



# BUYING A BUSINESS



# WHY USE A BUYSIDE BUSINESS ADVISER?

When buying a business, there are many factors to consider and that's why appointing the right Buyside business financial adviser to guide and support you along the whole journey is imperative.



# WHY USE JERROMS CORPORATE FINANCE?



Jerroms Corporate Finance work to mitigate the hassles associated with a business acquisition and to secure the best possible deal for the buyer.

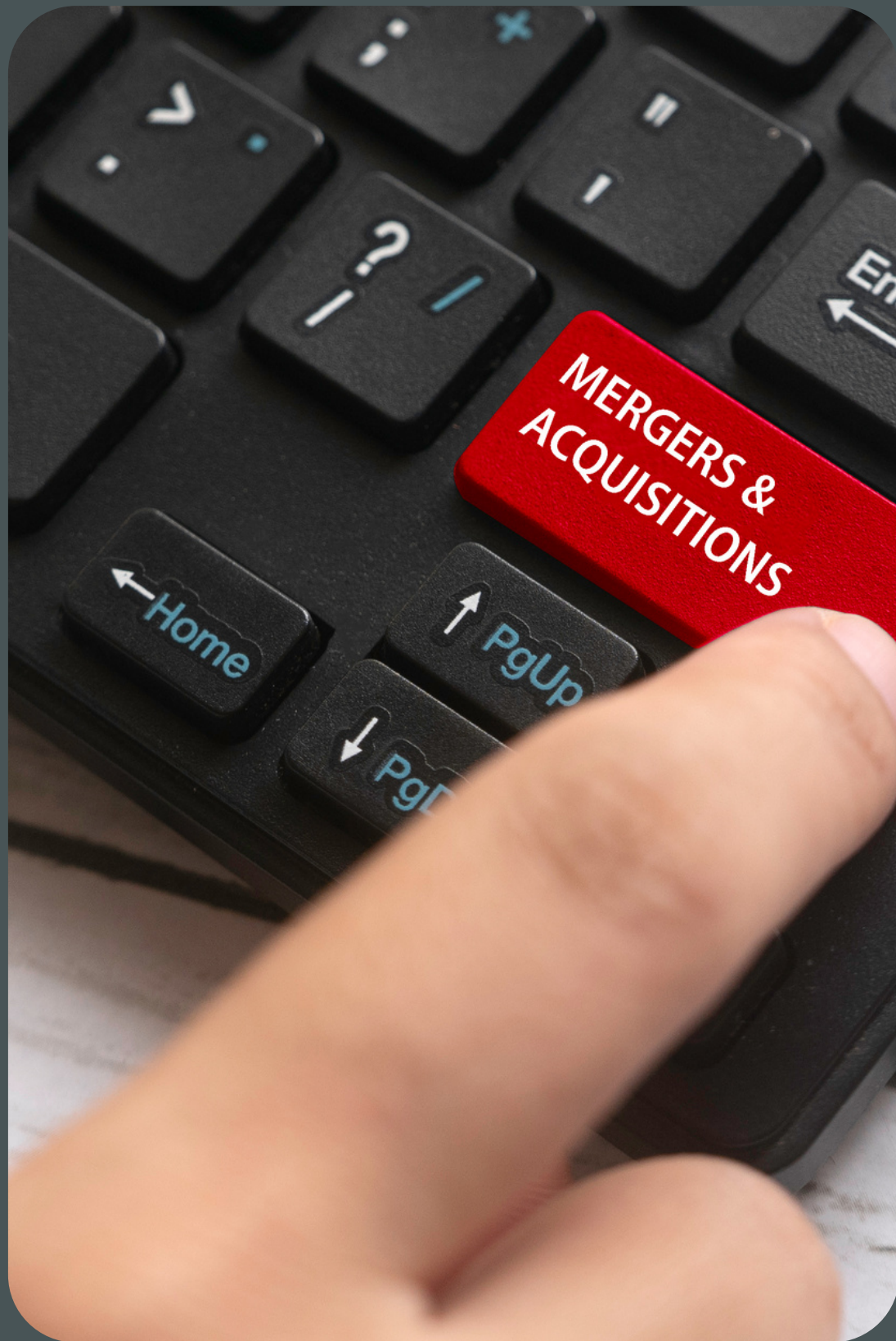
Our team of Buyside advisers have extensive experience across a diverse range of sectors in ensuring all the necessary steps to successfully buying a business are undertaken. We can assist in helping identify potential acquisition targets, performing due diligence on proposed targets, valuing the proposed benefits of the acquisition, raising acquisition funding and negotiating the terms and closing the deal.

Our Buyside program is for entrepreneurs, companies looking for a strategic acquisition, high net worth individuals and private equity firms seeking to identify an appropriate acquisition. We undertake research to locate bespoke acquisition targets meeting their distinct characteristics and specifications.

Our International connections (through the Russell Bedford Group) ensure that we are ideally placed to assist with cross border deals, International tax/laws and regulations and access to finance for multi-currency transactions.



# ADVICE & SUPPORT



Jerroms Corporate Finance can support and advise on:

- Mergers & Acquisitions
- MBO/MBI
- Acquisition Due Diligence
- Acquisition Funding
- Acquisition Tax Planning
- Valuations



# MERGERS & ACQUISITIONS

If you are looking to grow your business by merger or acquisition our experienced corporate finance team can help you to identify potential targets and help you to make the approach, undertake the valuation, negotiate the deal terms, undertake due diligence and even help you to put together the finance to complete the deal where necessary.

Our hands-on practical approach provides advice and support on the process from start to finish.



# MBO/MBI

Whether you are a management team looking to arrange and fund a Management Buy Out (MBO) or Management Buy In (MBI), a business leader looking to run your own venture or a private equity house looking to find a quality MBI candidate to head up a large leveraged Buy Out, Jerroms Corporate Finance has a highly experienced private equity team in place to help you achieve your objectives.

Completing a successful MBO/MBI is a stressful and complicated process for any management team looking to take a greater ownership position with their business. It comes with some inherent risks of negotiating with funders as well as the seller (your employer) and it is critical that you are professionally advised right from the start.



# THE PROCESS



## **Deal Searching and Finding**

Using the criteria provided, we search and analyse any number of businesses (UK and International) to identify the ones that most closely adhere to the client's guidelines. We then categorise the results into three groups: high, medium and low correlation with the client criteria.

## **Evaluation/Valuation/Deal Structure**

Having identified potential target(s) we work closely with our clients to assess the likely valuation of the target and an options appraisal of how the deal might best be funded. Where necessary (and under strict confidentiality) we will work with potential funders to secure outline term-sheets to facilitate modelling of financial returns.

## **Approach/Negotiations/HOTs**

We will approach potential targets in confidence on behalf of our clients and act as intermediaries during the negotiation phase. At each stage of this process the emerging deal terms will be financially assessed and where appropriate discussed with funders. The outcome of a successful negotiation will be Heads-of-Terms (HOTs) drafted to a level of detail intended to mitigate scope for costly legal disputes.

## **Due Diligence**

Due Diligence is conducted by our experienced team who have extensive experience across a diverse range of sectors. The scope of DD services include financial (full or limited scope), market analysis, tax due diligence, vendor due diligence and investigative due diligence. Our reports address the clients requirements in a clear concise format, highlighting any fundamental concerns, enabling the client to make an informed decision.

## **Funding Structure**

We provide a full suite of services to assist individual buyers, corporate buyers, MBO and MBI teams to secure the finance that they may need to complete an acquisition transaction including:

Assisting with the development of the business plan, information memorandum and forecast models;  
Determining the optimum financial structure (commercial and taxation) for the deal;  
Select appropriate Debt and Equity partners from our extensive network and negotiate the best structure and deal for the management, benchmarking terms and pricing.

## **Project Management**

We project manage the entire deal from start through to completion.



# PHASE 1





# PHASE 2



# ACQUISITION DUE DILIGENCE

Due Diligence is a critical step in the acquisition. It provides an independent assessment of the business from which to make an informed decision.

The Due Diligence investigation is conducted by our experienced team who have extensive experience in a variety of transactions across diverse sectors. Our reports focus on the client's specific requirements in a clear concise format, highlighting any fundamental concerns.

We appreciate the importance of working to a tight timetable which is why we ensure regular two-way communication and agree the scope of the review at the outset. We take great care to deliver reports that reflect our client's needs but at the same time remain objective. If we uncover sensitive or critical issues, we bring these to your attention immediately and work to evaluate the implications and assess how best to proceed.





Business Acquisition Due Diligence takes a variety of forms and the scope of each project is tailored to the precise needs of the project in hand. Jerrons Corporate Finance offers a wide range of Buyside transaction Due Diligence services including:

- Financial Due Diligence (Full scope and Bespoke)
- Tax Due Diligence (Corporate, Personal and International)
- Market Due Diligence (Size, Trends and Competitive Landscape)
- Vendor Due Diligence (VDD)
- Investigative Due Diligence

ACQUISITION DUE DILIGENCE PROVIDES YOU WITH REASSURANCE ABOUT THE BUSINESS YOU ARE ACQUIRING AND HELPS TO IDENTIFY POTENTIAL RISKS. THE SCOPE OF A DUE DILIGENCE REVIEW IS BASED ON YOUR PARTICULAR REQUIREMENTS. HOWEVER, WE ALWAYS AIM TO ADDRESS SEVERAL FUNDAMENTAL QUESTIONS:

**How accurate or reasonable are the forecasts provided?**

**What warranties and indemnities need to be secured?**

**Is the deal structured in the most appropriate way?**

**Are there any deal breakers?**

**Are market projections supported by sector data?**

**What are the tax consequences of the deal now and in the future?**

**Are there risks around employment and staffing matters?**

**Is pension funding an issue?**



# PHASE 3



# ACQUISITION FUNDING SUPPORT



There are now more ways than ever to secure acquisition funding. The sources and types of finance have grown more numerous, complex and bewildering over the years and there is no sign that the market is going to get simpler any time soon.

Fear not; it is our job to know the sources of funding available, what they like and what they are less keen on, to advise on the options available, to help to put together the optimum blend of finance and to work together to approach the funding market.

We will determine the optimum financial structure (commercial and taxation) for the deal and help select appropriate Debt and Equity partners from our extensive network and negotiate the best structure and deal.

We are with our clients every step of the way and can help to prepare the reports, business plans and financial forecast models that the funders will require to support the application.

So, if you need to secure more funding for your acquisition, then we can discuss the range of options available and most suited to you.



# ACQUISITION TAX PLANNING

The acquisition process offers up a unique (frequently the only) opportunity to structure the new organisation to optimise its tax planning advantages. Questions like where the company will be located for tax purposes, revenue recognition policies, how shareholdings are structured, voting rights, dividend options and many more are often matters that are best agreed at the outset of the new life of a venture.

Jerroms Corporate Finance can assist with the options appraisal and the advantages/disadvantages of each of the choices. It may be a cliché but it is often the case that you will only have one opportunity to get these things right from the outset.





# VALUATIONS



Jerroms Corporate Finance can provide an expert, independent and objective valuation report. The value of a target acquisition can be driven by a variety of factors and often fits within a spectrum or range of possible values. Each valuation project is unique but will commonly take into consideration more than one valuation methodology.

Reports often consider a spectrum of values based upon the public market valuation of similar entities, the value of recent similar sector transactions (sales/purchases), asset values, earnings values, annuity/repeat income multiples and a variety of other tried and tested valuation techniques.



# MEET THE TEAM



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