



The Abernathy MacGregor Group

Effective communications enable organizations to achieve business goals.

We help our clients attract investors, complete transactions, resolve crises, prevail on public issues, retain customers and motivate employees. We offer our clients diverse and pertinent experience, relationships that matter and ideas that work.

- [About Our Firm](#)
- [What We Do](#)
- [Our Approach to Communications](#)
- [Excellence in Global Financial Communications](#)
- [Investor Relations](#)
- [Transaction Communications](#)
- [Corporate and Financial Public Relations](#)
- [Crisis Communications](#)
- [Initial Public Offerings](#)
- [Corporate Restructuring and Bankruptcy](#)

About Our Firm

The Abernathy MacGregor Group provides counsel to the senior management of business corporations and large organizations in six communications disciplines:

- Investor Relations and Shareholder Activism
- Transaction Communications
- Corporate and Financial Public Relations
- Crisis Communications
- Initial Public Offerings
- Corporate Restructuring and Bankruptcy

We differentiate ourselves from our competitors through the expertise we have assembled, our knowledge of the marketplace, and the way in which we help fulfill our clients' objectives.

Companies frequently seek our counsel in times of change. Their needs may vary greatly—from poor market valuation, lack of visibility in the media, or product crisis to financial distress, management transition, or a pending transaction—but our approach is consistent. Narrowness of focus is a defining principle of the firm. We believe in targeting small, influential audiences, simple messages, in-person communications, and constant feedback and follow-up.

We bring a diversity of experience to every unique client situation. All of our professionals are accomplished practitioners of corporate communications; many have particular expertise in law, corporate finance, strategic planning, electoral and regulatory politics, investment management, print and broadcast news media, investment banking or corporate management. Our structure allows each client to have access to the full range of expertise within the firm.

The Work We Do

TRANSACTION COMMUNICATIONS

- M&A
- Unsolicited takeover bids/tender offers
- Spinoffs/divestitures/LBOs
- Proxy contests
- Shareholder activism
- Regulatory matters

CORPORATE & FINANCIAL PUBLIC RELATIONS

- Corporate strategy, positioning and messaging
- Media relations
- Executive profile raising
- Presentation and media training
- Corporate social responsibility
- Social media strategy
- Asset management communications
- Rankings management

CRISIS MANAGEMENT

- Immediate crisis response and management
- Strategic communications advice
- Media management including spokesperson training
- Reputation risk assessment
- Crisis simulation and preparedness

INVESTOR RELATIONS & SHAREHOLDER ACTIVISM

- Investment story development and materials development
- Earnings and IR event management
- IR outreach
- Shareholder targeting
- Shareholder activism
- Benchmarking of IR best practices
- Financial guidance

INITIAL PUBLIC OFFERINGS

- Pre-filing strategy/message development
- IR resource evaluation/IR infrastructure planning
- Roadshow presentation development and coaching
- Listing day event strategy/execution
- IR counsel and execution support for newly public companies

CORPORATE RESTRUCTURING & BANKRUPTCY

- Restructuring message development
- Communications strategy and planning
- Media relations and tactical support
- Strategies for key constituent perception management
- Implementation of filing-day communications
- 363 and emergence communications

Our Approach to Communications

1. Communications must produce business results:

Communications programs are tools, not goals. Communication is not an end in itself. Great headlines mean nothing if they do not help achieve business objectives.

2. Strategies that work don't come off the shelf:

No two situations are ever quite the same; one size does not fit all. Specific communications plans, proposals, and solutions must be crafted based on substantial firsthand knowledge of individual situations.

3. A small group shapes perceptions:

Twenty, perhaps thirty, opinion leaders establish the prevailing public attitudes on almost any topic. Identifying these individuals is central to the preparation of any communications program; reaching them early is central to its execution.

4. Research works: People deeply involved in a situation don't always see it clearly. And the conventional wisdom is as often wrong as right. Fresh, dispassionate research into the needs and attitudes of target audiences is often critical to effective planning.

5. Short and simple is what's remembered:

People tend to recall, and act on, only three sentences's worth of content. Reducing complex issues to simple themes isn't easy. But it can be done. And it works.

6. The best way to persuade is still one-on-one, face-to-face:

Getting your message out through mass media and/or social media is often useful and sometimes necessary. But people are most responsive to direct personal contact that directly addresses their concerns. Highly personalized communication may not be cost-effective. But it is effective.

7. Audiences are interconnected:

Investors. Employees. Customers. Competitors. Regulators. Communities. Media. What happens with any one usually affects the others. Good communications programs address the needs of all affected constituencies.

8. Taking the initiative is normally the winning strategy:

People are most likely to believe the first account they hear about any situation. When there are differing positions, the first participant to act or speak has the advantage in credibility and in setting the terms of the debate that follows.

Excellence in Global Financial Communications

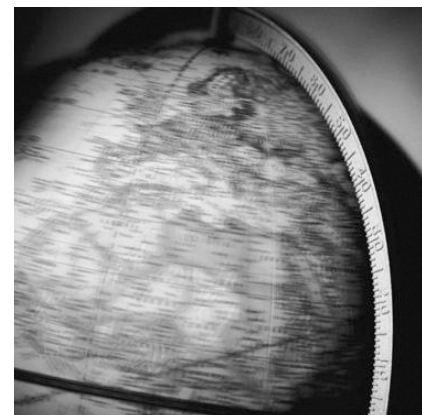
The Abernathy MacGregor Group is a founding member of AMO—an international partnership of leading specialist corporate and financial communications agencies that cover the major financial centers around the globe. AMO members share the conviction that in today’s market a highly competent international team must work seamlessly across borders in order to successfully advise global players.

The AMO network comprises more than five hundred AMO professionals, led by over fifty partners and managing directors operating globally for clients from best-in-class agencies in major financial centers in Europe, the United States, Latin America and China. In addition, we work with carefully selected leading agencies in other relevant markets around the world. Our clients, including S&P 500, FTSE 100, Dax 30, SMI 20, CAC 40 and IBEX 35 companies, range from large, multinational corporations to small, fast-growing businesses.

AMO offices advise a diverse group of businesses and organizations on every strategic and financial communications issue affecting the boardroom and shaping public perception, including media relations and investor relations for

publicly listed companies communicating with the institutions and individuals who buy, sell or recommend securities. We advise clients across a broad range of industries, including consumer goods, energy, financial services, health care, industrials, media and entertainment, retail, technology, telecommunications and transportation.

Together, AMO members share the conviction that in today’s market a highly competent international team must work seamlessly across borders in order to successfully advise global players. Relying on the extensive media expertise of our various member firms, we can communicate client messages across borders, target specific markets and effectively position relevant issues on a global scale.





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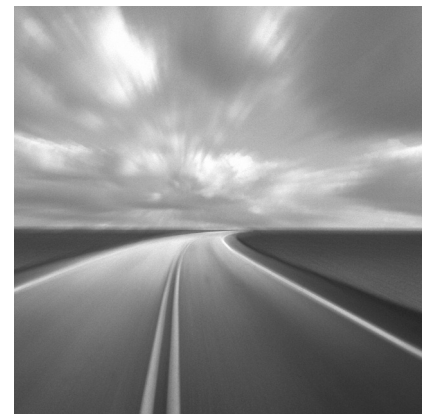
Stockholm



Investor Relations

Our investor relations practice helps publicly traded corporations communicate with the institutions and individuals who buy, sell or recommend securities. Our clients use investor relations primarily to support the price of their shares; to improve the ownership profile or the trading characteristics of those shares; and to facilitate future financings or transactions. Our services include:

- Investment story development and materials development
- Earnings and IR event management
- IR outreach
- Shareholder targeting
- Shareholder activism
- Benchmarking of IR best practices
- Financial guidance



Investor relations has never been more difficult than it is today. More companies than ever (over 7,000 U.S.-based companies alone) are competing for investor attention. More professional investors than ever (including over 10,000 hedge funds) are pursuing strategies that involve company securities. The Internet drowns companies and investors alike in both data and rumor. Regulation FD and Sarbanes-Oxley influence both the manner and the content of communications to investors. Activist investors and plaintiffs' attorneys wait to pounce on the unwary or the unlucky.

Fortunately, the investors most companies seek want predictable things. First and foremost, good business and financial performance. Next, a simple story to explain the value a company is likely to create in the future. Then, a cogent explanation of business strategy; regular reports on business and financial progress; clear explanations of trends, events and issues; exposure to management; a responsive contact within the company; and finally, no surprises.

We help our clients to develop their optimal investor story and to identify and qualify the natural investor constituency to which this story will appeal. We conduct surveys of the attitudes and needs of current and potential investors. We prepare documents and

presentations, train presenters, and manage event logistics. We advise clients on day-to-day implementation, but also on IR-specific policy issues, including earnings guidance (a little goes a long way, we think), Regulation FD compliance (many companies now say too much in public, too little in private), and dealing with activist investors (they, too, are motivated by the bottom line).

Increasingly, we are asked to help clients establish investor relations functions, including selecting and training staff, and to report to boards of directors on investor relations issues and trends.

Transaction Communications

Our transaction practice helps companies manage the communications surrounding situations that affect the ownership and control of businesses. We are one of the firms most often called on to advise companies in such transaction situations as:

- M&A
- Unsolicited takeover bids/tender offers
- Spinoffs/divestitures/LBOs
- Proxy contests
- Shareholder activism
- Regulatory matters



Our approach to transaction communications involves: simple messages, forcefully stated; rigid control of statements; intensely detailed program rollouts; contingency planning; constant feedback from investors; thorough media monitoring and an emphasis on the positive elements of shareholder value creation.

Transactions demand around-the-clock communication and coordination between a company and its team of advisors. We have well-established relationships with nearly all of the major law firms, investment banks and proxy solicitors that specialize in mergers, acquisitions and issues of corporate control.

The media have a significant impact on the financial markets and how companies and transactions are perceived. Our firm has proven experience and close working relationships with financial journalists covering this “beat.” Given the intense competition among these reporters and their knowledge of how transactions work, the importance of developing and executing an effective media strategy cannot be underestimated.

Increasingly, the market’s confidence in a chief executive officer’s track record and ability to deliver shareholder value profoundly influences the outcome of a transaction. We work closely with members of the management team to prepare them to be compelling advocates.

After a transaction is announced, strategic communications also play a major role in building the foundation for a successful long-term enterprise. If the deal should fall apart, protecting corporate and executive reputations becomes an important priority.

Clients often engage us on a standby basis as insurance against the possibility of an unsolicited proposal for a business combination. We frequently use such engagements to intensify investor relations and communications programs that will strengthen the client’s position if an unsolicited proposal should arrive.

Corporate and Financial Public Relations

We help our clients to focus on their business goals and the role that communications can play in achieving them. We favor straight talk, expressed in simple, clear messages. We like to aim our communications at one, or just a few, critical audiences. We prefer personal communication when we seek to persuade, and documents when we seek to inform. We maintain instant-response capability, because that's the speed at which messages spread today. And what we plan, we execute: We are writers, analysts, trainers, spokespeople, researchers, event managers. Our services include:

- Corporate strategy, positioning and messaging
- Media relations
- Executive profile raising
- Presentation and media training
- Corporate social responsibility
- Social media strategy
- Asset management communications
- Rankings management

Perceptions shape performance. Perceptions require management. Our clients's ability to achieve their goals rests in considerable measure on the knowledge and attitudes of customers, employees, investors, neighbors, community leaders, competitors, and the general public. Abernathy MacGregor helps its clients to reach and persuade these varied audiences in a broad range of circumstances.

Public relations today addresses a public that is drowning in media messages and increasingly cynical about the content of those messages. We find that perceptions are influenced, first and foremost, by actual experience or performance, and next, by personal contact. Then

come communications through the media, direct communications, and communications from third parties. In the age of the Internet, absolute control of communication is nearly impossible — voices multiply, dispersion and feedback are instantaneous.

Some clients seek awareness, some seek approval, some seek advocacy, some seek action, and some seek to avoid attention altogether. Some are operating from a business-as-usual context; others are dealing with changes in ownership, management, strategy, business environment, financial performance, regulatory climate, or the political landscape.

We maintain superior relationships with the national and financial news media,

because they are often our best avenue (and they can do harm when ignored). We make backup plans for the leaks that so often occur. We monitor the Web and the blogs, because so much opinion is formed (and deformed) there.

Today, perceptions of organizations are increasingly multi-faceted. We regularly advise clients on business ethics and corporate governance issues, and on corporate social responsibility, public issues, thought leadership, strategic philanthropy, corporate volunteerism, and employee engagement. Perceptions of organizations are also increasingly personalized in their chief executive officers; we help CEOs create and manage their positioning within and outside their organizations.



Crisis Communications

Our crisis communications practice assists clients when unplanned circumstances threaten public perception of their organizations and businesses. Such crises include product failures or recalls, facilities disasters, employee strikes, consumer boycotts, litigation, regulatory sanctions and criminal prosecutions. We support our clients in areas such as:

- Immediate crisis response and management
- Strategic communications advice
- Media management including spokesperson training
- Litigation Support
- Reputation risk assessment
- Crisis simulation and preparedness

Crises happen when unplanned circumstances arise to endanger an organization. A product fails or gets recalled. A regulator threatens sanctions. Financial results collapse. Workers strike. Consumers boycott. Employees commit a crime. Hackers compromise computer or Web security. Activists demonstrate. A hurricane levels a factory. A prosecutor files charges.

In these and other crises, there are several missions: deal with the problem itself; communicate in ways that limit the spread of the problem; reassure those most directly concerned; and start the organization on the road back to normalcy. Opinions form rapidly in a crisis situation, and their effect can be lasting. But crisis response is often hindered by the unfamiliarity of the circumstances, by lack of preparedness, by strong emotion, and by issues of legal liability.

We assist clients in all phases of crisis planning and response. We advocate a crisis preparedness discipline that involves identifying areas of vulnerability, establishing procedures, training spokespeople, and agreeing to broad principles of crisis conduct. Both in preparation and in crisis management, we prefer to work closely with a team made up of a client's operating management and legal advisors.

Most crises can be mitigated. Some can be managed to avoid measurable impact on a company's operations or on the attitudes of employees, customers, shareholders, and other key constituencies. When crises arise, we most often recommend taking the initiative, controlling dialogue, accepting responsibility, making full disclosure, fixing what's broken, helping those harmed by the events, and mobilizing friends and



supporters. We urge caution with the news media, which can make a small issue seem much larger; we urge sensitivity to the increasing role of the Internet in spreading information and shaping opinions.

Most major insurance companies recognize the importance of crisis communications. Excess liability insurance policies written by several major insurers pay the fees of a communications firm in defined crisis situations, including those involving directors and officers, employment practices, securities law, and the environment. Our firm participated in the initial design of this initiative and is pre-approved by several of the insurers who offer this coverage.

Initial Public Offerings

The Abernathy MacGregor Group has extensive experience assisting companies in the transition from a private to a public entity. We have participated in many of the largest and highest-profile offerings and spin-offs across a range of diverse industries. We support the IPO process with services such as:

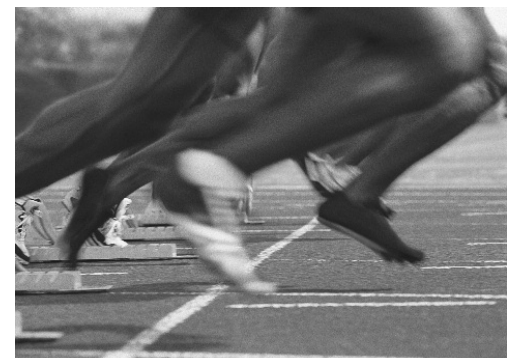
- Pre-filing strategy/message development
- IR resource evaluation/IR infrastructure planning
- Roadshow presentation development and coaching
- Listing day event strategy/execution
- IR counsel and execution support for newly public companies

We collaborate with senior management, their underwriters, and legal counsel, to develop a coherent investment thesis that supports the company's proposed valuation. Once the investment rationale is established, we work to ensure that this positioning is carried out through all communications documents in advance of pricing. These include the offering document, road show presentation, news release, Q&A, and internal communications.

We help our clients develop and communicate their investment rationale to prospective investors. We are particularly expert at training management to effectively communicate with the financial community while on the road show and on listing day. We assist companies in the creation and execution of well-orchestrated listing day strategies,

including planning events at the stock exchanges, reaching out to media, and communicating with employees, customers, and other key constituencies.

Several factors — including a company's size, industry and culture — must be factored into the creation of an internal investor relations function for a newly public company. We help companies to build successful and cost-efficient investor relations infrastructures. We often participate in the hiring of full- or part-time internal investor relations executives, and in some cases, train the people who are assigned to the investor relations function. We also work with company management to create an ongoing investor relations outreach plan, incorporating earnings announcement dates, key conferences, and company-sponsored road shows.



Corporate Restructuring and Bankruptcy

Our corporate restructuring and bankruptcy practice—which includes restructurings both within and outside of Chapter 11 protection—has advised on some of the largest and most complex restructurings in corporate history. Working with management and external legal and financial advisors, we develop and implement effective communications programs that help stabilize companies during uncertain times, through services including:

- Restructuring message development
- Communications strategy and planning
- Media relations and tactical support
- Strategies for key constituent perception management
- Implementation of filing-day communications
- 363 and emergence communications



Communications during Chapter 11 proceedings requires specialized knowledge and expertise. Our deep familiarity with the technical legal process and historical precedents of corporate cases allows us to anticipate potential public issues and develop sophisticated communications programs to manage them.

And the critical final stage of Chapter 11—post-emergence communications—is often the most poorly planned. Emergence from bankruptcy is an event that puts the company in the public spotlight and it offers one of the rare opportunities for the company to redefine its identity and the public’s view of management.

Successful post-emergence efforts begin in the weeks leading up to the confirmation of the Plan of Reorganization and

continue through the first full fiscal year, where the demands on the investor relations professionals are complicated by Fresh Start accounting and a lack of comparable year-over-year financial results.

Of course, not all restructurings occur under court protection. Our work with companies restructuring outside of bankruptcy is built on our core foundation of investor relations and corporate media relations, modified to match the special time constraints and communications needs of companies undergoing reorganization.

In a variety of major assignments—for airlines, retailers, manufacturers, telecommunications companies and many others—our team of professionals has helped companies in financial distress minimize disruptions to their

businesses by ensuring that customers have the confidence to order, suppliers the confidence to ship and employees the motivation to continue to work productively.

The media play an important role in conveying the message critical to all successful corporate restructuring initiatives. We design media relations strategies that anticipate and correct the misperceptions uniquely associated with financial uncertainty.

Properly executed, these plans can help maximize the window of time within which management and its advisors can successfully address the issues fundamental to sustained recovery.

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