PRICEWATERHOUSECOOPERS

Three Keys to Obtaining Venture Capital

European edition

VISIONTOREALITY

A Programme Serving Companies with Extraordinary Potential

Three Keys to Obtaining Venture Capital

A Message to Entrepreneurs

You have a vision. PricewaterhouseCoopers helps bring that vision to reality. Our global presence, extensive knowledge of capital markets, and network of financing relationships provides access and introductions to many sources of funds—both domestic and internationally. We've helped hundreds of venture-backed companies secure financing, execute their plan, build value and recognise that value through a successful IPO or trade sale. We call these companies CWEPs – Companies With Extraordinary Potential.

Three Keys to Obtaining Venture Capital is designed to help first-time entrepreneurs understand the venture capital process and provides a useful step-by-step tool for creating a business plan. Through this understanding, and armed with a comprehensive and thorough business plan, an entrepreneur will have realistic expectations and can concentrate on targeting the financing search for the most promising investment sources.

Global Technology Industry Group (GTIG)

The people of the Global Technology Industry Group in PricewaterhouseCoopers have the scope, depth and expertise to advise fast growth and global technology companies on the complex challenges facing their business. The group has the scale and systems to do it expediently. The worldwide network to deliver it seamlessly. The experience to get results.

By focusing on the key industry segments of Computers and Networking, Internet, Life Sciences, Semi-conductors, Software and Venture Capital, the Global Technology Industry Group delivers unprecedented knowledge base for technology clients. PricewaterhouseCoopers counts as clients many of the world's largest technology companies as well as the CWEPs, the leading technology players of tomorrow.

For the PricewaterhouseCoopers venture capital or CWEP leader nearest you – see the insert to this guide - or visit our entrepreneurial resource center web site at www.pwcV2R.com and click on “Consult a Professional”.

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Introduction to the Three Keys

1. Understand the Process

To an entrepreneur seeking venture capital financing for the first time, an understanding of the venture capital process is essential (pages 3-4). The venture capital industry includes many firms with substantial funds to invest; however, it is often a challenge for an entrepreneur to tap into this vital source of financing. This booklet is designed to ease the challenge by providing insights into obtaining venture capital financing.

The venture capital process begins with an introduction to a venture capitalist. Cold calling on venture capitalists is a long-shot—venture capitalists see many "over the transom" deals, very few of which become investments. Introductions to venture capitalists through referral sources they respect improve the odds of securing financing. PricewaterhouseCoopers, with a leading position in serving the venture capital community, can provide these introductions.

Target a Venture Capital Partner

Choosing the right venture capital firms is an important part of the fundraising process. An entrepreneur who has not properly researched into the most appropriate venture firms runs the risk of lengthening the search and overshopping the plan.

The criteria for selecting the right venture capitalists to approach include their geographic, industry specialisation, stage of development, and size of investment preferences. Also important are whether the fund will act as a lead investor and whether there are complementary or competing investee ventures within the fund's portfolio.

The research of a fund's preferences can be done by obtaining literature from the funds directly, talking to venture-backed entrepreneurs and by consulting the directories of the European Private Equity and Venture Capital Association (www.evca.com), the British Venture Capital Association (www.bvca.co.uk) or other country venture capital associations. You can also contact PricewaterhouseCoopers directly. Our professionals are active in the venture community and welcome the opportunity to talk with you.

2. Write the Business Plan

Often the first step in dealing with venture capitalists is to forward them a copy of the business plan (pages 5-10). And, because venture capitalists have to deal with so many business plans, the plan must immediately grab the reader's attention. The executive summary will either entice venture capitalists to read the entire proposal or convince them not to invest further time.

A good plan is crucial for two reasons: first, as a management tool; and second, as a means to obtain financing. While the plan is an essential element in securing financing, it should also be an operating guide to the business—with the goals, objectives, milestones and strategies clearly defined and well-written.

This is the best way to demonstrate the viability and growth potential of the business and to showcase the entrepreneur's knowledge and understanding of what is needed to meet the company's objectives. The first reading of a plan is the venture capitalist's initial opportunity to evaluate the individuals who will manage the business and to measure the potential for return on this investment.

The plan should also address the following business issues from the perspective of the venture capitalist:

- Is the management team capable of growing the business rapidly and successfully?
- Have they done it before?
- Is the technology fully developed?
- Is the product unique, and what value does it create so that buyers will want to purchase the product or service?
- Is the market potential large enough?
- Does the team understand how to penetrate the market?
- Do significant barriers to entry exist?
- How much money is required and how will it be utilized?
- What exit strategies are possible?

If the plan is of interest, the entrepreneur will be contacted for the first of what will generally be several meetings, and the venture capitalist may begin the due diligence process. You can be certain that a thorough analysis of the company's business prospects, management team, industry and financial forecasts will precede any investment.

Prepare for the Negotiation Process

Following due diligence, the successful venture will then enter into the negotiation process, where the structure and terms of financing will be determined. The entrepreneur must carefully prepare for this next step by becoming familiar with the various structures of venture capital financing and preparing a bargaining position after consulting with a professional advisor (usually an accountant and/or a lawyer who has extensive venture capital experience). The advisors will give guidance on the issues worth fighting for. Issues to consider are: salaries, share restrictions, commitment to the venture, debt conversion, dilution protection, vesting, exit strategy, executive directors' obligations and the appointment of non-executive directors. The negotiation will involve most or all of these issues in addition to valuing the investment. However, your share of the valuation should not be the overriding interest; the end result of this process must be a win/win situation in order for the relationship to progress successfully. The last step is to document and close the transaction—resulting in a term sheet, investment agreement(s) and, finally, the closing.

3. Prepare the Financials

Realistic financial forecasts (pages 11-18) within the business plan are important to attract investors and retain their interest to participate in future rounds of financing. The financials must accurately reflect the various product development, marketing and manufacturing strategies described in each section of the plan.

The First Key:
Understanding the Process

1. Profile of a Typical Venture Capital Fund

Professionally managed venture capital funds provide seed, start-up and expansion financing as well as management buyout financing. In addition to these distinctions, funds may also specialise in technology sectors such as software or life sciences—while others invest in a wide array of technology and non-technology arenas.

Venture capital firms are often established as partnerships that invest the money of their limited partners. The limited partners are usually corporate pension funds, banks, insurance companies, corporations, private individuals, governments, foreign investors and even other venture capital funds. When venture capital firms raise money from these sources, they group the money committed into a fund. A typical fund might close at €75-€200 million and actively invest for three to five years. Since investors in venture capital funds have specific return-on- investment requirements, a venture capitalist must evaluate potential investments with a similar return-on- investment consideration.

Since the return on investment is critical, venture capitalists invest with certain criteria in mind. Many funds invest between €4-€8 million in any one venture over a three- to five-year period and look for companies with market potential of €75-€200 million. Since a venture fund typically invests in only 20-30 companies, each investment must be screened carefully. Venture capitalists will be looking for a 30 percent to 40 percent—or more—annual return on investment and for total return of 5 to 20 times their investment.

Venture capitalists are not passive investors and become involved as advisors to management, usually as members of the company's board of directors. By actively participating in investments, venture capitalists seek to maximise their return.

Just as venture capitalists perform due diligence, an entrepreneur must evaluate the benefits that a particular venture firm can provide the company.

- Do the venture capitalists have experience with similar types of investments?
- Do they take a highly active or passive management role?
- Are there competing companies in their portfolio?
- Are the personalities on both sides of the table compatible?
- Does the firm have strong syndication ties with other venture firms for additional rounds of financing?
- Can they help provide contacts for distribution channels and executive search?

2. The Valuation Process

It is critical for an entrepreneur seeking venture capital to assess the value of the company from the perspective of the venture capitalist and to appreciate the dynamics of the entrepreneur/venture capitalist relationship. This relationship revolves around a trade-off. Funds for growth are exchanged for a share of ownership. The entrepreneur will be asked to give up a large share of ownership of the company, possibly a majority stake. The venture capitalist seeks to value the venture to provide a return on investment commensurate with the risk taken.

Entrepreneurs seek to raise as much money as they can while giving up as little ownership as possible. Venture capitalists strive to maximise their return on investment by putting in as little money as possible for the largest share of ownership. Through the negotiation process, the two parties come to agreement. Entrepreneurs understand that excess funding costs them equity. Venture capitalists must leave company founders with enough ownership to provide incentive to make the business succeed. To balance their individual goals, both parties should agree on one mutual goal—to grow a successful enterprise.

The first step in the negotiation process is to determine the current value of the company. The most important factor in determining this "pre-money valuation"—or the value of the venture prior to funding—is the stage of development of the company. A business with no product revenues, little expense history, and an incomplete management team will usually receive a lower valuation than a company with revenue that is operating at a loss. This is because the absence of one or more of these elements increases the risk of the venture's not succeeding. Each successive stage commands higher valuations as the business achieves milestones, confirms the ability of the management team, and progresses in reducing fundamental risks.

Stage I

Ventures have no product revenues to date and little or no expense history, usually indicating an incomplete team with an idea, plan, and possibly some initial product development.

Stage II

Ventures still have no product revenues, but some expense history suggesting product development is underway.

Stage III

Ventures show product revenues, but they are still operating at a loss.

Stage IV

Companies have product revenues and are operating profitably.

The best way to build value in a company is to achieve the goals and milestones within the timeframes designated in the plan.

As milestones are achieved, risk is reduced and subsequent rounds of financing can usually be raised at more attractive valuations.

Pricing and Control: The Investors' Perspective

Pricing venture capital deals involves the estimated future values of the entity being financed and is highly subjective.

Theoretical approaches can be used to estimate the company's future value and the corresponding percentage ownership that the investor requires—
in other words, estimated future value based on the venture's expected profitability and estimated earnings multiples. The estimated percentage ownership the investor must receive can then be calculated to derive the desired return on investment.

As noted, venture capital investors expect an annual rate of return of 30 percent to 40 percent or more. The table below shows the percentage investment a venture capitalist would need to realise to support a 30 percent return on investment at various estimated market values. As shown, to realise a 30 percent return on an investment of €4 million, a venture capitalist would need to own 32 percent of a company with an estimated future market value of €60 million after six years. If the estimated future market value is higher—€100 million for example—a smaller percentage ownership (19 percent) will provide the required rate of return.

Ownership Required to Support a 30% Return

Estimated Future Market Value of a Company in Six Years (in millions of €)

Millions of Euros Invested	€20	€40	€60	€80	€100
€2	48%	24%	16%	12%	10%
€4	96%	48%	32%	24%	19%
€6	N/A	72%	48%	36%	29%
€8	N/A	96%	64%	48%	38%
€10	N/A	N/A	80%	60%	48%

N/A = investment would not be made if the present value of the company's estimated future market value is less than the investment requested.

The Second Key: Writing the Business Plan

1. Why Is a Business Plan Needed?

A quality business plan is an important first step in convincing investors that the management team has the experience to build a successful enterprise. The plan also provides measurable operating and financial objectives for management and potential investors to measure the company's progress.

2. Executive Summary

Business plans should be summarised into a short two- to three-page synopsis called the executive summary. The summary is used to capture the essence of the plan and generate interest so the reader further studies the full proposal. It is the most important section of the business plan and should be written last, ensuring that only vital information is included.

At many of the largest venture capital firms, fewer than five percent of the hundreds of plans received are reviewed beyond the executive summary. While sometimes this is because the business does not fit the type of investment favored by that firm, more often it is because the executive summary is not written convincingly or clearly enough. The summary must stand out and be noticed, and to do this it must be of the highest quality.

The summary must be persuasive in conveying the company's growth and profit potential and management's prior relevant experience.

The effort taken in researching investor preferences and preparing a quality summary will set the plan apart and assure that it receives further consideration by venture capital firms.

3. Executive Summary Outline

Company Overview

Generally, the investor wants to know—in a hurry—what product the company is developing, the market/industry it serves, a brief history, milestones completed (with dates), and a statement on the company's future plans. If the company is an ongoing business seeking expansion capital, the entrepreneur must summarise the company's financial and market performance to date.

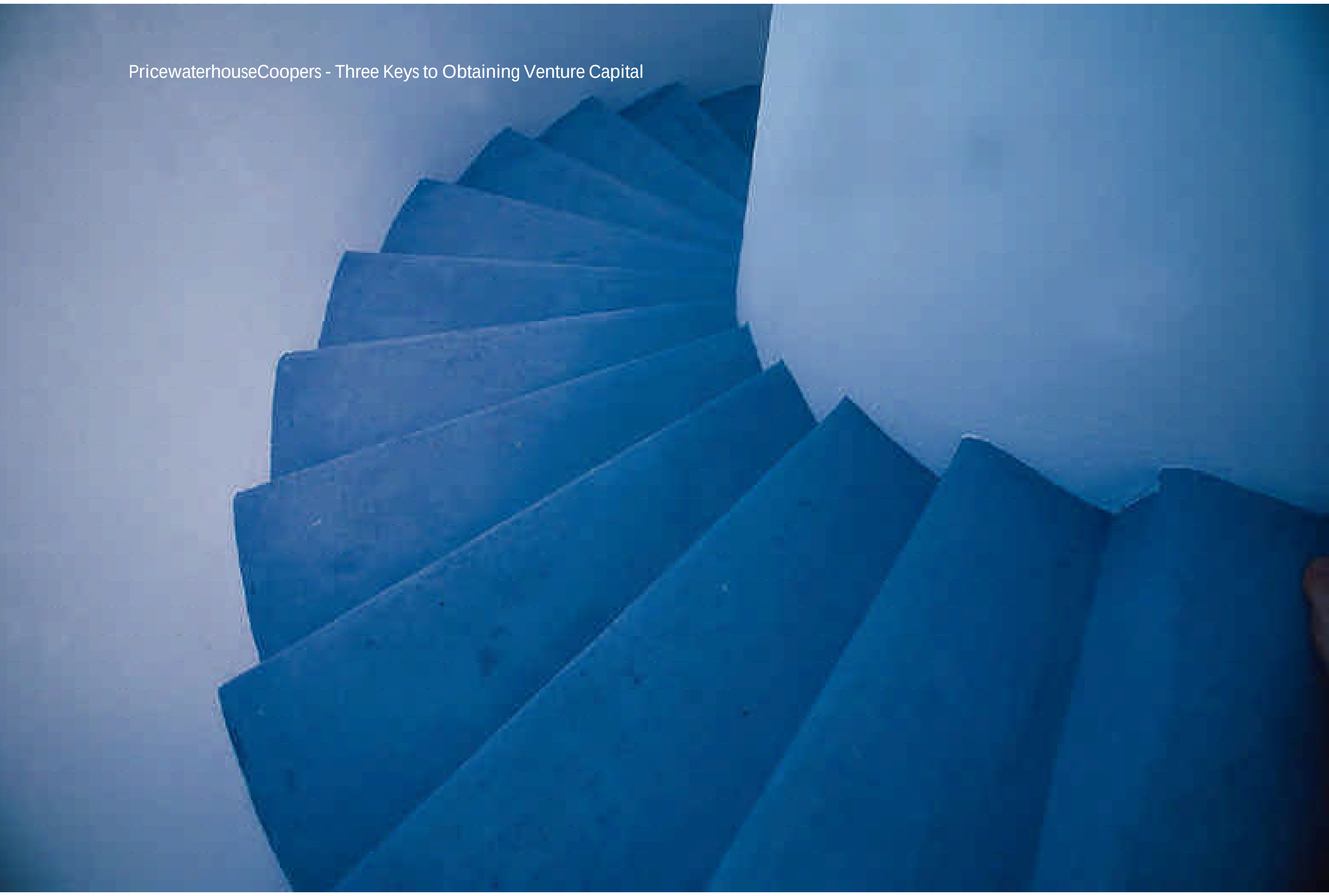
Management Team

List the key members of the management team and technical advisors—including their age, qualifications, and work history. It is important to emphasise the team's relevant, proven track record. Note key open positions and how you intend to fill them.

Most venture capitalists regard the management team section as the most important aspect of the business plan. In the more cautious environment post the bursting of the dot.com bubble, the three "M"s of Management, Money and Market need to be in place if companies are to secure the financing they are seeking - with Management in first place. As a result the odds are in favour of a well-researched innovative proposition with some seed finance already in place, the potential to take a leading position in an expanding market, and an experienced management team - ideally including individuals who have started and run successful businesses before - complete with non-executive directors to provide contacts, commercial savvy and uncompromising standards of corporate governance.

Products and Services

Provide a short description of the product or service and highlight why it is unique. Discuss any barriers to entry that prevent further competition (e.g., patents). Mention the product's direct or indirect competition. If possible, briefly mention future product development plans such as upgrades or product line extensions in order to show the investor that the venture is not a one-product/service company.



Market Analysis

Define the target market to be served using recent market data and analysts' estimates of current and projected size and growth rates. Also note what percent of the market the company plans to capture and your justification for this. Mention the names of your largest current, well-known customers who have either purchased your product or given you letters of intent. It is important to discuss who will buy the product and why. Briefly note the distribution/selling strategies used in the industry and explain which one(s) you plan to use to penetrate the market.

Funds Requested and Uses

State the amount of money required and be specific in the description of the uses of the funds sought. Avoid such general terms as "working capital."

Summary of Five-Year Financial Projections

This section should summarise key financial projections through breakeven. Only projected revenues, net income, assets and liabilities should be listed. It is also useful to note additional expected rounds of financing needed.

Body of the Plan

1. Company Overview

In this section one should fully describe the reason for founding the company and the general nature of the business. The investor must be convinced of the uniqueness of the business and gain a clear idea of the market in which the company will compete.

The entrepreneur‘s vision for the company‘s future production and operations strategy should also be described. An investor needs to be assured that the company is built around more than a product idea. The entrepreneur needs to demonstrate that a profitable business can be built based on the strategies detailed in the plan.

2. Management and Ownership

Venture capitalists invest in people—people who have run or who are likely to run successful operations. Potential investors will look closely at the members of the company‘s management team. The team should have experience and talents in the key disciplines: technological development, marketing, sales, manufacturing, and finance. This section of the plan should therefore introduce the members of your management team and what they bring to the business. Their experience, and success, in running businesses before should be included, or include how they have learned from not so successful businesses.

The management team in most start-up companies includes only a few founders with varied backgrounds and an idea. If there are gaps in the team it is important to mention them and comment on how the positions will be filled. Glossing over a key unfilled position will raise red flags. Often, because venture capital investors have access to networks of management talent, they can provide a list of proven candidates appropriate for these crucial positions.

Include a list of the non-executive directors and of the advisors: key outside industry or technology experts who lend guidance and credibility. This is another area where empty positions may be filled from suggestions of a well–networked investor.

3. Products and Services

The business plan must convey to the reader that the company and product truly fill an unmet need in the marketplace. The characteristics that set the product/service and company apart from the competition need to be defined.

It is also important to describe each of the end-user segments that will be targeted. A full profile of the end-users and the key potential applications of the product will demonstrate to an investor that the entrepreneur has done his/her marketing homework. A description of the status of patents, copyrights and trade secrets is very important. It is equally imperative to describe barriers to entry. Keep in mind that patents are only as good as they are defensible.

The plan should list all the major product accomplishments achieved to date as well as remaining milestones. This will give an investor a comfort level, knowing that the entrepreneur has tackled several hurdles and is aware of remaining hurdles and how to surmount them. Specific mention should be made of the results of alpha (internal) and beta (external with potential customers) product testing. If alpha or beta tests are upcoming, mention how these tests will be conducted.

Single product companies can be a concern for investors. It is always beneficial to include ideas and plans for future products/services. If the plan demonstrates the viability of several products, an investor will see an opportunity to grow a successful business.

4. Market Analysis

The analysis of market potential separates the inventors from entrepreneurs. Many good products are never successfully commercialised because their inventors don‘t stop to understand the market or assemble the management team necessary to capitalise on the opportunity.

This section of the business plan will be scrutinised carefully; market analysis should therefore be as specific as possible, focusing on believable, verifiable data. ***Market Research*** should contain a thorough analysis of the company‘s industry and potential customers. ***Industry Data*** should include, size of the market, growth rates, recent technical advances, government regulations and future trends. ***Customer Research*** should include the number of potential customers, the purchase rate per customer, and a profile of the decision-maker. This research drives the sales forecast and pricing strategy, which relates to all other strategies in marketing, sales and distribution. Finally, comment on the percentage of the target market the company plans to capture, with justification in the marketing section of the plan.

5. Marketing Plan

The primary purpose of the marketing section of a business plan is to convince the venture capitalist that the market can be developed and penetrated. The sales projections made in the marketing section will drive the rest of the business plan by estimating the rate of growth of operations and the financing required. The plan should include an outline of plans for:

- Pricing,
- Distribution channels, and
- Promotion.

Pricing

The strategy used to price a product or service provides an investor with insight for evaluating the strategic plan. Explain the key components of the pricing decision - i.e., image, competitive issues, gross margins, and the discount structure for each distribution channel. Pricing strategy should also involve consideration of future product releases and future products.

Distribution Channels

A manufacturer's business plan should clearly identify the distribution channels that will get the product to the end-user. For a service provider, the distribution channels are not as important as are the means of promotion. Distribution options for a manufacturer may include:

- Direct Sales—such as mail order and ordering over the web, direct contact through salespeople, and telemarketing;
- Original Equipment Manufacturers (OEM), integration of the product into other manufacturers' products;
- Distributors or Wholesalers; or
- Retailers (including on-line).

Each of these methods has its own advantages, disadvantages and financial impact, and these should be clarified in the business plan. For example, assume the company decided to use direct sales because of the expertise required in selling the product. A direct salesforce increases control, but it requires a significant investment. A venture capitalist will look to the entrepreneur's expertise as a salesperson, or to the plans to hire, train and compensate an expert salesforce. If more than one distribution channel is used, they should all be compatible. For example, using both direct sales and wholesalers can create channel conflict if not managed well.

Fully explain the reasons for selecting these distribution approaches and the financial benefits they will provide. The explanation should include a schedule of projected prices, with appropriate discounts and commissions as part of the projected sales estimates. These estimates of profit margin and pricing policy will provide support for the decision.

Promotion

The marketing promotion section of the business plan should include plans for product sheets, potential advertising plans, Internet strategy, trade show schedules, and any other promotional materials. The venture capitalist must be convinced that the company has the expertise to move the product to market. A well-thought-out promotional approach will set the business plan apart from the competition.

It is important to explain the thought process behind the selected sources of promotion and the reasons for those not selected.

6. Competition

A discussion of the competition is an essential part of the business plan. Every product or service has competition; even if the company is first-to-market, the entrepreneur must explain how the market's need is currently being met and how the new product will compete against the existing solution. The venture capitalist will be looking to see how and why the firm will beat the competition. The business plan should analyse the competition, giving strengths and weaknesses relative to the product. Attempt to anticipate competitive response to the product. Include, if possible, a direct product comparison based on price, quality, warranties, product updates, features, distribution strategies, and other means of comparison. Document the sources used in the analysis.

7. Operations

The operations section of the business plan should discuss the location and size of the facility. If one location is selected over another, be sure to include justification. Factors such as the availability of labour, accessibility of materials, proximity to distribution channels, and tax considerations should be mentioned. Describe the equipment and the facilities. If more equipment is required in response to production demands, include plans for financing. If the company needs international distribution, mention whether the operations facility will provide adequate support. If work will be outsourced to subcontractors—eliminating the need to expand facilities—state that, too. The investor will be looking to see if there are inconsistencies in the business plan.

If a prototype has not been developed or there is other uncertainty concerning production, include a budget and timetable for product development. The venture capitalist will be looking to see how flexible and efficient the facility plans are.

The venture capitalist will also ask such questions as:

- If sales projections predict a growth rate of 25 percent per year, does the current site allow for expansion?
- Are there suppliers who can provide the materials required?
- Is there an educated work force in the area?

These and any other factors that might be important to the investor should be included. The sales projections will determine the size of the operation and thereby the funds required both now and in the future. Include the sources and uses of financing in the business plan, and be certain the assumptions are realistic. The timing and the amount of funds will be derived from the sales estimates.

Business Plan Dos and Don'ts

- DO be brief. Begin with a two-to three-page executive summary. Then, limit the body of the plan to seven-to-ten typewritten pages. Note that internal business plans and budgets are normally more detailed than those presented to external investors. Include everything important to the business and financing decision, but leave secondary issues and information, such as detailed financial information, for discussion at a later meeting.

- DO let the reader know, early on, what type of business the company is in. While this may seem obvious, many plans tell the reader this information on page 20, for example, and with other plans, the reader is never certain.

- DO state the company's objectives.

- DO describe the strategy and tactics that will enable the company to reach those objectives.

- DO set out clearly the management team's experience of running businesses before - VCs are always looking to see if the management team can deliver and if they have any experience.

- DO cite clearly how much money the company will need, over what period of time, and how the funds will be used.

- DO have a clear and logical explanation about the investor's exit strategy.

- DON'T use highly technical descriptions of products, processes and operations. Use common terms. Keep it simple and complete.

- DO be realistic in making estimates and assessing market and other potentials.

- DO discuss the company's business risks. Credibility can be seriously damaged if existing risks and problems are discovered by outside parties.

- DON'T make vague or unsubstantiated statements. For example, don't just say that sales will double in the next two years or that new product lines will be added without supporting details.

- DO be specific. Substantiate statements with underlying data and market information.

- DO summarise and properly structure internal budgets and plans to facilitate review by outside parties.

- DO enclose the proposal/ business plan in an attractive but not overdone cover.

- DO provide extra copies of the plan to speed the review process.

The Third Key: Preparing the Financials

1. The Purpose of Financial Forecasts

Developing a detailed set of financial forecasts demonstrates to the investor that the entrepreneur has thought out the financial implications of the company's growth plans. Good financial forecasts integrate the performance goals outlined in the plan into financial goals so that return on investment, profitability and cash-flow milestones can be clearly stated. Investors use these forecasts to determine if (a) the company offers enough growth potential to deliver the type of return on investment that the investor is seeking, and (b) the projections are realistic enough to give the company a reasonable chance of attaining them.

2. Content of Financial Forecasts

Investors expect to see a full set of cohesive financial statements—including a balance sheet, income statement and cash-flow statement—for a period of three to five years. It is customary to show monthly statements until the breakeven point or profitability is reached. Thereafter, quarterly statements should be prepared for two years, followed by yearly data for the remaining timeframe. It is also imperative that the forecasts include a footnote section that explains the major assumptions used to develop revenue and expense items. It is not advisable to "ramp up" sales and expenses in sequential fashion—this gives the impression that the financial implications of the plan have not been fully thought out. Prepare the financial projections as the final step in putting together the plan.

The following section contains some helpful hints on how to develop sound assumptions from which to base projections.

3. Assumptions to Use in Forecasts

Sales

Preparing the sales forecasts can be a difficult process, especially in a developing or niche market. Typically, the plan should state an average selling price per unit along with the projected number of units to be sold each reporting period. Sales prices should be competitive with similar offerings in the market and should take into consideration the cost to produce and distribute the product.

Cost of Sales

Investors will expect accurate unit cost data, taking into consideration the labour, material, and overhead costs to produce each unit. Be sure to have a good grasp on initial product costing so it is protected against price pressure from competitors. This data will also be important for strategic "make versus buy" decisions.

Product Development

Product development expenses should be closely tied to product introduction timetables elsewhere in the plan. These expenses are typically higher in the early years and taper off because product line extensions are less costly to develop. Investors will focus on these assumptions because further rounds of financing may be needed if major products are not introduced on time.

Other Expenses

A detailed set of expense assumptions should take into consideration headcount, selling and administrative costs, space, and major promotions. It is useful to compare final expense projections with industry norms. All expense categories should be considered.

Balance Sheet

The balance sheet should agree with the income and cash flows statement. Consideration should be given to the level of inventory and capital expenditures required to support the projected sales level. It is important to limit capital expenditures at the outset to current requirements because cash will be harder to come by if fiscal restraint is not demonstrated to investors. It is generally better to rent or lease capital equipment in the first few years in order to conserve cash for marketing and selling expenses that will generate sales.

Cash Flows

The cash-flows statement must correlate to the balance sheet and income statement and should mirror the timing of the funding requirements stated in the plan. Investors will study the cash-flows statement to determine when cash-flow breakeven is expected and when periodic needs are anticipated. Venture capital firms set aside a certain percentage of their funds for follow-on financing to address these periods of need by their portfolio companies, but the cost in lower valuations for unanticipated financings can be high. This is why it is important to set realistic forecasts so that the initial request covers the capital needs until the business can complete milestones leading to higher valuations in future rounds.

4. Examples of Financial Forecasts

The financial forecasts illustrated on the next page represent a fast-growth, technology-orientated manufacturing company. The forecasts are shown on a yearly basis. An actual business plan, however, should show monthly figures until breakeven and then quarterly statements for subsequent years. The assumptions are included as a guide and may not apply to all start-up companies. Be sure to consult your financial advisor.

Fast Growth Limited

Profit and Loss Account (000s omitted)

	Year 1	Year 2	Year 3	Year 4	Year 5
Product Sales	€ 1,197	€ 3,699	€ 7,500	€ 16,685	€ 37,349
Service Revenue	81	572	1,509	2,499	3,934
Turnover	**1,278**	**4,271**	**9,009**	**19,184**	**41,283**
Cost of Sales					
Direct Materials	474	995	2,434	4,532	11,674
Overhead	164	705	900	1,860	2,708
Service Cost	41	286	755	1,250	1,967
Total Cost of Sales	**679**	**1,986**	**4,089**	**7,642**	**16,349**
Gross Profit	**599**	**2,285**	**4,920**	**11,542**	**24,934**
Operating Expenses					
Engineering	270	462	618	1,158	1,958
Marketing/Sales	351	829	1,605	3,109	5,968
Administration	1,465	1,660	2,154	2,805	4,179
Total Operating Expense	**2,086**	**2,951**	**4,377**	**7,072**	**12,105**
Profit Before Int. and Tax	(1,487)	(666)	543	4,470	12,829
Interest Expense	0	0	0	0	0
Interest Income	33	21	44	118	340
Profit (loss) Before Taxes	**(1,454)**	**(645)**	**587**	**4,588**	**13,169**
Taxation	**0**	**0**	**0**	**1,231**	**5,268**
Profit (loss) After Tax	€ **(1,454)**	€ **(645)**	€€ **587**	€ **3,357**	€ **7,901**

Fast Growth Limited
Balance Sheet (000s omitted)

	Year 1	Year 2	Year 3	Year 4	Year 5
Assets					
Current Assets					
Cash	€ 365	€ 657	€ 548	€ 363	€ 2,332
Debtors, Net	256	1,452	2,152	5,522	10,991
Stocks	211	909	1,312	2,775	6,753
Total Current Assets	**832**	**3,018**	**4,012**	**8,660**	**20,076**
Property, Plant and Equipment	64	137	248	430	690
Less Accumulated Depreciation	14	50	115	215	366
Net Property, Plant and Equipment	**50**	**87**	**133**	**215**	**324**
Other Long-Term Assets					
Organisation Costs	5	5	5	0	0
Less Accumulated Amortisation	2	4	5	0	0
Total Other Long-Term Assets	**3**	**1**	**0**	**0**	**0**
Total Assets	**€€885**	**€€3,106**	**€€4,145**	**€€8,875**	**€€20,400**
Liabilities					
Short-Term Liabilities					
Accounts Payable	114	282	473	999	2,609
Accruals	191	329	503	848	1,398
Salaries Payable	10	20	31	42	83
Taxes Payable	0	0	0	308	1,317
Total Short-Term Liabilities	**315**	**631**	**1,007**	**2,197**	**5,407**
Long-Term Liabilities					
Long-Term Debt	0	0	0	0	0
Warranty Reserve	24	74	150	333	747
Total Long-Term Liabilities	**24**	**74**	**150**	**333**	**747**
Total Liabilities	**339**	**705**	**1,157**	**2,530**	**6,154**
Equity					
Ordinary Stock	500	500	500	500	500
Preferred Stock	1,500	4,000	4,000	4,000	4,000
Retained Earnings	(1,454)	(2,099)	(1,512)	1,845	9,746
Total Equity	**546**	**2,401**	**2,988**	**6,345**	**14,246**
Total Liabilities and Equity	**€€885**	**€€3,106**	**€€4,145**	**€€8,875**	**€€20,400**

Fast Growth Limited

Statement of Cash Flows Sheet (000s omitted)

	Year 1	Year 2	Year 3	Year 4	Year 5
Cash Flows From Operating Activities					
Profit (loss) after tax	€ (1,454)	€ (645)	€ 587	€ 3,357	€ 7,901
Add: items not requiring cash in the current period					
Depreciation/Amortisation	16	38	66	100	151
Changes in Operating Assets and Liabilities					
Debtors	(256)	(1,196)	(700)	(3,370)	(5,469)
Stocks	(211)	(698)	(403)	(1,463)	(3,978)
Accounts Payable	114	168	191	526	1,610
Accrued Expense	191	138	174	345	550
Salaries Payable	10	10	11	11	41
Taxes Payable	0	0	0	308	1,009
Reserve for Warranty	24	50	76	183	414
Other Long-Term Assets	(5)	0	0	0	0
Net Cash Provided by (used in) Operating Activities	**(1,571)**	**(2,135)**	**2**	**(3)**	**2,229**
Cash Flows From Investing Activities					
Capital Expenditures	(64)	(73)	(111)	(182)	(260)
Net Cash Used in Investing Activities	**(64)**	**(73)**	**(111)**	**(182)**	**(260)**
Cash Flows From Financing					
Equity Investment	2,000	2,500	0	0	0
Net Cash Provided by Financing Activities	**2,000**	**2,500**	**0**	**0**	**0**
Change in Cash	**365**	**292**	**(109)**	**(185)**	**1,969**
Cash, Beginning of Year	0	365	657	548	363
Cash, End of Year	**€ 365**	**€ 657**	**€ 548**	**€ 363**	**€ 2,332**

Summary of Forecast Assumptions

Summary of Financial Assumptions

This footnote section will summarise the assumptions developed in Section 3. It should highlight key points of the plan that relate to cash flows and requirements for funds, as well as assumptions used to develop the forecasts.

Sales:

The sales forecast for product reflects the following unit and pricing assumptions:

Year	Units	Unit Price Revenues*	Product Revenues	Service Revenues	Total
1	42	€ 28,500	€ 1,197	€ 81	€ 1,278
2	137	27,000	3,699	572	4,271
3	300	25,000	7,500	1,509	9,009
4	710	23,500	16,685	2,499	19,184
5	1,690	22,100	37,349	3,934	41,283

***** 000s omitted: small rounding adjustments included

- Product revenue is recognised at time of shipment
- Declining unit prices reflect savings from economies of scale as well as a more competitive environment beginning in year two
- Total revenue reflects the company's target of owning 10 percent of the market by year five
- Service revenue increases are due to growing product-installed base

Expenses:

- Salaries are based on competitive compensation
- Operating expenses include estimates for supplies, travel and telephone

Balance Sheet:

- Accounts receivable are collected 72 days from sales (turnover rate of five times a year)
- The reserve for warranty is 2 percent of product sales
- Organisational costs are amortised over three years
- Inventory is assumed to turn on average three times a year
- Fixed assets include both purchased equipment and leasehold improvements
- Depreciation is based on three- to five-year lives
- Accounts payable reflect a 60-day payment cycle
- Accrued expense includes overhead cost, service cost and operating costs for one month
- Salaries are paid bi-monthly
- Taxes are paid in the month following each fiscal quarter and are assumed to be at a combined rate of 40 percent
- Income tax expense assumes that losses will carry forward until income is earned. Years three and four tax expenses are reduced by the net loss carry forwards of prior years
- Preferred and ordinary stock are issued as shown
- The cash-flow statement is based on the spending and payment decisions of the income and balance sheets

Equity investment includes founders‘ and initial investors‘ ordinary stock of €500,000, plus the venture capitalists‘ investment of €1,500,000

Tips for the Plan Preparer—Financial Calculations

Debtors, Net = $\dfrac{\text{Sales}}{\text{Average Debtors*}}$

Accounts Payable (for Year 1) = $\dfrac{\text{Purchases + Ending Stock x Payment Cycle}}{\text{360 days}}$

For Following Years = $\dfrac{\text{Purchases + Average Stock x Payment Cycle}}{\text{360 days}}$

Stock Turnover = $\dfrac{\text{Cost of Goods Sold}}{\text{Average Stock}}$

Accrued Expenses = $\dfrac{\text{Overhead + Service Cost + Total Operating Expense}}{\text{12 months}}$

*Average Debtors = $\dfrac{\text{Beginning Debtors + Ending Debtors}}{2}$

Beyond the Three Keys

1. Tips to Separate Your Plan From the Rest

- Spend time writing a succinct and persuasive executive summary, but write the body of the business plan first.
- Create a professional, graphically pleasing document. Make sure that it is well indexed for easy reference. Number copies sequentially so that investors will know that only a select few copies are being distributed. Include a cover letter addressed to a specific contact person in the firm and follow up with a phone call. Include a phone number and e-mail address so the investor can reach you with questions.
- Use references or introductions from sources respected by venture capitalists. Have your plan referred through an advisor (accountant or lawyer) with a strong venture capital practice.
- Spend time researching potential venture capital investors so that you send the plan only to those who specialise in making investments to companies in your industry. This research may also help you discover something about the investor that you can use to get your plan noticed.
- Plan the fundraising strategy through several rounds. The initial financing will typically lead to subsequent rounds, and presenting a realistic timeline demonstrates to an investor that the plan is carefully prepared.

2. Alternative Financing Sources

Friends and Relatives

Many companies have financed their development stages through the help of friends and relatives. Points to consider include: (1) how much equity to give to these early investors; (2) how to keep family relationships intact if the venture fails; and (3) involvement of family members in the daily operation of the business. Be sure to consult an adviser specialising in venture-backed deals for guidance on proper structuring to avoid possible hang-ups later.

Angels

Angels are generally wealthy individuals who are former entrepreneurs or executives who invest in entrepreneurial companies. There are many investment clubs across the country that serve as a network for such individuals.

Debt Instruments

If the business opportunity you are pursuing is the purchase/expansion of an existing business, you may want to consider various debt instruments. Advantages include retaining equity, fixed interest payments and flexible payment payback terms. Convertible debt is useful for companies that have a high degree of risk but do not want to give up a large portion of equity. The conversion feature of convertible debt is attractive to investors or banks who typically make loans but require equity for their added risk.

Joint Ventures

These have become increasingly popular for medical/biotechnology companies in the past few years, but any company can benefit from having a strong corporate partner. Joint venture agreements must be carefully structured to avoid relinquishing major shares of royalties or marketing rights to the partner. Expectations for both sides should be carefully documented.

Corporate Venture Capital

Several public companies have either a venture fund or business development group for strategic alliances and acquisitions, or both. Often the corporate venturing arm of a public company will only invest “behind” a venture capitalist, leaving the due diligence and active management involvement to the venture capital investor. As noted earlier, your network of advisors are an important referral source to venture professionals and are another means to identify the “right” venture firms to approach—leading to possible direct referrals. While there are no comprehensive guides to locate corporate investors, most participate actively in venture capital conferences and local industry organisations and associations.

How PricewaterhouseCoopers Can Help

Business Advisors

Whether your company is an emerging business seeking venture capital, or an established company seeking to expand through a merger, acquisition, joint venture, or strategic alliance, PricewaterhouseCoopers can provide you with a full range of professional advisory services.

Since we are advisors to many private equity and venture capital firms in Europe, as well as to the fast growth companies in which they typically invest, we are knowledgeable about the issues that arise between entrepreneurs and venture capitalists. Our services include:

- Assisting you in identifying financing sources
- Making the necessary introductions – helping to ensure that your business plan is read by potential financiers
- Serving as your advisor as you prepare for that crucial first meeting with a venture capitalist
- Assisting you with negotiations – using our experience to advise you on the structuring and pricing of financial agreements between you and the venture capitalist
- Serving as your advisor as you prepare for an IPO or position yourself to be acquired
- Providing due diligence and valuation services for acquisitions, including technical due diligence available from Menlo Park Europe, our European Technology Centre in London
- Legal advice on business purchases and sales
- Providing introductions to strategic partners.

With our global resources and experience, we bring a wide range of products and services to the technology industry through our various lines of service.

For more information on how PricewaterhouseCoopers‘ technology practice can help your company, or to get in touch with a technology partner or venture capital specialist in your area, please see the insert or visit www.pwcV2R.com and click on ”Consult a Professional.”

Your Worlds **Our People**

Technology and Venture Capital Thought Leadership Reports in Print

Insight Illuminated by Experience
A brief overview of PricewaterhouseCoopers global services to the technology industry.

Achieving the Dream
Brochure on PricewaterhouseCoopers services to European fast-growth technology companies.

Technology Forecast
Bi-annual review of major areas of information technology and forecasts of significant developments in those areas over the following one to three years, prepared by our Menlo Park Technology Centre.

Money for Growth
Annual survey of private equity investment activity in the European technology industry.

Global Private Equity*
An annual review of the private equity markets in the six key regions of the world, published jointly with 3i.

We also conduct the private equity and venture capital surveys of funds raised and investments made for the European Private Equity and Venture Capital Association (www.evca.com) and for a number of the national private equity and venture capital associations in Europe.

NextWave*
A quarterly periodical that delivers ideas for private equity investors and entrepreneurs in the technology industry. Includes quarterly MoneyTree ™ report, tracking private equity investments in the US technology industry.

Macro Thinking for a Micro World: Solutions for the Life Sciences Industry*
Overview of PricewaterhouseCoopers' expertise in serving life sciences companies.

The Future of Creating Value*
A review of driving issues in the medical device and diagnostic industry.

Millennium Semiconductor Best Practices Survey in Supply Chain Management
An executive summary probing industry trends.

A Study of Compensation in Public Software Companies
A highlight of compensation trends in the software industry.

Semiconductor Wafer Demand and Packaging Survey
An overview highlighting key trends.

Technology Leadership on the Web

www.pwcglobaltech.com
is our portal site highlighting the Firm's commitment and services to technology companies. From here you can link to the microsites below.

Vision To Reality - www.pwcv2r.com Entrepreneur Resource Center
PricewaterhouseCoopers' guidance and insight on business plans, valuation and raising money.

Nextwave™ - www.pwcnextwave.com
Quarterly newsletter. Ideas for investors and entrepreneurs.

MoneyTree™ - www.pwcmoneytree.com
PricewaterhouseCoopers' MoneyTree™ Survey, tracking private equity investments.

Trendsetter Barometer - www.barometersurveys.com
Looks at how fast-growth companies are planning for the future and what obstacles they are facing.

Software & Internet
- Viewpoint: a focus on driving technical issues
- Software revenue recognition: A Guide to Navigating through the Latest Accounting Standards

Semiconductors
- The Fabless Semiconductor Association/PwC Wafer Demand Survey,
- Millennium Semiconductor Survey in Supply Chain Management.

* These studies are also available on www.pwcglobaltech.com

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