IPI Academy

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Presented by
Falconbury

Mergers & Acquisitions and Partnerships in the Pharmaceutical Sector

25-27 November
+ 23-25 June 27, 1-3 December 27

Practical training course focussing on the skills to design, value, negotiate and execute pharmaceutical deals, covering structures, regulatory and antitrust workstreams, compliance, IFRS impacts, integration and latest UK/global transaction requirements

Format:
Live online

CPD:
18 hours for your records

Certificate of completion

Course overview

Build your expertise to structure and execute high-stakes pharmaceutical deals with confidence while mastering the complex cross-border requirements driving modern M&A and licensing in the pharma sector. This highly practical training course will strengthen your capability to deliver compliant, value-focused transactions from strategy through to integration.

This advanced course is designed for leaders and specialists who need to navigate the fast-moving regulatory, commercial and compliance landscape governing pharma M&A, licensing and partnership execution.

As deal structures grow more complex and global scrutiny intensifies, organisations need teams capable of designing transactions that are strategically sound, value-accretive and compliant from diligence through post-close integration. This training course delivers that capability through immersive, case-driven learning built around real datasets, model templates and negotiation simulations.

Across three full days, participants work through the complete deal lifecycle - from strategic design and valuation to regulatory approvals, integration planning and compliance embedding. Modules include deal structuring, rNPV-driven asset valuation, regulatory and antitrust execution, MAH/PV transfer mechanics, financial reporting impacts, and the latest UK and global risk frameworks (NSI Act, CMA/EU/US merger control, sanctions, ABAC, GDPR/UK GDPR). Practical workshops and role-plays apply each concept using pharmaceutical examples and contemporary market data.

Delegates will gain a deeper strategic understanding of pharma transactions and the confidence to manage high-risk, cross-functional deal processes. They will gain practical tools for diligence, valuation, integration planning and compliance assessment - sharpening decision-making skills and reducing execution risk.

The practical format of the training course will enable participants to return to their roles better equipped to design, negotiate and deliver successful transactions in a highly regulated and competitive sector.

During this highly interactive training course, the expert trainer uses a balanced mix of:

- **Case-led workshops**: Real-world transactions drawn from leading pharma M&A cases
- **Financial & operational modelling**: Hands-on exercises in valuation, synergy mapping, and IFRS-based purchase accounting (PPA)
- **Negotiation exercises**: Participants negotiate SPA and JV term sheets covering warranties, ABAC, regulatory, and PV covenants
- **Compliance deep dives**: Structured sessions linking finance and governance to legal frameworks and disclosure requirements
- **Capstone simulation**: A team-based scenario integrating regulatory clearances, ABPI/EFPIA transparency, DSCSA/FMD readiness, and integration governance.

Delegates will benefit from a toolkit for ongoing reference, including:

- **Financial models**: rNPV valuation, synergy/operating model, PPA/CGU template, and regulatory approvals Gantt
- **Checklists**: MAH transfer & PV continuity, DSCSA/FMD readiness, ABAC/FCPA diligence, sanctions screening, GDPR/UK GDPR protocols
- **Clauses library**: Ready-to-adapt SPA/JV covenants for regulatory, PV/quality, sanctions, ABAC, and data protection
- **Playbooks**: CMA/EUMR/HSR filing guide, NSI/CFIUS templates, ABPI/EFPIA disclosure workflows
- **Reference compass**: Summaries of Takeover Code, CMA rules, IFRS 3/IAS 36/38, ABPI Code 2024, FCPA Resource Guide, and OECD BEPS updates.

Benefits of attending

By attending this training course, you will:

- **Understand** how to select appropriate deal structures - asset/share deals, carve-outs, licences, JVs - based on risk, regulatory complexity and value creation
- **Learn** how to map and manage an end-to-end M&A lifecycle, assigning clear accountabilities across strategy, diligence, closing and integration
- **Build** a pharma-specific valuation and synergy case using rNPV, LOE/8+2+1 modelling, PV/GVP cost drivers, serialisation requirements and tax considerations
- **Grasp** how to run regulatory, antitrust, FDI, and public-company workstreams aligned with the UK Takeover Code, NSI Act, CMA/EU/US merger control, HSR and CFIUS
- **Execute** MAH transfers, QPPV/PSMF changes, PV agreements, variations, serialisation readiness, and other sector-specific regulatory transitions
- **Integrate** compliance frameworks into deal planning, including ABPI/EFPIA, the UK Bribery Act, US FCPA/AKS/Open Payments, sanctions/exports, and data protection rules
- **Get to grips** with applying relevant financial reporting standards - IFRS 3, IAS 36, IAS 38 - and understand how Pillar Two tax rules affect deal design and post-close performance

Who should attend?

This training course has been designed for senior and mid-level professionals in the pharmaceutical industry involved in deal-making, commercial strategy and regulatory or financial oversight, including:

- Business unit managers
- Commercial & market access managers
- Business development managers
- Licensing managers
- Regulatory affairs and quality assurance professionals
- Pharmacovigilance leaders
- Technical operations managers
- Finance business partners and directors
- Legal & compliance managers involved in deal-making or partnership governance
- In-house and private practice lawyers
- Board members and directors

Essentially, anyone responsible for designing, negotiating, executing, or integrating pharmaceutical transactions, including M&A, licensing, joint ventures, and strategic collaborations, will benefit from this programme.

Programme

Day 1

Module 1: Structures, Valuation & IFRS Overlays

Orientation and Diagnostics

- Heat-map of prior deal exposure; identify priority risks (PV, MA transfers, HSR/NSI, ABAC)

Pharma deal structures and when to use them

- Share vs asset deals, spin-outs/carve-outs; licence, co-dev/co-promo, JV, options/CVRs
- Exclusivities (8+2+1), orphan/paediatric extensions and how they shape value/risk transfer (SPS)
- Exercise: Structure a co-dev + regional licence with milestones and MAC/termination protections

Deal thesis and valuation in pharma

- rNPV for assets by phase; success probabilities; LOE cliffs; PV and GxP compliance cost curves
- IFRS overlays: recognising identifiable intangibles vs goodwill (IFRS 3), useful lives (IAS 38), impairment triggers (IAS 36)
- Exercise (Model): Build a pipeline rNPV with sensitivity to access/pricing

Module 2: Clearance essentials and governance

Global merger control essentials

- UK CMA process (EA02), Phase 1/2; EU Merger Regulation (Form CO); US HSR thresholds/fees (2025)
- Snapshot: China SAMR, India CCI (deal value threshold/SBOI), Brazil CADE timelines
- Exercise: Multi-jurisdiction filing map and timetable for a cross-border acquisition

UK public M&A and national security

- UK Takeover Code principles, scope, key timetable/announcements
- UK National Security & Investment Act - mandatory sectors, call-in power, notifications
- Exercise: Draft a Heads of Terms with NSI conditions precedent

Partnerships that work

- Governance of JVs and alliances (steerco, decision rights, audit, IP, PV & quality agreements)
- Case clinic: Why alliances fail (mis-aligned value drivers, weak PV/QMS linkages)

Day 2

Module 3: Regulatory, quality, supply chain and data

Regulatory diligence and transfers

- MAH transfer mechanics (MHRA/EMA), change-of-ownership packs, variations
- PV system readiness - QPPV continuity, PSMF updates, safety database migration, SDEAs
- Exercise (Checklist Build): MAH transfer and PV continuity plan for Day 1/Day 100

Manufacturing, serialisation & supply chain

- EU FMD safety features; U.S. DSCSA interoperable traceability
- Tech-ops diligence: QMS, data integrity, deviation trends; cost & CapEx implications
- Exercise: Quantify inventory/write-off risk from a DSCSA/FMD gap

Data, privacy and information separation

- UK GDPR/GDPR principles for diligence rooms, special category health data; clean team protocols
- Integration of RWD/RWE assets

Module 4: ABAC, sanctions and documentation

ABAC, transparency and interactions with HCP/HCOs

- UK Bribery Act - "adequate procedures" (6 principles); third-party due diligence
- US FCPA - M&A safe-harbour expectations; integration timelines
- ABPI 2024 Code / Disclosure UK timelines; EFPIA Code (2025); ToV disclosure expectations
- Exercise (Controls Lab): Design a ToV capture & disclosure control for an acquired affiliate

Sanctions and export controls in cross-border deals

- UK OFSI financial sanctions framework; U.S. OFAC compliance framework
- Screening counterparties/products; red-flag escalation and SPA clauses
- Exercise: Sanctions screening flow and reps/warranties schedule

Documentation essentials

- SPA/JV clauses for pharma: regulatory covenants, PV agreement conditions precedent, serialisation readiness, transitional services, earn-outs/CVRs

Programme

Day 3

Module 5: Approvals, accounting and integration

Clearance strategy and multi-agency sequencing

- EU Form CO vs simplified; U.S. HSR and second request; practical timing with 2023 DOJ/FTC Merger Guidelines
- FDI reviews: CFIUS scope and triggers; UK NSI notifications
- Emerging markets scan: SAMR (China), CCI (India DVT/SBOI), CADE (Brazil) process cues
- Exercise: Build an integrated approvals Gantt with long-stop dates & CPs

Accounting, reporting and tax in the first 180 days

- IFRS 3 purchase accounting (PPA), identifiable intangibles, contingent consideration, IPR&D
- IAS 36 goodwill CGUs; IAS 38 R&D capitalisation boundaries
- Pillar Two overview and signals for footprint/design
- Exercise: Mini-PPA with CGU mapping for a specialty pharma target

Integration planning: day 1 to day 100

- Standing up the PV system; QMS/quality release; regulatory & artwork change control; serialisation repositories; data migration; TSA governance

Module 6: Negotiation and simulation

Negotiation Lab: SPA/JV Term Sheet

- Teams negotiate reps/warranties, indemnities, risk-sharing (milestones/CVRs), antitrust/FDI covenants, sanctions/ABAC clauses, PV/quality undertakings
- Debrief: what Legal, QA/PV, RA, Finance each need in "must-have" schedules

Communications, MAR and disclosure (public deals)

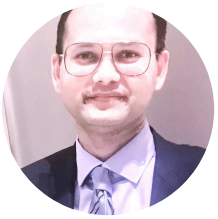
- UK Takeover regime disclosures and announcements; inside information and market-abuse risks

Capstone simulation

- Cross-border acquisition facing: CMA/EUMR, NSI call-in, DSCSA dependency, ABPI/EFPIA ToV harmonisation, PPA for IPR&D
- Teams produce: approvals plan, D1 controls, synergy tracker, and risk register

30/60/90-day action plan and ownership

Presenter



GAZI Arif

Gazi Arif is a consultant and corporate trainer and economist with over 15 years' experience designing and delivering executive education for global organisations across finance, strategy, leadership and risk management. His programmes combine analytical rigour with actionable tools, enabling leaders to make faster, smarter, and ROI-driven business decisions.

He has worked across many industries including finance, healthcare, energy, law, and professional services. Having trained professionals from the NHS, DWP, ARAMCO and the European Central Bank, amongst others, Gazi Arif is renowned for his interactive, case-based teaching style and his ability to translate complex financial and economic concepts into clear, results-oriented insights.

He holds a PhD in Economics and is a member of the Chartered Institute for Securities & Investment (CISI), a member of the Royal Economic Society (UK) and a Fellow of the HigherEducation Academy (FHEA). His teaching style bridges academia and industry, helping organisations build financial fluency, leadership capability and strategic agility in a changing global economy.

His selected publications & media include "Why Businesses Must Take Corporate Digital Responsibility" – Raconteur Magazine (2021), book chapter: "Constraints in Bank Interest Rates in DSGE Models" - Pilbeam (2021), and reviewer for the Journal of Banking and Finance and the Journal of Applied Corporate Finance.

Course dates

25-27 November	**Live online** 09:00-17:00 **UK (London)** (UTC+00) *Course code 16890*	GBP **1,599** EUR **2,239** USD **2,559**
23-25 June 27	**Live online** 09:00-17:00 **UK (London)** (UTC+01) *Course code 17259*	GBP **1,299** ~~1,599~~ EUR **1,819** ~~2,239~~ USD **2,091** ~~2,559~~ **Until 28 Apr**
1-3 December 27	**Live online** 09:00-17:00 **UK (London)** (UTC+00) *Course code 17515*	GBP **1,299** ~~1,599~~ EUR **1,819** ~~2,239~~ USD **2,091** ~~2,559~~ **Until 06 Oct**

How to book

Online:
ipi.academy/2761

Alternatively contact us to book, or if you have any queries:

Email:
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Discounts

- Booking more than one delegate on any one date qualifies for a **30% discount** on the second and subsequent places.
- Most events qualify for an **early booking discount** prior to 6 weeks before the course date. Be sure to check on our website, where the latest discounts will be shown.

Further information

Fee
The fee includes all meals and refreshments for the duration of the course (for venue-based courses) and a complete set of course materials (provided electronically). If you have any particular requirements, please advise customer services when booking.

Please note
IPI Academy (and our training partners) reserve the right to change the content and timing of the programme, the speakers, the date and venue due to reasons beyond their control. In the unlikely event that the course is cancelled, we will refund the registration fee and disclaim any further liability.

Terms and conditions
The rest of the our terms, the event cancellation policy and the terms and conditions are on our website, please visit ipi.academy/content/terms-and-conditions

Run this programme in-house for your whole team

Coming to IPI Academy for your in-house training provides an all-inclusive service which gives you access to a wide variety of content, learning platforms and delivery mechanisms as well as your own personal training adviser who will work with you from the initial enquiry through to feedback and follow-up after the programme.

With over 600 trainers, all practitioners and experts across a huge range of fields, we can provide the training you need, where you need it, when you need it, and at a price which suits your budget. Our approach to tailored learning and development consists of designing and delivering the appropriate solution for each client.

For your FREE consultation and to find out more about how we can work with you to solve your training needs, please contact our training advisers:



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IPI Academy

IPI Academy is a training initiative of Falconbury and Management Forum; leading providers of industry training for over 30 years, based in the UK.

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