



Prominent Matters Walder Wyss's one-firm approach ensures that our fully integrated teams work seamlessly across all our locations to handle the most complex cases. Around 180 legal experts make Walder Wyss one of the most successful Swiss commercial law firms. We provide services to national and international clients in all language regions as the «Law Firm of Choice» in Switzerland.

walderwyss attorneys at law

«Their work was perfectly tailored to our requirements: It was precise, fast and efficient.»

Client Feedback

«The team is very responsive and proactive, providing a great service.»

Chambers Europe 2017

«Counting on Walder Wyss as a very reliable partner, we can focus fully on our business.»

Client feedback

«Walder Wyss provides top-notch advice and outstanding service.»

Legal 500 2017

Walder Wyss is one of Switzerland's foremost law firms. We have established a **leading position in specific sectors and product areas**, including, among others, financial services, healthcare & life sciences, energy & infrastructure, industry & commerce, information technology & telecommunications, media & communications and real estate.

Further, Walder Wyss was ranked as **number one law firm** and **law firm with the broadest footprint in Switzerland** by the Bilanz / Le Temps ranking – the first ranking by leading Swiss publications which was focused on the legal market in Switzerland.

We have handled a number of high-profile cases in a wide range of fields of expertise, such as (recent assignments only):

- Handling transactions with an aggregate deal value exceeding CHF 10bn during the last 12 months.
- Advising on many of the most significant domestic and cross-border M&A and capital markets transactions, public tender offers and roughly 40 private M&A transactions (with a deal value exceeding CHF 5m each) during the last 12 months.
- Several hybrid, convertible and regulatory bond / note issuances with an aggregate deal volume exceeding CHF 10bn.
- Frontrunner for Swiss structured finance transactions and involved in most public and private ABS transactions, synthetic transactions, covered bond transactions and other securitisations.
- Several substantial real estate transactions (listed and unlisted).
- Several IPOs, advising the issuer or the investment banks.
- Complex domestic and cross-border corporate restructurings and insolvency proceedings.
- Numerous venture capital and private equity transactions.
- Representing major multinationals in their successful trademark prosecution and litigation efforts.
- Currently representing clients in more than 20 international arbitrations, in particular in construction disputes over major infrastructure projects, and in joint-venture and post-M&A disputes.
- Several complex merger control proceedings (phase I and phase II) before the Swiss Competition Commission.
- Representing multinational pharmaceutical companies in their reimbursement & pricing strategies, applications and appeals before Federal Courts.
- Trusted advisor to the Swiss Government in large scale procurement matters.
- Furthermore, Walder Wyss has a dedicated start-up desk (www.startuplaw.ch) advising founders or investors of more than 100 start-ups in all kind of investment cycles, including numerous spin-offs from leading Swiss Universities (ETH, HSG, and EPFL).



Finance, Capital Markets & Regulatory

Recent experience includes advising:

- A syndicate of lenders in connection with the public takeover offer for all shares in Kuoni Reisen Holding AG (SIX-delisted).
- Swiss Life Ltd. (SIX listed) on its EUR 750m undated subordinated bond.
- Gategroup (SIX-delisted) on its CHF 350m bond.
- Zug Estates Holding AG (SIX-listed) on its CHF 100m bond.
- A large Swiss retail bank, as transaction counsel in the implementation of its listed covered bond program.
- DDM Holdings a specialist acquirer of distressed asset portfolios in Central and Eastern Europe with its registered seat in Switzerland and listed on Nasdaq OMX First North, on its public right issue.
- Auris Medical Holding AG (NASDAQ-listed) on its first Controlled Equity Offering (structured as an «at the market offering»).
- Multilease AG (Emil Frey Group) on its inaugural Swiss CHF 297m auto lease securitization transaction.

Corporate, M&A

Recent experience includes advising:

- Sanofi on its strategic partnership with Lonza as regards the establishment of a joint venture to build and operate a large-scale facility.
- Allied World Assurance Company Holdings (NYSE-listed) on its USD 4.9bn sale to Fairfax Financial Holdings Limited (TSX-listed) through public exchange offer.
- Fresenius Kabi on acquiring the biosimilar business under an asset purchase agreement from Merck Serono's subsidiary Ares Trading.



- EQT Mid Market Europe Fund on acquiring a majority stake in Open Systems AG from its current private owners who will remain invested.
- Akina on its merger with Unigestion's private equity business to create a leading expert in global small and mid-market private equity, with USD 6bn in AuM.
- The sole owner of software solution provider AutoForm Group on the sale of a majority stake in the AutoForm Group to Astorg Partners, one of the most successful independent private equity companies in Europe.
- Pax Holding and Pax, Schweizerische Lebensversicherungs-Gesellschaft AG on its sale of a majority stake in real-estate company Pax Anlage AG (SIX-listed). The transaction is one of the largest public real estate deals for the last few years in Switzerland.
- Morval Vonwiller Holding SA and its shareholders on the sale of a majority stake in the Morval Vonwiller Group, including Banque Morval SA, Geneva and Lugano, to Intesa Sanpaolo SpA, one of the leading banking groups in Europe.
- J. Safra Sarasin Holding AG on its acquisition of all shares in Credit Suisse (Monaco) S.A.M. and Credit Suisse (Gibraltar) from Credit Suisse AG.

Litigation & Arbitration

Recent experience includes advising and representing:

- A multinational in a USD 3.5bn dispute over proceeds from oil & gas production in the CIS.
- A Russian group in a USD 1bn dispute over guarantees.
- A contractor in a construction arbitration resulting from a several hundred million EUR infrastructure project in Turkey.
- A European bank against a former manager charged with embezzling more than EUR 700m.
- A German construction company in annulment proceedings brought by the Kingdom of Thailand against a bilateral investment treaty award.
- A subsidiary of a listed Russian conglomerate in a post-M&A dispute regarding a railway rolling stock production plant.

Insolvency & Restructuring

Recent experience includes:

- Acting as Swiss counsel for the ad hoc Committee of Noteholders and Lenders as supporting creditors of Pacific Exploration & Production Corp, Toronto, in its complex debtor in possession financing restructuring transaction under CCAA.
- Representation of large creditors, including foreign administrators, in the Swiss insolvency proceedings of Petroplus Group companies.
- Advising client on restructuring/insolvency matter involving, inter alia, a USD 100m plus claim over contaminated syringe vaccine which lead to a global product recall.
- Advising on the structuring and implementation of worldwide exclusive licensing of a biotech portfolio in financial distress to another listed biotech company.
- Acting as Chairman of the Creditors' Committee in the liquidation proceedings of Flightlease AG (handling SAirGroup's aircraft portfolio).
- Assisting with the corporate implementation of a bankruptcy related internal (financial) restructuring to successfully emerge from Chapter 11.
- Advising listed client on the closure of one production site, including mass dismissal, social plan negotiations with works council and labour unions, relocation of part of production to France, relocation of another part of production to Germany.



Tax

Recent experience includes:

- Focusing on high-end transactional (M&A, PE, real estate), structured finance, capital market, corporate restructuring and relocation work, on leading tax controversy, and on prominent estate planning.
- Assisting in the tax efficient structuring of auction procedures and acquisition transactions including management participation and finance.
- Developing and launching new forms of structured finance and refinancing.
- Advising listed companies, large multinationals and leading financial institutions, entrepreneurs and family owned businesses that have chosen to retain Walder Wyss Ltd. as their Swiss legal and tax counsel.
- Representing corporate and private clients in audits and contentious matters in all fields of taxation as one of the leading tax litigation firms in Switzerland.
- Representing a large international bank as well as large Swiss industrial companies in matters concerning foreign withholding taxes and foreign tax credits.
- Advising major foreign financial institutions on Swiss dividend withholding tax refunds through the judicial system up to the Swiss Federal Supreme Court.

Intellectual Property & IT Transactions

Recent experience includes:

- Representing Merck KGaA and Merck Schweiz AG in Switzerland against Merck & Co. Inc. and various other MSD group companies in a high profile litigation. Merck KGaA, seated in Germany, and MSD seated in the US are both pharmaceutical companies with a common origin.
- Representing major multinationals, such as Novartis, H&M and Mövenpick, in their successful trademark prosecution and litigation efforts.
- Advising a multi-national client on trademark and design strategy and prosecution matters.
- Advising a multinational company on a complex multi-jurisdiction litigation in the field of trademark and business secrecy/know-how in relation to major probiotic product. Various injunction proceedings; trademark opposition proceedings; cancellation proceedings; negotiation of distribution agreement.

- Advising a global Swiss-based financial services group on several global IT outsourcing transactions, including drafting and negotiating the contracts and assisting in their implementation.
- Advising and representing various maisons of Richemont (incl. IWC, Cartier, Montblanc, Lange, Vacheron Constantin, Van Cleef & Arpels) in trademark, copyright, design right, trade dress and unfair competition disputes.

Antitrust / Competition

Recent experience includes representing:

- Swisscom in the appeal proceeding before the Swiss Federal Supreme Court regarding the fine imposed by the Swiss Competition Commission (ComCo) for an alleged price squeeze in the broadband market.
- Swiss Post and Swiss Federal Railways in the joint venture called SwissSign AG, a Swiss certificate service provider. The merger was cleared by the ComCo in phase I in March 2017.
- A major construction company in the investigation by the ComCo regarding unlawful restraints of competition.
- British Airways in the air cargo investigation and in the appeal proceedings in Switzerland.

Healthcare & Life Sciences

Recent experience includes:

- First time ever in Switzerland that a pharmaceutical therapeutic-cross-comparison by Swiss Government was successfully challenged before Swiss Federal Administrative Court. The Swiss Government accepted the verdict won by Walder Wyss.
- Fastest positive reimbursement & pricing decision for an innovative cancer drug in Switzerland in the last five years. Walder Wyss had helped the company with their strategy and their application.
- Ongoing representation of several pharmaceutical companies before Swiss Government, Swiss Federal Administrative Court and Swiss Federal Supreme Court in market access and pricing matters.
- Advising on and representing numerous pharmaceutical and biotech companies in regulatory matters including white collar crime.
- Advising one of the major pharmaceutical trade associations on market access and regulatory matters.
- Ongoing representation of several private and public hospitals and clinics in litigation regarding questions of pricing against healthcare insurers and government authorities.

«They are very dedicated and committed lawyers. They have a very open style of communication. They are very diligent, don't mind long hours and put in the extra hours if they are needed.»

Client feedback

«A well-managed and flexible firm with a customer-first attitude. Very responsive, with a pragmatic approach, broad knowledge and a good network.»

Chambers Europe 2017

«Walder Wyss are by far the leading Swiss law firm for both public and private securitisations. They are very practical and know how internal processes in banks work.»

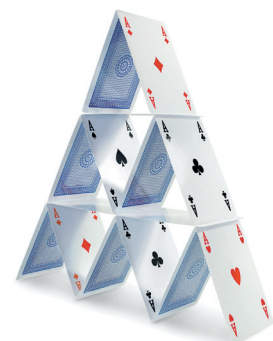
IFLR1000 2017

«Walder Wyss provides quick and accurate service and excellent value for money.»

Legal 500 2017

«The team stands out for its expertise and responsiveness – it really knows what it is doing and has a reputation as experts in this area. Those are the key elements for me: they are commercial and they very much understand my business.»

Client feedback



Real Estate

Recent experience includes advising:

- The seller of a large life science campus in Basel towards the community of Basel as buyer.
- Pradera on the acquisition of a Swiss real estate asset within a pan-European real estate portfolio of IKEA Centers together with Gleiss Lutz acting as lead counsel.
- Crowdhouse in the establishment of the first internet based real estate platform in Switzerland used for crowdfunding of real estate investments.
- The senior lender as seller of the World Trade Center in Lausanne towards Intershop as buyer.
- Swiss Finance & Property and their respective investment fund vehicle in various substantial real estate transactions as buyer of commercial and residential real estate.
- A Middle-Eastern sovereign wealth fund on its acquisition and financing of one of the largest real estate development projects in Switzerland.
- Blackstone Group LP with respect to the Swiss part of the announced acquisition of assets of GE Capital Real Estate in a transaction valued at approximately USD 23bn globally.

Public Law

Recent experience includes:

- Advising public utilities group on a complete restructuring; various interfaces with federal regulator and state authorities; transfer of permits and concessions, etc.
- Representation of major Swiss Nuclear Power Operator in suit of NGO to shut down two entire plants due to seismic security claims.
- Chair of the expert group formed by the Swiss Confederation for the revision of the Federal Law on Public Procurement.
- Advising the Swiss Confederation on procurement of infrastructure for new Swiss passport.
- Advising and representing the Swiss Confederation as well as Swiss cantons in complex public procurement transactions and court cases.

Employment

Recent experience includes:

- Advising a large reinsurance company on new CEO contract, structure for new top management contracts, compensation structure and compensation regulations.
- Advising one of the largest outlet centre operators on applying for approval of Sunday work based on new legislation, special argumenta-

- tion and a newly created and untested method; organisation of statistical data to support application (public interviews, opinions); negotiation of new collective bargaining agreement with two major labour unions.
- Successful representation of a multinational life sciences company before the Swiss Federal Court against an arbitration ruling in connection with a dispute against a former employee; advising the company in all employment related areas (revising and adapting working time regulations and procedures according to the requirements of the new working time regulations and the client's specific needs, bonus plan, social security, competition clauses, etc.).
- Advising a major Swiss bank on employment related matters in connection with a cross-border outsourcing of a business unit. Complex cross border structure, TUPE structuring, advice on social security and pension matters.

Private Clients

Recent experience includes:

- Advising an ultra-high net worth individual on his advance care planning and estate planning taking into consideration his intended marriage by structuring the wealth of the husband (company shares) with a trust for the benefit of his children.
- Advising a non-Swiss ultra-high net worth individual, residing in Switzerland as a lump sum taxed individual, on the Swiss issues of his multinational estate and tax planning. Walder Wyss was engaged to set up a new top Swiss holding company and its real estate subsidiaries, including Lex Koller authorizations and tax planning.
- Relocation to Switzerland of top executive at NYSE-listed company, including pre-immigration estate and tax planning, in particular advice on the Swiss succession and tax treatment of substantial family trusts and import of USD 60m aircraft.
- Advising a Swiss industrialist on the setup of a charitable foundation funding a range of humanitarian, educational and cultural projects in Africa.
- Advising a LATAM billionaire heiress on her intended relocation to Switzerland, including sophisticated analysis of treaty benefits regarding the distribution of very substantial dividends in several jurisdictions.
- Advising a Swiss resident on the sale of a substantial residential property ultimately owned by a family trust. Tax and legal advice regarding the transaction.

Employees

Around 180 legal experts

Around 100 employees in support functions

Walder Wyss Ltd.

Zurich, Geneva, Basel, Berne, Lausanne, Lugano

Phone +41 58 658 58 58

Fax +41 58 658 59 59

reception@walderwyss.com

www.walderwyss.com

