



THOMAS
MACAULAY
CAPITAL

Thomas Macaulay Capital: The Mandate

Thomas Macaulay is a specialized *Investment Bank and Financial Advisory Services* firm.

As a trusted specialist within the arduous emerging economies of Africa, Thomas Macaulay provides advisory services that assist private companies and public sector organizations simplify and facilitate the complex transactions that impact their financial and capital structures. Our broad range of services cover - mergers & acquisitions, restructuring, public private partnerships, privatization, structured finance, bond markets, debt and equity markets. We complement our advisory services with Research Updates that provide unique insights into selected sectors of the economy.

As we strongly believe in the potentials of the emerging economies across Africa, we serve corporations, institutions and governments including frontier economies within Africa.

Thomas Macaulay multi-disciplinary team has led diverse transactions for clients across Africa, Asia and the America. Our capabilities enable us serve corporations, financial institutions, public sector institutions and governments world-wide offering independent, integrated advice for practical, commercial and innovative solutions. At the cornerstone of our services is our commitment to building partnerships which exemplifies professionalism, integrity, passion, competence, and relationship.

Thomas Macaulay is a trusted investment banking and financial advisory partners of choice with a reputation for providing dynamic financial solutions and advisory services. We combine deep industry knowledge and expertise to ensure the success of every transaction and client engagement. We are not only advisers but integral professional partners in every sense



Our Services

For efficiency, administrative ease and a client centric approach, our professional service offerings are operated on three divisional groups

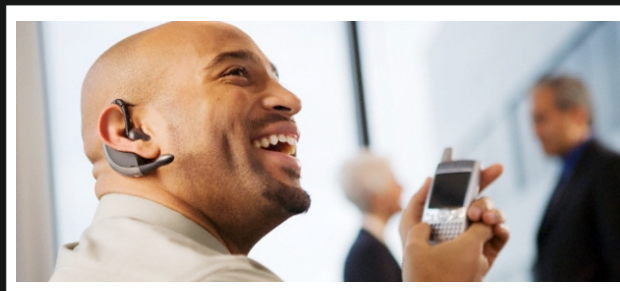
Our vision of how things should be and what could be achieved inspires, and motivates us to never give up until the envisioned future becomes a reality.





INVESTMENTS AND FINANCE GROUP

Thomas Macaulay occupies a front row seat in Africa as one of the leading trusted advisers in the areas of an investment, corporate finance and related advisory services. Our Investment and Finance Group provide services in the following areas:



I. **Privatization Advisory**

We understand that many African countries are reducing their governments' involvements in ownership and operations of economic assets. Thomas Macaulay is able to leverage the skills of our professionals and our partners to provide advisory on the best options to all the relevant parties.

II. **Debt and Equity Capital Advisory**

Our capital markets advisory professionals provide top-notch advice to businesses on all aspects of their debt and equity capital needs including navigating the complex regulatory requirements. We advise listed and privately-owned companies across the industry, credit and size spectrum. Our aim is to work with you from at the beginning of the capital-raising or capital restructuring



process towards an accurate understanding of your needs and create a comprehensive set of financing solutions that consider the full range of debt and equity products and funding sources. From initial planning to project management, co-ordination, and completion, our dedicated team will accompany you throughout the process, and through all stages.

III. **Debt Syndication & Structured Finance**

Our expertise and industry networks position us as the right partner to assist in providing financing for projects with varying degrees of complexities. Thomas Macaulay is able to determine the optimal financing structure and funding sources for our clients and in addition, provide the necessary transaction structuring support from origination to disbursement.



MERGERS AND ACQUISITIONS GROUP

Our dedicated Mergers and Acquisitions professionals are well known for providing top-notch services to corporations and private equity investors for many years. Our breadth of experience and industry insight enables us to deliver value-added services, from strategy and execution through to integration and divestiture. We provide advice on a full range of transactions, including mergers, sales, acquisitions, leveraged buyouts, joint ventures, spin-offs, divestitures and other restructurings. Given the wide experience of our team, we provide advisory to either the buy-side or the sell-side from the initial stages to the closure of the transaction. Our Mergers and Acquisition Group offer the underlisted services:

I. **End-to-End M&A Transactions**

M&A transactions are generally regarded as some of the most complex processes a business can undergo, the decisions on the right deal, successful execution and proper attention to the implications beyond completion becomes imperative, in order to enable organizations to gain optimum value from the transactions. From M&A strategy and structuring to preparation, due diligence, completion and post transaction stages, we provide specialized end-to-end solutions to help unlock and preserve value in M&A and divestitures.

II. **Management Buy Out**

Our experts take early action to assist troubled companies avoid bankruptcy and liquidation. The measures we take include emergency financial controls to prevent shut-down, take over CEO, CFO, or other critical positions by interim management, trade receivable recovery to ameliorate collection-induced cash crunch.



III. **Turnaround Management**

Our turnaround management services include financial turnaround, debt refinancing, operational turnaround, strategic turnaround, and interim management during critical phases.

IV. **Bankruptcy & Liquidation**

Where it is determined that maximum value can only be achieved through the cessation of commercial activity, the experts at Thomas Macaulay lead the company through the liquidation process. Our bankruptcy and liquidation team are able to provide support on Pre-liquidation planning and audit, liquidation process, asset valuation, asset disposal advise and post-liquidation audit.



CRYPTOCURRENCY ADVISORY GROUP

With the evolving world of technology, understanding what works and what doesn't towards fundraising, investments and regulations can be pretty challenging. When it comes to cryptocurrencies, there is always a question mark on what is allowed and what is not allowed. For that, you need a cryptocurrency financial advisor who has all the answers. With a dedicated team comprised of professional advisers with the best cryptocurrency advisory experience including Blockchain based offerings, Digital Assets Management and Non-Fungible Tokens (NFTs), Thomas Macaulay possesses a rich network of investors, experts, and partners, in Africa and around the world who we work closely with to provide ideal services to our clients. Our Cryptocurrency Advisory Group provides services along the following areas:

I. **Alternative Capital Raise**

Capital and Funding remain very essential to the business of any corporation or organization, however the traditional means of raising capital do not always produce the desired results. The introduction of blockchain technology has engendered new means of raising capital. At Thomas Macaulay, we provide bespoke financial advice on Blockchain Based Offerings including Initial Coin Offerings (ICOs), Security Token Offerings (STOs) and Initial Exchange Offerings (IEOs). We offer required assistance in all aspects and stages of the Blockchain- Based Offerings (BBOs) including finance, marketing, and accounting.



II. **Digital Assets Management**

At Thomas Macaulay, we also offer investment advisory on cryptocurrency as an asset class. We manage a suite of investment portfolios, advise on management of digital assets, and provide customized investment programs for high-net-worth individuals, corporations and institutional investors.

III. **Non-Fungible Tokens (NFTs)**

An NFT is a unit of data stored on a digital ledger, called a blockchain, that certifies a digital asset to be unique and therefore not interchangeable. NFTs have become a popular way of transferring ownership of digital assets including artworks, music, videos, gift cards and even tweets. Some of these digital assets have sold for hundreds and thousands of dollars, and a few for millions of dollars. At Thomas Macaulay, we advise on the creation, sale, purchase and ownership of NFTs and also help to manage NFT portfolios.



SECTOR SPECIFIC

At Thomas Macaulay, we are well-positioned as a pan African financial advisory firm of note with reputation for assisting our clients during the entire lifecycle of their business starting with idea generation, acquisition advisory and financing, through to the final sale or public market stock offering(s).

For effective and adequate focus, Thomas Macaulay has dissolved its entire operations into four distinct areas:

Thomas Macaulay works with businesses in achieving their corporate objectives through innovative structuring of alternative capital consistent with the needs of clients.





Entertainment

Fundamental to the production of many entertainment products is securing the financing necessary to successfully complete and release these products. The dynamism of the entertainment industry requires innovative financing structures and the legal expertise to ensure proper implementation.

At Thomas Macaulay, our team members are recognized as being top practitioners in complex media and entertainment financings. We have extensive experience in multiple jurisdictions in creating and working with unique funding structures to meet the needs of each of our clients' businesses. With experts that possess deep understanding of Africa landscape, our team assists clients with a variety of transactions, including capital raise, film financing, entertainment project finance, mergers and acquisitions, divestitures, debt restructuring, risk management, initial public offerings and other equity offerings.



Maritime and Energy Sector

The strength of our Maritime & Energy finance team is based on combining our culture of multidisciplinary collaboration around the globe with our deep experience in and understanding of maritime, energy and finance markets. We work with our clients to support all of their financing needs, from efficiently executing simple single lender loans to complex project financing, to developing innovative strategies to solve the most sophisticated financing challenges in the maritime and energy sectors. Our team's diverse background, which includes former bankers, developers, and regulators, provides us with the practical experience to craft financing solutions that will succeed through changing markets and related disruptions.

The clients we advise include independent shipping companies and energy service companies. Our maritime and energy finance team provides representation in multibillion-dollar loan deals, creates sophisticated financing plans, prepares and negotiates agreements, and advises on policy, regulatory, and investment matters.



Infrastructure and Projects

Taking cognizance of the typical complexities, competitiveness, huge capital and time involved in the procurement of major infrastructures, Thomas Macaulay Capital, professionals provide comprehensive advisory services on all facets of major infrastructure and projects from investment decision through to procurement, financing as well as operations.

While public sector agencies acting as the procuring authorities must create a commercial framework for their investment programs in a way that is most appealing to high-quality bidders, private sectors bidding for opportunities must be able to select their targets carefully and deliver competitive tenders. Professionals at Thomas Macaulay Capital advises public and private clients on a range of relevant matters including capital raise to fund projects, domestic and cross-border asset leasing, consideration of lease-versus-buy alternatives amongst others.



Fintech & Insurance

In both challenging and favourable economic conditions, organisations strive to be smart, nimble, creative and forward thinking. Thomas Macaulay Capital provides deep technical knowledge and extensive industry experience to assist clients in harnessing the power of technology to transform and grow at an unprecedented scale and speed whilst meeting the growing expectations of the customer of the future.

Our Fintech and Insurance group provides financing and advisory services to fintech and insurance industries globally, including financial services companies, insurance companies, asset management firms, financial technology companies and specialty finance institutions with much focus on the impact of fintech towards changing face of financial services..



Our Pedigree and Track Record

Our principals have a solid track record in financial services and have served some of the globe's leading investors including AIG, Rand Merchant Bank, Emerging Capital Partners, the World Bank, IFC, Intercontinental Bank, Oceanic, Vectis Capital and many more in numerous transactions. We have participated and are currently involved in financial transactions in excess of USD\$3b on the African continent. These transactions include:

- Mergers (joint ventures, business collaboration)
- Acquisitions
- Capital Raising (senior & subordinated debt, mezzanine, equity, private placement)

Our ability to think as investors while leading deals as "bankers" have allowed us leverage on our experience, expertise, access, and relationships developed over many years to drive effective results. Thomas Macaulay Capital comprises professionals with extensive and proven experience and backgrounds in finance, law, organizational & business development, management consulting and technology.

We have developed a disciplined process for working with clients across multiple industries, different market scenarios and diverse client circumstances. This process leads to an in-depth understanding of our clients' situations and allows us to become an integral part of helping clients mitigate challenges and delivering on their transaction objectives.

We believe in our holistic approach; utilizing professionals with deep and diverse expertise is the most effective and beneficial way to advise our clients.

Decision-making often includes unintended consequences. By working with our clients in a proactive manner, we assist them in ensuring that they make the most appropriate financial decisions for their unique situations.

With relevant collective experience of over 100 years amongst our professionals in the course of their careers, the pedigree of the Thomas Macaulay team is second to none.



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