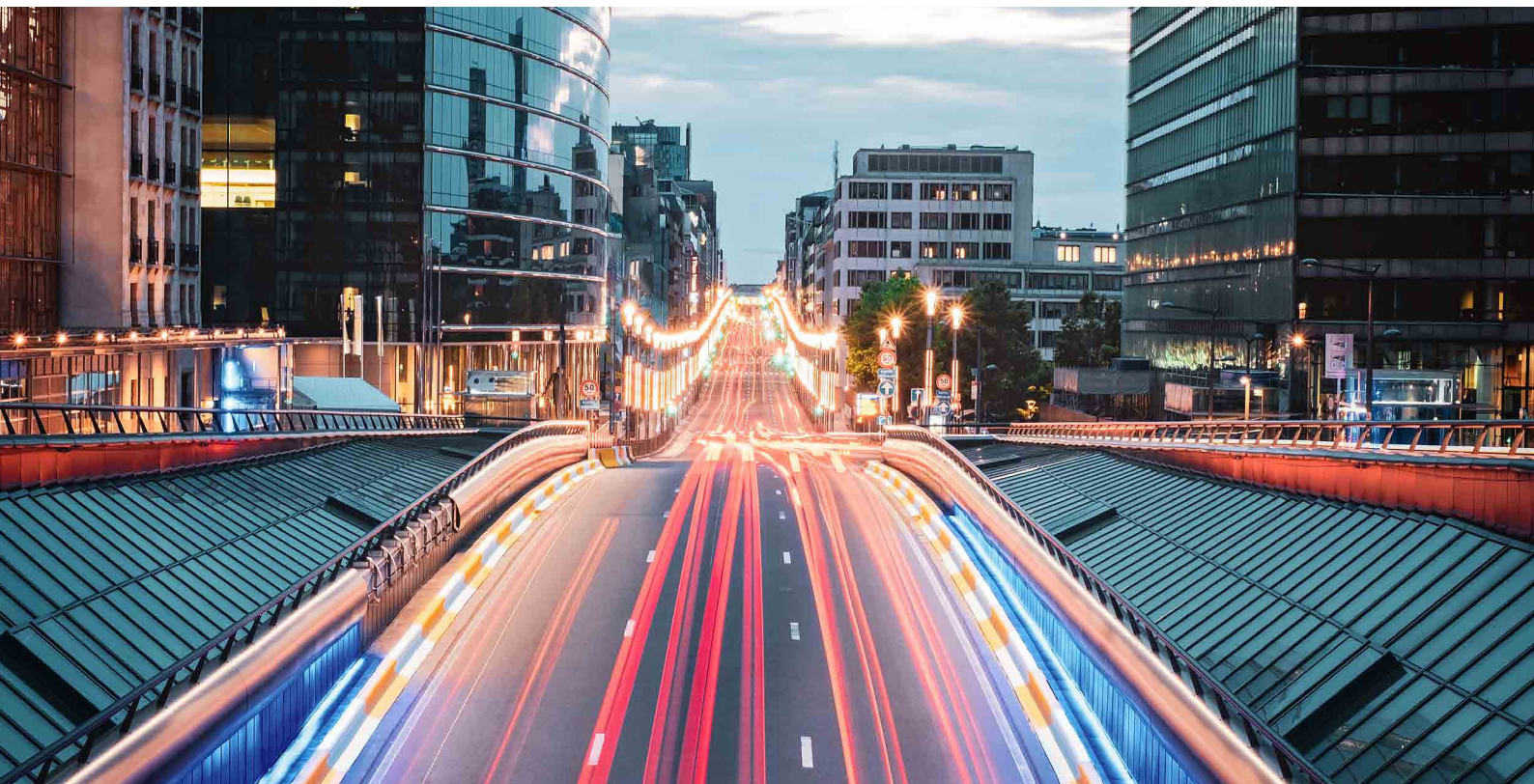


ALLEN & OVERY

Belgium



Covering our clients' four core needs

The majority of our work is complex, strategic and at the forefront of the market. As a result, we offer our clients market-leading and trend-setting services (advisory, litigation and transactional services) to cover their four core needs:



Allen & Overy in Belgium

We think and work with our clients. Our lawyers are recognised for their commercial awareness, for their concise, practical advice and for providing clear recommendations.

Commitment to cover our clients' four core needs

We partner with our clients on a long-term basis. In today's world, legal risk management is an integral part of running a business, going well beyond the strict confines of a particular transaction. We help our clients mitigate risks and navigate the pitfalls, both on-deal and off-deal. We are universally recognised market leaders for the full range of legal services covering our clients' four core needs:

- Developing
- Funding
- Managing risks and reputation
- Defending

Global reach, local depth

Our global span of 40 offices with approximately 5,650 people, including 580 partners, covers established and emerging economies in the West and East. What we share is deep-seated local knowledge, the drive to exceed client expectations and throughout our international network, a spirit of collaboration. Our local clients benefit from our global reach and scalability. In parallel, international clients come to us for our knowledge of the 'ins' and 'outs' of doing business in Belgium.

Cutting-edge experience and knowledge

Our clients appreciate our extensive experience and in-depth sector focus, which leads to a natural understanding of their industry and background. We offer decades of experience, knowledge and an unrivalled network. All this, plus an agile organisation, allows us to identify emerging trends and to quickly offer our clients innovative solutions and strategies (eg Fintech, digital disruption, geopolitical crises, ...).

Full-service legal assistance

We provide strategic, full-service legal assistance at the highest level to corporations, financial institutions, private equity firms and public entities. Clients benefit from our seamless integration across legal practice areas and sectors and into our international network, ensuring the sharing of knowledge, information, technology systems, processes and skills. They appreciate the ability of our experts to join forces to get deals done and to find solutions in highly complex cases.

Best people on board

Our people are our strongest and most important asset. We pride ourselves on recruiting only the very best lawyers and support professionals, who receive continuous training.

Belgian offices – experience highlights



Studio 100

Studio 100

Studio 100 and its existing shareholders (Gert Verhulst, Hans Bourlon and BNP Paribas Fortis Private Equity), on the high-profile sale of approximately 25% of Studio 100's share capital to Vic Swerts (founder and owner of the Soudal group) and 3D Investors. Studio 100 is a Belgian-headquartered entertainment company, with operations in many countries ranging from Europe to the U.S., China and Australia.

The Studio 100 group comprises a wide range of activities in the entertainment industry, going from the exploitation of amusement parks to the production and distribution of audio-visual content for television, films, theatre shows, music, merchandise, etc. The deal was run as a private placement auction process, and attracted extensive press coverage.



Otary

Otary

SeaMade wind farm Otary and SeaMade in respect of the development of two new offshore wind farms off the Belgian coast – the single largest wind farm ever financed and built in Belgium.

The Mermaid and Seastar offshore wind farms (together, merged into "SeaMade") consist of 58 wind turbines 38-50km off Zeebrugge, which are expected to deliver renewable energy for 485,000 households. Intended to bring about a reduction of 500,000 tons of CO2 emissions per year, the project is crucial to help Belgium reach its renewable energy objectives. Allen & Overy took the lead role on the financing of the project, the negotiations of all major project agreements, regulatory questions, state aid aspects, as well as the merger of the two corporate special purpose vehicles, Mermaid and Seastar.



Oosterweel

Oosterweel

The European Investment Bank on its financing of the Oosterweel Connection – the largest infrastructure project in Belgium, and one of the largest in Europe.

It is an important part of the Antwerp Master Plan 2020, which provides for additional road infrastructure, public transport projects, extra cycle paths and water-related infrastructure works.



Domo

Domo

Domo, a Belgian chemical company, on aspects of a complex EUR1.6 billion deal that saw BASF, Solvay, and Domo Chemicals agree to acquire Solvay's polyamide business.

BASF agreed with advanced materials and specialty chemicals company Solvay to acquire its integrated polyamide business in 2017, but the deal was only cleared by the European Commission in 2019, and as a condition, Solvay had to dispose of its European polyamide business (known as "PA6.6") to a third party.

Domo's acquisitions include engineering plastics operations in France and Poland, high performance fibres in France, polymer operations in France, Spain, and Poland, and commercial businesses in Germany and Italy. The acquisition strengthened Domo's nylon-based engineering plastics and created a European leader with scale, entering the market with a top position in PA6/6.

Develop

Structuring the organisation (through investment/divestment) and finding the best ways to grow the business in a changing world and to develop its strategic assets (people, IT, real estate, patents, data ...) certainly represents one of our clients' major challenges.

With an unrivalled reputation for excellence, Allen & Overy (Belgium) LLP drives the most complex deals, as well as strategic projects that transform and shape businesses. Creative, pragmatic, providing a clear steer where needed and leveraging on our sector knowledge, we define market practice.

From commercial contracts to multi-billion mergers, we tailor our approach according to our clients' strategic needs. Our clients benefit from our access to experts in all relevant legal practices areas and jurisdictions, including regulatory, competition, M&A, finance, IP/IT, employment, environment, real estate and tax. We work faster, more efficiently and simply better.

We support our clients in achieving their growth strategies including:

Public and private M&A

Joint ventures

Outsourcing transactions

Corporate reorganisations

Private and public sector contracts

Commercial contracts
(services, distribution, franchising, ...)

Projects, including PPP

Employment and benefits

Technology (digitalisation, internet of things, big data, ...)

IP and licensing agreements

Tax planning

Real estate transactions and development


Antitrust and competition



Athora Holding Ltd.

Athora Holding Ltd.
(together with its subsidiaries)

on the EUR540m acquisition of Generali Belgium S.A., the Belgium-based subsidiary of international insurance group Assicurazioni Generali S.p.A. The buyer in this case was a different type of investor than those we usually see on FIG deals. Many of the usual investors on FIG deals are themselves established financial institutions, but Athora is an insurance-focused investment fund (backed by U.S. PE fund Apollo).



Immobel, Besix and BPI

Immobel, Besix and BPI

on the public tender submission process in relation to the redevelopment of the headquarters of the Belgian railways in the Brussels South Station.



K-water

K-water

advising Nenskra, a special purpose vehicle of the Korean state owned company K-Water and the Georgian government, on its procurement process for the building of a dam in Georgia. A number of international financial institutions, including the European Investment Bank, are involved with regard to the financing of the project. The procurement process is therefore held in accordance with the principles of the EIB procurement guide.



A sustainable oil producer

A sustainable oil producer

on the restructuring of its Belgium-based operations. The restructuring required sophisticated advice during the information and consultation phase as well as during the negotiations with trade unions, and for the establishment of termination packages.



Novartis 'telehealth' project

Novartis

on its first ever 'telehealth' project relating to the development of a new internet-enabled device for the treatment of patients.



Athora Real Estate

Athora Real Estate

in connection with the disposal (after carve-out) of the so-called Generali portfolio in Brussels for about 190M EUR.

Fund

Appropriately funding a company/venture by striking the correct balance between multiple funding options and well-thought out choices of whether to tap into the private or public markets now or in the future, are some of the key core challenges faced by our clients.

As the recognised business-driven law firm and leader in banking & capital markets in Belgium, A&O advises on all major domestic, cross-border and complex funding transactions. Our clients benefit from our deep understanding of the full spectrum of funding instruments, from debt finance to equity capital markets, including project and real estate finance.

Through our global network and our excellent relationships with all players and the regulators, we are at the cutting edge of financial law and market practice. Our ability to find innovative, pragmatic and efficient solutions in complex cases is what sets us apart.

Our offering includes advising on:

Equity:

IPOs

Rights issues

Debt:

General lending

Debt capital market

Leveraged/Acquisition finance

Structured finance

Trade, commodity & export finance

Project finance

Restructuring

Real estate finance



Elia System Operator

Elia System Operator

on the corporate law aspects and the financing of the acquisition by Elia of a 20% stake from IFM in 50Hertz. The transaction was financed through a bridge loan, which was subsequently refinanced through an issuance of a hybrid bond, and a senior bond. This was one of the largest transactions in Belgium in the first quarter of 2018.

La Lorraine Bakery Group

La Lorraine Bakery Group

and its subsidiaries and associated companies, on the refinancing of its existing facilities.

The Mandated Lead Arrangers

The Mandated Lead Arrangers

in respect of USD700 million borrowing base facilities for OW Bunker & Trading A/S following bankruptcy of the global OW Bunker Group. This was the largest bankruptcy in the shipping industry in recent years.

Vinventions Group

Vinventions Group

on its refinancing and recapitalisation. The refinancing consisted of a combination of EUR and USD senior financing and a factoring bridge financing with subordinated financing made available by, among others, Integrale.

Bond issues and private placements for Duvel, Elia, Vivalto and VGP

The issuers or arrangers

on a large number of bond issues and/or private placements for KBC Bank, Duvel Moortgat, Belfius Bank, VGP, Elia System Operator and Vivalto Home.

IPOs of ASIT biotech, Balta and Celyad

IPOs of ASIT biotech, Bone Therapeutics and Celyad

We have been instructed on most of the Belgian IPOs since 2008. We advised Balta on its EUR500 million Euronext Brussels IPO. Additionally, having advised Celyad (at the time Cardio3 BioSciences) on its Euronext Brussels and Paris IPO, we consequently worked with its team on the EU aspects of its USD100.1m NASDAQ IPO and on its EUR32m pre-round private placement with investors in the U.S. and Europe.

Manage risks and reputation

As companies' reputations are increasingly dependent on their ability to comply with the law and to react to public opinion, it is vital to find strategies to anticipate and proactively adopt the best processes and tools to mitigate those risks and prevent crises.

With in-depth knowledge of our clients' business environments, A&O anticipates their changing needs, providing creative and robust solutions in the field of compliance and corporate governance, as well as board-level advice on reputational risks. Our clients benefit from our technical ability, solution-driven attitude and global insights of the latest market practices and developments.

Thanks to our international presence, we are able to help our clients anticipate the impact of foreign regulations on their businesses eg corruption, sanctions, extra territorial effect of U.S. laws.... With a thorough understanding of how Belgian and worldwide regulators work, we are able to identify risks and opportunities in new laws and regulations. We work closely with our global and national clients on implementing procedures and change management.

Our team advises our clients on all areas of:

Compliance with law and best practices
(competition, anti-bribery, sanctions, employment, human rights, environment, ...)

Corporate governance

Insurance (D&O, product liability insurance, ...)

Regulated sectors and compliance

Public sector and procurement compliance

Tax risk management

IP and brand protection

Data protection and cybersecurity





**A leading
polymer
producer**

A leading polymer producer

in its collective bargaining negotiations with its social partners including negotiations on bi-annual wage rounds, pension plan regularisation, job security arrangements, blue-and white-collar harmonisation and end-of-career arrangements.



Toyota

Toyota

on the worldwide data protection aspects for the integration of telematics technology in its cars.



Intel

Intel

in litigation relating to its flagship INTEL and INTEL INSIDE trademarks. This has resulted in a number of third parties having to change their corporate names and trade names. We also assist Intel in customs actions against counterfeit goods.



**A major
global insurer**

A major global insurer

on product design and documentation questions in relation to cross-border employee benefit products and/or expat employee benefit products. Our work included feasibility country-studies, designing products and the implementation of solutions.



**A leading
Belgian bank**

A leading Belgian bank

in relation to its self-insured health plan for current employees, former employees on retirement, and their family members. The plan was originally a self-insured medical plan (organised with an internal medical fund) and was converted into an insured (medical) plan following (i) changes in insurance regulations and (ii) important developments in case law in relation to occupational medical plans. We assisted this client in risk-assessment, litigation and settlement negotiations.



**A listed
Belgian-based
fresh food
group**

**A listed Belgian-based
fresh food group**

on several corporate governance issues on the set-up of professional relationships for its executive committee members and related compensation issues. This included a comprehensive legal analysis and assessment of existing compensation and professional structures, in the context of the international operations of the client, and advice on the viability, from a legal, tax and corporate governance perspective, of proposed structures and policies.

Defend

Defending our clients starts with avoiding conflicts and finding alternative solutions. But, when our clients are woken up at night to be told of a huge investigation or a security attack or when they have had sleepless nights over an unresolved dispute, we are ready to provide strategic advice and a robust defence so that they can sleep better and focus on doing business.

Recent failures in corporate governance and monitoring have also resulted in regulators taking more assertive and proactive approaches. As a result, it is essential to have access to the right level of advice and expertise.

We defend our clients across the board (including in corporate, commercial and financial, employment, IP/IT, antitrust, environment, tax, real estate, public and criminal matters), and regularly handle cross-border disputes.

Our clients benefit from our intimate knowledge of the markets, its courts and its regulators as well as from our global experience of transactions, governance, financial products and other areas that are often the subject of litigation. Based on a true understanding of business issues we take an engaged, pragmatic and where necessary, assertive approach.

We provide strategic advice and a realistic assessment of each case to help our clients avoid and resolve disputes in and out of court.

We support our clients when dealing with disputes:

Pre-litigation assistance, avoiding and managing conflicts

Domestic and international litigation

Domestic and international arbitration

Class actions and collective settlement proceedings

Public law litigation and administrative review

Criminal proceedings

We support our clients when dealing with the regulators:

Sector-focussed regulatory bodies
(VREG, CREG, FSMA, FAMHP, ...)

Cross-sector regulatory bodies
(Belgian and European competition authorities, ...)

Special Tax Inspection



A European air traffic controller

A European air traffic controller

on pre-litigious and litigious work in relation to an electrical failure. We assisted the client with the management of claims against it and regress claims against third parties, as well as follow-up on lessons learnt and the communication with stakeholders and third parties. Litigation included arbitration and civil court cases.



Google

Google

in connection with the EC's investigation of its Android mobile operation system (including its appeal to the General Court in Luxembourg).



Robeco

Robeco

We represented Robeco in refund proceedings before the Brussels Court of Appeal, relating to the treaty entitlement of Luxembourg and Dutch collective investment funds. Following our victory in first instance, we also won this case in appeal. As the financial impact for the Belgian State is in excess of EUR 1.3bn, the Belgian State has brought the case before the Supreme Court.



A major financial service provider

A major financial service provider

in relation to a number of cybersecurity incidents, including assisting in criminal and regulatory investigations, and advising on aspects of liability, insurance and loss recovery.



A NYSE Euronext listed company

A NYSE Euronext listed company

in litigation with market regulator FSMA following an investigation into alleged breaches of market abuse and transparency regulations.



A leading European manufacturer

A leading European manufacturer

on successfully defending its interests in non-compete litigation by obtaining preliminary injunctions in first instance and appeal proceedings against a former senior executive in order to enforce compliance with contractual non-compete provisions.

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Our pro bono commitment

Our firm is passionate about helping others, which is why Allen & Overy's pro bono and community investment programme uses the skills of both our lawyers and staff to find solutions to some of society's most pressing issues. We feel that it is a strategic priority that our people use their expertise to benefit not just our clients, but also the community around us.

A&O organises its pro bono volunteering (both legal and non-legal) around access to justice, education and employment, assisting on a wide variety of initiatives around the globe that are mostly focused on our local offices and their respective cultures and priorities.

At a global level, A&O has selected **Street Child** as its global charity partner as of 2021. It targets children in low-resource environments and emergencies, where they are least likely to be safe, in school and learning. Their mission is to make a meaningful, material contribution to increase safety, access to schooling and learning for a million children. It also pledges to make multiplier investments in the capacities and contributions of its partners to reach millions more marginalised children. Over the last 15 years, A&O has also provided **Missing Children Europe** (federation for missing and sexually exploited children) and **Child Focus** with legal advice and support on a large number of projects.

At local level, Allen & Overy Belgium has led the firm's partnership with **SOS Children's Villages** (an organisation that offers homes to orphaned or abandoned children) providing them with legal support, financial aid and voluntary work. Since 2014, Allen & Overy Belgium has started supporting **ToekomstATELIERdelAvenir**, a school that provides supplementary education to children from underprivileged neighbourhoods in Brussels. Allen & Overy Belgium is also partnering with the Jane Goodall Institute Belgium (the Belgian branch of the global community conservation organisation that focuses on protecting chimpanzees and inspiring communities across the world to take action for people, animals and the natural world we all share) and has recently advised them on a strategic partnership with Luminus to boost the Institute's efforts with respect to reforestation. Allen & Overy Belgium also supports its lawyers and staff in pro bono projects, prioritising those with which they have a personal connection.



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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.

Allen & Overy means Allen & Overy LLP and/or its affiliated undertakings. Allen & Overy LLP is a limited liability partnership registered in England and Wales with registered number OC306763. Allen & Overy LLP is authorised and regulated by the Solicitors Regulation Authority of England and Wales.

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.