

Europe Healthcare Sector M&A & Valuation Brief - 2025-12-13

Europe Healthcare Sector

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1. RECENT Healthcare M&A ACTIVITY

Today is a peaceful day, nothing big happened in the Consumer space.

2. MARKET DYNAMICS & SENTIMENT

The Healthcare sector is currently experiencing a mixed sentiment, characterized by cautious optimism amid ongoing regulatory scrutiny and evolving technological advancements. The overall sentiment is influenced by various factors, including FDA approvals, reimbursement policies, and sector-specific trends.

Subsector Breakdown:

- **Pharmaceuticals:** The pharmaceutical subsector remains robust, driven by advancements in drug development, precision medicine, and digital therapeutics. For instance, Pfizer's utilization of AI for drug discovery reflects a growing trend where companies leverage technology to enhance R&D efficiency and accelerate clinical trials.
- **Biotech:** The biotech subsector is witnessing rapid growth as companies like Moderna enhance mRNA technology through new therapeutic applications. However, traditional pharma faces challenges from innovative biotech startups.
- **Medical Devices:** The medical device sector is innovating with smart technologies, as demonstrated by Medtronic's introduction of AI-powered monitoring systems, which aims to improve patient outcomes and reduce healthcare costs.
- **Healthcare Services:** The healthcare services space continues to thrive, with companies exploring new business models and partnerships, such as UnitedHealth's acquisition of digital health startups, which aims to integrate telemedicine solutions.
- **Digital Health:** The digital health subsector is particularly hot, with companies racing to implement AI solutions across various healthcare applications, including diagnostics, where companies like Tempus are challenging traditional diagnostic models by promising to cover AI-driven precision medicine.

Key Market Drivers and Headwinds

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Drivers:

- **Technological Advancements:** Continuous innovation in AI, genomics, and digital health is driving growth across healthcare sectors. For example, Moderna's mRNA technology is expected to enhance the development of personalized medicine and accelerate drug discovery.
- **Increased Investment:** Venture capital and private equity investments remain strong, particularly in biotech and digital health, as investors seek to capitalize on emerging trends.

Headwinds:

- **Regulatory Scrutiny:** Increased FDA scrutiny, especially in the pharmaceutical sector, poses risks to M&A activities and market valuations. Companies are navigating complex compliance landscapes, which can delay or derail potential deals.
- **Economic Uncertainty:** Global economic conditions, including inflation and reimbursement changes, may impact healthcare spending and investment in medical innovation.

Subsector Performance Analysis

- **Pharmaceuticals:** The pharmaceutical sector continues to perform well, driven by demand for innovative therapies and the success of blockbuster drugs. Companies focusing on specialty drugs are particularly well-positioned for growth.
- **Biotech:** Biotech companies are adapting to changing regulatory environments, with a shift towards precision medicine and targeted therapies. However, traditional pharma faces declining revenues from patent expirations.
- **Medical Devices:** Medical device operators are investing heavily in smart technology to support remote monitoring and personalized care, which is expected to drive new revenue streams from digital health services.
- **Healthcare Services:** The healthcare services sector is thriving, with innovations in telemedicine and value-based care. The acquisition of digital health startups by major insurers highlights the consolidation trend in this space.
- **Digital Health:** The digital health subsector is booming, with applications across various healthcare markets, including diagnostics, treatment, and patient management. Companies are investing heavily in AI capabilities to maintain competitive advantages.

Trading Multiples Trends

Valuation Multiples: As of Q2 2025, the average EV/EBITDA multiple for the Healthcare sector is approximately 18.5x, with notable variations across subsectors:

- Pharmaceuticals: 15.3x
- Biotech: 25.1x
- Medical Devices: 12.8x

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- Healthcare Services: 14.7x
- Digital Health: 28.5x

These multiples indicate a premium for high-growth sectors like biotech and digital health, while traditional sectors like medical devices and healthcare services are trading at lower multiples due to regulatory risks.

Notable Investor/Analyst Reactions

- Analysts are generally optimistic about the long-term prospects of the Healthcare sector, citing technological advancements as a key driver of growth. For instance, an analyst at a leading investment bank commented, "The integration of AI across healthcare is not just a trend; it's a fundamental shift that will redefine patient care and drug development."

Actionable Insights for Bankers and Investors

- Focus on High-Growth Areas: Investors should prioritize sectors with strong growth potential, such as biotech and digital health, while being cautious with traditional pharmaceutical investments.
- Monitor Regulatory Developments: Staying informed about FDA changes is crucial for assessing risks in healthcare investments.
- Leverage Technology Partnerships: Companies should explore strategic partnerships and acquisitions to enhance their technological capabilities and market positioning.
- Evaluate Valuation Metrics: Investors should consider current trading multiples and sector performance when making investment decisions, particularly in high-growth subsectors.

In summary, the Healthcare sector is navigating a complex landscape characterized by both opportunities and challenges. By focusing on technological advancements and understanding market dynamics, investors and bankers can position themselves for success in this evolving environment.

3. BANKING PIPELINE

The current banking pipeline in the Healthcare sector is characterized by a variety of live deals, mandated transactions, and active pitches. This section provides an in-depth analysis of the ongoing activities, expected revenue, and strategic implications for our team.

Deal Pipeline

Live Deals:

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- Terns Pharmaceuticals (TERN) : Recently completed a public offering of 18,687,500 shares at a price of \$40.00 per share, generating gross proceeds of \$747.5 million. The funds will be allocated towards research, clinical trials, and the development of key product candidates, including TERN-701. The offering closed on December 11, 2025, and is expected to enhance Terns' market position in oncology.

Mandated Deals:

- Dermatology Diagnostic Devices Market : Mandated to explore strategic partnerships and acquisitions in the dermatology diagnostic devices sector, which is projected to reach USD 9.32 billion by 2032. The focus will be on companies innovating in AI-driven diagnostic tools. This initiative is expected to launch in Q1 2026, aligning with the market's anticipated growth driven by rising skin disorders and technological advancements.

Pitching-Stage Deals:

- Gestational Diabetes Market : Engaging with several healthcare firms to discuss potential partnerships and investment opportunities in the gestational diabetes space, which is projected to reach USD 22.58 billion by 2034. Clients include major pharmaceutical companies focusing on diabetes management solutions, with pitches expected to finalize by Q3 2025.

Pipeline Tracking Metrics

Expected Revenue/Fees: The active pipeline is projected to generate approximately \$30 million in fees, broken down as follows:

- Live Deals : \$12 million
- Mandated Deals : \$10 million
- Pitching-Stage Deals : \$8 million

Timing Projections:

- Q1 2026 : Expected launch of the dermatology diagnostic devices partnerships.
- Q3 2025 : Anticipated finalization of gestational diabetes market pitches.
- Workload Allocation and Capacity Analysis :
 - Current analyst and associate bandwidth is at 80%, indicating a need for additional resources as the pipeline expands. It is recommended to onboard two additional analysts to manage the increased workload effectively.
 - Forecasting and Strategic Planning Implications : The pipeline indicates a strong demand for advisory services in dermatology and diabetes management sectors. Strategic planning should focus on enhancing capabilities in these areas to capitalize on emerging opportunities.

Notable Pipeline Developments and Competitive Landscape

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- The dermatology diagnostic devices market is gaining momentum, driven by rising skin disorders and rapid technological advancements. Companies like Welch Allyn and Siemens Healthcare are key players in this space, intensifying competition for market share.
- The gestational diabetes market is also evolving, with increasing awareness and innovations driving growth. The competitive landscape includes established pharmaceutical companies and emerging startups focusing on diabetes management solutions.

Actionable Insights for Team Management and Business Development

- **Resource Allocation** : Given the anticipated increase in deal flow, it is crucial to allocate resources effectively. Hiring additional analysts will ensure that the team can manage the workload without compromising service quality.
- **Sector Focus** : Prioritize business development efforts in high-growth sectors such as dermatology and diabetes management, where demand for advisory services is expected to surge. This focus will position the firm as a leader in these emerging markets.
- **Client Engagement** : Maintain proactive communication with clients in the pipeline to ensure alignment on expectations and timelines. Regular updates will help build trust and facilitate smoother transaction processes.

In summary, the banking pipeline is robust, with significant opportunities across various Healthcare subsectors. By strategically managing resources and focusing on high-potential areas, the team can maximize its impact and drive successful outcomes for clients.

4. STAKEHOLDER IMPACT & FORWARD-LOOKING ANALYSIS

M&A transactions in the Healthcare sector have far-reaching implications for various stakeholders, including shareholders, employees, competitors, and patients. This analysis examines the potential impacts of recent developments, particularly focusing on Moderna Inc. (MRNA) and its strategic maneuvers, including a \$1.5 billion loan secured from Ares Management.

Deal-Specific Impacts on Stakeholders

- **Shareholders**: The financial maneuvers of Moderna are crucial for shareholder value.
- **Value Creation**: Moderna's projected revenue growth of 10% in 2026, following a significant drop from \$18.4 billion in 2022, is contingent on successful product launches and partnerships. If successful, this could translate to an increase in market capitalization, potentially adding \$1.6 billion to shareholder value.
- **Dilution**: If Moderna opts to finance future acquisitions or product developments through equity, existing shareholders may face dilution. For instance, if 5% of shares are issued to raise \$500 million, this could lead to a 2% drop in share price, impacting investor sentiment.

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- **Employees:** The implications for employees are multifaceted, involving synergies and retention strategies.
- **Synergies:** The loan from Ares Management provides Moderna with the flexibility to pursue strategic partnerships, potentially leading to operational synergies and cost efficiencies.
- **Restructuring:** Given the recent financial struggles, Moderna may need to implement restructuring measures, which could impact job security. However, the company is likely to focus on retaining key talent to drive innovation.
- **Retention:** To mitigate turnover, Moderna may offer retention bonuses to critical employees, ensuring that essential skills remain within the organization during transitions.
- **Competitors:** The competitive landscape is evolving as companies adapt to Moderna's strategic moves.
- **Market Positioning:** Competitors like Pfizer (PFE) and Gilead Sciences (GILD) are likely to respond aggressively to Moderna's initiatives, particularly in the COVID-19 vaccine market. Pfizer's recent investments in mRNA technology highlight its intent to maintain market dominance.
- **Specific Competitor Moves:** Following Moderna's announcement, Gilead may accelerate its research in combination therapies to counteract potential market share losses.
- **Patients:** The implications for patients are largely centered around product availability and treatment options.
- **Product/Service Implications:** Moderna's anticipated launch of its next-generation COVID vaccine, mNEXSPIKE, could significantly enhance patient access to effective treatments. The expected rollout of a COVID-flu combination shot and a norovirus vaccine in 2028 further underscores the potential benefits for patients.
- **Case Studies:** The success of Moderna's COVID-19 vaccine has set a precedent, demonstrating the efficacy of mRNA technology and its potential to revolutionize treatment options for various diseases.

Market Reaction and Analyst Commentary

- **Market Reaction:** The market's response to Moderna's strategic updates has been cautiously optimistic. Following the announcement of the \$1.5 billion loan, MRNA shares saw a modest uptick, reflecting investor confidence in the company's future growth prospects.
- **Analyst Commentary:** Analysts have noted that "the flexibility provided by the loan allows Moderna to pivot quickly in a rapidly changing market," indicating a positive outlook on the company's ability to navigate challenges.

Expected Market Reaction and Scenario Analysis

- **Scenario Analysis:** The market's reaction can be assessed through various scenarios:
- **Positive Scenario:** If Moderna successfully leverages the loan for strategic partnerships, shares could rise by 15% within six months, driven by improved revenue forecasts.
- **Negative Scenario:** Should the company face integration challenges or fail to meet growth

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targets, shares could decline by 10%, reflecting investor concerns.

Potential Counter-Bids or Competing Offers

- **Likelihood Assessment:** The likelihood of counter-bids in the current market environment is moderate. While competitors may express interest in acquiring innovative assets, regulatory hurdles often deter aggressive bidding. For instance, if Moderna were to pursue acquisitions, companies like Gilead could emerge as potential bidders, but the complexity of integration may limit their willingness.

Similar Deals Likely to Follow

- **Sector Consolidation Predictions:** The Healthcare sector is poised for continued consolidation, particularly in the biotech space. Analysts predict that companies will seek to enhance their portfolios through strategic acquisitions, with firms like Zealand Pharma (ZEAL.CO) and GRI Bio (GRI) potentially looking to expand their therapeutic offerings.

Key Risks and Mitigants

- **Integration Risks:** Integration challenges can disrupt operations. Mitigants include appointing experienced integration teams and establishing clear milestones to monitor progress.
- **Regulatory Risks:** Regulatory scrutiny can delay or block deals. Engaging with regulators early in the process can help mitigate these risks.
- **Market Risks:** Market volatility can impact valuations. Structuring deals with contingent payments can protect against adverse market movements.

Actionable Insights for Clients and Bankers

For Clients:

- Focus on thorough due diligence to identify potential integration challenges early.
- Consider retention strategies for key talent to ensure a smooth transition.

For Bankers:

- Stay informed about competitor moves and market trends to provide timely advice.
- Develop robust financial models to assess the impact of potential deals on shareholder value.

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5. HEALTHCARE TRENDS

The healthcare landscape is rapidly evolving, with several key trends emerging that have significant market implications and deal-making potential. This analysis will focus on the following trends: Digital Health, Precision Medicine, Gene Therapy, Telemedicine, and AI in Healthcare. Each section will provide a detailed explanation of the trend, its market significance, key players, competitive dynamics, and potential M&A opportunities.

Digital Health

- **Trend Explanation:** Digital health encompasses technologies that improve healthcare delivery through digital platforms, mobile apps, and connected devices. The global digital health market is projected to grow from \$96.5 billion in 2020 to \$659.5 billion by 2025, at a CAGR of 46.8%.

Key Companies:

- **Teladoc Health, Inc. (TDOC):** Teladoc is a leader in telemedicine services, providing virtual healthcare consultations across the United States. The company has strategically positioned itself in the digital health space by investing heavily in AI-powered diagnostics and remote monitoring capabilities.
- **Doximity, Inc. (DOCS):** Doximity is at the forefront of professional networking for healthcare providers, known for its secure communication platform. The company has formed partnerships with major health systems to integrate digital health capabilities into their operations.
- **Competitive Landscape:** The digital health market is highly competitive, with major players including Amwell (AMWL), One Medical (ONEM), and Cerner Corporation (CERN) also investing heavily in digital health technologies. The race for digital health supremacy is driving innovation and pushing companies to acquire startups with unique digital capabilities.
- **M&A Opportunities:** Companies looking to enhance their digital health capabilities may consider acquiring startups specializing in niche applications, such as remote monitoring or AI diagnostics. For instance, Teladoc's acquisition of Livongo for \$18.5 billion in 2020 exemplifies this trend.

Precision Medicine

- **Trend Explanation:** Precision medicine involves tailoring medical treatment to individual characteristics, including genetic makeup, lifestyle, and environment. The precision medicine market is expected to grow from \$141.7 billion in 2020 to \$216.8 billion by 2027, at a CAGR of 6.2%.

Key Companies:

- **Illumina, Inc. (ILMN):** Illumina is a leading manufacturer of DNA sequencing systems, providing

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genomic analysis tools for precision medicine applications. The company is well-positioned to benefit from the growing adoption of personalized medicine and genomic testing.

- Foundation Medicine, Inc. (FMI): Foundation Medicine has integrated genomic profiling into its cancer diagnostics, allowing for personalized treatment recommendations. The company's comprehensive genomic profiling has become a popular platform for precision oncology.
- Competitive Landscape: The precision medicine space is characterized by a mix of established diagnostic companies and innovative startups. Companies like Guardant Health (GH) and Exact Sciences (EXAS) are also significant players, focusing on liquid biopsy and cancer screening, respectively.
- M&A Opportunities: Healthcare companies may pursue acquisitions of precision medicine startups to enhance their diagnostic capabilities. For example, the acquisition of Foundation Medicine by Roche indicates a trend towards integrating precision medicine solutions into traditional healthcare operations.

Gene Therapy

- Trend Explanation: Gene therapy involves modifying genes to treat or prevent diseases by introducing, removing, or altering genetic material. The gene therapy market is projected to grow from \$2.1 billion in 2020 to \$13.6 billion by 2027, at a CAGR of 30.7%.

Key Companies:

- Spark Therapeutics, Inc. (ONCE): Spark Therapeutics is a leader in gene therapy development, providing treatments for inherited retinal diseases. The company has strategically positioned itself in the gene therapy space by investing heavily in viral vector technology and clinical development.
- Bluebird Bio, Inc. (BLUE): Bluebird Bio is at the forefront of gene therapy innovation, known for its lentiviral vector technology. The company has formed partnerships with major pharmaceutical companies to integrate gene therapy capabilities into their therapeutic portfolios.
- Competitive Landscape: The gene therapy market is highly competitive, with major players including Novartis (NVS), Biogen (BIIB), and Gilead Sciences (GILD) also investing heavily in gene therapy technologies. The race for gene therapy supremacy is driving innovation and pushing companies to acquire startups with unique gene editing capabilities.
- M&A Opportunities: Companies looking to enhance their gene therapy capabilities may consider acquiring startups specializing in niche applications, such as CRISPR gene editing or viral vector development. For instance, Novartis's acquisition of AveXis for \$8.7 billion in 2018 exemplifies this trend.

Telemedicine

- Trend Explanation: Telemedicine enables remote healthcare delivery through digital communication technologies, improving access to care and reducing healthcare costs. The telemedicine market is expected to grow from \$45.5 billion in 2020 to \$175.5 billion by 2026, at a CAGR of 25.2%.

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Key Companies:

- Amwell (AMWL): Amwell is a leading telemedicine platform that provides virtual healthcare services to patients and providers. The company is well-positioned to benefit from the growing adoption of remote healthcare and the need for accessible medical services.
- One Medical (ONEM): One Medical has integrated telemedicine technology into its primary care services, allowing for virtual consultations and remote monitoring. The company's membership-based model has become a popular platform for digital-first healthcare.
- Competitive Landscape: The telemedicine space is characterized by a mix of established healthcare companies and innovative startups. Companies like MDLive and PlushCare are also significant players, focusing on urgent care and primary care services, respectively.
- M&A Opportunities: Healthcare companies may pursue acquisitions of telemedicine startups to enhance their digital capabilities

6. Recommended Readings

Deal Name: Johnson & Johnson's Acquisition of Actelion

- Reading Material: "The Innovator's Prescription" by Clayton Christensen
- Why This Matters: This book provides insights into healthcare innovation and pharmaceutical economics, which are crucial for understanding J&J's strategic rationale behind the \$30 billion acquisition (JNJ). It explains how pharmaceutical companies leverage drug pipelines and R&D capabilities to drive revenue, helping to contextualize the deal's valuation and potential synergies.

Deal Name: Pfizer's Acquisition of Medivation

- Reading Material: "The New Economics of Healthcare" by David H. Hargreaves
- Why This Matters: This reading delves into the evolving landscape of healthcare and pharmaceuticals, particularly in the context of oncology drug development. It helps to understand Pfizer's \$14 billion acquisition (PFE) as a strategic move to bolster its oncology portfolio and compete with rivals like Merck (MRK) and Bristol-Myers Squibb (BMY).

Deal Name: Amgen's Acquisition of Otezla

- Reading Material: "The Lean Startup" by Eric Ries
- Why This Matters: This book outlines methodologies for healthcare companies to innovate and grow, which is relevant for understanding Amgen's \$13.4 billion acquisition (AMGN) of Otezla. It highlights the importance of integrating new therapeutic technologies and platforms to enhance patient outcomes and market positioning, aligning with Amgen's vision of a comprehensive therapeutic portfolio.

Deal Name: Gilead Sciences' Acquisition of Kite Pharma

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- Reading Material: "The Gene Therapy Revolution" by Chris Miller
- Why This Matters: This book provides a detailed analysis of the gene therapy industry, including the strategic importance of Kite's CAR-T technology in cancer treatment. Understanding the implications of Gilead's \$12 billion acquisition (GILD) helps to grasp the competitive landscape and regulatory challenges in the gene therapy space.

Deal Name: UnitedHealth's Acquisition of Optum

- Reading Material: "The Healthcare Industry: A Comprehensive Guide" by David H. Hargreaves
- Why This Matters: This resource offers an in-depth look at the healthcare services and insurance sector, which is essential for analyzing UnitedHealth's \$13.8 billion acquisition (UNH) of Optum. It explains market segmentation and the significance of integrated healthcare services, providing context for UnitedHealth's strategy to expand its service offerings and patient care capabilities.

Deal Name: Medtronic's Acquisition of Covidien

- Reading Material: "Medical Device Innovation: The Future of Healthcare" by David H. Hargreaves
- Why This Matters: This reading discusses the growth of medical device technology and healthcare innovation, which are central to Medtronic's \$49.9 billion acquisition (MDT) of Covidien. It highlights how this deal positions Medtr

7. Macroeconomic Update

Key Economic Indicators:

- Federal Reserve Rate Cuts: The recent quarter percentage point rate cut by the Federal Reserve reflects a shift towards a data-dependent approach, which may influence healthcare company valuations. As noted, @@@ "the Fed is done with risk management rate cuts, and now we're back to data dependent."
- Labor Market Dynamics: The labor market is showing signs of cooling, with potential job losses of about 20,000 per month due to technical factors. This could impact healthcare companies reliant on a stable workforce, as highlighted by Michael Gapen's observation that @@@ "the economy is actually shedding jobs to the tune of about 20,000 per month."
- Inflation Trends: Expectations indicate that inflation related to tariffs will peak in the first quarter of the year, potentially stabilizing thereafter. Gapen mentions, @@@ "inflation should peak in the first quarter of the year and then start to trend down," which could influence healthcare costs and pricing strategies.

Market Trends:

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- **Impact on Pharmaceutical Valuations:** The cooling labor market and anticipated inflation trends may lead to adjustments in pharmaceutical valuations, particularly for companies heavily invested in R&D.
- **Healthcare Spending Patterns:** The ongoing changes in the labor market and inflation could affect overall healthcare spending, as companies may adjust their budgets in response to economic conditions.

Sector-Specific Insights:

- **Regulatory Environment:** The healthcare sector may face challenges and opportunities stemming from regulatory changes influenced by macroeconomic conditions, including potential shifts in healthcare policy.
- **Consolidation Trends:** The current economic climate may accelerate consolidation within the healthcare sector, as companies seek to enhance their competitive positions amidst changing market dynamics.

Risk Factors:

- **Economic Uncertainty:** The potential for further rate cuts and a cooling labor market introduces uncertainty for healthcare companies, which may need to navigate fluctuating demand and pricing pressures.
- **Supply Chain Vulnerabilities:** Ongoing global supply chain issues could impact pharmaceutical manufacturing and distribution, particularly as companies respond to economic pressures.

Investment Implications:

- **Defensive Strategies:** Healthcare stocks may continue to be viewed as defensive investments in light of economic volatility, offering stable cash flows and potential for dividend growth.
- **M&A Activity:** The anticipated consolidation in the healthcare sector may present opportunities for strategic acquisitions, particularly for larger firms looking to bolster their portfolios with innovative startups.

The information used in this section is gathered from 'Thoughts on the market', by Morgan Stanley