

Exit Advice

How Connor Group can Help Sell your Business





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There is a lot to Consider if you Decide to Exit your Business



Your investment banker will help you with the overall sell-side process, including the assessment of the market and finding the right buyer.



Your lawyer will help you steer the exit clear of any legal issues that could harm you along the way and beyond.



Connor Group will help you to have your financials viewed in a positive light and to secure and maximize the purchase price.

Connor Group collaborates with your investment banker and lawyer throughout the various stages of the sell-side process. Below is a typical timeline.

PREPARATION

WEEKS: 01 - 06

- · Hire investment banker
- Financial model
- · Compile buyer list
- Perform sell-side diligence
- Assemble Confidential Information Memorandum (CIM)
- · Send teaser email

DILIGENCE



- · Select buyers and arrange visits
- Management meetings presentation
- · Information request list
- · Perform detailed due diligence
- Draft purchase agreements

MARKETING



- · Identify and contact potential buyers
- Distribute CIM
- Preliminary diligence questions
- Complete dataroom
- · Non-binding LOI

NEGOTIATION



- Final bid selection
- · Negotiation on terms and deal structure
- · Prepare disclosure schedules
- · Execute definitive agreements
- · Close deal



Connor Group Helps you Plan, Prepare, and Execute for the Sale

Our sell-side approach is collaborative from start to finish. While every transaction is unique, our typical sell-side process involves three fundamental steps – Plan, Prepare, and Execute.

PLAN PREPARE EXECUTE

- Understand business structure including key people, processes, systems, documents, liabilities and assets
- Establish operating protocol, including communication, and identify milestones and dates
- Identify dependencies, potential bottlenecks, and other process risks and identify mitigation strategies
- Support preparation of financial model/forecast
- Identify areas or functions requiring a transition services agreement
- Draft preliminary sale agreement

- Bridge "GAAP" to "deal" financial data for key information sets
- Analyze data and prepare a quality of earnings report with a buyer's perspective
- Prepare management for investor meetings playing "devil's advocate"
- Analyze the impact of any strategic or pricing shifts to understand the EBITDA impact and properly frame for prospective buyers
- Identify required post-close changes in agreements or practices and prepare schedules to support revised costs
- Support preparation of management presentation and information memorandum

- Support population and management of electronic dataroom
- Vet, manage, and fulfill buyer data and document requests
- Participate in investor meetings to provide detailed responses to dataroom information
- Support negotiations on pricing, post-close adjustments, and language in the sale and transition services agreements
- Support post-close adjustment finalization
- · Support ongoing reporting



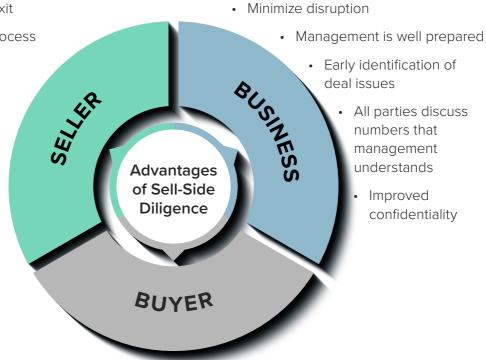
Sell-Side Quality of Earnings

Connor Group performs an objective financial and tax due diligence commissioned by you. Our sell-side due diligence services are tailored to your specific needs. The goal is to help ensure financial information presented to potential buyers is as transparent and accurate as possible. The sell-side diligence will help uncover potential issues before a potential buyer finds them, and it helps you prepare and position yourself. A sell-side due diligence typically benefits all parties as shown in the following diagram:

ADVANTAGES FOR SELLER

ADVANTAGES FOR BUSINESS

- · Maximized value on exit
- Keep control of the process
- · Accelerate timeline
- Minimize surprises
- Improve buyer confidence and seller credibility



ADVANTAGES FOR BUYER

- · Confidence in basis for offers
- · More efficient use of time in exclusivity phase
- Access to relevant financial information
- Limits unidentified surprises



Connor Group helps you stay ahead

- Providing an independent and balanced sellside diligence report or a financial databook, depending on your specific needs
- Assisting management with compilation of key financial schedules or specific Excel analyses
- Preparing for potential objections from a prospective buyer
- Collaborating with investment bankers to address issues and identify adjustments that may impact EBITDA
- Protecting and generating value through Sales and Purchase Agreement mechanism advise
- Relying on our tax consultants to help you set up tax structures that will maximize after-tax proceeds upon your sale/exit



Contacts



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About Connor Group

Connor Group is a specialized professional services firm of Big 4 alumni and industry executives. Our team of highly experienced professionals helps financial and operation executives with their most complex and significant matters, including digital solutions, financial accounting and operations, IPO and M&A services, and managed services. Our clients are the world's top growth companies, and we support them as they change the world and create new markets!

Our client portfolio includes multi-billion-dollar public, mid-cap public, and pre-IPO companies ranging from early stage to late stage. Our global clients represent the most exciting industries including high tech, Internet, social networking, gaming, software, ad tech, cleantech, life sciences, financial services, consumer products, life sciences, and manufacturing.

Our goal at Connor Group is to be the most respected firm across our service lines by delivering the highest quality services to our clients. We are hired by executives who understand the importance of leveraging their time as well as having a partner that can successfully execute their finance and accounting, IT, and operational needs.

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For additional questions, United States U.S. Virgin Islands Email contact us at: (650) 300-5101 (340) 643-5100 info@connorgp.com