



**GODET GAILLARD SOLLE MARAUX**  
**& ASSOCIES**

DES CONSEILS STRATEGIQUES, DES SOLUTIONS CREATIVES  
STRATEGIC CONSULTING, CREATIVE SOLUTIONS

## OUR EXPERTISE TO SERVE YOUR CORPORATE STRATEGY

Godet Gaillard Solle Maraux & Associés assist, advise and defend their clients in all aspects of commercial, financial tax law and restructuring.

Brought together by a common culture, professional background and the very close working relationship we have created amongst ourselves, we are deeply dedicated to providing efficient and creative solutions to our clients made up of industrial groups, insurance companies, investment funds and financial institutions, from France or abroad, or their managers, be it for day to day problems or for the implementation of complex projects.

Over and above their technical competence, our lawyers are renown for their negotiation skills, in particular due to the real knowledge they have of their clients' activities and the innovative solutions they propose.

## AN ALLIANCE OF SKILLS FOR A FULL SERVICE

Godet Gaillard Solle Maraux & Associés is divided into specialized departments. Sharing the same culture and desire to mutualise our competences, the different departments work closely together in order to offer our clients advice that covers all aspects of the transaction, and that is precise, diligent and proficient.

Our human scale firm facilitates exchanges between the different teams. Our knowledge and reciprocal confidence in the capacities of the different team members enable us to provide proficient advice by the lawyer most competent in the relevant area, without overlooking the global vision of the issue which is necessary in order to address the economic reality and the specific need of each client.

We advise in the main areas of commercial law both in France and cross border via a network of correspondents that have been chosen specifically for their competence and efficiency.

## CLIENT CARE IS OF THE ESSENCE

Godet Gaillard Solle Maraux & Associés has made the relationship it has with each of its clients, based on confidence and attentiveness, the centre of its activity. The in-depth knowledge of relevant businesses and of the organization of each client enables our lawyers to offer advice that is the most adapted to the situation.

In this respect, our clients' loyalty is in itself the recognition of the work done by the founders of our firm.

## OUR MAIN AREAS OF EXPERTISE

- Mergers & Acquisitions, Private Equity and Corporate
- Tender Offers and Capital Markets
- Banking and Finance
- Real Estate
- Tax
- Transfers of Companies and Wealth Management
- Litigation, restructuring and insolvency

Our lawyers advise industrial groups, insurance companies, investment funds, financial institutions, based in France or abroad, who have chosen us for the quality of our advice: creativity, technicality and responsiveness.

Our teams accompany companies in their development as well as individuals in their strategic choices or in the optimisation of their wealth management.



### GODET GAILLARD SOLLE MARAUX & ASSOCIÉS' CLIENTS' MAIN AREAS OF EXPERTISE:

- Banking and Finance
- Capital Markets
- Automobile / Transport
- Distribution
- Health
- Luxury Goods
- Real Estate
- Investment
- Press / Cinema and TV production
- Sport
- Telecommunications

## T H E P A R T N E R S



### **DOMINIQUE GODET, PARTNER**

**Expertise:** domestic, European and international tax law, corporate group taxation and tax litigation.

**Career :** DESS in corporate law and DJCE - Montpellier I

Member of several associations : I.A.C.F. (Institut des Avocats Conseils Fiscaux), A.C.E. (Association Française des Avocats Conseils d'Entreprises), I.F.A. (International Fiscal Association), MEDEF. University lecturer for many years (magistère de droit fiscal de l'Université Paris II - Assas et de l'Université Montpellier I).

Member of several supervisory boards of industrial companies.

- CMS Francis Lefebvre (Partner in 1986)
- Partner JeantetAssociés 2001– 2008
- Partner Godet Gaillard Solle Maraux & Associés since January 2009

Languages: French and English

Email: [dgodet@ggsm.fr](mailto:dgodet@ggsm.fr)



### **JEAN-MAURICE GAILLARD, PARTNER**

**Expertise:** Financial institutions and markets, real estate transactions (acquisitions, disposals, swaps, financing), joint ventures and shareholders' agreements.

**Career:** Université Paris I – Panthéon La Sorbonne – DEA in business and economic law and DESS in finance, IEP of Paris, economy and finance section.

- Founder member of Croissance Plus.
- Giroux Buhagiar & Associés 1994-1997.
- JeantetAssociés 1997-2008 (Partner in 2002)
- Partner Godet Gaillard Solle Maraux & Associés since January 2009

Languages: French and English

Email: [jmgaillard@ggsm.fr](mailto:jmgaillard@ggsm.fr)



### **BRUNO SOLLE, PARTNER**

**Expertise:** corporate transactions, mergers and acquisitions, corporate reorganisations, stock options and management packages, disposals and wealth management.

**Career:** Doctor in private law, Member of the A.C.E. (Association Française des Avocats Conseils d'Entreprises).

- Author of several articles for the specialist legal publisher Editions Francis Lefebvre.
- CMS Francis Lefebvre (Partner in 1985)
- Partner JeantetAssociés 2003-2008
- Partner Godet Gaillard Solle Maraux & Associés since January 2009

Languages: French and English

Email: [bsolle@ggsm.fr](mailto:bsolle@ggsm.fr)

## T H E P A R T N E R S



### **FABRICE MARAUX, PARTNER**

**Expertise:** corporate transactions, mergers and acquisitions, corporate and group reorganisations and wealth management.

**Career:** Paris XI – Sceaux – Masters in commercial law, IAE Paris (Institut d'Administration des entreprises)

Member of A.C.E. (Association Française des Avocats Conseils d'Entreprises).

Lecturer for several years at the DJCE of Cergy Pontoise.

- CMS Francis Lefebvre (Partner in 1995)
- Partner JeantetAssociés 2003-2008
- Partner Godet Gaillard Solle Maraux & Associé since January 2009

Languages: French and English

Email: [fmaraux@ggsm.fr](mailto:fmaraux@ggsm.fr)



### **ERIC LABRO, PARTNER**

**Expertise:** transaction structuring, tax aspects of property investments, REITs, OPCIs and real estate investments funds in particular real estate and LBO's, corporate and group taxation, wealth management and tax litigation.

**Career:** ESSEC – MBA, Paris II – Assas – DESS in corporate law and tax. DJCE.

Member of the A.C.F. (Institut des Avocats Conseils Fiscaux).

- CMS Francis Lefebvre, 1998-2000
- JeantetAssociés 2001-2008 (Partner in 2007)
- Partner Godet Gaillard Solle Maraux & Associé since January 2009

Languages: French and English

Email: [elabro@ggsm.fr](mailto:elabro@ggsm.fr)



### **CHLOE THIEBLEMONT, PARTNER**

**Expertise:** banking and finance, LBO, financing law and real estate.

**Career:** IEP of Grenoble, Université Paris I – Panthéon La Sorbonne – DEA in economic and corporate law.

Member of the Cercle Complice des Femmes de l'Immobilier.

- De Pardieu Brocas Maffei
- Lovells
- JeantetAssociés 2002-2008 (Partner in 2007)
- Partner Godet Gaillard Solle Maraux & Associé since January 2009

Languages: French and English

Email: [cthieblemont@ggsm.fr](mailto:cthieblemont@ggsm.fr)

## T H E P A R T N E R S



### **MARC BAFFREAU, PARTNER**

**Expertise:** corporate transactions, mergers and acquisitions, corporate reorganisations, stock options and management packages, disposals and wealth management.

**Career:** Université de Nantes, DESS in business and economic law, LLM commercial law

- Giroux Buhagiar & Associés 1994 - 1997
- JeantetAssociés 1997 - 2000
- Bird&Bird 2000-2010 (Partner in 2002)
- Partner Godet Gaillard Solle Maraux & Associés since August 2010

Languages: French and English

E-mail: [mbaffreau@ggsm.fr](mailto:mbaffreau@ggsm.fr)



### **FABRICE PATRIZIO, PARTNER**

**Expertise:** corporate and commercial litigation, including post-acquisition and shareholder disputes, cross-border and securities litigation, enforcement procedures, directors and officers liability, claims and risk analysis and bankruptcy proceedings.

**Career:** Ecole des Hautes Etudes Commerciales (HEC Paris, 1994) and Institut d'Etudes Politiques de Lyon (IEP Lyon, 1992).

- Rambaud Martel, 1996-2006 (partner in 2004 and foreign associate at Wilmer Hale, US correspondent of Rambaud Martel in 2001-2002)
- Orrick Rambaud Martel, 2006-2011
- Partner Godet Gaillard Solle Maraux & Associés since April 2011

Languages: French and English

E-mail: [fpatrizio@ggsm.fr](mailto:fpatrizio@ggsm.fr)

# T H E   A R E A S   O F   E X P E R T I S E

## MERGERS AND ACQUISITIONS AND PRIVATE EQUITY / CORPORATE LAW

### EXPERTISE

Godet Gaillard Solle Maraux & Associés advise and assist clients from corporate groups, listed and unlisted companies, investment funds, investment banks, directors and shareholders, and other financial players in the different aspects of the following type of transactions (whether domestic or multi jurisdictional).

- Mergers & acquisitions
- Joint ventures
- Private equity (Buy outs, development capital and venture capital)
- Structuring and reorganisation of corporate groups

### OUR APPROACH

Due to many years of experience acquired during often complex or sensitive transactions, our lawyers are key contacts for companies and their managers. Highly ranked and experienced negotiators, they are keen to provide pragmatic, innovative and concrete advices that are adapted to the circumstances of each situation and the constraints that are particular to their clients. We aim to guide our clients through the entire process from the preliminary legal and tax analysis to the conclusion and closing of the deal. The diversity of this experience has permitted our team to develop the capacity to readily analyze the interests, sometimes divergent, of the different parties to a given transaction.

### PARTNERS IN CHARGE

Bruno Solle  
Fabrice Maraux  
Marc Baffreau

# T H E   A R E A S   O F   E X P E R T I S E

## REAL ESTATE TRANSACTIONS

### EXPERTISE

Godet Gaillard Solle Maraux & Associés Real Estate department specialises in all areas of real estate transactions. Our team has an in-depth knowledge of the real estate market and we offer each of our clients a full service to enable them to complete their transactions whoever or wherever they are.

Our lawyers provide legal assistance throughout all stages of an investment's life cycle, by advising investors, banks, owners or tenants on real estate acquisitions or asset sales, construction projects, renovation projects, financing or refinancing, commercialisation or rental of real estate assets.

#### • Transfers of real estate assets

- Structuring and optimising of acquisition or disposal strategies for real estate assets or property rights or for companies holding real estate with specific tax regimes
- Acquisitions or disposals of real estate assets, property rights or companies holding real estate with specific tax regimes (due diligence, negotiation and drafting of documentation, post-acquisition advice)

#### • Real Estate Finance

- Assistance and advice on setting up of real estate financing (structuring financing and security packages, negotiation and drafting of finance documentation, post-closing )
- Structured finance
- Acquisition financing of real estate assets (sole assets or real estate portfolios) or of companies holding real estate with specific tax regimes
- Financing construction work (forward selling, development, construction agreements etc.) and VAT
- Charia financing
- PFI

#### • Capital Markets and Regulatory

- Creation of special purpose vehicles (OPCI, SEF, REITs)
- Drafting of prospectuses, obtaining stock exchange visas, assistance and monitoring with respect to applicable regulations
- Advice and assistance in connection with public to private transaction (P2P)

### OUR APPROACH

Our lawyers are particularly renowned for the quality of their expertise and their considerable experience of deals and complex transactions. Their approach takes into account the practical constraints that are particular to each project. They are regularly involved at the very beginning of a project in order to propose adapted solutions to their clients, aided by their knowledge of the real estate world and its principal players.

The experience they have acquired in other areas of the law or finance permits them to propose innovative schemes. Our lawyers' negotiation skills are also greatly appreciated, as is their ability to get the deals done in the client's best interests.

Our team always keeps in mind the tax consequences of a deal and work closely with our tax department throughout the deal.

### PARTNERS IN CHARGE

Jean-Maurice Gaillard

Chloé Thiéblemont

Eric Labro

# T H E   A R E A S   O F   E X P E R T I S E

## TAX

### EXPERTISE

Godet Gaillard Solle Maraux & Associés' tax department looks for the most appropriate tax solution with their clients, both in their day to day transactions or complex deals in France and abroad. The tax department also assists their clients before the tax authorities or before the courts.

The tax department regularly advises international groups, small and medium sized companies as well as individuals.

#### • General corporate taxation

- Assistance with day to day taxation for companies and groups in all business sectors
- Internal corporate reorganisations (mergers, demergers, partial asset contributions) and negotiating tax rulings
- Assistance in the preparation of tax filings
- Taxation of groups based outside France: financing affiliates, profit repatriation, transfer pricing policies

#### • Mergers and Acquisitions

- Optimisation of the acquisition or investment structure
- Pre-sale restructuring
- Acquisition audits
- Negotiation and drafting of tax clauses

#### • Real Estate Projects

- Tax optimisation for acquisitions, holding and disposal of property and real estate rights
- Taxation of REITs
- Advising foreign investors on real estate investments in France

#### • Tax advice to managers

- Tax review and analysis of assets
- Issuing all types of securities (founder shares, stock-options, free shares, warrants,...)
- Tax optimisation of managers' incentives (split payroll, addition pension schemes, expat bonuses,...)
- Rulings

#### • Real Estate Tax

- Tax optimisation for acquisitions, holding and disposal of property and real estate rights
- Taxation of REITs
- Advising foreign investors on real estate investments in France

#### • Litigation

- Assistance during tax investigations for companies and individuals
- Tax litigation before civil and administrative courts

### OUR APPROACH

Godet Gaillard Solle Maraux & Associés tax department benefits from a solid reputation and a considerable amount of experience. Our lawyers place great importance on the relationship they create with their clients help them to find creative solutions which enable them to optimise the tax consequences of their day to day management or periodic complex transactions.

### PARTNERS IN CHARGE

Dominique Godet  
Eric Labro

# T H E   A R E A S   O F   E X P E R T I S E

## FINANCIAL INSTITUTIONS AND MARKETS

### EXPERTISE

Godet Gaillard Solle Maraux & Associés' Financial Institutions and Markets Department offers the firm's clients assistance in numerous areas of banking and finance, both in relation to banking and stock market regulations and during financial transactions.

Our lawyers have a full understanding of their clients' specific needs due to their great knowledge of structuring and negotiating finance documents. Furthermore, they have permanent contact with the various stock exchange and financial authorities, as they are frequent advisors to listed companies.

#### • Finance

- Finance structuring, assistance in the negotiation and draft of finance documents and elaboration of the security package
- Structured finance / LBO
- Asset or acquisition finance
- Charia finance
- PFI
- Issuance of securities (private offers / public offers)

#### • Stock exchange regulations and tender offers

- Initial Public Offering (drafting and negotiation of the underwriting and placement agreements)
- Assistance in connection with the launching of tender offers (voluntary or compulsory tender offers, squeeze out procedures) and drafting of relevant documentation
- Interfacing with the stock exchange authorities (communication, threshold information and canvassing activities)
- Public offers including issuing and placement of securities

#### • Regulatory – Visas

- Incorporation of investment vehicles (OPCVM, OPCI, SEF, société foncière)
- Obtaining visas from the stock exchange authorities (AMF)

#### • Investment services and Banking regulations

- Incorporation of banks and investment services providers, obtaining visas and European passport procedures (mutual recognition)
- Advice on the application of banking and investment services regulations (compliance)

### OUR APPROACH

Our lawyers have a multidisciplinary background and also capitalise on their experience as advisors to lenders and borrowers so that they may offer each of their clients pertinent advice, preserving their clients interests whilst facilitating negotiations with their counterparts.

Our capacity to understand each clients' needs means that during market transactions our lawyers are capable of managing all aspects of an IPO along with the launching of tender offers (prospectus, information memorandum, mandate, placement agreements and bank guaranties).

### PARTNERS IN CHARGE

Jean-Maurice Gaillard  
Chloé Thiéblemont

# T H E   A R E A S   O F   E X P E R T I S E

## LITIGATION, RESTRUCTURING & INSOLVENCY

### EXPERTISE

The mission of the Godet Gaillard Solle Maraux & Associés' Litigation, Restructuring & Insolvency department is to support our clients in any disputes or crises they become involved in with a single aim: to propose a creative, independent and responsible solution that enables the dispute or the crisis situation to be resolved. The department assists and represents our clients:

- before most French courts and authorities
- in pre-litigation and litigation matters
- in the alternative conflict resolution procedure chosen by the parties (arbitration, mediation, conciliation, etc.)

The cases handled by the Litigation and Restructuring & Insolvency department relate in particular to:

- commercial litigation
- post-acquisition disputes
- disputes between shareholders, or concerning issues of directors' liability
- finance and regulatory litigation.

The Restructuring & Insolvency practice is cross-disciplinary in nature, as it continuously calls on all our practice's differing knowledge and skill sets, whether these be in M&A, finance or tax, among others.

- Advice and assistance in the prevention of crisis situations:
  - analysis of the potential crisis situation
  - management of alert procedures triggered by auditors or works councils
  - applications for appointment of a special mediator, conciliator and, more generally, any interface with the court
- Advice and assistance on all aspects of insolvency procedures, in close co-operation with court-appointed administrators, corporate restructuring teams, auditors and public authorities:
  - safeguard proceedings (sauvegarde), receivership (redressement judiciaire), liquidation proceedings (liquidation judiciaire)
  - debt restructuring
- Advice and assistance within the framework of merger and acquisition transactions involving companies in difficulty or relating to complex situations.

### OUR APPROACH

With highly cross-disciplinary experience acquired in French or international transactions or in sensitive situations, our lawyers are the trusted advisers of our corporate clients and their management in crisis situations or disputes.

Finally, the Litigation, Restructuring & Insolvency department has developed very close relationships with a large number of foreign partners and lawyers. In this way, it is able to support major international clients.

### PARTNER IN CHARGE

Fabrice Patrizio

## A S S O C I A T E D   N E T W O R K   O F   S K I L L S

Godet Gaillard Solle Maraux & Associés is first and foremost a team that is dedicated and united around the values that are the foundations of our firm and our desire to provide the best business focused service possible in our areas of expertise.

When needs be Godet Gaillard Solle Maraux & Associés has created a network of trusted partners chosen for the excellence of their practice in complementary areas of law (labor law, white collar crimes, IP, competition law, etc...).

To guarantee the efficiency and quality of our advice on cross border transactions our firm has created close ties with firms abroad who share the same vision as to providing legal services.



**GODET GAILLARD SOLLE MARAUX  
& ASSOCIÉS**

153 rue du Faubourg Saint-Honoré  
75008 Paris  
[www.ggsm.fr](http://www.ggsm.fr)

Tél. +33 (0)1 45 02 07 07  
Fax +33 (0)1 45 02 07 08  
[contact@ggsm.fr](mailto:contact@ggsm.fr)

ASSOCIATION D'AVOCATS À RESPONSABILITÉ PROFESSIONNELLE INDIVIDUELLE