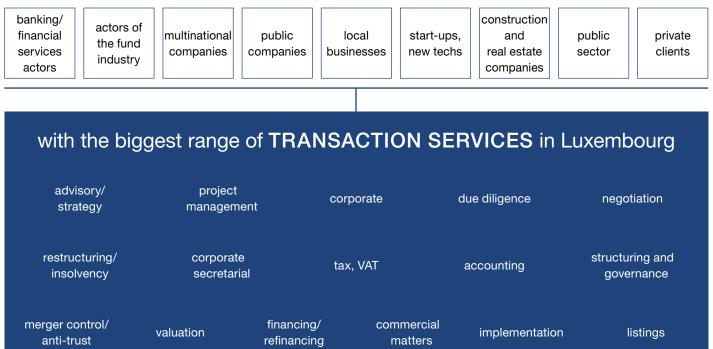




a unique and comprehensive transaction service offering

Arendt is by your side through every step of your most important transactions. We are there to anticipate moves, manage risk and ensure that everything runs smoothly. With our team of 150 transaction experts, we are equipped to handle challenges efficiently. By drawing on Arendt's legal, tax, corporate and business expertise, we ensure the full range of insight into your project at all times.

we serve...



contact us: transactions@arendt.com

arendt.com

by your side throughout each transaction, to buy, sell, merge or reorgan



- give business advice that could lead to voluntary divestiture/acquisition, ensuring a safe action
- give pre-sale advice to identify key legal factors, concerns and challenges (compliance, labour law, GDPR, etc.)
- provide guidance on risk, regulation and compliance issues that may impact an acquisition

PREPARATION

- prepare the sales process analyse impacts of the sale (corporate, tax,
- employment, governance) - determine the scope of
- vendor due diligence - review the sale structure, key equity considerations and financing commitment
- review the letter of intent from a legal perspective
- coordinate with investment banks, warranty and indemnity brokers and third parties

MARKETING FIRST CONTACT

- prepare the pitch and other marketing material (teaser and memorandum) - prepare documents for the sales process: drafting, review and negotiation of NDAs and process letters, legal commentary on letters of intent from potential buyers

TOOLS

- Virtual Data Room (VDR): solution designed to provide secure file sharing and access to the necessary documentation at all times
- Luminance: artificial intelligence for due diligence and document review

anti-trust

· business advisory

entrepreneurial support

strategy, innovation

economic modelling

planning, operations

and performance

and sustainability

executive and

and analysis

business licences

collective and

employment

immigration law

law advice

business

individual

rights

intellectual property

DUE DILIGENCE organise and check documents for injection into the VDR from a business, legal and tax perspective perform document uploads, structure the VDR process - prepare and sign off on formal and vendor due diligence reports, or redflag due diligence reports - review documents in

the data room from a business, legal and tax perspective and assess key concerns, including labour, real estate, IP, environmental, anti-bribery, tax and regulatory aspects - manage the Q&A process, liaising with other stakeholders - treat questions and perform analysis of answers

commercial

contracts

real estate

corporate/

litigation

judicial

shareholders

proceedings

transactions

environmental law

OFFER ANALYSIS analyse offers (NBO) and recommendations

OFFER PREPARATION

- prepare the offer - review the offer from a legal perspective

STRUCTURING

- run legal and tax analyses and make recommendations for the acquisition of the target (structure paper)
- set up acquisition structure - draft or optimise
- documentation for joint ventures, mergers and reorganisations
- prepare and implement internal financing documentation
- preparation or review of fund flows

MERGERS | SPIN-OFFS | **REORGANISATIONS**

- structure business
- combinations and reorganisations
- draft plans for mergers and spin-offs
- · implement business segment transfers
- corporate governance advice
- paralegal team assistance
- internal reorganisation and
- distressed restructuring advice to start-ups/venture

capital



and clearance - prepare offering and listing documentation advice on ongoing obligations CONTRACT PLANNING | NEGOTIATIONS prepare contractual documentation and perform review from a legal perspective

FINANCING

aspects

opinion

financing

RE-FINANCING

- draft or review

- review security

RAISING CAPITAL

financing documents

- advise on tax and VAT

prepare legal capacity

documents and release

letters in relation to the

regulatory assessment

- assist in negotiations from a legal and business perspective negotiate with minority
- shareholders

- public offerings

- takeover bids

- accounting law

- international tax

transfer pricing

VAT assistance

- DAC6 assistance

FATCA-CRS issues

- corporate tax

issues

public M&A

- private placements bookkeeping listings of securities - corporate secretarial services eCDF filing financial reporting - fully equipped offices lease - nominee shareholder/initial limited partner - preparation of consolidated accounts preparation of financial statements (LuxGAAP and IFRS) provision of a registered office

services combined to fit your

PRE-CLOSING | CLOSING POST-CLOSING

- prepare the closing and attend the closing meetina
- assist and follow up on conditions precedent
- assist with:
- answering preclosing due diligence
- reiteration of the seller's representations and warranties on closing
- regulatory clearances for the seller, drafting the notification to the supervisory authorities, filing
- preparing postclosing formalities (corporate and regulatory follow-up)
- prepare ancillary documentation
- prepare the closing memorandum
- draft and file the notification to the authorities
- prepare the closing bible or post-closing to-do list

DAY-TO-DAY SUPPORT

- executive and entrepreneurial support
- planning, operations and performance optimisation
- rollover of management
- new governance
- corporate restructuring
- bookkeeping and paralegal assistance to cover any workload increase



- directorship solutions
- liquidation services



Arendt's cross-sectoral activities let us understand and manage all types of transactions



our representative offices enable worldwide access to legal experts near you



Pr

rely on a team of 150 transaction experts, the largest in Luxembourg, supported by qualified paralegal professionals

Arendt ranks as a tier-1 firm in the most important legal directories



Rankings in 2023

- Band 1 in Corporate/M&A Chambers & Partners, Global & Europe editions
- Tier 1 in Financial & Corporate IFLR 1000
- Tier 1 in Commercial, Corporate and M&A Legal 500 EMEA

quick ACCESS

working

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contact our cross-sectoral teams of experts:

transactions@arendt.com

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