



PRIVATE EQUITY

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MERGERS &
ACQUISITIONS

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Céliance – Offer and Contact

**Creation
date**

2013

**Ongoing
files**

20

**Actual
amount of
transactions**

34
million
€uros

**Dedicated
team**

10
experts
& lawyers

KEY POINTS

Geographical presence



East of France - Île de France - Luxembourg

These locations allow Céliance to operate throughout France and Luxembourg.

MERGERS & ACQUISITIONS

For several years, the Céliance Group has been firmly established in the Grand Est (Metz), in Paris, in Champagne area, as well as in the Grand Duchy of Luxembourg where it has a large network in the private equity sector.

Céliance assists entrepreneurs and SME managers throughout their fundraising and financing projects. We follow and support our clients in their sale or acquisition project. Our clients can be both looking for a company to sell, or wishing to sell their company.

Céliance gives you the advantage of having a single contact throughout your project. Indeed, the group is rich in chartered accountants, auditors, M&A auditors, lawyers, and attorneys specialized in Business Law, Corporate Law, and experts in the field of Mergers & Acquisitions.

Their expertise and skills in the fields of financing, business valuation and mergers and acquisitions allow them to help you during the various stages of sale, external growth or opening of your capital. Our team has experience in a variety of fields, all of which are required for the elaboration of a fund raising or a transfer.

Céliance nurses you in the rise of your company.

Together, we develop a strategy tailored to your growth in order to become the leader in your market. We also assist you in the opening of your capital.

Our methodology for the sale or purchase of companies can be presented as follows :

- Elaboration of a strategic diagnosis: evaluation of your company, knowledge of the market and your positioning on it
- Identification of your needs in relation to the project
- Setting up of a confidentiality agreement
- Putting you in touch with new investors
- Proposal of L.O.I.
- Realization of an accounting, fiscal and legal audit
- Setting up of the transfer protocol
- Setting up of your guarantees
- Creation of a shareholders' agreement
- Elaboration of the legal documentation

OUR AREAS OF EXPERTISE

BUSINESS VALUATION

You want to sell or buy a company? You simply want to know the value of your company?
You want to carry out a fundraising process for the development of your start-up?

Business valuation is a major element in the life of a company. It is essential at different key stages in the life of a company, among which we find these possibilities:

- Capital raising
- Evaluation of a target
- Merger or restructuring
- Transfer or sale

Our team is composed of experienced consultants in the field of business valuation. We estimate the potential market value of your company and the value of its assets. This estimation must be done according to certain references defined through a preliminary diagnosis.

Our approach:

- Establishment of a strategic diagnosis
- Establishment of a financial diagnosis
- Selection of methods
- Comparables search
- Value proposition

Our specialized team benefits from a perfect mastery of the "Venture Capital" method which is used in particular for the valuation of start-ups. We have a team dedicated to business valuation missions. There are currently 5 experts, including 3 certified by the CCEF. Céliance is a member of the Collège national des évaluateurs and a member of the "company valuation" commission of the Paris CCEF. We also carry out expert appraisals in litigation, either as a legal expert (Bertrand GRABISCH) or as an expert witness.

Céliance Avocats

CELIANCE Avocats was born from the merger between CELIANCE and the law firm of Mr. Olivier BENOÎT. He is specialized in business and corporate law, and he is an expert in the field of mergers and acquisitions. Since February 1993, Mr. Olivier BENOÎT has been practicing in Nancy as an independent lawyer. Our lawyers also assist you in the fiscal and legal framework for any form of external growth.

From incorporation to dissolution, a company will be faced with numerous legal issues. Our team will support you and provide you with solutions to overcome the challenges that your company may encounter throughout its life.

Thanks to our experienced team, we can help you on recurring or punctual missions :

LEGAL

- **Mergers and Acquisitions** : Our lawyers specialized in mergers and acquisitions and other capital operations are at your disposal for all your projects of transfer, external growth and other capital raising;
- **Business creation** : we will provide you with the necessary advice and support to set up the legal structure adapted to your needs;
- **Legal services** : we will assist you with the legal aspects of the daily management of your entity (drafting of deeds, management advice, minutes, general meetings, etc.);
- **Advisory** : our specialists will be able to provide you with the best advice in terms of business law, taxation, corporate law, in the context of your activities.



OUR PE AND M&A MISSIONS

PRIVATE EQUITY — MERGERS AND ACQUISITIONS

Private equity funds are a form of investment in private companies. These companies have the particularity of not being listed. The objective of this investment is to finance their development, their transformation or their expansion. Private Equity and M&A are closely linked when it comes to LBOs, often resulting in a company transfer.

As a strategy of Venture Capital, Growth Capital and LBO, Private Equity allows companies to make faster and better use of their potential. As an essential tool for development, it has become in recent years the guarantor of the sustainability of companies, as well as a growth accelerator. However, this performance driver must be perfectly analyzed upstream.

Céliance has the multidisciplinary skills required to conduct such operations and analyses. All the steps are carried out internally, and we will be your unique contact for each of these steps (legal, administrative, negotiations, search for investors...). Céliance will be able to provide its expertise in financial valuation, in order to determine the NAV (Net Assets Values). As a qualified team benefiting from a strong experience and a network in the Private Equity network, we structure Private Equity operations that meet your development objectives and needs. A complete follow-up proposal, and tailored solutions will enable you to exploit the opportunities that come your way. To do so, together we will develop a strategy adapted to your growth.

Since June 2021, **Céliance is also a member of the LPEA (Luxembourg Private Equity & Venture Capital Association)**. Created more than 12 years ago, this association represents, promotes and protects the interests of the Luxembourgish Private Equity industry. Today, it has more than 200 members. Luxembourg has many assets and strengths that make it attractive for Private Equity. Benefit from the support of experts and entrepreneurs with international experience.



PRIVATE EQUITY

Growth Capital

Target audience : mature companies in order to finance their development

Céliance's process

- ✓ Signing of an NDA
- ✓ Analysis of documents, business model and strategy : defining the value chain
- ✓ Valuation of intangible assets : giving value to the project (Venture Capital Method)
- ✓ Teasing file on this basis
- ✓ Meeting with investors
- ✓ Capital or debt operations

Leveraged Buyout (LBO)

Transfer and buyout of companies: Mergers and Acquisitions
External growth project

Céliance's process

- ✓ Signing of an NDA
- ✓ Analysis of the value : evaluation approach
- ✓ Letter Of Intention
- ✓ Audit / Due Diligence
- ✓ Legal protocol
- ✓ Search for funding
- ✓ Closing

At each of these stages, Céliance will be your only point of contact.

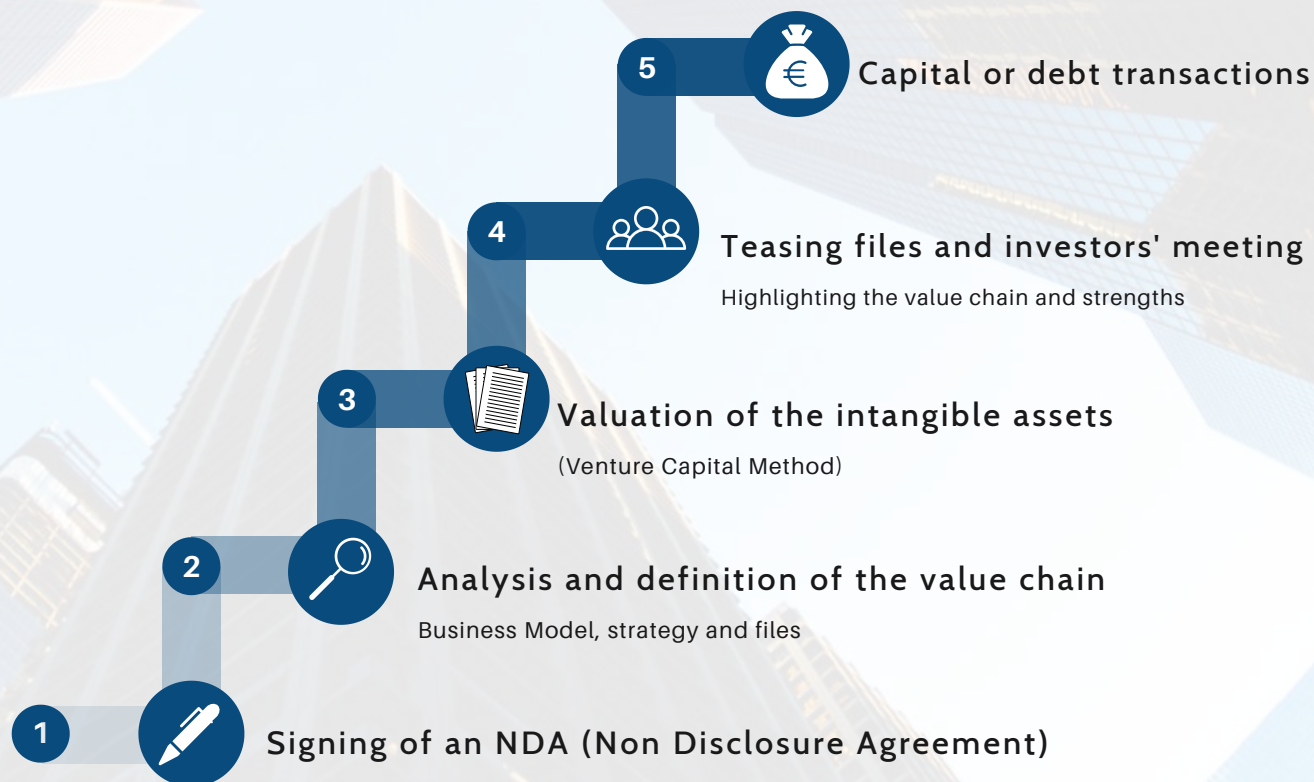
GROWTH CAPITAL — FUNDRAISING

The primary ambition of Growth Capital is to support your entity in its development through a provision of liquidity. A real lever for an entrepreneur, Céliance accompanies you throughout your fundraising. The search for financing will be appropriate to your needs, your projects and your company. Céliance carries out an in-depth audit of your company, your project and your market. The valuation of the project will allow the project owner to avoid an excessive dilution in the capital.

The search for financing is a process that begins with the formalization of your strategy, until the funds are released. Among other things, our teams take care of :

- Support in the formalization of your strategy
- Identification of potential investors and meetings

Céliance searches for the ideal funder for your project. It will be someone able to finance your project, with knowledge in your sector and preferably with a presence in your territory. Following this search, a first meeting will be proposed to you.



LBO — EXTERNAL GROWTH

Business Transfers

Purchase | Sale

Céliance assists you in the context of business transfer operations. This results into either assistance in the sale of your entity, or in the purchase of a company.

We are at the sides of both sellers or purchasers.

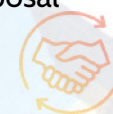
As a major moment in the life of a manager, the transfer requires an anticipation of the different steps.

For more serenity, our team takes care of the required formalities, with the ambition to find a buyer as close as possible to your expectations.

Céliance helps you until the taking of possession :



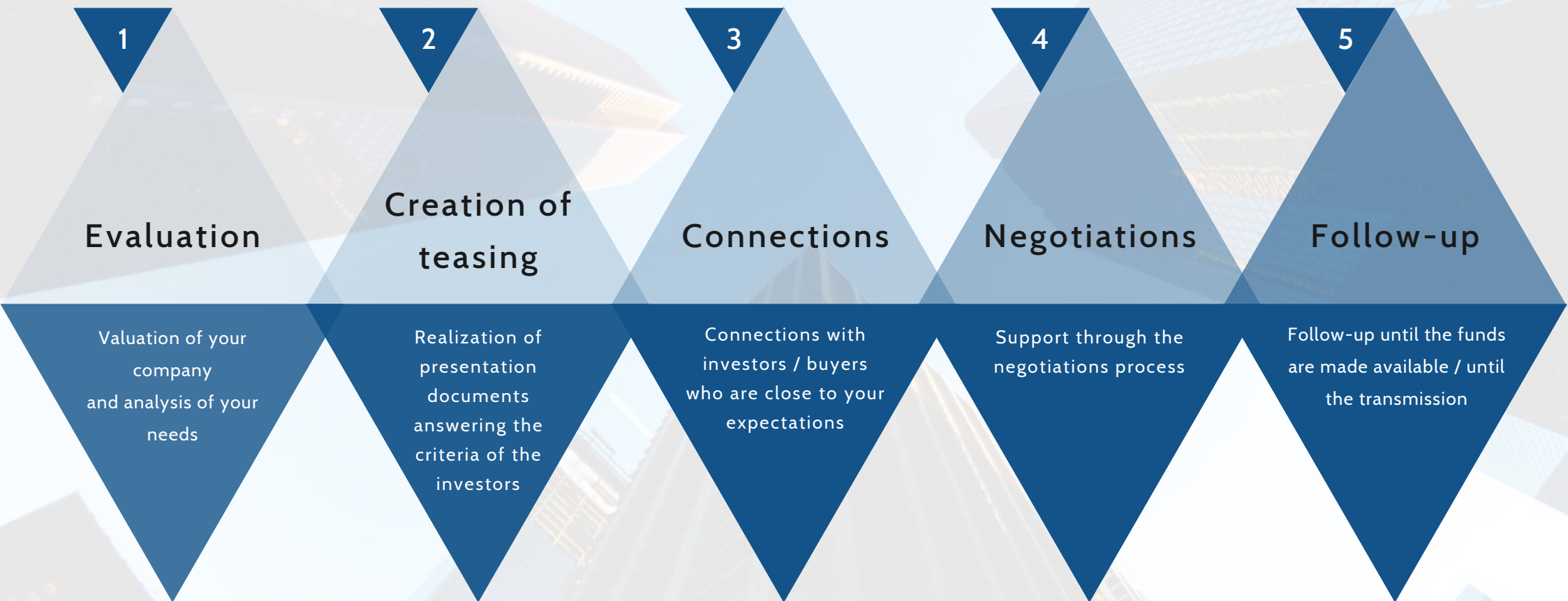
All of these services are handled internally in complete confidentiality. Our team is at your disposal for more information about your transfer or takeover project.



"L'élan de vos projets"

CELIANCE assists you in the structuring and organization of the financing of your project, as well as in your fund raising, or in the transfer of your company.

Our general offer of project management assistance is as follows :



"L'élan de vos projets"

Céliance is attentive to your projects and ensures you :

Speed of action

Dedicated team led
by a sector expert

A single point of
contact thanks to a
multidisciplinary team

Availability and
reactivity



Personalized support
and tailor-made
approach

Privileged contact
and proximity

Articulation around its
large network of
investors

Discretion

CONTACT

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