

# MERGERS AND ACQUISITIONS

## National Conference

August 19 - 20, 2002  
Star City, Sydney

**Priority Registration:**  
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### International Guest Speaker

• *The Global M&A Resource*; Eric Chiu -  
Head of M&A Research, Asia Pacific, Dealogic (Hong Kong);  
Pam Perry - Consultant for M&A Australasia, Dealogic

### Keynote Presentations

- *Mergers and Market Power*; Mark Pearson -  
General Manager, Mergers & Asset Sales,  
Australian Competition & Consumer Commission
- *Corporate Defence*; Brad Banducci -  
Vice President, Boston Consulting Group

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## MERGERS AND ACQUISITIONS

Merger and acquisition management is emerging as a critical new function in many top companies. Whether in support of business growth, or in defence of business takeover, Australian companies are increasingly developing in-house expertise dedicated to the evaluation and management of opportunities and risks of a strategic investment nature.

The Mergers & Acquisitions National Conference 2002 is a strategic networking and training event for M&A professionals, executive management, and other senior industry personnel that would be expected to participate in project teams to manage and support activity related to mergers, acquisitions, strategic alliances and joint ventures.

## SEMINAR OBJECTIVES

- A conference designed to educate and update companies on commercial issues relating to strategic investment behaviour in the Australian context, with particular emphasis on mergers, acquisitions, alliances and joint ventures.
- Featuring leading authorities in M & A activity, with expertise in the identification, evaluation, and execution of strategic investment transactions.

## WHO SHOULD ATTEND?

Senior Management and Executives from all industries, including:

- CEO's
- CFO's
- General Managers
- Company Secretaries
- Business Development Managers
- Legal Counsel
- Risk Managers
- Regulatory Managers
- Compliance Managers
- IT Managers

## Cannot Attend?

Purchase the conference notes and training materials for \$650 + 10% GST (\$715 total) by appropriately marking the registration form

## Travel and Accommodation

Altitude Travel Randwick can provide airfare and accommodation packages for the conference at substantial discounts to the full economy airfare and hotel published rack rates (subject to availability).

Please contact Norman or Henry at Altitude Travel Randwick for all reservations.

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# DAY 1

## INTRODUCTION

9:00 - 9:10

*Opening Remarks from the Chair*

Belinda Gibson - Partner, Mallesons Stephen Jaques

## THE OUTLOOK FOR M&A

9:10 - 9:50

*International Guest Speaker:*

*The Global M&A Resource*

Eric Chiu - Head of M&A Research for Asia Pacific, Dealogic (Hong Kong);

Pam Perry - Consultant for M&A Australasia, Dealogic

- Who are Dealogic?
- National vs international investment in Australian industry
- Where have the takeovers happened?
- On-market vs off-market acquisitions
- Active advisors in Australia
- Global M&A transaction support

## M&A PERFORMANCE AND PROCESS

9:50 - 10:30

*Growing Revenues in Mergers*

Matt Bekier - Principal, McKinsey & Company

- Revenue versus costs
- Do mergers really drive growth?
- Common fail-points

Break: 10:30 - 10:50

10:50 - 11:30

*Success Metrics - What does the market look for after a Merger/Acquisition?*

Tim Buckley - Head of Equities Research, Salomon Smith Barney

- Observations of post-deal performance
- Managing expectations for value
- How to appease a sceptic

11:30 - 12:10

*Structural Options*

Sarah Dulhunty - Partner, Blake Dawson Waldron

- Merger, Sale, Acquisition, JV or Alliance?
- Key decision variables
- Industry Trends

Lunch: 12:10 - 1:10

1:10 - 1:50

*Achieving Growth via Off-shore Expansion*

Professor Timothy Devinney - Director, The Centre for Corporate Change, Australian Graduate School of Management

- Preparedness and issues in offshore expansion
- Trends in off-shore expansion

1:50 - 2:30

*Due Diligence Process*

David Holmes - Partner, Transaction Support, Ernst & Young

- Internal preparation
- Due diligence process
- Issues, opportunities and risks

2:30-3:10

*Trends in Acquisition Financing*

Michael Bessell - Director, Investment Banking, Rothschild Australia

- Financing options and issues for small and large businesses
- Trends in debt financing
- Trends in equity financing

Break: 3:10 - 3:30

3:30 - 4:10

*Deal Protection Devices*

Leigh Brown - Partner, Minter Ellison

- Lock-Up Agreements
  - No-Talk Covenant
  - Break Fees
  - "Crown Jewels" Option
  - No-Shop Undertaking
- Private Equity Transactions
- Public Takeovers and position of Takeovers Panel
- Panels new doctrine of "frustrating action"
- Reducing and managing disputes

4:10 - 4:50

*Sale of Business Process*

Costas Condoleon - Partner, Minter Ellison

- Structuring transactions
- Term sheets: are they a good idea?
- Due diligence: is it worthwhile?
- Risk allocation: how is liability managed?
- Documentation: essential deal terms
- The impact of private equity

4:50 - 5:00

*Closing remarks from the chair*

5:00

End of session cocktails  
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## INTRODUCTION

9:00 - 9:10

### *Opening Remarks from the Chair*

Richard Alcock - Partner, Allens Arthur Robinson

## ISSUES, STRATEGY AND POLICY

9:10 - 9:50

### *Competition and Regulatory Issues*

Steve Munchenberg - Assistant Director, Business Council of Australia

- Achieving a balance between commercial and social interests
- Does a small domestic market really impact global expansion?
- M&A activities and TPA issues
- Takeovers Panel and Implications for the M&A process
- Merger approval issues

9:50 - 10:40

### *Mergers and Market Power*

Mark Pearson - General Manager, Mergers & Acquisitions, Australian Competition and Consumer Commission.

- Mergers and big business
- National champions
- Critical mass and international competitiveness
- Merger guidelines and regulatory process
- Mergers and the TPA review

Break: 10:40 - 11:00

11:00 - 11:40

### *Risk Management Issues and Strategy*

Timothy Dowsett - Director, Ernst & Young

- A framework for identifying transaction risks
- Best practice risk management infrastructure and process
- Professional liability

11:40 - 12:20

### *Currency Risk and the M&A Process*

Richard Franulovich - Senior Economist, Westpac

- The Aussie: a historical review
- Key drivers of movement in the dollar
- Dimensions of currency risk applicable to M&A transactions
- Options for managing currency risk
- Current market expectations for the dollar

Lunch: 12:20 - 1:20

1:20 - 2:00

### *Corporate Defence*

Brad Banducci - Vice President, Boston Consulting Group

- What to do when the share price is down
- Internal process
- External process

2:00 - 2:40

### *OD Issues in the M&A Process*

Michael Hart - Director, Fathom Consulting

- The role of HR in the M&A process
- Pre-planning to overcome common fail-points
- Integrating organisations to achieve strategic objectives

Break: 2:40 - 3:00

3:00 - 3:40

### *Don't Ignore the IT Detail*

Grant Dixon - Partner, Strategy, Accenture

- Common IT hurdles in merged entities
- Technology and post-merger performance assessment
- A technology checklist for merger evaluation

3:40 - 4:20

### *Taxation Issues and Reform Expectations*

Jane Trethewey - Tax Partner, Blake Dawson Waldron

- M&A related concerns and issues
- Stakeholder tax reform priorities

4:20 - 5:00

Dealing with and Planning for Shareholders as part of the M&A Process

Ted Rofe - Chairman, Australian Shareholder's Association

- Introduction to the ASA
- Shareholder participation and disclosure
- Common shareholder issues
- Managing minority shareholders

5:00 - 5:10

*Closing remarks from the chair*

Finish 5:10



## FAX-BACK REGISTRATION FORM

*please print or photocopy this form for multiple registrations*

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## REGISTRATION | | fee | gst | total | |--|-----|-----|-------| |--|-----|-----|-------|

Early Bird \$1990 \$199 \$2189

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Group Booking Rate (please call)

Conference Notes Only \$650 \$65 \$715

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**Early Bird Discount:** Register with full payment by Friday July 26 to incur \$200.00 discount

**Venue:** Star City Casino and Hotel Conference Centre, 80 Pyrmont Street, NSW 2009, T: 9777 9000

**Host:** Quorum United PTY LTD - Events excellence ABN: 21 096 634 070

**Cancellation:** If unable to attend, a substitute delegate is welcome.

For cancellation of registration, notice in writing must be received at least 14 days prior to the conference, and occurs a \$200 fee (+GST). From 7-14 days prior, Conference documents and a 50% refund are available. No refunds are possible less than 7 days prior to the conference. Content and timing may be amended, and any changes will be immediately communicated to delegates.

### BRW Subscription:

A complimentary 12 month subscription to *BRW* Magazine is included in the delegate registration price.

Please contact us if you prefer to change the name and details of the subscriber or do not wish to receive this subscription

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