

# INDICO CAPITAL MERCHANT LIMITED



2022

## OUR HISTORY ...

Rooted in history, focused on the future Indico Capital Merchant Limited builds on the successful 206-year business history of the founder family.

The founder family traces its root back to the 19th century as merchants of from the quiet village of Mossuril on the north coast of Mozambique . In 1815 the family evolved from agricultural activity and general trade to other activities, which became one important prominent company in the international market .

The family built its own companies and were founders and major shareholders of companies that have persisted to this day .

Our partnership shares the same values of alignment of interests, long-standing experience, engagement, stewardship and in-house expertise to provide clear and transparent bespoke solutions to our clients as we do for ourselves .

Creation of the Indico Capital Merchant Group :

Pre-empting the developments that would transform the general commerce, the different agricultural and livestock industries, the Makera Schroder family members or successors created several companies in 1815 that gave rise to the Indico Capital Merchant Limited Group in 2020 . And if the word "Indico" translates a tribute to the Indian Ocean and Mozambique, it is also a tribute to a founder from whom they inherited principles that follow today .

For the founder, being a warrior meant overcoming obstacles, facing difficulties and moving forward knowing that the effort would be worth it. And it also serves today as an inspiration for everyone as an example of strength, determination and determination.

## ABOUT US ...

The birth of a company-boutique .

Indico Capital Merchant Limited was born from one simple idea – a local company-boutique serving international needs . In 1815 the founders started their activities. In 2020 Indico Capital Merchant Limited opened its doors for business and started its activities in the United Kingdom, helping to trade between Europe and Africa, Asia-Pacific, China, Central and South America's . We advise, improve and invest in mid-market, small, or large companies and startups .

We are primarily corporate management, tax, finance, investments and real estate advisers with an ability to invest. We have access to capital and invest across the capital structure.

We leverage our proprietary technology-based platform to help clients identify the most relevant partner for each opportunity, as well as helping businesses capture and analyse key data to make better decisions.

“Our aim is to sit down with entrepreneurs, owners and management teams of ambitious companies and figure out a way to work with them” .

***And as Mahatma Gandhi said, "Great battles are only given to great warriors" !***

# INDICO

## **OUR APPROACH ...**

We founded Indico Capital Merchant Limited to fill a gap at the smaller end of the mid-market, that is the ability to provide SMEs with both the things they need for growth : quality advisory services and access to capital.

We are primarily corporate management, tax, finance, investments and real estate advisers, but our ability to commit capital and roll our fees, gives us a significant edge and sets us apart from the competition. We also provide wealth management services for current or exiting shareholders .

“We bring our network, creativity, structuring know-how and investor mindset” .

## **OUR VALUES ...**

We are here to build long term partnerships with clients by putting their interests first, working closely with them day-to-day and by tying our returns to their success.

"Our core values are seriousness or integrity, transparency, respect for the rules and laws of each jurisdiction and alignment" .

## **OUR TEAM ...**

We are passionate about working with entrepreneurs, founders, owners and management teams of quality mid-market, small, or large companies and startups and have a strong track record of improving businesses.

Our backgrounds are complementary and our skill set includes experience from private equity, private debt, investment banks, hedge funds and family offices .

***"It takes a great deal of boldness and a great deal of caution to make a great fortune; and when you have got it, it requires ten times as much wit to keep it, measuring risks and investing as if you were carving a piece of art"***

***Makera Schroder (1862 – 1964)***



## OUR SERVICES ...

Rooted in agricultural activity and general trade and, due to client requests, diversified over the years into a multi-sector global business and advisory business.

We focus on building highly valued relationships with individuals, corporates, institutions and Governments and embrace the way these relationships evolve the business. Today, the company supports clients across 9 divisions :

- ⊕ **AVIATION**
- ⊕ **COMMODITIES**
- ⊕ **FINANCIAL**
- ⊕ **STRUCTURED TRADE FINANCE**
- ⊕ **INVESTMENT**
- ⊕ **MINERALS AND METALS**
- ⊕ **OIL AND GAS**
- ⊕ **REAL ESTATE**
- ⊕ **TRADING / TRADE FINANCE**

- **AVIATION** - leasing, operating lease; leaseback; financing in "Pre-Delivery Payment" (PDP) and "Mezzanine"; Dry-lease, ACMI-Wet-lease and engine leasing; Ad-Hoc Lease;

- **Aircrafts** : Boeing, Airbus, Gulfstream and Bombardier (Global, Global Express XRS, Global Express, and Challenger's);

- **COMMODITIES** - minerals and non-minerals - constant changes in the commodity markets demand the right moment to identify risk, seek value and increase profitability – we have tools for analyzing and evaluating and monitoring the markets;

- **FINANCIAL** - working capital cash flow management - to improve working capital whether it is self-financing growth, reducing debt, expanding the reach of your business or improving your balance sheet; Receivables finance - financing of accounts receivable; Asset Finance: Asset finance is a way of financing capital expenditures on tangible and movable assets, using the asset as the main source of security; Operating Lease - financing solution in which the borrower leases assets and pays a lease for the use of the assets for an agreed period of time; Business Insurance - supported by our preferred partners for Business Insurance and Business Credit Insurance, with a range of coverages available, damage and disaster and protection against bad debt and unpaid bills for customers typically with an annual turnover in excess of £ 2 million ;

Indico Capital Merchant's offers a broad portfolio of advisory , with a focus on the execution of Mergers and Acquisitions (M&A) deals. With partners and independent specialists that stand out in the international mergers and acquisitions market due to their vast experience and consistent leadership position in several industry rankings, Indico Capital Merchant is a company-boutique of choice for small, medium and large companies with strategic interests in different markets.

## Solid Track Record in M&A :

Indico Capital Merchant is regularly involved in renowned transactions, maintaining a consistent leadership position in the most important industry rankings and enjoying a strong reputation as the reference company-boutique for Mergers and Acquisitions .

The vast expertise of our partners and independent specialists, across different industries and geographies, ensures the provision of superior quality services and the structuring and execution of highly successful transactions :

- ⊕ Mergers and Acquisitions ;
- ⊕ Financial Restructurings ;
- ⊕ Fairness Opinions ;
- ⊕ LBO's / MBO's ;
- ⊕ Valuations ;
- ⊕ Joint Ventures and Strategic Partnerships ;
- ⊕ Financial and Synergies Analyses ;
- ⊕ Corporate Restructurings .

### **Transforming organizations. Taking businesses to the next level.**

Well-honed capabilities and the right connections work to accelerate value, by quickly identifying and closing transactions. Our professionals work with healthy and distressed small, middle market and large companies and bring hundreds of potential strategic partners to help meet your needs .

### **We help you break out of the pack by :**

- ⊕ Assessing current performance through a detailed due diligence and financial analysis and valuation ;
- ⊕ Identifying and communicating with prospective partners ;
- ⊕ Negotiating and executing transactions from start to finish .

The options our clients need. The access to diverse potential investors our clients require.

We work to raise the necessary funds throughout the capital structure, ranging from revolving and term debt on a senior basis to subordinated / junior debt and minority equity capital.

We are experienced in raising last out and rescue financing to help manage impending maturity or liquidity issues.

Our financing services include :

- ⊕ Providing expert advice on structuring securities and satisfying capital needs ;
- ⊕ Creating marketing materials to favorably position your company and elicit high levels of interest ;
- ⊕ Negotiating key terms and covenants with capital sources, as well as negotiating inter-creditor agreements ;
- ⊕ Managing the closing process to secure financing and maximize future value .

### **Restructuring:**

Calm and steady, we bring order to chaotic business environments. Our professionals have expertise across a range of transactions, from out-of-court restructurings and Chapter 11 sales of assets and companies, to reorganizations consummated through prepackaged or pre-negotiated plans of reorganization. We represent companies, as well as creditors, throughout the restructuring process:

- ⊕ Managing negotiations with lenders, debt holders, trade creditors and official ;
- ⊕ Structuring and negotiating secured and unsecured debt facilities ;
- ⊕ Developing liquidation analyses for the "best interest" test of the Bankruptcy Code ;
- ⊕ Performing feasibility analyses on plans of reorganization ;
- ⊕ Calculating lease and executory contract rejection analyses ;
- ⊕ Conducting the fair and equitable ("cramdown" analysis) tests necessary to assess compliance .

## Project Finance :

Our partners and independent specialists are dedicated to structuring and setting up operations on a project risk basis, while being responsible for providing advice and following up the project throughout its entire life cycle.

With partners and independent experts that stand out in the international market in different types of operations, Indico Capital Merchant is an global company-boutique with a vast track record and of choice for small, medium and large companies with strategic interests in different markets and different sectors of activity :

- ⊕ Transportation and Infrastructure ;
- ⊕ Energy / Oil ;
- ⊕ Natural Gas ;
- ⊕ Health ;
- ⊕ Water and Basic Sanitation ;
- ⊕ Construction and Public Enterprises ;
- ⊕ Telecoms ;
- ⊕ Governments and Municipalities;
- ⊕ Metals and Minerals .

According to the specificities of each project / company, the Project Finance team provides a range of services initially based on the development of a financial model and on the optimization of the financing structure, in the identification and management / allocation of the various risks inherent to the project, as well as in negotiating partnership and financing solutions, in order to ensure successful operations .

## The Project Finance area is based on 3 pillars :

1. Structuring - An architecture of global solutions that, comprising products with different natures, are specifically adjusted to each project's needs. It is also possible to design specific products, as long as they optimize the project's structure and fits into the market practices ;
2. Instruments : Senior and subordinated debt, bond loan structuring operations, hybrid products, senior and subordinated debt combinations, guarantees, trading of complementary risk hedging, and negotiating financial agreements with multilateral entities ;
3. Monitoring : Follow-up and management of the project throughout its entire life cycle, acting as the key link between the company and the group of funders.

## Structured Finance :

Indico Capital Merchant relies on highly skilled professionals with extensive market experience, offering its Customers solutions that stand out for their promptness, flexibility and innovation.

- ⊕ Leverage Finance ;
- ⊕ Acquisition Finance ;
- ⊕ Debt Restructuring ;
- ⊕ Syndicated Loans .

Indico Capital Merchant area provides consultancy, structuring and setting-up services, according to a dynamic strategy whose main goal is to create value for its Customers.

According to the Costumer's specific needs and the goal of the transaction, Indico Capital Merchant seeks to develop differentiated strategies and innovative solutions, suitable for each operation.

Its activity is focused on advising and setting up structured credit operations in the corporate risk area and on cooperating with the Indico Capital Merchant network to support Companies (**namely SMEs**). Indico Capital Merchant is also responsible for managing corporate credit portfolio of some companies :

- ⊕ Advisory in establishing the financing structure that best fits with the objectives of each client . Identifying potential investors to implement the target financing structure ;
- ⊕ Senior debt ( Mezzanine Finance / Hybrid Structures ), Buy Outs, Buy Ins, Refinancing Re-Caps ;
- ⊕ Monitoring of Finance Facilities until their term, being the privileged interlocutor between the company and the lenders .

## **Advisory and Risk Management :**

Our partners and independent specialists specialized in Advisory and Risk Management that combines comprehensive know-how and vast experience in all the components related to the financial markets .

- ⊕ Advisory, coverage and structuring of solutions according to the needs of both Corporate Customers and Institutional Investors;
- ⊕ Identification of the Customer's needs in terms of market risk management, individual risk profile and custom-made solutions and strategies;
- ⊕ Regular monitoring of the critical variables that may affect the performance of the Institution and its market risk profiles.
- ⊕ Our Customers include:
  - ⊕ Companies that need coverage services;
  - ⊕ Investment funds of managing companies;
  - ⊕ Insurance companies;
  - ⊕ Pension fund managing companies;
  - ⊕ Public institutions;
  - ⊕ Other institutions.

• **INVESTMENT** - Integrated financial and investment products and services and investment and asset portfolio management; underwriting support in public and private debt and equity markets (ECM and DCM); corporate advisory services in "M&A - mergers & acquisitions, divestitures, restructurings, spin-offs, reorganizations and other corporate operations; Pre-IPO, IPO and post-IPO; support in the study, structuring and negotiation of short, medium and long-term financing operations; leverage financing and "Revolving" credit lines; "Mezzanine" financing; support in the study, negotiation, structuring and restructuring of "Liability"; support in the negotiation, structuring and negotiation of Bank Guarantees; Performance and Standby Letters of Credit & Letters of Guarantee; financial services and customized structured products; independent management of alternative investments; With the support of major investment banks and investment houses, the Rovuma Group will be able to provide support in the study, structuring and negotiation of securities: LCI (Real Estate Credit Bill - indexed or linked), CRI (Real Estate Receivables Certificate), CDB ( Bank Deposit Certificate ) and Financial Bills ;

## **Restructuring & Turnaround :**

Indico Capital Merchant can help companies stabilize financial and operational performance by addressing problems head-on and driving rapid change to preserve and create value.

## **Debt Advisory :**

Indico Capital Merchant helps companies to plan, select, source, negotiate and amend debt finance across a range of debt markets, structures and geographies.

Debt markets are more sophisticated and more complex than ever before. The Indico Capital Merchant team supports borrowers in navigating those markets.

The team comprises ex-bankers and advisors and has many years of expertise across the credit spectrum, both with experienced borrowers and those approaching the new markets for the first time. Members of the team have worked on transactions across the different types of borrowing instruments in both the private and public capital markets.

The advice stretches from optimising the capital structure and reviewing financing options through to planning and execution. Execution assistance includes identifying potential lenders and investors, presenting the credit story and negotiating the best pricing and optimal terms and conditions.

The team is well equipped to support its Private Equity and Corporate clients through the economic cycle, providing high value-add advice on debt raising, capital structure optimisation and navigating challenging situations. Deep relationships across the lender community enable clients to access a range of liquidity pools.

## **Advising Across the Spectrum of Financing Situations :**

- ⊕ Acquisition financing ;
- ⊕ Dividend recapitalisations ;
- ⊕ De-mergers and IPOs ;
- ⊕ Growth and incremental facilities
- ⊕ Accessing new debt markets and financing partners ;
- ⊕ Refinancing ;
- ⊕ Renegotiating existing facilities, including amendments and extensions ;
- ⊕ Working capital optimisation ;
- ⊕ Acquiring and optimising credit ratings .

## **Challenging Situations :**

- ⊕ Raising alternative finance ;
- ⊕ Full debt restructuring ;
- ⊕ Obstacles with debt documentation ;
- ⊕ Challenges with existing lenders ;
- ⊕ Contingency planning ;
- ⊕ Approaching government support .

## **Restructuring Advisory :**

Corporate restructurings are make or break, requiring focus on both the big picture and the smallest detail. Cash is typically tight, and time is of the essence. We are by your side, as a partner, working with your team to develop and execute restructuring plans that pave the way forward. We advise on every aspect of the process, from strategic direction to liquidity management to business plan development. Working through complex constituency relationships, we help rebuild credibility and reassure creditors that the company is taking steps to face its problems head-on as efficiently and effectively as possible.

## **Our professionals work with you to:**

- ⊕ Quarterback the restructuring process ;
- ⊕ Stabilize operations ;
- ⊕ Develop and sensitize business plans ;
- ⊕ Develop / review cost reduction initiatives and execution milestones ;
- ⊕ Implement cash conservation guidelines and controls ;
- ⊕ Facilitate communications processes ;
- ⊕ Manage creditor negotiations ;
- ⊕ Evaluate revenue enhancement opportunities ;
- ⊕ Implement operational restructuring .



In times of uncertainty and disruption, we provide experienced professionals to lead existing management teams through one of the most challenging business environments most will ever face.

## **Interim & Crisis Management :**

Providing a steady hand at the helm by Indico Capital Merchant . When guidance and stability are needed the most, companies that are in crisis, underperforming, or have underperforming divisions turn to us to fill interim management roles.

## **Interim and crisis management services :**

- ⊕ Staffing of immediate critical senior management positions ;
- ⊕ Managing communications processes with board members, management, employees, creditors, investors and other interested parties ;
- ⊕ Leading restructuring planning and administration, if required .

## **Interim and crisis management benefits :**

- ⊕ Reducing time to implement turnaround initiatives ;
- ⊕ Mitigating negative effects of executive attrition ;
- ⊕ Achieving optimal outcomes with objectivity .

## **Lender Advisory Services :**

Indico Capital Merchant offers a comprehensive range of Lender Advisory services that supports lender groups, bondholders and other investors to clearly evaluate the challenges faced when borrowers are facing difficulties in servicing their commitments. We can tailor these services to help clients reach — and act on — informed business judgments to ensure their interests are protected and improve overall recoveries.

Our approach to providing Lender Advisory services is led by senior practitioners who have helped clients navigate through these challenges many times before and have senior level relationships amongst the community of lenders, legal and other financial advisors.

## **Advice and support on stabilization of the situation including :**

- ⊕ Dealing with actual or potential covenant breaches through amendment or forbearance ;
- ⊕ Review of short-term cash flow projections and analysis of cash conservation efforts and controls ;
- ⊕ Assessment of various stakeholder positions and who should contribute towards stabilization ;
- ⊕ Evaluation of the causes of the company's problems, its business plan and financial projections, including an assessment of risks and opportunities ;
- ⊕ Assessment of the impact of sensitized financial forecasts on enterprise valuation and how this might impact on stakeholder positions ;
- ⊕ Review and assessment of options available to clients and analysis of possible outcomes including fallback planning in the event that various options cannot be implemented ;
- ⊕ Advice and support to clients on negotiation and implementation of a financial restructuring agreement ;
- ⊕ Performance monitoring following financial restructuring - throughout the whole financial restructuring process, we will provide active stakeholder management services including coordination within lender groups and also between them and the various other stakeholders .

In addition to providing these services for existing lenders we can deploy a similar approach to helping distressed debt investors evaluate whether to invest in a debt position and then how to maximize their outcome .

## **Unsecured Creditors' Advisory :**

As unsecured creditors' committees strive to maximize recoveries, they can rely upon Indico Capital Merchant to evaluate strategic options and determine the optimal path forward.

Indico Capital Merchant's full suite of service offerings positions us to address all critical issues faced by unsecured creditors' committees. We draw upon our professionals' in-depth knowledge and experience with regards to financial and operational restructuring, corporate finance, litigation support, forensic accounting and tax.

## **Working directly with unsecured creditors' committees, our dedicated team provides the following services :**

- ⊕ Liquidity assessment ;
- ⊕ Business plan evaluation ;
- ⊕ Asset and enterprise valuation preparation ;
- ⊕ Creditworthiness assessment of go-forward business ;
- ⊕ Unencumbered value identification and preservation ;
- ⊕ Avoidance action prosecution ;
- ⊕ Intercompany activity analysis ;
- ⊕ Expert testimony delivery ;
- ⊕ Stakeholder negotiation .

## **Case Management Services :**

No one understands better than Indico Capital Merchant the responsibilities companies face when preparing for bankruptcy or evaluating large-scale claims exposure.

Indico Capital Merchant's team calls upon its cross-disciplinary professionals, industry-tested processes and proprietary, state-of-the-art technology to work with your company to gather, interpret and report on all data required as part of the restructuring process. Our goal is to minimize the administrative burden on your company and employees.

## **Case Management Services differentiators :**

- ⊕ Highly trained cross-disciplinary advisers with legal, finance and information technology backgrounds ;
- ⊕ Dynamic customizable technology to minimize professional time, leverage company resources and minimize cost ;
- ⊕ Bankruptcy-Specific Case Management Services .
- ⊕ Assist with pre-filing activities, including the "Top Creditor List," master mailing matrix and data extraction necessary for first-day pleadings ;
- ⊕ Develop plan for pre and post-petition accounts payable reporting
- ⊕ Prepare Schedules of Assets and Liabilities and Statements of Financial Affairs ;
- ⊕ Preparation of Monthly Operating Reports ;
- ⊕ Organize and analyze executory contracts for assumption / rejection ;
- ⊕ Assist with analysis and computation ;
- ⊕ Estimate and model claims for solicitation process for the Plan of Reorganization ;
- ⊕ Facilitate claims reconciliation, including matching claims to scheduled liabilities, evaluating claims and preparing exhibits to objections ;
- ⊕ Analyze potential preferential recoveries ;
- ⊕ Assist with claims distribution process ;
- ⊕ Facilitate follow through of requirements under Plan of Reorganization .

## **Fiduciary Services :**

### **We provide the full range of operational and financial needs :**

- ⊕ Stabilize operations ;
- ⊕ Address liquidity challenges ;
- ⊕ Improve operational performance ;
- ⊕ Maximize asset recovery, including recommendation to operate or liquidate ;
- ⊕ Provide regulatory mandated oversight, including compliance activities ;
- ⊕ Analyze internal controls / financial reporting ;
- ⊕ Prepare financial reports and tax returns ;
- ⊕ Analyze and resolve claims ;
- ⊕ Manage sales process ;
- ⊕ Wind down company affairs .

### **We perform a complete set of investigatory and disputes services :**

- ⊕ Reconstruct financial records ;
- ⊕ Analyze inter-company / related-party transactions ;
- ⊕ Investigate fraudulent transfers / preferences and other avoidance actions / D&O ;
- ⊕ Perform solvency analyses ;
- ⊕ Analyze cause of business failure ;
- ⊕ Identify anti-corruption / funds tracing and asset identification ;
- ⊕ Evaluate contract or rejection damages ;
- ⊕ Perform asset valuation, including intellectual property ;
- ⊕ Advise on government regulatory compliance ;
- ⊕ Evaluate and pursue legal actions to maximize recoveries .

## **Insolvency Services :**

We work with management and company stakeholders in times of stress and distress to preserve value.

Our team of insolvency practitioners has a wide experience of taking insolvency appointments to a broad range of large, complex, cross border and mid-sized corporate entities.

Our team has a strong track record of delivering both financial and operational restructurings through insolvency processes and have been appointed to some of the largest and highest profile insolvencies in the international market .

We work with boards to produce contingency plans so that, where an insolvency appointment becomes necessary or unavoidable, plans are in place to efficiently deliver a restructuring or, where this is not possible, preserve and maximize value.

Backed by the expertise of our wider restructuring business unit, we provide operational direction for your organization across the full insolvency framework .

## **Global Transaction Advisory :**

Indico Capital Merchant provides investors and lenders the answers needed to get the deal done. We combine our firm's deep operational, industry and functional resources with quality financial accounting and tax expertise to assess key deal drivers and focus on the root cause of any critical deal issues.

The largest transaction advisory practice outside the Big Four, our global integrated teams help private equity, hedge fund and corporate acquirers unlock value across the investment lifecycle.

## Financial due-diligence :

The insights the client need to make the right investment decisions . Indico Capital Merchant's Global Transaction Advisory Unit provides investors and lenders the answers they need to get the deal done by combining our firm's deep operational, industry and functional expertise .

Our global team is comprised of only experienced lawyers, engineers from different areas and specialties, and Chartered Accountants who deliver a tailored and scalable approach to work with private equity, hedge fund and corporate acquirers.

Unrestricted by audit-based conflicts, we gather, synthesize and analyze the quality of a target's earnings and its working capital requirements as well as identify debt-like and key value considerations. Our professionals quickly assess and communicate key valuation and transaction considerations to investors and management teams, to avoid issues throughout the deal process.

We have deep transaction experience in industries including but not limited to manufacturing, distribution, consumer, retail, restaurants, business and industrial services, as well as dedicated teams for healthcare, financial services, software and technology, and energy.

With senior level deal professionals involved in every aspect of the transaction, you can expect real-time communication on key deal drivers and an intense focus on the root cause of any critical deal issues.



## We provide expertise in areas including :

- ⊕ Assessing the quality of a target's earnings including the identification of non-recurring, out-of-period, non-cash, run-rate, pro forma, or other items that impact EBITDA ;
- ⊕ Analyzing the composition of a target's net working capital and associated trends ;
- ⊕ Understanding the composition of a target's balance sheet, including quality of assets, the target's balance sheet and potentially any debt-like items ;
- ⊕ Critiquing the quality of financial reporting, controls and systems
- ⊕ Identifying key business drivers, trends in profitability and associated risks such as adverse developments and concentration issues ;
- ⊕ Providing input into the purchase agreement and other transaction documents to capture important items found during due diligence ;
- ⊕ Reviewing closing cash, net working capital, indebtedness, transaction expenses and other purchase price mechanism calculations .

## Equity Capital Markets :

Extensive experience from our partners and independent experts, track record and execution capabilities in Equity Capital Market transactions, including equities and equity linked products.

Equity Capital Markets - Areas of expertise :

- ⊕ Initial Public Offers ;
- ⊕ Rights Offers / Retail and Institutional Offers ;
- ⊕ Private Placements ;
- ⊕ Tender Offers / Public Exchange Offers ;
- ⊕ Listings ;
- ⊕ Privatizations ;
- ⊕ Equity-Linked Offers ;
- ⊕ Real Estate Investments / Real Estate Investment Funds .

Indico Capital Merchant's partners and specialists have consistently maintained a leading position in different Capital Markets, evidencing significant experience in coordinating operations with international exposure. The execution capacity of Indico Capital Merchant's partners and specialists is based on four fundamental pillars :

1. Experience and global skills in ECM transactions' execution and has acted as Global Coordinator and Bookrunner in the most relevant transactions that have taken place in the past and has participated in large-scale and highly complex transactions;
2. Access to a multi-local distribution platform with high capillarity ;
3. Success in placement of market offerings and privileged access to different types of investors in various geographic regions ;
4. Track record of success in ECM transactions and also has a vast experience in equity capital markets transactions, including Initial Public Offerings, Rights Issues, Tender Offers, ABBs, among others.

## **Structured Finance & Capital Equipment Valuation :**

Indico Capital Merchant can help companies optimize their financing structure and value critical capital assets.

## **Structured Finance Valuations :**

When you require a valuation of your equipment and facilities, Indico Capital Merchant is the best partner. If you're seeking a leader in green energy valuations, look to us.

Our team works with you to provide lease appraisals, asset-based financings, partnership structures and project finance. We know the valuation terrain across asset classes, working with power, oil and gas, automotive, high-tech manufacturing, construction, dairy, over-the road, rail and aircraft companies.

We understand public / private partnership financing nuances. We put our experience of valuing transport infrastructure assets, utilities and facilities to work for clients . We appraise a full range of assets for structured financings, including "true tax," off-balance sheet, leveraged and single-investor leases, plus debt and collateral financings, portfolio valuations and end of lease negotiation.

## **Capital Equipment Valuation :**

Whether you are making a strategic investment, disposal decision or simply need a valuation to fulfill a compliance requirement, Indico Capital Merchant provides the accuracy you need. We value machinery, equipment and other personal property, as well as real estate assets and one-of-a-kind facilities. We offer "full valuation" with in-depth due diligence procedures, including site inspections and individual asset analysis, as well as "desktop analysis" using your data to complete the valuation.

## **Other complementary services :**

- ⊕ Transactional services relating to the sale or purchase of a business and / or its tangible assets (purchase price allocations, asset impairment and due diligence tax service)
- ⊕ Tax-related services (tax planning, and state and local tax planning) ;
- ⊕ Insurance placement (insurable replacement costs) ;
- ⊕ Planning and advisory ;
- ⊕ Liquidation analyses .

## **Complex Financial Instruments :**

### **Tailored Solutions :**

Due to the unique structure of many complex securities, models must often be specifically tailored to arrive at reasonable and supportable values. At Indico Capital Merchant, we have experience with dealing with a wide variety of needs and can develop efficient solutions to meet your deadlines. Specific areas of expertise include :

- ⊕ Embedded Derivatives / Warrants ;
- ⊕ Convertible Issuances ;
- ⊕ Debt / Structured Products ;
- ⊕ Stock-Based Compensation ;

Indico Capital Merchant provides the certainty you need: a controlled and objective solution for fair value reporting and hedge accounting that mitigates your risk.

### **Financial & Tax Reporting :**

Fair value accounting and tax reporting standards are continually evolving and becoming more complex, with value measurements attracting greater scrutiny from regulators than ever before. We take away the guesswork related to compliance and risk management and help you assess value in complex situations.

### **Best-in-class support :**

We build integrity and accuracy into fair value and fair market value estimates while developing and implementing controls that reduce your reporting risks. We help you accurately report fair / fair market values for business combinations, share-based compensation reporting, impairment testing and measurement, fresh-start accounting, related-party transactions to name a few.

## **A track record of success :**

We are supported by a technical accounting team and the largest independent tax practice outside of the global accounting firms, to monitor accounting pronouncements, tax regulations and assist with interpretation of rules, standards and regulations. We have successfully completed multinational, multi-billion-dollar financial reporting assignments involving different accounting standards, as well as the most complex domestic and international tax valuations for reorganizations, restructurings, carve-outs and spinoffs.

### **Specific services include :**

- ⊕ Pre-deal independent valuation and pricing support ;
- ⊕ Business combinations (allocation of purchase price) ;
- ⊕ Inventory ;
- ⊕ Intangible assets valuations ;
- ⊕ Real and personal property ;
- ⊕ Non-controlling interests ;
- ⊕ Deferred revenue ;
- ⊕ Contingent consideration ;
- ⊕ Fresh start accounting ;
- ⊕ Impairment testing of goodwill and long-lived assets ;
- ⊕ Equity securities issued as compensation ;
- ⊕ Intellectual property ;
- ⊕ Golden parachute exclusions – non-compete agreements ;
- ⊕ Complex financial instruments .

### **Divestiture Service :**

Whether you're selling a complete company, carving out a division or preparing for a public offering, Indico Capital Merchant can provide the necessary divestiture support to maximize exit value and allow management to focus on maintaining business performance.

## **Careful assessment to evaluate your IPO readiness and ensure alignment :**

Transforming from a private to a public company presents various operational, accounting and financial reporting challenges. Indico Capital Merchant professionals can perform a detailed current state assessment and provide actionable recommendations to ensure a clear path forward for transforming from a private to public company.

Our assessment focuses on the sufficiency of: accounting and reporting policies, processes and systems; accounting, finance and tax staff; financial statements and disclosures; and the internal control environment.

Throughout the IPO process and beyond, your company will be subject to greater scrutiny and regulatory reporting requirements that will require substantial effort to maintain. The most significant change is the requirement to close the books and file quarterly and annual financial statements on an accelerated timeline.

We help ensure the timeliness and accuracy of these filings by improving the financial reporting infrastructure, including strengthening the financial reporting team, selecting and implementing reliable technology, and building SOX and COSO compliant processes.

Unrestricted by audit-based conflicts, our team provides dedicated, hands-on resources throughout the IPO process — working with your management team, auditors, attorneys and underwriters to ensure quality, timely results without duplicating efforts. Our experienced team can help ensure the efficient execution of S-1 preparation and accuracy of the required complex disclosures. We also help management address issues raised in the audit, comfort letter and of regulatory entities review processes.

## **Sell-side and vendor due diligence: In-depth analysis to unlock potential value .**

The Global Transaction Advisory Unit professionals will partner with company's management team to prepare the company for a private sale process. Our teams will assist management with the extraction of financial data, read and analyze this data, review audit work papers, and help you understand the significant facets of the business and financial statement trends.

We bring a balanced approach to identify, assess and report on key valuation considerations such as the quality of the company's earnings and its working capital requirements, and we highlight key valuation considerations from the perspectives of both the seller and potential bidders.

Our financial accounting professionals will also team with our tax, information technology, commercial, operational, and human capital resources to identify and unlock potential value in other areas, for example, through the assistance of tax structuring considerations or the implementation and quantification of operational improvement initiatives.





## **Advantages of Sell-Side and Vendor Due Diligence with Indico Capital Merchant include :**

- ⊕ Maximizing exit value through the early and thorough identification of adjustments to EBITDA and working capital, assisting with tax structuring considerations, and unlocking value through operational improvements ;
- ⊕ Enabling a more efficient sale process with a greater number of bidders / more competition ;
- ⊕ Avoiding surprises by identifying issues through the lens of prospective bidders ;
- ⊕ Proactive and early input into key documents, including sale and purchase agreements, transition services agreements and supply agreements ;
- ⊕ Avoiding transaction bottlenecks due to data constraints by creating organized and robust data books and other data room information and materials ;
- ⊕ Proactive supervision of the process including delivery of information to bidders in a controlled manner .

## **Litigation & Dispute Valuation Services :**

Disputes over the value of a business or other ownership interests are sometimes unavoidable. The accurate assessment of economic impact and value and damages in these legal matters often depends on sophisticated analytic, economic, financial and quantitative analysis.

A seasoned and successful team. Our respected professionals serve as experts in litigation, arbitration and mediation in local, state, federal and national courts as well as with international arbitrations. We have quantified damages for loss of business value, disputed business value, corporate and securities claims, labor and employment disputes, and lost profits in matters successfully resolved in and out of court.

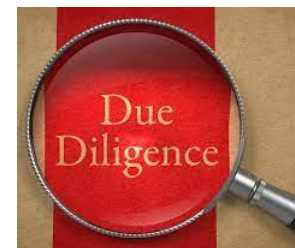
Our independent, objective written reports and verbal testimony reinforce your legal position. We support companies and their attorneys through case assessment strategies and expert reports that quantify economic loss or damages, settlement negotiations and alternative dispute resolution and economic evidence.

## **Areas of activity of our specialists :**

- ⊕ Business and contractual disputes, including enterprise valuations, shareholder conflicts, diminution of value claims, purchase price disputes and damage calculations ;
- ⊕ Insurance claims on both business and asset values ;
- ⊕ Tax-related conflict ;
- ⊕ Solvency analysis (retrospective) ;
- ⊕ Marriage dissolutions .

## **Indico Capital Merchant created an Arbitration Unit or of dispute resolution by arbitration, having as object :**

- ⊕ Promote and disseminate the resolution of disputes through arbitration or alternative means of resolving disputes, through the organization and sponsorship of actions for the dissemination, study and deepening of matters related to litigation of an economic nature ;
- ⊕ Administer institutionalized arbitrations and alternative dispute resolution processes in matters of an economic, public or private, internal or international nature;
- ⊕ Provide services related to the administration of arbitrations.





## **Corporate Transformation :**

The economic crisis caused by the pandemic Covid 19 is prompting every company to rethink their business. With execution skills honed from decades of restructuring experience, Indico Capital Merchant can help CEOs and boards who are facing tough situations drive sustained and substantial improvement initiatives at a scale and pace that conventional approaches cannot match.

## **Restructuring Enterprise Portfolios :**

Indico Capital Merchant pairs deep operational, industry and functional expertise with leading financial, accounting and tax services to help management teams and boards evaluate their business portfolio with fresh eyes. We help clients assess current business models and cost structures and enable them to make the right decision at the right time to transform the business.

## **Our services include :**

- ⊕ Integration Planning and Execution Support: Plan and execute integration activities to accelerate M&A business transitions, realize deal synergies and avoid business disruption ;
- ⊕ Core Asset Performance Improvement: Enhance core assets through targeted performance improvement, synergy capture, restructuring and interim management ;
- ⊕ Non-core Asset Disposal: Assess portfolio to determine core and non-core assets. Define and implement aggressive short-term improvements and develop and execute strategic divestiture, carve-out or IPO / spin off plans ;
- ⊕ Distressed Asset Mitigation: Isolate and mitigate impacts of distressed assets and develop and execute a plan for disposal, including financial, operational and tax strategies ;
- ⊕ Stranded Cost Reduction: Right-size corporate overhead costs to fit the new operating model and become more cost competitive.

## **Wine Management :**

Fine wine is offering many investors a stable and reliable growth alternative over the mid to long term.

At Indico Capital Merchant we believe in transparency and access to information, which is why we make information readily available to all clients. Our online portfolio system makes monitoring the performance of your portfolio effortless and, in conjunction with our experienced portfolio managers, allows you to understand the progress you have made, translating into informed decision making and improved progression within the market.

We specialise in small production, high quality wines, offering you a route of diversification away from more traditional areas such as property, currencies, equities and bonds. The utilisation of global trading platforms has enabled wines to be traded quickly and efficiently to collectors, connoisseurs and consumers all over the world, whilst at the same time illustrating how demand for the top products has risen consistently.

Whether you are a newcomer to the world of fine wine or looking to discuss an existing portfolio, we will provide you with all the necessary pre-requisites in order for you to optimise all aspects of this progressive, alternate market.

Some investors have invested in wines, but after getting to know Indico Capital Merchant, they buy exclusively through Indico Capital Merchant due to the fact that our investment bankers know how to listen and execute deals that are aligned with a strategy that is in place .

## **Non-Performing Loans (NPLs) :**

Non-Performing Loans (NPLs) remain a major economic challenge in both emerging and mature markets . Many assume that these bad debts are beyond recovery, or that enforcement action is not commercially viable. Working with banks and investors in distressed assets, we identify viable NPLs and develop and implement strategies that drive financial recoveries.

Focus on secured and unsecured consumer and SME debt including performing, semi-performing and non-performing assets, residential and commercial mortgages, unsecured loans, bankruptcy proceedings, trade and other receivables.

Partners share investment values, bring to each other sector and/or geographical expertise and combine resources to perform due diligence and validate investments. Each investment theme is managed by a dedicated, full time, best in class team with fully aligned interests.

## **Distressed Debt & NPLs**

Unfulfilled responsibilities can prevent you from obtaining additional loans and increase the pressure on your family budget. We want to help you regain control over your finances by providing a payment plan that allows a healthy balance between the value of the debt and the budget you have available.

Indico Capital Merchant' investment strategies adhere to five inter-related principles: Flexibility, Innovation, Risk Management, Discipline, and Transparency. Individually, each principle represents a smart approach to profitable asset identification and management. Collectively, they are a best-in-class strategic approach that allows us to successfully deploy capital and human resources in diverse market conditions across a variety of geographic regions and investment sectors.

## **Wealth Management**

### **Global :**

We focus on wealth preservation . Our clients are families and entrepreneurs who have worked hard to build their wealth.

They are looking to preserve and grow the real value of their capital. We seek to be sensible custodians of capital, managing our clients' money as if it were our own.

Being family-controlled and independent, we have the freedom to make decisions impartially, focused on generating the best returns.

### **Services :**

We build strong and active partnerships with our clients and provide broad advice on navigating the financial world. And we have the support of leading investment houses, investment banks, independent wealth managers and family offices .

## **Asset Management :**

An independent long-term perspective in innovative investment solutions, designed around the needs of each and every client.

Asset Management offers an independent long-term perspective in bespoke asset management solutions, designed around the needs of each and every client.

We are a global multi-specialist asset manager, delivering bespoke investment management and advisory services to institutional clients, financial intermediaries, and third-party distributors.

## **Complementary expertise :**

Our complementary fields of expertise include: Active/conviction Management, Open Architecture Solutions and Risk-Based Solutions.

Resolutely client-first, we know that consistent performance can only be realised in the long term.

While other asset managers are involved in proprietary trading and brokerage activities, we are truly different independent in our security selections. This way, we can pursue long-term strategies that are free from conflict of interest and build truly lasting partnerships with our clients.

## **Family Office :**

Indico Capital Merchant Limited has a United Kingdom-based **family office** business unit with a global investment mandate, supporting clients in diversified portfolio management of non-conventional and non-conventional fixed income instruments and direct private credit .

The family office and asset management and wealth management business unit is supported by major market players including investment houses, investment banks, family offices and independent experts.

Our mission is to offer integrated and multidisciplinary consultancy, able to provide a tangible added value to the client and a high capacity to adapt to any situation. This requires, for our partners, constant updating to evolving regulations and new management technologies.

Indico Capital Merchant Limited employs a disciplined principles-based value investing approach accompanied by conservative risk and liquidity management systems and tools .

We do it because Indico Capital Merchant Limited seeks to preserve family wealth across generations through various economic cycles, volatility regimes and low probability events focusing on delivery of consistent above average real returns .

Indico Capital Merchant Limited is an independent private company-boutique that now boasts the international reach group along with a stronger regional base, and benefits from the involvement of members of the family and partners in the strategic guidance, as well as the significant decision making .

We are independent entrepreneurs: our family-owned model and entrepreneurial spirit enable us to build close, trust-based relationships with our clients over the long term. It is this that makes us unique and is part of our DNA as a family-owned company . Our focus on building high-quality client relationships is rare, and underpins the trust that our clients place in us, often from one generation to the next. We are accountable to them for the valuation of their assets and to ensure that their investments are safe, with all the confidentiality required by our profession.

- **MINERALS AND METALS** - Study, geological research, exploration, opening and operation and exploration of mines and material processing: iron ore, pellets, nickel, fertilizers, copper, manganese and ferroalloy;
- **OIL AND GAS** - study, construction, sale, charter, operation and maintenance of offshore drilling rigs for deep waters; Offshore drilling and sale, chartering / leasing, operation and maintenance of various platforms; semi-submersibles; sale, chartering / leasing and operation of Tugboats for services to support maneuvers such as docking and unberthing of ships in ports; special operations (ocean towing, offloading operations) ;

- **REAL ESTATE** - Investment consultancy and real estate services - real estate assets - investment operations, divestment, securitization and monetization of real estate assets; real estate consultancy and valuation; workplace consultancy; operational consultancy; facilities management; study, structuring, negotiation and inspection of infrastructure projects; strategic consulting; support in managing contracts, projects and corporate facilities; support in transaction management; study, structuring, negotiation and execution of "Distressed Debt" operations;
- **TRADING / TRADE FINANCE** - Products aimed at foreign trade and risk management - letters of credit, bank guarantees, collections, forfaiting, export prepayment and short-term import and export financing - foreign trade operations.

We provide merger and acquisitions (M&A), strategy and financing advice, as well as investment and wealth management solutions to large institutions, families, individuals and governments, worldwide.

Our talented partners around the world have a strong track record of outstanding execution in other business lines : Global Advisory, Wealth and Asset Management, and Merchant Banking Services . And without being a bank !

It is this combination of scale, local knowledge and intellectual capital that allows us to provide a distinct perspective and effective long-term solutions for our partners.



## HISTORY OF MERCHANT BANKING .

**A company-boutique that looks like a bank but is not just provides some merchant banking services !**

From its humble origins in the mercati (market places) of medieval Italy, where commodity merchants traded from their banci (benches) in cloth and grain, merchant banking has evolved over the centuries. Its activities widened and powerful family-owned merchant banks were established in the late 18th and 19th centuries, many of which remain famous names today, such as the French-English Rothschild family and the Baring brothers in London.

The growth of merchant banking continued into the 20th century, both in Europe and the United States . In the years leading up to the Millennium, many smaller firms were merged into larger banks and corporations. No one could have predicted the sudden demise of the even most established merchant banks that was to come.

Today, a modern version of the merchant bank has begun to emerge, with the traditional model reimagined for the 21st century with a contemporary twist. Modern merchant can offer a much wider array of activities than our medieval counterparts, while appealing to discerning investors, funds and companies with our differentiated model and fintech approach . We just want to provide products and services in a faster and more efficient way.

## CONTACT US :

Our headquarters are located in the United Kingdom . We also have offices and business partners in around 50 countries.

We will not be dedicated to a retail company, nor will we focus on a physical distribution network for our products and services. We will not have mass growth or large-scale sales goals, thus avoiding conflicts of interest. Preserving the independence of Indico Capital Merchant to better serve the individual interests and needs of each client is very important to us. It was the path that Indico Capital Merchant has followed since 1815.

In our company, customers solve everything wherever they are. Or, our specialists, partners or bankers go wherever our customers are !

To protect our partners and our fellow employees and help reduce the spread of Coronavirus, all of our offices are closed to visitors from the general public at this time.

There are lots of ways to get in touch with Indico Capital Merchant Limited . If you have a question, comment or feedback you'd like to share, please send us an e-mail using the address provided below .

[info@indicocapitalgroup.com](mailto:info@indicocapitalgroup.com)  
[www.indicocapitalgroup.com](http://www.indicocapitalgroup.com)