# Advanced M&A Tax Due Diligence and Structuring Course

15 – 19 August 2027
Nairobi

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## Overview

Advanced M&A Tax Due Diligence and Structuring Course is a one-week advanced course for corporate tax managers, M&A finance teams, transaction advisers, controllers, and legal and compliance professionals, who leave with an M&A Tax Decision Pack. Participants apply M&A tax due diligence, compare transaction structures, map tax attributes, allocate risks, document positions, and plan post-deal tax integration. Agile Leaders Training Center develops M&A tax due diligence and structuring capability.

## Who Should Attend

- Corporate tax teams responsible for transaction analysis, tax positions, and compliance
- M&A finance teams responsible for valuation inputs, purchase price, and integration
- Transaction advisory teams responsible for due diligence, structuring, and documentation
- Controllership teams responsible for deferred tax, closing balances, and reporting controls
- Legal and compliance teams responsible for covenants, indemnities, approvals, and evidence

The course assumes participants review corporate tax or transaction information at work, and it leaves introductory taxation, legal drafting, and jurisdiction-specific return preparation outside its scope.

## Departments and Industries

The course supports departments and industries that assess, execute, account for, or integrate acquisitions and business combinations.

- Tax, finance, accounting, treasury, legal, and compliance
- Banking, insurance, private equity, and professional services
- Manufacturing, energy, construction, and logistics
- Technology, telecommunications, healthcare, and retail
- Corporate development, internal audit, and shared services

## Learning Objectives

By the end of this course, participants will be able to:

- Build an M&A tax issue and ownership map
- Apply a tax due diligence request and evidence method
- Compare asset and share transaction structures
- Analyze tax attributes, deferred tax, and financing effects
- Evaluate covenants, indemnities, and risk allocation
- Design post-deal tax integration and compliance controls

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## Course Agenda

## Day 1: M&A Tax Decision Architecture

- M&A Tax Issue and Stakeholder Map
- Transaction Perimeter and Entity Chart
- Tax Workstream Responsibility Matrix
- Deal-Stage Tax Decision Gate
- Tax Risk Materiality and Escalation Matrix

## Day 2: Tax Due Diligence

- Tax Due Diligence Request List
- Historical Filing and Payment Review Checklist
- Tax Attribute Validation Schedule
- Contingency and Exposure Quantification Method
- Tax Due Diligence Findings Register

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## Day 3: Transaction Structuring

- Asset-versus-Share Deal Comparison Matrix
- Purchase Price Tax Consideration Bridge
- Acquisition Financing Tax Effects Map
- Cross-Border Transaction Risk Screen
- Business Restructuring Documentation File

## Day 4: Risk Allocation and Integration

- Tax Covenant and Indemnity Register
- Closing Tax Deliverables Checklist
- Deferred Tax and Acquisition Accounting Bridge
- Post-Deal Tax Compliance Calendar
- Tax Integration Control Plan

## Day 5: M&A Tax Decision Practice

- Exercise: Build a Tax Due Diligence Findings Register
- Exercise: Compare Asset and Share Deal Structures
- Exercise: Allocate Tax Risks through Covenants and Indemnities
- Exercise: Design a Post-Deal Tax Integration Plan
- Capstone Exercise: M&A Tax Decision Pack

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## Practical Exercises

The course uses suggested activities that connect evidence, structure, valuation inputs, contractual protection, and integration decisions.

- Suggested activity: screen tax records and quantify exposures for technology and manufacturing targets
- Suggested activity: compare asset and share structures using a decision matrix
- Suggested activity: convert diligence findings into covenants, indemnities, and closing actions
- Suggested activity: build an integration calendar and control plan for a cross-border case

## FAQs

### Who suits advanced M&A tax due diligence and structuring training?

Corporate tax, finance, transaction advisory, controllership, legal, and compliance teams suit the training. The course assumes practical experience reviewing corporate tax, accounting, transaction, or contractual information.

### How does M&A tax due diligence training differ from general corporate tax training?

M&A tax due diligence training focuses on transaction evidence, deal structures, tax attributes, purchase price considerations, contractual risk allocation, closing actions, and integration controls. General corporate tax training usually focuses on recurring operations and filings.

### What should an M&A tax due diligence review test?

An M&A tax due diligence review should test filing history, payments, tax attributes, uncertain positions, transaction records, intercompany arrangements, accounting balances, and supporting evidence, then quantify and assign each exposure.

### How do asset and share deals affect M&A tax structuring?

Asset and share deals can produce different treatments for transferred assets, liabilities, tax attributes, financing, accounting balances, and post-deal obligations. The comparison should document assumptions and applicable local rules.

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## How are M&A tax risks allocated in transaction documents?

M&A tax risks are allocated through defined responsibilities, covenants, indemnities, conditions, information rights, and closing deliverables aligned with documented diligence findings and negotiation decisions.

## Conclusion

Participants take back an M&A Tax Decision Pack containing the issue map, diligence request list, findings register, structure comparison, tax attribute schedule, risk allocation register, closing checklist, and integration plan. It makes tax assumptions, exposures, owners, and actions traceable. Deal teams can use it to coordinate decisions from diligence through post-deal compliance.