Bird & Bird

& International Tax Group

Understanding your industry & listening to you & lateral thinking & bright sparks & simplifying complexity & seamlessly international & that's Tax with Bird & Bird

Who we are

In an age of globalisation, cross border trade and mobility of personnel and assets, tax issues for businesses have an increasingly international dimension. We navigate our clients through a challenging landscape of regimes, rates and ever-changing fiscal frameworks, proactively developing international tax strategies to assist their businesses.

Our International Tax practice thrives on complex challenges. Our multi-national capability is as broad as your business. With over 40 lawyers and legal practitioners across offices in Europe, the Middle East and Asia, we provide a first-class integrated international tax offering, founded on deep local knowledge and profound sector understanding. Our partners are ranked in Chambers and Partners across our jurisdictions.

We will help to ensure that your international tax risks are minimised and your opportunities maximised by providing a bespoke service tailored to the needs of your business and customers. We are not in the business of shoe-horning products into the wrong company. We start with your business and develop tailored tax strategies which match your needs exactly.

“The team is totally specialised in tax and I have the utmost confidence in the lawyers.”
Chambers Europe 2014

Our comprehensive tax services

M&A and joint venture transactions

Whether domestic, cross-border, assets or shares, rich in intangible or tangible assets, our experience in advising on international transactions in the mid market is second to none. The advice we give is always directional and sector-specific. We have particular expertise in the high tech arena.

Intellectual Property

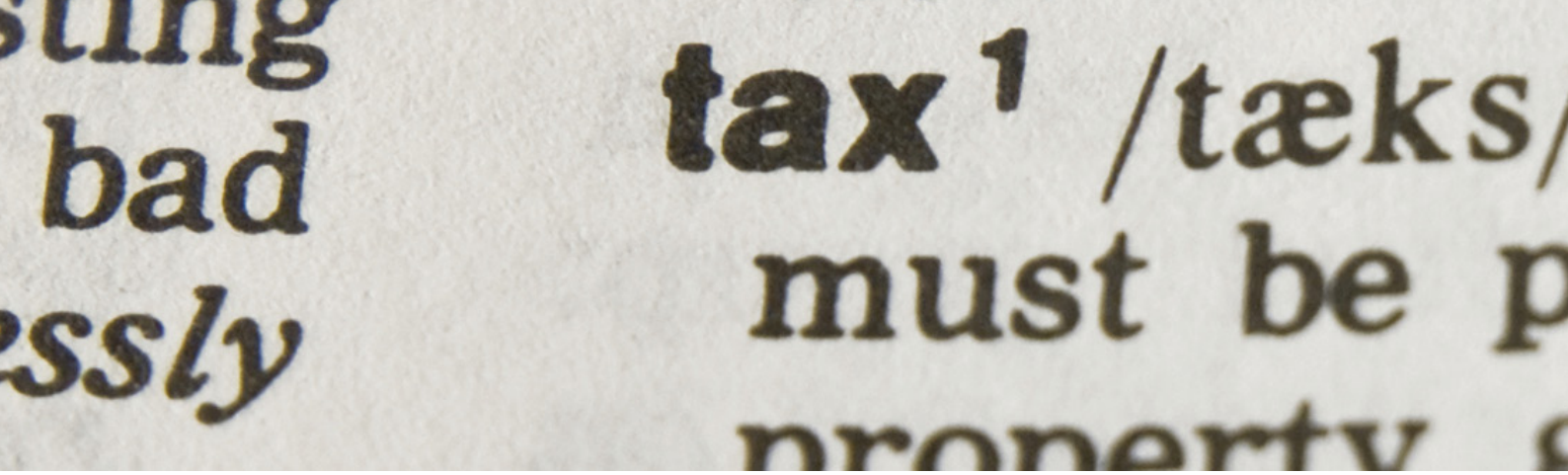
We recognise that tax issues are central to any group's IP ownership and licensing structure. As well as issues such as transfer pricing, VAT, withholding taxes and controlled foreign company rules, our expertise in "patent box" and similar beneficial IP regimes worldwide differentiates us from the rest. We know that tax and economic advice cannot be given in isolation to the underlying IP legal framework, and our stellar experience in IP matters combined with a synergistic relationship between our tax and IP lawyers, means that we can provide significantly value added advice in this arena, whether as primary/standalone advisers or in conjunction with your accountants.

VAT and customs

Our dedicated VAT experts sit within a wider, full spectrum team covering indirect tax matters. Avoiding a "silo" based approach to indirect taxes ensures that our general tax advice is comprehensive and our clients stay one step ahead of their competitors. Our indirect tax team is strategically positioned across our international offices. We have particular expertise in respect of cross border supplies of electronically supplied and telecommunications services, as well as supplies, imports and acquisitions of goods in our key sectors (such as aviation).

Structured and asset finance

As well as advising companies on financing intangible assets we have expertise in tangible asset backed finance, for example with regard to the aviation sector where we are well-practised in aircraft leasing transactions.



Reorganisations, insolvency and restructuring

When a business is being restructured, tax does not need to be an added and unnecessary burden. We thrive on challenge and will act swiftly to preserve valuable tax assets. Using our expert knowledge combined with in depth sector focus, we will always look to present you with opportunities in every situation.

Real estate

The sale, purchase or development of property by any business will involve tax, be it stamp duty, real estate transfer tax, value added tax or chargeable gains. We provide concise, commercial and insightful advice to structure your transaction.

Outsourcing and supply chain

Our market-leading outsourcing and commercial lawyers have superlative expertise, whether looking at permanent establishment and VAT issues on a commissionaire structure in the electronics industry, or minimising VAT leakage in a financial services outsourcing transaction.

Employee benefits

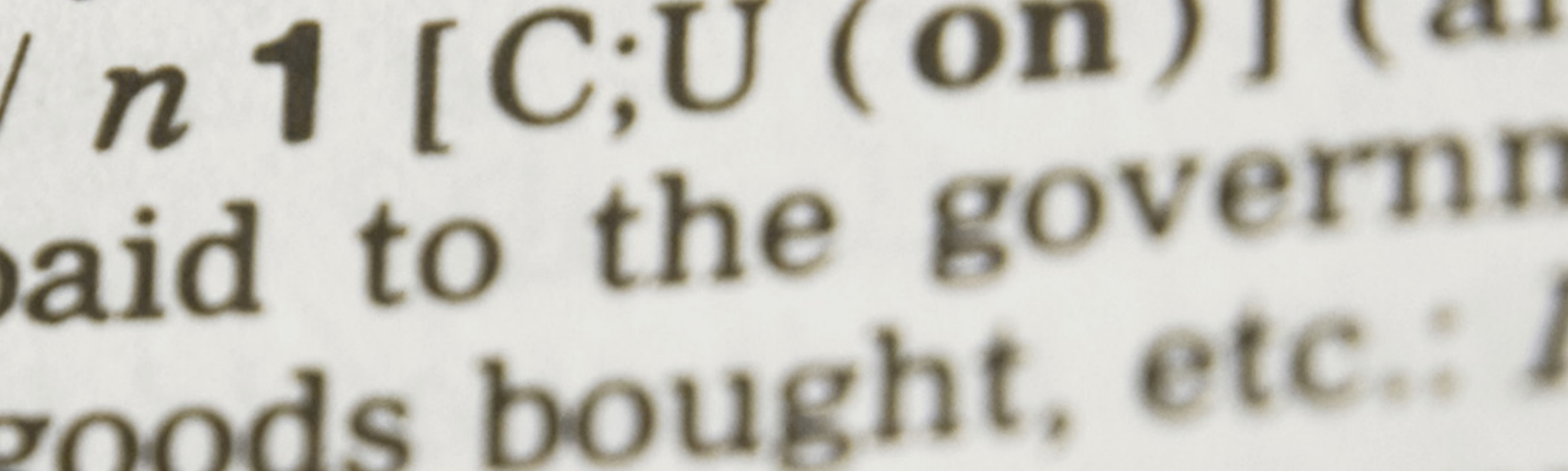
Our dynamic, proactive international incentives and benefits practice advises on all forms of compensation delivered to employees, executives and consultants whether in the form of cash, stock based compensation or other forms of remuneration, incentive or benefits. We have world class experience in delivering global multi-disciplinary advice, enabling clients to develop appropriate reward structures for key performers and internationally mobile employees.

Project finance

A number of our specialist sectors involve long term projects with project finance solutions at their core. The breadth of our international presence leaves us ideally placed to identify and provide intelligent advice on the financing of infrastructure all around the world. We have a growing expertise in tax issues relating to projects in the energy and utilities sector, particularly cleantech investments across Europe.

Private equity, venture capital and other investment funding

We see a sound tax strategy as a crucial cornerstone in the relationship with investors and managers. We have significant experience in structuring funds, fund investments, management incentives and carried interest arrangements as well as early stage investment into VC backed companies. We also have a long history of advising on cross border fund investments into real estate.



Transfer pricing

As the market leader in intellectual property law, transfer pricing is at the heart of our clients' concerns, particularly in a cross-border context. We provide sensible and pragmatic advice in partnership with the best local independent economists or with your own economic advisers;

Dispute resolution

Managing your relationship with local tax authorities, whether at the time of routine enquires, investigations or fully blown tax litigation, requires particular skills. Our considerable experience in the dispute resolution arena gives you a head start, particularly when viewed through the lens of our wider sector knowledge. We pride ourselves on achieving outstanding results for our clients, be they amicable arrangements, negotiated settlements on commercial terms or Court judgments.

Cross border governance issues

Our multi-jurisdictional footprint means that we are ideally placed to ensure your entities do not inadvertently become taxed in multiple jurisdictions - a key consideration for international groups. We advise many companies coming into Europe - whether in start up phase or further down the track - on how to manage the business, often in respect of residence or "permanent establishment" issues and indirect tax issues. We have particular expertise in advising growing internet based businesses.

We have particular expertise in the following sectors:

- Aerospace, Defence and Security
- Automotive
- Aviation
- Energy and Utilities
- Financial Services
- Food and Beverage
- Healthcare
- Life Sciences
- Media
- Sport
- Technology and Communications

"good knowledge, good co-ordination and a willingness to listen"

Legal 500 EMEA 2010

A selection of our recent deals:

Homburg Inc

Major restructuring of their international group and ownership structure including cross jurisdiction negotiations with the Dutch tax authorities and coordination with Canada and Zurich.

Phyworks Ltd

Tax issues for shareholders and option holders on the sale of the company for US$72.5million.

Element Power

Advising on the tax aspects of the establishment of Element Power's European and US limited partnership structures, including advising on UK tax issues and coordinating advice from Luxembourg, Netherlands, Spain and the US.

Numisma Group

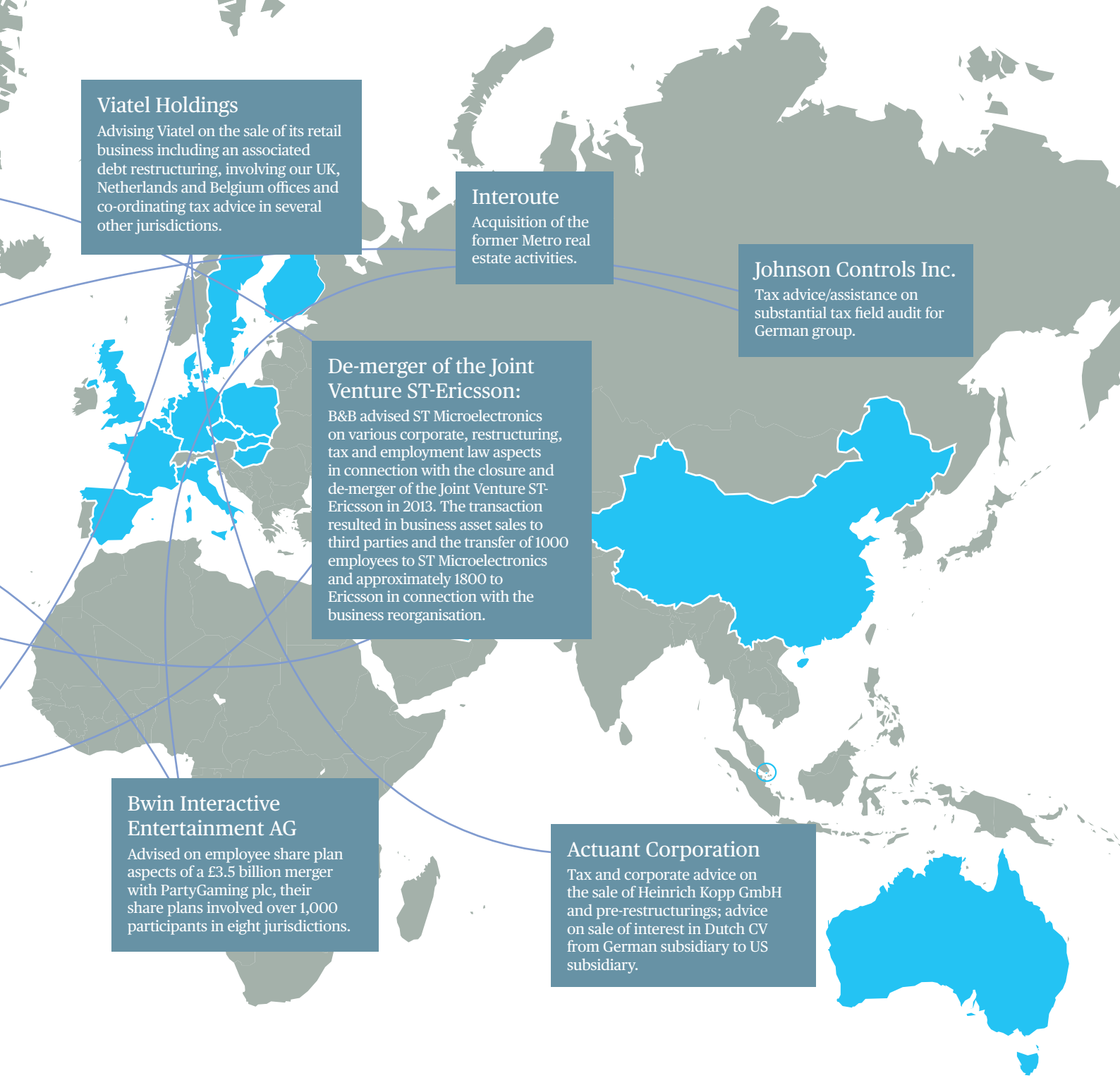
Advising international (Netherlands - Germany) Numisma Group on its €500M asset portfolio reorganisation including its upstream intra-group merger of 20 group companies into its European headquarter company in the Netherlands.

Holmes Place Europe

Advising on their post acquisition structuring including advice, negotiations with the Dutch tax authorities and obtaining a tax ruling on an international restructuring of trade marks and intra group financing.

Palace Group

Advising this South African based group on the tax structuring of their international energy management activities. Work was performed in close cooperation with our offices the UK and counsels in Brazil.


Viatel Holdings
Advising Viatel on the sale of its retail business including an associated debt restructuring, involving our UK, Netherlands and Belgium offices and co-ordinating tax advice in several other jurisdictions.
Interoute
Acquisition of the former Metro real estate activities.
Johnson Controls Inc.
Tax advice/assistance on substantial tax field audit for German group.
De-merger of the Joint Venture ST-Ericsson:
B&B advised ST Microelectronics on various corporate, restructuring, tax and employment law aspects in connection with the closure and de-merger of the Joint Venture ST-Ericsson in 2013. The transaction resulted in business asset sales to third parties and the transfer of 1000 employees to ST Microelectronics and approximately 1800 to Ericsson in connection with the business reorganisation.
Bwin Interactive Entertainment AG
Advised on employee share plan aspects of a £3.5 billion merger with PartyGaming plc, their share plans involved over 1,000 participants in eight jurisdictions.
Actuant Corporation
Tax and corporate advice on the sale of Heinrich Kopp GmbH and pre-restructurings; advice on sale of interest in Dutch CV from German subsidiary to US subsidiary.

“The lawyers are responsive, take a solution-driven approach, and have an extremely commercial and practical attitude.”

Chambers Europe 2014

Other relevant credentials include:

- **Arcus Infrastructure Partners:** Arcus is a leading independent, specialist fund manager focussed on the European infrastructure sector. The Netherlands (tax) team assisted the Group on the acquisition of 460 antenna masts owned by KPN (the leading telecoms and ICT service provider in The Netherlands). The transaction was completed a post-acquisition merger of four Dutch operational telecommunication companies including advice on tax, corporate and regulatory aspects of the merger. We also advised on the financing transaction.
- **Eurasian Natural Resources Corporation PLC (ENRC):** Cross-border merger of two of their copper and cobalt mines in the Republic of Congo. The merger involved several Dutch companies where we advised on the tax and corporate aspects.
- **Spur Steak Ranches (listed - South African group):** Cross border merger of a Gibraltar IP company into their Dutch franchising company. Bird & Bird advised on all corporate and tax aspects of the legal merger.
- **Stenham (listed - Peregrine group):** advising Stenham on its cross border € 90M share-for-share merger of companies with Israeli listed ADO Group including tax, corporate and financing advisory work.
- **Primus Telecommunication Group:** A joint German and Dutch corporate and tax team has advised Primus Telecommunication Group in connection with a Cross-Border Merger pursuant to the EC Directive of Cross-Border Mergers. The deal involves the transfer of all the assets and liabilities of a German subsidiary into its Dutch parent.
- **International Media Group:** A joint French and Dutch corporate and tax team is currently advising in connection with a Cross-Border Merger pursuant to the EC Directive of Cross-Border Mergers. The deal involves the transfer of all the assets and liabilities of a Dutch subsidiary into its French parent.
- **Euticals-Gruppe:** Tax-driven cross-border merger of German entity with its Dutch affiliate, preserving tax benefits / avoiding taxable profit. We provided tax and corporate advice together with implementation support.
- **Lorillard:** America's third-biggest tobacco company on its acquisition of SkyCig, a leading British electronic cigarette business.
- **Alternative Networks plc:** Alternative Networks is one of the UK's leading providers of mobile, systems, networks, IT and billing solutions. It partners with world-class brands including Mitel, Avaya, BT, Cable & Wireless, Vodafone, O2, BlackBerry, Exponential-e and Juniper.
- **ARM Holdings plc:** on their proposed acquisition of Duolog Technologies. ARM are a British multinational semiconductor and software design company. Duolog are an Irish company with subsidiaries in Ireland, Hungary and the USA that develop a range of electronic design automation tools. The acquisition will be led from our London office with assistance from Bird & Bird Hungary.
- **Coca- Cola, Hellenic Group:** A joint London and Dutch corporate team has advised Coca- Cola, Hellenic Group, (part of the bottling division of Coca-Cola) in connection with a Cross-Border Merger pursuant to the Companies (Cross-Borders Mergers) Regulations 2007 which implements the EC Directive of Cross-Border Mergers of Limited Liability Companies. The deal involves the transfer of all the assets and liabilities of a Northern Irish subsidiary into its Dutch parent. The cross border merger process was implemented in order to facilitate a tax efficient means of extinguishing a £20.3 Million intra-group liability.
- **Just Eat:** acquisition of Alloresto, the leading French online food delivery provider. The deal consolidates Just-Eat's position as the world's leading online service for takeaway restaurants and gives it access to local knowledge and expertise as it enters the French market for the first time.
- **QlikTech:** Advised QlikTech on their acquisition of QlikView Italy with a view to furthering expenditure relating to upcoming net asset values.
- **Verifone Systems Inc:** Advised on several aspects of Verifone's disposal of its legacy business, Global Bay Mobile Technologies, to a number of Global Bay's UK Employees.
- **wnDirect:** the sale of wnDirect to Geopost UK. WnDirect developed software which assists in the tracking and delivery of parcels.

Key contacts

Belgium
Brent Springael
Tel: +32 (0)2 272 6042
brent.springael@twobirds.com

France
Laurence Clot
Tel: +33 (0)1 42 68 6000
laurence.clot@twobirds.com

Sabine Sardou
Tel: +33 (0)1 42 686000
sabine.sardou@twobirds.com

Finland
Sami Tuominen
Tel: +359 (0)9 6226 6780
sami.tuominen@twobirds.com

Italy
Eleonora Briolini
Tel: +39 02 30 35 6310
eleonora.briolini@twobirds.com

The Netherlands
Ernst Barten
Tel: +31 (0)70 353 8821
ernst.barten@twobirds.com

Willem Bongaerts
Tel: +31 (0)6 461 79307
willem.bongaerts@twobirds.com

Pieter Camps
Tel: +31 (0)70 353 8834
pieter.camps@twobirds.com

Brian Mulier
Tel: +31 (0)6 532 90022
brian.mulier@twobirds.com

Spain
Montserrat Turrado
Tel: +34 91 7 90 6027
montserrat.turrado@twobirds.com

Sweden
Per Kristiansson
Tel: +46 (0)8 506 32072
per.kristiansson@twobirds.com

UK
Mathew Oliver
Tel: +44 (0)20 7905 6258
mathew.oliver@twobirds.com

Colin Kendon
Tel: +44 (0)20 7905 6312
colin.kendon@twobirds.com

twobirds.com

Abu Dhabi & Beijing & Bratislava & Brussels & Budapest & Copenhagen & Dubai & Düsseldorf & Frankfurt & The Hague & Hamburg & Helsinki & Hong Kong & London & Lyon & Madrid & Milan & Munich & Paris & Prague & Rome & Shanghai & Singapore & Skanderborg & Stockholm & Sydney & Warsaw

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Its registered office and principal place of business is at 15 Fetter Lane, London EC4A 1JP. Bird & Bird is an international legal practice comprising Bird & Bird LLP and its affiliated and associated businesses and has offices in the locations listed on our web site: twobirds.com. A list of members of Bird & Bird LLP, and of any non-members who are designated as partners and of their respective professional qualifications, is open to inspection at the above address.

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