

Your World First

C/M/S'

Law . Tax

Advising
the insurance
industry:
corporate

2018

A focus on your business

At CMS we pride ourselves on putting the needs and wants of our clients first. Our clients benefit from our lawyers' in-depth knowledge of the insurance industry. Our deep-rooted insurance sector expertise enables us to deliver relevant, practical and commercially-astute legal solutions to our clients.

Lawyers in our group cover a large range of contentious and non-contentious areas:

- Claims
- Commercial
- Competition
- Corporate Finance
- Employment
- Finance and lending
- Fundraisings
- IT and IP
- M&A
- Outsourcing and procurement
- Product development
- Real Estate
- Regulatory
- Reorganisations and joint ventures
- Tax
- Technology and communications

With over 4,500 lawyers in more than 70 offices, CMS is the largest European law firm. Our insurance group is truly international and we have a great understanding of the cultural and business variations that apply across the territories that we cover. We combine strong local presence and capability with international delivery. This enables us to deliver services where our clients need it. Leading domestic and international organisations work with us because of our legal expertise and industry sector knowledge, combined with our extensive geographical scope. This document focuses on our corporate insurance capability, and our ability to assist the insurance industry in these areas.



CMS' team is valued for its expertise and common sense, and the quality of its lawyers

Legal 500

Our corporate insurance industry services

Our award-winning Corporate team is recognised as one of the largest and most experienced in Europe.

We have an outstanding M&A team which has, for the last four years, been consistently ranked number 1 as the most active in Europe by Bloomberg 2017 and is ranked in the top tiers for mid-market M&A in Chambers. Our corporate insurance team advises on all aspects of insurance-related transactions and works closely with our financial services, regulatory, claims, competition, employment, pensions, tax, dispute resolution departments and other specialists to deliver a seamless end-to-end service for our clients. Our Europe-wide network of insurance lawyers provides us with the ability to offer an integrated multi-jurisdictional service. Our people are immersed in the local culture and understand the legal and regulatory landscape, which means our clients benefit from high-quality expertise wherever they need it in Europe, delivered in the local context. Above all, we aim to deliver practical solutions that solve legal challenges without compromising on commercial priorities.

Our corporate teams are top ranked in each jurisdiction and work closely together on cross-jurisdictional transactions. With more lawyers across Europe than any other organisation, CMS offers integrated, co-ordinated, high-quality services across Europe and a comprehensive understanding of both national and international transaction issues.

Our services include:

- Mergers and acquisitions
- Part VII and related insurance portfolio transfers
- Longevity insurance and capital markets solutions
- Schemes of arrangement for both solvent and insolvent insurers
- Shareholders' agreements and joint ventures
- Equity capital markets and other fundraising transactions



CMS industry knowledge is second to none; the team are genuine insurance experts

Legal 500

Our track record

Our experience includes advising on:

ACE

- The sale of its UK and Ireland Combined Life business in Ireland.

Achmea

- The sale of Russian insurance subsidiary, Oranta, to Companion Group.
- The sale of Romanian life and pensions group Eureko to the Aegon Group.

Agis

- The merger with Eureko/Achmea.

AIG

- The disposal of CEE commercial and consumer insurance operations to Fairfax Financial Holdings.

Allianz

- The acquisition of a majority interest in Scandlines from Deutsche Bahn and the Danish Ministry of Transport.
- The sale of Allianz Center Management to GB Immobilien.
- The acquisition of Bjorn Steiger Stiftung Service.

American Life Insurance Company (UK)

- The Part VII transfer of multiple lines of business to ReAssure.
- A three-way intra-group Part VII transfer of UK branch business to MetLife entities.

ASR Nederland

- The acquisition of Dutch P&C underwriting agency, Corins.

Austrian Post

- The sale of its insurance arm Postversicherung to BAWAG.

AXA

- The sale of life insurance subsidiaries in Hungary, Romania and Serbia to Vienna Insurance Group.

Cardif Belgium (BNP Paribas group)

- The cross-border merger with Cardif Life France.

Catlin

- The restructuring of its Belgian branch.

CBL Insurance

- Acquisitions of insurance intermediaries in the UK, France and Ireland.
- The acquisition of Securities and Financial Solutions Europe, leading French construction insurance producer.
- European aspects of its IPO.

Charles Taylor Group

- The acquisition of the Strike Club management companies.
- Its investment in Bulgarian insurance technology provider Fadata.
- The acquisition of UK insurance services provider, CEGA Group.

Chubb

- The acquisition of strategic equity stakes in Quantum Underwriting and Symmetry.

Coface

- The completion of its European merger.

Colemont Global Group

- The establishment of operations as an insurance and reinsurance broker in Bulgaria.

Colina Group

- The prospective purchase of a controlling stake in an Angolan insurer.

Combined Insurance

- The reorganisation of its Spanish group.

Crédit Agricole

- The acquisition of Centea.
- A joint venture with Fidea Insurance.

EBRD

- The acquisition of a minority stake in Renaissance Life.

EFG Eurobank Ergasias

- The sale of a 70% stake in Polbank EFG to Raiffeisen Bank International.
- The sale of Eurolife ERB Insurance (Greece) to Fairfax.

EGAP

- The EUR 26m sale of 66% of Komerčni uverova pojištvna EGAP to Ducroire-Delcredere and Sace.

EMF Capital

- The acquisition of Aviva Turkey.

Eureko

- The acquisition of Oranta.
- The first successful merger in the private pension sector in Romania.

Euromaf

- The establishment of its Belgian branch and the acquisition of a portfolio of insurance policies.

Fortis Insurance

- The acquisition of a Polish insurance company.

Generali Insurance

- Corporate issues regarding its investment in BAWAG.

Guy Carpenter

- The cross border disposal of its Reinsurance Solutions business in the UK and the US.

Heath Lambert

- The disposal of its wholesale broking business to Cooper Gay.
- The sale to AJ Gallagher.

Hermes Kreditversicherungs

- The sale of its Italian credit insurance business to Euler Siac Societa Italiana Assicurazione Crediti.

Howden Group

- The acquisition of the Accette Group of Companies.
- The disposal of CFC underwriting and other acquisitions.
- The acquisition of Polish broker, Donoria.

Hunter George

- Its sale to Ryan Specialty Group.

ING

- The acquisition of an Ukrainian life insurance company.

JLT

- The acquisition of a strategic stake in the Austrian broker network, the Greco Group.
- A joint venture in respect of its Italian business and related sale.
- A merger of its Italian operations with Marine & Aviation SpA.

Liberty Specialty Markets

- The acquisition of Italian insurance intermediaries, WBA and Sintia.

Marsh

- The acquisition of French health and benefits broker, REPCA.
- The acquisition of a strategic stake in INSIA in the Czech Republic.
- The sale of part of the Gibbs Hartley Cooper business to R K Harrison.
- The acquisition of Trade Insure (Belgium).

MetLife

- The USD 15.5bn acquisition of ALICO.
- The acquisition of Aviva Life and pensions subsidiaries in the Czech Republic, Hungary and Romania.
- The sale of MetLife Assurance Limited to Rothesay Life.
- The sale of MetLife Belgium to Nord Europe Assurances.
- Its pan-European reorganisation across 19 jurisdictions involving CMS in the UK, Spain, Italy, Switzerland, Belgium and nine CEE countries.

Mitsui Sumitomo

- The establishment of German insurance subsidiary and European branches.
- The acquisition of its Italian insurance business.
- The merger of its UK and German operations.

Nordea Group

- The acquisition of Sampo Pension Fund and Sampo Life Insurance companies in Poland.

Novae Group

- The sale of its regional financial lines business.
- Its subscription for preferred convertible equity in Purple Bridge Insurance.

OTP Bank

- The acquisition of an equity stake in a Bulgarian life insurance company.

Pojišťovna České Spořitelny

- The restructuring of contracts with Česká Spořitelna and other Erste Bank Group companies.
- The sale of a non-life insurance portfolio to Kooperativa Pojišťovna.

QBE

- The acquisition of Lifeco (a Central European insurance agency) from CarWay Holding and Consulting.

Reliance Mutual

- The first ever capital restructuring transaction in response to the regulator's focus on the rights of with-profits policyholders in mutual insurer's assets.

Renomia A.S.

- The acquisition of a majority stake in a Bulgarian insurance brokerage company.

Ryan Speciality Group

- The sale of Jubilee Managing Agency Limited to ANV Syndicate Management Limited.

Scottish Friendly

- The acquisition of Marine and General Mutual Life.

Standard Life

- The acquisition of AXA Portfolio Services.

Sunlife of Canada (UK)

- Schemes of arrangement varying the terms of with profits funds.

Talanx/HDI Gerling

- Restructuring and cross border mergers.
- The planned acquisition of an independent financial sales corporation.

TBIH

- A joint venture with Russian Funds, a Russian financial group.
- The acquisition of a minority stake in a Russian medical insurance company.
- The potential acquisition of ZAO Czech Insurance Company.

UIB

- The acquisition of Key Insurance Group.
- Several international fundraisings and joint venture arrangements.

UNIQA

- The Austrian aspects of a CEE restructuring program.
- The acquisition of the life and non-life insurance company, Filar, from R+V Group in Poland.
- The set up of a German branch.

Unum

- The acquisition of National Dental Plan (UK) from Capita Group.

Vienna Insurance Group

- The acquisition of Omniasig.
- The merger between the Slovak insurance company and its subsidiary I.V.
- The sale of over 92% of the largest Bulgarian pension insurer 'Doverie' to United Capital.

Willis

- Acquisitions of Spanish insurance intermediaries.
- Spanish group reorganisation by inter-company merger.

Zurich

- Investment in 7IM and subsequent reorganisation.



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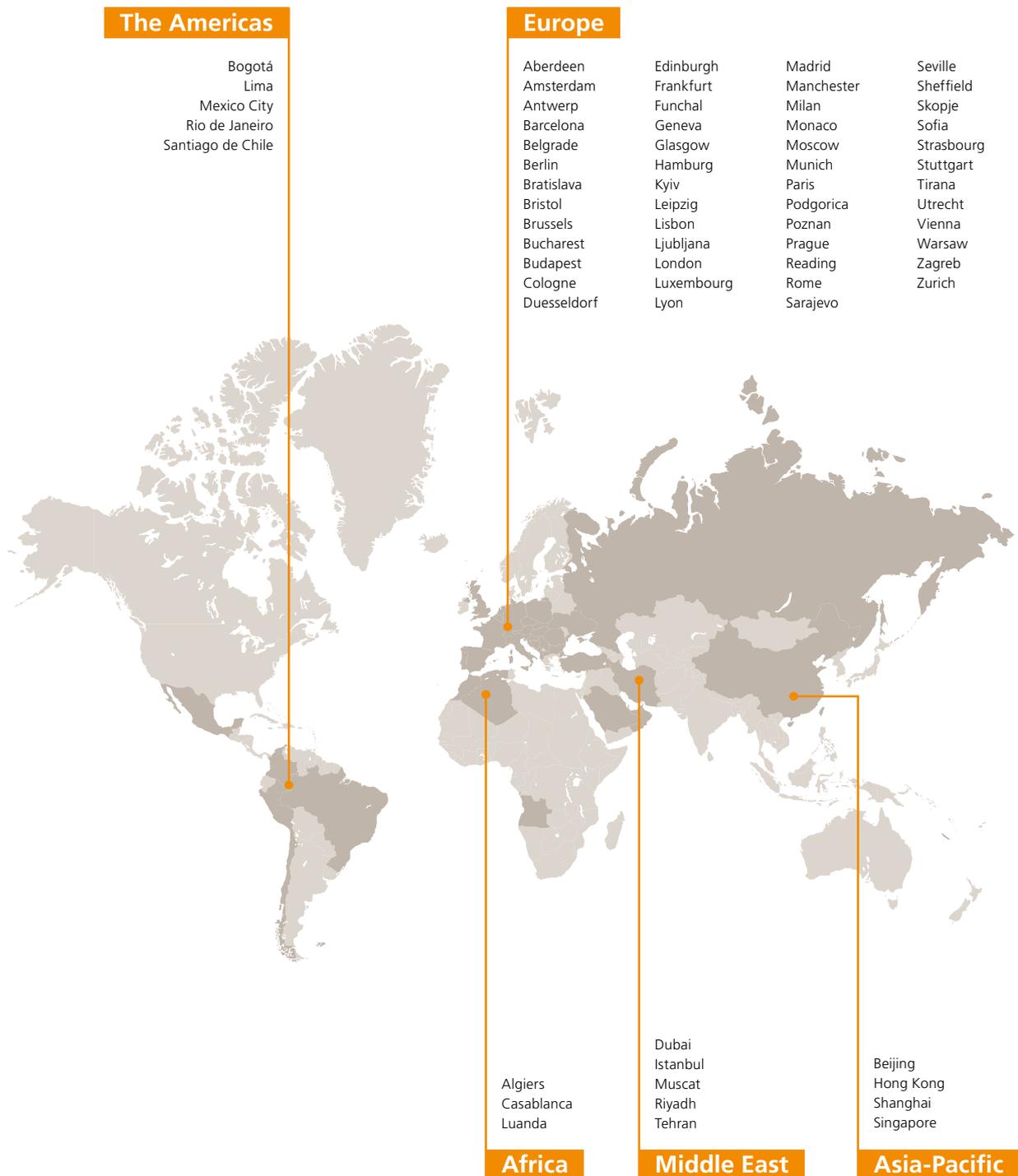
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