

A SIGN OF COMMITMENT

- TAX LAW
- CORPORATE LAW
- LABOR & EMPLOYMENT LAW
- COMPETITION DISTRIBUTION
- INTELLECTUAL PROPERTY INFORMATION TECHNOLOGY
- ESTATE PLANNING WEALTH, PRESERVATION & TRANSMISSION
- LITIGATION & DISPUTE RESOLUTION
- PUBLIC SECTOR
- REAL ESTATE LAW
- ENVIRONMENTAL LAW





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SPECIALIZED DEPARTMENTS



Covering all the major areas of business law

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A response tailored to the specific needs of certain markets

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*Advising
companies
on their strategic
decisions and
operational choices*

THE LARGEST BUSINESS LAW FIRM IN

1400 LAWYERS

SERVING CLIENTS FOR OVER 90 YEARS

FIDAL has over 90 years of experience

in all areas of business law.

We define ourselves as business advisors :
our 1400 lawyers are committed
to providing clients with the information,
advice and protection they need to promote
their long-term business interests.

FRANCE

Working closely with many different types
of organizations, from small and midsize
companies to major groups, we are involved
in all industries and cultivate long-lasting
client relationships that thrive on our know-
ledge of local French markets and our reco-
gnized expertise in international issues.

A PIONEERING FIRM

*Essential
resources
serving your
enterprise*

► As France's largest business law firm, FIDAL has had, from its inception, a client-oriented organization which has since become a model, and which enables us to guarantee excellence in both our technical expertise and our relationships with our clients.

► Through our multidisciplinary approach, the specialization of our lawyers and our shared value of teamwork, we are able to offer organizations a complete range of legal and tax services. This approach ensures that our clients receive reliable solutions suited to their needs.

EXCELLENCE

ADVICE

PROACTIVITY

STRONG

▶ Our “National Research Department” is our answer to the demands arising from an increasingly intricate legal system. It contributes to cutting-edge advances in business law and communicates these changes to all our lawyers and provides our lawyers with support on the most complex issues. Our clients thus benefit from proactive advice that guides them in their operational and strategic choices.

▶ Because the law is constantly changing, another core element of our commitment to excellence is our ambitious training and knowledge-sharing policy. Our lawyers are continuously honing their skills through an in-house training program that accompanies them throughout their careers within the firm, guaranteeing a permanently high level of expertise.

A STRONG PRESENCE IN THE LOCAL FRENCH MARKETS AND ABROAD

▶ FIDAL has a unique, three-tiered geographical scope:

- National: through a network of 90 offices in France.
- European: with an office in Brussels dedicated to EU matters.
- International: thanks to a specialized team of 200 lawyers with recognized expertise in cross-border legal and tax issues who assist and advise both French organizations operating abroad and foreign organizations established in France, particularly through their close relations with correspondents in 150 countries.

**NATIONAL, EUROPEAN
AND INTERNATIONAL PRESENCE**

SPECIALIZED DEPARTMENTS

TAX LAW

*Optimizing
your company's
tax management*

► Our 420 tax specialists are dedicated to working with you to define the most effective ways to optimize your firm's tax management. They can defend your company's interests during tax audits and before the relevant courts.

- *Corporate tax management – tax consolidation*
- *Taxation of restructuring projects*
- *Group cash flows*
- *Taxation of distributions*
- *Transfer pricing (audits, litigation, Advance Pricing Agreements)*
- *VAT – Intra-EU and international transactions - Customs*
- *Optimization of local taxation*

CORPORATE LAW

*Securing
your corporate
operations*

► Our 350 corporate law specialists assist you in determining the most secure legal structures for operations such as incorporations, mergers, acquisitions, disposals or reorganizations of businesses or groups. They can help you with administering your business structures and advise you on how to organize and formalize the relations among shareholders, corporate executives and employees. They also assist ailing companies with amicable settlements, judicial reorganizations and liquidations.

- *Choice of appropriate legal structures*
- *Handling of the legal administration of the company*
- *Capital transactions, issuance of securities*
- *Restructuring projects, mergers, demergers, partial contributions of assets*
- *Executive status and liability*
- *Setting up of corporate governance structures*
- *Management of intra-group relations*
- *Equity incentives for executives and employees*

**LABOR &
EMPLOYMENT
LAW**

*The largest
specialized team
in France*

▶ With more than 300 lawyers, our labor & employment law department represents the largest team of its kind in France. Our team provides comprehensive advisory and litigation assistance to defend your company's interests and define and implement your human resources management policy.

- ▶ *Personnel and labor relations*
- ▶ *Restructuring issues*
- ▶ *Collective negotiations*
- ▶ *Employee savings*
- ▶ *Work time issues*
- ▶ *Employee representatives and labor unions*
- ▶ *Retirement – Pension plans*
- ▶ *Employment and social security disputes*
- ▶ *Health and safety*
- ▶ *Vocational training law*
- ▶ *Human resources management*

**COMPETITION &
DISTRIBUTION
LAW**

*Vast experience
in contract
negotiation and
drafting*

▶ Our team has extensive experience in negotiating and drafting contracts, particularly for the distribution of products and services in France and abroad. These specialists can also assist in ensuring that your projects comply with the relevant competition rules, particularly by evaluating your agreements and notifying your merger transactions to the national and EU competition authorities.

- ▶ *Mergers*
- ▶ *Cartels*
- ▶ *Abuses of dominant position*
- ▶ *State aids*
- ▶ *Conditions of sale – consumer protection*
- ▶ *Distribution networks*
- ▶ *International trade*
- ▶ *Sales promotion*
- ▶ *Advertising*
- ▶ *Product risk & liability – Product labelling*

SPECIALIZED DEPARTMENTS

INTELLECTUAL PROPERTY – INFORMATION TECHNOLOGIES LAW

Strategies for protecting and increasing intangible assets

► Organized to provide you with high value-added advice, our teams will work with you to determine or validate the most effective means of acquiring, exploiting, protecting and increasing your intangible assets (trademarks, patents, designs and models, copyrights, databases, know-how, domain names, etc.). They can also assist you in deploying your IT projects (e.g., software development, facilities management, integration) and in the issues surrounding the dematerialization of your activities. Our expertise is based on our long history in the areas of IP and IT law and on our collaboration with specialists from the firm's other related practice areas.

- *Adding value to intellectual assets*
- *Enhancing brand strategy*
- *Technical innovations and transfers*
- *Infringement actions*
- *Protecting IT projects*
- *E-commerce*
- *Dematerialization of transactions*
- *Regulations of the French National Commission on Information Technology and Civil Liberties (CNIL)*

ESTATE PLANNING – WEALTH, PRESERVATION & TRANSMISSION

Preserving your assets and protecting your interests

► Our clients include a number of influential figures from the financial and business world who, for many years now, have relied upon us to optimize the legal and tax treatment of their personal estates. Our teams make use of well-established legal techniques – family holding companies, divisions of ownership, life insurance, inter vivos gifts, etc. – to safeguard your assets and protect your interests. They will also assist you in your relations with the tax authorities.

- *Personal estate assessments and audits*
- *Transmission of personal and business assets*
- *Life insurance*
- *Asset management companies*
- *Settlements of wills and estates*
- *Real estate transmission and management structures*
- *Legal and tax organization of wealth management*
- *Tax returns, income tax, wealth tax*

LITIGATION & DISPUTE RESOLUTION

*An integrated
litigation network*

► The litigation department has nearly 100 lawyers whose activity is devoted to defending the interests of businesses in litigation. FIDAL is the only French law firm capable of offering an integrated network of litigators who are able and ready to defend clients' interests before every court in France. Our litigation department's constant collaboration with specialists from all our other departments further guarantees the high technical quality of its service.

- *Commercial disputes*
- *Settlements, conciliation, mediation*
- *Arbitration*
- *International disputes*
- *White-collar criminal law*
- *Bankruptcy matters – Failing businesses*

PUBLIC SECTOR

*Public law
specialists practi-
cing throughout
France*

► The public sector department is composed of a team of 40 public law specialists established throughout France.

► FIDAL's public law specialists advise over 500 local authorities and 100 semipublic companies, using a multidisciplinary approach which combines specialization in the core areas of public law (town and country planning, contract law, local authority law, public service, administrative litigation) and collaboration with the firm's other specialized departments, such as tax, EU law and competition law.

- *Advice and disputes relating to local authority law*
- *Advice and disputes concerning town and country planning*
- *General administrative law*
- *Public economic law*
- *Public contract law*
- *Civil service law*
- *Administrative litigation*
- *Taxation of public entities*

SPECIALIZED DEPARTMENTS

REAL ESTATE LAW

*A specialized
team serving real
estate market
players*

- ▶ A team that is unique in the market composed of 70 lawyers across the country (including 40 in Paris) having in-depth experience in real estate transactions.
 - ▶ A comprehensive offering of specialized services, designed to meet all the issues facing real estate players, whether they be users, investors or developers.
 - ▶ Advice that enables you to anticipate the risks and secure your strategies, whether they concern projects in France or abroad, via our international partner firms.
- ▶ *Real estate investment, financing*
 - ▶ *Tax advice*
 - ▶ *Management of real estate assets, leases, audits*
 - ▶ *Urban planning and development*
 - ▶ *Public construction projects*
 - ▶ *Construction, insurance law*
 - ▶ *Real estate appraisals*

ENVIRONMENTAL LAW

*Sustainable business
development is no
longer possible
without knowledge
of environmental
rules*

- ▶ FIDAL's environmental law practice is ranked in the top 10 among French law firms (Legal 500). Our environmental department has the largest number of specialists recognized by the French National Council of Bars.
 - ▶ Our nationwide team of specialists combines its technical expertise with its knowledge of local judicial and administrative personnel. They defend the interests of manufacturers from all sectors of industry, retailers, agricultural businesses, wine growers, real estate investors and other project leaders, both in transactional and litigation matters.
 - ▶ The department has developed specific expertise in securing transmissions of businesses, assisting in insolvency proceedings and managing environmental crises. Our lawyers can provide you with an integrated and highly specialized offering by calling upon specialists from FIDAL's other practice groups.
- ▶ *Classified facilities, quarries and mines*
 - ▶ *Waste, water and biodiversity*
 - ▶ *Real estate transactions and polluted sites*
 - ▶ *Visual, sound and air pollution*
 - ▶ *Securing contractual relations / leases*
 - ▶ *Renewable energies*

SPECIFIC AREAS OF EXPERTISE

MERGERS AND ACQUISITIONS

Accompanying you in all your external growth projects

► From the preliminary evaluation stage to the drafting of the final agreement, we provide our assistance, in France and abroad, on all your external growth projects: mergers, acquisitions, sales, partial contributions of assets, joint ventures, LBOs, strategic alliances, etc.

► Through our multidisciplinary approach, your project is handled jointly by our contract law, tax law, competition law, employment law and corporate law specialists.

- *Assistance with negotiations*
- *Legal and tax due diligence*
- *Creation of data rooms*
- *Letters of intent*
- *Confidentiality agreements*
- *Acquisition agreements*
- *Follow-up on post-acquisition operations*

SECURITIES LAW

Serving publicly traded companies throughout their corporate lives

► The securities law department serves more 100 companies than of all sizes whose shares are traded on French or foreign, regulated or unregulated, stock markets.

► Our specialists provide legal assistance during an initial public offering and then accompany the listed company throughout its publicly traded life.

► The department maintains regular relations with the AMF (French Financial Markets Authority) and with French and foreign companies that are listed or that issue listed securities and debt instruments.

- *Initial public offerings*
- *Assistance in managing annual obligations*
- *Redemption programs*
- *Liquidity contracts*
- *Issuances of securities*
- *Public offerings*
- *Restructurings*
- *External growth / projects*
- *Employee shareholding*
- *Shareholders' agreements*
- *Assistance with investigations/ litigation*

PRIVATE EQUITY

Building customized solutions

► The specialists in this department, who have expertise in both the corporate world and the private equity business, design tailor-made solutions adapted to the needs of the various players involved. The private equity department acts as advisor to both private equity firms (e.g., French SCRs, FCPRs, FCPIs, FIPs, management companies, etc.) and to organizations seeking to diversify their shareholder base (seed capital, start-ups, development, LBOs, OBOs, LBIs, transmissions, squeeze-outs, reversals, etc.).

- *Creating investment structures*
- *Incentive schemes for fund managers*
- *Legal and tax regimes of private equity vehicles (SCR, FCPR, etc.)*
- *Legal documentation of acquisition and exit transactions*
- *Legal and tax due diligence*
- *Legal structuring of financing projects*
- *Assistance in diversifying shareholder base*
- *Adaptation of corporate structures*
- *Shareholder protection*
- *Organization of shareholder/ manager/ investor relations*
- *Management of investor withdrawals*

SPECIFIC AREAS OF EXPERTISE

BANKING LAW AND TAXATION

Innovative tax optimization solutions

► Our teams advise banks, investment firms and financial intermediaries on financing techniques, mutual fund products, the tax treatment of financial instruments and products, and structured financing. They analyze the relevant obligations and risks, propose innovative tax optimization solutions and assist in all types of approval procedures.

- *Relations with supervisory authorities*
- *Refinancing and risk transfer transactions*
- *Intra-group financing*
- *Cash pooling agreements*
- *Project financing*
- *Securitization, hybrids, credit derivatives*

INSURANCE LAW AND TAXATION

Enhancing tax management and complying with legal standards

► Our specialists have extensive experience in dealing with the accounting and regulatory restrictions governing the insurance industry. They bring this expertise to bear on behalf of insurers, reinsurers and insurance intermediaries. Our teams help these firms to improve their tax management and achieve compliance with the legal standards applicable to their business.

- *Approval procedures*
- *Legal and tax management of the business*
- *Risk management and coverage*
- *Partnership agreements*

ASSOCIATIONS – NON-PROFIT LAW

Assistance with all the legal, social and tax aspects of non-profit organizations

► This department, dedicated to the social economy, is involved at all stages of the legal, social and tax existence of non-profit organizations, offering diagnostic, due diligence, advisory and training services that are adapted to associations in a wide array of sectors. Our many long-standing clients include some of the best-known associations, foundations and congregations, as well as mutual funds and labor unions.

- *Defining of the association's purpose, by-laws and internal regulations*
- *Changes in legal status and allocations of assets*
- *Applicable tax status*
- *Entity and executive liability*
- *Defining and implementing of partnership strategies*
- *Asset issues: real estate, donations, bequests, manual donations, etc.*
- *Volunteer recruitment and management*
- *Relations with supervisory authorities and administrations*

FOOD INDUSTRY

National, European and International law on food products

► The food industry department provides expert advice and litigation assistance on national, European and international food law (e.g., *Codex Alimentarius*) to companies engaged in the wine, dairy, grain, fruit and vegetable, meat, fish and transformed-product sectors.

- *Product regulations*
- *Product quality standards*
- *Food safety*
- *Distinctive and identifying signs (labels, appellations of origin, etc.)*
- *Fraud*
- *Regulation of institutions: interprofessional organizations, INAO (French National Institute of Appellations of Origin)*
- *Advertising and labeling*

HEALTH LAW

Our dedicated team advises and assists over 300 establishments

► Today's health-care managers are faced with a confounding complexity of health-related statutes and case law. Our health law team advises and assists over 300 private and public health-care establishments operating in France, including regional centers for cancer treatment (CRLCC), medico-social establishments, pharmaceutical laboratories and distributors, analytical laboratories, and pharmacies.

- *Hospital authorizations*
- *Health-care pricing*
- *Hospital cooperation*
- *Auditing and monitoring of private health-care establishments*
- *Design and legal management of establishment combinations*
- *Private practitioner contracts*
- *Medical facility projects*
- *Health-care networks*
- *Groupings of private practitioners*
- *Bioethics*
- *Creations, transfers and groupings of pharmacies*

SPORTS LAW

Serving sports-related businesses

► As sports today represent a major economic industry, they are becoming increasingly subject to legal regulations in areas as varied as tax, labor and employment law, territorial authorities' law, business and organization law, liability, competition, communication law, etc., at the professional level, as well as at the amateur or recreational level.

► Our sports department brings its multidisciplinary expertise to bear on behalf of sports-related businesses (sponsors, marketing agencies, federations, clubs, event organizers), local authorities and professional athletes from all sports.

- *Legal and tax management of sports federations, associations and companies*
- *Event organization*
- *Broadcasting rights*
- *Publicity rights*
- *Sponsoring and corporate philanthropy*
- *Contracts and tax treatment of professional athletes*
- *Legal and financial relations with local authorities*
- *Mediation and litigation*

SPECIFIC AREAS OF EXPERTISE

EVALUATION AND TRANSFER PRICING

Multiple areas of expertise for a global service

► Our specialists advise clients on financial and business valuation issues in the preliminary stage of a transaction. They also assist persons - natural or legal, private or public - with their specific real estate matters.

In addition, they advise national and international clients on the implementation of transfer pricing policies.

- **Business valuation :**
 - *Restructuring transactions / Negotiations at the time of business combinations*
 - *Tax assistance*
 - *Compliance with regulatory and accounting obligations*
 - *Debt restructuring transactions*
 - *Ailing companies*
- **Real estate valuation :**
 - *All types of expert appraisal*
 - *All types of property*
 - *All expert appraisal contexts (transactions, tax, asset management, legal, litigation, etc.)*
- **Transfer pricing :**
 - *Tax preparation and litigation assistance*
 - *Assistance in setting transfer prices and during audits of transfer pricing practices*
 - *Documentation*
 - *Requests for advance tax rulings*

CORPORATE PENSION AND BENEFIT SCHEMES

Certain events affect the respective rights and obligations of employees and companies

► Pension, employee savings and benefit schemes constitute a key aspect of human resources management and compensation policy. They allow companies to grant benefits under optimal financial conditions for both themselves and the beneficiaries.

► Implementing and monitoring these schemes in companies requires cutting-edge expertise, due to:

- close interaction between several legal, actuarial and financial disciplines;
- the number of different stakeholders involved;
- the numerous pending adjustments to the schemes provided for by law.
- **Design and adjustments of the social benefit policy**
- **Optimization of pension and pension saving schemes**
- **Risk minimization for benefit policies and personal insurance policies**
- **Change management :**
 - *Restructuring / Acquisitions*
 - *Social benefits for expatriates and impatriates*
 - *Social benefits for corporate officers*
 - *Voluntary retirement*
 - *Insurance disputes*

OCCUPATIONAL HEALTH AND SAFETY

Assistance in the field of occupational health and safety, in order to minimize criminal and labor law risk

► Occupational safety is one of the most common areas for liability actions brought against legal persons, their officers and managers. These actions directly impact corporate productivity and image.

► Our teams of attorneys and technical advisors have expertise that is both legal and organizational, which can be tailored to the needs of each client.

► They are regularly called upon by institutional prevention organizations (OPPBT, CRAM, CCI, etc.) to advise on running awareness campaigns.

- **Diagnostic review of current corporate practices**
- **Operating advice and assistance with implementation (optimisation of the scope of intervention for outside businesses, content of universal risk assessment report, traceability of actions)**
- **Powers of attorney**
- **Management training**
- **Assistance during investigations by the regulatory authorities and during litigation (serious accidents, disputes over occupational accidents and occupational diseases, criminal and civil liability litigation)**

PREVENTION AND RESOLUTION OF CORPORATE DIFFICULTIES

*Assisting you through
out crisis resolution*

- ▶ With the benefit of our extensive experience in advising ailing companies, FIDAL offers a structure that is dedicated to assisting with these issues.
- ▶ Our national team of experts is designed to provide our clients with optimal assistance when they are going through a difficult period. The department's 25 attorneys coordinate multidisciplinary teams, whose task is to design strategies to safeguard corporate sustainability and value.
- ▶ Anticipation and coordination are the keys to this organization. You will benefit from a dedicated, responsive, available, skilled team throughout the crisis period, that will help you adopt suitable measures that are both preventive and curative.
- ▶ *Restructuring of liabilities (negotiations while the company is still solvent, referrals to the CCSF (Financial Sector Consulting Committee) and the loans mediator, use of ad hoc administrators, etc.)*
- ▶ *Rebuilding shareholders' equity*
- ▶ *Assistance during bankruptcy protection procedures*
- ▶ *Assistance during reorganization procedures*
- ▶ *Assistance during liquidation procedures*

Abbeville	La Roche-sur-Yon
Agen	La Rochelle
Aix-en-Provence	Le Chesnay
Albi	Le Havre
Alençon	Le Mans
Amiens	Lille
Angers	Limoges
Angoulême	Lorient
Annecy	Lyon
Arras	Mâcon
Aurillac	Marseille
Auxerre	Meaux
Avignon	Metz
Bayonne	Montauban
Belfort	Montpellier
Besançon	Mulhouse
Blois	Nancy
Bordeaux	Nantes
Boulogne-sur-Mer	Nice
Bourg-en-Bresse	Nîmes
Bourges	Orléans
Brest	Oyonnax
Brive-la-Gaillarde	Paris La Défense
Bruxelles	Pau
Caen	Périgueux
Carcassonne	Perpignan
Castres	Quimper
Chalon-sur-Saône	Reims
Chambéry	Rennes
Charleville-Mézières	Rouen
Chartres	Saint-Brieuc
Châteauroux	Saint-Étienne
Cherbourg	Saint-Lô
Clermont-Ferrand	Saint-Omer
Cognac	Sophia-Antipolis
Colmar	Strasbourg
Créteil	Toulon
Dax	Toulouse
Deauville	Tours
Dieppe	Troyes
Dijon	Valence
Épinal	Valenciennes
Fort-de-France	Vannes
Grenoble	Vichy



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