Dawgen GLOBAL

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Dawgen Global illustration

SERVICE BROCHURE · GROWTH & RECOVERY

M&A & Transaction Services

Buy well. Sell well. Close with confidence.

Due diligence, valuation, deal structuring and post-deal integration for buyers, sellers, investors and lenders across the Caribbean.

KNOW THE NUMBERS. STRUCTURE THE DEAL. PROTECT THE VALUE.

01 · THE BUSINESS ISSUE

Caribbean deals are won or lost on the detail.

Regional consolidation, family succession, private equity interest and inbound investment are all driving transactions. Many deals still close on incomplete information, and the cost shows up after completion.

Information is uneven

Private companies often have limited management reporting, informal related-party arrangements and records spread across systems. Buyers need to know what the numbers really show.

Tax can change the price

Stamp duty, transfer tax, withholding tax, unused losses and historical exposures can move the value of a deal significantly if they are found late.

Multi-territory complexity

Targets often operate in several territories, each with its own company, tax and employment rules, currencies and regulators.

Value is made after closing

Integration of finance, systems, people and reporting decides whether the expected value is delivered.

COMMON DEAL RISKS WE HELP CLIENTS AVOID

- Earnings that depend on one-off or owner-related items
- Working capital that is lower than the business needs
- Unrecorded liabilities and tax exposures
- Customer or supplier concentration not reflected in the price
- Weak IT and cyber controls in the target
- Integration plans written after completion rather than before

> **A transaction is a once-in-a-decade event for most owners. Independent advice protects the price, the terms and the relationship.**

02 · OUR SERVICES

Support at every stage of the deal.

We act for buyers, sellers, investors and lenders. Each engagement is scoped around the decisions you need to make and the timetable you must meet.

Financial due diligence

An independent view of earnings, cash and the balance sheet.

- Quality of earnings analysis
- Net debt and working capital review
- Review of forecasts and assumptions

Tax due diligence & structuring

Tax exposures found early and the deal structured efficiently.

- Historical tax exposure review
- Share versus asset purchase analysis
- Holding and financing structures

Valuation & pricing

Independent valuation to support negotiation and reporting.

- Business and share valuations
- Fairness and price reviews
- Purchase price allocation

Sell-side & deal readiness

Owners prepared before buyers arrive.

- Vendor due diligence
- Information memorandum support
- Clean-up of records and structure

Integration & separation

Turning the signed deal into the expected value.

- 100-day integration plans
- Finance and reporting integration
- IT, cyber and systems due diligence

TRANSACTIONS WE SUPPORT

Acquisitions and disposals · mergers and amalgamations · management buy-outs · family business succession and sales · private equity and investor entry · joint ventures · lender due diligence and refinancing.

Business valuation is also available on its own. See our **Business Valuation** brochure.

03 · OUR APPROACH

Focused on the questions that change the deal.

Our transaction work is process-driven. We agree scope, materiality and the key questions at the start, then report findings as they arise so you can negotiate with the facts in hand.

01

Scope the questions

We agree what you need to know to decide, price and negotiate, and the timetable for each decision point.

02

Gather and test

We work through the data room, management interviews and site visits, testing the numbers against source records.

03

Report red flags early

Significant issues are raised as soon as they are found, with an estimate of their effect on price or terms.

04

Support negotiation

We help translate findings into price adjustments, warranties, indemnities and completion mechanisms.

05

Plan the first 100 days

We set out the integration or separation steps that protect value from the day of completion.

INDEPENDENT

Our role is to tell you what the numbers show, not to make the deal happen at any price.

CONNECTED SPECIALISTS

- Tax structuring and stamp duty
- IT and cyber due diligence
- HR, payroll and pensions
- Legal process support

CONFIDENTIAL

Every transaction is handled under strict confidentiality, with access limited to the engagement team.

04 · FINANCIAL DUE DILIGENCE

What the numbers really show.

Reported profit is the starting point, not the answer. Our due diligence explains the earnings, cash and liabilities a buyer or lender is really taking on.

Quality of earnings

Normalised earnings after removing one-off, owner-related and non-recurring items.

Net debt and cash

Debt-like items, cash traps and the true cost of financing the business.

Working capital

The normal level of working capital the business needs, to set a fair completion target.

HOW A TYPICAL REVIEW RUNS

01 **Kick-off**

Questions, data request and timetable agreed with you.

02 **Analysis**

Data room review, testing and management meetings.

03 **Findings call**

Red flags and price effects discussed before the report.

04 **Final report**

A clear report you and your lenders can rely on.

TYPICAL FINDINGS

- Owner costs run through the business
- Revenue recognised early or late
- Under-provided liabilities
- Unrecorded tax and payroll exposures

FOR LENDERS TOO

Banks and investors can engage us for independent due diligence before providing acquisition finance.

05 · SELLING YOUR BUSINESS

Prepare before the buyer asks.

Owners who prepare get better prices and smoother deals. We help you see your business the way a buyer will, and fix what can be fixed before the sale begins.

Deal readiness

Getting the business ready for scrutiny.

- Clean-up of financial records and reporting
- Separation of personal and business items
- Review of contracts, permits and filings
- Tax position confirmed and regularised

Vendor support

Presenting the business with confidence.

- Vendor due diligence report
- Independent valuation range
- Information memorandum support
- Data room set-up and management

FAMILY BUSINESS TRANSITIONS

Succession options

Sale to family, management, a trade buyer or an investor, compared side by side.

Tax-efficient exit

Structures that respect each territory's tax rules and the family's goals.

Governance after the deal

Shareholder agreements, boards and reporting for the next stage.

> **Buyers pay for certainty. Every question answered before the sale starts is one less reason to reduce the price.**

06 · WHO SHOULD CONSIDER THIS SERVICE

For anyone buying, selling or investing.

Regional and international buyers acquiring Caribbean businesses

Owners and families planning a sale, merger or succession

Private equity and investors entering or exiting Caribbean companies

Banks and lenders financing acquisitions and refinancing

Groups restructuring merging, amalgamating or separating businesses

Boards needing an independent view on a proposed transaction

07 · ILLUSTRATION

A regional buyer and a distribution target

Situation. A regional group planned to acquire a family-owned distributor operating in two territories. Reported profits were strong, but management accounts were limited and several costs were shared with other family businesses.

Our work. We carried out financial and tax due diligence, normalised earnings for owner-related and one-off items, set a working capital target and identified unpaid statutory deductions in one company.

Outcome. The buyer renegotiated the price, secured a specific indemnity for the tax exposure and used our 100-day plan to bring the target's reporting into the group within its first quarter.

Anonymised composite illustration based on regional experience.

WHAT YOU RECEIVE

- Agreed due diligence scope and timetable
- Red-flag findings as they arise
- Due diligence report with price effects
- Tax structuring options
- Completion and working capital support
- 100-day integration plan

08 · ENGAGEMENT OPTIONS

Choose the support you need.

Buy-side due diligence

Financial, tax and IT due diligence on a target business.

Sell-side readiness

Vendor due diligence, valuation and preparation for sale.

Valuation and pricing

Independent valuation, fairness and purchase price allocation.

Integration support

100-day plans and finance, systems and reporting integration.

Fees are tailored to each organisation and agreed in the engagement letter once scope and deliverables are confirmed.

WHY DAWGEN GLOBAL

- **Caribbean insight.** Over 24 years serving Caribbean business.
- **One desk, 35 territories.** Centrally managed from our Caribbean headquarters.
- **Integrated expertise.** Audit, tax, technology, HR and legal specialists on call.
- **We own the work.** We complete it, then train your team.

09 · START HERE

- Request a transaction services proposal
- Book a confidential conversation about a deal
- Ask about a deal readiness review before a sale

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AUDIT & ASSURANCE · TAX ADVISORY · TECHNOLOGY & CYBER · FINANCE & BPO · GROWTH & RECOVERY · HR & LEGAL

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