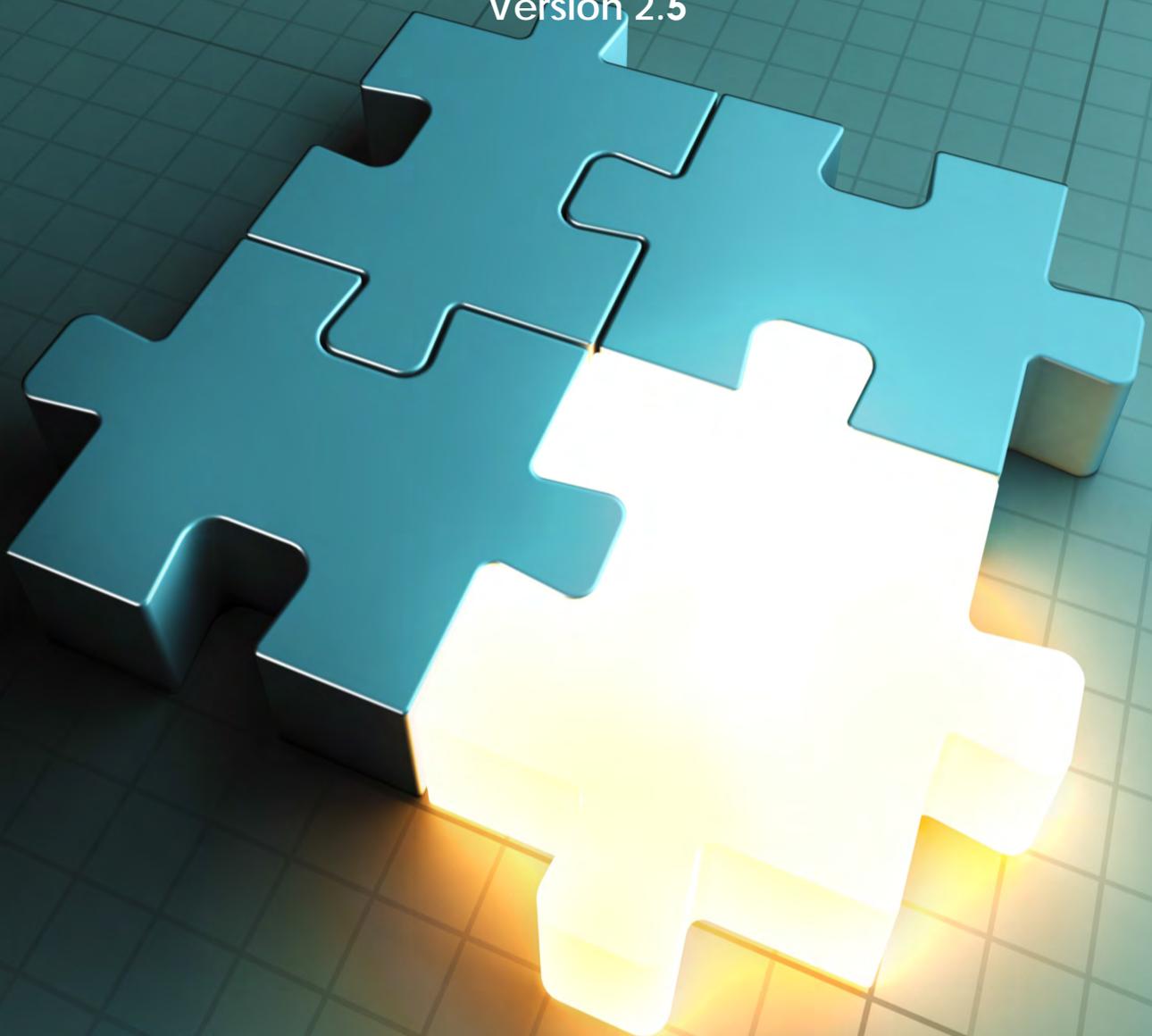




Scancorp Capability Overview

Version 2.5



Scancorp:

- Scan Capital AFSL 400964
- Scan Business Brokers
- Scancorp Logistics Advisors



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About Scancorp

Scancorp is one of Australia's leading boutique M&A and Business Broking firms, specialising

- in:
1. Mergers and Acquisitions,
 2. Business Broking,
 3. Corporate Advisory, and
 4. Funding

Scancorp currently comprises:

- Scan Capital – operates under Australian Financial Services License Number 400964,
- Scan Business Brokers,
- Scancorp Logistics Advisors, and
- Scancorp Medical

The "Scancorp Advantage":

Unique positioning:

- ✓ 30 year history
- ✓ ~90% of business is referral based
- ✓ National presence
- ✓ Award winning (Strategic Consulting and Deal Making)
- ✓ Specialist industry expertise (including logistics and health)

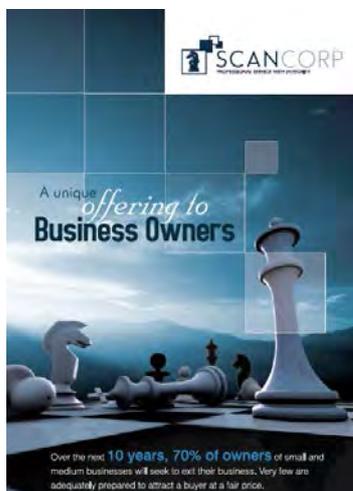
Differentiated Expertise:

- ✓ Experience gained at tier-1 advisory, consulting, M&A firms and corporations
- ✓ Combined experience of over \$10B transactions (national and global)
- ✓ Team members have experience in large scale projects and/or transactions exceeding \$100M
- ✓ Formal M&A methodologies applied to small/medium business sales
- ✓ Operates under an AFSL and state-based real estate/broker licenses
- ✓ Success-focussed remuneration model
- ✓ >30 years' specialist industry expertise in logistics, health, IT and engineering

Focused Service Offering:

- ✓ M&A: share sales, asset sales, mergers and acquisitions, roll-ups
- ✓ Business Broking: business, asset and company sales
- ✓ Exit Preparation / Acquisition Assessment (Scancorp's DRA Product)
- ✓ Current market value assessment (Scancorp's MVA Product)
- ✓ Corporate advisory / transactional support

Scancorp applies its tier-1 processes to assist businesses to achieve exceptional outcomes.



Scancorp Divestment Readiness (DRA) Offering



Scancorp's unique M&A Positioning

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Best for Strategic Consulting- Australia



Scancorp is a boutique advisory firm based in Australia with a 30 year history. The advisory arm of the business, Scan Capital operates under an Australian Financial Services License and specialises in corporate advice, strategic consulting, divestment, mergers and acquisitions. They spoke about some of the deals they worked with this year, and their experience of working in the M&A sector.



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 76 Doggett Street
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 Fax: +61 7 3399 4288
 Post: P.O. Box 2721, Fortitude
 Valley BC QLD 4006

Design of a non-bank lending product: Scancorp was approached by a property developer to design a structure that would enable the client to offer vendor finance to accelerate the sale of its properties. To comply with Australia's highly regulated credit policies, Scancorp designed a product and secured a credit license to enable its client to offer compliant non-bank lending to property buyers.

Acquisition of assets under administration: Scancorp was engaged to secure assets from one of Australia's leading pool companies. Prior to the target entering administration, Scancorp structured an outsource arrangement that enabled its client to manage operations on behalf of the target. Despite a highly competitive environment, Scancorp developed a Deed of Company Arrangement and ultimately secured control of the assets for its client. Scancorp then ran a tender process to divest of unwanted asset components thereby generating cash to complete the transaction.

Merger then acquisition: Scancorp was engaged to propose and structure a merger between its client and a leading manufacturer. Scancorp developed the proposition, project managed the merger and led the post-merger integration. Scancorp subsequently developed the acquisition strategy and managed the process to enable its client to complete the acquisition.

Bid management: Scancorp's client was a family owned transportation company forced to tender for work they had held for over 40 years. The tender run by a multinational company involved highly competitive bids from Australia's largest carriers. Scancorp's client was successful in winning the tender, securing around \$40M in revenues and winning a contract increase.

As a general principle Scancorp assesses the return it generates on its fees. The completed projects above generated between 6 and 12 times return on Scancorp's fees.

Examples of current mandates

While Scancorp's history was borne out of M&A and asset divestments, the company is seeing increasing demand for its advisory services.

The company is currently providing a variety of advisory services including:

- Acquisition services to companies seeking to purchase businesses to accelerate their growth,
- Sales management leadership to private companies to oversee their revenue growth, and
- Roll-up of multiple companies within the logistics industry.

Pedigree

With over 30 years of experience, Scancorp's team has collectively executed over \$10B in transactions. Much of the team gained its experience with tier-1 advisory, management consulting and corporate firms.

Relevance of the award

The Strategic Consulting award from AI is ultimate recognition of Scancorp's clients. It reflects their entrepreneurial spirit, ambition and the success they have achieved. Scancorp has been delighted to play a part in their journey.

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Published Case Studies:

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2. Acquisition by a private equity roll-up
3. Staged merger and acquisition

Scancorp Team Member Profile

Stuart Schneider Adj A/Prof
Scancorp Medical



BSc, DipEd, BEd, MHP,
DipCorpDir, FCHSM, FAICD,
CHE, CEP

>30 years' executive
health experience

Stuart possesses over 30 years' health service executive experience in rural, regional and metropolitan areas across Australia. Stuart has served as CEO in health services (inclusive of acute, aged, mental health and primary care services) ranging in size from \$40M to over \$800M (including 3 LHD's).

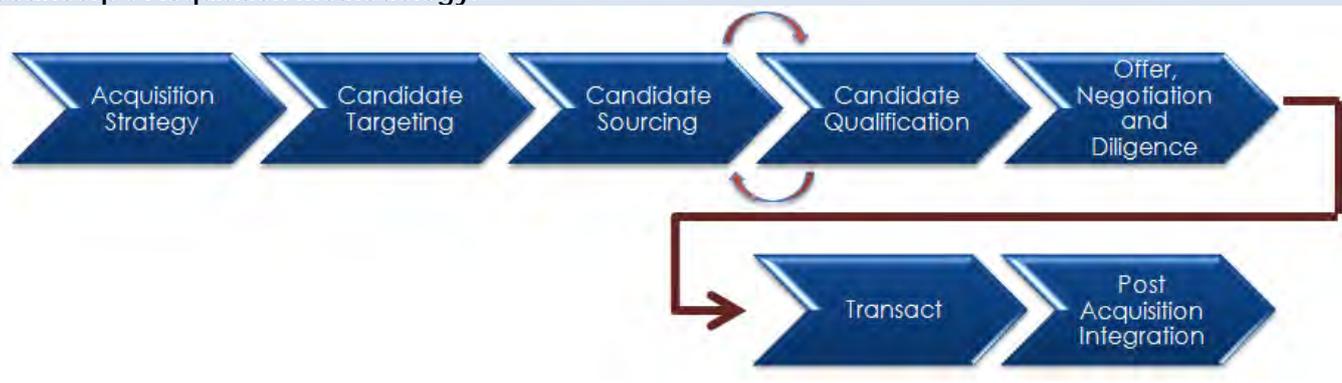
Stuart has gained substantial experience in: government advisory roles; as a national accreditor; workforce recruitment; infrastructure development; GP and Specialist practice establishment and improvement as well as substantial contract negotiations.

He holds an Associate Professor appointment at UNE in the school of health with special interest in strategic planning, functional integration of services and governance.

More recently, Stuart has assisted Day hospital owners to expand through acquisition, as well as facilitating the sale of businesses owned by General Practitioners and Specialists.

Stuart is an experienced executive and board director and was awarded the ACHSM 2009 gold medal.

Scancorp's Acquisition Methodology:



Phase	Acquisition Strategy	Candidate Targeting	Candidate Sourcing	Candidate Qualification	Offer, Negotiation and Diligence	Transact	Post Acquisition Integration
Example Actions	<ul style="list-style-type: none"> ✓ Objectives ✓ Targets ✓ Financial Structure ✓ Integration Strategy 	<ul style="list-style-type: none"> ✓ Scope ✓ Size ✓ Geography ✓ Financial ✓ Key criteria ("5 Pillars") 	<ul style="list-style-type: none"> ✓ Source candidates (Scancorp network, direct, indirect etc) ✓ EOI 	<ul style="list-style-type: none"> ✓ Specific client criteria ✓ "5 Pillars" ✓ DRA ✓ Specific industry criteria 	<ul style="list-style-type: none"> ✓ Establish common deal parameters ✓ Negotiate ✓ LOI ✓ Due Diligence 	<ul style="list-style-type: none"> ✓ Contract ✓ Project manage accounting and legal processes ✓ Completion conditions ✓ Complete 	<ul style="list-style-type: none"> ✓ PMI Plan ✓ Bed-down ✓ Performance reporting ✓ Harvest synergies ✓ Look-back

Figure: Scancorp's Acquisition Methodology

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Scancorp M&A Case Study: Acquisition of Assets by an International Trade Buyer



Overview

- **Transaction value range:** circa \$5m
- **Industry:** Commercialised product range
- **Role:** Scancorp was engaged to manage the sale process of a portfolio of profitable commercialised products which enjoyed national distribution.

Scancorp's Process

- Identification of international strategic targets who may have interest in establishing presence in Australia
- Preparation of Information Memorandum
- Direct approach to international targets using industry expert intermediaries
- Communicating with targets to articulate the potential strategic opportunity presented by the acquisition
- Managed offer and acceptance
- Established data room to facilitate initial due-diligence
- Project managed commercial, financial and legal due-diligence
- Structured the outsourced manufacturing contracts to provide the acquirer confidence regarding future GP margins, while providing the seller with certainty of product volumes for their manufacturing facility
- Assisted acquirer to structure their acquisition to optimise tax and commercial flexibility
- Facilitated foreign acquirer's introductions to local banks and accountants
- Worked with client's lawyers to project manage contract to completion
- Assisted the acquirer by developing a post-acquisition plan to support a smooth transition

Scancorp's Divestment Methodology



Deliverables	<ul style="list-style-type: none"> ✓ Aligned expectations ✓ Executed mandate 	<ul style="list-style-type: none"> ✓ IM ✓ Teaser ✓ Advertisement ✓ Lending guidance ✓ Continue data-room 	<ul style="list-style-type: none"> ✓ "Heat map" ✓ EOJ ✓ Marketing via various channels ✓ Executed CAs ✓ Major interest / competition 	<ul style="list-style-type: none"> ✓ LOI ✓ Term Sheet ✓ Contract ✓ Due Diligence ✓ Finance ✓ Completion
Indicative Duration		➤ 1-2 months	➤ 2-4 months	➤ 4-9 months

Outcomes

- ✓ The transaction successfully completed
- ✓ Client achieved target sale outcome within 7 months of commencement of the sale campaign
- ✓ Acquirer has confidence in future manufacturing costs, while client's manufacturing facility retains a long-term manufacturing contract
- ✓ Acquirer was able to efficiently enter the Australian market via a profitable acquisition

About Scancorp

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Scancorp has a near **30-year history** specialising in:

- **Company sales** (including complete acquisitions, partial divestment, asset sales & management buy-outs)
- Sale, acquisition and funding of **hotel, hospitality and tourism assets**
- Preparation for business exit using its proprietary **Divestment Readiness Assessment (DRA)** product
- **Advisory and commercial transaction support**, and
- **Funding** (debt, equity and mezzanine).

Scancorp's team has combined experience across **\$10B in transactions** and applies its **tier-1 M&A and advisory experience** to assist its clients to **achieve exceptional outcomes**.

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Scancorp M&A Case Study: Acquisition by a Private Equity Roll-up



Overview

- **Transaction value range:** \$5m to \$10m
- **Industry:** Services sector
- **Role:** Scancorp was engaged to manage the sale process of the business.

Scancorp's Process

- Preparation of Information Memorandum
- Preparation of anonymous "teaser"
- Communication with Scancorp's network of approximately 3,000 contacts
- Managing interest from Scancorp's network.
- Identifying approximately 1,000 targets across strategic (ie industry) and financial (eg family office, investor syndicates and private equity)
- Communicating with targets to articulate the potential strategic and/or financial opportunity presented by the acquisition
- Managed negotiations, offers and acceptance
- Worked with client's accountants to project manage due diligence on behalf of the seller
- Assisted client to finalise all pre-completion actions required for settlement
- Worked with client's lawyers to project manage contract to completion

Scancorp's Divestment Methodology



Deliverables	<ul style="list-style-type: none"> ✓ Aligned expectations ✓ Executed mandate 	<ul style="list-style-type: none"> ✓ IM ✓ Teaser ✓ Advertisement ✓ Lending guidance ✓ Continue data-room 	<ul style="list-style-type: none"> ✓ "Heat map" ✓ EOI ✓ Marketing via various channels ✓ Executed CAs ✓ Major interest / competition 	<ul style="list-style-type: none"> ✓ LOI ✓ Term Sheet ✓ Contract ✓ Due Diligence ✓ Finance ✓ Completion
Indicative Duration		>1-2 months	>2-4 months	>4-9 months

Outcomes

- ✓ The transaction successfully completed
- ✓ Scancorp maximised awareness by communicating with over 4,000 potential targets (including industry and financial prospects)
- ✓ Scancorp managed client confidentiality by ensuring our client's identification was not revealed until prospects had been carefully qualified
- ✓ Of over 4,000 targets communicated with, over 100 enquiries were received and Scancorp revealed the identity of its client to only 9 parties, 3 of whom made a firm offer
- ✓ Scancorp assisted post-transaction to finalise earn-out process

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Scancorp M&A Case Study: Staged Merger and Acquisition



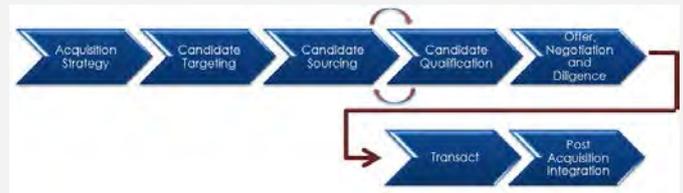
Overview

- **Transaction value range:** \$5m to \$10m
- **Industry:** Manufacturing sector
- **Role:** Scancorp was retained to structure and facilitate the merger of two businesses/assets.

Scancorp's Process

- **Merger (Stage 1):**
 - Development of the merger strategy
 - Development of a merger proposal that best addressed the interests of both parties
 - Preparation of initial term sheet
 - Project management of the merger process including the coordination of accountants and lawyers
- **Acquisition (Stage 2):**
 - Subsequent to the merger, development of an acquisition process to enable one of the parties to complete a 100% acquisition of the merged businesses
 - Development of the acquisition proposal that best addressed the interests of both parties
 - Preparation of initial term sheet
 - Project management of the acquisition process including the coordination of accountants and lawyers

Scancorp's Acquisition Methodology



Phase	Acquisition Strategy	Candidate Targeting	Candidate Sourcing	Candidate Qualification	Offer, Negotiation and Diligence	Transact	Post Acquisition Integration
Example Actions	<ul style="list-style-type: none"> ✓ Objectives ✓ Targets ✓ Financial Structure ✓ Integration Strategy 	<ul style="list-style-type: none"> ✓ Scope ✓ Size ✓ Geography ✓ Financial ✓ Key criteria ('5 Pillars') 	<ul style="list-style-type: none"> ✓ Source candidates (Scancorp network, direct, indirect etc) ✓ EOI 	<ul style="list-style-type: none"> ✓ Specific client criteria ✓ '5 Pillars' ✓ DRA ✓ Specific industry criteria 	<ul style="list-style-type: none"> ✓ Establish common deal parameters ✓ Negotiate ✓ LOI ✓ Due Diligence 	<ul style="list-style-type: none"> ✓ Contract ✓ Project management accounting and legal processes ✓ Completion conditions ✓ Complete 	<ul style="list-style-type: none"> ✓ PMI Plan ✓ Bed-down ✓ Performance reporting ✓ Harvest synergies ✓ Look-back

Outcomes

- ✓ Both transactions successfully completed
- ✓ Scancorp assisted the retiring business owner to exit the business expeditiously and at fair market consideration
- ✓ Scancorp assisted the purchaser to acquire the business cost effectively while mitigating risk
- ✓ Scancorp assisted with the transition and post-merger integration activities

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Published Case Studies:

1. Acquisition of assets under administration
2. Secondary sell down of ASX listed shares
3. Tender management

Scancorp Team Member Profile

Marcus Salouk
Scan Capital



BEng, MAppFin, GAICD,
FFinsia, CPEng, RPEQ,
CPBB

25 years' international consulting, advisory and M&A experience

Marcus is primarily responsible for the oversight of Scancorp's business including that the quality of the Scancorp approach is fully applied and monitored throughout every campaign. Marcus has over 25 years' experience in providing consulting and commercial advice to clients. He has successfully led major campaigns valued in excess of \$750M.

Marcus commenced his career as a computer and control systems engineer with Bha Computer before moving into management consulting with Andersen Consulting. He remained with the firm through the IPO and formation of Accenture where he led the ventures and new business models team across Asia-Pacific.

His advisory responsibilities have spanned Australia, China, Japan, Singapore, Malaysia and Brunei. In addition to his work with established corporates, he has also successfully advised and developed early stage businesses.

His expertise spans strategic advice to large corporations through to commercial structuring and financial engineering of complex deals.

Marcus has been a small business owner for several years.

Scancorp's "5 Pillars":

Scancorp: "5 Pillars" of Sellability



© 2014, Scan Capital Pty Ltd. Commercial in Confidence

Figure: Scancorp's "5 Pillars" as used within its DRA and MVA Products

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Scancorp Advisory Case Study: Acquisition of assets under administration



Overview

- **Transaction value range:** \$5m to \$10m
- **Industry:** Pool products manufacture and wholesale
- **Role:** Scancorp was retained to manage the acquisition process of the assets under administration.

Background

- Prior to Poolrite Australia Pty Ltd and Poolrite Research Pty Ltd ("Poolrite") entering into administration, Scancorp had assisted Evolve Supply Chain Pty Ltd ("Evolve") and Poolrite to structure an outsource manufacture and distribution arrangement whereby Evolve would provide operational support to Poolrite.

Scancorp's Process

- After entering administration, Scancorp coordinated the Deed of Company Arrangement (DOCA) submitted by Evolve.
- Scancorp was responsible for developing the financial model and deal structure for the DOCA
- Scancorp negotiated the DOCA with Administrators and presented the DOCA to creditors
- Scancorp subsequently worked with the administrators to present an offer for the assets under liquidation
- In parallel with Evolve's acquisition of Poolrite assets, Scancorp ran a tender process to solicit interest for a subset of the assets.
- Scancorp managed the offer, acceptance and contracting process with the successful bidder.



Outcomes

- ✓ The two transactions (ie Evolve's purchase and its partial sale) successfully completed contemporaneously
- ✓ Scancorp assisted to successfully secure the Poolrite assets against local and international competition while ensuring the transaction remained affordable to its client
- ✓ Evolve secured a manufacturing agreement from the successful purchaser of the subset of its assets

Estimated return on Scancorp fees: >10x (tangible benefit achieved / fees)

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Scancorp Advisory Case Study: Secondary sell down of ASX listed shares



Overview

- **Industry:** Publicly listed sports and entertainment company
- **Role:** Scancorp was retained by the largest minority shareholders of a publicly listed company to facilitate a sale of their shares.

Background

- The listed company was majority (>75%) owned and controlled by its major multi-national shareholder.
- Scancorp's clients owned circa 20% shareholding
- Due to the highly illiquid nature of the stock, stock brokers were unable/unwilling to assist the minority shareholders

Scancorp's Process

- Scancorp was retained to generate awareness for the share sale and facilitate the transaction.
- Scancorp managed an initial campaign to attract interest from sophisticated investors who wish to acquire large parcels of shares. This process was unsuccessful as the shares were illiquid and represented only a minority interest.
- Due to the iconic nature of the listed company, Scancorp elected to run a retail share sale campaign to the public.
- Shares were sold in \$1,000 bundles making them highly accessible to the general public and supporters of the listed company
- Scancorp developed the marketing campaign which included: print advertising, radio advertisements, television advertisements, web based campaigns and brochures.
- Scancorp managed all required disclosures and advertising approvals associated with a share sale to retail clients
- To eliminate the requirement for share brokers, Scancorp developed an "off-market" share sale process
- Scancorp managed development of a dedicated website that would enable shares to be purchased over the web by the public
- Scancorp engaged and managed the call centre to enable the public to place orders over the telephone
- Funds were receipted to Scancorp's trust account and share registration was matched with cleared funds
- Scancorp managed the transaction with the share registry to complete the registration process
- Scancorp managed the compliance process under its AFSL



Outcomes

- ✓ The process represented one of the first large scale off-market secondary share sell-downs to the public
- ✓ Scancorp attracted circa 200 new shareholders to acquire its client's shares
- ✓ Scancorp introduced the buyer of the largest stake to its clients as a result of its initial campaign to sophisticated parties
- ✓ The result of the 2 campaigns exceeded the initial target of the share sell-down

Estimated return on Scancorp fees: >20x (tangible financial return achieved / fees)

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Scancorp Advisory Case Study: Tender management



Overview

- **Transaction value range:** circa \$40m - \$50m (including follow-on contract)
- **Industry:** Transportation sector
- **Role:** Scancorp was retained to manage the tender process for the client.

Background

- The contract had been held for over 40 years by our client
- Due to global corporate policy, our client's contract was required to be put to tender
- Competition involved large local and international carriers
- Loss of this contract would jeopardise our client's ability to secure a subsequent contract that would also be tendered (value circa \$40m).

Scancorp's Process

- Development of the bid strategy
- Competitor analysis and development of client SWOT
- Analysis of historic contract profitability by route, service and product
- Formulation of the "Price to Win Envelope"
- Development of pricing strategy
- Development of the proposal
- Ensuring RFQ compliance
- Development and rehearsal of the presentation
- Support during presentation
- Assistance with the negotiation process



Outcomes

- ✓ Our client successfully secured the contract against strong local and international competition
- ✓ Our client's final contract was within its target profitability range

Estimated return on Scancorp fees: >6x (tangible benefit achieved / fees)

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Scancorp Team Member Profile

Ross Tiller

Scan Business Brokers



Licensed Business Broker
and Real Estate Agent

40 years' business
and commercial
sales experience

A practicing business broker for circa 40 years, Ross is one of the most experienced business brokers operating in Australia.

Ross is highly experienced in the field of corporate brokerage, merger and acquisition work and is qualified to assess and make comment on the value of plant and equipment and the goodwill pertaining to a business. Additionally, Ross has international marketing and capital raising experience.

Ross is a past member of the Board of the Real Estate Institute of South Australia, a past lecturer of business valuation for the Real Estate Institute Business Division Education Unit South Australia, a past member of the Natwest Australia Bank Valuation of Businesses Panel (SA), and has carried out business valuations accepted by the Supreme Court of Australia.

Ross holds Real Estate licenses in multiple states.

Scancorp's Divestment Methodology:



Deliverables	<ul style="list-style-type: none"> ✓ Aligned expectations ✓ Executed mandate 	<ul style="list-style-type: none"> ✓ IM ✓ Teaser ✓ Advertisement ✓ Lending guidance ✓ Continue data-room 	<ul style="list-style-type: none"> ✓ "Heat map" ✓ EOI ✓ Marketing via various channels ✓ Executed CAs ✓ Major interest / competition 	<ul style="list-style-type: none"> ✓ LOI ✓ Term Sheet ✓ Contract ✓ Due Diligence ✓ Finance ✓ Completion
Indicative Duration		➤ 1-2 months	➤ 2-4 months	➤ 4-9 months

Figure: Scancorp's Divestment Methodology

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Scancorp Business Broking Case Study: Business sale to an investment syndicate



Overview

- **Transaction value range:** \$5m to \$10m
- **Industry:** Retail produce store
- **Role:** Scancorp was engaged to manage the sale process of the business.

Background

- Our client engaged Scancorp after terminating their prior business broker
- Their prior business broker had been engaged for 12 months without presenting an offer to our client
- It was critical to our clients that the sales process remained highly discrete

Scancorp's Process

- Preparation of Information Memorandum
- Preparation of anonymous marketing collateral
- Communicating with Scancorp's database of investors
- Managing marketing channels including print and web advertising
- Communicating with targets to articulate the potential strategic and/or financial opportunity presented by the acquisition
- Managed offer and acceptance
- Worked with client's advisors to project manage due diligence

Scancorp's Divestment Methodology



Deliverables	<ul style="list-style-type: none"> ✓ Aligned expectations ✓ Executed mandate 	<ul style="list-style-type: none"> ✓ IM ✓ Teaser ✓ Advertisement ✓ Lending guidance ✓ Continue data-room 	<ul style="list-style-type: none"> ✓ "Heat map" ✓ EOI ✓ Marketing via various channels ✓ Executed CAs ✓ Major interest / competition 	<ul style="list-style-type: none"> ✓ LOI ✓ Term Sheet ✓ Contract ✓ Due Diligence ✓ Finance ✓ Completion
Indicative Duration		>1-2 months	>2-4 months	>4-9 months

Outcomes

- ✓ The transaction successfully completed
- ✓ Offers were presented to our client within 3 months of Scancorp's engagement
- ✓ Transaction completed at an EBIT multiple that was attractive to our client
- ✓ No earn-out and minimal ongoing involvement required from our client post sale

About Scancorp

Scancorp has **national presence** and comprises Scan Capital (Australian Financial Services License 400964), Scancorp Logistics Advisors and Scan Business Brokers.

Scancorp has a near **30-year history** specialising in:

- **Company sales** (including complete acquisitions, partial divestment, asset sales & management buy-outs)
- Sale, acquisition and funding of **hotel, hospitality and tourism assets**
- Preparation for business exit using its proprietary **Divestment Readiness Assessment (DRA)** product
- **Advisory and commercial transaction support**, and
- **Funding** (debt, equity and mezzanine).

Scancorp's team has combined experience across **\$10B in transactions** and applies its **tier-1 M&A and advisory experience** to assist its clients to **achieve exceptional outcomes**.

Scancorp:

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- Scancorp Logistics Advisors



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Scancorp Business Broking Case Study: Multi-iteration sale campaign



Overview

- **Transaction value range:** \$4m to \$5m
- **Industry:** Residential accommodation facility
- **Role:** Scancorp was engaged to manage the sale process of the business and property as a freehold going concern.

Background

- Scancorp had run a sale campaign and attracted a prospect who went to contract on the facility
- After an extended period the prospect failed to obtain finance having exhausted all financing options
- Scancorp remodelled the acquisition as a potential investment syndicate and circulated the opportunity amongst its network of investors

Scancorp's Process

- Preparation of Information Memorandum
- Preparation of anonymous marketing collateral
- Managing marketing channels including print and web advertising
- Developed modelling to support an investment syndicate
- Communicating with targets to articulate the potential strategic and/or financial opportunity presented by the acquisition
- Communication with Scancorp's network of investors
- Managed offer and acceptance
- Worked with client's advisors to project manage due diligence

Scancorp's Divestment Methodology



Deliverables	<ul style="list-style-type: none"> ✓ Aligned expectations ✓ Executed mandate 	<ul style="list-style-type: none"> ✓ IM ✓ Teaser ✓ Advertisement ✓ Lending guidance ✓ Continue data-room 	<ul style="list-style-type: none"> ✓ "Heat map" ✓ EOJ ✓ Marketing via various channels ✓ Executed CAs ✓ Major interest / competition 	<ul style="list-style-type: none"> ✓ LOI ✓ Term Sheet ✓ Contract ✓ Due Diligence ✓ Finance ✓ Completion
Indicative Duration		>1-2 months	>2-4 months	>4-9 months

Outcomes

- ✓ The transaction successfully completed
- ✓ As a result of Scancorp's proposed investment syndicate, several prospects demonstrated interest in the asset
- ✓ Scancorp was able to maintain momentum and assist its client to complete the transaction consistent with the target sale price
- ✓ The 2nd iteration of the transaction was completed within 7 months

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Scancorp Business Broking Case Study: Sale of a medical centre to investors



Overview

- **Transaction value range:** \$0.5m to \$1.0m
- **Industry:** Medical centre
- **Role:** Scancorp was engaged to manage the sale process of the business.

Background

- While Scancorp was able to generate substantial interest from medical professionals when it launched the campaign, initial offers were below our client's expectations.
- As such Scancorp sought to expand the target market to include financial investors as the centre could effectively be run under the management of a non-medical professional.
- To expand the distribution process, Scancorp developed a proposal and indicative modelling to demonstrate the potential return to an investment syndicate.
- Scancorp identified the potential for a syndicate to acquire the centre as the first of several similarly branded centres.

Scancorp's Process

- Preparation of Information Memorandum
- Preparation of anonymous marketing collateral
- Managing marketing channels including print and web advertising
- Developed modelling to support an investment syndicate
- Communicating with targets to articulate the potential strategic and/or financial opportunity presented by the acquisition
- Communication with Scancorp's network of investors
- Managed offer and acceptance
- Worked with client's advisors to project manage due diligence
- Supported the buyer and seller with regards the earn-out process

Scancorp's Divestment Methodology



Deliverables	<ul style="list-style-type: none"> ✓ Aligned expectations ✓ Executed mandate 	<ul style="list-style-type: none"> ✓ IM ✓ Teaser ✓ Advertisement ✓ Lending guidance ✓ Continue data-room 	<ul style="list-style-type: none"> ✓ "Heat map" ✓ EOJ ✓ Marketing via various channels ✓ Executed CAs ✓ Major interest / competition 	<ul style="list-style-type: none"> ✓ LOI ✓ Term Sheet ✓ Contract ✓ Due Diligence ✓ Finance ✓ Completion
Indicative Duration		>1-2 months	>2-4 months	>4-9 months

Outcomes

- ✓ The transaction successfully completed
- ✓ As a result of Scancorp's proposed investment syndicate, several prospects demonstrated interest in the asset
- ✓ Within a month of the re-launch of the campaign, an offer was received from an investor, which was attractive to our client
- ✓ Scancorp effectively assisted its client with the finalisation of the earn-out

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Scancorp Team Member Profile

Doug Golden Scancorp
Logistics Advisors



Bcomm, FAICD, CPA,
FCILT

> 30 years' logistics and
transportation
experience

Doug possesses over 30 years' experience in the logistics and transportation sectors. His experience has been gained across Australia and Asia. Doug commenced his career in audit after graduating from the University of Melbourne with a Bachelor of Commerce in 1981. By late 1982 Doug saw an opportunity in the logistics industry to develop a specialised operation providing 'niche' transport and warehousing services primarily to the plastics and chemical industries, including significant involvement with dangerous goods.

Doug led this business, through acquisitions and organic growth, to become a substantial national operation. For a period in the 1990's the business was owned by a prominent publicly-listed company. In 1998 it was privatised again, and following further significant growth, the business was sold in 2007 to a Government owned entity that saw the benefit of the extensive systems used in managing sensitive logistics tasks.

Through his involvement in both private and public entities, Doug has developed expertise in private company governance, reporting systems and in regulatory compliance. He has also been extensively involved throughout his career in many acquisitions and divestments.

Doug is experienced executive and board member on for-profit and not-for-profit boards.

Sample Client References

"Scancorp remained enthusiastic, helpful and totally professional at all times. The level of service you provided to us and our potential investors was no doubt a significant factor in the deal getting across the line" Theresa Smits, Director, Eaton Services Group.

"The advice and pro-active engagement of the market to identify highly qualified buyers was invaluable" Alex de Waal, CEO, First 5 minutes.

"I have always been impressed with the approach to business marketing and the honesty and understanding exhibited by Scancorp." Sam Feng, Feng Group

"The approach taken by Scancorp to gaining a strong understanding of the business being sold helps to marry up the most suitable buyer and seller, meaning happy customers." Glendon Young, Legal Practice Director, Winchester Young + Maddern Solicitors

"We have always found the company and its principals to be highly professional and they have always approached our arrangements with a high degree of sincerity and integrity." Marcell. A. Pavlovec, Managing Principal, ICSG Group Limited.

"Scancorp managed the sale of my business which was acquired by a private equity company. The team were highly proactive and always acted with great integrity and in my best interests to maximise my outcome." Services company owner

"Scancorp led the sale of assets to a foreign company. They assisted the acquirer to enter the Australian market smoothly which was key to completing the transaction. The team at Scancorp project managed the entire process which led to a great outcome." Entrepreneur

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Planning to sell your business?

Seeking to buy a business?

Need assistance with a merger, roll-up or management buyout?



“Scancorp is uniquely positioned to assist”

A successful track record in business sale spanning more than a quarter of a century - but Scancorp is **not** a traditional business broker.

Expert mergers and acquisitions professionals and an Australian financial services license - but Scancorp is **not** a traditional corporate advisor.

Scancorp delivers top-tier M&A expertise to small and medium Australian companies.

Critical Success Factor	Typical Business Broker	Corporate Advisor / Investment Bank	Scancorp
Highest quality deliverables and presentation			
👤 Detailed analysis and professional Information Memoranda	?	✓	✓
Rigorous and proactive approach			
👤 Proactive in sourcing potential acquirers	?	✓	✓
👤 Utilises traditional channels (eg web)	✓	✗	✓
👤 Utilises professional networks	?	✓	✓
Absolute discretion			
👤 Has processes in place to preserve client confidentiality	?	✓	✓
Breadth of service			
👤 Can assist owners to prepare their business for sale	✗	?	✓
👤 Can structure investment syndicates	✗	✓	✓
👤 Can provide advisory services such as mergers and roll-ups	✗	✓	✓
Experienced and connected			
👤 > 25 year history in business sales	?	?	✓
👤 Nationally licensed	✗	?	✓
Exceptional value			
👤 Fees predominantly based on success	✓	✗	✓

A summary of the Scancorp difference:

Highest quality deliverables and presentation

More than 70% of business owners will seek to sell over the next 10 years. To attract the right buyer at a fair price, their business must be well prepared and expertly presented.

Scancorp develops presentation deliverables (Information Memoranda and Teaser) of the highest quality. Our analysis and deliverables benefit from:

- 👤 Decades of collective M&A, business sales and commercial experience
- 👤 Unrivalled understanding of the key criteria of various acquirers such as individuals, private equity and trade buyers
- 👤 Detailed understanding of the requirements of lenders and buyer's accountants
- 👤 Investment in leading industry research
- 👤 Current and relevant market intelligence

Rigorous and proactive approach

Scancorp seeks to attract multiple prospects leveraging multiple channels.

We seek to generate competition for your business amongst potential buyers whether they be:

- 👤 Individual or family owner/managers,
- 👤 Financial buyers such as private equity, family offices, high net worth individuals or investment syndicates, and
- 👤 Industry participants from the same or adjacent industries

To attract as many prospects as possible Scancorp leverages multiple channels including:

1. Proactive direct communication to targets via an expression of interest or sale campaign
2. Proactive contact through our extensive network
3. Proactive communication to accountants (where an investment syndicate is modelled)
4. Proactive communication to migration agents (where applicable to a foreign buyer)
5. Traditional web and print media

Absolute discretion

We understand that preservation of our client's confidentiality is paramount.

Over almost 30 years, our clients have trusted Scancorp to maximise awareness of their business while maintaining discretion - so that their staff and customers do not become unduly concerned with the potential sale of their business.

In every part of our process, Scancorp is meticulous in maintaining discretion - whether this is in the anonymous communication to prospects, execution of confidentiality agreement, rigorous prospect qualification; or in the detail such as how we introduce ourselves to our client's receptionist.

Breadth of service

We leverage a breadth of "arsenal" to achieve outcomes for our clients.

The breadth of our expertise enables us to assist clients with the following:

1. Company sales - including complete acquisitions, partial divestment, asset sales and management buy-outs
2. Corporate acquisitions - from strategy to acquisition to post merger integration
3. Preparation for business exit - leveraging our proprietary intellectual property and tools
4. Advisory services - including mergers and roll-ups
5. Commercial support - such as negotiations and tender management

Experienced and connected

With a track record that spans over a quarter of a century, our network is expansive and trusted.

Scancorp leverages its near 30 year history in business sales, mergers and acquisitions to manage highly proactive sale, merger and acquisition campaigns for our clients. We have the expertise to manage various forms of business exit including:

1. External sales,
2. Investment syndicates,
3. Management buy-outs,
4. Mergers, and
5. Roll-ups

We are nationally licensed and enjoy an expansive network across Australia.

Exceptional value

We only make a profit when you do.

Over almost 30 years, we estimate our conversion rate to be in excess of 70%. This enables us to offer a fee arrangement that is primarily performance based. As a result, we do not achieve profitability on a sale campaign until successful completion of the transaction for our client.

As such, our interests are clearly aligned with our client's.

Want to know more?

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Scancorp Contacts

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