Howden M&A

Annual review 2024

HOWDEN

Contents

Looking back at 2023

In 2023 several well documented macroeconomic and geopolitical events had a significant impact on the deal-making environment across the world, with global M&A deal value and volume down 33% and 18% respectively compared to 2022[1].

In the private M&A market sponsor-backed activity was muted, with a number of prospective sellers inclined to hold off from running processes for their higher quality assets, knowing the difficulties in obtaining debt might lead to sub-optimal valuations. We saw the market for smaller deals remaining more resilient, particularly those with challenging dynamics, with the average European M&A deal size dropping from €60m in 2022 to €49.5m in 2023[1]. The breadth of risks surrounding more complex assets saw buyers and sellers looking to benefit from the use of M&A insurance to unlock deals, particularly in those jurisdictions where warranty and indemnity insurance (W&I) use had historically been less prevalent.

During 2023, we placed 1020 policies on 708 transactions. Despite the continued slowdown in M&A, W&I continued to account for the largest proportion of our business during the year (representing 65% of all policies placed). However, it is particularly interesting to note the significant rise in the use of tax and contingent risk policies throughout 2023 – we placed 33% more tax and/or contingent risk policies than we did in 2022.

↘
[1] Pitchbook (Data available to end of November 2023)

This can largely be attributed to the widening use cases for such policies, with many of our client base, particularly private equity and hedge funds, now using these policies both on M&A acquisitions / disposals and outside of the M&A context. Our tax and contingent risks team has been able to structure a variety of novel solutions to help our clients in these areas, highlighted in further detail later in the report.

New entrants continuing to enter the M&A insurance market coupled with low M&A volumes has meant that competition amongst insurers remains robust. This competition has maintained downward pressure on W&I rates for the majority of deals. Alongside rate reductions, insurers have also shown an increased willingness to broaden coverage within the W&I policy, with affirmative cover for tax and IP matters available with increasing frequency. However, on larger cross-border operational transactions our data demonstrated rates remaining flat compared to 2022; typically, this is due to the complexity of the target's business and a smaller pool of suitable insurers.

Last year we saw a significant number of clients taking advantage of the broader risk management solutions that our team can offer beyond W&I insurance, providing improved capital efficiency and liquidity during times of economic and political uncertainty. Alongside the widely held expectation for M&A activity to increase as we move through 2024, we expect clients to increasingly look to our offering for ways to create and enhance value at every level of the operational structure.

Statistics 2023

1,020 policies

placed across 708 deals

€125 billion

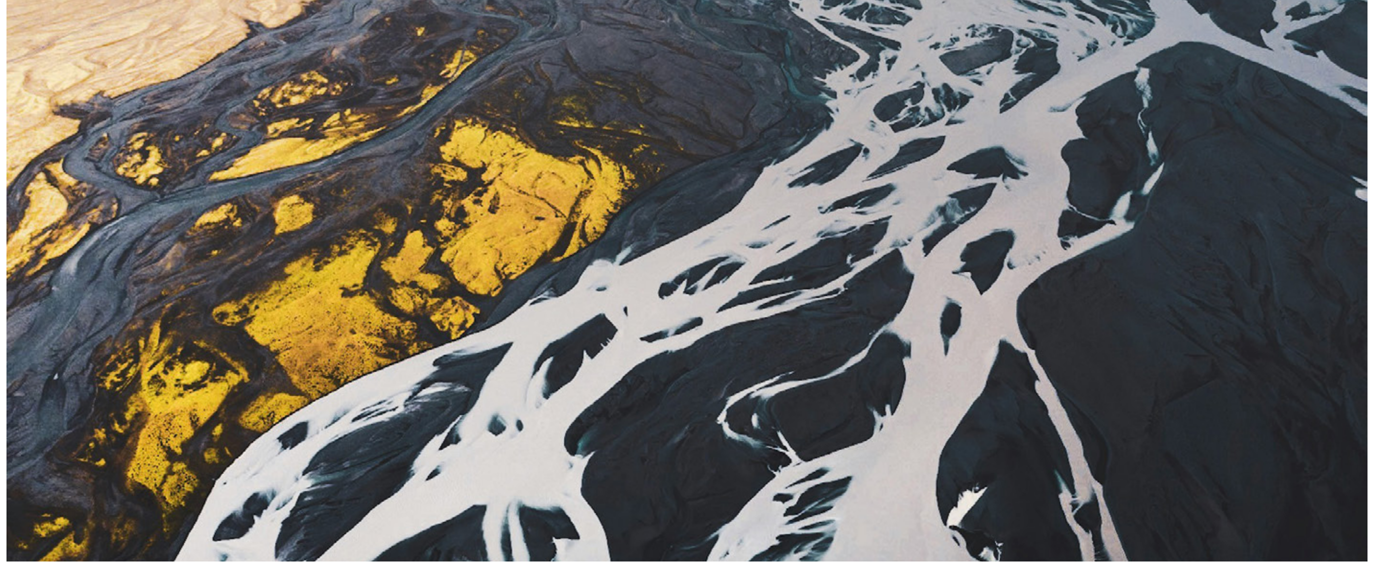
aggregate enterprise value of successful deals advised on by Howden M&A in 2023

€2.7 trillion

total M&A global deal volume in 2023

02

Our year in numbers



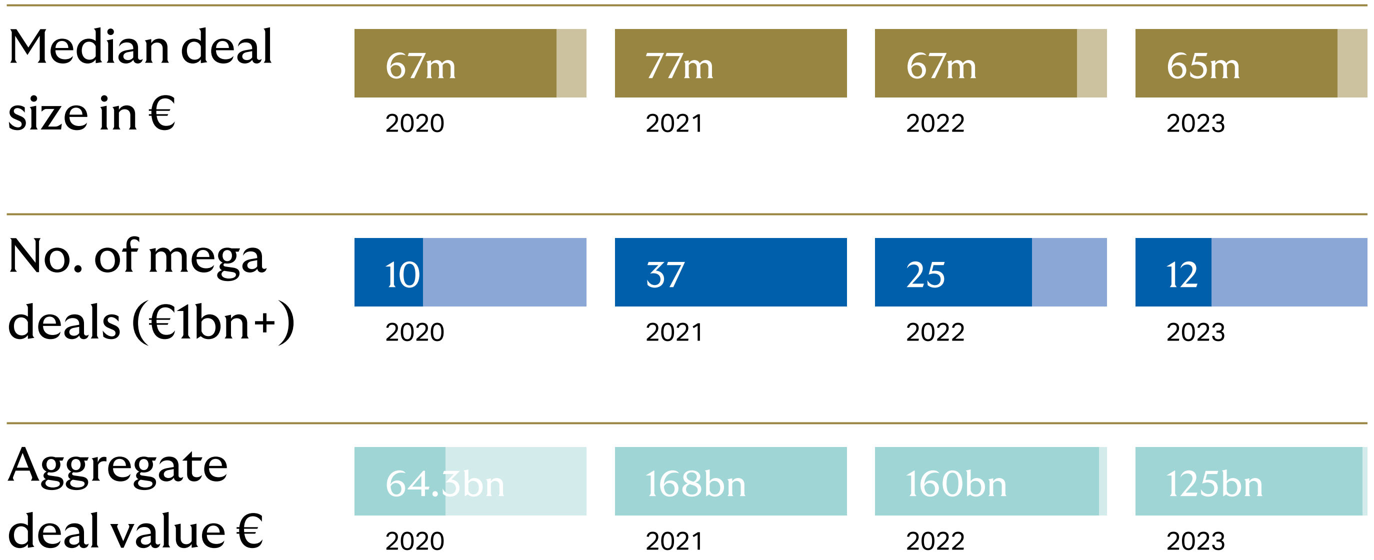
Despite declines in global M&A volumes during 2023, Howden M&A experienced a comparatively smaller decrease on total deal volume over the year.

Although M&A activity remained subdued throughout 2023, the mid-market demonstrated more resilience as some sponsors looked to a higher volume of smaller deals to drive growth, with the tricky financing environment presenting less of an issue with transactions in this category. A number of our key jurisdictions experienced notably smaller decreases in deal volume, for example France and Benelux experienced declines of only -6.3% and -5.5% respectively. Particularly in France, this is partly driven by the jurisdiction still being in high growth mode in terms of the adoption of W&I insurance. The increasing acceptance of W&I insurance in the French market has helped to create opportunities for international investors, who historically would have found it challenging to convince a seller / management team to stand behind a suite of warranties.

	2022	2023	
Policy count	1262	1020	↓ -19.2%
Deal count	876	708	↓ -19.2%

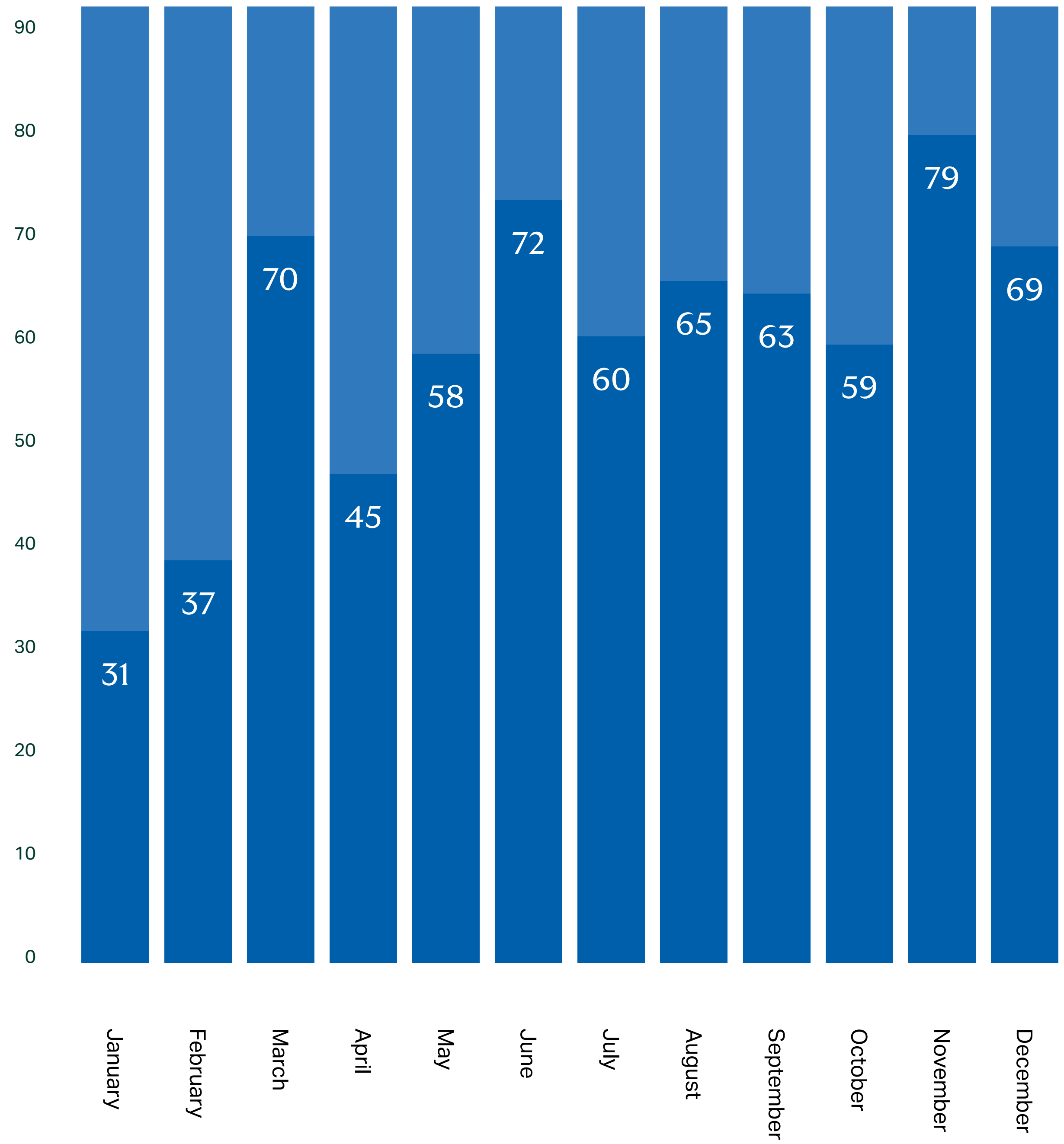
As highlighted earlier in the report, a more robust lower and mid market accounted for a larger proportion of our total deal volumes compared to large cap transactions.

Alongside the wider market, we saw a notable decline in the number of mega deals (those with an enterprise value of €1bn or more). Given the market conditions, this was not unexpected. Interestingly, we did not see notable declines in pricing on operational mega deals, with rates remaining above 1% regardless of jurisdiction or sector.



On a monthly deal count basis, we saw a slight uptick on deal volumes as we moved through Q4.

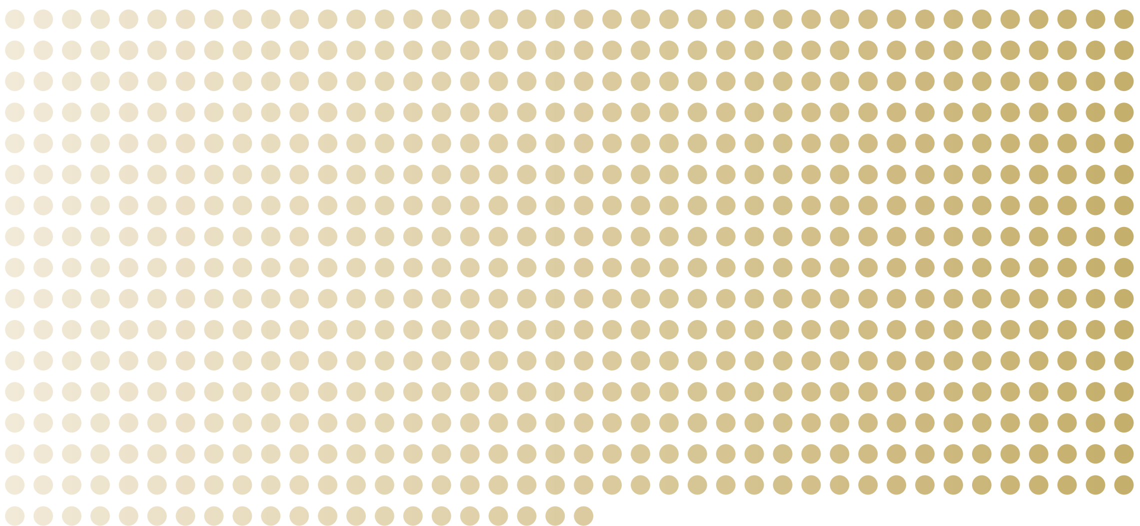
Deal count by month 2023



Pricing and sector analysis

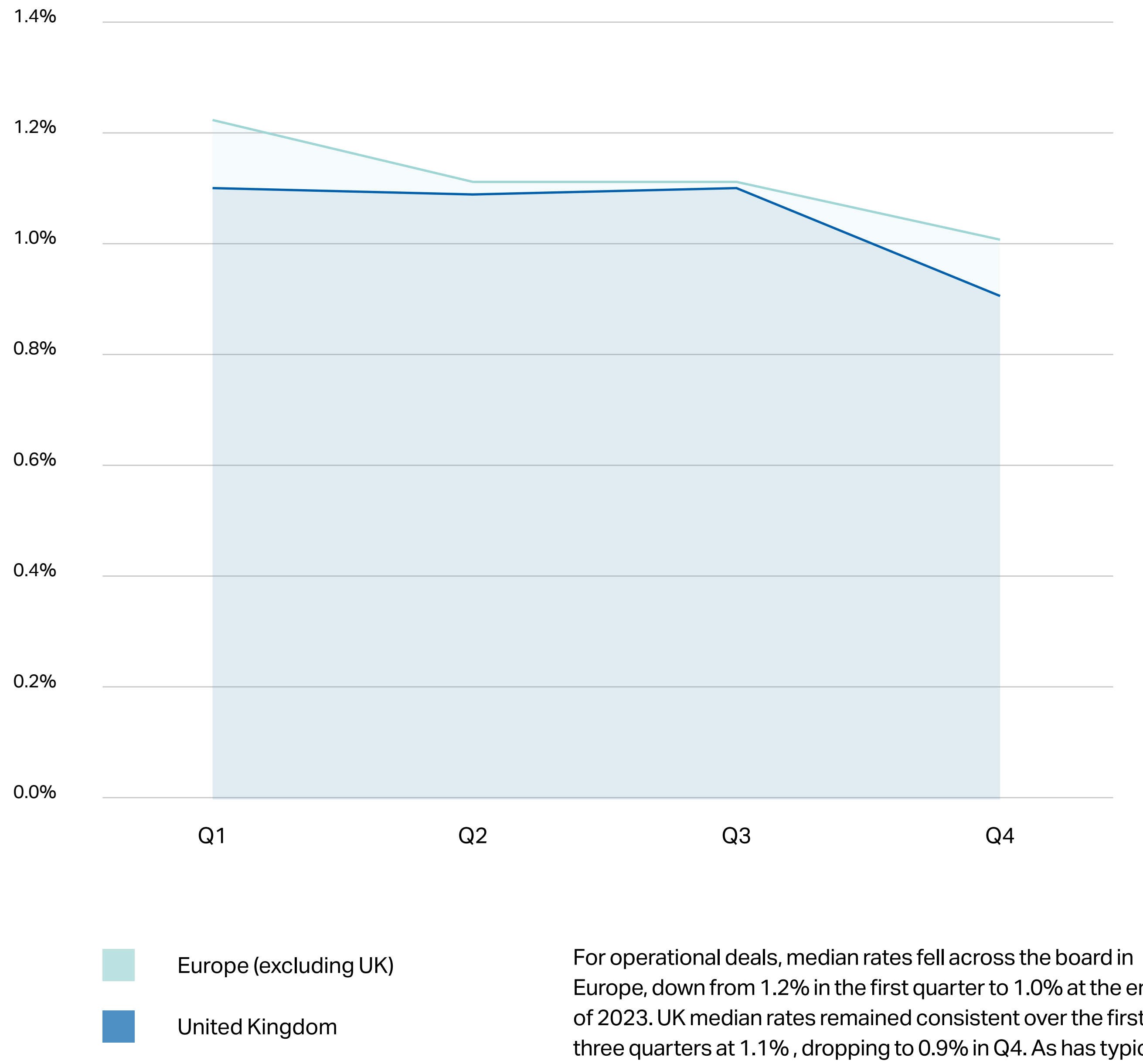
As in previous years, W&I insurance accounted for the largest proportion of total policies placed.

661 W&I policies



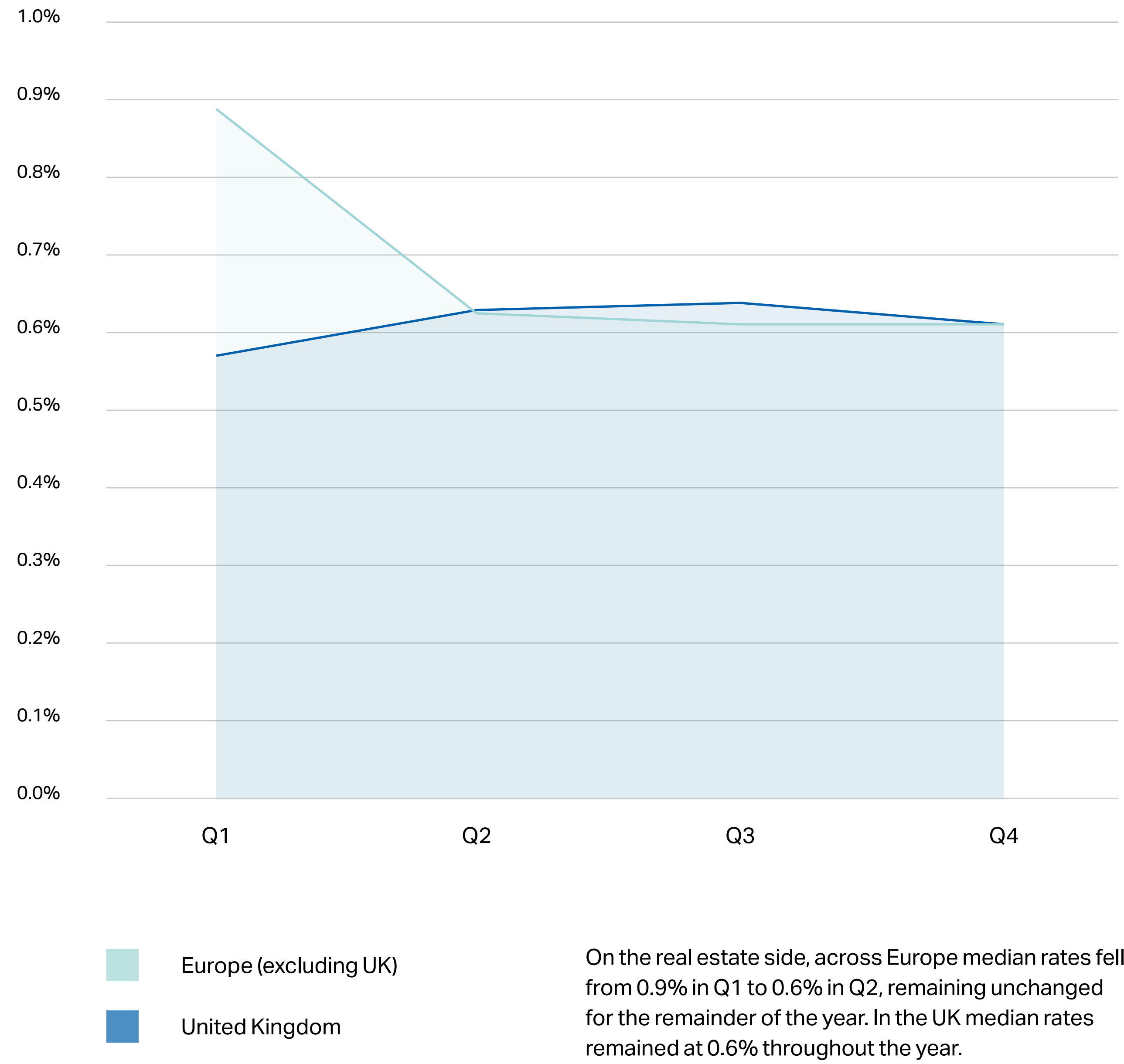
W&I rate on line by quarter

Operational RoL



For operational deals, median rates fell across the board in Europe, down from 1.2% in the first quarter to 1.0% at the end of 2023. UK median rates remained consistent over the first three quarters at 1.1% , dropping to 0.9% in Q4. As has typically been evidenced in previous years, large cap deals were typically priced slightly higher than the average last year on the basis of more complex operational structures and risk profiles.

Real estate RoL



On the real estate side, across Europe median rates fell from 0.9% in Q1 to 0.6% in Q2, remaining unchanged for the remainder of the year. In the UK median rates remained at 0.6% throughout the year.

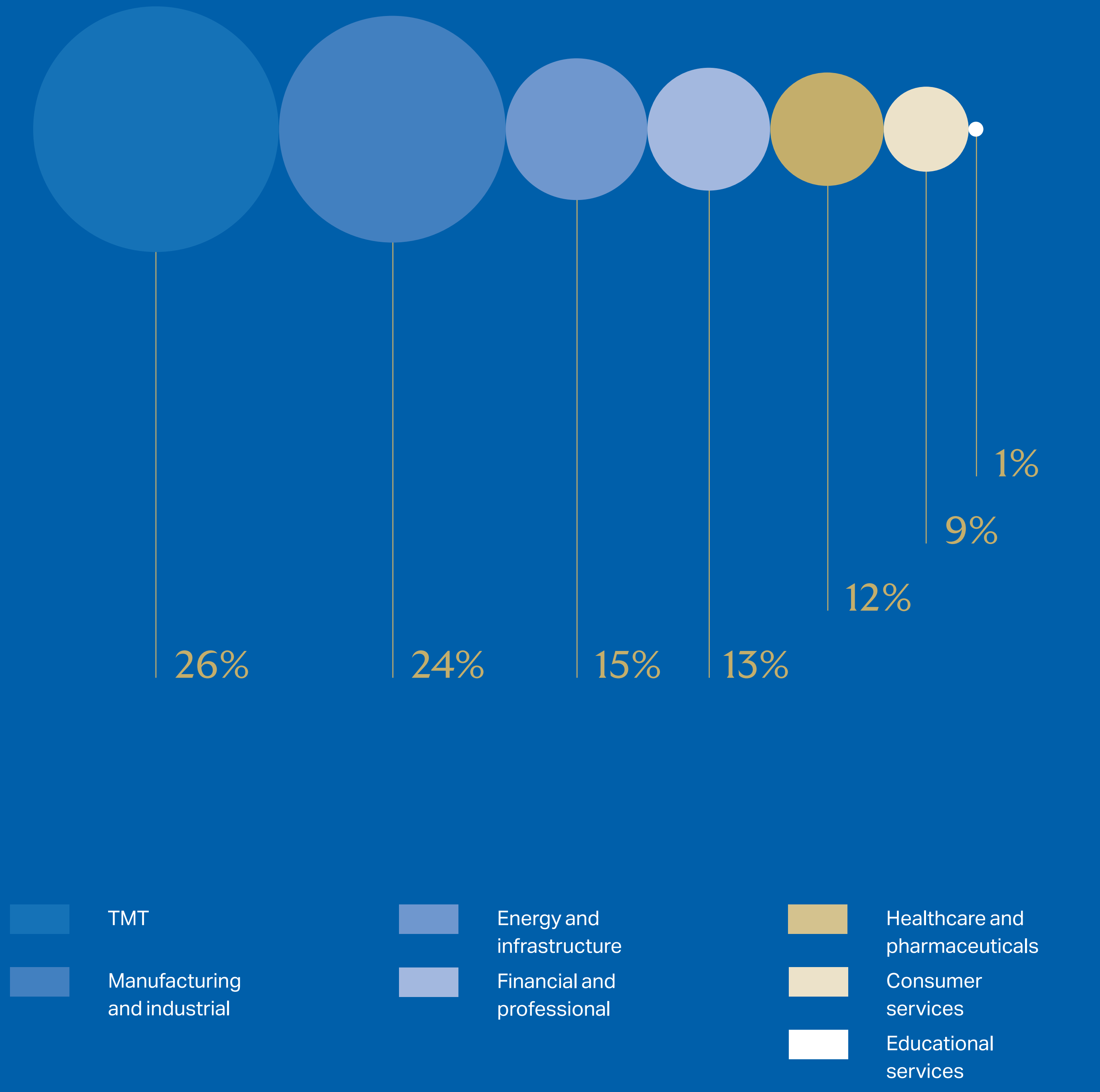
In line with our 2022 statistics, the technology, media and telecommunications (TMT) sector accounted for the largest proportion of our total deals across operational sectors (representing 26% of all deals that we advised on), closely followed by industrial and manufacturing (24%).

Across TMT, deal activity in the first half of 2023 remained robust, with continued demand for perceived high growth assets given the emergence of areas of innovation including artificial intelligence, Internet of Things and blockchain offering opportunities for disruption and value creation. However, deal volume did fall away in the second half of the year, partly driven by TMT assets being highly sensitive to debt pricing, which in turn fuelled a valuation gap between buyers and sellers.

Energy and infrastructure (E&I) deals made up a higher proportion of overall deal volume than we saw in 2022. Whilst the wider M&A market in this sector proved more resilient than in other sectors, the increased adoption of W&I insurance on E&I transactions also played a part. We expect this trend to continue into 2024 and our data to show a sustained increase in insured deals in this part of the market.

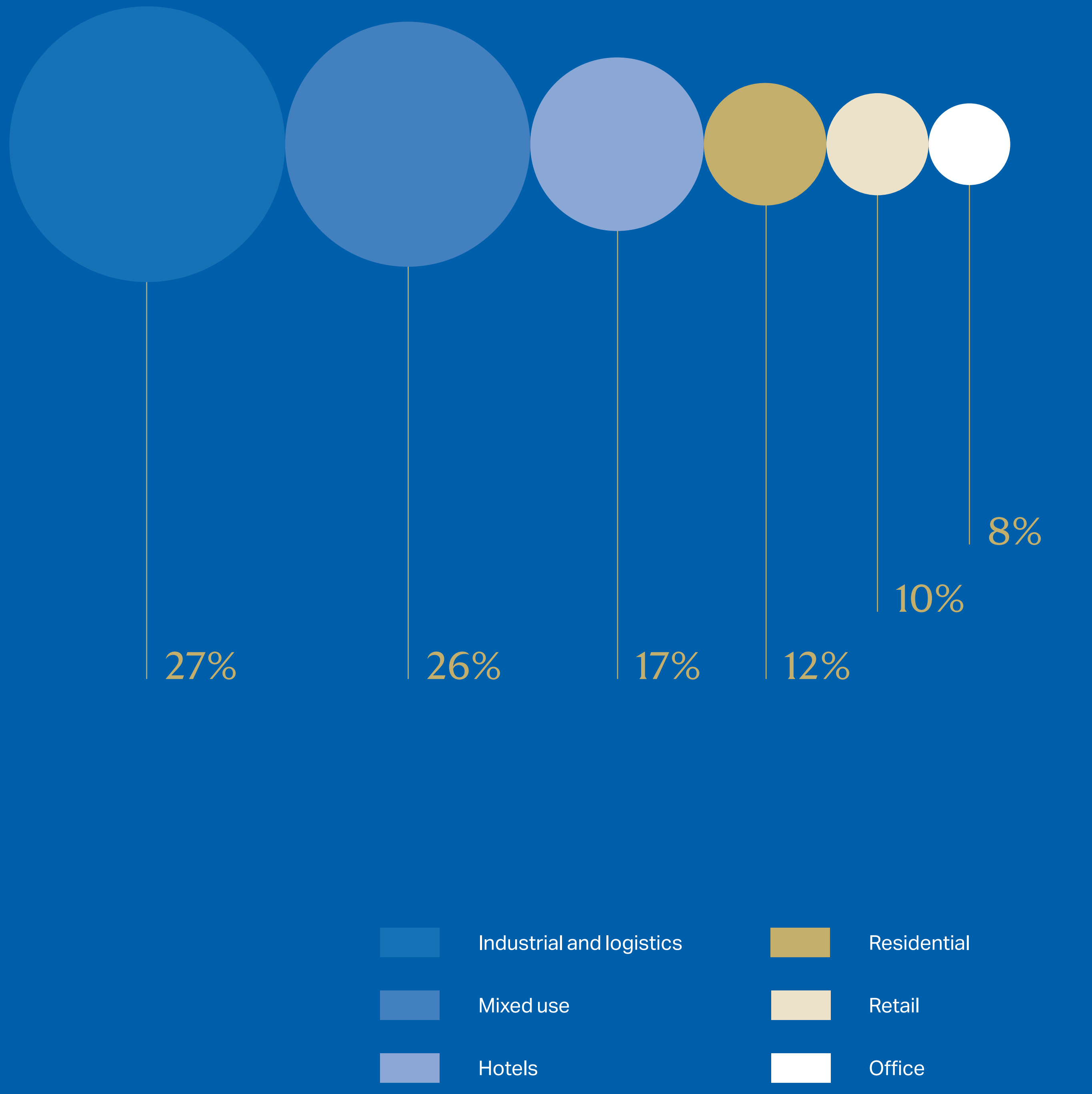
Operational

Deals 2023 by sector



Real estate

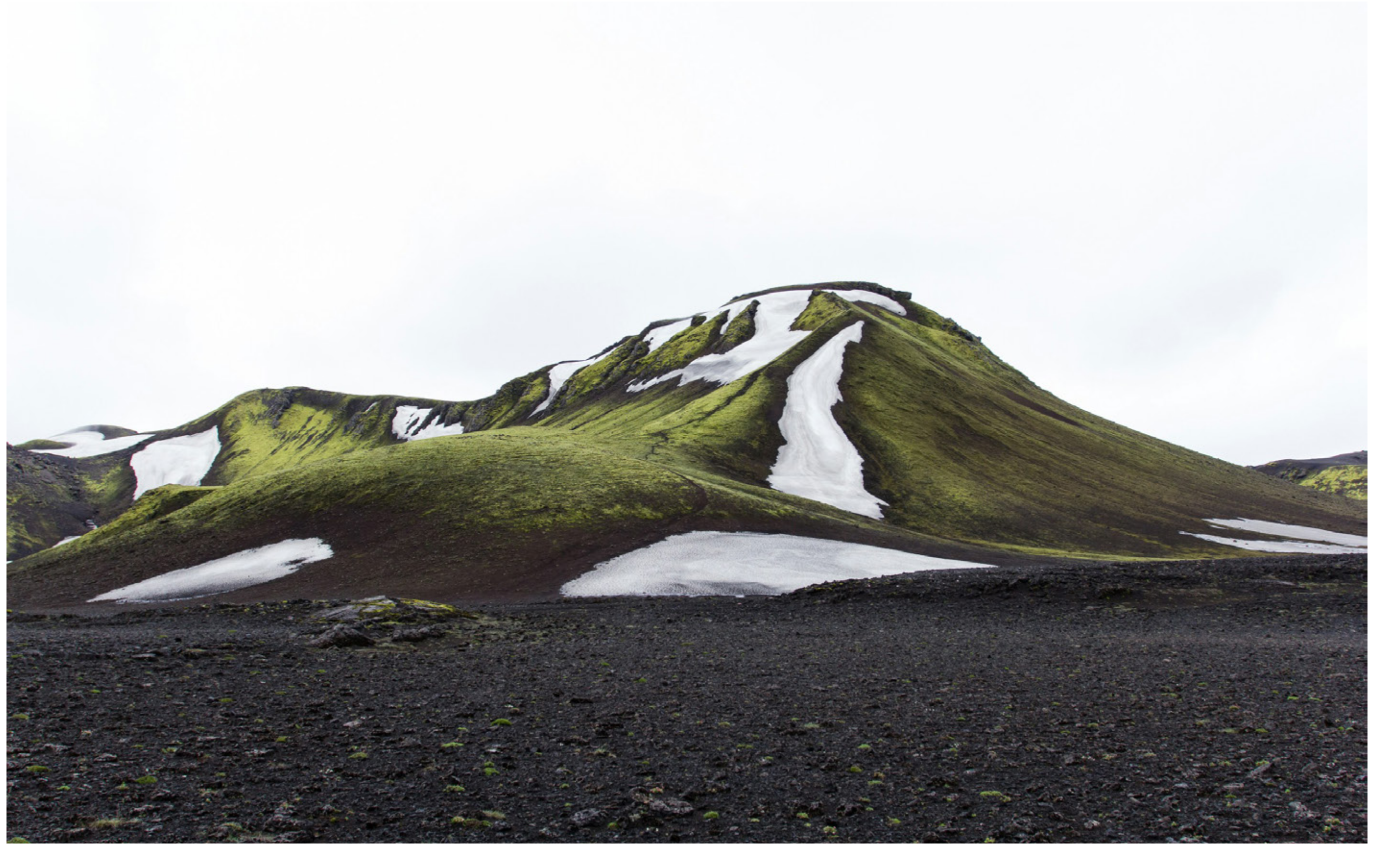
Deals 2023 by sector



Across real estate, industrial and logistics deals once again contributed the highest proportion of overall deal volume in 2023 (27%). However, this was lower than in 2022 (39%), predominantly driven by an increase in deals across the hotel and mixed-use sectors.

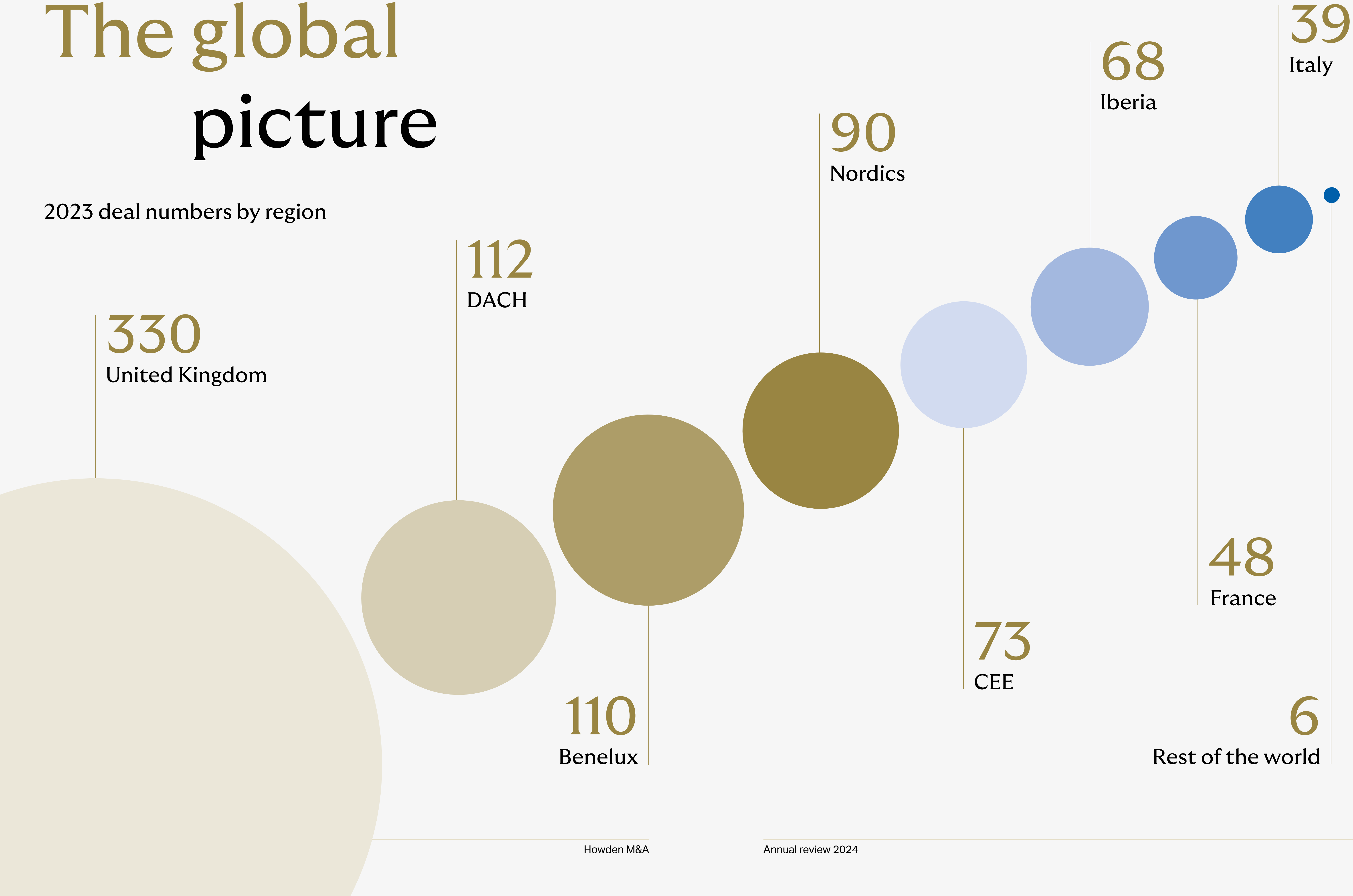
In the hotels sector, realistic and favourable valuations together with the potential for steady income generation were likely contributing factors. Alongside PERE funds, HNWI and family offices also showed increased appetite.

The robustness of deal activity in the mixed-use space has largely been driven by investors targeting assets with significant repositioning potential in order to future proof portfolios.



The global picture

2023 deal numbers by region



Specific risk products

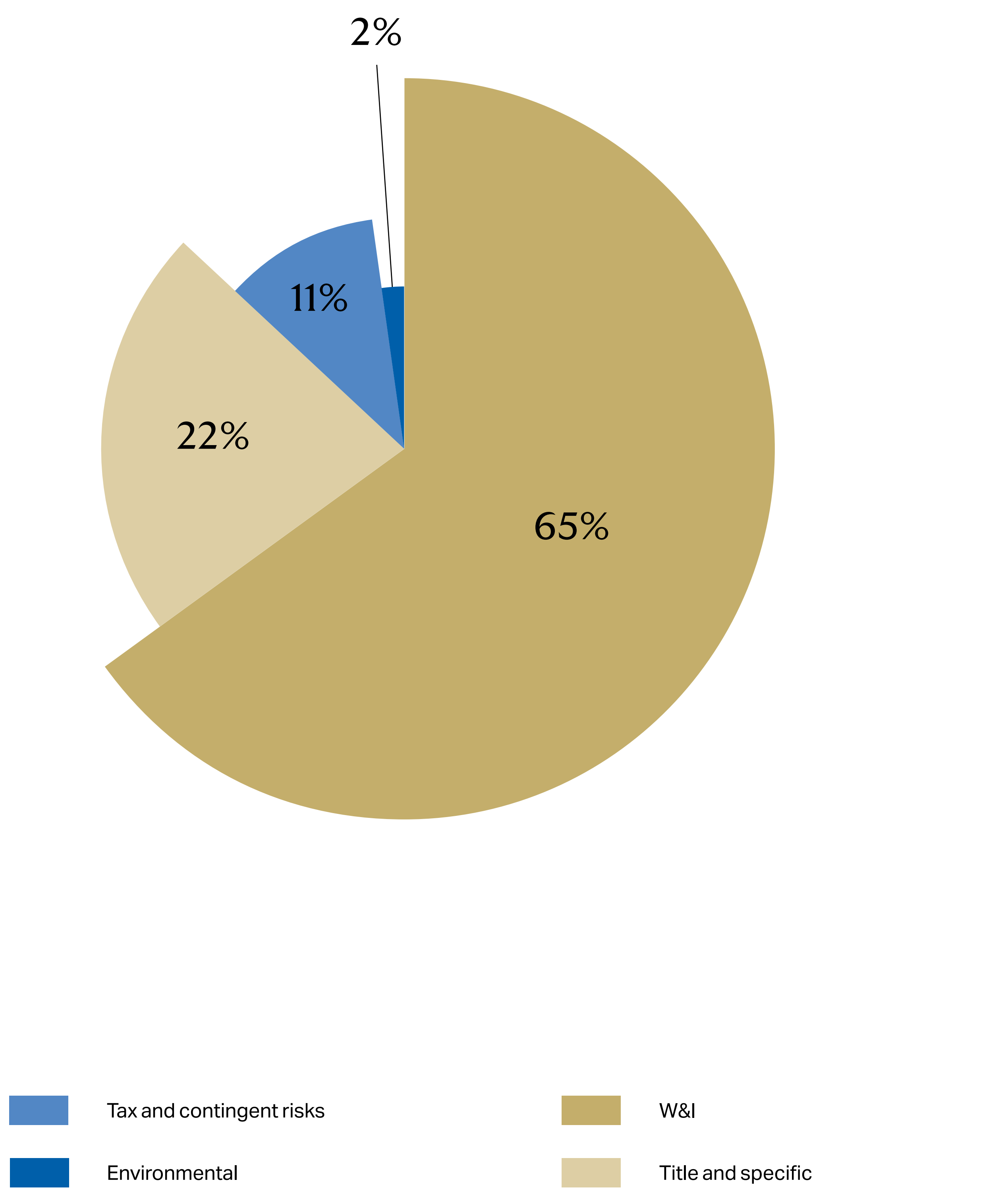
The increasing interest from clients in policies covering specific risks, in the context of M&A and crucially beyond that, is one of the most important trends in our sector.

As well as creating a balanced broking business, linked to but not dependent on M&A, it is key to building expertise in specific fields and across jurisdictions.

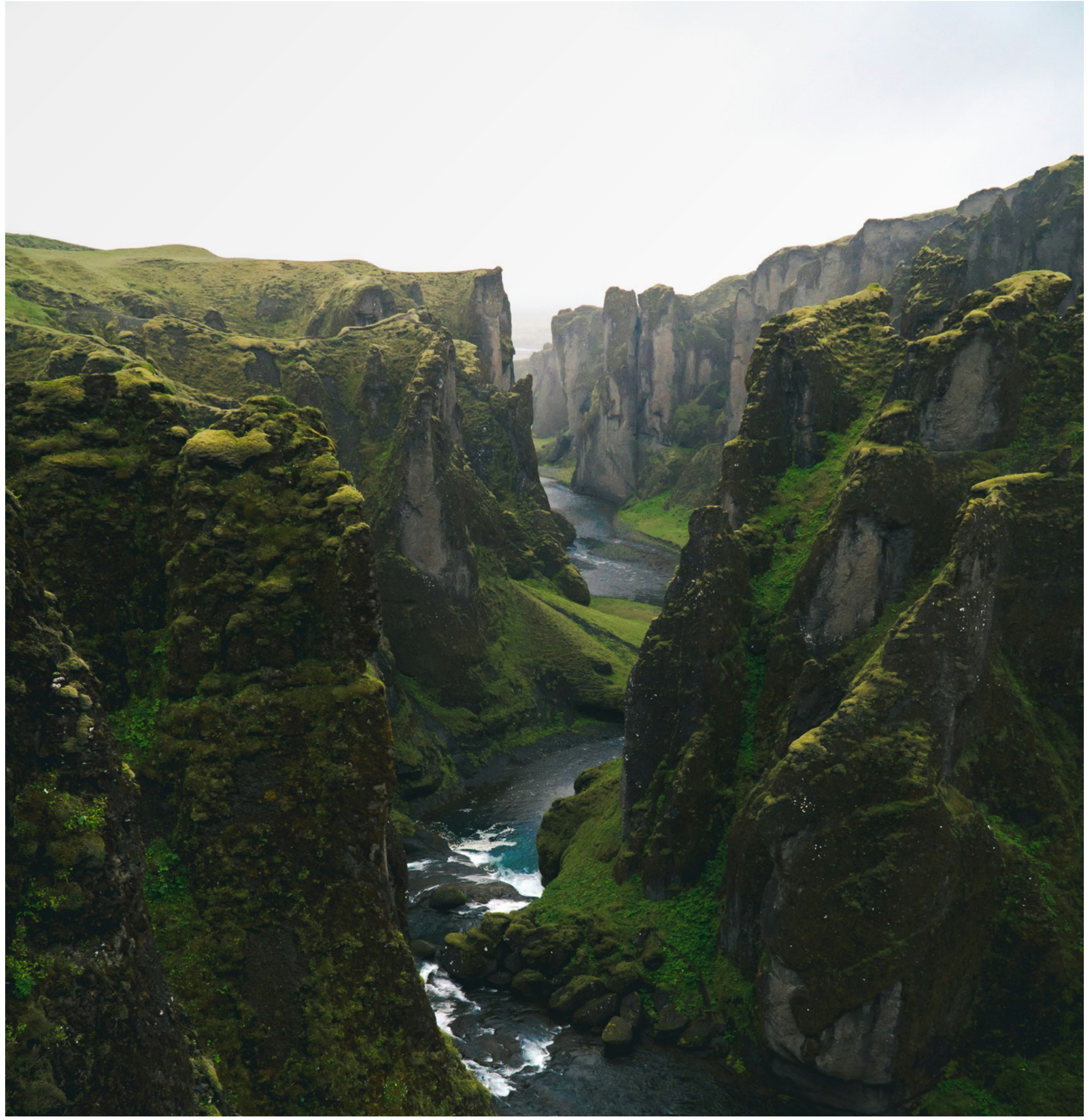
Therefore, it is central to the evolution of brokers into essential advisors to funds and companies at every stage in their business development, something Howden M&A has been committed to from the beginning.

Policy type

(as a percentage of overall policies placed in 2023)



4.1 Tax and contingent risk



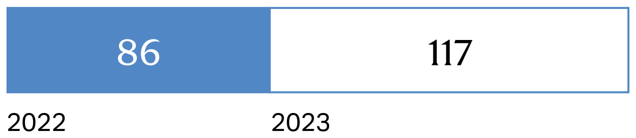
Formed of 18 accountants, lawyers and bankers across the UK and Europe, we have combined our market-leading Tax & Contingent Risk teams to create a best-in-class risk management group, focusing on identified risk across capital solutions, litigation and legal risks, and tax.

This draws on experience across a variety of product lines, proactively anticipating the needs of clients and driving innovation to optimise opportunity across the insurance market.

Though 2023 presented challenges with regards to low M&A deal flow and elevated interest rates (in comparison to the last decade), the Tax & Contingent Risk team experienced over 100% year-on-year growth, placing over £3.7bn of coverage globally and breaking ground on previously uninsurable risks. We continue to see insurers increasing capital allocation to this area such that significant limits in excess of £500m can be obtained for the right risk. Submissions remained robust after an active start to the year, with a particularly strong pipeline from southern Europe.

▲ 36.0%

Tax and contingent risks
policy count 2023



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Tax risk

The use of tax insurance has now become standard practice for protecting returns on investment on exit, enhancing bids at auction and giving certainty to distributions from end-of-life fund structures and corporate restructuring's on a go-forward basis.

This has been driven by funds, corporates, banks and asset managers demanding dynamic solutions to manage commercial tax risk throughout the investment lifecycle and firmly embedding de-risking solutions into their financial modelling.

Further enhanced by new entries into the underwriting space and increased full-limit lines by their capital, many straightforward standalone tax risks are regularly being efficiently insured for less than 1.5% of the risk amount.

There has also been a notable shift in the jurisdictions insurers are willing to consider, expanding into European countries in which tax authorities were previously considered to be too aggressive.

This trend has grown rapidly across APAC, MENA and Pacific regions and continues on a strong trajectory.

Insuring matters already under challenge by the tax authorities has also garnered significant demand over the last year, with towers of insurance in excess of £100m available to de-risk uncertain tax positions on a historic and forward-looking basis.

Complemented by Howden's surety offering, the team also achieved first-of-its-kind coverage to release ring-fenced funds for advance tax payments in conjunction with a live tax dispute policy; a comprehensive solution even in the wake of a 'live' claims scenario.

Looking forward, Howden continues to explore new initiatives in the wake of the introduction of the Global Minimum Tax Rate, working with clients and insurers alike to pre-emptively formulate bespoke solutions to minimise the impact to multi-national businesses and navigate the uncertain tax treatment arising.

The growing trend in the tax insurance market to embrace complex, nuanced risks as the industry matures carves a path for further significant growth in the solutions available in this space.

Contingent risk

These insurance solutions are dominated by the provision of insurance over legal uncertainties.

In the same way as tax insurance, insurer appetite has continued to develop allowing the creation of new products both within and outside the M&A context and for a rising diversifying client base. In the last year we have seen a rising number of risks being insured to facilitate lending.

Policies are often concerned with ongoing litigation that is restricting the release of capital to investors. Insurance cover for a potential liability arising from that litigation can allow capital to be released to investors. The role of insurance in these situations is similar to that in tax disputes and we expect insurance to play an increasing role in tackling potential liabilities to facilitate swifter capital release.

Over the past year some notable policies which reflect the increased insurability of esoteric legal risks included:

- Break fees, or sunk costs on a deal due to an adverse regulatory determination (such as anti-trust clearances)
- Contingent fee arrangements, facilitating lending against the expected outcome
- Intellectual Property preserving the value of collateral
- Covering the risk of a legal challenge to a proposed restructuring and/or sale plan

Contingent risks are by their nature often bespoke and obtaining cover typically involves asking insurers to provide cover for a situation they have never worked on before.

Experience, established relationships in the insurance market, and a deep advisory capacity across jurisdictions among both brokers and underwriters are key to delivering these structured solutions. That expertise has been built at Howden and is growing fast within the underwriting community. We expect insurers to continue to offer new solutions for bespoke positions as each underwriter develops their own areas of expertise.

4.2 Title risk

The core product of Howden M&A's title insurance team has been title to shares and/or real estate policies. These are the most common applications in M&A transactions, where buyers purchase title policies to provide recourse where sellers have capped their liability for fundamental warranties.

Due to the slowdown in M&A activity we saw fewer M&A transactions requiring title to shares and/or real estate policies in 2023 than in 2022. It has, by no means, been a quiet year, however, with the team placing over 200 title policies across the UK and Europe constituting 22% of the policies placed by Howden M&A.

04 Specific risk products

We have seen a notable uptick in transactions in the CEE region and placed policies in Poland, Czech Republic, Romania, Hungary and Lithuania. The transactions often related to wind farms, photovoltaic farms and other renewable energy assets and clients have sought cover, in particular, for identified title and planning risks as well as general title ownership cover in respect of both owned and leased land.

There has been much greater interest in insuring identified title and planning risks in a number of the other European jurisdictions, most notably France, Italy, Spain, Germany and Portugal. In France, we continue to see a growing interest in insuring:

1. risks relating to the regulations for the Installation Classified for the Protection of the Environment (IPCE); and
2. risks relating to declassification, which concerns transition of title from public to private ownership.

In Portugal, title insurance becomes ever more commonplace with the key drivers being:

1. the long policy period of title policies (which provides an alternative to fundamental warranty cover for the period of ownership); and
2. the cover available in relation to planning and permitting. With the new "Simplex Urbanístico" planning regime coming into force, we are working with a number of insurers to create new products to assist developers, investors and lenders manage risk in this new unknown world.

In the UK, we've advised purchasers and lenders on a number of acquisitions and refinancings of large real estate portfolios. Title to real estate policies can be of great assistance where the dynamics or timetable of a transaction do not allow for full real estate due diligence to be carried out on all the assets in a portfolio. The title policy provides an indemnity relating to many title or planning risks that come to fruition across the entire portfolio. We work closely with the underwriters to find ways that such portfolios can be underwritten based on sample, high-level or historic due diligence depending on the specifics of the transaction and the history of the portfolio.

Since the latter half of 2022 we have seen a number of enquiries in relation to the sale of distressed real estate assets. Title insurance can be a useful tool in such transactions where: sellers are not providing fundamental warranties; or where there is limited Q&A and replies to enquires provided by the seller, and the buyer is looking for additional recourse in relation to title and planning matters.

Separately, the Certificate of Title Top-Up policy, a product we launched in 2022, continues to gather momentum as high value assets are refinanced. The policy plugs the gap in recourse for a lender or purchaser where a liability cap has been included by the certifying law firm in a Certificate of Title at a level lower than the market value of the property.

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4.3 Environmental risk

Environmental issues are reaching into every corner of business and finance. As described above, the fields of tax, title and structured insurance can all become involved in the green agenda from tax credits to environmental planning law to litigation.

> Explicit environmental insurance addresses the tangible risks of damage to the environment or assets.

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Environmental issues continue to play an important role in M&A transactions. There is a growing awareness of environmental risks and considerations of responsible risk allocation in a corporate or real estate transaction.

Environmental insurance has long been focused on pollution and contamination of land, air, and water, covering both known and unknown risks. While this is expected to remain the largest type of risk in environmental insurance, the importance of the wider ESG agenda is likely to see significant developments over the coming years.

Environmental due diligence is now standard practice in both asset and share acquisitions. Brokers and insurers are regularly involved in the M&A process at a much earlier stage than in the past. Therefore, if contamination is identified during due diligence, advice on potential solutions can be sought quickly to minimise interruptions to deal timelines.

Environmental legislation is evolving rapidly, as is environmental science, which ultimately changes the liability concerns in an M&A transaction. With the slowdown in M&A activity over the past year or more, the insurance market's appetite for these risks has increased. Carriers are offering coverage for identified issues that were previously largely considered tricky or uninsurable. For higher-risk sites, the market has historically offered rates of up to 6%, which have declined and hovered around 4% over the past year, with rates falling between and 0.4 - 0.7% for lower exposures. If there is a marked increase in M&A activity, we expect the market to harden again, but the slowdown has allowed for development and unique innovation within the insurance market.

The broader scope of products that cover environmental risks range from the loss of carbon credits in the voluntary market, to supporting the energy transition by covering technology performance as part of a development.

A more recent innovation is our carbon capture and storage insurance product, that covers leakage and loss of carbon credits. In the coming years, product innovation is expected to increase even further.

Acquired assets now often come with statements of environmental credentials attached, whether that be in real estate (where energy efficiency is becoming critical) or operational businesses with commitments to carbon emission reductions. Failure to hit such targets or meet existing claims represents a real financial risk.

Howden M&A has teams looking into all these areas as well as biodiversity, where regulatory developments in the UK provide a clear illustration of the potential risks. This year regulations on Biodiversity Net Gain will require real estate developments to provide a 10% gain in biodiversity.

Given the speed with which ESG concerns have gained prominence in the wider business and investment community, insurance will undoubtedly have a role to play in mitigating the financial risks involved. We expect a significant part of this development to take place outside the context of M&A deals, as asset owners react to potential liabilities arising in existing businesses, and we are committed to provide to our clients with access to these solutions.

Transactional diligence

Insurance due diligence enquiries have remained constant throughout 2023 and the start of 2024.

We have, however, noted an increase in activity in the UK with a focus on diligence for businesses in the financial services sector. Buyers and sellers remain keen for us to undertake a more focused review of the target's insurance programme specifically for professional indemnity and cyber insurance.

We have also expanded our insurance reviews to include climate analytics and credit risk associated with the target's insurance programme. We suspect an increase in the volume of enquiries in both areas this year with clients appreciating the expanded service. In 2023 we established a Lenders' Insurance Advisory practice, led by a specialist in this field, to offer our clients a refreshing approach when seeking advice in this area.

The LIA process ensures that lenders' interests are appropriately protected throughout the tenor of the financing, whether in the event of physical damage to a project's assets, resulting in revenue stream interruption (important for the repayment of debt), or in the event that a project has to pay compensation to a third party. To achieve this, we work to ensure that the project's risk exposures and contractual obligations have been appropriately identified, analysed and transferred or mitigated.

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A spotlight on claims

Increase in claims activity

> While deal volumes were low, the number of notifications our clients made to insurers increased by 58% in 2023.

63% of these notifications came from policies placed in 2022 and 2023, which is what we would expect as most notifications are made about 12 to 18 months after inception. The increase in notifications can be explained by the economic downturn as the insurance industry typically sees claims increase when the economy slows down. Over half of our clients' notifications came from four countries: UK, Germany, Netherlands and Denmark - all of these experienced a downturn last year. Fewer potential transactions also means policyholders have more time on their hands to review previous acquisitions. We do not anticipate the increased claims activity will impact pricing in the short term as the market remains competitive between insurers and deal volumes are yet to bounce back. If insurers identify any trends in claimed losses, they are more likely to address this in policy wordings with exclusions. We have not seen any new restrictions placed on capacity to managing general agents following binder renewals. This means any tightening up on cover in response to claims trends will happen on a deal by deal basis and is subject to negotiation.

W&I paid claims

The sectors with the highest paid claims in terms of monetary value are manufacturing and industrial, consumer, and RE mixed use.

Manufacturing and industrial

32%

Consumer

58%

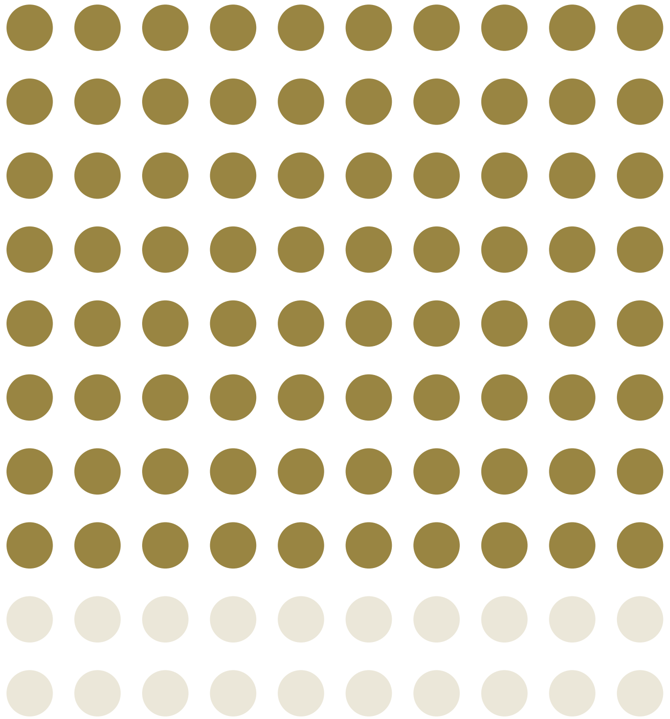
RE mixed use

7%

Other

3%

Of all claims with an actual loss that concluded in 2023, 80% resolved positively (paid or retention eroded).



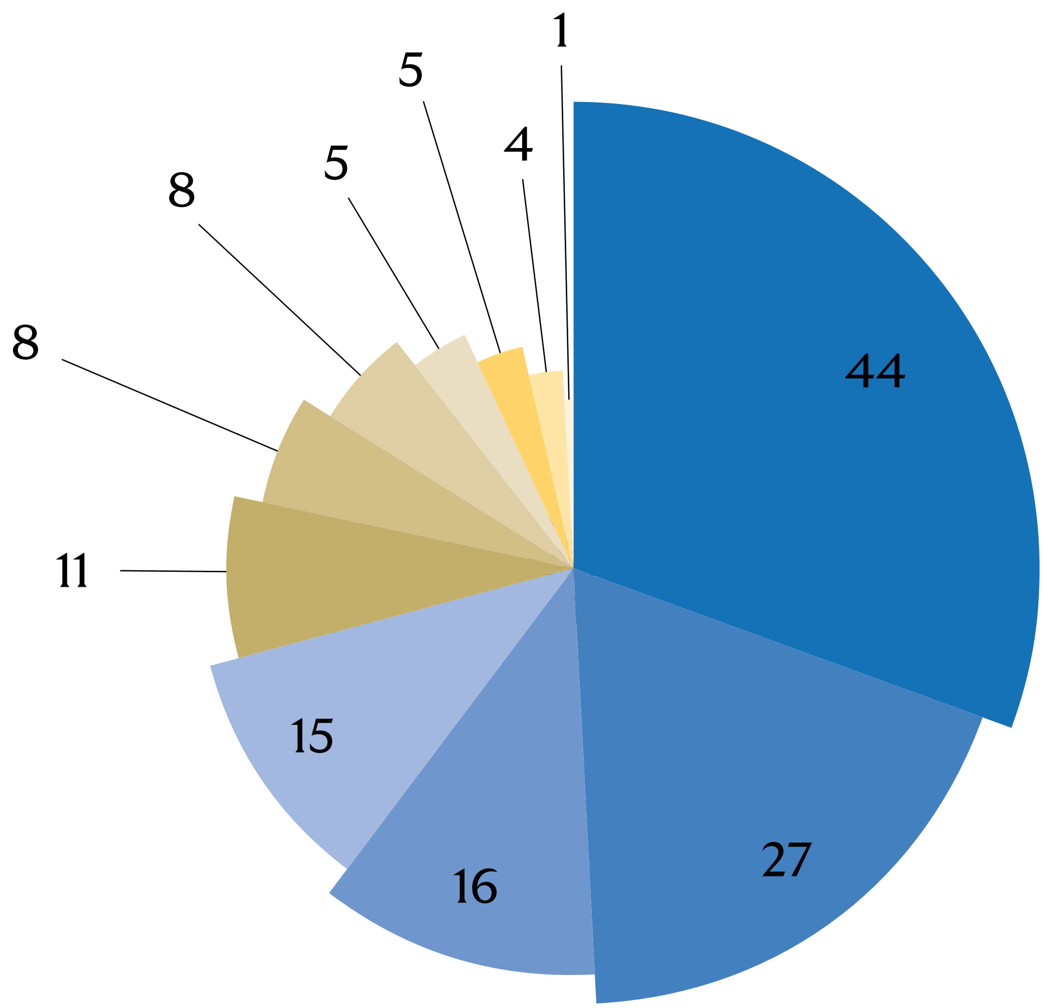
Of all sectors, manufacturing & industrial also had the highest number of paid claims (29%).

29%

Out of all territories, The Netherlands also had the highest number of paid W&I claims, being 29% of total claims paid.

29%

Most common notified warranty breaches



Tax (44)
Financial statement (27)
Compliance with law (16)
Information (15)
Litigation (11)
Material contracts (8)
IP (8)
Employment (5)
Real estate (5)
Leases (4)
Product liability (1)

Our data highlights that tax and financial statements continue to be the most commonly notified breaches. Following that, compliance with laws and information warranties were also commonly breached.

Tax policy claims

Notifications under tax policies remain stable. 50% of 2023 notifications relate to the Polish Tax Authority, and half of these relate to withholding tax. Claims paid and resolved in 2023 exceeded the policy limit once defence costs were included in the indemnity. Covered tax claims can take years to resolve as their timeframe is dependent on resolution with the relevant tax authority, lengthy tax litigation procedures can be costly so defence costs need to be considered when selecting the policy limit.

Title policy claims

Title policy notifications increased by 100% in 2023. The most common notified insured event in 2023, and 2022, relates to issues with the title to the property.

> We expect notifications to reduce following the reduction in deals as there is always a lag in claims activity catching up with trends in policy placement. Q1 2024 has already seen a reduction in new notifications, by 46%.

It will still be an eventful year for claims as we expect some large payments for multifaceted claims as they are nearing the end of the investigation phase. Some of these have elements of seller fraud which will provide useful insights into fraudulent deals, subrogation against sellers, as well as insurers' handling of complex large losses which we expect to enhance claims handling.

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What does the future look like?

Commentary on the outlook for the wider M&A market for the rest of 2024 is mixed. We expect a measured increase in M&A volumes which will maintain high levels of insurer competition and a continuation of the soft insurance market.

Despite the current economic and political uncertainties, the M&A insurance landscape continues to adapt to the fluctuations in the wider market.

There is an evolving consensus that the M&A market will enter a new cycle at some point in 2024, with decelerating inflation and down trending interest rate forecasts pointing to a more supportive financial environment for deal-making.

However, it is likely that any noted uptick in M&A volumes in 2024 will be more measured, at least initially, as although interest rates are forecasted to have peaked and the credit market has reopened, financing will remain comparatively expensive versus what was seen over the last decade.

We anticipate a positive outlook for the use of M&A insurance into 2024. The core W&I product has proved to be adaptive to shifting market dynamics and the changing needs of clients, now being used with increasing frequency in the context of GP and LP-led secondaries, GP stake sales, loan portfolio transactions and public to private deals. In terms of traditional PE buyouts, 2023 saw several global funds completing record fundraising.

GPs are likely to come under increasing pressure from LPs to deploy this dry powder, as well as make distributions from prior investments, with many sponsors looking to W&I insurance to facilitate these transactions.

In a continuation of a trend that was first established in 2023, there is expected to be continued consolidation amongst GPs, bringing an increase in GP acquisitions as well as GP stake investments. W&I insurance is already being used to facilitate GP-led transactions and we anticipate that a sustained increase in majority and minority GP stake investments could bring increased appetite from insurers to underwrite those transactions too, notwithstanding the light touch diligence typically seen on transactions of this nature.

From a claims perspective, whilst we have seen an uptick in notification rates during 2023, we don't believe this will have a material impact on pricing in 2024.

The insurer market remains highly competitive, with a number of new entrants this year, ensuring downward pressure on pricing will remain alongside a healthy amount of capacity. Whilst insurers are beginning to benefit from a larger pool of historic claims data, pricing decisions remain primarily determined by deal availability, the underlying structure of the transaction and nature of the assets. Where any claims trends are identified in the data, these typically remain managed by way of specific exclusions within the policy.

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