AD 475 - Corporate Advisory in Practice

Prof Dr. Mine Ugurlu
Deloitte Turkey
Purpose and content of AD475

To convey to you some major financial issues/problems that corporations deal with in practice, particularly in the context of an M&A transaction, and alternative ways for their resolution

- M&A Process
- Corporate Valuation
- Management Reporting and International Financial Reporting Standards
- Financial Reporting and Corporate Governance
- Due Diligence (financial, tax)
- Role of Tax in M&As
- Private Equity
Grading

Attendance and participation 20%
Mid-term examination 35%
Final 45%

100%
Meet the Team
Anthony Wilson, FAS Partner in Charge

Anthony J. Wilson is the partner in charge of Deloitte Turkey's Financial Advisory Services Practice.

Mr. Wilson began his career as an auditor in London in 1980 at KPMG, specialising in auditing the London branches of international banks. From 1986-1989 he was a manager in the corporate finance department in Deloitte Edinburgh, working mainly on privatisations.

Mr. Wilson moved to Turkey in 1989. He was head of the audit department 1996-2004 before his present role.

He has led more than 250 due diligence engagements and 120 valuations in Deloitte Turkey over the past seven years.

Mr. Wilson, a graduate of Cambridge University, is a member of the Institute of Chartered Accountants in England and Wales and is a certified accountant (SMMM) in Turkey.
M&A Transactions

- Initial Review & Strategy Setting
- Finding Potential Investors
- Due Diligence
- Negotiation
- Transaction Closing
M&A Transactions

Value of Equity = (EBITDA \times M) - \text{Net debt}
M&A Transactions

- Initial Review & Strategy Setting
- Finding Potential Investors
- Due Diligence
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M&A Transactions

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Gaye Şentürk, Audit Partner

Fourteen years’ experience of auditing using International Financial Reporting Standards and US GAAP in Turkey and Canada. Worked as a partner in audits of mostly manufacturing companies operating in Turkey, some of which are quoted in Istanbul Stock Exchange. Between October 2000 - May 2001 she has worked as Audit Senior in Deloitte Canada where she was Audit Senior of several manufacturing and retail companies. She participated in due diligence projects of several companies.

B.Sc. in Boğaziçi University, Faculty of Economics and Business Administration, Department of Economics
Certified Public Accountant in Turkey (SMMM)
Member of the Turkish Independent Auditors Association

Representative Clients
Borusan Holding and group companies, Doğan Yayın Holding, Migros, Carrefoursa, Deva Holding, East Pharma, DS Smith, AYgaz, Brisa
The IFRS and financial reporting aspects of the course

What is management reporting?

Why do we need to know IFRS at all?

What are the main difference between IFRS and TR GAAP?

What is used in Turkey?
Güneş Söğütlüoğlu, Tax Partner

He began his professional career in Pannell Kerr Forster as a Tax Assistant, in 1994. Gunes joined Deloitte in 1995 and became Assistant Manager in 1999. In 2000, he moved to Australia. He has completed his Postgraduate Diploma in Business (Taxation) in Curtin University with Distinction in 2002. Between the years 2001 and 2005, he continued his professional career in Schlumberger Oilfield Australia holding in various positions as Senior Tax Accountant, Consolidation Accountant, Treasury Supervisor and finally as Business Analyst. Gunes returned to Turkey in 2005 and rejoined Deloitte. He is specialized in Mergers and Acquisitions, and Tax Due Diligence projects combining his knowledge and experience in commercial and technical environment. He is a Qualified Accountant in Turkey (SMMM) since 1999. Bilkent University, Ankara, with BA in Business Administration

Representative Clients
A Fast Moving Consuming Goods Company Due Diligence for Pepsi, Argela and Innova Technology Due Diligences for Turk Telecom; ATV/Sabah and Un Ro-ro Due Diligences for Carlyle Group; Beymen Due Diligence for KKR Investments and CVCI; Citilease Due Diligence for ING; Efe Raki Due Diligence for AIG; Electricity Distribution Companies Due Diligence for Iberdrola; Mey Icki Due Diligence for Texas Pacific Group; Petrol Ofisi Due Diligence for OMV of Austria
Deloitte Globally

America
78,957 professionals in 32 countries

EMEA (Europe, Middle East, and Africa)
65,455 professionals in 97 countries

Asia Pacific
37,155 professionals in 24 countries

More than 150 countries / locations and 180,000 professionals worldwide
Deloitte in Turkey

- Operating in Turkey for 26 years
- 3 offices (İstanbul, Ankara, İzmir) and new Bursa office
  - 1000+ employees
- 5 Key Service Areas

### Key Service Areas

#### Consulting
- Strategy & Operations
- Enterprise Applications
- Human Capital
- Technology Integration
- Commercial due diligence
- Post merger integration and improvements

#### Corporate Finance
- Merger and acquisition advisory
- Due diligence services
- Valuation services
- Debt advisory
- Forensic and dispute services

#### Enterprise Risk Services
- Anti-money laundering services
- Computer Assurance Services
- Data Quality and Integrity Services
- Internal Audit Services
- Risk Consulting Services
- Security & Privacy Services
- IT due diligence

#### Tax
- Customs & Foreign Trade Services
- Financial Services Industry Tax Advisory Services
- Investment Incentive Document Services
- Legal Advisory Services
- M&A Tax Services
- Resident Person Document Services
- GES
- Sworn Fiscal Advisory Services
- Transfer Pricing

#### Audit
- Financial Outsourcing
- Training Services for Capital Market Board
- Internal financial reporting standards (IFRS) and GAAP
- Consolidation and inflation accounting advisory and training programs
Credentials: private equity

Deloitte. Transaction services advisor to KKR in the acquisition of UN in 2007 Transaction Value $1,284 mn

Deloitte. Transaction services advisor to TPG in the acquisition of mey in 2005 Transaction Value $800 mn

Deloitte. Transaction services advisor to GEM Global in the acquisition of Eczacıbaşı in 2007 Transaction Value $602 mn

Deloitte. Transaction services advisor to The Carlyle Group bidding for Sabah ATV in 2007 Transaction Value $1,100 mn

Deloitte. Transaction services advisor to Esas Holding in the acquisition of Pegasus Airlines in 2005 Transaction Value $16 mn

Deloitte. Transaction services advisor to ABRAAJ Capital bidding for UNO in 2006 Transaction Value $100 mn

Deloitte. Transaction services advisor to Turkven Private Equity in the acquisition of Mavi in 2008

Deloitte. Transaction services advisor to CVC in the acquisition of Boyner Beymen in 2006 Transaction Value $186 mn
Credentials: banking

**Deloitte.**
Transaction services advisor to **UniCredit**
in the acquisition of **YapiKredi**
Transaction Value $1,543 mn
2005

**Deloitte.**
Transaction services advisor to **TEMASEK HOLDINGS**
bidding for **GarantiBank**
Transaction Value $4,528 mn
2005

**Deloitte.**
Transaction services advisor to **SOCIETE GENERALE**
bidding for **DISBANK**
Transaction Value $1,136 mn
2005

**Deloitte.**
Transaction services advisor to **BANQUE POPULAIRE**
bidding for **Sekerbank**
Transaction Value $256 mn
2006

**Deloitte.**
Transaction services advisor to **DEXIA**
in the acquisition of **DenizBank**
Transaction Value $3,253 mn
2006

**Deloitte.**
Transaction services advisor to **BNP PARIBAS**
in the acquisition of **TEB**
Transaction Value $217 mn
2004

**Deloitte.**
Transaction services advisor to **CITI**
bidding for **FINANSBANK**
Transaction Value $5,045 mn
2006

**Deloitte.**
Transaction services advisor to **BANK HAPOALIM INTERNATIONAL**
in the acquisition of **C-BANK**
Transaction Value $113 mn
2006
Credentials: telecoms & media

**Deloitte.**
Transaction services advisor to **News Corporation** in the acquisition of **TGRT**
Transaction Value $ 82 mn
2006

**Deloitte.**
Transaction services advisor to **telenor** bidding for **TEL SiM**
Transaction Value $ 4,550 mn
2005

**Deloitte.**
Transaction services advisor to **RTL** bidding for **Sabah** and **atv**
Transaction Value $ 1,100 mn
2007

**Deloitte.**
Transaction services advisor to **TURKCELL** bidding for **MCT**
Transaction Value $ 297 mn
2007

**Deloitte.**
Transaction services advisor in the acquisition of **ARGELA Technologies**
Transaction Value $ 15 mn
2007

**Deloitte.**
Transaction services advisor in closing price adjustment of **TÜRK TELEKOM**
Transaction Value $ 6,550 mn
2006

**Deloitte.**
Transaction services advisor to **FINTUR HOLDINGS B.V.** bidding for **Optcl**
Transaction Value $ 2,570 mn
2007

**Deloitte.**
Transaction services advisor to **RTL** bidding for **SHOW** and **Digiturk**
Transaction Value $ 154 mn
2007
Credentials  retail, energy

**Deloitte.**

Transaction services advisor to

in the acquisition of

Transaction Value  $ 90 mn

2008

**Deloitte.**

Transaction services advisor to

in a potential investment in

Transaction Value  $ 127 mn

2007

**Deloitte.**

Transaction services advisor to

in the acquisition of

Transaction Value  $ 1,054 mn

2006

**Deloitte.**

Transaction services advisor to

in the j.v. establishment with

2005

**Deloitte.**

Transaction services advisor to

in the acquisition of

2004

**Deloitte.**

Transaction services advisor to

in the acquisition of

2004

**Deloitte.**

Transaction services advisor to

in a potential investment in

2008

**Deloitte.**

Transaction services advisor to

in the acquisition of

2006/8

**Deloitte.**

Transaction services advisor to

in the acquisition of

Turkey

2005

**Deloitte.**

Transaction services advisor to

bidding for

Ankara Electricity distribution

Istanbul (Asian) Electricity dist.

Sakarya Electricity distribution

2006/8
Credentials: manufacturing, others

**Deloitte.**
Transaction services advisor to
*Deutsche Bank*
proposed investment in
*TAV*
Istanbul
Transaction Value $315 mn
2006

**Deloitte.**
Transaction services advisor to
*KANSAI PAINT CO., LTD.*
in the acquisition of
*AKZO NOBEL*
Transaction Value $19 mn
2006

**Deloitte.**
Transaction services advisor to
*MÆRSK*
in the acquisition of
*KUMPORT*
Transaction Value $255 mn
2007

**Deloitte.**
Transaction services advisor to
*CARMEL OLEFINS LTD.*
bidding for
*petkim*
Transaction Value $2,013 mn
2007

**Deloitte.**
Transaction services advisor to
*Amcol International*
in the acquisition of
*BENSAN*
Transaction Value $12 mn
2007

**Deloitte.**
Transaction services advisor to
*AIG*
bidding for
*Garanti Sigorta*
Transaction Value $800 mn
2007

**Deloitte.**
Transaction services advisor to
in the acquisition of 50% of
*SANKO*
Transaction Value $250 mn
2008