



# MERGERS & ACQUISITIONS (M&A)

THE WILLIS GLOBAL MERGERS & ACQUISITIONS PRACTICE DELIVERS AN EXPERIENCED, DEDICATED TEAM TO ASSIST YOU TO ASSESS, MITIGATE AND INSURE THE RISKS ARISING FROM TRANSACTIONS

We have dedicated Practice members across the globe in three time-zones:

**Asia Pacific**      Australia, New Zealand, Hong Kong and Japan

**Europe**            United Kingdom, France, Germany, Sweden, The Netherlands, Spain, Portugal and Italy

**Americas**          New York, San Francisco and Los Angeles

## Due Diligence

The risks associated with a potential acquisition need to be measured and assessed. We work alongside your financial and legal representatives to identify “red flags” and to determine the financial impact of insurance risk upon the project’s objectives.

## Portfolio Initiatives

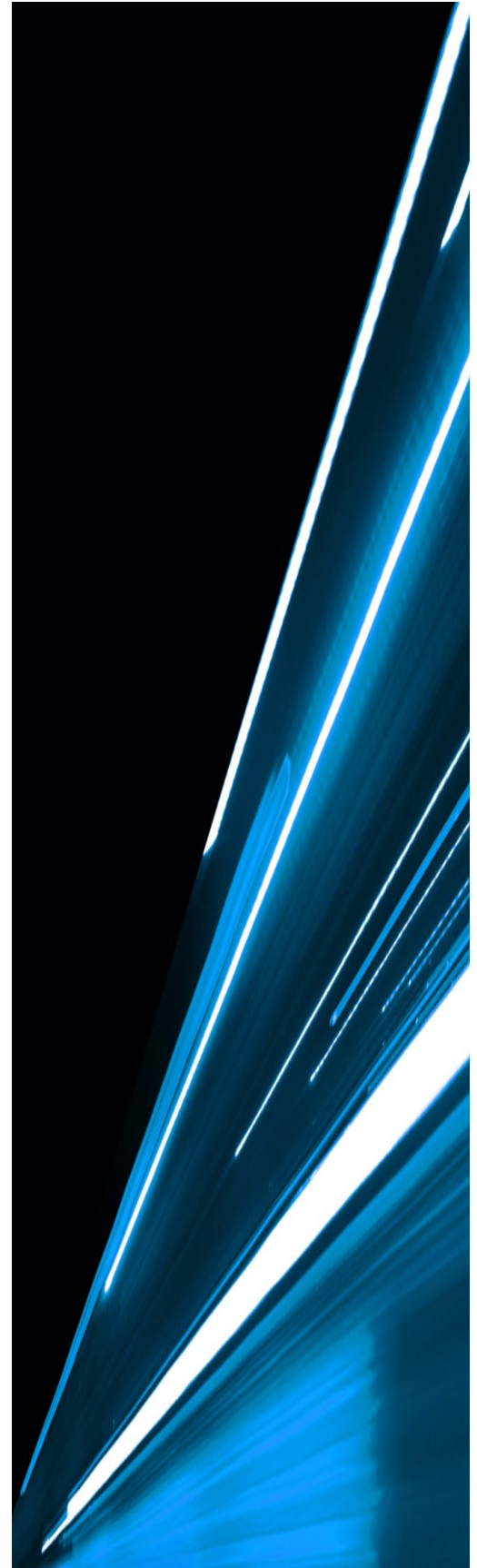
Achieving the most appropriate and competitive insurance arrangements for a portfolio of investments is a critical factor toward the overall performance of a fund. We deliver customised insurance placements for key portfolio risks (e.g. Directors and Officers Liability) and work with you to achieve greater efficiencies in insurance buying and the management of risk.

## Transaction Solutions

In certain situations warranties, representations indemnities and contingences can deter potential buyers and lead to a discounted sale price. Through global insurance markets, we securitise deal warranties and representations, providing greater certainty and enabling increased competition.

## About Willis

Willis Group Holdings Limited is one of the world’s leading insurance brokers, developing and delivering professional insurance, reinsurance, risk management, financial and human resource consulting and actuarial services to corporations, public entities and institutions around the world.



## THE VALUE MATRIX

WILLIS SERVICE	TRANSACTION LIFECYCLE		
	BUY	MANAGE	SELL
<b>DUE DILIGENCE</b>	<ul style="list-style-type: none"> <li>• Validation of data credibility</li> <li>• Identification of potential “deal- breakers”</li> <li>• Gap Analysis</li> <li>• Quantification of financial impact of insurance upon project KPI’s</li> </ul>	<ul style="list-style-type: none"> <li>• Insurance and Risk Strategy for exit/divestment</li> </ul>	<ul style="list-style-type: none"> <li>• Vendor due diligence reports</li> </ul>
<b>PORTFOLIO INITIATIVES</b>	<ul style="list-style-type: none"> <li>• Placement of Project Directors &amp; Officers Liability Insurance</li> <li>• Placement of Major Classes of insurance</li> <li>• Identify opportunities for material savings</li> </ul>	<ul style="list-style-type: none"> <li>• Insurance programme aligned to meet portfolio requirements</li> <li>• Delivery of most cost effective risk financing framework as per project KPI’s</li> <li>• Platform for enhanced insurance buying across the portfolio</li> </ul>	<ul style="list-style-type: none"> <li>• Establish appropriate run-off covers for:               <ul style="list-style-type: none"> <li>- Directors &amp; Officers Liability</li> <li>- Professional Indemnity</li> <li>- Product Guarantee Liability</li> <li>- Other Contingencies</li> </ul> </li> <li>• Compliance with divestment regulations (e.g.) H&amp;SE Act; RMA)</li> </ul>
<b>TRANSACTION SOLUTIONS</b>	<ul style="list-style-type: none"> <li>• Utilisation of Insurance markets to securitise:               <ul style="list-style-type: none"> <li>- Warranties &amp; Indemnities</li> <li>- Environmental Liability</li> <li>- Tax Liability</li> <li>- Successor Liability</li> <li>- Other Contingencies</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Identify any contingent liabilities (enviro, tax, etc) that can be securitized by insurance markets</li> <li>• Enhance and ready business for exit / divestment</li> </ul>	<ul style="list-style-type: none"> <li>• Utilisation of Insurance markets to securitise:               <ul style="list-style-type: none"> <li>- Warranties &amp; Indemnities</li> <li>- Environmental Liability</li> <li>- Tax Liability</li> <li>- Prospectus Liability</li> <li>- Successor Liability</li> <li>- Other Contingencies</li> </ul> </li> </ul>

### Contact

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