MERCER CAPITAL

Transaction Advisory Services



BUSINESS VALUATION & FINANCIAL ADVISORY SERVICES

Securities transactions conducted through StillPoint Capital, Member FINRA/SIPC, Tampa, FL. Jeff Davis is a Registered Representatives of the broker dealer StillPoint Capital, LLC. Mercer Capital and StillPoint Capital, LLC are not affiliated entities.



Transaction Advisory Services

Mercer Capital provides transaction advisory services to a broad range of public and private companies and financial institutions. Mercer Capital has successfully executed mergers & acquisitions and other services for a broad array of middle-market companies since the mid-1980s.

Mercer Capital Provides a Comprehensive Suite of Valuation and Transaction Advisory Services:

- Sell-Side Advisory Services
- Buy-Side Advisory Services
- Fairness & Solvency Opinions
- Quality of Earnings Analysis

- Corporate Recapitalization
- Shareholder Recapitalization
- ESOP Advisory
- Bankruptcy & Restructuring Analysis

Mercer Capital leverages its historical valuation and investment banking experience to help clients navigate critical transactions, providing timely, accurate, and reliable results. We have significant experience advising shareholders, boards of directors, management, and other fiduciaries of middle-market public and private companies in a wide range of industries.

Rather than pushing solely for the execution of any transaction, Mercer Capital positions itself as an advisor, encouraging fully informed decision-making by its clients. Our independent advice withstands scrutiny from shareholders, bondholders, the SEC, IRS, and other interested parties to a transaction.



The Mercer Advantage

Maximize Net Proceeds	The components of a transaction can become complicated. Our experience and expertise in valuation and our understanding of the financial intricacies of the deal help insure that you maximize the net proceeds from the transaction.
Negotiate Best Possible Terms	With years of experience reviewing purchase agreements, we work with your legal counsel to ensure the transaction documents accurately reflect the agreed upon value and terms.
Drive Transaction to Closure	We have worked on hundreds of transaction engagements since Mercer Capital was founded in 1982. Our range of experience is of great help if and when unexpected issues arise, and unexpected issues almost always arise. We work with your team of advisors to manage these issues and provide the information necessary to make critical decisions regarding proposed solutions.
Ensure Confidentiality	Revealing a contemplated transaction to your employees and stakeholders can lead to unnecessary stress, which compounds the stress on ownership and management. We work to ensure confidentiality within and outside of your company.
Minimize Burden on Ownership	The transaction process can be demanding. Without the help of experienced advisers, ownership's attention can be pulled away from the business, growth can wane, and the business you are trying to sell can become less attractive as the transaction process plays out. Our dedicated and responsive team is available to manage the transaction process, so you can focus on running your business.

Transaction Advisory Process

Phase 1 Preparing for Sale

Collection of Company information, including historical financials, multiyear projections, organizational charts, marketing materials, officer compensation, and the like

On-site visits with management as needed

Preparation of a benchmark valuation analysis, representing a range of value providing shareholders a reasonable expectation regarding potential purchase price

Consultation with shareholders regarding the benchmark value and the decision to market the business for sale

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Phase 2 Going to Market

Preparation of a Confidential Information Memorandum (CIM) for presentation to qualified parties who may have an interest in acquiring the Company

Development of a list of potential acquirers based on market and industry characteristics and the unique characteristics and preferences of the Company and its shareholders

Initial communication with potential acquirers to assess interest and execute non-disclosure agreement

Distribution of CIM to potential acquirers and solicitation of initial indications of interest

Selection of bidders to conduct initial due diligence review and submit letter of intent

Negotiations to maximize proceeds through potentially multiple rounds of bidding from interested parties

Review of revised LOIs with shareholders leading to executing exclusivity with one party

Phase 3 Closing the Transaction

Facilitation of due diligence review to reduce distraction from ordinary business operations

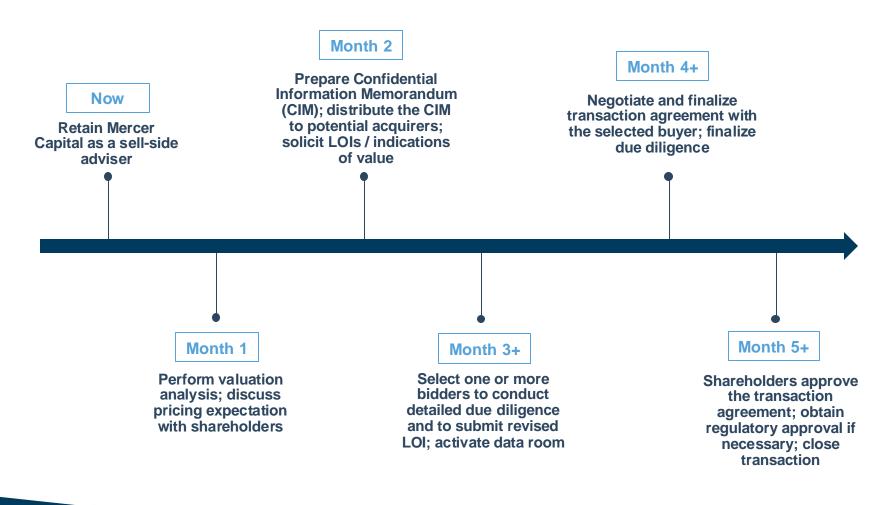
Further negotiation with the prospective purchaser in order to reach a business transaction for the acquisition of the Company

Support of the shareholders' attorneys in the legal document drafting process to ensure the legal documents accurately reflect the business transaction from a financial point of view

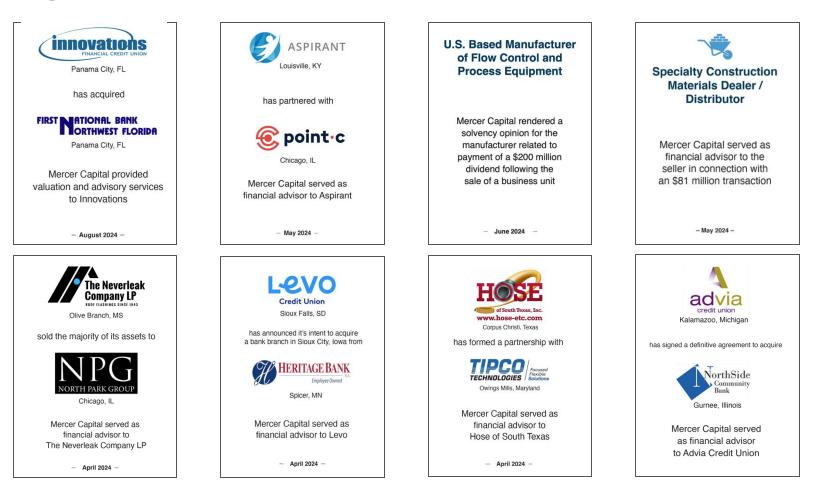
Promote a smooth and timely close



The Typical Transaction Process Takes Five to Seven Months

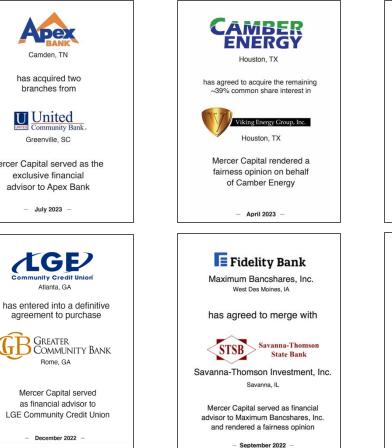








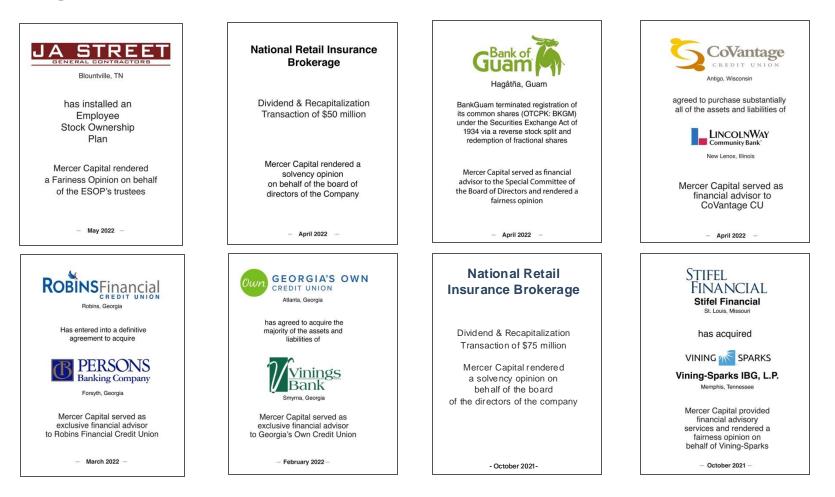




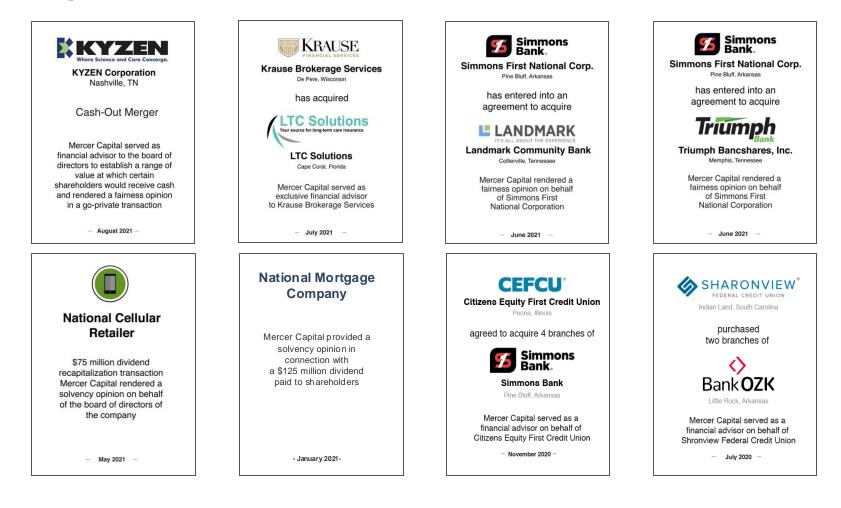
WeCare Services Inc. A Franchisee of Comfort Keer Memphis, Tennessee was aquired by a **Private Investment Group** Mercer Capital served as a financial advisor to WeCare Services Inc. - May 2023 -**Global Management Consulting and** Services Company Mercer Capital rendered a fairness opinion in connection with a \$200 million stock repurchase transaction

- July 2022 -











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