

From Growth to Exit.

How the 'Equity Growth Accelerator' can help
Professional Services Firms to increase
revenue, grow equity and sell the business
at the right time for maximum value.

“I don’t know of anyone else in the world offering this quality of professional support to SME consulting firm shareholders.”

Alper Utku Managing Director, Management Centre Turkey (Management Consulting & Training)

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Why read this booklet?

If you want an exit strategy, growth strategy, or to sell your firm now, then read on...

Equiteq is a strategic advisory and M&A transaction firm with total focus on the consulting and professional services sector, it's all we do.

We're specialists at creating growth and realizing equity value in people businesses. Growing and selling a consulting or advisory firm is something most people only get to do once; we've done it many times over.

Our expertise has been built into a unique service we call the Equity Growth Accelerator (EGA), proven to unlock the growth and value potential in your firm.

The purpose of this booklet is to tell you more about the EGA, now being used by ever increasing numbers of firms across the globe.

It's helping shareholders in all sectors of the industry to grow their practices with an exit strategy in place, enabling them to reach their wealth goals through cash generation and equity realization.

So if your aim is to maximize the equity value in your business, or to achieve a liquidity event either now or in the future, then now's the time to plan for success.

“The EGA took all of the ‘noise’ out of our board meetings and we now have a clear path to exit, where every decision is 100% focused on value creation ”

Daniel Contreras, Managing Partner, Falcon Management Partners, Chile
(Cost Optimization Consulting)

What is the Equity Growth Accelerator?

Spend just 2 days with Equiteq and
unlock all the potential in your firm.

➤ The EGA is a short, value packed process that provides all the answers you'll need to grow and/or realize the equity value in your consulting firm. It is entirely focused on, sales, profit, cash and equity creation, tailored to your particular circumstances and objectives.

Although the EGA stands alone as a valuable investment for consulting firm shareholders, it could extend all the way in a business relationship with Equiteq, through the whole journey of growth, the preparation of your firm for sale or investment, and exit (See Page 26, The EGA and beyond).

It covers:

- The current market valuation of your business in its present state
- A clear picture of your equity value strengths and weaknesses
- The target you could achieve in months or years if you bridge the gaps
- A plan to make your firm attractive to future buyers
- Your strategic exit options
- A plan on how to get there
- Immediate 3 month and 12 month growth actions

As a process it is an expert led board level workshop, over one or two days, using a methodology called the '8 Levers of Equity Value', supported by a unique online performance benchmarking tool.

Be in no doubt, you will walk out of the process with your big questions answered and immediate cash generating solutions. It is not a 'blue sky' think tank. You will hit the ground running with a practical, realistic and achievable growth and/or exit plan.

Is it for you?

➤ Top 10 reasons why clients come to Equiteq for an EGA

If you are a shareholder of an already established firm in any sector of the professional services industry and answer “yes” to any of the following questions, the EGA is relevant to you.

- Do you want to sell your firm in the future to meet a value target?
- Do you want to sell now and need to optimize value before engaging buyers?
- Do you want to meet your wealth goals and need a business plan to get there?
- Have you been approached by a buyer and you are uncertain what to do?
- Are you looking for an exit strategy for a particular reason?
- Do you want to know the current value of your firm, for say a share plan?
- Do you want to know if it is sellable now, or what is needed to make it sellable?
- You're an expert in your field, but do you need commercial expertise to grow?
- Do you want to prepare your firm for financial investment?
- Have you hit a growth glass ceiling?



“Equiteq really understand value creation for professional services firms. It has been years since I encountered such value for money in just one day ”

Jaques Pijl Director, Turner, Holland (Strategy Implementation Consulting)



How to create and realize
equity value in your firm.

Sales and profit growth on its own will not always create equity value, sometimes it can erode it! The EGA looks after both sides of the coin.

The principles of equity growth and valuation in a professional services firm are not understood by most firm shareholders, or indeed most M&A brokers, accountants, or corporate financiers. In fact it is counter-intuitive that there can possibly be any value at all in a business where most of the assets are portable, however significant personal wealth can be realized if firms adhere to a well tried and tested route map to equity value creation.

In very simple terms your firm is worth a multiple of the last 12 months profit, commonly known as the EBIT Multiple (Earnings Before Interest & Tax).

If you were to look at the long term average of professional services firms sold over the last six years, that multiple would be about 10 X EBIT, but the range would be something between say 1 and 20.

However that multiple is only derived once a buyer has looked at the future risk in your business.

How a buyer arrives at the multiple they wish to offer is based on a host of factors, the most important of which is the probability of your sales and profit forecast being met.

If the buyer believes strongly that the risk is low, and that through the acquisition of your business he can increase results even further, then the multiple will be higher. If the risk is way too high, your business may be unsellable, or have too little value for you to consider it worthwhile.

Anyone can put together a business forecast, but a buyer will scrutinize every detail of your business at the operational level to establish whether his gamble in your business will pay off.

That is why equity growth and valuation in a people business is a specialist field; it is not all about financial performance, it is also about knowing what operational questions a buyer asks in a due diligence process. This requires a specialist like Equiteq and a process like the EGA.

So the message is that by just focussing on driving this year's sales and profit is not enough to maximise your equity value. In fact a 50% increase in profits this year without paying attention to those factors that reduce risk could actually erode your equity value!

Central to the EGA process is a benchmark called the **'8 Levers of Equity Value'** in a consulting firm and it contains the **80 most important measures** that a sophisticated buyer would look at to evaluate the risk in your business.

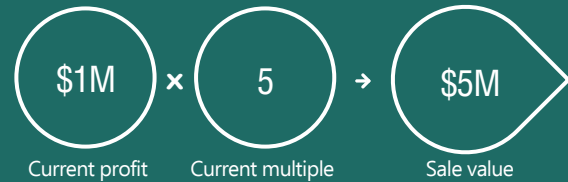
By knowing where you are from poor to best in each lever at the strategic level, and each of the 80 measures at the tactical level, you can prioritize performance improvement and drive equity value up. The consequence of doing so will be to further increase sales, profit and free flowing cash.

So our goal in the EGA is to work on BOTH factors in the equation, we push up the size of the profit figure AND reduce the risk, to create maximum liquidity value to you when you sell the firm. And even if you never decide to sell the business, you reap the sale and profit growth benefit through increased salary, bonuses and dividends.



Here is a simplistic example to illustrate the point:

Let's assume the current market valuation of your business is 5 X EBIT and your last 12 months EBIT was \$1m. If you sold your firm today you would earn a total consideration of \$5m (usually paid in part cash/shares/earn-out)



- Scenario 1

If over the next year you worked hard to grow your profit to \$1.5m, but you did not improve the multiple, your multiple would stay at 5 and you would sell your firm for \$7.5m



- Scenario 2

If over the next year you worked on equity value but not profit growth, and increased your valuation multiple to the long term industry average of say 10, you would sell your firm for \$10m



- Scenario 3

If however you worked on both and achieved a multiple of 10 and a profit of \$1.5m, you would sell your firm for \$15m



Significant leverage on value can occur if you focus on the right things, in the right order, and that is what Equiteq and the EGA are here to do for you

A typical EGA process and what to expect.

Every EGA we do is different and they are always shaped to meet your needs.

For example, if your goal is to take your firm to market in the short term, we can condense the process to one day; however this would be a typical two day process where your objective is longer term growth and exit.



Pre-workshop

Preparation

As part of our proposal to you, **we guarantee the value you get from your investment in the EGA.** We will agree the outcome you wish to experience, how you will measure its success, and what benefits you expect to derive from the process. Together we'll discuss and agree which member of our team is best suited to your needs.

We'll give you a checklist, and under a Non-Disclosure Agreement, we'll ask you to give us some financial and operational information about your business.

This enables us to arrive at the workshop fully informed about your business and having customized the secure online EGA 8 Lever of Equity Value benchmark with data about your company. We'll also set up your team as users for on-going access to the tool into the future.



“I felt we had had our money's worth even before we stopped for lunch.”

Barnaby Mote, Director, 4sl Group, UK
(IT Services Consulting)

Workshop Day One

Where we are now and what we will build on

In a room (or remote web conferencing session if you prefer) equipped with all the normal workshop paraphernalia and online access, we'll begin an in-depth knowledge sharing session about the 8 Levers of Equity Value, so you can put them into the strategic context for your business. This foundation enables you to extract greater value from the workshop, and embeds equity growth knowledge into the management of the business going forward.

Then we'll gather around the 8 Levers of Equity Value online benchmark and progressively work our way through the 80 measures, ranking your firm from poor to best practice. The questions are answered by you, but under our expert guidance and moderation. At the end of this section, you and your team will have a common and thorough understanding of the strengths and weaknesses in your business as viewed through the risk assessment lens of a buyer. You will know what is driving your value up, what is dragging it down, and where your change or investment priorities lie.

A range of benchmark outputs will be produced automatically, including a radar chart of your current performance, a comparison of your firm to a peer group, and a heat map of strengths and weaknesses. Using the risk assessment output from the benchmark, we'll feed that into our valuation model to produce a **current state market valuation** of your firm in real time.



Workshop Day Two

The art of the possible and how to get there

Armed with a comprehensive understanding of your objectives, current value and gaps; we can now model the achievable future against your personal and business goals. In this section of the process we do scenario modelling to determine the art of the possible as an input to your decision making, for example:

- Quantify the months or years to reach a realistic valuation target
- Map the different exit or liquidity event options in the chosen timescale
- Identify the types of buyer that would be attracted to your firm in order to design it to be even more attractive

“We have ambitious goals for value creation over the next 3 years and needed a heavyweight process and experienced advisors to help us get there. The EGA was superb, the Equiteq team was sharp and we got the valuable guidance we needed.”

Brian Hartnett Co-Founder, Co-CEO, Strong-Bridge LLC, USA (a Management Consulting firm)

At this stage we'll factor in all of the outputs from the process so far and plan the most important next steps, strategically and tactically. At the strategic level we'll identify where the gaps are in your business plan and prioritize the value growth actions. At the tactical level we'll work on the most immediate actions to drive short term growth over the next 3 to 12 months, for example:

- **Service/Market Prioritization**

In nearly all cases we discover a dilution of resources because of a focus on low priority services and markets, causing inability to scale your business. After analyzing your past sales and strengths, we clearly identify where you've the greatest opportunity to grow sales faster now, and where to focus next.

- **Unique Value Proposition**

Many firms have a weak UVP, this makes sales harder and constrains equity growth. We use our UVP development model to help you create a compelling 10 page pitch that will open doors to new clients. This model can then be used by you as a template for individual services and markets.

- **Client Reviews**

We often find that firms are preoccupied with chasing new business that will be difficult to win, whilst ignoring hidden opportunities where you've a 'right to win'. Significant gains can usually be made by concentrating on existing clients, so we go through a template client review process with you to identify 'sell-on' opportunities.

Post-workshop

Taking action

We'll produce a summary presentation of our recommendations and provide you with any additional materials, tools or templates we think will be helpful to you.

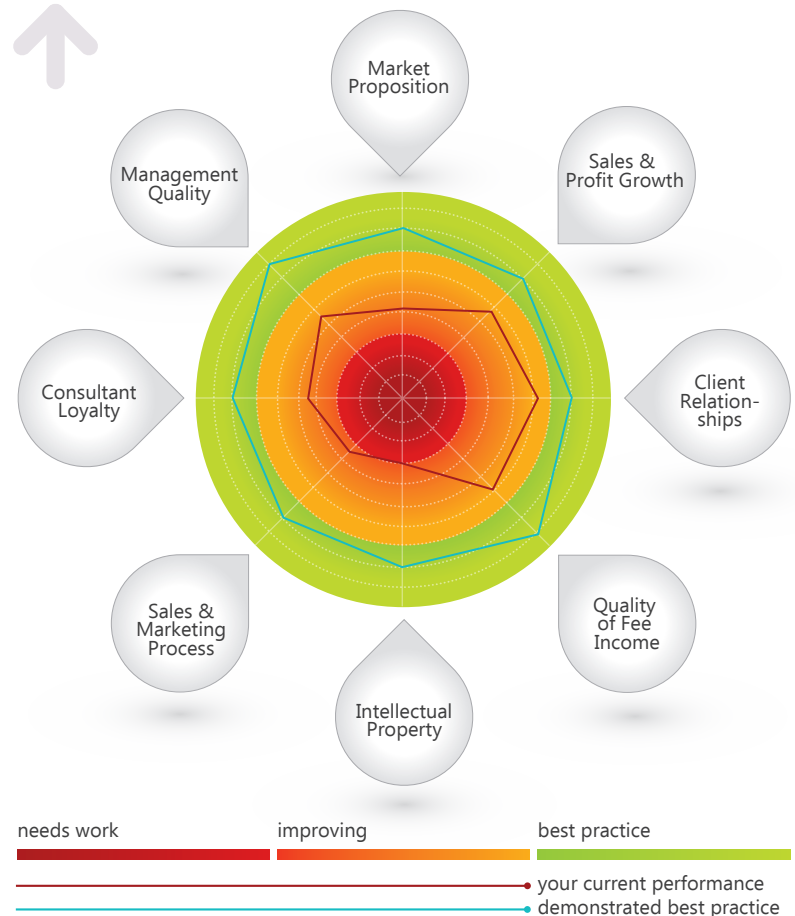
You'll also receive an implementation plan which prioritizes the sequence of events, in priority order, at a detailed level.

You'll retain access to the online benchmark so you can remodel the value of your business at any time and as often as you like. Our clients use this as their scorecard and progressively push value up by increasing their score across the 8 Levers and 80 Measures (See our exemplar client success story on Page 21)

Irrespective of whether you engage us on an on-going basis (See Page 26, The EGA and beyond) you will now have a plan to execute against.

We will never be far away if you need a quick answer to a problem or challenge and you can pick the phone up at any time. Someone in Equiteq will almost certainly have experienced your issue directly or indirectly.

As you push outwards towards best practice over time, your equity value increases



The outcomes for you and your business.

Two value-packed days that could change the fortunes of your business, secure your personal future and many of those around you.

Selling a professional services business is something most owners never achieve and for those that do it's usually a once in a lifetime event.

When you enter an EGA process with Equiteq, you'll be in the hands of people who have done it for themselves and for others many times over, with many millionaires to show for it.

This is your opportunity to capitalize on all that experience and adopt a proven methodology to make it happen.

➤ Key operational outcomes

Work **ON** the business, not **IN** the business:

Most leaders in consulting are part of the delivery team. Because of this the business plan often comes second so desired growth doesn't happen. With the 8 Lever model and clear business plan priorities, you'll migrate to working **ON** the business.

Gain crystal clarity on investment priorities:

Leadership teams often have many conflicting ideas and choices on where to invest precious resources for best results. This risks inaction or disappointment. The EGA gets everyone lined up behind the things that will deliver greatest gain in the shortest period of time.

Execute to best practice in all 80 KPIs:

Leaders understand the metrics and ratios in a people business for financial performance. These make up a fraction of the KPIs for sustained growth and equity value. The EGA gives you access to the complete dashboard online and allows you to compare against best practice.

Execute quick wins for sales and profit:

Everyone wants quick wins and a faster injection of income into the business in order to invest in growth. But where are they to be found? The EGA will identify them through the external view into your business by industry experts.

➤ Key Business Outcomes

Grow and sell

If you are growing your business for an eventual sale, you will walk away with a clear strategy to reach your target valuation, in the optimum time-scale, with a financially quantified and prioritized plan to boost sales, maximize profits, cash flow and equity value.

Results will be measured in sustained growth of sales and profit, the creation of a saleable asset, and a the greater liquidity you receive upon a successful transaction.

Preparation for sale

If you're about to take you firm to market for a trade sale or financial investment, you will be armed with a robust and defensible valuation, and the actions required to optimize value before engaging with buyers.

Results will be measured in the higher probability of success through a sale process and the higher EBIT multiple valuation you are able to defend and achieve.

➤ Key personal outcomes

Financial

Enjoying the rewards of a growing and profitable business versus the feast and famine cycles common to the industry, plus the ability to exit your business with a large pension pot and leave it as a going concern for others.

Emotional

The motivational reward of knowing your future is mapped out and secured, with options, choices and opportunities to capitalize on all the hard work and investment you've put into your business. As the leader of the business, the gratification that you are making others wealthy and secure, and that the business is sustainable after you have left.

“The EGA was brilliant at building a roadmap of management priorities and pinpointing precisely what would make the most difference to our growth, it was great value for money”

Gerrie Aldag, Managing Director, Innogence, Australia
(IT consultancy and SAP Specialist)

Success Stories.

A small selection of our clients from different consulting sectors and what they have achieved using the EGA

➤ Moorhouse Consulting, a Project Management firm, engaged Equiteq to help it grow and be acquired

The company achieved a compound annual growth rate of 67% and increased its equity value from 3 times profit to a multiple of just under 10 upon sale to a UK FTSE 100 company

How did they do it?

The leadership team created a project to build value. Work-streams were put in place and all key staff were given responsibilities and ownership. The project was tightly managed with military precision and monthly reporting. Over a nearly 3 year period the firm increased the area in their radar chart towards best practice, resulting in a quality firm with low risk and a premium valuation

Results

Within 3 years the firm grew from \$4.9m revenue to \$15.6m. Profits rose from \$1.25m to \$3.3m. The firm was sold for a total consideration of just under \$31m



“We’re working to triple the size of our business in 3 years. The EGA completely changed our focus and priorities, within weeks we won new work with 4 dormant clients and rolled out a significantly better value proposition to Fortune 500 clients, resulting in a new 3 year contract with a \$billion global engineering firm, with more to come in the pipeline.”

John M. McDonald, Managing Director, ProActive ReSolutions, Canada/Australia/UK/USA
(Conflict Resolution Consulting)

USA and International Asset Finance Consulting Firm

The firm was an international, loose federation of small lifestyle consulting firms and the founders were nearing retirement age. They wanted to find out if it was possible to create equity value in the firm as a contribution to their retirement funds. The EGA identified that the firm should create a full-time, salaried international leadership team focused on equity value creation. Priorities were to drive sales revenues through multi-channel sales and marketing; focus on a narrower range of more compelling client value propositions; leverage the cost base through developing strong IP, delivered through an experienced pool of loyal contractors. **Over 2 years since their first EGA, revenues have more than doubled, profits have increases 10-fold and the firm is now well on track for a liquidity event in the next few years.**

UK and International Operations and Supply Chain Consulting Firm

When Equiteq was engaged, our client was a new firm involved in cost reduction for manufacturing companies. The founders had recently left another consulting business and although they had a proven proposition they lacked the experience to run and scale a firm. In the context of their business and stage of development, the EGA provided them with a plan for sustainable sales growth, profits and equity value. A dashboard was created to both drive and measure results, the appointment of a finance director was prioritized, leading to new processes to manage growth, and an industry sector approach to sales and marketing was adopted. **This led to an acceleration in sales, 30% EBIT, and the firm scaled from 20 consultants to over 100 in less than 3 years.**

USA and International Life Sciences Market Research Consulting Firm

Equiteq were engaged because revenue growth had stalled and profits had disappeared. The EGA pinpointed two causes on Day 1 of the process. While the partners in the firm were all technically competent, there was no single leader and direction was unclear. There was little focus on the drivers of profit, or sales targets and financial controls were inadequate. On Day 2 of the EGA they appointed a Managing Partner who would work ON the business, rather than IN the firm. New sales process, KPI's, management and financial processes were established to control resources, projects and finances. **In 18 months since the EGA, revenues grew by 40%, profits by 300% and \$10m of equity value was added to the firm. They are now well on track for a future liquidity event.**

Middle Eastern Training & Consulting Firm

The firm had hit a growth plateau and needed a plan to increase sales and equity value. The EGA discovered that the firm had good profits, but no equity value. The ownership structure wasn't incentivizing managers and delegation of targets was not viable in the organisation structure. There was no growth plan and a weak value proposition. The equity growth project plan coming out of the EGA resulted in many changes, including a share plan for key management, a new employment model and the development of an industry targeted unique value proposition. **Since the EGA they have won two prestigious workplace awards and are successfully listing on the Turkish Alternative Investment Public Market with an equity valuation of \$13m.**

“Since our first EGA with Equiteq when we discovered the critical value drivers to meet our objectives, the results have been transformational for shareholder value.”

John C. Deane CEO, The Alta Group, USA (Asset Finance Consulting)

Global EGA clients.

There are EGA clients throughout the globe spanning the professional services industry:

management consulting, human capital, IT services, engineering and environmental, marketing, financial services, accountancy, legal, retail, strategy and operations, research, conflict resolution, energy, business advisory, procurement, research, training, life sciences, customer, sales performance ... and many more.

If you run a people business of any kind, where the sale of time is mission critical to your business, then we would be interested in serving you.

We have a large portfolio of completed transactions and Equiteq also works with \$billion strategic buyers in the search and assessment of SME targets for acquisition. Combine that experience with over 150 EGA projects around the world, it adds up to comprehensive knowledge of 'what looks good' to a buyer.

All of this know-how is built into the EGA service, so there is no doubt that **if you want to grow or sell your firm you are in good company and we're confident you'll find us to be a great option for the next step in your business.**



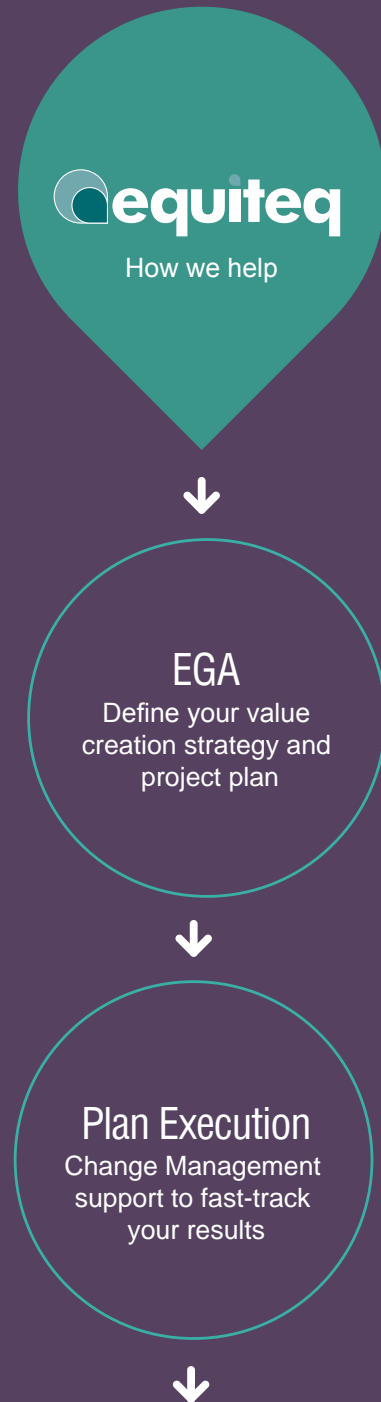
➔ Beyond the EGA.

The EGA is your first step in a process to take you to your objective.

it is akin to, say the preparation you would need before an Olympic event. Like stepping into the blocks for a 100m sprint (selling your firm soon), or on the starting line for the Marathon (growing to sell). Preparation and planning is vital, but you still have to run the race and reach the finish line with a personal best or world record.

In the world of performance improvement advisory and M&A transaction services to the professional services sector, it's difficult enough finding a partner who concentrates exclusively in the sector, even harder to find someone interested in both the growth AND transaction opportunity your firm offers as a client. Equiteq is different in that we do both, we partner for the entire journey.

If you need us beyond the EGA to make sure that your plan stays on track, then we have a rich toolkit of options and service modules, ranging from light touch quarterly non-exec type interventions, through hands-on execution at the tactical level, to finance raising, deeper retainer based support and equity gain sharing. Whatever you need, we're here to support you.



When your firm has been fully prepared for sale, Equiteq has a great track record in completing transactions at premium valuations, often in partnership with a Corporate Finance firm in our network and local to you. It really is a specialist art to package an advisory business for sale and finding a hungry pool of local and international buyers.

Our added value is in the quality process we use to package your firm as a unique value proposition to individual buyers, creating competitive tension among the buyer group, defending your value target because you have been well prepared in the EGA process, and agreeing a deal structure that works for you and the buyer.

“By re-focusing on what really matters, the EGA has made the difference between failure and success for our business ”

Jeremy Wyatt Managing Partner, Hall Aitken, UK
(Research, Analysis and Evaluation Consulting)



Growth Assurance

On your team driving change to milestones and targets



Sale Process

Delivering transaction success at premium value



Exit

Over to you for the next stage of your life and career

➤ FAQs

How can you promise so much value from a one or two day process?

We've learned over the last 30 years how to package and leverage intellectual property (IP) in a consulting business. Doing that effectively means concentrating a process that would normally take days or weeks into a short intervention supported by packaged IP. By doing this a consulting firm can deliver high value with repeatable quality. You like any of your clients are buying outcomes, not time. That's why IP leverage is also one of the things we look at in our EGA process with you.

What size of firms would most benefit from an EGA?

We work with early stage firms to \$100m practices within \$bn firms. For the EGA to be most effective you need to have an established business, if you are too small there are usually some fundamental priorities that precede the need for an EGA and we have a different solution for you. However you can never be too big. We have run EGAs to evaluate practices within \$bn firms, and also used it to evaluate their acquisition targets.

Under what circumstances would an EGA be unsuccessful?

We tend not to engage if we think that possibility is too high. On the rare occasions when it does happen, it's usually because the management team doesn't have the drive or ambition to execute after the EGA. Some would say that there is success in discovering that a drive for growth or sale is 'not for me' so let's just get on with running a lifestyle business. On our side we guarantee the value of your investment in the EGA, so if for some reason we have not delivered the value we agreed before we started, then we will either fix it, or refund the full fee.

Under what circumstances are EGA clients most successful?

There is no doubt that we have seen the greatest success when the management team of a firm embeds the 8 Levers of Equity Value model into its operating plan and fields responsibility to all key people, thereby systematically and progressively pushing towards best practice in the priority areas.

How many of your EGA clients go on to sell successfully?

We have so many firms in our client portfolio at various stages of development and it's a moving feast. But as it stands, over 150 firms around the world have completed an EGA with Equiteq over the last 5 years. 78% of this group are at the beginning or final phase of an exit plan, 10% have reached their target and are in the market now for an M&A event, and we are delighted to have assisted 12% of our EGA clients in the successful sale of their practices.

Can we speak to past or existing clients?

Yes of course, and you should. However it is our policy to enable this once we have reached the stage of submitting our proposal to you. The reason for this is one that we're sure you'll empathize with; we need to make sure the time and goodwill of our clients are used thoughtfully. So the best time to do this is when we have an agreement subject to references.

Should we start now or put it off until later?

The simple answer is an obvious question, why would you want to put off something that is going to drive immediate and long term value? Though, there are certain events in any firm that could reduce the value of an EGA if done in the wrong order. However in general terms, if you have a genuine desire to achieve the sort of outcomes discussed in this booklet, then there really is nothing that should get in the way.

If there is a geography gap between us, is it an issue?

Running the EGA in a face to face environment is ideal and we travel all over the world from our UK base to deliver it. However where this is not practical we have done it many times via web conferencing. We can do this because the 8 Levers of Equity Value benchmark is online as a secure application. We also have representatives in some of the major regions around the world and this number is growing all the time.

What members of our team should participate in the EGA?

This is a difficult question to answer because it depends on your particular circumstances. Suffice it to say, we have run it for a single CEO and for a team of 50 covering three levels of management. The most important guidelines on how to decide are twofold. There is a small group people that you trust and know for certain MUST buy into the plan, usually the board or senior leadership team. Alternatively there is a group of people in your firm who may not be in the 'need to know' category about your sale objectives for the business.



Are you ready to
create value in
your business?

The answer is “yes’ we hope if you have reached this page!

Do you want an exploratory discussion?

Let's talk to make sure there is a fit between us and we can find that out together in a telephone call or meeting fairly quickly. We can also talk about the costs which are affordable and reasonable. If you're not ready for an EGA and irrespective of whether we do anything together, there's mutual value in knowing more in case we can be of use to each other in the future. **You'll find us very collaborative so please do reach out.**

The next step

If there is a positive outcome to the initial discussion, we'll exchange a Non-Disclosure Agreement, then the next step is to get you and any other stakeholders you need on board into a meeting or conference call with the right person in Equiteq that would potentially work with you.

The purpose is for you to be confident that you are dealing with someone that you can work with and to make sure that our intervention is the one you want. Our opportunity is to learn more about what you need, so that if you agree, we can put a customized EGA proposal to you for acceptance.

Get going

If all is in order we will agree a date for the workshop and logistics. In terms of timing, we can usually sort out a date for you within 4 to 8 weeks.

➤ If you'd like more information about the EGA or would like to have an initial discussion about booking a workshop for your business **please call Tony Rice on +44 1252 724264 or email him on tony.rice@equiteq.com**

“The EGA was truly the most valuable few hours I’ve spent looking at the business side of my firm in many years.”

Dan Norenberg, Managing Director, N Vision Learning Solution GmbH,
Germany (Leadership Development Consulting)

Contact us

If you would like more information on the EGA, our company or the various services we can offer please don't hesitate to get in touch.



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