

M&A PREDICTOR

JULY 2013

What is KPMG's M&A Predictor?

KPMG's M&A Predictor is a forward-looking tool that helps member firm clients to forecast worldwide trends in mergers and acquisitions. The Predictor was established in 2007. It looks at the appetite and capacity for M&A deals by tracking and projecting important indicators 12 months forward. The rise or fall of forward P/E (price/earnings) ratios offers a good guide to the overall market confidence, while net debt to EBITDA (earnings before interest, tax, depreciation and amortization) ratios helps gauge the capacity of companies to fund future acquisitions.

The Predictor covers the world by sector and region. It is produced twice a year, using data comprising 1,000 of the largest companies in the world by market capitalization.*

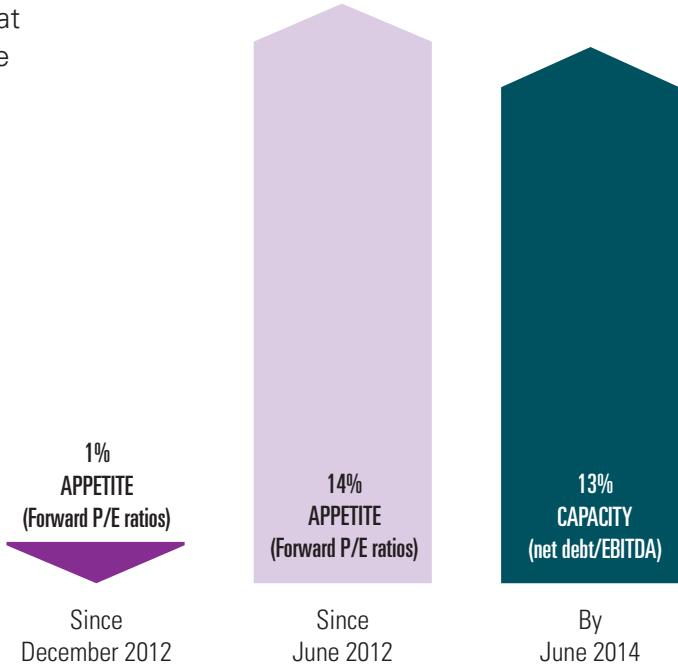
Tom Franks

Global Head of Corporate Finance

Appetite for deals still fragile

Analysts are expecting the world's largest corporates to show an increasing appetite for deals compared with June 2012, with predicted forward P/E ratios (our measure of corporate appetite) 14 percent higher than 12 months ago. However, macroeconomic factors (such as nervousness over the continuation of quantitative easing) continue to impact forward P/E ratios which have returned to the levels seen at the start of the year.

Despite the uncertainty in the markets, the capacity to transact, as measured by forecast net debt to EBITDA, holds steady with an expected improvement of 13 percent over the next year.



Source: S&P Capital IQ/KPMG analysis

*The financial services and property sectors are excluded from our analysis, as net debt/EBITDA ratios are not considered relevant in these industries. All the raw data within the Predictor is sourced from Capital IQ. Where possible, earnings and EBITDA data is on a pre-exceptionals basis with the exception of Japan, for which GAAP has been used.

“The capacity to transact continues to rise as companies pay down debt.**”**

Regions echo global trends

The nervousness around global appetite in recent months is reflected in all regions except North America, where predicted forward P/E ratios are up 4 percent over the past 6 months to June 2013. However, confidence in the M&A market is still higher than a year ago in all markets.

The capacity to transact continues to rise as companies pay down debt. Global net debt to EBITDA ratios are expected to fall 13 percent over the next 12 months. This trend is seen across the regions, to varying levels. Africa and the Middle East will see a significant increase in capacity, with a forecast 34 percent increase by next year.

According to Tom Franks, Global Head of Corporate Finance at KPMG, “Despite several years of forecast growth in capacity, the market is clearly still affected by macroeconomic factors which are driving down M&A volumes. This imbalance is likely to lead to continuing tensions between companies and their investors over how to use ‘surplus’ cash.”

Sector performance variable

Healthcare, Consumer Discretionary and Industrials are the strongest sectors, with forward P/E ratios up 20, 20 and 21 percent respectively over 12 months. Even in the past 6 months, where confidence has been shaky across the market, Healthcare is up 9 percent over the past 6 months to June 2013. Consumer Staples and Telecommunications show slight increases in confidence in the same period, with a 1 percent and 3 percent rise. Basic Materials has had the most dramatic shift, with a 16 percent decrease in confidence over the past 6 months.

In terms of capacity, the Technology sector continues to command a strong position as it improves its cash reserves, with an anticipated increase in capacity by 29 percent over the next year. Healthcare is another strong performer, with its net debt to EBITDA ratios expected to fall – and thereby increasing capacity – by 54 percent.

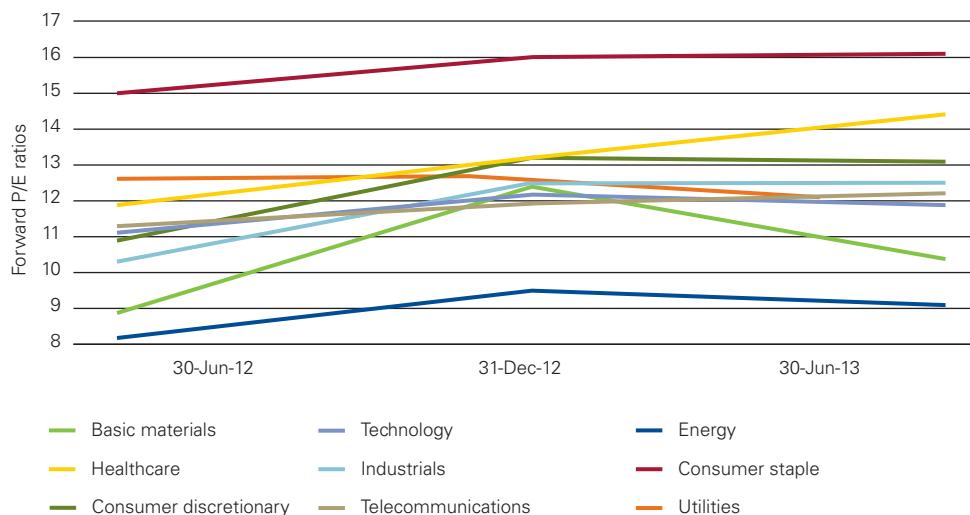
Some bright spots in a muted market

Japan is one of the brightest spots in the analysts' data, with a 24 percent year-on-year increase in appetite and an 8 percent increase in capacity.

“The increased expectations for both capacity and appetite agree with what we hear from company leadership. Domestic stock markets have been reacting positively to the monetary policies being implemented by Abe leadership. We expect deal volume to increase with market prices as more potential sellers become willing to transact,” says Hikaru Okada, Head of Corporate Finance, KPMG in Japan.

Similarly, the US continues to outperform the market even when times are tough. Forward P/E ratios are 4 percent higher than 6 months ago – modest but positive in an uncertain market – and 14 percent up year-on-year. The US's capacity to transact is robust, with an expected improvement of 20 percent over the next year.

Market confidence by industry sector



Source: S&P Capital IQ/KPMG Analysis

“ The market is still clearly affected by macroeconomic factors which are driving down M&A volumes. ”

“Despite uncertainty in the global economy the US M&A market has held fairly constant,” commented Phil Isom, Head of Corporate Finance, KPMG in the US, “relatively easy access to capital has been a strong driver for deal flow.”

Global merger levels down while values hold on

The total number of deals completed worldwide within the past 12 months has continued its downward trajectory, down almost 10 percent between June 2012 and June 2013. AsPac and EMA are the two regions which have had a particular decline in volumes in the past year.

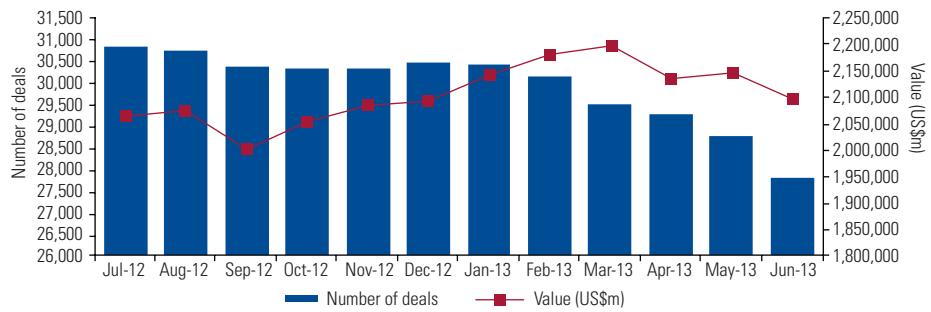
After a brief rally at the start of the year, global deal values are back at 2012 year end levels and worryingly look to be on a declining trend.

“The evidence from the top 1,000 companies is that while confidence is fragile, it is there, and this is reflected in average (as opposed to total) deal values, which continue to increase. Beyond the largest corporates, however, the mid-market and below is continuing to struggle,” commented Tom Franks.

Despite some uncertainty in the last few months, confidence in the M&A market is still higher than it was a year ago, across all markets. This confidence, combined with a continued capacity to transact, should lead to a lift in the M&A market.

According to Bob Cowell, at KPMG Makinson Cowell, “The rise in appetites over 12 months shows that shareholders in all regions are still hungry for growth and, despite ongoing difficulties in the markets, are supportive of inorganic growth where it’s a viable option.”

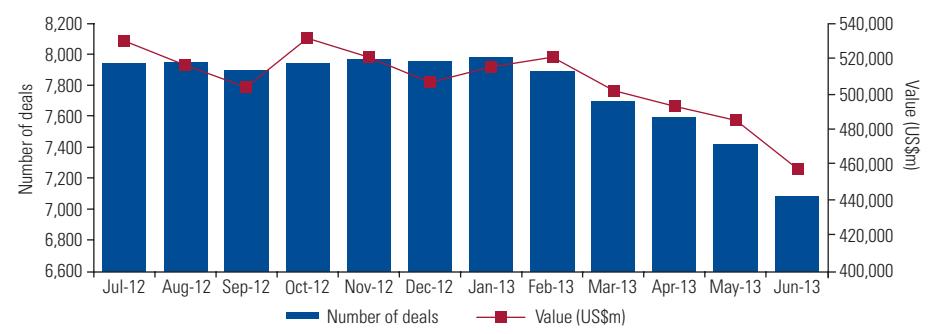
Worldwide completed deals: 1 year trailing Jul 12 – Jun 13



Americas completed deals: 1 year trailing Jul 12 – Jun 13



AsPac completed deals: 1 year trailing Jul 12 – Jun 13



EMA completed deals: 1 year trailing Jul 12 – Jun 13



Source: Thomson Reuters SDC/KPMG analysis

Note: Figures shown are totals for the 12 month period up to the specified date

All figures are in US\$m

Region	Country	Number of Companies	Market Cap						Net Profit (Pre-Excess)						EBITDA						(Net Debt)/EBITDA																							
			As at 30-Jun-12			As at 31-Dec-12			As at 30-Jun-13			% change			30-Jun-12			31-Dec-12			30-Jun-13			P/E			Net Debt			30-Jun-13			30-Jun-14			% change								
			A	B	C	A	B	C	CvsA	BvsA	CvsB	A	B	C	CvsA	BvsA	CvsB	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	X	Y	Z					
Region	Africa and Middle East	26	449,521	483,866	478,917	7%	8%	1%	(1%)	46,530	43,737	43,498	7%	9.7	11.1	11.0	14%	15%	(0%)	50,976	32,822	(65%)	79,499	77,674	(2%)	0.6	0.4	(34%)	0.4	0.2	1.2	(1%)	1.2	1.1	0.8	0.9	0.9	0.9	0.9	0.9	0.9	0.9	0.9	0.9
	As Pac: Japan (GAAP)	95	1,570,402	1,609,759	1,889,758	20%	3%	17%	153,896	126,016	149,237	(3%)	(18%)	10.2	12.8	12.7	24%	25%	(1%)	681,1505	633,029	(7%)	362,811	364,476	0%	1.9	1.7	(8%)	0.7	0.7	0.7	0.7	0.7	0.7	0.7	0.7	0.7	0.7	0.7	0.7				
	As Pac: Other	181	3,773,974	4,226,847	3,925,979	4%	12%	7%	366,199	346,274	366,292	0%	5%	10.3	12.2	10.7	4%	18%	(12%)	556,489	495,911	(11%)	634,902	690,335	9%	0.9	0.7	(18%)	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0				
	Europe	254	6,711,822	7,675,734	7,695,66	14%	0%	14%	90,836	70,736	71,427	(3%)	(5%)	9.1	13.9	10.7	17%	20%	(9%)	1,679,412	1,619,845	(9%)	1,518,088	1,517,108	(0%)	1.1	1.0	(8%)	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4				
	LatAm	46	1,151,750	1,242,678	1,055,210	8%	15%	92,213	89,307	83,007	(16%)	(10%)	11.6	13.9	12.7	10%	20%	(9%)	245,622	245,622	(9%)	171,769	171,769	3%	1.1	1.0	(8%)	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4						
	North America	398	11,387,916	11,752,380	12,901,950	13%	3%	10%	945,500	885,478	937,973	(1%)	(6%)	12.1	13.3	13.8	14%	10%	4%	1,594,814	1,386,019	(14%)	1,474,994	1,805,858	3%	0.9	0.8	(17%)	1.1	1.1	1.1	1.1	1.1	1.1	1.1	1.1	1.1	1.1	1.1					
	Global:	1,000	25,075,386	26,391,262	27,946,389	11%	8%	4%	2,352,175	2,194,548	2,301,433	(2%)	(7%)	5%	10.7	12.1	12.1	14%	15%	(1%)	4,741,932	4,255,521	(10%)	4,513,070	4,531,721	3%	1.1	1.1	0.9	0.9	0.9	0.9	0.9	0.9	0.9	0.9	0.9	0.9						
Region	Australia	16	532,851	624,819	520,253	(2%)	1%	17%	(1%)	56,061	44,911	45,451	(18%)	(20%)	1%	9.5	13.9	11.4	20%	28%	(18%)	106,710	105,536	(1%)	88,832	88,832	(0%)	0.5	0.4	(9%)	0.5	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4			
	Austria	1	10,239	11,760	14,714	44%	15%	25%	1,926	1,784	1,918	(0%)	(7%)	8%	5.3	6.6	7.7	44%	24%	16%	3,229	2,920	(10%)	6,648	6,597	(1%)	0.5	0.4	(9%)	0.5	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4				
	Belgium	4	148,688	168,211	171,076	16%	2%	14%	9.6	9.96	10,933	13%	4%	8%	15.3	16.7	15.6	2%	9%	(6%)	42,014	37,367	(11%)	20,064	21,550	7%	2.1	1.7	(17%)	1.8	1.8	1.8	1.8	1.8	1.8	1.8	1.8	1.8	1.8	1.8				
	Bermuda	3	67,723	80,618	82,164	21%	19%	2%	5,481	5,347	5,589	(2%)	(12%)	12.4	15.1	14.7	19%	22%	(3%)	13,319	23,935	3%	12,680	13,527	7%	1.8	1.8	(4%)	1.8	1.8	1.8	1.8	1.8	1.8	1.8	1.8	1.8	1.8	1.8					
	Brazil	18	536,997	567,036	466,718	(13%)	6%	(18%)	56,341	45,620	48,710	(13%)	(6%)	9.4	11.7	10.2	8%	24%	(13%)	148,640	161,789	9%	84,825	91,091	7%	1.6	1.7	(5%)	1.6	1.7	1.5	1.5	1.5	1.5	1.5	1.5	1.5	1.5	1.5	1.5				
	Canada	33	621,099	669,972	610,921	(2%)	8%	(9%)	55,329	50,148	67,822	(10%)	(4%)	11.2	13.4	12.7	13%	19%	(5%)	17,723	18,821	3%	11,535	109,431	(2%)	1.6	1.7	(5%)	1.6	1.7	1.5	1.5	1.5	1.5	1.5	1.5	1.5	1.5	1.5	1.5				
	Chile	7	103,846	108,563	105,350	1%	5%	(3%)	6,892	6,210	6,782	(2%)	(10%)	9%	15.1	17.5	15.5	3%	16%	(11%)	30,989	30,572	(1%)	13,743	14,551	6%	2.3	2.1	(7%)	2.1	2.1	2.1	2.1	2.1	2.1	2.1	2.1	2.1	2.1	2.1				
	China	44	1,013,952	1,078,854	976,639	(4%)	6%	(10%)	98,871	92,277	86,649	(1%)	(8%)	7%	10.2	11.7	9.9	(3%)	15%	(2%)	121,743	127,433	3%	193,004	217,423	13%	1.3	1.2	(13%)	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.2				
	Colombia	2	120,713	136,004	94,425	(22%)	1%	10%	9,145	9,376	6,907	(32%)	(8%)	18%	11.9	14.5	13.7	15%	22%	(6%)	4,425	5,277	31%	18,041	15,788	(12%)	0.2	0.2	49%	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2				
Region	Czech Republic	1	18,491	19,081	12,800	(31%)	3%	(33%)	9,211	2,171	1,769	(19%)	(0%)	8.5	8.8	7.2	(15%)	3%	(18%)	8,829	8,924	1%	4,522	4,084	(10%)	2.0	2.2	12%	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.2					
	Denmark	5	134,655	153,903	149,766	11%	14%	(3%)	9,232	9,973	10,760	17%	8%	14.6	15.4	13.9	(5%)	6%	(10%)	19,664	17,880	(9%)	22,568	22,425	(1%)	0.9	0.8	(8%)	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8					
	Finland	4	46,408	58,261	59,303	28%	2%	6%	3,141	2,802	3,610	15%	15%	29%	14.8	20.8	16.4	11%	41%	(2%)	5,182	4,113	(21%)	6,056	7,466	23%	0.9	0.6	(36%)	0.6	0.6	0.6	0.6	0.6	0.6	0.6	0.6	0.6	0.6	0.6				
	France	37	912,551	1,049,035	1,028,679	20%	15%	1%	48,062	87,803	90,074	15%	4%	11.6	11.0	10.5	10.2	16%	15%	24,363	21,707	(10%)	214,363	211,738	(1%)	1.1	1.0	(19%)	0.6	0.6	0.6	0.6	0.6	0.6	0.6	0.6	0.6	0.6	0.6					
	Germany	30	821,217	1,023,094	1,028,679	25%	25%	1%	93,059	93,059	97,883	4%	(1%)	50,871	52,841	52,841	3%	12%	16%	26,224	26,224	16,088	(39%)	96,326	103,958	8%	0.3	0.2	(43%)	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2				
	Hong Kong	20	57,221	649,861	589,036	4%	13%	(8%)	51,325	50,174	52,841	3%	(2%)	5%	11.2	13.0	11.3	1%	16%	1%	17,133	21,173	21,173	19,041	21,173	21,173	0.6	0.6	(39%)	0.6	0.6	0.6	0.6	0.6	0.6	0.6	0.6	0.6	0.6	0.6				
	India	24	438,862	476,944	459,966	5%	9%	(4%)	34,327	34,577	35,980	3%	(1%)	12.6	13.8	12.8	2%	10%	10%	25,104	25,104	25,104	16,088	16,594	16,594	0.4	0.4	(57%)	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4					
	Indonesia	8	106,444	113,774	125,548	18%	7%	10%	7,337	7,842	15,647	1%	(1%)	9.6	12.7	12.7	24%	25%	(1%)	12,604	12,604	12,604	12,604	12,604	12,604	0.1	0.1	(7%)	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1					
	Ireland	1	10,266	10,777	8,877	1%	13%	1%	17%	17%	9,071	1%	(1%)	9.3	10.2	9.0	7%	15%	(3%)	15,353	15,353	15,353	15,353	15,353	15,353	0.7	0.7	(5%)	0.7	0.7	0.7	0.7	0.7	0.7	0.7	0.7	0.7	0.7	0.7					
	Luxembourg	4	68,141	77,507	66,174	3%	14%	1%	11%	3,745	5,121	5,848	(2%)	(3%)	14%	8.9	11.3	12.7	27%	27%	25%	22,280	19,467	(25%)	13,297	13,297	1%	1.7	1.4	(14%)	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4			
	Macau	3	43,222	56,180	62,155	44%	30%	1%	3,745	3,295	7,424	3%	(3%)	15.3	17.5	17.9	17%	14%	2%	18,500	18,500	18,500	18,500	18,500	18,500	0.1	0.1	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0							
Region	Malaysia	10	117,901	130,715	132,873	13%	11%	2%	1%	22,905	23,209	21,987	1%	(4%)	16.2	17.7	16.9	5%	9%	9%	24,576	24,576	24,576	24,576	24,576	24,576	0.1	0.1	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0						
	Mexico	17	370,465	409,854	372,289	0%	1%	1%	1%	1%	875	975	943	1%	(1%)	12.6	12.6	12.1	12%	12%	1%	20,524	20,524	20,524	20,524	20,524	20,524	0.1	0.1	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0					
	Morocco	1	11,181	11,022																																								

Bequia County

D. Actual/Concurrent sales forecasts on 30-June-13, in respect to the closest fiscal year end; E. Consensus forecasts on 30-June-13, in respect to the closest fiscal year end; F. Consensus forecasts on 30-June-13, in respect to the year ending 30-June-13; G. Consensus forecasts on 30-June-13, in respect to the year ending 30-June-14; H. Consensus forecasts on 30-June-13, in respect to the closest fiscal year end; I. P/E and PE ratio analysis; J. Q/K/P/MGPM analysis.

Industry **Education/Industry**

KPMG's Global M&A team

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