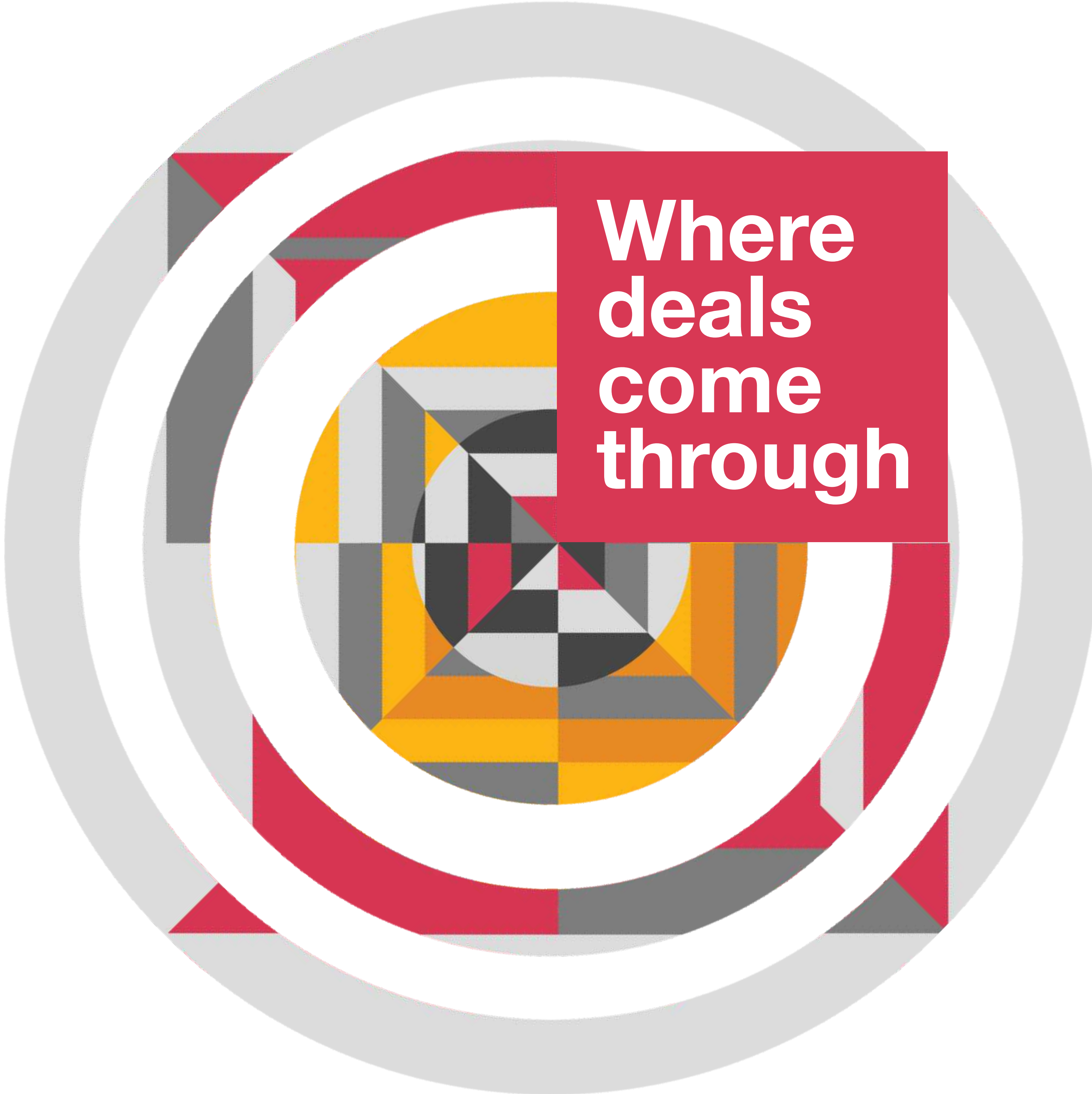


Where deals come through

pwc

Get more with our multiangle deals team in Ukraine

Originating, creating and executing deals is what our dedicated Deals team in Ukraine comprised of 40+ professionals provide every day. Our team includes specialists from Advisory, Tax and Legal lines of services, who deliver tailored solutions that create sustainable and lasting value for our clients.
We also invite you to enjoy the benefits of our Deals Platform, which unites sell- and buy-sides interested in transferring or acquiring assets in Ukraine. You can rely on our team as a trusted financial, tax, legal and forensic advisors offering truly value for money solutions as well as comprehensive expertise across wide range of industries and markets.
Along with the success of handling large and comprehensive M&A deals, our team is recognized as the service provider of choice for handling mid-size M&A deals in Ukraine. Our strong track record of successful projects demonstrate the depth and application of skills that clearly stand out of the crowd and truly make the difference.

See what we offer!

Your business strategic objectives

- **Divestitures**
- **Crisis and Restructuring**
- **Joint Ventures and Alliances**
- **Debt / Capital rising**
- **Acquisitions**

Our team capabilities: value we add

We bring in truly impactful knowledge, skills and expertise to your strategic transactions across all the deal stages

PRE-DEAL

At the pre-deal stage we offer a full range of buy- and sell-side legal services, including world-class due diligence, tax and legal structuring and checking regulatory documentation.

- Growth strategy development
- Portfolio review and optimisation
- Deal and investment thesis origination
- Acquisition target identification and screening
- Objective valuation of potential targets
- Market entry studies and preparation
- Tax and financial deal structuring
- IPO readiness, 144a debt and capital markets
- Fund structuring
- IPO readiness and capital markets advice
- HR due diligence and pre-deal HR strategy
- People related financial and operational risk and opportunity analysis
- Legal due diligence
- Carve-out, pre-deal structuring and vendor due diligence

DEAL

During the deal we assist starting from the letter of intent up to the transaction closure. We maintain a rigorous focus on three major points of value: successful execution of every aspect of your deal; capturing and sustaining the maximum value for your business; identification of opportunities for smooth and seamless synergy, strategic growth and emerging stronger.

- Financial, commercial and tax diligence
- Immigration
- Accounting and tax structuring
- Deal analytics
- Value capture plan development and synergy analysis
- Contract, bid and negotiation support
- Financial model review and strategic value assessments
- People, culture and incentivisation planning
- Regulatory risk assessments
- M&A Legal – including entity governance and international business structuring
- Separation structuring and day one integration planning
- GAAP conversion/differences reporting and implementation
- Accounting and financial reporting assistance (e.g. pro forma financial statements)

POST-DEAL

In the post deal period we assist with proper integration, that may include corporate changes, contracts renegotiations, advice on management-team incentive schemes and other matters aimed at maximising the deal's value for our clients.

- Integration or separation execution
- Value capture prioritisation analysis and execution
- Tax structuring and operating model efficiency
- Corporate simplification and legal restructuring
- Dispute resolution and purchase price allocation
- Day one readiness
- Transition service agreement
- Synergy realisation reporting
- Carve-out and stranded cost management
- Exit readiness (IPOs, Trade sale, Dual path)
- Post-deal people and human capital systems integration
- Financial statement preparation/advice on disclosures, accounting policies, and reporting requirements'

When it comes to the quality and impact of our services the voice of our clients speaks at its best

We have surveyed over 50 senior corporate executives from a wide range of industries, who have made at least one significant acquisition or one significant divestment in the last 36 months involving support of the PwC team, and have got the following unbiased feedback:

? Is it true that PwC provides a world class culture, diverse teams and change management capability embedded into your integration and transformation programme?

Yes **96.1%** | Maybe **3.4%** | No **0.5%**

? What do you value most about partnering with us?**

**opportunity to provide several answers

You are independent, objective and insightful on sources of value creation	98%
Your team's vast experience allows us to anticipate issues and help us look around corners	97%
Possibility to use an integration playbook based on your extensive experience of what works and what doesn't	92%
Your approach reduces risk (financial reporting, taxation and operations) by analysing all of the components of a deal	92%
Your practical experience and industry know-how allow us to add maximum impact and minimal disruption to core businesses functions and stay true to the strategic intent	89%

Learn more how we can help you achieve your strategic M&A goals and objectives

See, what we can do for you

Mergers & Acquisitions - throughout the Deal cycle

We will assist you throughout the whole transaction process in all of the aspects of the deal necessary to deliver expected results and minimize risks.

From the day we start cooperation, we provide you with complete transaction management in a tailored manner to fit your needs:

- Our approach will allow to maximize the number of potential investors / targets and improve the competitiveness and business terms of the potential transaction
- We will prepare professional transaction documentation necessary for optimizing the price and conditions of the transaction
- PwC will coordinate cooperation during due diligence to minimize the risk of outflow of information about the process.

We will assist you in negotiations as well as assess and inform you of the impact of negotiated business terms on the value of your transaction and of the risks involved.

PRE-DEAL

Sell-side Due Diligence

If your business (or part of it) is up for sale and you are going to show an in-depth report on its financial health to potential buyers, this is vendor due diligence. Producing vendor due diligence report, we provide basis for the seller to justify higher offer price as independent view of the business performance and prospects reduces uncertainty risk for buyers. With our help you will benefit from lower disruption to the business as the sale process is more controlled and value critical issues can be early identified and addressed outside the glare of publicity.

Our vendor assistance specialists work alongside your management and lead advisers throughout the process, making sure that opportunities and issues are understood and the correct steps are taken.

Valuations

To get an understanding of the value of an asset or business and what is really driving that value, you need experienced and dedicated valuation specialists and industry experts.

As the leading global valuation practice with 1,700 industry aligned, dedicated valuation professionals in 50 countries you'll have the right people to support you.

When you work with us you will understand what your business, shares or assets are worth in the context of your transactions, strategic decision making, financial reporting, dispute, tax planning or group restructure.

Business modelling – Deal and post-Deal

Our financial modelling team creates tools to support clients in analysing the financial outcomes of business decisions. We analyse data and business objectives so as to best adjust the model to the client's individual needs and the distinctive nature of the sector, in close collaboration with client representatives and other stakeholders. We make use of best practices in financial modelling and the international experience of PwC's sector specialists, to create practical tools that enable our clients to react to changing business conditions.

Initial background and affiliation checks

While on the buy side we capture and analyse publicly available information about your potential targets and outline key potential “red flags” of which you should be aware. We also run comprehensive background and affiliation checks to help you get better clarity regarding reputational, integrity and market stance matters pertaining to your deal targets thus helping you develop more sustainable deal strategies and take more considerate management decisions.

When it comes to the sell side, we provide comprehensive support with preparing necessary disclosures on compliance, ethical, reputational and other integrity matters that help you demonstrate even stronger transparency and thus contribute to building even better confidence in the eyes of your potential counter-parties of the deal.

DEAL

Buy-side Due Diligence

Any organisation considering a deal needs to check all the assumptions it makes about that deal. Financial due diligence offers peace of mind to both corporate and financial buyers as it analyses and validates all the financial, commercial, operational and strategic assumptions being made. It also uses past trading experience to form a view of the future and ensure there are no 'black holes'.

Being equipped with relevant knowledge and experience, we provide information-based insights needed for well-grounded investment decisions. Highlighting key business drivers and identifying challenges and opportunities new investment may bring, we help to better forecast the expected benefit from the deal and raise awareness about further actions needed to make post-acquisition period smooth.

Fund raising & Debt Advisory

Whether you are looking to refinance, fund growth or realise equity value, we have the expertise to deliver a successful finance raising. We help businesses to identify and implement financing solutions that support key strategic objectives. We provide management teams with independent advice on financing strategy in order to address a range of objectives, whether that be funding a growth agenda, how to get the best deal when resolving upcoming debt maturities or accessing alternative sources of finance.

Integrity Due Diligence

We conduct full scale review of your selected targets using open source intelligence as well as bringing in our extensive network of 'people who know', both across our global network of trusted sources from a wide range of backgrounds, industries and fields. On top of that, we also gather market insights smoothly tailored to your specific strategic goals, focus and needs that provide for even better clarity on the essence of the counter-parties that you consider to merge with or acquire.

Anti-bribery & Anti-Corruption Due Diligence

We conduct review of the current compliance environment of your potential targets in-line with local legal framework and international regulations (FCPA, UK Bribery, etc.) and across areas most prone and inclined to ABAC risks (i.a. procurement, sales, consulting, marketing, charity, entertainment, etc.) and highlight major indications of potentially adverse impact for you to consider in the course of the deal.

Automated mass screening of integrity matters

We use our own automated tool FAIT (Fraud Assessment and Intelligence Tool) for running prompt and comprehensive integrity screening of your targets and their business partners' portfolios across more than 40 statutory, financial, location and media risk criteria, flexibly adjustable to your strategic objectives as well as your industry, market, operational and compliance specifics. Based on the screening results, we highlight and structure potential integrity risks as well as provide practical recommendations for you to consider going forward with response in the course of the deal and post-deal stages. From the sell side standpoint, we adapt and tailor the scope of our Integrity due diligence, ABAC and FAIT procedures in line with your specific goals and needs and focus those on highlighting key strong aspects of the entity subject to the deal as well as major areas for enhancement including actions already taken in this regard and those to be envisaged / considered going forward.

POST-DEAL

Purchase price allocation

We can assist you and your advisers in considering the adjustments to be made between Enterprise Value and Equity Value and in formulating the arguments and counter-arguments required to justify your proposed deal pricing approach.

Takeover assistance

We conduct comprehensive review of organisational structure, governance and operational model, functions, processes and embedded controls of the subject to the deal in order to identify key priority areas, roles and responsibilities to be covered during the takeover, identify potential external interests as well as personal and business connections of key individuals and outline focal points for further more in-depth review, monitoring and oversight. Based on the obtained results we develop and help to effectuate robust strategies and action plans that enable execution of a truly secure and efficient takeover focused on maximizing business value and minimising integrity risks.

THERE IS NO SUBSTITUTE FOR EXPERIENCE IN M&A

How is an M&A deal value defined

What creates value for investors and managers

Why is an incentive system important after closing a deal

Why it is worth devote more resources to integration

Is it worth signing a letter of intent prior to an M&A deal

Main considerations on how to maximise value in a deal

Increasing an M&A deal value by employees upskilling

Why corporate culture matters after an M&A deal

Putting people at the heart of the deal

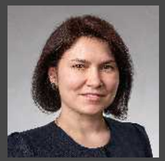
How prepare assets for sale

We bring our recognised experience to the table to help businesses discover the key issues they need to know about executing deals

Follow hot M&A topics and advices from our experts

Meet your Deals team in Ukraine

We would be delighted to discuss with you how our team may help you to further advance and refine the way you approach value creation within your business



Tatyana Ligerko
Head of Deals, Advisory
tatyana.ligerko@pwc.com

"Deals that deliver value don't happen by accident. Be clear on all the elements of a comprehensive value creation plan – it should be a blueprint, not a checklist."

Maksym Dydnyk
Director, M&A Tax Consulting
maksym.dydnyk@pwc.com

"The volume of tax work and activities to be completed as part of an M&A deal can be overwhelming. The early involvement of the tax department in integration decisions is critical because it enables the company to achieve desired pre-acquisition structuring while coordinating with other functional teams to prepare a plan for post-acquisition activities"

Oleksandra Kostrytsia
Head of Corporate and M&A, Legal
oleksandra.kostrytsia@pwc.com

"No deal is the same. Businesses should approach deals as part of a clear strategic vision and align deal activity to the long-term objectives"

Andrey Tretyak
Head of Forensic Services, Advisory
andrey.tretyak@pwc.com

"In PwC, we act as one united team to help you smoothly pave your way and navigate through the deal journey with clarity and confidence"

Offering
THE
future

75 Zhylyanska st.
01032, Kyiv, Ukraine

+380 44 354 04 04

pwc.com/ua