SERVICE DESCRIPTION

Commercial Due Diligence & Post-Merger Integration

A Commercial Excellence service by Exponasia Growth Partners

1. Service Overview

Commercial Due Diligence & Post-Merger Integration helps companies assess the commercial case for a proposed transaction and translate the transaction rationale into practical post-closing actions.

Exponasia Growth Partners supports management before and after acquisitions, joint ventures and other strategic transactions. Before closing, the engagement may assess the target’s markets, customers, channels, commercial capabilities and growth assumptions. After closing, it may support integration planning, commercial continuity and execution of agreed priorities.

The service may address:

- Market attractiveness and competitive positioning;
- Customer, channel and revenue quality;
- Commercial organization, capabilities and sales practices;
- Growth assumptions, risks and value-creation opportunities;
- Commercial integration priorities and implementation.

The service focuses on commercial matters. It does not constitute financial, legal, tax, regulatory, technical, operational, environmental, human-resources or investigative due diligence.

These areas remain the responsibility of the client and appropriately qualified advisers.

2. Who the Service Is For

The service is designed for mid-market companies, regional subsidiaries, investors and management teams considering or implementing acquisitions, joint ventures or other strategic transactions in Southeast Asia.

It is particularly relevant when:

- Management needs an independent commercial view of a target or transaction;
- The investment case depends on market growth, customer retention or revenue synergies;
- The target operates through distributors, partners or complex regional channels;
- Commercial information is incomplete, inconsistent or difficult to interpret;
- The transaction requires a structured commercial integration plan.

The service may support a single-country transaction, a regional acquisition or a transaction involving selected business units, customer portfolios, product lines or channel networks.

The client should provide access to available information, transaction assumptions and relevant management personnel and coordinate access to the target where permitted.

3. Service Structure

The service may include one or both of the following components:

Commercial Due Diligence

A pre-transaction assessment of the target's markets, customers, channels, commercial performance, capabilities and growth assumptions.

Post-Merger Integration

Planning and implementation support to protect commercial continuity, align the combined organization and deliver the agreed commercial priorities after closing.

The two components may be commissioned separately. Where both are included, the due-diligence findings provide a direct input into integration planning and the post-closing value-creation agenda.

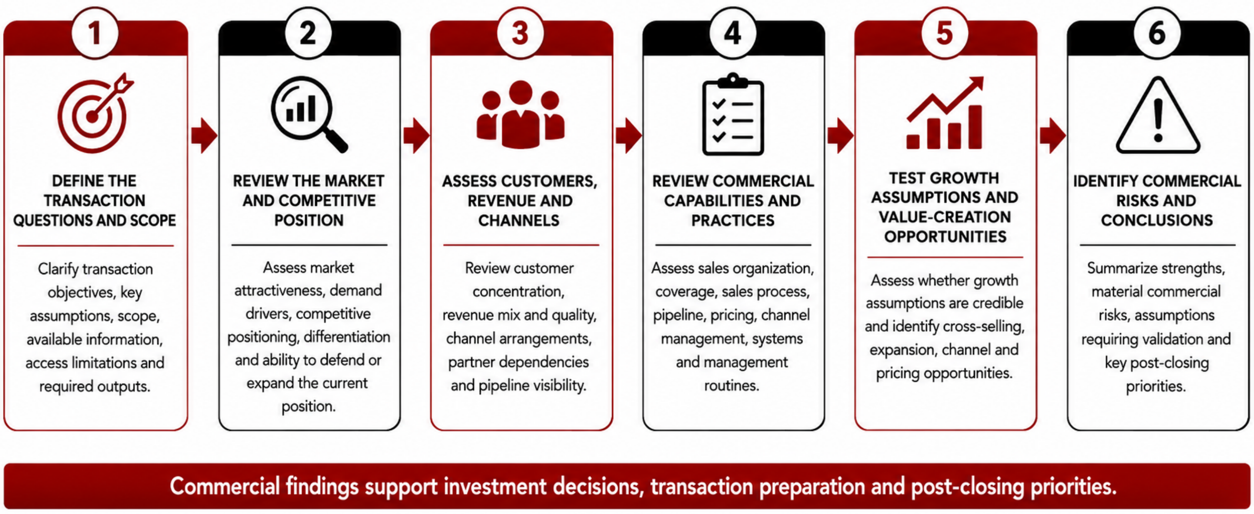
4. Commercial Due Diligence Framework

Commercial due diligence follows a structured progression from defining the investment questions through assessment of the commercial case, risks and value-creation opportunities.

The Commercial Due Diligence framework is summarized in Figure 1.

FIGURE 1 – COMMERCIAL DUE DILIGENCE FRAMEWORK

A structured progression from defining the transaction questions through assessment of the commercial case, risks and value-creation opportunities.



4.1. Define the Transaction Questions and Scope

Exponasia Growth Partners works with the client to clarify the transaction rationale, investment assumptions and commercial questions requiring assessment.

The initial discussion normally addresses:

- Transaction objectives and decision stage;
- Target business, countries, products and channels within scope;

- Key investment assumptions and management concerns;
- Available information and access limitations;
- Required outputs, timing and decision deadlines.

The result is an agreed scope focused on the transaction's most relevant commercial issues.

4.2. Review the Market and Competitive Position

The engagement may assess the target's exposure to its markets, segments, applications and customer groups.

The review may consider:

- Market attractiveness and principal demand drivers;
- Competitive positioning and differentiation;
- Exposure to market concentration, cyclicality or disruption;
- Relevance of the product and service portfolio;
- Ability to defend and expand the existing market position.

The depth of analysis depends on transaction stage, available information and agreed scope.

4.3. Assess Customers, Revenue and Channels

The engagement may review the quality, concentration and sustainability of the target's commercial base.

The assessment may consider:

- Customer concentration, retention and relationship strength;
- Revenue mix by market, customer, product and channel;
- Recurring, project-based and one-time revenue;
- Distributor, partner and channel arrangements;
- Pipeline quality and visibility of future revenue.

The objective is to understand the commercial durability of the business and the principal dependencies affecting future performance.

4.4. Review Commercial Capabilities and Practices

The engagement may assess how effectively the target manages customers, opportunities, channels, pricing and commercial execution.

The review may include:

- Sales organization, coverage and account ownership;
- Sales process, pipeline and forecasting;
- Key account and distributor management;
- Pricing, discounting and margin discipline;
- Commercial systems, reporting and management routines.

The review identifies capabilities that support the investment case and gaps that may require post-closing attention.

4.5. Test Growth Assumptions and Value-Creation Opportunities

The engagement may assess whether the commercial assumptions supporting the transaction are credible and achievable.

This may include:

- Growth in existing markets, customers or products;
- Expansion into new countries, segments or applications;
- Cross-selling and portfolio-combination opportunities;
- Channel development and route-to-market improvements;
- Commercial productivity, pricing or margin opportunities.

The assessment distinguishes opportunities supported by evidence and clear actions from assumptions requiring further validation.

4.6. Identify Commercial Risks and Conclusions

Findings are consolidated into a commercial view of the transaction.

The conclusions may address:

- Strengths supporting the investment case;
- Material commercial risks and dependencies;
- Assumptions requiring validation or protection;
- Priority issues for transaction negotiations or closing preparation;
- Post-closing actions required to protect and create value.

Commercial conclusions should be considered alongside the findings of the client's financial, legal, tax and other specialist advisers.

5. Post-Merger Integration Framework

Post-Merger Integration translates the transaction rationale and due-diligence findings into a practical commercial integration plan.

The Post-Merger Integration framework is summarized in Figure 2.

FIGURE 2 – COMMERCIAL POST-MERGER INTEGRATION FRAMEWORK

Post-merger integration translates the transaction rationale and due-diligence findings into a practical commercial integration plan.

5.1. Confirm Integration Objectives and Priorities

Exponasia Growth Partners works with management to define the intended commercial outcomes and the areas requiring immediate protection or change.

The discussion may address:

- Customer and revenue continuity;
- Growth and synergy priorities;
- Commercial organization and leadership;
- Channel, territory and account coverage;
- Timing, dependencies and integration constraints.

The result is an agreed commercial integration agenda.

5.2. Protect Customers, Revenue and Commercial Continuity

Early integration activity should reduce disruption to customers, channels and active opportunities.

The work may include:

- Identification of priority customers and relationships;
- Continuity plans for active opportunities and projects;
- Communication responsibilities and customer-contact protocols;
- Distributor and partner engagement;
- Monitoring of retention, pipeline and commercial risks.

The objective is to preserve confidence and prevent avoidable revenue loss during the transition.

5.3. Align the Go-to-Market Model

The engagement may support alignment of the combined company’s market coverage, routes to market and customer ownership.

This may include:

- Market, segment and account priorities;
- Direct, indirect and hybrid channel arrangements;
- Territory, customer and opportunity ownership;
- Distributor and partner roles;
- Coverage gaps, overlaps and channel conflicts.

Broader redesign may continue through the separate **Go-to-Market Restructuring** service where substantial change is required.

5.4. Align Commercial Organization and Practices

The integration may require alignment of roles, responsibilities, processes and management routines.

The work may address:

- Commercial organization and reporting relationships;
- Account and opportunity responsibilities;
- Sales process, pipeline and forecasting;
- Pricing, discounting and approval practices;
- CRM, reporting and performance-review routines.

The design should support the combined business without creating unnecessary complexity or disruption.

5.5. Develop and Execute the Integration Plan

The agreed priorities are translated into a practical implementation plan.

The plan may define:

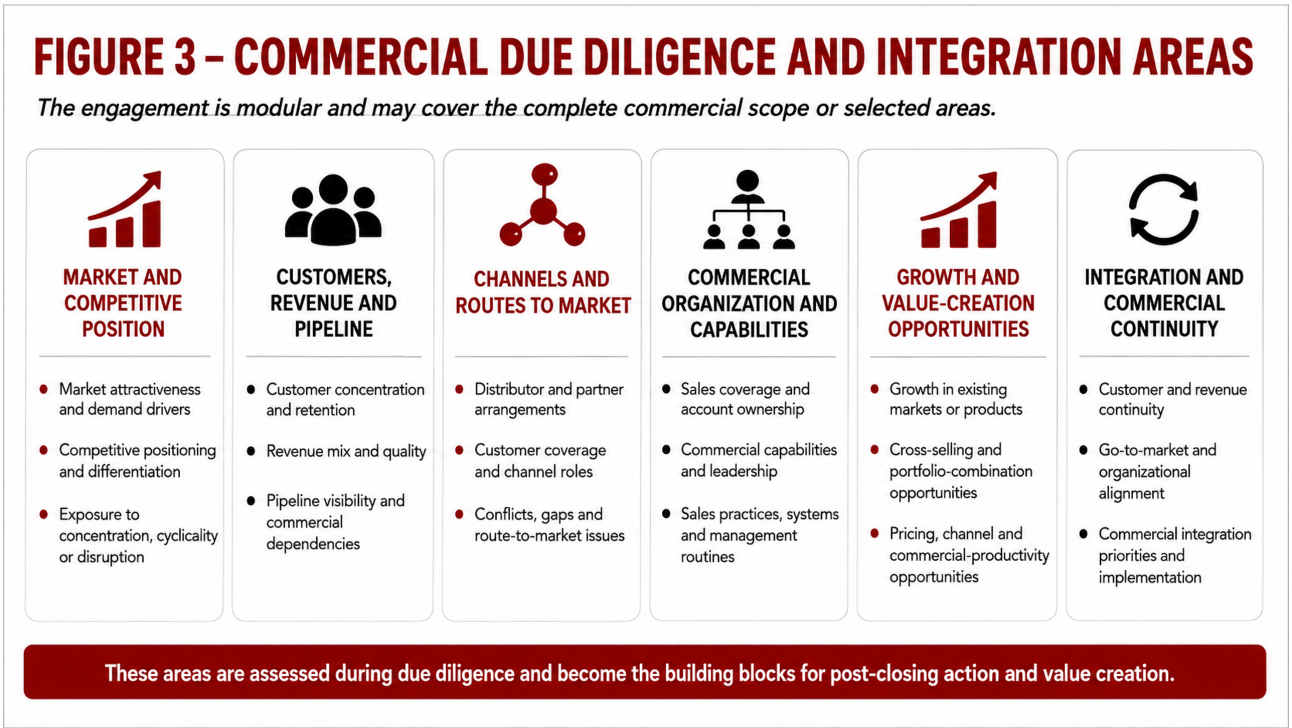
- Workstreams, actions and owners;
- Timing, milestones and dependencies;
- Customer, channel and organizational transitions;
- Decisions, risks and escalation requirements;
- Progress indicators and management-review cadence.

Where included, Exponasia Growth Partners may support coordination, working sessions, action tracking and review of implementation progress.

6. Commercial Due Diligence and Integration Areas

The engagement is modular and may cover the complete commercial scope or selected areas.

The principal areas are summarized in Figure 3.



Market and Competitive Position

Assessment of market attractiveness, demand drivers, competition, differentiation and the sustainability of the target's position.

Customers, Revenue and Pipeline

Review of customer concentration, retention, revenue quality, pipeline visibility and dependencies affecting future performance.

Channels and Routes to Market

Assessment of distributors, partners, customer coverage, channel roles and potential conflicts or gaps.

Commercial Organization and Capabilities

Review of sales coverage, account ownership, commercial leadership, capabilities and management practices.

Growth and Value-Creation Opportunities

Assessment of growth assumptions, cross-selling, pricing, channel improvement, market expansion and other commercial opportunities.

Integration and Commercial Continuity

Planning and implementation of customer protection, organizational alignment, go-to-market changes and commercial management routines.

7. Engagement Outputs

Depending on the agreed scope, outputs may include:

- A commercial due-diligence assessment;
- Identification of material risks, assumptions and dependencies;
- Assessment of growth and value-creation opportunities;
- A commercial integration plan with priorities, actions and owners;
- Implementation trackers and management-review materials.

Outputs may be presented through management slides, risk and opportunity summaries, customer and channel analyses, commercial workstream plans and integration trackers.

The commercial proposal defines the transaction stage, businesses and markets included, available information, access assumptions, deliverables and implementation support.

The deliverables are management decision-support materials. They do not constitute an investment recommendation, valuation opinion, audit opinion, assurance conclusion or independent certification.

8. How We Work

8.1 Expert Advisory

Exponasia Growth Partners assesses the commercial case, identifies risks and opportunities and advises management on transaction and integration priorities.

The client makes all investment, transaction and integration decisions.

8.2 Implementation Consulting

Exponasia Growth Partners provides hands-on support for commercial integration planning and implementation.

The engagement may cover selected workstreams or the broader commercial integration program.

8.3 Fractional & Interim Leadership

Where additional leadership capacity is required, Exponasia Growth Partners may support the integration through a fractional or interim commercial leadership arrangement.

Responsibilities, reporting relationships and duration are defined in the engagement agreement.

9. Roles and Scope Boundaries

Exponasia Growth Partners conducts the agreed commercial assessment and supports integration planning or implementation as an independent adviser and implementation partner.

The client provides accurate information, access to relevant personnel and timely direction. It retains responsibility for transaction decisions, valuation, negotiations, contracts, financing, regulatory approvals, organization, employment, customers, channels and implementation.

Unless expressly defined under a Fractional & Interim Leadership arrangement, Exponasia Growth Partners has no authority to:

- Make or approve investment or transaction decisions;
- Negotiate or commit transaction terms;
- Approve prices, spending, organizational changes or employment actions;
- Make commitments to customers, partners or other third parties;
- Bind the client contractually or legally.

The engagement relies on information provided by the client, target and other advisers. Exponasia Growth Partners does not audit or independently verify financial, accounting, legal, tax, technical, operational, environmental, human-resources or investigative information.

The service is not a substitute for formal due diligence by qualified financial, legal, tax, regulatory, technical or other specialist advisers.

The engagement does not constitute an investment recommendation, valuation opinion or guarantee of transaction completion, integration success, synergy realization or commercial performance.

10. Related Services

Commercial Due Diligence & Post-Merger Integration may connect with broader commercial assessment, restructuring and implementation work.

Related services may include:

- **Commercial Excellence Assessment & Improvement** where broader commercial diagnosis is required before or after a transaction;
- **Go-to-Market Restructuring** where the combined commercial model requires substantial redesign;
- **Sales Effectiveness** where sales processes, pipeline, key accounts, pricing or management routines require improvement;
- **Commercial Recovery & Crisis Management** where post-closing underperformance requires accelerated intervention;
- **Strategic Partner, Joint Venture & Acquisition Target Search** where suitable transaction targets need to be identified and commercially screened.

Each related service is separately scoped.

11. Frequently Asked Questions

Does the service include financial due diligence?

No. Exponasia Growth Partners assesses commercial matters. Financial due diligence, quality-of-earnings analysis, accounting review and valuation should be performed by qualified financial advisers.

Does the service include legal, tax or regulatory due diligence?

No. These areas remain the responsibility of qualified legal, tax and regulatory advisers.

Is this service an investment recommendation?

No. The engagement provides commercial analysis and management decision support. The client retains responsibility for the investment decision and the overall transaction assessment.

Can the scope focus on selected commercial questions?

Yes. The engagement may focus on specific markets, customers, channels, growth assumptions, capabilities or integration priorities.

Are customers or channel partners interviewed?

Not automatically. External interviews or direct engagement may be included where permitted and agreed. The commercial proposal defines the purpose, access, confidentiality and representation arrangements.

Can the service be performed with limited target access?

Yes, but the scope, methods and conclusions will reflect the available information and access limitations. Material limitations will be identified in the deliverables.

Does the service include synergy assessment?

It may assess commercial growth and revenue synergies, such as cross-selling, channel expansion, pricing or market access. Cost synergies, accounting treatment and financial modeling remain outside the standard scope unless separately supported by qualified advisers.

When should integration planning begin?

Commercial integration planning should begin early enough to protect customers, revenue and active opportunities and to prepare the actions required at or shortly after closing. The appropriate timing depends on transaction confidentiality, regulatory constraints and access.

Is implementation included?

It may be included in the initial engagement or scoped separately. The client may also implement the integration plan using internal resources.

Can the service support a joint venture or minority investment?

Yes. The approach may be adapted to joint ventures, minority investments and other strategic transactions where commercial assessment, governance interfaces or integration planning are required.

How long does the engagement take?

Timing depends on the transaction stage, scope, number of markets and entities, availability of information, target access and required integration support. The commercial proposal defines the schedule.

12. About Exponasia Growth Partners

We are a Singapore-based boutique consulting firm supporting mid-market companies and regional subsidiaries in growth and commercial excellence across Southeast Asia.

We work primarily with suppliers of industrial products, services and engineered solutions. Our engagements combine senior commercial experience, regional knowledge and hands-on implementation support.

We deliver our services through expert advisory, implementation consulting and fractional or interim leadership, depending on the client's objectives and required level of involvement.

To discuss how Commercial Due Diligence & Post-Merger Integration could support your transaction, please contact us:

Email: info@growexponasia.com
Website: www.growexponasia.com
LinkedIn: Exponasia Growth Partners

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