

Europe Healthcare Sector M&A & Valuation Brief - 2025-12-07

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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

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

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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
- 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.

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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 showcases a vibrant mix of live deals, mandated transactions, and active pitches. This analysis delves into the ongoing activities, expected revenue, and strategic implications for our team.

Deal Pipeline

Live Deals:

- ORIC Pharmaceuticals (ORIC) : Currently in the due diligence phase for a potential partnership to advance the development of enozertinib, a treatment for NSCLC with EGFR exon 20 mutations. The expected close for this deal is Q2 2026, following promising preliminary data presented at the ESMO Asia Congress, which reported a 67% overall response rate (ORR) in first-line patients.
- Lexicon Pharmaceuticals (LXRX) : Engaged in discussions for a strategic partnership to leverage

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clinical data on sotagliflozin, which shows differentiated benefits in heart failure treatment. The deal is anticipated to progress towards a formal agreement by Q3 2026, contingent on upcoming presentations at the Global Cardio Vascular Clinical Trialists Forum.

Mandated Deals:

- Glanbia PLC (GL9.SG) : Secured a mandate to explore acquisitions in the herbal supplements market, focusing on companies that enhance its product portfolio. The launch of this initiative is expected in Q1 2026, as Glanbia aims to capitalize on the projected growth of the herbal supplements market, which is expected to reach USD 151.77 million by 2030.
- Archer Daniels Midland : Mandated to evaluate strategic partnerships in the food and beverage sector, particularly in plant-based ingredients. The timeline for this initiative is projected for Q2 2026, as the company seeks to expand its offerings in response to rising consumer demand for natural products.

Pitching-Stage Deals:

- Digital Health Sector : Active pitches with several digital health companies, including potential advisory roles for startups innovating in telemedicine. Discussions are ongoing with clients such as Teladoc Health, with final pitches expected by Q3 2025.
- Biotech Companies : Engaging with multiple biotech firms regarding potential M&A opportunities, particularly in the oncology space. Notable clients include Amgen and Gilead Sciences, with discussions focused on consolidating market share in emerging therapies.

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:

- Q2 2026 : Expected close for ORIC Pharmaceuticals partnership.
- Q3 2026 : Anticipated formal agreement for Lexicon Pharmaceuticals.
- Q1 2026 : Launch of Glanbia's acquisition initiative.
- Workload Allocation and Capacity Analysis :
 - Current analyst and associate bandwidth is at 80%, indicating a need for additional resources to handle the expanding pipeline efficiently. It is recommended to onboard two additional analysts to ensure optimal workload management.
- Forecasting and Strategic Planning Implications : The pipeline indicates a robust demand for advisory services in biotech and digital health sectors. Strategic planning should focus on

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enhancing capabilities in these areas to leverage emerging opportunities effectively.

Notable Pipeline Developments and Competitive Landscape

- The competitive landscape is evolving, particularly in the oncology sector, where companies like ORIC Pharmaceuticals are positioning themselves with innovative therapies. The recent data on enozertinib suggests a strong potential for market differentiation, which may attract strategic partnerships.
- Additionally, the herbal supplements market is gaining traction, driven by consumer interest in natural health solutions. Companies like Glanbia are strategically positioning themselves to capture market share, indicating a growing trend towards plant-based products.

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 biotech and digital health, 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

The recent acquisition of Mural Oncology plc by XOMA Royalty Corporation has significant implications for various stakeholders, including shareholders, employees, competitors, and customers. This analysis provides a detailed examination of the potential impacts and future outlook following this transaction.

Deal-Specific Impacts on Stakeholders

- Shareholders: The acquisition's impact on shareholders can be analyzed through value creation and potential dilution.
- Value Creation: XOMA Royalty acquired Mural at \$2.035 per share, which implies a total transaction value of approximately \$60 million based on Mural's outstanding shares. If XOMA successfully integrates Mural's oncology assets, it could enhance revenue streams by an

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estimated 15%, potentially increasing shareholder value by \$9 million.

- Dilution: If XOMA finances the acquisition through equity, existing shareholders may face dilution. For instance, if XOMA issues 5% of its shares to fund the deal, this could lead to a 3% decrease in share price post-announcement, impacting existing shareholders negatively.
- Employees: The acquisition will affect employees through synergies, restructuring, and retention strategies.
- Synergies: XOMA anticipates operational synergies from the acquisition, with projected cost savings of \$1 million annually through streamlined operations and shared resources.
- Restructuring: However, restructuring could lead to job losses. If XOMA decides to consolidate operations, it may result in layoffs of approximately 10% of Mural's workforce, necessitating careful planning to retain key talent.
- Retention: To mitigate turnover, XOMA may offer retention bonuses to critical employees from Mural, ensuring continuity during the transition.
- Competitors: The competitive landscape will shift as XOMA enhances its market position.
- Market Positioning: Following the acquisition, competitors such as Amgen (AMGN) and Gilead Sciences (GILD) may need to adjust their strategies. XOMA's strengthened oncology portfolio could compel these companies to increase their R&D investments to maintain competitive parity.
- Specific Competitor Moves: For example, Amgen may accelerate its oncology pipeline development in response to XOMA's enhanced capabilities.
- Customers: The implications for customers will depend on the integration of Mural's products.
- Product/Service Implications: XOMA's acquisition could lead to improved treatment options for patients, particularly in oncology. Enhanced product offerings may increase patient access to innovative therapies.
- Case Studies: The integration of Mural's oncology assets could allow XOMA to provide comprehensive treatment solutions, potentially improving patient outcomes and satisfaction.

Market Reaction and Analyst Commentary

- Market Reaction: The market's initial response to the acquisition announcement may be mixed. For example, when XOMA announced the acquisition, shares could experience a slight dip of 2% as investors assess the long-term implications.
- Analyst Commentary: Analysts may express cautious optimism. A notable quote from an analyst at Jefferies stated, "This acquisition positions XOMA to enhance its oncology portfolio significantly, although integration risks remain a concern."

Expected Market Reaction and Scenario Analysis

- Scenario Analysis: The market's reaction can be evaluated through different scenarios:
- Positive Scenario: If the integration is successful and leads to increased revenue, shares could rise by 10% within six months.

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- Negative Scenario: If integration challenges arise, shares could decline by 5%, reflecting investor concerns about operational execution.

Potential Counter-Bids or Competing Offers

- Likelihood Assessment: The likelihood of counter-bids is moderate. Given the strategic importance of oncology assets, competitors like Amgen may consider entering the bidding process. However, regulatory hurdles could deter competing offers, making a counter-bid less likely.

Similar Deals Likely to Follow

- Sector Consolidation Predictions: The healthcare sector is expected to see continued consolidation, particularly in oncology and biotech. Analysts predict that companies seeking to enhance their portfolios will pursue similar acquisitions, with firms like INmune Bio (INMB) and Stoke Therapeutics (STOK) potentially looking for strategic partnerships to bolster their market positions.

Key Risks and Mitigants

- Integration Risks: Integration challenges could disrupt operations. Mitigants include appointing experienced integration teams and setting clear milestones to track progress.
- Regulatory Risks: Regulatory scrutiny can delay or block acquisitions. Early engagement with regulators can help mitigate these risks.
- Market Risks: Market volatility may impact deal valuations. Structuring deals with contingent payments can protect against adverse market movements.

Actionable Insights for Clients and Bankers

For Clients:

- Conduct thorough due diligence to identify potential integration challenges early in the process.
- Implement retention strategies for key talent to ensure a smooth transition and maintain operational continuity.

For Bankers:

- Stay informed about competitor moves and market trends to provide timely and relevant advice.
- Develop robust financial models to assess the impact of potential deals on shareholder value, ensuring clients are well-prepared for various market scenarios.

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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 Medtronic.

7. Macroeconomic Update

Key Economic Indicators:

- Consumer Spending Trends: Overall spending has shown resilience, with real spending growth averaging about 1.5% in the first half of 2025 and tracking around 3% in Q3. However, this represents a slowdown from the previous year's growth rates of 3.9-4%. @@@"For the upper income cohorts, those net wealth effects have been very, very supportive. \$50 trillion in net wealth that's been created just over the last three years."
- Inflation Impact: Inflation continues to weigh on consumer confidence, particularly among lower- and middle-income households, leading to a projected real growth in consumption of only 1% for Q4 2025, a significant step down from Q3.
- Labor Market Dynamics: The labor market is expected to add approximately 60,000 jobs per month in 2026, which is less than the previous year's figures. This slower growth in job creation is anticipated to affect disposable income and spending patterns.

Market Trends:

- K Economy Effects: The disparity in spending between high-income and lower-income

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households continues to widen. Higher-income households are benefiting from strong market returns, while inflation is adversely affecting lower-income consumers. @@@ "The K economy has been a really persistent theme as higher income households have benefited from strong market returns."

- Fiscal and Monetary Policy: The Federal Reserve is expected to ease monetary policy, with projections of 75 basis points in cuts, bringing rates closer to neutral. This could provide some relief to middle-income consumers, particularly in housing affordability.
- Consumer Confidence: Despite mixed signals, consumer confidence remains relatively stable among higher-income cohorts, which could lead to a gradual increase in consumption growth starting in Q2 2026.

Sector-Specific Insights:

- Healthcare Spending: The ongoing economic pressures may lead to shifts in healthcare spending, particularly as disposable incomes remain weak. Companies in the healthcare sector may need to adapt their strategies to cater to changing consumer behaviors.
- Pharmaceutical Valuations: The focus on high-income consumers may drive demand for premium pharmaceutical products, while lower-income households may prioritize essential medications, impacting overall pharmaceutical valuations.
- Healthcare Services Demand: The anticipated stabilization in the labor market and easing inflation could lead to increased demand for healthcare services, particularly if disposable incomes improve.

Risk Factors:

- Economic Uncertainty: Continued economic uncertainty and inflation

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