Management Retention after Acquisition: Who Must Stay, for How Long and on What Terms?

An Evidence-Led Framework for Critical Roles, Retention Horizons and Deal Protection

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September 2026

Abstract

Acquisition value can depend on a small number of people whose decisions, relationships, knowledge, licences or control responsibilities cannot be replaced at closing. This paper develops an evidence-led framework for deciding who must stay, for how long and on what terms. It begins with the transaction timeline and value-creation thesis, then maps value-critical work before naming individuals. Role criticality is separated from incumbent dependency: some positions are important yet readily replaceable, while ordinary titles can conceal unique customer access, technical knowledge or operational authority. Leadership capability, founder dependence, customer and supplier relationships, technical knowledge and control-function continuity are tested through native records, structured interviews and observed outcomes. Flight risk is assessed using role change, career intent, market demand, compensation, location, workload and trust. Replaceability incorporates internal successors, external market depth, search duration, onboarding time and the consequence of a failed appointment. A departure-loss model connects each critical role to revenue, margin, delivery, controls, integration, liquidity and financing. Required tenure is then tied to specific milestones such as customer renewal, regulatory approval, project completion, system migration, knowledge transfer and successor readiness. The population is segmented into retain, transition, replace, develop and monitor actions. Retained-role charters specify authority, deliverables, behaviours and transition duties. Cash, equity and performance incentives are designed around service, controllable outcomes and long-term value, with staged vesting, leaver provisions and protection against cliff effects, short-termism and knowledge hoarding. Employment, restrictive-covenant, consultation, privacy, mobility, merger-control and regulated-role constraints require jurisdiction-specific advice. Tax and accounting analysis separates employee compensation from purchase consideration and reconciles payroll, withholding and recognition. A people-risk value bridge distinguishes ordinary compensation, incremental retention cost, seller obligations and dependency-related cash-flow risk. Day-One controls cover authority, access, payroll, benefits, customer ownership, communications and escalation. A knowledge-transfer programme converts tacit dependence into documented decisions, playbooks, repositories and tested successors. The one-hundred-day roadmap assigns owners, budgets, milestones and intervention triggers. Five figures, five tables, eight frequently asked questions and twenty-six primary or authoritative sources support implementation. Numerical scores are illustrative analytical examples. Conclusions require verified employee, commercial, operational, legal, regulatory, tax, accounting, valuation, financing and transaction facts and authorised professional advice.

JEL Classification: G34, J24, J33, M12, M14

Keywords: management retention, M&A integration, key employees, acquisition, incentives, succession, knowledge transfer, Day One

1. Define the continuity question

Translate the investment case into roles, outcomes, dependencies and time-bound retention decisions.

The transaction team should reconcile investment case, operating model, value thesis, integration plan and risk appetite. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a management-continuity mandate.

Management continuity must be proved through operating outcomes and role-specific evidence. Reviewers test capability, authority, relationships, motivation, replaceability and downside response against native records and observed performance. The investment case, operating model, employee facts, transaction timetable and governing law control every conclusion.

Material gaps require an owner, corrective action, acceptance test, advice and decision date. Consequences flow through leadership capacity, customer delivery, controls, integration, cash, financing, value, fairness and transaction timing. Residual risk remains visible until critical work is covered, handovers are tested and authorised governing bodies approve the next gate.

2. Map the transaction timeline

Separate signing, closing, Day One, integration, stabilisation and long-term leadership horizons.

The transaction team should reconcile transaction documents, regulatory path, integration plan, milestones and dependencies. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a retention decision calendar.

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3. Establish evidence integrity

Preserve source, date, scope, version, owner and limitation for each people conclusion.

The transaction team should reconcile organisation records, contracts, performance data, interviews, workpapers and approvals. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a people-evidence register.

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4. Map value-critical work

Identify decisions, relationships, knowledge, licences, controls and delivery obligations that protect value.

The transaction team should reconcile value-creation plan, customer data, projects, systems, controls and operating records. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a value-critical activity map.

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5. Map role criticality

Score roles by value contribution, replaceability, dependency, authority and failure consequence.

The transaction team should reconcile job architecture, workflows, performance, succession data and interviews. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a role-criticality matrix.

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6. Distinguish role from incumbent

Test whether dependence belongs to the position, the individual, undocumented knowledge or weak process.

The transaction team should reconcile role descriptions, decision rights, process maps, systems, relationships and observation. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is an incumbent-dependency assessment.

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7. Identify key-person concentration

Locate revenue, product, customer, supplier, regulatory and control outcomes concentrated in few people.

The transaction team should reconcile account data, code ownership, approvals, licences, contracts and governance. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a key-person concentration map.

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8. Assess leadership capability

Test strategic judgement, execution, team leadership, credibility and fit for the combined business.

The transaction team should reconcile performance records, references, interviews, outcomes and observed behaviour. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a leadership capability assessment.

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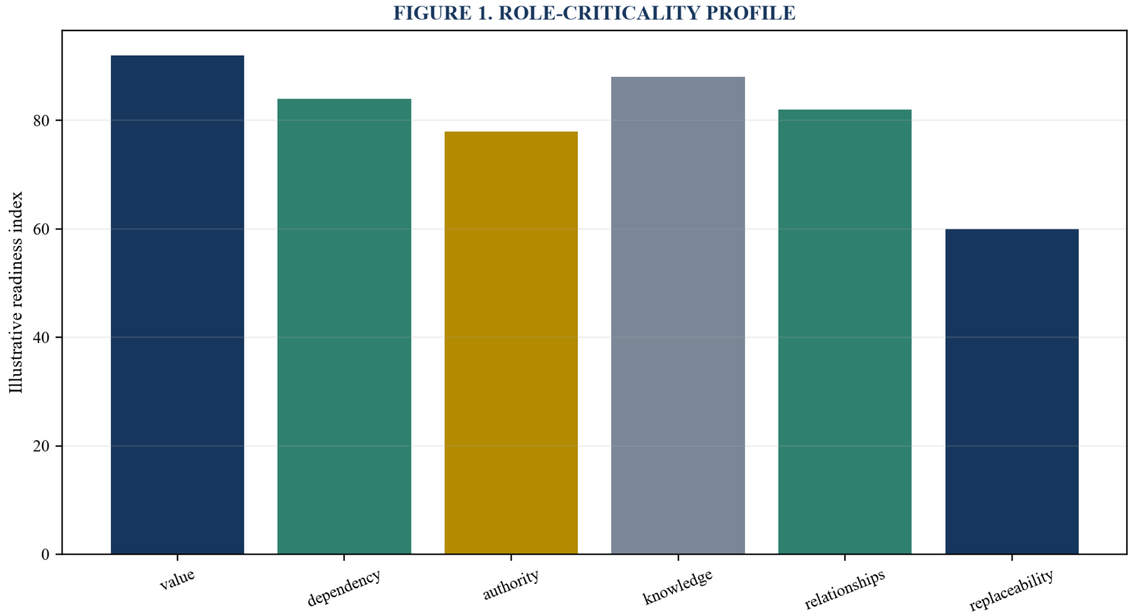
Table 1. Role-criticality architecture

Dimension	Evidence	Decision use
value	cash and strategic outcomes	priority
dependency	knowledge and relationships	continuity
replaceability	successor and market depth	horizon
authority	decisions and controls	Day One

Illustrative programme design; company-specific facts and authorised advice govern.

Figure 1. Role-criticality profile



Values are illustrative readiness indices and require company-specific evidence.

9. Assess technical and institutional knowledge

Identify tacit knowledge, proprietary methods, history and exceptions required for continuity.

The transaction team should reconcile repositories, documentation, incident records, interviews and work shadowing. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a knowledge-dependency register.

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10. Assess customer relationship risk

Measure relationship ownership, contractual portability, trust, concentration and handover readiness.

The transaction team should reconcile CRM, contracts, renewal data, call records, interviews and customer evidence. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a customer-continuity map.

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11. Assess supplier and partner reliance

Identify commercial, technical and regulatory relationships dependent on named individuals.

The transaction team should reconcile supplier records, contracts, escalations, partnerships and interviews. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a partner-dependency map.

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12. Assess control-function continuity

Test whether finance, compliance, risk, security and operational controls depend on key holders.

The transaction team should reconcile control matrices, delegations, close records, incidents and audit evidence. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a control-continuity assessment.

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13. Assess founder dependence

Separate founder access, judgement, brand, product, sales and governance contributions.

The transaction team should reconcile decision logs, relationships, product records, strategy and stakeholder interviews. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a founder-dependency map.

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14. Assess management motivation

Understand career intent, role clarity, trust, workload, location, autonomy and perceived fairness.

The transaction team should reconcile structured interviews, engagement evidence, offers, mobility facts and governance. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a motivation evidence map.

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15. Assess flight risk

Estimate voluntary departure risk using observable signals and scenario ranges.

The transaction team should reconcile tenure, market demand, compensation, engagement, role change and interviews. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a flight-risk assessment.

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16. Assess replaceability

Test internal successors, external supply, search duration, onboarding time and failure risk.

The transaction team should reconcile succession plans, talent market data, recruiters, benchmarks and operating needs. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a replacement-time model.

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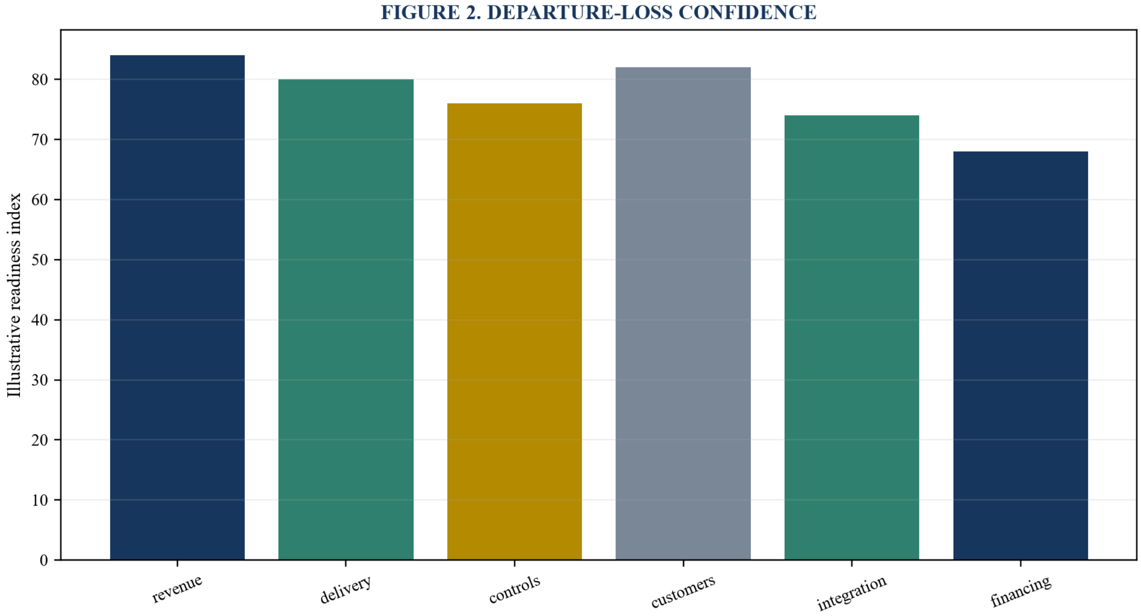
Table 2. Departure-loss stack

Loss layer	Primary evidence	Model output
revenue	accounts and renewals	cash exposure
delivery	projects and capacity	margin risk
control	delegations and incidents	failure cost
integration	milestones and dependencies	delay value

Figure 2. Departure-loss confidence



Values are illustrative readiness indices and require company-specific evidence.

17. Quantify departure impact

Model revenue, margin, delivery, control, integration and financing consequences by role.

The transaction team should reconcile forecasts, customer and project data, controls, dependencies and scenarios. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a departure-loss model.

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18. Set retention horizons

Match required tenure to knowledge transfer, customer renewal, integration and stabilisation milestones.

The transaction team should reconcile dependency map, integration plan, contracts, projects and operating cycles. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a role-specific retention horizon.

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19. Segment the population

Group incumbents into retain, transition, replace, develop and monitor categories.

The transaction team should reconcile criticality, capability, motivation, flight risk and succession evidence. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a management action portfolio.

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20. Design role outcomes

Specify authority, deliverables, behaviours, transition duties and success measures.

The transaction team should reconcile operating model, integration plan, value thesis, controls and scorecards. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a retained-role charter.

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21. Design cash retention

Link staged payments to service, milestones, conduct, handover and recoverability.

The transaction team should reconcile cash model, market evidence, tax advice, employment terms and milestones. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a cash-retention schedule.

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22. Design equity alignment

Evaluate rollover, options, restricted equity and long-term incentives against value creation.

The transaction team should reconcile capital structure, valuation, vesting, tax, leaver terms and governance. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is an equity-alignment model.

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23. Design performance incentives

Tie rewards to controllable value, continuity and integration outcomes without harmful distortion.

The transaction team should reconcile value plan, KPIs, baselines, accounting policy, controls and scenarios. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a performance-incentive scorecard.

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24. Design stay and transition terms

Define duration, duties, milestones, confidentiality, cooperation and departure consequences.

The transaction team should reconcile employment documents, transaction terms, legal advice and operating plan. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a retention-terms matrix.

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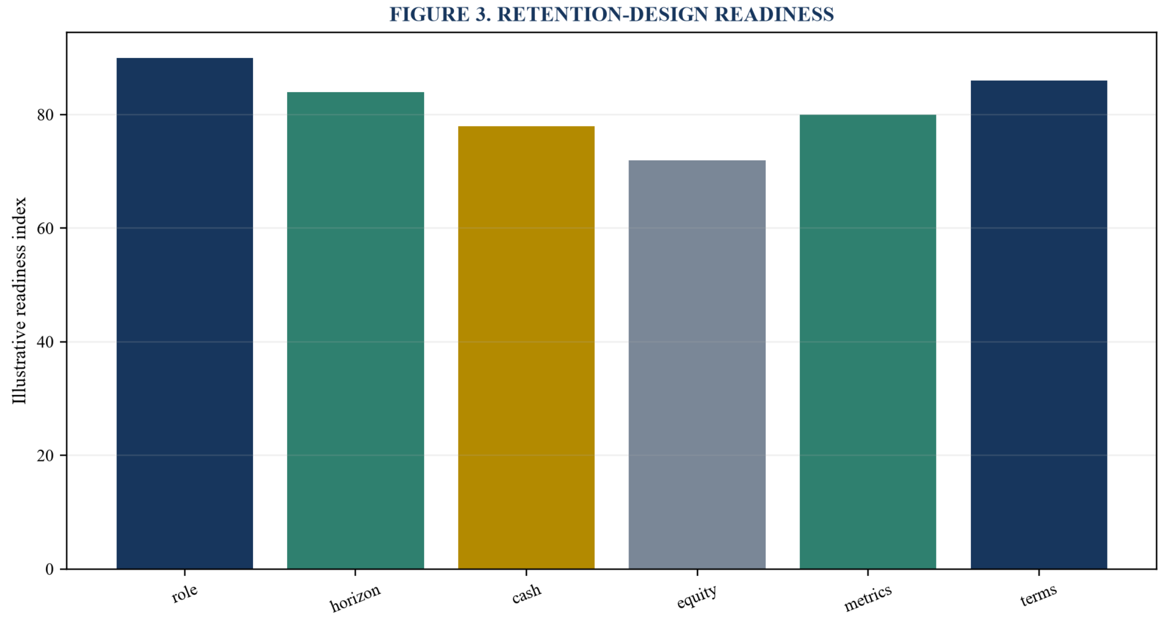
Table 3. Retention instrument map

Instrument	Best use	Control
cash	defined service period	staged vesting
equity	long-term value creation	leaver terms
performance	controllable outcomes	balanced metrics
transition	knowledge and handover	acceptance tests

Illustrative programme design; company-specific facts and authorised advice govern.

Figure 3. Retention-design readiness



Values are illustrative readiness indices and require company-specific evidence.

25. Test tax and accounting effects

Determine cost recognition, payroll, withholding, classification and transaction-accounting consequences.

The transaction team should reconcile award terms, purchase agreement, accounting policy and specialist advice. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a retention-cost bridge.

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26. Test legal enforceability

Review employment, restrictive covenant, discrimination, consultation, privacy and mobility rules.

The transaction team should reconcile governing law, employee location, contracts, policies and legal advice. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a legal-enforceability matrix.

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27. Test regulatory constraints

Identify merger-control, licensing, fit-and-proper and regulated-role conditions affecting appointments.

The transaction team should reconcile regulatory filings, licences, interim measures, approvals and advice. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a regulated-role plan.

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28. Protect fairness and culture

Test internal equity, communication, inclusion, workload and trust across retained and non-retained groups.

The transaction team should reconcile pay architecture, workforce data, engagement, culture evidence and plans. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a workforce-fairness assessment.

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29. Prevent adverse incentives

Identify cliff effects, disengagement, knowledge hoarding, short-termism and retention of poor performers.

The transaction team should reconcile award design, conduct history, controls, scenarios and independent challenge. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is an incentive-risk register.

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30. Align price and terms

Separate operating retention cost from seller obligations, purchase consideration and identified dependency risk.

The transaction team should reconcile valuation, purchase agreement, retention plans, forecasts and accounting advice. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a people-risk value bridge.

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31. Allocate funding

Determine seller, buyer, target and financing responsibility for retention and transition commitments.

The transaction team should reconcile sources and uses, cash model, purchase agreement, payroll and approvals. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a retention funding plan.

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32. Plan communications

Sequence confidential engagement, offers, announcements, manager scripts and stakeholder messaging.

The transaction team should reconcile deal timeline, legal constraints, employee map and communication plan. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a retention communication calendar.

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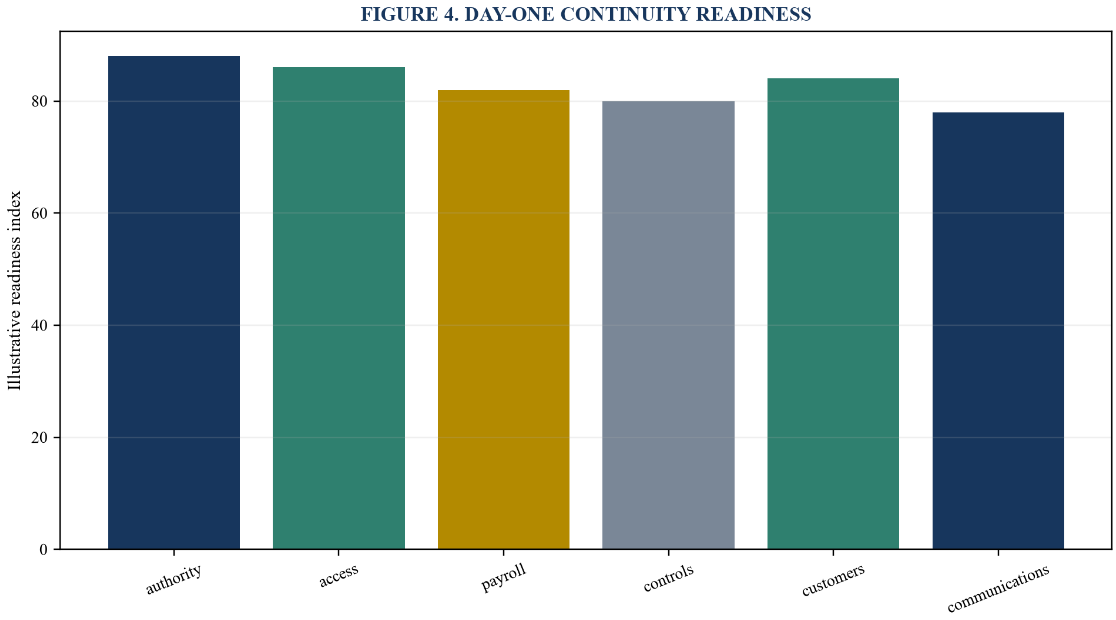
Table 4. Day-One continuity controls

Control	Failure signal	Immediate action
authority	unclear decision rights	issue delegations
access	critical system gap	restore controlled access
payroll	award or benefit error	reconcile obligations
customers	relationship interruption	activate handover

Illustrative programme design; company-specific facts and authorised advice govern.

Figure 4. Day-One continuity readiness



Values are illustrative readiness indices and require company-specific evidence.

33. Plan Day One

Confirm authority, access, reporting lines, payroll, benefits, controls and escalation for critical roles.

The transaction team should reconcile Day-One plan, delegations, systems, employee terms and testing. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a Day-One people control plan.

Management continuity must be proved through operating outcomes and role-specific evidence. Reviewers test capability, authority, relationships, motivation, replaceability and downside response against native records and observed performance. The investment case, operating model, employee facts, transaction timetable and governing law control every conclusion.

Material gaps require an owner, corrective action, acceptance test, advice and decision date. Consequences flow through leadership capacity, customer delivery, controls, integration, cash, financing, value, fairness and transaction timing. Residual risk remains visible until critical work is covered, handovers are tested and authorised governing bodies approve the next gate.

34. Plan knowledge transfer

Convert tacit knowledge into documented decisions, playbooks, repositories and trained successors.

The transaction team should reconcile knowledge register, documentation, shadowing, tests and sign-off. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a knowledge-transfer programme.

Management continuity must be proved through operating outcomes and role-specific evidence. Reviewers test capability, authority, relationships, motivation, replaceability and downside response against native records and observed performance. The investment case, operating model, employee facts, transaction timetable and governing law control every conclusion.

Material gaps require an owner, corrective action, acceptance test, advice and decision date. Consequences flow through leadership capacity, customer delivery, controls, integration, cash, financing, value, fairness and transaction timing. Residual risk remains visible until critical work is covered, handovers are tested and authorised governing bodies approve the next gate.

35. Plan succession

Develop internal and external successors for every value-critical role and dependency.

The transaction team should reconcile talent reviews, development plans, search strategy and contingency triggers. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a succession coverage map.

Management continuity must be proved through operating outcomes and role-specific evidence. Reviewers test capability, authority, relationships, motivation, replaceability and downside response against native records and observed performance. The investment case, operating model, employee facts, transaction timetable and governing law control every conclusion.

Material gaps require an owner, corrective action, acceptance test, advice and decision date. Consequences flow through leadership capacity, customer delivery, controls, integration, cash, financing, value, fairness and transaction timing. Residual risk remains visible until critical work is covered, handovers are tested and authorised governing bodies approve the next gate.

36. Build the one-hundred-day plan

Sequence retention, role decisions, integration, handovers and capability building with owners.

The transaction team should reconcile action portfolio, milestones, budgets, dependencies and reporting. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a management-continuity roadmap.

Management continuity must be proved through operating outcomes and role-specific evidence. Reviewers test capability, authority, relationships, motivation, replaceability and downside response against native records and observed performance. The investment case, operating model, employee facts, transaction timetable and governing law control every conclusion.

Material gaps require an owner, corrective action, acceptance test, advice and decision date. Consequences flow through leadership capacity, customer delivery, controls, integration, cash, financing, value, fairness and transaction timing. Residual risk remains visible until critical work is covered, handovers are tested and authorised governing bodies approve the next gate.

37. Monitor leading indicators

Track acceptance, engagement, regretted loss, knowledge transfer, customer continuity and milestone delivery.

The transaction team should reconcile HRIS, surveys, CRM, project data, controls and dashboards. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a continuity control dashboard.

Management continuity must be proved through operating outcomes and role-specific evidence. Reviewers test capability, authority, relationships, motivation, replaceability and downside response against native records and observed performance. The investment case, operating model, employee facts, transaction timetable and governing law control every conclusion.

Material gaps require an owner, corrective action, acceptance test, advice and decision date. Consequences flow through leadership capacity, customer delivery, controls, integration, cash, financing, value, fairness and transaction timing. Residual risk remains visible until critical work is covered, handovers are tested and authorised governing bodies approve the next gate.

38. Define intervention triggers

Set thresholds for departure, underperformance, control failure, customer loss and delayed handover.

The transaction team should reconcile risk appetite, scenarios, monitoring data and governing approvals. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a management intervention matrix.

Management continuity must be proved through operating outcomes and role-specific evidence. Reviewers test capability, authority, relationships, motivation, replaceability and downside response against native records and observed performance. The investment case, operating model, employee facts, transaction timetable and governing law control every conclusion.

Material gaps require an owner, corrective action, acceptance test, advice and decision date. Consequences flow through leadership capacity, customer delivery, controls, integration, cash, financing, value, fairness and transaction timing. Residual risk remains visible until critical work is covered, handovers are tested and authorised governing bodies approve the next gate.

39. Govern residual risk

Record accepted dependency, compensating controls, time limits, authority and review dates.

The transaction team should reconcile risk register, plans, evidence, advice and approvals. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a residual people-risk record.

Management continuity must be proved through operating outcomes and role-specific evidence. Reviewers test capability, authority, relationships, motivation, replaceability and downside response against native records and observed performance. The investment case, operating model, employee facts, transaction timetable and governing law control every conclusion.

Material gaps require an owner, corrective action, acceptance test, advice and decision date. Consequences flow through leadership capacity, customer delivery, controls, integration, cash, financing, value, fairness and transaction timing. Residual risk remains visible until critical work is covered, handovers are tested and authorised governing bodies approve the next gate.

40. Issue the transaction conclusion

State who must stay, for how long, on what terms, at what cost and with which contingencies.

The transaction team should reconcile reconciled evidence, models, agreements, plans and approvals. Each conclusion records the accountable owner, source, assessment date, affected role, evidence, dependency, economic consequence, control and unresolved exception. The immediate output is a management-continuity certificate.

Management continuity must be proved through operating outcomes and role-specific evidence. Reviewers test capability, authority, relationships, motivation, replaceability and downside response against native records and observed performance. The investment case, operating model, employee facts, transaction timetable and governing law control every conclusion.

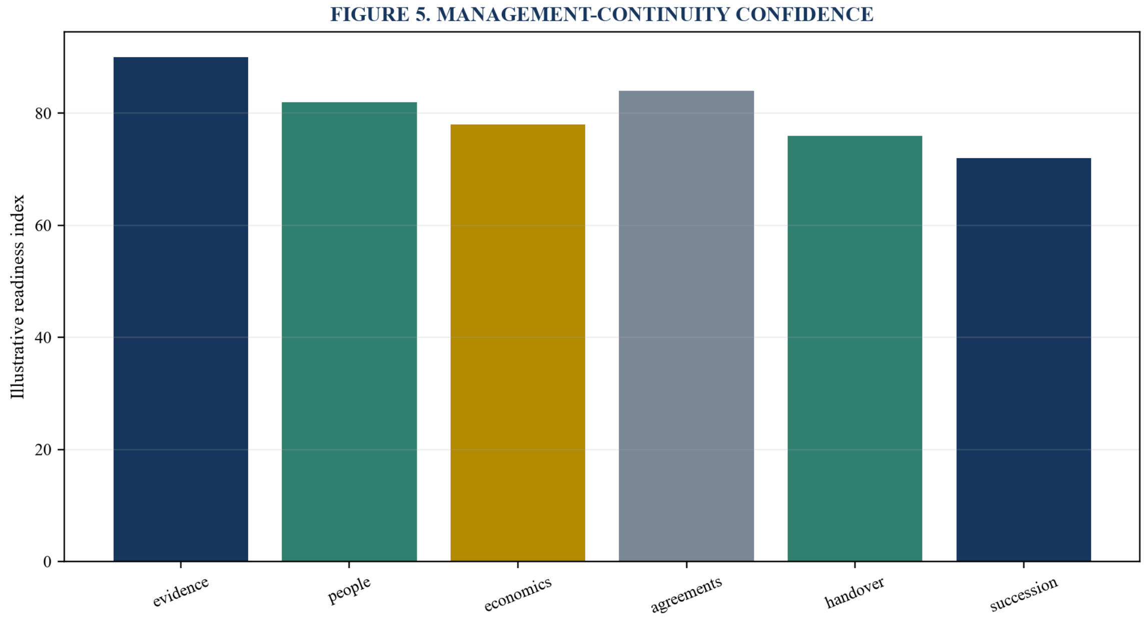
Material gaps require an owner, corrective action, acceptance test, advice and decision date. Consequences flow through leadership capacity, customer delivery, controls, integration, cash, financing, value, fairness and transaction timing. Residual risk remains visible until critical work is covered, handovers are tested and authorised governing bodies approve the next gate.

Table 5. Management-continuity certificate

Question	Required conclusion	Evidence
who	critical role and incumbent	role assessment
how long	milestone-linked horizon	dependency plan
terms	proportionate alignment	approved agreement
contingency	successor and trigger	tested roadmap

Illustrative programme design; company-specific facts and authorised advice govern.

Figure 5. Management-continuity confidence



Values are illustrative readiness indices and require company-specific evidence.

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Chennakeshav (CK) is a corporate finance and investment banking executive with 25+ years of global experience in deal origination, structuring and execution across M&A, growth capital and corporate strategy. He has led value-creation mandates for founders, corporates and funds — bridging the boardroom view to hands-on execution and close.

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At Matchpoint Partners he is Managing Partner, leading the firm's corporate finance, M&A and capital-raising practice. He holds an MBA from London Business School, an engineering degree from VTU and a Master of Laws (LLM, in progress) from UCL London.

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