

# Post Merger Blues: Cases

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## Unternehmenskulturen: Hindernis für das “neue” Unternehmen?

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**LEADING THE GLOBAL GAME**  
M&A BETWEEN COMPETITIVENESS AND CONFLICTS

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## DAIMLERCHRYSLER'S DIVERSE CULTURES

In a windowless conference room 15 stories below the executive suite, seven German and American employees of DaimlerChrysler are in a deep debate over the newly merged automaker's future. At the heart of the debate is the fact that, after the formal merger of the two organizations, the new corporation remains essentially two separate companies, one German and one American. Why?

If DaimlerChrysler is to become a global organization, it must convince employees at all levels that moving around the world is important. Dozens of teams are now shuttling between the company's dual headquarters in Stuttgart, Germany, and Auburn Hills, Michigan. In 1999, the company wanted to move 60 employees between Germany and the United States on jobs lasting between 2 and 5 years. There were few takers. Part of the problem has to do with personal concerns: Most Americans don't speak German and don't want to leave their spacious U.S. homes for apartments or smaller houses in Stuttgart, where real estate is far more expensive. However, DaimlerChrysler is providing expats (those who live in a foreign country while maintaining residence in another) 3 months' salary to cover miscellaneous expenses for setting up housing arrangements; all moving expenses, including hotels and meals, and a salary bonus if the cost of living in the new country was higher than in the United States.

The crux of the problem lies in the differences in the corporate cultures of the two companies. Chrysler managers want to operate by using a low-cost business strategy. They want advertisements for new cars to be placed on the Internet, reducing the need for elaborate four-color brochures that focus on reliability, efficiency, and an easygoing lifestyle. Daimler managers want glossy four-color brochures that emphasize distinctiveness, wealth, and demanding engineering. While both groups debated the brochure, they agreed upon the brochure's colors of blue and yellow. Ms. Vahdiak, the Daimler lawyer, noted that those were

also the colors of Lufthansa, the German airline. Mr. Wilhelm, Chrysler's human resource representative, noted that these were the colors of the University of Michigan.

In Germany, meetings would last all day and then all the managers would go out to dinner. In Stuttgart, the group usually dined at Dopo, an Italian restaurant with a good wine list. Over dinner, the real issues surfaced. The Americans wanted to use video-conferencing or conference calls in an effort to reduce the 14 hours of travel time between their locations in the United States and Stuttgart and the expense involved. The Americans pictured their German counterparts as "running around with steel helmets and always saying 'Yes, General.'" The Germans pictured the Americans as "cowboys—always shooting from the hip."

Another difference is that the American and German managers had different notions of what is valued. In the old Chrysler organization, "empowerment" was practiced. Employees had access to senior managers and addressed them by first name. At Daimler, employees focused on social justice. Titles, office location, and other perks were important status symbols that dictated power and authority relationships among employees. The differences in these corporate values created stumbling blocks for the development of effective cross-cultural teams. The Daimler managers perceived that the Chrysler managers only wanted to see results and were not detail-oriented. Conversely, the Americans believed that the Daimler managers were more process-oriented, too slow in accomplishing their goals, and very detail-oriented. Finally, Chrysler was a much less global company than Daimler, so it placed less value on international assignments as stepping-stones for its managers. Most Daimler managers, however, had lived outside of Germany at some point in their careers. Taking an international assignment was a necessary step in their professional development to broaden their managing across cultures and managing self competencies.<sup>4</sup>

Quelle: Hellriegel 2001

Fragen: 1. Welche kulturellen Unterschiede? 2. Wirkung auf Performance?



Hans-Erich Mueller

# Von Hoechst zu Aventis

## *Diversifiziertes Wachstum bis 1990*

Hoechst entsteht nach dem zweiten Weltkrieg aus der Zerschlagung des IG-Farben Konzerns. Das strategische Ziel der 50er und 60er Jahre lautet überdurchschnittliches Wachstum, um eine weltweit starke Marktposition aufzubauen. Akquisitionen stehen im Vordergrund.

In den siebziger Jahren ändert sich die Strategie in Richtung Optimierung des Geschäftes. Hoechst konzentriert sich auf seine Stärken und bereinigt sein Sortiment, um dennoch stetig weiter zu wachsen. Desinvestitionen durch Verkäufe von Beteiligungen treten in den 80er Jahren neben den Kauf von Unternehmen.

## *Konzentration auf das Kerngeschäft nach 1990*

Anfang der neunziger Jahre steht unter dem Vorstandsvorsitzenden Jürgen Dormann die strategische Neuausrichtung von Hoechst im Mittelpunkt: Konzentration auf das Kerngeschäft Pharma, Agrochemie, industrielle Chemie sowie die Stärkung der Position in den wichtigsten Märkten in Nordamerika, Europa, Asien und der Ausstieg aus Geschäftsfeldern, in denen Hoechst nicht zu den führenden Anbietern gehört, waren die Eckpunkte dieser Strategie. Extern wird sie durch Verkäufe und Zukäufe, strategische Allianzen und Joint Ventures umgesetzt.

Mit 45 Milliarden DM Umsatz vor allem in der Pharma- und Chemiebranche und 170.000 Mitarbeitern zählt Hoechst damals zu den größten deutschen Unternehmen. Mehr Flexibilität und internationale Orientierung verspricht man sich von der Dezentralisierung der Organisation. Bisher funktional getrennte Bereiche werden zu 112 Strategischen Geschäftseinheiten (SGE's) mit überwiegend globaler Ergebnisverantwortung umstrukturiert. Diese entwickeln Geschäftsfeldstrategien und werden im Rahmen der Konzernstrategie koordiniert.

## *Ein global orientiertes europäisches Unternehmen seit 2000*

Ende 1998 werden überraschend der französische Rhone-Poulenc-Konzern und Hoechst zu Aventis verschmolzen. Durch die Fusion entsteht ein „Global Player“ mit der Zentrale in Straßburg und den wichtigsten Gesellschaften Aventis Pharma in Frankfurt am Main und der Aventis Crop Sciences in Lyon. Die Chemiesparte wird verkauft. Die Agrosparte (Crop-Science) wird an BASF verkauft. Aus dem ehemaligen deutschen Chemiekonzern Hoechst ist ein global orientierter Pharmakonzern mit Sitz in Frankreich und einer bedeutenden Tochtergesellschaft in Deutschland geworden.

Aus dieser Neuausrichtung zu einem global orientierten europäischen Unternehmen ergeben sich auch Anforderungen an die Zusammenarbeit deutscher und französischer Gewerkschaften. Diese haben sich etwa im März 2001 in komplizierten Verhandlungen mit dem Unternehmen darauf geeinigt, wie die Aufsichtsratsmandate, die den Arbeitnehmern in Straßburg zur Verfügung stehen, besetzt werden. Damit wird auf dem europäischen Verhandlungsweg Neuland für die internationale Mitbestimmung im Aufsichtsrat einer aus rechtlicher Sicht französischen Gesellschaft betreten – allerdings mit einer Lösung, die unter den deutschen Mitbestimmungsstandards liegt.

Obwohl anfangs nicht erwartet, bestätigt sich auch hier die Regel, daß häufig Personalanpassungen dem Zusammenschluß folgen. Der Schweizer Spezialchemie-Konzern Clariant hat die Chemie-Sparte von Hoechst erworben. Im Frühjahr 2001 wird beschlossen, durch Firmenverkäufe und Stilllegungen in Deutschland bis Mitte 2002 jeden fünften der 10.000 Arbeitsplätze dort abzubauen. Nur wenige Monate später muß ein weiterer Abbau von 1000 Arbeitsplätzen angekündigt werden. Verluste und Arbeitsplatzabbau lösen einen Sturz des Börsenwertes von Clariant aus.

Anfang März 2002 wird bekannt, daß die „Gründungsväter“ von Aventis, Jürgen Dormann und Jean-René Fourtou aus ihren Vorstandspositionen zurücktreten werden und in den Aufsichtsrat wechseln. Als ein Grund für den Erfolg der Fusion wird auch die Harmonie zwischen ihnen beschrieben (vgl. Aventis -Video Schock Therapie). Diese kann nicht beliebig fortgeschrieben werden.

Quelle: Müller 2002

Fragen:

1. Wie sind M&A's in der Strategieentwicklung von Hoechst bzw. Aventis einzuordnen?
2. Warum kann der Hoechst/Rhone-Poulenc-Merger als komplex angesehen werden?



Hans-Erich Mueller

## Pharmacia & Upjohn 1: Cross-Cultural Clash

The headquarters of Pharmacia & Upjohn are just a stone's throw from England's Windsor Castle. The location seems to be an odd choice for the headquarters of a company created by merging Upjohn, based in Kalamazoo, Michigan, and Pharmacia, based in Stockholm, Sweden. The decision where to locate the new headquarters and its 100-person staff is just one example of what happens when managers from two organizations distrust each other. The following were some of the cultural clashes that occurred.

- The hard-driving, results-oriented approach of the Upjohn employees clashed with the consensus-oriented approach of the Pharmacia employees. The Upjohn employees focused on ambitious cost-cutting goals and individual accountability for numerical results. The Pharmacia employees kept others informed and sought feedback about how best to communicate changes to others throughout the merged organizations.
- The Swedes said, "Tell me why and how this thing works," whereas the Americans said, "Don't teach me to be an expert. Just tell me what I need to know to do my job." In Sweden, students in elementary school are taught to sit down and think about a problem. Thus only when employees have explored a problem and looked at various ways of approaching it, do they tackle it. In the United States, most employees have a "can-do" attitude, which means that they try to overcome obstacles as they arise while they are solving a problem.
- The Upjohn managers scheduled meetings throughout the summer and couldn't understand why Pharmacia managers spent the entire month of August on vacation (a Swedish tradition).
- The lack of savvy and of firsthand global experience by Upjohn employees surprised the internationally experienced Pharmacia employees. For example, Upjohn's strict policies require all employees to undergo drug and alcohol testing. Smoking is banned throughout its facilities. At Pharmacia's Milan location, wine is poured freely in the company's dining room, and the boardroom in Stockholm has well-stocked humidors.
- Upjohn employees were required to make frequent financial reports and staffing updates to their superiors. The Pharmacia employees viewed these tasks as a waste of time and eventually stopped taking them seriously. The Italian Pharmacia employees thought that the Americans were acting like imperialists and trying to take over.<sup>10</sup>

Quelle: Hellriegel 2001

Frage: Halten Sie einen solchen Fall für ungewöhnlich?



## Pharmacia & Upjohn 2: Fred Hassan's human touch

When Fred Hassan took over as CEO of Pharmacia & Upjohn (P&U) in May 1997, many thought he should sit down immediately and study P&U's bleak numbers. Formed in 1995 in what had been considered a promising union of two multinational drug companies, Pharmacia AB of Sweden and The Upjohn Company of the United States, P&U was hemorrhaging financially.

The group had just issued a series of profit warnings and its share price was languishing. The CEO who had orchestrated the merger — John Zabriskie — had resigned abruptly five months earlier, in the face of rising merger costs and the board's frustration with the progress of integration. Between 1996 and 1997, P&U's sales worldwide dropped 8 percent, to \$6.6 billion, and earnings plummeted 53 percent, from \$550 million to \$258 million. This happened in a market that was registering double-digit growth. To complicate matters, P&U was completing the takeover of Farmaitalia, an Italian company. Despite the severity of the situation, Mr. Hassan didn't puzzle long over the possible reasons for the fall. Instead, he instinctively zeroed in on one factor he believed was more important than all the rest — low worker morale. Then the new leader rolled up his sleeves and reached out to employees.

"This company has really recovered well, and a lot of the credit goes to Mr. Hassan," says Sergio Traversa, an analyst at Mehta Partners, a pharmaceutical research firm in New York City. Likewise, those inside the company applaud Mr. Hassan's contribution to the turnaround, especially his persistent focus on people's attitudes and behaviors, and his ability to influence both. While this skill is referred to as the soft side of management, few dispute that the soft stuff is hard, especially for leaders in merger situations trying to get many distracted and stressed people to concentrate on business performance. His first act was to hold a press conference in New York City designed to send a very public message to P&U employees. "I wanted to tell them that there's a new CEO and we're moving in a new direction," says Mr. Hassan. "I thought it would buy me a little time."

More specifically, it allowed him to begin the complex process of rebuilding trust among employees and their confidence in the organization. Mr. Hassan went directly from the press conference to the airport, where he caught a plane for Europe. In Stockholm and Milan and outside London, he listened to people's gripes, gathered information on the company's products, and took detailed notes on everything he heard. His next stop was Kalamazoo, Michigan (the former Upjohn's hometown), where, in his words, the main goal was to establish "eye contact" with American workers. "Just meeting a human being on the other end who they can relate to gives people a sense of reassurance," Mr. Hassan says.

Quelle: Griffith o.J., siehe:  
[www.strategy-business.com](http://www.strategy-business.com)

Frage: Inwieweit hat Post-Merger-Integration etwas mit Veränderungsmanagement zu tun?



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