

Procesos de cross-border M&A en Chile y el seguro de riesgo transaccional



UIB

DLA PIPER, UIB and ANV

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Private & Confidential

Speakers



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About UIB

LLOYD'S
broker

UIB is an award winning, international boutique Lloyd's of London insurance and reinsurance broker with Sompo Japan Insurance Inc and Mitsui Sumitomo Insurance Company Ltd as minority shareholders.

founded
1987

Established in 1987 following an MBO of Marsh McLennan Middle East, our initial footprint was MENA, Europe and Japan concentrating on energy related risks.

750+
employees

Today, headquartered in London, we have c.750 professionals in 24 offices across 16 countries offering insurance solutions for all industry sectors across the globe.

Over \$1bn

UIB places in excess of \$1bn Premiums annually and we are renowned as specialists in complex risks.



Even as a Top 10 global broker, UIB's ethos is one based on close client relationships and offering a comprehensive professional, yet personal service and always acting in a client's best interest.



About ANV

- Specialty Underwriting Agency operating worldwide with offices in Europe, U.S. and U.K.
- Offering Specialty Financial Lines, M&A, Media Liability and Cyber Insurance
- Over \$650m in premiums underwritten over 10 years
- 62 people covering 18 nationalities and 16 languages

About ANV M&A

- Offering W&I/R&W, Tax Liability and Contingent Liability Insurance
- Broad sector and jurisdiction appetite
- Main appetite is for deal sizes up to USD 500m (as primary), both domestic and cross-border
- >10,000 M&A Submissions in past 10 years
- 700 Policies Bound
- EUR 130m in Premium
- Targets and insureds in >25 jurisdictions
- 6 people covering 5 nationalities and 6 languages
- In-house Claims Team in 3 locations

Capacity for non-EEA Insureds

Lloyd's of London	52%
AmTrust Europe Limited	48%

Capacity for EEA Insureds

Lloyd's Europe	39%
AmTrust International Underwriters DAC	37%
Zurich Insurance plc, Spanish Branch	24%

Financial Security Ratings (A.M. Best)

Lloyd's capacity	A	(excellent)
AmTrust capacity	A-	(excellent)
Zurich capacity	A+	(superior)

Benefits of Insurance

BUYERS

- Enhances financial protection
- Protects relationship post completion
- Provides competitive advantage

SELLERS

- Clean exit
- Enhances distribution of sales proceeds
- Protects sellers who are investors

ADVISERS

- Overcome negotiation impasses
- Strategic tool in auction processes
- Increases certainty of completion



Insurance Available

- **Warranty & Indemnity (W&I)** - Breach of the warranties or a claim under the tax covenant in an SPA
- **Tax** - Specific exposures identified which may be subject to future challenge
- **Litigation & Contingent** - Potential or ongoing litigation or arbitration, regulatory or other contingent issues
- **Title, Real Estate & Environmental** - Title to shares, property and other real estate/asset exposures, incl. pollution
- **Secondaries & Fund Liquidation** - Exposures in the lifecycle of an investment fund; both during and end of life
- **Other** - Credit & Political Risks, Performance Bonds, D&O, K&R, etc

Transactional Risks Policies

Warranty & Indemnity (W&I)

- ✓ Protects against losses arising from a breach of the warranties and/or claims under the tax covenant in a SPA
- ✓ Policyholder can be either buyer or seller
- ✓ Policy Period: 2 to 7 years
- ✓ One-off Premium: 1.5 - 3%

Tax

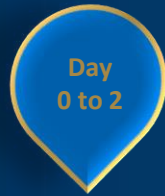
- ✓ Transfers identified, quantifiable, but uncertain tax risks associated with corporate structures and other areas of uncertainty
- ✓ Available both pre or post M&A transaction (or on a standalone basis)
- ✓ Policy Period: 7 to 10 years
- ✓ One-off Premium: 2 - 6%

Litigation & Contingent

- ✓ Covers potential or on-going litigation or arbitration, appeals or other contingent issues which may lead to financial loss in the future
- ✓ Available both pre or post M&A transaction (or on a standalone basis)
- ✓ Policy Period: matches exposure
- ✓ One-off Premium: 4 - 15%

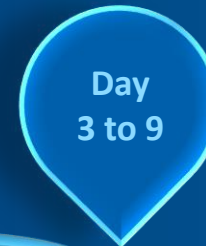
Insurance Purchase Process

1- Indication



- Share transaction documents with UIB
- Indications from Underwriters
- UIB client report

2- Underwriting



- Sign Expense Agreements
- Review DD reports and Underwriting Q&A
- Policy wording negotiation

3- Placement



- Agree final policy wording
- Final transaction documents and no claims declaration
- Confirmation of cover and executed policy

4- Post-placement



- Post completion deliverables to the Underwriter, including payment of premium/underwriting fees and executed copies of documents and policy

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