

KPMG – Case Study



Case Study: Purchaser

Purchaser is a mid-sized Austrian competitor of the target, which is more or less of the same size with slightly better profits. It expects huge synergies within the areas of cost savings (procurement, warehouse), restructuring of the network of outlets and therefore is very interested in taking part and winning this tender auction. P is very inexperienced in transactions like this and is currently looking for advisors.

1) What is the goal of the group? How do you define a successful transaction?

- We are not sure what you mean by the group. By our group we will consider Purchaser (us), Purchaser Advisor and Due Diligence Team.
- The goal of the Purchaser is to acquire the competitor to exploit economies of scale (cost reduction). The goal of other actors in our group is to help to realize the acquisition.
- The transaction can be considered successful (for the purchaser) if the expected financial benefit of economies of scale exceeds the cost of purchase of the target (and associated with that costs, such as research, advisors, etc.) — basically positive NPV.
- A further goal is to increase market power by acquiring the competitor to solidify our position in the market.

2) What kind of information do you currently have? Will you be asking for any further information during the process? If yes, what kind of information is that going to be?

- We have just received a short target profile paper, a draft of an NDA and an invitation to take part in the tender from the Seller Advisor.
- So, right now we know basic information about the target: it has 90 shops all over Austria, 1 central warehouse, stable revenues and low profits.
- As we are interested in the offer, we are going to request further information. We are going to request an information memorandum, containing a more detailed overview of the business model, intellectual property, technology, distribution channels, infrastructure, staff and financials of the target.

3) Think about the previously discussed process timeline. When will most of your resources be needed during the process?

- The timeline can be divided in 4 parts: preparation, marketing, due diligence and closing.
- As we outsource due diligence to the Due Diligence Team, we consider this stage to be less resourceful than the closing stage. The closing stage and negotiations require a lot of resources to ensure that we do not overlook any legal issues and overpay for the identified weaknesses of the target.
- Since we are interested in acquiring the target company, we will have to evaluate our capital needs to fund the transaction and be advised on the optimal debt/equity stack.

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Table of Contents Kpmg Case Study

1. Understanding the eBook Kpmg Case Study
 - The Rise of Digital Reading Kpmg Case Study
 - Advantages of eBooks Over Traditional Books
2. Identifying Kpmg Case Study
 - Exploring Different Genres
 - Considering Fiction vs. Non-Fiction
 - Determining Your Reading Goals
3. Choosing the Right eBook Platform
 - Popular eBook Platforms
 - Features to Look for in an Kpmg Case Study
 - User-Friendly Interface
4. Exploring eBook Recommendations from Kpmg Case Study
 - Personalized Recommendations

- Kpmg Case Study User Reviews and Ratings
- Kpmg Case Study and Bestseller Lists
- 5. Accessing Kpmg Case Study Free and Paid eBooks
 - Kpmg Case Study Public Domain eBooks
 - Kpmg Case Study eBook Subscription Services
 - Kpmg Case Study Budget-Friendly Options
- 6. Navigating Kpmg Case Study eBook Formats
 - ePub, PDF, MOBI, and More
 - Kpmg Case Study Compatibility with Devices
 - Kpmg Case Study Enhanced eBook Features
- 7. Enhancing Your Reading Experience
 - Adjustable Fonts and Text Sizes of Kpmg Case Study
 - Highlighting and Note-Taking Kpmg Case Study
 - Interactive Elements Kpmg Case Study
- 8. Staying Engaged with Kpmg Case Study
 - Joining Online Reading Communities
 - Participating in Virtual Book Clubs
 - Following Authors and Publishers Kpmg Case Study
- 9. Balancing eBooks and Physical Books Kpmg Case Study
 - Benefits of a Digital Library
 - Creating a Diverse Reading Collection Kpmg Case Study
- 10. Overcoming Reading Challenges
 - Dealing with Digital Eye Strain
 - Minimizing Distractions
 - Managing Screen Time
- 11. Cultivating a Reading Routine Kpmg Case Study
 - Setting Reading Goals Kpmg Case Study
 - Carving Out Dedicated Reading Time
- 12. Sourcing Reliable Information of Kpmg Case Study
 - Fact-Checking eBook Content of Kpmg Case Study

- Distinguishing Credible Sources
- 13. Promoting Lifelong Learning
 - Utilizing eBooks for Skill Development
 - Exploring Educational eBooks
- 14. Embracing eBook Trends
 - Integration of Multimedia Elements
 - Interactive and Gamified eBooks

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