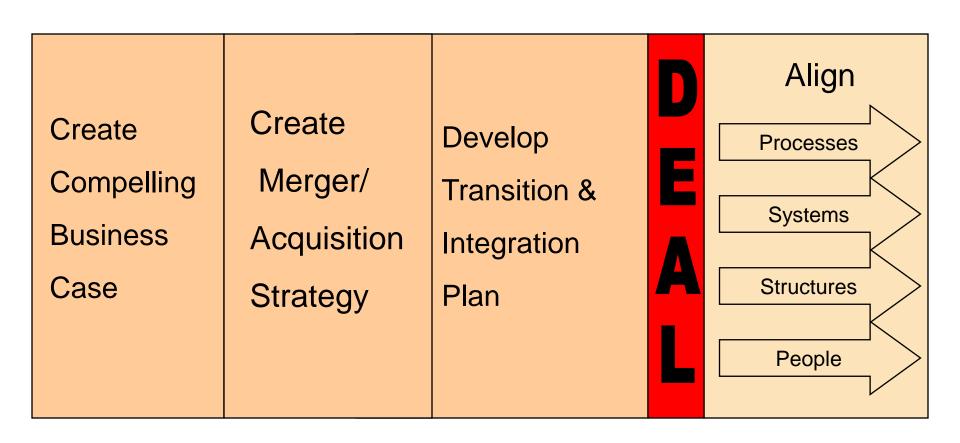
What We Know About Mergers & Acquisitions

- Less than 1/3 meet business objectives
 - Only 23% recoup the initial M or A cost
- Talent loss
 - 50% of key management in the first year
 - 75% of key management within 3 years
- Productivity drops 50%
- Primary weaknesses are paying too much and failure to rapidly integrate culture, processes, and systems

To Do A Successful Deal



M&A Process Stages

Stages

D-Day - 60±

D-Day

D-Day + 90

D-Day + 364

Stage I.

Pre-Acquisition Proposal & Analysis

Stage II.

Preliminary
Due Diligence

Stage III.

Full Due
Diligence
& Transition
Planning

E Tr

Stage IV.

Transition Implementation

Stage V. Integration

Implementation Activities

Assess cultural & leadership compatability

Technical & Bus Process assessment

Plan cultural integration

Go/no go decision

Prepare offer packages

Design transition plan

Transition processes & systems

Communicate vision & plan

Align leadership & culture

Reinforce alignment of leadership & culture

Schulz Consulting.biz

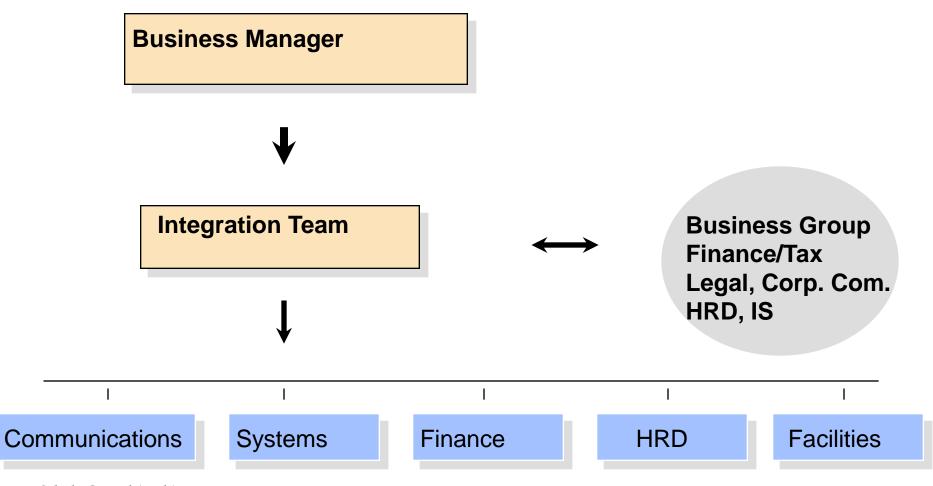
Corporate M&A Team Roles & Responsibilities

- Identify current and future business needs
- Screen potential acquisition targets
- Determine match of potential acquisition targets with our strategic business interests
- Determine potential value of acquisition
- Determine total costs of acquisition and integration
- Make "Go/No Go" decision
- Maintain focus on business value

Due Diligence Team Roles & Responsibilities

- Conduct discovery in all impacted areas
- Assess leadership and culture
- Identify key leaders and talent
- Determine costs of acquisition
- Create transition plan

M&A Integration Team Structure



Integration Team Roles and Responsibilities

- Communicate, communicate, communicate
- Rapidly transition processes and systems
- Create stability within target organization
- Facilitate strategic planning, team building, and organizational development
- Provide manager coaching on alignment, integration, retention, and restructuring

The M&A Teams

Corporate M&A Team

Due Diligence Team

Integration Team

Oversees all M&A activities	 Dedicated members Ongoing Lead by Corporate Development
Assesses acquisition targetsStarts integration planning	 Comprised of affected Business & Functional groups Ad hoc
Responsible for integration of target	Dedicated to acquisition projectIntegration team leader