

Transaction Advisory Services

TMT and Infrastructure Modelling Experts

2025



Transaction Advisory Services – Our Impact

Introduction: Transaction advisory services

Businesses of all sizes — including some of the world’s leading commercial and investment banks, private equity firms, venture capital groups, and their legal advisors — rely on ONPOINT for strategic, client-focused transaction advisory services. Whether it's navigating mergers and acquisitions, divestitures, major investments or loans, or the purchase and sale of high-value assets, our experienced team delivers the insight and execution needed to move confidently from evaluation to closing.

Unlike larger, more hierarchical firms, ONPOINT offers a more personalized, hands-on, and cost-effective approach. Our transactional expertise spans a wide array of industries, ensuring tailored support for every client. We provide turn-key solutions for investors and middle-market businesses, guiding them through every stage of the transaction process.

From buy-side opportunity assessment and execution to sell-side readiness and value optimization, ONPOINT helps maximize outcomes and returns.

Buy-side diligence



Evaluate Opportunities

- Market studies and competitive position
- Assessment of investment thesis
- Review of alternative capital structures
- Valuation benchmarks
- Integrity due diligence background checks

Execute Transaction

- Quality of earnings and operating cash flows
- Quality of net working capital
- Business model insights and metrics
- Transition services agreement support
- Day One readiness
- Valuation: purchase price/opinions
- Tax exposures/cash-tax savings opportunities

Value enhancement



- Design and guide the Integration Management Office
- Customer/product performance assessment
- Operations assessment and transformation opportunities
- IT/cyber review and improvement
- Performance improvement
- Synergy realization
- Improvement of asset utilization

Sell-side diligence — Realize returns



- Sales process preparation
- Accounting assistance
- Quality of earnings
- Carve-out diligence/stand-up support
- Preparation of NWC benchmark
- Interim management support

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Our tailored solutions support buy-side efforts by helping evaluate opportunities and execute transactions efficiently, while also boosting value and returns through thoughtful sell-side preparation and guidance.



We will assist you to think, work and monitor a deal harder and with more attention to detail

Our M&A assistance

According to a recent global survey, only one-third of all M&A deals actually create value in the best of times. In the recent past, market conditions were challenging and today is far from ‘the best of times’. Buyers and sellers are facing a multitude of challenges to perform successful acquisitions, integrations or disposals.

Our approach, as set out in this brochure, is designed to assist you in identifying and enhancing value throughout your investment lifecycle. The project management methodology we have developed enables you to be best prepared for deals with sophisticated auction processes and reach your strategic and financial objectives.

Our industry knowledge, built upon our Line of Business (“LOB”) structures, enables us to efficiently focus on the opportunities or issues that trigger material impact on transaction values.

Our global network reinforces our capacity to serve you in the context of your contemplated international transactions.

Lastly, we can combine our forces with other external audit, tax (tax structuring and reviews) and in-house advisory specialists to provide you with a service offering tailored to your specific needs at your request.

Your concerns

ONPOINT's Transaction Services can be distinguished by our research and understanding of how deals can create or reduce value, and our ability to deploy this knowledge to your advantage.

Confirming the transaction rationale:

- **Examining a wider range of business issues** in performing a pre-LOI due diligence and giving greater importance on quantifying future financial scenarios;
- **Gaining comfort in purchase price estimates** in identifying any adjustments to be highlighted during the auction process;
- **Anticipating any post-deal issues.**

Avoiding post-deal value leakage

- **Gaining quick control over the acquired company:** in our experience, it generally takes between 60 and 100 days to complete a detailed integration plan, including restating the synergy case and identifying quick wins;
- **Reducing leakage of value once the deal completes;**
- **Aligning the strategic and operating model:** many acquired companies fail to deliver intended benefits because they move directly to integration planning without alignment to the target financial, strategic and operational business model;
- **Avoiding organisational fatigue:** Management should agree and communicate a timeline and process for integration completion and benefits delivery.

Maximising deal value by optimising the information process and reducing value leakage

- **Building a realistic timetable** to reduce the leakage in value during the disposal process (acceleration of the transaction process);
- **Maintaining control over the process;**
- **Dedicating adequate resources** which will enable the Management team to run the business correctly during the sales process (minimising disruptions);
- **Making better** informed bids as a result of proper preliminary due diligence;
- **Minimising warranties and indemnities** resulting from the issuance of quality information and accurate management of information requests.

Key success factors on buy-side

"About 46% of respondents said it is more challenging to make accurate forecasting today as compared to any time in the last 10 years, while 32% said it was significantly tougher."

"Executives Show Guarded Optimism about M&A in the Year Ahead"

Key success factors post-deal

"It is advisable to have a dedicated project organization structure in place to facilitate and expedite the integration activities."

"Post Merger People Integration"

Key success factors on sell-side

"Selling an entire company or business unit is extremely challenging. However, several leading practices can greatly enhance sales process and maximize shareholder value."

"Take control of your divestiture"

Our approach

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*We can assist you
through all stages of your
investment*

ONPOINT's Transaction Services places a strong emphasis on stakeholder value and the early identification of key risks and benefits. We tailor our approach



Pre-Deal Evaluation



We can help you to identify the risks, black holes or pitfalls in the deal, as well as to influence the negotiations and purchase price.

Phase one:
High level review of the contemplated transaction

Your objectives:	What we can do:
Understanding the structure of the contemplated target	<ul style="list-style-type: none">Summarise the history of the target and describe the current shareholding and management pattern;Describe the current product profile for key products;Describe the key accounting policies in place.
Identifying the business environment of the contemplated target	<ul style="list-style-type: none">Assess the strengths and weaknesses (commercial and operational considerations) of the business against industry benchmarks;Identify any tax and legal issues needing further specialist investigation.
Performing a high level financial review	<ul style="list-style-type: none">Analyse the key drivers underlying the historical financial performance and cash flows;Investigate the quality of earnings and the sustainability of cash flows;Comment on the forecasted financial performance and cash flows;Perform an analysis of the main components of the balance sheet including working capital requirements and net debt position;Summarise liabilities and off-balance sheet commitments.
Identifying the impact of the transaction on the target business	<ul style="list-style-type: none">Identify any people issues arising (key management, pensions, compensation, benefits);Summarise other separation costs (e.g. people, IT, central costs).
Phase two: Full scope analysis	<ul style="list-style-type: none">Further investigation on deal breakers identifiedPerform additional in-depth analysis on our key findings arising from our high level review;Include in our scope of work areas you wish to further investigate.

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Our assistance can help you to limit the time and costs spent on deals that may not work

Bid Services and SPA assistance

In identifying key issues and preparing both a considered valuation and a robust SPA, we can help to significantly increase your chances of a successful transaction.

Your objectives:



Investigating the key risks and quantifying their impact on value

Drafting a robust sale & purchase agreement ('SPA') to be protected against adverse contingencies

Setting-up the most efficient and flexible transaction structure

What we can do:



- Further evaluate the value proposition and integration plans in the light of information disclosed by the target or vendor;
 - Assist with the quantification of the potential impact of the issues which affect drivers of value and your overall valuation;
 - Advise on areas where contractual protection or other actions are required.
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- Identify issues which:
 - Require contractual protection in the agreement (e.g. warranties and indemnities);
 - Might be contentious at completion and therefore should be agreed up front.
 - Help you to draft relevant sections of the SPA, including the scope of warranties and indemnities;
 - Advise on the most beneficial price adjustment mechanisms.
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- Help you and your financial advisers to determine the most efficient and flexible transaction structure;
 - Provide integrated tax and accounting solutions, minimising the risks of inconsistent or duplicated advice.

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A flexible approach tailored to fit in with your overall deal strategy



Integration planning



We can assist you from day one after the acquisition in preparing the immediate actions to be undertaken, including gaining control, protecting the value identified pre-deal and securing the business and its people.

Your objectives:	What we can do:
Alignment and consistency across all post-deal activities	<ul style="list-style-type: none">Confirm with you the overall strategy, objectives and priorities;Help you to nominate a Programme Director to coordinate the immediate activities and to set up the overall post-deal programme;Define resources required from acquirer, target and external advisors.
Determination of a communication plan	<ul style="list-style-type: none">Establish communication, reporting and governance processes;Review and strengthen your existing communication plans;Provide day to day support to your team with experienced specialists who have been through this situation before.
Identification and retention of key people	<ul style="list-style-type: none">Advise on appropriate, structured retention and incentive plans;Identify likely interdependencies and issues;Advise on organisation and role design.
Take financial control by establishing immediate reporting requirements	<ul style="list-style-type: none">Assess current controls in place;Assist you in designing interim performance reporting dashboards and reporting packs based upon your needs;Work closely with your internal audit department to deliver recommendations for quick wins as well as medium term change.
‘100 days improvement programme’	<ul style="list-style-type: none">Interview a wide range of senior management and recommend an improvement programme focused around the key areas of opportunities identified;Brief and mobilise a joint team to work on this ‘100 days programme’, including a steering committee and workstream teams;Define specific checkpoints and milestones to enable clear tracking and decision making.

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We can assist you from day one after the acquisition until the full integration within your business

Follow-up financial review



Some issues that arise post deal require specialist knowledge that may not be available in house, for example, implementation of new pension arrangements, international financial reporting standards, new incentive schemes... We can provide that specialist knowledge.

Your objectives:	What we can do:
Gaining quick control over the acquired company	<ul style="list-style-type: none">Perform follow up/post completion due diligence:<ul style="list-style-type: none">Perform a rapid identification, resolution or mitigation of issues identified during the completion of the transaction process;Follow up on issues identified pre-deal.Transitional and interim reporting:<ul style="list-style-type: none">Facilitate control and obtain access to robust and timely management data;Prepare the alignment of reporting systems and procedures.Purchase accounting and policy alignment:<ul style="list-style-type: none">Review the existing purchase price accounting;Identify any fair value adjustments;Assist you with GAAP/IFRS conversion exercises.
Reducing leakage of value once the deal completes	<ul style="list-style-type: none">Completion accounts and disputes:<ul style="list-style-type: none">Assist you in the preparation of completion accounts.Remuneration and pension plans:<ul style="list-style-type: none">Perform a strategic benefit review of inherited pension scheme;Design and implement new pension scheme with staff communication programme;Review the existing remuneration policy and structure.
Facilitate delivery of the value identified pre deal	<ul style="list-style-type: none">Synergy evaluation and tracking<ul style="list-style-type: none">Perform an evaluation of potential synergies identified pre-deal;Assist you with the design and implementation of a system to monitor and communicate benefits realised.Refinancing<ul style="list-style-type: none">Assist you in your evaluation of finance options;Work with you to define the normalised level of working capital.

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We can assist you in building a more detailed understanding of the business

Vendor Assistance (1/2)



ONPOINT can offer a complete project management service, covering all the stages of the disposal process, from the simple consideration of a disposal to the post disposal actions, including interim planning and execution stages.

Considering a disposal		Disposal planning and preparation	
Your objectives:		What we can do:	
Adjusting expectations to current market trends		<ul style="list-style-type: none">Analysis of disposal<ul style="list-style-type: none">Assess the options available to you in reviewing the business’ strengths and weaknesses against industry benchmarks;Identify key issues for further investigation and potential deal breakers.	
Delivering a credible deal structure and increasing deal value drivers		<ul style="list-style-type: none">Transaction structuring<ul style="list-style-type: none">Assist you to finalise the boundaries of the sale and to prepare carve-outs;Develop robust forecasting models with you focussed on key business drivers, helping bidders to gain a clear understanding of the business.	
Increasing the speed of execution in preparing accurate and meaningful information		<ul style="list-style-type: none">Information memorandum and management presentations<ul style="list-style-type: none">Assist you with the preparation and drafting of the Information Memorandum;Provide assistance with the preparation, drafting and presentation of “management presentations” to potential purchasers and their advisors.	
Early notice of upsides, synergies and issues which may impact the perception of value		<ul style="list-style-type: none">Vendor due diligence<ul style="list-style-type: none">Prepare a Vendor Due Diligence (VDD), which is an independent report initiated by a seller and directed to prospective purchasers;Our report presents an analysis of the business, carried out to a scope which is sufficiently broad to cover matters likely to be of interest to prospective purchasers.	
Facilitating better informed bids thereby reducing the risk of subsequent price reduction		<ul style="list-style-type: none">Dataroom preparation<ul style="list-style-type: none">Identify with you the key information required by prospective buyers;Review the information to be included in the dataroom in terms of accuracy, consistency and confidentiality prior to release.	

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ONPOINT’s project management from day one ...

Vendor Assistance (2/2)



ONPOINT can offer a complete project management service, covering all the stages of the disposal process, from the simple consideration of a disposal to the post disposal actions, including interim planning and execution stages.

Executing a disposal		Post disposal actions	
Your objectives:		What we can do:	
Maintaining control on the competitive tension and addressing buyers' concerns efficiently		<ul style="list-style-type: none">Dataroom management<ul style="list-style-type: none">Monitor data room file usage and other bidder team activity;Organise and manage the Q&A process as well as review answers you prepare in order to avoid inaccuracy and confidentiality issues.	
Efficiently preparing final steps of the disposal process		<ul style="list-style-type: none">Closing process assistance<ul style="list-style-type: none">Prepare a detailed schedule of all necessary steps and identify resources needed (providing specialists if required);Comment on your forecasted level of debt to be drawn at closing date.	
Managing debt financing issues		<ul style="list-style-type: none">Debt execution<ul style="list-style-type: none">Help you to provide structured and meaningful information relevant to the debt syndication process;Help you in your negotiations to secure debt financing.	
Enhancing the value identified pre-deal and minimising the extent of warranties		<ul style="list-style-type: none">Sale and Purchase Agreement (SPA) and negotiation support<ul style="list-style-type: none">Comment on price adjustments under the SPA during the negotiation process as well as on warranty and indemnity clauses;Review with you the completion accounts with the objective of providing evidence to defend against proposed adjustments from the buyer.	
Securing the transitional period and resolving any arising disputes		<ul style="list-style-type: none">Post disposal assistance<ul style="list-style-type: none">Assist you with the implementation of transitional service arrangements, and help protect your position under the related contracts;Advise you on the form of any dispute resolution process.	

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... until the completion of the disposal process

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Joint ventures have traditionally been viewed as less attractive for delivering growth strategies than organic growth or outright acquisitions... our research clearly illustrates this is not the case

*“Joint Ventures –
A tool for growth during an economic downturn”*



Joint Ventures and Strategic Alliances

Life is tough for businesses with expansion plans. The high leverage, liquidity and low funding costs that fuelled growth before the financial crisis may have stopped, but activist investors are still demanding increased shareholder value.

In the past it could be observed that economic downturns in connection with a lack of access to debt financing are a primary driver enhancing joint venture activity. Access to specific capabilities and intellectual property, getting closer to the customer and winning contracts in new markets are other key drivers.

According to a survey commissioned by ONPOINT to the IESE Business School, more than half of joint ventures met or exceeded expectations. Moreover, the majority of respondents, regardless of their satisfaction with their joint venture experience, expressed a positive view of their company's future joint venture activity.

Our approach is designed to identify key issues and opportunities with joint ventures or other strategic alliances early and can include:

- A review of the proposed scenarios;
- A due diligence on the contribution of each partner to the project;
- A preliminary assessment of the expected synergies and transactional costs for each partner.

Our commercial and operational due diligence services

ONPOINT Transaction Services has developed market research capabilities to assist corporates in acquiring an entity or opening a subsidiary in areas where there is market or competitive uncertainties.

The successful outcome of these projects will be based on the success of new products, customers and markets. In order to mitigate the underlying risk, you may need to test the reasonableness of the key assumptions.

Our approach encompasses a rapid diagnosis and in-depth analysis of key commercial deal issues. The key benefits include a faster understanding of the targeted business, an early identification of weaknesses and an enhanced credibility against local partners and lenders.

Our assistance is based on the availability of international experts as well as our transaction experience. Our standard scope of work, designed to cover the most common issues, can encompass the following items:

- Identify the key strengths and advantages of your offer against the targeted niche;
- Examine the market trends, sustainability and challenges against growth plans in the key selected markets;
- Assess the market size, segmentation and growth potential against existing competitors and potential new entrants;
- Review of the existing business plan assumptions and product deployment schedule.



Get ready for an intensive and long process.

Have sufficient resources so the main business does not suffer as a result