

Illustrative Scope of Work

Representative Buy-Side M&A, Strategic Finance & Capital Advisory Services

This sample scope of work is provided for business development purposes only. It illustrates a representative engagement and is not client-specific.

PART 1 Deal Analysis – Strategic & Financial Assessment

Objective: *Evaluate strategic rationale, commercial attractiveness and financial viability of acquisition targets.*

Representative Scope of Services:

- Analyze competitive dynamics and target strengths and weaknesses.
- Evaluate strategic synergies including cross-selling, cost savings, market expansion and talent acquisition.
- Build revenue models using customer metrics and retention cohorts.
- Develop monthly and 3–5 year operating forecasts.
- Perform DCF, comparable company, comparable transaction, IRR, scenario and sensitivity analyses.
- Prepare investment memoranda summarizing valuation, risks and recommendation.
- Support transaction structuring including earn-outs, rollover equity and purchase price analysis.
- Draft LOIs protecting the Buyer's commercial interests.

PART 2 Strategic Finance & Capital Planning

Objective: *Assess financial capacity and acquisition financing alternatives.*

Representative Scope of Services:

- Review liquidity, cash generation and leverage.
- Prepare Sources & Uses analyses.
- Evaluate debt, equity, seller rollover and hybrid financing structures.
- Compare capital structures based on leverage, dilution and cost of capital.
- Assess fundraising readiness.

PART 3 Fundraising Strategy & Capital Markets

Objective: *Support institutional fundraising and lender discussions.*

Representative Scope of Services:

- Identify growth equity, PE, strategic investors and lenders.
- Develop investor presentations, teasers and financial models.
- Prepare data room materials.
- Coordinate investor outreach where appropriate.
- Support diligence requests and term sheet evaluation.

PART 4 Due Diligence & Transaction Execution

Objective: *Support execution from LOI through closing.*

Representative Scope of Services:

- Coordinate financial, commercial, legal, operational and technology diligence.
- Review revenue quality, customer concentration and historical financial performance.
- Coordinate purchase agreement negotiations with counsel.
- Manage transaction timeline and diligence trackers.
- Support post-close integration planning.

TYPICAL DELIVERABLES

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| – Investment memoranda | – Capital structure analyses | – Due diligence trackers |
| – Operating and valuation models | – Letters of Intent | – Fundraising presentations |
| – Sources & Uses analyses | – Board presentations | – Executive summaries |