



PwC Legal

A different law firm

www.pwclegal.lu



| PwC Legal

Foreword



Over the last decade, the legal market has undergone profound transformation, going from a supply to a demand market. Companies of all sizes are gathering together teams of highly-qualified and experienced lawyers. Their expectations are multiple, but they have a single objective: “to maximise the value brought by their lawyer”.

In our firm, we realise that many of our clients are looking for ways to progress in an ever-changing world shaped by technology and growing customer demands for personalised and quick services. On the local market, we often deal with small and mid sized companies, offering them intimate and specialised services tailored to their needs and to their growth and success, which often involves working to integrate solutions where their advisers can act together across skill sets, and across borders. Our more global clients also have high expectations, aiming to leave a significant footprint in the global market, gaining additional resources and expanding their networks worldwide.

In this context, international legal professionals work together driven by a mutual and increasingly customer-centric approach. What we have observed is the development of relationships between lawyers and consultants in order to offer, in complete independence, a combination of their strengths and skills to better serve clients who are increasingly concerned with agility and efficiency. These factors helped to inform our decision to become PwC Legal, Luxembourg.

The PwC Legal global network is the largest in the world by its geographical coverage, which constitutes a considerable advantage and a source of added value for our clients. PwC’s integrated approach to “legal” entities provides “end-to-end” services, free of complexities between different providers through a single point of contact. It also offers greater visibility and global monitoring of business issues. By being part of this network, we can combine the extended benefits of a large network with the close contact with clients of a small law firm.

What makes us stand out in the PwC Legal network is that we are not a spin-off from inside the company. One of our strengths is our background - where we come from and who we are. Founded in 2004, the former MNKS was a top-ten well known legal firm already before we made the strategic decision to join the international PwC network in December 2018 and changed our name to PwC Legal.

As an independent law firm registered with the Luxembourg Bar whilst benefiting from the synergies with the PwC network, we are unique on the Luxembourg legal market. Our clients benefit from a range of professional legal services, but also from the reassurance of recognised standards of quality, as well as our strong ethics and independence.

I am proud of what we have already achieved and excited about our future. If you are looking for the best of an independent law firm that really cares, with a distinctive value proposition, combined with the strength of a global network, then come and chat with one of our lawyers at PwC Legal. It could be the start of a long and successful relationship.

Catherine Baflast
Managing Partner

Our value proposition



Reliability	What clients particularly value is our ability to deliver consistent services, on time and within budget.
Technical expertise	Our lawyers have exceptional technical and human qualities and have mainly gained their experience in international networks or leading local law firms and are used to handling complex legal issues.
Acting as a business partner	When advising clients, we will not only take into account the legal aspects of their needs, but also ensure to have a comprehensive understanding of the clients’ business and needs. Our lawyers consider themselves as being true business partners to our clients.
Availability	Our lawyers are available, responsive and pragmatic. Our clients get the reach of a global network with the close attention of an independent law firm.

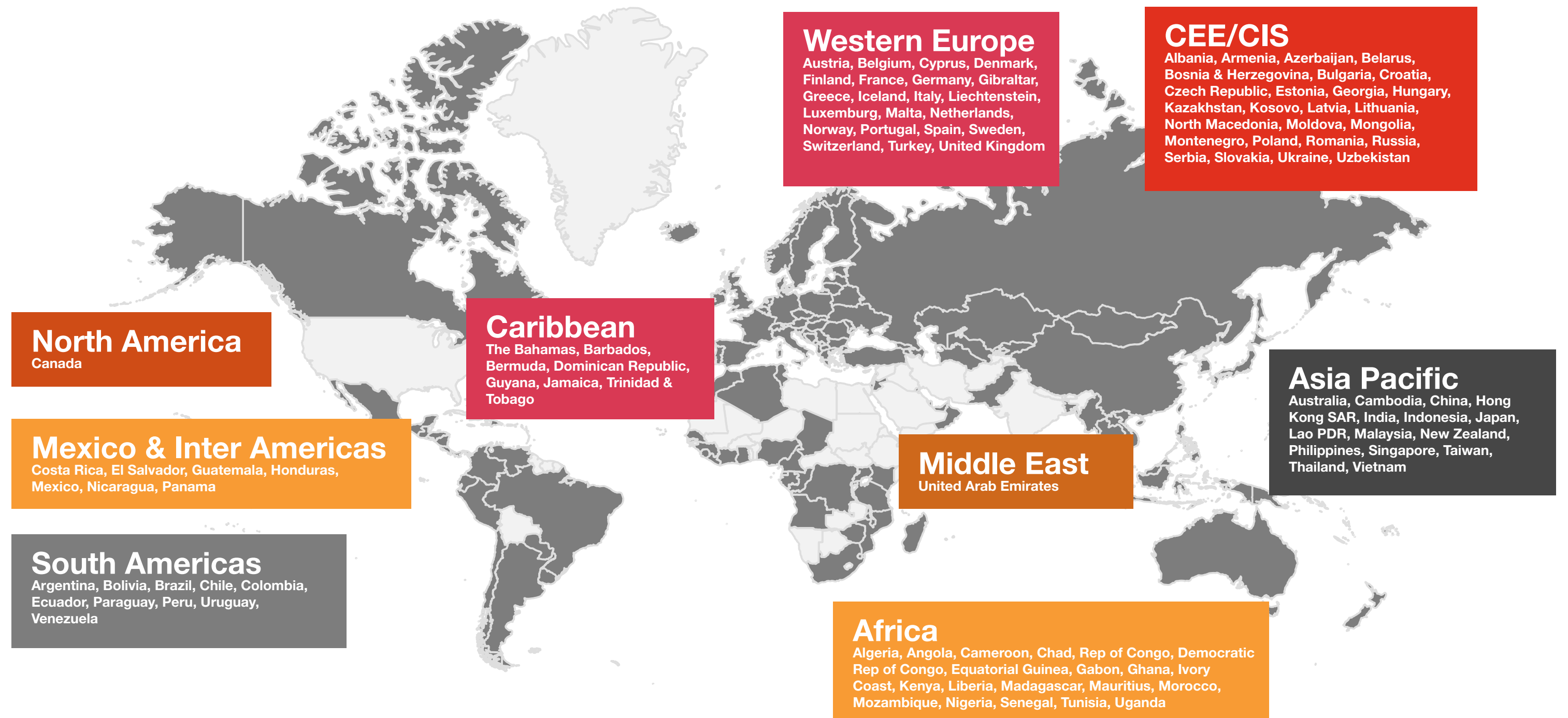


The power of our network

3,700+ legal professionals
in over **98** countries

The PwC Legal global network is the largest in the world by its geographical coverage.

As a member of the PwC network, our international scope allows us to provide global coordination and integrated advice to a wide base of domestic and international clients whose business activities reach beyond Luxembourg. At the same time, PwC Legal focuses on building and maintaining strong client relationships while forging a culture of customer service excellence.



Connected expertise in practice

We can package together the right mix of lawyers, consultants, commercial advisers, financial advisers, accountants, strategists and engineers to help achieve your goals in the most efficient way possible. This integrated approach gives you:



Single point of accountability

One single point of accountability for any PwC mandate across any jurisdiction.



Better price points

Better price points and less fee risk by leveraging PwC's flexible, alternative fee structures.



Potential investment partner

Willingness to invest with you in opportunities where our interests are aligned.



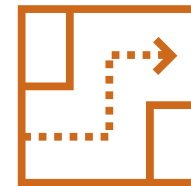
Legal privilege benefits

Coordinate advice from various disciplines across the firm to maintain legal privilege where applicable.



No interface risk

Seamless and efficient service, eliminating inter-advisor interface and delay risk.



Post execution interest

Our transaction interests align. We do not leave at "completion" but stay to realise benefits.



Value generator

We can help create investment opportunities that enable your legal function to become a value generator.



Broad global [industry] thought leadership

The ability to leverage and co-create global [industry] thought leadership, combining legal with business.



Game changing competitor

A new and different competitive lever you can pull alongside other providers.

Why Luxembourg?





Legal Expertise

Business understanding

It's all connected

How we can help you

A multi-disciplinary approach

For each project and client, the members of all our practice areas work closely together to compose the best tailored team of integrated skill and expertise.

All our services can be supported by a Tax expertise if necessary.

Corporate



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We have extensive experience in assisting companies in their **daily domestic and cross-border challenges** during the entire life cycle:

- **Set-up** of new business (including business licenses)
- Corporate **housekeeping** and company secretarial work
- Corporate governance and general corporate compliance
- Equity and debt funding
- Group **restructurings**
- In-and outbound **migration**
- **Insolvency proceedings** - Winding up and liquidation
- **Mergers** and demergers (national and cross-border)



The firm has a large scope and breadth of expertise, including its cross-border capabilities. The team has an efficient and practical approach.

Corporate and M&A, Chambers & Partners, 2020



M&A and Private Equity



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We offer a full range of legal services relevant to **private equity** clients:

- Asset and share **acquisitions, disposals and joint ventures**
- Negotiating **deal terms** and drafting **key investment documents**
- **Fund structuring** and life cycle
- Equity and secured debt **financing** operations
- **Stock options** and other incentive plans
- Shareholder **disputes**
- **Exits** and liquidations

On **M&A matters**, we can assist Buyers, Sellers and Management teams on:

- All aspects of **buying or selling a business**, from “LOI to Closing”
- Negotiating and drafting complex **shareholders’ and joint venture agreements**
- Secured **financing** operations
- Resolving any **post-closing or shareholders’ disputes**



PwC Legal was able to provide us with high-quality advice on complex Luxembourgish law aspects of the transaction in a manner which was understandable and clear.

Private Equity, Legal 500, 2020

Banking & Capital Markets



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We advise clients on the whole spectrum of **Banking, Finance and Capital Markets** matters assisting them with tailor-made and pragmatic solutions for all of their financing needs. Our expertise covers among others:

Banking

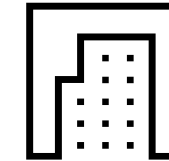
- Secured (syndicated and non-syndicated) lending
- Leveraged finance
- Acquisition finance
- Asset finance
- Real estate finance

Capital markets

- Initial public offerings
- Takeovers
- SPACs
- Setting up and maintenance of EMTN programmes
- Secured and unsecured Bond and debt offerings to the public or by private placements (including Euro Medium Term notes, Eurobonds, high yield bonds, green bonds, sustainability-linked bonds, commercial papers, etc.)
- Listing agency services in connection with the listing of securities on any one of the markets operated by the Luxembourg Stock Exchange
- Clearing and settlement
- Regulatory matters relating to the financial markets and securities laws (including all post listing reporting and disclosure obligations)
- Liability management transactions, including buybacks, tender and exchange offers, consent solicitation

Securitisation and structured finance

- Conventional and synthetic securitisation
- Asset-backed securities
- Repackaging
- Derivatives
- Securities lending



Real Estate



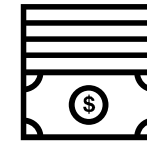
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Our **real estate** team has an extensive experience in assisting, among others, owners, developers, builders, investment funds, investors, sponsors, credit institutions and asset managers in all kinds of major real estate transactions.

Our **service** offering covers the full range of **real estate advice** relating to retail, office, logistics, industrial and residential properties, such as:

- Real estate asset acquisitions and disposals (share and asset deals),
- The choice of vehicle,
- Development and construction aspects,
- Drafting and negotiating lease agreements, forward leases, long leases, financial leases and joint venture agreements,
- Advice on all aspects of zoning and building law,
- Public-private partnerships,
- Authorization requirements and
- Environmental issues such as liability proceedings and pollution.



Investment Funds



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We assist our clients in the following fields:

- **Product life cycle management:**
From initial structuring to day-to-day maintenance of the fund documentation, to special events that may impact the funds, such as restructurings or liquidations, covering the entire range of liquidity (from UCITS to exotic assets), whether the funds are regulated or not
- **Regulatory queries impacting the asset management industry:**
AIFMD, UCITS Directive, SFTR, SFDR, Benchmark Regulation, PRIIPs, etc.)
- **Set-up and strategic or regulatory restructurings** of depositary banks and management companies
- **Regulatory investigations and sanctions** for Luxembourg regulated entities and their service providers abroad
- Assistance in **due-diligence** related to investments in target funds

Employment



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We assist our clients on the full range of employment and social security law issues, including:

- **Day-to-day employment law:**
Employment and consultancy agreements, HR policies, restrictive covenants, labour law compliance, disciplinary procedures and termination of contracts
- **Employee incentive and pension schemes:**
Stock option plans, share option and any other incentive schemes with a multidisciplinary approach involving tax, corporate and regulatory aspects
- **Corporate reorganization and restructuring operations:**
Transfer of undertaking, collective dismissal procedures and negotiation of social plan, employment law due diligence
- **International Mobility:**
Structuring and implementing expatriation, secondment and other cross-border employment situations from a labour law, social security and immigration perspective



The whole team is reachable and able to quickly make predictions. The lawyers are commercially focused and always try to interpret matters from a commercial perspective.

Employment, Chambers & Partners, 2020



Technologies & IP



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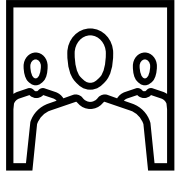
We offer a full range of services relevant to Technologies and Intellectual Property

- **Data protection and privacy**
All legal services related to GDPR, assisting clients from A to Z from the audit of their data processing, to drafting policies and procedures, reviewing and drafting related agreements and assisting with potential complaints and breaches
- **Information Technology**
All aspects of law relating to technology work covering software and technology licensing to security, IT outsourcing, dematerialization and so-called 'legal' archiving projects, e-commerce and consumer protection
- **Commercial contracts**
Drafting and negotiating of tailor-made commercial contracts, assistance to our clients in relation to the service agreements, terms and conditions, joint ventures, content agreements, etc.
- **IP rights**
Legal advice to protect, exploit and manage IP rights
- **IP protection strategy**
Optimisation of the protection of our clients by negotiating and drafting all types of IP agreements including licensing, distribution, franchising and merchandising contracts, acquisition and assignment agreements
- **IP due diligence**
Performance including related agreements



The team is quick to understand what we need and to provide practical advice. The firm is going beyond legal support as part of its service.

Intellectual Property & TMT, Legal 500 / Chambers & Partners, 2020



Contact us



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