

HASLERS

Corporate Finance LLP



INTENTIONALLY
DIFFERENT



CORPORATE STRATEGY

When you are thinking of making a change in your business life, perhaps through buying or selling a business, raising new finance or looking for extra expertise to help grow your enterprise, corporate finance can deliver real added value, whatever your business size.

Whether buying or selling, preparing for exit through retirement, raising investment or sourcing strategic advice on value maximisation we ensure that every transaction is partner-led. We are business owners too and so understand what it takes to build strong foundations, create growth and get results.

It is how we ensure that we deliver the best corporate finance outcome for every client, every day.

THE APPROACH

Our approach is to focus on the wider strategic purpose that our client is seeking to achieve.

By doing this, we ensure that any transaction is strategically planned for maximum return.

This approach means that our clients benefit from a fully joined up M&A service, vast transactional experience and a track record of delivering deals within SME service sectors.

Efficient, honest and trustworthy advice, in addition to competitive and flexible fee structures with access to a large database of active purchasers in a variety of sectors as well as contacts with strategic buyers and private investors ensure a successful outcome every time.

OUR COMPREHENSIVE RANGE OF SERVICES:

Our comprehensive range of services include:



Mergers and Acquisitions

- Researching and identifying key targets locally and internationally
- Business valuations
- Financial due diligence
- Transaction structuring, tactics and negotiations
- Advice on financing
- Project management



Disposals

- Getting 'exit ready' planning
- Tax planning
- Buyer profiling
- Reaching international buyers
- Negotiating and structuring the deal
- Project management
- Preparing marketing documentation
- Post-acquisition integration



Corporate Strategy

- Financial business forecasting
- Development strategy
- Implementation support
- International market entry
- Business valuation



Corporate Advisory

- Management buy-outs and buy-ins
- Financial modelling
- Refinancing
- Debt/equity fundraising
- Peer to peer lending
- Financial due diligence
- Business valuations
- Forensic investigations
- AIM and Small Cap market listings

HASLERS... INTENTIONALLY DIFFERENT

ACHIEVING THE BEST VALUE FOR YOUR BUSINESS

Achieving the best possible value when you sell your business is vital.

To get your business ready for sale, we can advise on how to maximise value and assist in ensuring financial reporting is reliable and prepared efficiently, making it as attractive as possible to potential acquirers. We will undertake an in-depth analysis of your current position, before advising on and implementing a plan to optimise performance and present the business to market.



 <div>2 YEARS IN ADVANCE</div>	<div>PLAN</div> <ul style="list-style-type: none">• Are there replacements for individuals who are leaving?• Take into consideration contract renewals and acquisitions• Have you got a fully capable 2nd tier management?• Do you need to consider dilution of reliance on any customers?• Are all material contracts available and up-to-date?• Have you established working capital requirements calculations?• Are your management accounts reliable, available on a timely basis, and providing useful KPI information?
 <div>3 MONTHS BEFORE</div>	<div>PREPARE</div> <ul style="list-style-type: none">• Arrange for an independent business review• Have a clear picture of both financial and non-financial criteria• Make sure the valuation is realistic• Make contact with known acquirers• Obtain advice on restructuring if required <div>MARKETING</div> <ul style="list-style-type: none">• Prepare your Information Memorandum (IM)• Obtain Non-Disclosure Agreement (NDA)• Draw up and analyse list of acquirers• Consider providing a guide price• Would preliminary meetings be useful?

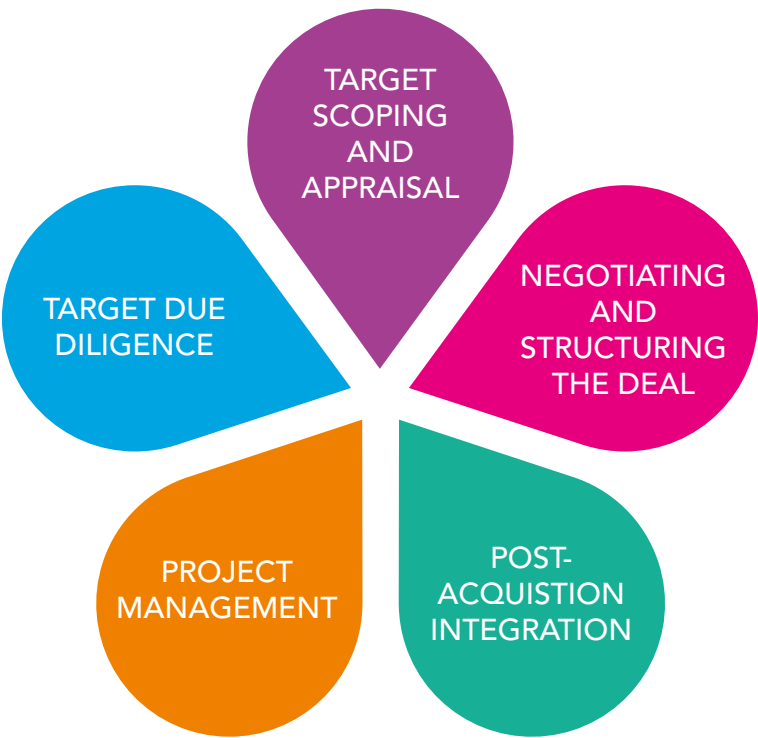
Haslers' team will take time to understand your business, highlight any potential risks and help you plan the optimum way to attract potential buyers

 <div>BETWEEN 3-6 MONTHS</div>	<div>NEGOTIATE</div> <ul style="list-style-type: none">• Draw up a shortlist of potential acquirers• Assess which to approach• Provide additional information and invite final bids• Weigh up indicative offers and arrange meetings with each interested party• Select preferred acquirer• Negotiate Heads of Terms <div>ACCEPT OFFER AND CARRY OUT DUE DILIGENCE</div> <ul style="list-style-type: none">• Agree and sign Heads of Terms• Grant exclusivity to preferred acquirer• Provide access to corporate information for due diligence (using a data room can be helpful)• Negotiate commercial terms of the Sale and Purchase Agreement (SPA) and finalise legal documents• Act as liaison between professionals and parties	<div>OUR SERVICES FOLLOWING COMPLETION OF THE DEAL</div> <ul style="list-style-type: none">• Completion accounts• Review of earn out/contingent considerations• Advice regarding additional transactions and ongoing corporate matters• Engage with buyer during post –merger integration to maximise your earn-out returns• Providing investment strategy, including minimising post-sale tax
DEAL COMPLETION		

PROACTIVE ACQUISITIONS

Where clients find organic growth hard to achieve, company acquisitions can be an ideal choice to grow more dynamically, either by entering a new market or developing market share. You can be assured that our Corporate Finance team will be able to deliver on your acquisition criteria in an efficient and pro-active manner.

Our team is experienced in scoping and appraising multiple targets and then initiating discussions with potential vendors in a professional and confidential manner. We take into consideration the financial and commercial benefits of each target as well as advising when we believe the transaction might not be a right fit for your current strategy. We will also help to negotiate the best possible terms and oversee the deal through to legal completion.



Our approach to acquisition searches includes:

- Evaluation of your Acquisition Strategy
- Thorough target research and review
- Creative targeted campaigns
- Generating responses
- Cost effective solutions with competitive fee structures



TAX EFFICIENT CORPORATE FINANCE

Our experienced tax advisors engage with the corporate finance transaction in good time to ensure that stakeholder relationships, incentive plans and corporate structures are appropriate for the strategy in question.

ENTREPRENEURS RELIEF – MINIMISE TAX AND MAXIMISE NET INVESTMENT REALISATION

Where the plan is to work towards an exit, shareholders need to meet certain qualifying criteria to be able to achieve the most tax-efficient structure for your transaction.

A review of whether the conditions are met and taking corrective action can make a significant difference to the residual personal wealth available to outgoing shareholders.



INCENTIVISING A GREAT TEAM

In most businesses, having great people in the team who are engaged in the future growth plans is both a challenge and a necessity. There are many ways to structure incentives that will both drive and reward performance that can be linked to the wider business objectives. A well thought out flexible package can also be key to attracting and retaining key skills within the business.

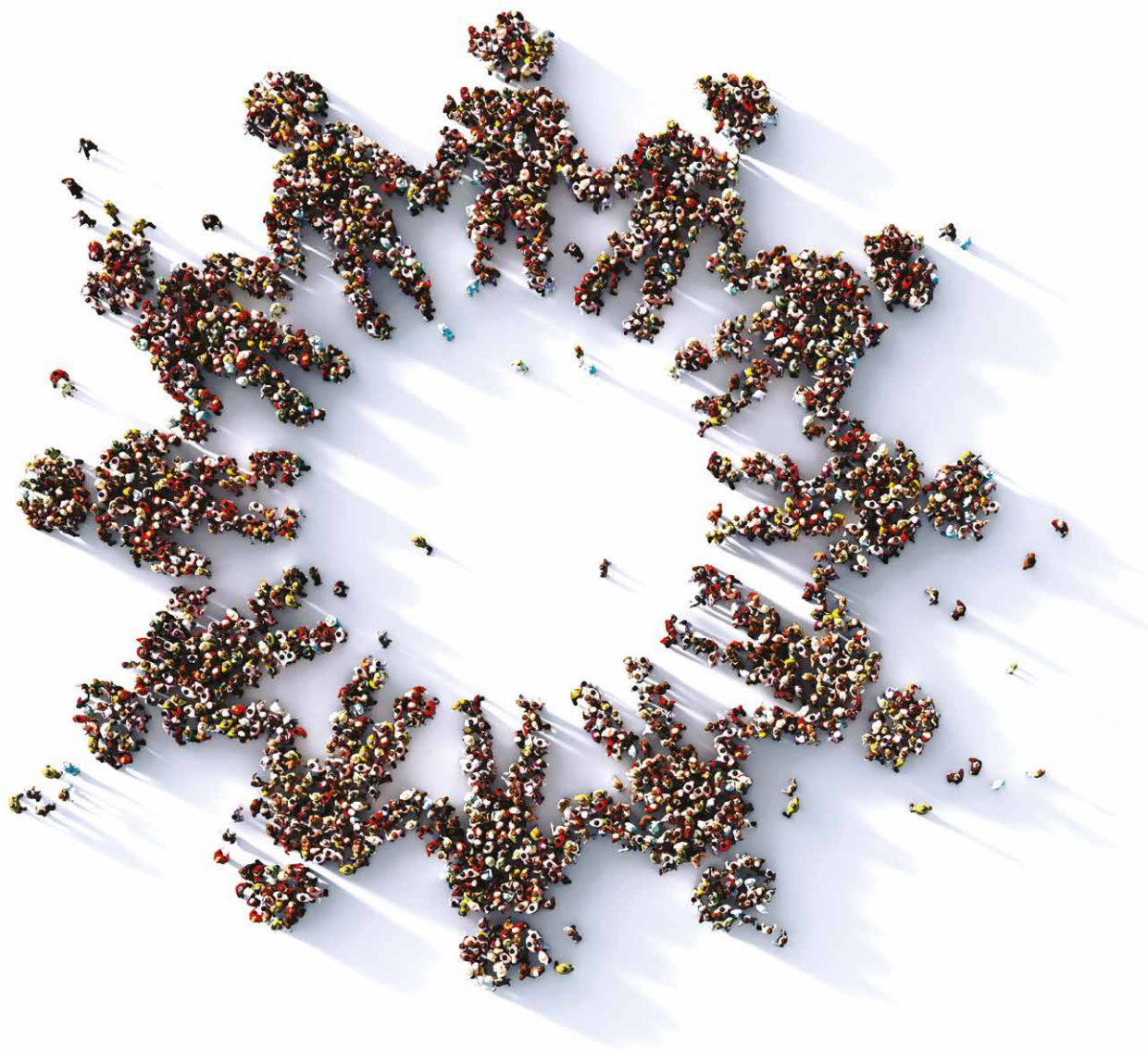
Building value in the business in advance of an exit raises the question of how an exit is likely to occur in the future. There are of course many possibilities but a popular mechanism is a management buy-out (MBO). Typically populated by senior management who know the business inside out, the MBO team are generally well placed to succeed founder members. We frequently help clients to facilitate this by using share ownership schemes and share option plans to help a staged acquisition of the equity in the business.

We are also experienced in setting up and facilitating Employee Ownership Trusts to empower all employees in the ownership of the company.

CORPORATE STRUCTURE

There are countless businesses that have successfully traded for many years but end up with their existing structure more by accident than by design. Ensuring the business is restructured without triggering unwanted tax charges can be done but takes planning and thought. This may be a key consideration where the intention is for an MBO team to take over, as structure and gearing may be key to affordability and availability of finance to buy out exiting shareholders.

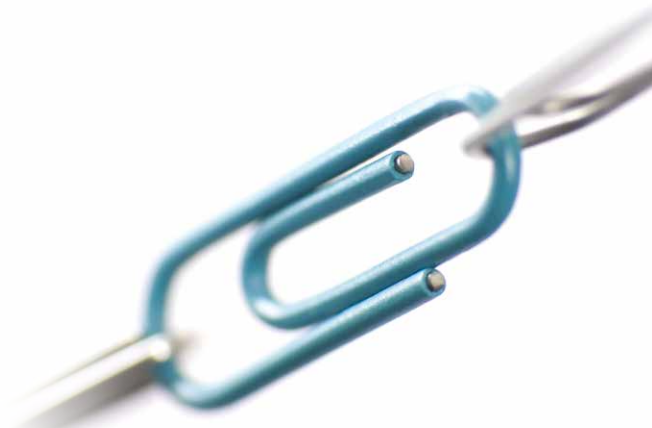
Most future plans and transactions have a potential tax implication (for example removing property from the trading company) so at Haslers we have a team of specialists who can help you find a clear path through to an effective solution that works with your business strategy and not against it.



MANAGEMENT BUY-OUT

A Management Buy-Out (MBO) planned correctly, managed effectively and carefully funded to benefit the business owner and the incoming management team can prove an extremely attractive alternative to a business sale.

- Benefits of an MBO:
- Continuity of business leadership
 - Timescales not incumbent on a purchaser
 - Funding available in the market for a deal
 - Tax efficient exit for vendor and entry for management team
 - Does not require external marketing
 - Customer and supplier relationships maintained



OUR TRACK RECORD AND SUCCESSES

Completed the purchase of a childcare nursery in Thurrock, with the long-term growth plan of an acquisition trail. We carried out due diligence and advised on the transactions throughout.

Completed the sale of PVG, a veterinary practice group to a private equity backed consolidator in the sector.

Completed the acquisition of a pub by two clients through their SIPPS. Involved raising funds, buying freehold and the operating company.

Multiple acquisition transactions for a private equity fund seeking growth in the recruitment sector.

Lead advisors to the majority shareholder of a large mechanical and electrical engineering company in the MBO of the controlling interest in the company.

Completed the buyout of the former shareholders and partners of a chartered surveyor business based in London. The ex-partners were very difficult and received limited advice from their lawyers, due to limited engagement with the vendors. In addition the existing accountants tried to deal with it at the outset but were out of their depth and got themselves into an awkward conflict.

Numerous dental practice deals to IDH Group and other trade buyers in the sector.

Lead advisors to the shareholders of Coe of Ilford Ltd, a wines and spirits vintners on the sale of the entire share capital to Enotria (now Enotria & Coe) to create a market leading wines and spirits group.

Lead advisors of a MBO of a pharma business from its overseas parent.

Lead advisors to Oak Tree Group of Schools on the acquisition of an independent school for ages 2½ to 16 years.

Lead advisors to the shareholders of a multiple pizza franchisee on the sale of the goodwill, assets and a number of pizza franchises and exit of one of the shareholders.

Lead advisors to the shareholders of Riverway Foods Ltd on the sale of a premier sausage producer, providing products nationwide through Costco, Sainsbury's and Tesco, to Tonnies, one of Germany's largest slaughterhouses, looking to bolster its position in the UK via vertical integration.

Lead advisors on the MBO of Bapty (2000) Ltd, a company that hires historic and modern weaponry props to the film, television and theatre industries.

Lead advisors to the shareholders of the TRAD Group on the sale of the UK's largest privately owned scaffolding business to ALTRAD Group, a French-based company that is a major player in the construction equipment market.

Lead advisors on the sale of shareholders of an electrical engineering company to a newly formed Employee Ownership Trust.

WHAT OUR CLIENTS SAY...

“I have been at Palmerston Vets since 1982 and during that time we have worked with a number of accountancy firms, but since meeting the team at Haslers we have never looked elsewhere. Haslers have always provided us with fantastic advice and their team are extremely friendly and quick to respond should we ever have a query.

Thanks to having worked closely with us for nearly two decades they understand our business and will often come to us with assistance before anything becomes an issue. Their help in the sale of our business was fantastic and they made what could have been a very stressful process relatively easy, as we had confidence in the support they were providing.

We would have no hesitation in recommending Haslers Chartered Accountants to other businesses looking for effective and friendly advice on a wide range of accounting, tax and corporate finance services.”

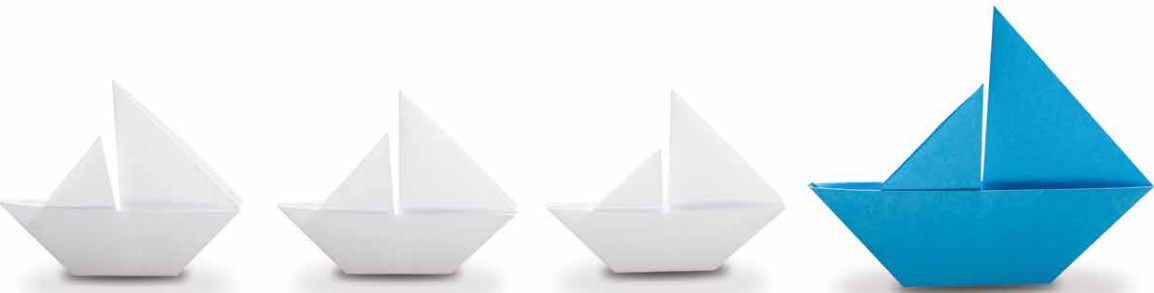
Palmerston Veterinary Group

“When we decided to purchase the Inn our first thought was to involve Haslers. As our trusted advisors since 2005 we knew they understood our business and our aspirations for the future, so they were the ideal firm to work with.

With a pension scheme involved in the purchase, this added another aspect to the deal and another layer of complexity not normally found in such a transaction, so we were glad that Michael was available to assist with this and the other important elements of the acquisition.

We are delighted with the outcome of this deal and would like to thank all of the team at Haslers who continue to go above and beyond to ensure that our business thrives.”

White Hart Inn



HASLERS

Corporate Finance LLP

Old Station Road, Loughton, Essex IG10 4PL

Telephone: 020 8418 3333

Fax: 020 8418 3334

Email: advice@haslers.com



www.haslers.com