

Area of Law

Mergers and Acquisitions

Purchases, sales, mergers, spin-offs and incorporations, and the price and warranty disputes that arise after closing.

After closing, the price is argued over the wording of the clauses and the numbers.

Working capital, net debt, earn-outs and contingencies depend on the closing financial statements and the contractual definitions. SGEx applies each contractual definition to the financial statements at the reference date and makes explicit the accounting choices that change the result.

When clients call on SGEx

Post-closing price adjustment dispute.

Calculation of earn-outs and contingent payments.

Indemnity for contingencies and breaches of representations and warranties.

Valuation of equity interests in transactions between shareholders.

Disputes arising from mergers, spin-offs or incorporations.

How SGEx works

Contractual definitions

Each price component read as the contract defines it.

Reference date

Financial statements examined at the date the contract sets.

Visible accounting choices

Criteria that change the result are made explicit.

SGEx does not provide legal advice: it brings the clauses and the numbers together so the price discussion has a technical basis.

What We Solve

Questions that arise after closing.

Is the price adjustment correct?

Working capital, net debt and other contractual adjustments.

Was the earn-out achieved?

Calculation of earn-outs and contingent payments.

How does the contingency affect the price?

Contingencies and their effect on the transaction value.

What is the company worth?

Business valuation.

What about the economic group?

Valuation of economic groups and conglomerates.

Does the other side's report hold up?

Review of third-party reports and valuations.

How We Approach It

Steps applied to this type of engagement.

1
Contract

Reading the definition of each price component.

2
Financial statements

Gathering information at the reference date.

3
Application

Calculation under the contractual definitions.

4
Choices

Making the accounting criteria adopted explicit.

What we examine: the purchase agreement and schedules, closing financial statements, reference balance sheets, due diligence reports and the parties' calculations.

Deliverables: technical opinion on the price adjustment, valuation report, earn-out calculation, review of third-party reports and technical report for arbitration.

Related Topics

More on each topic at sgexpericias.com.br

Services

Business and Asset Valuation
Accounting Expert Services
Economic and Financial Expert Services

Specialties

Shareholder Disputes and Valuation

Areas of Law

Corporate and Commercial
Civil and Contract Law
Family, Estates and Succession

Industries

Financial Services and Capital Markets
Hospitality and Real Estate
Agribusiness
Industrial, Manufacturing and Consumer Goods

SGEx at a Glance

Figures reported by SGEx, updated periodically.

400+

engagements completed

100+

court cases in progress

300+

clients served

200+

law firms served

500+

reports, expert reports and opinions delivered

BRL 100M+

in fraud and irregularities identified

Why Talk to SGEx

Expert Services, Disputes and Forensics.

Technical independence

SGEx does not provide legal advice or represent interests: it examines, calculates and demonstrates.

Multidisciplinary team

Accounting, economics, law, business administration, finance and engineering on the same engagement.

Forensic experience

Professionals with prior roles at FTI Consulting, PwC, BDO, Deloitte, KPMG and Mazars.

Traceable methodology

Explicit assumptions, calculation workpapers and conclusions that third parties can replicate.

Who Leads the Work

Valuation, due diligence and corporate finance.



Sidney Gomes

Founder and Managing Partner of SGEx Group

Works on business valuation and due diligence, determination of partnership interests, special-purpose balance sheets and goodwill. MBA in Forensic Accounting.



Marco Bole

Managing Partner, Advisory and Finance

Business administrator (CRA-SP). Works on corporate finance, valuation and due diligence; former Budget and Finance Specialist at Astellas Pharma.



Fabricio Franco

Operations Coordinator and Senior Expert, Disputes, Investigations and Forensic Services

Accounting expert (CNPQ-CFC no. 8116). Managed partnership interest determinations in the financial, services and industrial sectors, and valuations for mergers, incorporations and spin-offs.

Request an Assessment

Describe the transaction, the point in dispute and the documents available. SGEx will assess the scope before submitting any proposal.

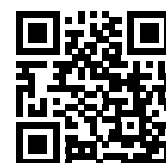
WhatsApp +55 11 96501-2034

contato@sgex.com.br

Phone +55 11 5081-3667

www.sgexpericias.com.br

Rua Vergueiro, 2556, 4th floor, Vila Mariana, São Paulo, SP, Brazil



Chat on WhatsApp