Private equity and debt capital markets underpinning a sellers’ market

The pet industry across the UK, Europe and the US is thriving. The increasing trend to humanise pets is leading owners to prioritise spending on veterinary care and to seek out pet products that support this trend. UK consumers alone are spending over £11bn a year on their pets, underpinning the growth of a range of businesses including specialist retailers, food and pet accessory manufacturers, and veterinary services. This highly fragmented sector is demonstrating growth and resilient consumer spending, making it attractive to both private equity and debt lenders.

Key Observations

Private equity increasing investment through buy and build strategies

Many areas in pet care remain highly fragmented with opportunities for private equity (PE) to invest in growth platforms and pursue buy and build strategies. Significant capital and the support of a competitive financing market are underpinning activity. Examples include Linnaeus Group, AniCura, Independent Vetcare and Medivet in veterinary services, and Armitage Pet Care in pet products.

Lenders are attracted to sustainable growth characteristics

The small outlay per item and potentially less discretionary nature of spend demonstrates the resilience of the sector through the economic cycle. With strong margins and cash generation appealing to lenders, they are playing an important role in supporting mid-cap buy-outs and the growth of buy and build platforms. Attractive lending packages are on offer to high quality business with providers of high value-added pet services able to achieve leverage well in excess of 5x EBITDA.

Mid-market private equity has a successful track record

PE has established a track record of developing successful platforms and then exiting well to larger PE and strategic acquirers. Some strategic players are looking to buy an established brand and platform which they cannot easily replicate, as illustrated by the recent high-profile exits of Sovereign Capital-backed Linnaeus Group and Nordic Capital-backed AniCura to Mars Petcare, a newly active acquirer in the UK and Europe.

New opportunities attracting attention

Increasing competition for assets and rising valuations mean some investors are starting to look at fast-growing ancillary markets such as pet insurance, practice solutions and analytics IT, grooming, nutrition, health biotech, devices and pet pharmacy businesses. The lifestyle of pets is becoming more sophisticated and so will the investment platforms.
How lenders are looking at the pet care sector

Many lenders are attracted to the sector’s positive market trends and the favourable credit characteristics of specialty retailers, niche product manufacturers and veterinary services (see Figure 1). They are supporting private equity investment and acquisition activity across the sector with a range of capital structures.

- Crescent Capital provided the unitranche funding to support Rutland Partners’ acquisition of pet product specialist Armitage Pet Care
- EQT Partners’ acquisition of Independent Vetcare was supported by £250m of facilities provided by a range of senior lenders including HSBC, SEB, SMBC, Bank of Ireland and Royal Bank of Scotland
- Alcentra provided unitranche term debt to support Sovereign Capital-backed Linnaeus Group’s acquisition of Village Vet. Investec later provided additional super senior facilities to the combined group to further support their growth.

CASE STUDY: JOLLYES – DEBT-FUNDED MANAGEMENT BUY-OUT

Founded in 1935, Jollyes is the UK’s second largest pet retailer with over 70 superstores and concessions. It sells pet products and services, and has expanded its offering to include grooming and veterinary services in store.

Kester Capital wanted to secure lending to support the acquisition of Jollyes and implement the management team’s business plan.

UK retail is not currently favoured by lenders. However, the overall market backdrop of the sector and the quality of both the Kester Capital business plan and the management buy-in team provided material credit support to outweigh concerns over UK consumer spending.

We achieved a flexible and durable market-leading lending package with HSBC.

Figure 1: How lenders are assessing the pet sector

**Introduction**

**SPECIALTY RETAIL**

**CREDIT POSITIVES**

- Less discretionary nature of spend
- Highly resilient segment in UK retail
- Integrated offering of other higher margin services, for example vet and grooming

**CREDIT FOCUS AREAS**

- Financial performance through the cycle
- Margins, cash generation and rent obligations
- Brand strength and differentiation
- Competitive position / threats
- Online position

**ACHIEVABLE LEVERAGE: 2.0x-3.0x**

**NICHE PRODUCTS – FOOD AND ACCESSORIES**

**CREDIT POSITIVES**

- Positioning typically in premium end of market, favourable due to strong growth
- Typically sticky customer base
- Strong margins throughout niche markets
- Online exposure

**CREDIT FOCUS AREAS**

- Customer concentration and relationships
- Competitive position and differentiation
- Exposure to raw material costs and foreign exchange (FX) movement
- Supplier concentration / barriers to entry
- IP ownership and brand strength

**ACHIEVABLE LEVERAGE: 3.0x-4.5x**

**VETERINARY AND OTHER PET SERVICES**

**CREDIT POSITIVES**

- Highly resilient
- Non-discretionary spend
- Very sticky customer base
- Strong buy and build opportunity
- Economies of scale

**CREDIT FOCUS AREAS**

- Overly ambitious roll-out
- New entrants into market, for example specialty retail offering co-located vet and grooming services
- New entrants into more commoditised higher margin services

**ACHIEVABLE LEVERAGE: 5.0x+++**

Recent pet and vet related debt transactions

<table>
<thead>
<tr>
<th>COMPANY</th>
<th>SPONSOR</th>
<th>LENDER</th>
<th>DATE</th>
<th>AMOUNT</th>
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</thead>
<tbody>
<tr>
<td>VetPartners</td>
<td>August Equity</td>
<td>Ares</td>
<td>2018</td>
<td>£500m</td>
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<td>Jollyes</td>
<td>Kester Capital</td>
<td>HSBC</td>
<td>2018</td>
<td>ND</td>
</tr>
<tr>
<td>Independent Vetcare</td>
<td>EQT Partners</td>
<td>U/W</td>
<td>2018</td>
<td>£150m</td>
</tr>
<tr>
<td>Lintbells</td>
<td>Inflexion</td>
<td>ND</td>
<td>2018</td>
<td>ND</td>
</tr>
<tr>
<td>Armitage Pet Care</td>
<td>Rutland Partners</td>
<td>Crescent Capital</td>
<td>2017</td>
<td>ND</td>
</tr>
<tr>
<td>Linnaeus Group</td>
<td>Sovereign Capital</td>
<td>Investec</td>
<td>2017</td>
<td>ND</td>
</tr>
<tr>
<td>Village Vet(2)</td>
<td>Sovereign Capital</td>
<td>Alcentra</td>
<td>2017</td>
<td>ND</td>
</tr>
<tr>
<td>MPM Products</td>
<td>ECI Partners</td>
<td>HSBC</td>
<td>2016</td>
<td>£10m</td>
</tr>
</tbody>
</table>

1 Combination of debt and equity
2 Village Vet is part of the Linnaeus Group

Source: Company websites

Figure 1: M&A volumes increasing across pet care

Source: S&P Capital IQ
Private equity – scale through consolidation

PE continues to be an important investor across the sector, attracted to the combination of organic growth and consolidation opportunities in a fragmented and recession-resilient sector.

Veterinary practices in the UK are largely independently owned and operated by individual vets. PE is acquiring strong platforms and growing these rapidly to achieve economies of scale, for example by investing in professionalising drug procurement and funding multiple acquisitions in premium locations.

- Examples include Linnaeus Group, the veterinary group established in 2014 following Sovereign Capital’s platform investment in Willows Veterinary Centre and Referral Services; EQT Partners’ acquisition of pan European provider Independent Vetcare from Summit Partners; and Inflexion Private Equity’s acquisition of Medivet.

As demand for veterinary practices grows, it is likely that valuations will rise and PE will increasingly look to ancillary markets with high levels of growth such as pet insurance, grooming, accessory products, pet nutrition and medicine. For example, Inflexion’s recent investment in pet nutritional supplements producer Lintbells will be used to develop new products, accelerate international expansion and gain scale in a fragmented market.

Rising spending on premium food and accessories

The UK is the fourth largest pet market globally with sales of dog food and treats worth £2.65bn and £449m respectively in 2016. The demand for pet food and treats which emphasise wellbeing and nutritional benefits using high quality ingredients is rising. Newer brands such as Lily’s Kitchen, backed by L Catterton, and Piper-backed Barking Heads are gaining market share and high levels of customer loyalty through continued investment in brand marketing, international expansion and developing their e-commerce platforms.

Unlike the major FMCG players, PE is prepared to invest early in the lifecycle of innovative brands. Secondary and even tertiary buy-outs are common as specialist investors use their skills to invest in brand marketing and product development, and to professionalise the underlying business. Nestle’s recent acquisition of tailor-made dog nutrition business Tails.com marks the first acquisition by a major player of a direct-to-consumer pet food producer. Tails.com was originally backed by venture capital fund Draper Esprit.

PE has a successful exit track record

The last few years have seen a number of successful exits to financial investors and strategic acquirers to support future growth.

- Summit Partners acquired Independent Vetcare from August Equity in 2011 and tripled EBITDA before exiting to EQT in 2016. Cinven’s recent acquisition of Partner in Pet Food from Pamplona followed Pamplona’s €315m acquisition of the business from Advent International in 2015.

- Mars Petcare, a serial acquirer in the US, is using its recent acquisitions of Nordic Capital-backed AniCura and Sovereign Capital-backed Linnaeus Group to gain access to the European and UK markets. Both deals are significant and represent two of the largest transactions in the sector to date – the AniCura exit was an estimated 7x EBITDA return for Nordic Capital.

Selected private equity investors with pet-related portfolio companies

<table>
<thead>
<tr>
<th>Private equity investor</th>
<th>Investment date</th>
<th>Select acquisitions</th>
<th>Business area</th>
</tr>
</thead>
<tbody>
<tr>
<td>AAC Capital</td>
<td>2016</td>
<td>Yarrah</td>
<td>Organic dog and cat food</td>
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<td>August Equity</td>
<td>2015</td>
<td>Pet Cremation Services</td>
<td>Pet cremation</td>
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<td></td>
<td>2015</td>
<td>VetPartners</td>
<td>Veterinary services</td>
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<tr>
<td></td>
<td>2014</td>
<td>Origin Group</td>
<td>Farm veterinary services</td>
</tr>
<tr>
<td>Bridges Ventures</td>
<td>2013</td>
<td>The Vet</td>
<td>Veterinary services</td>
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<tr>
<td>Cinven</td>
<td>2018</td>
<td>Partner in Pet Food</td>
<td>Pet food manufacturer</td>
</tr>
<tr>
<td>EQT</td>
<td>2016</td>
<td>Independent Vetcare</td>
<td>Veterinary services</td>
</tr>
<tr>
<td></td>
<td>2014</td>
<td>Evidensia</td>
<td>Veterinary services</td>
</tr>
<tr>
<td>ECI</td>
<td>2016</td>
<td>MPM</td>
<td>Natural pet foods</td>
</tr>
<tr>
<td>Inflexion</td>
<td>2018</td>
<td>Lintbells</td>
<td>Nutritional supplements</td>
</tr>
<tr>
<td></td>
<td>2017</td>
<td>Medivet</td>
<td>Veterinary practices</td>
</tr>
<tr>
<td></td>
<td>2016</td>
<td>Kynetec</td>
<td>Market data to the agriculture and animal health market</td>
</tr>
<tr>
<td>Piper</td>
<td>2017</td>
<td>Pet Food UK</td>
<td>Natural pet food</td>
</tr>
<tr>
<td></td>
<td>2015</td>
<td>Forthglade</td>
<td>Natural wet food</td>
</tr>
<tr>
<td>Rutland Partners</td>
<td>2017</td>
<td>Armitage Pet Care</td>
<td>Pet treats and accessories</td>
</tr>
<tr>
<td>Waterland Private Equity</td>
<td>2016</td>
<td>United Petfood</td>
<td>Dry cat and dog food</td>
</tr>
</tbody>
</table>

Source: Company websites
Selected deals

Pet care

SMBO ACQUIRED BY

SALE TO

ACQUISITION FINANCING

PLACING

MBO

SALE TO

ACQUIRED

Other Consumer

SMBO

SALE TO

ACQUIRED BY

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