

# Masterclass: Excellence in Deal Structuring



## Agenda: Day One

|                                |   |
|--------------------------------|---|
| <b>10:00 A.M. – 11:45 A.M.</b> | <b>FUND STRUCTURES</b> <ul style="list-style-type: none"><li>■ Continuation Fund</li><li>■ Co-investment Structures</li><li>■ Offshore Structures</li><li>■ Case Studies</li></ul>  |
| <b>11:45 A.M. – 12.15 P.M.</b> | <b>BREAK</b>  |
| <b>12:15 P.M. – 2:00 P.M.</b>  | <b>SPECIAL PURPOSE ACQUISITION COMPANY (SPAC)</b> <ul style="list-style-type: none"><li>■ Structuring the SPAC IPO</li><li>■ The SPAC-PIPE Transaction</li><li>■ The De-SPAC Transaction</li><li>■ Case Studies</li></ul> |



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## Agenda: Day Two

|                                |   |
|--------------------------------|---|
| <b>10:00 A.M. – 11:45 A.M.</b> | <b>CHOICE OF INSTRUMENT</b> <ul style="list-style-type: none"><li>■ Equity. Debt, Hybrid</li><li>■ Convertibles</li><li>■ Preferred Shares and Convertible Preferred Shares</li><li>■ Mezzanine Debt</li><li>■ Warrants</li><li>■ Case Studies</li></ul> <b>PRIVATE INVESTMENT IN PUBLIC EQUITY (PIPE)</b> <ul style="list-style-type: none"><li>■ Case Studies</li></ul> |
| <b>11:45 A.M. – 12.15 P.M.</b> | <b>BREAK</b>  |
| <b>12:15 P.M. – 2:00 P.M.</b>  | <b>PRIVATE INVESTMENT IN PUBLIC EQUITY</b> <ul style="list-style-type: none"><li>■ Case Studies</li></ul> <b>STRUCTURING FOR BRIDGING THE VALUATION GAP:<br/>EARNOUTS &amp; CONTINGENT VALUE RIGHTS</b> <ul style="list-style-type: none"><li>■ Case Study: Sanofi</li></ul>  |



## Agenda: Day Three

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|--------------------------------|---|
| <b>10:00 A.M. – 11:45 A.M.</b> | <h3>FOUNDER AGREEMENTS</h3> <ul style="list-style-type: none"><li>■ Reverse Vesting</li><li>■ Control</li><li>■ Founder Exit Scenarios</li><li>■ Case Studies</li></ul> <h3>EQUITY STOCK OWNERSHIP PLAN (ESOPS)</h3> <ul style="list-style-type: none"><li>■ Vesting</li><li>■ Reward Structures</li></ul>                                    |
| <b>11:45 A.M. – 12:15 P.M.</b> | <h3>BREAK</h3>  |
| <b>12:15 P.M. – 2:00 P.M.</b>  | <h3>EQUITY STOCK OWNERSHIP PLAN (ESOPS)</h3> <ul style="list-style-type: none"><li>■ Taxation Issues</li><li>■ Case Studies</li></ul> <h3>BUYOUTS</h3> <ul style="list-style-type: none"><li>■ Take Private</li><li>■ Leverage and Capital Stack</li><li>■ Acquisition Vehicle</li><li>■ Management Rollover</li><li>■ Case Studies</li></ul> |

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## Agenda: Day Four

|                                |   |
|--------------------------------|---|
| <b>10:00 A.M. – 11:45 A.M.</b> | <b>CARVEOUTS</b> <ul style="list-style-type: none"><li>■ Equity Carveout</li><li>■ Spin-off, Spin-out</li><li>■ Transition Services</li><li>■ Agreement Case Studies</li></ul>  |
| <b>11:45 A.M. – 12.15 P.M.</b> | <b>BREAK</b>  |
| <b>12:15 P.M. – 2:00 P.M.</b>  | <b>EXIT STRUCTURES</b> <ul style="list-style-type: none"><li>■ IPOs</li><li>■ Equity Swaps</li><li>■ Put and Call Options</li><li>■ M&amp;A</li><li>■ Offense and Defense in M&amp;A Structures: Poison Pill</li><li>■ Case Studies</li></ul> |

