



INTRODUCING CROSS BORDER M&A

MISCONCEPTIONS OF CROSS BORDER M&A

At KBS Corporate, we speak to business owners who hold reservations about entering into a transaction with an overseas buyer. "The parent company being located too far away", "a loss of control", "language barriers" and "lower values paid" are all common misconceptions that we hear regularly.

KBS Corporate has advised upon countless successful company sales involving international buyers, and our experience has shown that a cross border deal can deliver significantly more overall value to a company owner than a traditional, domestic trade sale.

WHAT ARE THE BENEFITS OF A CROSS BORDER DEAL?

A cross border deal can help your company to:

- Achieve its highest possible value; overseas buyers are often willing to pay higher multiples for UK companies, in the hope of breaking into the UK market
- Gain access to wider audiences and new export markets, ultimately diversifying client base and increasing profitability
- Become part of an international parent corporation and brand
- Accelerate growth and achieve economies of scale
- Gain complementary strengths and enhance your company's product or service offering

WHAT DO OVERSEAS BUYERS LOOK FOR IN UK COMPANIES?

When acquiring a UK business, KBS Corporate typically finds that overseas buyers look for:

- Mid-market companies with turnovers up to £100m
- A strong management team, able to manage 'domestic business' without their input
- Companies that have international experience (e.g. they have worked with or supplied services to overseas clients)

CURRENT MARKET CONDITIONS

Current market conditions are extremely favourable. With a weaker pound in the wake of the Brexit vote, UK products are more competitively priced in the international marketplace, boosting export rates and making UK companies highly attractive to overseas acquirers who want to profit from exporting goods.

As a result, there is a significant buyer demand present for cross border deals involving UK companies. In recent months, we have witnessed bidding parties consisting of multiple overseas acquirers, all looking to outbid one another, driving the value of our clients' companies much higher than expected.

In this document, we present to you a detailed overview of cross border M&A. We delve into the benefits a cross border deal can provide for you, as a company owner in the UK, the objectives of the overseas buyer, recent deals, industry statistics, and some of KBS Corporate Finance's own case studies and experiences of advising on a cross border deal.

KBS GLOBAL

HOW WE TARGET OVERSEAS BUYERS

KBS Corporate Finance upholds strong partnerships with M&A advisers located in key strategic target continents across the world. We work in conjunction with these advisors, ensuring that each sale opportunity is presented to highly acquisitive companies throughout the globe. By combining the knowledge of our overseas partners, with our 20 years of UK experience, we can progress with serious acquirers no matter where they are in the world.

The partners we choose to work with have an extensive track record in handling global company sale transactions across wide range of industries. Their local and cultural expertise, coupled with their experience in cross border deal execution, allows KBS Corporate Finance to deliver a bespoke service that delivers maximum value.

We have previously sold clients to acquirers in the United States and Australia, to India and China. We truly have an extensive global reach capability, and our research resources, international partner network and experience of the industry ensures that we maintain a position that is at the forefront of the M&A industry.

OVER 700 INTERNATIONAL M&A ADVISERS WITHIN OUR NETWORK

ACROSS 54 COUNTRIES

OVER 7 CONTINENTS



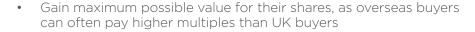
WHO BENEFITS FROM CROSS BORDER M&A?

Each party has differing objectives and requirements when entering into a cross border transaction. When carried out properly, and by receiving professional advice, the objectives of all parties can be fulfilled, making way for a particularly successful outcome.

There are often four main parties that will seek to benefit from a cross border transaction; the exiting shareholders, the overseas buyer, the remaining management team, and the business itself.

THE EXITING SHAREHOLDERS

The exiting shareholders might wish to:



- Create personal and business security, with flexibility over ongoing involvement
- Ensure growth of the company or brand that they have developed over the years

THE BUYER

Overseas buyers typically engage in cross border M&A to:



- Grow their company geographically and organically
- Maximise turnover through cost synergies
- Diversify portfolio and expand client base

THE REMAINING MANAGEMENT TEAM

Overseas buyers place a heavy focus on acquiring a company with a strong management team. As a result, the existing management team can:

- Ensure job security
- Assisting in the operations of an internationally recognised business

YOUR BUSINESS

The business itself can benefit through:

- Being a part of an internationally operating and highly regarded corporation
- Gaining additional funding and resources from the overseas parent company
- Expanding geographical reach





UK M&A INDUSTRY STATISTICS

The UK M&A industry has performed increasingly well in recent years. 2016 was particularly significant in terms of value, and impressively, UK deal values ranked third highest globally, with help from the £100bn cross border acquisition of beer manufacturer, SABMiller, by Belgium-based brewing company, Anheuser-Busch InBev.

Cross border M&A has played a significant role in the UK as far back as 2007, the original 'golden year' of global M&A. Zephyr reports that between 2007 and 2016, overseas buyers accounted for 30% of all UK acquisitions.

Despite any uncertainty surrounding Brexit, cross border deals have continued to maintain a strong presence in the UK market. Overseas acquirers are proving to be consistently interested in acquiring or partnering with UK companies in order to benefit from global operations, world-class capabilities and products, and in some cases, the weakness in sterling.

This buyer appetite has been widely reflected in recent industry statistics. According to Zephyr, cross border deals generated disclosed deal values of almost £200bn in 2016, representing a staggering increase of 500% on the deal values witnessed two years prior. Since 2014, over 2,000 deals involving UK targets have been completed, helping the UK to secure its position as the third largest M&A market, after the US and China.

The first few months of 2017 have certainly continued this trend, with deal values and volumes remaining high across most industry sectors. According to KPMG's 2017 Global M&A Predictor, cross border M&A is expected to increase throughout the remainder of the year, with the UK being a prime target.

Andrew Nicholson, head of UK M&A at KPMG, commented "International buyers emerged as a real force to be reckoned with towards the end of last year, as overseas trade acquirers - most notably from the US and Asia - acted opportunistically to take advantage of a weakened sterling. With no sign of a bounce in the pound on the horizon, and the UK economy continuing to confound post-Referendum expectations, UK business will remain a target for hungry investors."

UK M&A INDUSTRY STATISTICS

£

DISCLOSED VALUES OF UK CROSS BORDER DEALS:

2014 £47.4 BILLION

2015 £85.1 BILLION

2016 £207.8 BILLION



CROSS BORDER M&A
ACCOUNTED FOR ALMOST

20%

OF ALL UK M&A DEALS BETWEEN 2014 AND 2016



4,015

UK CROSS BORDER DEALS COMPLETED BETWEEN 2014 AND 2016



THE VALUE OF UK
CROSS BORDER DEALS
INCREASED BY ALMOST

340%

BETWEEN 2014 AND 2016

Sources: Zephyr, Bureau Van Dijk

CASE STUDY - NATURES AID LIMITED

OVERVIEW AND OBJECTIVES

Established in 1981, Natures Aid Limited is a multiaward winning and highly accredited manufacturer and distributor of a proprietary brand of premium grade vitamins, minerals, and herbal food supplements.

The founders and major shareholders of Natures Aid approached KBS Corporate with plans of pursuing a sale in order to realise their investment for retirement.

The three shareholders had previously stepped back from the day-to-day running of the business and aimed to sell the business to a buyer who:

- Would continue to drive profits and take the business forward
- Had a good understanding of the health food or pharmaceutical markets
- Offered a clean exit.

Taking into account the above requirements, our clients hoped to sell Natures Aid to a trade acquirer. However, the search was by no means limited to trade buyers, with private equity houses also contacted.

UK OFFERS

Our research process mainly targeted trade buyers within the vitamins, minerals and supplements (VMS), pharmaceutical, consumer products, and food retail sectors.

Altogether, eight offers were received for our client, consisting of six UK private equity investors, one UK trade buyer and one overseas buyer.

As our clients wished to pass Natures Aid into the hands of a buyer with experience in the pharmaceutical industry, they mainly considered the offers presented from the UK and overseas trade buyers.

Prior to receiving any offers, our clients made clear that they hoped to receive an offer for Natures Aid that represented a 6x multiple of EBITDA, and a further £2m for the company property.

With the UK trade buyer presenting an offer of only a 5x multiple of EBITDA, and no extra cash for the property, interest turned to the overseas trade buyer that had presented an offer.

OVERSEAS BUYER

As part of our comprehensive buyer reach strategy, KBS Corporate Finance targeted a range of overseas and internationally operating trade buyers. These blue chip organisations were based in locations such as China, Malaysia, Denmark, France, Germany and the US, to name a few.

The shareholders of Natures Aid found the offer proposed by German corporation, STADA Arzneimittel AG, to be the most attractive and, upon the advice of KBS Corporate Finance, moved to progress with the sale.

STADA is an international pharmaceutical company which specialises in the production of over-the-counter drugs. After previously investing in a Huddersfield-based pharmaceutical manufacturer, Thornton & Ross, STADA was certainly no stranger to the acquisition process.

The skill and experience of the KBS Corporate Finance team was leveraged to negotiate STADA's offer to a 9x EBITDA multiple, all paid in cash on completion, providing our clients with the clean and swift exit they hoped for.

BUYER TESTIMONIAL AND ADVISOR COMMENTS

STADA chief executive, Dr Matthias Wiedenfels, commented, "With Natures Aid, we acquire a leading company in the attractive UK food supplement market, which is also recognised in the international marketplace for its high quality standards.

"The acquisition not only matches our financial investment criteria perfectly, it also represents a highly synergystic fit to our Thornton & Ross business in the UK, strengthening our product portfolio and overall company strategy."

Dave Gardner of KBS Corporate Finance advised on the deal and said, "We were delighted to advise the team at Natures Aid on its acquisition by STADA.

"Natures Aid is a great example of the type of company which we work with at KBS Corporate Finance - a high growth business, with a dominant market position and a respected, visionary leadership team

"We are confident that Natures Aid will continue to grow its market share and be an excellent addition to the STADA portfolio."





UK TRADE BUYER OFFERED:

CLIENT EXPECTED:

6X MULTIPLE OF

EBITDA AND £2M

FOR PROPERTY

5X MULTIPLE OF EBITDA AND NO EXTRA CASH FOR PROPERTY A CROSS BORDER DEAL PROVIDED:

9X MULTIPLE OF EBITDA AND 100% CASH ON COMPLETION

61%

THE FINAL OFFER FROM STADA ARZNEIMITTEL WAS 61% HIGHER THAN THE ORIGINAL OFFER FROM A UK TRADE BUYER

CASE STUDY - CORBETTS THE GALVANIZERS

OVERVIEW AND OBJECTIVES

Located in Telford, Shropshire, Corbetts The Galvanizers has been at the forefront of the UK galvanizing industry for over 200 years, and is renowned for the quality of its work and exceptional levels of customer service.

The shareholders of Corbetts approached KBS Corporate Finance to assist with the sale of their business following an unsuccessful attempt with another advisor.

Our clients were apprehensive about enlisting the services of another company sales advisor, as they had been led to believe that the buyer marketplace had been exhausted.

The exiting shareholders expressed an interest in sourcing buyers from synergistic and complementary trade markets, alongside a number of private equity houses, to establish which buyers would be motivated to pay the best possible price.

THE KBS CORPORATE FINANCE APPROACH

KBS Corporate Finance was well aware of the importance that lay in ensuring that the shareholders of Corbetts achieved maximum value in the sale, after building up a business with a history spanning over two centuries, and being on the market for so long already.

To fulfil this, we developed a research strategy that brought companies within the UK and international galvanizing, steel metal framing and construction industries to the table. We identified that potential buyers within these sectors could benefit from expanding their product range, gaining market share and new clients, and decreasing costs by acquiring Corbetts. Three UK trade acquirers signed NDAs to learn more about Corbetts.

KBS Corporate Finance also contacted a number of private equity houses, in order to find financial sponsors seeking bolt-on investments for a buy and build strategy in the galvanizing or steel sectors, or a standalone investment as part of a wider fund strategy.

OVERSEAS INTEREST

KBS Corporate Finance approached the eventual acquirer of Corbetts, however, in a different manner entirely. Aiming to invest in the UK mid-market, Canadian private equity firm, Ardenton Capital, ran a launch event in Manchester, which representatives of KBS Corporate Finance attended.

It was here that KBS Corporate Finance introduced themselves to Ardenton and created the foundations for a strong, professional relationship, which led to us presenting Ardenton with the opportunity to acquire Corbetts.

KBS Corporate Finance's proactive approach in finding an acquirer from outside of the immediate M&A market ultimately led to a successful deal, in which the sole shareholders of Corbetts were able to exit the company swiftly in order to retire, in a multi-million pound transaction. The final deal represented a 6x multiple of EBITDA.

KEY HIGHLIGHTS OF THE DEAL

The outcome met the expectations of our clients, who had lost faith in the prospect of selling their business due to a failed attempt with another advisor.

The deal provided stability and enhanced future prospects for Corbetts' existing employees.

Ardenton was able to offer cash on completion, ultimately providing our clients with the swift and clean exit they desired.

Corbetts is now driven under the direction of an international parent organisation, whose skill and experience in accelerating long-term growth in midmarket organisations is second to none.

CORBETTS
7/4e
GALVANIZERS



UK TRADE OFFERS:

3 UK TRADE OFFERS, NONE OF WHICH MET OUR CLIENT'S REQUIREMENTS ARDENTON OFFERED:

6X MULTIPLE OF EBITDA 100% CASH ON COMPLETION

O/O
CASH ON COMPLETION

CASE STUDY - HCD GROUP LIMITED

OVERVIEW AND OBJECTIVES

Formerly known as Redi-66 Limited, HCD Group Limited was incorporated in August 2001. The company is engaged in the provision of integrated, multi-disciplined consultancy services to the construction industry, and is the lead player in taking building control from a lethargic public sector monopoly into a rapidly growing value added private sector service.

The shareholders of HCD Group appointed KBS Corporate Finance as their advisors, believing that we could fulfil their desire to realise value from their shares, in order to retire and invest in new business opportunities.

Working closely alongside the client from initial engagement to deal completion, and all stages in between, KBS Corporate Finance set out to facilitate a transaction for HCD Group that exceeded their expectations.

OVERSEAS INTEREST

KBS Corporate Finance established a research strategy in which a variety of buyers across the globe were targeted. Predominantly, the focus of the buyer reach was to gain interest from buyers within the Testing, Inspection and Certification (TIC) sectors. Having previously advised on the £9.1m acquisition of testing provider, Testconsult Ltd, to James Fisher and Sons plc, KBS Corporate Finance was perfectly placed to find a buyer within the TIC sector.

The opportunity to acquire HCD Group generated plenty of interest, from both UK and overseas parties.

Twelve interested prospective buyers from locations such as the UK, France and Germany came forward, with the three leading bidders all headquartered overseas.

Based in Paris, Bureau Veritas SA became the eventual acquirer of HCD Group. Bureau Veritas is an international provider of laboratory testing, inspection and certification services. The acquisition complemented Bureau Veritas' strategy of augmenting its organic growth through UK acquisitions and by expanding their reach.

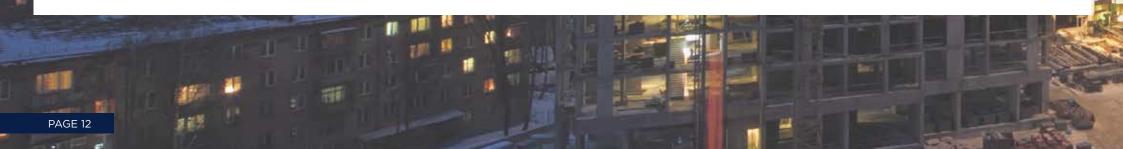
THE KBS CORPORATE FINANCE APPROACH

The strength of the UK economy, the quality of KBS Corporate Finance's client base and the international reach of our research ensures that we are at the forefront of cross border mid-market transactions. Julian Coy, Managing Director at KBS Corporate Finance, explained:

"On virtually all of our deals we are now seeing foreign interest in UK SMEs. In the case of HCD, we attracted interest from many different European firms, all of whom were looking for a foundation investment in the UK. HCD had all the necessary credentials of being a leader in its field, with strong margins, high growth and the best management team in the sector.

"Looking forward, the weakening pound coupled with the continued growth of the UK economy is producing the perfect conditions for sustained overseas investment into the UK".

KBS Corporate Finance was able to negotiate a final sale value that was 40% higher than the initial offer received, with 97% of the consideration received as cash on completion.





CLIENT AND ACQUIRER TESTIMONIALS

Tony Dyer, Senior Director and one of the founders of HCD, commented: "The team at KBS Corporate Finance outperformed our baseline value significantly by achieving a strong multiple for HCD Group.

"The way they handled the lead advisory and worked with the outside legal services meant that they overcame all of the many hurdles of the transaction, allowing us to focus on the running of the business."

Rationalising the deal, Ken Smith, Bureau Veritas' UK Chief Executive, stated: "HCD is a great cultural and strategic fit for Bureau Veritas. Both our company and HCD lead their respective markets in the provision of specialist services from a highly skilled team. There is also a shared focus on operational excellence and innovation, and that is why I think we will work excellently together."





INTEREST RECEIVED:

12 INTERESTED PARTIES
WITH THE THREE
HIGHEST BIDDERS BASED
OVERSEAS

OVERSEAS DEAL:

7X MULTIPLE OF EBITDA WITH 97% CASH ON COMPLETION

CASH ON COMPLETION

A SELECTION OF OVERSEAS CONTACTS































GROSVENOR RENAISSANCE









































SOME OF OUR RECENT CROSS BORDER DEALS

Completed Sale



ACQUIRED BY



Cleaning, Laundry and Ironing Services

Acquirer location: USA

Completed Sale



ACQUIRED BY



HR, Payroll, Health and Safety, and Cloud solutions

Acquirer location: Hong Kong

Completed Sale



ACQUIRED BY



Recruitment Agency

Acquirer location: Germany

Completed Sale



ACQUIRED BY



Health Food Supplements

Acquirer location: Germany

Completed Sale



ACQUIRED BY



Tambour Doors Manufacturer

Acquirer location: Germany

Completed Sale

CORBETTS GALVANIZERS

ACQUIRED BY



Galvanizing Specialist

Acquirer location: Canada

Completed **Sale**



ACQUIRED BY



Construction Compliance

Acquirer location: France

Completed Sale

TEXTILE RECYCLING SPECIALIST

ACQUIRED BY

EUROPEAN PRIVATE EQUITY

Textile Recycling

Acquirer location: The Netherlands

RECENT CROSS BORDER DEALS

INVOLVING UK TARGET COMPANIES

TARGET	OVERSEAS BUYER		DEAL TYPE	DEAL VALUE
SABMiller plc	Anheuser-Busch InBev NV	0	Acquisition 100%	£100.6bn
NRAM plc	Cerberus Capital Management LP		Institutional buy-out 100%	£13.0bn
GlaxoSmithKline plc's Oncology Products Unit	Novartis AG	0	Acquisition 100%	£10.3bn
Polyus Gold International Ltd	Sacturino Ltd	3	Acquisition 100%	£3.6bn
Amlin plc	Mitsui Sumitomo Insurance Co. Ltd	•	Acquisition 100%	£3.4bn
Betfair Group plc	Paddy Power plc		Acquisition 100%	£3.0bn
Greenwich Peninsula Regeneration Ltd	Knight Dragon Ltd	*	Acquisition 100%	£230.0m
Jagex Ltd	Shanghai Hongtou Internet Technology Co. Ltd		Acquisition 100%	£222.6m
Lowell Group Ltd	Teachers' private Capital		Minority stake 35%	£219.6m
Target Group Ltd	Tech Mahindra Ltd	©	Acquisition 100%	£112.0m
Henderson Group plc	Bennelong Fund Management Group PTY Ltd	**	Minority stake 3.725%	£110.6m
Travelfusion Ltd	Ctrip.com International Ltd	*	Acquisition 100%	£104.7m
Delta Print and Packaging Ltd	Huhtamaki OYJ		Acquisition 100%	£80.0m
Lastminute.com Ltd	Bravofly Rumbo Group NV		Acquisition 100%	£77.7m
Jazztel plc	UBS Group AG	•	Minority stake 3.178%	£76.9m
Aston Villa Ltd	Recon Group	**	Acquisition 100%	£76.5m
Radisson	Deka Immobilien Investment GmbH		Acquisition 100%	£59.0m
Worldplay Group plc	Canada Pension Plan Investment Board	(*)	Minority stake 4.032%	£57.0m
LG Harris & Co Ltd	Orkla House Care Norge AS	+	Acquisition 100%	£55.0m

RECENT CROSS BORDER DEALS

INVOLVING UK TARGET COMPANIES

TARGET	OVERSEAS BUYER		DEAL TYPE	DEAL VALUE
Faroe Petroleum plc	Delek Group Ltd	*	Minority stake 13.183%	£46.0m
Gold Medal International Ltd	Dubai National Air Travel Agency		Acquisition 100%	£45.0m
Junifer Systems Ltd	Gentrack Group Ltd	C	Acquisition 100%	£40.2m
Sabourne Investments Ltd	Ulker Biskuvi San Ve Tic AS	©	Acquisition 100%	£37.1m
Petropavlovsk plc	Aziatsko-Tikhookeanskii Bank Pao		Minority stake 11.512%	£33.1m
Kalixa Payments Group Ltd	Senjo Group PTE Ltd		Acquisition 100%	£30.4m
Long Tall Sally Ltd	Tristyle Mode GmbH		Acquisition 100%	£30.0m
Micropack (Engineering) Ltd	Consilium AB	+	Acquisition 79%	£19.0m
The Culture Trip Ltd	PPF AS	•	Minority stake unknown %	£16.4m
Babel Systems Ltd	Investcloud Inc.		Acquisition 100%	£16.3m
3 Monkeys Communications Ltd	Zeno Group Inc.		Acquisition 100%	£15.0m
Notedome Ltd	Manali Petrochemicals Ltd	(a)	Acquisition 100%	£13.5m
Ascendos Investments Ltd	BRL Holdco SARL	0	Minority stake 40.56%	£13.1m
Exception EMS Ltd	Fabrinet	F	Acquisition 100%	£10.1m
Camden Town Brewery Ltd	Private Investors		Minority stake 20%	£10.0m
casinouk.com's assets	Catena Media plc	•	Acquisition 100%	£9.0m
Vocality International Ltd	Cubic Corporation	•	Acquisition 100%	£8.0m
Seahawk Investments Ltd	Atlantic Leaf Properties		Acquisition 60%	£6.9m
Agalimmune Ltd	Biolinerx Ltd	•	Acquisition 100%	£4.8m

HOW COULD THIS BENEFIT YOU?

Having advised on a number of cross border transactions in recent years, KBS Corporate Finance has witnessed first hand that a cross border deal can be advantageous to all parties involved, and in particular to the company owner.

One of the most beneficial aspects of engaging in a cross border deal is becoming part of a well-known, international parent group. Operating as part of a brand such as this will enhance your company's reputation and growth potential, and open the door to additional financing and capital.

Overseas buyers have also been known to introduce UK companies to international clients and new export markets, increase profitability and efficiency, and provide companies with complementary strengths, enhanced skills and world class capabilities.

Interestingly, overseas buyers have been known to encourage exiting shareholders to remain within the target company during a handover period post-acquisition, to ensure that the transition is smooth and that stability is maintained. From here, the shareholders can make a decision regarding their future and ongoing involvement within the company, allowing freedom and flexibility.

Our recent experiences have shown that considering a cross border deal can significantly drive the value of your company in two distinct ways. Firstly, overseas buyers have been known to pay higher values for UK companies, and secondly, bringing a range of bidding parties to the table, from various geographical locations, can drive your company's sale value even further.

By combining in-depth knowledge of cross border M&A, with industry leading marketing materials and expert negotiation methods, these benefits can be achieved and your exit can become a reality.

KBS Corporate Finance's intrinsic understanding of deal structures and cross border M&A makes us a compelling choice to deliver a lucrative deal involving a internationally operating acquirer.

Over the last 20 years, we have developed a clear understanding of the typical acquisiton criteria, fund sizes and sector interest of buyers looking to engage in cross border M&A. As a result, we are perfectly placed to present your opportunity to the right international parties, in the relevent markets, in order to maximise the choice, value and terms of your exit.



