



Leading Fire and Security firm sold to Marlowe plc

Hentland Limited provides managed Fire and Security solutions for the commercial and public sectors throughout the UK and Eire.

A family business, founded in 1937, Hentland distinguished itself through solid experience, expertise and a consistently high standard of client care.

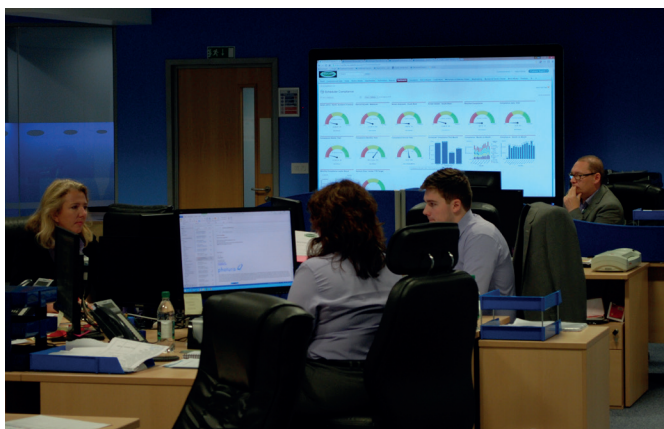
The Shareholders had a clear strategy that, through significant investment in the Company's infrastructure and processes, transformed it from an owner-driven business into a successful, profitable culture-driven business.

Having grown the business successfully, the main shareholders, father and son Mark and Chester Bidmead, planned to pursue other business interests outside the UK and decided to put the business up for sale.

They approached Evolution CBS having met Rob Goddard, Evolution's CEO, at a business seminar.

Following initial discussions, Evolution CBS was duly appointed to handle the sale of the business.

With a clear strategy in place and ample scope for scalability, this established, consistently profitable company presented an attractive acquisition opportunity.



STATS

79

Companies Profiled and Contacted

7

Potential Acquirer Meetings

3

Offers Received

The Transaction

Evolution CBS's approach to selling a business is to gain a deep understanding of the financial, operational and cultural aspects of the business so that we are able to represent our clients with understanding and authority.

This "Discovery" phase enabled us to craft the marketing documents and identify potential acquirers with strong potential synergy and real reason to acquire.

In Hentland's case there were several key aspects that we believed would be attractive to many acquirers.

- It had made significant investments in its technology and systems, enabling it to take-on and service new clients within 24 hours and deliver exceptional response times. This gave the company significant scalability, together with a clear USP in Client Reporting.
- Hentland had also invested in its people, fostering a culture of individual achievement within a team-focused environment, resulting in a skilled and motivated workforce.
- The company's client base was diverse, in terms of both industry and geography and included a large number of blue-chip organisations.
- Hentland was a well-managed business, was not operationally dependent on its shareholders and had consistently met its financial performance targets.

Time was of the essence

Our Clients had significant family and travel commitments and proposed very tight time scales to us to sell the business by Christmas. For their part, they pulled out all the stops to provide us with all necessary information and financial updates.

Within 8 weeks of being instructed, the marketing documents and profiled target list was complete; there was significant and immediate interest. Within a week of going to market the first exploratory meeting had taken place, closely followed by an initial meeting with a European company and a meeting with an AIM listed UK company.

Further meetings followed with all 3 interested parties. After further meetings we had received 3 acceptable offers, ranging from £6m to £9m. However, the structure of the proposed transaction was different in each case.

This is a critical stage of the sale process, requiring exceptional project management, communication and

negotiation skills in order to ensure that the Hentland shareholders received the best possible result.

Our role, as advisers, was to help them understand the different elements of all the proposed deals, providing an impartial view on the various comparators. For example, would an overseas company be able to complete within the short timescales needed or how would another bidder's structured payment terms compare to an alternative offer with a higher percentage of cash up front.

After careful deliberation, our clients did not select the highest bid. Instead, they reached agreement with Marlowe plc on the basis of its strategic intent for the business going forward, its ability to complete within the timescales and the simpler structure of the transaction.

For Marlowe, which had made previous acquisitions in this sector, this expanded its Fire Division, adding critical mass and additional geographical coverage. With its large blue-chip client base, the Hentland acquisition also provided cross-selling opportunities for Marlowe's other services.

We were delighted to receive this comment
from our clients:

"It's been very good to work with you"

And from Alex Dacre, CEO of Marlowe plc:

**"Many thanks for all your efforts. It was
a very good process that you ran."**

For Hentland it ensured the continuity of a long-established business and provided the opportunity to be part of a one of the largest providers of fire-protection services in the UK.

Despite the very tight time scales with the co-operation of our clients who responded so promptly to requests in buyers' meetings, we concluded the transaction in September - 3 months earlier than anticipated and just 3 ½ months after we commenced marketing.

