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Don't sweat the small stuff: A big picture perspective on corporate finance

Aswath Damodaran

# Lesson 1: Every business decision is ultimately a financial one

- Every decision that a business makes has financial implications, and any decision which affects the finances of a business is a corporate finance decision.
- Defined broadly, everything that a business does fits under the rubric of corporate finance.



# So, watch out for these justifications

- <u>The "Expert" Cop out</u>: For many firms, the easiest way to explain the unexplainable is to pass the buck and get a consultant/expert to sign off on an action.
- Weapons of distraction: Managers/investors/analysts seem to find ways of overriding the numbers with buzz words. Here are some to watch out for:
  - <u>"Gut feeling" or "Intuition"</u>: Older, more experienced managers often claim to have a gut feeling about decisions. Psychological studies of gut feeling find that they are almost never based upon good data, are often completely wrong and get worse as managers get smarter/ more experienced.
  - <u>"Strategic"</u>: The word "strategic" almost always goes to describe actions that cannot be justified based upon the numbers...

Lesson 2: Have a destination before you leave: Have a dominant objective that is measurable...

- If you don't have an objective, your decision-making process has no rudder. Each manager will then create his or her own vision of where the business is going, and make decisions based on that vision.
- If you have multiple objectives, you will still have to make choices. If you are not clear about which objective should dominate, managers again will pick their own dominant objectives, leading to them working at cross purposes.
- If you have a fuzzy objective, you are giving no guidance on both how decisions should be made and no accountability for decisions, once made.

# What is BHP's end game?

1. Is this it?

To bring people and resources together to build a better world.

- 2. Or this?
  - Value and returns will be underpinned by embedding social value, being excellent at operations and at allocating capital, and by ensuring we have a portfolio with options that allow us to invest in meeting society's needs in the short, medium and long term.

## A Scorecard for BHP

### A strong set of results, safely achieved

Our people maintained an unwavering focus on safety in a challenging year across the globe.

Total recordable injury frequency fell



Fatalities

Safety remains our top priority and we continue to search for ways to improve safety across our business.

High potential injuries (HPI) decreased by **16 per cent** from FY2019 and the frequency rate decreased by **23 per cent**.

HPI trends remain a primary focus to assess progress against our most important safety objective: to eliminate fatalities.

We contributed to social value in the communities in which we operate

We invested

in environmental and social programs, including responding to the COVID-19 pandemic through social investment funds.

During FY2020, **12 per cent** of our external expenditure was with local suppliers. An additional **84 per cent** of our supply expenditure was located within the regions in which we operate.

We embedded social value priorities into our annual business planning process.

### We remained true to our environmental commitments

We set a target to reduce our operational greenhouse gas emissions by at least (from FY2020 levels<sup>(1)</sup>) and our long-term goal is to achieve net-zero operational emissions by 2050.

In line with our water stewardship commitments and our five-year public target for water, we continued to reduce our freshwater withdrawals, with FY2020 withdrawals now **19 per cent** below our FY2017 baseline, exceeding our **15 per cent** reduction target.

We eliminated extraction of groundwater for operational supply purposes at Escondida 10 years ahead of schedule, and announced a move to **100 per cent** renewable power for Escondida and Spence by the mid-2020s.

#### We delivered a strong financial performance

Our Attributable US\$8.(

and our Underlying EBITDA  $^{(2)}$  was US\$22.1 billion, at an Underlying EBITDA margin  $^{(2)}$  of 53 per cent.

We generated free cash flow<sup>(2)</sup> of **US\$8.1 billion**. Our balance sheet remains strong, with net debt<sup>(2)</sup> at **US\$12.0 billion** and at the bottom of our target range.

### We created value for our shareholders

Total dividends of **120 US cents** per share and basic earnings per ordinary share of **157.3 US cents**. Our underlying return on capital employed <sup>(2)</sup> was **17%**.

# Measuring success? In accounting terms...

	Profit		Earning	IS	Cash		Returns			
Measure:	Profit after taxation from Continuing operations	US\$M 8,736	Profit after taxation from Continuing operations	US\$M 8,736	Net operating cash flows from Continuing operations	US\$M 15,706	Profit after taxation from Continuing operations	US\$M 8,736		
Made up of:	Profit after taxation		Profit after taxation		Cash generated by t consolidated operati dividends received, i taxation and royalty- taxation. It excludes relating to investing financing activities	he Group's ions, after interest, related cash flows and	Profit after taxation			
Adjusted for:	Exceptional items before taxation	1,546	Exceptional items before taxation	1,546			Exceptional items before taxation	1,546		
	Tax effect of exceptional items	(241)	Tax effect of exceptional items	(241)			Tax effect of exceptional items	(241)		
	Exceptional items after tax attributable to non-controlling interests	(201)	Depreciation and amortisation excluding exceptional items	6,112			Net finance costs excluding exceptional items	818		
	Exceptional items attributable to BHP shareholders	1,104	Impairments of property, plant and equipment,	85			Income tax expense on net finance costs	(267)		
			financial assets and intangibles excluding exceptional items				Profit after taxation excluding net finance costs and exceptional items	10,592		
	Profit after taxation attributable to non-controlling interests	(780)	Net finance costs excluding exceptional items	818			Net Assets at the beginning of period	51,824		
			Taxation expense excluding exceptional items	5,015			Net Debt at the beginning of period	9,446		
							Capital employed at the beginning of period	61,270		
							Net Assets at the end of period	52,246		
							Net Debt at the end of period	12,044		
							Capital employed at the end of period	64,290		
							Average capital employed	62,780		
	L	1					L			
To reach our KPIs	Underlying attributable profit	9,060	Underlying EBITDA	22,071	Net operating cash flows	15,706	Underlying Return on Capital Employed	16.9%		
Why do we use it?	Underlying attributable profit allows the comparability of underlying financial performance by excluding the impacts of exceptional items and is a performance indicator against which short-term incentive outcomes for our senior executives are measured. It is also the basis on which our dividend payout ratio policy is applied.				Net operating cash provide insights into we are managing co and increasing prod across BHP.	flows o how osts luctivity	Underlying Return on ( Employed is an indicat Group's capital efficien provided on an underly allow comparability of financial performance the impacts of exception	Capital or of the icy and is ving basis to underlying by excluding onal items.		

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# Measuring success: In other terms...

### **Capital management KPIs**

### Total shareholder return

% change from previous year (3-month average)



### Long-term credit rating

2020	A, A2
2019	A, A2
2018	A, A3
2017	A, A3
2016	A, A3

# Here is my choice...



Corporate Finance: The Big Picture

# Lesson 3: In any business, you are juggling conflicting interests..



## **Utopian Corporatism**

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With the board of directors as a good example of the conflict of interest...

In theory, the board of directors should work to protect the best interests of stockholders, monitoring top management to ensure that they do their fiduciary duty.

□ In practice, boards are not effective because:

- They are rubber stamps for CEOs: In many companies, the directors who sit on the board are picked by the CEO and inside stockholders. While outside stockholders get to nominally vote on these directors, they are not given any real say in the process.
- <u>Directors are ill equipped to play the role of monitors</u>: Directors often lack the expertise to question top managers, lack the information to raise questions and the time to follow through.
- <u>Directors are generally not large stockholders nor do they</u> represent them: In most companies, directors own only token stakes in the company.

# The BHP Board: Be the judge!

Director	Tenure (in years)	Background/Details
Ken MacKenzie (Chair)	5	Was MD/CEO of Amcor Limited (2005-2015)
Mike Henry	1	Current CEO of BHP since 2020
Terry Bowen	4	Managing Partner & Head, BGH Capital, 2009-2017
Malcolm Broomhead	11	MD/CEO of Orica Limited, 2001-2005
lan Cockerill	2	Chief of BlackRock World Mining Trust plc
Anita Frew	6	Chair of Croda International plc
Gary Goldberg	1	CEO of Newmont Corp
Susan Kilsby	2	Senior executive, Credit Suisse
Lindsay Maxsted	10	CEO, KPMG Australia
John Mogford	4	Multiple roles, BP & MD of First Reserve
Shriti Vadera	10	UBS/Warburg from 1984-1999, UK Cabinet
Dion Weisler	1	President & CEO of HP

# External Assessments of your corporate

## governance

### Refinitiv (Top 100)

Company Rank	Company Name	Country	Industry	Overall Governance Score
1	Royal Dutch Shell PLC	Netherlands	Energy - Fossil Fuels	97.9
2	NK Rosneft' PAO	Russia	Energy - Fossil Fuels	97.7
3	Johnson Matthey PLC	United Kingdom	Chemicals	97.7
4	Endeavour Mining Corp	United Kingdom	Mineral Resources	97.5
5	AIA Group Ltd	Hong Kong	Insurance	97.3
6	BHP Group Ltd	Australia	Mineral Resources	97.2
7	Alcoa Corp	United States of America	Mineral Resources	96.9
8	Newmont Corporation	United States of America	Mineral Resources	96.9
9	Sime Darby Plantation Bhd	Malaysia	Food & Beverages	96.8
10	AngloGold Ashanti Ltd	South Africa	Mineral Resources	96.8

### ISS Corporate Governance (Scores 1-10, lower is better)

Category	Score
Audit	4
Board	1
Shareholder Rights	1
Compensation	4

# **One End game: Managerial Corporatism**



Managerial Corporatism

The Managerial End Game: The surviving companies are the ones that find a way to keep managers happy (either economically or with side benefits) with other stakeholders' interests being served well or badly depending on whether they converge with managerial interests.

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# The Business Roundtable's Message..

- While each of our individual companies serves its own corporate purpose, we share a *fundamental commitment to all of our stakeholders*. We commit to:
  - Delivering value to our customers. We will further the tradition of American companies leading the way in meeting or exceeding customer expectations.
  - Investing in our employees. This starts with compensating them fairly and providing important benefits. It also includes supporting them through training and education that help develop new skills for a rapidly changing world. We foster diversity and inclusion, dignity and respect.
  - Dealing fairly and ethically with our suppliers. We are dedicated to serving as good partners to the other companies, large and small, that help us meet our missions.
  - Supporting the communities in which we work. We respect the people in our communities and protect the environment by embracing sustainable practices across our businesses.
  - Generating long-term value for shareholders, who provide the capital that allows companies to invest, grow and innovate. We are committed to transparency and effective engagement with shareholders

# **Confused Corporatism**

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### Confused Corporatism

The Confused End Game: In the attempt to serve all stakeholders, none will be served, and there will be no accountability for managers, leading to companies that are less competitive and efficient.

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## BHP's Payoffs to Stakeholders

#### Total economic contribution in FY2020



## The ESG Promises: Cake for all, with no calories!

- Good for companies: For companies, the promise is that being "good" will generate higher profits for the company, at least in the long term, with lower risk, and thus make them more valuable.
- <u>Good for investors</u>: For investors in these companies, the promise is that investing in "good" companies will <u>generate higher returns</u> than investing in "bad" or middling companies.
- Good for society: For society, the promise is that not only would good companies help fight problems directly related to ESG, like climate change and low wages, but also counter more general problems like income inequality and healthcare crises.

# But what comprises goodness? The services disagree..



# BHP's ESG Ranking

# **BHP Group Ltd.**

Industry Group: Diversified Metals

Country: Australia

Identifier: ASX:BHP

### **ESG Risk Rating**

 $30.1_{\rm Risk}^{\rm High}$ 

Negl.	Low	Med.	High	Severe
0-10	10-20	20-30	30-40	40+

### Ranking

INDUSTRY GROUP

**Diversified Metals** 

**20** out of 149

### UNIVERSE

**Global Universe** 

8125 out of 13655

# A Burning Question

In the last decade, ESG scores have consistently weighted "oil" businesses as less green than other businesses (including mining). That has led some to argue that BHP should get out of the oil business by divesting its oil assets. Will this improve your ESG scores?

- a. Yes
- b. No
- Will it make BHP a "better" company?
  - a. Yes
  - b. No
- Will it increase ESG's stock price?
  - a. Yes
  - b. No

# ESG and Value: Where's the beef?

- A Weak Link to Profitability: There is a small positive link between ESG and profitability, but one that is very sensitive to how profits are measured and over what period. Breaking down ESG into its component parts, environment (E) offered the strongest positive link to performance and social (S) the weakest, with governance (G) falling in the middle.
- A Stronger Link to Funding Costs: Studies of "sin" stocks, i.e., companies involved in businesses such as producing alcohol, tobacco, and gaming, find that these stocks are less commonly held by institutions and that they face higher costs for funding, from equity and debt). While these companies face higher costs, and have lower value, investors in these companies generate higher returns.
- And to Failure/Disaster Risk: "Bad" companies are exposed to disaster risks, where a combination of missteps by the company, luck, and a failure to build in enough protective controls (because they cost too much) can cause a disaster, either in human or financial terms.

# **Constrained Corporatism**

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### Constrained Corporatism

The Constrained End Game: The winner companies are the ones that find a way to maximize shareholder wealth, while being good corporate citizens, protecting employee interests and delivering good value to customers.

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# Lesson 4: Understand the essence of risk

 Risk, in traditional terms, is viewed as a 'negative'. Webster's dictionary, for instance, defines risk as "exposing to danger or hazard". The Chinese symbols for risk, reproduced below, give a much better description of risk:

# 危機

The first symbol is the symbol for "danger", while the second is the symbol for "opportunity", making risk a mix of danger and opportunity. You cannot have one, without the other.

# Risk can come from many places...

Figure 3.5: A Break Down of Risk



# And not all risk is made equal...

- □ If you are a sole owner of a business, you are exposed to all of the risks in a business. Thus, your hurdle rate should reflect those risks.
- If you are a publicly traded company, the game changes. As a manager, you have look at risk through the eyes of the marginal investor in your company. There are two criteria that go into being a marginal investor:
  - You need to own enough stock to make a difference. In other words, you have to be a large stockholder.
  - You have to trade that stock. Thus, a founder who owns a lot of stock but does not trade is not the marginal investor.
- If that marginal investor is a mutual fund or institutional investor, the only risk they see in an investment is the risk that it adds to a diversified portfolio. Consequently, the only risk you as a manager should build into your hurdle rate is the risk that cannot be diversified away.

# Know your marginal investor..

Holder Name	Portfolio Name	Source	0pt	Position	\$ Out	Latest Chg
		All	All •			
1 🗄 BlackRock Inc		13G		178,102,697	6.04	1,121,429
2 🗄 Vanguard Group Inc/The		ULT-AGG		174,273,520	5.91	0
🔋 🖬 Government Pension Investment Fund Japan	Multiple Portfolios	MF-AGG		19,446,909	0.66	-5,387,100
4 🖽 FIL Ltd		ULT-AGG		18,147,932	0.62	437,536
5 🖬 State Street Corp		ULT-AGG		16,131,274	0.55	-1,671,323
6 🖬 T Rowe Price Group Inc		ULT-AGG		15,521,884	0.53	-1,087,679
7. 🖽 FMR LLC		ULT-AGG		14,026,943	0.48	274,560
& Australian Foundation Investment Co Ltd		Annual Re		13,413,159	0.45	0
🔋 🖬 JPMorgan Chase & Co		ULT-AGG		12,485,087	0.42	-92,228
10. El Schroders PLC		ULT-AGG		8,683,655	0.29	-3,315,013
11 🗄 Teachers Insurance & Annuity Association of America		ULT-AGG		8,592,755	0.29	103,644
12 Netwealth Investments Ltd/Australia		Annual Re		7,996,830	0.27	2,851,986
13. 🖬 Argo Investments Ltd		Annual Re		7,406,304	0.25	0
14 🗄 Government Pension Fund Global	Multiple Portfolios	MF-AGG		6,997,600	0.24	6,997,600
15. 🖬 Charles Schwab Corp/The		ULT-AGG		6,779,328	0.23	6,740
16 🖶 Dimensional Fund Advisors LP	Multiple Portfolios	MF-AGG		6,684,700	0.23	-73,059

# Your risk is not a statistical number or a Greek alphabet..



# And playing with indices does not make it

### SO...



# But comes from your choices as a

## business..



# Let's do an intuitive check on BHP

 Broadly speaking, BHP is in two businesses, oil and mining, with mining broken down further into coal, iron ore and copper

- a. Oil
- b. Copper
- c. Iron Ore
- d. Coal

Do you see them all as equally risky businesses?

- If not, how would you rank them (from most to least risky)?
- What measure of risk are you using?

# Here is my try for BHP

Business	Exposure to market risk	Beta
Oil	Risk of the oil exploration/production business	0.90 (Average for oil production and exploration)
Copper	Risk of metals & mining business	0.83 (Average for metals & mining companies)
Iron Ore	Risk of metals & mining business	0.83 (Average for metals & mining companies)
Coal	Risk of coal & related energy	0.93 (Average for coal and related energy businesses)

Business	R	evenues	EV/Sales	Est	timated Value	Unlevered Beta
Coal & Related Energy	\$	4,070	1.2333	\$	5,020	0.90
Metals & Mining	\$	31,463	1.6388	\$	51,560	0.83
Oil/Gas (Production and Exploration)	\$	6,242	2.7823	\$	17,367	0.93
ВНР	\$	41,775		\$	73,947	0.86

# BHP: Cost of Equity by Business

	Unlevered		Levered	Risk free		Cost of
Business	Beta	D/E Ratio	Beta	Rate	ERP	Equity
Coal & Related Energy	0.90	7.90%	0.95	1.30%	5.70%	6.71%
Metals & Mining	0.83	7.90%	0.88	1.30%	5.70%	6.31%
Oil/Gas (Production and Exploration)	0.93	7.90%	0.99	1.30%	5.70%	6.92%
внр	0.86	7.90%	0.91	1.30%	5.70%	6.48%

# Lesson 5: Know your "hurdle" rate

Since financial resources are finite, there is a "hurdle rate" that projects have to cross before being deemed acceptable. A simple representation of the hurdle rate is as follows:

## Hurdle rate = Riskless Rate + Risk Premium



How risky is the business that you are investing in? Higher risk investments should have higher risk premiums than lower risk investments

How risky are the countries that you are investing in? You should demand a higher risk premium for operating in riskier countries that safer countries

How are you financing this investment? The hurdle rate is a function of your mix of debt & equity and how much it costs you to raise debt

# Currencies matter, but not for the reasons you think that they do..



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Bolivia		B2	5.33%		10.05%	6		(	Cape Verde		B	2	5.33
Brazil		Ba2	2.91%	4	7.63%	b			Congo (DR)		Caa	1	7.26
Chile		Al	0.68%		5.40%	6			Congo (Rep o	)f)	Caa	2	8.72
Colomb	ia	Baa2	1.84%		6.56%	6			Egypt	_	B	2	5.33
Costa R	ica	B2	5.33%		10.05%	6			Ethiopia		B	2	5.33
Ecuador		Caa3	9 68%	+	14 409				Gabon		Caa	41	7.26
EX alua	dan	D2	6 200	+	11.026				Ghana		B	3	6.30
El Salva	dor	DO	0.30%	+	11.02%	0			Kenya		B	2	5.33
Guatem	ala	Bal	2.42%	7.14%		b.		Man		_	Ra	1	2.43
Hondur	as	B1	4.36%		9.08%	6			Mozambique		Caa	12	8.72
Mexico		Baal	1.55%		6.279	6			Namibia		Ba	3	3.49
Nicarag	ua	B3	6.30%		11.02%	6			Niger		B	3	6.30
Panama		Baal	1.55%		6.279	6			Nigeria	_	B	2	5.33
Paragua	v	Bal 2.42% 7.14%			Senegal	-	Ba	3	3.49				
Peru	-	A3	1.16%	+	5 889	6			South Africa		Ba	2	2.91
Suringer	10	Can2	0.690	+	14 400				Swaziland		B	3	6.30
Surman	IC I	Caas	9.08%	+	14.40%	0			Tanzania		B	2	5.33
Urugua	у	Bl	4.36%	1	9.08%	0			Togo		B:	5	6.30
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84%	5.569	6		Moldova	B3	6.	30%	11.0	2%		L
-170	5.507	× .	-	Montenegro	B1	4.	36%	9.0	8%		
	1.			Poland	A2	0.	82%	5.5	4%		
	- <b>*</b> ~	2-	-	Romania	Baa3	2.	13%	6.8	5%		
	6		*	Russia	Baa3	2.	13%	6.8	5%		
	1			Serbia	Ba3	3.	49%	8.2	1%		
	1			Slovakia	A2	0.3	82%	5.5	4%		
CRF	ERP	6		Slovenia	A3	1.	16%	5.8	8%	P.	
7.269	11.9	8%		Tajikistan	B3	6.	30%	11.0	2%	1	١
5.339	<b>%</b> 10.0	5%		Ukraine	<b>B</b> 3	6.	30%	11.0	2%	1	
5.330	% 3.3 % 10.0	4%	-	Uzbekistan	Baa2	1.2	84%	6.5	6%	6	ļ
5.339	<b>%</b> 10.0	5%	-	E. Europe & Russia		2.	08%	6.8	0%	1	١
5.339	10.0	5%	1								
7.269	11.9	8%									
8.729	% 13.4 % <b>8</b> .2	4%		1 ) 1							
5.330	× 0.2	170		( /5/							
5.339	10.0	5%									
7.269	% 11.9	8%		Abu Dhabi	Aa	12	0.4	8%	5.	20%	b
6.309	% 11.0	2%		Bahrain	B	2	5.3	3%	10.	05%	b
3.339	× 10.0	3%		Iraq	Ca	al	7.2	6%	11.	98%	b
2.429	<b>%</b> 7.1	4%		Israel	A	1	0.6	8%	5.	40%	6
8.729	% 13.4	4%		Jordan	В	1	4.3	6%	9.	08%	6
3.499	% 8.2	1%		Kuwait	A	1	0.6	8%	5	40%	í
6.309	<b>%</b> 11.0	2%		Lebanon	0	-	19.1	8%	23	909	
5.339	× 10.0	5%		Oman	R	3	3.4	0.00	0	210	1
3.49	8.2	1%		Ontan	Da	2	0.5	0.00	0.	217	0
2.919	% 7.6	3%		Qatar Des A1 K1	Aa	υ	0.5	9%0	5.	31%	0
6.309	% 11.0	2%		Kas Al Khaima	Aa	ta .	0.0	0%	4.	12%	0
5.339	% 10.0	5%		Saudi Arabia	A	1	0.6	8%	5.	40%	6
6.309	× 11.0	2%		Sharjah	Ba	a2	1.8	4%	6.	56%	b
5.33	<b>10.0</b>	5%		United Arab Emirates	Aa	12	0.4	8%	5.	20%	b
11.62	% 16.3	4%		Middle East	2		1.5	3%	6.2	25%	
4.94	% 9.66	5%									Î

Country		PPS		CRP		FR	P
Algeria	5	7 25		8 729	6	13.4	496
Brunei	-	80		0.829	6	5.54	196
Gambia	6	3.75	5	6.309	6	11.0	2%
Guinea		53.5		11.62	%	16.34	4%
Guinea-Bissau		62		7.269	6	11.9	8%
Guyana	6	5.75	5	5.339	6	10.0	5%
Haiti	5	2.75	5	11.62	%	16.34	4%
Iran	5	9.25	5	8.729	6	13.4	4%
Korea, D.P.R.	5	60.75	5	11.62	%	16.34	4%
Liberia		53.5		11.62	%	16.34	4%
Libya	5	8.25	5	8.729	6	13.4	4%
Madagascar	6	3.25	5	6.309	6	11.0	2%
Malawi	5	8.75	5	8.729	6	13.4	4%
Myanmar	6	53.75	5	6.309	6	11.0	2%
Sierra Leone	5	8.75	5	8.729	6	13.4	4%
Somalia		50.5	_	11.62	%	16.34	4%
Sudan	3	8.25	>	19.18	%	23.9	0%
Syria		4/	_	19.18	20	23.9	0%
Yemen, Republic		50	-	19.18	70 ~	23.9	40/
Zimbabwe	-	2.23	>	11.62	70	10.34	470
Bangladesh	2	Ba3		3.49%	8	8.21%	
Cambodia	1	B2		5.33%	10	0.05%	-
China	1	Al		0.68%	-	5.40%	
Fiji	1	Ba3		3.49%	8	8.21%	
Hong Kong		Aa3		0.59%	-	5.31%	
India		Baa3	3	2.13%	(	5.85%	
Indonesia		Baa2	2	1.84%	(	5.56%	
Japan		A1		0.68%	41	5.40%	
Korea		Aa2		0.48%	4	5.20%	
Laos		Caal	2	8.72%	13	3.44%	
Macao		Aa3		0.59%	-	5.31%	-
Malaysia	1	A3		1.16%	-	5.88%	
Maldives	1	<b>B</b> 3		6.30%	11	02%	
Mauritius		Baal		1.55%	(	5.27%	
Mongolia		B3		6.30%	11	1.02%	-
Pakistan		B3		6.30%	11	1.02%	
Papua New Guine	a	B2		5.33%	10	0.05%	
Philippines		Baa	2	1.84%	(	5.56%	
Singapore		Aaa	L	0.00%	4	4.72%	
Solomon Islands		<b>B</b> 3		6.30%	11	1.02%	
Sri Lanka		Caal	Ľ	7.26%	11	1.98%	
Taiwan		Aa3		0.59%	-	5.31%	
Thailand		Baal	L	1.55%	(	5.27%	
Vietnam		Ba3		3.49%	8	8.21%	
Australia		4 9.9	1	0.00%		720	1
Australia	14	1.00		0.00%	4	.1270	-

5.319 4.72% Cook Islands B1 4.36% 9.08% New Zealand 0.00% Aaa 4.72% 5.40% Australia & NZ 4.72% 0.00% 6.56%

> Blue: Moody's Rating Red: Added Country Risk Green #: Total ERP

# One hurdle rate will generally not work across the company

If you are a single business company, but you are a multinational, your hurdle rate will vary, depending on where you are investing. If you use the beta of that we estimated for BHP earlier, the cost of equity (even in US\$ terms) will vary depending on where the investment is going to be made:

Region	Revenues	FRP	Riskfree Bate	Beta	Cost of	Cost of Debt (After-	Debt Batio	Cost of Capital
	nevenues		nate	Deta	Equity		Natio	Capital
Australia & New	¢ 47 200	4 7 2 0 /	1 200/	0.00	F 0.20/	1.000/	7 2 2 0 4	
Zealand	\$47,286	4.72%	1.30%	0.96	5.83%	1.86%	1.22%	5.55%
Central and South								
America	\$ 18,179	8.71%	1.30%	0.96	9.66%	1.86%	7.22%	9.10%
North America	\$ 9,682	4.72%	1.30%	0.96	5.83%	1.86%	7.22%	5.54%
Western Europe	\$ 1,156	5.56%	1.30%	0.96	6.64%	1.86%	7.22%	6.29%
Rest of the World	\$ 1,955	6.10%	1.30%	0.96	7.16%	1.86%	7.22%	6.77%
Total	\$ 78,258	5.70%	1.30%	0.96	6.77%	1.86%	7.22%	6.42%

# A Test: The Jensen Project

In 2021, BHP announced that it would invest \$12 billion in the Jansen project, a potash mine, in the Sasketchwan, and it plans to assess the investment in US dollars. Since you have enough cash in hand to make the investment, you plan to use no new debt in funding the project. In making your assessment of the hurdle rate, what would you use as:

		500	
RISK Tree Rate	Unlevered Beta	ЕКР	D/E ratio
a. US \$ Riskfree	a. BHP's beta (0.86)	a. BHP ERP (5.70%)	a. Zero (no debt)
rate			
b. Canadian \$	b. BHP Metals &	b. Canada's ERP (4.72%)	b. BHP D/E ratio (7.90%)
Riskfree rate	Mining (0.88)		
c. Australian \$	c. Fertilizer beta (0.75)	c. Global ERP (5.76%)	c. Other
Riskfree rate			

Lesson 6: Your investments need to earn returns that beat the hurdle rate...

- Your hurdle rate is both a cost of financing your business and an opportunity cost, i.e., a return you can make elsewhere if you invest in a project of equivalent risk. If that is the case, you should only take investments that generate returns that earn more than the hurdle rate.
- To measure returns, though, here are three simple propositions to follow:
  - 1. Look at the cash flows that you will make on the investment, rather than earnings. You cannot spend earnings.
  - 2. Look at incremental cash flows that come out because of the investment. Be wary of allocated costs (that will be there whether you take the investment or not) and ignore sunk costs (costs that you have already incurred).
  - 3. Time weight the cash flows, with cash flows occurring earlier being valued more than cash flows later.

## The Jansen Project: Cash Flow Returns

- The Jansen Project will require \$12 billion in investment over time.
  - If your analysis is entirely in US \$ terms, the cost of capital for the project is about 5%.
  - For this project to pass the investment principle test, the returns on this project will have to be greater than 5%.
  - Those returns, should be based upon expected future cash flows.
- Assuming that the project starts generating cash flows overnight, that the cash flows are expected to be level over time and that the project lasts forever:
  - How much would you need as after-tax, annual cash flow for this project to pass muster?
  - How would your answer change if you had to wait five years, before the project becomes operational?

Here is a short cut that you can use to assess the quality of your existing investments...



# **ROIC: Truth in Advertising**

- It is from the past: The return on invested capital is based upon operating income and invested capital from a time period (last year, average of the last five years etc.)
- And an accounting number: You can dress up ROIC as much as you want, but it is still, at its core, an accounting number. It is the only place in finance that we use book values.
- Subject to accounting actions and game playing: Any actions taken by accountants, legitimate or game playing, and any accounting inconsistencies (leases, R&D etc), will show up in ROIC.

Bottom line: The ROIC is a metric, perhaps even a useful one for mature companies, but not a very good one for young companies or companies in transition.

# BHP's best businesses, its worst ones and where it stands as a company..

	Allocated based upon net operating										
		assets in annual report									
		Operating		Operating		Cost of					
Business	Revenues	Income	Invested Capital	Margin	ROIC	Capital					
Coal & Related											
Energy	\$6,242.00	\$811.00	\$9,907.02	12.99%	4.91%	6.36%					
Iron Ore	\$20,797.00	\$12,924.00	\$19,170.17	62.14%	40.45%	5.98%					
Copper	\$10,666.00	\$2,590.00	\$25,428.61	24.28%	6.11%	5.98%					
Oil/Gas	\$4,070.00	\$811.00	\$8,592.20	19.93%	5.66%	6.56%					
внр	\$60,817.00	\$29,162.00	\$63,098.00	47.95%	27.73%	6.14%					

# The Commodity Price Effect..



For information on realised prices, refer to section 1.11.

Year ended 30 June	2020 Closing	2019 Closing	2018 Closing	2020 Average	2019 Average	2018 Average	2020 vs 2019 Average <sup>(9)</sup>
Natural gas Asian spot LNG <sup>(1)</sup> (US\$/MMBtu)	2.2	4.8	10.3	4.1	8.1	8.5	-50%
Crude oil (Brent) <sup>(2)</sup> (US\$/bbl)	41.8	66.1	77.9	51.5	69.0	63.6	-25%
Ethane <sup>(3)</sup> (US\$/bbl)	8.0	7.1	14.7	7.2	13.4	11.0	-46%
Propane <sup>(4)</sup> (US\$/bbl)	19.0	18.9	39.3	18.0	31.5	36.2	-43%
Butane <sup>(5)</sup> (US\$/bbl)	19.1	20.6	45.9	22.8	37.4	41.0	-39%
Copper (LME cash) (US\$/lb)	2.7	2.7	3.0	2.6	2.8	3.1	-8%
Iron ore <sup>(6)</sup> (US\$/dmt)	101.1	118.0	64.5	93.2	80.1	69.0	16%
Metallurgical coal <sup>(7)</sup> (US\$/t)	116.0	193.5	199.0	143.9	204.7	203.0	-30%
Energy coal <sup>(8)</sup> (US\$/t)	51.2	68.8	117.3	64.5	99.4	100.2	-35%
Nickel (LME cash) (US\$/lb)	5.8	5.7	6.8	6.4	5.6	5.6	13%

(1) Platts Liquefied Natural Gas Delivery Ex-Ship (DES) Japan/Korea Marker - typically applies to Asian LNG spot sales.

(2) Platts Dated Brent - a benchmark price assessment of the spot market value of physical cargoes of North Sea light sweet crude oil.

(2) Platts Dated Brent – a benchmark price assessment of the spot market value of physical cargoes of North 5 (3) OPIS Mont Belvieu non-Tet Ethane – typically applies to ethane sales in the US Gulf Coast market.
(4) OPIS Mont Belvieu non-Tet Propane – typically applies to propane sales in the US Gulf Coast market.
(5) OPIS Mont Belvieu non-Tet Normal Butane – typically applies to butane sales in the US Gulf Coast market.
(6) Platts 62 per cent Fe Cost and Freight (CFR) China – used for fines.

(7) Platts Low-Vol hard coking coal Index FOB Australia - representative of high-quality hard coking coals.

(8) GlobalCoal FOB Newcastle 6,000kcal/kg NCV - typically applies to coal sales in the Asia Pacific market.

(9) Due to rounding, immaterial differences in numbers may exist.

#### Impact of changes to commodity prices

The prices we obtain for our products are a key driver of value for BHP. Fluctuations in these commodity prices affect our results, including cash flows and asset values. The estimated impact of changes in commodity prices in FY2020 on our key financial measures is set out below.

	Impact on profit after taxation from Continuing operations (US\$M)	Impact on Underlying EBITDA (US\$M)
US\$1/bbl on oil price	24	37
US¢1/Ib on copper price	24	35
US\$1/t on iron ore price	163	233
US\$1/t on metallurgical coal price	24	35
US\$1/t on energy coal price	10	14
US¢1/lb on nickel price	1	1

### Should you hedge?



Lesson 7: Acquisitions are just big investments and have to meet the same standards..

- An acquisition is just a large-scale project. All of the rules that apply to individual investments apply to acquisitions, as well. For an acquisition to create value, it has to
  - Generate a higher return on capital, after allowing for synergy and control factors, than the cost of capital.
  - Put another way, an acquisition will create value only if the present value of the cash flows on the acquired firm, inclusive of synergy and control benefits, exceeds the cost of the acquisitons
- A divestiture is the reverse of an acquisition, with a cash inflow now (from divesting the assets) followed by cash outflows (i.e., cash flows foregone on the divested asset) in the future. If the present value of the future cash outflows is less than the cash inflow today, the divestiture will increase value.
- □ A fair-price acquisition or divestiture is value neutral.

## **Acquisition Sins**

- Risk Transference
  - The Sin: Using the acquiring company's risk characteristics (hurdle rate) to value a target company's cash flows.
  - **The Fix: Use the target company's risk to determine its hurdle rate.**
- Debt Subsidies
  - The Sin: Using acquired company's debt capacity and/or low cost of debt to lower discount rate for target valuation
  - The Fix: Use target company's cost of debt/ debt capacity.
- Magical Synergy
  - **The Sin: Synergy is a plug variable**, unplanned and unaccounted for
  - The Fix: Plan for synergy, buy it for less and hold someone accountable
- Auto-pilot Control
  - The Sin: Control is worth an extra 20%
  - The Fix: Value the company, with the status quo and with you in control, & pay less
- Decision first, analysis to follow
  - The Sin: Top management, egged on by bankers & consultants, decides to do deal before analysis.
  - **D** The Fix: Don't let bankers/consultants decide on whether deal makes sense.

# And of all the ways to create growth, acquisitions rank worst...



# Lesson 8: You have only two ways of raising funding for a business...

### **Figure 7.1: Debt versus Equity**

Fixed Claim Tax Deductible High Priority in Financial Trouble Fixed Maturity No Management Control

Residual Claim Not Tax Deductible Lowest Priority in Financial Trouble Infinite Management Control

### Debt

Bank Debt Commercial Paper Corporate Bonds

### **Hybrid Securities**

Convertible Debt Preferred Stock Option-linked Bonds

### Equity

Owner's Equity Venture Capital Common Stock Warrants

# And here is the trade off....

Advantages of Debt	Disadvantages of debt
<b>1. Tax Benefit</b> : Interest expenses on debt are tax deductible	1. Expected Bankruptcy Cost: The expected cost of going
but cash flows to equity are generally not.	bankrupt is a product of the probability of going bankrupt and
Implication: The higher the marginal tax rate, the greater the	the cost of going bankrupt. The latter includes both direct and
benefits of debt.	indirect costs. The probability of going bankrupt will be
	higher in businesses with more volatile earnings and the cost
	of bankruptcy will also vary across businesses.
	Implication:
	1. Firms with more stable earnings should borrow more, for any
	given level of earnings.
	2. Firms with lower bankruptcy costs should borrow more, for
	any given level of earnings.
<b>2. Added Discipline</b> : Borrowing money may force managers	<b>2. Agency Costs</b> : Actions that benefit equity investors may
to think about the consequences of the investment decisions a	hurt lenders. The greater the potential for this conflict of
little more carefully and reduce bad investments.	interest, the greater the cost borne by the borrower (as higher
Implication: As the separation between managers and	interest rates or more covenants).
stockholders increases, the benefits to using debt will go up.	Implication: Firms where lenders can monitor/ control how
	their money is being used should be able to borrow more than
	firms where this is difficult to do.
	<b>3. Loss of flexibility</b> : Using up available debt capacity today
	will mean that you cannot draw on it in the future. This loss of
	flexibility can be disastrous if funds are needed and access to
	capital is shut off.
	Implication:
	1. Firms that can forecast future funding needs better
	should be able to borrow more.
	2. Firms with better access to capital markets should be
	more willing to borrow more today.

# Lesson 9: There is a "right" mix of debt and equity for your business...



Be wary of companies that are too aggressive... and too conservative... in their use of debt...

- □ If you use too little debt (you are too conservative), you are missing the tax benefits from using debt that would have lowered your cost of capital and increased your value as a business.
  - Prime candidates: Mature companies that have large, stable cash flows, face high tax rates and use little or no debt to capitalize themselves.
  - Fixes: At the minimum, borrow more when funding new projects and pay more dividends. More radically, borrow money and recapitalize.
- If you use too much debt, your tax benefits may be overwhelmed by the cost of distress and default. Consequently, you have a higher cost of capital and lower value as a business, because you have chosen to borrow too much.
  - Prime candidates: Companies in risky businesses that have other fixed commitments to meet and low or volatile income, while borrowing large amounts.
  - Fixes: At the minimum, cut back or stop paying dividends and utilize retained earnings to fund investments. More radically, raise new equity and retire debt.

## **BHP: Current versus Optimal**

		Cost of	Bond	Interest rate		Cost of Debt		Enterprise
Debt Ratio	Beta	Equity	Rating	on debt	Tax Rate	(after-tax)	WACC	Value
0%	0.9600	6.77%	Aaa/AAA	1.99%	25.00%	1.49%	6.77%	\$265,985
10%	1.0400	7.23%	Aaa/AAA	1.99%	25.00%	1.49%	6.65%	\$271,824
20%	1.1400	7.80%	Aaa/AAA	1.99%	25.00%	1.49%	6.54%	\$277,926
30%	1.2686	8.53%	Aaa/AAA	1.99%	25.00%	1.49%	6.42%	\$284,308
40%	1.4400	9.51%	A1/A+	2.37%	25.00%	1.78%	6.42%	\$284,505
50%	1.6800	10.88%	Caa/CCC	10.76%	25.00%	8.07%	9.47%	\$178,083
60%	2.0634	13.06%	Caa/CCC	10.76%	23.37%	8.24%	10.17%	\$164,061
70%	2.8644	17.63%	C2/C	14.39%	14.98%	12.23%	13.85%	\$115,954
80%	4.2966	25.79%	C2/C	14.39%	13.11%	12.50%	15.16%	\$105,004
90%	8.5933	50.28%	C2/C	14.39%	11.65%	12.71%	16.47%	\$95,943

Used average EBITDA over the last five years to compute optimal debt ratio.

# Lesson 10: The "right" debt for your firm depends on your firm

- □ The objective in designing debt is to make the cash flows on debt match up as closely as possible with the cash flows that the firm makes on its assets.
- By doing so, we reduce our risk of default, increase debt capacity and increase firm value.



# The perfect debt for you is....

### □ The perfect financing instrument will

- Have all of the tax advantages of debt
- While preserving the flexibility offered by equity



# BHP's perfect debt

- <u>Typical investment</u>: BHP's typical investment is a mine or in oil production, generally long term and with a long gestation period, with revenues in US dollars. Its cash flows are tied to commodity prices going up and down.
- <u>Recommendation</u>: The debt should be long term, US dollar debt, with coupon rates tied to commodity prices (if feasible).
- □ <u>Actual</u>: The existing debt at BHP is below:

	202	0	20' Resta	9 ited
US\$M	Current	Non-current	Current	Non-current
Interest bearing liabilities Bank loans Notes and debentures Lease liabilities <sup>(1)</sup> Bank overdraft and short-term borrowings Other	737 3,354 853 - 68	1,755 17,691 2,590 –	508 1,002 65 20 66	1,990 20,527 650 –
Total interest bearing liabilities	5,012	22,036	1,661	23,167

# Lesson 11: Cash is not accumulated by accident, & cash does not belong to the company

The Free Cashflow to Equity (FCFE) is a measure of how much cash is left in the business after non-equity claimholders (debt and preferred stock) have been paid, and after any reinvestment needed to sustain the firm's assets and future growth.

Standard Definition	Modified Version	Simplified (if debt ratio = constant)
Net Income	Net Income	Net Income
+ Depreciation	Reinvestment	
- Cap Ex	- (Cap Ex - Depreciation +	
- Change in WC	Change in Working Capital)	Reinvestment from Equity
FCFE before debt cash flow	FCFE before debt cash flow	- (Cap Ex - Depreciation + Change
+ New Debt Issued	Net CF from Debt	
- Debt Repaid	+ (New Debt Issued - Debt Repaid)	
FCFE	FCFE	FCFE

# BHP – Dividends/Buybacks versus FCFE

	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	Aggregate
Net Income	\$15,473.00	\$11,223.00	\$13,832.00	\$1,910.00	-\$6,385.00	\$5,890.00	\$3,705.00	\$8,306.00	\$7,956.00	\$11,304.00	\$73,214.00
+ Depreciation & Amortization	\$6,431.00	\$6,067.00	\$7,716.00	\$9,158.00	\$6,210.00	\$5,972.00	\$6,288.00	\$5,687.00	\$5,994.00	\$6,824.00	\$66,347.00
- Capital Expenditures	\$33,686.00	\$22,425.00	\$16,210.00	\$12,763.00	\$6,459.00	\$4,663.00	\$5,853.00	\$7,123.00	\$7,640.00	\$7,600.00	\$124,422.00
- Change in non-cash Working Capital	-\$1,584.00	-\$389.00	\$269.00	-\$592.00	-\$636.00	-\$92.00	\$125.00	-\$493.00	\$1,179.00	\$1,969.00	-\$244.00
FCFE (before debt)	-\$10,198.00	-\$4,746.00	\$5,069.00	-\$1,103.00	-\$5,998.00	\$7,291.00	\$4,015.00	\$7,363.00	\$5,131.00	\$8,559.00	\$15,383.00
+ Debt issuances	\$12,817.00	\$9,143.00	\$6,000.00	\$3,440.00	\$7,239.00	\$1,577.00	\$528.00	\$250.00	\$514.00	\$568.00	\$42,076.00
- Debt repaid	\$3,993.00	\$1,902.00	\$7,048.00	\$4,135.00	\$2,781.00	\$7,114.00	\$4,188.00	\$2,604.00	\$2,047.00	\$8,395.00	\$44,207.00
FCFE (after debt)	-\$1,374.00	\$2,495.00	\$4,021.00	-\$1,798.00	-\$1,540.00	\$1,754.00	\$355.00	\$5,009.00	\$3,598.00	\$732.00	\$13,252.00
				2						Q	
Dividends	\$5,877.00	\$6,167.00	\$6,387.00	\$6,498.00	\$4,130.00	\$2,921.00	\$5,220.00	\$6,237.00	\$6,876.00	\$7,901.00	\$58,214.00
Buybacks	\$507.00	\$445.00	\$368.00	\$355.00	\$106.00	\$108.00	\$171.00	\$5,408.00	\$143.00	\$234.00	\$7,845.00
Cash Returned	\$6,384.00	\$6,612.00	\$6,755.00	\$6,853.00	\$4,236.00	\$3,029.00	\$5,391.00	\$11,645.00	\$7,019.00	\$8,135.00	\$66,059.00

# And companies don't pay out what they can afford to....



FCFE = Potential Dividends = Cash left over after all operating expenses, taxes, reinvestment and debt payments have been made.

## Not all cash balances are created equal...



Market Value of \$ 1 in cash: Estimates obtained by regressing Enterprise Value against Cash Balances

# And buybacks are flexible dividends...



Dividends and Buybacks on S&P 500: 1988- 2020

# Mythology on buybacks..

- Buybacks increase stock prices: The notion that buybacks are automatically good for stock prices is built on the fact that they reduce share count. That is not just lazy, but it is wrong, since the equity drops by the cash returned.
  - The net effect on value is determined almost entirely by whether the buybacks moves the company towards or away from its optimal financial mix.
  - The net effect on price is more messy, since buybacks can affect mood and momentum.
- Buybacks are bad for investment: A company that is using cash to fund buybacks is clearly not investing, but the cash used for the buybacks goes to investors who invest in other companies. In short, buybacks move cash from companies that do the buybacks to companies raising capital in markets.
- Buybacks are funded primarily with debt: It is true that some companies doing buybacks fund them with debt, but the bulk of buybacks in the last decade have come from companies that have not seen dramatic increases in debt.

# Lesson 12: The value of your business is a function of these variables...



# And behind those numbers, there is a story..



×.					BH	P						Sep-2
						т	he Si	tory			•	
BHP is a mature compa than consumption. BHP	ny in a starteo	business that will d 2021 with sky hij	struggle to sta gh margins, as	y at cu iron or	irren e pri	t levels, let alone ices bounced back	grow from	v over time. Growth n COVID lows, but v	n, if it vill de	occurs, will come primate ecrease over time to the t	ily from commodity prices going up, ra en-year average,	ther
	-					The A	ssur	mptions			A	
	Base year Next ye		Next yea	Next year		Years 2-5		Years 6-10		After year 10	Link to story	
Revenues (a)	\$	60,817.00	2.0%		2.00%		1.30%			1.30%	Low growth business	
Operating margin (b)		50.62%	45.0%		45.00%		- 35.25%		3	35.25%	Margins move to ten-year average	
Tax rate	39.00%				39.00% -					25.00%	Converge on global tax rate	
Reinvestment (c )	nt (c )		1.10		1.10		1.10			21.59%	Industry average reinevstment, for capital intensive business.	
Return on capital	apital 14.85%			DIC =	-48			.38%		6.02%	Competitive advantages fade over tim	e.
Cost of capital (d)					6.14%		6.02%		1	6.02%	Cost of capital relatively stable.	
	- 2.2					The	Cash	Flows				
		Revenues	Operating Mo	argin		EBIT		EBIT (1-t)		Reinvestment	FCFF	
1	\$	62,033.34	\$	0.45	\$	27,915.00	\$	17,028.15	\$	1,104.56	\$ 15,9	23.60
2	\$	63,274.01	\$	0.43	\$	27,239.46	\$	16,616.07	\$	1,126.65	\$ 15,4	89.42
3	\$	64,539.49	\$	0.42	\$	27,154.99	\$	16,564.54	\$	1,149.18	\$ 15,4	15.36
4	\$	65,830.28	\$	0.41	\$	27,056.24	\$	16,504.31	\$	1,172.16	\$ 15,3	32.15
5	\$	67,146.88	\$	0.40	\$	26,942.69	\$	16,435.04	\$	1,195.61	\$ 15,2	39.43
6	\$	68,395.81	\$	0.41	\$	28,314.24	\$	18,064.49	\$	1,134.15	\$ 16,9	30.34
7	\$	69,572.22	\$	0.40	\$	27,731.99	\$	18,469.50	\$	1,068.29	\$ 17,4	01.2
8	\$	70,671.46	\$	0.38	\$	27,084.00	\$	18,796.30	\$	998.22	\$ 17,7	98.08
9	\$	71,689.13	\$	0.37	\$	26,372.21	\$	19,040.74	\$	924.14	\$ 18,1	16.60
10	\$	72,621.09	\$	0.35	\$	25,598.93	\$	19,199.20	\$	846.31	\$ 18,3	52.8
Terminal year	\$	73,565.17	\$	0.35	\$	25,931.72	\$	19,448.79	\$	4,199.90	\$ 15,2	48.89
1						Т	he V	alue				
Terminal value						323,069.61			_			
PV(Terminal value)						178,680.26			_			
PV (CF over next 10 years)						120,205.65			_			
Value of operating assets =					\$	298,885.91						
Adjustment for distress							Probability of failure =				0.00%	
- Debt & Minority Interests						26,470.00			_			
+ Cash & Other Non-operating assets						18,828.00			-			
Value of equity						291,243.91			-			
- Value of equity options						-			-			
Number of shares						5,057.70						
Value per share						57.58	Stock was trading at = \$ 55.6					

## And here is how you can change your value

