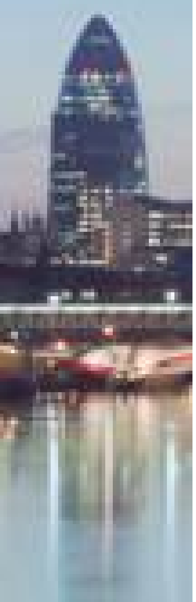
Maxim Corporate Finance LLP

Specialist SME corporate finance advisors

Becoming listed on PLUS

How we can help

Who we are



Introduction

Maxim Corporate Finance LLP (MaximLLP) is a specialist corporate finance firm of a group of corporate finance accountants, commercial lawyers and management consultants.

We advise and support dynamic Small and Medium Sized enterprises (SME's) with ambition for growth and enhanced corporate profile. The firm has a mission to offer creative solutions and strategic advice to its clients in the pursuit of opportunities and creating value, and in solving their problems with practical and lasting solutions.

We offer a multi-disciplinary approach encompassing financial, legal, accounting and management consulting needs of our clients; and combined with our full project management service from start to finish we will minimise the burden of time pressure and costs for you.

Ambitious companies require timely advice on a wide range of financial, legal and management issues arising from the growth and development of the business. In a fast changing economic and regulatory framework, company directors and shareholders often need to rely on trusted support and advice.

We have a commitment to every client to build a lasting relationship based on trust, expertise and teamwork- the vital elements for fostering a successful rapport between a professional adviser and his client.

MaximLLP prides itself on its close working relationship with clients and its hallmark for all assignments is personal attention and creative solution combined with a practical approach. Beyond the initial involvement, we support client companies to develop and prosper with appropriate advice on a long-term basis to achieve their road map plan.

We understand that in today's marketplace, opportunities remain open for a relatively short time and need to be harnessed quickly. Whether you are looking for funding, acquisitions, exit planning or sale of business, our industry knowledge, experience and extensive network will ensure that you will achieve the best results promptly and cost effectively.

In our philosophy, the consulting process is a joint activity and we will provide professional assistance by tailoring our service to meet your individual objectives and business priorities. We will work collaboratively with you, your key management members and your existing professional advisers and minimize the pressures of time and attention on you and your staff.

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Our services to clients include:

- Advising and sponsoring for listing on the PLUS Market in London
- Retained Corporate Advisers to companies on the PLUS Market
- Business planning and strategy advice
- Funding advice and raising finance
- Acquisitions and mergers
- Business disposal and exit planning
- Due diligence
- Tax mitigation strategies
- Business registrations such as : EIS, EMI & CVS
- MBO advice and assistance
- Operational review

PLUS listing

We are a “Corporate Adviser” member of the PLUS Market, a new Stock Exchange in London, the world’s premier financial centre. PLUS is a Recognised Investment Exchange (RIE) operating primary (IPO) and secondary (raising equity) market services for domestic and international companies.

Plus is a dedicated market for dynamic SME’s and it has a unique regulatory framework that balances the needs of growing SME’s and the investors.

We can advise and sponsor companies seeking listing on the PLUS Market by introduction, private placement or floatation (IPO). We understand the processes and pressures involved in the “metamorphosis” that a company would need to go through. We will provide all the support needed, including, a period of “grooming” the company, to become ready for listing on the market.

A listing of a company on the PLUS market will create a good number of significant commercial and financial advantages as the key benefits listed below show:

1. Improved profile and status, and increasing its ability to punch above its weight
2. Cost effective access to the wealth of institutional capital available in London as well as the deepest pools of capital in Europe
3. Offering better value to the company and its investors than the nearest equivalent
4. More liquidity and more sophisticated financial instruments
5. Using the company shares as “currency” for acquisition and expansion
6. An independent valuation of the company
7. Creating opportunities for investors to realise value
8. Setting up meaningful employee share option schemes
9. Improved credibility for the company with its customers and others, specially those becoming aware of it for the first time
10. Improved stability for corporate strategy & planning including ability to raise finance for future expansion plans
11. Increased company valuation
12. Improved staff recruitment and retention

Further, a listing on the PLUS market would still retain all tax advantages that a small private company and its shareholders currently enjoy under the existing tax legislation in the UK as the benefits itemised below show:

- Company’s EIS (Enterprise Investment Scheme) and EMI (Enterprise Management Incentives) status would remain unaffected
- 100% tax relief under the Inheritance Tax for “Business Property Relief” would still be applicable for PLUS quoted shares
- The company would be eligible for investment from Venture Capital Trust (VCT’s)
- PLUS shares are “business assets” and are eligible for Taper Relief of 75% reduction in Capital Gains Tax after 2 years (the taper relief may be phased out from April 2008)
- Corporate Venture Scheme (CVS) investment into PLUS companies attracts Corporate tax relief at 20% for the investing company
- PLUS quoted shares are eligible for Self Investment Personal Plan (SIPP)

Maxim Corporate Finance LLP offers professional services with a distinct approach:

- We are specialists SME corporate finance advisors
- We offer a multi-disciplinary approach encompassing financial, legal, accounting and management consulting needs of clients
- We offer a full project management service to you from start to finish
- We liaise with your professional advisers and reduce the costs & pressures on your staff
- We minimise the demands and burden on your time & attention throughout
- We are flexible with our costs and fees to suit your circumstances
- We work closely with PLUS regulators to identify and resolve any issues that may arise
- We provide support and advice to ensure you ready for the PLUS Market
- We align your personal and business objectives for your success
- We match our expertise & creative solutions with your objectives and growth ambitions
- We have an extended network of business contacts
- We build a lasting relationship with you based on trust, expertise and teamwork
- For efficiency & quality control, we allocate you an engagement partner and an assignment partner
- We do make all the difference where it matters

Retained corporate adviser

All companies that are admitted to the PLUS Market have to appoint and retain a PLUS approved Corporate Adviser to help it with its obligations under PLUS rules. Maxim Corporate Finance LLP prides itself on building a lasting relationship with its client companies and providing personal attention at all times; and it is very well positioned to fulfill this role for its PLUS quoted client companies.

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Business planning and strategy

We help to prepare business plans for client companies for a variety of reasons including: fund raising, PLUS listing, mergers or as an on-going tool to monitor business performance. We can assist in the preparation of the plan and its supporting financial projections as well as other related documents.

Fund raising

We match private companies with the appropriate type and sources of capital. We focus on companies seeking to raise between £0.5 million and £20 million. In a typical fund raising exercise we may also involve our preferred FSA approved advisors, structure the offer. We can assist in preparing the selling documentation, Memorandum of Information, identify and introduce the company to potential investors and debt finance providers, negotiate the offer price and assist in executing the transaction. We have access to all types of potential investors from private individuals and venture capitalists through to financial institutions.

Acquisitions & mergers

After a rigorous search and careful analysis we will seek out the target companies, establish contact and make formal introductions. We will pre sell the concept of a “partnership” and will report back to you on their fit with your objectives. We will support you with our negotiation skills and help you secure the optimum deal. We will assist during the contract negotiation process and ensure a successful completion. We

Once you have short-listed your preferred partners, we will establish contact at the highest level with the appropriate companies, make the introduction, manage the negotiation process and complete the transaction smoothly.

Business disposal and exit planning

By appraising your company and the objectives of its management and shareholders we can seek out the practical possibilities of realising its full value and the options available for realizing value in the given circumstances. If you decide to proceed we will use our knowledge of the market and our specialist research skills to define your sales proposition and highlight the value of your business. We scan various databases to draw up a list of potential buyers that could fulfill your requirements.

Due diligence

We can provide you the expertise and conduct the due diligence of your target company with maximum effectiveness to uncover all the important issues that you must know about. The report will assist in a number of ways:

- to determine whether you should proceed with the purchase;
- to arm you with information to help negotiate better terms with the company owners and advisors; and
- to plan more effectively the post acquisition activities.

In this final stage of buying a business the seller provides access to its books, records and files and it is important to maximize the benefits of this established practice in an acquisition exercise. You will have a pre-determined period to investigate the information that you have been given so far.

This is also the phase when the seller may make its most expensive mistakes that can help the buyer.

Tax mitigation strategies

Our objective is to assist businesses with specialist tax planning by providing a range of strategies that address the needs of entrepreneurs, their companies and other high net worth individuals.

This portfolio of tax planning strategies covers tax mitigation and deferral and is continually evolving to reflect the changing circumstances of clients, tax legislation and new tax planning ideas.

Business registrations

We can help assist with a number of registration processes and accreditations that will greatly help your company to be more successful in fund raising, asset protection and enhanced profile.

The service will include advice and assistance about the relevance and benefits as well as the eligibility and the registration processes for your company in divers areas such as:

- Enterprise Investment Scheme (EIS) to raise private investment more readily;
- Enterprise Management Incentives (EMI) to improve staff recruitment and retention;
- Corporate Venturing Scheme (CVS) to facilitate investment from larger corporations;
- IPR protection through trade-marks nationally and internationally.

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MBO advice

We can provide professional expertise and assistance to help you make the most of the MBO that could be your once-in-a-lifetime opportunity for financial success and security. We can guide you through what can be a long and pressurized process with many distinct aspects such as:

- Exploring its feasibility;
- Valuing and pricing it;
- Structuring and funding of the MBO;
- Identifying most suitable financial backers and negotiating the terms of the deal;
- Taxation aspects for the team members and the new company; and
- Post MBO strategy.

Operational reviews

We can conduct a comprehensive operational and financial review of your company in the form of a business analysis and business process questions to asses whether there are hidden financial and operational problems or opportunities. We will produce a report and a plan of action for harnessing opportunities and solving problems and a review of your business objectives and strategic options.

The Team

Maxim Corporate Finance LLP has a highly qualified team of professionals. The founding members of Maxim Corporate Finance LLP corporate finance accountants and commercial lawyers that have Big 4 accounting firms or leading legal practice backgrounds and bring a substantial wealth of professional expertise and commercial experience as professional advisers and senior business executives with "hands on" experience.

We also have associates in other countries that will enable us to undertake assignments with an international dimension. For emerging markets our associates can offer access to companies seeking opportunities in regions as far away as South East Asia and the Middle East.

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Regulatory authority

Maxim Corporate Finance LLP is regulated for a range of investment business activities by the Association of Chartered Certified Accountants.

Maxim Corporate Finance LLP is a Corporate Adviser member of the PLUS Market in London.

Maxim Corporate Finance LLP is registered in England & Wales under partnership number OC328759, and its registered office is at 46 Western elms Avenue Reading RG30 2AN

Further information

To discuss your company's growth plans and other corporate finance requirements, please contact us by email enquiries@maximllp.com, or by phone 0844 770 4077 or by writing to us at 85 Tottenham Court Road London W1T 4TQ.

Please visit the company website: www.MaximLLP.com