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Intralinks® Deal Flow Predictor

Our quarterly prediction of future
trends in the global M&A market

Forecast of global M&A activity through Q3 2017



Includes a spotlight feature on how increased shareholder activism is affecting corporate M&A activity



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Welcome to the latest edition of the Intralinks Deal Flow Predictor report. The Intralinks Deal Flow Predictor forecasts the volume of future merger and acquisition (M&A) announcements by tracking *early-stage* M&A activity – sell-side M&A transactions across the world that are in the preparation stage or have reached the due diligence stage. These early-stage deals are, on average, six months away from their public announcement.

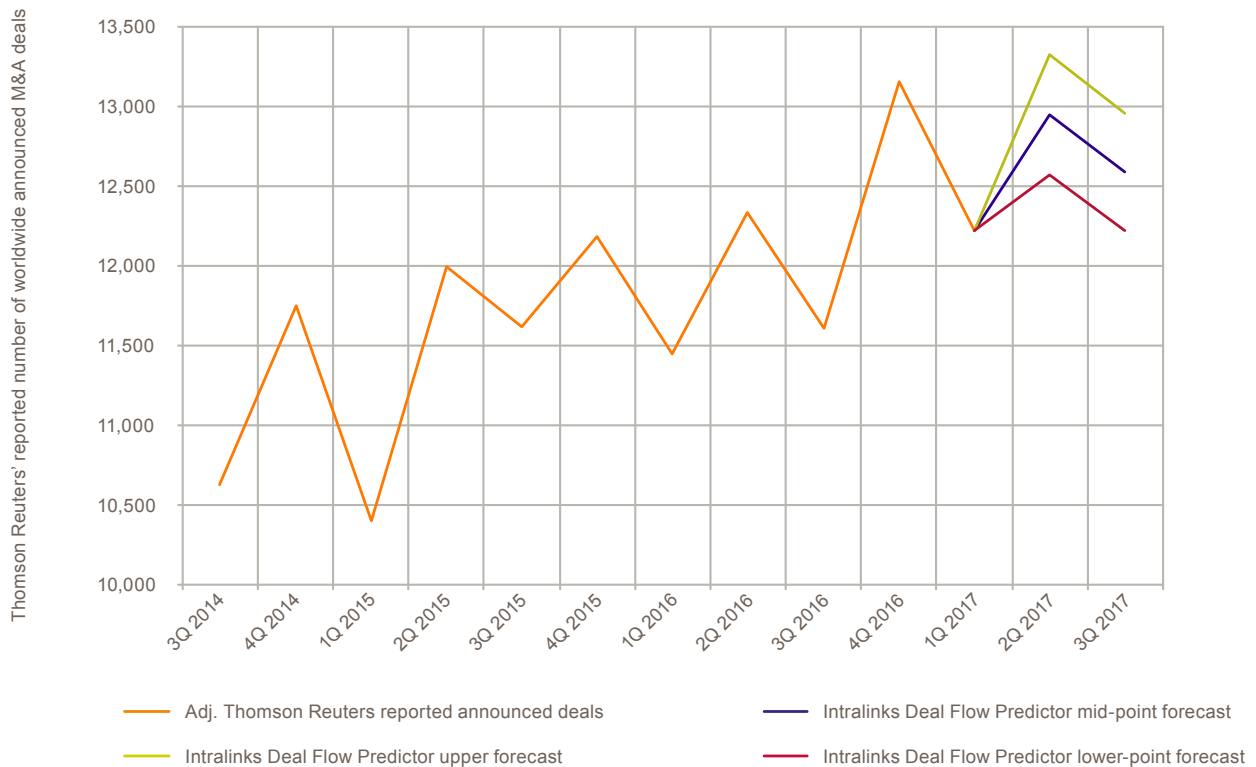
Along with our forecast of announced M&A activity for the next six months, this issue of the Intralinks Deal Flow Predictor includes:

- The Intralinks Dealnexus® Mid-Market Monitor: a quarterly snapshot of new, actionable global M&A opportunities added in Q1 2017 to Intralinks Dealnexus, the largest global online deal sourcing and M&A social network, exclusively for dealmaking professionals
- Our regional sector “heat map” that indicates the industries by region that we predict will show the greatest increases and decreases in announced M&A transactions over the next six months
- A spotlight feature on how increased shareholder activism is affecting corporate M&A activity

Intralinks is the leading global provider of software and services, including Virtual Data Rooms (VDRs), for buy-side and sell-side M&A deal management, alternative investments fundraising and reporting, syndicated loan lifecycle management, as well as enterprise collaboration, and has been in business for over 20 years. Our involvement in the early stages of a significant percentage of the world’s M&A transactions gives us unique insight into the expected volume of future announced M&A deals.

Worldwide announced deal volume forecast

Intralinks' forecast of Thomson Reuters' future reported volume of worldwide announced M&A deals for the next two quarters



The **Intralinks Deal Flow Predictor** has been independently verified¹ as an accurate six-month predictor of future changes in the worldwide volume (number) of announced M&A transactions, as reported by Thomson Reuters. The Thomson Reuters data on announced deal volumes for the past four quarters has been adjusted by Intralinks for expected subsequent changes in reported announced deal volumes in Thomson Reuters' database.

^[1] <https://www.intralinks.com/resources/publications/intralinks-dfp-explained>



Matt Porzio
VP of Strategy & Product Marketing
Intralinks

Worldwide early-stage M&A activity in Q1 2017 increased by 14 percent year-over-year² (“YoY”), a doubling of the rate of YoY growth seen in the preceding quarter and the highest worldwide growth rate that we have seen for three years. At the same time, data from Thomson Reuters³ indicates that the number of worldwide M&A deals that were *announced* in Q1 2017 increased by 7 percent YoY.

Based on these data points, our predictive model is forecasting that the number of worldwide announced M&A deals in the first nine months of 2017 (“9M 2017”) will increase by around 7 percent compared to the same period in 2016⁴, with a range between 5 percent and 9 percent, setting a record for annual first-nine-months worldwide announced deal count. Worldwide, over the next six months, the strongest growth in deal announcements will come from the Healthcare, Consumer & Retail and Real Estate sectors.

In Asia Pacific (“APAC”), the number of announced M&A deals in 9M 2017 is predicted to increase by around 13 percent YoY, with a range between 10 percent and 16 percent. Over the next six months, the strongest growth in APAC deal announcements is predicted to come from India, Australia and Southeast Asia and from the Consumer & Retail, Financials and Healthcare sectors.

In Europe, the Middle East & Africa (“EMEA”), the number of announced M&A deals in 9M 2017 is predicted to be flat YoY, with a range between -4 percent and 3 percent. Over the next six months, the strongest growth in EMEA deal announcements is predicted to come from Eastern Europe, Southern Europe and the Middle East & North Africa and from the Energy & Power, Consumer & Retail and Real Estate sectors.

In Latin America (“LATAM”), the number of announced M&A deals in 9M 2017 is predicted to increase by around 7 percent YoY, with a range between -3 percent and 17 percent. Over the next six months, the strongest growth in LATAM deal announcements is predicted to come from Argentina, Colombia and Brazil and from the Healthcare, Consumer & Retail and Real Estate sectors.

In North America (“NA”), the number of announced M&A deals in 9M 2017 is predicted to increase by around 11 percent YoY, with a range between 9 percent and 14 percent. Over the next six months, the strongest growth in NA deal announcements is predicted to come from the Healthcare, Consumer & Retail and Real Estate sectors.

^[2] Unless stated otherwise, all references to year-over-year percentage growth in early-stage M&A activity as shown by the Intralinks Deal Flow Predictor refer to the percentage difference in the number of early-stage M&A deals in Q1 2017 compared to the same period one year prior.

^[3] http://dmi.thomsonreuters.com/DealsIntelligence/Download/5423?File=1Q017_Global_MA_FA_Review.pdf. The Thomson Reuters data on the number of announced deals for the past four quarters has been adjusted by Intralinks for expected subsequent changes in reported announced deal volumes in Thomson Reuters’ database.

^[4] Unless stated otherwise, all references to year-over-year percentage growth in the expected number of announced M&A deals in the first nine months of 2017 refer to the percentage difference in the expected number of announced deals in the first nine months of 2017 compared to the same period one year prior.



Philip Whitchelo
VP of Strategy & Product Marketing
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After breaking the record for the number of worldwide announced M&A deals in 2016, 2017 looks set to be another year of superlatives. Dealmakers appear to be raising their bets that the trinity of macroeconomic and monetary forces that have supported the resurgence of dealmaking over the past three years is set to continue: modest (but increasing) global economic growth, low levels of inflation and very low interest rates. In its latest “World Economic Outlook”⁵, published on April 18, 2017, the International Monetary Fund (“IMF”) pointed to a pickup in global economic activity in H2 2016 and a cyclical recovery in investment, manufacturing and trade. As a result, the IMF upgraded its forecasts for global economic growth in 2017 and 2018 to 3.5 percent and 3.6 percent, respectively, compared to 3.1 percent in 2016.

The risks to this scenario are primarily political: rising nationalism, protectionism, increased restrictions on global trade and cross-border economic integration and the potential for a conflict involving the US, Russia or China in one or more of the geopolitical hotspots of Syria, the Ukraine, the Korean peninsula or the South China Sea.

Asia Pacific

In APAC, according to the latest Intralinks Deal Flow Predictor data, early-stage M&A activity in Q1 2017 increased by 21 percent YoY. At the same time, per Thomson Reuters, the number of announced M&A deals in APAC in Q1 2017 rose by just 1 percent YoY. While the number of APAC M&A deals announced in Q1 2017 grew only slightly compared to the same period in 2016, based on the increase in early-stage M&A activity our predictive model is forecasting that the number of announced M&A deals in 9M 2017 will increase by around 13 percent YoY. Over the next six months, the strongest growth in APAC deal announcements is predicted to come from India, Australia and Southeast Asia and from the Consumer & Retail, Financials and Healthcare sectors.

The recent, much-talked-about clampdown by the Chinese government on outbound M&A transactions is mainly affecting aggregate announced deal value by reducing the number of very large transactions, but will, in our opinion, have a significantly smaller, if any, impact on the number of Chinese outbound deals.

⁵ <http://www.imf.org/en/Publications/WEO/Issues/2017/04/04/world-economic-outlook-april-2017>

China tends to dominate much of the news cycle in APAC, but that may be about to change. India, for so long considered to be an also-ran in the pace of its economic development compared to China, has quietly become the world's fastest-growing large economy, having already overtaken China in 2015. According to the IMF, India's economy is expected to grow by an average annual rate of 7.8 percent between 2016 and 2022, 1.8 percentage points higher than that of China. The reason for this growth: the first serious economic, fiscal and monetary reforms in decades, being carried out by the government of Indian prime minister Narendra Modi, which was elected in 2014. These reforms are aimed at reforming and modernizing India's infrastructure and government, reducing bureaucracy and encouraging increased foreign investment, making it easier to do business and raising India's growth rate. With higher economic growth comes increased M&A activity: for the past four quarters, the Intralinks Deal Flow Predictor has been highlighting the fact that early-stage M&A activity in India has increased faster than in any other large country. India is on track to becoming the new M&A powerhouse in Asia.

Europe, the Middle East & Africa

In EMEA, according to the latest Intralinks Deal Flow Predictor data, early-stage M&A activity in Q1 2017 increased by 12 percent YoY. At the same time, per Thomson Reuters, the number of announced M&A deals in EMEA in Q1 2017 declined by 10 percent YoY, making EMEA the worst performing region for announced M&A deal volumes in Q1 2017. Despite EMEA's weak Q1 2017 outcome for announced deal volumes, our data on early-stage M&A activity indicates that there will be a pickup in deal announcements over the next six months. Our predictive model is therefore forecasting that the number of announced M&A deals in EMEA in 9M 2017 will be flat YoY. Over the next six months, the strongest growth in EMEA deal announcements is predicted to come from Eastern Europe, Southern Europe and the Middle East & North Africa and from the Energy & Power, Consumer & Retail and Real Estate sectors.

In EMEA, early-stage M&A activity in Q1 2017 declined in France, stalled in Germany and jumped in the UK. We think that dealmakers are becoming increasingly attuned to potential political risks to M&A. Following Emmanuel Macron's decisive victory in the French presidential elections, we expect attention to shift to the German federal elections in the autumn and, of course, the start of negotiations between the British government and the European Union (EU) over the terms of Britain's exit from the EU.

Latin America

In LATAM, according to the latest Intralinks Deal Flow Predictor data, early-stage M&A activity in Q1 2017 increased by 44 percent YoY. At the same time, per Thomson Reuters, the number of announced M&A deals in LATAM in Q1 2017 fell by 2 percent YoY. Despite the decline in announced LATAM M&A deal volumes in Q1 2017, we have seen two consecutive quarters of increasing early-stage M&A activity in the region. Our predictive model is therefore forecasting that the number of announced M&A deals in LATAM in 9M 2017 will increase by around 7 percent YoY. Over the next six months, the strongest growth in LATAM deal announcements is predicted to come from Argentina, Colombia and Brazil and from the Healthcare, Consumer & Retail and Real Estate sectors.

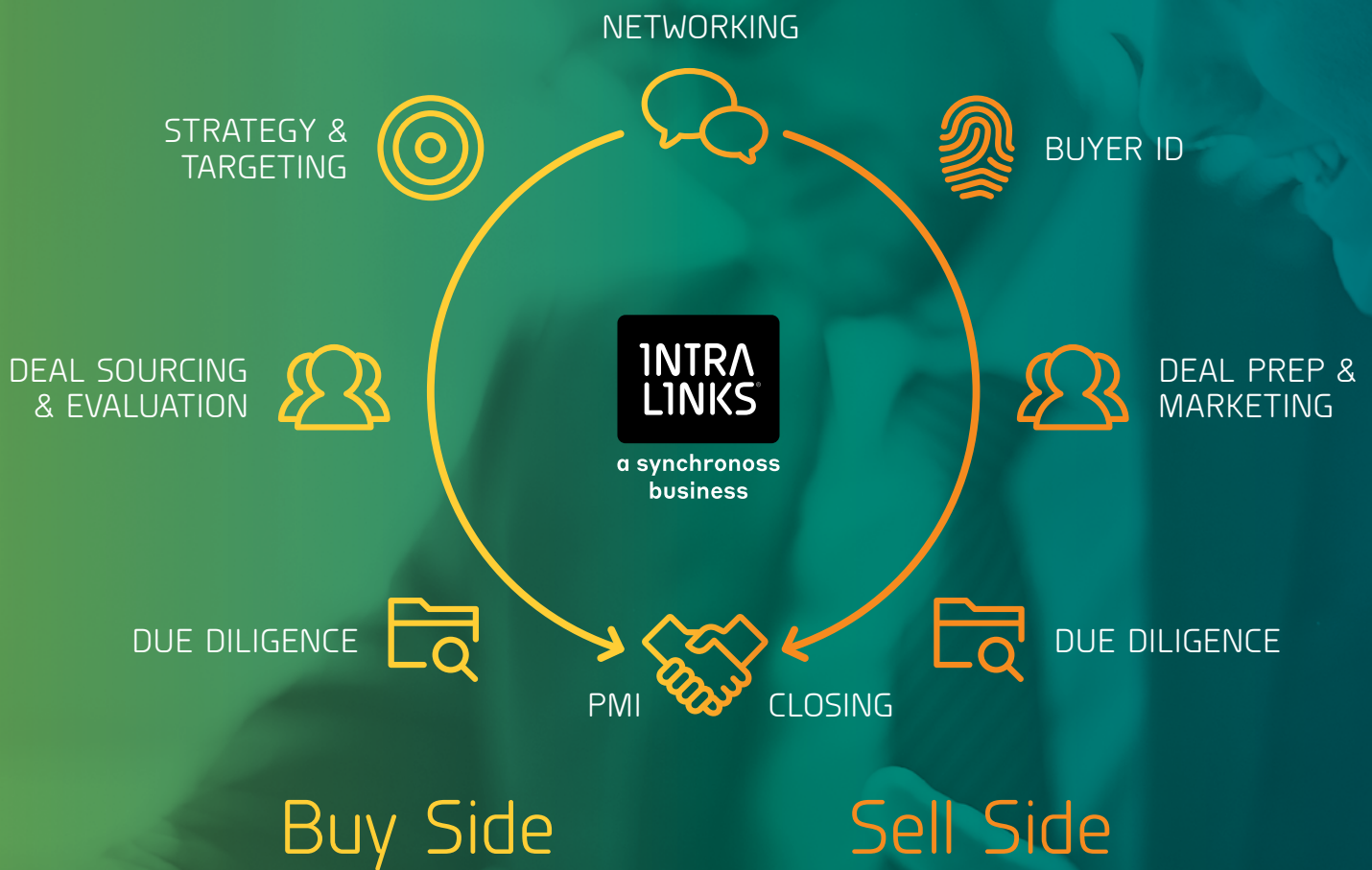
Brazil, the region's largest economy and M&A market, is expected to emerge in 2017 from two consecutive years of deep economic recession, with the IMF forecasting economic growth of 0.2 percent in 2017 and 1.7 percent in 2018. In Argentina, reforms by President Mauricio Macri, who was elected 18 months ago, are finally beginning to bear fruit. These reforms have included the removal of capital and trade controls, Argentina's return to the international capital markets after more than a decade of isolation, a tax amnesty, improving policy credibility and strengthening institutions like the central bank and the national statistics agency. The results have included a dramatic fall in inflation and a strong economic recovery, with the IMF forecasting economic growth of 2.2 and 2.3 percent in 2017 and 2018, respectively, compared to -2.3 percent in 2016.

North America

In NA, according to the latest Intralinks Deal Flow Predictor data, early-stage M&A activity in Q1 2017 increased by 11 percent YoY. At the same time, per Thomson Reuters, the number of announced M&A deals in NA in Q1 2017 rose by an incredible 38 percent YoY, making NA easily the best-performing region for announced deal volumes in Q1 2017. Our predictive model is forecasting that the number of announced M&A deals in NA in 9M 2017 will increase by around 11 percent YoY. Over the next six months, the strongest growth in NA deal announcements is predicted to come from the Healthcare, Materials and Consumer & Retail sectors.

Despite a tightening US interest rate cycle since December 2015, with the latest ¼ of a percentage point increase in the target range for the federal funds rate by the US Federal Reserve in March 2017, NA dealmakers appear to be betting that the new US administration headed by President Donald Trump will make good on its promises to cut taxes and boost the economy through increased spending on infrastructure projects. NA dealmakers may also be hoping that President Trump's election campaign rhetoric against free trade, globalization and cross-border capital flows will be tempered by the realities of governing, the influence of pragmatists within the US administration and the need to work together with the US Congress and Republican legislators – most of whom are pro-free trade.

Intralinks for the deal lifecycle



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APAC

Mid-point forecast: +13%
High forecast: +16%
Low forecast: +10%



EMEA

Mid-point forecast: 0%
High forecast: +3%
Low forecast: -4%



LATAM

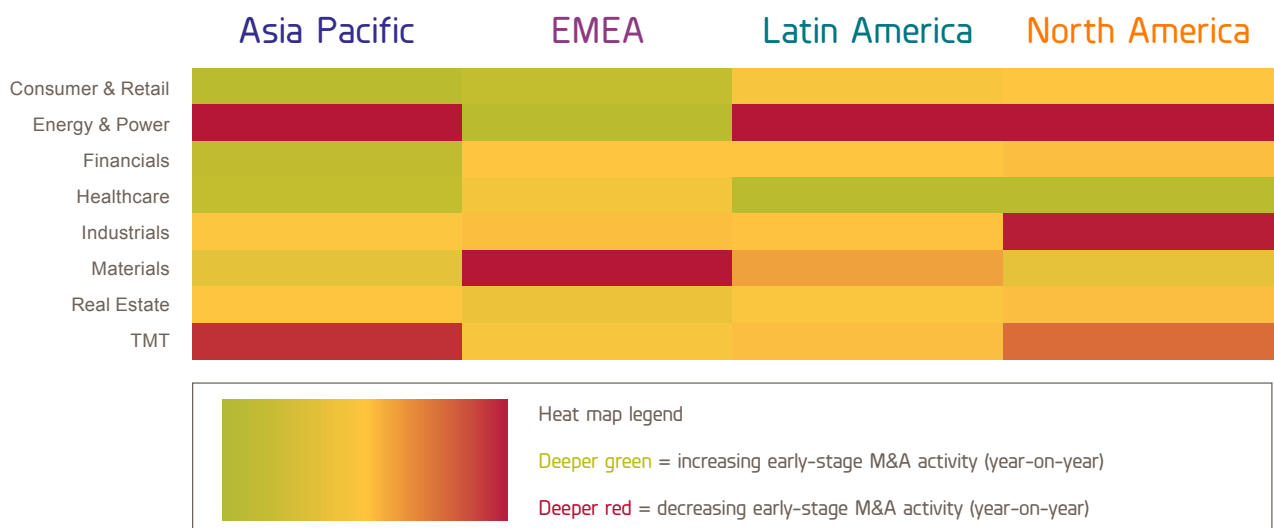
Mid-point forecast: +7%
High forecast: +17%
Low forecast: -3%



NA

Mid-point forecast: +11%
High forecast: +14%
Low forecast: +9%

Regional sector heat map: our prediction for growth in M&A deal announcements over the next six months





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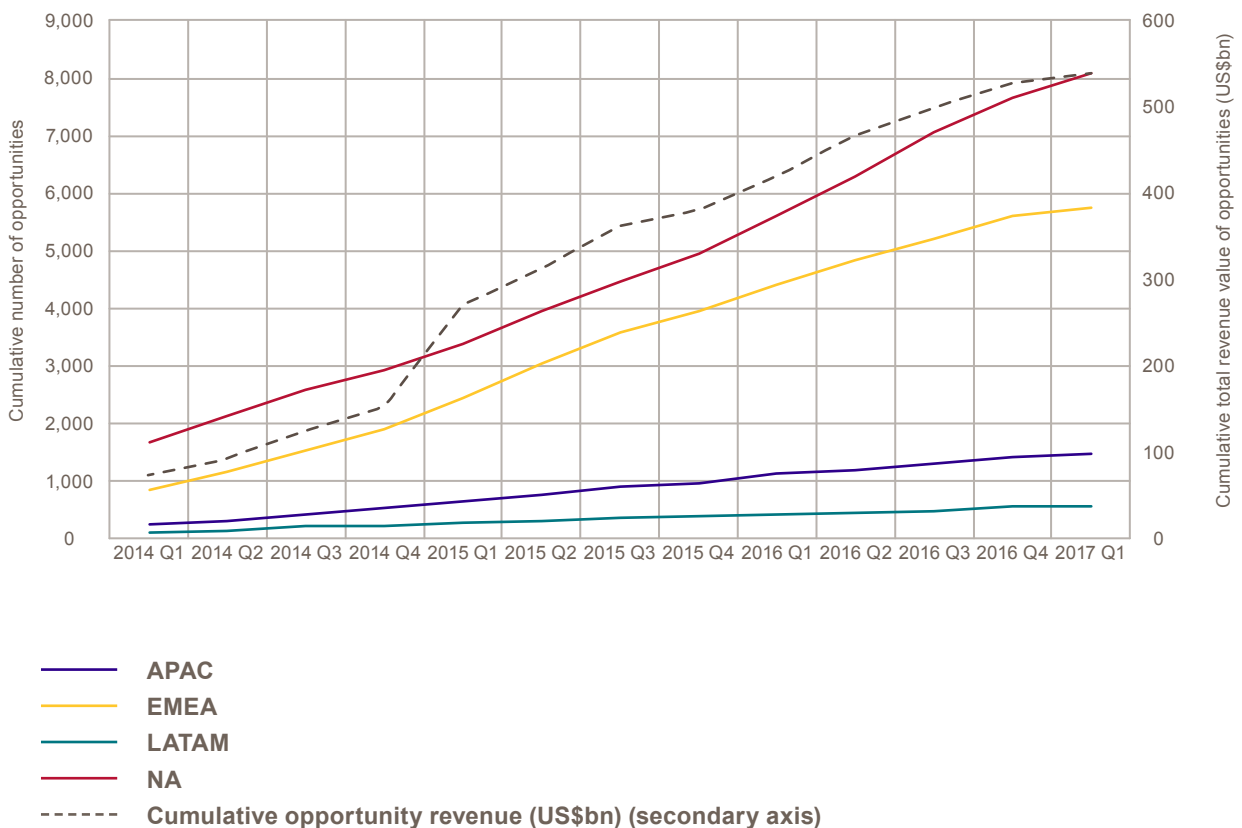
The Intralinks Dealnexus Mid-Market Monitor

The Intralinks Dealnexus Mid-Market Monitor provides a quarterly snapshot of new, actionable worldwide M&A opportunities created and securely marketed in Q1 2017 on Intralinks Dealnexus. Intralinks Dealnexus is the largest global online deal sourcing and M&A social network exclusively for M&A professionals, with over 14,500 members, comprising advisors, private equity (PE) and venture capital (VC) firms, corporates, family offices and lenders.

The chart below shows the cumulative number of M&A opportunities and their total revenue value added to Intralinks Dealnexus since Q1 2014, highlighting the growing number of advisors, corporates and PE and VC firms using Intralinks Dealnexus to discretely market their deal opportunities to a global network of vetted buyers and investors. The table on the next page shows the top five opportunities by region and revenue, created in Q1 2017 on the Intralinks Dealnexus public deal marketplace.

For more information on how Intralinks Dealnexus can improve your M&A deal flow, or to sign up for a trial account, please visit www.intralinks.com/solutions/deal-sourcing-and-marketing.

Cumulative number of opportunities and their total revenue value (US\$bn) added to Intralinks Dealnexus since Q1 2014



APAC

INDUSTRIES	Revenue (m)	EBITDA (m)
Beverages	USD 500.0	USD 100.0
Pharmaceuticals	USD 100.0	USD 10.0
Construction and Engineering	USD 35.6	USD 7.3
Industrial Conglomerates Industrial Machinery	USD 34.8	USD 5.5
Food Distributors Vitamins and Nutritional Supplements Confectionery Products Drug Retail Medical Consumables Food Retail	USD 30.0	USD 7.5

LATAM

INDUSTRIES	Revenue (m)	EBITDA (m)
Motor Vehicle Rental and Leasing	USD 306.0	USD 185.0
Industrial Conglomerates Trading Companies and Distributors Distributors Machinery Building Products Materials Electrical Equipment	USD 78.0	USD 47.0
IT Services Systems Software	USD 12.9	USD 3.8
Brewers Drink Mixes	USD 3.0	USD 0.6
Diversified Real Estate Activities Real Estate Management Services Real Estate Real Estate Development Commercial Construction and Engineering Commercial Rental and Leasing Services	USD 1.3	USD 1.1

EMEA

INDUSTRIES	Revenue (m)	EBITDA (m)
Consumer Electronics Peripherals Electric Lighting and Wiring Equipment Batteries Consumer Electronics Accessories	EUR 110.0	EUR 7.5
Real Estate Management and Development	USD 100.0	USD 30.0
Kitchen Appliances Personal Appliances Home Furnishings Linens and Bedding Home Improvement Retail	EUR 94.3	EUR 0.0
Auto Components	EUR 80.0	EUR 6.4
Services Incidental to Railroad Transportation Services Incidental to Road Transportation of Freight Marine Cargo Services	USD 64.0	USD 6.0

NA

INDUSTRIES	Revenue (m)	EBITDA (m)
Online Specialty Retail Online Services Online Broadline Retail	USD 100.7	USD 2.2
Beauty Care Products	USD 100.1	USD 10.5
Electronic Components Electrical Equipment Distribution	USD 87.5	USD 8.4
Drug Retail Healthcare Distributors Healthcare and Medical Supply Stores Personal Care Product Stores Non-Prescription Drugs Veterinary Drugs Healthcare Providers Specialist Services Medicinal Chemicals and Botanical Products Pharmaceutical Research and Development Pharmaceutical Products Vitamins and Nutritional Supplements	USD 70.0	USD 8.0
Building Products	USD 56.0	USD 1.4

⁶⁾ Revenue up to US\$500m.



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facilitating over
US\$31.3+ trillion in
transactions



Grace Keeling
Director of Content Marketing and Communications
Intralinks

Shareholder activism is commonly defined as a way in which the shareholders in a company can influence its behavior by lobbying for or against decisions, exercising their rights as owners.⁷ M&A deals traditionally attract their fair share of shareholder involvement, with shareholders either agitating for deals, attempting to block them or holding out for a better price.

As M&A activity continues to boom, the levels and geographic spread of shareholder activism are also increasing. 2016 saw 758 public companies, worldwide, targeted by activist investors, representing a 13 percent increase over the previous year, per The Activist Investing Annual Review 2017⁸ published by Activist Insight.

Traditionally, shareholder activism has been predominantly a North American phenomenon: 505 of the 758 companies targeted by activists in 2016 were based in NA, reported Activist Insight.

Meanwhile, Asia (excluding Australia) saw the biggest increase in activist activity: up 48 percent to 77 companies in 2016 compared to the previous year. Within the APAC region, Australia has by far the largest number of public companies targeted by activists: 60 in 2016 (vs. 59 in 2015). Not only is Australia a highly sophisticated market, with more in common with those in NA and Europe than the rest of Asia, but also the Corporation Act of 2011 has given greater powers to shareholders and a growing number of superannuation funds are keen to take a more active role in their investee companies, making it an ideal market for activists to get their hands dirty.

In Europe, activism also saw a big increase in 2016, with 97 European public companies being targeted, an increase of 35 percent over the previous year.

In the last few years, we have seen more hedge fund activists targeting European companies, as opportunities in the much larger US market began to dry up. European companies are seen as having more potential for value creation, with a higher proportion of undervalued companies offering scope for improvement. The two largest activist investors in Europe, Cevian Capital and The Children's Investment Fund, were among the best performing fund managers in 2016⁹.

In Europe alone, companies like Adidas, Volkswagen, ABB, Rolls Royce and Akzo Nobel have been the subjects of hedge fund activism, with the money managers in question agitating for mergers and the sales of non-core assets, pushing for overhauls in executive pay and acquiring board seats.¹⁰

^[7] <http://www.investopedia.com/terms/s/shareholderactivist.asp>

^[8] <https://corpgov.law.harvard.edu/2017/02/21/the-activist-investing-annual-review-2017/>

^[9] <https://www.ft.com/content/b1abecba-d7f9-11e6-944b-e7eb37a6aa8e>

^[10] <https://www.ft.com/content/1e7c55f2-20ce-11e6-aa98-db1e01fab0c>

Accompanying this burst of activist activity, information providers are highlighting key indicators to help predict shareholder activism along with tools to alert companies to the potential threat of activism against them.

Activist Insight has published research saying that a company whose total shareholder return over a 12-month period is below that of most of its peers is vulnerable to an activist in the following nine months. Furthermore, a business whose return-on-equity is below average in a sector is also under threat. Unsurprisingly, companies with many activist shareholders on their registers are also identified as potential targets for activism. In 2016, Intralinks and Cass Business School published the findings of a 23-year research study that looked at 34,000 companies and over 14,000 M&A transactions, titled “Attractive M&A Targets: What Do Buyers Look for?”. This research concluded that public companies are significantly more likely to become takeover targets if, compared to their peer group, they are less profitable, have lower public market valuations, have lower leverage and are smaller in size or underscaled. In other words, acquirers of public companies are hunting out the weak, and so are activists who target public companies.

To allow companies to be forewarned about the potential for activism and take the necessary steps to prepare – rather than simply telling them that in hindsight the signs of activism were there – a Canadian provider of cloud-based investor relations and capital markets solutions, Q4 Inc., has released a product, aptly named “Activism Alarm”¹¹, which can alert companies about share trading activity that suggests the involvement of activist investors.

Furthermore, the mere threat of an activist play – even if it fails initially – can cause an idea to permeate. This is true of the proposed US\$130 billion merger of US chemicals giants DuPont and Dow Chemical – one of the biggest deals announced in 2015. An activist investor agitated for a split up of DuPont after having built up a stake in the company, though this failed. However, the new merger with Dow Chemical does just that. The merged chemicals behemoth, to be called DowDuPont, will subsequently be broken up into three smaller players that will focus on agricultural, materials sciences and specialty products.

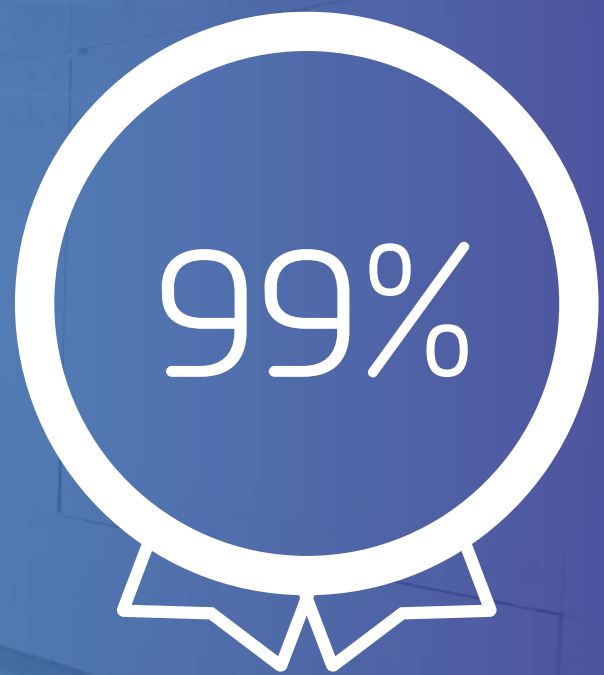
Shareholder activists would argue that they are performing a useful function that ultimately benefits all shareholders: focusing on shareholder value creation, holding boards to account for their decisions and preventing shareholder value destruction through aggrandizement and corporate empire building. The rise of activist investors has also proved a useful counterpoint to the huge increase in index-tracking funds over the past twenty years, which simply look to hold a stock based on its inclusion in a market index and do not try to buy or sell a stock based on an analysis of whether it is undervalued or overvalued or in response to corporate actions like M&A activity.

One thing is certain: while company boards and management may dislike the attentions of activist shareholders, evidence of activist success in targeting underperforming companies is only likely to lead to further campaigns by activist investors.

^[11] <http://finance.yahoo.com/news/q4-inc-releases-algorithm-track-114500522.html>



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The [Intralinks Deal Flow Predictor](#) provides Intralinks' perspective on the level of M&A due diligence activity taking place worldwide during any given period. The statistics contained in the Intralinks Deal Flow Predictor represent the volume of virtual data rooms (VDRs) opened, or proposed to be opened, through various providers, including Intralinks, for conducting due diligence on proposed transactions including asset sales, divestitures, equity private placements, financings, capital raises, joint ventures, alliances and partnerships. These statistics are not adjusted for changes in Intralinks' share of the VDR market or changes in market demand for VDR services. These statistics may not correlate to the volume of completed transactions that may be reported by market data providers and should not be construed to represent the volume of transactions that will ultimately be consummated during any period nor of the revenue or M&A deal volume that Intralinks may generate for any financial period. Indications of future completed deal activity derived from the Intralinks Deal Flow Predictor are based on assumed rates of deals going from due diligence stage to completion. In addition, the statistics reported by market data providers may be compiled with a different set of transaction types than those set forth above.

To verify the predictive nature of the Intralinks Deal Flow Predictor, we compared the data underlying the Intralinks Deal Flow Predictor with subsequent announced deal volume data reported by Thomson Reuters to build an econometric model (using standard statistical techniques appropriate for estimating a linear regression model) to predict the future reported volume of announced M&A transactions two quarters ahead, as recorded by Thomson Reuters. We engaged Analysis & Inference ("A&I"), an independent statistical consulting and data science research firm, to assess, replicate and evaluate this model. A&I's analysis showed that our prediction model has a very high level of statistical significance, with a more than 99.9 percent probability that the Intralinks Deal Flow Predictor is a statistically significant six-month predictive indicator of announced deal data, as subsequently reported by Thomson Reuters. We plan to periodically update the independent statistical analysis to confirm the Intralinks Deal Flow Predictor's continuing validity as a predictor of future M&A activity.

The Intralinks Deal Flow Predictor report is provided "as is" for informational purposes only. Intralinks makes no guarantee regarding the timeliness, accuracy or completeness of the content of the report. This report is based on Intralinks' observations and subjective interpretations of due diligence activity taking place, or proposed to take place, on Intralinks' or other providers' VDR platforms for a limited set of transaction types. This report is not intended to be an indicator of Intralinks' business performance or operating results for any prior or future period. This report is not intended to convey investment advice or solicit investments of any kind whatsoever.

About Intralinks

Intralinks, Inc., a subsidiary of Synchronoss Technologies, Inc. (NASDAQ: SNCR), is a leading, global technology provider of secure enterprise content collaboration solutions. For more information, visit www.intralinks.com and www.synchronoss.com.

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