



#### 1. Executive summary

- 2. Global ESG consulting market and ecosystem
- 3. M&A activity in the space
- 4. ESG Consulting valuation analysis
- 5. Appendix 1: M&A activity before 2024
- 6. Appendix 2: About Equiteq



#### **Executive summary**



The market is experiencing significant growth due to the increasing demand for ESG disclosure and rising investments in climate change initiatives



The focus on ESG is now a top priority at the C-Level, which is expected to lead to increased investments in the field



The ecosystem is dominated by global firms, with a fragmented market providing opportunities for consolidation



M&A valuations reflect public markets valuations at an aggregate level, with strategic buyers paying higher multiples than PE firms

#### H1 2024 Selected News Items

- In June, ENVI<sup>(1)</sup> voted in favour of the Nature Restoration Law which aims to rehabilitate at least 20% of Europe's land and sea areas by 2030 and degraded ecosystems by 2050
- In May, CalPERS<sup>(2)</sup> announced that it will invest \$25bn into green-related private market investments, focusing on private equity, real estate and infrastructure in Europe and Asia
- In April, the European parliament adopted a proposal to regulate ESG rating providers, introducing rules to increase the reliability and comparability of ESG ratings
- In March, the SEC<sup>(3)</sup> adopted rules designed to enhance public company disclosures related to risks and impacts of climate-related matters in their annual reports and registration statements



M&A deals are concentrated in **Europe and the US, with PE firms** driving over 50% of transactions, and smaller deal sizes dominating



The public market rewards sustainability and engineering consulting firms as positioned at the forefront of the energy transition strategy



2022-2028 sustainability market CAGR



Forecasted sustainability project-related investment increase<sup>(4)</sup>



Total deals since 2019



Deals where targets have fewer than 100 employees in 2024



Public markets EV/EBITDA valuation



Private markets EV/EBITDA valuation



- 1. Executive summary
- 2. Global ESG consulting market and ecosystem
- 3. M&A activity in the space
- 4. ESG Consulting valuation analysis
- 5. Appendix 1: M&A activity before 2024
- 6. Appendix 2: About Equiteq



### The global ESG Consulting market is forecast to grow rapidly, driven by public policy and increasing private investments

The rise in climate change funding and the rollout of new legislation on ESG regulation is expected to boost sustainability services



C-Suite executives are driving their firms' sustainability strategy, and implementation is increasingly spreading across all business functions



Senior executives expect sustainability investments to grow at double digit rates, driving ESG consulting projects



ESG consulting firms play across the value chain, underpinned by key engineering and consulting capabilities



The ESG ecosystem is dominated by global firms, with a fragmented market providing opportunities for consolidation





On top of the \$12bn sustainability consulting spend, the global ESG consulting market(1), including global engineering and environmental service providers surpassed \$45bn in 2022

"ESG assets have proven resilient despite economic and regulatory uncertainty reaching \$30 trillion in 2022, according to the GSIA — and we expect them to surpass \$40 trillion by 2030, with a CAGR of 3.5% as the market matures."

**Bloomberg Intelligence** 

# The rise in climate change funding and the rollout of new legislation on ESG regulation is expected to boost sustainability services

#### Recent funding details for global climate change spending



#### EU budget for climate change spending

~30% of the 2021-2027 EU budget is dedicated to climate-relevant objectives



#### US budget for climate change spending

~40% of the IRA(1) package is dedicated to climate investments to address energy security and climate change over the next 10 years

#### Recent legislation developments on ESG regulation

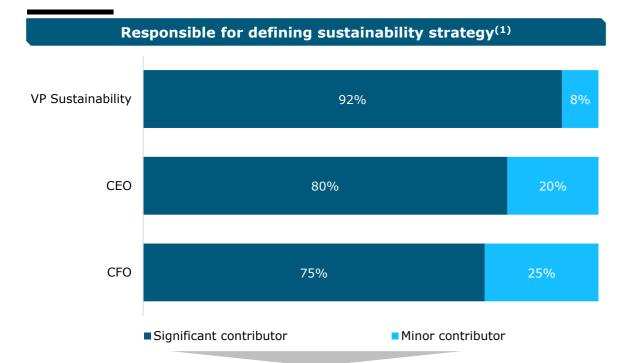
- The SEC<sup>(2)</sup> is prioritizing ESG disclosures, urging US corporations to provide detailed and accurate data on their ESG performance
- Companies are now required to disclose climate risk, providing information on how their operations and strategies are impacted by climate change
- These regulatory changes have fostered transparency and accountability, leading to increased ESG compliance and improved performance among US firms
- Since 2023, the EU has passed the CSRD<sup>(3)</sup>, EU Taxonomy, and SFDR<sup>(4)</sup> legislation, a trio of regulations which requires EU businesses to disclose their environmental and social impacts, and how their ESG actions affect their business
- From 2023 to 2026, the CBAM<sup>(5)</sup> legislation will be implemented to impose a charge on the carbon content embedded in imported goods
- These regulatory changes strengthen the EU's global leadership in ESG, promoting a sustainable and resilient economy
- Certain UK businesses must disclose climate-related financial risks aligned with TCFD<sup>(6)</sup> recommendations, promoting transparency and risk assessment
- UK pension funds must consider ESG factors in investment decisions, recognizing the significance of ESG in investment management
- These changes drive ESG integration in UK business strategies, showcasing a stronger commitment to sustainability

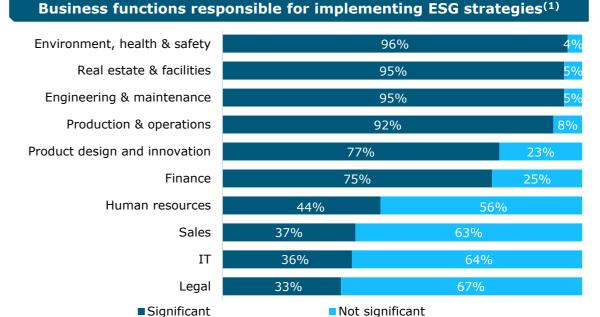


The growing legislation and regulation around ESG disclosure and implementation will boost demand in sustainability related services



# C-Suite executives are driving their firms' sustainability strategy, and implementation is increasingly spreading across all business functions







As pressure from stakeholders on sustainability issues continues to increase, the role of the C-suite in sustainability will continue to grow



EHS functions play a central role in the implementation of the firm's ESG strategy as they have the "field view"



The C-suite is increasingly collaborating with the Head of Sustainability to articulate the company's sustainability strategy



Operations and engineering functions are central to the implementation as a rethink of how the business operates is required



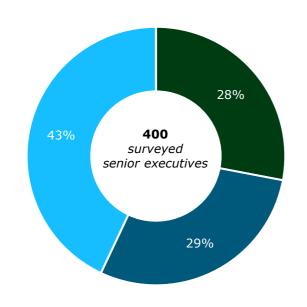
CFOs are increasingly part of sustainability initiatives as they require sizable investments and the monitoring of performance against some KPIs



Functions in charge of facilities management have the responsibility to identify and implement energy efficiency solutions

## Senior executives expect sustainability investments to grow at double digit rates, driving ESG consulting projects









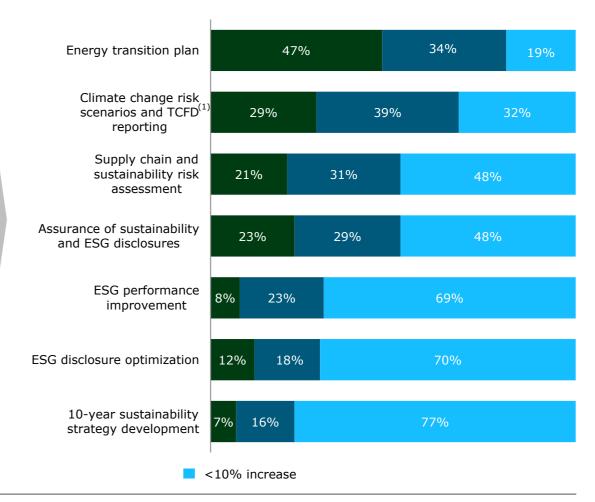
Strictly Confidential

The desire to develop and implement adequate sustainability strategies across the full spectrum of touchpoints will require external expertise



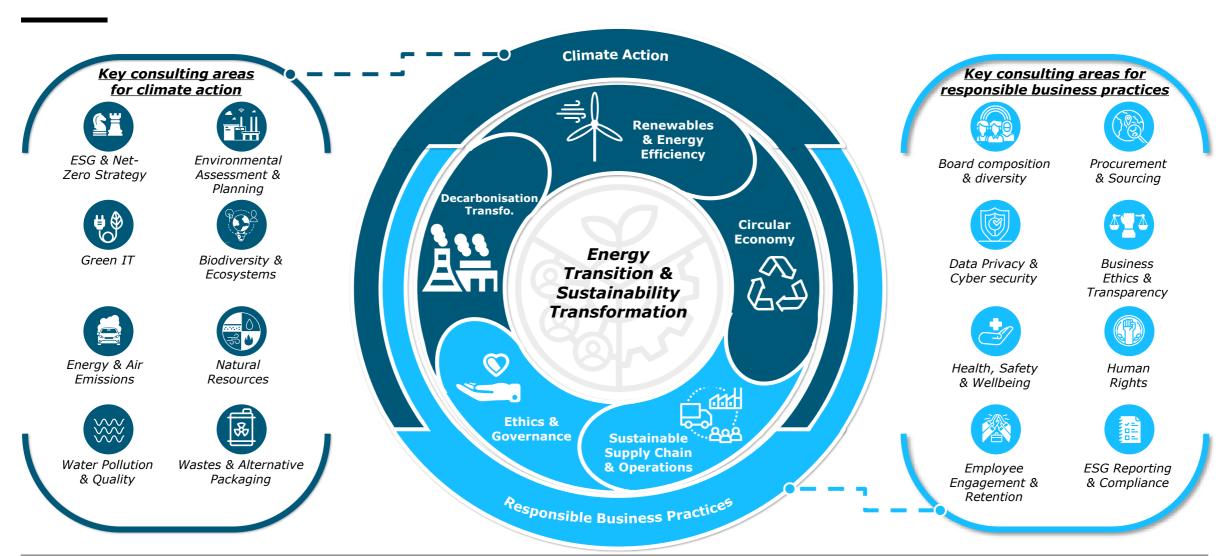


#### Projected spend change on professional services projects



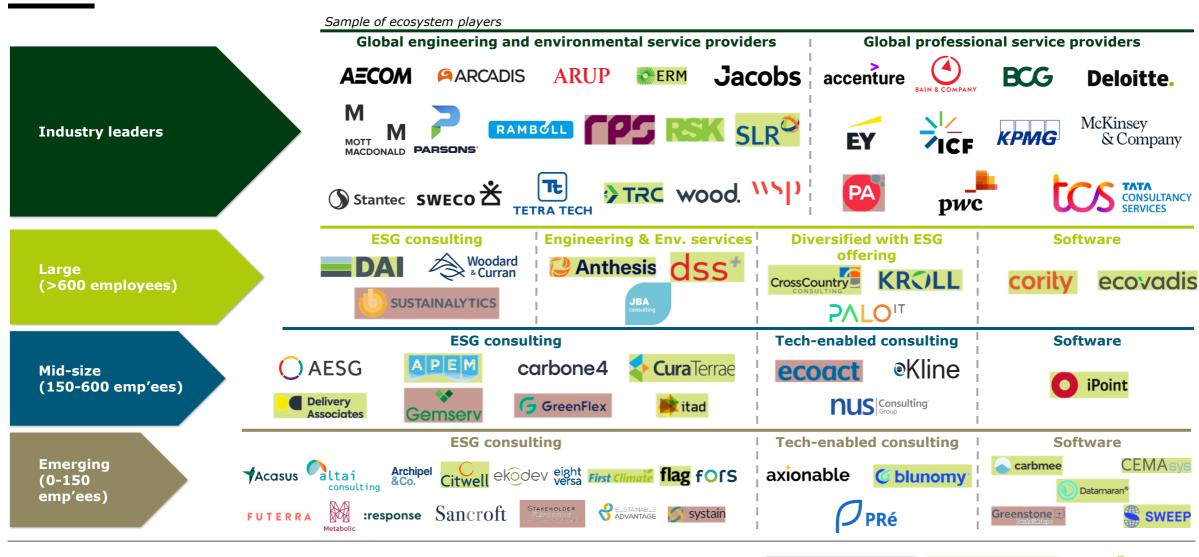
#### 2.4

# ESG consulting firms play across the value chain, underpinned by key engineering and consulting capabilities



#### 2.5

# The ESG ecosystem is dominated by global firms, with a fragmented market providing opportunities for consolidation

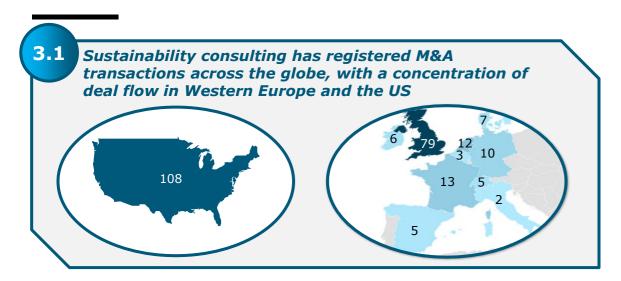


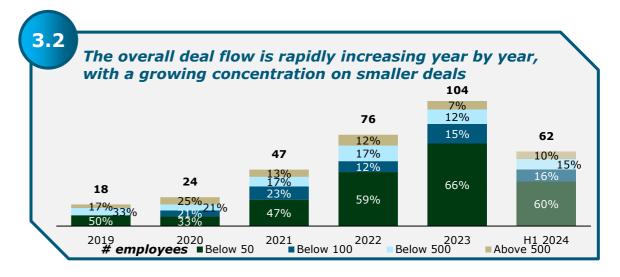


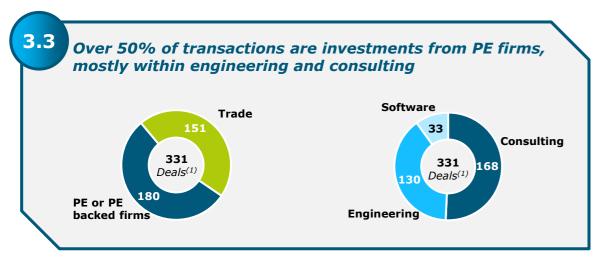
- 1. Executive summary
- 2. Global ESG consulting market and ecosystem
- 3. M&A activity in the space
- 4. ESG Consulting valuation analysis
- 5. Appendix 1: M&A activity before 2024
- 6. Appendix 2: About Equiteq



### M&A market overview: deal flow has increased rapidly and is being maintained at high levels in the sector

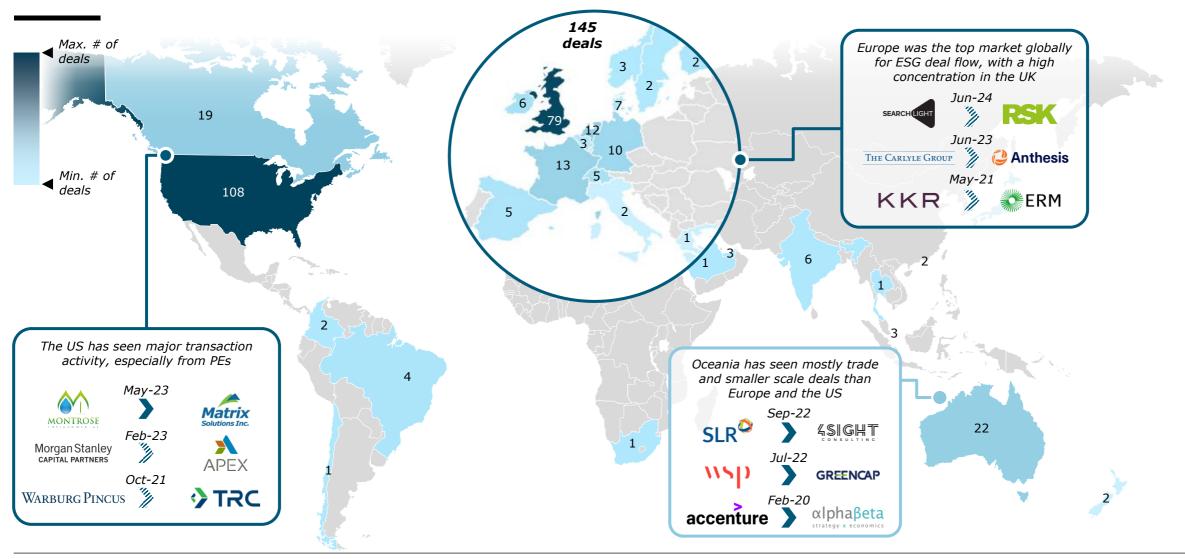








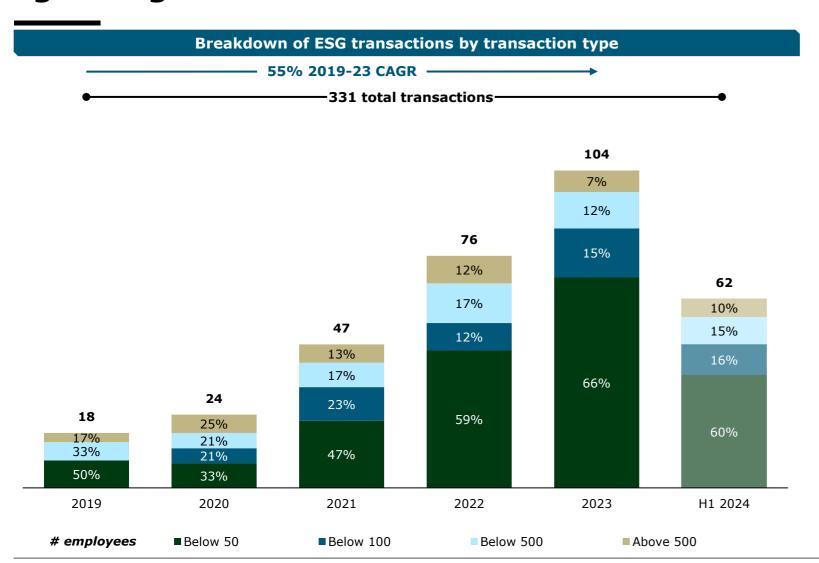
## Sustainability consulting has registered M&A transactions across the globe, with a concentration of deal flow in Western Europe and the US



Target



### The overall deal flow is rapidly increasing year by year, with a growing concentration on smaller deals



#### **Key M&A drivers**



Private equity firms have been actively acquiring ESG-focused firms, as they seek to participate and reap the rewards of a rapidly expanding market that is providing significant consolidation opportunities



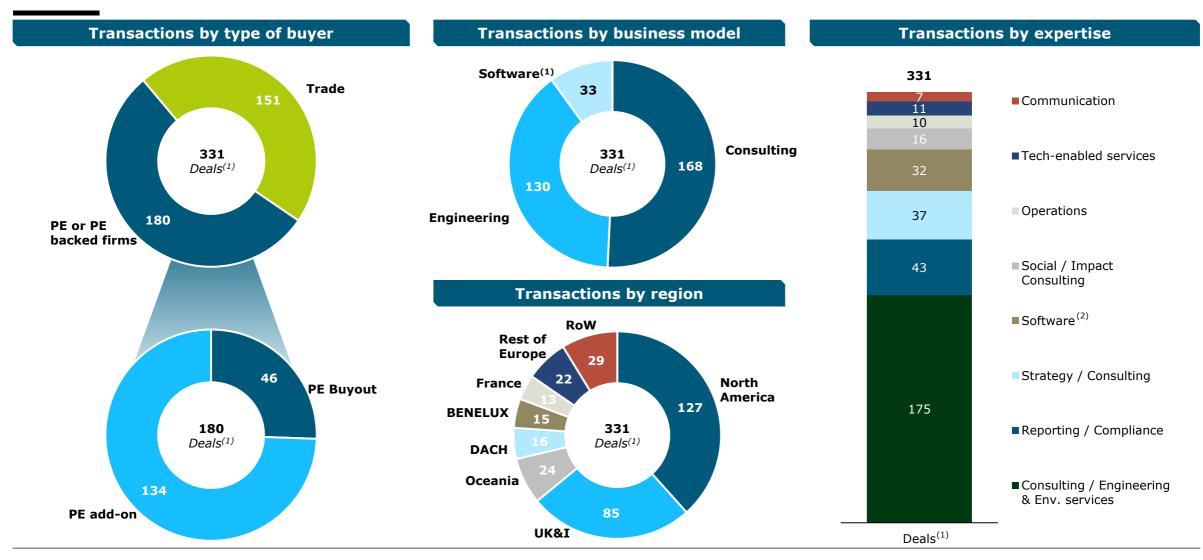
Boutique firms are being acquired by large consultancies, as a mechanism for the latter to bolster their in-house sustainability expertise, and for the former to gain access to global clients and to increase their impact



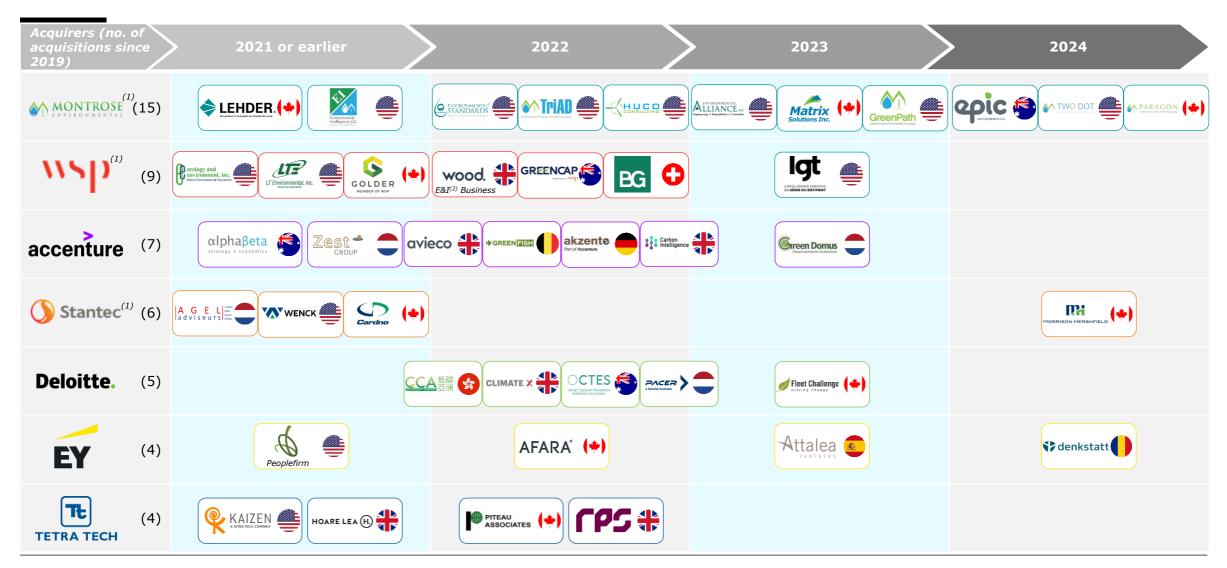
The rising importance of sustainability at the C-Level has made boutiques ever more attractive for larger firms to gain C-Suite access for greater influence and larger programs

The demand for specialized ESG expertise has led to the establishment of many small boutiques. Market consolidation has resulted in 80% of transactions since 2023 involving targets with fewer than 100 employees (compared with 54% in 2020)

## Over 50% of transactions are investments from PE firms, mostly within engineering and consulting



# The M&A market is dominated by key strategic consolidators, covering the whole spectrum of the ESG ecosystem



Strictly Confidential



### While private equity firms actively pursue buy-and-build strategies











Software

### Sample M&A Transactions in H1 2024 (1/2)

Target		Buyer		Buyer Type / Sponsor <sup>(1)</sup>	Ann. Date <sup>(2)</sup>	EV <sup>(3)</sup> (\$m)	Emp's	Target main capability	Buyer rationale
CSI		UNIVERSAL ENGINEERING SCIENCES	<b>=</b>	BDT CAPITAL PARTNERS TOR MRCHACE BASE TO THE CLOSELY SEED*	Jun-24	n.a.	59	Engineering	Supports geographic expansion into Kentucky, Ohio and the surrounding areas
Waterscan		LDC 🥕	4 <u>1</u> 2	Financial	Jun-24	n.a.	95	Consulting	Supports growth strategy through further investment in technology and consultancy services
RSK	4 b	SEARCH(LIGHT	<b>=</b>	Financial	Jun-24	n.a.	10,000	Engineering	Supports organic growth initiatives and continued acquisition strategy
biosis,		<b>APEM</b> Group	4 <u>D</u>	WestBridge	Jun-24	n.a.	150	Consulting	Establishes Australian footprint and accelerates expansion into Asia Pacific region to support key clients
<b>E N E R G Y</b>		energy systems group	<b>#</b>	Strategic	Jun-24	n.a.	46	Engineering	Accelerates strategic expansion into target markets, enhances service offerings and diversifies customer base into key regions
ASSET		QUALUS	<b>#</b>	Strategic	Jun-24	n.a.	46	Engineering	Expands capabilities for utilities, developers and industrial clients across the US
MRC   CONSULTANTS AND TRANSACTION ADVISERS		SEURECA <b>()</b> VEOLIA	0	Strategic	May-24	n.a.	30	Consulting	Strengthens energy services and commitment to ecological transformation
verdantas		STERLING INVESTMENT PARTNERS, L.P.	<b>#</b>	Financial	May-24	n.a.	1,400	Engineering	Accelerate geographic expansion across the US and supports buy- and-build strategy to penetrate key markets
Corporate Sustainability Strategies	<b>#</b>	LEGENCE	<b>#</b>	Blackstone	Apr-24	n.a.	5,000	Consulting	Builds on existing revenue channels and expands client roster and servicing opportunities
denkstatt		EY	<b>#</b>	Strategic	Apr-24	n.a.	100	Consulting	Complement existing audit, tax and legal offerings with ESG capabilities
AESA DEVELOPMENT WITH A PERSPECTIVE		$\mathbf{BF}ig $	0	Strategic	Apr-24	23.9	210	Consulting	Strengthens presence within ecological and environmental services throughout wider European countries
consultants www.ctconsultants.com	<b>=</b>	verdantas	<b>#</b>	PINE STREET	Apr-24	n.a.	225	Engineering	Supports water and wastewater system engineering service while bolstering municipal and transportation engineering capabilities

### Sample M&A Transactions in H1 2024 (2/2)

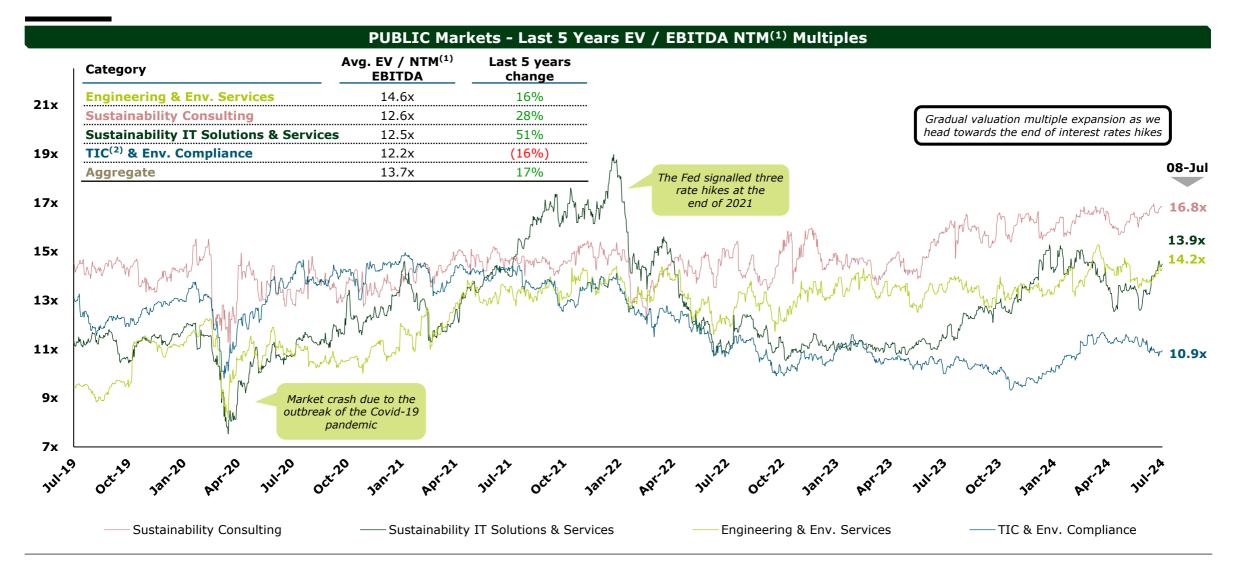
Target	Buyer	Buyer Type / Sponsor <sup>(1)</sup>	Ann. Date <sup>(2)</sup>	EV <sup>(3)</sup> (\$m)	Emp's	Target main capability	Buyer rationale
PROJECT NAVIGATER, LtD.º	verdantas	PINE STREET	Apr-24	n.a.	1,200	Consulting	Enhances services in Western region of US and expands geographic reach in the Gulf Coast
stırr <u>u</u> p 💿	Xcelerate Simple Secure Sustainable.	ALT IR	Apr-24	n.a.	192	Consulting	Part of roll-up strategy to consolidate companies within GRC and ESG investing sectors
resource innovations	Morgan Stanley capital partners	Financial	Apr-24	n.a.	584	Consulting	Supports expansion into emerging geographies and markets
<b>I</b> tn <b>=</b>	olsson 4	Strategic	Mar-24	n.a.	62	Consulting	Expands service offering provided to current clients
KA kraka advisory	MAJ <u>INVEST</u>	Financial	Mar-24	n.a.	28	Consulting	Expands analytics capabilities beyond financial data and into areas such as climate change and ESG
PBS	APEX	Morgan Stanley capital partners	Mar-24	n.a.	277	Engineering	Expands the service offering while enhancing geographic coverage
Sundance =	TRUE	Halle capital management	Mar-24	n.a.	70	Consulting	Continues buy-and-build strategy within the environmental engineering and consulting sector
GOVERNIKUS	GOVERNIKUS •••	Strategic	Feb-24	n.a.	10	Consulting	Expands customer base to include the public administration sector
CLEAResult Energy Suzanability Consulting	CLEAResult® We change the way people use energy.	TPG	Feb-24	n.a.	160	Consulting	Expands capabilities to provide energy transition and carbon consulting services and expertise in supporting federal government
GG+A Generation Girl and Autocates	HURON	Strategic	Feb-24	n.a.	69	Consulting	Enhances deep client relationships and brings extensive consulting expertise in philanthropic advisory services
Econsultancy Partitions	sweco 🕇 🧍	Strategic	Jan-24	n.a.	210	Consulting	Strengthens presence within ecological and environmental services throughout wider European countries
MORRISON HERSHFIELD	<b>Stantec</b>	<b>Strategic</b>	Jan-24	n.a.	625	Engineering	Expands presence in Canadian market and strengthens US present in buildings engineering



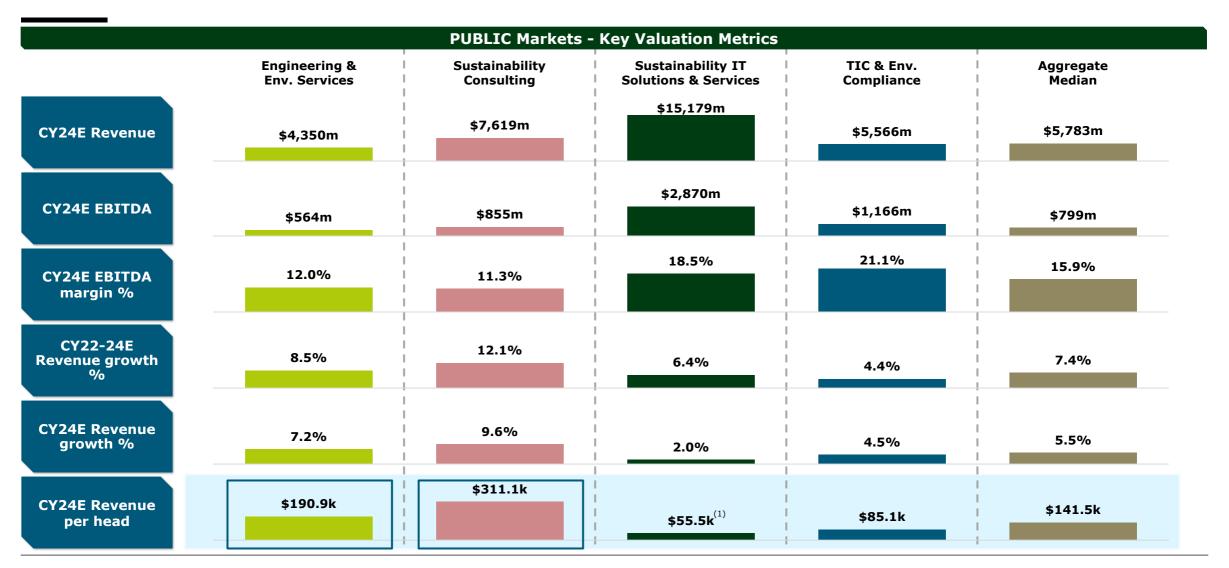
- 1. Executive summary
- 2. Global ESG consulting market and ecosystem
- 3. M&A activity in the space
- 4. ESG Consulting valuation analysis
- 5. Appendix 1: M&A activity before 2024
- 6. Appendix 2: About Equiteq



### Sustainability and engineering consulting firms have been trading at a premium while multiples have expanded considerably...

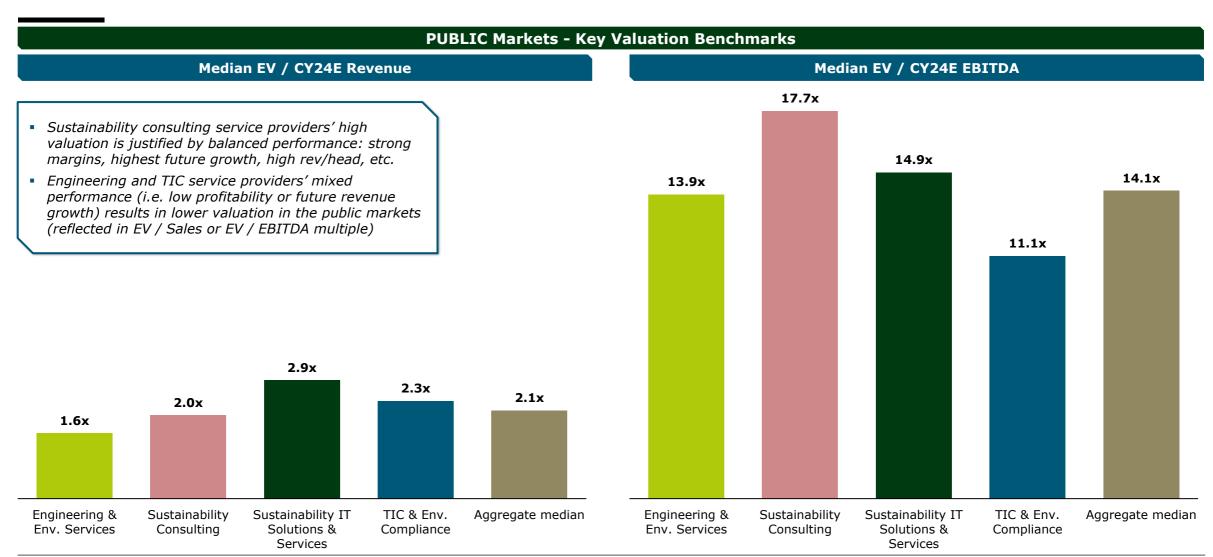


# ...underpinned by strong and balanced metrics, with the highest revenue per head and implied day rates

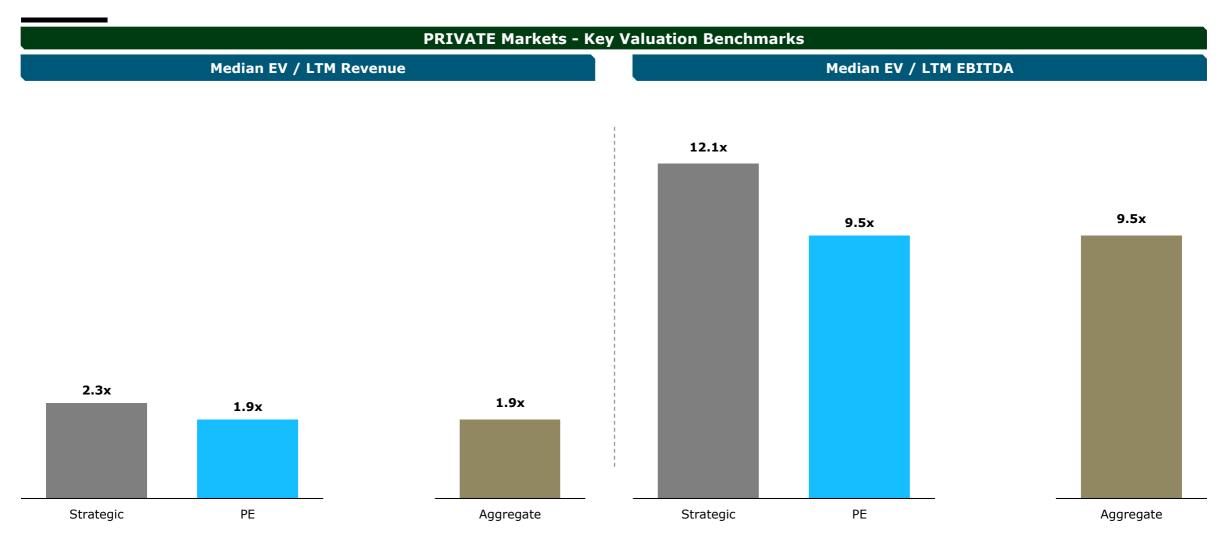


Strictly Confidential

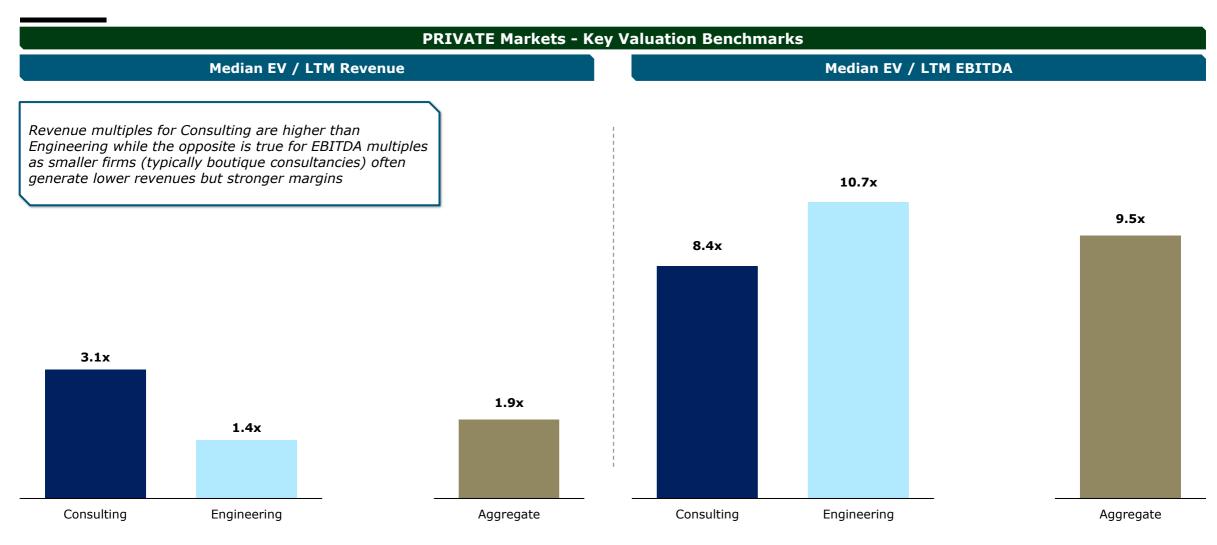
# Favourable metrics for sustainability consulting service providers have translated into premium valuations by <u>public</u> markets



# Trade buyers are paying higher multiples than PEs as they can leverage benefits from the realization of financial and commercial synergies



### Revenue multiples for Consulting are higher than Engineering while the opposite is true for EBITDA multiples



Strictly Confidential



- 1. Executive summary
- 2. Global ESG consulting market and ecosystem
- 3. M&A activity in the space
- 4. ESG Consulting valuation analysis
- 5. Appendix 1: M&A activity before 2024
- 6. Appendix 2: About Equiteq



### Sample of M&A deals in the sector in 2023 Strategic buyers

Target		Buyer		Ann. Date <sup>(1)</sup>	EV <sup>(2)</sup> (\$m)	Emp's	Target main capability	Buyer rationale
ecoact	0	Schneider Electric	0	Nov-23	n.a.	400	Consulting	Accelerates business solutions that deliver true value for both the climate and clients
RÅDGIVENDE INGENIØRER	<b>(</b>	sweco 🕇	•	Sep-23	n.a.	1,500	Engineering	Expands local presence in Denmark and strengthen the offering to clients by adding key competencies.
AXÍS	4 b	RSK	4	Jun-23	n.a.	120	Engineering	Expands technology for transition to net zero emission by measuring carbon capture and providing storage solutions
gna		<b>⇔</b> TRC		Jun-23	n.a.	50	Consulting	Expands climate solutions with the addition of sustainable transportation solutions
Preen Domus Desenvolvimento Sustentável	<b>(S)</b>	accenture	0	May-23	n.a.	34	Consulting	Enhances Accenture's Sustainability Services team with decarbonization strategies
GREENPATH	(*)	MONTROSE ENVIRONMENTAL		May-23	15	30	Consulting	Scales Montrose technical and operational capabilities for multinational corporations to better serve clients of North American portfolio
Matrix Solutions Inc. ENVIRONMENT & ENGINEERING	(*)	MONTROSE ENVIRONMENTAL		May-23	48	500	Engineering	Creates a platform for consulting business in Canada and expands support across Montrose environmental engineering in North America
UNE SOCÉTÉ DE WSP	(*)	wsp	(*)	May-23	n.a.	150	Engineering	Expands engineering consulting capabilities in Quebec and in the highly strategic data centre industry
PLANIT GEO mapping a greener future		WAVEROCK SOFTWARE		Apr-23	n.a.	45	Software	Innovates and delivers innovative services and increase customer satisfaction
AITHER		RICARDO	<b>4</b>	Mar-23	22	50	Consulting	Expands capabilities across the water value chain, natural resources and climate adaption
korkia <sup>(3)</sup>	•	BearingPoint.		Mar-23	n.a.	64	Consulting	Broadens Bearing Point's consulting capabilities in Finland
ENVIRONMENTAL LLIANCE, INC.	<b>*</b>	MONTROSE ENVIRONMENTAL		Feb-23	5	33	Engineering	Increases scale and ability to serve clients throughout the Mid-Atlantic region

# Sample of M&A deals in the sector in 2023 *PE and PE-backed buyers*

Target		Investor	Ann. Date <sup>(1)</sup>	EV <sup>(2)</sup> (\$m)	Emp's	Target main capability	Investment rationale
fera		Bridgepoint #	Dec-23	76	257	Engineering	Scales the business domestically and internationally, by investing in the business to maintain its scientific leadership and via M&A
WestLand Resources		Trinity ARDIAN ARDIAN AND ARHILL CAPITAL	Nov-23	n.a.	240	Engineering	Expands Trinity's engineering, planning, and environmental consulting businesses for continued growth in North America
Anthesis	4 <u> </u>	THE CARLYLE GROUP	Jun-23	508	1250	Engineering	Supports Anthesis growth, expands ESG and sustainability offering and widens its international footprint
IBIS		<b> \$\$SLR</b>	Jun-23	n.a.	100	Consulting	Adds competitive advantage in SLR corporate ESG advisory capability
<b>ZANSOM</b>		KEYSTONE (*	May-23	n.a.	80	Engineering	Provides Pinchin an opportunity to scale to northeast US market
Greenstone + A Cority Company	4 P	COTILY (*	Mar-23	n.a.	81	Software	Allows Cority to deepen company's ESG expertise and customer support
INTEGRITY		EQT (	Mar-23	n.a.	52	Software	Accelerates Integrity's product offering and strengthens market positioning in Germany
Sayvol	4 b	Phenna Group  C Oakley Capital	Mar-23	n.a.	60	Engineering	Supplements Phenna's existing sustainability offering adding breadth to its services
nstural Intelligence	<b>③</b>	ERM KKR	Mar-23	n.a.	100	Consulting	Allows ERM to expand their service offering globally
dss*	0	ınflexion #	Feb-23	500	1500	Consulting	Supports DSS's management to establish a successful standalone entity
APEX		Morgan Stanley CAPITAL PARTNERS	Feb-23	n.a.	800	Engineering	Enables APEX to accelerate growth in water, environmental, infrastructure and ESG
aquaconsultants	<b>4</b>	Adler & Allan ENVIRONMENTAL RISK REDUCTION	Feb-23	n.a.	100	Engineering	Enhances Aqua's strategic offering and positioning in the industry

### Sample of M&A deals in the sector before 2023 Strategic buyers

Target	Buyer	Ann. Date <sup>(1)</sup>	EV <sup>(2)</sup> (\$m)	Emp's	Target main capability	Buyer rationale
<b>BG €</b>	///SD (*)	Dec-22	n.a.	650	Engineering	Gains a foothold in the French-speaking regions while also enlarging its presence in German-speaking areas
CPS #	TETRA TECH	Sep-22	749	5,000	Engineering	Expands its global operations, and advances consultancy in water, environment, and sustainable infrastructure
Quantis 😝	BCG 🏺	Sep-22	n.a.	302	Consulting	Expands its climate and sustainability expertise and transformation capability
wood. (E&I <sup>(3)</sup> business)	- \\S ) (*)	Jun-22	1,801	6,000	Engineering	Strengthens capabilities in the fast-growing environmental and water sectors, and expands world-class multidisciplinary services
GREENFISH	accenture ()	Apr-22	n.a.	250	Consulting	Reinforces the provision of global Sustainability Services, helping clients improve their ESG performance and embed sustainability in their operations
HOARE LEA (H.)	TETRA TECH	Jul-21	n.a.	900	Engineering	Advances Tetra Tech's sustainable building solutions for their commercial and government clients
:vivideconomics	McKinsey & Company	Mar-21	n.a.	130	Consulting	Expands the existing capabilities in climate and nature-related risk and development of environmentally and socially sustainable strategies
GOLDER (♣)	( <del>*</del> )	Dec-20	1,087	7,500	Engineering	Adds significantly to its capabilities by incorporating earth sciences and environmental consulting services
WENCK	Stantec (*)	Dec-20	n.a.	254	Engineering	Adds depth and breadth to Stantec's environmental services team, especially in the US Midwest
PA #	Jacobs 🅞	Nov-20	2,458	4,000	Consulting	Solidifies its position in providing end-to-end solutions for climate change, cyber, urbanization and the ongoing healthcare crisis
SUSTAINALYTICS	M\rightar =	Apr-20	185	650	Consulting	Adds security-level ESG Risk Ratings – an integrated solution for institutional investment processes
ecovadis ()	BAIN (4)	Feb-20	n.a.	700	Software	Enables further integration of sustainability, fair labour practices and ethics into enterprise supply chains and business commerce

# Sample of M&A deals in the sector before 2023 *PE buyers*

Target	Investor	Ann. Date <sup>(1)</sup>	EV <sup>(2)</sup> (\$m)	Emp's	Target main capability	Investment rationale
CrossCountry	INVESTCORP	Dec-22	n.a.	934	Consulting	Allows CrossCountry to expand their service offering and grow the team
Delivery Associates	TRILL IMPACT	Dec-22	152	195	Consulting	Will drive the next stage of DA 's growth to meet increasing demand for impact consulting from governments and NGOs across the world
Wood Mackenzie	VERITAS CAPITAL	Oct-22	3,300	1,800	Software	Provides Wood Mackenzie with the investor's deep sector knowledge and with the liquidity to accelerate the company's growth
<b>E</b> VORA	BRIDGES Fund Monogement	Oct-22	n.a.	200	Software	Facilitates Evora's ability to support their client base and to improve their technology and advisory services globally
SLR <sup>©</sup> #	ØARES 🕞	Jun-22	n.a.	2,000	Engineering	Allows SLR to take advantage of the acceleration of trends in climate transition
ecovadis ()	astorg. ()	Jun-22	n.a.	700	Software	Allows EcoVadis to execute its vision of becoming a sustainability impact unicorn for sustainability intelligence
→ TRC	WARBURG PINCUS	Oct-21	n.a.	4,800	Engineering	Supports growth initiatives including scaling the company's compliance focused engineering and consulting services
♦ sphera®	Blackstone	Jul-21	1,400	1,000	Software	Supports Sphera's global expansion and broaden its end-market reach
ERM	KKR 🅞	May-21	2,850	5,500	Engineering	Allows ERM to expand and accelerate its client impact, and bring new capabilities and technologies to the business of sustainability
Anthesis	Palatine 4	Mar-21	n.a.	500	Engineering	Will help Anthesis to rapidly scale the business
₩JS HELD	KELSO (FEDERAL PROPERTY OF THE	May-19	975	600	Engineering	Will enable the company to accelerate growth by deepening its bench of expertise and expanding global operations.
DuPont Sustainable Solutions	Gyrus 🕀	Apr-19	n.a.	700	Consulting	Adds new intellectual property, methodologies, tools, and capabilities in sustainability management



- 1. Executive summary
- 2. Global ESG consulting market and ecosystem
- 3. M&A activity in the space
- 4. ESG Consulting valuation analysis
- 5. Appendix 1: M&A activity before 2023
- 6. Appendix 2: About Equiteq



# We are custom-built to deliver optimized transaction outcomes for consulting entrepreneurs



#### We are the most active M&A advisor for the Knowledge Economy worldwide

Since 2017 >60% of our transactions have been cross border and >20% with private equity

#### **Selected Completed Transactions** —





































































Strictly Confidential Equiteq |

#### We will be delighted to speak with you. Please contact us

#### **ESG Consulting Sector Specialists**













Jerome Glynn-Smith

Managing Director, UK

jerome.glynn-smith@equiteq.com



Alexandre Steiner

Managing Director, France
alexandre.steiner@equiteq.com



**Greg Fincke**Managing Director, US
greq.fincke@equiteq.com



Paul Beaumont
Director, UK
paul.beaumont@equiteq.com



Emmanuel Kostucki Managing Director, UK emmanuel.kostucki@equiteq.com



**Sylvaine Masson**Managing Director, Singapore sylvaine.masson@equiteq.com



#### Growing equity, realizing value

New York - Boston - London - Paris - Singapore - Sydney

www.equiteq.com















