

MERCER PUBLIC WORKSHOP

美世公开研讨会

人力资源应如何准备好去接受 M&A 的挑战

市场状况的好转正推动着并购活动的进行，全球范围内的商界领导者都预期这一趋势能够加速进行。为下一轮的增长做好准备或者为落实企业目标，各公司都希望其团队在交易之前，能够精通与交易价值最大化相关的新思想和最佳实践。

人力资本对交易的成功发挥着至关重要的作用，因此人力资源专业人士必须准备好在各种类型交易中，例如兼并与收购、资产剥离、合资企业和私募股权交易，就人力资源风险与机会提出最佳建议、辅导和指引。

美世为期 2 天的研讨会旨在促进人力资源专业人士与交易和高层领导团队成为业务伙伴。我们将帮助您做好准备，去迎接交易工作中的各种挑战，能够使您满怀信心地回到谈判桌前，做出贡献。课程中传授的战略重点和专业工具与工作流程，能够帮助您管理整个并购工作。我们将首先概述全球范围内的并购术语和重要概念，然后深入至每一个交易阶段，从并购战略规划与尽职调查实施，到逐步达成交易和交易后的整合管理工作，包括专门针对复杂交易的关键流程以及人力资源计划管理方法。

在学习形式上，将采用美世复合式教学模式—在线学习、线下面授与在线测试。美世会在课前开通 1 门与课程内容相关的在线课程，线上学习与测试有助于预习和复习理论知识和工具方法，面授研讨则更加关注重点知识的融会贯通、实战演练、实际案例的讨论和问题解决，线上线下相结合，强化巩固学习效果，为每位学员带来精彩充实的学习旅程。

课程概述

并购概述

人力资源并购准备

交易前期的商业战略与规划

人力资源尽职调查的常见问题及流程

联络

美世学习与发展热线电话

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整合规划

交割前准备

- 人才保留
- 沟通与管理员工感受

人力资源整合

- 劳动力规划和设计
- 人才管理
- 薪酬、福利与人力资源政策
- 人力资源组织与运营

企业与国家文化

- 文化问题
- 文化整合方法

人力资源项目管理

整合计划实施

学员收获

- 把引导式讨论和围绕典型交易而构建的互动练习结合在一起，通过以下各方面的深入讲解，增强人力资源可对交易成功做出的贡献：
 - 组织业务战略背景下的并购交易
 - 重要的人力资本问题以及人力资源部门在各个交易阶段处理这些问题时所发挥的作用
 - 人力资源部门如何帮助推进交易目标实现并为交易团队提供建议
 - 交易与人力资源团队的结构、职责以及关系
 - 并购的阶段、流程及专业词汇
- 提前为并购交易做好准备，在实际需要实施之前对流程进行检验，并做出必要的修正
- 参与模拟并购程序和流程，从而获得并购交易过程中的实战性体验。运用美世的专有工具与模板，与团队一起进行涉及整个

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收购生命周期的案例研究。在此过程中，您将获得以下方面的收获：

- 将人力资源活动与该交易的战略性业务理念协调一致
- 识别业务及人力资本交易的推动要素
- 使用数据室 (Data Room) 发现相关的人力资本风险与机会
- 识别与养老金计划、股票期权及其他长期激励相关的各种负债和其他财务问题，以及解除劳动合同时的赔偿金、股权变更风险与其他合法合规等问题
- 评估企业文化差异，确定文化整合战略以及推动变革的重要因素
- 制定涵盖所有工作流程的整合计划，包括组织设计、领导力发展、员工保留与薪酬福利设计、劳动力规划以及变革沟通
- 设计沟通计划，以便成功地管理员工感受并减少业务中断
- 获取有用的美世独家参考资料和样本模板
- 了解中国企业去境外收购可能遇到的问题及解决方案，吸取跨境并购的经验与教训

学员对象

负责识别并管理成功并购交易所涉及到的人力资源问题的专业人士

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M&A READY

Improved market conditions are boosting M&A activity, and business leaders globally expect that trend to accelerate. To prepare for the next wave of growth or to implement corporate objectives, companies want their teams to be well-versed in the latest thinking and best practices around maximizing the value of their deal – before transactions are undertaken.

Human capital plays a critical role in deal success, so HR professionals must be ready to deliver optimal advice, guidance and leadership regarding the people risks and opportunities inherent in all types of transactions, including mergers and acquisitions, divestitures, joint ventures and private equity deals.

Mercer's 2-day workshop is designed for HR professionals to become business partners with the deal and senior leadership teams. Our workshop will prepare you to meet the challenges of deal work, enabling you to return to the table and contribute with confidence. This workshop will provide strategic focus and valuable tools and processes to help you manage M&A work. The workshop begins with a global overview of M&A terminology and key concepts, and then provides an in-depth look at each phase of a deal, from planning the M&A strategy and conducting due diligence to getting to close and managing integration. The workshop addresses critical processes and HR project management approaches that are designed for complex transactions.

We will use Mercer's blended learning approach, including online learning, offline training, and online assessment. Mercer will open one online module before the workshop. The online learning module and assessment will help participants preview and review theory, knowledge, tools, and methods. The face-to-face workshop will focus on practicing key knowledge, discussing real cases, and learning how to deal with practical HR problems. These highly effective online and offline learning methods will allow participants to consolidate their learning, helping them take the next critical step in their learning journey.

CONTACT

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TOPICS COVERED

M&A Overview

HR Preparation for M&A

Pre-deal Strategy and Planning

HR Due Diligence Issues and Process

Integration Planning

Pre-closing

- Retain talent
- Communicate and manage employees' feeling

Human Resource Integration

- Workforce planning and design
- Talent management
- Compensation, benefits and HR policy
- HR organization and operation

Pre-closing

- Retain talent
- Communicate and manage employees' feeling

Human Resource Integration

- Workforce planning and design
- Talent management
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Culture in Transactions

- Culture issues
- Culture integration

HR Project Management

Integration Implementation

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BENEFITS TO PARTICIPANTS

Strengthen HR's contribution to deal success by creating an in-depth understanding of:

- M&A transactions in the context of an organization's business strategy:
 - Key human capital issues and HR's role in managing them across each deal phase
 - How HR can help advance deal objectives and advise the deal team
 - Deal and HR team structures, roles and relationships
 - M&A phases, processes and vocabulary
- Allow you to prepare for an M&A deal in advance, test your process before it is actually needed and revise as necessary
- Obtain practical experience by participating in a simulated "live" deal. You will work with a team on a case study throughout the two days covering the entire life cycle of an acquisition using Mercer proprietary tools and templates. During the deal simulation you will:
 - Align HR activities with the strategic business rationale of the deal
 - Identify the business and human capital deal drivers
 - Uncover relevant human capital risks and opportunities in a data room
 - Identify liabilities and other financial issues related to pension plans, stock options and other long-term incentives, as well as severance, change-in-control risks and compliance issues
 - Assess corporate cultural differences to identify cultural integration strategy and key drivers of change
 - Develop an integration plan covering all work streams including organization design, leadership, retention and rewards design, workforce alignment and change communication
 - Design a communication plan to successfully manage the employee experience and reduce business disruption
- Acquire useful, exclusive reference materials and sample templates
- Discuss potential issues and solutions for Chinese companies acquiring overseas and learn Mercer's experience and insights on cross-border transactions

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TARGET PARTICIPANTS

HR or other professional charged with identifying and managing the people issues involved in a successful M&A transaction

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