



Corporate / M&A



LEGAL
INSIGHT.
BUSINESS
INSTINCT.



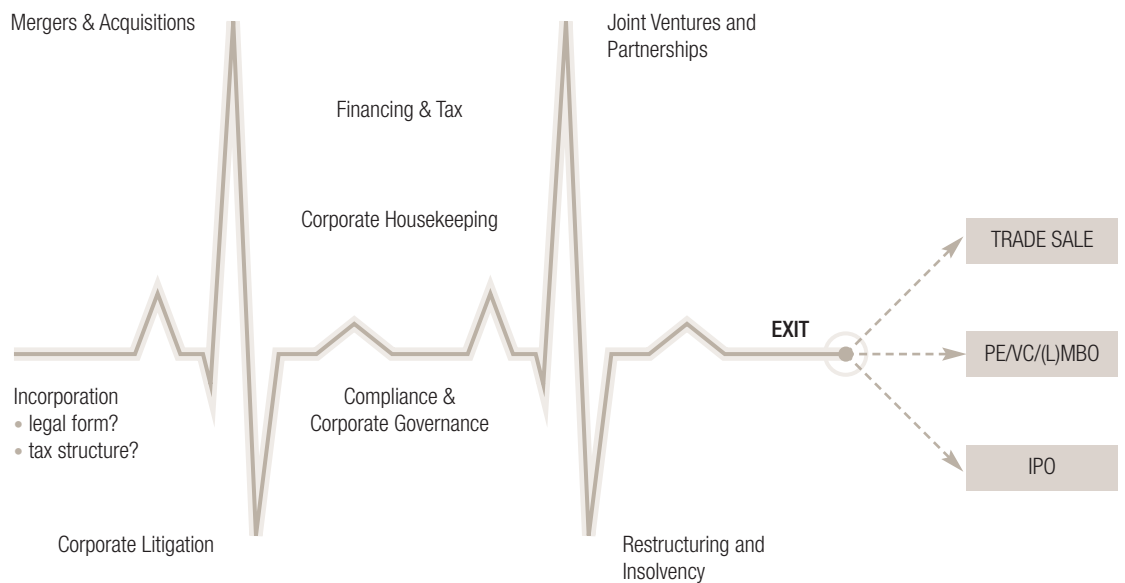
Clients describe the firm as “pragmatic; they know their business, they are very business-oriented and above all they're friendly, nice people to work with.”

(Chambers – 2017)

A COMPREHENSIVE EFFICIENT APPROACH

Corporate issues are extremely diverse and require expertise in many areas of practice. Our in-depth transactional expertise enables us to serve both our domestic and international clients in a broad range of sectors with business-oriented solutions and allows us to advise our clients on all corporate legal issues. Driven by a thorough knowledge of our clients' business, Lydian's corporate practice provides a full range of services and support in corporate transactional and other matters, ensuring clear and practical solutions.

COMPANY LIFELINE





THE FULL SCOPE OF LYDIAN'S CORPORATE SERVICES

We have in-depth expertise in the following matters:

- Business Restructuring and Insolvency
- Corporate Advisory
- Corporate Governance
- Corporate Housekeeping
- Corporate Litigation
- Equity Capital Markets
- Finance
- Joint Ventures and Partnerships
- Mergers and Acquisitions
- Tax
- Warranty and Indemnity Insurance

BUSINESS RESTRUCTURING AND INSOLVENCY

Lydian's specialists advise on complex restructurings and insolvencies across a wide range of distressed situations, notably in the areas of finance, tax, real estate, litigation and pensions, and we employ analytical and creative thinking to structure the best possible solutions.

Lydian also offers practical and commercial advice on the contentious and non-contentious issues that are inevitably encountered in insolvencies. We regularly represent debtors, secured and unsecured creditors, financial institutions, insurance companies, landlords, creditor committees, directors and insolvency practitioners.

CORPORATE ADVISORY

Our experienced lawyers advise and support all types of companies, from SMEs to listed multinationals, from local to regional and federal authorities, across all sectors and on all aspects of company law. We have an entrepreneurial spirit and take the time to understand the in's and out's of our clients' businesses.

Our expertise covers the whole range of corporate issues including:

- incorporation of companies (including advising on the most suitable legal form and the most tax-efficient structure);
- general corporate housekeeping (including the drafting of board and shareholder minutes and the preparation of annual documents, special reports and meeting notices);
- compliance with applicable laws and regulations (including corporate governance and compliance issues for listed companies);
- directors' duties, conflicts of interest, liability, remuneration;
- shareholders' rights and obligations, shareholder disputes.

CORPORATE GOVERNANCE

Lydian understands the crucial role that corporate governance plays in the context of our clients' specific business activities. Our lawyers have comprehensive experience in helping clients deal with the evolving rules and standards of best practice as regards board operations, directors' duties and shareholder relations.

Our lawyers provide advice on corporate governance issues to listed companies, institutional investors, private equity players, board committees and directors and public authorities. Our proactive approach enables us to protect clients from adverse legal issues by providing strategic guidance, assessment and planning in a large variety of legal disciplines, including corporate, securities regulation, employment, litigation, tax, and regulatory matters.

CORPORATE HOUSEKEEPING

Corporate housekeeping can be a truly daunting task for many companies as it requires quite a significant amount of time and internal resources. Given that failure to comply with the relevant obligations can lead to financial and criminal sanctions, companies are under a great deal of pressure to keep up with the evolving requirements in this respect.

Our lawyers understand these constraints and help clients by taking a very hands-on, practical approach. We tailor our services to suit the needs of individual clients, whether local entities or foreign subsidiaries. We assist them in all matters ranging from drafting board and shareholder minutes to preparing the relevant documents required for the approval of the annual accounts.

CORPORATE LITIGATION

Lydian assists its business clients in identifying areas of potential litigation and helps to protect and defend them in complex cases. In addition to representing clients before the courts, our lawyers represent clients in matters before administrative and regulatory agencies, and in arbitration, mediation and other dispute resolution procedures.

Our corporate lawyers work very closely with the firm's Litigation Department to represent clients in all types of litigation related to corporate matters, including shareholder disputes, taxation, commercial, real estate, intellectual property and insurance matters. Lydian's corporate litigation lawyers are widely recognized for their ability to respond to situations which require immediate action in a focused and cost-effective manner.

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EQUITY CAPITAL MARKETS

Lydian understands that businesses need to secure cash in order to operate and expand. We advise issuers, underwriters and equity holders on a wide range of security and capital market transactions, including institutional or public offerings, secondary stock offerings, convertible debt offerings, straight debt offerings, demergers, capitalisation issues, de-listings, tender offers, private equity financings and mezzanine debt financing.

We are business-minded, proactive and innovative and have the know-how to handle the most complex transactions. We have also developed solid working relations with the regulatory and listing authorities, which enables us to obtain quick solutions for our clients.

FINANCE

Lydian has built a strong reputation in both domestic and cross-border finance transactions. Recognised in the market as one of the few independent finance practices operating outside a US/UK law firm banner in this area, Lydian has a large team of lawyers who focus exclusively on banking and finance work.

We act for banks, companies, sponsors and governments on a wide range of banking and finance matters, including:

- international banking (such as leveraged/acquisition finance, asset finance, banking restructuring, structured trade finance and real estate finance);
- project finance (national and international energy projects and PPP/PFI projects in all sectors including waste, roads, health, prisons, rail, renewables, power and telecom);
- business restructuring and insolvency (including insolvency and asset recovery, restructurings and corporate support);
- capital markets (including securitisations and repacks, debt capital markets and derivatives, high-yield and equity capital markets);
- regulatory (including clearing, settlement and custody, banking regulatory and investment funds).

JOINT VENTURES AND PARTNERSHIPS

In today's global and rapidly changing business world, there is a tendency for businesses to move away from outright ownership structures towards strategic alliances. Lydian assists clients at every stage of this increasingly prevalent business model. We provide support in the planning, structuring, operation, implementation and termination of corporate and contractual joint ventures, partnerships and strategic alliances.

In addition to our in-depth understanding of the legal and complex issues at stake, we can also call upon our firm's expertise in vital areas such as regulatory, tax, pensions, employment and intellectual property law to advise on the best-suited structure to meet an individual client's needs and objectives.

MERGERS & ACQUISITIONS

Buying a business can be very risky, but for many companies this is the only way to expand. Lydian's M&A team draws on its in-depth experience to help clients reduce those risks and increase the chances of carrying out a successful acquisition or merger.

Lydian represents a very diverse range of local and international companies, acting for buyers, targets and advisers in both national and cross-border mergers and acquisitions. Our lawyers have excellent market knowledge and excel in handling all aspects of M&A transactions, including strategy, negotiations, auction sales, restructurings, demergers, project management, public to private takeovers and shareholder agreements.

The support we get from the experts in our firm's other departments, including finance, employment, pensions, real estate, intellectual property and insurance, enables us to offer outstanding transaction capability. Our approach is hands-on, practical and proactive and our work is efficient, focused and cost-effective.

TAX

Tax implications impact almost all corporate activities and transactions. Lydian understands that tax issues can make or break deals, and we place a premium on providing innovative, commercial and timely tax solutions.

Our lawyers offer tax planning, consulting and transactional tax services and deliver clear, reliable and efficient advice on a wide spectrum of tax issues, including asset finance, corporate finance, private equity funds, real estate and insurance. Our client base includes public and private companies, non-profit organisations, trade associations and high net worth individuals in a wide range of sectors.

WARRANTY AND INDEMNITY INSURANCE

Lydian provides regular assistance to insurers who offer and enter into Warranty and Indemnity insurance for M&A transactions. Such Warranty and Indemnity insurance provides protection against any breaches of the warranties and indemnities by the seller in a share purchase agreement.

Our team is uniquely placed on the Belgian market to assist in this area as we are one of the few business law firms with a recognized strong practice in both M&A and Insurance, combined also with an expert Tax capability. The combination of these three fields provides our clients with the best possible analysis of coverage of the warranties and indemnities in acquisition documentation.

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A TEAM WITH EXPERIENCE

All the lawyers in our team have particular areas of expertise, whether in business restructuring and insolvency, corporate advisory, corporate governance, corporate housekeeping, corporate litigation, equity capital markets, finance, joint ventures and partnerships, mergers and acquisitions or tax. Together they have experience in handling every legal aspect of corporate law. They are true experts in their field and have excellent working relationships with different authorities, both on a national and regional level.

OUR EXPERTS

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|--|--|
| ■ Peter De Ryck
T +32 (0)2 787 90 20
E peter.deryck@lydian.be | ■ Virginie Bazelmans
T +32 (0)2 787 90 40
E virginie.bazelmans@lydian.be |
| ■ Patrick della Faille
T +32 (0)2 787 90 92
E patrick.dellafaille@lydian.be | ■ Florence Colpaert
T +32 (0)2 787 90 76
E florence.colpaert@lydian.be |
| ■ Tom Geudens
T +32 (0)2 787 90 08
E tom.geudens@lydian.be | ■ Luc Germonpré
T +32 (0)2 787 90 61
E luc.germonpre@lydian.be |

PETER DE RYCK
T +32 (0)2 787 90 20
E peter.deryck@lydian.be



Peter is a partner in the Corporate & Finance practice, where he heads the Corporate and M&A practice. Since 1 January 2016, he is also the managing partner of Lydian.

Peter focuses on corporate law and M&A, and is a recognised expert in M&A and private equity work as well as real estate transactions. He regularly advises industrial or strategic buyers, private equity and corporate finance houses, financial institutions and real estate investors. He has also been very active in the food and beverage, leisure, energy and ICT sectors.

He lived for some time in New York and London and a large part of his education was in English.

Peter graduated in 1996 with a law degree from the Vrije Universiteit Brussel (VUB). He obtained a diploma in European law from the ULB's Centre des Études Européennes in 1997 and subsequently followed additional postgraduate programmes in Company Law at the Katholieke Universiteit Brussel (KUB) and in Business Administration (EHSAL - 2006). Peter was admitted to the Brussels Bar in 1998.

PATRICK DELLA FAILLE
T +32 (0)2 787 90 92
E patrick.dellafaille@lydian.be



Patrick is a partner in the Corporate & Finance practice, where he co-heads the Corporate and M&A practice.

Patrick specialises in company law and finance law, with a particular focus on financial markets law. His practice concentrates on corporate and equity finance, with an emphasis on equity capital markets, M&A, distress financing and private equity. Patrick has advised clients in a wide variety of sectors, including green energy, financial services, transportation, high tech, media and the food industry.

Patrick graduated in 1992 with a law degree from the Université Catholique de Louvain (UCL). He obtained a Masters in Corporate Finance from the IAG-UCL in 1994 and a diploma from the Belgian Association of Financial Analysts in 1999. Patrick was admitted to the Brussels Bar in 1993.

TOM GEUDENS
T +32 (0)2 787 90 08
E tom.geudens@lydian.be



Tom is a partner in the Corporate & Finance practice, where he heads the Banking and Finance team.

Tom's practice area covers: (i) international banking (including leveraged/acquisition finance, asset finance, banking restructuring, structured trade finance and real estate finance); (ii) project finance (national and international gas, oil and green energy projects, and PPP/PFI projects in all sectors including waste, roads, health, prisons, rail, airports, oil and gas, renewables, power and telecoms); (iii) business restructuring and insolvency (including insolvency and asset recovery, restructurings and corporate support); (iv) capital markets (including securitisations and repacks, debt capital markets and derivatives, high yield and equity capital markets); and (v) regulatory (including clearing, settlement and custody, banking regulatory and investment funds).

His client base represents a cross section of banks, companies and the public sector.

Tom graduated in 2000 with a law degree from the Catholic University of Leuven (KUL). He obtained a postgraduate degree in corporate and finance law in 2002 from the KUB (Brussels)/KUL. Tom was admitted to the Brussels Bar in 2000.

LUC GERMONPRÉ
T +32 (0)2 787 90 61
E luc.germonpre@lydian.be



Luc Germonpré is member of our Corporate practice and of our Pensions industry department.

Luc has considerable experience in corporate law, including for non-profit associations. He has particular experience in corporate restructurings.

Luc is a member of the Brussels bar.

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VIRGINIE BAZELMANS

T +32 (0)2 787 90 40
E virginie.bazelmans@lydian.be



Virginie Bazelmans is member of our Corporate practice.

Virginie has considerable experience in Mergers & Acquisitions and is a member of the Brussels bar.

FLORENCE COLPAERT

T +32 (0)2 787 90 76
E florence.colpaert@lydian.be



Florence Colpaert is a member of our Corporate practice and a member of our Finance industry department.

Florence's practice focuses on corporate law. Florence advises clients on Mergers & Acquisitions, private equity and corporate restructurings.

Florence is a member of the Brussels bar.

Clients appreciate Peter De Ryck's hands-on approach, saying: "He doesn't just delegate the work like a lot of lawyers, he is fully aware of all the issues and stays on top of the file."

(Chambers – 2015)

HIGHLIGHTS OF OUR RECENT EXPERIENCE

■ PUBLIC TENDER OFFER

We acted for a Belgian target company in relation to a public tender offer launched by a French non-listed company. The target was a consultancy group, specialising in IT performance management and optimisation, business consultancy, and software qualification consultancy. It is listed simultaneously on the Alternext NYSE Euronext Brussels and the NYSE Euronext Paris.

■ ACQUISITION IN THE HOTEL SECTOR

We acted for a Tel Aviv-listed company with its divestment of a well-known hotel and sea-life experience centre in Antwerp.

■ REAL ESTATE ACQUISITION

We advised our client on one of the largest real estate transactions in Belgium in 2015. The deal involved the divestment of a landmark office building in Brussels. Our work included vendor due diligence, organising a controlled auction and drafting and negotiating all contracts.

■ NATIONAL FOOTBALL STADIUM

We are currently continuing to assist the City of Brussels in the framework of its public call for tenders with regard to the development and exploitation of a new 60,000-seat football stadium. We are advising the City of Brussels on corporate, public and structuring matters in this high-profile file.

■ ACQUISITION OF A CONSUMER BUSINESS

We acted for a well-known tobacco group with its acquisition of a Belgian cigar group.

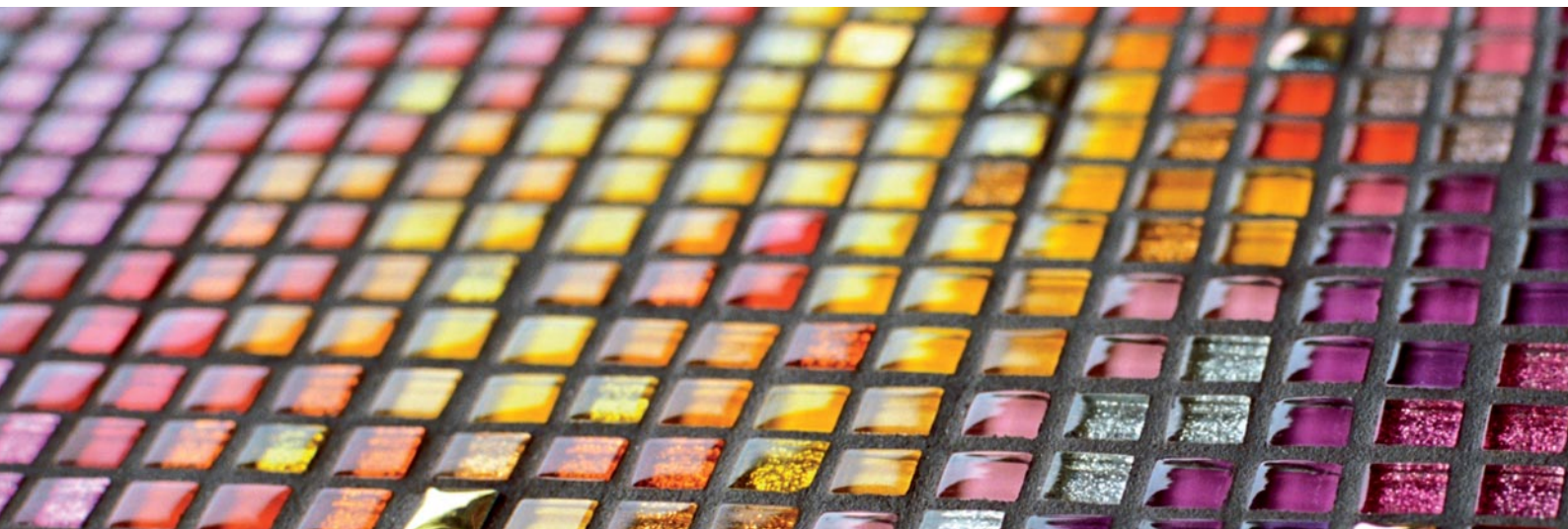
■ ACQUISITION IN THE INSURANCE SECTOR

We assisted a publicly traded company on the NASDAQ stock market with its acquisition of the Belgian insurance business of a Swiss insurance company.

■ DIVESTMENT OF A RESTAURANT BUSINESS

We assisted a Dutch private equity fund with its divestment of a Belgian company owning 29 bakery-restaurants in Belgium. Simultaneously, our client divested its high-end bakery. Both companies were acquired by the ultimate franchisor.





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Lydian Brussels Office

Tour & Taxis
Havenlaan 86c b113 Avenue du Port
1000 Brussel - Bruxelles
België - Belgique

T +32 (0)2 787 90 00
F +32 (0)2 787 90 99

info@lydian.be
www.lydian.be

Lydian Antwerp Office

Arenbergstraat 23
2000 Antwerpen - Anvers
België - Belgique

T +32 (0)3 304 90 00
F +32 (0)3 304 90 19

info@lydian.be
www.lydian.be

Lydian Hasselt Office

Thonissenlaan 75
3500 Hasselt
België - Belgique

T +32 (0)11 260 050
F +32 (0)11 260 059

info@lydian.be
www.lydian.be