An in-house view - multijurisdictional mergers

FAS – 3<sup>rd</sup> Annual International Conference 6<sup>th</sup> December 2017

Matthias Eisenbarth - AB InBev - Head of European Antitrust

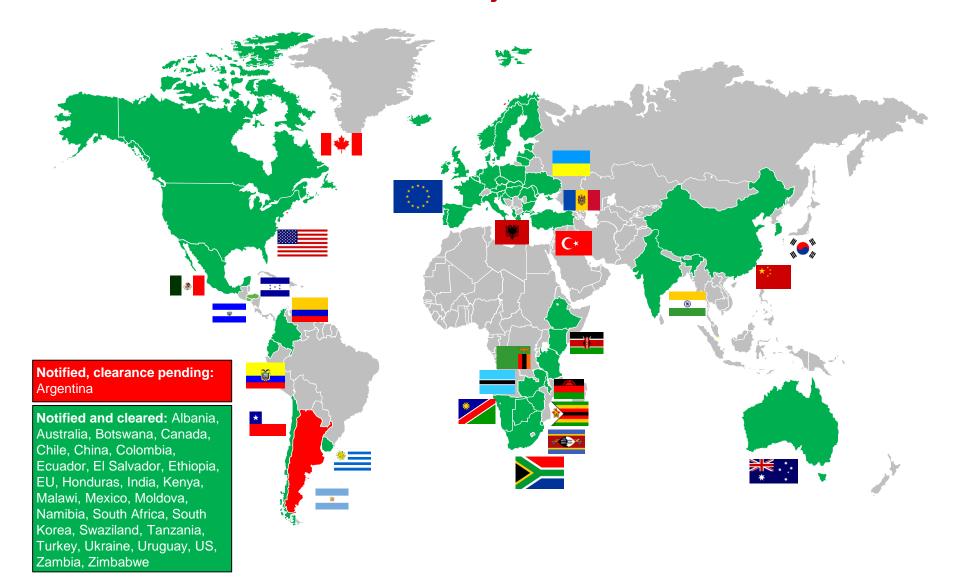


## Global mergers in recent years

- Proliferation of jurisdictions where transactions need to be notified
- Uncertainty of timing because of diverging requirements increased
  - Information to be submitted?
  - Remedies?

→ Cooperation with regulators around the globe is key for a successful process

# ABI / SAB Miller – notifications in 29 jurisdictions





## AB InBev's experience in a nutshell

- Combination between AB InBev and SABMiller created truly global brewer, more choices for beer drinkers, in new and existing markets around the world.
- The parties' geographic footprint was very complementary
- ABI's global antitrust strategy was designed to proactively address antitrust concerns
- Transaction was governed by the UK Takeover Code, proactively reaching agreements with potential remedy takers around the world was crucial to timing
- Proactive regulatory strategy allowed us to close a complex transaction (and most of the large disposals) within 11 months from announcement



## **Approach to planning mergers**

#### **Identification of potential issues**

- Identify relevant jurisdictions
- Identify key antitrust risks in those jurisdictions
- Deep dive on antitrust risks
- Engage with local counsel

#### **Design global remedy strategy**

- Complex remedy simulations local effects of global remedies
- Public interest and other local remedies

#### **Engagement with target**

 Presentation of regulatory strategy to target counsel and business people (depending on approach)



# **Lessons learned**

Takeaway	Observations
Cooperation with regulators is key	<ul> <li>Achieve desired timeline</li> <li>Early outreach to identify any potential issues</li> <li>Can create a "win-win" situation</li> </ul>
Preparation is critical	<ul> <li>Feasibility assessment advisable for future major projects</li> <li>Identify and analyse key legal issues at an early stage</li> </ul>
Stay focused on global objectives	<ul> <li>Global perspective is key</li> <li>Separate "must haves" from "nice to haves" at local level</li> </ul>
Always expect surprises	<ul> <li>No amount of preparation can entirely remove uncertainty</li> <li>However, preparation does allow you to anticipate and react more quickly to issues as they arise</li> </ul>



# Thank you