



# MERGERS & ACQUISITIONS

## AIMS & OBJECTIVES

This practical course covers the key steps in the Mergers and Acquisitions (M&A) process, from the initial step of valuing the shares in a company through to closing the deal. Whether or not participants practice M&A, this course will provide them an insider's look into what is an undeniable major force in today's corporate arena.

This course will give participants an A-Z understanding of the M&A process and the ability to evaluate whether a merger or acquisition fits with their organization's strategy. As a result they will identify the most lucrative M&A opportunities, select the best partners and get the maximum reward from the deal.

## IN COLLABORATION WITH:

**GANADO**  
ADVOCATES



## TARGET AUDIENCE

This course is suitable for anyone involved in the identification, planning and execution of a Mergers and Acquisitions opportunity. This includes, CEOs, managing directors, general managers, financial directors, accountants, board members, commercial directors, business development directors, strategy planners and analysts, and in-house council.

## GENERAL INFORMATION

**Date:** 2<sup>nd</sup> June 2016 (Thursday)

**Time:** 9.00am to 5.00pm

**Venue:** Casa Leone,  
Pjazza Robert Sammut - Floriana



8.30am WELCOME COFFEE & REGISTRATIONS

9.00am PART 1

1hr 30mins

**INTRODUCTION TO MERGERS-ACQUISITIONS-TRANSFER OF BUSINESS - *Simon Schembri***

The introduction will serve to contrast the various options available to a prospective acquirer in looking to expand/consolidate its business or in which a Target may wish to sell off its business. Practical examples of each will be given in order to give attendees a better insight on the issues which will be discussed.

**TYPE OF TARGET - *Simon Schembri & Philip Mifsud***

It is important to ascertain, from the outset, whether the companies involved in the deal are public or private, and whether they are listed or non-listed, authorised or not authorised. Since different laws and rules will apply to each type of company, one must understand the nature of the company and apply the law accordingly.

**AUTHORISATIONS & MOVING FORWARD - *Simon Schembri & Philip Mifsud***

Focus on the various dealings to bear in mind with the MFS and MGA and then consider the pre-acquisition stage in more detail and documentation to have in place: Confidentiality agreement, Letter of intent and Non-Disclosure Agreements

10.30am COFFEE BREAK

10.45am PART 2

2hr 45mins

**DUE DILIGENCE AND OTHER ISSUES – *Various Speakers***

Identify the factors to be borne in mind when defining the scope and extent of due diligence to be undertaken - different types of due diligence exercises, key assumptions .

- Employment and relevant TUPE regulations (*Matthew Brincat*)
- Competition (*Simon Schembri*)
- IP and Data Protection (*Philip Mifsud*)

**TAX - *Stephen Attard***

Brief outline of the more salient tax implications that will need to be considered when contemplating or being involved in a merger/acquisition/transfer of business.

**VALUATIONS AND FINANCIAL DUE DILIGENCE (part1) - *Maria Micallef***

Several valuation methods are available depending on a company's industry, characteristics, the economy at large. Focus will be on the mainstream valuation methods and their appropriateness or otherwise in particular circumstances. Any organisation considering a merger or acquisition deal needs to check all the assumptions it is making about that deal. Financial due diligence analysis and validates the financial assumptions being made. It uses past trading experience to form a view of the future and identifies potential risk areas.

1.30pm LIGHT LUNCH

2.30pm PART 3 & 4

2hr 30mins

**VALUATIONS AND FINANCIAL DUE DILIGENCE (part2) - *Maria Micallef***

**AGREEMENTS - *Simon Schembri & Philip Mifsud***

Agreements which crystallize the merger/acquisition/transfer of business :  
(Price, Conditions, Warranties, Good will, Governing Law)

5.00pm Concluding Remarks – Questions and Answers



#### Dr. SIMON SCHEMBRI

Dr. Simon Schembri is a consultant within GANADO Advocates' Corporate team. Simon has vast experience in formation and support of companies and is conversant in all corporate matters ranging from company advice to legal due diligence processes, restructuring and M&A transactions. He has served as general counsel to a number of leading local organisations providing advice on matters of a commercial nature and has on numerous occasions assisted clients in tendering bids of major projects in Malta.

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#### Dr. PHILIP MIFSUD

Dr. Philip Mifsud is an Associate within GANADO Advocates' Corporate Department regularly assisting clients in all corporate matters including advice on corporate governance matters, assistance with corporate financing, M&A transactions, voluntary dissolutions and various other corporate transactional projects.

Philip also works in the IP and TMT practice area at GANADO Advocates and has regularly given legal advice on matters related to this area including registration of trademarks, advice on copyright law, review of franchising agreements, drafting and review of software licences as well as providing assistance to clients in the areas of telecommunications and media law.

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#### Dr. MATTHEW BRINCAT

Matthew's legal practice mainly evolves around employment and pensions, areas of law he believes connects both the human and the corporate aspects of legislation. He has also been heavily involved in the formation of GANADO Advocates' employment law department and has gained valuable experience of Industrial Tribunal proceedings.

Matthew is a member of the Lex Mundi European Employment Practices Group and delivers lectures at the Malta Employers Association on Employment Legislation. Matthew is also the co-author of the Malta volume of the Kluwer Encyclopedia on Labour law and the author of a number of articles in local and foreign magazines and journals in relation to both employment and pensions legislation.

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#### Dr. STEPHEN ATTARD

Dr. Stephen Attard heads the GANADO Advocates' Corporate Finance and Tax department, and has advised and assisted international clients in respect of Maltese corporate law and tax aspects in a wide range of transactions for more than 20 years. His clients include various internationally-listed corporate groups, financial institutions, private equity and hedge fund promoters and managers, investment funds, privately-held corporate entities, and high-net-worth individuals.

Stephen has contributed directly in drafting various amendments to Malta's tax laws over the years, including tax rules applicable to companies, yacht and aircraft finance leases, securitisation vehicles, trusts, and foundations. Stephen is a frequent speaker at domestic and international conferences, and is also a lecturer and examiner on trust law at the University of Malta.

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#### MARIA MICALLEF

Maria is a Managing Partner at RSM Malta, currently responsible for business advisory and risk management services. She was previously a partner with one of the big four firms working in the business advisory and risk management sectors. Maria has extensive experience in servicing local and international clients across a wide range of industry sectors including energy, communications, remote gaming, hospitality and manufacturing. She specialises in business advisory services including mergers and acquisitions, corporate finance, valuations, investment appraisals and feasibility studies. She is also the partner responsible for risk management services where she has managed assignments relating to risk management and internal audit.

Maria has a B.A. Hons Accountancy degree and is a Certified Public Accountant. She is a fellow of the Malta Institute of Accountants, a member of the US Institute of Internal Auditors and a member of the Association of Certified Fraud Examiners. Maria is currently a Council member of the Institute of Accountants.

  
RSM

### Registration & Payment Methods



Call to reserve a seat on:  
+356 20933210



Complete, scan and e-mail to:  
rsultana@castilleresources.com



Write a cheque payment to:  
Castille Staffing Limited  
Mail to: Castille Institute  
Casa Leone, Pjazza Robert  
Sammut, Floriana FRN 1200



Bank Transfer in Euro Denomination:  
HSBC Bank A/C – Castille Staffing Ltd  
IBAN: MT64 MMEB 4433 6000 0000  
3330 7133 001  
Swift: MMEB

### Delegate(s) Personal Details

**1<sup>st</sup> DELEGATE**    Mr/Mrs/Ms \_\_\_\_\_  
    Job Title \_\_\_\_\_  
    Company \_\_\_\_\_  
    Address \_\_\_\_\_  
    Telephone \_\_\_\_\_  
    Email \_\_\_\_\_

**2<sup>nd</sup> DELEGATE**    Mr/Mrs/Ms \_\_\_\_\_  
    Job Title \_\_\_\_\_  
    Company \_\_\_\_\_  
    Address \_\_\_\_\_  
    Telephone \_\_\_\_\_  
    Email \_\_\_\_\_

**3<sup>rd</sup> DELEGATE**    Mr/Mrs/Ms \_\_\_\_\_  
    Job Title \_\_\_\_\_  
    Company \_\_\_\_\_  
    Address \_\_\_\_\_  
    Telephone \_\_\_\_\_  
    Email \_\_\_\_\_

### Fee, Terms & Conditions

 = Eur 280 per delegate

*The registration fee includes participation to the course, coffee break/s, lunch and documentation material, which will be distributed at the beginning of the event. All bookings are considered binding on receipt of the booking form. An Invoice will be sent upon receipt of registration form. Please note that payment must be received prior to start of the training session. If you do not settle payment prior to the commencement day your participation cannot be guaranteed. We therefore consider that by signing this form you commit to settling your payment before the commencement date.*

**Cancellation** – Cancellations made within five (5) working days prior to commencement date of each course will not be accepted and the fees will not be refunded. Substitutions are welcome at any time without any additional charge.

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