



Field Fisher Waterhouse



Advising Indian Corporates doing business in Europe



Winner of The British Legal Awards Commercial Team of the Year 2009



Our firm

Field Fisher Waterhouse LLP is a full service European law firm with offices in Brussels, Hamburg, London and Paris and affiliate offices in Italy and Spain. With over 125 partners, over 220 other lawyers and nearly 300 support staff, we assist a wide range of clients and advise across a full range of legal issues.

As a full service law firm we have high profile corporate, intellectual property, technology, finance, regulatory, real estate and dispute resolution practices. We have particular expertise in the energy, media and entertainment, technology and telecommunications, retail, hotels and leisure, life sciences and healthcare, transport and travel sectors.

International work represents 40% of total revenue. As well as clients in Europe we have long established links with clients from across the world including in the US, Japan, China and India.

India Desk

We have particular experience of Indian corporates and entrepreneurs investing in Europe. Our activities in this area and also acting for clients investing in India are co-ordinated by our India Desk. Our India Desk includes Indian origin and dual-qualified lawyers with an understanding of clients' expectations and concerns, enabling us to understand and meet specific business and legal requirements.

“ Field Fisher Waterhouse continues to rise up the corporate rankings in recognition of its growing prominence in the sector and increased international deal flow. ”

Chambers, 2010

Corporate

We act for clients ranging from multinational and FTSE 100 companies to entrepreneurs and fast growing businesses. We advise companies from around the world on mergers and acquisitions and a range of other corporate transactions and our lawyers are acknowledged specialists in a wide range of business sectors. Our approach is proactive and commercial and we seek to understand the background and commercial objectives to be able to best advise on optimum deal structures, through the due diligence and negotiation process, to post completion integration.

Our expertise includes:

- equity markets
- public and private company mergers and acquisitions
- private equity, acting for institutions, investee companies and management teams
- corporate structuring and restructuring
- joint ventures, from establishment to termination
- partnerships, from formation to dissolution
- advising on corporate governance and directors' duties
- reorganisations, including schemes of arrangement, reductions of capital, demergers and intra group reorganisations
- advising on company formations and constitutional documents
- tax and regulatory issues

Our equity markets practice has a strong international focus and we have acted for many overseas companies seeking listings in the United Kingdom. We advise on initial

public offerings both on the Official List and the AIM market of the London Stock Exchange, secondary listings (including rights issues, open offers and vendor placings) and restructurings (including capital reorganisations and schemes of arrangement).

We act for a large number of quoted clients (including domestic and overseas companies) and a wide range of brokers, sponsors and nominated advisers.

We were named AIM Lawyer of the Year in 2007 by Growth Company Investor and shortlisted again in 2009.

Our venture capital and private equity practice advises numerous corporates on strategic investments. We are active in all spheres of the private equity market, whether advising the equity investors, management, the target or the debt providers. Our practice spans both domestic and international transactions.

Employment

Our Employment Group has a reputation for providing quality advice across all areas of contentious and non-contentious employment law to companies from around the world.

Our Group advises on a broad range of issues including employment transfers, business reorganisations, redundancies, recruitment issues, contractual issues, restrictive covenants, and employment litigation arising out of Tribunal and High Court claims such as unfair dismissal, breach of contract and discrimination.

Companies establishing or acquiring business in Europe will need to consider employment law issues arising out of any share acquisitions, transfers of businesses, reorganisations or setting up new companies in Europe. Our approach is proactive and commercial and we look to provide practical solutions to your business issues.

We work closely together with the firm's other dedicated teams advising on tax, pensions, equity incentives, and corporate and finance.

Tax

Our Tax Group advises Governments, multinationals and other businesses on company acquisitions and disposals, company reorganisations and corporate joint ventures. Members of the Group have acted for major Indian companies on their acquisitions and major international companies on Indian joint ventures.

The partners are all acknowledged as leading experts in their fields of specialisation and are supported by a highly qualified expert team. We have strong experience of working with clients on cross-border restructuring deals in various countries including India and have knowledge of all relevant UK tax issues, including transfer pricing. We are one of the few UK law firms with tax transfer pricing expertise.

We also have a pre-eminent practice advising on employee share schemes and benefits.

Vivimed Labs Limited

We recently advised Vivimed Labs Limited (an Indian quoted company and manufacturer of speciality chemicals and pharmaceuticals) on all aspects of the acquisition (including employment issues) by share and asset sale, of James Robinson Non-Pharma business from the Yule Catto Group for approximately \$25m. The James Robinson Non-Pharma Business is an international producer and supplier of chemical components for hair dyes, photographic chemicals, photochromic dyes, fluorescent dyes, fuel markers and for bespoke customer use comprising business units in the UK, Germany and India.

Finance

Providers and users of finance can expect a high-quality, well-tailored service from our Finance Group. We are widely recognised as experts in bank lending, derivatives, structured finance, investment funds, asset finance and leasing, property finance, financial services and tax. This breadth and depth of experience, coupled with a commercial and practical approach, means that the team is well equipped to provide the advice clients need to succeed in increasingly innovative and complex financial markets.

A large proportion of the finance work we undertake is international. Our clients include banks and blue chip financial institutions from around the world, including one of the largest Indian banking groups. At any one time members of our Group can be working on several large cross-border financings where the only connection with England might be the location of the client or the governing law of the documentation. The Group continually liaise with local lawyers in other jurisdictions to gather advice and opinions and also to manage the cross-border issues which arise.

“ Clients turn to this firm when they want immediate attention from partners with expertise in complex, highly structured multi-jurisdictional transactions ”

Chambers UK, 2009



Regulatory, Competition & EU Law

The Group's clients include publicly-quoted and private companies in a wide variety of industry sectors as well as Government departments, local authorities, non-governmental and quasi-non-governmental organisations.

The Group also helps corporate clients manage competition risks and use competition laws against rivals. Emphasis is placed on understanding the client's business sector. We advise on the whole range of UK and EC competition law issues and have devised innovative and flexible legal solutions to the problems that our diverse projects have presented, including mergers, joint ventures, state aids, licensing and distribution, litigation, UK and EC regulatory investigations, franchising, third party challenges to restrictive practices, parallel importation problems and public procurement. We also have experience advising on cartels, horizontal and vertical restrictive agreements including franchising, licensing and distribution. We also have particular expertise in designing and implementing competition law compliance programmes.

The Group has the largest Regulatory team in the EU advising on chemicals, pesticides, biocides and life sciences regulatory matters. Our capabilities range from EU-level advisory work to product defence strategies in connection with the marketing and use of chemical products under chemicals (REACH), pesticides and biocides legislation, as well as related lobbying and litigation activities. We are currently advising a consortium of Indian companies in international negotiations concerning the classification of pesticides. Members of our Regulatory Group are being consistently listed as recommended practitioners by Life Sciences Global Industry Report.

We understand the importance of all stages of the regulatory process from initial research and discussions with the appropriate Regulator to making representations and ultimately legal challenge of its decision, if necessary.



Real Estate

Our Real Estate Group is both well-established and highly regarded, delivering exceptional and multi-disciplinary knowledge to all of our clients. Our industry focus and depth of knowledge supports a solutions-based approach to getting projects done. The Group has a wealth of experience in development and investments, acquisitions and disposals, sales and leasebacks, joint venture agreements, partnering, the granting and taking of leases, rent reviews, property taxation, planning and environmental legislation, property disputes and property portfolio management.

We act for **BP Oil** on its property requirements, including advice on contamination and planning issues.

Along with acting for property companies and corporate and retail occupiers, the Group works closely with other groups within the firm to provide a one-stop service for retailers, operators, occupiers, investors, financiers and developers with locally qualified lawyers in the UK, Belgium, France, Germany and our exclusive alliances in Italy and Spain.

We act for the Australian bank, **Macquarie bank**, on all of their UK office requirements including new lettings, assignments, property management and fit out works.

Intellectual Property

We recognise that patents, brands, trade marks, designs, copyrights, data and other intellectual property rights are key assets of our clients' businesses. We are organised so as to offer clients comprehensive capabilities across all aspects of IP protection, exploitation and litigation. In today's world IP rights in general and patent rights in particular are becoming increasingly important to the future success of a business. Our patents team has substantial expertise that can be put at our clients' disposal across industry sectors to assist our clients in identifying, protecting and exploiting their innovations.

The Trade Mark and Brand Protection Group is recognised as having the largest trade mark filings practice of any UK firm being ranked in the top three Legal 500 firms for IP in the UK. The team manages one of the largest trade mark portfolios in the world. We bring forth a wide range of perspectives through associates qualified in various jurisdictions, including India. Our experience of managing trade mark portfolios help us provide an optimal business solution for companies spreading globally.

We can assist you with registration of your trade marks and intellectual property rights all over the world, and have a network of firms across Europe whom we work with regularly. We also have a dispute resolution team should your intellectual property be infringed and action is required in courts anywhere across Europe.

“With a calm and composed style, this firm is attentive to its clients' needs and committed to completing work smoothly and swiftly.”

Chambers UK, 2009

IP Dispute Resolution

Advising (and educating) clients on strategies to avoid disputes escalating and resolving disputes as quickly and inexpensively as possible by whatever means available including alternative dispute resolution methods is our favoured approach to enforcing IP rights. Our specialist group, not general litigators, handle ground-breaking landmark cases in all areas of IP, from patents and trade marks to other areas such as copyright. We provide joined up thinking and work closely with our colleagues who register IP rights to avoid problems 'down stream'. As a result many matters are resolved out of court with minimum cost and business disruption.

We have experience of large (for example, six weeks) trials as well as obtaining speedy injunctions where necessary.

We have been instructed in numerous substantial IP cases with Indian elements (*notably Vestergaard Frandsen A/S and others v Bestnet Europe and others*).

Franchising and Licensing

We have one of the largest franchising teams of lawyers in the world. Our partners, Mark Abell and Chris Wormald have been rated by *Chambers* as two of the top franchise lawyers in the world. We have also been rated as the number one firm for franchising in the UK by *Chambers* and *The Legal 500*. We act for many world-renowned brands assisting them to expand into new territories. We act for a number of franchisors and franchisees in a number of areas including retail, food & beverages, hotel and leisure, healthcare and education.

Our services include drafting of franchise agreements and pre-contractual disclosure documents, negotiating on behalf of our client, structuring franchises to extract maximum value, providing a range of legal and practical advice ourselves or with the assistance of our associate firm in the territory, dispute resolution, due diligence on local parties, and introduction to potential business partners where possible.

Some of our clients include Hamleys, H&M, Reiss, Costa Café, Monsoon, Ikea, Yo! Sushi, MRI Networks and Adams.

Technology and Outsourcing

Our Technology Law and Outsourcing Group, acting for public sector and corporate clients, is one of the largest in the UK and is recognised by the independently researched directories, *the Legal 500* and *Chambers UK* as one of the UK's leading technology practices. Furthermore, several of our partners are cited in these directories as leaders in Technology Law and Outsourcing. This means that we have both the strength and depth to be able to advise on the full range of transactions – from the smallest to the largest and most complex.

We act for both suppliers and users which gives us a unique understanding affecting both sides. Most of our lawyers also have in-house experience – which gives them a greater understanding of the commercial issues driving technology and outsourcing transactions. We have experience advising both Indian companies looking to do business with UK partners and UK companies looking to work with Indian companies. We have a strong track record working with local counsel to provide a seamless international service for our clients across the subcontinent.

We also advise companies on a wide range of other technology contracts including:

- licensing
- software development
- telecoms
- reseller and distribution arrangements
- standard terms of business

Our Technology Group and Corporate Group recently advised **Orange** on:

- the outsourcing of its contact centre services to a range of Indian service providers
- liaising with local counsel on SEZ issues
- a dispute with an existing India contact centre provider resulting in the termination of that contract
- data protection issues relating to outsourcing arrangements

“ FFW is now the firm of choice for the big ticket international clients.”

Chambers UK, 2009



Dispute Resolution

Our Dispute Resolution Group is a key and integral part of our practice. We are involved in significant and heavy-weight litigation and arbitration. We receive instructions from both domestic and international clients and have developed diverse niches of expertise to enhance the general dispute resolution capabilities of the department. We appreciate the importance to clients of containing litigation costs and we are able to advise clients on the availability of costs insurance, third party funding and conditional fees in appropriate cases.

We are one of the leading firms in promoting and utilising ADR and have been involved in two of the largest and most complicated mediations resolved through this process. We have extensive experience with public and private sector clients in facilitating settlement of disputes by giving strategic advice. Our lawyers are frequently involved in transactional work at an early stage to help to identify and eliminate risks and we routinely discuss with clients ways in which their procedures can be updated to avoid the risk of future litigation.

We acted for a leading international bank in judicial review of proceedings challenging a decision of the UK tax authorities which had a financial effect of in excess of a billion pounds.

Our practice involves the following principal areas:

- ADR
- fraud and international asset tracing
- arbitration
- health and safety legislation
- banking and finance disputes
- insurance and re-insurance
- commercial disputes
- judicial review
- construction / projects / engineering disputes
- professional negligence
- corporate recovery and insolvency
- public sector disputes
- corporate risk management
- shareholders' disputes
- defamation
- technical disputes

Our recent experience includes acting for the claimants in ICC arbitration proceedings focussed on Middle East shareholder disputes and relating to multi billion dollar transactions, acting for Transport for London in respect of disputes totalling in excess of £500m concerning the Croydon Tramlink PFI project, advising various travel companies on a range of significant disputes and advising numerous counter-parties to transactions with Lehman Brothers on close out of positions and potential claims.

A sector focus

We have significant expertise in a number of market sectors which include the following:

Hotel and Leisure

With the global hospitality industry facing challenges such as shortage of luxury new builds, lack of brand loyalty among business travellers and the value puzzle, good advisers who truly understand the international hospitality market are indispensable. Our Hotel & Leisure Group has many years' experience in international hospitality transactions and is rated a leading player for owned, managed and franchised properties.

We have a wide range of hotel and leisure experience. Over the last 20 years we have been involved in advising clients in the UK, throughout the EU and internationally. We work with our clients to identify the key commercial drivers and major risk factors of their business and decide how these should be reflected at both a structural and an operational level in the business in each separate market.

We represented **Wyndham Worldwide** in its negotiations with Malta-based Corinthia Group resulting in the conversion of a large number of Corinthia Hotels to the Wyndham and Ramada Brands. Corinthia own and manage hotels whilst Wyndham is principally active as a franchisor. Using our expertise in hotel franchising, brand protection, hotel management and real estate, we put together a structure that combined the strength of the Wyndham Brands with the local know-how and access to quality locations that existed at Corinthia.

Media and Entertainment

Our Media and Entertainment Group is recognised as one of the foremost practices in Europe. We have a reputation as fresh-thinkers in a fast-moving sector. Many of our lawyers have worked within media businesses and so understand the priorities and challenges at first hand.

We advise our international clients on domestic and EU law. We advise, negotiate deals and help resolve disputes in all parts of the sector:

- broadcasting and distribution
- film, TV and online
- interactive entertainment
- social media
- publishing
- music
- computer games and virtual worlds
- gambling, betting and lotteries
- advertising, marketing and sponsorship
- brand protection
- competition
- e-commerce and privacy

“‘They are extremely responsive and always take immediate action’ commented one client. ”

Chambers UK, 2009



“The group is additionally famed for its representation of foreign retailers moving into the UK market...”

Chambers UK, 2009

Retail

We are acknowledged market leaders in both the re-engineering/internationalisation of retail businesses and the creation and management of multi-channel ways to market. This, together with our acknowledged leadership in brand management and protection, makes us uniquely qualified to support retailers as they compete aggressively for their share of these new markets.

We have developed a wide range of experience in this field and has advised leading household names. We provide advice across the full range of retail demands. In particular, we are experienced in advising retailers on their real estate issues, leasehold and freehold portfolio acquisitions and disposals and commercial arrangements including trade mark protection. We also advise on the ongoing health and safety, estate management issues and commercial matters which are vital in order to maintain the commercial effectiveness of the business run from our clients' properties. These include matters such as the Disability Discrimination Act, Asbestos Regulations, environmental health and planning issues.

Our Retail Group provides a one-stop service encompassing:

- the acquisition, disposal and development of retail units and sites
- roll out programmes
- franchising, licensing and distribution
- concessions
- branding, trade marks and copyright
- technology systems
- commercial arrangements
- planning and environmental
- tax
- employment

Energy

We have been advising on terminals, pipelines, power stations and other energy and industrial infrastructure projects for over 50 years, having been involved in some of the earliest North Sea Terminals. Currently we are advising on the UK's largest mainland engineering project - the 316km Milford Haven to Tirley natural gas pipeline.

The Energy Group comprises specialists in our competition, construction, dispute resolution, finance, property litigation, planning and environmental law, regulatory, procurement and commercial contracts, real estate and tax practices.

We advise on issues including:

- oil and gas (including pipelines and terminals)
- power generation
- renewables
- nuclear
- financial products
- corporate
- development, construction, acquisition and disposal of refineries, power stations, offshore structures and related storage facilities
- pipelines and wind farms
- brownfield disposals (including decontamination)
- regeneration projects
- nuclear plant decommissioning/ commissioning, planning and construction

We have substantial experience in the renewable energy sector, advising banks and sponsors on wind, solar and bio-mass projects, trading in Renewable Obligations, Climate Change Levy exemption certificates and other renewable energy incentives.

“...has a ‘very responsive team with an impressive client list’ ”

The Legal 500, 2008

Life Sciences and Healthcare

Life Sciences and Healthcare is one of our prime sectors. Members of the Group have degrees or PhDs in science and medicine and/or are qualified doctors or nurses. This enables us to quickly understand the technology at the heart of the transaction or dispute, and this underpins and gives value to our clients businesses.

Our team is strongly placed for assisting Indian companies operating in Europe or who are looking to acquire businesses or to form strategic alliances with European companies. We are highly experienced in negotiating a variety of transactions focusing on intellectual property, including research and development agreements, co-marketing, co-promotion agreements and a myriad of licensing deals. In addition, our corporate lawyers have undertaken over \$1b of transactions for life sciences companies. We have a team in Brussels that is recognised for the strength of its EU regulatory expertise in life sciences. Our teams in all our offices are experienced in resolving the difficult issues from time to time arising with competent authorities (including the EMEA). We also benefit from having an expert on the regulatory and patent issues relating to regenerative medicine as well as a team of patent litigators who advise both on defensive and protective strategies. Life sciences companies operating in Europe need also to be aware of the strict rules around data collected from patients in the EU. We have one of the strongest teams in Europe, advising on data privacy to assist its life sciences clients. Our Life Sciences & Healthcare Group brings together an unparalleled depth of expertise to help your business in developing its European strategy.

Examples of our lawyers' transactional experience includes:

- advising AGI Therapeutics plc on its €85m flotation on AIM. The Irish based pharmaceuticals company is developing therapies for gastro-intestinal disorders. The company raised Euro 40 million at flotation which will further its clinical trials in these areas.
- advising French Company LVL Medical SA on its acquisition of Clinovia Healthcare Group one of the main providers of home healthcare and its subsequent resale to West Private Equity.



- advising Vernalis on a number of matters including the US\$50m financing by Endo Pharmaceuticals, in connection with \$400m licence. This deal was awarded “Biotech Deal of the Year” by Bio Business 2004.

Our chemicals expertise

The Brussels office is involved in advising and representing its clients on matters arising under the EU chemicals legislation and more broadly EU product regulations and environmental legislation.

We provide a broad spectrum of REACH-related advice, and have experience in dealing with the most significant REACH implementation and compliance issues relevant for individuals, companies or for groups of companies (industry associations, task forces or consortia).

The chemicals practice also represents clients in the field of product regulation, advising them on issues pertaining to the classification, packaging and labelling of chemical substances and preparations, including safety data sheets, marketing, and use restrictions under Directive 76/769, workplace regulations, and product liability related issues, as well as questions relating to the free movement of goods and parallel imports.

Members of our group regularly represent chemical companies before the European institutions, Member State authorities, Scientific Committees, European and national courts. They regularly speak at major conferences in Europe, the US or Japan and contribute to a number of publications.

Our pesticides expertise

The Brussels team have established a reputation of excellence in this area, advising major pesticide manufacturers on the European re-registration program laid down by Directive 91/414. We have provided legal assistance on a variety of issues ranging from initial notifications of pesticide active substances, joint and individual company dossier preparation and submission, the creation of European Task Forces and related data protection issues, including compliance with European competition laws. We have had the opportunity to consider these issues from both an EU-wide and Member State level.

Our practice has been particularly active in challenging regulatory restrictions and negotiating data compensation agreements during the re-registration process, including relevant arbitration proceedings in several EU countries.

Our lawyers appears regularly on panels and speak at all the major conferences and seminars worldwide.

Our biocides expertise

Our Brussels team are well established in the biocides area. We advise individual companies and task forces in connection with data submission, data protection, and procedural, regulatory and scientific related issues. We help clients in negotiating and drafting task force and data sharing/compensation agreements, in compliance with applicable EU competition law requirements.

Our lawyers regularly appear on panels and speak at conferences and seminars worldwide.

Transport

Our cross-practice and cross-office Transport Group includes lawyers who have worked in-house and on secondment with major airlines, aviation financiers and train operating companies, as well as within DG Transport at the European Commission. We pride ourselves on our genuine interest in the industry and have a full understanding of how the industry works. We have been in the rail sector since privatisation of the UK rail network in the early 1990's where we advised the British Railways Board on the privatisation of some 35 businesses. Our dedicated Group of Aviation lawyers, led by three partners is rated by *The Legal 500* as one of the leading practices in London.

We are able to supplement this core Group with other lawyers specialising in areas including competition, tax, technology and employment who are familiar with and understand the transport sector.

Our Transport Group handles the full range of work to support our industry sector clients, including advising on:

- commercial matters
- corporate
- dispute resolution
- operational matters
- regulatory and competition
- airports
- aircraft acquisition, finance and lease
- infrastructure

Full service

We are a full service firm and in addition to these practice areas and sector specialisms we also, by way of example, offer expertise in data protection and privacy laws, personal injury and medical negligence, pensions law and the sports sector.

Fees

We are flexible and adapt to the varying needs of our international clientele. Our hourly rates are very reasonable compared to other firms, and we can also discuss other alternative billing arrangements as may be appropriate.

Our aim is to provide efficient, cost-effective legal services and in the 2007 Legal Week Intelligence Client Satisfaction Survey we had the third highest score amongst the firms.

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