

Citi® Agency and Trust – Merger and Acquisition Services

As domestic and cross-border mergers and acquisitions continue to occur, many companies need the assistance of trusted agents to help them manage the complexities of their transactions. Agency and Trust has proven experience in providing fiduciary and agency services for a full spectrum of reorganization transactions.

Comprehensive service offering

With the breadth of transaction support provided by Agency and Trust, clients are free to concentrate on the commercial aspects of their mergers and acquisitions (M&A) transactions. A team of experienced professionals provides superior product knowledge, customized service and processing expertise that spans a multitude of transactional activities.

Paying, Tender or Exchange Agent

In order to facilitate a full acquisition, the acquirer will normally require a Paying, Tender or Exchange Agent to manage a variety of transaction-related services throughout the entire tender and exchange process, including:

- Coordination of activities between local and international markets
- Management of shareholder register
- Distribution of offer documents
- Collection of the associated securities deliveries, both physically and electronically
- Processing of submissions
- Coordination and distribution of cash, debt and equity consideration
- Monitoring of securities deliveries and provision of progress reports
- Handling of any cash being distributed to the shareholders to effect the transfer of ownership
- Tax reporting and Escheatment services

As an Exchange Agent, Agency and Trust can also assist in providing post-merger cleanup via the initiation of an unclaimed property program.

Escrow Agent

Escrow Agent services also play an important role in controlling and minimizing counterparty risk in the closing of a transaction or in addressing considerations such as tax, management retention and pricing issues. The Escrow Agent receives, safe-keeps, services and disburses assets in accordance with specific terms and conditions established by the underlying escrow agreement.

Agency and Trust is a leader in Escrow Agent services, providing comprehensive support for almost any kind of transaction.

Closing Agent

Agency and Trust offers Closing Agent services to guide complex transactions to a smooth conclusion. We are uniquely positioned to:

- Provide on-the-ground expertise on the practices and requirements of a number of foreign jurisdictions relating to deal settlement
- Move large amounts of funds across multiple geographies in multiple currencies in a timely and risk-controlled manner
- Coordinate with multiple deal parties, including bankers, lawyers, accountants and consultants, to structure and advise on the deal settlement process

Benefits at a Glance

- Full range of solutions for the simple to complex merger and acquisition
- Globally recognized brand providing scale and local market expertise across financial markets
- Online processing and reporting capabilities for both the client and shareholder
- Highly experienced, dedicated Account Managers focused on delivering premier service and customer satisfaction

Additional capabilities

As a leading global Trustee and Paying Agent, Agency and Trust can also support debt issuances associated with M&A transactions. We can act in a variety of roles, such as Trustee, Registrar and Custodian.

Outstanding cash management capabilities

As a leading global financial services provider, Citi can help to optimize client and shareholder returns and can move large sums of money efficiently in support of complex mergers and acquisitions. Citi's position as a leading global foreign exchange bank also gives clients access to an operational infrastructure capable of handling multi-currency transactions in any combination of currencies in multiple markets.

Ongoing operational support

To ensure each transaction is carried out smoothly and successfully, Agency and Trust also provides:

- Single point of contact for reporting of positions tendered and outstanding
- Shareholder "hotlines"
- Ongoing support to both acquirer and target companies and their financial advisors
- Online processing and reporting capabilities

Why Agency and Trust

Agency and Trust has significant experience in providing the services necessary to facilitate merger, acquisition, divestiture, reorganization and exchange transactions. We take pride in our ability to tailor solutions to each individual business situation.

About Citi Issuer Services

Issuer Services is a part of Citi Institutional Client Group that supports the issuance and administrative needs of global institutional clients through two key business segments, namely Agency and Trust and Depository Receipt Services. We are a leading provider of transactional services with a unique blend of experience, global reach and superior services. Our Agency and Trust business administers in excess of USD 4 trillion in fixed income and equity investments on behalf of over 2,500 clients worldwide. Our Depository Receipt Services supports over 250 programs and helps companies connect to new markets and raise capital worldwide.

Agency and Trust

Agency and Trust is a leading provider of corporate trust services. We offer a full range of agency, fiduciary, tender and exchange, loans agency and custody, and depository and escrow services in both established and emerging markets.

Agency and Trust also offers comprehensive Onshore and Offshore Collateral Agent and Accounts Bank services if needed to service the project or loan facility. Clients are able to draw on Citi's local and global market expertise and infrastructure, our culture of innovative thinking and century-long track record in the business.

About Citi

Citi, the leading global financial services company, has approximately 200 million customer accounts and does business in more than 160 countries and jurisdictions. Citi provides consumers, corporations, governments and institutions with a broad range of financial products and services, including consumer banking and credit, corporate and investment banking, securities brokerage, transaction services, and wealth management.

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