



# INSIGHT

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## Mastering the maze of a complex capital raise

"What we need to do is quite simple! Amend the Terms and Conditions of two separate debt instruments, both held by several different funders, listed on two separate exchanges, denominated in two different currencies, and overseen by three separate regulators. A maze of complex capital raising....."

The reason we need to amend the Terms and Conditions is to facilitate an underwritten equity capital raise to rebalance its capital structure. Did I mention that we still require debtholder, shareholder and regulatory approval support to get the deal over the line? Our deadline - four months. It's simple right?"

That's when the adventure began!

I was tasked to step into a lead advisory role on the transaction, which consisted of multiple inter-conditional steps to amend separate debt instruments, and obtain all necessary regulatory and shareholder approvals in order to achieve the end goal of successfully implementing a R7,5 billion capital raise, all within an extremely tight timeframe. Not only was this a challenging and daunting task, but the time constraints and implications of a failed capital raise made the pressure immense.

The first step in approaching any complex transaction in Investment Banking is to break it down into key components. It is important to understand how each component works, its dependencies, its challenges, and how it fits together with the other elements involved in the transaction. Once there is a detailed plan, all workstreams are populated into a detailed working timetable to ensure that your deadlines are met. This is no small feat, as it needs to consider the tight deadlines and demands of debtholders, shareholders, the client, and the regulators. Deadlines and pressure are synonymous with capital raises and company restructurings. It is managing the complexities and tasks as a lead banker that really ratchets up the pressure.

Running such a complex capital raise means hosting daily calls to coordinate and execute the various workstreams, liaising with two sets of legal counsel, two sponsor teams, a debt adviser, one other financial adviser, the client, and the three regulators. Aside from coordinating multiple parties, the restructure of the agreements and the capital raise was highly technical in nature.

We managed to get agreements signed and other key documentation and stakeholder approvals drafted and ready to go within the given timeframe, but in order to launch the capital raise, we needed critical regulatory approval within two weeks or the entire inter-conditional debt restructure and capital raise would be at risk.

Fortunately, something that I have learnt in my career is that it is very important to build strong relationships with clients, investors, regulators and advisers. So, given our strong relationships with

the three relevant regulators, we were able to obtain the necessary approvals – albeit slightly later than envisaged – and this behemoth inter-conditional debt restructure and underwritten capital raise was successfully implemented.

This transaction took me out of my comfort zone, but on reflection, I am very proud that my experience and the support and experience of my team played a significant role in navigating the numerous moving parts and inter-conditionality between each complex step in the transaction. There is nothing more satisfying than successfully getting to the finish line with a happy client, and entrenching RMB's role as a trusted advisor.

Navigating a complex and stressful transaction isn't easy. Especially when, out of more than 19 advisers, you're one of only two women on the transaction. Sometimes it can be daunting when you are in such a minority. So, how did I give the best of myself? I had two important practices that I leaned into during the most stressful periods, enabling me to exercise a bit more grace and patience.

The first was that I saw the *'human past the title'*, which involved recognising that every individual, regardless of their role or status, has unique experiences, emotions and perspectives. I valued their personal stories and tried to understand their motivations beyond their professional identity. I engaged in genuine conversations, actively listened, and showed empathy. By focusing on their character, values and personal journey, I was able to build deeper connections and foster mutual respect. This enhanced open and honest communication prevented misunderstandings and fostered a collaborative environment.

The capital raise results proved to be impressive, and the extensive shareholder process resulted in the transaction being well supported and oversubscribed. This provided the client additional time and flexibility to deliver on its strategy and realise maximum value for its stakeholders.

As an investment banker, the fast-paced and high-pressure environment demands consistent performance and mental clarity. To stay grounded, the second practice that I engaged was prioritising daily movement and mindfulness, recognising that personal wellbeing is critical to professional success. Whether it's a morning workout, a walk in between meetings, or having a fresh bouquet of colourful flowers on my office desk, these practices helped me to manage stress, maintain focus, and approach challenges with a clear, composed mindset. Integrating wellness into my routine not only enhances my productivity and decision-making, but also sets a foundation for long-term performance in a demanding industry.

Balance, I've found, is a strategic advantage. 

