

A photograph of a modern glass skyscraper with a skybridge, set against a blue sky with white clouds. The building's facade is composed of a grid of glass panels and metal frames. The skybridge is a prominent feature, connecting two parts of the building. The overall color palette is dominated by blues and greys.

Okeili&co.

Pragmatic Advisors

**The Region's
Leading
Advisor on
Family
Business**

**Company Profile
2016-2017**



Kickstart Your Family Business Transformation Journey

Okeili&co is a management advisory firm and **The Region's Leading Advisor on Family Business.**

We are a top tier management advisory firm focused on the GCC and Middle East based Family-Owned Businesses.

To date, we have served over 15 medium to large sized Family-Owned businesses mainly on topics ranging from Family Governance, Ownership Governance, Next-Gen Readiness, Corporate Strategy and M&A

With offices in Saifi Village, BCD, Beirut, and employing a team of seven professionals, Okeili&co has developed sustainability, growth and investment strategies, and engaged in several transformation journeys related to institutionalizing Family-Owned Businesses and formulation of value creation initiatives

While we remain **Pragmatic** in our approach, we are very **Passionate**. We love what we do and we go the extra mile to create successes. We are recognized as a **Family Business Success Partner**

Managing Partner Akram Okeili

Akram Okeili is a seasoned management advisor with more than 15 years in the Family Business Advisory domain. In addition to being a leader in emerging market strategy, he is a veteran Family Business Expert, Ultra-affluent Individuals Advisor, a Governance & Restructuring Expert and a savvy Investment Banker. Akram has over 15 years of US, European and regional experience in management consulting, private equity and investment banking with substantial focus on Family Business strategic initiatives spanning various industries. He has advised regional Family Businesses on sustainability and expansion strategies including governance and succession best practices, portfolio strategy and re-organizations, optimal M&A scenarios, disposals, alternative investments advisory and capital raising solutions involving equity and debt financing.

Akram holds an Executive Masters in Business Administration (EMBA) from the American University of Beirut. This was followed by achieving the Certificate in Management Consulting and the Diploma in Management Consulting, before finally being awarded the highest recognition of management consulting expertise, the status of Certified Management Consultant (CMC) from the Institute of Consulting in the UK. In 2011, he has further been awarded Certified Merger & Acquisition Advisor (CM&AA) Designation from the Alliance of Merger & Acquisition Advisors in the US.



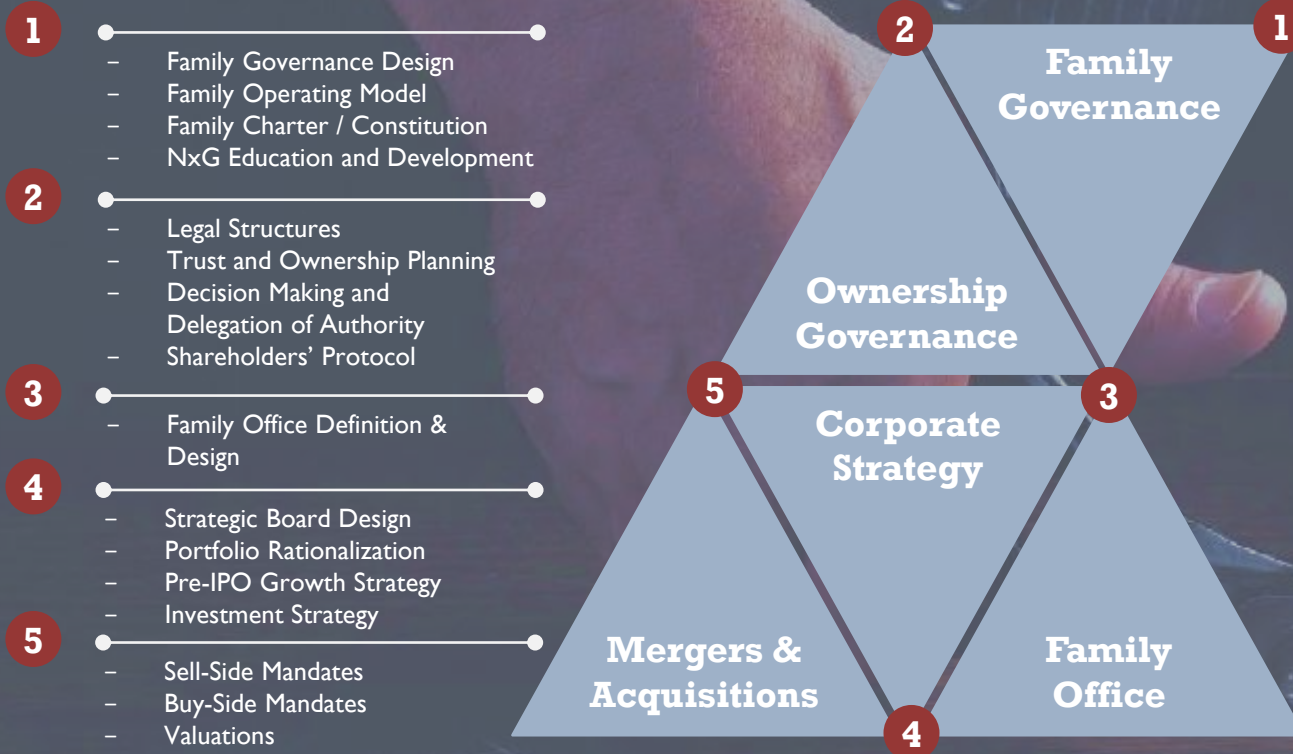
Advisory Services

Okeili&co focuses on three practices mainly **Governance, Strategy** and **Mergers & Acquisitions**.

The Governance Practice involves institutionalizing the ownership, the family and the wealth, inaugurating family operating models, drafting family charters and preparing for succession and estate planning.

The Strategy practice includes defining the strategic direction of the family business, engaging portfolio rationalization and resource allocation and developing value creation strategies

The Mergers & Acquisitions Practice focuses on maximizing shareholder value by advising board and company leadership on buy-side and sell-side transactions



Advisory Services

Family Governance

As the family grows by size and transitions from one generation to another, several dilemmas pertaining to the role, control, decision making process, leadership, and wealth management arise among the family members. Such predicament eventually leads to loss of transparency, absence of accountability, family conflicts and abuse of leadership, thus distorting and potentially inflicting harm on the family business performance. As more family members are now involved in the company, governance issues tend to become relatively more complex than those observed during the initial stage of the business existence. Accordingly, the family has to develop readiness to address some of the most common challenges of the **Sibling** and **Cousin Confederation** stages.

To promote sustainability, Okeili&co supports Family-Owned businesses in i) developing a Family Operating Model that addresses the activities of the family and ii) drafting their Family Constitution that regulates family members dealing with each other, with the business and with the community at large.

Sample Work Contributed

- Developed and supported the implementation of a Family Operating Model and drafted through several workshops the Family Constitution for several medium to large-sized Saudi and regional Family-Owned Businesses

Family Business Stage

Typical Challenges

- | Family Business Stage | Typical Challenges |
|---|---|
| 1
Stage I. Founder Stage | <ul style="list-style-type: none">- Leadership Transition- Succession- Ownership Transfer |
| 2
Stage II. Sibling Stage | <ul style="list-style-type: none">- Maintaining teamwork and Harmony- Keeping Family Ownership- Succession |
| 3
Stage III. Cousin Confederation Stage | <ul style="list-style-type: none">- Allocation of Family Capital – Dividends Vs. Reinvested Capital- Owners' Liquidity- Conflict Resolution- Family Members Participation and Role- Family Values |

A large, textured tree trunk is the central focus, with vibrant autumn leaves in shades of orange, red, and yellow scattered around its base. The background is a soft-focus forest scene with more trees and foliage.

Advisory Services Ownership Governance

Owners in a Family-Owned Business have several roles and motivations that can sometimes lead to conflicting opinions. For example, a decision to reinvest profits in the company instead of distributing them as dividends can be differently seen by the various owners depending on their other roles in the business.

To promote sustainable value creation, owners should strive to establish a fit **Legal Structure** and other **Key Policies** that address the following dimensions:

- Direction, which refers to decisions relating to setting the strategy of the enterprise
- Control, which refers to overseeing the management's performance on strategy
- Relationship, which refers to formalizing the interactions and decisions among the owners, the directors and the managers

Sample Work Contributed

- Advised and executed a Trust solution whereby the UAE Family Enterprise is transferred to a trustee to look after on behalf of designated beneficiaries
- Advised on introducing "HoldCo" to separate ownership from management and established the role and functions of "HoldCo". Drafted shareholders' protocols including ownership eligibility, reserved matters, transfer of shares, board role, composition, and meetings for several medium to large-sized Saudi and regional Family-Owned Businesses



Advisory Services

Next-Gen Readiness

Preparing the next generation for taking on a key role in the family business or wealth ownership proved to be a daunting yet an inevitable challenge. It is not something taught at school or university and many families seem to leave it to chance to pull it together. Reality has proven the futility of this strategy. Research have proven that families and parents in Family-Owned Businesses have the most direct and lasting impact on next-generation members' learning and development. Okeili&co helps Family-Owned Businesses take a step forward and establish their Next-Gen Education & Development strategy towards:

- Promoting responsible shareholders and board members (only if eligible)
- Developing Next-Gen governance and financial competences
- Engaging programs towards family culture and continuity taking into equation the family values, customs and beliefs
- Designing Family Enterprise Engagement programs to make the Next-Gen aware and proud of the Family Enterprise

Sample Work Contributed

- Carried out a global private benchmarking exercise of fifteen (15) sophisticated global Business Families from US, Europe, Middle East and Gulf on NxG Readiness initiatives and drivers



Advisory Services

Family Office Definition

Okeili&co believes it is important for business families to have a mental segregation between the financial resources currently in operational use and those that can be set aside for generations to come . Such segregation really allows for strategic financial planning and the preservation of wealth over the long term.

Bearing in mind that the key mission of a “Family Office” is the preservation and transmission of family wealth and culture across generations, Okeili&co has the knowhow and the experience to design and structure the optimal Family Office with a scope of services ranging from fiscal optimization and lifestyle management to bookkeeping and reporting to diversified investment solutions over different asset classes depending on the family risk profile

Sample Work Contributed

- Facilitated the creation of a full scope Family Office for a large KSA based Family Conglomerate with services ranging from lifestyle management to investment solutions around private equity, hedge funds, and cash flow generating real estate

Advisory Services

Corporate Strategy

Most Family-Owned businesses manage their portfolios through the annual review of a barely evolving budget. Such an approach can hinder unlocking the true range of strategic options that the family enterprise has.

Okeili&co adopts a medium to long-term approach by taking on a non-executive independent board seat to promote a **Value-creation Board** focused on:

- Driving the right boardroom discussion, exploring new areas to enter and optimizing across existing businesses to set strategy and rationalize portfolio
- Empowering family dominated boards to follow strategy through by shifting attention to management performance
- Improve management ability to translate strategy into execution with the right linkages, resources & measures

Sample Work Contributed

- Took a board sitting mandate on a global Family-Owned business in Lighting & Power Distribution to cultivate a culture of Strategy and Effective Governance by enriching the boardroom dynamics,, setting up the right committees, establishing the delegation of authorities and elevating above operational matters to drive and set strategy covering value creation, growth and diversification alternatives

Family-Owned Business Board Dynamics

1

“Dollar” Board

- Motivation from finance
- Highly monitoring
- Focuses on control
- Focuses on distance and hostility
- Highly independent
- Do not trust and is not trusted by management

3

Value-creation Board

- Motivation from Strategy
- Highly participative
- Balances control and contribution
- Balances distance and proximity
- Balances independence and interdependence
- Earns competency based trust

2

“Yes Sir” Board

- Motivation from “Articles of Association”
- Sleeping board
- Meets to meet and sign management decisions
- Indifferent on proximity or distance
- Dependent and dominated by management
- Indifferent if trusted or not

4

Social Board

- Motivation from friendship and social ties
- Collegial board
- Focuses on contribution
- Maintains proximity
- Interdependence
- Trusted and loved by management



Advisory Services

M&A / Buy-Side

Family-Owned Businesses, with profound specialization and track record in a specific industry, continue to build value by managing and growing their own sector-relevant acquisitions in the context of their Portfolio Rationalization. While some are extremely sophisticated in making that signature, the missing link for many, remain in their ability to source and execute the transaction. Our buy-side efforts come in handy to cover the following:

- Developing optimal investment strategy
- Sourcing the right deals
- Uncovering risks and uncertainties surrounding the transaction
- Identifying Key value drivers and assumptions about future performance
- Valuing the target asset
- Devising the optimal deal structure

Sample Work Contributed

- Developed investment strategy and target candidate profile for a Saudi Personal Care Player, sourced target profiles and managed the process
- Supported a Saudi Group to diversify into the Education Sector by originating the opportunity, sourcing the operator, structuring the transaction (OpCo. Vs. RealCo.), completing the financial and market due diligence and raising the capital



Advisory Services

M&A / Sell-Side

As a Family Business owner, managing a divestiture or a capital raise bridge can be very challenging. While Buyers are often supported by professional advisors looking to devalue the seller's performance to reduce the transaction price, the seller has no choice but to neutralize such power with the help of savvy value hunters looking to protect this value during the sales process. Our sell-side efforts cover the following:

- Preparing the house for the game by performing "Eye Of The Buyer" analysis
- Establishing the preliminary valuation
- Developing the selling memorandum to develop a more meaningful story
- Targeting qualified buyers and narrowing the field of candidates
- Executing the legal documentation, preparing Data Room, structuring the deal and preparing for closing

Sample Work Contributed

- Facilitated capital raising / primary sale for Coffee Retail, Full Restaurant Business, Oil Field Services Player, Water Production and Distribution, Logistics Player, Healthcare Imaging, Rent a Car, Financial Institution, Premium Fruits and Vegetables Exporter
- Facilitated secondary sale / divestiture for an MEP Contractor and Insurance Business

Valued Clients

“Okeili&co team are really distinguished in their out of the box thinking and responsiveness. In every difficult situation we found them able to simplify things and present practical solutions.”

**Khaldoun Jabr, Senior Manager Corporate Development
El Concorde Group**

“Our experiences with Okeili&co exceeded our expectations. Mr. Okeili facilitated our 3rd generation family members to lead the process with the support of Alissa Group shareholders from the 2nd generation building on well surveyed best practices yet maintaining the focus on local Saudi culture norms. We certainly recommend Okeili &co to any family seeking to develop optimal and customized family governance framework to be a cornerstone for the family future success and continuity.”

**Sheikh Abdulmohsen Alissa,
Chairman, Abdullatif Alissa
Group Holding**

“We had a special experience with Okeili&Co. Akram has helped us lead a unique project on our Next-Gen family readiness side. His approach, methodology, structured thinking opened different possibilities. His experience and exposure made him bring something new to the table for us to think about...”

**Musaab Al Muhaidib, General Manager,
Masdar Building Materials**

“Okeili&co deftly handled the role as an effective Family advisor in reviewing our Family Governance Program. Their true attempt to maximize the value of result and best practices is worth noticeable”

**Mr. Mohammad Ageel, Chief
Operations Officer, Al Fozan Holding**

“Okeili&co offer a unique proposition in the region: they provide world class advisory services, but are able to tailor it to the circumstances and realities of doing business in the Middle East. They truly live up to their motto by providing pragmatic solutions to our problems”

**Me Chadia El Meouchi,
Managing Partner, Badri & Salim EL
Meouchi Law Firm**

We take pride in serving a wide range of Family-Owned Businesses across many industries distributed around the Middle East and the GCC region. A sample of our clients includes:



مجموعة عبد اللطيف العيسى
ABDULLATIF ALISSA GROUP



BadriandSalim
ELMEOUCHI
Law Firm



café
YOUNES®
Specialty Coffee Roaster
Since 1935
كافيه يونس



Sole Distributor for LG Air Conditioners in the Kingdom
AL-HASSAN G. I. SHAKER CO.





Okeili & co.

Pragmatic Advisors

**Preserving
The Family
Business
Legacy**