

TRANSACTION ADVISORY SERVICES



Sophisticated investors and companies understand that Environmental, Health and Safety (EHS) issues can have significant impact on CAPEX and operational costs, create reputational risks, divert management resources, and reduce asset values.

They need advisors who can provide clear, responsive, and realistic advice about the significant issues relevant to a given transaction, to help them secure maximum value with the minimum of risk.

We have experts providing clear, commercially-focused transaction advisory services to leading investors, corporations, financial institutions and other professional advisors. We also have the global footprint to support any transaction at any stage – anywhere in the world, at short notice.

Our Services

We provide a full range of due diligence services for vendors and purchasers, in all types of transactions:

- Pre-divestment reviews
- Dataroom reviews
- Desk studies
- EHS due diligence assessments (Phase 1)
- Intrusive subsurface investigations (Phase 2)
- Hazardous materials/asbestos
- Energy consultancy
- Specialty technical due diligence
- Integrated building surveys
- Negotiation and SPA support
- Risk management support
- Post-acquisition/Merger integration support

About WSP Environment & Energy

WSP is a leading design, engineering, management and sustainability consultancy structured around the environment, industry, property, transport and infrastructure. With 9,000 people across 200 locations in 35 countries, we have the scale to support and scope to innovate.

We provide innovative solutions to EHS-related business issues to some of the world's leading companies, and advise financial sector clients in their acquisitions and disposals of industrial and property portfolios.

Selected Due Diligence Clients

Our extensive experience, global capacity, and renowned expertise enables us to support many of the world's leading private equity funds, banks and M&A advisors, including:

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| ▪ 3i | ▪ Ernst & Young |
| ▪ Apax Partners | ▪ Freshfields Bruckhaus
Derringer |
| ▪ Bain Capital | ▪ Goldman Sachs |
| ▪ Barclays Capital | ▪ Industri Kapital |
| ▪ The Carlyle Group | ▪ ING |
| ▪ CINVEN | ▪ KPMG |
| ▪ Clayton Dubilier & Rice | ▪ Legal & General |
| ▪ Clifford Chance LLP | ▪ Permira |
| ▪ CVC Capital Partners | ▪ Pricewaterhouse Coopers |
| ▪ Davis, Polk & Wardwell | ▪ Prudential |
| ▪ Deutsche Bank | |

We also advise multi-national commercial and industrial clients, such as:

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| ▪ BHP | ▪ Federal Mogul |
| ▪ Billiton | ▪ GE |
| ▪ BMW | ▪ Tyco |
| ▪ Emerson | |



Diverse Expertise

We serve our clients as an integral part of the transaction team, working with lawyers, accountants, insurance advisors and others from the moment of engagement until completion of the transaction and beyond. We bring the necessary expertise to cover a comprehensive range of industry sectors, and the global network to cover large multi-national portfolios. In addition to our environmental and health & safety specialists, we have industrial process and infrastructure expertise, and we provide technical evaluation of technologies, for example in the renewable energy and waste sectors.

Opportunities from Risk

We look at more than simply identifying and quantifying risks – we also look at opportunities; for example, we are typically able to identify a 10% saving in energy costs at zero capital cost for our clients to drop through to the NewCo balance sheet. We can also advise on the technical and commercial merit of renewables and other green technologies.

Where risks are identified, whether latent liabilities or operational expenses, we provide clear CAPEX and potential revenue costings to assist budget phasings, advice on indemnities, and guidance on the potential financial impact of forthcoming environmental regulations.

If needed, liability solutions such as Active Transfer can be provided to remove financial uncertainties that might otherwise hinder a successful transaction, allowing buyer and seller to concentrate on primary objectives. Our experience and knowledge of insurance options helps us provide more competitive cost advice.

Our Track Record

- \$1.3bn acquisition of DJO Inc. by the Blackstone Group – due diligence review of manufacturing sites in the USA, Mexico and Tunisia.
- Due diligence audits of 33 Coates Hire sites in Australia within a 3 week period for the Carlyle Group.
- €1.5bn sale of AB-Inbev's central and eastern European brewing business – due diligence assessments of 11 sites.
- Due diligence assessments of 15 sites for a leading global automotive supplier; located in Europe, North America, South America, and China.
- Due diligence of key production plants of GM in the UK and Russia.
- Due diligence for acquisition of specialised facilities for an emerging biotechnology company in the USA.



Because we invest our own money, we need to be right. In our experience, WSP has the best people in the industry, which enables them to get the best answer, quickly and efficiently. While many firms offer what appears to be a comparable service, WSP's product is distinguished by both consistently solid judgement and the creativity of its professional staff.

Partner, Tincum Capital Partners

Great Job! We are really grateful! As usual WSP came through.
Rusty Lambole, V.P. - Environment & Real Estate, Emerson

Thanks again for all of your team's incredibly timely and good work. We truly appreciated your team's work to ensure we received the full phase 2 readout yesterday. It was an incredibly good presentation and one which clearly laid out all of your team's thoughtful analysis.
Sean Klimczak, Blackstone Group



CONTACT US

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