

## Advanced M&A LEGAL

### Negotiating key SPA, MIP and Financing terms

### Participants

**Date:** 31 March 2026  
**Location:** Rosarium, Amsterdam  
**Speakers:** Claudia van Rappard-Priem

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12:00	Lunch
13:00	Welcome & Introduction
13:15	SPA topics <ul style="list-style-type: none"><li>• M&amp;A process</li><li>• Purchase price mechanism</li></ul>
14:45	<b>Break</b>
15:00	Continuation of SPA topics <ul style="list-style-type: none"><li>• Deal certainty (CPs, certainty of funds)</li><li>• Liability regime</li><li>• Other key topics</li></ul>
16:50	Closing & evaluation
17:00	End

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### Program day 2

**Date:** 14 April 2026  
**Location:** Rosarium, Amsterdam  
**Speakers:** Rick van 't Wout, Bas Boutellier, Jeroen Kolthof

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13:00	Investment structure / management participation topics <ul style="list-style-type: none"><li>• Role of management in the M&amp;A process</li><li>• Structuring: sweet equity, ratchets, alternatives</li><li>• Governance / Reserved matters</li><li>• Funding</li><li>• Exit arrangements (incl. drag, tag, ROFO)</li><li>• Leaver arrangements</li></ul>
14:45	<b>Break</b>
15:00	Case study
16:00	<b>Break</b>
16:15	M&A financing topics <ul style="list-style-type: none"><li>• Financing timelines vs. bidding process</li><li>• Building a bankable case</li><li>• Certain funds: seller's expectations</li><li>• Trends in bank and credit (TLB) financing</li></ul>
17:15	Evaluation
17:00	Drinks