

FUSIONES, ADQUISICIONES Y PRIVATIZACIONES

Las fusiones, adquisiciones y privatizaciones de empresas han cobrado relevancia en la actualidad por la magnitud que han alcanzado las operaciones y todo lo que eso implica. El fenómeno tiene lugar en todos los sectores de la economía y de las finanzas. En este artículo se ofrece una breve caracterización de estas operaciones en el sector financiero.

FUSIONES

Unión de dos o más empresas jurídicamente independientes que deciden unir sus patrimonios y formar una nueva sociedad donde desarrollar su actividad.



ADQUISICIONES

Negociación directa en la que una empresa compra activos o acciones de otra empresa. Los accionistas de la compañía adquirida dejan de ser los propietarios de la misma.



PRIVATIZACIONES

Proceso jurídico-económico, las actividades empresariales son transferidas del sector público al sector privado.



FORMAS BÁSICAS DE ADQUISICIONES

Adquisiciones de Acciones

Comprar las acciones con derecho de voto entregando a cambio efectivo, acciones de capital y otros valores.



Adquisición de activos

Implican la transferencia de títulos de propiedad. Los procedimientos pueden resultar costosos.



Fusión por Incorporación

Cuando dos o más Instituciones existentes se reúnen para constituir una institución de nueva creación, originando la extinción de la personalidad jurídica de las instituciones incorporadas y la transmisión a título universal de sus patrimonios a la nueva sociedad.



Fusión por Absorción

Una o más instituciones son absorbidas por otra institución existente, originando la extinción de la personalidad jurídica de las instituciones absorbidas y donde la institución absorbente asume a título universal de sus patrimonios a la nueva sociedad.

SINERGIA DE UNA ADQUISICIÓN

Sinergia

Acción de dos o más causas, cuyo efecto es superior a la suma de los efectos individuales.

Son todas aquellas que incrementan el valor de la adquisición por encima de la suma del valor de las dos empresas independientemente, al lograr:

- ✓ Incrementar la estabilidad de los flujos a futuro.
- ✓ Reducir el riesgo de los flujos a futuro.
- ✓ Creación de oportunidades de crecimiento.

En el mundo empresarial las sinergias pueden surgir en el momento en el que dos o más empresas unen sus esfuerzos para crear valor para sus accionistas.

VALOR DE UNA EMPRESA DESPUÉS DE UNA ADQUISICIÓN

El valor de la empresa se crea por pronósticos de flujos de caja futuros. La parte vendedora no puede saber el valor que le genera la adquisición de la nueva empresa, por lo que pedirá un precio mayor que el valor actual.



RAZONES PARA LA FUSIÓN

- ✓ Economías de escala
- ✓ Economías de integración vertical
- ✓ Modo de emplear fondos excedentes
- ✓ Combinación de recursos complementarios
- ✓ Eliminación de ineficiencia
- ✓ Consideraciones fiscales



VALUACIÓN DE EMPRESAS

Es un proceso utilizado con mayor frecuencia por inversionistas o empresarios para conocer el valor real de las acciones de una empresa en particular, mediante este proceso se estima el valor en perpetuidad de una empresa a través del tiempo conforme su comportamiento histórico.



EL VAN DE UNA FUSIÓN

Valor Actual Neto (VAN)

Es un procedimiento que permite calcular el valor presente de un proyecto de inversión, el financiamiento, la estructura de capital y las decisiones financieras.

- El cálculo del costo de capital se determina de la misma manera que se utiliza, en cualquier proyecto de inversión.
- Se calcula el valor actual neto con los datos anteriores y se compara con los valores actuales netos de cada una de las empresas.

Los accionistas de A consiguen 10 millones. Comenzan con una empresa de un VAN = 200 millones. Pagan 65 millones en efectivo a los accionistas de B y acaban con una empresa de 275 millones. Por lo tanto su ganancia neta es de: $VAN = \text{riqueza de la fusión} - \text{riqueza con la fusión} - \text{IVAAB} - \text{pérdida} - \text{VAN A} = (275 - 65) - 200 = +10 \text{ millones}$

Privatizaciones

Total o parcial

La privatización supone el paso de un bien o una empresa del sector público, administrado por el Estado, bajo condiciones de protección y de interés social, al sector privado, motivado principalmente por el lucro.

Ventajas

- ✓ Las empresas incrementan su rentabilidad
- ✓ Aumenta la inversión
- ✓ Reducción del endeudamiento
- ✓ Incrementan los dividendos
- ✓ Incrementa la producción y el empleo



Compras Apalancadas

Compra apalancada (leveraged buy-out (LBO)) o compra financiada por terceros: adquisición de una empresa con la ayuda de una gran parte de capital externo para alcanzar la suma necesaria. Como garantía o "apalancamiento".

Las fusiones, adquisiciones y privatizaciones son positivas cuando constituyen una estrategia eficiente de crecimiento para las instituciones; contribuyen a la estabilidad del sistema financiero propiciando la absorción o liquidación de instituciones débiles y problemáticas, mejorando el acceso a nuevas fuentes de recursos y mercados.

Referencias Bibliográficas

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América Latina y desarrollo económico. Estructura, inserción externa y sociedad Eugenia Correa, Antonio Palazuelos, José Déniz, 2009-10-05 Durante las últimas décadas se han producido grandes transformaciones económicas y sociales en América Latina En muchos aspectos la región presenta una situación muy distinta a la que existía tiempo atrás y se observa también un mejor desempeño de los indicadores macroeconómicos después de los graves episodios de inestabilidad y de crisis financieras que vivieron muchos países

Contabilidad de Sociedades María Del Rosario Álvarez Rocha, José Antonio Morales Castro, 2014-10-21 En la Contabilidad de Sociedades se produce la información financiera que muestra los efectos que deben registrarse en los estados financieros como consecuencia del comportamiento de una sociedad determinada que resulta de un proceso de apertura fusión liquidación transformación consolidación o que adopta mecanismos de negocios específicos como es el caso de la franquicia Esta información financiera está enmarcada en las NIF y los aspectos legales que guían los procesos de funcionamiento de las sociedades Dentro de los procesos que desarrollan las sociedades por ejemplo la disolución y la liquidación se dicen que son dos etapas que se presentan de manera separada

Globalización y políticas macroeconómicas Celia Barbato de Silva, Daniel Chudnovsky, 2001 **Governing under Stress** Marjorie Griffin

Cohen, Stephen Clarkson, 2008-02-29 This volume is the first work to emerge from a major international comparative research project exploring the political economy of globalization This interdisciplinary team of scholars is focusing on the semi periphery of world power Whether defined in social cultural economic or simply spatial terms semi peripheral countries share two qualities they are conscious of their subordination to the hegemonic powers at the centre of the global system the United States and the European Union they are also strong enough to have some ability to resist their domination The structural position of these middle powers in global capitalism is unlike those countries at the centre that do not experience domination and different from those Third World countries on the periphery that have no means to achieve more cultural and political autonomy more distinctive and diversified development or greater social equity and better income redistribution Four countries in North America Central America Europe and the Antipodes namely Canada Mexico Norway and Australia have been selected in order to explore the complexities of globalization from the perspective of the semi periphery Opening chapters examine the international institutions including the North America Free Trade Agreement the World Trade Organization and the European Union which now amount to a quasi constitutional conditioning framework for middle powers under globalization In the second part contributors detail the pressures with which these countries have to cope and consider their ability to pursue policies appropriate to the needs and democratically defined goals of each And in the concluding part

after discussing the new economic political and social issues of governing under stress they appraise the possibilities for middle powers to chart distinctive national courses in the face of globalization s constraining challenge **Zeitschrift**

Marxistische Erneuerung ,2001 **Revista de la CEPAL.** ,2004 *Informe sobre la privatización de los bancos comerciales, transformación del fondo de crédito agropecuario y liquidación de BANDAGRO* , *Contracorriente* ,1996

La internacionalización de la economía española hacia América Latina Angeles Sánchez Díez,2002 La reciente presencia de capitales productivos en los sectores de telecomunicaciones energ a y sistema financiero en Am rica Latina responde a la coincidencia temporal registrada entre los cambios estructurales en Espa a y en Am rica Latina Los primeros **Der Mercosur in der Weltökonomie** Ingo Malcher,2005 Der Mercosur ist das wichtigste und groate Freihandelsprojekt in Sudamerika Sein Ziel ist der Aufbau einer Freihandelszone und die spatere Schaffung eines gemeinsamen Marktes in Sudamerika In seinen Auaenbeziehungen verhandelt der Mercosur mit der EU über die Bildung einer biregionalen Freihandelszone und mit den USA über die Bildung einer panamerikanischen Freihandelszone von Alaska bis Feuerland Der Autor untersucht in seiner Studie was der Prozess der neoliberalen Globalisierung der Weltwirtschaft für die Regionalisierungsstrategie des Mercosur bedeutet und über welche Möglichkeiten das Handelsbündnis verfügt zwischen den beiden Groamächten EU und USA ein eigenständiges Entwicklungsmodell zu errichten Informe MERCOSUR número 3 : julio-diciembre 1997 (Subregional Integration Report Series MERCOSUR = Informes Subregionales de Integración MERCOSUR = Série Informes Subregionais de Integração MERCOSUL; 3) , *ALCA--procesos de integración y regionalización en América* Gregorio Vidal,2006 *Globalización neoliberal y reconfiguración capitalista en Colombia* Velásquez Forero, Augusto,2017-04-15 La globalizaci n como proyecto internacional del capitalismo contiene nuevas formas de poder que ya se est n desarrollando en los Estados Unidos Europa y Jap n imperialismo colectivo mientras en los pa ses tercermundistas hasta ahora se est tratando de entrar en la nueva ola del lenguaje econ mico y pol tico que va a dominar los Estados nacionales y los mercados en el siglo XXI En este sentido la sociedad colombiana no es ajena a las nuevas transformaciones del mundo moderno y postmoderno porque el principal desaf o de la globalizaci n es la integraci n de los pa ses preif ricos a los grandes bloques interregionales como alternativa para poder regular las transacciones comerciales con el resto del mundo Dentro de este escenario global surgen nuevas estructuras de poder y las viejas formas de dominaci n se a ejan y se osifican para dar paso a una fragmentaci n de poderes y nunca antes pensados por la rita del capital financiero La lucha del proletariado o de clases como se le llam en dec das anteriores empieza a perder fuerza para trascender a escenarios como el del poder de la informaci n el poder de la electr nica la soberan a del mercado el choque entre culturas la corresponsabilidad internacional nuevas geograf as econ micas territorializaci n de la vida econ mica el cambio de paradigmas sociopol ticos la conquista de otras alturas en los poderes econ micos la rob tica y el nuevo imperio de la burocracia mundial Mundialización, transnacionalización y subdesarrollo Gregorio Vidal,Red de Estudios sobre el

Desarrollo Celso Furtado. Conferencia Internacional,2001 **Critical Essays on the Privatisation Experience** Philip Arestis,Malcolm Sawyer,2009 An addition to the International Papers in Political Economy Series this edited work offers new developments in economic policy and theory The experiences of privatisation and private finance initiatives are looked at in detail Trayectorias ,2005 **Globalización y expansión de las empresas transnacionales** Matías Kulfas,1999 *Iberoamérica* ,1998 **La crisis financiera en Asia Oriental y la economía internacional** Marcelo Ramón Lascano,1998

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