

# Luxembourg

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## Corporate governance update: Luxembourg bill on shareholders' rights in listed companies

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In April 2010, the Luxembourg government submitted to the parliament bill no. 6128 (the Bill), which, once enacted, will transpose Directive (2007/36/EC) of the European Parliament and of the Council dated July 11 2007 on the exercise of certain rights of shareholders in listed companies (the Directive - OJ L 184/17, July 14 2007) into Luxembourg law.

The Directive is regarded as a key measure to enable shareholders of listed companies throughout the EU to exercise their rights and have their say about the way listed companies are run no matter where they are located in the EU.

On the basis of the current Bill, the following purports to give an overview of the Luxembourg provisions implementing the Directive.

### Scope

The provisions of the Bill are limited to companies that are governed by Luxembourg law and whose shares are admitted to trading on an EU regulated market (as such term is defined in article 4 (1), point 14 of Directive (2004/39/EC) of April 21 2004 on markets in financial instruments, (OJ L 145/1) of April 30 2004).

The Bill will therefore lead to the creation of a new law applicable only to listed companies and the law of August 10 1915 on commercial companies, as amended (the 1915 Law) will not be amended. All provisions in the 1915 Law governing general meetings will remain applicable insofar as there are no contrary provisions in the Bill.

UCITS (Undertakings for Collective Investment in Transferable Securities) and cer-

tain other collective investment undertakings are outside of the scope of the Bill.

### Notification of General Meetings

As a key principle, shareholders of Luxembourg listed companies shall have a timely access to all relevant information sufficiently ahead of the general meeting.

Pursuant to the Bill, the minimum notice period for general meetings will be 24 days to call a meeting, or, where a first general meeting did not meet the quorum requirements, 17 days. Further, the Bill did not make use of the Directive's option that Member States may decide to apply a shortened convening period where shareholders can vote by electronic means.

The Directive's provisions on the content of the convening notice, e.g. indication of time, place, agenda, voting and other procedures, etc., are almost unchanged in the Bill.

The convening notice and the documents to be submitted to the general meeting must be published on the company's homepage at least 24 days before the day of the general meeting and in the *Mémorial*, the Luxembourg official gazette. Within the same timeframe, convening notices must additionally be communicated through a simple letter to directors and the statutory and independent auditors of the company. In addition, the company must use media to effectively disseminate the convening notice to the public throughout the EU, except if all shares of the company are in registered form; then the company may communicate a convening notice to its shareholders by registered letter.

### Participation in General Meetings

#### Right to Put Items on the Agenda

The Bill confers the right to shareholder(s) holding alone or together at least 5% of the listed company's corporate capital to:

- (i) put items on the agenda of any general meeting; and/or
- (ii) table draft resolutions for items on the agenda.

Any such request must reach the company in writing within eight days from the issuance

of the convening notice. In Luxembourg, the company will have to acknowledge receipt of a request within 48 hours. If the agenda needs to be modified, a revised agenda must be published at the latest ten days prior to the general meeting.

#### Record Date

It is a key feature of the Directive, and of the Bill, to abolish all share blocking and transfer restrictions ahead of general meetings. However, only shareholders who hold shares of the company on the *Record Date* may attend and vote at the general meeting. In Luxembourg, the Record Date is generally set at the fifth calendar day, 12 pm (Luxembourg time), before a general meeting. The Record Date is not applied if the company can identify its shareholders from a current register being up-to-date on the day of the general meeting.

#### Participation by electronic means

The Bill allows listed companies to provide in their articles of incorporation that shareholders may participate in general meetings by electronic means.

#### Right to ask questions

Pursuant to the Bill, every shareholder shall have the right to ask questions related to the items of the agenda of the general meeting. In addition, the articles of incorporation of listed companies may provide that shareholders address such questions also in writing to the company before the general meeting, which need to be answered at the general meeting.

#### Voting by Proxy

The Bill provides that every shareholder shall have the right to appoint any other natural or legal person as proxy to attend and vote in his name at a general meeting, but limits the appointment to one proxy holder per meeting. However, the number of shareholders a proxy holder may represent is unlimited. Proxy holders must keep a record of the voting instructions for one year. If a shareholder has chosen to vote by proxy he cannot choose

another way of participation in the general meeting. Appointments of proxy holders must be made in writing, either by letter or email, and signed. In case of an email, the e-signature must fulfil the requirements of articles 1322-1 and 1322-2 of the Luxembourg Civil Code.

### Conclusion

The implementation of the Directive throughout Europe will lead to the creation of a minimum standardisation regarding the exercise of certain shareholders' rights in listed companies. However, the Directive contains very often only minimum standards thereby offering Member States options to implement certain measures (or not) and leaving the specification of many items, in particular deadlines, to the discretion of the relevant Member State. Therefore, investors and listed companies alike must take into account that the details on the convening notice and holding of general meetings will continue to differ distinctively throughout Europe.

## Capital markets

### Recommended firms

#### Tier 1

Allen & Overy  
Arendt & Medernach  
Elvinger Hoss & Prussen  
Linklaters

#### Tier 2

Bonn Schmitt Steichen  
Kremer Associés & Clifford Chance

#### Tier 3

NautaDutilh  
Oostvogels Pfister Feyten

## Banking

### Recommended firms

#### Tier 1

Allen & Overy  
Ardent & Medernach  
Elvinger Hoss & Prussen  
Linklaters

#### Tier 2

Bonn Schmitt Steichen  
Kremer Associés & Clifford Chance

#### Tier 3

Loyens & Loeff  
NautaDutilh  
Oostvogels Pfister Feyten  
Wildgen

## Mergers and acquisitions

### Recommended firms

#### Tier 1

Allen & Overy  
Arendt & Medernach  
Elvinger Hoss & Prussen  
Linklaters

#### Tier 2

Bonn Schmitt Steichen

#### Tier 3

Kremer Associés & Clifford Chance  
Loyens & Loeff  
NautaDutilh  
Oostvogels Pfister Feyten

#### Tier 4

Kleyr Grasso Associates  
Molitor  
Wildgen

Luxembourg still remains an attractive place for clients to invest their money, as the jurisdiction retains a promising tax position. Previous governments have effectively drawn new investment in medium, light, and the high-tech industries. Incentives cover taxes, construction, and plant equipment.

The jurisdiction is highly reliant on the banking, steel, and sectors. However the financial crisis has had an impact on the volumes of transactions coming into the country. "The slowdown of developments, we have seen over the last 12 months have all been due to the credit crunch," says one lawyer, while another adds: "There were no developments between January 2009 to November 2009."

Like many other jurisdictions the main focus of firms' work is restructuring and insolvency transactions. "Restructuring and insolvency, these are the main issues clients are seeking advice on," says one partner. The number of refinancings has also increased and many firms see dispute resolution as a growing sector.

"The dispute resolution area is growing with the crisis, there is more and more work coming in from this sector. We have been dealing with a lot of queries for banks as our main clients, fraud claims and investments," says one observer.

For many capital markets lawyers, 2009 marked a transition period where lawyers saw the arrival of eurobonds, new stocks and listings in the market. "The end of 2009 and start of 2010 showed more deals in the markets, more listings and new bonds issues," says one partner.

The banking market is picking up slowly with Luxembourg's institutions beginning to lend again though with strictly defined terms.

"The banks are lending, but it is tight, the structures are more complicated," says one partner. A growing trend is for firms to advise on debt in the secondary market. Partners have seen the litigation and regulatory side growing. "We have been heavily involved in the refinancing of loans," says one partner.

M&A too has been fairly stable over the last 12 months. One partner says, "It's not fantastic, but it is stable and that is something." Firms though have seen the leveraged market declining along with cross-border work, but domestic M&A has increased in the last six months.

As is the case everywhere, investors are still reluctant to invest their money, as one partner says: "People are getting more nervous hoping to get their investments back, as obviously there has been a lot of losses in terms of investments, some of which went wrong in the past."

But despite this negativity practitioners are still hopeful that foreign investors can bring a glimmer of hope to the market. "We are now seeing clients wanting to invest in Luxembourg from India and other jurisdictions," says one partner.

### Allen & Overy

"Allen & Overy are a large established force in the Lux market," says one client and most commentators agree that the firm is a well established force in Luxembourg being "one of the largest in size" and "one of the most dominant forces on the market".

The firm retains its top tier position across all three areas this year and its deal list reflects its continuing prominence in the market.

Last year the capital markets team advised Deutsche Bank as arranger and investment agent in relation to a \$100 million convertible *murabaha* (deferred sale) facility made available by Sonata Securities. The team also advised Dexia Luxembourg in connection with the setting-up of a Luxembourg law governed fiduciary note programme.

A key figure in the firm is Henri Wagner who had a hand in a number of the firm's major transactions last year. One example saw him lead a team advising TMK in connection with its \$450 million bond issue.

Clients recognised the firm's quality across all practice areas: "The quality is of a very high standard, when you use Allen & Overy you always know what to expect, they never fail on the delivery of quality," says one. Peers agree: "The firm are really very good, they are one of our major competitors and are present in the market," says one.

On the banking side rivals noted that the firm's success is built on the strong connections it has with various institutions and

banks: "Their partners are well connected, we see them on a regular basis, they are great advisors," says one.

This was demonstrated when the firm advised JPMorgan Europe as the agent for a syndicate of investment banks in connection with the restructuring of the Wind Hellas group.

The firm has received a great deal of refinancing and restructuring work over the past twelve months and one example saw Wagner and Nicolas Steichen lead the team advising Standard Chartered over the debt refinancing of an industrial conglomerate active in the production and sale of luxury goods in November 2009.

In the distressed real-estate sector the team advised GE Real Estate on a series of defaulting financings and restructuring options in connection with Luxembourg obligors structures.

On the M&A side, the department was reduced slightly with the retirement of Jean-Francois Bouchoms last year. One of the firm's most significant deals saw it instruct Cegedel, the largest electricity provider in Luxembourg, on its merger with gas providers Soteg and Saar Ferngas.

Another highlight saw Fabian Beullekens lead the team advising RBC Dexia Investor Services Bank on its €93 million acquisition of the depositary bank business of Unione di Banche Italiane.

#### Leading lawyers

Fabian Beullekens  
Marc Feider  
Andre Marc  
Frank Mausem  
Henri Wagner

#### Arendt & Medernach

With the market in almost all areas slow but stable, it is perhaps unsurprising that Arendt & Medernach has maintained its tier one position in all areas. "The firm is very easy to work with, they are very good, they are up there with the best of them," says one client.

Rivals had particular praise for the capital markets team which is seen as one of the strongest in the market, as one says: "They are the biggest firm that is present in the capital markets department."

An example of this strength was the team's advice to Apollo Management in relation to a repackaging transaction consisting of an acquisition of debt securities for \$245 million from Realogy Corporation with a face value of \$873 million.

Securitisation was another active area for the firm and last year Ari Gudmannsson advised Italian company Jupiter finance in its

securitisation of loan portfolios. The deal was valued at €20 million and was closed in February 2010.

On the banking side the firm has been kept busy by regulatory issues and has advised 60 banks on such matters. Rivals recognise the firm's strengths and point out that the firm had dealt with the financial crisis well, "Despite the economic downturn the firm has been present and they have been doing a great job, we must give them credit for their work. They are a good firm in this market," says one.

A transactional highlight was the firm's advice to UniCredit in the restructuring of the Geldilux transactions from 2005, 2007, 2008, valued at more than €3 billion in total.

The team also advised the Royal Bank of Scotland on a refinancing of existing loans to Safestore Holdings. The original loans had been put in place in 2006 and the documents subsequently amended in 2008. These loans were fully refinanced by new term and revolving facilities for an aggregate amount of £390 million.

The partners at the firm have been commended on their approach and style. "The lawyers are very good, they are very professional, they are proactive. Arendt & Medernach definitely have one of the best legal teams in the country," says one client.

On the M&A side, the firm advised Apollo and BC Partners in the connection with the sale of 100% of the shares of Unity Media for an equity purchase price of €2 billion. The deal was closed in November 2009.

The same team advised Castle Harlan, the New York-based private equity firm, and its Australian affiliate, Champ Private Equity, in connection with the sale of United Malt Holdings. The reported purchase price was \$655 million and the deal closed in November 2009.

One area where clients would like to see change, unsurprisingly, is price and they point out that the firm is "one of the most expensive firms in the jurisdiction". However you get what you pay for and clients do regard the quality of work to "be amongst the best."

#### Leading lawyers

Philippe Dupont  
Guy Harles  
Paul Mousel  
Jean-Marc Ueberecken

#### Elvinger Hoss & Prussen

Elvinger Hoss & Prussen increased its partner count in January 2010 as Philippe Prussen was promoted to partner within the capital markets team. "The firm have had an active year," says one rival partner, who also com-

mends the firm on winning roles on some noteworthy transactions.

When asked to describe its strengths, clients of the firm were quick to highlight the team's technical abilities and attention to detail: "Very technical, they really analyse the material. I have noticed the firm do tend to take longer in terms of responsiveness than other firms I have used in the past. But they have a unique angle and this is why we use them," says one.

A clear highlight for the firm's capital markets team last year saw it advise General Motors in an exchange offer in which General Motors offered to exchange common stocks for \$27 billion of outstanding notes, inclusive of those listed on the Luxembourg stock exchange.

François Felten led the team for the transaction for Colt Telecom group on the offer of 211 million new ordinary shares.

Another highlight saw Phillip Hoss lead the team advising ArcelorMittal on its €1.25 billion convertible exchangeable bonds and the joint placement of shares and further convertible senior notes for €4 billion.

Clients and rival peers have commended the firm on their capabilities. "The firm are very thorough and very precise," says one client. A rival peer adds: "They increased their presence in the market; we are seeing more of them."

The M&A department received a boost last year with the hire of Dirk Richter who joins the corporate and tax department. A standout deal saw Toinon Hoss advised Deutsche Bank in relation to its acquisition of Sal Oppenheim.

The M&A team also advised Dean Foods, one of the leading food and beverage companies in the US, in relation to the acquisition of the Alpro division of Vandermoortele for €325 million.

One rival partner says: "The firm are very professional and have a very interesting mix of clients."

#### Leading lawyers

Franz Fayot  
François Felten  
Philippe Hoss  
Yves Prussen  
Pit Reckinger

#### Linklaters

Linklaters appointed Freddy Brausch as managing partner in March 2010, replacing Patrick Geortay, Francine Keiser and Jean-Paul Spang who are returning to full-time client work.

"The standard the firm produces is always top quality. They are a brilliant firm," says one

client. The firm remains in tier one again after observers agree that the firm is “one of the best in the market.”

The firm has kept a strong profile over the last 12 months and won roles on a string of strong transactions. “We are surprised to how well the firm are doing; on the capital markets side, they are one of our biggest rivals. We always see them on the other side of the table,” says one peer.

Clients appreciate Janine Biver for her approach to legal matters. “A brilliant lawyer, enthusiastic, always pro-active and listens, she doesn’t waste your time. She has some very good qualities.”

A peer also commends the firm on its team. “The lawyers at Linklaters are brilliant, no doubt about that, they are highly knowledgeable, hard-working, and efficient. They have a great set-up.”

The firm has managed to fit in well with in the Luxembourg market and generate work locally and on the international scale. “The firm have a huge advantage, they have the network as well as the resources to work with some of the best clients,” says one peer.

#### Leading lawyers

Janine Biver  
Freddy Brausch  
Tom Loesch  
Laurent Schummer  
Jean-Paul Spang

### **Bonn Schmitt Steichen**

Bonn Schmitt Steichen are seen by the market to be steady in all areas, although perhaps a little stronger on capital markets and M&A. “The firm are good, we see them around on good transactions,” says one rival partner.

One of the more interesting stories surrounding the firm last year was its short-lived relationship with corporate partner Dirk Leermakers. Having joined from Loyens & Loeff in October 2009, Leermakers quickly changed tack and departed in August 2010 to set up the new Luxembourg office of Stibbe. Whether the firm will feel the loss is unclear as he perhaps did not have the time to really make his presence felt.

In the capital markets area the firm had a good run of securitisation deals. A highlight saw the firm advise DaimlerChrysler Bank on the true-sale securitisation of €1.7 billion of auto loan receivables.

A similar deal saw Laurent Lazard and Nuala Doyle advise Nomura on the adherence of a Luxembourg securitisation vehicle to a structure issuance programme arranged by the bank. The team also advised Volkswagen Leasing on the true-sale securitisation of auto

lease receivables originated by Volkswagen Leasing.

Clients were largely impressed by the firm’s clarity and communication skills. “The lawyers at the firm are always very professional and explain things very clearly. It is always great to have them represent us,” says one.

The firm has also maintained its tier two ranking in banking, although peers did note that perhaps this isn’t the firm’s strongest area. Despite this view the firm has still acted on some notable mandates.

In one example, the firm advised ArcelorMittal on a registered offering of an aggregated principal amount of \$1 billion of 7%, 30-year notes. Citi, Deutsche Bank Securities and JPMorgan acted as underwriters for the \$7.5 billion offering.

In M&A rivals had specific praise for Jean Steffan who is seen as a key figure: “Jean Steffan is a good lawyer, we have used him a number of times. He is very smart and efficient, a great person to have on your side,” says one client, while a peer adds: “They have a clever mix of people there, they are a good little law firm.”

Last year Alex Schmitt advised State Street Bank on the corporate restructuring of Sanpaolo in view of its merger by absorption with the bank. The firm also advised Ubi Banca on the restructuring of the group UBI Banca by transferring its activities to Luxembourg.

#### Leading lawyers

Laurent Lazard  
Alex Schmitt

### **Kremer Associés & Clifford Chance**

Kremer Associés & Clifford Chance was seen by the market as having suffered more than most in the economic downturn, and peers say the firm still doesn’t have the presence of magic-circle rivals Allen & Overy and Linklaters.

However, the brand name of Clifford Chance remains one of the strongest in the global market and this added to the firm’s extensive network means that even in hard times the firm retains an impressive client list including: Crédit Agricole, Morgan Stanley, BNP Paribas, Barclays and Freddie Mac.

“Kremer Associés & Clifford Chance have a strong client database,” says one rival, while another adds: “The firm are present in the market, but they generate a lot of work from the network.”

Last year the firm advised an affiliate of Crédit Agricole on the subscription of a \$750 million mandatory convertible bond issue by a wholly-owned subsidiary of ArcelorMittal.

Another highlight saw Christian Kremer instructed by HSH Nordbank on the securitisation of commercial real-estate loan receivables. The deal was valued at €1 billion and was closed in December 2009.

Steve Jacoby also led the team advising the State of Luxembourg on the restructuring of Kaupthing Bank.

Clients appreciate the firm’s approach, “The firm are always very professional. The lawyers have a very high legal knowledge.”

The banking practice has remained steady over the last 12 months and the firm have maintained its long-standing ties with many of its clients. Last year the firm advised Standard Chartered First Bank Korea in relation to a €90 million Kexim-guaranteed facility agreement and a €110 million Kexim direct-loan agreement.

Marc Mehlen was also kept busy advising BNP Paribas in relation to the restructuring of a €2 billion senior secured facilities agreement of the Monier Group and related security enforcement. The deal was closed in October 2009.

On the M&A side, the firm advised eBay on the sale of the company’s controlling share in Skype to a group of investors led by private-equity firm Silver Lake for \$1.9 billion in cash and \$125 million in short-term in October 2009.

#### Leading lawyers

Steve Jacoby  
Christian Kremer  
Marc Mehlen

### **Other ranked firms**

NautaDutilh has had a busy 12 months advising on some notable transactions. While some competitors claim that the firm isn’t a key player in the Luxembourg market, clients appreciate the firm’s work. “The firm are excellent, they are very responsive, very knowledgeable in corporate work,” says one. “The lawyers have a breath of knowledge, they do a really good job.”

On the banking side, the firm advised UniCredit Bank Czech Republic in connection to a loan facility granted to by the European Investment Bank (EIB) in June 2009.

On the capital markets side the firm advised the Royal Bank of Scotland in structuring and establishing a mezzanine fund, using a Luxembourg vehicle issuing listed loan notes for the acquisition of debt instruments, including bonds, notes, terms loans, mezzanine loans and other loans and investments such as *shariah*-compliant instruments. This fund has a maximum size of €400 million.

Clients commend the firm's lawyers for their approach. "Greet Wilkenhuysen has a level of service to mutual clients. His knowledge of complex laws is strong," says one.

In the restructuring market the team advised the IMO Car Wash Group in connection with the restructuring and takeover of the group by its senior lenders, including HBOS and Angelo Gordon. This included a wiping of debt by way of an English scheme of arrangement.

*Leading lawyers:* Greet Wilkenhuysen

Commentators note that Oostvogels Pfister Feyten's main strength lies in M&A, as one rival partner says: "The firm are active; we have seen them on the private-equity side and on merger deals. I think this is their best practice area of work they deal in."

Clients agree: "They are one of our preferred suppliers, they are experts in the area of M&A. What I find that in the Luxembourg market it is hard to come across good mergers and acquisitions lawyers, that speak English and understand the private-equity sphere, but they do this very well," says one.

The firm was also praised for its general expertise. "The lawyers at the firm are intellectual, they are experts in their fields and they understand the client's needs," says one client, while another adds, "Isabelle Lentz provided me with a very good service; she is reliable and highly rated in the Luxembourg market."

*Leading lawyers:* Isabelle Lentz and Stef Oostvogels

Wildgen suffered a minor setback this year with the departure of partner Eric Sublon to German firm Luther.

But with Daniel Boone, Michel Bulach and Franck Greff on staff, clients are still more than pleased with the firm's work. "They are a good team at Wildgen, they are very responsive, we used them on a small exit transaction and they got us the result that we wanted," says a client.

"One name to point out at the firm is Daniel Boone, very good on small issues, constructive at finding solutions quickly. The firm are very good on the corporate side."

In M&A, the firm worked for a Belgian clothing chain store on the transfer of some of its shops in Luxembourg to a French leading ready-to-wear group.

On the banking side, the firm advised Internaxx, a credit institution active in online-banking, on its implementation of a system of personal trading. Wildgen was dealing with all the legal aspects concerning this operation.

*Leading lawyers:* Daniel Boone, Michel Bulach and Franck Greff

## Other notable firms

Entering the market on September 1 2010 is Dutch firm Stibbe who open with the hire of corporate partner Dirk Leermakers who joins from Bonn Bonn Schmitt Steichen. The new office is the firm's sixth and gives it complete coverage across the Benelux region.

The news is also a positive for Stibbe's alliance colleagues Herbert Smith and Gleiss Lutz who will benefit from having referral partners on the ground in the country.

## Investment funds

### Recommended firms

#### Tier 1

Arendt & Medernach  
Elvinger Hoss & Prussen  
Linklaters

#### Tier 2

Bonn Schmitt Steichen

#### Tier 3

Allen & Overy  
Kremer Associates & Clifford Chance  
Loyens & Loeff

Whilst Luxembourg remains an attractive investment space, the focus of the last 12 months has shifted for many firms to fund formation. "The activities that we have experienced in this field have been different over the last 12 months," says one in-house counsel.

Practitioners note that the focus remains on the real-estate sector, particularly on the distressed debt side. "There has been a pick-up on the real-estate side, one is distressed assets and one is opportunistic assets," says one partner.

While Luxembourg remains one of the leading jurisdictions for investment opportunities, firms have seen a slowdown in work due to the financial crisis. However one development firms have seen over the last 12 months is a number of foreign investors coming into the market space. "We see a lot of first time foreign investors in the market," says one partner, while another adds: "We have seen new clients coming in to the country, but the lack of money is proving to be a problem."

This and other factors have created a great deal of uncertainty. "We are not sure to how the market will unfold over the next year," says one partner.

## Arendt & Medernach

Commentators note that Arendt & Medernach has "one of the finest outfits" in the Luxembourg market. A rival partner describes the firm's lawyers as "some of the best" in the market with "superb knowledge".

Claude Kremer is a name that almost every investment funds lawyer will point out as being one of the most well known players in the market. "He is simply remarkable, an exceptional lawyer. In my eyes he is the best lawyer in the market," says one peer.

A client agrees: "He has some of the best expertise in the market; working with him is always a great experience. He is client-focused and driven to providing the client with exactly what they need, he is always professional."

The firm has managed to establish a strong international client list that sets them on a different standard to their peers. "The firm is very good at establishing relationships and maintaining them," says one rival peer.

A highlight last year saw the firm advise Keel Capital in relation to the creation of a regulated fund investing in equities of the Nordic region.

Alongside this, the firm acted as legal advisors for Axa Investment Managers Paris in the creation of a range of Ucits (Undertakings for Collective Investments in Transferable Securities)-compliant funds, the investment objective of which is to invest in a wide range of asset classes and investment strategies.

The team also advised Commerzbank in relation to the creation of Solar Energie Sicav-SIF (*société d'investissement à capital variable* - specialised investment fund) investing in solar parks.

### Leading lawyers

Claude Kremer  
Claude Niedner

## Elvinger Hoss & Prussen

"A brilliant firm, the quality is always brilliant. They are very good," says one peer about Elvinger Hoss & Prussen. Another agrees: "One of the finest firms Luxembourg has."

The firm has had a good year and has had a strong pipeline of deals. "The firm has a strong presence in the market and has a strong client database," says one peer.

### Leading lawyers

Jacques Elvinger  
Patrick Reuter

## Linklaters

"They are one of our preferred suppliers because they are efficient, hardworking and never fail on providing a brilliant service. They are excellent," says one client.

Linklaters is commended by the market for the strength of its investment funds practice. "The investment funds practice is very good," says one client. "I think this practice area is really strong," says one rival partner.

**Leading lawyers**

Hermann Beythan  
Francine Keiser

**Bonn Schmitt Steichen**

Bonn Schmitt Steichen has gained a strong reputation amongst its peers in the Luxembourg market. "The firm are active, we see them on some good deals," says one fund lawyer, while another adds: "The firm always do a good job."

Among the firm's deal highlights last year was the work done by lead partners Corinne Philippe and Luc Courtois who advised UBI Banca on the merger and rationalisation of funds.

In terms of new fund work, the team instructed the Generali Group on the launch of various innovative products, while partner Luc Courtois advised Farringdon Capital Management on the launch of a new funds vehicle.

Observers praised the firm's team ethic, as a rival partner says: "In terms of leading lawyers at the firm, I can't single out just one, they have a strong team and a strong mix of players there."

Clients agree: "The team at Bonn Schmitt Steichen is very concise, thorough and to the point. They offer great advice and are always very professional," says one.

**Leading lawyers**

Luc Courtois  
Corinne Philippe

**Other ranked firms**

Allen & Overy's funds team advised German investment bank MainFirst last year on its Ucits (Undertakings for Collective Investments in Transferable Securities) flagship migration to JPMorgan and on the set-up of a long/short hedge fund.

The firm also instructed both a UK and a Brazilian asset manager on the set-up of a Luxembourg specialised investment fund investing in agriculture.

*Leading lawyers:* Pierre Schleimer

"I have been in this market for 15 years and worked with a lot of law firms. The reason I appreciate **Kremer Associés & Clifford Chance** is for their pragmatic solution sense. It is hard to match reality to the regulatory environment. They respect the client's needs, they have a good amount of experience," says one client speaking about the funds practice at the firm.

Another client had specific praise for Joëlle Hauser: "I have known her for a while and she is a remarkable lawyer. She is very individual in her thinking, she respects conflicts of inter-

est that may arise. I have only had good experiences with her."

Last year the firm advised Algebris on the structuring and set up of a Luxembourg feeder fund in the form of an umbrella Sicav-SIF (*société d'investissement à capital variable* - Specialised Investment Fund) for a Cayman master fund which is investing in equity and debt securities.

In a similar deal the firm advised First Private on the structuring and set up of a Luxembourg Sicav-SIF, in cooperation with the Frankfurt office, to invest in solar parks in various central and southern European countries, either directly or via operating companies. The firm also advised on the structure of the solar energy investments.

Over the last 12 months, the firm has built a strong client database including: Aberdeen, Henderson, Aviva, Standard Life and Generali.

*Leading lawyers:* Joëlle Hauser

**Loyens & Loeff** saw the departure of Giles Duseman this year, who moved to Ardent & Medernach in August 2010.

The firm advised Abu Dhabi Commercial Bank's specialised investment fund - ADCB Funds FCP SIF on the set up of the specialised umbrella fund which feeds into several Abu Dhabi based ETF (Exchange-traded fund) master funds. This involved the structuring of a dedicated feeder platform for Abu Dhabi Commercial bank, allowing for placement with European Institutional Investors. This deal represented one of the first fund launches from a significant Middle Eastern player following the recent financial crisis.

*Leading lawyers:* Thierry Lohest

**Other notable firms**

"**Noble & Scheidecker's** practice is coming up," says one rival partner. The firm has increased its capacity on transactions in the last year by attracting many new clients and has been active on the non-regulated funds side and on private-equity transactions.

In one notable deal the team acted for a large Asian bank on the launch of a Ucits (Undertakings for Collective Investments in Transferable Securities) fund, which will take the form of a Luxembourg umbrella Sicav (*société d'investissement à capital variable*). The transaction is still ongoing.

**Oostvogels Pfister Feyten** has been busy advising on fund formation and the structuring of investment vehicles as well as the implementation of acquisitions and divestments.

The firm also advised a number of private and institutional investors in the Madoff case, and acted for a green biotech investment fund in Luxembourg regarding its investments in South America.

While not particularly visible to its peers, **Molitor** has built a strong client database in the market. The firm is assisting on the set-up of a Luxembourg hedge fund where the business strategy would be to underwrite to capital increases of Nordic companies.

"**Wildgen** is a good firm in the investment funds side," says one peer. The firm this year set up a Luxembourg fund for institutional investors in form of an investment company with variable capital, organised in the legal form of a partnership limited by shares. The object of the fund is to obtain high returns and to achieve capital growth over long-term investments by investing the sub-funds available funds in equity or equity-like securities.