#### **COMMENTARY**

#### 2023 DEAL MAKING ENVIRONMENT OUTLOOK

Following record-setting M&A deal activity and dollar volume in 2021, heightened inflation, geopolitical unrest and rising interest rates hampered M&A activity in the second half of 2022, leaving many investors to question, "What will 2023 bring?". We expect a relatively subdued first quarter to start the year. However, M&A and investment activity should return to a more normalized level as buyers and sellers adjust to the new valuation paradigm and discover market-clearing prices. Better capitalized corporate buyers, with strong balance sheets and access to the capital markets, are expected to lead the way initially; however, private equity and venture capital investors await more supportive debt capital markets and remain under pressure to deploy nearly \$2 trillion of dry powder. As market volatility begins to ease and arrangers begin to offload some challenged 2022 deals from their balance sheet in the first half of 2023, the debt capital markets should also start rebounding, which should in turn help support new LBO debt issuance. Finally, we believe the impact of increased interest rates and the market's acceptance of less traditional EBITDA adjustments in years past will put pressure on highly leveraged capital structures, which may provide an entry point for new investors to deploy capital for "structured" opportunities, such as preferred equity or minority positions.

#### **2023 INVESTMENT THEMES & CONSIDERATIONS**

#### **2023 Investment Themes**

#### 1 Proliferation of VBC Payments Beyond Primary Care

While primary care will continue to lead the charge of VBC adoption, several specialties including, MSK/orthopedics, podiatry, nephrology and oncology will see a material uptick in VBC payments

# 2 Non-Traditional Contingent Labor Staffing Solutions

Investors are excited about staffing companies leveraging technology for internal float pools and marketplace-type solutions, international-focused staffing agencies and solutions focused on training and education for workforces

# 3 Alternate Site Shift in Care

Payers will continue to prioritize cost containment and collaboration with homecare-focused providers (including palliative care and in-home dialysis), as well as outpatient surgical care in ASCs

# 4 Inorganic Growth within Pharma Services

Outsourced services and commercialization providers look to be a one-stop-shop for new drug development via inorganic growth initiatives focused on tech-enabled tools, real-world evidence and data collection/analysis

# Digital Health Consolidation

Wave of consolidation in this space driven by a more challenged fundraising environment/limited cash runways for some groups and excess number of point-solution vendors

#### **2023 Investment Considerations**

### 1 Healthcare Labor Challenges

Expectations of a continued tight labor market in the first quarter of 2023 will result in persisting staffing challenges for healthcare services firms

# 2 Medicaid Redeterminations

States may begin processing Medicaid redeterminations on 4/1/23 and have one year to complete the process – eligibility redeterminations could lead to millions of Medicaid disenrollments

# **3** Hospital Market Challenges

Despite a favorable reimbursement environment for 2023, increased labor costs, volume trending to outpatient setting and recession-driven utilization trends could lead to weaker performance in hospital end-markets

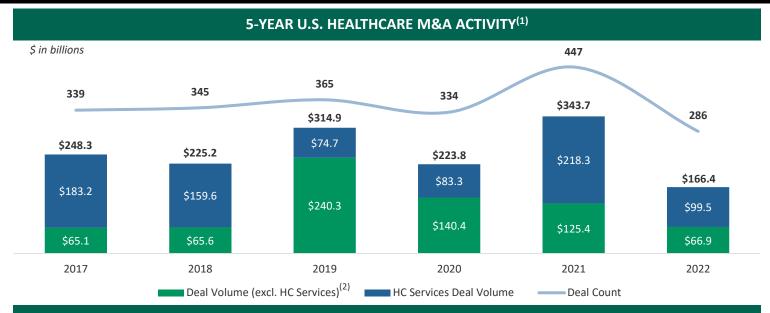
#### 4 Funding/Valuation Disruption for Early-Stage Pharma

Macro headwinds and broad-based market dislocation in pharma, biotech and life sciences led to year-over-year declines of ~50% and ~30% in deal value and volume, respectively

# Macroeconomic and External Challenges

Geopolitical conflict challenged debt capital markets and increased cost of capital due to monetary policy may give buyers pause as they pursue high-value assets

# **M&A ACTIVITY**



#### **SELECT 2022 TRANSACTIONS**

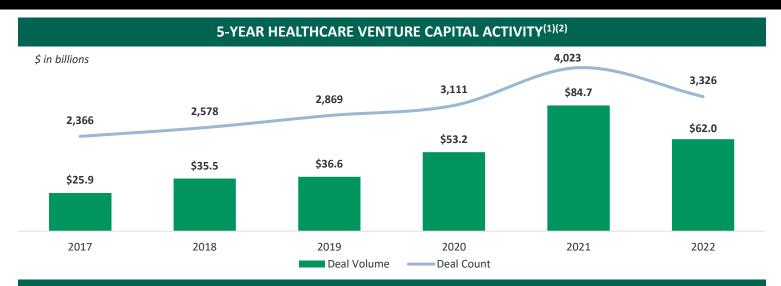
Date <sup>(3)</sup>	Target	Acquirer	Sector
Dec 2022	Springboard	Ingenovis (Cornell Capital & Trilantic Capital)	Healthcare Staffing
Dec 2022	AMF Medical	Tandem Diabetes Care (NSDQ: TNDM)	OEM Device
Dec 2022	Meridian Clinical Research	Velocity Clinical Research (GHO Capital)	Site Management
Dec 2022	Medical Specialists of the Palm Beaches	Ascend Capital Partners	Multispecialty Provider Group
Nov 2022	Alcami (Madison Dearborn, Ampersand Capital)	GHO Capital & The Vistria Group	CDMO
Nov 2022	NIA (Magellan Specialty Health)	Evolent Health (NYSE: EVH)	Specialty Benefits
Nov 2022	Kepro (Apax Partners)	CNSI (Carlyle Group)	Specialty Benefits
Nov 2022	Summit Health (Warburg)	VillageMD (Walgreens)	Multispecialty Provider Group
Oct 2022	Summit Clinical Research	LongueVue Capital	Site Management
Sep 2022	Signify Health (NYSE: SGFY)	CVS Health (NYSE: CVS)	VBC Technology
Sep 2022	People, Pets, and Vets	VetCor (Harvest Partners)	Veterinary
Sep 2022	KabaFusion (Pritzker)	Novo Holdings	Infusion
Sep 2022	Action Behavior Centers	Charlesbank Capital Partners	Behavioral
Aug 2022	GI Alliance (Waud Capital)	Apollo Global Management	Gastro
Jul 2022	1Life Healthcare (Nsdq: ONEM)	Amazon (Nsdq: AMZN)	Primary Care
Jul 2022	Matchwell	Medical Solutions (Centerbridge)	Staffing Technology
Jun 2022	MMS Holdings, Inc.	Lindsay Goldberg	CRO
Jun 2022	Advarra (Genstar Capital)	Blackstone, Canada Pension Plan	Clinical Trial Technologies
Jun 2022	HCAT (Webster)	Optum (NYSE: UNH)	Provider Group
May 2022	PANTHERx (Centene)	General Atlantic, Vistria Group, Nautic Partners	Specialty Pharmacy
May 2022	OPEN Health	Astorg	Pharma Marketing
Apr 2022	Perlman Clinic	FFL Partners	Primary Care
Apr 2022	VISTA Staffing Solutions (Envision)	Ingenovis (Cornell Capital & Trilantic)	Locum Tenens
Apr 2022	Kindred at Home (Hospice & Personal Care Units)	Clayton, Dubilier & Rice	Hospice & Personal Care

Sources: Pitchbook, Mergermarket, S&P Capital IQ

<sup>(1)</sup> Includes all publicly disclosed announced and closed U.S. Healthcare transactions with values greater than \$10M;

<sup>(2)</sup> Deal Volume (excl. HC Services) includes the following subsectors: Biotech, Pharma, Life Sciences; (3) Date of transaction announcement

# **VENTURE CAPITAL ACTIVITY**



#### **SELECT 2022 TRANSACTIONS**

Date <sup>(3)</sup>	Target	Lead Investor	Capital Raised	Sector
Nov 2022	UpStream	Coatue, Dragoneer Investment Group	\$140 million	Healthcare Technology
Nov 2022	Maven	General Catalyst	\$90 million	Women's Health
Nov 2022	Medical Informatics	Intel Capital, Catalio Capital	\$27 million	Healthcare Technology
Nov 2022	DispatchHealth	Optum Ventures	\$330 million	Mobile Health
Oct 2022	Hazel Health	Centene, Fiore Ventures	\$52 million	Telehealth
Oct 2022	HealthJoy	Valspring Capital	\$60 million	Healthcare Technology
Oct 2022	SubjectWell	Asset Management Ventures	\$35 million	Patient Recruitment
Oct 2022	Inbound Health	Allina Health System	\$20 million	Healthcare Technology
Oct 2022	Valera Health	Heritage Group	\$45 million	Behavioral Health
Sep 2022	Tempus Labs	Undisclosed	\$275 million	Drug Discovery
Sep 2022	Kyruus	Providence Ventures, Echo Health	\$35 million	Healthcare Technology
Sep 2022	LetsGetChecked	Transformation Capital, Casdin Capital	\$20 million	Healthcare Technology
Sep 2022	Upfront	Baird Capital, Echo Health Ventures	\$72 million	Healthcare Technology
Sep 2022	98point6	L Catterton, Activant Capital	\$20 million	Healthcare Technology
July 2022	Particle Health	Canvas Ventures	\$25 million	Healthcare Technology
July 2022	SteadyMD	Pelion Venture Partners, Lux Capital	\$30 million	Healthcare Technology
June 2022	Matter Health	Jordan Park	\$35 million	Primary Care
June 2022	Post Acute Analytics	Warburg Pincus, Dorilton Ventures	\$30 million	Healthcare Technology
June 2022	H1	Altimeter Capital Management	\$123 million	Healthcare Technology
June 2022	Bicycle Health	InterAlpen Partners	\$55 million	Telehealth
June 2022	CareBridge Health	Oak HC/FT	\$140 million	Healthcare Technology
May 2022	Socially Determined	Questa Capital	\$26 million	SDoH
April 2022	Reify Health	Coatue Management, Altimeter	\$220 million	Decentralized Trials
April 2022	Clipboard Health	Sequoia Capital, Muse Capital	\$30 million	Healthcare Technology
April 2022	Vytalize	Enhanced Healthcare Partners	\$50 million	Primary Care
April 2022	IntelyCare	Janus Henderson Investors	\$115 million	Healthcare Technology

# **HEALTHCARE SECTOR EQUITY PERFORMANCE**

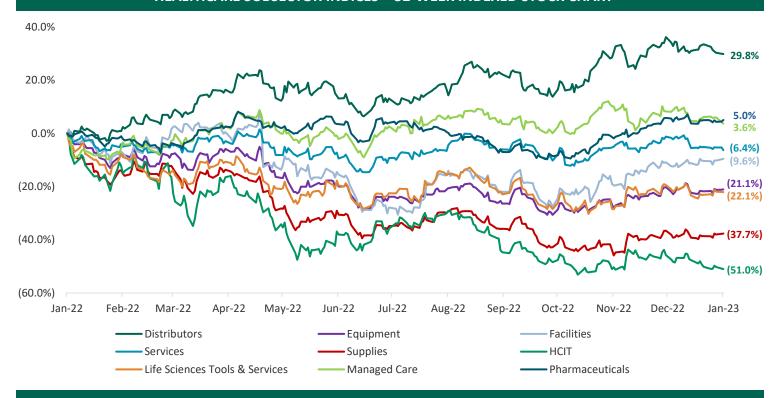
#### **NATIONAL EQUITY INDICES**

	<u>Returns</u>							
Index	<u>1-Wk</u>	<u>3-Mo</u>	<u>1-Yr</u>	<u>3-Yr</u>				
Dow Jones	1.0%	9.6%	(9.8%)	15.9%				
Nasdaq	2.0%	(6.5%)	(33.3%)	15.5%				
NYSE Healthcare	0.6%	7.0%	(1.6%)	30.3%				
Russell 2000	2.8%	0.5%	(22.0%)	6.6%				
S&P 500	1.5%	1.5%	(19.9%)	18.7%				
Average	1.6%	2.4%	(17.3%)	17.4%				

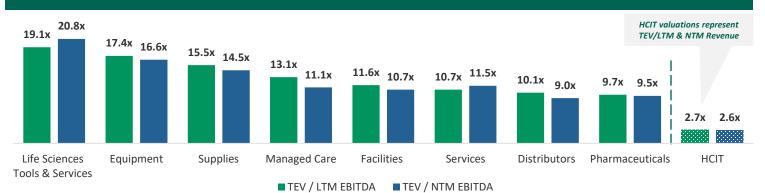
#### **HEALTHCARE SUBSECTOR INDICES**

	Returns						
Index	<u>1-Wk</u>	<u>3-Mo</u>	<u>1-Yr</u>	<u>3-Yr</u>			
Distributors	(1.3%)	10.3%	29.8%	115.7%			
Equipment	3.0%	10.3%	(21.1%)	20.0%			
Facilities	3.8%	20.2%	(9.6%)	57.5%			
HCIT	2.3%	(1.7%)	(51.0%)	16.0%			
Life Sciences Tools & Services	3.1%	3.4%	(22.1%)	57.7%			
Managed Care	(3.7%)	(1.4%)	3.6%	68.5%			
Pharmaceuticals	1.2%	13.2%	5.0%	41.4%			
Services	(0.6%)	(0.8%)	(6.4%)	29.6%			
Supplies	4.8%	7.2%	(37.7%)	13.9%			
Average	1.4%	6.8%	(12.1%)	46.7%			

#### HEALTHCARE SUBSECTOR INDICES - 52-WEEK INDEXED STOCK CHART<sup>(1)</sup>

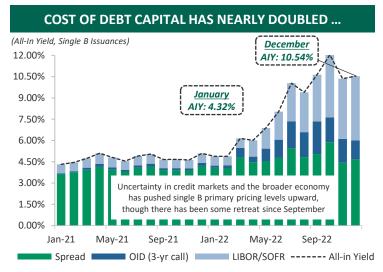


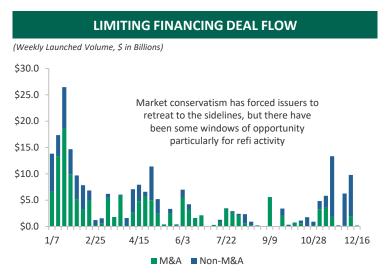
#### **HEALTHCARE SUBSECTOR INDICES – MEDIAN VALUATION MULTIPLES**



#### **DEBT CAPITAL MARKETS**

The healthcare debt market has performed in line with broader institutional debt market trends, softening the past six months as all-in-yields have spiked. However, primary OIDs and secondary bids are showing signs of stabilization, indicating that financing activity may begin to ramp up again as we head into Q1 2023





					At Issuance				Market Data (as of 1/4/23)			
			Maturity	Current				All-In	Bid	Adjusted	All-In	
Issuer	Date	Tranche Size		CFR	Tranche	Spread	Floor	OID	Yield <sup>(1)</sup>	Price	Spread <sup>(1)</sup>	YTW <sup>(1)</sup>
Healthcare Term Loan B Relative Value Analysi	is											
Healthcare IT												
ATHENAHEALTH GROUP (ATHENA)	Feb-22	\$5,900	Feb-29	B3 / B-	B2 / B-	S + 350	0.50%	99.500	4.1%	90.000	S + 600	10.4%
CALIPER SOFTWARE (SYMPSO)	Dec-20	\$1,261	Dec-27	B3 / NR	B2 / B-	S + 450	0.75%	98.500	5.6%	82.500	S + 888	13.2%
IMPRIVATA (IMPR)	Dec-20	\$745	Dec-27	B2 / B-	B1 / B-	S + 375	0.50%	99.000	4.5%	96.625	S + 459	9.0%
NTHRIVE (MEDSOF)	Dec-21	\$1,440	Dec-28	B3 / NR	B2 / B-	L + 400	0.50%	99.500	4.6%	83.625	L + 809	12.5%
POINTCLICKCARE TECHNOLOGIES (PCLK)	Ma r-22	\$400	Dec-27	B2 / B	B2 / B	S + 400	0.75%	98.500	5.1%	98.750	S + 431	8.9%
PRESS GANEY (PGND)	Feb-22	\$400	Jul-26	B3 / B-	B2 / B-	S + 375	0.75%	99.050	4.7%	91.500	S + 611	10.5%
R1 RCM (RCM)	Jun-22	\$500	Jun-29	NR / NR	Ba2/B+	S + 300	0.50%	99.000	4.8%	99.000	S + 325	7.6%
Home Care												
ACCENTCARE (ACCARE)	Jun-21	\$873	Jun-26	B3 / B-	B2 / B-	S + 400	0.00%	100.000	4.2%	67.000	S + 1341	18.7%
AVEANNA (EPIHEA)	Jul-21	\$860	Jul-28	Caa1/B-	B3 / B-	S + 375	0.50%	99.500	4.4%	76.500	S + 963	14.0%
HELP AT HOME (HAHGRO)	Apr-22	\$205	Oct-27	B2 / B-	B1 / B-	L + 500	1.00%	96.500	6.9%	95.125	L + 622	10.6%
KINDRED AT HOME (KAHPIC)	Aug-22	\$1,600	Feb-28	B3 / NR	B2 / B	S + 525	0.50%	93.000	9.3%	95.500	S + 638	10.7%
TEAM SERVICES (TEAPUB)	Aug-22	\$110	Dec-27	NR / NR	B2 / B-	S + 500	1.00%	95.000	8.6%	98.375	S + 541	9.8%
Medical Devices / Products												
COVETRUS (CVET)	Oct-22	\$1,525	Oct-29	B2 / B-	B1 / B-	S + 500	0.50%	94.000	10.4%	93.250	S + 669	11.3%
EMBECTA (EMBC)	Mar-22	\$950	Mar-29	Ba3 / B+	Ba3/B+	S + 300	0.50%	99.500	3.6%	95.375	S + 416	8.5%
ICU MEDICAL (ICUI)	Jan-22	\$850	Jan-29	Ba3/BB-	Ba3/BB-	S + 225	0.50%	99.500	2.9%	96.250	S + 319	7.6%
OWENS & MINOR (OMI)	Mar-22	\$600	Mar-29	Ba3/BB-	Ba3/BB-	S + 375	0.50%	98.500	4.6%	100.000	S + 375	8.1%
Pharma Services												
CAMBREX (CBM)	Ma r-21	\$979	Dec-26	B2 / B	B2 / B	S + 350	0.75%	99.030	4.5%	97.250	S + 419	8.6%
CATALENT (CTLT)	Feb-21	\$1,450	Feb-28	Ba3/NR	Ba1/BBB-	S + 200	0.50%	100.000	2.5%	97.750	S + 256	7.0%
MARAVAI LIFE SCIENCES (CYGNUS)	Jan-22	\$544	Oct-27	B1/NR	B1 / B+	S + 300	0.50%	100.000	3.5%	97.750	S + 356	8.2%
PAREXEL (PRXL)	Nov-21	\$2,700	Nov-28	B2 / NR	B1/B	S + 325	0.50%	99.500	3.9%	96.500	S + 413	8.5%
Physician Groups												
CANO HEALTH (CANHEA)	Jan-22	\$644	Nov-27	Caa1/NR	Caa1/B-	S + 400	0.50%	100.000	4.5%	78.500	S + 938	13.7%
DULY HEALTH & CARE (MIDPHY)	Mar-21	\$730	Mar-28	B2 / NR	B2 / B	L + 325	0.75%	99.500	4.1%	92.500	L + 513	9.5%
FOREFRONT DERMATOLOGY (DEINHO)	Apr-22	\$535	Apr-29	B2 / NR	B2 / B	L + 425	0.50%	98.000	5.3%	97.625	L + 484	9.2%
PEDIATRIC ASSOCIATES (PDASCO)	Dec-21	\$660	Dec-28	B2 / B	B2 / B	L + 325	0.50%	99.500	3.9%	95.250	L + 444	9.6%
PHYSICIAN PARTNERS (PHYPNR)	Dec-21	\$600	Dec-28	B2 / B	B2 / B	L + 400	0.50%	99.000	4.8%	94.500	L + 538	9.7%
WOMEN'S CARE (WOMENC)	Dec-20	\$360	Jan-28	B3 / B-	B2 / B-	L + 450	0.75%	99.000	5.5%	93.500	L + 613	11.3%
Staffing												İ
CHG HEALTHCARE (COMHEA)	Sep-21	\$1,580	Sep-28	B2 / B	B1 / B	S + 325	0.50%	99.500	3.9%	97.750	S + 381	8.2%
INGENOVIS (INHEAL)	Mar-21	\$675	Mar-28	B2 / B	B2 / B	L + 375	0.75%	99.500	4.6%	96.000	L + 475	9.5%
MEDICAL SOLUTIONS (MEDSOH)	Nov-21	\$1,050	Nov-28	NR / NR	B1 / B	L + 350	0.50%	99.500	4.1%	93.625	L + 509	9.5%
SOLIANT (SOLHLT)	Apr-21	\$500	Apr-28	B1 / B+	B1 / B+	L + 400	0.75%	99.250	4.9%	98.250	L + 444	8.8%
Veterinarian Services												1
MISSION VETERINARY PARTNERS (MIDVET)	Apr-21	\$690	Apr-28	B3 / B-	B3 / B-	S + 400	0.75%	99.500	4.9%	89.000	S + 675	11.1%
PATHWAY VET (PATVET)	Feb-21	\$1,265	Mar-27	B3 / B-	B2 / B-	L + 375	0.00%	100.000	3.9%	82.000	L + 825	12.7%
PETVET CARE (PEVETM)	Nov-18	\$348	Feb-25	B3 / NR	B2 / B-	L + 325	0.00%	98.500	6.2%	93.375	L + 634	11.2%
					Mean	S + 376	0.55%	98.722	4.9%	92,439	S + 573	10.2%
					Median	S + 375	0.50%	99.500	4.6%	95.250	S + 513	9.6%



# **OVERVIEW OF CITIZENS FINANCIAL GROUP**

Citizens Capital Markets & Advisory is a fast-growing full-service investment banking platform able to provide life-cycle support through industry-leading capital markets access, industry coverage expertise and a wide-ranging sponsor coverage platform

#### CITIZENS CAPITAL MARKETS PRODUCTS & CAPABILITIES

#### **Debt Capital Markets**

- ✓ 29 Managing Directors & Directors, 85+ professionals
- √ #2 middle-market sponsored/#5
  overall loan bookrunner
- Balance sheet underwriting capabilities
- ✓ Full bank and bond sales & trading capabilities

#### **Equity Capital Markets**

- ✓ 23 Managing Directors & Directors, 75+ professionals
- ✓ Full suite of underwriting and sales & trading capabilities
- ✓ Equity research covering 400+ companies providing unbiased, thoughtful research

#### **Mergers & Acquisitions**

- √ 31 Managing Directors & Directors, 75+ professionals
- ✓ Top middle-market M&A advisor with global reach
- √ 90+ transactions completed in 2021

# Comprehensive Product Suite Built on Sector Intelligence and Supported by Cohesive Coverage Model

#### **Industry Coverage**

- √ 34 Managing Directors & Directors, 95+ Industry Coverage professionals
- ✓ Intimate knowledge of covered sectors and relationships with blue-chip corporates and sector-focused sponsor industry teams
- ✓ Lead with value-add idea generation

## **Financial Sponsor Coverage**

- ✓ Seven senior coverage bankers
- √ ~200 financial sponsors, infrastructure funds, and family
  offices covered
- ✓ Active fund size ranging from \$250M to \$20B+

#### **CITIZENS FOOTPRINT**

# Retail Network Commercial Offices Citizens Capital Markets & Advisory Offices

#### CITIZENS INDUSTRY EXPERTISE



Sources: Citizens Capital Markets research

#### CITIZENS' HEALTHCARE EXPERTISE

#### CITIZENS DEAL SPOTLIGHT



2002, Founded in Springboard specializes in the sourcing and placement of highly qualified nurses and professionals catheterization labs, electrophysiology labs, and interventional radiology suites around the country, providing both short- and long-term critical care coverage.

Citizens acted as the sole financial advisor to Springboard for the sale of the business to Ingenovis Health as a result of Citizens' healthcare staffing and M&A expertise.

Citizens also acted as the Left Lead Arranger on the financing to Ingenovis in support of the acquisition.

"We are excited to leverage the resources and partnership of Ingenovis Health to pursue strategic growth opportunities and help address the critical demand for travel nurses and allied professionals"

- Catherine Pearson, Springboard EVP



MMS is an award-winning data-focused global contract research organization that supports and accelerates the drug approval process for its pharmaceutical and biotech customers. The Company maintains deep expertise in complex clinical trial data, successfully supporting over 100 submissions with zero refusals to file

Citizens was engaged by MMS Holdings as the exclusive financial advisor for the sale of a majority stake in the business to Lindsay Goldberg as a result of Citizens' industry expertise.

Citizens also acted as Joint Lead Arranger on the financing to support Lindsay Goldberg's recapitalization.

"We greatly appreciate the efforts made by Justin, Gillian and the entire Citizens team in bringing about a successful outcome for MMS. Their knowledge of the pharmaceutical services and CRO sectors, and expertise in executing transactions in the space, helped up find the perfect partner with whom to continue and accelerate our success."

- Dr. Uma Sharma, MMS CEO

**SELECT HEALTHCARE DEBT FINANCINGS** 

#### **SELECT HEALTHCARE M&A TRANSACTIONS**

























# LANTHEUS \$450,000,000 SENIOR CREDIT FACILITIES Left Lead Arranger and DECEMBER 2022







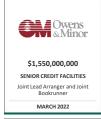








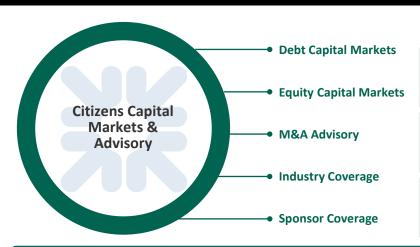








#### **CITIZENS' HEALTHCARE EXPERTISE**



#### Leading Debt Capital Markets Execution & Middle-Market M&A Advisory

#2

Sponsored MM Deal Count in LTM Q3'22

90+

M&A Transactions Completed
Annually

#1

In Peer Market Share Syndication Growth in '21 \$10M - \$100M

Average M&A Client EBITDA

300+

2021 Lead Arranged Loans

\$200M

Average M&A Client Enterprise
Value

#### Industry thought pieces with long-term sector trends, valuation analysis and competitive landscapes available upon request



503B Compounding Pharmacies



CROs



**Specialty Pharmacy** 



Value-Based Care



CDMOs



**Healthcare Staffing** 



**Payer Services** 



**Veterinary Services** 



**Clinical Technology** 



**Home Care** 



Pharma Commercialization



Women's Care



Clinical Trial
Site Management



Institutional Pharmacies



Physical Therapy



Workers' Comp



Opioid Treatment Programs



**Primary Care** 

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