



International Corporate Reorganization

Toute entreprise, guidée par l'éternelle volonté de créer des synergies, d'obtenir des résultats et d'augmenter ses bénéfices est amenée, à un moment ou à un autre, envisager une restructuration. De multiples facteurs dictent d'une part les raisons de procéder à une restructuration de sa société, le moment opportun et les méthodes pour y parvenir, et déterminent d'autre part la réussite de l'opération.

Notre équipe

Notre longue expérience nous a permis de perfectionner une méthode efficace et de faire preuve d'initiative face à des projets internationaux complexes, ainsi que de cultiver une philosophie d'encadrement adaptée pour vous accompagner dans la gestion du budget et des dépenses. Nous avons développé une méthodologie propre et éprouvée, basée sur des outils, une technologie et un savoir-faire efficaces. Notre équipe de gestion de projet juridique a démontré son aptitude à mener à bien des restructurations fructueuses et complexes. Vous serez en relation avec une équipe multidisciplinaire et intégrée au niveau international, composée d'avocats et autres professionnels ayant à leur actif de nombreuses restructurations travers le monde - quels que soient les enjeux, il y a de fortes chances pour que nous y ayons déjà été confrontés et que nous sachions comment les affronter.

Nos domaines de compétence

- **Carve-out et spin-off**
 - Évaluer la stratégie globale de l'entreprise pour séparer les activités et concevoir des modèles économiques optimaux et propres
 - Structurer les entités juridiques et les relations contractuelles conformément à la nouvelle stratégie économique
 - Recueillir les autorisations le cas échéant
 - Mettre au point une stratégie de gestion du personnel qui minimise les risques juridiques liés aux ressources humaines et évite l'interruption de la prestation de service
 - Examiner les systèmes informatiques existants et fonctionner de manière indépendante grâce à une infrastructure informatique solide
- **Règlementation et conformité**
 - Évaluer la nature et la date des changements de réglementation qui concernent le groupe (ou certaines parties du groupe) et élaborer un modèle économique optimal capable de surmonter ces changements et de se conformer à un nouveau cadre

CONTACTS CLÉS

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AUTRES COMPÉTENCES

- Tax
- Corporate
- Restructuring
- Projects, Energy and Infrastructure
- International Trade, Regulatory and Government Affairs
- Intellectual Property and Technology
- Finance
- Employment

règlementaire

- Structurer les entités juridiques et les relations contractuelles conformément à la stratégie économique et au modèle opérationnel modifiés afin de s'adapter avec succès au nouveau cadre opérationnel
- Un nouveau référentiel en matière de conformité sera intégré à la structure opérationnelle centrale de la société afin de satisfaire efficacement aux futures exigences de la réglementation
- **Carve-out**
 - Organisation stratégique et internationale des ressources humaines
 - Audit préalable
 - Gestion des syndicats
 - Consultation des comités économiques et sociaux
 - Gestion de la mutation des salaires
 - Intégration post-fusion (gérer les conventions collectives et les contrats de travail)
 - Gérer la réduction du personnel et/ou la création de nouvelles activités
 - Mobilité internationale du personnel
- **Optimisation de la chaîne logistique, des opérations et de l'activité**
 - Évaluer la compétitivité d'un modèle économique en vue de modifier les conditions et de concevoir un modèle opérationnel optimal avec une chaîne logistique axée sur la demande
 - Structurer les entités juridiques et les relations contractuelles conformément à la stratégie économique et au modèle opérationnel révisés
- **Rationalisation des entités juridiques**
 - Analyser et identifier les entités à fusionner,
 - éliminer, à convertir ou à déplacer au sein du groupe
 - Audit préalable et remise en ordre
 - Recueillir les autorisations internes et externes le cas échéant
 - Éliminer des entités par le biais de fusions ou de transmissions universelles de patrimoine
 - Désinscrire les sociétés de tout registre public
- **Droit fiscal**
 - Examiner la structure actuelle du groupe et son imposition
 - Identifier et mettre en évidence les problèmes critiques en matière de fiscalité
 - Fournir un conseil sur les régimes d'exonération fiscale applicables aux restructurations (notamment obtenir des décisions de l'administration fiscale compétente ou lui transmettre des déclarations)
 - Produire des plans fiscaux multi-juridictionnels par macro-étape qui pourront ensuite faire l'objet d'un plan juridique graduel détaillé pays par pays pour mettre en œuvre les nouvelles structures juridiques
- **Intégration post-acquisition**
 - Réaligner la stratégie économique internationale des entreprises combinées et concevoir un modèle opérationnel optimal
 - Structurer les entités juridiques et les relations contractuelles conformément à la stratégie économique et au modèle opérationnel alignés
 - Mettre au point une stratégie de gestion du personnel qui minimise les risques juridiques liés aux ressources humaines et évite l'interruption de la prestation de service
 - Examiner les systèmes informatiques existants et se préparer à la combinaison des entreprises et au nouveau modèle
- **Prix de transfert**
 - Veiller à ce que les différentes étapes de la réorganisation et toutes les opérations de restructuration soient réalisées conformément au principe de pleine concurrence et reposent sur une valorisation adaptée (par exemple, valorisation des filiales, accords de financement, actifs incorporels/ redevances, services intragroupe...)

CAPABILITES

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EXPERIENCE

- Acting for a large multinational insurance brokerage company in creating a new holding structure for its non-US subsidiaries to enable it to better manage the internal cash needs of the group and to repatriate funds to the US as efficiently as possible.
- Leading a global multi-disciplinary team in implementing a 30+ country regulatory-mandated divisionalization of a leading multinational financial services company.
- Leading the segregation of the EMEA, LATAM, Caribbean and AsiaPac subsidiaries of a global professional services firm into new regional holding companies, followed by a sophisticated leverage transaction involving 40+ countries.
- Leading the global corporate implementation effort of a global science and technology innovator's separation into two publicly-traded entities. Implementing 41 step plans that covered 54 jurisdictions and involved nearly 4,000 documents, 500 share transfers, 25 assets transfers, and the formation of more than 50 entities.
- Advising a large multinational conglomerate in a carve-out sale of a multi-jurisdictional business from a larger division across more than 20 countries.
- Advising on a post-acquisition restructuring arising out of a takeover in IT services. This was a global transaction of US\$3.1 billion designed to increase Business Process Outsourcing (BPO) capabilities and to improve and increase the infrastructure platform.

ACTUALITÉS

Publications

Restructuring Global Insight: COVID-19 edition

23 June 2020

[RESTRUCTURING - GLOBAL INSIGHT](#)

News, views and analysis from DLA Piper's Global Restructuring group.

Transfer Pricing Masterclass Series

23 July 2019

The DLA Piper Transfer Pricing Team recently presented a series of Transfer Pricing Masterclasses on a variety of topics.

The UK ORIP tax charge – Where are we now?

4 July 2019

On 6 April 2019, the UK's far-reaching tax regime on offshore receipts in respect of intangible property (ORIP) came into effect (with anti-avoidance provisions applying to arrangements made on or after 29 October 2018). This article provides insight into proposed amendments and some welcome changes.

Global structuring and IP planning in the wake of US tax reform

21 DEC 2018

Tax reform has imbued global structuring with a significant amount of uncertainty.

Evènements

Récemment

Japan Tax and Transfer Pricing Seminar

25 Feb 2020

Transfer Pricing Masterclass Series 2019

London

DLA Piper Transfer Pricing Masterclass

13 November 2019

Transfer Pricing Masterclass Series 2019

Johannesburg

Transfer Pricing Masterclass 5 - Landing the Value: Centralized Controversy Management for Transfer Pricing

26 September 2019

Transfer Pricing Masterclass Series 2019

London

Transfer Pricing Masterclass 4 and drinks networking – Doing your duty: Transfer pricing, tax and beyond

10 July 2019

Transfer Pricing Masterclass Series 2019

London

Transfer Pricing Masterclass 3 - Interested in Interest: Financial Transactions in Transfer Pricing

5 June 2019
Transfer Pricing Masterclass Series 2019
London

Transfer Pricing Masterclass 2 - Between the Uprights: Valuations in Tax and Transfer Pricing

8 May 2019
Transfer Pricing Masterclass Series 2019
London

Transfer Pricing Masterclass 1 - Knowing the Issues: Identifying Transfer Pricing Risk and Opportunity

10 April 2019
Transfer Pricing Masterclass Series 2019
London

NEWS

DLA Piper advises P3 Logistic Parks on the rental of commercial space to Makita Werkzeug GmbH

27 August 2020

DLA Piper has advised P3 Logistic Parks GmbH on the rental of commercial space to Makita Werkzeug GmbH.

DLA Piper advises Syngenta on the acquisition of South African Sensako Group

17 August 2020

DLA Piper has advised Swiss-based Syngenta Group on its acquisition of Sensako Group, a South African seeds company engaged in the breeding and the commercialization of agronomic crops.

DLA Piper announces partnership promotions for 2020

30 April 2020

DLA Piper is proud to announce that 67 lawyers have been promoted to its partnership. The promotions are effective as of April 1, 2020 in the United States and May 1, 2020 for EMEA and Asia Pacific. The promotions have been made across many of the firm's practice areas in 35 different offices throughout 13 countries.

Across the firm's practices globally, Corporate saw the largest intake of new partners with 19 promotions, followed by Litigation and Regulatory with 15. Intellectual Property and Technology and Finance and Projects had ten and eight promotions respectively, while there were six in Real Estate. Tax and Employment both had four, and there was one in Restructuring.

DLA Piper advises Eiffage and JOHANN BUNTE consortium on Germany's largest ever motorway PPP

14 April 2020

DLA Piper has successfully advised the consortium A3 Nordbayern with its shareholders Eiffage S.A. and JOHANN BUNTE Bauunternehmung GmbH & Co. KG on the financing of Germany's largest PPP project in the motorway sector.

DLA Piper lawyers named Acritas Stars

10 March 2020

Acritas has named over 200 DLA Piper lawyers as 2020 Acritas Stars. Now in its fourth year, Acritas Stars highlights the stand-out lawyers in private practice as nominated by clients around the world. More than 3,000 senior in-house counsel feed into the nomination process to give a comprehensive view of highly recommended lawyers across the globe.

DLA Piper advises Hahn Group on sale of Campus Center Lübeck

18 December 2019

DLA Piper has advised Hahn Group on the sale of Campus Center Lübeck to real estate investment manager Nuveen Real Estate, which acquired the property for its German core retail platform.

DLA Piper launches Global Digital Services VAT Guide

29 November 2019

DLA Piper has launched the fourth edition of its Global VAT Guide on Digital Services, covering cross-border supplies of digital content, intangible services and, more generally, the various forms of e-commerce.

DLA Piper adviseert The Carlyle Group bij investering in HSO Group

6 September 2019

DLA Piper heeft The Carlyle Group geadviseerd bij de investering in HSO Group. Het eigen vermogen voor de investering kwam van Carlyle European Technology Partners III Fund (CETP), een fonds van EUR635 miljoen dat investeert in technologiegerichte bedrijven in Europa en de VS.

DLA Piper advises The Carlyle Group on its investment in HSO Group

6 September 2019

DLA Piper has advised The Carlyle Group on its investment in HSO Group. Equity for the investment is provided by Carlyle European Technology Partners III Fund (CETP), a EUR635 million fund that invests in technology-focused companies in Europe and the US.

DLA Piper advises Rolls-Royce on acquisition of Siemens' eAircraft business

21 June 2019

DLA Piper has advised Rolls-Royce plc on the acquisition of Siemens' electric and hybrid-electric aerospace propulsion

activities, eAircraft. The acquisition will accelerate the delivery of Rolls-Royce's electrification strategy and boost its ambition to play a major role in the "third era" of aviation. The completion of the transaction is expected in late 2019, following a period of employee consultation.

DLA Piper named UK transfer pricing firm of the year for the third year running

17 MAY 2019

DLA Piper has been named UK Transfer Pricing Firm of the Year for the third year running at the International Tax Review (ITR) European Tax Awards 2019, in a ceremony held in London on 16 May. The firm was also, and for the first time this year, named Africa Transfer Pricing Firm of the Year.

DLA Piper announces launch of Artificial Intelligence practice

14 MAY 2019

DLA Piper announced today the launch of its Artificial Intelligence practice, which will focus on assisting companies as they navigate the legal landscape of emerging and disruptive technologies, while helping them understand the legal and compliance risks arising from the creation and deployment of AI systems.

DLA Piper advises BrewDog on acquisition of iconic Berlin brewery

6 MAY 2019

DLA Piper has advised BrewDog, a multinational craft brewery and pub chain based in Scotland, on the acquisition of World Bistro & Gardens in Berlin from Stone Brewing, one of the largest craft breweries in the US.

DLA Piper announces partnership promotions for 2019

1 APR 2019

DLA Piper is proud to announce that 77 lawyers have been promoted to its partnership. The promotions are effective as of April 1, 2019 in the United States and May 1, 2019 for EMEA and Asia Pacific. The promotions were made across many of the firm's practice areas in 43 different offices throughout 20 countries.

Non-resident real estate investors bullish on Capital Gains Tax changes

19 MAR 2019

Non-resident real estate investors are holding their nerve on UK investment strategies despite impending capital gains tax (CGT) changes coming into force next month and uncertainty around Brexit. According to a DLA Piper report, more than half (58 percent) of those polled expect the new tax code will have no impact on their investment strategy.

DLA Piper announces launch of Blockchain and Digital Assets practice

26 FEB 2019

DLA Piper announced today the launch of its Blockchain and Digital Assets practice, which will offer strategic advice on a global basis to address the needs of companies implementing blockchain technology solutions and creating and deploying digital assets.

DLA Piper enhances cross-border tax capability with new partner hire in Dublin

26 FEB 2019

DLA Piper today announces the appointment of Maura Dineen as a Tax partner in the firm's newly opened Dublin office. This is the fifth partner hire for DLA Piper in Dublin in a month, following the announcements in January of Conor Houlihan (Finance & Projects), Éanna Mellett (Corporate), Mark Rasdale (Intellectual Property & Technology) and Ciara McLoughlin (Employment).

DLA Piper advises Russia's Transmashholding on the acquisition of a rail manufacturing facility in South Africa

30 NOV 2018

DLA Piper has advised TMH Africa on the acquisition of a 45,000 sq.m. DCD Rolling Stock manufacturing facility in Boksburg, South Africa from DCD Group.
