

# AGRIBUSINESS CROSS-BORDER M&A CASE STUDY: ABB GRAIN & VITERRA

FTI Consulting provided strategic communications support to ABB Grain on its AU\$2.1 billion merger with Canadian agribusiness firm Viterra.



## Situation

- The transaction raised concerns over foreign ownership of vital components of Australian infrastructure.
- Concerns escalated following the departure of two ABB Grain directors, including the CEO.
- The complexity of the offer in consideration, which included Viterra shares and the need for Australian shareholders to accept foreign scrip, were being looked at cautiously.
- There was uncertainty over future dividend payments, which many ABB Grain shareholders relied on.

*"I believe, and our board believes, and it was a unanimous decision to agree to this transaction. This offer represents value for our shareholders with an appropriate premium for control."*

Michael Iwaniw  
MSF Chairman

## FTI Consulting's Role

- Working closely with Viterra, the team ensured there was a coordinated communication program that could be rolled out effectively.
- The team developed targeted messaging for different stakeholders, including growers, customers, employees, national and rural media.
- We conducted research and proxy solicitation support to encourage a supportive vote.
- At every step, we ensured communications activities fit with legal restrictions.

## Outcome

- Shareholders approved the merger by a comfortable majority.
- Viterra took full control of ABB Grain to form a combined entity valued at AU\$4 billion.
- The merger was completed smoothly with high levels of grower retention.
- Viterra depositary receipts were established on the ASX and are now trading successfully.

**ABB and Viterra form global agribusiness player**  
Asa Wahlquist, Rural writer | The Australian | May 21, 2009 12:00AM

**CANADIAN grain company Viterra has forged a \$1.6 billion deal to merge with ABB Grain, the Adelaide-based former Australian Barley Board.**

The bid values ABB Grain shares at 9.11 to \$9.41, including a special dividend of 41c to be paid by ABB.

ABB shares were 15c higher at \$8.75 yesterday. "I believe, and our board believes, and it was a unanimous decision to agree to this transaction, this offer represents value for our shareholders with appropriate premium for control," ABB chief executive Michael Iwaniw said.

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#### About FTI Consulting

FTI Consulting, Inc. is a global business advisory firm dedicated to helping organisations protect and enhance enterprise value in an increasingly complex legal, regulatory and economic environment. FTI Consulting professionals, who are located in all major business centers throughout the world, work closely with clients to anticipate, illuminate and overcome complex business challenges in areas such as investigations, litigation, mergers and acquisitions, regulatory issues, reputation management and restructuring.

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