



Adam Smith
TRAINING

30–31 October 2007 : 30–31

Marriott Aurora Hotel, Moscow :

2007

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24th August and
SAVE \$200

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Mergers and acquisitions

*Gain key principles of M&A
strategy to make your
deal a success!*

An intensive and practical two day
course which will enable you to:

- **Learn** about strategy and pre-acquisition planning in M&A
- **Discover** how to assess acquisition possibilities and evaluate synergies
- **Master** the skills in negotiating deals and achieving integration
- **Gain** a clear understanding of further corporate finance transactions
- **Learn** how to value disposal candidates and achieve a successful disposal



Course led by

Roger Baden-Powell

Roger is an experienced corporate finance professional with practical and extensive knowledge of corporate and structured finance. He has more than 7 years experience in presenting training programs on corporate finance topics.

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" M&A, "

Save up to 30% and improve performance
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30%

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MERGERS AND ACQUISITIONS

Why is this course unique?

Quite simply this is the only program of its kind that has been specially designed to focus on **all aspects of buying and selling private companies, corporate restructuring and joint ventures**. The rationale for deals, their negotiation and structure and how they are executed and financed are all covered in this intensive two-day program.

Day one of this course covers **all aspects of an acquisition process** from initial strategies for expansion through to planning, negotiation, execution and integration. Other complementary corporate transactions are also considered.

Day two of this course examines **common errors and pitfalls** in the disposal process and emphasises strategies for realising a maximum value for a seller whilst limiting the legal redress of a buyer.

Your Expert Course Leader

Roger Baden-Powell was with Joseph Sebag & Co., stockbrokers (subsequently Carr, Sebag & Co.), initially as a property and insurance analyst and then as head of equity research and a Member of the London Stock Exchange. In 1979, Roger Baden-Powell was seconded for two years as the London Stock Exchange Representative to the Executive of the City Panel on Takeovers and Mergers. From 1981-1987, he was a partner of Baden-Powell, Chilcott & Co., a City based corporate finance, new issues and investment management firm. Corporate finance activities included advice on acquisitions and mergers (Takeover Code and Yellow Book) and general financial, commercial and legal advice.



From 1996-2003, he was a director of BDC Corporate Finance Limited (an M&A boutique based in the City of London), which specialised in the merger and acquisition of insurance companies and Lloyd's insurance brokers. He has been a director of Redcliffe Training Associates Limited since 2001 and presents seminars on 16 corporate finance topics.

The course is designed for:

- Investment bankers
- Senior executives of corporates
- Corporate finance / M & A advisers
- Transactions services executives
- Accountants
- Corporate lawyers

Strictly limited numbers available

In order to provide you with learning experience of true value and owing to the high practical focus of the course the number of participants we are able to accept on this program is strictly limited

„Excellent seminar, completely met my expectations“

Natalia Kalshaeva,
Managing Director,
International Moscow Bank

„Very useful course, which will help me to apply all of the acquired skills in practice“

Olga Reznikova,
Manager,
Transmark

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Adam Smith
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tel.: +7 495 232 4060
fax: +7 495 232 4059

For more information please contact Olga Chulkova
on +7 495 232 40 60 or ochulkova@adamsmithtraining.com

www.adamsmithtraining.com

YOUR COMPREHENSIVE COURSE PROGRAM

Gain key principles of M&A strategy to make your deal a success!

To book
online, visit
www.adamsmithtraining.com

Day One: 30th October 2007

Day Two: 31th October 2007

Acquisitions

The destruction of shareholder value through ill-thought-out acquisitions is a well known feature of the M&A market. The major risks and problems likely to be encountered by professional advisers, principals and entrepreneurs are highlighted with guidance for their avoidance or mitigation. **Process and commercial failures** are examined and the necessity for a sound acquisition plan is emphasised. A 'top down' approach to reviewing the activities and financials of a target is described leading into an overview of the due diligence process and the **preparatory steps required for a successful integration.**

Strategy

- Acquisition objectives
- Process and commercial errors
- Why acquisitions fail
- Keys to success
- Overall strategic assessment
- Alternative strategies for growth

Pre-acquisition planning

- Reasons for acquisitions
- Acquisition criteria
- The acquisition plan
- Assembling the team
- Starting the search
- Screening the targets
- Approaching the targets

Commercial assessment

- Review the financials
- Top-down approach
- Verify the projections
- Assess the risk
- Evaluate the synergies
- Key areas for due diligence
- Indicators of potential fraud

Negotiation

- Guidelines
- Preparation
- Key factors

Corporate transactions

- Rights issues and pre-emption rights
- Convertible loan stocks
- Equity warrants
- Open offers
- Vendor placings
- Capitalisation issues
- Purchase of own shares
- Reduction of share capital
- ADRs & GDRs

Integration

- Avoid disintegration
- Implement decisions
- Effective communication
- Preserve the assets and goodwill

Disposals

The objective of a seller should be **to achieve the highest price subject to the least onerous terms** and to walk away from a transaction with measurable and finite liabilities. Procedures for valuing a company and for the planning, negotiation and execution of its sale are described together with the meaning and effect of representations, warranties and indemnities. The structuring of consideration (including earn-outs) and the principal related legal documentation necessary to complete a sale is also reviewed.

Introduction

- Typical mistakes in disposals
- Preliminary considerations
- Rationale for selling

Valuation

- Initial guidelines
- NAV and DCF
- Price/earnings ratios
- Valuation by comparison

Pre-sale planning

- Appointment of advisers
- Engagement letter and fees
- Preparing the company
- 'Sell side' due diligence
- Grooming and separation issues

Execution

- Presenting the information
- Searching for a buyer
- Marketing tactics
- Auctions

Equity restructuring & divestitures

- Rationale
- Carve-outs & partial spin-offs
- Spin-offs, split-offs & split ups
- Tracking stock

Negotiation

- Initial negotiations
- Consideration
- Earn-outs
- Later tactics
- Completion

Legal considerations

- Unprofessional tactics
- Representations, warranties and indemnities
- Disclosure
- Limitation of seller's liability
- Sale & Purchase Agreement

The course will include exercises and case studies on the topics covered to ensure maximum participant comprehension

IMPORTANT INFORMATION FOR RUSSIA BASED COMPANIES

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FREE TRAINING NEEDS ANALYSIS OFFER

If you would like to benefit from a no obligation initial needs analysis discussion, or if you would like more information on how Adam Smith Training In-Company solutions can benefit your team, department or organization, please contact: Ina Ukstina on + 44 20 7017 7448 or ina@adamsmithtraining.com

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