Mergers and Acquisitions

Prof. Marco Angelo Marinoni

COURSE AIMS AND INTENDED LEARNING OUTCOMES

The course aims to provide economic and accounting knowledge of the extraordinary management operations that have a profound impact on the capital and institutional structures of companies. These operations are significant, both for students who undertake the profession and for those in companies who deal with accounting, economic-financial and tax matters connected to extraordinary operations. The first part of the course will provide the methodologies for evaluating the economic capital of companies using economic-equity and mixed approaches. In the second part, the operations of sale, contribution, transformation, merger, demerger and liquidation will be considered, with particular attention to the aspects involving a relationship between the company and *advisors*. Extraordinary management operations increasingly affect the life of companies, following the growing dynamism of national and international economic systems.

INTENDED LEARNING OUTCOMES

In knowledge and understanding terms, at the end of the module students will be able to:

* Understand and identify the main methods of a company's economic capital appreciation within the value system.
* Understand and identify the main phases of the *process* for completing the various extraordinary operations, and the parties involved.
* Understand and identify the main extraordinary management operations, *M&A*, with a particular focus on the economic and accounting aspects.

In terms of ability to apply their acquired knowledge, at the end of the course students will be able to:

* Compare and choose the most suitable methods and criteria for appreciating the value of the target company.
* Choose the most suitable quantities for expressing the value of the defined financial statements, on which to base the calculation of the capital's economic value.
* Strategically compare and propose the best extraordinary transaction for meeting the customer's needs.

Throughout the programme, the in-depth study of the reference models and methodologies will be accompanied by examples, analyses and the discussion of business cases, in order to propose applicable solutions to relevant and recurring professional problems.

COURSE CONTENT

The programme is divided into two parts:

* Company valuation methodologies to appreciate the economic capital from an economic, patrimonial and financial point of view.
* Main extraordinary management operations, with particular examination of their impact on the company's value.

READING LIST

*Reference reading list*
L. Fornaciari-D.L. Todaro, *Profili contabili e fiscali delle operazioni straordinarie, Giappichell, Torino, 2022*

For further study, the following reading references are indicated:

G. Savioli, *Le operazioni di gestione straordinaria,*  Giuffrè, Milan, 2012 (4th Ed.).

G. Zanda-M. Lacchini- T. Onesti, *La valutazione delle aziende*, Giappichelli, Turin, 2013.

TL West-JD Jones, *Handbook of Business Valuation*, Wiley, NY, 1999.

D. FAULKNER et al., The Handbook of Mergers & Acquisition. McGraw Hill, 2012.

Italian accounting standards OIC 4 and OIC 5 - International accounting standard IFRS 3 R.

L. Potito, *Le operazioni straordinarie d’impresa. Normativa civilistica e rilevazioni contabili secondo i principi OIC e IFRS*, Giappichelli, Turin, 2020.

S. Carmini, *Le operazioni di gestione straordinaria in ambito internazionale*, Giuffrè, Milan, 2007.

E. Zanetti, *Manuale delle operazioni straordinarie – Conferimenti d’azienda – fusioni – scissioni*, Eutekne, 2011.

M. Confalonieri, *Trasformazione, fusione, conferimento, scissione e liquidazione delle società*, Il Sole24Ore, Milan, 2022.

TEACHING METHOD

Theoretical lectures accompanied by analyses and the discussion of business cases. The course may also include a company testimonial.

ASSESSMENT METHOD AND CRITERIA

A written exam on the course contents, comprising open-ended questions and exercises.

During the course, those students attending lectures are asked to carry out an assignment for the work team involving the analysis of a nationally and internationally relevant and topical extraordinary management operation. This assignment , which will contribute 25% to the final mark, will be integrated with the written exam result, as well as the test comprising an exercise on the economic, strategic and accounting aspects of one of the extraordinary management operations covered in-depth during the course, and a theoretical question. The mark is divided as follows: the exercise carries a maximum of 24/30 marks, while the theoretical question carries a maximum of 6/30 marks. For those students attending lectures who have undertaken the assignment, the final written exam carries a % to define during the first part of the course. The duration is 90 minutes.

The exam is aimed at primarily assessing the student's reasoning skills and analytical rigour regarding the course topics.

NOTES AND PREREQUISITES

Students should possess a basic knowledge of accounting and budget analysis.

Information on office hours available on the teacher's personal page at http://docenti.unicatt.it/.