



DUTEIL AVOCATS

— RES NON VERBA —

AREAS OF EXPERTISE

“ The true source of rights is duty.
If we all discharge our duties,
rights will not be far to seek. ”

Mahatma Gandhi

SERVICES

Private Equity

Duteil Avocats advises various investment funds, wealth funds (e.g. business angels, family offices etc.), investment banks and SMEs in connection with private equity transactions.

Duteil Avocats provides clients with upstream assistance in transactions by participating in their strategic reviews of the various legal and financial options and selecting the best options for them.

During this transaction structuring phase, the firm helps clients to develop their management package strategy.

Duteil Avocats drafts and negotiates the various contractual documents required by these transactions including investment deeds, shareholders' agreements, warranty agreements, call and put option agreements, etc.

Duteil Avocats also prepares legal documentation required to complete transactions, and in particular the documents related to the issuance of simple or complex securities (e.g. preferred shares, share with attached warrants, bonds, convertible bonds, redeemable bonds, "OCEANE", "OBSAR", etc.) and management incentive packages (e.g. warrants, founder warrants, internal rate of return transfers etc.).

Venture Capital and Start-ups

Duteil Avocats advises various investment funds, wealth funds (e.g. business angels, family offices etc.), investment banks and innovative start-ups in relation to venture capital transactions.

The firm provides clients with early upstream advice on their transactions so that they can set up a strong legal structure tailored to their specific venture capital issues.

Backed by the experience of the Duteil Avocats venture capital team, the firm reviews the various potential legal and financial arrangements alongside clients before selecting the best solution for them.

Duteil Avocats also advises clients in conceiving their management package strategy. The firm provides these services for a large number of innovative companies.

Mergers & Acquisitions

As an established M&A player, clients call on Duteil Avocats for various types of private and public, national and international M&A transactions.

M&A is a core business of Duteil Avocats, and the firm is involved far in advance for these complex transactions in order to maximise added value for clients when structuring the project and during the initial negotiating phase.

The firm supports clients throughout the whole process, from the preparation of the offer up to post-closing actions.

Duteil Avocats advises clients, notably investment funds and SMEs, over a wide range of M&A transactions including external growth transactions, change of control, family transfers, business and assets transfers.

Capital Market Transaction

Duteil Avocats advises numerous issuers which are listed on a regulated market or on Alternext.

Duteil Avocats assists them and their advisers in all their capital market transactions including IPOs, IBOs, simple or complex issues of financial instruments, public tender offers, delistings (public to private transactions) etc.

Duteil Avocats advises clients in their correspondence with the Autorité des Marchés Financiers (French financial markets authority), putting its experience at their service so that they can reach an optimum and customised solution in each case.

Duteil Avocats assures the legal housekeeping of many listed companies and is frequently consulted over stock market regulations (crossing of thresholds, action in concert, relief/exemption applications, etc.).

Duteil Avocats' expertise in identifying key terms and drafting shareholders agreements dealing with listed companies also enables the firm to assist clients in addressing conflicts between groups of shareholders.

Duteil Avocats is a member of MiddleNext  and of the "Association des Avocats de Droit Boursier" – the "ADB" – (i.e., the Financial Market Lawyers Association) .



Financing - Loans

- **Acquisition financing**

Duteil Avocats is involved from structuring an LBO up to establishing the necessary supporting security and guarantee packages. Lawyers also benefit from the expertise of the Duteil Avocats Private Equity team in structuring senior, mezzanine or subordinate finance.

Duteil Avocats works both for arranging credit institutions for transactions of this nature, and for borrowing companies or funds involved in such acquisitions.

- **Bank loans**

Duteil Avocats benefits from extensive experience in the establishment, structuring and negotiation of all types of loans, both for credit institutions and for companies. The firm's know-how and experience encompasses syndicated loans, bilateral loans and shareholder loans.

Duteil Avocats also advises its clients in the establishment and negotiation of supporting guarantee and security packages appropriate to each type of transaction.

Duteil Avocats provides its services both for purely French transactions and for the French aspects of cross-border transactions.

International Transactions

The international transactions team at Duteil Avocats consists solely of bilingual lawyers having lived and worked abroad, who support clients in their international projects.

Duteil Avocats advises clients in their international acquisitions and in the sale of French companies to foreign buyers.

Duteil Avocats benefits from a network of foreign colleagues that it supervises and coordinates for cross-border transactions.

Duteil Avocats has advised on and closed a number of international transactions involving sums over €300 million involving companies (listed or not).

Legal support for SMEs and Corporate Due Diligence

Duteil Avocats provides proactive legal maintenance for its clients by managing their legal company housekeeping and their usual operations: equity transactions, mergers, spin-offs, split-off, legal and group restructuring, setting-up of subsidiaries or holding companies, etc.

Duteil Avocats also supports numerous SMEs in their daily operations.

Duteil Avocats has specialised expertise in matters of legal housekeeping of listed companies.

Duteil Avocats carries out legal due diligence for clients in its own areas of expertise, and regularly coordinates, for other practises, teams of specialists from other law firms with which it collaborates periodically.

S K I L L S
KNOW-HOW

Duteil Avocats is a leading private equity, M&A and capital markets law firm.

Relying on recognized expertise in its areas of specialisation, Duteil Avocats has over more than 20 years successfully closed several complex French and cross-border transactions.

The Duteil Avocats team is primarily composed of professionals with at least ten years' experience, supported by a strong back office.

From its offices in Lyon and Paris, Duteil Avocats has provided high value-added services for nearly 20 years underpinned by three core values – discretion, responsiveness and proximity – for institutional investors, listed companies, family groups, high-tech start-ups and many companies of the Life Science sector.

Awards

• Lega Awards (« Trophées du Droit »)

Over the past few years, Duteil Avocats has been honored on several occasions by a jury composed of legal directors from CAC 40 companies under the auspices of French journal *Décideurs Stratégie Finance Droit* (Legal and Financial Strategy Deciders).



• Legal and Financial Strategy Deciders (« Décideurs »)

Duteil Avocats also appears in the top rankings of the best French law firms established by *Décideurs* which emphasizes the firm's excellence in the following areas:

- Mergers & Acquisitions («Up to €75m» category)
- Private Equity («Lower-Mid and Small-Cap – Legal counsels to LBO funds» category)
- Venture capital, joint-ventures and corporate transactions in the in the Health & Life Sciences sector

• Best Lawyers

Duteil Avocats was identified in the top 40 French law firms in M&A by the American magazine « *Best Lawyers* »

Team

The Duteil Avocats team is made up of highly experienced professionals who can rely on a solid back-office based on parity

Partners



François Duteil

Cristian Rawlins

Edouard Eliard

Guillaume Jary

Associates



David Merlet

Benoît Lespinasse

Charlotte Bergeon

Paralegals



Dominique Briot

Valérie Péressini

Back Office



Cindy Saez

Élodie Cohen

Élodie Palayer

S O M E
REFERENCES



Emin Leydier





DUTEIL AVOCATS

RES NON VERBA



DUTEIL AVOCATS

RES NON VERBA

7 place A. Poncet - F-69002 Lyon
Tél. +33 (0)4 78 37 24 24

5/7 avenue du Coq - F-75009 Paris
Tél. +33 (0)1 42 68 87 60

contact@duteil-avocats.com
www.duteil-avocats.com



DUTEIL AVOCATS
RES NON VERBA

7 place A. Poncet - F-69002 Lyon
Tél. +33 (0)4 78 37 24 24

5/7 avenue du Coq - F-75009 Paris
Tél. +33 (0)1 42 68 87 60

contact@duteil-avocats.com
www.duteil-avocats.com