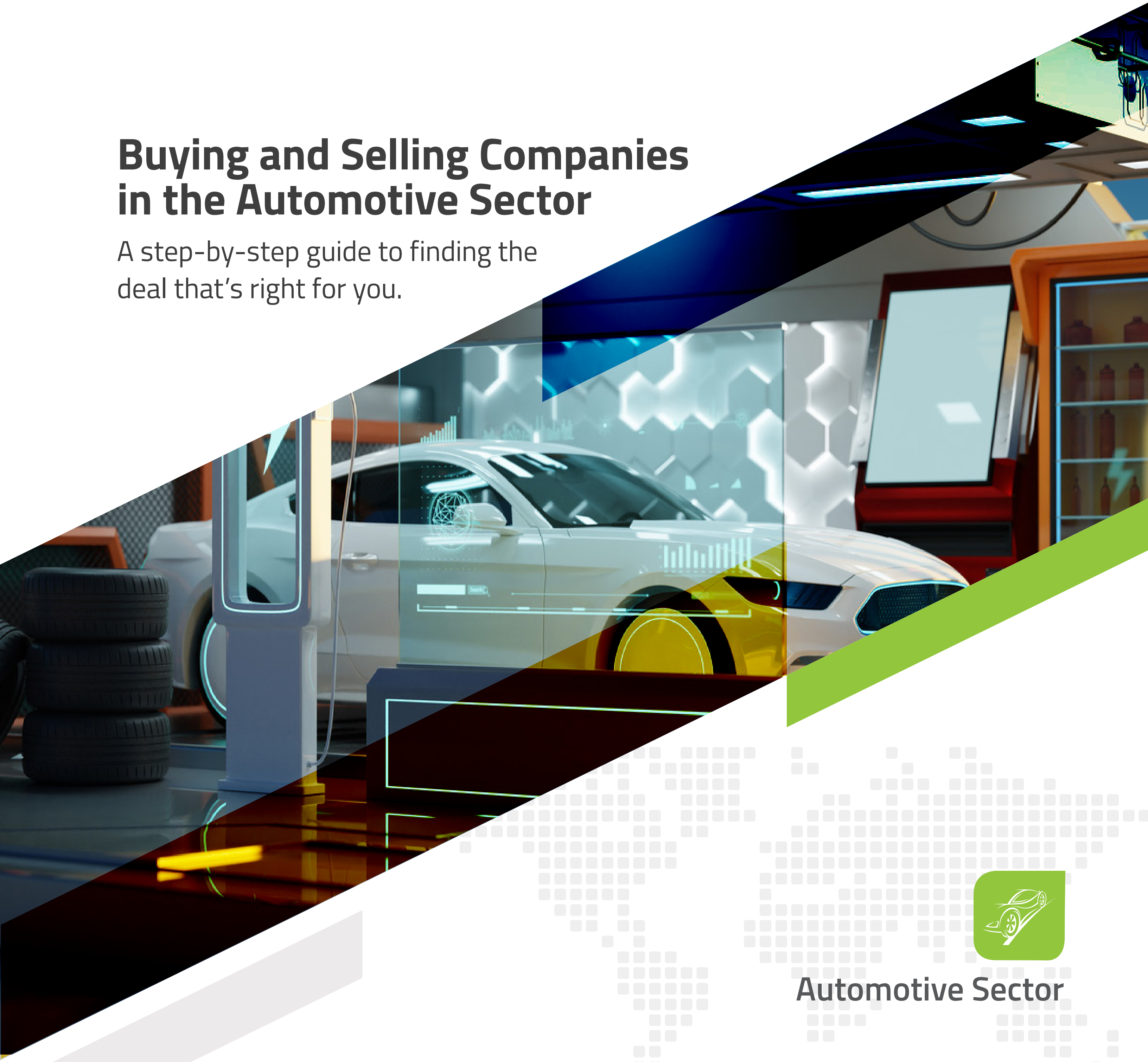
CDI GLOBAL

Buying and Selling Companies in the Automotive Sector

A step-by-step guide to finding the deal that's right for you.



Automotive Sector

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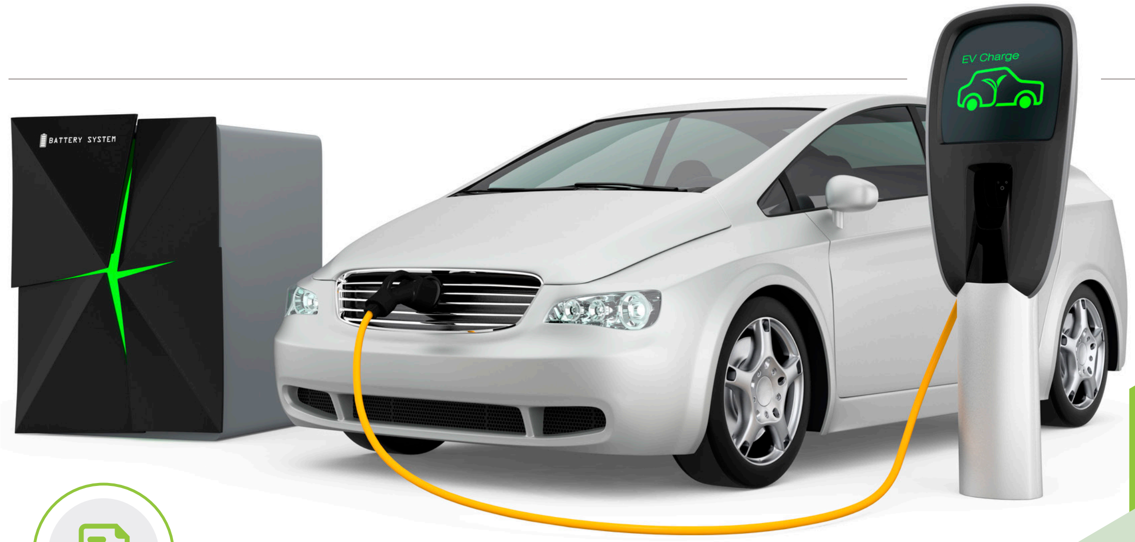


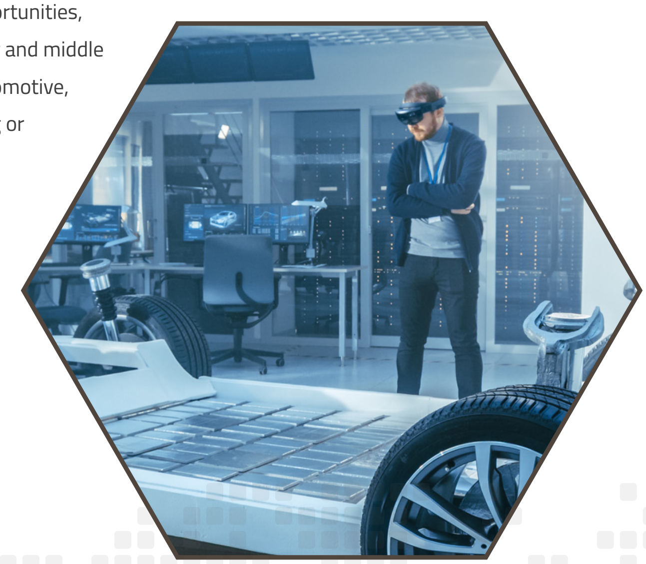
Executive Summary

The value of this guide

CDI Global has advised companies on mergers and acquisitions (M&A) for 40 years. We have a deep knowledge of the automotive sector and understand the prime importance of making informed choices in this complex global industry. Opportunities are plentiful, but so are potential pitfalls. Until now you may have been sufficiently concerned by the latter to miss the former. This guide aims to explain both and demonstrate that, with the right expertise, there are deals to be made that can greatly benefit your business.

Who is it for?

Companies throughout the automotive sector and those seeking investment opportunities, such as private equity firms. In particular, senior executives and owners of smaller and middle market companies who want to know more about mergers and acquisition in automotive, whether it has been on their 'to do' list or not. If you've never considered acquiring or divesting, we hope this guide will provide a fresh perspective.



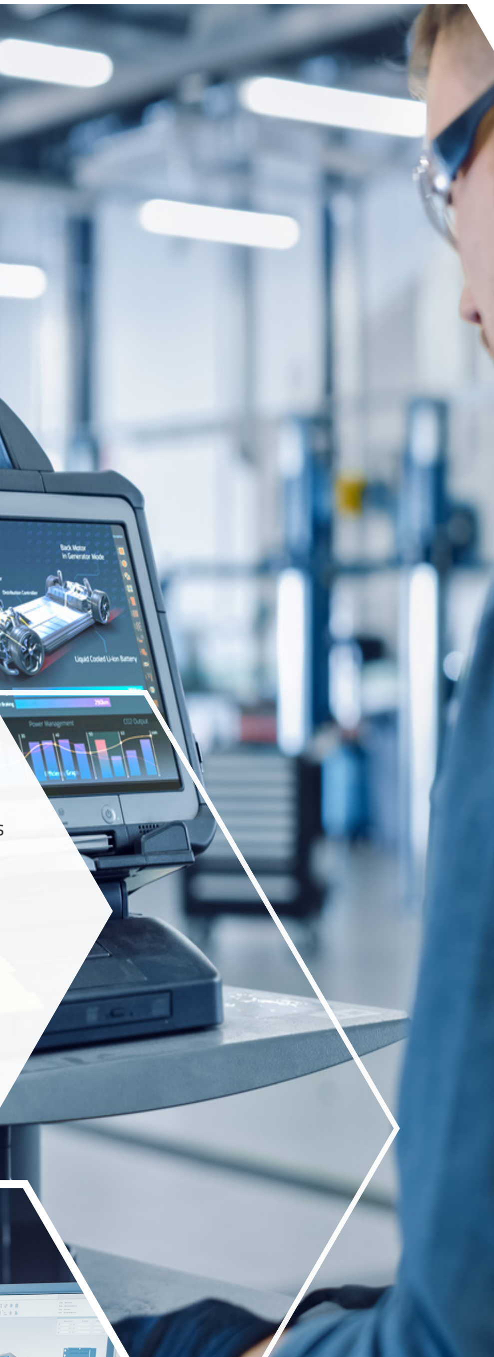
Key takeaways

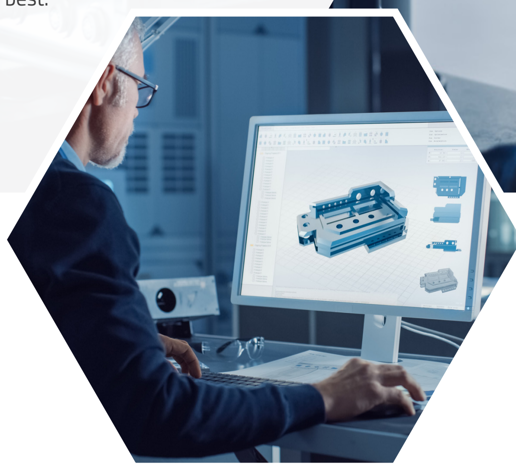
- The state of the Automotive sector M&A current market
- The benefits of buying or selling
- M&A - the promise and pitfalls
- Auctions - is there another way to buy?

Why buy or sell in the Automotive sector?

Automotive is a rapidly developing sector fueled by innovations in engine and electric vehicle (EV) technology. While R&D can help you fill holes in your product roadmap, most companies in automotive now recognize that, by the time you develop a new product, someone else is already in the market. Therefore, M&A is often the best method to get to market in the highly competitive automotive space.

An important driver can also be the need to focus on strengths. Strip non-core elements out of the business and build excellence and specialty in your field. This may include buying competitors and complementary businesses. Acquisition is also effective for securing growth in new geographies or for increasing scale and market power in more mature market segments in Europe and North America. If your company is operating in a legacy automotive sector, the opposite approach – branching into a new high growth field – might be the correct strategy. A targeted acquisition can deliver Research and Development (R&D), diversification and access to new markets in one deal. The automotive sector is complex and there is simply no single best strategy. One thing is certain: the right 'fit' is as important as the right price, and custom-tailored deals informed by sector expertise are best.





The State of the Automotive Market

The automotive industry is facing unprecedented and exciting changes, with a huge potential impact throughout the automotive industry.

Key topics affecting the automotive industry:

- Electrified cars will see explosive growth in the coming years, with increasing assortment of electric- and hybrid-vehicles sold in the market and strong impact in automotive supplier industry.
- Emission and mileage standards are heavily affecting volume sales and diesel engine value chain Industry.
- Connected and semi-autonomous cars require new competence and partnerships.
- Collaboration and platform strategies will be required to accelerate development and/or decrease development risk and increase profitability.
- Shared cars and subscription-based ownership, mainly in urban areas, will affect demand.

Transformation of the automotive supplier industry is enormous and will drive consolidation, innovation and scaling strategies to achieve cost efficiencies on smaller volumes and consolidation efforts (i.e. acquisition, integration, and rationalization of production capacity) to generate acceptable financial returns for both automotive manufacturers and suppliers.

Total automotive industry vehicles are expected to reach 120 million units annually by 2040. While EV's are expected to constitute over half of all vehicles sold, internal combustion engines will still be a dominant power unit for the foreseeable future.

"Identify the Right Opportunity"

What to do if you're looking to buy.

"It's vital that you have a clear rationale for seeking an acquisition in the first place, underpinned by your company's growth strategy."

1 The starting point:

It's vital that you have a clear rationale for seeking an acquisition in the first place, underpinned by your company's growth strategy. This will provide the framework for defining the criteria when choosing your target.

2 Next steps:

Specify criteria and decide which are critical/important, then quantify each one (e.g. target size, profitability, growth rate, sales in key segments, etc.). A preliminary list of targets can be drawn up but, at this point, a reality check is crucial. Do you have the time or expertise to locate the best targets? If not, you need help from an expert in the sector who will also advise on how and when to approach the companies in question.

3 Finance:

Engage with potential debt or equity providers to ensure they understand and back the plan, and that you will have sufficient financial firepower to do the deal. Also calculate how any extra leverage might affect the company.

Be mindful of fluctuations in currency exchange rates, they tend to be self-hedging if the changing value of debt and profits go hand in hand. Investing heavily in emerging economies/markets with volatile currencies can be tricky to manage, if they constitute a significant proportion of your corporate earnings. CDI Global's M&A advisors understand global markets and can shepherd you through the landscape and financial ramifications of your deal.

4 Identifying the right opportunity:

As we have said, many companies seek to strengthen their core when acquiring; but other businesses may diversify, either into higher margin sectors or to hedge against shocks in specific markets or geographical areas. M&A here requires a very rigorous approach as almost every opportunity will be different. Whatever the strategy, ideal targets for acquisition will likely have one or more important characteristics:

i. A steadily growing sales and profit profile
ii. Good growth potential based on factors such as holding a niche position and/or valuable intellectual property.
iii. Fragmented supplier and customer bases, relatively immune to cost/price pressures and more able to sustain margins.

5 Auctions:

On the face of it, auctions appear a good solution for time-poor senior executives seeking acquisitions. Initially the selling company does all the work, hiring an investment banker to prepare a glossy prospectus that arrives in the post, to be read at your leisure. But there are three immediate disadvantages:

i. The prospectus will often go to many other potential buyers, thus inviting maximum competition.
ii. You may receive it irrespective of the suitability of the offer, which can distract from the original goals.
iii. The focus for the bank conducting the auction is getting the best price for the seller.

So your chance of acquiring a company that's a good fit at a reasonable price is diminished. And companies can waste a lot of time evaluating prospectuses to discover there would be little strategic benefit acquiring what's for sale.

Following the herd is rarely fruitful. Unfortunately, companies disappointed by auctions can allow this to color their view of M&A as a whole, to their detriment. This is a missed opportunity as other approaches are available, such as specialist search, which can be extremely effective.

6 Why use a specialist?

Serendipity is not an effective strategic tool. You need experienced advisors who will help you diagnose your requirements and know where to find what you need, anywhere. You need someone who understands your sector inside out and talks your language, yet also works cross-border as a matter of course, with a global knowledge and reach. Someone who is also used to managing the whole M&A process, dealing with the myriad of accounting, legal and specialist advisors and driving the deal home.

CDI Global deploys experienced specialists that listen to your needs in order to craft comprehensive strategies based on your precise requirements. Having an expert in your corner means maximizing your team's time and getting the job done to secure the best possible M&A outcome.

"We remove the complexity from these negotiations by having global reach, with local experts that facilitate a smooth transaction."

7 Due diligence:

CDI Global has the experience to recognize the warning signs of a bad deal and works with you to avoid those pitfalls. These warning signs include:

i. The seller appears not to be irrevocably committed to selling.
ii. The seller has limited or poorly prepared due diligence materials.
iii. The seller may not have proper support from professional advisors.
iv. The timetable is unclear or key deadlines in the process are missed or not respected by the seller.
v. The business starts to under-perform or miss key financial targets.
vi. The seller reneges on key aspects that have already been agreed.
vii. Due diligence uncovers one or more 'skeletons in the closet'.

Cross-border deals in the automotive sector can have specific challenges, especially when dealing in certain Asian countries where regulatory and accounting standards are different. Once again expert advice is needed to avoid costly mistakes. If your new acquisition brings with it hidden environmental liabilities, it can have a ruinous impact on your whole business, not just the new company. You need to find these during due diligence, and for that you need expert help. We remove the complexity from these negotiations by having global reach, with local experts that facilitate a smooth transaction.

8 Managing the transition:

With the deal nearing agreement, you will need clear plans (30-day, 90-day or similar) on what will be done immediately once the new business is acquired. It's vital to get role changes and/or redundancies implemented quickly. Will the owner or senior managers continue to be involved? Will you have to act to prevent departures of key personnel? You need to have clear answers to these important questions. CDI Global can help develop a strategy to navigate your post-merger integration to help optimize efficiency and synergies.

What to do if you're looking to sell?

1 The starting point:

For private companies, this often arrives when the owner reaches a certain age and wants to enjoy the fruits of their labor. Is the next generation willing or able to pick up the reins? If not, what are the options to transition the business? Is selling the right answer?

2 Next steps:

Do you sell all the business or keep a stake? The latter could be an attractive option if you're confident about future growth with your shares becoming more valuable in time. Even if you sell everything, be prepared for buyers who want to lock you into the business for a period, post-sale, particularly if they're paying a high price. Typically, buyers will have very well-defined requirements and what they want is usually simple – certainty about what they are buying and the risks and liabilities that come with it.

For your part, be clear about your minimum price and whether you wish to stay involved in the business in future. Don't compromise on these points. There is usually no need for negotiations to become as complex as they often do. Again, an experienced M&A advisor can usually craft a plan based on your desired timing. They also know where to find potential problems in the small print – anything that could claw back money from you as the seller in future years or leave you with residual liabilities (particularly with environmental issues or pension liabilities).

3 Finance:

It is the buyer who ultimately fixes the value of your business based on market, competition, and your unique selling points. It's important that you have a view, and make your calculations accordingly, but in the final analysis what they are willing to pay is the critical determinant of value. Every deal is different, so basing your valuation on what has happened previously can lead to disappointment and disruption to your business planning. Be clear, but also realistic, about your price and expectations and be prepared to walk away if these are not met.

Also, in any deal, be careful about committing to significant investment to make your business more sale-able. This may be necessary to remove an obstacle to sale (e.g. an environmental issue), but investment aimed at producing future growth may not impress buyers, particularly if the future profit uplift is reflected in the expected sale price. Buying on a promise is not attractive to either strategic acquirers or financial buyers, i.e. private equity.

4 Due Diligence:

What does a 'good' buyer look like?:

i. They have the right attitude and commitment to do the deal.
ii. They can provide proof of sufficient finances to complete the transaction.
iii. They have the resources, in particular the right people, to progress the deal.
iv. They have a track record of closing other similar deals.

5 Legacy / Cultural Considerations:

A final important consideration is whether the buyer is willing to meet terms you may set for the treatment of your staff after you depart. You must decide how important that is and be very clear if it is a requirement. In addition, for a privately-owned company, do you want the company name and brand to continue?

Case Study

Gnutti Acquires Powertrain Division of Finnveden

CDI Global advisor Gabriele Coccini worked with Gnutti Carlo S.p.A, an Italian precision engine components manufacturer, on the purchase of the Powertrain Components area of Finnveden. As a manufacturer of complex precision components and sub-systems, Finnveden Powertrain established itself as a leading supplier to international automotive industry.

"This acquisition has led to the formation of a world-leading supplier of engine components," comments Finnveden Powertrain managing director Hans Linner. *"Our product range includes connecting rods, different types of turned parts as rollers, pins, shafts, high pressure connectors, cam followers, lifters, bridges and rocker arms."*

Gnutti's incorporation of Powertrain positions Gnutti as one of the world's leading suppliers of precision components for heavy diesel engines. The merger has created a force in the international automotive industry by increasing size, enhancing production, broadening geographical presence, and expanding their expertise.

"In challenging and uncertain periods, like the current one, M&A transactions can be both an excellent opportunity and a fundamental defensive strategy. The courage to complete large-scale M&A operations, even acquiring a company similar in size to its own, can lay the foundations for leadership positioning in the global market," reflected Gabriele Coccini, CDI Global Milan.

GNUTTI

finnveden powertrain

About CDI Global

CDI Global specializes in advising these types of cross-border transactions, with local offices internationally to source leads and manage on-location interactions. With expertise in a wide range of industries, CDI Global works to identify opportunities and find the best strategic fit for companies they represent.

About CDI Global

We hope this guide has stimulated your interest in M&A – and alerted you to both its potential opportunities and hazards. Our 40 years of experience has shown CDI Global how to navigate the shifting marketplace, and guide companies through the process to find opportunities that match their goals.

We have the knowledge.
Would you like to reap the benefit?

CDI Global offers expertise in:

- Automotive sectors – unlike banks and investment advisors, our team has both worked and conducted M&A advisory within various sectors across the industry. We know the industry structure and dynamics inside out.
- Custom-tailored, pro-active approach. We go out and find the best deal for your unique requirements, and offer pragmatic, hands on support.
- Extensive network of contacts, particularly among privately owned companies in the automotive sector.
- Cross-border M&A expertise and global footprint. CDI Global has expertise on the ground in each territory and operates on the basis of cross-border cooperation.
- We focus on best strategic fit, not just best price.
- Experience in search projects and approaching SME owners on a highly confidential basis, improving closing rates and sourcing "not-for-sale" vs auction opportunities.
- Experience and support in organizing local Due Diligence, managing negotiations and providing results.
- Commitment to the long-term, both in our strategic advice and when working with clients.
- Respect we have earned from both parties in our transactions - based on trust and professionalism.

Automotive Sector

Get an experienced perspective on your automotive sector ambitions

CDI Global works with automotive businesses throughout the world to achieve the very best M&A outcomes. If you are considering buying or selling in the sector, or would simply like to discuss your options, sign up now for a free, no-obligation consultation with our automotive experts by phone or Skype™.

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