

01 WHO ARE WE?

We are an independent law firm that provides comprehensive legal advice in all areas related to business law. We rank as a leader across the Iberian legal market in terms of quality, clients, size and turnover.

01. COMMITMENT TO THE CLIENT

Our clients are our priority; we engage with them by establishing lasting relationships based on trust. Throughout the years we have gained distinctions for our level of commitment and involvement with the matters that we have been entrusted. We add value through legal solutions based on a strong, strategic, practical and innovative approach, grounded in a deep understanding of our clients' business.

02. EXPERIENCE

Since its foundation in 1971, the Firm has acquired a high degree of professional experience in providing legal advice, with a key role in many of the most significant matters within the Iberian Peninsula.

03. TECHNICAL QUALITY

Our different teams comprise highly skilled lawyers, trained in top universities, with business management know-how and capable of providing legal advice in different languages. We also rely on an Academic Council composed of Professors of different branches of law that assist our lawyers in order to ensure technical advice of the highest standard.

04. INTERNATIONAL OUTLOOK

Our clients, experience and organisational structure have made of us a go-to Firm for international transactions. Our in-depth local knowledge runs hand in hand with an expansion of our outreach beyond borders, keeping in constant contact with many of the best law firms in the world.

02 50 YEARS ADVISING MAJOR CLIENTS



01.

We are a leading Iberian Law Firm with 300 lawyers and 60 partners.



02.

Large national and international recognition for the quality of our legal services, our management, customer service, innovation and technical excellence.

80% of our partners are ranked in their respective specialties in the most important legal directories.



03.

We represent companies listed on the major stock markets of their countries.

In recent years we have represented more than 70% of Spain's IBEX listed companies, more than 40% of the DAX 30; more than 63% of the EUROSTOXX 50, 27% of the FTSE, 20% of the NIKKEI, 47% of the DOW JONES, 50% of the CAC 40 and 35% of the PSI-20.



04.

Located in nine offices in five countries: Spain, USA, UK, Portugal and Belgium.

03 5 REASONS TO TRUST US

01. We are able to provide high value-added advice to companies in all sectors of the economy.

02. We understand our clients' business which allows us to anticipate their needs with sensible proposals.

03. Along with general advice, we also provide "specific advice" in aspects requiring a high degree of innovation and sophistication.

04. We seek to forge long-term relationships with our clients.

We do this by creating multidisciplinary teams, led by one or more partners, who interface with the client on a regular basis.

05. We have privileged access to international markets and, because of this, continue to assist our clients abroad. We are one of the most active Spanish law firms in international forums.

HELPING
YOU GET
THE
MOST
OF US

04 OUR OFFICES

At present, Gómez-Acebo & Pombo has offices in five countries (Spain, United States of America, United Kingdom, Portugal and Belgium) which offer legal advice on Spanish, Portuguese and European Union Law.

NYC

LON

BRU

VGO

BIO

BCN

LIS

MAD

VLC

BARCELONA
BILBAO
BRUSSELS

LISBON
LONDON
MADRID

NEW YORK
VALENCIA
VIGO

05 PRACTICE AREAS

We work in a coordinated way in multidisciplinary teams depending on the client or project.

01. BANKING AND FINANCE	+
02. CAPITAL MARKETS	+
03. COMPETITION AND EU	
04. CORPORATE AND M&A	+
05. CORPORATE CRIME	+
06. CORPORATE GOVERNANCE AND COMPLIANCE	+
07. EMPLOYMENT	+
08. INTELLECTUAL PROPERTY AND TECHNOLOGY	+
09. LITIGATION AND ARBITRATION	+
10. PROJECT FINANCE	+
11. PUBLIC LAW	+
12. REAL ESTATE AND PLANNING	+
13. RESTRUCTURING AND INSOLVENCY	+
14. TAX	+

BANKING & FINANCE



"It is a team that has great experience and knowledge in their professional field."

Legal 500 2021. Banking and finance

BANKING & FINANCE

Our Banking and Finance lawyers are highly recognized in the market, providing legal advice on complex financing and refinancing transactions, distressed-debt transactions and restructuring, stock markets and bank regulations, amongst others.

The Gómez-Acebo & Pombo Banking and Finance team has extensive experience in advising both financial institutions and companies on financing transactions. It has been involved in some of the most significant transactions of the past few years: corporate finance (syndicated loans and credit); financing for specific assets (ships and aircraft); project finance in sectors such as power, transportation infrastructures, hydraulic infrastructures, etc.; refinancing, debt restructuring and pre-bankruptcy advice; credit-assignment transactions, NPLs, debt-portfolio acquisitions involving public and private entities, advice on distressed-debt transactions and other special situations.

Our banking practice also provides legal advice to financial institutions and investment services firms regarding regulatory issues and proceedings brought before supervisory authorities such as the Bank of Spain (Banco de España) and the Spanish Securities Market Authority (CNMV).

Our finance practice provides advice on securitization transactions (an area where we are the absolute market leader in terms of, the number and volume of transactions in which we have provided counsel), security issuances and initial public offers, takeover bids and private and collective investment (be it with firms, funds or managers thereof).

Grupo Codere on the refinancing of the financial debt by amending and extending the existing senior secured bonds through a scheme of arrangement and the issuance of additional bonds.

Bank of America on the extension of Grifols' revolving credit line.

Intrum through a competitive sale process (Project Juno) for a portfolio of an unsecured non-performing loans, formed basically by consumer loans.

Kirchhoff on the global refinancing of the company's debt for a global amount of EUR 660 million refinancing.

CAPITAL MARKETS



"Team with dedication, experience and highly specialized knowledge."

Legal 500 2021. Capital Markets: Equity

CAPITAL MARKETS

Our Capital Markets team is made up of attorneys experienced in advising on issues related to equity and debt capital markets.

We advise issuers, shareholders, underwriters or insurance companies, investment services companies and investors in capital market operations, both locally and internationally, on all types of securities (shares, hybrid products or additional tier 1 securities, promissory notes, bonds, convertible or exchangeable, bonds, mortgage bonds, territorial bonds, structured bonds, warrants, project bonds, high yield etc.), including initial public offerings or offers for subscription, private placements, block trades or accelerated bookbuilding, takeover bids, trading admissions, share buyback programs, employee share schemes, MTN upgrade programmes, Securitization Funds etc.

We have privileged access to international markets (Euronext, Nasdaq, ...) and thus follow our clients beyond our borders. We are one of the most active Spanish law firms in international forums. Likewise, we advise small and medium-sized companies in their first access to the capital markets, whether they are equity (stock exchanges, incorporation to BME Growth) or debt (AIAF, MARF or foreign markets such as Luxembourg, Vienna or Ireland).

Grupo Ad Hoc of bondholders in the Spanish law aspects related to the refinancing of the financial debt (high yield bonds) of Codere Group.

Laurion, on the incorporation of a notes issuance programme on the Vienna Third Market, a multilateral trading facility managed by the Vienna Stock Exchange.

Airtificial within the framework of a capital increase through the issue of new shares, including legal advice in the drafting of the relevant prospectus.

Oryzon Genomics, on the framework of a private placement carried out by means of a capital increase.

COMPETITION & EUROPEAN UNION



“High level of knowledge of applicable law and knowledge of the client’s business.”

Legal 500 2021. EU and competition

COMPETITION AND EUROPEAN UNION

Our Competition and European Union Law practice comprises lawyers from our Brussels, Madrid, Barcelona and Lisbon offices.

We provide our clients with a high degree of specialisation in a field that requires strong technical legal knowledge and a deep understanding of business and trade practices in the market economy. We draw on our broad experience in antitrust cases to give effective and comprehensive advice on the prevention and treatment of complex situations. We deliver solutions which allow our clients to not only ward off or mitigate risks, but also add value to their company and bolster their lines of business.

Smurfit Kappa España España on the appeal filed against a decision of the Spanish Competition Authority (CNMC) to impose fines on 18 companies and a Spanish association for alleged collusion.

Taconic Capital – Unipost on the preparation and filing of a multi-million claim for UNIPOST against the incumbent postal operator, CORREOS, for a complex case of abuse of dominant position.

IVECO on a complex defence strategy to the claims now being brought forward and the conflict of applicable laws and of potentially different jurisdictions.

Domino's Pizza on the development of its franchise network in Belgium.

AREAS OF ACTION

- Advice on competition in Spain, Portugal and the European Union in all fields
- Control of concentrations
- State aid and grant and public funding programmes
- Private application of competition rules before the courts
- Arbitration in competition matters
- Advice in regulated sectors
- Complaints to the Spanish Competition and Markets Authority, the Portuguese Competition Authority and the European Commission
- Appeals to the Spanish Audiencia Nacional and Supreme Court
- Appeals to the General Court and the Court of Justice of the European Union
- Transposition of European legislation
- Public contracts

CORPORATE AND M&A



“personal touch when handling matters, which you cannot find anywhere else.”

Chambers & Partners Europe 2021. Corporate/M&A

CORPORATE AND M&A

Since its foundation, in 1971, the Firm has developed its practice in all aspects related to the Corporate, Commercial area and M&A.

Our wide experience guarantees the quality of our services and allows us to participate in complex operations, both cross-border and national. Our objective is to establish long-term relationships with our clients and to fully understand their businesses. This is essential for us and allows us to provide comprehensive and specialist legal advice, being able to seek guidance in the areas requiring a higher level of specialization, with integrated and multidisciplinary high performance teams.

Gómez-Acebo & Pombo is a go-to firm for national and international companies with regards to advice on mergers and acquisitions in Spain. This is a consequence of its international vocation, of its desire to always provide innovative solutions and of the deep understanding and knowledge of an impressive array of market areas. Worthy of note is that, internationally speaking, we have been involved in transactions covering several jurisdictions; our team has advised on Spanish legal aspects and has coordinated the international adviser participants.

BFA Tenedora de Acciones Acciones (a 100% FROB entity and owner of 61.81% of Bankia) on all aspects related to the merger process between Bankia and Caixabank.

Caser, one of the biggest Spanish insurance companies, and its management board in the selling process of a 70% stake of Caser to the Swiss company Helvetia.

Logista on its internal restructuring consisting of partial spin-off and merger by simplified absorption.

PRISA and its 100% Portuguese subsidiary Vertix on the agreement reached to sell all 64.47% of Media Capital to a group of investors.

Far Point Acquisiton Corporation on the acquisition of Global Blue.

CORPORATE CRIME



“The team is very good and has a lot of experience in this section.”

**Chambers & Partners Europe 2021.
Dispute Resolution: Corporate Crime**

CORPORATE CRIME

Gómez-Acebo & Pombo has more than twenty-five years experience on litigations before the criminal tribunals, in particular, before the High Court, Supreme and Constitutional Tribunals. This broad experience together with our highly specialized team makes us leader in this sector.

Our lawyers count on an extensive and specific expertise on financial crime counting as well on the support of our team of experts from other areas such as environment, tax, employment, town-planning law and public administrations. Likewise, among our professionals we have one ex-member of the Anti-Corruption Prosecutor's Office, as well as a Judge currently on temporary a leave of absence from the Provincial Court of Barcelona.

Our team is approachable and inspires confidence in our customers. We consider that these two characteristics are two main key qualities that a criminal lawyer must have, consequently, being permanently at the service of our clients.

Furthermore, it is necessary to mention our in-house Legal Compliance System (SCL in Spanish).

This system has been developed to ensure high quality in the different practice areas of the firm. Its objective is to guarantee the legal compliance regulations in the different areas complementing any existing regulatory system. The implementation of these systems within the firm is user friendly and forms part of the day to day running of the firm. This system also guarantees efficiency and success requiring the maximum compliance to the norms and regulations by the firm.

AREAS OF ACTION

1. Defence in criminal proceedings, especially those related to business activities, such as:
 - Fraud: embezzlement, disloyal administration, misappropriation
 - Corporate offences
 - Insolvency and bankruptcy offences
 - Tax, accounting
 - Money laundering
 - Against workers' rights
 - Environmental and town planning
 - Public and corporate corruption
 - Intellectual property
 - Compute
 - Against the market and consumers
2. Defence of honour, privacy or image
3. Representation of foreign citizens before Spanish and Portuguese courts
4. Extradition proceedings

CORPORATE GOVERNANCE AND COMPLIANCE



"The team is of the highest professional and human quality. They have extensive knowledge of the subject and know how to apply it to the day-to-day operations of organisations."

Chambers & Partners Europe 2021. Corporate Compliance

CORPORATIVE GOVERNANCE AND COMPLIANCE

In recent years, corporate governance has become a very relevant area of legal advice for listed companies and other types of entities (foundations, associations, credit institutions, insurance companies, family businesses, etc.).

Gómez-Acebo & Pombo's Corporate Governance team is made up of partners with recognised experience, who have the additional support of our Advisory Board and specialised consultants integrated into the team. This allows us to offer advice that takes into account not only legal aspects, but also market practices, good governance recommendations and criteria of institutional investors and proxy advisors.

In this context, our advice goes beyond the strictly corporate and securities market, integrating other areas of the firm, such as accounting, criminal and tax law, etc. This involves, in line with international best practices, a global and coordinated approach to corporate governance

and regulatory compliance, the aim of which is to prevent, detect and deal with corporate infringements and avoid the liability of the entity and its directors and executives.

Advice on Corporate Governance and Compliance matters to many of Spain's listed companies such as: **Naturgy, CLH, SOLVAY, Técnicas Reunidas, Bankia, Prisa, Acciona, Endesa Sacyr, FCC, Zardoya-Otis, Europac, Ebro Foods o AENA entre otras.**

AREAS OF ACTION

1. Functioning of the Board of Directors and its Internal Committees. Company secretary functions
2. Review and update of internal rules (Articles of Association, General Meeting Regulations and Board Regulations) and corporate policies.
3. Remuneration of directors. Remuneration schemes and policies
4. Preparation and development of General Meetings and management of shareholders' rights
5. Legal position (rights and obligations) of directors and senior management. Remuneration aspects and market communications
6. Relations with markets, proxy agencies, financial analysts and supervisory authorities
7. Self-assessment and external assessment processes of the Board, Committees and Directors
8. Strategic and legal advice on corporate transactions (IPOs, IPOs, IPOs, proxy fights)
9. Design and execution of ad-hoc training programmes for Directors and Executives in Corporate Governance matters
10. Preparation of Legal Reports and Opinions



EMPLOYMENT



“A full service law firm giving high quality practical advice. Always ready to bring in additional subject matter experts where required, without losing sight of the main objectives.”

Legal 500 2021. Employment

EMPLOYMENT

Gómez-Acebo & Pombo's Employment team is particularly recognised for its personal involvement in all matters clients entrust them with. The close and direct attention given to any given case creates not only a bond of trust with the client, but also with trade unions and works councils in individual or collective negotiations.

The team's advice is always focused on solving client issues and providing options and approaches to solve different situations. We offer highly specialized advice in both domestic and international affairs and have a proven track record advising top-tier clients.

Advice on the implementation of collective processes for the suspension of employment contracts and reduction of working hours of workers, including negotiation processes with union and workers' representatives, to relevant multinational companies belonging to the technology, logistics and commerce sectors, among others.

Advice on the internal reorganization process, including a substantial modification of the collective conditions of a multinational company in the pharmaceutical sector.

Advice on the process of collective dismissal to a relevant multinational company belonging to the chemical industry sector.

AREAS OF ACTION

1. Restructuring processes (collective redundancies)
2. Termination of contract. Disciplinary and dismissals and individual layoffs
3. Negotiation and drafting of employment contracts. Senior management contracts
4. Collective bargaining agreements
5. Modification of terms of employment. Secondments
6. Social Security
7. Advice on immigration matters
8. Collective disputes (strikes, lockouts)
9. Labour audits
10. Equality plans
11. Transfers of undertaking. Subcontracting
12. Remuneration systems
13. International postings



INTELLECTUAL PROPERTY AND TECHNOLOGY

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“They are used to dealing with the demands of international clients and explain local differences in a way that makes them very easy to understand.”

Chambers & Partners Europe 2021. Intellectual Property

INTELLECTUAL PROPERTY AND TECHNOLOGY

Our Intellectual Property and Information Technology Practice stands apart as undisputed leader in the Spanish market, as acknowledged by the leading international directories.

We have three highly specialised teams providing a full range of services in patents, trade marks and copyrights, with broad expertise in the areas of legal advice, transactional work and, particularly, litigation. Our three teams cover all the typical intellectual property rights (patents, designs, trade marks, copyrights...) as well as unfair competition, advertising, new technologies, trade secrets and personal data protection.

The size of our practice allows us to simultaneously handle numerous complex multi-jurisdictional cases. All our partners and senior associates are well-established litigators with in-depth knowledge of their clients' industries, providing innovative solutions across all technology sectors.

Mundipharma Pharmaceuticals on the Spanish part of a pan-European patent litigation against a number of leading global generic drug companies regarding its blockbuster opioid medicine.

Fall Creek Farm Nursery Inc. on international arbitration proceedings, related to plant breeder rights and the termination of a Custom Growing Agreement.

Bodegas Emilio Moro S.L., against one of its major competitors, the vineyard owner Carlos Moro, as well as against companies of the Matarromera group owned by the latter.

AREAS OF ACTION

1. Industrial property
2. Pharmaceutical and biotechnology law
3. Technology
4. Intellectual property
5. Computer Law
6. E-commerce
7. Personal data protection
8. Use of personal name, rights to honor and privacy
9. Leisure and entertainment law
10. Merchandising

LITIGATION & ARBITRATION



“quite well balanced team to deal with litigation matters involving complex issues.”

Chambers & Partners Europe 2021. Dispute Resolution

LITIGATION & ARBITRATION

Dispute Resolution has been one of the fastest growing areas of the Firm in recent years, both in number of lawyers and clients and relevance in the legal sector.

Gómez-Acebo & Pombo has a team of Civil Procedure that includes experienced professionals with excellent academic training and continuous, allowing respond to customer needs, always using the resources to design a legal strategy that best suits the requirements of each case. Our experience in various industries and the existence of multidisciplinary teams supported by strong Academic Council makes our lawyers have a deep understanding of each client's specific business.

The expertise born from the management of such a complex case, as well as from other bankruptcy proceedings in other sectors, has provided this team with all the professional capabilities to deal effectively with any insolvency situation which might arise. We have recently applied for Banco de Madrid, S.A.U.'s insolvency proceedings, which are under way.

Our highly experienced Arbitration team consists of lawyers specialized in representing clients at all the leading national and international courts of arbitration. The team members have extensive experience in advising clients from various industries and offer assistance, legal advice and representation at all stages of the arbitral process. Thanks to the international background of its lawyers the Arbitration team has advised clients in arbitration proceedings held in numerous different languages and forums.

Taconic in judicial proceedings initiated by one of the Sponsors of R3/R5 toll roads (under insolvency proceedings in Spain).

FCC in relation to arbitration proceedings relating to the termination of a waste valuation agreement.

SAREB in relation to various contentious issues relating to its holding and disposal of various real estate assets and investment funds.

Defence and representation of a client in an Energy Charter Treaty (ECT) arbitration against the Kingdom of Spain arising out of unexpected cutbacks Spain implemented in its renewable energy framework in 2013/2014.



PROJECT FINANCE

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*“Very competent team. Very professional treatment.
Multidisciplinary (commercial law, administrative law, etc.).
One of the best teams in Spain.”*

Legal 500 2021. Projects and energy

PROJECT FINANCE

The Project Finance team specialises in handling all manner of infrastructure and energy projects on behalf of banks and sponsors in Spain and abroad. Our clients include not only traditional Spanish and international banks, but also many key players in the infrastructure and energy sectors.

Project finance in Spain remains subdued, with a relatively low volume of transactions in the market on a par with a noticeable decrease in infrastructure projects due to government budget constraints. In response to this, we have sought to maintain a very high level of activity through close relations with traditional investors as well as building relationships with new players in the project finance market.

From the infrastructure side, we have advised the whole spectrum of the top Spanish and Portuguese financial institutions and developers associated with this sector and Spanish, Portuguese and foreign investment funds in the acquisition of consolidated infrastructure or packages of financial assets linked to the operation of such infrastructure.

We have also provided services to all types of public authorities and public sector bodies on the best way of legally structuring, making financially viable and tendering their concession projects or PPP.

Another key area of the team's focus is the energy market where we have successfully combined our regulatory and public law expertise with our finance capabilities, with the result that we now represent a large number of the main specialist Spanish and pan-European renewable energy underwriters, financial institutions and operators.

BNP Paribas Fortis on the refinancing process of part of the Renovalia portfolio, for an amount of 211 million euros.

Helia Renovables on a number of financing and refinancing transactions.

Financial entities (Santander, Bankia, Caixabank and Bankinter) on the refinancing of another portfolio of Renovalia plants, for an amount of 207 million euros.

Triodos Bank in all the project finance operations they carry out in Spain, so we have participated in more than 50 financings and refinancings of projects of various technologies in the recent past.

PUBLIC LAW



"You get the feeling that they are part of your company in the way they address your interests."

Chambers & Partners Europe 2021. Public Law

PUBLIC LAW

Gómez-Acebo & Pombo's legal team is well-versed in all areas of public law and is fully accustomed to working in tandem with other areas of the firm, allowing us to offer complete multidisciplinary legal advice.

Key members of our team of experts have held senior government positions, giving us a keen understanding of government agencies and the way they function.

Our specialization and insight into regulated sectors allow us to fully comprehend our clients' business in order to offer the best advice possible.

We are committed to our clients and adapt our services to meet their expectations regarding our fees because we believe in fostering long-term relationships. We take great pride and pleasure in representing our clients, more so than in the transactions themselves, which in turn leads to a side-by-side teamwork approach.

Bank of America Merrill Lynch and other funds lenders of TP FERRO on the international arbitration related to the termination of the concession agreement for the public works of the high-speed rail connecting Figueres and Perpignan.

TCI, the leading private shareholder in AENA and member of the AENA's BoD on several matters related to its participation as shareholder and director of AENA. We represented TCI in the legal proceedings against the Spanish Markets and Competition Authority (CNMC) in relation to AENA's tariffs and ongoing advice to TCI on regulatory matters related to airport management.

Concessionaire company (Acciona and Grupo Puentes) of the new Hospital in the city of Vigo in relation to public law matters and in particular with regard to the issues arising from the relation of the company with the City Council of Vigo and the Regional Government.

AREAS OF ACTION

1. Regulated sectors: electricity, gas, hydrocarbons, transportation and postal services.
2. Competition: Mergers and disciplinary procedures for restrictive practices, abuse of dominant position.
3. Environmental law: water and waste management and atmospheric protection.
4. Administrative contracts and public procurement.
5. Advice to Public Administrations.
6. Permits and licences; Expropriations.
7. Financial liability.
8. Water, mining, forestry and infrastructure

REAL ESTATE & PLANNING



"They are very friendly and close to the client, which makes it a pleasure to work with them."

Chambers & Partners Europe 2021. Real Estate

REAL ESTATE AND PLANNING

Our Real Estate and Town Planning team is composed of 16 lawyers, including 6 partners, located in Madrid, Barcelona, Valencia and Lisbon.

Over the years we have been the main legal advisers to all kinds of operators in the real estate sector: investors, lenders, developers, contractors and end users. We provide legal assistance throughout the entire life cycle of a property, such as:

Real estate transactions: acquisition, management and disposal of real estate assets and portfolios; sale and lease back transactions; large portfolios sale and lease back transactions; lease agreements.

Construction: construction (Civil Works and Engineering) agreements; FIDIC agreements; turn key and refurbishment agreements; project management agreements and project monitoring; safety and security agreements; architectural design agreements.

Real estate finance: facility agreements for real estate transactions; security packages (mortgages, pledges over receivables and claims, share pledges and planning rights, deposits and all types of collateral).

Capital transactions and tax: mergers and acquisition of real estate companies and groups; acquisition of assets through share offerings; cross-border transactions for investment purposes; structuring of foreign investments in real estate assets; design of tax efficient structures.

Ares Management on a turnkey acquisition from Grupo Amenabar of a built-to-rent project of 436 hundred dwellings, parking spaces and store rooms located in Valdebebas, Madrid.

Fiteni, as borrower, on a facility agreement granted by, among other banks, Banco Santander, for an amount of €100 million, and on the security package which comprises mortgages over the assets, among others.

Mazabi Gestión de Patrimonios, S.L. on the legal analysis, due diligence process and execution of the acquisition documentation of Project Sun owned by RREEF SPEZIAL INVEST GmbH.

Property development and planning: advice on the drafting of land use planning and development instruments, negotiation of town planning MoUs and legal advice to property developers and administrative bodies, planning permission and other related consents, building regulations approval, location of activities on non-developable sites, subdivisions.

RESTRUCTURING & INSOLVENCY



“the lawyers demonstrate a great knowledge of the subject matter and convey a sense of great confidence in their advice.”

**Chambers & Partners Europe 2021. Restructuring/
Insolvency: Insolvency**

RESTRUCTURING AND INSOLVENCY

Our Restructuring and Insolvency Practice is made up of recognised leaders in the Spanish market, with members located in Madrid, Barcelona, Lisbon, London and New York.

Our clients include international investment banks, distressed investors, hedge funds, lending banks, insolvency administrators, private equity houses and bondholders, many national and international companies and individual creditors and directors. Our London office focuses primarily on representing non-bank creditors in Spanish situations (both in and out of court).

The top global legal directories recognize Gómez-Acebo & Pombo as a leading restructuring and insolvency firm in Spain, and the Financial Times has nominated us as the most innovative Spanish firm on the basis of one of our restructuring mandates.

Gómez-Acebo & Pombo has a wealth of experience in court-approved (sanctioned) restructuring and litigation due to its participation in some of the largest restructurings and insolvencies of recent times, including representation of Martinsa-Fadesa in the largest ever Spanish insolvency.

Our team comprises more than 20 lawyers, including litigators, former judges, insolvency administrators and academics. Not only do we manage projects, but we also know the law and how the restructuring and insolvency market operates.

Ad Hoc Committee of creditors, including Centerbridge and GSO Blackstone, as creditors of Marme Inversiones 2007, SLU, owner of Ciudad Financiera del Banco Santander.

Lenders on the refinancing and restructuring of the financial debt of Tubos Reunidos.

Naviera Armas on the restructuring of its debt.

Investment funds that provide new financing to Abengoa in its refinancing and restructuring process for the amount of 5,656 million euros.

TAX



“Gómez-Acebo’s tax team is one of the best in Spain.”

Legal 500 2021. Tax

TAX

Gomez-Acebo & Pombo's Tax group has in the Madrid, Barcelona, Lisbon and Valencia offices a core of renowned partners and lawyers, several of whom are tax inspectors on voluntary leave who have held government positions.

Highly specialised in both domestic and international issues, the Tax team covers a full range of tax advice, from cross-border M&A and investments – when involved in large and complex cross-border deals, we work with other top-tier law firms and lawyers across a wide range of jurisdictions – to executive remuneration and tax litigation. Our team is well known in Spain for (i) its transactional tax expertise, including international taxation capability (ii) its corporate tax expertise, including superior accounting and IFRS capability (iii) a strong tax litigation team.








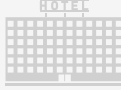




The team also has an established reputation in wealth management and has built up a niche practice in the taxation of intangible assets relating to industrial and intellectual property.

Cellnex, the leading wireless telecommunications operator in Spain, listed in IBEX 35, on the tax aspects of the acquisition of Altice / Morgan Stanley Infrastructure Partners' Portuguese telecommunication towers network (OMTEL).

Baloo, on the acquisition of 50% of Bonpreu, a Spanish supermarket leading group. The deal was preceded by a complex analysis of the potential total split of the group between its shareholders.

Investment funds on the tax aspects related to the execution of a Lock-Up Agreement entered into in December 2018 and the subsequent steps to implement the restructuring of the Abengoa group.

06 SECTORS

 01. AUTOMOTIVE & TRANSPORT	 09. INVESTMENTS FUNDS
 02. ENERGY	 10. LIFE SCIENCES
 03. ENVIRONMENT	 11. PRIVATE EQUITY
 04. FINANCIAL SERVICES & FINTECH	
05. FOOD	 13. SPORTS & ENTERTAINMENT
 06. HOSPITALITY	 14. SUSTAINABILITY
 07. INFRASTRUCTURES	 15. TMT
 08. INSURANCE & PENSION FUNDS	 16. VENTURE CAPITAL & STARTUPS

AUTOMOTIVE & TRANSPORT

We know very well the characteristics and dynamics of the sector and we offer dynamic, specialist and effective advice (manufacturers, car sharing, renting operators, digital players...) whatever their main activity: maritime and port, rail, air or logistics.

Our multidisciplinary capacity, the experience gained in the various areas of the automotive industry and work as in-house advisers to car manufacturers and distributors, allows us to offer highly qualified advice.

We provide services in respect of: Specific con-

tracting and advice on new business models, Protection of intellectual property rights, Big data and data protection, Digitization. New sales channels and digital marketing, Sustainable mobility, Compliance and business integrity plans, Distribution networks, New energy, Regulatory aspects, Advertising and sponsorship, Consumers and users. Advertising legislation, Connected and autonomous cars, Anti-trust and competition law, Mergers and acquisitions. Strategic alliances, Litigations and product liability, Restructuring and insolvency, More flexible labour relations and Tax aspects.

ENERGY

Our Energy Group is made up of a multidisciplinary team of lawyers to ensure that all the branches of law affected by the operations are covered with the maximum level of quality.

We have advised all the major Spanish and Portuguese financial institutions and developers associated with the energy sector. We have participated in most of the M&A and Project Finance transactions carried out in the renewable energy sector, and our team specialized in this field is a

benchmark for renowned players in Spain.

As such, we have formed teams with the most highly-respected specialists in the areas of litigation, regulatory, urban planning, competition, environment, mergers & acquisitions and finance, all of which work in tandem in order to form a goal-oriented team capable of providing strategies and answers to the complexities faced by these projects. Our experience covers electricity, gas, water, oil, renewable energies and aspects related to climate change.

ENVIRONMENT

Our participation in the environmental sector is extensive and spans a wide array of legal issues, from general matters to matters that require the utmost specialisation in specific practice areas such as water and effluents, waste, emissions trading and climate change policies, and those activities related to industrial environments.

Increasingly, the initial advice provided to new clients leads to ongoing and comprehensive advice which includes the management of all environmental matters that may arise as a result of their industrial activity.

In this sense, our client base is made up of leading companies across the main sectors of Spanish industry as well as the associations and business federations that represent them and

institutional representative bodies, such as the Spanish Confederation of Employers' Organisations (CEOE, for its Spanish acronym).

Our Firm is well-versed in developing sector-specific strategies on issues of priority, we provide a forum which keeps our clients abreast of legislative developments which are of interest to their member companies, implement initiatives that improve and enhance their business and provide support with regard to the management of different areas for environment, quality and industrial safety. We have a profound understanding of public administrations and the way in which they operate because key members of our team of experts have previously held high-level administrative posts.

FINANCIAL SERVICES, FINTECH AND INSURTECH

Our group specializing in financial services, fintech and insurtech has extensive experience in all regulatory aspects of the financial and insurance sector. We advise all types of supervised institutions (credit institutions, insurance companies, investment services companies, payment services institutions, electronic money institutions, participatory financing platforms, etc.) and their investors or clients on regulatory issues and operations.

FOOD

Our Food Group has a crosscutting team specialized in the food sector. The team is multidisciplinary and is made up of professionals from different areas and with extensive experience in the food and beverage sector.

We are effective in coordinating teams and assigning jobs appropriately to the level of experience, which allows us to be highly competitive and efficient.

We have extensive experience in this sector and we have intervened in a significant number of matters in connection with any of the issues or legal problems that are relevant for the sector or their operators:

- M&A processes

We are in permanent contact with the sector and its operators, analysing all European legislative developments and proposals and the recommendations of supervisory authorities, thus anticipating the needs of our clients and helping them to define and improve certain internal practices and policies.

We have interdisciplinary groups that include specialists in commerce, finance, intellectual property, data protection, tax and compliance, who advise on operations and aspects related to new technologies such as blockchain, artificial intelligence, Internet of Things, ICOs, etc.

- Regulatory and contractual matters
- Labelling and distribution
- Chain food, labelling and traceability
- Issues related to the functioning of agri-food inter-branch organisations
- Intellectual property and unfair competition (packaging distinctive marks, designs, patents, designation of origin and plant varieties, advertising and industrial secrets)
- Security, product recalls, crisis management and health alerts
- Food compliance
- Litigation and product liability
- Taxation of the sector
- Circular economy and environmental aspects

HOSPITALITY

Our Hospitality Group is made up of lawyers specializing in the hotel sector from different areas of legal practice (particularly, corporate & commercial, public, tax and employment).

Born to meet the specific needs of the different operators in the hotel sector, both in the scope of the operation of the business and its investment, the aim is to facilitate decision-making and provide legal certainty with the support of a team that has in-depth knowledge of the legal regime and of the tourism market, particularly the hotel industry.

Our knowledge of the hospitality sector is possible due to our close and direct relationship with the decision makers therein, which enriches our practical vision of the business by adapting and updating the legal solutions for each project accordingly.

The advice that we provide not only focuses on Spain and Portugal as we often accompany our clients in their operations abroad. Our interdisciplinary teams are capable of providing a rapid solution to the main issues in this sector.

INFRASTRUCTURES

Our Infrastructure Group is made up of legal experts in different practice areas who provide coordinated, close and permanent advice to developers, constructors, operators, public authorities and financial institutions in the tendering, financing, construction and operation of infrastructure in Spain, Portugal or internationally.

We have advised the whole spectrum of the top Spanish and Portuguese financial institutions and developers associated with this sector and Spanish, Portuguese and foreign investment funds in the acquisition of consolidated infrastructure or packages of financial assets linked to

the operation of such infrastructure.

We have also provided services to all types of public authorities and public sector bodies on the best way of legally structuring, making financially viable and tendering their concession projects or PPP. licitar sus proyectos concesionales o PPP.

We offer advice aimed at providing a comprehensive, specific and personalized response to the needs and special characteristics of companies engaged in the business of airports, water and waste, roads, railways, ports, hospitals, building and civil works.

INSURANCE AND PENSION FUNDS

Gómez-Acebo & Pombo has been involved in some of the most significant corporate transactions of the insurance sector in Spain; in multiple agreements or partnerships for distribution of insurance, including bancassurance, and in some of the most relevant judicial or arbitral proceedings claims arising from accidents.

We have a specialized mixed team, composed of lawyers from different areas that offer strong support in the field of general legal advice (including commercial, regulatory, financial, tax), transactional work and litigation. We have vast knowledge and advise major national and international companies operating in Spain.

INVESTMENT FUNDS

Gómez-Acebo y Pombo has a transversal funds practice that covers all aspects of transactions involving funds with a specialized type of advice on all types of funds. This is practically unique in Spain, having a structured "Funds" practice including hedge funds, investment funds, private equity funds and venture capital funds.

We advise funds in their formation, in their investments, in the financing of their investments and in more special issues, such as compliance or litigation, with a multidisciplinary team. Our

added value is that we are one of the few firms in Spain that covers this complete cycle.

We have established ourselves as leaders in complex investment transactions, both in equity and credit, and in the latter case both individually and as part of debt portfolios, as well as in advising on hybrid transactions and special situations.

We collaborate actively and on an ongoing basis with the London and New York offices, where advice to investment funds is a key practice.

LIFE SCIENCES

Our Life Sciences Group brings together professionals from different areas of practice covering all the legal aspects of interest to companies in this sector.

All the lawyers in this group work closely together, providing clients with comprehensive and coordinated advice, and have well-established and specialized experience.

This multidisciplinary approach is a distinctive feature that allows us to handle the whole spectrum of problems faced by clients in all sub-sectors related to Life Sciences, including: pharmaceuticals, biotechnology, medical devices, healthcare, plant varieties and animal varieties.

Our areas of specialization are: intellectual property, business and finance, competition, litigation, regulation and tax.

PRIVATE EQUITY

Since the foundation of the Firm, we have developed our practice in all aspects related to Private Equity.

Our Private Equity team is made up of a group of experts in different areas such as corporate and commercial, tax, banking and capital markets, regulation and restructuring, with extensive experience in all types of complex private equity transactions, including transactions that affect

different jurisdictions and have an international element.

We are recognized for our market expertise and the team that makes up the group, in particular, our Special Situations group continues to take a leading role. The team has increased its volume and workload and has become a specialist in advising funds on the acquisition of distressed assets and direct lending.

RETAIL

Our Retail Group has ample experience in all areas of legal advice involving the creation of networks, installation and advice on commercial retail establishments, from all points of view:

- Employment
- Tax
- Commercial contracting
- Urban planning
- Specific Regulations on retail trade
- Consumer protection
- Litigation related to the activity of retail trade
- Protection of trademarks
- Distinctive marks and intellectual property
- Unfair competition
- Our experience has enabled us to design a specific tool to audit competition aspects specifically related to retail trade, highly specialized and targeted for companies operating in this sector.
- The multidisciplinary Retail group team addresses the legal needs of those engaging in retail trade.

SPORTS & ENTERTAINMENT

Our Sports & Entertainment Group responds to the needs of a sector where legal aspects are increasingly present in the everyday activities of sportsmen and sports organizations.

We offer our clients a cross-sectoral team that offers advice on the different specializations

that may be required in this sector: commercial, international and national financing, intellectual property, competition, employment, tax, real estate and litigation.

Our Sports & Entertainment Group provides advice both to sportsman and sport organizations.

SUSTAINABILITY

The 2030 Agenda for Sustainable Development provides companies with the opportunity to showcase their contributions to global sustainability and to seize new business opportunities associated with the sustainable development agenda. The business world faces a challenge, but also an opportunity, that will affect not only its transparency and reporting, but also the design and adoption of any future management, invest-

ment and financing decisions. From the business challenge of moving towards sustainability and its legal implications, arises Gómez-Acebo & Pombo's commitment to contributing, from the legal sector, to the global effort towards sustainable development. A sustainable development challenge to which this Firm is fully committed as an aspirational objective of our long-term growth strategy.

TMT

Our TMT team is made up of attorneys with knowledge in the telecommunications and media regulatory fields, as well as industry practice.

We have extensive experience in advising telecommunication companies, media and ICT operators, but also with other participants in the industry such as content and infrastructure providers or large companies that hire these operators.

The multidisciplinary nature of the team ensures that any branch of law that might have an

impact on a case may be specifically addressed with the required expertise. This allows us to provide strategies and responses to the various complex situations that these projects face.

Our main areas of action are: M&A advisory services, legal advice to and procedural defence (litigation and arbitration) of Spanish and foreign clients, data protection and privacy, electronic commerce and electronic contracts, advice on computer law and advice on all technology outsourcing transactions.

VENTURE CAPITAL Y STARTUPS

We have conducted our practice in all aspects of Venture Capital (VC).

Our extensive experience guarantees the quality of our services and allows us to participate in complex cross-border and domestic transactions.

Understanding the business of our clients is essential and allows us to give excellent legal advice and to be able to use the experience in technology industries that require specialization with integrated and multidisciplinary teams.

We currently represent a good number of VC-supported start-ups in technology and life sciences and we have one of the best VC practices in Spain.

We advise start-ups and venture capital investments in the early stages of growth and development, and on their financing (MAB, risk debt, financing rounds, etc.), especially in the technology and internet industries.

Our advice in connection with Venture Capital and Start-ups includes: Design and tax structure of transactions, Legal advice to venture capital investors, managers and founders on the negotiation and contracting of sale and purchase agreements, shareholders' agreements, stock option plans, ratchets, etc., Divestitures, including initial public offerings and AIM listings, we also have specialists in fund raising, incorporation of venture capital entities, structuring of interests and relations with the CNMV.

07 RECOGNITIONS

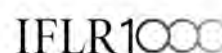
Gómez-Acebo & Pombo is widely recognized, nationally and internationally, for the quality of its legal services and has received awards and nominations over the past years for best management, customer service, innovation and technical excellence within its legal specializations. In many cases, these awards are conferred by the clients themselves.

Currently more than eighty per cent of our partners are hailed as best experts in their field by the most important international directories.

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“IT IS A MULTIDISCIPLINARY FIRM WITH
HIGHLY QUALIFIED EXPERTS IN THE
DIFFERENT AREAS IN WHICH IT OPERATES.”

CHAMBERS & PARTNERS 2021



08 COMMITMENT TO SOCIETY

We are committed to reflecting our social responsibility through the contributions the Firm makes to society via our basic business activities, our social and humanitarian action programmers and our support for activities of public interest.

The Corporate Responsibility Committee was created in 2004 with a view to establishing objectives, priorities and guidelines for actions to ensure the ethical and socially responsible management of the firm, with a serious commitment at executive level. The mission of the Committee is to coordinate the different activities that our lawyers have been conducting for many years, on an individual basis. Since 2011

all the Corporate Responsibility Activities have been coordinated by the Fundación Fernando Pombo, founded in December 2010 to promote social responsibility in the legal profession, including human rights protection, professional ethics, pro bono counsel, access to justice, good governance and environmental policies.

The firm's commitment goes far beyond social action and extends to environmental issues. Validation has been obtained from AENOR for the Environmental Management System implemented in the Madrid offices, and in 2007 the firm adhered to the EU Eco-Management and Audit Scheme (EMAS).

09 DIVERSITY POLICY

We have a strong commitment to full gender balance and the retention of female talent in the different stages of the professional career and with respect to all the members of the Firm. With this objective, we have devoted a great effort in the elaboration of a four-year Equality Plan that includes a whole series of actions and programs aimed at promoting the development of women's professional careers, the assumption of positions of responsibility as well as training, mentoring and conciliation measures to achieve effective equality of opportunities and avoid any discrimination based on gender or other cause.

FFP FUNDACIÓN FERNANDO POMBO



INFORMATION SECURITY
MANAGEMENT SYSTEM CERTIFIED
BY AENOR



KEY CONTACT

To contact our group of experts,
please visit our website.



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