



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



**ABA Section of  
International Law**  
*Your Gateway to International Practice*

**ABA**  
**Section of  
Litigation**

## UIA 11<sup>th</sup> Winter Seminar

### Cross-border M&A Transactions

Corporate, Regulatory, Litigation/Arbitration and Related Issues

**March 5 to 12, 2016**



# CHAMONIX, FRANCE

Seminar organised by the UIA  
with the support of the ABA Section of International Law  
and ABA Section of Litigation



#UIAWS

## INTRODUCTION

Winter Seminars of UIA are known for their magic. They transform a humdrum meeting room into an unforgettable experience (Delos Lutton, Honorary President, *Juriste International*, No. 2006.3, page 4). A beautiful mountain scenery, a great selection of topics and speakers as well as an emphasis on intellectual and personal interactions create superb dynamics, provide tremendous energies and make these seminars very special.

Chamonix, site of the first Winter Olympics in 1924, is one of the world famous mountain resorts at the foot of the Mont Blanc, the highest mountain in Europe. It can be easily reached from Geneva (80 km). Chamonix offers a number of top ski areas ideal for reloading batteries. Via one of the highest running cable cars in the Alps to the *Aiguille du Midi* it is possible to access the world famous off-piste ski run of the *Vallée Blanche*.

### SATURDAY, MARCH 5, 2016

7:30 pm Informal Get-Together

### SUNDAY, MARCH 6, 2016

6:00 pm Opening Reception & Opening Remarks

### MONDAY, MARCH 7, 2016

**MODERATOR:** Enrico FADANI, *Corplegal Großmann Fadani & Partner, Munich, Germany*

am General Welcome

**Key Issues in Preparing, Structuring and Negotiating Cross-border M&A Transactions**

Saionton BASU, *Duane Morris LLP, London, UK*

Jacob STEIN, *Aliant, LLP, Los Angeles, LA, USA*

Caroline BERUBE, *HJM Asia Law & Co. LLC, China*

Francisco Luis SOLER CABALLERO, *J&A Garrigues L.L.P., Valencia, Spain*

pm Due Diligence and its Impact on Deal Structuring, Terms and Timing

Jacob ENOCH, *M. Firon & Co. Advocates, Tel Aviv, Israel*

William McINTOSH, *Brodies LLP, Edinburgh, UK*

**Due Diligence of Compliance Issues in Particular (including White Collar Crime Aspects)**

Véronique MOISSINAC MASSENAT, *Paris, France*

Diego SALUZZO, *Grande Stevens Studio Legale Associato, Torino, Italy*

### TUESDAY, MARCH 8, 2016

**MODERATOR:** Winfried F. SCHMITZ, *SCHMITZ Law Offices, New York, N.Y., USA*

am M&A in Highly Regulated Industries / Business Sectors (Part I)

Robin NOBLE, *Oxera, London, UK*

Silvestre TANDEAU DE MARSAC, *Fischer, Tandeau de Marsac, Sur & Associés, Paris, France*

Olivier BLOCH, *Bloch Avocats, Yverdon-Les-Bains, Switzerland*

**M&A in Distressed and Insolvency Situations**

Alessia SIALINO, *Sialino Studio Legale Internazionale, Udine, Italy*

pm M&A in Highly Regulated Industries / Business Sectors (Part II)

Franz SCHUBIGER, *Pestalozzi Attorneys at Law Ltd, Zurich, Switzerland*

Enrico FADANI, *Corplegal Grossmann, Fadani & Partner, Munich, Germany*

**Other Specific M&A Legal Issues**

**Aspects of Tax Planning in International Acquisitions – Past and Future**

Christoph R. RAMSTEIN, *Pestalozzi Attorneys at Law Ltd, Zurich, Switzerland*

**Dealing with Data Protection Aspects in Cross-border Transactions**

Fabrice NAFTALSKI, *Ernst & Young Société d'Avocats, Paris, France*

WEDNESDAY, MARCH 9, 2016

**MODERATOR:** Francisco RAMOS ROMEU, *Ramos & Arroyo, Barcelona, Spain*

am **Litigation of Claims against Directors, Officers and Shareholders (including Claims Arising from Distressed M&A)**  
*Antigoni ALEXANDROPOULOU, Assistant Professor, School of Law, European University Cyprus, Cyprus*

**Litigation/Arbitration and Liability Issues – M&A Disputes when Negotiations Fail and/or a Deal is not Completed (Part I)**

*C. Ryan REETZ, Bryan Cave LLP, Miami, FL, USA*

*Ashu THAKUR, Ashu Thakur Associates, Advocates & Solicitors, Mumbai, India*

pm **Litigation/Arbitration and Liability Issues – M&A Disputes arising Post-Completion (such as Claims under Reps/Warranties, Shareholder Litigation) (Part II)**

*Robert K. KRY, Molo Lamken LLP, Washington, D.C., USA*

*Riccardo G. CAJOLA, Cajola & Associati, Milan, Italy*

*Cecilia XU LINDSEY, Malins Chambers, London, UK*

THURSDAY, MARCH 10, 2016

**MODERATOR:** Franz SCHUBIGER, *Pestalozzi Attorneys at Law Ltd, Zurich, Switzerland*

am **Litigation/Arbitration and Liability Issues – Recent Jurisprudence affecting M&A Transactions (Part III)**  
*Yoshihisa HAYAKAWA, Uryu & Itoga, Tokyo, Japan*

*Francisco RAMOS ROMEU, Ramos y Arroyo Abogados, Barcelona, Spain*

*Daniele DE BENEDETTI, Studio Legale Associato D&M Legal, Turin, Italy*

*Jeremy WALLISON, Wallison & Wallison LLP, New York, NY, USA*

pm **Dispute Resolution Mechanisms for Cross-border Transactions**

*Alex DOBROTA, Woods LLP, Montréal, Canada*

*Michel GONDA, Attorney at Law, admitted at Paris and Brussels bars, Paris, France*

**Non-traditional approaches to securities and antitrust litigation**

*Bruce LEPLA, Lieff, Cabraser, Heimann & Berstein, LLP, San Francisco, CA, USA*

FRIDAY, MARCH 11, 2016

**MODERATOR:** Véronique MOISSINAC MASSENAT, *Paris, France*

am **Ethical, Employment and Other Ancillary Issues Affecting M&A Transactions**

*Massimo LUPI, Studio Legale Lupi & Associati, Milan, Italy*

*Francesca FERRARIO, Studio Legale Lupi & Associati, Milan, Italy*

Review of the Seminar, Concluding Remarks

7:30 pm Closing Dinner

SATURDAY, MARCH 12, 2016

Informal interaction on the slopes



## Organizing Committee

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## GENERAL INFORMATION

### SEMINAR VENUE

**Hôtel Les Aiglons**

270 Avenue de Courmayeur, 74400 Chamonix-Mont-Blanc, France  
T +33 4 50 55 90 93 • F +33 4 50 53 51 08 • E [reservation@hotelaiglonschamonix.com](mailto:reservation@hotelaiglonschamonix.com) • [www.aiglons.com](http://www.aiglons.com)

This seminar, organised by the UIA with the support of the ABA Section of Litigation and the ABA Section of International Law, is open to all lawyers, whether or not they are members of the UIA or the ABA. Accompanying persons, children and friends are most welcome to join as well.

**EXCLUSION OF LIABILITY, RELEASE AND ASSUMPTION OF RISK**

The Organisers may at any time, with or without giving notice, in their absolute discretion and without giving any reason, cancel or postpone the seminar, change its venue or any other published details. The Organizers are not responsible for information, pricing, and related data furnished by the Hotel. Accommodation is to be booked directly with the Hotel indicating the reference: "UIA Winter Seminar". The Organizers are not a tour operator or agent. Note that skiing is a dangerous sport, and accidents causing serious harm or death may happen. The Organizers, their respective officers, representatives and agents are not responsible for death, personal injury, psychological trauma, loss or damage (including property damage) howsoever arising from the participation in or attendance at the event, except to the extent prohibited by law. All participants attend at their own risk and expressly release the Organizers, their respective officers, representatives and agents from any liability.

### LANGUAGE

The working language will be **English**.

## REGISTRATION FEES

<i>Amounts exclusive of VAT</i>	Early Bird ≤ 05.02.2016	Standard > 06.02.2016	Speaker fees
<b>Full Course</b>	€ 620*	€ 670*	€ 496*
Young Lawyers (under 35)**	€ 530*	€ 580*	€ 424*
Accompanying Person***	€ 200*	€ 220*	€ 180*
<b>Monday to Wednesday</b>			
	€ 450*	€ 490*	€ 360*
Young Lawyers (under 35)**	€ 360*	€ 400*	€ 288*
Accompanying Person***	€ 120*	€ 140*	€ 100*
<b>Wednesday to Friday</b>			
	€ 540*	€ 580*	€ 432*
Young Lawyers (under 35)**	€ 450*	€ 490*	€ 360*
Accompanying Person***	€ 140*	€ 160*	€ 120*

**\*Due to the European legislation (Directive 2006-112-CE art.52-a), we have to invoice the above rates adding the French VAT currently at 20 %.**

The VAT can be deducted with respect to EU-participants in most of the EU jurisdictions. Most of the non-EU-participants will not be able to claim back the VAT in their jurisdiction. For more information, please kindly contact your local fiscal administration.

\*\* Please attach proof of age to the registration form to benefit from the young lawyer fee. \*\*\* Children under 18 are free of charge.

Registration fees include the participation to the seminar, online access to the seminar presentations available on the seminar Website, breakfast in the morning and refreshments in the evening during seminar sessions, as well as an opening reception on March 6 (full course and Monday to Wednesday registrations only) and the Closing Dinner on March 11 (full course and Wednesday to Friday registrations only).

**Dress Code:** Extremely casual (jeans and even cowboy boots, ski suits etc. allowed). Closing dinner: Coat & tie, evening dress.

### CANCELLATION CONDITIONS

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 February 5, 2016**. No refund will be made for cancellations received after this date.

**VISAS:** Anyone who requires a visa invitation letter in order to attend the seminar should register and pay their registration fees **no later than February 5, 2016** 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 February 5, 2016**.

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.

### GENERAL CONDITIONS

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.

**Due to the European legislation (Directive 2006-112-CE art.52), the UIA has to invoice the amount including the French VAT currently at 20 %.**

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.

### FORMALITIES

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.

## 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.

### HOTEL RESERVATION

A limited number of rooms has been pre-booked at a preferential rate at the **Hôtel Les Aiglons**. Reservations should be made directly through the hotel. **Please book the hotel room as early as you can. In any case the preferential rates expire on January 11, 2016.** Credit card details must be given in order to secure your reservation. Please note that the **number of rooms is limited**.

Please note that the **only bookings for the full week or for half week will be accepted. Bookings for single days will not be accepted.**

**Breakfast is not included in the room rates. From Monday through Friday, it is included in the seminar. The price for the breakfast outside the seminar days is € 15.00 TTC per person.**

#### Hotel & Rates

##### HOTEL LES AIGLONS

270 Avenue de Courmayeur, 74400 Chamonix-Mont-Blanc, France

##### Contact person:

**Marion BUFERNE**, Head of Groups and Meetings Department

T +33 4 50 55 96 33 • F +33 4 50 53 51 08

E [seminaire@hotelaiglonschamonix.com](mailto:seminaire@hotelaiglonschamonix.com) • [www.aiglons.com](http://www.aiglons.com)

##### **REDUCED LOWEST RATES**

Lowest rates requiring a full prepayment.

Not modifiable (the client cannot change the dates of its stay).

##### **Deposit Policy :**

Full prepayment required at time of booking. Not refundable.

##### **Cancellation Policy :**

Not cancellable. Not refundable. Booking can be transferred to another person.

##### **Standard single/double room per person:**

From **March 5<sup>th</sup> to 12<sup>th</sup>**, 2016: € 170.00 TTC / night

From **March 5<sup>th</sup> to 9<sup>th</sup>**, 2016: € 165.00 TTC / night

From **March 9<sup>th</sup> to 12<sup>th</sup>**, 2016: € 179.00 TTC / night

Please download the [hotel reservation form](#) from the UIA Website [www.uanet.org](http://www.uanet.org)

##### **PREFERRED NORMAL / STANDARD RATES** (flexible in cancellation policy)

Rate with standard cancellation policy.

##### **Guarantee Policy :**

30% deposit of the stay charged at the time of booking.

##### **Cancellation Policy :**

Bookings are considered as definitive at receipt of the 30% deposit payment. Cancellation policy: In case of cancellation more than 15 days before the arrival: Refund of the 30% deposit; in case of cancellation from the 15 to 7 days before the arrival: 30% deposit kept; in case of cancellation less than 7 days before the arrival, no-show, or shortened stay: 100% of the total amount of the booked stay invoiced to the guest. Booking can be transferred to another person.

##### **Standard single/double room per person:**

From **March 5<sup>th</sup> to 12<sup>th</sup>**, 2016: € 188.00 TTC / night

From **March 5<sup>th</sup> to 9<sup>th</sup>**, 2016: € 180.00 TTC / night

From **March 9<sup>th</sup> to 12<sup>th</sup>**, 2016: € 199.00 TTC / night

Please download the [hotel reservation form](#) from the UIA Website [www.uanet.org](http://www.uanet.org)

[TTC = Service and all taxes included](#)

## UIA 11<sup>th</sup> Winter Seminar

### Cross-border M&A Transactions

### Corporate, Regulatory, Litigation/Arbitration and Related Issues

**March 5 to 12, 2016**

**CHAMONIX, FRANCE**

#### REGISTRATION FORM

Register online at [www.uianet.org](http://www.uianet.org)

or please complete and return this form **before February 24, 2016**, 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](mailto:uiacentre@uianet.org)



#### 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

Amounts exclusive of VAT	Early Bird <= 05.02.2016	Please tick	Standard > 06.02.2016	Please tick	Speaker fees	Please tick
<b>Full Course</b>	€ 620*		€ 670*		€ 496*	
Young Lawyers (under 35)**	€ 530*		€ 580*		€ 424*	
Accompanying Person***	€ 200*		€ 220*		€ 180*	
<b>Monday to Wednesday</b>	€ 450*		€ 490*		€ 360*	
Young Lawyers (under 35)**	€ 360*		€ 400*		€ 288*	
Accompanying Person***	€ 120*		€ 140*		€ 100*	
<b>Wednesday to Friday</b>	€ 540*		€ 580*		€ 432*	
Young Lawyers (under 35)**	€ 450*		€ 490*		€ 360*	
Accompanying Person***	€ 140*		€ 160*		€ 120*	

\*Due to the European legislation (Directive 2006-112-CE art.52-a), we have to invoice the above rates adding the French VAT currently at 20 %. \*\* Please attach proof of age to the registration form to benefit from the young lawyer fee.

\*\*\* Children under 18 are free of charge.

**B. SEMINAR SOCIAL ACTIVITIES**

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

- Welcome Cocktail – Sunday, March 6, 2016
- Closing Dinner – Friday, March 11, 2016

**C. ACCOMPANYING PERSON ACTIVITIES**

Please indicate below whether you plan to attend the following events included in the cost of the accompanying person registration:

- Welcome Cocktail – Sunday, March 6, 2016      x \_\_ person(s)
- Closing Dinner – Friday, March 11, 2016      x \_\_ person(s)

**D. TOTAL**

<b>Total (A) – Registration Fees without VAT</b>	€.....
<b>VAT (20 %)*</b>	€.....
<b>TOTAL VAT INCLUDED</b>	€.....

It is intended that the seminar sessions take place in the morning from 8:00 to 10:30 am, and in the evening from 5:00 to 8:00 pm.

\* Due to the European legislation (Directive 2006-112-CE art.52-a), we have to invoice the rates adding the French VAT currently at 20 %.

**E. CANCELLATION CONDITIONS AND GENERAL CONDITIONS**

I, the Undersigned, confirm that I have read and accepted the **cancellation conditions** as well as the **general conditions** given on **page 5** 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.

**F. 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 "2016 Chamonix 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**

- By credit card:       Visa       Mastercard

Card N°: \_ \_ \_ \_ \_

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

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: .....