

Global PMI Partners

Private Equity Platform Company Services



December 2019



About Global PMI Partners

Post-merger integration and carve-out specialists with worldwide expertise

When the long-term implications of your deal matter most, Global PMI Partners delivers focus, value and enduring success.

- ✓ 375+ M&A Projects
- ✓ 35+ Countries
- ✓ 70+ Dedicated Professionals



Our Partners

Our differentiation and value lies in the strength of our team of M&A experts.

Experience is everything.

Each partner specializes in post-merger integration (PMI) services and are supported by a worldwide team of experienced M&A experts.



Scott Whitaker
Partner, United States
Acquisition & Carve-Outs,
Methodology, Author & Trainer



Christophe Van Gampelaere
Partner, Belgium
M&A Programs, Finance Lead,
Trainer, TSAs, Due Diligence



Stefan Hofmeyer
Partner, United States
Programs, Processes, &
Cross-Border Facilitation Expert



Michael Holm
Partner, Sweden
M&A, Acquisitions, Carve-outs,
Business Transformation



Chris Charlton
Partner, United Kingdom
M&A Leadership, Business & IT
Transformation Programmes



Sergio Bruno
Partner, Italy
Strategy, Financial Services
M&A



Robert Yu
Partner, China
Strategy, IMO, Marketing/Sales,
Quality, IT, Culture and Change
Management



Our Private Equity Experience

Our PE experience spans dozens of industries and has been successfully deployed on integration, carve-out and playbook engagements worldwide



Riverside



LaSalle Capital



CapMan



KKR



GI PARTNERS



GPMIP Focus & Competitive Advantage

Our sole focus is addressing the complex operational, technical, and cultural issues that drive integration clarity for platform company success



Service Capabilities: Our services and process are tailored specifically to address the most common PE M&A scenarios & requirements

Middle Market Focus: Our program and deliverables are tailored for the unique needs of middle and lower middle market transactions

Efficiency: We strive to complete the majority of integration tasks by day 90-120, and apply a "minimum effective dose" approach with our engagement teams

Experience: We have worked with over 2 dozen PE firms globally and our consultants have extensive experience in doing M&A as line managers

Clarity: Our IMO MobilizationSM results driven process ensures focus on critical success factors and success metrics throughout the integration period

Three C's: Our proven deliverables for Day 1 communications, cultural integration and change management drive engagement, retention and satisfaction across all stakeholder groups

Our approach and methodologies are "sector agnostic", specifically:

- Our core M&A services are designed to work across any sector / industry
- Where industry expertise is required, we mine our client's internal expertise first to solve integration challenges
- Our process is not rigid or inflexible. Where industry dynamics demand modifications, we adapt and incorporate those updates into our client's integration program



GPMIP Pre – Signing through Day 100+ Services

Stage	Platform Company Needs	GPMIP Services
Pre-Signing	<p>Confirm integration readiness and identify and mitigate planning & execution risks</p> <p>Establish internal M&A integration competency to better manage integration activities</p>	<p>Integration Readiness Diligence</p> <p>Playbooks & Training</p>
Signing to Day 100 Post Close	<p>Plan and execute integration activity addressing all people, process, and technology components to achieve synergies and the overall deal thesis</p> <p>Plan and execute sell side carve-out activity addressing all people, process, and technology components for efficient separation</p> <p>Establish and manage transition service agreements (TSAs) for buy-side or sell-side transactions</p> <p>Optimize SG&A, documenting and prioritizing infrastructure requirements necessary for platform “buy and build” scenarios</p>	<p>IMO MobilizationSM</p> <p>CMO MobilizationSM</p> <p>TSA Management</p> <p>SG&A Platform Optimization</p>
Day 100+ Post Close	<p>Increase platform execution maturity by transitioning integration management rigor into ongoing business management rigor</p> <p>Foster culture development and change management practices supporting platform growth</p>	<p>PMO TransformationSM</p> <p>Culture & Change Management</p>



GPMIP Services | Pre-Signing

GPMIP Pre-signing services provide clarity and readiness for acquisition integration within the context of the overall M&A lifecycle

Integration Readiness Diligence

Service Description

- Assessment of internal resources, approach, and past integration experiences
- Assessment of planned integration approach
- Assessment of baseline governance, process, tools, and templates
- Gap analysis with GPMIP best practices
- Typically 3 days to 2 weeks in duration, including data capture, interviews, and presentation delivery

Benefits

- Reduction in uncertainty around team capacity and expertise required to manage an integration
- Summarizes integration execution risks while there is still time to mitigate

M&A Playbooks and Training

Service Description

- Overall M&A and Integration Playbook development and related training
- Training adjusted to fit half-day to two-day settings incorporating general best practices, lessons learned, and GPMIP deliverables
- M&A and specific integration playbook development incorporates the GPMIP standard playbook and tailored to the platform's needs

Benefits

- Clarity of integration activity and goals
- Development of a scalable and repeatable internal competency for ongoing platform acquisitions

Customized intranet based playbooks leveraging cloud based tools



IMO MobilizationSM for Merger and Acquisition Integration

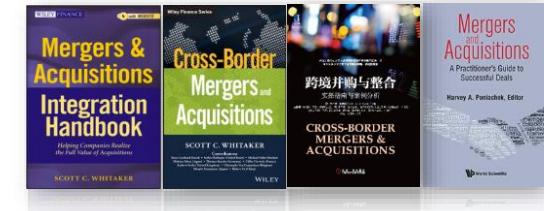
Getting Started with IMO Mobilization

Learn more →

Glossary of M&A Integration Terms | IMO MobilizationSM Webinar

© Global PMI Partners 2012-2019

Knowledge driven from comprehensive experience and thought leadership



GPMIP Services | Signing to Day 100 Post Close

Global PMI Partners proven MobilizationSM methodology is specifically designed for the unique requirements of lower and middle market platform integrations & carve-outs

IMO MobilizationSM

Service Description

- Rollout and execution of GPMIP repeatable M&A integration approach leveraging internal platform company resources
- Establishment of an integration management office (IMO) designed to start at around signing and run through first 100 days post close

Benefits

- Rigorous & comprehensive process, governance, and tools specifically designed for middle and lower middle market M&A activity

CMO MobilizationSM

Service Description

- Similar approach to IMO MobilizationSM with focus on sell-side or buy-side carve-out management through the establishment of a carve-out management office (CMO)
- Includes the development and management of transition service agreements (TSAs)

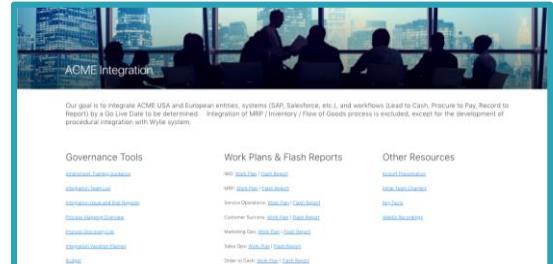
Benefits

- Similar to benefits of IMO MobilizationSM
- Focused on carve-out activity and TSA stand up and transition to post TSA environment

IMO MobilizationSM and CMO MobilizationSM both incorporate an efficient 4 step process



Similar to Playbook development, cloud based tools are configured to support the integration or carve-out



GPMIP Services | Signing to Day 100 Post Close

TSA and SG&A services ensure stand alone and/or platform readiness for any platform consolidation scenario

TSA Management

Service Description

- Define the catalog of transition services, service descriptions, service level expectations, and cost basis required to support an orderly carve-out and integration in a manner supporting the investment thesis

Benefits

- Comprehensive view and common definition of likely required services
- Measurable transition services expectations and timeframes
- Foundation for negotiations and transition services terms enforceable under the terms of the TSA legal agreement and/or purchase and sale agreement

SG&A Platform Optimization

Service Description

- Assess potential integration scenarios for full or partial platform consolidations
- Evaluate the platform consolidation opportunities and investments required to deliver both short and long-term and sustainable SG&A platform enhancements that deliver synergy improvements
- Define a high-level roadmap and action plan

Benefits

- Provides the foundation for current SG&A platform assessment and gap analysis
- Informs the integration plan, identifies short-term transaction and operations risks and opportunities
- Foundation for SG&A platform enhancement roadmap and action plan

GPMIP TSA service details defines the "when", "how" and "how much" aspects of transition services in a manner enforceable under the TSA

Description of Item or Activity	Under Total	Cost
	Under Total	Cost
1. System Administration required related to the transition of the Microsoft Office 365 E3 license and the Microsoft Office 365 E5 license	Facilitate	\$10,000
2. Microsoft and Vendor Services	Facilitate	\$10,000
Project		
Project management services required to support the transition of the Microsoft Office 365 E3 license and the Microsoft Office 365 E5 license	Facilitate	\$10,000
Project management services required to support the transition of the Microsoft Office 365 E3 license and the Microsoft Office 365 E5 license – no charge to us	Facilitate	\$10,000
VMware E3/E5 License		
VMware E3/E5 License – no charge to us	Facilitate	\$10,000
VMware E3/E5 License – no charge to us	Facilitate	\$10,000
Security		
Security services required to support the transition of the Microsoft Office 365 E3 license and the Microsoft Office 365 E5 license	Facilitate	\$10,000
Security services required to support the transition of the Microsoft Office 365 E3 license and the Microsoft Office 365 E5 license	Facilitate	\$10,000
Business Services		
Business services required to support the transition of the Microsoft Office 365 E3 license and the Microsoft Office 365 E5 license	Facilitate	\$10,000
Business services required to support the transition of the Microsoft Office 365 E3 license and the Microsoft Office 365 E5 license	Facilitate	\$10,000
Other		
Other services required to support the transition of the Microsoft Office 365 E3 license and the Microsoft Office 365 E5 license	Facilitate	\$10,000
Other services required to support the transition of the Microsoft Office 365 E3 license and the Microsoft Office 365 E5 license	Facilitate	\$10,000
Total		\$40,000

GPMIP assessment provides a basis for SG&A capability/sustainability/capacity gap analysis across all corporate functions

SG&A Function	Preserve	Leverage	Integrate
Accounting	✗	?	?
Conflict Checks	✗	✗	✓
Finance	✗	?	?
Human Resources	✗	?	?
Information Technology	✗	✗	✓
SG&A Function	Preserve	Leverage	Integrate
Legal	✗	?	?
Operations	✗	✗	✓
Marketing	✗	✗	✓
Risk / Compliance	✗	✗	✓
Sales	✗	✗	✓



GPMIP Services | Day 100+ Post Close

Day 100+ post close there is opportunity to optimize governance structures, process, and tools to support ongoing enterprise initiatives, communications, and change management

PMO TransformationSM

Service Description

- PMO transformationSM establishes increased enterprise maturity to support a growing platform company post acquisition, or after a carve-out, when new enterprise governance is to be established
- PMO Transformation transitions mature governance established during IMO MobilizationSM or CMO MobilizationSM to manage ongoing enterprise initiatives
- Supports ongoing line-of-site synergy reporting

Benefits

- Sustained enterprise project management governance, process, and tools to support the needs of a larger or newly stand-alone organization

Culture & Change Management

Service Description

- Continuation of GPMIP communication post close communication regimen but with added focus on change management priorities
- Delivery of pragmatic approaches to manage cultural integration priorities to speed transition to “one company”

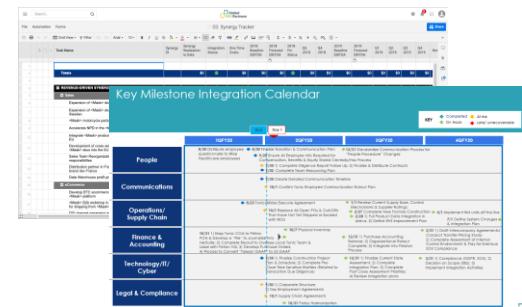
Benefits

- Helps ensure communications and change management practices are sustained after integration activity ramps down
- Supports continuous process improvement and corporate culture development goals

Integration or carve-out governance can be leveraged to increase the maturity of a matrixed organization



GPMIP Transformation & Mobilization programs help establish more robust tracking & reporting for enterprise projects across the platform



Engagement Highlights



GPMIP PE Platform Engagement Highlights

PE/Platform	Industry	Engagement Details
Riverside/AEP (Arrowhead Engineered products)	Specialty manufacturing & distribution	Scope: Managed 4 successive domestic and international platform add-ons
		Services: IMO Mobilization SM , Acquisition Playbook, TSA
Riverside/HSI (Health & Safety Institute)	Healthcare, education & training, business services	Scope: Managed 3 successive domestic platform add-ons
		Services: IMO Mobilization SM , Acquisition Playbook, Transformation PMO
Audax/MNX Global Logistics	Customized transportation and logistics services	Scope: Managed acquisition of Australian company and carve-out of domestic logistics provider
		Services: IMO Mobilization SM , Carve-Out Mobilization SM
Marlin Equity Partners/Qualitest	Software testing and business assurance solutions	Scope: Managed 2 concurrent carve-outs of domestic and international software testing company acquisitions
		Services: IMO Mobilization SM , CMO Mobilization SM , TSA
GI Partners/CCLS (California Cryobank Life Sciences)	Stem cell storage and reproductive tissue services	Scope: Managed acquisition of adjacent competitor and took over PMO to address legacy project execution issues
		Services: M&A Training, PMO Transformation SM , Culture & Change Management
EQT/Anticimex	Pest Control	Scope: Created acquisition playbook for North American platform companies (5)
		Services: Acquisition playbook
EQT/IFS	ERP Software	Scope: Managed acquisition of ERP software provider
		Services: IMO Mobilization SM



GPMIP PE Platform Engagement Highlights

Continued

PE/Platform	Industry	Engagement Details
Rubicon Technology Partners/AudienceView	E-commerce ticketing software & solutions for events and entertainment	Scope: Managed acquisition of adjacent service provider Services: IMO Mobilization SM
Rubicon Technology Partners/Aucerna	Energy industry solutions for planning, execution, and reserves management	Scope: Managed acquisition of adjacent energy software solution provider Services: IMO Mobilization SM , Acquisition Playbook
Century Equity Partners/Rimkus Engineering Solutions	Forensic engineering & consulting services	Scope: IMO Mobilization SM Services: IMO Mobilization SM , SG&A Platform Assessment
LaSalle Capital/PRC (Professional Recovery Consultants)	Debt recovery and accounts receivable services.	Scope: Managed carve-out of domestic accounts receivables management provider Services: CMO Mobilization SM , TSA, Resourcing & Interim Management, Culture & Change Management, PMO Transformation SM
Riverside/SureWerx	Specialty manufacturing & distribution	Scope: Managed acquisition of adjacent manufacturing supplier Services: IMO Mobilization SM , Acquisition playbook
Prairie Capital/ALW (Architectural Lighting Works)	Designer and manufacturer of LED architectural lighting products	Scope: Managed acquisition of adjacent competitor and ran PMO for manufacturing facility closure & production transfer Services: IMO Mobilization SM



GPMIP PE Platform Engagement Highlights

Continued

PE/Platform	Industry	Engagement Details
IK Invest/Aspia	Accounting, payroll and tax services for Nordic SMB market	Scope: Carve-out and stand-up of platform company
		Services: CMO Mobilization SM , TSA, SG&A Platform Assessment, PMO Transformation SM
CapMan/Forenom	Apartment Hotels and Apartments for long-stays	Scope: Acquisition of two Swedish competitors
		Services: IMO Mobilization SM
Ratos/ArcusGruppen	Fast Moving Consumer Goods (FMCG)	Scope: Carve-out and integration into platform company pre-closing
		Services: CMO Mobilization SM , TSA, SG&A Platform Assessment
Allor/Infotheek	Consumer goods (computer) retail, resales and refurbishment	Scope: Acquisition of Netherlands competitor
		Services: IMO Mobilization SM , Culture & Change Management, Integration Readiness, Synergy Management, PMI playbook
Verdane/Trivec	Cash tills for HoReCa	Scope: Integration of downstream software
		Services: IMO Mobilization SM , Culture & Change Management, SG&A Platform Assessment
Ratos/GS-Hydro	Supplier to off-shore Oil & Gas and shipping	Scope: Acquisition of adjacent product production supplier
		Services: IMO Mobilization SM , Integration Readiness, SG&A Platform Assessment



GPMIP PE Platform Engagement Highlights

Continued

PE/Platform	Industry	Engagement Details
Ratos/Nordic Cinema Group	Cinema operations	Scope: Cross-border merger of two market leaders, economies of scale and exit
		Services: IMO Mobilization SM , Culture & Change Management, Integration Readiness, Synergy Management
MedCap/Inpac Pharma	Pharma contract manufacturer (CMO)	Scope: Acquisition of new line of business, nutrient contract manufacturer
		Services: IMO Mobilization SM , Synergy Management,
FSN/Un-disclosed	Financial Services	Scope: Carve-out Due Diligence
		Services: Carve-out Due Diligence, Integration Readiness
FSN/Auradlight	Consumer goods	Scope: Acquisition of complementary line of business,
		Services: IMO Mobilization SM , SG&A Platform Assessment, Integration Readiness
Ratos/Biolin Scientific	Life Science/Research technology	Scope: Acquisition of complementary line of business.
		Services: Integration Readiness, Mentoring & Coaching, M&A and PMI playbook



Client References

Global PMI Partners reputation is built on client results and repeatable delivery

“

“From day one, the team brought focus and clarity to the objectives of the integration.”

“

“Their experience allowed us to avoid the pitfalls and deliver clear execution plans.”

“

“You weren't just consultants, you were part of the team.”

“

“They understood our culture, how we operate, how we work – they just got it!”

“

“I found them to be professional, easy to work with, and focused on execution. I would recommend them highly!”





Thank You



Scott Whitaker

Partner, USA

1-404-431-7508

scott.whitaker@gpmip.com



Stefan Hofmeyer

Partner, USA

1-510-332-1492

stefan.Hofmeyer@gpmip.com