



supporting **B**usinesses with **R**isk,  
**I**nvestigation, **C**ompliance, and  
**S**ecretarial matters



**hcrlaw**



# - building foundations for every successful business

## What is BRICS?

BRICS was borne out of our legal due diligence service which for several years has been a key part of our corporate legal advice for businesses looking to merge, buy or sell. Our clients tell us they really value the way we provide clear recommendations rather than sit on the fence. Our position is always to help our clients move forward, armed with useful information that helps them make decisions and doesn't add to the muddle.

So what is BRICS? It's a pragmatic, commercially-minded advisory service focusing on the key issues facing bigger businesses that can either hold you back if you get them wrong, or truly maximise your position if you get them right. **We advise businesses on:**



### Risk

We prepare due diligence reports for sellers, buyers and investors. The HCR BRICS team bring in specialist lawyers from across the firm to help identify the risks and issues of your transaction, according to the areas of due diligence being reviewed. For example, our regulatory experts can advise on health and safety; our pensions specialists can review pensions issues; and our insurance team can conduct policy reviews and advise on ongoing investigations. Because HCR is a full-service firm, we can draw on experts across the full range of legal specialisms to support you.



### Investigation

We conduct audits of records and documentation and undertake full share history analysis for companies in order to identify issues and correct errors. We provide training and resources to help businesses manage their own audits and investigations or if they are being investigated externally. If you're looking to sell, this process can be especially useful to maximise value.



### Compliance

It's essential your business complies with company law, and we can help with this. We can also advise on ESG, the National Security and Investment Act and on any other regulatory matters, including making applications on your behalf. We have sector specialists in-house, for example, our Financial Services Regulatory team and our Agricultural Regulatory team.



### Secretarial

Our Company Secretarial experts can help with all aspects of CoSec including statutory books reviews, filings, incorporation etc. – all the CoSec services you would expect. For example, we advise on restructures and group simplifications including share buybacks and strike-offs. We also prepare bespoke articles of association and work closely with our real estate department to provide property management company support and amend articles of association as required by funders as part of property transactions.

**We're happy to deliver our BRICS service in a way that suits you. Our existing clients value the way we provide our easy-read reports, checklists, and training packages.**



I am always impressed by the scope of work the due diligence team undertake and the volume of documents they review and advise on. Their ability to distil complex matters down to identifying material issues and provide advice and solutions provides the reassurance we need to complete deals. Helen and her colleagues are highly experienced and professional. They know our business and what sector specific issues and risks we face. They are always positive and engaging and are a pleasure to work with and I look forward to working with them on future transactions.



**Polaris Community**

## Who is BRICS for?

BRICS is most suited to larger businesses because of the nature of their operations and the rules they're governed by. We work with a range of corporates on an ongoing basis, and have supported businesses with projects, for example when scaling up or selling. Our clients also include accountancy firms who are auditing their clients, and organisations with in-house legal counsel. We also support acquirers of schools to identify areas of risk by working closely with our education team specialists.

## Why do you need it?

Quite simply, BRICS will:

- Save you the headache of getting into hot water, by helping you avoid high-risk situations or non-compliance
- Help you manage your liabilities
- Maximise your position, by identifying opportunities and areas to exploit
- Make it easier for you to run your business day-to-day.



We have worked with Helen and the HCR due diligence team on a series of M&A deals over recent years. The team has grown to understand our business and our requirements well and is able to tailor advice and reporting effectively to the specific needs of FluidOne and our investors. Where there has been inevitable timetable pressures on a corporate transaction, Helen and the team have shown a great deal of commitment to the client cause by navigating some intensive periods of work to get a report out on time.

**FluidOne**



## How have we helped our clients?

- We identified a subsidiary company that the target and sellers were not aware they had in the group. We arranged for the shares to be transferred from the target prior to completion. This could have resulted in additional exposure to our client if we had not identified the company
- For one of our health and social care clients, we highlighted that the target company was not correctly registered to provide care prior to completion – this was addressed, and an indemnity was provided
- We helped simplify a large group structure by transferring assets and liabilities, transferring shares and striking off companies
- We have assisted several clients with the submission of applications under the National Security and Investment Act. If a transaction requires consent from the government and it is not obtained, there is a risk that the transaction could be deemed void. Where appropriate, we have arranged for completion to be conditional upon consent being obtained. Most of the applications we've submitted have been approved without comment. Where further inquiries have been raised, we have worked through these with the parties involved
- A bank was funding a share buyback and instructed us to review the documentation and report on any issues identified. We identified that the documentation provided was not adequate to properly effect the transaction and contained errors as to the class of share subject to the transaction. We worked with the client to ensure that the draft documents were updated and we assisted with the transaction to ensure that it was properly effected.



## Get in touch



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**Call Helen for a  
free 30 minute  
consultation to see  
how our BRICS team  
can help you.**

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