

Corporate Activism

K2 Integrity is a global preeminent risk, compliance, investigations, and monitoring firm—built by former regulators and industry leaders, driven by interdisciplinary teams, and supported by cutting-edge technology to safeguard our clients' operations, reputations, and economic security.

Activism Goes Global

Although the nature of corporate activism shifts, the number of contested situations continues to rise, and they are increasingly global. Whether it's a U.S.-based hedge fund arguing for change at an Asian company, a European company seeking to force a merger with a U.S.-based company, or a U.S. company facing criticism for its actions in Latin America, facts form the basis of a successful campaign.

With more than a century of combined experience among the leaders of this practice, the K2 Integrity team uses its unparalleled expertise to work with a broad range of stakeholders to develop sophisticated, timely, and actionable information.

Our Approach

Today, stakeholders come armed with more effective weapons, and battles can range across time zones, countries, and continents. Working in coordination with the client and senior advisors, K2 Integrity customizes every investigation, adapting as the project evolves.

Whether engaging us directly or through their legal counsel, clients use K2 Integrity and our findings to develop long-term strategy and inform short-term tactics—both before and during a campaign. For a corporate client, knowing one's own vulnerabilities prior to an approach by an activist may help inoculate a company against unwanted approaches. And, when the approach comes, understanding how an activist has behaved in the past may inform management's interactions with them, including whether to fight or cooperate.

For an activist, determining how a company or its board members have reacted to pressure in the past may provide insight as to how best to effectively interact with the company's board. Additionally, developing additional facts to support a strategy, understanding how a target might respond, or knowing one's own vulnerabilities can provide a key advantage in these complex situations.

Our Clients Include:

- ▶ Public and Private Companies
- ▶ Fortune 500 Corporations
- ▶ Law Firms

Our Services

K2 Integrity conducts innovative investigations designed to strengthen our client's position, whether discovering a director's failure to disclose required information, documenting the misuse of corporate assets, or finding evidence of undisclosed relationships. This information can then be used not only to inform our clients' legal and public relations approaches but also as leverage during negotiations, whether as part of a proxy contest or a proposed M&A deal.

Sample services have included:

- Serving as a strategic advisor before and during an activist situation.
- Creating pre-engagement plans or updating response plans.
- Developing information indicating that one side has been disingenuous about its stated goals.
- Identifying material misstatements, omissions, or undisclosed business relationships in the backgrounds of sitting directors or proposed candidates that arise issues regarding their suitability to serve as corporate stewards.
- Identifying fraud, either by a company or a fund.
- Uncovering undisclosed relationships among seemingly independent shareholders.
- Finding relationships among a slate of directors that belies their independence from each other.
- Verifying the veracity of claims made by either side in a dispute and developing information that supports a timely response.
- Assessing the vulnerabilities of the client, determining the efficacy of the client's security (cyber and other) measures.
- Providing strategic alternatives for either side to successfully end the dispute.
- Advising various constituents—including management, legal counsel, board committees, or dissidents—before or during an activist situation.
- Supporting or modifying the legal or operational goals of a campaign.

While findings from these approaches can serve as a jumping off point for additional avenues for investigation, they also have a direct impact on the outcome of the situation as a whole.

Multidisciplinary Teams

K2 Integrity's multidisciplinary activism team includes individuals from a variety of disciplines, including career investigators, former prosecutors and journalists, financial experts, and a highly trained team of analysts. Practice leaders integrate relevant practitioners into a team that works directly with the client and other advisors to craft an investigative approach designed to develop facts that will help the client achieve its objective.

Key Contacts



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