



Tailored solutions for  
Merger & Acquisition risks.

Equity and M&A



**Gallagher**

Insurance | Risk Management | Consulting



## The Gallagher difference.

The Gallagher Equity and M&A team has experience that covers the entire mergers and acquisitions spectrum, including private equity, venture capital, growth equity and buyouts. Our expertise includes fund protection, transactional support, portfolio management, restructuring and exit, and transactional risk solutions — we are your complete M&A team. Our goal is to ensure the absolute protection of your business assets through every step of the process, while helping you remain competitive in today's ever-changing risk environment.

# Expect more from your broker.

## We have the expertise you need.

Equity investors have complex risks stemming from a myriad of sources, including investors, limited partners, regulatory agencies, portfolio companies and employees. Successful investing requires partners willing and able to help you anticipate and mitigate these risks. At Gallagher, we'll help you identify and assess the risks and human capital needs that affect your business and address them through a comprehensive risk management plan.

We'll ensure you have the most comprehensive coverage at a competitive price. But that's just the beginning. Our approach looks at all the areas of risk management and human capital that your business must focus on, and we will help you understand and manage your risks from start to finish, backed by the best customer service in the industry.

## Global reach, local presence.

With one of the most experienced private equity teams in the global marketplace, we merge our local, national and global resources to provide the right expertise to ensure success. Gallagher has a significant global presence and a client-driven culture. We understand the key features of what is required and should be expected from your insurance service partner. Trusted advisors, diverse product mix, strong executive leadership, industry awareness, market leverage and exceptional customer service make Gallagher's Equity and M&A Practice your complete insurance solution.



# Fund protection.

## Litigation risk.

Private equity fund managers face litigation risks which have the potential to cause significant loss to the fund being managed, the fund's management vehicle and the individual practitioners. Claims experience in the U.S., the UK and in Australia demonstrate that the key exposures arise at the point of entry into or exit from an investment. Litigants include the broad range of stakeholders in portfolio companies and the company itself. Claims have also been brought by fund investors.

## Managing litigation risk through insurance.

Private equity fund managers have insurance needs which differ from fund managers investing in listed securities or property, because they are buying operating businesses. The assets they acquire are more complex and varied. Insuring against litigation risk requires expert attention at both the fund's management and at the portfolio company level. Gallagher arranges insurance packages, tailored for private equity firms, addressing all of these exposures through:

- Investment managers insurance (IMI)
- Portfolio company D&O insurance
- Directors Side A cover
- Crime
- Fund wind-down solutions

# Transaction support.

Gallagher's Equity and M&A Practice delivers customized due diligence for target assets insurance and human capital programs. The analysis includes:

- A detailed review of the insurance, risk management and human capital policies
- Identification of both covered and uncovered exposures and liabilities
- Pro forma cost projections for pre- and post-close insurance cost
- Closing and post-closing transitional matters
- Pension valuation and termination costs
- International liabilities (employee termination provisions, pension, local schemes, etc.)
- Executive compensation and incentive plans

## Risk transfer solutions.

Our suite of solutions is designed to transfer risks related to M&A transactions, which can often delay or block deals from being completed.

- Representations and warranties insurance
- Environmental insurance
- Prospectus liability coverage
- Tax opinion insurance

# Industries we represent.

Our expertise with mergers and acquisitions spans across the spectrum of the marketplace, including our 21+ focused industries.



Automotive



Aviation



Construction



Energy



Entertainment



Equity and M&A



Financial Institutions



Food & Agribusiness



Healthcare



Higher Education



Hospitality



Law Firms



Life Sciences



Marine



Nonprofit



Public Sector



Real Estate



Religious



Restaurant

Tech & Telecom

Transportation



## Portfolio management and exit.

### Service framework.

Our disciplined process merges our local, national and global resources to ensure your risk exposures are identified, managed and financed through the most comprehensive and cost-effective program. It documents what to insure and how to insure it, providing peace of mind with no gaps or overlaps.

### Risk review.

- Corporate/fund structure review
- Review investment style
- Analyze committees/mandates
- Fund documentation review
- Needs analysis of investee companies

### Program strategy.

- Utilize risk review
- Review insurance market conditions
- Insurer selection review
- Program design benchmarking (limits, program options)
- Portfolio dashboard

### Merger integration.

- Compensation consulting
- Benefit alignment
- Retirement plan roll-up
- Efficiency analysis and key employee value

### Marketing and placement.

- Develop market engagement strategy
- Underwriter presentations (local and overseas)
- Review of insurer terms
- Leveraged placement

### Stewardship.

- Alignment of insurance goals to investment thesis
- Day-to-day service
- Policy issuance and maintenance
- Claims management
- Insurance manuals/certificates of currency

### Disposition.

- Ease of sale
- Review of existing coverages
- Tail liabilities



## Why Gallagher?

Gallagher is one of the largest insurance brokers in the world, with divisions specializing in retail insurance brokerage operations, benefits and HR consulting, wholesale distributions and third-party administrations and claims processing. With our worldwide network, wherever you are—we're nearby.

### **We place our clients first.**

Gallagher's Equity and M&A Practice has one of the most experienced insurance merger and acquisition teams in the global marketplace, with experienced teams in all key global financial centers, including Chicago, New York, Dallas, Los Angeles, London and Sydney.

## Serving clients across the world.

### **As you focus on investing, we focus on serving you.**

Gallagher's Equity and M&A team is dedicated to consulting and program management for organizations, including but not limited to:

- Asset management operations
- Hedge funds
- Investment teams
- Private equity firms
- Publicly traded alternative asset management firms
- Venture capital
- Strategic acquirers



Gallagher named one of the World's Most Ethical Companies® for 2018.

Gallagher named one of the World's Most Ethical Companies® for the seventh consecutive year. This designation is awarded to companies that conduct business at the highest standards. Ethisphere Institute, March 2018.

We take smarter care of your risk so you can take better care of your business.

**The Gallagher Way | since 1927.**

Gallagher has been designing solutions to meet our clients' unique needs for more than 90 years. We pioneered many of the innovations in risk management used by businesses in all industries today. We believe that the best environment for learning and growing is one that remembers the past and invents the future. Gallagher has divisions specializing in retail insurance brokerage operations, benefits and HR consulting,

wholesale distributions and third-party administrations and claims processing. As one of the largest insurance brokers in the world, Gallagher has more than 700 offices in 34 countries and provides client-service capabilities in more than 150 countries around the world through our network of partners. Wherever you are—we're nearby.

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