



Corporate Advisory Division

Introducing Banks Group: A big focus on dynamic businesses

Do you own a business or dream of building one?

At Banks Group, our team is passionate about supporting the growth of businesses in Australia and New Zealand and we pride ourselves on fostering entrepreneurship both inside and outside our business.

It's why we use our capabilities as one of Melbourne's pre-eminent accounting and advisory firms to single-mindedly serve entrepreneurs and small to medium enterprises.

Since 1978, we've supported and educated our clients at every step, so they understand how intelligent financial decisions can build opportunity – to help them make a positive difference to their business, their life and the world we live in.

What drives us, makes you stronger.

We describe ourselves as 'business savvy financial solutionists'.

It means that each and every day, we thrive on combining our financial skills, business acumen and innovative thinking to discover ways our clients can build value and equity in their businesses.

What drives us is a desire to help fuel the dreams and financial goals of our clients, by unlocking their business' true potential.

We define success only by the achievements of our clients. And we've been achieving that success for our clients since 1978.



Corporate Finance and Board Consultancy

Our service offering

Every transaction, no matter its size, is key to the growth or succession of a business. But a successful transaction is one based on making the right decision where all pertinent facts have been considered – from ensuring the end result is always kept in sight, be it growth, higher profitability, improved market share or competitive edge, through to minimising the associated risks inherent in any transaction.

How we can help

At Banks Group, our clients are confident we will bring all of our commercial experience and knowledge, together with sound strategic advice to maximise their business potential and ensure positive outcomes from their transactions. Banks Group recognises the importance of clients receiving independent, expert advice – which is why we have a dedicated team of transaction specialists to service the needs of our clients.

Our service offering can be broken down into five key areas:

- Board advisory
- Business acquisitions
- Sale of business
- Capital structuring
- Valuations

Board advisory

In addition to being an independent thinker who can assist your board with strategies and growth, Banks Group offers our clients timely execution of a broad spectrum of transaction-related services. We incorporate both the latest techniques in valuation and financial analysis and the most recent changes in the capital markets to deliver the most up-to-date analyses. Banks Group offers independence and analytical sophistication enabling our professionals to assess value and market position, allowing our clients to make rapid, informed decisions.

Business acquisitions

Our clients know we will help them stay ahead of the competition and take full advantage of growth opportunities to expand their business and increase their wealth. They rely on us to ensure their acquisitions are strategic and successful, bringing immediate synergy benefits through increased revenue or reach and reduced costs, reflecting that a business has been bought at the right price.

By partnering with us throughout the acquisition process, our clients are confident they will:

- Identify the right acquisition target that brings real business benefits and enhances shareholder value
- Acquire the target at the right price, having taken into account the inherent value of the business, other potential bidders, any potential synergy benefits and the capacity to fund the acquisition
- Consider both commercial and financial risks and if, through our due diligence process, it is determined they should walk away from a bad deal, our clients know we will give them that advice without fear or favour
- Implement tax structuring and strategies that recognise the current needs of our clients and their longer term exit strategy, including both local and international considerations
- Know the contract terms, including the ultimate purchase price, are in line with their offer and that there are no surprises in the final contract
- Ensure they have the requisite working capital finance to fund future growth and that we will help negotiate new or reshaped finance facilities if required
- Understand, and be fully aware of, the impact of a transaction on their financial statements, including the impact of relevant accounting standards, purchase price allocation, future earnings, balance sheet gearing, earnings per share and particularly the impact on banking covenants and equity holders



Sale of business

When our clients make the decision to sell all or part of their business, they know we have the necessary expertise and technical know-how to plan and execute their strategy so that they exit free of complications and have maximised their after-tax return.

In advance of launching into a sale, we assist clients in their initial preparation, critical in maximising their returns. From the very start of the sale process, they are confident that:

- Their house is in order by ensuring:
 - Contracts are in place with customers and suppliers
 - Financial information is reliable and accurate
 - The business is adequately and appropriately resourced
 - There are appropriate IT systems
 - Systems and process are in place
 - Intellectual property is identified and adequately protected where appropriate
- They have identified the business and transaction risks and established a plan for mitigation
- They understand the likely buyers and their willingness and capacity to complete a deal, and
- A sale structure has been developed which maximises the ultimate return to shareholders

Our clients depend on us to execute the sale process and to provide them with the full range of merger and acquisition advice and assistance services so that they achieve the best possible outcome. By partnering with us, clients know they will:

- Find a buyer for the business
- Have an Information Memorandum prepared that shows the business in the best possible light, including normalised financial information
- Negotiate the price and terms of the deal
- Run a data room allowing bidders to conduct due diligence on the business
- Ensure the contract terms, including the ultimate sale price, adequately reflect the agreed terms and they are not unnecessarily exposed to unreasonable warranties, and
- Adequate protection post-completion is provided through mechanisms for completion adjustments, earn outs, restraints of trade and other terms

Capital structuring

Ensuring the efficiency of the capital structure of our clients' business is critical to maximising the returns generated for shareholders.

Our clients work with us to analyse existing debt and equity structuring and develop a path to an optimal debt/equity position. Through our strong relationships with banks and other financiers, we introduce them to debt providers who can provide suitable funding for their business. We assist in structuring debt funding arrangements to ensure that loan covenants are achievable, and the cost of debt is minimised.

When restructuring their equity holdings, including putting in place appropriate shareholder arrangements which look to the long-term holding or possible exit, they depend on our dedicated expertise.

In addition, we introduce them to private equity funds, venture capital funds and other investors who may be able to provide equity funding to help take their business to the next level.



Valuations

At the core of every transaction is the value it brings to an organisation. In determining this value, decision-makers rely on information that is independent, fully-researched and justifiable or defensible.

A valuation is only as good as the experts that prepare it – at Banks Group, our clients appreciate and respect the research capability, transaction knowledge, extensive industry experience and sound business acumen of our dedicated specialist valuations team.

We understand our clients are organisations looking to maximise business outcomes from transactions, whether they are:

- Acquiring a business or other form of asset
- Divesting non-core businesses and assets
- Raising funds from public or private markets, or
- Restructuring

That's why our clients know they can depend on a Banks Group valuation to support their actions with appropriate valuation principles and robust methodologies that take full account of the financial and business opportunities, as well as the associated risks and impairment-related issues.

In addition to providing valuation reports in the context of acquiring or divesting assets or businesses, we can assist you by:

- Preparing a purchase price allocation report for the purposes of booking intangible assets in your financial statements. In doing so, we utilise our commercial experience to identify and value the material intangible assets.
- Supporting tax structuring and tax return preparation with a valuation which meets the specific legislative requirements and which will satisfy a critique by the tax office, and
- Preparing an independent expert report which assesses whether a transaction is fair and reasonable for the purposes of:
 - Takeovers
 - Schemes of arrangement
 - Compulsory acquisitions
 - Acquisitions or disposals of a substantial asset

Key contact – Ferdi Kayakesen



Prior to commencing at Banks Group in 2018, Ferdi spent 13 years at Macquarie Group in senior roles in Structured Finance and Asset Management, where he partnered with intermediaries, companies, owners and management teams of SMEs to assist them in achieving their strategic goals. Ferdi has been working with Banks Group clients since 2005.

Prior to Macquarie, Ferdi worked at ANZ and Ford Motor Company in various roles including marketing and engineering. He has also successfully managed and exited two family-owned businesses that focused on consumer services.

Ferdi's areas of speciality include:

- Board advisory and business strategy
- Private equity
- Business acquisitions
- Sale of business

Ferdi also holds a Director level role at one of the leading private investment firms in the US, where he partners with Australian and New Zealand company owners and management teams to help them achieve their strategic vision and expand their businesses.

About Banks Group

At Banks Group we offer a highly valued accounting and advisory service that encompasses tax strategies, audit, forecasting, financial planning and funds management. Our top performing staff are well equipped to handle your business growth and changing needs. We understand the drivers that secure profit for your business.

Whether you are a large or small client, we combine technical knowledge with hands-on experience to impact your bottom line. Banks Group is at the forefront of the ever-changing accountancy landscape and its current client list represents some of the most exciting businesses and industries in Australia.

If you have any further questions, please do not hesitate to contact:



Ferdi Kayakesen

Partner – Private Equity, Corporate Finance and Strategy



+61 3 9810 0792



f.kayakesen@banksgroup.com.au



a member of
INTEGRA INTERNATIONAL®
 Your Global Advantage



Melbourne // Sydney //
 Perth // Auckland



www.banksgroup.com.au



801 Glenferrie Road, Hawthorn VIC 3122



+61 3 9810 0700



info@banksgroup.com.au

© 2020 Banks Group Pty Ltd - ABN 33 642 872 236

Banks Group is an association of independent firms that operate in Melbourne, Sydney and Auckland under the same trading name. Neither the Melbourne Banks Group, Sydney Banks Group or Auckland Banks Group are partners or agents of each other and shall not be liable for any act or omission of each other. Liability limited by a scheme approved under Professional Standards Legislation.