Contents

| List | of Tables | viii |
|------|--|--------|
| List | t of Figures | x |
| Pre | face | xi |
| ~ 1 | Introduction | 1 |
| · 2 | Fundamentals of European Community Structural Change | 5 |
| | Static Production and Consumption Effects Dynamic Effects | 6 7 |
| | Macro-performance and Structural Suppositions Factors Impacting Investment Banking in the European | 10 |
| | Community | 17 |
| | Summary | 20 |
| | Notes | 21 |
| . 3 | Underwriting New Issues of Securities | 23 |
| | The European New Issues Market since 1985 | 24 |
| | Equity New Issues and Privatizations | 29 |
| | The Influence of Competition on European Financial | |
| | Markets | 30 |
| | The Intra-European Market for New Issues after 1992 | 32 |
| | Summary | 37 |
| | Notes | 38 |
| 4 | Corporate Financial Advisory Services | 39 |
| | Structure and Evolution of European Mergers and Acquisitions Deal-flow | 43 |

vi Contents

| | The European Market for Mergers and Acquisitions | 53 |
|-----|---|-----|
| | The Role of Hostile Transactions in Europe | 56 |
| | "Merchant Banking" and Risk Arbitrage in Europe | 61 |
| | Summary | 64 |
| | Notes | 66 |
| 5 | Rules and Procedures Governing European Mergers | |
| | and Acquisitions | 68 |
| | United Kingdom | 69 |
| | Germany | 71 |
| | France | 72 |
| | Italy | 74 |
| | Belgium | 75 |
| | The Netherlands | 75 |
| | Spain | 76 |
| | Switzerland | 77 |
| | Cross-shareholdings | 79 |
| | Evolution of the Market for Corporate Control | 80 |
| | European Community Competition Policies and | |
| | Merger Regulations | 82 |
| | European Community Takeover Regulation | 91 |
| | Summary | 91 |
| | Notes | 92 |
| 6 | Secondary Market Brokerage and Trading | 94 |
| | The Secondary Market Environment since 1985 | 95 |
| | Lessons from Deregulation | 100 |
| | Beyond 1992 | 103 |
| | Summary | 104 |
| | Notes | 105 |
| - 7 | Investment Management Services | 106 |
| | Managing European Securities Portfolios for | |
| | Non-European Investors | 107 |
| | Management of Portfolios for European Institutional | |
| | Investors | 110 |
| | Management of Portfolios for European Private | |
| | Investors | 111 |
| | Summary | 112 |
| | Notes | 113 |

| | Contents | vii |
|------------|--|-----|
| ~ 8 | Securities Industry Regulation in the European | |
| | Community | 114 |
| | The Common Securities "Passport" | 116 |
| | The Reciprocity Issue and the Common Passport | 118 |
| | Regulatory "Arbitrage" | 120 |
| | Capital Adequacy | 121 |
| | Investment Taxation | 122 |
| | Conduct-of-business Rules | 125 |
| | Trading Conduct | 130 |
| | Summary | 131 |
| | Notes | 132 |
| . 9 | Competitive Positioning of Investment Bankers in the | |
| - | Evolving European Market | 134 |
| | Dimensions of Investment Banking Competition in | |
| | Europe | 134 |
| | Competing in Securities New Issues | 139 |
| | Competing in Corporate Finance Services | 143 |
| | Competing in Secondary Market Brokerage and | |
| | Trading | 148 |
| | Competing in Investment Management | 151 |
| | Summary | 152 |
| | Notes | 153 |
| ·- 10 | Conclusions and Implications | 154 |
| Glo | ossary | 159 |
| Ind | ex | 163 |

Tables

| 2.1 | Exchange rate arrangements and controls among | |
|-----|--|----|
| | European Community members and selected other | |
| | countries (end of 1987) | 16 |
| 2.2 | Residual European Community capital controls | |
| | affecting securities transactions (1987) | 17 |
| 3.1 | Volume of capital market financing by regional | |
| | corporations in their respective regional markets, 1987 | |
| | (billion dollars of proceeds at yearly average exchange | |
| | rates) | 25 |
| 3.2 | Capital market financing by all European companies, | |
| | 1985–1988 (million dollars of proceeds at current | |
| | exchange rates) | 26 |
| 3.3 | | |
| | corporations, 1985-1988 (million dollars of proceeds at | |
| | average exchange rates) | 27 |
| 3.4 | Volume of nondomestic European capital market issues | |
| | of all European corporations by currency of issue, | |
| | 1985–1988 (million dollars of proceeds at current | |
| | exchange rates) | 29 |
| 3.5 | | |
| | issues of nonfinancial European corporations by currency | |
| | of issue, 1985–1988 (million dollars of proceeds at | |
| | current exchange rates) | 29 |
| 4.1 | Volume of completed international mergers and | |
| | acquisitions, 1982–1988 | 4 |
| 4.2 | Major acquisitions of US companies by foreign | |
| | companies, 1981–1988 | 40 |
| | | |

| | List of Tables | ix |
|-----|--|-----|
| 4.3 | Merger and acquisition transactions involving non- US corporations, 1983–1988 | 48 |
| 1.1 | | 70 |
| 4.4 | Merger and acquisition transactions for European corporations | 49 |
| 4.5 | Large European mergers, acquisitions, and | |
| | divestitures (European sellers) - cumulative data, | |
| | 1983–1988 | 49 |
| 4.6 | Annual large mergers and acquisitions transactions | |
| | involving European seller companies | 51 |
| 4.7 | Large European mergers and acquisitions transactions | |
| | by industry, 1983–1988 | 54 |
| 4.8 | Mergers and acquisitions in Europe opposed | |
| | by target company | 60 |
| 6.1 | Retreat from the markets since Big Bang | 97 |
| 6.2 | Foreign investment of private-sector pension assets | |
| | (million dollars) | 99 |
| 8.1 | Evolution of European Community investment | |
| | banking directives | 115 |
| 8.2 | Base withholding tax rates for nonresident | |
| | individual bank-account holders | 123 |
| 9.1 | Measures of concentration in the Eurobond market, | |
| | 1975–1988 | 140 |
| 9.2 | | 140 |
| 9.3 | | 144 |
| 9.4 | UK takeover advisers, 1987 (total domestic and | |
| | foreign acquisitions and dispositions) | 146 |

Figures

and 1986

| 5.1 | How European Community merger procedures work |
|-----|--|
| 7.1 | Morgan Stanley Capital International's Europe- |
| | Australia-Far East (EAFE) index in US dollar terms |
| | versus the Standard & Poor 500 |
| 9.1 | Constancy ratio for the top 25 underwriters in the |
| | Eurobond market with base years 1975, 1979, 1983, |

86

108

142