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# Aerospace Defense Government Services

2024 Year in Review / 2025 Outlook

WINTER 2025





# 2024 Year in Review

2024 saw a steady increase in aerospace, defense and government services (ADG) deal activity, driven by positive long-term fundamentals across the sector and a stabilization of global economic headwinds



Continued growth in commercial air travel, albeit at a slower pace than in prior cycles

Increased air travel and delays in new aircraft deliveries drove strong demand for aftermarket parts and services

Aircraft deliveries declined due to ongoing Boeing challenges, but backlog remains at or near record highs



Growth in DoD and global defense budgets in the wake of heightened security threats and continued global unrest



US defense budget prioritized critical next-gen capabilities to deter and defeat near-peer adversaries, with a likely final round of funding for Ukraine



Continued investment in the modernization and transformation of government IT systems



M&A activity increased due to moderating interest rates and strong buyer appetite, but remained below the historical average



Transaction multiples trended up while aerospace stocks generally outperformed and defense/govcon stocks underperformed

## 2025 Outlook

ADG deal activity is expected to accelerate across most of the sector, driven by the Trump administration's pro-business policies, improving economic conditions, and continued abundance of debt and equity capital



Commercial air travel expected to increase with business travel offsetting softness in consumer travel

Aftermarket part and service providers will continue to benefit from an aging fleet

Commercial aircraft deliveries expected to increase 15% as Airbus and Boeing work off record or near record high backlog



Shift in strategic priorities for the US under the Trump Administration, as part of an "America First" policy



Global defense spending expected to rise in the face of near-peer global threats and a focus on modernization and next-gen technologies



**Rising uncertainty for government services** contractors under DOGE, though exact ramifications are yet to play out



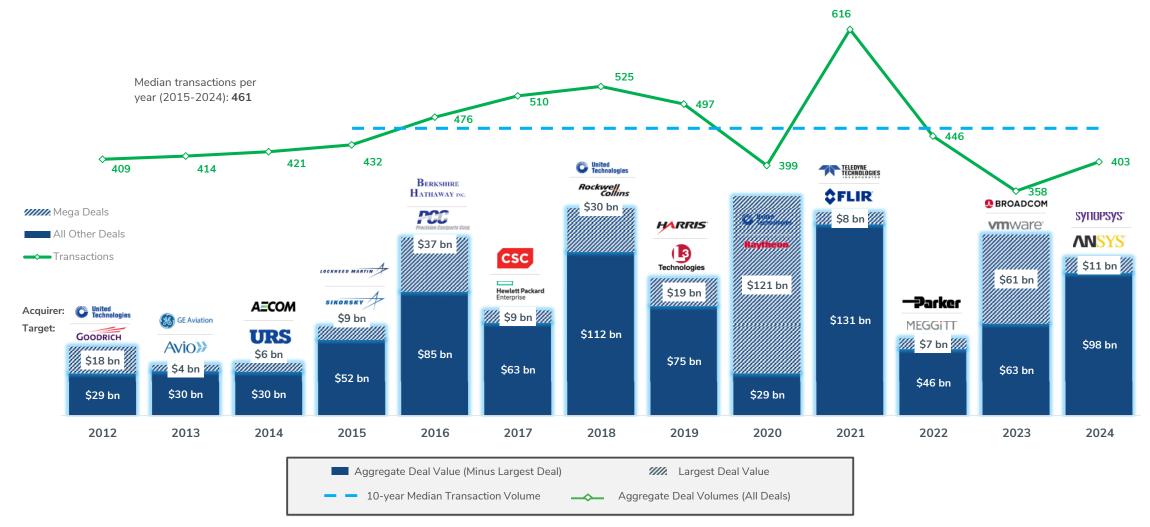
ADG M&A activity expected to strengthen due to increased economic confidence and availability of capital, as well as pent-up pressures on private equity to deploy capital



Space sector M&A activity expected to continue its strong pace, as commercial space providers lower costs and increase launch accessibility

## **ADG M&A Deal Volume and Value**

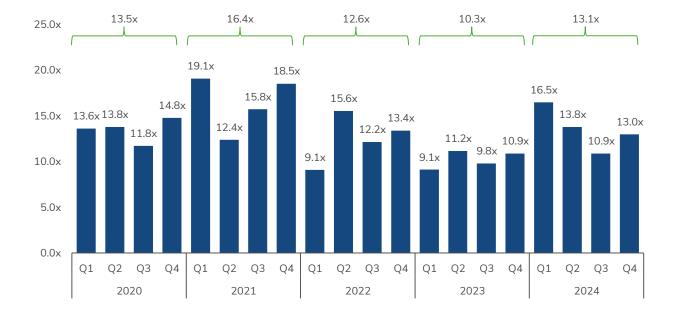
Deal volume across the ADG industry increased 13% in 2024 but remained below historical averages



## **ADG M&A Valuation and Buyer Trends**

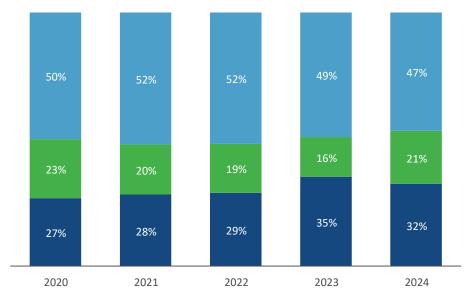
#### M&A Transaction Multiples Increased in 2024 to the Highest Level Since 2021

- Valuation multiples for completed transactions increased from 10.3x in 2023 to 13.1x in 2024 due to a decline in interest rates, an increase in the availability of debt financing and favorable supply and demand dynamics
- Private equity and private-equity-backed strategic buyers represented the majority (53%) of completed transactions as strategic buyers remained somewhat cautious and private equity firms held record capital reserves that needed to be deployed



Average EV/EBITDA Multiple by Quarter<sup>(1)</sup>





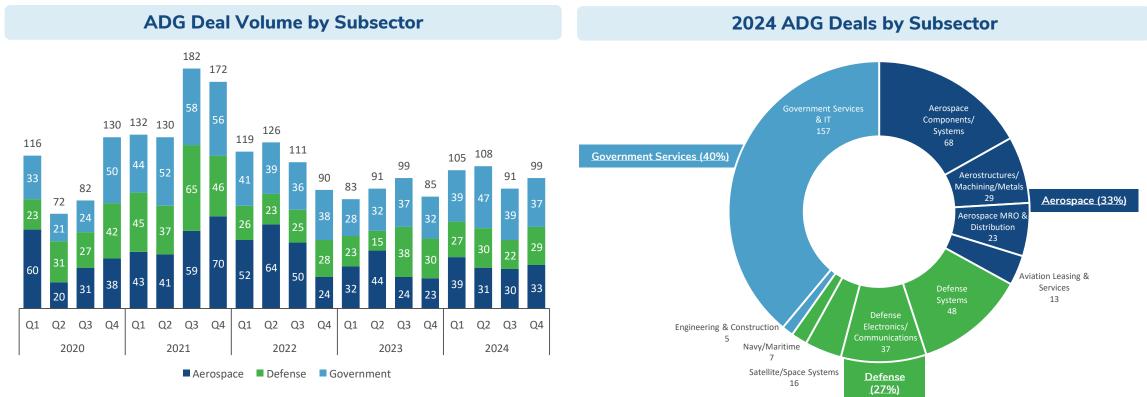
Private-Equity-Backed Strategic
Financial
Strategic

#### (1) For deals with disclosed value Source: DACIS Mergers & Acquisitions; Capital IQ

## 2024 M&A Activity by Subsector

#### Aerospace, Defense and Government Services Each Witnessed an Uptick in M&A in 2024

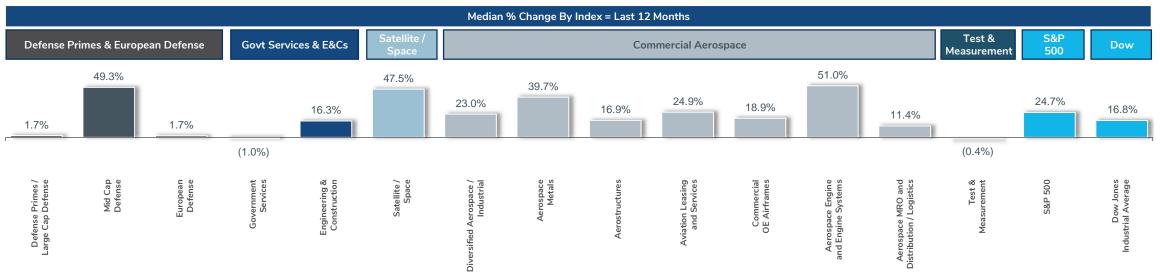
- The Government Services sector experienced a 26% increase in M&A deal activity in 2024 driven by an influx of private equity money into the segment, owner desires to exit prior to a new administration, and potential positioning ahead of new Small Business Administration (SBA) rules that take effect in 2026
- Aerospace saw a more modest 8% increase in activity in 2024, while Defense was relatively flat



## **ADG Public Company Trading Performance**

#### \$ in millions, as of January 31, 2025

\$ in millions, as of January 31, 2025	Median Statistics			2024E OPERATING PERFORMANCE						ENTERPRISE VALUE AS A MULTIPLE OF			
Market Sector	% of 52- Week High	Equity Value	Enterprise Value	Revenue	EBITDA	Revenue Growth	EBITDA Growth	EBITDA Margin	Net Debt / EBITDA	2024E EBITDA	2025P EBITDA	2024E Revenue	2025P Revenue
Mid Cap Defense	79.8%	5,041	5,026	810	105	59.8%	10.2%	12.9%	2.5x	40.0x	30.5x	3.7x	3.5x
European Defense	84.5%	25,709	30,526	18,545	2,533	10.1%	24.5%	13.7%	0.5x	11.5x	10.3x	1.7x	1.6x
Govt Services	69.3%	5,293	9,673	7,742	843	6.4%	17.7%	10.9%	1.7x	10.9x	10.6x	1.4x	1.3x
E&Cs	80.2%	9,864	10,700	7,632	618	7.7%	28.4%	8.1%	1.3x	14.3x	13.4x	1.4x	1.3x
Satellite / Space	80.0%	1,235	1,807	229	7	27.2%	(32.4%)	3.0%	2.4x	13.6x	9.4x	3.5x	3.0x
Diversified Aerospace / Industrial	90.3%	14,193	16,459	4,566	1,026	4.4%	11.4%	22.5%	1.3x	20.2x	18.6x	4.5x	4.3x
Aerospace Metals	82.8%	8,634	9,962	4,259	706	7.6%	64.8%	16.6%	1.1x	13.8x	12.0x	2.3x	2.1x
Aerostructures	85.2%	925	1,194	970	97	3.7%	33.2%	10.0%	2.0x	10.1x	9.2x	1.4x	1.1x
Aviation Leasing and Services	88.3%	5,146	24,847	2,724	2,515	8.1%	68.6%	92.3%	6.5x	9.9x	8.9x	NA	NA
Commercial OE Airframes	88.9%	17,667	15,779	38,930	1,364	9.4%	40.8%	3.5%	2.5x	12.0x	10.4x	1.8x	1.7x
Aerospace Engine and Engine Systems	93.4%	83,791	84,249	22,202	4,327	9.7%	13.1%	19.5%	0.4x	17.3x	15.5x	3.0x	2.8x
Aerospace MRO and Distribution / Logistics	88.8%	2,390	3,393	2,525	278	14.0%	26.3%	11.0%	2.4x	18.6x	14.2x	1.9x	1.8x
Test & Measurement	87.0%	25,576	26,188	10,982	2,993	0.6%	7.0%	27.3%	0.6x	12.4x	11.6x	2.2x	2.1x



#### Source: Capital IQ, Equity Research Analysts

Defense Primes / Large Cap Defense: BA, GD, HII, LHX, LMT, NOC, RTX; Mid Cap Defense: AVAV, CMTL, KTOS, DRS, MRCY; European Defense: BA, CHG, LDO, QQ, SAF, HO; Government Services: AMTM, BAH, CACI, CGI, ICF, LDOS, MMS, SAIC, VVX; E&Cs: ACM, BWXT, FLR, J, KBR, PSN, TTEK; Satellite / Space: IRDM, VSAT, BKSY, LUNR, M0NY, RDW, RKLB, SPIR, SPCE; Diversified Aerospace / Industrial: AME, CR, CW, ESE, GE, HEI, HON, LOAR, MOG, A, PH, TDY, TXT, TKR, TDG, WWD; Aerospace Metals: AA, ATI, CRS, USAP; Aerostructures: CVU, DCO, FACC, HRX, HXL, MAL, SNR, SPR, TGI; Aviation Leasing and Services: AER, AL, WLFC: Commercial OE Airframes: AIR, BA, BBD.B, AM, ERJ; Aerospace Engine and Engine Systems: GE, MTX, RR, SAF; Aerospace MRO and Distribution I Logistics: AIR, B, S59, S63, SARO, VSEC; Test & Measurement: APH, AME, EMR, 6861, MEI, ST, 7701, SXS, TEL, TTG

Commercial Aerospace Highlights



## **Commercial Aerospace Highlights**

#### Air Travel Continues to Grow, Albeit at a Slower Pace

- Commercial air travel has continued its steady climb upward, with seasonally adjusted revenue passenger miles (RPM) reaching 94.7 billion in November 2024, which marks a 2.3% increase over November 2023 and an 11.1% increase over November 2022
- During the 2024 holiday season, the number of travelers passing through TSA checkpoints increased roughly 7% relative to the same period last year
- While air travel has continued to rise, it has done so at a slower pace as post-COVID revenge spending has come to an end, and higher interest rates and inflation weigh on consumers' propensity to spend
- In 2025, commercial air travel is expected to continue to rise, albeit at a slower pace than recent years, as a resurgence in business travel is expected to offset flat or declining consumer demand
- On a global basis, the International Air Transport Association (IATA) is projecting the number of air travelers to increase 6.7% in 2025





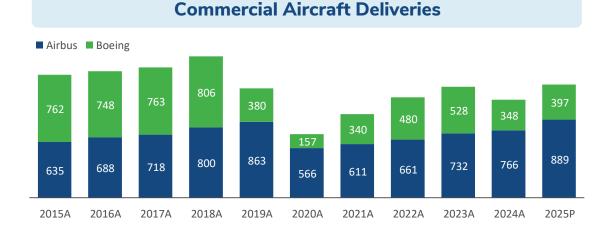
#### TSA Checkpoint Travelers<sup>(2)</sup>



## **Commercial Aerospace Highlights**

Aircraft Deliveries Declined in 2024 Due to Boeing's Challenges but Are Expected to Rebound in 2025

- Total commercial aircraft deliveries declined 11% in 2024 due to Boeing's continued struggles
- Airbus deliveries increased and are approaching pre-COVID levels while Boeing significantly lags behind due to continued production issues with the 737 MAX and 787, and recent labor unrest
- In 2025, deliveries are projected to increase at a faster pace, with Airbus forecasting a 16% increase and Boeing forecasting a 14% increase, which will be a boost for tier suppliers
- For Airbus, net aircraft orders slightly outpaced deliveries in 2024, resulting in an industry record backlog of 8,658 commercial aircraft at the end of 2024
- Boeing's orders plummeted due to its continued struggles, from 1,314 net orders after cancellations and conversions in 2023 to 377 in 2024, resulting in a slight decline in backlog



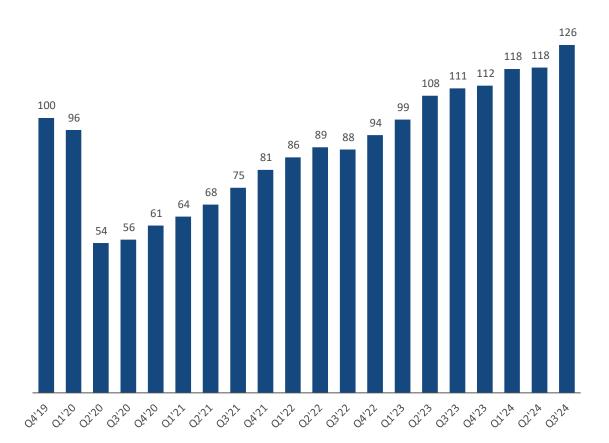
**Commercial Aircraft in Backlog** 



## **Commercial Aerospace Highlights**

Heightened Air Travel and Aging Fleets Driving Strong Demand for MRO Services and Aftermarket Parts

- A resurgence in commercial air travel has led to an increase in aircraft in service and flight hours, which is driving record demand for maintenance, repair, and overhaul (MRO) services and parts
- A delay in new aircraft deliveries by Airbus and Boeing has further heightened demand, as fleets are aging and older aircraft require more shop visits
- MRO shops have struggled to meet demand due to labor and part shortages, which has lengthened turnaround times
- Turnaround times are up over 35% for legacy engines and over 150% for new-generation engines compared to pre-pandemic levels<sup>(1)</sup>
- MRO demand is expected to remain strong in 2025 and at elevated levels through the end of the decade, while part suppliers are expected to experience continued growth, although at a slower pace as an increase in parts availability will limit growth



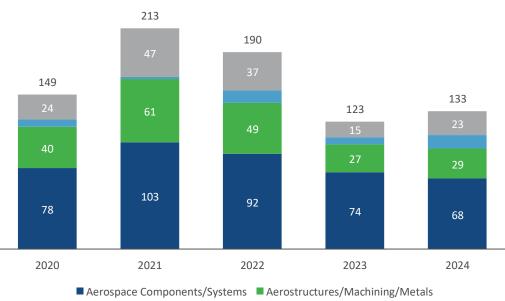
#### Aerospace Aftermarket Indexed Revenue<sup>(2)</sup>

## **Commercial Aerospace: M&A Highlights**

Aerospace M&A Deal Volume Increased in 2024 but Remained Well Below 2021 and 2022 Levels

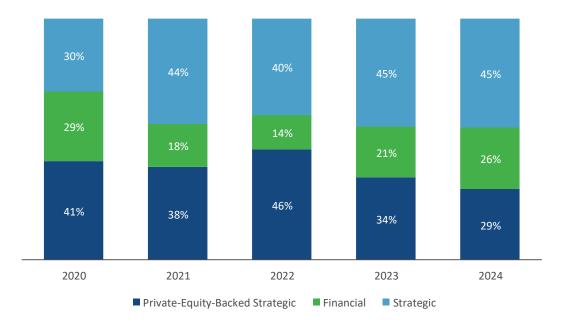
- Aerospace deal activity was up 8% in 2024 to 133 transactions, driven primarily by a rise in deals involving companies serving the aerospace aftermarket (i.e., MRO providers and distributors)
- M&A activity involving aerospace component and system manufacturers declined for the third straight year as those businesses have faced headwinds due to Boeing's production issues

#### **Commercial Aerospace M&A Deal Volume by Subsector**



Aviation Leasing & Services Aerospace MRO & Distribution

**Commercial Aerospace M&A Activity by Buyer Type** 



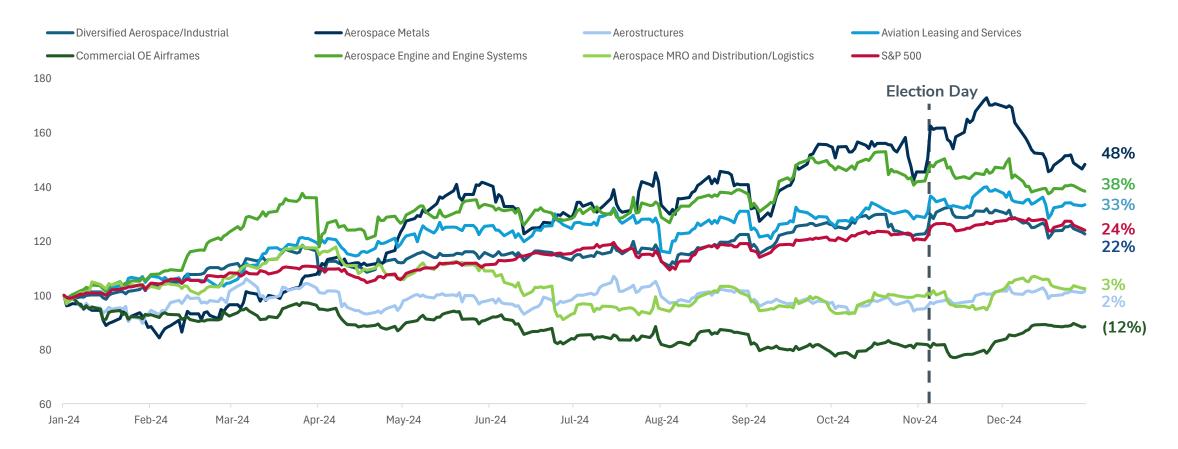
## **2024 Key Commercial Aerospace Transactions**



## **Commercial Aerospace: Public Trading Performance**

#### Aerospace Stocks Experienced Mixed Results in 2024

• Aerospace metals (notably Alcoa and ATI) and aero-engine manufacturers outperformed the market, while commercial OEMs (notably Boeing) and aerostructures manufacturers (notably Hexcel and Senior) underperformed



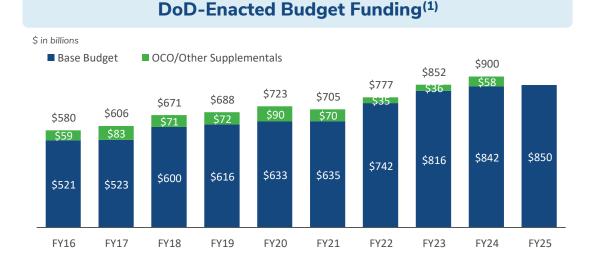
# Defense and Space Highlights



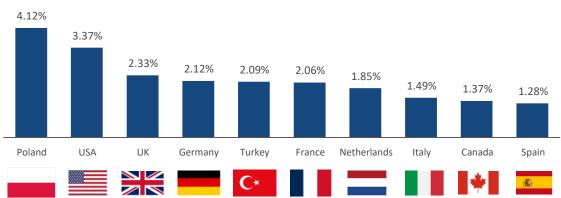
## **Defense and Space Highlights**

DoD and NATO/Allied Defense Budgets Increasing in the Face of Heightened Security Threats

- The FY25 National Defense Authorization Act (NDAA), signed into law by President Biden in December 2024, represented a roughly 1.0% increase over FY24, with funding to deter China and Russia, support NATO allies and Ukraine, and accelerate technical development of key next-gen systems such as artificial intelligence (AI), cyber, autonomy, and space systems<sup>(1)</sup>
- While the Trump administration is sending mixed messages regarding future spending increases, the administration is expected to continue to prioritize the modernization of military systems, while eliminating virtually all funding associated with the Ukraine conflict as part of a broader "America First" policy
- Concurrently, it is expected the Trump administration will press NATO members to increase defense spending to ~5% of GDP
- Currently, just over two-thirds of NATO members (23 of 32) have fulfilled their 2% commitment, up from just 10 countries in 2023<sup>(2)</sup>
- (1) Source: Office of the Under Secretary of Defense; Defense News; U.S. DoD; historical DoD budget inclusive of OCO and emergency appropriation



#### 2024 NATO Defense Spending as Percentage of GDP<sup>(2)</sup>

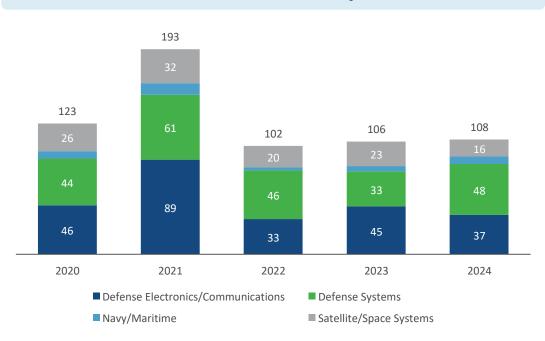


(2) Source NATO; chart includes the 10 largest NATO countries based on GDP

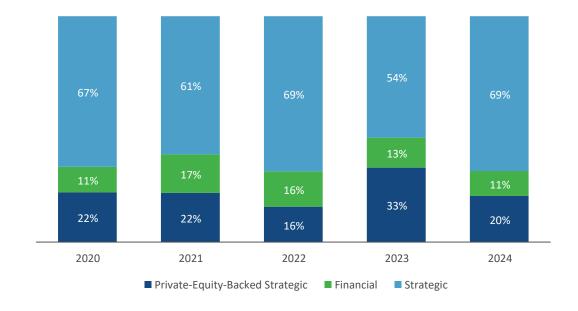
## **Defense and Space: M&A Highlights**

#### Defense M&A Deal Volume Experienced Modest Growth for the Second Consecutive Year

- Defense deal activity increased slightly in 2024, driven by a continued heightened threat environment and expectations of increased defense spending globally
- Strategics continued to represent the vast majority of buyers, leveraging strong balance sheets in a high interest rate environment

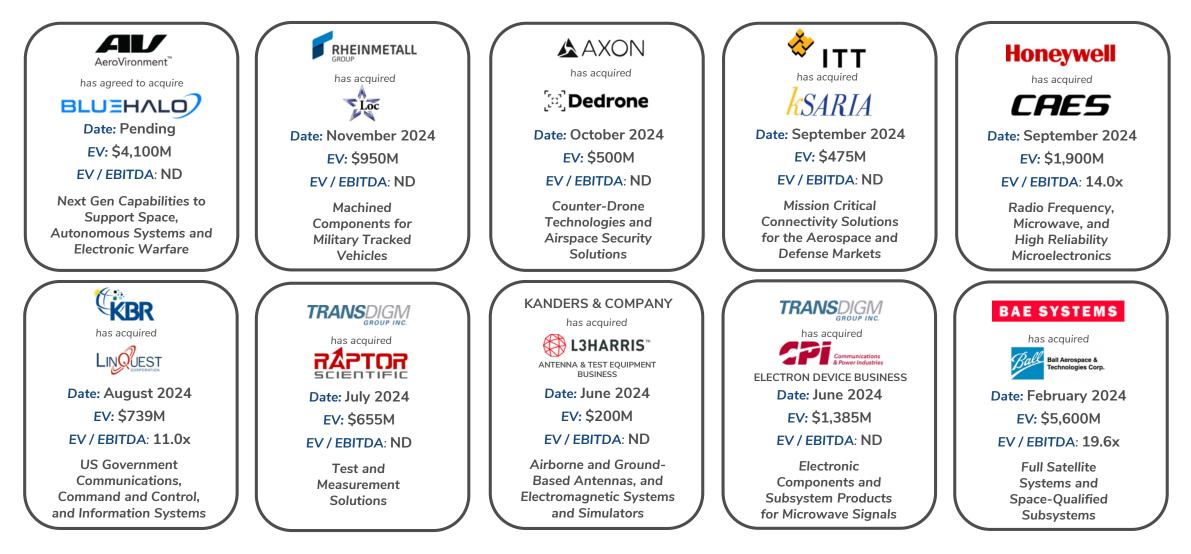


Defense M&A Deal Volume by Subsector



Defense M&A Activity by Buyer Type

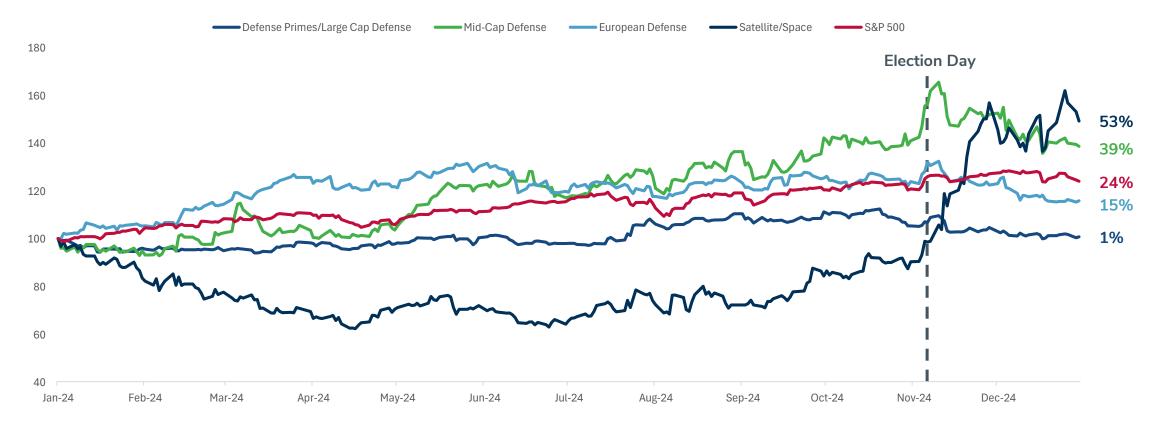
## **2024 Key Defense and Space Transactions**



## **Defense and Space: Public Trading Performance**

Space and Mid-Cap Defense Stocks Outperformed, While Defense Primes Generally Underperformed

- Space stocks, led by Redwire and Intuitive Machines, saw a large uptick following the election, as investors expect an increase in funding for commercial space technology under the new Trump administration (the "Musk Effect")
- Defense primes underperformed the S&P 500, as RTX's strong performance (up nearly 40%) was offset by struggles at Boeing and HII



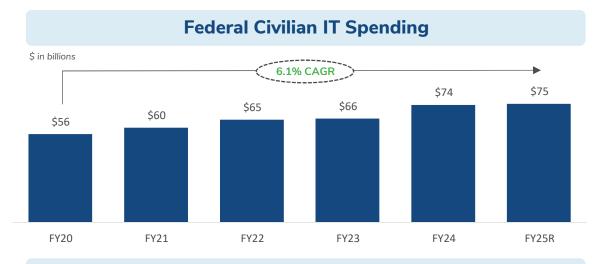
# Government Services Highlights



## **Government Services Highlights**

A Shift in Priorities and New DOGE Commission to Create Challenges for Contractors

- Government contractors are likely to be impacted in 2025 by a shift in spending priorities with the change in administrations and the new DOGE commission
- With a focus on reducing excess spending, DOGE could reshape the government contracting landscape and create financial headwinds for many contractors
- While spending cuts are likely, areas that could see growth under the new administration are infrastructure and technology
- President Trump has expressed an interest in infrastructure improvements such as roadways, bridges and airports, which should benefit engineering & construction (E&C) contractors
- Additionally, it is recognized that federal agencies and DoD contractors need to invest to modernize their IT systems and strengthen cybersecurity measures as Cybersecurity Maturity Model Certification (CMMC) requirements take effect in 2025



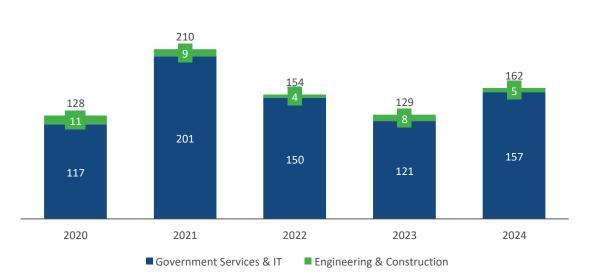


## **Government Services: M&A Highlights**

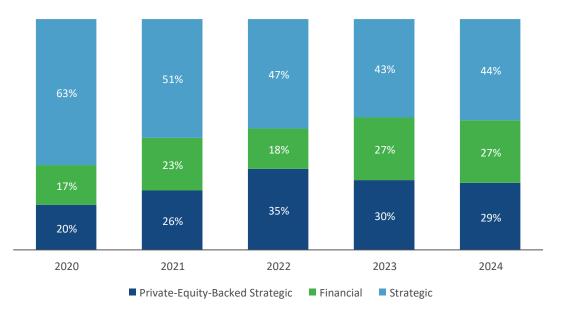
#### Government Services M&A Volume Increased 26% in 2024, Marking the Most Active Year Since 2021

- The increase in deal activity involving government contracting companies in 2024 was driven by the uncertainty of the post-election environment, the continued influx of private equity capital into the segment and a new SBA rule change due to take effect that will limit small businesses from performing on contracts following a change of control transaction
- Private equity firms continue to be drawn to the sector due to the stability and predictability of government contracts and cash flows, and thus are accounting for an increasingly large mix of the buyer universe

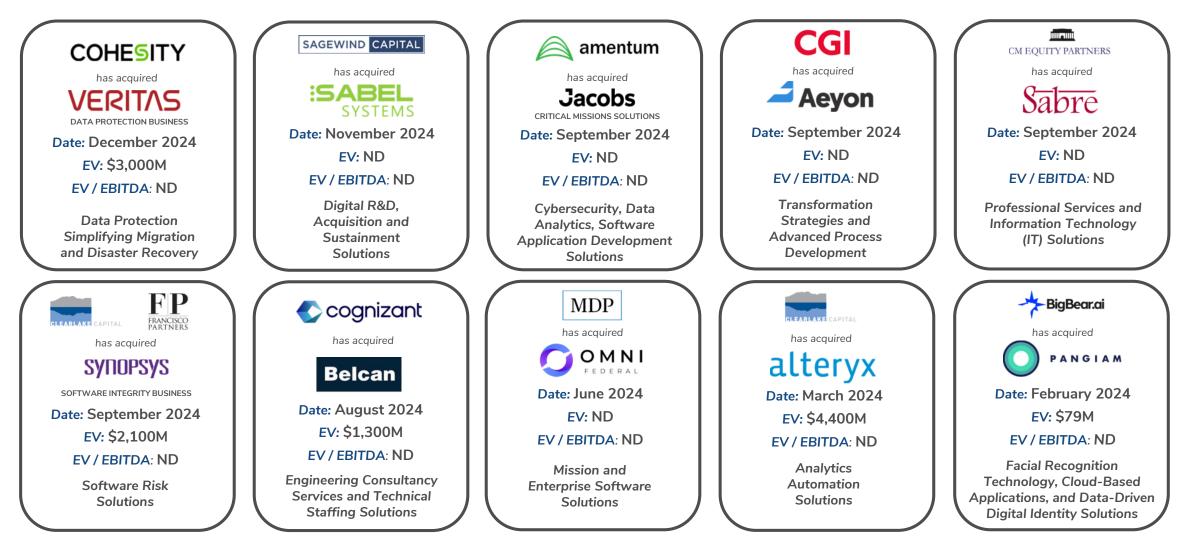
#### **Government Services M&A Deal Volume by Subsector**



**Government Services M&A Activity by Buyer Type** 



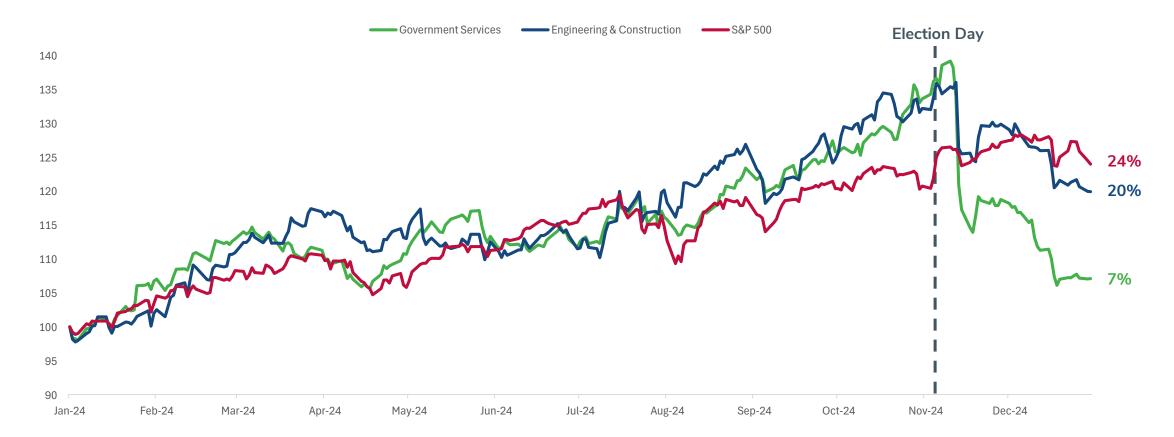
## **2024 Key Government Services Transactions**



## **Government Services: Public Trading Performance**

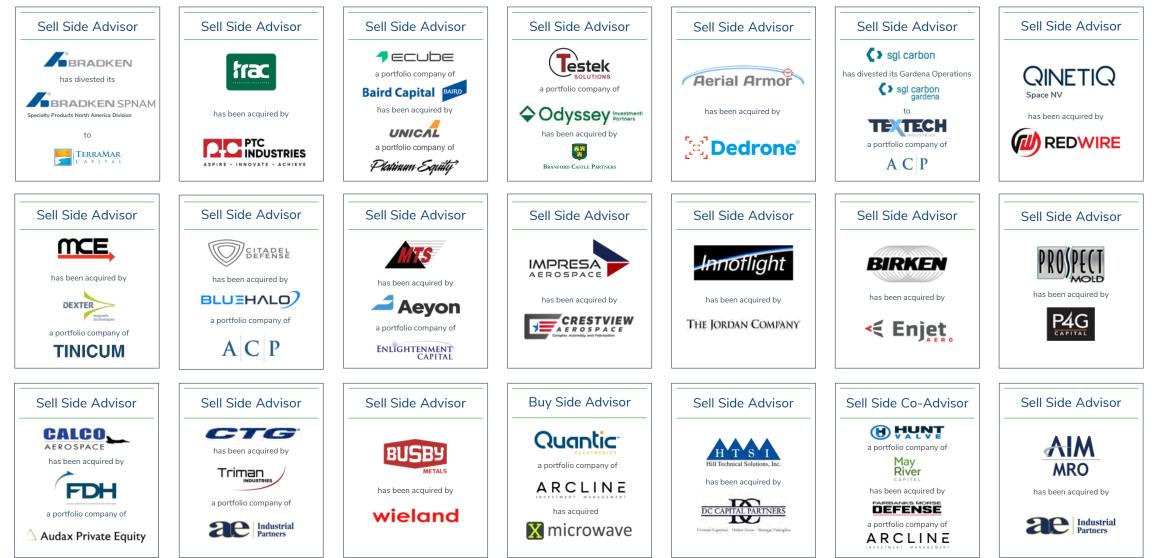
Publicly Traded Government Contractors Negatively Impacted by the Election and DOGE Uncertainty

• An index consisting of publicly traded government contractors outperformed the S&P 500 for most of the year until the November election, when uncertainty surrounding the new DOGE commission resulted in a steep drop in performance



# Kroll's ADG Investment Banking Practice

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## KRC

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