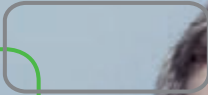
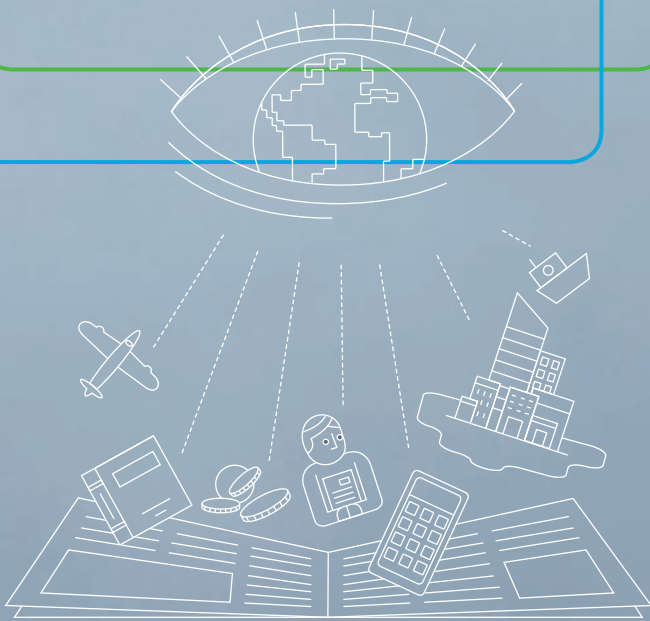


Proactive solutions
for complex
transactions



FINANCIAL & TAX DUE DILIGENCE

Helping to make your deal work for you

“

Our transaction was complicated with various challenges to overcome. RSM provided us with excellent support throughout demonstrating a deep understanding of the process, helping to ensure a smooth and highly successful result.

”



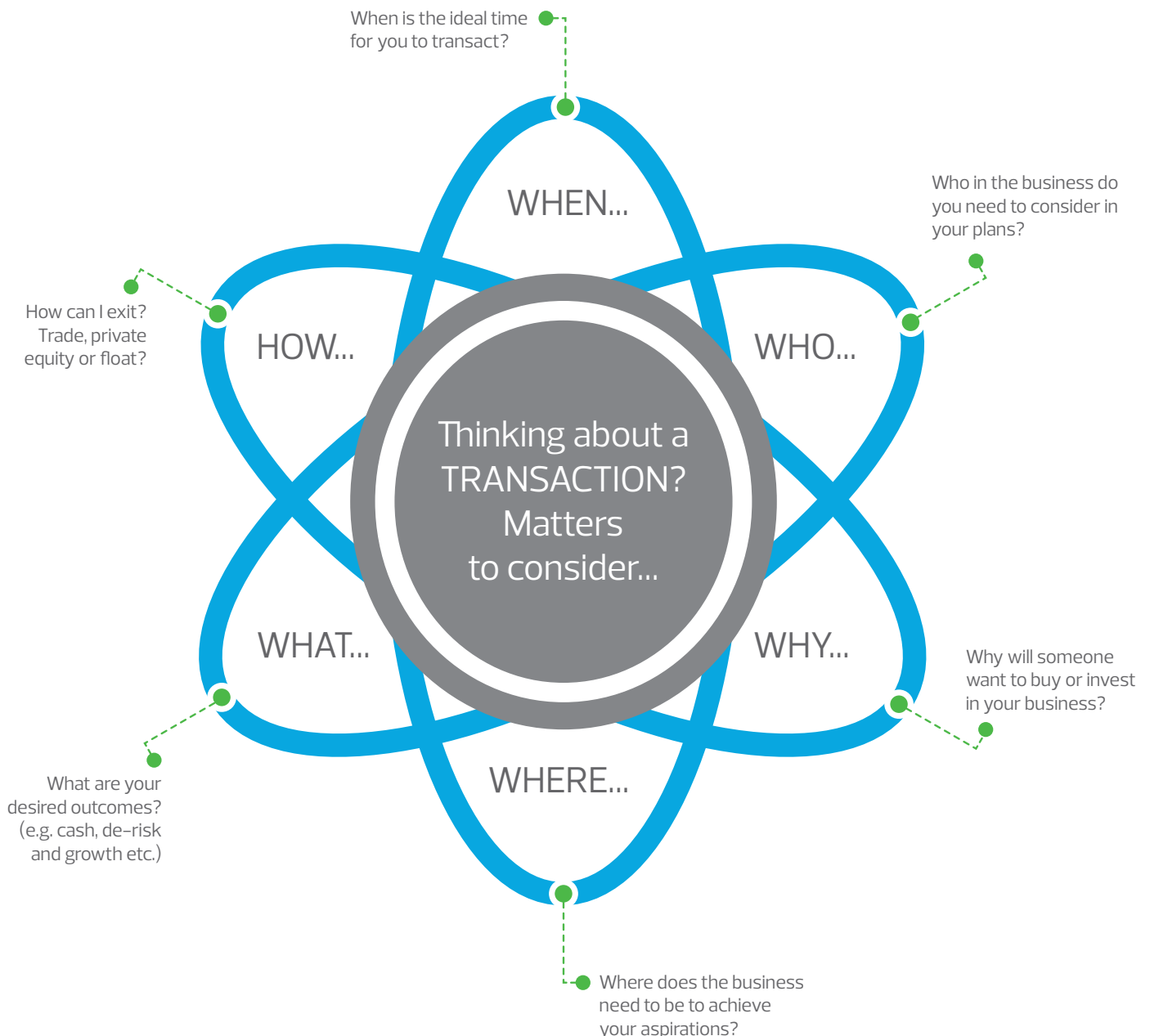
WHAT IS FINANCIAL & TAX DUE DILIGENCE?

Buying and selling companies, assets or even making an investment in a major project can be risky. Objective due diligence can help mitigate these risks as well as highlight opportunities to create value and make a transaction successful.

Objective due diligence validates financial and tax, positions to help maximise the value in a disposal, a refinancing exercise or acquisition.

Due diligence is essential when assessing whether to proceed with a transaction and can increase the likelihood of the transaction achieving its objectives. The due diligence process will help structure the deal and prepare you for negotiations.

RSM's comprehensive process encompasses financial, tax and broader analysis to identify both the risks and opportunities of a potential transaction to help you make the right decision.



GLOBAL CAPABILITY



OUR SERVICES

- Financial due diligence
- Tax due diligence
- Sale and purchase agreements
- Deal mechanisms such as completion accounts and locked boxes
- Working capital due diligence
- Carve outs
- Tax and corporate structuring
- Tax clearances
- Shareholder planning
- Other consulting services including IT
- Completion accounts review
- Post deal support



WHO DO WE HELP?

Without doubt, the success of a transaction can be significantly influenced by the extent and quality of the due diligence undertaken. Due diligence is a key aspect of the overall investigation into a transaction and RSM firms have earned a reputation for providing timely, relevant and value added due diligence reports and advice.

The specialist teams within RSM firms comprise individuals who are deeply experienced in providing due diligence for:

- ▶ investors, banks and private equity houses e.g. when considering funding of a management buy-out
- ▶ corporate acquirers including, where relevant, supporting the needs of their funders
- ▶ vendors (vendor assist or vendor due diligence), used to identify potential issues for the seller and reduces the risk of these being used by a purchaser to seek reduction in the price

WHAT IS THE SCOPE AND PROCESS OF FINANCIAL & TAX DUE DILIGENCE?

The specifics of the deal always determine the scope of financial and tax due diligence.

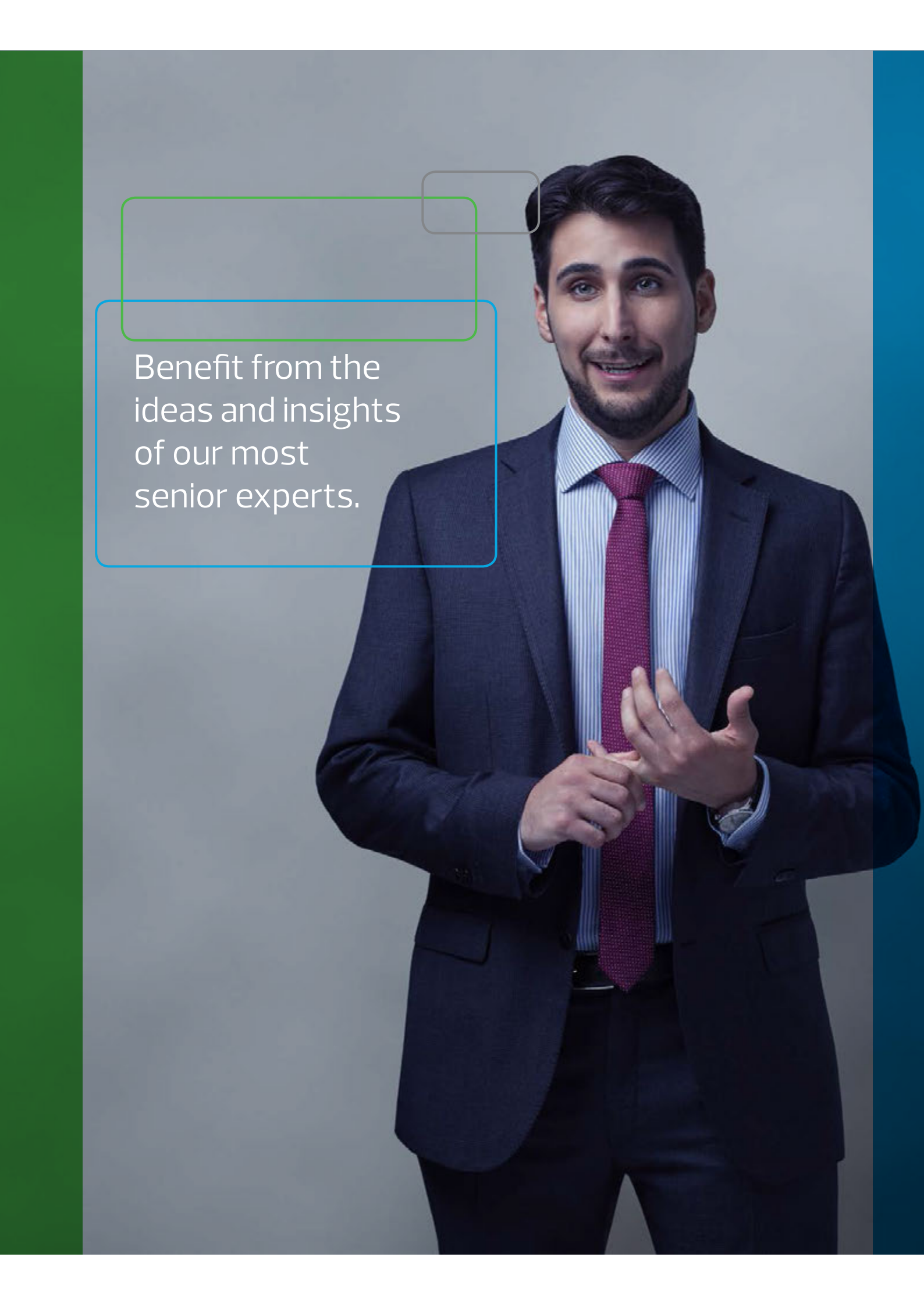
However, the process typically includes:

- ▶ in-depth analysis of underlying historical performance, working capital and cash flows, assets and liabilities
- ▶ assessment of the quality of underlying earnings
- ▶ identification of items to consider from a pricing perspective
- ▶ analysis of the taxation position of the business

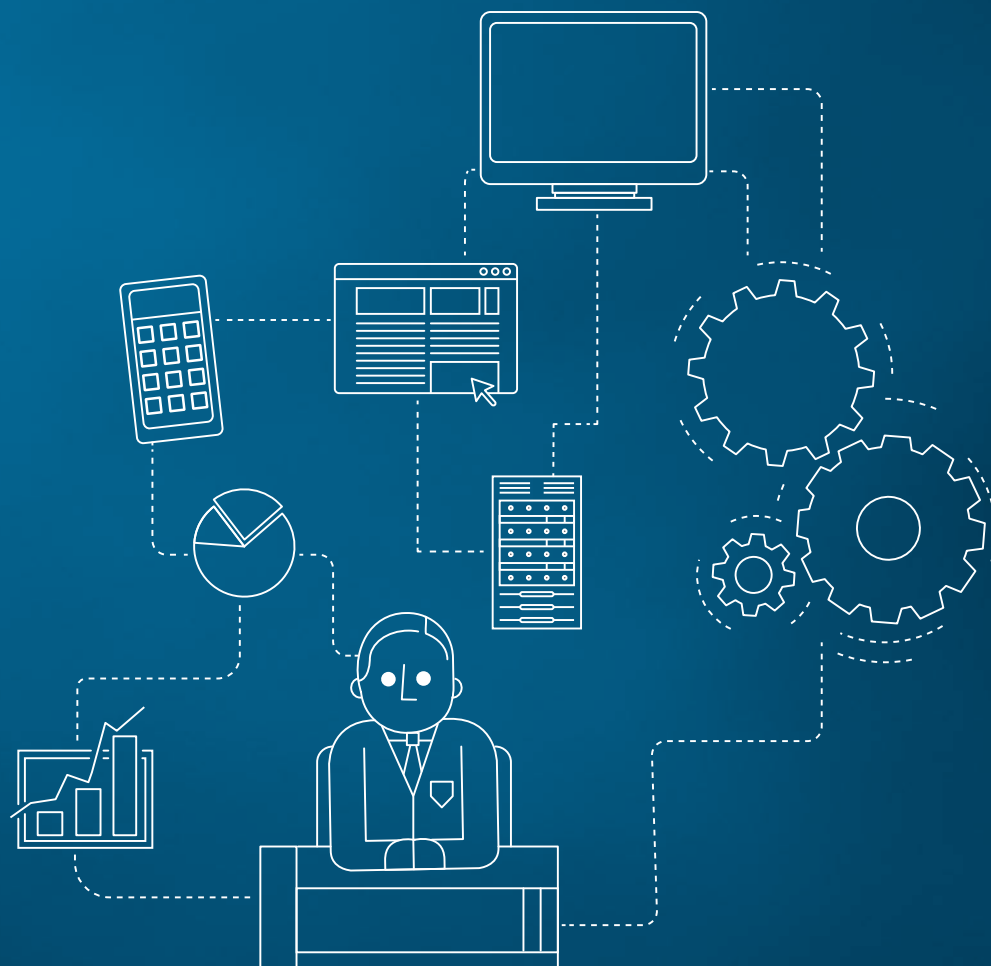
In certain circumstances and jurisdictions, we may also perform a critique of management's forecasts, including the working capital requirements of the business. Where appropriate, our reports will include a summary of the key issues that have been identified by our work and our views on the associated risks and implications for the deal, including integration and other post-deal issues.

We pride ourselves on our reputation for precision, enabling you to transact with more confidence knowing that any issues have been properly reviewed and considered.

Our senior led approach aims to identify key issues at the earliest stage so you can reach a 'go/no-go' decision earlier in the process.



Benefit from the
ideas and insights
of our most
senior experts.



GLOBAL COORDINATION

A well-planned approach and strong project management is essential to the delivery of any successful and efficient international due diligence project. Within RSM firms around the world, partners have considerable experience and expertise and will have worked and led on numerous global projects, across a multitude of business sectors.

By having a dedicated team in every major business centre around the world, we are able to source local knowledge, leverage existing relationships and provide on-the-ground support, regardless of the type of transaction or geographical region.

We help to effectively manage the increased challenges that can arise on cross-border assignments. We consider each project individually, however, our recommended approach is usually that cross-border engagements are led and directed by a dedicated client service partner irrespective of the geography.

This means:

- ▶ There is one point of contact who will help navigate around our wider international team ensuring the right specialist teams are involved.
- ▶ There is consistency of product and service delivery as the team develops an understanding of your business and future needs.
- ▶ Due diligence scoping is consistent across the different jurisdictions.
- ▶ We produce clear and concise reports having used consistent content and depth of analysis on a project by project basis.
- ▶ We maintain regular communication throughout a transaction process with all parties involved.



“

We have worked with RSM on a variety of transactions. On international engagements the support has been particularly invaluable, providing us with one point of contact making sure that the due diligence product is always of a consistent high-quality standard to meet our needs.

”

AN INTEGRATED TEAM APPROACH

RSM's dedicated global financial and tax due diligence team consists of specialists from diverse industries and professional backgrounds who provide recommendations to address your specific needs.

Using an integrated approach, we will work with your legal and other advisors to understand your unique situation and develop timely and creative solutions that fit your requirements.

From devising effective ways of obtaining contractual protection for risk areas to assisting with tax structuring on complex cross border transactions, our team of senior-level professionals will work closely with you, providing guidance and advice throughout the decision-making process.

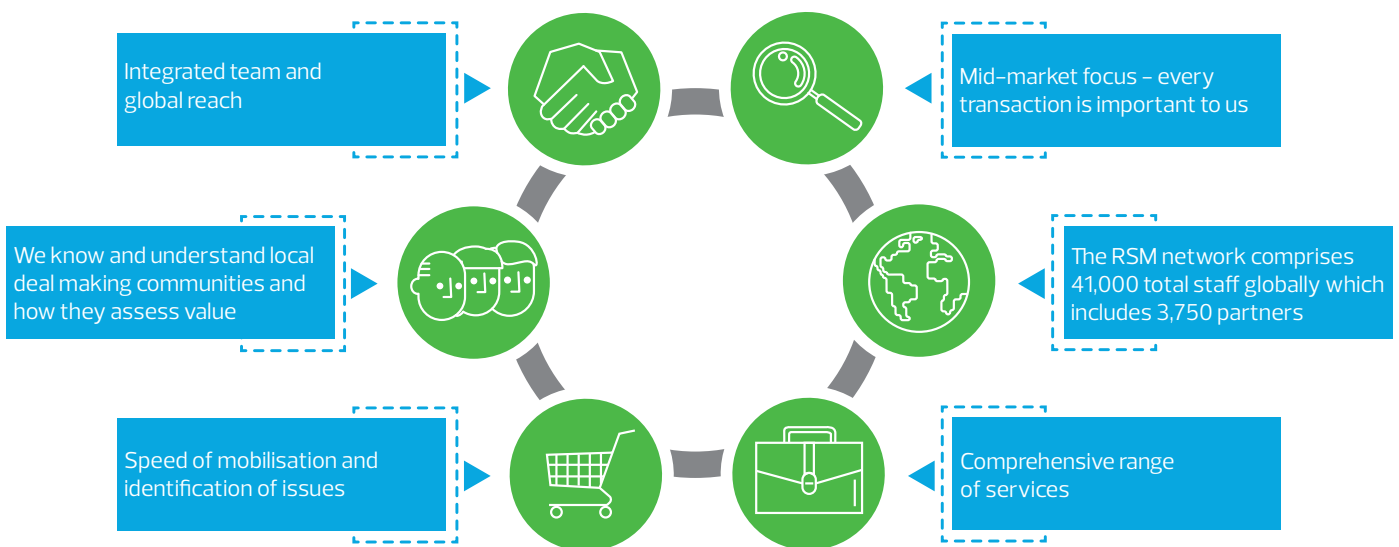
WHY RSM?

Our responsiveness, depth of experience and global reach mean we can provide resources wherever and whenever you need them.

Senior partners within RSM firms are actively involved in the delivery of projects providing comprehensive and clear opinions on issues. This means in difficult and complex situations, particularly cross-border assignments, our experienced practitioners are involved in the detail of the work, providing high value solutions to meet your deal needs.

We can help by:

- ▶ identifying issues and rapidly feed them back providing clear proactive solutions to complex problems
- ▶ regularly communicating with you – agreeing a formal feedback plan and provide regular updates as work progresses
- ▶ focusing on excellent delivery and providing you with clear guidance rather than using cautious wording and caveats
- ▶ taking a commercial and pragmatic approach




“

Our project was particularly complex due to the way in which historical financial and tax information had been monitored by management. The challenge played directly to the strengths of the team, who were our obvious choice for the work.

”





Experience the power
of being understood.
Experience RSM.

To find out more about RSM firm visit
rsm.global/vietnam

Alternatively, contact the Transaction Support Team
at our office for an immediate response.

We will put you in touch with the partner in one of our
international offices who is best equipped to help with
your enquiry.

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