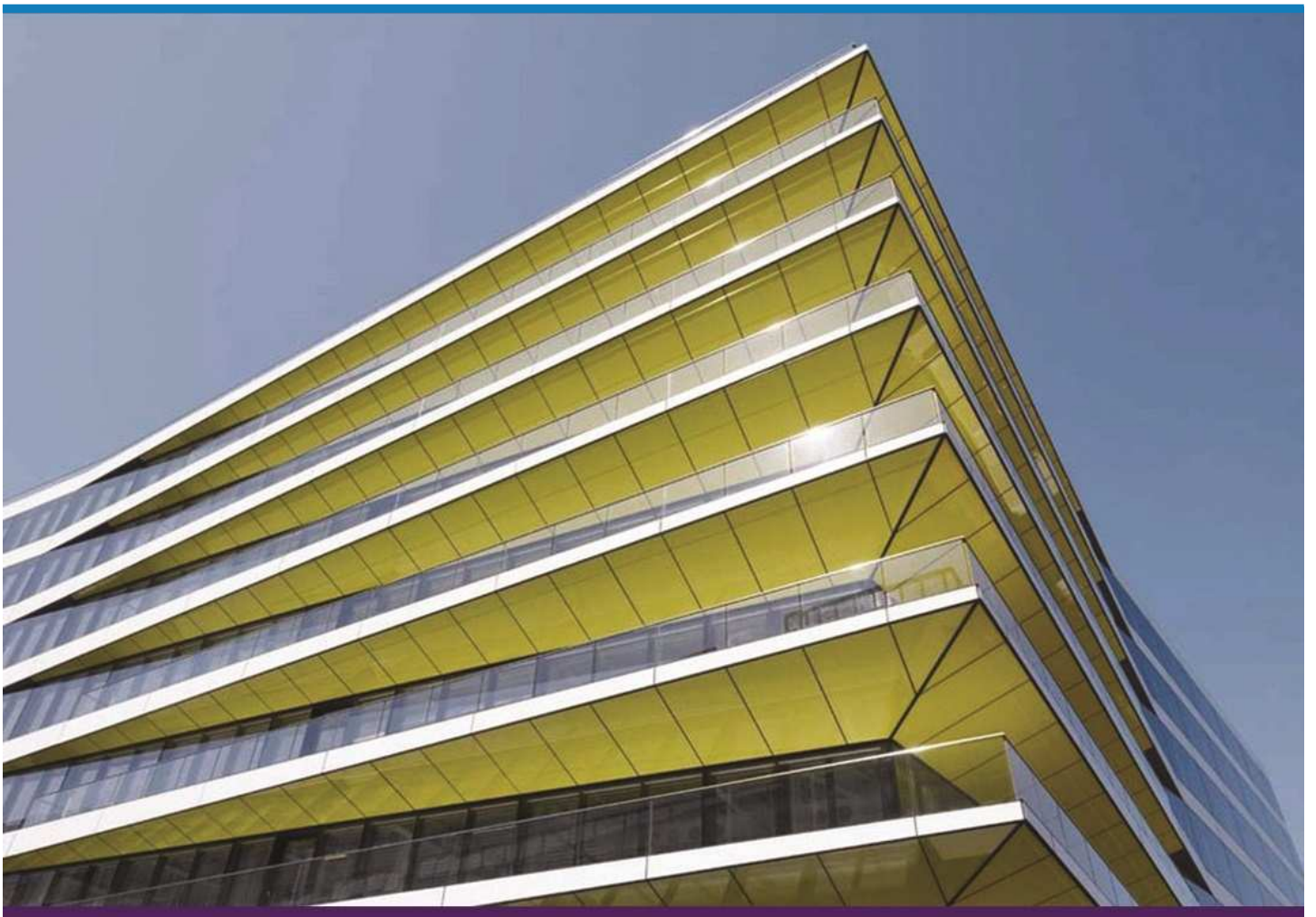


fieldfisher

Tax & Structuring

Helping owners and their businesses



We know that to advise owner managed businesses, you have to consider both the business and the owner; you need to think about the whole picture. Fieldfisher's Tax & Structuring team has the expertise and experience to provide clear, considered and cost-effective advice. We are tax specialists, but our skill in structuring businesses and transactions goes beyond tax. We make sure that transactions work both for your business and for you personally.

When you deal with us, you deal with a dedicated partner-led team that will get to know you and what you want. We do not sell you products; we provide you with focused, commercially sensible, legal and tax advice. We tailor our service to your requirements. There is no disconnect between the tax advice and the legal and commercial implementation.

We have the credentials in the owner managed business space. When you come to us you can be confident that you are getting the very best advice.

Your business

Transactions

All transactions are important. Every transaction has a tax angle. The earlier that tax is thought about, the better. That can avoid tax pitfalls and enable tax opportunities to be seized.

Buying and selling companies

M&A work is our forte. We know what matters and what does not. This enables us to get the deal done smoothly, commercially and without unnecessary cost. We explain technical points simply and offer realistic, workable, commercial solutions to allow the right decision to be made and risk to be allocated sensibly.

Buying and selling assets and businesses

Buyers often want to buy business assets, not shares. Tax is a key driver in this decision. We can explain the pros and cons (both tax and legal) of each route so that you can make an informed decision. We will draft the business transfer documents to ensure that VAT, capital allowances and apportionments are properly addressed.

Corporate finance and venture capital

There are many fundraising options, including equity finance, bank finance and peer-to-peer lending. Each has its own tax issues. If you are considering venture capital funding, investors will expect any available tax reliefs (such as EIS, SEIS and VCT) to have been considered. The tax rules in this area are complex and full of traps for the unwary. We know the territory and can guide you through the maze of conditions cost-effectively and without fuss, including handling all necessary tax clearances.

Joint ventures

Entering into a joint venture is a big decision. It is important to structure the arrangements effectively from the outset and to enter the negotiations knowing the desired tax outcome. Tax is a critical factor in determining the nature of the joint venture, what assets are to be transferred in, how the joint venture will be financed, how profits are distributed, and how a future exit will work.

Restructuring and reorganisations

Businesses can develop organically and sporadically. It is important to stand back and look at your group structure. Are your businesses and assets in the right place in the group from a tax perspective? We can advise on all kinds of restructuring, including company reorganisations, group transfers, business transfers and demergers. Our team can design the optimal structure, apply for any HMRC clearances and prepare the legal documents.

International expansion

If the time has come to consider expansion abroad, or if you already operate abroad but want to move into new territories, we can help. We have offices in the United States, China, France, Germany and Belgium, and strong connections with trusted local law firms across the world. We have significant experience of acting as a project managing "hub", ensuring that the advice you receive is within budget, presents the holistic view, and answers the right questions in a way that can be understood easily.

Returning value to shareholders

We can steer you through the array of options for taking value out of your company, ranging from dividends, salaries, pensions, equity incentives and loans, through to share buy-backs, reductions of capital and voluntary liquidations.

Exit and succession planning

If you are thinking about selling your business in the future, it pays to prepare the ground. We can give your business a tax health-check to identify any issues that could affect your exit and to ensure that you have the optimum structure in place.

If you are planning a private sale, we can guide you through the negotiation process, from ensuring the heads of terms reflect a structure that is tax efficient (for example as to earn-outs, entrepreneur's relief and share-for-share and share-for-loan note exchanges), through to drafting the share purchase agreement and other sale documents. After completion, we can advise you on wealth preservation, CGT deferral, IHT planning and trust arrangements in relation to the proceeds of sale. We offer the full service.

If you are planning to sell your business to management through a management buyout, we can advise you on the myriad of tax issues that can arise, including those specific to employees and

directors who receive shares in connection with their employment or directorship.

No firm has more experience of selling businesses for the benefit of employees than Fieldfisher. We have advised the Government on employee ownership as a succession model for private businesses, and continue to act for a significant number of employee owned businesses of all sizes and in all sectors.

Equity incentives

We understand that ensuring your staff are properly incentivised is a key component of running a successful business. We are experts in the design of tax-efficient incentive arrangements for management and employees. Our advice covers the full range of tax-advantaged and non-advantaged share-based plans, including EMI options. We structure bespoke arrangements for management to ensure that the incentives deliver maximum value on an exit.

As well as equity based incentives, we advise on establishing employee benefit trusts (both onshore and offshore), cash-based bonus arrangements and phantom option plans.

The service includes not only tax advice, but the drafting of all legal documents, employee communications, and implementation. We also undertake share valuation work and have a good track record of agreeing favourable share valuations with HMRC in connection with EMI and other tax advantaged plans.

Tax disputes

Our Tax Disputes team has substantial experience in all kinds of tax disputes, acting both for companies and for individuals. If your company, or a company you are looking to acquire, is the subject of an HMRC enquiry or is in dispute with HMRC, our Tax Disputes team can advise you on the legal and commercial issues, and how best to conduct the matter.

‘The quality of the advice is excellent. It is both commercial and focused upon the needs of us as a client.’

Chambers UK, 2014

You

Wealth preservation

As a shareholder in your company it is important that you understand the tax reliefs that are available to you (such as entrepreneur’s relief) and the qualification conditions, so that you can ensure that your business interests are structured to maximise those reliefs. You should also consider the maximisation of tax reliefs with regard to assets used in the business but held outside the company.

Mitigation of inheritance tax on the succession of your business interests requires careful pre-planning. Business Property Relief is a valuable relief from IHT. You need to keep under review the nature of your business activities, cash reserves and the terms of shareholder agreements to maximise this relief. If Business Property Relief is not available we can advise you on a range of alternative options.

CGT can arise on any gifts of your business interests during lifetime or on death. We can advise on reliefs, and help you avoid the pitfalls.

Lifetime planning

We can advise you on:

- Family offices, councils and trusts (to hold and manage family wealth);
- Property tax and structuring (to ensure your residential and investment properties are held in the most tax efficient way);
- Pre-nuptial agreements (to record the agreed division of assets on divorce);
- Philanthropy and charitable giving; and
- Lasting Powers of Attorney (to appoint an Attorney to make decisions on financial and/or health matters in the event you can no longer make them).

Estate planning

We can review your succession objectives, having regard to the nature and location of your business and other assets and advise you on making lifetime arrangements and testamentary provisions to achieve your objectives in a tax efficient way.

Fieldfisher has ‘deep knowledge of the UK tax situation in a global European context.’

Legal 500, 2013

Contacts



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