

COURSE PROGRAMME

Mergers and Acquisitions – International Tax Aspects

Course Programme

Lessons

Topics Covered

Module 1

Introduction to Mergers and Acquisitions

- › Corporate M&A strategies, such as market extension, product diversification, vertical integration, horizontal integration or talent acquisition
- › Private equity M&A strategies, such as undervalued target, leveraged buyout or buy-and-build
- › Steps in an M&A process, from strategy development up to post-deal integration
- › Steps in an initial public offering (IPO), from preparation and due diligence to post-IPO compliance and reporting
- › Tax impact of the chosen strategy and of each step of the transaction
- › Classification of M&A transactions and related consequences for tax practitioners

Module 2

Tax Due Diligence and Contract Negotiation

- › Tax due diligence
- › Purpose of tax due diligence
- › Methods for determining the price in an M&A transaction
- › Identification and documentation of tax risks and drafting a tax schedule
- › The role of representations, warranties and indemnification provisions
- › What are adjustment mechanisms, escrow provisions, conditions precedent and cooperation clauses?
- › Best practices in tax due diligence

Module 3

Acquisition Structuring

- › Regulatory considerations that may affect acquisition structuring
- › The advantages and disadvantages of asset deals, share deals and mergers from a tax perspective
- › Types of financing in M&A deals
- › Key tax considerations related to financing of M&A deals

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Module 4

Transaction Execution

- > Types of tax-free reorganizations and related practical considerations
- > Claw-back and anti-avoidance rules in respect of tax-free reorganizations
- > Reasons to opt for a taxable reorganization
- > Loss carry-forward rules in a reorganization
- > Specific dynamics of tax grouping rules
- > The rationale and practicalities of cross-border reorganizations
- > Tax implications of cross-border reorganizations

Module 5

Post-Closing Structuring and Integration

- > Post-deal integration and rationalization strategies
- > Pillar Two implications post-closing
- > Intellectual property alignment post-acquisition
- > Divestiture strategies
- > Reporting and compliance considerations post-closing
- > The role of tax in the company's environmental, social and governance (ESG) and sustainability policy post-closing

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Level

Intermediate

Completion requirements

To benefit from the learning experience for this training, completing all mandatory components is necessary to obtain your certificate. Upon access to the learning platform, the syllabus will indicate the exact completion requirements. Please also consult the FAQ for more information.

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