



Resolving Complex Challenges

**SERVICES TO IN-HOUSE LEGAL AND
COMPLIANCE TEAMS**



EXPERTS WITH IMPACT™

Our definitive expertise is widely recognised:



2021

Global Turnaround Consulting Firm of the Year by *Global M&A Network*



2021

Public Relations Firm of the Year by *Global M&A Network*



2020 - 2021

Best Management Consulting Firms by *Forbes* magazine



2021

Recognised as the **#1 Litigation Dispute Advisory Services Consultant** by *The National Law Journal*



2020

Vanguard Leader in Capital Projects & Infrastructure Consulting by *ALM Intelligence*



2015-2020

Named **Arbitration Consulting Firm of the Year** by *Who's Who Legal*

FTI Consulting Experts with Impact

We work with in-house legal and compliance teams to provide solutions to complex challenges and opportunities.

FTI Consulting is one of the pre-eminent expert-driven consulting firms in the world. Since our founding over 38 years ago we have been the trusted advisor to many companies during some of the most memorable events in recent history, including landmark legal cases, international PR crises, cross-border restructurings and multi-jurisdictional investigations.

Our experts advise clients on a variety of compliance, reputation, financial and regulatory matters, and are able to help across all stages of the business life cycle, from growth to restructuring and from crisis to investment.

We are less encumbered with conflicts than many others, being free of retained audit clients, offering a more nimble response and approach better aligned to clients needs.

Our unique blend of expertise and experience covers a wide range of specialisms and we support in-house legal and compliance teams in different ways. No matter the particular challenge you face, whether short-term crises or long-term business growth, we will always be able to work alongside you to resolve the issue.

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FTI Consulting

Our Expertise

FTI Consulting's professionals provide a diverse range of skills, expertise and the experience that can help bring clarity to a variety of situations.

MANAGING CRISES

- Securing evidence and establishing the essential facts
- Managing media strategy
- Responding to regulatory inquiries

SUPPORTING GROWTH

- Conducting financial, commercial and operational DD
- People aspects of transformational change
- Assessing the competition aspects of growth strategies
- Delivering communications strategies in M&A



UNCOVERING THE FACTS

- Identifying, preserving, collecting and analysing data
- Investigating fraud or wrongdoing
- Tracing and recovering assets
- Conducting background checks on people and organisations
- Analysing structured and unstructured data

RESOLVING ISSUES

- Providing end-to-end e-discovery support and review
- Translating and interpreting data through workflow, visualisation and reporting tools
- Quantifying damages and loss of profits
- Providing expert testimony before courts and tribunal
- Advising on the theory and practice of finance, economics and valuation

PREVENTING PROBLEMS

- Crisis response training with Fortify
- Assessing corporate cultures
- Developing effective compliance programmes
- Managing reputation
- Optimising governance structures
- Identifying weaknesses in controls

Why FTI Consulting

As an award-winning global consultancy firm, clients benefit from our multidisciplinary expertise, commercial approach, depth of experience and in-country cultural awareness. Across the firm, we work closely with in-house legal and compliance teams in almost everything we do. We offer:



Global expertise – a deep understanding and experience of regional complexities and cultural requirements



Commercial, pragmatic approach – delivering practical advice and support that reduces demands on management and minimises disruption to the business.



Industry insight – our team includes experts across a wide range of industry sectors.



Ready access to senior experts – ensuring you have the right people working with you to deliver the insight and assistance you need.



Innovative technologies – including industry leading e-discovery and document review platforms, Nuix Discover and Relativity, which help streamline investigations, litigation and regulatory inquiries.



Integrated team – our professionals work collaboratively, pooling specialist expertise and skills to deliver the best solutions for clients.



Independence – We give impartial advice, and with no audit practice, we are largely conflict free.

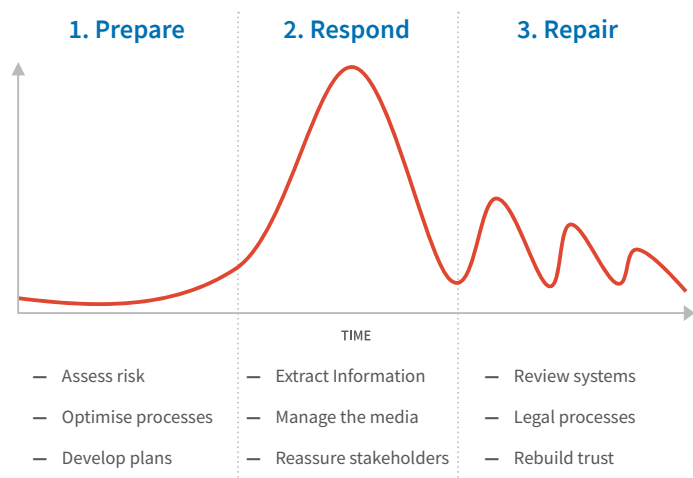


Agility and responsiveness – mobilising and deploying teams quickly, wherever you need us.

Managing Crises

In this age of round-the-clock company scrutiny, we see as much focus given to how a company handles a crisis as the crisis itself. With turbulence in our world growing and the always-on nature of the news, the potential for crisis has become an almost daily consideration for business.

Accuracy and speed are critical when a crisis first becomes apparent. The success of your crisis response is dependent on your ability to gather, understand and deploy the right information quickly. Through each stage of a crisis – before, during and after we help companies understand and manage this information.



ELEMENTS OF A SUCCESSFUL CRISIS RESPONSE

OUR CRISIS OFFERING IS UNIQUE

In preparing for a crisis, nowhere else will you find the combination of data governance, communications preparation and due diligence under one roof. Our crisis simulation tool Fortify, helps companies prepare as thoroughly as possible for future unforeseen events.

When you are facing a crisis, we have the experience to provide tailored rapid response support and analysis. We are also in the unique position of being the only firm that can provide a range of solutions including data discovery and investigations support to help navigate the bumpy road of a crisis. This means you are supported from the moment a crisis arises, through to responding quickly and repairing and recovering the situation to avoid the same issue reoccurring again.

Once the crisis has subsided and recovery is underway, we help clients identify and apply the lessons learned, facilitating continuous improvement and assured management of future issues. Our goal is to position the crisis as firmly in the past, emphasising the progress made to restore confidence and rebuild the road to long-term growth and success. Our ability to provide e-discovery and document review, as well as reputational recovery means we are uniquely able to provide a highly bespoke service to recover the damage done through the crisis.

Our Experience

CRISIS PREPAREDNESS

FTI Consulting was engaged by a public transportation system in Kuala Lumpur with over a quarter of a million commuters a day taking its extensive transport network of buses, light rail and MRT trains.

FTI Consulting developed a crisis management and crisis communications management system for the integrated network to ensure fast, consistent and effective responses in the event of a major service disruption, whether it be from terrorism, vehicle breakdown, accident or weather factors.

FTI Consulting worked closely with the managing company to develop a comprehensive response plan covering all transport services, as well as the media response and covering the role of key stakeholders in managing a major disruption.

DIFFUSING A CRISIS

FTI Consulting was engaged by a leading international firm implicated in a Chinese government investigation of malfeasance in the pharmaceuticals industry. With negative media coverage of the situation rapidly escalating, we quickly implemented local and global crisis management procedures and media protocols to immediately mitigate risk.

Working with the Company's top management in China and its global legal and communications teams, we established a communications plan and developed the firm's messaging to be used in-country and globally. We also engaged directly with media on the Company's behalf to manage outbound messages and influence press coverage.

The Company avoided being drawn into an increasingly hostile media climate critical of foreign pharmaceutical companies and was able to use the breathing space to reach a successful conclusion to the government investigation.

Uncovering the Facts

Our multi-disciplinary team of forensic accountants, investigators, data analysts and forensic technology experts work to uncover the facts behind whistleblowing allegations, asset concealment, employee negligence, white-collar crime, intellectual property theft, and bribery & corruption.

We have a proven track record in untangling some of the world's most high profile financial crimes. Clients benefit from our global capabilities, in-country cultural awareness, access to corporate intelligence that is not always publicly available, and innovative technologies, to help investigate efficiently and effectively.

Our experts can act quickly to discreetly and sensitively deploy focused teams to conduct investigations, safeguard assets and reputation, resolve matters with minimum disruption to the business, and prevent recurrences by implementing effective controls. Whatever help you need, we can assist at every stage of an investigation, tailoring our services to match the specific requirements of the case.

We deal with some of the most complex sanctions and regulatory breaches in the world. We are data-driven, global and borderless.

INFORMATION COLLECTION

- Search publicly available information along with our own discreet source enquiries
- Conduct interviews
- Trace assets
- Investigate beneficial relationships

- Identify and preserve hard copy and electronic data
- Map relationships and ownership structures

DATA REVIEW AND ANALYSIS

- Pinpoint relevant documents quickly using industry leading e-discovery platforms, Nuix Discover and Relativity
- Analyse large data sets to establish patterns and anomalies
- Uncover activity on electronic devices
- Reconstruct and analyse accounting records
- Identify actions to copy, edit or delete documents and data

RECOMMENDATIONS AND FINDINGS

- Produce a report for stakeholders that answers the who, what, where, when, why and how
- Identify control weaknesses
- Assist lawyers in the appropriate case strategy
- Develop and implement a crisis communications strategy

Our Experience

ALLEGATIONS OF BRIBERY

FTI Consulting was engaged by a large multinational company, through external counsel, to undertake an independent bribery investigation in respect to its operations in China. The investigation was complicated by a simultaneous ongoing regulatory investigation by Chinese authorities who had seized large volumes of documents and intense media coverage.

The key goals of the engagement were to investigate allegations of bribery by obtaining evidence and quantifying the amounts used to potentially bribe government officials. Our team prepared Counsel for interviews by supplying analyses, as well as underlying documents and data that had been identified and recovered. Counsel was also assisted by our team in reporting to various regulatory authorities in the US, UK and the PRC.

Using a cross disciplinary approach, a full-scale investigation was executed that included multiple phases and services to meet the needs of the client. The client eventually settled with Chinese regulatory authorities.

SUSPECTED FRAUD

FTI Consulting was engaged by a private equity firm to investigate possible fraud at a manufacturing company the firm had acquired an interest in.

The objective of the investigation was to ascertain if fraud had been committed by the manufacturing company's former CEO and to eventually implement systems to prevent the repeat of such fraudulent activities. Through investigative research, forensic imaging, and discreet inquiries in Malaysia, Singapore, and the PRC, our team uncovered information that indicated the former CEO had been involved in fraudulent invoicing practices.

Forensic analysis of the former CEO's computers uncovered incriminating evidence of him using a BVI-incorporated company as a vehicle to enter into agreements with a competitor firm to receive funds in exchange for diverting potential business opportunities away to that firm, thereby breaching his fiduciary duty as CEO in the process.

On the basis of the evidence uncovered, the Client was able to bring a litigation action against the former CEO and claim compensation. We also provided litigation support in the Client's civil claim through an expert report which estimated losses that the manufacturing company had suffered as a result of the actions of the former CEO.

Resolving Issues

After the first response, and once the facts are clear, it is usually necessary to reach some form of resolution of the issues raised. These may be regulatory matters, actual or potential disputes with third parties, relate to structuring challenges, or be related to asset-recovery and similar issues.

We advise clients in contentious and non-contentious circumstances, from giving expert evidence in litigation or arbitration, to supporting clients with submissions to tribunals and regulators, advising on restructuring solutions or preparing persuasive reports for public affairs teams.

Often our role is to quantify damages, assess values or recover assets. Sometimes our evidence may be on the conduct of the parties, for example, corporate governance and financial management, accounting treatments, internal controls or licensing terms. We may also act as dispute resolvers, either formally as arbitrator or independent expert, or in ad-hoc, non-binding situations as a neutral facilitator.

Technology is frequently an important aspect of our work, for example the detailed data analytics that may unravel a dispute, the visualisation of complex matters or the machine learning of e-discovery tools. In other situations, we work to address the financial, strategic, operational and capital needs of businesses in the context of our clients' priorities and strategies. We address the full spectrum of corporate restructuring, financial and transactional challenges faced by companies and their stakeholders, and can provide independent review and advice on a business' operational or financial model, as well as expert advice on any relevant restructuring of the business that may be necessary.

EXPERIENCED TEAMS

Our team members regularly serve as expert witnesses before courts, tribunals and other bodies. We provide articulate, independent, relevant and reliable testimony through experience built over many years. Our familiarity with the litigation and arbitration process enables us to help clients plan and implement appropriate resolution strategies. Our goal is for our work to be efficient, effective, and proportionate to what is potentially at stake.

COMPELLING EVIDENCE AND ANALYSES

- Produce clear, compelling reports backed up by oral evidence
- Robust economic analysis backed up by statistical findings

STAKEHOLDER ENGAGEMENT

- Well-founded research into market views on particular challenges
- Develop messaging and collateral for internal and external stakeholders

RESOLUTION STRATEGY

- Early assessments of potential claims to support case strategy
- Identify potential sources of recovery
- Assembling and presenting the evidence to support negotiations

Our Experience

POST-ACQUISITION DISPUTE

Our client, a private equity fund based in Asia, purchased a large chain of Chinese stores. Following the acquisition, our client suspected that the financial statements on which the purchase price had been negotiated contained inflated revenue balances. We were engaged to prepare a preliminary report for the purposes of obtaining an injunction in the Hong Kong High Court, following which the client commenced CIETAC arbitration proceedings claiming, inter alia, loss and damages arising from fraudulent misrepresentation and various breaches of the sale and purchase agreement.

Our experts prepared independent expert reports explaining the evidence that indicated that revenue in the financial statements had been inflated by approximately RMB250 million and the consequent loss to the client of between approximately USD\$230 million and USD\$280 million. Both experts provided oral testimony at the hearing in Beijing.

OFFSHORE GAS DISPUTE

Our client was a partner in a joint venture to explore, develop and exploit natural gas in the East China Sea. It alleged that the other partner had mismanaged the development, which had led to delay, the loss of higher prices, and the failure to drill additional wells. It claimed damages corresponding to its lost profits in UNCITRAL arbitration proceedings.

Working jointly with experts in the oil & gas industry, we developed a bespoke financial model with which we calculated the profit that our client has earned, and the profit that it would have earned if the development had proceeded as planned. We submitted expert reports and oral expert evidence at the arbitral hearing.

Preventing Problems

Our experts use their knowledge of resolving major issues to help companies develop effective GRC frameworks to predict when problems will arise. We use a wide range of digital data, technologies and platforms to understand the stresses in organisations and to help them focus on prevention.

We combine our experts' knowledge with our software solutions and data visualisation specialisms to help predict critical events and optimise outcomes.

FTI Comply, our proprietary web-based third party due diligence platform, helps clients to mitigate global risk with integrated reference data, structured workflow and algorithmic risk ranking.

GOVERNANCE

Our experts help develop appropriate governance structures. We help to:

- Undertake gap analysis
- Review board effectiveness
- Assist in culture change and communication
- Manage stakeholder expectations
- Develop Management Information and KPI's
- Train staff

RISK AND COMPLIANCE

We help clients predict and prevent regulatory, corruption and fraud issues by applying an algorithmic approach and machine learning to diagnose problems, monitor risk and improve the performance of existing surveillance schemes and systems. We help clients to:

- Develop policies and procedures

- Develop and carry out risk assessments
- Review transaction monitoring systems
- Perform data analytics and visualisation
- Assess third party integrity and vendor screening services
- Develop in-house investigation capabilities
- Monitor and test application of policies and procedures

INFORMATION GOVERNANCE, PRIVACY AND SECURITY

We develop, implement and document information governance programmes that reduce corporate risk, secure data, improve the e-discovery process and enable faster and deeper insight into data. These programmes include:

- Migration to cloud application
- Scan and quarantine sensitive data

CRISIS PREPAREDNESS PLATFORM

Fortify is our interactive platform that helps clients plan and prepare for adverse events likely to damage reputation.

Whether it's stress-testing processes and operations in a real-life simulation or rehearsing crisis decision making in a workshop, Fortify brings together the best of our reputation management expertise.

Our Experience

GLOBAL COMPLIANCE RISK ASSESSMENT

A world leading Chinese brand of consumer products engaged FTI Consulting to assist with a Global Anti-Bribery & Corruption Risk Assessment. The Client had global revenues close to USD\$30 billion and profits of US\$3 billion in 2016.

The assessment was a group-wide exercise involving several product lines in more than 30 overseas countries. Our work included the identification of high risk business practices and interactions for the Client's overseas business and development of a global risk assessment methodology.

The methodology identified product lines and markets that faced the highest bribery and corruption risks. With follow-up on-site audits, we identified a number of red flags which were significant but unknown to the Client. On these identified matters, we provided recommendations on how best to handle and protect the Client's interests and also designed an implementation roadmap for a more effective anti-bribery and corruption compliance program.

PRE-TRANSCATION INVESTIGATION

FTI Consulting was engaged by a sovereign wealth fund that was considering an investment in a Vietnamese property developer believed to enjoy strong political connections. The Client wished to identify the potential political and reputational risks involved in the potential investment.

Our investigation found that the property developer and its owners were embroiled in a government-led corruption investigation amidst an anti-graft initiative led by the Communist Party of Vietnam. The patronage of politicians at the provincial/national level coupled with political connections established through marital ties had allegedly allowed them to acquire land without going through formal bidding processes.

The corruption probe could entail severe repercussions to the property developer, including the cancellation of earlier transactions and the revaluation of previously acquired assets to compensate prior owners. The developer was also increasingly being denied domestic financing options due to their inadequate reserves and the potential loss of assets from the corruption probe.

Through our findings, we advised the client that regulatory scrutiny and rapid changes to the developer's assets may pose substantial reputational and operational risks causing them to reassess the potential investment.

Supporting Growth

We advise clients throughout the business lifecycle including on events such as acquisitions, disposals, restructuring, capital raising and business transformation. Our insight and advice helps to ensure successful completion of transactions.

PREPARING FOR TRANSACTIONS

When considering transactions, it's important to validate financial assumptions about the business before negotiating a deal.

We advise clients from the initial due diligence phase through to SPA negotiation and post-deal implementation. We offer a forward-looking perspective on fast-paced transactions. Whether representing buyers or sellers, we provide comprehensive financial and operational due diligence leading to value related advice and hands-on support.

We perform the highest quality due diligence that contributes to informed decision making by management on either the buy or sell side. We work with management to ensure this information is used to achieve the best possible outcome. We also provide tax advice around transactions across the business lifecycle whether for growth or restructuring.

COMMUNICATING DEALS

We deliver comprehensive communications strategies at every stage of a deal from pre-announcement planning to postmerger integration.

We advise and work with in-house legal teams on a wide range of M&A scenarios, including transformative and bolt-on acquisitions, friendly and hostile takeovers and activism defence.

Our role in mergers and acquisitions is clear: provide the very best planning, execution and advice in order to optimise our clients' M&A strategies. Our offering is unique, bringing together best in class global financial communication, change management, corporate communication and government affairs capabilities.

Our Experience

RESTRUCTURING ADVISOR

FTI Consulting was appointed as Restructuring Advisor to a company listed on the Indonesian Stock Exchange. As a result of declining coal prices and other market factors, the Company succumbed to severe liquidity pressures, eventually requiring a restructuring of its USD\$4 billion in debts.

FTI Consulting was engaged to review the Company's business plan, assess the reasonableness of its financial projections and conduct negotiations with multi-level and cross jurisdictional debtholders to facilitate a viable financial restructuring. FTI Consulting helped to develop appropriate restructuring proposals which were presented to the Company's lenders. This included advising on alternative options available to the Company including the chosen routes, moratorium under the previous Section 210(10) of the Singapore Companies Act and the Court protection via the Indonesia PKPU proceeding.

The subsequent Court application provided a moratorium for the Company allowing it to continue trading whilst negotiating with nine groups of bank lenders and bondholders with different securities and priorities. The result was a successful restructure for all parties including the paring of debt levels for the Company in return for contingent upside linked to the coal price for the creditors.

FINANCIAL DUE DILIGENCE

FTI Consulting was engaged by a bulge bracket investment bank to undertake a financial due diligence of a vertically integrated Hong Kong listed manufacturer operating in the PRC.

FTI Consulting discovered that the founder Chairman possessed significant influence over four largest debtors. Despite possessing significant cash balances, the group was discounting bank bills prior to maturity and had made payments to customers, who were suspected related parties. The historical manufacturing output appeared unrealistic and the intercompany transactions were complex which resulted in inflated revenues and inventory.

Physical inspection of the group's inventory revealed stock aged in excess of two years. Capex expenditure was being approved at the subsidiary level managed by the Chairman, his brother-in-law and the Group's Chief Engineer.

Our Client, the investment bank, did not proceed with the investment. The Group's Big Four auditor resigned six months later citing accounting irregularities and the trading status has been suspended for years.

About FTI Consulting



● FTI Consulting offices



Advisor to **96** of the **world's top 100** law firms



Founded in **1982** and **\$4.9BLN** equity market capitalisation*



With over **6,400** employees and offices in **29 countries** on six continents, our breadth and depth extends across every major social, political and economic hub **around the world**



55 of the **Fortune Global 100** corporations are clients



Advisor to **8** of the **world's top 10** bank holding companies



Trusted advisors serving clients globally with **diverse expertise** and **exceptional credentials** including accountants, economists, engineers, former CFOs and strategists.



We combine unparalleled **expertise** and **industry knowledge** to address critical challenges for clients



We are a **global advisory firm** that provides multidisciplinary solutions to complex challenges and opportunities



Expertise across a range of industries: Real Estate, Energy, Power & Products, Financial Institutions & Insurance, Healthcare, Life Science, Retail & Consumer and Telecom, Media & Technology

* Number of total shares outstanding as of July 22, 2021, times the closing share price as of July 29, 2021.


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EXPERTS WITH IMPACT™

FTI Consulting is an independent global business advisory firm dedicated to helping organizations manage change, mitigate risk and resolve disputes: financial, legal, operational, political & regulatory, reputational and transactional. FTI Consulting professionals, located in all major business centers throughout the world, work closely with clients to anticipate, illuminate and overcome complex business challenges and opportunities.

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