

**CORPORATE  
LEGAL SERVICES**

**hcr**

**harrison clark  
rickerbys solicitors**

# A PASSION FOR PEOPLE

**Our passion for people is at the heart of everything we do. It's the engine that keeps us ticking and inspires us to do our best. We're not satisfied unless we're making a real difference to peoples' lives, and we'll keep working hard to ensure we achieve the best outcome possible for you.**

## About Harrison Clark Rickerbys

We are a Top 100 UK law firm, with more than 500 staff and nine offices. The corporate team's clients range from large multi-national firms and publicly quoted companies to small family-run businesses and start-ups, each of whom is given the same level of commitment and experience by the team. Because good communications are central to any successful transaction, we ensure that we are always available to clients.

Our broad-based team means that we can provide a bespoke legal service, whatever your legal needs, delivering City-quality solutions with excellent value for money.

Our corporate team is the largest in the West Midlands and South West outside the main cities, and we are a top-ranking firm for the regions surrounding Birmingham and Bristol, according to the UK's leading legal directories. Our corporate/M & A services have similarly been acknowledged as top tier.

In the last 12 months (July 2019 to July 2020) the team have completed over 180 deals with an aggregate value of over £600m.

Clients benefit from the expertise of our experienced and commercially aware lawyers, brought together in a commercial, dynamic and pragmatic team.

A high quality service with total commitment to the client is core to what we offer - we know that each transaction is important to every client and our depth of experience means that clients are confident that we can handle the full range of corporate work, from setting up a company through to the sale or purchase of a business in line with their expectations.

### **In Experian's UK & Republic of Ireland M&A Review we are ranked\*:**

- United Kingdom - 2nd
- South East - 1st
- South West - 1st
- The Midlands - 1st
- East of England - 3rd

\*by deal volume, first half of 2020.

## Mergers and Acquisitions Transactions

We advise on a wide range of transactions from business and asset transfers and share sales and purchases of small family-run businesses to multi-million pound transactions for quoted PLCs. We have experience in respect of a wide range of industries, including manufacturing, healthcare, technology, food service and retail businesses, among others.

The corporate team acts for both buyers and sellers and can assist with acquisitions and sales not only in the UK but also overseas.

We work closely with our clients to understand their individual business needs, so that we can assess any risks in specific marketplaces and can protect against those.

Our proactive and professional approach enables us to work to tight deadlines.

We keep clients updated regularly and are always available to answer queries or discuss clients' needs. Because we can draw on expertise across a range of commercial areas, including property, employment, banking and tax, our teams are able to tackle the multiple aspects of a transaction, making sure that clients receive the best service possible in all areas.

We also work seamlessly with other professionals, such as accountants, to ensure that a company purchase or sale provides the best outcome for the client from a tax perspective.



**Rod Thomas**  
Worcester

## Private Equity and Venture Capital

We advise firms receiving development or venture capital, equity funding from angel investors or venture capitalists through to institutional private equity lenders. We have considerable experience in identifying the risks and issues which an investee company should consider when deciding whether to take on funding and/or private equity capital. We believe in getting involved in the negotiations at an early stage to ensure that the right deal is achieved. The importance of the heads of terms should not be

underestimated in setting out the basis of any deal, whether the company is acting as a purchaser/seller as part of any equity deal or in respect of any equity funding it is receiving.

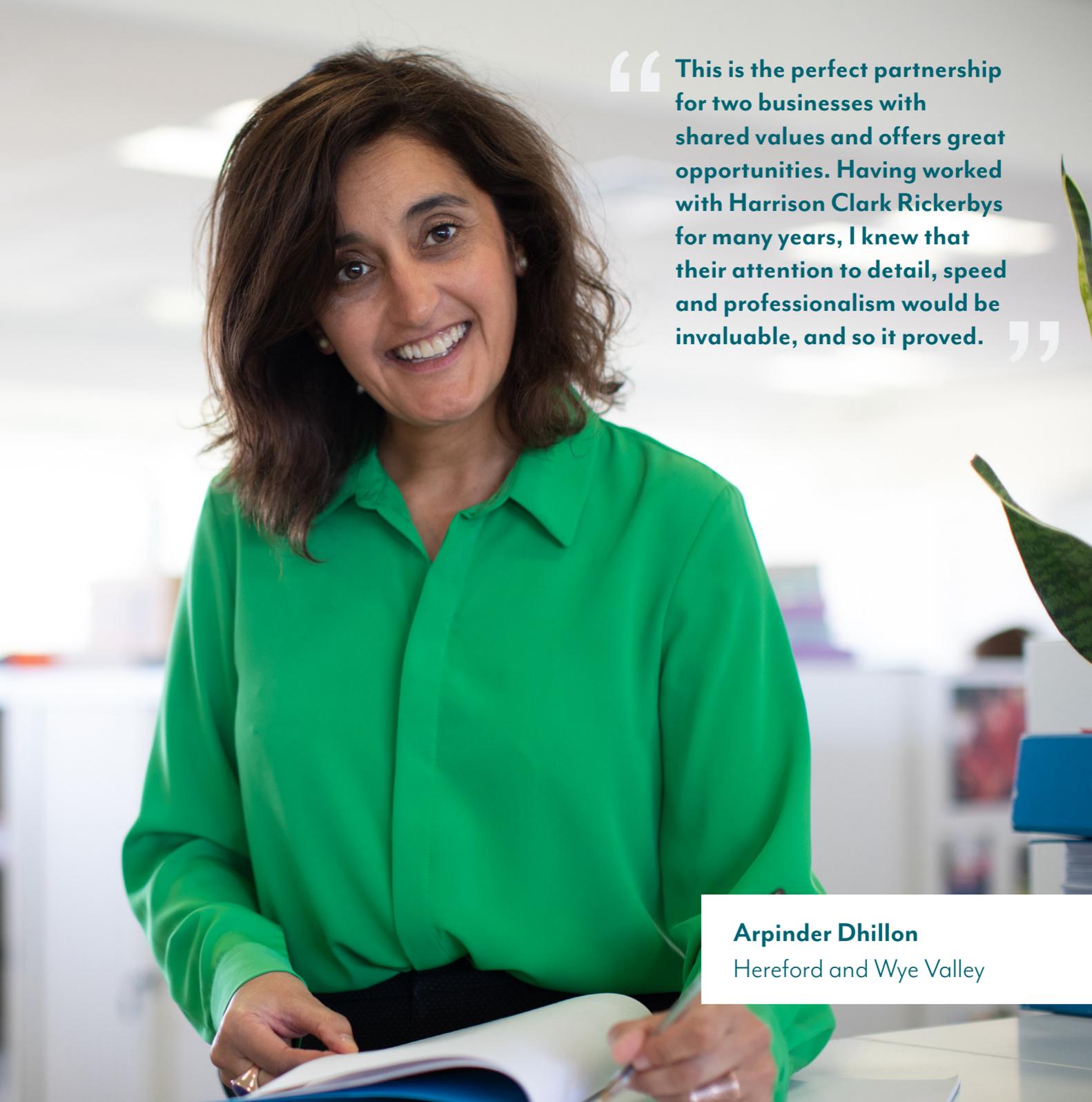
We work closely with the firm's banking and tax teams so that appropriate advice is given to protect the company's position.

## Equity Houses and Lenders

We act for a number of private equity houses and institutional lenders, dealing with their investment work and helping them structure transactions.

Because we regularly work with investee companies, venture capital trusts (VCTs) and private equity

businesses, we fully appreciate the latest trends in the private equity market, so we can advise on the best outcome for clients at any one time.

A woman with dark, wavy hair, wearing a bright green button-down shirt, is smiling warmly at the camera. She is seated at a desk, looking down at a document or book she is holding. The background is a bright, modern office space with blurred shelves and a plant on the right.

“ This is the perfect partnership for two businesses with shared values and offers great opportunities. Having worked with Harrison Clark Rickerbys for many years, I knew that their attention to detail, speed and professionalism would be invaluable, and so it proved. ”

**Arpinder Dhillon**  
Hereford and Wye Valley

## Management Teams

The combination of our understanding of how investors think and work and our commercial knowledge of the key issues that arise on equity deals proves invaluable when we act for management teams, whether on a management buy-out (MBO), management buy-in (MBI), equity-raising or follow-on funding.

Management teams may also be selling shares as part of a deal, so a clear grasp of the different dynamics and issues that relate to these circumstances is vital.

We understand the sensitivities which can arise when selling a business on to a management team, or when the management team buys the business from existing shareholders, and the need for minimum disruption and maximum continuity.

We have acted for incoming and outgoing management teams, covering a broad range of sectors, and have the experience to ensure that deals are structured to ensure a seamless handover.

“ **Harrison Clark Rickerbys gave us, as ever, excellent sector-specific advice and support throughout – their efficiency, attention to detail and professionalism make them a pleasure to work with.** ”



**Rebecca Leask**  
Worcester

## Corporate Finance, Debt and Equity Funding

Our corporate finance experience is considerable, including both the raising of private equity and of bank funding for transactions.

We believe in obtaining the right funding for your transaction, a fit for you and your business plan, rather than simply accepting what is on offer.

Our close links with banks, specialist corporate finance accountants and private equity funders enables us to advise on such funding structures and to guide you through the often complex process.

A number of our team members have experience in working on deals involving equity funding, on both

sides, so they are aware of the issues that can arise and know how to deal with these to achieve the best results for clients.

Banking is also one of our specialties, meaning that we can guide clients through the often lengthy documents involved, giving a clear concise overview of the obligations entailed.

We can also provide advice and help for refinancing to support businesses, whether this involves obtaining new and/ or additional funding or liaising with finance providers as to existing security held over businesses and assets.



**Derek Callanan**  
Cheltenham

## Flotations

We have dealt with a number of listings of companies on both the AIM and PLUS markets, and we have been involved in all stages of the process, including conversion of private to public companies.

Team members have been involved in the preparation of prospectuses, verification and legal documentation relating to flotation, and are accustomed to dealing with all professional advisors involved on such projects, including brokers and The Panel.

In addition, we have acted on a number of acquisitions and sales of, and by, public companies (both in the UK and overseas), so we understand the steps needed in such matters, together with a detailed understanding of the Code, and how it should be applied in each individual circumstance.

“ **We have worked with the team at Harrison Clark Rickerbys for over a decade and we value the relationship we have with them and the deep understanding they have of our business and our sector. They are always responsive to our needs and we frequently work together to find innovative solutions to challenges in a changing industry.** ”



**Inger Anson**  
Cambridge

## Corporate Structuring, Restructuring and Reorganisations

Businesses need, on occasion, to restructure for a variety of reasons. We are familiar with many types of restructuring and reorganisation, from changes to share capital, share buy backs, demergers and changes to group company structures.

We work with clients to ensure that we understand the reasons behind the changes and can offer the best route available to achieve the desired result.

We help to identify any potential issues which may arise as a result of the restructure/reorganisation and liaise with accountants where appropriate, to ensure that the changes are structured in a way which is also tax efficient.

We work with clients from the outset and right through the transaction, beyond completion, to make sure that the post-completion steps are dealt with thoroughly.

Some of our work in this area requires advice on insolvency law and we can draw not only on the expertise of our corporate team, but also on our own experienced insolvency colleagues. Our employment team, with its depth of expertise in issues involving the movement of employees or other employment related matters, is an invaluable addition to our team.

“ **Having worked with Harrison Clark Rickerbys on several of our portfolio businesses, we remain very impressed with the professionalism and expertise within the team. In particular Charlotte Thornton-Smith and Clare Emery’s knowledge of the dental sector puts them at the forefront of any dental legal panel and we are delighted to be working with them on several of our acquisitions.** ”

**Clare Emery**  
Worcester



## Shareholders' Agreements and Articles of Association

A company is required to have articles of association in place from its incorporation and these operate alongside company law to govern the activities and general running of the company. Our specialists can tailor the articles of association for each company's needs, whether this involves the insertion of particular shareholding rights and restrictions or simply bringing the articles of association in line with the current legislation.

We always recommend that a shareholders' agreement is put in place in any business, coupled with appropriate articles of association, irrespective of whether the business is family-run or otherwise. We have seen too many instances where the business has been ineffectually run, leading to a loss of profit and even to closure, as a result of shareholders being unable to agree on a way forward.

Not only does a shareholders' agreement provide extra protection, but it also enables a company to keep an element of privacy from the public register

at Companies House. Although the articles of association are a publicly accessible document, certain terms can be reserved and provided for within a shareholders' agreement, which remains a private document between the parties concerned.

Such agreements are key when the shareholders involved are two corporate entities entering into a joint venture together, as the parameters of their responsibilities to the joint venture company and to each other need to be very clearly set out.

Our team can assist not only with the preparation and negotiation of new shareholders' agreements, but can also advise on the terms of existing shareholders' agreements and any variations required to be made to the agreement as the company develops over time.

“

The team did a fantastic job, combining strong private equity expertise with commercial and pragmatic advice that allowed the management role to proceed smoothly. They knew what the key issues were and were on hand at all times throughout the deal to advise.

”



**Robert Rice**  
Thames Valley

## Start-up Businesses

Our start-ups team can help new businesses right from the start and offers full ongoing support after launch.

We not only advise on the legal aspects of starting a business but take into account the initial practicalities and thought processes required to start up a business. We then provide consultation, direction and support to clients. For

those who want to take the next step and start a business, we offer a variety of fixed-cost packages, including incorporating a business and drafting key documents. Following incorporation, we offer ongoing support and have a full business services department on hand to assist.

Our initial advice on business or business ideas is free and on a no-obligation basis.



**The recent sale of our company seemed from the outset an extremely daunting and challenging ordeal which, thanks to the professional and efficient help and services supplied by the team at HCR turned out to be an exercise taken in their stride and proficiently executed.**

**They made the entire experience for us a lot easier than we had ever anticipated.**



**Tim Ward**  
Cheltenham

## Company Incorporations, Company Secretarial and Corporate Governance

We help sole traders and partnerships with the incorporation of new companies to enable them to take advantage of limited liability, as well as forming new companies for the purposes of management buy outs and group restructuring.

Our experience means we can recommend the ideal structure to achieve the desired end result in the best way possible, whether this includes the incorporation of overseas companies for international trade or simplifying an existing structure. The team will also deal promptly with post-incorporation matters as required under company law, such as the preparation of statutory books.

We also provide company secretarial services, so that business owners and leaders can focus on running the business, rather than on administrative burdens. These services range from simply holding statutory books to bespoke services for each client

and we have a wide range of experience in providing services to both UK and overseas companies. In addition, we are often able to carry out company secretarial services without the need for our clients to provide original signatures, which means clients do not have to worry about signing and returning original documents to us in the post; this proves to be particularly useful for overseas clients.

Corporate governance is becoming more and more important, and compliance with a wide range of regulations is essential. We can advise on a range of regulatory and compliance issues to ensure that time is not lost from the running of the business.

Irrespective of the size of a company, it is also important that directors are aware of their personal duties and obligations under company law and we are able to provide advice to directors on such duties, whether in a general context or in connection with their conduct during particular transactions.

“ **Harrison Clark Rickerbys were excellent during our sale and made the process as simple as possible. They were responsive, efficient and professional with great attention to detail. They quickly grasped the key factors of our requirements and were on hand at all times throughout the deal to give support and advice.** ”



**Alison Scott**  
Birmingham and Worcester

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