

## Engineering Innovation: Bayer In-House Counsel on Fostering Innovation Through Growth

After a whirlwind year, we asked Silny to reflect on his career and transition to a new role, key takeaways from the company's recent deals and on larger trends he is seeing in pharma M&A.

By Alan F. Zoccolillo, Piotr E. Korzynski and Deny-Jean Silny

Having just recently assumed the role of Head of Legal M&A within Bayer AG's (Bayer) legal department, Deny-Jean Silny is no stranger to complex deal-making at the German pharmaceutical and life sciences giant. He first joined Bayer's legal department in July 2016 and has helped Bayer navigate its deal-making both large and small. Over the past year or so, we had the privilege of working with him and his predecessor, Christian Bank, on Bayer's up to \$4 billion acquisition of U.S.-based Asklepios BioPharmaceutical, Inc. (AskBio) and its up to \$2 billion acquisition of U.S.-based Vividion Therapeutics, Inc. (Vividion). After a whirlwind year, we asked Silny to reflect on his career and transition to a new role, key takeaways from the company's recent deals and on larger trends he is seeing in pharma M&A.

**Baker McKenzie: First, congratulations on your new role! Could you share your background at Bayer and your path toward this milestone?**



Courtesy photos

(l-r) Alan F. Zoccolillo, co-managing partner of Baker McKenzie's New York office and the chair of the firm's North American transactional practices, Piotr E. Korzynski, partner in the firm's North American transaction practice group, based in its Chicago office, and Deny-Jean Silny, Head of Legal M&A at Bayer.

**Deny-Jean Silny, Head of Legal M&A at Bayer:** Thank you very much. I started my career at Baker McKenzie, working six years as an M&A lawyer in Baker's Duesseldorf and London offices. In 2016, I joined the legal M&A department of Bayer where I have been involved in various M&A deals on the buy-and-sell side, including antitrust divestments for the Monsanto acquisition, the divestment of Bayer's animal health business and the AskBio acquisition.

After having been promoted to Senior Legal Counsel in 2019, I was promoted to Head of Legal M&A at Bayer in December 2021.

**BM: Do you have any words of wisdom or advice for others working their way through legal department ranks?**

**DJS:** As an in-house counsel, it is important to establish a strong and collaborative relationship with your main stakeholders to become

a trusted advisor for them. This requires sufficient understanding of the perspective and business needs of your clients. Another key factor is to not act as a naysayer but rather look for pragmatic solutions wherever possible to valuably support your stakeholders in reaching their objectives.

**BM: Reflecting on some of your recent transactions, could you share any key takeaways for you in supporting the company through negotiations to signing to closing?**

**DJS:** In several deals, we experienced the importance of understanding the underlying transaction objectives and perspective of the counter side in resolving open negotiation issues. This especially applies in case of cultural differences among the parties or if the counterparty is a regional player with a different business setup and expectations on the deal terms. Such situations often trigger lengthy and difficult conversations with the other side that can feel in the moment as though the parties aren't making significant progress. In a deal's long run, however, these conversations are necessary to overcome differences and get the deal done.

**BM: How do you think about the role of outside counsel in these types of transactions?**

**DJS:** Although at Bayer, we handle a huge number of deals in-house, there are always M&A projects where we obtain support from outside counsel. This may be due to limited capacities within our legal

department or because a particular M&A project requires specific legal expertise. We consider our outside counsel to be trusted partners and a key part of our overall deal team, rendering valuable guidance and advice with respect to all kind of transaction matters.

**BM: Negotiated deals rarely get done where there is a significant cultural mismatch or mistrust. What do you think was key to Bayer's appeal in the recent AskBio and Vividion transactions?**

**DJS:** From my perspective, it was an important factor in these two deals that the parties did not consider each other opponents but partners shaping their future collaboration. On the Bayer side, it was important that everyone was fully dedicated to these projects and pulled in the same direction to be able to meet the tight deadlines. On the buy side more generally, I find it essential to identify the key factors driving the target's success and desirability as an acquisition target to ensure that those factors can be retained through post-closing integration and beyond.

**BM: Lastly, are there any deal trends you're seeing in the pharmaceutical or life sciences industry more broadly?**

**DJS:** The broader market swell in M&A activity makes this an exciting time for the pharma industry, as well as for other industries. Many pharma companies are continuing to focus on their "core" activities, whether by further investing in biopharma assets to define, grow

or broaden a core business or to divest a noncore product portfolio or business. I suspect that this focus and the existing financial resources available in the pharma sector, including additional cash on hand from numerous divestitures, may trigger increased pharma M&A activity in 2022 compared to 2021.

*Alan F. Zoccolillo is the co-managing partner of Baker McKenzie's New York office and the chair of the firm's North American transactional practices. He has significant experience in general corporate counseling and in structuring, negotiating and implementing a variety of mergers and acquisitions, corporate restructurings, joint ventures and private equity transactions. He routinely represents a broad range of local and multinational clients in U.S. and cross-border business and investment transactions.*

*Piotr E. Korzynski is a partner in the firm's North American transaction practice group, based in its Chicago office. He has experience representing clients across a range of industries, from e-commerce and financial products to beverage can manufacturing and meat processing, having represented clients on both the buy- and sell-side of negotiated and contested M&A transactions, which have utilized a broad range of transaction structures.*

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