



HERBERT
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OUR SWITZERLAND GROUP



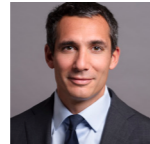
Our Switzerland Group

Whether you are an international company with an interest in Switzerland or a Swiss company with an international reach, we can help.

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

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

Our Switzerland 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 litigation and arbitration, regulatory matters, and financing. We have a deep understanding of various sectors, including pharmaceuticals and healthcare, insurance, consumer, capital markets and banking, private wealth and charities, manufacturing and industrials, TMT, energy, mining, commodity trading, and infrastructure and transport.



Clément Dupoirier
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Clément is a partner and head of 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.



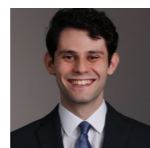
Mehdi Tedjani
Senior Associate, London
M&A, Corporate
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Mehdi is a senior associate in the London corporate practice, specialising in cross-border M&A (public and private) with a particular focus on high-value, complex transactions, private capital investment and joint ventures. A Swiss national, Mehdi is dual qualified (England & Wales and Switzerland) and has practiced in both jurisdictions.



Polina Barnard
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Global Energy
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Polina is an associate in the London corporate practice, specialising in the energy sector. Polina focuses on advising clients on domestic and international power, energy and infrastructure projects and M&A for both bidders and sellers.



Derek Lee
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Derek is an associate specialising in commercial litigation and arbitration. He has particular experience in relation to fraud claims, post-M&A disputes, cross-border litigation, and disputes arising from sanctions, and he has worked for clients across a range of industry sectors including banking, energy, and aviation.

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.
- a **Swiss multinational pharmaceutical company** on the legal interpretation of the regulation applicable to the return of expired medicines for human use by public hospitals

Insurance

- **Swiss Life** on the issue of various classes of convertible securities worth in aggregate CHF 908 million
- **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 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

"THE FIRM DEALS WITH CROSS-BORDER MATTERS VERY PROFESSIONALLY AND MANAGES TO KEEP ALL THE BALLS IN THE AIR."
CHAMBERS UK 2024

"HERBERT SMITH FREEHILLS REALLY KNOW HOW TO TRANSLATE EXTREMELY DIFFICULT ISSUES INTO SIMPLE AND UNDERSTANDABLE IDEAS."
CHAMBERS EUROPE 2024

Credentials



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
- **Ancor UK Finance PLC** and **Ancor Finance (USA), Inc.** 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
- **Coca-Cola HBC AG** on its agreement to acquire Brown-Forman Finland Oy, owner of the Finlandia vodka brand
- **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
- **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
- **MusicBird AG** and **MusicBird Rights AG** in connection with a US\$100m borrowing base New York law governed credit agreement with MUFG Bank, as lender
- **Prolactal**, a subsidiary of Israel Chemicals (ICL), on a long term strategic partnership agreement with Biopulver GmbH relating to the production of infant formula ingredients
- a **major Swiss luxury products group** on a global reorganisation of certain of its service functions
- 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

"HERBERT SMITH FREEHILLS' IN-DEPTH KNOWLEDGE OF ENERGY REGULATIONS ALLOWS THEM TO ADDRESS COMPLEX ISSUES."
CHAMBERS EUROPE 2024

"THEY HAVE THE CRITICAL MASS AND POWER TO DEAL WITH ANY EMERGENCY, EVEN THE MOST COMPLEX ISSUES, IN INCREDIBLY SHORT TIME."
CHAMBERS EUROPE 2024

"I WOULD PUT HERBERT SMITH FREEHILLS DOWN AS JUST THE BEST BANKING AND FINANCIAL SERVICE LITIGATORS IN THE MARKET."
CHAMBERS UK 2024

"THE HERBERT SMITH FREEHILLS TEAM HAS EXCEPTIONAL TECHNICAL ABILITY, ALONG WITH A WILLINGNESS TO BE A THOUGHT PARTNER ON STRATEGY."
CHAMBERS UK 2024

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 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)
- **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
- **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
- **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
- a **European reinsurance company** on an internal investigation into bribery allegations against a senior manager based in China, including a broader review of the client's business in China under the US FCPA and Chinese laws and insurance regulations
- the **Managers** on DNB Bank's issue of CHF140 million 2.685% Green Senior Non-Preferred Fixed Rate Notes due 2028 under its €45 billion EMTN programme
- a **Swiss bank** in relation to issues arising out of Norwich Pharmacal orders
- a **Swiss financial services company** on a claim filed by a Spanish bank against 12 of its employees for allegedly engaging in acts of unfair competition
- a **Switzerland-based international commercial and investment bank** on a large internal and criminal investigation in relation to an internal fraud arising out of a client compensation project

Credentials

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
- a **Swiss domiciled UHNW** individual in relation to disputes with the Swiss based trustee of a trust he settled
- a **Swiss resident UHNW individual** 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 **UHNW 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

Manufacturing and Industrials

- **Bucher Industries AG** of Switzerland on its US\$49.6 million acquisition of Johnston Sweepers Limited (UK)
- **six European claimant companies** on their representation in an international commercial arbitration against a Middle Eastern respondent in relation to a dispute concerning allegedly defective goods, non-payment, set-off and economic sanctions. The arbitration was seated in Berne, administered by the Swiss Arbitration Centre, in accordance with the Swiss Rules, and the CISG and Swiss law were the applicable laws
- **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
- a **Japanese manufacturing company** in respect of a Swiss arbitration between its subsidiary and a German manufacturing company

TMT

- **Aura**, an international consortium of luxury brands on reviewing its NFT marketplace on standard terms and conditions for user agreements in multiple jurisdictions
- **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
- **Certares Opportunities LLC and Knighthood Opportunities Capital Management LLC** on their US\$225 million equity investment in Global Blue Group Holding AG, a leading strategic technology and payments partner
- **Invesco**, an asset manager on the minting and marketing of non-fungible tokens to be given away as part of a promotion
- **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
- **Lionsoul**, a start-up business on development and global structuring (including coordination of local counsel in non-UK jurisdictions) of, and regulatory and distribution strategy in relation to, its tech-enabled, digital asset management platform
- a **global bank** in relation to the remediation of over 150 outsourcing arrangements entered into by its European subsidiary, to address the outcome of a regulatory audit

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
- **Hartree** on a minority equity investment in Ecoscurities (a Swiss company) who develop and consult on carbon credit projects
- **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
- **Swissgrid, TenneT and Transnet** on various merger control aspects of the creation of a joint venture in the energy sector that will develop and offer block-chain based technology for balancing energy
- **Swisspower Renewables** in the acquisition from Sargent.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
- 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
- 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

Mining

- **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
- **Ferrexpo plc's Board Sub-Committee**, a Swiss-based commodity trading and mining company, in relation to an investigation following the collapse of its Ukrainian banking counterparty
- **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
- **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
- 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
- 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

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

Credentials

Infrastructure and Transport

- **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
- **Cellnex** on its acquisition of 10,700 sites in France, Italy and Switzerland from Iliad and Salt, and on the roll out a "built to suit" program of up to 4,000 new sites
- **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 **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
- 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

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

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 its board membership in the independent Human Rights Advisory Board
- **Fédération Internationale de Football Association (FIFA)** on different actions against Atletico de Madrid Club de Fútbol

Africa

- **Swiss Re Capital Markets** on the marketing of securities in Libya
- 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
- a **Swiss reinsurer** on claims following a large fire on an industrial plant in Cameroon

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CHAMBERS UK 2024

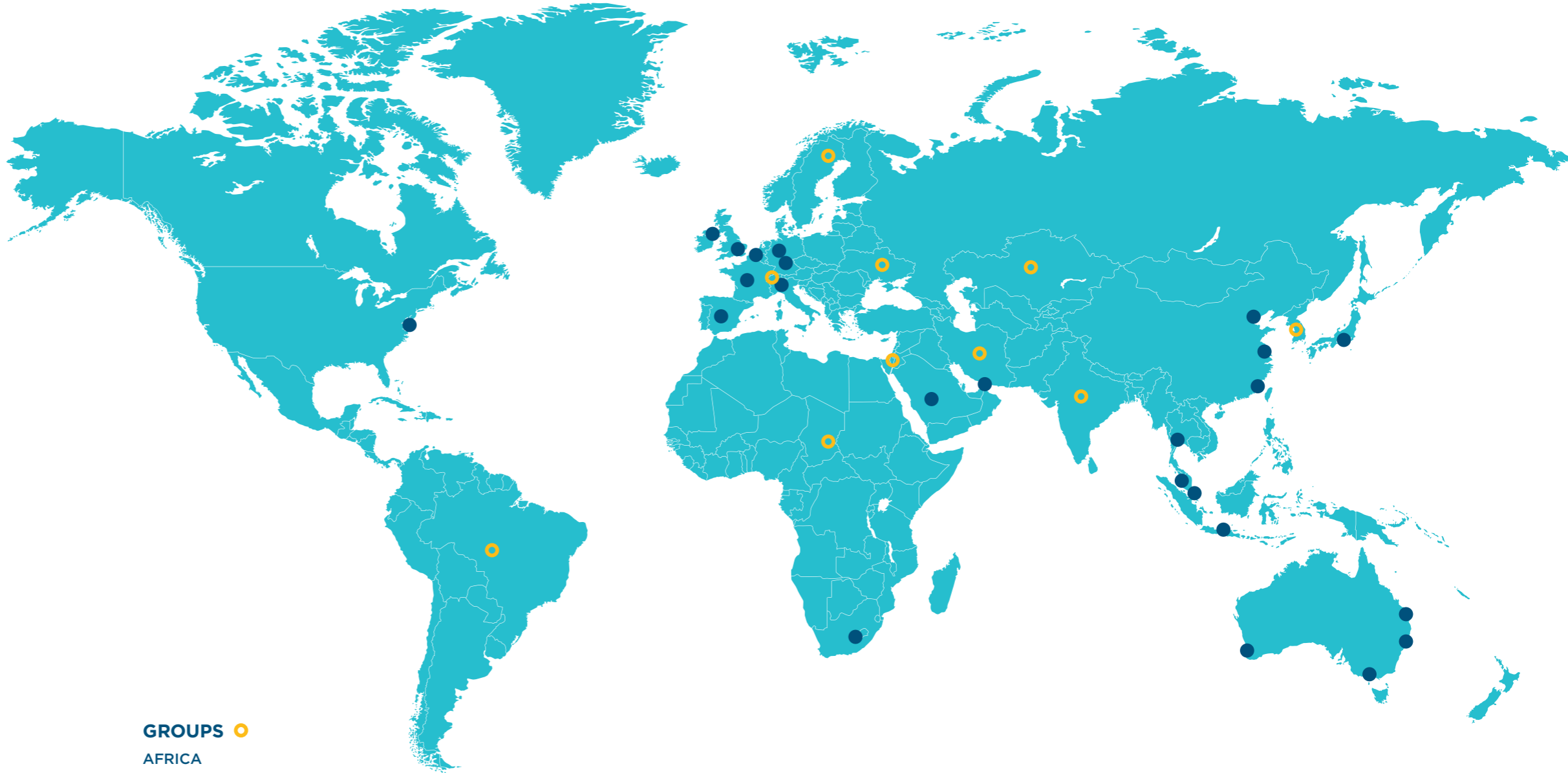
"THEY REALLY KNOW THEIR STUFF FOR AFRICA OIL AND GAS. WHEN THERE ARE COMPLICATED LOCAL POINTS THAT COME UP, THEY HELP GUIDE US THROUGH THOSE."
CHAMBERS GLOBAL 2024



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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