

# € TRAINING

Mergers & Acquisitions Strategies and Due  
Diligence Process



# Mergers & Acquisitions Strategies and Due Diligence Process

## Introduction:

This practical course covers the key steps in the Mergers and Acquisitions M&A process, from the initial step of valuing the shares in a company through to closing the deal. Whether or not participants practice M&A, this course will provide them an insider's look into what is an undeniable major force in today's corporate arena.

This course will give participants an A-Z understanding of the M&A process and the ability to evaluate whether a merger or acquisition fits with their organization's strategy. As a result, they will identify the most lucrative M&A opportunities, select the best partners, and get the maximum reward from the deal

## Course Objectives:

At the end of this course the participants will be able to:

- Identify attractive Mergers and Acquisitions M&A opportunities
- Formulate the initial steps and the preliminary agreements for a merger or acquisition
- Carry out full due diligence into the state of affairs of a target company
- Understand the Share Purchase Agreement SPA and the Asset Purchase Agreement APA
- Take an active role in the exchange and completion stages of a merger or acquisition
- Be an effective part of the post-merger integration to ensure the smooth running of the new organization

## Targeted Audience:

This course is suitable for anyone involved in the identification, planning, and execution of a Mergers and Acquisitions opportunity. This includes CEOs, managing directors, general managers, financial directors, accountants, board members, commercial directors, business development directors, strategy planners, and analysts

## Course Outlines:

### Unit 1: Fundamentals of Mergers and Acquisitions:

- The distinction between mergers and acquisitions
- Why do acquisitions take place?
- Diversification
- Consolidation

### Unit 2: The Main Distinct Stages of Acquisitions:

- Corporate strategy development
- Organizing for acquisitions
- Deal structuring and negotiations
- Post-acquisition integration
- Post-acquisition audit

### Unit 3: Structuring The Merger or Acquisition:

- Drafting preliminary documents
- Heads of terms - legally binding?
- Confidentiality agreement
- Lockout/exclusivity agreements
- How to structure the acquisition
- Share sale
- Business sale
- Hive down of the business followed by share sale

#### Unit 4: Share Sale VS Business Sale:

- Advantages and disadvantages of share sale: seller versus buyer
- Transactions
- Third-Party consent
- Stamp Duty
- Liabilities
- Avoiding TUPE Transfer of Undertakings, Protection of Employment
- Warranties
- Advantages and disadvantages of business sale: Seller VS Buyer

#### Unit 5: Structuring The Deal:

- How to price the acquisition
- The due diligence process
- Objectives
- Structure
- Scope
- The Purchase Agreements:
- Asset Purchase Agreement versus Share Purchase Agreement

#### Unit 6: Post-Acquisition:

- Importance of warranties and indemnities
- Effects of breach
- How to minimize claims
- Contractual protection for the seller
- Disclosure letter
- Intellectual property and environmental issues
- The merger control and completion