



## **Mergers & Acquisitions (M&A) Education Series:** How to be successful in an M&A Transaction

4th session – SPA and other agreements

25 September 2017, Singapore | 06 November 2017, Kuala Lumpur

This session focuses on SPA and other agreements. Topics include:

- Purchase Price adjustment mechanism
- Definition of financial terms in SPA
- Earn-out arrangements – risks and rewards
- Due diligence and Legal Professional Privilege - Relationship between due diligence and representations and warranties
- Disclosure of due diligence materials
- Warranty claims and the due diligence report
- Relating pricing to Joint Venture / Shareholder Agreements
- Funding issues
- Minority protection rights; management control
- Exit mechanism and pricing
- Deadlock resolutions
- Relating pricing to risk allocation: representations, warranties, indemnities, undertakings
- Corporate or parent guarantees
- Warranty insurance

Ensuring what you see is what you get

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