

EDITORIAL

The lawyer's essential role is "to defend". We apply this term in the widest sense possible: discuss, negotiate, draft, represent, debate and convince, provide support and assistance and, lastly, act as an advocate before the courts. The lawyer must constantly seek the best possible way to ensure the defense of the interests of his or her client.

This process is not without a certain degree of nostalgia for the most experienced among us. Tacitus lent this notion to one of the most renowned debates, in his famous A Dialogue on Oratory, "As they [current procedures] exist now, they are indeed more favorable to truth, but the forum in those days was a better training for eloquence. There no speaker was under the necessity of concluding within a very few hours; [...] every one fixed for himself the limits of his speech". (A Dialogue on Oratory, XXXVIII, translation Alfred John Church and William Jackson Brodribb).

One may smile at this. Who among us has not offered up such suggestions, and who has not heard them spoken? And yet they are ageless.

Are our legal systems more favorable to truth and justice? This question can be answered in both the negative and the affirmative.

In providing a positive response to the question, one can simply take note of the trend towards more sophisticated contracts, to attempt to reduce the randomness that is ever present in the contractual domain, and the increasing weight of evidence in the legal industry.

However, and this is where the negative aspect of the response lies, we also must note that justice is becoming increasingly distant from the parties that are subject to legal proceedings. On the one hand, the time periods allocated to examination of a case and for a ruling are often considered incompatible with the vitality and adaptability of today's economy. On the other hand, one may wonder if justice still has a teaching role. A full understanding of current legal decisions requires a critical structure in which, of course, attorneys participate, but the difficulties in interpretation that remain are highly likely to hinder considerably any predictability and security in the legal system.

Added to this are recurrent violations of the professional secrecy that aims at protecting and guaranteeing the rights of the defense.

What forum is appropriate? It is clear that France is in a situation that adds to the existing complexity. France's political past has created a principle of separation between the administrative and judicial branches, through the law of 16-24 August 1790 and the decree of Fructidor year III, which has resulted in a scattering of litigation. The past several years have witnessed the widening of jurisdiction of the administrative courts, at the expense of the ordinary

courts, as seen in two of many recent cases, the law on "job protection" of 14 June 2013 and the law on consumer protection of 17 March 2014.

But above and beyond this French singularity, **the question of forum is even more timely given the antagonism to any desire for homogenization of the global society in the face of persistent fragmentation of national rights**, competition between state jurisdictions and arbitrators, and with independent administrative authorities that continue to expand on the debatable grounds of technical complexity in the economic sector and an increasing need for regulation that escapes, for the most part, the ordinary courts.

In creating our firm four years ago, we wished to provide a response to these questions.

We intend to work towards closer ties, which we believe are necessary, between justice and the parties subject to current legal proceedings. This is and remains our essential role. It is our responsibility to be sensitive to both genuine justice and the courts. It is up to us to adapt to the singularities of each forum. We are aware that debate cannot be carried out in the same manner for an "adversarial" trial

as it would be in an "inquisitorial" trial. We have to develop the pedagogical aspects of our role to assist the courts in the face of such rapid evolution in the technical and financial sectors. We owe it to ourselves to become the conduit between the courts and the parties that appear before the courts.

We intend **to keep ourselves from the fractioning of rights** and, more generally, of knowledge, which leads to isolation,

by ensuring that our teams are fully versatile and work together seamlessly, so that they can handle any situation as a whole, in all of its various aspects, and be able to comprehend the salient elements and recommend the best possible contractual or procedural solutions.

Globalization means that we must focus on reconciling unifying tendencies of the practical aspects of drafting with the specificities of each relevant forum.

Our approach, an openness to all international aspects of our profession, has been a material factor in the growth of our firm, as our third annual report will testify.

Lastly, we are and remain deeply attached to our independence, which enables us to work freely, and we strongly defend professional secrecy – not because it protects us, but because, in the long run, it guarantees a higher level of protection for all.

Thus we build our firm with each passing day, free from any nostalgia for times past, and in keeping with our guiding principles of versatility, solidarity, independence and vigilance, rich in value and potential, that are the core values of solid defense. This is our sole strategy.

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THE ASSOCIATION 100 JOURS POUR ENTREPRENDRE [100 DAYS FOR START-UPS]

For the second consecutive year, ALTANA is lending its support to the association 100 Jours Pour Entreprendre. The primary objective of this association is to promote the creation of start-ups by young entrepreneurs through, specifically, the creation of a social network, focusing on the desire to start a company. In 2014 we are working with Artips, Les Grandes Dames, Neosquat and Mabeye, last year's winners, on the legal aspects involved in the creation of their companies.

The association 100 Jours Pour Entreprendre was created at the initiative of three top-ranking business clubs: Esprit d'Entreprise, Croissance Plus and 100,000 Entrepreneurs. Their members focus on current economic prospects and believe deeply that giving encouragement and support to younger business owners and acknowledging their ability to innovate and to take the initiative is one way to stimulate employment. Tomorrow's companies are being invented today. Returning the individual to the heart of his choices and seeing the next generation as catalysts is a high priority for the firm, and one that it shares with 100 Jours Pour Entreprendre. Their enthusiasm is a critical factor in contributing highly needed revitalization to companies.

THE FIRM'S NEWS

New Partners of the Firm

N ALTANA continues to grow, and to reinforce its teams, in its policy goals of specialization and development both in France and abroad.

By promoting Eric Métais and Mickaël d'Allende as new partners of the firm, ALTANA recognizes their professional qualities and their potential for development. The partners have great confidence in their youth and their desire to contribute to the firm's longevity.

Eric Métais is a new partner in the Real Estate and Construction department of ALTANA, responsible for developing our real estate law activity. He will focus primarily on real estate acquisitions and transactions, commercial leases, assistance to clients in the development and commercialization of real estate development programs, in particular for commercial real estate matters.

Mickaël d'Allende brings to our Labor team his specific skills in supplementary protection and social security. He has developed extensive expertise in the area of supplementary social security protection (health insurance and retirement plans), social security administrative audits and complex subjects relating to working hours (Sunday work compensation, paid leave), and working conditions (health and safety, wage assessment, early warning systems, codes of ethics issues and corporate social responsibility, or CSR) in the work place.

These new partners complement and reinforce the capabilities of our various teams at the service of our clients. They have new ideas, and ALTANA is pleased to welcome their energy and dynamism.

Distinctions

Christophe Lapp was named "Lawyer of the Year" 2013 by Best Lawyers.

Guillaume Forbin, Philippe Goossens, Christophe Lapp, Marianne Franjou and François Muller were cited among the best business lawyers in Best Lawyers' 2013 rankings.

Breakfasts

"Panoramic View of the most recent legislative developments in labor law", with Caroline André-Hesse, Marianne Franjou and Pierre Lubet.

"Intellectual property and employees", with Claire Bernier and Pierre Lubet.

"CRS, BYOD, COPE, e-reputation.... Mastering the risks of new digital tools in companies, and developing a digital strategy", with Claire Bernier, Pierre Lubet and Sandrine Cullaffroz-Jover.

"Internal Fraud", with Philippe Goossens.

"Selling on the Internet: the Essentials", with Claire Bernier, Pierre Lubet and Sandrine Cullaffroz-Jover.

In our **"Wake Up (with) Arbitration"** debates, Caroline Duclercq led the following meetings:

- **"Third Party Funding: Asset or Risk?"**;
- **"Witnesses: Our Worst Enemies?"** with Valence Borgia and Maria Beatriz Burghetto;
- **"Have the dice already been cast in the constitutional phase of an arbitral tribunal? (Does the constitution of an arbitral tribunal foretell the outcome of the sentence?)"**;
- **"Should the Arbitrator be thrown into prison?"**;
- **"Does our clients' conduct influence the outcome of arbitration?"**;
- **"Has the emergency arbitrator taken over or does the summary court still have a future?"**.



Éric Métais and Mickaël d'Allende.

Presentations and speeches

"Criminal Prosecution of CNIL violations", a conference organized by the Association Française du droit de l'informatique et des technologies (AFDIT), in cooperation with the International Technology Law Association (ITechLaw), with Claire Bernier, along with representatives from the CNIL and the OCLCTIC.

"Criminal Prosecution of CNIL violations", the annual Asia ITechLaw conference, with Claire Bernier.

24th Conference **"Fraud, Asset Tracing & Recovery"** in Geneva with Philippe Goossens.

"Electronic Discovery – A Foreign Concept in Continental Europe?", webinar organized by Kroll Ontrack, with Claire Bernier.

"Laboratory of Virtual Worlds", organized by Capital Games, with Claire Bernier.

"The New ICC regulation and reform of 2007 on Moroccan Arbitration Law: 2 reforms, 2 assessments", organized in cooperation with the International Chamber of Commerce (ICC), with Christophe Lapp and Caroline Duclercq.

"Seeking Proof: initial reflexes and strategic choices", a workshop with the AFJE (French Association of Lawyers), with Michael Jockey, Christophe Lapp, Philippe Goossens and Pierre-Gilles Wogue.

"Big Data – the stakes involved in the near future", AFDIT conference, with Claire Bernier.

"Constructive Acceleration Issues", at the International Conference of the Dispute Resolution Board Foundation (DBRF), with Christophe Lapp.

"Attractiveness of Mediation and Adjudication", at the Lausanne Conference, with Christophe Lapp.

Caroline André-Hesse, Guillaume Forbin, Philippe Goossens and Jean-Nicolas Soret participated in the **Annual Conference of the International Bar Association (IBA)** held in Boston.

Claire Bernier participated in the **Annual European ITechLaw Conference**, where she led a seminar on the draft European regulation on data protection.

"Misuse of corporate assets and intra-group transactions: Which situations involve risk?" organized by EFE, with Philippe Goossens.

Training

"Criminal liability for the company and its directors", International Development Institute, with Philippe Goossens and Caroline Diot.

"Contractual Management Issues for complex projects", with François Muller, and **"Management Practice Issues"**, with Christophe Lapp and Louis des Cars, in the context of the Colas Campus cycle, in cooperation with the Ecole Nationale des Ponts et Chaussées (ENPC).

Publications

"Guide de la gestion de la sous-performance, de l'association française des investisseurs pour la croissance (Afic)", with the participation of Pierre-Gilles Wogue.

REPRESENTATIVE MATTERS

WE WORK WITH OUR CLIENTS ON MATTERS THAT ARE COMPLEX, SIGNIFICANT AND OFTEN INNOVATIVE IN NATURE. A FEW OF THESE ARE DESCRIBED BELOW.

Agriculture

Advised a cooperative agriculture group with 7,000 employees and €2 billion in turnover in the restructuring of one of its subsidiaries (1,700 employees).

Automotive

Advised **Matra Manufacturing & Services** in a collective action filed by 350 employees after social measures were implemented in connection with the closing of its automotive plant.

BTP (Construction)

Italian-North African arbitration in the context of the construction of a dam (approximately €680 million).

Advised a subsidiary of **Vinci** in the context of the construction of a bridge (€100 million).

Advised construction companies in connection with financial claims relating to works on several major projects in the civil nuclear industry (for a cumulative amount of several hundred million euros).

Consumer electronics

Assistance and defense of a Korean group before the French anti-competition authorities following an investigation and a complaint. In both cases, allegations of horizontal and vertical pricing agreements and concerted policies concerning three different consumer product types.

Defense

Advised a company to whom a public contract was awarded in the defense-security industry (€50 million) and management of issues relating to non-compliance with secrecy policy in matters in this industry.

Advised **EADS** in connection with the transfer of its headquarters from Paris to Toulouse (with job protection plans), and in litigation with unions.

Distribution

Advised **Vivarte** in the acquisition of several of the **Virgin Megastore** stores.

Advised the lead player in the French do-it-yourself home and gardening store industry in installing shared intranet facilities for its teams and clients worldwide.

Energy

Advised in the context of a dispute among partners relating to an infrastructure project in the gas industry (€200 million).

Information Technology

Advised several directors who were the victims of "CEO scams" with illegal transfers of money through the accounting services to non-existing creditors.

Logistics

Advised **Bolloré Africa Logistics** in the building project of three container terminals in Africa (€100 million).

Media

Advised **Lagardère Entertainment**, a subsidiary of **Lagardère Active**, on the acquisition of **Réservoir Prod**, a production company created by Jean-Luc Delarue.

Advised **LH2** (Louis Harris Institute) in relation to its restructuring.

New Technologies

Advised a manufacturer of Internet-connected objects (television, smart phones, tablets...) in the definition of its content management policy and personal data policy with regard to its partners and consumers. Drafting and implementation of contracts and data policy consistent with the relevant various European and domestic legal structures.

Office equipment

Advised **Apogee Corporation** in the context of the acquisition of the Value-Added Reseller activity with 300 employees of **Sagemcom Documents SAS**, a company held by **Carlyle**, in the context of a carve-out transaction.

Real Estate

Advised a private promoter in the context of the extension of a nursing home in the south of France, which raised issues concerning zoning and medical legislation (€160 - 170 million).

Advised **Franprix-Leader Price (Casino Group)** in the acquisition of 69 **Mutant** stores (**Coopérateurs de Normandie-Picardie Group**) and 87 franchise contracts for **Leader Price**.

Shipping

Advised one of the major players in the shipping industry, in the context of a legal action against an external service provider having installed a delivery delay management automatic system.

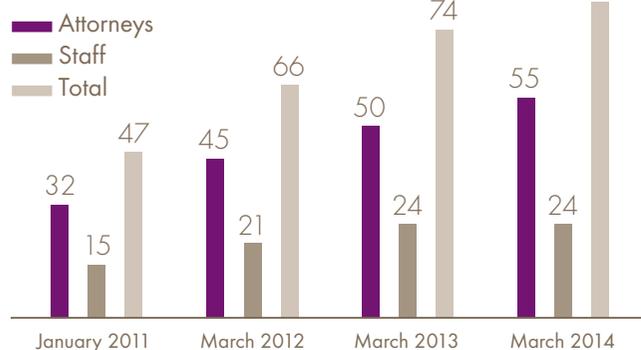
Telecommunications

Unfair competition proceedings initiated by a telecom operator.

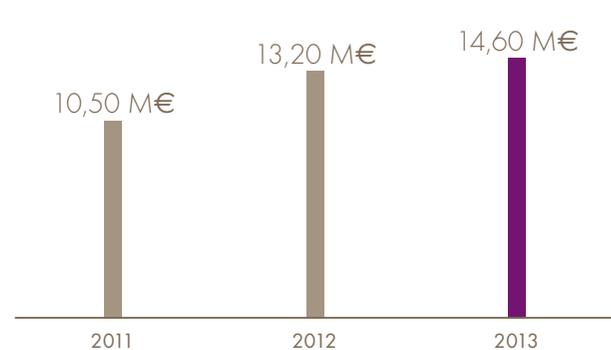
N.B. the firm's cases involving criminal actions are not mentioned.

KEY FIGURES

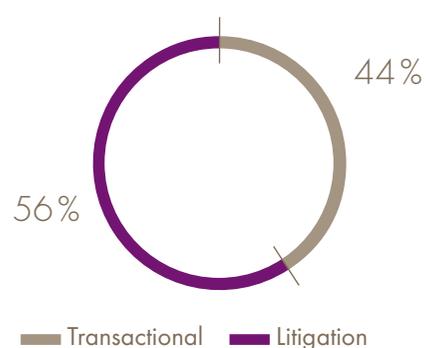
Headcount



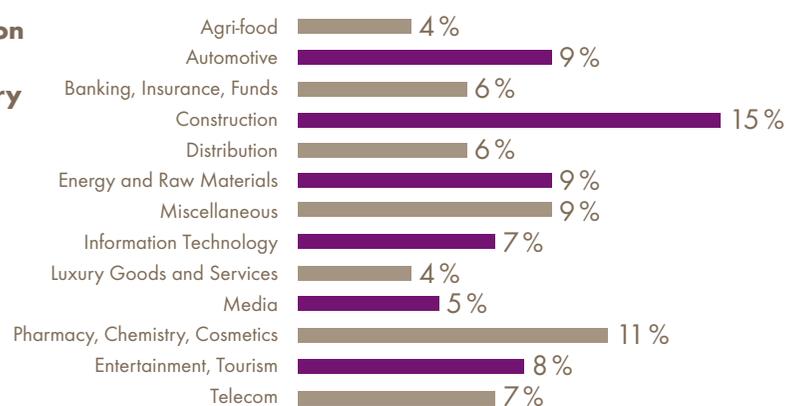
Turnover



Breakdown of litigation/transactional activity



Distribution of clients by industry



GLOBALISATION IS A FANTASTIC OPPORTUNITY FOR ALTANA

OPENNESS AND INDEPENDENCE, THE VALUES THAT GUIDE OUR INTERNATIONAL STRATEGY

Since its creation, ALTANA's values have included openness and independence, which are reflected in our approach to our international development.

Openness is vital in order to operate in a world that is increasingly interdependent, interconnected and multicultural.

Independence is reflected in our selection, always made freely, of the best possible correspondents to assist and advise our clients.

Many firms throughout the world are independent and need, in the same manner, correspondents who are capable of providing legal advice on highly complicated matters.

ALTANA's vocation is to be the French correspondent of these firms.

THE INTERNATIONAL DIMENSION, AN ESSENTIAL COMPONENT OF OUR KNOW-HOW

We believe that the best way to illustrate the success of this strategy is to mention a few examples of matters that we handled in 2013.

Our Arbitration team provided **assistance** to clients in the following situations:

- **The United States:** advised an American company -the leader in its industry-, alongside a top-ranking New York law firm, in an ICC arbitration procedure in a cartel context;
 - **Morocco:** advised one of the leading European travel agency groups, in an arbitration procedure involving the early termination of a hotel management contract in Morocco;
 - **The Emirates:** advised a company registered in the United Arab Emirates, in an arbitration procedure concerning the construction of a pipeline;
- Our **Mergers and Acquisitions** team advised clients in the following situations:
- **The United States:** advised a listed American veterinary product manufacturer, in the context of an equity investment in a French company, alongside a commercial agreement;
 - **China:** advised a Hong Kong-based group, in the contemplated acquisition of a French toymaker;
 - **Portugal:** advised a French skin cosmetics company in the acquisition of its distributor in Portugal;
 - **Denmark:** advised a French company listed on the Euronext Paris exchange in the context of a cross-border corporate merger with a Danish company listed on the NASDAQ OMX exchange;
 - **Korea, Japan, the United States:** our Economic Law team assisted Korean, Japanese and American global leaders in electronics, air conditioning and battery manufacturing in the development of their commercial and distribution policy for France;
 - **Europe:** our Intellectual Property Law team assisted a French cosmetics company in the context of the regrouping of its brands in a foreign entity;
 - **The United States:** our Corporate Litigation team provided advice

and assistance to one of the major American banks in the context of the implementation of the anti-fraud provisions provided in the new regulation applicable to export credit (first case law on the subject);

- **Ireland:** advised a banking defeasance fund (€80 billion in assets under management), set up by a European State government for the management of several assets in a distressed situation in France.

PARTICIPATION IN VARIOUS INTERNATIONAL ATTORNEYS' CONFERENCES

- **The United States:** in October 2013, in Boston, Caroline André-Hesse spoke on a panel focusing on the impact of social networks in the management of employment litigation, alongside top-ranked law firms that included Taylor Wessing, Osborne Clarke and Cuatrecasas.
- **Morocco:** Christophe Lapp and Caroline Duclercq co-organized, together with the International Chamber of Commerce, a conference on the subject of "The New ICC 2012 Regulation and the 2007 Reform on Moroccan **Arbitration Law: Two Reforms, Two Analyses**", in Casablanca.
- **The United States:** in October 2013, in Boston, Jean-Nicolas Soret spoke on a panel focusing on confidentiality agreements, letters of intent and standstill undertakings, alongside top-ranked law firms that included the American firm Skadden Arps, the Brazilian firm Mattos Filho and the Australian firm Gilbert & Tobin.

A PRIVILEGED RELATIONSHIP WITH CERTAIN FIRMS SELECTED FOR THEIR APPROACH, SIMILAR TO OURS

- **Canada:** Guillaume Forbin, Philippe Goossens and Caroline André-Hesse organized the first Franco-Canadian conference, alongside our colleagues at the Borden Ladner Gervais law firm, the largest independent Canadian firm.
- **Japan:** ALTANA hosted two attorneys from TMI, one of Japan's largest and best known independent law firms, and two of ALTANA's attorneys, Benoît van Bésien and Jean-Guy de Ruffray, spent a week at TMI in Tokyo.

AN ACTIVE PARTICIPATION IN THE INTERNATIONAL ACTIVITY OF THE PARIS BAR

- **Cambodia:** Pierre Lubet and Philippe Goossens attended the international campus organized by the Paris Bar and the Phnom Penh Bar.

RECOGNITION

Several of our attorneys were specifically cited and recommended in international lawyers' rankings, including **Chambers & Partners** and **Legal 500**.

THIS STRATEGY OF INTERNATIONAL ASSISTANCE TO OUR FRENCH CLIENTS IN ALL ASPECTS OF THEIR BUSINESS ABROAD, AND TO OUR FOREIGN CLIENTS IN ALL ASPECTS OF THEIR BUSINESS IN FRANCE, IS AN ESSENTIAL COMPONENT OF ALTANA'S DEVELOPMENT AND SUCCESS.

ALTANA
Société d'Avocats à la Cour de Paris