



KPMG Corporate Finance LLC

Energy & Power Investment Banking

Summer 2023



Your Dedicated KPMG Corporate Finance Team

Transaction Team

Senior Leadership Experience



George Ward
Managing Director
Energy

- ✓ Global, highly coordinated coverage on the energy and power sector
- ✓ Recent transaction experience and constant contact with key investors and acquisition parties
- ✓ Expertise gained through years of dedicated focus – ability to communicate the unique nature of the brand, model, and strategy
- ✓ Key execution partner on all strategic decisions, marketing materials, process design, implementation, and negotiations.

Experienced Execution Team



Joshua Oglesby
Vice President
Energy and Power



Kishi Box
Senior Associate



Steven Vinezeano
Senior Associate

- ✓ Unlimited availability
- ✓ Excessive execution experience allowing deep insight to all stages of process
- ✓ Guidance throughout all stages of pre-diligence, building of all marketing materials, NDA's, data rooms, management meetings and purchase agreements.
- ✓ Highly organized, streamlined and focused on confidentiality to ensure no major interruptions to normal business

Engagement Support



Rebecca Brokmeier
Managing Director & Chief Operating
Officer, International Markets



Mike Rudolph
Managing Director Capital
Advisory & Private Equity



Chrisanne Corbett
Managing Director
Private Equity

- ✓ Access to private placement partner to assist with valuation gauging.
- ✓ Cohesive, experienced team to craft marketing materials and drive due diligence process
- ✓ Proven ability to drive highly competitive, adaptable processes to optimize terms

Energy And Power Coverage

The Energy and Power Team at KPMG Corporate Finance has been delivering strategic solutions for established and growing companies which service both traditional energy and renewables

Subject matter specialists

- Domain expertise built over 20 years
- Longstanding relationships with industry leaders
- Active, frequent dialogue with industry and investors

Relevant strategic advisory experience and industry contacts

- Team with successful client engagements in both traditional and renewable space
- Completed transactions with leading strategic buyers and industry consolidators

Senior-level attention and results oriented investment banking

- Highly selective with client engagements
- Resources thoughtfully committed
- Senior-level attention ensures superior service and outlier results

Key Areas of Focus

Renewables Services & Equipment

- Wind and Solar O&M services
- Testing and Monitoring
- Energy Storage Systems and Software (batteries)
- Other advisory services













Energy Transition

- Alternative fuels
- Carbon reduction solutions
- Energy efficiency services
- Tax equity placement

Traditional Energy

- Midstream and downstream O&M services
- Testing and Inspection
- Artificial Lift
- Tech/Software Solutions

KPMG Corporate Finance Global Credentials & Highlights

Worldwide Completed Advisor Ranking*			Middle Market Services with Deep Vertical Expertise				Industry Recognition		
2002 - 2022		No. of deals	Advisory Services					 <i>Has awarded</i> KPMG Corporate Finance LLC Middle Market Investment Bank of the Year 2021	
1	KPMG ¹	9,382	Debt & Equity Financing		Business Services	Consumer Markets	Energy & Chemicals		
2	PwC	8,658	M&A					 <i>Has awarded</i> KPMG Corporate Finance LLC Global Technology Deal of the Year Award (Mid-Market) 2021	
3	Houlihan Lokey	6,436			Financial Services	Healthcare & Pharmaceuticals	Industrial Markets		
4	Deloitte	5,947	Special Situations					 <i>Has awarded</i> KPMG Corporate Finance LLC Cross Border Deal of the Year Award (Mid-Market) 2020	
5	Ernst & Young LLP	5,433	Fairness Opinions		Real Estate	Private Equity	Technology, Software & Telecom		
6	Rothschild & Co	5,306							
7	JP Morgan	3,949							
8	Goldman Sachs & Co	3,919							
9	Lazard	3,866							
10	Morgan Stanley	3,637							



Leading Global Advisor for over 20 years!

Consistent track record as a leading investment banking platform with middle market focus by number of deals globally



Unmatched vertical industry experience:

Deep sector knowledge and specialist skills group provide high quality advisory services



Independent advisor:

No proprietary trading, focused only on our clients needs and goals



Global offering:

As part of a global network, our clients benefit from a global and local presence

- Direct relationships with C-level executives of FORTUNE 1000 domestically
- Over 2,500 investment banking professionals working in over 80 countries around the world



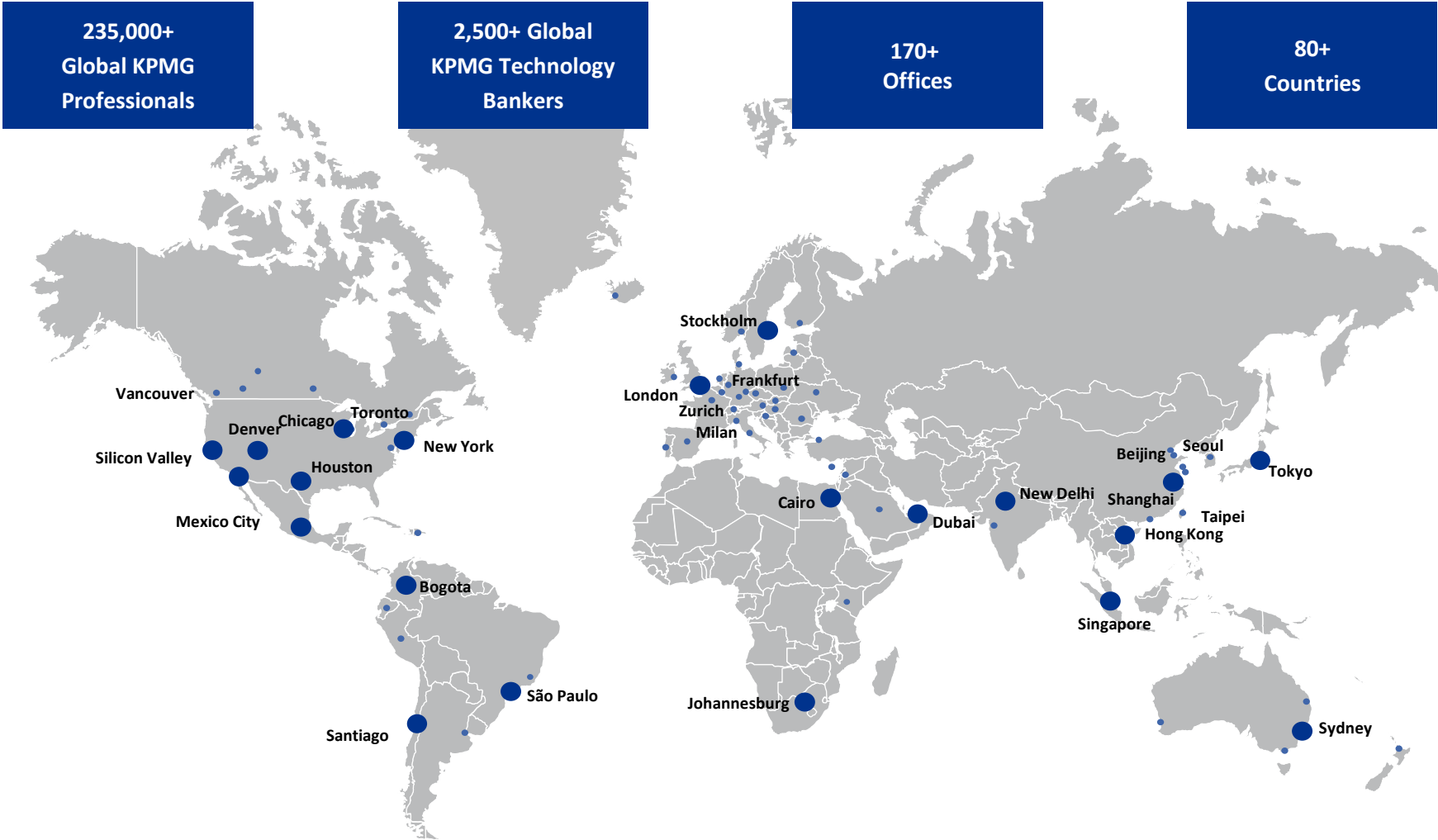
One Stop Shop:

Ability to leverage across multiple service lines, a single source for all transaction needs

Source: *Refinitiv; Global M&A Financial Advisory reports and press releases. Middle market is defined as deals less than US\$500 million.

¹Refers to the global Corporate Finance practices of KPMG International's network of independent member firms

Global Senior Corporate Finance Team



Refers to the global Corporate Finance practices of KPMG International's network of independent member firms



A Small Selection Of KPMG Energy Deals Currently In Market

Representative Deals¹



Project Cheetah

M&A Advisory

Currently advising an Energy Management Services and Efficiency Solutions Provider in a sell side process

[\$Confidential]



Project Element

M&A Advisory

Currently advising an international organization in a capital raise that has a platform that qualifies and supports the brokerage of renewable energy credits

[\$Confidential]



Project Bison

M&A Advisory

Currently advising an energy inspection company that focuses on consumable management on sell side activities

[\$Confidential]



Project Bayern

M&A Advisory

Currently advising an energy equipment manufacturing company on sell side activities

[\$Confidential]



Project Legend

M&A Advisory

Currently advising a specialty solar panel manufacturer in a sell side process

[\$Confidential]



Project Growth

M&A Advisory

Currently advising an Energy Operations and Maintenance Service company that focuses on technical services and training in the offshore wind energy sector

[\$Confidential]



Project Tesla

M&A Advisory

Currently advising a power system and VFD manufacturer on sell side activities in Canada and the US

[\$Confidential]



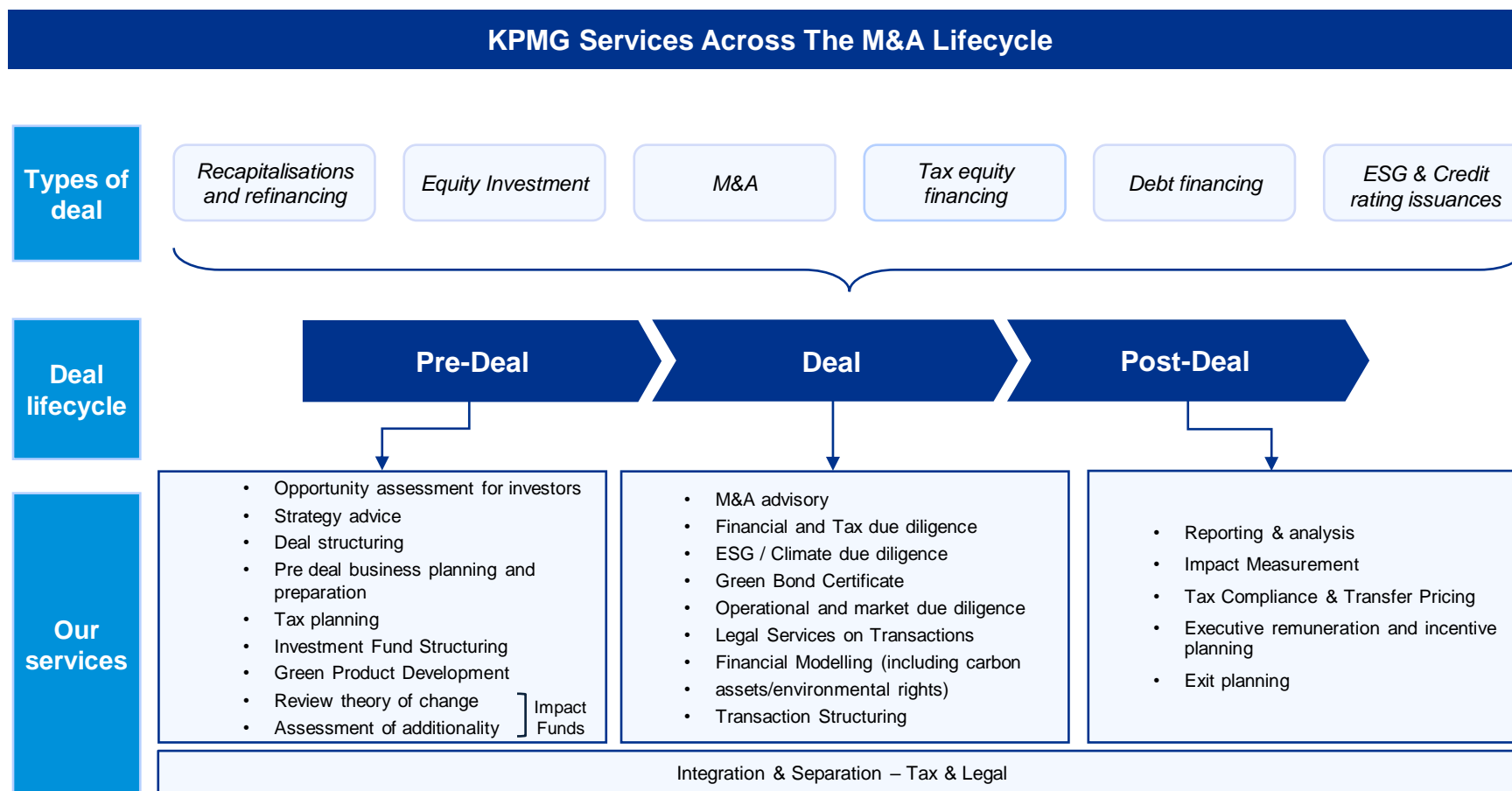
Project Tiger

M&A Advisory

Providing sell side advisory to a leading designer and manufacturer of custom-made dynamic umbilical and cables for offshore energy industry.

[\$Confidential]

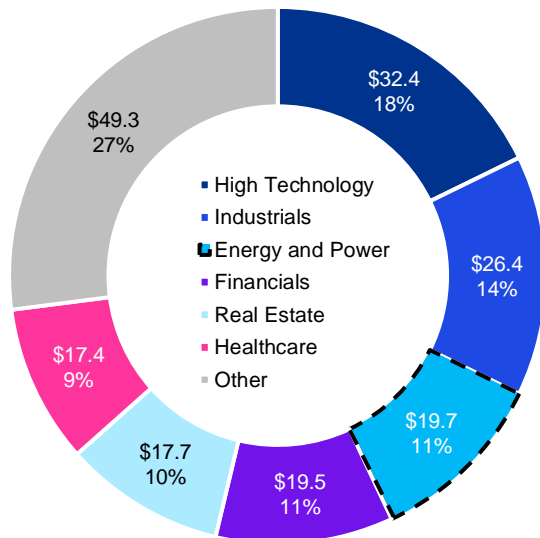
KPMG Deal Advisory Offers Services Across The M&A Lifecycle



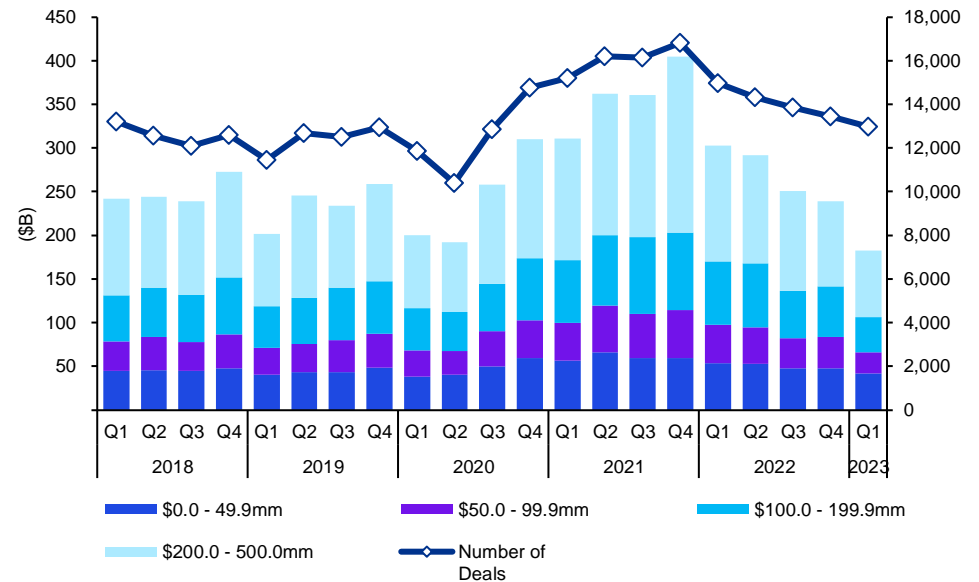
Middle-Market M&A Update

- Global middle-market M&A, reached \$182.8 billion during Q1-23, a y-o-y decrease of 40%, and the slowest Q1 for middle-market M&A since 2014
- Q1-23 middle-market transactions decreased 23% from the prior quarter
- 12,975 deals were announced during Q1-23, a y-o-y decrease of 13%, and a three-year low
- Private equity-backed middle-market M&A totaled \$44.1 billion during Q1-23, a y-o-y decrease of 60%, and the slowest Q1 for private equity-backed middle-market M&A since 2020
- Cross-border middle-market M&A activity totaled \$61.2 billion during Q1-23, a y-o-y decrease of 45%, and a nine-year low
- The Technology sector accounted for 18% of overall middle-market deal making, or \$32.5 billion, down 58% y-o-y. Industrials and Energy & Power M&A transactions accounted for 14% and 11% of deal activity, respectively.
- Middle-market M&A in the Technology, Telecom and Financial sectors lead the quarter's declining sectors, with a y-o-y decrease of 53%

Global Mid-Market M&A - Target Macro Industry Composition (\$B)



Global Mid-Market M&A (up to \$500mil)- Deal Size Composition (\$B)

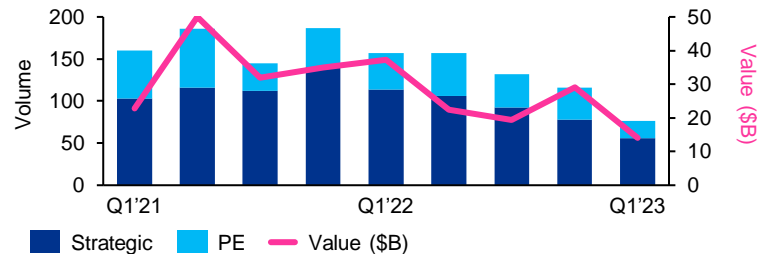


Source: Refinitiv – "2023 Q1 - Global M&A Financial Advisory"

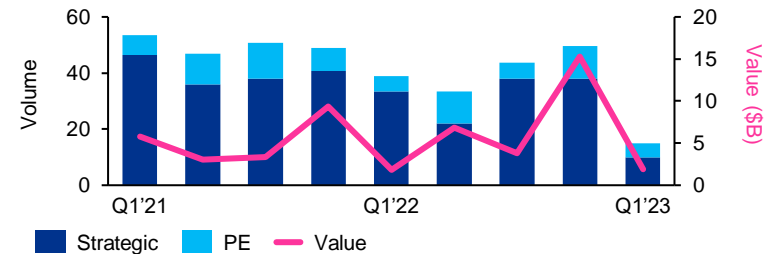
Macroeconomic Environment (1/2)

Energy M&A Activity

Oil and gas deal volume and value

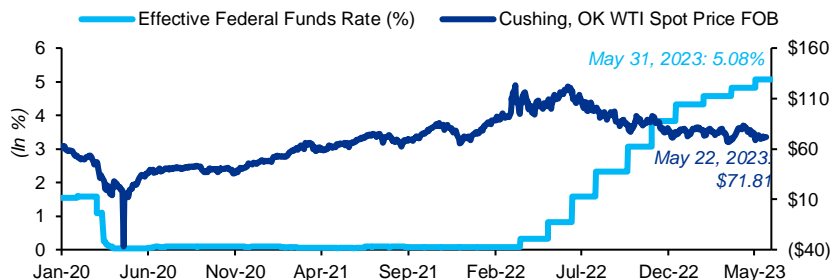


Renewable energy deal volume and value



- In Q1 2023, the oil & gas industry reported an estimated \$14.8 billion of deal value and renewables reported an estimated \$1.8 billion of deal value
- Oil & gas companies continued to divest their carbon-intensive assets and look for acquisitions that could improve their environmental profile
- Renewable energy companies pursued new opportunities through the Inflation Reduction Act (IRA) to accelerate the deployment of solar, wind, electrified transportation, energy storage, and carbon-capture projects

Increasing Fed Rate



- Since 2022, U.S. Federal Reserve has increased interest rates rapidly, standing at 5.08% as of May 31, 2023. Continued volatility in interest rate and inflation markets has resulted in dragging the oil prices down
- Lower middle market deal volume has been less effected by increasing capital cost (typically requiring less financing compared to larger deals)

Source: Press Articles
Note: 1. Barrels per day

OPEC Price Cut

- On June 4, 2023 OPEC+ announced its third production cut in the last nine months
- The latest round of cuts — an extra 1 million b/d in July — is to be shouldered unilaterally and voluntarily by Saudi Arabia, with the option to extend into August and beyond
- In addition, OPEC+ also decided to extend the April 2023 voluntary cuts from December 2023 through December 2024
- The decision adds support to physical markets, and should accelerate the tightening of fundamentals as global markets await the return of Chinese demand
- The month-to-month nature of Saudi Arabia's voluntary cut has been viewed as inherently unpredictable — but the cuts have achieved the intended effect of boosting near term commodity prices

Macroeconomic Environment (2/2)

U.S. energy companies exhibit renewed interest in public listings

- In 2022, oil & gas companies in the S&P 500 outperformed the index
 - Strong commodity prices and capital discipline have made energy one of the best-performing sectors
- Leveraging the market sentiment, various U.S. oil & gas companies have initiated public listings, indicating that the sector, which has substantial cash reserves is regaining its goodwill
- According to Renaissance Capital January 2023 report, nine companies in the energy sector have filed or updated their IPO documents in last three months



In January 2023, Texas-based oil & gas producer became the first energy group to list in the U.S. in six month

According to analyses by McKinsey and Company, top 25 North American exploration and production (E&P) firms in the oil & gas sector reported an estimated cash balance between \$70 billion to \$100 billion in December 2022

- Currently, oil & gas companies have a significant amount of free cash flow, which might prompt renewed interest in M&A
 - Leading shale producers are focused on consolidating their positions in the most productive basins
 - Cautious players might acquire assets in adjacent segments of the value chain to expand their reserves
- Notably, renewable energy producers are attracting growth-focused investors who had previously focused on areas, such as software that have suffered in the recent downturn



"Tech investors are stepping in and looking at solar and renewable companies. There's a very long-term secular growth story for those industries, much like the software-as-a-service companies were a few years ago"

— Senior ECM banker

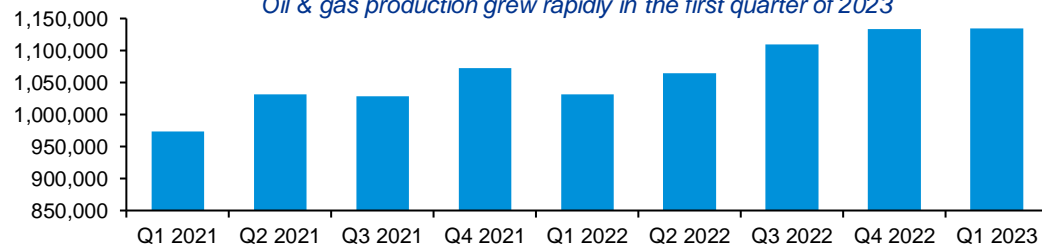
Owing to the strong production growth, profitability of oil & gas companies has increased in Q1 2023

- In Q1-23, major oil players in the U.S. and Europe — ExxonMobil, Shell, Chevron, and TotalEnergies — posted their most profitable quarter
- In 2022, several independent producers reported highest profits, which they utilized to pay debt and provides return to shareholders through dividends and share repurchases

Source: Press Articles

U.S. Field Production of Crude Oil



















Oil & gas production grew rapidly in the first quarter of 2023





Credentials

KPMG¹: Significant Energy Experience...

 <p>Strategic M&A advisor to Chevron on its global on-site renewables' strategy, driving c.800MW+ of new capacity globally</p>	 <p>Sell side M&A advisor to Mitsubishi Corporation and MHC Capital on the sale of a 44.9% stake in UK water company South Staffs to Arjun Infrastructure Partners</p>	 <p>CfD Advisor to shareholders of Inch Cape offshore wind farm in the UK for its successful bid in the UK's CfD AR4</p>	 <p>Sell side M&A advisor to Arjun Infrastructure Partners on the sale of its minority equity interest in the 270MW Lincs offshore wind farm to Octopus Renewables</p>	 <p>Buy side M&A advisor to Greencoat Capital on the 100% acquisition of a 40MW operational biomass power plant from Glennmont Partners'</p>	 <p>Sell side M&A advisor to Good Energy on the sale of a 50MW portfolio of operating solar and onshore wind assets in the UK</p>
 <p>Buy side M&A advisor to GLIL Infrastructure on its majority acquisition in a c.450MW portfolio of operating onshore wind in Ireland</p>	 <p>Equity advisor to Octopus Energy in its \$300m equity raise from Canada Pension Plan Investment Board (CPIB)</p>	 <p>Buy side M&A advisor to Hycap on its first investment, a minority holding in a hydrogen vehicle manufacturer</p>	 <p>Sell side M&A advisor to Pacifico Investments on sale of an 80% stake in a Japanese offshore wind platform and development team to SSE Renewables</p>	 <p>Equity advisor to Octopus Energy in its \$600m equity raise from Generation Investment Management</p>	 <p>Sell side M&A advisor to So Energy on its 75% sale to ESB</p>
 <p>Sell side M&A advisor to OX2 on sale of a 49% stake in up to 9GW of offshore wind development projects in the Nordics to Ingka Group (IKEA group)</p>	 <p>Debt advisor to Rolls-Royce on sale of a 300MW UK flexible generation portfolio</p>	 <p>Sell side M&A advisor on strategic investment in one of the largest independent owner and operator of UK battery storage</p>	 <p>Buy side M&A advisor to John Swire & Sons for a European biodiesel processing, storage and cleaning businesses</p>	 <p>Buy side M&A advisor to Sembcorp on acquisition of UK Power Reserve Limited from Equistone Partners Europe and Inflexion</p>	 <p>Sell side M&A advisor to Solarplicity on sale of a >120MW portfolio of UK solar generation assets to Gravis Capital Partners</p>

... As Well As Diligence, Strategy, And Consulting Mandates

 <p>Market entry and retained advisor to SDIC in relation to their UK offshore wind business</p>	 <p>Market entry and partnering strategy for global offshore wind</p>	 <p>Conducted a full offshore wind competitor assessment</p>	 <p>Financial advisor to Shell on the German offshore wind market</p>	 <p>Advised Centrica on the future of energy markets in 2030</p>	 <p>Developed an energy storage market entry strategy for Lockheed Martin across Europe</p>
 <p>KPMG provided Vendor Due Diligence (Financial, Tax and Pensions) and Vendor Assistance (SPA and Model Testing) to Pennon Group plc on its sale of Viridor Limited to KKR</p>	<p>Confidential</p> <p>Financial and taxation vendor due diligence on an operating offshore wind farm in the UK</p>	 <p>Buy side financial and tax due diligence, model assumptions, model testing and tax structuring and SPA advice for Macquarie's GIG in its acquisition of a 40% shareholding in the East Anglia One from Iberdrola</p>	 <p>Buy side financial and tax due diligence and SPA advice for an underbidder in the unsuccessful attempt to buy a 50% stake in the Neart Na Gaoithe windfarm from NNG.</p>	 <p>Buy side financial and tax due diligence and SPA advice for Jera in its acquisition of a minority stake in Zenobe Energy, leading UK battery storage operator (70MW of battery storage assets across UK)</p>	 <p>Financial and commercial VDD on the UK Green Investment Bank, including offshore wind investments in Rampion, Westernmost Rough, Galloper, Walney and London Array</p>
 <p>Acted as circular economy advisor to KPN throughout the course of two key projects to achieve to ambition of ~100% circular in 2025</p>	 <p>Acts as advisor to Proximus with respect to their circular and energy strategy and implementation (roadmap) to reach sustainable ambitions for 2025 and 2030</p>	 <p>Co-developed the CTI framework. CTI is the worldwide framework to measure circularity and make the right strategic decisions</p>	 <p>Developed product circularity reports for the 10 iconic products to gain insight in the eco impact and level of circularity, together with Circular IQ</p>	 <p>Assisting Chevron in the development and implementation of their Global renewable energy strategy</p>	 <p>Supports Rabobank in their circular economy challenge program as the key knowledge partner</p> <p>Supporting SME clients of Rabo in circular economy</p>



Biographies

George Ward – Managing Director



KPMG Corporate Finance LLC
811 Main Street, Suite 4500
Houston, Texas 77002

Cell: 917-855-3404
georgeward@kpmg.com

Function and specialization

- Corporate Finance
- Mergers & acquisitions, divestitures, strategic advisory, capital raise, restructuring
- Buy and sell side
- Capital raising
- Structured financing

Education, licenses and certifications

- University of Massachusetts BS, Mechanical Engineering
- Rensselaer Polytechnic Institute MBA
- General Securities Principal (Series 24)
- General Securities Representative (Series 7)
- Securities Agent (Series 63)

Background

George is a Principal in KPMG's advisory practice with a focus on energy, infrastructure, renewables and sustainability. George is located in our Houston office.

Professional and Industry Experience

George has over 25 years of M&A and strategic advisory experience. He has built and managed numerous energy and infrastructure investment banking teams over his career and advised on over \$50 billion in transactions. George's broad expertise includes mergers, acquisitions, divestitures, public and private capital raises, bankruptcy, strategic advisory and board defense. Prior to joining KPMG, George was the Head of Energy at Solomon Partners. He also brings experience from his time as a senior member of the investment banking teams at Tudor Pickering Holt & Company, Berenson & Company and Credit Suisse.

Representative Clients

- Exclusive Financial Advisor to IKAV on its acquisition of certain assets in the San Juan Basin from BP
- Exclusive Financial Advisor to Third Coast on its divestiture of certain Eagle Ford gas gathering assets
- Exclusive Restructuring Advisor to select credit group as part of Whiting Petroleum bankruptcy
- Exclusive Financial Advisor to Canyon / Kayne Anderson on its sale of Pomelo Connector to Spectra Energy / Enbridge
- Exclusive Financial Advisor to Loves on its acquisition of Trillium CNG from WEC
- Financial Advisor to Cleco Energy on its sale to Macquarie lead investor group
- Financial Advisor to UIL/Avangrid on its 3 LDC acquisition from Iberdrola
- Financial Advisor to Atlas Pipeline Partners on their sale of Laurel Mountain to Chevron
- Exclusive Financial Advisor to Delphi Midstream on its acquisition of assets from Carrizo Oil & Gas
- Financial Advisor to Post Rock Energy's restructuring, merger and private equity raise
- Exclusive Financial Advisor to Southern Union on their acquisition of Enron assets
- Exclusive Financial Advisor for the Series A&B capital raise for FloDesign Technologies

Joshua Oglesby – Vice President



KPMG Corporate Finance LLC
1225 17th Street | Suite 800
Denver, Colorado 80202

Tel: +1 303-296-2323
Cell: +1 720-786-3426
joglesby@kpmg.com

Function and specialization

Vice President, Corporate Finance
Energy and Power

Education, licenses & certifications

- B.S. – Political Studies from the University of Illinois
- Securities Industry Essentials (SIE)
- Securities Agent (Series 63)
- Investment Banking Representative (Series 79)
- Private Securities Offerings Representative (Series 82)

Background

Josh is Vice President within KPMG Corporate Finance's Energy and Power Practice. He specializes in mergers and acquisitions, recapitalizations, and capital raising advisory in the Energy and Power Industries focused on companies which serve both traditional and renewable energy markets.

Professional and Industry Experience

Josh's experience as a small business founder, participation in multiple, large acquisitions and leader on the buy side of a start-up to the Energy and Power industry allows him to provide unique insights and perspective to clients. Prior to joining KPMG, he has gained over 20 years of experience as an industry professional and has spent the majority of his career focused on operations, building companies, preparing them for sales and integrating after acquisitions. The last three years has been devoted to leading corporate development for a heavily VC funded tech start-up. During that time Josh has built an exceptional track record of executing M&A and financing transactions from beginning to end.

Josh has successfully started two companies and provided leadership to grow them to over \$80M/year in revenue. One was successfully negotiated into an acquisition where he proceeded to run corporate development activities for the subsequent acquisitions of an additional 7 companies in less than 6 months.

Select Transaction Support

- Provided acquisition and integration support to SLB acquisition of Smith International
- Provided advisory and integration support to Joy Global and Cameron International acquisition of LeTourneau
- Provided Rowan International advisory support for LeTourneau divestiture.
- Led acquisition activities for Workrise
 - Harvest Renewables
 - Avery Midstream
 - Trades Masters
 - Shipyard
- Carving out key business units from Public Traded Companies



Some or all of the services described herein may not be permissible for KPMG audit clients and their affiliates or related entities.

corporatefinance.kpmg.us

For Institutional Investor Use Only

The information contained herein is of a general nature and is not intended to address the circumstances of any particular individual or entity. Although we endeavor to provide accurate and timely information, there can be no guarantee that such information is accurate as of the date it is received or that it will continue to be accurate in the future. No one should act upon such information without appropriate professional advice after a thorough examination of the particular situation. The information contained in this communication does not constitute a recommendation, offer, or solicitation to buy, sell or hold any security of any issuer. Past performance does not guarantee future results.

©2023 KPMG Corporate Finance LLC, a Delaware limited liability company. Member FINRA/SIPC. KPMG Corporate Finance LLC is a subsidiary of KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. KPMG Corporate Finance LLC is not engaged in the practice of public accountancy. All rights reserved.

The KPMG name and logo are trademarks used under license by the independent member firms of the KPMG global organization.