

CORPORATE FINANCE FACULTY

ANNUAL REVIEW 2023

FACULTY INITIATIVES, MEMBER SERVICES AND FINANCIAL STATEMENT



WHO WEARE & WHAT WEDO

The Corporate Finance Faculty is ICAEW's centre of professional expertise in corporate finance. It was established 26 years ago and operates for the benefit of members involved in a wide range of corporate finance, advisory and investment activities.

We are a voice on policy developments and respond to consultations by international organisations, governments, regulators and other professional bodies related to matters that affect our members' day to day work in corporate finance.

We produce the highly regarded *Corporate Financier* magazine, filled with emerging trends in corporate finance, as well as policy and technical issues shaping investment and deal flow. We also produce best-practice guidelines on specialist areas of corporate finance,

We host informative forums and networking events to bring together contributors to business, investment, advisory, regulation and public policy for the benefit of our members.

We contribute to the technical content of ICAEW's Diploma in Corporate Finance. This included the review of the newly designed exam format due to come in after summer 2024.

The faculty's international network includes member organisations and individuals from major professional services groups, specialist advisory firms, companies, banks and alternative lenders, private equity, venture capital, law firms, brokers, consultants, policymakers and academic experts. More than 40% of the faculty's membership is from beyond ICAEW.

If you would like your organisation to become part of the faculty's extensive network of professionals and businesses involved in corporate finance, please contact cff@icaew.com or phone on +44 (0)20 7920 8902.

Follow us on LinkedIn: ICAEW Corporate Finance Faculty | Groups | LinkedIn

Front page: Members of the faculty board, from left to right: **Jo Davenport,** Partner, Transaction Services, BDO. **Alistair Brew,** Head of Investment Operations, BGF and Chair of the faculty. **Chris Watt,** Managing Partner, ECI. **Meera Shah,** Director, Head of M&A, Buzzacott. **Keely Woodley,** Head of Corporate Finance Advisory, Grant Thornton.

HIGHLIGHTS

The Corporate Finance Faculty would like to thank its member firms, board, technical committee, and working groups for their support in 2023 and 2024.



Extended our reach by connecting with more deals service lines



Celebrated our **25th** Anniversary



Launched new dynamic digital Corporate Financier



Led member consultations on capital markets reform



Led two new technical initiatives (Earn-out Agreements and Cyber Security)



Highlighted investment opportunities in infrastructure and innovation



Contributed to latest thinking in Al



Expanded reach of our digital magazine through social media

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FOREWORD

David Petrie



In 2023, the faculty continued its work on behalf of more than 80 member organisations, with individual membership of the faculty increased to almost 10,000. With our contribution to 17 consultations by regulators, the production of ten editions of Corporate Financier (including a new digital format), hosting of topical webinar panels, the launch of the Earn-out Agreements guideline, hosting of two receptions, each with 300 or more guests in attendance and the initiation of a Cyber Security in Corporate Finance taskforce, our focus remained on being relevant to the needs of our members operating in corporate finance and investment.

Also this year, ICAEW introduced revised and updated Continuing Professional Development (CPD) regulations for its members. The faculty continues to provide a wide range of resources and services which assist members in meeting their professional obligations, such as by regularly reading Corporate Financier magazine and our best practice guidelines, as well by participating in faculty events such as our topical webinars and in-person events, the Annual Reception, guideline launches and our policy and regulatory roundtables.

From 2024, a digital tool will enable readers of Corporate Financier and our guidelines to readily accumulate and record CPD via an online recording platform.

Attending faculty events, in person, or online and contributing to the faculty's technical work also enable members to accumulate relevant CPD.

Looking forward to 2024 and beyond the faculty will be continuing its capital markets related policy work, developing its coverage of investing in infrastructure and energy transition, and hosting a series of events designed for members at various stages in their careers.

Corporate finance, advisory and related activities have become an increasingly important part of the services to clients provided by many ICAEW member firms. In 2023 the faculty increased membership by more than 2,500 as we extended our coverage of specialist areas such as private equity, infrastructure, debt advisory, ESG, Al and cyber security.

I'd like to take this opportunity to thank all our members, our board, technical committee and working groups, everyone involved with Corporate Financier, and of course my colleagues on the faculty staff. Your support and enthusiasm for our work on our members' behalf is hugely appreciated.

David Petrie

Head of Corporate Finance, ICAEW

CHAIR'S REPORT

I was honored to become Chair of the Corporate Finance Faculty during 2023 and would like to thank my predecessor, Mo Merali, for his enormous contribution which has left the faculty in such great shape. The faculty began the year with a special celebration at Mansion House to mark its 25th Anniversary. It was a great pleasure to welcome so many members and friends of the faculty from across the City of London to one of ICAEW's best attended events of 2023.

This year, the faculty has continued to ensure members remain at the forefront of the latest market and regulatory trends in corporate finance, predominantly through Corporate Financier magazine, which, since May 2023, has been available in a new and more accessible digital format. The online version, which exists alongside the ongoing physical distribution version, has extended our readership, with topical issues covered including AI in corporate finance, investing in infrastructure, boosting UK IPOs, amongst others. This year saw a core element of our policy and technical work focused on producing a best practice 'Earn-out Agreements' guideline to get more deals over the line in a time of geopolitical and economic turmoil. Our policy work was focused on capital markets reform, following the government's announcement of a series of measures known as the Edinburgh Reforms in December 2022. Overall, we completed 17 formal consultations responses on behalf of ICAEW and our members in 2023.

During 2023, ICAEW and CISI announced that the Diploma in Corporate Finance was being reformed, with effect after summer 2024. The faculty forms part of the committee responsible for reviewing the revised exams and contributes to ensuring the diploma remains relevant to our members.

All of this service to our members is made possible by the faculty team and the board. The board meets quarterly and provides valuable strategic direction, expert guidance and practical support throughout the year, as does the technical committee, chaired by Yvette Allen, of Deloitte. I would also like to extend my thanks to the head of faculty David Petrie, the Editorial Panel of Corporate Financier magazine, to the faculty staff, Katerina Joannou, Sam Gallagher (until May 2023), Raguel Edward (from May 2023), Helen Jones (until June 2023), Katie Breadmore (from June 2023), Debbie O'Neill and Marc Mullen, editor of Corporate Financier.

And finally, I extend my personal thanks to you, our members, for your continuing support. As we continue to navigate a testing economic landscape, the faculty board, technical committee and faculty team will aim to anticipate challenges the industry will face and harness opportunities to continue to support our members.



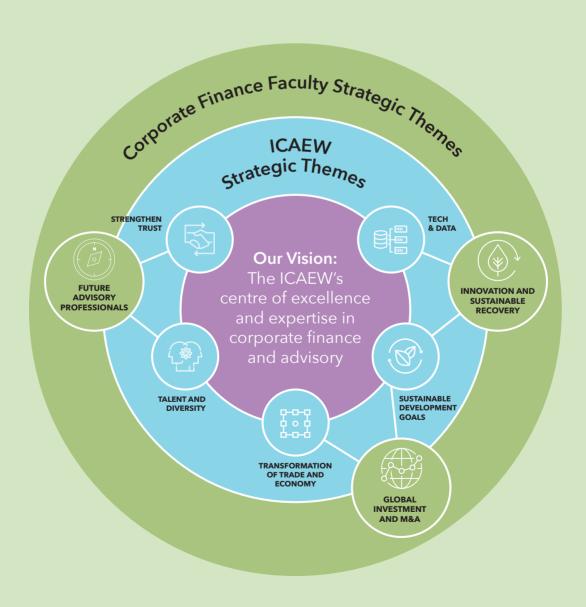
OUR STRATEGY

The three major drivers of the faculty's initiatives, undertaken on behalf of our members, are:

- Global investment and M&A
- Innovation and Sustainable Recovery
- Future Advisory Professionals

These themes shape the activities we undertake and the emerging trends we elect to highlight in *Corporate Financier* magazine.

The faculty's strategic themes are closely aligned to the overall ICAEW strategic focus and this is illustrated below.





GLOBAL INVESTMENT AND M&A

How corporate finance is shaping capital raising, driving transactions and supporting business transformation to help economies adapt.

- Geopolitics and the international regulation of capital markets, cross-border takeovers, national security and foreign investment
- Corporate transaction opportunities and deal origination
- New national public investment programmes, recapitalisation and restructuring
- Private equity, buy-outs, buy-and-build and growth capital
- Public-to-private deals and equity capital markets
- Corporate strategies, risk and transaction services



INNOVATION AND SUSTAINABLE RECOVERY

How corporate finance is boosting entrepreneurship, business expansion and novel approaches to meet today's economic, technological, environmental and social challenges.

- Growth finance, debt advisory and banking
- Corporate turnarounds and restructuring
- Infrastructure investment and government policy
- Green finance, renewable energy, clean technologies and climate change
- ESG and corporate finance
- Start-ups, scale-ups and venture capital
- Innovation investments
- Social enterprise and impact investing



FUTURE ADVISORY PROFESSIONALS

How professionals involved in corporate finance are developing expertise, new skills and new technologies to advise businesses, ensure successful investment and effective deal-making.

- Company strategy and corporate finance
- Careers in investment, innovation and sustainability
- Chartered accountants and advisory careers
- Promoting greater diversity
- Al in corporate transactions
- Cyber security in M&A
- Regulation of professional services
- Thinking globally

REPRESENTATION AND PUBLIC POLICY

The UK government's Edinburgh Reforms and subsequent measures, including the Mansion House Compact, announced in July 2023, include numerous legislative and regulatory changes designed to retain and enhance the attractiveness of London's capital markets and the UK as country to establish and headquarter a business.



Investment in infrastructure and energy transition in pursuit of net zero was a major focus for advisory work and investment strategy in 2023. John Flint, CEO of the UK Infrastructure Bank was the keynote speaker at the faculty's 25th Anniversary Reception at Mansion House in February. We intend to increase our coverage of infrastructure related matters and the December edition of *Corporate Financier* explored the demand for private capital and closing gaps in project delivery.

In May, John Flint joined the faculty board alongside Louis Taylor, CEO of the British Business Bank. This ensures that the faculty is engaged at the most senior level with the UK organisations tasked with channelling public investment into infrastructure and economic development.

The faculty was also very actively involved in a number of other policy areas of direct relevance to its members including access to finance, inward investment policy and financial services regulation. David Petrie, Head of the Faculty, represented ICAEW on the Business Finance Council, chaired by Kevin Hollinrake MP. He also sits on an expert panel advising HM Government on practical challenges for advisors and investors associated with the National Security and Investment Act and attended an in-person meeting with Nusrat Ghani MP, then minister responsible in November.



TECHNICAL LEADERSHIP

POLICY REPRESENTATIONS

The faculty's technical committee and working groups review and comment on draft regulation and legislation which may impact the day-to-day work of faculty members. They also contribute, where relevant, to ICAEW responses on other subjects.

Capital markets reform. Government and regulatory proposals for shaping the UK's financial services regulatory framework outside the EU, provided more opportunities to engage with policymakers. We consulted members and debated with other market participants the efforts to make more efficient and attractive the raising and listing of capital on the UK's markets. These have implications for companies, listed issuers and investors and for the public markets' ecosystem, including advisers, assurance providers and directors. We submitted formal comments regarding a post-Brexit public offers and admissions to trading regime to replace the Prospectus Regime ICAEW 99/23 and ICAEW 26/23; a single listing category for shares in commercial companies to replace the Premium and Standard listing categories ICAEW 64/23; and for boosting investment research for smaller companies in the UK ICAEW 34/23.

Corporate finance activity. We reviewed changes to regulations that affect services carried out, commissioned or used by members, to make sure they are not disproportionate or have unintended consequences. This included changes to the Financial Reporting Council's Ethical Standard ICAEW 110/23 and aspects of the Senior Managers and Certification Regime for corporate finance activity that could be more efficient ICAEW 48/23 and ICAEW 49/23.

Public and private M&A. Our members experiences when engaging with the unit charged with operating the UK's national security and investment regime informed the written evidence we submitted to a parliamentary committee ICAEW 15/23. We made considered comments and observations on proposals to evolve or clarify the Takeover Code in our submissions on Rule 21 ICAEW 71/23, on the offer timetable ICAEW 98/22, and on miscellaneous code amendments, ICAEW 97/22. We supported the government's proposal to regulate ESG ratings and shared insights of other ratings frameworks ICAEW 59/23.

Innovation and access to finance. Feedback from members from across the UK was relayed to a parliamentary committee on the state of finance for SMEs ICAEW 84/23 and used to inform the statutory review of the role of the Small Business Commissioner ICAEW 35/23. We also identified conditions in which lifting ringfencing restrictions for banks could help close an equity gap for SMEs ICAEW 113/23. We evaluated and reported on proposals to simplify the system for R&D tax reliefs which are enablers of business innovation and growth ICAEW 17/23 and identified desirable priorities for government policy in innovation and business finance ICAEW 107/23.

To view a response search for the ICAEW reference on icaew.com



BEST PRACTICE

In seeking to provide practical support to members faced with the challenge of closing deals during a period of geopolitical instability and economic uncertainty, the faculty worked in collaboration with Grant Thornton and a taskforce of reviewers to produce a new guideline 'Earn-out Agreements' to share best practice on using such agreements to get more deals over the line.



EMERGING TRENDS IN CORPORATE FINANCE

The faculty's highly regarded magazine, *Corporate Financier*, keeps members up to date on important changes and developments in deals and investment. In May the faculty launched a new digital version designed to sit alongside the traditional format, so popular with many of our members.

We worked closely with our board, Editorial Panel and Sunday Publishing to develop thought-provoking and topical articles in *Corporate Financier*, with the following cover stories:



STAYING THE COURSE

How companies, investors and advisers keep deals on track in an economic storm

BALANCING ACT

As inflation and rising interest rates reshape acquisition finance, what will be the effect on the private debt market

BUY BUY BUY

Times may be tough, but private equitybacked businesses are busy buying and building. Our annual review reveals the UK's most acquisitive companies

THE TECH TAKE OVER

How to harness the impressive capabilities of digitisation and AI in M&A

DRIVING CHANGE

What will the auto industry's electrification mean for M&A across the supply chain?

SHAPE SHIFTING

In a challenging M&A market, how do buyers and sellers reach a price they all agree on?

TIPPING THE BALANCE

How earn-out clauses can help get a deal through to the finish

UNLOCKING THE IPO MARKET

How can London lure companies to list on its markets? Regulatory reform? Or do the issues go deeper?

POOLS OF CAPITAL

Banks may be under pressure, but thanks to private debt funds there are plenty more fish for those seeking finance.

ROOM FOR CHANGE

Hospitality had a tough three years, with COVID-19 lockdowns, rising energy prices and a cost-of-living crisis. Where will the deals come from?

















MEMBER COMMUNICATIONS AND SERVICES

We have continued to keep our members informed of emerging corporate finance trends, regulatory policies, faculty events and other faculty news through both our core 'push' and 'pull' communication channels. We adapted our approach in 2023 to more effectively use our push channels.

PUSH COMMUNICATIONS

Our core 'push' communications include our monthly eBulletin, our regular posts in our Corporate Finance Faculty LinkedIn Group and on X (formerly Twitter) page, as well as through personal posts on LinkedIn by our key stakeholders.

Personal LinkedIn posts have proven to be a big success for the faculty, with the number of impressions (views) of these posts significantly higher than posts made by a corporate account. For example, personal posts about our Earn-out Agreements guideline (by those who contributed to the quide's drafting) supported our key strategic objective of growing the reach and influence of the faculty's services, which in this case was the production of a guideline. One of the personal posts about the guideline received 20k impressions. Our weekly posts in our Corporate Finance Faculty LinkedIn Group (with c.6,300 members) contributed to the 360% increase in the views of our digital magazine in 2023 (relative to the average performance in 2022)*.

The digital views of the magazine are over and above our distribution of 5,000 physical magazines to members, where more than 90% of those that receive the magazine read tell us they read at least three items in each edition.

Although our X page has more than 4,000 followers, it has had significantly less engagement from our members since it was bought out in April 2022 and Threads launched in July 2023. Consequently, since mid 2023, LinkedIn has been our social media platform of choice for member communications and we are pleased that engagement with our LinkedIn content has grown since we launched our new weekly routine of posting in our LinkedIn group. A third of all traffic to our digital magazine is from social media, further proof that our LinkedIn posts are having an impact and are encouraging members to read our content. You can join our LinkedIn group if you haven't already.

^{*} Comparing the average digital magazine views in 2022 to the average digital magazine views in 2023 (May-Dec 23)

PULL COMMUNICATIONS

Members and non-members can access our wide range of information about corporate finance on our webpages, as and when they need it. In addition, our members have access to a broad range of our best practice guidelines and technical reports online.

In 2023, we completed a thorough review of our webpages to identify a comprehensive list of improvements. These include improving the ease of navigation to allow our members to easily access information that is most relevant to them. This is particularly pertinent since the new ICAEW CPD policy was introduced in November 2023 and members are more proactively searching for faculty information and events that will enable them to gain CPD hours. The newly designed webpages are now in development and will be released in 2024.

Welcome videos and brochure

This year, we designed and developed two new videos to showcase, to members and potential members, the value and services of the faculty. It is an opportunity for you our members to get a glimpse into our board meetings, meet some of our board members and hear what value they get from being

We'd like to take this opportunity to thank Cade Hannan from www.steamrollerproductions.co.uk for filming and producing these videos, as well as our promotional video for the launch of our 'Earn-out Agreements' guideline.

This year we also redesigned our faculty brochure to align to our refreshed branding and to introduce our new board chair.



CPD policy

ICAEW introduced a new CPD policy in 2023 which requires the completion of a set number of CPD hours every year. This coincided with the development of an online tool to support members with the recording of their CPD when accessing information and events on our webpages, including our Corporate Financier magazine.

To support our members to comply with the new CPD policy, the faculty produced a FAQs document outlining ways our members can achieve their CPD hours through the services provided by the faculty (including reading our publications and attending our events).



Raquel Edward Corporate Finance Manager

Joined in May 2023 and since then refreshed the marketing approach in the faculty to improve the effectiveness of our communication channels with members.



FORUMS AND NETWORKS

Corporate Finance Faculty members are invited to attend our online and in person events and forums.

In 2023, we hosted the following informative forums and networking events:

- **Keeping deals on track in 2023** (webinar)
- 25th Anniversary Reception (in person networking) keynote address by John Flint, CEO of UK Infrastructure Bank
- Corporate Finance Faculty AGM (in person)
- What the future holds for debt in deals (webinar)
- Liverpool City Region Innovation Investment Summit (in person)
- Launch of Earn-out Agreements guideline (in person)
- Annual Reception 2023 (in person networking) keynote addresses by Andrew Griffith MP, then Economic Secretary to the Treasury and Stephen Welton CBE, Chair of British Business Bank.



FINANCIAL STATEMENT

Corporate Finance Faculty Financial Statement 2023

Corporate Finance Faculty Financial Statement 2023			
•	2023 £k	2022 £k	
INCOME			
Income ¹	508	515	
Total income	508	515	
EXPENDITURE			
Staff costs	(287)	(270)	
Events, publications and marketing ²	(436)	(239)	
Infrastructure, finance and administration ³	(65)	(196)	
Total expenditure	(788)	(705)	
Faculty activities funded by ICAEW	280	190	
NET POSITION FOR THE YEAR	0	0	

¹We extended the reach of our faculty and the influence we have in the corporate finance industry in 2023, through wider membership in the various service lines of our corporate members. This wider engagement approach aligns with the strategic direction of the Reputation and Influence department at ICAEW.

²An increase in these costs is due to a combination of factors, including an adjustment to the method of recharging the Institute's publication costs to faculties, which resulted in a large non-recurring recharge of publication costs in 2023. This will not be recharged to the faculty in future. The one-off costs also included developing a more user-friendly, digital version of *Corporate Financier* magazine; two receptions being hosted in 2023 (as train strikes led to the postponement of the 2022 25th Anniversary Reception); and hosting more inperson events, as we emerged from the Covid pandemic.

³Reduction in administration costs following an adjustment to the methodology applied to recharge central admin costs.

FACULTY BOARD, AND STAFF

(AS AT 31 DECEMBER 2023)

FACULTY BOARD

The board of the Corporate Finance Faculty comprises senior people from many of the faculty's member firms.

Its members include highly regarded experts and leaders in all aspects of corporate finance from early stage investing to infrastructure and government advisory.

Alistair Brew, BGF (Chair from June 2023)

Mo Merali, Grant Thornton (Chair until May 2023)

Yvette Allen, Deloitte

Fenton Burgin, Deloitte

Diane Craig, RSM

Jo Davenport, BDO

Giles Distin, Addleshaw Goddard

John Flint, UK Infrastructure Bank

John Garner, LDC

Chris Hunt, Rentokil Initial

Nicola Longfield, KPMG

Tandeep Minhas, Taylor Wessing

Jon Moulton, Perscitus Advisers

James Pincus, PwC

John Rugman, Smith & Williamson

Meera Shah, Buzzacott

Louis Taylor, British Business Bank

Chris Watt, ECI Partners

Keely Woodley, Grant Thornton



TECHNICAL COMMITTEE

The faculty's technical committee and specialist working groups aim to review and comment on legislation and regulation on corporate finance issues. They also engage with relevant bodies, develop and share relevant insight, and promote good practice in the industry.

Yvette Allen, Deloitte (Chair)

Peter Croom, Deloitte

Steve Dolman, BDO

Moyra Grant, KPMG

James Harris, Strand Hanson

Chris Jarvill, EY

Katharine Johnson, PwC

Ann McCarthy, BGF

Amrit Mahbubani, Panmure Gordon

Susan Nyman, Grant Thornton

Dani Saghafi, Brunel Business School

Edd Saidu, RSM

Richard Thompson, Singer Capital Markets



MIDDLE EAST PANEL

Richard Dingle, EY (Chair)

Nick Beer, Transguard

Ovais Chhotani, PwC

Richard Dingle, EY

Ossama Kayed, KPMG

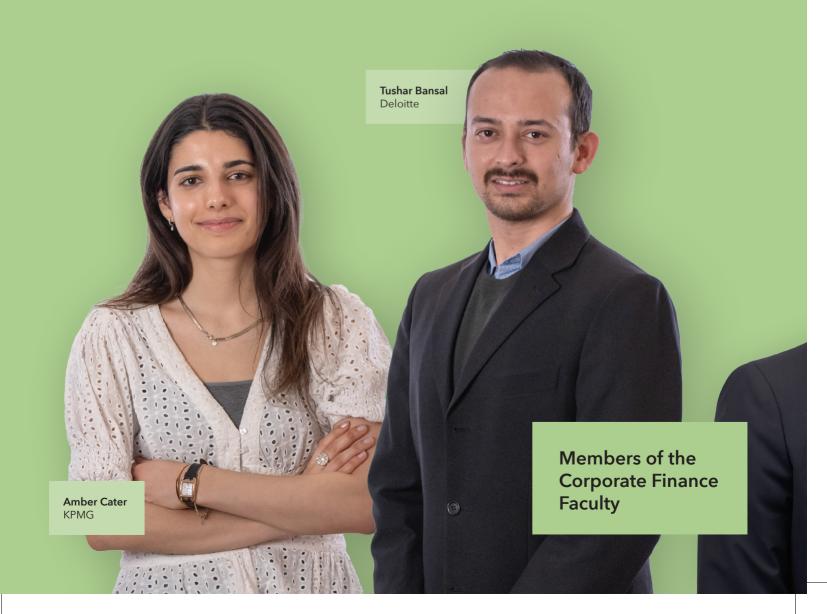
Salmaan Khawaja, Grant Thornton

Mike Littlewood, HSBC Bank Middle East

Andrew Tarbuck, Al Tamimi

CORPORATE FINANCIER EDITORIAL PANEL

David Coffman, Novum SecuritiesSelina Sagayam, Gibson DunnJon Stubbings, Grant Thornton



CORPORATE FINANCE FACULTY STAFF

David Petrie, Head of Corporate Finance

Katie Breadmore, Senior Services Executive (secondment from July 2023)

Raquel Edward, Manager, Corporate Finance Faculty (joined May 2023)

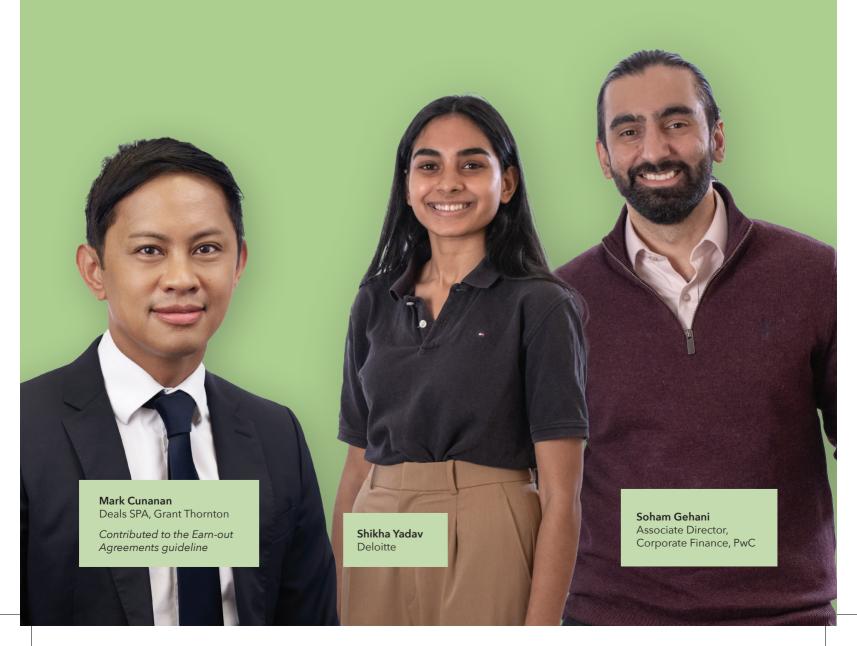
Sam Gallagher, Manager (Contractor), Corporate Finance Faculty (until April 2023)

Katerina Joannou, Senior Manager, Capital Markets Policy

Helen Jones, Services Manager (until July 2023)

Marc Mullen, Editor, Corporate Financier magazine

Debbie O'Neill, Senior Operations Executive



Chartered accountants are talented, ethical and committed professionals. ICAEW represents more than 208,000 members and students around the world. 99 of the top 100 global brands employ ICAEW Chartered Accountants.*

Founded in 1880, ICAEW has a long history of serving the public interest and we continue to work with governments, regulators and business leaders globally. And, as a world-leading improvement regulator, we supervise and monitor around 11,500 firms, holding them, and all ICAEW members and students, to the highest standards of professional competency and conduct.

We promote inclusivity, diversity and fairness and we give talented professionals the skills and values they need to build resilient businesses, economies and societies, while ensuring our planet's resources are managed sustainably.

ICAEW is the first major professional body to be carbon neutral, demonstrating our commitment to tackle climate change and supporting UN Sustainable Development Goal 13.

ICAEW is a founding member of Chartered Accountants Worldwide (CAW), a global family that connects over 1.8m chartered accountants and students in more than 190 countries. Together, we support, develop and promote the role of chartered accountants as trusted business leaders, difference makers and advisers.

We believe that chartered accountancy can be a force for positive change. By sharing our insight, expertise and understanding we can help to create sustainable economies and a better future for all.

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^{*} includes parent companies. Source: ICAEW member data February 2024, Interbrand, Best Global Brands 2023