



Service Offerings



**Buy-Side
Financial
Due Diligence**



**Sell-Side
Financial
Due Diligence**



**Tax Diligence
& Structuring**



**Operational &
IT Diligence**



**Post-transaction
Services**

Middle Market Industry Focus

- Construction
- Dealerships
- Financial Institutions
- Government Contracting
- Healthcare
- Hospitality
- Insurance
- Manufacturing & Distribution
- Professional Services
- Real Estate
- Software
- Technology & Life Sciences

DHG Facts

2,000+

People

250+

Partners & Principals

60+

SEC/Public Audit Clients

1

Resourceful Firm

Global Alliance

Member of Praxity™, an international alliance of independent accounting firms that offers multinational clients access to resources around the world.

navigating complicated market transactions

Whether you are a corporate strategic buyer, private equity group, mezzanine lender or other financial investor, your unique needs have similar end goals: (i) minimize risk, (ii) enhance transaction proficiency and (iii) maximize the transaction value.

Actions such as acquiring a company, obtaining additional capital or selling a business may pose complexities that require the assistance of an experienced advisor.

Our dedicated professionals navigate complicated transactions with a focus on the middle market in a variety of industries. We utilize senior level professionals with significant partner involvement to provide clients with unparalleled service.

Our goal for each transaction is to provide our clients with the appropriate information to allow them to proceed, renegotiate, restructure or withdraw from a potential transaction.

So that you may navigate such complexities with ease, DHG Transaction Advisory helps you overcome the common issues associated with any given transaction, including:

- Quality of Earnings and Quality of Revenue
- Inaccurate accounting
- Unidentified commitments and debt-like items
- Federal, state and local tax compliance
- Outdated IT systems, capability and security
- Failure to deliver or receive expected results
- Carve-out issues for larger companies
- Incomplete due diligence

With our client service focus, industry knowledge and tailored approach to each transaction, DHG sets itself apart from the competition. We have worked with a range of companies from international and domestic strategic corporate buyers to private equity firms and mezzanine funds. Our dedicated professionals have provided advisory services throughout the transaction lifecycle for enterprise values ranging from \$2 million to \$1 billion.

transaction advisory service offerings

BUY-SIDE FINANCIAL DUE DILIGENCE



DHG helps buyers focus on the target company's business and profitability drivers in order to assess and analyze the potential acquisition at the proposed purchase price. Our due diligence assists our clients' decision to proceed, renegotiate or restructure, or withdraw from the transaction. Our buy-side financial due diligence services include, but are not limited to:

- Quality of Earnings (EBITDA)
- Cash Collections vs. Reported Net Revenue
- Working Capital Considerations
- Net Debt & Debt-Like Items
- Purchase Price Adjustment Analysis
- Analysis of Forecast
- Key Performance Indicator Analysis
- Price/Volume Analysis
- Accounting Department & Financial Reporting Documentation
- Other Key Business Drivers
- Integration Considerations

SELL-SIDE FINANCIAL DUE DILIGENCE



Companies seeking to sell their business trust in DHG to help them prepare for the requests of potential buyers. We leverage our merger and acquisition experience to help thoroughly prepare a corporation for the inquiries, documents and analyses that the potential acquirer will request. The transparency and quality of financial reporting that sellers can instill in their financial records may dramatically enhance the value of a deal. Our sell-side financial due diligence services include, but are not limited to:

- Financial Reporting & Accounting Process Analysis & Improvement
- Divisional Carve-Out Assistance
- Data Request Strategy & Assistance
- Transaction Planning
- Purchase Price Adjustment Analysis
- Working Capital Analysis
- Reverse Due Diligence

TAX DILIGENCE & STRUCTURING



Certain tax issues can make-or-break a transaction. Our experienced tax professionals collaborate with our resourceful finance and accounting due diligence professionals to summarize tax information that may affect your transaction. Our tax transaction services include, but are not limited to:

- Optimal Structuring & Tax Due Diligence
- Tax Compliance Services - *Federal, State & Local, International*
- International Tax - *Transfer Pricing, Foreign Tax Credit Planning*
- Accounting Method Reviews - *Inventory & Capitalization Expense Acceleration & Income Deferral*
- Sales & Use and Property Tax

POST-TRANSACTION SERVICES



A transaction does not end with the signing of the sale and purchase agreement. Our Transaction Advisory professionals provide an array of offerings to help our clients navigate the complex issues that arise following the transaction closing. Our post-transaction services include, but are not limited to:

- Purchase Price Allocation
- Earn-Out Calculations
- Closing Balance Sheet Assistance
- Working Capital Analysis
- Assurance Services
- Income Tax Services

OPERATIONAL & IT DILIGENCE



Buyers must understand the level of technological sophistication of the target company as part of an acquisition. Our team of IT and Risk Advisory professionals serve clients in a variety of industries by helping them build and adapt risk management capabilities in times of significant expansion and regulatory change. DHG is experienced in providing risk management and advisory-related assistance with:

- Internal Audits & Audit Plan Assistance
- IT Advisory Services
- Information Systems Controls Reviews (*based on best practices & FFIEC guidelines for financial institutions*)
- Assistance with IT-related Documentation & SOX 404 Testing
- Compliance Assessment for Privacy Requirements
- SSAE 16 & Agreed Upon Procedures
- Integrated Controls Reviews of the Platforms & Applications Supporting Key Business Processes
- Network Security/Vulnerability Assessments & Penetration Testing
- Consulting & Advisory
- IT & Operational Due Diligence Assistance, Including IT Platform, Cost & Scalability Analyses