emg ASSOCIATES

LONDON PROGRAMME:

PRIVATE COMPANY ACQUISITION AND SALE: STRUCTURE, STRATEGY, AND RISK MANAGEMENT



PRESENTED BY:

ELAHE GHAZINOORI

LONDON PROGRAMME:

PRIVATE COMPANY ACQUISITION AND SALE: STRUCTURE, STRATEGY, AND RISK MANAGEMENT

Presented by UK qualified lawyers

emg® ASSOCIATES

Where Knowledge becomes Confidence

The Welbeck Hotel
57-59 Welbeck St
London W1G 9BL

MONDAY – FRIDAY

09:30AM TO 14:30PM

£4500

[00]

BROCHURE CODE EMG-SUM26I

LONDON PROGRAMME:

PRIVATE COMPANY ACQUISITION AND SALE: STRUCTURE, STRATEGY, AND RISK MANAGEMENT

Private company acquisitions and sales require more than legal knowledge they demand strategic structuring, risk assessment, and effective negotiation. This intensive five-day programme follows the full lifecycle of a private transaction, from initial planning through completion and post-closing risk management.

The programme is highly practical and transaction focused. Participants work through a continuous deal scenario across the five days, analysing risks, negotiating key clauses, and making strategic decisions at each stage. This is not a theoretical course, but a structured, hands-on exploration of real transaction dynamics.

Suitable for lawyers, in-house counsel, corporate advisers, finance professionals, and executives involved in private company transactions.



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Day 01

Transaction Structures and Strategic Planning

Focus: Choosing the right deal structure to manage risk and achieve strategic objectives.

- Share sale vs asset sale structures
- Heads of terms and confidentiality agreements
- Commercial and tax considerations
- Identifying initial transaction risks

Practical Work:

Choosing the appropriate deal structure for a proposed acquisition scenario.

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Day 02

Due Diligence and Risk Identification

Focus: Identifying and addressing transaction risks through effective due diligence.

- Legal and financial due diligence
- Identifying liabilities and regulatory risk
- Managing disclosure processes

Practical Work:

Identifying key red flags from a due diligence summary.

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Day 03

The Sale and Purchase Agreement (SPA)

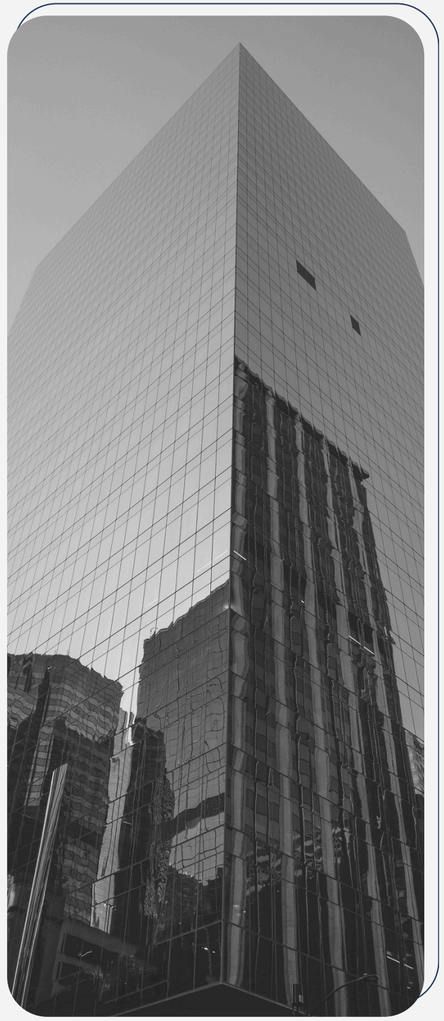
Focus: Allocating risk and negotiating key provisions in the Sale and Purchase Agreement.

- Purchase price mechanisms
- Limitation of liability
- Warranties and indemnities
- Conditions precedent

Practical Work:

Negotiating key warranty and liability clauses.

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Day 04

Completion and Post-Completion Matters

Focus: Managing completion mechanics and post closing exposure.

- Completion mechanics
- Disclosure letters
- Escrow and retention arrangements
- Post completion covenants

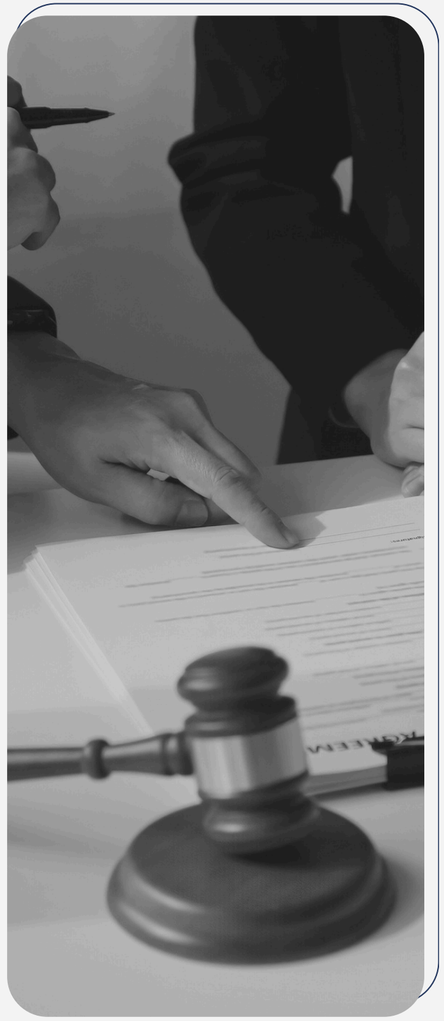
Practical Work:

Resolving a price adjustment dispute.

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Day 05

Negotiation Strategy and Transaction Simulation

Focus: Applying structured negotiation strategies in a full contract simulation.

- Buyer vs seller priorities
- Managing trade-offs in negotiation
- Earn-outs and deferred consideration
- Strategic risk allocation

Practical Work:

Structured negotiation of key commercial terms in a private company sale.

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Learning Outcome

By the end of the course, participants will be able to:

- Structure private company acquisition transactions effectively and strategically.
- Distinguish between share and asset sales and assess their commercial implications.
- Identify and evaluate transaction risks through due diligence processes.
- Interpret and negotiate key provisions in a Sale and Purchase Agreement (SPA).
- Allocate risk through warranties, indemnities, and liability limitations.
- Manage completion mechanics and post-completion risk in private transactions.

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Our Training Strategy

is based on personalised learning, where we aim to develop the competence of every delegate by actively engaging them in the course.

EMG Associates' Principal Presenter:

Elahe Ghazinoori is a Non-Practising Solicitor, Founder, Director, and Principal presenter at EMG Associates, with over 20 years of experience in professional legal training. She specialises in business and commercial law, contract drafting, dispute resolution, and cross border legal practice, and works extensively with professionals from civil law and common law jurisdictions to develop practical skills for international transactions and disputes.

Accreditation:

EMG Associates (UK) Limited is an accredited training provider of the Government of Dubai Legal Affairs Department (GLAD), under the Continuing Legal Professional Development (CLPD) Programme (Provider Code: BB18).

Eligible EMG programmes, where accredited by the Department, may qualify for CLPD points for registered Dubai legal consultants, subject to the applicable programme requirements.

Our programmes are also designed to support the continuing professional development and competence of legal professionals, including solicitors regulated by the Solicitors Regulation Authority (SRA) in England and Wales, in accordance with their individual professional development obligations.

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Solicitors Regulation Authority

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Contact | EMGUK

+44 (0) 778 595 2645

+44 (0) 20 3827 0966

info@emguk.net

www.emguk.net

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