



AMERICAS-EMEA-APAC

M & A Support

2022 | CONFIDENTIAL



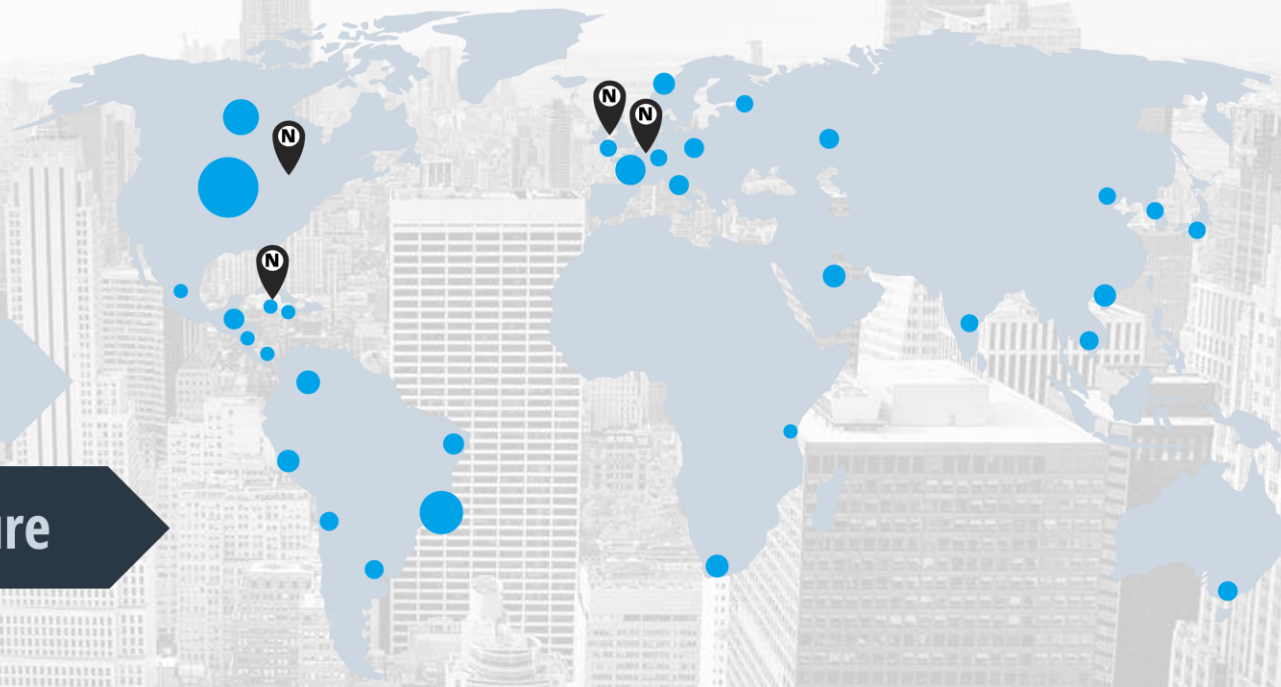
Market Leading IT Cost & Value Optimization

Founded in 2002

1. IT Spend Category Experts

2. Digital Platform Centric

3. Performance Based Culture



33%

**Average Savings
Across All Suppliers**

\$250B

**of Client Value
Captured Since 2002**

23%

**Average Value
Improvement**

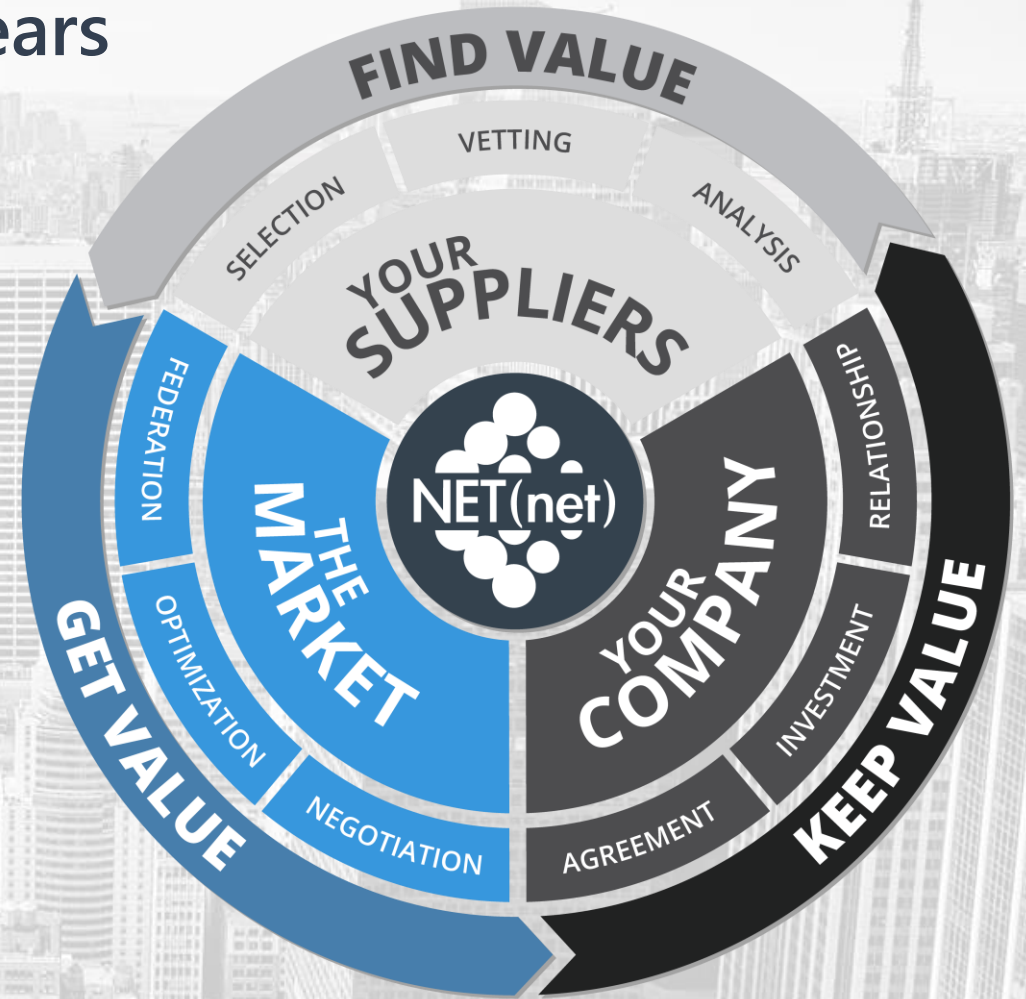
We are Category Experts

Our Approach, Sharpened from 20 Years of Deal Intelligence...

Find Maximum Value in your IT Supply Chain through Market Analysis, Social Vetting, and Disciplined Supplier Selections.















































Get Optimal Value by making the Market through Federated Intelligence, IT Optimization, and Contract and Supplier Negotiations.

Keep Value in your Company through Supplier Performance Management of your Agreements, Investments, and Relationships.



Category Expert Sample Areas

Across a Broad Range of Practice Areas and Suppliers...

Customer Relationship Management	Database Management Systems	ERP, HR, IT, & Warehouse Management Systems	Data Center Hosting, Co-Location and Managed Services	IT Infrastructure Outsourcing and Managed Services	Storage, Backup and Data Protection	Cloud Platforms
   	    	      	      	         	        	   

Category Experts: Clients

For an Impressive Global List of Clients and Industries....

Retail



Bank and Finance



Manufacturing



Hospitality



Travel



Private Equity



Biotech/Healthcare



Other





M&A Support Services

Merger, Acquisition and Divestiture Support

Pre-Deal: Due Diligence

Environment assessment for Savings Synergy:

- Hardware
- Software/SaaS
- Services
- Cloud

Put / Take decision

- Asset transfer analysis

Deal budgeting



Post Deal: Execution

Assessment for self reliance

- Integration or Stand-alone
- Transition Services Expense minimization

IT Supplier portfolio rationalization

- Purchase
- Extend
- Sunset

IT Supplier Optimization & Negotiations

- Harvest existing spend
- Optimize expenditures

Execution of Optimization Post-Transaction

NET(net) workstreams to Optimize IT Suppliers:

Identify Savings Targets

- Defined in the pre-close process
- Identify Material Suppliers to Optimize

Data Collection

- Diagnosis
- Future Plans
- Market Intel Comparison
- Benchmark

Opportunity & Expectations

- Define risks and options to mitigate
- Identify if/when Supplier should be (re)negotiated

Find Value (Due Diligence Process)

Advisory & Optimization

- Advisement
- Configuration, Price, Terms, & Relationship Improvement
- Negotiations

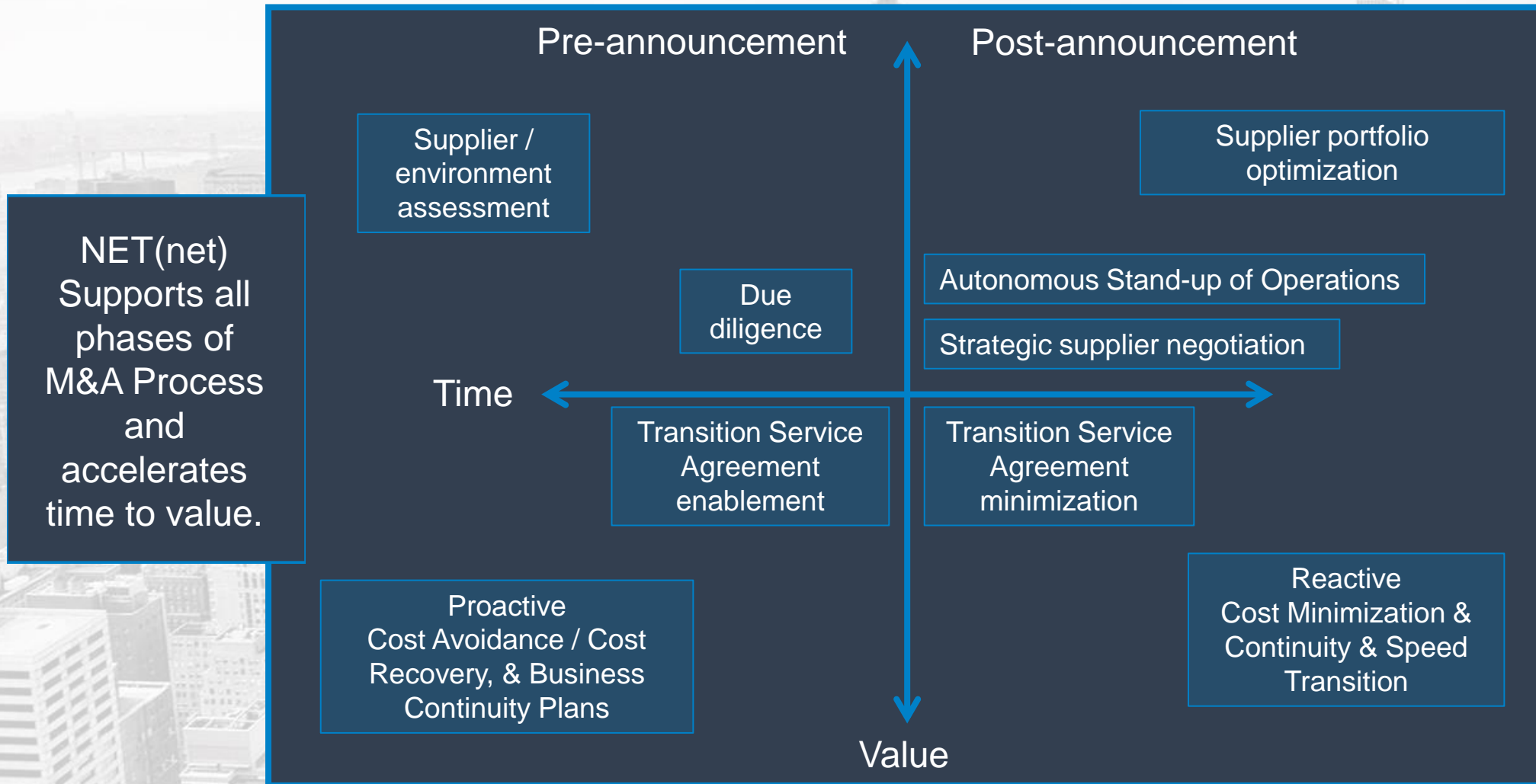
Get Value
(Post Close)

Managed Services

- Proactive alerts and monitoring of salient terms
- KPIs and SLAs
- Sustain value

Keep Value

M&A Deal Value Proposition



Sample Engagements:

- Fortune 100 – Pre-deal supplier agreement assessment and segmentation plan (**Pre-Deal Assess**)
- Multinational commercial immediate supplier negotiation across 100 suppliers (**USA/EU Integration**)
- Publicly traded multinational commercial integration assessment (**Post-Deal Acquisition**)
- Publicly traded multinational retail supplier optimization assessment following acquisition (**Rationalization**)
- Multinational commercial strategic supplier assessment following acquisition (**Oracle Assessment**)
- Private multinational due diligence support for prospective strategic acquisition (**Organic Tech Spin-out**)
- Domestic US commercial supplier negotiation to support integration of operations (**12 Supplier Optimization**)
- PEF owned negotiation for immediate stand up of independent operating environment (**Pre-Deal Acquisition**)
- PEF owned negotiation for immediate stand up of independent operating environment (**Post-Deal Licenses**)
- PEF owned optimization of strategic ERP supplier (**Post-deal Negotiation**)
- PEF owned immediate environment standup (**Autonomous Full Infrastructure Stand-up**)
- PEF owned optimized strategic supplier agreements (**License Carve-out Microsoft**)
- PEF owned optimized strategic supplier agreements (**Post-Deal Optimization**)
- PEF acquisition due diligence (**PEF sponsored Pre-deal diligence**)

Supplier Case Study Examples

Additional and more detailed case studies available upon request.

Value & Savings Captured

Supplier	Engagement & Activity	Optimizations	Financial Results
	<p>Optimize SAP Agreement</p> <p>Optimize Cloud Suppliers (Ariba, Concur, Fieldglass)</p> <p>M&S Optimization</p> <p>Baseline: \$54,939,280</p>	<p>Custom Carve Out Billing and Accounting Services</p> <p>Secured Shared Licenses for Optimized Terms</p> <p>Favored Terms with Direct SAP Purchases (S4, Microfocus, Open Text)</p> <p>License Extensions Granted Where Required</p>	<p>Gross Savings: \$19,500,000</p> <p>ROI: 2169%</p>
	<p>Optimize Microsoft EA</p> <p>Reduce Costs and Improve/Increase Value</p> <p>Hone Configuration</p> <p>Baseline: \$8,244,055</p>	<p>Secured Previously Negotiated Terms</p> <p>Six Month Bridge Extension for Migration</p> <p>Sales Tax Strategy Yielding Future Savings</p> <p>Outsized Terms & Pricing Vs. Peers</p>	<p>Gross Savings: \$2,600,000</p> <p>ROI: 1437%</p>
	<p>Optimize Oracle ULA</p> <p>List Value \$84 Million</p> <p>8 Total Oracle Products</p> <p>Baseline: \$18,608,295</p>	<p>Disproportionately Larger BOM</p> <p>Improved Financing Terms</p> <p>Increased Entities Included in Scope</p> <p>Price Hold Risk Mitigation</p> <p>Migration of Cloud & On-Premise Licenses</p>	<p>Gross Savings: \$6,800,000</p> <p>ROI: 1142%</p>
	<p>Cloud Cost Optimization Analysis</p> <p>Commit Risk Assessment</p> <p>Analyze Workload Migrations</p> <p>Mitigate Carve Out Liabilities</p> <p>Address Discount Structure</p>	<p>New Commit Structure with Minimum Annual Commit</p> <p>Incentive Credits Negotiated to Mitigate Risk</p> <p>Carve Out Liability Credits Established</p> <p>Implemented Combination of Incentive/Investment Credits and Service Specific Discounts</p>	<p>Gross Savings: \$2,700,000 + \$10M over 40 Months</p> <p>ROI: 1000%</p>
	<p>Reduce Cost and Improve Services</p> <p>Added Services with No Added Cost</p> <p>Analyze Sub-Utilization and Overpayments</p> <p>Baseline: \$10,000,000</p>	<p>Improved Effective Discount Structures for Legacy Products & Services</p> <p>Mitigated Risk of Lock-In When Adding New Products with Bundled Entitlements</p> <p>Enhanced Deal Structure to Avoid Future Cost Increases</p>	<p>Gross Savings: \$2,300,000</p> <p>ROI: 400%</p>
	<p>Mainframe Cost Optimization as part of Modern Enterprise Program</p> <p>Reduce Increasing Costs</p> <p>Analyze Consumption Patterns</p> <p>Unlock Budget away from IBM for Transformation Programs</p>	<p>Eliminated and Reduced Poorly Optimized Consumption Patterns</p> <p>Prioritized Workloads and Resources to Meet SLAs</p> <p>Modeled Future Savings Based on Resource Requirements and Anticipated Need</p> <p>Negotiated Price Structure Allowing for Decreased Cost While Increasing Consumption</p>	<p>Gross Savings: \$8,200,000</p> <p>ROI: 500%</p>

What Our Clients Say: M&A Client Testimonials

*“After a large merger, **DJO** faced a big challenge in negotiating technology agreements that would enable the newly combined company to bring disparate processes together and to leverage its increased size and scale. We initiated discussions with our software suppliers on our own, but during the course of negotiations, it became clear that we would benefit from professional assistance. Our private equity owner, Blackstone, introduced us to NET(net). The results of the negotiation were millions of dollars worth of savings and benefits. Going forward, we would not consider large scale technology related investments without seeking professional representation.”*

- Chief Information Officer

*“**Motel 6** was in the middle of a carve-out of an independent business from our prior European parent. In the process of setting up our separate operations, we were in negotiations with a major IT supplier with a very limited amount of time and many business and technical complexities. In particular, working the IT Supplier organization across borders and in a leveraged position was very difficult. With about one month until the new organization needed to be in place, we still did not have an acceptable financial offer from IT Supplier, and we had concerns about the configuration of the offer. The assistance of NET(net) was invaluable, and they were highly responsive in a very busy period for the business. In 10 days, and as a team, we delivered a final negotiated deal with a configuration that maximized the flexibility for Motel 6 going forward, corrected several problematic issues in the agreement, achieved over \$1.3M in additional savings, and configured the solution to avoid over \$700K of future capital spending. It was a great partnership. ”*

- Chief Information Officer

More of Our Clients

"Was impressed with the team's knowledge. The renewal process was tricky for a variety of reasons, but we ended up with a very positive outcome."



THOMSON REUTERS

"Creating long term value for our investors is a cornerstone of what we do at Blackstone, so it's only natural that we look for partners that have the same approach to their business. We have found that and more in working with NET(net) since 2009. NET(net) is continually among our top performing strategic partners in terms of delivering real, measurable value and optimization throughout our portfolio of companies."

Blackstone

"NET(net) has helped Hilton achieve greater value, both economically and strategically, on some of our most complex and intricate software agreements. We continue to leverage NET(net)'s expertise to more pervasively optimize and negotiate with our strategic software suppliers. When negotiating with any software organization today, you need the financial and legal protections and best practices of NET(net)."

Hilton

"Every phase of our engagement with NET(net) was handled with upmost professionalism. Throughout every phase of the process, their team communicated clear expectations on what we should expect and when we should expect it. We were also impressed with the approach and logical sequence of activities that clearly outlined the process by which we would achieve our goals. Given the highly effective collaboration between our teams and the outsized results achieved, we look forward to working with NET(net) again on our vendor optimizations."



**Running Client Net Promoter
Score: 88**

<https://www.netnetweb.com/testimonials>