

# **CENTRE FOR THE STUDY OF ECONOMIC & SOCIAL CHANGE IN EUROPE**

SCHOOL OF SLAVONIC & EAST EUROPEAN STUDIES

# "Consolidation of Ownership and Market Consolidation: The Role of Relational Investors on the Polish Beer Market 1990 –1999"

Michal Górzyński

Working Paper No. 11

University College London Centre for the Study of Economic and Social Change in Europe Senate House, Malet Street, London, WC1E 7HU Tel: 44(020) 7863 8517 Fax :44(020) 7862 8641 Email: <u>csesce@ssees.ac.uk</u>

# **CONSOLIDATION OF OWNERSHIP AND MARKET CONSOLIDATION:**

# THE ROLE OF RELATIONAL INVESTORS ON THE POLISH BEER

# MARKET 1990 - 1999<sup>1</sup>

# Michał Górzyński<sup>2</sup>

### Abstract

This paper presents a case study based on a full dataset related to 31 companies operating in the Polish beer industry during the 1990's. It discusses the impact of privatisation and of secondary ownership transfers on market outcomes. It confirms the critical role played by foreign relational investors in the process of industrial restructuring, and two parallel evolutions: a strong trend towards concentrated ownership and towards market concentration. Companies, which were not initially privatised to relational investors, were typically taken over by them in the later stage. However, the delay led to a postponed restructuring process and a loss of market share.

February 2002

### ISSN 1476-1734

JEL classification: L66; P31; G34

<sup>&</sup>lt;sup>1</sup> The paper consists the output of research activity undertaken with support from the European Community's Phare ACE Programme 1998 (project P98-1048-R: "Corporate governance, relational investors, strategic restructuring and performance in Hungary and Poland"). The content of the publication is the sole responsibility of the author and it in no way respresents the views of the Commission or its services.

The author is grateful to Tomasz Mickiewicz and Kate Bishop for useful comments.

<sup>&</sup>lt;sup>2</sup> Michał Górzyński is a research fellow at CASE (Centre for Economic and Social Research) and the deputy director of CASE Advisors Ltd

### Introduction

The method of ownership transformation of privatised companies and type of investor may influence the corporate governance structures and companies' performance [e.g. Grosfeld, I. and T. Tressel (2001); Filatotchev, I. and T. Mickiewicz (2001); Kozarzewski P. (2001a); Błaszczyk, B.; Woodward, R., eds. (1999); Carlin, W. (1999); Aghion, P., O. Blanchard (1998) etc.]. The goal of this paper is to analyse the influence of different types of investors (taking into account geographical and sectoral origin of the investor), methods of privatisation and level of ownership concentration on the market performance and corporate governance structures of the companies. The analysis covered the companies from the manufacturing sector, which was one of the earliest privatised – beer industry. That implies sufficiently long period of analysis to cover not only immediate effects after privatisation, but also emerging equilibrium.

The beer market has been isolated from foreign trade competition [Central Statistical Office, Yearbook of Foreign Trade (1990, 1995, 2001)]<sup>1</sup>. Apart from that, at the beginning of the 1990's the sector was characterised by a very low rate of concentration, and as already mentioned, was one of the fastest and most effectively privatised sector in Poland [Błaszczyk, B. (1997a)]. The privatisation process started in 1991 and finished in 1997. Moreover, many different methods of privatisation were used by the Ministry of State Treasury and Ministry of Ownership Transformation (e.g. sale to strategic investors, contribution to the MPP Program, MEBO and IPO privatisation) and many types of investors participated in the privatisation process (foreign and domestic investors, employees and managers, branch and non- branch investors). This allows us to conduct a detailed comparative and comprehensive analysis on the effectiveness of the different methods of privatisation and types of investors.

The analysis covers years 1990-1999 and is based on data on 31 companies in the sector<sup>2</sup>. The output of these breweries in 1990 covered the full demand for beer in Poland. Later, many small breweries were established and many small unprofitable production units were excluded from the large breweries and sold to individual investors. The output of these breweries is not registered by the Association of Beer Producers 'Piwochmiel'<sup>3</sup>. In 1999 the breweries included in the research sample covered 98% of the domestic beer output.

The quantitative data come mainly from 'Piwochmiel' and the Central Statistical Office (GUS). The ownership data for the whole panel were collected by the author<sup>4</sup>.

The paper consists of three parts. The first part describes and analyses the beer market in Poland in the 1990's. The second chapter describes the Polish beer sector: the largest and most important breweries as well as the investors operating on Polish beer market. It also presents the process of privatisation and consolidation of the sector. The third part analyses the market performance and corporate governance structures of the companies from the beer sector in Poland, taking into consideration the ownership structure, ownership concentration and type of the investor. It also assesses the effectiveness of the adopted privatisation methods. The last section contains the main conclusions.

<sup>&</sup>lt;sup>1</sup> Beer is an example of the typical local product. This observation is supported by the foreign trade data. In average, the beer imports amounted to 2% of the total beer sales in Poland in the 90s.

 $<sup>^{2}</sup>$  Despite of the fact that the official market data for 2000 are still not available I present in the paper the approximate data for 2000, which were presented in press publications or published by some of the beer producers.

<sup>&</sup>lt;sup>3</sup> The market share of these breweries amounts to around 2%

<sup>&</sup>lt;sup>4</sup> Internet, Security Commission, literature, telephone interviews, investment bank's sectoral analyses;

### 1. Beer consumption and production in Poland in the 90s.

Since the economic transformation started in 1989, the beer sector has been not only one of the fastest growing sectors in Poland but it also experienced the highest dynamics of beer consumption and production in Europe.

In 1991 beer production increased by 20%. It resulted from the very fast adjustment of the largest and best domestic breweries to the new market conditions. Consequently just after two years the economic transformation started in Poland, domestic producers not only overcame supply barriers but also managed to significantly improve the quality of the product. Additionally, the Polish economy experienced a revival in consumer's demand after a rapid decrease of real incomes in Poland at the end of the 1980's [Cylwik A, Górzyński M., Jakubiak M., Klin B. (2000)]. In 1992 we again observed the increase of beer consumption and production. In 1993 production decreased by 10% in comparison with 1992. It was caused by the introduction of VAT and exercise tax on beer<sup>5</sup>. Starting form 1994 up to 2000 beer consumption and production continually increased. As a result during the 1990's the market grew in average 10% annually and beer production in Poland in 2000 doubled in comparison with 1990 (an increase of 112%). In 2000 domestic breweries produced 24 millions hectoliters of beer and beer consumption per capita amounted to 65 liters per capita (see table 1.1. and graph 1.1).

Table 1.1. Deer consumption per capita in Foldida in the 905 (in inters).											
	90	91	92	93	94	95	96	97	98	99	00
Consumption per capita	30,2	33	37	35	37	40	44	49	54	61	65

Table 1.1 Roor	consumption per	conito in	Doland in	the $00c$	(in litare)
	consumption per	capita in	i oranu m	110 202 (	(III IIICIS).

Source: Przemysł Fermentacyjny i Owocowo-Warzywny (1997) and author's own estimations

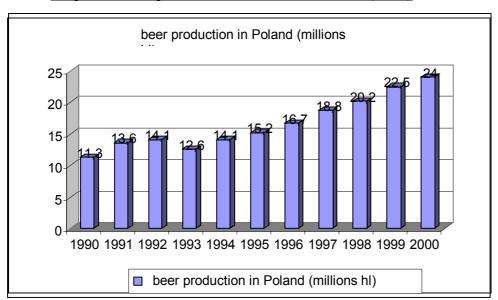
This impressive growth was driven by three main factors. First of all, breweries started to offer products of better quality. It resulted form successful and fast privatisation and restructuring process of the sector and introduction of large investment programs in the companies (these investment programs were mainly financed by new shareholders). As a result the beer sector managed to attract the largest investments per employee [PFPŻIERiGŻ, 2000]. At present the beer sector is one of the most competitive sectors of the Polish economy [B. Wyżnikiewicz, red. 2001] and is considered as one of the most modern and most technologically advanced beer sector in Europe.

Secondly, during the 1990's we observed a rapid change of alcoholic drinks consumption model in Poland [Górzyński M., Jankowiak J., Mączyńska E., Zawadzki M. (1998)]. 20-30 years ago Polish consumers strongly preferred a consumption of high grade alcoholic drinks. The rate of consumption of vodka and other strong alcoholic drinks per capita was in Poland one of the highest in Europe. However, in the 1990's consumption of high grade alcoholic drinks started to be replaced by a consumption of low grade alcoholic products like beer or wine. It was driven by cultural and social and economic factors as well as promotional policy of the breweries. Additionally, the Polish spirits companies were excluded from the privatisation process, which weakened their economic and competitive position. As a result, the consumption of vodka during the ten last years halved, while beer consumption doubled. [World Drinks Trends 1999 Edition (2000), Central Statistical Office, Statistical Yearbook (1990, 1995, 1996, 1997, 1998, 1999, 2000, 2001)].

Thirdly, at the beginning of the 1990's Poland was characterised by the lowest level of beer consumption per capita, comparing to other Central and Eastern European countries

 $<sup>^5</sup>$  The rate of VAT on beer is 22% and the rate of exercise tax in 1993 was 30%

(starting position's factor). In the 1970's beer production on average amounted to 13 million of hectoliters of beer, which meant 35- 37 liters of beer per capita annually. In the 1980's, the beer production and consumption per capita dropped even more to the level of 10.5 million hectoliters annually (whichmeant a consumption per capita at the level of 30 liters annually) [World Drinks Trends 1999 Edition (2000), Central Statistical Office, Statistical Yearbook (1985, 1990)].



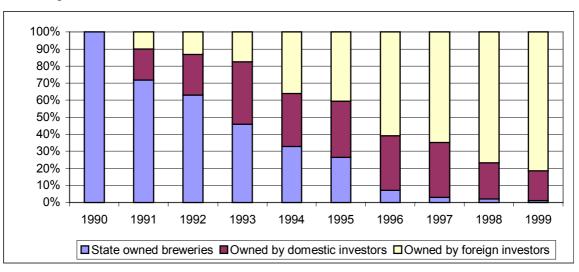


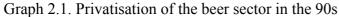
*Source: Central Statistical Office, Statistical Yearbook (1990, 1995, 1996, 1997, 1998, 1999, 2000, 2001) and Piwochmiel* 

# 2. The structure of beer sector in Poland

### 2.1. Privatisation of the beer sector in Poland

As it was mentioned above, the beer sector was one of the fastest and most effectively privatised sector in Poland. The privatisation process started in 1991. In 1994 already 70% of the market shares were controlled by private investors. In 1997 the privatisation process of the beer sector practically finished. At that time less then 3% of the market shares were controlled by three breweries which remained in the State hands<sup>6</sup>. Foreign investors participated very actively in the ownership transformation process of the Polish beer sector in the 1990's (see graph 2.1.). In 1999 foreign investors controlled more than 80% of the market. The data presented in the graph show also a very active participation of domestic investors in the privatisation process. Polish investors were especially active in years 1993-1997. At that time the market share controlled by them amounted to 35%. However, since that time their capital involvement have been decreasing. In 1999 domestic investors controlled only 17% of the market.





Source: Piwochmiel and author's own estimation

Table 2.1. presents the methods and effects of privatisation of beer sector in Poland. Privatisation by MEBO, in the form of the management and employee's lease, was the most popular method of privatisation adopted by the Ministry of Ownership Transformation in the process of an ownership transformation of the beer sector. 11 medium and small breweries were privatised by that method. Only two breweries: Żywiec and Okocim<sup>7</sup>, were privatised by

<sup>&</sup>lt;sup>6</sup> In 2001 these three breweries: Górnośląskie Browary w Zabrzu, Browar Grybów and Browar w Czarnkowie were under the bankruptcy or liquidation procedures.

<sup>&</sup>lt;sup>7</sup> Okocim and Żywiec were the most known and technologically advanced breweries in Poland (in 1990 Okocim was the second largest beer producer in Poland- over 10% of the market, while Żywiec was the third largest company on the beer market- 7.4% of the market share). In the 70s and 80s these two companies were the only Polish beer exporters and had an access to foreign exchanges, what allowed them to ensure the high quality of their products and enabled them an activity on the competitive Western markets. Moreover, these breweries, as the only two breweries in Poland, operated not only on the local markets but also on the country's market. As a

IPO, both in 1991<sup>8</sup> (three years later the Ministry sold the remaining shares and the control over Żywiec and Okocim to foreign strategic investors- Haineken bought 35% of Żywiec and Brau und Brunnen GmbH took over 25% of the Okocim)<sup>9</sup>. Apart from that only three more breweries were sold directly to foreign investors: Elbrewery and Hevelius, which were both privatised in 1991 by Australian investor Brewpole BV and Browary Tyskie sold to the consortium of SAB (South African Brewery- the fourth largest beer producer in the world) and domestic investor Euro Agro Centrum. One should say that breweries privatised with a participation of foreign investors were not only the largest beer producers on the Polish market but also the most prosperous?.

Six breweries were privatised by domestic and non-branch investors. These breweries were usually larger than the breweries privatised by MEBO. One can say that at the beginning of the 1990's the market position of the breweries privatised by that type of investors was comparable to the market position of the companies, which were taken over by foreign investors. In 1991 the market share of five companies, which were privatised with participation of foreign investors (including Żywiec and Okocim) amounted to 33,5%, while the market share of six firms privatised by domestic investors amounted to 30,5%. At the same time the market share of eleven companies privatised by MEBO was 22%.

Three breweries were included into the Polish Mass Privatisation Program called National Investment Fund Program (NFI). There were: Browar Zielona Góra, Browar w Lwówku Śląskim and Pepees (Browar Łomża). These breweries were rather small as their market share in 1991 amounted to 5,5%.

	DSFI	IPO/DSFI	MEBO	DSDI
1991	Elbrewery	Żywiec	Brok	
	Hevelius	Okocim		
1992			B. Warszawskie	Jurand
			Kujawiak	
			B. Witnica	
			B. Suwałki	
1993			Perła- Lublin	Lech BW
			Kętrzyn	
1994			Dojlidy	Warka
			Namysłów	B. Szczecin
1995			Z.P. Łódź	
1996	B. Tyskie		Z.P. Sierpc	Piast
1997				Leżajsk

Table 2.1. Methods and effects of privatisation of domestic beer sector.

DSFI- privatisation by direct sale to foreign investors; IPO- initial public offering; MEBO- employee's lease;

DSDI- privatisation by direct sale to domestic investors (private persons);

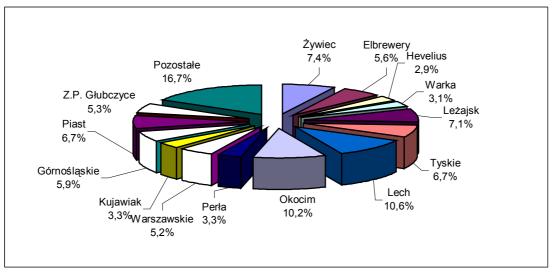
result, products and brands and trademarks of Okocim and Żywiec were widely recognised among domestic costumers. What is more important, they were recognised as the products and brands of a high quality. Consequently on the beginning of the 90s these two breweries had the best starting market position among all Polish beer producers and were the most interesting for foreign investors.

<sup>&</sup>lt;sup>8</sup> Despite of the fact that some of the breweries were later listed on the Warsaw Stock Exchange (e.g. Pepees, Brok, Strzelec), only these two firms were privatised by public offering.

<sup>&</sup>lt;sup>9</sup> In my further analyses I will treat these companies as a privatised with a participation of foreign investors.

### 2.2. Consolidation of Polish beer sector.

The second trend parallel to the privatisation process, which influenced and shaped thePolish beer sector in the 1990's, was a process of market consolidation. At the beginning of the 1990's the Polish beer sector was characterised by a very low rate of concentration (see graph 2.2.). However after 10 years the concentration rate increased significantly and just three companies controlled around 80% of the market in 2001.



Graph 2.2. Market structure of a beer sector in Poland in 1990.

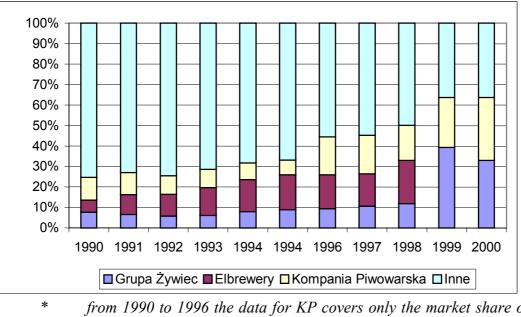
The consolidation process was driven by three foreign sectoral investors, which participated in the privatisation process of the largest Polish breweries: Haineken, SAB and Brewpole. Not counting the privatzation deal from 1991, when Brewpole bought two breweries: Hevelius and Browar Elblag, the consolidation process started in the second half of the 1990's. In 1996 a consortium of SAB and Euro Agro Centrum<sup>10</sup>, took over Browary Tyskie S.A. from the Ministry of Ownership Transformation. At that time Lech BW was fourth and Browary Tyskie the third largest beer producer in Poland. After the acquisition of Browary Tyskie, SAB and Euro Agro Centrum controlled 20% of the beer market. The process of the merger between Lech BW and Browary Tyskie finished in 1998, when a new organisational structure in the form of a new company Kompania Piwowarska was established.

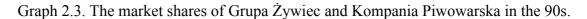
In the first half of 1998 Elbrewery took over two other breweries: Browar Warka (6% of the market) and Browar Leżajsk (3,5% of the market). After the acquisition of these companies EB had 25% of the market and become the largest beer producer on Polish market. In the second half of 1998 Haineken, the main shareholder of Żywiec- the third largest beer producer in Poland (at that time 14% of the market share), decided to take an active part in a consolidation process. It started the acquisition process of Elbrewery. At that moment the main competitor of Żywiec and Elbrewery, Kompania Piwowarska still had around 20% of the market. As a result of the consolidation process in 1999 two groups were established, which controlled almost 60% of the domestic market: Grupa Żywiec (Żywiec Group)

Source: Piwochmiel

<sup>&</sup>lt;sup>10</sup> The main shareholders of Lech Browary Wielkopolskie

controlled 36,5% of the market, and Komapnia Piwowarska controlled 22,6% of the market (see graph 2.3.).





Source: Piowchmiel

At the end of the 1990's the medium-size breweries experienced the concentration process. German branch investor Bitburger took control over two medium-size breweries: Browar Szczecin (Bosman) and Browar Sierpc. As a result, in 1999 Bitburger controlled 5,7% of the market.

In 2000, a new foreign investor expressed an interest in Polish market- Austrian group Brau Union (Brau Beteiligungs Aktiengesellachaft- BBAG). Up to that year BBAG did not participate in a ownership transformation process. However, in 2000 it took over 3 breweries: Van Pur- Polish greenfield investment, which at the and of 1999 had 2,3% of the market, Browary Bydgoskie (Kujawiak) and Browary Warszawskie, which together controlled around 5% of the market. BBAG bought last two breweries out form the employees. As a result, as of the end of year 2000, 5 the largest companies controlled almost 80% of the market- see graph 2.4.

In 2001 the rate of consolidation of the beer sector increased even further, as the main investor of Okocim- Carlsberg decided to be more active on Polish beer market. Okocim, was the only brewery among the largest breweries, which not only did not improve its market position but, even lost market shares during the 1990's <sup>11</sup>. In 2001 Carlsberg increased the capital involvement in Okocim and took over three medium breweries: Browar Piast- bought out form domestic investor and breweries controlled by Group Bitburger: Browar Sierpc and Browar Szczecin. According to rough estimations, the market share of Okocim in 2001 increased to around 16%. As a result, as of the end of 2001, the three largest

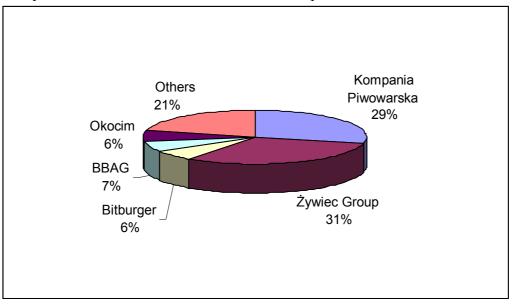
from 1990 to 1996 the data for KP covers only the market share of Lech BW, from 1996 to 2000 it covers Lech BW nad Browary Tyskie

<sup>\*\*</sup> In 1999 and 2000 data of market share for Żywiec includes also the market share of Elbrewery

<sup>&</sup>lt;sup>11</sup> Okocim lost 4% of the market during last 10 years.

players on Polish beer market controlled by three foreign branch investors: Heineken, SAB and Carlsberg, controlled 78% of the market.

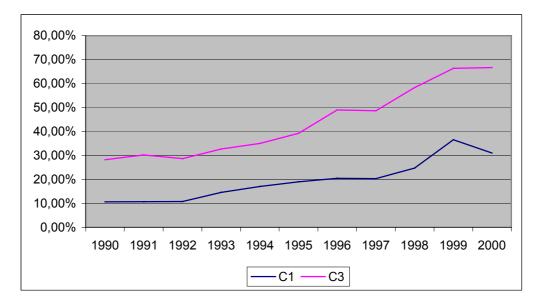
The effects of the concentration process on Polish beer market is presented in graph 2.5.. The graph presents indexes C1and  $C3^{12}$  for the beer sector in the 90s. The data confirm the observation that the concentration process speeded up in the second half of the 90s.



Graph 2.4. The market shares of the main beer producers in 2000

Source: Lech BW and CASE- Doradcy

Graph 2.5. C1 and C3 indexes for the beer sector in 1990-2000



<sup>&</sup>lt;sup>12</sup> Index C1- reflects the market share of the market leader

Index C3- reflects the market share of three largest firms on the market

### 2.3. The main players on Polish beer market in the 90s.

The Polish beer market in the 1990's was dominated by five breweries: Żywiec, Lech-Browary Wielkopolskie (Lech BW), Browary Tyskie<sup>13</sup>, Okocim and Elbrewery<sup>14</sup>. These five companies often described as the "big five" shaped the structure and developments on the market. During the 1990's the "big five" increased its market share from 40,5% to 51,7% (see graph 2.6.)<sup>15</sup> and tripled their output. In volume terms, the production of the five largest breweries in the 90s increased by 8.3 millions hl. From 1991 to 1999 Żywiec increased its production by 300%, Elbrewery by 350%, Lech BW and Browary Tyskie by 160%<sup>16</sup> and Okocim by 68%. In 1999 they together produced almost 13 millions hl of beer. Also, all breweries, except Okocim, significantly increased also the market shares. Żywiec and Elbrewery doubled their market shares, Lech BW and Browary Tyskie increased the market share form 16% to 22%<sup>17</sup>. Only Okocim during the 1990s lost around 4% of the market. To summarise, the market performance of the largest breweries<sup>18</sup> in the 1990's in Poland improved significantly, partly as a result of overall market expansion, and partly at cost of small (domestic owned) producers.

<sup>&</sup>lt;sup>13</sup> Lech- Browary Wielkopolskie and Browary Tyskie, were the most dynamic and the largest regional beer producers at the end of the 80s. One should say that they have dominated in the regions where the beer consumption per capita is the highest in Poland. Lech BW is located in Wielkopolska in the Western part of Poland (near by Polish- German border) and Browary Tyskie is located in Silesia- Southern part of Poland (nearby Polish- Czech border). In these two regions the consumption patterns of the population (model of consumption of alcoholic drinks) have been very similar to the Czech and German model. In 1990 Lech BW was the largest Polish beer producer and Browary Tyskie was on fifth place.

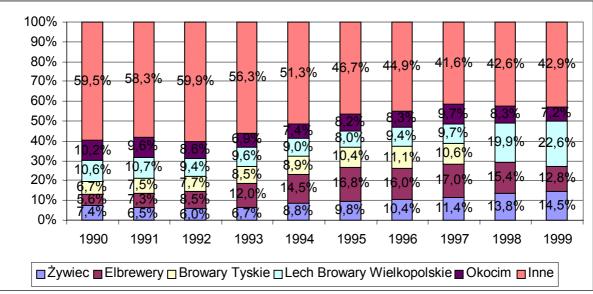
<sup>&</sup>lt;sup>14</sup> In 1990 nobody could expect that Browar Elblag- Elbrewery would be one of the most important player on Polish beer market in the 90s. Despite of the fact that it had a very strong market position on the Northern part of Poland, it had only 5,6% of the market share and its products and brands were poorly recognizable in the other regions of the country. However, the brewery was one of the earliest privatised beer producer in Poland. It was sold to Australian investor Brewpole BV. In 1992 it introduced on the market a new, very modern, brand- EB, which was aimed at young consumers. The new investors of Elbrewery very quickly modernized production lines and created very effective distribution network and adopted aggressive and comprehensive promotion campaign. As a result EB achieved a spectacular and unrepeatable market success. During only three years Elbrevery doubled its market share form almost 6% to 12%. In 1997 its market share achieved the level of 17%.

<sup>&</sup>lt;sup>15</sup> Not counting the market shares of the breweries, which were taken over by the breweries from the group of "big five".

<sup>&</sup>lt;sup>16</sup> As Lech BW and Browary Tyskie merged into Kompania Piwowarska in 1998 there are no available separate statistics for Lech BW and Browary Tyskie for 1998 and 1999.

<sup>&</sup>lt;sup>17</sup> In 2000 Kompania Piwowarska increased its market share to 29%

<sup>&</sup>lt;sup>18</sup> The "big five" is owned by three foreign branch investors: SAB: Lech and Tyskie, Haineken: Żywiec and Elbrewery, Carlsberg: Okocim. The privatisation and consolidation process will be described in the next part of that chapter.



Graph 2.6. The market shares of "big five" in 1990-1999

The market position of medium sized breweries (beer producers with average annual beer output from 250 thousand hl to 800 thousand  $hl^{19}$ ) more or less remained on the same level. During the 1990's they lost around 4% of the market share. In 1999 the market share of that group of breweries amounted to 39%- see graph 2.7. The list of these breweries is presented in table 2.2..

Table 2.2. Average annual production of medium breweries in the 90s.

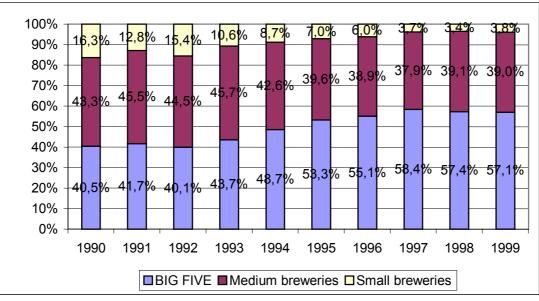
	Avg. annual production
Piast Browary Dolnośląskie	766
Warka	666
Leżajsk	640
Górnośląskie Browary w Zabrzu	612
Browary Warszawskie	565
Browary Bydgoskie (Kujawiak)	444
Perła- Z.P. w Lublinie	425
Brok	414
Browar Szczecin	358
VAN PUR	334
PEPEES- Browar Łomża	299
Dojlidy	288
Browar Namysłów	277
Z.P Sierpc	373
Z.P. w Łodzi	256

Source: Piwochmiel

Source: Piwochmiel

<sup>\*1998</sup> Lech Browary Wielkopolskie and Browary Tyskie merged into Kompania Piwowarska

<sup>&</sup>lt;sup>19</sup> In case of large producers average annual beer production amounted form 1 340 thousand hl in case of Okocim to over 2 000 thousand hl in case of Elbrewery



Graph 2.7. Market shares of large, medium and small beer producers in the 90s

Source: Piwochmiel

Analysing the market performance of the medium breweries in the 1990's (see table 2.3) we can observe a clear division between the breweries, which continually improved their market position and breweries, which lost the market shares. Table 2.3. presents the medium beer producers split into two groups. The first group includes six successful medium breweries, which managed to increase the market shares and improve their market position in the 1990's. In that group the case of Browar Dojlidy (an increase in the market share from 0,8% to 2.7%) and VAN PUR (in 1999 it had 2,3% of the market share, while it entered the market in 1994 as a green-field investment) is a very good example of market success. Also the market performance of Browar Warka (it doubled its market share) and Browar Szczecin (increase of the market share from 1.4% to 3.2%) is very impressive. All these successful breweries, at the end of the 1990's were controlled by foreign investors.

The second group includes nine less successful medium sized companies. In that group we can observe a cases of spectacular market failures eg. Browary Górnośląskie- the market share of that firm, controlled by the State, dropped from almost 6% to 1% or Browar Leżajsk, fourth largest beer producer in Poland in 1990, had only 2.8% of the market in 1999. It seems that if breweries do not find strong branch (strategic) investors or do not be taken over by the largest players, they will be degraded to the group of small breweries or even forced to leave the market.

	1990	1991	1992	1993	1994	1995	1996	1997	1998	1999
	GROUP 1									
Warka	3,1%	4,0%	3,4%	3,9%	3,0%	2,1%	2,9%	4,7%	6,0%	6,4%
Brok	2,0%	2,1%	2,2%	2,8%	2,7%	2,6%	2,6%	2,6%	2,7%	3,2%
Szczecin	1,4%	1,5%	1,8%	2,1%	2,0%	1,7%	2,0%	2,5%	3,0%	3,2%
Dojlidy	0,8%	1,0%	1,0%	1,3%	1,2%	1,3%	1,8%	2,4%	2,9%	2,7%
Sierpc	0,0%	2,4%	2,6%	2,6%	2,5%	2,5%	2,5%	2,6%	2,5%	2,5%
VAN PUR	0,0%	0,0%	0,0%	0,0%	1,1%	1,8%	1,9%	1,8%	2,0%	2,3%
				GROUP	2					
Leżajsk	7,1%	6,3%	5,9%	4,9%	3,7%	3,3%	2,7%	2,6%	3,2%	2,8%
Browary Górnośląskie	5,9%	5,9%	5,6%	5,7%	5,1%	4,3%	3,9%	2,7%	1,8%	1,0%
Piast	6,7%	6,4%	6,0%	6,0%	5,4%	4,9%	4,2%	3,2%	3,5%	3,8%
Łódź	2,2%	2,1%	2,0%	1,8%	1,6%	1,4%	1,6%	1,5%	1,3%	1,0%
Browary Warszawskie	5,2%	2,9%	3,2%	4,1%	4,1%	3,8%	3,7%	3,3%	3,2%	2,9%
Perłą	3,3%	3,1%	3,0%	3,2%	3,4%	3,2%	2,7%	2,2%	1,6%	1,9%
Kuajwiak	3,3%	3,7%	3,9%	3,4%	3,2%	2,7%	2,5%	2,1%	2,0%	2,1%
Namysłów	0,0%	2,2%	2,0%	2,1%	2,0%	1,9%	1,8%	1,8%	1,6%	1,6%
Pepees	2,3%	1,9%	2,0%	1,8%	1,8%	2,0%	2,0%	2,0%	1,8%	1,5%

Source: Piwochmiel

Analysing the data presented in graph 2.7. we can observe that in the 1990's the group of small breweries experienced the worst market performance. It can be easily observed that the largest breweries increased the market shares at the cost of small breweries. Despite the fact that these breweries have very strong market position on the local markets, these markets are shrinking. The market share of this group of breweries decreased from 16% to 3.8%.

Small breweries compete based on the strategy of price competitiveness. Focusing on low price strategy, they usually have had no significant promotion activity and have not developed aggressively distribution networks. Consequently, they do not attract new consumers. A strategy of price competitiveness in the case of many small producers caused a depreciation of the assets and a decrease in the production capacities. It seems that in a few years due to the consolidation and cost reduction process in the sector, the leading breweries will be able to decrease their prices to the level of the local producers. Additionally, price competitiveness of large and medium producers will be supported by promotion campaigns and better developed distribution networks. As a result small breweries will loose their market share. Moreover, at the moment large and medium producers are not interested in taking over the brands of small breweries<sup>20</sup> and their production capacity<sup>21</sup>. In this situation many of the small breweries will have to leave the market. The only market opportunity for them is a differentiation strategy. However, it requires a large investment outlays in production capacity and marketing<sup>22</sup>.

<sup>&</sup>lt;sup>20</sup> Investments in the new brands by large and medium breweries in the case when they have already too many brands in the portfolio does not have any economic sense.

<sup>&</sup>lt;sup>21</sup> The production capacity of the small breweries are usually obsolete. Apart form that large producers have already spare production capacity, which are estimated at 4-6 millions hl.

<sup>&</sup>lt;sup>22</sup> The market success of Browar Belgia, which produces a niche beer Palm, confirms that such a market strategy is economically justified.

# **3.** Ownership structure and ownership concentration vs. market position- analysis of beer sector in the 1990's in Poland.

The goal of this section is to analyse the market performance of the companies operating in the beer sector in Poland in the 1990's, taking into consideration the ownership structure, type of investors and ownership concentration.

market share will be used in this section as the main indicator of the market and economic performance of the companies from the sector. The beer sector in the 1990's, as it was presented in section 1, experienced dynamic growth and development<sup>23</sup>. On the other hand beer is a product, which can be characterised as a "mass and standard product". It means that the market leaders in such sectors have to focus their activity on volume strategy. Such a strategy allows the leaders to decrease the cost of production, distribution and promotion activity and to increase the competitiveness of the offered products [Porter, M. E. (1996)]. In such sectors, which additionally are at the stage of dynamic growth, the most important indicator of the market success is the market share<sup>24</sup>. The strategies of all economic units during that stage should be aimed at improvement of the market position, in order to prepare the companies for an increasing competitiveness during the stage of maturity of the sector. In the next stages of the sector's development, having a good market position, smaller players can use than their economic potential to adopt a strategy of differentiation. To conclude, in the case of the domestic beer sector in the 1990's the main indicator of the market and economic success for all market participants was market share and this indicator will be the basis for the analysis presented in this section<sup>25</sup>.

### 3.1. Ownership structure vs. market performance

Analysing the contribution to the rate of growth of the beer market of companies controlled by different type of investors, we can easily observe that the rapid growth of the sector was mainly driven by companies controlled by foreign investors- see graph 3.1. and table 3.1.. Those firms controlled by foreign investors generated the growth of the sector not only in the years when they had a dominant position in the market (in 1996 firms controlled by foreign investors had a market share of 60%), but also in 1994 and 1995, when they controlled only 30-40% of the market. In the 1990's the companies with capital involvement of foreign investors constantly enjoyed a positive rate of growth. Even in 1993, when the market decreased by almost 10%, production of companies controlled by foreign investors grew by 2%. The highest rate of growth of companies with capital involvement of foreign investors was observed in 1997 (11,5%) and 1998 (8%, while all other firms decreased the production). The second most dynamic group were the breweries owned by domestic investors: apart form 1993, 1995 and 1998, the beer producers from that group increased their beer sales and production. The breweries controlled by the State had generally decreased beer output. The State firms increased the production and sales of beer only in 1992 and in 1995 (a good result in 1995 was mainly achieved due to a market performance of one brewery-Browary Tyskie).

<sup>&</sup>lt;sup>23</sup> the rate of growth of the sector was much higher than the growth of GDP

<sup>&</sup>lt;sup>24</sup> Distribution and output are main two factors, which determine the market success at the stage of growth in case of sectors offering mass and standard products.

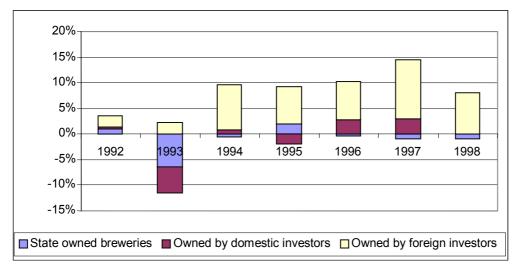
<sup>&</sup>lt;sup>25</sup> That also justifies the market's concentration strategies what helps to develop faster than competitors and improve the cost position. However, the strategy of a concentration can be adopted only by the economic units, which have substantial capital support

onsideration the type of on	instactution the type of ownership .							
	1992	1993	1994	1995	1996	1997	1998	
State owned breweries	1,06%	-6,13%	-0,59%	2,08%	-0,38%	-0,96%	-0,83%	
Breweries owned by								
domestic investors	0,42%	-5,29%	0,78%	-2,07%	2,66%	3,59%	-0,01%	
Breweries owned by foreign								
investors	2,02%	2,21%	8,89%	7,26%	7,55%	11,45%	8,02%	
Rate of growth of the sector	3,50%	-9,21%	9,08%	7,28%	9,83%	13,54%	7,19%	
	1	• •						

Table 3.1. Decomposition of the dynamic of growth of the beer sector taking into consideration the type of ownership<sup>26</sup>.

Source: Piwochmiel and own estimations

Graph 3.1. Decomposition of the dynamic of growth of the beer sector taking into consideration the type of ownership.



The data presented in Graph 3.1 and Table 3.1 are supported by the data presented in the table 3.2., which presents the market performance of the companies controlled by foreign investors. In almost all cases (except Browar Nałęczów), the foreign investors managed to improve the market position (measured as a market share) of the controlled companies regardless the previous market position and size of the companies. The presented data clearly show the positive impact of the foreign investors on the controlled companies. One can observe that apart from the case of Chicago Poland Investment Group- investor of Browar Nałęczów, all foreign investors were branch investors.

 $<sup>^{26}</sup>$  There are no data for 1990 and 1991 as at that time, almost the whole sector was controlled by the State companies. For the same reason, there is no data for 1999- as almost 80% of the sector was under control of the foreign investors.

foreign inves	5015.				
Company	Investor or investors	Date of entry/	Market share	Market share in	+ increase/
	(if the investor	date of exit	one year before	1999	- decrease of
	changed)		the entry of the investor		market share
Ż:	II.:	1004		14 520/	
Żywiec	Heineken	1994-	6,66%	14,52%	+
Elbrewery/	Brewpole/	1991-1999-	8,51%	12,81%	+
Hevelius*	Heineken				
Warka*	Brewpole/	1998-1999-	4,71%	6,40%	+
	Heineken				
Leżajsk*	Brewpole/Heineken	1998-1999-	2,57%	2,81%	+
Browary	SAB	1996-	10,43%		
Tyskie				22,64%	+
Lech BW	SAB	1995-	9,00%		
Okocim**	Brau und	1994-1996	6,93%	7,17%	+
	Brunnen/Carlsberg				
Brok	Holsten	1994-	2,77%	3,24%	+
B. Szczecin	Bitburger	1997-	2,00%	3,22%	+
Dojlidy	Binding Brauerei	1997-	1,81%	2,74%	+
B. Namysłów	Chicago Poland	1998-	1,8%	1,6%	_
_	Investment Group				
Z.P. Sierpc	Bitburger	1999-	2,45%	2,48%	+
B. Kielce	Palm	1995-	0,00%	0,31%	+

Table 3.2. Market performance of the breweries with an ownership participation of foreign investors.

In 1999 Heineken took over Brewpole

\*\* in Okocim Brau und Brunnen was replaced by Carlsberg in 1996

Analysing the market performance of the companies privatised by domestic investors I divided them into three groups, according to the initial privatisation method:

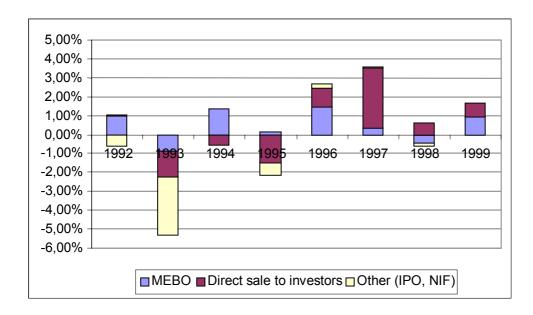
- companies privatised by employee's lease (MEBO);
- companies directly sold to individual investors (e.g. J. Adelson- investor in Browar Szczecin and Browar Jurand, R. Varisella- investor in Browar Warka and Browar Piast)<sup>27</sup>; Polish financial institutions (e.g. Towarzystwo Akcyjne Browary Polskie);
- companies privatised by different privatisation schems (e.g. IPO<sup>28</sup> and included in the NIF's program);

Analysing these three groups, there is no one group of companies which performed far better than other groups during the 1990's. One can say that until 1996 the companies privatised by MEBO performed better (they had negative production growth only in 1993, but other companies, except these owned by foreign investors, decreased their production even more). From 1997 the companies privatised by direct sale to individual investors performed better than MEBO companies.

<sup>&</sup>lt;sup>27</sup> Despite of the fact that R. Varisella has German passport we included him into the group of Polish investors because of the country of his origin.

<sup>&</sup>lt;sup>28</sup> In the the group of the companies privatised by IPO I included Żywiec and Okocim up to the moment when the State found for these firms strategic investors.

Graph 3.2. Decomposition of the dynamic of the growth of companies controlled by domestic investors taking into consideration the type of domestic investor.



Looking at the market performance of the MEBO companies, we can observe there were only two firms which managed to increase their market share: Brok and Dojlidy. Brok was a MEBO company for 1 year and Dojlidy for 3 years. Later foreign strategic investors entered the companies. Analysing the data presented in the table one can say that in general the longer the company was a MEBO company, the worse market position it had. Only two other MEBO companies in the long term regained their market position. The remaining seven companies lost their market shares.

Company	Date of	Market share	Market share in the	+ increase/
	privatisation/	one year	year or exit of in	- decrease
	date of sale	before enter of	1999 (if there was	of market
	of shares to	investor	no exit)	share
	investor			
Z.P. Perła Lublin	1992-1999	3,14%	1,90%	-
Z.P. w Łodzi	1995-	1,58%	1,05%	-
Brok	1991-1992	1,99%	2,22%	+
Dojlidy	1994-1997	1,29%	2,36%	+
B. Warszawskie	1992-	2,89%	2,93	+/-
B. Bydgoskie	1992-	3,68%	2,10%	-
B. Namysłów	1994-1998	2,05%	1,64%	-
Z.P. Sierpc	1996-1999	2,51%	2,48%	-
B. Kętrzyn	1992-1995	0,52%	0,29%	-
B. Witnica	1992-	0,41%	0,27%	-
B. Suwałki	1992-	0,60%	0,59%	+/-

Table 3.3. Market performance of the breweries privatised by MEBO

Source: Piwochmiel, author's own estimations

The analysis of amarket performance of the companies sold directly to individual domestic investors is much more complicated. In this group of companies we observed the spectacular market success of Warka, a brewery owned by R. Varisella. During the four years that Warka was under Varisella's control, it almost doubled the market share. There were two other breweries from that group, which increased their market share: Van Pur- greenfield investment of 5 Polish nationals and Leżajsk. All other breweries lost their market position. Moreover the creator of the largest market success in that group, R. Varisella did not repeat the market success of Warka in the case of Browar Piast, which was taken over by R. Varisella in 1996<sup>29</sup>. It seems that in the second half of the 1990's the competition on the beer market was much stronger than in the mid 1990's and it disabled the market expansion of Piast.

Analysing the data in table 3.4. it it can be concluded that domestic owners could not achieve the market success in the second half of the 1990's as they did not have the appropriate know- how and capital support (in contrast to foreign branch investors). It is confirmed by the fact that the domestic investors did not manage to improve the market position of two breweries with large market potential (e.g. Lech BW, Browar Szczecin). After the entry of the foreign investors the breweries almost immediately improved their market position.

Company	Investor or investors (if		Market share	Market share in the	+ increase/
	the investor changed)	date of exit	one year	year of exit of in	- decrease
			before enter of	1999 (if there was no	of market
			investor	exit)	share
Warka	R. Varisella	1994-1998	3,91%	6,03%	+
Leżajsk	Towarzystwo	1997-1998	2,70%	3,23%	+
	Akcyjne Browary				
	Polskie				
Lech BW	Euro Agro Centrum	1993-1995	9,35%	8,01%	-
B. Szczecin	J. Adelson	1994-1997	2,11%	2,54%	-
Z.P. Perła w	H. Gierowski	1999-	1,63%	1,90%	-
Lublinie					
Jurand	J. Adelson	1992-	1,40%	0,44%	-
Piast	R. Varisella	1996-	4,95%	3,81%	-
Pepees- B.	H. Gierowski	1999-	1,84%	1,49%	-
Łomża					
Van Pur	Greenfield	1994-1999	0%	2,28%	+
	investment- 5				
	private inverstors				

Table 3.4. Market performance of the breweries sold directly to domestic investors

The worst market performance was experienced by those companies included in the NIFprogram. In the 1990's they were continually loosing their market position. Among three companies, one already went into the bankruptcy (Z.P. w Lwówku Śląskim), and two others significantly decreased their market shares. Pepees, the most successful company included in the NIF programme attracted the private, domestic investor- H. Gierowski in 1999.

<sup>&</sup>lt;sup>29</sup> Browar Warka was privatised in 1994

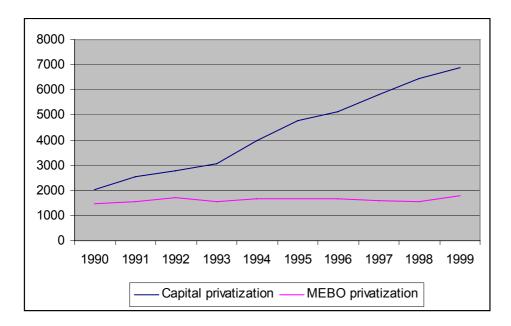
Company	Market share	Market share in	Date of sale	Market share as	+ increase/
	in 1990	1995 (date of	to other	the end of 1999 or	- decrease of
		NIF's Program	investor	at the moment of	market share
		started)		enter of new	
				investor	
Z.P. w	1,75%	0,33%	-	0,00%	-
Lwówku Śl.					
Pepees- B.	2,27%	1,98	1999	1,49%	-
Łomża					
Z.P. Zielona	2,01%	0,34%	-	0,16%	-
Góra					

Table 3.5. Market performance of the breweries included into the NIF's Program

In order to summarise the analysis, graph 3.3. presents the comparison of the production performance, in years 1992-1999, of the companies privatised by capital privatisation with an ownership participation of foreign, branch investors and companies privatised by MEBO. The first group includes 4 firms: Żywiec, Elbrewery, Hevelius, Brok.. The second group includes the companies, which were privatised by MEBO and remained until 1999 under the control of the employees and managers. There were: Z.P. Lublin- Perła, Browary Warszawskie, Browary Bydgoskie, Browar Kętrzyn, Browar Witnica, Browar Suwałki. All companies were privatised in 1991 or in 1992. The goal of this analysis is to present the market performance of those companies owned by the two main and different type of investors in a long term (8 years)<sup>30</sup>.

The result of the analysis confirms the findings about superior market performance of the companies privatised by capital privatisation with an ownership participation of foreign investors, as opposed to MEBO companies.

Graph 3.3. Market performance in the 90a? 1990's of selected companies privatised in 1991 and 1992 and taking into consideration the method of privatisation.



<sup>&</sup>lt;sup>30</sup> The companies privatised by strategic domestic investors were excluded form the analyse as the State Treasury adopted that method of privatisation later and there were no enough long data series for comparing them with the data of the companies privatised by MEBO and foreign investors.

### 3.2. Secondary ownership transfers on Polish beer market

Taking into consideration the course of the consolidation process and analysing data presented in graph 2.4. and in the table 2.3., as well as the data presenting the market shares of the beer producers in the 1990's, we can conclude that foreign investors were active in the process of secondary ownership transfers (the process of takeovers of the already privatised companies). Such an active involvement of foreign investors in 'secondary privatisation' process was caused by the fact that after privatisation of Hevelius, Elbrewery, Żywiec, Lech and Okocim foreign investors were practically excluded from the privatisation process by the Ministry of Ownership Transformation. Yet, this policy simply delayed the takeover of those companies by foreign investors. In contrast to foreign investors, domestic investors did not participate in the 'secondary privatisation' process. There was only one case of 'secondary privatisation' by a domestic investors (strategic and MEBO investors) entered the market only due to the privatisation process.

By analysing the dominant share of foreign investors in the domestic beer market at the end of the 1990's, we can conclude that it did result not only from the privatisation process and the improvement of market performance of the controlled companies, but mainly from acquisition (market consolidation) activity. Assuming that in 1999 foreign investors controlled over 80% of the domestic beer market, almost half of that (40%) resulted from the acquisition activity of foreign investors (takeovers of the companies, which were privatised by domestic investors and MEBO), around 30-34% of the share market from the privatisation process (direct sale to foreign investors) and 7-9% from the improvement of the market position of the companies ruled by the foreign investors after the privatisation process.

It can be seen that in the case of the beer sector, domestic investors (the private investors as well as employees and managers of the privatised companies) behaved frequently as intermediate agents. In order to promote the domestic investments, the State Treasury very often sold the shares of the privatised companies at a significant price discount. The data for the beer sector show that later, these investors sold out shares of the controlled companies (without improving the market position of the companies<sup>31</sup>) to foreign investors taking over the privatisation premium at the cost of the State Treasury.

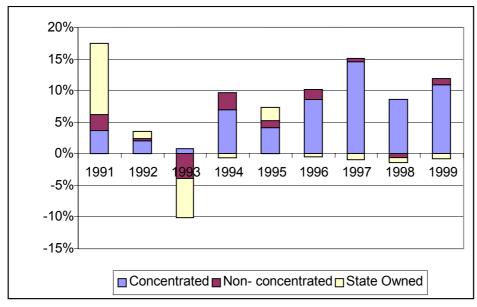
In the case of MEBO companies, the average time which passed from the privatisation to the further sale amounted to 5,5 years. On average, domestic strategic investors kept control over the privatised company for 4 years and later they sold these companies to foreign investors. The data concern all companies privatised by MEBO and by sale to domestic investors. However, if we analyse only the companies which were sold to the investors, it appears that on average managers and employees controlled the companies for 4,5 year and domestic strategic investors for 3 years.

### 3.3. Ownership concentration and corporate governance structures vs. market position

Analysing the ownership concentration of the companies operating on Polish beer market in the 1990's in relation to the market performance we can easily observe that a higher level of ownership concentration, leads to superior market position. The graph 3.4. presents the decomposition of the rate of growth of the beer sector taking into consideration the level of ownership concentration in the companies<sup>32</sup>.

<sup>&</sup>lt;sup>31</sup> There was only one exception Browar Warka.

<sup>&</sup>lt;sup>32</sup> The companies controlled by the State were excluded from the analysis.



Graph 3.4. Decomposition of the dynamic of growth of the beer sector taking into consideration the level of capital concentration of the companies.

The companies which had one main investor with a dominant position in the company (more then 51% of the share capital or more than 35% in the case if there were no other investor except the State, which had more than 10% of the share capital) were included into the group of the companies characterised by a high level of ownership concentration (called "concentrated" companies). The level of ownership concentration was very high in all companies with a capital participation of foreign investors and in the companies privatised by the direct sale to domestic investors. The foreign investors entered the breweries only as majority and strategic investors. They were not interested in "portfolio" investments and if they did not manage to take the full control over the company they exited the firm.<sup>33</sup> This implies that the long- term interests of the foreign investors into the companies form the beer sector. Such behaviour of foreign investors is reflected in the corporate governance structures. The representatives of investors just after the privatisation in almost all cases changed the Supervisory Boards and took over the management of the companies. One should note that such a concentrated ownership structure simplified the corporate governance relations on the level of the privatised companies<sup>34</sup>. On the other hand, we observed a high level of ownership concentration in the companies privatised by domestic investors. One should say that the level of ownership concentration in that group of companies resulted from the method of privatisation adopted by the State Treasury (direct sale to selected individual investors packages of shares enabling the full control over the companies).

All firms privatised by MEBO and all companies included in the NIF's program as well as the companies privatised by IPO<sup>35</sup> and companies, which did not meet the criteria for concentrated companies (e.g. Van Pur) were included into the group of the companies characterised by a low level of ownership concentration (called non-concentrated companies). The low concentrated ownership structure influenced the quality of the corporate governance

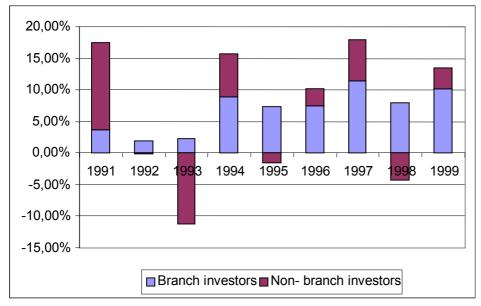
<sup>&</sup>lt;sup>33</sup> When Brau und Brunnen lost the control over Okocim at the cost of Carlsberg and it left the company despite of the fact that Okocim has been listed on the Warsaw Stock Exchange

<sup>&</sup>lt;sup>34</sup> Foreign investors acquired usually all available shares.

<sup>&</sup>lt;sup>35</sup> After an attracting of the long-term strategic foreign investors these two companies were shifted to the group of concentrated companies: Żywiec in 1994 and Okocim in 1996

structure and the market performance of the companies with concentrated ownership. Analysing the data presented in the graph 3.4. one can say that the growth of the market, especially in the second half of the 1990's, was mainly driven by concentrated companies (which is not surprising taking into consideration types of the companies which were included into the group). The graph 3.4. shows that they performed much better on the market than companies with less concentrated capital structure. On the other hand, less concentrated, privatised companies achieved better market positions than the companies owned by the State. Superior market performance of e companies, which were characterised by a higher level of ownership concentration proves that that at the end of the 1090'a they owned more than 90% of the beer market in Poland.

Graph 3.5. Decomposition of the dynamic of growth of the beer sector taking into consideration branch and non- branch investors.



In the case of the Polish beer sector in the 1990's the level of concentration was mainly determined by the type of the investor and method of privatisation. On the other hand the origin of the investor (foreign or non- foreign) determined the type of investor taking into consideration division into branch or non-branch investors. All foreign investors, except Chicago Poland Investment Group- investor of B. Namysłów<sup>36</sup>, which operated in the 90s on Polish beer market were branch (relational, strategic) investors. All domestic investors were not branch investors (i.e non-relational).

<sup>&</sup>lt;sup>36</sup> In Brewpole, the main shareholder of Elbrewery, Grolsh had significant shareholding

### 4. Conclusions

The findings of the analysis presented in the paper strongly confirms the hypothesis that market performance of companies strongly depends on the ownership structure and concentration, as well as on the type of investor. In fact it can be said that in the case of the beer sector in Poland in the 1990's the ownership structure was the most important determinant of market success or market failure.

After the analysis of market performance and ownership structure all beer producers in the 1990's, which produced more than 50 thousands hl of beer, one can say that the companies controlled by foreign investors were the most successful<sup>37</sup> among the beer sector. All companies controlled by foreign investors increased their output, and all except one increased their market shares regardless of the starting position and size of the companies. As of the end of the 1990's there was no example of a company controlled by a different type of investor (e.g. domestic investor or the State), which improved the market position in the 1990's. It means that the impressive growth of domestic beer market was driven by the companies controlled by the foreign investors<sup>38</sup>.

The main reason for such market success of the companies controlled by the foreign investors is that all foreign investors were branch investors or the investors, which were familiar with the beer sectors in other countries. Foreign investors considered the investments into the breweries as a long- term investment and entered the companies only as the strategic investors<sup>39</sup> ( additionally evidence of the long- term interests of the foreign investors into the companies form the beer sector). As a result they brought into the companies not only the capital support but also, what is even more important imposed effective corporate governance structures and brought to the companies the know- how in the area of strategic restructuring, organisation of distribution systems, promotion activities, financial engineering and organizational structures. Despite such successful restructuring activity, foreign investors won only five privatisation bids. Such a situation forced them to actively participate in the process of secondary privatisation (takeovers of the already privatised companies from domestic investors), which ultimately enabled them to control around 80% of the market in 1999.

Companies privatised by domestic investors performed much worse in comparison with the companies controlled by foreign investors. However, they performed better than the companies, which remained in the State hand. There were four methods of privatisation with a participation of domestic investors: the most popular MEBO privatisation- in the form of employee's lease, direct sale to individual domestic investors, IPO and MPP program. The last two methods were used only in case of 5 companies.

Analysing the market performance of the companies controlled by the domestic investors and taking into consideration the method of privatisation, one can say that there was no one group of companies which performed by far better than any other. Until 1996 the companies privatised by MEBO performed better than other companies owned by domestic investors. However, starting from 1997 the companies privatised by direct sale to individual investors performed better than MEBO companies. It seems that the superior market position of the companies privatised by direct sale over these privatised by MEBO in the second half of the 1990's resulted not from the better market performance of that privatised by direct sale

<sup>&</sup>lt;sup>37</sup> As a successful companies I defined the companies, which grew at the peace similar to the market growth and did not loose the market share.

<sup>&</sup>lt;sup>38</sup> The decomposition of the growth rate, which describes the contribution to the growth of the companies controlled by different types of investors, presented in Section 3 additionally confirms these findings.

<sup>&</sup>lt;sup>39</sup> They were not interested in "portfolio" investments

but from the worse performance of the companies privatised by MEBO. At the beginning of the 1990's, the companies privatised by MEBO were usually profitable, small and medium size companies. However, as they had to pay the lease rates to the State Treasury, they had no financial means to finance investment activity. As a result they were loosing their market potential and market position not only at the cost of aggressive companies ruled by foreign investors, but also at the cost of much less aggressive companies privatised by direct sale to domestic investors. The analysis confirmed that the model of MEBO privatisation disables (or at least blocks) the dynamic growth of the company and the fastest MEBO companies were taken over by the concentrated outside investor the better for the market position of the company.

Despite the fact that those companies sold to strategic domestic investors performed in the long run better than MEBO companies , in general they could not compete on an already very competitive market with the foreign investors as they did not have the appropriate know- how and capital support<sup>40</sup>. As a result domestic investors did not participate in secondary privatisation process and behaved rather as intermediating agents.

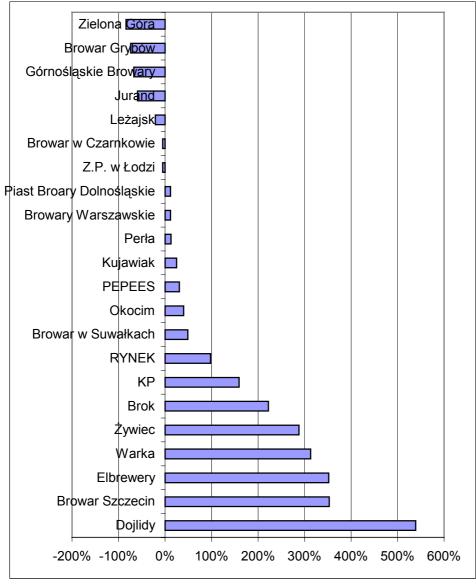
By analysing the secondary privatisation process on the Polish beer market one question is remaining. Why did Polish investors not participate in the secondary privatisation process i.e. why was the process was confined only to foreign branch investors?

The Polish market in the 1990's was the fastest growing European market with a very promising future (low consumption per capita and a large market taking into consideration the population). At the same time Western European markets experienced a stagnation of a beer consumption, and foreign investors, in order to develop had to look for other markets. The Polish market seemed to be the most attractive for foreign investors. As a result they were very determined to enter the market, which increased the prices for the companies on the secondary market<sup>41</sup>. Such high prices for the breweries were economically justified only in the case of the long term investments. It seems that domestic, non- branch investors (as well as foreign non- branch investors) without the appropriate know- how were not interested in taking such a risk. It explains why only foreign branch investors participated in a secondary privatisation process. As a result, since 1991 foreign investors have been continually strengthening their market position.

Finally, graph 4.1. presents the dynamics of growth of the selected breweries in the 1990's. Market growth was mainly driven by the four largest breweries, which in 1999 had around 60% of the market: Tyskie, Żywiec, Lech BW and Elbrewery. Only these breweries and additionally Brok, Dojlidy, B. Szczecin, B. Warka grew faster than the average market rate. All these breweries have been controlled by foreign, concentrated, branch investors. There were seven more breweries, which increased their beer production in 1999 in comparison with 1991, but grew much slower than the market average. They were Okocim, four MEBO companies: Kujawiak, B. Warszawskie, Perła, Suwałki, one company included into the NIF's Program: Pepees and only one brewery privatised by domestic investor Browar Piast.

<sup>&</sup>lt;sup>40</sup> see the cases of Lech BW and Browar Szczecin described in the paper. These two breweries increased the market share after the entrance of the foreign investors despite of the fact that before the privatisation they had a very good market position and market potential.

<sup>&</sup>lt;sup>41</sup> Exclusion from the privatisation of foreign investors additionally increased the prices on the secondary market



Graph 4.1. The dynamic of growth of the breweries 1991-1999

Source: Piwochmiel

### **Bibliography:**

Aghion, P., O. Blanchard (1998), On Privatisation methods in Eastern Europe and their Implications. Economics of Transition, 6(1), pp.87-99.

Aghion, P., O.J. Blanchard, and W. Carlin (1994), The economics of enterprise restructuring in Central and Eastern Europe. CEPR Discussion Paper No. 1058, November.

Błaszczyk B., Górzyński M., Kamiński T., Paczóski B., (2001): Secondary Privatisation in Poland (Part II): Evolution of Ownership Structure and Performance in National Investment Funds and their Portfolio Companies, CASE Reports, 48; CASE, Warsaw.

Błaszczyk, B.; Woodward, R., eds. (1999) Privatisation and Company Restructuring in Poland, CASE Reports, 18, CASE, Warsaw.

Błaszczyk, B. (1997a), "Privatisation in Poland: Accomplishments, delays and things to do", in Economic Scenarios for Poland: Conference papers, CASE Reports No. 5, CASE, Warsaw.

Błaszczyk, B. (1996b), Privatisation in Poland, in B. Błaszczyk, R. Woodward (eds.), Privatisation in Post-Communist Countries, CASE, Warsaw.

Carlin, W. (1999), The empirical analysis of corporate governance in transition in F. Boenker, E. Rosenbaum and H.J. Wagener (eds.) Privatisation, Corporate Governance and the Emergence of Markets. Basingstoke, MacMillan.

Central Statistical Office (1990, 1998, 1999, 2000, 2001), Yearbook of Foreign Trade. Warsaw.

Central Statistical Office (1985, 1990, 1995, 1996, 1997, 1998, 1999, 2000, 2001), Statistical Yearbook. Warsaw.

Coase, R. (1988), Theory of the Firm? in R. Coase (ed.), The Firm, the Market, and the Law. Chicago, London, University of Chicago Press.

Cylwik A, Górzyński M., Jakubiak M., Klin B. (2000), Analiza rynku piwa w Polsce (1998-1999), CASE- Doradcy, Warsaw

Elbrewery web site: <u>www.eb.com.pl</u>

Filatotchev, I., Mickiewicz, T. (2001), Ownership Concentration, 'Private Benefits of Control' and Debt Financing, Centre for the Study of Economic and Social Change in Europe, UCL, Working Paper No. 4.

Grosfeld, I. and T. Tressel (2001), Competition and corporate governance: substitutes or complements? Evidence from the Warsaw Stock Exchange. CEPR Discussion Paper No. 2888.

Górzyński M., Jankowiak J., Mączyńska E., Zawadzki M. (1998), Analiza miejsca i konkurencyjności branży piwnej na tle innych sektorów gospodarki, unpublished manuscript, CASE, Warsaw;

Kozarzewski P. (2001a): Changes in Corporate Governence Structures in Polish Privatised Companies- Early Results from the Sirvey", unpublished manuscript, CASE

Kozarzewski, P.; Woodward R. (2001b): Secondary Privatisation in Poland (Part I): Evolution of Ownership Structure and Company Performance in Firms Privatised by Employee Buyouts, CASE Reports, 47; CASE — Center for Social and Economic Research, Warsaw.

Kozarzewski, P. (2000): Authority Structures in the Companies, in: Jarosz, M., ed.: Ten Years of Direct Privatisation, (pp. 165-192); ISP PAN, Warsaw.

Kompania Piwowarska web site: www.kp.pl

Polska Federacja Producentów Żywności Instytut Ekonomiki Rolnictwa i Gospodarki Żywnościowej (PFPŻIERiGŻ), (2000) "Polski przemysł spożywczy", Warsaw;

Przemysł Fermentacyjny i Owocowo-Warzywny (1997) nr 11/97

Nellis, J. (1999), Time to Rethink Privatisation? Finance and Development, 36(2), June.

Okocim web site: <u>www.okocim.pl</u>

Pohl, G. et al. (1997), Privatisation and Restructuring in Central and Eastern Europe – Evidence and Policy Options. World Bank Technical Paper No.368, Washington, the World Bank.

Porter, M. E. (1996), Competitive Strategy, Polish edition, PWE, Warsaw.

Porter, M. E. (1990), The Competitive Advantage of Nations. Londyn: Macmillan.

World Drinks Trends 1999 Edition (2000)

Wyżnikiewicz B., red. (2001) "Mapa ryzyka inwestycyjnia w branżach polskiej gospodarki", IBnGR, Warsaw,

www.browar.pl

Żywiec web site: www.zywiec.pl

### <u>CENTRE FOR THE STUDY OF ECONOMIC AND SOCIAL CHANGE IN EUROPE:</u> <u>WORKING PAPERS</u>

Series Editor : Slavo Radosevic (email: <u>s.radosevic@ssees.ac.uk</u>)

• No. 10 February 2002 "Performance after Mass Privatisation: The Case of Slovenia"

Marko Simoneti, Joze P. Damijan, Boris Majcen, Matija Rojec

• No. 9 February 2002 "Ownership Structure and the Operating Performance of Hungarian Firms"

# Kevin Campbell

• No. 8 February 2002 "Changes in Corporate Governance Structures in Polish Privatised Companies"

# Piotr Kozarzewski

• No. 7 January 2002 "Patterns of Preservation, Restructuring and Survival: Science and Technology Policy in Russia in the Post Soviet Era"

### Slavo Radosevic

• No. 6 January 2002

"Russia and the IMF: Pseudo Lending for Pseudo Reforms"

# Milan Nikolic

• No. 5 January 2002

"Endogenous Ownership Structure: Factors Affecting the Post-Privatization Equity in Largest Hungarian Firms"

Kate Bishop, Igor Filatotchev and Tomasz Mickiewicz

• No. 4 December 2001

"Ownership Concentration, 'Private Benefits of Control' and Debt Financing"

Igor Filatotchev and Tomasz Mickiewicz

• No. 3 June 2001

"Videoton: the Growth of Enterprise through Entrepreneurship and Network Alignment"

Slavo Radosevic and Deniz Eylem Yoruk

• No. 2 June 2001

"The First Phase of the Internationalization Process: Export Determinants in Firms of the Former Soviet Union."

# K.Bishop

• No. 1 April 2001 "The Issues of Enterprise Growth in Transition and Post-transition Period: the Case of Polish 'Elektrim'."

# S.Radosevic, D.Dornisch, D.E.Yoruk

The papers can be accessed on the following web URL: www.ssees.ac.uk/economic.htm