

Title M&A:
Timing, Value and Strategy

What Agency Owners Need to Know Now

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- Title industry specialists
- Proven transactional execution
- Senior M&A and Title operations/underwriting leadership

WHAT'S DRIVING MARKET ACTIVITY - SELLERS

1

Fear

- AI, wire fraud, escrow losses, title claims,
- technology changes

2

Aging Population of independent Agency owners

- Succession Planning

3

Regulators are getting nastier

4

E/O Insurance may not be there when you need it

5

Lack of loyalty: You're only as good as your last deal

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WHAT'S DRIVING MARKET ACTIVITY - BUYERS

1

Strategic Buyers flush with cash

- Diversification: geography and product

2

Low cost of money

3

Advent of institutional buyers

- Sometimes a bet on the future of American real estate

4

Unprecedented levels of capital on the sidelines

- Forcing investors to widen their mandates and risk tolerances in search of yield

5

Accretive Synergies

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WHO IS BUYING AND WHY?

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1

UNDERWRITERS

- Majors do not necessarily offer highest value (but sometimes do)
- Know the business and industry
- Have technological and other capabilities which can take business to next level and into the future
- Value remittance and CPL fees
- Eager to improve market share –but not at expense of agents

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STRATEGIC BUYERS – AGENCIES

2

Financially solid agencies (sometimes backed by Private Equity) wishing to grow their customer base through:

- Acquisition of new tech
- Geographic footprint
- Expanded product offerings / cross-selling
- 7 to 9 year plan for some

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3

STRATEGIC BUYERS – OTHER

Companies which create title business looking to bring that business in house:

- Lenders
- Realtors
- iBuyers
- Home builders

Technology businesses (especially with AI capability)

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4

FINANCIAL BUYERS

- Private Equity
- Advent of Institutional Buyers (sometimes a bet on the future of American real estate)
- Unprecedented levels of capital on the sidelines have forced investors to widen their mandates and risk tolerances in search of yield
- Other investors
- Search funds
- Not all buy and hold

SELL NOW • Key Considerations

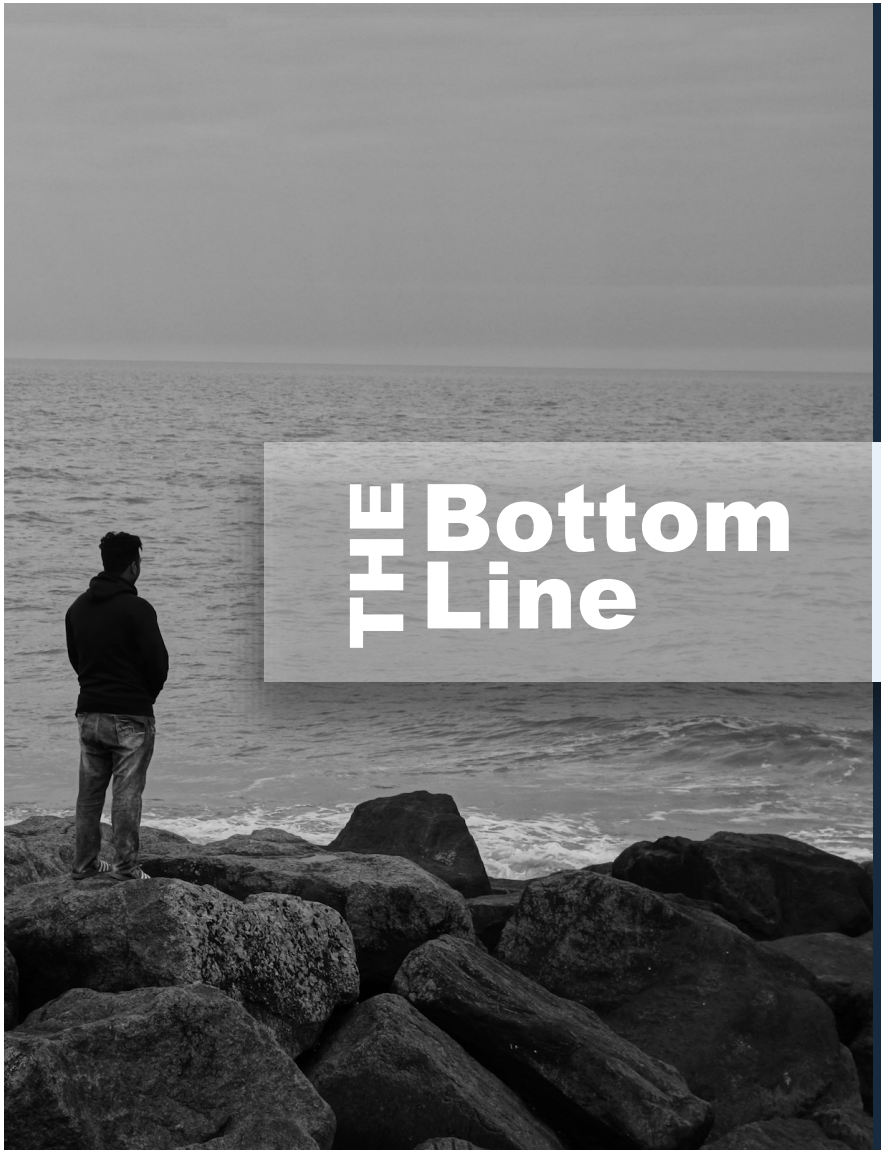
Preparation, timing, and deal structure	Scarcity Premium Today:	Landscape shifting	Optimize Value
Critical to maximizing value	Few quality firms for sale Buyers are motivated and well-capitalized Higher multiple	Tech and market changes. AI fear is real	Businesses sell for more when operating at their peak, not just when you feel "ready"
Earnouts Matter	**Risk & Reward**	**Value Requires Time**	**Volatility Risk**
Proven deal structures let sellers de risk today while sharing in future	Taking on some performance risk often leads to higher total enterprise value	Higher valuation requires sustained higher EBITDA long enough; time and risk are linked	Waiting means facing more uncertainty and possible competition in a crowded seller's market. Multiples will likely decrease as more agencies hit the market

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SELL LATER • Key Considerations

Robust **savings**	Skill set in managing **growth environments** as well as **economic downturns**	**Growth capital**	Able to **finance** M&A for **inorganic growth**
Strong **management**	Skill set in managing **growth environments** as well as **economic downturns**	**Not concerned** with keeping up with **new tech**	**Strong margins** – production already optimized
Reasonable expectation of **compounding growth**	**New product** lines	Market **positioning** portends **future growth**	**No Desire to De Risk or Exit**

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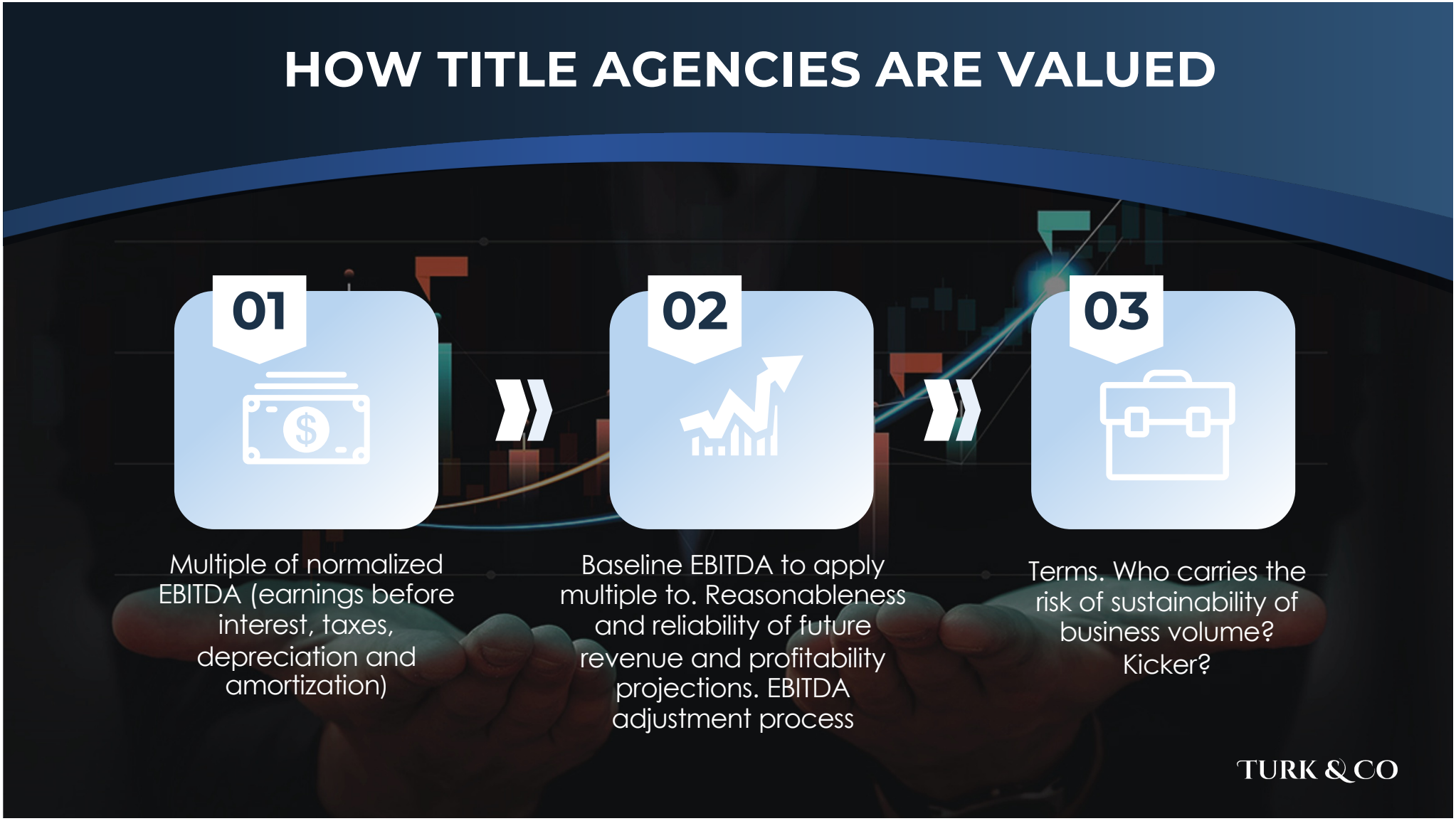


THE Bottom Line

The decision to sell is personal, but should be **informed**, **strategic**, and **aligned with your goals**

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HOW TITLE AGENCIES ARE VALUED



01

Multiple of normalized EBITDA (earnings before interest, taxes, depreciation and amortization)

02

Baseline EBITDA to apply multiple to. Reasonableness and reliability of future revenue and profitability projections. EBITDA adjustment process

03

Terms. Who carries the risk of sustainability of business volume? Kicker?

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ATTRIBUTES THE MARKET CARES ABOUT

- Business mix and Growth Potential
- Revenue Stability, Margin Strength, firing on all cylinders
- Platform company? Regional, Single state or National Footprint
- Technological prowess-beyond your operating platform
- Corporate concentration
- Management team; will they stay on or roll equity? Operational Independence
- Documented workflows and Best Practices compliance
- Employee turnover and culture

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Prepare for Sale

OPERATION READINESS

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Workflow

- Create SOPs for all processes, and map all workflows
- Use automation to eliminate manual data entry, reduce turnaround times and labor costs
- Offshore (BPO) Strategy creates variable cost

Tech Stack

- Prepare a buyer-friendly walkthrough of tech stack
- Ensure modern, integrated title production and escrow software is in use
- Implement digital closing tools

OPERATION READINESS



- Monitor **key metrics**
- Use dashboards to manage **productivity** and **service levels**
- Cross-train staff to **ensure business continuity** - avoid "single points of failure"
- Maintain updated **employee handbook** and **job descriptions**
- Mitigate **owner/founder dependency**
- Plan for **retention/succession** of **key staff**
- Conduct internal audits for **file accuracy** and **underwriter compliance**
- Address any outstanding **regulatory issues**
- Annotated **claims history** (Title and E&O)
- Verify **licensing** and **certifications** for staff and entity
- Maintain clean **underwriter audit logs** and underwriter **records**

OPERATION READINESS

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Prepare for Sale

FINANCIAL READINESS

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- Audited or reviewed consolidated **financial statements** (last 3 years and TTM)
- **Normalize earnings** (adjust for one-time/nonrecurring and personal expenses)
- Organize **monthly financials** and **cash flow** statements
- Create **forward-looking** detailed and justifiable **financial projections** (2-3 years)
- Ensure or adjust to **GAAP** or **IFRS compliance**
- Prepare **tax returns** (3+ years)

FINANCIAL READINESS

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Business Performance & Metrics:

- Highlight **recurring revenue** streams
- Clarify **growth drivers**
- Analyze **customer concentration** risk
- Benchmark **key financial metrics** (especially margins, EBITDA)
- Document **KPIs** and historical performance **trends**
- Evaluate **staffing efficiency** across departments
- Analyze vendor **expenses**
- Consolidate or renegotiate **vendor contracts** for better pricing
- Identify **rework** or **error-related costs**
- Have robust **reporting**



Prepare for Sale

LEGAL AND COMPLIANCE

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- Ensure corporate **governance documents** are current
- Review and clean up **capitalization table**
- Ensure all **IP** is registered and owned by the company
- Disclose or resolve any **legal** or **regulatory issues**
- Organize **key contracts** (includes Underwriter Appointments, and JV Operating Agreements)
- Ensure **employment law** compliance and clear **HR policies**



Prepare for Sale

DATA ROOM READINESS

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Have materials ready to enable Turk & Co to set up a secure virtual data room (VDR). Include:

- Financial statements and tax returns
- Customer/vendor/lease/IP contracts
- Org chart and bios of key team members
- Employee agreements and option plans
- Incorporation docs, bylaws, licenses
- Insurance policies and IT infrastructure details



Prepare for Sale - Capital Structure & Debt

- Review and optimize capital structure
- Review debt agreements and associated debt covenants
- Settle or document any shareholder loans
- Clarify and quantify any intercompany or affiliate transactions



Prepare for Sale

STRATEGIC POSITIONING

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- Craft a compelling investment thesis and growth story
- Align on owner goals: timing, exit type, and desired future role
- Understand personal and business tax implications
- Hire experienced advisors
- Investment banker (we know a good one)!
- Transaction/M&A attorney
- Tax advisor or CPA
- Optional: Wealth advisor or valuation expert
- Set roles, communication plan, and timeline

How to Sell

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DO IT YOURSELF

- Market is limited to your network
- Selling a company is a full-time job
- How do you know you're truly getting what you are worth?
- Nobody is an expert at everything: transaction structure, due diligence review, tax expertise, financials, legal, etc.

HIRE AN EXPERT

- Not all experts are created equal. Are they:
- Learning how to sell a title business on your dime?
- Taken seriously by buyers at the highest level?
- Experienced/proven track record in running a sale process to maximize value?
- SEC/FINRA compliant?
- Putting your interests first?
- Understanding of your non-financial goals (family, culture, legacy)?

THE M&A PROCESS

Steps →

1

- Are you ready to sell?
- Understand financial and nonfinancial goals, splits analysis, vendor analysis, concentration risk, P&L review, business and legal due diligence.

2

- Prepare the company for the market
- Valuation, financial projections, buyer analysis, comparable transactions.

3

- Comprehensive, professional and discreet sale process.
- Buyer outreach, management presentations, negotiation and structuring of letter of intent.

4

Close the deal

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WHY HIRE AN INVESTMENT BANKER?

- The primary value is not “finding a buyer”. It is designing and managing a disciplined process that maximizes outcome, including translating the title business metrics into language sophisticated buyers understand.
- Process control creates competitive tension. Competitive tension drives valuation, terms, and leverage.
- The due diligence process is complex (and a full time job). The banker quarterbacks and coordinates the entire process to close.
- Industry expertise ensures the right buyers are approached — and the right partner ultimately rises to the top.

“Value is maximized through disciplined process, competitive tension, and intelligent deal structure.”

— Howard Turk, Founder and Managing Director, Turk & Co

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Title M&A and Advisory Services

Thank You

Alta Elite Provider 2026



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