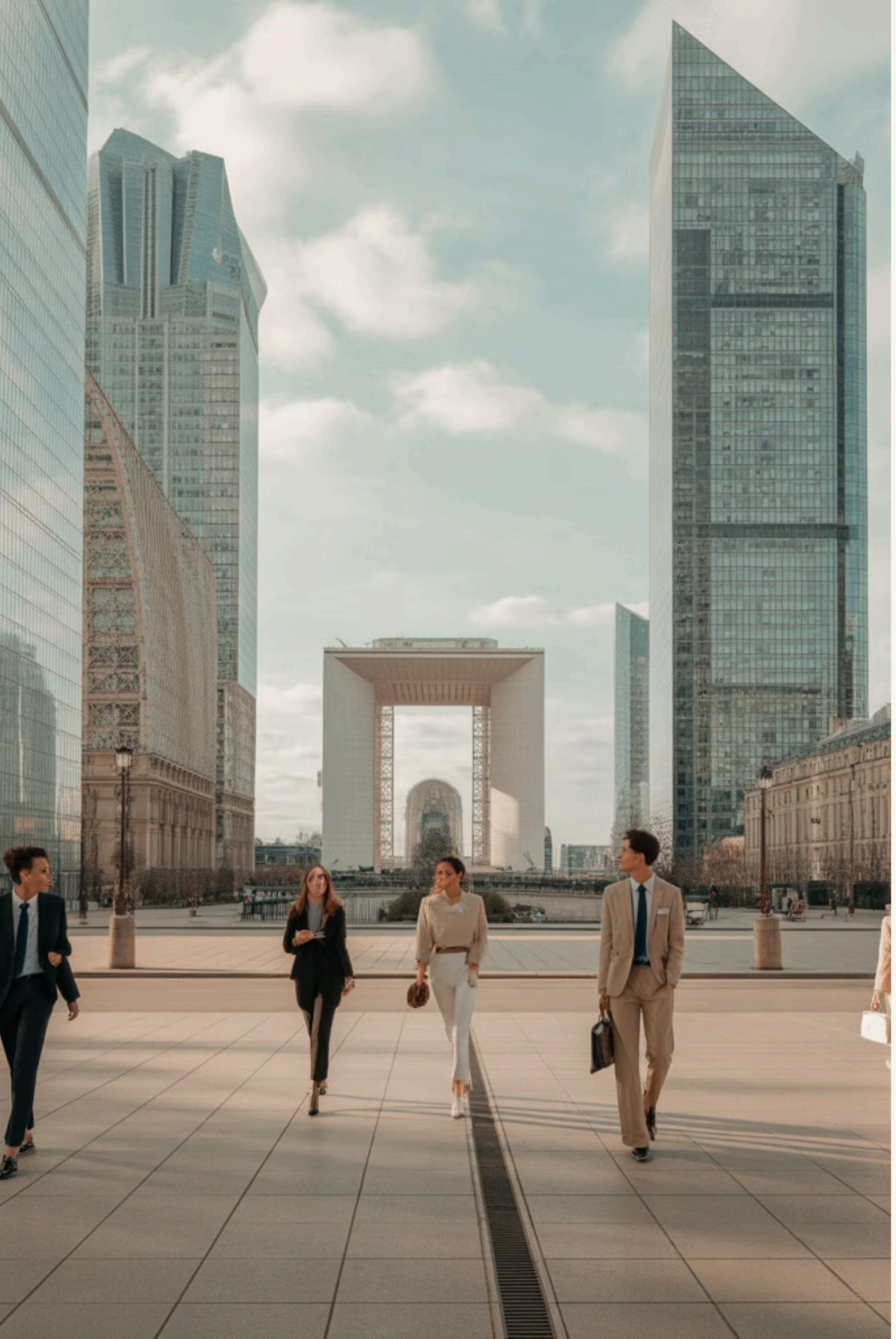


M&A Advisory

CGPH Banque d'Affaires

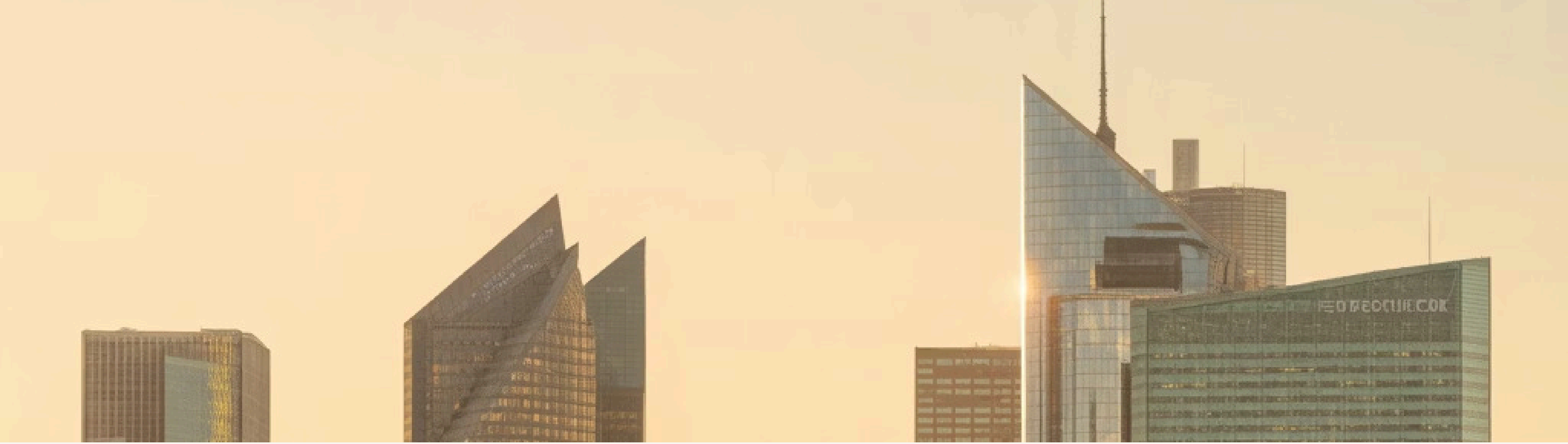
Precision-driven transactions. Strategically executed.

CGPH
Banque d'affaires

1. What is M&A?

Mergers & Acquisitions (M&A) include all transactions in which companies, assets, or business lines are bought, sold, merged, or transferred. An M&A can mean growth, exit, transformation — or all of the above.

It is not just about price. It is about fit, timing, trust, governance, and capital alignment.



2. Who We Are: CGPH Banque d’Affaires

CGPH Banque d’Affaires is a European investment bank specializing in structured transactions and strategic capital. We advise businesses, investors and institutions in complex operations requiring discretion, intelligence and execution power.

We act across France, Italy, Luxembourg, Switzerland, the UK, the UAE, and beyond.

3. The CGPH Group

- Strategic and financial advisory
- Capital structuring (debt, equity, hybrid)
- International tax planning
- Corporate governance and legal architecture
- Transactional execution across sectors and borders

4. What We Deliver in M&A

- Buy-side and sell-side advisory
- Strategic deal preparation and business readiness
- Valuation, due diligence and negotiation
- Capital stack planning (debt, equity, mezzanine)
- SPV creation and transaction structuring
- Legal and financial documentation coordination
- Deal closing, retention, and post-integration planning

5. Dual-Sided Advisory Logic

Sell-side (for shareholders, founders, family groups):

- Positioning the company
- Selecting buyers or investors
- Maximizing valuation and control over timing
- Preparing for due diligence

Buy-side (for investors, corporates, funds):

- Target mapping and approach
- Valuation and synergies
- Deal structuring and capital needs
- Execution, closing and consolidation

6. Our Strategic Advantage

- Deep integration with tax, capital and governance teams
- Real access to buyers and investors
- High-capacity in-house structuring (LBO, SPV, notes)
- Pan-European and multi-jurisdictional capacity
- Discretion-first, client-aligned, result-focused

7. Typical M&A Scenarios

1. Family business sale or succession
2. Acquisition for geographic or product expansion
3. Private equity entry or partial exit
4. Strategic merger or carve-out
5. Project finance consolidation (real estate, infrastructure)

8. Sector Expertise

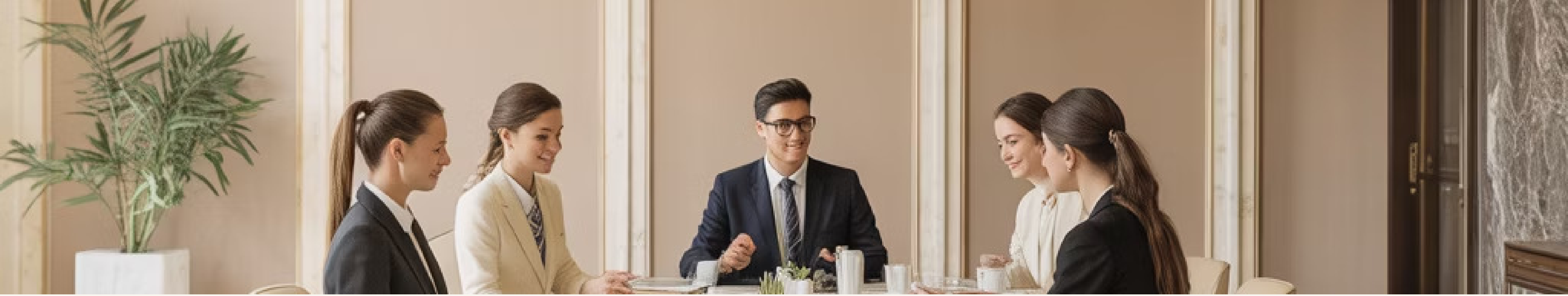
- Real estate & asset management
- Healthcare, biotech, medtech
- Industrial and manufacturing
- B2B services and logistics
- Fintech, SaaS, tech-enabled models
- Energy, renewables, infrastructure

9. CGPH Roles in the Transaction

- Advisor (exclusive or mandate-based)
- Arranger for debt or equity structuring
- Tax & legal strategy coordinator
- Capital raising partner (private or public)
- Coinvestor or underwriter (select cases)
- Post-deal governance architect

10. Use of Advanced Structures

- LBO (leveraged buyout) or management buyout
- SPVs (domestic or foreign) for acquisition vehicle
- Convertible debt or equity bridge
- Partial vendor financing or retention logic
- Club deal with family offices or private investors



11. Timeline & Process

Phase	Duration	Deliverables
Strategic Prep	2–4 weeks	Positioning, valuation, options
Structuring & Docs	3–6 weeks	Term sheet, SPA, financials, SPV
Execution	4–8 weeks	Due diligence, negotiation, deal closing
Post-Deal	Optional	Integration, reporting, adjustment

12. Capital Integration

1. Equity from funds, clubs, private offices
2. Debt from banks or notes issuance
3. Bond structuring for platform roll-ups
4. Public or subsidized funding (PNRR, BEI, BPI)
5. Reinvestment logic and earn-out planning

13. Investor & Buyer Targeting

- Strategic industrial players
- PE funds (mid-cap and thematic)
- Family offices and private holding groups
- Platform aggregators
- Venture growth funds (for innovation-driven targets)

14. Legal & Governance Readiness

- Due diligence data room and reporting
- Shareholder agreement revision
- Governance and board restructuring
- Statute and voting rights adaptation
- New entity or group configuration

15. Valuation & Documentation

- Fairness opinion and valuation reports
- Letter of intent, SPA, shareholder pacts
- Deal models (DCF, comparables, earnings-based)
- Financial model and scenario waterfall
- Tax and jurisdictional simulation

16. Post-Deal Services

- Integration planning and execution
- Governance realignment
- Asset repositioning or sale
- Investor reporting and board setup
- Tax structuring and capital distribution

17. Benefits for Sellers

Maximized value and strategic control

Full preparation and reduced risk of surprises

High-level buyer engagement

Clear documentation and timeline

Optional reinvestment or soft-exit logic

18. Benefits for Buyers

- Properly vetted targets
- Deal structure aligned to investor profile
- Legal, tax and capital readiness
- Entry via SPV or hybrid financing
- Option for partial or staged acquisitions

19. Our International Presence

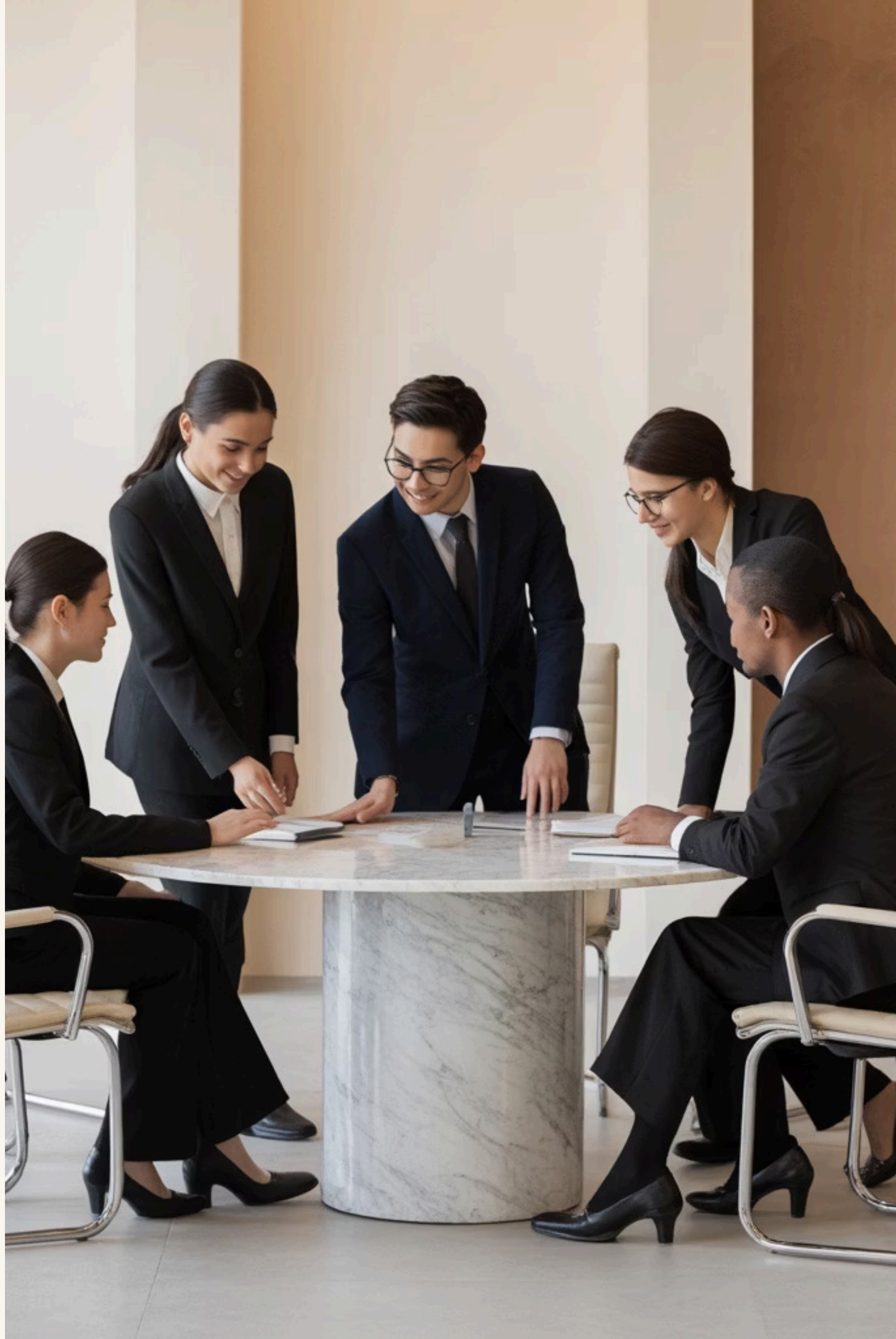
CGPH Banque d’affaires operates as part of a global group with established presence in:

- United Kingdom
- Hong Kong
- United States
- Luxembourg
- Switzerland
- France

Through this structure, we offer a strategic and international perspective with operational support across major financial jurisdictions. We are supported by a global network of over 300 consultants and professional partners worldwide.

20. Club Deal & Coinvestment Logic

- Coinvest alongside qualified buyers
- Retain exposure to post-deal value
- Act as underwriter or secondary placement
- Involve trusted investor networks or syndicates



21. Multi-Jurisdictional Execution

- Cross-border regulation
- Anti-trust and merger control
- Treaty use and taxation optimization
- License, asset or staff portability
- Regulatory filings (if needed)

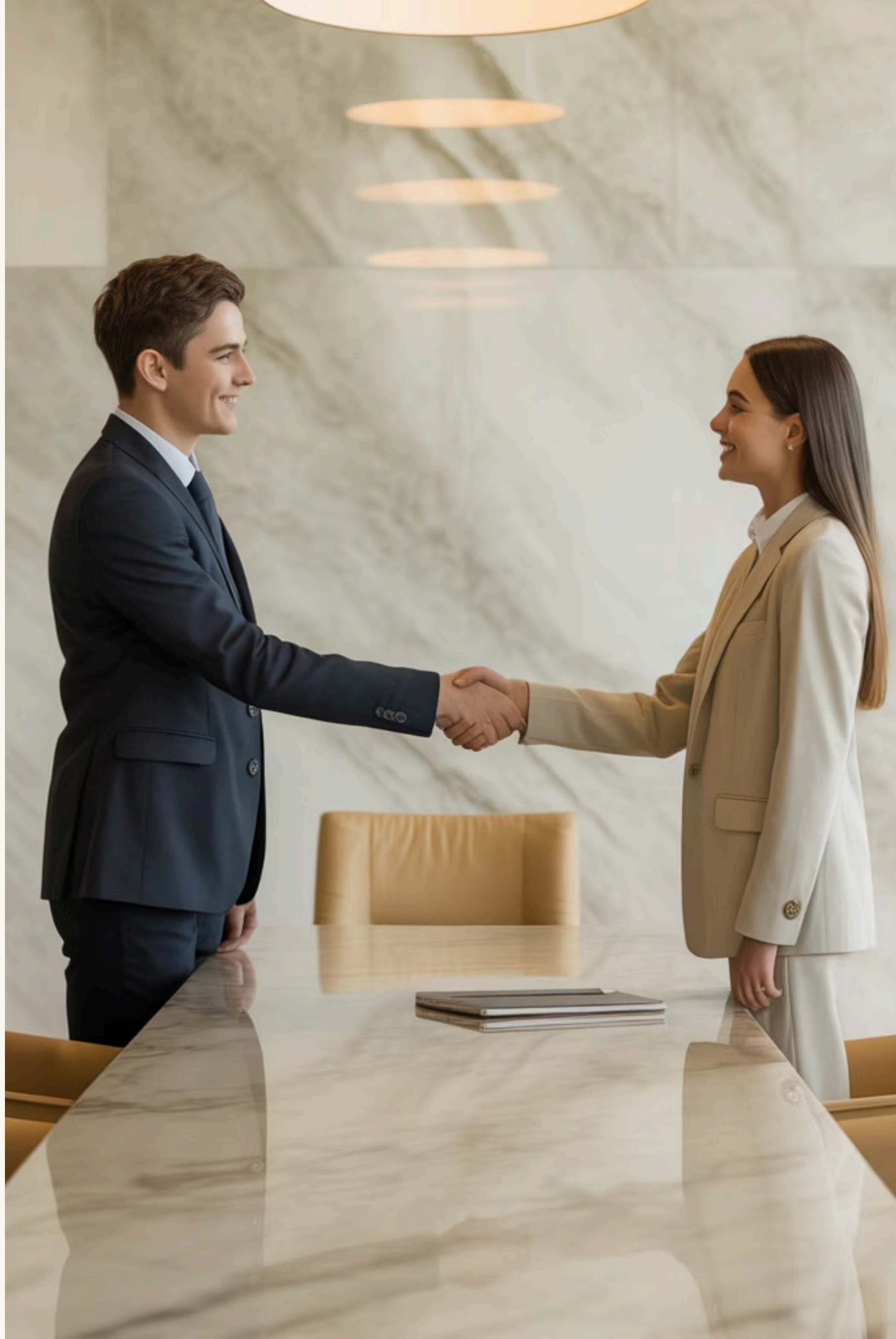
22. Risks & Protections

- Price uncertainty and valuation volatility
- Legal liability and legacy risks
- Counterparty and funding risk
- Governance conflict post-deal
- Deal fatigue and execution delays

23. CGPH Transaction Experience

We do not push deals. We architect them.

We do not rush execution. We defend long-term value.



24. Why CGPH

- Multi-disciplinary execution capacity
- Access to real buyers and real investors
- End-to-end process management
- Legal, tax, capital and governance in one
- Ability to act or co-act when strategic

An M&A is not a sale. It’s a transition of control. We make it meaningful.

25. Contact

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🌐 **www.cgphbanquedaffaires.com**

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