

DEAL OF THE MONTH

CLAIRFIELD ACTED AS FINANCIAL ADVISOR TO IMR INDUSTRIES IN ITS ACQUISITION OF INDUSTRIALESUD



acquired



Advisor to the buyer

APRIL 2017

CLAIRFIELD ACTED AS EXCLUSIVE FINANCIAL ADVISOR TO IMR AUTOMOTIVE

Transaction summary

IMR Automotive S.p.A., a manufacturer of exterior parts for cars and trucks, acquired 81.25% of Industrialesud S.p.A., an Italian company active in the same sector. The residual shares were acquired by Simest S.p.A., an Italian government institution. The transaction, with an enterprise value of EUR 80 million, was financed by a pool of six banks headed by Banca IMI, and encompassed the refinancing of the total financial debt of the two companies.

“We are very satisfied with our acquisition of Industrialesud, which will allow us to cover the European automotive market more efficiently and to broaden our services,” said Matteo Galmarini, shareholder and CFO of IMR. “The purchase process was long and tough, and Clairfield’s role was crucial in the coordination of all the players.”

Profile of the companies



IMR Automotive S.p.A. manufactures exterior components and is a Tier 1 supplier to luxury vehicle makers worldwide. It employs approximately 1300 workers at six different plants located in Italy, Spain, and Germany, and had 2016 sales of approximately EUR 200 million and an EBITDA margin of 11%.



Industrialesud is an Italian designer and manufacturer of plastic components for the interior parts of luxury cars with a client portfolio that includes Ferrari, Maserati, Porsche, BMW, and Volvo. Its 2016 sales were approximately EUR 155 million, with an EBITDA margin greater than 10%.



Simest is an Italian-government-backed investment fund that supports companies in their growth over the entire internationalization lifecycle, from the initial assessment of new markets to the expansion through direct investments. It is part of the Cassa depositi e prestiti Group.

Transaction rationale

The buy-side process began when Industrialesud representatives approached IMR as part of Industrialesud’s sell-side process. The two companies were known to each other though they were not direct competitors, as each historically focused on different niches. IMR immediately mandated Clairfield to bring the acquisition to completion. This was IMR’s third acquisition in three years, all advised by Clairfield. IMR’s growth strategy is based on an ambitious industrial plan for acquisitions with the aim of adding interior parts to their product portfolio and widening its customer base. With this acquisition, IMR gains BMW as a client and will enhance its product offering to attract additional clients in the luxury vehicle market. With the acquisition of Industrialesud S.p.A. and organic growth, IMR expects to reach revenues of approximately EUR 370 million in 2017.

Clairfield role

Clairfield previously advised IMR Automotive on two acquisitions: FPK Lightweight Technologies Deutschland GmbH, a German manufacturer of composite structures and aerodynamic parts; and Sommer Industrielackierung GmbH, a German painting business, mainly serving the automotive sector.

For this transaction, Clairfield prepared the valuation of the target and the preliminary letter of intent, negotiated with the sellers, and coordinated the activities of accounting, legal, business, and environmental advisors during the due diligence phase. The process was unusually difficult since the sellers had a record of organic growth but had never been through an M&A transaction. The pool of banks made clear from the start that they required a significant injection of equity from the buyer as a condition for the acquisition financing. Clairfield studied the market in order to identify the best partners for IMR shareholders and it was agreed to approach the government fund Simest, which was already invested in the automotive sector. Clairfield negotiated the financing agreement, skillfully aligning the interests of the buyer, seller, and financing entities.

Deal team: Filippo Guicciardi, Andrea Dubini

CLAIRFIELD IS A LEADING MIDMARKET M&A ADVISOR WITH EXPERTISE IN INDUSTRIALS

Thomson Reuters League tables for Europe

Financial advisor	2016 Rank	2015 Rank	# of Deals
KPMG	1	1	321
Rothschild & Co	2	4	264
PricewaterhouseCoopers	2	2	264
BDO	4	6	206
Ernst & Young LLP	5	3	187
Deloitte	6	5	164
Lazard	7	8	123
IMAP	8	9	109
Oaklins (FKA M&A Intl Inc)	9	7	106
BNP Paribas SA	10	10	98
RSM Corporate Fin LLP	11	229	89
Clairfield International	12	11	87
JP Morgan	13	20	86
Baker Tilly International	14	15	85

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Transactions closed by Clairfield's automotive team

ITALY

 was sold to  Service equipment	 was sold to  Industrial compressors	 acquired 100% of  Aerodynamic components	 sold Autoneum Italy to  Acoustic components
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INTERNATIONAL

Germany/China  was sold to  Truck-mounted machinery	Poland/Germany  was sold to  Spare parts distribution	France/Brazil  backed by ARDIAN acquired  Calibration services	France/Netherlands  acquired  Engineering consulting
Germany/Sweden  was sold to  Data analysis	Hungary/Germany  was sold to  High-precision parts	France Management with support of  bpi france acquired  Springs and bolts	Germany/Sweden  was sold to  Drive elements