

About MAYGER LLC

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MAYGER LLC is one of the top Ukraine consulting companies founded in 2000 by Dr. Nickolay Mayger.

Web-site: www.mayger.org

MAYGER LLC is the founder of the group of international professional companies working according to international standards. Members of Fin Group - experts and companies which form project teams aimed to organize and implement investment projects in Ukraine. List of members can be seen if you follow the link www.fingroup.org

MAYGER is the only company in Ukraine which **works all over Ukraine** to meet the demands of our clients. We provide all range of professional services for Business & Projects Development (including "turnkey" projects organization).

Key services:

- FDI support
- Financial Advisory Services
- M&A
- Business Development
- Projects Development

Consulting services:

- | | | |
|-------------------------------|----------------------|----------------------------------|
| ▪ Opening business in Ukraine | ▪ Franchising | ▪ Legal services in Ukraine |
| ▪ Doing business in Ukraine | ▪ Marketing concept | ▪ Government Relations |
| ▪ Accounting | ▪ Project Management | ▪ Audit |
| ▪ Market research & analysis | ▪ Due Diligence | ▪ Business security issues, Etc. |

Activity

In 2008 MAYGER was awarded with the title **The Leader of the Ukrainian Business** for its big contribution to the economy development of Ukraine <http://who-is-who.ua/main/page/uspihibisnesa2008/146/342>

MAYGER is a member of:

- Public Association "Ukrainian-German Forum" <http://www.unf.org.ua/ua>
- Franchising Association <http://franchising.org.ua/>
- Ukrainian Marketing Association http://uam.in.ua/eng/members/collective/1755/?sphrase_id=7225

- Association of Foreign Investors in Ukraine <http://www.afi-ukraine.org/>
- Ukrainian Union of Industrialists and Entrepreneurs (UUIE) <http://uspp.ua/en/>
- Federation of Employers of Ukraine <http://ua.fru.org.ua/english-version/federation-of-employers-of-ukraine/>

MAYGER LLC is the initiator and the head of Association of Foreign Investors in Ukraine <http://www.afi-ukraine.org/>
Association of Foreign Investors in Ukraine is a business club of investors which is **open to all foreign companies**, interested in investing into Ukraine economy.

MAYGER is the founder of the unique Ukrainian business portal «**BUSINESS IN UKRAINE**», in the database of projects you can find investment projects and businesses in Ukraine with the purpose of purchasing, investing and creating partnership <http://www.business-in-ukraine.com.ua/>

MAYGER is the owner of the business resource «**Business Partners in Ukraine**», where you can select a partner(s) in Ukraine on the basis of existing proposals of Joint Venture \ Business Partnerships or find a partner(s) from operating Ukrainian companies, that request of partners for Joint Business, according to Your criteria, and also find a partner for a start-up <http://business-partners-ukraine.com/>

We are founders of the accounting and auditing company **UkryugAudit Ltd** <http://www.ukryugaudit.com/>

MAYGER is also the founder and the shareholder of the **Ukrainian Agency of Financial Development** <http://www.uafr.com.ua/>
Agency's activity is the information-analytical support of the Ukrainian financial sector through the development and implementation of information products. Two encyclopedias, five encyclopedic reference books and three practical manuals have been published since 2002.

Conferences, round tables, seminars and forums on topical issues of Ukraine's financial sector are conducted annually. Since 2002 nine round tables and scientific and practical conferences on financial issues, seven workshops and eight annual Financial Forums have been conducted. Within the forums we make recommendations on the financial sector of Ukraine and submit them to the Government.

MAYGER participates in the edition of the periodical "**The financial market of Ukraine**." Edition is printed since 2003 and it is the only edition in the Ukrainian market, which implements a comprehensive approach to covering the events and processes that occur in all financial market segments.

The company participates in the development of legal documents on financial sector development in Ukraine.

In 2004, commissioned by **National Security and Defense Council of Ukraine** (<http://www.rainbow.gov.ua>) a draft concept of economic security of Ukraine was developed.

In 2009-2010 on behalf of **the State Commission for Regulation of Financial Services** (<http://www.dfp.gov.ua/>), a draft program of financial sector development in Ukraine till 2015 was developed and alterations to the Program of development of the Ukraine stock market for the period 2010-2015 were made.

The company has developed **the program of emerge from crisis**, which was adopted by the Ukraine Government in September 2011 <http://www.kyivpost.com/news/business/business-sense/detail/45805/>

Merger & Acquisition

The success of the **Merger & Acquisition** and **Purchase and Sale** deals depends first on the professional experience of the financial advisor and his ability to forecast different situations and quickly react to the possible changes occurring during the deal. These qualities are acquired only through practical experience.

While a successful merger or acquisition can enable a company to execute key components of its strategy, an unsuccessful merger can and will destroy value.

Key services of Merger & Acquisition:

- Coordination of activities between local and international markets
- Preparation 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 services

Merger & Acquisition services Step-by-Step:

1. Analysis of the Sector\Sphere and provision of Business suitable for acquisition in accordance with the criteria of the Client.
2. Preparation of a complete presentation of the target Business: Analysis and preparation of information about the financial results, capital structure and any other documents and information regarding the target business on based of Balance Sheet and other internal information.
3. Organization of meetings and negotiations with the respective sellers of Business: Conducting negotiations with the owners of the target; Organization and support of visit and inspection; Organization and support business negotiations; Verbal translation support; Adaption of information about Business for the Client; Consultation on the legislation; Organizing Letters of Intent, Offer, Memorandum of Intent.
4. Pre-transaction: pre-Due Diligence; legal and advocacy services; consultation on the legislation; formal Due Diligence of the Target Business.
5. Closing of the transaction: Development of Business Model and Structure Transaction; Establishment of financial models applicable to the Transaction; Optimization of taxation of the transaction; Legal and advocacy services; Government Relations; Lobbying; Development and adjustment of the Memorandum and SPA; Guidance in relations with Government Agencies; Guidance in relations with the government bodies responsible for financial regulation; Regarding registration of the investment\property rights.
6. After closing of the transaction: development of the Business; development of a sustainable Business Model; Business Management; Recruitment of Staff, board members and other executives, management of the target; Accounting; development of a new Business Plan, Feasibility Studies; notary, legal, translation; Project Management; Representation of Interests; Government Relations; Business Support; Business\Investments Protection; bringing bookkeeping in accordance with IFRS; etc.

Joint Venture

Select a partner(s) on the basis of existing proposals of Joint Venture \ Business Partnerships or **find a partner(s)** from operating Ukrainian companies, that request of partners for Jointly Business, according to Your criteria, and also **find a partner for start-up**.

Organization of JV is possible from scratch, through creation of a new joint business, and through membership in the operating business, becoming co-founders of operating business.

Creation and launch of a new joint business is subject to identical procedures of creation and launch of any business, organization and realization of a project, jointly sharing risks with a partner that also entails primary identification of the partner and next verification of his business reputation.

Creation of a Joint Venture (JV) in Ukraine, buying part of corporate rights of a Business in Ukraine.

The most widespread form of organization of Joint Venture is the purchase of the part of corporate rights of Business, with an increase of the capital or without.

To successfully become a partner, co-owner of operating business, it is necessary to conduct selection of businesses according to the required criteria and to conduct business negotiations with existing owners.

Open Business

MAYGER offer integrated solutions and customized consulting products for **Creation of Business in Ukraine:**

- Development of your business idea (from spotting a gap in the market to coming up with a brand new product or service)
- Creation of a new business turnkey (definition of kind of business, market analysis, strategy development, registration of legal entity, protection of business)
- We start your business in Ukraine by buying an existing business. Creation of business by purchasing of existing business, investment project, objects and lands (assessment, due diligence, audit, a full range of services for you to create a successful business)
- Creation of business by establishing a **joint venture and partnership** (selection of a local partner, audit, legal support, regulation of relationship of partners and protecting your interests in all instances)
- Creating business on the basis of franchising (franchise selection, analysis, legal services).
- Business development by organization of agreement of real property management for a managing company (real estate, hotel business, retail, etc.)
- Providing customized services for business creation (legal services, market analysis, research, due diligence, purchase and sale)
- Organization Project from scratch
- **«Shovel Ready»** Projects

Financial Advisory Services

Financial Advisory Services Department provides full range of **financial advisory services** for companies, which invest in Ukraine or which do business in Ukraine, offering the most advanced and reliable solutions.

Areas of specialization focus on:

- Lender Advisory
- Acquisition Advisory
- Financial Modeling
- Private Equity
- Financial Engineering
- Fund Placement
- Transactions

Providing financial advisory services in Ukraine, we solve the following problems:

- Business analysis
- Financial planning and forecasting
- Financial due diligence
- Business valuation
- Acquisition advice
- Deal structuring
- Transaction support
- Financial models development
- Risk analysis
- Private placement
- Private equity

For clients who have business in Ukraine, we also offer services:

- Debt restructuring
- Refinancing
- Increase business
- Cash-flow management

Financial advice under monthly based can included (but not limited):

- Business modeling (excluding modeling of specific transactions);

- Legal support (excluding legal support of specific transactions);
- Risk assessment;
- Client relations;
- Investment strategies;
- Preparation of Professional Opinions:
 - ✓ general, regarding market;
 - ✓ legal opinion;
 - ✓ financial opinion;
 - ✓ investment opinion;
 - ✓ thematic opinions, across each sector of markets.
- Consultations regarding market;
- Consultations regarding activities;
- Consultations regarding government and public institutions relations;
- Consultations regarding cooperation with public institutions;
- Maintenance of relations with government and public institutions;
- Representation of the Client's interest in Ukraine and other jurisdictions;
- Representation of Client in associations and public organizations.

MAYGER provides **services on selection of Ukraine projects and business for investment and financing**. Having a wide knowledge and deep understanding of Ukraine market, we can select for you any project or business in the shortest time. We also provide full support of financing transaction or investment.

***With respect and hope for success-oriented and fruitful cooperation,
The team of MAYGER!***