

M&A

PREDICTOR

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.*

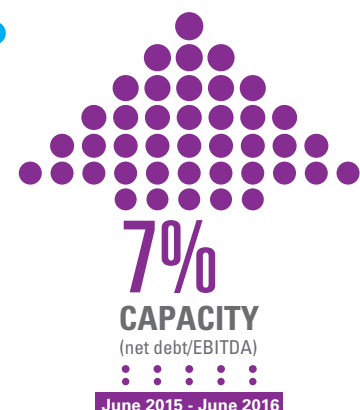
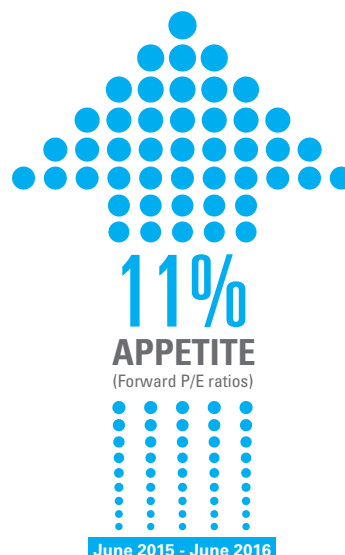
RISING GLOBAL CONFIDENCE, BUT DEAL VOLUMES SLIDE

Both the appetite and capacity for M&A transactions among the world's largest corporates is expected to increase over the next 12 months, according to the latest analysts' forecasts.

Analysts expect predicted forward P/E ratios (our measure of corporate appetite or confidence) to increase by 11 percent between June 2015 and June 2016. Over the same period, the capacity to transact of the world's largest businesses is expected to rise by 7 percent, as debts continue to be paid down and cash reserves increased.

However, the apparent positivity around global M&A opportunities is not being reflected in the volume or value of corporate transactions. Both completed deal volumes and completed deal values fell significantly over the six month period between January and June 2015.

"There has been a pause in the market," commented Leif Zierz, KPMG International's Global Head of Deal Advisory in Germany. "The continuing impact of low oil prices, market and political instabilities in some key regions should also not be overlooked. When we look at the top line numbers, they look unexceptional. On an individualized basis however, we continue to see relatively strong expectation despite a drop in earnings. There are actually some pockets of strength and opportunities to be found."



Source: S&P Capital IQ/KPMG analysis

CONFIDENCE AND CAPACITY CONTINUE TO RISE

The expected 11 percent rise in global corporate appetite for M&A transactions over the next 12 months is undoubtedly a positive sign for M&A markets. However, the global figure masks some significant regional variations. Although both North America and Europe are expected to see an increase in appetite for M&A over the next 12 months, they are not expected to match the global average increase (11 percent), with forecast growth in forward P/E ratios of 7 percent and 8 percent respectively.

The muted growth of appetite in these key M&A markets may be linked to on-going uncertainties caused by wider issues such as the continuing squeeze on oil prices and political instabilities in the Eurozone.

Expectations are slightly brighter for Africa and the Middle East, and AsPac (Japan), where the growth in M&A appetite over the next 12 months is expected to be a healthy 12 percent. In AsPac (Other) and Latin America, the figure is 25 percent.

The capacity to transact, as indicated by Net debt to EBITDA ratios, is expected to be similarly mixed, while retaining a broadly upward trend, as the largest corporates reduce their debts and build up cash reserves.

Corporates in Asia, in particular, are expected to enjoy substantial increases in their capacity to transact. In Japan, analysts forecast a 26 percent rise in the capacity to transact. In AsPac (Other), the expected increase is lower, but still a very healthy 16 percent increase. "The long-term scenario looks promising for the ASPAC region, helped by political stability and the establishment of the ASEAN Economic Community. More specifically, there has been a growing interest of Asian PE firms in Southeast Asia countries," said Bob Yap, ASPAC Head of Deal Advisory in Singapore.

The M&A capacity of corporates in Europe and North America is not expected to increase as significantly, with Net debt to EBITDA ratios expected to increase by just 1 percent in Europe and 5 percent in North America between June 2015 and June 2016.

STARK DIFFERENCES BETWEEN KEY MARKETS

There are some significant regional variations in the expected rise in global corporate appetite for M&A transactions, as political and market uncertainties continue to take a toll in key markets.

China enjoys a huge 71 percent increase in forward P/E ratios between June 2015 and June 2016, accompanied by a 15 percent rise in capacity. Although the China forecasts were made before the recent stock market corrections, they suggest a strong underlying confidence in future M&A opportunities.

"There continues to be a robust M&A market, and significant appetite for China by investors. The fluctuations have created plenty of opportunities for investors and sellers alike to consider the options," commented Jeffrey Wong, Head of Deal Advisory in China.

Compared to the global average of 11 percent, for example, the predicted increase in appetite in North America and Europe, at 7 percent and 8 percent respectively, is below par, possibly hampered by wider issues such as the continuing squeeze on oil prices and political instabilities in the Eurozone. While the capacity to transact, as indicated by net debt to EBITDA ratios, is expected to be similarly variable, while retaining a broadly upward trend, as corporates reduce their debts and retain cash.

This contrast can best be seen in the Eurozone, where Germany and Switzerland were able to increase capacity to transact by reducing debt, while France and the UK declined marginally as debt and EBITA barely budged.

In the UK, for example, expectations are in line with the Eurozone at 13 percent, but appetite saw a modest 7 percent drop. Nonetheless, Andrew Nicholson, Head of M&A in the UK, comments: "With the debt markets more accessible than they have been for some time, our view is that the capacity for deals by UK corporates is actually showing little sign of diminishing. Couple this with increasing buoyancy, a more stable economy and a greater convergence between vendor and purchaser price expectations, and all the signs are there that UK deal volumes will likely increase steadily over the coming months."

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Expectations are brighter for Africa and the Middle East, Latin America and Asia Pacific, which are all expected to see above-average increases in M&A appetite.

In Latin America, expectations are still high (26 percent) despite the significant market forces. “Corporates and global investors are digesting the impacts of Brazil’s struggling economy and the ongoing fallout of the Petrobras scandal; but we still expect things to pick up as people adjust to the new reality,” said Matthew Tedford, Americas Head of Deal Advisory.

India is expected to see only a marginal growth in M&A appetite, at 4 percent, over the next year. In Russia, beset by political and economic uncertainties, appetite is forecast to fall by 8 percent, matched by a similar reduction in capacity.

“The figures for Russia aren’t surprising as Russian M&A declined by about half in terms of number of deals and deal volume. What was left of the market was focused on a small number of large deals in H1 2015,” commented Sean Tiernan, EMA Head of Deal Advisory in Russia.

SECTORS EXPECTATIONS

The tough times that continue to affect the global energy market are evident in the 19 percent fall in market capitalizations of the largest corporates in this sector, from US\$4.8 billion in June 2014 to US\$3.9 billion in June 2015. Profits are also down considerably, registering a 37 percent decline over the same 12-month period.

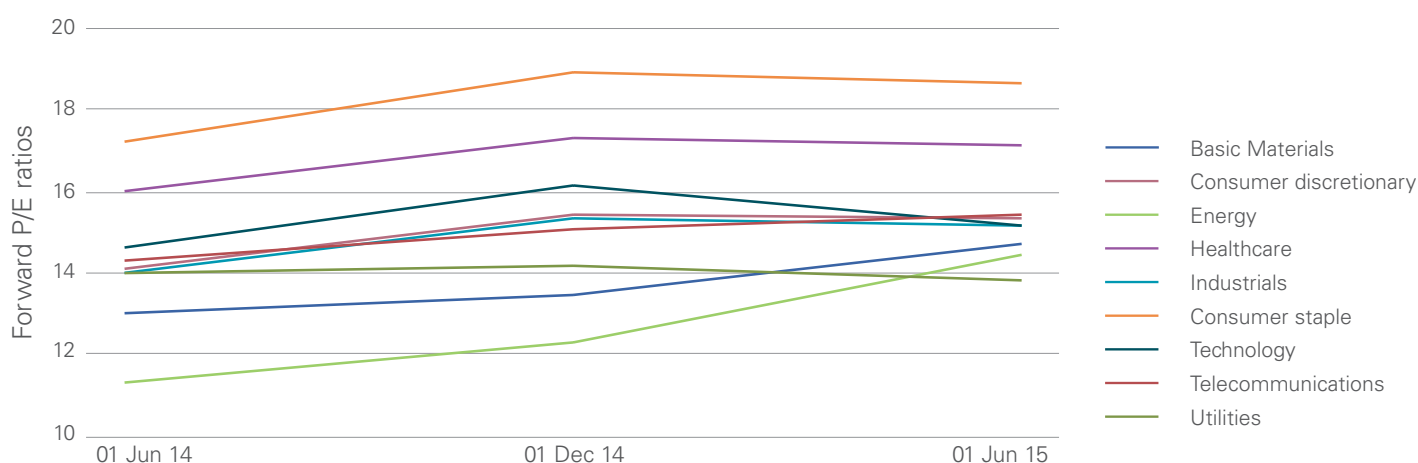
These figures are perhaps not surprising, given that it is corporates in the energy sector that are likely to be the hardest hit by the low oil prices that appear to be affecting corporate activity right across the global market.

Conversely, the healthcare sector looks more stable, with an 18 percent increase in market capitalizations and a 10 percent increase in profits, reflected in a 7 percent rise in appetite for M&A.

Telecommunications is looking strong, with an 8 percent increase in appetite, although capacity is only expected to rise by 5 percent.

Analysts expect corporates in the Consumer discretionary and Basic materials sectors, too, to be

Market confidence by industry sector



Source: S&P Capital IQ/KPMG Analysis

THERE HAS DEFINITELY BEEN A PAUSE IN THE MARKET, BUT THIS SHOULDN'T BE REGARDED AS A MARKET COLLAPSE

in good shape for potential M&A opportunities over the coming year.

In Consumer discretionary, appetite is expected to increase by 9 percent and capacity by 29 percent, while for Basic materials, appetite is expected to rise by 12 percent.

COMPLETED DEAL VOLUMES TAILING OFF

Despite the expected rise in confidence, and following a sustained surge in completed deal volumes and values over the latter half of last year, the most recent set of deals data presents a mixed picture.

While growth was maintained over the first two months of the year, between February and June 2015 there was a significant fall off in global deal volumes and values. The volume of completed deals fell by 8 percent, from 22,477 deals in February to 22,492 in June, while the value of deals saw a 30 percent reduction over the six months from January to June, from just under US\$2.2 billion to just over US\$1.5 billion.

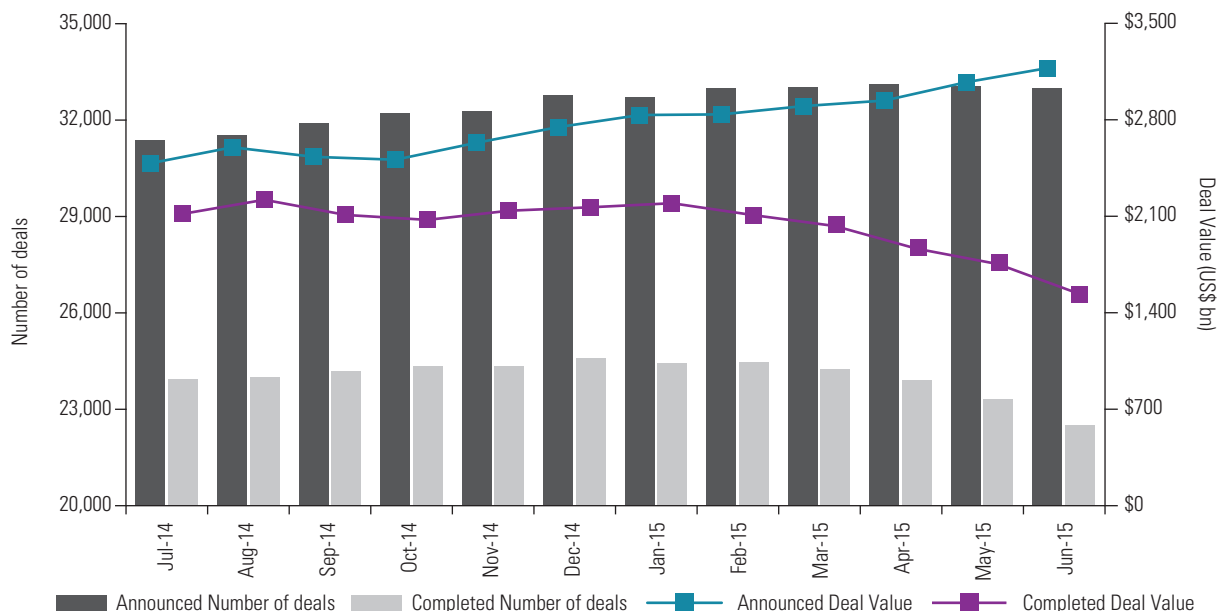
The drop-off is particularly noticeable in AsPac, often regarded as a leading barometer of current global M&A activity, where completed deal volumes fell by 14 percent between January and June 2015. Announced deals, on the other hand, rose marginally over the same period.

The Americas saw a decline of 6 percent and Europe, the Middle East and Africa a 7 percent decline in completed deals over the six months, while the decrease in the UK was marginally higher at 8 percent.

In all three regions, the volume of announced deals either remained relatively steady or, in the case of AsPac, actually increased.

“With oil prices continuing to experience new multi-year lows and credit tightening in the sector, we expect opportunistic buying, forced selling and the resetting of capital structures. If global supply and demand forces stabilize, healthy deal activity may pick up.” comments Phil Isom, Global Head of M&A and Partner at KPMG in the US.

Worldwide completed and announced deals: 1 year trailing Jul 14 – Jun 15



Source: Thomson One, accessed on July 1st, 2015

Deal Advisory: Delivering real results

KPMG's integrated team of specialists works at deal speed to help you find, secure and drive value throughout your business transformation and transaction lifecycle. By thinking like an investor, KPMG firms' M&A specialists can support you – whether you are on the buy side or the sell side – to see beyond immediate challenges to drive strategic change.

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*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 S&P 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.

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