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A bright year for European Equity Capital Markets

ECM update | Winter 2021

FINANCIAL ADVISORY

Welcome to the 11th Deloitte European ECM update

Strong corporate earnings outweighed risk factors, such as inflation and changing central bank policies, boosting global stock markets and levels of ECM issuance in 2021

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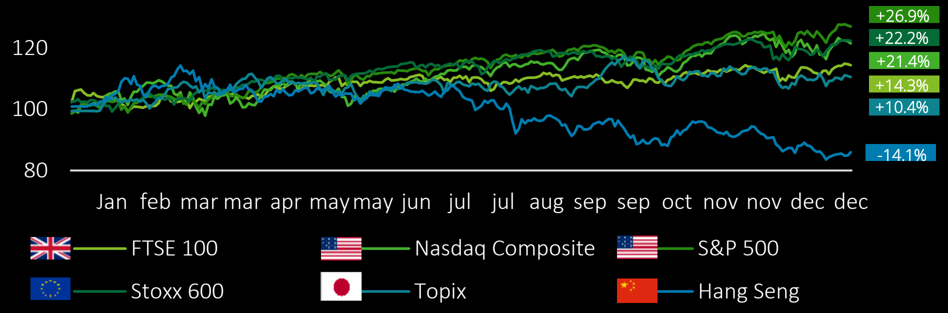
This ECM update includes the equity market performance and the drivers behind the outstanding year that has taken place in 2021. We analysed the booming European ECM and IPO markets as well as the results of our latest European CFO survey. Additionally, we include three Hot Topics; an interview with Managing Director of the recently listed Silicius Real Estate SOCIMI, an analysis of the importance of ESG for public markets and an overview of European SPAC market in 2021.

Following a difficult 2020, the global GDP increased by 5.5% in 2021, however the global growth is expected to slightly decelerate in 2022 to 4.1% as a result of the continuity of the pandemic with new Covid-19 variants, less supportive monetary policies, and long-lasting supply chain disruptions. Europe's recovery is improving gradually with an estimation of a 4.3% GDP growth in 2022. Meanwhile, in 2021, equity markets rallied with many indices hitting record highs. The exception was China which underperformed and drove emerging growth stocks prices downwards.

Interest rates remained extremely low, but central banks have expressed their intention to increase them, due to strong inflation figures. In December, the Bank of England became the first major central bank to increase interest rates since the pandemic began.

Figure 1: Global stock market indices performance (2021)



Source: Refinitiv Eikon (31/12/2021)

However, the ECB recently warned that although inflation is expected to be higher for longer than expected, it is likely to fall slightly below 2% by the end of 2022 and is expected to stand at 1.8% in 2023 and 2024.

Volatility fluctuated with surges at different times within 2021. Such surges were as a result of new Covid-19 variants and their potential effect on economic growth, increasing inflation and less supportive fiscal and monetary policies. Nonetheless, volatility surges did not have a significant effect on the stock market, which had, in most cases, a positive year, nor in the levels of ECM and IPO issuance.

The Spanish market was boosted by the progress made in vaccinations and the reopening of business activity, which many Spanish companies depended on. The Spanish market is largely impacted by the tourism sector, which accounts for a significant percentage of Spanish GDP. The latest Spanish GDP projections made by the European Commission signal a 4.6% growth in 2021, and an expected growth of 5.5% for 2022. In terms of inflation, the expectations for Spain stand at 2.8% for 2021 and 2.1% for 2022.

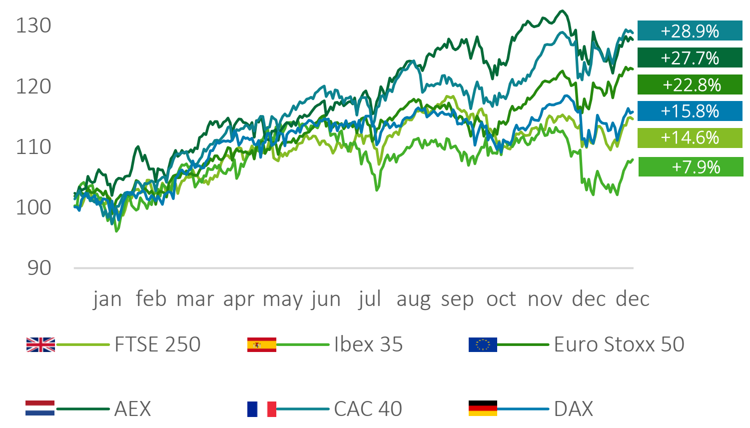
The year 2021 saw a surge in IPOs resulting from favourable market conditions and low volatility taking European ECM issuance to new levels with €217bn raised over 1,271 deals. Regarding ECM issuance, the most active sectors were Tech and Finance companies. The UK remained by far the most active listing venue for ECM issuance in Europe raising 24% of total volume.

We hope you find the ECM Update a helpful resource. Our team is at your disposal for any issues that you may wish to discuss.

2021 Equity Markets Performance

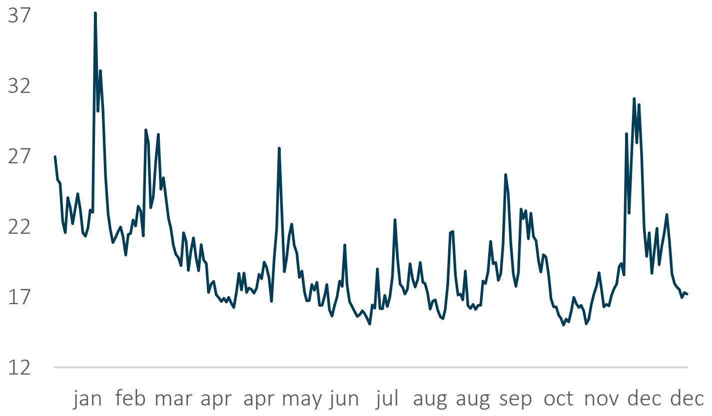
Global Equities rallied in 2021 despite certain headwinds amid a prolonged pandemic

Figure 2: European indices performance



Source: Refinitiv Eikon (31/12/2021)

Figure 3: Volatility index - VIX



Source: Eurostat, Refinitiv Eikon (31/12/2021)

The second year of Covid-19 has been a roller-coaster for Global Equities which closed the year on a positive note in 2021 as a result of strong **corporate earnings**. In the last quarter of 2021, markets and investors took into account the expectations of **potential rising inflation** and a **less favourable policy** from central banks.

Covid-19 pandemic has lasted longer than expected, threatening the economic recovery. The **new Covid-19 variants** prolonged disruptions with some European countries **reintroducing major restrictions** amid increasing vaccination rates.

Overall, **2021 has been an eventful year**, starting from a surprising **US Capitol assault** after a very contested US presidential election. Furthermore, we saw worldwide **supply chain disruptions**, various **Covid-19 variants** and its effect on economic growth, the end of the Merkel era with a new **German coalition**, unreliable supply of Russian gas followed by a **sharp rise in gas and electricity prices** in Europe, **rising inflation** and central banks announcing **potential tapering** for 2022.

With regards to **monetary policy**, central banks created several stimulus policies after the pandemic struck in 2020. However, with economies recovering and inflation rising and surpassing targets, **the Federal Reserve announced plans to end its monthly bond-buying program by March 2022**, while the **European Central Bank (ECB)** confirmed that the pandemic emergency purchase programme **(PEPP) would end in March. China is heading the opposite way**, having **reintroduced more supportive fiscal and monetary policies** which shall continue on a large scale in 2022.

Regarding interest rate increases, in December the **Bank of England** became the **first major central bank to increase interest rates since the pandemic began**. Furthermore, the **Federal Reserve** foresees rate increases in **2022** while there are no expected interest rates increases by the **ECB.**

Despite certain **instability** and **concerns** about how **higher inflation** may derail **economic growth**, global stock markets have rallied. Nonetheless, **China** was an exception, with equities significantly **underperforming**, thus dragging emerging market equities down compared to developed markets. Several developed country indices have outperformed, reaching record highs. It is worth highlighting the **S&P500 which hit c.70 all-time highs in 2021**. The most significant global indices closed the year as follows: **S&P500 up by +26.9%, the Stoxx 600 up by +22.2%, the CAC 40 up by +28.9%, the DAX up by +15.8%, the FTSE 100 up by +14.3% and the IBEX 35 up by +7.9%.**

Spain was among the poorest performing stock exchanges in Europe which was particularly affected by the sudden electricity price spikes, negative performance of Utilities as in the rest of Europe and weak performance of Tourism sector due to Covid-19. **On the other end of the spectrum, the Netherlands** had impressive returns led by stocks such as semiconductor ASML, ING bank and Royal Dutch Shell.

The emergence of the highly infectious Covid-19 variants led to a spike in equity market volatility. Nonetheless, **strong corporate earnings** and the prospect of further potential earnings in the future **outweighed risk factors.**

2021 Equity Markets Performance

All Stoxx 600 sectors show positive market performance, with banks and tech stocks leading the way

The year **2021** has been a **very positive year** for European stocks, with **Stoxx 600 index increasing by 22%**. Such a positive outcome is seen across the board with **all Stoxx 600 sectors showing positive performance** despite pressure from rising Covid-19 cases and a spike in energy prices.

Banks were very successful in 2021 with an **impressive 34% increase** driven by the **economic recovery**, **inflation** and increasing expectations of **changes in central banks policies** – tapering and higher rate expectations. 2021 has been banks' best year in over a decade.

As seen over recent years, **technology stocks had a successful 2021, with an increase of c.34%** in the sector, with Hardware and Semiconductors companies leading the way such as ASML up by c78%. The Semiconductors companies benefitted from the long-running shortage of chipmaking facilities around the world.

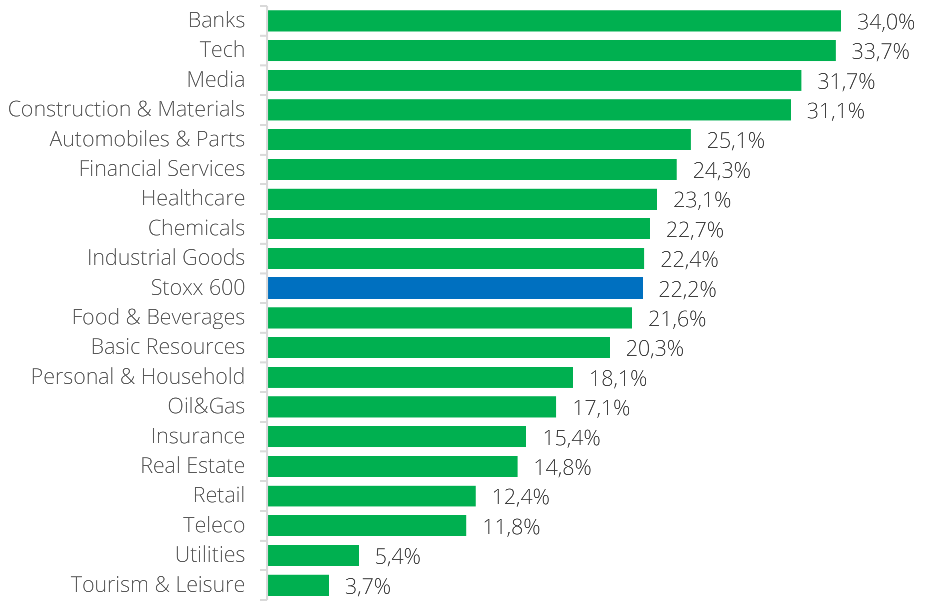
Oil and natural gas prices soared by c. 50%, their **best performance in five years**. Despite such an impressive recovery, European **Oil & Gas sector had an average** year compared with the rest of the Stoxx 600 sectors.

Utility stocks were among the most affected sector within the Stoxx 600. Renewable-energy companies have seen their upward trend cut short, with rising bond yields and the market rotation towards value stocks, positioning the utility sector as the weakest sector of Stoxx 600.

Tourism and Leisure stock losses extended into 2021 as **new Covid-19 variants emerged** resulting in certain European countries reintroducing new **travel restrictions**, therefore, hitting airliners and hoteliers hard.

When mentioning the international market winners, it is worth highlighting the **Meme Stock** movement. Furthermore, although the meme stock **impact was limited in Europe compared to the US experience** where GameStop increased by c.700% in 2021, and AMC Entertainment increased by c.1,200%, the European markets were still affected. Based on Euronext data in June, the **number of retail investors** in Europe doubled since the start of last year, while the European Commission is planning to ban trading practices which powered Meme Stock mania in the US.

Figure 4: Stoxx 600 sector market performance



Source: Refinitiv Eikon (31/12/2021)

The Spanish market was boosted by the progress made in vaccinations and the reopening of business activity, which many Spanish companies depend on. **The Spanish market is significantly strengthened by the tourism sector, which accounts for a significant percentage of Spanish GDP.**

In addition to tourism, **banking has played a prominent role**. The financial results published by the listed Spanish banks have illustrated how the recovery from Covid-19 is affecting the country's overall economy.

The Spanish economy decreased by 11% in 2020 (INE) and started in 2021 with Ibex 35 far from its all-time high. **The significance of the construction, banking and hospitality sectors contributed to a positive start for 2021 for Ibex 35** which gradually slowed down. The Ibex 35 closed 2021 7.9% up, significantly behind Stoxx 600 which increased by 22.2%, and the S&P 500, by 26.9%.

European Equity Issuance Levels

A surge in IPOs, as a result of favourable market conditions and low volatility, took ECM to new levels in 2021

The year 2021 was an extraordinary year for European ECM bankers with **€217bn** raised over **1,271 deals** and with IPOs having their best year since 2007 followed by very positive levels of Follow-On issuance.

Strong corporate earnings, high liquidity in the market, solid valuation levels and issuers with high-quality assets are among the factors which drive the upward trend in ECM.

When analyzing the ECM deals in the market (excluding convertibles), the **most active sectors** were **tech, financial, and real estate** related companies. Despite Brexit, the **UK remained by far the most active listing venue** for ECM issuance in Europe with 24% of the volume raised.

Listed companies in Europe raised almost €142bn via Follow-Ons in 2021 – with an increase of 6% compared to the previous year, which already had impressive issuance numbers as a result of companies looking for capital to face the challenges associated with Covid-19.

In 2021, we saw **23 large Follow-On deals**, such as the c. **€7bn** rights issue by Spanish Telecom **Cellnex** or the c.**€5bn** raised by Danish insurance company **Tryg,**. Meanwhile, other companies tested investors appetite with massive overnight placements in the form of **Accelerated Bookbuild processes**. Such was the case of the c.**€8bn** offering by German Real Estate **Vonovia,** or German Healthcare giant, **Siemens Healthineers** which raised c. **€2.3bn** to finance a US acquisition, as well as Swedish investment company **EQT** whose partners sold **€2.3bn** as part of a partial IPO lock-up release, **in a block trade.**

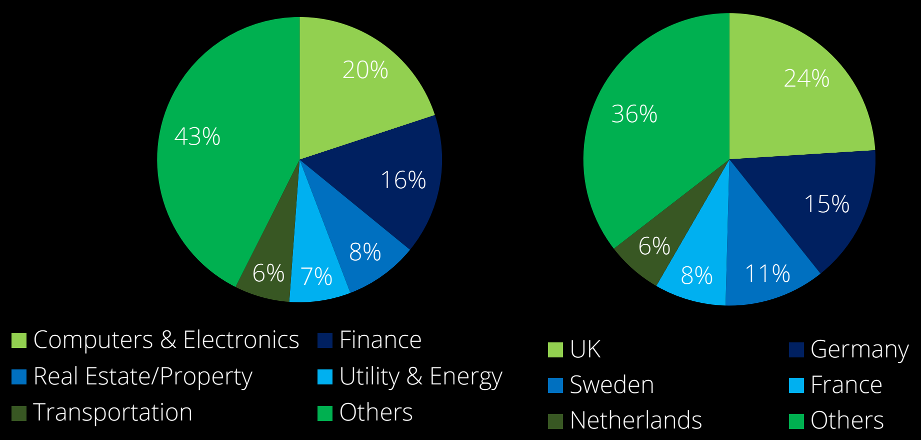
Spain's ECM activity levels were good - positioned as the sixth country by volume raised in 2021. 18 transactions were successfully completed in Spain, with Cellnex's €7bn rights offer and its €755m block leading the list. This is then followed by Fluidras' three accelerated bookbuilding transactions which deal values were €424m, €356m and €299m, respectively.

Despite the difference in issuance levels in Europe, the combined levels show the clear existence of liquidity/capital ready to be invested in attractive businesses. We expect deal levels to remain high although lower than what we saw in 2021 as a consequence of centrals banks changing policies and due to higher inflation. Tech, finance and growth companies may continue to thrive.

Figure 5: European equity issuances since 2018

Source: Dealogic (31/12/2021)

Figure 6: 2021 equity issuances by sector and by country



Source: Dealogic (31/12/2021)

European Equity Issuance Levels

An exceptional 2021 for European IPO markets - the best year since 2007

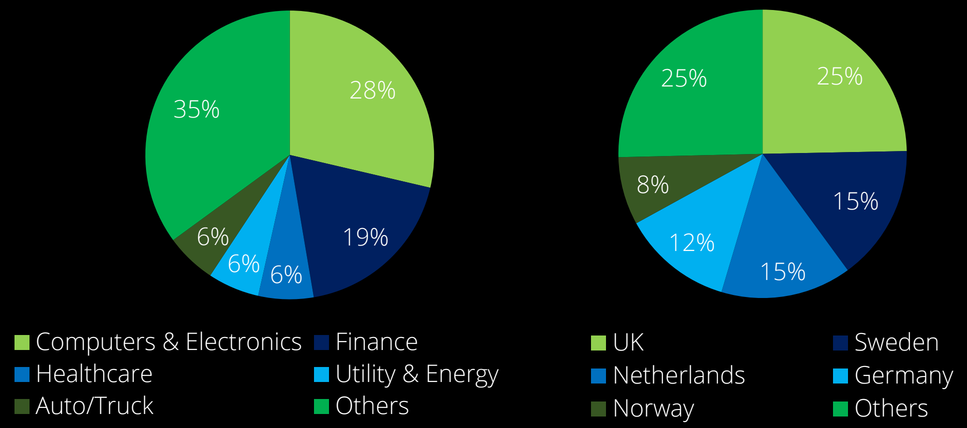
The upward trend of European IPOs coming to the market, which started at the end of 2020, continued throughout 2021, making it the **best year since 2007**.

During the **third quarter** of the year the **IPO market was under pressure** showing certain signs of **investor fatigue** and mixed **aftermarket performance** of recent deals. However, IPO markets closed the year strongly, raising c. €17bn in the last quarter.

In total, Europe saw 401 IPOs above €5m with companies raising **c.€75bn** in 2021. This amount clearly exceeds the €21bn which was raised in the entirety of 2020. Such incredible 2021 figures were **driven by a positive macroeconomic environment, strong corporate earnings, attractive valuations, and steady volatility** despite potential central bank policy changes.

During the year, we saw a total of 14 mega-IPOs with deal size over €1,000m from different sectors including the Tech and Finance sector and listing in several venues, mainly in the UK and Germany. The largest deal was the €3.2bn Polish logistics Inpost (-33.8% since IPO), the €2.3bn Swedish Volvo IPO (+45.3% since pricing) and €2.2bn IPO of German Telecommunication company Vantage Towers AG (+34.2% since IPO).

Figure 7: 2021 IPOs by sector and equity issuances by country



Source: Dealogic (31/12/2021)

Figure 8: European IPOs since 2018

Source: Dealogic (31/12/2021)

In terms of **sectors, Technology companies led the IPO issuance** raising **28%** of the volume in 2021 followed by **Financial** companies raising **18%.**

In 2021, the UK was the most active listing venue by volume for IPOs, closely followed by Sweden, Germany and the Netherlands, which despite having a lower number of IPOs, those priced were much more sizeable than in the UK as the average size this year is c. €474m in comparison to €201m in the UK.

There were **39 SPAC deals** in the market in 2021 with an average deal size of **$219m**. Pegasus Acquisition was the greatest European SPAC l in 2021, raising a total of $606m and listing in Euronext Amsterdam.

Amid a supportive European IPO market and what seemed to be a strong deal pipeline at the start of the year, the **Spanish IPO market disappointed** with only 3 companies making their debut in the Spanish Main Market. One of the companies did so via a direct Listing, **Línea Directa** (+22.1% since listing), and two renewable companies, **Ecoener** (-25.4% since IPO), which raised **€100m** in the Main Market back in April and **Acciona Energía** which were among the top transaction in Europe, raising **€1.5bn** (+21.9% since IPO). As for the Spanish alternative market, the BME Growth, some companies made their market debuts. Based on size, we highlight **Arteche,** a developer of equipment and solutions for the electric power industry, and **Silicius**, a diversified Spanish Real Estate company, which listed with a valuation of €225m and €556m, respectively.

Deloitte European CFO Autumn Survey: Still on the up – but with new challenges

CFOs largely retain the positive outlook they had in the spring though the level of optimism has softened a little and varies greatly between sectors. Confidence is weaker outside the euro zone, especially in the UK

The latest Deloitte European CFO survey reveals a positive outlook across the region. CFOs see an economy that is continuing to grow as the influence of COVID-19 wanes. They plan to increase their capital spending and hiring. But supply chain problems, a shortage of skilled labour and the fast rise in inflation worry them.

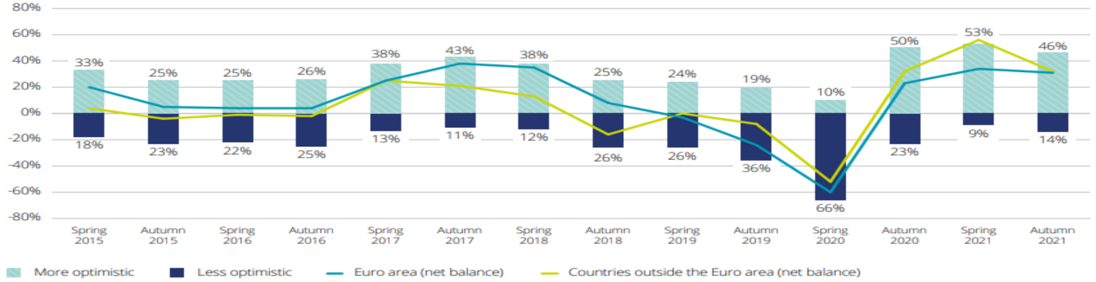
The current Deloitte European CFO survey reveals that business confidence remains high, though it has softened a little since the spring. There are, however, great differences in sentiment between different regions and sectors.

While demand-related risks are fading, various supply issues are becoming more important. Nevertheless, CFOs are slightly more optimistic about the evolution of revenues. But their expectations for operating margins are gloomier than in the spring edition.

CFOs report decreased uncertainty compared to the spring survey. Expectations for investment and, especially, employment have continued to brighten, and further expansion is the strategic priority.

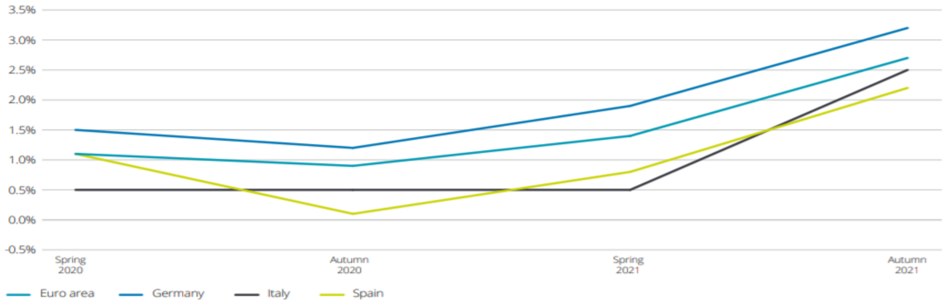
However, there is a magnitude that CFO´s totally are aware of: inflation.
Inflation has increased considerably in recent months, driven mainly by high energy prices and base effects as inflation was unusually low a year ago.

Figure 9: Financial prospects – Compares to three months ago, how do you feel about the financial prospects for your company?*



Source: Deloitte European CFO Survey, Spring 2018 – Autumn 2021.
Note: In Denmark, Norway, Italy and Poland the question specified a six-month period.
*To explore the results country by country, please view the interactive graphs at www.deloitte.com/europeancfosurvey

Figure 10: CFO's expectations on the average inflation rate. – What do you think the inflation rate (for the Consumer Price Index) will be in your country in 12 months' time?



Source: Deloitte European CFO Survey, Autumn 2021

The inflation expectations of CFOs have surged since the spring edition. The expected average inflation rate in 12 months' time for the Euro area increased considerably from 1.4 per cent in the spring survey to 2.7 per cent in this edition. CFOs assume that price pressures will remain high.

The conclusion obtained from Autumn CFO Survey is clear: concern shifts to the supply side. CFOs are less confident about the future evolution of operating margins but more optimistic about revenues, capital expenditures and employment. Their strategic orientation remains expansionary, reflecting their confidence in continued economic growth.

So, if the shortage of skilled labor does not ease it might become a factor that could exacerbate wage inflation and begin to limit the scope for growth.

An interview with Silicius Real Estate SOCIMI

Silicius Real Estate SOCIMI, a REIT specialized in the management of long-term properties, listed in the BME Growth on 23 September 2021 with a valuation of €556m

Juan Díaz de Bustamante has more than 7 years of experience managing real estate and financial assets. He previously worked as Head of Private Investment at Mazabi Asset Management participating in more than 150 sale and purchase transactions of real estate assets with an added value of more than €500m.

He is a member of the Investment Committee of several family offices and Product Manager of the Mazabi Group.

He holds a BBA from Complutense and a Masters´ degree in MDI from Universidad Politécnica de Madrid. He is also a member of MRICS.

Why did you decide to go public?

Since its foundation many years ago, an initial public offering was always one of Silicius and our shareholders´ main objectives. The company has always followed its roadmap very meticulously which is based on three main pillars: growth, transparency, and liquidity. All of the three pillars have already been successfully achieved and validated by external parties within the IPO process and will be reinforced within the new listed company profile.

Why did you finally choose BME Growth?

Although both, Main Market and BME Growth, were considered at the beginning of our process, the BME Growth was finally seen as most suitable for us at this time. The company was looking for a Stock Exchange in which to begin to internalize and gradually adopt certain standards of a listed company such as reporting, corporate governance and transparency. We believe BME Growth could be ideal for us. In addition, due to Covid-19, the market momentum for a real estate company like us looking to raise equity in the Main Market was not the most appropriate

What recommendations would you give to other companies considering an IPO?

Deciding to list just to be another public company without a real concrete reason for going public always ends up being a bad decision. For me, the most important thing is to ensure reasons and objectives to go public are set and agreed among key management and company's shareholders. Once that is clear, it is very useful that the company appoints experienced advisers. In our case, we relied upon Deloitte who assisted us throughout the entire process with a very multidisciplinary approach, from the company's readiness to become a listed entity, to advice on financial and legal matters. This has also enabled the process to be very efficient allowing Management to balance the day-to-day business and the listing process successfully.

What is your overall assessment of the process?

In general, we believe the listing was success and we see it as a very positive milestone in our journey. Today our shareholders are very happy, everything that the Company has told them has been fulfilled, even exceeded in certain aspects. Not only have we delivered on our promises but also due to the listing process, many external parties have been validating our business reliability. This has helped us to implement better processes to become a top listed company. We have already presented quarterly results to the market, and we are beginning to see increasing interest and brand awareness from different market participants.

Environmental, Social, and Governance ("ESG")

An effective ESG strategy has rapidly gone from being a "nice-to-have" to a necessity, and an important strategic consideration for investors and regulators alike. This is leading to increasing demand for clear and authentic communication from companies, including policies, KPIs, and goals, along with tracking of performance against those with the most material impact on commercial success, productivity, and long-term resilience

A key priority for investors

Investors are increasingly evaluating a company's **ESG strategy and sustainability of their future cashflows as part of their value positioning,** with many crediting companies for their transparent approach to ESG reporting.

Investors are allocating significant volumes of capital behind this, with **impact AUM reaching $2trillion in 2021 and total capital aligned to net zero emissions by 2050 of over $130 trillion.** ESG exchange-traded funds ("ETF") are also seeing significant inflows, with an estimated over a quarter of ESG fund investments in 2021 going into ETFs.

High growth ESG sectors

Investors are increasingly attracted to **ESG sectors with strong growth and impact potential,** such as renewable energy, sustainable food innovation, waste recycling, and electric vehicle infrastructure, as well as cyber security and healthcare.

This trend is expected to continue, with new innovations leading to a growing number of emerging ESG focused sub-sectors offering strong growth potential and **opportunities to future-proof revenues and business models.**

Cost of capital

ESG-focused companies are typically able to command value premiums – primarily driven by the high-growth nature of these businesses and current demand outweighing supply – with evidence emerging that companies with a strong ESG position are able to **reduce their cost of capital by around a tenth.**

This could mean that companies without a robust ESG strategy may find a **restricted potential investor pool,** leading to lower base valuation, and higher costs of capital or even difficulty raising future capital.

ESG in Spain

In line with the rest of Europe, **ESG has been a hot topic in Spain in 2021.** There is an **upward trend in funds focusing on environmental matters** and companies are working on improving ESG matters as these have become an **integral part of every company's equity story.**

The introduction of the Sustainable Finance Disclosure Regulation **(SFDR) in March 2021** had a **major impact** on the European asset management industry. In June the Spanish regulator, **CNMV, published a guide for its application** and in November, **stated** that although the sector has been improving, **only c. 17% of the funds managed in Spain had an environmental focus** which is below the European average.

As per the latest report of EFAMA, the European Fund and Asset Management Association, **Spanish funds focusing on sustainability only represent 1% of the total ESG funds managed in the EU,** with France, Sweden and the Netherlands representing c 75% of the funds.

SPACs in European markets

2021 was the greatest year in terms of SPAC flow both per deal number and volume in European Equity Capital Markets, especially in Euronext Amsterdam. In the mean time many other countries still have to adapt their regulatory framework to make their markets a more suitable and attractive environment for SPACs sponsors - as London has recently done

SPACs in Europe

39 SPACs became public in the European Equity Capital Markets in 2021.Total volume amounted to **8.6 billion** dollars. The **second quarter was the largest both in terms of volume** (3.7 billion dollars) and **number of deals** (15) followed by the last quarter where 11 SPACs went public with a total volume of 1.9 billion dollars.

The **Netherlands** was the **main market** for European SPACs to go public. During 2021, **16 SPACs chose Euronext Amsterdam**, amounting to a total IPO value of 4.4 billion dollars. The second largest market was Germany where 4 SPACs raised 1.1 billion dollars.

Considering the 39 SPACs that came to European markets in 2021, the **average IPO value** was c.**219 million** dollars. **Germany** may not be the top listing venue for SPACs, nonetheless it has the largest **average SPAC deal size** in Europe with **277 million dollars**. Euronext Amsterdam was the second market in terms of average deal size per SPAC with 273 million dollars. And although the UK was the most active market in terms of European ECM issuance the average volume per SPAC was significantly lower with only 36 million dollars.

According to their prospectus, there are **two main target sectors** where SPACs are focusing on. The first one is **TMT**, more specifically the tech side, and the second one is **alternative energy resources** or **ESG** related companies.

SPACs in the UK

While there was no explicit barrier to a SPAC listing, the UK differed from other major markets – notably the U.S. and many continental European markets – in that the previous UK Listing Rules included a presumption that a **listing of a shell company would be suspended** when a target acquisition is announced or leaked, meaning a SPAC listing would de facto be suspended at the point that it identifies an acquisition target. The result is that the UK has seen **only a handful of SPAC listings** over the years.

The UK Listings Review (March 2021) chaired by Lord Hill, and subsequent FCA consultation (May 2021), proposed changes to **improve the competitiveness of London as a listing market**.

The changes are designed to benefit SPACs which can **achieve sufficient scale to have experienced management and advisors**, and the ability to attract institutional investors and the increased scrutiny they will bring to the investment proposition.

On 27 July 2021 the FCA published the **final rules and changes to its Listing Rules for certain SPACs**. The final rule changes are largely the same as those proposed in the FCA's consultation paper.

The revised regulation is effective from 10 August 2021, which should therefore see a **SPAC market emerging in the UK** during the Autumn.

Key changes from the FCA

The FCA's aim is to provide **more flexibility to larger SPACs** whilst also establishing **robust standards and governance requirements** that it considers to be beneficial to both investors and issuers. Key changes include:

- **Removal of the requirement to suspend trading** in the shares when an acquisition is announced or leaked.
- **Minimum gross cash proceeds** on IPO of £100m (reduced from the £200m originally proposed).
- **Ring-fencing of capital raised from public shareholders** to either fund an approved acquisition or be returned to shareholders. Deductions are permitted for agreed running costs of the SPAC.
- **Time limit on operations**, requiring the SPAC to find and acquire a target within two years of admission. This can be extended by up to 12 months, subject to approval by public shareholders, and by up to 6 months without shareholder approval where an acquisition agreement has been entered into but not completed, provided that any such extension is announced in advance.
- **Approval required for any proposed acquisition** by the board of directors and shareholders.
- **A "redemption" option** allowing investors to exit a SPAC prior to completion of an acquisition if they are unhappy with the target or final terms of the deal.
- **Disclosure requirements around conflicts of interest**, and measures to prevent voting on deals by conflicted board members.

Deloitte Equity Capital Markets

ECM service offerings

Independent IPO Adviser

- Truly independent advice throughout the IPO process
- Offer and transaction structuring advice
- Assistance with adviser selection and monitoring their performance throughout the IPO execution phase
- Input into equity story
- Project and syndicate management
- Advice on pricing and allocation

IPO Readiness

- Help companies prepare for an IPO
- Readiness assessment with a key findings report identifying deficiencies that may delay or prohibit an IPO
- Scope covers financial, commercial and organizational areas
- Design remediation plan to address shortcomings prior to IPO kick-off
- Categorization of findings into necessary for listing, best practices, effort required to implement the finding as well as IPO timing to be executed (pre/post or during the IPO execution)

IPO Assist

- Support and advice where and when needed including:
  - Acting as Project management office of the IPO, which includes coordinating all parties, ensuring resources are in place to execute all tasks in a timely manner, avoid distraction of management on their day-to-day activities, anticipating risk and tracking of IPO costs
  - Offering a seconding staff when needed
  - Building models for IPO
  - Working as an integrated part of the company's team

Tax and Remuneration Advice

- Tax structuring, including domicile of Topco
- Advice on arranging executive and employee remuneration plans
- Implementation and documentation of remuneration plans
- Benchmarking remuneration structures against S.A norms

Post-IPO Support

- Help management handle the transition and ensuring compliance with post-IPO regulations
- Assist with preparation of first set of public financials, audit of financial statements, ongoing analyst liaison and results announcements
- Ongoing corporate governance advice and support

Public Company M&A

- P2Ps, public offers, hostile takeovers
- Act as lead adviser on either the buy-side (Offeror Adviser) or sell-side of the transaction
- Advice on corporate restructurings and demergers
- Support and advice on preparing bid defence procedures

Deloitte Equity Capital Markets

Selected IPO Credentials

Silicius SOCIMI Real Estate	**MusicMagpie** Tech	**SATS** Fitness	**Helios Towers** Telecommunications	**Addiko Bank** Financial Services	**Airtel Africa** Telecommunications	**Traton Group** Automotive
Sep 2021 **Mkt Cap €556m**	**Feb 2021** **£100m**	**October 2019** **€133m**	**October 2019** **€331m**	**July 2019** **€172m**	**June 2019** **€604m**	**June 2019** **€1,387m**
US Solar Fund Renewable Energy	**DWF Group** Professional Services	**AJ Bell** Financial Services	**Credit Income** Investment Trust	**Smaller Companies** Investment Trust	**Piovan** Industrial Products	**Funding Circle** Financial Services
April 2019 **€177m**	**March 2019** **€111m**	**December 2018** **€194m**	**November 2018** **€115m**	**October 2018** **€934m**	**October 2018** **€156m**	**September 2018** **€494m**
Carel Industrial Products	**Energean** Non-Renewables	**Sabre Insurance** Insurance	**Bakkavor Group** Food Services	**Charter Court** Financial Services	**AEDAS Homes** Real Estate	**Allied Irish Bank** Financial Services
June 2018 **€252m**	**March 2018** **€373m**	**December 2017** **€359m**	**November 2017** **€295m**	**September 2017** **€288m**	**October 2017** **€667m**	**June 2017** **€3,434m**

MAKING AN IMPACT THAT MATTERS since 1845

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