\$18,178
Enterprise Value / MW Installed	\$3.43	\$4.86	\$4.86
Enterprise Value / System	\$22,801	\$32,106	\$27,304
Estimated Gross Retained Value (Contracted)	\$1,087.4	\$680.0	\$3,074.0
Estimated Gross Retained Value / System	\$13,812	\$13,215	\$12,170
VALUATION DRIVERS			
Equity Value to Retained Value	1.3x	3.0x	2.6x
Unlevered Cash Flows in 2016	\$65.0	\$60.1	\$186.4
Enterprise Value / Cash Available for Distribution	27.6x	27.5x	37.0x

Source: Capital IQ and Wall Street research

Public Trading Comparables

Alternative Energy, Resource Efficiency (LED)

(All figures in \$. Figures in millions, except per share data, as of October 5, 2015)

Company Name	Day Close Price	% of 52-Wk High	Total Enterprise Value	LTM Total Revenue	2015 Revenue	2016 Revenue	LTM EBITDA	2015 EBITDA	2016 EBITDA
Acuity Brands, Inc.	\$176.19	83.2%	\$7,373	2.9x	2.8x	2.4x	17.9x	17.1x	13.5x
OSRAM Licht AG	\$56.26	90.2%	\$5,245	0.8x	0.8x	0.8x	9.7x	NM	6.7x
Cree, Inc.	\$25.19	63.3%	\$2,008	1.3x	1.2x	1.0x	14.4x	6.9x	6.3x
Nanometrics Inc.	\$12.83	68.6%	\$235	1.5x	1.2x	1.1x	NM	11.7x	5.4x
Revolution Lighting Tech	\$1.00	48.1%	\$162	1.6x	1.2x	0.9x	NM	12.5x	6.2x
TCP International Hldgs. Ltd.	\$2.77	24.3%	\$144	0.3x	0.3x	0.3x	3.6x	5.5x	3.9x
Energy Focus, Inc.	\$12.53	42.9%	\$135	3.0x	2.3x	1.7x	NM	15.5x	11.1x
eMagin Corp.	\$2.40	64.2%	\$56	2.1x	2.0x	1.7x	NM	41.6x	NM
Orion Energy Systems, Inc.	\$2.11	35.5%	\$46	0.6x	0.5x	0.4x	NM	NM	9.6x
Mean		57.8%	\$1,720	1.6x	1.4x	1.2x	11.4x	15.8x	7.8x
Median		63.2%	\$162	1.5x	1.2x	1.0x	12.0x	12.5x	6.5x

Source: Capital IQ



Transaction Comparables



Transaction Comparables

Alternative Energy, Industrial Technology, and Resource Efficiency

(All figures in \$ millions)

Date	Acquirer	Target	Target's Business Description	Target's Implied EV	Target's Revenue	Target's EBITDA	EV / Revenue	EV / EBITDA
07/20/15	SunEdison, Inc.	Vivint Solar, Inc.	Provides distributed solar energy to residential customers in nine states.	\$2,128	\$41	\$ -184	NM	-
06/27/15	Energy Power Partners, LLC	Talen Renewable Energy, LLC	Offers electricity generation through solar and wind.	\$116	-	-	-	-
04/24/15	CHS, Inc.	Patriot Holdings, LLC	Builds, owns, and operates bio diesel plants.	\$196	-	-	-	-
03/03/15	The AES Corp.	AES Distributed Energy	Develops, owns, and operates distributed generation solar photovoltaic (PV) projects in North America.	\$25	-	-	-	-
02/02/15	Canadian Solar Inc.	Recurrent Energy, LLC	Develops and operates utility-scale solar plants that provide electricity in North America.	\$265	-	-	-	-
12/04/14	Capital Power Corp.	Element Power US, LLC	Develops, acquires, builds, and operates utility-scale solar and wind power projects.	\$25	-	-	-	-
12/03/14	NextEra Energy, Inc.	Hawallan Electric Industries Inc.	Engages in the production, Purchase, transmission, distribution and sale of renewable energy and in banking services.	\$4,375	\$3,282	\$517	1.3x	8.5x
11/17/14	SunEdison, Inc.; TerraFoam	First Wind Holdings, Inc.	Develops, finance, builds, and operates utility-scale wind energy and solar PV facilities.	\$2,372	-	-	-	-
10/16/14	U.S. Geothermal Inc.	Earth Power Resources, Inc.	Generates electricity through geothermal projects.	NA	-	-	-	-
09/19/14	SunEdison, Inc.; TerraFoam	Hudson Energy Solar Corp.	Produces solar energy via installation and maintenance of solar photovoltaic systems.	\$56	-	-	-	-
09/09/14	SPICChina (HK) Limited	Sinsin Renewable Investment Limited	Engages in the developments, acquisition, management, and/or operation of renewable energy plants.	\$96	\$1	\$ -1	NM	-

Source: Capital IQ, Thomson Reuters, SEC Filings

Transaction Comparables

Alternative Energy, Industrial Technology, and Resource Efficiency

(All figures in \$ millions)

Date	Acquirer	Target	Target's Business Description	Target's Implied EV	Target's Revenue	Target's EBITDA	EV / Revenue	EV / EBITDA
07/29/14	Granite Acquisition, Inc	Wheelabrator Technologies Inc.	Develops, owns, and operates energy-from-waste facilities.	\$1,940	\$845	-	2.3x	-
03/31/15	TerraForm Power, Inc	Meridian Energy USA, INC.	Develops utility-scale solar farms and others renewable energy projects.	\$13	\$3	\$2	4.9x	5.8x
04/08/14	Ever Power Wind Holdings,	Big Sky Wind, LLC	Owns and operates a wind farm with a capacity of 240 megawatt.	\$90	\$157	-	0.6x	-
02/05/14	Questor Technology, Inc.	Clear Power Systems, Inc.	Develops 50 KW organic Ranking cycle (ORC) system that converts waste heat to power.	\$1	-	-	-	-
12/20/12	FuelCell Energy Inc.	Versa Power Systems, Inc.	Develops solid oxide fuel (SOFC) power generation systems.	\$6	-	-	-	-
11/16/12	Atlantic Power Corp.	Ridgeline Energy, LLC	Specializes in developing, constructing and operating community and utility scale wind and solar energy projects.	\$88	-	-	-	-
High				\$4,374.6	\$3,282.0	\$517.1	4.9x	8.5x
Low				\$0.9	\$1.4	\$ -184.1	0.6x	5.8x
Mean				\$736.9	\$721.4	\$83.6	2.3x	7.1x
Median				\$93.0	\$98.7	\$0.8	1.8x	7.1x

Source: Capital IQ, Thomson Reuters, SEC Filings

Transaction Comparables

Alternative Energy, **Industrial Technology**, and Resource Efficiency

(All figures in \$ millions)

Date	Acquirer	Target	Target's Business Description	Target's Implied EV	Target's Revenue	Target's EBITDA	EV / Revenue	EV / EBITDA
12/15/14	Regal Beloit Corp.	Emerson Electric Co.	Provides technology and engineering solutions to industrial, commercial and consumer markets worldwide.	\$1,400	\$583	NM	2.4x	NM
03/24/15	Charterhouse Capital Partners LLP	Mirion Technologies	Provides radiation detection and protection solutions and services.	\$750	NM	NM	NM	NM
06/18/14	TE Connectivity Ltd.	Measurement Specialists Inc.	Designs, develops, and manufactures sensors and sensor-based systems for OEM's and end users.	\$1,427	\$366	\$64	3.9x	22.3x
08/07/14	Sensata Technologies, Inc.	Deltatech Controls GmbH	Designs and manufactures operator controls and integrated systems for vehicle and medical OEM's.	\$190	NM	NM	NM	NM
04/10/14	Ametek Inc.	Zygo Corp.	Designs and manufactures ultra-high precision measurement solutions, and optical sub-systems and components.	\$375	\$221	\$35	1.7x	10.7x
High				\$1,427	\$583	\$64	3.9x	22.3x
Low				\$190	\$220	\$35	1.7x	10.7x
Mean				\$828	\$390	\$49	2.7x	16.5x
Median				\$750	\$366	\$49	2.4x	16.5x

Source: Capital IQ, Thomson Reuters, SEC Filings

Transaction Comparables

Alternative Energy, Industrial Technology, and Resource Efficiency

LED

(All figures in \$ millions)

Date	Acquirer	Target	Target's Business Description	Target's Implied EV	Target's Revenue	Target's EBITDA	EV / Revenue	EV / EBITDA
07/21/15	Chonqing Puhuarui Photoelectricity	Bridgelux, Inc.	Develops and manufactures energy efficient LED based lighting technology.	\$130	\$100	-	1.3x	-
07/09/15	Ledman Optoelectronic Co., Ltd.	Shenzhen Torshare Technology Co., Ltd.	Researches, develops, manufactures and markets LED products in China and internationally.	\$37	\$19	-	1.9x	-
05/18/15	Hansol Technics Co., Ltd	Hansol Lighting Inc.	Develops and produces LED lighting products.	\$155	\$304	\$10	0.5x	15.4x
05/01/15	Baird CapitalPartners; Golub C	The Sloan Co., Inc.	Does business as SloanLED and designs, develops manufactures and sells LED products.	-	-	-	-	-
04/29/15	BNW Investment Co Ltd	Dongbu LED Co. Ltd.	Manufactures and sells semiconductor parts and light emitting diode lightings.	\$10	\$23	-	0.4x	-
04/28/15	OLED Works LLC.	Koninklijke Philips N.V, OLED Lighting Business	Philips' Germany based OLED lighting business.	-	-	-	-	-
04/02/15	F.W. Thorpe PLC	Lightronics BV	Designs and develops lighting products.	\$13	\$15	-	0.9x	-
06/04/13	Lightera Corp.	Luminus Devices, Inc.	Develops, manufactures, and markets LEDs and solid-state lighting solutions.	\$22	\$17	-	1.3x	-
05/22/13	Orion Energy Systems, Inc.	Harris Manufacturing, Inc. and Harris LED, LLC	Harris Manufacturing, Inc. and Herrish LED, LLC manufactures and sells energy lighting systems.	\$11	\$15	\$1	0.8x	7.4x
07/23/15	AB Fagerhult	Lighting Innovations (Pty) Ltd.	Manufactures and markets lighting solutions to customers in	\$9	\$14	-	0.7x	-
04/20/15	Havells India Ltd.	Promptec Renewable Energy Solutions Pvt. Ltd.	Manufactures electronic components and lighting systems.	\$10	\$6	-	1.9x	-

Source: Capital IQ, Thomson Reuters, SEC Filings

Transaction Comparables

Alternative Energy, Industrial Technology, and Resource Efficiency

LED (CONT'D.)

(All figures in \$ millions)

Date	Acquirer	Target	Target's Business Description	Target's Implied EV	Target's Revenue	Target's EBITDA	EV / Revenue	EV / EBITDA
03/31/15	Oak Investment Partners; GSR	Philips LumiLeds Holdings B.V.	Develops, manufactures, and markets LED's. modules and products.	\$3,596	\$2,000	-	1.8x	-
03/24/15	Lumenpulse Inc.	SDL Lighting Inc.	Engages in the manufacture of LED luminaries for street and	\$2	\$2	-	1.2x	-
03/23/15	Shunfeng International Clean Energy	LatticePower Corp.	Develops and manufacture LED chip products for commercial,	\$562	-	-	-	-
06/26/14	Lumenpulse Inc.	Projection Lighting Ltd.	Manufactures lighting solutions in the UK.	\$23	\$19	\$4	1.2x	6.0x
05/20/14	Shanghai Feilo Acoustics Co.	Beijing Shen'an Investment Group Co., Ltd.	Manufactures light emitting diode (LED) chips and LED	\$285	\$68	-	4.2x	-
02/24/14	Huizhou China Eagle Electronic	Foundersoonest Electronics Technology Co., Ltd.	Manufactures light-emitting diode application Products.	\$59	\$28	-	2.1x	-
09/25/15	Quixant Plc	Densitron Technologies Plc	Designs, develops, and delivers electronic displays and related electronics.	\$14.22	\$35.87	\$1.54	0.4x	9.6x
High				\$3,595.6	\$2,000	\$10	4.2x	15.4x
Low				\$2.5	\$2.2	\$1.5	0.4x	6.0x
Mean				\$308.7	\$177.8	\$4.2	1.4x	9.6x
Median				\$22.7	\$19.2	\$2.7	1.2x	8.5x

Source: Capital IQ, Thomson Reuters, SEC Filings

Transaction Comparables

Alternative Energy, Industrial Technology, and Resource Efficiency

ENERGY EFFICIENCY, IoT, AND ENERGY MANAGEMENT SYSTEMS

(All figures in \$ millions)

Date	Acquirer	Target	Target's Business Description	Target's Implied EV	Target's Revenue	Target's EBITDA	EV / Revenue	EV / EBITDA
01/08/15	Schneider Electric	Instep Software, LLC	Leading provider of real-time performance management and predictive asset analytics software and solutions.	NM	NM	NM	NM	NM
11/04/14	EnerNOC, Inc.	World Energy Solutions, Inc.	Energy management technology and services firm that provides a suite of SaaS energy procurement tools	NM	\$37.8	NM	NM	NM
08/29/14	Dortmunder Energie	STEA G GmbH	Provides operations and energy management systems software	\$1,529	\$2,950	\$385	0.5x	0.4x
08/14/14	Samsung	Smartthings	Provides smart home solutions. Monitor, control and automated lights, locks, temperature and more.	\$200	NM	NM	NM	NM
05/30/14	GDF Suez	Ecova	A data management company that helps its clients reduce energy cost and resource consumption.	NM	NM	NM	NM	NM
05/16/14	Oracle, Inc.	Greenbytes	Sells technology to service providers that make virtual desktops less expensive	NM	NM	NM	NM	NM
05/08/14	Shenzen Yitao Intelligent	Shenzen Farad Electric Co.	Products include energy management systems etc.	NM	NM	\$ -10	NM	NM
10/02/13	Sunbet Controls	Integrated Engergy Solutions	Offers building energy management systems.	NM	NM	NMF	NM	NM
07/25/13	Blue Earth Inc.	Intelegant Power, Inc.	Provides PeakPower energy management system.	NM	\$12	\$ -12	NM	NM
12/09/12	KRG Capital Partners	Convergint Technologies	Designs and installs energy management systems etc.	NM	NM	NM	NM	NM
08/31/12	Lynx Equity Ltd.	Southwest Energy Control Systems	Provides building automation energy management systems.	NM	NM	NM	NM	NM
High				\$1,529	\$2,949	\$385	0.5x	4.0x
Low				\$200	\$12	\$ -12	0.5x	4.0x
Mean				\$864	\$770	\$121	0.5x	4.0x
Median				\$864	\$58	\$ -10	0.5x	4.0x

Source: Capital IQ, Thomson Reuters, SEC Filings

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