# **Exhibits**

[Acq.Co. Holdings Ltd.]
Valuation of Certain Intangible Assets of [ABC Corporation]
for ASC 805 Purposes
Valuation as of 31 March 20XX

Signed By: Dated: December 16, 2020

#### [ABC Corporation]

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**Summary of Values** 

Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Fair Value	Indicated	%
Purchase Consideration		
Equ	ity 88,024	98.90%
Ass	umed Debt 976	3 1.10%
Total Purchase Consideration	89,000	100.00%

Tangible Assets			
	Operating Working Capital	2,073	2.33%
	Property and Equipment, Net	7,754	8.71%
	Net Non-Current Assets	8,591	9.65%
	Total Tangible Assets	18,419	20.70%
Intangible Assets			
	Trade Name and Trademarks	3,959	4.45%
	Technology	28,309	31.81%
	Noncompete Agreement	917	1.03%
	Assembled Workforce	9,916	11.14%
	Total Intangible Assets	43,101	48.43%
	Implied Goodwill	27,481	30.88%
Purchase Consideration to be Allocated		89,000	100.00%

Exhibit: A

# Rates of Return

#### Exhibit: B

#### Weighted Average Return on Assets

#### Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

	Recommended Fair Value	After-tax return	Weighted return
Tangible Assets			
Required Net Wo	C 3,165	5 3.3%	0.1%
PPE, Ne	et 7,754	4.1%	0.3%
Net Non-Current Asset	s 8,59 <sup>-</sup>	1 4.8%	0.5%
Total Tangible Assets	19,510	)	0.9%
Identified Intangible Assets			
Trade Name and Trademarks	3,959	9 15.5%	0.7%
Technology	28,309	9 15.5%	4.9%
Non-compete Agreements	917	7 15.5%	0.2%
Assembled Workforce	9,916	5 15.5%	1.7%
Total Identified Intangibles	43,10 <sup>-</sup>	1	7.4%
Implied Goodwill	27,48	1 22.5%	
Total Purchase Consideration	90,092	2	15.2% <
		_	15.5% <
Excess (Deficit) Working Capital	(1,092	)	15.5% <
Total Purchase Consideration	89,000	Ö	

[ABC Corporation]

**Weighted Average Cost of Capital** 

Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Target Capital Structure	% Value
Equity	78.4%
Assumed Debt	21.6%
After-tax cost of debt	100.0%

Cost of Debt		
Prime Borrowing Rate	(a)	3.5%
Expected income tax rate		26.1%
After-tax cost of debt		2.6%

Cost of Equity		
Selected asset beta		0.89
Debt to equity market value	(b)	27.5%
Expected income tax rate		26.1%
Risk-free rate	(c)	1.2%
Re-levered beta		1.07
Market equity risk premium	(d)	5.2%
Company specific risk premium		6.0%
Size risk premium	(e)	6.1%
Cost of equity capital		18.9%

Weighted average cost of capital					
Debt	21.6%	2.6%			
Equity	78.4%	18.9%			
WACC		15.4%			
WACC(Rounded)		15.5%			

Notes::

(a) Source: Prime rate

(b) Based on assumed Debt/Equity Structure of [ABC Corporation]

(c) Source: Federal Reserve Board statistical release as of: 31 Mar 20xx

(d) Equity risk premium based on academic studies by Aswath Damodaran. Dated: January 1, 20xx

(e) Small stock risk premium based on Duff & Phelps Systemic risk Premium Table

Exhibit: C

**Beta Calculation** 

Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Guideline Public Companies	Equity beta	Total debt	Equity market value	Debt/equity market value	Income tax rate	Asset beta
Company 1	1.19	2,571	12,120	0.21	26.1%	1.03
Company 2	1.02	517	7,343	0.07	26.1%	0.97
Company 3	0.95	1,072	4,662	0.23	26.1%	0.81
Company 4	1.20	1,177	2,320	0.51	26.1%	0.87
Company 5	1.05	688	3,442	0.20	26.1%	0.91
Company 6	0.90	960	2,233	0.43	26.1%	0.68
Mean				0.27		0.88
Median				0.22		0.89

Beta Selected	0.89
Beta Selected	0.89

Exhibit: D

#### **Internal Rate of Return**

#### Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

		Apr 1 to							
		Dec 31		Projection	Projections for Years Ending December 31				Terminal
		20xx	20xx	20xx	20xx	20xx	20xx	20xx	
Total Company Revenue		24,713	34,705	36,901	39,486	42,260	44,373	45,705	47,076
Cost of Sales		(2,966)	(4,165)	(4,428)	(4,738)	(5,071)	(5,325)	(5,485)	(5,649)
Gross Profit		21,748	30,540	32,473	34,748	37,189	39,049	40,220	41,427
Operating expenses (excl. Dep.)		(11,121)	(15,617)	(16,605)	(17,769)	(19,017)	(19,968)	(20,567)	(21,184)
EBITDA		10,627	14,923	15,867	16,979	18,172	19,081	19,653	20,243
Depreciation and Ammortization		(741)	(1,041)	(1,107)	(1,185)	(1,268)	(1,331)	(1,371)	(1,883)
Pre Tax Income		9,885	13,882	14,760	15,795	16,904	17,749	18,282	18,360
Less: Tax	26.1%	(2,584)	(3,629)	(3,858)	(4,129)	(4,419)	(4,640)	(4,779)	(4,799)
Net Income		7,301	10,253	10,902	11,666	12,485	13,110	13,503	13,560
Add: Depreciation		741	1,041	1,107	1,185	1,268	1,331	1,371	1,883
Add/(less): Changes in DFNWC		(1,222)	(175)	(220)	(259)	(277)	(211)	(133)	(137)
Less: Capital expenditures		(989)	(1,388)	(1,476)	(1,579)	(1,690)	(1,775)	(1,828)	(1,883)
Debt-free cash flow		5,832	9,731	10,313	11,012	11,785	12,455	12,913	13,423
Cumulative years		0.750	1.750	2.750	3.750	4.750	5.750	6.750	
Mid-Year Period		0.375	1.250	2.250	3.250	4.250	5.250	6.250	
Present Value Factor	15.5%	0.9473	0.8350	0.7229	0.6258	0.5417	0.4689	0.4060	
Present Value of cash flows		5,525	8,125	7,455	6,891	6,384	5,841	5,242	

Fair Value (rounded)	89,000
Subtotal	89,000
Present value terminal cash flow	43,537
Present value discrete cash flows	45,464

Total Purchase Consideration	89,000
Total I alonado donoladiation	33,000

Terminal value calculation	
Terminal cash flow	13,423
Long Term Growth Rate	3.0%
Capitalization Factor	12.5%
Present value of terminal cash flow	43,537

Exhibit: E

## **Financial Statements**

**Historical Income Statement** 

Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Income Statement						Period ended:
		20xx	20xx	20xx	20xx	31 Mar 20xx
Revenue						
Revenue from sale of devices		17,271	18,598	19,351	20,845	5,440
Revenue from app subscriptions		10,369	10,397	10,383	10,370	2,798
Total Revenue		27,640	28,995	29,734	31,215	8,238
Cost of revenue		(11,842)	(12,053)	(11,076)	(10,448)	(3,145)
Gross Profit		15,798	16,942	18,659	20,767	5,092
Operating expenses (excl. Dep.)						
General and administrative		(7,761)	(8,148)	(7,400)	(7,417)	(1,946)
Sales and marketing		(2,479)	(4,636)	(4,715)	(5,075)	(745)
Research and development		(2,250)	(2,290)	(2,425)	(2,731)	(871)
Total Operating expenses		(12,490)	(15,073)	(14,540)	(15,223)	(3,562)
EBITDA		3,308	1,868	4,119	5,544	1,530
Depreciation		(1,377)	(1,236)	(1,403)	(1,191)	(238)
Amortization		Ö	0	Ó	0	Ô
EBIT		1,931	632	2,715	4,353	1,293
Taxes	26.1%	(505)	(165)	(710)	(1,138)	(338)
Net Income		1,426	467	2,006	3,215	955
Selected performance metrics						
Revenue growth from sale of devices		n/a	7.7%	4.1%	7.7%	n/a
Revenue growth from app subscriptions		n/a	0.3%	(0.1%)	(0.1%)	n/a
Revenue growth		n/a	4.9%	2.6%	5.0%	n/a
EBITDA growth		n/a	(43.5%)	120.5%	34.6%	n/a
EBIT growth		n/a	(67.3%)	329.7%	60.3%	n/a

Exhibit: F.1

#### **Historical Income Statement - CommonSize**

#### Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Income Statement Common Size					Period ended:
	20xx	20xx	20xx	20xx	31 Mar 20xx
Revenue					
Revenue from sale of devices	62.5%	64.1%	65.1%	66.8%	66.0%
Revenue from app subscriptions	37.5%	35.9%	34.9%	33.2%	34.0%
Total Revenue	100.0%	100.0%	100.0%	100.0%	100.0%
Cost of revenue	(42.8%)	(41.6%)	(37.2%)	(33.5%)	(38.2%)
Gross Profit	57.2%	58.4%	62.8%	66.5%	61.8%
Operating expenses (excl. Dep.)					
General and administrative	(28.1%)	(28.1%)	(24.9%)	(23.8%)	(23.6%)
Sales and marketing	(9.0%)	(16.0%)	(15.9%)	(16.3%)	(9.0%)
Research and development	(8.1%)	(7.9%)	(8.2%)	(8.7%)	(10.6%)
Total Operating expenses	(45.2%)	(52.0%)	(48.9%)	(48.8%)	(43.2%)
EBITDA	12.0%	6.4%	13.9%	17.8%	18.6%
Depreciation	(5.0%)	(4.3%)	(4.7%)	(3.8%)	(2.9%)
Amortization	0.0%	0.0%	0.0%	0.0%	0.0%
EBIT	7.0%	2.2%	9.1%	13.9%	15.7%
Taxes	(1.8%)	(0.6%)	(2.4%)	(3.6%)	(4.1%)
Net Income	5.2%	1.6%	6.7%	10.3%	11.6%

Exhibit: F.2

#### **Historical Balance Sheet**

#### Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Balance Sheet		As of December	er 31,		3/31/20xx		
	20xx	20xx	20xx	20xx	20xx		
Current Assets							
Cash and Cash Equivalents	11,146	10,276	13,017	13,066	13,802		
Marketable Securities	2,797	3,765	3,830	3,624	3,013		
Inventories	3,583	3,618	3,698	3,703	3,602		
Accounts Receivable	2,824	2,879	2,618	2,397	2,270		
Prepaid Expenses and Other Current Assets	268	251	285	295	299		
Total Current Assets	20,618	20,788	23,449	23,086	22,986		
Non-Current Assets							
Land and Building	18,323	18,830	19,346	19,351	19,356		
Plant and Equipment	15,404	17,443	17,394	17,594	17,922		
Accumulated Depreciation	(6,100)	(7,336)	(8,739)	(9,931)	(10,168)		
Net Plant Property and Equipment	9,305	10,107	8,655	7,663	7,754		
Other Assets	11,802	13,164	14,440	14,251	14,063		
Total Non-Current Assets	39,430	42,101	42,440	41,265	41,173		
Total Assets	60,048	62,889	65,889	64,351	64,159		
Current Liabilities							
Accounts Payable	1,829	2,008	2,050	1,773	1,496		
Current Portion of Long-term Debt	334	351	317	213	210		
Salaries and Benefirs Payabe	1,008	1,084	1,181	979	928		
Deferred taxes	334	351	466	326	236		
Other Current Liabilities	5,582	5,964	5,199	4,775	4,450		
Total Current Liabilities	9,086	9,759	9,213	8,067	7,321		
Non-Current Liabilities							
Long-Term Debt	1,038	1,148	929	829	766		
Noncurrent deferred revenue	1,165	1,058	1,272	1,172	1,383		
Noncurrent operating lease liabilities	966	1,166	766	666	871		
Other Long-Term Liabilities	6,011	6,003	6,019	3,119	3,218		
Total Non-Current Liabilities	9,180	9,374	8,986	5,786	6,238		
Total Liabilities	18,266	19,133	18,199	13,853	13,559		
Shareholders Equity	41,782	43,756	47,690	50,499	50,600		
Total Liabilities and Shareholders Equity	60,048	62,889	65,889	64,351	64,159		
Working Capital	11,532	11,029	14,235	15,019	15,665		
Cash-Free, Debt-Free Net Working Capital	720	1,104	1,535	2,166	2,073		

#### **Historical Balance Sheet - CommonSize**

#### Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Balance Sheet		As of Decemb	er 31,		March 31,
	20xx	20xx	20xx	20xx	20xx
Current Assets					
Cash and Cash Equivalents	18.6%	16.3%	19.8%	20.3%	21.5%
Marketable Securities	4.7%	6.0%	5.8%	5.6%	4.7%
Inventories	6.0%	5.8%	5.6%	5.8%	5.6%
Accounts Receivable	4.7%	4.6%	4.0%	3.7%	3.5%
Prepaid Expenses and Other Current Assets	0.4%	0.4%	0.4%	0.5%	0.5%
Total Current Assets	34.3%	33.1%	35.6%	35.9%	35.8%
Non-Current Assets					
Land and Building	30.5%	29.9%	29.4%	30.1%	30.2%
Plant and Equipment	25.7%	27.7%	26.4%	27.3%	27.9%
Accumulated Depreciation	(10.2%)	(11.7%)	(13.3%)	(15.4%)	(15.8%)
Net Plant Property and Equipment	15.5%	16.1%	13.1%	11.9%	12.1%
Other Assets	19.7%	20.9%	21.9%	22.1%	21.9%
Total Non-Current Assets	65.7%	66.9%	64.4%	64.1%	64.2%
Total Assets	100.0%	100.0%	100.0%	100.0%	100.0%
Current Liabilities					
Accounts Payable	3.0%	3.2%	3.1%	2.8%	2.3%
Current Portion of Long-term Debt	0.6%	0.6%	0.5%	0.3%	0.3%
Salaries and Benefirs Payabe	1.7%	1.7%	1.8%	1.5%	1.4%
Deferred taxes	0.6%	0.6%	0.7%	0.5%	0.4%
Other Current Liabilities	9.3%	9.5%	7.9%	7.4%	6.9%
Total Current Liabilities	15.1%	15.5%	14.0%	12.5%	11.4%
Non-Current Liabilities					
Long-Term Debt	1.7%	1.8%	1.4%	1.3%	1.2%
Noncurrent deferred revenue	1.9%	1.7%	1.9%	1.8%	2.2%
Noncurrent operating lease liabilities	1.6%	1.9%	1.2%	1.0%	1.4%
Other Long-Term Liabilities	10.0%	9.5%	9.1%	4.8%	5.0%
Total Non-Current Liabilities	15.3%	14.9%	13.6%	9.0%	9.7%
Total Liabilities	30.4%	30.4%	27.6%	21.5%	21.1%
Shareholders Equity	69.6%	69.6%	72.4%	78.5%	78.9%
Total Liabilities and Shareholders Equity	100.0%	100.0%	100.0%	100.0%	100.0%

Exhibit: G.2

[ABC Corporation]

#### **Projected Financial Information**

Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Projected Income Statement		Stub <sup>(a)</sup>		For the y	ears ended 31	Dec		
		20xx	20xx	20xx	20xx	20xx	20xx	20xx
Revenue								
Revenue from sale of devices		16,319	23,064	24,678	26,652	28,785	30,224	31,131
Revenue from app subscriptions		8,395	11,641	12,223	12,834	13,476	14,150	14,574
Total Revenue		24,713	34,705	36,901	39,486	42,260	44,373	45,705
Cost of Sales		(2,966)	(4,165)	(4,428)	(4,738)	(5,071)	(5,325)	(5,485)
Gross Profit		21,748	30,540	32,473	34,748	37,189	39,049	40,220
Operating expenses (excl. Dep.)								
General and administrative		(6,178)	(8,676)	(9,225)	(9,872)	(10,565)	(11,093)	(11,426)
Sales and marketing		(2,471)	(3,470)	(3,690)	(3,949)	(4,226)	(4,437)	(4,570)
Research and development		(2,471)	(3,470)	(3,690)	(3,949)	(4,226)	(4,437)	(4,570)
Total Operating expenses		(11,121)	(15,617)	(16,605)	(17,769)	(19,017)	(19,968)	(20,567)
EBITDA		10,627	14,923	15,867	16,979	18,172	19,081	19,653
Depreciation		(741)	(1,041)	(1,107)	(1,185)	(1,268)	(1,331)	(1,371)
Amortization		0	0	0	0	0	0	0
EBIT		9,885	13,882	14,760	15,795	16,904	17,749	18,282
Taxes	26.1%	(2,584)	(3,629)	(3,858)	(4,129)	(4,419)	(4,640)	(4,779)
Net Income		7,301	10,253	10,902	11,666	12,485	13,110	13,503
Capital expenditures	4.0%	989	1,388	1,476	1,579	1,690	1,775	1,828
DFNWC	10.0%	2,471	3,470	3,690	3,949	4,226	4,437	4,570
Change in DFNWC		1,222	175	220	259	277	211	133

Exhibit: H.1

#### Notes:

- (a) FY20xx revenue extrapolated on basis of revenue for the first three months period ending March 31, 20xx
- (b) Cost drivers predicted on the basis of past 3-year and 5-year averages of cost % revenue and based on comparable companies' metrices.

[ABC Corporation]

#### **Projected Financial Information**

Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Growth rate and assumptions <sup>(b)</sup>	20xx						
Revenue growth from sale of devices	NA	6.0%	7.0%	8.0%	8.0%	5.0%	3.0%
Revenue growth from app subscriptions	NA	4.0%	5.0%	5.0%	5.0%	5.0%	3.0%
Cost of Sales % revenue	12.0%	12.0%	12.0%	12.0%	12.0%	12.0%	12.0%
General and administrative	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%
Sales and marketing	10.0%	10.0%	10.0%	10.0%	10.0%	10.0%	10.0%
Research and development	10.0%	10.0%	10.0%	10.0%	10.0%	10.0%	10.0%
Depreciation, % of revenue	3.0%	3.0%	3.0%	3.0%	3.0%	3.0%	3.0%
Amortization, % of revenue	U.U%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%

Growth rate and margins	20xx						
Revenue growth	NA	5.3%	6.3%	7.0%	7.0%	5.0%	3.0%
Gross profit margin	88.0%	88.0%	88.0%	88.0%	88.0%	88.0%	88.0%
Operating expenses % revenue	(45.0%)	(45.0%)	(45.0%)	(45.0%)	(45.0%)	(45.0%)	(45.0%)
EBITDA margin	43.0%	43.0%	43.0%	43.0%	43.0%	43.0%	43.0%
EBIT margin	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%
Net profit margin	29.5%	29.5%	29.5%	29.5%	29.5%	29.5%	29.5%

#### Notes:

- (a) FY20xx revenue extrapolated on basis of revenue for the first three months period ending March 31, 20xx
- (b) Cost drivers predicted on the basis of past 3-year and 5-year averages of cost % revenue and based on comparable companies' metrices.

Exhibit: H.2

## Intangible Assets Valuation

[ABC Corporation]

#### **Trademark and Tradenames**

Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Fair Value of Trade Name and Trademai	'ks								
Calculation: Relief from Royalty		Stub		<b>Projections</b>	for Years E	nding Dece	mber 31		Terminal
		20xx	20xx	20xx	20xx	20xx	20xx	20xx	Year
Revenue		24,713	34,705	36,901	39,486	42,260	44,373	45,705	47,076
Royalty Savings (a)	3.5%	865	1,215	1,292	1,382	1,479	1,553	1,600	1,648
Maintenance Charge (b)	2.0%	(494)	(694)	(738)	(790)	(845)	(887)	(914)	(942)
Pre-Tax Royalty Savings		371	521	554	592	634	666	686	706
Income Taxes	26.1%	(97)	(136)	(145)	(155)	(166)	(174)	(179)	(185)
After-Tax Royalty Savings		274	384	409	437	468	492	506	522
Partial Period Adjustment		0.75	1	1	1	1	1	1	
Cumulative years		0.75	1.75	2.75	3.75	4.75	5.75	6.75	
Mid-Year Period		0.375	1.25	2.25	3.25	4.25	5.25	6.25	
Present Value Factor	15.5%	0.9474	0.8352	0.7231	0.6260	0.5420	0.4693	0.4063	
Present Value of Royalty Savings		259	321	296	274	254	231	206	

Present value discrete cash flows	1,840
Present value terminal cash flow	1695
Subtotal	3,536
Tax amortization benefit	423
Recommended Fair Value (rounded)	3,959

Terminal value calculation	
After-Tax Royalty Savings	522
Capitalization Factor	12.50%
Present value of terminal cash flow	1695

#### Notes:

- (a) Refer to exhibit Exhibit: J
- (b) Information based on discussions with the Management.

Exhibit: I

**Tradename - Royalty Rate Support** 

Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Agreemen	t						Royalty F	Rates
date	Licensee	Licensee		Description	Duration	Intangible	Low	High
00-Jan-xx	Licensor 1	Licensee 1	N/A		5	Tradename	2.30%	2.80%
00-Jan-xx	Licensor 2	Licensee 2	N/A		5	Tradename	4.00%	4.00%
00-Jan-xx	Licensor 3	Licensee 3	N/A		5	Tradename	4.00%	4.00%
00-Jan-xx	Licensor 4	Licensee 4	N/A		5	Tradename	2.00%	2.50%
00-Jan-xx	Licensor 5	Licencee 5	N/A		5	Tradename	5.70%	5.70%
00-Jan-xx	Licensor 6	Licencee 6	N/A		5	Tradename	6.00%	7.00%
00-Jan-xx	Licensor 7	Licencee 7	N/A		5	Tradename	3.50%	3.50%
00-Jan-xx	Licensor 8	Licencee 8	N/A		5	Tradename	7.00%	7.00%
00-Jan-xx	Licensor 9	Licencee 9	N/A		5	Tradename	7.77%	8.77%
00-Jan-xx	Licensor 10	Licencee 10	N/A		5	Tradename	5.14%	6.14%
00-Jan-xx	Licensor 11	Licencee 11	N/A		5	Tradename	6.64%	7.149
00-Jan-xx	Licensor 12	Licencee 12	N/A		5	Tradename	2.50%	2.50%

High	7.77%	8.77%
3rd quartile	6.16%	7.00%
Median	4.57%	4.85%
Average	4.71%	5.09%
1st quartile	3.25%	3.33%
Low	2.00%	2.50%

Exhibit: J

Non-Compete Agreement - A

Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Selected assumptions		
Probability of competition		15.0%
Agreement tenure (years)		3.0
Potential impact to revenue	(a)	(9.0%)

		Apr 1 to 31-Dec			Jan 1 to 31-Mar
Without Competition		20xx	20xx	20xx	20xx
Revenue		24,713	34,705	36,901	9,872
EBITDA		10,627	14,923	15,867	4,245
Depreciation		(741)	(1,041)	(1,107)	(296)
EBIT		9,885	13,882	14,760	3,949
Less: Taxes	26.1%	(2,584)	(3,629)	(3,858)	(1,032)
Net Income		7,301	10,253	10,902	2,916
Add: Depreciation		741	1,041	1,107	296
Changes in DFNWC		(1,222)	(175)	(220)	2,703
Capital expenditures		(989)	(1,388)	(1,476)	(395)
Debt-free cash flow		5,832	9,731	10,313	5,521
Partial Period Adjustment		0.75	1	1	0.25
Cumulative years		0.75	1.75	2.75	3
Mid-Year Period		0.375	1.25	2.25	2.875
Present Value Factor	15.5%	0.9474	0.8352	0.7231	0.6608
Present Value		5,526	8,127	7,457	3,648

	Apr 1 to 31-Dec			an 1 to 1-Mar
With Competition	20xx	20xx	20xx	20xx
Revenue	22,489	31,581	33,580	8,983
EBITDA	9,670	13,580	14,439	3,863
Depreciation	(675)	(947)	(1,007)	(269)
EBIT	8,996	12,632	13,432	3,593
Less: Taxes	(2,351)	(3,302)	(3,511)	(939)
Net Income	6,644	9,330	9,921	2,654
Add: Depreciation	675	947	1,007	269
Changes in DFNWC	(1,112)	(160)	(200)	2,460
Capital expenditures	(900)	(1,263)	(1,343)	(359)
Debt-free cash flow	5,307	8,855	9,385	5,024
Partial Period Adjustment	0.75	1	1	0.25
Cumulative years	0.75	1.75	2.75	3
Mid-Year Period	0.375	1.25	2.25	2.875
Present Value Factor	0.9474	0.8352	0.7231	0.6608
Present Value	5,028	7,395	6,786	3,320

#### Notes:

(a) Based on discussions with the Management.

Non-Compete Agreement - A

Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Fair Value Calculation	
PV of cash flows with Non-Compete Agreement in Plase	24,758
PV of cash flows without Non-Compete Agreement in Plase	22,530
Indicated Value of non-Compete Agreement	2,228
Probability of competition	15.0%
Subtotal	334
Tax amortization benefit	40
Fair Value (rounded)	374

Key Metrices	20xx	20xx	20xx	20xx
EBITDA margin	43.0%	43.0%	43.0%	43.0%
Operating expenses, total	45.0%	45.0%	45.0%	45.0%
Depreciation	3.0%	3.0%	3.0%	3.0%
Net working capital	10.0%	10.0%	10.0%	10.0%
Capital expenditures	4.0%	4.0%	4.0%	4.0%

#### Notes:

(a) Based on discussions with the Management.

Exhibit: K.2

Non-Compete Agreement - B

Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Selected assumptions		
Probability of competition		15.0%
Agreement tenure (years)		3.5
Potential impact to revenue	(a)	(12.0%)

		Apr 1 to 31-Dec			Jan 1 to 30-Sep
Without Competition		20xx	20xx	20xx	20xx
Revenue		24,713	34,705	36,901	29,615
EBITDA		10,627	14,923	15,867	12,734
Depreciation		(741)	(1,041)	(1,107)	(888)
EBIT		9,885	13,882	14,760	11,846
Less: Taxes	26.1%	(2,584)	(3,629)	(3,858)	(3,097)
Net Income		7,301	10,253	10,902	8,749
Add: Depreciation		741	1,041	1,107	888
Changes in DFNWC		(1,222)	(175)	(220)	729
Capital expenditures		(989)	(1,388)	(1,476)	(1,185)
Debt-free cash flow		5,832	9,731	10,313	9,182
Partial Period Adjustment		0.75	1	1	0.75
Cumulative years		0.75	1.75	2.75	3.5
Mid-Year Period		0.375	1.25	2.25	3.125
Present Value Factor	15.5%	0.9474	0.8352	0.7231	0.6374
Present Value		5,526	8,127	7,457	5,853

	Apr 1 to 31-Dec			Jan 1 to 30-Sep	
With Competition	20xx	20xx	20xx	20xx	
Revenue	21,748	30,540	32,473	26,061	
EBITDA	9,352	13,132	13,963	11,206	
Depreciation	(652)	(916)	(974)	(782)	
EBIT	8,699	12,216	12,989	10,424	
Less: Taxes	(2,274)	(3,193)	(3,395)	(2,725)	
Net Income	6,425	9,023	9,594	7,699	
Add: Depreciation	652	916	974	782	
Changes in DFNWC	(1,075)	(154)	(193)	641	
Capital expenditures	(870)	(1,222)	(1,299)	(1,042)	
Debt-free cash flow	5,132	8,563	9,076	8,080	
Partial Period Adjustment	0.75	1	1	0.75	
Cumulative years	0.75	1.75	2.75	3.5	
Mid-Year Period	0.375	1.25	2.25	3.125	
Present Value Factor	0.9474	0.8352	0.7231	0.6374	
Present Value	4,863	7,152	6,563	5,150	

#### Notes:

(a) Based on discussions with the Management.

Non-Compete Agreement - B

Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Fair Value Calculation	
PV of cash flows with Non-Compete Agreement in Plase	26,963
PV of cash flows without Non-Compete Agreement in Plase	23,727
Indicated Value of non-Compete Agreement	3,236
Probability of competition	15.0%
Subtotal	485
Tax amortization benefit	58
Fair Value (rounded)	543

Key Metrices	20xx	20xx	20xx	20xx
EBITDA margin	43.0%	43.0%	43.0%	43.0%
Operating expenses, total	45.0%	45.0%	45.0%	45.0%
Depreciation	3.0%	3.0%	3.0%	3.0%
Net working capital	10.0%	10.0%	10.0%	10.0%
Capital expenditures	4.0%	4.0%	4.0%	4.0%

#### Notes:

(a) Based on discussions with the Management.

Exhibit: L.2

[ABC Corporation]

#### **Developed Technology**

#### Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Fair Value of Technology - MPEEM		Stub		Projectio	1			
		20xx	20xx	20xx	20xx	20xx	20xx	20xx
Revenue associated with technology		16,319	23,064	24,678	26,652	28,785	30,224	31,131
Cost of goods sold		(1,958)	(2,768)	(2,961)	(3,198)	(3,454)	(3,627)	(3,736)
Gross profit		14,360	20,296	21,717	23,454	25,330	26,597	27,395
General and administrative		(4,080)	(5,766)	(6,170)	(6,663)	(7,196)	(7,556)	(7,783)
Selling and marketing		(1,632)	(2,306)	(2,468)	(2,665)	(2,878)	(3,022)	(3,113)
Research and development - maintenance		(1,632)	(2,306)	(2,468)	(2,665)	(2,878)	(3,022)	(3,113)
EBITDA		7,017	9,917	10,612	11,461	12,377	12,996	13,386
Depreciation		(490)	(692)	(740)	(800)	(864)	(907)	(934)
EBIT		6,527	9,225	9,871	10,661	11,514	12,090	12,452
Trademark royalty	3.5%	(228)	(323)	(345)	(373)	(403)	(423)	(436)
Pre-tax Income		6,299	8,903	9,526	10,288	11,111	11,666	12,016
Less: Taxes	26.1%	(1,647)	(2,327)	(2,490)	(2,689)	(2,904)	(3,050)	(3,141)
Net Income		4,652	6,575	7,036	7,599	8,206	8,617	8,875
Add: Depreciation		490	692	740	800	864	907	934
Less: Contributory Asset Charges		(1,112)	(1,572)	(1,682)	(1,816)	(1,961)	(2,060)	(2,121)
After-Tax Royalty Savings		4,030	5,696	6,094	6,582	7,109	7,464	7,688
Partial Period Adjustment		0.75	1.00	1.00	1.00	1.00	1.00	0.25
Present Value Factor	15.5%	0.9474	0.8352	0.7231	0.6260	0.5420	0.4693	0.4289
Present Value of Royalty Savings		3,818	4,757	4,407	4,121	3,853	3,503	824
Present Value of Royalty Savings		25,283						
Tax amortization benefit		3,027						
Recommended Fair Value (rounded)		28,309						
Selected assumptions		20xx	20xx	20xx	20xx	20xx	20xx	20xx
Revenue growth		NA	6.0%	7.0%	8.0%	8.0%	5.0%	3.0%
Cost of Sales % revenue		12.0%	12.0%	12.0%	12.0%	12.0%	12.0%	12.0%
Gross margin		88.0%	88.0%	88.0%	88.0%	88.0%	88.0%	88.0%
General and administrative		25.0%	25.0%	25.0%	25.0%	25.0%	25.0%	25.0%
Selling and marketing		10.0%	10.0%	10.0%	10.0%	10.0%	10.0%	10.0%
Research and development - maintenance		10.0%	10.0%	10.0%	10.0%	10.0%	10.0%	10.0%
EBITDA margin		43.0%	43.0%	43.0%	43.0%	43.0%	43.0%	43.0%
Depreciation		3.0%	3.0%	3.0%	3.0%	3.0%	3.0%	3.0%
EBIT margin		40.0%	40.0%	40.0%	40.0%	40.0%	40.0%	40.0%
Contributory assets' charge		6.8%	6.8%	6.8%	6.8%	6.8%	6.8%	6.8%

Exhibit: M

#### **Assembled Workforce**

#### Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Employee category	Annual compensation <sup>(a)</sup>	Burden rate (%)	Average total compensation	Recruiting costs per individual <sup>(a)</sup>	Months to full productivity <sup>(a)</sup>	Productivity when hired % <sup>(a)</sup>	Productivity loss
	Α	В	$C = A^*(1+B)$	D	F	G	H = (F*(1- G)/2)*(C/12)
Chief Executive's Office	660	20.0%	792	75	2	25.0%	50
Senior Management	560	20.0%	672	60	3	35.0%	55
Sales & Marketing Executives	410	15.0%	472	40	3	35.0%	38
R&D Operations	360	25.0%	450	42	3	35.0%	37
Manufacturing Operations	310	20.0%	372	40	3	35.0%	30
Customer Support & Staff	260	20.0%	312	38	3	35.0%	25

Employee category	Number of employees	Total recruiting costs	Total productivity loss	Total cost
Chief Executive's Office	4	300	198	498
Senior Management	10	600	546	1,146
Sales & Marketing Executives	60	2,400	2,299	4,699
R&D Operations	20	840	731	1,571
Manufacturing Operations	40	1,600	1,209	2,809
Customer Support & Staff	20	760	507	1,267
Total	154			11,990

Total Workforce cost	11,990
Less: Income Tax	(3,134)
Tax Amortization Benefit	1,060
Fair Value of Assembled Workforce	9,916

#### Notes:

(a) Information as provided by the management.

Exhibit: N

# [Acq.Co. Holdings Ltd.] [ABC Corporation] Contributory Asset Charges Valuation as of 31 March 20xx

(in USD '000s unless specified otherwise)

Developed Technology

		Stub		Pr	ojections for Y	ears Ending De	ecember 31		
		20xx	20xx	20xx	20xx	20xx	20xx	20xx	20xx
Total Revenue		24,713	34,705	36,901	39,486	42,260	44,373	45,705	47,076
Total operating expenses, excl depreciation		14,087	19,782	21,034	22,507	24,088	25,293	26,052	26,833
Asset	•••								
Debt-free net working capital (DFNWC)		2,471	3,470	3,690	3,949	4,226	4,437	4,570	4,708
Charge (after-tax rate)	3.3%	82	115	123	131	140	147	152	156
Charge (after-tax rate), % of total revenue		0.3%	0.3%	0.3%	0.3%	0.3%	0.3%	0.3%	0.3%
Normalized level, % of revenue		0.3%							
Fixed assets (excluding land)									
Beginning PPE		17,922	18,169	18,517	18,886	19,280	19,703	20,147	20,604
Capital expenditure		989	1,388	1,476	1,579	1,690	1,775	1,828	1,883
Depreciation		(741)	(1,041)	(1,107)	(1,185)	(1,268)	(1,331)	(1,371)	(1,883)
Ending PPE		18,169	18,517	18,886	19,280	19,703	20,147	20,604	20,604
Average		18,046	18,343	18,701	19,083	19,492	19,925	20,375	20,604
Charge (after-tax rate)	4.1%	733	745	760	775	792	809	828	837
Charge (after-tax rate), % of total revenue		3.0%	2.1%	2.1%	2.0%	1.9%	1.8%	1.8%	1.8%
Normalized level, % of revenue		2.1%							
Assembled workforce		9,916	9,916	9,916	9,916	9,916	9,916	9,916	9,916
Charge (after-tax rate)	15.5%	1,537	1,537	1,537	1,537	1,537	1,537	1,537	1,537
Charge (after-tax rate), % of total revenue		6.2%	4.4%	4.2%	3.9%	3.6%	3.5%	3.4%	3.3%
Normalized level, % of revenue		4.1%							
Non Compete Agreements - 1		374	374	374	374	374	374	374	374
Charge (after-tax rate)	15.5%	58	58	58	58	58	58	58	58
Charge (after-tax rate), % of total revenue		0.2%	0.2%	0.2%	0.1%	0.1%	0.1%	0.1%	0.1%
Normalized level, % of revenue		0.2%							
Non Compete Agreements - 2		543	543	543	543	543	543	543	543
Charge (after-tax rate)	15.5%	84	84	84	84	84	84	84	84
Charge (after-tax rate), % of total revenue		0.3%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%
Normalized level, % of revenue		0.2%							
Selected Contributory Asset charges									

6.8%

# Appendices

	LFY							3-year	5-year
Revenue growth	date	LFY-4	LFY-3	LFY-2	LFY-1	LFY	LTM	Average	Average
Company 1	12/31/20xx	9.8%	12.8%	9.8%	6.8%	7.8%	3.8%	8.1%	,
Company 2	12/31/20xx	8.8%	7.8%	12.8%	9.8%	7.8%	3.8%	10.1%	9.4%
Company 3	12/31/20xx	12.8%	12.8%	6.8%	6.8%	7.8%	7.8%	7.1%	9.4%
Company 4	12/31/20xx	12.8%	10.8%	5.8%	12.8%	9.8%	3.8%	9.5%	10.4%
Company 5	12/31/20xx	10.8%	11.8%	11.8%	12.8%	9.8%	4.8%	11.5%	11.4%
Company 6	12/31/20xx	7.8%	8.8%	9.8%	12.8%	6.8%	7.8%	9.8%	9.2%
	High	12.8%	12.8%	12.8%	12.8%	9.8%	7.8%	11.5%	
	Mean	10.5%	10.8%	9.5%	10.3%	8.3%	5.3%	9.4%	
	Median	10.3%	11.3%	9.8%	11.3%	7.8%	4.3%	9.6%	9.4%
	Low	7.8%	7.8%	5.8%	6.8%	6.8%	3.8%	7.1%	9.2%

	LFY							3-year	5-year
Gross Margin	date	LFY-4	LFY-3	LFY-2	LFY-1	LFY	LTM	Average	Average
Company 1	12/31/20xx	77.0%	81.0%	88.0%	94.0%	93.0%	90.0%	91.7%	86.6%
Company 2	12/31/20xx	76.0%	84.0%	90.0%	88.0%	93.0%	86.0%	90.3%	86.2%
Company 3	12/31/20xx	77.0%	85.0%	90.0%	85.0%	94.0%	86.0%	89.7%	86.2%
Company 4	12/31/20xx	78.0%	82.0%	88.0%	90.0%	88.0%	91.0%	88.7%	85.2%
Company 5	12/31/20xx	78.0%	83.0%	87.0%	94.0%	91.0%	92.0%	90.7%	86.6%
Company 6	12/31/20xx	76.0%	84.0%	86.0%	91.0%	93.0%	92.0%	90.0%	86.0%
	High	78.0%	85.0%	90.0%	94.0%	94.0%	92.0%	91.7%	86.6%
	Mean	77.0%	83.2%	88.2%	90.3%	92.0%	89.5%	90.2%	86.1%
	Median	77.0%	83.5%	88.0%	90.5%	93.0%	90.5%	90.2%	86.2%
	Low	76.0%	81.0%	86.0%	85.0%	88.0%	86.0%	88.7%	85.2%

	LFY							3-year	5-year
EBITDA Margin	date	LFY-4	LFY-3	LFY-2	LFY-1	LFY	LTM	Average	Average
Company 1	12/31/20xx	38.0%	43.0%	39.0%	49.0%	35.0%	44.0%	41.0%	40.8%
Company 2	12/31/20xx	50.0%	49.0%	44.0%	38.0%	42.0%	49.0%	41.3%	
Company 3	12/31/20xx	43.0%	42.0%	35.0%	40.0%	36.0%	41.0%	37.0%	39.2%
Company 4	12/31/20xx	35.0%	39.0%	45.0%	40.0%	37.0%	47.0%	40.7%	39.2%
Company 5	12/31/20xx	37.0%	45.0%	36.0%	45.0%	39.0%	47.0%	40.0%	40.4%
Company 6	12/31/20xx	44.0%	49.0%	50.0%	39.0%	40.0%	43.0%	43.0%	44.4%
	High	50.0%	49.0%	50.0%	49.0%	42.0%	49.0%	43.0%	44.6%
	Mean	41.2%	44.5%	41.5%	41.8%	38.2%	45.2%	40.5%	41.4%
	Median	40.5%	44.0%	41.5%	40.0%	38.0%	45.5%	40.8%	40.6%
	Low	35.0%	39.0%	35.0%	38.0%	35.0%	41.0%	37.0%	39.2%

	LFY							3-year	5-year
EBIT Margin	date	LFY-4	LFY-3	LFY-2	LFY-1	LFY	LTM	Average	Average
Company 1	12/31/20xx	26.0%	32.0%	27.0%	30.0%	33.0%	33.0%	30.0%	29.6%
Company 2	12/31/20xx	36.0%	25.0%	27.0%	32.0%	31.0%	36.0%	30.0%	30.2%
Company 3	12/31/20xx	30.0%	33.0%	35.0%	36.0%	35.0%	37.0%	35.3%	33.8%
Company 4	12/31/20xx	27.0%	32.0%	26.0%	39.0%	27.0%	39.0%	30.7%	30.2%
Company 5	12/31/20xx	28.0%	37.0%	32.0%	38.0%	26.0%	38.0%	32.0%	32.2%
Company 6	12/31/20xx	25.0%	31.0%	32.0%	37.0%	35.0%	36.0%	34.7%	32.0%
	High	36.0%	37.0%	35.0%	39.0%	35.0%	39.0%	35.3%	33.8%
	Mean	28.7%	31.7%	29.8%	35.3%	31.2%	36.5%	32.1%	31.3%
	Median	27.5%	32.0%	29.5%	36.5%	32.0%	36.5%	31.3%	31.1%
	Low	25.0%	25.0%	26.0%	30.0%	26.0%	33.0%	30.0%	29.6%

[Acq.Co. Holdings Ltd.]
[ABC Corporation]
Capital Expenditure, Depreciation & NWC %revenue
Valuation as of 31 March 20xx

Capital Expenditure % of	LFY							3-year	5-year
revenue	date	LFY-4	LFY-3	LFY-2	LFY-1	LFY	LTM	Average	Average
Company 1	12/31/20xx	5.0%	5.1%	5.1%	5.1%	5.2%	5.0%	5.1%	5.1%
Company 2	12/31/20xx	6.0%	6.1%	6.1%	6.1%	6.2%	5.9%	6.1%	6.1%
Company 3	12/31/20xx	7.0%	7.1%	7.1%	7.1%	7.2%	6.9%	7.2%	7.1%
Company 4	12/31/20xx	4.0%	4.0%	4.1%	4.1%	4.1%	4.0%	4.1%	4.1%
Company 5	12/31/20xx	2.0%	2.0%	2.0%	2.0%	2.1%	2.0%	2.0%	2.0%
Company 6	12/31/20xx	6.0%	6.1%	6.1%	6.1%	6.2%	5.9%	6.1%	6.1%
	High	7.0%	7.1%	7.1%	7.1%	7.2%	6.9%	7.2%	7.1%
	Mean	5.0%	5.1%	5.1%	5.1%	5.2%	5.0%	5.1%	5.1%
	Median	5.5%	5.6%	5.6%	5.6%	5.7%	5.4%	5.6%	5.6%
	Low	2.0%	2.0%	2.0%	2.0%	2.1%	2.0%	2.0%	2.0%

Exhibit: Q.1

	LFY							3-year	5-year
Depreciation % of revenue	date	LFY-4	LFY-3	LFY-2	LFY-1	LFY	LTM	Average	Average
Company 1	12/31/20xx	3.3%	3.3%	3.3%	3.3%	3.3%	3.3%	3.3%	3.3%
Company 2	12/31/20xx	3.9%	3.9%	3.9%	3.9%	3.9%	3.9%	3.9%	3.9%
Company 3	12/31/20xx	2.6%	2.6%	2.6%	2.6%	2.6%	2.6%	2.6%	2.6%
Company 4	12/31/20xx	3.9%	3.9%	3.9%	3.9%	3.9%	3.9%	3.9%	3.9%
Company 5	12/31/20xx	3.0%	3.0%	3.0%	3.0%	3.0%	3.0%	3.0%	3.0%
Company 6	12/31/20xx	3.3%	3.3%	3.3%	3.3%	3.3%	3.3%	3.3%	3.3%
	High	3.9%	3.9%	3.9%	3.9%	3.9%	3.9%	3.9%	3.9%
	Mean	3.3%	3.3%	3.3%	3.3%	3.4%	3.3%	3.3%	3.3%
	Median	3.3%	3.3%	3.3%	3.3%	3.3%	3.3%	3.3%	3.3%
	Low	2.6%	2.6%	2.6%	2.6%	2.6%	2.6%	2.6%	2.6%

[Acq.Co. Holdings Ltd.]
[ABC Corporation]
Capital Expenditure, Depreciation & NWC %revenue

Valuation as of 31 March 20xx

	LFY							3-year	5-year
NWC % Revenue	date	LFY-4	LFY-3	LFY-2	LFY-1	LFY	LTM	Average	Average
Company 1	12/31/20xx	35.4%	35.8%	35.8%	35.8%	35.8%	35.8%	35.8%	35.7%
Company 2	12/31/20xx	33.7%	34.0%	34.0%	34.0%	34.0%	34.0%	34.0%	34.0%
Company 3	12/31/20xx	33.0%	33.3%	33.3%	33.3%	33.3%	33.3%	33.3%	33.3%
Company 4	12/31/20xx	25.2%	25.5%	25.5%	25.5%	25.5%	25.5%	25.5%	25.4%
Company 5	12/31/20xx	27.2%	27.5%	27.5%	27.5%	27.5%	27.5%	27.5%	27.4%
Company 6	12/31/20xx	17.1%	17.3%	17.3%	17.3%	17.3%	17.3%	17.3%	17.2%
	High	35.4%	35.8%	35.8%	35.8%	35.8%	35.8%	35.8%	35.7%
	Mean	28.6%	28.9%	28.9%	28.9%	28.9%	28.9%	28.9%	28.8%
	Median	30.1%	30.4%	30.4%	30.4%	30.4%	30.4%	30.4%	30.3%
	Low	17.1%	17.3%	17.3%	17.3%	17.3%	17.3%	17.3%	17.2%

Exhibit: Q.2