

ABC ABC Corp

YOUR ROLE: BUYER

Mid-size consumer goods firm seeking regional expansion. You have secured a budget for this deal, but you want to protect your cash flow. Your board is watching closely — get the best terms you can.

\$10,500,000 Your opening offer	\$14,000,000 Your max budget	~\$12,000,000 XYZ asking price
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YOUR POSITIONS ON EACH ISSUE

PURCHASE PRICE \$10.5M opening offer You can go higher if due diligence is clean. Do not reveal your maximum. KEY ISSUE
PAYMENT STRUCTURE You want to pay in 3 stages over 18 months If they push back, offer to pay interest on the outstanding amount between stages. KEY ISSUE
STAFF RETENTION You can agree to 1–2 years A formal written agreement is fine. You want flexibility to restructure afterwards. FLEXIBLE
BRAND / NAMING RIGHTS You can keep the 'XYZ' name for up to 5 years Use this as a bargaining chip — offer to keep the name in exchange for a price discount. USE AS LEVERAGE
DECISION DEADLINE You want a decision by end of June Offer a 2% price bonus to push them to decide quickly. Don't extend this indefinitely. KEY ISSUE

YOUR HIDDEN PRIORITIES — DO NOT SHARE WITH XYZ

CONFIDENTIAL — DO NOT SHARE WITH THE OTHER SIDE
<ul style="list-style-type: none">You already have a competing target company in mind. If this deal takes too long, you will walk away. The end-of-June deadline is real.
<ul style="list-style-type: none">Staged payment is not just a preference — it is a cash-flow requirement. If forced to pay upfront, you will need to borrow. Try hard to avoid this.
<ul style="list-style-type: none">You actually don't care much about the brand name. You are happy to keep it as a concession, but you would rebrand eventually. Don't volunteer this.
<ul style="list-style-type: none">Due diligence may reveal issues with XYZ's inventory. If it does, use this to justify a lower final price.