



Service Profile

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Willkommen

Welkom

Benvenidos

Bem-vindo

Karşılama

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स्वागत

أهلا بك

добро пожаловать

오신 것을 환영합니다

Acquiring a Business

**Deal Sourcing & Buy-side M&A Advisory Services
for acquiring SMEs and Properties in Europe**

ACQUIRING A BUSINESS IN EUROPE HOW TO ACHIEVE YOUR M&A GOALS WITH TANGIBLE OUTCOMES

1. **A relevant undertaking.** Successfully acquiring the right business is a complex commitment that requires a strong command in M&A as well as tailored skills, energy and time. From identifying high-potential targets to assessing their strategic and financial fit to your objectives; from leveraging potential synergies to aligning core values and culture, you want to make sure that your opportunity is secured and your return on investment is maximized.
2. **A well-calculated process.** The tangible outcome of an acquisition depends on the tight and steady handling of the buy-side process, to avoid the risk of fruitless time-intensive activities as well as the pitfalls of poor or misplaced investments. An experienced M&A partner with firsthand experience and in-depth industry expertise can set-up a world class acquisition process that makes the difference.
3. **Its about your growth strategy.** To compete and capitalize on new opportunities, you must constantly build and reinvigorate your portfolio. Set out and reach your investment goals with a dedicated and skilled M&A team of highly qualified professionals that can lift and empower the process, enabling you to achieve the best deals.
4. **End-to-end M&A advisory.** The execution of a deal requires a broad range of advisory services. From planning the acquisition strategy to identifying potential acquisition targets, to analyzing and valuing the target company, assisting in bid preparation and negotiating the terms of the deal with counterparts. HELVIA's end-to-end M&A advisory services ensure problem resolution and optimized outcome.



5. **A collaborative and loyal partnership.** The purchase of a business is a perilous process; thus, it is key to establish a collaborative, transparent and loyal partnership between the Principal and the Advisor. In order to ensure a successful transaction, both parties must diligently fulfill their contractual obligations, communicating and sharing information in a comprehensive and truthful manner.
6. **A clear and consistent drive.** The acquisition of a company should not be undertaken in the absence of a clear vision of the ideal target company and an idea of how it will strategically contribute to your portfolio. A clear set of objectives, strategies and acquisition criteria must be established before starting the process to avoid stumbling into easy but unattractive or merely speculative opportunities that destroy economic value.

7. **To buy or not to buy?** The answer often depends on the relative industry's structure and dynamics, acquisition strategy and financial resources available, as well as on the degree of strategic and financial attractiveness and synergistic contribution of the target company to the acquiring company.
8. **How much to pay for synergies?** Theoretically, the bidder who benefits the most from acquisition synergies and gains, should be the one who is willing to offer the highest price. Therefore, avoid offering a higher price than this bidder in order not to jeopardize the return on investment.
9. **How to capture value.** Synergies are pivotal and must exceed the premium. There is no reason to acquire a company if the post-acquisition integration plan does not subsequently generate synergies and gains that are greater than the premium paid. Also, a close analysis of the price discount is crucial as it considers many factors. In any case, a great price does not justify buying a company that systematically destroys economic value. Therefore, an adequate planning and integration of the acquired company becomes essential.
10. **Learning costs of the new business.** The less one knows about the new business, the higher the learning costs. That is why diversifications generally have a lower degree of success than acquisitions of target companies in their core business (*horizontal concentrations*). Commonly, the learning costs of entering a new business range from 10% to 30% of the purchase price.
11. **Equity/leverage acquisition finance.** It is the combination of equity brought by the acquirer and debt provided by the bank. The ratio between these two instruments depends on the risk profile of the target and the commitment from the investor. The cash flow of the target is used to secure and repay the borrowed money. The assets of the company being acquired are used as collateral for the loans.

CAVEAT AND BASIC REQUIREMENTS FOR A SUCCESSFUL ACQUISITION

12. **Heads of terms:** The content in the heads of terms (or LoI or MoU) in Europe is not usually binding, unless there are confidential undertakings, non-compete/non-solicitation covenants or exclusivity provisions wrapped up into it. However, in many jurisdictions (i.e. Germany, France, the Netherlands and Italy) there is an overriding obligation on the parties to negotiate in good faith.
13. **Representations and warranties.** It is usual for the seller to give warranties with regards to the target company. These are statements of fact which if untrue will give the buyer the right to claim for their loss. European warranties may not always be as extensive as in other jurisdictions (i.e. US). The range of warranties offered in an auction draft sale and purchase agreement are typically much more limited.
14. **Employee consultation.** In many European jurisdictions (i.e. DE, NL, FR) employee representative committees or works councils have compulsory information and/or consultation rights in respect of share sales. On top of domestic rules, according to EU-wide transfer of undertaking (protection of employment) regulations, employees working in the target business will transfer automatically to the buyer and a consultation process must be undertaken with them.
15. **Buyer's knowledge.** In some European jurisdictions, the so called "pro-sandbagging" clauses commonly applied in other countries (i.e. US) may not be enforceable. In addition, in several European jurisdictions it is not uncommon to have specific "anti-sandbagging" provisions which prevent the buyer from claiming a breach of warranty for matters that can be proven to be within the knowledge of the buyer prior to signing.

BUSINESS ACQUISITION HELVIA's RESOURCES and COMPETENCES



RESOURCES

HAND-PICKED PORTFOLIO OF TARGET BUSINESSES AND PROPERTIES, M&A TECHNOLOGIES AND EXPERTISE

- ❖ **Selected portfolio of 600+ businesses for sale in Italy, Switzerland and rest of Europe** (*small, medium-sized and large enterprises – from € 1m to 100m annual sales – across industries such as: manufacturing, high-tech, construction, distribution, services, finance, agribusiness, Made-in-Italy, Swiss-made, circular economy, energy, infrastructure, etc.*)
- ❖ **Selected portfolio of 400+ prestigious real estate properties in Italy and Switzerland** (*i.e. residential, industrial, commercial, land, special purpose, luxury hotels and villas, etc.*)
- ❖ **ProINVESTO platform**, process automation, big data, analytics, M&A portals and databases, campaign management tools, ITC
- ❖ **HELVIA's qualified staff of M&A advisors**, CH and IT trustees & chartered accountants, etc. with a broad M&A experience across Europe
- ❖ **HELVIA's network** of industrial, financial and professional trusted partners across Europe
- ❖ **HELVIA's M&A process** and best practices
- ❖ **HELVIA's brand reputation** across Europe

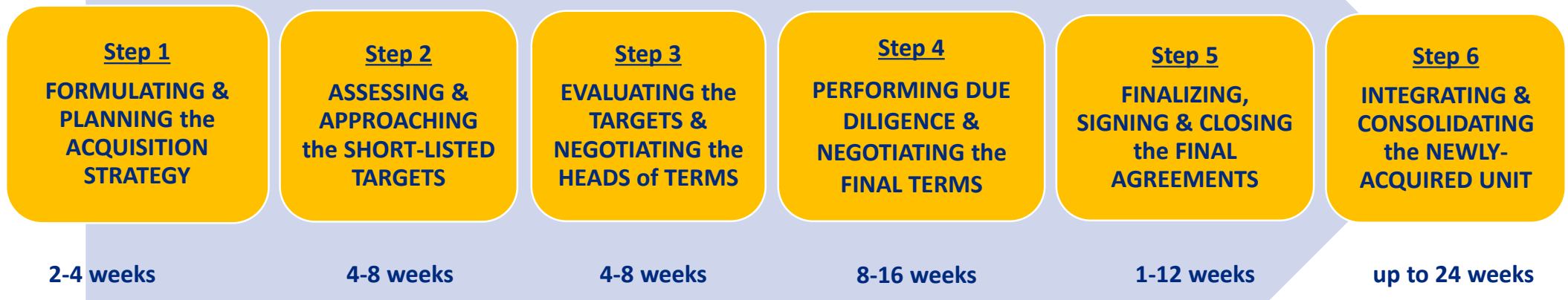
COMPETENCES

INVESTMENT DESK AND BUY-SIDE ADVISORY OF FOREIGN AND DOMESTIC INVESTORS, END-TO-END M&A SERVICES

- ❖ **Outstanding track record of 150+ M&A transactions** performed on businesses, properties and infrastructure in Italy, Switzerland and rest of Europe
- ❖ **Investment desk and buy-side advisor** of 400+ foreign and domestic investors (*i.e. Holdings, MNCs, SMEs, private clients, Institutionals, PE/VC Funds, FO, Trusts, etc.*)
- ❖ **End-to-end M&A services**: guidance and assistance through the whole deal flow, from strategizing and sourcing the deal to signing and closing the agreements
- ❖ **Relationship management** on both sides of the deal, communication and negotiation in most relevant European languages
- ❖ **Consultancy services à la carte** (business valuations, business plans, due diligences, deal structuring, capital search, integration plans, corporate and tax consultancy, etc.)
- ❖ **M&A legal assistance** to the Client's trusted law firm or to our partnering law firms
- ❖ **Executive search for C-levels and Managers**

HELVIA's M&A BUY-SIDE PROCESS

From STRATEGIC PLANNING to POST-ACQUISITION INTEGRATION



Indicative timetable

Disclaimer:

The activities covered by this process refer to the conferral of an exclusive buy-side assignment to HELVIA for the purchase of a business or property, complemented by HELVIA's consultancy services à la carte, upon Client's request and in relation to the real emerging needs of any single M&A project

HELVIA's ADDED VALUE

STEP 1: Formulating and Planning the Acquisition Strategy



Step 1: FORMULATING & PLANNING the ACQUISITION STRATEGY

- ✓ Client assignment and project *kick-off*
- ✓ Analyze structure and dynamics of the target industry, collect business fundamentals and key information
- ✓ Develop insight on value capture, potential costs and the strategic options available for the acquisition
- ✓ Check financial resources available, whether through own equity or by leverage with banking or financial partners
- ✓ Define the Client's goals and investment criteria
- ✓ Draw the *target profile*, describing the ideal characteristics of the target company (or property) in terms of ownership structure, business/property type, market positioning, product offering, industrial capacity and processes, geographical location, size, economic and financial performance, financial exposure, etc.
- ✓ Prepare Client's acquisition strategy and preliminary guidelines on how to structure the transaction
- ✓ Set-up the *buy-side team* with the Client, appoint the *team leader*, and assign responsibilities and tasks to team members
- ✓ Define the *timetable* for the acquisition project
- ✓ Prepare the Acquirer's *corporate profile* together with the Client, developing contents and deciding on the communication methods to be applied



HELVIA's ADDED-VALUE

STEP 2: ASSESSING & APPROACHING the SHORT-LISTED TARGETS

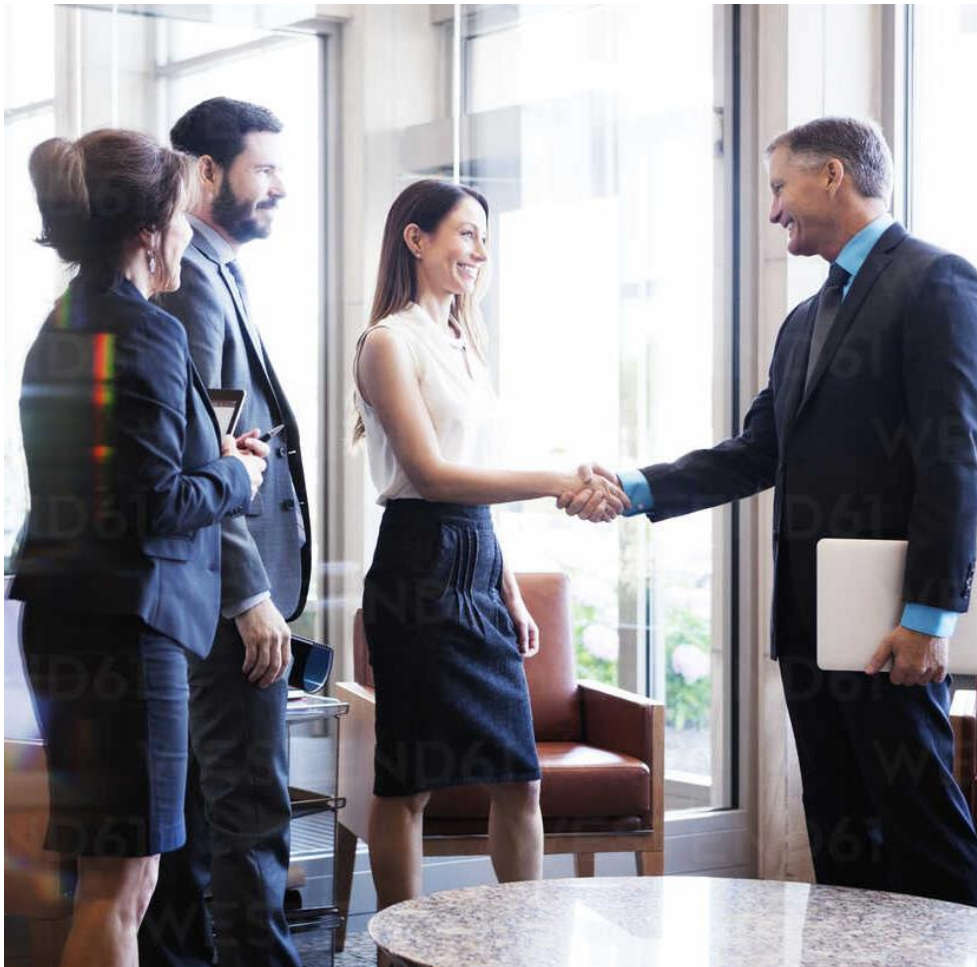


Step 2: ASSESSING & APPROACHING the SHORT-LISTED TARGETS

- ✓ Meet with the Client to create a list of potential target companies (or properties) to contact (or not) and to agree on preferred communication methods
- ✓ Research target companies or properties (*market intelligence*) according to the *target profile* and preferred geographical areas, identify the decision-makers (entrepreneurs or directors) and relevant contact information
- ✓ Present the Client with a *short-list*, including target profiles and companies or properties chosen by the Client on www.proinvesto.it as well as other targets in HELVIA's portfolio
- ✓ Prepare and send HELVIA's confidential communication letter, in the chosen language, to the selected targets' decision-makers
- ✓ Contact targets selected by HELVIA, asking (in a non-binding way) if they would consider the opportunity to sell their company to the potential buyer represented by HELVIA, whose name will remain anonymous until the Client accepts
- ✓ Collect feedback from the contacted targets and understand if they are interested in evaluating the opportunity to sell the company or property, as proposed by HELVIA
- ✓ Gather key data and information from the target companies or properties. Understand the main shareholders' expectations and send the dossier to the Client for its examination
- ✓ Acceptance or rejection of the dossier by the Client and return of the result to the counterpart. In the case of acceptance, subject to the signing of a Confidentiality Agreement (NDA) by the counterpart, the Client's name is disclosed

HELVIA's ADDED VALUE

STEP 3: EVALUATING the TARGETS & SIGNING the HEADS of TERMS



Step 3: EVALUATING the TARGET & NEGOTIATING the HEADS of TERMS

- ✓ Organize the first meeting between the Client and the Owners of the selected target companies or properties
- ✓ Manage the relationship between the Client and Owner (potential Seller), fostering a collaborative environment and facilitating information exchange
- ✓ Collect and examine the Confidential Information Memorandum and other key information on the target company (desk analysis), find out the Owner's main objectives and expectations for the transaction
- ✓ Advise the Client in the strategic and financial evaluation of the target company, analysis of the Interest Rate of Return (IRR) on the investment, and the possible post-acquisition engagement of the potential Seller
- ✓ Assist the Client in defining the acquisition price for the target company or property, in developing the contractual structure of the transaction, and choosing the right implementation methods and timing of the sale/acquisition agreement
- ✓ Support the Client in negotiations, facilitating an ongoing dialog with the potential Seller in order to reach an agreement on the main functional and economic terms of the transaction
- ✓ Assist in the drafting or revising of the Letter of Intent (LOI) or Memorandum of Understanding (MOU) or alternatively of the Non-Binding Offer (NBO - also in case of auction) and in collecting the acceptance of the potential Seller
- ✓ Assist the Client with planning and organizing the acquisition transaction up to the Closing phase

HELVIA's ADDED VALUE

STEP 4: PERFORMING DUE DILIGENCE & NEGOTIATING the FINAL TERMS



Step 4: PERFORMING DUE DILIGENCE & NEGOTIATING the FINAL TERMS

- ✓ Advice and coordinate the set-up of data room, organize and/or perform (on-request) pre-acquisition due diligence activities (commercial, financial, fiscal, legal, labour, real estate, environmental, IT, etc.) depending on target jurisdiction and staff availability
- ✓ Understand together with the Client, how the due diligence findings impact the acquisition strategy and the value of the target company (value bridge)
- ✓ Perform consultancy assignments requested by the Client (*à la carte*), such as: strategic/business plans, financial forecasts, corporate renewal or financial restructuring plans, outsourcing plans, deal structuring plans, synergies analysis (cost, revenue and capital), post-acquisition integration plans, risk analysis, corporate and tax optimization plans, tax rulings, etc.
- ✓ Find the financial resources to cover the acquisition of the company, contact and select potential debt or equity partners, select financial instruments and choice of leverage ratios. Assist in the negotiation and finalization of the respective agreements
- ✓ Assess the financial sustainability of the proposed transaction and related credit lines, identifying the priority targets, risks and maximum tolerances
- ✓ Negotiate thoroughly and seek final agreement on the terms and conditions of the business sale/acquisition agreement (SPA) and any ancillary contracts (SHA, ORA, leases, licences, consultancies, etc.)
- ✓ Prepare for the acquiring company, the creation of a Special Purpose Vehicle (SPV) that will lower the financial debt and lead the acquisition transaction



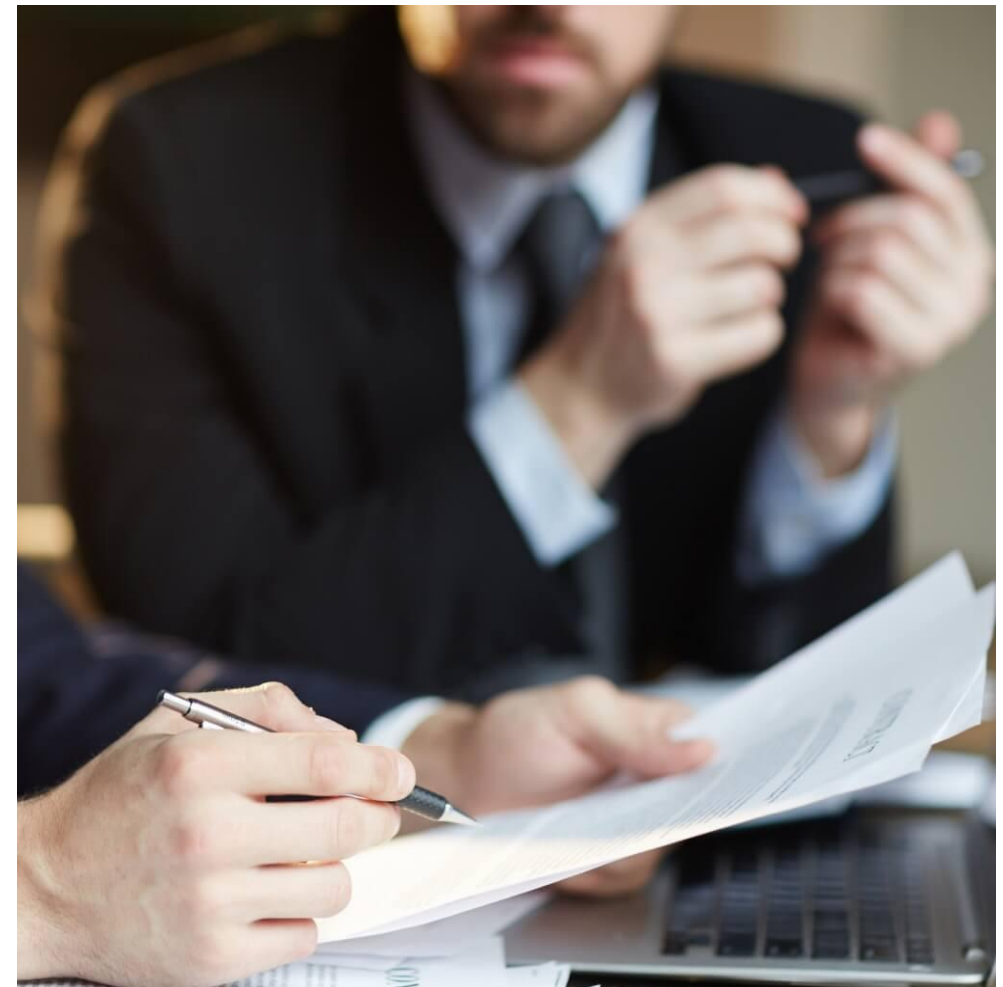
HELVIA'S ADDED VALUE

STEP 5: FINALIZING, SIGNING & CLOSING the FINAL AGREEMENTS



Step 5: FINALIZING, SIGNING & CLOSING the FINAL AGREEMENTS

- ✓ Assist the law firm in the drafting/revision of the Sale & Purchase Agreement (SPA) on various issues such as: earn-out and ratchet clauses, representations and warranties, indemnities and loss of earnings clauses, payment deferrals and price adjustment/renegotiation clauses, covenants, way-out and clearance clauses, conventional and legal remedies, contractual responsibilities and indemnity obligations of the buyer, non-performance and cancellation due to fraudulent intent of the seller, etc.
- ✓ Assist the law firm during the drafting/revision of the Shareholder Agreement (SHA) or the Put/Call Option Rights Agreement (ORA) on various issues, such as: manner and timing of transfer of shares, powers and decisions to manage the company, co-sale clauses, tag-along or drag-along rights, material breach clauses, deadlock periods, leakages, dividend distribution, enforceability of options, price adjustments, collars & caps price limits, non-competition agreements, conciliations and mediations, liquidated damages, dispute resolution, etc.
- ✓ Assist the law firm in the drafting/revision of corporate deeds and any other ancillary contracts, such as: new corporate by-laws, revocation and appointment of company's directors, pledges and escrow deposits, share capital increases, shareholder loans, leases of instrumental properties, licensing or cross-licensing agreements, franchising agreements, employment contracts or vendor consultancy, trademark or patent licenses, etc.
- ✓ Organize and assist in the signing and closing of the Sale & Purchase Agreement (SPA) and any subsequent price adjustment stages



HELVIA'S ADDED VALUE

STEP 6: INTEGRATING & CONSOLIDATING the NEWLY-ACQUIRED UNIT



Step 6: INTEGRATING & CONSOLIDATING the NEWLY-ACQUIRED UNIT

- ✓ Advise, coach and assist in the strategic and operational integration of the newly acquired company (or property) with the objectives and strategies of the acquiring company, such as: strategic and organizational alignment plans, operational alignment plans, etc.
- ✓ Advise and assist in aligning the administrative and financial strategies of the newly acquired company (or property) with the directives and procedures of the acquiring company, such as: alignment of the accounting & reporting system, alignment of the human resources management system, etc.
- ✓ Support the transfer of human resources and skills, if the newly acquired company does not fully retain its strategic and operational autonomy. Filling senior positions either with resources from the Acquiring company or newly searched professionals
- ✓ Advise and assist in the planning and execution of strategic and organizational plans, corporate/business unit (or property/asset) renewal plans, turnaround plans, outsourcing/managerialization/internationalization plans
- ✓ Advise, coach and assist in the organizational and cultural integration phase of the newly acquired company, such as: analysis of the organizational climate, management appraisal programs, change management, team integration, empowerment and development of human capital, incentive plans (MBO) and retention, career and succession plans, etc.
- ✓ Search and selection of executives, managers and talents, assistance in managing industrial relations, union conflict resolution, troubleshooting, etc.
- ✓ Reconciliation and mediation of disputes and controversy between the old and new business ownership, between the newly acquired company and the acquiring company (and its related parties), or between the newly acquired company and institutional third parties

BUY-SIDE ADVISOR, INVESTMENT DESK and **M&A PLATFORM** for
 Global and Domestic BUYERS and INVESTORS
 who seek valuable **BUSINESSES** or **PROPERTIES**
 in **ITALY, SWITZERLAND** and the **rest of EUROPE**

HELVIA IS YOUR TRUSTED PARTNER FOR ACQUISITIONS AND INVESTMENTS IN ITALY, SWITZERLAND AND THE REST OF EUROPE

Investing successfully in Italy, Switzerland and Europe is a complex challenge that requires a robust expertise and mastery in juggling various cultures as well as disparate economic and legal systems. The international trust company HELVIA, located in Lugano (Switzerland), at the crossroad of Europe, 45 miles from Milan and Milan Malpensa Airport, is your trusted partner for M&A projects. We help you achieve acquisitions and investments in outstanding groups, SMEs and properties in Italy, Switzerland and the rest of Europe, with max. confidence, effectiveness and confidentiality.

HELVIA offers its services to Clients as a:

- **Buy-side Advisor/Investment Desk "INBOUND"** for the search of targets and execution of acquisitions and investments in companies or properties located in Italy, Switzerland or the rest of Europe, on behalf of Global Clients (spanning the continents) of any nature and industry
- **Buy-side Advisor/Investment Desk "OUTBOUND"** for the search of targets and execution of acquisitions and investments in companies or properties located on all European territory, on behalf of Domestic Clients (Italian or Swiss)
- **Buy-side Advisor/Investment Desk "DOMESTIC"** for the search of targets and execution of acquisitions and investments in companies or properties located on Italian or Swiss territory, on behalf of Domestic Clients (Italian or Swiss)

The screenshot displays the ProInvesto.it website. At the top, there is a navigation menu with links for Home, Businesses for Sale, Businesses Wanted, Service Offering, Terms of Service, Customer Care, and Contatti. Below the navigation is a large banner image of business professionals with the text "SEARCH NOW YOUR OPPORTUNITIES". Underneath the banner is a search bar with dropdown menus for "Categoria" and "Area", a text input for "Parola chiave...", and a green "AVVIA RICERCA" button. To the right of the search bar is a link "Vuoi vendere la tua azienda?". Below the search bar are four service cards: "Buy a Business in Italy", "Sell your Business in Italy", "Search for a Business Target", and "Search for an Equity Partner". At the bottom right, there is a login section with a text input for "admin", a password field, a "Lost password?" link, a "Login Now" button, and a "Register" button.

LETTER of ENGAGEMENT

Main CONTENTS



- ❖ **HELVIA's added value** to the Acquisition of Businesses or Real Estate Properties in Italy, Switzerland or across the rest of Europe, is available upon the Client's issuance of an **Exclusive (Buy-side) Letter of Engagement** to HELVIA.
- ❖ **HELVIA's M&A services** usually included within the Letter of Engagement are:
 1. *strategizing and organizing the business or property's acquisition project according to Client's strategic goals and expectations;*
 2. *drawing the confidential communication of HELVIA Swiss International Trust to be addressed to decision-makers (Shareholders, Entrepreneurs and Board Directors) of the potential targets selected and confirmed by the Client, to follow;*
 3. *performing the market intelligence, selecting and presenting the potential targets (Sellers) to the Client for approval;*
 4. *approaching confidentially the decision-makers of the potential targets and presenting to the Client those who have expressed and confirmed their interest in the acquisition transaction, as proposed in HELVIA's confidential communication;*
 5. *organizing meetings between the Client and the counterparty, guiding and assisting the Client in assessing the potential deal and in pre-negotiating the initial heads of terms, until the acceptance and signature of the Lol or MoU or NBO (when applicable);*
 6. *assisting the Client in organizing the data room and negotiating the final heads of terms;*
 7. *coordinating the acquisition transaction up to the signing and closing of the final binding agreements between the parties.*
- ❖ **HELVIA's additional professional services** (*à la carte*) requested by the Client in relation to specific needs emerged during the course of the M&A project, i.e.: *business valuations, business plans, market researches, due diligences, deal structuring, capital raising, post-acquisition integration plans, restructuring plans, corporate advisory, wealth & tax planning, etc.*) are excluded from the scope of the Letter of Engagement and to be considered separately.

LETTER of ENGAGEMENT Professional FEES

- ❖ The **Letter of Engagement fees** are divided by **fixed** (*retainer and interim*) and **upon the success** (*interim and final*) of the acquisition transaction.
- ❖ **HELVIA's Fees** depend on the **size, scope** and **complexity** of each acquisition project and are commensurate with:
 - **in part**, to the **actual amount of time devoted** by HELVIA to the provision of acquisition services for the benefit of the Client;
 - **and in part**, to the **successful completion of the acquisition**, commensurate with the total value of the agreements signed by the Client with the Seller of the business or property presented by HELVIA.
- ❖ **Any additional professional services** (*à la carte*) required by the Client from HELVIA are regulated according to professional rates, as stated in the Engagement Letter.
- ❖ The **publishing of confidential** (anonymous) **ads** for the acquisition of businesses or properties is also provided to Clients on our M&A portal www.proinvesto.it at very competitive prices.
- ❖ The **period of engagement** in the acquisition project by HELVIA is normally **9-12 months** and is automatically renewed if there are ongoing negotiations with the Client by one or more potential targets presented by HELVIA to the Client.
- ❖ HELVIA's Engagement Letter is accompanied by the following **Attachments**:
 - **Standard Terms and Conditions of Engagement**
 - **Not Disclosure Agreement (NDA)**
 - **Know your Customer (KYC) + Anti-Money Laundering (AML) Compliance Form**
 - **Authorization to Process Personal Data**





ACQUISITION OF THE WHOLE OWNERSHIP OF AN ITALIAN SME ACTIVE IN THERMOPLASTIC MATERIALS AND ENGINEERING

For a European sub-holding of a well-known Japanese multinational, HELVIA acted as the Advisor in the acquisition of an Italian SME operating in the injection molding of industrial components in traditional plastics and technopolymers, with a turnover of around € 8 million. HELVIA researched, selected and contacted potential targets, assisted the Client in the pre-negotiation, financial evaluation, drafting of the MoU and Term Sheet, due diligence and negotiation phases, up to the signing of the final agreements. The transaction was concluded with the acquisition, in 2 tranches, of the total package of the company for a total price of € 5.5 million, after conducting the due diligence by HELVIA's professionals.



ACQUISITION OF A DIVISION IN A GERMAN ELECTROMECHANICAL SYSTEMS AND COMPONENTS INDUSTRY

On behalf of a holding company of an Italian industrial group, HELVIA collaborated to perform the acquisition of a division of a well-known German industrial group, specialized in the production of electromechanical systems and components for industry, with a global turnover of about € 110 million. HELVIA assisted the Client during the whole valuation process, including due diligence, negotiation and coordination of the final agreements. It performed the carve-out of the business division, elaborated a multi-year strategic plan and prepared the post-acquisition integration plan for 3 of the division's business units (2 in Germany and 1 in China). The acquisition price of the whole business division was over € 67 million.

ProInvesto.it

ACQUISITION Success Stories

ACQUISITION OF THE WHOLE SHAREHOLDING IN A MAJOR ITALIAN STOCK BROKERAGE COMPANY

On behalf of a holding company of a Swiss banking group, HELVIA collaborated as the Advisor in acquiring an Italian stock brokerage company (*SIM - società intermediazione immobiliare*), specialized in the management of private assets, with a considerable amount of assets under management (AUM). HELVIA researched, selected and confidentially contacted shareholders of the main players in the Italian financial sector and assisted the Client throughout the entire valuation, deal structuring and negotiation process. It collaborated also in the drafting of the prior communication and submission of the application for authorization to the Bank of Italy. The acquisition price of the SIM is strictly confidential.

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ACQUISITION Success Stories

ACQUISITION OF THE MAJORITY SHAREHOLDING IN 2 PREMIUM FOOD BRANDS IN NORTH-CENTRAL EUROPE

On behalf of a well-known Italian food group, with the aim of expanding its brand portfolio and international business operations, HELVIA carried out a market intelligence project to select prospective European brands in line with their set objectives and investment criteria. Subsequently, HELVIA contacted around 150 potential sellers in the fresh, traditional and organic food segments in Switzerland, Germany, Austria and France. Following the interest received, 8 negotiations were opened with potential sellers, leading to the performance of 4 due diligences. The project ended with the acquisition of the majority shareholding in 2 premium food companies at an overall acquisition price of approximately € 25 million.

ACQUISITION OF THE WHOLE SHAREHOLDING OF A “MADE IN ITALY” FASHION MANUFACTURERS

For a leading French group in the global fashion industry, with the goal of strengthening its Made-in-Italy creative and production structure, HELVIA researched and presented a selection of potential acquisition targets in the Women’s high-end garment-making sector for third parties. Following a thorough search and screening of potential targets, the acquisition project focused in on a few Italian garment manufacturers that met the stringent requirements of competence, quality, process and management set by the Client. HELVIA assisted in the negotiation, evaluation, due diligence and contractual phases. The transaction concluded with the total purchase of a fashion manufacturer at an overall price of nearly € 9 million.

PURCHASE OF A 5-STAR HOTEL (EDIFICE AND MANAGEMENT CO.) IN THE HISTORIC CENTER OF A PROMINENT ITALIAN CITY

On behalf of an international group of luxury hotels & resorts, with the vision of expanding into the Italian leisure & business market to attract high-standing international clients, HELVIA carried out a thorough market intelligence in the historical centers of Rome, Florence, Venice and Milan, researching and proposing potential targets to acquire. Following this, valuations were drawn up and negotiations were conducted with the owners of 3 selected targets which led to the completion of 2 due diligences. To follow, there was the signing of final agreements for the acquisition of both the building and management of a 5-star hotel with high historical-artistic value, in a prime location of a historic center, at a strictly confidential price.



10 GOOD REASONS TO PARTNER WITH HELVIA

1. **Buy-side Advisor and Investment Desk** working on behalf of **400 foreign and domestic investors** who make up the community of **ProInvesto Deal Club**
2. **Sell-side Advisor and Sales Desk** acting on behalf of shareholders, entrepreneurs and directors for a portfolio of over **1,000 businesses and real estate properties for sale**, carefully selected in Italy, Switzerland and the rest of Europe
3. **M&A confidential platform and latest multimedia technologies** for the purchase and sale of companies and properties, the search for strategic and financial partners, abroad and at home
4. **International trust & advisory boutique firm** specialized in **cross-border M&A** with a **track record of over 150 deals**
5. **38 years of expertise** in providing **M&A, corporate and management advisory services** to corporations, institutional investors, SMEs and individuals with a *suite* of cutting-edge solutions inspired by *international best practices*
6. **Cross-cultural**, polyglotism, global and domestic experience in the purchase and sale of equity securities, SMEs, business assets, infrastructure and real estate properties
7. **Highly qualified staff** of **M&A advisors, trustees, chartered accountants and business experts** (Italian and Swiss) with broad experience, covered by a solid professional indemnity insurance
8. **Maximum confidentiality**, reliability and accuracy, results orientation code of ethics and quality service to the Customer
9. **Global and domestic network** of industrial, financial and professional partners able to contribute effectively to the success of any M&A deal
10. **Convenient Location** in the international financial center of Lugano - the Italian-speaking part of Switzerland - accessible by car or train in 10 min. from Lugano airport, **in 60 min. from Milan** or 45 min. from Milan Malpensa airport, **in ca. 120 min. from Zürich** or Zürich Kloten airport



HELVIA Swiss Advisory Group
Inspiring TRUST. Achieving RESULTS.



The 3 BUSINESS UNITS of **HELVIA Swiss Advisory Group**

Since 1984, in the center of Lugano (Switzerland),
 HELVIA Swiss Advisory Group assists Investors,
 Entrepreneurs, Board Directors and Managers in
 seizing investment and business opportunities.

PROINVESTO.IT

**ACQUISITIONS & DISPOSALS OF BUSINESSES,
 INFRASTRUCTURES & REAL ESTATE PROPERTIES**

FOR MERGERS & ACQUISITIONS TRANSACTIONS

- ❖ Businesses for Sale or Acquisition
- ❖ Infrastructure for Sale or Acquisition
- ❖ Properties for Sale or Acquisition
- ❖ Strategic Assets for Sale or Acquisition
- ❖ M&A Advisory and Brokerage
- ❖ Investment Desk/Sales Desk
- ❖ Sourcing of Potential Buyers or Sellers
- ❖ M&A Confidential Ads
- ❖ Transaction Services
- ❖ Strategic Alliances & Partnerships
- ❖ Project Development & Financing
- ❖ Capital Raising Services

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HELVIA FIDUCIAIRE

**TRUST ADMINISTRATION, CORPORATE ADVISORY,
 WEALTH PLANNING & FINANCIAL SERVICES**

FOR TRUST & CORPORATE OPERATIONS

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- ❖ Corporate Advisory Services
- ❖ Wealth Planning / Financial Advisory
- ❖ International & Swiss Tax Planning
- ❖ Establishment of Companies
- ❖ Holdings, Trusts, Foundations, Associations
- ❖ Corporate Governance - Board Advisory
- ❖ Financial Management & Reporting
- ❖ Business Valuations
- ❖ Due Diligences
- ❖ Services for Equity & Debt Investors
- ❖ Succession Planning - Family Business

www.helviafid.ch

HELVIA PARTNERS

**RESTRUCTURING & CORPORATE RENEWAL,
 STRATEGIC MANAGEMENT SOLUTIONS**

FOR STRATEGIC & TACTICAL MANAGEMENT

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Thanks for your attention.
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