



Company Profile

Milan, 2022

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The company

- District Advisory is the re-branding of Palmer Corporate Finance, an independent company specialized, since 2008, in the study, definition and realization of complex corporate finance transactions.
- The District Advisory team has been focused, since 2018, in the development of industrial projects through the aggregation of small-medium caps operating in the same market, with the aim of consolidating Italian fragmented niches and advising the entrepreneurs promoters in building an integrated bigger group, able to compete “immediately” against the market leaders and being interesting for the main financial investors.
- Our professionals boast multidisciplinary backgrounds, developed in the essential areas of corporate finance, management consulting and industry.
- Our services are directed at small and medium sized companies with a turnover between 10 and 300 million Euro.
- District Advisory is member of the International Corporate Finance Group (ICFG), network which gathers more than 15 independent corporate finance firms worldwide specialized in small-medium cap M&A deals.
- District Advisory is partner of primary standing Italian and foreign financial institutions for corporate finance activities on the Italian market

District Advisory offers an independent financial advisory service in main corporate finance contexts

Growth Capital

Companies acquisitions and sales in Italy and in foreign countries

Industrial mergers projects

Management and business consulting related to M&A deals

*Leveraged Buy Out-In
Management Buy Out-In
Family Buy Out*



Debt restructuring

Corporate, business branch and brand evaluations

Club deals

Advisory to private equity funds in sale processes

Support to investment strategies in regulated markets

District Advisory Services

Mergers & Acquisitions

- Assistance in company sale (sell side) or acquisition (buy-side) and leveraged and management buy out (MBO-LBO) and buy-in (MBI-LBI)
- Definition of the acquisition strategy, merger and sale
- Defining expectations and sale objectives
- Definition of the financial structure of the transaction
- Identification and brought into contact with institutional and industrial counterparties both Italian and foreign
- Direct assistance in the negotiation and coordination of entrusted professionals for tax and legal services during the due diligence stage
- Assistance in the final stages of the transaction

Business valuations

- Drafting of evaluation documents with different purposes
- Business planning
- Fairness opinions
- Evaluations of business components such as brands and business units

Growth capital

- Search for financial and / or industrial partners to support growth processes
- Access to financing, for smaller operations, through "club deals"

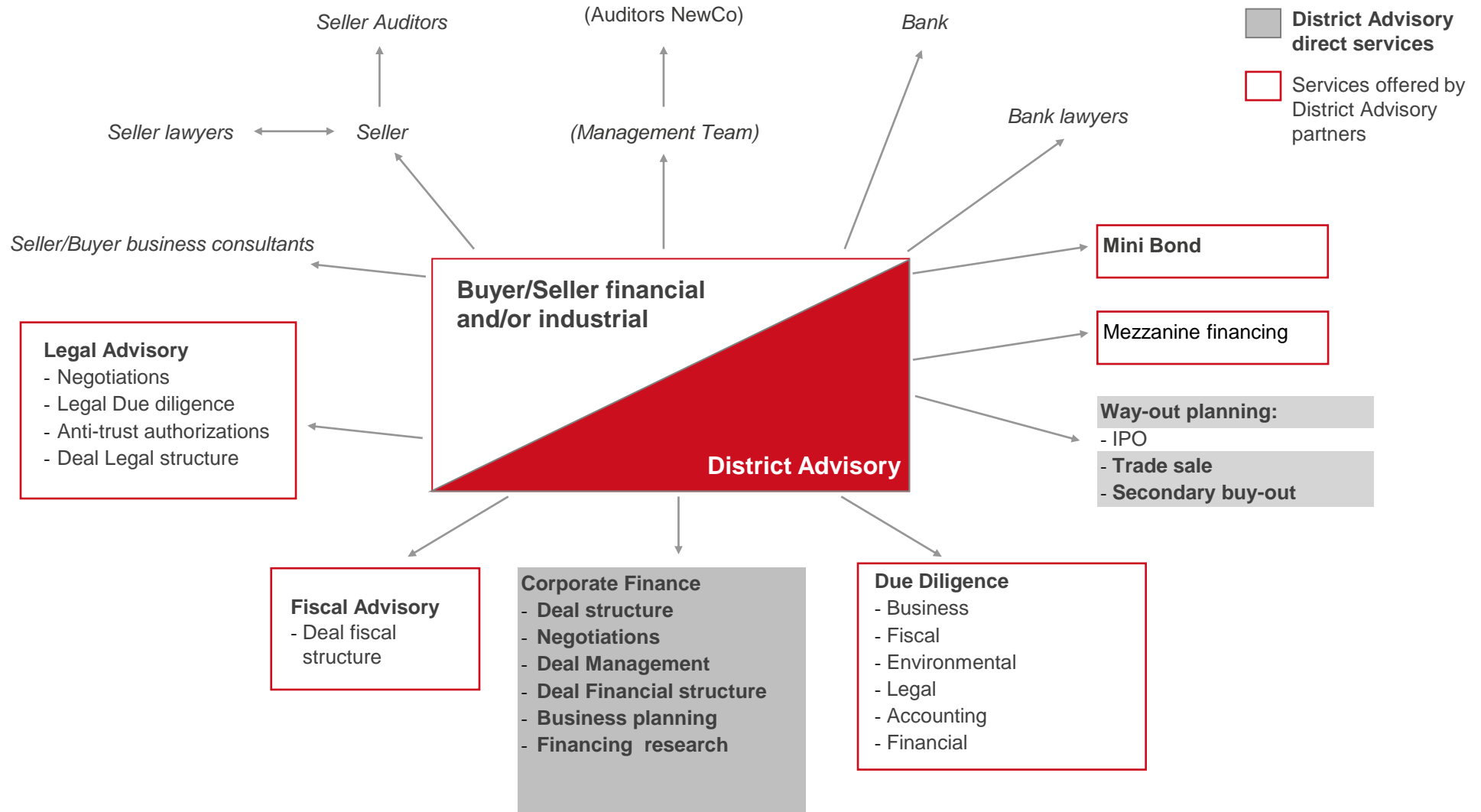
Financial advisory

- Consulting on behalf of companies, shareholders and / or manager;
- Assistance in the reorganization of the shareholders structure and governance;
- Support in the management of generational change;
- Assistance in restoring balanced and sustainable financial situations, through the collection of new venture capital and debt, rescheduling and renegotiation of existing debt exposure, even in the context of insolvency proceedings;

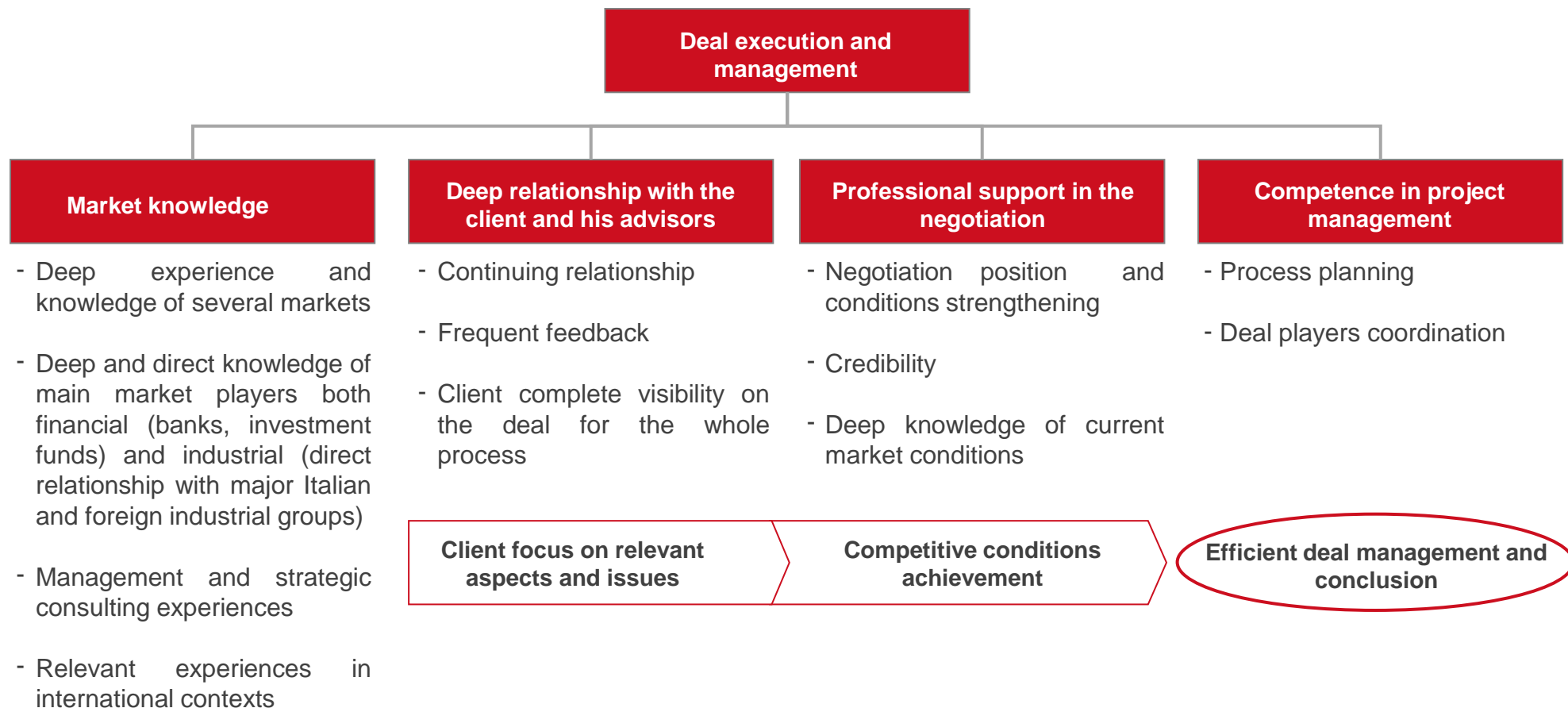
Strategic and management consulting

- Strategic and financial analysis of corporate goals in relation to the target market.
- Research and comparative analysis of potential acquisition targets in Italy and in foreign countries

M&A Deals: complex processes with many counterparts involved, ...

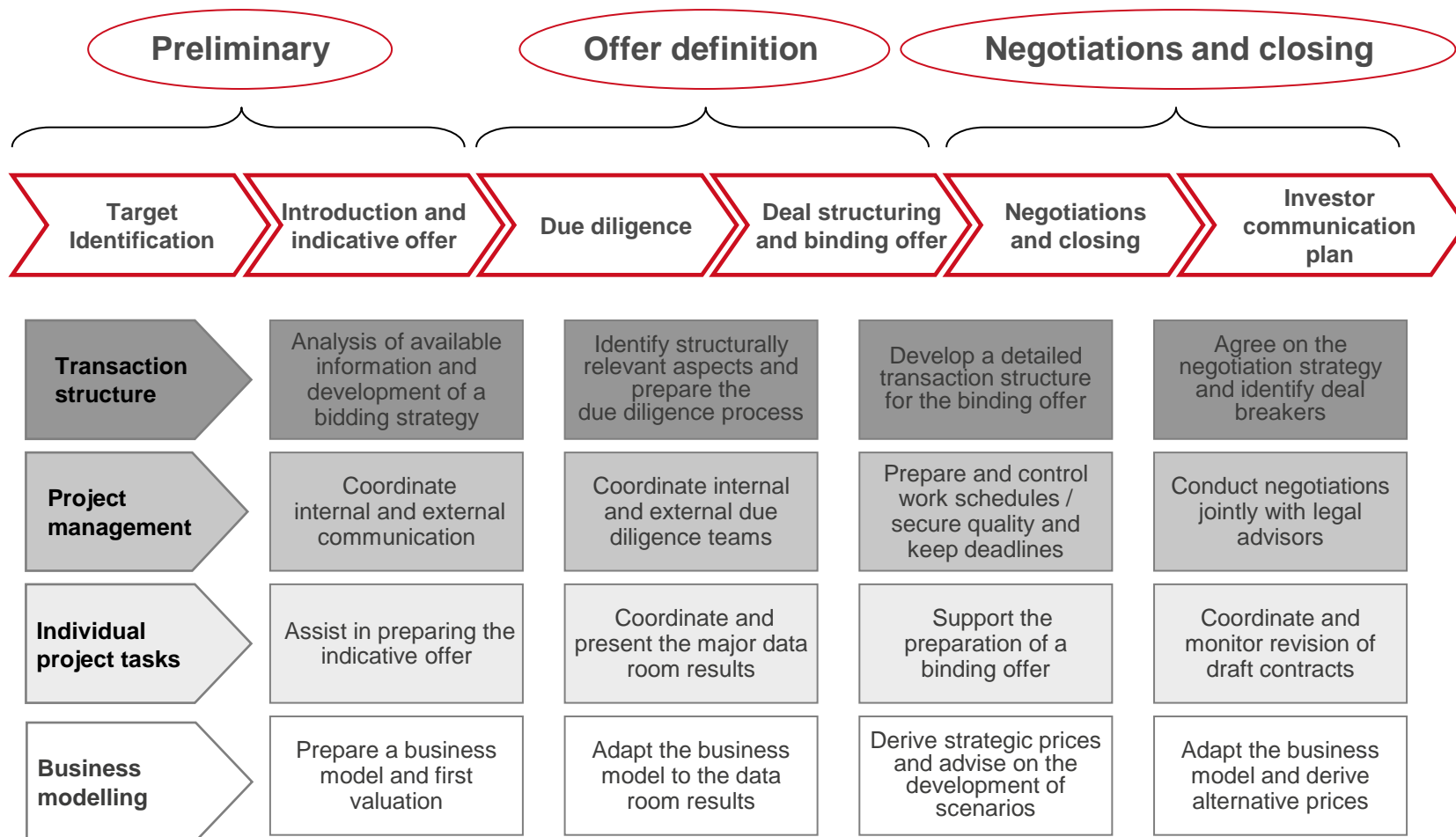


... in which District Advisory is able to bring value added and to support the entrepreneur and his advisors



Role of District Advisory in a typical acquisition process

Process steps



Role of District Advisory in a typical sale process - Managing risks

| | Preparation: 2 months | Marketing: 2 months | Negotiations: 2 months | Due diligence & completion: 2/4 months |
|---------------|---|--|--|---|
| Tasks | <ul style="list-style-type: none"> Strategic and financial analysis of the transaction possible structures (majority, minority or 100% sale) Historical financial and economic data analysis Business planning (in case of majority or minority sale) Company 100% evaluation Information memorandum (IM) and Confidentiality Agreement (CA) writing and editing Short list of potential industrial and/or financial investors to be discussed and shares with the seller client Blind teaser writing to be preliminary sent to the potential counterparts | <ul style="list-style-type: none"> Contact purchasers using agreed briefing note Distribute CA and IM Draft management presentation Meetings at the company headquarter Initial non-binding offers received Clarify/benchmark initial offers Consider need for second round bids Select preferred purchasers Prepare data room Draft sale & purchase agreement (SPA) | <ul style="list-style-type: none"> Manage site and data room visits Distribute sale & purchase agreement Maintain dialogue with all preferred purchaser(s) Manage final offers and select final purchaser(s) | <ul style="list-style-type: none"> Due diligence by purchaser(s) Legal documentation Separation delivery Negotiation of contracts Signing of SPA |
| Risks | <ul style="list-style-type: none"> Reluctance of management team to collaborate Inconsistency of reports, IM and data room content Information raises issues not addressed Information does not meet buyers' needs, particularly PE Crucial purchasers missed or inappropriate purchasers approached | <ul style="list-style-type: none"> Confidential information leaked to market Purchasers misunderstand information or process Timetable slippage Uncontrolled management team | <ul style="list-style-type: none"> Optimum purchasers not selected Management presentations miss key issues or are not correctly targeted Some purchasers will not commit the resource until later in the process Timetable slippage Uncontrolled management team Some PE purchasers "play the game" re: pricing and process | <ul style="list-style-type: none"> Value erosion due to time/offer structure Value erosion through warranties / conditions precedent to legal documentation Timetable slippage |
| Checks | <ul style="list-style-type: none"> PCF review of information and input into process PCF challenge management team on strategy and information PCF ensure the IM focuses on key selling messages Full review and discussion of purchaser list | <ul style="list-style-type: none"> PCF controls purchaser contact and information dispatch PCF controls the process and clearly establishes timetable to all parties | <ul style="list-style-type: none"> Careful selection through use of industry and PE knowledge and discussions Careful review of offers and conditions Management team closely coached / briefed by PCF | <ul style="list-style-type: none"> PCF input into documentation PCF drive process within timetable indicated Careful consideration on granting exclusivity |

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The Team

Sara Ciavorella

- Extensive experience in corporate finance, in particular:
 - sales and acquisitions of small-medium caps
 - raising of investment capital and mid-term debt capital
 - renegotiating short and mid-term debt, with a pool of banks, for both listed and unlisted companies
 - member of BoD in several companies
- Wide expertise in Capital markets with respect to IPO transactions and equity structured products directed exclusively to listed companies
- Defining industrial group investment strategies through acquisitions and merge both in Italy and foreign markets
- Areas of expertise: IT, food, renewable energy, packaging, retail, waste treatment and financial services
- Professional experiences:
 - 2021 - today: Partner and founding member at District Advisory
 - 2008 - 2020: Partner and founding member at Palmer Corporate Finance
 - 2004 - 2008: Corporate finance senior manager at Value Partners SpA, specialising in cross-border transactions
 - 2000 - 2004: Corporate finance and capital market manager at Twice SIM, Milan,
 - 1999 - 2000: Chief financial officer of a Biella textile group, Piedmont
 - 1994 - 1999: Auditor at PriceWaterhouseCoopers

The Team

Sandro Scaccini

- Consolidated expertise in corporate finance advisory with strong focus on m&a, in the Italian and foreign markets both on sell and buy-sides.
- Expert in developing industrial group investment strategies through acquisitions and foreign market sector analysis so as to assist clients in cross border M&A transactions and green-field investments, due diligence activities and business organization
- Track-record in organizing m&a deals with PE funds and Investment Holdings through preliminary building-up of groups of small-medium caps to consolidate a fragmented sector
- Area of expertise: food, luxury goods, packaging, logistics and mechanics
- Professional experiences
 - 2021 - today: Partner and founding member at District Advisory
 - 2008 - 2020: Partner and founding member at Palmer Corporate Finance
 - 2004 - 2008: Management consulting and corporate finance advisor at Value Partners SpA, specialising in cross border transactions
 - 2002 - 2004: Corporate finance analyst at Twice Corporate Finance, Milan

The Team

Enrico Berton

- Extensive experience in corporate finance, investment banking and private equity. Principal in holding companies with direct responsibility for M&A transactions.
- Founding partner of Twice SIM SpA, a brokerage firm specialised in trading on-line, capital markets and corporate finance advisory for small and medium caps.
- Area of expertise: retail, information technology, renewable energy, waste management, gaming, automotive.
- Professional experiences:
 - 2021 - today: Senior Partner at District Advisory
 - 2019 - 2020: Senior Partner at Palmer Corporate Finance
 - 2010 - 2018: Independent Advisor
 - 1999 - 2010: Founding Partner Twice SIM – Managing Director Twice Corporate Finance
 - 1998 - 1999: Vice-President Ralph Lauren Eyewear
 - 1996 - 1998: Investment Officer, 21 Investimenti
 - 1994 - 1996: Director Safilo Group USA
 - 1992 - 1994: Benetton Group
 - 1989 - 1991: Analyst Morgan Stanley

The Team

Riccardo Marangoni

- Extensive experience in:
 - Corporate finance relating to sale transactions, acquisitions and raising investment capital
 - Vendor and acquisition due diligence
 - Auditing listed companies and financial institutions
 - Assisting companies list into regulated markets
- Area of expertise: mechanics, retail, automotive
- Professional experiences:
 - 2021 - today: Senior partner at District Advisory Srl
 - 2008 - 2020: Senior partner at Palmer Corporate Finance
 - 2006 - 2008: LBO-MBO independent consultant specialising in extraordinary financial transactions
 - 2004 - 2006: Directive official of developing extraordinary financial transactions, UBS Italy, Milan
 - 2001 - 2004: Manager in corporate finance company Twice Corporate
 - 1997 - 2004: "G.F.S.I.", Global Financial Services Industry consultant and later manager at Deloitte & Touche SpA

The Team

Dario Mazzealli

- Extensive knowledge of the ordinary and extraordinary financial needs of medium-big companies due to his long career as top manager and advisor both in small-medium companies and in multinational corporations, especially in sectors such as automotive, logistics, energy, oil&gas, mechanics, shipping, aviation and food.
- Accountant, fiscal expert and auditor through his own office in Naples and member of boards of statutory auditors and president of trusts.
- Professional experiences:
 - 2021 - today: Senior partner at District Advisory
 - 2013 - 2020: Senior partner at Palmer Corporate Finance
 - 1992 - today: Fiscal expert, accountant and auditor in Naples, Rome and Milan
 - 1985 - 1992: Manager in the administration and finance department of a primary automotive group and in IRI group

The Team

Francesca Radin

- Graduated in Economics with specialization in International trade and financial markets.
- Master's degree in Brand & Business management at Milan Fashion Institute
- Professional experiences:
2021 - today: Senior analyst at District Advisory.

The Team

Alessandro Conserva

- Graduated in Economics and Business management at Università Cattolica del Sacro Cuore (Milan);
- Master's degree in Economics and Business Law (specialized in Finance) at Università Cattolica del Sacro Cuore (Milan).
- Professional experiences:
2021 - today: Junior analyst at District Advisory

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Main transactions closed by the team



Private Equity Fund linked to Bank Group Credito Emiliano has acquired the majority stake in the publishing company



Credem has been advised by



July 2008



IT group has acquired the majority stake in



The sellers have been advised by



November 2009



Gianmaria Buccellati has acquired the majority stake in the competitor company



MARIO BUCCELLATI

Mario Buccellati Srl has been advised by



July 2011

Main transactions closed by the team



UK PE Fund has sold the majority stake of the Italian producer of lights for entertainment to a pool of private investors



Mezzanine Management UK Ltd. has been advised by



January 2012



The swiss investment holding Open Mind Management S.A. has acquired the 100% of the plastic monodose packaging company



BTP Srl has been advised by



June 2014



company operating in the public transport management in Piedmont Region has been advised by District Advisory



in the debt restructuring process with banks

September 2015

Main transactions closed by the team



Pan-European private equity fund, has acquired the majority stake in the company developing and distributing the brand

PHILIPPE MODEL
PARIS

leading player in the luxury sneaker market

Philippe Model has been advised by



July 2016

ITALMOBILIARE
INVESTMENT HOLDING

Investment holding, listed at Milan Stock Exchange, has acquired the majority stake in



Leading Italian player in the production and distribution of compatible monodose coffee

Caffè Borbone has been advised by



April 2018



holding, listed at NYSE, through its participated UK company Rieke Packaging System Ltd. has acquired the 100% of

PLASTIC SRL

Italian leading company in the development and production of plastic closures for homecare

Plastic Srl has been advised by



December 2018

Main transactions closed by the team



European branch of the US private equity fund H.I.G. Capital, has acquired the companies



Leader in the development of labels, patches and packaging for fashion
H.I.G. has been advised by



April 2019



Companies operating in the production of professional and domestic kitchen equipments

Exchange of shares for group creation

The 2 companies have been advised by



June 2019



On-line travel agency focused on luxury travels has sold a majority stake to a pool of private investors

The investors have been advised by



July 2019

Main transactions closed by the team



has acquired the majority stakes in the companies



Producers of metal accessories for luxury leather goods

Mandarin Capital Partners has been advised by



October 2019



Through its participated companies



has acquired the 100% of



Producer and distributor of metal accessories for luxury leather goods

Mandarin Capital Partners has been advised by



April 2020



Through its company Tachi Blades Srl

has acquired the 100% of



Producer of steam turbine and gas compressor blades, for the power generation market

Ethica Global Investments SpA has been advised by



October 2020

Main transactions closed by the team





Through the participated company Florence SpA has acquired the majority stakes in the companies






Producers of outerwear, leather clothing and knitwear for the main luxury brands worldwide

The 3 sellers have been advised by



November 2020



Through its participated companies




has acquired the 100% of



Producers of metal accessories for luxury leather goods

Mandarin Capital Partners has been advised by



December 2020





through its participated company



has acquired the 100% of the companies




MAX CONF S.r.l. **Romolini S.r.l.**

Specialized in jersey products for luxury brands

The sellers have been advised by



June 2021

Main transactions closed by the team

through its participated company



has acquired the 100% of the company



Producers of outerwear for men for the main luxury brands worldwide

The buyer has been advised by



July 2021

through its participated company



has acquired the 100% of the company






Leading producer of soft accessories for the main luxury brands worldwide


The buyer has been advised by




September 2021

through its participated company




has acquired the 100% of the company



Leader in womenswear and menswear pattern making for the main luxury brands worldwide

The buyer has been advised by



May 2022

Main transactions closed by the team

through its participated company



has acquired the 100% of the company



Producer of haute couture for luxury brands worldwide

The buyer has been advised by



May 2022

through its participated company



has acquired the 100% of the company



Producers of outerwear for women for the main luxury brands worldwide

The buyer has been advised by



May 2022



has acquired a majority stake in the company








Producer of wirings and electromechanical assembler for third parties

The buyer has been advised by








May 2022

Main transactions closed by the team

| Client | Activity |
|---|--|
|  | <ul style="list-style-type: none"> - Managed AISoftware's IPO onto Nasdaq Europe - Advised in capital increase - Managed public offer - Assisted in the sale of a business sector to TXT e-solutions |
|  | <ul style="list-style-type: none"> - Acted as Algol's IPO Sponsor and Global Coordinator onto the New market - Advised in capital increase |
|  | <ul style="list-style-type: none"> - Managed Poligrafica San Faustino's institutional placement onto the New market - Managed capital increase, in conjunction with Société Generale, in the form of Equity line |
|  | <ul style="list-style-type: none"> - Managed TC Sistema's institutional and public offers - Assisted in the sale of a TC Sistema's group division to another IT primary group listed |
|  | <ul style="list-style-type: none"> - Advised in Armando Testa group reorganization - Assisted in finance structure optimization and control chain clarification |







Main transactions closed by the team

| Client | Activity |
|---|--|
|  | <p>- Advised in Kaitech share capital increase</p> |
|  | <p>- Advised in Teleunit share capital increase</p> |
|  | <p>- Managed public offer of Artè, Dataservice, Digitalbros, Mariella Burani, Saeco, ITWay, Cardnet, Amplifon, Campari, Delonghi, Biesse, Fiera di Milano, Azimut e Geox</p> |
|  | <p>- Debt restructuring and consolidation for Tecnodiffusione Italia SpA</p> |
|  | <p>- Assisted in the acquisition of 50% of Cioccolato Peyrano's capital, Torino</p> |

Main transactions closed by the team

| Client | Activity |
|---|---|
|  | <ul style="list-style-type: none"> - Advised in the sale of a majority of the share capital of Gruppo Fida, producer of confectionary to Credem Private Equity |
|  | <ul style="list-style-type: none"> - Advised pharmaceutical company, Hyperphar, in investment capital research (Investor: Wise venture) |
|  | <ul style="list-style-type: none"> - Advised retail company, Coimport, in investment capital research (Investor: Netpartners) |
|  | <ul style="list-style-type: none"> - Assisted jewellery company, Stroili Oro, in growth capital research (Investor: LCapital) |
|  | <ul style="list-style-type: none"> - Advised in debt reconstruction of paper company Agnati (Bank leader: Bipop) |
|  | <ul style="list-style-type: none"> - Advised in debt reconstruction of radiator company Tubor radiators (Bank leader: Unicredit) |

Main transactions closed by the team

| Client | Activity |
|---|--|
|  | - Advised automotive company, FIM ,in family buyout (Investor: Banca Arner) |
|  | - Advised packaging company, Sorma, in family buy out (Investor: private investor) |
|  | - Assisted real estate brokerage company, IdeaNet, in investment capital research (Investor: Banca Rolo) |
|  | - Advised textile company, Nemesis, first in Management buy out (Investor: Banca Intesa) and subsequently in the acquisition of competitor Matex SpA |
|  | - Advised biotechnology company, BTS, in management buy out |
|  | - Assisted logistical company, Bomi, in mid-term finance research |

Main transactions closed by the team





| Client | Activity |
|---|--|
|  | <p>- Assisted on-line sports betting company, Goldbet, in selling 100% of its capital to an English group listed on the London Stock Exchange</p> |
|  | <p>- Assisted IT Way, list on the Milan Stock Exchange and to acquire 100% of the capital of a Spanish company</p> |
|  | <p>- Assisted Eurizon Financial Group acquire an asset management company and an insurance enterprise in China as well as an insurance company in Turkey</p> |
|  | <p>- Provided business management consulting to major Italian and foreign industrial groups</p> |

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