

Mergers, acquisitions, divestments and post-transaction services

About our Mergers and Acquisitions (M&A) advice

The Private Equity and M&A Practice is a dedicated team of specialists who focus on the risk and insurance issues that influence negotiations and the long-term financial success of a merger, acquisition or divestment.

Established for over 21 years, our global practice of over 190 professionals based in more than 25 countries has advised on over 10,000 transactions. These transactions include M&A, divestments, infrastructure investments, public to private partnerships (PPPs)/ private finance initiatives (PFIs), privatizations and structured financetransactions.

Risk and insurance advice

We work closely with a client's in-house risk management team providing risk and insurance advice that complements the traditional financial, legal and commercial due diligence provided by a client's deal advisory team. Our advice enables clients to better understand the risks in any given transaction, factoring them into negotiations and the pricing of a transaction.

These include:

Risk and insurance due diligence

An in-depth review of the risk and insurance issues that may have a financial impact on the deal:

- Determines the type and scope of existing risks and liabilities from a risk and insurance perspective and will identify and prioritise risk exposures.
- Outlines risk and insurance issues that affect the financial negotiations such as large retentions, self-insurance, captives, claims-made coverage etc.
- Evaluates specialty issues such as political, reputational, environmental, trade credit and product liability risk.
- Evaluates current and historic insurance programmes to determine the quality and the extent of remaining insurance limits as well as the solvency of historic insurers.
- Evaluates the liabilities assumed in prior acquisitions and the available insurance assets to cover those liabilities.
- Establishes responsibility for major audit premiums, surcharges or retrospective adjustments.
- Provides any necessary actuarial and claims-review services to determine the adequacy of reserves in cases of self insurance.
- Uncovers hidden or understated liabilities as well as uninsured or underinsured exposures.
- Identifies / resolves issues in the Sale and Purchase Agreement.
- Develops pro-forma insurance cost projections including the cost of run-off and replacement coverage for claims made policies.
- Provides post-transaction support focused on integration and risk mitigation services.

Transactional risk solutions

We design and develop tailor-made solutions utilizing insurance capital around specific transaction-related issues, which may be used strategically in auction/bid situations to remediate transactional issues and improve deal certainty.

Warranty and indemnity insurance (W&I) –

Can be used to insure the liability created by the warranties and tax indemnities that form part of the sale and purchase agreement to bridge any gaps between what the seller is prepared to give and what the buyer deems to be commercially acceptable. W&I can be used strategically in auction/bid situations to reduce a seller's indemnity obligations or to minimise indemnity obligations when divesting assets.

Environmental caps and buyouts –

In collaboration with Marsh's environmental specialists, we provide risk and insurance due diligence to determine the client's risk tolerance and materiality thresholds and are able to structure insurance solutions to mitigate any environmental liability.

Contingent liabilities/litigation solutions –

protects against a claim or piece of litigation that could adversely impact a company's financial stability, whether known or uncertain.

Tax indemnity insurance (for specific tax matters) –

Protects against certain negative financial effects that arise when a tax authority disallows an existing or contemplated tax treatment. Covers taxes owed, costs associated with contesting the authority, interest, gross-ups, fines, and penalties.

Global expertise delivered locally

Drawing from over 190 dedicated private equity and M&A professionals, we provide cross-border, "on the ground" and industry focused teams to reflect the geographic reach of a transaction. In Asia Pacific, we have offices in the countries fully teamed with multi-lingual professionals from a diverse range of backgrounds including banking, finance and insurance.

Americas	Europe, Middle East & Africa	Asia Pacific
<p>North America New York, San Francisco (North American Hub) Atlanta, Boston, Chicago, Los Angeles, Phoenix, St Louis, Toronto</p> <p>Latin America Miami (Latin America hub) Argentina, Brazil, Chile, Columbia, Mexico</p>	<p>Europe London (EMEA hub) Amsterdam, Birmingham, Brussels, Copenhagen, Dublin, Edinburgh, Frankfurt, Glasgow, Hamburg, Helsinki, Istanbul, Leeds, Madrid, Manchester, Milan, Moscow, Munich, Oslo, Paris, Reading, Redhill, Rotterdam, Stockholm, Warsaw, Zurich</p> <p>Middle East Dubai, Tel Aviv</p> <p>Africa Johannesburg</p>	<p>Asia Hong Kong (Asian hub) Mumbai, Seoul, Singapore, Tokyo</p> <p>Pacific Sydney (Pacific hub) Auckland, Brisbane, Melbourne</p>
Marsh operates in over 100 countries		

Contact

Peter Walther
Managing Director
Asia Pacific Leader
+61 7 3115 4645
Peter.B.Walther@marsh.com

PEMA ASEAN

AiLing Cheow
+65 6332 7400
AiLing.Cheow@marsh.com

PEMA Greater China

Josh Roach
+852 2301 7319
Josh.Roach@marsh.com

PEMA India

Rohan Bhappu
+91 22 6651 2972
Rohan.R.Bhappu@marsh.com

PEMA Japan

Norimasa Tanabe
+81 3 5334 8588
Norimasa.Tanabe@marsh.com

PEMA Korea

Karen Cho
+82 2 2095 4827
Karen.Cho@marsh.com

The information contained in this publication provides only a general overview of subjects covered, is not intended to be taken as advice regarding any individual situation and should not be relied upon as such. Insureds should consult their insurance and legal advisors regarding specific coverage issues.

This document or any portion of the information it contains may not be copied or reproduced in any form without the permission of Marsh Inc, except that clients of Marsh Inc need not obtain such permission when using this report for their internal purposes.