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Technology

Global Corporate Divestment Study

Innovation, information and analytics drive divestment success

EY

Building a better working world

A note from Jeff Liu

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Rapid innovation in technology and heightened activist investor moves made big headlines this year while the Internet of Things (IoT) and data storage drove huge deals. Consolidation within the technology sector was a key driver in M&A activity in 2015, as seen in the US$67 billion Dell-EMC deal. In fact, M&A deals through November reached an aggregate value of US$429.2 billion, eclipsing the previous annual record of US$412.4 billion set in 2000 and up 81% over 2014, according to our EY November 2015 *M&A at a glance* report. Major trends in the tech industry included cloud delivery services, gamification, location-based services and digital security.

As activist investors continue to focus on technology stocks, companies must be prepared for any tactics that activists may deploy to exert influence on their strategic, financial and operational approach. In looking ahead to 2016, our study found that nearly one-quarter of companies are not adequately prepared for shareholder activism.

As the technology sector produces a steady stream of new products and innovation, incumbent technology companies continue to face the threat of very rapid disruption.

Our study also found that technology companies often take a reactive approach to divestment opportunities. More than half of the companies told us that they held on to assets too long, mostly because they did not properly analyze the valuation of each business unit. To maintain maximum value for shareholders, companies must closely monitor the relevant metrics investors use to evaluate financial and operating performance. Tech companies should consider looking at themselves almost with an activist lens, to truly "stress-test" their strategies.

That said, in this report you will find market perspective and leading practices related specifically to technology, followed by our full global study that includes a more robust exploration of portfolio review and divestment strategy insights.

Technology key findings

The activist threat

39% of technology companies say they are only moderately prepared for activist threats, and a worrying 17% are not prepared at all

Valuation is king

60% say valuation considerations were the most important in motivating them to consider a divestment

Substandard data analytics

79% say poor data made it difficult for them to use analytics effectively in divestment decision-making

Untangling the intellectual property issue

59% say intellectual property issues are among the top challenges to divestment in the sector

Lessons learned

Market overview

Rapid innovation is driving far-reaching changes in the technology sector. Disruptive new entrants are forcing more mature businesses to re-evaluate their portfolios in search of growth and value.

The effect of innovation on the sector is illustrated by the semiconductor segment — from January through November 2015, US$91 billion of M&A was announced by semiconductor companies jostling to take advantage of the IoT market, such as Avago Technologies Ltd.'s US$37 billion deal for Broadcom Corporation. Other mature areas of the industry, such as storage, should be braced for a similar shake-up — the blockbuster US$67 billion Dell-EMC deal is set to be a precursor for further activity as tech companies strive to build market-leading positions. As nimble digital services challenge mature technology segments (such as PC manufacturers, cloud-server vendors and large, integrated enterprise software suites), companies should identify potential activist targets within their portfolios that do not coincide with more market-friendly, innovative trends.

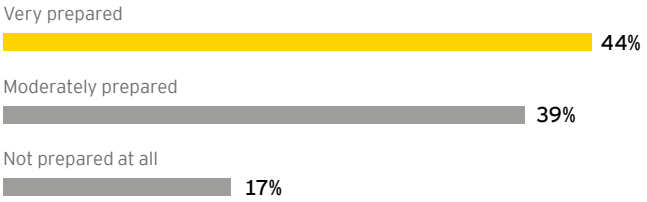
Companies need to become more agile and proactive in their divestment strategies. Activists continue to be on the prowl — technology companies accounted for 33% of activist targets in North America from January to November 2015[1] — and pressure is mounting from shareholders for more mature companies to unlock value, improve operational performance and focus on growth.

Be activist-ready

In this environment, technology companies need to develop a plan of attack that addresses a variety of market scenarios to effectively take control of their corporate strategy — before someone else does it for them. The outcome for some more mature players may be consolidation in the quest for profitability — if they have sticky revenues and customer bases, rapid growth may be neither possible nor desirable. Others may opt to go private, taking value off the table and transforming themselves away from the public glare and quarterly reporting pressures. The third option, of course, is to divest sluggish businesses to focus on more attractive growth opportunities. All three alternatives will result in divestment and, therefore, each will require top-notch divestment processes and decision-making.

The discrepancy in the level of preparedness for activists indicates there may be a disconnect between what technology companies are doing to prepare and what needs to be done to be highly effective in fending off an activist threat. Forty-four percent of technology respondents to our 2016 *Global Corporate Divestment Study* say they are very prepared for shareholder activism, yet 39% say they are only moderately prepared, and a worrying 17% are not prepared at all.

Q How prepared is your business for shareholder activism?



Addressing the activist challenge effectively starts with management buy-in — recognizing and adopting the mind-set that portfolio review and defending against activists are a priority. From there, companies can work to implement a cohesive process for defensive maneuvering, such as establishing a schedule and structure for regular portfolio reviews.

[1] "Shareholder activism to reach record high for campaigns in 2015, but ebb in 2016," 10 November 2015, Moody's Investors Service.

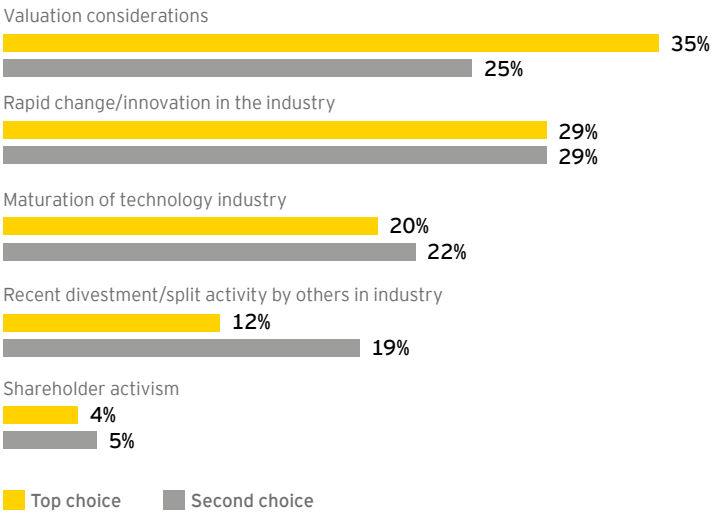
Focus on innovation and valuation

Pressure from shareholders is reflected in the technology industry responses of our *Global Corporate Divestment Study*. Valuation consideration was the most important trend in motivating technology companies to consider a divestment, mentioned as first or second choice by 60%. This was closely followed by rapid change and innovation in the industry, cited first or second by 58% of technology executives.

However, our study demonstrates that too many technology companies are taking a reactive – rather than proactive – stance to making divestments. Half (51%) said that their most recent divestment was triggered by opportunistic factors.

And 53% of the companies said that they had held on too long to assets in the past when they should have divested them.

Q Which key technology sector trends have motivated you to consider a divestment?



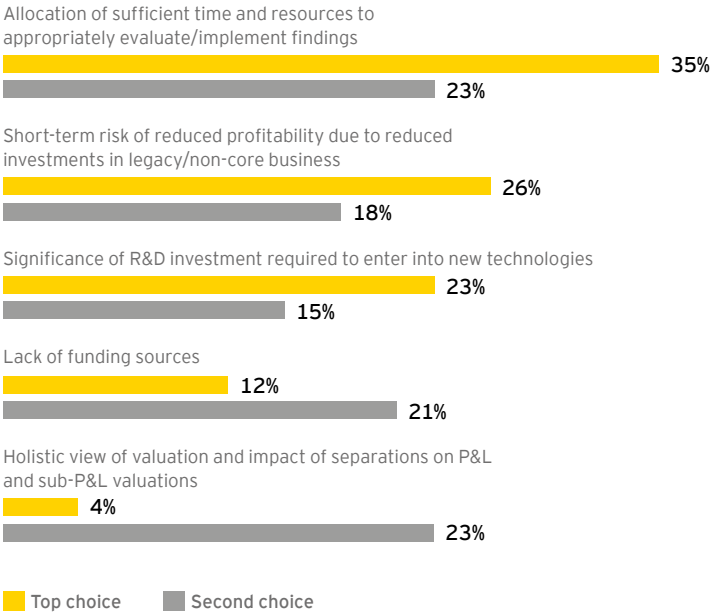
Prioritize portfolio reviews to unlock value

Portfolio reviews need to move up the list of priorities if technology companies are to keep pace with rapid change and are to improve valuations by divesting underperforming and non-core units before those businesses become more of a liability than an asset.

However, many companies face two key challenges by considering portfolio reviews less important than other business activities. First, companies are not reviewing their portfolios frequently enough to make timely decisions. Half of technology company executives said they conducted their reviews annually, while just 7% did so on a quarterly basis. In our results across sectors, we found that those conducting reviews on a quarterly basis had a much higher success rate in their divestments than those who reviewed less frequently.

Second, many companies are not dedicating time and resources to evaluating portfolio review results and implementing the findings; 42% said this was their key portfolio review challenge. With such a high prevalence of opportunistic divestments and unsolicited approaches in the market, companies need to be well prepared to answer key buyer, influencer and activist questions.

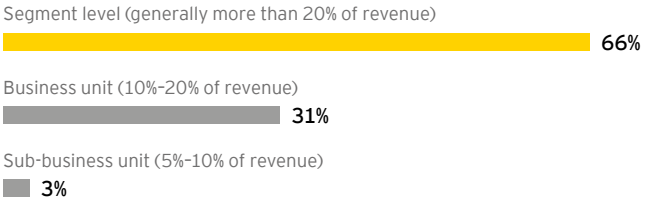
Q What key challenges do you face in implementing findings from portfolio reviews?



Access more granular data

Effective portfolio review processes rely on the right information being available and the right tools being used to analyze vast volumes of data. Yet over three-quarters (79%) of technology respondents said that poor data made it difficult for them to use analytics effectively in divestment decision-making. This ties in with the finding that two-thirds of technology respondents had access to only segment-level information (generally more than 20% of revenue) when seeking to make divestment decisions rather than business unit or sub-business unit data. Our findings suggest that many technology companies lack sufficient granularity in their data to clearly understand how individual business units are performing, which has resulted in the inability to respond to divestment opportunities.

Q What level of information/data is available to your organization to make divestment decisions?



Invest in reporting and analytics tools

More accurate and detailed data would increase the efficiency of portfolio reviews (thereby enabling companies to conduct them more frequently). That would improve divestment decisions by providing visibility on performance. Investment in these areas would also help with capital allocation decisions and ramp up return on investment. However, technology companies need to consider what types of information they are collecting and ensure that they have access to the most powerful analytical tools to make sense of the data they have.

To improve data and analytics quality, companies should:

- **Review which metrics are being used.** Key performance indicators need to be aligned to the portfolio and the company's strategic aims. However, they should also be adjusted according to individual business units – for example, those operating in fast-growing segments should be different from those in more mature markets.
- **Ensure sufficient data granularity.** Data should be collected at least at the business unit level so that a proper assessment of the unit's performance can be made.
- **Make the most of big data and predictive analytics.** The advances made in these technologies are potentially game-changing, but they require continual and ongoing investment in both systems and the staff using them.
- **Consider hiring in outside help.** Putting in the right processes and systems takes resources and time – a luxury many technology companies don't have. Outside expertise can speed up the process of getting the right data into the right analytical tools.
- **Conduct virtual divestments.** With the right data and systems in place, it is possible to model the effect a divestment would have on the parent and other business units, allowing companies to generate more divestment value through effective business separation activities.

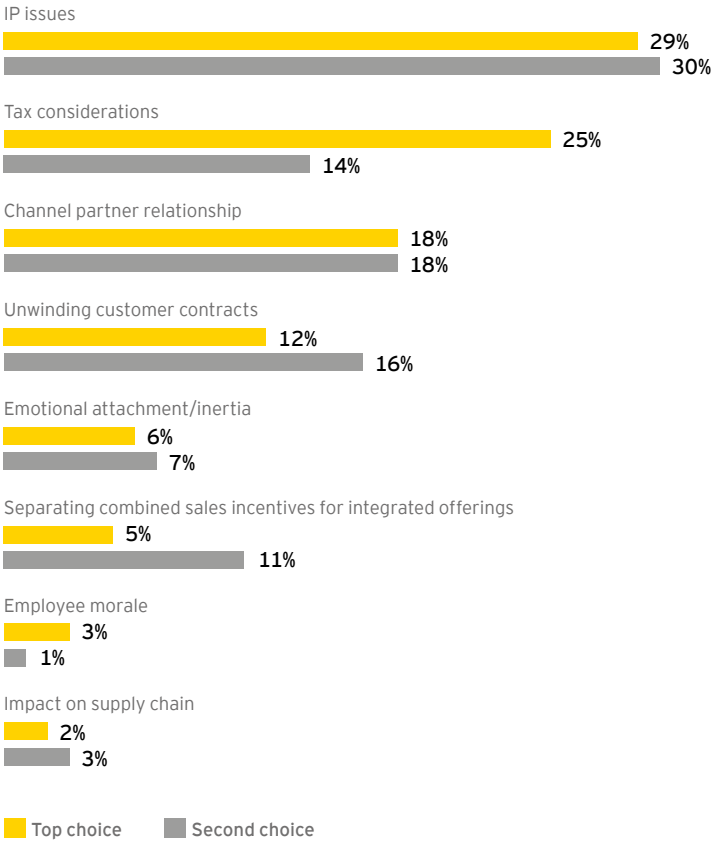
Act early on IP

Intellectual property is inherently at the heart of technology companies, often shared among business units, services, products and markets. Divestments are often stalled or rejected because the parent does not want to lose valuable IP or because untangling the complexities of IP ownership following divestment can put a brake on decisive action. So it is perhaps unsurprising that IP issues are the top challenge to divestment in the sector, mentioned by 59% of respondents.

Yet IP issues do not need to be a barrier to successful divestment. Getting a handle on IP at an early stage can help smooth the decision-making and negotiation stages. Companies should:

- **Conduct IP inventory on a regular basis.** Divestitures can be more straightforward if companies understand what IP lies within their business units, what interrelationships and dependencies the IP has and what its value is to each unit, product or market.
- **Consider the options before launching divestment.** Armed with detailed and up-to-date information, companies should consider which workarounds suit their IP needs best if outright sale is not the right outcome.
- **Don't wait to discuss IP.** IP negotiations tend to happen after business and operation discussions. Presenting IP solutions early on will help avoid costly delays.

Q What are the top challenges to divestment in the tech industry?



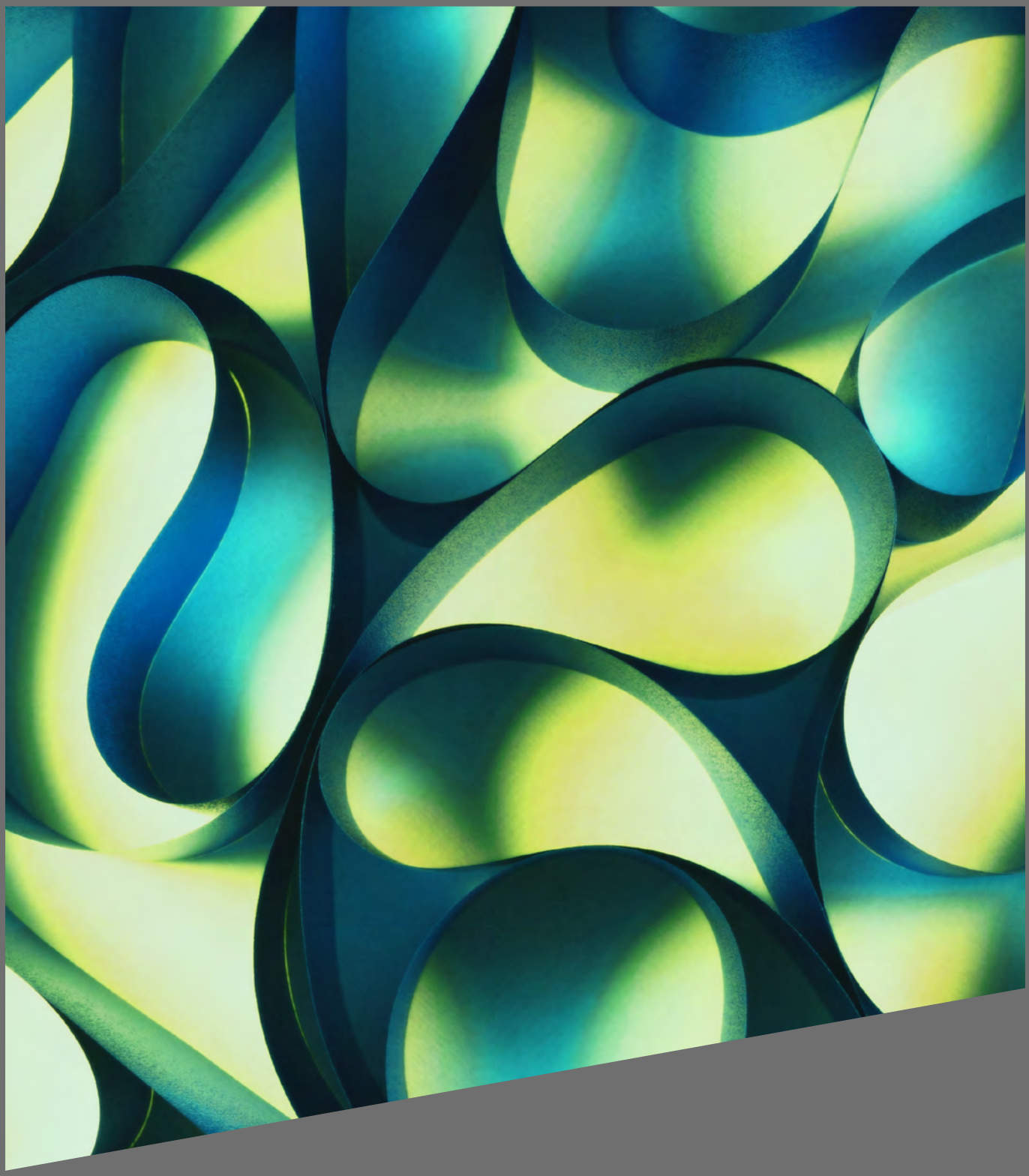
Conclusion: become agile, not fragile

Disruption is a constant in the technology industry. So today's strategy and portfolio of businesses may not make sense tomorrow. Nimble and disruptive new players continually emerge to take market share from more mature players that fail to innovate. To avoid this fate, technology companies must become far more agile. And agility demands focus on core areas, the right systems and processes to make effective decisions and then rapid divestment decisions once underperforming assets are identified.

Findings from across all sectors

Global Corporate Divestment Study

Learning from private equity: experts at extracting hidden value



Our perspective

Paul Hammes

EY Global Divestiture Advisory Services Leader

Roughly half of the companies surveyed for our *Global Corporate Divestment Study* are considering a divestment in the next two years. Yet many of these companies will struggle to generate maximum value from their divestments. This is all the more reason to share leading practices now – particularly those of organizations that excel in finding value.

Private equity (PE) firms are skilled value-finders. They are serial buyers and sellers, expert at locating hidden upside in companies. They often exit at a multiple that is many times the original purchase price. As key board members, they have an innate understanding of their portfolio companies' inherent value and whether to continue to invest or if it is time to divest.

While corporations have a different core mission from PE firms, they can learn lessons from PE on how to maximize shareholder value. Corporates face particular challenges in maximizing value from divestments: some companies may be too opportunistic, reacting to an interested buyer rather than thinking strategically about who might be the best acquirer. Many are reluctant to invest management time in an asset they plan to sell, or they may be unwilling to allocate scarce capital to such businesses. Yet by failing to properly prepare assets for sale, companies only make them less appealing to the next owner.

This year's *Global Corporate Divestment Study* focuses on the critical lessons corporations can learn from PE to increase divestment success. Our findings are based on interviews with 900 global corporate C-suite executives and 100 private equity executives, as well as external data from nearly a decade's worth of divestments.

Steve Krouskos

EY Global Deputy Vice Chair, Transaction Advisory Services

For the M&A markets, 2015 was the biggest year on record – and divestments were a significant part of that story. The divestment of non-core or underperforming businesses is now widely seen as a key way for companies to fund the next phase of growth.

So what comes next? As we look ahead to 2016, an M&A slowdown appears unlikely. Global economic and policy conditions mean that companies are likely to continue with aggressive moves to protect revenue and market share while boosting margins and profitability. While acquisitions are companies' most likely response, strategic divestments should also be a top priority.

Moreover, many potential buyers are sitting on large war chests of cash to fund bold acquisitions. Nonfinancial corporates in the S&P Global BMI currently hold more than US$5.4t in cash and equivalents on top of US$1.2t of dry powder from private equity funds. In short, now is an especially good time to evaluate businesses for potential sale or spin-off.

Key findings

Why divest

70%
of companies are using divestments to fund growth

84%
believe their divestment created long-term value in the remaining business

Portfolio review

56%
of companies' portfolio review processes have resulted in unsuccessful divestments

49%
say access to meaningful data is the biggest portfolio review challenge

Execution

75%
more companies generate a sale price above expectations when they focus on creating value pre-sale

33%
more companies generate a sale price above expectations with an operational separation plan

49% of companies are planning to divest within the next two years

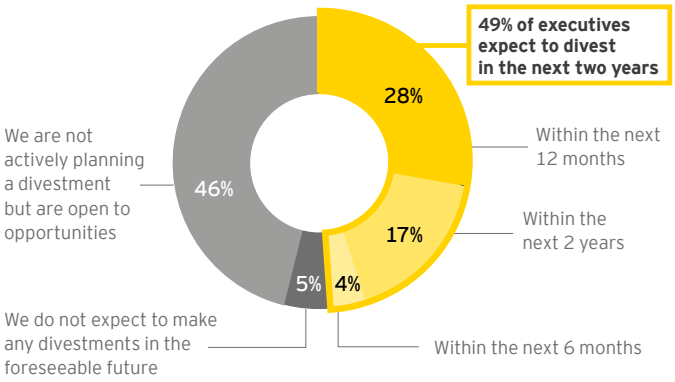
Lessons learned

1 Are companies achieving their divestment goals?

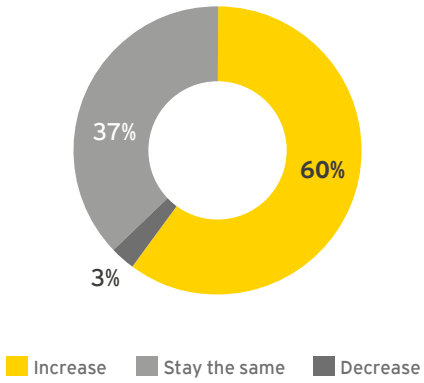
Considering that all of our study respondents already made a major divestment in the past three years, it is remarkable that nearly half expect to divest again in the next two years. This is an indication of how deeply embedded divestments have become in corporate strategy. Moreover, 60% expect the number of strategic sellers to increase in the next year alone.

Yet despite the anticipated growth in divestment activity, many companies continue to take a tactical approach to their transactions: 52% say their last divestment was opportunistic, and the greatest portion (46%) say their next asset sale, if any, will likely be opportunistic as well. This is a major shift from previous editions of the *Global Corporate Divestment Study* that saw companies making divestments more strategically – proactively selling assets, often strong ones, that were no longer core to their business.

Q When do you expect to initiate your next divestment?



Q What do you expect to happen to the number of willing strategic sellers over the next 12 months?

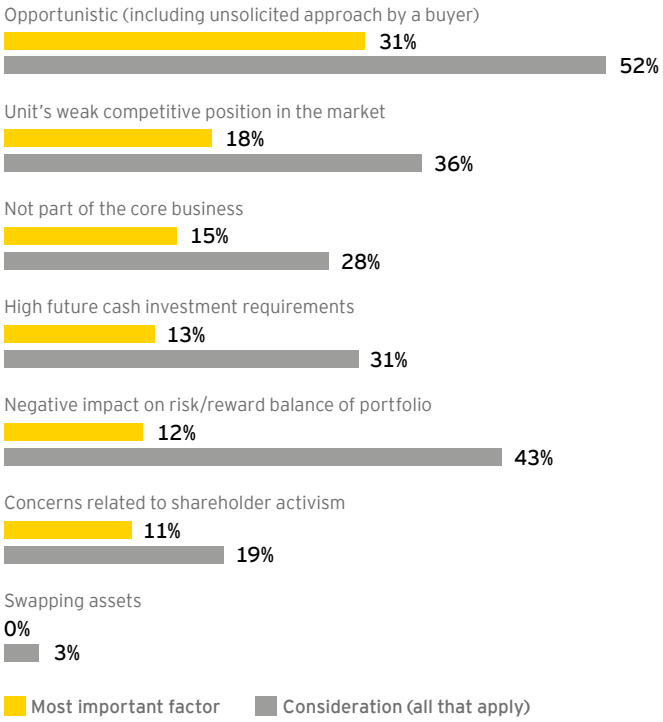


A successful divestment meets three criteria:

- Has a positive impact on the valuation multiple of the remaining company
- Generates a sale price above expectations
- Closes ahead of timing expectations

Only 19% of sellers in our survey meet all three key success criteria. What sets these high performers apart? They take the time to prepare well in advance of a divestment, they understand the potential buyer pool and the buyers' needs, and they communicate the value of the transaction to internal and external stakeholders.

Q What triggered your most recent major divestment?



Even as corporates are taking a more opportunistic approach to divestment in this more-active M&A market, the vast majority are satisfied that making the divestment in the first place was the right move. Among companies that completed a divestment, 84% said they believe it created long-term value in the remaining business. But there is room for improvement – our survey also reveals that these divestments may not have met the full range of success criteria (see box above), indicating there is still value to be captured.

Why the private equity perspective on exits is important

Our survey is based on interviews with both corporate and PE executives. The corporate responses we received suggest there is much companies can learn from expert buyers and sellers – private equity firms – regardless of whether they consider PE a likely buyer of their business.

Over the past three years, PE firms have exited companies at nearly 1.5 times the rate at which they've acquired them; in fact, the 20 largest PE firms have each sold an average of eight companies per year. Moreover, they are very good at what they do:

- Over a 10-year period, US PE firms outperformed public markets by 62%.[2]
- Only 1% of PE firms that responded to our study say their last exit did not meet timing expectations.

This section focuses exclusively on the overall divestment rationale and performance of our roughly 900 corporate respondents. And the next two chapters focus specifically on what portfolio-review and divestment-execution lessons companies can learn from PE in order to improve overall transaction success.

Corporations have clearly bought into the idea of selling, yet their results to date have been mixed. Given the high expectations corporates have for their divestment activity over the next couple of years, we strongly recommend that future corporate sellers look to the PE buy- and sell-side perspectives to improve their divestment processes.

[2] *Private Equity Growth Capital Council Performance Update Report*, March 2015. Cambridge Associates U.S. Private Equity Index® (excluding venture capital) versus S&P 500 Index® (including dividends).

In depth

Market data shows positive effect of corporate divestments

Nearly a decade of deal-market data tells us a great deal about divesting — both its potential and its limitations. Based on market data from nearly 800 deals globally since 2006,[2] we have found that strong companies use strategic divestments to improve earnings and increase shareholder value at a greater pace than the market. Moreover, larger divestments seem to have a greater positive impact on the remaining company post-sale. However, for underperforming companies, while divestments often improve their value relative to the market, a divestment on its own does not tend to fix systemic weaknesses, especially in companies that are not performing in line with peers.

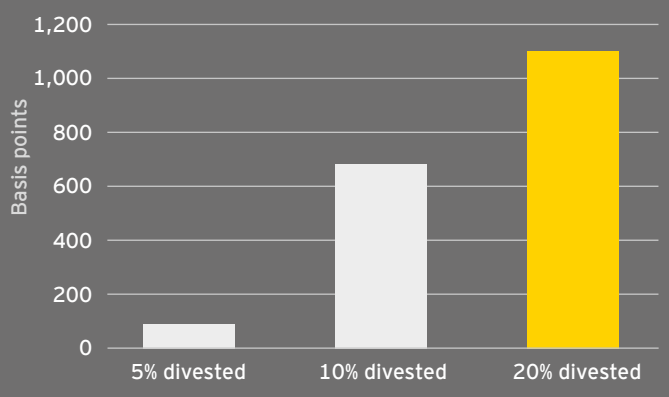
The market likes a big deal

Investors tend to reward companies for transformational divestments. For strong companies — those that outperform their respective index — generally, the more transformational the divestment, the greater their stock price outperforms the index in the year following the sale (comparing post-close performance versus the year before). For example, since 2006, companies that divested 5% of their business outperformed by 91 basis points more in the year post-divestment. However, companies that divested 20% of their business increased their outperformance by 1,104 basis points during the same time period.

These figures may even understate the case. In the above measurement, the one-year performance period pre-sale includes a period of roughly three to six months between when a company announces a deal and when it closes. During this period, the company's stock price will already begin to reflect the market's perception of the potential transaction, and some of the increased value may already be recognized pre-close. This fact only enhances the potential effect of divestment: it implies that outperformance versus the benchmark could be even greater than what is reflected in the post-close performance.

Difference in median outperformance one year post-sale versus one year pre-sale (2006–15)

Stock price versus MSCI World Index price



Recent deal trends — the effect of divesting 10% of a company

We have also seen a number of trends recently among more sizable deals — companies that divested at least 10% of their total enterprise value within the last five years.[3]

Stock price performance

Strong companies tend to outperform the public index at an even greater rate once they divest. These companies outperformed the public index by 612 basis points more than they did in the one-year period pre-sale. Similarly, while a divestment is not a quick fix, even underperforming companies were able to get 235 basis points closer to their benchmark's growth rate.

Effect on EBITDA multiple

Strong companies are able to unlock shareholder value with their divestments. The median growth rate of their EBITDA multiple one year after their divestment was 24.3%, compared to 6.1% for underperformers. In sum, while there is a large dispersion between outperformers and underperformers, on average, companies generally experience a positive effect on their EBITDA multiple post-sale. This is the effect of increased investor confidence in the remaining company that stems from an increased focus on the core business and improved growth prospects.

Effect on revenue growth

For strong-performing companies, divesting generally has — perhaps ironically — a positive effect on revenue growth. The median revenue growth for outperforming companies the year after their divestment was 4.5% (versus -0.9% the year before the sale); for underperformers, the increase the first year after sale was 0.8% (versus -1.8% the year before). This revenue growth is likely the result of companies shedding slower-growth or underperforming businesses and using divestment proceeds more aggressively to grow their core business or pursue new markets.

[2] S&P Capital IQ and EY analysis. Divestments completed between 1 December 2006 and 1 December 2015, comprising at least 5% of parent company total enterprise value, where parent company revenue was greater than US$250 million; sample size of 788.

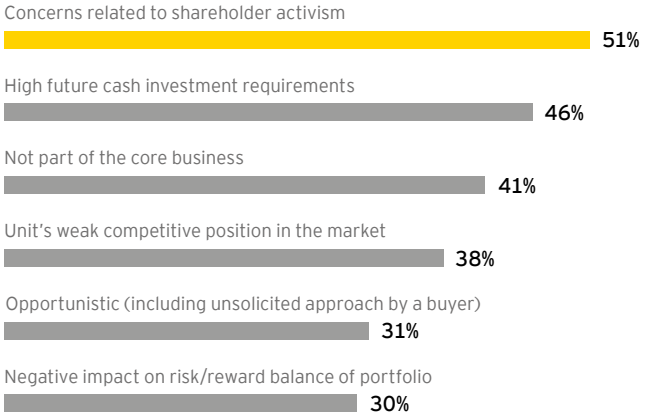
[3] Sample of 241 companies that divested between 1 December 2010 and 1 December 2015.

What can corporates do to improve divestment performance?

Don't wait for a buyer — make a move before you're forced to act

The increased popularity of opportunistic divestments is likely the result of the more active M&A marketplace, filled with a myriad of eager and proactive buyers, as well as the opportunity this deal market provides companies to raise fast cash. However, our research shows that opportunistic divestments are among the least likely to positively affect the remaining company's valuation multiple post-sale. Among respondents who achieved a high-performing deal, those triggered by opportunism make up one of the smallest proportions, whereas those triggered by shareholder activism concerns or future cash requirements include much larger percentages of the high performers (51% and 46%, respectively).

Percentage of high-performing deals for each strategic trigger (measured by impact on valuation multiple of remaining business post-sale)



There are numerous potential reasons for such varying success between divestments driven by shareholder activist concerns and opportunistic divestments:

Trigger	Activism-fueled divestments	Opportunistic divestments
Management focus	Confronted with a real or perceived activist threat, a company may need to sharpen focus on its core strategy, review its portfolio and create shareholder value.	An opportunistic divestment may mean an external party is paying more attention to a business than the actual owner. The owner is likely to undervalue its own business and/or not take the time to prepare a proper value story for the buyer.
Investor perception	Investors are likely to react positively if they hear that an activist shareholder — one with a reputation for creating value — has an eye on a company. Activists often coalesce a strong message about what needs to get done in a company, and the market responds to the perception of future value creation.	Opportunistic divestments can be confusing to investors — its not a strong story when a company that had previously considered a business to be core suddenly sells because it was approached by a potential buyer who found more value in the company's business than the company itself was able to identify.

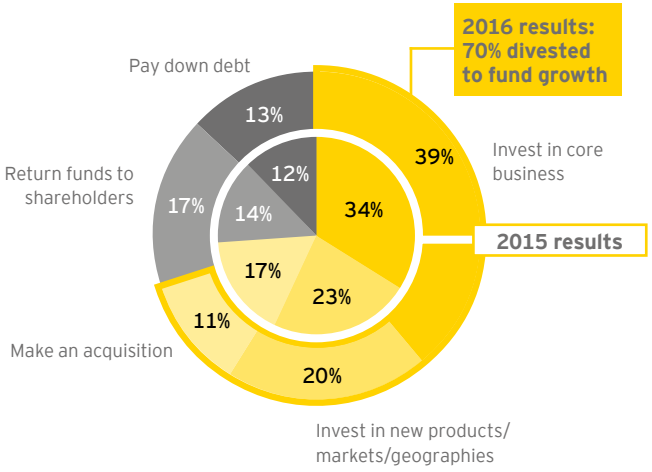
Companies are much more likely to improve the value of a business over the long term if their divestment decisions are consistent with their announced strategy. In other words, they should think like an activist before there is any concern about being forced into action.

Use divestment proceeds for an acquisition

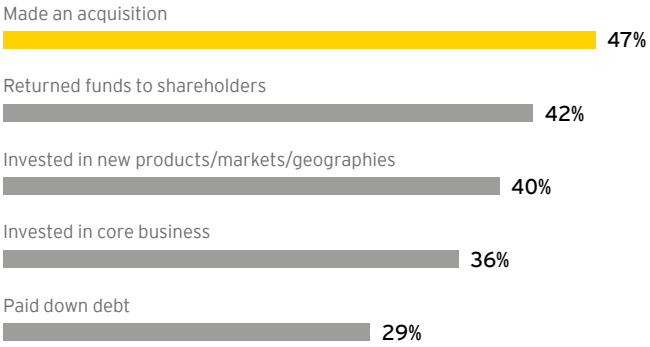
A key to divesting successfully is not only to plan for the sale, but also to consider how to use the proceeds. Seventy percent of our respondents used the funds from their previous divestment to grow their core business, through investing in new products/markets/geographies or acquiring a complementary business.

On the whole, compared with last year, companies are more focused on investing in organic growth and less on using divestment funds for an acquisition or pursuing new markets. For example, compared with last year, 35% fewer companies are planning to make an acquisition with divestment proceeds (11% versus 17%). Those who did use their previous divestment to fund an acquisition were 62% more likely to have experienced a higher-than-expected valuation multiple on the remaining business post-sale than a company that used the funds to pay down debt (47% versus 29%).

Q What did you do with the funds raised from your last major divestment?



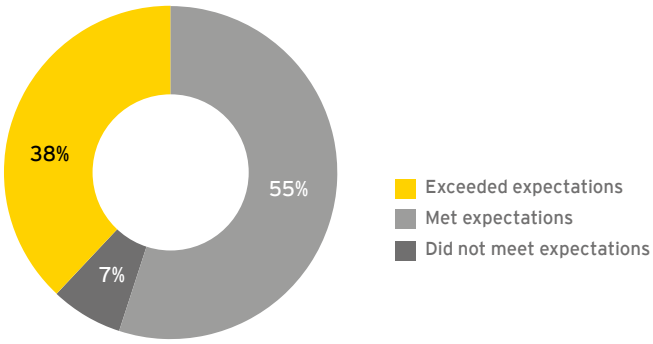
Percentage of high-performing deals for each use of divestment funds (measured by impact on valuation multiple of remaining business post-sale)



Prove divestment value to your investors

In order to have a positive effect on valuation multiple, it's not enough to achieve a good sale price and close the deal on schedule. Sellers must communicate the deal's alignment with future strategic direction – why they are divesting, how they define their core business and how they will use divestment proceeds. In our survey, just over one-third of companies succeed in this regard: 38% said their most recent divestment exceeded expectations in terms of its effect on the valuation multiple of the remaining business. More than half (55%) said their divestments were in line with expectations.

Q How would you assess the valuation multiple of your remaining business after your last divestment?

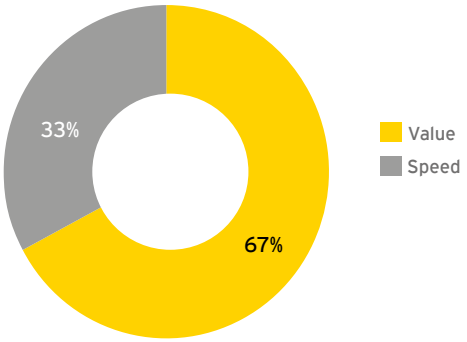


Less need for speed: big change over last year

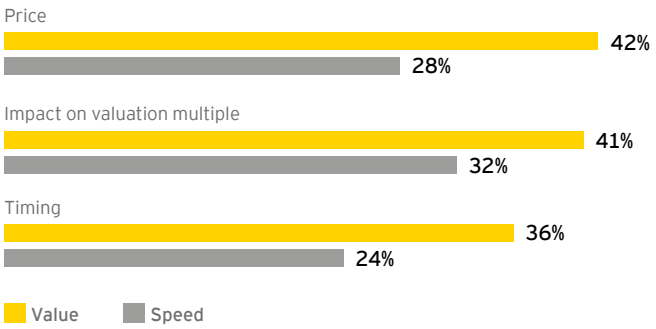
Two-thirds of companies now place greater emphasis on value rather than speed. This is another significant shift from last year's divestment study, which found a 50/50 split between speed and value. This change reflects the focus on overall shareholder value. And sellers know that strong availability of capital means greater competition for good assets and potentially higher bid prices.

Perhaps unsurprisingly, companies that prioritized value were more successful at all three divestment success criteria: price, speed and valuation multiple post-sale. The likely reason for this much stronger performance is that companies prioritizing value are often well-prepared for the separation process and buyer communications. However, those that prioritize speed often take shortcuts with buyer information and operational separation planning, which ends up lengthening the process and eroding value.

Q What was your main priority in your last divestment?



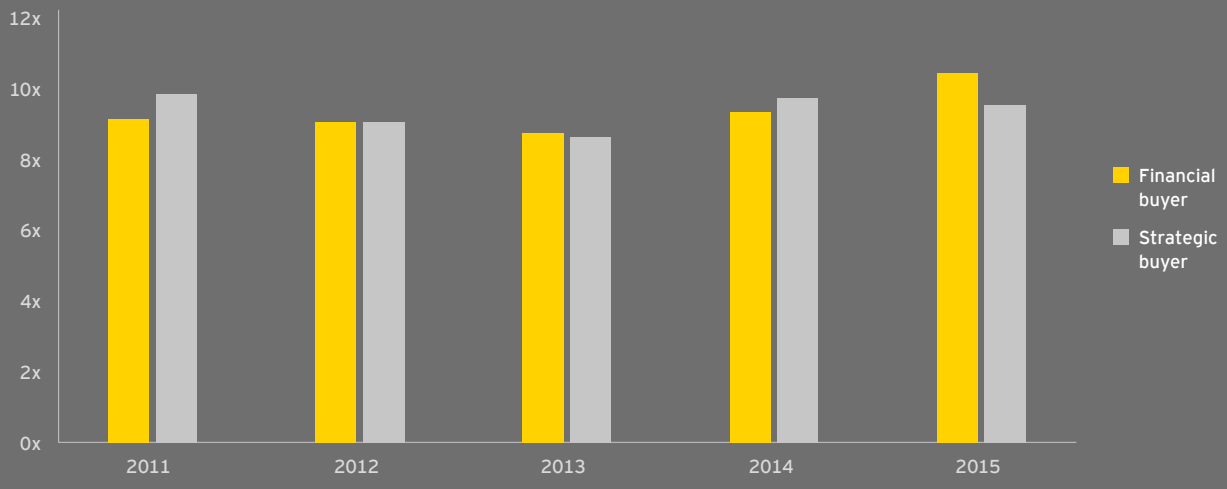
Percentage of high-performing deals by priority during last divestment (speed versus value)



Consider all potential buyers

Only 11% of executives surveyed sold to private equity buyers in their most recent major divestment. One key reason is that sellers think strategic buyers will pay a higher multiple. But that isn't necessarily the case. Private equity buyers are often more creative in their evaluation of potential acquisitions. Corporate buyers, by contrast, are often unwilling to pay for synergies. Market data shows that strategic and financial buyers pay similar multiples for businesses, and there is no clear pattern of one buyer type consistently paying more than another.

Median implied EV/EBITDA multiples paid for global transactions



Source: S&P Capital IQ, EY analysis, 1 January 2011 to 1 December 2015. Includes all transactions globally (4,341) where the buyer took a majority stake in the business and the target businesses had positive EBITDA multiples.

2 Portfolio review: think frequent and flexible

Most companies believe they run effective portfolio reviews, but they are often slow to pivot as market conditions change. The value of non-core businesses under a corporate umbrella can erode when there is no divestment imperative. In extreme cases, inaction can leave companies vulnerable to shareholder activism or hostile bids.

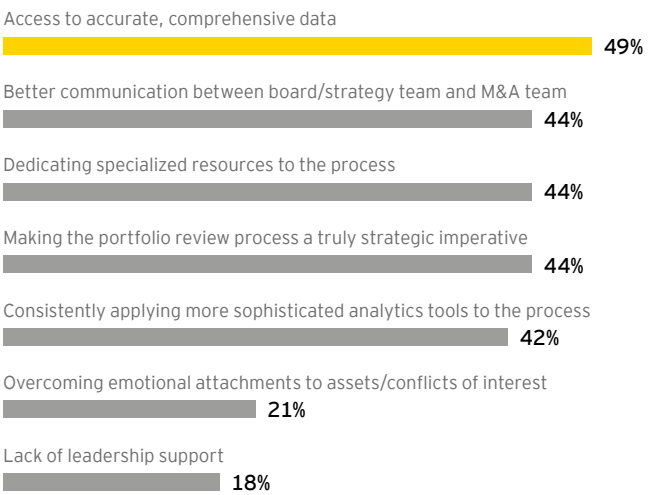
In our survey, 56% of corporate respondents say shortcomings in the portfolio review process resulted in failure to achieve intended divestment targets. There are many challenges – not least getting access to accurate, comprehensive data, and communication shortcomings between the board or strategy team and the M&A team. And nearly half of companies (44%) say one of their most significant challenges is making the portfolio review a strategic imperative.

PE owners, on the other hand, tend to place their investee businesses under constant review, such that they can use their influence to change strategic direction quickly. PE firms also use aggressive industry benchmarks and advanced analytics to assess capital performance. This means they are acutely aware of when and how to grow, fix or exit a business, and they largely avoid crisis management and fire sales.

53%

say they have held on to assets too long when they should have divested them

Q What do you consider to be the main challenges associated with portfolio reviews? (Select top three.)



Lessons learned from private equity

Frequency: make reviews a habit, not an event

Private equity firms make portfolio reviews an ongoing activity, more so than their corporate peers. For example, more than one-quarter of PE firms carry out portfolio reviews quarterly, compared with just 7% of corporates; in all, nearly half of PE firms conduct reviews at least twice a year as a matter of course.

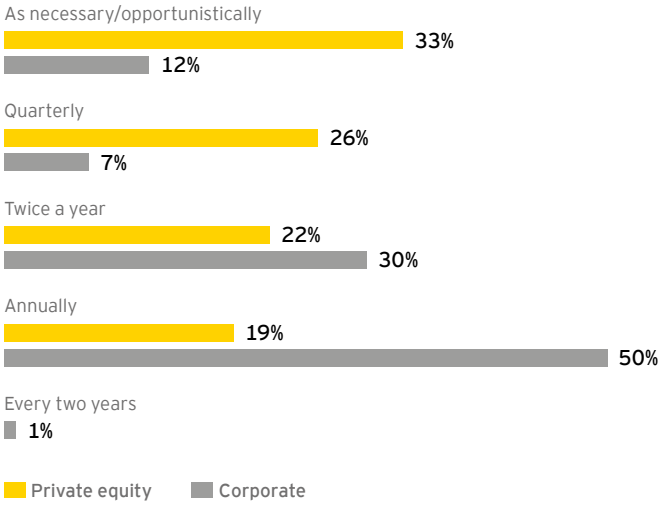
This PE approach should serve as a model for all enterprises, particularly as the digital revolution, big data and activist investors are impacting everyone's business model and forcing companies to review performance more often. Specifically, we believe corporates should carry out three key types of reviews:

- **In-depth portfolio review.** These reviews should be conducted once or twice a year.
- **Quarterly performance review.** Every quarter, public companies should understand in detail performance against plan, macro market dynamics and competitor actions, and accordingly, whether any changes are required to their capital allocation and structure.
- **Use analytics for real-time insight.** Companies should use internal and external analytics to stay closer to their businesses and ideally have real-time access to meaningful granular performance data in order to make faster and more precise decisions.

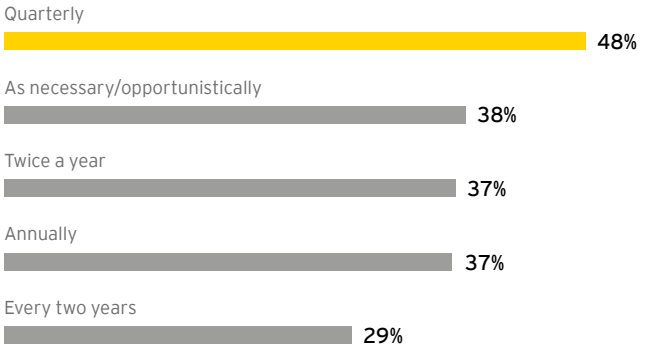
Our survey shows a clear link between frequent portfolio reviews and divestment success. Among the respondents who experienced high-performing deals, 48% carried out reviews quarterly and 37% annually – a 30% difference in likelihood of success.

There are other implications of infrequent portfolio reviews. Shareholder activists tend to get involved when the market perceives that a company does not appreciate the inherent value in its portfolio of businesses and is slow to act. This is becoming a widespread problem: 78% of executives expect the same or an increased number of unsolicited or hostile bids within the next year.

Q How frequently do you assess your portfolio to determine business units/brands to grow or divest?



Percentage of high-performing deals by frequency of portfolio review (measured by impact on valuation multiple)



Shareholder activism in the US

- The number of activist campaigns increased by 17% between 2010 and 2014 – and 2015 is set to outpace 2014 (annualized 644 campaigns in 2015 versus 518 in 2014).
- Divestments are the second most frequent change activists are pushing, behind governance – which can also result in a divestment.
- Technology, consumer products and retail, and life sciences have been the most targeted sectors over the last five years (455, 322 and 265, respectively).

Source: Shark Repellent and EY data analysis.

Data: good decisions don't come from bad information

Nearly half of corporate executives say access to accurate, comprehensive data is a significant portfolio review challenge. Businesses are often burdened with unclear cost allocations, onerous intracompany pricing policies and lack of dedicated balance sheet responsibility. This makes a business's contribution to the portfolio, as well as potential stand-alone performance, difficult to determine.

Below are suggestions to help better understand portfolio performance and create a better value story for a buyer.

- **Produce more granular data.** PE firms empower their information systems to provide a deeper dive into business unit financials. The costs of this effort are not inconsequential but should be recouped through incremental shareholder value over the long term
- **Set benchmarks like an outsider.** Align the key performance indicators used for portfolio reviews with those that are typically looked at by external investors

Data causes divestment dilemmas

- **81%** say poor-quality data makes it difficult to use analytics effectively.
- **46%** of PE buyers say availability of sufficient granular data is the most important factor in staying in an acquisition process (e.g., gross margin, cost of sales, working capital).
- Conversely, **44%** of PE buyers say lack of confidence in information is the most significant factor that causes a PE firm to reduce its offer price or walk away from a deal.

- **Stress-test the data.** Empower a portfolio management team comprising people from different functional areas to make sure the data is accurate and supportable
- **Understand business complexity.** Consider the extent to which each business unit is integrated with the remaining company (e.g., overlap in customers, vendors, facilities, shared services)

Analytics: critical for performance measurement

The use of analytics isn't just about tools. It's about taking advantage of a proliferation of data that is now accessible both to a company and its outside influencers. The last thing companies want is for a third party (e.g., a shareholder activist, a potential buyer) to uncover something about the company that its leadership didn't know because they hadn't fully considered all potential sources of available data.

Companies need to make sure their analytics provide answers to critical questions like these:

- What are the true drivers of historical and forecast performance (financial and nonfinancial)?
- What are probable future outcomes for the portfolio under various assumptions, and how could this affect a deal as well as the remaining organization?
- What strategic options offer the most value-creation potential?
- What are the risk and return characteristics of each business in the portfolio, and what is the overall effect of their relationships and interdependencies?

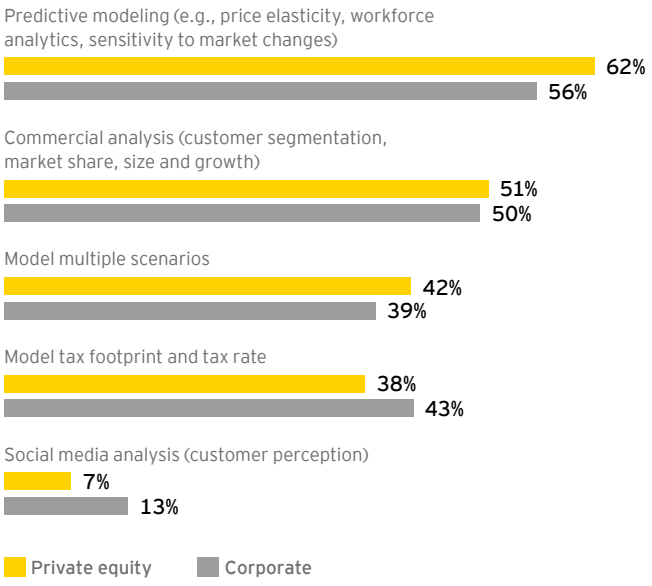
42%

of executives say they need to apply more sophisticated analytical tools to their process

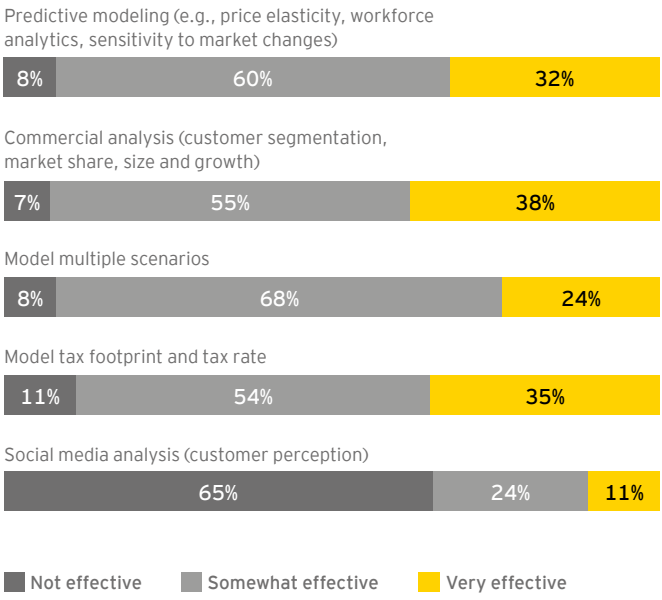
Priority analytics capabilities are not areas of strength

Sixty-two percent of PE executives say that they find predictive modeling most important to assess business performance, compared with 56% of corporates. PE firms are also slightly more likely to use commercial analysis and to model multiple scenarios. While corporates are placing increasing importance on analytics, few believe they have advanced analytics capabilities.

Q Which analytics do you find most important to assess business unit performance?

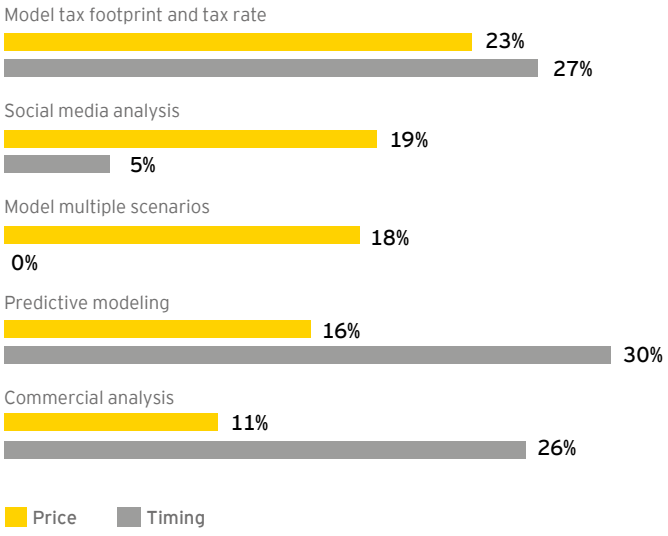


Q How effective are your analytics capabilities?



Companies that do rate their abilities as very effective are more likely to carry out divestments that exceed expectations, likely because robust forecasts support the equity story, and therefore the diligence process.

Increase in likelihood of strong sale price and timing performance if analytic capability is rated as very effective

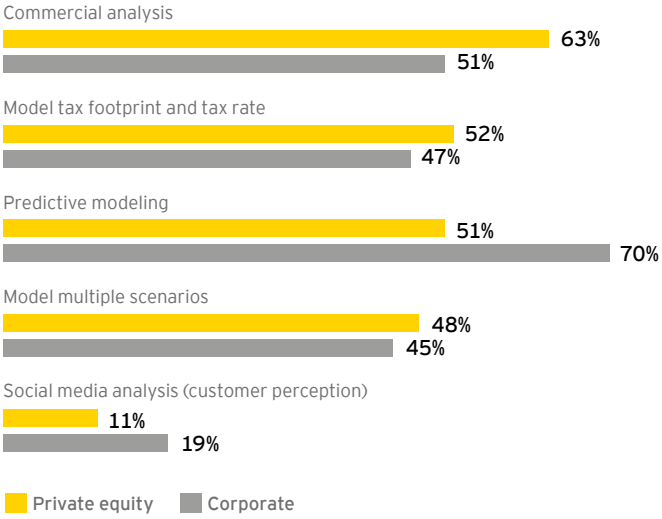


The potential buyer of a manufacturing company asked for 20 years of insurance claims data. The buyer wanted the data to use as a basis to predict future costs. The seller had the data but had never analyzed it before, so they hadn't considered how it would affect the bidder's view of the business.

Companies plan to invest in the highest-impact analytics

To their credit, many companies recognize this structural weakness and are planning to address it. Successful companies are increasingly seeing the benefits of using predictive analytics to provide early visibility to the expected performance of each business, as well as greater insight into the expected value of a sale, including associated synergies. A greater percentage of PE firms expect to ramp up their commercial analysis capabilities (63%) than their corporate counterparts. These capabilities could help companies better understand their competitive positioning and customer trends to better inform valuation and transaction decisions. Predictive analytics, commercial analysis and scenario modeling can also help executives identify what attributes of a deal might attract a broader group of owners willing to pay more for an asset, and when and why they would be willing to pay more.

Q Which analytics capabilities do you expect to invest in within the next two years?



Social media is being overlooked

Every day, more than 500 million opinions, comments and suggestions are posted on Twitter, with countless more appearing on reviews, blogs and other online forums. These real-time, unfiltered opinions contain a treasure trove of intelligence that can help companies track market trends and extract insight for portfolio reviews.

For example, social media analysis helps executives understand sentiment changes about a division, product or service and benchmark them against various business units, specific competitors or entire industries. In addition to traditional metrics, these findings can serve as indicators of future business prospects. Social media analytics can even help companies understand investor opinions if the company becomes an activist shareholder target.

Many companies are already leveraging social media analytics for product development. Ideally, these analyses should expand beyond individual business units and into wholesale portfolio reviews, which will help companies compare potential growth across business units and help inform decisions on whether to invest in a business or sell it.

Critical analytics capabilities that can provide objective and actionable insights

Capability	Benefit
Commercial analysis	
Customer segmentation and churn	Helps inform the enterprise on customer base, how to influence buying patterns and related impact on forecast
Stakeholder sentiment	Supports the value story and ongoing revenue and EBITDA
Predictive modeling	
Cost analytics	Drives value creation road map relative to buyer synergies; allows for benchmarking on a pro forma combined basis
Price elasticity	Reveals potential implications of future price changes
Workforce analytics	Identifies productivity drivers and go-forward impact on EBITDA/value creation
Working capital analytics	Optimizes working capital; assists in setting closing working capital peg/value creation
Tax analytics	Details tax cost both pre- and post-close
Scenario modeling	Tests the impact of various drivers on deal value

In depth

Communication: poor information-sharing hinders divestment success

Improving communication between the board/strategy team and M&A team

Forty-four percent of executives say they need better communication between the board or strategy team and the M&A team. Here are some leading practices to improve the dialogue:

- Establish portfolio review protocols so that it is clear which businesses are on a watch list
- Develop appropriate models, timelines and milestones relative to pending transactions to allow time for value enhancement
- Develop related stakeholder communications, including communiqués directed to equity analysts
- Align internal functional work streams and service providers

Appoint a project leader to manage the portfolio review process

Forty-four percent of corporate executives say dedicating specialized resources to the process is a significant portfolio review challenge, and nearly one in five companies (18%) say they lack leadership support. A key way to resolve these issues is to enlist a project leader who is sufficiently senior and experienced in the organization to have the C-suite's ear. This person is empowered to secure the smartest functional leads — colleagues who aren't always readily available — and to make them accountable. No external advisor can do that.

Managing internal conflicts of interest

One in five companies (21%) says that overcoming emotional attachments to assets or other conflicts of interest is a significant portfolio review challenge. Here, we outline some key ways to overcome it.

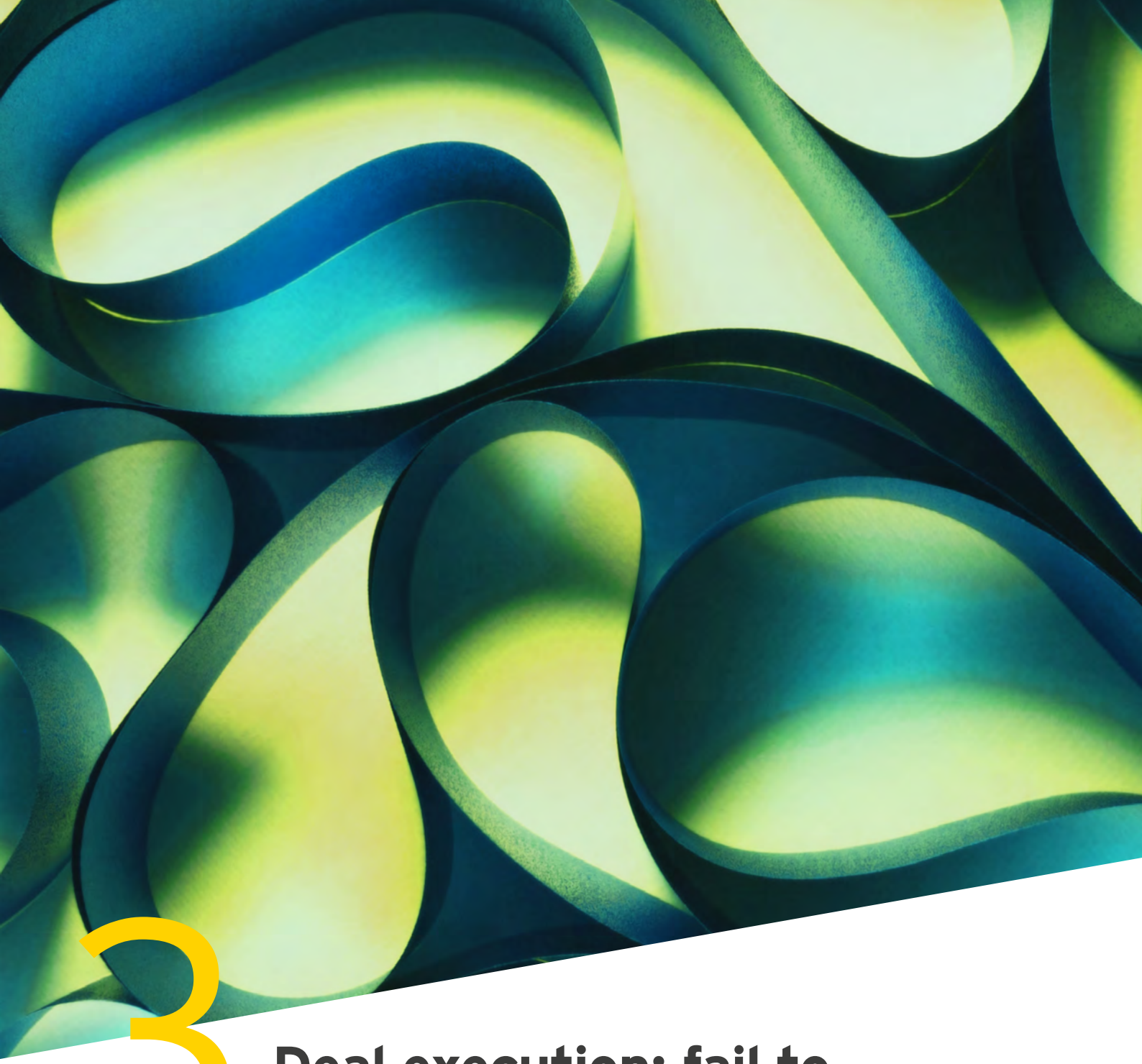
During the portfolio review process:

- Define objective evaluation criteria
- Discuss portfolio review findings regularly in board meetings to support objective decision-making
- Involve the business stakeholders in the process so that they understand performance expectations, and the review feels less like an event — or a threat

Once the decision has been made to divest:

- Listen to employee concerns early and explain the vision for the separated business
- Involve business stakeholders in discussions with external advisors so they understand potential opportunities, both for the parent company and for the target
- Incentivize key executives to effectuate a successful transaction (e.g., retention payments, stock options, performance bonuses)

A company publicly announced the timing of a spin-off without alignment among the deal team. During the separation, the company discovered several regulatory hurdles in numerous countries that delayed the transaction by six months. The stock lost more than 20% of its value post-announcement and did not recoup its losses until after separation.



3 Deal execution: fail to prepare, prepare to fail

With boards under constant scrutiny to build shareholder value, sellers of corporate assets need to answer three critical questions: What drives the business's purchase and valuation decisions? How can the seller develop a value story tailored to individual bidders in order to maximize value? What impact will the divestment have on the remaining business?

Sellers who can answer these questions make an asset easy to buy and create competitive tension. The value story should clearly articulate the future value of the separated business, which often deviates from the current operating model under the current corporate umbrella.

And yet, just over one-third (36%) of companies have developed consistent execution procedures across their divestments. Corporates continue to point to deal execution as a divestment area ripe for improvement.

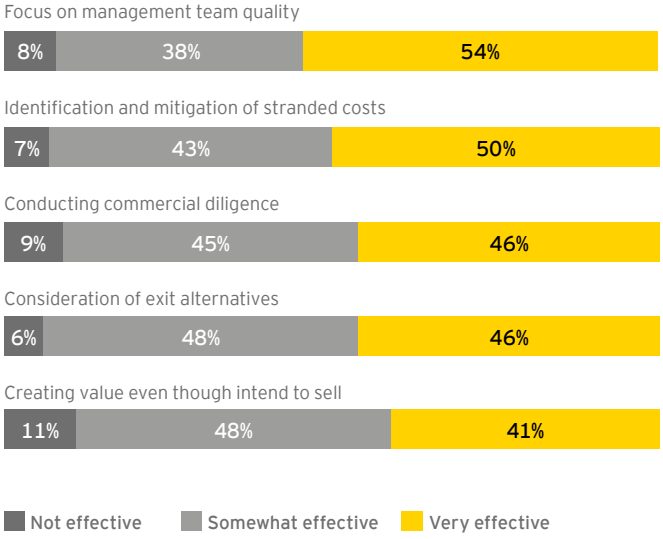
Lessons learned from private equity

It's still your business: don't ignore it until it's off your books

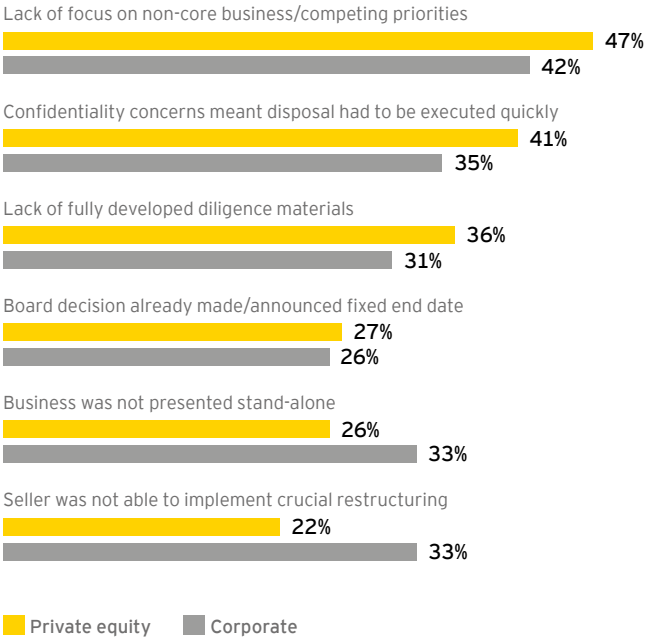
Only 41% say they are very good at continuing to create value in businesses they intend to sell, an area where PE excels. Corporate and PE executives agree that most companies sacrifice value due to pressure to allocate time and resources to their core businesses (42% and 47%, respectively).

This short-sightedness is challenging to deal execution results. Our research shows that those who continue to create value in a business targeted for divestment are 75% more likely to receive a higher-than-expected price and 59% more likely to experience a higher-than-expected valuation multiple post-sale. Sellers must therefore continually evaluate the potential returns from continuing to optimize the business's attractiveness to buyers.

Q In your last major divestment, how would you rate the effectiveness of each of the following steps?



Q What do you see as the main causes of value erosion in corporate divestments?



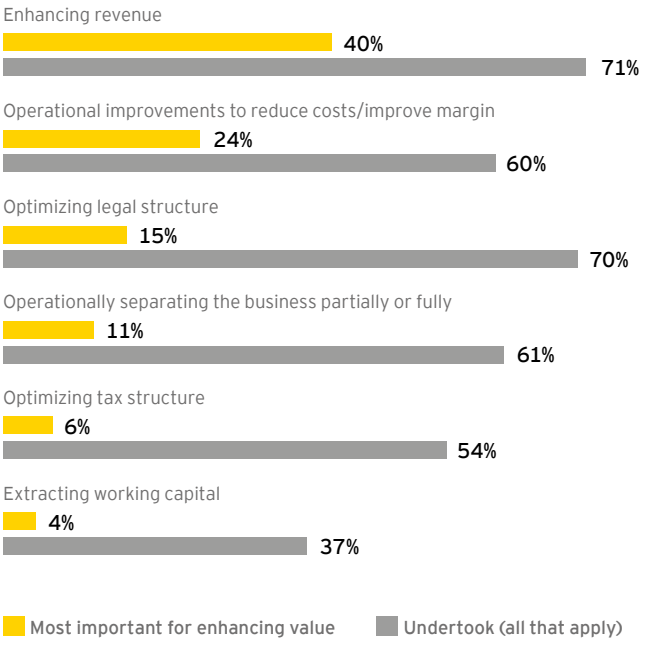
Operational separation: vital to value creation, often neglected

One of the most effective ways to create value pre-sale is to present a compelling vision to a potential buyer of how the business will be operationally separated and how it would fit into the buyer's organization. This initiative comes up most frequently when corporates are asked about the step they did not undertake on their most recent divestment, but wish they had.

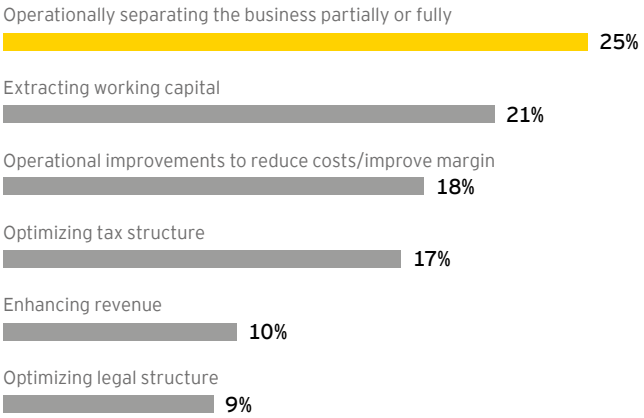
Sellers should be able to ensure that:

- Stand-alone financials can withstand diligence
- Assets, liabilities and operations within the perimeter of the deal have been vetted
- Separation activities, particularly long lead-time items, have already commenced. Sellers are often reluctant to implement these measures until a buyer has been identified and appropriate personnel are cleared because they can generate significant work and cost. But waiting for buyer agreement can cause delays and increase transaction execution risk. Ideally, a seller will begin separation as part of its preparation process – developing a clear view of what is included in the deal and preparing a detailed separation road map. This plan details timelines, costs and transition arrangements, which enhances buyer confidence and adds certainty to negotiations.

Q Which value creation initiatives did you undertake before your last divestment?



Q Which step did you not do but now feel you would have benefited from the most?



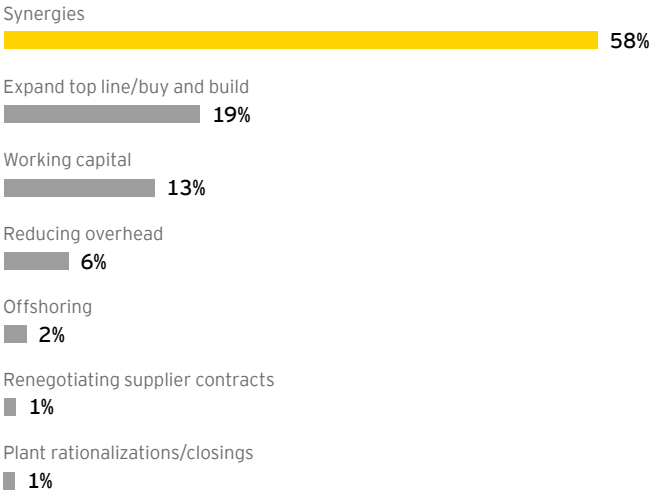
Increase in likelihood of high performance on each metric if value creation initiative is carried out

Communicate synergies: take back the buyer's upside

Most PE firms (58%) said synergies were the source of their greatest upside. This suggests that corporate sellers should be much more rigorous in how they identify, communicate and value potential synergies for each potential buyer. It may also suggest that PE is good at building scale through acquiring platform companies and subsequently bolting on acquisitions. In essence, they are finding synergies and are thereby able to create an efficient cost base and a more efficient organization overall.

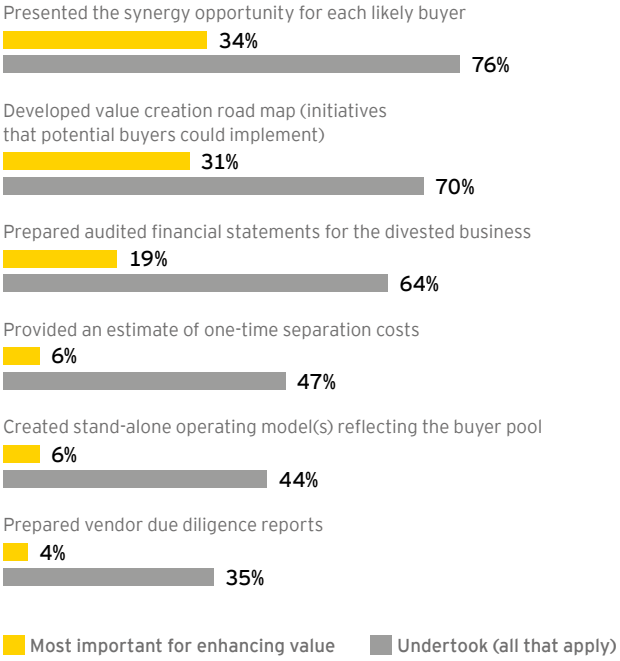
Similarly, presenting each likely bidder with its own tailored synergy opportunity was found to have a significant impact on overall success.

Q for PE buyers Where did you find the most upside in your most recent corporate acquisition?

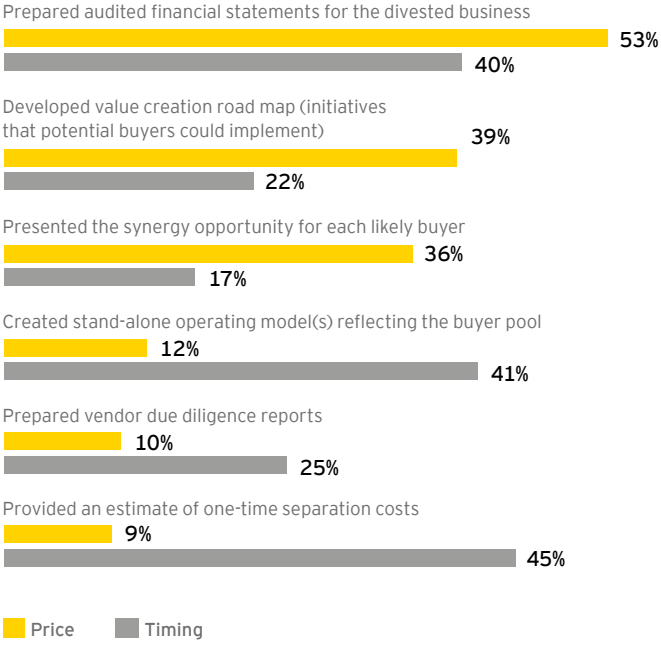


A potential buyer was very focused on understanding stand-alone costs. The seller refocused the conversation on market, functional and country overlap. Leadership convened staff across functions to crunch numbers and determine the value the buyer could extract relative to synergies. The seller ultimately identified US$32 million in synergies, representing US$208 million in value based on the sale's 6.5x multiple.

Q Which of the following buyer communication initiatives did you undertake?



Increase in likelihood of high performance on each metric if buyer communication initiative is carried out



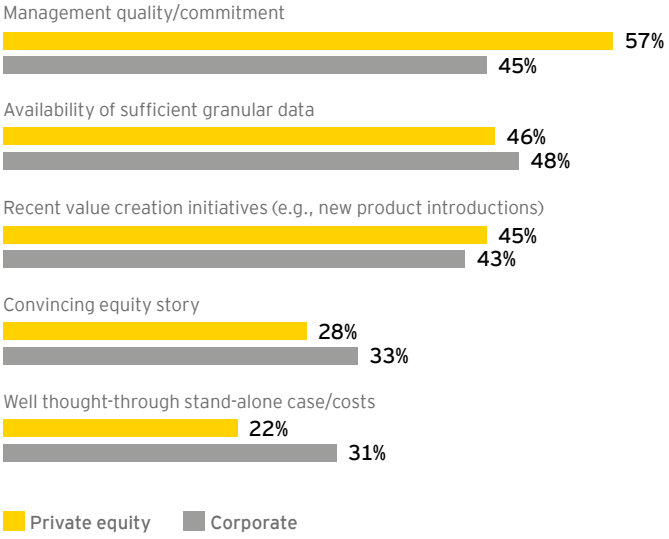
Keep a buyer in it to win it: management quality and commitment

PE firms say management quality and commitment are the factors they prioritize most when deciding to stay in an auction process. If a PE firm does not have confidence in who will run the business and deliver on plan, they will seek out their own team.

Corporates, like PE, should give sufficient focus to the management factor while also keeping in mind that, at some point in the sales process, management loyalty will shift from the current owner to the potential new owner. Therefore, sellers should establish rules and incentives to keep demarcation lines clear until a sale is concluded.

PE firms seeking add-on acquisitions and strategic buyers might use the existing business's management or choose which management team they prefer. Regardless of a buyer's intentions regarding current management, a business with a strong management team is much more likely to be run well and use strong data for both its decision-making and the sale process.

Q What do you think are the two most important types of information a PE buyer requires to stay in an auction or purchase process for corporate assets?



Provide the right details: keep buyer's needs in mind

PE buyers, in particular, have an eye for detail. But sellers should be able to provide the following to any smart buyer:

- Explanations of margin development and cost pass-through, including detailed value creation bridges and a clear view to the forecast
- Clarification if the business will be stand-alone , and sufficient details regarding stand-alone consequences
- Links between performance of the business and the markets in which it operates
- Future plans and opportunities for the business, including additional upside potential that is not reflected in the current-state business

On a recent complex carve-out transaction, a seller circulated 20 targeted-buyer presentations, but the information did not explain clearly what was actually included in the deal.

The result: more than 70% of the potential buyers declined, and the remaining six dropped out early in the diligence process. One potential buyer said, "Far too much time would be required of us to purchase this business."

Most important financial factors for buyers

More than half of PE respondents (56%) say growth potential is the financial factor they most prioritize, followed by potential EBITDA multiple and internal rate of return (IRR). It is therefore incumbent upon sellers to employ data analytics (e.g., social media, predictive analytics) as well as traditional commercial diligence to help buyers understand the growth potential. As for EBITDA, value creation bridges are critical to helping buyers identify efforts that can be undertaken to drive value post-close (and therefore the EBITDA multiple they are willing to pay).

What makes a buyer walk away from a deal

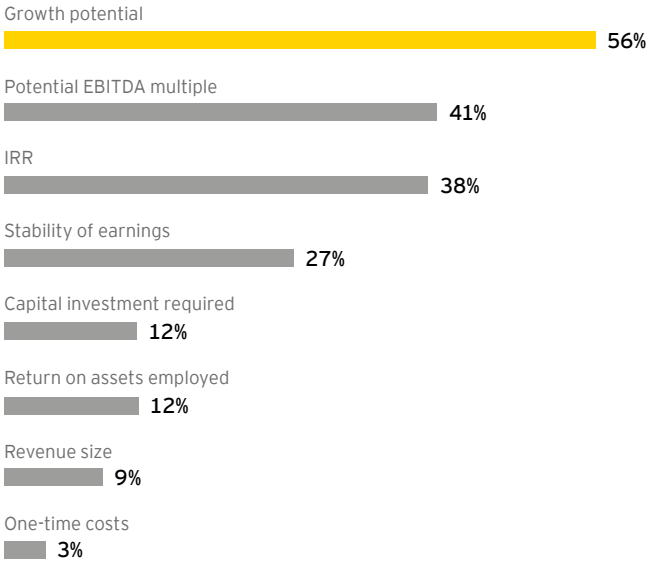
Companies should understand how to create a compelling story for experienced buyers. Particularly among PE buyers, there is often a stark difference between what sellers think causes a reduction in offer price or a bidder dropout and what PE firms say actually drives them away.

Corporates think that lack of confidence in the management team and level of capital investment required are the most likely factors. For PE respondents, the management team is indeed important, but so too are inconsistent or declining financial performance and commercial factors.

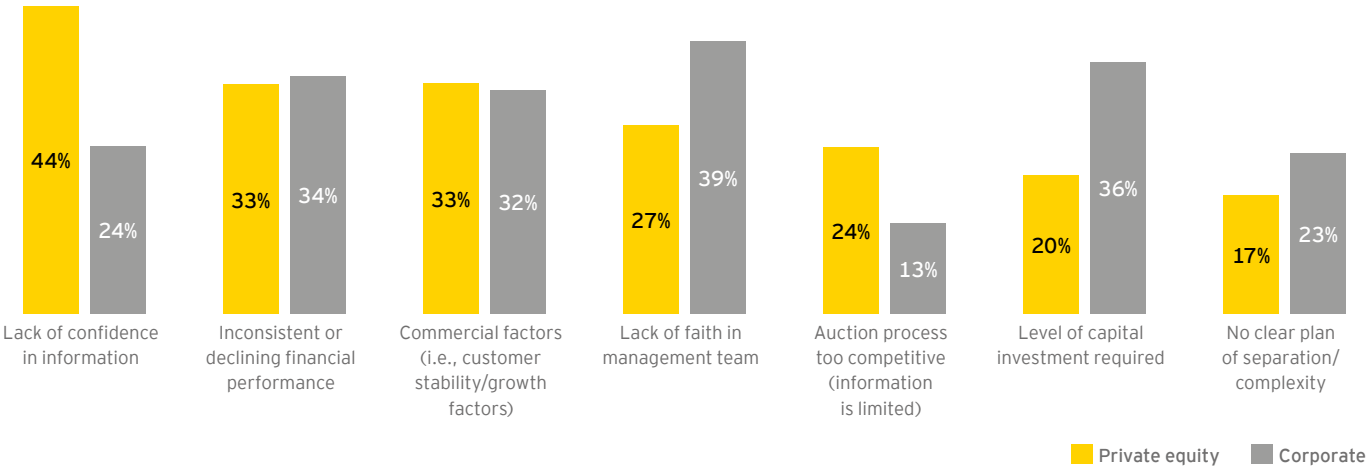
We draw two major conclusions from these responses:

- **Corporate executives may need to focus on different priorities.** Early in the process, PE wants strong management in place. But while this will make them interested in the asset, PE buyers also want confidence in the financials. This means sellers must gather sufficiently granular data to support the equity story
- **Sellers must provide credible information to buyers.** Nearly two-thirds of corporate executives say they prepare audited financials – and yet, lack of faith in information is the leading cause of PE buyers discounting a deal. Any potential buyer needs to understand the deal-basis financials (e.g., how the company is being run, how it has performed, what cash flow looks like on a pro forma basis)

Q for PE buyers What are the two most important financial factors your company requires to stay in an auction or purchase process for corporate assets?



Q What factors do you think are most likely to make a PE buyer reduce its offer price or drop out of the bidding process?



Conclusion

Looking forward: since you're likely to divest

Nearly half of companies plan to divest in the next two years, and another 46% are open to the possibility. For example, life sciences companies often divest to fund new opportunities, financial services companies continue to react to regulatory changes, consumer products companies are better at predicting or reacting to customer preferences, and technology companies are keeping pace with fast innovation and activist shareholders.

Unless you're part of the 5% that does not plan to divest over the next two years, now might be the ideal time to start considering if you have the right infrastructure and teams in place to decide what, when and how to divest.

Evidence from this study clearly shows that companies that divest strategically – including preparing assets for sale and carefully considering how to use sale proceeds – are much more likely to execute divestments that positively affect their remaining business over the long term. Private equity firms have proven to be successful buyers and sellers. They are not the end-all, but they transact more often than corporates and their 10-year performance is impressive.

With limited resources and time, companies should re-examine which practices are shown here to have the greatest correlation with success, and which aspects of the value story are most important to discerning buyers.

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About this study

The EY *Global Corporate Divestment Study* focuses on the critical lessons corporations can learn from private equity relating to portfolio review and divestment strategy and execution. The results of the 2016 study are based on more than 900 interviews with corporate executives and 100 private equity executives surveyed between September and November 2015 by FT Remark, the research and publishing arm of the Financial Times Group.

- Executives are from companies across the Americas, Asia-Pacific, Europe, the Middle East, India and Africa.
- CEOs, CFOs or other C-level executives make up 82% of executives surveyed.
- Executives stated they have knowledge of or direct hands-on experience with their company's portfolio review process and have been involved in at least one major divestment in the last three years.
- While nine industry sectors are represented, the study primarily focuses on consumer products, financial services, life sciences and technology.
- One-third of corporate executives represent companies with annual revenues of US$1b–US$5b, and 27% represent companies with revenues that exceed US$5b.
- Private equity executives represent firms that have US$1b or more in assets under management; 40% exceed US$5b.
- This year's study also incorporates external data from select divestments that were closed between December 2006 and December 2015.

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How EY can help

EY's dedicated, multifunctional divestment professionals can help clients improve portfolio management, divestment strategy and execution.

First, we help each client understand the performance of its business relative to peers and the rest of the portfolio, including assessing the quality of information and developing more reliable data for the evaluation process. We then help clients decide where capital can be released from underperforming or non-core activities and reallocated toward higher-growth areas.

We then work with clients to prepare them for a divestment and become an informed negotiator. Our work with corporate and private equity clients includes a variety of divestments, including sales of the entire company, carve-outs, spin-offs and joint ventures.

For carve-outs in particular, we advise on which businesses are worth investing in and which may be worth more to another owner. Our sector-focused teams can also help clients understand the effect a divestment could have on the remaining company's growth, brand and stakeholders. Furthermore, we can help maximize transaction value by guiding you through preparation and execution and removing any potential bumps in the road before buyers get involved. For example, we can create a compelling value story by analyzing the growth opportunity, assessing underlying trends, and identifying hidden value in earnings, corporate allocations, real estate, working capital, human resources, IT, operations and tax.

Finally, we assist with negotiations, Day One readiness and helping your company manage its remaining cost structure and focus on future growth.

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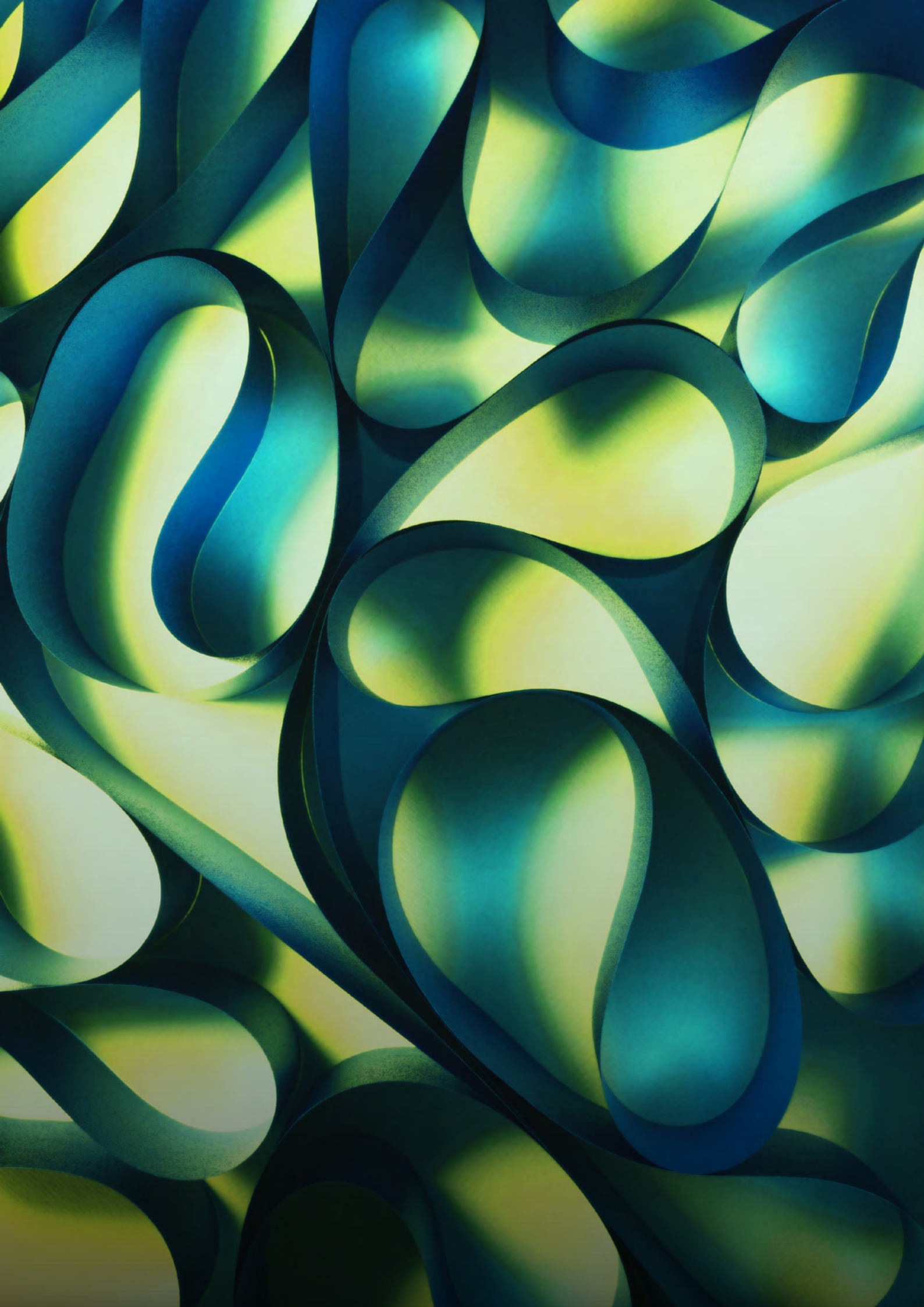

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