

www.pwc.fi

Delivering Deal Value Transaction Services

The PwC logo, consisting of the lowercase letters "pwc" in a bold, black, sans-serif font. A small red horizontal bar is positioned above the "p".

pwc

Our products and services



- Buy-side due diligence
- Vendor due diligence
- Vendor assistance
- IPO due diligence
- Structuring services (financial and tax)
- Post-deal services
- Purchase price allocation

Buy-side due diligence

Are you planning to acquire a company?

Our extensive experience of deals allows us to look at a potential transaction from a global perspective to support you throughout the whole process.

Each deal is different and therefore we tailor our solutions to you, identifying the specific needs of the deal and calling in specialists as appropriate. We coordinate the different teams and provide you with an integrated solution to maximise your return on the deal.

Vendor due diligence

Do you want to make your sales process more competitive?

If you are divesting a company you will need to provide information to the potential acquirors. As an independent and well-recognised worldwide firm, PwC reports help you to anticipate potential issues before negotiations start and give the information provided an additional level of credibility that improves the bid and negotiation process.

Our products and services



Vendor assistance

Does your company need assistance in the planning and management of a sale?

We work alongside your management from the beginning to the end of the sale to optimise the sale price. We help you in the planning and management of the sale process, including advising on price negotiations, support in management presentations and putting together a data room.

Our products and services

IPO due diligence

Are you planning to go public?

We evaluate how well the company's operational ability and resources meet the requirements for listed companies set by the stock exchange and the Financial Supervision Authority (e.g. duty to disclose and corporate governance). During due diligence we investigate the reliability of the financial information to be presented in the listing prospectus and provide a commentary on the company's working capital adequacy.

Structuring services (Financial and Tax)

Does the deal provide an opportunity to optimise your tax position?

Our structuring experts balance the transaction objectives with accounting, tax, regulatory and commercial considerations to design the optimal deal structure. We are able to access the full range of our firm's specialist expertise on all aspects of the transaction.

Our products and services



Post-deal services

Are you ready for the integration of the acquired company?

The most common factor in unsuccessful deals is failure in integration. Our post-deal services team supports you in all aspects of post deal integration including integration planning and implementation support in areas such as sales, supply chain, infrastructure and IT. Our support allows corrective actions to be taken before problems multiply, as well as identifying potential additional growth opportunities.

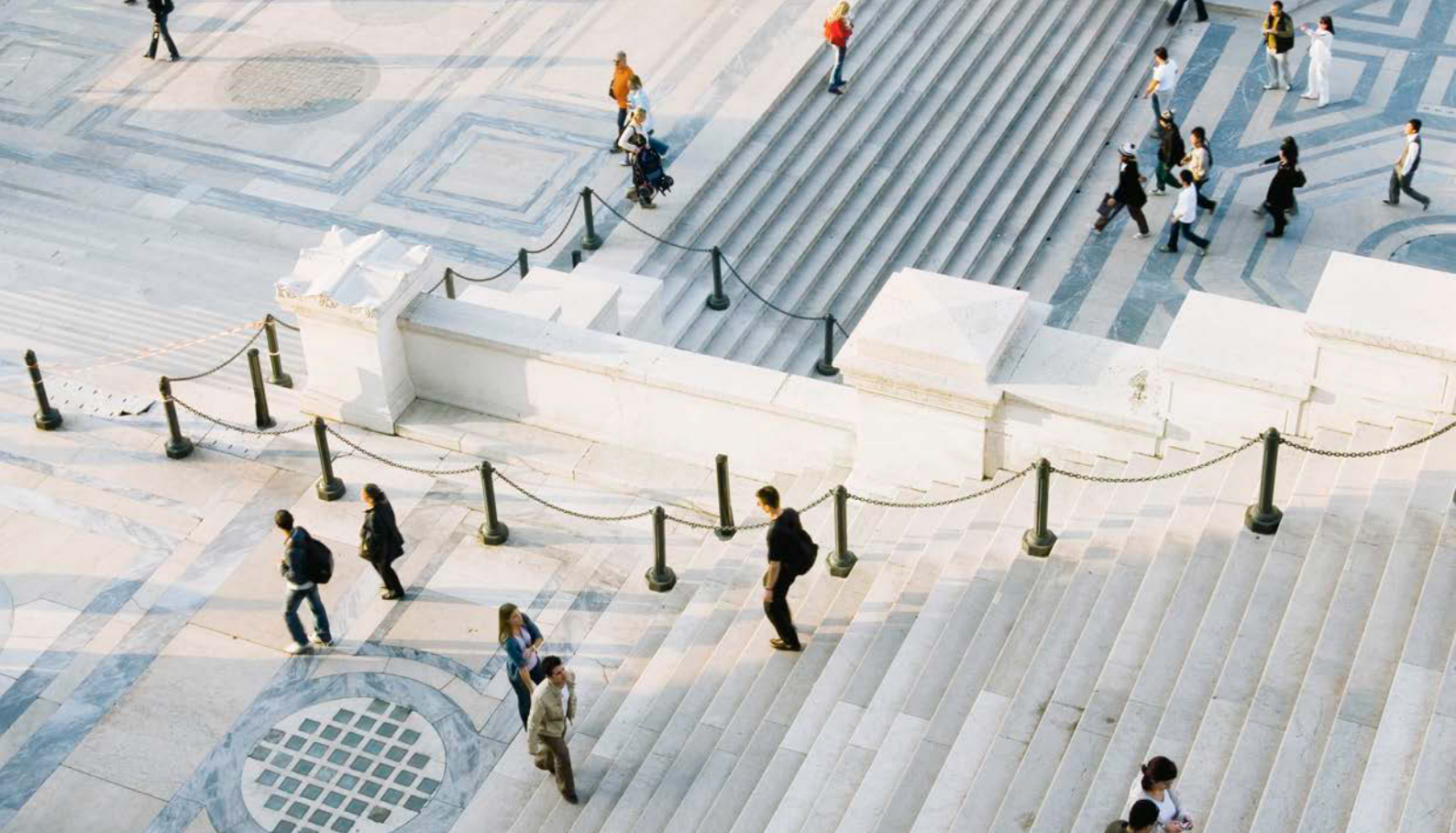
Our products and services

Purchase Price Allocation (PPA)

How will the acquisition impact your financial statements, post-deal performance and financial ratios?

IFRS has been recently revised and we expect more intangible assets recognised in a PPA, in which all other assets acquired and liabilities assumed shall also be fair valued. Besides compliance with regulatory demands it is important that your stakeholders understand the transaction also in a pre-deal phase and the impact on your figures and that potential undesirable effects on future financial statements are prevented. The PPA can, therefore, be considered as a serious post deal challenge.

Our products and services



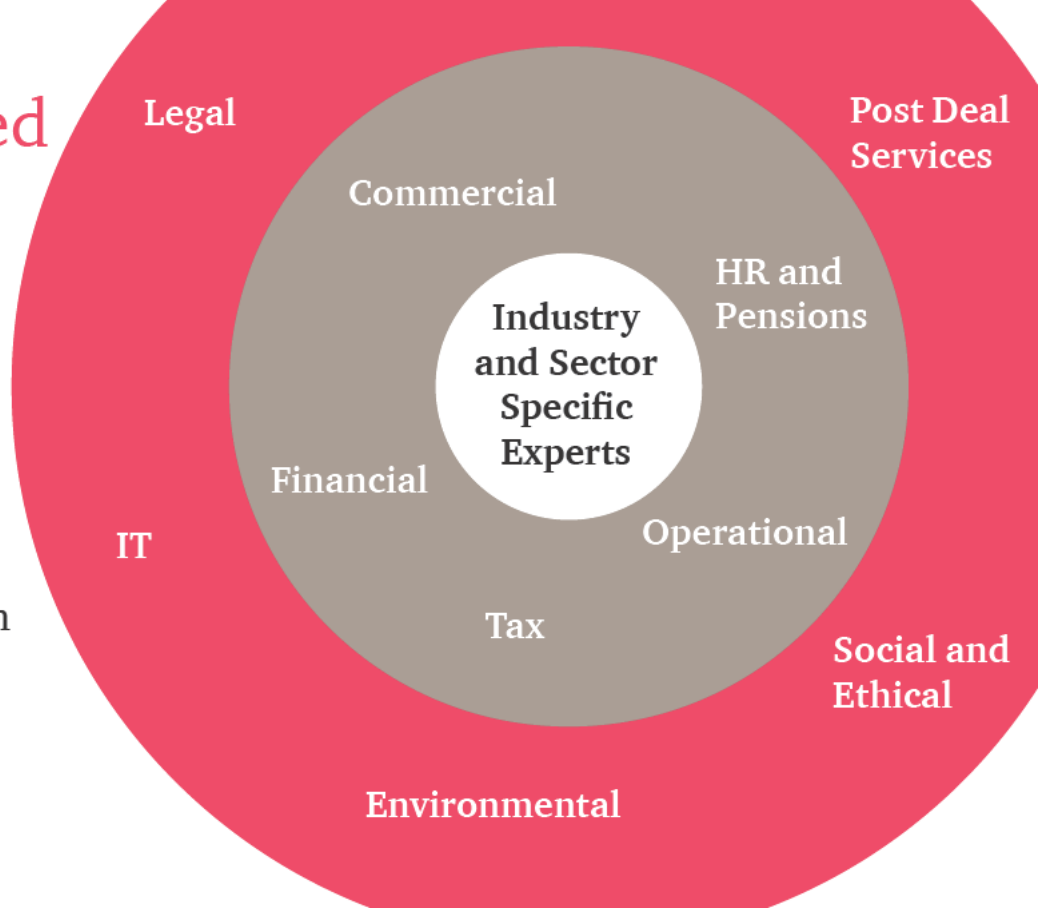
Due diligence areas covered by PwC



Whether we are working on the buy-side or sell-side, our integrated approach is used to ensure that a consistent and relevant view is applied across the target business.

PwC's integrated approach to due diligence

The integrated approach involves the development of a scope of work spanning areas tailor made for your specific circumstances, in one report.



Financial due diligence

Financial due diligence helps you to:

- ensure that the financial information is accurate;
- understand how strong the historical growth has been and how sound the current financial situation of your proposed target is;
- evaluate how much you should pay;
- identify the aspects to be considered in your bid; and
- anticipate the critical factors of acquisition success.

Due diligence areas covered by PwC



Commercial due diligence

Commercial due diligence involves a comprehensive review of a target company's business plan in the context of a rigorous analysis of anticipated market conditions and industry/competitor dynamics. This typically involves a combination of desk research and personal/telephone interviews with the target's management team, key trading partners (customers, suppliers, etc.) and relevant industry experts.

Due diligence areas covered by PwC



Operational due diligence

Our team of experienced business operations specialists enables us to provide potential acquirers with a coherent overview of the target's operations. ODD covers the full scope of the business from supply chain and logistics through to manufacturing and commercial activities. We review the management structure and controls and provide an assessment of operational effectiveness. Working with management ODD identifies and quantifies opportunities for operational improvement, and aids in the development of concrete actions to deliver against these opportunities.

Due diligence areas covered by PwC

HR due diligence and pensions

Our HR due diligence examines the workforce profile, HR organisation and service delivery. It helps you to identify the key employees and examines the compensation and incentive plans, employee relations, and the organisation culture in place so that you can prepare the integration of the teams in a more effective way. Inadequate pension scheme funding levels can have significant financial implications and is often material in the context of the deal price. Employee relations issues and legislative requirements may arise in a change of control. Our pension review examines these issues from a financial point of view.

Due diligence areas covered by PwC

Tax due diligence

Our team of dedicated specialists understands the demands of the tax authorities. They can assess whether a company has been complying with tax requirements or whether it may be facing contingent tax liabilities, and advise you on how to deal with these issues during the negotiations.

Legal due diligence

Our legal experts assess whether a potential target has all the legal requirements to operate, if it has been complying with all the mandatory procedures / laws (corporation, labour, etc.) and analyse ongoing and potential litigation. In the normal course of their operations companies enter into agreements that, if compromised, may limit new strategies. Thus legal due diligence also includes the review of the contracts in place to assess their implications. Additionally, our legal experts may help you in drafting the sale and purchase agreement and negotiate representations and warranties.

Due diligence areas covered by PwC



Social and Ethical Due Diligence

Social and ethical risks have an impact on a company's value and sustainable growth. Understanding the impact of potential risks helps the buyer to be better prepared and ultimately have a better return on capital. Based on company documentation, interviews and walkthrough tests, our ethical due diligence identifies key risks and provides analysis on areas such as management process, labour issues and security practices. Depending on business and location of the target, ethical due diligence could be tailored to assess supply chain ethical risks, anti-competitive behaviours and compliance with the local anti-trust regulations.

Due diligence areas covered by PwC

IT due diligence

Our team of experienced IT specialists enables us to provide potential acquirers with a coherent overview of the target's business needs for IT and its IT operations. IT DD covers analysis of company's systems such as ERPs, its IT organisation and its IT networks such as outsourcing partners and how adequately they serve business needs currently and going forward. We identify critical issues regarding the continuity of IT operations within new ownership, assess all underlying risks and quantify latent investment needs which all might prove to be critical for the successful deal.

Environmental due diligence

The value of transactions to a buyer or seller can be significantly influenced by environmental issues or in a broader context by issues related to the sustainable development of organisations. EDD assesses the operational environmental performance, analyses compliance with both current and future environmental legislation and evaluates how environmental issues may influence the company operations and demand for products.

Due diligence areas covered by PwC

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Whom to contact

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PwC helps companies to improve their efficiency, promote growth and ensure reliable reporting. With over 750 professionals across Finland at your service, we are committed to delivering quality in consulting, deals, tax, audit and other assurance services. Our goal is to create sustainable success. To find out more, please contact us or visit our home page: www.pwc.fi.

We are a network of firms in 158 countries with more than 180,000 people. The name PwC refers to the PwC network and/or one or more of its member firms, each of which is a separate legal entity. Please see www.pwc.com/structure for further details.