

Bird & Bird &  
Mergers & Acquisitions

A truly international firm & organised around our clients & passion and insight & connecting with our clients' vision & commercial advantage & where service matters & that's Bird & Bird

## Our approach to International M&A

*M&A transactions are becoming more complex, riskier, and are taking longer to complete. We provide cost predictability, outstanding service and through identifying commonly occurring hurdles ensure that deals are undertaken as efficiently as possible.*

### Integration planning

We place a strong emphasis on integration planning. Our clients tell us that this is key to their requirements. We seek to assist the transition to new ownership and see our role going beyond completion of the deal.

### Risk, regulation and compliance

Increasing regulation and compliance is a key concern to clients executing M&A deals. We have increased our focus on compliance risks that could affect your transaction and we are able to offer forward-thinking expertise in this field across multiple jurisdictions.

### Thorough Due Diligence

Building on our focus on technology and our experience of cost-effective project management of complex transactions, we have recently developed an externally hosted cloud-based *Due Diligence Tool*. It not only enables the global capture of information on a consistent basis through a secure platform but also allows your team members to generate reports according to their preferences (e.g. red flag reports, full reports, or country and/or function-specific reports) and to contact the due diligence team. The tool can also be accessed via tablets and smartphones.

### Efficiency and value

We recognise that when engaging a law firm, you want transparency regarding the legal costs you will incur. We have developed *Bird & Bird Cost Management*, a pricing and reporting system that provides accurate budgets, including for fixed fee arrangements, and helps you avoid surprises.

### International reach

The market for M&A deals has become increasingly international and we are well placed to advise you on all the international aspects of your transaction. We have our own offices in 18 countries across Europe, the Middle East and Asia-Pacific, staffed by over 200 M&A lawyers worldwide. We have extensive experience working with law firms in jurisdictions where we do not have our own offices including the USA and Africa.

### Strategic support

Overall we seek to offer our clients more than just plain vanilla legal advice. Our clients benefit from legal advice that is backed up by experience and judgement in key industry sectors. We take ownership and are accountable for the role we play, including project management and delivery of the deal on time and to budget.

*“Bird & Bird’s strengths are industry knowledge, fast responses and competence.”*

Legal 500 EMEA



# Getting to know us



**30**  
International practice and sector groups at Bird & Bird




**>60**  
of the world's 100 most innovative companies are our clients (according to Forbes)




**>120**  
we have advised clients from over 120 countries within the last year



we have 28 offices in 19 countries

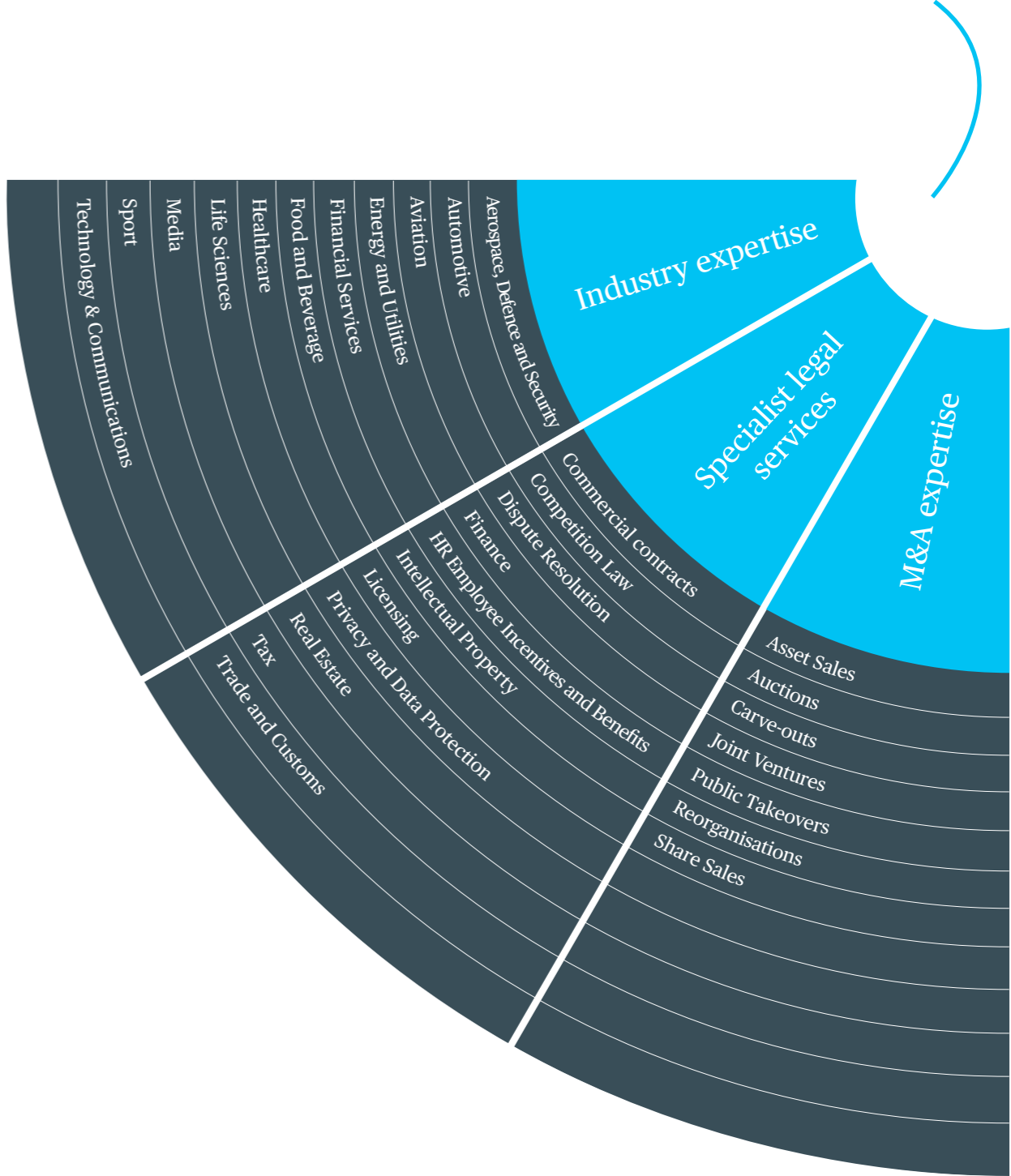


we have over 1200 lawyers internationally



Our clients benefit from local experts in taxation in offices across Europe, the Middle East and Asia-Pacific

# Our full-service approach



*“One of the team’s strengths is that the lawyers have clear specialisations, and are very knowledgeable in their respective fields.”*



*“Strength: Internationally coordinated sector expertise, esp. in the technology sector.”*

JUVE

# A law firm focused on technology-led businesses

*We have an in-depth understanding of technology-led businesses and work with some of the world’s most innovative companies*

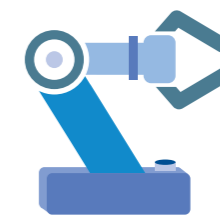
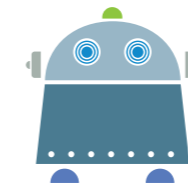
## Focus on technology

- Our business is focused on industry sectors where technology is having a fundamental impact.
- We provide expertise in relation to all aspects of acquisition, exploitation and protection of technology.
- Many of our lawyers have a scientific or technical qualification or experience working in industry.

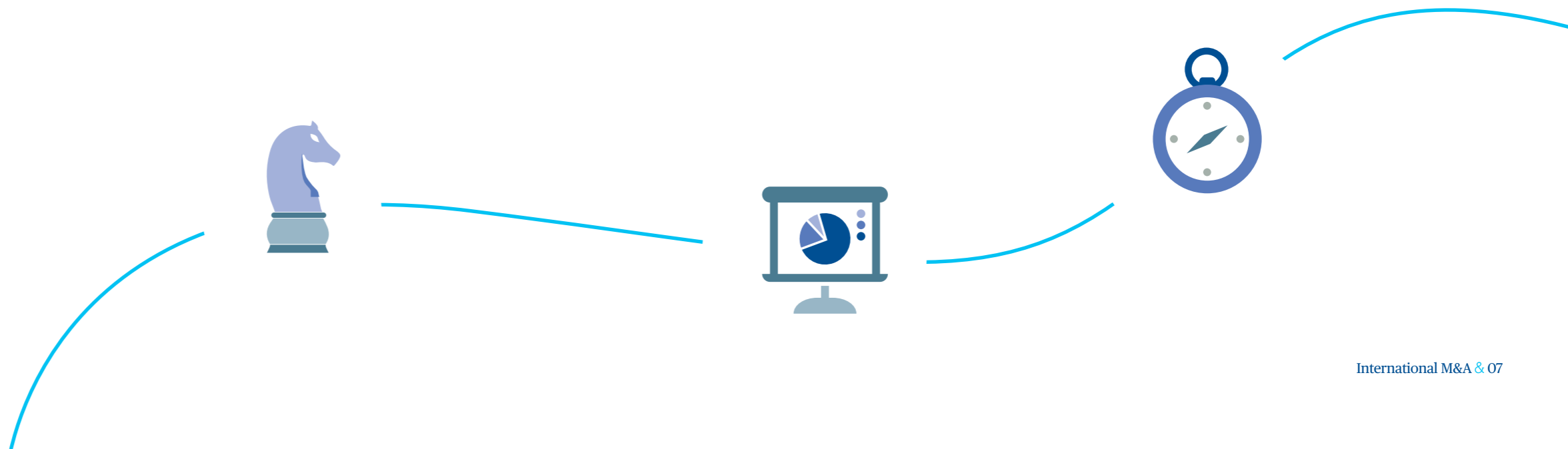
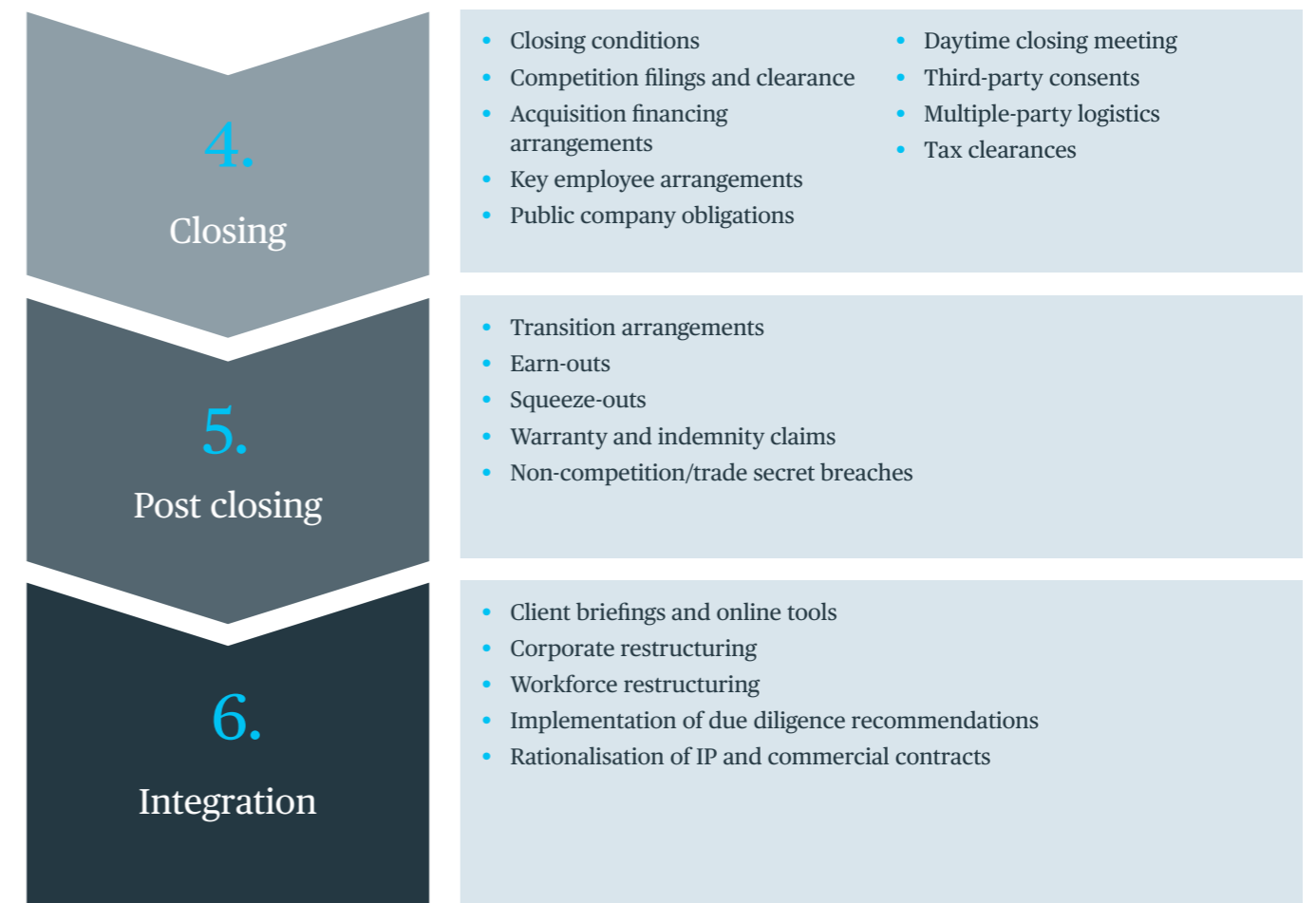
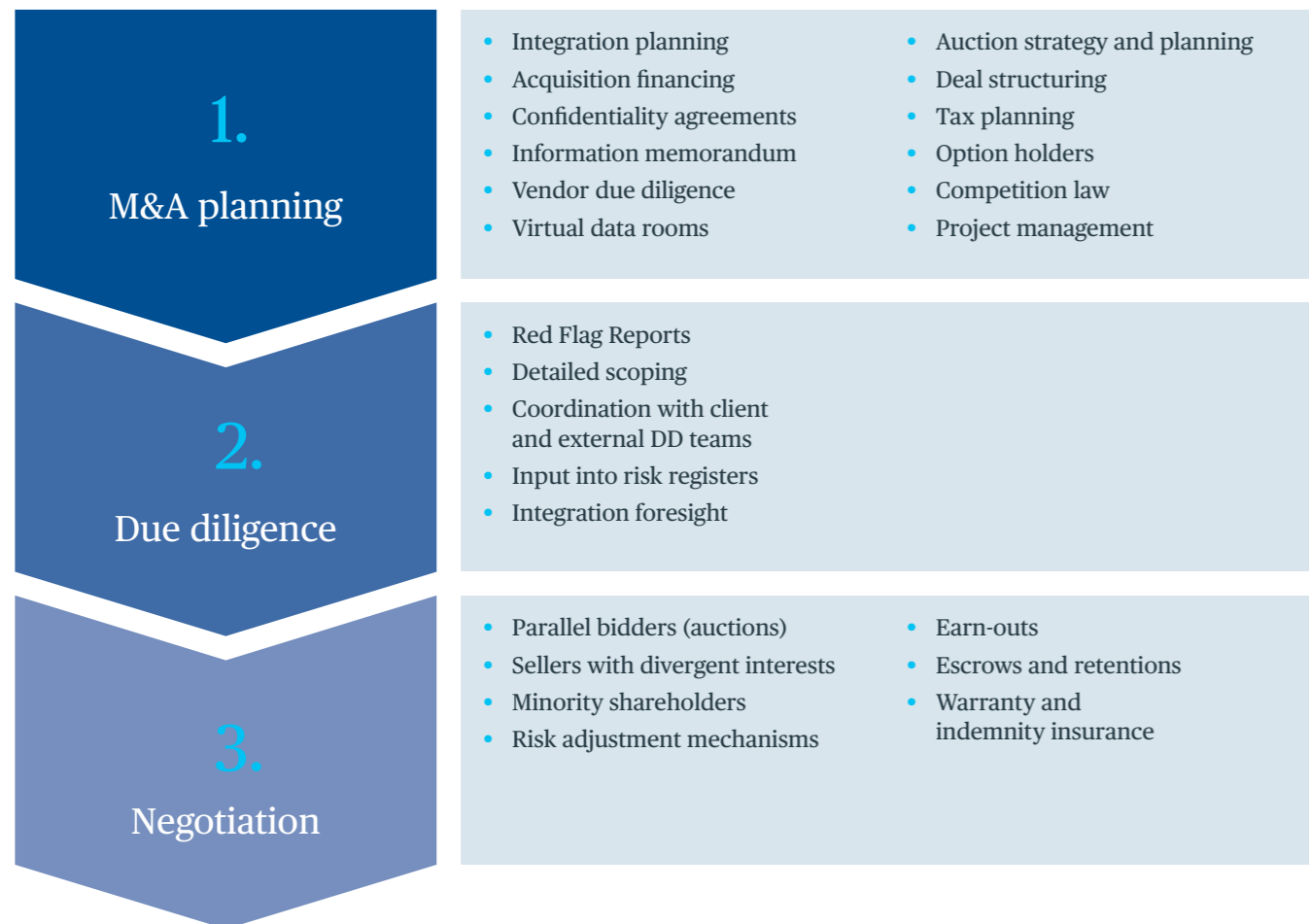
*Strong focus on the technology sector, where the corporate/M&A team draws on substantial industry knowledge.*

*“The Bird & Bird lawyers bring a lot of business expertise to the table.”*

Chambers Europe



# A wide range of expertise and strong project management



# Cost management

*We recognise that when engaging a law firm, you want certainty and transparency regarding the legal costs you will incur*

## Pricing and project reporting

We have invested in an innovative system to forecast and monitor the legal costs of contentious and non-contentious matters. The key advantages of the *Bird & Bird Cost Management* system are:

- Accuracy: we work closely with you to scope work and price it accurately;
- Transparency: we share our detailed budgeting;
- Clarity: we are clear on what is included in the budget; and
- Real-time reporting: we tailor reports to meet your needs.

## Accurate budgeting

The detailed nature of the budgets ensures that fee estimates and alternative fee arrangements, such as fixed fees, are more accurate and transparent than with conventional law firm pricing.

## Clarity of the scope of work

We work with you to agree a detailed scope of work and assumptions so that we both have a clear understanding of what is included in any budget and where there is a risk of additional cost being incurred. This will be outlined in a fee proposal that can be delivered in a common format from any of our international offices.

## Monitoring actual costs against budget

The pricing and reporting system is fully integrated with our online time recording. This means that as lawyers record time, reflecting the agreed fee structure, we can produce a detailed electronic comparison of actual fees against the agreed budget at any time you need. Lawyers can be alerted when a threshold cost is reached - either for the entire matter or for a specific phase.

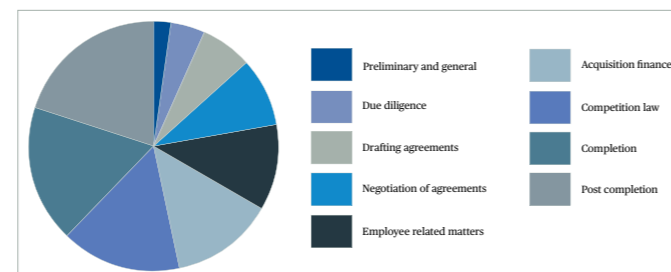
### Budget analysis

Stage	Unbilled fees	Billed fees	Total fees	Budget	Budget remaining
Preliminary and general	0	1	1	2	1
Due diligence	0	2	2	4	2
Drafting agreements	0	3	3	6	3
Negotiation of agreements	0	4	4	8	4
Employee related matters	0	5	5	10	5
Acquisition finance	0	6	6	12	6
Competition law	0	7	7	14	7
Completion	0	8	8	16	8
Post completion	0	9	9	18	9
Grand total	0	45	45	90	45

## No surprises

The level of detail and transparency in our budgeting process, combined with the ability to monitor actual costs against budget in real-time, ensure that the cost implications of out-of-scope work or budget overruns can be addressed at an early stage.

### Budget remaining



# Due Diligence Tool

*We are continually looking for new ways to provide you with a clear, no-nonsense service that matches your expectations, and keeps you informed throughout. Our new Due Diligence Tool is one way that we are transforming our offering for your benefit.*

## Thorough due diligence

Our clients are increasingly looking to us to manage the costs and improve the efficiency of the legal transaction process. Our experience has been that the due diligence element of a transaction can incur disproportionate cost. In response, we have developed a due diligence software tool which makes this process easier, more efficient and more consistent across our network, especially on cross-border deals.

## Key benefits

- You can capture information globally and on a consistent basis;
- You are using a secure cloud-based platform;
- You can choose which type of report you want - e.g. red flag/full reports and country and/or specialism specific reports (e.g. HR Germany);
- The reports include integration recommendations as well as recommended wording to be included in the transaction documents to cover red-flag issues;
- You can access the reports and the due diligence team's details via a mobile app (currently iOS only) through tablets and smartphones.





Driving your transaction  
& thorough due diligence  
& fair dealing & merging  
commercial acumen with  
industry expertise &  
always one step ahead  
& understanding  
innovation & that's M&A  
with Bird & Bird



# Online Client Services

*Online Client Services sites are secure, password-protected sites that we set up and manage to support both specific matters and the overall client relationship. Client portals form part of the firm's Client Service Toolkit:*

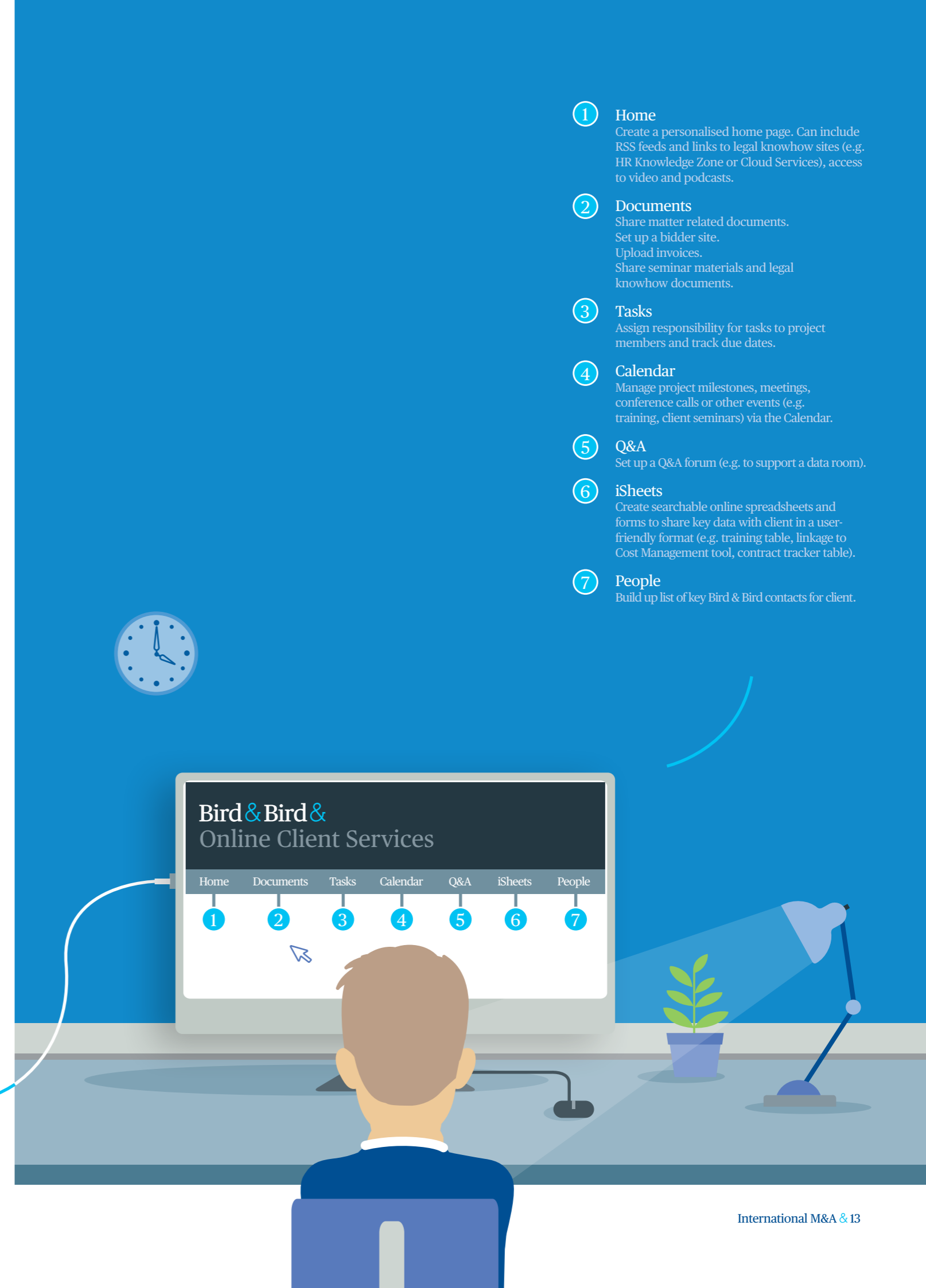
## Key benefits

- Secure access to documents;
- Online calendar to track key dates and events;
- Group tasks list to enable effective project management;
- Effective full-text searching across the site; and
- Details of Bird & Bird's primary contacts.

## Usage

- Run an online deal room / data room;
- Help manage a procurement process;
- Help manage multi-jurisdictional litigation;
- Track the progress of a deal (key stages, milestones);
- Access invoices and 'work in progress' reports; and
- Monitor actual costs against agreed budget.

- 1 Home**  
Create a personalised home page. Can include RSS feeds and links to legal knowhow sites (e.g. HR Knowledge Zone or Cloud Services), access to video and podcasts.
- 2 Documents**  
Share matter related documents.  
Set up a bidder site.  
Upload invoices.  
Share seminar materials and legal knowhow documents.
- 3 Tasks**  
Assign responsibility for tasks to project members and track due dates.
- 4 Calendar**  
Manage project milestones, meetings, conference calls or other events (e.g. training, client seminars) via the Calendar.
- 5 Q&A**  
Set up a Q&A forum (e.g. to support a data room).
- 6 iSheets**  
Create searchable online spreadsheets and forms to share key data with client in a user-friendly format (e.g. training table, linkage to Cost Management tool, contract tracker table).
- 7 People**  
Build up list of key Bird & Bird contacts for client.







*“The lawyers are fantastic - they get things done and foster strong client relationships.”*

Chambers Europe

We provide a range of additional on-line resources designed to improve the support we offer for deal planning and post-deal integration.



#### International HR Knowledge Zone

An easily accessible online resource that answers questions from our clients, concerned with international employment, business immigration, compensation and benefits issues.



#### Competition E-learning Tool

A suite of interactive courses available in different languages. These enable clients to train their employees in a way that underlines and makes clear the importance of complying with competition law and the potential business risks of failing to do that.



#### Global Arbitration Toolkit

The toolkit is an essential resource for clients offering up-to-date briefings on arbitration developments, and key information so that clients have essential practical knowledge at their fingertips. It is written by members of our arbitration team from across our international network and future contributions from Bird & Bird clients are planned. Client seminars and other training events, newsletters and bulletins.

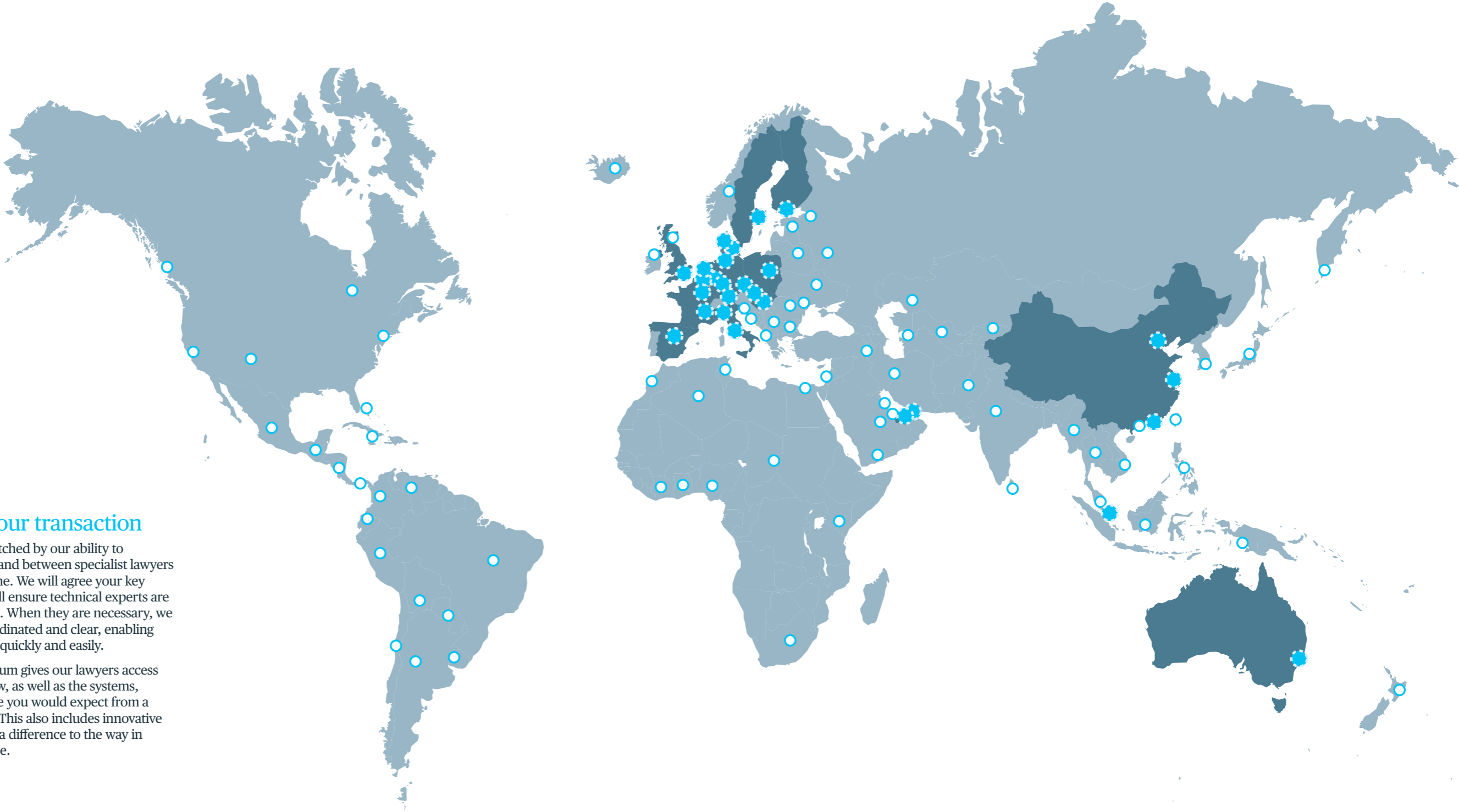


# International reach

*Globally, Bird & Bird has over 1,200 lawyers and a team of over 200 corporate M&A, specialists across Europe, the Middle East and Asia-Pacific*

*“Clients appreciate the group’s knowledge and ability to deal with cross-border mandates.”*

Chambers Europe



## Adding value to your transaction

Our international reach is matched by our ability to coordinate across our offices and between specialist lawyers working in each legal discipline. We will agree your key contacts up front and they will ensure technical experts are brought in only when needed. When they are necessary, we will ensure the advice is co-ordinated and clear, enabling you to understand any issues quickly and easily.

Our wide geographical spectrum gives our lawyers access to best practice and know-how, as well as the systems, processes and levels of service you would expect from a major international law firm. This also includes innovative client service tools that make a difference to the way in which we manage your service.

# Contact us

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