Table of Contents

Foreword, by Antonio Arfè

XIII

Part I – M&A, Private Equity and Value Creation by *Claudio Scardovi*

1	M& /	A: Driving Sustainable Values Creation	3
	1.1	The death of M&A and private equity?	3
	1.2	Flipping no more	4
	1.3	A few fundamental questions	6
	1.4	A quick rebound for M&A and private equity?	7
	1.5	Sustainable life at the end of the financial tunnel?	9
	1.6	What is M&A—and what critically defines it?	10
	1.7	M&A as an art and (a bit) of a science	18
2	Priva	ate Markets: The Opportunity for Sustainable Values	
	Creation		
	2.1	Too much equity chasing fewer and fewer opportunities?	23
	2.2	Too many private assets with less and less equity to invest	
		in them?	24
	2.3	"Alpha" in private equity (and real assets)	25
	2.4	Opportunities for asset and wealth managers	26
	2.5	Opportunities for insurance companies	28
	2.6	A new, emerging, systemic risk?	29
	2.7	What it takes to become "master of the universe"	31
	2.8	Real estate opportunities for private markets	32
	2.9	Real estate as an investable asset	33
	2.10	Infrastructure opportunities for private markets	38
	2.11	Closing the funding gap for green transformation	40
	2.12	M&A, private equity, and real assets for green transformation	42
	2.13	M&A, private equity, and real assets: transforming stranded	
		assets	44
	2.14	Permanent capital: a link between illiquid assets and liquid	
		markets	45

3	Wor	th It? Delivering Sustainable Alpha in Private Equity	47
	3.1	The past: was it true glory?	47
	3.2	The future: are there reasons to worry?	52
	3.3	Designing a "smart beta" strategy in private equity	55
	3.4	Developing an "alpha platform" in private equity	58
	3.5	A "decalogue" to drive sustainable values creation	60
	3.6	Primary research: creating "alpha" in mid-market private	
		equity in Italy	65

Part II – Fundamentals of M&A, Private Equity, and Real Asset

by Mario Ciunfrini

4	The	M&A	Process	69
	4.1	External growth strategies		69
		4.1.1	Introduction	69
		4.1.2	Players involved in an M&A transaction	69
		4.1.3	Typologies of transactions	70
	4.2	The M	I&A process	72
		4.2.1	The buy-side process	72
		4.2.2	The sell-side process	76
		4.2.3	Post-closing considerations	80
		4.2.4	Other considerations	81
5	Intr	oductio	n to Valuation	83
	5.1	Introduction		83
	5.2	The two valuation approaches		84
	5.3		polbox of valuation	84
		5.3.1	The time value of money	84
	5.4	Risk a	and return: CAPM and discount rates	88
	5.5	Deriving value with intrinsic valuation		90
		5.5.1	The weighted average cost of capital	90
		5.5.2	Discounting cash flows	90
		5.5.3	Estimation of future cash flows	92
		5.5.4	The growth rate	92
		5.5.5	The TV	93
		5.5.6	Net debt and other elements of the equity bridge	93
		5.5.7		94
		5.5.8	Deriving value with multiples	95
	5.6	Concl	usions	99

Part III – M&A and Private Equity in Practice

6	Leg	al and T	ax Processes in M&A and Private Equity,			
	by C	Carlotta H	Robbiano and Daniele Cevolo	103		
	6.1	Introdu	action to the legal side of M&A	103		
		6.1.1	The role of corporate lawyers in M&A transactions	103		
		6.1.2	Distinctiveness of M&A transactions in the private			
			equity sector	104		
	6.2	The leg	gal process in M&A transactions	105		
		6.2.1	The LOI	105		
		6.2.2	Auction process versus one-to-one negotiation	106		
	6.3		ew of the share purchase agreement	109		
			Conditions precedent and covenants	111		
		6.3.2	Payment mechanisms: locked box versus price			
			adjustment	111		
		6.3.3	Representations and warranties, indemnities,			
			and guarantees	112		
	6.4		action to portfolio companies and management			
		mechai		112		
		6.4.1	Carried interest as a management incentive in portfolio			
			companies	113		
7	The Tax Process in M&A and Private Equity, by Valentina Santini					
	and Gianmaria Leoni					
	7.1	The str	ructure of the transaction	117		
	7.2	Variab	les underlying how the investment is carried out	119		
	7.3	3 Asset deal versus share deal				
	7.4	4 (Merger) leveraged buyout: "typical" structure of the transaction				
	7.5					
	7.6					
	7.7	Taxation of investment return flows				
	7.8	The tax	xation regime at the time of "exit"	129		
8	The	Due Dil	igence Process in M&A and Private Equity,			
	by Tamara Laudisio					
	8.1		ial due diligence	133		
			Definitions and purposes	133		
		8.1.2	Valuation drivers: due diligence supporting deal pricing	134		
	8.2	Conclu		146		
9	SM	E, M&A	, and Private Markets in Italy: A Perspective,			
		Ernesto L		147		
	9.1		al introduction	147		
	9.2		itical role of SMEs in the Italian economy	147		

	9.3	The key role of sustainability	148		
		9.3.1 Digital transformation and SME growth	149		
	9.4	Role of private equity in supporting SMEs	149		
	9.5	Trends and data on private equity in Italy	151		
	9.6	Conclusions and future perspectives	154		
10	Value Creation and Transformation in Infrastructure,				
	by F	rancesco Checcacci	155		
	10.1	Introduction	155		
	10.2	Fundamentals of value creation in infrastructure	156		
	10.3	M&A as a catalyst for value creation in the infra sector	157		
	10.4	Value creation in infrastructure: how to manage the process	159		
	10.5	Case studies of successful value creation and transformation			
		via M&A	161		
11	Value Creation and Urban Regeneration in Real Estate,				
	by A	ndrea Mucchietto	165		
	11.1	What is urban regeneration?	165		
	11.2	ESG: from regulatory requirements toward drivers for value			
		creation	166		
	11.3	Challenges in urban regeneration: management of stakeholders	168		
	11.4	Urban regeneration value creation and measurement	173		
	11.5	An Italian example: the case of MilanoSesto urban regeneration	179		
	11.6	Maximizing value through urban regeneration	184		
	11.7	Conclusions and future perspectives	184		
12	Value Creation and Post-Merger Integration in M&A				
	and	Private Equity, by Tommaso Nastasi	187		
	12.1	Introduction and importance of PMI	187		
	12.2	Key challenges and strategic considerations	187		
	12.3	Steps for a successful integration	189		
	12.4	Cultural and human factors in value creation	206		
	12.5	Conclusions	207		
13	Sustainable Finance, by Abulenta Librazhdi				
	13.1	Introduction	209		
		13.1.1 Integration of ESG principles in private equity	209		
		13.1.2 Benefits of integrating sustainable finance principles	212		
		13.1.3 Challenges in implementing sustainable finance			
		principles	215		
		13.1.4 Successful implementation of sustainable finance			
		principles	215		

	13.2	Overview of the current landscape	216
		13.2.1 Sustainable alternative assets	217
		13.2.2 ESG private equity and debt funds	220
	13.3	Key trends in the current landscape	222
		13.3.1 Increased ESG integration	222
		13.3.2 TCFD: valuation of private equity	226
	13.4	Conclusions	230
14	Elevating Portfolio Companies through IPO Readiness,		
	by G	abriele Arioli	233
	14.1	IPO Readiness: the project	235
	14.2	IPO Readiness: areas of analysis	236
	14.3	Conclusions	237
Ref	erenc	ces	239
List	List of Contributors and Their Roles		