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Chapter 2

Chapter 2 Topic: Corporate Governne The objective in decision-making الما عذان القد الدخذ عرار لازم اجد السف objective : what a firm is trying to accomplish Example: Maximize profit Maximize revenues Maximize shareholders wealth of 9 Minimite risk 9 Minimize Costs / expenses 000000000 Maximize firm value Maximize Stock price الافض دائاً الكذعلى حدف داحد . Corporate Theory free According to corporate theory The goal of a firm could be one of the following. (1) Haximize Firm Value (Least restrictive) @ Maximize shareholders wealth. 3 Maximize stock price (most restrictive) -

Characterestic of a good objective. D clear and unambiguons de lisis zolo 2 measurable o-lieudité (3) should not create casts to groups or entities ما يريد الإراد المرا المرى في المجمع . مان الدخان محتر بالرجمة السركة لما يكون هدفها Ties to maximize profit تعظم قدة العركة. - tiao D'Haximize firm value (least restrictive) This objective can be justified if the following assumptions hold : a. Nosocial Cost, and if there is any it can be traced back to the firm لد يوجد تكاليف اجتاعية ماذا وجدت مع ارجاعه الل الم مع الم b. No Conflict of interest between stockholders and managers (agency problem)

(2) Maximize shareholders wealth This objective can be justified if the following assumptions hold: atb Orisdo C) NO Conflict of interest between bondholders & Stock holders Sources of capital equity debt (bond) (stocks) be 1 (3) Maximize stock price (most restrective) This objective Can be justifical if the following assumptions hold: a + b + Call banks timb whowen a (D) Financal markets are efficient and investors are rational

1. Relationship between managers and stockholders Theory : Managers work for the best interest of shareholder. because they fear being finted or replaced by shareholders Ubting in the annual general meeting (AGM) or by the board of directors (BOD) * Two Hechanisms that should discipline monagment: @ AGH [] ما برد حو على الد حتاع متو يدى الستنس (b) BOD المن اتعل تكاليف واخل passive is in it 3 " a integal qu' Little Reality: Stock holders have little control over the is Alusi Cities firms, managers put their interest first. ees, cispilde and The annual general meeting failed to discipline managmen For the following reasons : I) Junolity Stock holders usually don't attend the meetings because they feel they Cannot make a 22222 عادة لا يدغر مساطوا الاثلة الاجماع لا نم ستون ا نم . eliffe rence . @ It does not make financel sense to do so. الم في المناطق من المناحية المالية الفكام بنين -3) They about fill their proxies a l'aleque qu'

(4) passive investors (financed institutions) Usually vote with their feel. Board of directors has failed to displine management for the following seasons : () Most of the directors don't spend enough time on board because they sit on other boards the public de sel persone I 2) اعدل الأنم علمون في باس افرى. ويون الجري . (2) اعدل الأنم علمون في باس افرى. (3) Inside directors and even independent directors have العدي من الدا ip standices reality some relation with the CEO. CEO & addition of a considered and a c (4) Directors usually own small stakes of equity Ensurer and (They don't care about the stock price) Levie Man (5) CEO / Chairman duality als and and ex CEO الددارة . ازدراجة الرئي الشبع TI AGM (Z) BOD 3) powerless ness of stockholders (ownership structure) a voting right: single class us multiple clases of Shales من في والات عال فنات متعدد من الاس

of which of 12209 plus Luchum) active investo المالة المؤ Meetge and P (b) founder / owner Opassive investors VS. active investors (1) Stockholders with competing interests (ex: goverment / employees) avipil dellapped (e) Corporate Cross holdings (pyramid structure) المقامة الما المقتيات المتعاجمة لاركان Consequences à () fighting hostile takeovers via green mail, golden parachute or poison pills as Linal ceres 030 mil allow on CEto at اذا شركة A التحلي على منوكة B ف EE ف رح يحسر شغله . green mail : the manager will buy the stocks at a price even higher than the price offered by the acquirer with stockholders money in order re not be lose his /her job. لدينتري العديم الالمس بسعو اعلى من السعر 3 الذي يعرفه المنترك مع اموال المساهين حتى لا يفقد وظنفت

8 They they the ad at any any or MIL في حالة الا فتحواذ golden parachute: allows the manager to receive a certain amount of money in Case of a take over. poison pills: making the company unattractive to take over (difficult and Castly to be acquired) صل الندكة عد جدابة للالتحداد (مذ المعد دالمكلف الحول) (2) Anti takeover amendments osures as a contraction تعديلات مكافحة الانتيلاء Slock aughter have the same objective as green mail and poison pills. They require the consent of the stockholders to be instituteel. Ex: super majority amendment -> to takeover a firm that adopts this amendment, an acquier has to acquire more than 51%. That would normally be للانتخاذ على نسركة تش هذا المتعدل ايجه ان يجعل required to gain Contre العصول ab 1 de (3) paying too much on acquisitions (over paying in Case of a take over)

الحلول How to reduce the agency problem ? D Hake managers think like stockholders by having equity stakes in the firm we will be she will do so ex: Stock compensation with long - term liquidation Condition. معرج المعرون مع حالة التعنية على الحدى الرجولي. @ More effective BoD a - smaller BoD BOD pol b-fewer insiders C - limited number of directorships. abul alle appendences d - Directors are increasingly compensied who be were as a e-more director are selected by a nominating employed with the cero lucio with the cero committee and not by the cero f- Alead director must be appointed in Case of ما تحديد الدخي الربي في حالة الازد المية ... 9- The CEO must be evaluated on annual basis. يسب تقيم الدنس المستنين على السب سول

(3) Increase sharholders power by promoting activism, having single class shares, more updated information and having the major stockholder part وارة قدة للسلمين من خلال تترين الن عالم المثلاث. tunpagement . الممم فنة والجوز ، ومتريد من المعلومات المحدثة وجعل المراهم الرين جرًّ من (4) Haintain the threat of a takeover as a disciplinary mechanism of que it ants shall be and de basi 2. Relation ship between bondholders and stackholders Stondtholder uno de Stadk des anne Theory: The leaders of the firm are fully protected from expropriation pu Stockholders. تعطط المنوكة محصون مالكامل فنا مطادرة الملكية من عمر molub Reality: Bondholders are raren actuantage of in three ways (mainly due to the differences) in Cash flow rights -> Creditors have Priority Claim on assets and income. In addition, bandholders don't share in the upside of the project but they bear significant Cost if the firm fails)

الانتراك للناع الم a. Investing in risky assets (projects) b. Additional borrowing) probability of default risk increase, when debt ratio increasics, total debts Debt bond rating drops, the price total cussel ratio of the bond falls to reflect higher default risk. C. Additional dividered payment) Cash available to repay debt decreases) Debt is more risky. Stock prices will increase while bond price will decrease. Consequences : to stockholders; wealth transfer from bandholders This can also affect the firms reputation . Elis all is soil was is it is قَلْ المحمد الغ تنوا بسط ال Remedies & T) Covenants & restrictions placed on the issuer to protect the bondholders. deballs me al de appell suil * Debt covenants that restrict the firms investment, dividend and additional dept policies. تعمان الدون الى تعسامتها والركة مسيل وادبح الاحم والدعية الاطافة

المحمد فالمعانية في النال القابلة لاي ا 3 Become shareholders Via Convertible bords putable bonds 3) pour de band gestations bandhelbers gives the bondholders the right to put the bond back to the issure at par 12 1 وحم علة المنان الحق في المارة السند إلى الاصدار على مم 1 3) Relationship between the firm and the finacial Hartets: Theory & managers of the firm do not mislead or lie to the markets about the firms future prospectors, investors are rational and are able to assess all information and thus the prices reflect the true value of the companies. Reality: (1) Information problem & prices are based on public and private information. Sometimes. Information is debyed specially when it is bad new or the information Can be misleading @ Market problem: inefficent market) overreacting when bad news or good news are announced 心业 \Rightarrow

لا يوهد جمان جان لدم السوف للسكون تقد يماً عير متعيز للقية المحيَّق ild no Consequences : up quarantee that the market pike will be un biased estimate of the true value and get it have a lieve lice the area the area Remedies : 1. Improve the quality of information either by law or by creating a market for information though (analysts.) 2. Enhance the efficiency of the market by lowering the trading cost, free access to information and investors earning rewards when they invest in good stocks and they pay the price when they invest in bad stocks [4] Relationship between the firm and the Society. Theory No social cost and if there is any it cam be ignored or traced back to the firm. لما ينحقه ما بناحق المرد بحدا واذا بعما الحمنا الحرد بدنا لذفع ل توجد تكلفة إ فيتعية واذا كان حنان إي في تجاحلها أو ارجاعها إلى النركة

قد تكرنالتكالنا الالاعد كعت ولكن لاعمن ارجاعا لتركة . حناك معضلة اخلاقة , تعظم قلمة الشركة فتابل المجلحة الادمع للح Reality & Social Costs Could be Considerable but Cannot be traced to the firm. There is always an ethical dilemma, maximizing firm Value Vs broader interest of society. Consequences : Society pays a high price while Socially irresponsible firms maximize their value. لدفع المجقع فمناً بإهط بينها الشركات غير المعدق الجاعية تزيد ترج تها Remedies : 1) laws 1 Leilui @ Customers boy cotting the products of well an indice the firms that are socially irresponsible is inter you doil used (3) Investors bay cotting the stocks / bonds of / Die multiceptie Firms that are not acting socially well ist las in all as in (4) Marke it an economic interest to firm to be a me usi good Citizen is il as to be a la citizen is it is the last Usup Tiploo