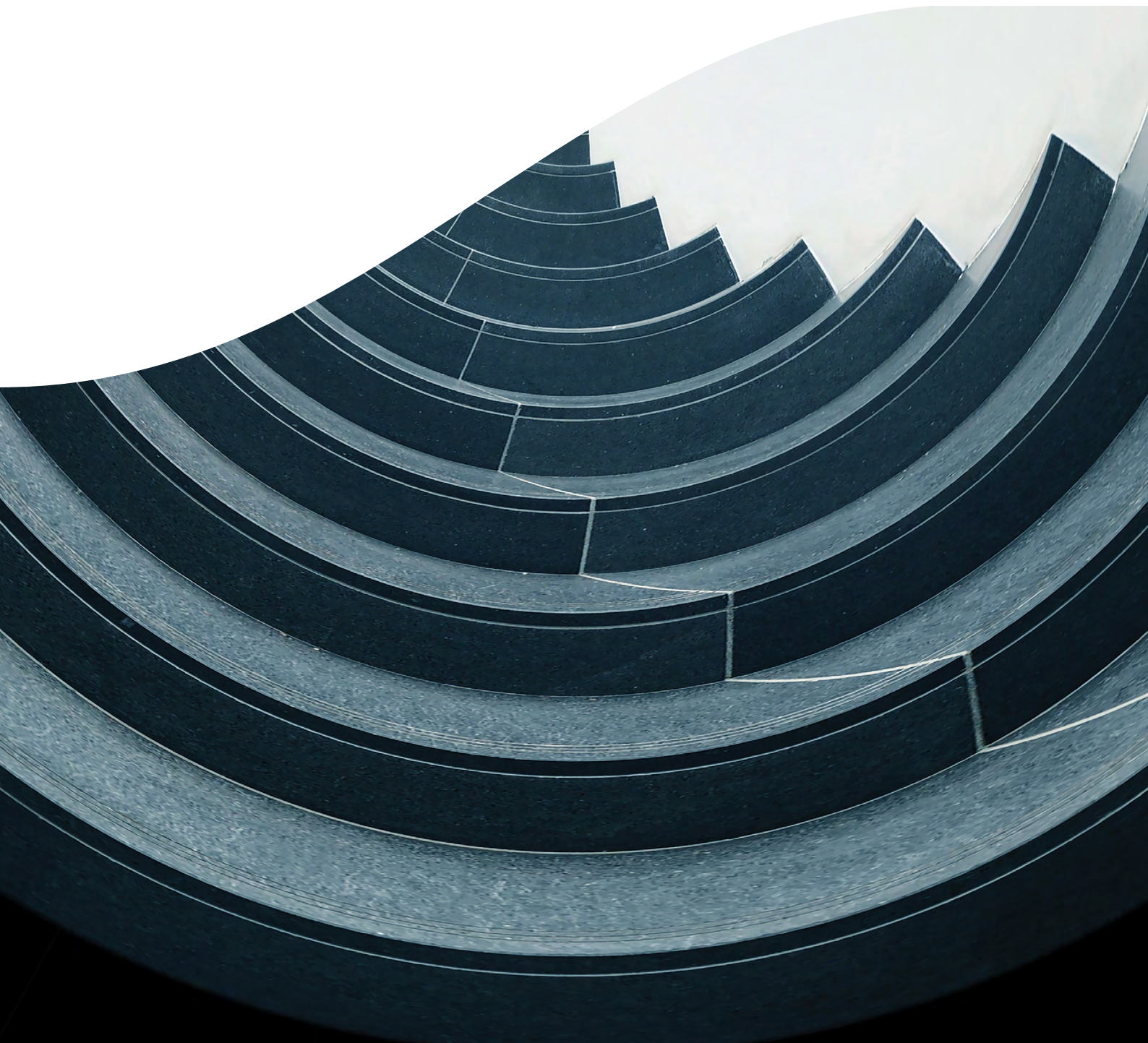




GLOBALLY CONNECTED

Corporate in Luxembourg



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Top reasons to come to Luxembourg

Due to its stability as well as its innovative and international orientation, the Luxembourg financial centre is an ideal hub for private and institutional investors from all over the world.

The Luxembourg financial centre is characterised by a strong culture of investor protection and promotion of a business and tax friendly environment.

Its specialist teams are multilingual and multicultural, with a long tradition of financial expertise and extensive knowledge of the needs of an international clientele.

Luxembourg has seen a steady growth in M&A activity with newcomers and new sectors joining the traditional real estate, private equity and hedge funds already strongly present on the market.

Long known for its stability and flexibility, Luxembourg is the ideal place to implement an efficient M&A transaction and to structure investments. For a while now, we have provided in-depth assistance to our large client base ranging across a wide array of business sectors.



Stability

- Stable juridical and regulatory framework
- Political stability
- AAA rating



Flexibility

- Easy access to regulators
- Constantly reinforcing “business friendly” climate
- Quick transposition of EU directives
- Free contractual regime on companies statutes



Tax

- Stable and entrepreneur friendly tax environment
- Lowest standard VAT rate in the European Union
- Broad tax treaty network

Our corporate practice

With a dedicated Corporate practice in Luxembourg, we have the necessary infrastructure to provide comprehensive advice to all our clients. We have a broad experience in advising on complex cross-border corporate transactions in all economic sectors, and to accompany clients across the entire M&A and PE deals lifecycle.

We advise corporates, private equity funds, individual shareholders, management teams, commercial and investment banks on all activities in the Luxembourg market.

Our lawyers have long-term experience and extensive knowledge of M&A transactions including private equity structures and real estate transactions, as well as other corporate matters.

This is combined with a deep understanding of our clients' business needs, which enables us to provide extensive, constructive and innovative advice on any corporate transaction.

We are widely recognised as a global leader in the market, consistently executing more deals globally than our competitors.

Our Corporate team offers comprehensive legal services across the full spectrum of corporate transactions to leading multinational corporations,

major commercial companies, ambitious domestic entrepreneurs and smaller businesses. Our involvement in numerous complex transactions has allowed our lawyers to develop extensive experience in all key areas of corporate law.

We also work closely with both local and international colleagues to ensure all aspects are taken care of and we frequently advise creditors and financially troubled entities in relation to insolvency, bankruptcy and (forced) reorganisation proceedings.

We provide ongoing advice to our clients' in-house legal teams on general company law matters and all corporate law issues that affect day-to-day operations. This service includes advising companies and their directors and officers on a range of corporate governance, fiduciary duties, compliance and director and officer liability issues.

Our corporate practice operates across several practice areas including:

- Mergers and acquisitions
- Private equity
- Real estate
- Corporate reorganisation
- Corporate governance
- Management incentive scheme
- Corporate tax



Our main practice areas include:



Mergers & Acquisitions

- Legal and tax structuring for acquisition transactions or transfers, venture capital investments, development capital, or minority investments.
- Drafting and negotiation of the pre-transactional documentation (mandate, non-disclosure agreement, letter of intent, letter of offer).
- Organization of data room and legal and tax due diligence.
- Drafting and negotiation of contractual documentation (acquisition agreement, warranty agreement, merger, spin-off, contribution or transfer of assets agreements).
- Drafting and negotiation of investment agreements, shareholders' agreements and other similar agreements.
- Drafting and negotiation of the documentation relating to simple or complex securities issuances.
- Assistance and taking all necessary steps with the competent administrative authorities
- Intra-group drafting equity financing documents



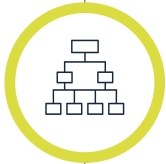
Private Equity

- Structuring in consideration of tax and corporate aspects.
- Advising private equity funds, manager and business angels on:
 - preliminary agreements (confidentiality agreements, letter of intent, term sheets);
 - legal, commercial and tax due diligence;
- legal and tax acquisition structure;
- sale and purchase agreements (share deal, asset deal);
- investment agreements, including shareholders agreement;
- closing.
- Structuring of management participation and incentive schemes.
- Pre-insolvency restructuring (equity increase, shareholder loans, debt buy-back, debt-equity swaps, renegotiation of financial covenants, waiver).
- Exit (pre-sale-restructuring, trade sales).



Real Estate Structuring

- Establishment and structuring of a wide variety of real estate investment structures including partnerships and limited liability companies.
- Multi-party, joint venture and single investor structures.
- Sale and acquisition of real estate investment structures and vehicles.
- On-going legal services to real estate investment structures.



Corporate reorganisation

Vast multi-disciplinary knowledge and global experience in:

- Designing and implementing efficient, cost-effective legal structures and business operating models.
- Helping to achieve current and future commercial plans while ensuring appropriate legal and tax efficiency.
- Helping to maximize the benefits of transformations with detailed, tailored strategies and effective execution.
- Broad range of integrated services, including post-merger integration, carve-out/spin-off, entity rationalization and general corporate (re) structuring.
- Providing any transfer pricing and valuation services required to implement your reorganization.
- Helping to transform: know-how, project management skills, tailored technology and tools to effect efficient implementation. By providing a single point of contact, our lawyers manage all material aspects of the project and ensure seamless collaboration, with minimal disruption to your in-house team and day-to-day operations.

This includes:

- Central coordination and communication
- Quality review
- Central billing
- Globally aligned documentation



Corporate governance

- Offering comprehensive advice to public and private companies concerning the regulatory landscape and best practice for corporate governance matters.
- Assisting clients with implementing new corporate governance rules; auditing on compliance; evaluating disclosure issues; investigating allegations of wrongdoing and responding to civil, administrative or criminal actions.
- Advising shareholders of listed and unlisted companies on best practice in relation to corporate governance rules.
- Specifying rules and establishing procedures for making decisions among stakeholders, board members, committees, managers and auditors.



Management Incentive Scheme

Advising managers and sponsors with the setting-up of management incentive schemes and, in particular, with the implementation and negotiation of:

- Employee share schemes;
- Warrants – stock-option plans;
- Options/growth shares structures.

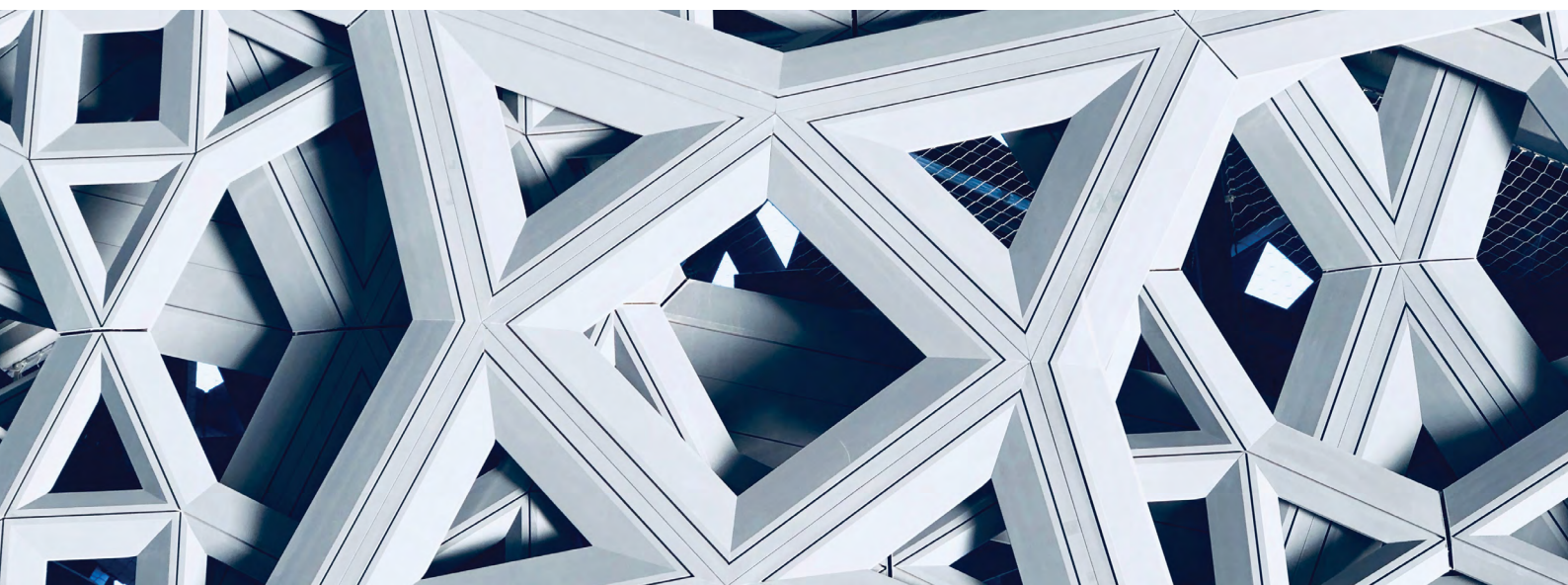


Corporate Tax

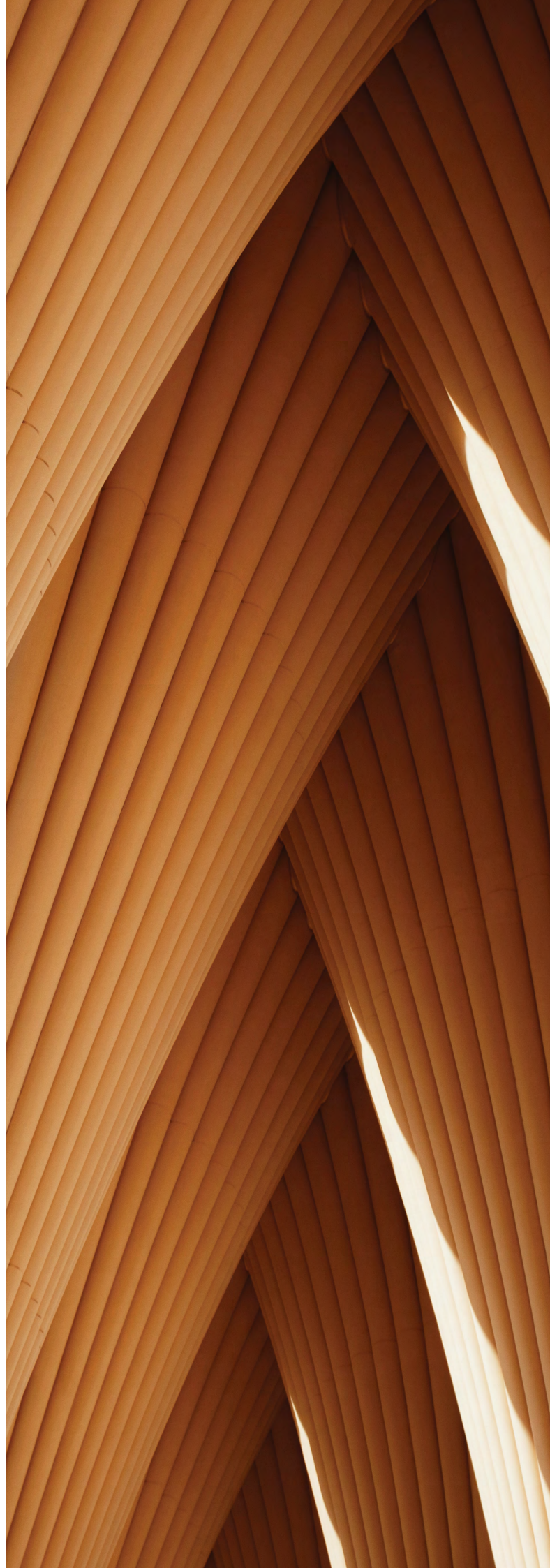
- Structuring international operations to minimize global effective tax rates.
- Structuring acquisition, handling post acquisition and reorganization integration.
- Corporate financings and corporate reorganisation.
- Structuring investments and operations to optimize cash repatriation.
- Reviewing international tax structures to identify potential weaknesses.
- Resolving complex tax controversies.
- Transfer pricing.

Experience

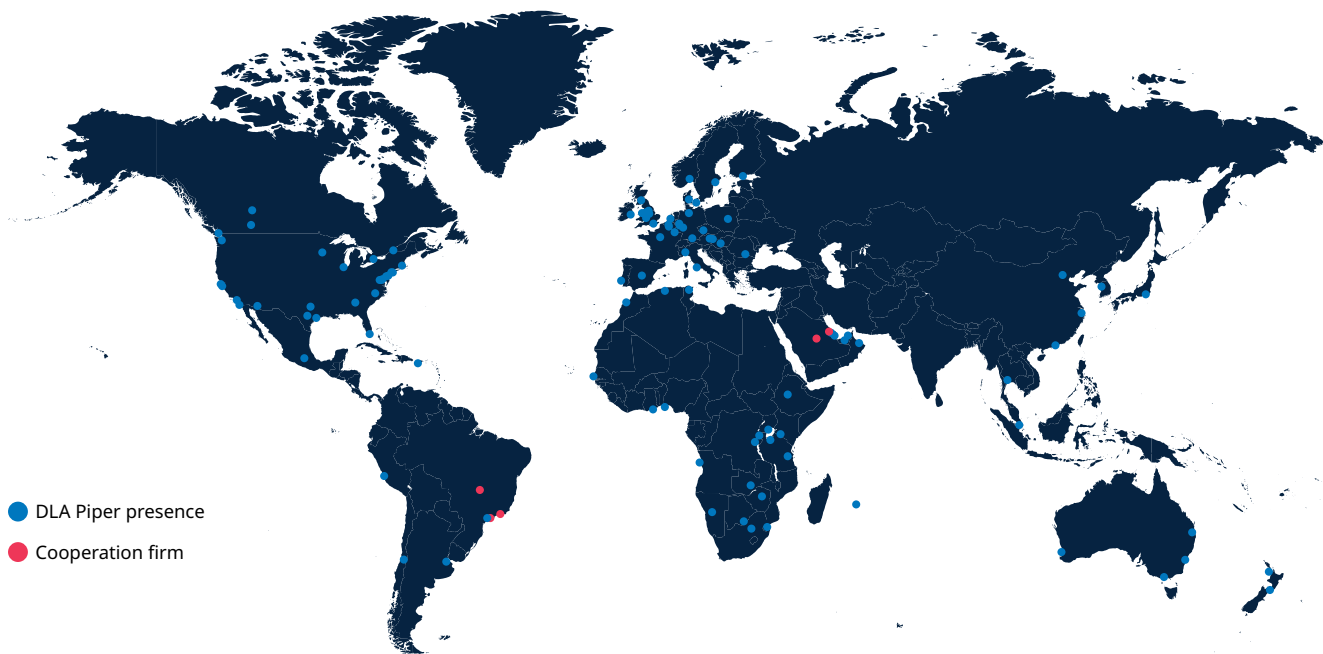
- Advising **Harrison Street Real Estate Capital**, the largest private equity firm focused on real estate investments dedicated to the education, healthcare and storage sectors in connection with formation of the joint venture vehicle with student housing developer HPC Group and its subsidiary Oceanis Promotion in order to develop a portfolio of branded, high-end student accommodation in France. We were involved in the legal structuring of the investment, its funding, the management arrangements and the corporate restructuring aspects.
- Advising on the share capital of **Codenvy S.A.** by **Red Hat Inc.** by conducting legal due diligence review, preparation and negotiation of the share purchase agreement and the post-closing of the articles of association of Codenvy S.A.
- Advising **Ecolab**, a NYSE listed, global hygiene and technology company, on global restructurings.
- Advising **Discovery** in connection with intragroup restructuring and acquisitions.
- Advising the **European investor consortium** Nordic Wind power DA in connection with their investment in Europe's largest onshore wind power project to be built in Central-Norway comprising six onshore wind farms, with a combined capacity of 1,000MW. The total investment in the wind farms amounts to approximately EUR1.1 billion.
- Advising on the financing and management buyout for the acquisition of the entire participating interest in **atHome Luxembourg** (which is the leading real estate's advertising website in Luxembourg) and **REA Casa** by the existing management team and **Oakley Capital** by conducting legal due diligence review, the preparation and negotiation of the share purchase agreement and the post-closing restructuring.
- Advising **one of the worldwide leaders in real estate management** in the sale of a EUR45.2 million property in Luxembourg.
- Advising **Perella Weinberg** in connection with the acquisition, financing and restructuring of the Cine Invest group owning and operating eight multiplex cinemas in Belgium and in the Netherlands.
- Advising a **global private markets investment manager** on the structuring and implementation of a partnership with a specialist European real estate private equity firm. Such partnership was intended to enable both groups to acquire three commercial real estate properties in Poland.
- Advising **Signature Capital** on the structuring and financing of various real estate properties, mainly in Germany.
- Advising **Abénex Capital**, a private equity firm, in connection with the structuring, financing and acquisition (through a joint venture vehicle) of 37 immovable assets in France through the acquisition of all the shares representing the share capital of 27 French real estate investment companies and one Luxembourg private limited liability company.
- Advising **Prime Capital AG**, an independent asset manager and financial services provider, in the setting-up of a joint-venture in Luxembourg with Enlight Renewable Energy (Enlight), a Tel-Aviv-listed independent power producer, for the purpose of co-investing in the ready-to-build 372 MW Björnberget wind park project in central Sweden, the largest onshore wind projects to start construction in Europe in 2020.



- Advising **Mid Europa Partners**, a leading private equity investor in Central and Eastern Europe, on the acquisition of a majority stake in GWD Concept (Displate), from its founders, Credo Ventures and Miton Capital. We assisted Mid Europa Partners with the roll-over of Displate's founders and management team and lead the negotiation and implementation of a management incentive plan at the level of a Luxembourg Manco.
- Advising **Prologis** a multinational logistics real estate investment fund, on a cross-border mixed asset and share deal, consisting of the disposal of a GBP 473 million, 4.3 million square foot UK logistics portfolio of assets and development sites to funds managed by the Blackstone Group, Inc., being the largest UK logistics portfolio sale on record.
- Advising **the Carlyle Group**, one of the biggest American multinational private equity, alternative asset management and financial services corporation, on the acquisition of a portfolio of 27 distribution logistics assets in France and Germany.
- Advising **Symphony Technology Group**, an American private equity firm based in Palo Alto, California, on its investment in Extenda Retail, being a developer of a software retail platform.
- Advising **MiddleGame Ventures**, a Luxembourg FinTech venture capital investment funds investing in early stage growth businesses focused on financial innovation, on its first investment in Next Gate Tech Investment S.A., a Luxembourg Fintech that provides innovative software-as-a-service solutions for the asset management industry, through convertible notes.
- Advising **clients of AXA IM – Real Assets**, a global leader in real asset investments, on the Luxembourg aspects of its acquisition from Westbrook Partner of the GBP 800 million worth Dolphin Square, a London landmark with a rich history and located in one of the most prestigious areas in prime Central London. Dolphin Square is also the largest single private residential complex in the UK. We also advised clients of AXA IM – Real Assets on the corporate, structuring and tax aspects of the post-acquisition reorganisation.



Our global presence



AMERICAS

Atlanta
Austin
Baltimore
Boston
Brasilia*
Buenos Aires
Calgary
Chicago
Dallas
Edmonton
Houston
Lima
Los Angeles
Mexico City
Miami
Minneapolis
Montreal
New York
Northern Virginia
Philadelphia
Phoenix

Raleigh
Rio de Janeiro*
San Diego
San Francisco
San Juan
Santiago
São Paulo*
Seattle
Short Hills
Silicon Valley
Toronto
Vancouver
Washington, DC
Wilmington

EUROPE

Aarhus
Amsterdam
Antwerp
Birmingham
Bratislava
Brussels
Bucharest
Budapest
Cologne
Copenhagen
Dublin
Dusseldorf
Edinburgh
Frankfurt
Hamburg
Helsinki
Leeds
Lisbon
Liverpool
London
Luxembourg

Madrid
Manchester
Milan
Munich
Oslo
Paris
Prague
Rome
Sheffield
Stockholm
Vienna
Warsaw

MIDDLE EAST

Abu Dhabi
Al Khobar*
Doha
Dubai
Manama
Muscat
Riyadh*

AFRICA

Algiers
Addis Ababa
Accra
Bujumbura
Casablanca
Dakar
Dar es Salaam
Ebène
Harare
Johannesburg
Gaborone
Kampala
Kigali
Lagos
Luanda
Lusaka
Maputo
Mwanza
Nairobi
Tunis
Windhoek
Zanzibar

ASIA PACIFIC

Auckland
Bangkok
Beijing
Brisbane
Hong Kong
Melbourne
Perth
Seoul
Shanghai
Singapore
Sydney
Tokyo
Wellington

* Cooperation firms

Our #1 ranking for the last 14 years (Margermarket) reflects our involvement in nearly 650 transactions worldwide and confirms the strength of our global team – this is a figure unrivalled by any other law firm.

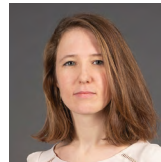




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