

ZAMBELLI

INTERNATIONAL CONSULTING LLC

THE TRUE INDEPENDENT GLOBAL BUSINESS CONSULTING FIRM



ZAMBELLI INTERNATIONAL CONSULTING LLC
Corporate Finance & M&A Advisory Services – Legal Overview

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Welcome to Ours Company

Introduction:

ZAMBELLI INTERNATIONAL CONSULTING LLC (hereinafter “ZIC” or the “Company”) offers specialized Corporate Finance and M&A Advisory services, designed to support clients navigating complex corporate transactions, including mergers, acquisitions, divestitures, leveraged buyouts, management buy-ins, management buyouts, and build-in management buyouts (BIMBOs). ZIC’s services are tailored for corporations, private equity firms, family offices, and institutional investors seeking to maximize transaction value, mitigate risk, and ensure seamless integration across corporate structures.

The Company’s advisory approach combines financial acumen, strategic insight, and legal rigor to provide clients with end-to-end support throughout the lifecycle of corporate transactions. ZIC recognizes that every transaction is unique, shaped by industry dynamics, corporate objectives, regulatory environments, and stakeholder expectations. Therefore, all advisory engagements are customized to reflect the client’s specific goals, risk appetite, and strategic priorities.

ZIC’s Corporate Finance and M&A advisory services are guided by fiduciary principles, regulatory compliance, and ethical standards. The Company operates under strict confidentiality protocols, ensuring that sensitive information is protected throughout all phases of a transaction. The Company also emphasizes transparency, structured reporting, and continuous communication with clients, enabling informed decision-making and efficient execution.

By integrating advanced valuation techniques, rigorous due diligence processes, and structured negotiation methodologies, ZIC helps clients navigate the inherent complexity of corporate transactions. The Company’s objective is to deliver tangible value, reduce operational and financial risks, and ensure successful post-transaction integration.

This document provides a promotional overview of ZIC’s Corporate Finance and M&A Advisory services. It is intended for informational purposes and does not constitute legal, financial, or investment advice, nor does it create any binding obligations. Engagement terms, deliverables, and responsibilities are governed by formal agreements executed between ZIC and its clients.

II. Scope of Services

ZAMBELLI INTERNATIONAL CONSULTING LLC provides a comprehensive range of Corporate Finance and M&A services that address the full lifecycle of a transaction:

1. **Target Identification and Market Scanning** : Identification of potential acquisition, merger, or investment targets based on strategic fit, financial performance, and market positioning.
2. **Valuation Analysis** : Application of advanced valuation methodologies, including discounted cash flow (DCF), comparable company analysis, precedent transactions, and leverage-adjusted modeling to determine fair transaction value.
3. **Due Diligence Management** : Comprehensive financial, operational, legal, and regulatory due diligence, including risk assessment, liability evaluation, and compliance verification.
4. **Deal Structuring and Financial Modeling** : Development of optimal transaction structures, including leveraged buyouts (LBOs), management buy-ins (MBIs), management buyouts (MBOs), and BIMBOs. Detailed modeling assesses financing options, capital structure, and potential synergies.
5. **Negotiation Support and Advisory** : Assistance in deal negotiation, including term sheet preparation, price negotiation, covenant structuring, and stakeholder alignment.
6. **Post-Merger Integration (PMI)** : Support for operational, financial, and cultural integration post-transaction to ensure the realization of anticipated synergies and value creation.
7. **Debt Restructuring and Capital Advisory** : Advisory on optimizing debt structures, refinancing options, and capital allocation strategies to enhance transaction viability and financial stability.

ZIC tailors its services to the specific complexity, scale, and industry of each transaction, ensuring strategic alignment with the client's objectives.



III. Frameworks and Methodologies

ZAMBELLI INTERNATIONAL CONSULTING LLC leverages structured frameworks to ensure efficient, compliant, and value-focused corporate finance and M&A advisory:

1. **Strategic Transaction Planning Framework** : Defines transaction objectives, outlines deal rationale, identifies potential risks, and aligns all activities with corporate strategy.
2. **Valuation and Financial Modeling Framework** : Applies rigorous quantitative techniques, scenario analysis, sensitivity testing, and risk-adjusted valuation to inform investment decisions.
3. **Due Diligence Framework** : Structured review across financial, operational, legal, tax, and regulatory domains, ensuring comprehensive risk assessment and mitigation planning.
4. **Deal Structuring and Optimization Model** : Assesses financing options, capital structure, and leverage to maximize value while minimizing exposure and regulatory risk.
5. **Negotiation and Transaction Governance Framework** : Supports negotiation strategy, documentation, compliance, and stakeholder alignment for smooth execution.
6. **Post-Merger Integration Framework** : Provides a roadmap for operational, financial, and cultural integration, including KPI tracking, synergy realization, and change management protocols.
7. **Risk Management and Compliance Framework** : Ensures all transactions comply with relevant corporate, securities, and fiduciary regulations, mitigating potential liabilities.



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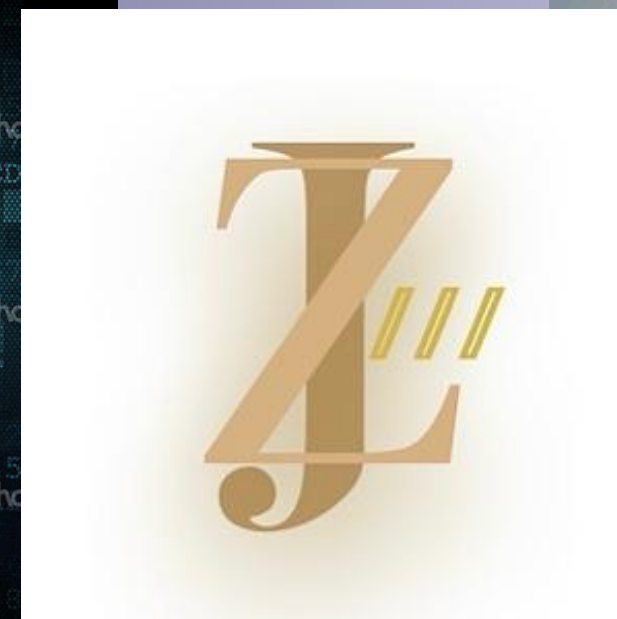


IV. Transaction Architecture and Deal Execution

ZAMBELLI INTERNATIONAL CONSULTING LLC ensures a systematic and disciplined approach to deal execution. Transaction architecture encompasses all phases from pre-deal planning to post-transaction integration:

- **Pre-Deal Planning:** Strategic assessment, target identification, initial valuation, and risk evaluation.
- **Deal Structuring:** Optimized financial structuring using LBOs, MBI, MBOs, or BIMBOs, combined with debt and equity structuring as applicable.
- **Execution:** Coordination of negotiations, legal documentation, regulatory filings, and stakeholder communications.
- **Integration:** Post-merger implementation, operational alignment, and synergy tracking to ensure value realization.

The Company utilizes advanced project management and transaction monitoring systems to maintain transparency, accountability, and milestone tracking.



V. Engagement Model and Delivery Approach

ZAMBELLI INTERNATIONAL CONSULTING LLC employs a phased engagement model for clarity, efficiency, and accountability:

- **Phase 1: Discovery and Strategic Assessment** : Initial client consultation, transaction objective definition, market and target analysis.
- **Phase 2: Valuation and Structuring** : Financial modeling, transaction design, and risk assessment.
- **Phase 3: Due Diligence and Negotiation Support** : Comprehensive due diligence and structured negotiation assistance.
- **Phase 4: Deal Execution** : Coordination of agreements, financing arrangements, and regulatory compliance.
- **Phase 5: Post-Merger Integration and Monitoring** : Operational, cultural, and financial integration; KPI tracking and ongoing advisory support.

This phased approach ensures that client objectives are achieved efficiently, risks are mitigated, and value is maximized throughout the transaction lifecycle.



VI. Target Clients

ZAMBELLI INTERNATIONAL CONSULTING LLC serves a diverse range of clients seeking corporate finance and M&A advisory services are designed for a wide range of clients, including:

- **Corporate Entities** : Companies pursuing mergers, acquisitions, divestitures, or strategic partnerships.
- **Private Equity Firms** : Seeking acquisition targets, portfolio optimization, or exit strategies.
- **Family Offices** : Requiring advisory on generational wealth management, business acquisitions, or restructuring.
- **Institutional Investors** : Pension funds, endowments, and sovereign wealth funds exploring strategic transactions.
- **Entrepreneurs and Business Owners** : Planning business succession, management buyouts, or capital restructuring.
- **International Corporations** : Engaged in cross-border M&A requiring regulatory compliance and integration expertise.
- **High-Net-Worth Individuals (HNWIs)** : Seeking asset protection, estate planning, and liquidity solutions.
- **Families and Family Offices** : Requiring structured wealth management and intergenerational transfer planning.
- **Institutional Investors** : Looking to diversify portfolios and access tokenized investment opportunities.
- **Corporations** : Seeking efficient asset management and innovative financing solutions.
- **Real Estate Owners and Developers** : Interested in fractional ownership and enhanced liquidity.
- **Funds and Asset Managers** : Exploring digital asset structures and tokenized fund models.

ZIC tailors its services to meet the specific needs and regulatory environments of each client segment. All engagements are tailored to client-specific objectives, industry contexts, and regulatory environments.



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VII. Legal Disclaimer and Conclusion

This document is for informational and promotional purposes only and does not constitute legal, financial, or investment advice. ZIC does not guarantee specific transaction outcomes, deal valuations, or financial results. All transactions carry inherent risks, including market volatility, regulatory changes, and operational complexities.

Engagements are governed by formal agreements specifying scope, deliverables, fiduciary obligations, and applicable legal and regulatory compliance requirements. Clients are advised to seek independent legal, financial, and tax counsel prior to entering into any transaction.

All proprietary methodologies, intellectual property, and materials remain the exclusive property of ZIC unless explicitly transferred by written agreement. Confidentiality, professional integrity, and fiduciary standards are strictly maintained in all engagements.

This document is intended solely for informational and promotional purposes. It does not constitute a legally binding agreement, offer, or guarantee of services. All consulting engagements with ZIC are subject to formal contracts that define the scope, terms, conditions, and deliverables.

ZAMBELLI INTERNATIONAL CONSULTING LLC makes no representations or warranties regarding specific outcomes, as results may vary based on client implementation, market conditions, and external factors.

All intellectual property, methodologies, and materials provided by ZIC remain the property of the Company unless otherwise agreed in writing.

By engaging ZIC, clients agree to comply with all applicable laws, regulations, and contractual obligations.

ZAMBELLI INTERNATIONAL CONSULTING LLC stands as a trusted partner for organizations seeking to navigate complexity, drive innovation, and achieve sustainable success.

Through its comprehensive consulting services, the Company delivers not only strategic insight but also practical solutions that enable clients to thrive in an increasingly dynamic business environment.

ZAMBELLI INTERNATIONAL CONSULTING LLC delivers disciplined, client-focused Corporate Finance and M&A advisory services. Through strategic planning, rigorous analysis, and structured execution, ZIC helps clients navigate complex transactions, maximize value, mitigate risks, and achieve seamless integration in an increasingly competitive global business environment.





CONTACT US

ZAMBELLI INTERNATIONAL CONSULTING LLC, with its principal place of business at 16192 Coastal Highway, Lewes, Delaware 19958, Sussex County, United States. Registered in the State of Delaware under Registration Number 3592130. Official Representation: Counsel & BA (PLS) José Zambelli.

The company manages and administratively organizes the holding WISE UNIVERSAL GROUP Ltd, registered in England and Wales under registration number 14615225. Its registered office is located at 128 City Road, EC1V 2NX, London, United Kingdom.

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EMPOWERING YOUR GLOBAL SUCCESS – ALWAYS SEVEN STEPS AHEAD



THANK YOU

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