moneris

Corporate Finance

Mergers and Acquisitions

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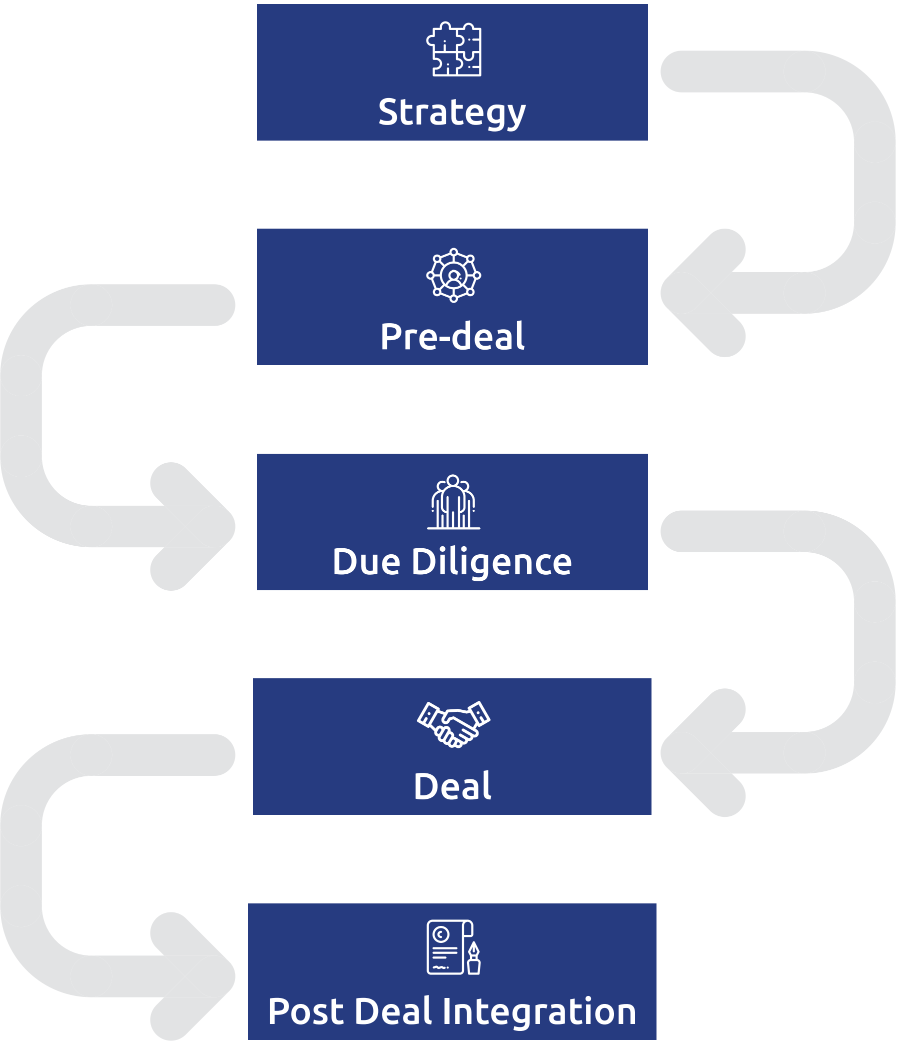
We guide the full cycle of a transaction



At your side. Every step of the way. Towards the right deal.

The need to bring together diverse skills and knowledge, access to economies of scale and the need to be able to respond to the most demanding customers have led many companies to look for Mergers and Acquisitions as a way to stimulate their growth and sustainability, and thus be able to compete in a increasingly global market.

Organic growth is essential in all organisations, but in many cases it presents itself as an insufficient solution with regard to the urgent pursuit of business development, and may not even be a guarantee of maintaining competitiveness in the markets in which the company operates.

However, in any geography, industry or size, Mergers and Acquisitions present exciting challenges and great opportunities.

With financial investors in its shareholder structure, Moneris has grown through a buy-and-build process, having acquired more than 25 organisations in its development and expansion process.

Consequently, from an early stage we developed skills which enable us to guide M&A (Mergers and Acquisitions) processes throughout the entire transaction cycle, from design to implementation of value-added solutions.

In the DNA of our expert team is a vocation for guiding build up processes, and it can help companies and entrepreneurs identify, evaluate and benchmark potential target companies according to properly-defined criteria, objectives and requirements.

On the other hand, should you wish to consider going public or selling to other investors, the Moneris team will be at your side to maximise your return by identifying and resolving any problems before placing your company or business on the market, enhancing your asset value among potential investors.

Our broad national presence, combined with our membership of one of the world's largest associations of audit, accounting and legal services firms - MSI Global Alliance - allows us to quickly and effectively identify target companies or investors for a specific transaction in over 100 countries around the world.

We are aware that each transaction is unique, with its own specific characteristics, stakeholders and objectives, but there is a set of challenges that are common to all mergers and acquisitions processes where we can play a very relevant role.

We treat M&A processes as if they were our own, because we know from experience the needs that managers and shareholders have in processes of this type.

Our knowledge, combined with the way we engage with shareholders and management teams, is the key to our success and effectiveness in M&A processes.

Strategy

- We rigorously and assertively identify the objectives and motivations inherent in the M&A process, ensuring correct quantification of the expected value drivers and deliverables in order to align the company's M&A strategy with its business strategy.
- Our approach ensures that shareholder value and investor return is maximised for each process and/or transaction.
- We set the guidelines for planning and conducting the process based on the size of the business and the sophistication of the parties, so it is crucial to correctly measure the characteristics and scope of the transaction at this early stage.
- By means of specific criteria, we identify the entities to be approached and prepare a blind profile to stimulate interest in the transaction, during this phase providing information with complete confidentiality.

Pre-deal

- We ensure the signing of a Non-Disclosure Agreement (NDA) prior to submission of any information that exposes the investor or target, in order to ensure the necessary confidentiality for the interested parties and protection of the deal.
- With the preparation of the Information Memorandum we provide the investor with a comprehensive amount of information, including the transaction summary, sector analysis, historical operating, economic and financial indicators, forecast data, valuation and transaction guidelines.
- We support all negotiation of adjustment mechanisms and revision of the Share Purchase Agreement, which documents the most relevant aspects associated with the transaction, safeguarding the interests of the buyer/seller.

Due Diligence

- *Buy-side due diligence*
  We support buyers in identifying and understanding the tax risks to which the target is exposed, so that adequate guarantees may be demanded in order to counter the risks to which the company is exposed. We improve the buyer's understanding of the target, allowing the possibility of submitting a more appropriate offer.
- *Vendordue diligence*
  We ensure that the sales management team is provided with timely information on the risks to which it is exposed, so that any corrective measures may be taken, giving sellers greater control over the sales process and timing.

Deal

- We assist our clients in negotiating and reviewing purchase and sale agreements and structuring the acquisition/sale.
- We provide support for the structuring and organisation of the best financing solution from an immediate and medium-term perspective, working in conjunction with banks, venture capital companies, private equity funds and business angel networks, thus meeting the requirements of each transaction.
- We assist in structuring the transaction by determining the immediate and long-term tax impact of the transaction and creating tax efficiencies within the deal. Understanding and planning the tax implications of each transaction can reduce risks and improve opportunities.

Post Deal Integration

- In this phase, decisive for the deal's success, we provide support for the structuring of reorganisation operations, implementation of tax structures and divestment structuring.
- We ensure smoothness and stability during the transition period, focusing on key integration success factors: increased profits, cash flow improvements, synergy capture and risk mitigation.
- We develop action plans that ensure integration of the target into the procedures outlined and monitor the latter's implementation.