CONTENTS

About the author xiii
Acknowledgments xiv
Author's Acknowledgments xv
Introduction xvi

1 What is the firm's objective? 1

Introduction 2
A common purpose 2
The assumed objective for finance 7
What is shareholder value? 11
Profit maximization is not the same as shareholder wealth-maximization 12
Getting manager's objectives aligned with those of shareholders 15
What happens if control over directors is weak? 19
Conclusion 20

SECTION I: INVESTING IN PROJECTS

2 State-of-the-art project appraisal techniques 23

Introduction 23
How do you know if an investment generates value for shareholders? 25
State-of-the-art technique 1: net present value 30
State-of-the-art technique 2: internal rate of return 39
Choosing between NPV and IRR 47
Conclusion 49
Appendix 2.1 Mathematical tools for finance 50

3 Traditional appraisal techniques 61

Introduction 62
What appraisal techniques do businesses use? 62
Payback 62
Accounting rate of return 67
Internal rate of return: reasons for continued popularity 70
Conclusion 71

4 **Investment decision-making in companies** 73

Introduction 74
The managerial art of investment selection 75
More tricky issues in real world project appraisal 82
The stages of investment decision-making 85
Conclusion 92

5 **Allowing for risk in project appraisal** 93

Introduction 95
What is risk? 95
Adjusting for risk through the discount rate 98
Sensitivity analysis 98
Scenario analysis 104
Probability analysis 106
Problems with using probability analysis 112
Evidence of risk analysis in practice 113
Conclusion 113

SECTION II: SHAREHOLDER VALUE

6 **Value managed vs earnings managed companies** 117

Introduction 118
The pervasiveness of the value approach 118
Case studies: FT100 companies creating and destroying value 121
Why shareholder value? 123
Three steps to value 125
Earnings-based management's failings 126
Return on capital employed has failings 133
Focussing on earnings is not the same as value 134
How a business creates value 134
The five actions for creating value 137
Conclusion 143

7 **Value through strategy** 145

Introduction 146
Value principles touch every corner of the business 146
The firm's objective 146
Strategic business unit management 148
Strategic assessment 150
Strategic choice 158
Strategy implementation 159
What use is the head office? 159
Targets and motivation 162
Conclusion 164

8 **Measures of value creation** 165

Introduction 166
Using cash flow to measure value 166
Shareholder value analysis 172
Economic profit 181
Economic value added 189
Cash flow return on investment 191
Conclusion 191

9 **Entire firm value measurement** 195

Introduction 196
Total shareholder return 197
Wealth Added Index 200
Market Value Added 204
Market to Book Ratio 208
Conclusion 209

10 **What is the company's cost of capital?** 211

Introduction 212
A word of warning 212
The required rate of return 213
Two sides of the same coin 214
The weighted average cost of capital 215
The cost of equity capital 221
The cost of retained earnings 232
The cost of debt capital 232
The cost of preference share capital 236
Hybrid securities 236
Calculating the weights 236
The WACC with three or more types of finance 237
Classic error 237
What about short-term debt? 238
Applying the WACC to projects and SBUs 238
What do managers actually do? 239
Implementation issues 243
Which risk-free rate? 245
Fundamental beta 248
Some thoughts on the cost of capital 249
Conclusion 251

11 Mergers: Impulse, regret and success 253

Introduction 254
The merger decision 254
You say acquisition, I say merger 255
Merger statistics 257
What drives firms to merge? 259
Do the shareholders of acquiring firms gain from mergers? 272
Managing mergers 273
Conclusion 284

12 The merger process 287

Introduction 288
The City Code on Takeovers and Mergers 288
Action before the bid 290
The bid 294
After the bid 295
Defense tactics 296
Paying for the target's shares 298
Conclusion 304

13 Valuing companies 307

Introduction 308
The two skills 308
Valuation using net asset value 309
Income flow is the key 314
Dividend valuation methods 314
How do you estimate future growth? 321
Price earnings ratio-to-model 324
Valuation using cash flow 330
Valuing unquoted shares 335
Unusual companies 336
Managerial control changes the valuation 339
Conclusion 345

14 What pay-outs should we make to shareholders? 347

Introduction 348
Defining the problem 348
Theorists in their hypothetical world 349
The other extreme – dividends as a residual 352
What about the world in which we live? 352
Some muddying factors 354
Scrip dividends 360

Share buy-backs and special dividends 360
A round-up of the arguments 361
Conclusion 364

SECTION III: FINANCE RAISING

15 Debt finance available to firms of all sizes 369

Introduction 370
Contrasting debt finance with equity 371
Bank borrowing 373
Overdraft 376
Term loans 382
Trade credit 382
Factoring 386
Hire purchase 391
Leasing 393
Bills of exchange 399
Acceptance credits (bank bills or banker's acceptance) 401
Conclusion 402

16 Debt finance from the financial markets 403

Introduction 404
Bonds 405
Syndicated loans 409
Credit rating 410
Mezzanine debt and high-yield (junk) bonds 414
Convertible bonds 420
Valuing bonds 424
International sources of debt finance 428
Medium-term notes 441
Commercial paper 442
Project finance 443
Sale and leaseback 445
Securitization 447
Conclusion 448

17 Raising equity capital 451

Introduction 453
What is equity capital? 454
Preference shares 456
Floating on the official list 459
What managers need to consider 460
Methods of issue 466

Timetable for a new offer 468
How does an alternative investment market flotation differ from one on the official list? 473
The costs of new issues 475
Rights issues 479
Other equity issues 482
Scrip issues 484
Warrants 484
Equity finance for unquoted firms 485
Disillusionment and dissatisfaction with quotation 493
Conclusion 495
Appendix 17.1 Arguments for and against floating 496

SECTION IV: MANAGING RISK

18 The financial risks managers have to deal with 509

Introduction 510
Types of risk 511
Risk in the financial structure 514
The dangers of gearing 521
What do we mean by gearing? 523
Agency costs 534
Pecking order 536
Some further thoughts on debt finance 538
Conclusion 544

19 Options 545

Introduction 546
What is a derivative? 546
A long history 547
What is an option? 547
Share options 548
Index options 558
Corporate uses of options 561
Real options 562
Conclusion 564

20 Using futures, forwards and swaps to manage risk 567

Introduction 568
Futures 568
Short-term interest rate futures 576
Forwards 580
Forward rate agreements 583

A comparison of options, futures and FRAs 584
Caps 584
Swaps 586
Derivatives users 589
Over-the-counter and exchange-traded derivatives 592
Conclusion 593

21 Managing exchange-rate risk 595

Introduction 596
The impact of currency rate changes on the firm 597
Volatility in foreign exchange 598
The currency markets 599
Exchange rates 601
Covering in the forward market 606
Types of foreign-exchange risk 607
Transaction risk strategies 611
Managing translation risk 622
Managing economic risk 625
Conclusion 627

Appendices I–III 629
Glossary 633
Further reading 687
Index 703