Modern™ WhitePaper

The Data Foundation That Makes or Breaks M&A in Financial Services

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Overview

Merger and acquisition volumes in the US financial industry are increasing, and this trend is expected to accelerate. Deal volumes grew 20% in 2025, reaching 730 transactions compared to 606 in 2024. The key factors driving this acceleration include larger firms' ability to invest heavily in technology and offer better services, expansion through acquisition of new organizations, margin compression in certain financial domains, and expectations of a more favorable regulatory environment.

A well-executed acquisition or divestiture can deliver significant value: scale, new customers, new geographies, intellectual property, and technology capabilities. At the same time, M&A carries substantial risk. Historical precedents such as First Niagara Bank's acquisition of Upstate NY HSBC branches, Fortis' acquisition of ABN Amro, and Washington Mutual's acquisition of Providian Financial illustrate how even large, well-resourced transactions can unravel without thorough due diligence and precise execution.

The Anna Karenina Principle, drawn from Tolstoy's observation that happy families are all alike while every unhappy family is unhappy in its own way, applies directly to M&A. Successful acquisitions tend to share a common profile: rigorous planning and data-backed validation. Failed acquisitions, however, are each problematic in their own way, some undone by inadequate due diligence or IT incompatibility, others by hidden liabilities or cultural friction. Avoiding these distinct failure modes requires thorough due diligence on both sides. The right questions need to be asked, and judgment supported by data. When data and intuition diverge, it often signals a problem that has not yet fully surfaced. A robust data and analytics platform can uncover these issues before they become consequential.

The risks due diligence is designed to surface:

- The acquired or divested portfolio does not meet the stated goals and objectives of the deal.
- Gaps in organizational readiness, including system or business process limitations.
- Information asymmetry resulting in incomplete understanding of revenue or balance trends, customer behavior, and nuances in products, pricing, and services.
- Challenges in regulatory approvals and business process and IT system integration.

The objective of this paper is to explain how data provides a competitive advantage when navigating the uncertain and often fast-moving terrain of M&A, drawing on specific challenges the authors have encountered. These challenges are broad enough to be relevant to any team navigating a transaction. This is Part 1 of a two-part paper covering the role data plays during due diligence and deal closing. Part 2 will address the role of data during IT integration. Throughout this paper, we provide not only an explanation of the challenges but tangible artifacts such as data models and KPIs to accelerate the diligence process.

DataOS turns diligence risks into governed data checks

During M&A, many of the largest risks are not immediately visible in financial statements or management presentations. They appear as inconsistencies across customer definitions, product mappings, revenue trends, balance behavior, regulatory classifications, and operational readiness.

DataOS helps convert these risks into governed, repeatable data checks.

Types of M&A

Before going further, it is important to understand the types of acquisitions common in the financial industry, the complexity involved in each, and the role that technology and data play in integration.

Major M&A deals in the financial sector fall broadly into three categories, each with a significantly different integration path and a different role for data and IT.

A financial institution acquiring a complete business, including all applications and infrastructure, in a new space. From a technology perspective, this structure offers the greatest integration flexibility. There is no urgency to migrate business processes or applications. Corporate applications such as HR and compliance can be integrated quickly, while business applications can remain separate until both organizations are fully ready. This eliminates the need for immediate changes to business processes such as onboarding, underwriting, and account number reissuance, minimizing disruption to customers and the majority of employees.

A financial institution acquiring another institution operating in the same space. Integration in this case is primarily data migration and business process migration, with limited exceptions. The IT work involves mapping data from source to target systems, addressing gaps, loading data into target systems, and training incoming employees on business processes. Target systems need to be verified to scale for the incoming data volume. This type of integration requires issuing new account numbers, debit and credit cards, internet banking credentials, and checkbooks, as well as communicating changes in terms and services. All business processes need to be integrated: origination, underwriting, pricing, product mapping and rationalization, servicing, transaction processing, collections, KYC, AML, CDD, risk management, financial processing, branding, and real estate where applicable. Customer communications and regulatory notifications require meticulous planning.

A financial institution acquiring part of an organization that operates in a different space, where in-perimeter business shares applications and infrastructure with out-of-perimeter business. This is the most complex integration type. In addition to the data and process migration described above, applications and vendor contracts need to be migrated and established in the acquiring organization. Standing up new applications is time-consuming and expensive. The selling organization needs to segregate commingled data and applications. Due diligence requires a thorough review of the regulatory regime applicable to the acquired business. Vendor contracts need to be negotiated and novated. Transitional Service Agreements (TSAs) and Reverse Transitional Service Agreements (RTSAs) need to be established with the seller and managed carefully, as delays beyond agreed timelines can result in significant financial penalties. Current state, interim state, and future state all need to be planned and executed. In addition to applications and business processes, end-user computing applications and models need to be migrated. Challenges can include differing technical stacks and complex dependencies requiring bidirectional connectivity across the buying and selling organizations. This type of acquisition requires the most thorough planning and execution.

Data's Role in Modern Financial Institutions

All organizations generate large volumes of data. Collecting, organizing, and governing that data to support decision-making provides significant strategic advantage. Data enables organizations to understand customer usage and needs, evaluate product and channel performance, and drive automation and operational optimization. A robust data platform incorporating both structured and unstructured data is also foundational to realizing the potential of AI. Organizations with well-managed data and analytics platforms make faster decisions, identify problems earlier, and apply more targeted solutions. During strategic events such as M&A, a well-managed data platform accelerates both decision-making and execution. Properly governed data plays a critical role during due diligence, deal closing, and integration.

This paper focuses on the role data plays during due diligence and closing for the second acquisition type: a financial institution acquiring another institution operating in the same space. A subsequent paper will address the critical role that data and IT teams play during the integration phase, which is more central to the other acquisition types.

Data products as M&A readiness assets

In DataOS, data is treated as a governed data product rather than a project-specific extract. For M&A readiness, this distinction matters.

A customer data product, for example, is not just a table of customer records. It can include customer identifiers, household relationships, account linkages, product holdings, channel behavior, risk indicators, consent status, data quality rules, access controls, and lineage back to source systems.

Data's Role During Due Diligence and Closing

M&A transactions always create information asymmetry. The selling party has complete knowledge of its business; buyers have limited information until the deal closes. Sellers that establish trust early, by providing high-quality, consistent information and responding to questions promptly, are better positioned to keep deals on track. Where a proper data and analytics ecosystem is in place, with customer, account, and product master data linked to transactions, activities, channel usage, risk metrics, and financials, producing trustworthy data and metrics becomes significantly more straightforward.

Buyers, for their part, need strong analytical capabilities to process the information shared and identify any inconsistencies or discrepancies. The following sections cover key scenarios where data plays a critical role during due diligence and closing, with illustrative examples.

Ensuring the portfolio aligns with the stated objectives of the deal.

In one transaction, a financial institution was exiting a particular region. The deal was agreed, signed, and announced. When customer and product-level data was shared with the buyer, however, the buyer found that a significant portion of customers had residential addresses outside the region and requested that those customers be excluded. Excluding them would have prevented the seller from meeting its strategic objective. The discrepancy arose because the seller used an internal hierarchy that allocated customers to branches and then to regions, while the buyer was looking at residential address as the defining criterion.

The seller's data and analytics team was able to demonstrate, through the data, that the customers in question had strong ties to the region: accounts opened in the region recently, relationship managers located in the region, frequent transactions at regional branches and ATMs, shared accounts with customers holding regional addresses, and multiple addresses across different accounts. As a result, only a small portion of customers were excluded from the deal, and additional customers were added. A well-organized data platform made it possible to produce these insights under time pressure.

In another transaction, a financial institution sold a specific customer segment. Certain in-perimeter customers displayed characteristics of out-of-perimeter customers, and vice versa, creating concern both internally and with the buyer about the accuracy of the segmentation and the buyer's ability to service the incoming customers. Again, a well-built and connected data platform resolved the issue by surfacing global linkages for out-of-perimeter customers exhibiting in-perimeter characteristics, and by demonstrating that in-perimeter customers with out-of-perimeter characteristics differed meaningfully in channel usage, needs, and behavior.

Perimeter validation and customer relationship context

Perimeter disputes often arise because different parties use different definitions of the same population. One team may define customers by branch hierarchy, another by residential address, another by product ownership, and another by relationship manager assignment.

DataOS addresses this by allowing institutions to create a governed customer perimeter data product. This product can bring together customer master records, address history, branch affiliation, account opening location, relationship manager assignment, household linkages, transaction behavior, ATM and branch usage, and joint-account relationships.

Instead of debating one attribute in isolation, deal teams can evaluate the full customer context. This makes it easier to identify customers who appear out of perimeter on one dimension but are economically, operationally, or behaviorally tied to the intended portfolio.

Understanding customer behavior and cost structure.

The behavior of acquired customers can differ substantially from existing customers, and the cost structure may differ as well. Due diligence needs to account for this. Incoming customers may use certain services more intensively, making those services more costly to provide. For example, an incoming portfolio might include customers who rely heavily on branch banking, have significantly higher international transaction needs, require off-hours support, or exhibit different credit characteristics such as higher default rates or greater sensitivity to rate changes. Data and analytics play a critical role in understanding the portfolio thoroughly, and need to be a core input to the diligence process.

Engaging the right functions from the start.

Strategy, business, legal, and data teams are typically involved in transactions from the beginning. Equally important is the early involvement of risk, finance, and compliance to evaluate the impact on underwriting processes, market and credit risk, accounting and reporting obligations, budgetary considerations, and compliance standards. Bringing these functions in late creates avoidable exposure**.**

Establishing a structured process for managing information requests.

A clear process for tracking and responding to questions from both parties, with defined response timeframes, is essential to keeping due diligence on track. The selling organization will receive a high volume of questions, and because only a limited number of individuals and teams are involved during due diligence, the strain on the data team is significant. Data teams that prepare proactively, building detailed information on in-perimeter customers including customer-to-customer linkages, customer-to-account linkages, and product, pricing, balance, promotional, grandfathered feature, and usage details, are in a much stronger position to respond quickly. This model needs to be built at a granular level so that the necessary aggregations can be produced on short notice. All data should be validated and signed off by functional stakeholders before it is shared.

Buyers that involve the right stakeholders in analyzing the in-perimeter population are better positioned to ask the right questions about portfolio composition, inflows and outflows, transactional behavior, patterns, and the implications for risk, finance, and compliance.

Reusable answers for repeated diligence questions

During diligence, data teams are often overwhelmed by repeated and overlapping information requests. The same core questions are asked in different forms by legal, finance, risk, compliance, operations, and executive teams.

DataOS reduces this burden by organizing diligence information into governed data products with shared definitions and reusable interfaces. A customer-account-product data product, for example, can be queried by different teams at different levels of aggregation without creating separate extracts for every request.

Understanding products, features, and services.

A clear picture of what products, features, and services the acquired customers currently use, and whether the buyer can provide equivalent offerings, is fundamental to diligence. In one case, after a deal was announced and integration planning was underway, the buyer discovered that a portion of the acquired portfolio included customers with personal lines of credit carrying small balances. The buyer offered credit cards and personal loans but did not offer personal lines of credit. Establishing the systems and processes to support this product would require significant cost and effort. The seller was required to close the lines for all affected customers and maintain the associated systems until all balances were repaid. Both parties have a strong interest in identifying these gaps well before closing. A strong data platform surfaces them early enough to act.

Monitoring balance and activity trends.

Providing regular trends on customer balances, transactions, fraud, charge-offs, interest rates, and channel usage, along with explanations of any variations, is critical to maintaining buyer confidence in the portfolio through the closing process.

Following a deal announcement, balance runoff and customer attrition can accelerate, particularly in regional markets where customers may have strong preferences for local institutions. Tracking balance movement and attrition on a near-daily basis and developing appropriate retention incentives is essential to protecting portfolio value through close.

Maintaining customer relationship integrity.

Clean master data is foundational to M&A execution. Without a customer master and proper linkages across customers, accounts, and households, there is a significant risk of splitting customer relationships, families, and households during the transaction process, which leads to attrition and poor customer experience.

Protecting households, relationships, and customer experience

Customer relationship integrity is one of the most important data risks in M&A. If customers, households, joint accounts, guarantors, beneficiaries, related businesses, or relationship-managed groups are split during migration, the result can be operational disruption, customer dissatisfaction, and attrition.

DataOS helps address this through governed entity resolution and relationship modeling. Customer records can be linked across accounts, addresses, households, business relationships, shared products, authorized users, and relationship managers. These relationships can then be exposed as part of a customer 360 or relationship graph for use by migration, communications, servicing, risk, and compliance teams.

This ensures that the deal is not executed account by account in isolation, but with a clear understanding of the relationships that must be preserved.

Main Areas of Focus

Due diligence requires engagement across many functions. Once a deal is announced, integration planning should begin immediately. Workstreams need to be established, and data teams will be required to support all of them. The following outlines the key workstreams and the data team's role in each.

Communications Workstream

Communication strategy development begins with four audiences: in-perimeter customers, out-of-perimeter customers, employees, and external stakeholders. Materials and FAQs should be made available to front-line staff and contact centers. Both buyer and seller benefit from communicating regularly with customers, clearly explaining what will change and what will not. Data teams play a key role in identifying the correct populations for each message. Any changes in products and services need to be communicated clearly, and required regulatory notices need to go out on schedule.

Legal Workstream

The legal workstream ensures that pre-closing covenants such as price protection and customer consents are agreed and met, legal entity structures are mapped appropriately, open litigation is analyzed, funds are transferred as agreed, and legal schedules are prepared. Legal schedules often require data structured in a specific format, which means data teams need to be engaged from the start to finalize mapping and formatting for each product and system requiring a legal schedule. Books and records need to be identified, transferred, and destroyed as appropriate. Legal holds need to be transferred and established correctly.

Risk Workstream

Due diligence includes thorough analysis of credit and market risk. During closing, risk processes covering RWA calculations, capital requirements, exposures, charge-offs, and fraud need to be integrated. Historical data needs to be mapped to the target organization's datasets, and simulations run to confirm there are no unexpected outcomes. Risk appetite and taxonomies need to be aligned, and operational risk event recognition and recording standardized. Business continuity and operational resilience need to be accounted for. Exposures, VaR, and risk models need to be updated to reflect changes in portfolio composition. Data and analytics capabilities are central to all of these activities.

Finance Workstream

The finance team analyzes revenue streams, expenses, assets and liabilities, cash flows, RWAs, and capital requirements to give strategy and executive leadership a clear view of the transaction's impact on future operations. The finance team needs to ensure that all relevant data flows through the general ledger and is recorded correctly. Changes in asset and liability composition, balances, and expenses need to be tracked through the closing process. Accounting treatment needs to be assigned appropriately, and estimate and provision methodologies aligned with the target organization's approach. The impacts of any methodology changes need to be understood and communicated. Valuation, cash flow, and other models need to be updated to reflect the new portfolio. All historical data needs to be migrated and integrated into finance systems.

Compliance Workstream

Compliance teams need to identify changes in the scope of regulations applicable to the organization as a result of the transaction, and ensure that incoming employees are trained on the organization's compliance policies and any regulations specific to their roles. AML and KYC data, outside business activity records, personal account dealing information, and gifts and entertainment data need to be migrated as required. Any new categories of clients need to be analyzed and their implications understood. Processes and systems need to be configured to handle increased volumes of required reporting, including suspicious activity reports, KYC gaps, and CIP requirements, as well as activity alerts and communications monitoring. Historical data needs to be migrated and integrated, and rules adjusted to accommodate incoming customers and employees.

Products and Operations Workstream

This workstream ensures that the appropriate business processes are in place and operational. It is responsible for mapping data from the acquired institution's systems to the target institution's systems, identifying and resolving discrepancies and gaps, honoring grandfathered commitments, mapping products and services to equivalent offerings, rationalizing fees and pricing, training incoming employees on business processes, and ensuring that customer and employee communications accurately cover all changes including terms and conditions, products, and services.

Products or services that are physical in nature, such as safe deposit boxes, require particular attention, especially where customers are migrating but the branches housing their boxes are not within the deal perimeter.

Historical data requirements, migration of data needed for statement generation, and the alignment of statement production to avoid undue system strain are also handled by this workstream. Channel integration, covering branches, ATMs, websites, and contact centers, falls within scope as well. Volume increases need to be anticipated and staffed for. Client notices and channel-specific materials need to be prepared and distributed. Decisions about scaling channels up or down, including branch and ATM closures, are best driven by data.

This workstream has significant dependency on data and technology teams to deliver the required outcomes.

HR Workstream

The HR workstream maps incoming employees into the correct organizational structures and entities, establishes payroll, ensures that incentive and retention packages are honored, communicates and deploys benefits, and assigns mandatory training based on employee roles. Past performance reviews and incidents need to be migrated to target systems. Cultural integration is critical to the overall success of the transaction. HR teams ensure that incoming employees understand the organization's risk appetite, philosophy, vision, and mission.

Branding, Marketing, and Corporate Real Estate Workstream

This workstream ensures that branding is updated consistently across all channels, including branches, offices, ATMs, internet banking, and customer care. Marketing materials and branch collateral need to be reviewed to confirm alignment with overall strategy.

Corporate real estate teams work closely with branding and marketing to secure appropriate leases and configure the organization's physical presence. Employee working patterns, including hybrid arrangements, need to be analyzed as part of this planning.

The Data and Technology Workstream

The data and technology workstream supports every other workstream. Its primary responsibility is ensuring that data migrates correctly, that applications are operational for Day 1, and that the business can function from the moment the deal closes. During due diligence, data teams play an outsized role in providing insights to all other functions. Establishing the right data structures and knowing what to request from the seller are foundational to this work.

The technology workstream is responsible for mapping account numbers to new account numbers and ensuring that automated payments and internet banking are configured without service interruption.

Master data needs to be created and integrated with existing systems. Where incoming customers or prospects overlap with existing customers, clear criteria for household or customer merging need to be established. All mandatory data being migrated needs to meet quality standards. Any gaps or missing information need to be identified and resolved quickly.

A shared operating layer across M&A workstreams

The data and technology workstream enables every other workstream to operate from the same trusted foundation.

DataOS provides a shared operating layer across existing systems by connecting source data, applying governance and quality rules, defining business meaning through a semantic layer, and exposing governed data products to approved consumers. Legal can use it for schedules, risk for simulations, finance for balance and revenue tracking, compliance for AML and KYC analysis, operations for migration planning, and communications for customer segmentation.

This reduces the need for each workstream to create its own version of the truth. It also creates a stronger audit trail, because the data, definitions, quality checks, and lineage remain visible and governed.

For all products, origination workflows, underwriting processes, account data including characteristics, products, pricing, transactions, payment processing, collections, and rewards need to be mapped and migrated to target systems and integrated with master data platforms. Testing needs to confirm that systems are fit for purpose before close.

The data workstream also generates timely management information and insights to track changes in portfolio behavior from the time the deal is announced through to closing, enabling corrective action where needed.

Corporate applications including HR, finance, risk, and compliance systems need to be populated with the data required for all processes to function correctly, including access to relevant historical data.

Unstructured data, including shared drives, personal drives, Confluence pages, and SharePoint sites, needs to be migrated to ensure that institutional knowledge is preserved.

Data Infrastructure Is the Deal's Operating System

Every workstream described in this paper, whether Legal, Risk, Finance, Compliance, Communications, or Operations, has one thing in common. None can function without a specific, validated, cross-functional view of data. Legal cannot prepare closing schedules without a complete in-perimeter population. Risk cannot run capital simulations without historical data mapped to target schemas. Finance cannot track balance trends without near-daily data refreshes. Compliance cannot configure AML monitoring without migrated customer activity records. In each case, the workstream is not merely supported by data. It is constituted by it. Remove the data layer, and the workstream stops.

The failures described in this paper share a common root cause. The regional residency dispute, the household-splitting risk, the line of credit gap: these are not three separate failures in three separate workstreams. They reflect the same structural condition, where each function operates on its own view of the same underlying reality with no consistent, governed layer beneath them. When that condition exists, every cross-functional question in a deal requires a reconciliation exercise before it can be answered. The delay compounds across all workstreams simultaneously, because the infrastructure failure is shared.

This is not a failure of design. Financial institutions build domain-specific systems because domain-specific systems work. Each evolves to serve its function well under stable operating conditions. M&A is not a stable operating condition. It demands a unified, cross-functional view of data, produced simultaneously and under time pressure, from systems that were never designed to provide one.

Executives managing M&A typically diagnose delays at the workstream level. Addressing it workstream by workstream treats the symptoms of a condition that will not be resolved until the underlying infrastructure is fixed.

The institutions that execute M&A most efficiently have not found better workstream managers. They have built better infrastructure.

Building the Infrastructure Before the Deal

Most institutions approach M&A data reactively. The due diligence war room is stood up, data requests arrive, and teams work to assemble a coherent view of customers, products, balances, and risk from systems that were never designed to talk to each other. Every week spent on reconciliation is a week the deal is exposed.

The institutions that consistently execute faster operate differently. They treat data not as a resource to be extracted under pressure, but as a governed product: owned, versioned, and maintained. Before a letter of intent is signed, they can answer the questions that determine deal viability: who exactly is in perimeter, how are those customers linked to households and accounts, what products do they use, what does the balance trend show. The answer is available not because it was assembled under pressure, but because it was already built.

DataOS, developed by The Modern Data Company, is designed to make this possible. It operates as a data activation, governance, and semantic layer across an institution's existing systems, including core banking platforms, risk engines, compliance systems, and data warehouses, without replacing them. Within that layer, data is managed as products: governed assets that encode business meaning, quality standards, ownership, and lineage in a reusable, consistent form that every workstream can rely on simultaneously.

The table below maps the M&A challenges described in this paper to the specific capabilities that governed data infrastructure provides.

M&A Challenge	Infrastructure Failure	What Governed Data Infrastructure Provides
Perimeter disputes and residency disagreements	No unified customer identity across systems	Customer data product with explicit entity linkages, household hierarchies, and account relationships, queryable by any team from a single source
Products or features discovered too late	No institution-wide product inventory	Product data product cataloguing features, pricing, commitments, and eligibility, available before due diligence begins
Inconsistent definitions across Risk, Finance, and Legal	No shared semantic layer	Semantic model enforcing a single definition of customer, balance, exposure, and product across all functions
Balance trends unavailable in near real time	Batch pipelines and point-in-time extracts	Quality SLOs and freshness monitoring built into data products, with alerts that surface issues before they reach reports
Migration blockers discovered on Day 1	Quality gaps unknown until migration begins	Quality rules embedded in data products at source, with gaps identified and assigned before integration begins
No audit trail for regulatory submissions	Lineage reconstructed manually after the fact	End-to-end lineage captured automatically across every transformation, auditable without reconstruction

Each deal executed on this infrastructure makes the next one faster. Data products are not retired at close. They carry forward, refined by what the integration revealed, and more complete than before. Institutions that repeatedly execute M&A without this foundation start from scratch with each transaction. Institutions that build it accumulate an advantage with every deal.

Conclusion

The accelerating pace of M&A creates significant opportunities to scale and innovate, but it also carries substantial risk. The difference between a successful acquisition and a costly failure often comes down to the thoroughness of due diligence and the quality of the data infrastructure supporting it.

Due diligence, however, is a moment. Data infrastructure is a posture. The institutions that navigate M&A with the least friction are not necessarily the ones that conduct the most careful diligence. They are the ones that arrived at the deal with the right foundation already in place: customer identity linked across systems, product inventories documented and queryable, data quality enforced at the source, and definitions consistent across risk, finance, and compliance. These are not outputs of a diligence process. They are the result of deliberate investment made before any specific deal was on the table.

As deal volumes accelerate, with 730 transactions completed in 2025, up 20% from the prior year, this distinction becomes more consequential. The institutions building governed data infrastructure today are not just preparing for their next deal. They are widening a gap relative to every institution that is not. Execution speed, diligence quality, integration outcomes, and regulatory confidence all improve with each successive deal for institutions that have built the right foundation. For those that have not, every deal starts from the beginning.

Investment in data platforms, and specifically in platforms like DataOS that treat data as a governed, reusable product rather than a project-by-project extraction, positions organizations to navigate the M&A landscape with confidence and with compounding advantage. Part 2 of this paper will address the integration phase in depth, focusing on the types of transactions where data and IT play the most critical role.

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