



# Corporate Finance Consultants Ltd

Finance and more

Transparency, Governance, and Responsibility.



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London  
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DPI is a registered trademark of Corporate  
Finance Consultants Ltd

**Introduction to our Services**

Corporate Finance Consultants Ltd (CFC) is a consultant and direct access facilitator to various selected and proven funders. They are a trusted due diligence partner engaged by Manufacturers, Project Developers, Brokers, and Funders to facilitate their services, such as Equity and Debt.

Our directors have career backgrounds in finance, insurance, and project management. They have each accumulated over 30 years of practical experience and understand project and technology development challenges related to the different approaches of project developers, funders, and insurance underwriters.

Their combined experience created CFC's four unique services: the Pre-Finance Review, the Technology Accelerator Programme, our Maintained Availability™ service, and Alternative Finance, which are embodied within our DPI® service.

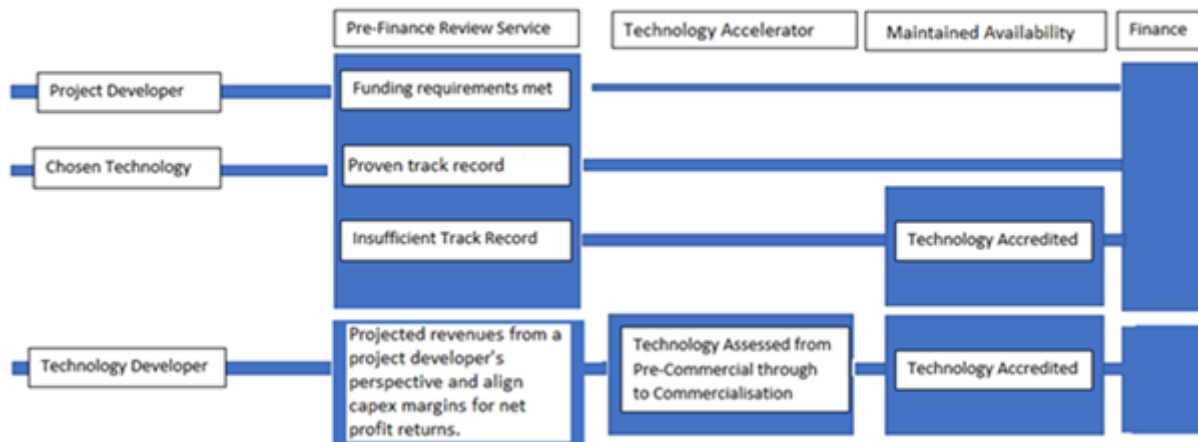


## DPI® Due Diligence, Pre-Accreditation, and Investment Focus

Project investment is at the heart of our operations, and we share a common goal with our clients to secure their financial requirements and align them with those of Funders. Our current activities are focused on Energy, Agriculture, Waste to Value (Oil, Hydrogen, etc.), Biofuels, Waste to Energy, Solar, Wind, and Construction, with a strong commitment to climate-friendly and sustainable elements under Environment, Social, and Governance (ESG) guidelines.

Through our Pre-Finance Review Service, we offer customised solutions based on our client's needs and work to match their project requirements with those of private equity investors and debt funders.

### Our services at a glance



### Projects considered for our Pre-Finance Review:

- Are in a territory where there are no restrictions imposed by financial markets.
- Have a high prospect of being profitable.
- Have significant equity contributions in cash or kind from the project sponsor.
- Would benefit the local economy.
- Satisfy environmental standards

#### Finance:

- Private Equity
- Subordinated Debt
- Senior Debt Acquisitions - minimum turnover £5M
- Recapitalisation
- Capital Growth

### A Journey of Innovation and Leadership



Alister embarked on his illustrious career in Finance in 1988, shortly after completing his studies in Economics and Politics. After reaching the role of Area Director for Barclays, Alister recognised the evolving dynamics of the marketplace and identified a burgeoning opportunity to make a difference within the Independent Financial Advisor (IFA) arena.

With shifts in the world of finance he founded his own financial consultancy in 2013 dedicated to assisting clients who faced challenges in securing finance through mainstream sources.

Alister's consultancy has since become a beacon of hope for many individuals and businesses, providing tailored solutions to complex situations.



One of Roger's notable contributions was his ability to bridge the gap between technology manufacturers, developers, and funders. He recognized the unique challenges and goals of each sector and worked tirelessly to create a harmonious relationship among them. Roger assisted technology manufacturers in preparing their innovations for commercialization, ensuring that their products were ready for market adoption.

Roger's role in helping technology manufacturers prepare for commercialization was invaluable. He provided guidance on refining technologies, establishing robust maintenance protocols, and demonstrating the effectiveness of their solutions to potential investors. His efforts ensured that manufacturers were well-equipped to enter the market with confidence and attract the necessary funding for their projects.



Harry's career in specialist funding spans over forty years, marked by significant achievements and leadership roles in prominent financial institutions. His contributions have been instrumental in shaping the landscape of specialist funding in Ireland.

Harry's journey began with the establishment of Close Brothers Ireland, a key part of Close Brothers Group plc, one of the UK's leading merchant banking groups. He was responsible for establishing a strong and recognizable brand that resonated with clients and stakeholders alike.

In his later years, Harry took on the role of Chief Operating Executive at Capitalflow in Ireland. Tasked with leading the organization during its start-up and development phase, Harry's expertise and strategic acumen were critical in swiftly building Capitalflow's Asset and Invoice business from the ground up.



Donald has a background in economics and project development, with a focus on the energy, mining, and commodity trading sectors.

He is skilled in de-risking opportunities for investors by leveraging his deep understanding of African markets and his extensive network on the continent.

Prior to private business, he worked at the Nigerian National Petroleum Corporation (NNPC), Boeing-RER in Montreal, and Oil & Gas ME in the UAE.

Donald is known for his collaborative problem-solving and his ability to link global capital with promising African opportunities.

## **Our Pre-Finance Review Service.**

**We will take care of your funding, while you take care of your business.**

Our Pre-Finance Review Service is a free service subject to a time-limited period of 40 hours\* that creates a report to our funders that provides evidence and proves the viability of the project, the chosen technology and the Management Team in the format they require.

We do this by ensuring the client is genuinely ready by investors' standards and can evidence their business plan and financials with robust documentation.

As soon as possible, we provide funders with access to our Data Room so that they can interrogate the documents online or download them.

### **Stage 1. Consultation, Interrogation, and Preparation**

Initial documents are required, such as a pitch deck and cashflow. After our initial review, a virtual meeting with the client to discuss the project before we commence the review and start the clock.

On agreeing to act, the client is required to complete our Loan Application and Client Information Sheet (CIS) Form and email or upload all their documentation, in English and using either US Dollars, Euros or Pound Sterling.

We will look to evidence the documentation provided and evaluate the financial projects to ensure that the project offers the Debt Service Cover and Internal Rates of Return sought by the funders/investors.

We assess the installation, process risk, maintenance regimes and any third parties associated with the project, such as EPC contractors.

Our Pre-Finance Review Service is accessible at no cost to our pre-screened clients based on a limited period of 40 working hours. Should this time be reached, then a Continuous Pre-Finance Review agreement shall be offered, and a fee agreed upon, subject to the estimated hours required to conclude.

Therefore, the clients should provide us with detailed documentation promptly so we can complete our review and present it to our funders in the quickest possible time.

## Stage 2: Presentation

Upon completing the Pre-Finance report, this will be presented to the Funder for review. Subject to a clear indication from the funders to proceed, such as a Letter of Interest or indicative terms, we will issue our Contract of Services to the client, which includes an agreed Exclusive Mandate and a scope of detailed work to be conducted. Our Contract of Services will be transparent in our fee structure and that of the funder.

At this time, and based on the client's total funding requirement, a commitment fee will be payable to CFC by the client. This fee will be deductible from our success fee payable at the financial close.

## Stage 3: Negotiation

Under our scope of work, we discuss the terms of the transaction structure with the client and the Investors/Funders to execute a term sheet and supporting documentation. We continue to interact with the Investors/Funders during this period to bring the project to a successful close as quickly and smoothly as possible.

Multiple parties might be required to make an offer depending on the size of the capital requirement. If this is the case and initial pricing and terms vary between investors, we help draw out the best recommendation to receive multiple Term Sheets and optimum terms for the project.

## Stage 4: Execution

Assuming terms are agreed upon with an acceptable structure, conditions, and pricing with the preferred investor(s), Term Sheets will be signed, locking the parties into a limited exclusivity period, covering the anticipated duration of the due diligence phase. During this period, CFCs' experience and knowledge gained through many previous successful transactions remains in support of reaching financial close.

## Fees \*

1. Pre-Finance Review	* Zero up to 40 working hours, thereafter negotiable under our Pre-Finance Review Continuous of Service Agreement
2. Contract of Services Commitment Fee / Retainer ** Payable on the issuance of LOI, DIP, and Indicative Term Sheet.	Negotiable, Subject to the total funding requirement, and refundable on financial close.
Equity	Max 5%
Subordinated or Senior Debt.	3-5% Subject to total debt requirement (Minium \$10Mn)
3. Technology Accelerator	Negotiable
4. Technology Accreditation	Negotiable
5. Maintained Availability	CFC Charges are negotiable; Third Party charges are to be agreed upon and part of the Project Cost.

Note:

\*Fee Structure can be changed without notice and may be customised for any project after a full evaluation.

\*\*Purpose of the Refundable Retainer: CFC charges a refundable retainer for complex commercial funding deals that require extensive evaluation and completion. The retainer is implemented to cover the costs associated with the evaluation of the process and to ensure that CFC can maintain its operations throughout the funding process.

\*\*Timing of the Retainer: The refundable retainer is charged only after the client has received and approved a Contract of Services proposal from CFC, which will include an indication of terms being offered by a Funder. This ensures that the client has had the opportunity to review and accept our proposed terms before any financial commitment is made.



**The Initial Minimum Documentation is required before our conference call.**

Business Plan  
Executive Summary  
Financials (a fully functional spreadsheet)  
Counterparties to the Project, including the Power Purchase Agreement/ Off-Take Agreements / Letters of Interest / Contracts, etc.  
EPC and Operation and Management Contractors (If Applicable)  
Breakdown of investment already invested in the project  
Proof of Funds to cover possible cost, subject to project and supporting security

**Further documentation after Pre-Finance Review acceptance**

Further Documentation after the conference call such as,  
  
Signed Application and CIS Form  
3 yrs. Trading Accounts, incl. Balance Sheet  
Resumes of Principals  
Full details and operational history of technology being deployed.  
Feasibility Study by a recognised third-party  
Full details of the EPC and Operation and Management Contractors, including a List of Projects Completed  
Detailed Use of Funds  
Comprehensive Exit Strategy.  
Geological Reports (Wind, Solar)  
Confirmation that the project sponsor/developer has invested equity in the project,  
An exclusive mandate to complete our pre-finance report and reach out to our Funders,  
Written confirmation that the project has not been promoted in the financial markets or refused

During this period, by matching criteria, we approach our Funders/Investors to ascertain their genuine interest in the project and then prepare the final documentation in an acceptable format to obtain Indicative Terms. After which, subject to acceptance, we guide and prepare the documentation critical to a successful capital raise.

Any potential areas of concern are addressed during this critical period, with a constant discussion between our Funder, our client, and us ensuring that all parties' interests are aligned.

CFC will collaborate with the client and the funders to prepare their report summarising the investment and outlining the scope of documentation provided

## Example of documentation required

DPI® Technology Review	DPI® Project Review Selected Clients	Contract of Services Scope of Work to Funding
<input checked="" type="checkbox"/> Mandated during Review	<input checked="" type="checkbox"/> Mandated during Review	<input checked="" type="checkbox"/> Mandated for Guarantees and/or Funding
<input checked="" type="checkbox"/> Details of Reference Plant	<input checked="" type="checkbox"/> Details of Reference Plants	<input checked="" type="checkbox"/> Details of Reference Plants
<input checked="" type="checkbox"/> Evidence of Operational Data	<input checked="" type="checkbox"/> Evidence of Operational Data	<input checked="" type="checkbox"/> Details of Operational Data
<input checked="" type="checkbox"/> Generic Process Drawings	<input checked="" type="checkbox"/> Generic Process Drawings	<input checked="" type="checkbox"/> Set of detailed engineering Drawings (P&ID's)
<input checked="" type="checkbox"/> Feedstock Ranges	<input checked="" type="checkbox"/> Manufacturers Quote	<input checked="" type="checkbox"/> Manufacturers Contract
<input checked="" type="checkbox"/> Maintenance Regime	<input checked="" type="checkbox"/> Maintenance Regime	<input checked="" type="checkbox"/> Maintenance Regime
<input checked="" type="checkbox"/> Warranties Offered	<input checked="" type="checkbox"/> Manufacturers Warranties	<input checked="" type="checkbox"/> Manufacturers Warranties
<input checked="" type="checkbox"/> Company History	<input checked="" type="checkbox"/> Manufacturers History	<input checked="" type="checkbox"/> Manufacturers History
<input checked="" type="checkbox"/> Estimated Input and Outputs	<input checked="" type="checkbox"/> Evidence of Feed Supply and Offtake Contracts	<input checked="" type="checkbox"/> Review of Feed Supply and Offtake Contracts
	<input checked="" type="checkbox"/> EPC Contractors	<input checked="" type="checkbox"/> Review of EPC Contracts
	<input checked="" type="checkbox"/> Maintenance Contractors	<input checked="" type="checkbox"/> Review of Maintenance Contracts
	<input checked="" type="checkbox"/> Management Team	<input checked="" type="checkbox"/> Management Background
	<input checked="" type="checkbox"/> Site Details	<input checked="" type="checkbox"/> Site Feasibility Study
	<input checked="" type="checkbox"/> Business Plan	<input checked="" type="checkbox"/> Detailed Review of Business Plan
	<input checked="" type="checkbox"/> Financial Projections	<input checked="" type="checkbox"/> Detailed Review of Cash Flows
	<input checked="" type="checkbox"/> Feasibility Reports	<input checked="" type="checkbox"/> Detailed review of Feasibility Reports
		<input checked="" type="checkbox"/> Any other request from <u>Funders</u> and/or Insurers

## Our Technology Acceleration Service: Innovation the beginning of everything

One of the most significant problems holding back the development of innovative technology investment occurs when the developer is ready to enter the commercial market.

At this stage, the client seeking to deploy the technology for their project will request that the technology manufacturer provide evidence that the system has sufficient operational and maintenance history, and that the plant's performance will support the project's debt requirement.

This often results in a delay in the technology becoming commercially attractive to project developers when they apply for finance, where investors typically seek between 18 to 24 months of continuous operation to satisfy their debt risk criteria.

The European Investment Bank refers to this stage as the manufacturer's "Valley of Death" after the technology developer has invested considerable money and time in bringing the technology to the market.

Our Technology Accelerator programme understands the requirements of the project developer and the challenges of the manufacturer to prepare for commercialisation from the moment the technology is at a pre-commercialisation-demonstration stage. We also understand the funders' requirements to mitigate the debt risk associated with this scenario.

Therefore, our Technology Accelerator programme aims to mitigate the lack of track record when the technology manufacturer enters the commercial market, by facilitating a financial guarantee and allowing CFC to be able to offer finance to their clients, not otherwise available.

The key benefits of the Pre-Accreditation Service are.

- ✓ A reduced maturity timeline.
- ✓ Accelerating the technology to market.
- ✓ Reduces the usual expectations on technology maturity required by funders.
- ✓ Reduces the requirement on the manufacturer to borrow expensive money such as Seed or Venture Capital to keep the plant running under demonstration status.
- ✓ Can attract lower-cost equity investment into the company if required.
- ✓ Provides an accelerated pre-accredited finance package through CFC for commercial deployment.

Our Technology Accelerator and Pre-Finance review help solve global challenges at an industrial scale. We are committed to Innovation and Environmental Change with the deployment of Clean Energy.



## Maintained Availability (M.A) <sup>TM</sup>      Guaranteeing the Unexpected

Operational risk is one of the most significant problems holding back capital investment within the renewable energy sector.

Typically, within every major capital project or large asset acquisition, there are three principal risks: financing, commercial/market, and operational risk.

However, what has caused issues and, in many cases, transactions to flounder have been the debate on who should take the operational risk of any new project or asset acquisition.

Operational risk can be calculated where the technology has a proven track record, enforced by other risk mitigation procedures, but what if the technology is unproven with limited or no track record, and how can these technologies complete and bring their benefits to market if they have no or limited track record?

The Solution is CFC's Maintained Availability<sup>TM</sup>.

Understanding the process availability in a business model is critical when assessing risk. Process availability is identified by known maintenance regimes and plant closures, and this availability is used to calculate the project's minimum level of revenues that can repay the debt and cover operational expenses – break even.

Above breakeven the downtime from scheduled maintenance can be built into a project's cash flows. But what would happen if something unexpected and caused by a non-physical damage event that causes the revenues to fall below breakeven? Maintained Availability<sup>TM</sup> provides an opportunity for a third party to 'guarantee' this operational risk.

Maintained Availability due diligence will look to mitigate such events through a series of process due-diligence measures that look at the plant from design to manufacture, the installation capabilities of the proposed EPC contractor, and the operations and maintenance procedures submitted by the O&M contractor.

M.A<sup>TM</sup> also incorporates due diligence by independent consultants with worldwide representation, allowing CFC to consider projects worldwide. The due diligence looks at all aspects of the project, including all key parties/contracts that influence its ability to repay its debt.

Unlike some other policies, this contract can only be cancelled by the project owners with the investors' agreement and provides an agreed sum of money in support of the projects' net revenues for ten years.

The facility acts as a form of credit enhancement that can be drawn upon when the revenues are unable to fully support the debt. It is then repaid when the projects' revenues recover. Historically, it has been shown that if the process is to underperform, it will be in the project's early years, with full availability potential attained by Year 5

Whilst M.A. is provided to a project developer to support debt risk; Technology manufacturers benefit from having CFC secure their client's funding by having M.A. approval by allowing them to be considered for our Accredited Technology Service and offering this service to their clients.

For companies developing innovative technologies having M.A. due diligence involved from the design stage can help evolve the technology from design to becoming fully commercialised with the benefits of M.A. support.

Other guarantees are facilitated within the Maintained Availability Platform for Solar Module Performance; PV Project/System Performance; Fuel Cell System Performance; and Energy Storage Performance Acceptance.