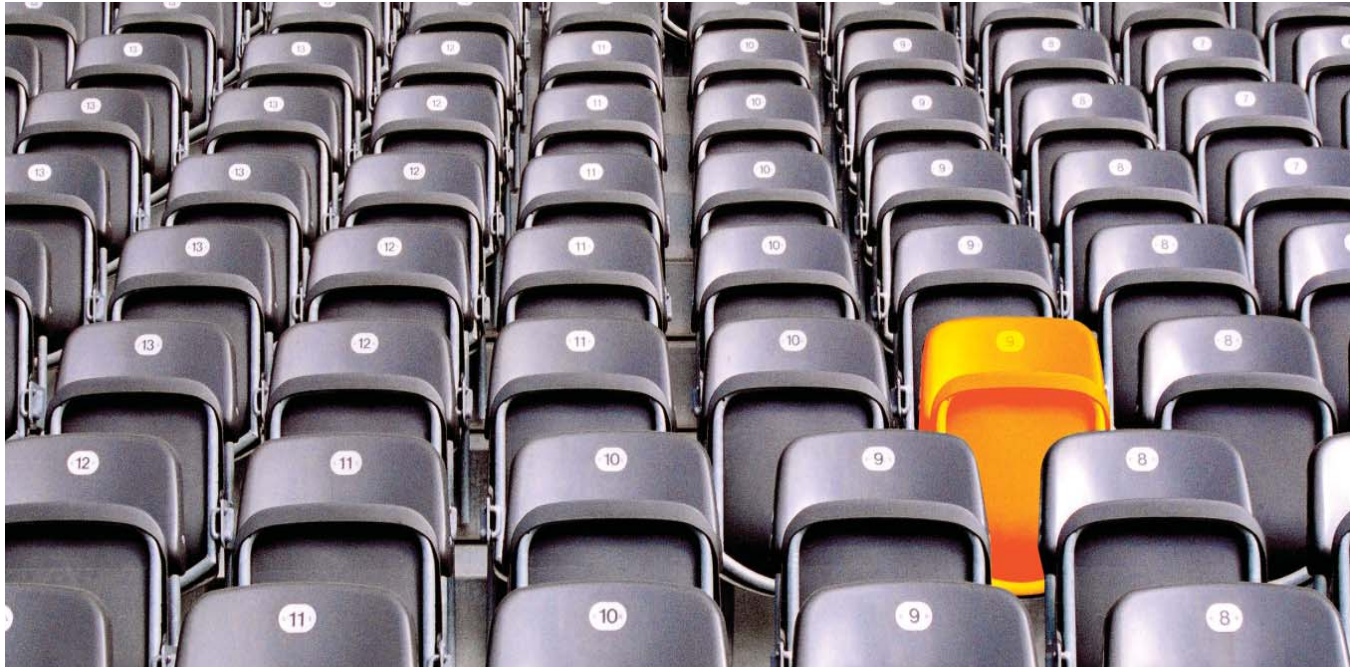




Field Fisher Waterhouse



Brussels office



About us

Field Fisher Waterhouse LLP is a full service European law firm with offices in Brussels, Hamburg, London and Paris. With more than 120 partners, over 220 other lawyers and nearly 300 support staff, we assist a wide range of international clients, advising across the full range of legal issues.

The Brussels office is full service and specialises in the major practice areas of business law, specifically corporate, EU and competition, dispute resolution, pensions, employment and technology. Committed to excellence, cost-effectiveness and adding value, we are renowned for our commercial and practical approach, and for our track record in delivering innovative advice to our domestic and international clients.

We believe that our commercial acumen is essential to the efficiency and speed of any matter we work on. All these factors combined help our clients realise their business goals more efficiently.

Areas of expertise

Corporate and Finance

Our Corporate and Finance Team works with a wide range of companies on all aspects of Belgian corporate and financial law. Our lawyers have extensive experience and are acknowledged specialists in a wide range of business sectors.

The matters on which we advise our clients range from small day-to-day matters to large transactions which require advice across different legal disciplines and legal jurisdictions.

Mergers and Acquisitions

We are experienced in all aspects of domestic and cross-border M&A transactions:

- due diligence
- share purchase agreements
- shareholders' agreements
- financing structure and security package (both asset and equity-based)
- restructurings
- (L)MBOs
- joint ventures



We act for a wide range of clients in all industry sectors ranging from multinationals and entrepreneurs to Government organisations. We regularly advise private equity funds on transactions in the Belgian marketplace. We have also developed a strong expertise for real estate transactions.

Corporate Law

We provide complex advice to our clients in all fields of Belgian corporate law. Notably, we have experience in securities related matters, listed companies, corporate governance and (international) non-profit-making associations.

We also routinely handle all corporate law issues arising during a legal entities' lifetime, from establishment, mergers, demergers and capital increase to winding-up, liquidation, restructuring and refinancing. We also provide corporate housekeeping services.

Financial law and capital markets

We assist our clients in financial law, in relation to both capital markets and regulation (notably the approval procedure of both EU and non-EU investments firms with the Banking Finance and Insurance Commission as well as UCITS and MiFID regulations).

Corporate fraud

The Brussels office also has a leading white collar-crime and financial criminal law practice. We have advised on several prominent cases dealing with business criminal law and advise major Belgian and foreign companies in this regard, for example on handling their compliance and prevention schemes.

Our team assists and litigates in corporate and fraud cases, where Emmanuel Roger France is recognised as a leading specialist. He co-authored with two magistrates the book 'Droit pénal des affaires' that covers all aspects of business criminal law in Belgium and has been selected as the Belgian member of Fraudnet, the ICC global network of lawyers specialising in combating fraud and criminal crime.

Dispute resolution

Our Dispute Resolution Practice focuses on complex corporate and commercial litigation. Specialised areas includes:

- post-closing litigation
- director and partnership disputes
- shareholders disputes
- breach of contracts claims
- bankruptcy and insolvency proceedings
- real estate litigation

Our team is recognised for its expertise and practical commercial approach. We recognise that alternative means to settle disputes have to be considered before resorting to the court. As a consequence, we aim to manage disputes at an early stage in order to mitigate its escalation. Nevertheless where commercially appropriate we have no hesitation in resorting to litigation to achieve the client's objectives and will pursue such litigation with enthusiasm and drive.

Employment

We advise our clients on all aspects of contentious and non-contentious employment law in Belgium. We have broad experience in modern workplace issues including flexibility of working arrangements, discrimination, employee privacy, employee fraud and IP. Our areas of advice also include:

- drafting standard documents and procedures for employers
- contract negotiations
- executive appointments and termination
- employee benefits and incentives
- employee claims
- injunctions
- compromise agreements

“...this refocused firm knows exactly where it is heading...”
Chambers UK, 2007

Our practice also focuses on reorganisations subsequent to mergers and acquisitions, transfers of undertakings, industrial disputes and relationships with unions.

Our aim is to react quickly and to provide coherent, pragmatic and appropriate advice based on an in-depth understanding of our clients' needs, commercial interests and practices. Our Belgian clients represent a wide diversity of sectors including health, banking, retail, blue chip companies and government, and we provide pan-European employment advice to a large number of international clients.

Competition & EU Regulatory

Our international Competition and EU Regulatory Group assists businesses in a wide range of industries to provide practical solutions to commercial situations.

In the area of EU regulatory law, our main areas of expertise include:

- chemicals (e.g. REACH, classification and labelling, marketing and use restrictions and any product related legislation)
- pesticides
- biocides
- cosmetics
- food

- pharmaceuticals
- electronic products
- textiles
- medical devices

Our advice includes related business and antitrust issues that arise when drafting and negotiating commercial agreements or setting up task forces in the EU.

We also have strong expertise in the regulatory and antitrust issues relating to the transport, energy and telecommunications sectors, where our team has assisted clients in key transactions for 15 years.

Our EU lawyers are also leaders in product defence and in general the free movement of goods throughout the European Community. We establish industry task forces, consortia and associations, and guide clients through the maze of EU regulations. In addition, we often lobby EU and Member State institutions on our clients' behalf before legislation is adopted and, when necessary, represent their interests in related litigation before the European Court of Justice, the European Court of First Instance and the courts in various Member States. Our EU regulatory team has been recommended by "EU Life Sciences" Report for its "extensive industry knowledge and recognised expertise in contentious regulatory matters", and is often invited to speak at major conferences on EU regulatory and litigation matters.



In the area of competition law, we help clients manage competition risks and use competition laws to leverage a better position for our clients. Emphasis is placed on understanding the business sector in which the client is engaged. We advise on the whole range of Belgian, UK and EC competition law and have devised innovative and flexible legal solutions to the problems that some of our highly individual projects have presented, including:

- mergers
- joint ventures
- state aids
- licensing and distribution
- regulatory investigations
- franchising
- third party challenges to restrictive practices
- parallel importation problems
- public procurement
- anti-dumping

We also have particular expertise in designing and implementing competition law compliance programmes and subject specific regulatory issues including food, cosmetics, environmental, transport, energy, telecommunication and Waste Electrical and Electronic Equipment (WEEE).

Pensions

Our Pensions Group consists of experienced and dedicated pensions lawyers. We assist a broad range of Belgian and international corporations, pension funds and insurance companies in matters relating to the daily life of their pension plans, pension fund or pension business. We also use our in-depth expertise to advise them on strategic projects, such as the design, drafting and amending of industry-wide and company ordinary or social plans, the setting up, structuring, split or winding up of pension funds, the merger and harmonisation of pension plans, the legal and tax aspects of insurance products, the legal and tax aspects of international mobility of workers, the negotiations with the controlling authority (the CBFA) and related litigation.

We frequently manage the pensions aspects of corporate transactions, collective dismissals and "severance packages". We also advise pension funds on their structure, corporate governance rules and their directors' liabilities. For the latter, we can also

count on the specific expertise of Emmanuel Roger France and his team.

Our international network of pensions specialists allows us to provide our clients with the assistance of local in-depth pensions knowledge for European and international projects.

Technology

Field Fisher Waterhouse has a top ranked technology law practice and advises clients on outsourcing, data protection, e-commerce, technology contracts, setting up web infrastructure and website development, hosting and support through to consumer terms, and online liability issues.

In the retail sector, we have advised retailers on ground breaking deals, web based procurement through to mobile commerce and customer booking systems. Our expertise covers EPOS and back office systems and specialist knowledge of retail technology.

Transport

We provide full service legal support to the aviation, rail and road carriage industries. Our team is recognised at a European level and we work for clients all over Europe. We assist in EU as well as in national matters, either directly or through our international network of specialists in these fields.

We also assist in related matters such as travel, customs, forwarders and Incoterms.

We have an in-depth knowledge of the regulations and legal rules applying to these industries, which includes the following:

Regulatory

The transport sectors are governed by specialist laws and regulations. We have an extensive know-how of the technical regulations applying to each of these sectors, including compliance procedures. We also deal with operating licences, certificates, traffic rights and special operation authorisations such as slots. We act on the adoption of these rules and develop compliance programmes. We also advise on infrastructure and State Aid.

Finance

Aircraft and rail finance is subject to particular structures and since specific securities and international conventions apply. Approval process by

the administration may also be relevant. We act for both borrowers and operators.

Operational agreements

We have an extensive experience advising on all kind of lease, charter, pooling and other specific commercial agreements that may apply between operators and/or with the travel industry or with forwarders in the cargo sector. When required, we also deal with the approval process and competition assessment.

Liability and insurance

These industries are subject to similar long-standing liability rules that are in constant evolution. These rules have resulted in special insurance provisions, reflected in a market which heavily relies on co-insurance and re-insurance. Our practice is recognised all over Europe and we are involved in key cases.

Our partners



Ruxandra Cana

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Ruxandra Cana counsels multinational companies and industry associations on European regulatory

compliance, consortia formation and product defence, including related litigation. She regularly represents clients before European institutions and national bodies and assists with the development of advocacy strategies.

Her areas of expertise include the European chemicals regulations (REACH in particular) and EU rules related to cosmetics, food and consumer products such as electronics, reaching across many corresponding industry sectors. Ruxandra is a frequent speaker at public conferences in Europe, Japan and the US.



Eric Cusas

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Eric Cusas is Managing Partner of Field Fisher Waterhouse LLP's Brussels office.

Eric's range of activities covers most commercial law issues. In particular, he is a respected specialist in insolvency proceedings.

He has a strong practice in distribution, in particular in the retail and automotive sectors. He provides advice to Belgian and foreign companies in this field, from obtaining zoning and environmental permits for major distribution centers and arranging for leases for their premises, to administrative or post-termination litigation.

Eric was awarded several prestigious pleadings prizes both in Paris and Brussels.



Stijn Debaene

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Stijn Debaene specialising in intellectual property matters, both contentious and non-contentious.

He has litigated in cases in all fields of intellectual property law with a particular focus on patents and trade marks as well as in several related fields such as unfair competition law and sports law. His clients include multinationals in the retail - particularly fashion and toys, pharmaceuticals and chemicals sectors.



Marie Evrard

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Marie Evrard has specific expertise in M&A and corporate structuring (both national and cross-border), private equity, joint ventures, shareholders' agreements and public takeover bids. She also deals with financial law issues (capital markets and regulatory aspects) and has expertise in real estate transactions.



Pierre Frühling

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Pierre Frühling concentrates on European law with an emphasis on the transport, energy and financial sectors where he advises over regulatory and competition issues, industry agreements and public tender. He has a strong focus on transport law (including ancillary issues such as customs) and is recognised as one of the leading aviation and transport lawyers by the directories. He also has extensive experience in banking.



Claudio Mereu

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Claudio Mereu's practice focuses on Competition & EU Regulatory law and business law, with an emphasis on the chemicals and life sciences sectors. Claudio advises companies on regulatory compliance issues and consortia formation (under REACH, pesticides and biocides), product defence strategies and product circulation across the EU. He handles related litigations before European and national courts and counsels companies on a wide range of business law matters relating to their international agreements and commercial presence in Europe. He regularly represents chemical companies before the European Institutions, Member State authorities, scientific committees, and the European courts.



Olivier Rijckaert

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Olivier Rijckaert acts for a wide range of Belgian and international companies and has extensive experience of advising on a broad range of contentious and non-contentious employment issues. He specialises in the regulatory aspects of the modern workplace, including flexibility of working arrangements, discrimination, privacy, employee fraud and IP. His practice also covers the employment aspects of corporate transactions and outsourcing programmes.



Emmanuel Roger France

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With a background of commercial and business law, Emmanuel Roger France advises clients on both transactional and litigation aspects of information technology and data protection. An important part of his practice includes drafting services agreements related to outsourcing, software development, installation, maintenance and licensing, especially in the bank and financial sector, having developed a extensive knowledge in the field of e-payment and e-signatures.

Emmanuel is also a leading white-collar crime and business criminal law specialist.

He has extensive experience advising and litigating in fraud cases as well as assisting clients for their compliance and anti-fraud prevention schemes.



Koen Van Maldegem

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Koen Van Maldegem's practice focuses on Competition & EU Regulatory Law and business law, with an emphasis on chemicals, pesticides, biocides and cosmetics. Koen advises American, European and Asian companies on EU environmental / regulatory legislation, as well as national implementing laws, and free movement of products throughout the EU. He is highly specialised in counselling on data protection, data sharing and data compensation issues, the setting up of task forces (consortia) to meet regulatory requirements (under the pesticides, biocides and REACH legislation) and in advising on antitrust issues that arise in this area, e.g. membership conditions, data access, or distribution and supply agreements. Koen also frequently handles "product defence" litigation before European and national courts.

As a former legal adviser to the Flemish Minister of Economy, Koen is also well positioned to counsel multinational companies which have regulatory, trade or investment issues in Belgium, or in the Flemish or Brussels regions.

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