

Deloitte.



Deloitte Discovery
Acquisition Closure Divestiture Carveout (ACDC)
Services



Acquisition Closure Divestiture Carveout (ACDC) Data Services

Solutions to support business continuity during cutover and data readiness for both Buyers and Sellers on Day 1.

Overview

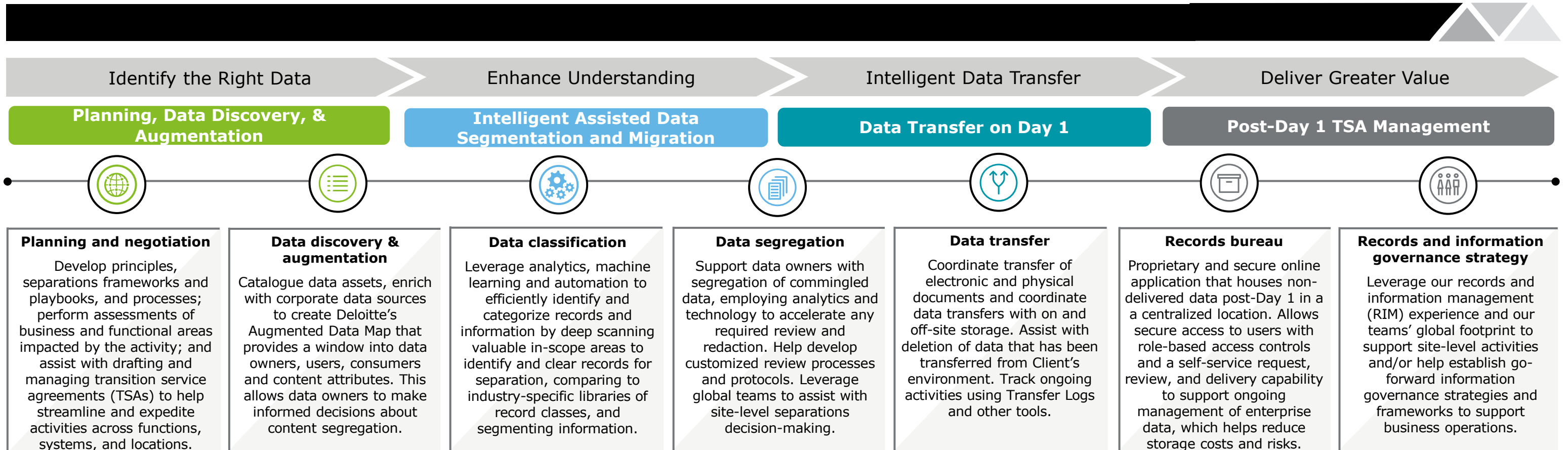
As the ability to quickly *find and extract value from information* becomes more of a competitive advantage, data is becoming an increasingly valuable asset in merger and acquisition (M&A) transactions. As a result, data separations and transfer are an increasingly important component of a successful deal.

During any merger, acquisition, or restructuring, large volumes of physical and electronic unstructured data will likely be provisioned to support continuity of operations and Day 1 execution. These data types are frequently intermingled, poorly described, and contain sensitive material such as personal data, personal health information, trade secrets, and company intellectual property that require special handling and careful dispositioning.

Deloitte's Acquisition, Closure, Divestiture, and Carveout (ACDC) data services provide solutions to help Buyers and Sellers assess, separate, transfer, and manage unstructured data assets to support both successful transactions and ongoing business operations.

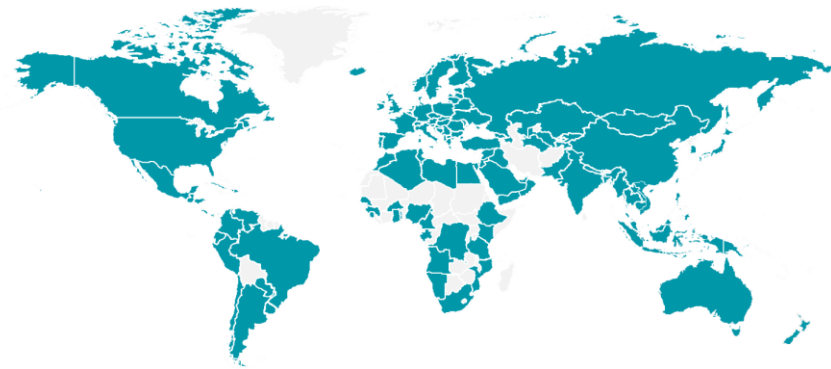
Who might need our help?

- Legal** is often involved in checking that data is retained in accordance with legal and regulatory requirements and that proper due diligence is conducted prior to transfer.
- IT/IS** is generally involved with assessment and separation of co-mingled data assets during M&A deals, in addition to their day-to-day responsibilities.
- Compliance** helps mitigate the risk of unauthorized disclosure of sensitive material during unstructured data separation and transfer.



Project management and reporting handled by Deloitte DataMaap

Deloitte's global footprint facilitates organizational alignment



Deloitte has offices, M&A capabilities, and ACDC professionals worldwide. Our regional teams' knowledge of local languages, customs, and regulatory requirements helps accelerate and enhance delivery in increasingly globalizing environments.

Select ACDC qualifications:

1

Records bureau to streamline data separation: Global pharmaceutical company

- **Overview:** A multinational pharmaceutical company (Seller) sold a division to another multi-national pharmaceutical company (Buyer). The seller also carved-out a specific drug line and sold it to a third company. More than 200,000 boxes of physical records globally, representing more than 50 terabytes of data, had to be sorted and disseminated to the right stakeholders.
- **Approach:** Deloitte established a Records Bureau concept, leveraged technology to crawl unstructured data systems to discover what data exists, and initiated, tracked, and monitored data separation via a centralized Records Bureau governance model.
- **Outcome:** Key value delivered included compliance with data management regulations, cost avoidance in excess of \$53 million dollars, centralized process execution, and a template for use of AI and autoclassification to support enterprise value.

2

Site closure and consolidation: Global mobile technology manufacturer

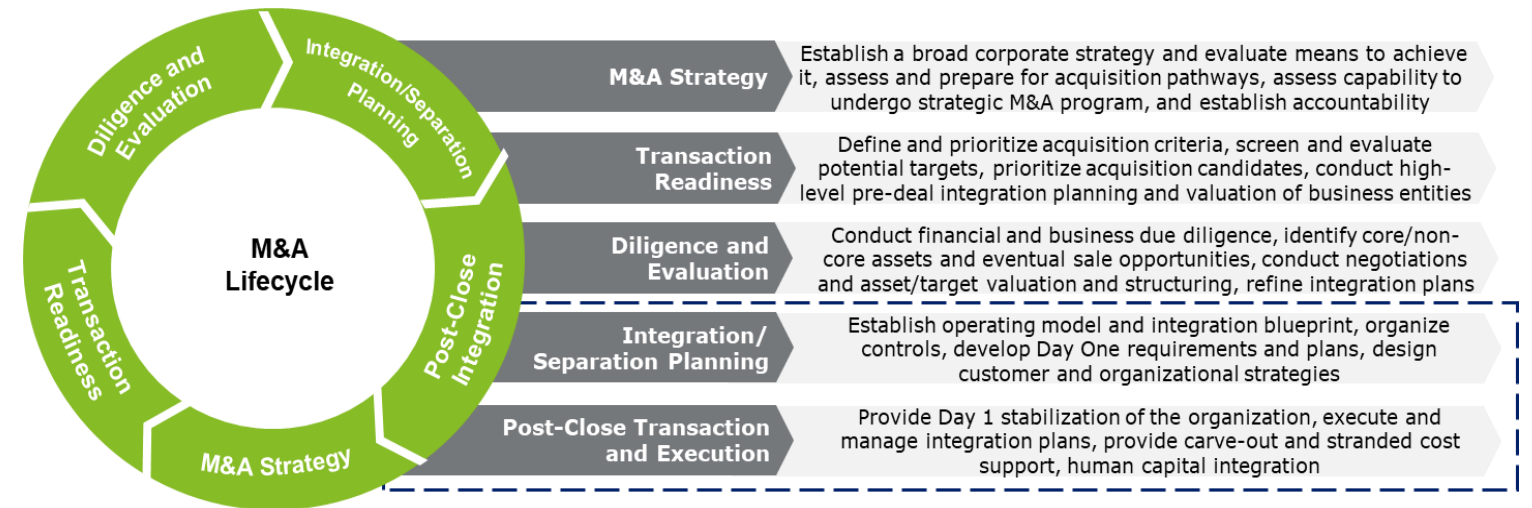
- **Overview:** A global mobile technology manufacturer sought records management assistance in 34 countries to support site closure and consolidation relating to an acquired entity.
- **Approach:** Deloitte set up a global "hub and spoke" model to support information gathering and to support guidance and records disposition. Central management from the U.S. liaising with client's M&A Post-Merger Integration (PMI) team and facilities allowed for full project coverage resulting in assessment times of 2-3 days followed by specific records disposition activities.
- **Outcome:** Site closures were completed on time without any delays caused by the records management team. The global records index lives on at the client, and became the basis for visibility to global records which provided more efficient and effective answers to in-country tax audits and other regulatory agency requests. The index also provided a basis to recommend records destruction for records that reached end of lifecycle.

3

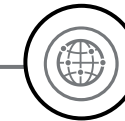
Data separation during divestiture: Global banking institution

- **Overview:** A Global banking institution divested a segment to two different Buyers, requiring supervision of the separation of various business domains in readiness for transition and ensuring the resulting data does not breach privacy or commercial sensitivity guidelines stipulated in the contracts of sale. The separation was further complicated by the existing largely manual internal process which had been in use, leading to capacity constraints and lack of assurance of what remediation had been done and by who.
- **Approach:** Deloitte developed foundation segregation logic aligned to the scope of the share sale agreement. We delivered proprietary technology solutions to collect, process, and segregate data for transport along with full audit capacity.
- **Outcome:** We helped accelerate segregation processing and a simplified business unit review (testing); provided end-to-end traceability of records, their treatment, and decisions made (audit); provided scalability to meet Global Banking Institution needs for Day 1 Completion and up to Separation (2020); and simplified pricing to enable benefits realisation and tracking.

Mergers and Acquisitions Lifecycle

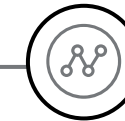


Differentiators to accelerate value



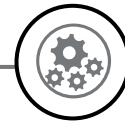
Knowledge and experience

Deloitte brings extensive M&A, data separations and transfer, and records and information management (RIM) experience; recent and relevant experience in the pharmaceutical industry; and an ability to execute both smaller and large-scale global projects for major multinational organizations.



Flexibility and scalability

Our breadth and scalability allow us to help meet deadlines with fast turnarounds, pivot to address new or unanticipated challenges, and quickly deploy resources across the globe.



Technology and automation

Deloitte leverages both alliance and proprietary technology solutions for extensibility and scalability. For example, our proprietary data remediation solution helps efficiently identify and disposition data using automation and machine learning, supplemented by skilled teams.

Capabilities for holistic collaboration

Our additional capabilities can help solve a wide range of data-related challenges, including:



AI-enabled contract management



Cyber security and privacy



eDiscovery and document review



Data dispositioning



Migration, archiving & decommissioning



E-mail management

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Accelerators to fuel speed and efficiency

Templates and tools, refined over years of use, can help track, manage, and execute activities faster and to provide data and reporting for streamlined, centralized review and management.

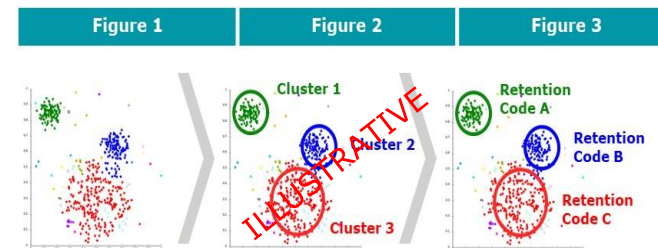
1 RIM dashboard

Provide project views and program metrics to communicate status



2 Box classification & analytics

Proprietary algorithms tailored to identify likely retention codes or otherwise classify boxes



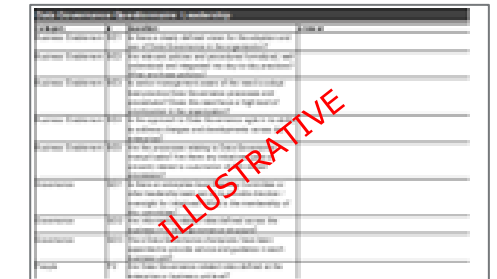
3 IndustryPrint

Help expedite data inventory for analysis



4 Site trackers and assessment tools

Can be tailored to support targeted data gathering



5 TrueView

Automates physical record data capture and integrates with our other platforms, reducing time and effort required to index and classify physical record assets.

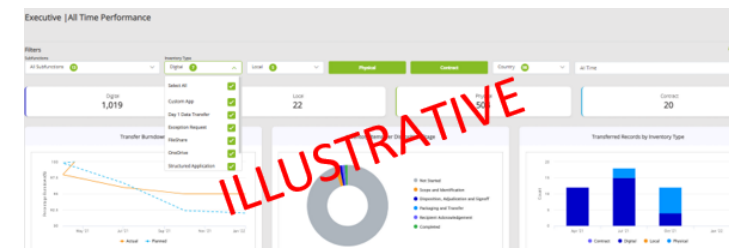
Includes supporting tools (i.e. barcode, image, video, instant conference, voice to text) enabled in a mobile device platform backed by a secure cloud environment.

6 DRACS

Proprietary data remediation tool that helps identify and disposition data by (1) scanning in-scope areas to identify data stores using an Elastic Search database; (2) combining technical information about data with content libraries to identify ownership and jurisdictions; and (3) helping users segment information with streamlined processes that blend machine learning capabilities with skilled teams

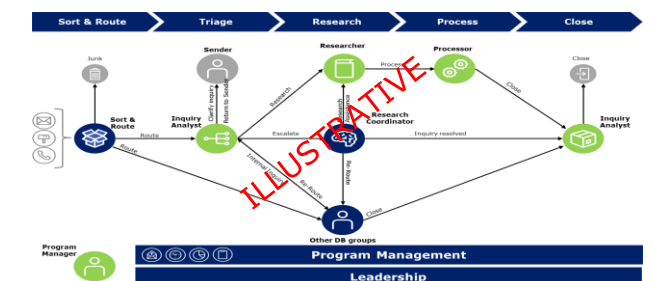
7 Deloitte DataMaaP

Displays project progress in real time to support global reporting and decision-making and tracks inventory



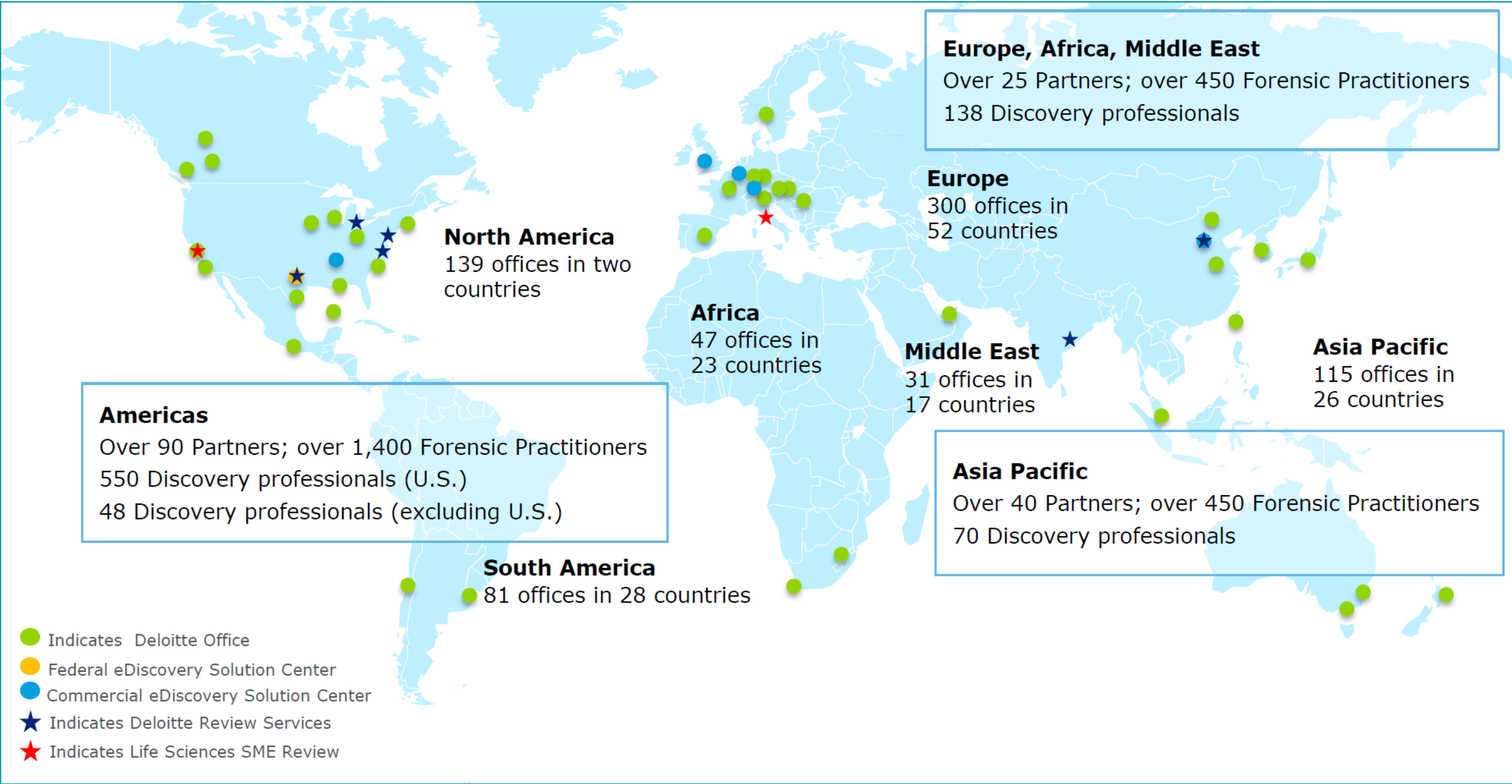
8 Records Bureau

Finds, classifies, archives, and retrieves information as a managed service, allowing the team to focus on business-as-usual operations



Deloitte's global data separation and request management breadth

Our global network of RIM professionals, life sciences SMEs, and data separations support have deep knowledge of local languages, customs, and regulatory records and data requirements to support clients in the management of worldwide separation efforts.





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