Case study

Delivering expertise in complex M&A and CVR transactions for a global pharmaceutical company

A leading global pharmaceutical manufacturer with a strong international presence develops and commercializes medicines across major therapeutic areas, including diabetes, oncology, and immunology. Over the past decade, the company has pursued growth through sustained R&D investment and targeted acquisitions and partnerships that have expanded its pipeline.

Situation

As the company continued executing a steady cadence of public M&A – often involving smaller biotech targets – each transaction carried significant operational and reputational risk. These high-profile events can involve thousands, or even tens of thousands of shareholders, multiple security types, and in some cases contingent value rights (CVRs) tied to future performance milestones.

Prior challenges with an incumbent provider created friction and the risk of “shareholder noise” – calls, complaints, and negative visibility that can distract internal teams and undermine confidence at the very moment they were welcoming new shareholders and, in many cases, new employees from acquired companies. They needed a partner that could reliably coordinate record intake, security exchanges, and complex consideration structures.

Solution

Computershare was introduced through an established advisory relationship and began supporting the company on select transactions. After multiple smooth closes, they expanded the relationship and engaged Computershare as exchange agent and paying agent on their public M&A activity, including serving as a CVR agent when deal terms required it.

Georgeson, a Computershare company, supported many of these transactions as information agent and proxy solicitor, helping provide coordinated shareholder communications and call center coverage where applicable.

To reduce execution risk, Computershare assigned a dedicated corporate actions team focused specifically on M&A events. Working with the company and outside counsel, the team defined key parties, built a timeline to close, and held regular checkpoints to keep all participants aligned. The project plan included communications such as “white glove” outreach for board members and other VIP shareholders, physical shareholder mailings, and call center support.

Successes

With Computershare managing the complex closes, this pharmaceutical manufacturer gained confidence that shareholders would receive accurate consideration – cash, stock, and other entitlements – on time and with minimal issues. The result was fewer inbound escalations, reduced reputational risk, and a smoother experience for new shareholders and employees joining the company after acquisitions.

When exceptions occurred, Computershare stepped in to coordinate remediation and help bring reporting back on track, reinforcing trust through responsiveness and ownership.

The consistent delivery across transactions, including those involving CVRs has helped position Computershare as a trusted partner for the organization’s corporate actions program, supporting repeat transactions with a scalable team, deep event experience, and specialized CVR capabilities designed to protect the issuer’s brand while keeping shareholder outcomes front and center.

How CVRs align outcomes for issuers and shareholders

In biopharma acquisitions, much of a target’s value may depend on future milestones, such as FDA approval or commercial performance, rather than today’s revenue.

Contingent value rights (CVRs) allow an acquirer to offer shareholders additional upside tied to clearly defined events, like a future per share payout upon approval or upon reaching sales thresholds, while limiting upfront cost and aligning price with realized outcomes.

For shareholders, CVRs provide a transparent path to participate in the future value they believe is embedded in the science.

For issuers, they can bridge valuation gaps and help deals close without overpaying for uncertain pipelines.

Because CVRs create ongoing obligations such as tracking holders, administering milestone verification, and distributing cash or stock at the right time, having a specialist agent helps ensure accurate recordkeeping, timely distributions, and confident stakeholder communications.

Before your next M&A corporate event, talk to Computershare about how our experienced team can assist with the smooth completion of your deal.

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