

LYDIAN 

# Corporate M&A

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LEGAL INSIGHT.  
BUSINESS INSTINCT. 

“The practice has a very strong domestic footprint and can bring advice in all areas of law. Lawyers are responsive and efficient.”

LEGAL500, 2021

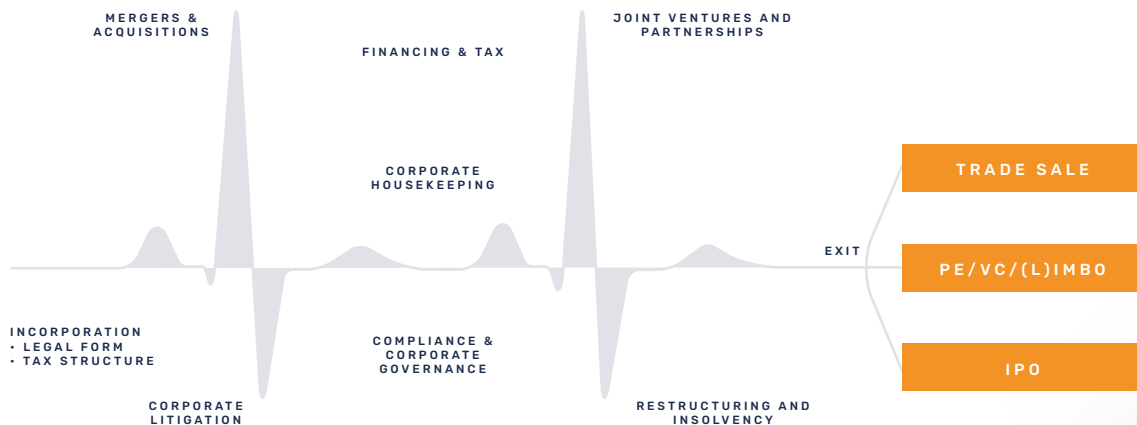
“Strong involvement and knowledge of the transaction from senior partner, at all stages of the transaction.” (Legal500, 2021)

## 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. We advise our clients on all corporate legal issues and accompany them in their M&A activity as well as in their day-to-day corpo-

rate governance, business (re)structuring and financing, always with an entrepreneurial and deal-minded spirit. Driven by a thorough knowledge of our clients’ business, Lydian’s corporate practice provides a full range of high quality services and support in corporate transactional and other matters, ensuring clear and practical solutions.

## Company lifeline



## IN-DEPTH EXPERTISE

### The full scope of Lydian's services

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

## Business Restructuring and Insolvency

Companies in financial distress require imagination, pragmatism, out of the box solutions, vision and strategy. 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. We employ analytical and creative thinking to structure the best possible solutions.

Lydian offers practical advice on the contentious and non-contentious issues that are inevitably encountered in restructurings and insolvencies. We represent all insolvency players, i.e. 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 companies and multinationals, across all sectors and on all aspects of company law.

We have an entrepreneurial spirit and take the time to understand the ins and outs 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;
- compliance with applicable laws and regulations (including corporate governance and compliance issues for listed companies);
- directors' duties and liability, conflicts of interest, 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.

Our proactive approach enables us to protect clients from legal pitfalls by providing strategic guidance, assessment and planning in a large variety of legal disciplines, including corporate, securities regulation, employment, litigation, tax, compliance and regulatory matters.

## Corporate Housekeeping

Corporate housekeeping can be a truly daunting task for many companies as it requires significant time and internal resources.

Since failure to comply with the relevant obligations can lead to administrative 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

Our corporate lawyers work very closely with Lydian's Litigation Department to represent our clients in all types of litigation related to corporate matters, including shareholder disputes, breach of M&A contracts and warranty cases, disputes over joint ventures, and post-mergers and acquisitions disputes.

Our clients particularly value Lydian's ability to respond to situations which require immediate action in a focused, pragmatic and cost-effective manner.

We represent our clients in arbitration, mediation and other dispute resolution procedures, as well as helping clients to protect themselves by identifying areas of potential litigation.

## Equity Capital Markets

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

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

## Finance

Lydian's Banking & Finance Team 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, Lydian has a large team of lawyers who focus exclusively on Banking & Finance work:

- international and national financing transactions (including leveraged / acquisition finance, asset finance, asset based lending, trade, export & commodities finance, real estate finance and project finance in all sectors including waste, roads, health, prisons, rail, oil and gas, renewables, power and telecoms);
- financial restructuring and insolvency (including insolvency, asset recovery and debt restructuring);
- debt capital markets (including securitisations and repacks, derivatives, high yield bond issues and private placements); and
- financial services and regulatory (including clearing, settlement and custody, banking regulatory and investment funds, PSD, MiFID, AIFMD, CRR, CRD and EMIR).

## 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 and Acquisitions

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

Lydian represents a diverse range of local and international companies, venture capital and private equity houses and acts for buyers, sellers, targets and management 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, project management and public to private takeovers.

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Our approach  
is hands-on,  
practical  
and proactive

“  
Our work  
is efficient,  
focused and  
cost-effective

LYDIAN





## Private Equity & Venture Capital

Our Private Equity team assists Belgian, Benelux and international private equity funds and venture capital investors as well as founders, management teams and target companies. Acting on both sides gives our clients the benefit of thorough legal knowledge combined with in-depth understanding of market practices.

We advise our clients throughout the whole lifecycle of the investment from incorporation, structuring, fundraising, due diligence, incentivising management and employees to eventually exits through trade sales (including controlled auctions), refinancings, MBOs, LBOs, secondary buyouts or IPOs as well as public-to-private transactions.

Our Private Equity team works closely together with other specialists (e.g. tax, social law, finance, regulatory, etc.) across the firm to ensure an integrated and seamless approach.

Whenever transactions have a cross border aspect, we have a strong track record of teaming up with other top tier foreign law firms ensuring efficient and pragmatic solutions to our clients.

## Tax

Our tax practice is transactional by nature. We advise our clients on M&A transactions, business restructurings and merger operations, private equity deals, the international transfer of companies and transfer pricing. We offer tax due diligence, accompanied by tax risk and liability assessment. We develop various tax models for transaction structuring. We provide detailed analysis of the tax consequences of mergers, carve-outs, fiscal unity structuring and the transfer of activities between transaction entities as well as post-closing structuring assistance.

We help our clients to choose the optimal real estate structuring for their investments or transactions and can structure REITs and regulated companies. By optimising the tax structure of real estate portfolio acquisitions / disposals, we help clients to reduce related VAT or transfer tax costs. We offer a comprehensive range of tax dispute services, among them the development of audit tax strategy and controversy support. When tax litigation becomes inevitable, we defend our clients on an administrative tax appeal or before the courts.





## 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.



# 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.



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Notable independent firm with a broad corporate practice covering acquisition finance, joint ventures, private equity and M&A transactions. Acts on share deals and restructuring mandates, and also offers ongoing corporate advice. Clients include companies in the consumer goods, healthcare and financial services industries. Clients describe the **“seamless team”** as being **“very responsive and extremely fast”**.

CHAMBERS



# Highlights of our recent experience

## Human resources

We work extensively with a large, fast-growing Belgian human resources and recruitment consultancy company, on a range of corporate matters, for instance the company's restructuring, and various acquisitions and divestments.

## Aluminium

- We advised a worldwide producer of aluminium products on the Belgian law aspects of its acquisition of a Belgian plant in 2018, and its resale in 2020 after a lengthy competition and regulatory review.
- We have a longstanding relationship with an aluminium production company listed on Euronext Growth, whom we provide with general advice on corporate law matters.

## Automotive

We assisted a major global automotive supplier in setting up a Belgian joint venture with a large electricity producer. Since 2009, we regularly assist the company on a variety of ongoing corporate matters.

## Audio electronics

We assist an American manufacturing company that predominantly sells audio equipment with all Belgian law corporate matters.

## Financial services

We advised a provider of innovative financial solutions on the acquisition of a Belgian company that provides operating leases for small and medium-sized enterprises and consumers.

## Transport / logistics

- We advised a company that acquires and grows software businesses, in connection with its acquisition of a logistic software business with subsidiaries in Belgium, France, Germany, Lithuania and Denmark.
- We assist one of the world's leading providers of modular warehousing and logistics solutions for the innovative industry with all Belgium law corporate matters.

## Renewable energy

- We assisted the lenders in relation to a large biomass project financing, relating to the construction and operation of a greenfield biomass CHP plant. This was one of the first biomass plants financed through project finance by an international bank.
- We assisted a financial services firm in respect of the (indirect) acquisition of parts of a global leader in the renewable energy sector.

## Private equity

- We advised a French private equity firm on the acquisition of a majority stake in one of the largest Belgian independent insurance brokers.
- We advised the investor in a cross-border private equity transaction in connection with the Belgian aspects of their investment in a manufacturer that makes engineered components for the aerospace, defence and energy markets.

- We have a longstanding relationship with a leading French private equity firm that invests in businesses throughout Europe, including Belgium. Since 2011 our corporate team in Brussels has worked with this PE firm on a variety of leveraged buyout transactions, exits, shareholder agreements, and transfers of shares between shareholders.

## Energy

Lydian assisted a global energy and commodities firm on the sale of a majority stake in a bulk storage terminal in Belgium.

## Food production and processing

Lydian advised a leading meat and convenience products processor on the restructuring of its Belgian entities, a project that included the sale of all the assets of a Belgian company in early 2020 and the divestment of one of its Belgian subsidiaries.

## Information technology

- Lydian assisted a Finnish technology company with the Belgian aspects of the acquisition of (the group of) a Swedish technology consulting firm that specialises in data and digitalization.
- We work extensively with a global technology company that provides hardware, software, cloud-based services and cognitive computing, on all Belgian law corporate matters. We have been involved in a variety of matters including a complex cross border restructuring and demerger, intragroup transactions, joint ventures, etc.

## Life sciences

- We play an ongoing role on the worldwide corporate restructuring of a global life sciences company.
- We assisted a Shanghai-based private equity fund specialised in biotech and medtech in its first investment in Europe in a Belgian provider of treatment solutions for severe cardiac diseases. - We assisted a leading provider of assay development and advanced laboratory testing, with its acquisition of a Belgian biotech which develops and performs immunogenicity and immuno-oncology in vitro functional and potency assays.

## Real estate / hospitality

We assisted an EU real estate investment trust on its first acquisition in Belgium. The Belgian transaction consisted of an acquisition, through a share deal, of a four-star hotel, located on the iconic Avenue Louise in Brussels.

## Healthcare

- We assist on a regular basis a leading Belgian operator of nursing and care homes on a range of corporate issues and transactional matters, including a large number of acquisitions of retirement homes through a share deal or an asset deal structure.
- We regularly assist a pan-European dentistry group with their growth on the Belgian market, including the acquisition of a majority stake in a group of highly regarded Belgian dental companies and practices in 2020.

# Lydian offices

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