

Sales and Purchase Agreement Advisory Services

Driving value in M&A: Why should it be on your agenda

Why get in touch?

We help the 'words' match the 'numbers'

- We deliver a range of value-based advisory services and, as illustrated alongside, are at the core of the interaction between due diligence teams, the client and lawyers
- Buy-side or sell-side, we assist clients navigate and negotiate what we have seen in the market to be increasingly complex deal pricing mechanisms
- Ultimately, we support pricing discussions throughout the deal lifecycle.

How do we add value?

- Help you choose the right purchase price mechanism to allow you to maximise value and ensure a smooth transaction process
- Help you consider alternative scenarios from target working capital and debt-like perspective that can have a significant impact on the equity price
- Help minimise the risk of price chipping and help avoid expensive and time consuming disputes post completion, through drafting clear and precise accounting policies, to deal with material judgemental areas of the balance sheet
- A properly planned completion accounts process will help gain the full benefit of the accounting policies and financial definitions in the SPA
- Assistance with earn out mechanisms and drafting clear guidance in the SPA, to minimise ambiguity post completion when money is on the table.



01

Our SPA team

Dedicated SPA professionals who are able to assist you in developing contractual solutions to accounting and commercial issues



02

The financial and tax due diligence team

Working with the due diligence teams and using the output of the work to identify pricing issues highlighted by due diligence and determine judgemental areas where specific accounting policies may be required for the preparation of completion accounts.



03

Your legal advisors

Working with legal advisers to assess the pricing mechanism in the SPA and agree appropriate accounting warranties and indemnities.



04

Client

Working with our clients to highlight key pricing criteria from offer letter to SPA, recommend appropriate accounting policies or leakage protections and provide support in SPA negotiations based on due diligence findings.



Contact us:

Thembeke Buthelezi
Associate Director
tbuthelezi@deloitte.co.za
+27(0)72 788 8611

Claire McClarty
Associate Director
cmclarty@deloitte.co.za
+27(0)82 491 3084

Sarah Klopper
Senior Manager
sklopper@deloitte.co.za
+27(0)72 379 9801