

Agenda

- M&A Due Diligence – Introduction and Purpose
- Pre-close due diligence scope and process
- Outputs
- Trends

M&A Due Diligence Practice

Health and Welfare Benefits, Retirement Plans, Corporate Risk Insurance

- Introduction
- Support revenue growth and retention by providing transaction related due diligence
- What we do:
 - Evaluate pre-closing programs
 - Model post-closing financial outcomes
 - Identify key risks and liabilities
 - Benchmark and assess transition and/or integration pathways
 - Deliver decision-ready reporting
- When we should be engaged:
 - Post-LOI / Pre-close

The Human Capital Side

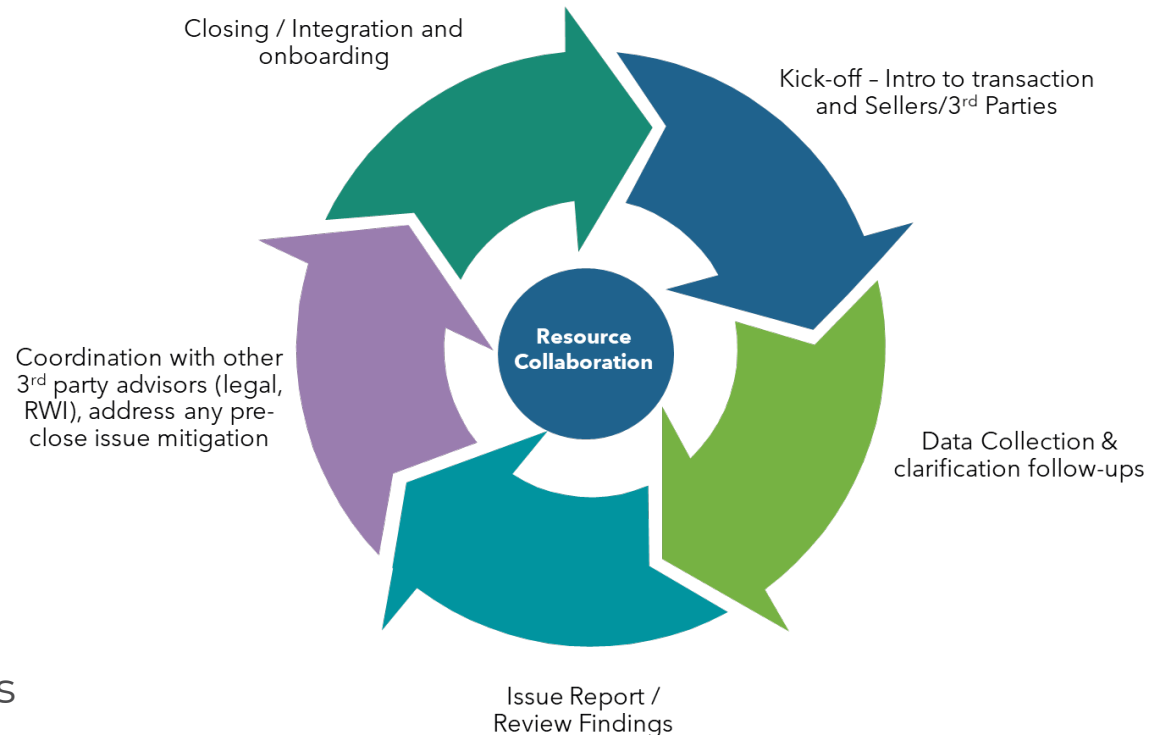
Health and Welfare Benefits, Retirement Plans

- Financial impact assessment
 - Potential costs other than premiums/administration
 - Cost deltas relative to TTM P&L
 - Impact to EBITDA / Purchase Price
- Regulatory compliance review
 - Exposures
- Transition and integration
 - Portability
 - Employee experience
 - Timeline

Human Capital Due Diligence

Process, Outputs

- Process
 - Customize
 - Coordinate
 - Communicate
- Outputs
 - Report
 - Executive Summary
 - Material considerations/recommendations
 - Supporting documentation
 - Mapping Illustrations / compensation adjustments
 - Collaborate with service team to bridge onboarding / communications



Trends

- Representations & Warranty Insurance (RWI)
- “Buy and build” growth strategies
- Management Services Organizations (MSOs)
- Employee Benefits right-sizing / growth strategy adjustments
- Pre-LOI underwriting