Contents

Preface	Xİ
About the Author	XV
About the Contributors	xvii
PART ONE	
Cross-Border Strategy and Deal Planning	
CHAPTER 1 Cross-Border Deal Evolution and Rationals	3
The Evolution of M&A and Cross-Border Deals Strategic Motives Factors Influencing Cross-Border Deals Chapter Checklist	4 23 28 42
CHAPTER 2 Cross-Border M&A Strategy and Deal Planning Essentials	45
Michael Holm M&A Strategy Overview Components of Cross-Border M&A Strategy Responsibilities and Accountability in the Organization Target Company Criteria Prepare and Plan for a Cross-Border Deal Chapter Checklist	45 50 53 56 59 63
CHAPTER 3 Legal, Financial, Social, and Political Interdependencies with Cross-Border Integration Andrew Scola Introduction Legal Impact	65 65 68

Financial Impact	78
Social Impact	81
Political Implications	82
Managing External Risks and Issues	84
Chapter Checklist	85
CHAPTER 4	
Trends and Leading Practices in Global M&A	87
Thomas Kessler	
Global Transaction Trends in the Post-Financial	
Crisis World	88
The M&A Life Cycle	89
Developing a Succinct Cross-Border Transaction Strategy	92
Matching M&A Strategy with Transaction Reality	98
Selecting the Right Candidate	102
Planning Cross-Border Due Diligence	105
Defining Successful Options and Strategies for Mitigating	
Execution Risk in Cross-Border M&A Transactions	107
Chapter Checklist	110
CHAPTER 5	
Cross-Border M&A: Region- and Country-Specific Trends	
and Deal Planning Tips	111
Michael Holm	
Introduction	111
Some Useful Cross-Border Insights and Tips	118
Understanding Corporate versus Country Cultures	
When Doing Cross-Border M&A Deals	120
Chapter Checklist	123
7	

PART TWO

Cross-Border Culture and Leadership Alignment

CHAPTER 6

Leading during Cross-Border M&A	127
Scott Whitaker	
Why Leadership Is So Critical during M&A	128
Leadership Responsibilities of Acquiring Companies	129
Leadership Responsibilities of Target Companies	131

Leadership Responsibilities of the Integration Management Office Symptoms of A Leadership Void and How to Address Them Leadership Leading Practices Chapter Checklist	133 134 136 137
-	
CHAPTER 7 The Role of Culture in Cross-Border M&A	139
Christophe Van Gampelaere	199
Understanding Cultural Management	139
Cultural Awareness	141
Strategy and Culture	149
Implementation	156
Chapter Checklist	164
Implementation Chapter Checklist	
CHAPTER 8	407
Managing National Reactions and Sovereignty lesues	167
Gilles Ourvoie	
The Ambivalent Relation between Gross-Border M&A	1.(0
and National Interest	168
Inward Cross-Border Deals: Key Restrictions International Differences and Similarities	174 189
How to Deal with Sensitive Cross-Border Transactions	189
Conclusion	190
Chapter Checklist	198
Chapter Checking	170

PART THREE

Cross-Border Integration, Planning, and Execution

CHAPTER 9

Managing Pre-PMI Due Diligence	203
Eitan Grosbard	
Introduction	204
Traditional Due Diligence	206
Integrated Due Diligence—360-Degree Due Diligence	219
Conducting the Due Diligence Process	224
Chapter Checklist	228

CHAPTER 10 Ramping Up an Integration Management Office and Day One in Cross-Border Deals Stefan Hofmeyer	229
The Impact of an Integration Management Office on	
Cross-Border Integration	229
Understanding the Integration Management Office Establishing and Executing the Integration	232
Management Office	237
Day One: Starting the Integrate and Analyze Phases Chapter Checklist	247 250
CHAPTER 11	
Integration Decision Making and Process Strategy in Cross-Border Deals Stefan Hofmeyer	251
Preparation and Localization of Decision Maining	251
Primary Decision-Making Tools, Approaches, and	231
Leading Practices	257
Leading Practices for Global Integration Process Change	263
Kaizen-Based Leading Practices	265
Catching the Wave of Change	268
Chapter Checklist	270
CHAPTER 12	
Post-Merger Integration Process, Methodologies, and Tools	273
Thomas Kessler	
The M&A Life Cycle	274
Strategic Selection	275
Integration Due Diligence	279
Pre-Signing	281
Post-Signing	283
Post-Closing	293
Chapter Checklist	298
CHAPTER 13 Managing Doot Mongon Integnation Clobally	299
Managing Post-Merger Integration Globally Eitan Grosbard	233
Introduction	300
Due Diligence	305
Relate	306

Analyze Integrate Chapter Checklist	316 318 319
Chapter Checklist	519
CHAPTER 14 Country-Specific Trends and Tips for Integration Planning	321
Christophe Van Gampelaere	021
Opening	321
A Cultural Overview of the Most Active M&A Regions	323
Anglo-Saxon Regions	324
Asian Countries	328
European Countries and Regions	334
Summary	337
Chapter Checklist	338
European Countries and Regions Summary Chapter Checklist	
M&A and Post-Merger Integration Consideration	
China and Japan	339
Robert Ping Yu, Makoto Ideno, and Masski Yamamoto	
Overview of M&A Trends in China	339
Issues and Approaches for Inbound M&A in China	343
Issues and Approaches for Outbound M&A from China	353
Chapter Checklist for Part 1: China	356
Overview of M&A and Post-Merger Integration in Japan	357
Issues and Approaches for Outbound M&A and	
Post-Merger Integration from Japan	358
Issues and Approaches for Inbound M&A and	
Post-Merger Integration in Japan	361
Chapter Checklist for Part 2: Japan	365
CHAPTER 16	
Cross-Border Synergy Program Management	367
Michael Holm	
Introduction	367
Defining and Validating Synergies	371
Structuring Synergy Programs	376
Critical Actions to Capture Synergies	378
Post-Closing Due Diligence	384
Chapter Checklist	388

PART FOUR

Unique Cross-Border M&A Transaction Scenarios

CHAPTER 17 Managing Carve-Outs and Transition Service Agreements Andrew Scola	391
	204
Introduction to Divestitures and Carve-Outs	391
The Context of Divestiture Impacts	
Carve-Out Processes	392
Divestiture Program Overview	394
Planning a Carve-Out and Transition	395
Program Structure	398
Managing the Transition Service Agreement	407
Chapter Checklist	409
Joint Ventures Thomas Kessler The Joint Venture Life Cycle Chapter Checklist	411 411 423
Program Structure Managing the Transition Service Agreement Chapter Checklist CHAPTER 18 Joint Ventures Thomas Kessler The Joint Venture Life Cycle Chapter Checklist Index	425
\mathbf{v}	