MEA SOLUTIONS · CLIENT GUIDE

Selling your logistics business

How the sale works, what you sign, what you pay and when, step by step.



M&A and Advisory for the Logistics Sector
www.measolution.com

ABOUT THIS GUIDE

Four questions every owner asks

How does a sale work?

Six clear stages, from first call to money in the bank

What will I sign?

Eight documents, each with one simple job

What will I pay, and when?

A small fee up front; most of it only when you sell

How long will it take?

Typically 6 to 12 months from start to finish

THE JOURNEY AT A GLANCE

Six stages from first call to completion

1
Get to know you
Confidential chat, NDA and questionnaire

Weeks 1–2

2
Appoint MEA
Sign the agreement and fee proposal

Weeks 2–4

3
Get ready to sell
Value range, teaser and information pack

Months 1–2

4
Find the right buyers
Quiet approaches and buyer meetings

Months 2–4

5
Offers and terms
Compare offers and agree the LOI

Months 4–6

6
Checks and completion
Buyer checks, contracts and handover

Months 6–12

Typical total: 6 to 12 months. Timings are a guide; every sale moves at its own pace.

YOUR DOCUMENTS

Eight documents, each with one job

Document	What it does	Prepared by	Stage
Mutual NDA	Keeps everything we share confidential, both ways	MEA	1
Seller Questionnaire	Gives us the key facts about your business	You	1
Engagement Agreement	Formally appoints MEA as your advisor	MEA	2
Commercial Proposal	Sets out our fees and when they are paid	MEA	2
Teaser	A short, anonymous summary to spark buyer interest	MEA, approved by you	4
Information Memorandum	A detailed profile for serious buyers who have signed an NDA	MEA, approved by you	4
Letter of Intent (LOI)	The chosen buyer’s offer and main terms, before the final contract	Buyer, negotiated by MEA	5
Purchase Agreement	The final, legally binding contract to sell	Your lawyer and the buyer’s	6

STAGE 1 OF 6 · WEEKS 1–2

Get to know you

What happens

- A confidential first conversation about your goals and timing
- We both sign a Mutual NDA before you share any details
- You complete our 3-page Seller Questionnaire, using estimates where needed
- We give you honest early feedback on how saleable the business is



Mutual NDA
Protects your information, and ours



Seller Questionnaire
Services, finances, customers, assets

What it costs you **Nothing**

STAGE 2 OF 6 · WEEKS 2–4

Appoint MEA as your advisor

What happens

- We agree exactly what we will do for you, and the fees
- You sign the Engagement Agreement and the Commercial Proposal
- MEA becomes your exclusive advisor for an agreed initial period
- Either side can end the agreement with 30 days' written notice



Engagement Agreement
What we do and how we work together



Commercial Proposal
Fees tailored to your business

PAYMENT GATEWAY 1

Initial fee

A modest one-off fee, due on appointment

HOW OUR FEES WORK

Most of our fee is paid only when you sell

ON APPOINTMENT

Initial fee

A modest one-off fee to start the preparation work

WHILE WE WORK

Monthly fee

A small monthly retainer, with a fixed cap on everything paid up front

ONLY WHEN YOU SELL

Success fee

A tiered percentage of the price, paid from the sale proceeds

A tiered success fee: the rate steps down as the price goes up

First tier: highest rate

Next tier: lower

Next tier: lower again

Everything you pay up front is deducted from the success fee. Expenses only with your approval.

FEES TAILORED TO YOUR BUSINESS

We quote after we understand your business

Likely sale value

The size of the business and the deal

Preparation needed

How ready the numbers and documents are

Customers and owner role

How spread out the customers are, and how much rests on you

Buyer search

Local, national or international buyers

Clear, written terms

Every fee, when it is due and how the success fee is worked out is set out in your Commercial Proposal before you commit to anything.

Our fees are competitive for the lower mid-market.

STAGE 3 OF 6 · MONTHS 1–2

Get ready to sell

What we do

- Review your numbers and adjust for one-off costs and owner pay
- Give you a realistic value range
- Write the Teaser and Information Memorandum for your approval
- Build a shortlist of likely buyers

What we need from you

- Last 3 years' accounts and this year to date
- Revenue by customer (names can be hidden)
- Key customer and agent contracts, leases
- Licences (e.g. CBSA, IATA), staff chart, asset list

Payment gateway 2: the monthly fee starts in month 2, until upfront fees reach their agreed cap.

WHAT DRIVES THE PRICE

What buyers pay more for in a freight business

Steady gross profit

Margins that hold up year after year, not one lucky season

Reliable earnings

Profit you can prove after one-offs (buyers call it EBITDA)

Many customers

No single customer the business can't afford to lose

Runs without you

A team that handles operations and sales day to day

Loyal customers

Customers and agents who will stay after the sale

Licences and systems

Customs and IATA licences, a modern TMS, clean compliance

STAGE 4 OF 6 · MONTHS 2–4

Find the right buyers, quietly

1

Teaser

A 2-page anonymous summary goes to selected buyers

2

Buyer signs NDA

Only interested, suitable buyers go further

3

Information Memorandum

The full story of your business, with your approval

4

Meetings

Serious buyers meet you, guided by MEA



How we keep it confidential

Your name goes only to buyers you approve. Every buyer signs an NDA first. We never contact your staff, customers or suppliers without your permission.

STAGE 5 OF 6 · MONTHS 4–6

Offers and agreeing the terms

What happens

1. Buyers send first offers, usually as a price range
2. We compare them with you and push for better terms
3. You choose one buyer and sign a Letter of Intent (LOI)
4. That buyer gets a set period of exclusivity to complete its checks

The best offer isn’t just the price

- How much you receive on completion day
- How much depends on future results
- Your role, and for how long, after the sale
- What happens to your team and customers
- Can the buyer fund it and get it done?

HOW A PRICE IS PAID

The price may arrive in more than one payment

Cash at completion	Paid in full on the day the sale completes
Holdback or escrow	Part of the price held back for an agreed time to cover any claims
Earn-out	Extra payments later if the business hits agreed targets
Vendor loan	You lend part of the price to the buyer, repaid over time
Rollover equity	You keep a share in the buyer's business for a second payday



Our fee follows your money

On any money paid later, our fee is due only when you actually receive it. If a later payment never arrives, no fee is due on it.

STAGE 6 OF 6 · MONTHS 6–12

Checks, contracts and completion

Due diligence

The buyer checks your finances, customers, contracts, staff and licences. Documents are shared through a secure online data room run by a specialist provider; MEA manages the questions.

Purchase Agreement

Lawyers turn the LOI into the final contract: the price, how and when it is paid, the promises you give about the business, and the handover.

Completion day

Contracts are signed and the money moves. **Payment gateway 3:** our success fee, less what you paid up front, is paid from the sale proceeds.

After completion: you help the new owner settle in for the agreed handover period.

PAYMENT GATEWAYS AND KEY MILESTONES

What you pay, and when

Month 0	Month 1	From month 2	Months 4–6	Months 6–12	After completion
First meeting and NDA	**MEA appointed**	**Preparation and marketing**	**Offers and LOI signed**	**Completion**	**Later payments arrive**
Free	**Initial fee**	**Monthly fee**, up to a cap	No extra fee	**Success fee**, less upfront paid	Fee only as you receive it

No sale, no success fee. Upfront fees are capped and are not refunded.

If our agreement ends, the fee still applies to a sale within an agreed period to a buyer MEA introduced.

YOUR PART IN A SUCCESSFUL SALE

What we ask of you along the way

- ✓ **Keep the business performing**
  Buyers watch results right up to completion
- ✓ **Tell us about issues early**
  Surprises found late cost the most
- ✓ **Keep it confidential**
  Tell only the people who need to know
- ✓ **Pass buyer approaches to us**
  One voice keeps your negotiating position strong
- ✓ **Approve documents promptly**
  Timely sign-offs keep buyers engaged
- ✓ **Line up your lawyer and accountant**
  Ideally people with sale experience, by Stage 5

JARGON BUSTER

Deal words in plain English

Term	What it means
NDA	A confidentiality agreement: what you share stays private
Teaser	A short summary of your business that doesn't name it
Information Memorandum	The detailed business profile serious buyers receive after an NDA
EBITDA	Profit before interest, tax, depreciation and amortisation: the earnings buyers value
Letter of Intent (LOI)	The chosen buyer's offer and main terms, before the final contract
Exclusivity	A period when you agree to negotiate with one buyer only
Due diligence	The buyer's detailed checks of your business before completing
Earn-out	Part of the price paid later, if agreed targets are met
Holdback or escrow	Part of the price kept aside for a while to cover any claims
Tail period	Our fee still applies if you sell to a buyer we introduced soon after our agreement ends

YOUR NEXT STEP

Start with a confidential conversation

1

Book a call

An informal, no-obligation chat about your plans

2

Sign the NDA

So we can both talk freely

3

Send the questionnaire

We'll come back with honest first views

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