



HERBERT
SMITH
FREEHILLS

OUR SWISS GROUP



Our Swiss Group

Whether you are an international company focusing on the region or a Swiss company looking to expand globally, we can help.

We have established a reputation for advising clients on a variety of matters involving Switzerland over a number of years.

This has involved developing close relationships with leading Swiss counsel and working collaboratively with them. We combine our transactional expertise with an appreciation of local deal practice and expectations, to ensure our clients' goals are met.

Our Swiss Group comprises lawyers from across our international networks and from across a wide range of specialisms, enabling us to advise clients on the full spectrum of legal matters. These include, for example, large M&A matters, cross-border disputes and arbitrations, capital markets transactions, financings and transactions in the energy & mining, pharma & healthcare, consumer, real estate and infrastructure sectors.



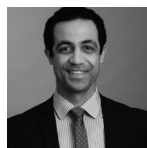
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Ralf is the HSF lead partner for our global law firm relationships, based in our Frankfurt office. He is an experienced corporate lawyer with 30 years of experience in public and private M&A, cross-border work, general corporate advisory and capital markets. His sector focus includes energy and regulated industries. Throughout his career he has advised many Swiss and international clients on cross-border matters with Swiss aspects.



Clément Dupoirier
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Disputes
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Clément is a partner in disputes in Paris and acts for complex litigation matters with high financial and/or reputational risks and all types of proceedings. His practice encompasses a number of industry sectors such as banking, energy, consumer products, construction and audit. Clément advocates cases before all French civil and commercial courts as well as the courts of Francophone Africa countries.



Mehdi Tedjani
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Mehdi is an associate in the London corporate group, specialising in corporate transactions and, in particular, M&A (public and private) and Private Equity. He also advises companies on corporate governance matters. Mehdi is dual qualified (England & Wales and Switzerland) and has practiced in both jurisdictions.

"HERBERT SMITH ARE FIRST
CLASS, TRUSTED ADVISERS
WHO CAN PROVIDE STRENGTH
IN DEPTH"

"THEY DON'T PUT A
FOOT WRONG"

CHAMBERS GLOBAL 2020

Credentials

Pharmaceuticals and Healthcare

- **Cerberus** as lender financing SK Capital's acquisition of Noramco from Johnson & Johnson, including security over assets in Germany, Switzerland, Australia and the UK
- **F. Hoffmann La-Roche AG and Roche Products Limited** (Roche) in a significant High Court victory against Pfizer, in an action concerning Avastin®, Roche's blockbuster treatment for various forms of cancer. The action centred on whether a UK court should grant a form of negative declaratory relief known as an "Arrow declaration" where our client had no relevant patent rights in the UK
- **F Hoffmann-La Roche AG** in a multi-jurisdictional patent action concerning Roche's breast cancer drug, Herceptin (trastuzumab)
- **Kohlberg Kravis Roberts & Co** on the French aspects of the acquisition by Lonza Group AG (Swiss chemistry group) of the leading biopharmaceutical company Capsugel S.A.

Insurance

- **Swiss Life** on capital raising and associated restructuring, including a tender offer to bondholders, an exchange offer to introduce a new holding company and a rights issue
- **Swiss Life** on the issue of various classes of convertible securities worth in aggregate CHF 908 million
- **Swiss Re** in relation to its participation in the reinsurance of longevity risk in respect of pensions in payment in the Aviva Staff Pension Scheme, at the time the largest pension scheme longevity swap executed in the UK market
- **Swiss Re** on its US\$7.4 billion acquisition of GE Insurance Solutions, creating a new world market-leader in the field of reinsurance, using a transfer scheme

- **Swiss Re** on the restructuring of its EU reinsurance and non-life insurance business, including the merger by acquisition of a Dutch company to create a European Company (Swiss RE International SE) and two insurance portfolio transfers (relating to life and non-life reinsurance respectively) to create Swiss Re Europe SA
- **Swiss Re** on its project to consolidate its UK life reinsurance based operations into a Luxembourg carrier, using a Part VII transfer scheme
- **Zurich Insurance Ireland Limited** on intra-group general business transfers to its UK branch

Consumer

- **Agricultural Bank of China Limited** on its total commitment of US\$6.75 billion in certain facilities to be granted to certain companies in connection with an acquisition of Syngenta AG, a Swiss agribusiness company
- **Amcor UK Finance PLC** and **Amcor Finance (USA), Inc.** headquartered in Zurich, Switzerland, on the establishment of its €1.25 billion Guaranteed ECP programme (acting for the Issuers)
- **BNP Paribas SA (Switzerland)** and **Banco BNP Paribas Brazil SA** on the amendment and restatement of a US\$60 million soft commodities (tobacco) borrowing base facility made available to Premium Tobacco and guaranteed by the Parent, the Exporter and the Individual Guarantors
- **British American Tobacco PLC** on its acquisition of the Swiss tobacco company, the Blue Nile Cigarette Company
- **Cutrale** and **Safra groups** on merger control aspects of their public bid for Chiquita Brands International who are headquartered in Switzerland. We also provided UK legal advice and assistance on the tax and corporate structuring of Safra and Cutrale's joint venture
- a **major Swiss luxury products group** on a global reorganisation of certain of its service functions
- **MGS Distribution Limited**, a subsidiary of Movado Group, a Swiss watch manufacturer, on the acquisition of entire issued share capital of JLB Brands Limited, the owner of the "Olivia Burton" watch brand
- a **Swiss watch manufacturer** in relation to the application of the GDPR to their activities around the world, including in particular advising in relation to the requirement for a Data Protection Officer under German law
- a **syndicate of banks** on the amendment and extension of Coca-Cola HBC AG and Coca-Cola HBC Finance B.V.'s €800 million revolving credit facility under English, Dutch and Swiss law

"MAINTAIN A GLOBAL PRESENCE
IN THE INSURANCE MARKET"
CHAMBERS GLOBAL 2020

Credentials

Capital Markets and Banking

- **BNP Paribas (Switzerland) S.A.** and a group of eight international banks in relation to a proposed US\$300 million syndicated partly committed secured borrowing base facility for Sucafina, a Geneva-based coffee commodity trader (TXF Overall Commodities Finance Deal of the Year 2017)
- **Credit Suisse** and **Peel Hunt** as joint sponsors and financial advisers to London & Stamford Property on the £226 million merger with Metric Property Investments to form London Metric Property
- **Credit Suisse International** in its role as financial adviser to Temenos Group AG in relation to its recommended all cash acquisition of the entire issued share capital of Fidessa Group, a British-headquartered company which provides software and services, such as trading and investment management systems, analytics and market data (by means of a scheme of arrangement)
- **Deutsche Bank** and **Bank of America Merrill Lynch** as joint sponsors in connection with the Wolseley's re-domiciliation to Switzerland
- **Man Group plc** on its acquisition of Aalto Invest, an investment firm managing capital of approximately US\$1.7 billion and with offices in the UK, US and Switzerland, for consideration of up to US\$232 million. Our regulatory team conducted due diligence and advised on regulatory risks, and coordinated change of control notifications across several jurisdictions
- a **Swiss bank** in relation to issues arising out of Norwich Pharmacal orders
- **UBS** (France) on its acquisition of 100% of Banque Leonardo, an independent French bank focused on wealth management and investment banking, a large-scale reorganisation of the UBS group in France and the creation of an asset management joint venture, which manages approximately €4.5 billion worth of assets, with La Maison
- **UBS** on full-scale investigations and responses to initial and follow up enquiries by all of the market regulators, including the SFC, HKMA and the Commercial Crime Bureau, including in relation to an investigation by the SFC into their role as a sponsor on the IPO of a failed public company
- **UBS** on the regulatory enforcement action taken regarding trading losses of US\$2.3 billion caused by the activities of Kweku Adoboli, and helping the bank support the prosecution in his criminal trial
- **Vnesheconombank** ('VEB') on the issue of its CHF 500 million loan participation notes ('LPN'), and associated swap agreement, issued under VEB's US\$30 billion LPN programme. The notes are listed on the Swiss Stock Exchange

"THEY CAN EXPLAIN EVEN THE MOST COMPLICATED MATTERS IN PLAIN TERMS"
CHAMBERS GLOBAL 2020

"THEY HAVE A GOOD KNOWLEDGE OF BANKING & FINANCE IN PARTICULAR CROSS-BORDER DEALS"
CHAMBERS GLOBAL 2020

Private Wealth and Charities

- a **Swiss bank** on the risks of running a trust company
- a **Swiss based Foundation** successfully blocking the sale of a piece of stolen art to be sold in Hong Kong
- an **Ultra High Net Worth Swiss resident** on claims connected with an art fraud, including bringing successful applications before the Hong Kong Courts to obtain disclosure from banks who had innocently received proceeds of the fraud
- an **Ultra High Net Worth Swiss resident** with a Swiss flat tax agreement on various issues relating to a number of Guernsey trusts, working closely with Swiss advisers and the Switzerland-based family office

TMT

- **Bravofly**, the leading Swiss online travel group, on all legal aspects related to the acquisition of the entire share capital of Red Universal de Marketing y Bookings Online (Rumbo) from the travel group Orizonia (controlled by the Carlyle Group) and telecommunications giant Telefónica
- **Temenos**, the Swiss listed provider of banking software systems, on its proposed US\$3.3 billion all share merger with Misys, the UK listed FTSE 250 provider of financial services software and services

Manufacturing and Industrials

- **Bucher Industries AG** of Switzerland on its US\$49.6 million acquisition of Johnston Sweepers Limited (UK)
- a **Japanese manufacturing company** in respect of a Swiss arbitration between its subsidiary and a German manufacturing company
- **Spectris plc** on the acquisition of the privately-owned, Switzerland based business CAS Clean Air Service AG. CAS will be integrated into Particle Measuring Systems within Spectris' Materials Analysis segment

Real Estate

- **Aviva Investors Real Estate France** in relation to negotiations and drafting of a new lease for Pictet, a Swiss bank
- a **Swiss art gallery** on the implementation of an exhibition hall in Menorca, specifically, advising in the lease phase of the spaces, as well as subsequent implantation works and in everything related to its operation

"LONG-SERVING TMT PLAYER ABLE TO SERVICE AN ENVIABLE ROSTER OF MEDIA COMPANIES"
CHAMBERS GLOBAL 2020

"THEY HAVE OFFICES IN KEY ENERGY REGIONS AROUND THE GLOBE, WHICH IS AN ADVANTAGE IN TERMS OF FINDING QUALIFIED PROFESSIONALS WHO SPEAK THE LOCAL LANGUAGE AND UNDERSTAND THE LOCAL CULTURES AND JURISDICTIONS"
CHAMBERS GLOBAL 2020



Energy

- **Axpo**, the largest producer of renewable energies in Switzerland, on the acquisition of the French photovoltaics company Urbasolar, one of the leading companies in the French solar energy industry
- **Axpo Italia**, the Italian subsidiary of Axpo Holding, Switzerland's largest producer of renewable energy, and **BP Energy Europe** in the transfer of a going concern related to the gas sale to wholesalers and final customer with annual consumption higher than 200,000 mc and the purchase and sale of power to clients
- **BKW**, a Bern-based international energy and infrastructure company, in the acquisition of a majority interest in Casa delle Energie (CDNE), a leading company in the field of energy efficiency and renewable energy, which offers services and turnkey energy efficiency solutions
- **BKW**, a Bern-based international energy and infrastructure company, in the acquisition of Sorgenia Idro, owner of a portfolio of five hydropower plants located in Valle D'Aosta
- an **international energy trading company** headquartered in Switzerland in a dispute with a shipbroker arising out of its failure to give instructions to the owner of a vessel
- **Mercuria Energy Group**, a Swiss international commodity trading company, on their investment in Tailwind and in respect of Tailwind's agreement with Shell and ExxonMobil to acquire their interests in the Triton Cluster
- **Nord Stream 2 AG**, a company domiciled in Zug, Switzerland, as the project company's legal adviser in connection with project financing of procurement, construction and operation of a gas pipeline project from Russia to Germany through the Baltic Sea
- a **Swiss lender** as the sole underwriter on the £554 million refinancing of the Cory Riverside Energy Group, whose EfW (waste-from-energy) facility in Kent, England diverts waste from landfill and turns it into electricity
- **Swisspower Renewables** in the acquisition from Sorgent.e of a renewables plants portfolio (hydro: ca 25MW; wind ca 39MW; PV: ca 2 MW) as well as a project pipeline
- **Vitol SA**, a Swiss energy supplier, on its negotiation of a petroleum agreement with ENI and the government of Ghana

Commodity Trading

- **DXT Commodities**, a Lugano-based international trading house, in the structuring of the first corporate PPA in Italy for the electricity generated by a wind farm (owned by Fera) between DXT Commodities and Duferdofin Nucor
- a **Swiss commodity trader** on its joint venture with an Angolan company for the import and sale of food products into Angola

Mining

- a **European commodity trading and mining company** headquartered in Switzerland on the risks of the failure to prevent the facilitation of tax evasion offences arising out of worker engagement models
- **Ferrexpo Finance**, a Swiss-based commodity trading and mining company, on the Exchange Offer of its US\$500 million 7.875% Guaranteed Notes due 2019 (acting for the Issuer)
- **Ferrexpo plc**, a Swiss-based commodity trading and mining company, on its tender for disposal of its entire 15.51% stake in Ferrous Resources Limited to Carl Icahn entity, IEP Ferrous Brazil
- **Mercuria Energy Group**, a Swiss international commodity trading company, in relation to proposed set up of a joint venture for construction of a coal and iron ore sea terminal with State Transport Leasing Company, including project finance aspects
- the **Sub-Committee of the Board of Ferrexpo plc**, a Swiss-based commodity trading and mining company, in relation to an investigation following the collapse of its Ukrainian banking counterparty
- a **Swiss mining company** operating in Eastern Europe in respect of potential legal and reputational implications arising from charitable payments made. Further advising in respect of anti-corruption warranties and policy wording, executive remuneration issues and other governance issues, including the UK Corporate Governance Code
- **Trafigura Beheer**, a Swiss energy company, on the urban planning aspects related to the acquisition and development of a mining project in the South of Spain

Infrastructure and Transport

- **Alstom Transport S.A.** on the merger of CJSC Transmashholding (the largest manufacturer of trains and rail equipment in Russia) and LocoTech-Service LLC (a major producer of parts for the railway industry, provider of maintenance and modernisation services, and leaser of trains) into a combined business, held through a Cypriot joint venture entity, of which Alstom holds 20%
- a **confidential client** on the terms of a share purchase agreement, governed by Swiss law, in relation to a major energy infrastructure asset in Eastern Europe
- **Electra Italia** (part of BKW Group, a Bern-based international energy and infrastructure company,) in the sale of an industrial clients portfolio to E.On Energia.
- a **purchaser** on a purchase of one used A320 aircraft from the Investec Global Aircraft Fund. The transaction involved advising across multiple jurisdictions, including Singapore, Ireland, Switzerland and Germany, given the parties involved and the location of the aircraft
- a **Swiss lender** on a revolving credit facility for a leading transport and logistics business
- a **Swiss steel manufacturer** on a contractual maritime law dispute against a Spanish steel trading company

Sport

- **Court of Arbitration for Sport (CAS)** as chair of the panel in an arbitration on the eligibility of a candidate for the presidency of an international Olympic sport federation
- **Court of Arbitration for Sport (CAS)** in a doping case linked to the McLaren report on the Sochi Games
- **Fédération Internationale de Football Association (FIFA)** on different actions against Atletico de Madrid Club de Fútbol
- **Fédération Internationale de Football Association (FIFA)** on its board membership in the independent Human Rights Advisory Board

"WELL-REPUTED IN THE
MINING SECTOR"
CHAMBERS GLOBAL 2020



Credentials

Africa

- a **Swiss-based oil company** on matters related to its potential acquisition of interests in a local company acting in the downstream oil and gas sector in Senegal
- a **Swiss-based oil company** on a legal due diligence on two oil and gas fields in Nigeria, including advice on potential joint venture structures
- a **Swiss-based client** on the successful acquisition of upstream rights offshore Republic of Congo
- a **Swiss client** on M&A disputes following the acquisition of an interest in an pan-Africa insurance group
- a **Swiss commodity trader** in a contractual disputes in Togo
- a **Swiss commodity trader** in a contractual dispute in Senegal
- **Swiss Re Capital Markets** on the marketing of securities in Libya
- a **Swiss reinsurer** on claims following a large fire on an industrial plant in Cameroon

Pro Bono

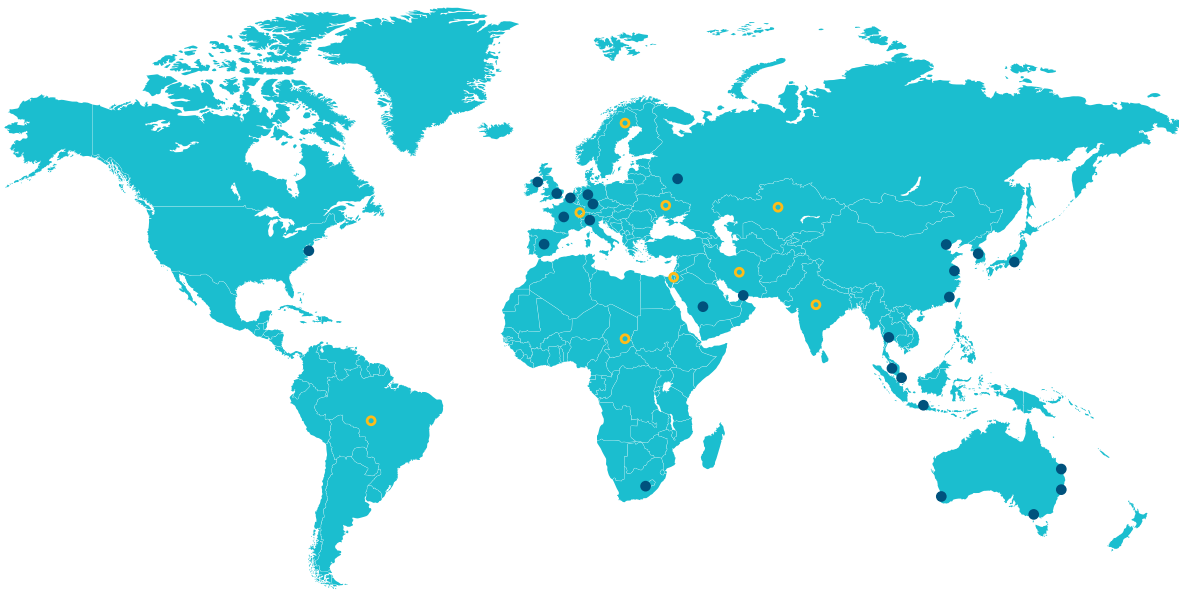
- **Médecins Sans Frontières (Doctors Without Borders)** in relation to commercial, intellectual property and data privacy matters for its UK branch
- **Médecins Sans Frontières (Doctors Without Borders)** in relation to employment, human resources and compliance matters for its Australian branch
- **The Office of the UN High Commissioner on Refugees** as one of its strategic partners on MADE51, a consumer goods platform for refugee artisans
- **The Office of the UN High Commissioner on Refugees** in collaboration with other strategic partners including the **World Fair Trade Organisation** for the development of a "Business Toolkit" for use by social enterprise partners, and intellectual property matters
- **The Office of the UN High Commissioner on Refugees** in relation to the establishment and incorporation of an English charity, United Kingdom for UNHCR, in connection with its UK fundraising initiatives



Our international presence

We are one of the world's leading law firms. We advise many of the biggest and most ambitious organisations across all major regions of the globe. Our clients trust us with their most important transactions, disputes and projects because of our ability to cut through complexity, secure success and mitigate risk.

We help our clients thrive in the global economy by sharing our knowledge of the Swiss and global markets and by teaming up with leading Swiss law firms with which we have close working relationships to provide multidisciplinary teams and integrated legal services from across our practices, sectors and international offices.



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