

Your World First



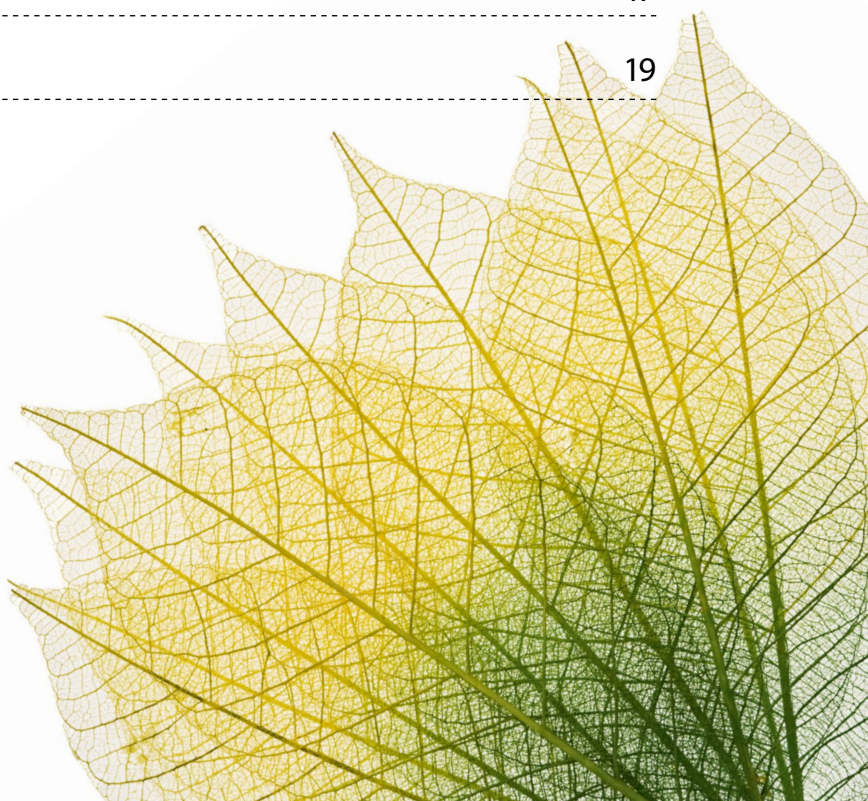
# CMS Luxembourg



September 2015

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# Introduction



CMS is a multinational business Law Firm created in 1999 by nine firms with the objective to create a professional multi-jurisdictional legal and tax service organisation, headquartered in Europe. Today, our organisation is operating 59 offices established in 33 countries around the world, which makes us a global alliance built on deep local roots and also one of the ten largest law firms in the world.

With our 3,000 legal and tax professionals across the world, working in sector-based teams and trained in project management, our focus is on our clients and fulfilling their objectives.

In a competitive legal market, we stand apart through our deep commitment to understanding our clients' business and the sectors and countries in which we operate.

From major multinationals and mid-caps to enterprising start-ups, we provide the technical rigour, strategic excellence and long-term partnership to keep each client ahead whatever its chosen markets.

I hope this introduction to CMS gave you a better idea of how we can help you.

Please do not hesitate to contact us for more information.

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Managing Partner

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CMS DeBacker is listed in:





The secret of our success is that we function as one team. We continually prove that our clients' trust in us is justified.

In order to provide our clients with tailored advice, we have consciously chosen to offer a broad range of services, nationally, internationally and across all legal disciplines. Offering the full range is only possible if our company has a thorough command of each individual field. And that is why we cultivate our specific areas of expertise.



# What we mean by ‘Your World First’

We have a phrase to sum up our promise to our clients: ‘Your World First’. This phrase reflects our priorities of being client-centric, providing world vision and being performance driven.

## Client-centric:

- Our sector focus ensures that we know what issues are driving client business
- We expand into countries our clients need us to be in.

## World vision:

- We have deep local expertise in the world’s most significant jurisdictions
- We have developed our footprint in emerging markets, as clients develop theirs

## Performance driven:

- We define with clients what success means for them and focus on delivering it
- We are strong on execution, project management, delivering results rather than just opinions





# Turning market knowledge into insights

Understanding your business and your industry issues is essential to us to provide you with sound commercial advice. We select, develop and reward our professionals for both their technical excellence and their commitment to understanding your business.

- We have more than 3,000 law and tax experts located globally.
- We have practice groups and industry sector groups spanning 33 countries. We take a global approach to working and training
- Our international guides compare laws and market trends in specific sectors across many jurisdictions e.g. our annual pan-European M&A Study
- Many of our lawyers have worked in-house on secondment to clients to develop their sector knowledge further
- Via conferences, articles and webinars, we keep our clients and ourselves up to date on key issues, trends and changes in the law.

## Full-service: practice groups and sector groups

### Understanding the law:

- Banking & Finance
- Commercial
- Competition & EU
- Corporate
- Dispute Resolution
- Employment
- Intellectual Property
- Real Estate & Construction
- Tax

### Understanding your business:

- Consumer Products
- Energy
- Financial Institutions
- Hotels & Leisure
- Infrastructure & Project Finance
- Lifesciences
- Private Equity
- Technology, Media & Telecom

## Building and sharing know-how

Through our publications we share our unique business, legal and tax insights into key issues facing a wide range of organisations and sectors. Our experts draw on their vast experience with the business and legal landscape of specific industries to offer useful know-how that leads to practical solutions.

## RegZone

RegZone (<http://www.cms-lawnow.com/regzone>) is our online platform that provides you with expert analysis and daily news from the fast-changing world of European financial institution regulation. Via Reg Zone you can sign up for events, news digest and alerts relevant to your areas of interest. RegZone won 'Best Provision of Know-how' at the MPF Awards for Management Excellence 2015.

## Law-Now

Our Law-Now e-Alerts and resources center ([www.law-now.com](http://www.law-now.com)) gives you access to free online information on important legal and other key issues that affect your business. You choose the legal and sector news you want to receive through email alerts and via the online knowledge portal, which includes a searchable archive. Our eAlerts are short and to the point, getting to the essence of the issue fast. Our commentary on legal developments is enhanced by a practical look at the business impact, including the steps businesses need to take. The Law-Now website has over 10,000 pieces of legal analysis as well as all the publications and events supported by CMS.

# Our service pledge

To make sure you get the service you need, all our lawyers make a CMS Client Service Commitment. We focus on four key elements that we know matter to you: quality, the right resourcing, efficiency and transparent fees.

## Our commitment to quality

- We provide seamless high quality service within each office and across all offices of CMS
- We provide you with clear, commercial and pragmatic advice
- We respond promptly to your emails and telephone calls
- We acknowledge all instructions by confirming actions and timescales and we will keep you updated on any changes to schedules
- We will be open with you about potential legal or commercial conflicts that inhibit us from acting for you on a matter.

## How we resource client matters

- We are honest about our capabilities and abilities to resource a matter
- If appropriate for your work, we will provide you with a primary point of contact for all matters across CMS
- We staff matters with individuals who have the right level of technical and local expertise and seniority
- If anyone working with you is away, we find a suitable substitute, notify you and absorb any costs of substitution.

## How we work to enhance quality and efficiency

- We seek your feedback as to how we have performed and how we can improve
- We identify value added services to offer you
- If you have complaints that cannot be resolved by the relevant partner, we find the appropriate person who can deal with the matter quickly and objectively
- We innovate and invest in personnel and technology in order to improve our quality of service and enhance our effectiveness
- We will work with you to ensure that we meet your needs by developing expertise in new areas of law, in new sectors and by moving into new countries.

## Our approach to fees

- We will provide you with fee estimates at the outset of a matter or task
- Where we have provided an estimate and the scope of a matter or task changes, we provide a revised fee estimate
- We provide cost updates regularly and ASAP on request.



# CMS Luxembourg

CMS Luxembourg was created in 2011 through Leclère & Walry, a business law firm launched in 2008. Since its creation, the firm has been growing steadily and the team is now composed of more than 20 lawyers specialising in Corporate and M&A, Commercial & Contract Law, Tax, Banking & Finance, Investment Funds, Employment & Pensions as well as in Dispute Resolution.

Our clients are renowned listed and non-listed local and international companies specialised in many different sectors (Banking industry, Private Equity, Insurance, Real Estate, etc.) with whom we invest in long-term relationships, build genuine knowledge of their business and generate win-win formulas.

Since its creation in 2012, our German desk also offers the possibility for our clients to be advised by German-speaking Luxembourg qualified lawyers with a deep understanding of their industry sectors and experienced in working in close collaboration with German-speaking clients as well as CMS colleagues in Austria, Germany and Switzerland.

## What makes us stand out from the rest:

- We practice law with the sophistication of a large organisation and the personal touch that characterizes smaller firms. Like our clients, we are entrepreneurs and we understand what makes the difference;
- Our structure allows both our clients and our associates to have easy access to partners. This allows us to nurture talent and solve issues swiftly and efficiently;
- We work hard to be a truly client-focused law firm. This means understanding the unique needs and challenges of each market sector and providing a service that is tailored to the particular concerns and requirements of each client.





# Corporate and M&A

The normal life of a company goes from its incorporation to its liquidation. However nowadays mergers, acquisitions and restructuring are common consequences of the national and, as the case maybe, international strategies of an increasing number of companies along their existence. It is therefore not a surprise that these transactions require more and more crossed and sound expertise in numerous legal practices.

In this complicated environment, we aim to assist our clients in order to simplify their lives and allow them to focus on their business activities not caring about the legal implications. In this perspective, we offer a vast range of high standard services such as:

- Evaluating the real business implications of the transactions we advise on.
- Providing our clients with effective and constructive assistance throughout the structuring and negotiation of transactions.
- Ensuring that deals are implemented tightly enough to avoid any re-opening of negotiations at the contract drafting stage.
- Keeping our clients aware of the legal changes which could have an influence on their business activities.

## Our offerings include:

- Documentation and tailor-made contract drafting
- Acquisitions, divestments, joint ventures
- Shareholders' agreements
- Support in negotiations
- Restructuring (mergers, asset transfers, etc.) on a national and international level
- Arranging and structuring finance (equity, MBOs, MBIs)
- Investment Capital
- Legal audits
- Data room and due diligence
- IPOs
- Stock exchange law

## Our Clients:

- Large and medium-sized international and local companies in all business sectors (financial services, construction, retail, commerce, hotels, energy, private equity, etc.). We also advise individuals willing to structure their assets through corporate entities either for tax or inheritance reasons.



“Experienced corporate lawyer Julien Leclère heads CMS’ expanded team, which has recently acted for a private investment firm, various financial services providers and manufacturers.”

*Legal 500 EMEA (Year 2015)*



## Contact

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**Luxembourg**

# Commercial & Contract Law

We advise our clients on all legal aspects of the commercial relationships they have with their business partners such as their suppliers or their own clients.

Thanks to our expertise, we can advise and suggest the solutions which are the most adapted and in line with the industry our clients are involved in.

We highly value to learn and understand the business models of our clients so that we can serve them better by adapting our legal services to the business reality and their commercial environment.

Our lawyers also draft and negotiate software development contracts and provide advice for e-commerce deals and contracts. We help protecting your IP rights, including copyrights and trademarks issues.

Privacy and data protection issues are, depending of the nature of the request, handled collectively by our Commercial, IP and Dispute Resolution teams.

It is worth to mention that we also enjoy accompanying young entrepreneurs in implementing their projects within a progressive legal framework.

## Our offerings include:

- Preparation and/or review of any types of classic agreements: distribution agreements, agency agreements, sale agreements, commercial terms & conditions or even commercial lease agreements
- Preparation of ad hoc agreements for commercial companies (transport, trading, sponsorship)
- Legal advice regarding data protection, e-commerce, IP, competition law, business licenses

## Our Clients:

- We do have a diversified client basis ranging from Global 500 companies to start-up in all business sectors (banks, construction, concrete, retail, commerce, etc.). Needless to say that our presence in more than 60 countries makes us a strong player on the international market while our team of Luxembourg lawyers is obviously extremely active on the local market.



## Contact

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# Tax

Taxation is a core consideration in the decision-making process, and companies must have a real national and international taxation strategy covering corporate taxes and VAT. The tax lawyers of CMS Luxembourg are able to provide advice on a vast range of transactions.

## Our offerings include:

- Advising at both national and international levels to individuals, corporate entities and other organizations
- Structuring of regulated and unregulated real estate, private equity, infrastructure or debt assets funds
- Real estate acquisitions (including in Luxembourg)
- Due diligence
- Patrimonial taxation
- Transfer pricing
- VAT
- Non-salary benefits (stock options, incentive schemes, etc.)
- Completion of tax declarations (direct and indirect taxes)
- Assisting in tax audits and appeal procedures
- Relations with tax authorities including filing of tax rulings and advance pricing agreements

In terms of international taxation, CMS Luxembourg is able to cover most of the countries in which its clients do business through its close cooperation with highly qualified foreign CMS experts.

## Our Clients:

- Large and medium-sized international and local companies in all business sectors (banks, insurance and reinsurance, investment management, private equity, real estate, etc.)
- Individuals
- Entrepreneurs and privately owned companies – advising at shareholder, director, employee and company levels.



“CMS’ tax team supports the tax needs of the firm’s clients and also attracts standalone mandates to advise private individuals and corporations on tax structuring and tax management. Vincent Marquis heads the practice.”

*Legal 500 EMEA*



## Contact

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# Banking & Finance

The financial sector is changing rapidly and radically, and the banking and finance businesses are changing as well in response to their new economic and regulatory environment. Banks and other financial institutions, thrown into the spotlight on the world economic stage and exposed to increasingly fierce competition, must be able to adjust and anticipate. Support from experts in the legal and regulatory aspects of their business are crucial to their ongoing development.

## Our offerings include:

- Banking transactional
  - Real estate, acquisition, asset and leveraged finance
  - Securities – Guarantees – Enforcement of collateral
  - Debts instruments
- Regulatory
  - License applications
  - Passports
  - Financial services
  - Compliance
- Securitisation
- Capital Markets

## Our Clients:

- Retail and investment Banks
- Private Banks
- Investment Companies
- Insurance Companies
- Finance Companies



“Vivian Walry leads the ‘very responsive and helpful’ team at CMS, where the ‘client service is excellent’. The firm advises corporations, banks and other financial institutions on large transactions with recent financing values ranging from €40m to €900m.”

*Legal 500 EMEA*



## Contact

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# Funds

We advise our clients on financial services regulatory matters including each step of compliance with local requirements and assist them in the setting-up of different types of regulated and, more especially, unregulated investment vehicles like SIF, SICAR, SPF or SV.

Our team also handles matters related to Insurance and Capital Markets like the listing of shares on the Luxembourg Stock Exchange and providing legal advice to issuers.

## Our offerings include:

- Determining appropriate legal/regulatory fund platform/vehicle
- Prospectus and offering memorandum
- Investment Management Agreements
- Shareholders' Agreements
- Regulatory compliance
- Corporate, including refinancing and restructuring
- M&A activity and joint ventures
- Claims and coverage (Policy drafting incentive schemes, etc.)

## Our Clients:

- Commercial and investment Banks
- Investment managers
- Investors
- Governments and Public Authorities
- Bank consortia
- Real Estate organisations
- Private Equity investors
- Asset Management firms



## Contact

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# Employment & Pensions

Managing and developing people within a company can best be achieved with advisers who will work effectively with your human resources and in-house legal teams. We can work alongside you as an employer regarding all aspects of nurturing staff. This might include expatriate packages for companies moving staff around the world or health and safety compliance. As employment law differs across jurisdictions, you will expect your law firm to have a thorough grasp of international regulations.

## Our offerings include:

- Restructuring (advice on TUPE rules, collective redundancies, etc.)
- Employee Incentives
- Due diligence on business acquisition
- Safety at Work
- Global Mobility
- Pensions & Supplementary Schemes
- Managers
- Employment Agreements
- Employment data protection and monitoring of the workplace
- Immigration
- Individual dismissals
- Pre-litigation advice
- Review of internal rules
- Pleadings
- Day-to-day advice to HR managers (sickness, etc.)

## Our Clients:

- Large and medium-sized international and local companies in all business sectors (banks, construction, concrete, retail, commerce, etc.)
- CEOs



## Contact

### Audrey Bertolotti

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# Dispute Resolution

At CMS, we know that disputes can be time, energy and money-consuming. Unfortunately, disputes always happen, whatever business you are in.

We also know that, in dispute matters, time does matter. This is why our team of specialists is ready to react quickly and help you at every stage of your procedure. Together, we analyse risks and establish tailor-made and cost-efficient strategies with a view to minimise disruption to your business. Moreover, we can rely on a strong collaboration between the various practice areas of our firm, allowing us to assist you with very technical issues.

Our team of litigators guide you through complex and unfamiliar territory, representing and defending you before courts as well as during mediation and other alternative forms of dispute resolution.

## Our offerings include:

- Determining best defensive approach
- Representation before all Luxembourg courts
- Assistance in the context of alternative dispute resolution proceedings
- Negotiations of settlement
- Review of contracts and other documentation in order to mitigate the risk of dispute
- Attendance to expertise proceedings
- Preparation of all types of proceedings of civil and commercial nature (breach of contract, shareholders disputes, etc.)
- Debt recovery
- Assistance in bankruptcy proceedings

## Our Clients:

- Large and medium-sized companies
- Financial institutions



## Contact

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# Insurance

Market knowledge is what makes us stand out. Our lawyers not only have an excellent understanding of your industry and the pressures you are facing on a day-to-day basis, but can provide you with practical, innovative and cost-effective solutions based on this knowledge.

We act for many of the major players in the general insurance and life assurance sectors, offering local advice in individual jurisdictions as well as working together to advise clients on multi-jurisdictional projects.

## Our offerings include:

- Insurance contract law
- Insurance products
- Regulatory issues
- Licenses – Passports
- Litigation

## Our Clients:

- Insurance and reinsurance companies
- Banks
- Investment companies
- International and local financial institutions

“CMS provides insurance, reinsurance and regulatory advice to large insureds and insurers, both domestically and abroad. Banking lawyer Vivian Walry heads the small but expanding team.”

*Legal 500 EMEA*



## Contact

**Vivian Walry**

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# Who's Who

## Your Partners in Luxembourg



### Julien Leclère

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*Julien Leclère's practice focuses on business law matters including amongst other mergers and acquisitions, corporate financings, general corporate governance and the drafting and/or the negotiation of contracts.*

*In recent years, Julien has represented both buyers and sellers in numerous complex business transactions and matters, including mergers, acquisitions, divestitures, equity investments, recapitalizations and restructurings as well as local or international entrepreneurs in the implementation of appropriate and efficient operative and financing structures.*

*With a view to offer a fully integrated and global perspective, Julien also advises his clients on the commercial and/or contractual aspects of the above-mentioned transactions.*



### Vivian Walry

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*Vivian Walry's practice focuses on banking and finance, capital markets and insurance law matters. . In these areas, he assists institutional clients, major international companies, Private Equity firms and investors in diversified and complex financing transactions including financial products, credit structures, syndicated loans and acquisition finance.*



### Vincent Marquis

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*Vincent Marquis' practice focuses on tax structuring of transactions and on-going tax management. Vincent has been principally advising banks and other financial institutions such as investment funds, insurance and reinsurance companies on corporate tax and VAT matters. He has also assisted clients in the structuring of transactions and the development of financial products.*

*In recent years, he has been assisting clients in numerous of complex business transactions and matters, including acquisitions and holding structures, real estate and private equity structures, financing instruments, M&A (mergers and reorganizations of financial institutions), securitization transactions, structured products developments and due-diligences.*



### Françoise Pfeiffer

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*Françoise Pfeiffer's practice focuses on Investment Funds matters. She assists clients with the setting-up of private equity, venture capital and real estate funds encompassing regulated investment entities (SIF, SICAR) as well as unregulated vehicles.*

*She also advises funds managers on the regulatory aspects affecting their business.*



### Audrey Bertolotti

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*Audrey Bertolotti's practice focuses on collective redundancies, HR due diligence, business restructuring, HR assistance to international groups coming to Luxembourg, individual dismissals and reviews of HR policies.*

*On the Dispute Resolution side, she is assisting clients in civil and commercial disputes involving millions of euros. Together with her team, she is conducting and defending litigation cases before all relevant Luxembourg courts.*



# CMS - Key facts and figures



**> 3000 lawyers**

**> 800 partners**

**33**  
countries

**53**  
cities

**59**  
offices

**EUR 924m turnover 2014**

**100 lawyers** at CMS DeBacker

Brussels

Antwerp

Luxembourg

**22 partners**  
at CMS DeBacker

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CMS DeBacker is a member of CMS, the organization of 10 independent European law firms delivering legal and tax services in Europe and beyond. CMS employs 3,000 legal professionals and operates in 59 offices world-wide.

**CMS locations:**

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