



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 250 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

"Hands on, friendly, interested, quick and skilled."

Chambers Europe, 2022

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

Client Feedback

"Very motivated, capable and resourceful team. Extensive knowledge in different sectors."

Legal 500, 2021

"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

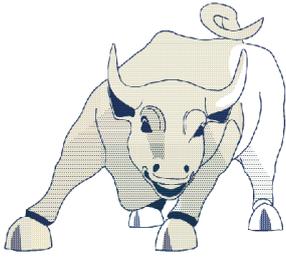
"Very professional team of Swiss lawyers, very available and competent."

Client feedback

Walder Wyss established a **leading position in all relevant areas** and is once again being **top-ranked as a law firm with one of the broadest footprints in Switzerland by the «Bilanz / Le Temps» ranking 2022** – the most important ranking by leading Swiss publications focusing on the legal market in Switzerland.

We have handled numerous 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 50bn 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 70 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 30 international arbitrations, in particular in construction, joint-venture and post-M&A disputes.
- Representing clients in high profile commercial cases in court throughout the country and before the Swiss Federal Supreme Court.
- 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.
- Dedicated start-up desk (www.startuplaw.ch) advising founders or investors of more than 150 start-ups in all kind of investment cycles, including numerous spin-offs from leading Swiss Universities (ETH, HSG, and EPFL).
- Several landmark and «bet the company» decisions from courts throughout the country, including the Swiss Federal Supreme Court.



Finance, Capital Markets & Regulatory

Recent experience includes advising:

- Acted as counsel to Credit Suisse AG and UBS AG as Joint Global Coordinators and Joint Bookrunners in the Rights Offering of Swiss Steel Holding AG.
- Goldman Sachs, on the establishment of a new Swiss residential mortgage business platform.
- CRISPR Therapeutics on its CHF 200m ATM Programme.
- The underwriting banks on the IPO of Medartis Holding AG at the SIX Swiss Exchange.
- Aluflexpack in its IPO on the SIX Swiss Exchange.
- Valiant Bank (SIX-listed) on its inaugural CHF 250m Swiss covered 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).
- Cembra on its refinancing transaction of SME loans sourced through Lendico's (Post Finance's) marketplace lending platform.
- Swiss Life Ltd. (SIX-listed) on its EUR 750m perpetual subordinated bond and its CHF 600m inaugural green bond.
- Baloise Group (SIX-listed) on its inaugural CHF 500m hybrid 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 rights 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 and its sale to the Computershare group of companies.
- Helvetica Property Investors in licensing and regulatory matters as well as the listing of the HSC Fund on SIX Swiss Exchange.
- Zürcher Kantonalbank in the acquisition of a CHF 800m residential mortgage portfolio from a large Swiss insurance company.

Corporate, M&A

Recent experience includes advising:

- DSM on its EUR 42bn merger with Firmenich International, becoming the leading creation and innovation partner in nutrition, beauty and well-being.
- Nestlé on its CHF 10bn sale of its Skin Health Business.
- SIX-listed Montana Aerospace AG on the acquisition of the Asco Group and the issuance of new shares.
- SIX-listed Komax Holding AG on a transaction with SIX-listed Metall Zug pursuant to which Metall Zug contributed its wire processing division, the Schleuniger Group, into Komax and received a 25% stake in Komax in return.
- KLAR Partners on its acquisition of ISS Kanal Services AG.
- Astorg on its acquisition of CordonPharma from ICIG.
- JENOPTIK (Xetra: JEN) on the acquisition of Berliner Glas Medical Applications and SwissOptic from Berliner Glas GmbH, a wholly-owned subsidiary of ASML Holding N.V. (NASDAQ: ASML)
- Aduno Holding AG on the CHF 277m sale of 100% of the shares in cashgate AG to SIX-listed Cembra Money Bank AG.
- Demant A/S on the divestiture of its Hearing Implants business to Cochlear Limited.
- DDM Group on the acquisition of Swiss Bankers Prepaid Services AG.
- Constellation on the sale of a majority stake in Swiss E-Mobility Group to TVS Motor Company.
- The Independent Bid Committee of the board of directors of Nasdaq Stockholm listed Ori flame Holding AG with regard to all Swiss legal aspects of the public tender offer of Walnut Bidco Plc to the shareholders of Oriflame Holding AG.
- NYSE-listed Dana Inc. on the acquisition of the Drive Systems Segment from SIX-listed OC Oerlikon.
- 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.
- Bank J. Safra Sarasin AG on the acquisition of 42.5% of the Swiss online bank zweiplus ag.

Regulated Industries & Competition

Recent experience includes:

- Daimler AG and Volvo AB in the merger control proceeding before the Swiss Competition Commission regarding their fuel-cell joint venture.
- 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.

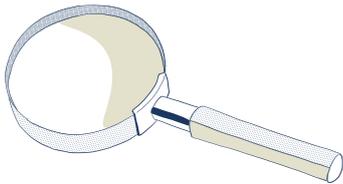
- Tamedia AG in the acquisition of Goldbach Group, a leading player in the marketing of TV and radio advertising. The merger was approved by the Swiss Competition Commission after a phase II investigation.
- Aduno Group in the Apple Pay investigation conducted by ComCo.
- Swiss Federal Railways and Swiss Combi, a company held by four major Swiss logistics companies, in the merger control proceedings related to the acquisition of joint control over SBB Cargo AG. SBB Cargo AG is the leading freight train operator in Switzerland. The merger was cleared by the Swiss Competition Commission (ComCo) after a phase II investigation.
- British Airways in the air cargo investigation and in the appeal proceedings in Switzerland.
- Advising Swiss Army on procurement of specialized IT services.
- Advising Swiss 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.
- Advising Swiss Domain Registry on contract dispute.
- Successful representation of Swiss Nuclear Power Operator against an NGO attempt to shut down two plants due to alleged seismic security issues.
- Continued advice to Swiss Universities on IT and HR related matters.
- Advising intergovernmental organization on joint IT procurement initiative.
- Successful representation of Federal Railways before the Swiss Supreme Court in a infrastructure project in the Canton de Valais.
- 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 new biometric passport and ID card.
- Advising and representing the Swiss Confederation as well as Swiss cantons in complex public procurement transactions and court cases.

Litigation & Arbitration

Recent experience includes advising and representing:

- An international financial services provider in multi-billion litigation proceedings in various jurisdictions.
- An Indian conglomerate in a USD 1.2bn commercial dispute.
- A chemical multinational in a USD 330m dispute.

- Claimant in a USD 100m arbitration regarding a large maritime infrastructure project.
- An eminent national football organization in civil and criminal proceedings in connection with the hosting of the world cup.
- A US metals producer in an ICC arbitration over damages claims in excess of USD 200m.
- An Eastern Europe State in a post M&A dispute over privatization in excess of USD 120m.
- A UHNWI in a USD 120m dispute over a real estate project.
- A commodities trader in a dispute over long-term contracts and damages in excess of USD 100m in various arbitrations and court proceedings.
- A UHNWI entrepreneur in a shareholders' and control dispute in excess of CHF 100m.
- A pharma multinational in a post M&A dispute in excess of CHF 120m.
- A contractor in a USD 90m arbitration over an infrastructure project in the Middle East.
- Respondent in a USD 40m arbitration regarding a dispute arising from a large solar plants project.



Corporate Crime & Investigation

Recent experience includes:

- Conducting an internal investigation for the University Hospital Zurich regarding alleged conflicts of interests of the head of the department of cardiac surgery.
- Conducting and coordinating a multi-year internal investigation for a major financial institution regarding fraud (civil, criminal, regulatory aspects).
- Conducting an internal investigation for a listed pharmaceutical company regarding alleged accounting and tax related irregularities.
- Representing a European bank against a former manager charged with embezzling more than EUR 700m.
- Representing a listed luxury goods manufacturer in a USD 200m "romance scam" large scale fraud.
- Representing Migros (a leading Swiss retailer) in the criminal proceedings for disloyal management against the former chairman of the cooperative Neuchâtel-Fribourg.
- Representing companies such as Nestlé and Ralph Lauren in criminal proceedings for embezzlement against employees (and accomplices).
- Representing a group of health clinics in criminal proceedings for private bribery and disloyal management against their former architect and various contractors.
- Advising various companies in relation to

#metoo investigations.

- Defending a former top executive of a bank against money laundering allegations.

Private Clients

Recent experience includes:

- Advising executors of a non-Swiss UHNWI, who resided in Switzerland, on the Swiss issues of his multinational estate (wealth of approx. USD 800m) and tax issues with regard to the trust established by the deceased. Walder Wyss is furthermore engaged to assist in the liquidation of the estate including the sale of a property with a value of approx. CHF 60m and the liquidation of a charitable foundation.
- Advising a young entrepreneur, a non-Swiss UHNWI with a wealth of approx. USD 150m regarding his cross-border estate planning and the establishment of a charitable foundation to support a sustainable environment.
- 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.
- Advising a large group of Swiss heirs regarding the partition of two estates which belong to the community of heirs since thirty years and comprise highly valuable assets (wealth of approx. USD 200m). Inheritance law and tax advice regarding the liquidation of the estates.

Healthcare & Life Sciences

Recent experience includes:

- In 2021, Walder Wyss has won a dozen appeals before the Federal Courts in the life sciences sector.
- 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.
- Advising several Swiss and foreign VC funds in investments in biotech start-ups.
- Ongoing representation of several private and public hospitals and clinics in litigations regarding questions of pricing against health-care insurers and government authorities.
- Complex outlicensing and financing transaction for client developing novel gene therapies for cardiac diseases.
- Life-Sciences-Regulatory support in various Healthcare company acquisitions.
- Deals with governmental agencies for COVID-19 related pharmaceuticals.

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 tax efficient structuring of auction procedures and acquisition transactions including management participation and finance.
- Developing and launching new forms of structured finance and refinance.
- Representing corporate and private clients in audits and contentious matters in all fields of taxation and regularly before the Swiss Federal Supreme Court as one of the leading tax litigation firms in Switzerland.
- Representing large international banks 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.
- Advising a U.S.-based fund on the acquisition of several high-performance data centers in different locations in Switzerland (deal value of several hundreds of millions USD).
- Advising a U.S.-based worldwide leading firm for automotive products and services on the structuring of a group-internal restructuring including the transfer of assets and liabilities totalling a single-digit billion USD amount.

Technology & Intellectual Property

Recent experience includes:

- Representing Merck KGaA and Merck Schweiz AG 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.

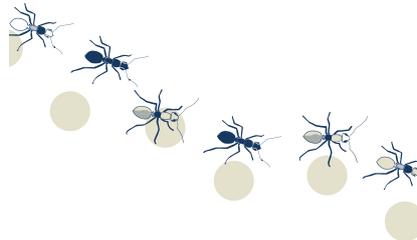
- Advising a multinational company on a complex multi-jurisdiction litigation in the field of trademark and business secrecy/know-how in relation to major probiotic product. Various injunction proceedings, trademark opposition proceedings, cancellation proceedings and negotiation of distribution agreement.
- 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 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 trade dress litigations relating to foodstuffs.
- Advising a large number of global as well as domestic companies, including several listed companies, on GDPR compliance.

Real Estate

Recent experience includes advising:

- A US based fund on the acquisition of several high performance data centers in different locations in Switzerland (deal value of several hundreds of millions USD).
- A number of Nordic and Middle-Eastern sovereign wealth funds on large-scale real estate acquisition and real estate development projects in Switzerland.
- One of Switzerland's leading banks in the course of a sale of a landmark building in Basel.
- A Swiss institutional investor in real estate development projects worth more than CHF 1bn situated in the German, French and Italian speaking parts of Switzerland.
- A large multinational company in its Swiss construction projects worth overall approximately CHF 1bn.

- Representing a SIX-listed real estate company in its multi-million CHF construction lawsuit.
- Advising a Swiss institutional investor in the purchase of a portfolio comprising more than a dozen residential and commercial properties in Switzerland.
- A UHNWI in the course of a complex construction project relating to a villa in St. Moritz.
- A foreign buyer in the course of a complex building right transaction.
- Advising a leading Swiss Bank in connection with the purchase of several real estate development projects in the Italian speaking part of Switzerland.



Employment

Recent experience includes:

- Merger of 19 companies operating the various stores to one legal entity. At the time, the stores had to close due to the COVID-19 issues: coordination of complex (due to merger) furlough applications, challenging of negation furlough decisions in court, planning of store re-openings (health & safety, staff rotation, reduced operations).
- Advising an international natural resources company on the sale of its offshore business and the transfer of its employees to a foreign company, combined with the mass dismissal of employees.
- Conducting an investigation in an international company based on complaints about sexual harassment, involving many European countries, including the conducting of a thorough assessment of and compliance with all equal opportunities policies.
- Advising a listed company on the set up of a new equity incentive and investment plan for its top management.
- Advising a listed company on all labor law issues relating to the takeover by another listed company. Specifically, execution of mass dismissal proceedings, conducting of complex social plan negotiations with employee representatives.
- Advising a multinational food and beverage company on all legal aspects of the introduction of a permanent desk sharing and work from home model for its employees post COVID including cost bearing, social security, tax implications for employees, risk of permanent establishment, health protection.
- Advising a multinational company active in the gig economy on labor law and social security issues related to employee versus independen-

dent contractor status, including negotiations with government authorities and court proceedings before local and federal courts.



Employees

Around 250 legal experts
Around 100 employees in support functions

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