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Belgium

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Switzerland

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www.ngfinance.eu

NG Finance Presentation



Key facts

Founded in 2011 by:



Olivier Schwab Partner Co-Founder







Jacques-Henri Hacquin Partner Co-Founder



Business Description

References in 4 activities:

- Company and Warrants Valuation
- Modeling & Financial reporting
- Transaction Services (DD / VDD)
- Finance Department support

Scope of intervention:

- Transaction support services (M&A, PP, IPO)
- · Accounting (Local GAAP, IFRS)
- Litigation
- Tax opinions

Key figures

- 600 mandates executed since 2011
- 250 mandates in 2018
- 25 team members
- 4 offices in Europe
- 1 team, 5 languages











Our Clients

Lawyers



Private Equity Investors and Asset Managers



Corporates



Our Office Locations



London + 44 (0)203 455 116



Paris + 33 (0)1 84 16 40 52



Benelux +32 (0)23184920



Geneva/Zürich

+41(0)265190061

Our global offer



Valuation

Transaction services

Support to the Financial Department

Modeling

- Valuations and Fairness Opinions
- Financial Instruments
- Purchase Price Allocations / Impairment tests (GAAP / IFRS)
- Valuation of economic losses
- Due Diligence (acquisition or limited « red flag »)
- Vendor DD (sell or carve out)
- Review (business plan, data room, financial information, cash management)
- Modeling (strategic plan, forecasts)
- Specific analysis
- Processes and procedures
- Financial reporting
- Change support

- BP modeling and model review
- Integrated Financial Reporting
- Consolidation
- Local GAAP or IFRS
- Financial Engineering (Debts, covenants...)

Transaction

Fairness Opinions

- Restructurings, Merger & Acquisitions
- Portfolio of Shareholdings (AIFM)
- Tangible and intangible Assets

Accounting

- IFRS, UK / FR GAAP
- Purchase Price Allocations (PPA)
- Impairment Tests (Intangible Assets, Goodwill)
- Intellectual Property
- Financial tools
- Portfolio Valuation (AIFMD)

Tax

- Restructurings
- Management Packages
 - Ordinary Shares
 - Preferred Shares
 - Warrants and hybrids
- Exit Tax
- Transfer Pricing
- Shareholder loans and convertible bonds

Litigation

- Independent expertise for litigation purposes
- Commercial / fraud / competition ...
- Breach of contracts
- Settlements
- Debt and fund raising
- Earn out

Companies

- Stand-alone / Entities / Groups
- · Non-listed / listed
- Restructurings / Carve out

Intangibles

- Brands
- Patents
- Goodwill
- Customer relationships
- Other IP contracts

Assets

- Property, Plant and Equipment
- Real-Estates
- Stocks

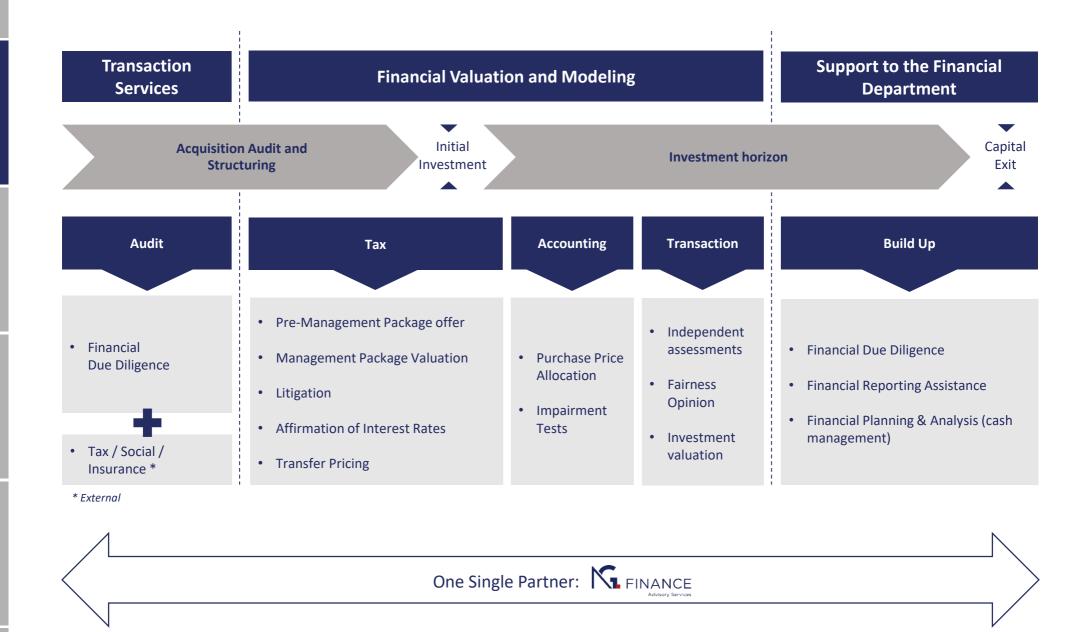
Tangibles

Financials

- Portfolios
- Investments
- investinents
- **Employee Shares**
- Convertible tools

Private Equity Offer





Offer Corporate



One Single Partner: K FINANCE

Transaction Services

Financial Due Diligence

We are able to carry out acquisition audits prior to transactions or divestment operations in order to better prepare the transfer of the acquired units.

Our objective is to identify the main characteristics of the corresponding transaction in order to make the most of your investment and to highlight all the potential risks.

Valuation

Modeling and submission of an expert report

Independent and objective valuation of the company based on a multi-criteria approach.

Business Modeling

Assistance with financial reporting

We provide support to the management throughout the implementation process of an continuously evolving tool:

- Accounts and dashboards preparation
- Reporting
- Cash flow table
- KPIs

FP&A

Modeling and reporting constitute our core competencies. Our offer comprises specific financial and operational reporting tools.

We provide support to the management by implementing reporting facilities for KPIs, forecasts, covenants and cash burn.

Support to the Financial Department

Preparation

Training, leadership coaching, Business plans

Structures

Management Packages Shareholder Agreements

Processes

Follow-up and support in fund raising processes

Preparation and presentation

Scenario Analysis Preparation for IPO or LBO operation Models related to the exit

Valuation Services by Sector



Finance & Insurance



Health care & related services



Industrial, Energy, Utilities



Valuation Services by Sector



Real Estate



Retail



Services



Valuation Services by Sector



Software & related services



TMT – e-commerce

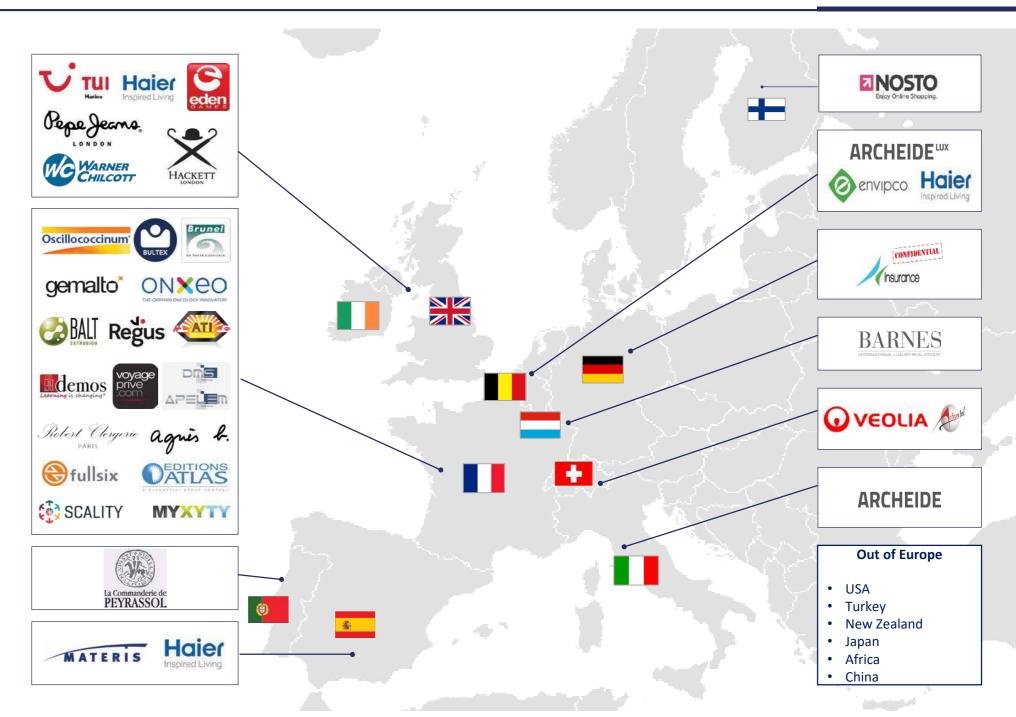


Tourism & leisure



Sample of deals by Geography





Why us?



Our expertise and independence

- Independent assessments free from any conflicts of interest
- A team with extensive experience in valuation and corporate finance mandates
- International footprint with regional knowledge
- Ability to defend our valuations against various experts (auditors, tax, courts...)
- Origins in the "Big four" with human size and dedication to clients
- Custom-tailored services

RECOGNIZED PROFESSIONAL STANDARDS







Our teams conduct conferences and classes in Valuation and Financial Analysis at major Business Schools on a weekly basis (EM Lyon, Sciences Po, Sorbonne).

2018! New league table in « Décideurs »

NG Finance ranks among the « excellent » consulting firms in Valuation and Business Modeling and is also recommended for its Transaction Services department.



















































































Due Diligence





















References in Transaction Services















FINANCE **Advisory Services**

The impact of the new regulation on stock option



Latest Publications

Les évolutions de la règlementation des Management Package obligent les experts financiers à une vigilance accrue



Les récentes évolutions de la législation et de la jurisprudence en matière d'instruments fi-nanciers d'intéressement au capital attribués à certains Managers et dirigeants dans le cadre d'opération de LBO ont contraint les experts fid'operation de LBO ont contraint les experts in-nanciers à adapter leurs approches. Cobjectif est d'éviter toute ambiguité sur le caractère « capitalistique » de ces instruments, ambi-guité devant être levée par la mise en place des AGA et BSPCE dans le cadre du projet de

Le retour au premier plan d'instruments « régulés » apportés par la « loi Macron » devrait supprimer tout risque de devrait supprimer tout risque de requalification en salaires du gain 19 depres depres de la modificación de la mo du gain 🦐

The complexity of evaluating the amount of sanctions



Complexité d'évaluation du montant des sanctions boursières



Contentieux: de la difficulté d'évaluer le montant des sanctions boursières

boursières prononcées, les professionnels s'interrogent sur les outils permettant d'évaluer plus finement la nature et la proportionnalité des décisions rendues.

BREXIT: Uncertainty adds to concerns



BREXIT: Uncertainty adds to concerns



Use of Subordinated Debts: the need to justify interest rates



Financing Expertise: The Use of **Subordinated** Debt





Le recours aux dettes subordonnées: la nécessité de justifier les taux d'intérêt

Le shoix des niversure des toux d'intrité des dettes subor-données revêt une important centrale les réde attrutuerations de enchat d'éntrepiste. Ce shoix é te sous fait oujourd'hul l'objet de risques fiscoux ou monagérioux au sein de la cortégarie des epris de transfers en r'est plus regardé d'un au lonadis. La justification des toux d'intérêt appliqués pour s'effectuer de monière économique et financière en fonction d'approches micro-économique et marcr-économique su

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Financial Valuation



Completion of analyses and delivery of specialist reports related to the following operating problems:

Independent Expertise: Financial Market / By Mutual Agreement

- Guarantee equity between Management and shareholders, managers or historic associates
- Securing of the operation within the scope of tutelages (e.g. AMF)
- Add value to investment funds (AIFMD)

Tax restructuring/ Accounting

- Valuation process in holdings creation / change in legal status / valuation in the external growth frame
- Personal Tax System Optimization

Intellectual Property

- Key Brands promotion for the value estimation of any society
- Other Assets value-creation (immaterial) linked to the brand (customers relationships, technology, skills, etc.)

Financial Instruments / Management Package

- Support to the Management
- Independent Valuation of wages
- Warranties , Preferred and Open shares, etc.

Acquisition Price Allocation & Impairment Tests

- Performance of Impairment Tests
- Implementation Support of Impairment Tests
- Critical Reviews

Business case

>

Context & Perspectives

Need of a management valuation of a company in the context of a tax restructuring when creating a holding company abroad.



Intervention

Independent and objective evaluation of the company based on a multi-criteria approach.

>

Added Value

Provision of reports presenting precise arguments for any supervisory authority, proactivity and the involvement of a multidisciplinary, independent and experienced team.

Litigations and Arbitrations Support



Analyses and provision of expert reports within the scope of the following problems:

Commercial Litigations

- Contract termination
- Distortion of competition
- Fault in contract execution

Competition

- Collusion
- Abuse of a dominant position

Intellectual Property

- Brands and patents
- Copyright litigation, other marketing contracts, technological or commercial agreements

Troubled Company

- Rescue and other collective procedures
- Conciliation Procedures

Taxation

- Transfer Price (Licence- fees, etc.)
- Purchase prices / or activities

M&A and transmission

- Price adjustment Clauses (earn-out)
- Other Guarantees Active / Passive

Business case

>

Context & Targets

Litigation between investment funds and former managers participating in a Management Pack.

>

Intervention

Qualitative, independent and economic valuation and prevention of damage on the company's future rentability

>

Added Value

Provision of reports and documents for fiduciaries as well as the involvement of a proficient, multidisciplinary, independent expert team.

Support & Reporting



Support during the implementation of an economic and financial reporting tool, the "Add-in Excel"

Tailored Support / Advisory

- Simple and flexible implementation for participating funds
- Improvements in the reporting of financials towards Investment Funds, Banks, etc.
- Framework agreement for shares

A simple, flexible and cutting-edge tool: secured and automated device

- Including the corporation processes
- "Press Button System"
- Key Performance Indicators (KPIs)
- Numerical analyses, illustrated and commented reports
- Data protection via a password and an identification according to the data traceability administrators + backup

Making Numbers Meaningful

- Financial Reporting Viability
- Consolidation
- · Business plans
- Working Capital administration
- Support in investment decision making
- Risks factor Identification (outstanding debts, low turnover, etc.)
- Key ratios implementation

Business case

>

Context & Targets

With a considerable amount of debt reaching maturity, the company wishes to implement a new periodic reporting tool with the capacity to forecast its future cashflows.

>

Intervention

Financial Direction Support all along the implementation process (accounts preparation, dashboards, flow chart, KPIs...).

>

Added Value

Project Management and Financial Direction Advisory, numerous iterations between the parties involved, an evolving model suited for different needs and sectors.

Transaction services



NG Finance wishes to respond to your demands and needs concerning Valuations and Funding while offering benefits from a considerable professional network

Vendor & Due Diligence

- Support to Vendor Due Diligences for a better, more efficient control over sales processes
- Due Diligences to analyze both, the operational and the financial state of the company.

Consultancy and Support

- To Companies' financial directions and to Chief financial officers
- Marketing and financial packages production for fund raising operations addressed to investment funds, family offices, banks and "business angels".

Investment Banks Support

- M & A Research actors support
- Financial Parameters Calculations
- Market Consensus Analysis
- Sensitivity Analysis from probabilistic approaches and / or business cases
- · Audit and consistency analysis of financial forecasts during an acquisition or a transfer

Business case

>

Background & Targets

A biotechnology firm seeks a precise funding scheme to advance the project phases 1 and 2 of the development of a new molecule.

>

Intervention

Support provided all along the process of fund raising.

>

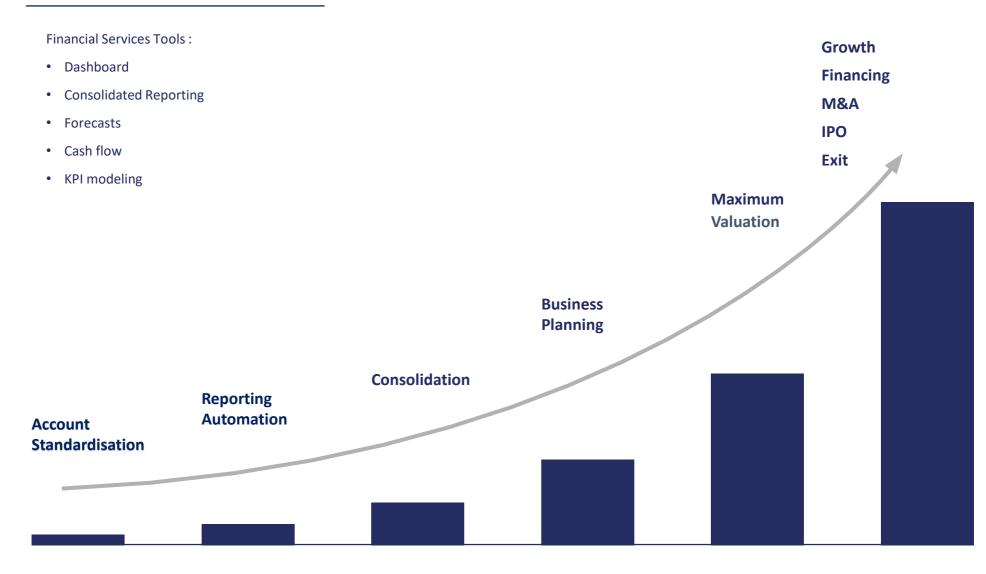
Added Value

Production of Teasers and Info Memos as well as a considerable number of contacts across Paris, Benelux, London and Switzerland.

Our Personalized Support



SERVICE SAMPLE



Olivier Schwab



Biography



Olivier Schwab
Co-Founder
Expert in Financial modelling and valuation
Phone: + 33 (0)6.47.64.08.67

E-mail: oschwab@ngfi.fr









Experience

- Over 25 years of professional experience within prominent Investment banks and Corporate Consulting firms (valuation, financial modelling, mergers & acquisitions)
- Previously head of the Valuation and Strategic Finance Advisory Department at KPMG Corporate Finance
- Olivier has worked 10 years for Ernst & Young in London and Paris, leading the Advisory Transactions Projects and the Valuation Services
- Significant experience in transaction operations (independent valuations, mergers & acquisitions, litigation, etc.); tax (legal restructuring, incentive plans for executives and employees); accounting (purchase price allocation; impairment tests) and finance (mapping and management of investment portfolios)
- Strong experience in valuation of either large French and international groups or SMEs, non listed as well as listed companies, regardless of their maturity or stage
- · Conducting of conferences on accounting and financial valuation
- Olivier periodically writes articles published in the French financial press (Les Echos, Option Finance, Echanges, Fusions & Acquisitions Magazine, L'Agéfi)

Expertise

- Multi-sector (incl. Banking)
- Financial and hybrid securities, goodwill, intellectual property (e.g.: trademarks, brands, franchises and other
 marketing assets, either patented or non-patented technologies), customer relationships, other contracts,
 equipment, etc

Qualifications / Diplomas

- Specialized Master in Financial Engineering (EM Lyon)
- Member of the French Society of Appraisers (SFEV), the AACIF, the French Financial Analyst Society
- · (SFAF) and EFFAS, accredited and supervised by the AMF as Financial Investment Advisers (FIA)

Projects

Financial Instruments







Regulatory











Intellectual Property (except PPA)





Transactional / Independent Expertise













PPA / Depreciation Tests

















Jacques-Henri Hacquin



Biography



Jacques-Henri Hacquin Partner Expert in Financial modelling and valuation Lecturer at EM LYON

Phone: + 33 (0)6.09.14.19.74

E-mail: jhacquin@ngfi.fr







Experience

- · Jacques-Henri has acquired a comprehensive experience in Corporate Finance and Evaluation of listed and unlisted companies throughout his career.
- He has been working as a Financial Analyst in the Mergers & Acquisitions department at the Société Générale CIB.
- Jacques-Henri has also worked as an expert at HSBC Private Banking Family Office division.
- Jacques-Henri was the project leader of the incubator CERAM Business School (newly Skema Business School) and is the founder of the Specialized Master in Society Innovations - Member of the incubator at CERAM Business School in Nice (newly Skema Business School)

References

- Mergers & Acquisitions, strategic advice and analysis of ownership structures in the sector of **European REITs**
- Valuation of patrimonial asset transfers in family holdings
- Expert in financial reporting, memoranda and business plan establishing. Recognized experience in the development of start-ups

Qualification / Diplomas

- Member of the French Society of Appraisers (SFEV)
- Teacher in derivatives of the "MS Financial Engineering" program of EM Lyon Business School
- Master in Financial Engineering (EM Lyon) Thesis on the evolution of European REITs sector vs US one
- Master Finance (CERAM Business School) Thesis on taxation and coverage of stock option plans

Projects

Management Package







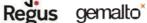






Regulatory









Intellectual Property (except PPA)









Transactional / Independent Expertise











Portfolio Valuation







Jean-François Caire



Biography



Jean-François Caire Partner CH & DE **Expert in Transaction Services** Phone: +41 (0)76.584.72.40 E-mail: jfcaire@ngfinance.ch













Experience

- Over 17 years of professional experience from prominent corporate finance consulting firms (Big4), corporates (both private and listed) and financial institutions/funds
- · Expertise in TS/DD, M&A (buy/sell side), Business Planning/Modelling, Valuation, Strategy, FP&A, Private
- Experience in Europe (especially Germany, France and Switzerland)
- Jean Francois closed over 60+ deals (strategy, CF / M&A / valuation, private debt / (re)financing, corporate development / business cases). Funnel: 1.000+ projects > 250+ BP/modelling/valuations > 100+ DD
- · Main focus and passions : entrepreneurs / smid market, transactions and challenging / complex environments (high growth and/or restructurings)
- Strong experience in financial planning, modelling and valuation of either big French and international groups or SMEs, private as well as listed companies, whatever their level of maturity

References

- Multi-sector (incl. Automotive, TME/digital/internet, Engineering, Utilities & Energy, Retail.
- M&A and strategic advice for leading consulting firms, corporates and funds
- Expertise in financial reporting, strategic and financial analysis, memoranda and negotiation
- European experience (culture) / Trilingual (GER/ENG/FRE) / Soft skills (project/change management)

Qualification / Diplomas

- French-German MBA-like double degree / Master in Corporate Finance / M&A (TBS / TUB) Thesis on Shareholder Value / Financial Markets / M&A / Valuation
- Engineering Education "Math Sup / Math Spé" (ENSGSI)

Projects

M&A (sell and buy side)



































Strategy









FP&A / Corporate Development





Due Diligences





























Ghislain d'Ouince



Biography



Ghislain d'Ouince **Associate Director** Expert in Financial modelling and valuation and Transaction Services Phone: +33(0)6.60.96.89.00

+33(0)1.85.08.54.16





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Experience

- Over 7 years of professional experience in "Corporate Finance" (Valuation, Financial Modelling, Mergers & Acquisitions) from audit, consulting and other types of firms.
- During his time as Corporate Development Officer at AMARIS (international business technology & consulting firm), Ghislain d'Ouince was in charge of developing the Strategic Acquisition Department of the Group
- Ghislain d'Ouince also worked as a mergers and acquisitions analyst at CWDOWNER, an American independent consulting firm
- Previously, he was appointed financial analyst at CM-CIC Securities specialized in the sectors Building / Construction and Banking
- With the creation of MEDIC'HOME in 2010, a company he sold in 2012, Ghislain has also experience as an entrepreneur.

References

- · Acquisitions and integrations of several international companies (Germany, USA, France, Italy, and Switzerland) for the Amaris Group
- Evaluation of listed and unlisted companies, writing pitches and memoranda

Qualification / Diplomas

- the European SMEs market
- Master in Finance (ESDES Business School) Thesis on arbitration in the foreign exchange

Projects

Transactional / Independent Expertise









Valuation of intangible assets











Management Package

















Transfer pricing











Financial Analysis



EIFFAGE

LAFARGE







Holcim







- · Master in Financial Engineering (EM Lyon) Thesis on the activities of investment funds in
- market

Guilhem Pinot de Villechenon



Biography



Guilhem Pinot de Villechenon Associate Director Expert in Transaction Services Phone: + 33 (0)6.61.46.58.98

E-mail: gpinot@ngfi.fr











Experience

- More than 11 years of professional experience in audit firms, Transaction Services consulting and auditing.
- Formerly Manager at COFIGEX, an transaction services, audit and expertise firm, Guilhem was in charge of the management of acquisition and Vendor Due Diligence audits, the Middle Market legal audit, team management and commercial procedures.
- Guilhem also worked as a statutory auditor at MAZARS, with a focus on the luxury and utilities sector.

References

- Completion of more than 60 Due Diligences in the context of acquisitions and disposals, on behalf of investment and corporate funds.
- Multi-sector experience (including Hospitality / Catering, ESN / Engineering, Food & Beverage, Media, Software / Internet, Automotive, Business Services, Trading, Real Estate, Retail, ...).
- Implementation of reporting, analysis of business plans and cash forecasts.

Qualifications / Diplomas

- Master in Auditing and Expertise at ESSCA (Ecole Supérieure des Sciences Commerciales d'Angers).
- Holder of the DEC (diploma of accounting expertise).

Projects







Christophe Lam



Biography



Christophe Lam Manager UK & FR Expert in Financial modelling and valuation Ph.D. candidate **Associate Professor**

Phone: + 33 (0)6.38.18.98.67

E-mail: clam@ngfi.fr







Experience

- · Over 6 years of professional experience in investment banking, audit and consulting with a focus on Corporate Finance (Valuation, Financial Modelling, M&A).
- · Christophe has been working fot the Transaction Services department of KPMG Corporate Finance as a financial analyst.
- Formerly financial analyst at the Société Générale CIB in the strategic investment group (leveraged finance and loan risk analysis team), Christophe gained considerable experience while working in Paris as well as New York.

References ___

- · Valuation of over 200 listed and private companies in the context of strategic IB operations (M&A, synergies, share buyback, LBO), investment opportunity structuring and modelling and the conception of credit applications, pitches and memoranda.
- Valuation of over 200 financial option instruments in the framework of Management Packages.
- Due Diligence for M&A Operations in 4 sectors (Banking, Services, Energy and Industry).
- Analysis of over 100 LBO transactions & business plans.

Qualification / Diplomas ______

- Ph.D. Candidate in Finance: major in financial options and company valuation
- Associate professor in company valuation at University Paris Sorbonne and Sciences Po Paris
- Master in Financial Engineering & Tax Strategy (University Paris Sorbonne)
- Thesis on convertible bonds: « L'OCEANE : une réelle maîtrise de l'émetteur au fil de l'eau? » with an analysis of the valuation, dilutive impacts, call/put options, trigger clauses of the Air France's OCEANE.

Projects

Company Valuation & Strategic Operations













Financial Analysis & Modelling











Strategic Operations













Financial Analysis & Modelling













Due Diligence











United Kingdom

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