

ALLEN & OVERY

Allen & Overy's France-Luxembourg Platform

Your full-service one-stop-shop solution for
Franco-Luxembourgish projects and transactions



Sources say: “The team has been fantastic. Intelligent lawyers and a quality outfit in the most general sense – I am comfortable giving the firm any work.”

Chambers and Partners

Our areas of expertise



**#FrancoLux #FullService #OneStopShop
#Multidisciplinary #UpstreamDownstream**

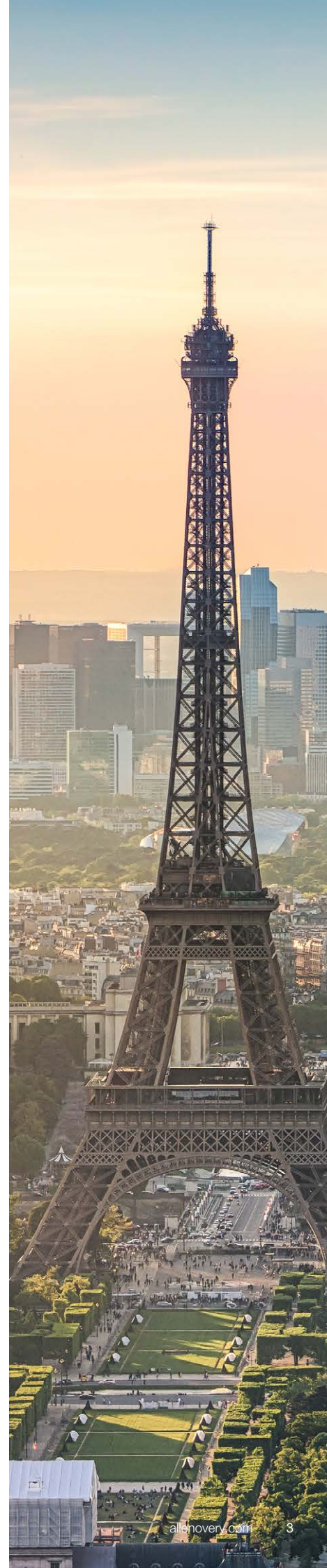
With the aim to optimally address the growing inbound and outbound client demand into and from both France and Luxembourg, Allen & Overy offers a dedicated and fully integrated France-Luxembourg platform comprising members of its multidisciplinary teams based in France and Luxembourg.

The A&O France-Luxembourg platform is a unique offering dedicated to France-based and Luxembourg-based entities, ranging from multinational financial institutions to global corporates, with investment and operational streams interlinked across both jurisdictions.

Our France-Luxembourg platform is the only one of its kind currently among international law firms. Comprising recognised market-leading practices and practitioners in each of our offices in France and Luxembourg, our teams are used to working together every day as one team on various types of files, projects and transactions. In addition, the international nature of the work we are typically mandated on makes us very well placed to advise on the cross-border impact of regulations and to provide key insights on market trends and practices.

Our teams are composed of lawyers with international backgrounds and a number of them are licensed, and have also practiced, in other jurisdictions besides Europe, such as the United States and in Asia. Their experience in these markets and their knowledge of the legal and regulatory environment therein is of great value to our clients, allowing us to serve them better on their international projects, with the support of our local teams based abroad.

Lastly, the A&O France-Luxembourg platform is backed by Allen & Overy's network of over 40 offices across 30 jurisdictions, with multidisciplinary teams located in key financial centres around the world. Our firm is fully integrated, meaning that we are entirely joined-up when it comes to undertaking cross-border projects and transactions, know-how and market Intel sharing, and client-oriented initiatives. We are also at the forefront of legal technology innovation via our Advanced Delivery & Solutions (AD&S) offering, which is how our firm describes the ways in which we have evolved the delivery of our expertise by combining alternative flexible resourcing models and digital technology, helping clients solve their challenges and striking an optimal balance of cost, quality and risk.



Investment Funds & Asset Management

France
10+
members

Luxembourg
25+
members

What we are known for:

- Advising on all aspects of structuring, establishing, managing, servicing, distributing and marketing, and investing in, Luxembourg and France-domiciled regulated and unregulated investment funds.
- Extensive experience across all asset classes, from UCITS/OPCVM to alternative assets, including real estate, private debt/credit, private equity and venture capital, infrastructure and impact investing.
- Strong track record across all workstreams: at investor level and at fund manager level.
- Representing clients ranging from large multi-strategy alternative asset managers, to alternative asset managers specialised in specific asset classes and strategies, to the asset management arms of various multinational banking and financial institutions, to global institutional investors (including development finance institutions – DFIs).
- Vast expertise across various types of fund structure set-ups: open-ended, closed-ended and semi-open-ended funds; evergreen funds, cross-border master-feeder structures; cross-border parallel funds; pledge funds; umbrella structures, etc.

Areas we advise on include:

- Structuring and establishing investment funds as well as sub-funds thereof and fund management companies.
- Drafting offering materials and constitutional documentation.
- Advising on relevant agreements: custody, administration, investment management / advisory and prime brokerage, etc.
- Negotiations with investors.
- Handling closings and MFN processes.
- Conducting due diligence in respect of investors' contemplated investments/participation in funds and negotiating the terms of such investments.
- Fund regulatory matters (AIFMD, UCITS V, etc.)
- Fund secondary transactions (including GP-led secondaries).
- Fund financings / equity bridge financings.
- Fund and fund management company restructurings, fund re-domiciliations and migrations.
- Cross-border distribution set-ups.

Key contacts:

France



Antoine Sarailer
Partner
Tel +33 1 40 06 53 58
antoine.sarailer@allenoverly.com



Benjamin Lacourt
Counsel
Tel +33 1 40 06 55 30
benjamin.lacourt@allenoverly.com

Luxembourg



Jean-Christian Six
Partner
Tel +352 44 44 5 5710
jean-christian.six@allenoverly.com



Joanna Pecelik
Counsel
Tel +352 44 44 5 5280
joanna.pecelik@allenoverly.com

“Market-leading practice specialising in complex fund structuring. Assists asset managers and other financial sector clients with UCITS and alternative investment funds.” “Provides expert regulatory advice to international clients on launching and structuring funds.”

Chambers and Partners

Financial Services Regulatory

France
10+
members

Luxembourg
10+
members

What we are known for:

- Vast expertise across banking/finance, asset management and insurance/reinsurance regulatory matters – MiFID, EMIR, CRD/CRR, IFD/IFR, PSD, Solvency II, IDD, etc.
- Experienced in advising banks, insurers and asset managers in connection with the development of their activities and products or services in France, Luxembourg, and internationally.
- Excellent relationships with relevant local regulatory authorities – the *Commission de Surveillance du Secteur Financier* (CSSF) and the *Commissariat aux Assurances* (CAA) in Luxembourg; and the *Autorité des marchés financiers* (AMF) and the *Autorité de contrôle prudentiel et de résolution* (ACPR) in France.

Areas we advise on include:

- Establishment and registration of regulated entities – banks (subsidiaries, branches, etc.), investment firms, e-money and payment institutions, and insurance/reinsurance companies.
- Mergers and acquisitions of regulated entities, including sale and purchase of business activities (share and/or asset deals).
- Strategic regulatory advice in respect of the creation of new regulated products or activities.
- Designing new retail products and advising on conduct of business rules for marketing and sales.
- Establishing and implementing compliance programmes and helping with business re-design processes.
- Drafting and negotiating clearing agreements and trading documentation and advising on changes to market.
- Regulatory consultations – working with clients to effectively represent their views before regulators.
- Producing surveys of rules and regulations in multiple jurisdictions and across different financial products and services.
- AML and sanctions compliance and enforcement.

Key contacts:

France



Brice Henry

Partner

Tel +33 1 40 06 53 66
brice.henry@allenoverly.com



Mia Dassas

Partner

Tel +33 1 40 06 53 64
mia.dassas@allenoverly.com

Luxembourg



Baptiste Aubry

Counsel

Tel +352 44 44 5 5245
baptiste.aubry@allenoverly.com



Carole Schmidt

Counsel

Tel +352 44 44 5 5275
carole.schmidt@allenoverly.com

“Boasts an impressive roster of financial services clients, including major international banks and asset managers.” “Adeptly handles compliance advice and co-operates with the firm’s international offices to provide seamless advice on global transactions.”

Chambers and Partners

Corporate and M&A

France
25+
members

Luxembourg
30+
members

What we are known for:

- Advising on the full range of corporate matters.
- Trusted legal advisor to many leading multinational financial institutions, asset management firms and private equity houses, as well as local and international corporations.
- Vast experience advising on all kinds of M&A deals, across all sectors and supporting buyers and sellers at all stages of transactions.
- Teams comprising experienced negotiators, deal managers and drafts people.
- Adept in both domestic and cross-border corporate and M&A projects and transactions.

Areas we advise on include:

- Establishment of corporate entities and unregulated investment structures.
- Joint venture projects and co-investment transactions.
- M&A transactions (share and asset deals), including involving auction processes – from bid preparation and submission to negotiation, financing and close.
- Intra-group financing.
- Equity listings and stock exchange-related work.
- Corporate restructurings/reorganisations.
- General company secretarial work.
- Corporate litigious work – shareholders' disputes, post-acquisition claims, joint venture disputes and directors' liabilities issues.

Key contacts:

France



Romy Richter
Partner

Tel +33 1 40 06 53 04
romy.richter@allenoverly.com



Frédéric Moreau
Partner

Tel +33140065306
frederic.moreau@allenoverly.com

Luxembourg



Fabian Beullekens
Partner

Tel +352 44 44 5 5726
fabian.beullekens@allenoverly.com



Sylvain Cailleau
Partner

Tel +352 44 44 5 5453
jacques.graas@allenoverly.com

“Well-reputed group that acts for a roster of prominent multinational and domestic clients, utilising its network of offices to advise on multi-jurisdictional transactions. Strong expertise in corporate deals, including public M&A, private equity transactions and joint ventures.”

Chambers and Partners

Tax

France
10+
members

Luxembourg
15+
members

What we are known for:

- A full-service tax offering.
- Advising leading multinational financial institutions, asset management firms and private equity houses, as well as local and international corporations.

Areas we advise on include:

- Banking/finance: tax aspects of bilateral and syndicated loans, leveraged acquisitions and project finance.
- Corporate transactions: tax aspects of corporate restructurings and reorganisations, joint ventures, and domestic and cross-border mergers and acquisitions.
- Investment funds: tax-efficient fund structuring and establishment.
- Capital markets: tax aspects of debt and equity capital markets transactions, derivatives, Islamic finance, securitisations, structured finance and structured retail products.
- Indirect tax: VAT cross-border financial planning as well as VAT recovery and refunds, including litigation proceedings.
- Real estate: tax structuring of real estate investments and transactions.
- Tax regulation and compliance: FATCA/CRS, transfer pricing, ATAD 1 and ATAD 2, OECD BEPS action plan, etc.
- Tax litigation and investigations in respect of both direct and indirect taxes.

Key contacts:

France



Guillaume Valois
Partner
Tel +33 1 40 06 53 08
guillaume.valois@allenoverly.com



Mathieu Vignon
Partner
Tel +33 1 40 06 53 63
mathieu.vignon@allenoverly.com

Luxembourg



Jean Schaffner
Partner
Tel +352 44 44 5 5410
jean.schaffner@allenoverly.com



Guilhem Becvort
Counsel
Tel +352 44 44 5 5140
guilhem.becvort@allenoverly.com

“Top-tier practice widely recognised in the market for providing a broad range of global tax services.” “Proficient in assisting with the tax aspects of large international transactions, working alongside the firm’s offices in other jurisdictions.”

Chambers and Partners

Banking, Structured Finance and Securitisation

France
30+
members

Luxembourg
25+
members

What we are known for:

- Ranked among top legal advisors for both borrowers and lenders.
- Representing banks, financiers, funds and asset management firms, owners, airlines, lessors, manufacturers, captive finance companies, operators, borrowers, lessees, export credit agencies and governmental and international organisations, with activities across all sectors.
- Adept in both domestic and cross-border projects and transactions.

Areas we advise on include:

- Asset finance.
- Corporate lending.
- Leveraged finance.
- Real estate finance.
- Restructuring and insolvency.
- Islamic finance.
- Trade, commodities and export finance.
- Securitisation: asset-backed transactions involving consumer finance (including credit card receivables), SME loans, auto finance, trade receivables and public sector loans, commercial mortgage-backed securitisations (CMBS), residential mortgage-backed securitisations (RMBS) and covered bonds.

Key contacts:

France



Julien Roux
Partner

Tel +33 1 40 06 53 70
julien.roux@allenoverly.com



Caroline Delavet
Partner

Tel +33 1 40 06 55 83
caroline.delavet@allenoverly.com

Luxembourg



Pierre Schleimer
Partner

Tel +352 44 44 5 5310
pierre.schleimer@allenoverly.com



Paul Péporté
Partner

Tel +352 44 44 5 5711
paul.peporte@allenoverly.com

“Well-known banking and finance practice covering a wide spectrum of matters.” “Notable expertise in domestic and cross-border matters relating to debt refinancing, acquisition, project and real estate finance.” “Extensive experience in representing banks and private equity houses as well as multinational corporations.”

Chambers and Partners

International Debt and Equity Capital Markets

France
25+
members

Luxembourg
20+
members

What we are known for:

- Advising issuers, underwriters, originators, arrangers, collateral managers and servicers on transactions involving a variety of asset classes and structures.
- Covering all areas of the over-the-counter-markets involving the full range of asset classes, including credit derivatives, rates, FX, equities and commodities.

Areas we advise on include:

- Debt capital markets: standalone bonds and debt programmes, subordinated and hybrid capital, equity-linked instruments, liability management, regulatory capital, private placements, warrants, high yield, Islamic structures, sustainability/green/social bonds and digital bonds registered in a blockchain.
- Equity capital markets: initial public offerings (IPOs), rights issues, secondary offerings and private placements, block trades, governance and stock exchange regulations.
- High yield: senior, second-lien, mezzanine and PIK debt, bridge-to-bond financings, bank/bond financings, securitisation take-outs, debt buy-backs and restructurings.
- Derivatives and structured finance: CLOs, alternative loan “syndications” using repackaging techniques, commodities structures and equity financings with underlying assets in many jurisdictions across the globe.

Key contacts:

France



Hervé Ekué
Partner
Tel +33 1 40 06 53 59
herve.ekue@allenoverly.com



Olivier Thébault
Partner
Tel +33 1 40 06 53 74
olivier.thebault@allenoverly.com

Luxembourg



Paul Péporté
Partner
Tel +352 44 44 5 5711
paul.peporte@allenoverly.com



Jacques Graas
Partner
Tel +352 44 44 5 5192
jacques.graas@allenoverly.com

“Clients extol the practice’s impressive skills across the capital markets area, praising in particular its ‘knowledge of the latest developments’, as well as its ‘pragmatism and excellent co-ordination between all its offices and teams’.”

Real Estate

France
20+
members

Luxembourg
15+
members

What we are known for:

- In-depth knowledge of the real estate sector.
- Representing developers, real estate funds and asset managers, owners, investors, private and public companies, investment banks and private equity houses in all kinds of major domestic and international real estate projects and transactions.
- Covering the full range of real estate advice for retail, office, residential and logistics properties.
- Adept in both direct and indirect real estate matters.

Areas we advise on include:

- Purchase and sales of real estate property (share and asset deals).
- Joint venture investments and arrangements.
- Drafting and negotiating contracts, including (forward-)sales, purchases, leases, long leases, financial leases, management and joint ventures.
- Obtaining administrative permits for general and specific development plans and environmental permits.
- Procedures for granting trade licences to department stores, supermarkets and retailers in relation to real estate.
- Dealing with urban planning issues.
- Disputes over issues such as construction, co-ownership and guarantees.

Key contacts:

France



Jean-Dominique Casalta
Partner
Tel +33 1 40 06 53 73
jean-dominique.casalta@allenoverly.com



Xavier Jancène
Partner
Tel +33 1 40 06 50 19
xavier.jancene@allenoverly.com

Luxembourg



Pol Theisen
Counsel
Tel +352 44 44 5 5321
Pol.Theisen@AllenOverly.com



Philippe Eicher
Senior Associate
Tel +352 44 44 5 5286
philippe.eicher@allenoverly.com

“Top-tier firm regularly advising international financial institutions and real estate companies on their activities and investments. Assists clients with a wide range of matters, including development projects, as well as the acquisition and disposal of real estate. Prominent in concluding large, complex lease agreements. Offers expertise on cross-border matters thanks to its global network.”

Chambers and Partners

Employment

France
10+
members

Luxembourg
10+
members

What we are known for:

- Full-service employment/labour law offering.
- Leader on local and cross-border, advisory and transactional, contentious and non-contentious matters.

Areas we advise on include:

- Reorganisations, collective redundancies for economic reasons, employee transfers and outsourcings.
- Remuneration policies, employee savings plans, employee shareholding plans/stock options and pensions.
- Managing social relations and fostering a constructive climate with the staff representative bodies.
- Working conditions, flexible working time arrangements and teleworking.
- Discrimination, harassment and professional equality.
- Individual working relations (employment contracts, dismissal or termination by mutual agreement, international mobility, health and safety, etc.) with respect to both employees and corporate officers.
- Secondments and expatriate agreements.
- Immigration.
- Individual and collective litigation before civil and administrative courts.

Key contacts:

France



Claire Toumieux

Partner

Tel +33 1 40 06 53 37

claire.toumieux@allenoverly.com



Olivier Picquerey

Partner

Tel +33 1 40 06 50 34

olivier.picquerey@allenoverly.com

Luxembourg



André Marc

Partner

Tel +352 44 44 5 5509

andre.marc@allenoverly.com



Gilles Dall'Agnol

Partner

Tel +352 44 44 5 5104

gilles.dallagnol@allenoverly.com

“Prestigious employment practice.” “Advises on remuneration policy and contract design [...]. Active on social plans, employee transfers, senior executive dismissals and redundancies, as well as assisting with pensions contributions. Also offers significant experience in labour law litigation.”

Chambers and Partners

France
10+
members

Luxembourg
5+
members

What we are known for:

- Multi-disciplinary capabilities, drawing on our industry knowledge in different sectors – intellectual property, technology and innovation, outsourcing, data protection.
- Leader in local and cross-border advisory and transactional work.
- Advising on the full range of contentious and non-contentious matters, including investigations from data protection and other competent authorities.

Areas we advise on include:

- IP (copyrights, trademarks, patents, domain names, trade secrets, databases and know-how) licensing, protection and enforcement.
- Commercial contracts.
- E-signature.
- Digitalisation.
- Cybersecurity.
- Regulatory IT infrastructure requirements.
- IT outsourcing and cloud computing.
- Data protection and privacy software.
- E-commerce and social media.

Key contacts:

France



Alexandre Rudoni
Partner
Tel +33 1 40 06 50 34
alexandre.rudoni@allenoverly.com



Laurie-Anne Ancenys
Counsel – Head of the Paris
Tech & Data practice
Tel +33 1 40 06 53 42
laurie-anne.ancenys@allenoverly.com

Luxembourg



Catherine Di Lorenzo
Partner
Tel +352 44 44 5 5192
catherine.dilorenzo@allenoverly.com

“Market-leading IP and TMT practice advising top-flight clients on both contentious and non-contentious matters”. “Handles matters relating to trademarks and copyrights on the IP side, as well as IT security, outsourcing, e-commerce and regulatory issues in TMT. Acts for a broad range of international clients across a variety of sectors including financial services.” “Assists fintech start-ups and other clients with data protection compliance, including GDPR regulations.”

Chambers and Partners

Litigation & Investigations

France
10+
members

Luxembourg
5+
members

What we are known for:

- Representing and advising companies and individuals in all types of litigation, investigations and enforcement matters, as well as in all civil and commercial, regulatory and criminal proceedings.
- Assisting on all types of audits and internal investigations, including in respect of sensitive and contentious matters.
- Our expertise in high-value, complex and business/reputation critical cases that are frequently cross-border in nature.
- Experience in mediation, international arbitration and negotiation.
- In-depth knowledge and expertise of key market sectors and industries, such as financial institutions, asset management, technology, life & sciences, energy, etc.

Areas we advise on include:

- National and international litigation.
- Banking and finance litigation.
- Regulatory investigations and contentious matters involving large organisations, financial institutions and high-profile individuals (top-level managers and senior executives).
- White-collar investigations (tax evasion market abuse, corruption, money laundering, misleading commercial practices, large frauds and other related offences).
- Financial crime enquiries (AML/CFT, ABC, fraud, sanctions).
- Enforcement actions by French, Luxembourg and EU regulators (AMF, ACPR, AFA, CSSF, ESMA's Board of supervisors, ECB, Joint Board of Appeal of the European Supervisory Authorities, etc.).
- Compliance programmes (AML/FCT, MAR, Economic and Financial Sanctions and ABC programmes).
- Commercial litigation (contractual and distribution disputes).
- Corporate Litigation (JV disputes, disputes between shareholders, claims for breaches of representations and warranties).
- Industrial risks and product liability actions (judicial expertise, actions to enforce a latent defect warranty and/or remedy transfer of goods not corresponding to contractual description).
- Physical injury and insurance law (notably on the interpretation of insurance policy contracts).
- Follow-on procedures (such as class actions and group litigations) and overlapping proceedings.
- Asset-tracing and recovery issues (such as enforcement of foreign judgments and arbitral awards).
- Conflicts of laws and jurisdictional issues.

Key contacts:

France



Erwan Poisson

Partner

Tel +33 1 40 06 53 87
erwan.poisson@allenoverly.com



Dan Benguigui

Partner

Tel +33 1 40 06 53 17
dan.benguigui@allenoverly.com

Luxembourg



Thomas Berger

Partner

Tel +352 44 44 5 5196
thomas.berger@allenoverly.com

“Allen & Overy LLP’s lawyer team excels at handling complex cases that involve commercial, corporate, finance, regulatory and criminal issues. The practice is particularly strong in the banking and financial sector.”

A&O global snapshot

Global leader



One of only six firms to act on more than USD1.3 trillion worth of deals globally in 2021*

* Data sources: Refinitiv and Dealogic. Based on data from the live database on 1 February 2022 therefore figures could differ from published press releases.



40+

Over 40 offices around the world

Disciplinary split by total number of lawyers (%)



Interest in legal technology and information remains high



130

applications across 25 countries to join Fuse, our tech innovation space

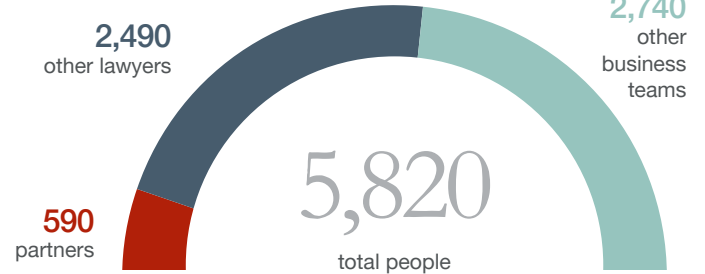
Fuse
by ALLEN & OVERY

16

cohort companies – our biggest group ever



Employees



Our global capabilities

Practices

Antitrust and Competition
Banking and Finance
Business and Human Rights Law
Capital Markets
Corporate and M&A
Corporate Governance and Compliance
Emerging Markets
Employment and Benefits
Environmental, Climate and Regulatory Law
Environmental, Social and Governance
Financial Services Regulation
Funds and Asset Management
Insurance
Intellectual Property
Islamic Finance
Litigation, Arbitration and Investigations
Private Equity
Projects
Public Law
Real Estate
Restructuring
Sanctions, International Trade, and Investment Compliance
Sovereign Debt
Tax
Technology Law

Sectors

Automotive
Banks
Communications and Media
Consumer and Retail
Energy
Industrial and Manufacturing
Infrastructure and Transportation
Life Sciences
Mining and Metals
Private Equity
Real Estate
Technology

Advanced Delivery & Solutions

Consulting
Document review and eDiscovery
Flexible resourcing
Legal function transformation
Legal Tech (including Fuse)
Managed legal services
Online legal information
Project management
Scaled solutions

Global presence



North America

Boston
Los Angeles
New York
San Francisco
Silicon Valley
Washington, D.C.

Central & South America

São Paulo

Europe

Amsterdam
Antwerp
Belfast
Bratislava
Brussels
Budapest
Dublin
Düsseldorf
Frankfurt
Hamburg
Istanbul
London
Luxembourg
Madrid
Milan
Munich
Paris
Prague
Rome
Warsaw

Africa

Casablanca
Johannesburg

Middle East

Abu Dhabi
Dubai

Asia Pacific

Bangkok
Beijing
Hanoi
Ho Chi Minh City
Hong Kong
Jakarta*
Perth
Seoul
Shanghai
Singapore
Sydney
Tokyo

* Associated office

For more information, please contact:

Paris

Allen & Overy LLP
32 rue François 1er
75008 Paris
France
Tel +33 1 40 06 54 00
Fax +33 1 40 06 54 54

Luxembourg

Allen & Overy
5 avenue J.F. Kennedy
L-1855 Luxembourg
PO Box 5017
L-1050 Luxembourg
Tel +352 44 44 55 1
Fax +352 44 44 55 222

Global presence

Allen & Overy is an international legal practice with approximately 5,800 people, including some 590 partners, working in more than 40 offices worldwide. A current list of Allen & Overy offices is available at www.allenoverly.com/global_coverage.

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The term partner is used to refer to a member of Allen & Overy LLP or an employee or consultant with equivalent standing and qualifications or an individual with equivalent status in one of Allen & Overy LLP's affiliated undertakings. A list of the members of Allen & Overy LLP and of the non-members who are designated as partners is open to inspection at our registered office at One Bishops Square, London E1 6AD.