

## STRATEGIC CONSULTANCY AGREEMENT TO SELL A COMPANY

Our client, an experienced interim management consultancy firm, is in contact with the shareholders of a wholesale distribution company of haberdashery products in Spain and Portugal who wish to sell their business.

The consultancy firm has a clear vision of the value potential of the company if, as a step prior to the sale, certain optimization actions are carried out. As a result, our client proposes to the shareholders of the company to carry out a reorganization project prior to the sale of the shares in order to maximize the sale price.

After comparing the existing purchase offers with the potential future offers if certain actions are undertaken by the company, the shareholders entrust our client with the project to optimize and maximize the value of the company prior to its sale.

Our client and the shareholders of the company enter into a Strategic Consultancy and Management Support Services Agreement to carry out the project. The objective is clear: to support the management of the company and to accompany it in the modernization, digitalization and refocusing of the business.

The consultancy firm and the shareholders agree on a business plan in order to set the actions necessary to reactivate and expand the company's business prior to the sale. The business plan includes the hiring of an external CEO to professionalize the company's management and progressively remove the shareholders from the day-to-day management of the company. However, the shareholders, who are also the company's directors, will remain in control of the company and will be ultimately responsible for the decisions taken.

Likewise, the consultancy firm is given the capacity to act within the limits indicated in the business plan, in order to speed up the implementation of the changes to be made in the company and which have been approved by the shareholders.

The consultancy firm will produce and share with the shareholders monthly reports assessing the actual implementation of the business plan, the measures adopted that have agreed with the shareholders and the general evolution of the business during the previous month.

The duration of the consultancy agreement is aligned with the business plan agreed with the shareholders, and the remuneration of the consultancy firm consists of a fixed monthly amount

### **BARCELONA**

Balmes, 209, planta 2  
08006 - Barcelona  
+34 93 218 40 00

### **MADRID**

A. Bosch 5, bajo D.  
28014 - Madrid  
+34 91 037 84 81

[www.gimenez-salinas.es](http://www.gimenez-salinas.es)

[info@gimenez-salinas.es](mailto:info@gimenez-salinas.es)



**GBL**  
Alliance  
Opening the World  
for your business

plus a variable remuneration linked to the improvement of the company's EBITDA from the moment the project is initiated until its completion. If the company is sold within a certain period of time, the variable remuneration will be multiplied by the same multiple applied in the sale transaction.

To ensure that our client will receive its payment in the case of a sale, we include in the Consultancy Agreement the various scenarios that may trigger the payment of the variable remuneration, such as the sale of the company shares, the sale of the company's assets or production unit, any corporate transaction with similar effects, and the sale of a part of the shares with the entry of new shareholders.

Likewise, to ensure that our client will receive the variable remuneration regardless of whether the shareholders end up selling the company, the accrual of such variable remuneration is linked to various milestones and to an agreed deadline.

Finally, in the event of a sale of the company to a third party, the shareholders grant our client a preferential acquisition right on the same terms as those offered by the third party.

#### **BARCELONA**

Balmes, 209, planta 2  
08006 - Barcelona  
+34 93 218 40 00

#### **MADRID**

A. Bosch 5, bajo D.  
28014 - Madrid  
+34 91 037 84 81

[www.gimenez-salinas.es](http://www.gimenez-salinas.es)

[info@gimenez-salinas.es](mailto:info@gimenez-salinas.es)



**GBL**  
**Alliance**  
Opening the World  
for your business