

## SPECIAL BULLETIN

### Selling your Business

Selling your business can be stressful. If you don't feel confident in your ability to conduct the negotiations yourself, we recommend that you use the services of a professional advisor who will help achieve the best possible price and can structure the transaction to your advantage.

#### Grooming to sell

The state in which a business is sold can make a substantial difference to the price obtained. The better run a business is, the higher value the purchaser will place on it, other things being equal. Once you decide to sell your business you should start the grooming as soon as possible, as it may take some time. If grooming is done effectively, it can add substantial value to your business.

- Operating costs;
- Cash;
- Debtors;
- Stock;
- Fixed assets;
- Bank overdraft;
- Creditors;
- Borrowings; and
- Contingent liabilities.

#### Operations

When considering buying a business, a purchaser will pay most attention to the current year's and the next year's expected results - this will give them an indication of the level of expected return on their investment. Therefore, when selling your business you should consider the following aspects:

- Sales and margins;

#### Business Profile

A business profile or 'information memorandum' is a document that provides prospective purchasers with sufficient information to enable them to assess whether they would be interested in making such an acquisition.

A great deal of effort should be put into the preparation of the business profile as it will of ten be the document which has the biggest impact on the purchaser.

The business profile must be well set out, well referenced, and easily readable. If the document is lengthy, it is useful to include a summary. It should contain information on the following:

### **1 Ownership and history**

Date of incorporation, changes in ownership, and changes in the nature of operations.

### **2 Financial information**

The last 5 years' summarised profit and loss accounts, projections for the next 2 or 3 years, the last year-end balance sheet, the most recent balance sheet, and (where necessary) commentaries on the results.

The profit and loss account should exclude abnormal or non-recurring items and the interest costs of debt that are not to be assumed by the purchaser.

The balance sheet should exclude any assets and liabilities that will not form part of the sale transaction.

You must maintain a reconciliation between the financial statements included in the business profile and the actual financial statements.

### **3 Nature of operations**

Information on products, divisions, market share, research and development (including new products or services), significant accounting policies, and major suppliers, etc.

### **4 Customers and competitors**

Major customers and competitors, along with the market share and advantages held over competitors, should be disclosed only if this information is not sensitive and will not jeopardise the business.

This may be part of a more general SWOT (strengths, weaknesses, opportunities and threats) analysis.

### **5 Facilities and plant**

Location, area, size, current state, market value, leasehold conditions (if applicable) of facilities, and the age, cost, book value, and replacement cost of plant.

### **6 Management and organisational structure**

Age, qualifications, and experience (in the workforce, industry and business) of key management personnel, organisational structure including the reporting structure, number of staff in each area, and information systems (including computers and software).

### **7 Other staff**

A list of staff (those not included above) by division and location, particulars of working hour, overtime policy, bonus scheme, holiday entitlement, redundancy terms, and training programmes.

### **8 Future developments**

This is probably the most important section and should include new products, markets, changes in business structure, objectives and plans for expansion and growth.

### **9 Reasons for sale**

This will be one of the purchaser's first questions, so a truthful explanation of the reasons for selling should be included.

### **10 Other information**

Examples such as financial statements and details of information summarised in the above sections may be included in an appendix.

## **Negotiation process**

This stage is perhaps the most critical one of the whole sale process. You should prepare yourself by gathering information to try to achieve the best possible result in the negotiation process. Before entering the negotiation process, you should be aware of:

- The method the potential purchaser has used to come up with an offer. With this knowledge, you may be able to point out any flaws or misunderstandings in their methodology.
- The current market for similar businesses, so that you know comparative values and valuation methodologies.
- Other offers for the business, or lack of them, which will affect the way in which negotiations are undertaken.
- The price you want for the business, an acceptable price and the lowest price you will consider accepting. Establish these levels in advance to avoid unnecessary delays.
- Your available alternatives if you do not sell the business, e.g. winding up the business, waiting for another year, or trying again using different methods to attract offers. If you have alternatives available, there is less pressure for you to sell or accept an unreasonable price.
- Any concessions which you are prepared to give to the potential purchaser. Concessions may include the type of consideration, settlement period, vendor financing, the sale of the assets and liabilities of the business instead of the entity (to avoid any unforeseen liabilities), and taking responsibility for the collection of debts.
- The potential purchaser's reasons for buying the business. Having knowledge of the purchaser, their business, and their need for your business may help you to achieve a higher price.

An awareness of the above information will enable you to exhibit confidence in the negotiation process – helping you to obtain a higher price for your business.

## **Structuring the transaction**

After negotiations are completed, the two parties must determine exactly how and when you as the seller will be paid.

## **Purchase and sale agreement**

The time it takes to complete this final process may be lengthy depending on the particular circumstances. It is important that any possible future tax, contractual, or contingent liabilities be identified and generally indemnified against.

## **Why use an advisor?**

Appointing an advisor to help you sell your business will take a considerable burden off you in terms of time and worry. An advisor will assist you in achieving the best possible price and transaction structure.

The advisor should be able to demonstrate they have successfully completed a number of similar transactions, innovative ways of structuring the transaction, an in-depth knowledge of the surrounding tax and legal implications, access to in-house databases and business networks, and a thorough understanding of all aspects of the sale process.

The extent to which the above are satisfied would obviously depend on the degree of involvement required of the advisor and the costs you are prepared to pay. In deciding which advisor to use, you should consider:

- The advisor's reputation and experience;
- The advisor's fees;
- Whether the advisor can offer a complete service; and
- Whether you are comfortable with your advisor, as you could be working together for a substantial period.

## **Contact your advisor**

You should contact your advisor before making any business investment or sales decisions, and to help assess any business purchase or valuation to ensure that it meets the necessary and legal or financial requirements.