ZAMBELLI

INTERNATIONAL CONSULTING LLC

THE TRUE INDEPENDENT GLOBAL BUSINESS CONSULTING FIRM

Global Multi-Target Acquisition Program

Deal Book | 2026

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Welcome to Ours Company

Global Multi-Target Acquisition Program - Deal Book | 2026

Introduction:

At ZAMBELLI INTERNATIONAL CONSULTING LLC and WISE UNIVERSAL GROUP, we are proud to present our 2025 Global Multi-Target Acquisition Program, a dynamic initiative designed to consolidate leadership across the financial services and asset management sectors.

Together, our firms form a strategic alliance at the intersection of legal precision, financial innovation, and global market reach. With an active presence across the United States, United Kingdom, Canada, and key emerging jurisdictions, we are committed to executing multiple, concurrent acquisitions that align with our vision for scalable, technology-driven financial platforms.

Our combined experience in M&A advisory, structured finance, fiduciary services, and cross-border investment vehicles empowers us to deliver seamless transactions with optimal value creation. This Deal Book outlines our acquisition strategy, target profiles, transaction modalities, and operational roadmap as we embark on an ambitious expansion campaign for 2025.

We invite you—our partners, investors, and stakeholders—to join us in this transformative journey as we redefine the landscape of international finance, asset management, and financial technology services.

1. Executive Summary

ZAMBELLI INTERNATIONAL CONSULTING LLC, in strategic alliance with WISE UNIVERSAL GROUP, is pleased to announce the formal launch of its Global Multi-Target Acquisition Program, focused on the structured consolidation of mid-market entities within the financial services and asset management sectors.

This initiative is structured as a series of simultaneous, phased acquisition transactions, targeting between three (3) to five (5) companies per operational phase. Our transaction strategy is designed to deliver accelerated market entry, expanded client base, operational synergies, and technology platform integration across multiple jurisdictions.

Preferred Jurisdictions: United Kingdom (UK) -United States of America (USA) -Canada
These territories have been selected based on their robust regulatory frameworks, established financial ecosystems, and potential for cross-border scalability.

Acquisition Type:
Multiple concurrent acquisitions, enabling immediate scale benefits and portfolio diversification.
Structured as either platform acquisitions or bolt-on transactions, depending on the target's strategic fit within the consolidated group.

Transaction Size Parameters:
Target companies exhibiting annual EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization) within a range of USD 5 million to USD 45 million, or equivalent in GBP (£) or CAD (C$), per acquisition.
Companies falling within this bracket demonstrate the operational scale, profitability, and growth trajectory aligned with our post-acquisition integration model.

Through this program, ZAMBELLI INTERNATIONAL CONSULTING LLC and WISE UNIVERSAL GROUP aim to establish a dominant position in the financial services and asset management sectors, with a consolidated portfolio that leverages best-in-class technology platforms, experienced management teams, and cross-border operational efficiencies.

This Executive Summary sets forth the foundational framework upon which further diligence, negotiations, and structuring will be pursued under our multi-jurisdictional M&A framework and in compliance with all applicable legal, tax, and regulatory standards.

2. Investment Thesis

ZAMBELLI INTERNATIONAL CONSULTING LLC and WISE UNIVERSAL GROUP have developed a compelling investment thesis for their Global Multi-Target Acquisition Program, designed to capitalize on current market dislocations and structural inefficiencies within the mid-market financial services sector across key global jurisdictions.

Our strategy is predicated on four interlocking pillars:

1. Seizing Market Dislocation Opportunities in Mid-Market Financial Services

The ongoing transformation within the financial services industry, driven by technology disruption, regulatory changes, and post-pandemic consolidation, has created a favorable environment for acquiring well-performing but undervalued mid-market players. These businesses often face succession challenges, limited capital access, and scalability constraints, positioning them as ideal targets for strategic acquisition and integration into a larger platform.

2. Aggregation of Synergistic Targets to Build a High-Value, Technology-Enabled Financial Platform

By acquiring and integrating synergistic entities, we aim to construct a scalable, technology-driven financial services and asset management platform. Our target aggregation strategy focuses on capturing operational synergies, expanding geographic reach, enhancing product offerings, and leveraging economies of scale through unified digital infrastructure, including AI, blockchain, and wealth technology solutions.

3. Application of Proven Leveraged Buyout (LBO) and Management Buy-In (MBI) Structures

Our acquisition methodology leverages established LBO and MBI models to optimize investment returns and operational performance:

- LBO: Financing acquisitions through a prudent mix of debt and equity, utilizing target company cash flows and assets to secure acquisition financing while maintaining sustainable leverage ratios.
- MBI: Introducing seasoned leadership teams post-acquisition to drive operational transformation, accelerate growth, and ensure alignment with group strategic objectives.

These structures provide a balanced risk-return profile and maximize value creation through active ownership and performance enhancement.

4. Cross-Jurisdictional Structuring for Tax Efficiency and Regulatory Alignment

Recognizing the multi-jurisdictional nature of our targets (United Kingdom, United States, and Canada), we will employ bespoke legal and fiscal structures designed to:

Optimize tax efficiency through appropriate use of Special Purpose Vehicles (SPVs), holding companies, and treaty jurisdictions.

Ensure full compliance with local regulatory frameworks, including financial services licensing, anti-money laundering (AML) standards, and cross-border transaction reporting requirements.

Through this thesis, we aim to deliver superior risk-adjusted returns for our investors while establishing a sustainable, high-growth financial services platform with global reach and operational resilience.

Merger Methodology: Integration with Significant FinTech Companies

ZAMBELLI INTERNATIONAL CONSULTING LLC and WISE UNIVERSAL GROUP adopt a structured and disciplined methodology when executing mergers with large-scale, strategically important FinTech companies. This process is designed to maximize value creation, ensure seamless integration, and align operations with our broader multi-jurisdictional financial platform.

1. Strategic Target Identification

We focus on FinTech companies that meet the following critical criteria:

Proven revenue models with positive cash flows or clear path to profitability.

Technology-driven solutions in sectors such as digital banking, payments, wealth management (WealthTech), blockchain infrastructure, and AI-powered financial services.

Scalable platforms with existing market share in the UK, USA, Canada, or other G20 jurisdictions.

Compliance with regulatory standards (FCA, SEC, FINTRAC, etc.).

2. Acquisition & Merger Structures

Our preferred structures include:

Majority-Control Mergers: Acquisition of controlling interest (51% or more) while retaining existing minority shareholders and management for continuity.

Platform Roll-Ups: Merging multiple FinTech targets under a unified holding structure to consolidate market share and achieve scale.

Asset Mergers: Acquiring key technology, licenses, and customer bases while integrating operations under the Zambelli-Wise platform.

3. Financing Methodology

Leveraged Buyouts (LBOs): Utilizing target company assets and cashflows to secure acquisition financing while maintaining healthy leverage ratios.

Strategic Equity: Injection of proprietary capital and co-investment from our pool of over 22,000 global institutional investors (US$9 billion deployment capacity).

Hybrid Debt Instruments: Use of mezzanine debt, convertible notes, or vendor financing where appropriate.

4. Leadership & Operational Integration

Management Buy-In (MBI): Installation of elite leadership teams with track records in scaling FinTech operations post-acquisition.

Technology Harmonization: Unification of platforms using API frameworks, cloud-native solutions, and AI-based operational tools to create a seamless customer experience.

Regulatory Synchronization: Cross-jurisdictional alignment to ensure continued compliance with banking, securities, and data protection laws.

5. Legal & Fiscal Structuring

Establishment of Special Purpose Vehicles (SPVs) in tax-efficient jurisdictions.

Use of cross-border merger vehicles (EU directives, Delaware mergers, UK schemes of arrangement).

Optimization of capital gains, withholding tax, and VAT exposures through legal structuring.

6. Post-Merger Value Creation Plan

Realization of operational synergies (cost savings, revenue enhancement).

Geographic expansion through our existing networks in Europe, North America, and emerging markets.

Technology upgrades to further automate and enhance service delivery.

Preparation for future exit strategies (IPO, secondary sale, or strategic buyout).

Objective:

To transform the merged FinTech entity into a leading, scalable, and highly profitable platform within the global digital financial services ecosystem — maximizing returns for shareholders while delivering best-in-class services to clients.

3. Acquisition Methodology

ZAMBELLI INTERNATIONAL CONSULTING LLC and WISE UNIVERSAL GROUP adopt a disciplined and structured approach to acquisitions, employing internationally recognized methodologies designed to optimize financial returns, operational performance, and regulatory compliance.

Leveraged Buyout (LBO) Strategy

The acquisition financing is primarily structured through Leveraged Buyouts (LBOs), wherein the target company's own cashflows and assets are leveraged to secure acquisition debt.
Leverage ratios are carefully optimized within a prudent band of 3.0x to 4.0x EBITDA, maintaining financial stability while maximizing return on equity.
Debt instruments may include senior secured loans, subordinated debt, and hybrid mezzanine structures tailored to each jurisdiction and regulatory environment.

Management Buy-In (MBI) Program

Post-acquisition leadership is strengthened through Management Buy-In (MBI), installing high-caliber executives with proven track records in scaling financial services and FinTech businesses.
Newly appointed management teams are aligned with shareholder interests through equity incentive schemes, including stock options, phantom shares, and performance-based equity grants.
The MBI structure ensures rapid post-transaction operational improvements, cultural integration, and value creation.

Deal Structuring and Execution

- Acquisitions are executed through flexible structuring options tailored to each target's profile and jurisdiction:
- Control Stakes: Acquisition of majority or controlling interests (typically 51% to 100%).
- Platform Roll-Ups: Aggregation of multiple synergistic targets into a consolidated platform.
- Bolt-On Acquisitions: Strategic add-ons to existing portfolio companies to expand product offerings or geographic reach.

For each acquisition, a dedicated Special Purpose Vehicle (SPV) is established to ring-fence liabilities, isolate financial performance, and streamline tax and legal compliance.

Where appropriate, cross-border legal entities are utilized to:

- Maximize fiscal efficiency (minimize withholding taxes, capital gains exposure, and VAT liabilities).
- Comply with multi-jurisdictional regulatory requirements.
- Enable seamless repatriation of dividends and capital.
- Tax & Regulatory Optimization
- Legal structures are designed to meet both local regulatory standards (e.g., FCA in the UK, SEC in the USA, FINTRAC in Canada) and international tax planning best practices.

Use of recognized tax treaties and double taxation agreements (DTAs) to avoid tax leakage during cross-border transactions.
Objective:
To execute multiple, simultaneous acquisitions in the financial services sector through optimized financial structuring, robust leadership transition, and efficient legal frameworks — delivering superior returns to investors and sustainable growth for the platform.

4. Legal & Fiscal Framework

ZAMBELLI INTERNATIONAL CONSULTING LLC and WISE UNIVERSAL GROUP have established a robust legal and fiscal architecture to ensure that each acquisition is executed efficiently, compliantly, and in a manner that maximizes after-tax returns.

Fiduciary Structuring via Special Purpose Vehicles (SPVs)

Each acquisition will be executed through dedicated Special Purpose Vehicles (SPVs) domiciled in internationally recognized, tax-neutral jurisdictions (e.g., Luxembourg, Cayman Islands, British Virgin Islands).

SPVs serve to:

- Isolate financial liabilities and risks specific to each transaction.
- Facilitate efficient debt financing structures (LBOs).
- Optimize fiscal treatment of dividends, interest, and capital gains.
- Enable smoother exit strategies, including IPOs or secondary sales.

Regulatory Compliance

All transactions will be structured in strict compliance with the relevant regulatory regimes governing financial services and cross-border acquisitions in each target jurisdiction:

- United Kingdom: Financial Conduct Authority (FCA)
- United States: Securities and Exchange Commission (SEC), Financial Industry Regulatory Authority (FINRA)
- Canada: Financial Transactions and Reports Analysis Centre of Canada (FINTRAC), Canadian Securities Administrators (CSA)
- Pre-acquisition filings, regulatory notifications, and post-closing compliance reporting will be managed through local counsel and regulatory advisors.

Transaction Efficiency and Speed

- Legal frameworks have been pre-structured to facilitate swift transaction closing windows within 30 to 90 days per acquisition, subject to regulatory approvals and due diligence outcomes.
- Use of standardized legal documentation (SPAs, Shareholders' Agreements, Management Incentive Plans) across jurisdictions enables accelerated deal execution.
- Cross-border coordination is supported by an internal M&A legal task force and retained external firms.

Retained Legal and Tax Counsel

ZAMBELLI INTERNATIONAL CONSULTING LLC and WISE UNIVERSAL GROUP maintain ongoing engagements with leading regulatory law firms and international tax advisors in each target country, including but not limited to:

- UK-based solicitors specializing in FCA-regulated M&A transactions.
- US securities law firms with deep experience in SEC compliance.
- Canadian legal counsel adept at navigating FINTRAC anti-money laundering regulations and provincial securities requirements.
- Global tax structuring firms to advise on Double Taxation Treaties (DTTs) and Base Erosion and Profit Shifting (BEPS) considerations.

Objective:

To ensure that all acquisitions are legally sound, tax-efficient, and fully compliant with the highest standards of regulatory oversight across multiple jurisdictions — enabling smooth, rapid, and risk-mitigated deal execution.

5. Due Diligence Process

Our due diligence methodology is engineered for speed, accuracy, and risk mitigation, enabling us to execute multiple concurrent acquisitions efficiently while maintaining rigorous standards.

Accelerated Due Diligence (DD) Cycle

Target completion window of 15 to 30 business days per acquisition target.

Structured to run concurrently across multiple jurisdictions and targets (3-5 per acquisition phase).

Phased approach:

- Phase 1: Red-flag review (5-7 days)
- Phase 2: Full-scope financial, legal, operational, and regulatory diligence (8-20 days)
- Phase 3: Final confirmatory due diligence and deal documentation (5-7 days)

AI-Powered Due Diligence Tools

- Deployment of AI-driven analytics platforms to enhance the accuracy and depth of our diligence process, including:
- Predictive analytics to identify post-merger synergies and operational efficiencies.
- Automated risk scoring based on historical financials, regulatory filings, and litigation databases.
- Machine learning algorithms to detect anomalies in accounting records and compliance reports.
- Acceptance of Vendor Due Diligence (VDD) Reports

Where available, Vendor DD Reports will be accepted to expedite transaction timelines, subject to validation by our retained counsel and financial advisors.

Use of "Reliance Letters" from vendor advisors to ensure buyer protection and reliance on VDD outcomes.

Scope of Due Diligence

- Financial: Quality of Earnings (QoE), working capital analysis, debt verification, financial projections validation.
- Legal: Corporate structure, contract reviews, pending litigation, intellectual property rights, regulatory compliance.
- Operational: IT systems, human resources, supplier/customer concentration risks, ESG factors.
- Regulatory & Tax: Licenses and permits, tax compliance, cross-border transfer pricing, sanctions screenings (AML/KYC).
- Dedicated M&A Task Force
- Internal M&A legal and financial task force operating in tandem with external Big Four advisory firms and top-tier law firms in each jurisdiction.
- Central command structure to coordinate multi-target diligence and standardize deliverables across all acquisitions.

Objective:

To enable rapid, risk-mitigated acquisitions with predictive insights that optimize integration and maximize post-deal value — while maintaining compliance with legal, regulatory, and financial best practices in each target market.

6. Funding Capacity

Our acquisition program is underpinned by a deep and diversified capital base designed to support multi-target, multi-jurisdictional transactions with speed and financial strength.

Proprietary Capital Base

- ZAMBELLI INTERNATIONAL CONSULTING LLC and WISE UNIVERSAL GROUP are backed by proprietary assets exceeding USD 8.85 billion, secured through diversified holdings including real estate portfolios, financial instruments, and private equity positions.
- These proprietary funds ensure the ability to underwrite transaction deposits, exclusivity fees, and initial equity commitments without dependency on third-party capital timelines.
- Assets held under custodianship in top-tier financial institutions across the US, UK, Canada, and the EU, ensuring liquidity and compliance with cross-border capital movement regulations.

Institutional Third-Party Capital Access

- Secured funding lines and co-investment commitments from institutional investors exceeding USD 9 billion.
- Investor network comprises:
  - 32,000+ institutional investors globally, including pension funds, sovereign wealth funds, endowments, and insurance companies.
  - Global private equity funds with mandates for financial services, fintech, and asset management sector investments.
  - Leading family offices with appetite for direct deals and longer-term platform build-ups.
  - Specialist credit funds offering structured financing solutions, including mezzanine debt and unitranche facilities.

Funding Structure

- Acquisition financing to be structured using a blend of equity and leveraged debt instruments under LBO structures, targeting prudent leverage multiples (3-4x EBITDA).
- Equity commitments to be provided by a combination of:
  - Proprietary capital from ZAMBELLI & WISE principals.
  - Co-investment tranches allocated to selected institutional partners.
- Debt financing sourced from:
  - Global credit funds.
  - Investment banks offering acquisition finance.
  - Structured debt vehicles designed for tax-efficient, cross-border transactions.

Funding Readiness

- Capital partners and underwriting banks pre-aligned for transaction execution, enabling deal closures within 30 to 90 days.
- Flexibility to scale funding depending on the size and number of concurrent acquisitions per transaction phase (3-5 targets).

Legal & Compliance

- All funding arrangements comply with:
  - Anti-Money Laundering (AML) and Know Your Customer (KYC) standards in the US, UK, Canada, and EU.
  - Global capital adequacy and reporting frameworks (Basel III, FATCA, CRS).
  - Legal documentation prepared and vetted by retained legal counsel in relevant jurisdictions.

Objective:

To execute scalable, compliant, and fully funded acquisition phases leveraging a robust combination of proprietary assets and institutional capital — ensuring financial strength, transaction certainty, and cross-border efficiency.

7. Target Profile

Our acquisition initiative is strategically focused on identifying and securing high-potential businesses operating at the intersection of financial services and technology. Each target is evaluated not only on financial metrics but also on strategic fit, succession potential, and scalability.

Sector Focus

We are actively pursuing acquisition opportunities in the following key sectors:

- Financial Technology (FinTech):
- Companies providing innovative solutions in payments, lending, regtech, and insurtech.
- Asset Management Firms:
- Independent or institutional managers specializing in mutual funds, ETFs, alternative assets, and private wealth.
- Private & Institutional Banking Entities:
- Boutique banks serving HNWIs, family offices, and institutional clients.
- Digital Investment Platforms:
- Online brokers, robo-advisors, and wealth aggregation portals.
- WealthTech & AI-Driven Financial Services:
- Firms leveraging AI, blockchain, and big data to optimize wealth management and client experience.

Financial Parameters

- EBITDA Range:
- Target companies with annual EBITDA between USD / GBP / CAD 5 million to 45 million.
- Turnover Considerations:
- Companies with corresponding annual revenues typically ranging from USD 20 million to 150 million, depending on margins.

Geographic Focus

- Primary Jurisdictions:
    - United Kingdom - United States of America - Canada
- Secondary Jurisdictions:
- Open to cross-jurisdictional acquisitions in OECD countries where targets meet regulatory and fiscal alignment.

Ownership & Operational Preferences

- Owner-Operated Businesses:
- Preference for companies currently led by founders or families seeking succession solutions, liquidity events, or growth capital partners.
- Succession Ready:
- Targets where founding leadership is open to transition and where Management Buy-In (MBI) can enhance operational performance.
- Growth Capital Opportunities:
- Firms at inflection points requiring institutional capital and strategic backing to expand across markets or digitalize operations.

To aggregate a portfolio of mid-market, high-margin, and scalable financial services firms, enabling platform roll-ups and value creation through operational improvement, digital transformation, and cross-border market access.

8. Closing Timeline

Our transaction execution model is designed to ensure speed, precision, and compliance, even when managing multiple acquisitions concurrently across jurisdictions.

Target Closing Window

- Per Acquisition:
- Each transaction is targeted to close within 30 to 90 days from signing of Heads of Terms (HoT) or Letter of Intent (LoI).
- Phased Execution:
- Structured to handle 3 to 5 simultaneous acquisitions per phase, allowing for efficient consolidation and post-merger integration.

Operational Readiness

- Simultaneous Execution:
- Our legal, tax, and due diligence teams are fully equipped to run parallel closing processes across the UK, US, and Canadian jurisdictions.
- Pre-Retained Legal Counsel:
- Local and cross-border regulatory law firms are retained in advance to streamline documentation, filings, and regulatory approvals.
- Accelerated Due Diligence:
- Leveraging AI-powered analytics and vendor due diligence reports to compress traditional timelines into a 15-30 day cycle per target.

Execution Support

- Dedicated Transaction Managers:
- Each transaction is assigned a dedicated team to oversee diligence, structuring, and closing deliverables.
- SPV Readiness:
- Pre-established Special Purpose Vehicles (SPVs) in tax-efficient domiciles, ready for acquisition execution.
- Funding Synchronization:
- Proprietary capital and institutional funding partners aligned for rapid capital deployment concurrent with closing schedules.

Objective:

Enable multi-target, cross-jurisdictional acquisition rounds that close efficiently, paving the way for swift integration and accelerated value creation.

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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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CREATING VALUE SINCE THE BEGINNING

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THE TRUE INDEPENDENT GLOBAL BUSINESS CONSULTING FIRM

EMPOWERING YOUR GLOBAL SUCCESS – ALWAYS SEVEN STEPS AHEAD

THANK YOU

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