

Board Matters Quarterly

Issue 2, 2021



Building a better
working world



Board Matters Quarterly offers thought-provoking perspectives and insights into leadership and governance issues for boards and audit committees, supporting them to navigate the increasingly complex business environment.

The COVID-19 pandemic exacerbates new and emerging risks that organizations have struggled to contain even before the pandemic. Read more to keep updated on the latest board issues and the strategies to navigate them.

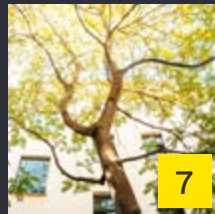


1 What boards should know about data-driven audits



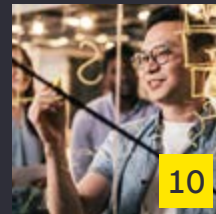
4

How boards can drive compliance transformation



7

Why sustainability must sit firmly on the board agenda



10

How to leverage three value drivers for successful transformation



13

How strategic deals can accelerate growth ambitions



What boards should know about data-driven audits

The data-driven audit provides boards with better insights to help them more confidently discharge their roles and build stakeholder trust.

By Christopher Wong

Companies worldwide had started leveraging technology in response to disruption before the COVID-19 pandemic. The crisis has now shifted those digital transformation plans into high gear, highlighting deep-seated implications for how audit professionals do their work. Auditors are directly impacted by the evolving business models, digitalization of companies' operations and the ability to gather and analyze vast quantities of detailed digital information.

Data-driven audits can help improve connectivity and insights and allow auditors to focus more on areas that require professional judgment. The board and management can therefore expect such audits to be more effective as well as benefit from deeper risk insights and fresh perspectives.

Transformation of audits

Companies are adopting data-enabled technologies based on machine-learning algorithms and supported by cloud computing as they pursue digital transformation. The proliferation of corporate data creates new data flows and sources of information that are fed into the audit process, changing how audits are conducted. Instead of restricted samples, full data sets can now be audited, providing more comprehensive audit evidence. Auditors can also understand a company's financial and nonfinancial information more deeply, allowing them to better identify material misstatement risks, including fraud risks.

Large-scale data analysis allows audit teams to check the accuracy of financial statements much more quickly and in far greater detail. The ability to use data analytics and interpret the results is therefore fast becoming a core requisite skill for all auditors, rather than the domain of specialists.

As businesses digitalize, they are transforming to resemble increasingly fluid ecosystems in which value chains are interconnected, with key elements derived from multiple sources. Corporate distribution channels are also extending and diversifying across B2B, B2C and B2B2C. Embedding trust across these ecosystems will be key.

Increasing trust in audits

Data-driven processes can potentially increase trust further in the audit process. For example, they can provide assurance over the security and privacy of Internet of Things data captured and processed by an audited entity. Using data-driven audits, auditors can demonstrate how they reached their conclusions, providing far greater transparency for stakeholders. Importantly, auditors need to clearly document which data

they accessed, checks they made, processes they followed and technology they used.

While technology can improve the speed and accuracy of the audit, overreliance on it would be a dangerous mistake. The professional judgment of an experienced auditor cannot be replaced. Auditors will still need to confirm internal control systems, assess reasonableness of independent valuations and apply professional skepticism. Processes that are robust enough to mitigate the risk of technology failure must be put in place.

The scope of data-driven audits – whether external or internal – represents a significant progression in providing boards with enhanced assurance in discharging their responsibilities. This, in turn, presents a real opportunity for boards to communicate the added assurance to stakeholders and strengthen trust.



Will data-driven audits become the mainstay?

While data-driven audits can help businesses become more resilient, companies vary widely in their preparedness to conduct such audits. A key factor is whether they have an integrated technology stack that allows them to extract data and analyze it in a consistent and rapid manner. Some organizations may also restrict data access and usage beyond their own control environment, while in some jurisdictions, local data privacy laws impose their own set of restrictions.

As technology continues to transform business processes, data-driven audits will eventually become the mainstay. Boards have an important role of encouraging companies to explore the adoption of more technologies to augment business processes, including financial reporting. Ideally, the board's endorsement of the management's willingness to share entire data sets of financial information with the auditors will help accelerate the move toward data-driven audits. Boards should also challenge their external auditors to fully adopt data-driven audits. The objective of doing so is to increase stakeholders' confidence in audits and provide trustworthy financial information for the board and management to address current issues and prepare for the future.

Boards should consider the following questions:

- ▶ What is the current extent of a data-driven audit in the organization and is there scope for more?
- ▶ How can the management facilitate the adoption of a data-driven audit?
- ▶ Has the board fully exploited the insights that can be gained from a data-driven audit?
- ▶ What risk areas cannot be covered by data-driven audits?
- ▶ What longer-term strategic objective would the board like to achieve with the use of data-driven audits? **BMQ**



The scope of data-driven audits — whether external or internal — represents a significant progression in providing boards with enhanced assurance in discharging their responsibilities.




Christopher Wong

Singapore Head of Assurance
Ernst & Young LLP

✉ christopher.wong@sg.ey.com

 [linkedin.com/in/christopher-wong-munyick](https://www.linkedin.com/in/christopher-wong-munyick)



How boards can drive compliance transformation

A technology-enabled ethics and compliance function underpinned by a culture of integrity can lead to greater business value.

By Ramesh Moosa

The ethics and compliance function in organizations has traditionally been regarded as a mechanism to keep the business out of trouble, driven by regulatory pressure, compliance with laws, compliance risks and stakeholders' expectations.

In recent times, however, the function is seen as a value-enhancer for the business and increasingly expected to remain so. It can not only protect the organization, but also create value by providing timely insights that inform strategy and decision-making. For example, the function can better equip the organization to manage risks as it embarks on growth strategies or expands into emerging markets with greater compliance and fraud risks. This shift has made it necessary for the function to transform.

The management is responsible for setting the tone at the top for instilling a culture of integrity as well as the ethics and compliance function's pace of transformation. Boards provide stewardship to guide the management along this transformation journey and support the function in going beyond fulfilling mandatory requirements to add more strategic value. To do this effectively, boards need to keep abreast of the function's changing face and the increasing importance of harnessing technology and data in its transformation.

Technology is a clear game changer in transforming an organization's compliance program and enables a shift from a reactive to a proactive posture. Timely insights from predictive analytics, digitalized risk assessments, case management workflow and machine learning or artificial intelligence (AI) can help accelerate this shift.



“

Technology is a clear game changer in transforming an organization's compliance program and enables a shift from a reactive to a proactive posture.

While various technological solutions are available in the market, many companies, apart from those in highly regulated sectors and multinationals, are behind the curve in building a technology-enabled ethics and compliance function.

How technology can power the ethics and compliance function

With the goal of a technology-enabled ethics and compliance function in mind, boards can steer the management through the function's transformation road map, which should encompass the following key components.

Survey engines

An organization's ethics culture can be monitored using survey engines with dynamic questionnaires in multiple languages. The same is also highly effective for targeted internal and external risk assessments with business partners on matters ranging from bribery and corruption to data protection and cybersecurity risks.

Data analytics and visualization

A variety of internal and external data sources can be aggregated and analyzed using interactive visual dashboards and advanced analytics capabilities, such as AI and machine learning. This facilitates the monitoring of key risk indicators and business partners' diligence as well as identification of anomalies in financial or transactional data.

Risk scoring engines

As external and business changes affect the risk landscape, risk scoring engines become essential. These allow the application of weighted risk scoring to transactions, survey data, non-compliance findings and case management output to identify higher risk areas for prioritization and monitoring.

Automated workflow and case management

Abnormalities flagged from risk assessments, data analytics, whistle-blower reports and other means can be actioned upon by using an automated workflow to prevent things from falling through the cracks. A case management tool provides multiple views to monitor active cases and connect relevant ones together to obtain an overview of critical issues in the organization.

Hardwiring integrity into the organizational culture

Technology is a great enabler for reimagining the organization's ethics and compliance function, but it needs to be buttressed by a culture of integrity in the business for transformation to succeed. Establishing such a culture starts with the board where all directors have to be aligned on the need for an effective ethics and compliance function and program as well as commit to them.

When reviewing compliance transformation initiatives, the board should question how these can enhance the organization's objectives and bring value to the enterprise. Boards also need to work with the management to create a culture where ethical behavior is encouraged, recognized and rewarded, and people are empowered to do what is right, not just what is legal.

To build an integrity mindset that paves the way for compliance transformation, the board and management can consider providing ethics training. This reinforces sound principles and consistent messaging to improve employees' awareness of ethics and integrity issues. Employee surveys can also be used to understand sentiments on the ground and monitor business culture. Whistle-blower programs should be promoted internally and externally to encourage the reporting of unethical or non-compliant behaviors.

Organizations that embed the value of integrity in their strategic vision and day-to-day operations are in a better position to develop a stronger business, sustain their long-term competitive advantage and deliver more value to shareholders. To that end, boards should consider the following questions:

- ▶ Does the organization steer and support the ethics and compliance function to embrace its role in adding value to the business?
- ▶ How should the board evaluate the effectiveness of the organization's ethics and compliance program?
- ▶ What investments are needed to drive the ethics and compliance function to adopt a more proactive posture in risk management?
- ▶ How effectively is technology and data used to identify, measure and respond to compliance and ethical risks?
- ▶ How may the organization's ethics and compliance function benefit from outsourcing its non-core activities to redirect limited human resources to more value-adding work? **BMQ**

Ramesh Moosa
EY Asean and Singapore
Forensic & Integrity Services Leader
✉ ramesh.moosa@sg.ey.com
🌐 [linkedin.com/in/rameshmoosa](https://www.linkedin.com/in/rameshmoosa)



Why sustainability must sit firmly on the board agenda

A strong organizational focus on sustainability will help realize long-term value from environmental, social and governance opportunities.

By Andre Toh

The COVID-19 pandemic has reinforced the importance of environmental, social and governance (ESG) issues. Investors increasingly believe companies that perform well on ESG are less risky, better positioned for the long term and better prepared for uncertainty. Numerous studies have linked the implementation of corporate sustainability initiatives to improved business and financial performance. Similarly, from a valuation perspective, it is believed that sound corporate ESG practices would increase a company's value, reinforcing the need to make sustainability a top board priority.

The *2020 EY Climate Change and Sustainability Services fifth global institutional investor survey* affirms this. The report found that an overwhelming 98% of investors surveyed evaluate nonfinancial

performance based on corporate disclosures. Among them, 72% said they conduct a structured, methodical evaluation. Yet, it appears that ESG considerations have not been adequately addressed. Investor dissatisfaction with ESG risk disclosures has risen since 2018 and 86% of investors dissatisfied with environmental risk information received said it is critical for disclosures in this area to improve.

A strong board mandate is needed for organizations to embrace a paradigm shift away from the sole purpose of generating profits for shareholders toward advocating sustainable development. Boards should make it a priority to integrate sustainability into the overall business strategy and enterprise risk management to help enhance the organization's business model, navigate ESG risks and opportunities as well as create long-term value for stakeholders.



Increase likelihood of sustainable profitability

The Business and Sustainable Development Commission estimates that achievement of the UN Sustainable Development Goals could result in at least US\$12t worth of market opportunities a year for the private sector by 2030.¹ This represents about 10% of the global GDP forecast for that year. These span a multitude of sectors, including food and agriculture, energy as well as health and wellness. Boards that can adeptly steer the management to integrate ESG considerations into the corporate strategy will help differentiate the organization within the global sustainability ecosystem. This will also better position the organization to capitalize on ESG opportunities and generate new revenue streams.

The increasing influence of environmental and social factors on consumers' purchasing decisions have also allowed sustainable companies to charge higher price premiums on their products and services, commanding a greater share of wallet of existing customers. There is therefore a great opportunity for organizations to consider how they can transform their existing business model, products and services to meet a higher sustainability level.

At the same time, integrating ESG considerations as part of company decision-making often leads to operational and process efficiencies within the business, thereby helping to improve profitability. This can typically be achieved through better resource management policies to reduce and eliminate wastage, sustainable supply chain management practices to reduce the environmental impact across the value chain and costs, and cultivation of an innovative culture to reinvent existing processes.

Higher ESG-rated companies have also been associated with lower idiosyncratic risks. According to *The Journal of Portfolio Management*, sustainable companies experienced a lower frequency of large, adverse idiosyncratic stock price moves between 2009 and 2019, compared with those that had a lower ESG rating.² This could be attributed to better risk management and compliance standards across their operations and supply chain practices, resulting in organizations that are more resilient and less susceptible to the risks of black swan events, including compliance breaches and supply chain disruptions.

In other words, companies that focus on corporate sustainability tend to be less vulnerable to systematic risks, resulting in higher risk-adjusted returns for investors.

1 "Better Business, Better World," January 2017, Business and Sustainable Development Commission, 2017.

2 Guido Giese, Linda-Eling Lee, Dimitris Melas, Zoltán Nagy and Laura Nishikawa, "Foundations of ESG Investing: How ESG Affects Equity Valuation, Risk, and Performance," *The Journal of Portfolio Management*, July 2019, Pageant Media Ltd, 2019.

Improve access to capital and drive sustainable investing

According to a study by Bloomberg, global ESG assets are on track to exceed US\$53t by 2025, accounting for more than a third of projected total assets under management for that year.³ Most institutional investors incorporate ESG considerations in their investment framework and apply negative or positive screening techniques to integrate ESG elements with traditional financial analysis. Against this backdrop, companies that demonstrate a strong commitment to sustainability will be viewed more favorably by providers of capital, and therefore have access to more sources of financing at a lower cost.

Investments in ESG-related initiatives undertaken by companies may also be valued at an “ESG-specific multiple” that is at a premium compared with the rest of the business. Boards should steer the executive team to actively deploy ESG investing strategies and drive sustainable investing to build a long-term competitive advantage.

Embed purpose in operationalizing sustainability

Despite overwhelming evidence validating the case for corporate sustainability, many companies may struggle to develop a clear business plan that embeds a sustainability strategy. This underscores the importance of putting rhetoric into action.

Embarking on the sustainability journey entails an end-to-end, iterative process. Boards can spearhead the journey by helping the organization to focus on its purpose, which should drive management decisions on the portfolio strategy and capital allocation, and ultimately influence day-to-day activities.

Boards should challenge the management to drive a comprehensive, purpose-led approach to integrate the tenets of sustainability into the organization’s activities – rather than advocating fringe programs with the sole intent of assuaging stakeholders.



Boards that can adeptly steer the management to integrate ESG considerations into the corporate strategy will help differentiate the organization within the global sustainability ecosystem.

The board and management must understand that a purpose-led approach is not intended to dilute a focus on profit. Rather, it is a complementary addition to the company’s value-measurement framework: one that should improve the chances of higher profitability levels in the long term.

Boards should consider the following questions:

- ▶ Does the organization articulate a clear purpose that drives its strategy, culture and actions?
- ▶ What are the challenges in integrating ESG considerations with the company’s broader business and risk management strategy?
- ▶ How is the board monitoring ESG strategy development as well as related goals and metrics, including the identification and integration of nonfinancial key performance indicators?
- ▶ How can the organization’s executive remuneration approach be aligned to the focus on ESG performance and long-term value creation?
- ▶ How is the company telling its ESG story with validated quality data and consistent messaging? **BMO**


Andre Toh

EY Asean Valuation, Modeling & Economics Leader

✉ andre.toh@sg.ey.com

🌐 [linkedin.com/in/andre-toh](https://www.linkedin.com/in/andre-toh)

³ “ESG assets may hit \$53 trillion by 2025, a third of global AUM,” Bloomberg website, www.bloomberg.com/professional/blog/esg-assets-may-hit-53-trillion-by-2025-a-third-of-global-aum, accessed 23 June 2021.



How to leverage three value drivers for successful transformation

Companies need to focus on three interconnected value drivers to remain competitive in a dynamic post-COVID-19 future.

By **Juang-Wei Mok**

The COVID-19 pandemic has amplified forces that were already reshaping businesses and operating models before the crisis. Beyond the pandemic lies a more dynamic future where companies will need to continuously innovate, mobilize resources and scale new business models and capabilities to thrive. Organizations will need to embody agility in all aspects, while constantly adopting a transformation mindset.

The board and management must boldly take steps to retool and reorient the organization for this new working world. By focusing on three interconnected value drivers – putting humans at the center, leveraging technology at speed and driving innovation at scale – they can lead and reframe the organization to help realize its growth potential and create long-term value.

Putting humans at the center

Companies that generate exponential value know how to put people – both customers and employees – at their center. This means building the business in a customer-centric way, while creating engaging experiences for employees. As leaders advance their strategies, they must view every decision, technological implementation and product or service innovation through human lenses.

In a post-pandemic world, business leaders are expected to focus on transforming the human dimensions of the enterprise, such as talent, leadership, organizational structure, culture and purpose. The critical role of human factors in catalyzing transformation underlies the objectives of upskilling or reskilling, better collaboration, agile decisions and transformative mindsets. According



to the *EY CEO Imperative Study 2021* – a survey of 305 chief executives of Forbes Global 2000 companies – 80% of CEOs believe putting humans (employees, customers and other stakeholders) at the center of decision-making will be a core value driver. Sixty-eight percent have at least one people-related transformation priority, while 15% have two or more people priorities.

Companies also need to consider how they can offer compelling value propositions to delight their customers. Personalized experiences have become a major driver of consumption, requiring a different and innovative approach to customer engagement.

As companies adopt new technologies and drive innovations, the board should challenge the management on whether it has carefully considered the human impact to mitigate risks and create trusted relationships with customers, employees and ecosystem partners. A consistent human-centric approach will help motivate employees and attract customers, giving the company a competitive edge and ultimately leading to a stronger market position.

Leveraging technology at speed

Technological acceleration remains one of the most significant drivers of transformation and rides on the digital momentum arising from the pandemic. Sixty-eight percent of respondents in the EY study expect to make significant investments in data and technology over the next year, while 63% said accelerating technology and digital innovation is having the greatest impact on their company. With new technologies emerging and maturing more quickly, companies that can use them as instruments of creativity will likely perform better.

In their zeal to adopt new technologies, however, companies must not lose sight of building trust with stakeholders. The board should assess if the company carefully considers the human impact of every technology before large-scale deployment, given the growing public awareness of security, privacy and ethical risks.

“

The board should assess if the company carefully considers the human impact of every technology before large-scale deployment, given the growing public awareness of security, privacy and ethical risks.

To successfully leverage technology at speed, the board should guide the management in the upskilling and reskilling of employees as well as establishment of a transformative mindset across the entire organization. It is also important to question if the management has implemented forward-looking risk management practices and strong cybersecurity capabilities to fully realize the value of technology to improve the human experience.

Driving innovation at scale

The pandemic is forcing companies to reimagine every aspect of their business. While all companies need to protect their core business, they also need to get into the habit of continuous innovation. Thirty-eight percent of respondents in the EY study expect to implement change in their innovation processes over the next three years. The board and management can take a “future-back” approach and ask whether the company will be relevant in 5, 10 or 15 years as well as how it might expand its competitive advantage through bold risk-taking. They can then explore potential scenarios to shape the company’s innovation agenda.

Companies should also look externally to enrich their innovation potential. Collaboration with ecosystem partners can help generate ideas that appeal to customers, employees and markets.

Ecosystem partnerships can also allow them to leverage data, cutting-edge smart technologies and cloud infrastructure to scale up innovation more rapidly. The board should challenge the management to consider whether the existing business strategy can be accelerated through partnerships and alliances as well as the investments needed to do so.

Perhaps most critical in driving innovation is keeping human talent front and center. As business leaders implement changes in their innovation processes, achieving objectives – such as faster idea generation and trialing or reorienting the organization toward greater risk-taking – requires empowering employees to take measured risks.

Boards should consider the following questions:

- ▶ Does the management drive a human-centered mindset in innovation processes, technology adoption and deployment as well as every aspect of the organization’s culture?
- ▶ What are the existing channels to get direct feedback from customers, employees and ecosystem partners to inform decision-making?
- ▶ How is the organization obtaining, managing and using data in ways that gain the trust of customers, employees, ecosystems and regulators?
- ▶ Does the organization have a capital strategy to invest in digital and platform initiatives for the next few years?
- ▶ Does the organization have a leadership action plan and an enterprise transformation plan to address key strategic, operational and cultural gaps? **BMQ**

Juang-Wei Mok

Head of Consulting, Ernst & Young Advisory Pte. Ltd.;
EY Asean Consulting Markets Leader

✉ juang-wei.mok@sg.ey.com

🌐 [linkedin.com/in/juang-wei-mok](https://www.linkedin.com/in/juang-wei-mok)



How strategic deals can accelerate growth ambitions

Businesses must critically review their portfolio and boldly seize M&A opportunities with board support.

By Vikram Chakravarty and Luke Pais

The COVID-19 pandemic has fueled a strategic reset for businesses, with bold investment intentions now focusing on thriving rather than just surviving. As companies emerge from the COVID-19 crisis, more than half of the business executives surveyed in the latest *EY Global Capital Confidence Barometer* expect a recovery in profitability to pre-pandemic levels by 2022. The survey covered more than 2,400 C-suite executives globally, including 185 respondents across Southeast Asia: Indonesia, Malaysia, the Philippines, Singapore, Thailand and Vietnam.

The majority of executives are satisfied with their pandemic-response performance relative to competitors. More than half of Southeast Asian respondents believe that their organizations have outperformed competitors during the pandemic in several areas, such as operational stability, digital transformation and engagement with local communities.¹ But while respondents may feel that good progress has been made, the reality is disruption will continue in a world changing at a faster pace than before. Products and services are coming on the market faster with start-ups challenging business models across all industries and rewriting the rules of the game. Companies must therefore continually review their strategy and future business fundamentals and to that end, critically review their portfolio to see if it will remain relevant and profitable in the long term.

¹ "Optimistic about business recovery, Southeast Asia (SEA) is epicenter for growth opportunities among corporates in the region," EY website, www.ey.com/en_sg/news/2021/04/optimistic-about-business-recovery-southeast-asia-sea-is-epicenter-for-growth-opportunities-among-corporates-in-the-region, accessed 24 June 2021.

Divest to reinvest?

According to the survey, the vast majority of Southeast Asian executives conducted a comprehensive strategy and portfolio review in 2020. Their main strategic considerations include identifying and investing in talent, divesting underperforming assets or businesses, and making strategic acquisitions.

An always-on strategic and portfolio review process will allow companies to identify areas of growth at the earliest opportunity and surface areas of underperformance sooner. This will also prepare them for divestment and reinvestment should the need arise. Companies should also identify assets at risk of disruption or facing future growth challenges

and consider their divestiture. However, the top-down assessment by the management and board can sometimes conflict with a bottom-up review process, especially with regard to assessing synergies and the value of business units as stand-alone entities or potential divestitures. Business unit management bias, which, while understandable, can obscure the holistic view of the business that the review process should yield.

Divesting underperforming or distressed assets is a typical trend during a crisis and recovery that we should also expect beyond the COVID-19 pandemic. Even a strong-performing business that does not fit with the organization's strategy might be tying down capital that can be better deployed in higher-impact investments.



Transformative or bolt-on deals?

The survey also revealed that more than half (56%) of Southeast Asian respondents are looking to actively pursue M&A in the next 12 months: the highest of such sentiment since 2012 and beating the 11-year average of 44%. Issues relating to regulations; tariffs and trade flows; the strengthening of technology, talent and new capabilities; and growth into adjacent business sectors or activities are some of the drivers of greater M&A appetite.

Most deals in the next 12 months that respondents worldwide intend to pursue are targeted at bolt-ons and the acquisition of specific capabilities. Whether such smaller acquisitions will be sufficient for companies looking to position for growth in an environment that may look very different in the wake of the pandemic remains to be seen. Most corporate M&A deals in Southeast Asia tend to have bolt-on characteristics as they are easier to execute. Some companies have also attempted roll ups – where a fragmented sector is consolidated by aggregating a number of sub-scale players – but these transactions are far more difficult to execute and carry much greater risk.

However, the board should also assess together with the management whether there is a need for transformative deals that will completely change the scale and focus of operations. Current market conditions present an opportunity where bold moves, while risky, will also provide outsized returns. Transformative deals are far more difficult to get right as the management needs to support them with very strong execution under the right circumstances.

The success of the M&A approach is dependent on several factors, such as the acquisition being part of the business strategy, having a well-structured and deep analysis of the market and target, as well as correct financing of the acquisition. Other factors include adequate consideration and

mitigation of transaction risks as well as a detailed value-creation thesis with proper ownership and implementation actions. The extent of articulation, ownership and implementation of the value-creation thesis makes a difference between success and failure.

Bold actions needed

While the pandemic may have turbocharged transformation plans for some companies, the route ahead is not without challenges. Southeast Asian respondents acknowledged that effective execution of the company's strategy was hampered by a lack of leading technology, cost and capital constraints and a lack of external advice.

The board needs to challenge the management on how the core competence of the company can be enhanced by utilizing the technology ecosystem: what to acquire, build or collaborate on. Given the rapid pace of change, companies are increasingly exploring alliances to access the best technologies available, whether at the front-, middle- or back-end. A good example of such an alliance is digital banking where new market entrants have been formed through alliances between entities that own the customer and those that own products and technologies. Having a consulting partner to help navigate these decisions is very useful.

The private and public capital markets are flush with cash and a wide variety of capital providers that can provide customized solutions are looking to actively deploy capital. Therefore, companies have the choice of picking the right capital source and structure to match the requirements of the project or acquisition. Before looking outward, boards should look inward to what their own balance sheet can provide through divestment of non-core and non-operating businesses and assets, working capital efficiency and an efficient capital structure.



The case for divestment is not limited only to underperforming assets: even capital tied down by a strong-performing business not aligned with the organization's strategy can be better deployed in higher-impact investments.



Sustainability at the core of actions

While companies acquire and grow, the board and management also need to be a strong steward of the community. Environmental, social, and governance (ESG) considerations must be an important component of the corporate acquisition playbook. ESG and acquisition frameworks need to be updated to reflect various topics. Examples include environmental compliance, sustainable practices, operating with integrity and good corporate citizenship from the perspective of all stakeholders, such as employees, suppliers, customers, the government and the broader community in which the company operates.

We know companies that transformed and transacted in past crises emerged stronger than competitors. Companies in Southeast Asia must therefore act boldly and embrace transformation – accelerated by the right acquisitions – as a winning formula now and beyond the pandemic.

Boards should consider the following questions:

- ▶ In an era of rapid disruption, does the business strategy help maintain market leadership and growth? How does build versus buy versus collaborate combine to achieve these strategic goals?
- ▶ Is the current portfolio strategy sound or does it need to be reshaped through divestments and investments?
- ▶ What KPIs and analyses should the management use when looking at business units in their portfolios?
- ▶ Is the capital structure right and are returns commensurate with the capital allocation to each business unit?
- ▶ Does the management fully understand the return on investment for strategic acquisitions, especially with digital and technology?
- ▶ Is the company actively looking for opportunities to build out its ecosystems beyond the usual suspects, or considering cooperation with competitors?
- ▶ Does the management have an acquisition and integration playbook that is updated and consistently implemented in each transaction? **BMO**

Vikram Chakravarty

EY Global Strategy Connected Capital Solutions Leader;
EY Asean Strategy and Transactions Leader

✉ vikram.chakravarty@parthenon.ey.com

 [linkedin.com/in/vikram-chakravarty](https://www.linkedin.com/in/vikram-chakravarty)

Luke Pais

EY Asean Private Equity Leader

✉ luke.pais@sg.ey.com

 [linkedin.com/in/lukepais](https://www.linkedin.com/in/lukepais)

EY | Building a better working world

EY exists to build a better working world, helping to create long-term value for clients, people and society and build trust in the capital markets.

Enabled by data and technology, diverse EY teams in over 150 countries provide trust through assurance and help clients grow, transform and operate.

Working across assurance, consulting, law, strategy, tax and transactions, EY teams ask better questions to find new answers for the complex issues facing our world today.

EY refers to the global organization, and may refer to one or more, of the member firms of Ernst & Young Global Limited, each of which is a separate legal entity. Ernst & Young Global Limited, a UK company limited by guarantee, does not provide services to clients. Information about how EY collects and uses personal data and a description of the rights individuals have under data protection legislation are available via ey.com/privacy. EY member firms do not practice law where prohibited by local laws. For more information about our organization, please visit ey.com.

© 2021 Ernst & Young Solutions LLP.
All Rights Reserved.

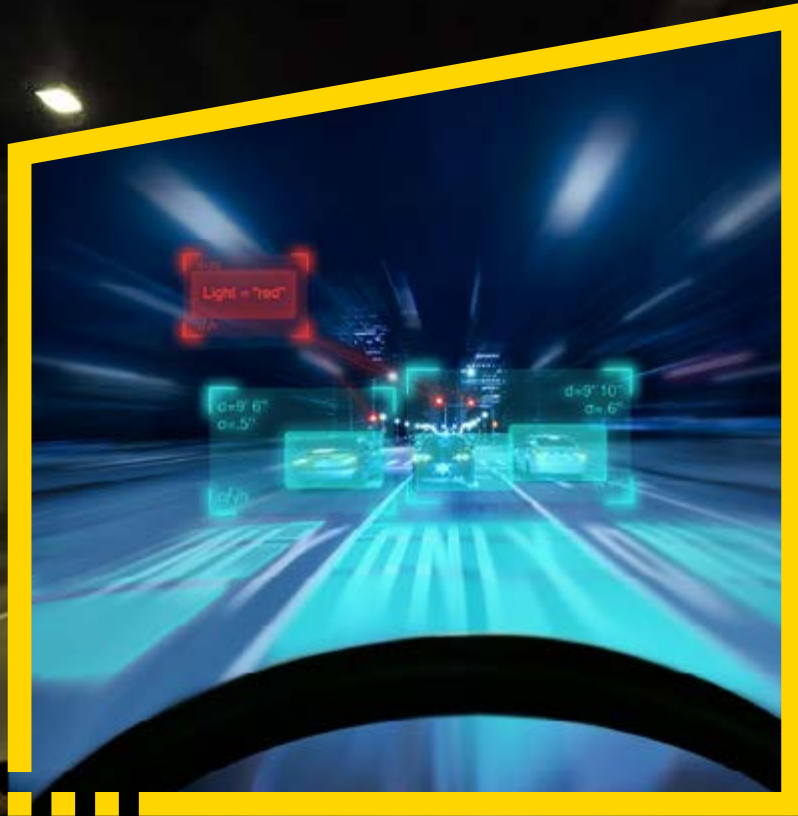
APAC no. 12002580
ED None.

Ernst & Young Solutions LLP (UEN T08LL0784H) is a limited liability partnership registered in Singapore under the Limited Liability Partnerships Act (Chapter 163A).

This material has been prepared for general informational purposes only and is not intended to be relied upon as accounting, tax, legal or other professional advice. Please refer to your advisors for specific advice.

The views of third parties set out in this publication are not necessarily the views of the global EY organization or its member firms. Moreover, they should be seen in the context of the time they were made.

ey.com



Are you reframing your future or is the future reframing you?

Together we can see new opportunities and create
a new future.

Reframe your future | ey.com/reframeyourfuture



The better the question.
The better the answer.
The better the world works.



Building a better
working world