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The Effect of A Holistic Merger and Acquisition Capability Framework on Value-Based Financial Performance of Banks in Ghana

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Abstract

The purpose of the study was to investigate the effect of a holistic merger and acquisition capability framework on value-based financial performance of banks in Ghana. The study used a judgmental sampling technique to select four (4) fully licensed and operational commercial banks in Ghana. Multiple regression is used in showing linear relationship between holistic merger and acquisition capability framework (proxied by merger and acquisition motives, pre-merger and acquisition capability strategies, post-merger and acquisition integration capability strategies and managerial competence) and Value-based financial performance (proxied by economic value added; market value-added and cash value-added). The study accepts the null hypothesis that there is a strong positive relationship between holistic merger and acquisition capability framework and EVA, MVA and CVA. It reveals the interdependence of the M&A motives, pre-M&A success capability strategies, post-M&A integration capability strategies and managerial competence on shareholder value maximisation. The findings of the study will enable the passing of a legislation that will compel all managers to be saddled with shareholders' interest when deciding on any investment activity or financial policy. The government and regulatory authorities should ensure that banks improve upon their reporting framework by disclosing all current and noncurrent assets and liabilities.

Keywords: M&A Motives, Pre-M&A Success Capability Strategies, Post-M&A Integration Capability Strategies, Managerial Competence, Value-Based Financial Performance

Introduction

Albeit several studies have been conducted on M&As, the conclusions differ from various authors (Gatsi & Agbenu, 2006; Huang, 2010; Marfo and Agyei, 2013; Aggarwal & Singh, 2015). The results of some studies have concluded that there exists a positive relationship between M&A and firm performance. Other studies also concluded that M&A harm a firm's performance (Beena, 2006; Akhtar & Iqbal, 2014). Notwithstanding these contradictions in

findings, most of these studies focused on businesses operating in different industries in the developed world. Although the Ghanaian Banking Sector has had its fair share of the M&A cake, few studies focused on the value-based corporate financial performance of these M&As. These include the analysis by Barnor and Twumwaah (2015), on the post-M&A financial performance of Ecobank Ghana –The Trust Bank Takeover and UT Financial Services – BPI Merger. The paper examined the post-acquisition performance of banks proxied by traditional accounting measures such as Return on Equity (ROE) of the acquiring bank. Buadee (2015) also assessed Intercontinental Bank Ghana Limited's takeover by Access Bank Ghana Limited (ABG) and its impact on Access Bank Ghana Limited's financial performance. The author also relied chiefly on traditional accounting measures in assessing post-M&A financial performance. Agyapong (2015) also carried out a study that aimed to evaluate Bank of Africa's performance after acquiring Amalgamated Bank. The study employed financial ratios such as profitability, liquidity and financial leverage. All the above authors relied on traditional accounting measures that do not correlate with value creation or shareholders wealth.

The effect of holistic M&A capability framework on the value-based financial performance (Economic Value Added, Market Value Added, and Cash Value Added) is novel in the Ghanaian context. The difficulty of making M&As succeed has been traced back to several causes, including inappropriate merger and acquisition motives, lack of pre-acquisition evaluation, improper management of post-acquisition integration and lack of managerial competence. These four concepts form the holistic merger and acquisition framework adopted for the study. An important post-merger issue within the extensive M&A research reflects on the post-merger integration process. From a practical perspective, the effectiveness of integration (which depends on strategic capability, communication capability, structural capability, organizational capability, project management capability, and IT capability of the acquirer) should be crucial tools to influence the M&A performance positively. Paradoxically, the vast body of M&A literature largely neglected this research field (Homburg and Bucerius, 2006, p. 347). Therefore, further research is required to deepen the understanding of the effect of post-M&A integration capability on the performance of M&A. The present study intends to examine the impact of post-M&A integration capability strategies (strategic capability, communication capability, structural capability, organizational capability, project management capability and IT capability) on M&A success.

In general, the role of pre-M&A success capability strategies in the implementation phase's success has not been the subject of extensive research (Schweiger and Goulet, 2000). Calls have been made for more research into its effect on the acquisition process. The process perspective on acquisitions introduced the need to consider the importance of pre-acquisition issues in M&A such as Purpose (Putting Strategy to Work), Partner (Search and Selection), Parameters (Defining the Combination) and People (Managing the Dealings). This study seeks to address the effect of these pre-M&A success capability strategies on M&A success regarding improvement in shareholder value.

It is now common knowledge that business organizations exist to increase shareholders' wealth; hence, the appointment of competent managers to oversee the day-to-day running of the business to bring shareholders' goals to reality. However, the performance of most organizations dips as a result of ineffective and inefficient management. In recent years, Ghana's banking sector has witnessed an abysmal performance, leading to such banks'

acquisition by highly profitable ones. A case in question is UT Bank and Capital Bank's acquisition by GCB Bank Ltd in August 2017. In August 2018, the Bank of Ghana created the Consolidated Bank Ghana Ltd to takeover five (5) struggling banks in the country which became defunct owing to poor performance. These banks include Unibank, Sovereign Bank, Royal Bank, The Beige Bank, and Construction Bank.

There is a freeze on licensing of new banks and other financial institutions in a bid to strengthen supervision of the existing financial institutions and ensure efficiency in the banking system (Ghana Banking Survey, 2018). An increase in the minimum capital requirement of existing banks and new entrants from GHS120 million to GHS400 million to develop, strengthen and modernise the financial sector (Ghana Banking Survey, 2018). The licenses of the following banks were revoked due to their inability to improve their capital adequacy and address insolvency challenges: UT Bank Ghana Limited, Capital Bank Limited, UniBank Ghana Limited, The Royal Bank Limited, Beige Bank Limited, Sovereign Bank Limited, and Construction Bank Limited (Ghana Banking Survey, 2018). Ghana capital market experience bearish conditions and banks which struggled to raise the capital needed to meet the regulator's requirements resorted to business combination (M&As) since they could not inject fresh capital or capitalise their reserves (Ghana Banking Survey, 2018). Fraud cases recorded in the banking sector were 2,311 and 2,670 and the reported value of fraud were GHS 15.51 million and GHS 1.0 billion in 2019 and 2020 respectively (Banks and SDI Fraud Report (2020)). Losses incurred as a result of fraud for 2020 stands at GHS 25.40 million, relative to a loss of GHS 33.44 million in 2019 (Banks and SDI Fraud Report, 2020). This phenomenon has opened the flood gate for most stakeholders to question the managerial competence of the heads of these defunct banks. Should the poor performance of these banks be blamed on the incompetence of the managers? Is it fair to say that these five (5) defunct banks lacked the managerial competence to turn the wheel of fortune of these banks to their owners' admiration? If these banks' heads were competent, would it have reflected positively on their respective banks' value-based performance?

While it is common knowledge that managerial competencies are cardinal to banks' success if they desire to gain sustained competitive advantage, there is limited evidence of managerial competency awareness, benefit, practice, and effect on banking performance. Preston (2008) believes that managerial competencies provide a benchmark for comparing actual and desired performance. Competent employees' contribute heavily to the attainment of organizational objectives, mission and goals (Krajcovicova, 2012; Fatoki, 2014).

Performance depends on various success pointers of an organizational and management character (Gorgievski et al., 2014). However, few studies conducted on banking performance only observed the corporate character exposing firm characteristics as the basis for a bank's inability to expand (Chimucheka, 2012; Fatoki, 2014; Mazzarol, 2015). The studies downplayed the management characteristic. Therefore, this study will adopt the management characteristic effect on banking performance. Managerial competencies necessary for bank growth are enumerated to enable management to adopt, adapt, and exploit new technology and business practices that improve banks' performance in Ghana.

Performance is a multidimensional spectacle which contains various criteria of a financial and non-financial character (Gorgievski et al., 2014). Managerial competencies form the non-

financial nature of investigating banking performance. Conversely, existing literature focused on individual competencies not combined managerial competencies (Chang & Tharenou, 2008; Rogerson, 2008). Hence, this research will merge all the competencies to provide a wholly conclusive competency benchmark tool for banks to increase economic value-added, market value added and cash value added of listed banks in Ghana.

It is imperative to opt for the right metric (the Value-Based Corporate Performance) that aids banks' measurement progress in meeting their strategic goal – creating and maximizing shareholder value. According to Sharma and Kumar (2012), the Value-Based Corporate Financial Performance (VBCFP) appears the framework for enhancing shareholder value or wealth. The Value-Based Corporate Performance can represent the framework for value enhancement that will guide management decision process in terms of financial planning, monitoring and controlling. Traditional performance metrics such as rate of return, shareholders' profit, earning per share, market capitalization, and price-earnings ratio have inherent problems. Balance Sheet based measures are prone to accounting anomalies that generally measure notional profit, whereas market-driven measures are prone to volatility. Addressing these deficiencies calls for a mix and match measure that incorporates a market value of the company. Moreover, it should be a real measure of its financial performance extracted from its financial statements.

In assessing the post-M&A performance of the banks under review, this study employs value-based financial performance such as Economic Value Added (EVA), Market Value Added (MVA) and Cash Value Added (CVA). This approach is unique and the first of its kind in a Ghanaian context since all the previous post-M&A performance assessment hinged on traditional accounting measures. Conventional accounting measures such as net profit margin, earning per share, return on assets and equity (ROA, ROE), return on equity (ROE), and return on capital employed (ROCE) do not reflect the economic returns of a firm. The reason is that they are based on assets' value that is influenced by inflation or other factors. These accounting measures have been criticized as performance indicators that can create shareholders wealth because they reflect historical situation having a limited relevance in anticipating the future evolution, not determining the reasons of registering high or low performance of a company (Aloy and Alfred, 2014).

The economic indicators constitute a step forward because they consider the risk component of mergers and acquisitions. The operating profit so reported is compared with the weighted average cost of capital (WACC) to measure its value. EVA, MVA and CVA will reflect the economic returns that accrue to the acquirer after the merger or acquisition. EVA, MVA and CVA are performance measure that reflects shareholder's wealth and responsive to the actions of the managers of the merged firms. Shareholder value is considered an essential measure of post-acquisition organisational performance. It reflects the quantum of incremental value the acquirer firms generate for shareholders after accounting for its operation cost, including capital cost. The motivation of this study, therefore, is to find out whether the outcome of the selected M&A deals in the Ghanaian banking industry has been "Value conserved", "Value created" or "Value destroyed" with regards to shareholders. Managers to be well-informed about the best financial decision and appropriate M&A strategies (merger motives; pre and post-M&A success factors and managerial competencies) required to improve the banks' performance and shareholders' wealth.

Review of Related Literature and Conceptual Framework

Mergers and Acquisition (M&A) Concepts

Moctar and Xiaofang (2014) thus defined a merger as combining two or more companies into one larger organization. Such actions are ordinarily intentional and lead to a new company name (often combining the original organizations' names). Similarly, Marfo and Agyei (2013) defined a merger as an arrangement whereby the asset of two organizations are controlled by a single entity (which may or may not be one of the original two companies), which has all or substantially all, the shareholders of the two companies. Gupta (2015) also argued that a merger is the amalgamation of two firms. Only one firm survives, and the merged firms cease to exist. The acquiring company takes control of the assets and liabilities of the merged company. In the same vein, Gupta (2015) defines a merger as 'a combination of two or more corporations in which only one corporation survives.

An acquisition is the 'takeover of one company's ownership and management control by another' (Coyle, 2000). The acquiring entity buys an asset such as 'plant, a division or even an entire company' (Sherman & Hart, 2006). An acquisition can be described as a purchase of a corporation by another (Capron, 1999; Coyle, 2000; Miller, 2008). Besides, acquisition usually occurs when a stronger company purchases a weaker one (Coyle, 2000). An acquisition is the purchase of shares or assets of another company to achieve a managerial influence and control (European Central Bank, 2000; Chen and Findlay, 2003), not necessarily by mutual agreement (Jagersma, 2005). An acquisition is an activity where the acquiring entity assumes ownership of the target entity, a legal subsidiary of another firm's selected assets (DePamphilis, 2014). This may involve the purchase of another firm's assets or stock (DePamphilis, 2011).

Holistic Mergers and Acquisition Capability Framework

Holistic M&A Capability Framework is a concept about managing all the processes involved in M&As simultaneously. Holistic M&A Capability Framework involves a methodology where the various activities and principles that can affect the success of an M&A deal are considered holistically, rather than independently. This study considers four main components that make up the holistic M&A capability framework:

Merger and Acquisition Motives

There is not one grounded theory for M&As because this phenomenon covers all aspects of the firm (Glaister and Ahammad, 2010).

Efficiency Gain Theory: To achieve efficiency through economies of scale; improve technical competence and increase efficiency of management; gain access to better and greater resources; gain higher revenue by selling services to greater set of customers; develop new products/service (Wolfe et al., 2011; Weston et al., 2010). Management of a more efficient acquiring firm can bring up the level of efficiency of the acquired firm, providing both social and private gain. Significant motives for M&As in the banking sector include the desire of CEO to gain efficiency improvements (Humphrey & Vale, 2004) through economies of scale (Sufian, 2011). However, at the same time, Sufian (2011) asserts that the main benefit of M&A in the banking sector is economies of scope.

Synergy Gain Theory: firm's value after the combination is greater than the individual firms' values operating separately. Reduce fixed cost and gain better access to capital markets (Daniya et al., 2016; Smirnova, 2014; Antoniadis et al., 2014; Wadhwa and Syamala, 2015).

Financial Synergy Theory: to obtain tax benefits; reduce bankruptcy risk; to increase size to access cheaper capital; to enjoy financial economies of scale and to establish internal capital market (Li and Pan, 2013, Wang and Moini, 2012). Financial synergy reduces the cost of capital, benefit from coinsurance effect, lower flotation and transaction costs. Obtain unused net operating losses and tax credits, asset write-ups, and substitute tax gains for ordinary income.

Market Power Theory: to enable faster entry to markets; reduce the number of competitors; raise entry barriers; increase customer base and market position (Gohlich, 2012; Sarpong-Kumankoma et al., 2017). Increase market share to improve the ability to set prices above competitive levels

Pre-emptive and Defensive Theory: To prevent the target from being acquired by a competitor outside the industry. Elimination of a significant competitor in the industry (Fridolfsson and Stennek, 2005)

Disciplinary Takeovers Theory: Desiring control to replace incompetent management or force existing management to follow the profit maximization strategy (Kumar and Rajib, 2007; Weston et al., 2010). Mergers serve as a means of providing discipline to the managerial markets where the only way to get rid of inept management is through taking over the company

Empire Building Theory: managers desire for personal growth, power, prestige, and decrease their employment risk (Seth et al., 2000; Ravenscraft and Scherer, 2011). Increase the size of the company to increase the power and the pay of the managers. Significant motives for M&As in the banking sector include the desire of CEO to gain more power and growth opportunities (Kingston University, 2007),

Hubris Hypothesis Theory: managers believe and are confident in their managerial abilities to better manage other firms (Kumar and Rajib, 2007; Deo, 2012; Seth et al., 2000). Acquirer believe their valuation of target more accurately than the market's causing them to overpay by estimating synergy.

Solving (or Avoiding) Banking Crises: to avoid the tendencies of bankruptcy and consequent liquidation, prevent the collapse of other banks and to respond to pressure from stakeholders (Croson et al., 2004; Bruner, 2004; Coyle, 2000).

Pre-M&A Success Capability Strategies

According to Marks and Mirvis (2001), the pre-M&A phase consists of four success factors: Purpose, Partner, parameters and people.

Purpose: Putting Strategy to Work

In a combination, the strategic synergies should lead to a set of decisions in the pre-M&A phase on the deal's intentions, rationale, and criteria. They guide eventual action for excavating sources of effective combination.

Strategic Intent: well-defined direction for increased growth, profitability, market penetration in existing business (Vernersson, 2006)

Clear Criteria: criteria for assessing financial position, product market position, competitive environment, management capabilities and corporate culture (Hill and Jones, 2000).

Partner: Search and Selection

Choice and Evaluation of Strategic Partner

The very first step in the M&A process is for the acquiring firm to choose a strategic partner. At this point, the acquiring firm has to evaluate the potential strategic partner's strength and weaknesses, requirements for future investments, quality in management, and if any barriers for implementation exists (Gomes et al., 2013). Strategic fit and organizational and cultural differences are important factors between bidding and target companies when implementing due diligence (Gleich, et al., 2010). Size Mismatches: relative size of merging parties plays an important role in M&A success (Angwin et al., 2013)

Accumulated Experience on M&As and observational learning

A high number of M&As can be seen as unsuccessful based on a lower performance than expected (Seldeslachts, 2011). However, organizations with previous acquisition experience(s) have achieved a successful outcome more often than organizations without previous acquisitions experiences (Heleblan & Finkelstein, 1999).

Measures of a more successful outcome for organizations with previous acquisition experience have been a more effective integration process, and greater synergy between the two organizations return on assets (Heleblan & Finkelstein, 1999). Acquisition experience is also crucial for helping managers avoid poor decisions when they want growth through acquisition (Kim et al., 2011). Experience in M&A can increase managers' knowledge about evaluating risks and values of the target firm. Managers will, therefore, be more able to avoid making poor decisions in terms of paying the right price (Kim et al., 2011). A manager/company can create standardized routines, templates, and checklists based on previous M&A experience with earlier acquisition experiences. Relevant information can be documented and followed to avoid poor decision-making (Kim et a., 2011; Gomes et al., 2013). However, instead of just creating their standardized routines based on earlier experiences, observational learning can enhance a successful outcome (Hora & Klassen, 2013; Gomes et al., 2013). With observational learning, companies examine the environment of successful M&As to identify options and practical solutions. This can be useful to apply and imitate for increasing the firm's chance for success in M&A (Hora & Klassen, 2013). With no earlier acquisition experiences, observational learning can be a crucial strategy for achieving a successful M&A outcome (Gomes et al., 2013). In conclusion, experience in M&A and observational learning is an essential factor for companies to achieve a more incredible M&A outcome. This will help the whole M&A process.

Courtship Period:

According to Gomes et al. (2013), a courtship period, when the different companies can spend time getting to know each other before a merger, can either enhance or thwart the merger process. During this period, parties agree on the implementation process of the M&A. The courtship period is when two companies "get to know each other" before taking the big decision to merge (Gomes et al., 2013). Building a relationship before deciding to merge can help both companies understand each other's informational asymmetry, financial and strategic fit, and the culture at the other company and cultural fit (Gomes et al., 2013). Moreover, it is important to trust each other, build confidence, and avoid future conflicts based on lack of mutual knowledge (Gomes et al., 2013). The courtship period can be seen as a due diligence supplement to get more comprehensive knowledge about the other company. Furthermore, the courtship period is essential for companies to facilitate future negotiations and collaboration to ease M&A integration.

Size Mismatches

Size matching or size mismatching between organizations play an essential role in M&A outcome when choosing a strategic partner. Similarities between the companies' relative sizes that choose to partner up seem to play an essential role in a successful merger (Angwin et al. 2013). Small firms acquiring small or large firms have been proved to succeed far better than a large firm acquiring a small firm (Moeller et al., 2003). A reason for differences in performance is that larger firms often pay larger premiums for acquisitions than small firms. Therefore, the large firm will have a negative synergy gain when entering the acquisition (Moeller et al., 2003). Another reason for under-performance, when a large firm acquires a small firm, is that each organization struggles for dominance. It can lead to difficulty assimilating the two organizations into one combined organization (Gomes et al., 2013). However, Moeller et al. (2003) point out that acquiring substantial firms compared to the acquirer's firm size can also result in underperformance. Furthermore, a similar organizational firm size between buying and target firms perform better. However, with mismatches between organization sizes, it is proved that smaller firms acquiring larger firms are preferable than large firms acquiring small firms (Gomes et al., 2013).

Due Diligence

Financial due diligence involves critically examining the target legal company's historical, current and prospective operating result as disclosed/discharged/obtained from the following sources:

- a) Audited financial statements.
- b) Unaudited financial information
- c) Financial information with stock exchanges and regulators regulation
- d) Tax returns
- e) Cash flow statements.

According to Davie (2012), legal due diligence ensures that (a) the company has been validly formed and exists, (b) the acquiring entity has an accurate understanding of the company's ownership, rights of the different owners and the target's management, (c) the acquiring entity is abreast with pending or possible future litigations, (d) the current insurance is satisfactory, and (e) the target entity has complied with all applicable laws and regulations.

Financial, Legal and Operational Due Diligence (Angwin, 2001; Stachowicz-Stanusch, 2009; Angwin, 2007).

Operational due diligence involves ensuring that the business functions as the acquirer expects after the acquisition. In the hands of the seller, the business may generate a considerable profit; however, upon transfer, profitability may be impaired due to Key employees quitting, key contracts being non-assignable and subsequently terminated upon the business's sale or go into default.

Operational due diligence includes investigating the target's intellectual property, production, sales and marketing efforts, human resources, and other operational issues. Meaningful generalizations of operational due diligence practice are difficult to make as it varies from the target. Operational due diligence practices involve analysing the information from the following sources:

- i. Newspaper and magazines reporting about the target company
- ii. Available information with trade association's chambers and regulatory bodies.
- iii. Market reports.
- iv. Company journals, brochures and websites.
- v. Gathering inputs from the market, market experts, suppliers and customers
- vi. Interviewing the employees and former employer.

The merging partner or acquiring firm has to appreciate that preparation of any due diligence report is as good as the persons who conduct it, and the correctness of the information gathered.

Parameters: Defining the Combination

According to Roediger (2010, p.79), three different strategic directions can be distinguished: to strengthen the core business, to expand the core business, and to unlock new business areas.

According to Pitkethly et al (2003, p33), the acquired company can remain independent after acquisition (non-integrated companies), the acquiring company can adapt to the acquired company (partially integrated companies) and companies can merge into one organization (totally integrated companies).

People: Managing the Dealings

No matter how informed employees are, they will never feel fully informed, so they will still feel suspicious (Buono and Bowditch, 2003). To avoid uncertainty among the employees prior to M&A, the acquiring company needs to adequately communicate details of the combination to employees (Gomes et al., 2013).

Post-merger and Acquisition Integration Capability Strategies

According to DiGeorgio (2002), the intermediate properties that facilitate post-merger integration success must occur at multiple levels in the organization:

Strategic Capability: Ensuring that the business rationale is clear and widely understood; developing and communicating the new entity's vision, and helping employees understand the deal's benefits (Engelson et al., 2005)

Communication Capability: Effective communication to address the emerging rumours, speculations, insecurities and fears employees may harness post the M&A (Epstein 2004, p177; Roediger, 2010, p63).

Structural Capability: Determining the right team structure and roles, selecting the right people for these roles, and deciding the degree of line management's involvement (Adolph et al., 2001). There should be a steering committee, program office, and a variety of integration teams. (Adolph et al., 2001; Pritchett, 1997)

Project Management Capability: A tailored integration concept must be developed based on: the identified risks, derivation of appropriate measures, and the analysis and evaluation of the business (Epstein, 2004; Gerds & Schewe, 2011)

Organisational Capability: Having the right people in the right position to effectively perform the tasks needed to achieve the new organization's goals (Tetenbaum, 1999). To build the organizational capability, much of the integration teams' work focus on the three Rs: recruitment, retention and rifting (Galpin & Herndon, 2000)

IT Capability: The critical factors of information system integration success include the information system implementation factor and other relevant enterprise integration factors. However, some scholars believe IT integration's risk determines M&A's success or failure (Bailey, 2001).

Managerial Competence

Managerial competencies are a cluster of correlated skills, attitudes and knowledge that affect one's job, which links to performance on the job (Mitchelmore and Rowley, 2010; Nieman and Nieuwenhuizen, 2009). According to Machirori (2012), managerial competencies refer to a set of individual behaviours that must be adopted for the position that the tasks arising from this position competently mastered. Managerial Competency also connotes a set of behaviours that empower employees to exhibit effectiveness over a given performance task in their line of work (Darrol, 2013). Managerial competence is a combination of managerial skills (technical, human and conceptual skills) and conversion of these skills to enhance organizational performance (Dorgan and Dowdy, 2004).

In the holistic domain model of managerial competencies, Hogan and Warrenfetz (2003) posited that all managerial competencies could be categorized into four primary skills: intrapersonal; interpersonal skill; leadership; and business skills. However, two essential skills; career and mentoring, that are important for managerial performance and effectiveness, were ignored in the model. This leaves a competency gap which the extended domain model sought to address by including career success and mentoring skills as competencies for effective managerial performance.

Moreover, the extended holistic-domain model is bereft of two relevant managerial skills (*Customer Value Management Skills and Fraud Risk Management Skills*) that are more akin to maximizing shareholder's wealth. In sum, in addition to their traditional managerial role and leadership responsibilities, managers must see *customer value management skills* and *fraud risk management skills* as part of their responsibility. Extending Yukl's (1989) definition of a

first-class manager as a manager with leadership abilities, in contrast to a routine manager, a first-class manager is one with leadership, customer value management and fraud risk management abilities. Need to emphasize that managers' competencies are relevant only if they add value to shareholders' wealth. The managers' competencies increase the economic value added; market value-added; and the business organization's cash value. This results in a competency gap which the proposed *value-based managerial competence model* seeks to address by including *customer value management skills and fraud risk management skills* as competencies for effective managerial performance and shareholder value maximization. This makes the model more holistic, increase its explanatory richness and power and describe the model as '*value-based model of managerial competencies*'. Thus, '*value-based model of managerial competencies*' comprise business/technical, leadership, interpersonal, intrapersonal, customer value management, and fraud risk management skills. This is what the proposed '*value-based model of managerial competencies*' conceptualizes.

Managers should design activities to identify and develop actions for the business to reduce risks from the actual and potential corporate fraud cases, establishing controls and measures that are preventive, detective and responsive (ACFE, 2015; Alavi, 2016; Boateng & Acquah, 2014; KPMG, 2016). Managers should focus their efforts on customer perceived value (Kelly, J., Cook, C., & Spitzer, D. (1999) Marple and Zimmerman, 1999). Banks must become providers of value, and must do it differently from each other as this skill will permit them to differentiate themselves, improve their results and increase their future possibilities of survival (Callarisa et al., 2012).

Value-Based Financial Performance Measurement Metrics

One crucial limitation of the traditional performance measures is that they seem to have a considerable level of accuracy when measuring short-term financial incidents, but records gross error when tasked with long term effects of the firm's activities. Furthermore, these performance measures do not consider inevitable economic phenomenon such as risks, inflation, interest fluctuations, economic downturns etcetera, which often hit businesses and this is one of the major reasons they fail to reflect the true picture of the financial state and prospects of a firm (Lokanadha and Raghunatha, 2006). The traditional measures lack the ability to offer reliable indication of a firm's future prospects, making it less useful to potential and existing investors as well as other stakeholders of a business.

Their proponents present Value-based financial performance indicators as major improvements than conventional performance measures. Most importantly, by incorporating the company's financial costs into accounting, it is said that they can be used to assess the ability to generate company values (Young & O'Byrne, 2001: 431; Lehn & Makhija, 1997: 35). If the returns from a company's projects exceed its capital expenditure, these projects will reflect current prices and, as a result, shareholder value increases (Grant, 2003: 81). It is also suggested that these value-based measures attempt to overcome the weaknesses and shortcomings of the standard operational measures outlined.

Economic Value Added (EVA)

According to Stewart (1991:73), EVA measures the economic benefits generated by a company. The difference between economic benefits and accounting is the large amount of money charged. In the case of accounting profits, only the cost of credit is included. However, EVA considers the costs of all forms of capital (debt and equity) and compensates all of its

financial providers accordingly. EVA is a residual interest in operating over the fair value of cash opportunity (both debt and equity). The main charge is a very different aspect of EVA. Under normal accounting, many companies seem to make a profit. However, many undermine the number of shareholders because their financial costs consume their profits. EVA rectifies this error by clearly recognizing that when managers rent money, they have to pay it. By taking into account all capital costs, including equity costs, EVA reflects the amount of assets that the entity has created or spent in each reporting period.

$EVA = NOPAT - (WACC \times CE)$ Where:

NOPAT: Total Activity Benefit After Taxes but before financial costs

WACC: Weighted Average Cost of Capital

CE: Capital Employed

Market Value Addition (MVA)

The market value of a company is equal to the market value of its equivalent and the market value of its liability. In theory, this money is what can be "withdrawn" from the company at any time. MVA is the difference between the total market value of companies and the economic capital (Reilly and Brown, 2003). Economic capital is the value invested in a company and is an immovable asset with a total operating value.

$MVA = \text{Company market value} - \text{Invested Capital}$
 $= (\text{MV of Stock} + \text{MV of Debt}) - \text{Total Amount}$

Where $\text{MV of Stock} = \text{Market Money} = \text{Outstanding Shares} \times \text{Stock Price}$

$\text{Credit MV} = \text{Credit Book Amount (as MV rating)}$

$\text{Total Amount} = \text{Total Amount of Credit Card Amount and Equal Amount}$

Value Added Added (CVA)

The Cash Value Added (CVA) ratio is associated with the Boston Consulting Group (BCG) and is considered a combination of EVA and CFROI (Gupta & MacDonald, 2000: 237). Instead of using economic profit figures, however, CVA calculates the flow of excess capital generated over capital expenditure. The scale covers all the benefits of EVA while trying to improve it using cash flow instead of profit calculations (Martin & Petty, 2000:128). A company's CVA is calculated by taking into account the cash flows instead of operating income (as was the case with EVA) and subtracting the total cash flow. To convert NOPAT into functional currency, depreciation and depreciation are added (Martin & Petty, 2000:128). Changes in other long-term liabilities, such as levies and deferred levies, are also added to NOPAT to convert cash inflows (Young & O'Byrne, 2001:441).

Unlike EVA, capital levies are based on the total amount invested and not the remaining amount (Martin & Petty, 2000:141). Therefore, accumulated depreciation is added to the investment.

$CVAt = \text{Effective cash flow} - \text{large cash payment}$
 $= (\text{NOPAT}_t + \text{CVAAdjop}) - [c * x (\text{IC}_{t-1} + \text{AccDepr})]$

Where:

$\text{CVAAdjop} = \text{Depreciation, depreciation and changes in other long-term loans}$

$\text{AccDepr} = \text{Accumulated depreciation.}$

Empirical Literature and Hypothesis Development

M&A Activity and Financial Performance

M&A activity has no significant impact on operational performance of the banks (Kandil & Chowdhury, 2014 and Gattoufi et al., 2014). Banks' revenue efficiency has not significantly improved during the post-merger compared to the pre-merger period (Sufian et al., 2012). M&A deal has a negative effect on the performance of banks (Rao-Nicholson et al., 2016). There is an improvement at cost and profit efficiency after merger and acquisition in US banking sector. Merged banks show more cost efficient than non-merged banks (Al-Sharkas et al., 2007). Profitability, liquidity and financial leverage improved significantly after the acquisition (Agyapong, 2015). Buadee (2015) contends that M&As significantly improve ROE and ROA. M&As significantly improve ROE (Barnor and Twumwaah, 2015). Banks can expand its operations, serve a more extensive customer base, increase profitability, liquidity, and efficiency, but its overall growth and financial illness cannot be solved from mergers of public and private sector banks (Tamragundi, 2016)

Drawing from the aforementioned, the study hypothesized that:

1. **H₀**: Holistic M&A capability framework have a significant positive effect on value-based financial performance of listed acquirer banks in Ghana

M&A Motives

The main motive of M&A in the banking sector is to gain synergy (operating and financial synergy) in the form of reduction in cost or increase in revenue but previous studies reveal inconsistent result (Wadhwa & Syamala, 2015; Weitzel & McCarthy, 2011; Daniya et al., 2016).

M&As in the banking sphere are premised on several intentions: to expand into new markets of both national and international, to exploit strategic opportunities through synergies and convergence of industries, to reduce the number of competitors, to enhance and obtain new integrated knowledge, to combine superior technology, to gain access to better and greater resources, to achieve greater efficiency through economies of scale and scope and to increase market power (Smirnova, 2014; Guo & Yang, 2013; Antoniadis et al., 2014). M&As are made for the purpose of maximizing shareholders wealth (Pinter, 2011). M&As are made for the purpose of improving the quality of portfolio of acquired banks by having larger bank size (Focarelli et al., 2002).

Drawing from the aforementioned, the study hypothesized that:

- a) **H₀**: M&A motives have a significant positive effect on value-based financial performance of listed acquirer banks in Ghana

Pre-M&A Success Capability Strategies

Continuously keeping employees informed during the pre-M&A phase reduces any feelings of threats by group members based on change or adaption of characteristics between the merging firms (Gomes et al., 2013). Acquirers paying too much to acquire a target entity indicates a significant reason for failure in M&A (Gomes et al., 2013), and has been the reason for companies' inability to fulfil expected value creation (Törnell & Lindén, 2013). A large mismatch between administrative practices, cultural practices and personnel characteristics is likely to cause severe problems with the integration process (Scholes et al., 2008). The acquirer should be concerned with all of the target company's historical financial statements and related financial metrics and the reasonableness of its future performance projections (financial due diligence); analyze available information with the trade association's chambers,

journals, brochures, regulatory bodies, and the target bank's website (operational due diligence) and legal due diligence (Harroch and Lipkins, 2014; Davie, 2012). Courtship period is vital for companies to facilitate future negotiations and collaboration to ease M&A integration (Törnell and Lindén, 2013; Gomes et al., 2013). The complementarity of acquirer and target is one of the most significant factors in M&A success (Capron et al., 1998; Wang and Zajac, 2007; Bauer and Matzler, 2014). Experience in M&A can increase managers' knowledge about evaluating the risks and values of the target firm to avoid making poor decisions regarding paying the right price (Kim et al., 2011).

Drawing from the aforementioned, the study hypothesized that:

- b) **H₀**: Pre-M&A Success Capability Strategies have a significant positive effect on value-based financial performance of listed acquirer banks in Ghana

Post-M&A Integration Capability Strategies

Guiding post-merger integration requires a clear and realistic vision that addresses customers, competitors, costs and culture (Habek et al., 2000). The expected value from M&As are not realised due to adequate and vaguely articulated coherent integration strategy (Gomez et al., 2013). Homburg and Bucerius (2006) correspondingly find evidence that the success of an M&A is positively correlated with the speed of the integration. A major ingredient in the post-M&A integration framework is effective communication to address the insecurities and fears employees may harness post the merger or acquisition (Epstein, 2004). To deal with challenges like reconciling the differences in culture, structure, and management systems, and minimizing the likelihood of cultural clashes, acquiring companies should have integration approaches like integration teams to promote learning and problem solving (Schweiger and Weber, 1992). Having specific teams saddled with communication responsibility significantly improves communication effectiveness, expedites the integration effort, and makes success more plausible (Kaplan & Norton, 2005). Post-M&A integration success calls for the identification of high, medium, and low risks (Habeck et al., 2000). Fear of the unknown and job insecurity cause many employees to shelve their ideas and resist changes resulting from the integration (Palm, 2012:23). An essential factor of successful integration is to provide outplacement services, severance packages, job-location assistance, or other services to support displaced workers (Engelson et al. 2005). The combination of corporate vision, employee training, and appropriate incentive system ensures that employees have the required skills to support the integration (Gerds & Schewe, 2011:245).

Drawing from the aforementioned, the study hypothesized that:

- c) **H₀**: Post-M&A Integration Capability Strategies have a significant positive effect on value-based financial performance of listed acquirer banks in Ghana

Managerial Competence

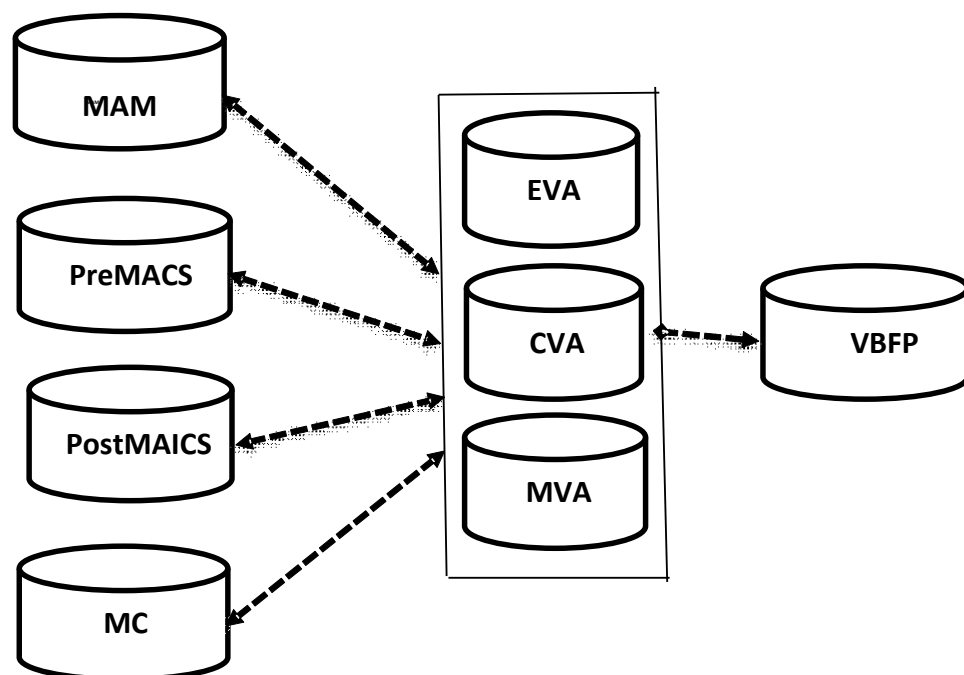
Firm financial performance depends on managerial decisions about resources (Chye et al., 2010; Turyahebwa, 2013). Firm performance is not about having better resources but rather the ability to make better use of the available resources (Pablo, 1994). Opler and Titman (2004) assert that the efficient use of resources depends on the decisions of the management team. Better-managed firms generate double returns than poorly managed ones (Dittmar and Mahrt-Smith, 2007). Quality of management is an important driver of firm performance (Kyereboah-Coleman and Biekpe, 2006). Managerial competence is important to any institution irrespective of the industry. Whenever the institution is performing well, it directly implies that it has competent staff that make wise decisions to see the institution moving

(Stokes and Oiry, 2012). Company failures are due to poor management resulting from lack of corporate and managerial competence (Collis, 2003; Smith, 1992). Managerial competence has significant role to play in bank performance (Adekanye, 1992). Most of the financial institutions that collapsed operations were largely linked to the competence of managers (Chye et al., 2010). Findings are also consistent with Brown et al. (2004) who found that better governed firms are more profitable, more valuable than poorly governed firms and offer better returns to their shareholders. Jay (2010) also brings out the impact of management efficiency on financial performance and contends that management usually has greater control over operating expenses relative to revenues therefore can keep a low operating expense ratio, which implies greater profit for the firm. In addition, managers are required to maintain a clean portfolio by defining how much is appropriate for clients and that those who have borrowed pay on time to reduce rate of arrears and recovery costs to increase the operating efficiency ratio of firms. For this to be possible, a firm should have well experienced and skilled managers that create a robust competitive edge.

Drawing from the aforementioned, the study hypothesized that:

- d) **H₀**: Managerial competence have a significant positive effect on value-based financial performance of listed acquirer banks in Ghana

Conceptual Framework



MAM = Merger and Acquisition Motive

PreMACS = Pre-Merger and Acquisition Capability Strategies

PostMAICS = Post-Merger and Acquisition Integration Capability Strategies

MC = Managerial Competence

EVA = Economic Value Added

MVA = Market Value Added

CVA = Cash Value Added

VBFP = Value-based Financial Performance

Methodology

Research Design

This study utilized a cross-sectional and quantitative research design. A study sample, comprising four (4) acquirer banks listed on GSE involved in an M&A activity from 2004 and four hundred and eighty-two (482) respondents, was purposively selected for this study. These banks include Societe Generale Ghana (SOGEGH), Access Bank Ghana Limited (ABG), GCB Bank Ltd and Ecobank Ghana Limited (EGH).

Operationalization and Measurement of Variables

The main study variables were measured on a continuous scale using items developed and tested by previous scholars. These were anchored on a five-point Likert scale ranging from 1 (strongly disagree) to 5 (strongly agree):

- Holistic mergers and acquisition capability framework was measured in terms of Merger and Acquisition Motive (MAM); Pre-Merger and Acquisition Capability Strategies (PreMACS); Post-Merger and Acquisition Integration Capability Strategies (PostMAICS) and Managerial Competence (MC)
- Value-based Financial Performance was measured by economic value added (EVA), market value added (MVA), and cash value added (CVA).

Data Analysis

A multiple regression model was used to analyze the quantitative data where the independent variables were regressed against the dependent variable to obtain inferential results. The multiple regression model showed whether there is a positive or negative relationship between independent and dependent variables. Multiple regression is also useful in showing linear elasticity/sensitivity between independent and dependent variables. The study adopted the following model to test whether economic value added, market value added, and cash value added is a function of the independent variable (holistic mergers and acquisition capability framework).

$$Y = \beta_0 + \beta_1 X_1 + \beta_2 X_2 + \beta_3 X_3 + \beta_4 X_4 + \varepsilon$$

Where:

Y = Value-based Financial Performance (is measured by economic value added, market value added, and cash value added).

β_0 = Constant variables that affect the value-based financial performance of acquirer banks listed on the Ghana Stock Exchange

$\beta_1, \beta_2, \beta_3,$ and β_4 are the coefficient of the independent variable

X1 = Merger and Acquisition Motive (MAM)

X2 = Pre-Merger and Acquisition Capability Strategies (PreMACS)

X3 = Post-Merger and Acquisition Integration Capability Strategies (PostMAICS)

X4 = Managerial Competence (MC)

ε = Error term

Results

The overall linear regression models for the relationship between the dependent variable (Value-based Financial Performance) and the independent variables (merger and acquisition motives, pre-merger and acquisition capability strategies, post-merger and acquisition integration capabilities strategies, and managerial competence) were displayed in table 1.1.

The results in table 1.1 indicate $R = 0.908$ and $R^2 = 0.824$. The R-value of 0.908 indicates a strong linear relationship between holistic merger and acquisition capability framework and value-based financial performance among acquirer banks listed on the Ghana Stock Exchange. This means that the level of holistic merger and acquisition capability framework strongly influences value-based financial performance among acquirer banks listed on the Ghana Stock Exchange. The R^2 indicates that the explanatory power of the holistic merger and acquisition capability framework is 0.824. This means that about 82.4% of the variation in value-based financial performance (EVA, MVA and EVA) is explained by the study model: $VBFP = \beta_0 + \beta_1(MAM) + \beta_2(PreMACS) + \beta_3(PostMAICS) + \beta_4(MC)$ while, 17.6% of the variation in aggregate value-based financial performance is unexplained by the model. According to Zygmunt & Smith (2014), in normal terms a healthy variation dependent variable must be at least 60%, thus this model is found to be a good fit as it predicted above 60% of the entire model. The adjusted R^2 of 0.823, which is slightly lower than the R^2 value with 0.001, is a precise indicator of the relationship between the independent and the dependent variable because it is sensitive to the addition of irrelevant variables. It implies that the overall model is highly sensitive to irrelevant variables introduced into the model.

Table 1.1: Model Summary for Holistic Merger and Acquisition Capability Framework

Model	R	R Square	Adjusted R Square	Std. Error of the Estimate
1	.908 ^a	.824	.823	3.17405

a. Predictors: (Constant), MC, MAM, PreMASC, PostMAICS

The ANOVA test in table 1.2 on the overall model shows that F- value = 557.237 with p value = 0.000 < 0.05, it depicts that overall linear regression model is significant and fitted. This denotes that holistic merger and acquisitions capability framework (HMACF) has a significant effect on value-based financial performance of acquirer banks listed on the Ghana Stock Exchange. Holistic merger and acquisitions capability framework contribute significantly to acquirer banks' value-based financial performance listed on the Ghana Stock Exchange.

Table 1.2: ANOVA for Holistic Merger and Acquisition Capability Framework

Model		Sum of Squares	df	Mean Square	F	Sig.
1	Regression	22455.699	4	5613.925	557.237	.000 ^b
	Residual	4795.499	478	10.075		
	Total	27251.198	482			

a. Dependent Variable: VBFP

b. Predictors: (Constant), MC, MAM, PreMASC, PostMAICS

The study sought to determine the variables' beta coefficient, and findings are presented in table 1.3. The regression model was written as: $VBFP = \beta_0 + 0.503(MAM) + 0.618(PreMACS) + 0.392(PostMAICS) + 0.803(MC) + \epsilon$. The Beta Coefficients in the regression show that all tested variables had a significant positive effect on value-based financial performance. The findings show that all the variables tested were statistically significant, with p-values 0.000 < 0.05.

MAM = 0.503, p-value 0.000; implies that a unit increase in the mergers and acquisition motives results in a 0.503 increase in value-based financial performance. Thus, the study accepts the null hypothesis **H_{0a}** that: Merger and acquisition motives have significant positive effect on value-based financial performance of listed acquirer banks in Ghana.

PreMACS = 0.618 p-value 0.000; implied that a unit increase in the pre-merger and acquisition capability strategies result in a 0.618 increase in value-based financial performance. Thus, the study accepts the null hypothesis **H_{0b}** that: pre-merger and acquisition capability strategies have significant positive effect on value-based financial performance of listed acquirer banks in Ghana.

PostMAICS = 0.392, p-value 0.000 implies that a unit change in post-merger and acquisition integration capability strategies results in a 0.392 change in value-based financial performance. Thus, the study accepts the null hypothesis **H_{0c}** that: post-merger and acquisition integration capability strategies have significant positive effect on value-based financial performance of listed acquirer banks in Ghana.

MC = 0.803; p-value 0.000 implied that one unit change in managerial competence results in a 0.803 change in the value-based financial performance. Thus, the study accepts the null hypothesis **H_{0d}** that: managerial competence have significant positive effect on value-based financial performance of listed acquirer banks in Ghana

Thus, the study accepts the primary null hypothesis (H₀) that *"Holistic Merger and Acquisition capability framework has a significant positive effect on the value-based financial performance of listed acquirer banks in Ghana"*.

Table 1.3: Regression Coefficients for Holistic Merger and Acquisition Capability Framework

Model		Unstandardized Coefficients		Standardized Coefficients	t	Sig.
		B	Std. Error	Beta		
1	(Constant)	80.658	3.222		25.031	.000
	MAM	.503	.029	.880	25.537	.000
	PreMASC	.618	.020	.968	30.351	.000
	PostMAICS	.392	.014	.813	28.605	.000
	MC	.803	.042	.971	19.303	.000

a. Dependent Variable: VBFP

Discussion

The results show that holistic M&A capability framework has a significant positive effect on value-based financial performance of listed acquirer banks in Ghana. The findings of this study are in tandem with previous studies by a host of authors. Using data from the US banking sector, Abbas et al. (2014) finds a direct positive performance in banking productivity, profitability, and shareholders' value. There is an improved and robust financial performance

due to merger and acquisition, leading to more financial efficiency in Nigerian banks (Daniya et al., 2016). The findings of Antoniadis, Alexandridis & Sariannidis (2014) on Greek banks reveal that the share prices of banks hyped for the post-acquisition period positively affect market value. A few banks, however, displayed negative returns and was not influenced by the M&A deal. However, it is expected that the value of the companies that participated in merger and acquisition activities would be higher than before because future dividends and earning streams are expected to rise and subsequently improves efficiency (Sobowale, 2004; Osho 2004). Mergers and acquisition play an essential role in improving post-M&A financial performance (David and Yener, 2004). Naba and Chen (2014) assess the effect of M&A on some selected West African Banks performance established that M&As had a positive effect on the banks' liquidity. Ramakrishan (2008) analyzed cash flow accounting measures to study whether firm performance improved in the long term post-merger. The research findings on 87 domestic mergers indicated that mergers appear to have been financially beneficial for the firms in the Indian industry in the long term.

The findings of this study debunk several studies which reveal that M&A deals have a less significant impact on bank performance. M&A activity has no significant impact on the financial performance of the banks (Kandil & Chowdhury, 2014; Gattoufi et al., 2014). Rao-Nicholson et al (2016) find negative effect of M&A deal on the performance of the banks.

The results show that managerial competence has the most significant positive effect on shareholders' value. Managerial competencies that create shareholder value include: Leadership Skills ($\beta = 1.220$, p-value = $0.000 < 0.05$); Technical Skills ($\beta = 0.912$, p-value = $0.000 < 0.05$); Fraud Risk Management Skills ($\beta = 0.593$, p-value = $0.000 < 0.05$); Customer Value Management Skills ($\beta = 0.257$, p-value = $0.000 < 0.05$). Managerial competence contributes much towards shareholders' value relative to the other three variables of the holistic M&A capability framework. Setting achievable merger and acquisition motives that add value to shareholders' wealth, having pre-merger and acquisition success strategies that increase shareholders' wealth and post-merger and acquisition integration success factors that increase shareholders' wealth depends chiefly on managerial competence. Managerial competence determines how the other three variables could be effectively formulated and implemented for a successful M&A outcome. This confirms the Process Perspective school of thought which central proposition is that the management actions in the pre and post-acquisition integration process determine the extent to which the potential benefits of M&As are realized. M&A motives, pre-M&A success strategies, and post-M&A integration success factors cannot yield any better merger and acquisition result if the acquirer entities' management lacks leadership skills, technical skills, and fraud risk management skills and customer value management skills for proper implementation.

The results obtained are in support of the previous researchers such as Stokes and Oiry (2012) who highlighted that whenever the institution is performing well it directly implies that it has competent staff that makes wise decisions to see the institution moving. Fatoki (2014); Kamange et al (2014) agree that sound managerial skills are instrumental in the modern-day market growth and performance. The finding is congruent with a study by Kerr & Werther (2008), who found out that the better a firm's managerial competency, the better its financial performance. The findings support previous studies by Sekakubo et al (2014) whose outcome indicated that managerial competency and financial performance are significantly and

positively associated. When managerial competence improve, Value-based Financial Performance (EVA, MVA and CVA) significantly improve. As such, if the Value-based Financial Performance (EVA, MVA and CVA) of these listed acquirer banks are to improve, emphasis should be placed on the skills and knowledge possessed by these managers. These managers must have the required skills and knowledge to initiate programs that will improve financial performance. They should possess customer value management skills aimed at achieving financial targets. Besides, they should have measurement systems to determine when the marginal benefits from a specific program are falling. Besides, they should have viable measurement metrics for making informed decisions about the systems to adapt to improve the bank's financial performance. This study's findings disagreed with those of Cetin (2010), who found a weak relationship between managerial competency and financial performance.

Pre-M&A capability strategies have significant positive effect on value-based financial performance ($\beta = 0.618$; p-value = 0.000). Pre-M&A capability strategies that maximise shareholder wealth include the following: Effective Management of M&A deal ($\beta = 0.746$; p-value = 0.000); Defining the Combination ($\beta = 0.420$; p-value = 0.000); Legal Due Diligence ($\beta = 0.388$; p-value = 0.000); Strategic Intent ($\beta = 0.349$; p-value = 0.000); Ensuring a Clear Criteria ($\beta = 0.329$; p-value = 0.000); Financial Due Diligence ($\beta = 0.133$; p-value = 0.000); Evaluation of a Strategic Partner ($\beta = -0.374$; p-value = 0.000); Operational Due Diligence ($\beta = -0.407$; p-value = 0.000). Pre-merger and acquisition capability strategies are the next significant variable that calls for management's attention if desired a successful merger and acquisition outcome. Scholars of the strategic management school have confirmed the positive effect of pre-merger and acquisition factors on financial performance (Cartwright and Schoenberg, 2006; Chatterjee, 2009; Haspeslagh and Jemison, 1991; Larsson and Finkelstein, 1999). According to Devenport and Barrow (2009), effective pre-M&A communication will clear all doubts in the minds of all stakeholders. Pre-M&A communication with employees and other stakeholders is a critical element for an M&A to achieve market value creation (Devenport and Barrow (2009). Organizations with previous acquisition experience(s) have been argued to achieve a successful outcome more often than organizations without previous acquisitions experiences (Heleblian & Finkelstein, 1999). Accumulated experience in M&A can increase manager's knowledge about how to evaluate risks and values of the target firm to create market value post-acquisition. A more improved due diligence is critical when choosing a strategic partner and helps in terms of achieving expected market value (Perry & Herd, 2004; Howard, 2003). According to Perry and Herd (2004), the reason for companies that do not achieve expected market value is failure to choose a strategic partner as a result of improper due diligence.

Post-merger and acquisition integration success factors remain another central focus of acquirer entities. Post-M&A integration capability framework has a significant positive effect on Value-based Financial Performance of listed acquirer banks in Ghana" ($\beta = 0.392$; p-value = 0.000). post-M&A integration capability strategies that create shareholder value include organizational capability ($\beta = 1.628$, p-value = 0.000 < 0.05); project management capability ($\beta = 1.524$, p-value = 0.000 < 0.05); structural capability ($\beta = 1.477$, p-value = 0.000 < 0.05); information technology capability ($\beta = 1.283$, p-value = 0.000 < 0.05); strategic capability ($\beta = 1.090$, p-value = 0.000 < 0.05); Communication ($\beta = 0.244$, p-value = 0.000 < 0.05). Despite the pre-merger phase's importance, the actual value is created in the post-merger phase (Jansen, 2008, p. 318; Haspelagh and Jemison, 1991, p. 103). According to Puranam et al.,

(2009, p.183), fast M&A integration brings the benefits of coordination sooner and reduces disruption costs, increasing market value. A successful post-merger integration requires the creation of measures that are well aligned with the merger strategy and vision (Epstein 2004). The results show that organisational capability factors (retention of talents, staff assessment and selection, rifting and alignment of employee behaviour) lend credence to shareholder value. According to Engelson et al. (2005), essential ingredients for successful integration is designing a plan, or make special efforts, to retain desired talent. Galpin & Herndon (2000) believe that developing a retention plan, based on an understanding of what motivates people, is an excellent approach to avoiding losing key people and the damaging effects. The findings of the study further show that IT Capability factors (assessment of the information technology compatibility; the use of an open standard software and enterprise models and documentation) significantly influence shareholder value. Bruner (2004) says that it is essential to assess the IT compatibility between the target and the acquirer. According to Menge (2005), technical incompatibility, such as differences in programming languages, platforms can negatively influence IT integration. An effective communication management will maximise shareholders' wealth or create value for shareholders. A significant ingredient in the post-M&A integration framework is effective communication to address the insecurities and fears employees may harness post the merger or acquisition (Epstein, 2004, p177). The results also show that the success of post-M&A integration depends on structural capability factors such as: establishment of a steering committee; integration teams; communication and IT integration team; separate integration structure; transition team leadership and integration leadership assessment. According to Tetenbaum (1999), there must be a strong integration team responsible for overseeing the integration of all administrative, physical, organizational, and cultural aspects of the consolidation.

M&A motives have significant positive effect on value-based financial performance ($\beta = 0.503$; p-value = 0.000). The value-creating M&A motives in the banking sector in order of relevance are: Strengthening of Market Power ($\beta = 1.353$, p-value = 0.000 < 0.05); Financial Synergy ($\beta = 1.264$, p-value = 0.000 < 0.05), Efficiency Gain ($\beta = 0.999$, p-value = 0.000 < 0.05); Synergy Gains in terms of cost savings ($\beta = 0.381$, p-value = 0.000 < 0.05); and Disciplinary Takeovers ($\beta = 0.348$, p-value = 0.000 < 0.05) which are consistent with findings by Smirnova, (2014); Guo & Yang, (2013); Antoniadis et al.,(2014). The findings is in tandem with studies by Pinter (2011). The author concluded that M&A motives enhance shareholder value. Merger and acquisition motives are the expected outcome of the combination or the acquirer entities' objectives. The study results are also supported by Weston et al. (2011) opined that theories of M&A can be classified as value enhancing activities with motives that include: strengthening of market power; efficiency gain; achieving synergy; reducing transaction cost; and disciplinary takeover. M&A motives lend to the financial economics school of thought which central proposition is that acquisitions should enhance the efficiency of the market for corporate control and, thus result in net wealth creation for shareholders, in other words, financial scholars have primarily focused on whether mergers and acquisition create financial value for shareholders (Catwright and Schoenberg, 2006). It must be stress that pre-merger and acquisition success strategies, post-merger and acquisition integration success factors and managerial competence seek to achieve the merger and acquisition motives.

Conclusions, Implications and Recommendation

Conclusion

When MVA, CVA and EVA are adopted as performance measures for banks, all accounting profits that present a misleading picture of firm value are eliminated so that actual performance can have a direct bearing on firm value. M&A motives; pre-M&A capability strategies; post-M&A integration capability strategies and managerial competence enhance shareholder value in the banking sector. M&A motives, adherence to pre and post-M&A success factors are impotent without managerial competence. Managerial actions determine the extent to which M&A potential benefits are realized. M&A motives such as Pre-emptive and Defensive, Solving (or Avoiding) Banking Crises, Empire Building and Hubris have high tendencies of destroying shareholder value since they are more akin to management entrenchment.

Prior accumulated experience in M&A and courtship period have no bearing on the achievement of greater M&A outcome, neither does it facilitate future negotiations and collaboration to ease M&A integration. Post-M&A integration capability should not be underestimated by firms who seek to add value to shareholders. Echoing the views of DiGeorgio (2002), the properties that facilitate post-merger integration success must occur at multiple levels in the organization with regards to the large combination.

Theoretical Implications

The study expands the understanding of value-based financial performance in the banking sector. It reveals the interdependence of the M&A motives, pre-M&A success capability strategies, post-M&A integration capability strategies and managerial competence on shareholder value maximisation. The approach, research methodology and methods used in this thesis are now open to validation and adoption by future studies in M&A research in the banking space.

Practicable Implications

Managers are looking out for their interests when they engage in M&As (Child et al., 2001). The findings of this study will assist government and regulatory bodies concerning policymaking and financial market players to initiate policies that discourage managers from engaging in business activities and growth strategies that destroy shareholder value. The findings of the study will enable the passing of a legislation that will compel all managers to be saddled with shareholders' interest when deciding on any investment activity or financial policy. The government and regulatory authorities should ensure that banks improve upon their reporting framework by disclosing all current and noncurrent assets and liabilities.

The findings of the study will enlighten managers about the interdependence of M&A motives, pre-M&A success capability strategies, post-M&A integration capability strategies and managerial competence in creating shareholder value. Managers will appreciate the relevance of EVA, MVA and CVA when assessing risk and returns of M&A as a corporate strategy. If the banks' post-merger and acquisition performance reveal a considerable and notable reduction in EVA, MVA and CVA, risk-averse or risk-sensitive shareholders and customers will be proactive to withdraw their investments from these banks to avert the event of protracted legal battles to recover their investments should the banks be liquidated.

Future Research

Future studies on an expanded scope that captures all listed firms on the Ghana Stock Exchange can help put forth a more generalized opinion in this area of study. Expanding the scope will reveal whether some of the limiting factors to estimate the economic value added, cash value added and market value added are industry-specific or country-specific. The differences in national cultures and M&A performance among countries may have different implications. Therefore, further studies are encouraged on the impact of a holistic cross border M&A capability framework on the value-based financial performance of companies listed on the Ghana Stock Exchange.

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