



## ON MY CV

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Corporate carve-outs present particularly complex challenges, explains **Emma Havas** of Travers Smith



### WHAT IS THE DEAL?

The £56.5m acquisition of Eclipse Legal Systems from Capita plc by the Access Group, a UK software provider to mid-market businesses. Eclipse provides case and practice management software to the legal sector. Strategically, the acquisition expands Access's presence in the legal sector and extends its current finance, HR and compliance offering.

### WHAT WERE THE TIMESCALES?

We were instructed on 12 May 2020, after Access reached the last round in Capita's auction process. Access had been looking at Eclipse for a while. Our work focused on legal due diligence and negotiating key transaction documents ahead of Access reconfirming its offer on 1 June. On 5 June, it was given exclusivity, by which time all but a small amount of confirmatory due diligence had been done and the transaction documents were at an advanced stage. They signed on 19 June, and completion was 30 June.

### HOW WERE YOU INTRODUCED?

Our relationship with Access goes back a number of years. We advised on Lyceum's sale of Access to TA Associates in 2015, and on TA's reinvestment in the business alongside Hg Capital in 2018. TA is a long-term client, so we continued to work with Access from a day-to-day advisory perspective and also on the transactional

side. Access has a successful buy-and-build strategy and is very acquisitive. I've been working with Access for the past three years and in that time we've advised them on 25 acquisitions.

### WHO WERE THE OTHER ADVISERS?

The experienced in-house team at Access led the transaction. PwC provided financial and tax advice to Access. The W&I insurance broking was carried out by Marsh. Pentest carried out 'market

penetration' testing. EY provided Capita with financial due diligence; Harris Williams and Dentons with corporate finance and legal advice respectively. Datasite ran the virtual data room.

### WHAT WERE THE CHALLENGES?

It was a 100% acquisition of shares, but the main challenge with the transaction was a corporate carve-out with some complexity in certain areas on the separation side of things. There was a lot to get to grips with in understanding through diligence what would effectively fall away at completion and what needed to be covered by transitional services arrangements for a time after completion. That said, Capita had put together a detailed separation plan and, as a highly acquisitive trade buyer, Access has an integration team that is very experienced in thinking about these sorts of things.

### AND COVID-19?

There were no real challenges posed by the lockdown and remote-working. Early planning and a pragmatic approach from both sides ensured a smooth process, as did electronic signing and the virtual data room. It was Access's third transaction in lockdown. A collaborative approach and good and regular dialogue between the buy-side and sell-side teams proved invaluable in getting through everything in a relatively short time frame, enabling each side to focus on the key issues, while agreeing everything else swiftly. ●

### THE CV

Emma Havas is partner in Travers Smith's private equity and financial sponsors group. She specialises in private equity transactions, advising institutional investors, management teams and investee companies, as well as undertaking corporate advisory work, such as restructurings and reorganisations. She is also a graduate recruitment partner. After graduating from Cambridge University with a law degree, she trained at Slaughter & May, and then joined Travers Smith in 2006.

### Recent deals

- Advising Lily's Kitchen management on its sale to Nestlé Purina PetCare in March 2020
- The Access Group on its acquisition of CoreHR in February 2020
- Equistone Partners Europe on its acquisition of FirstPort in July 2019