



Corporate Finance

Overview and Credentials

Audit and Assurance

Corporate Finance

Taxation

Accounting Services

Our Services

UNW is a North East based advisory firm that delivers practical, actionable advice for its clients. We work hard to understand each client's needs and we adapt our approach to meet our client's goals. We provide:

Audit, Assurance and Accounting Services to

- International Groups;
- Privately Owned Businesses; and
- Professional Partnerships.

Tax Services covering

- Corporate Tax;
- Personal Tax;
- Specialist advice; and
- Transactional and Structuring advice.

Corporate Finance advice to

- Company Shareholders and Boards of Directors;
- Public Sector organisations; and
- Private Equity Investors.

Our Experience

- Our Senior Partner group has a combined 100 years of experience in their fields of specialism, much of which was spent working in Big 4 firms;
- The clients we choose to work with are entrepreneurial, mid market corporates with directors and shareholders that value advice;
- We specialise in advising entrepreneurial organisations at every stage of their life cycle;
- We work with clients both locally and nationally;
- In our chosen markets, we are a credible alternative to our competitors with international brands; and
- Our success in our chosen markets is best measured by our growth. Over the last five years we have doubled in size despite the economic down turn.

The Team

Our people have experience in a broad range of services, sectors and geographies. UNW brings this experience to bear on the business problems we are engaged to solve:

- 80% of our 65 people have Big 4 experience with PricewaterhouseCoopers, Deloitte, KPMG and Ernst & Young; and
- Our Senior team experience includes:
 - advising businesses in US, Middle East, Asia, Far East and mainland Europe; and
 - transacting with corporate and institutional parties on Cross Border transactions.
- Our recruits range from university graduates to experienced professionals with specialist skills.

Clients



Our Corporate Finance Services



Advisory Services

- Merger and acquisition, Disposals, MBO, bid support
- Government and infrastructure, Public Sector projects, bid side support
- Finance raising and refinancing

Transaction Services

- Business Support
- Due Diligence – Pre lend/Investment review
- Transaction support/Acquisition due diligence

Business Modelling

- Financing and re-financing operational and financial models
- Capital projects
- Strategic business planning

Grants

- Regional Growth Fund applications
- European grants, advising on state aid rules
- Grant due diligence

Valuation

- Merger and acquisition analysis
- Minority interests, shareholder disputes
- Intellectual property and Intangible assets

Who we are



Paul Kaiser - Corporate Finance Partner

T: 0191 243 6013

M: 0776 880 8877

E: paulkaiser@unw.co.uk

Paul joined UNW in July 2010. He has over 25 years experience of Corporate Finance transactions and led the North East Deloitte advisory team prior to a period in the London based Advisory Business. Paul specialises in advising on mergers and acquisitions, disposals and private equity sponsored transactions. He has an extensive network within the London Investor Community. His specialist industry sector is Healthcare within which he holds a number of non-executive positions.



Neville Bearpark - Corporate Finance Partner

T: 0191 243 6011

M: 07808911966

E: nevillebearpark@unw.co.uk

Neville joined UNW in 1998 from PwC where he had 17 years experience and ran their Inward Investment advisory service across England and also specialised in transaction support. He has for many years been recognised as the leading adviser on Government Grants and public sector funding. Neville specialises in SME finance raising, grants advice and transaction support services.



Julie Gilhespie - Corporate Finance Partner

T: 0191 243 6068

M: 0788 181 6030

E: juliegilhespie@unw.co.uk

Julie joined the firm on 1 August 2011 as a corporate finance partner after spending the last 10 years in a national role as a director in Deloitte. She has 20 years' experience of corporate finance transactions covering all aspects for corporate finance work, ranging from small owner managed businesses to large plcs and the public and third sectors.

For the last 13 years she has specialised in advising on public sector transactions. She is a leading expert on public sector corporate finance, having worked extensively with the health, Local Government and education sectors.

Julie has been at the forefront of the deals to deliver some of the most significant infrastructure initiatives in recent years including the replacement of many of the north east local hospitals, schools and waste and energy facilities. A specialist in project as well as corporate finance, Julie brings real expertise to our corporate finance offering to the public and third sectors.



Zara Lane - Corporate Finance Senior Manager T: 0191 243 6093 M: 07803163031 E: zaralane@unw.co.uk

Zara joined UNW in 2005 from PwC and specialises in lead advisory. She is responsible for acquisitions, disposals, MBO's and private equity. She has completed a number of successful UK and cross border transactions negotiating with M&A teams for multinationals such as Coca Cola plc and Mitie plc. Zara was a finalist in the North East Emerging Deal Maker of the Year in 2008 and for Young Dealmaker of the year in 2009.



Mark Simpson - Corporate Finance Senior Manager T: 0191 243 6094 M: 07740943170 E: marksimpson@unw.co.uk

Mark joined UNW in 2003 from KPMG where he had over seven years experience, latterly, working in their due diligence and corporate finance teams. At UNW Mark advises on finance raising and has significant experience of working with Regional Venture Funds across a breadth of sectors. He also manages our Transaction Support and grants teams, leading assignments for Corporate, Institutional and Banking clients.



Carole Almond - Corporate Finance Manager T: 0191 243 6084 E: carolealmond@unw.co.uk

Carole joined UNW in 2011 having previously worked for One North East on the grants appraisal team. She has seventeen years experience of appraising and monitoring Government grants to businesses on behalf of BIS.



Michael Tagg - Corporate Finance Manager T: 0191 243 6082 E: michaeltagg@unw.co.uk

Michael joined UNW in December 2011 from Carillion Energy Services (formerly Eaga plc). He was part of the team which succeeded in raising £300m of debt and equity finance to fund the installation of up to 37,000 solar PV systems onto the roofs of domestic social housing and local authority properties, known as Project Bright. Michael specialises in financial and operational modelling, and has spent five years working in industry with organisations that include Heineken (formerly Scottish and Newcastle) and Halifax Bank of Scotland, where he has had a number of roles covering financial reporting, commercial analysis and corporate finance.

The UNW Corporate Finance team are supported by four Chartered Accountant Executives.

All executives have Big 4 experience and have worked with a variety of clients ranging from large multinational companies to owner managed businesses.



David Blair
T: 0191 243 6092
E: davidblair@unw.co.uk



James Allsopp
T: 0191 243 6242
E: jamesallsopp@unw.co.uk



Katy Cheung
T: 0191 243 6095
E: katycheung@unw.co.uk



Stephanie Davidson
T: 0191 243 6096
E: stephaniedavidson@unw.co.uk

Our Services

M&A advisory

- From investment in a new acquisition; to
- Sale of a non-core part of a business.

Disposal

- Assess the feasibility supporting the owners decision process;
- Help prepare the business for sale; and
- Execute the sale process.

Management Buyout

- Assess the feasibility of the opportunity;
- Advice on value and funding;
- Structure and negotiations;

Bid support;

- Target evaluation;
- Offer formulation; and
- Project management of transaction

Our Experience

- Over 50 years of combined CF advisory experience;
- Track record of delivering shareholder value; lead advisors on several of the most significant sale mandates in the North East market over the last five years;
- Relevant experience of cross border M&A and off market approaches;
- Strong focus on client contact to build and maintain relationships; and
- High profile, national network.

Our Services

Utilising our extensive experience providing advisory services to the Public Sector:

- Advising on public sector transactions from the development of new infrastructure to mergers and acquisitions and funding;
- Project financial and commercial advise and structuring;
- Advice to Private Sector bidding for contracts;
- Project modelling; and
- Advice to Local Government.

We have specific sector expertise:

- Health;
- Education;
- Renewables; and
- Waste.

Our Experience

- 13 years experience in working with Public Sector clients;
- Hospital projects;
- Schools projects;
- Renewable projects; and
- Waste projects.

Our Services

With a focus on both Private Sector and Public Sector Finance

Advisory

- Feasibility of fund raising; and
- Support and advice on preparing the “Investment Ready” case.

Application to Regional Venture Funds

- Understanding the “Investment Rules”;
- Formulation of your investment proposal; and
- Guiding you through offer terms.

Our Experience

- Market leader in securing Public Finance;
- Extensive network and track record in raising finance from:
 - Private Equity; and
 - Debt and asset based finance.
- A combined 50 years of experience.

Our Services

Business support

- Assisting a client (e.g. bank customer) in preparation for accessing funding;
- Reviewing management information and ensuring a robust case is presented to funders; and
- Undertaking financial diligence on current position and forecasts to assist bank in their decision to advance funds.

Pre lend / Investment review

- The financial institution is our client;
- Review financial position and future performance;
- Focus on debt service, covenants, cash flow, sensitivities etc; and
- We will highlight areas of risk to the bank.

Transaction support / Acquisition Due Diligence

- We will provide support on refinancing and/or changes in ownership;
- Transaction review tailored to a specific scope; and
- Support for banks, corporates, VC's and acquirers.

Our Experience

30 years broad and varied experience in support of:

- Provision of new banking facilities, acting on behalf of lenders; and
- Corporate acquisitions.

Significant experience in specific sectors where we have undertaken regular work. These sectors include:

- IT
- Engineering
- Public sector agencies
- Food and Drink manufacturing
- Healthcare
- Offshore engineering
- Renewables
- Waste

Our Services

Regional Growth Fund Applications

- Deep understanding of process and how to position for success
- Building the 'project' case; and
- Constructing the application

Our Experience

- Our grants business is recognised nationally and we have over 30 years experience
- Over £90 million of funds raised and over 140 successful applications
- Regional Growth Fund advice on:
 - Applications
 - Offer letter support
 - Due Diligence
 - State Aid and Additionality
- Also support in connection with
 - R&D Grants
 - European Grants
 - Training Grants
 - Government backed loan and equity funding

Our Services

Specialist modelling services in support of

- Finance and re-financing;
- Capital projects;
- M&A projects; and
- Strategic Business Planning.

Our Experience

UNW has the capability to provide outsourced modelling services, which encompass financial and operational modelling. Our modelling capability has developed over a number of years, initially through working in line finance and commercial analyst positions within large blue chip organisations. This capability is unique outside of the specialist modelling teams of the Big 4.

Our expertise has been used on:

- £300million fund raising in the renewables sector;
- Supporting the bidding process for the awarding of bus and rail contracts;
- Public sector procurement projects; and
- Private equity fund raising.

Our Services

Business support

Valuing shares, businesses, assets and Intangible Assets; including

- Minority Interests;
- Change of ownership; and
- Shareholder disputes.

Our Experience

We have advised on a number of valuations covering the following areas:

- Shareholder disputes and exiting shareholder valuations;
- Target valuations, advising potential acquirers;
- Valuations of minority interests;
- Acting as expert witness, third party independent valuers;
- Valuing subsidiaries as part of a group of companies; and
- Providing relative valuations in respect of two entities considering a merger.

Why UNW?



Relevant expertise

- The individuals in our team have advised on a broad and varied range of transactions;
- The team has a deep knowledge and understanding of the value areas in transactions and how to avoid pitfalls;
- We are a highly experienced; and
- Collectively we have worked with deep specialist skills on a significant number of transactions that are influential within their sector.

Offering a fully integrated suite of advisory services

- Ability to include specialists with tax advisory and accounting expertise;
- Specific advisory skills such as project modelling or understanding of State Aid Rules relevant to accessing grant funding; and
- In all cases our service is delivered by the team that you meet.

Strong working relationships with our clients

- Genuinely partner lead service, supported by a senior team of experienced managers and executives;
- Easy to do business with;
- Track record of repeat clientele and positive testimonials; and
- Highly responsive

Flexibility of approach

- The expertise to tailor and deliver your transaction in the way that you the client want it to be delivered;
- We invest in client relationships for the long term, growing the level of support we provide as you grow; however
- If circumstances change we will reconsider options alongside you and develop a new solution.

Highly motivated to drive a transaction across the line

- Our client relationships are important to us;
- We take pride in our service levels and responsiveness;
- We relish opportunities for us to demonstrate the capability of our firm; and
- We are always focussed and ambitious in our approach to delivering our clients' transactions



Disposal of Metal Spinners Group

UNW were lead advisers to the shareholders of Metal Spinners Group on the sale of their shareholding to Standex Inc.

Industrial



Disposal of Nigel Wright Recruitment

UNW were lead advisers to the shareholders on the disposal of leading UK recruitment consultancy Nigel Wright Group to private equity firm Baird Capital Partners Europe.

Support Services



Refinancing of Ramsdens Financial

UNW advised Ramsdens on a substantial multi million pound funding facility to enable the company to grow turnover to £50million and open its 100th store by 2012.

Financial Services



Disposal of DW Tilley

UNW were lead advisers on the disposal of DW Tilley roofing contractors to Mitie Group Plc for consideration of £16.1 million which included an £11.1 million cash payment and a further £5million deferred and dependent on future performance.

Construction



Disposal of Abbey Well

UNW were lead advisers on the disposal of Abbey Well Natural Mineral Water (Waters & Robson Holdings Limited) to *Coca-Cola* for an undisclosed sum.

Food and Drink



J. D. Plastics & Rooflines Ltd

Buyout of JD Plastics

UNW provided end to end lead advisory services to the vendors of JD Plastics culminating in a disposal to private equity firm Key Capital Partners for a value in excess of £5 million.

Construction



50% Buyout

UNW advised local entrepreneur Anne Ganley on the buyout of A Thompson & Sons which increased her shareholding in the company to 100%.

Construction



Management Buy Out of Ferschl Hose and Hydraulics

UNW advised and supported the management team throughout the transaction which included securing the necessary funding to finance the deal.

Construction



TSG

Retained financial due diligence provider to TSG on their acquisition trail. To date provided transaction support on over twenty transactions with a total consideration of £37million.

Work in support of a £25 million Revolving Credit Facility to finance the acquisition strategy.

Support Services



Alliance & Leicester

Pre lending review provider to Alliance & Leicester senior debt provider to the MBO of Saltwell Signs Holdings Limited.

Financial Services



Lloyds Banking Group

Pre lending review provider to Lloyds Banking Group, senior debt provider to the MBO of Talent Resourcing Group Limited.

Financial Services



eaga plc

Financial due diligence provider to eaga plc in respect of their acquisition of George Howe Limited for £3.2 million.



TYI Holdings Plc

Reporting Accountant to TYI on their admission to the Plus Market for a private placing to raise £500,000.



Business Link

Financial due diligence provider on the four Business Link operations in support of their merger to become Business Enterprise North East.

VAN DE WIELE

Michel Van De Wiele NV

Financial due diligence provider to Michel Van De Wiele NV in Belgium on the acquisition of 66% of Griffith Textile Machines Limited for £1 million.



Enterprise5 housing association

Milecastle & Enterprise 5 Limited

Financial due diligence provider to both entities in support of their merger to become Isos.

Social Enterprise

Over 120 successful grant applications, securing £90million of grant funding over the last ten years.



£1.15 million grant
Creating 270 jobs



£1.25 million grant
Creating 170 jobs



£1.5 million grant
Creating 300 jobs



£800,000 grant
Creating 60 jobs



£500,000 grant
Creating 100 jobs



£1.87 million grant
Creating 420 jobs



£1.5 million grant
Creating 400 jobs



£1.99 million grant
Creating 500 jobs



£1.4 million grant
Creating 60 new jobs
Safeguarding 250 jobs



£500,000 grant
Safeguarding 200 jobs



£1.2 million grant
Safeguarding 240 jobs



£1.7 million grant
Creating 245 jobs

What our clients say about us



"I appointed UNW to advise me on the sale. I found their advice to be superb throughout. We had interest from several national and international companies however UNW managed the process so that we were always in control. The pace of the negotiations moved up several gears during the last week of the sale as Coke's London based M&A team, supplemented by specialists flown in from all over the world, chose to work through the night. I sat through all the negotiations and UNW proved to be more than a match for them."

Tony Robson
Vendor of Abbey Well to Coca Cola PLC

"UNW has a good understanding of our business. They understand the personalities and have been able to express their opinions on the company as part of a close working relationship, which has been crucial. Yes, they are accountants so provide us with VAT and tax advice and undertake our audit, but the added value has been their commercial thinking around the business."

Peter Kenyon
Ramdens Financial Limited

"UNW were a pleasure to work with during the process. They were a stabilising influence throughout, and their professionalism and knowledge has been invaluable. Since the buy-out, times have been very challenging, but the UNW team have been there as a continuing support both professionally and personally and in this current economic climate their approach has been a major influence on our success"

Paul Jordan
Ferschl Group

"A brief note of thanks for all the hard work UNW have put in on the sale of the Company. In particular we would like to pass on our thanks to Zara. Throughout the process from negotiation to completion she has handled the matter diligently and professionally and I would not hesitate to recommend her to any other individual selling or buying a business."

Dave Tilley
Vendor of DW Tilley to Mitie PLC

"As a £75 million turnover company and having been with our previous advisors for over twenty years, we had to be convinced that UNW had the capability to deliver the services we required. We have been advised by UNW for two years. We are entirely satisfied that we took the right decision and remain happy with the services provided. Whilst the cost savings are beneficial, the greater priority for Crossling is that we believe UNW gives us a more hands on approach and is more proactive to our needs."

Richard Errington - MD
T Crossling & Co Limited

"I was very impressed by the UNW team throughout. At eaga we are proud of our culture and own commitment to service excellence; I think the UNW team demonstrated their commitment to service excellence throughout the IPO process, frequently exceeding our already high expectations. They also demonstrated a good sense of humour"

John Clough - Chief Executive
eaga PLC

"They have strong commercial acumen together with a high level of professionalism, delivering a good service on time"

Nigel Mills
Mills Group Limited

AUDIT & ASSURANCE

Statutory audit & accounts
Corporate governance
Internal audit
Systems & controls
Board support
Forensic
Academies

CORPORATE FINANCE

Advisory services
Transaction services
Business Modelling
Grants
Valuation

TAX

Specialist tax advice
Corporate taxes
Personal tax
Employment taxes
VAT

ACCOUNTING SERVICES

Management accounts
Year end accounting
Outsourcing/Payroll
Strategic Planning
Dental Business Unit

UNW LLP, 3rd Floor, Citygate, St James Boulevard, Newcastle upon Tyne, NE1 4JE



This publication has been prepared for general guidance on matters of interest only, and does not constitute professional advice. You should not act upon the information contained in this publication without obtaining specific professional advice. No representation or warranty (express or implied) is given as to the accuracy or completeness of the information contained in this publication, and to the extent permitted by law, UNW LLP, its members, employees and agents do not accept or assume any liability, responsibility or duty of care for any consequences of you/or anyone else acting, or refraining to act, in reliance on the information contained in this publication or for any decision based on it.

In this document 'UNW' refers to UNW LLP, a limited liability partnership in the United Kingdom.
