The future of the deal

Total M&A Solution™
Deloitte's Total M&A Solution helps clients at key stages of the transaction life cycle by giving deal teams access to deeper insights.

Coupled with Deloitte's already recognized M&A, industry, and transformation capabilities—and our deep alliances across the M&A ecosystem—Total M&A Solution will help you go faster at key stages in the transaction life cycle and accelerate along the path to value.
Discover the future of the deal (cont.)

Old way

- Spreadsheets
- Manual
- Limited
- Separate
- Negative
- Silos
- Issues
- Multiple
- Administrative

New way

- Total M&A Solution™
- Insight-driven
- Predictive
- Visual
- Real-time updates
- Cloud
- Solutions
- Best-of-breed
- Accelerated
- Integrated
- Global
- Dynamic
- Fast
- Leaders
- Value
- Transformative
- Flexible
- Integrated
- Potential

More insights. Faster execution. Increased value. Deloitte’s Total M&A Solution leverages advanced digital and analytics capabilities, alliances, and our deep executive advice to deliver increased value throughout the M&A life cycle.
Powered by digital + analytics + alliances + cloud

**Strategic insights**
- M&A Strategy and Target Screening App
- Doblin, a Deloitte business
- Heat, a full-service creative agency

**Total diligence**
- iDeal (Analytics-driven Financial, Operational, and Commercial Diligence)
- ValueD Valuation Insights
- Disclosure Analytics Accelerator

**Clean room in-a-box**
- M&A Growth Accelerator
- D-ICE Intelligent Contract/Document Analyzer
- Global Sourcing Insights

**Synergy optimization**
- Cost and Growth Synergy Center of Excellence
- Synergy Tracking and Reporting (STAR)
- Robotic Process Automation for Data Conversions
Powered by digital + analytics + alliances + cloud

**Divestiture & separation acceleration**
- Rapid Separation ePlaybook
- Financial Statement Carve-out Accelerator
- Legal Entity Readiness
- Stranded Costs Benchmarking Database

**M&A powered by cloud and alliances**
- Cloud Suitability & Placement Tool
- Cloud Value Calculator
- DigitalMIX™ Pre-configured Cloud Platform
- ClearLight™ Analytics Platform
- Tailored M&A Alliances (NetSuite, Oracle, SAP, Salesforce)

**NextGen merger integration**
- M&A Central™
- Interdependency Accelerator
- Digital Deal Room
- Purchase Accounting and Reporting Services (PARSE)

**Organizational readiness**
- OrgAccelerator™
- CulturePath™ Employee Diagnostic
- ConnectMe™ HR Portal
- The Deloitte Greenhouse™ CXO Transition Labs
### Strategic insights

**Business challenge**—How can you use M&A to execute your strategy and transform the business?

<table>
<thead>
<tr>
<th>Digital-and analytics-enabled approach</th>
<th>Benefits</th>
</tr>
</thead>
</table>
| **M&A Strategy and Target Screening App** | Leverages CapIQ and Deloitte proprietary data to support a business’ M&A strategy through potential target identification and evaluation. | • Models different scenarios and financial profiles for 100+ acquisition targets  
• Compares target and competitors and makes real-time adjustments to assumptions to visualize the impact |
| **Doblin, a Deloitte Business** | Combines multiple perspectives, analytical rigor, and deep industry knowledge to help you foster growth, design new businesses, and drive transformation through the M&A process. | • Immereses strategic thinking in the Ten Types of Innovation  
• Develops avenues for Innovation Strategy (i.e., identification, definition, and implementation) |
| **Heat brand identity and advertising** | Connects the dots between strategy and marketing by applying data-driven analysis and insights, business and industry knowledge, and creativity. | • Couples transformative technology with groundbreaking creative work  
• Streamlines execution by reducing the need to work with multiple agencies and consulting firms |
Total diligence

Business challenge—How can you conduct diligence across financial, operational, and commercial dimensions that leads to more insightful decision making?

<table>
<thead>
<tr>
<th>Digital-and analytics-enabled approach</th>
<th>Benefits</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>iDeal (Analytics-driven financial, operational and commercial diligence)</strong></td>
<td>• Allows for near real-time analysis of company value drivers</td>
</tr>
<tr>
<td>Provides big-picture insights at a granular level using a combination of accelerators, processes, and techniques throughout the M&amp;A life cycle.</td>
<td>• Enables users to dive deep in the numbers in order to make data-driven decisions</td>
</tr>
<tr>
<td>• Accelerates the sales and purchase agreement process</td>
<td></td>
</tr>
<tr>
<td><strong>ValueD Valuation Insights</strong></td>
<td>• Facilitates creation of valuation reports in an automated manner</td>
</tr>
<tr>
<td>Enables professionals across the globe to harness data to develop efficient, analytical insights.</td>
<td>• Enables visualization of insights of data (i.e., slicing and dicing of data)</td>
</tr>
<tr>
<td><strong>Disclosure Analytics Accelerator</strong></td>
<td>• Provides differentiating analytics and critical insights from data</td>
</tr>
<tr>
<td>Research company financial disclosures, accounting policies, and other related filings quickly and flexibly.</td>
<td>• Improves the client experience by leveraging data analytics for enhanced visualization</td>
</tr>
</tbody>
</table>
Clean room in-a-box

**Business challenge**—How can you enhance value capture starting on Day 1 while working in a confidential environment?

<table>
<thead>
<tr>
<th>Digital-and analytics-enabled approach</th>
<th>Benefits</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>M&amp;A Growth Accelerator</strong></td>
<td>• Drives predictive cross-sell within overlap and non-overlap customers for combined company</td>
</tr>
<tr>
<td>Harness the power of data to accelerate GTM integration planning and drive business growth as one company.</td>
<td>• Drives retention of critical sales talent through territory, role &amp; compensation alignment</td>
</tr>
<tr>
<td><strong>D-ICE Intelligent Contract/Document Analyzer</strong></td>
<td>• Saves significant time on contract reviews using machine learning and automated indexing, etc.</td>
</tr>
<tr>
<td>Speed M&amp;A contract review with advanced optical recognition, natural language processing, and machine learning technology. M&amp;A contract review with advanced optical recognition, natural language processing and machine learning technology.</td>
<td>• Reduces contract-related risk</td>
</tr>
<tr>
<td><strong>Global Sourcing Insights</strong></td>
<td>• Provides deeper insights for better execution with Deloitte’s proprietary databases</td>
</tr>
<tr>
<td>Rapidly analyze, visualize, and deliver actionable product sourcing synergy opportunities by enabling supply and market insights in global sourcing footprint enhancements during M&amp;A activities.</td>
<td>• Accelerates insights to quickly drive enhanced value around sourcing initiatives</td>
</tr>
</tbody>
</table>
Synergy optimization

**Business challenge**—How can you identify the largest synergy opportunities, both cost and growth, and develop a plan to capture them?

<table>
<thead>
<tr>
<th>Digital-and analytics-enabled approach</th>
<th>Benefits</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Cost and Growth Synergy Center of Excellence</strong></td>
<td>Provides a proprietary database of real-world deals that can help an organization understand synergy potential and guide initiatives that result from a transaction.</td>
</tr>
<tr>
<td></td>
<td>• Leverages data from over 1,000 deals—public and proprietary</td>
</tr>
<tr>
<td></td>
<td>• Breaks down synergies across categories (revenue, SG&amp;A, and COGS), by deal and across sectors</td>
</tr>
<tr>
<td></td>
<td>• Enables “apples-to-apples” comparison across deals using a standard taxonomy</td>
</tr>
<tr>
<td><strong>Synergy Tracking and Reporting (STAR)</strong></td>
<td>Provides a customizable and detailed approach to planning, recording, and tracking synergies that can help achieve the anticipated value of your transaction.</td>
</tr>
<tr>
<td></td>
<td>• Identifies and visualizes synergies across functional areas spanning the entire M&amp;A life cycle</td>
</tr>
<tr>
<td></td>
<td>• Allows for real-time modifications to synergy planning assumptions</td>
</tr>
<tr>
<td><strong>Robotic Process Automation for Data Conversions</strong></td>
<td>Automates the migration of data from seller/source systems to buyer/destination systems and the reconciliation of such data, where automated data transfer mechanisms are not available.</td>
</tr>
<tr>
<td></td>
<td>• Accelerates the exit of transitional services, helping to lower integration costs</td>
</tr>
<tr>
<td></td>
<td>• Reduces manual effort required to migrate data</td>
</tr>
<tr>
<td></td>
<td>• Increases data integrity and reduces risk of lost data</td>
</tr>
</tbody>
</table>
NextGen merger integration

**Business challenge**—How can you effectively manage a complex M&A program?

<table>
<thead>
<tr>
<th>Digital-and analytics-enabled approach</th>
<th>Benefits</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>M&amp;A Central™</strong></td>
<td></td>
</tr>
<tr>
<td>Deloitte’s proprietary web-based M&amp;A project management solution, which accelerates planning and realization of project value.</td>
<td>• Produces dynamic real-time executive dashboards</td>
</tr>
<tr>
<td>Interdependency Accelerator</td>
<td></td>
</tr>
<tr>
<td>Visualizes transaction project plan milestone data to drive alignment across functional teams to ensure program interdependency alignment.</td>
<td>• Fosters a more comprehensive conversation and serves as guidance for identifying critical integration elements with the ability to quickly drill down to the milestone level</td>
</tr>
<tr>
<td>Digital Deal Room</td>
<td></td>
</tr>
<tr>
<td>Provides a literal walkthrough of the M&amp;A life cycle to help you understand the process, tools, and other resources that can impact your transaction's success.</td>
<td>• Enables dynamic conversations to help address deal challenges and discuss leading practices</td>
</tr>
<tr>
<td>Purchase Accounting and Reporting Services (PARSE)</td>
<td></td>
</tr>
<tr>
<td>Automates purchase accounting in a controlled environment that allows for tax alignment and retroactive analysis prior to push-down</td>
<td>• Produces information that can be streamlined for entry into general ledger</td>
</tr>
</tbody>
</table>

Copyright © 2019 Deloitte Development LLC. All rights reserved.
**Business challenge**—How can you significantly enhance the value of an asset by being a prepared seller?

<table>
<thead>
<tr>
<th>Digital-and analytics-enabled approach</th>
<th>Benefits</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Rapid Separation ePlaybook</strong></td>
<td>• Establishes common goals for working teams and offers direction for providing transaction value&lt;br&gt;• Orchestrates an effective divestiture through a command and control program structure&lt;br&gt;• Enhances business continuity and develops executable Transaction Service Agreements (TSAs)</td>
</tr>
<tr>
<td><strong>Financial Statement Carve-out Accelerator</strong></td>
<td>• Assesses and documents the basis of presentation for revenue, expense, assets, and liabilities&lt;br&gt;• Provides financial statements, disclosure packages, and relevant documentation for review and delivery to the auditors</td>
</tr>
<tr>
<td><strong>Legal Entity Readiness</strong></td>
<td>• Accelerates lead times for legal entity creation and operationalization impact of Step Plan&lt;br&gt;• Enables leadership alignment on shared IP, and separation and distribution agreement&lt;br&gt;• Allows coordination across interdependent functions (i.e., Legal, Tax, Treasury, and Controllership activities)</td>
</tr>
<tr>
<td><strong>Stranded Cost Benchmarking Database</strong></td>
<td>• Refines by process, geography, size, revenue, and other demographics to form relevant comparators&lt;br&gt;• Enables peer and cross-industry “apples to apples” comparisons regardless of a client’s organizational structure</td>
</tr>
</tbody>
</table>
Organizational readiness

**Business challenge**—How can you develop an organizational structure to best achieve the deal’s objectives?

<table>
<thead>
<tr>
<th>Digital-and analytics-enabled approach</th>
<th>Benefits</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>OrgAccelerator™</strong></td>
<td>• Leverages organization data from HR Information Systems to do scenario-planning and synergy/cost analysis</td>
</tr>
<tr>
<td>Uses real data to drive decision making and synergy identification that can help you model future organization cost structures.</td>
<td>• See multiple views of interim structures with spans and layers, total compensation, performance data, etc.</td>
</tr>
<tr>
<td><strong>CulturePath™ Employee Diagnostic</strong></td>
<td>• Provides foundations for an impactful change management program aligned to business strategy and deal objectives</td>
</tr>
<tr>
<td>Assesses your organization based on eight distinct dimensions of organizational culture that impact business outcomes and provide insights for change management.</td>
<td>• Highlights the gaps between the current and desired state and misalignment of culture and strategy</td>
</tr>
<tr>
<td><strong>ConnectMe™ HR Portal</strong></td>
<td>• Reduces turnaround times with streamlined processes and a centralized repository for communications</td>
</tr>
<tr>
<td>Delivers curated, deal-specific messaging via a cloud-based platform to engage employees and creates a personalized experience plan to facilitate a smooth transition.</td>
<td>• Gauges performance of HR services with more effective reporting and analytical enablers</td>
</tr>
<tr>
<td><strong>The Deloitte Greenhouse™ CXO Transition Labs</strong></td>
<td>• Develops priorities for new executive role</td>
</tr>
<tr>
<td>Prepares executives for the work ahead with engaging modules to analyze critical deal factors and identify and assess key priorities to develop a 180-day action plan.</td>
<td>• Assesses resources and alignment with deal priorities</td>
</tr>
</tbody>
</table>
M&A powered by cloud and alliances

Deloitte has deep-rooted alliances with leading technology companies to help accelerate M&A value. Our deep understanding of M&A strategic business drivers, coupled with our first-hand knowledge of how to utilize leading technologies capabilities, allows Deloitte to help clients realize greater transaction value faster than previously possible. Deloitte leads the market in bringing technological capabilities to help our clients solve their largest challenges.

Cloud Suitability & Placement Diagnostic
Assesses and guides strategic decisions on the suitability of application portfolios for the cloud.

Cloud Value Calculator
The Cloud Value Calculator helps IT executives develop a shared understanding of the benefits that a cloud-based transformation can bring to their enterprise.

DigitalMIX™
A one-stop-shop for strategy, digital processes, design, and technology. DigitalMIX pre-configured Cloud Platform is Deloitte Digital’s multi-solution portfolio of marketing, sales, service, analytics, CRM, order and billing management, financial management, and enterprise cloud-based services.

ClearLight™
ClearLight is an on-demand, end-to-end platform for advanced analytics projects and solutions. The platform is composed of a suite of pre-integrated third-party and Deloitte-proprietary technologies. ClearLight can be deployed rapidly, is compliant with all Deloitte security standards, and significantly accelerates a team’s time-to-value.

NetSuite
Deloitte’s NetSuite Alliance brings a broad strategic perspective to planning and execution for cloud implementations, offering a range of cloud services that can address both the business implications of cloud adoption and important technical issues.

Salesforce
The Salesforce-Deloitte Alliance can help deliver the value potential on an acquisition with Cloud solutions that enable revenue and cost synergy, and effective change management.

SAP
SAP’s Cloud offerings include SAP S/4HANA, SuccessFactors, Central Finance, Analytics, and various other suites of applications and cloud platforms. You can leverage process improvement, technology innovation, and people programs to prepare for what’s next and to reach new levels of organizational efficiency, effectiveness, and innovation while supporting M&A transactions.

Oracle
Deloitte’s Oracle Digital M&A Alliance offers Oracle Cloud as a foundation coupled with digital enablers (i.e., Automation, Cognitive, IoT, Blockchain) that allow clients to accelerate their M&A life cycle with the realization of greater value and velocity. Additionally, these solutions support clients’ lower TCO; shift from CAPEX to OPEX; and drive standardization across the M&A life cycle.
Across borders and key phases of the deal, Deloitte delivers, demonstrating the agility and commitment to respond to client challenges. Where flexibility meets focus, highly customized strategies become high-impact solutions.

**Total M&A Solution**
The future of the deal

**Contacts**

**Iain Bamford**
Principal
Deloitte Consulting LLP
ibamford@deloitte.com

**Chris Caruso**
Partner
Deloitte & Touche LLP
ccaruso@deloitte.com

**Olivier May**
Principal
Deloitte Consulting LLP
omay@deloitte.com

**Andrew Wilson**
Partner
Deloitte & Touche LLP
andwilson@deloitte.com
These are a sample of the technology enabled M&A tools that Deloitte uses to deliver M&A Services. Deloitte tailors its tools for the specific client circumstance and consideration. Due to independence restrictions that may apply to audit clients (including affiliates) of Deloitte, we may be unable to utilize or provide certain tools based on individual facts and circumstances.

This presentation contains general information only and Deloitte is not, by means of this presentation, rendering accounting, business, financial, investment, legal, tax, or other professional advice or services. This presentation is not a substitute for such professional advice or services, nor should it be used as a basis for any decision or action that may affect your business. Before making any decision or taking any action that may affect your business, you should consult a qualified professional advisor.

Deloitte shall not be responsible for any loss sustained by any person who relies on this presentation.

As used in this document, “Deloitte” means Deloitte & Touche LLP, which provides audit and risk advisory services; Deloitte Consulting LLP, which provides strategy, operations, technology, systems, outsourcing and human capital consulting services; Deloitte Tax LLP, which provides tax services; Deloitte Financial Advisory Services LLP, which provides forensic, dispute, and other consulting services, and its affiliate, Deloitte Transactions and Business Analytics LLP, which provides a wide range of advisory and analytics services. These entities are separate subsidiaries of Deloitte LLP. Please see www.deloitte.com/us/about for a detailed description of our legal structure. Certain services may not be available to attest clients under the rules and regulations of public accounting.

Copyright © 2019 Deloitte Development LLC. All rights reserved.