ipopema









award winning international corporate finance

Mergers Alliance is a partnership of award-winning corporate finance specialists who provide high-quality advice to organizations which require international reach for their M&A strategies.

Our experts advise primarily mid-market companies on deals up to US\$500 million in value spanning a wide range of industry sectors. Over the past 12 months, our network of partner firms has completed over 135 deals in 30 countries worldwide, with an aggregate value of over US\$10 billion.

- Over 300 transaction professionals spanning every key economic centre around the world
- A network of 50 offices, covering the Americas, MENA, Europe and Australasia
- Dedicated industry sector teams, with proven track records and experience
- The local senior partner will always be your point of contact, connecting you to our global network

Each of our partner firms is an independent local specialist with extensive transactional track records within their territories. All partner firms are fully authorized by their local financial services regulator.

Over the past 10 years, our transaction professionals have gained widespread recognition as skilled international corporate financiers with expertise across industry sectors. The team of Mergers Alliance advisors have earned a solid reputation for being:

- Highly experienced in executing international transactions
- Specialists in a wide range of industry sectors
- Entrepreneurial and committed to delivering the best outcomes for their clients

global reach

The Mergers Alliance partnership spans the world's leading business centres, with offices in 25 countries and further partners in key locations set to join our team of professionals.

25 countries

300 professionals

office locations andigrowing



USA

Headwaters MB



Brazil / Caribbean BroadSpan Capital



Spain Norgestion



Sweden Experia Corporate Finance Advisors



Russia Northstar Corporate Finance



India Singhi Advisors



Canada

Farber Financial Group



Mexico Sinergia Capital



✓ United Kingdom Catalyst Corporate Finance

France

Capital Partner



Germany **EquityGate Advisors**



Benelux Bluemind BV Corporate Finance



Poland IPOPEMA Securities



Turkey Odin Financial Advisors



Singapore Alpha Advisory





Finance



South Africa Bridge Capital



Japan IBS Yamaichi Securities

local knowledge



USA

"What impressed our team at Headwaters about Mergers Alliance was the quality of the people and the desire to truly cooperate as part of one team. This organization is much more than "dots on the map". It is a fully integrated partnership working at every stage of a transaction to better service our clients".

Phil Seefried - CEO, Headwaters MB



United Kingdom

"My international partners are people I really know and have the same essential characteristics as ourselves - driven owner-managers with a passion for outstanding client service".

Andy Currie - Managing Partner, Catalyst Corporate Finance



Brazil

"Cultural nuances are extremely important when doing business in Brazil as establishing rapport can be the key to closing a deal.

Mergers Alliance allows us to assist our partners around the world in understanding and overcoming these cultural issues".

Leonardo Antunes - Managing Director, BroadSpan Capital



"The main value that Mergers Alliance brings to the table comes from their team's cohesion and generosity. The main focus of our

partnership was to generate ideas and share knowledge and resources. When I heard a client say, "Mergers Alliance shows with actions and results that it is a truly multinational partnership", I knew we were on the right track".

Igor Gorostiaga - Partner, Norgestion

Russia

"The variety of business environments in the territories covered by the 48 Mergers Alliance offices is often daunting. But it is through our like-minded and professional colleagues in the partnership that we are able to easily navigate pitfalls".

Mark Bond - Chairman and Managing Partner, Northstar Corporate Finance



France



to day-to-day collaboration and common sector teams, we definitely bring more value, efficiency and accuracy to our clients".

Michel Degryck - Founding Partner, Capital Partner



Japan

"Our Mergers Alliance partners provide us an invaluable source of strategic M&A opportunities in the global middle-market

where our Japanese corporate clients currently have the greatest need".

Owen Hultman - Executive Vice President, IBS Yamaichi Securities Co., Ltd.

India

"In this border less world, companies must set their sights on attaining greater heights in the global economy. Mergers Alliance provides a

perfect platform to capitalize on market synergies and create appetite for unlocking the international growth potential".

Mahesh Singhi - Managing Partner, Singhi Advisors Ltd



Mergers Alliance

"Through developing and maintaining real relationships with the very best independent mid-market corporate finance boutiques in the key economic locations around the world, the Mergers Alliance partnership is able to provide its clients with the highest level of service anywhere around the world".

Stas Michael - Managing Director, Mergers Alliance





our services

Mergers Alliance professionals provide a comprehensive range of corporate finance services to a broad spectrum of organizations, including owner-managed businesses, private equity-backed companies and multinational corporates. These services include:

Acquisitions

Our professionals specialize in advising a diverse range of companies on their acquisition strategies, especially in terms of international expansion. We identify suitable targets, develop constructive relationships with the target's owners and manage the full acquisition process through to legal completion.

Buyouts

Our experienced professionals assist multinational carve-out non-core subsidiaries and ambitious management teams to acquire their own business through buyout transactions. When buy-in teams are required, our team provides support to identify suitable candidates.

Company Sales

We apply our expertise in order to assist businesses with their company disposal strategies, especially with respect to companies being sold to overseas buyers. We help clients prepare businesses for sale, formulate clear sale tactics, identify the best buyers from around the world and manage the transaction process through to legal completion.

Debt Restructuring

Mergers Alliance partners are leading experts in restructuring throughout the world.

Our firm commitment to providing sophisticated advice ensures balanced and equitable long-term solutions for our clients.

Growth Capital

Our advisors enable fast-growing businesses to access growth capital to enhance their further development. This includes supporting the business planning process, preparing the business for investors, identifying and selecting the most suitable equity and debt funders for the business, and structuring and negotiating the investment agreement.

Equity Capital Markets (ECM)

In a selected number of territories, our partners can facilitate planning and execution of ECM transactions, incl. IPO's, SPO's, as well as public tenders, accelerated book buildings and debt raising in capital markets.

Project Finance

Mergers Alliance professionals can provide reliable project finance advisory services in a selected number of territories. Our project finance specialists provide sound independent advice on project viability, financial modelling, deal structuring, appropriate types of financing and negotiating terms and conditions.

how we work

Mergers Alliance Partner firms all have common characteristics, which means that we work together in a highly cohesive way, despite often being thousands of miles apart.

High professional standards

Our advisors are highly qualified professionals with many years of experience gained within industry, leading accountancy practices, investment banks and private equity. You can expect the highest standards of professionalism and integrity from our advisers throughout your engagements.

Relationship based

The main focus of our partnership is generating opportunities for our clients and sharing knowledge and resources between the partner firms. Our advisers know each other personally, meet regularly and work closely together on cross-border projects. This allows us to operate in a very integrated manner irrespective of distance. You can expect high levels of commitment from our team and rapid, considered responses on any transaction related question or issue.

Entrepreneurial

Mergers Alliance Partners are all independent firms. This means they are entrepreneurial at their core and each adviser has a commercial perspective, which is different from many other corporate finance firms. As our success relies on our reputation, you can expect to receive insightful, straight-talking corporate finance advice.

global deals

Canada - Van-Rob Inc.

Farber Financial Group provided advice and arranged a multi-bank syndicate to secure in excess of US\$100 million in five-year committed credit facilities for the company. Van-Rob Inc. is a world-leader in the design and manufacture of metal stampings and modular welded assemblies, supplying major automobile manufacturers.



Germany - Sava

EquityGate advised Sava, Slovenia's largest diversified holding, on the sale of its rubber manufacturing business to the Czech rubber manufacturing group ČGS. EquityGate's excellent preparation enabled bidders to gain a full appreciation of the target's quality.



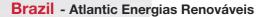
US - CR Software

Headwaters advised on the sale of CR Software to Fico. CR Software has more than 28 years' experience implementing collections and recovery solutions providing support for more than 300 public and private organizations.



Turkey - Mackolik

Odin Financial advised Mackolik on the sale of the majority of the shares to Perform Group of the UK, one of the world's leading digital sports media companies. Mackolik is the market-leader in digital sports media in Turkey, operating 10 sports dedicated websites including Turkey's top two most visited sports sites.



BroadSpan Capital acted as sole financial advisor of Atlantic Energias Renováveis S.A. in the structuring of the US\$51 million bridge loans to develop Eurus II and Renascença V wind farms. Atlantic is a Brazilian Company, focused on developing electricity generation projects from renewable sources, such as wind farms and small hydroelectric plants.



India - Navis Capital Partners

Singhi Advisors acted as financial adviser to Navis Capital Partners for the strategic sale of its majority stake in Andromeda Sales and Distribution Ltd to CASA Capital Management Private Ltd. Singhi was instrumental in getting a strategic player on the table for Andromeda who could see significant value in acquiring the platform.





South Africa - Thebe

Bridge Capital advised Thebe Investments
Corporation on the acquisition and funding of a
significant minority interest in three of the first
South African renewable energy projects
developed by Mainstream Renewable Power,
Europe's largest offshore developer.



Singapore - GMG Global

Alpha Advisory advised GMG Global on the sale of the Singapore-listed company through a US\$525 million partial offer. The Singapore-based group is dedicated to the planting, growing, tapping, processing, marketing and exporting of natural rubber, focusing on long-term investments in Central and West Africa and Indonesia.

service Management Buyout sector Industrials



C-MAC Micro Technology extreme reliability

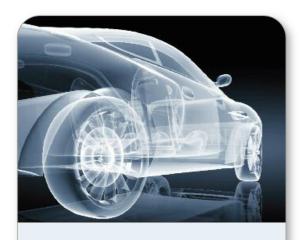
Background

The UK-based management team of C-MAC, the world-leading manufacturer of system critical electronics for harsh environments, acquired C-MAC MicroTechnology. Owned by Francisco Partners, a US-based private equity firm, C-MAC is a world-leading manufacturer of specialized system critical electronics requiring precision and high reliability in harsh environments. The company provides these high-reliability electronics solutions to the automotive, industrial, medical, aerospace and communications sectors.

BlueMind completed the transaction together with Catalyst, Mergers Alliance's UK Partner. This was a truly international deal involving a company with locations in Belgium and Canada, a UK-based management team, US seller and advisors from Benelux and the UK.

What Difference Did We Make?

BlueMind originated the deal together with Catalyst through their relationship with the UK-based CEO and the company based in Belgium. BlueMind brought several professional investors to the process and eventually negotiated the deal structure and arranged bank finance from KBC, who also funded the deal along with the management team and a vendor loan. The Mergers Alliance partners worked closely together, providing the local knowledge and expertise that was key for a successful transaction.



Completion Date May 2013

Transaction Type
Management Buyout

Transaction Value (Not disclosed)

Lead Partner Jan Willem Jonkman Telephone (+31) 73 623 8774



sector Financial Services



Alior Bank going public

Background

Alior Bank is the fastest-growing universal bank operating in Poland. It offers a wide range of products for both retail and corporate clients.

IPOPEMA Securities S.A. performed the role of Joint Global Coordinator together with Barclays, JP Morgan and Morgan Stanley, on the IPO of Alior Bank S.A. worth US\$662 million/PLN 2.1 billion. EBRD participated as an anchor investor, subscribing for PLN 320 million. The offer price indicates a multiple of 2.0 times pre-money P/BV 2012, an average premium to the Polish banking sector of 32%.

What Difference Did We Make?

IPOPEMA Securities S.A. ensured a smooth process for what is the biggest private IPO in the history of the Warsaw Stock Exchange and in the banking sector in Europe in 2012. As well as its role as Joint Global Coordinator, IPOPEMA was the only member of the consortium which marketed the offering to Polish institutional investors. Institutional investors were allocated 93% of the offering. Approximately half of the demand came from Poland, with the other half coming from major international financial institutions. Over-subscription reached 1.2 times in the Institutional Investors' tranche.



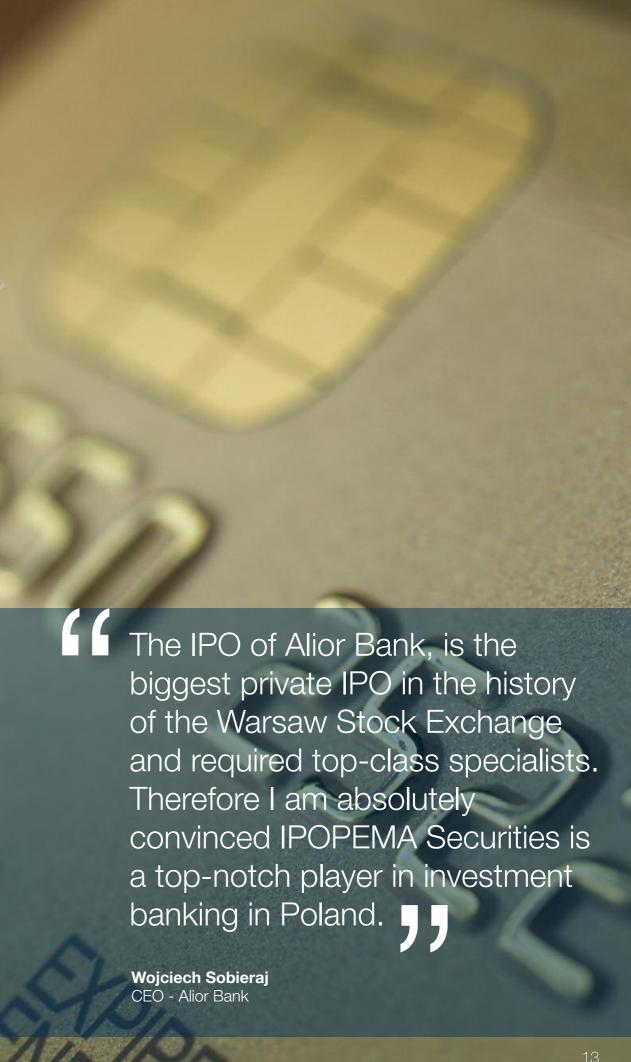
Completion Date
December 2012

Transaction Type IP○

Transaction Value US\$662 million

Lead Partner

Jacek Lewandowski Telephone (+48) 22 236 9200



service Company Sale sector TMT



T-Systems system integration

Background

Capital Partner has advised the Deutsche Telekom group on the sale of T-Systems France Systems Integration business, its application IT Services operations in France, to DACP Group. T-Systems is a €9 billion Deutsche Telekom subsidiary delivering and operating ICT systems for multinational corporations. T-Systems France Systems Integration business provides a full service portfolio of applicative solutions to large French and/or international corporate clients within the automotive, financial services, manufacturing and other industries.

What Difference Did We Make?

Capital Partner worked very closely with Deutsche Telekom group to structure a sales process that took into account all the key criteria of Deutsche Telekom and organized an efficient and highly competitive auction process within a very short timeframe.

Capital Partner brought its strong knowledge of the industry and experience of divesting non core businesses from large groups. It also provided effective day-to-day operational support to organize and execute a complex carve-out through an asset deal, as T-Systems France operations are spread over five different regional locations.



Completion Date
June 2013

Transaction TypeCompany Sale

Transaction Value (Not disclosed)

Lead PartnerMichel Degryck
Telephone (+33) 148 246 300

The Capital partner team was the key to the successful divestment of our System Integration business in France. Their outstanding performance, huge experience and stamina in the project helped us to sell this asset in time and to acceptable conditions. Jürgen Kohr SVP Corporate Strategy - T-Systems Group

service Company Sale sector Building Products



Playtime building for the future

Background

Headwaters advised Playtime LLC on a recapitalization by Geneva Glen Capital, a Chicago-based private equity firm. Playtime is the world's leading designer and manufacturer of interactive, anti-microbial, soft playground equipment and its products can be found in shopping malls, theme parks and restaurants around the world. Playtime is trusted by world-class brands and sponsors such as McDonald's, LA Fitness, Warner Bros., Sesame Street, Coca-Cola and more. The company is a recipient of the Colorado Top Companies to Watch Award. Playtime's strategic growth plan includes the acquisition of complementary businesses.

What Difference Did We Make?

The Headwaters team worked with Playtime's Founder and CEO Mike Evans and his management team throughout the investment banking process. Playtime was standing before an enormous market opportunity and it needed a financial partner with overseas operating experience to assist that growth. Headwaters ran a competitive process with financial sponsors and guided the company management team to a successful transaction.



Completion Date
Jan 2013

Transaction TypeGrowth Capital

Transaction Value (Not disclosed)

Lead PartnerDarin Good

Telephone (+1) (303) 572 6000



service **Development Capital** sector **Healthcare**



Vivantes developing health

Background

EquityGate advised Vivantes in a €145m debut debt financing for investment and working capital purposes. For the first time a large-volume debt financing of a municipal hospital group in Germany was arranged without the assistance of public guarantees. The debt package was provided by a club of four banks. Vivantes is Germany's largest state-owned healthcare group, owning 9 hospitals, 12 nursing homes, 2 residential homes for the elderly and 1 outpatient rehabilitation centre, as well as subsidiaries offering catering, cleaning and laundry services.

What Difference Did We Make?

EquityGate acted as the exclusive financial advisor to Vivantes in terms of the structuring of the debt package, as well as the arrangement of the banking group, and successfully positioned Vivantes on the corporate lending market.

The successful completion of this transaction shows that, even in a difficult market environment, innovative financing structures can be implemented on the basis of good documentation and knowledge of market conditions, as well as active marketing.



Completion Date
June 2012

Transaction TypeDevelopment Capital

Transaction Value €145m

Lead Partner

Michael Fabich

Telephone (+49) 611 205 4810



service Company Sale sector TMT



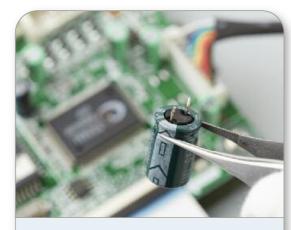
Selcom engineering solutions

Background

Ethica Corporate Finance acted as the exclusive financial advisor in the sale of Selcom Elettronica Group to German turnaround fund BluO. Selcom Elettronica is a leading manufacturer of customized electronic products, providing engineering and assembly services (EMS, Electronic Manufacturing Services) to the Home Appliances, Automotive and Telecommunications industries.

What Difference Did We Make?

Ethica Corporate Finance was appointed to help the shareholders overcome a situation of financial distress by finding a suitable partner for the company. Ethica identified and contacted a number of international trade and financial counterparts. Such thorough work yielded interest from BluO, a German financial investor specializing in turnaround deals. Ethica advised the shareholders throughout all of the negotiations, not only with the buyer, but also with financial lenders in order to reach a joint agreement.



Completion Date March 2013

Transaction TypeCompany Sale

Transaction Value (Not disclosed)

Lead Partner

Piero Manaresi Telephone +390292880400



service Growth Capital

sector Support Services



Background

Founded in 1975 with just a single car, Addison Lee has grown to a fleet of over 4,500 vehicles. Today, it has a significant and well-established foothold in private hire services across London, carrying over 10 million passengers and couriering 1 million deliveries every year.

Catalyst Corporate Finance advised the shareholders of Addison Lee throughout the significant growth capital investment by Carlyle. The focus of Carlyle's investment in Addison Lee will be to drive business expansion both in the UK and internationally by providing transport services to a wider range of blue chip corporates and individual customers.

What Difference Did We Make?

Catalyst was appointed by Addison Lee to advise the shareholders on the investment and to manage the process through to completion. A timetable was set up with the objective of completing the transaction within three months. The process included an upfront business planning and financial modelling exercise to ensure an intensive commercial and financial due diligence process. Catalyst was able to deliver the transaction in line with the original timetable and as per the deal terms set out in the Heads of Agreement.

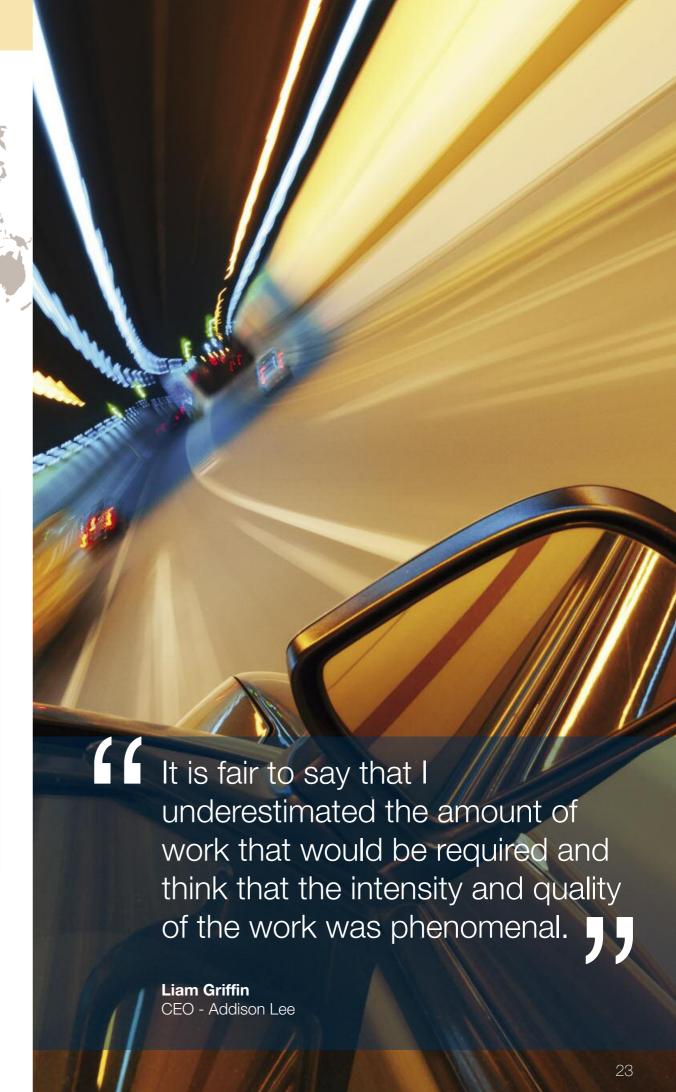


Completion Date April 2013

Transaction TypeGrowth Capital

Transaction Value (Not disclosed)

Lead Partner Steve Currie (+44) 020 7881 2960



sector Support Services



Grupo Seguriber-Umano strengthening security

Background

Norgestion acted as sole advisor to Umano Group, a Spanish company that offers security and cleaning services, logistics, parcel delivery and meter reading services, in its merge with Seguriber, another Spanishbased company that provides security services.

Both companies were complementary and the transaction enabled them to provide more valuable services to customers, employees and shareholders. Today, the new company, Grupo Seguriber-Umano, is one of the Iberian leaders in outsourced services, especially focused on security. It has a combined turnover of €150 million and more than 6,000 workers.

What Difference Did We Make?

Norgestion worked closely with Grupo Umano's top management and shareholders to understand the company in detail, both from a business and a financial point of view, in order to be able to identify and highlight its strengths. They assisted in the full negotiation process to achieve the best merger agreement for both companies.



Completion Date January 2012

Transaction TypeMerger

Transaction Value (Not disclosed)

Lead Partner

Bruno Ruiz Arrue Telephone +34 943 327 044



service **Acquisition** sector **Consumer**



Kamei Corporation feeding growth

Background

IBS Yamaichi Securities Co. Ltd acted as the co-adviser for Kamei Corporation on its acquisition of Wanoba Group Inc. based in the USA and its Japanese affiliate, Avis Group Inc. Based in Sendai in Japan with total sales of US\$5.5 billion, Kamei Corporation is a trading company that operates in six business segments: Corporate sales, real estate, automobiles, groceries, construction supplies and pharmaceuticals.

Based in Torrance in California, Wanoba is the holding company for Mitsuwa Corporation which operates the supermarket Mitsuwa Market Place, the largest Japanese supermarket chain in the USA, operating nine stores nationwide. Avis Group Inc. purchases and exports Japanese foods to the Mitsuwa stores. With the acquisition of Wanoba and Avis, synergies are expected with the Kamei group's companies and its grocery business as the result of the development of an enhanced sales and marketing network in the USA.

What Difference Did We Make?

Being the first major US acquisition by Kamei Corporation, IBS Yamaichi advised Kamei on the procedural and cultural aspects of cross-border M&A transactions, as well as providing detailed M&A advice throughout the deal process from preliminary negotiations, valuation and due diligence right through to completion.



Completion Date
December 2012

Transaction Type Acquisition

Transaction Value (Not disclosed)

Lead Partner Owen Hultman (+81) 3 6895 5521



service **Acquisition** sector **Industrials**



Amomatic Oy northern challenge

Background

Northstar was hired by one of Russia's largest machine building holdings, Cominvest-AKMT, to acquire Amomatic Oy, a Finnish company. Amomatic Oy is the leading manufacturer of asphalt plants in the Nordic Countries and it is one of the largest suppliers of asphalt plants in Russia.

The acquirer Cominvest-AKMT, is Russia's largest manufacturer, supplier and distributor of communal, road and airport equipment, with a turnover approaching US\$500 million. Instead of just importing or licensing technology for the production of equipment in Russia, Cominvest decided it would make sense to actually acquire these companies and develop them on a pan-European basis.

What Difference Did We Make?

Northstar advised Cominvest in this transaction from start to finish, from the first anonymous approach to the closing. This being the first M&A transaction in the EU for Cominvest, Northstar took particular care in the negotiating and structuring of the deal, in order to minimize any potential downside for Cominvest, while at the same time allowing the company to take full control.



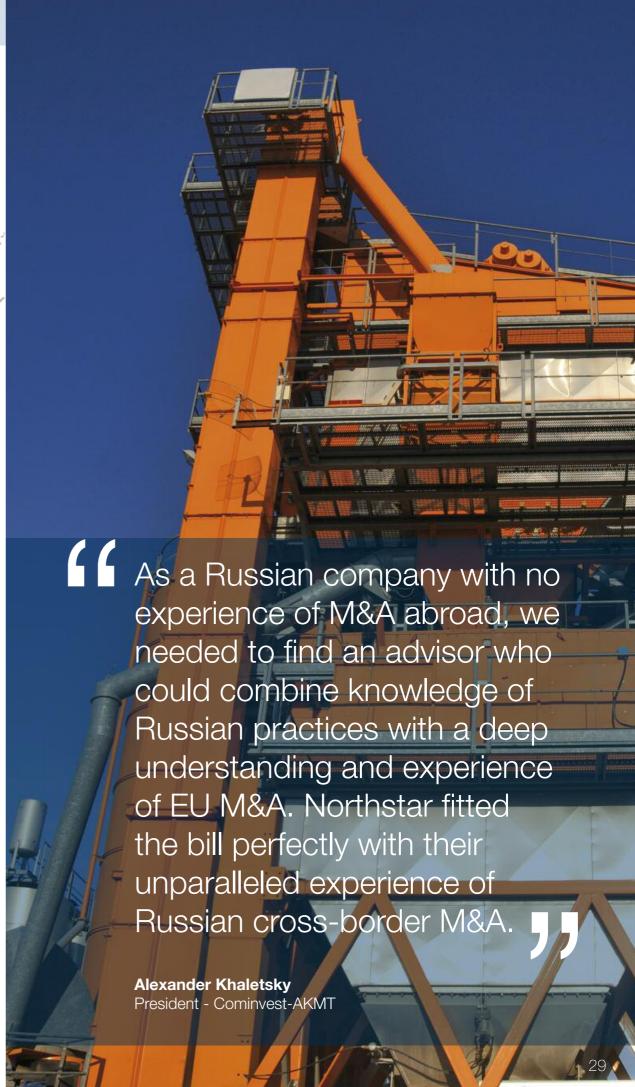
Completion Date
July 2013

Transaction Type Acquisition

Transaction Value US\$15 m

Lead PartnerMark Bond

Telephone +7 495 721 1370





our expertise

Mergers Alliance professionals have extensive experience and expertise across a number of sectors and their key subsectors. We harness this expertise through regular deal making and knowledge sharing. Our international sector teams meet regularly to discuss market and M&A trends, and share information on strategic buyers in each territory.



Business Services

Businesses worldwide continue to find ways to manage costs and improve productivity and outsourcing is increasingly playing a key role in achieving these objectives. Our Business Services team focuses on deals in BPO, education, engineering services, environmental services, facilities management, marketing services, recruitment, transport and logistics.



Construction

The Construction sector is benefiting from the global economic recovery and with activity expected to more than double over the next decade in the key emerging markets, there are significant growth opportunities for all parts of the construction and real estate industries. Mergers Alliance boasts extensive knowledge in the following subsectors: Demolition, building products, plant and tool hire, distribution, retail and real estate.



Consumer Products

Consumer products is a broad sector and we believe that M&A activity will increase across the supply chain, especially amongst strong brands operating in a well defined target market. The Consumer Products team in Mergers Alliance focuses on deals in apparel, branded consumer goods, household products, personal care, retail, e-commerce, travel and leisure.



Energy & Resources

The energy sector is large and extremely diverse, with both renewable and non-renewable resources used for generating an energy source. Our team is particularly experienced in oil & gas, but our specialists also focus on renewable energy development, generation technologies and equipment and energy efficiency. Mergers Alliance has significant experience in advising on all aspects of waste stream processing.



Food & Drink

Changes in lifestyle, the pressures of consolidation and increasing levels of innovation are impacting on the dynamics of the F&D sector, creating new M&A opportunities. The Mergers Alliance F&D team can provide a unique insight into the current challenges facing the industry, from the manufacture and distribution of products to brand development.



Financial Services

In light of increasing regulation, technological innovation and consolidation, the financial industry continues to support high levels of M&A activity globally. Our Financial Services team has the local expertise to advise clients in a number of different subsectors such as insurance, outsourced services and retail / commercial banking.



Healthcare

Companies in the global healthcare sector develop and market new drugs and devices and provide services aimed at improving people's quality of life. Our experienced team focuses on subsectors including healthcare IT, healthcare services (hospitals, retirement homes), life sciences, medical devices and pharmaceuticals.



Industrial / Engineering

Todays engineering companies are challenged by having to continually demonstrate their operational flexibility, secure positions in complex global value chains and exploit new technologies. Ready to face this demanding situation, our team has a wealth of industry experience in aerospace and defence, automotive, chemicals and plastics, electrical engineering, equipment, industrial manufacturing, engineering, paper and packaging.



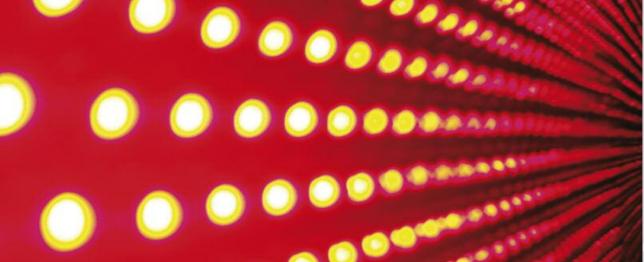
Technology, Media & Telecoms

Technological convergence and the rapid proliferation of new technologies have opened up a wealth of M&A opportunities in the TMT sector. Mergers Alliance has gained significant experience in fixed-line telecoms, mobile communications, telecom equipment, satellite systems, publishing and printing, software and computer hardware.



Utilities

Utilities companies are reinventing themselves in the face of immense changes in their business environment. Mergers Alliance experts from different subsectors, such as waste and water, have a deep understanding of the current policy, market and regulatory frameworks around the world and can assist companies during this challenging period.



contact details

If you would like to know more about us and find out how our expertise can help you achieve your corporate aims, please contact:

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