

Our Luxembourg
listed companies
capabilities

How we may
assist you



What we bring to the table

Over the past years, a growing number of international companies have relied on Luxembourg holding companies as IPO vehicles to list their shares on unregulated or regulated markets in the European Union and beyond.

Our Luxembourg practice has the capabilities and extensive relevant experience in advising on all recurring and exceptional events in the life of a Luxembourg-based listed company, whether listed on unregulated or regulated markets, in and outside of the European Union.



Transactional

Raising external financing

Equity and equity-linked issuances

- Capital increases (and decreases) and rights issues
- Issuance of warrants and convertible and exchangeable bonds
- Share buy-back programs
- Employee share allocation schemes
- Clearing aspects
- Listing & admission to trading
- Prospectus approval process

Debt issuances

- All types of debt issuances
- Listing & admission to trading
- Prospectus approval process

Loan financings

- Bank loan agreements and credit facilities
- Shareholder loans
- Security packages

Raising external financing

Mergers & Acquisitions

- Structuring, negotiation and implementation of merger/acquisition transactions
- Due diligence of target companies
- Specialist advice on regulatory and employment matters related to M&A transactions

Restructurings

- All types of debt issuances
- Listing & admission to trading
- Prospectus approval process

Raising external financing

- Advice on squeeze-out procedures
- Assistance with friendly or hostile take-overs
- Advice on due diligence requests

Non-transactional

Corporate processes and on-going disclosure

Corporate governance

- Advice on implementation of efficient corporate governance structure
- Assistance with day-to-day corporate governance compliance
- Advice on structuring and implementation of management incentive plans

Annual general shareholder meetings

- Preparation of statutory documents ahead of AGM
- Assistance with organization and holding of AGM
- Assistance with simultaneous extraordinary general meetings

On-going disclosure and reporting

- Disclosure of regulated information and financial reporting
- Major shareholding notifications
- Insider lists
- Assistance with CSSF financial enforcement requests
- Directors' dealings reporting
- General market abuse advice

Other recurring topics

Employment

- Advice on implementation and reporting on a compliant remuneration policy
- Advice on employment contracts for key executives
- Advice on social plans

IP/IT

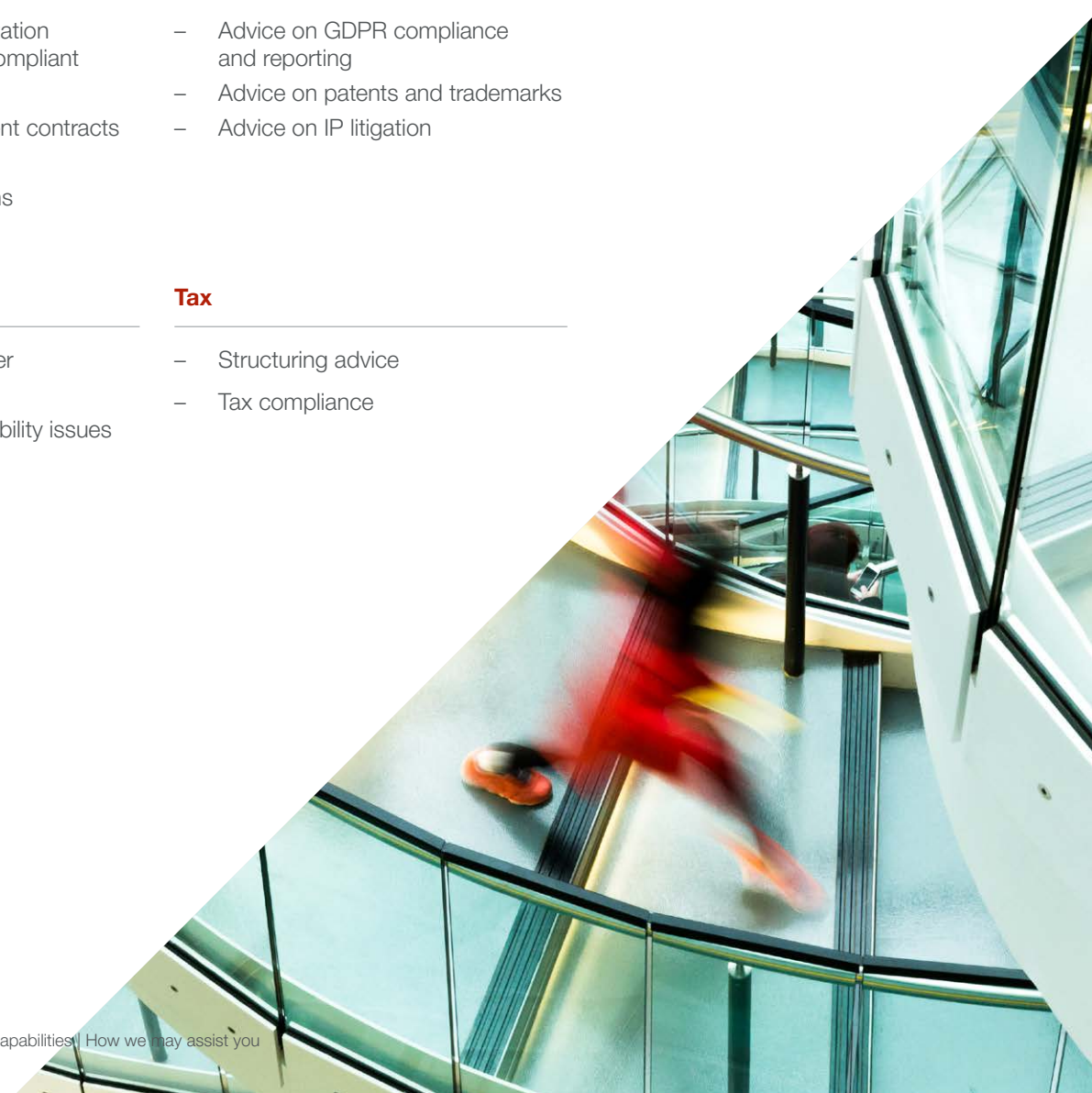
- Advice on GDPR compliance and reporting
- Advice on patents and trademarks
- Advice on IP litigation

Litigation

- Advice on shareholder disagreements
- Advice on director liability issues

Tax

- Structuring advice
- Tax compliance



Why choose Allen & Overy?

A full-service offering in Luxembourg

We are one of the few international Magic Circle law firms in Luxembourg with a full service one-stop-shop solution offering, and we are consistently ranked at the top of law firm rankings (Band 1/Tier 1), across all practice areas, of the major independent legal directories, including Chambers and Partners and Legal 500. We have experts in every relevant area of the law, including corporate and M&A, international capital markets, banking/finance, regulatory, investment funds, tax, employment, IP/IT, real estate, insurance and disputes.

A market-leading listed companies practice

Ranging from largescale cross-border transactions to day-to-day ongoing and recurring business operations, our team advises on the full range of legal services pertaining to the life of Luxembourg-based listed companies. We are known as the legal advisors of choice within this realm through our extensive experience advising large multinational and blue chip corporates as well global financial services institutions.

Fully integrated within the global A&O network

Comprising over 40 offices around the world and strongly established relationships with “best-friend” law firms in countries where we have no physical presence, A&O’s global network is unique in its breadth and depth, and it is fully integrated – our offices work together every day, as one team. This is a major competitive advantage compared to local law firms. The mix of our local knowledge and global reach places us in pole position to structure and execute large and complex transactions and projects for Luxembourg-based listed companies. The international nature of our teams makes us very well placed to advise on the cross-border impact of regulations, trends, and market practice. “Global reach and local depth” is not just a slogan. It is fundamental to all of our lawyers and the way in which we deliver outstanding service to our clients.

Availability and responsiveness

We are one of the largest international Magic Circle law firms in Luxembourg and globally. We have the scale, capacity and mindset to enable us to be responsive at all times. In addition, we have the experience and expertise to be proactive. We try to differentiate ourselves from our competitors through prompt attention to client requests and queries, increased availability at partner and senior levels, team stability and consistency in the quality of the work delivered. Our partners, counsel and senior associates are hands-on – clients who work with us, work with them on a day-to-day basis.

Commercially oriented

We are aware that cost can be an important element of clients' assessment when instructing legal counsel, which is why we are committed to providing an excellent service and value for money and recognise the importance of working to budget. Our aim is to build long-term relationships with our clients, not short-term profits – it is vital to us that clients feel we provide real value for money and charge a fair fee for our work. We approach our fee policy with a high degree of flexibility and in a commercial manner, and are always willing to go over any concerns or questions that clients may have about our fee structure, so as to be able to act accordingly in order to match all their expectations.

Our Experience

We have significant relevant experience in advising on all recurring and exceptional events in the life of Luxembourg-based listed companies. Our sample experience in respect thereof includes advising the likes of, among others:

Balta Group

Advising Balta Group, the largest producer of textile floor coverings in Europe, as issuer (and the global private equity firm backing it, as selling shareholder) on Balta's EUR500m initial public offering and listing of its shares on Euronext Brussels.

BBGI

Advising BBGI, a Luxembourg-based infrastructure investment company, on its day-to-day corporate secretarial work..

Corestate Capital Holding

Advising Corestate Capital, a real estate investment management firm, on its successful IPO on the Frankfurt Stock Exchange and on the uplisting of its shares to the Prime Standard of the Frankfurt Stock Exchange with a volume of EUR1.1bn.

Corestate Capital Holding

Advising Corestate Capital on a financial restructuring and recapitalisation of the group, resulting in a substantial reduction of the group's debts.

Corporación America Airports

Advising Corporación America Airports, which focuses on acquiring, developing and operating airport concessions, on its IPO on the New York Stock Exchange.

Ella Media

A Swiss media tech group, on their public offering of up to 3,351,100 participation certificates in Luxembourg, Germany, Austria and the Netherlands.

Eurofins Scientific

Advising Eurofins Scientific, a world leader in bioanalytical listed on Euronext Paris and included in the CAC 40 Index, on the raising of EUR535m following the issuance of 1,000,000 new shares to institutional investors; the raising of EUR600m via a senior unsecured Eurobond public issuance; its capital raising of c. EUR299m following the issuance of 550,000 new shares to institutional investors; and on its issuance of EUR400m undated subordinated notes.

Evonik Industries AG

Advising Evonik Industries AG, one of the world's leading specialty chemicals companies, in connection with the admission of its shares to the regulated market (Prime Standard) of the Frankfurt stock exchange and the regulated market of the Luxembourg Stock Exchange.

Gecina

Advising Ivanhoé Cambridge a Candian real estate asset management firm, on the sale of 3,23m shares in Paris-based real estate investment trust Gecina for EUR473m through an accelerated bookbuild.

Globant

Advising WPP, one of the world's biggest advertising agency group, as selling shareholder, on its offering of 5,815,259 common shares of Globant SA, a global IT and software development company listed on both the New York Stock Exchange and the Luxembourg Stock Exchange.

Merck KGaA

Advising Merck KGaA on its GBP1.6bn takeover offer for Luxembourg-based AZ Electronics Materials, specialty chemicals company, of which shares are listed at the London Stock Exchange.

Neogames

Advising Neogames, a global leader of iLottery solutions and services to national and state-regulated lotteries, on its IPO and subsequent USD 1.2 billion sale to Aristocrat Leisure.

SAF-Holland

Advising SAF-Holland, a designer and manufacturer of engineered components and systems, on the corporate law and capital markets aspects of the listing on the Frankfurt Stock Exchange; and advising Commerzbank and UniCredit on the private placement and public offering of shares in SAF-Holland.

Senvion

Advising Senvion, a German wind turbine manufacturer, on its IPO and a private placement of shares by its shareholders Centerbridge and Arpwood, with institutional investors.

Shurgard Self Storage

Advising Shurgard, the largest owner and operator of self-storage centers (stores) in Europe, on its on-going corporate and capital markets matters. Also advised BNP Paribas Fortis, J.P. Morgan and Société Générale, as counsel to the underwriters, on the IPO of Shurgard on Euronext Brussels.

Stabilus

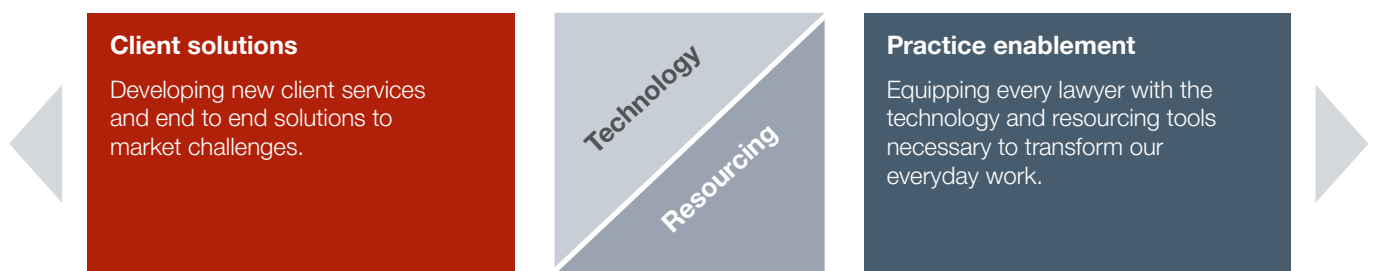
Advising Triton Partners on the IPO of Stabilus, a designer, manufacturer and distributor of high-quality precision spring systems and electromechanical opening-and closing systems, and on a capital increase of Stabilus by issuance of 3,976,744 new shares (approx. 19.2% of the share capital) and placing these shares with institutional investors.

“Market-leading magic circle firm advising prestigious financial institutions and corporate clients on a wide range of equity and debt capital market transactions. Leverages the firm’s extensive international network to provide seamless advice on cross-border deals.”

Chambers and Partners

At the forefront of innovation via our Advanced Delivery & Solutions offering

Advanced Delivery & Solutions (AD&S) is how we describe the ways in which A&O has evolved, for over a decade now, the delivery of its expertise by combining alternative flexible resourcing models and digital technology, focusing on enhancing cost efficiency, quality, speed, transparency and data-driven decision-making, with the aim of harnessing the firm's legal and market expertise in bespoke solutions to client challenges.



SOLUTIONS	A&O Consulting Former regulators and industry leaders helping CEOs and leadership teams embed better business behaviours.	aosphere Our online subscription service allows clients to understand cross-border risks in real time. It turns complex legal information into user-friendly reports that are delivered and kept up-to-date online.	Markets Innovation Group A&O partners dedicated to developing solutions for large-scale legal and regulatory challenges. Advising at a strategic level, often establishing industry working groups and bringing order and discipline to the most complex and large-scale problems.	
	TECHNOLOGY	eDiscovery/Document review Using advanced technology solutions, we work with A&O lawyers and clients to uncover the facts hidden in data.	Fuse We are the only global law firm to host a tech innovation space at the heart of the firm. It's a place where A&O lawyers and technologists work with clients and start-ups to bring cutting-edge technology solutions to life.	Legal Technology Group Our expert, multi-disciplinary team supports clients and A&O lawyers in creating digital solutions to legal, regulatory and deal-related challenges.
	RESOURCES	Legal Services Centre Established in 2012, the LSC delivers a wide range of legal tasks, including due diligence, litigation reviews, drafting and research with greater cost efficiency.	Peerpoint We are changing the rules of legal resourcing. Peerpoint helps clients access top-tier legal talent on an interim basis and allows lawyers to develop their careers in new directions.	Project Management Office Our dedicated project managers work to deliver A&O's most complex projects on time and on budget. The team also trains all our lawyers in the fundamentals of good project management.
	Managed Services We also offer managed services as an end-to-end solution for clients, enabling them to control costs, realise efficiencies and minimise risk. In addition, we also have a proven track record in collaborating with our clients' third-party providers, including management consultants and service providers.			

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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.