

6th Business Law Forum – New Restructuring of Businesses: Legal and Compliance Aspects

FRIDAY, JUNE 20 & SATURDAY, JUNE 21, 2014



LISBON PORTUGAL

Seminar organised by the UIA with the support of the Portuguese Bar Association and Iberian Lawyer as media partner



The UIA would like to thank the following partners





Introduction

Since the onset of the banking crisis deal-making has become difficult and volumes have fallen away. The restructuring of the different sectors of the corporate landscape, as well as a combination of liquidity pressures, a tough economic environment and ongoing regulatory changes, continue to have a considerable impact on business models and are likely to be key factors affecting M&A deals.

Putting together M&A restructuring deals, such as split-ups, spin-offs and carve-outs, in the context of their tax implications and compliance requirements, before, during and after completion of the deal, is one of those challenges that every experienced advisor in the legal, accounting and financing industry wants to take and likes to face.

At the next UIA Business Forum in Lisbon in 2014, members of the Banking, Corporate, M&A and Tax Commissions of the UIA will discuss such matters together with representatives of the financial sector. One of the highlights of the seminar will be a particular focus on emerging market transactions, insolvency practitioners from Asia, Africa and Latin America.

Maria Antónia Cameira *Stephan König*
CL@Cameira Legal, London *Oppenhoff & Partner, Cologne*

Thursday | June | 19 | 2014

19:30 WELCOME COCKTAIL

Sponsored by PLMJ – Sociedade de Advogados, RL
Avenida da Liberdade, 224, Edifício Eurolex
Lisbon, Portugal



Friday | June | 20 | 2014

08:30 – 09:00 REGISTRATION OF PARTICIPANTS

Fundação Centro Cultural de Belém
Praça do Império
Lisbon, Portugal

CHAIRMAN OF THE FRIDAY PANELS:

• **Carlos SANTOS FERREIRA**, *Of Counsel, SRS Advogados, Lisbon, Portugal*

09:00 – 09:30 WELCOME AND OPENING OF THE SEMINAR

- **Paula TEIXEIRA DA CRUZ**, *H. E. The Portuguese Minister of Justice – to be confirmed*
- **Stephen L. DREYFUSS**, *UIA President, Hellring Lindeman Goldstein & Siegal, Newark, NY, USA – or his representative*
- **Maria Antónia CAMEIRA**, *President of the UIA Portuguese National Committee, CI@Cameira Legal, Lisbon, Portugal/ London, UK*

09:30 – 10:00 The Impact of the Banking Crisis and Global Market Turmoil on Business Models and the Key Factors Affecting M&A Deals

Speakers:

- **Keynote Speaker**
- **Paulo CARTUCHO PEREIRA**, *Perella Weinberg Partners, London, UK*

10:00 – 10:20 The Regulation Factor: An on-going Change

Moderator: • **José Luís MOREIRA DA SILVA**, *President of the UIA Administrative Law Commission, SRS Advogados, Lisbon, Portugal*

Speaker:

- **Carlos TAVARES**, *Chairman of the CMVM, Portuguese Securities Exchange Commission, Portugal*

10:20 – 10:35 COFFEE BREAK

10:35 – 11:35 PANEL DISCUSSION

M&A Restructuring and Financing Deals – Split-ups, Spin-offs and Carve-outs

Moderator: • **Stephan KÖNIG**, *President of the UIA Mergers and Acquisitions Commission, Oppenhoff & Partner, Cologne, Germany*

Speakers:

- **Benjamin STRAUSS**, *Pepper Hamilton LLP, Wilmington, DE, USA*
- **Pierre-Menno DE GIRARD**, *Reinhart Marville Torre, Paris, France*
- **Stéphane KONKOLY**, *Burckhardt, Basel, Switzerland*
- **Fernando ESMERALDO**, *Chairman of ECS - Sociedade de Capital de Risco, S.A., Lisbon, Portugal*
- **Tomás PESSANHA**, *Partner and Head of PLMJ Oporto Office, Porto, Portugal*

11:35 – 12:30 PANEL DISCUSSION

Compliance before, during and beyond Closing: The Target and the Suitor

Speakers:

- **Mário MOREIRA DA SILVA**, *Of Counsel, SRS Advogados, Lisbon, Portugal*
- **Aleksander STAWICKI**, *President of the UIA Competition Law Commission, WKB, Warsaw, Poland*
- **Marc FYON**, *President of the UIA Corporate Law Commission, Stibbe, Brussels, Belgium*
- **Thomas GOOSSENS**, *Partner, BCCC Attorneys-at-Law, Geneva, Switzerland*

12:30 – 14:30 LUNCH

14:30 – 15:30 PANEL DISCUSSION

Banking Sector and Financing Services

- Evolving trends in restructuring deals
- The regulation factor
- State bail outs
- Liquidity pressures

Moderator: • **Pedro REBELO DE SOUSA**, *President of the UIA Banking Law Commission, SRS Advogados, Lisbon, Portugal*

Speakers:

- **Fernando FARIA DE OLIVEIRA**, *Chairman of the Portuguese Banking Association, Portugal*
- **Alexandra MAIA DE LOUREIRO**, *Partner, SRS Advogados, Lisbon, Portugal*
- **Manuel LOPES DA COSTA**, *Advisory Leader, PwC, Lisbon, Portugal*

15:30 – 15:45 COFFEE BREAK

15:45 – 16:45 PANEL DISCUSSION

M&A Deals in Emerging Markets

- Out ward investment from the Asian markets and impact on restructuring transactions
- Banking and financial services
- Other industries

Moderator: • **Pedro PAIS DE ALMEIDA**, *UIA Director of Commissions, Abreu Advogados, Lisbon, Portugal*

Speakers:

- **António SIMÕES**, *HSBC Europe, UK Chief Executive Officer and Head of Retail Banking and Wealth Management Europe, UK*
- **Luís MIRA AMARAL**, *CEO of Bank BIC, Lisbon, Portugal*
- **Luís TODO BOM**, *Member of the Board, Galp Energia, Lisbon, Portugal*
- **Yonca Fatma YÜCEL**, *Counselor to the UIA President, Banking Regulation and Supervision Agency, Ankara, Turkey*

20:00 DINNER

Sponsored by SRS Advogados

Rua D. Francisco Manuel de Melo, 21, Lisbon, Portugal

09:30 – 10:00 REGISTRATION OF PARTICIPANTS

Fundação Centro Cultural de Belém
Praça do Império
Lisbon, Portugal

CHAIRMAN OF THE SATURDAY PANELS

- Luís MIRA AMARAL, CEO of Bank BIC, Lisbon, Portugal

10:00 – 11:00 PANEL DISCUSSION

Taxation Matters in Restructuring Deals

- Strategies and tax compliance
- Due diligence
- Tax models to enhance value

Moderator: • Tiago MARREIROS MOREIRA, President of the UIA Tax Law Commission, Vieira de Almeida & Associados, Lisbon, Portugal

Speakers:

- Daniel LEHMAN, Bar & Karrer, Zurich, Switzerland
- Alexander PUPETER, P+P Pöllath + Partner, Munich, Germany

11:00 – 11:15 COFFEE BREAK

11:15 – 12:15 PANEL DISCUSSION

Restructuring Deals in the African and South American Markets

Moderator: • Maria Antónia CAMEIRA, President of the UIA Portuguese National Committee, Cl@Cameira Legal, Lisbon, Portugal/London, UK

Speakers:

- Mário VILALVA, Brazilian Ambassador, Brazil
- Mário MACHUNGO, Chairman of Millennium BIM (Mozambique bank), Mozambique
- Isaac MURARGY, Executive Secretary of the Comunidade dos Países de Língua Portuguesa (Community of Portuguese Language Countries), Guinea-Bissau
- Nuno MORAIS SARMENTO, Partner and Head of PLMJ Mozambique Desk, Lisbon, Portugal

12:15 – 12:30 CLOSING REMARKS

- Carlos MOEDAS, Secretary of State to the Prime Minister of Portugal



Organising Committee

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General Information

SEMINAR VENUE

Fundação Centro Cultural de Belém
Praça do Império
Lisbon, Portugal

REGISTRATION FEES

	UIA Member		Non Member	
	≤ 20.05.2014	> 21.05.2014	≤ 20.05.2014	> 21.05.2014
STANDARD REGISTRATION	€ 350*	€ 400*	€ 400*	€ 450*
YOUNG LAWYER (<35)**	€ 300*	€ 350*	€ 350*	€ 400*
PORTUGUESE LAWYER	€ 200*			

* The VAT (23%) can be applied to the amount here above according to the European Directive 2006/12/CE of November 28, 2006. For more information, please contact the UIA.

** Please attach proof of age to the registration form to benefit from young lawyer fee.

These fees cover participation in the welcome cocktail, participation in the seminar, coffee breaks, lunch and dinner on Friday, June 20, 2014, as well as the documentation of the seminar. Please note that the number of places at the seminar is limited. The organisers reserve the right to refuse registrations in the event of excess applications.

CONTINUING LEGAL EDUCATION

Every participant attending the seminar will receive a "Certificate of Participation" at the end of the event that may be used for obtaining "Credits" for "Continuing Legal Education" – "Continuing Professional Development" purposes, depending on national rules. For more information, please contact the UIA.

LANGUAGE

The working language will be **English**.

HOTEL ROOM RESERVATION

A limited number of rooms has been pre-booked at a preferential rate. Reservations should be made directly through the hotel. Credit card details must be given in order to secure your reservation. Please note that the number of rooms is limited. We recommend that you proceed with your reservations as soon as possible.

HOTEL ROOM RESERVATION

CANCELLATION CONDITIONS

VISAS

GENERAL CONDITIONS

FORMALITIES

FORCE MAJEURE

HEALTH

Hotels

Rates

HOTEL ALTIS BELÉM 5* <i>at 550 meters from the seminar venue</i> Doca do Bom Sucesso 1400-038 Lisbon, Portugal T +351 21 040 02 00 / + 351 21 040 02 50 E receptionbelem@altishotels.com	Single room Double room Breakfast and taxes included <i>Please download the hotel reservation form from our Website: www.uianet.org</i>	€ 250 € 270
HOTEL PESTANA PALACE 5* <i>at 2,2 km from the seminar venue</i> Rua Jau, 54 1300-314 Lisbon, Portugal T +351 21 361 56 00/F +351 21 361 56 01 E guest@pestana.com	Single room Double room Breakfast and taxes included <i>Please download the hotel reservation form from our Website: www.uianet.org</i>	€ 145 € 160
HOTEL VILA GALÉ ÓPERA 4* <i>at 2,2 km from the seminar venue</i> Travessa do Conde da Ponte 1300-141 Lisbon, Portugal T +351 217 90 76 78/F +351 217 90 76 40 E opera.grupos@vilagale.com	Single room Double room Breakfast and taxes included <i>Please download the hotel reservation form from our Website: www.uianet.org</i>	€ 76,50 € 84
HOTEL JERONIMOS 8 4* <i>at 3,4 km from the seminar venue</i> Rua dos Jerónimos nº 8 1400-211 Lisbon, Portugal T +351 21 360 09 00/F +351 21 360 09 08 E jeronimos8@themahotels.pt	Single room Double room Breakfast and taxes included <i>Please download the hotel reservation form from our Website: www.uianet.org</i>	€ 110 € 120

All cancellations will be subject to a 50% deduction and will have to be sent in writing, to be received by the Union Internationale des Avocats **no later than May 20, 2014**. No refund will be made for cancellations received after this date.

Anyone who requires a visa invitation letter in order to attend the seminar should register and pay their registration fees **no later than May 20, 2014** to ensure there is enough time to obtain a visa.

All cancellations will be refunded in full, minus €50 + VAT to cover administrative costs, provided that the UIA has received the registration documents and **total registration fees no later than May 20, 2014**.

If you register after this date, only 50% of the amount paid minus €50 + VAT to cover administrative costs will be refunded for cancellations due to visa refusals.

All cancellations due to a visa refusal must be sent in writing and reach the UIA **before the seminar**. Cancellations must be accompanied by a **proof of visa refusal**.

If your visa is issued after the seminar date or if you do not have proof of visa refusal, you will not be entitled to a refund.

All registrations received by the Union Internationale des Avocats (UIA) along with the full payment of fees corresponding to the events selected will be confirmed in writing.

The UIA reserves the right to cancel or postpone the seminar to a later date, change the seminar venue and/or programme, make any corrections or modifications in the information published in the seminar programme and cancel any invitation to participate in the seminar, at any time and at their entire discretion, without having to provide any reasons for the same.

Neither the UIA, nor any of its managers, employees, agents, members or representatives shall be held responsible for any loss or damage, of any nature, suffered (directly or indirectly) by a delegate, accompanying person or a third party following any cancellations, changes, postponements or modifications.

The UIA strongly advises participants to subscribe to modifiable and/or refundable services, as well as to take out a cancellation insurance.

Neither the UIA, nor any of its managers, employees, agents, members or representatives shall be held responsible for any loss or damage, of any nature whatever, suffered (directly or indirectly) by a delegate or accompanying person, except in case of death or personal injury due to gross negligence by the UIA.

The contractual relations between the UIA and each participant (delegate or accompanying person) in relation to the seminar are subject to French law and jurisdiction, to the exclusion of any other law. Paris is the city of jurisdiction.

It is the responsibility of participants to ensure compliance with police, customs and health formalities for their journey. Participants unable to take part in the seminar because of their inability to take a flight or any other means of transportation due to being unable to provide the documents required (passport, visa, vaccination certificate, etc.) cannot claim any reimbursement.

“Force majeure” means any events external to the parties, of both an unforeseeable and insurmountable nature that prevents either the client or the participants, or the agency or service providers involved in organising the seminar, from executing all or part of the obligations provided for in the present agreement. By express agreement, such will be the case in the event of a strike affecting the means of transport, hotel staff, air traffic controllers, an insurrection, a riot or any prohibition whatever decreed by Governmental or public authorities.

It is expressly agreed that for the parties, a case of force majeure would suspend the execution of their reciprocal obligations. At the same time, each of the parties shall bear the burden of all the expenses incumbent upon them, resulting from the case of force majeure.

The organisers decline any responsibility in case of any health problems existing prior to the seminar that may lead to complications or be aggravated during the entire period of the stay: pregnancy, cardio-vascular problems, any allergies, special diets, any disorders under treatment and not yet consolidated on the day the seminar starts, psychic or mental or depressive illness, etc. (Non exhaustive list).



Union Internationale des Avocats
International Association of Lawyers
Unión Internacional de Abogados

IBERIAN LAWYER

6th Business Law Forum – New Restructuring of Businesses: Legal and Compliance Aspects

Friday, June 20 & Saturday, June 21, 2014

LISBON, PORTUGAL

REGISTRATION FORM

Register online at: www.uianet.org

or please complete and return this form **before June 6, 2014**, by email, fax or post, to:

UNION INTERNATIONALE DES AVOCATS

25 rue du Jour, 75001 Paris, France

Tel: +33 1 44 88 55 66 ■ Fax: +33 1 44 88 55 77 ■ Email: uiacentre@uianet.org



Register online

UIA INDIVIDUAL MEMBERS

Please specify your membership number (Please check your membership card or membership fees):

MI - - - - -

Family Name:

First Name:

Firm:

Address:

Post Code: City:

Country:

Tel: Fax:

Email:

Date of Birth:

EU VAT ID – Number:

Special requests (special diet, allergies, handicap...):

A. SEMINAR REGISTRATION FEES

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** Please attach proof of age to the registration form to benefit from young lawyer fee.

B. SEMINAR SOCIAL ACTIVITIES

Please indicate below whether you plan to attend the following events **included** in the cost of your registration.

- Welcome Cocktail – Thursday, June 19, 2014
- Lunch – Friday, June 20, 2014
- Dinner – Friday, June 20, 2014

C. TOTAL

TOTAL (A) Excl. VAT – Registration Fees €

VAT if applicable (23 %)* €

TOTAL (A+VAT) €

* The VAT (23%) can be applied to the amount here above according to the European Directive 2006/12/CE of November 28, 2006. For more information, please contact the UIA.

D. CANCELLATION CONDITIONS

I, the Undersigned, confirm that I have read and accepted the **cancellation conditions** as well as the **general conditions** given on page 6 of the registration programme. My registration will only be taken into account on receipt of the payment.

Participants are aware that their image and/or voice may be photographed, recorded or filmed throughout the duration of the seminar. They hereby assign to the UIA, with the signature of this form, the right to exploit, reproduce and disseminate the images and recordings by all means, both known and unknown, using all media, for an unlimited term and free of charge.

E. METHOD OF PAYMENT

- By cheque in € payable to the UIA, addressed to: UIA – 25 rue du Jour – 75001 Paris – France
- By bank transfer in €, without charges to the payee, in favour of the Union Internationale des Avocats, quoting “2014 Lisbon Seminar”, to the following bank and account:

Société Générale – Paris Elysées Entreprise
91 avenue des Champs Elysées – 75008 Paris – France
BIC / SWIFT N°: SOGEFRPP
IBAN: FR76 3000 3033 9200 0503 4165 164

Kindly attach a copy of your bank transfer order to your registration form

- By credit card: Visa Eurocard / Mastercard

Card N°: _ _ _ _ _

Expiry date: _ _ / _ _ 3 digits: _ _ _

Name of card holder:

I authorise the Union Internationale des Avocats to debit the above mentioned credit card in the amount of € (EUR)

Date: / /

Signature: