



# Mergers and acquisitions

**Strategic synergy for better business decisions**



Corporate finance and investments

**17-18 November, 2019  
Dubai, UAE**

**KPMG Business  
Academy**





### Key learning benefits:



Understand the complete cycle of the M&A process from initiation to completion



Develop and understanding of the tradecraft



Develop an understanding of the key legal and financial elements that impact the Sale and Purchase Agreement



### Course overview

This training provides an in depth understanding of the entire M&A process – from initiation to completions.

The course allows candidates to engage in practical application of their knowledge on relevant case studies including valuation, designing a sale process, evaluation non-binding and binding offers, and also develop and understanding of the practical considerations of negotiating the sale and purchase agreement.

It is worth noting that this course is not tailored for any specific sector and hence this course does not aim to deal with sector specific transaction issues



### Who should attend

This course is primarily designed for professionals involved in M&A activity who are looking to broaden their understanding of valuation methods, negotiation strategies, and the tradecraft involved in the overall M&A deal process.

This course is expected to be useful to professionals working in large organizations as part of the investment, strategy and corporate development teams. The course is also designed for professionals working as part of the M&A teams for sovereign wealth funds and private equity firms.



### Key differentiators

KPMG has developed its unique capability to deliver practical and relevant courses through its experience in mergers and acquisitions. The course is delivered by KPMG professionals who have hands on international and regional deal experience in successfully closing M&A transactions across multiple sectors.

The course is crafted with a fine blend of practical and theoretical knowledge which is delivered through interactive sessions and case studies.



### Meet your course leaders



#### Rajiv Maloo

Director | Corporate Finance  
KPMG in the Lower Gulf

Rajiv has over 10 years of international M&A advisory experience, having worked in the UK and the UAE. He specializes in advising companies and shareholders on acquisitions, disposals, mergers and management buy-outs.

Rajiv has worked across a wide range of sectors including telecom, consumer, industrials, insurance and financial services, providing M&A advice to a variety of clients including financial sponsors, large global corporates and family offices on transactions ranging from USD 50 million to USD 400 million.



#### Wissam Fakhoury

Associate Director | Corporate Finance  
KPMG in the Lower Gulf

Wissam has over 10 years of experience in corporate finance advising clients on sell-side and buy-side transactions, private placements, business valuations, and financial modeling.

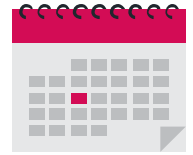
His sector experience includes contracting, retail, manufacturing, trading, automobile, catering and healthcare industries.



#### Mughees Tariq

Assistant Manager Corporate Finance  
KPMG in the Lower Gulf

Mughees joined KPMG in 2010 as part of Investment Advisory in London where he advised pension schemes on c.£2.0bn of investments. He then moved to Mergers & Acquisitions within Corporate Finance in 2015 where he provided lead financial advice to Corporates and Private Equity houses on various mid-cap buy-side and sell-side M&A transactions across Consumer & Retail, Healthcare and Media.



## Day one:

### M&A overview

- What drives M&A
- Overview of M&A process, timelines, stakeholders and stages of the process.
- Key stage gates and requirements (preparation, diligence, execution, negotiation)
- The role of advisors
- Preparing a business for sale
- Case study

### Preparation

- Overview of marketing and process documents
- Key consideration in preparing financial forecasts
- Vendor due diligence

### Valuation analysis

- Price vs Value
- Understanding Income and Market based valuation methodologies
- Understand Cost of Capital
- Case study

### Marketing

- Preparing process letters
- Evaluating offers
- Case study

## Day two:

### Buyer due diligence

- Approach to diligence and typical timelines
- Commercial due diligence considerations
- Financial and tax due diligence considerations
- Key concepts – net debt, working capital, underlining earnings
- Data room and Q&A process
- Case study

### Closing mechanism and purchase price

- Locked-box
- Completion accounts
- Earn outs
- Enterprise to equity bridge
- Case study

### Binding offer

- Negotiation and key components of binding offer
- Case study

### Negotiations and completion process

- Introduction to negotiation and bidder / seller interaction
- Heads of terms
- Exclusivity
- SPA considerations
  - Structure of a typical SPA
  - Defining net debt and working capital
  - Warranties, indemnities & Disclosures
  - Seller & Buyer protection
  - Conditionality
  - Split signing and closing
- Completion process

# Mergers and acquisitions

**17-18 November 2019**  
**8:30am-4:30pm**  
**Dubai, UAE**

Early bird (before 17 October 2019)	Participant fee
USD 1,695	USD 1,895

All registrations are subject to our terms and conditions which are available at <http://kpmgbusinessacademy.kpmguae.com/TermsandConditions.aspx>. By submitting your registration you agree to be bound by the terms and conditions in full.



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## Three ways to register:



| [Register](#)



| [ae-fmkpmgacademy@kpmg.com](mailto:ae-fmkpmgacademy@kpmg.com)



| +971 4 356 9616

## Certificate

Participants who attend all sessions will be awarded a KPMG certificate of attendance.

## Payment

To reserve a seat at our courses, please complete a registration form and pay the full fees before the due date. All registrations are subject to acceptance by KPMG and will be confirmed in writing.

## Cancellation

If after having registered and paid for a place you are unable to attend the course, a substitute delegate is welcome to attend in your place. Fees canceled seven days or less before the course begins are payable in full.

KPMG reserves the right to cancel this course, change its date or alter the venue, speakers or topics.

## Customized training solutions

To create a more tailored learning experience, you may want to run this course in-house. Please contact Saravanan Selvan to discuss further:

**Saravanan Selvan**  
E: [sselvan@kpmg.com](mailto:sselvan@kpmg.com)  
T: +971 4 356 9616