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Workshop B

Moderator :

Dr Hartmut SCHNEIDER,
CEO, M&A Strategie,
Germany

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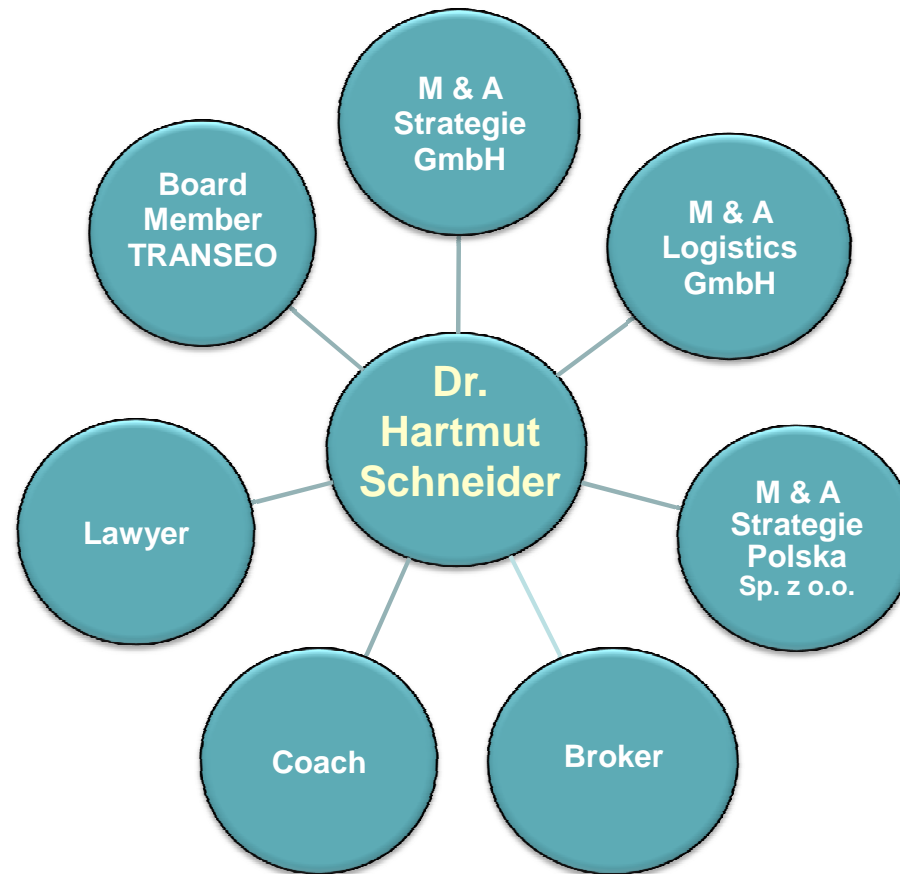
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Focus on Business Transfer



Valuation and negotiation in small business transfer deals

- **Alexandre STREEL**, Partner, BDO
Corporate Finance, *Belgium*
- **Johan HATERT**, Senior Manager, BDO
Corporate Finance, *Belgium*

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The banner features a background of a world map with silhouettes of people standing on a network of teal lines. A teal box on the right contains the event title and details. Below the banner, the title and speaker information are centered on a white background.

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Valuation methods and mistakes to be avoided

“Valuation and negotiation in small business transfer deals” workshop
Alexandre Streel and Johan Hatert (BDO Corporate Finance Belgium)

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INTRODUCTION

PRICE, VALUE AND VALUES

- **Value** is not **Price**
 - Value: estimated market price at a given moment in time, based on internal and external factors
 - Price: amount resulting from a negotiation between a seller and a buyer in the context of a transaction
- Valuation is **not** an **exact science**
- The value of any tangible or intangible asset can be estimated using three different approaches (each approach encompassing several methods)
 - **Cost** approach
 - **Income** approach
 - **Market** approach



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COST APPROACH (ADJUSTED EQUITY)

GENERAL PRINCIPLES

- **Basis for approach: an asset is worth what it has cost to its owner**
- **Equity valuation method applied: (adjusted) equity method**
- **Principles:**
 - Equity value (or value of the assets less liabilities and provisions)
 - Possible adjustments
 - Adjustments on assets : revaluation on tangible assets (operational or non-operational), write-offs on receivables, write-offs on stocks based on the valuation methods applied, revaluation of investments, removal of start-up costs of R&D expenses on existing products...
 - Adjustments on liabilities and provisions: reserve-like provisions, social liabilities...
 - Off-balance assets (machinery and equipment recorded for as expenses)
 - Tax loss carry-forwards
 - Etc.
- **Pro's and Con's:**
 - + Simple method
 - Omission of forecasts
 - Risk of omission of off-balance assets

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COST APPROACH (ADJUSTED EQUITY)

EXAMPLE

- Example

BALANCE SHEET	
Assets	30,0
Financial debt	-15,0
Other liabilities	-5,0
Equity	10,0

PROFIT AND LOSS ACCOUNT	
Turnover	20,0
Operating exp. (excl. depreciation)	-15,0
EBITDA	5,0
Depreciation	-2,0
EBIT	3,0
Interest expenses	-0,8
Taxes	-0,8
Net result	1,5

- Equity value: 10,0 MEUR
- Additional assumptions :
 - The assets encompass a building which book value is 2,0 MEUR lower than its market value
 - Equity value: 12,0 MEUR (not considering the tax effect on the potential capital gain)

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INCOME APPROACH (DCF METHODS)

GENERAL PRINCIPLES

- **Basis for approach:** an asset is worth the revenues it will generate for its owner in the future
- **Equity valuation methods applied: Discounted Cash Flow (« DCF »)**
- **Principles:**
 - The company is worth the value of its future discounted cash flows
 - The cash flows are computed based on a financial plan of the company
 - The cash flows are discounted at a rate reflecting the required return on investment by the investors considering the risk they take; two alternatives do exist
- **Pro's and Con's:**
 - + Generally accepted method
 - + Considers the financial forecasts of the company
 - + Considers the risks and uncertainties related to the company
 - Complex implementation
 - Importance of the financial plan

Method	DCF to Equity (DCF E)	DCF to Firm (DCF F)
Cash flows	Cash flows after interests and debt payments	Cash flows before interests and debt payments
Pay	Shareholders	Shareholders and banks
Discount rate	Cost of Equity	Weighted Average Cost of Capital (WACC)
Valuation	Equity value	Enterprise Value (EV) = equity value + financial debt

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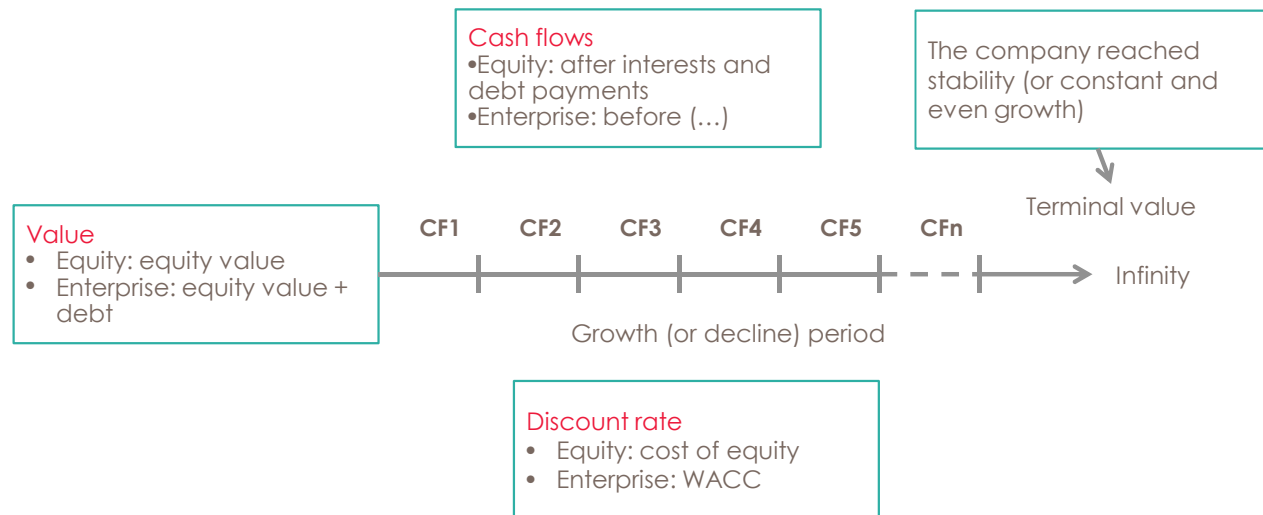
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INCOME APPROACH (DCF METHODS)

GENERAL PRINCIPLES

- Graphical illustration of the method



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INCOME APPROACH (DCF METHODS)

EXAMPLE

- Example (assumptions: company in full stability, 0% inflation)

Year	2014	2015	2016	2017	2018	TV
Free cash flow to equity	1,5	1,5	1,5	1,5	1,5	15,0
Cost of equity	10,0%					
Discount factor	0,91	0,83	0,75	0,68	0,62	0,62
Discounted cash flow	1,4	1,2	1,1	1,0	0,9	9,3
Equity value	15,0					
Free cash flow to the firm	2,0	2,0	2,0	2,0	2,0	30,0
WACC	6,7%					
Discount factor	0,94	0,88	0,82	0,77	0,72	0,72
Discounted cash flow	1,9	1,8	1,6	1,5	1,4	21,7
Enterprise Value	30,0					
Net financial debt	-15,0					
Equity value	15,0					

Only the second method, most frequently used, is used in this presentation

Cost of equity	10,0%	
Gross cost of debt	5,0%	
Tax rate	34,0%	
Net cost of debt	3,3%	
Equity weight	15,0	50,0%
Financial debt weight	15,0	50,0%
WACC	6,7%	

Adjusted Equity	12,0	
Required ROE	10,0%	
Required cash flow	1,2	
Expected cash flow	1,5	
Superprofit	0,3	
Discount rate	10,0%	
Discounted superprofit = goodwill	3,0	

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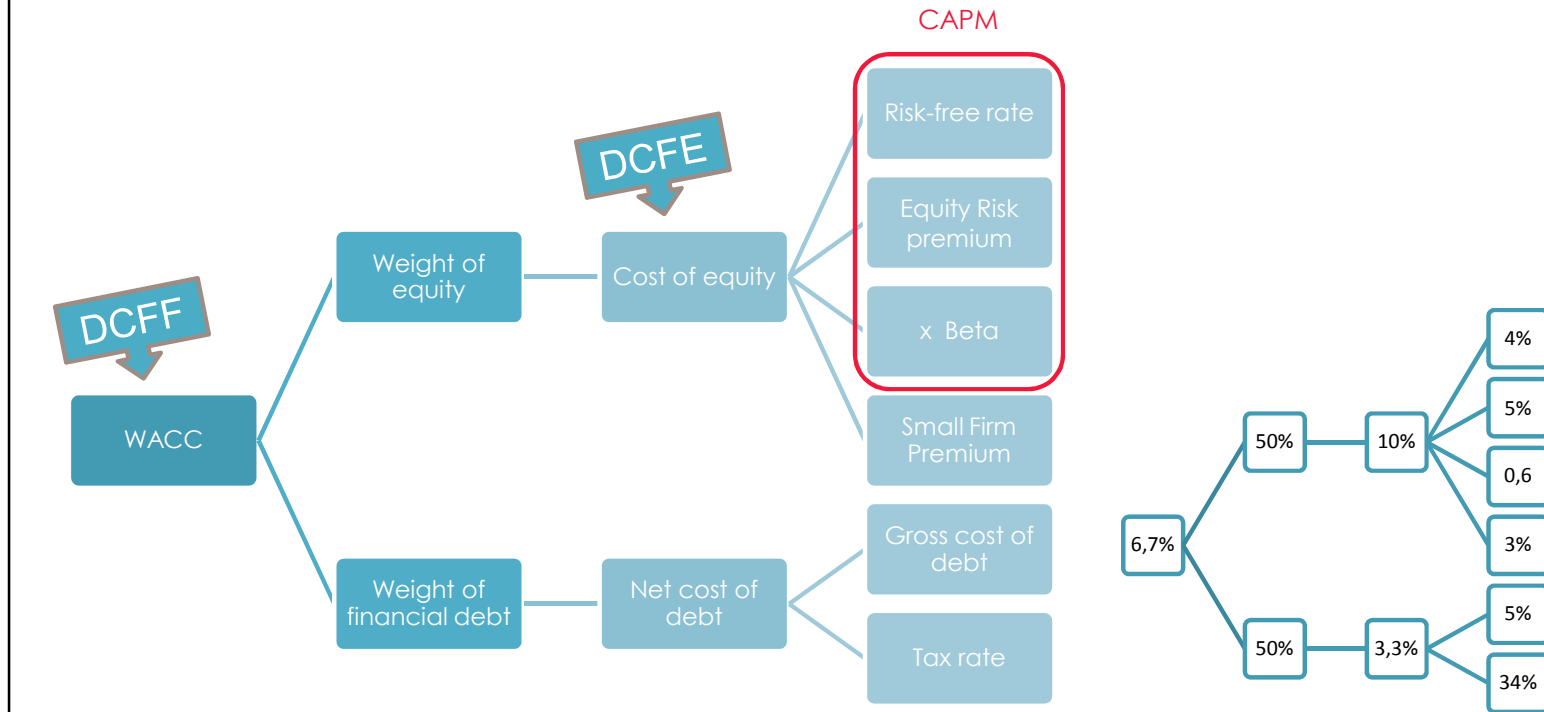
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INCOME APPROACH (DCF METHODS)

DISCOUNT RATE



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INCOME APPROACH (DCF METHODS)

DISCOUNT RATE

- **Cost of Equity:** required return on investment/equity = risk-free rate + equity risk premium x Beta (CAPM, « Capital Asset Pricing Model »)
- **Risk-free rate:** OLO/Bund/T-Bond 10 or 20 years (OLO 10 years as per 6 Feb. 2014: 2,17%)
- **Equity risk premium:** additional risk premium for an investment on the stock market compared to a risk-free investment
- **Beta:** a measure of the risk sensitivity. Measures the volatility of a stock price or of the shares of a sector to a change in the market index; thus, if a share has a beta of 1,6, it implies that while the market index increases by 1%, the stock price increases by 1,6%. Average market risk: beta = 1
- **Small firm premium:** additional risk premium reflecting the specific risks inherent to small sized companies (and not reflected in the CAPM). Examples of risks to consider: non-diversification of the investment, illiquidity (level of illiquidity depends on: type of assets owned by the company, company size, financial structure of the company, ability to generate cash flows, percentage of shareholding valued), management quality, competitive position, barriers to entry. In general, this premium ranges between 2% and 10%.
- **Cost of debt:** must reflect the future cost of debt; most frequently used sources: last credit contracts, historical “interest expenses/financial debt” ratio, ratings based on the “Interest Coverage Ratio” (EBIT / Interest expenses)

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INCOME APPROACH (DCF METHODS)

A FEW MISTAKES TO BE AVOIDED

- **POOR ASSETS...**
- **Do not do** : overlook the non-operating assets
- **Additional assumption**: the assets include an unexploited warehouse with a market value of 1,3 MEUR
- **Do** : In the last step of the valuation, add the fair value of the non-operating assets
 - Non-operating assets are assets that do not generate any cash flow
 - Examples: land and buildings not in use (mind the rents!), investments in other companies that do not generate cash flow (mind the dividends!), tax loss carry-forward (beware the possible integration in the business plan used for the valuation)
 - Add the fair market value (preferably net of tax), not the book value.

Year	2012	2013	2014	2015	2016	TV
Cash flow (before financial items)	2,0	2,0	2,0	2,0	2,0	30,0
WACC	6,7%					
Discount factor	0,94	0,88	0,82	0,77	0,72	0,72
Discounted cash flow	1,9	1,8	1,6	1,5	1,4	21,7
Enterprise value (financial debt included)	30,0					
Financial debt	-15,0					
Equity value	15,0					



Year	2012	2013	2014	2015	2016	TV
Cash flow (before financial items)	2,0	2,0	2,0	2,0	2,0	30,0
WACC	6,7%					
Discount factor	0,94	0,88	0,82	0,77	0,72	0,72
Discounted cash flow	1,9	1,8	1,6	1,5	1,4	21,7
Operational enterprise value (financial debt included)	30,0					
Non-operating assets	1,3					
Financial debt	-15,0					
Equity value	16,3					

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INCOME APPROACH (DCF METHODS)

A FEW MISTAKES TO BE AVOIDED

- **THE EGG OR THE CHICKEN?**
- **Do not do:** calculate the expected return on equity based on the book value of the equity
- **Do:** The expected ROE (cost of equity) has to be calculated on the fair market value of the equity, not on the book value.
 - As investors, we expect a ROE based on the fair market value of the equity, independently from its book value.
 - Make sure to allow iterations in Excel to prevent circular referencing issues.
 - A similar mistake is to use the solvency ratio (Equity / Equity + Liabilities) of the company (based on book values).

Cost of equity	10,0%		
Gross cost of debt	5,0%		
Tax rate	34,0%		
Net cost of debt	3,3%		
Equity weight	15,0	50%	
Financial debt weight	15,0	50%	
WACC	6,7%		10,0%

Tax rate		34,0%
Net cost of debt		3,3%
Equity weight	10,0	40%
Financial debt weight	15,0	60%
WACC		6,0%



Year	2012	2013	2014	2015	2016	TV
Cash flow (before financial items)	2,0	2,0	2,0	2,0	2,0	33,4
WACC	6,0%					
Discount factor	0,94	0,88	0,82	0,77	0,72	0,72
Discounted cash flow	1,9	1,8	1,6	1,5	1,4	24,2
Enterprise value (financial debt included)	32,4					
Financial debt	-15,0					
Equity value	17,4					



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INCOME APPROACH (DCF METHODS)

A FEW MISTAKES TO BE AVOIDED

- **STUPID OMISSION...**
- **Do not do:** omit to discount the enterprise value at the end of the financial planning timeframe.
- **Do:** discount the terminal value (whatever calculation method used).
 - The longer the explicit period and/or the higher the discount rate, the bigger the impact.

Year	2012	2013	2014	2015	2016
Cash flow (before financial items)	2,0	2,0	2,0	2,0	2,0
WACC	6,7%				
Discount factor	0,94	0,88	0,82	0,77	0,72
Discounted cash flow	1,9	1,8	1,6	1,5	1,4
Sum of discounted cash flow	8,3				
Terminal value	30,0				
Enterprise value (financial debt included)	38,3				
Financial debt	-15,0				
Equity value	23,3				

+55%

Year	2012	2013	2014	2015	2016
Cash flow (before financial items)	2,0	2,0	2,0	2,0	2,0
WACC	6,7%				
Discount factor	0,94	0,88	0,82	0,77	0,72
Discounted cash flow	1,9	1,8	1,6	1,5	1,4
Sum of discounted cash flow	8,3				
Terminal value	21,7				
Enterprise value (financial debt included)	30,0				
Financial debt	-15,0				
Equity value	15,0				

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INCOME APPROACH (DCF METHODS)

A FEW MISTAKES TO BE AVOIDED

- **NET FINANCIAL DEBT... WHAT ELSE?**
- **Additional assumption:** other liabilities include provision for pensions and commercial litigation up to 1,6 MEUR
- **Do not do:** omit the provisions, minority interests... (applicable also for the multiples method)
- **Do:** next to the net financial debt position, it is recommended to subtract from the EV the fair market value (not the book value) of the provisions, minority interests...
 - The Enterprise Value reflects the value of the operating activities of the company, regardless of its financial structure.
 - In order to determine the amount of cash the shareholders have the right to claim (equity value), one should subtract the part of the activities that are financed by financial debt. This cash must as well pay off the other stakeholders that have a right prior to the shareholders, like the minority interests shareholders, the parties for which provisions have been recorded,

Year	2012	2013	2014	2015	2016	TV
Cash flow (before financial items)	2,0	2,0	2,0	2,0	2,0	30,0
WACC	6,7%					
Discount factor	0,94	0,88	0,82	0,77	0,72	0,72
Discounted cash flow	1,9	1,8	1,6	1,5	1,4	21,7
Enterprise value (financial debt included)	30,0					
Financial debt	-15,0					
Equity value	15,0					

+12%

Year	2012	2013	2014	2015	2016	TV
Cash flow (before financial items)	2,0	2,0	2,0	2,0	2,0	30,0
WACC	6,7%					
Discount factor	0,94	0,88	0,82	0,77	0,72	0,72
Discounted cash flow	1,9	1,8	1,6	1,5	1,4	21,7
Enterprise value (financial debt included)	30,0					
Financial debt	-15,0					
Provisions, minority interests...	-1,6					
Equity value	13,4					

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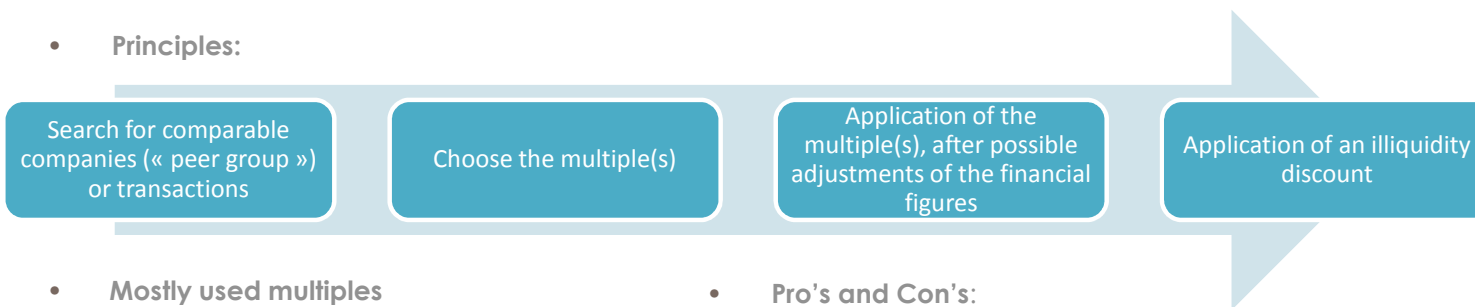
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MARKET APPROACH (MULTIPLES METHOD)

GENERAL PRINCIPLES

- **Basis for approach:** an asset can be valued based on the price of (recent) transactions on similar assets
- **Equity valuation methods applied:** multiples method
- **Principles:**



- **Mostly used multiples**
 - P/E (earnings)
 - P/CF (cash flow)
 - P/BV (book value of equity)
 - EV/S (Sales)
 - EV/EBIT (operating profit)
 - EV/EBITDA (operating cash flow)
 - Non financial multiples (sector specific)
- **Pro's and Con's:**
 - + Simple method
 - + Reflects the market's views
 - Comparability of the peer group (size, liquidity...)
 - Difficult to apply in certain cases (negative or volatile financial figures)
 - Premise: the market accurately values and can be used as reference

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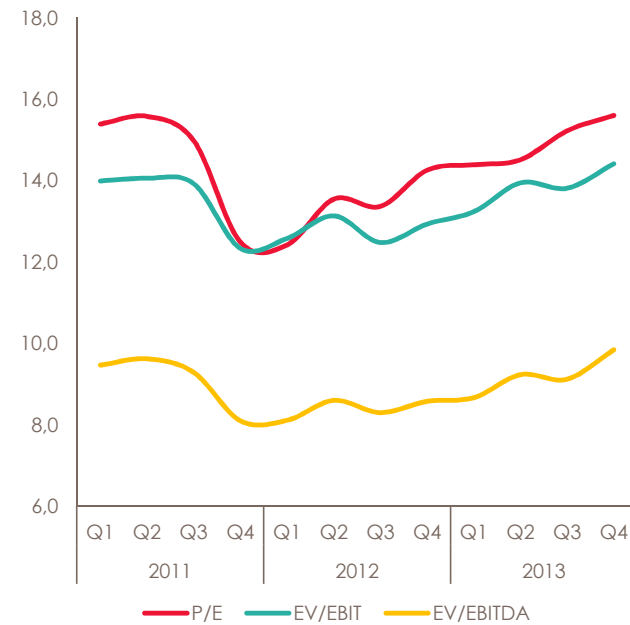
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MARKET APPROACH (MULTIPLES METHOD)

A FEW MULTIPLES PER SECTOR

Industry	P/E	EV/EBIT	EV/EBITDA
Energy	10,9	12,2	8,3
Materials	14,6	14,1	8,7
Industrials	16,5	14,4	10,2
Consumer Discretionary	16,1	14,1	10,2
Consumer Staples	16,3	15,3	10,8
Health Care	20,7	16,2	12,2
Information Technology	18,1	15,2	11,5
Telecommunication Services	13,5	13,0	7,2
Utilities	13,7	15,2	9,5
Average	15,6	14,4	9,8

Source: Duff & Phelps, Valuation Insights, Q4/2013



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MARKET APPROACH (MULTIPLES METHOD)

EXAMPLE

- Example

Multiple methods	P/E	EV/EBIT	EV/EBITDA
Multiples (Sector: Telecommunication services)	13,5	13,0	7,2
Financial parameter	Net result	EBIT	EBITDA
Amount of the parameter	1,5	3,0	5,0
EV	n.a.	39,0	36,0
Financial debt	n.a.	-15,0	-15,0
P (before illiquidity discount)	20,3	24,0	21,0
Illiquidity discount	30%	30%	30%
P	14,2	16,8	14,7
Average P	15,2		

Apart from any mistake in the application of the method, the higher value obtained from the multiples method can be explained by higher growth expectations for the sector than for the company and/or by a lower risk for the sector than for the company.

- Conclusion

Valuation method	Adjusted Equity	DCF	Multiples
Equity value	12,0	15,0	15,2
Weight	0%	50%	50%
Weighted average	15,1		

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MARKET APPROACH (MULTIPLES METHOD)

A FEW MISTAKES TO BE AVOIDED

- **ILLIQUIDITY OF THE E...QUITY**
- **Do not do:** discount the EV (applicable for EV/x multiples)
- **Do:** the illiquidity discount has to be applied to the equity value (not the enterprise value), since the illiquidity reflects the illiquidity of the shares of the company, thus the equity. Furthermore, by discounting the EV, the NFD – reflected in the calculated EV- is discounted at first (thus not considered at 100%) and then fully subtracted...
 - The higher the NFD and/or the discount rate, the higher the impact of this mistake.
 - The same mistake has to be considered when using the DCFF method, if the illiquidity is approached by an illiquidity discount (and thus no small-firm premium) as in the multiple approach.

Valuation method	EV/EBIT	EV/EBITDA
Multiple (Industry: consumer discretionary)	11,6	8,0
Financial parameter	EBIT	EBITDA
Financial parameter (amount)	3,0	5,0
EV (before illiquidity discount)	35,1	40,2
Illiquidity discount	20%	20%
EV	28,1	32,1
Financial debt	-15,0	-15,0
P	13,1	17,1
Average P (round)		15,0

-17%

Valuation method	EV/EBIT	EV/EBITDA
Multiple (Industry: consumer discretionary)	11,6	8,0
Financial parameter	EBIT	EBITDA
Financial parameter (amount)	3,0	5,0
EV	35,1	40,2
Financial debt	-15,0	-15,0
P (before illiquidity discount)	20,1	25,2
Illiquidity discount	20%	20%
P	16,1	20,1
Average P (round)		18,0

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MARKET APPROACH (MULTIPLES METHOD)

A FEW MISTAKES TO BE AVOIDED

- **WHAT IS A MEDIAN VALUE?**
- **Do not do:** consider the « average » multiple
- **Do:** it is recommended to choose the « median » (and not the « average ») of the multiples of the peer group.
 - The median is the numerical element located in the middle of a sorted sample (separating the lower and higher half of the sample). The median of the series 3, 30, 2, 1, 4 is 3 while the average is 8.
 - The median enables to neglect the impact of the extreme values of the sample. For example, when a company faces lower financial performances (approaching 0), the multiples of this company are abnormally high.

Peer group	P/E
Company A	13,2
Company B	12,4
Company C	9,8
Company D	10,3
Company E	12,8
Company F	45,3
Company G	11,6
Company H	14,5
Company I	11,8
Average	15,7
Median	12,4

Valuation method	P/E	P/E
Multiple	15,7	12,4
Financial parameter	Net income	Net income
Financial parameter (amount)	1,5	1,5
P (before illiquidity discount)	23,6	18,6
Illiquidity discount	20%	20%
P	18,9	14,9

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MARKET APPROACH (MULTIPLES METHOD)

A FEW MISTAKES TO BE AVOIDED

- **DOUBLED GROWTH!**
- **Do not do:** apply the multiples observed in year N to the future performances of the company (N+1, N+2 or more).
- **Do:** every multiple encompasses the two fundamental parameters considered in the DCF approach: growth and risk. Applying the multiples observed in year N to the financial indicators of the future years (N+1 or more) includes twice the growth factor (in the financial planning and in the multiple)!
 - If the expected growth rate of the company is higher than the growth rate of the peer group, one should either reconsider the composition of the peer group (are the companies in the peers really comparable?) or use only the valuation methods based on the discounted cash flow.

INCOME STATEMENT	2011	2012	2013	2014	2015	2016
Turnover	20,0	21,2	22,5	23,4	24,8	25,8
Operational charges (excl. Depreciation)	-15,0	-15,9	-16,8	-17,7	-18,8	-19,6
EBITDA	5,0	5,3	5,6	5,7	6,0	6,2

Valuation method	EV/EBITDA	EV/EBITDA
Multiple	8,0	8,0
Financial parameter	EBITDA	EBITDA
Financial parameter (amount)	6,2	5,0
EV	49,5	40,2
Financial debt	-15,0	-15,0
P (before illiquidity discount)	34,5	25,2
Illiquidity discount	20%	20%
P	27,6	20,1

+37%

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CONCLUSION

- The cumulated mistakes increase the equity value of 42%!

DCF	2012	2013	2014	2015	2016	TV
Cash flow (before financial items)	2,0	2,0	2,0	2,0	2,0	33,3
WACC	6,0%					
Discount factor	0,94	0,88	0,82	0,77	0,72	1,00
Discounted cash flow	1,9	1,8	1,6	1,5	1,4	33,3
Enterprise value (financial debt included)	41,5					
Non-operating assets						
Financial debt	-15,0					
Provisions, minority interests...						
Equity value	26,5					

Valuation method	DCF	Multiples
Equity value	26,5	19,0
Weight	50%	50%
Average value (round)	22,8	

+42%

Multiples	P/E	EV/EBIT	EV/EBITDA
Multiple (average for the P/E and not median)	15,7	11,6	8,0
Financial parameter	Résultat net	EBIT	EBITDA
Financial parameter (amount) (2016 for EBITDA)	1,5	3,0	6,2
EV (before illiquidity discount)	n/a	35,1	49,5
Illiquidity discount	20%	20%	20%
EV	n/a	28,1	39,6
Financial debt	n/a	-15,0	-15,0
Non-operating assets			
Provisions, minority interests...			
P	18,8	13,1	24,6
Average P (round)		19,0	

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Valuation and negotiation in small business transfer deals

- **Marie LAMBERT**, Assistant Professor, Ph. D. in Finance, HEC-ULg, *Belgium*

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Best Practices in SME Valuation
How to solve the price expectation mismatch
between SME buyers and sellers?

Marie Lambert, Ph.D., Professor of Corporate Finance, HEC-ULg

Agenda

Transeo – BNP Paribas Fortis - HEC-ULg *Valuation Practices Survey*

1. Introduction

2. Scientific Framework

3. Empirical Methodology

4. Expected Results

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1. Introduction - Scope

Price expectation mismatch

Valuation of a business is one of the main problems associated with transferring business (Observatory of European SMEs, Brussels, 1996).

A study published by Transeo focused on European SME transfer and pointed out **a price expectation mismatch** between the parties involved in a small business transfer.

Problem

Valuation methods used to compute the fair value of a SME (DCF, multiples analysis or asset-based approach) **neglect the intrinsic features** of this type of companies.

Study objective

The study intends **to guide buy-side and sell-side** participants of a small business transfer towards a zone of possible agreement by taking into account the characteristics of SMEs during the valuation process. The objective is therefore to **survey best practices** for small business valuation in Europe.

Study output

Valuation guidelines for small business transfers

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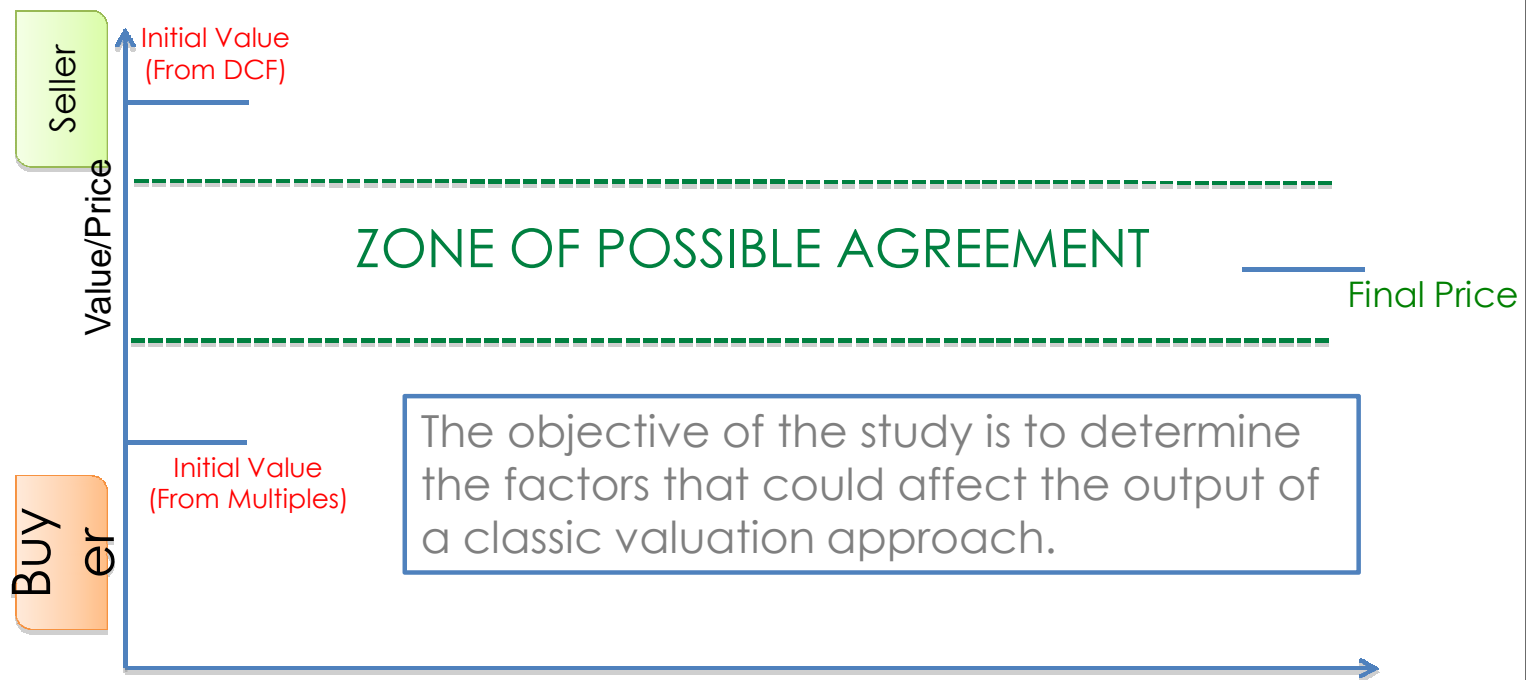
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1. Introduction – Research Model

From the valuation output to the transaction price



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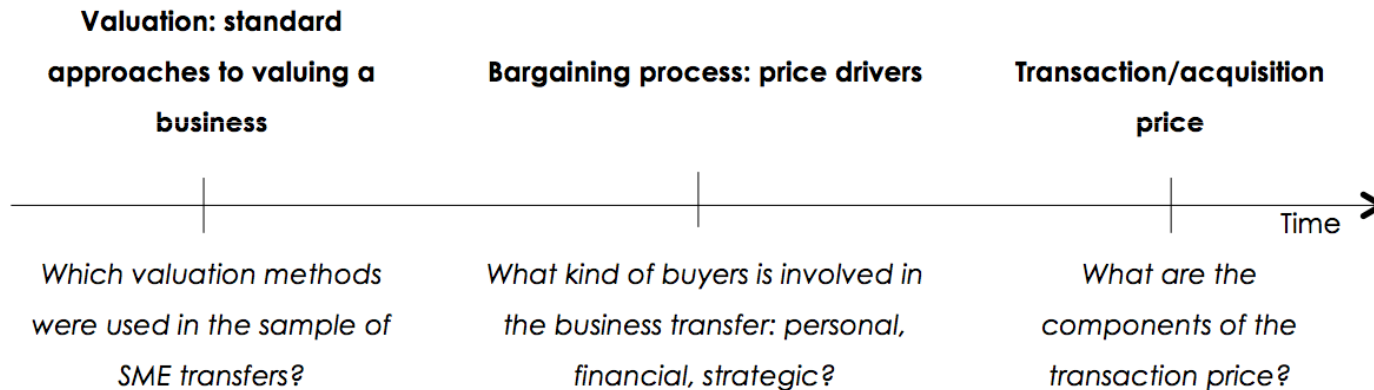
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1. Introduction – Research Model

From the valuation output to the transaction price

Methodological approach



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1. Introduction - Methodology

Our methodology relies on the following two stages:

- ✓ Identification of the factors inherent to SMEs that could form a discount or a premium. This has been achieved through a deep literature review
- ✓ Analysis of the weights of those discounts/premiums inside the final price thanks to a broad market study. An online questionnaire will be sent in April to professionals involved in business transfers. Then, their views will be contrasted with business seller/buyer testimonials. Those contact persons will be provided by the network of Transeo and BNP Paribas Fortis

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2. Scientific Framework

Valuation principles and adjustments to small business valuation

Challenges faced by appraisers when valuing a small privately held business:

- Firm-specific characteristics
(*lack of diversification*)
- Firm marketability
- Earnings quality information
- Intangible assets
- Key persons

Corresponding valuation adjustment factors:

- Small business discount
- Marketability discount
- Earnings quality discount
- Intangible asset premium
- Key person discount

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2. Scientific Framework

Transaction price discounts and premiums

Price drivers of the bargaining process between vendors and acquirers:

- Emotional attachment to the business
- Buyer's strategy and expected synergies from the acquisition
- Valuation inputs
- Market structure and competition
- Buyer's risk and cross-border deal
- The power to control the cash flows (*controlling the company*)

Corresponding price adjustment factors:

- Emotional premium or discount
- Synergy premium
- Valuation quality premium
- Competition premium
- Cross-border discount
- Control premium

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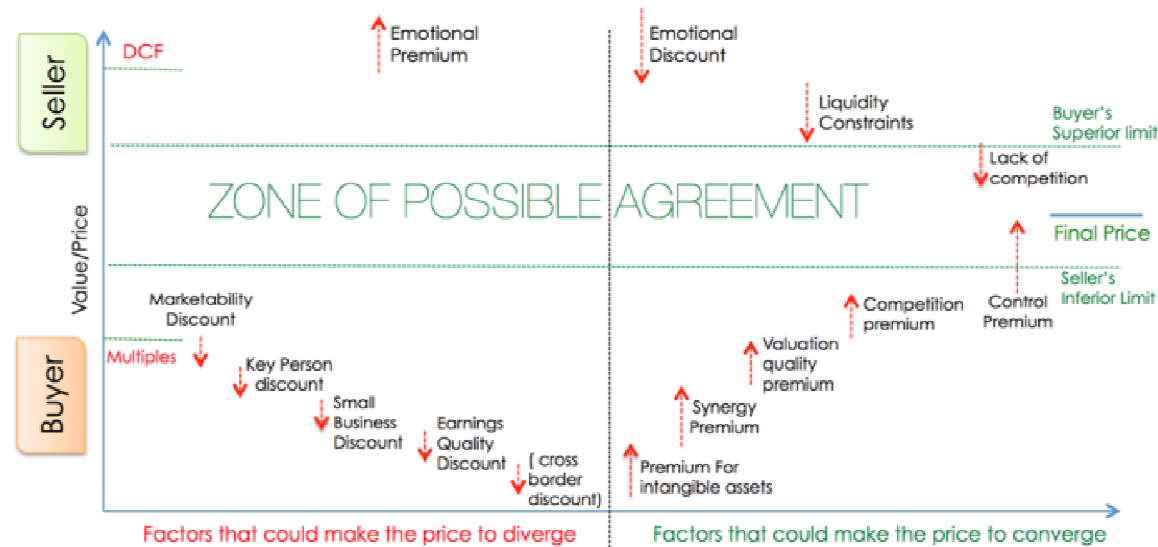
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2. Scientific Framework

Figure 2 : Convergence process - From the initial value to the final price



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2. Scientific Framework

Motives, price drivers and adjustment factors

		Motives	Price Drivers	Adjustment factors
Internal Buyer	Intra-family transfers	Family business continuity (family traditions, jobs and business protection)	Emotional attachment and socio-emotional wealth	Emotional discount
	MBO	Business continuity (company traditions, jobs and business protection)	Emotional attachment and socio-emotional wealth	Emotional discount
		Fair transfer	Fair valuation	valuation quality premium, no earnings quality discount
		Agency costs	Company control	Control premium
External Buyer	External companies	Growth prospects	Synergy	Synergy premium
		Innovation prospects	Intangibles	Intangible asset premium
		Socio-emotional wealth	Emotional attachment	Emotional premium
	MBI	Change in management policy	Power to control the cash flows	Control premium
		Socio-emotional wealth	Emotional attachment	Emotional premium

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1. Introduction
2. Scientific Framework
- 3. Empirical Methodology**
4. Expected Results

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3. Empirical Methodology

- The study addresses small business transfers in Europe. Leveraging on the network of Transeo and its members' own networks, as well as the BNP-Paribas Fortis network, we target the following countries: **France, Belgium, Germany, Luxembourg, Poland, The Netherlands, Spain, Italy, Finland and Latvia.**
- The scope of the study is business transfer in **small enterprises as defined by the European Commission**: Total Assets \leq EUR 10 mil. and Number of Employees $<$ 50. The study will especially focus on the small market with a deal value ranging approximately from € 250.000 to € 2 million.
- **E-questionnaires sent to professionals in business transfers**: key organizations in business transfers (business transfer agencies, matching platforms, public financing institutions) as well as experts in business transfers (private equity, banks, business transfers consultants, accountants and auditors).

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3. Empirical Methodology

Country	Number of deals since 2004	Number of deals with external consultant(s)	Email addresses
Belgium	933	293	297 / 334 = 89%
Finland	2,811	307	162 / 179 = 90%
France	2,153	910	640 / 808 = 79%
Germany	2,488	924	520 / 612 = 85%
Italy	740	199	150 / 180 = 83%
Latvia	322	20	21 / 22 = 95%
Luxembourg	11	2	7 / 9 = 78%
Netherlands	3,853	711	328 / 392 = 84%
Poland	971	54	56 / 63 = 89%
Spain	4,163	711	292 / 378 = 77%
TOTAL	18,445	4131	2,473 / 2,977 = 83%

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4. Expected Results

- Valuation guidelines for small business transfers
- Special focus on the deal range [EUR 250.000; EUR 2 million]

....

Results are expected in November 2014

More information?

sme.valuation@transeo-association.eu

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BDO

Workshop B

Moderator :

Dr Hartmut SCHNEIDER,
CEO, M&A Strategie,
Germany

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Negotiation in small business transfer deals

- **Nadine KAMMERLANDER**, Senior Research Assistant, Center for Family Business, University of St.Gallen, Switzerland
- **Zakaria FAHIM**, Managing Partner, BDO Maroc, Morocco
- **Lise Lotte HJERRILD**, Partner (owner), board member, Horten lawfirm, Denmark

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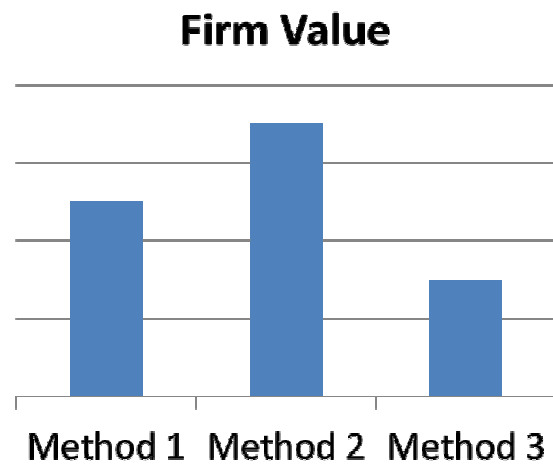
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**Price Negotiations – the Role of
Sellers' Emotions**
Dr. Nadine Kammerlander, University of St.Gallen,
Switzerland

Agreeing on a Transaction Price is a frequent challenge in SME transfers.

Challenge 1:
What's the firm's value?



Challenge 2:
How to agree on a price?

- Price expectations and negotiation skills of seller
 - Price expectations and negotiation skills of buyer
- ↕

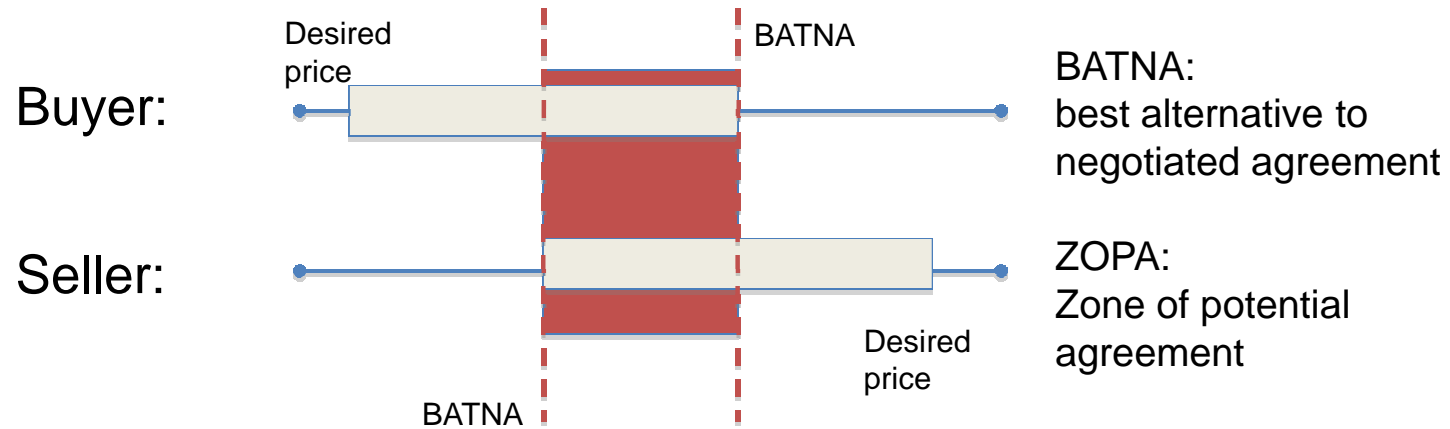
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Basic negotiation theory offers some first insights how to master price discussions.



Optimize your
BATNA (in
advance)

Know the
other party's
BATNA

Use interest-
based
approach

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What drives the seller's BATNA?

- **Surely: objective factors such as number, motivation, and talent of other potential successors.**
- **But also: non-economic considerations**
- **Argumentation: Sellers often search for the best successor**
 - Want to make sure their “baby” is in good hands
 - Want to remain informed about their firm
 - Want to exert further influence on their firm
- **→ Such non-economic goals often outdrive economic ones (loss aversion)**

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Few words on the measurement.

- In early 2013, survey was sent to random sample of owner-managers of Swiss SMEs (<250 employees, almost any industries)
- Responses of 1354 owner-managers who reflect on their sales intentions (filter question to ensure sufficient consideration of topic); independent sample of 455 owner-managers who reflect on their own purchase of the firm
- On average: 36 employees, firm age 44 years, 50% first generation
- Dependent variable: Consider market price – how much does successor have to pay.

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Results show willingness to provide substantial discounts.

Average discounts compared to firm's objective value

	FBO	MBO	MBI	SALES TO FIRM
“what they say” Average Discount	50%	26%	17%	11%
“what they do” Average Discount	42%	26%	Friend: 30% Stranger: 26%	22%

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Summary of factors that affect discount.

- Familiarity between buyer and seller → high discount
- Long time in the firm → high discount*
- Bad firm performance → high discount*
- Firm as part of retirement plan → low discount
- Firm is large → high discount**
- Firm is in service sector → high discount**
- Exit reasons further affect discounts
- Gender effects?

*: only measured/significant in prospective sample;

** only measured/significant in retrospective sample

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Key learnings.

Take the time to
get to know each
other

Find reasons why
you mitigate non-
financial losses

Take the time to
get to know each
other

Advisors: Know
those biases and
be aware of them

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Thank you very much for your attention!

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Cross-cultural dimension in
business transfer negotiation
In Morocco

By Zakaria FAHIM
Managing Partner BDO Morocco

What is the top 3 obstacles in a SME business transfer negotiation between seller and buyer?

- Lack of culture of business transmission : taboo
 - ✓ Sentimental and emotional value that affect the project;
 - ✓ The founders have difficulty passing the baton, and make themselves necessary;
- They operate in traditional industries (sales) that children, trained in the USA or Europe, are not interested in;
- Unprepared negotiation & Immature Project;

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What is the best skill you must have as a professional in advising a seller and a buyer in a negotiation?

- patience ;
- Have prepared the limits of the negotiation;
- adapts to his interlocutor
- And to promote the culture of transfer (the first portal in francophone countries in Africa)

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Moroccan Transfer portal BDO initiative

Une initiative de **BDO** En partenariat avec **ANPME** En association avec **Infortak**

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lundi, 01 juillet 2013

Trameo E-newsletter spécial Maroc
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Les étapes, les types et les modes, la fiscalité, les coûts, la valorisation...

Pour mieux comprendre les procédés de la transmission des entreprises familiales, l'équipe fusion-acquisition de BDO Sari répondent à vos questions

Interrogés

SONDAGE

Avez-vous été satisfait de la valeur de vente de votre entreprise ?

Oui
Plus ou moins
Non

Voter

Résultats

How do you manage not to have a blocking of the negotiation on the price?

- Have alternatives ;
- Take regular notes of the achievements and blocking issues ;
- Check the will to succeed in having a high level of convergence and a power balance ;

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Convergences (minimum points of agreement)

It is Important to identify convergences (before trading)

Otherwise ...

- the trading will not occur
- or one party takes precedence over the other
- this may results on negative relationships :
 - accusation of bad faith
 - whereas it is the lack of convergence that creates misunderstanding and not the behavior of each party

Solution: to wonder "how to create convergences"

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The balance of power

"You can lead a horse to water but you can't make it drink "

"What is the power that I have on the other party ?"

- it is important that it is more or less balanced
- Otherwise tendency to impose my solution to another while the weaker party would seek to negotiate to counterbalance the power and / or glean benefits through negotiation

" Building a relationship of trust "

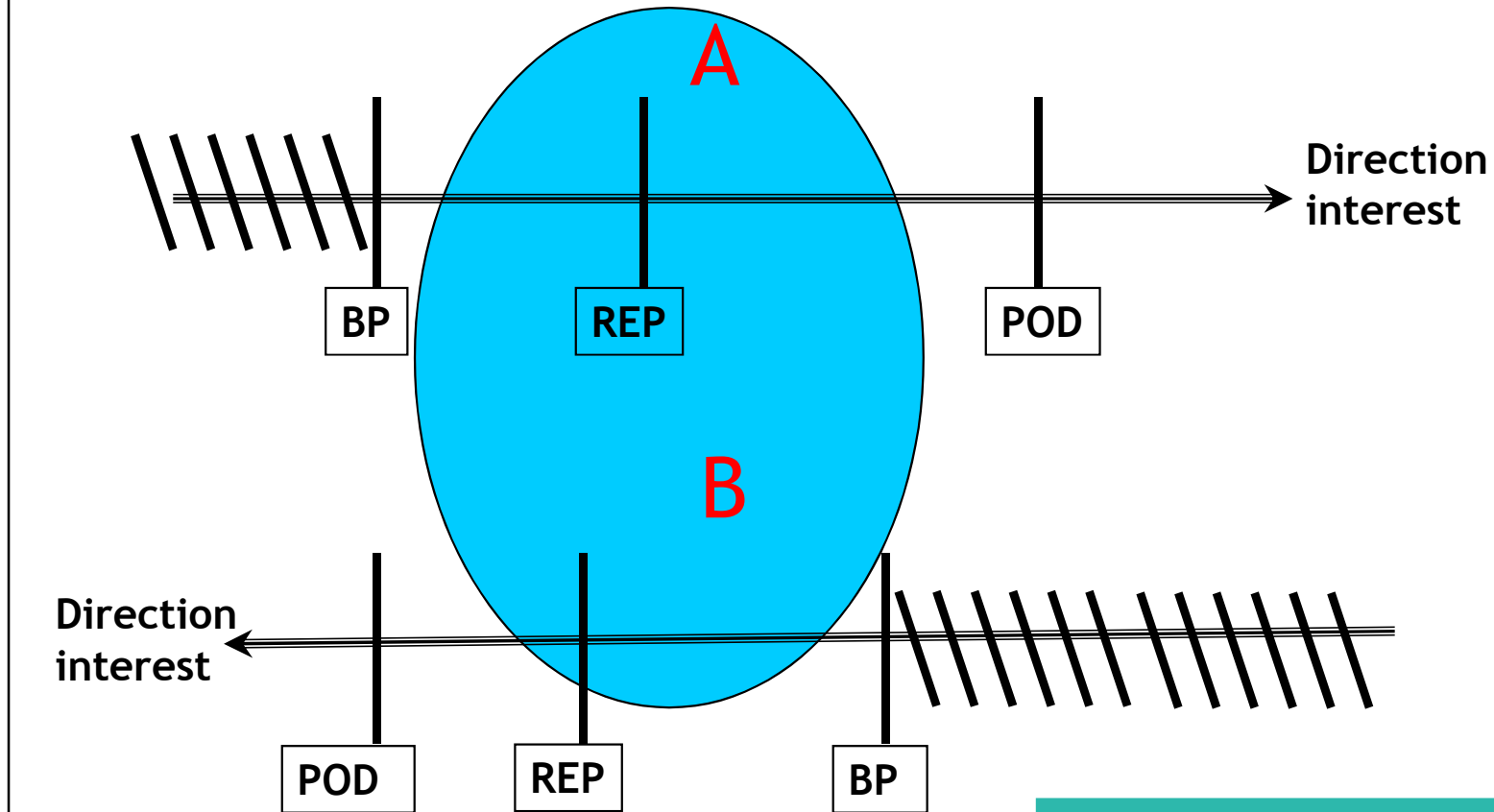
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Negotiation: limits Displayed - breaking and realistic



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Recommandations to our clients : To do – Not to do

Always take the initiative

- define the following contact and take responsibility of it;
- Finish each stage of negotiation or conversation with a summary and a conclusion which determines the next step :
- "As promised, I will contact you next Tuesday to set our next appointment ..."

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Recommandations to our clients : To do – Not to do

Conceal own emotions

- Emotions are like words: the more you express ... the more you give;
- Avoid obvious expression of relief, excitement or panic.

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Recommandations to our clients : To do – Not to do

Do not negotiate in round figures

Round figures are often the norm

But for your partner, round numbers seem to announce to the world :

"I do not expect to get this number" which will weaken your position early
because your partner expects you to accept his prize

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Recommandations to our clients : To do – Not to do

Do not move unless you are obliged to

- About - almost-almost are words to avoid.
- They show that you are ready to move
- These words would become your first concession and give your partner the price as the first legitimate target

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Successful negotiation

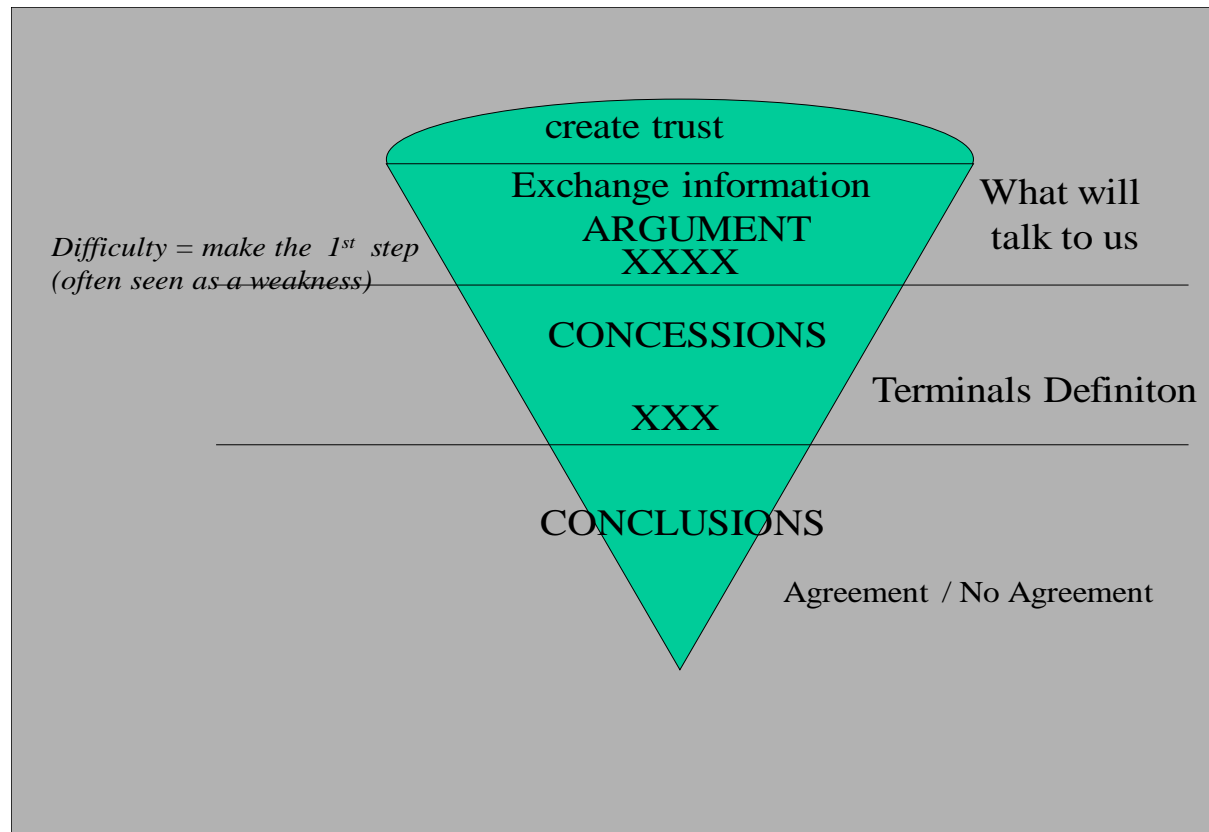
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What is the secret for successful SME business transfer negotiations?



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What is the secret for successful SME business transfer negotiations?

5 principles

1. Support rather than fight or flee
2. Recognize the legitimacy of emotions found
3. Build on the positions of the other
4. Negotiate the rules
5. Never break unilaterally

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Negotiation in small business transfer deals

- **Nadine KAMMERLANDER**, Senior Research Assistant, Center for Family Business, University of St.Gallen, Switzerland
- **Zakaria FAHIM**, Managing Partner, BDO Maroc, Morocco
- **Lise Lotte HJERRILD**, Partner (owner), board member, Horten lawfirm, Denmark

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- **Lise Lotte HJERRILD**, Partner (owner), board member, Horten lawfirm, *Denmark*

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Successful negotiations in SME business transfers

Lise Lotte Hjerrild
Partner, Horten Law Firm (Denmark)

Agenda

- Top 3 **obstacles** to negotiations
- Must-have **skills** for the professional advisor
- The **secrets** to successful negotiations
- **Examples** of good and undesirable negotiation settings

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Obstacles

1. Cultural and linguistic differences



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Obstacles

2. Trust



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Obstacles

3. Questions not asked



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Skills

- **Must-have skills for the professional advisor**
 - An international mindset
 - An international network
 - People skills

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Secrets to success



VS.



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Secrets to success

- **Face-to-face meetings with both sides present**
 - Advantages
 - Breeds efficiency
 - Curbs misunderstandings
 - Conveys sincerity and genuineness = builds trust
 - Enhances transaction certainty
 - Challenges
 - (May) increase transaction costs

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Examples of undesirable negotiation settings



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Examples of undesirable negotiation settings

- **Long-distance negotiations (e-mail, phone, etc.)**
 - Misunderstandings
 - Need for clarification
 - Different time zones
 - Linguistic barriers magnified
 - Difficult to build trust
- **Positional negotiations**
 - Focusing on positions

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Examples of good negotiation settings



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Examples of good negotiation settings

- **Face-to-face meetings**
 - Better mutual understanding
 - Efficiency
 - Trust
 - Promotes equilibrium in contract drafting
- **Principled negotiations**
 - Focusing on common interests
- **Lose-Lose, Win-Lose – or Win-Win?**

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Questions



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Profile | Lise Lotte Hjerrild

- Lise Lotte Hjerrild is specialised in M&A focusing on capital markets. She advises a number of Danish and foreign companies on all M&A, capital markets and company law matters.
- Since 1997, Lise Lotte Hjerrild has led a large number (+100) of private and public M&A transactions, including cross-border purchases and sales of companies, mergers and demergers of listed companies, listings and delistings, including take-over bids, structured auction processes and investments in Danish and foreign companies. Further, Lise Lotte Hjerrild has a unique experience in privatisations, especially of airports, energy companies and other utilities, and in worldwide group restructurings.
- Lise Lotte Hjerrild is chairing the annual general meetings in a number of Danish companies and organisations, including the Association of Danish Law Firms (Danske Advokater). Lise Lotte Hjerrild is also the Communication Officer in the Women Lawyers Interest Group (International Bar Association). Further, Lise Lotte Hjerrild is regularly speaking on M&A topics on national and international conferences.
- Board member, Horten, 2012
- Partner, Horten, 2004
- Attorney, another law firm, 1998-2004
- LL.M., University of Cambridge, 1999
- Admitted to the Danish bar, 1998
- Assistant Attorney, Kromann & Münter Law Firm, 1995-1998
- Master of Laws, University of Copenhagen, 1995



Lise Lotte Hjerrild
Partner

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- **Practice areas**

- Corporate/M&A
- Company law
- Capital Markets

- **Mentioned in**

- Legal 500 - Capital markets, M&A and Banking & Finance
- Chambers Europe - Corporate/M&A
- Chambers Global - Corporate/M&A

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Next Session: 16.30

Final Plenary Session

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