Scott Moses Solomon Partners

Grocery Strategic Update: 12 Things You Might Not Know...

September 19, 2022



12 Minutes.

12 Things You Might Not Know...

Scott Moses Head of Grocery, Pharmacy & Restaurants Advisory Group



Scott Moses

Managing Director

Head of Grocery, Pharmacy & Restaurants Group

Member of the Firm's Operating Committee

+1-212-508-1675 scott.moses@solomonpartners.com

Top 50: Americas M&A





Scott Moses is a Managing Director, Head of the Grocery, Pharmacy & Restaurants Investment Banking Group at Solomon, and a member of the Firm's Operating Committee. He specializes in retail sector strategic and financial advice, with a focus on mergers, acquisitions, sales and divestitures of traditional and specialty food & drug retailers and restaurants.

Mr. Moses has advised clients in some of the largest and most significant retail M&A transactions over the past two decades, with a combined transaction value of over \$50 billion. He has been named to the "Top 50: Americas M&A Dealmakers" list by Global M&A Network (2013) and "40 Under 40" lists of promising finance professionals by IDD (2011) and The M&A Advisor (2015).

Mr. Moses' numerous food retail clients, many of which are family-owned, have included: Kroger (on its \$800 million acquisition of Roundy's); Boxed (on its merger with Seven Oaks Acquisition Corp.); Imperfect Foods (on its pending sale to Misfits Market), Sprouts Farmers Market (on its merger with Henry's Farmers Market, which was then owned by Apollo); Sunflower Farmers Market (on its merger with Sprouts Farmers Market); New Seasons Market (on its sale to Emart / Good Food Holdings); Cardenas Markets (KKR) (on its sale to Apollo); The Save Mart Companies (on its sales to Oak Street Real Estate Capital and Kingswood Capital); Price Chopper / Market 32 (on its merger with Tops Markets); Save A Lot (on its ~\$1bn recapitalization and retail conversion store sales); Southeastern Grocers (on its sales of Bi-Lo to Ahold Delhaize and Alex Lee, and Rx assets to CVS and Walgreens); El Rancho (on its strategic growth investment by Albertsons); Mi Pueblo (on its sale to KKR/Cardenas); Fairway Markets (on its sale of stores to Village Super Market, Key Food, Amazon and Bogopa); Kings and Balducci's (on its sale to Albertsons); Lucky's Market (on its sales to various acquirers including Aldi, Publix, Southeastern Grocers, Dollar General and the founders, Bo and Trish Sharon, et. al., as well as its original strategic growth investment by Kroger); Best Market (on its sale to Lidl US); Martin's Super Markets (on its sale to SpartanNash); Pro's Ranch Markets (on its sale of its California Region stores to Vallarta); Supervalu (on its sale of Shop 'N Save to Schnuck Markets); United Supermarkets (on its sale to Albertsons); Central Grocers (on its sale of Strack & Van Til to Indiana Grocery Group and its sale of its DC to Supervalu); Marsh Supermarkets (on its sales to Kroger and Fresh Encounter); Fred's (on its sale of Rx assets to Walgreens and CVS); Haggen Food & Pharmacy (on the sale of its core business to Albertsons; the sale of its non-core stores to Smart & Final, Albertsons, Gelson's, Sprouts, Stater Bros., 99 Ranch and Bristol Farms, et. al.; and its previous operating company sale to Comvest Partners, family-owned real estate sale to Merlone Geier and Rx assets sale to Walgreens); and Weis Markets (on its sale of SuperPetz to Petco).

Mr. Moses also worked on **Cerberus**' acquisition of **Albertsons** "non-core" stores (as part of a \$17.4 billion acquisition consortium); **Ahold's** \$7.1 billion sale of U.S. Foodservice to KKR and CD&R; **Jean Coutu's** \$3.4 billion sale of **Eckerd Drugs and Brooks Pharmacy** to Rite Aid; **Caremark's** \$22 billion merger with **CVS**; **Seven & I's** \$1.3 billion take-private of **7-Eleven**; **GameStop's** \$1.4 billion acquisition of Electronics Boutique and **GameStop's** \$700 million spin-off from **Barnes & Noble**.

Mr. Moses was previously the Head of Food, Drug and Specialty Retail Investment Banking at Sagent Advisors, prior to which he worked in the retail investment banking groups at JPMorgan, Citigroup and Dresdner Kleinwort Wasserstein (Wasserstein Perella).

Mr. Moses has been quoted numerous times as a thought leader in various business and grocery media outlets, including Forbes, Reuters, The Wall Street Journal, Food Dive, Progressive Grocer, The Shelby Report, Supermarket News and Winsight Grocery.

Education

Mr. Moses graduated summa cum laude from the University of Pennsylvania, with a B.A. in Political Science. He received a J.D./M.B.A. from Columbia University, where he was a Harlan Fiske Stone Scholar and an executive editor of the Columbia Business Law Review.

Not-For-Profit Affiliations

Mr. Moses sits on the Board of Directors of UpLift Solutions, a national nonprofit organization that works with food retailers, governments and other constituents to bring full-service grocery stores to underserved markets across the country.

Mr. Moses is also a Fellow of the Culinary Institute of America.

JANUARY 2021

KINGS

BALDUCCI'S

Solomon's Grocery, Rx & Restaurants Team's Extensive Experience





AUGUST 2022

JULY 2020







DECEMBER 2021









Serving As Financial Advisor

To Pharmaca

DECEMBER 2018





Served As Financial Advisor

To Southeastern Grocers

DECEMBER 2018

NOVEMBER 2016

Southeastern Grocers

Sale Of Selected

Pharmacy Assets To

APRIL 2021













Seabra foods H HITCHCOCK'S

Served As Financial Advisor

To Lucky's Markets

Schnucks



SEPTEMBER 2017

central grocers

Sale Of Selected

Assets To

APRIL 2020

\$1,038,000,000



AUGUST 2017

Strack & Van Til

Sale Of Selected

Assets To

Indiana Grocery

DECEMBER 2019

NEW SEASONS

<u>NewLeaf</u>



JULY 2017

Sale Of Selected

Assets To



To Best Market

DECEMBER 2016

Mi Pueblo A

Sale To











Acquisition Of



Served As Financial Advisor





Spin-Off Of



Co-Manager

DECEMBER 2015

\$800,000,000

Kroger

Merger With





To El Rancho







To Strack & Van Til

Served As Financial Advisor

Group

Kroger

Served As Financial Advisor To Marsh Supermarkets



Served As Financial Advisor To Mi Pueblo Food Center **DECEMBER 2013**

United

supermarkets

Sale To

Served As Financial Advisor To Southeastern Grocers



Sale Of Core Business To



Served As Financial Advisor

To Haggen OCTOBER 2012



Strategic Partnership With



Served As Financial Advisor

To Lucky's Market

ROUNDY S. Served As Financial Advisor To Kroger

JULY 2011





To Haggen



Served As Financial Advisor To Gristedes **NOVEMBER 2010**

NOVEMBER 2014



Valuation Advisory

Served As Financial Advisor To Kroger **APRIL 2008**

MAY 2014



Rainbow a Subsidiary Of

JUNE 2007

\$3,400,000,000

To Lunds & Byerly's

ROUNDY S.

Albertsons Served As Financial Advisor

Served As Financial Advisor To United Supermarkets **MAY 2007**





SPROUTS

To Sunflower Farmers

Market

MARCH 2007



Served As Financial Advisor

DEVELOPMENT

COMPANY LLP

To Briar Development **JUNE 2006**

\$17,400,000,000







To Haggen











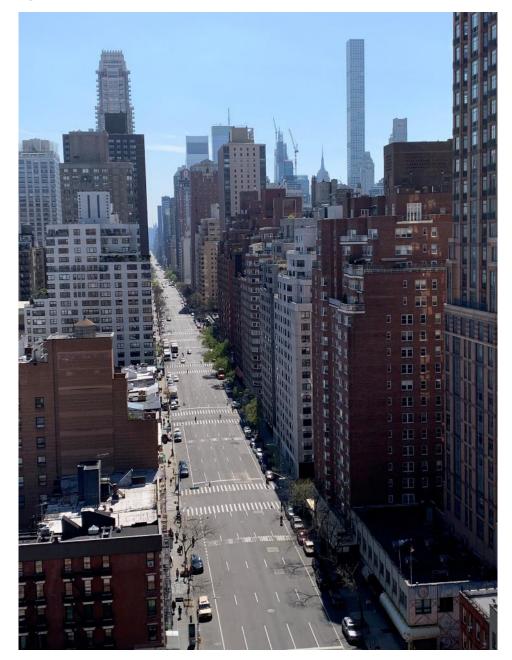






SOLOMON

1. New York City - April 19, 2020, 2:25pm ET



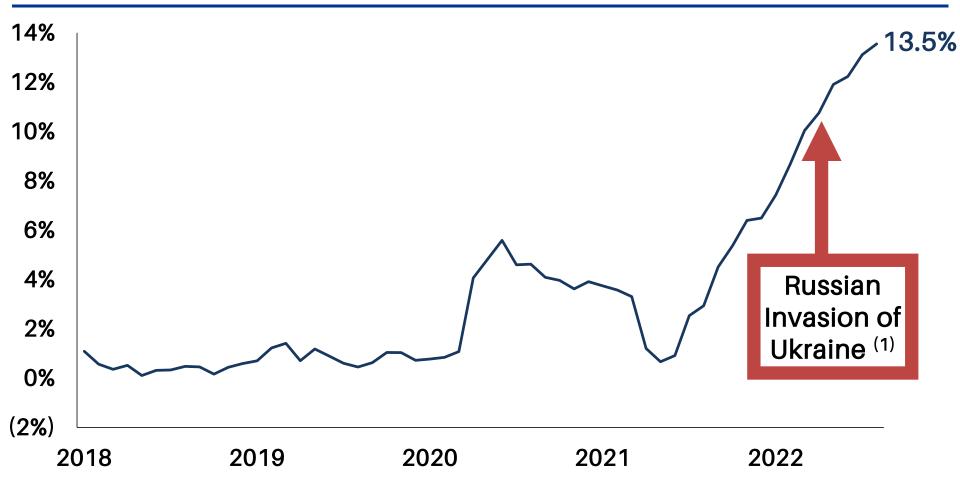
1. The Grocery Sector as a Business School Case Study

- 1. Macroeconomics
 - Elevated Grocery Demand New Normal
 - Price Transparency
 - Households Struggling With Extreme Food Inflation
- 2. Microeconomics Rise of Non-Traditional Grocery Giants
 - Online Grocery
 - Share of Stomach vs. Restaurants
- 3. Corporate Finance
 - Relative Cost of Capital
 - Investment Arms Race
- 4. Fragmented Sector Department Store Sector Parallel

2. While Ukraine Supply Chain and Energy Cost Issues Have Exacerbated Food Inflation...

Grocery Giants can absorb cost inflation much better than smaller supermarket chains

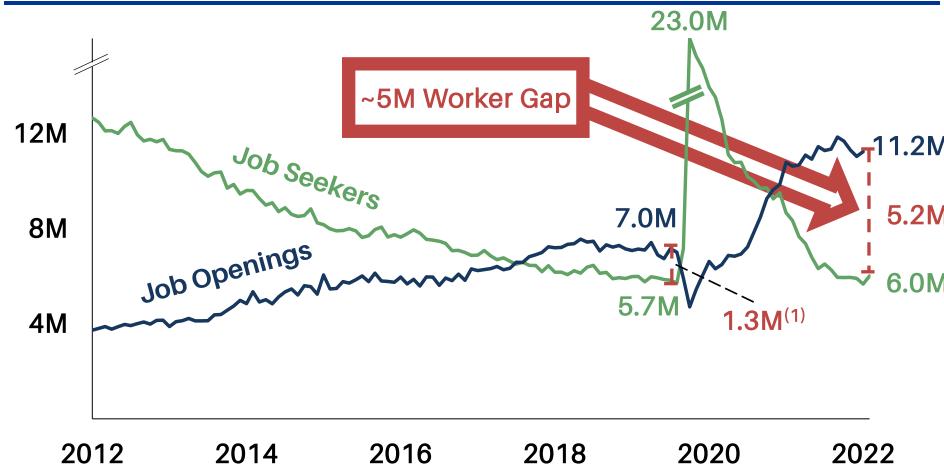
CPI Food at Home



2....There Are Other Reasons For Grocery Inflation...

Job Openings currently outnumber Job Seekers by 5.2 million

Job Openings vs. Job Seekers: 2012-Present



1) As of February 2020.

2....Labor Force Participation Continues to be Very Low...

If Labor Force Participation remained at December 2019 levels, we'd have 2.5 million more Job Seekers

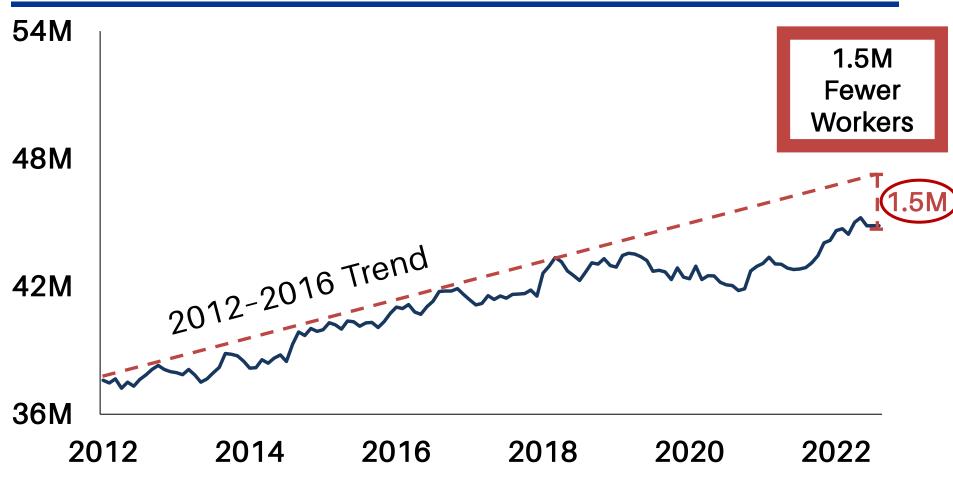
Labor Force Participation: 2017-Present



2....Immigrant Labor Growth Has Stalled Relative to Historical Trends

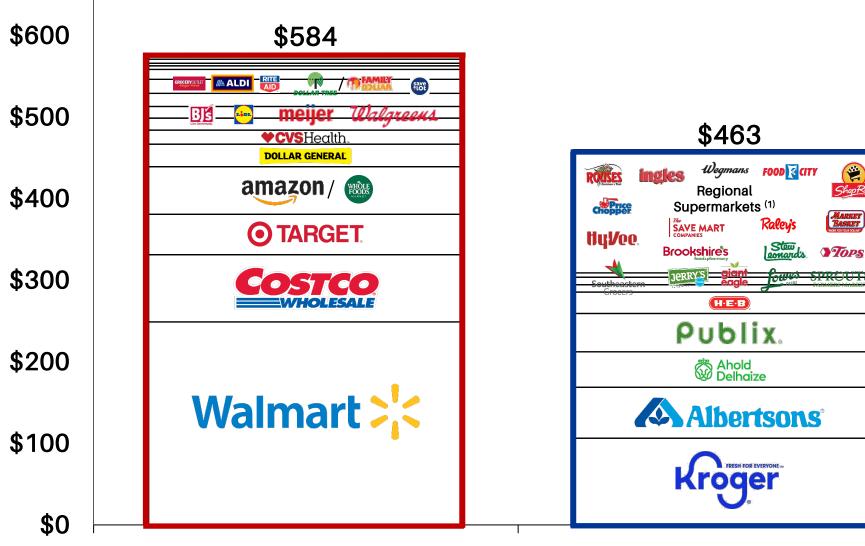
There would be ~1.5 million more Job Seekers were there not material immigration dislocation from 2017 to 2021

US Immigrant Working-Age Population: 2012-Present



3. Non-Traditional Grocers Account for Far More Grocery Sales than Traditional Supermarkets

(\$ In Billions)



Non-Traditional Grocery Sales

Supermarket Grocery Sales

4. Most Top U.S. Grocers Are Not Traditional Supermarkets

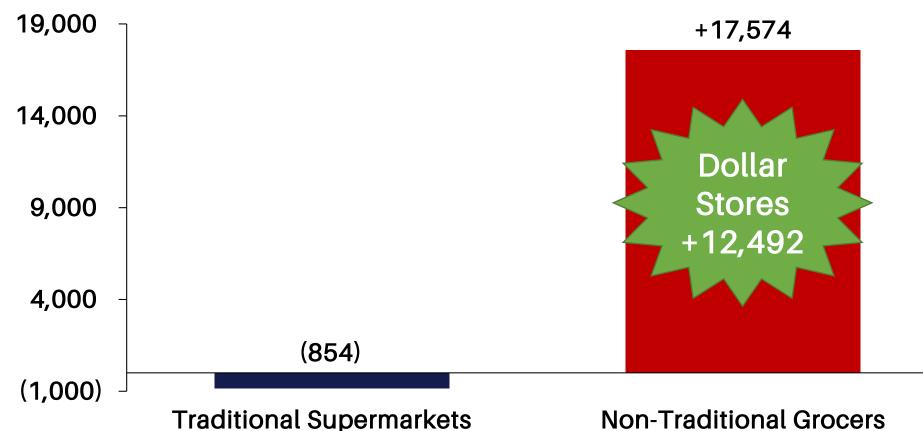
(\$ In Billions)

#	Company	Grocery Sales	% Market Share
1	Walmart 🔆 / sam's club	\$257	25%
2	Kroger	\$109	10%
3	COSTCO.	\$83	8%
4	Albertsons	\$62	6%
5	amazon / WHÔLE FOODS	\$58	6%
6	⊙ TARGET₀	\$50	5%
7	Publix.	\$47	4%
8	Ahold (USA) Delhaize	\$44	4%
9	DOLLAR GENERAL	\$28	3%
10	H-E-B	\$26	3%
11	♥CVS Health	\$17	2%
12	//≜ ALDI	\$17	2%
13	DOLLAR TREE / PAMILY	\$16	2%
14	Walgreens	\$14	1%
15	TRADER JOE'S	\$13	1%

"Non-Traditional" Grocers

5. Non-Traditional Grocers - Particularly Dollar Stores - Are Growing Rapidly as the # of Supermarkets is Shrinking

Change in Number of Traditional v. Non-Traditional Grocers, 2010-2020

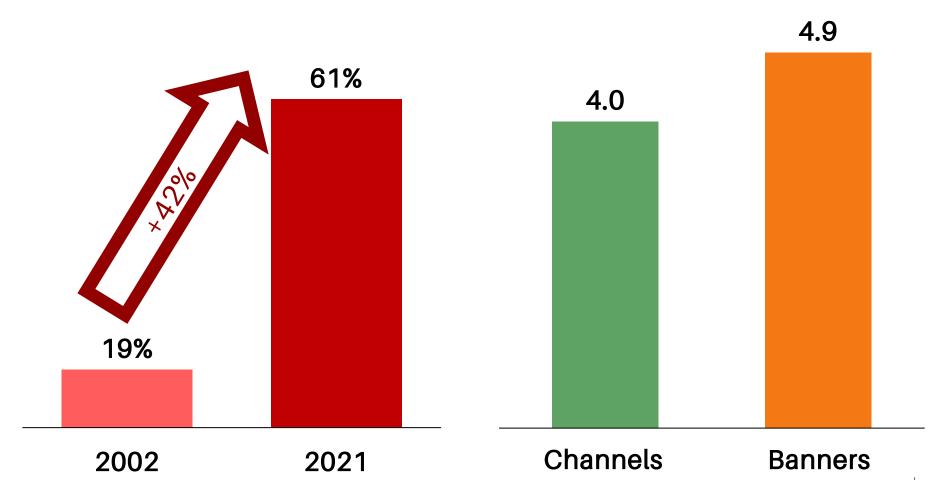


2020 Stores: 26,065 66,165

2010 Stores: 26,919 48,591

6. Non-Traditional Grocers Are the "Primary Store" for Most Consumers, Who Shop at Multiple Channels and Banners Every Week

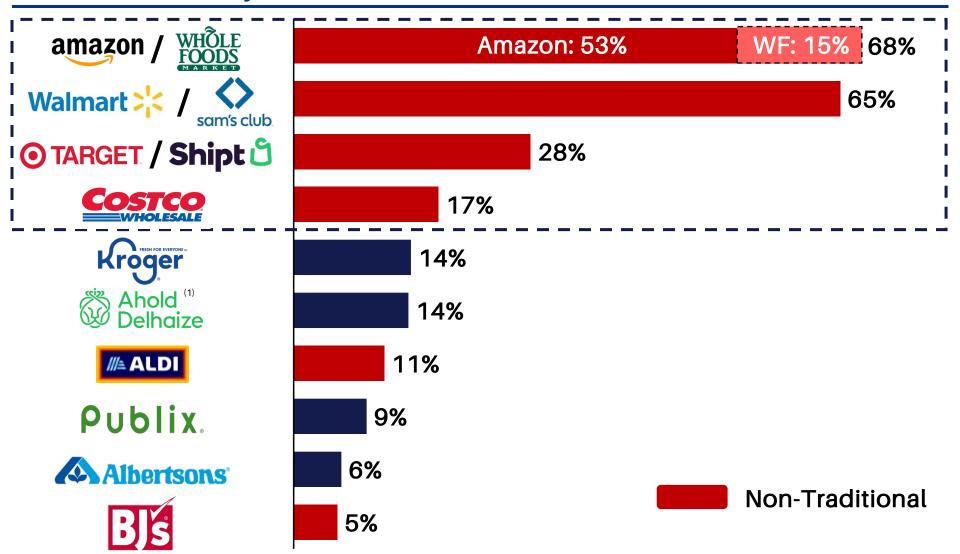
Non-Traditional Grocers as Shoppers' Primary Store Channel (2002-2021) Number of Channels and Banners Shopped by Average Consumer (2021)



7. Larger Operators Generally Have a Higher Credit Rating and Lower Cost of Capital than Smaller Peers \$588B (\$ In Billions) Walmart (Aa2 / AA) \$500 \$300 amazon **CVS**Health. (Baa2 / BBB) \$250 .TM Revenue \$200 Kroaer (A1/A+)(Baa1 / BBB) \$150 (Baa2 / BBB) Walgreen. \$100 TARGET (A2/A) Ahold Delhaize (Baa2 / BBB) (Ba3 / BB-) \$50 unfi (Caa1/ (Baa2 / BBB) (Baa2 / BBB) (B3 / B-CCC+ BB-BB+ BBB- BBB BBB+

7. Amazon / Whole Foods, Walmart, Target and Costco Dominate Online Grocery

% of Online Grocery Penetration (LTM)



~30x

Kroger

>650x

Ingles

8. Amazon's Valuation Exceeds All Major Public U.S.

Grocers, <u>Combined</u>

(\$ In Trillions)

\$1.6

\$1.4 Trillion

\$1.2

\$0.8

\$0.4





 $\sim 3x$

Walmart

\$1.2 Trillion⁽¹⁾



8. Amazon's Covid Valuation Increase is Nearly 2x All Other Grocers, *Combined*

Market Cap Growth Since January 2020

(\$ in Billions)

\$442



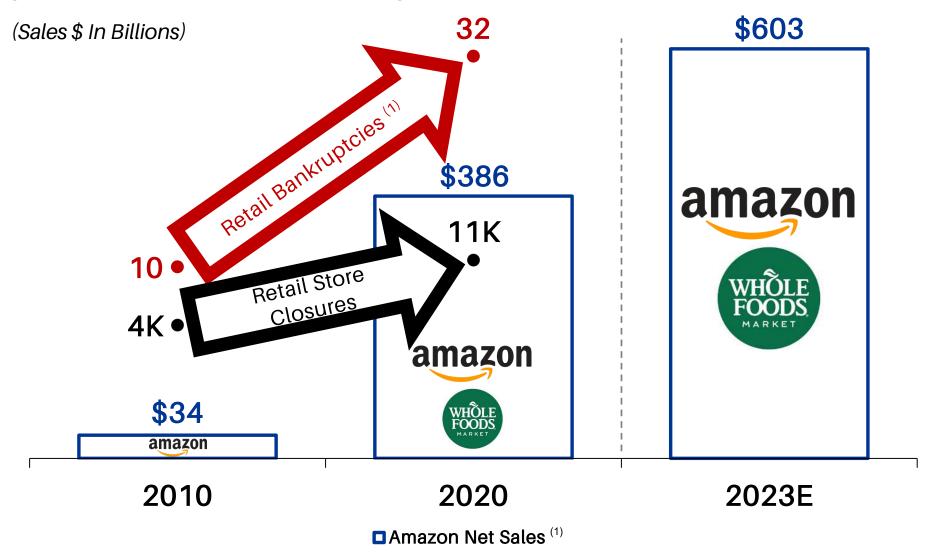
\$235

All Other Public Grocers (1)

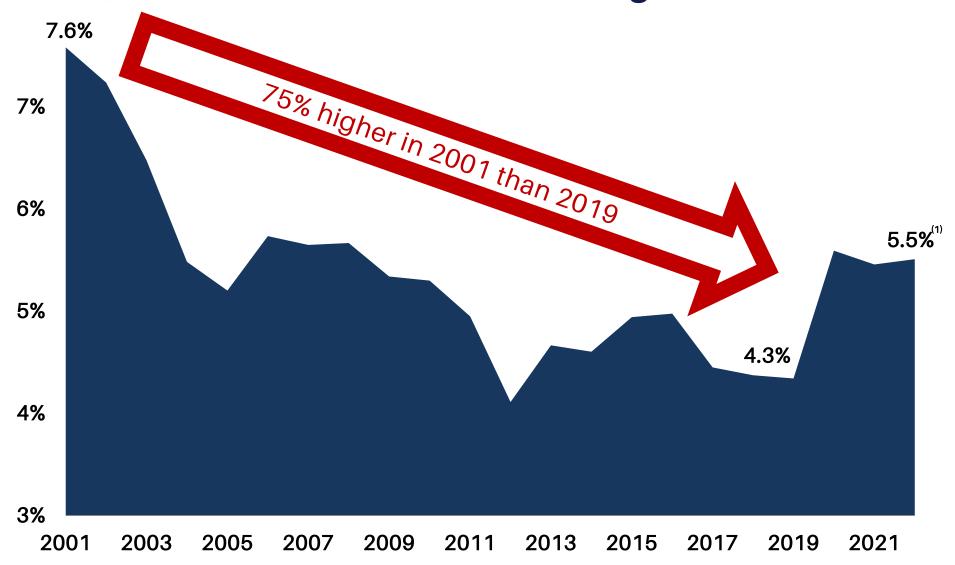
9. Amazon's Ascension - The Impact on Retailers



Retail Bankruptcies and Retail Store Closures continue to climb as Amazon capitalizes on pandemic-induced shifts in consumer preferences

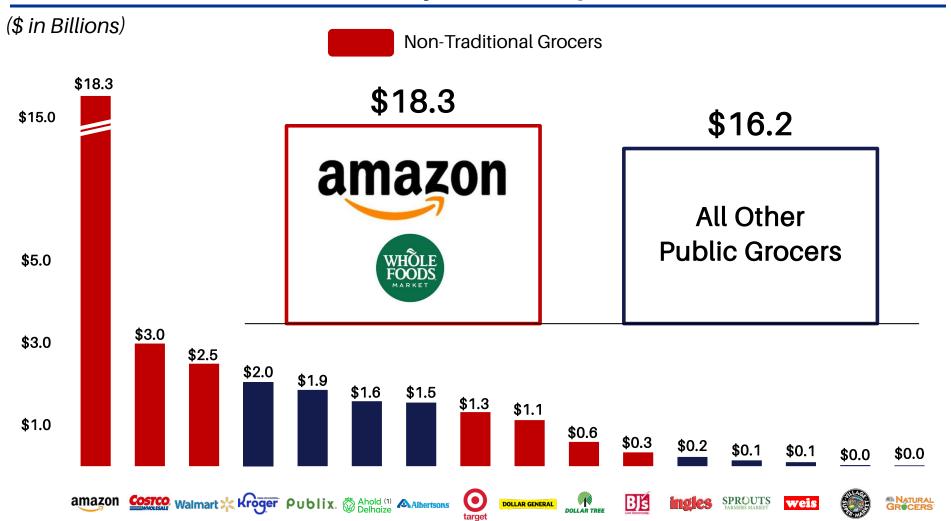


9. Traditional Grocer EBITDA Margins Have Meaningfully Declined in the Past Twenty Years, Particularly Before Covid, the Effects of Which are Receding



9. Larger Operators, Particularly Amazon, Have Generated Extraordinary EBITDA Dollar Growth During the Pandemic

LTM EBITDA Growth from January 2020 to September 2022



10. Most of America's Largest Grocers Have Grown by Strategic Consolidation



10. Various Private Equity Firms Have Had Great **Success Investing in Grocery Consolidation**

Dotted boxes represent acquisitions through one investment

Sponsor

Relevant Investments



The Yucaipa Companies



















Freeman Spogli & Co.











FredMeyer SAFEWAY () STOP & TUNO'S Randalls.













FOOD LESS.

Q5mart

cerberus



















PAVILIONS GENUARDIS

Source: Capital IQ, Crunch Base, Pitchbook

 a) Apollo acquired Smart & Final first in 2007 and a second time in 2019. b) Smart & Final acquired Henry's in 2007 and sold it to Sprouts in 2011.

10. Grocery Consolidation in the Next 30 Years Likely Replicates Department Store Consolidation in the Past 30 Years

Department Store Landscape

Grocery Landscape

1990



Current



Current



Future



11. Chair Lina Khan Presciently Predicted Amazon's Rapid Grocery Growth and Consequences on Rival Grocers

Amazon Bites Off Even More Monopoly Power

By Lina M. Khan

June 21, 2017

"Buying Whole Foods will enable Amazon to leverage and amplify the extraordinary power it enjoys in online markets and delivery, making an even greater share of commerce part of its fief... By bundling services and integrating grocery stores into its logistics network, the company will be able to shut out or disfavor rival grocers."

- FTC Chair Lina Khan, *The New York Times* Op-Ed, following Amazon's Whole Foods acquisition announcement [Emphasis added]

Source: https://www.nytimes.com/2017/06/21/opinion/amazon-whole-foods-jeff-bezos.html

11. Every Day the FTC Delays Smaller Grocer Mergers Trying to Build Scale Required to Compete, They Help the "Grocery Giants" Continue to Dominate and Usurp Share



12. Millions of Americans Rely on Good Jobs With Traditional Grocers

Grocers	Grocery Sales (\$B)	Grocery Stores	Employees
Kroger	\$109	2,721	420,000
Albertsons'	\$62	2,273	290,000
Publix.	\$47	1,296	232,000
Ahold Delhaize usa	\$44	2,048	239,000
UNFI	\$28	76	28,300
H-E-B	\$26	319	145,000
C&S wholesale grocers	\$25	630	13,800
Wakefern	\$18	361	80,000
//≟ ALDI	\$17	2,166	25,000
meijer	\$15	258	73,445
TRADER JOE'S"	\$13	530	10,000
th/Nec	\$12	285	93,000
Associated Wholesale Grocers	\$11	N/A	5,500
Wegmans	\$10	107	52,000
Southeastern Grocers	\$9	419	45,000
gianteagle	\$9	488	36,850
WinCo FOODS	\$8	134	20,000
MARKET BASKET	\$5	87	26,000
SPROUTS FARMERS MARKET	\$4	378	31,000
weis	\$4	197	24,000
ingles	\$2	198	26,000
Other U.S. Grocers	~\$170	~12,000	~600,000
Total	~\$650	~27,000	~2,515,000

SUPERMARKET NEWS A Grocery 'Christmas Carol': The Ghost of Supermarkets' Future

As the holidays and a new year approach, Solomon Partners' Scott Moses takes a look at supermarkets' past, present and future

Scott Moses | Dec 20, 2021

Scott Moses is a Managing Director and Head of Grocery, Pharmacy & Restaurants Investment Banking at Solomon Partners, the M&A investment banking advisory firm. He writes a quarterly column for Supermarket News about sector trends, including operating, valuation and strategic dynamics.



One of the most impactful books I read as a boy was A Christmas Carol by Charles Dickens. I was recently inspired to re-read the book. As many readers know, the classic story revolves around the life — and potential demise — of Ebenezer Scrooge, a mean, miserly counting house owner who only learns to appreciate the error of his ways when he is reminded of the past, sees the present from another angle and is given a horrifying glimpse into his future were he not to make amends. In this fictional world, Scrooge gets the opportunity to pivot, change his life and enhance not only his own future, but that of the good people around him, many of whom rely on him. There is bona fide wisdom in this story.

Key Takeaways - 12 Things You Might Not Have Known

- 1. Macro, Micro and Cost of Capital Challenges on Grocers
- 2. Inflation Not Only Caused By Ukraine; Low Labor Participation and Immigration
- 3. Non-Traditional "Grocery Giants" Majority of US Grocery Sales
- 4. 10 of 15 Top American Grocers are NOT Traditional Supermarkets
- 5. Dollar Grocery Stores' Meteoric Growth
- 6. Non-Traditional "Grocery Giants" "Primary Shop" > 60% of Americans
- 7. Grocery Giants' Very Low Cost of Capital Fueling Investment Arms Race
- 8. Amazon Worth More Than All Other Grocers *Combined*
- 9. Smaller Grocers Margins were 75% Higher 20 Years Ago vs. Pre-Covid
- 10. US Grocery Sector Today Looks Like Department Stores 30 Years Ago
- 11. FTC Knows Amazon Impact on Grocery; Can Help Level Grocery Playing Field
- 12. Millions of Americans Rely on Grocery Jobs Pillars of Our Communities

Disclaimer

This document is a marketing presentation. It has been prepared by personnel of Solomon Partners or its affiliates and not by Natixis' research department. It is not investment research or a research recommendation and is not intended to constitute a sufficient basis upon which to make an investment decision. This material is provided for information purposes, is intended for your use only and does not constitute an invitation or offer to subscribe for or purchase any of the products or services mentioned. Any pricing information provided is indicative only and does not represent a level at which an actual trade could be executed. Natixis may trade as principal or have proprietary positions in securities or other financial instruments that are the subject of this material. It is intended only to provide observations and views of the said personnel, which may be different from, or inconsistent with, the observations and views of Natixis analysts or other Natixis sales and/or trading personnel, or the proprietary positions of Natixis. Observations and views of the writer may change at any time without notice.

This presentation may contain forward-looking statements and comments relating to the objectives and strategy of Solomon Partners. Any such projections inherently depend on assumptions, project considerations, objectives and expectations linked to future events, transactions, products and services as well as on suppositions regarding future performance and synergies.

Certain information in this presentation relating to parties other than Solomon Partners or taken from external sources has not been subject to independent verification, and Solomon Partners makes no warranty as to the accuracy, fairness or completeness of the information or opinions in this presentation. Neither Solomon Partners nor its representatives shall be liable for any errors or omissions or for any harm resulting from the use of this presentation, the content of this presentation, or any document or information referred to in this presentation.

Nothing in this presentation constitutes investment, legal, accounting or tax advice, or a representation that any investment or strategy is suitable or appropriate to your individual circumstances. Each individual or entity who receives this document or participates in any future transaction shall be responsible for obtaining all such advice as it thinks appropriate on such matters and shall be responsible for making its own independent investigation and appraisal of the risks, benefits and suitability of the transactions as to itself. Any discussions of past performance should not be taken as an indication of future results, and no representation, expressed or implied, is made regarding future results. No person shall have any liability whatsoever (in negligence or otherwise) for any loss arising from any use of this document or its contents or otherwise arising in connection with this document or any other written or oral communications transmitted to the recipient in relation hereto.

Solomon Partners and/or its affiliates, officers, directors and employees, including persons involved in the preparation or issuance of this material, may, from time to time, have long or short positions in, and buy or sell, the securities or derivatives mentioned in this material.

The information contained herein may be based in part on hypothetical assumptions and for certain models, past performance. These assumptions have certain inherent limitations, and will be affected by any changes in the structure or assets for this transaction. This material is confidential and any redistribution is prohibited. Solomon Partners is not responsible for any unauthorized redistribution.