The Art of Successful Acquisition
How BCG Supports M&A Strategy and Target Search
The Boston Consulting Group (BCG) is a global management consulting firm and the world’s leading advisor on business strategy. We partner with clients from the private, public, and not-for-profit sectors in all regions to identify their highest-value opportunities, address their most critical challenges, and transform their enterprises. Our customized approach combines deep insight into the dynamics of companies and markets with close collaboration at all levels of the client organization. This ensures that our clients achieve sustainable competitive advantage, build more capable organizations, and secure lasting results. Founded in 1963, BCG is a private company with 82 offices in 46 countries. For more information, please visit bcg.com.
Unfortunately, these are real statements from global business executives who continue to struggle to see lasting gains from their merger and acquisition (M&A) activities. Their responses are hardly unusual: research reveals that M&A is no sure thing. Longtime studies by The Boston Consulting Group consistently show that more than half of all M&A deals actually destroy shareholder value. Analyzing acquirers’ performance for public-to-public deals (publicly listed companies buying other publicly listed companies), we have found that their cumulative average annual return has been negative (~0.91 percent) for most of the last quarter-century—the years from 1990 to 2014.

And yet there are companies that get enormous value from their acquisitions. Research demonstrates that these successful serial acquirers consistently create more value from deals. Time and time again, they produce gains for their shareholders when they buy or merge with other businesses.

So what differentiates those companies from the rest? It’s certainly not just luck.

Successful acquirers take a rigorous, systematic approach to M&A. They have well-built, purposeful, dedicated M&A organizations. They search for, pinpoint, and pursue targets which are an excellent fit, starting with a crystal-clear understanding of their current business portfolios.

They search across entire industries, not just for individual organizations. And when the deal has been signed, they take pains to manage every step of the post-merger integration. (See Page 20, “Ensuring that the Deal Works After the Ink Is Dry.”)

Teva, a leader in generic pharmaceuticals, used these principles in a series of acquisitions that helped boost its share price sixfold in the decade up to 2010—a time when worldwide pharmaceutical share prices were flat. Danaher, the conglomerate, has a codified Danaher Business System for generating value from acquisitions that it has been refining for more than 30 years. And as far back as 15 years ago, leading serial acquirers were evaluating several potential markets for every one they decided to enter—and scrutinizing at least five candidates for each deal they would do.

In short: these acquisition exemplars have well-defined agendas for creating value through M&A. At such companies, acquisition is simply another business decision that is fostered, cultivated, streamlined, and continually improved upon. In other words, it has become an “industrial” process.

The CEO of one serial acquirer has explained it this way, “It takes courage to walk away from a deal. It really does. You can get quite caught up in winning the acquisition and lose sight of what will make it successful. That’s why we take such a disciplined approach.” (See Page 5, “Hallmarks of Successful Serial Acquirers.”)

BCG’s approach to acquisitions mirrors that philosophy. We understand that shortcuts simply do not pay off. It is not about drawing up opportunistic “shopping

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Learning from the Serial Acquirers

“Our track record is inconsistent. Even when we win we destroy shareholder value.”

“There are too few attractive targets. We keep seeing the same old names and those are not available.”

“We can’t get the numbers to work. The best-performing targets are too expensive.”

Shortcuts simply do not pay off. There must be a systematic approach to selecting targets.
lists”—the process must be grounded in a systematic, strategic approach to identifying and selecting targets.

BCG has applied this approach to help many companies, across a wide range of industries, geographies, and deal types, to identify and implement transactions that help them realize maximum value from their acquisitions.

In deal after deal, we have demonstrated that good M&A requires a sound portfolio strategy. It is essential to ask three fundamental questions that are rooted in an effective analysis of the current portfolio of a business. What is the strategic potential of the overall business? What is its potential to create more value in the future? And can we, as the new owners, realize the business’s inherent value? (See Page 17, “Questions the CEO Must Ask.”)

Putting it simply: BCG helps management teams get acquisition right—beginning with disciplined target search.

**Snapshot of the Right Approach to Buy-Side M&A**

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<thead>
<tr>
<th>Do Think:</th>
<th>Don’t Think:</th>
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<tr>
<td><em>Which deal(s) will help us realize the maximum value?</em></td>
<td><em>Let’s get to a short list of candidates quickly</em></td>
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<tr>
<td>• Systematic approach</td>
<td>• Opportunistic approach</td>
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<td>• Clear definition of value creation logic</td>
<td>• No sound strategic rationale</td>
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<tr>
<td>• Comprehensive screening</td>
<td>• No screening</td>
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<tr>
<td>• Clear analytical framework</td>
<td>• Deal- and transaction-focused</td>
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<tr>
<td>• In-depth analysis of industries and targets</td>
<td>• Asset-based top-down analysis</td>
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<tr>
<td>• Integration is a factor</td>
<td>• No consideration of organizational implications</td>
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<td>• Realistic synergy expectations</td>
<td>• Exaggerated synergy expectations</td>
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**Goal: Systematic/realistic generation of targets—not an opportunistic shopping list**

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**Hallmarks of Successful Serial Acquirers**

- They have a strong M&A organization in-house.
- They have a sound portfolio strategy as a starting point.
- For every potential acquisition, they know why they would be a better owner than anyone else.
- They take a strategic approach to M&A, putting value creation first.
- They take a systematic approach to analyzing acquisition candidates.
- They look at entire industries, not just companies.
- They know which companies are available (or soon will be).
Anatomy of an Acquisition Done Right

A few years ago, BCG was working with the Animal Health division of Boehringer Ingelheim (BI), the world’s largest family-owned pharmaceutical company, to help the division strengthen its growth strategy, when an unexpected opportunity emerged. It was a perfect fit with key elements of that strategy—a push to strengthen the division’s presence in the U.S., Canada, and Australia and further expand its position in the animal vaccine segment.

The auspicious opportunity came about as a result of a merger that was in the works between two other pharma companies. In order to clear the way for its mega-merger with Wyeth, Pfizer was going to be required by the U.S. Federal Trade Commission and antitrust authorities in other jurisdictions to divest parts of Wyeth’s animal health business (Fort Dodge Animal Health), due to significant overlaps with Pfizer’s own animal health business.

The opportunity this presented for BI checked most of its strategic boxes. If BI could win the divestment, it would significantly strengthen its position in the U.S. and in selected other global markets. It would also mean that BI could further expand and reinforce its vaccine expertise across animal species.

The Pfizer-Wyeth merger was on the clock, so things had to happen very fast. This deal was governed more by its complexity than by its size. It would require the carve-out of the divested product portfolio as well as the management and integration of a complex production network and of a thicket of intellectual property assets. On top of that, BI’s managers would have to be equipped to run the acquired parts of the business as of the closing date, to smoothly handle any discontinuities—from potential...
loss of knowledge to the transfer of key employees and customer relationships.

BI hired BCG to provide support with the due diligence, contract negotiations, and the post-merger integration to ensure a smooth transition at closing and beyond. BCG, with deep buy-side experience across many industries, quickly helped set up the organizational machinery to gear up BI as the intended winner of Pfizer’s auction of Wyeth’s animal health assets. Our buy-side team was on board from beginning to end of the deal, from earliest due diligence to the final stages of post-merger integration. BCG also helped develop and orchestrate a successful approach to the antitrust authorities that were closely tracking the Pfizer-Wyeth merger.

The deal was a major strategic leap for BI, doubling its business in the U.S., increasing its global animal health revenues by 30 percent, and moving it from seventh to sixth place in the global animal health market. The company now has one of the strongest portfolios and pipelines in the sector.

And at least as importantly, BCG supported the development of M&A capability at BI and passed on key M&A methodologies and approaches to the BI team for future use.

BCG has sharpened many target searches and acquisition processes Imagine What We Could Do For You

BCG takes a very deliberate approach to acquisition—and especially to target search. Our framework can be described in four steps:

Step 1: Figure out where to play
This means analyzing not only the industry where your organization is active today, but also other industries in which it could and possibly should be a player. The point is to fully understand each industry’s ecosystem and its dynamics and discover where the pockets of real value are along the value chain, who the key players are, and what will reshape each industry in the future. From the start, the emphasis is on the industries and the opportunity segments within those industries that are strategically relevant—not just the companies that look attractive.

Step 2: Pinpoint companies of interest
Only after understanding the industries is it time to start identifying specific companies that could be a good fit with your organization’s strategic direction. There can be no shortcuts in this phase either. The successful target search now involves qualifying a long list of potential candidates according to opportunity segment, then ranking each one in terms of its fit and the logic of how it should create value.

Step 3: Prepare for the pursuit
Now the actual chase can begin. Not all potential targets will be available, of course, so your organization will harness its M&A team to continuously monitor those candidates and prepare regular updates about them, their industries, and their availability. Then, when a candidate does become available, all the preparations are in place to make a bid.

Step 4: Move forward with due diligence
With targets now in view, it’s time to pinpoint and prioritize key issues unique to each target and to identify relevant markets in all dimensions. Against that backdrop, a clear, detailed picture will emerge of the target’s business environment—its competitive landscape and key success factors, and the relative performance of leading competitors. The due diligence step also highlights each target’s potential for value creation, including identification of key drivers and sensitivities.
**Step 1: Figure out where to play**

Most companies still approach M&A opportunistically, usually when an attractive target becomes available, or a surge in available cash encourages a “spend” mentality.

But opportunistic acquisitions are not the way to create value. There are no shortcuts to finding targets. BCG’s comprehensive approach helps make sense of “where to play” in the first place. Instead of going straight to reviews of alluring candidates—the typical jumping-off point—BCG’s approach phase starts with a detailed exploration of the industry ecosystem—the environment in which the acquirer operates, and the suppliers, customers, and partners with which it interacts. Then comes an exhaustive analysis of potential opportunity segments—the sectors where there might be attractive companies to buy. This part of the process ends with the drafting of a “long list” of candidates.

**Analyzing the industry ecosystem**

The purpose here is to challenge the acquirer to develop a defensible rationale for the acquisition. The company must be able to demonstrate the logic of how the deal will create additional value. So the key questions map to the ways in which M&A adds value: Will the purchase help the acquirer grow its core business; make it easier to enter attractive new customer segments; extend its offer along the value chain; bring in a new, game-changing technology; and/or help it enter adjacent markets? Whatever the rationale, it must clearly articulate how the acquisition will strengthen the acquirer’s position in the market and hence create value for shareholders.

The kickoff for this stage is an unblinking review of industry trends, looking not just at the current influencing factors but at what will reshape the industry in the future. For example, in the retail sector, the analysis might chart the pace of current multichannel sales activities and look ahead to new waves of automation in the sector, such as grocery delivery by drones.

**Defining opportunity segments**

After identifying the general industry sectors and defining the overarching value creation logic, the next stage is to identify specific opportunity segments. For each search direction, the results of our analysis are summarized in a scoring matrix. The matrix looks at two dimensions:

- How strong is the strategic fit with the acquirer (in terms of technological suitability, customer perspective, and business model attractiveness)
- How attractive is this segment (in terms of its growth, margin potential, and competitive intensity)

Segments with a high score in both dimensions are highlighted as opportunity segments.

**Creating the long list**

It’s within these prioritized opportunity segments that the search begins for discrete targets. Every potential acquirer can start its search using Standard Industrial Classification (SIC) codes and the databases derived from them. But that search doesn’t shine light into all possible corners of the acquisition universe. Few companies have the tools or data to do that, but BCG has a wide range of proprietary information at its fingertips.

Identifying an initial target universe is not a simple exercise. Working with the prospective acquirer, we involve our client’s industry and functional experts and use a wide range of proprietary tools and databases to draw out all pertinent market knowledge, not only from within the acquiring company, but...
from BCG’s global network of industry and business-function experts. The upshot: in any industry, we can help find the hidden champions and emerging technology leaders that most of our clients do not have on their radar screens.

BCG ADDS VALUE IN THESE WAYS:

• **Value creation comes first:** We put value creation first and focus on the definition of a clear rationale which drives shareholder value—strategic thinking is at the core of what we do.

• **Tailored approach:** Since no two businesses are exactly alike, we start the target search by listening to you, understanding your expectations, and defining the key search parameters. We partner with companies to find the best options together.

• **Industry expertise:** We understand industries in depth and know where to focus—BCG has a broad global network of functional and industry experts at its fingertips.

• **Clear analytical approach to ecosystem analysis:** We have a proven and robust analytical framework to drive comprehensive industry analysis—we only focus on the segments with a strong strategic fit and high segment attractiveness.

• **Richer insights:** We combine our global industry reach with our deep knowledge of corporate finance to provide detailed insights that are much more useful to acquirers.

Step 2: Pinpoint companies of interest

Whereas the prior phase helped identify the relevant industries, this phase starts to focus on specific companies. Now it’s time to start pinpointing and evaluating the businesses that are good candidates for acquisition.

Again, this isn’t something that happens overnight. Whittling down an initial long list to a prioritized set of companies is a complex process requiring real discipline. BCG applies a robust stage-gate process to help acquirers prioritize and identify the right companies.

At this stage, many acquirers emphasize the financial performance of targets and their attractiveness. They tend to believe that only companies that are performing well are good acquisition targets. BCG believes that such an approach falls short.

The fact is that strong performers are not automatically more attractive targets than those doing less well. Of course, financial performance will be reflected in the acquisition price. However, the long-term success of the deal will not hinge on past financial performance or standalone attractiveness, but on the ability to realize synergies and create value in the future. A financially distressed company may blossom through a focused restructuring effort by its acquirer and hence be a very attractive acquisition target.

The key is to properly assess two dimensions: the strategic fit between potential candidate and acquirer, and the feasibility of a deal. Then, and only then, can the acquirer identify the targets it should pursue.

Assessing the strategic fit

It’s not just about how attractive the company is, but how well it fits. How complementary are its operations to those of the acquirer; its geographic footprint; its set of customers; its suppliers? BCG’s processes enable acquirers to gauge the significance of the cost or revenue synergies that a particular purchase might generate.

Assessing the feasibility of the deal

When you want to buy a company, you first have to know whether it is available. Conventional approaches to target search do not make that fact apparent, and so acquirers may waste time.
In order to assess deal feasibility, BCG tests on two levels: ownership structure and market intelligence on the likelihood of a sale. The first level yields crucial information. For example, history has shown that companies with long-term shareholders such as families or trusts are less inclined to pursue active M&A opportunities, whereas those owned by financial investors such as hedge funds or private equity firms, with their shorter investment horizons, are far more receptive to the idea.

The second level of investigation supports the first. BCG’s market intelligence mechanisms—its extensive industry and functional network and its databases and other resources—mean it is among the first to know whether a company is considering M&A. Our mechanisms quickly get answers to key questions such as: has the company been put on the block by its parent? Has there been a recent change in ownership which might favor a transaction?

### Financial performance

BCG also considers the financial performance of an asset. As explained above, financial performance should not be used as a knockout criterion with which to prioritize targets. The financial performance will likely dictate the premium and affect the acquisition price, but it does not help to distinguish attractive from unattractive targets.

#### Two Levels of Investigation into Target Availability

<table>
<thead>
<tr>
<th>Ownership structure</th>
<th>Likelihood to sell</th>
<th>Illustrative—to be Adapted to Industry and Acquirer Context</th>
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<tbody>
<tr>
<td>Public</td>
<td>Majority block/anchor</td>
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<td></td>
<td>Financial Investor</td>
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<td>Private</td>
<td>“Natural”/long-term</td>
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<td>Subsidiary</td>
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<td>Core business</td>
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<td>e.g., &gt;25% business</td>
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<td>BCG assessment</td>
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<td>Recent M&amp;A activity</td>
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<td>e.g., quiet for past 2 years</td>
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<td></td>
<td>Non-core business</td>
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<td>e.g., &quot;orphans&quot; &gt; 50%</td>
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<td>Availability</td>
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<tr>
<th>Likelihood to sell</th>
<th>Rumors in press/analyst universe</th>
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<tr>
<td></td>
<td>Currently no indications</td>
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<td>Recently acquired with strategic rationale</td>
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### Defining an action list and a watch list

Armed with detailed scores of each target based on strategic fit, deal feasibility, and financial performance, BCG and the acquirer can summarize the results of this phase in a prioritization matrix. Companies on the long list that are not a good enough strategic fit are no longer given high priority, regardless of their availability (further reinforcing the shift away from opportunism).

Those still on the list and found to be a strong strategic fit are split into two categories:

- **Action list**: Companies with high strategic fit and deal feasibility. In our experience, these target companies are typically open to exploring a sale, and there is an immediate window of opportunity.
- **Watch list**: Companies with high strategic fit but low deal feasibility. An immediate acquisition seems unlikely, but given their high strategic fit, it makes sense to keep them “on the radar” in case their availability changes.

But it is not only about the action list and the watch list. A proper target search process arms the acquirer with a detailed repository of potential targets, which helps clarify whether a target is of interest or not—and makes it easier to decide whether it’s worth acting on the information memoranda that acquirers’ investment banks send to potentially interested parties.

#### BCG ADDS VALUE IN THESE WAYS:

- **Detailed analytics**: Target search takes real discipline and sometimes can feel like finding a needle in a haystack. BCG takes a stage-gate approach and has a proven methodology to find the most attractive candidates.
- **Proprietary frameworks**: We have developed proprietary frameworks and tools to support your target search. Our deal feasibility framework has been tested and helps you understand, in a systematic way, which companies are available. The assessment of strategic fit is also based on a battle-proven framework and helps us identify companies with high synergy potential early in the process.
- **Creation of a comprehensive target search repository**: In a target search project, you do not simply get a short list with potential acquisition candidates, but also a comprehensive target search repository. The repository contains key information (financials, strategy, etc.) on a large set of companies and is a central aspect for all future target search and M&A efforts.
Step 3: Prepare for the pursuit

The approaches described thus far help acquirers to short-list the most attractive companies, dividing them into two categories. Now it’s time for them to put their M&A teams in high gear.

1 **Action list:** For each action-list target, the teams should start compiling a dossier that assesses the target’s revenue and cost upsides. BCG has abundant experience carrying out thorough value assessments that can be added to the dossier. The information collected will help teams pressure-test each target’s potential for adding shareholder value. With a richly detailed dossier in place, BCG can then work with the acquirer to present its management team with a solid argument for buying the target.

2 **Watch list:** For the targets on this list (acquisition candidates with a strong strategic fit that currently are not available or candidates that aren’t yet a good fit because they’re going through restructuring, for instance), BCG establishes a continuous monitoring process. We have put such processes in place for many companies. The objective is to have a mechanism that alerts the acquirer to anything that might lead to a change in availability. The target search should not be a one-time effort. Continuous monitoring methods can include triggers that send out alerts when there are changes (or signs of changes) in ownership. They can extend to regular patent screening in order to pinpoint interesting new players in key industry sectors.

**Questions the CEO must ask**

When the key target search themes have been communicated to the executive team and the board of directors, the chief executive is in a position to lead active discussions around the topic. Here’s a quick checklist of some of the key questions that the chief executive should be asking at the next executive management meeting:

1. When we look for acquisition targets, are we doing more than just reviewing our direct competitors in our industry?
2. How clearly can we articulate the value logic of a possible acquisition in an adjacent industry sector, or up or down our industry’s value chain? How does that logic then inform the acquisition moves we make?
3. What’s the analytical basis for our long-list filtering process? How transparent is it? Can we be sure that it’s solid enough to use as reference for potential future opportunities?
4. How do we know if the most attractive candidates on our list are really up for sale—or soon might be? What’s our mechanism for knowing this?
5. What’s our process for continually monitoring the most attractive candidates? How can we be sure the process is robust enough that we don’t miss great opportunities?
6. Have we got the in-house M&A capabilities and processes needed to drive a proper target search and due diligence process? If so, can we deploy those capabilities and processes without getting lost in governance issues and without compromising our value-creation agenda?
7. Have we named the dedicated team of internal experts (and external advisors where needed) who can react quickly when an opportunity arises?
Step 4:

Move forward with due diligence

Ideally, after making the moves described in Step 3, not only will the desired target be clear, but the acquirer will be the only viable buyer on the horizon—a situation much more in its favor than any auction process will be. Then due diligence can begin.

Due diligence moves through four phases: getting a close-up picture of the attractiveness of each target and its market, examining the synergies of the potential deal, digging into the target’s business plans, and reviewing the feasibility of a deal—the investment required, the realities of retaining the acquired company’s talent, and so on.

Even following the four stages, no two due diligence projects are the same. Rather than run through a standard checklist of items—which can lead to deal-breaking gaps in analysis—BCG’s experts draw on deep experience to focus on the target’s key issues. We apply a well-defined due diligence methodology and standardize our processes and documentation to give a predictable look and feel to our results.

BCG is uniquely positioned to create value in due diligence, thanks to our extensive global network. We combine our fact-based, highly analytical strategic and industry perspectives with a willingness to challenge conventional wisdom, our skill at tailoring our approach to each client’s unique circumstances, and our unbiased engagement with client management. The end product: capabilities unmatched by other firms.

In addition to identifying and prioritizing key issues unique to the target, we identify the target’s relevant markets in all dimensions—its segmentation logic, growth drivers, and forecast demand. Against that backdrop, we build up a clear, detailed picture of the target’s business environment—its competitive landscape and key success factors, and the comparative performance of leading competitors. We examine in detail the target’s potential for value creation, including identification of key drivers and sensitivities. This close analysis enables BCG to thoroughly assess the business case for the acquisition—and challenge it, as needed. (See Page 21, “Real Deals, Real Results.”)

The result is a professional, realistic, and neutral assessment of the target and the deal, allowing for a rational, well-considered decision.
ENSURING THAT THE DEAL WORKS AFTER THE INK IS DRY

The successful signing of an M&A deal is the beginning of the actual merger activity, not the end. Now comes the hard work of integrating two disparate organizations.

These days, investors expect cost synergies 12 to 24 months after a deal has been signed. The longer it takes to integrate the target after signing, the more likely that management will get distracted, potential synergies will go unrealized, and key staff will begin to decamp.

So-called clean teams can help ensure that synergies start to be realized the moment the ink on the deal is dry. These are groups set up by independent third parties like BCG to collect and analyze sensitive data before the deal closes, and to sanitize and share certain results with the buyer ahead of time, provided that those results are approved by both parties’ legal advisors. These steps enable the buyer to get past what would otherwise be blind spots and to start acting on the integration. BCG has always urged these imperatives for post-merger integration success.

- Setting the direction. At first glance, that seems like an obvious prescription. But BCG has found that direction setting can be more aspiration than execution because the hard work of deal-making can get confused with day-to-day operations priorities. Best-practice mergers always manage PMI as a discrete process and they set up and rely on well-organized integration teams with a dedicated program management office (PMO).

- Capturing the value. This involves efforts to retain customers when they may be concerned about what the deal means for them. It also means confirming synergies in revenue (not just in costs), highlighting the need to define explicit cost and revenue targets, and revisiting them at the earliest point possible. Here again, the clean-team approach kicks in. The clean team can use hard data to confirm how those cost and revenue synergies will be achieved, in which product categories, to which customer segments, by which salespersons.

- Building the organization. It’s essential to manage the people-side with the same rigor as you would the financial and the operational aspects. The acquiring company’s leaders must have clear ideas about the NewCo’s structure as soon as the deal closes. Best-practice PMI also demands nonstop communication through many different channels. If you’re buying the other company largely because of its renown in analytics, say, you’d better reassure their analytics experts that they’ll thrive when they belong to your organization. It’s simply not enough to send out a couple of bulletins declaring that analytics jobs are safe.

REAL DEALS—REAL RESULTS

When Dutch company Royal DSM wanted assurance that it was getting fair value in its proposed joint venture with a U.S. private equity firm, its executives turned to BCG. They wanted truly independent input, and they knew about BCG’s strong track record with due diligence in pharma and particularly in the pharma contract manufacturing space.

DSM—a global science-based company active in health, nutrition, and materials—wanted to merge its pharma contract manufacturing division with Patheon, a pharmaceutical services company based in the U.S. The proposed deal saw Patheon being withdrawn from the public market by JLL Partners, the private equity firm that owned most of its equity, prior to forming a joint venture that would be co-owned by JLL and DSM.

The Dutch company asked BCG to carry out an exhaustive due diligence exercise on Patheon, an effort that included examination of possible dissynergies. BCG worked hand-in-hand with the DSM team—putting time and energy into aligning processes and people from day one of the due diligence and sharing an office with DSM’s merger teams for several weeks—to arrive at a joint view of Patheon’s strengths and weaknesses.

The work included a revenue forecast based on a review of Patheon’s existing contract base and pipeline. This level of rigor provided significant new insights into the shape, risks, and upsides of the top line compared with the business-plan assumptions that were based on market growth.

The outcome: DSM now had the confidence to go ahead with the highly leveraged joint venture. The deal led to formation of DPx Holdings, a global contract development and manufacturing organization with 8,000-plus employees in more than 20 locations across North America, Europe, Latin America, and Australia.
When Norway’s Coop grocery chain was pushing to purchase rival ICA’s stores in the country, BCG supported every aspect of the company’s acquisition process. While the deal was modest on a global scale, it was the largest in Norway that year—and it was anything but straightforward. Coop has a cooperative organizational structure, with more than 100 small and large local cooperatives and stakeholders. And although there was little competition for ICA’s assets, the consequences for Coop’s market share were severe if it did not succeed.

BCG was active in every phase—from the earliest due diligence through the synergy verification to deal execution. Throughout, we worked shoulder to shoulder with Coop’s project team, legal advisors, auditors, and financing bank.

Specifically, BCG drove the pace and sequencing of the process and helped manage all relevant internal stakeholders. BCG also acted as the commercial and main coordinating advisor. We also modeled the synergy opportunities for sourcing, logistics, headquarters functions, and stores, and then helped to build a business case and valuation for the deal. Later, that work translated into a detailed implementation plan.

As the deal would come under scrutiny from the Norwegian Competition Authority, BCG deployed its Alteryx and GeoAnalytics capabilities to model the local competition for every store in the Norwegian market, as important inputs for the pre-deal reviews. We also supported the lawyers in developing the documentation for filing, and in executing the needed remedies.

To determine the sourcing synergies (both costs of goods sold and goods not for resale), BCG deployed “clean teams” prior to closing. That move ensured a strong fact base and readiness to run any renegotiations quickly. It also helped realize very high run rates within a few months of the deal closing.

The entire end-to-end initiative, from strategic consideration to deal execution to integration, called for rigorous process management—a staple of BCG’s approach.

Our clients operate in nearly every industry and region around the world and they come to us for fresh approaches to the issues that matter most to them. Through a rigorous analysis of each client’s individual situation, we develop customized solutions that meet the organization’s specific needs. The examples here illustrate how we help clients sharpen their capabilities, create value, and deliver sustainable advantage.

Read All About It

From Buying Growth to Building Value: Increasing Returns with M&A
As M&A volumes soar, big questions linger around companies’ ability to generate value by buying their way to growth.

Don’t Miss the Exit: Creating Shareholder Value through Divestitures
The global M&A market entered 2014 with a strong tailwind. BCG’s tenth annual M&A report examines the role of an active divestiture strategy in the search for value.

Invest Wisely, Divest Strategically
Diversified companies are valued below their pure-play counterparts. This report pinpoints the causes of inefficient capital allocation within conglomerates and provides a route to overcoming the discount via strategic divestments.

Riding the Next Wave in M&A
This edition of BCG’s annual M&A report looks at opportunities to transform companies’ competitive positions through M&A, and discusses the critical success factors.

Does Practice Make Perfect? How the Top Serial Acquirers Create Value
Serial acquirers create less value on average than companies that rarely do M&A. But the top serial acquirers generate superior value by focusing on the right targets at the right time.
BCG’s experts represent a rich and diverse group whose experience comes from solving the key issues faced by companies around the world. For every focus area, we also have local experts who provide pivotal insights into the dynamics of individual markets.

Meet Our Team

Alexander Roos
Global Practice Area Leader
Senior Partner and Managing Director, Berlin
Alexander Roos leads BCG’s Corporate Development practice worldwide and has extensive experience in portfolio strategy and transaction support.
roos.alexander@bcg.com

Dr. Jens Kengelbach
Global Head of M&A
Partner and Managing Director, Munich
Dr. Kengelbach leads BCG’s Transaction Center and has led some of the largest sell-side transactions in the recent past and specializes in difficult sell-side and buy-side situations.
kengelbach.jens@bcg.com

Dr. Philipp Jostarndt
European BCG Transaction Center
Partner and Managing Director, Munich
Dr. Jostarndt has worked with a wide range of Metals & Mining Sector clients, focusing on transactional, organizational, and strategic topics.
jostarndt.philipp@bcg.com

Ketil Gjerstad
European BCG Transaction Center
Partner and Managing Director, Oslo
Ketil Gjerstad has worked with several consumer retail and process industries on a broad range of corporate finance topics, with a focus on M&A.
gjerstad.ketil@bcg.com

Jesper Nielsen
European BCG Transaction Center
Partner and Managing Director, London
Jesper Nielsen has extensive experience in M&A across the life cycle from divestiture, commercial buy- and sell-side due diligence, and synergy assessment to post-merger integration.
nielsen.jesper@bcg.com

Dr. André Kronimus
Global Head of M&A in Health Care
Partner and Managing Director, Frankfurt
Dr. Kronimus has worked with numerous clients on end-to-end transactional support, primarily in the biopharma, medtech, and chemical sectors.
kronimus.andre@bcg.com
It takes courage to walk away from a deal. It really does. You can get quite caught up in winning the acquisition and lose sight of what will make it successful. That’s why we take such a disciplined approach.”

— CEO of Fortune 500 serial acquirer
Deals That We’ve Helped Happen

<table>
<thead>
<tr>
<th>Year</th>
<th>Company</th>
<th>Deal Value</th>
<th>Role</th>
<th>Buyer</th>
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<tr>
<td>2014</td>
<td>Affin Holdings</td>
<td>$411M</td>
<td>Strategic advisor to the buyer</td>
<td>BCG</td>
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<td>2014</td>
<td>Symrise</td>
<td>$1,300M</td>
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<td>2014</td>
<td>RamBoll</td>
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<tr>
<td>2014</td>
<td>Environ</td>
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<tr>
<td>2013</td>
<td>Immobilien</td>
<td>1881</td>
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<td>Strategic advisor to the buyer</td>
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<tr>
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<td>Inkt Cables</td>
<td>$210M</td>
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<td>BCG</td>
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<td>$601M</td>
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<td>Power Cables</td>
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<td>PepsiCo</td>
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<tr>
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<td>Not disclosed</td>
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For Further Contact
To reach BCG’s Corporate Development team regarding insights or potential support, please use the following e-mail address: corporate.development@bcg.com.

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