

Start me up

CUATRECASAS ACELERA

Going green

HOW ECO-FRIENDLY ARE
LISBON'S LAW FIRMS?

Born leader

BROSETA'S ROSA VIDAL ON
MANAGING GROWTH

Property boom

STONESHIELD CAPITAL'S
ALEJANDRO MARISTANY
TALKS REAL ESTATE

In harmony

CITIBANK'S ISABEL
CHARRAZ ON TRUSTING
EXTERNAL ADVISERS

Choosing wisely

DOW IBERICA'S FRANCISCO
JAVIER CASTILLO PALACIOS
ON SELECTING LAW FIRMS

UNITED WE STAND

Uría Menéndez has outperformed most foreign firms in Portugal over the last two decades – Lisbon office managing partner Bernardo Ayala says the firms' "strong and cohesive" partnership, meritocratic "up or out" policy and meticulous approach to recruitment have been key factors in the firm's rise



PORTUGAL

ANGOLA

We built the bridge

First European law firm in Africa, over 30 years and counting.

mirandaalliance
www.mirandaalliance.com

MEMBERS ANGOLA | BRAZIL | CAMEROON | CAPE VERDE | CÔTE D'IVOIRE | DEMOCRATIC REPUBLIC OF THE CONGO
EQUATORIAL GUINEA | GABON | GUINEA-BISSAU | MACAU (CHINA) | MOZAMBIQUE | PORTUGAL | REPUBLIC OF THE CONGO
SÃO TOMÉ AND PRÍNCIPE | SENEGAL | TIMOR-LESTE **LIAISON OFFICES** FRANCE (PARIS) | UK (LONDON) | USA (HOUSTON)

THE BEST LAW FIRM LEADERS ARE GOOD LISTENERS

by ben cook

W

What is the key to building a successful law firm? A key ingredient is good leadership. But that begs the question, what is good leadership? Ask some of the leaders of Iberia's most prestigious law firms and many will tell you something that may, at first, seem counterintuitive: the best leaders listen more than they talk.

It's impossible to know everything about your organisation and the people in it, and the moment you feel you know it all, you are surely on the road to ruin. Listening ensures that you are not only well informed about all the latest developments at your firm, but also fully in tune with the thoughts and ideas of the people working in it. Perhaps most importantly of all, law firm leaders who listen are much more likely to be running a firm that is providing services that clients actually want.

In addition to being good listeners, the most dynamic law firm leaders are also willing to delegate. Core to this ethos is the belief in building strong teams rather than cultivating star individuals. The best leaders focus not on control and micro-management, but on delegating responsibilities and trusting their colleagues to do a good job. It is this philosophy that is at the heart of the most durable firms. ■



N 89 | 04 November 2019

Chief Editor

ben.cook@iberianlegalgroup.com
in collaboration with
juan.fernandez@iberianlegalgroup.com
adam.critchley@iberianlegalgroup.com

Group Editor-in-Chief

nicola.dimolfetta@lcpublishinggroup.it

Managing Editor of Iberian and LatAm publications

ilaria.laquinta@lcpublishinggroup.it

Group Art director

hicham@lcpublishinggroup.it - kreita.com
collaboration from LC Italy
samantha.pietrovito@lcpublishinggroup.it

Managing Director

aldo.scaringella@iberianlegalgroup.com

Group Coo

emanuele.borganti@lcpublishinggroup.it

Group Communication
and Business Development Director
helene.thierry@lcpublishinggroup.it

Projects & Events Coordinator

claudia.jane@iberianlegalgroup.com

Sales Director

diana.rio@iberianlegalgroup.com

Sales Account - Portugal & Brazil

carlos.montagnini@iberianlegalgroup.com

Administration Officer

carlos.donaire@iberianlegalgroup.com

Editor

Calle de Garcia de Paredes, 78
Escalera 1ª, planta 1ª, puerta 3
28010 Madrid, Spain
Tel. +34 91 563 3691
info@iberianlawyer.com
www.iberianlawyer.com
thelatinamericanlawyer.com

The publisher and authors are not responsible for the results of any actions (or lack thereof) taken on the basis of information in this publication. Readers should obtain advice from a qualified professional when dealing with specific situations. Iberian Lawyer is published 11 times a year by Iberian Legal Group SL.
© Iberian Legal Group SL 2019 - October 2019
Copyright applies. For licensed photocopying, please contact info@iberianlegalgroup.com

Editorial policy

Iberian Lawyer provides a window on the Iberian legal profession for domestic and international law firms and general counsel. The magazine is funded by subscribers and advertisers, as well as sponsoring law firms that provide the Legal Updates and Profiles within the Special Reports.

Legal Deposit

M-5664-2009



26 PORTUGAL: SPOTLIGHT UNITED WE STAND



16 LEGALTECH START ME UP: CUATRECASAS ACELERA



40 IN-HOUSE: IBERIA CHOOSING WISELY

06 On the move WHITE & CASE RECRUITS FORMER GARRIGUES PARTNER ÁNGEL CALLEJA

12 On the web TECH BOOM

22 Spotlight Spain BORN LEADER

32 Green offices ECO-WARRIORS?

36 Investment fund PROPERTY BOOM

48 Awards THE LATIN AMERICAN LAWYER ENERGY & INFRASTRUCTURE 2019 WINNERS

55 Inspiralaw INCLUSION MUST BE FACILITATED

58 EU & Competition annual report DIGITAL MINEFIELD

62 Corporate Governance annual report SHAREHOLDER ONSLAUGHT



44 IN-HOUSE: PORTUGAL WORKING IN HARMONY

3rd Edition

Gold Awards

by Inhousecommunity

7th November 2019 | 18,30 | Espacio Harley | Calle de Alcalá 182, Madrid

Program

18,30 Registrations & welcome cocktail

19,30 Roundtable:
"Innovation in legal services: the challenges of practicing tomorrow's law"

Speakers

Isabel Fernandes Head of Legal Grupo Visabeira SGPS

Carlos García-Egocheaga Managing Director Lexsoft Systems

Teresa Minguez Director Legal and Compliance Porsche Ibérica

Gloria Sánchez Soriano Group Vice-President,
Head of Transformation Legal Department Banco Santander

20,15 Awards ceremony

21,30 Standing dinner

Main Partners

Abreu:
advogados



Sponsors



Communication Partner



For more information please visit www.iberianlawyer.com
or email claudia.jane@iberianlegallgroup.com

#IBLGoldAwards

Follow us on





LATERAL HIRE

White & Case recruits former Garrigues partner Ángel Calleja

White & Case has recruited former Garrigues partner **Ángel Calleja** to lead the firm's tax department in Madrid. Calleja joins White & Case as counsel. He had been with Garrigues for 33 years, and a partner at the firm for 22 years.

Calleja (*pictured*) has more than 30 years of experience and specialises in advising multinational enterprises (MNEs) on complex international and domestic and commercial tax matters. He is a senior adviser to boards and executives at major Spanish and foreign MNEs on legal and financial matters.

Calleja's practice is focused on the telecoms, finance, infrastructure, energy and private equity sectors.

LITIGATION

Gómez-Acebo & Pombo recruits Miguel Temboury as partner

Gómez-Acebo & Pombo has recruited **Miguel Temboury Redondo** as a partner in its litigation and arbitration department.

Former Undersecretary of Economy and Competitiveness, and formerly a lawyer at Sociedad Estatal de Participaciones Industriales (SEPI), Temboury is a state lawyer on leave of absence. Prior to joining Gómez-Acebo & Pombo, he was managing partner of his own firm, Temboury Abogados. From 2004 to 2007, he was a partner of Pérez-Llorca.

Temboury has been president of the Arbitration Court of the Official Chamber of Commerce and Industry of Madrid for six years.

PUBLIC LAW

Uría Menéndez hires former Madrid Metro legal head Alicia Segovia

Uría Menéndez has hired **Alicia Segovia** as a full time consultant in the public law team in the London office. The former head of Metro de Madrid's legal department, Segovia was also previously legal director of the Junta de Comunidades de Castilla-La Mancha, and also worked for the Tribunal Superior de Justicia de Madrid (TSJM). She has also been a member of the board of directors of Aena and Enaire, and has been president of the National State Philatelic Commission and of the Concrete and Steel Structures Commission.

PROMOTIONS

Vieira Advogados appoints two new partners

Braga-based law firm Vieira Advogados has promoted **Daniela Guimarães** and **Isabel Araújo Costa** to partners. Guimarães arrived at the firm in 2015 - her practice focusses on public and competition law. Araújo joined Vieira Advogados in 2016 and practices labour and financial law.

The firm, which was founded in Braga in 2011, currently has six lawyers.



LISBON

Abreu Advogados recruits Cláudia Santos Malaquias from Miranda

Abreu Advogados has recruited **Cláudia Santos Malaquias** as an associated partner in its corporate and M&A department.

Santos Malaquias (*pictured*) was a senior associate at Miranda & Associados, a firm where she had spent eight years. She specialises in commercial and corporate law.

Prior to joining Miranda, Santos Malaquias was a lawyer at Garrigues. She also has extensive experience in the African market, particularly in Angola, where she has advised national and international companies on commercial, corporate, regulatory, foreign exchange and private investment law.



MADRID

Andersen Legal recruits Miguel Prado as partner

Andersen Tax & Legal in Madrid has hired **Miguel Prado** as a partner in its corporate department.

Prado (*pictured*) specialises in legal and regulatory advice to financial sector businesses.

He was previously director of the regulatory and compliance team at Deloitte Legal. Prior to that he was a lawyer at Linklaters and KPMG.

Andersen Tax & Legal has also recruited **Vicente Moret** and **Teresa Rodríguez** as of counsels to reinforce its cybersecurity and digital law practices.

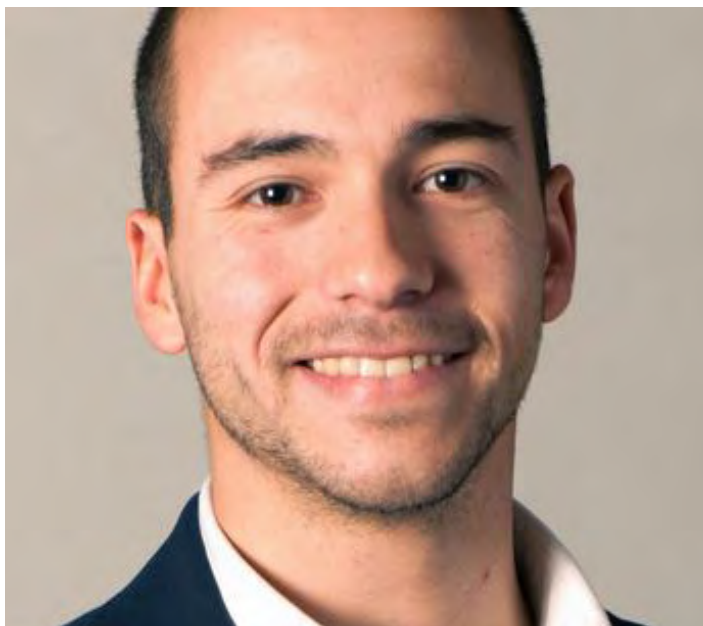
BANKING AND FINANCE

Clifford Chance hires Vieira de Almeida associate Manuel Castro Pereira

Vieira de Almeida associate **Manuel Castro Pereira** has left the firm to join Clifford Chance's London office.

Castro Pereira, who specialises in banking and finance, had been with Vieira de Almeida for three years.

He joins Clifford Chance as an associate. His practice will focus on structured, asset-backed and real estate finance.



TECHNOLOGY

CCA Law hires Tito Rendas as counsel

CCA Law has recruited **Tito Rendas** as a counsel in its team focussing on technology, media, telecommunications, intellectual property, trademarks and patents.

Rendas (*pictured*) is a guest assistant at the faculty of law at the Portuguese Catholic University, where he is completing his PhD. He has been a researcher at the Max Planck Institute for Innovation and Competition (Munich) and holds a Master of Laws from Harvard University and the Catholic Global School of Law.

His areas of expertise include intellectual property and personal data protection and he has provided advice to technology companies, telecoms operators and rights holders.

CCA Law partner **Filipe Mayer** said: "The invitation we addressed Tito is part of CCA's strategy of focusing on young professionals who have quality, critical thinking and expertise. Our goal is to strengthen CCA's TMT and IP team, which is already a reference in the domestic market, and to provide it with the ability to give an excellent response to our clients."

TAX

Ayuela Jiménez Abogados hires Fernando López Muñoz from Eversheds

Ayuela Jiménez Abogados has recruited **Fernando López Muñoz** from Eversheds Sutherland Nicea to strengthen its tax practice.

He joins Ayuela Jiménez as a partner.

López Muñoz (*pictured*) spent nearly three years at Eversheds Sutherland Nicea, where he was a legal director.

His expertise includes tax advice to high net worth individuals, as well as tax matters related to corporate restructuring and M&A.

The hire of López Muñoz means Ayuela Jiménez Abogados has six partners.



28-29 NOVEMBER 2019

MADRID

Traducción
disponible

2ND EDITION

NPL IBERIA

AN INTERNATIONAL MEETING OF THE
IBERIAN DISTRESSED DEBT MARKET

MEDIA PARTNER

Iberian Lawyer

The region's
most influential
INTERNATIONAL
NPL SUMMIT

at the
COURTYARD BY MARRIOTT HOTEL

SmithNovak

CORPORATE

Cazorla Abogados hires Alfonso Bayona as partner

Madrid-based Cazorla Abogados has recruited **Alfonso Bayona** as a partner to reinforce its corporate and energy practices. With more than 15 years of experience, Bayona (*pictured, left*) focuses on mergers and acquisitions, financing and infrastructure projects.

For the last four years he has worked as in-house counsel to Fomento de Construcciones y Contratas (FCC), where he was in charge of finance and concessions, both in Spain and abroad. He previously worked for firms such as Uría Menéndez, Hogan Lovells and Bird & Bird.

Cazorla Abogados, which was founded by chairman **Luis María Cazorla Prieto**, currently has four partners and more than 20 lawyers.



LATERAL HIRES

Pinto Ribeiro Advogados hires three lawyers

Lisbon law firm Pinto Ribeiro Advogados has recruited three lawyers to strengthen its tax litigation and private client practices.

The three new lawyers are **Ana Pinto Moraes** (*pictured*), Pedro de Almeida Cabral, and **Ana Luísa de Oliveira**.

Pinto Moraes, who was formerly a senior associate at Andersen Tax & Legal in Portugal, will coordinate the firm's tax practice.

Pedro de Almeida Cabral, previously a lawyer with Macedo Vitorino & Associados, will head the litigation team, while Ana Luísa de Oliveira, who used to work for Sousa Machado, Ferreira da Costa & Associados, will lead the private client practice.



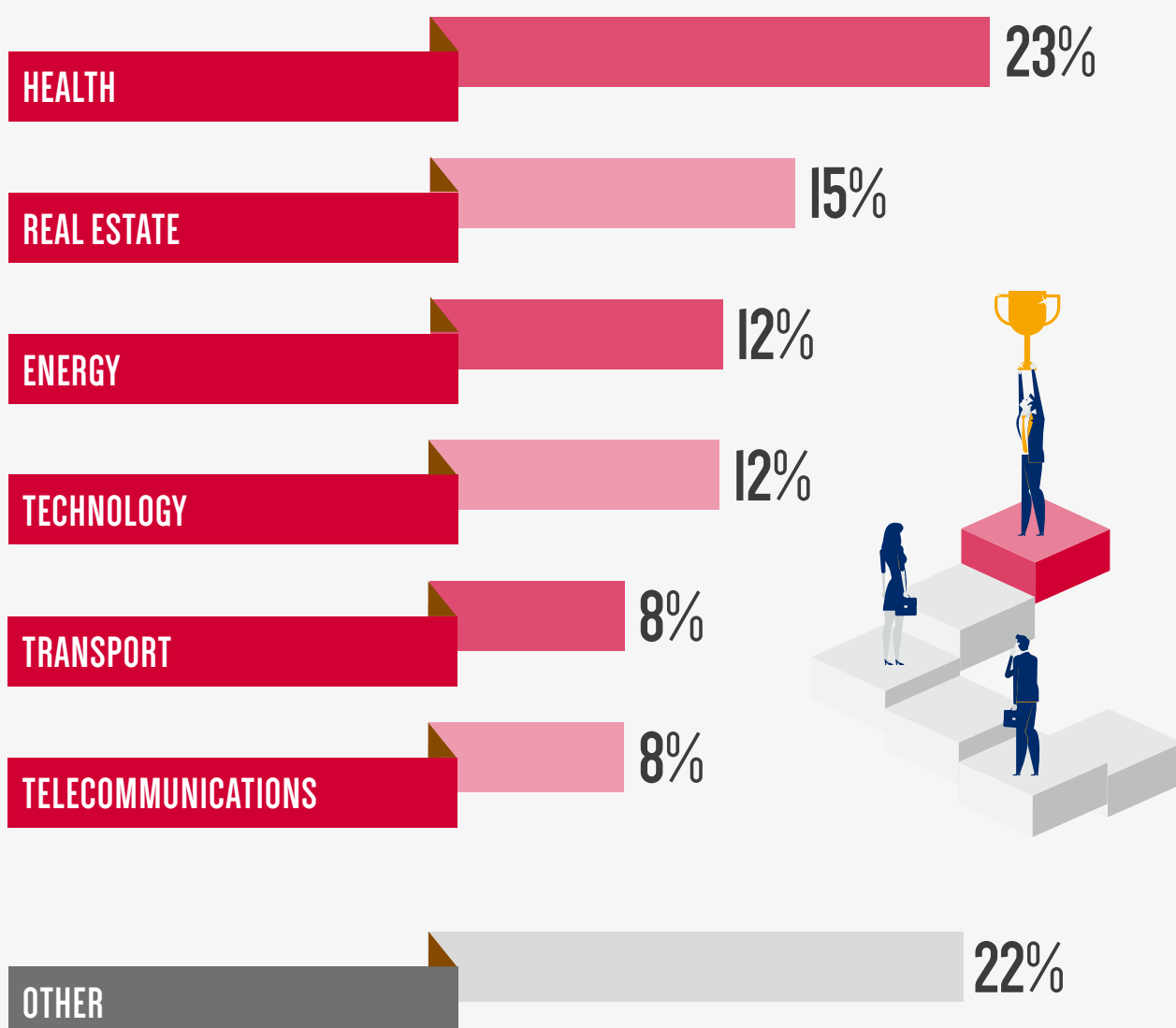


TECHBOOM

Law firms in Spain and Portugal have been receiving a raft of instructions related to software businesses and platforms, new apps, and blockchain sponsorship deals

Technology is revolutionising every industry and consequently lawyers are in great demand. From the transport industry, where businesses are looking to make greater use of software to improve scheduling, to

Iberian Deals: **KEY SECTORS**



Period 26 September - 28 October 2019 (Source iberianlawyer.com)

the software business, where companies are seeking to introduce innovations to make coding easier for engineers, the services of law firms are needed when deals are finalised. Meanwhile, as apps become more widely used by larger numbers of people, venture capitalists are calling on lawyers to help structure investments in small companies that just may have discovered “the next big thing”. In addition, the profile of blockchain is growing rapidly as companies in the sector tie-up sponsorship deals with football clubs. Notable deals in recent weeks included Cuatrecasas advising Three Hills Capital on its investment in software business Goal Systems, and CMS Albiñana & Suárez de Lezo advising Ferrovial subsidiary Wondo on the launch of a ‘mobility app’. Meanwhile, SRS Advogados advised Join Capital Partners on its investment in software engineer platform Codacy, and Vieira Advogados advised blockchain technology company Kick Soccer Coin on a sponsorship deal with Portuguese football club Estoril Praia.

CUATRECASAS INSTRUCTED BY THREE HILLS CAPITAL ON €45M GOAL INVESTMENT

Cuatrecasas advised Three Hills Capital Partners on a €45 million investment in software provider Goal Systems.

Based in Madrid, Goal provides planning and scheduling software for the transport sector. The company has contracts in more than 25 countries across Europe, Latin America, the Middle East, and Asia.

Goal’s clients include Renfe, French transport company RATP, Transmilenio, SNCB, PTC Riyadh, Alsa Group, KeolisAmey Docklands, and Metro Rio de Janeiro.

The Cuatrecasas team advising Three



Hills Capital Partners was led by London-based partner **Marco Antonio Sanz Pérez** (pictured).

Goal Systems was advised by Eversheds.

Practice area:

Private equity

The deal:

Three Hills Capital Partners on a €45 million investment in software provider Goal Systems.

Firms:

Cuatrecasas, Eversheds

Lead partner:

Marco Antonio Sanz Pérez (Cuatrecasas)

Value:

€45 million

CMS ADVISES FERROVIAL ON MOBILITY APP LAUNCH

CMS Albiñana & Suárez de Lezo advised Ferrovial subsidiary Wondo on the launch of its mobility app, which was developed jointly with Moovit.

The app is a urban ‘mobility-as-a-service’ platform that offers services in major cities in Spain and Portugal.

The service starts in Madrid this year, and will be extended to Barcelona, Valencia, Seville, Bilbao, Lisbon and Oporto in 2020.

The CMS team was led by **Javier Torre de Silva** (pictured), and included partner Carlos Vérguez, consultant José Luis Piñar, associate **Alberto Colomina** and senior associate **Aida Oviedo**.

Practice area:

Technology

The deal:

The launch of Wondo’s mobility app

Firm:

CMS Albiñana & Suárez de Lezo

Lead partner:

Javier Torre de Silva

SRS ADVOGADOS ACTS FOR JOIN CAPITAL PARTNERS ON €7M CODACY DEAL

SRS Advogados advised Join Capital Partners on its €7 million investment in Codacy.

Codacy is a technological platform for software engineers.

The SRS Advogados team was led by partner **Paulo Bandeira** (pictured) and included lawyers **Inês Fernandes** (pictured) and **Solange Fernandes** (pictured).

Practice area:

Corporate

The deal:

Join Capital Partners on its €7 million investment in Codacy

Firm:

SRS Advogados

Lead partners:

Paulo Bandeira



Paulo Bandeira



Inês Fernandes



Solange Fernandes

KICK SOCCER COIN ADVISED BY VIEIRA ADVOGADOS ON ESTORIL PRAIA SPONSORSHIP

Braga-based Vieira Advogados advised blockchain technology company Kick Soccer Coin on a sponsorship deal with Portuguese football club Estoril Praia.

The deal means the Kick Soccer Coin logo will appear on the sleeve of the official shirt of the club as well as in the advertising placards scattered throughout the António Coimbra da Mota Stadium

Kick Soccer Coin is a cryptocurrency that fans can use to purchase football merchandise.

The operation was led by Vieira Advogados lawyer **Carlos Vaz**.

Practice area:

Commercial

The deal:

Kick Soccer Coin's sponsorship deal with Portuguese football club Estoril Praia.

Firm:

Vieira Advogados

Lead partner:

Carlos Vaz

Independent and international

WIDELY REGARDED AS ONE OF
THE LEADING CORPORATE BOUTIQUES IN SPAIN

ABOGADOS

ARAOZ & RUEDA

Cuatrecasas' Acelera, which aims to help technology start-ups develop their businesses, has set a number of companies on the path of substantial growth in the three years since the programme was established – as the fourth edition of the programme gets underway, Cuatrecasas chief information officer Francesc Muñoz says the firm has used much of the technology to streamline its processes

by Juan Fernández

A portrait of Francesc Muñoz, a middle-aged man with a balding head, wearing a dark suit, light blue shirt, and striped tie. He is standing with his arms crossed, looking directly at the camera with a slight smile. A watch is visible on his left wrist.

START ME UP: **CUATRECASAS ACELERA**



Starting a business is not easy. But a number of fortunate start-ups have got the helping hand they need from Acelera, the accelerator programme established by leading Iberian law firm Cuatrecasas. The initiative was established in 2016 with the aim of identifying, each year, six legal technology start-ups in Europe that have significant potential and then helping to promote them by offering them legal and business and technological support via group and individual sessions with professionals from Cuatrecasas, Telefónica Open Future, Netmentora, Microbank and Alastria. In addition to the six start-ups selected for the Acelera programme, two other start-ups, that are at a more advanced stage of their development, are invited to become involved in a four-month 'Fast Track' programme in which they will, in partnership with Cuatrecasas, spend four months developing a prototype in response to a challenge set by the firm. Since the first edition of Cuatrecasas Acelera three years ago, the initiative has evolved and adapted to meet the needs of startups, according to **Francesc Muñoz**, chief information officer at Cuatrecasas. Participants in this year's edition – the fourth year of the programme – will receive a package of 80 tokens that will be equivalent to 20 hours of legal advice. Each token will enable the client to have a Cuatrecasas lawyer's services for 15 minutes. "For four

months, the selected projects receive specific legal, business and technological support according to their needs, as well as access to clients and financing”, Muñoz explains. In addition, the two start-ups selected for the Fast Track programme will begin work on a pilot project with Cuatrecasas “from day one,” adds Muñoz. He continues: “They also receive training in agile methodologies [that is, people-focused and results-focused approaches to software development that are centered around adaptive planning and self-organisation] through which, together with a Cuatrecasas team, they will work on the proposal during the four months.” This approach enables the

Winners of the first three editions of Cuatrecasas Acelera

1[^] EDITION **THE LOGIC VALUE**

2[^] EDITION **VALIDATED ID**

3[^] EDITION **BLOCKTAC** and **FUVEX**

Previous Acelera participants: How have they progressed?

THE LOGIC VALUE

Winner of the first edition of the programme, The Logic Value is an application for the valuation of listed companies and indices, it now covers 16 markets and 900 companies and is available in six languages.

VALIDATED ID

Winner of the second edition of the programme, Validated ID offers a product that conducts identity verifications using blockchain technology. Earlier this year, the company closed a €2 million financing round, which was led by Caixa Capital Risc.

BLOCKTAC

Winner of the third edition of Acelera, BlockTac provides tools to eliminate counterfeits, both in the food and consumer product sector, as well as counterfeit academic diplomas and certificates. The company needs an initial investment of €100,000 euros. Turnover is expected to be €200,000 this year, but is anticipated to reach €1.3 million in 2020.



TODAY, 40 PER CENT OF THE 21 STARTUPS THAT WE HAVE ACCELERATED HAVE WORKED WITH CUATRECASAS

FRANCESC MUÑOZ

companies to understand and validate the viability of their initiatives in a formal professional environment, Muñoz says.

SELECTION PROCESS

Muñoz adds that Cuatrecasas’ partners play a very important role in both the development of the programme and the selection of the participants. A large number of partners from all areas of the firm make up the committee that is responsible for choosing the finalists as part of a four-phase selection process. “The final selection, which takes into account how the proposed project fits with the challenges posed by Cuatrecasas – along with considering other criteria such as maturity, fit with the firm, degree of innovation and the team involved – is carried out during ‘selection days’, which are face-to-face sessions in which the 20 finalist startups present their ideas to the evaluation committee, which is made up of Cuatrecasas partners and representatives from the other organisations involved in the scheme,” Muñoz says. With regard to the selection of start-ups for the ‘Fast Track’ programme, he adds that there is a “high level of involvement from the technology department and its professionals, who also have to assess the technology and its potential fit with Cuatrecasas”. This year’s programme finishes in February 2020 with ‘Demo Day’, in which the entrepreneurs will be

able to present their projects to investors and other interested parties. With each edition of the Acelera programme, the projects become more interesting and it becomes more difficult to determine which of them has had the better trajectory during the course of the programme, according to Muñoz. Proof of this is the fact that the third edition did not have a single winner, with Blocktac and Fuvex being named co-winners of the programme. Blocktac is a blockchain application that makes university documentation unforgeable and immutable, while Fuvex is a company that provides businesses with drones that meet all applicable legal and security guidelines. Going further back, the winning start-up in the first edition of the programme was The Logic Value, a platform to manage financial sector professionals' investment portfolios, while the winner of the second edition was Validated ID, a platform that offers an electronic signature service.



WE ACCELERATE LEGALTECH STARTUPS AND STARTUPS IN OTHER SECTORS THAT HAVE HIGHLY COMPLEX LEGAL NEEDS

FRANCESC MUÑOZ

INCREASED CHANCE OF FUNDING

"We accelerate legaltech startups and startups in other sectors that have highly complex legal needs," says Muñoz. However, not all of the technology developed by the start-ups participating in the programme is used by Cuatrecasas, but, given that the firm is aware of, and has validated, the products, the firm

Projects selected for the 4th edition of Cuatrecasas Acelera



CROOWLY

a project that develops legaltech solutions and digital onboarding based on biometric tools and artificial intelligence



DATANCIA

a startup specialising in big data analytics that develops and implements machine-learning and artificial intelligence algorithms in statistical models



ETHICHUB

a collaborative finance platform, based on blockchain technology, which puts small-scale farmers who do not have access to the banking system in contact with users worldwide



INVIERTIS

an online market that invests in leased properties in the residential sector - a marketplace to invest in properties that already have reviewed and certified tenants



LISA SEGUROS INTELIGENTES

an insurance distribution platform for professionals, freelancers and companies - it includes LISA Recycling, which is a combination of traditional insurance and an insurance model involving insured persons and reinsurance.



LUMAPP

a startup that provides the tools for automating finance and business management processes in an integrated manner by using artificial intelligence.

Acelera: The Mentors

In addition to representatives from Mobile World Capital, Kanvas Media and Barrabés, the group of Acelera mentors also includes seven Cuatrecasas partners, they are:



JORGE CANTA

A specialist in financial regulation with considerable experience advising financial entities. Also a specialist in investment vehicles and financial products, in particular in the alternative assets field (hedge funds, real estate and private equity)



ADOLFO ROVIRA

A member of the firm's insurance and complementary social security group, Rovira specialises in advising credit institutions, and finance and insurance companies on legal and tax matters.



DIANA RIVERA

Significant experience as a corporate lawyer advising Spanish and multinational companies on complex domestic and cross border M&A transactions, business restructurings and joint ventures.



JOSÉ LUIS GAUDIER

Specialises in international taxation and advice to international groups and venture capital companies. He has extensive experience in handling international reorganisations of business groups and crossborder M&A transactions.



PEDRO GIL

Extensive experience in tax planning and advising on tax matters, having participated in many corporate restructurings and M&A deals.



RUBÉN AGOTE

A specialist in advising national and multinational companies on employment law issues, his expertise includes helping clients with the economic analysis of different legal options.



ALVARO BOURKAIB

Significant experience in intellectual and industrial property, and new technologies. He specialises in the protection and transfer of intangible assets in the full range of commercial and corporate transactions.

How can products developed by Acelera participants help law firms?

BIGLE LEGAL is an online tool for creating tailor made contracts, the technology performs the task ten times cheaper and 20 times faster than more traditional methods.

COUNCIL BOX a cloud website for holding face to face and remote meetings - it saves 80 per cent of the time spent preparing and holding meetings. Councilbox received a special mention in the first edition of the first edition of Acelera.

recommends them to their clients. "Today, 40 per cent of the 21 startups that we have accelerated have worked with Cuatrecasas in a pilot project, worked with a Cuatrecasas client, or have been involved with a project involving both Cuatrecasas and a client of the firm," Muñoz says. He adds that the ultimate goal of the accelerator is to help the companies involved to find economic resources on their own. Acelera also aims to "create a networking environment that improves the visibility of projects and facilitates the approach of potential partners in what is a niche sector, accelerating the process of go-to market, and multiplying the chances of getting funding," according to Muñoz. Some of the 21 start-ups Cuatrecasas helped in the first three editions of Acelera – in 2016, 2017 and 2018 – have, after completing the programme had investment rounds of up to €2 million, says Muñoz. All of the projects that

Startups selected for fourth edition on Acelera Fast Track

CLOSD Legal transaction management platform created by former business lawyers. It brings lawyers and parties together in a secure space, facilitates and secures the exchange of documents, simplifies the organization and management of projects with interactive checklists, automates signatures and electronic signature closures in a secure interface to authenticate signatures, and creates files on closed transactions.

doDOC A collaborative platform for planning, editing, reviewing and approving complex professional documents. doDOC creates high value by streamlining document workflow, enabling faster document preparation, perfect instant formatting and a traceable document lifecycle.



WITH SUMMARIZEBOT, WE CO-DEVELOPED A DATA ANONYMIZATION APPLICATION THAT ALLOWS US TO DO IN SECONDS A RECURRING JOB THAT ON AVERAGE TOOK 30 MINUTES

FRANCESC MUÑOZ

have participated in Acelera have a high technological focus, he adds. Products proposed by Acelera participants include legal analytics software, bots, cybersecurity tools, electronic signatures and blockchain projects. Muñoz says all of the products developed by the Acelera start-ups have "made it possible to solve some of the challenges posed by Cuatrecasas, which include maximising collective knowledge, increasing productivity and efficiency through automation, or using blockchain and smart contracts". Some of the start-ups have helped to improve the performance of the office, according to Muñoz. This was the case with the 'Fast Track' startup from the 2018 edition of the programme, Summarizebot. "With Summarizebot, we co-developed a data anonymization application that allows us to do in seconds a recurring job that on average took 30 minutes," Muñoz says. With six start-ups selected for the latest edition of Acelera, the potential for Cuatrecasas to further streamline its processes with even more cutting-edge technology is huge. ■



Broseta managing partner Rosa Vidal has overseen substantial growth at the firm, she says the firm's sector-focused approach, lateral hiring policy and international strategy have been key factors in the firm's success

Broseta has grown dramatically in recent years. The firm's billing increased 32 per cent in 2018 to €21.5 million, while revenue has doubled in the last two years. The firm's managing partner, Rosa Vidal, has played a key role in the organisation's recent success. Vidal has forged a reputation as an excellent leader – peers and colleagues describe her as a consummate teambuilder with a strong work ethic. In addition to making a string of lateral

“

WE ARE OPEN TO EXPLORING OPPORTUNITIES AS LONG AS THEY ARE IN PLACES WHERE OUR CUSTOMERS HAVE INTERESTS AND LEGAL NEEDS

”

hires in recent years, the firm has also incorporated smaller law firms in both Spain and Portugal. *Iberian Lawyer* spoke to Vidal about the firm's recruitment policy, the growth projections for the coming year, the firm's international strategy and the key to motivating lawyers.

Which practice areas have been the key drivers of growth at the firm?

Although it is true that, from the point of view of the traditional areas of law, commercial is a pillar of the organisation (representing a third of the income, with the other areas each generating a similar volume of business), our approach with clients and our method of working is based on sector specialisation. This has allowed us to develop a service offer that takes a multidisciplinary approach in sectors such as banking, automotive, real estate and construction, retail, health and pharmaceuticals, and aviation, among others. This approach is fully focused on meeting the needs of organisations, and from a '360' perspective.

Number of partners at Broseta

29

SPAIN

2

PORTUGAL

Have lateral hires played an important role in the growth of the firm? If so, what lateral hires has the firm made?

During the first three years of the '2020 Plan' we have incorporated professionals such as **Agustín Puente**, former head of legal services of the Spanish Data Protection Agency, who was incorporated as a partner in the area of IP/IT and Digital Environments; **Alberto Palomar**, a magistrate on leave of absence, who joined as a partner in the public law area; **Carlos Gutiérrez**, from Baker McKenzie, who heads the banking and finance practice in Madrid; **José Manuel Sipos**, from PwC, as director in the competition area; and **Jesús Carrasco**, from Squire Patton Boggs, and **Vicente Roldán**, from Écija, as new partners in the litigation department. At the beginning of 2018, **Copa & Asociados Abogados** was incorporated into Broseta – a law firm specialising in labour law led by partners **José Manuel Copa** and **David López**.

Do you expect the firm to continue growing during the next year? If so, why?

Our forecast for 2019, the third of the four years included in the 2020 Plan, anticipates double-digit growth. Although the market has slowed down, from our perspective we have perceived an increase in activity, which is due to us winning the trust of our clients, who are increasingly contributing to our growth. In addition, the talent and strength of our teams, the main asset of our

Broseta's Revenue (€)

Year

2018	21,5 million
2017	16,3 million
2016	14,7 million

>>>



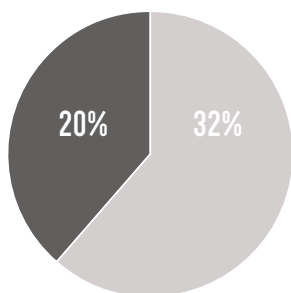
ROSA VIDAL

“

WE HAVE A LOT OF EMPATHY, WHICH IS SOMETHING ESSENTIAL TO ACHIEVE OBJECTIVES – WE ENCOURAGE TEAMWORK, PARTICIPATION, AND INFORMATION SHARING

”

Key drivers of growth at Broseta in 2018



COMMERCIAL PRACTICE
CONTRIBUTED 32 PER CENT OF REVENUE

LITIGATION AND ARBITRATION
CONTRIBUTED 20 PER CENT OF REVENUE

organisation, have the technical expertise and market knowledge to allow us to have an agile approach and fully adapt to the needs of the client.

How many partners and lawyers does the firm currently have?

We have 29 partners in Spain and two in Portugal. In total, we have a team of more than 160 lawyers.

Do you expect to make more lateral hires in the coming year? If so, which areas do you want to strengthen?

We are open to anyone who wants to join our growth project, both individuals and teams, and who are based the jurisdictions that are the usual scope of large organisations that require legal services. However, we are very cautious in this respect. We want to have people who share our ambition for growth and who have considerable technical expertise and market knowledge. They

must also identify with the values of a firm that has 45 years of experience, a very solid team culture and a permanent focus on the client.

Broseta opened an office in Portugal last year, why?

At Broseta we have a focused international strategy that is directed exclusively to those jurisdictions where we can bring real value to our clients. As a result of this approach, we have had an office in Zurich since 2013 and we are also active in London, Paris and throughout Latin America – in the latter case through our membership of the Ibero-American Legal Network, an alliance of law firms with a presence throughout the region that is coordinated by Broseta. The next natural step in our internationalisation strategy – in accordance with the demands of our clients – was to have a presence in Portugal, a country in which a significant number of Spanish and Latin American companies are interested in carrying out activities. Portugal has good prospects in areas such as foreign financing, exports, business investment and job creation. In this context, in June 2018 we joined the firm Roquette, Morais e Guerra, which included a dozen professionals led by partner **Alvaro Roquette**.

How is the Portugal office performing?

The turnover of our Lisbon office in its first year of operation was around €750,000, and we expect growth of 60 per cent in the current year. This growth has been driven by high quality teams in telecommunications, data protection, real estate and construction, M&A, employment and banking and finance.

Broseta in Portugal

€ 750.000

REVENUE OF LISBON OFFICE
IN FIRST YEAR OF OPERATION

60 %

GROWTH FORECAST
FOR THE PORTUGAL OFFICE IN 2019



ROSA VIDAL

Does the firm plan to open more offices in the coming year?

At the moment we do not have any advanced plans, but we are open to exploring opportunities as long as they are in places where our customers have interests and legal needs, and where, at the same time, we can fully satisfy those needs without giving up our way of working, which is based on agility, excellence and local knowledge.

What is your approach to leadership? What do you think is the best way to motivate teams and get the best out of them?

I believe that the key is to lead by example, to be a leader who is involved, hard-working, respected, knowledgeable about the practice area and the environment and with a strong ability to manage teams. Additionally, we should also emphasise the message about the importance of women occupying more and more management and leadership positions, as this is something that enriches organisations. We have a lot of empathy, which is something essential to achieve objectives – we encourage teamwork, participation, and information sharing. We also act and think from many perspectives, which is fundamental when making decisions and facing crises. We also have a very innovative style and are open to change. (j.f.)

Uría Menéndez has outperformed most foreign firms in Portugal over the last two decades – Lisbon office managing partner Bernardo Ayala says the firm’s strong and cohesive” partnership, meritocratic “up or out” policy and meticulous approach to recruitment have been key factors in the firm’s rise

by ben cook

UNITED WE STAND

BERNARDO AYALA



While many foreign firms have opened offices in Portugal, few have been quite as successful as Uría Menéndez. The firm's Lisbon office was launched in 2001 with a solitary lawyer, but today, 18 years later, it boasts 116 lawyers, of which 20 are partners. However, that only tells part of the story. While many in the market had the sense the firm was performing impressively, few anticipated quite how well it was doing. But the publication of Iberian Lawyer's Portugal Top 30 earlier this year revealed that, with annual revenues of €32 million, only Portugal's 'Big Three' law firms – namely Morais Leitão, PLMJ and Vieira de Almeida – are generating more income each year than Uría Menéndez - Proença de Carvalho, to give the firm its full title in Portugal. Yet, examine the figures a little more closely and Uría Menéndez's performance starts to look even more impressive. Revenue per partner, at €1.6 million, and revenue per lawyer, at €288,000, is comfortably higher than the comparable figures at the three major Portuguese firms. So what have been the ingredients of Uría Menéndez's success in Portugal? **Bernardo Ayala** is managing partner of Uría Menéndez -

“

WE HAVE HOMOGENOUS QUALITY
IN EVERY SINGLE DEPARTMENT – IF
ONE OF OUR LAWYERS NEEDS TO BE
REPLACED, THEY ARE REPLACED BY
SOMEONE OF THE SAME QUALITY

”

Proença de Carvalho, a task he performs jointly with fellow managing partner **Antonio Villacampa**. Ayala says that the fact the firm has two managing partner is one of the factors in its success given that, while Ayala has developed his career in the Portuguese market – having joined the firm from Servulo in 2008 – Villacampa, in contrast, is originally from Spain and has been with Uría Menéndez since 1995. Villacampa is a member of the Madrid Bar Association and the Portuguese Bar Association. Ayala remarks that, as a result of this structure, the firm benefits from a Portuguese managing partner who is “possibly more aware of the

specifics of the Portuguese market, and a Spanish managing partner who was born and raised in Uría Menéndez and who can easily relate with the Spanish side of Iberian culture – in the case of Uría Menéndez’s operation in Portugal, this is made a lot easier by the fact that Antonio Villacampa has been in Portugal for more than 15 years”.

EXTREMELY DEMANDING

The two managing partners – one Spanish and one Portuguese – also has the effect of emphasising that the firm’s Spain and Portugal operations, despite being in different countries, are “one partnership”, Ayala says. He adds: “We have one career model and a very strong corporate and team culture given that Uría Menéndez was incorporated 70 years ago and its strategy has been extremely consistent during this time.” Ayala also argues that the firm has a consistently high level of quality across all its legal teams. “We have quality across the board, quality in all departments,” he says. “We are more focussed on star teams than star lawyers.” Ayala continues: “We have homogenous quality in every single department – if one of our lawyers needs to be replaced, they are replaced by someone of the same quality who will do the work with the same level of performance; the client will feel that it is dealing with a team and not just with a specific person.”

A strong and cohesive partnership has also been a contributory factor in the firm’s success, according to Ayala. “We have a very united partnership,” he says. “We make the right decisions when recruiting – we’re extremely demanding, and we train our lawyers in corporate culture and client service, we have several layers of high-quality lawyers.” The firm also stresses the importance of its lawyers working as a team. “It is a full lockstep partnership, and it is a single global partnership,” Ayala says.

The biggest foreign firms in Portugal by 2018 revenue

1	Uría Menéndez – Proença de Carvalho	€32 million
2	Cuatrecasas	€22.4 million
3	Garrigues	€16 million
4	Linklaters	€15 million
5	CMS Rui Pena & Arnaut	€14.4 million

‘UP OR OUT’ POLICY

Another reason why Uría Menéndez has been successful in Portugal, according to Ayala is that the firm is run as a “true meritocracy”. He explains: “This is the only firm in Portugal that applies a strict ‘up or out’ culture – this leads to strong teams, with constant talent renewal and highly motivated lawyers.” If lawyers at the firm have not made partner after ten years, they have to leave. In addition, at more junior levels, lawyers must leave the firm if they are not promoted. “This allows for the renewal of talent every year, and this is a priority,” says Ayala. “As a result we lose very good lawyers to the market because they have not made partner or not been promoted.” However, Ayala claims that such a system “keeps people motivated and ensures the firm has extremely competent and skilled lawyers – it means lawyers will exceed their own expectations”. Ayala says that the ‘up or out’ policy allows the firm to “avoid growing excessively in terms of the number of lawyers, which in turn enables profitability and selectivity regarding the type of work that is accepted.”

Uría Menéndez also prides itself on its meticulous approach to recruitment. “We have a close to flawless recruitment process,” says Ayala. “It is very demanding and involves a very thorough analysis of each applicant.” The process also involves being interviewed at least three times. The firm receives hundreds of applications, according to Ayala and takes on 8-12 new lawyers each year – the firm has the capacity to assimilate new lawyers because around 10 per cent of the firm’s lawyers leave each year due to not having been promoted.

‘UNQUESTIONABLY A STAR’

Ayala says that, at present, all of the firm’s practice areas are experiencing growth. The firm’s objective is to identify which ‘sub-areas’ are growing and therefore



WE FOCUS A LOT
ON DELEGATION,
WE DO NOT
DO EXCESSIVE
MICRO-
MANAGEMENT



need further investment. For example, the firm’s real estate practice has been very successful of late, and consequently the firm has identified new opportunities in serviced apartments, student residences and residences for the elderly. Meanwhile, in the field of tax, wealth management is another booming area. Other specialist areas the firm is targeting include competition litigation and litigation related to non-performing loans. When a firm identifies such ‘sub-areas’ it focusses its business development efforts on them and takes steps to ensure its lawyers get the appropriate training.

In an effort to ensure the preservation of its corporate and team culture, the firm generally resists making lateral hires. However, Ayala says that there are two circumstances in which the firm would take such a step. These are: when the firm considers it is lacking expertise in a particular area (for example, in September last year, the firm recruited Serra Lopes, Cortes Martins & Associados partner **Gonçalo Reino Pires** to boost its urbanism practice); or when, in Ayala’s words, someone who is “unquestionably a star lawyer with the willingness to help develop a star team” becomes available (Ayala highlights the recruitment of **Jorge Brito** from PLMJ in 2016 as an example).

BE A GOOD LISTENER

With regard to Ayala’s management style, he describes himself as a “merely temporary ‘*primus inter pares*’ (Latin for ‘first among equals’)”. He adds: “I serve in that context, as an equal with my partners and for only as long as the firm asks me to fill that role. We focus a lot on delegation, we do not do excessive micro-management but we do pay close attention to detail, we have outstanding staff, and we delegate with trust and responsibility.” Ayala says that he, and Villacampa, “try to be good listeners and focus more on listening than talking”.

Though Ayala acknowledges that, strictly speaking, Uría Menéndez - Proença de



In collaboration with **+simmons
simmons**

We are pleased to invite you to the roundtables

Non performing exposures in Italy and Spain

MILAN

5 NOVEMBER 2019 • 18:00

SIMMONS & SIMMONS
Via Tommaso Grossi 2

For information: francesca.daleo@lcpublishinggroup.it
+39 02 84243870

MADRID

19 NOVEMBER 2019 • 10:00

SIMMONS & SIMMONS
Calle Miguel Ángel II

For information: claudia.jane@iberianlegalgroup.com
+ 34 91 563 3691

Bernardo Ayala




Bernardo Ayala has been a partner at Uría Menéndez since 2008. Prior to that, he was a partner at Sérvulo & Associados. He is currently the managing partner of Uría Menéndez-Proença de Carvalho's Lisbon office. His areas of expertise are public law, project finance, energy and natural resources. In these areas, Bernardo focuses particularly on: public contracts (especially project finance contracts); administrative litigation and public law related arbitration; civil liability of public authorities; public M&A (regulated sectors); privatisations; general regulatory matters; financial products contracted by public entities; and environmental, energy and natural resources.

“

THIS IS THE ONLY FIRM IN PORTUGAL THAT APPLIES A STRICT 'UP OR OUT' CULTURE – THIS LEADS TO STRONG TEAMS AND HIGHLY MOTIVATED LAWYERS

”

Carvalho is a full-service firm, he stresses that the firm is very careful about the work it accepts. “We have unshakeable compliance principles, we will ‘fall on our sword’ for our client, but we are very strict on conflict of interest and other compliance rules,” he says. Another key priority of the firm is making a “daily effort to ensure we have a perfect alignment of strategy, communication within the firm, and day to day decisions,” Ayala says. He adds: “Antonio Villacampa and I are the guardian of that perfect alignment, and this determines who to promote, who not to promote, and what work to accept – consistency builds trust, if you’re not consistent, it erodes trust forever.”

Ayala argues that the product of all these different strategic elements is “outstanding results”. He says: “We always strive to achieve the best results for our clients, and when we succeed in this task, we force ourselves not to rest on our laurels.” And few would argue that the results have, so far, been impressive. As Ayala acknowledges, working for Uría Menéndez can be very demanding, but making such demands has resulted in the creation of a firm that few in Iberia can rival. 



ECO- WARRIOS?

With a number of major law firms in Portugal moving offices in recent years, many have taken the opportunity to make their workspaces more environmentally friendly

The cries of 'climate emergency' are intensifying. And so the pressure is mounting on all organisations to ensure that they are doing as much as possible to ensure their activities are as environmentally friendly as possible. One way in which they can do this is by introducing eco-friendly features in their buildings. A significant number of the leading law firms in Portugal have moved offices in recent years and this have given

them a great opportunity to take steps to make their premises as 'green' as they can.

The benefits of reducing the environmental impact of your office space are numerous. It cuts your firm's costs by reducing energy, water and paper use, but this is only part of the story. Law firms are also well aware that being proactive on green issues is good for business. Adopting demonstrable measures to protect the environment conveys to clients the essence of the firm's culture and the way it goes about its business. An excellent environmental reputation not only attracts clients, it also helps law firms to attract and retain the best lawyers, it also helps with staff engagement. **Luís do Nascimento Ferreira**, partner at **Morais Leitão**, which recycled six tonnes of paper and cardboard in 2018, says that effective environmental policies "enhances our relationships with lawyers and staff, suppliers and clients".

SOCIETAL OBLIGATIONS

Adopting eco-friendly measures also demonstrates that a law firm takes its obligations to society in general seriously. **Pedro Pais Almeida**, partner at **Abreu Advogados**, which has reduced paper consumption by 65 per cent since 2015, says: "We make an effort every day to make an impact in our society and, consequently, environmental sustainability has become one of our purposes. It is our commitment to develop actions and apply strategies that can contribute to a better world, while minimising our impact

What measures have leading Lisbon law firms introduced to make their offices more eco-friendly?

Abreu Advogados



Eco-features. 'Presence detectors' that turn off lighting when rooms are not in use; light levels adjusted according to occupancy and levels of daylight; recycling bins for paper and plastic; temperature control sensors for adapting room temperatures; water pipe monitoring system to check losses every 15 minutes; paperless project



Results. Paper consumption reduced by 65 per cent in last three years; Carbon dioxide emissions reduced by around three per cent in last four years despite move to a new office that has more than double the floorspace of its previous premises.

Morais Leitão



Eco-features. Energy efficient lighting; air conditioning systems that disconnect automatically during off-peak hours; recycled six tonnes of paper and cardboard last year; water consumption minimised due to special filters on water appliances; only double-sided printing permitted; use of video conferencing equipment to minimise travel



Results. Energy consumption reduced by 5 per cent per year; prevented the use of 780,000 sheets of paper for wasted printing.

Vieira de Almeida



Eco-features. Building equipped with thermal solar panels that use renewable energy to heat water for air-conditioning and hot water systems; LED [light-emitting diode] lighting; presence detectors that turn off lights when room not in use; common spaces lighting automatically optimized taking into account occupation and outdoor light levels; cafeteria has separate waste bins for recyclable cups and packaging, and all waste cooking oil is collected and recovered; special collection point for small electrical appliances, batteries and printer toners



Results. Electricity consumption reduced by 80 per cent.

SRS Advogados




Eco-features. Employees issued with metal bottles and mugs to reduce use of disposable cups; selecting an energy supply company with a renewable energy consumption policy; default printer setting is black and white and double sided; personal codes issued for printing; selecting office material suppliers that do not use plastic in their production process




Results. Recycled more than five tonnes of paper and two tonnes of plastic; "saved more than 100 trees, 11,000 kilowatts of electricity, 100,000 litres of water, 45m3 of residual waste and more than ten tonnes of CO2 and greenhouse gases".

What measures have leading Lisbon law firms introduced to make their offices more eco-friendly?


Miranda

 **Eco-features.** “De-lamping over-lit areas” and replacing halogen bulbs with LED bulbs; light fittings controlled by occupancy & daylight sensors and central timers; replacing disposable plastic cups for water with reusable glass; using re-usable bottles in client conferences, lunches, and other events; pre-setting default printing options at double-sided printing


 **Results.** Costs savings as a result of LED bulbs lasting ten times longer than the bulbs previously used. A projected 10 per cent reduction in energy consumed by bulbs. Use of laptops in meetings has reduced unnecessary document printing; use of video conferencing technology reducing the need to travel.


Garrigues

 **Eco-features.** The use of glass wherever possible (office walls, cubicle walls, and partitions, for example) to make the most of natural light; regarding furniture, the firm favours wood from sustainably-managed forests that is certified by the Forest Stewardship Council; “A very large percentage of the metal components of our furniture and chairs is recycled, as is all our vinyl wallpaper”; outfitting restrooms with sensor faucets; A total of 29.5 per cent of Garrigues’ total global office space carries Leadership in Energy and Environmental Design (LEED) certification

 **Results.** Electricity consumption reduced by 25 per cent (288,347 kW in 2011 compared to 213,524 kW in 2018). “We forecast that, at the end of 2019, we will come in below the 200,000 kW mark.”

Linklaters

 **Eco-features.** “We are negotiating a contract to use merely energy from renewable sources with EDP”; occupancy light sensors in the offices. LED lighting being installed (half of our areas are already fitted out with this type of lighting); all bathroom taps fitted with timers, while flushing mechanisms have two discharge options; office kitchens equipped with dishwashers that “largely limit water consumption”; only glass bottles used in meetings; all team members issued with water bottle

 **Results.** At a global level, over a ten-year period, gas use, non-renewable energy use, business travel and waste reduced by 26 per cent; electricity use reduced by 42 per cent over the same period; at a global level, 73 per cent of electricity sourced from a 100 per cent renewable supply.

on the environment.” In October 2017, Abreu Advogados moved to new offices in Lisbon’s Avenida Infante Dom Henrique. The building includes a number of environmental measures, as Pais Almeida explains: “The building includes presence detectors that turn off lighting when it is not in use and in common areas, the levels are automatically optimised according to occupancy and outdoor brightness.” He adds that the building also has temperature control sensors “for better adaptation of the temperature in each zone or room, and the floor is thermal with automatic temperature control”.

Vieira de Almeida moved to new premises in Lisbon’s Rua Dom Luis I in 2017, and managing associate **Manuel Gouveia Pereira** says that the new offices were designed to “improve VdA’s environmental performance”. He adds: “The building is equipped with thermal solar panels that use renewable energy to heat water for the air-conditioning and hot water systems – working spaces have presence detectors that turn off lights when the room is not in use and lighting in common spaces is automatically optimized by taking into account levels of outdoor light.” Though the firm does not yet have confirmed data on the results of such efficiency measures, Gouveia Pereira says that it is anticipated that electricity consumption could be reduced by up to 80 per cent.

Miranda & Associados partner **Ana Pinto**, who is in charge of corporate social responsibility at the firm says being proactive on the issue of eco-friendly offices is “good for business”. She adds: “It helps us meet our clients’ demands, attract and retain quality people, and engage employees.” (b.c.) 



HOW ITALIAN COMPANIES SHOULD PREPARE TO BREXIT

Brexit seems to be approaching and many European companies still do not know the consequences of the leave, trying to understand how to react to the divorce of the UK from the European Union.

Regardless the exact exit (or Brexit) day, the consequences on companies' business will be relevant and will require an high level of preparation in order to efficiently deal with them.

First of all, companies should double-check their documents, such as the export and import declarations, which are necessary in order to move goods from/in either EU or UK customs territory. The company appointed to file the export declaration, whether it is European and with no registered office or permanent establishment in UK, would need to ask for legal advice from a UK consultant or, in any case, should ask for support to the local Chamber of Commerce.

The custom declaration shall be further used to calculate the duty applicable to the imported goods and the VAT will be paid at customs borders.

If the European companies export food, beverage and agricultural products to the UK, will need to verify the documents required, the licenses and special certifications to transfer this kind of goods. Moreover, a discussion with the logistic provider is highly suggested so that the company will be prepared to face consequences caused

by potential border delays. A check on the inventory and/or the provision of additional storage space would be useful, as well as the inclusion of penalties for late delivery.

It is also recommended to review contracts in place between EU companies and UK companies because some of the terms may no longer be relevant post-Brexit or may raise legal or practical questions in future: i.e. if the contracts make references to the UK being a member State of the EU, it will be necessary to correct them or to clarify their meaning at this current stage. Furthermore, the introduction in the contracts of the so called "Brexit occurrence clauses" or "exit strategies" will prevent from dealing with complex and upcoming situations.

Companies will also need to verify the treatment reserved to the provision of services and to the recognition of professional qualifications in some specific cases, for instance if they have branches settled in the UK or if they operate in special sectors within the UK, or if they are planning a merger with a UK company after the UK leaves the EU.

Also, EU people with professional qualification operating in UK will need an official recognition in order to continue their business and, at the same time, UK professionals should check the requirements needed in the host State, in case they have to work abroad.

In general, both European Union and the United Kingdom are determined to find a solution to ensure the business continuity and to contain the strong impact of Brexit on their companies.

PROPERTY BOOM

With investors increasingly targeting assets in the Iberian real estate sector, Stoneshield Capital's chief operating officer Alejandro Maristany says rental housing is one of the particularly attractive propositions at present, and the input of legal advisers will be vital when completing deals



ALEJANDRO MARISTANY

The Iberian real estate sector is attracting plenty of investment. Despite concerns that investors may be more cautious in the coming months amid speculation that the global economy could be set for a significant slowdown, Alejandro Maristany, chief operating officer of Spanish investment fund Stoneshield

Capital says there is considerable momentum in the property sector, with growing interests in logistics and alternative assets [that is more unusual types of asset]. Maristany adds that the development of rental housing will also generate a substantial amount of deals in the coming year. Stoneshield Capital was

established in early 2018 with €300 million to invest in real estate. US tycoon Warren Buffet is among the investors who have contributed funds to Stoneshield, which was founded by two former directors of the US fund Lone Star, Juan Pepa and Felipe Morenés. In an interview with *Iberian Lawyer*, Maristany, expressed

optimism about the future prospects for the Iberian real estate sector, where investment has increased from less than €5 billion in 2010 to €20 billion in 2018. As Maristany explains the Iberian real estate market is a very mature one, but compared to the British or German markets, for example, there is the potential for higher yields.

What type of deals are investors targeting in the Iberian market at the moment?

Obviously a lot depends on the type of investor, but, as a general rule, the profile of deals has evolved since the end of the financial crisis and we have gone from a market in which most investors sought high returns, due to country risk – involving investors with an opportunistic profile – to a market with more institutional investors or more of a core profile. Such institutional investors seek lower returns from deals with lower risks and greater movement over time. In other words, right now we could say that we are in a medium-high part of the cycle in which lower yields are captured, but they are possibly more sustained over time, which makes the general profile of investors more institutional and less opportunistic or speculative.

What are the most attractive assets?

At the moment the most attractive products are the

so-called ‘alternatives assets’ such as nursing homes or student residences, together with the development of rental housing. These products are in great demand both among investors – as they are highly developed products throughout Europe – as well as by the end customer. In addition, at the point in the current cycle, they continue to give good returns which increases their attractiveness. Another very powerful market at the moment is logistics, mainly due to the rise of e-commerce, which means that retail companies have to have increasingly larger storage spaces near urban centers for fast deliveries – it is what is called ‘last-mile delivery’, which is now very fashionable. Of course, the prime office and residential market continues to be attractive, especially in Madrid, Lisbon and Barcelona.

What are currently the biggest obstacles when it comes to investing in the Iberian market?

Well, it depends on the sector, but I think that, in general, the obstacles and barriers are getting smaller and smaller. I think that the real estate industry has made a major effort to professionalise the sector. Although we continue to see strong positions being held by small families or religious orders (in university residences or colleges, for example), with

RIGHT NOW WE COULD SAY THAT WE ARE IN A MEDIUM-HIGH PART OF THE CYCLE IN WHICH LOWER YIELDS ARE CAPTURED, BUT THEY ARE POSSIBLY MORE SUSTAINED OVER TIME.”

whom it is always more difficult to negotiate, the truth is that it is becoming easier and easier for investors to enter the Iberian market. Both in Spain and in Portugal, moreover, at the registry and legal level the rules are clear and, although we have insisted on codifying everything, which makes it difficult to adapt to initiatives such as co-living or coworking, the truth is that knowing the rules of the game provides a lot of security when it comes to making investments.

Do you think more investors will start targeting the Iberian market?

No doubt about it. It is a very mature and healthy market in which, compared to markets such as Britain or Germany, you can find investments with higher returns and similar risks. This is demonstrated by the levels of investment in recent years – investment in the Iberian real estate sector was close to €20 billion in 2018, which compares to less than €5 billion in 2010.

Spain and Portugal: Real estate investment booming

Spain and Portugal were the only two European countries in which real estate investment grew by more than 50 per cent in 2018 (56.9 per cent in Spain and 51.4 per cent in Portugal, when compared to 2017)
Source: CBRE

Iberian Lawyer



THE DIGITAL AND FREE MONTHLY MAGAZINE

DEDICATED TO THE IBERIAN BUSINESS COMMUNITY

Every issue includes:

- Interviews to lawyers, in-house counsel, tax experts
- Business sector studies
- Post-awards reports
- Video interviews

Follow us on



For information:
info@iberianlegalgroup.com

Search for Iberian Lawyer or IBL Library on



AT THE MOMENT THE MOST ATTRACTIVE PRODUCTS ARE THE SO-CALLED 'ALTERNATIVES ASSETS' SUCH AS NURSING HOMES OR STUDENT RESIDENCES, TOGETHER WITH THE DEVELOPMENT OF RENTAL HOUSING

Have there been any particularly innovative deals in the Iberian market?

Yes, for example, in Spain we lead the market in coworking spaces (there are more than 900 flexible offices) along with the United Kingdom and Germany. This has led to cost savings for entrepreneurs and businessmen. On the other hand, we are also seeing exponential growth in financing by private capital or investment funds, which are filling the financing gap left by banks, especially with regard to land for housing development.

€20bn

Real estate investment
in Spain in 2018

What kind of help do investors need from legal advisers when investing in the Iberian market?

Above all, advice on urban matters. As we all know, each municipality is governed by

different criteria. It is very important to have the comfort of knowing that the product in which you are going to invest will adapt to the rules of each municipality. For example, while in some municipalities you can develop student residences on plots for tertiary use, in others you need the use to be residential, while in others you need it to be educational and in some municipalities, all of the above and an agreement with a university. The possibilities are endless. That's why it's important to work with local advisers who know the law. In Spain and Portugal there is not as much market practice as there is knowledge of legislation and case law and where to look for answers. Legal advisers are vital in order to avoid errors. I would say that they are a fundamental for any investor.

What do you think will be the investment trends in the Iberian market in the coming year?

It will be a year in which there will be a large number of deals related to the development of housing for rent ('build to

THE IBERIAN MARKET IS A VERY MATURE AND HEALTHY MARKET IN WHICH, COMPARED TO MARKETS SUCH AS BRITAIN OR GERMANY, YOU CAN FIND INVESTMENTS WITH HIGHER RETURNS AND SIMILAR RISKS

ALEJANDRO MARISTANY CV



- 2018-PRESENT**
 Stoneshield Capital
Chief operating officer
- 2017-2018**
 Neinor Homes
Legal transactions responsible
- 2015-2017**
 Neinor Homes
In house Legal Counsel
- 2014-2015**
 King & Wood Mallesons
Associate
- 2012-2014**
 Uría Menéndez
Lawyer

rent') with the idea of creating large portfolios of housing in areas on the periphery of large cities, in particular. It is a very attractive type of product for institutional investors and, in Spain, for example, it can be structured by means of a real estate investment trust (known as a SOCIMI in Spain) or EDAVs (entities involved in the leasing of housing), which also allows them to be tax efficient operations. Taxation in Portugal is a little more complex in residential development, but we will probably also see these types of deals. (j.f.)



CHOOSING WISELY

Francisco Javier Castillo Palacios, lead counsel for Dow Ibérica, Turkey, Russia and CIS, says choosing the right law firm can be problematic, but he adds that the increasing use of technology is making it easier for the company's in-house team to perform the plethora of tasks for which it is responsible

S

“

FOR COMPANIES LIKE OURS, HONESTY AND GOOD ETHICAL PRACTICES AND COMPLIANCE ARE AN ESSENTIAL REQUIREMENT WITHOUT WHICH THERE IS NO POSSIBILITY OF WORKING WITH US

”

Selecting the best legal advisers for your business can be difficult. **Francisco Javier Castillo Palacios**, lead counsel for Dow Iberia, Turkey, Russia and the Commonwealth of Independent States (CIS) countries, declines to reveal which external law firms Dow uses, but he says the company works with firms that are well known in the countries where Dow has operations. However, Dow also works with boutique firms and medium-sized firms on more specialised matters. The company, Castillo explains, has a global list of firms, and conducts a process for approving each new firm before adding them to the global list. Castillo says that choosing a firm is not an easy task, especially when they are far removed from the company's usual legal environment. “It depends on the country,” Castillo explains. “In Iberia, I have more direct knowledge and use firms based on professional skills and my own criteria – in other jurisdictions, references, legal publications, or even information from other professional colleagues or institutions, usually helps to make a good decision.”

Madrid-based Castillo acknowledges that, although he is always ready to listen to understand the capabilities of all law firms in case there is an opportunity to improve on something, there are occasions when firms fail to convince him to use their services. Castillo says this is “either because the firms do not have a certain profile, or because there is a conflict of interest between the firm and some other client”.

NEEDING EXTERNAL HELP

Chemical giant Dow has annual sales of around \$54 billion and approximately 46,000 employees worldwide. The company has had a presence in the Iberian Peninsula since 1960, and has continually invested in the region since then. Currently, Dow's Europe, Middle East, and Africa (EMEA) legal team consists of 11 lawyers – each of which has different geographical or business responsibilities – who are supported by a team of paralegals. The EMEA team is led by a general counsel based in the company's headquarters in Switzerland, with other counsel responsible for different regions and areas of the business. Though in-house lawyers at Dow may be based in a particular location, their work still involves serving other jurisdictions and other parts of the business.

Castillo, who joined Dow 21 years ago, is also responsible for the Dow AgroSciences EMEA region. Castillo deals with any issue that arises in his designated areas – this largely consists of commercial matters, international contracts, M&A and corporate projects, but also other areas such as labour and data protection. However, sometimes the in-house team does need the help

“

OUR GLOBAL TOOLS ARE BECOMING MORE AND MORE SOPHISTICATED,” SAYS CASTILLO. “WHETHER IT’S CASE REPORTING, FEE MANAGEMENT WITH LAW FIRMS OR PROJECT COORDINATION

”

FRANCISCO JAVIER CASTILLO PALACIOS CV



1998-PRESENT

The Dow Chemical Company
Lead Counsel Dow Ibérica, Turkey, Russia & CIS and Dow AgroSciences EMEA

1996-2006

Lead Counsel Dow France

2015-2017

Madrid Tennis Federation
Lawyer Instructor, Competition and Discipline Committee

1996-1998

TOTAL
Legal Counsel

1996-1996

INITEC Energy
Legal Counsel

1993-1994

Canon España S.A.
Legal Affairs Coordinator

1993

Ercros
Legal Counsel

of external advisers when handling other types of matters. Castillo says this is especially the case with litigation “in which we only coordinate, but do not intervene directly”. Dow also uses external lawyers when it needs help with highly specialised issues or in instances where, due to limited internal resources, the company is forced to resort to using external lawyers.

TRUST IS ESSENTIAL

It is no secret that, nowadays, it is essential that firms, whatever their size, are able to prove they have an impeccable reputation. This is something that Castillo is very clear about when choosing the external advisors with whom he works, with “a wide range of experience and professionalism being the priority”. However, as in any area of life, good personal relationships, accessibility and trust are essential values for a good business relationship. “Good personal treatment is obviously essential when working closely with someone,” Castillo explains. “For companies like ours, honesty and good ethical practices and compliance are an essential requirement [for law firms] without which there is no possibility of working with us.”

In general, Castillo is very pleased with the firms with which Dow works. “My level of satisfaction is very high with all of them,” he says. However, Castillo adds that sometimes slight frustrations can arise. “We like firms to be practical and efficient,” he says. “Frustration can come when firms fail to quickly get to the point or teams are used unnecessarily – luckily, it doesn’t usually happen, and we handle it well together.”

COST CONTROL PRESSURES

When evaluating the performance of external advisors, Castillo says that, not only does Dow “measure the economic result, but also how they have oriented the subject and whether it has been done in a sound way, even if the final result is not as expected”. Other factors Dow considers when measuring performance include “the cost of the office versus the service received”. Although the legal department’s budget has not changed in terms of figures over the last year, “we do have strong pressure on cost control in general, and are always looking for greater efficiency,” Castillo says.

“

GOOD PERSONAL TREATMENT IS
OBLIVIOUSLY ESSENTIAL WHEN WORKING
CLOSELY WITH SOMEONE

”

Castillo explains that Dow Chemical has just gone through a transformation process that has involved mergers and spin-offs and as a result the company is adapting to its new structure. “That is surely the most immediate challenge, the idea of aligning the legal service to the reality of the company,” Castillo explains.

Looking to the future, the company is strongly committed to innovation and the use of the best technology. “Our global tools are becoming more and more sophisticated,” says Castillo. “Whether it’s case reporting, fee management with law firms or project coordination.” He adds. “We have teams specifically dedicated to improving tools or advancing those that are technologically more appropriate for the global team.” Such tools help the company to efficiently perform tasks that would otherwise be difficult to handle in multinationals such as Dow, Castillo says. He says they include “internal systems where the information of all lawyers and cases is deposited, as well as a specific legal intranet where all models of contracts, all types of documents, as well as legal contacts from around the world are deposited to increase the speed in which agreements are obtained or the best legal support is located.” (j.f.)



WORKING IN HARMONY

In-house lawyers and external counsel can develop fruitful relationships based on trust, humility and commitment, says Citibank Europe's Isabel Charraz

T

The relationship between in-house lawyers and external counsel can sometimes be one fraught with tension. However, **Isabel Charraz**, senior vice president and country legal counsel for Portugal & Greece at Citibank Europe is keen to point out that, while some in-house lawyers do get frustrated with their external advisers, the relationship can also be highly rewarding from a professional perspective. Iberian Lawyer spoke to Charraz about the challenges in-house lawyers face, meeting the expectations of senior management, and how Citibank selects its external legal advisers.

How is your legal team structured?

The legal department is composed of two people, one exclusively dedicated to customer onboarding documentation, while the other, which is me, is the country counsel providing support to local business, control functions and any other businesses in the world that do transactions under Portuguese law. My reporting lines are based in France (division counsel for western Europe and Israel) and the UK (general counsel for EMEA and Africa). I also have a 'matrix line' to the local Citi Country Officer.

When did you join Citibank, how has your career developed during your time with the business?

In 2003, I joined the Citibank legal and compliance department as legal and compliance officer providing legal and compliance assistance to all business, and global functions to all local legal vehicles. In December 2007, I was appointed consumer legal head launching the retail business and internet channel for credit cards acquisition in Portugal. In July 2009, I was appointed general counsel and compliance and control head and anti-money laundering compliance officer (AMLCO), a role I held until 2014. I have been the data privacy officer since 2009. I am also the company secretary of the local vehicle Sagres - Sociedade de Titularização de Créditos, and permanent member of the senior management steering committee. Last July, 2019, I was appointed country counsel for Greece.

Which areas of legal work do you do internally?

The principal function is to advise the Citigroup country officer and country management on legal, regulatory and franchise matters associated with Citi's business activities in the country. To perform this critical role, the country counsel is expected to ensure that it is appropriately addressing legal, regulatory and franchise risks in the country. The country counsel's role includes the following responsibilities: management, support and advice on all legal and regulatory matters including: civil law, banking and capital markets law, companies law, tax law, labour law, data protection law, consumer law; advice on governance and franchise-related matters and the regulatory relationships of all Citibank local legal vehicles; management of local employment matters; management of litigation and other contentious matters; and the implementation of data privacy policies

Which areas of work do you outsource and why?

We don't have specific areas that we outsource, it will mainly depend on the type of transactions, the complexity of the matters and the internal workload.

Do you have preferred law firms that you choose to work with? If so, which firms are they?

We work with the best lawyers in specific areas of the law, even if they are from different law firms. We want very talented lawyers, who know the business and provide strong support to my role.

Do you have a panel of law firms?

Yes. We do have a panel of approved law firms, although we can engage other law firms for specific transactions.

What do you look for when selecting external counsel?

The key considerations when selecting law firms are: legal expertise in a specific area; business knowledge, a pragmatic approach, ability to meet deadlines, and being innovative. We do sometimes require ideas and innovation on how a subject needs to be analysed and re-assessed and we need their [external lawyers'] 'visionary power' and experience. The time spent explaining the details of the business to lawyers gives them the ability to understand the strengths of the client and enables them to provide more robust legal advice.

“

I'VE READ SOME ARTICLES AND HAVE PARTICIPATED IN DISCUSSIONS WHERE THE RELATIONSHIP BETWEEN IN-HOUSE COUNSELS AND EXTERNAL LAWYERS HAS NOT BEEN EXPRESSED IN THE MOST POSITIVE WAY

”

How often do you review the performance of external counsel and how does this review work in practice?

Citi has maintained a close relationship with its external lawyers for many years and this fosters a close partnership and strong synergies, which creates tremendous added value to the business and cost savings.

Has your budget changed in the last year? If so, how? And why?

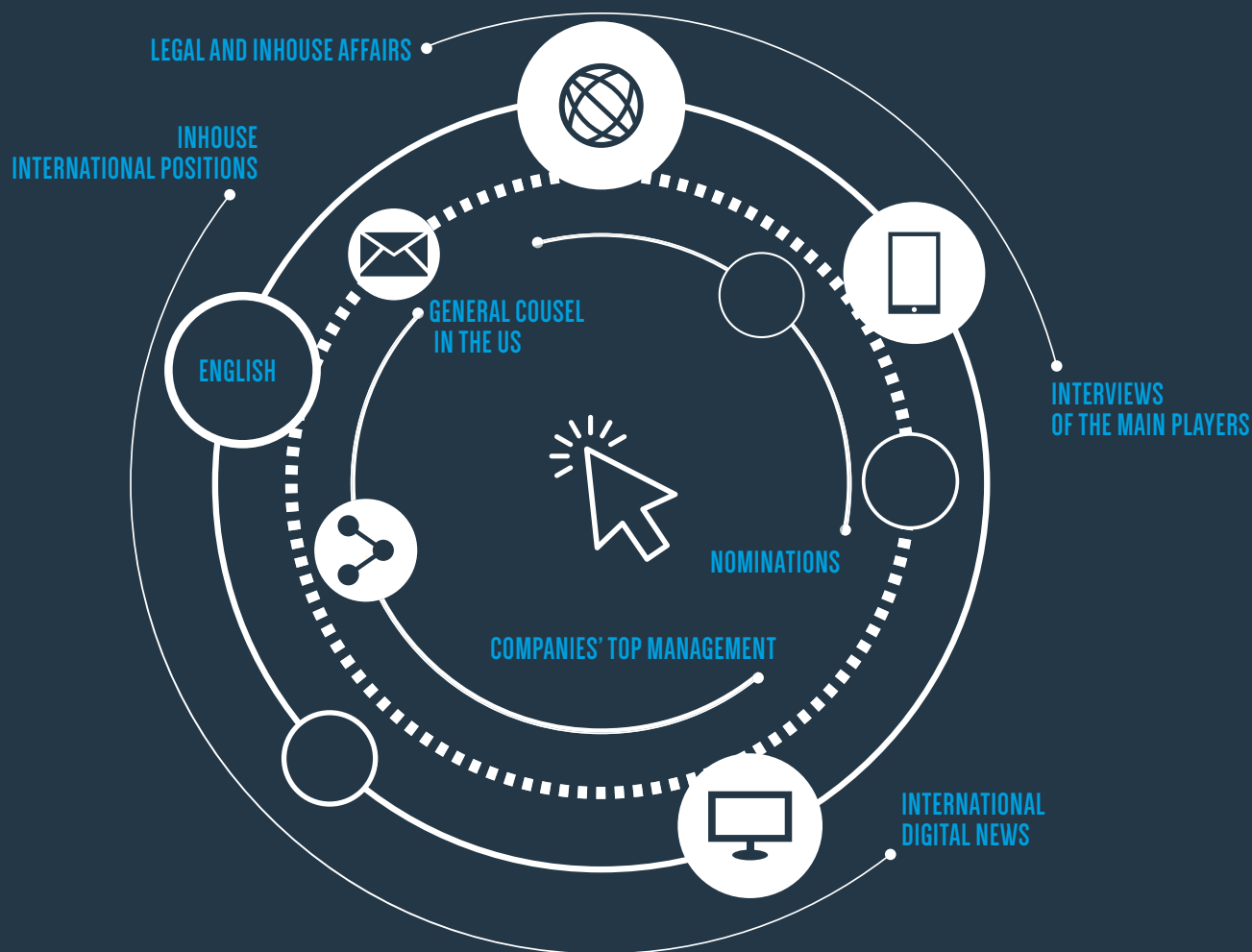
No. The legal expenses are well managed and meet internal expectations. The flexibility of different

»»



INHOUSECOMMUNITYUS

The 100% digital information tool in English for U.S. and international In-house counsel



Follow us on



www.inhousecommunityus.com

fee mechanisms for firms allows Citi to use external advisers according to business needs.

What is the biggest challenge your legal department faces?

Being able to identify potential legal risks, and keeping abreast of legal and regulatory developments which impact upon the group's business with a view to ensuring that compliance policies and procedures are continually up-to-date. Regulatory changes are the external factor that have a potential impact on local business and this requires constant oversight of new requirements in order to ensure the business continues to get results. The financial industry is one of the most heavily regulated industries and, in recent years, we have seen a thunderstorm of new legislation and regulation that affects the industry. The legal implementation of such rules is a complex process, involving different support functions and businesses but regulatory compliance is crucial and a key priority for all organisations working in financial services and the legal department plays a key role.

Working as a partner is another constant challenge for the in-house team, as is engaging key stakeholders, focusing on understanding business needs and expectations, being pragmatic, and

ISABEL CHARRAZ CV



2008-PRESENT

Citibank
Country Legal Counsel
& Compliance Head

2003-2008

Citibank
Legal officer

“

THE KEY CONSIDERATIONS WHEN SELECTING LAW FIRMS ARE: LEGAL EXPERTISE IN A SPECIFIC AREA; BUSINESS KNOWLEDGE, A PRAGMATIC APPROACH, ABILITY TO MEET DEADLINES, AND BEING INNOVATIVE

”

providing a clear and consistent line of sight to all team members regarding the most critical work activities.

The challenge is also to meet the high expectations of senior management by anticipating key legal and regulatory matters, and taking a proactive role as a key member of the country management team. This is a senior management role with multi-jurisdictional challenges, tight deadlines, and severe pressure to align regional expectations with local regulatory requirements.

What is your biggest frustration with external lawyers?

I have no frustrations with external lawyers at this point. I really think that a bridge of synergies between in house counsels and external counsels can be built in a very constructive way benefiting enormously the business when we find the right path. Over the last year I've read some articles and have participated in several discussions where the relationship between in-house counsels and external lawyers has not been expressed in the most positive way. So, it is time to turn the page and show how this bridge of synergies can be built with trust, expertise, a journey of mutual learning, humility, commitment and talent. And, in fact, I am honoured to work in Portugal, and Greece, with such talented lawyers who have contributed to my career development by helping to provide best in class legal services. We should be proud of the path we have taken over the years. (b.c.)

BROWSE THE PHOTO GALLERY



THE LATIN AMERICAN LAWYER ENERGY & INFRASTRUCTURE AWARDS: WINNERS

THE WINNERS OF THE LATIN AMERICAN LAWYER ENERGY & INFRASTRUCTURE AWARDS WERE ANNOUNCED AT A CEREMONY AT THE JW MARRIOTT IN MEXICO CITY ON 24 OCTOBER



Attorney of The Year: Derek Woodhouse (CMS Woodhouse Lorente Ludlow - Mexico)



Law Firm of the Year / Law Firm of the Year - Finance: Marcelo V. de Moura (Pinheiro Neto Advogados - Brazil)



Attorney of the Year - M&A: Sergio Amiel (Garrigues - Peru), collect the prize Daniel González (Garrigues -Peru)



The award ceremony gathered guests from the legal sector to recognise the excellence of lawyers specialising in the Latin American energy and infrastructure sectors.

With these recognitions, the achievements of the leading players in the sector in their different disciplines are rewarded.

The winners were decided by a jury consisting of leading experts from the Latin American legal sector – for more information about the jury, [click here](#)

The winners were as follows:





Law Firm of the Year - M&A: Felipe Quintero Serrano (DLA Piper Martínez Beltrán - Colombia)



Law Firm of the Year - M&A Infrastructure: Marcio Baptista (Tozzini Freire Advogados - Brazil)



Attorney of the Year - Finance: Bertha Argüello (Arias-Nicaragua)





Attorney of the Year - Renewable Energy:
Rodolfo Rueda Ballesteros (Thompson & Knight LLP - Mexico)



Law Firm of the Year - Renewable Energy:
from left, César Alejandro Villegas Ávila (Acciona Energía),
Paolo Salerno (Salerno y Asociados Expertos en Energía - Mexico)



Attorney of the Year - Administrative & Environmental Law:
Clemente Pérez (Guerrero Olivos - Chile)





Law Firm of the Year - Administrative & Environmental Law
Law Firm of the Year - Litigation: from left, Jimena Cabrera, Franco Lammoglia, Fernanda Hernández Garibay (Lammoglia Abogados - Mexico)



Attorney of the Year - Tax: Eduardo Mayora (Mayora & Mayora - Guatemala)



Law Firm of the Year - Tax: Fernando Vargas Winiker (EY Law - Costa Rica)





Law Firm of the Year - White Collar Crime: Hugo López Coll, Héctor Sánchez (Greenberg Traurig - Mexico)



Law Firm of the Year - Oil & Gas: Santiago R. Parra, Jorge E. Paul, Gustavo Esteban, Juan Carlos Andrade (LEC Abogados - Venezuela)



Attorney of the Year - Tax / Best Practice Finance: from left, Eduardo Mayora, Rafael Briz, Rafael Pinto (Mayora & Mayora - Guatemala)





Law Firm of the Year - Arbitration: Bertha Argüello (Arias - Costa Rica)



Attorney of the Year - Competition & Regulatory Law: Lucía Ojeda (SAI Law & Economics - Mexico)



Up & Coming: Alejandro León (Allen & Overy - USA)



INCLUSION must be FACILITATED

Inclusion and diversity should be facilitated in the legal sector and not merely tolerated, attendees at Iberian Lawyer's recent InspiraLAW event in Madrid heard.

Silvia Pérez Navarro, managing partner of Iterlegis Legal Staffing Solutions said the legal sector "must be open to listening and being inclusive, as long as what is different adds value to the organisation". She added: "We must facilitate that inclusion and accept diversity, not just tolerate it."

The event – which took place on 8 October – included a roundtable featuring Pérez Navarro, as well as **Alicia Sigüenza** (Google's senior counsel for Spain and Portugal), **Cristina Vidal** (partner at Ramón & Cajal Abogados), **Adolfo Zunzunegui** (partner at Allen & Overy), and **Virginia Martínez**, senior associate at Hogan Lovells.





The session covered topics including Google's policies on diversity and inclusion, and the follow-up organisations should do after introducing such policies. Speakers said that, if companies or law firms do not truly believe in diversity and inclusion and do not adhere to such principles, there is little point in developing policies. This is why it is vital that there is follow-up in order to gather evidence.

Such policies are of great value to organisations as clients are increasingly looking for policies of diversity and inclusion when deciding which companies to do business with.

Speakers said it was also important to educate the most senior people in organisations, so new generations of professionals have strong reference points. Zunzunegui said: "There is still a long way to go, but we are on our way".

The next InspiralLaw event takes place on 20 February 2020 in Madrid. (j.f.)



IBERIAN LAWYER ANNUAL REPORT

EU & COMPETITION

CORPORATE GOVERNANCE





As businesses increasingly go digital, clients are seeking clarification of how competition law impacts on their rapidly evolving business models

MINEFIELD

T

EU & competition law is becoming a more complex field of practice. As business become increasingly digitalised, so clients are desperate for more clarity regarding how competition law impacts on their activities. Consequently, competition lawyers are in great demand, particularly as private enforcement could be set to increase substantially. Cuatrecasas' partner **Cani**

Fernández says law firms expect to see a lot more interest in competition compliance from clients in all sectors. She adds that, in particular, the "recently announced reform of the EU rules on vertical agreements, together with the much greater interest in electronic platforms and digital markets around the world will hopefully lead to greater clarity and may require businesses to make changes to their distribution arrangements." Law firms are experiencing a significant increase in demand for compliance advice, especially from clients looking to pre-empt problems. Jaime Pérez-Bustamante, partner at Linklaters, says: "Having innovative compliance tools and

flexible programmes that can be tailored to each client's needs has become increasingly important." He adds: "The transposition of the Damages Directive is also another opportunity". In Spain, private enforcement has yet to pick up momentum but when it does, Pérez-Bustamante says law firms "will need to be prepared and will need to have the necessary credentials for the increased amount of private competition law litigation". He adds that public procurement remains "an area of opportunity in Europe and particularly in Spain, with the Spanish Competition Authority very much focusing its efforts on fighting bid-rigging in public procurement".

ANTITRUST UNDER THE SPOTLIGHT

Freshfields partner **Álvaro Iza**, says the biggest opportunity nowadays is the boom in damage claims “arising from antitrust-related wrongdoing”. She adds: “The litigation arising from the trucks cartel has been the first case in which antitrust has come under the spotlight in Spain”.

Antonio Guerra, partner at Uría Menéndez, says another major opportunity for law firms is the “integration of economic and forensic capabilities within legal services”. He adds that the “scope for efficiency through using new technologies means firms dragging their feet concerning the implementation of cutting-edge tools risk not only foregoing the chance of reaping first-mover benefits but also lagging behind the rest of the pack”.

EU & Competition lawyers currently face a number of significant challenges, according to Pérez-Bustamante. He says: “The legal issues regarding the application of traditional antitrust principles to new economy firms and new business models remains one of the biggest challenges, as shown by the Google cases before the European Commission”. Furthermore, he adds: “As awareness of competition rules grows, non-cartel types of antitrust infringements are becoming more common and potential infringements are becoming more sophisticated and harder to identify”.

Meanwhile, Cuatrecasas partner, **Andrew Ward**, says the “rapid evolution of markets, and particularly the rise of digital markets, gives rise to new business models,

new competition issues and a demand for new approaches and solutions from both new and traditional businesses”.

Freshfields counsel **Enrique Carrera** warns that competition lawyers are highly dependent on the relevant antitrust authority’s enforcement priorities and output. Therefore, the “decline of leniency applications makes it more difficult for authorities to detect anticompetitive conduct and the activity levels may suffer as a result”, he says.

According to Guerra, the more sophisticated approach that EU and national competition authorities are increasingly taking in relation to new “theories of harm” in highly technological and digital markets “requires that a significant degree of economic reasoning be factored in”. He adds that this means EU and competition practitioners need to make their legal reasoning more flexible so that it transcends “rigid categories that have been deeply enrooted in this area for many years”. That said, he adds that the “cross-cutting character of contemporaneous competition issues is not limited to the more economic approach to competitive assessment”. He continues: “It also increases the need for awareness of the technical aspects of the different affected sectors, and, thus, the involvement of experts at the different stages of procedures before competition authorities”.

DAMAGES LITIGATION ON THE RISE

Irene Moreno-Tapia, counsel at Cuatrecasas says: “We expect to see an increase in competition damages litigation as a result of

the experience gained by courts and parties in the current trucks cases, a corresponding decrease in the number of leniency cases as the cost to leniency applicants of damages litigation becomes clear, but otherwise increased enforcement by authorities at every level”. According to Guerra, a growing trend is the “enforcement of competition rules in the digital economy and the possibility of using them as a tool to foster the objectives of the EU digital agenda”. On the one hand, he says the discussion “revolves around the better suitability of ex ante regulation to guarantee a level playing field in highly technological or online markets where competition rules might need an overhaul to avoid a high risk of false negatives”. He adds: “On the other hand, where competition rules are preferred, a whole change of paradigm, rather than fine-tuning, is being sounded out in areas such as merger control or abuse of dominance”.


Pérez-Bustamante says digital collusion is a “growing area of concern for antitrust authorities and remains an area of uncertainty for companies”. He adds: “The use of pricing algorithms to coordinate prices - even with no human intervention - will indeed be an area of focus for authorities in the future”. In addition, he says the “economic use” of large amounts of data, and specifically big data, which has become an increasingly important aspect of some companies’ business models, will also “attract the attention of antitrust authorities and, in the future, new types of infringements such as abuse of data dominance may become common”.

STEPPING UP FIGHT AGAINST CARTELS

Meanwhile, in Portugal, the country's competition authority has increased its activity and is continuing to emphasise the fight against cartels, says SRS Advogados partner **Gonçalo Anastácio**. He adds that this is one of the priorities for the president of the Portuguese competition authority, Margarida Matos Rosa. Anastácio adds that the authority has also prioritised "improvement in the detection of non-notifications in merger control". He also says that another big opportunity for law firms relates to "antitrust litigation stemming from the transposition of the Private Enforcement Directive into

Portuguese Law". He also believes there will be notable international opportunities, due to developments in competition law in the Portuguese-speaking countries of Angola, Mozambique and Cape Verde. There is likely to be a significant increase in private damages actions, according to PLMJ partner **Ricardo Oliveira**.

"The trucks case has been the precursor of this tendency which will likely be further reinforced in the near future," he says. Meanwhile, recruiting young talent will be a major challenge for law firms, according to Oliveira. "With the explosion in the amount of competition work over the last couple of years the pool of young talent has become narrow in comparison with law firms' needs."

Morais Leitão partner **Joaquim Vieira Peres** says the biggest competition-related opportunities in Portugal concern the significant increase in private enforcement of competition law, "in particular follow-on damages actions related to competition law infringements found by the EU Commission or by the Portuguese competition authority". He also says he expects public enforcement activity initiated by the Portuguese competition authority will continue to increase in all areas "including in merger control (for example, concerning violation of the notification and stand-still obligation) and concerning cartels (for example, bid rigging in public procurement procedures)". (b.c.) 



RICARDO OLIVEIRA

PRIVATE DAMAGES ACTIONS SET TO DEVELOP GREATLY OVER THE COMING YEAR WITHIN THE PORTUGUESE MARKET

Portuguese firms should be prepared for an increase in private damages actions, which are set to be further reinforced in the near future

According to **Ricardo Oliveira**, Partner and Head of EU & Competition at PLMJ, Portuguese firms should be prepared for a dramatic increase in private damages actions over the coming year. This development will provide firms with new opportunities within the EU & Competition market. "The trucks case has been the precursor of this tendency which will likely be further reinforced in the near future," explains Oliveira. "[This is since] Portuguese Competition Authority has adopted a relevant number of infringement decisions over the last couple of years."

Whilst these new opportunities are arising for law firms in Portugal, there are a number of challenges also which could pose issues for these same firms. "The recruitment of young talent is probably the biggest challenge," Oliveira states. The number of newly-qualified lawyers is diminishing when compared to the requirements of the firms looking to hire them. Oliveira explains that "with the explosion of the amount of competition work over the last couple of years, the pool of young talent has become narrow in comparison with law firms' needs."

CONTINUOUS TECHNOLOGICAL INNOVATION WILL PROVIDE EU FIRMS BOTH WITH NEW OPPORTUNITIES AND MORE COMPLEX CHALLENGES



**RICARDO
RODRIGUES LOPES**

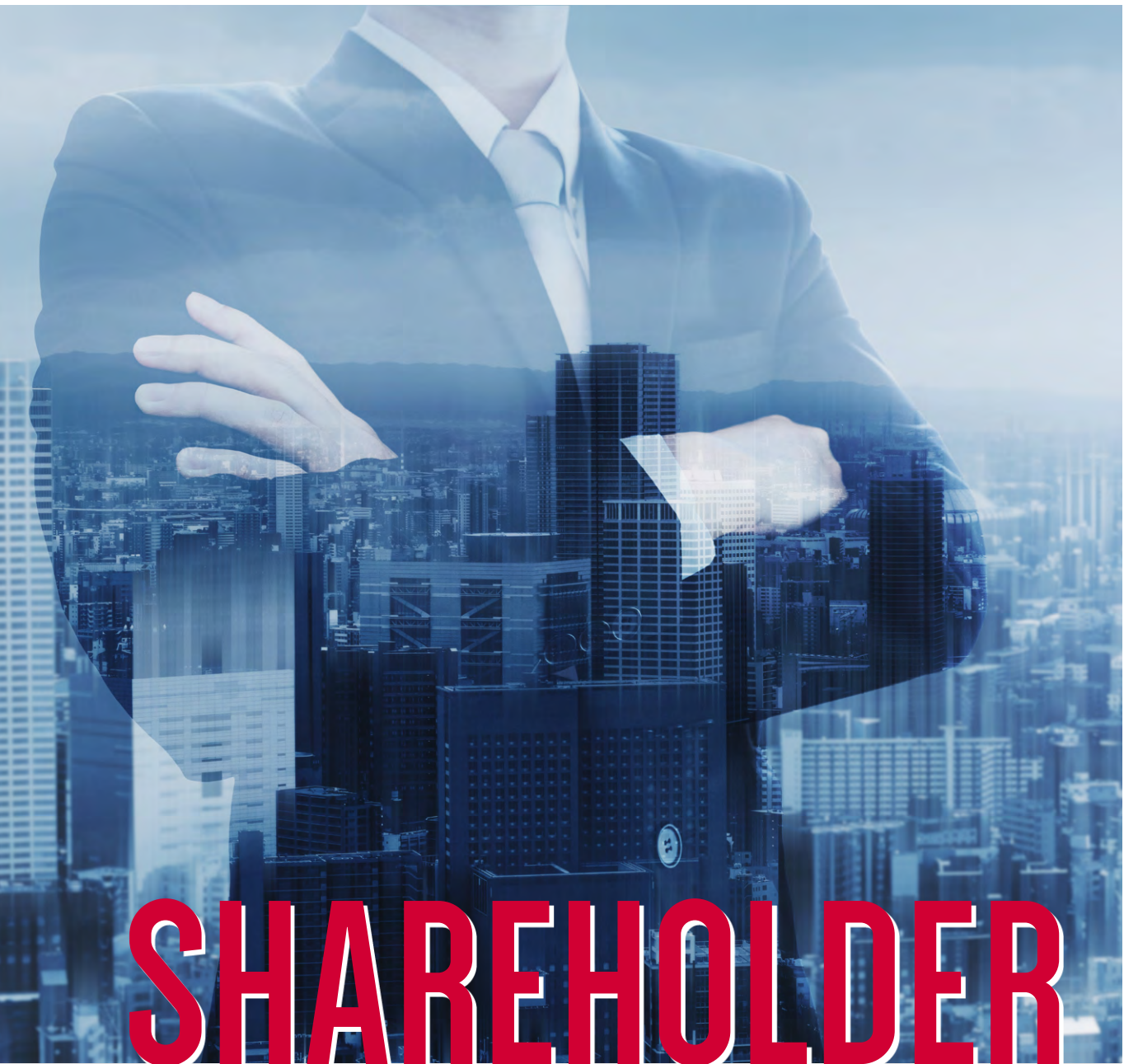
As new software and technology advances, new markets will also arise; firms must ensure they are aware of the legislations in this digital sector

According to **Ricardo Rodrigues Lopes**, EU & Competition Partner at Caiado Guerreiro, today's biggest opportunities for law firms can be found within the development of new technologies – particularly, within industries which deal with large amounts of data. "Within industries where data is the biggest commodity, it is sometimes difficult to understand the underlying markets, as well as the form of calculating the market share and market power," he explains. It is sometimes difficult, therefore, to access their respective market power, as this may not be fully represented by their turnover. This in itself is already presenting several difficulties, such as the identification of a relevant market, or of a dominant position within that market. An example of this are social networks. "Although they do not have economic or technical barriers that prevent users from accessing other services, they rely on their own market power. As such, they pose new problems in respecting abuse of dominant positions," states Ricardo.

Within the financial sector also, innovative opportunities, such as FinTech and InsurTech are beginning to present themselves. "These will require an adaptation of the present legal system as well as different operating mechanisms," adds Ricardo. He predicts these companies to grow significantly over the coming year, as current financial and technological circumstances are allowing regulators to play a leading role, encouraging innovation across different markets.

However, EU & Competition lawyers will also face barriers linked to this continuous innovation and development. "We still have a strong traditional legal framework, and an absence of legislation to regulate the digital market and the issues associated to it," Rodrigues explains. Particularly within Portugal, this has raised issues due to the lack of competition on the Portuguese payment systems, making FinTech a more useful mechanism. "The Competition Authority has already recommended the drafting of a new legal framework," adds Rodrigues, "[as they have] identified a lack of legislation at a European level, relating this lack of legislation with the lack of consumer confidence." As new IT solutions advance, the team at Caiado Guerreiro believes new markets to be considered and defined. "This will pose difficulties in regards to the qualification of the same and the respective characteristics, as, in some situations, no precedents would exist." In this way, within markets with competing digital and physical operators (such as Uber and taxi services, or Airbnb and the hotel industry), there may be challenges in defining the market. "One challenge that may also arise in the future will regard decentralised services/products," adds Rodrigues, using bitcoin as an example. The decentralised way in which bitcoin is managed – i.e., using a blockchain protocol – could raise questions in terms of the relevant laws which can be applied.

Over the coming year, Ricardo predicts major trends to lie within innovative technological development, thus creating a strong competition and introducing new, more highly-effective business models. He also notes that the number of acquisitions may rise, potentially by banks and insurance companies. "One should pay attention [to this], to understand whether the purpose of these acquisitions regards an actual interest in the underlying assets and technology, or if the intent is only to hinder technological development." Ricardo also expects big IT companies, such as Google, Amazon, Apple, etc. to use their market power and their access to private data to introduce online banking and insurance services. This would thus disrupt existing companies in this field. "It seems that these developments are resulting in a new digital era for the market, as well as for law itself. This may introduce a need for new regulations and mechanisms to respond to and solve the issues with social responsibility, whilst also enabling the continuous and exponential increase of these markets."



SHAREHOLDER ONSLAUGHT

Investors want more input on the way companies are governed, which has led to a rise in demand for corporate governance lawyers as clients deal with the challenges of 'shareholder activism'

Investors are taking a much keener interest in the way companies are governed. As a result, demand for lawyers with expertise in corporate governance is on the rise as investors seek to undertake an analysis of the corporate governance of companies they are proposing to invest in. As a result, listed companies are having to grapple with the serious challenges posed by “shareholder activism”, with such shareholders adopting strong views on M&A strategies, for example.

Herbert Smith Freehills partner **Alberto Frasquet** says greater interest from investors in companies’ governance is a global trend. He adds that “investors, both activist and institutional, are taking a more active stance in relation to the governance and management of listed companies, generally, and, in particular, in relation to their M&A activity”. Frasquet continues: “The role that law firms can take in relation to the new approach of activists and, therefore, the opportunities open for law firms in relation thereto, is quite broad, and includes the review and analysis of the existing corporate governance policies and practices or the implementation of the required changes to have precautionary measures in place which may help the company to react towards potential activists’ influence.” He adds that, company boards also need legal advice in relation to “specific activist actions taken by investors in relation to a M&A transaction”.

GUIDE TO LEADING LAW FIRMS



**ANABELA
GONÇALVES FERREIRA**

Partner

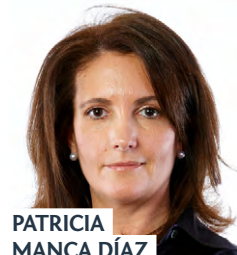
Main Practice Areas
Corporate, Arbitration, Private Equity, Regulated Sectors,
Banking & Finance, Contracts & Commercial, M&A,
Project Finance, Corporate Finance, Advertising

☎ +351 21 330 93 00

@ agf@aaa.pt - www.aaa.pt

📍 **AAA ADVOGADOS**

🌐 Av. Eng. Duarte Pacheco 26, 7.º 1070-110 Lisbon - Portugal



**PATRICIA
MANCA DÍAZ**

Partner

Main Practice Areas
Corporate Governance, Compliance,
Regulatory-Media, Gaming and Entertainment

☎ +34 915 684 211

@ patricia.manca.diaz@pwc.com - www.pwc.es

📍 **PwC Tax & Legal Services**

🌐 Torre PwC. Paseo de la Castellana, 259 B, 28046 Madrid - Spain



**PAULO
BANDEIRA**

Partner

Main Practice Areas
Corporate Governance, Corporate & Commercial,
Private Equity, M&A, Startups, Venture Capital

☎ +351 21 313 2000

@ paulo.bandeira@srslegal.pt - www.srslegal.pt

📍 **SRS Advogados**

🌐 Rua Dom Francisco Manuel de Melo 21, 1070-085 Lisbon - Portugal



**RAFAEL MANCHADO
MONTERO DE ESPINOSA**

Senior Manager

Main Practice Areas
Corporate Governance, Capital Markets,
Compliance, Regulatory-Financial Institutions, M&A

☎ +34 915 685 470

@ rafael.manchado.montero@pwc.com - www.pwc.es

📍 **PwC Tax & Legal Services**

🌐 Torre PwC. Paseo de la Castellana, 259 B, 28046 Madrid - Spain

With regard to non-listed companies, Frasquet says that discussions held in the UK and other Anglo-Saxon countries regarding corporate governance rules for large non-listed companies – for example, the Wates Corporate Governance Principles – may present a big opportunity for law firms in the near future. “The limited development of these discussions and, particularly,

the fact that they have not been completely accepted in Iberia, certainly limit or reduce the impact that this development may have on the practice of Iberian law firms.”

Frasquet acknowledges that one of the biggest challenges that listed companies face is “so-called shareholder activism”. He adds that the presence of activist shareholders on the register



Alberto Frassetto

of listed companies has grown significantly and their stance has become more active in recent years. “The increased active role that these shareholders are taking in the governance and management of the companies has become a big challenge, particularly, in relation to M&A activity and other key strategies of listed companies,” Frassetto says. “Activist shareholders are forming their own views around these strategies, which should be taken into account by the board and the executive teams and also considered when defining and designing the corporate governance policies and general principles of the company.”

Cuatrecasas partner **João Mattamouros Resende** says the fact that foreign private equity funds and family offices are increasingly interested in acquiring stakes in Portuguese companies, while simultaneously asking sellers to remain active participants in the company as shareholders and board members is creating opportunities for corporate governance lawyers. He

adds: “This requires sophisticated advice in order to make sure the interests of both parties are properly aligned.” Mattamouros Resende adds that some of the key corporate governance-related challenges clients face include the fact that “often, there is a significant disparity between clients and their counterparties in what they perceive as an adequate corporate governance model, not to mention the significance and importance each attaches to the matter”.

Morais Leitão partner **Magda Viçoso** says among the priority for high profile companies is ensuring their internal procedures and policies comply with the “national and international best rules and practices”. She adds that this is particularly the case for listed companies, companies operating in the financial sector and “investment vehicles”. This scenario represents an opportunity for law firm to help clients achieve an “adequate level of compliance and quality of disclosure in these fields – for example, in designing evaluation and remuneration policies, implementing ‘fit and proper’ and diversity assessments, as well as preparing governance reports,” Viçoso says.

The fast pace of change to the corporate governance framework has been a major challenge for clients, according to Viçoso. “In particular, the multiplicity of sources of regulation and recommendations as well as the need to conciliate national and European provisions pose significant difficulties,” Viçoso adds. She continues: “The next most significant corporate governance-related

challenges will most certainly be: (i) the implementation of SRD [shareholder rights directive] II, potentially entailing developments in what concerns the exercise of shareholders’ rights, as well as remuneration of directors and related party transactions; and (ii) governance requirements applicable to auditing firms.”

Vieira de Almeida partner **Paulo Olavo Cunha** says the “ongoing proliferation of non-statutory rules and regulations with which Portuguese companies have to comply under the powers of regulatory entities is still one of the drivers of corporate and governance matters in Portugal”. He adds that lawyers are in demand for advice on the structuring of complex investment vehicles, “which have been driven mainly by the proliferation of real estate projects in Portugal in recent years”. In addition, devising vehicles for the management of family offices and the “pooling of smaller scale foreign investors, with specifically tailored corporate and governance structures, has been a recent trend for law firms in Portugal.”

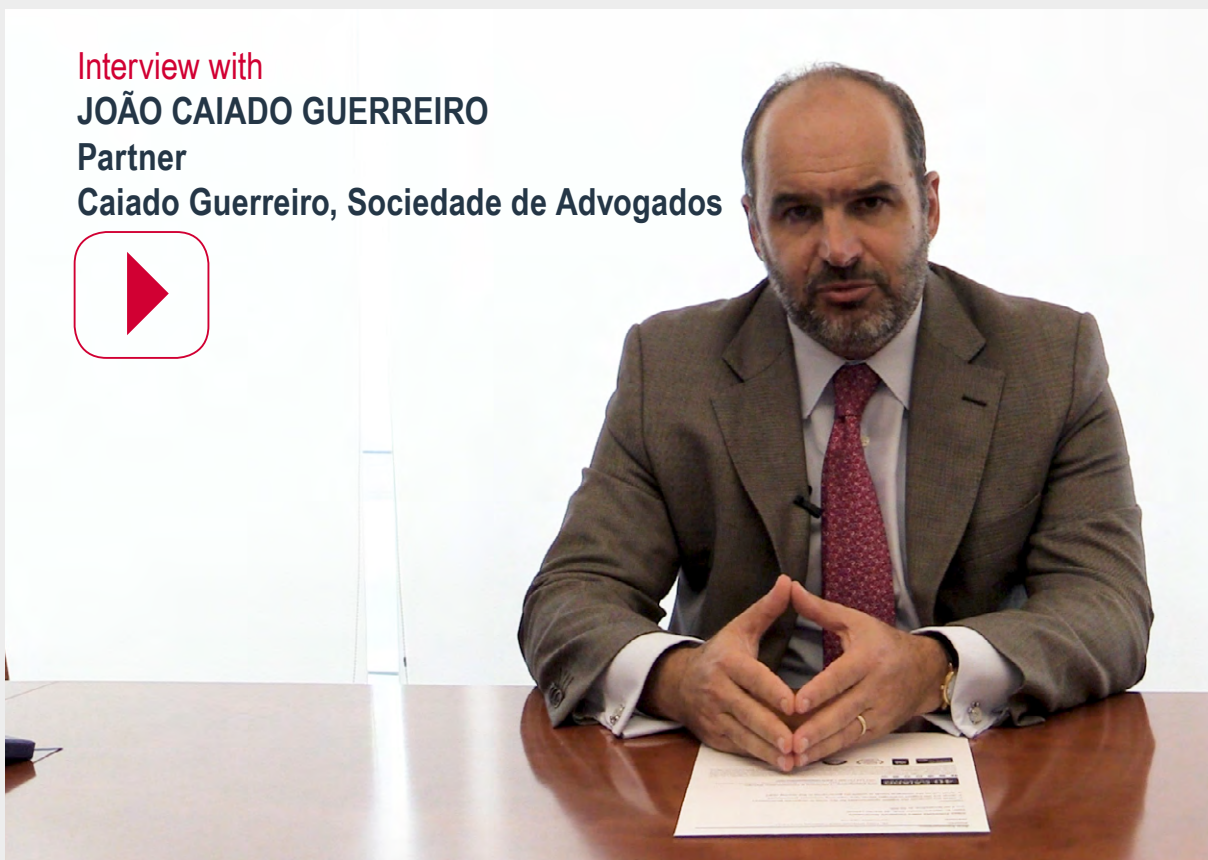
Keeping up-to-date with, and implementing, non-statutory rules and regulations are the biggest corporate governance challenges faced by clients in Portugal, according to Olavo Cunha. He adds: “This can lead to a profound structural review of corporate governance models adopted by companies.” Olavo Cunha adds that demand for “transparency on ultimate beneficial owners and senior management of complex international corporate structures has been challenging for clients with a local presence across multiple jurisdictions.” (b.c.) 

Interview with

JOÃO CAIADO GUERREIRO

Partner

Caiado Guerreiro, Sociedade de Advogados



Interview with

RAQUEL AZEVEDO

Managing Associate

PLMJ





**RAFAEL
MANCHADO**

LAWYERS MUST FIND A BALANCE BETWEEN GOING DIGITAL AND REMAINING A TRUSTED ADVISOR

In order to retain their image as trusted legal advisors in the new digital scenario, law firms must ensure the highest level of specialised corporate governance advice to companies

According to **Rafael Manchado**, Senior Manager at PwC Tax & Legal Services España, law firms must ensure that they are providing high-quality advice to their clients in main topics surrounding corporate governance. These topics include: conflicts of interest, interpretation of rights, duties and composition of committees, with an eye on the new technologies and the digital era. "This classical advice can be provided both in a more formal way through the issuance of reports," he explains, "and in a more informal

way through specific inquiries that are often solved directly in an email or in a call." Manchado also highlights the need for the companies to digitalise the management of corporate governing bodies in order to achieve a greater sense of security and confidence. "This will also guarantee the traceability of the decision-making process, opening up a new area of advice for those firms which mix management solutions based upon top-notch technologies and the deep knowledge of lawyers specialised in corporate governance."

Manchado predicts that, by 2020, there will be a greater differentiation between listed and unlisted companies, in which Spanish listed companies are likely to face regulatory developments arising from the approval of the "Anteproyecto de Ley", derived from the Directive (UE) 2017/828, encouraging long-term shareholder engagement. "This will affect such sensitive aspects as the management of related party transactions, procedures for identification and communication with its shareholders and beneficial owners, and the possibility of having double voting shares," Manchado adds. PwC, through its legal division, have been working on all of these topics since the publication of this Directive. In terms of trends, he also predicts a deepening engagement with shareholders and investors, alongside a heightened importance upon the non-financial aspects of a company. Unlisted companies will also face a paradigm shift in terms of the way they are valued by their clients, shareholders, investors, and even their own employees. "We are moving from analysing "how much" a company earns or is able to earn into "how" it earns it," states Manchado. "These will be the aspects that will centre the corporate governance debate for the coming year."



**PAULO
BANDEIRA**

LAW FIRMS WILL BE PRESENTED WITH AN OPPORTUNITY TO BROADEN THEIR SERVICES WHEN OFFERING LEGAL ADVICE

As new areas are introduced in corporate governance, firms will be requested to start working with third parties in order to combine expertise from a variety of areas of activity

With the increased regulation in corporate governance over the past few years, firms must be prepared to broaden their services and collaborate with third parties in order to provide clients with varied and expert advice. According to **Paulo Bandeira**, Partner at SRS Advogados, this will provide firms and their governance consultants with an opportunity to expand the services they offer. "[They will be able to] broaden their services from the more traditional board structuring, board liability issues and

supervisory duties, to other areas such as risk analysis tools, remuneration, diversity, etc.," he explains. Whilst the main focus still lies in these previously-mentioned factors, firms are now beginning to bring in third parties to aid with the legal advice they give clients. "Most of these new areas – such as internal auditing, remuneration policies, and diversity and sustainability reports – imply that law firms should collaborate with different consultants in each of these specific areas, as all of them combine expertise from more than one area of activity. This allows the creation of combined solutions for the client," Bandeira states.

For clients, these developments could also bring about certain challenges; the biggest of which will be to maintain knowledge of all potentially-applicable regulations. "This often requires medium-sized organisations appoint a governance officer or make it autonomous from compliance," adds Bandeira. Alongside this, governance is rapidly becoming a sustainability challenge. "Companies today must show at all times that they have strong board structuring, comprehensive internal regulations, transparent decision-making and procurement procedures, but they are also being heavily scrutinized on sustainability policies and measures." According to Bandeira, this therefore means that governance reports are turning into sustainability reports.



LC Publishing Group

lcpublishinggroup.it



INFORMATION



EVENTS



INTELLIGENCE



PUBLICATIONS

LC publishing Group provides 100% digital information - with a business angle - on legal, finance and food markets in Italy and is the largest legal publisher across southern Europe and Latin America after the acquisition of the majority share in Iberian Legal group. LC Publishing Group has offices in Milan, Madrid, and New York.



Law is evolving.



Are you?

Lexington
global law firm consultants

Call Moray McLaren
in the Madrid office
on +34 666 418248

www.lexingtonconsultants.com