



RESOLVING COMPLEX CHALLENGES

SERVICES TO IN-HOUSE LEGAL AND
COMPLIANCE TEAMS

EXPERTS WITH IMPACT

Our definitive expertise is widely recognised:

2018

Arbitration Expert Firm of the Year



2016

Best Crisis Comms Campaign



2017

A Leader in Worldwide E-Discovery Services 2017 Vendor Assessment



2018

UK's Leading Management Consultants



2018

Investigations Forensic Accounting Firm of the Year



2017

Turnaround Adviser of the Year



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 35 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.

Managing Crises
page 4-5

Tackling Investigations
page 6-7

Resolving Issues
page 8-9

Preventing Problems
page 10-11

Supporting Growth
page 12-13

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
Assessing the economic impacts of regulation
Obtaining competition and merger clearances
Delivering communications strategies in M&A



TACKLING INVESTIGATIONS

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 multi-disciplinary 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, Ringtail® 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.



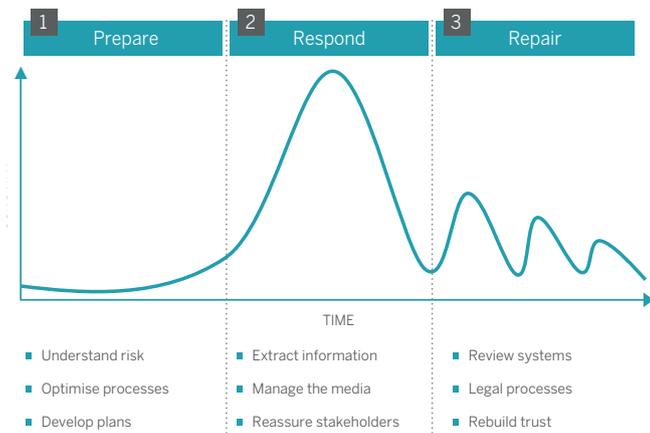
Agility and responsiveness – mobilising and deploying teams quickly, wherever you need us.

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 also 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

RESPONDING TO A TRAGEDY

When Germanwings Flight 9525 crashed as a result of deliberate action on the part of the co-pilot we managed all communications with the media.

Our experts were on call 24/7, liaising proactively and reactively with Germanwings, Lufthansa and their partner agencies across Europe. We negotiated with publications including national newspapers and issued media statements, press releases and official media invitations for Germanwings press conferences to UK media – all working to an approved Europe-wide plan.

We dealt with hundreds of media enquiries and shared reactive statements where necessary. We also kept the client and partner teams updated by circulating important and regular updates of the stories and themes trending in the UK media.

PREPARING FOR A CRISIS

Following an unprecedented, three-hour trading halt of all NASDAQ-listed securities, we were engaged by NASDAQ OMX.

We worked with the company to expand and refine its communications response capabilities to ensure it could effectively manage crisis situations.

Our experts created an internal infrastructure to coordinate communications activities, as well as a step-by-step process for collecting information, elevating issues, mobilising staff, drafting communications materials and conducting stakeholder outreach.

We conducted a scenario planning exercise to determine likely incident- and crisis-level scenarios and provided communications implications and messages and statements for each.

FTI Consulting maintains a long-standing relationship with the Chief Marketing Officer and directly counselled Bob Greifeld, the Chief Executive Officer, following the 2013 trading halt.

Tackling Investigations

Our multi-disciplinary team of forensic accountants, investigators, data analysts and forensic technology experts work to uncover the facts behind whistle-blowing 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, Ringtail 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

INTEGRATED BANK LITIGATION SOLUTION

The liquidators of a group of foreign-domiciled bank subsidiary companies in administration were facing allegations of fraud and theft following a multi-billion dollar bank failure.

We were retained to support several complex litigations potentially occurring in multiple jurisdictions. Providing comprehensive support for the client's defence, we delivered an integrated e-discovery and data analysis solution.

We provided and managed a unique analytic research work stream across a huge inbound document production, and provided consulting support for millions of documents hosted in Ringtail. Our data analysis experts also constructed a precise and accurate ledger of each transaction. To achieve this, a transactional database was built into a secure web tool, allowing user-friendly interrogation to understand money flow and circulation of funds.

Using our advanced data analytics and workflows, the client was able to save millions of pounds in document review fees and build their defence in the most efficient and cost-effective way possible.

AN INVESTIGATION AT THE TOP

When our client's General Counsel suspected a fraud involving senior figures within the company, the regulator was quickly informed. Within 24 hours our forensic accounting and digital forensics experts were deployed on-site.

We identified and collected the relevant hard copy and electronic documents, and data from accounting systems, after which the search began. We interviewed staff, performed data analytics, communicated constantly with those reviewing the documents and worked closely with the legal team to support their work.

Our investigation revealed that the London CEO had started the fraud after a series of investments turned sour. Payments to him amounted to millions of euros, and he also arranged for the European MD to receive various financial rewards.

Within four weeks we had established the key facts and were able to present findings to the regulator. Our quick actions ensured a swift and conclusive investigation that limited further damage to the company's reputation whilst containing the impact on the day-to-day running of our client's business.

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

SOLAR REGULATORY CHANGE DISPUTE

Our client, a large European corporation, invested in a portfolio of renewable power plants in Spain under a regulatory framework which our client believed included explicit guarantees against retroactive changes in the support scheme.

The Spanish Government subsequently modified the support scheme for existing plants, negatively affecting the value of the client's investments. The client is claiming damages from the Spanish Government through international arbitration under the Energy Charter Treaty.

Our experts prepared an independent expert report explaining the general regulatory principles involved in setting renewables support schemes, assessed whether the Spanish Government's measures respected these principles and quantified the damages to the value of the client's assets as a result of the measures adopted.

AFRICAN MINING DISPUTE

When our client entered arbitration over a troubled mine expansion project in Africa we used our extensive valuation expertise to provide an independent assessment of the lost profits resulting from the delay.

Lost profits in the mining industry are unusual in that losses can often arise from the timing difference in production, rather than production being lost altogether. We, therefore, needed to develop a bespoke financial model to assess our client's losses which took into account a large range of different variables, and ultimately concluded that our client suffered significant losses due to the delay of about \$80m.

Our written and oral evidence was presented to an ICC tribunal in London and we supported our client through the arbitration. On the basis of our evidence, the tribunal found that our client had suffered significant losses and allowed for these losses to be set off against the withheld payment up to the maximum amount permitted in the contract between the parties.

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; and
- 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; and
- 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;
- GDPR readiness; and
- 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

INTERNAL COMMUNICATIONS ENGAGEMENT INITIATIVE

Our client, a global pharmaceutical company, asked us to support their implementation of a new digital internal communications platform, which was intended to increase employee engagement and participation.

The project had three distinct elements, change communications, governance and analytics, and we developed a framework to measure its success and identify areas for improvement. This tool involved undertaking a baseline analysis of the current communications, and enabling the identification of areas of behavioural change. We also designed a governance and evaluation process for the communications team to support the long-term development and maintenance of the new platform.

Our work has enabled the firm to embark on a state of the art digital internal communications programme, ensuring their global workforce feels valued and part of the strategic conversation. Crucially, they are now well-placed to avoid the difficulties in engaging local employees which are experienced by so many global firms.

BUSINESS INTELLIGENCE REPORTING

Our client had numerous operational and compliance issues due to business intelligence and reporting deficiencies. Data was housed in various silos such as operations, accounting and compliance, making it hard for management to consistently analyse all the company's data across departments.

We created a streamlined methodology of normalising, standardising and unifying disparate data into one central location in order to transform the underlying data into insightful and innovative metrics to support fast, efficient and sound business decisions at the executive and field level.

The company could now view data in real time that had previously been laborious to obtain or even inaccessible. A leave-behind tool contained quality assurance procedures, automated data loading, and interactive web-based reporting

We continue to provide forensic and analytic support in a variety of litigation recovery initiatives being pursued by the Trustees.

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 post-merger 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.

COMPETITION ECONOMICS

Compass Lexecon, a subsidiary of FTI Consulting, has a team of economists and industry experts who have worked

on numerous high-profile horizontal and non-horizontal merger transactions to assess the competitive effects, identify efficiencies and design potential remedies. Compass Lexecon advised on over 80% of European Commission Phase II mergers in 2016 and over 50% of European Commission Phase II merger cases over the last 5 years.

Our expert economists use a combination of leading industrial organisation theory and sophisticated economic and econometric analyses to address issues that often arise in antitrust cases, including: defining relevant markets, assessing the ease and likelihood of entry, performing complex merger simulations and estimating damages.



Our Experience

ACQUISITION DUE DILIGENCE AND VALUATION

We were engaged by the Algerian Ministry of Finance to lead the commercial due diligence and valuation and to play a key role in supporting negotiations concerning its 51% purchase of telecoms operator Omnimium Telecom Algeria.

Over a four year period, we drew on expertise from our economists, investigators and corporate finance experts, and worked hand in hand with the Ministry's other advisers. Negotiations were made particularly complex by the existence of parallel investment treaty claims by OTA and a former shareholder, and by the buyer's wish to take a majority stake but leave many aspects of control in the hands of OTA's parent company.

The transaction closed for \$2.6bn, and was TMT Finance MENA's Deal of the Year 2015.

PRIVATE EQUITY TRANSACTION SERVICES

FTI Consulting experts have helped our clients complete several €1bn+ transactions over the last 3 years.

We were retained by a large global PE house to perform the vendor due diligence on a significant consumer manufacturer based in Germany, in preparation for a sale of the group.

During the PE house's ownership a new management team implemented a number of strategic initiatives resulting in significant growth in both revenue and profitability. Due to this growth and the disparate geographical nature of the group, significant work was required to ensure the data sets reconciled and would stand up to third-party scrutiny.

We worked closely with management to identify all potential adjustments to net debt and working capital to ensure that any top-up diligence by potential purchasers was kept to a minimum.

Significant value was added to the seller whilst maintaining total independence. As a result, confidence of bidders was gained, resulting in a highly competitive bidding process and a successful trade sale of the group for over €1.6bn.

How Our Experts Help Clients



CRAIG EARNSHAW

+44 (0)20 3727 1146
craig.earnshaw@fticonsulting.com

Craig provides strategic advice to clients in relation to the application of technology to the disputes and investigations process, with specific focus on cross-border investigations, digital forensics, and regulatory inquiries.



DAVID EASTWOOD

+44 (0)20 3727 1292
david.eastwood@fticonsulting.com

David works with in-house legal teams on both contentious and non-contentious matters, particularly where measurement of usage and compliance with contract terms is complex and hard to establish.



JAMES MELVILLE-ROSS

+44 (0)20 3727 1361
james.melville-ross@fticonsulting.com

James helps companies to protect and promote their reputations through crises, whether they be activist attacks, cyber breaches, product recalls, fraud or any other form of upheaval.



JAMILIA PARRY

+44 (0)20 3727 1417
jamilia.parry@fticonsulting.com

Jamilia advises financial services firms on regulatory matters and the development and remediation of regulatory controls, particularly in the areas of financial crime, conduct and governance.



JULIAN GLASS

+44 (0)20 3727 1199
julian.glass@fticonsulting.com

Julian works with in-house legal and compliance teams on financial investigations and controls reviews, looking at issues including bribery and fraud.



NICK HOURIGAN

+44 (0)20 3727 1343
nick.hourigan@fticonsulting.com

Nick manages complex projects involving the capture, analysis and presentation of large disparate sets of financial, operational and transaction data. Nick develops innovative technical solutions which have been accepted by various regulatory authorities.

About FTI Consulting



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

Founded in **1982** and **\$2.9BLN** equity market capitalisation*

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

With **4600+** employees and offices in **27 countries** on six continents, our breadth and depth extends across every major social, political and economic hub **around the globe**

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

53 of the **Global 100 corporations** are clients

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

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

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

*Number of total shares outstanding as of July 19, 2018, times the closing share price as of July 27, 2018.

Our Clients

What They Say...

“ FTI Consulting’s work was without parallel. Our victories were your victories... I am glad to have served with you.

Former Chairman
Oil and Offshore
Drilling client

“ The FTI team are bright, thoughtful and hardworking but, perhaps most importantly, it’s a real pleasure working with them – they are superb at decluttering complex issues and readily enabling my team and me to do what we need to do efficiently and effectively.

Partner
Magic Circle Law Firm

“ FTI has been critical in helping us tackle data challenges involved in defending our client’s position in a complex matter with hundreds of millions of pounds at stake.

In a case that brought huge challenges, FTI’s team genuinely understood what we were trying to achieve, and worked tirelessly and innovatively to ensure meaningful results.

Charlotte Pender
Partner, Charles Russell Speechlys

“ As chief outside counsel for my client, I worked closely with FTI Consulting’s independent monitoring team, and participated in all discussions and meetings with the team over the course of the 12-month monitorship.

FTI Consulting’s expertise, judgment, discretion and advice were integral to the enhancement of my clients’ compliance protocols.

My client respected and implemented many of FTI Consulting’s recommendations, which were reached through deliberative and substantive discussion and consultation with both counsel and the professionals at my client. FTI Consulting worked hard to gain the trust of my client, and their consultancy and integrity helped to pave the way for the resolution of the outstanding civil case.

Outside Counsel
Online Gaming Company



EXPERTS WITH IMPACT

About FTI Consulting

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

www.fticonsulting.com

©2018 FTI Consulting, Inc. All rights reserved.

0320/07-18