



Selling Your Company or Business

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Shares or Business Assets

- Share sale versus business and asset sale
- Tax





Preparation

- Seller preparation
- Pre-sale health check
 - Material contracts
 - Ownership of assets (intellectual property rights, databases, real estate etc)
 - Compliance
 - Disputes
 - Register of members
- Seller due diligence
- Engage legal, tax and accounting advisers
- Change of control – landlord, suppliers, customers, lenders
- Shareholder consent
- Drag along?

Offer Stage

- Confidentiality
- Buyer a competitor – restrictive covenants?
- Heads of terms
- Exclusivity





Due Diligence

- Information request
- Buyer due diligence
- Who will do it? Will they need incentivising?
- Managing disclosure: protection against fishing exercises

Purchase Agreement Key Terms

- Negotiating the terms of the sale
- Share / asset purchase agreement
- Warranties
- Indemnities
- Misrepresentation
- Disclosure
- Split exchange and completion



Purchase Agreement Key Terms: continued



- Warranty limitations
 - Caps, baskets, thresholds, time limits and other exclusions
- Restrictive covenants
- Anti-embarrassment provisions
 - What if the buyer flips the business?

Asset Sales: key points

- Personal guarantee
- What is left after completion?





Preparation is key

Any questions?



Meet the Speaker

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