

# *Executing a successful M&A*

Making sure you develop  
a good M&A process

*Assessing the  
right targets  
to get you  
ahead of the  
game*



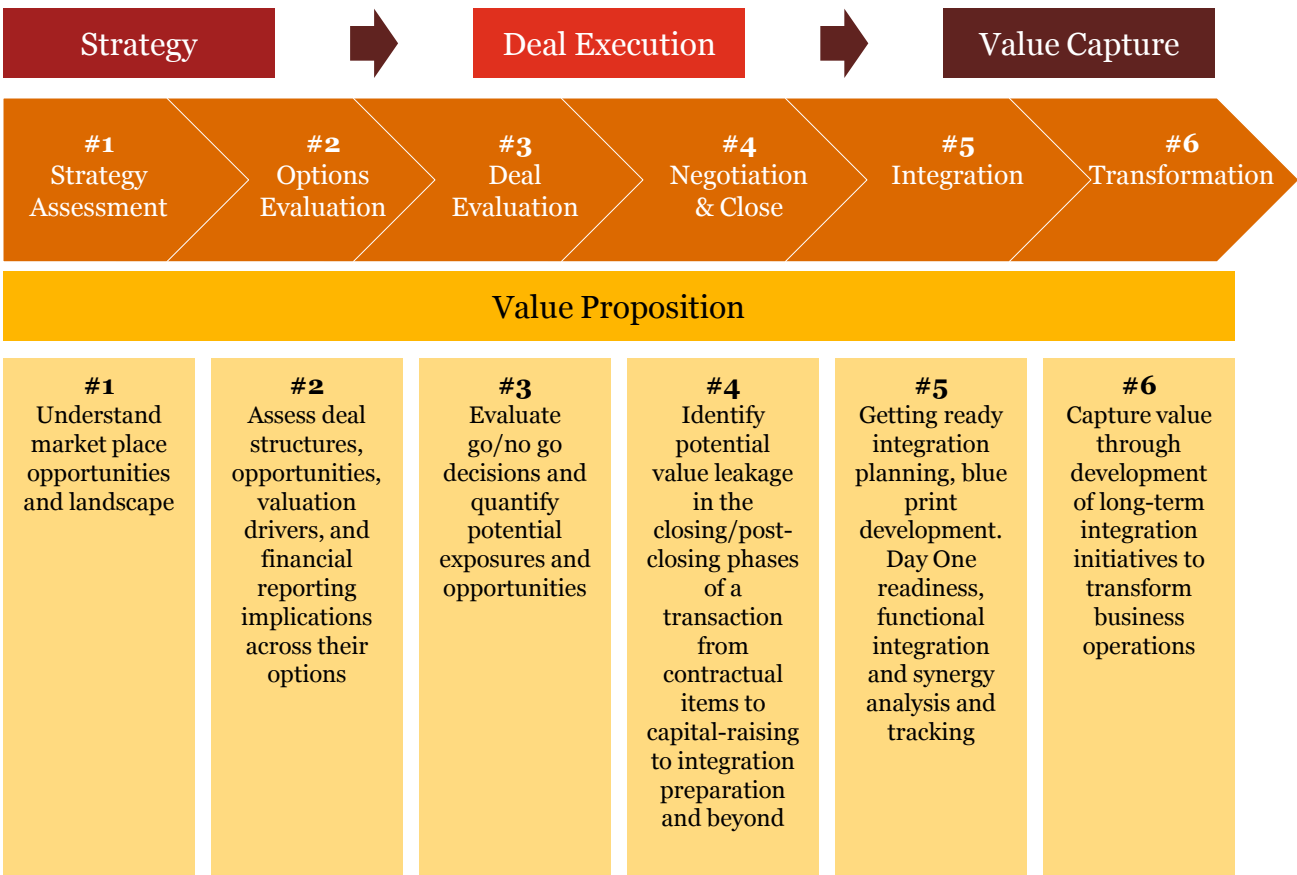
# Your M&A process

## Introduction

A good M&A process is necessary, but not glamorous, and hard to develop overnight. Although thorough diligence is sometimes mistaken for a good M&A process, it is important to have reliable monitoring and risk management practices around all M&A related activities including the identification, evaluation, negotiation, execution and integration of transactions.

In a world where CEOs and directors are increasingly being asked to defend their decisions months, even years, after the fact, a formal M&A process helps reduce the risk of making poor or uninformed decisions, improves transparency and provides evidence that all parties are executing their responsibilities appropriately in this important business area. Please see below how we can assist you.

## The Deal Continuum – PwC Capabilities



## Case in point

<b>Client</b>	Petroleum company
<b>Project</b>	Deal Evaluation, Negotiation & Close
<b>PwC role</b>	<p>PwC performed financial and tax due diligence of a target petroleum terminal. PwC assisted in transaction support which included assistance in negotiations and obtaining approval from the relevant regulatory authorities.</p> <p>Due to the specifics of the industry, and to the ownership structure, the Client required external assistance in evaluating the assets and identifying the potential risks of the Target's operations, ownership and corporate structure.</p> <p>We focused our review on the key assets and agreements essential for the business of the target. Both teams (tax and advisory) and all territories involved worked closely together and considered each other's findings.</p> <p>PwC received regular updates from the Client in the form of conference calls and emails. In the course of the transaction support, we promptly identified the potential consequences and risks regarding the Seller's comments and amendments to the transaction documents.</p>
<b>Success</b>	<p>The Client aimed to acquire the Target with the understanding of feasible risks and at the real market value. The PwC team identified potential risks, provided plans for their mitigation, and formalised these plans via transaction documents and a payments structure. As the Client was satisfied with our work, PwC was asked to continue its assistance on the project and on further contemplated acquisitions.</p>

# PwC's role

PwC advises clients across the deal continuum from strategy to execution to capturing value post deal. Clients can be better positioned to expedite their deals, minimise their risks, capture and deliver value to their stakeholders, and quickly return to business as usual.

- Market analysis
- Investment hypothesis
- Alignment with corporate development initiatives
- Assessment of potential acquisitions
- Financial/Accounting, Strategy and Tax
- Deal structuring (accounting and tax)
- Core diligence (IT, Financial, Tax, HR, Insurance, Operations)
- Regulatory and compliance, accounting/financial reporting, SPA
- Financial packs and operational issues in TSA and SPA
- Preparation for capital raising
- Post-closing purchase price adjustments
- Employee agreements
- 100 day plans
- Target operating model
- Synergy planning
- Functional integration support and Integration Management Office (IMO) planning, setup and governance structure
- Target operating model
- Customer, channel and product strategies

*To have a deeper conversation, about how this subject may affect your business, please contact:*



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