



cutting through complexity

M&A

MERGERS & ACQUISITIONS PREDICTOR

ISSUE 4 | March 2014

Conditions are ripe for a
surge in M&A activity

**ADVISORY
CORPORATE FINANCE**

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What is KPMG's *M&A Predictor*?

The Predictor is a forward-looking tool that helps our clients consider trends and expectations in merger and acquisition (M&A) activity. By tracking important analyst indicators up to 12 months forward, it examines the appetite and capacity for M&A deals.

The *M&A Predictor* employs two key metrics. Firstly, the rise or fall of forward price to earnings (P/E) ratios offers a good guide to overall market confidence. Secondly, to help gauge the capacity of New Zealand firms to fund future acquisitions, we look at net debt to EBITDA (earnings before tax, depreciation and amortisation) ratios.

The KPMG NZ *M&A Predictor* is produced every six months, and incorporates analyst data on companies in the NZX50*.

KPMG International also releases a Global *M&A Predictor* twice a year. This provides a similar analysis by sector and country across the globe, using 1,000 of the largest companies in the world by market capitalisation*. Within this publication we consider how trends in New Zealand compare with those being experienced globally.

The NZ data and a summary of global data by country is incorporated in the table at pages 4 & 5.

**The financial services and property sectors are excluded from both the NZ and global analysis, as net debt/EBITDA ratios in these sectors would distort the analysis. All the raw data used within the NZ and Global Predictors is sourced from S&P Capital IQ. Where possible, earnings and EBITDA data has been sourced on a pre-exceptionals basis.*

About the Author:

Tony McNaught leads KPMG New Zealand's Mergers & Acquisitions Team. He specialises in advising clients on acquisitions for both public and private companies, divestments, management buyouts, valuations, mergers, joint ventures and a broad range of other commercial issues.

We're still ahead of the game

Welcome to the fourth edition of KPMG's *M&A Predictor* – which continues the good news story in terms of New Zealand's deal activity.

If you read our last Predictor, you'll recall that New Zealand was really storming ahead of the rest of the world. Six months later, we're pleased to report we're still ahead of the game. Although the rest of the world is closing the gap due to the improving global outlook, New Zealand is still very much on the right side of the ledger.

This is consistent with what we're currently seeing in the marketplace, and the kind of deals we're working on at KPMG. You could characterise them as 'positive deals'. Companies are making proactive, growth-based decisions – and they're seeking opportunities for enhanced earnings and performance. It's certainly a different beat from the more negative drivers for M&A we were seeing a few years ago.

One recent example we've been involved with at KPMG is the sale of Torpedo7 to The Warehouse. It was part of The Warehouse's growth strategy to acquire a business that would give them a fresh new platform and accelerate their move into online retail.

The take-out for business owners

If you're thinking of selling, this latest *M&A Predictor* indicates there are currently a healthy number of buyers in the market, showing both capacity and appetite. On the other side, if you're looking to grow by acquisition, you're going to have a decent amount of competition. And based on the latest forward multiples, the price you're likely to pay is on the rise.

Either way, it's a good time to talk to your advisers about how to best position yourself in this increasingly active market.

Tony McNaught

Head of Mergers and Acquisitions
KPMG New Zealand

APPETITE: FORWARD P/Es (MARKET CONFIDENCE)

 UP 12% SINCE JUNE 2013

CAPACITY (NET DEBT / EBITDA)

 UP 8% BY DEC 2014

PROFIT EXPECTATIONS

 UP 4% SINCE JUNE 2013

Business confidence up significantly in second half of 2013

After a settling of global confidence levels in mid 2013, analysts are now expecting confidence levels to improve significantly over the next 12 months, driving further appetite for M&A deals.

The key driver behind rising price to earnings (PE) ratios is the strong performance of global financial markets in the second half of 2013. Notably, there is an expectation of significant recovery across European markets – with firms in the UK, France, Germany and the Netherlands expected to trade at PE ratios some 19% to 26% up on expectations six months ago. Confidence across major US firms is also expected to improve 18%.

Confidence levels in the Asia Pacific (ASPAC) region have increased since mid 2013. This counters the significant drop in confidence noted six months ago in the previous edition of our *M&A Predictor*. The net effect is that market confidence across the ASPAC region has returned to a level observed 12 months ago. Confidence levels in Australia follow the ASPAC trend. This has been influenced in part by Australian mining company stocks, which took a hit during 2013 but have since recovered. China tells a similar story, with confidence returning to levels observed at the start of 2013. We hope that the volatility in expectations across the region is now behind us.

New Zealand firms continue to show an improvement in appetite moving forward, which mirrors the trend across global and ASPAC firms. The New Zealand sharemarket had an impressive year in 2013, with the companies in our sample showing solid growth across the entire year. Initial Public Offering (IPO) activity during 2013 was at a ten year high, with ten new listings. IPO activity in 2014 is also expected to be strong.

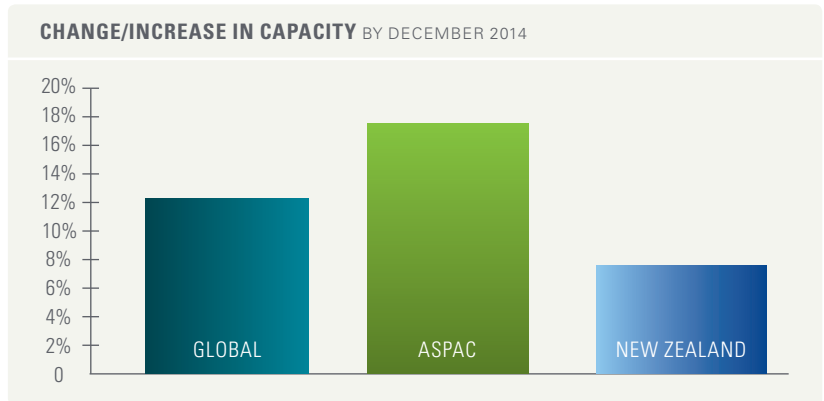
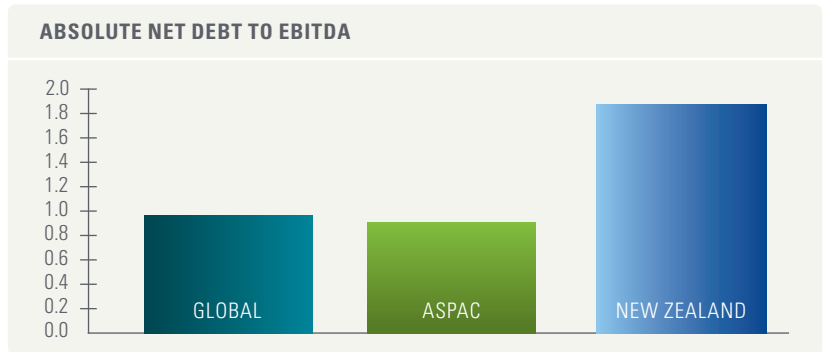
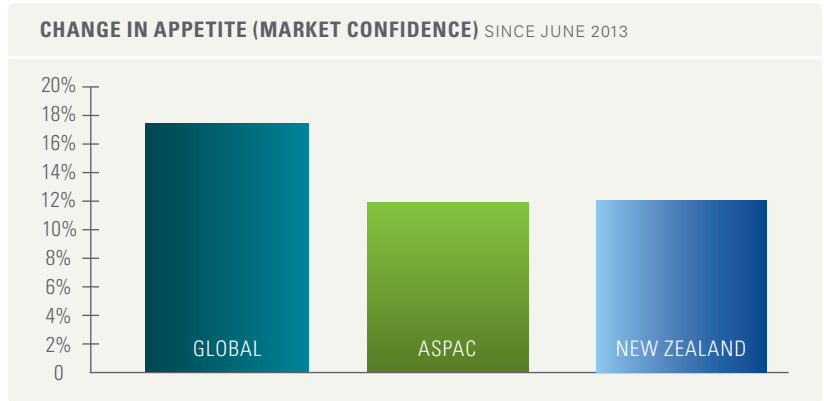
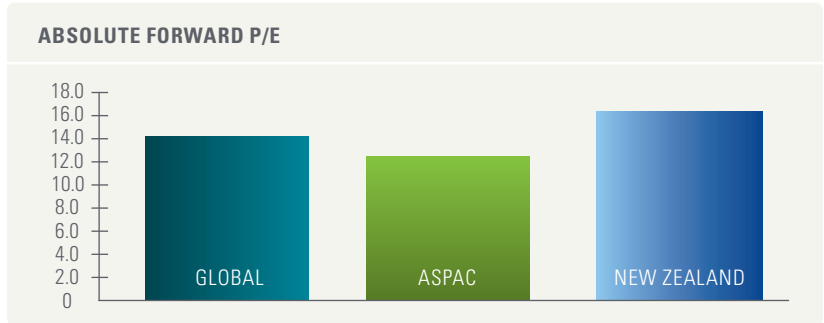
While the upcoming elections create some uncertainty, factors such as the Christchurch rebuild and the shortage of housing in Auckland will help drive growth moving forward.

The New Zealand Institute of Economic Research (NZIER) is corroborating expectations of rising business confidence and appetite for M&A deals. Its latest survey reported confidence at the highest level in almost ten years, with 52% of businesses reporting signs of optimism¹. In summary, we see a very positive outlook for M&A activity in New Zealand over the next 12 months.

Capacity for M&A activity continues to improve

Globally, the capacity to transact is expected to continue to improve, as companies generally continue to pay down debt and build cash reserves. Global debt to EBITDA ratios are expected to fall around 12% over the next 12 months, resulting in greater M&A capacity. The debt to EBITDA ratios of New Zealand firms are expected to follow the same trend, albeit at a slower rate.

However, absolute debt levels at North American firms rose around \$0.5 trillion during 2013. While these debt levels are expected to drop in 2014, even



¹ <http://nzier.org.nz/media/stronger-growth-likely-quarterly-survey-of-business-opinion-january-2014-media-release>, 14 January 2014

if current forecasts are met, debt levels will still be above those seen in December 2012. Given the improvements in both confidence and the capacity to transact, we expect that M&A activity to continue to improve over the coming year, both in New Zealand and overseas.

Profits for New Zealand firms expected to rise

Profit expectations globally and in the ASPAC region have dropped slightly. Profit expectations for our key trading partners, China and Australia, are down 3% and 2% respectively. It comes as little surprise that New Zealand bucks the trend – with earnings expected to rise around 4% over the next 12 months. This appears reflective of the relative stage of New Zealand’s economic recovery and our growth expectations moving forward.

Global and ASPAC deal volumes stabilised

After stabilising in late 2012, global deal volumes have dropped slightly in the first half of 2013. Historically, we have observed a lag in deals being reported and would expect the statistics to increase over time. Based on prior results, we don’t expect the drop in deal numbers or values to be particularly significant once all data has been reported. Deal numbers appear to have stabilised in the second half of 2013.

ASPAC deal volume follows a similar trend to global results. Having fallen around 6% in the first half of 2013, deal numbers now look to have stabilised. The key trend for ASPAC over the last six months is that trailing deal values have dropped, with a lower average deal size in the second half of the year.

New Zealand leads the way in M&A activity levels

New Zealand deal volumes reported a healthy increase in the first few months of 2013. Despite a few slow months towards the middle of the year, deal volumes look to be rising again. Around 170 deals were completed over the past 12 months, compared to 140 in 2012.

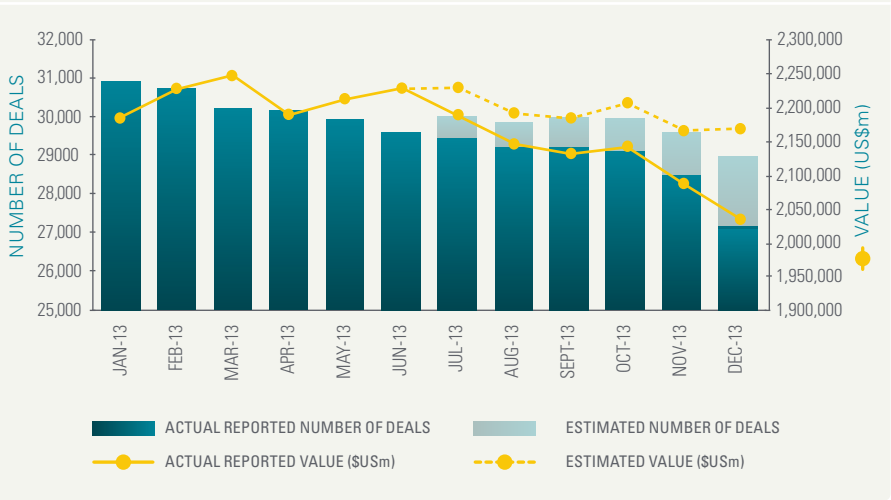
Trailing deal values remained relatively stable throughout 2013, indicating that average deal value remains fairly consistent over the year.

While global and ASPAC deal volumes appear to have bottomed out and stabilised, New Zealand volumes appear to be on the up. Indicators suggest activity levels are poised to improve further in 2014.

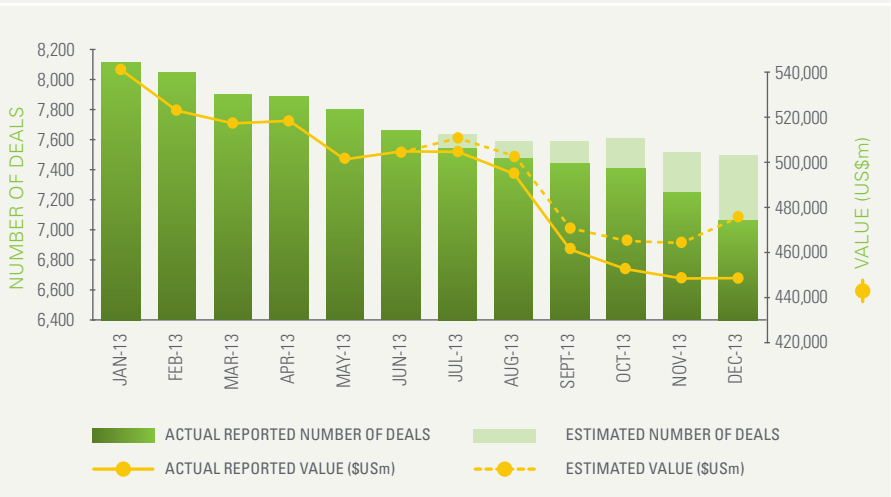
Foreign direct investment from Asia, particularly China, is likely to increase in importance for New Zealand. Despite coming from a low base, the significant growth in trade is likely to translate into M&A activity over the medium to long term.

SNAPSHOT ON TRANSACTION ACTIVITY

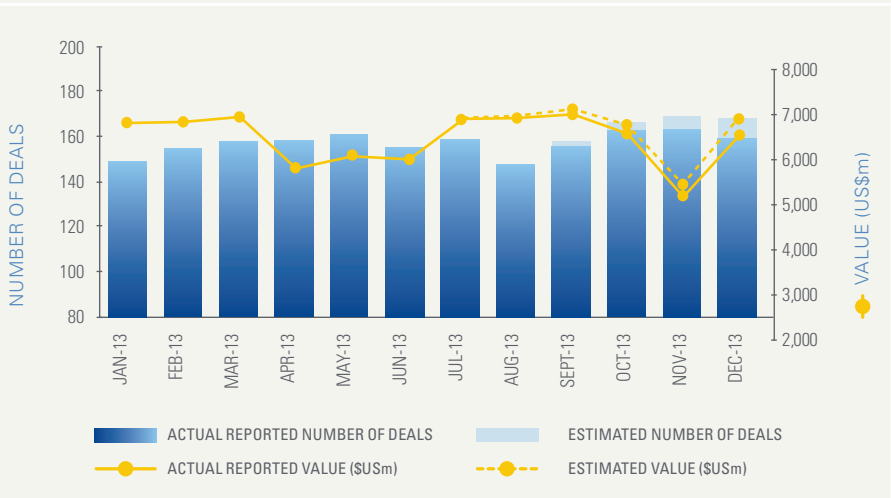
GLOBAL COMPLETED DEALS: 1 YEAR TRAILING JAN 13 – DEC 13



ASPAC COMPLETED DEALS: 1 YEAR TRAILING JAN 13 – DEC 13



NEW ZEALAND COMPLETED DEALS: 1 YEAR TRAILING JAN 13 – DEC 13



Source: Thomson Reuters and KPMG analysis

Note: Figures shown are totals for the 12 month period ended on the specified month end. Thomson Reuters database is 'live' and incorporates more data as that data becomes available. Hence, less emphasis should be placed on the more current reported data, as that dataset will likely increase over time. We have estimated the likely increase in reported transaction volumes from the last 6 months by reference to prior data sets and the average increase in reported deals over time. Deal values are estimated by applying estimated volume increment by average deal value to that date.

About KPMG Corporate Finance

KPMG's Corporate Finance team provides objective, unbiased advice on a range of financial transactions undertaken by corporations, financial institutions and government departments. Our team is fluent and insightful across an array of services in today's increasingly complex financial marketplace.

We advise buyers, sellers, borrowers, lenders and financial investors in:

- › equity capital raising, including public offerings and placements
- › debt capital raising: corporate, sovereign, project and structured finance
- › capital restructuring and securitisations
- › acquisitions, mergers, takeovers and buy-outs
- › divestitures and demergers
- › joint ventures and transaction alliances.

KPMG is consistently at the forefront of the global leaderboard for advising on transactions according to Thomson Financial Securities Data. This means we offer you proven skills to seize transactional opportunities and cut through to greater success in an increasingly volatile and complex trading environment.

If you would like to know more about the corporate finance services we offer please call us on **09 367 5800**

Individual partner contact details are over the page.

OUR CORPORATE FINANCE SERVICES INCLUDE

DIVESTMENT ASSISTANCE

Are you focussed on maximising the sale value of your business? We regularly act as lead adviser providing guidance on: deal timing, sourcing and contacting likely buyers, valuation, bid management and negotiating key terms.

ACQUISITION ADVICE

Are you looking to secure a target asset? We review whether the target fits your strategic direction, offer valuation guidance, assist in formulating your offer, perform due diligence and negotiate your offer to completion.

MANAGEMENT BUYOUTS (MBO)

Do you need unbiased and objective input on MBO feasibility? We deliver lead advisory guidance on deal structuring, offer creation, capital raising (equity and debt) and negotiations to completion.

DEBT ADVISORY

Are you looking for independent, borrower-focused debt advice? We analyse alternative structuring options, facilitate access to a wider range of lenders, navigate credit committees and advise on negotiations to completion.

INFRASTRUCTURE AND FINANCING

Are you a public or private party needing advice on primary procurement? This includes deal structuring, value for money, and structured finance solutions.

TAKEOVERS AND MERGERS

Are you looking for a trusted partner in this area? We provide lead financial advisory assistance in complex and high profile public takeovers and mergers across the capital markets. This includes both those agreed between the parties, and those which are unsolicited or hostile.

VALUATIONS

Do you require specialist valuation advice? We take a collaborative, cross disciplinary approach to provide you with commercial, rigorously prepared valuation advice. We take care to balance our technical methodologies with 'real world' inputs that draw on our proprietary transaction, royalty and impairment databases.

DISPUTE ADVISORY

Are you facing a commercial dispute? KPMG's dispute advisory team provides commercial clarity and focus to help clients navigate the challenges of disputes and litigation effectively. Our team specialises in valuations for dispute purposes, assessment of financial losses, fraud investigations and purchase price disputes.

Notes and References

² **A** Consensus forecasts in existence on 31 December 2012 in respect of the year ending 31 December 2013 for net profit and P/E • **B** Consensus forecasts in existence on 30 June 2013 in respect of the year ending 30 June 2014 for net profit and P/E • **C/G** Consensus forecasts in existence on 31 December 2013 in respect of the year ending 31 December 2014 for net profit, P/E and EBITDA • **D** Actual/consensus net debt forecasts in existence on 31 December 2013 in respect of the closest fiscal year end to 31 December 2013 • **E** Consensus forecasts in existence on 31 December 2013 in respect of the closest fiscal year end to 31 December 2014 • **F** Consensus forecasts in existence on 31 December 2013 in respect of the year ending 31 December 2013.

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