



Solvency Opinions— Special Dividends and Stock Buybacks

Special dividends and stock buybacks continue to be attractive transactions for private equity sponsors and public companies alike. We tend to see an uptick in these deals each fourth quarter. A dividend or stock buyback that renders a company insolvent, however, has serious consequences for boards of directors. Therefore, boards are often advised to obtain a third-party solvency opinion when approving such transactions. Relying on a solvency opinion from an expert like the Duff & Phelps Opinions practice of Kroll creates a safe harbor (under state laws) for board members.

The Duff & Phelps Opinions practice is your trusted advisor for special dividends and stock buybacks, and is a globally recognized leader in solvency opinions.

Solvency Opinion Overview

A solvency opinion is a financial opinion as to whether, after giving effect to a transaction, (i), the company's assets, at a fair valuation, would exceed its debts; (ii), the company would not be left with unreasonably small assets (or capital); and (iii), the company would be able to pay its debts as they come due. In the United States, these determinations arise from bankruptcy and fraudulent transfer laws.

Solvency opinions also address the company's ability to pay a dividend or repurchase shares, pursuant to corporation, partnership and/or LLC laws in the state of domicile. Company officers may rely on a solvency opinion when providing an officers' solvency certificate, which is typically a closing condition of a financing transaction.

The Kroll Difference

The Duff & Phelps Opinions practice of Kroll serves as an independent advisor to boards of directors, special committees and other fiduciaries, and in this capacity we are a leading global provider of fairness and solvency opinions in corporate transactions. Our team has particular expertise in situations where advisor independence is paramount, and scrutiny is elevated.

Since 2005, Duff & Phelps Opinions rendered over 1,045 solvency opinions for transactions aggregating over \$5.5 trillion in deal value.

Duff & Phelps Opinions gives each engagement senior-level attention; every assignment is overseen by an experienced managing director and every opinion is approved by our Opinions Review Committee. We thoroughly document our process, analysis and conclusions and stand ready to defend our work should the need arise.

#1 Total Number of Fairness Opinions in the U.S. and globally Over the Last 5 and 10 Years

	Ranking	Rank
Five Years: 2017-2021	#1	315
Ten Years: 2017-2021	#1	573

Source: Refinitiv cumulative data

Select solvency opinions

<p>Solvency Opinion</p> <p>BARNES & NOBLE</p> <p>a portfolio company of</p> <p>ELLIOTT</p> <p>Recapitalization transaction</p>	<p>Solvency Opinion</p> <p>ATRIUM European Real Estate</p> <p>Special dividend</p>	<p>Solvency Opinion</p> <p>AAPC</p> <p>Preferred equity redemption and special dividend</p>	<p>Solvency Opinion</p> <p>WHP GLOBAL</p> <p>backed by</p> <p>OAKTREE</p> <p>ARES SOLUS</p> <p>Special dividend</p>
<p>Solvency Opinion</p> <p>Ocean Spray</p> <p>Share redemption</p>	<p>Solvency Opinion</p> <p>HAYWARD</p> <p>Share repurchase</p>	<p>Solvency Opinion</p> <p>JHT HOLDINGS, INC.</p> <p>a portfolio company of</p> <p>SPECTRUM INVESTMENT ADVISORS</p> <p>and</p> <p>HIGHLAND CAPITAL PARTNERS</p> <p>Special dividend</p>	<p>Solvency Opinion</p> <p>AEGIS SCIENCES CORPORATION</p> <p>a portfolio company of</p> <p>abry partners</p> <p>Special dividend</p>

About Kroll

Kroll provides proprietary data, technology and insights to help our clients stay ahead of complex demands related to risk, governance and growth. Our solutions deliver a powerful competitive advantage, enabling faster, smarter and more sustainable decisions. With over 6,000 experts around the world, we create value and impact for our clients and communities. To learn more, visit www.kroll.com.

M&A advisory, capital raising and secondary market advisory services in the United States are provided by Kroll Securities, LLC (member FINRA/SIPC). M&A advisory, capital raising and secondary market advisory services in the United Kingdom are provided by Kroll Securities Ltd., which is authorized and regulated by the Financial Conduct Authority (FCA). Valuation Advisory Services in India are provided by Kroll Advisory Private Limited (formerly, Duff & Phelps India Private Limited), under a category 1 merchant banker license issued by the Securities and Exchange Board of India.