

## Other Senior Members



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A top legal practice in Belgium, Laga is a full service business law firm, highly recommended by the most authoritative legal guides. Laga comprises approximately 100 qualified lawyers, based in Diegem/Brussels, Antwerp, Namur and Kortrijk.

Laga offers expert advice in the fields of banking & finance, commercial, corporate/M&A, employment, IT/IP, public/administrative, restructuring, real estate and tax law. Where appropriate to ensure a seamless and comprehensive high-quality service, Laga lawyers work closely with financial, assurance and advisory, tax and consulting specialists, and with select EU and US law firms.

Laga provides thorough and practical solutions tailored to the needs of clients ranging from multinational companies, national large and medium-sized enterprises, and high net worth individuals, to government bodies.

# Mergers and Acquisitions



Our M&A practice has significantly developed over recent years. The team consists of approximately 20 lawyers. It has a strong position in the high end of the middle market and is rapidly growing in the market of large, cross-border transactions.

## Areas of expertise

Our M&A team advises and assists clients on all transaction aspects including:

- legal and process structuring
- in depth analysis of business and legal environment
- drafting and negotiating letters of intent and process letters
- legal due diligence
- corporate documentation
- finance documentation
- acquisition agreements
- management agreements
- notification with competition authorities
- post transaction support

## Credentials

### A selection of recent transactions \*

#### Pinguin

We are assisting Pinguin NV, a Belgian listed company active in the frozen vegetables industry, on its acquisition of Lutosa, one of the largest European producers of frozen potato products.

#### Agfa-Gevaert

We acted on the divestment (real estate, stock, employees) and outsourcing of logistics operations to Group H. Essers.

#### KBC Group

We advised on the acquisition of the insurance portfolio of OVMB in June 2006.

#### Option International

We advised on the recent strategic acquisition of Possio AB's wireless router business.

#### Dedigate

Laga advised the sellers of Dedigate NV (venture capital funds Nesbic, Partech Alpinvest, KBC Private Equity, Big Bang Ventures) to Terremark, a US stock listed company.

#### Krypton

Laga advised the shareholders of Krypton in the merger transaction with Metris (the two companies are spin-offs active in optical metrology).

#### Centrattec

Laga acted for the sellers of the Centrattec

group (market leader in heating equipment) on the disposal of the group to Wolseley Plc.

#### Alpha Repartition

Laga acted for the sellers (± 50 individuals) on the disposal of Alpha Repartition, a Belgian group active in the medical products distribution sector to chemists/pharmacists.

#### Diamond Industry

Laga advised the Geological Institute of America on its acquisition of a majority stake in a Belgian research and development centre in the diamond industry.

#### KSB Belgium SA

Laga assisted in the acquisition process of a Belgian company, specialised in reconditioning industrial valves.

#### Sun Oil (Belgium) NV

Laga assisted the shareholders of the company in the sale to the Italian group F.L. Selenia SpA.

#### Free Record Shop BV

Laga assisted Free Record Shop in 2006 with the takeover of the "Game Mania" group, consisting of 27 game shops all over Belgium and assists them in Q1 of 2007 with the acquisition of the Benelux distribution and set up of the "Build a Bear" formulae.

**Trimoteur Holding BV**

Laga advised Trimoteur on several M&A transactions, including the sale of Trimar and Unamar to De Keyser Thornton group (DKT) a subsidiary of the French Naxco-holding.

**Van Der Sluijs Group**

We acted as legal advisor on many of its acquisitions in 2006.

**Veolia Transport Belgium NV**

We assisted Veolia Transport Belgium with its acquisition of several leading Belgian family owned companies.

# Partner contacts



**Hilde Laga**

During her career Hilde has constantly been involved in many high-profile Corporate and M&A work cases, first as an associate at Stibbe Belgium, later as a partner with Laga. As a widely quoted authority in the field of corporate law, she has often been involved in very complex mergers and acquisitions at the request of controlling shareholders, management or public authorities. Her vast experience also made her a trusted advisor to the largest Belgian family-owned companies and their shareholders in both M&A, succession and conflict matters. In 2001, she was invited by the Belgian Commercial Court to act in a supervisory role on the Belgian bankruptcy of Lernout & Hauspie Speech Products, an internationally-famous voice recognition software company.

Hilde lectures corporate law at the University of Leuven. She holds a Ph.D. in Law, a master degree in Notary law and an additional degree in Philosophy from the University of Leuven and is member of the Supervisory Board of the C.B.F.A. (Banking, Finance and Insurance Commission).

Furthermore, she is a widely quoted authority in the field of corporate governance, a subject on which she has written numerous publications.

Hilde Laga is one of the founding partners of Laga and chairman of the Board of Directors.

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**David Roelens**

David Roelens is a partner in our corporate M&A department and specialises in mergers & acquisitions, private equity, real estate and corporate finance transactions.

David joined Laga in April 2007. He gained extensive experience in the corporate M&A department of Clifford Chance Brussels where he started his career in 1996. He also spent significant time at the Clifford Chance New York office. Prior to joining Laga, he spent two years as senior legal counsel with The Belgian Post working on the privatisation.

David's practice focuses on cross-border and domestic M&A and private equity transactions, real estate transactions, corporate law, corporate finance and equity capital markets. He also advises clients in relation to general commercial law, insolvency and restructuring issues.

A graduate from the law faculty of the University of Leuven (KUL), University of Edinburgh and FUNDP Namur, he completed an L.L.M. at the New York University School of Law and obtained a postgraduate degree in finance from the KUL.

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# Other partner profiles



**Thomas Denys**

Thomas Denys is a partner in our corporate and M&A department and specialises in mergers & acquisitions, private equity & capital market transactions, and joint ventures. Thomas started his career in the Corporate and M&A department of Allen & Overy Brussels in 1992 and became managing partner of a private equity fund in 1998. After several successful divestments he joined Laga as a partner in 2002. Thomas also has an extensive background in guiding growth companies, investors and management in M&A, private equity and capital market transactions, including leveraged buy-outs, corporate and financial restructurings and spin-offs. In particular, he acted as lead counsel in more than a dozen IPOs, SPOs and public tender offers for Belgian and foreign companies.

Thomas holds a Master of Law and a postgraduate degree in Finance from the Catholic University of Leuven, a Master in German Law from the University of Tübingen and DAAD, and a degree in Advanced Corporate Finance from the Amsterdam Institute of Finance, INSEAD. He was an Academic Assistant in Financial Law at the Law Faculty of the Catholic University of Leuven until 1998.



**Tim Baart**

Tim Baart joined Laga as a partner in June 2004 where he was also appointed partner responsible for the Antwerp office. After graduating in law from the Catholic University of Leuven, he started his career as a legal consultant at Deloitte, Brussels in 1992 and he was transferred to the Antwerp office in 1994 where he helped to set up the Antwerp legal department. In 2001, he was appointed Director of the legal department in Antwerp giving him final responsibility for a team of 12 legal consultants and 3 corporate secretarial consultants. Until joining the Bar as a lawyer in 2004, Tim was also a recognised tax consultant.

Tim's main areas of practice are corporate law and labour law. In this context he provides legal services to various large Belgian and international companies in different sectors. Further more, as the leader of the Laga Dutch desk, his client base also includes a large number of Dutch companies active in Belgium.



**Petra Sobry**

Petra is a partner at Laga focusing on M&A transactions and corporate restructuring, but also advises national and international clients on corporate law issues (including share capital operations, shareholders' agreements, stock options, IPO's and divestments). Petra also has an extensive background in drafting commercial law agreements.

She obtained her law degree from the University of Brussels (VUB) in 1993 and qualified for the Brussels Bar in 1994. Prior to joining Laga in 2001, she was legal consultant for a French accountancy company and she worked as manager within the legal department of Deloitte Tax & Legal.