



**Prominent Matters** Walder Wyss's one-firm approach ensures that our fully integrated teams work seamlessly across all our six Swiss locations to handle the most complex cases. Around 200 legal experts make Walder Wyss one of the most successful Swiss commercial law firms. We provide services to national and international clients as the «Law Firm of Choice» in Switzerland.

## walderwyss attorneys at law

«Their client service and multijurisdictional work is excellent.»

Chambers Europe, 2018

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

Client Feedback

«Excellent lawyers who provide an outstanding quality as well as great responsiveness.»

Legal 500, 2018

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

Client feedback

«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

Walder Wyss 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 is being ranked as **No. 1 law firm** and **law firm with the broadest footprint in Switzerland** by the «Bilanz / Le Temps» rankings in 2017 and 2018 – the most important ranking by leading Swiss publications 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 50 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.
- Representing banks and other lenders and borrowers in large scale domestic and international finance transactions, including acquisition finance, corporate finance and asset finance.
- 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 banks, securities dealers and fund management companies in regulatory matters (including licensing or enforcement proceedings as well as distribution matters).
- 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](http://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:

- The underwriting banks on the IPO of Medartis Holding AG at the SIX Swiss Exchange.
- Athris AG on its IPO at the BX Swiss Exchange.
- Valiant Bank (SIX-listed) on its inaugural CHF 250m Swiss covered bond.
- Baloise Group (SIX-listed) on its inaugural CHF 500m hybrid bond.
- Essentially all originators and issuers in relation to Swiss public ABS transactions, including AMAG Leasing, Multilease (Emil Frey), Cembra and Swisscard as well as originators and issuers of private ABS transactions.
- Glarner Kantonalbank on its CHF 100m perpetual subordinated Additional Tier 1 bond.
- A syndicate of lenders in connection with the public takeover offer for all shares in Kuoni Reisen Holding AG (SIX-delisted).
- Finance providers in connection with the public takeover offer for all shares in Immomentum AG (BX-delisted).
- Cembra on its refinancing transaction of SME loans sourced through Lendico's (PostFinance's) marketplace lending platform.
- Swiss Life Ltd. (SIX-listed) on its EUR 750m undated subordinated bond.
- Gategroup (SIX-delisted) on its CHF 350m bond.
- Baloise Group (SIX-listed) on its inaugural CHF 500m hybrid bond.
- Zug Estates (SIX listed) on its inaugural CHF 100m bond.
- 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»).
- Equatex AG (first private equity owned securities dealer subject to prudential supervision of FINMA) in regulatory matters.
- Helvetica Property Investors in licensing and regulatory matters.



## Corporate, M&A

Recent experience includes advising:

- The Burkard family on the sale of Schenker-Winkler Holding AG (which held a majority of the voting interest in SIX-listed Sika) to Compagnie de Saint-Gobain for a purchase price of CHF 3.22bn, thereby ending one of Europe's bitterest takeover battle.
- White Tale Holdings LLP, a limited partnership comprising 40 North Latitude Master Fund Ltd. (40 North) and two Corvex funds as limited partners, and 40 North on its acquisition of a significant stake in SIX-listed Clariant AG, of which 24.99% were sold to Saudi Basic Industries Corporation.
- JAB Holding, together with the management of the Swiss luxury shoes and accessories company, on its sale of control in Bally International A.G. to Shandong Ruyi Investment Holding, a leader in textiles and apparel in China.
- NYSE-listed Integer Holdings Corporation, a leading medical device outsource manufacturer, on the sale of its Advanced Surgical and Orthopaedics product lines to MedPlast, LLC, a leading global services provider to the medical device industry, for USD 600m in cash.
- The SIX-listed Metall Zug Group on its acquisition of 70% of Haag-Streit Holding AG, the global market leader in the ophthalmology market (Diagnostics, Surgical, Practice Equipment).
- SIX-listed Tamedia on its public takeover of the SIX-listed media promoter Goldbach Group.
- Toys'R'Us Switzerland AG on the sale of its stores as part of the DACH-region business to Irish-British toy retailer Smyths in the course of the voluntary Chapter 11 proceeding of US toy retail chain Toys'R'Us involving substantial financial restructurings.
- SIX-listed Georg Fischer AG on its purchase 100% of the shares in Precicast Industrial Holding SA, a Swiss-based precision casting specialist.
- Private individuals on the sale of their shares in JO TEC AG to NYSE-listed CryoLife, Inc., a leading medical device and tissue processing company focused on cardiac and vascular surgery, for USD 225m.
- Bank J. Safra Sarasin AG and Banque J. Safra Sarasin (Luxembourg) S.A. on the acquisition from Bank Hapoalim B.M., Israel, and Bank Hapoalim (Switzerland) Ltd of a majority of the portfolio of international private banking customers in Switzerland, Luxembourg and Israel.
- NYSE-listed Allied World Assurance Company Holdings on its USD 4.9bn sale to Fairfax Financial Holdings Limited (TSX-listed) through public exchange offer.
- 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.

## 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.
- An Indian conglomerate company in a USD 1.2bn banking dispute.
- A Swiss multinational (SIX listed) in white-collar crime proceedings.
- 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 subsidiary of a listed Russian conglomerate in a post-M&A dispute regarding a railway rolling stock production plant.
- Coordinating a multi-jurisdiction litigation with claims exceeding CHF 1bn in Switzerland, Asia and the Caribbean.
- Advising an international financial service provider in multibillion litigation proceedings in various jurisdictions.

## 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 Flight-lease 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 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 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.
- Representing and advising major industrial company in a world-wide patent litigation concerning nullity, infringement and vindication of a patent family in the field of beam cutting technology.
- Advising a major Swiss credit card and digital payment offeror in the negotiations of various digital payment-related IT-project and development agreements.
- Advising a major global international insurance group in the re-negotiation of a global outsourcing agreement before term renewal.
- Advising a foreign national broadcaster on the digital re-transmission of TV-programs in Switzerland through OTT-based streaming services on broadcasting, telecommunications and copyright implications with collective societies.
- 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.
- Representing the largest Swiss retailer in different complex trademark litigations relating to foodstuffs.
- Advising a large number of global as well as domestic companies, including several listed companies, on GDPR compliance.
- Developing, advising and implementing the Trade Mark Strategy of a global insurance group.

## Real Estate

Recent experience includes advising:

- Akara Fund AG and its contractual investment fund vehicle in the course of its acquisitions of various commercial and residential real estate all across Switzerland.
- GMG in the course of the sale of its Swiss real estate portfolio to various buyers.
- The seller of a substantial retail portfolio in the course of a share deal to a leading Swiss real estate investment fund.
- Crowdhouse in the establishment of the first internet based real estate platform in Switzerland used for crowdfunding of real estate investments.
- 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.
- Artisa Group in connection with the acquisition of several residential and commercial properties and with the sale of real estate development projects to major Swiss institutionals.

«Their strengths are integrity, transparency and response rate, in relation to time and quality of advice.»

Chambers Europe, 2018

«Capital markets is a clear focus for Walder Wyss and the firm is a leader in the securitisation field. It also has strong practices across banking, M&A and restructuring.»

IFLR1000, 2018

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

Legal 500, 2018

«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

## Public Law

Recent experience includes:

- Advising Federal Government on critical and large scale outsourcing project.
- Advising Federal Railways in dispute regarding the operation permits for a new fleet of rolling stock.
- 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 an attempt of NGO to shut down two entire plants due to seismic security claims.
- Representing public utilities in various proceedings relating to the access to proprietary information.
- Advising Canton of Zurich on large scale clean-up projects for industrial dump sites.
- 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 Identity Card.
- 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 multinational group of companies on the reorganisation of its worldwide Human Resources structure (building of a limited number of worldwide hubs which are responsible for all Human Resources aspects within the group) and on the implementation of such new Human Resources structure (e.g. dealing with issues in connection with the relocation of employees to new hubs, service agreements, immigration, terminations, rearrangements of contracts and works council negotiations).
- Advising a multinational pharmaceutical group of companies on the harmonisation of its terms and conditions of employment throughout Switzerland and on various questions regarding their implementation.
- Advising a listed company on the restructuring of a long-term incentive plan and an equity plan for its management and creation of a new and untested long-term service vesting element allowing senior management to profit from awards while no longer employed with the group.
- Advising the former CEO of a listed company in connection with various complex issues surrounding the say on pay legislation (VegüV).

## 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.
- Advising several Swiss and foreign VC funds in investments in biotech start-ups.

## 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.

## 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 200 legal experts

Around 100 employees in support functions

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