

Advanced M&A LEGAL

Negotiating key SPA, MIP and Financing terms

Program day 1

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

12:00	Lunch
13:00	Welcome & Introduction
13:15	SPA topics • M&A process • Purchase price mechanism
14:45	Break
15:00	Continuation of SPA topics • Deal certainty (CPs, certainty of funds) • Liability regime • Other key topics
16:50	Closing & evaluation
17:00	End

Advanced M&A LEGAL

Negotiating key SPA, MIP and Financing terms

Program day 2

Date: 14 April 2026
Location: Rosarium, Amsterdam
Speakers: Rick van 't Wout, Lisa de Boer

13:00	Investment structure / management participation topics • Role of management in the M&A process • Structuring: sweet equity, ratchets, alternatives • Governance / Reserved matters • Funding • Exit arrangements (incl. drag, tag, ROFO) • Leaver arrangements
14:45	Break
15:00	Case study
16:00	Break
16:15	M&A financing topics • Financing timelines vs. bidding process • Building a bankable case • Certain funds: seller's expectations • Trends in bank and credit (TLB) financing
17:15	Evaluation
17:00	Drinks