



Sapin Business Consultants -M&A-

September 2013

Institutional Presentation

sapin
Business Consultants - M&A

Argentina | Brasil | China | India

www.sapincons.com

| CONFIDENTIAL |

Sapin Business Consultants - M&A Buenos Aires, Argentina

sapin

We are a 35-year-old established Argentine consulting firm with proven experience in most industrial sectors, specialized in M&A, Appraisals and Project Management.

- **Feasibility and Large Project Management.**
- Professional external Board Members.
- **Temporary management contracts.**
- Business, Financial and Management Consultants.
- **Company Appraisals, Mergers & Acquisitions.**
- Restructuring and Support Prior to Internationalization.
- **Market Survey Analysis.**
- Privatization and Concessions of Public Services.

1. Clients

2. Associates

3. References in Main Service Areas

- **Company Appraisals, M&A**
- **Company Restructuring**
- **Large Project Management, Feasibility, and Cost Control**
- **Business entry in Latam, FDI**

4. CEO

1. Clients

Main Clients in Argentina

+ PETROQUIMICA BAHIA BLANCA	+ ROMAN S.A.
+ TRAINMET S.A. (FFCC Metropolitano)	+ SAGEMULLER S/Q.
+ IMPSA GROUP	+ SIDECO AMEROCANA S.A.
+ WORLD BANK	+ THYSSEN S.A.
+ BANCO ATLANTICO - ESPAÑA	+ BAITER S.A. (Buenos Aires Bus Terminal)
+ MINISTERIO DE DEFENSA DE LA NACION	+ TOOL RESEARCH ARGENTINA SAIC S/Q
+ FERROCARRIL DEL ATLANTICO	+ MASSEY FERGUSON ARGENTINA S.A S/Q.
+ FAIART S.A.	+ PRODUCTOSA LA VASCONGADA S.A S/Q
+ PLACO ARGENTINA S.A.	+ TORSBY S.A.
+ ELECTROCLOR S.A.	+ PARMALAT ARGENTINA S.A.
+ INTAL (BIP)	+ COORP. GENERAL DE ALIMENTOS S.A
+ SIDERSUR S.A.	+ QUIMICA ESTRELLA S.A
+ UNDP (United Nations Development Program)	+ ARROZ GUAVIRAVI S.A.
+ CIELOS DEL SUR (Austral Airlines)	+ GUAVIRAVI S.A.
+ ALCALIS DE LA PATAGONIA S.A.	+ PESCARMONA GROUP
+ SECRETARIA DE AMBIENTE Y DESARROLLO SUSTENTABLE	+ AEROLINEAS ARGENTINAS
+ HOTELES PULITZER MAIPU S.A.	+ BAGÓ GROUP
	+ LABORATORIOS DALLAS S.A.



IMPSA

AUSTRAL

**Aerolíneas
Argentinas**

NA-SA



1. Clients

International Clients

Brazil	Venezuela	Canada
+ ELEBRA S.A.	+ MCM ELECTRONICA S.A.	+ TORONTO TRANSIT COM.
+ EMBRAXCOM	+ MICROTEL S.A.	+ TORONTO TRANSIT CONSULTANTS LTD.
+ NATRON ENG. S.A.	Chile	Ecuador
+ E LASERMA S.A.	+ CUEROFLEX S.A	+ TECNOLOGIA ECUVEN S.A.
+ PASQUIN PETROQUIMICA PROJETOS S.A.	France	USA
+ PLACO DO BRAZIL S.A.	+ DASSAULT AUTOMATISMES ET TELECO.	+ ESSEX INC.
+ RECOURO S.A.	+ ALCATEL-CEGELEC Div. CGA	+ TRW SYSTEM INTEGRATION CO.
Spain	Netherland	Mexico
+ BARREIRO HNOS.	+ HOLEC	+ CONMUTEL S.A.
+ CONITEX S.A.	Japan	+ GRUPO ALFA S.A
+ DONUT S.A.	+ Mitsubishi Petrochemical Co.	Panama
+ CUIRTIDOS AMETLLER S.A.	+ Japan Railway Technical Serv. (JARTS)	+ INVERSIONES EMATEL
+ HOTELES REGINA GROUP	India	United Kingdom
Portugal	+Laffans	+ BPB BRITISH PLASTER BOARDS
+ FAIART S.A. Fábrica de Louza	Italy	
	+ ICET	



2. Associates

Associates– SAPINET

China M&A Management Holding



+ Business and M&A R.P. China – Mercosur

Corporate Finance in Europe



+ M&A en la Región Noroeste de Europa.

Inter - Link Services Pvt. Ltd.



+ Business and M&A R. India-Mercosur

Montamat & Asociados



+ Energy – Oil and Gas

Oliver Wyman



+ Aviation and Telecommunications

One to One Capital Partners



+ M&A in Spain

Schmittzehe & Partners



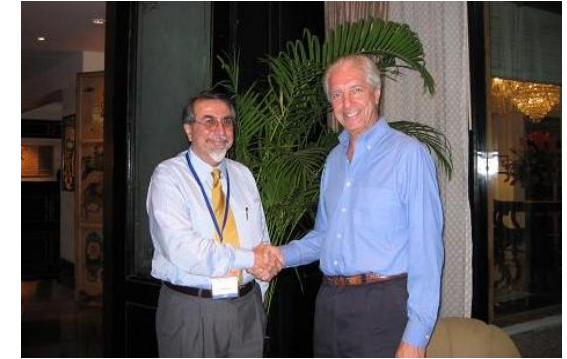
+ Desarrollo de Negocios y Entry en UK y China

2. Associates

Main Associates: Inter-Link Services Private Ltd. + Gautam Mahajan

Inter-Link Services Private Ltd. is headed by **Gautam Mahajan**:

- President of the New Delhi Indo American Chamber of Commerce .
- Vice President, All India Plastics Manufacturers Association.
- Trustee, Plastics Institute of America.
- Board member of several companies.
- Has experience and clients in Asia, Europe, America and Australia.
- Fellowship from the Harvard Business School.
- Bachelor's degree from IIT in India, MS from IIT Chicago, and MBA.
- Inter-Link Services Private Ltd. has helped clients globally since 1987.
- Managed a plastics business for Continental Can in USA, for whom he worked for 17 years.
- **Distinguished Alumni Award from the Illinois Institute of Technology, Chicago, USA.**
- **President, Customer Value Investment - Formula for Sustained Business Success - 2007**



Mr. Farias Bouvier and Mr. Gautam Mahajan, at Delhi 2006.

**“We help companies measure and add value to customers, and create competitive advantage.
We also help companies in India and outside India to globalise and develop business”**

interlinkindia.net

2. Associates

Main Associates: Mr. Wang Wei + China M&A Management Holdings Inc.

Presiding **China M&A Management Holdings Inc., Mr. Wang Wei**, is: Master in International Finance, former VP China Southern Securities Co.Ltd., and Investment Director of the China Stock Exchange Executive Council. He is also Secretary General of the Global M&A Research Center and Independent Director, Sinochem International.

Since 1997 China M & A Management Holdings Inc. has completed financial restructuring and M&A with the following results:

- Implemented the first IPO in China based on a series of mergers.
- He started the first domestic IPO of a foreign capital firm in China.
- Structured the most important agreement of MBO (Management Buy-Out) in China.
- Advisor to Phillips in the purchase of the Peacock Group.
- Concluded more than 70 cases with approximately U\$S 800 million in transactions on M&A.



Mr. Farías Bouvier and Mr. Wang Wei in CM&A's offices



China M&A Group

cma.mergers-china.com

- **Appraisal and sales procedure evaluation for the World Bank**

With a Technical Assistance Loan from the W.B. to the Argentine Gov't, a number of petrochemical and metallurgical companies belonging to the Defense Ministry, were evaluated by SAPIN for the National Privatization Plan. The process included procedures for the sales of said companies among new private share holders during a public offering.

POLISUR



Petroquímica Bahía Blanca



THE WORLD BANK
Working for a World Free of Poverty



SOLVAY
INDUPA

3. References in Main Service Areas

Company Appraisals and M&A

2/3

- “**Austral Cielos del Sur**” Commercial Airline. The process included Appraisal, Business Plan and Acquisition Offer. Sapin prepared the presentation for the shareholder group which won the Public Tender and was an active partner, with Sapin s President as CEO of Austral.
- **Sagemüller SA**, Appraisal of assets and hidden liabilities.
- **British Plaster plc**. Commercial Start Up in Argentina. **Placo Argentina S.A.** and Acquisition of the biggest company of its sector in Brazil **Placo do Brazil**.
- **Merger and transfer** process of two **pharmaceutical** companies.
- **MASSEY FERGUSON S.A.** Industrial Plant, Farm Equipment & Tractors manufacturing, appraisal and sales.
- Factory **TOOL RESEARCH**, Sauce Viejo, Argentina. Sales.
- **Arroz Guaviraví S.A.**, Business Plan and appraisal on growth opportunity for agricultural exploitation .



3. References in Main Service Areas

Company Appraisals and M&A

3/3

- **YPF** Financial Assessments for the Dock Sud Distillery Sale. Public Offering for the management of two business units along with Lehman Brothers.
- Sale of **Parmalat Argentina S.A.**, after sales of secondary industrial and agricultural assets.
- Assessment and sale of dairy milk plant **Planta Gándara**. Assessment and sale of tomatos canning plant “**Darwin**”.
- Appraisal of Olive plantations “**Niquivil S.A.**” & “**Agrícola San Juan**”.
- **Reginagun S.A.**, Medium Enterprise Stock transfer.
- **Porcelanas Verbano SA**. Assessment, negotiation and company transfer (First Argentine Chinaware).
- **Appraisal and Sale of commercial refrigeration plant (Currently under confidential process)**
- **M. Neira s/q** .Tanning plant, appraisal and sales in process.
- Commercial appraisal of “**LA ARGENTINA**” brand on sale mandate.



3. References in Main Service Areas

Company Reestructuring - Railways + Defense Ministry

1/3

■ **Ferrocarriles Metropolitanos: Railway Lines San Martín, Roca, and Belgrano Sur .**

Sapin led the public auction of the three passenger train lines in Buenos Aires' suburban area.

- Business Plan Design and Take Over of the companies with a total restructuring, including 24 **Sapin's** professionals as Managers of each line, Area Managers, and General Manager
- **sapin** restructured Company Organization, including Operations Management.



■ **Argentina's Defense Ministry**

Business Strategy Design for the “Corporación Gral. de Empresas del Estado”, SOE responsible for organizing Argentina's Industrial Planning for Defense Ministry.

3. References in Main Service Areas

Company Reestructuring - PBB Revamping

2/3

Business restructuring and ethylene plant revamping of PBB (51% public, 49% private, national and international stockholders) by **sapin's** President as President and CEO of PBB.

Main results after four years of management by sapin's President

- Cost Reductions of more than USD 30MM / year.
- 45% budget reduction of the projected cost of the revamping project.
- 12% increase in the Plant's Capacity
- 38% reduction in annual maintenance pauses and extending the time between maintenances from 12 to 16 months.
- New financial business unit which generated 30% of the annual revenue and USD 162 MM in dividends.



Austral Líneas Aéreas

Austral

- “Austral Cielos del Sur” Commercial Airline,
- Assessment Business Plan and Offer, Awarded the Acquisition Bid.



Nucleoeléctrica Argentina SA

- Restructuring the organization, designing a new score board for the entire operations, renegotiated with the main suppliers.
- **Results:** a 12.5% increase in the bottom line at the end of the first year turn around.

For other references, please visit www.sapincons.com



3. References in Main Service Areas

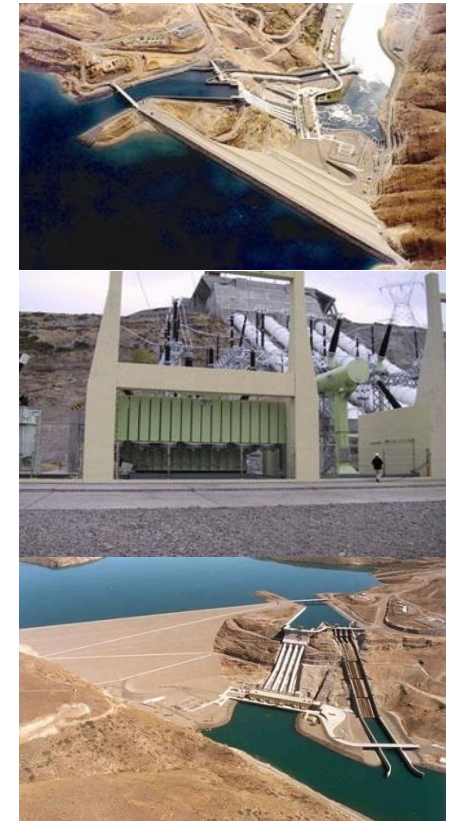
Large Project Management, Feasibility, and Cost Control

1/2

Alicurá Hydroelectric Power Plant. (1000MW)

Sapin SA was appointed, by the Consultants Consortium, due to its expertise for: Project Cost Control, Financial Management and Project Planning.

- Management and Investment Cost Control System in inflationary environment.
- Consolidated and coordinated PERTs and Gantt charts for main activities involving suppliers and contractors.
- Monthly Reporting and Certificates for construction progress (90% time reduction over previous processing system)
- Evaluation and selection of multiple sources and building materials according to tax savings and construction regulations and Several Special Tasks on project site.
- Implementation of Sapin's specially designed software CEFI "Economic Cost Control and Financial Strategy of Investment" whose purpose is to generate saving and optimize decisions in inflationary environment through Project Planning and execution (Over 108 inflationary ratios and more than 500 adjustment formulas.)



3. References in Main Service Areas

Large Project Management, Feasibility, and Cost Control

2/2

Celulosa Puerto Pirai

- **Sapin** was responsible for a complete Business Redesign, which transformed a pulp mill in construction into a completed plant mill and kraft process plant
- Project Management
- Negotiation with Main Suppliers



Natron Engenharia (Brazil)

- Design of the internal Management Structure and Project Management Division.
- Implementation of **sapin's** CEFI System for Cost Control and Analysis for big investments in a context of high inflation and volatile exchange rates. The CEFI System was selected by Natron after an international search.

3. References in Main Service Areas

Business entry in Latam, FDI - British Plaster Boards Plc.

1/2

Designed the expansion strategy in Latin America for the largest worldwide producer of gypsum board, BPB plc. UK (British Plaster Boards).

- Market and sector analysis in major Latin American Countries.
- Strategy and commercial-productive introduction in Brazil, negotiation for the acquisition of an existing company.
- Location Analysis, detailed survey of logistics, costs of raw materials and product choices and cost modeling with second alternative supply options.
- Negotiation with local authorities, project promotion, local regulations and credentials, and credits from BNDES.
- Introduction of BPB in Chile through the purchase of stocks in the major industry player of the country.
- Commercial introduction in Argentina and selection of location for future industrial plant .

In all cases, Sapin SA's project management expertise, enabled the quickest introduction of this company into new countries. BPB has 57 manufacturing plants around the world.



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FAIART (Fabrica de Louça e porcelana Portuguesa)

- Introduction to Latin-American, mainly Argentina, where it acquired the porcelain factory, Porcelana Verbano S.A., after its bankruptcy.
- Sapin S.A., in charge of the sale, designed the Business Plan for the company's rehabilitation and debt restructuring.
- After FAIART acquired Porcelana Verbano, Sapin explored the possibility of expanding its operations into other Latin-American countries. The operations were founded with EU credits for the international expansion of Portuguese companies.



4. CEO

Néstor Farias Bouvier

1/2



President and CEO of Sapin SA Business Consultants - M & A since 1975, with over 80 projects which he personally managed in Argentina, Brazil and Venezuela worth over 6 billion dollars in investments supported with Sapin's services of Consulting and Project Management, Business Restructuring and M & A.

VP of the Argentine Chemical Engineering Association.

Previous Experience:

President and CEO of Nucleoeléctrica Argentina SA: company owner of three nuclear power plants in Argentina. The overall objectives achieved were a 22% increase on annualized results in the first year. In the Atucha II NPP project, technology, costs and completion schedule were revamped. Renegotiated the contract with Siemens, the main tech supplier, was achieved in Paris, ICC, where Nucleoelectrica won the case.

President of Placo Argentina S.A. (BPB plc. UK); where Sapin SA was contracted for 5 years as Project Manager to introduce BPB in Latam,

President and CEO of Austral Airlines: complete restructuration of the airline after 10 years of state management. Redesigning the company strategy and transforming operations, creation of new logo and public image, with new uniforms, airplanes and office design. Introduced "Yield Management" and Management by Projects in every sector of the company. In the first year we went from a loss of 4%, to a profit of over 8 % on annual sales. The company fulfilled all conditions and was able to join IATA for the first time. **Austral** made a total turnaround, in record time for the industry, with Sapin support ..

President and CEO of Petroquímica Bahia Blanca: Implemented strategies in both the political and economic spectrums to achieve the completion of the ethylene plant expansion. At the same time he was the head of the Ministry of Defense Department of Industrial Activities leading to the completion of the Bahia Blanca Petrochemical Complex, with four Down Stream Petrochemical Plants.

Argentine Secretary of Industry Etc.

4. CEO

Ing. Nestor Farias Bouvier

2/2



World Bank Consultant: Technical assistance in the restructuring design and privatization of SOEs. Coordinated and implemented WB TAL for Privatization (valuation and selling process) of several industrial enterprises.

General Coordinator of the Industrial Sector of the DEPARTMENT OF DEFENSE II: Being the co-author of the restructuring project and the creation of the holding. Coordinated the relations between Department of Defense and the World Bank, defining the scheme of privatizations of the Petrochemical State-Owned enterprises.

President and CEO of Sapin Desenvolvimento de Projetos Ltda – Brazil

Member of Council of Special Advisors -2000 for the Chief Cabinet of Ministers of Argentine Republic. Design and development of targets and strategies for the Argentina Republic Bicentennial.

Founder and President of DGT Electronics and Ematel (Lat-Am Telco. Holding): developed joint ventures with great commercial and entrepreneurial success, with a total of four companies in four countries of Latam. Entrepreneurship leader case taking advantage of the Industry "Technological breakthrough".

Latin-American Petrochemical Association, Board Member: Accomplishing an agreement of business best practices and technical know-how exchange between Argentina and Brazil.

EDUCATION: MBA, IESE Business School - University of Navarra, Spain, and Chemical Engineer, Universidad Nacional del Litoral. Argentina

Native Spanish, fluent English, French, Italian and Portuguese.

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Business Consultants - M&A
Project Managers



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