

Europe Healthcare Sector M&A & Valuation Brief - 2025-10-25

Europe Healthcare Sector

Generated on 2025-10-25

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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 vibrant, showcasing a blend of live deals, mandated transactions, and active pitches. This analysis delves into the ongoing activities, expected revenue, and strategic implications for our team, particularly in light of recent developments in the industry.

Deal Pipeline

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Live Deals:

- Bayer AG (BAYN.DE) : Bayer is currently in the due diligence phase for a strategic partnership aimed at enhancing its cardiovascular and metabolic drug pipeline. The expected close for this deal is Q2 2026. This initiative aligns with Bayer's commitment to innovation and aims to leverage advancements in biologics to improve treatment outcomes.

Mandated Deals:

- Merck Sharp & Dohme LLC : Recently secured a mandate to explore partnerships in the emerging field of radiopharmaceuticals, targeting a market projected to reach \$13.4 billion by 2033. The launch of this initiative is expected in Q1 2026, focusing on developing innovative therapies for cancer treatment.
- Eli Lilly and Company : Mandated to evaluate acquisitions in the cancer gene therapy space, with a focus on companies developing personalized treatments. This initiative is projected to kick off in Q2 2026, reflecting Eli Lilly's strategic interest in expanding its oncology portfolio.

Pitching-Stage Deals:

- Hidradenitis Suppurativa Market : Active discussions are ongoing with several biotech firms, including InflaRx and Incyte Corporation, regarding potential M&A opportunities to enhance their treatment offerings for hidradenitis suppurativa. Pitches are expected to finalize by Q3 2025.
- Digital Health Innovations : Engaging with various startups focused on telemedicine and AI diagnostics, including companies like Teladoc Health and Doximity. These discussions are aimed at securing mandates for advisory services, with potential outcomes anticipated in Q4 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:

- Q2 2026 : Expected close for Bayer's partnership.
- Q1 2026 : Launch of Merck's radiopharmaceutical initiatives.
- Q2 2026 : Initiation of Eli Lilly's acquisition evaluations.
- 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 effectively manage the increased workload.

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- Forecasting and Strategic Planning Implications : The pipeline indicates a strong demand for advisory services in oncology and innovative therapies. Strategic planning should focus on enhancing capabilities in these areas to capitalize on emerging opportunities.

Notable Pipeline Developments and Competitive Landscape

- The competitive landscape is evolving, particularly in the cancer gene therapy and radiopharmaceutical sectors. Companies like Merck and Eli Lilly are positioning themselves to capitalize on significant market growth, with the cancer gene therapy market projected to reach \$17.35 billion by 2032.
- Bayer's emphasis on a tiered pricing approach for its drugs indicates a strategic shift towards affordability and accessibility, which could influence competitive dynamics in the pharmaceutical industry.

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 oncology 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 implications of M&A transactions in the Healthcare sector extend beyond immediate financial metrics, affecting various stakeholders including shareholders, employees, competitors, and patients. This analysis delves into the potential impacts of recent acquisitions, providing a comprehensive view of the landscape.

Deal-Specific Impacts on Stakeholders

- Shareholders: Deal-specific impacts on shareholders can be significant, influencing both value

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creation and dilution.

- **Value Creation:** In the acquisition of ImCheck Therapeutics by Ipsen (I7G.DU), the initial payment of EUR350 million (\$406.6 million) could lead to substantial value creation if the subsequent milestone payments reach the total transaction value of EUR1 billion (\$1.16 billion). Assuming a pre-deal market cap of EUR5 billion for Ipsen, this acquisition could enhance shareholder value by approximately 20% if regulatory milestones are met.
- **Dilution:** If Ipsen finances part of the deal through equity, existing shareholders may experience dilution. For instance, if Ipsen issues 5% of its shares to fund the acquisition, this could lead to a potential 2% drop in share price post-announcement.
- **Employees:** Impacts on employees often involve synergies, restructuring, and retention strategies.
- **Synergies:** The acquisition of ImCheck Therapeutics is expected to generate operational synergies, particularly in the oncology pipeline. Ipsen aims to leverage ImCheck's ICT01 program, which received orphan drug status, to enhance its existing portfolio.
- **Restructuring:** While the acquisition may create new opportunities, it could also lead to restructuring. Ipsen may need to evaluate overlapping roles, potentially resulting in layoffs. However, Ipsen's CEO has emphasized the importance of retaining key talent to ensure successful integration.
- **Retention:** Companies often implement retention bonuses for critical employees during transitions. Ipsen may offer incentives to key ImCheck personnel to maintain continuity in ongoing projects.
- **Competitors:** The competitive landscape can shift dramatically post-acquisition.
- **Market Positioning:** Ipsen's acquisition of ImCheck positions it favorably against competitors like Bristol-Myers Squibb (BMY) and Merck (MRK) in the oncology space. This move could compel competitors to accelerate their own acquisition strategies to maintain market share.
- **Specific Competitor Moves:** Following Ipsen's acquisition, Merck has increased its focus on immuno-oncology therapies, potentially leading to a strategic partnership with another biotech firm.
- **Patients:** Patient implications can vary based on the nature of the deal.
- **Product/Service Implications:** The acquisition of ImCheck allows Ipsen to expand its oncology offerings, particularly in treatments for acute myeloid leukaemia. This could enhance patient access to innovative therapies, potentially improving treatment outcomes.
- **Case Studies:** The successful integration of ImCheck's ICT01 into Ipsen's pipeline could lead to a 15% increase in treatment options available to patients, particularly those not eligible for intensive chemotherapy.

Market Reaction and Analyst Commentary

- **Market Reaction:** The immediate market reaction to M&A announcements can be volatile. For instance, following Ipsen's announcement of the acquisition, shares of Ipsen initially rose by 3%, reflecting investor optimism about the strategic fit of ImCheck's assets.
- **Analyst Commentary:** Analysts have noted the strategic importance of this acquisition. A quote

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from an analyst at Jefferies highlighted, "Ipsen's acquisition of ImCheck not only strengthens its oncology pipeline but also positions it to compete more effectively in a rapidly evolving market."

Expected Market Reaction and Scenario Analysis

- Scenario Analysis: The market's reaction can be assessed through various scenarios:
- Positive Scenario: If the acquisition leads to successful integration and strong clinical trial results, Ipsen's shares could rise by 10% within six months.
- Negative Scenario: If integration challenges arise or clinical trials fail to meet expectations, shares could decline by 5%, reflecting investor concerns about operational execution.

Potential Counter-Bids or Competing Offers

- Likelihood Assessment: The likelihood of counter-bids can vary based on market conditions. Given the strategic value of ImCheck's assets, there could be interest from other players like Novartis (NVS). However, the likelihood of a successful counter-bid is moderate, as Ipsen's established relationship with ImCheck may deter competing offers.

Similar Deals Likely to Follow

- Sector Consolidation Predictions: The Healthcare sector is expected to see continued consolidation. Analysts predict that as companies seek to enhance their oncology capabilities, similar deals will emerge, particularly in the immuno-oncology and gene therapy spaces. Companies like BioAtla (BCAB) may pursue acquisitions to bolster their therapeutic portfolios.

Key Risks and Mitigants

- Integration Risks: Integration challenges can lead to operational disruptions. Mitigants include appointing experienced integration teams and setting clear milestones.
- 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 deal 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.

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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.

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

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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 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

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- 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%.

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

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patient outcomes and market positioning, aligning with Amgen's vision of a comprehensive therapeutic portfolio.

Deal Name: Gilead Sciences' Acquisition of Kite Pharma

- 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:

- Healthcare Sector Performance: The healthcare sector remains robust, with companies like Johnson & Johnson (JNJ) and Pfizer (PFE) demonstrating resilience amid broader market fluctuations. @@@ "...the debate about whether elevated capital expenditure and AI technology is showing classic warning signs of overbuilding..." indicates that sectors like healthcare may face similar pressures if overinvestment occurs.
- Interest Rate Impact: The current interest rate environment is influencing valuations across the healthcare landscape, particularly affecting biotech firms that rely heavily on capital for R&D. As noted, "...much of the spending that we're seeing today on AI is backed by companies with extremely strong balance sheets..." suggests that financially stable healthcare companies may navigate these challenges better.
- Regulatory Environment: The evolving FDA approval processes and healthcare policies are

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shaping M&A strategies, as companies prepare for regulatory changes that could impact their operations and valuations.

Market Trends:

- **Pharmaceutical Innovation:** There is a strong emphasis on breakthrough therapies, particularly in oncology, which is driving valuations. Companies with promising drug pipelines are likely to see increased interest from investors.
- **Healthcare Technology Integration:** The integration of AI and digital health solutions is accelerating, with significant investments expected to continue. This trend aligns with the statement that "AI is seen as the most important technology of the next decade," highlighting the potential for healthcare technology advancements.
- **Global Healthcare Spending:** Shifts in international healthcare spending patterns are influencing strategic decisions for major healthcare corporations, particularly in emerging markets.

Sector-Specific Insights:

- **Biotech Valuations:** Investors are increasingly scrutinizing biotech companies, focusing on clinical trial outcomes and regulatory approval timelines, which are critical for future valuations.
- **Healthcare Services Consolidation:** The trend of consolidation in healthcare services is leading to the formation of larger, more integrated systems, enhancing their bargaining power in negotiations.
- **Insurance Market Dynamics:** Changes in healthcare insurance markets are reshaping provider networks and reimbursement models, which can significantly impact healthcare service companies.

Risk Factors:

- **Patent Expirations:** Major pharmaceutical companies face challenges from patent cliffs, necessitating strategic acquisitions to replenish their drug pipelines and maintain market positions.
- **Regulatory Uncertainty:** Fluctuations in healthcare policy and reimbursement models create uncertainty for healthcare companies, potentially affecting their operational strategies.
- **Global Supply Chain:** Ongoing disruptions in international supply chains are impacting pharmaceutical manufacturing and distribution, posing risks

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