

Buying and selling companies in the Technology, Media & Telecommunications (TMT) sector.

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



**Technology, Media, and
Telecommunications Sector**



Executive Summary

The value of this guide

CDI Global has advised companies on mergers and acquisitions (M&A) for over 40 years. We have a deep knowledge of the TMT 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.

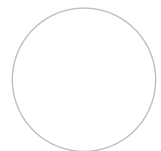
Who is it for?

Companies throughout the TMT sector and those seeking investment opportunities, such as private equity firms, family offices, and corporate development offices. In particular, senior executives and owners of smaller and middle market companies who want to know more about mergers and acquisition in TMT, 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 TMT sector M&A current market
- The benefits of buying or selling
- M&A - the promise and pitfalls
- Auctions - is there another way to buy?



Get an experienced perspective on your TMT sector ambitions

CDI Global works with TMT 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 TMT experts by phone or Skype™.

[FIND OUT MORE HERE](#)



Why buy or sell in the TMT sector?

TMT by nature is a high growth sector and if you're not growing, you're probably getting replaced. While R&D (Research & Development) can help you fill holes in your product roadmap, most companies in TMT now recognize that by the time you develop a new product someone else is already in the market.

Therefore, M&A can often be the highest value method to get new products to market in the highly competitive TMT 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, Asia, and North America.

That said, if your company is operating in a legacy TMT sector, the opposite approach – branching into a new high growth field – might be the correct strategy. The right acquisition can deliver R&D, diversification and access to new markets in one deal. As we have said, the TMT sector is complex and there is simply no single best strategy.

However, one thing is certain: the right 'fit' is as important as the right price and, for this, custom-tailored deals informed by sector expertise are best.





The State of the TMT Market

The TMT Market continues to be the fastest growing and most active market for M&A worldwide.

As the largest companies in the sector continue to dominate, more and more TMT companies are accumulating currency through stock growth to both diversify and fill gaps in their offering portfolios. According to CNBC, technology companies make up roughly 25% of all stocks. High growth segments continue in Artificial Intelligence and Machine Learning, Cloud Services and Software as a Service, Automotive Technology, and Internet of Things (IoT). Finally, for the first time in several years, there seems to be an appetite for IPOs again, driving liquidity for investors.



Where do the opportunities lie?

Everywhere! Most important is being clear on your strategic rationale for the purchase/sale you seek and having the means to find the right company to make the deal, wherever it may be. Valuations continue to be stretched. But, if you know where to look, there are opportunities elsewhere for companies with realistic valuations.

Technology buyers are everywhere, but they tend to focus on what they're good at. Therefore, having someone who can source the right targets can be critical.

What are the challenges?

Private equity firms in particular continue to find the most highly-valued companies out of reach because the premium that often comes from post-acquisition synergies which are much easier for a strategic buyer to realize. In spite of inflated valuations, buyers continue to compete in auctions because of the availability of cheap debt.

But how long will this benign debt environment continue?

Ill-judged acquisitions may never deliver the anticipated benefits, leaving buyers with a rising debt service cost and disappointing income returns - not a good place to be.

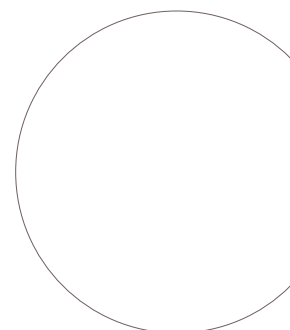
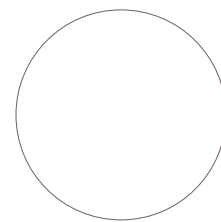
That's why, when considering M&A, it's very important to get an independent advisor to test the logic of the deal, putting forward counter strategies including organic growth of your company. It can save you a lot of heartache later.

The political environment

Today's business environment has become political in every sector. Risks exist to every company that employs humans due to the social media environment. It seems that no company or person is immune from scrutiny creating risk.

However, worldwide regulatory activity is trending toward less regulation and lower taxes that benefit transactions in all sectors. While the threat of tariffs consistently weighs on certain sectors, trends have suggested that the fears will be negotiated to a normality that benefits both parties. China is the most recent key participant with significant issues at play. M&A participants should pay close attention to the percentage of customers and suppliers that are dependent on China for the business.





"Identify the Right Opportunity"

What to do if you're looking to buy?





1

The starting point:

Digital transformation is driving change in business at a speed never before seen. Businesses need to adapt quickly, following the requirements of customers and the adaptation of competitors. Can you use M&A to drive your competitive advantages? Can you use M&A to fill a gap in your product solution? Or to access a new addressable market?

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 base, so relatively immune to cost/price pressures and more able to sustain margins.

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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:

- the prospectus will often go to many other potential buyers
- you may receive it irrespective of the suitability of the offer
- 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. Companies can waste a lot of time evaluating prospectuses to discover that there is another buyer analyzing the acquisition willing to pay more.

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 global and sector 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.





What to do if you're looking to buy...continued



“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 cupboard'.

In addition, cross-border deals in the TMT sector can have specific pitfalls, 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 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? Alternatively, for a technology-driven company such exit could be triggered by scaling needs to remain competitive in a global market or as a spin-off from a conglomerate to pursue an independent path and mission from the nurturing parent company.

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 the future. Don't compromise on these points. There is usually no need for negotiations to become as complex as they often do. But also keep in mind the company's well-being and not only yours as an entrepreneur. Particularly, even if you plan to exit immediately or within an agreed time frame, it is important to ensure that the key management personnel and the technologists continue and are taken care of. In most Technology companies it is the people and their skills who make up the value.

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 tax 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. In IP driven businesses, with not significant financials to showcase, the synergy to the buyer's business will determine the value, and requirements also clearly to the M&A sell-side advisers, as they will enter into a synchronized effort with you to reach that target.

Also, in any deal, be careful about committing to significant investment to make your business more saleable. This may be necessary to remove an obstacle to sale (e.g. an ongoing legal 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 vision, strategy 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.



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? And finally, it is important to be aware that buyers act differently in different regions. What is customary in a Western environment may not be so in an Asian environment. This, however, does not mean that they cannot be ideal future owners of your business.



Case Study



CDI Global Provides Sequential Local Search & Buy Mandates for Ericsson.



When Ericsson was interested in consolidating the French telco managed services market to achieve a leading position, they reached out to CDI Global's Didier Raspaud for his industry experience and local position. They had a clear (non-organic) M&A strategy in place to develop a telco managed services provider (MSP), which in turn would deliver a leading edge in the marketplace.

To aid Ericsson in this acquisition, CDI Global charted the industry and identified all the significant players in France. Reaching out to various selected targets, CDI initiated discussions with shareholders to identify potential opportunities. CDI Global played an active role supporting and advising Ericsson on the acquisition of Audilog, including Letter of Intent signing, Due Diligence management, and SPA negotiations. After the successful closing, Audilog became Ericsson's French Managed Services Business Unit.

Because of the positive experience and outcome from the collaboration with CDI Global, Ericsson initiated a new search and buy mandate for CDI Global to spearhead. CDI supported and advised Ericsson through the full process in Belgium, through the SPA negotiations and closing on the acquisition of Tridge.

One of the key benefits of working with CDI Global is the global reach through local offices throughout the world. CDI makes it easy to expand into new markets and move forward with the confidence of having the same quality expertise navigating each new opportunity particularly in fragmented national markets ripe for consolidation.



About Ericsson

Ericsson is the industry leader in systems integration of new consumer services and operator business processes, creating value for consumers and profitability for operators. As networks, systems and business models become more complex, Ericsson partners with operators to create an environment for efficient business operations and innovative business development. This includes supplying solutions in the service layer and telecom management domains, including service provisioning, network management, service assurance, and revenue management. www.ericsson.com

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:

- Technology, Media, & Telecommunications sectors – unlike banks and investment advisors, our team has both worked and conducted M&A advisory within various sectors across the industry for medium-sized transactions. We know the industry structure and dynamics inside out and have access to many decision makers in local markets thanks to seasoned and long-standing partners acting as entrepreneurs themselves.
- Custom-tailored, pro-active approach. We go out and find the best deal for your unique requirements, and offer pragmatic, hands on support.
- 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 (buyers as well as sellers) in our transactions – based on trust and professionalism.



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CDI Global works with 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 healthcare experts by phone or Skype™.

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