## Index

Note: Page numbers in *italics* indicate figures and tables.

AbbVie, 83 Accountability in organizations, 53-56 Accounting for joint ventures, 420 Accounting standards and deal making, 37 Acqui-hires, 230 Acquirers cultural mapping of, 150 decision-making process of, 252-253 defined, 140 nature of, and FDI restrictions, 177-179 Acquisition analysis inputs into, 46, 46-47 timing and sequence of acquisitions, 47 Acquisition Carve-Out Framework, 392 Acquisition Integration Framework (AIF) Analyze subphase of, 305, 316–318 due diligence steps in, 225 Due Diligence subphase of, 305, 305-306 Integrate subphase of, 305, 318-319 overview of, 237, 237, 305 phases of, 46 PMI management and, 304-305 Relate subphase of, 305, 306-309, 311-316 Acquisitions foundation for success of, 115 geographical expansion through, 115 number and size of, 207 restrictions on, 180-181 synergy case for, 368, 368-369 timing and sequencing of, 116 value of, 367-369 See also Acquisition analysis; Acquisition Integration Framework; Mergers and acquisitions (M&A) life cycle; Mergers and acquisitions (M&A) market; Mergers and acquisitions (M&A) strategy Active champions, 264 Activists and M&A waves, 16-17

Advanced economies, differences in markets between, 8 Africa business environment in, 118 M&A market in, 7 Agility/adaptiveness, 23 AIF. See Acquisition Integration Framework Alignment cultural, of companies, 91, 108, 108, 289-296, 295 executive alignment meetings, 285, 285-286 of incentives, 266 of strategic goals, 412 of synergies, 234 Alstom group, 194–195 Analysis key customers and key employee, 306 minimum to maximum scenario, 374, 375 people-based, 121 post-mortem, 236 stakeholder, 285-286, 288-289 synergy, 279-280, 306, 379 tax. 112 See also Acquisition analysis; Assessments; Tools for decision making Analyze phase on Day One, 249-250 Anglo-Saxon regions, culture of, 324–327 Ansoff's growth matrix, 63, 63 Anti-monopoly legislation, 72, 74 Anti-trust approval clean teams and, 110 implications of rulings, 75-76 integration teams and, 109 process of, 74-75 Anti-trust due diligence, 210-211 Anti-trust issues for FDI, 189 for investments in sensitive industries, 192-193

Anti-trust issues (continued) permitted activities during investigation, 283-284 ASEAN block, 116 Asian countries, culture of, 328-334 Asia-Pacific region, M&A market in, 7 Assessments compatibility, 306 cultural, 121, 122, 321-323 incentives, 266 management talent, 221-222 See also Analysis Asset deals dominance of, 100-101 joint ventures as, 415, 417 overview of, 69-70 stock deals compared to, 70 Assets co-ownership of, in joint ventures, 413-414 intangible, and cross-border deals, 21 patents, 211-212 production, 25 research and development, 25, 99, 186 Attractiveness of industry, 93, 94, 95 of targets, 56, 56-57, 58 Austria, business culture of, 123 Autocratic leadership style, 255 Automotive sector in China, 170 181 Bain & Company survey, 139-140 Balance sheets, 216, 287 Balance sheet synergies, 371 Barrett, Richard, 144, 164 Barriers to acquisition, identifying, 104, 278 Base case for business, 368, 368 Behavior and corporate culture, 158–159 Beliefs, values, and deal making, 40-41 Be prepared for every scenario component of PMI, 302, 303-304 BlaBlaCar, 18 BMI, 98 Board of directors leadership responsibilities of, 130 as model, 36 Bonuses, stay-on, 119-120 Bottom-up approach to management, 313, 313, 314, 359-360 BRICS nations, growth in, 5. See also China

Brownfield investments, 169 Building long lists, 103 Business compatibility, 307-308 Business culture, 123. See also Corporate culture Business environment development of regional/country, 116-118 post-financial crisis, 88-89 Business model, process, and organizational due diligence, 280-281 Business Model Canvas, 162 Business planning for joint ventures, 420 Buyers, defined, 140 Buyer teams for carve-outs, 398 Buy-side strategies of cross-border deals, 19 Cadbury, 82 Capital markets due diligence, 212-213 Capron, Laurence, 96, 412 Carve-outs context of divestiture and, 392-393 defined 45 divestiture program overview, 394-395 joint ventures and, 412, 413 overview of, 391–392 personnel for, 400–401 planning, 395-398, 396 process blueprint for, 402, 403, 404 program structure, 398, 399, 400-402, 404-405, 407 technology and, 405, 406, 407 Cash, as dominant form of payment, 100 Cash value added (CVA), 97-98, 277 Celebrations, importance of, 297-298 Center of excellence, IMO as, 236–237 CEO, role of, 36 CFIUS (Committee on Foreign Investment in the United States), 175, 176 Chairman of board, role of, 36 Chance, Clifford, 83 Change geopolitical, 22-23 Japanese and, 360 management of, 309 participants in, 264-266, 266 resistance to, 41, 156 strategic versus tactical, 264 See also Process change Charter development by IMO, 233-234, 237-239, 238 Chemical sector, 27

China anti-trust enforcement in, 72 automotive sector in, 170, 181 business environment of, 116-117 challenges of working in, 67 communication in, 329 companies in, 116-117, 179, 181, 332, 342, 346 competition clearance in, 117 critical industry in, 183–184 economy of, 341-342 employees in, 355 firms in, 180 inbound M&A in, 340, 343–352 investment and, 6-7, 178, 340 market of, 8, 98 managers in, 345-347, 349, 355-356 outbound M&A and, 341, 353, 353-356 outbound investment and, 6-7, 182, 342, 353 over-capacity industries in, 342 overview of, 356-357 Starbucks case study, 352 state-owned enterprise reforms in, 342 structural shifting in economy of, 341-342 as Transition Market, 9 trends in, 339-341 Clean teams, 110, 284, 284-285 Clone-and-go approach, 405 Closed-loop decision making, 261-263, 262 Closing activities, 293 Closing phase of M&A life cycle cultural integration in 163-164 overview of, 90 PMI and, 110 Commercial due diligence, 218-219 Commercial performance of targets, 57, 57, 58-59 Committee on Foreign Investment in the United States (CFIUS), 72, 175, 176 Committees, role of, 36 Common Market for Eastern and South Africa (COMESA), 118 Common stock, 101 Communication in Anglo-Saxon culture, 324 in Asian culture, 328-330 in carve-out phase, 401 in China, 347 cultural awareness and, 160-161

cultural differences in, 328 Day One, 248, 291–292 in European culture, 334 in Great Britain, 155 IMO and, 231, 235 investments in sensitive industries and, 195-196 in Japan, 361, 364 joint ventures and, 413 leadership and, 128-129, 132, 136-137 planning by IMO, 242, 242 pre-signing, 282 restrictions on inbound FDI and, 172 stakeholder analysis-based, 288-289 synergy program management and, 378 Communities and deal making, 40 Compatibility assessment, 306 Competition authorities, 71-72, 73, 74-76 Competition clearance, 117 Competitive intelligence, 11 Competitive strength, 93, 94 Complementary versus overlapping synergies, 375–376, 376 Completion phase of M&A life cycle cultural integration and, 161–162, 162 overview of, 90 Compliance rules, sector-based, and deal making, 37 Conference/video call capabilities, 106 Confidentiality agreements, 212, 421 Consciously skilled individuals, 142 Consciously unskilled individuals, 142 Consolidators, 48 Consultants, 241 Contractual joint ventures, 413-414 Convertible debt, 101 CooperVision, 74-75 Co-ownership of assets in joint ventures, 413-414 Corporate brand culture, 148-149 Corporate culture behavior and, 158–159 country culture compared to, 120-122 Daimler-Chrysler merger and, 146-147 digitization and, 154-156 in France, 148 leadership and, 129 legacy, respect for, 137 overview, 147 systems and, 159

Corporate finance/financial markets/ economy cluster, 31, 32-35 Corporate governance and deal making, 35-36 Corporate social responsibility (CSR), 81 Corporate strategies cross-border deals and, 20-21 M&A waves and, 15-16 See also Strategies Corporate strength and outbound FDI, 169 Cost synergies, 371, 373, 373-374 Countries business environment development of, 116 - 118culture of, 120-122 deal-making, 111-112, 112 differences in markets of, 7-9, 9 factors influencing cross-border deals specific to, 30-31 as federations, 119 global culture of, 143-144 investment agencies in, 118 local culture of, 144-147, 146 national interest of, 168-169, 173-174 national security definition in, 182-183 practices influencing integration in, 122-123 selection criteria for, 114-115 target characteristics and cross-border deals, 19-20 trend-setting, 112 See also specific countries Criteria weighting sessions in grid analysis, 258-259 Critical feedback, importance of, 244 Critical industries, definition of, 183-187 Cross-border deals complexity of, 4, 18-23, 42 drivers of, 98-101 evolution of, 17-18 hostile, 22, 133 preparing and planning for, 59-63 process for, 43 See also Factors influencing cross-border deals; Mergers and acquisitions (M&A) market; Mergers and acquisitions (M&A) strategy Cross-border mergers and acquisitions (M&A) strategy, components of, 50-52, 51, 52 CSR (corporate social responsibility), 81

Cultural alignment of companies, 91, 108, 108, 289-290, 295 Cultural assessment, 121, 122, 321-323 Cultural awareness after closing, 163-164 communication and, 160-161 creating, 156-158 between signing and closing, 161-262 skillfulness stages, 141-142, 142 Cultural Competence Center, 157 Cultural due diligence, 158-160, 222, 280 Cultural enablers, 163 Culturally dominant traits, 150 Culturally lenient traits, 150 Culturally shared traits, 151 Cultural management, 139-141 Cultural mapping, 149, 150 Culture of Anglo-Saxon regions, 324-327 of Asian countries, 328-334 of China, 344-347 country, 120-122 Luropean regions, 334–337 global, 143–144 integration approach and, 308 of Japan, 359 leveraging differences in, 153, 154 local, 144-146, 146 strategy and, 149-156 types of, 143-149 See also Corporate culture; Cultural awareness Culture Map, The (Meyer), 322 Customers internal, 265 key customers analysis, 306 new, access to, 24 CVA (cash value added), 97-98, 277 Daimler-Chrysler merger, 146–147 Danone, 75 Day 100, planning for, 316 Day One analyze phase on, 249-250 communications for, 248, 291-292 integrate phase on, 248-249 planning for, 290-291, 291, 316 DCF (discounted cash flow) model of value calculation, 367-368

Deal champions, 54, 264 Deal-making countries, 111-112 Deal source management, 103 Deal structure and legal entities, 69-71, 70.84 Deal teams disconnect between operational people and, 141 selecting, 278 Debt structures, 101–102 Decision making of acquirers, 252-253 in Anglo-Saxon culture, 326 in Asian culture, 331, 331–332, 332 assessment framework for, 252 in China, 350 disconnects and misconceptions of, 254 formality of process of, 254-255 in Japan, 359 leadership style and, 255-257 overview of, 270 preparation and localization of, 251-252 of targets, 253 tools, approaches, and practices, 257-263 Decision points for M&A team, 53, 53-54 Defense and aerospace industries, 185 Defense integrity, 182 Delocalization of work, and FDI, 171 Democracy and deal making, 39 Democratic leadership style, 255 256 Denmark, business culture of, 123 Dependencies in realization of synergies, 380 Digitization and corporate culture, 154–156 Disagreement in Anglo-Saxon culture, 327 in Asian culture, 333–334 cultural differences in, 333 in European culture, 337 Discounted cash flow (DCF) model of value calculation, 367-368 Disruptions, M&A waves as starting with, 15 Diversification of business risk, 99-100 Divestiture context of, and carve-out processes, 392-393 planning carve-outs and transitions, 395-398, 396 program overview, 394–395 step approach to, 414-415

Dual technologies, defense-related, 185 Due diligence cultural, 158-161 integration planning and execution in, 279-281 for investments in sensitive industries, 191-192 joint ventures and, 412-413 management of, 226-227 methods of, 225-226 mistakes in, 227-228 overview of, 203-205 as phase of M&A life cycle, 90, 105 - 107PMI and, 305-306 post-closing, 384-386, 385 steps of, 225 vendor, 394 See also Integrated due diligence; Traditional due diligence Duffy, Joseph, 131 Earn-cut structures, 102, 382-383 EBITDA plus, 97 Economic competition and FDI, 179 Economic interdependencies and peace, 174 Economist Intelligence Unit (EIU)/Accenture study, 139-140, 141 Education/corporate culture/culture cluster, 32, 39-42 Egalitarian leadership, 336 80/20 rule, 259-260 Electronic components, 185-186 Employee benefits, 221 Employees demographics and terms of employment of, 221 key, 214, 306 respect for dignity of, 363 for routine PMI, 302-303 of sensitive industries, 194-195, 196 stay-on bonuses for, 119-120 See also Personnel Employment laws, 109 Employment standards, 213-214 Enterprise nationality, 176-177, 198 Environmental due diligence, 214–215 Equipment manufacturing, 185 Equity financial strategies, 101 E-rooms, 106

Europe culture of, 334-337 entry points into, 114 M&A market in, 6–7 European Union (EU), competition clearance in. 117 Evaluation feedback in Anglo-Saxon culture, 324-325 in Asian culture, 330 cultural differences in, 325 in European culture, 334 Execution risk, mitigating, 107-110, 108 Executive alignment meetings, 285, 285-286 Executive summary section of synergy template, 286-287 Exiting transition service agreements, 408-409 Exon-Florio Amendment (US), 175, 178, 180, 183 Factors influencing cross-border deals causal cycle of, 66 challenges of, 66-67, 67 clusters of, 31–32 corporate finance/financial markets/ economy, 32-35 country-specific, 30-31 cultural/geographic, 39-42, 108, 108 financial, 78-81 firm-specific, 28-29 global, 31 governance/regulations/institutions, 35-38 industry-specific, 29-30 legal, 68–72, 74–78 overview, 28, 67-68, 68, 85 political, 82-84, 107-108 risk-based approach to, 84 social, 81-82 sociopolitical, 38-39 FDI. See Foreign direct investment Federations, 119 Feedback in Anglo-Saxon culture, 324-325 in Asian culture, 330 critical, importance of, 244 cultural differences in, 325 in European culture, 334 Finance work streams, 318 Financial due diligence, 215-217 Financial factors influencing cross-border deals

control and reporting, 80-81 taxation, 78-80 Financial investors and M&A waves, 16-17 Financial services, 27 Financial summary section of synergy template, 287 Firm level of forces interacting with M&A and PMI developments, 14 First 100 days phase of M&A life cycle management of, 294-296 overview of, 90 First actors, 264-265 Five Whys tool for decision making, 260 Focus group-based stakeholder analysis, 289 Foreign direct investment (FDI) in China, 340 national interest and, 158-169 overview of, 167( See also Inbound toreign direct investments; Inward foreign direct invesments; Outbound foreign direct invescments Foreig: Investment and National Security Act (US), 176 Forex rates and deal making, 34 Formality of decision-making process, 254-255 France, corporate culture in, 148 Funding for cross-border deals, 21-22 financing strategies, 101–102 for joint ventures, 418-419 GAAP (generally accepted accounting principles), 80 GAFA firms (Google, Amazon, Facebook, Apple), 14-15. See also Google GDP growth rates and deal making, 34-35 GDP/M&A value ratio, 8 GE-McKinsey nine-box matrix to build strategic vision, 277 focus of, 92, 102 to identify gaps needed for growth, 93, 95 matrix of determinants for external comparison, 94 where to invest, when to harvest or divest, 95

Gender roles in local culture, 145 General Electric (GE), 194–195. See also

GE-McKinsey nine-box matrix

Generally accepted accounting principles (GAAP), 80 Geographical expansion through acquisitions, 115 Geopolitical change, 22-23 Germany, as Outbound Market, 9 Global culture, 143-144 Globalization and national interest, 168-169, 173-174 Global level of forces interacting with M&A and PMI developments, 11 Global mergers and acquisitions (M&A) market as expanding, 6–7 volatility of, 4-5 Global PMI Partners Acquisition Carve-Out Framework, 392 surveys by, 66, 67, 69, 230 See also Acquisition Integration Framework Global transaction trends, 88-89 Good faith, 422 Google, 74, 344 Governance of carve-outs, 398 in China, 349-351 PMI and, 309, 310, 311 synergy program management and, 377,379 Governance/regulations/institutions cluster, 31.35-38 Greenfield investments cross-border deals compared to, 25-26 as foreign direct investments, 169 Resource Pathways Framework and, 96 Grid analysis for complex decision making, 257-259, 258 Gross domestic product growth rates and deal making, 34-35 Growth choices of companies, 45, 46 Guanxi (relationship), 344-345

Handoffs, handling, 54 Haspeslagh matrix, 383, 383 Herding behavior, 42 Hierarchical leadership, 336 Hofstede, Geert, 144–146, 335 Holcim-Lafarge transaction, 18 Holistic business view, 267 Horizontal integration and consolidation of market shares

cross-border deals and, 20 M&A waves and, 16 Hostile cross-border deals, 22, 133 "Hubris hypothesis," 41 Human capital work streams, 318 Human resource management M&A team, 55-56, 61-62 tools for, 106 Human resources cultural attributes of, 108 due diligence, 221-222 local market and deal making, 36-37 planning and resourcing team, 240-241 See also Personnel Hybrid financial structures, 101 ICT (information and communication technologies), 27, 154-156 IFRS (International Financial Reporting Standards), 80 IMO. See Integration management office Inbou. d foreign direct investments China and, 340, 343–352 Japan and, 361–365 purpose of restrictions on, 171-173 See also Inward foreign direct investments Incentives assessment and alignment of, 266 plan for, 292-293 Income statements, 216 Individuals and unions/industry organizations/politics cluster, 32, 38-39 Industrial policy and FDI, 170-171 Industries in China, over-capacity and consolidation of, 342 critical, definition of, 183-187 sensitive, investments in, 190-196 specialization of, and cross-border deals, 19 - 20trend-setting, 112 Industry attractiveness, 93, 94, 95 Industry level of forces interacting with M&A and PMI developments, 14 Industry regulations and FDI, 187–188 Inequality, globalization, and public opinion, 173 Inflation rates and deal making, 34

Information accurate, need for, 46, 50, 60 leaking of, 105 security and privacy of, 78 sensitive, exchange of, 132, 133 Information and communication industries, restrictions on FDI in, 185-186 Information and communication technologies (ICT), 27, 154-156 Information systems (IS), integration of, 154-156 Information technology (IT) due diligence, 223-224 work streams, 319 Infosys, 151 Infrastructure, 186 In-house resources, 241 Initiative development sessions in grid analysis, 258 Initiative rating in grid analysis, 259 Innovation, appetite for, 41 Innovative management culture, 149 Institutional quality and deal making, 38 Intangible assets and cross-border deals, 21 Integrated due diligence cultural, 222 domains of, 220-224 human resources, 221-222 information technology, 223-224 operational and supply chain, 222-223 overview of, 205, 219-220 traditional due diligence compared to, 208 Integrated planning by IMO, 243 Integrate phase on Day One, 248–249 Integration challenges of, 139-140, 140 design of, for sensitive industries, 194-195 of ICT and IS, 154-156 leadership failures and, 128-129 leadership responsibilities during, 130 pre- and post-merger, 109-110, 282-283 regional and country practices influencing, 122 - 123review of, 297 See also Acquisition Integration Framework; Integration due diligence; Integration management office; Integration planning and execution; Post-merger integration Integration approach, 307, 307-309

Integration due diligence business model, process, and organizational differences, 280-281 cultural review, 280 leadership team, 281 overview of, 279 synergy analysis, 279-280 Integration management office (IMO) as center of excellence, 236-237 in China, 350-351 culture and, 162 Day One, 247-250 establishing and executing, 237-247 functions of, 232-237, 233 impact and role of, 229-230 in Japan, 364-365 leadership of, 129, 133, 134, 134 project management office compared to, 232 purpose of, 230-231 resourcing for, 131–132 responsibilities of, 311-312 routines of, 314-315 setting up, 286 toath launch, 293–294 transition from project phase to operational responsibility, 296-297 Integration management tools, 269 Integration milestone planner, 295 Integration planning and execution in due diligence phase, 279-281 joint ventures and, 413 in M&A life cycle, 274-275 in post-closing phase, 293-298 in post-signing phase, 283-293 in pre-signing phase, 281-283 in strategic selection phase, 275-278 Intellectual property access to, 25, 422 due diligence, 211-212 Interdependencies in realization of synergies, 380 Interest rate levels and deal making, 33-34 Internal customers, 265 International Financial Reporting Standards (IFRS), 80 Internationalization of firms, 21, 24-25 International political agreements and FDI, 189 International trade agreements and FDI, 188-189 Internet technology, consumer, and gaming companies, 70-71

Investor rights and deal making, 37, 419-420 Inward foreign direct investments, 170. See also Inbound foreign direct investments IS (information systems), integration of, 154-156 Ishikawa or fishbone diagram, 260, 260 Israel, culture map of, 322, 323 Issue escalation procedures, 379-380 IT (information technology) due diligence, 223-224 work streams, 319 Jade Cargo, 98 Japan inbound M&A, PMI, and, 361-365 M&A and PMI in, 357-358 outbound M&A, PMI, and, 358-361 as Outbound Market, 9 ringi system in, 331-332 Job descriptions and expected results, 362-363 Job losses, 83, 172 Joint venture agreement sections business planning and accounting, 420 completion actions, 417-418 confidentiality, 421 definition of business, 417 directors and management, 418 funding and financing, 418-419 key clauses, 421-422 restrictions and rights of shareholders, 419-420 termination, 420-421 Joint venture companies, 413–414, 415, 415-416 Joint ventures (JVs) acquisitions compared to, 180-181 characteristics of, 414-415 cross-border deals compared to, 26 deal structure, 415, 415-416 documentation of, 212 life cycle of, 411–413 operational success factors in, 416 Resource Pathways Framework and, 96 structuring agreements, 416–417 types of, 413–414

Kaizen-based leading practices, 266–268 Key customers analysis, 306 Key employee analysis, 306 Key performance indicators, 360-361 Kick-off presentations, 248-249 Kraft, 75, 82 Labor laws, 109 Labor laws due diligence, 213-214 Labor relations issues, 213 Laissez-faire leadership style, 255, 256, 358-359 Lanchester strategy, 275–276, 276 Land, access to, 184 Languages and dialects in China, 348-349 culture and, 154 deal making and, 40 in Japan, 364 Japanese business persons and, 359 Leadership of acquiring companies, 129-131, 130 as adding value and supporting target owners, 379 in Auglo-Saxon culture, 326 Asian culture, 330–331 in China, 345–347 cultural differences in, 331 decision making and style of, 255-257 egalitarian versus hierarchical, 336 in European culture, 335-336 of IMO, 133-134, 134 integration due diligence and, 281 of joint ventures, 418 leading practices, 136–137 leveraging existing styles of, 263-264 local business community and, 119 management talent assessment, 221-222 overview of, 127-129 of PMI, 301 by project managers, 317-318 of target companies, 130, 131-133 void in, addressing, 134-136 for work streams, 315-316 Leading practices kaizen-based, 266-268 for leadership, 136-137 for process change, 263-266 Legal definitions for joint ventures, 422 Legal due diligence anti-trust, 210-211 capital markets, 212-213

Legal due diligence (continued) environmental, 214-215 intellectual property, 211-212 labor laws, 213-214 overview of, 208-210 Legal factors influencing cross-border deals competition authorities, 71-72, 73, 74-76 deal structure and legal entities, 69–71, 70 employment and labor laws, 109 global culture and, 144 mitigation of execution risk and, 107-108 overview, 68-69, 74-78 sector-specific regulation, 76-78 Lego<sup>®</sup> Serious Play<sup>®</sup> methodology, 162 Licenses, 212 Life cycle. See Mergers and acquisitions (M&A) life cycle Line managers and synergy program management, 379, 381-382 Line-of-sight diagrams, 263, 263 Liu Xiaobo, 145 Loan stocks, 101 Local culture, 144-147, 146 Localization in China, 351-352 of decision making, 251-257 Local support/assistance China and, 356 for due diligence, 112-113 selection of, 118, 122 for transactions, 105-106 trust and, 118 Lock-up period, 419 Long-term transition service agreement, 397-398 Long-term versus short-term orientation, 145 Low-hanging fruit, synergies as, 378 Lucas paradox, 7 Lufthansa AG, 97, 98 M&A End-State Vision, 104 Majority ownership, 181–182 Management of change, 309 of cultural differences, 337-338 of due diligence process, 226-227 of first 100 days, 294-296

of human resources, 55–56, 61–62, 106 of joint ventures, 418 of M&A resources, 10 of methodology by IMO, 236

of OFDI, by China, 355-356 of PMI projects, 300-301, 317-318 of resources by IMO, 235 of stakeholders, 11, 295, 345 theories of, and deal making, 41 of transition service agreements, 236, 407-409 of work stream by IMO, 235 See also Integration management office; Synergy program management Management case for business, 368, 368 Management presentations to targets, 55-56 Management style in China, 345-347 Management talent assessment, 221–222 Marketing work streams, 319 Markets access to, 343 national differences in, 7–9, 9 new, access to, 24 relationships with, 99 trends in, 93 See alco Mergers and acquisitions (M&A) market Marks, M. L., 153, 154 M&A value/GDP ratio, 8 Media, restrictions on FDI in, 186 Merged company identity, 308 Mergers and Acquisitions Integration Handbook (Whitaker), 233, 235 Mergers and acquisitions (M&A) life cycle due diligence phase of, 90, 105–107 integration planning and execution in, 274-275 linking to transaction strategy, 91–92 phases of, 89, 89-90 strategic selection phase of, 102-104 transaction planning and execution, 91 Mergers and acquisitions (M&A) market cross-border deals as segment of, 17-18 as cyclical, 10-11, 12-13, 14-17 evolution of, 4 as geographically spreading, 6-7 national differences in, 7-9, 9 overview, 42 as resilient, 4-6 Mergers and acquisitions (M&A) strategy complexity of, 65-66, 66 components of, 48-49 cross-border, components of, 50-52, 51, 52

inputs into acquisition analysis, 46, 46-47,47 organization responsibilities and accountability, 53, 53-56 overview, 45 preparing and planning for cross-border deals, 59-63, 63 screening process, 49, 49-50 Metals, precious, 184 Methodology management by IMO, 236 Methods of due diligence, 225–226 Meyer, Erin, 144, 322, 328 Mezzanine debt, 101-102 Middle East, M&A market in, 7 Military enemies and FDI, 178–179 Military terrains and lands, 185 Mind-set of team, 61 Mines, 184, 185 Minimum required cash flow, 97-98 Minimum to maximum scenario analysis, 374, 375 Minority ownership, 181-182 Mirvis, P. H., 153, 154 Mitchell, Will, 96 Mitigation of execution risk, 107-110, 108 Mixed leadership styles, 256-257 Modrall, Jay, 75 Munitions, 185

National defense laws and rules, and FDI, 188 National differences in markets, 7-9, 9 National interest cross-border M&A and, 168–169 economic globalization and, 173-174 National level of forces interacting with M&A and PMI developments, 14 National security, definition of, 182-183 National security review for investments in sensitive industries, 193 National strength and outbound FDI, 169-170 Natural hedges, 100 Natural resources, access to, 24, 184-185 NDAs (nondisclosure agreements), 105 Negative synergies, 374-375 Negotiation phase of M&A life cycle joint ventures and, 413 overview of, 90 Netflix Culture Statement, 151–152, 157 New markets and customers, access to, 24 Nondisclosure agreements (NDAs), 105

Nordic countries, business culture of, 123 Norway, business culture of, 123 Notes to financial statements, 216 Nuclear energy, 187 Obstacles, removing, as leadership responsibility, 130 Oil and gas reserves, 184 On-boarding of integration team, 317 Operational due diligence, 222-223 Operational improvements and value creation, 113 Operational process, documentation of, 360 Operational responsibility, transition to, 296-297 Operations tools, 269–270 Operations work streams, 319 Organizational structure of IMO, 232-233, 233 Organizations, responsibilities and accounted lity in, 53, 53-56 Ottosson, Erik, 97 Outbound toreign direct investments (OFDI) Chi. a and, 341, 353, 353-356 Lapan and, 358–361 overview of, 169–171 Outsourcing, 343 Overlapping versus complementary synergies, 375-376, 376 Owners process, 265 of synergy targets, 378, 379 Ownership, majority and minority, 181-182 Papandropoulos, Penelope, 75 Pareto analysis/diagram, 259, 260 Partners/partnerships, 62 Patent assets, 211-212 Paternalistic leadership style, 256 Peer reviews, 386 People-based analysis, 121

Perks, dealing with, 119 Personnel for carve-out phase, 400–401 change participants, 264–266, 266 for China, 348–349 clean teams, 110, 284, 284–285 culture expert, 157 deal champions, 54, 264 deal teams, 141, 278 human resources team, 240–241

Personnel (continued) management of, by Chinese managers, 355 project managers, 317-318, 348-349 for sensitive industries, 193-194 success celebrations for, 297-298 TSA managers, 407-408 for work streams, 315-316 See also Human resources; Leadership; Local support/assistance Persuasion in Anglo-Saxon culture, 325-326 in Asian culture, 330 cultural differences in, 335 in European culture, 335 Plan development by IMO, 234 Planning for M&A projects cultural awareness and, 156-158 deal structure, 84 IMO and, 230-231, 239-244 leadership of, 129-130, 131 overview of, 59-63, 63 pre-deal, 112-113 risk and risk mitigation, 242-243, 243, 306 risk-based approach to, 66-67 See also Integrated due diligence; Integration planning and execution; Traditional due diligence Playbook development by IMO, 234 244-245, 245-246 P&L section of synergy template 287 PMI. See Post-merger integration Policies and directives documents, 60-61 Political agreements, international, and FDI, 189 Political factors influencing cross-border deals decision making and, 261 mitigation of execution risk and, 107-108 overview of, 81-82 Political scrutiny over interstate relations, 174 Post-closing phase of M&A life cycle due diligence in, 384-386, 385, 388 integration planning and execution in, 293-298 joint ventures and, 413 synergy analysis in, 379 synergy exploration in, 385 Post-financial crisis world, trends in, 88-89 Post-merger integration (PMI) Acquisition Integration Framework for, 304-305, 305

Analyze subphase of, 305, 316–318 in China, 347-349, 351-352 components of, 301-304, 302 due diligence and, 305-306 Integrate subphase of, 305, 318-319 in Japan, 360-361 joint ventures and, 412-413 management of, 300-301, 317-318 overview of, 299-300 planning and execution process, 91 Relate subphase of, 305, 306-309, 311-316 Post-mortem analysis by IMO, 236 Post-signing phase, integration planning and execution in, 283–293 Power distance of local culture, 145, 335 Preference shares, 102 Preferred stock, 101 Presentations kick-off, 248-249 management, to targets, 55-56 Pre-signing phase, integration planning and caecution in, 281–283 PricewaterhouseCoopers study, 381, 381 Leivacy issues, 214 Process blueprint, 402, 403, 404 Process change catching wave of, 268 leading practices for, 263-266 overview of, 270-271 technology tools to support, 269-270 Process owners, 265 Procurement for market joint ventures, 414 Product diversification and creation of conglomerates, and M&A waves, 16 Product for market joint ventures, 414 Production assets, access to, 25 Product redo playbook, 48 Professional service sector, development of, 122-123 Project Management Body of Knowledge (Project Management Institute), 234 Project management office, IMO compared to, 232 Project management tools, 247 Project managers, 317-318, 348-349 Project milestones, 301 Protectionism, 72, 74 Proxy entities, 193–194 Public interest and public policy, 81-82

Publicly traded earn-out structures, 102 Pushback, dealing with, 244 Question and answer (Q&A) sessions after management presentations, 55 RACI diagrams, 265-266, 266 Rare earth mines, 185 Reasons for cross-border deals, 99 Regulation competition authorities, 71-72, 73, 74 of employee rights, 401 sector-specific, 76-78 See also Restrictions on inbound FDI Relate phase of mergers and acquisitions (M&A) integration life cycle ensure plan consistency, 244 establish charter, 237-239 establish plans, 240-244 establish playbook, 244 set up IMO, 239-240 utilize technology tools, 247 Relate subphase of AIF governance structure, 309, 310, 311-316, 313.314 integration approach, 307, 307-309 overview of, 305, 306-307 Relationships in China, 344-345 interstate, 174 with potential targets, 278 "Relevant market" concept, 74 Reporting lines, Chinese, 350 Reporting systems, Japanese, 362 Research and development assets, access to, 25, 99, 186 Research and development joint ventures, 414 Resilience, long-term, 99-100 Resistance to change, 41, 156 to foreign investments, 198-199 Resource Pathways Framework, 92, 95–96, 96, 102-103 Resource planning, 54 Resources availability of, 96, 96 centralized versus local, 241 management of, by IMO, 235 natural, access to, 24, 184-185 of targets, 241-242 See also Human resources

Respect for dignity of employees, in Japan, 363 Restrictions on inbound FDI concepts of, 174-177 critical industries, definition of, 183-187 differences and similarities in, 189-190, 190 industry regulations, 187-188 international political agreements, 189 international trade agreements, 188–189 national defense laws and rules, 188 national security, definition of, 182-183 nature of acquirer, 177-179 nature of target, 180 overview of, 196-197, 198-199 purpose of, 171–173 type of transaction, 180-182 Retirement plans, 221 Revenue of partners, building up, 62 Revenue synergies, 371, 372–373, 373 Reverse transition service agreement, 397 Risk and risk migation planning, 242-243, 243, 306 Risk-based approach to planning, 66-67 Risk management, 84 Risks execution, mitigating, 107–110, 108 systemic, and national security, 173-174 Risk sharing, 99 Routine component of PMI, 302, 302-303 Routines, PMI, 313-316 Russia, culture map of, 322, 323 Sale and purchase agreement (SPA), 395, 413 Sales acceleration playbook, 48 Sales and marketing entities, 70 Sales work streams, 319 Santayana, George, 157 Sauflon Pharmaceuticals, 74–75 Screening targets for strategic fit, 49, 49-50, 104, 277, 278 Sector-specific regulation, 76-78 Seller teams for carve-outs, 398 Semco, 149 Senior debt, 101 Sensitive industries, investments in anti-trust compliance, 192-193 communication, 195-196 deal strategy, 190-191 deal structure, 192 due diligence process for, 191–192 employees, 194-195

governance and legal design, 193-194 integration strategy design, 194-195 national security review, 193 stakeholder management, 191 Separations. See Carve-outs Serial acquirers, 48 Service level agreement (SLA), 408 Share deals, 416 Shareholders, restrictions and rights of, 37, 419-420 SharePoint portals, 106 Shire, 83 Signing phase of M&A life cycle cultural integration and, 161–162, 162 overview of, 90 Size of financial national industry and deal making, 33 SLA (service level agreement), 408 Social fabric and deal making, 39-40 Social factors influencing cross-border deals, 81 - 82Social orientation of local culture, 144-145 Sociopolitical factors, 38-39 "Soft" psychological patterns, 41-42 Sources of targets, 103, 277 South Africa, business environment in, 118 SPA (sale and purchase agreement), 395, 413 Speed of decision-making process, 254-255 Staff. See Employees; Personnel Stakeholder analysis, 285-286, 288-289 Stakeholder management in China, 345 first 100 days, 295 for investments in sensitive industries, 191 M&A waves and, 11 Stakeholder mapping, 83 Stand-alone value of acquisitions, 367-368 Standardization of process and tools, 268 Starbucks in China, 352 State-owned enterprises (SOEs) in China, 342, 346 FDI and, 179 outward FDI and, 170-171 Steering board for PMI, 311, 314 Step approach to divestiture, 414-415 Steps of due diligence, 225 Stewart, Bennett, 97 Stock deals, 69-70, 70 Stock market evaluation and deal making, 33

Stopping processes, 270 Strategic buyers and M&A waves, 16-17 Strategic motives for cross-border deals industry differences, 26-27 internationalization of firms, 24-25 other types of transactions, 25-26 overview, 23-24 Strategic selection phase of M&A life cycle integration planning and execution in, 275 - 278overview of, 89, 102-104 Strategies compatibility of, 307-308 culture and, 149–156 defining and sharing, 360 execution and localization of, in China, 351-352 for investments in sensitive industries, 190-191 See also Mergers and acquisitions (M&A) strategy; Transaction strategies Stretch targets, 373 Subortinated debt, 101 Supervisory board model, 36 Supply chain due diligence, 222–223 Sweden, business culture of, 123 Symbols and corporate culture, 159 Synergy alignment and IMO, 234 Synergy analysis, 279-280, 306, 379 Synergy case for acquisitions, 368, 368–369 Synergy mapping, 263, 263 Synergy program management critical actions to capture synergies, 378-383, 382, 383 defining and validating synergies, 371-376, 373, 375, 376 overview of, 369-370, 370 post-closing due diligence, 384-386, 388 structuring, 376-378, 377 Synergy template, 286–287, 372 Synergy working sessions, 90, 110, 287-288 Systemic risks and national security, 173 - 174Systems and corporate culture, 159 Tailor-made component of PMI, 302, 303 Tajana, Alessandro, 75 Targets country characteristics and cross-border deals, 19-20

criteria for, 56, 56-59 cultural mapping of, 150 deal champions and, 54 decision-making process of, 253 defined, 45, 140 desktop analysis of, 121 management presentation attendance, 55-56 nature of, and FDI restrictions, 180 resources of, 241-242 screening process, 49, 49-50, 277, 278 selecting, 102-104 sources of, 103, 277 See also Strategic selection phase of M&A life cycle Target teams for carve-outs, 398 Tax analysis, 112 Taxation, 78-80 Tax due diligence, 217-218 Tax inversion, 68, 79, 83 Tax synergies, 371 Technical and process support by IMO, 236 Technologies defense-related dual, 185 information and communication, 27, 154-156 Internet, consumer, and gaming companies, 70-71 See also Information technology Technology infrastructure and systems in carve-out phase, 405, 406, 407 Technology tools for decision making and process change, 269-270 for startup and planning, 247 Telecom media technology (TMT) industry, geographical expansion through acquisitions in, 114-115 Telecommunications, restrictions on FDI in, 186 Termination of joint ventures, 420-421 Test of English for International Communication, 359 360-degree due diligence, 205, 219-220. See also Integrated due diligence Time in Anglo-Saxon culture, 327 in Asian culture, 334 cultural differences in, 327 in European culture, 337

Timing of acquisitions, 116 in decision making, 261 of integration approach, 308-309 negotiation, pricing, and, 10 of realization of synergy effects, 381, 381 TMT (telecom media technology) industry, geographical expansion through acquisitions in, 114-115 Tools for human resource management, 106 for integration management, 269 for operations, 269-270 for project management, 247 standardization of, 268 Tools for decision making closed-loop, 261–263 262 80/20 rule, 259-260 Five Whys, 260 grid analysis, 257–259, 258 Ishikawa vi fishbone diagram, 260, 260 Pareto analysis/diagram, 259, 260 sync sy mapping, 263, 263 Tou-down approach to management, 313, 313 Tracking synergies, 386, 387, 388 Trade agreements, international, and FDI, 188-189 Trademarks, 212 Traditional due diligence commercial, 218-219 components of, 206, 208 financial, 215-217 integrated due diligence compared to, 208 legal, 208-215 tax, 217-218 Transactional leadership style, 256-257 Transactions global trends in, 88-89 number of, 5-6 planning and execution of, 91-92 type of, and FDI restrictions, 180–182 Transaction strategies cash value added, 97-98 developing, 92 GE-McKinsey nine-box matrix, 94, 95, 95 matching with reality, 98-102 Resource Pathways Framework, 95-96, 96 Transformational leadership style, 256 Transformation phase of change activity, 409

Transitions planning carve-outs and, 395-398, 396 from project phase to operational responsibility, 296-297 Transition service agreement (TSA) benefits of, 396 carve-outs and, 395-397 exiting, 408-409 long-term, 397-398 management of, 236, 407-409 reverse, 397 Transition team kickoff, 90 Trends in China, 339-341 in deal-making countries, 112, 112 global transaction, 88-89 market, 98 in U.S., 113 Trust in Anglo-Saxon culture, 326 in Asian culture, 332 building, with local stakeholders, 118, 199 cultural differences in, 337 in European culture, 336-337 integration approach and, 309 TSA. See Transition service agreement Type A—Balanced Markets, 8 Type B-Outbound Markets, 9 Type C-Very Active Markets, 9 Type D-Transition Markets, 9 Types of deals and differences in values and culture, 153, 154 Uncertainty acceptance versus uncertainty avoidance, 145 Unconsciously skilled individuals, 142 Unconsciously unskilled individuals, 142 Undermining of integration planning effort, 132-133 "Unicorn," 18 Unions and deal making, 38-39 United States business culture of, 123 Chinese investment in, 353 Committee on Foreign Investment, 72, 175, 176 competition clearance in, 117 corporate tax in, 79 M&A market in, 6 M&A waves in, 12-13

regulatory framework of, 175-176, 178, 180, 183 as Very Active Market, 9 Uranium, 184 Utilities, energy and water, 186-187 Valuation financial due diligence and, 216-217 joint ventures and, 412 Value of acquisitions, 367-369 creation of, 113, 114 drivers of, 277 global, of M&A market, 5 of M&A deals, 6 Value-added logic of targets, 56, 56–57, 58 Value chain swaps, 414 Values corporate, 159-160, 164 deal making and, 40-41 leveraging differences in, 153, 154 shared, and culture, 151–152 universal, 152-153 Vendor due diligence, 394 Vertical integration and control over value chain cross-border deals and, 19, 20 M&A waves and, 16 Video call/conference capabilities, 106 Virtual data rooms, 106, 226-227 Vision, 274, 278 Vision deck, 136 Volumes, global M&A, 207 Warranties, 422 Waves, M&A determinants of, 11, 14-17 drivers of, 14 overview, 10-11 in U.S., 12-13 Weissenrieder, Fredrik, 97 Welcome packs, 161 Workshops, culture, 161–162 Work streams functional, geographic, and mission-based,

312–313 in Integrate subphase, 318–319 management of, by IMO, 235 responsibilities of, 315–316

synergy program management and, 377–378