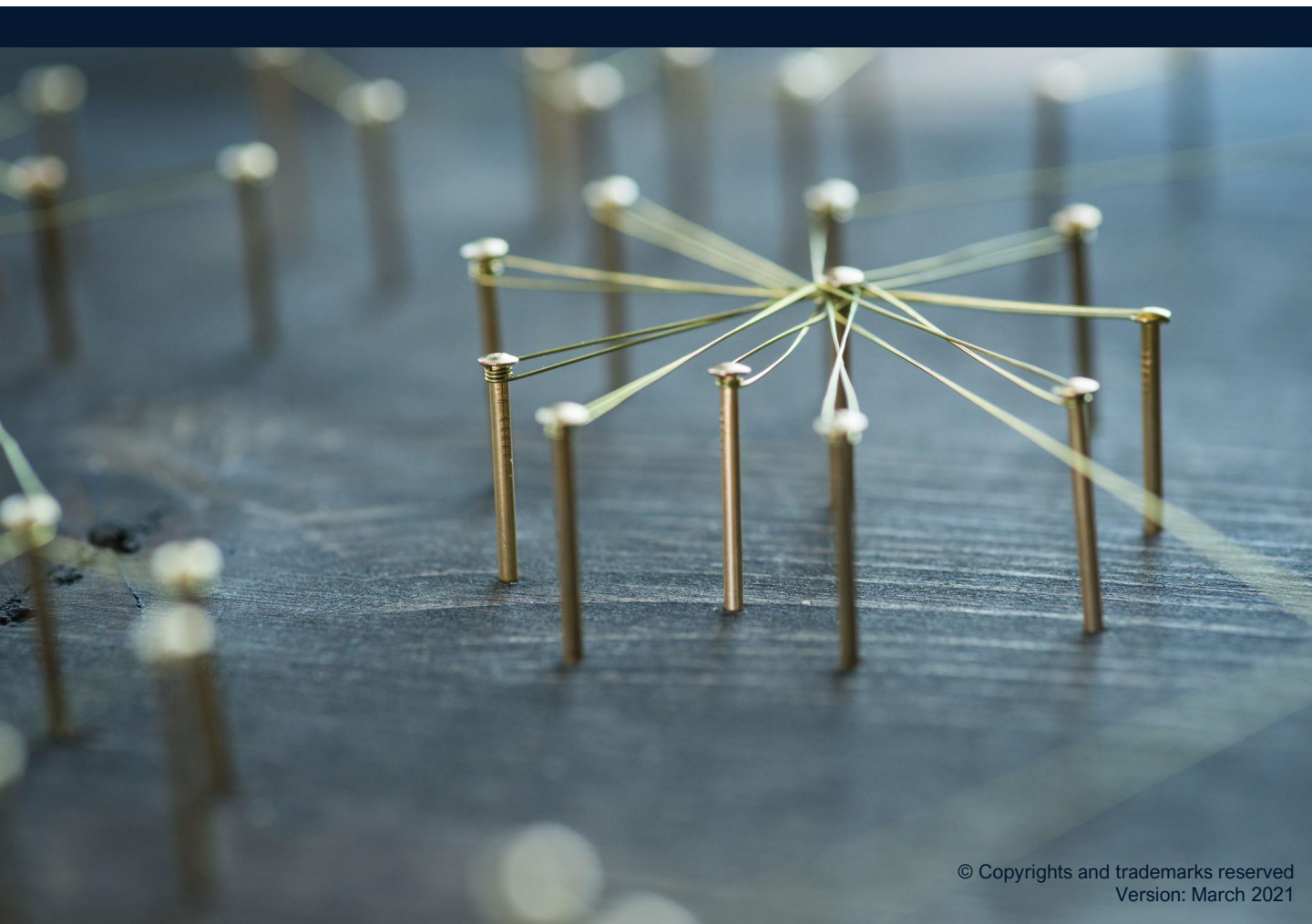




# MASICO ADVISORY

FINANCE | LAW | STRATEGY

## Company Profile





## CONTACT

**Muhammed Adam**

**Founder | Director**

**M:** +27 (0) 72 170 7861

**E:** [muhammed.adam@masico.co.za](mailto:muhammed.adam@masico.co.za)

[www.masico.co.za](http://www.masico.co.za) | **Tel:** +27 (0)72 170 7861 | **Email:** [info@masico.co.za](mailto:info@masico.co.za)

Masico Advisory Proprietary Limited | Registration No. 2020/563081/07 | **Directors:** M. Adam

**Masico Advisory** is the only boutique advisory firm offering services across the entire decision-making spectrum, developing Strategy, Valuing the proposition, and developing the necessary Legal framework – **considered, integrated solutions**

## Corporate Finance

Our Corporate Finance division specialises in a range of traditional and un-traditional corporate finance services such as Mergers & Acquisitions and private capital raising, ranging from valuations to full transaction management.

The team has gained experience from some of the largest bulge-bracket international investment banks, and is able to translate that expertise to provide a high-level service offering to clients



## Strategy Consulting

Our Strategy division provides the c-suite with much needed insight and support – whether it be integrating legal, corporate finance and other professional advice received – or developing a new business strategy from which corporate and legal advice can be sought for implementation.

## Legal Advisory

Our Legal Advisory division is a boutique corporate legal advisory and consulting firm, specialising in Mergers & Acquisitions, as well as general corporate and commercial work.

We strive to utilise best-practice gleaned from some of Africa's largest corporate law firms in providing access to high-quality legal advice to clients on transactions and other matters, with a smaller legal footprint.

*Please note – whilst legal advice is provided by experienced commercial lawyers, we do not operate as a "law firm"*





***Our mission is simple – ensuring we provide services to our clients according to the best practices followed by the largest global corporates – partnering with our clients in implementing their strategic vision***

### ***Access to large corporate “best practice”***

We strive to use our knowledge and expertise, gleaned from experience at the largest investment banks and in “big-law”, adapting these best practices available to large corporates in providing high-quality advisory services

### ***Ethical & Accountable***

We place emphasis on ensuring that our services are offered with the highest level of business ethics, infused by professional ethics – with direct access to our Founder for maximum accountability

### ***Cost efficient***

We are able to provide competitive pricing when compared to the large law firms and investment banks

### ***We speak all the “languages of business”***

Our combination of corporate finance, legal, and strategic offerings ensures that Masico Advisory can provide full project or transaction advice – without the traditional “loss in translation” that often occurs between various corporate advisors

### ***Independent***

Our advice, whilst tailored to client needs, remains independent, ensuring the client’s leadership can be confident that our advice remains untainted by conflicts of interest, notwithstanding that we may be engaged to provide quasi-internal advisory services



## **Muhammed Adam**

### **Founder | Director**

B.Bus.Sci, Finance (UCT) ; LL.B (UCT)

*Attorney of the High Court  
of South Africa*



Muhammed holds a Bachelor of Business Science, Finance (with honours) and an LL.B (*cum laude*), having read for both at the University of Cape Town.

Shortly after completing his B.Bus.Sci, Muhammed started his career as an investment banker with global investment bank, **Bank of America Merrill Lynch**, based in Johannesburg. He was engaged in providing advice across the corporate finance spectrum of M&A, ECM, valuations, and in the private equity space. Muhammed then joined another bulge-bracket global investment bank, **UBS AG**, where continued to build his expertise as an investment banker.

He then left investment banking to pursue a full-time law degree at UCT, and thereafter joined Africa's pre-eminent large corporate law firm, **Bowmans**. Whilst at Bowmans, he spent time building and honing his corporate and M&A legal skills under the guidance of some of the best M&A partners globally.

Armed with these additional legal skills, Muhammed then left Bowmans to join a local investment bank for a period, before realising that he could best serve clients by offering a full-service suite utilising both the corporate finance and corporate law skill sets – **the product of this realisation being Masico Advisory.**

### **Selected Experience (finance and law)**

- advised Oceana Group Limited on its c. R570m new BEE transaction, and its c.R570m specific share repurchase.
- advised PepsiCo Inc. on its c.US\$1.7bn acquisition of 100% of Pioneer Foods.
- advised BP on the disposal of its South African fuels distributor business.
- advised Ascendis Health on the potential disposal of a major business.
- advised MTN on its offer for 100% an African telecoms provider.
- fairness opinions for both MTN and Vodacom on selected African assets.



## Mergers & Acquisitions

Mergers & Acquisitions often plays a key strategic management role. M&A can enable enterprises to grow or downsize, and change the nature of their business or competitive position. Our team comes with experience advising on significant M&A and other corporate transactions for large, international and South African corporates on South African and cross border transactions

Our services include advising on acquisitions, disposals, private equity transactions, joint ventures, and other investments and divestitures. We are happy to project manage the entire transaction, including valuations, strategic advice, negotiating terms, and assisting with the transaction implementation.

## Valuations

Valuations based on established methodologies, offered in combination with other advisory services, or as a stand-alone service where objective, independent valuations are required (e.g. offer benchmarking, or MAC disputes).

## Shareholder Activism

Transactions often result in increased complexity, with concomitant increases in scrutiny and more recently, shareholder activism. Oversight by shareholders is at an all time high.

We are able to advise shareholders and companies in respect of legal and commercial strategies with the aim of enhancing stakeholder value, whilst ensuring enhanced governance and fiduciary oversight by boards.

## Management Consulting / Strategy

Niche, bespoke management consulting services to the c-suite from start-ups to large corporations.

Our focus is on assisting management in consolidating different pieces of specialist advice into a cogent strategic plan.

We also assist businesses more generally, providing other strategic assistance that may be required, where such advice does not fit within the traditional legal advisory or corporate finance mandate.

## Project Advisory

Assisting management and internal teams with project by project analysis and evaluation, including quantitative NPV and IRR analyses, combined with qualitative analysis for strategic fit within management's broader vision.

## Internal M&A Consulting

We are able to seamlessly integrate with our Client's internal business/corporate development function where required, acting as a senior consultant and buffer/additional layer of support between the strictly internal teams and pure external advisors – distilling external advice for use in internal decision making, and going beyond, considering transactions in the broader context of the business' strategic goals and objectives, whereas external advisors focus on only the specific transaction at hand

Independent, internal advice.





## Mergers & Acquisitions

The crown jewel of our Legal Advisory services, we offer M&A legal advice with unrivalled commercial and transaction understanding. Our services include advising on acquisitions, joint ventures, and other investments and divestitures, including public M&A and private M&A.

We also provide strategic legal advice in negotiating terms, drafting agreements, and assisting with the legal implementation of the transaction.

## Corporate & Commercial

General legal advisory, including:

- drafting bespoke MOI's and shareholder agreements;
- sale of business/share agreements
- advising directors, shareholders and companies, including on the Companies Act;
- non-disclosure agreements;
- board and shareholder resolutions;
- service level agreements;

## Venture Capital / Private Equity

We advise both funds and target companies in the VC/PE space, by combining the expertise gleaned from our larger M&A and Corporate/Commercial offering – tailored for the context in which these funds and target companies operate.

## Cyber / e-Commerce

Providing legal advice to established and start-up e-businesses, including:

- terms and Conditions / CPA
- privacy policies / POPI
- any relevant agreements
- website legal audits/ due diligence
- general advice and legal opinions

## Non-Profit Organisations

Our services to the rapidly-growing NPO sector in SA includes:

- non-Profit Company incorporation and constitutional documents
- obtaining tax exempt status with SARS (including and excluding s18A status)
- training of trustees/ directors
- legal due diligence/ review of existing constitutional documents

## Company Secretarial

We advise clients on a wide range of company secretarial issues. Our services include advising on, and assisting with:

- branches of foreign companies;
- governance advice, incl. the King's Code IV on Corporate Governance;
- board and director training.



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[www.masico.co.za](http://www.masico.co.za) | **Tel:** +27 (0)72 170 7861 | **Email:** [info@masico.co.za](mailto:info@masico.co.za)