KBS corporate



BESPOKE. PERSONAL. TECHNICAL.

'One Day' the time will arrive when you need to consider your future, and that of your company and employees.

When that day arrives, you can trust that KBS Corporate will deliver an approach which provides the experience, expertise and technical knowledge to deliver a transaction built specifically around your requirements.



CURRENT MARKET

£1.1_{TN}

UK PLCs are sitting on over £1.1 trillion in cash reserves

9,477

Over 9,000 UK deals took place last year, 12% more than the year prior

1ST

The UK is the primary M&A target in Europe and third in the world

£490_{BN}

UK companies commanded over £490bn in transaction values last year

1 IN 4

One quarter of UK deals last year involved an overseas acquirer

£66BN

Last year, UK companies received over £66bn in Private Equity investment

WHY KBS CORPORATE?

The market leader in company sales. We listen. We're transparent, trusted, experienced and proven. Above all else, we focus on delivering a <u>transaction that is right for you.</u>

Founded over 20 years ago, KBS Corporate has established itself as the UK's No. 1 sales advisor by adopting an approach that is truly disrupting the traditional methodologies of company sales.

We're not your typical team of M&A advisers, we're entrepreneurs too. We have personally built, sold, floated and secured investments into many businesses.



A GROWING TEAM OF OVER 450 UK-BASED EMPLOYEES WORKING ON UK DEALS



A DIRECTOR LED, AWARD WINNING APPROACH TO COMPANY SALES



UNPARALLELED BUYER REACH, INCORPORATING AN EFFECTIVE BLEND OF BIG DATA, PROPRIETARY TECHNOLOGY AND EXPERIENCED RESEARCHERS



INDUSTRY-LEADING, BESPOKE AND CREATIVE PRESENTATIONAL MATERIALS



OVER £5_{BN} IN TRANSACTION VALUES AND THOUSANDS OF COMPLETED SALES



PART OF THE WIDER K3 CAPITAL GROUP PLC, OFFERING A FULL RANGE OF PROFESSIONAL SERVICES INCLUDING M&A ADVISORY, DEBT ADVISORY, RESTRUCTURING ADVISORY, FORENSIC SERVICES, AND TAX ADVISORY



EY HIGHLIGHTS















THE UK'S #1 CORPORATE M&A ADVISER

2022 - Q3

O1 - O3 2022 // MM4 - Undisclosed Values & Values up to US\$500m

	Deals
K3 Capital Group PLC	240
Grant Thornton	140
Rothschild & Co	89
PricewaterhouseCoopers	84
Houlihan Lokey	57
Ernst & Young	57
Benchmark	44
Clearwater	38
Lazard	37
KPMG	35

2020

FULL YEAR 2020 // MM4 - Undisclosed Values & Values up to US\$500m

	Deals
K3 Capital Group PLC	200
Rothschild & Co	100
PwC	88
KPMG	79
Deloitte	64
Grant Thornton	53
Houlihan Lokey	49
Benchmark	46
Jefferies	43
BDO	42

2021

FULL YEAR 2021 // MM4 - Undisclosed Values & Values up to US\$500

	Deals
K3 Capital Group PLC	332
Grant Thornton	169
Rothschild & Co	153
PricewaterhouseCoopers	150
Houlihan Lokey	118
KPMG	113
Deloitte	94
Bakerr Tilly	73
Benchmark	73
Ernst & Young	71

2019

FULL YEAR 2019 // MM4a - Undisclosed Values & Values up to US\$50r

	Deals
K3 Capital Group PLC	189
KPMG	116
PwC	111
Grant Thornton	83
Deloitte	78
Rothschild & Co	69
RSM	54
Benchmark	52
Houlihan Lokey	35
RDO	35

KBS corporate

K3 capital

UK'S LEADING CORPORATE M&A ADVISERS 2017 - Q3 2022 REFINITIV T Ρ **ADVISER DEALS K3 Capital Group PLC** 1,177 Rothschild & Co Grant Thornton 576 PricewaterhouseCoopers **KPMG** 526 Deloitte 391 Houlihan Lokey 309 Benchmark International 303 RSM Corporate 293 Ernst & Young 288 BDO 275 Baker Tilly 230 13 Lazard 213 Clearwater International 205 Oaklins 203 16 Goldman Sachs 187 17 JP Morgan 187 18 Lincoln International 180 19 Jefferies LLC 143 20 Alantra Partners 108 IMAP 21 72 22 Bank of America Merrill Lynch 62 23 62 Daiwa Securities Group 25 Raymond James Financial 56

#1

THE UK'S NUMBER ONE CORPORATE ADVISOR SINCE 2017

69%

MORE DEALS THAN ANY OTHER UK CORPORATE ADVISER SINCE 2017

25,552

CORPORATE ENQUIRIES RECEIVED IN 2021

2,446

BUYER MEETINGS ARRANGED FOR OUR CLIENTS LAST YEAR

704

OFFERS SECURED FOR OUR CLIENTS IN 2021

Data extracted from United Kingdom involvement rankings in the Thomson Reuters Q4 2017 Small Cap M&A Review, Thomson Reuters Q4 2018 Small Cap M&A Review, Refinitiv Q4 2019 Global Small-Cap M&A Review, Refinitiv Q4 2020 Global Mid-Market M&A Review, Refinitiv Q4 2021 Global Mid-Market M&A Review and Refinitiv Q3 2022 Global Mid-Market M&A Review to show leading Corporate advisory firms with a typical deal size in excess of £1m by deal volume.

OUR SUCCESS

Our team possess a rich history of completing transactions across all major sectors and delivering shareholder value for our clients for over two decades.





ACQUIRED BY



Location: Cheshire **Buyer:** Awareness Software Limited



ACQUIRED BY



Location: Hampshire **Buyer:** Stiles Harold Williams Partnership LLP



ACQUIRED BY



Location: Wales Buyer: RSK Group



ACQUIRED BY

GRANT RUSSELL

Location: Hampshire Buyer: Grant Russell



ACQUIRED BY



Location: Surrey **Buyer:** The Sammons Group



ACQUIRED BY



Location: Lincolnshire **Buyer:** Veljan Denison Limited



ACQUIRED BY



Location: Buckinghamshire **Buyer:** Discover IE Group plc



ACQUIRED BY

NORTHEND HOLDINGS LIMITED

Location: Essex **Buyer:** Northend Holdings Limited



ACQUIRED BY



Location: Stoke-on-Trent **Buyer:** Addtech



ACQUIRED BY



Location: Yorkshire **Buyer:** The White Sea & Baltic Co Ltd



ACQUIRED BY



Location: Essex Buyer: APCOA Parking



ACQUIRED BY



Location: Lancashire **Buyer:** Citation Group







Location: Greater Manchester **Buyer:** Ravago



ACQUIRED BY



Location: Wales Buyer: Foresight



ACQUIRED BY



Location: Wiltshire
Buyer: PHD Industrial Holdings



ACQUIRED BY



Location: Northamptonshire **Buyer:** Intercity



ACQUIRED BY



Location: Greater Manchester **Buyer:** Parabellum Investments



ACQUIRED BY



Location: Measurement & Calibration **Buyer:** WIKA Instruments



ACQUIRED BY



Location: Greater Manchester
Buyer: Ravago



ACQUIRED BY



Location: Measurement & Calibration **Buyer:** Construction Testing Solutions



ACQUIRED BY



Location: Greater Manchester **Buver:** Business Growth Fund



ACQUIRED BY



Location: Hertfordshire **Buyer:** Jatania Holdings



ACQUIRED BY



Location: Greater Manchester **Buyer:** Strathray Capital



ACQUIRED BY



Location: Kent **Buyer:** Intelligent Workplace Solutions



ACQUIRED BY



Location: Staffordshire **Buyer:** FMG Support Group



ACQUIRED BY



Location: Tyne and Wear **Buyer:** Newable Capital



ACQUIRED BY

GABRIEL PRIVATE INVESTMENTS LTD

Location: Berkshire **Buyer:** Gabriel Private Investments Ltd



ACQUIRED BY

TOTAL CLEAN SERVICES LTD

Location: London **Buyer:** Total Clean Services Ltd



ACQUIRED BY



Location: Tyne and Wear **Buyer:** RG Fluid Power Group

BKS Logistics

ACQUIRED BY



Location: Buckinghamshire **Buyer:** Sadita

IPRecruitment Ltd

ACQUIRED BY



Location: Hertfordshire Buyer: Kenect Recruitment



ACQUIRED BY

KINGDOM

Location: West Midlands **Buyer:** Kingdom Group



ACQUIRED BY



Location: Scotland **Buyer:** VINCI Energies



ACQUIRED BY



Location: Yorkshire Buyer: Sedgwick



ACQUIRED BY



Location: Devon **Buyer:** MBO (via Newco)



ACQUIRED BY



Location: Wales Buyer: NW Logistics robertsoncooper

ACQUIRED BY



Location: Greater Manchester **Buyer:** handl Group

√ SureTrans

ACQUIRED BY

BANYAN SUPPLY CHAIN SOLUTIONS LIMITED

Location: Bedfordshire **Buyer:** Banyan Supply Chain Solutions

Jenrick

ACQUIRED BY



Location: Wirral Buyer: McGinley Group



ACQUIRED BY

MERSEY INDUSTRIES

Location: Derbyshire **Buyer:** Mersey Industries



ACQUIRED BY



Location: Wales
Buyer: Grosvenor Health & Social Care



ACQUIRED BY



Location: Hertfordshire **Buyer:** Churches Fire & Security



ACQUIRED BY



Location: Northern Ireland Buyer: Fingleton White

MCLEOD CABINS LTD

ACQUIRED BY

RENTACABIN LIMITED

Location: Oxfordshire **Buyer:** Rentacabin Limited



ACQUIRED BY



Location: Lancashire **Buyer:** Aquapac International



ACQUIRED BY



Location: Buckinghamshire **Buyer:** Bristish Rototherm



ACQUIRED BY



Location: Wirral
Buyer: Business Delta



ACQUIRED BY



Location: London Buyer: Eutotux



ACQUIRED BY



Location: Yorkshire **Buyer:** E-Quality Learning



ACQUIRED BY

SUCCESSION LTD

Location: Northumberland **Buyer:** Succession Ltd



ACQUIRED BY



Location: Cheshire **Buyer:** United Tooling Solutions



ACQUIRED BY



Location: London **Buyer:** Network Communications

Group



ACQUIRED BY



Location: Nottinghamshire **Buyer:** Phenna Group



ACQUIRED BY



Location: Cheshire **Buyer:** RSK Group

GOLFSUPPORT

ACQUIRED BY

INSPIRING

Location: Nottinghamshire **Buyer:** Inspiring Capital



ACQUIRED BY



Location: Yorkshire **Buyer:** Tactus Group



ACQUIRED BY



Location: Surrey Buyer: Abracs



ACQUIRED BY



Location: Scotland Buyer: Johnson Controls



ACQUIRED BY



Location: Lincolnshire **Buyer:** Kingswood



ACQUIRED BY



Location: Durham Buyer: QuestGates





Location: Yorkshire **Buyer:** Checkmate Fire Solutions



ACQUIRED BY



Location: Berkshire **Buyer:** SKG Acquisitions



ACQUIRED BY



Location: Scotland Buyer: Razorblue



ACQUIRED BY



Location: Yorkshire **Buyer:** Construction Testing Solutions



ACQUIRED BY



Location: Yorkshire
Buyer: OBG Pharmaceuticals



ACQUIRED BY



Location: Cheshire **Buyer:** Jargon PR



ACQUIRED BY



Location: London Buyer: Ansor



ACQUIRED BY



Location: West Yorkshire **Buyer:** Bedroq



ACQUIRED BY



Location: Nottinghamshire **Buyer:** Elanders UK



ACQUIRED BY



Location: Berkshire **Buyer:** Sprint Integration



ACQUIRED BY



Location: Essex
Buyer: Second Chance Holdings



ACQUIRED BY



Location: Kent Buyer: REL Capital



ACQUIRED BY



Location: Wales Buyer: Red Kite Law



ACQUIRED BY

PRIVATE INVESTOR

Location: West Yorkshire **Buyer:** Private Investor



ACQUIRED BY



Location: Merseyside **Buyer:** Gentex Corporation



ACQUIRED BY

G&J (CNC) LIMITED

Location: Hampshire **Buyer:** G&J (CNC) Limited



ACQUIRED BY

MANAGEMENT BUYOUT

Location: Yorkshire **Buyer:** Management Buyout



ACQUIRED BY

MANAGEMENT BUYOUT

Location: Greater Manchester **Buyer:** Management Buyout



ACQUIRED BY

NATIONAL PRINT SOLUTIONS

Location: Yorkshire **Buyer:** National Print Solutions



ACQUIRED BY



Location: Liverpool **Buyer:** City Tool Hire



ACQUIRED BY



Location: Cheshire **Buyer:** Tectrix Solutions



ACQUIRED BY



Location: Wales Buyer: CDS



ACQUIRED BY



Location: Leicestershire **Buyer:** TGM Partners



ACQUIRED BY



Location: Yorkshire **Buyer:** PSR Group



A ALFAGOMMA

Location: Lincolnshire **Buyer:** The Alfagomma Group

GrayBar

ACQUIRED BY



Location: Staffordshire **Buyer:** NIBE



ACQUIRED BY



Location: Yorkshire Buyer: handl Group



ACQUIRED BY



Location: Buckinghamshire **Buyer:** Access Control Systems



ACQUIRED BY



Location: Yorkshire **Buyer:** BontexGeo



ACQUIRED BY



Location: Kent Buyer: Haki



ACQUIRED BY



Location: Devon **Buyer:** 2020 Logistics Solutions



ACQUIRED BY



Location: Cambridgeshire **Buyer:** New Path Fire and Security



ACQUIRED BY



Location: Yorkshire **Buyer:** Ansor



ACQUIRED BY



Location: London Buyer: ERM



ACQUIRED BY



Location: Staffordshire Buyer: Shift Online



ACQUIRED BY



Location: Northern Ireland Buyer: Orkla PLC



ACQUIRED BY



Location: Northamptonshire **Buyer:** Abel Alarm Co



ACQUIRED BY



Location: London Buyer: Tela Technology



ACQUIRED BY



Location: Shropshire **Buyer:** Rural Broadband Solutions PLC



ACQUIRED BY



Location: Norfolk Buyer: Netbox Digital



ACQUIRED BY

PRIVATE INVESTOR

Location: Wales **Buyer:** Private Investor



ACQUIRED BY



Location: West Sussex **Buyer:** Picross Engineering



ACQUIRED BY



Location: West Midlands **Buyer:** Standby Group/Argynnis



ACQUIRED BY



Location: Tyne and Wear **Buyer:** Ansor



ACQUIRED BY

MANAGEMENT BUY IN

Location: East Midlands **Buyer:** Management Buy In



ACQUIRED BY



Location: Surrey
Buyer: New Era Technology



ACQUIRED BY



Location: Devon **Buyer:** Supplies For Candles



ACQUIRED BY



Location: West Midlands **Buyer:** Johnson Controls





Location: Lancashire Buyer: Kingspan PLC



ACQUIRED BY



Location: Cheshire
Buyer: Northern Powerhouse
Investment Fund



ACQUIRED BY



Location: Staffordshire **Buyer:** Descours & Cabaud



ACQUIRED BY

hickton group.

Location: Bristol
Buyer: Hickton Group



ACQUIRED BY



Location: Cambridgeshire **Buyer:** Foresight



ACQUIRED BY



Location: Scotland **Buyer:** Ansor



ACQUIRED BY



Location: Lincolnshire Buyer: Enva Group



ACQUIRED BY



Location: Surrey **Buyer:** Ethos Partners



ACQUIRED BY



Location: Warwickshire **Buyer:** TGM Partners



ACQUIRED BY

AGAVE LANDSCAPE LIMITED

Location: Cornwall

Buyer: Agave Landscape Limited



ACQUIRED BY



Location: West Yorkshire Buyer: Newable Capital



ACQUIRED BY



Location: Cheshire **Buyer:** Radius



ACQUIRED BY



Location: Tyne and Wear **Buyer:** IPO Capital



ACQUIRED BY



Location: Cheshire **Buyer:** Cromar Building Products



ACQUIRED BY

TOTAL MANAGED DOCUMENT

Location: Northamptonshire
Buyer: Total Managed Document
Solutions



ACQUIRED BY



Location: Kent **Buyer:** Farnborough Tool Hire



ACQUIRED BY



Location: Yorkshire **Buyer:** H.E. Barnes

BIG BOLT LTD



ACQUIRED BY

Location: Sussex **Buyer:** Opus LED



ACQUIRED BY



Location: Scotland **Buyer:** Rubix UK



ACQUIRED BY



Location: East Yorkshire **Buyer:** Amphenol



ACQUIRED BY



Location: London
Buyer: Permanex Site Security



ACQUIRED BY

CHESTER HEALTHCARE LIMITED

Location: West Midlands **Buyer:** Chester Healthcare Limited



ACQUIRED BY



Location: Hertfordshire **Buyer:** Palmer & Parker



ACQUIRED BY



Location: Surrey **Buyer:** One Health Communications Group





UK CORPORATE FINANCE FIRM OF THE YEAR



CORPORATE FINANCE FIRM OF THE YEAR - UK



UK CORPORATE FINANCE FIRM OF THE YEAR



UK CORPORATE FINANCE ADVISORY OF THE YEAR



INVESTORS IN PEOPLE ACCREDITED



KBS Corporate



NATIONAL COVERAGE

Throughout the past two decades, we have consistently delivered outstanding results for our clients. The map opposite illustrates the volume of deals completed throughout the UK over the past 5 years, and some of the deals we have completed within each region, demonstrating the success of our national, yet local approach.

ROUTE MONKEY WEST LOTHIAN

LECA DENTAL LABORATORY

GLASGOW

ARC BUILDING SOLUTIONS

YORKSHIRE

ASSENT BUILDING CONTROL

WEST YORKSHIRE

NITRONICA

NORTHERN IREI AND

NATURES AID

SUPERBIKE FACTORY

CHESHIRE

SAR RECYCLING

LINCOLNSHIRE

SECURE RETAIL

EAST MIDLANDS

SGS ENGINEERING

FAST MIDI ANDS

PP CONTROL & AUTOMATION

WEST MIDLANDS

MATTEST SOUTHERN

HERTEORDSHIPE

HCD GROUP

SOUTH GLAMORGAN

ALPS

SOMERSET

RENAISSANCE RETIREMENT

HAMPSHIRE

PET MATE

SURREY



IN YOUR WORDS



"I wanted to say thank you for carrying me through this process. You have been amazing in your constancy and diligence. There is absolutely no way that I would have achieved this result without you."

CARL BARTON
SECURE RETAIL



"I received an excellent service from KBS when selling my previous business, from the initial meeting with to the continued support of the team. I would recommend KBS if you are looking to sell your business."

ADRIAN DANAGHER GEO-INFO



"Dave and Stuart, sincere thanks to you both. My hunch is that this one might go down in the record books but both of you showed huge resilience and without this we would never have got it over the line."

> KEITH WILLIAMS MOBIUS NETWORKS



"KBS helped us in selling our business. An indepth and demanding process especially with so many players involved. I was impressed with the professionalism, flexibility and the outstanding attitude of the KBS team."

YOUSSEF AGHNIM ENGINEERING SAFETY CONSULTANTS



"Right from the start, the information provided to us about the process was exactly how it turned out to be. The support and service that Annie [Shiel] provided to us couldn't have been better in reaching our expectations."

MICHAEL BIGGIN
ADMIRAL WEALTH MANAGEMENT

SOCK ACADEMY

"Exceptional from start to finish. Recently completed on the sale of our business and can honestly say it wouldn't have happened without KBS. Cannot recommend highly enough."

GARRY SCHAFFER SOCK ACADEMY

Gateley Plc

"We choose to work with KBS because of the sheer number of quality transactions they work on, they are prolific in closing transactions on behalf of sellers."

> KHURSHID VALLI GATELEY PLC



"[The research carried out by KBS Corporate] actually taught me a little bit about my own business. It was very readable as well, which was also important."

STEVE NIXON WELDFAST



"KBS provided us with invaluable guidance and outstanding support throughout the sale of our company. I would recommend them without hesitation to anyone looking to sell a business."

MARK LAINCHBURY E-DATAWARE



"KBS adopt a friendly, professional, and innovative approach which is 100% client focussed. The results they achieve really do pay testament to their hard work and dedication."

TLT



"I'm very happy. I thought Tom [Eatough] was excellent and he kept us well informed as the deal went along and gave us good advice as and when we required it."

SCOTT BROWN EIB GROUP



"The support and marketing materials provided by KBS Corporate lived up to my expectations. They were able to present a deal structure I hadn't considered before but we were comfortable with structure produced."

DAVID LANGDON CARRADICE OF NELSON



"I found KBS Corporate's service professional and extremely thorough. Their attention to detail, especially in advertising and marketing, paid dividends with a number of enquires leading to the sale of the company."

SIMON THOMSON FORMBY TOOL HIRE

Intilery

"I thought [the research and information] was excellent. The quality was really, really good and very professionally done. The output was very good and I was very happy with the range of buyers."

GARETH JAMES INTILERY.COM



INTRODUCING TRIPLETRACK

Unlike most advisors, KBS Corporate can offer a holistic 'TripleTrack' approach which encompasses exploring all the available routes required for a potential sale.

This scenario provides you with the choice of buyer types which realises the locked in value and ensures shareholder objectives are met. It is essential that shareholders choose an advisor that can administer a sale to:







We will endeavour to provide you with a range of potential trade acquirers, considering both UK and International where appropriate, often from within an equivalent or complementary sector. Typically, a trade acquirer would offer a full exit upon completion.

An ideal way of releasing value in your business and achieving growth without giving up full control with the support of professional investors. Our internal resources and contacts will identify UK and overseas PE and investment groups of all sizes.

This route can allow partial realisation of value at float, an increased profile for your company and access to capital for future growth. IPOs within the UK have increased by over 20% in the last 5 years.







A CONFIDENTIAL PLATFORM **COMPRISING MULTIPLE BIDS** FROM DIFFERENT BUYER TYPES IN ORDER TO DRIVE OPTIMUM **CONDITIONS AND LEVERAGE VALUE THROUGHOUT THE TRANSACTION**

KBS CORPORATE FINANCE

KBS Corporate Finance's boutique, tailor-made service is designed to put your business at the heart of our process.

We truly understand what your business means to you and we appreciate that any decision to pursue a sale or inward investment is never taken lightly. Your business becomes personal to us, meaning we will only work with a select few clients at any one point so that we can dedicate the time, attention and effort that you and your business truly deserves.

We are committed to developing a personal partnership with you throughout the process, ensuring that the results we achieve not only meet, but exceed your objectives and expectations.

Our team have a vast wealth of experience and specialise in lead advisory and transaction support for company sales with values up to £200m. Our hand-picked team of Corporate Financiers have experience in owning, running, exiting and providing lead advisory on businesses across many sectors.

We understand the time and effort it takes to grow a business, so we ensure that we use our time and effort to achieve the best possible value for our clients. Our team utilises the expertise that they have developed over decades of working both within trade and M&A across the UK, Europe and the United States - putting us in the best position to guide our clients on their own journey.



OUR APPROACH









Once you have taken the important decision to mandate KBS Corporate, our primary aim is to fully understand your objectives and what you, as shareholders, want to achieve. We then need to comprehend every aspect of the company in great detail from an operational, managerial, financial and strategic perspective. Only by doing this can we ensure that our bespoke service is specifically tailored to your company and your requirements.

We will produce a number of 'best in class' presentational documents in order to illustrate the key aspects of the opportunity. Our designated document writers and marketing professionals will work closely with you to produce a bespoke Information Memorandum (IM) and a confidential Opportunity Summary, ensuring they are of the highest quality.

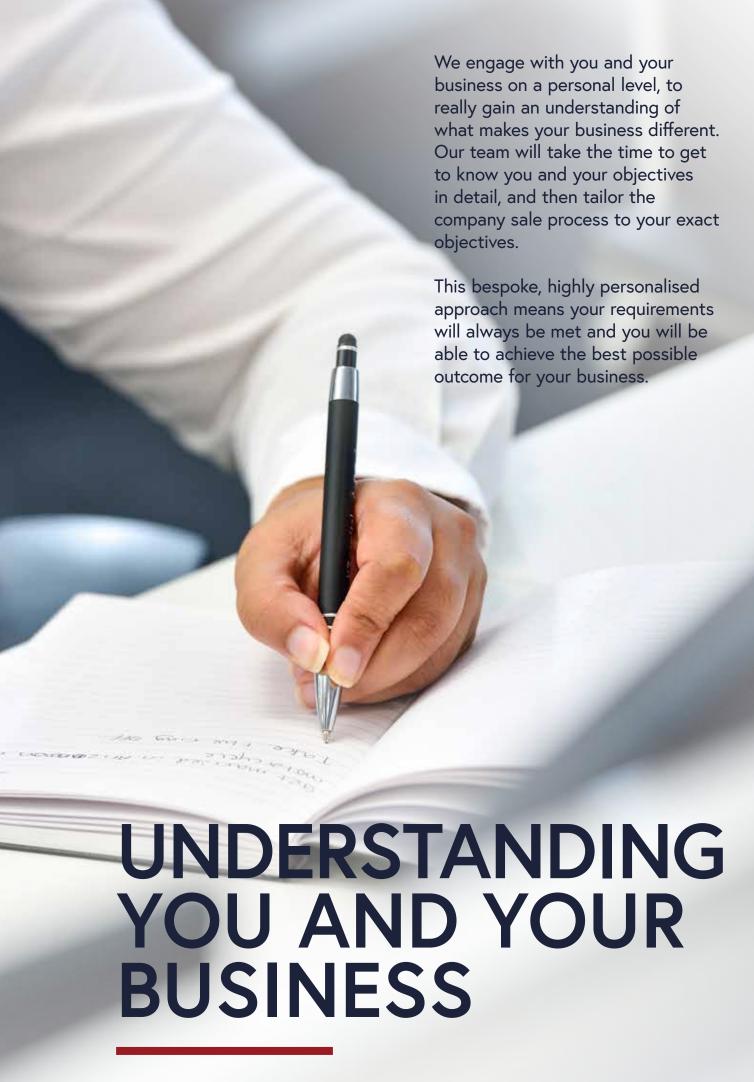






Our objective is to provide the most comprehensive 'Buyer Reach' within our industry. With a combination of superior marketing techniques, investment into business intelligence systems and expert buyer identification practices utilising 'big data', we will explore every possible avenue in our search for your perfect buyers.

KBS Corporate drives forward the process to ensure momentum is maintained, this is done by lifting much of the workload from you, allowing you to run your business and deliver the expected performance. We understand the due diligence process and have the knowledge and experience to ensure that the legal process is handled with the care and attention that it deserves.



YOUR OBJECTIVES



What are your objectives as a shareholder? What motivations do you have in pursuing a sale and what are your ideal timescales to securing a full or partial exit?



DEAL STRUCTURES



Cash on completion? Equity release? Deferred income over a steady period? Which deal structures would allow you to achieve your exit goals?



VALUE EXPECTATIONS



What are your ultimate price expectations and conditions for exit?



CONFIDENTIALITY

We will work to your required confidentiality levels throughout the process, ensuring a level of discretion and protection which goes beyond the industry standard.



YOUR COMPANY



We will appraise your company in fine detail to determine its key attributes, value drivers and USPs to help maximise its attractiveness to purchasers.

PRESENTING YOUR COMPANY

We guarantee to present your company to market with the highest quality documents, marketing and research processes, to showcase your company in the best possible light. We treat every business as if it were our own, ensuring that we illustrate the key aspects of the opportunity, and capture the most powerful value drivers of your business. Our professional team of qualified, in-house copywriters work with you to fully understand the commercial and financial aspects of your company, providing critical 'outside of the box' ideas to engage any potential acquirers.





OPPORTUNITY SUMMARY

The Opportunity Summary, or 'Teaser' document, will form an essential part of the process, which will highlight the key information, without disclosing any specific identifiers.

We understand that privacy and confidentiality can be a concern when embarking on a company sale, so our team are trained to ensure your data and confidentiality is always our main priority.



INFORMATION MEMORANDUM

An Information Memorandum (IM) will present full details and highlights of your business to the market. We pride ourselves on our creative and unique IMs, and we will work with you throughout the entire process to ensure the document is informative and powerfully portrays both the success and ethos of your company.

This document, once signed off by you, is sent to appropriate interested parties only once you have reviewed and approved them.



FINANCIAL FORECASTS

For a business showing significant growth potential, an objection or concern of the client could be that they may only receive an offer based on current profits and they then wish to stay on for a few years to grow the company. KBS Corporate will produce a detailed financial model or forecast to illustrate a strong argument to buyers that 'earn outs' based on future projections will represent a solid investment, whilst achieving maximum value for our client.

Financial modelling is a way of realising future performance value now based upon the projected profitability of the business. It is a detailed future projection of a company over, typically, the next 2-5 years. It will generally incorporate a fully integrated profit and loss, balance sheet and cash flow working that can be used to demonstrate the 'future' value of a business to potential acquirers.

INFORMATION

BUYER REACH



WE LOOK WHERE OTHERS WOULDN'T THINK TO LOOK

At KBS Corporate, we make it our objective to provide you with the most comprehensive 'buyer reach' within the industry, maximising the level of interest in your business and attracting a wide range of potential buyers.

We have made significant investments into developing bespoke, state of the art systems, incorporating 'big data' from various leading sources in order to ensure that we hold the latest information on who is acquisitive within your sector and who has the financial means, the expertise and the desire to acquire and grow your company.

"WE MAKE IT OUR OBJECTIVE TO PROVIDE YOU WITH THE MOST COMPREHENSIVE 'BUYER REACH' WITHIN THE INDUSTRY."

MATT CLANCY DIRECTOR

BUYER IDENTIFICATION

1. ACQUIRER PROFILING

We undertake an acquirer profile brainstorming session between you and the KBS Corporate Research Team in order to build up a picture of the purchaser's likely attributes

2. IDENTIFYING PROSPECTS

Utilising both our bespoke Buyer Matching Engine and traditional desk research, we will identify and create a Buyer Analysis Report (BAR)

3. EVALUATING PROSPECTS

We will work closely with you to evaluate the initial prospect list and identify and prioritise those who all parties feel could potentially be a suitable acquirer for your company

4. PROACTIVE TARGETING

Based on our discussions, we will commence a proactive, multi-channel targeting campaign to open a dialogue with those we have identified as potential acquirers

5. OBTAINING INTEREST

We will obtain signed non-disclosure agreements from interested parties and apply further screening to ascertain their purchase capability

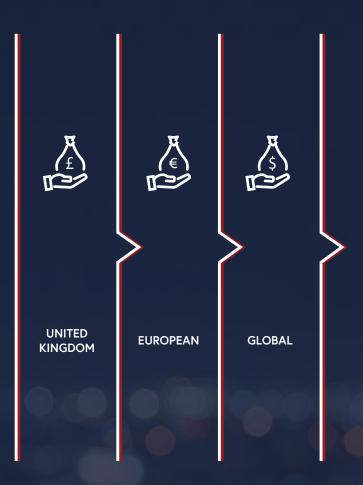
6. FINAL QUALIFICATION

We discuss all interest with yourself as and when it is received, and offer our recommendations as to where we believe we should release more information and invite offers for the business

WE LOOK WHERE OTHERS WOULDN'T THINK TO LOOK

Your Buyer Analysis
Report (BAR) will contain
prospects from a range
of buyer types, where
relevant, identifying
companies who may be
motivated to acquire your
business and have the
financial capability to do
so.

Once the final list has been agreed, we will set out on an all-encompassing, multi-channel approach to ensure that we secure as many genuine expressions of interest as possible from our professional network, our online portals, and our retained buyers as well as 'off-market' buyers, where our Research Analysts have identified a synergistic fit to your company.



TRADE

TYPICALLY INCORPORATES BUYERS FROM EQUIVALENT OR COMPLEMENTARY SECTORS WHO WILL SEE THE SYNERGISTIC VALUE OF THE OPPORTUNITY

- Range of private and public trade buyers including vertical, horizontal and synergistic acquirers
- Compiled through a combination of bespoke technology platforms and a vastly experienced research team
- Access to over 310 million companies worldwide
- Data on over 1.7m transactions in the global M&A market
- Our team are experienced in completing deals to trade acquirers in the UK, Europe and beyond



PRIVATE EQUITY

CAN ALLOW SIGNIFICANT REALISATION OF VALUE, WHILST POSITIONING THE BUSINESS AND ITS MANAGEMENT TEAM ALONGSIDE A SEASONED INVESTMENT PARTNER



IPOs, MBIs/MBOs, EMPLOYEE OWNERSHIP
TRUSTS AND ALTERNATIVE INVESTMENT
VEHICLES

OTHER



- We work closely with private equity contacts of all sizes, making investments from £1 million through to several hundred million pounds
- We have a rich history of achieving investments from PE firms which have far exceeded our clients' initial value expectations
- A global connection network of over 5,000 private equity houses who are looking to invest in the UK
- Our process allows us to think outside the box and target alternative buyer types
- These might include institutional investors such as pension funds, investment banks, and mutual funds, or alternative investors such as family offices
- We also have experience of Employee Ownership Trusts (EOTs) which offer significant tax breaks for the selling shareholder
- Built from over 20 years of dealmaking, our database is one of the most comprehensive in the industry



HARNESSING TECHNOLOGY

The Buyer Matching Engine (BME) is a bespoke, proprietary piece of software, developed by KBS Corporate, which uses big data and algorithms to streamline the buyer research process.

The BME allows KBS Corporate's Research Analysts to accurately search and filter a variety of criteria, including financial information and past acquisition activity, to identify the most appropriate and motivated buyers.

The system's algorithms will then score each prospect, creating a priority list to ensure our Research Analysts adopt the most efficient contact strategy to maximise interest. This process has seen KBS Corporate generate 48% more expressions of interest.



Monitoring and analysing the activity of some of the world's leading professional investors and their portfolios allows KBS Corporate to determine which Private Equity firms have experience and knowledge within its clients' sectors.



The BME provides the Research Analysts with historical acquisitions data on acquirers across the globe. This helps KBS Corporate to identify who is active within the sector and which companies are on the 'acquisition trail'.



The BME allows the user to search for suitable acquirers based on their financial capabilities to acquire. Unlike standard 'off-the-shelf' platforms, the Buyer Matching Engine incorporates intelligent 'Buyer Traits', including those that are building up cash reserves or undergoing a period of consistent high growth.



The BME allows us to 'cut' our databases geographically, whether that is by postcode, region or country. It also allows us to identify where serial acquirers or retained buyers have acquired previously, meaning we can place a greater emphasis on targeting those operating in the region in which our clients are based.

A GLOBAL APPROACH

The M&A industry is a truly global market and the UK is a country at the forefront of the industry. Last year, companies in the UK were the third most in demand across the globe, and remained the most dominant target country within the whole of Europe. Buyers from across the globe are actively seeking quality UK acquisitions and taking advantage of favourable exchange rates.

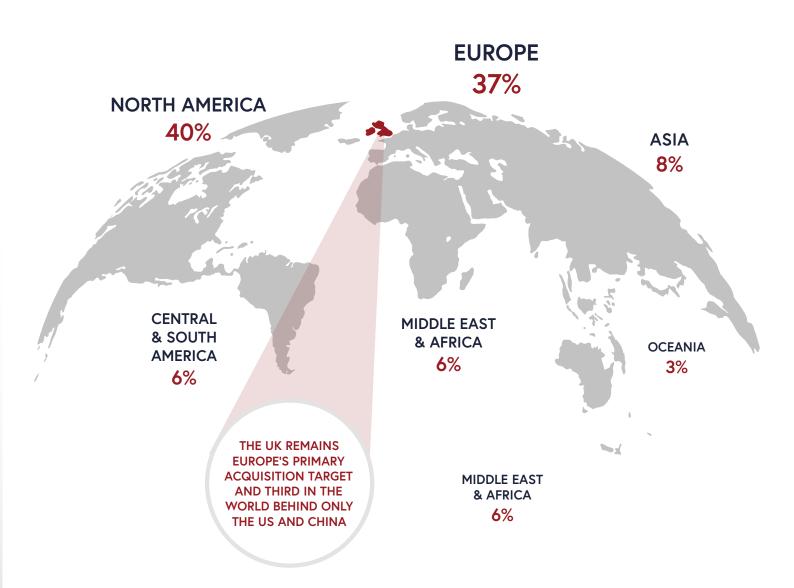
We have vast experience and knowledge in facilitating transactions to overseas trade acquirers and, where relevant, will demonstrate feasible targets to our clients. Within the research and data teams, we have multi-lingual speakers who will proactively discuss the opportunity with potential acquirers and convey the benefits and synergies of the acquisition.







The map below highlights the geographical breakdown of overseas acquirers that made investments into the UK market last year:



DELIVERING YOUR TRANSACTION

QUALIFIED BUYER MEETINGS

- INITIAL EXPLORATORY
 MEETING WE WILL
 WORK WITH YOU ON
 HOW TO CONDUCT THE
 MEETING
- YOU ARE PREPARED
 FOR ANY POTENTIAL
 QUESTIONS THAT MAY
 BE ASKED
- ADDITIONAL MEETINGS MAY REQUIRE OUR ATTENDANCE AND PROFESSIONAL MANAGEMENT PRESENTATIONS

INDICATIVE OFFERS

- FOLLOWING THE MEETING, WE WILL INSTIGATE AND ENCOURAGE INDICATIVE OFFERS
- DATA ROOM INTRODUCTION
- DATA ROOM
 'FOOTPRINT' CONTINUED PROFILING
 AND ASSESSMENT
- WE CAN LOOK TO UNDERSTAND THE POTENTIAL ACQUIRERS' VIEWS ON THE VALUE OF YOUR COMPANY
- CAREFUL ANALYSIS
 OF INDICATIVE
 OFFERS RECEIVED TO
 DETERMINE THE BEST
 STRATEGY TO HANDLE
 EACH BIDDER

COMPETITIVE BIDDING AND NEGOTIATION

- WE WILL SEEK TO REAFFIRM THE VALUE DRIVERS OF YOUR COMPANY AND RELATE THEM SPECIFICALLY TO EACH BUYER AND THEIR ACQUISITION OBJECTIVES
- THIS WILL ALLOW
 US TO CREATE
 A COMPETITIVE
 ENVIRONMENT
 AMONGST THE BIDDERS
 TO MAXIMISE YOUR
 VALUE
- INVITE FINAL OFFERS
- UNDERTAKE A
 COMMERCIAL REVIEW
 OF EACH OFFER AND
 ITS DELIVERABILITY IN
 ALIGNMENT WITH YOUR
 OBJECTIVES

Our dedication to your business doesn't end following the receipt of interested parties. We have a team of experienced Directors and Deal Executives who will guide you through the entire process, working to negotiate a higher deal for your company, whilst simultaneously providing support and advice throughout the transaction.

OFFER ACCEPTANCE AND HEADS OF TERMS

- AFTER A DETAILED REVIEW OF FINAL OFFERS, YOU SELECT YOUR PREFERRED BIDDER
- DISCUSS AND AGREE EXCLUSIVITY PERIOD
- P WE PLAY AN ACTIVE
 ROLE IN STRUCTURING
 HEADS OF TERMS AND
 LIAISING WITH LEGAL
 REPRESENTATIVES OF
 BOTH PARTIES
- WE CONTINUE TO ADD VALUE TO THE DEAL BY ENSURING THE HEADS ARE STRUCTURED IN ORDER TO MAXIMISE YOUR POSITION
- WE WILL MAINTAIN A DIALOGUE WITH ALL PARTIES TO ENSURE SMOOTH NEGOTIATION

DUE DILIGENCE AND DATA ROOMS

- WE POSSESS AN INDEPTH UNDERSTANDING
 OF THE DUE DILIGENCE
 PROCESS AND
 WILL APPLY OUR
 KNOWLEDGE AND
 EXPERIENCE TO MAKE
 THIS AS EFFICIENT AS
 POSSIBLE
- THROUGH SECURE
 VIRTUAL DATA
 ROOMS, WE CAN
 ENSURE COMPLETE
 ACCESSIBILITY FOR
 ALL PARTIES TO UP-TO DATE AND DETAILED
 INFORMATION
- BY MAINTAINING MOMENTUM AT THIS STAGE, WE CAN AVOID ANY POTENTIAL 'BOTTLE NECKS' FURTHER DOWN THE LINE

LEGAL PROCESS/ COMPLETION

- IF THERE ARE NO LEGAL ADVISORS IN PLACE, WE CAN RECOMMEND LEGAL REPRESENTATION THROUGH OUR PANEL OF INDEPENDENT LEGAL ADVISORS
- WE CAN ALSO WORK
 WITH YOUR INCUMBENT
 LEGAL ADVISERS
- WE WILL OVERSEE
 AND MANAGE AN
 EFFECTIVE COMPLETION
 BY WORKING
 CLOSELY WITH ALL
 ADVISORY PARTIES
 AND FACILITATING THE
 AGREEMENT OF THE
 SALE AND PURCHASE
 AGREEMENT (SPA)



Our carefully selected partners will work alongside KBS Corporate throughout the legal process, assisting in all areas of confidentiality, negotiation, due diligence, Heads of Terms and the Sale and Purchase Agreement.

By choosing to use one of our partners, your legal fees are incorporated into our transaction success fee, meaning they are fully contingent and only payable at completion.

THE BENEFITS TO YOU

Our nominated panel of legal service providers have been chosen because they possess many years of experience in advising sellers and buyers on both sides of a transaction. Their services can benefit you, as a shareholder considering a sale, through:

- Providing the highest level of corporate transaction expertise
- Providing experience in dealing with cross-border, investment and PLC transactions
- · Taking ownership of issues and providing solutions
- Anticipating problem areas and presenting them appropriately to the buyer on your behalf
- Ensuring that buyers can carry out a focused due diligence exercise efficiently, in a way which suits you
- Helping to maintain control of the transaction up until the point of completion
- In the unlikely event that legal work is started, but the sale does not complete, no legal fees will be payable

800 PARTNERS ACROSS 63 UK OFFICES Gateley /





Fieldings Porter

gunnercooke

















TRANSACTIONAL TAX ADVISORY

Through KBS Corporate's sister company, K3 Tax Advisory, we can offer our clients a full review of their transaction to identify any tax risks and minimise your tax burden.

Our specialism lies in advising on, and mitigating, the tax implications that typically accompany business sales, acquisitions and restructuring.

Our team can conduct a full pre-sale review to ensure that you do not pay more tax on the sale of your business than is necessary, and will work with HMRC to gain clearance on favourable tax rates.

Our team's expertise in all aspects of corporate finance, tax structuring and employer tax solutions allows us to ensure that your tax burden is considered to its fullest extent, and you are gaining maximum value on a sale.

WHY TAKE SPECIALIST TAX ADVICE ON A COMPANY SALE?

Many accountants provide a great service to their clients in normal times, but do not necessarily have the specialist knowledge to advise on a once-in-a-career business sale.

Our experts have the experience and demonstrable track record of identifying when pre-deal restructuring or changing the structure of a transaction could mean less of your sale proceeds are paid away as tax.

Finding a buyer and agreeing on a price isn't the end of the story. We know how to deal with the tax questions that buyers will ask and can help resolve any problems that arise along the way. Having the right advisers in place from the beginning protects your sale price and reduces your long-term tax risks.

Sales often require HMRC clearance to guarantee favourable tax rates. Our expertise and rich history in dealing with HMRC means that your case can be made clearly and persuasively to secure the most favourable outcome for you.

WHAT WE OFFER

No two transactions are the same, but there are common tax factors. Understanding these helps deals to run smoothly and maximise value. These are our key tax services which can be tailored to the needs of your business.



Pre-sale review to identify tax risks and planning opportunities.



HMRC clearances required to guarantee favourable tax rates.



Review of legal documents, warranties and indemnities for tax purposes and explain the issues involved to support negotiations.



Group reorganisation and asset extraction before sale: planning to minimise any tax costs of restructuring if you are retaining part of the business or its assets.



Report explaining how you will be taxed, when tax will be due, notifications needed to HMRC and advice on how to disclose the transaction in your tax return.



Support through the sale due diligence process, working with your existing accountant to present the tax profile of your business well.

WHAT IT COSTS

Tax is often the single biggest cost when selling a business. We deliver expert advice at an attractive price because we don't have the high overheads of our competitors. Our core service is only chargeable if your sale completes so there is no cost risk to you.

We start with a no-obligation review of your business and deal structure and then offer a competitive price for the core services that you need. The price is based on the services required, the size of the transaction and the complexity of the business.

If your sale doesn't complete, then there is no fee



OUR SENIOR TEAM

We have an extremely professional team of vastly experienced and dedicated people who are qualified in a variety of key disciplines, including: accountancy, corporate finance, business management, and marketing, in order to guarantee that a comprehensive range of skills will be utilised throughout any project to achieve maximum value for your company.

COMPANY DIRECTORS



JOHN RIGBY
CHIEF EXECUTIVE OFFICER

Having previously worked in the Corporate Banking sector, both within the UK and overseas, John has been a member of the KBS team for 20 years. His passion lies in developing a thorough knowledge and understanding of a business in order to drive the buyer to pay optimum value.



ANDREW MELBOURNE
CHIEF FINANCIAL OFFICER

As a qualified accountant, with over 12 years' experience, Andrew adds financial and commercial value to clients by leading the transaction process, developing fully integrated financial models and enhancing management information to maximise buyer interest.



JULIAN COY

With over 25 years of commercial experience, Julian is a chartered accountant and experienced corporate financier who was previously Head of Corporate Finance for BDO in the North West. He went on to launch his own CF firm, and joined KBS to accelerate sector leading growth.



SIMON DANIELS DIRECTOR

Beginning his career in marketing strategy, Simon is highly knowledgeable within growth strategies and the M&A marketplace. As an integral member of the team, he operates a decisive role in developing creative sale strategies for clients in order to achieve their exit objectives.



PETER KELLY OPERATIONS DIRECTOR

Peter is a qualified chartered accountant with over 20 years' experience in mergers & acquisitions, working with SMEs and entrepreneurial business owners. He has worked in commercial banking as a leveraged lender for a UK challenger bank, in practice as a corporate finance director and has industry experience as a finance director with a £30m turnover metal recycling business.



MATT CLANCY DIRECTOR

Matt has over 20 years' experience and specialises in providing exit strategy advice to company owners with a focus on delivering maximum shareholder value. His specific expertise includes company disposals, MBOs, strategic planning and fundraising.



STUART LEES NON-EXECUTIVE DIRECTOR

Stuart is a highly respected corporate financier and was previously Managing Director of Altium and head of corporate finance at Arthur Andersen. He has been Group CEO of Latium Holdings during which time they acquired Ultraframe plc, Spectus Systems, Kestrel Building Products and the successful disposal of Everest Home Improvements.



DAVID GARDNERCORPORATE FINANCE DIRECTOR

Dave is an experienced Corporate Finance Director responsible for managing many sizeable transactions to private equity, trade and overseas buyers. He is highly experienced, with over 10 years spent advising entrepreneurial businesses on their exit strategies.



TONY FORD EXECUTIVE VICE CHAIRMAN

Tony is a well-known figure within the M&A industry with a wealth of professional knowledge. He can demonstrate considerable experience in mid-market transactions and achieving deal values above his client's expectations. He has first-hand experience of acquiring, selling and floating his own companies.



Our Corporate Directors are placed strategically throughout the United Kingdom, and will look to understand your company in the first instance from an operational, financial and strategic perspective.



CHRIS WILLIAMS



STEVE DORKINGS



CRAIG GAUSDEN



IAN GRIFFITHS



MATTHEW BRANNON



DOMINIC MACVARISH

EXPERIENCE TO DELIVER

CORPORATE FINANCE

Our Corporate Finance team are hand picked and offer significant experience of completing high profile acquisitions of up to £200m. Many of the team have worked in both industry and mergers & acquisitions, allowing them to relate to our clients' requirements and experiences.























DEAL LEADERS

Our Deal Leaders manage the complex relationships involved in the transaction and offer advice and guidance to our clients throughout the process, from initial interest through to completion.

























DOCUMENT WRITERS

The document writers work closely with our clients in order to gather a full and detailed understanding of both the commercial and financial value drivers within each company. Our documents are market leading and designed to engage the potential acquirer by making a positive impact on the attributes of your company.





























RESEARCH ANALYSTS

The role of a Research Analyst is to proactively target potential acquirers through the use of careful selection, specialised sector expertise and our proprietary Buyer Matching Engine (BME) which uses bespoke algorithms to accurately identify suitable acquirers and make direct contact with the relevant decision makers at each company.





















The marketing and client liaison teams works closely with all departments within the company to ensure a coherent and market leading approach to every aspect of the sale. In addition, they ensure that KBS Corporate maintains its position at the forefront of the company sales marketplace.





K3 CAPITAL GROUP PLC

K3 Capital Group plc is a group of growing and complementary professional services businesses aimed at providing SMEs with high quality advice across specialist disciplines. As part of the wider Group, KBS Corporate has developed contacts and has access to networks not previously possible as a private limited company.

The services offered by the Group fit into three key operating divisions:

- M&A
- Tax
- Recovery

MERGERS & ACQUISITIONS ADVISORY

KBS Corporate is part of our M&A Division, which also includes KBS Corporate Finance, Knightsbridge, K3 Debt Advisory and Market Mapping. Our M&A division offers company sales, corporate finance, and business brokerage services to clients throughout the UK, matching sellers to trade, individual and institutional acquirers worldwide on deals valued up to £200m.

Services offered throughout our M&A division include:

- Company sales
- Corporate Finance services
- Business brokerage services
- Off-market acquisitions
- Transaction services

KBS corporate









K3 debt advisory



TAX ADVISORY

Our Tax Division comprises of randd, inTAX and K3 Tax Advisory (K3TA), who specialise in R&D Tax Credit, tax investigation and tax advisory services respectively. The brands within our Tax Division possess specialist knowledge and senior level experience across the tax spectrum, allowing them to operate across a wide range of industry sectors and allow the clients to focus on what matters most - their business.

Services offered throughout our Tax division include:

- Research & development tax credit advisory
- Tax investigations
- Tax planning
- Tax advisory focussed on corporate finance transactions









RESTRUCTURING ADVISORY

Our Restructuring Division, which consists of **Quantuma**, works with businesses at the key milestones, delivering partner led solutions to help clients take advantage of opportunities and overcome a range of operational and financial challenges, enabling them to achieve their business objectives and ambitions.

Services offered throughout our Recovery division include:

- Restructuring advisory
- Financial advisory
- Creditor Services
- Forensic accounting and expert witness
- Pensions advisory

Quantuma

NATIONAL FOOTPRINT

Leeds

London

Maidenhead

Manchester

Nottingham

Ringwood

UK OFFICES

Birmingham

Bolton

Bradford

Brentwood

Brighton

Bristol

Derby

Chelmsford

Eastbourne

Glasgow

Guildford

OVERSEAS OFFICES

British Virgin Islands

Dubai

Cayman Islands

Cyprus

Mauritius

Singapore







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