Integration Playbook Overview and Sample

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Playbook Overview
GPMIP Playbook Development

Common denominators for GPMIP Playbook Solutions

**Strategic Alignment**
Elements must help acquiring company drive intended acquisition objectives and integration metrics.

**Adoptability**
Benefits and advantages of Playbook utilization must be obvious to users and stakeholders.

**Consistency**
Playbook and supporting tools must be seamlessly integrated to enable optimal deployment and consistent application across transactions.

**Simplicity**
Don’t overbuild! Focus on basic needs first and layer in complexity as needed.

**Knowledge Transfer**
Playbook must be highly trainable and help facilitate knowledge transfer to IMO leaders to quickly build internal capabilities.

**Flexibility**
Construction and organization of Playbook must be flexible & modular to enable users to select what they need for differing M&A scenarios.
Playbook Objectives

Create a sustainable core competency to support M&A activities:

+ Provide a consistent but flexible integration process & methodology for M&A
+ Provide a comprehensive training resource for new integration leads and Integration Management Office (IMO) teams
+ Empower integration teams with an efficient process and supporting tools & templates
+ Enable business leaders to mobilize an integration quickly and efficiently using proven methods and techniques
+ Applicability to full, functional and/or partial integration scenarios

Provide flexibility and adaptability for specific requirements:

+ Applicable to all acquisition scenarios (bolt-on, platform consolidations, adjacent market acquisitions, vertical integrations etc.)
+ Deployable across multiple concurrent transactions and geographies
+ Flexibility to accommodate varying transaction sizes and levels of complexity
+ The Integration Playbook users can select and/or deselect the specific process steps and supporting tools/templates they need based on the size and complexity of their transaction (i.e. not all playbook process steps may be required for certain transactions)
Solution Architecture

Dynamic playbook solution covers integration planning and execution process, tools & templates, program management support and training

Comprehensive Excel based process overview

Supporting tool & template library

Online portal to facilitate overall program management

Training to facilitate internal knowledge transfer and application
Basic Playbook Design

Phasing covers all pre-close and post-close requirements for integration planning & execution

Playbook Contents

Pre-Deal > Pre-Planning > Mobilization > Execution > Optimization & Close

1. Pre-Deal Phase
2. Pre-Planning Phase
3. Mobilization
4. Execution
5. Optimization and Close

Dedicated tabs for each phase cover all program management elements (see next slides)
## Mobilization

<table>
<thead>
<tr>
<th>Description:</th>
<th>The Mobilization phase is where the extended functional leads are engaged and the comprehensive integration and Day 1 plans are developed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Objectives:</td>
<td>Engage the extended IMO team and provide all required direction, guidance and IMO processes to initiate and manage the integration and Day 1 plan development</td>
</tr>
</tbody>
</table>
| Personnel:   | • #YYY# & IMO Lead Team  
• Team Leads  
• Target Integration Lead(s)  
• IMO Admin Support |
| Key Decisions: | • Communications materials  
• Target inclusion in weekly process |
| Timing:      | • Allow minimum of 30 days to complete all mobilization phase deliverables |
Step and Activity Detail

All activities include owner, deliverable and links to tools & templates

## 2 Pre-Planning Phase

### Activities: 57

<table>
<thead>
<tr>
<th>Step</th>
<th>Activity</th>
<th>Owner</th>
<th>Deliverable</th>
<th>Tools/Templates</th>
</tr>
</thead>
<tbody>
<tr>
<td>IMO Logistics</td>
<td>Secure IMO admin resource and IMO meeting space</td>
<td>IMO PM</td>
<td>Dedicated Admin resource</td>
<td>Sample logistics overview</td>
</tr>
<tr>
<td>IMO Logistics</td>
<td>Confirm/create Project Name and create portal</td>
<td>IMO PM</td>
<td>Project Name and SharePoint</td>
<td>See #CompName# Portal as example</td>
</tr>
<tr>
<td>IMO Logistics</td>
<td>Confirm project charge codes or cost centers for integration related expenses</td>
<td>IMO PM</td>
<td>billing codes</td>
<td>Charge case and cost center template</td>
</tr>
<tr>
<td>IMO Logistics</td>
<td>Finalize functional workplan template/tool</td>
<td>IMO LT</td>
<td>Workplan template</td>
<td>Sample XXX template on Portal</td>
</tr>
<tr>
<td>Data Harvesting</td>
<td>Establish data harvesting process &amp; protocols</td>
<td>IMO PM</td>
<td>Data harvesting process overview</td>
<td>Sample Process overview</td>
</tr>
<tr>
<td>Data Harvesting</td>
<td>Create data request templates</td>
<td>IMO PM</td>
<td>Data request template</td>
<td>Data request template</td>
</tr>
</tbody>
</table>
Best Practices for Training

Also includes are implementation best practices & key considerations

3 Mobilization

Considerations:

- Make sure IMO kick off deck includes guiding principles slides (see Pivot sample)
- If possible, schedule the inclusion of target company IMO members at least 2-3 weeks prior to close
- Work directly with Leads if needed to get functional plan drafts completed on time
- Use IMO time to socialize functional plans so Leads are aware of other work (not just their own)
- Prioritize and track Day 1 mandatories
- Allow at least 30 days for stakeholder circulation and edits for Day 1 talking points and key messages (there will be lots of revisions!)
- Address any IMO meeting attendance issues immediately and reset expectations if necessary
- Avoid “gun jumping” (integrating before close)
# Sample Tool & Template Library

## Governance & Pre-Planning
- Governance Model(s) & Process
- IMO Roles & Responsibilities
- IMO Infrastructure
- Integration Strategy & Objectives
- IMO Weekly Meeting Structure/Agendas
- Integration Dashboard
- Functional Status Reporting Templates
- Pre-Close Legal Guidelines
- IMO & Team Charters
- Discovery process & checklists
- Functional Org Models
- DD to Integration Process Flows
- Data Harvesting Process/Templates
- IMO Calendar
- Playbook Scope/Usage
- Phasing Constructs
- Guiding Principles
- Integration Leader Requirements

## Execution Related
- Integration Resourcing Model(s)
- Functional Workplans
- Risk Assessment
- Talent Assessment Worksheets
- Cultural & Change Assessments
- On Boarding process/materials
- IMO Kick Off agendas/decks
- Synergy identification & tracking
- Strategic Framework
- Day 1 Framework Planning
- Talent Assessment Process
- First 30/90 Templates
- Retention Planning Worksheets
- Day 1 Checklists
- Transaction Scenario Matrix
- IMO Budgeting
- Training & Orientation
- Tool Evaluation Criteria

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Global PMI Partners

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More Information

Please email or contact us for more information on our comprehensive acquisition playbook solutions

For more information contact:

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404-431-7508
About GPMIP
Integration & Playbook Credentials

GPMIP Integration Experience:
+ Over 230+ integration, divestiture & carve out projects
+ Transaction size range from $5M to $35B (average clients are small to mid cap companies)
+ Experience in nearly 2 dozen countries

Playbook Experience: Domestic
+ Medical device company (US)
+ Research and economic development institute (US)
+ Construction materials & management company (US)
+ Automotive supply (US)
+ Wireless Telecommunications (US)

Playbook Experience: International
+ Global international trading company (Japan)
+ Consumer Healthcare company (UK)
+ Telecommunications Equipment (Sweden)
+ Multinational conglomerate (Germany)
+ Global electronics manufacturer (Holland)
+ Playbook methodology for Big 4 global consultancy (Global)
+ Computer storage (Israel)
GPMIP is the home of experienced M&A integration and carve-out consultants

We build the best consulting teams to fit your requirements: country, M&A integration / carve-out experience, industry sector, languages and other skillsets

Senior on-demand M&A experts worldwide
Our Expertise

Exclusively focused on post merger integration and separation, GPMIP delivers projects at greater efficiency than traditional consulting firms, maximizing capabilities, experience, and expertise.

<table>
<thead>
<tr>
<th>Best Practices</th>
<th>Sourcing &amp; DD Support</th>
<th>Integration Planning</th>
<th>Integration Delivery</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Training</strong></td>
<td><strong>M&amp;A strategic analysis</strong></td>
<td><strong>Transaction development</strong></td>
<td><strong>Program execution</strong></td>
</tr>
<tr>
<td>• integrations</td>
<td>• strategic assumptions</td>
<td>• integration management office setup</td>
<td>• post-close deep-dive analysis of due diligence</td>
</tr>
<tr>
<td>• carve-outs</td>
<td>• aligning the transaction rationale with strategy</td>
<td>• integration approach</td>
<td>• project management</td>
</tr>
<tr>
<td>• tool sets</td>
<td><strong>Opportunity analysis</strong></td>
<td>• 100 days planning</td>
<td>• workstream execution and support</td>
</tr>
<tr>
<td><strong>Center of excellence</strong></td>
<td>• target selection</td>
<td>• communication plan</td>
<td><strong>Transformation</strong></td>
</tr>
<tr>
<td>• set up</td>
<td>• non-fin due diligence</td>
<td>• culture plan</td>
<td>• audits and reviews</td>
</tr>
<tr>
<td><strong>Customized methodology</strong></td>
<td>• synergy quantification &amp; qualification</td>
<td>• risk map and mitigation plan</td>
<td>• business development</td>
</tr>
<tr>
<td>• integrations</td>
<td>• organizational design</td>
<td><strong>Coverage of all workstreams</strong></td>
<td>• operational development</td>
</tr>
<tr>
<td>• carve-outs</td>
<td>• cultural fit</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• playbook development</td>
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</tbody>
</table>
How We Engage

We provide services specific to requirements: geography / M&A integration experience / business line experience.

+ the alternative to the large, traditional consulting firms
+ international partnership firm, supported by extensive network of local associates
+ pre- and post-merger integration and carve out services
+ experience from 230+ M&A projects
+ only experts
+ embedded into our clients' teams, activating clients' staff
+ true richness of knowledge, skills and operational experience

Senior on-demand experts worldwide
Differentiation – Why Clients Choose GPMIP

We focus on the Lean concept of *Value Demand* by providing the right resources at the right time for our clients.

<table>
<thead>
<tr>
<th>Emphasis</th>
<th>Unique Benefits</th>
<th>Capacity to Scale</th>
<th>Geographic Footprint</th>
</tr>
</thead>
<tbody>
<tr>
<td>Integration &amp; Separation Focus</td>
<td>Leverage &amp; Build In-House Teams</td>
<td>On-Demand Expertise Model</td>
<td>Local Resources Globally Interconnected</td>
</tr>
<tr>
<td>Wide Breadth of Services</td>
<td>Brand Recognition</td>
<td>Consultant Staff Leveraged Model</td>
<td>Global Presence</td>
</tr>
<tr>
<td>Individual Skills</td>
<td>Individual Performance</td>
<td>Individual Scalability</td>
<td>Local Resources</td>
</tr>
</tbody>
</table>

Large Consultancies

Independent Contractors
Typical Project Deliverables

Training at acquiring company and/or target locations
+ Educate internal staff to efficiently take on Integration responsibilities and activities

Planning workshops for playbook development
+ Lead executive workshops to quickly establish the integration vision and overall integration plan

Integration management
+ Provide management resources for the duration of the engagement leading internal teams at onsite locations

Integration management + workstream delivery
+ Both manage and fill the gaps in workstreams where client resources are unavailable.
+ Capacity to take on all workstreams and own the overall integration effort
GPMIP Partners & Associate Partners

An expanding global coverage to be more and more local

Gilles Ourvoie
Partner, France
M&A Strategy, PMI, organizational transformation

Andrew Scola
Partner, UK
GPMIP tech sector lead, Carve-out Director

Eitan Grosbard
Partner, Israel
High tech expert, M&A Strat., DD, PMI, HR & ChM lead

Michael Holm
Partner, Sweden
M&A, PMI, strategy, telecom, tech & mobile device industry

Christopher Van Gampelaere
Partner, Belgium
M&A programs, finance lead, trainer, TSAs

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Scott Whitaker
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Acquisition & carve out, methodology, author & trainer

Steve Coote
Partner, Australia
Strategic planning and implementation, M&A

Stefan Hofmeyer
Partner, US
Program, process, & cross-border facilitation expert

Masaki Yamamoto
Partner, Japan
Strategy, R&D management, Organizational design, HR mgmt

Makoto Ideno
Partner, Japan
PMI, org design, HR management, culture and change

Robert Yu
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Strategy, IMO Sales

Günther Jauck
Partner, Austria
M&A, WC & spend mgmt., certified turnaround expert

Sergio Bruno
Partner, Italy
Strategy, M&A

David Sneijder
Associate Partner, Netherlands
M&A, Integration, Six sigma, change management

Jean-Yves Devallez
Associate Partner, Luxembourg
M&A, PMI, Sales & Marketing

Colin Hopkins
Associate Partner, UK
Strategy, Pre-Deal, IMO, Programme management, Trainer, M&A Design

Orlane Marin
Associate Partner
M&A, Integration
Thought Leadership

Our team delivers the most comprehensive acquisition integration experience through published books, training, workshops, and hands-on execution.

Mergers & Acquisition Integration Playbook
Authored by GPMIP Partner Scott Whitaker

Turnaround Navigation in Stormy Times
Co-Authored by GPMIP Partner Guenther Jauck

Potential Areas of Conflict in Mergers
By GPMIP Partner, Guenther Jauck

Cross Border Mergers & Acquisitions
Edited by GPMIP Partner Scott Whitaker with contributions from 10 GPMIP Partners from 9 Countries (Available April 2016)