VETERINARY SERVICES MARKET OVERVIEW

SEPTEMBER 2016

Harris Williams & Co.

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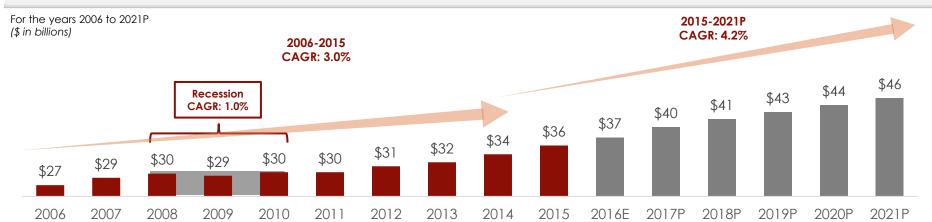
The veterinary services industry benefits from strong fundamentals, consistent growth, recession-resilient characteristics and no reimbursement risk

- \$36 billion market with attractive secular fundamentals
 - Consistent historical and projected growth
 - Recession-resilient tendencies driven by inelastic demand
 - Diverse cash-pay customers results in no reimbursement risk and a short cash conversion cycle
- Fragmented industry creates compelling growth and consolidation opportunities for platforms of scale

INDUSTRY GROWTH DRIVERS

- Increased humanization of pets generates inelastic demand for pet care services
- Aging U.S. population increasing the 45-74 year-old demographic, which has the highest average annual pet expenditures
- Favorable volume trends attributable to growing awareness of pet health and wellness and increased pet life expectancy
- Workforce and demographic shifts as well as value proposition of veterinary practice management companies driving consolidation potential

U.S. VETERINARY SERVICES EXPENDITURES



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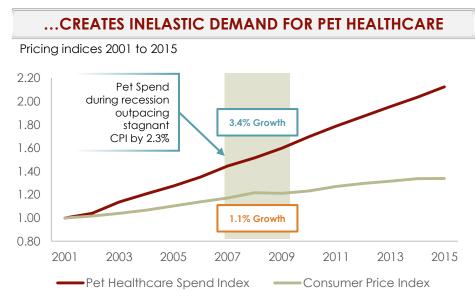
Source: IBISWorld and industry research

MARKET GROWTH DRIVER: PETS ARE INTEGRAL MEMBERS OF THE FAMILY

Growing "humanization" and increased sense of pets as key members of the family produces an inelastic demand curve for pet treatment and healthcare

- Highly emotional human-animal bond
- In times of recession, owners are less sensitive to the overall price of care for their pets and are more willing to seek out necessary treatment
- Owners are increasingly insuring their pets against more catastrophic events, although there is significant room for further growth
 - U.S. pet insurance industry expanded 14.5% annually from 2012-2014
 - Still early in growth cycle: despite recent expansion, only 1% of pets in the U.S. are insured, as compared to 23% in the U.K.
 - Owners with pet insurance on average spend ~120% more on pets annually and consume a higher volume of services as compared to those without insurance

P9% of pet owners view pets as family member or companion 93% of pet owners would risk their lives for their pet 76% of pet owners would spend any amount necessary to keep pet healthy 94% of pet owners believe their pet has human personality traits 71% of pet owners let their pet sleep in their bed with them 64% of pets receive presents for holidays and celebrations



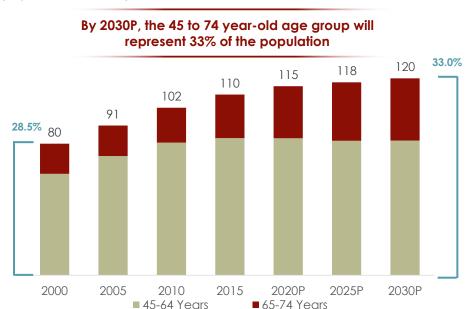
Market Growth Driver: Pet Expenditures Supported by Population Aging Trends

Aging U.S. population has led to an expansion in the highest spending age groups

- The 45 to 74 year-old age group spends on average nearly 60% more on their pets than other age groups
 - Spending \$613 on their pets annually, compared to an average of \$385 for other age groups
 - Increased spending is a result of several factors, including higher disposable income, more free time and "empty nest syndrome"
- As the U.S. population continues to age, the 45 to 74 age group is expected to represent 1/3 of the U.S. population by 2030P

U.S. POPULATION SHARE FOR KEY DEMOGRAPHIC

U.S. demographic projections through 2030P (Population in millions)



PET EXPENDITURE BREAKDOWN BY AGE GROUP

Annual household expenditure on pets by owner age



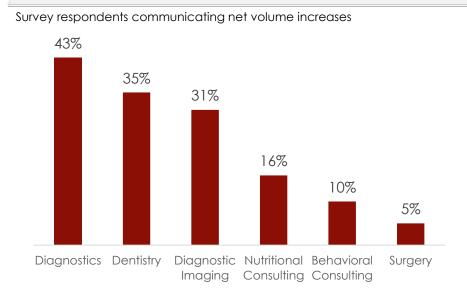
Market Growth Driver: Growing Awareness of Preventative and Specialty Pet Healthcare

Increased awareness of preventative care and availability of specialty services has created higher demand for both routine and more sophisticated procedures

- Government and industry organizations have taken the lead on increasing awareness of the benefits of preventative care, highlighting the importance of keeping pets healthy with regular check-ups
 - The Center for Disease Control, the American Veterinary Medical Association and the American Animal Hospital Association have recently developed publications aimed at promoting preventative pet healthcare
 - Studies show that many serious health conditions are easily treatable if proper preventative care is given
 - Growing awareness has caused increased usage of preventative services, such as dentistry and nutritional consulting
- Technological advances and education around specialty services are also fueling growth in higher value, specialty-based procedures

AAHA-AVMA Canine Preventive Healthcare Guidelines Frequency of Visits All dogs flowled have a veteriorary examination at least annually, for many dogs, more frequent visitions, probe perspectate, Technical probability and properties (Technical Probability (Technical Probab

GROWTH IN PREVENTATIVE AND SPECIALTY SERVICES



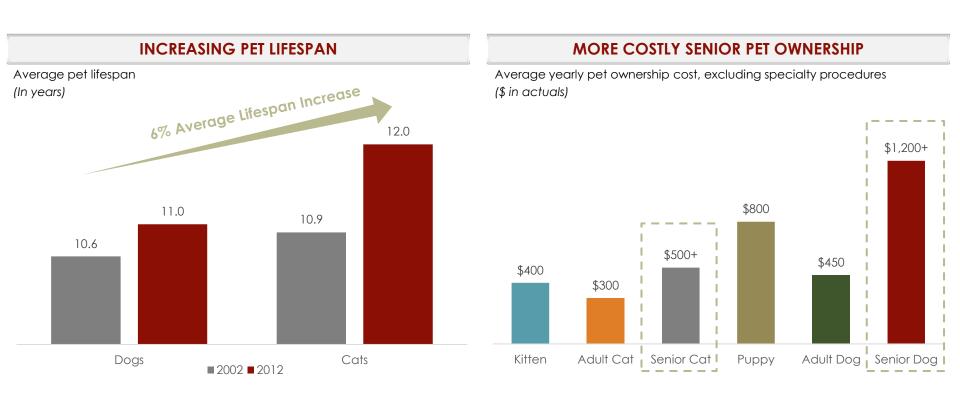


Source: DVM360 and industry research

Market Growth Driver: Increasing Pet Lifespans Driving Higher Need for Care

An aging pet population will require more frequent and extensive care

- Advanced treatments and usage of preventative care has lengthened pet life expectancy
- Aging pet population requires more costly and frequent care, driving overall growth in veterinary services
 - Geriatric pets typically demand more sophisticated procedures and specialty services, such as surgery and diagnostics
- As pets age, yearly maintenance and ownership costs escalate due to increased visit frequency and the need for special diets and medication
 - Senior cats and dogs cost an average of 25% and 50% more, respectively, on an annual basis



VETERINARY PRACTICE MANAGEMENT OVERVIEW

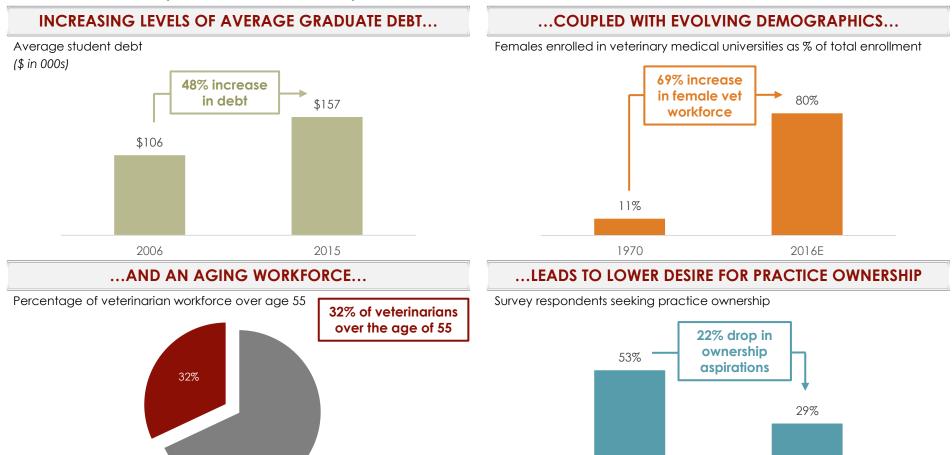
Veterinary practice management companies combine scale benefits of a national chain with advantages of a privately-owned practice

 Provide wide range of non-clinical administrative and support functions to affiliated and owned practices, which allows veterinarians to focus on core veterinary services

KEY VALUE PROPOSITION FROM VETERINARY PRACTICE MANAGEMENT COMPANIES ADMINISTRATIVE SUPPORT Dedicated staff handle non-clinical functions, allowing vets to focus on core veterinary care **ECONOMIES OF SCALE** Enhanced supplier purchasing leverage makes equipment and services available at lower costs **CAREER OPTIONS** Access to formalized training, development and career options such as regional management roles MARKETING LEVERAGE Access to marketing resources that can help to build brand strength and attract new customers **ROBUST IT SYSTEMS** Access to more sophisticated IT and reporting systems enables data-driven management of operations **CAPITAL** Lower financing costs and better access to capital **CLINICAL QUALITY** Collaborative clinical support and sharing of hospital best practices improves quality

VETERINARY PRACTICE MANAGEMENT DRIVER: SHIFTING DEMOGRAPHICS AND HOSPITAL OWNERSHIP PREFERENCES

Aging landscape of practicing veterinarians combined with the high accumulation of student debt and the increased desire for work-life balance has created a market imbalance for practice ownership



2006

2012

VETERINARY PRACTICE MANAGEMENT DRIVER: HIGHLY FRAGMENTED MARKET

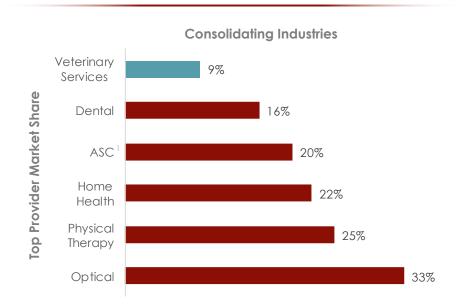
Highly fragmented universe of veterinary hospitals presents consolidation opportunity for operators of scale

- 90%+ of the 28,000 veterinary hospitals in the U.S. are independently owned
- Veterinary services is in the early stages of consolidation, with consolidator ownership expected to nearly double by 2025P
- Consolidation trends accelerating given aging of veterinarians and a growing preference among graduating veterinarians to work for a veterinary services platform rather than start their own practice or acquire an existing hospital

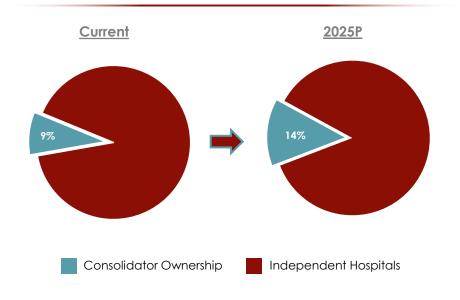


...WITH TRENDS DRIVING CONTINUED CONSOLIDATION

Vet remains one of the most fragmented multi-site HC industries



Expected near doubling of consolidator ownership by 2025P

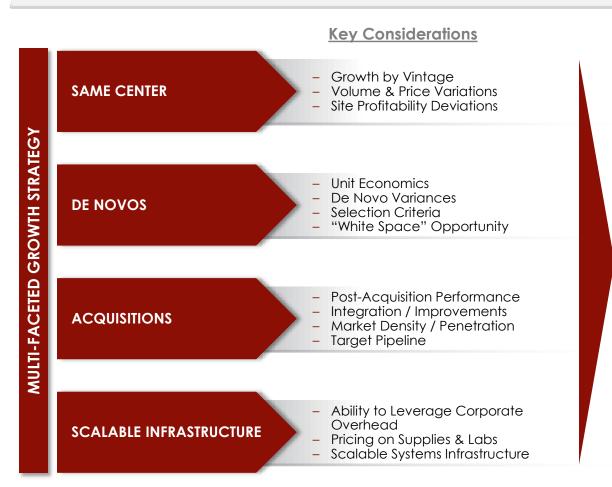




VETERINARY PRACTICE MANAGEMENT DRIVER: WELL UNDERSTOOD INVESTMENT AND GROWTH OPPORTUNITIES

Investors appreciate and gravitate toward the veterinary space due to the well understood expansionary opportunities inherent in the business model

SUCCESSFUL PLATFORM DYNAMICS



Successful Platform Characteristics

- Platform of scale that investors will build on
- Density in current markets and ability to expand into additional key target locales
- Proven and replicable growth strategy
- Ability to capitalize on integration of newly acquired hospitals
- Recurring revenue model
- Highly profitable business with superior free cash flow generation
- Built-in growth from currently ramping de novos

VETERINARY PRACTICE LANDSCAPE: TOP PLATFORMS

VETERINARY SERVICES PLATFORM LANDSCAPE

		Approximate		I	Regional Presence				Services		Branding	
Platform	Ownership	Location Count	NE	Mid-Atl.	SE	MW	SW	West	Gen. Practice	Specialty	National	Local
<u>Largest 5 Platforms</u>												
MARS ¹	Private	1,100	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
VCA 💢	Public: WOOF	770	✓	✓	✓	✓	✓	✓	✓	✓	✓	
NVAnoc	ØARES	390	✓	✓	✓	✓	✓	✓	✓	✓		✓
্লী VetCor	HARVEST / Cressey	180	✓	✓	✓	✓	✓		✓	✓		✓
Pet Vet Care	TEACHERS' / CATTERTON	60	✓	✓	✓	✓	✓	✓	✓	✓		✓
Other Platforms												
Best Friends	Belvoir Investments Corporation	53	✓	✓	✓	✓	✓	✓	✓	✓		✓
STRATEGY 2	Imperial Capital	37							✓	✓		✓
BRP Elue River PetCare	Private	36		✓		✓	✓	✓	✓			✓
pathway partners vereninary management solutions	Morgan Stanley	32	✓	✓	✓	✓	✓	✓	✓	✓		✓
Compassion-First Pet Hospitals	₩ QUAD-C	28	✓	✓		✓	✓	✓		✓		✓
Community Veterinary Partners	CORTEC Group	25	✓	✓					✓	✓		✓
WITHHALKY PARCINST DIATORS	PAMLICO CAPITAL	22	✓		✓	✓			✓			✓
	Private	21			✓				✓	✓		✓



Mars platform includes Banfield, Pet Partners and BluePearl locations

VETERINARY PRACTICE LANDSCAPE: TOP PLATFORMS (CONT.)

VETERINARY SERVICES PLATFORM LANDSCAPE

		Approximate	Regional Presence				Services		Branding			
Platform	Ownership	Location Count	NE	Mid-Atl.	SE	MW	SW	West	Gen. Practice	Specialty	National	Local
PetWell Partners	Private	15		✓			✓		✓			✓
VitalPet*	Private	15					✓		✓	✓		✓
ETHOS VETERINARY HEALTH	Private	13	✓			✓		✓	✓	✓	✓	
MEDVET HIGHER A COMIT CHIEF HIS PRI	STONEHENGE PARTNERS, INC. Private Capital Solutions	13			✓	✓				✓	✓	
SVP & Southern Veterinary Partners	SHORE Capital Partners	12		✓	✓				✓			✓
. CityVet	LEON Capital Group	7					✓		✓		✓	
KREMER Veterinary Services	Private	7				✓			✓			✓
O'Brien Veterinary Management	Private	7				✓			✓			✓
THE PET HOSPITALS	Private	6			✓				✓	✓	✓	
Merican Veterinary Group.	LATTICEWORK CAPITAL MANAGEMENT	5			✓				✓	✓		✓
innovětive PETCARE+	Prospect Partners Private Equity Expertise South Company Focus.	5		✓	✓		✓		✓	✓		✓
Northern Virginia Veterinary Associates	Private	4		✓					✓		✓	
gentle cre ganimal hospital	Private	3			✓				✓			✓

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