## Contents

*List of figures*  x

*About the authors*  xi

*Preface*  xii

*Introduction*  xiii

### PART I  ON CORPORATE CONTROL AND GOVERNANCE PROCESSES IN FINANCIAL CAPITALISM

1  A theoretical platform  3
   1.1  The purpose of this work  3
   1.2  Setting the scene: early twenty-first century financial capitalism  4
   1.3  An extensive empirical case study  7
   1.4  Actors and institutions  10
   1.5  Two perspectives on the corporation  14
   1.6  Towards a revised theory of corporate governance  17
   1.7  Shareholder rationales differ  21
   1.8  Institutional differences create arbitrage opportunities  24
   1.9  A few concluding remarks  31

### PART II  A CASE OVERVIEW

2  The Old Mutual–Skandia case: actors and context  39
   2.1  A changing context  39
   2.2  A turbulent period  40
   2.3  Skandia in the early twenty-first century  41
   2.4  Old Mutual up to the millennium  42
   2.5  The main ingredients in our narration  44
   2.6  Book overview  47

### PART III  A TARGET COMPANY: SKANDIA BEFORE APRIL 2004

3  A success – and a crash  55
   3.1  Skandia 2003 – a troubled company  55
3.2 Shareholding restrictions 55
3.3 Skandia’s successful unit-linked business 57
3.4 The embedded-value method 60
3.5 A crash 62
3.6 A tarnished brand 64

4 Skandia Life UK 68
4.1 A strained relationship 68
4.2 The acquisition of Bankhall 71
4.3 A power struggle 72

5 A takeover target 74
5.1 Changes in shareholding and board composition 74
5.2 A nomination committee 76
5.3 Passive shareholders 78
5.4 Turning the page with a new chair 80
5.5 Trying to form a future 81
5.6 A cancelled merger plan 82
5.7 A bonus scandal 84
5.8 Further shareholder changes 85
5.9 Skandia – a post-crisis company 86

PART IV THE ACTORS IN THE SKANDIA TAKEOVER: SKANDIA 2004

6 A new CEO, board and shareholder composition 91
6.1 A new CEO: Hans-Erik Andersson 91
6.2 A new set of shareholders 93
6.3 The new board of directors 96

7 Rebuilding Skandia 107
7.1 A platform 107
7.2 The AGM on 15 April 2004 108
7.3 A change of leadership 109
7.4 Governance ambiguities 113

8 Working for a stand-alone case or heading for a structural deal? 116
8.1 Internal problems 116
8.2 Presenting the ‘Glue plan’ 119
8.3 Project Pegasus 122
8.4 Skandia goes for stand-alone 125
8.5 Reporting the second quarter 2004 127
8.6 Shareholder activity 129
8.7 Skandia’s CEO still in the driving seat 131
### Contents

#### 9 New kinds of shareholders enter the scene
9.1 Christer Gardell looks for allies  
9.2 Skandia becomes a target  
9.3 Chair Bernt Magnusson: Skandia open to sale  
9.4 Activist Gardell acts  

#### 10 Old Mutual
10.1 The history of Old Mutual  
10.2 Old Mutual expands abroad  
10.3 An emerging interest for Skandia  

#### PART V OLD MUTUAL GOES FOR SKANDIA  
(DECEMBER 2004 TO AUGUST 2005)

#### 11 Growing unease on the Skandia board
11.1 The Skandia board meeting on 22 December 2004  
11.2 Christmas activities  
11.3 Skandia’s Turbo plan  
11.4 Board dispute about the Morgan Stanley agreement  
11.5 A first visit from Old Mutual  
11.6 Growing tension on the Skandia board  
11.7 Icelandic support for Cevian  
11.8 Settlement with former chair Lars Ramqvist  
11.9 Old Mutual prepares a bid  

#### 12 An indicative bid leaks out
12.1 New attempts to control the businesses in the UK  
12.2 Old Mutual enters the arena  
12.3 Structuring a cross-border bid  
12.4 Old Mutual’s proposal leaks out  
12.5 Sceptical media  
12.6 A board agreement on the Turbo plan  

#### 13 Summer of due diligence
13.1 Different opinions regarding Old Mutual’s indicative bid  
13.2 The suitors  
13.3 A difficult board meeting  
13.4 A letter from Fidelity  
13.5 Lengthy due diligence  
13.6 Attempting to sell parts of Skandia  

#### 14 Old Mutual’s friendly bid
14.1 Trouble with financing the bid
14.2 The Morgan Stanley agreement 214
14.3 An eroding Skandia contest 215
14.4 A formal bid from Old Mutual 216
14.5 Meeting with Skandia’s larger institutional shareholders 221

PART VI  OLD MUTUAL ACQUIRES SKANDIA  
(SUMMER 2005 TO SPRING 2006)

15 A divided board 227
15.1 The Fourth National Pension Fund states its position 227
15.2 Different opinions on Old Mutual’s qualities 230
15.3 Two camps emerge on the Skandia board 232
15.4 A second shareholder meeting 235
15.5 A week of media speculation 237
15.6 Soft irrevocables from shareholders 242
15.7 The public bid 243

16 A controversial bid 247
16.1 Old Mutual’s bid for Skandia 247
16.2 Early reactions to the bid 249
16.3 Initiating a board document 252
16.4 Emerging shareholder activity 252
16.5 Old Mutual top management meets the Skandia board 254
16.6 A cascade of arguments 256

17 Trying to keep Skandia independent 260
17.1 Activities in and around the Swedish AP funds 260
17.2 A critique of Morgan Stanley 263
17.3 The conflict with the Brits continues 264
17.4 Publishing the Turbo plan 265
17.5 A delicate political issue 266

18 A hostile bid 269
18.1 Public relations problems 269
18.2 Short selling Skandia shares 270
18.3 Planning for a blocking minority 271
18.4 Board vote and press conference 272
18.5 Swedish institutions acting in concert 275
18.6 Lowering the acceptance hurdle? 276
18.7 The question of national interest 277

19 Hedge funds intervene 281
19.1 Paulson & Co. takes a strong position in Skandia 281
19.2 Skandia’s chair Bernt Magnusson resigns 282
Contents

19.3 Active hedge funds 283
19.4 Swedish institutional investors sell out 284
19.5 Playing by a new set of rules 286
19.6 The defence document 289
19.7 Bid reactions in South Africa 291

20 Facing a new reality 295
20.1 In search of a ‘white knight’ 295
20.2 Skandia Liv 296
20.3 Swedish minority rights 298
20.4 A letter from Skandia chair Lennart Jeansson 299
20.5 Skandia road show 300
20.6 A new nomination committee 302
20.7 Emerging markets’ rally 303
20.8 Raising the bid? 306

21 Old Mutual acquires Skandia 310
21.1 Waiving the 90 per cent threshold 310
21.2 A winning strategy 312
21.3 The minority organizes its opposition 315
21.4 Old Mutual’s final plan 316
21.5 Old Mutual in control 318
21.6 Further selling of Skandia shares 320
21.7 Epilogue 322

PART VII CONCLUSIONS

22 Some conclusions on corporate control and governance processes in financial capitalism 329
22.1 Chapter overview 329
22.2 General observations 331
22.3 Differing views of the purpose of a limited company 335
22.4 The financial rationale dominates the scene 345
22.5 The functioning of the Skandia board and related agencies 361
22.6 Institutional competition 374
22.7 Where do we go from here? 382

Appendix A methodological note 389
References 395
Name index 413
Subject index 417