



Consilia Business Management

Company Profile

Executive Summary

Unparalleled Local Expertise and Experience

- **Focused on the Italian market for over 15 years**
- Headquartered in Milan
- Consilia BM has been at the forefront in GRC & regulatory advisory, financial advisory on merger and acquisition, capital markets, restructuring, debt & grant and strategic advisory

Independent and Entrepreneurial Approach

- **Independent boutique**
- **Relationship driven model** where high ethical standards and confidentiality are at the cornerstone of the company's code of conduct
- **Entrepreneurial and flexible approach**

Superior Quality Advisory Services Offer

- **Superior quality advisory services offer through professionals** with both International and Domestic transaction experience
- Team members have long matured experience from financial advisory firms
- A highly professional team of consultants

About 15 Years Operating in the Italian Market

Consilia BM

History

Financial Advisory

Mergers & Acquisitions

Capital Markets

Structured Finance

Debt Advisory

Debt & Grant

GRC & Regulatory Advisory

Governance

Risk Management & Compliance

Anti Money - Laundering

Internal Audit

Privacy – Data Protection

Strategy & Internationalization

Corporate Strategy

Growth & Innovation

Internationalization

Services to Internat. Comp.

Temporary Export Managers

Clients

Small Mid Cap

PES

Italian and Foreign Banks

Financial intermediaries

Family Offices

Local Municipalities

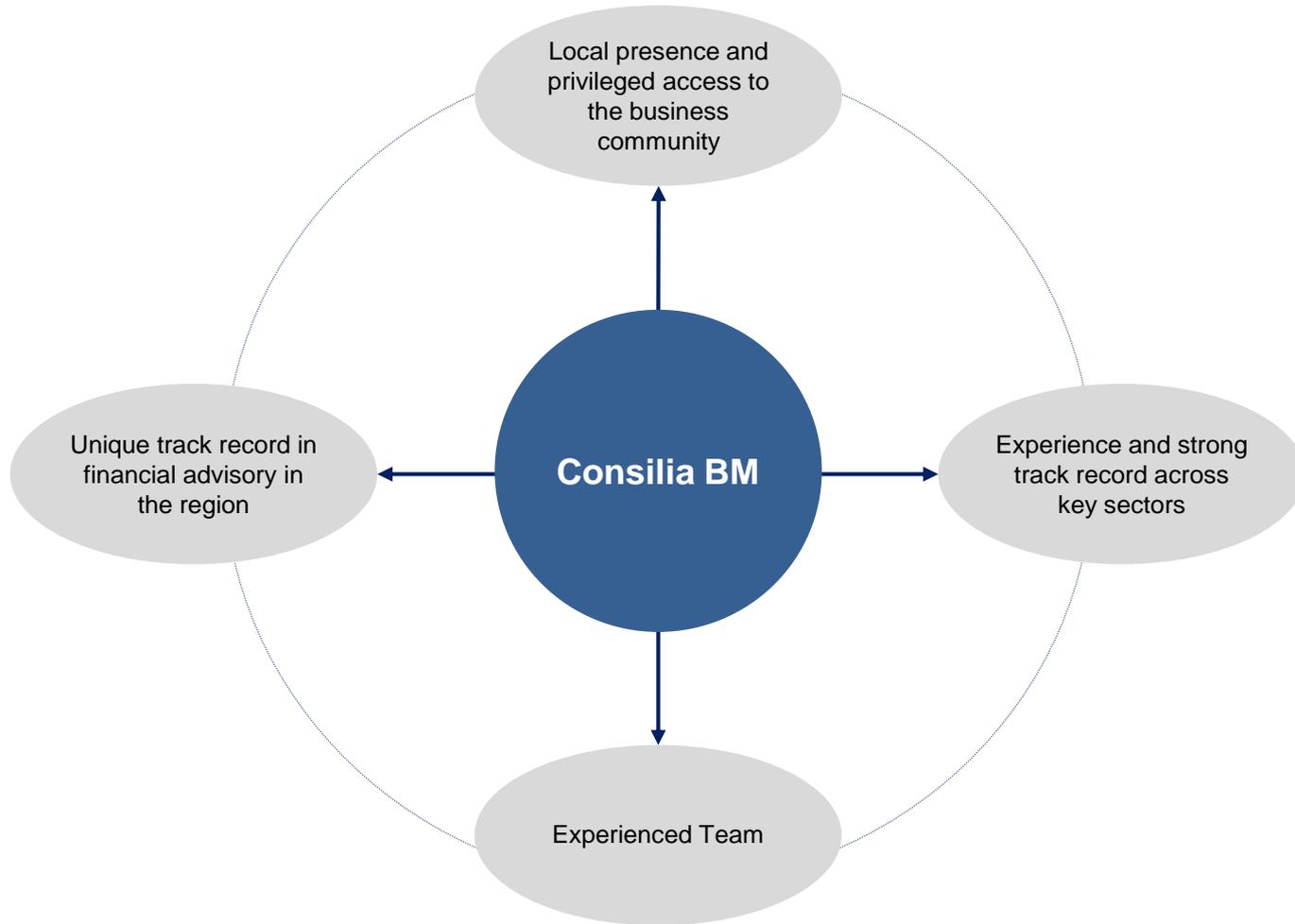


- Founded in 2004
- The Team is composed by 20 professionals, each of them has a specific cultural and working background for the area of competence
- Local team with international network
- Strong endorsement also from foreign clients and investors
- Clients among the leading Italian SME, family offices, PES, Italian and foreign banks, financial intermediaries and local municipalities

* Legal advice on all business lines

Key Elements of Consilia's Added Value Proposition

Uniquely Positioned to Capture Investment Opportunities



Focus on Financial Advisory

Consilia BM offers its clients a **personalized consulting service** characterized by an **objective approach**, in the exclusive interest of the client.

Consilia BM has **transversal skills** to all market sectors and can make use of its **relevant relational fabric** in the Italian business and financial community.

Consilia BM employs professionals exclusively dedicated to advisory activities that have a **significant track record in various sectors** with specific reference to M&A, capital markets, restructuring and Debt & Grant advisory transactions.

The **Consilia BM team** is **involved in all phases of the transaction**, providing its customers with **original and innovative solutions**, as well as a **timely and constant presence at the service of the projects**.



Independence

Professionality

Absence of conflicts

Confidentiality

Customer focus

Sectoral transversality

Originality

Experience Across a Variety of Sectors

**Proven Regional
Expertise in Deal
Structuring Covering
Most Industrial Sectors
in Italy**

FASHION

FIG

TOURISM, HOSPITALITY & LEISURE

BANKING & INSURANCE

HEALTH

RETAILING

TELECOM, MEDIA & IT

ENVIRONMENTAL & ENERGY SERVICES

FOOD & BEVERAGES

LUXURY GOODS

REAL ESTATE

PACKAGING



- **Strategic and financial advisory in mergers, acquisitions, divestures transactions all across the region**
- **Advise clients across each step of the transaction:**
 - Identifying key value drivers
 - Developing financial models for decision evaluation
 - Valuing the business
 - Evaluating potential operational and financial benefits and risks
 - Assisting clients in carrying out strategic reviews
 - Structuring the transaction
 - Assisting the client during negotiations or negotiating on its behalf
 - Coordination of legal and accounting advisors
 - Coordinating the due diligence process
 - Direct negotiations with government agencies

Consilia BM engineers links between compatible value-adding entities to **maximise shareholder / investors value** and provide **assistance across each step of the transaction process**, from the early seeds of an idea through a successful closing. Consilia BM understands the need to bridge the cultural and information gaps which may exist between corporations and investors with sometimes differing perspectives

Whether Consilia BM initiates the opportunity or is requested to assist in the implementation of established strategies, we utilise a comprehensive range of in-house resources, complemented where beneficial by selective outsourcing to provide the **necessary expertise to investigate and validate all aspects of the transaction.**



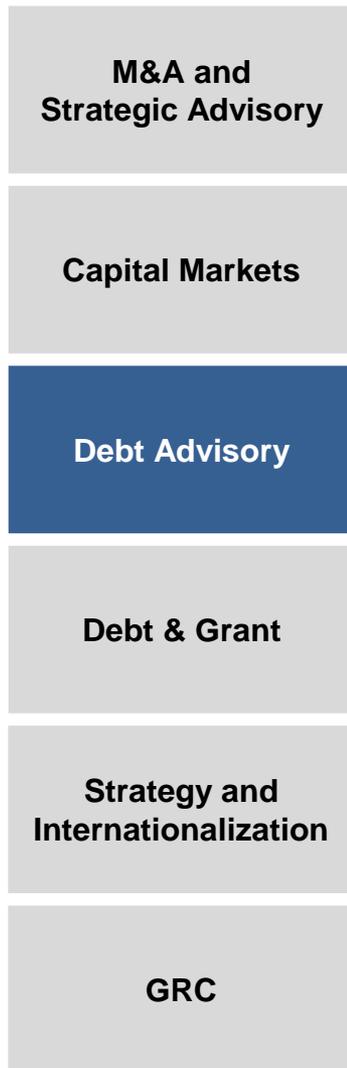
▪ **IPOs and rights issues:**

- Valuing the business
- Stock market summary and advising of offering timing
- Preparing the application forms (in accordance with regulatory requirements), offering documents and presentation materials
- Appointing and directing the various consultants and intermediaries
- Communication and interaction with Capital Market authority and other regulation bodies
- Coordinating the offering process at all stages to ensure successful completion and reducing / limiting possible conflicts of interest

▪ **Private placements:**

- Valuing the business
- Short-listing potential Investors
- Preparing Private placement memorandum and other marketing material and organising road-shows and marketing campaigns
- Assisting clients in negotiating best possible terms and conditions with the selected Investors

By rendering proficient and professional services in line with the best international practices, **Consilia BM has served as an important partner to companies seeking a market listing and to publicly traded companies with special financial needs related to their capital structure.** Consilia BM assists its clients on all aspects such as raising capital, selecting Global Coordinators for the transactions, the proper incentive structure, identifying the adequate investors' group and choosing the ideal listing venue so to respond to their needs and to support them in identifying the best solutions.

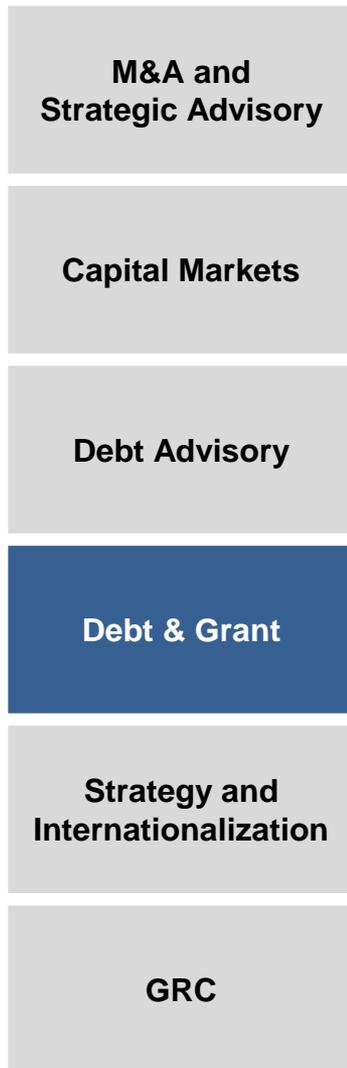


- **Advising on debt financing solutions that enable clients to capture new investment opportunities and to support growing operational needs:**

- Strategic advice on the client's financing objectives
- Reviewing the optimum capital structure
- Assessing available sources of finance
- Analysing potential market counterparties
- Detailed financial modelling and credit assessment
- Compilation and provision of detailed information to selected institutions
- Advisory and executive resources to facilitate the approach to finance counterparties
- Negotiation of institutions' proposals and finalisation of detailed terms and conditions
- Coordination with the client's legal advisers to ensure successful completion

Consilia BM works closely with clients to carry out **important financing reviews and to develop financial models** for decision evaluation and support of both short and long-term financing goals.

Consilia BM assists clients in **identifying sources of debt capital, then negotiating debt transactions** on their behalf **in order to obtain the best possible terms available.**



- **Finding the best regional/national/supranational Debt & Grant sources for research and development projects, internationalization and infrastructural development, through the following services:**
 - Perfectibility analysis of the financing instruments for customer's developments plans
 - Debt/grant applications drafting and submission
 - Drafting and documents management to support the financed project reporting
 - Professional partnership with the financial institutions, thanks to a close cooperation with the operator, maximize the clients benefit

In this context, Consilia BM has a team of professionals able to provide companies with a **personalized and specialized consulting and assistance service**, able to identify the **instruments of facilitated finance, regional, national, European and supranational issues, alternative to the banking system**, at the service of corporate growth plans, oriented in particular to innovation and internationalization.

- **About internationalization, the Italian Public Entities offer some incentives to support:**
 - New commercial / production sites opening in Extra UE countries;
 - New large investments (>20 M euro) in target areas as south of Italy (Basilicata, Puglia, Calabria, Campania, Sicilia) with strong grants and incentives;
 - R&D activities, with a tax credit up to 50% of personnel, machinery, equipment, patents and consultancies costs.



▪ **Corporate Strategy, Internationalization and Services to International Organizations**

Supporting companies in the definition of an actionable strategic plans that focus on value creation

Supporting companies in penetrating a foreign market, through:

- Internationalization feasibility study
- Planning and assistance in creating international expansion strategies
- Partner, distributors research and networking
- Analysis, design and review of business model

Services to International Organizations, through:

- Bookkeeping
- Advice and assistance in the interpretation and application of tax laws for a correct use of standards and their related practical requirements
- Management reporting: financial and accounting reporting (Reporting Package) to foreign Parent Companies on the basis of International financial Reporting Standards (IAS/IFRS)

Consilia BM has been listed, with the code TEM_00000040, in the list of **accredited supplier companies to provide Internationalization services and Temporary Export Managers** as part of the initiative "Voucher Internazionalizzazione 2017" of MISE - The Italian Ministry of Economic Development.

The initiative includes a non refundable grant contribution from EUR 8,000 up to EUR 30,000 for Internationalization projects with the inclusion of a Temporary Export Manager in the company.



- **Governance Risk Control (GRC)**
 - **Corporate governance**
Definition of the optimal governance system
Compliance assessment of the whole system of Corporate Governance and co
Identification of business risk mitigation and risk management measures
 - **Risk Management**
Definition and implementation of Enterprise Risk Management (ERM)
Assistance in the re-engineering of ERM process;
 - **Corporate Compliance & Regulatory**
Outsourcing and Support in Compliance
Specialized regulatory services: Administrative responsibility of the bodies pursuant to Legislative Decree n. 231/2001; Privacy and personal data processing.

From May 25, 2018 the General Data Protection Regulation (GDPR) will be in force. Meaning that from that date the same privacy legislation will apply throughout the European Union.

The GDPR contains:

- Stronger and more extensive privacy rights
- More responsibilities for organizations
- The same, stronger competences for all European Data Protection Authorities, such as the competence to impose fines up to 20 million euros or 4% of the worldwide turnover.

Consilia BM can assist you every step of the way in getting ready for the GDPR.



Gotha Advisory S.p.A. is the first Chartered Accountants organization specialized in Finance & Market topics, which brings together more than 26 professional organizations with offices in Milan, Crema, Lecco, Brescia, Turin, Genoa, Reggio Emilia, Florence, Ancona and Rome.

It was established in 2011 to offer to small and medium companies – with a high rate of growth and innovation – an integrated set of consulting activities about listing process, mini bond issue, investor search, merger & acquisition procedures, planning and control systems, compliance and corporate governance.

Consilia, as a member of Gotha Advisory, bimonthly organizes an M&A meeting at its headquarters, an occasion in which the partners of the network present numerous M&A operations in various sectors.



ELITE is an international platform of services created by the Italian Stock Exchange – controlled by the London Stock Exchange Group - to support excellent companies wishing to realize their growth and development projects through the sharing of experiences, access to finance and training.

ELITE is dedicated to the most ambitious companies, with a solid business model, a clear growth strategy and interested in learning about all the tools available to finance their future growth.

Consilia BM, sharing with the Italian Stock Exchange the commitment to support the development of the Italian business system, starting in 2010 became part of the network of Partner Equity Markets and is currently the Premium Partner of the Italian Stock Exchange.

By virtue of this partnership, Consilia is closely linked to the Elite platform.



LIDE is the preferred network for business leaders of medium and large companies with interests in Latin America with over 3600 entrepreneurs and managers of local and international companies. LIDE is an international network with operating units in 16 major cities in Brazil and Argentina, and with representative offices in Chile, Colombia, Peru, Mexico, Uruguay and Paraguay.

LIDE Italia is the Italian unit of the network and represents a preferential channel for Italian companies, medium and large, already present or with business interests in Latin

LIDE Italia is a strategic point of reference for the creation of meetings, moments of updating and comparison in order to generate business opportunities

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