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**ACTIVITY  
REPORT  
2018**

reinhardtmarvilletorre

SOCIÉTÉ D'AVOCATS

reinhardtmarvilletorre  
SOCIÉTÉ D'AVOCATS

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**Reinhart Marville Torre is a law firm of close to 60 professionals. Founded in 1990, RMT has gradually extended its services to cover all areas of business law: corporate, litigation, labour law, tax law, public law, liability & professional and industrial risks and real estate.**

**This report presents the firm's activities and gives you an overview of the operations or issues handled by our teams.**

## OUR DNA

### WHAT, IN YOUR OPINION, CHARACTERISES THE FIRM?

RMT is a firm of entrepreneurs, a completely independent French firm. All the partners, with their entrepreneurial spirit, have built their practice and client base for the good of all. The firm is characterised by the partners' willingness to pool their resources and work together for the benefit of their clients and all members of the firm. Their approach is to create value for all parties involved.

### HOW WOULD YOU EXPLAIN THE FIRM'S CONTINUING GROWTH?

From the beginning, the firm has enjoyed continued growth. This is down to the loyalty of our clients and our teams. Our teams know our clients, their problems and their cases thoroughly. Our strategy is not bottom-line focused, that isn't what we are. We practice balanced, rational management that has a single goal: our clients' satisfaction.

### HOW DO YOU VIEW THE DEVELOPMENTS IN BUSINESS LAW?

The concepts of collaborative justice and legal techs are becoming more and more widespread. Undoubtedly, all these new tools will make it possible to proceed further, and more quickly, in research tasks, for example. Also, some clients are concerned about the cost of their legal services. But closeness remains a key factor in the relationship between a firm and its client. The issues for our firm are the issues of our clients. The capacity to listen, understand and analyse the situation can never be replaced. That's what clients come to RMT to find: discussions, adaptation to the internal and external context of each matter. Tools should only continue to be used if they contribute to the added value that clients receive.

## AN ENGAGED FIRM

Each year, we support an association in its actions

**2012**

### **PERCE-NEIGE**

We contributed towards the opening of a new reception centre and sponsored the project to install a computer room adapted for disabled people

**2013**

### **APPRENTIS D'AUTEUIL**

We participated in the creation of an Orchestra class at the Apprentis d'Auteuil's Saint-François middle school

**2014**

### **ORCHESTRE DE PARIS**

Patron of the creation and outreach policy of the Orchestre de Paris and support for its educational activities

**2015 and 2016**

### **À CHACUN SON EVEREST !**

Help children suffering from leukaemia or cancer, and women in remission from breast cancer, to "heal better"

**Since 2016**

### **AFM TÉLÉTHON**

An RMT team of lawyers, administrative staff and clients took part in the Cross du Figaro cross-country race raising funds for the Telethon

**Since 2017**

### **NUIT DES RELAIS**

RMT and its staff are committed to fighting violence against women and took part in the Nuit des Relais race organised by the Fondation des Femmes

# KEY FIGURES

## RANKINGS

9 « BEST LAWYERS »

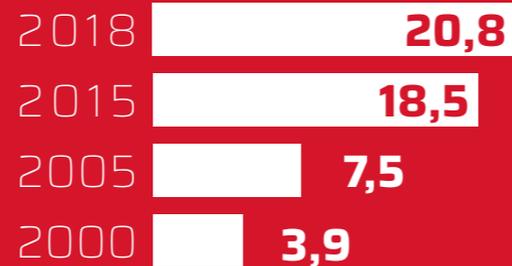
### RECOGNIZED EXPERTISE

in such international rankings as  
Legal 500 and Chambers

### PRESENT

in *Option Droit & Affaires* and *Décideurs*  
magazines' rankings

## REVENUE GROWTH IN M€



LAWYERS  
**60**

PARTNERS  
IN 2000  
**5**

PARTNERS  
IN 2018  
**20**

## SERVICE QUALITY (SOURCE: 2018 PERCEPTION SURVEY)

**72,5 %**

OF OUR CLIENTS CHOOSE US  
BASED ON RECOMMENDATION

**96 %**

OF OUR CLIENTS ARE SATISFIED  
WITH THE QUALITY OF OUR ADVICE

Member of the International  
Lawyers Network:  
5,000 lawyers  
worldwide.



## SECTORS COVERED

Banking & insurance

New technologies

Distribution

Health

Services

Restaurant industry

Agricultural sector

Industry

Transports

Sport

## AREAS OF EXPERTISE

Litigation & arbitration/criminal law

Corporate & financing

Tax law

Real estate

Public law

Product liability/  
professional and industrial risks

Labour law

# PARTNERS AND DEPARTMENTS

## LITIGATION



Louis-Marie  
ABSIL



Antoine  
DEROT



Jérôme  
MARSAUDON



Jean  
REINHART



Marc  
SUSINI

## CORPORATE & FINANCING



Laurent  
CAVALLIER



Dominique  
DERMERGUERIAN



Pierre-Menno  
de GIRARD



Jean-Baptiste  
GUILLOT



Laurent  
MARVILLE



Philippe  
TORRE

## TAX



Olivier  
GOLDSTEIN



Philippe de  
GUYENRO

## REAL ESTATE



Fleur  
GAFFINEL



Bertrand  
THOUNY

## LABOUR LAW



Olivier  
BLUCHE



Catherine  
BROUSSOT-  
MORIN



Soazig  
PRETESEILLE-  
TAILLARDAT

## LIABILITY & RISKS



Agathe  
MOREAU

## PUBLIC LAW



Lionel  
LEVAIN

# LITIGATION

Our lawyers cover the various areas of litigation, in particular contractual, commercial, financial litigation, distribution and corporate criminal litigation.

We provide our services to companies of all sizes - from start-ups and dynamic SMEs to CAC 40 companies. We also advise individuals, especially on issues they encounter as directors or shareholders.

We advise our clients from the prelitigation stage, either supporting them to negotiate amicable solutions or helping them to better prepare for future disputes.

Our lawyers are all driven by a wish to propose the solution best suited to each of the situations encountered, regardless of the method of settlement.

The team intervenes before all civil, commercial and criminal courts. We also represent our clients before arbitration boards. Lastly, we intervene before different administrative authorities, such as the French Financial Markets Authority, the French Competition Authority and, more recently, the French Anti-Corruption Agency.

## BUSINESS LAW LITIGATION

### Civil and commercial litigation

Our team has acknowledged expertise in the prevention and management of risks before any litigation procedure. It defines and proposes a strategy, then performs all the procedures and actions necessary to anticipate or forestall potential litigation. In addition to the prevention of litigation, the core activity of the litigation team consists of representing and assisting its clients in preventative and protective proceedings, investigative measures, substantive proceedings and enforcement procedures.

### Criminal Law

Our specialist lawyers intervene at all stages of the criminal proceedings, from the investigative phase conducted by a legal or an independent administrative authority through to the trial phases before criminal courts. Our team ensures that the rights of its clients are respected and helps them at each stage of the proceedings, by drawing up a defence strategy serving their interests based on the special features of each case.

### Arbitration

Our team handles all types of arbitration, whether ad-hoc or institutional. It has experience of these often-complex procedures and in-depth knowledge of the

leading arbitration regulations (CCI, AFA, CIRDI, etc). It handles all types of arbitration (CCI, AFA, CIRDI, etc).

### Mediation and conciliation

Our lawyers regularly assist their clients in mediation proceedings, whether held under the auspices of a mediation centre, such as CMAP, a mediator appointed by mutual agreement between the parties or by a court decision. They are also experienced in the conciliation procedures instituted by the courts at the start of or during proceedings.

## LITIGATION NEWS

### CREATION OF THE INTERNATIONAL CHAMBER OF THE PARIS COURT OF APPEAL

*The Court of Appeal of Paris now has an international chamber to hear appeals against judgements handed down in international commercial disputes, in particular cases from the international chamber of the Commercial Court of Paris.*

*With a view to Brexit, the aim is to strengthen the attractiveness of the Paris courts and capture a portion of the 10,000 international economic disputes heard in London each year. Unless a new agreement is negotiated with the EU, the decisions of the British courts will no longer be automatically recognised and, to be executed in the Member States, must undergo exequatur proceedings.*

*All economic and commercial litigation with an international dimension, especially those governed by a foreign law, must be directed to the international chambers.*

*The international chamber of the Court of Appeal of Paris will also have authority to deal with appeals concerning international arbitration.*

*The international chamber of the Commercial Court of Paris consists of 10 English-speaking judges with expertise in international law and common law.*

### APPOINTMENT OF MYRIAM OUABDESSELAM

*Myriam Ouabdesselam was promoted to Counsel on 1 April 2018. Myriam joined Reinhart Marville Torre in January 2011, and specialises in business litigation, especially the settlement of international commercial disputes. In particular, she has extensive experience in litigation related to distribution law and banking and financial litigation.*

*A lawyer and member of the Paris Bar since 2009, Myriam holds a Master II degree in litigation, arbitration and alternative methods of settling disputes, and a Master II degree in Business Law (DJCE) from Paris II Panthéon-Assas University. She also has a degree from King's College London (LL.M International Business Law).*

The corporate & financing team provides support to our clients in many sectors, in particular the services, technology, health, catering, distribution, energy, banking & insurance, media and sports sectors.

Our corporate & financing department handles mergers & acquisitions and private equity operations, advising our clients, companies, sports groups, entrepreneurs and investment funds, in structuring and carrying out their operations.

### STRUCTURING, NEGOTIATION AND COMPLETION OF OPERATIONS

Our team handles the carrying out of audits, the preparation and negotiation of all legal documents. It also coordinates relations with the market and administrative authorities, especially for market-based operations (IPO, share buy-back, capital increase operations).

It also regularly handles complex expansion and restructuring operations with a strategic impact for companies.

Lastly, it provides support in financial operations involving the banking market and capital markets.

The team is frequently involved in handling the French component of cross-border operations, and handles both French and English documents.

### SERVING CLIENT DEVELOPMENT OBJECTIVES

In just a few months Eurofins, a large French biotechnology company specialising in laboratory analyses, took over the French operations of the Amatsi Group, a benchmark international CDMO, from the Ekkio Capital Fund; Protec LEA, specialising in the agro-food, hygiene and environmental sectors; and Eichrom Europe, specialising in radioactivity, asbestos and chemical analyses. RMT assisted Eurofins in each of these acquisitions.

More recently, RMT provided support to Eurofins in the acquisition of Laboratoire de Bromatologie Ouest (LBO), a specialist in microbiological and physiochemical analyses of food products located in Rosporden (Finistère).

The firm's corporate team provided Eurofins with advice and support in all its growth operations in France, working with the tax and labour law teams.

### IN FRANCE AND ABROAD

Cityscoot obtained €40 M in new financing to ensure its growth in France, with a fleet of over 5,000 scooters in 2018, and internationally, with a service already available in Switzerland and Italy. The corporate team has provided support to Cityscoot since the start of its operations in 2016 and advised it in this new phase of its growth.

RMT also provided Thomson Reuters with support concerning the French aspects of the sale to Blackstone of a majority stake in its Financial & Risks activities. The overall amount of the transaction is estimated at almost 20 billion dollars.

RMT also advised the sellers in the acquisition of Densmore & Cie, a Monte Carlo company specialising in medical and cosmetic equipment, by the Ponroy Group, a 3i subsidiary. This operation will enable Ponroy to offer a new range of ophthalmic products distributed in chemists, and to boost its presence in the area of specialist medical visits.

### OPERATIONS FINANCING

The corporate team regularly advises its clients in their financial operations. Recently, the team advised Kreos Capital on a number of financing operations, in particular €20 million structured debt financing for Abivax, a biotech company developing treatments for viral and inflammatory illnesses, and for cancer.

RMT also provided support for Interxion, the European benchmark for data-centre management, on the French aspects of €1.2 billion in overall financing with a bond issue and revolving credit facility.

RMT has also represented issuers in their financing operations. In particular, on a number of occasions our team has advised the Remade Group, which specialises in reconditioning smartphones and other connected devices, in its bond issues - most recently in a €125 M debt raising operation to finance its international expansion. This operation was carried out with the participation of the Tax Law team.

### INTERDEPARTMENTAL COLLABORATION

In many transactions, there is interaction between our different departments for the benefit of the firm's clients.

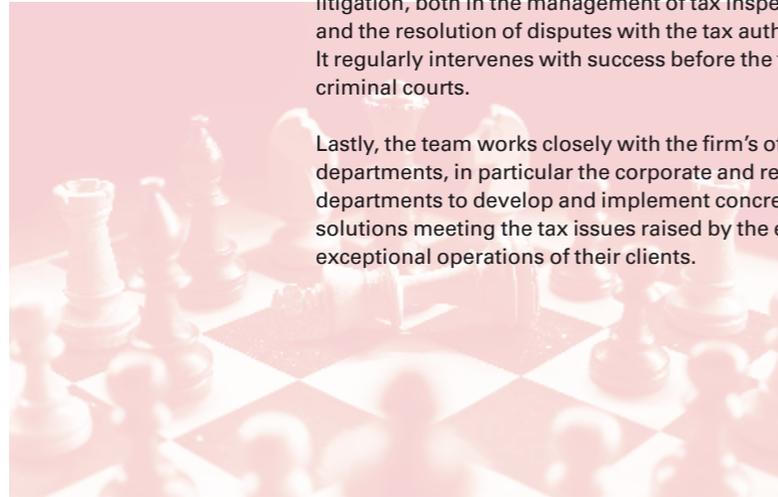
For example, we have represented the Brink's Group in the sale of its airport security subsidiary to the Seris Group, the leading independent French group in the people and property security market. The corporate and labour law departments worked closely together on this operation.

The tax law team is involved in the resolution of complex operations, providing advice and litigation services for French and foreign companies in the industrial, real estate, new technology, pharmaceutical and service sectors. It also provides services throughout the investment cycle for private equity firms, from structuring the operation to the setting up or closing of the management package.

## TAX ADVICE AND LITIGATION

The team has also gained extensive expertise in tax litigation, both in the management of tax inspections and the resolution of disputes with the tax authorities. It regularly intervenes with success before the tax and criminal courts.

Lastly, the team works closely with the firm's other departments, in particular the corporate and real estate departments to develop and implement concrete solutions meeting the tax issues raised by the everyday or exceptional operations of their clients.



### LEAD HOLDING COMPANY AND ISF EXEMPTION FOR WORK-RELATED ASSETS: THE COURT OF CASSATION RECOGNISES JOINT CONTROL

The Court of Cassation addressed for the first time, in March 2018, the issue of joint holding companies in a group. Confirming the position taken by the Rennes Court of Appeal, the High-instance Court allowed the possibility for a group of companies to be controlled by several holding companies.

An individual held, through a personal holding company, a minority stake of about 34% of the capital of the acquiring holding company of an industrial group constituted as part of an LBO operation. Under the shareholders' agreement concluded between the personal holding company and the majority shareholder of the acquiring holding company, it was agreed that the latter's chairperson would be assisted by an executive committee and a strategic committee.

The tax-payer was a member of these two committees as representative of his or her personal holding company. In consideration, this individual billed the corresponding services to the acquiring holding company.

Contesting the controlling nature of the tax-payer's personal holding company, the tax authority refused to allow the tax-payer to benefit from the ISF exemption for work-related assets.

The jurisprudence had already had occasion to censure the administrative requirement concerning control of all the subsidiaries of a single holding company, or the scale of the resources deployed. This time, the Court of Cassation found against its restrictive interpretation of the concept of control. The High-instance Court recognised its role in controlling the group and also considered irrelevant the fact that the acquiring holding company also had the characteristics of a lead holding company.

This jurisprudence decision in favour of tax-payers should retain its full scope in the future.

## AREAS OF INTERVENTION

- CORPORATE TAX STRATEGY
- TAX ASPECTS OF TRANSACTIONS
- TAX AUDIT FOR MERGERS AND ACQUISITIONS
- TAX OPTIMISATION OF CASH FLOWS AND FINANCING REQUIREMENTS
- TRANSFER PRICE AND MANAGEMENT OF INTRA-GROUP AGREEMENTS
- INTEGRATION OF STRUCTURES (POST DEAL INTEGRATION)
- MANAGEMENT PACKAGE AND ASSET TAX MANAGEMENT FOR DIRECTORS
- REAL ESTATE TAXES AND REAL ESTATE TRANSACTIONS
- ASSISTANCE WITH INSPECTIONS AND NEGOTIATIONS WITH TAX AUTHORITIES
- MANAGEMENT OF THE PRE-LITIGATION AND LITIGATION PHASE OF TAX PROCEDURES
- TAX FRAUD LITIGATION

# REAL ESTATE

The real estate department provides advice and litigation services to private and public investors, French and foreign industrial groups, and also major international chains in the distribution and catering sectors.

The team has gained acknowledged expertise in property law and in urban planning, especially commercial urban planning. In particular, it handles such matters as real estate development or commercial lease cases concerning office, retail or logistics holdings and construction, co-ownership rights, restructuring or real estate financing contracts.

## URBAN PLANNING, COMMERCIAL LEASES, DEVELOPMENT, LITIGATION...

From the development of projects to their implementation, through to the settlement of litigation, all the steps benefit from specific support that incorporates the legal constraints specific to each situation.

The firm also has expertise in environmental law related to issues concerning classified installations and soil pollution.

The team works closely with the firm's other departments, on the corporate and tax aspects in particular but also with regard to real estate financing, distribution law and public law. It can also set up a dedicated team for each project.

## KFC FRANCE

*The KFC Group is expanding the franchising of its restaurants. As such, the company disposed of close to 60 restaurants in France to the Polish AmRest Group, strengthening its position in Europe. This operation thus marks a new step in the deployment of KFC's growth strategy in France through the franchise model, and will enable new restaurants to be opened more quickly. The real estate team was advisor to KFC in this operation, working with the corporate and labour law teams.*

## AVIVA INVESTORS

*The real estate team advised Aviva Investors real estate France in the signature of the lease for the entire Le Prisme building in Châtillon by Orano (15,000 sq. m).*

## VALIMMO

*RMT provided support to Valimmo in its development through the acquisition of a real estate portfolio at Plan de Campagne, with a team comprising members from the real estate, tax and corporate teams. The team also assisted Valimmo in its project to acquire retail parks in western France.*

## PAREF GESTION

*RMT advised the Interpierre France real estate investment fund in negotiating an off-plan lease for Aquarese Industries, and negotiating a real estate development contract with CG2I (Groupe Gagneraud Construction).*

## MCDONALD'S

*Our team regularly represents McDonald's, in particular with regard to the opening of restaurants. Recently, the Administrative Court of Appeal of Bordeaux issued a decision in favour of McDonald's in its dispute with Dolus d'Oléron Town Hall concerning the issuing of its construction permit. The Town Hall was compelled to issue the construction permit subject to a penalty of €300 per day of delay.*

# LABOUR LAW

The labour law team provides support to French and international companies and directors, in all areas of employment law and social security law.

In an area where advice and defence are not separable, the team leverages its dual expertise to provide an integrated, responsive and effective approach. From adaptations to meet legislative changes to the prevention of litigation, and providing support in the most complex litigation, it aims to provide precise and pragmatic solutions.

## ALL AREAS OF LABOUR LAW

### Individual and collective disputes

Our specialists have extensive expertise in issues linked to company restructuring plans/employment preservation plans and to the associated individual and collective disputes, in particular group litigation involving a large number of employees. Very much involved in sensitive litigation cases concerning discrimination or harassment in particular, they are also acknowledged key figures in handling cases concerning directors' departures and liability of heads of businesses.

They also provide our clients with support in overseeing their URSSAF audits and the associated litigation.

### Criminal labour law

The criminal labour law team, which has extensive experience in criminal proceedings, offers comprehensive support to companies and their directors, from investigation to trial, with regard to criminal offences linked to employment (illicit work, workplace accidents, moral or sexual harassment, discrimination, obstruction, etc). As such, it offers a range of services and expertise that is rare in the market.

The team works independently or with the firm's other departments on the formative projects of our clients, in particular in the context of acquisition, restructuring or reorganisation projects. Its knowledge of its clients also enables it to anticipate changes in social legislation and propose new solutions or innovative avenues of thought.

## SOCIAL LAW NEWS

### OPÉRA DE PARIS WHISTLEBLOWERS

*Olivier Bluche assisted the Opéra de Paris whistleblowers in their fight for freedom of expression and against harassment.*

*In an internal survey, distributed to the press in Spring 2018, a majority of the Opéra de Paris ballet dancers stated that they had already been a victim of or witnessed harassment in the institution. The Opéra de Paris management penalised several of our clients for taking part in producing this survey, and initiated proceedings to make one of them revoke what was deemed a fraudulent union appointment.*

*Although the case had been referred to it by the Opéra de Paris, the Paris Court not only rejected its case but also found against it, thereby upholding our client's counterclaims.*

### WORKPLACE HARASSMENT

*RMT is a member of the International Lawyers Network (ILN), which comprises over 5,000 lawyers worldwide. In this regard, Catherine Broussot-Morin helped to prepare a report covering the definition of harassment in France, its impacts on the company and the issues that the directors had to consider in the day-to-day management of their human resources. This 100-page report was co-authored with representatives from each country in which ILN had a presence.*

# LIABILITY & PROFESSIONAL AND INDUSTRIAL RISKS

The product liability/professional & industrial risks team has extensive expertise in the field of industrial risks, defective products, in regulatory and compliance matters, and in the problems arising from workplace accidents, occupational diseases, and the management of insurance disputes.

## RISK MANAGEMENT AND PREVENTION

Having expertise in the area of professional risks, the services it provides include the prevention of risks linked to workplace accidents and occupational diseases, the management of costs in conjunction with “third-party payers”, and the deployment of delegations of power in anticipation of criminal liability being invoked. Mobilised immediately after accidents occur for crisis management and to monitor investigations, the team also defends the interests of its clients - the legal entity and the directors - in any resulting criminal or civil litigation, including in the specialist courts or during technical appraisals and medical examinations.

The team also has acknowledged expertise in the areas of product and service liability and industrial risks. It provides support to its clients with regard to regulatory issues, during investigations (administrative and legal) and for following up criminal and civil litigation.

It intervenes in most sectors of the economy (industrial, agricultural sector, civil engineering, defence industry, service, agro-food, etc), mandated by companies and their directors, and by insurance companies, to defend the interests of insured parties and the issues related to the application of cover.

## LIABILITY & PROFESSIONAL AND INDUSTRIAL RISKS NEWS

### RISK PREVENTION AND MANAGEMENT DURING HEALTH CRISES

*The contaminated milk scandal began in November 2017. Many babies required treatment, even hospitalisation, after drinking baby formula produced by Lactalis. Following late product recalls, Lactalis undertook a few weeks later to pay compensation for all damages. In spite of this, the industrial risk became a human risk, engaging the liability of both the company, as producer, and the distributors.*

*In Summer 2017, another health scandal broke. Millions of eggs were withdrawn from sale in a number of countries, suspected of having been contaminated with Fipronil, an insecticide authorised for use on pets but prohibited from use throughout the food chain. This affected many players in the sector, distributors, wholesalers and producers, impacting their business and engaging their liability.*

*RMT was asked to intervene in these two cases, advising its clients - distributors or subcontractors - faced with industrial risks, their liability being incurred during the investigations and in any litigation, whether civil or criminal, and also for the compensation for their own losses.*

### THE INSURER'S PLACE IN CRIMINAL PROCEEDINGS IS STILL LIMITED

*In 1983 a legislative reform, designed to be in the interest of victims, opened the possibility of insurers being involved in criminal proceedings. While this involvement, whether voluntary or non-voluntary, was undoubtedly an advance enabling better compensation for civil parties, it remains tightly regulated, often complex, and, for some, largely insufficient.*

*The insurer's presence in the criminal proceedings may, however, appear paradoxical, the criminal proceedings being considered to be the defence of the public interest whereas the claim for compensation, a fortiori involving an insurer, concerns private, financial interests not involved in the defence of the public interest.*

*To prevent an increase in the number of litigation cases, detrimental to the victims and insurers, frequently linked to compensation claims arising at the end of the criminal proceedings, the legislator remedied this*

*situation by strengthening protection for victims of an offence, and by granting the possibility for insurers to have access to criminal courts, through voluntary or non-voluntary intervention.*

*This reform had been designed strictly in the interest of the victims, not the insurers. This aim explains why this intervention remains limited, both in terms of the possibilities and conditions of this intervention, its effects and the grounds of defence likely to be invoked by the insurers.*

*Which insurers? The insurer for the accused, the party with civil liability, and the victim's insurer. At what point during the proceedings? Before a final judgement has been handed down. What offences? The insurer's intervention is restricted to homicide and unintentional injury offences.*

*The effect of the insurer's intervention in the criminal proceedings usually only entails the judgement being binding on the insurer, with no possibility of penalising it or of it presenting a full defence. This reform therefore remains a disappointment since its effects are very limited, even though judgements in criminal cases may have a significant impact on the future defence before a civil court.*

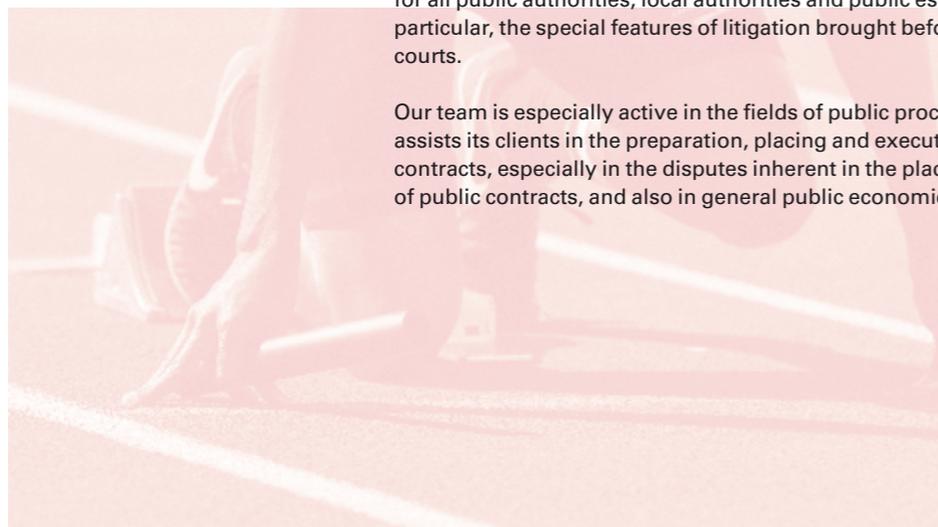
# PUBLIC LAW

The public law team provides advice and litigation services to national and local public authorities and their private industrial partners and service providers.

## ADVICE AND LITIGATION SERVICES FOR PUBLIC STAKEHOLDERS AND THEIR PARTNERS

It handles all areas of public business law with an expertise based on solid experience of the special requirements of the sector: complex, renewed regulatory and legal framework, specific aims and methods of operation for all public authorities, local authorities and public establishments in particular, the special features of litigation brought before administrative courts.

Our team is especially active in the fields of public procurement, and assists its clients in the preparation, placing and execution of public contracts, especially in the disputes inherent in the placing and execution of public contracts, and also in general public economic law.



## SECTORS OF ACTIVITY

RAIL AND ROAD TRANSPORT  
AIRPORT INFRASTRUCTURES, MARITIME AND RIVER PORT INSTALLATIONS  
LOCAL PUBLIC SERVICES (TRANSPORT, WATER, WASTE COLLECTION AND TREATMENT, DISTRICT HEATING, STREET FURNITURE, ETC)  
SECURITY AND DEFENCE INDUSTRIES, NEW TECHNOLOGY  
SPORTS FACILITIES, CULTURAL FACILITIES  
LITIGATION REGIME FOR EXCLUSIVE LICENCES TO PROSPECT FOR LIQUID AND GASEOUS HYDROCARBONS

## PUBLIC LAW NEWS

### NEW PARIS VÉLIB

RMT assisted and represented Smovengo, the new holder (from 1<sup>st</sup> January 2018) of the Vélib contract awarded for the next fifteen years by the private-public entity Autolib' Vélib' Métropole, in the litigation brought by the previous operator, JC Decaux.

This action contesting the regularity of the procurement procedure and the validity of the contract, was rejected by the administrative judge in summary and in substance.

Smovengo's shareholders are the companies Smoove, Indigo (Vinci Group), Mobivia and Moventia.

### A HOTEL AT THE CHÂTEAU OF VERSAILLES

A luxury hotel is going to be built in the Château of Versailles estate. Following a competitive tendering procedure, the public establishment Château et du Domaine National de Versailles selected the consortium formed by LOV Hôtel Collection and Alain Ducasse Entreprise to carry out this top-end hotel project.

The hotel, with its décor inspired by the 18th century, must include twenty rooms and a gastronomic restaurant managed by the famous chef.

Our public law team advised the operating company, a subsidiary of the Lov Group, on all the issues related to public contract law.

### EXPLORATION AND EXPLOITATION OF HYDROCARBONS IN FRANCE

In a judgement issued on 27 June 2018, the Council of State considered that the gradual phasing out of the exploration and exploitation of hydrocarbons in France was in line with the Constitution, but left open the possibility for various operators to seek redress under compensatory law. Since the "Hulot" law of 30 December 2017, France has no longer issued exclusive licences to prospect for liquid and gaseous hydrocarbons.

The public law team is advising and representing economic operators holding exclusive prospecting licences in litigation relating to the issuing of titles and the compensation procedures related to the application of the law.

# COMPE- TITION & DISTRIBU- TION

The distribution/competition team provides advice and litigation services to, in particular, major players in the mass retail, agro-food, catering and healthcare sectors. It handles all areas of distribution law, contract law, competition law and compliance.

## DISTRIBUTION, COMPETITION, CONTRACTS AND COMPLIANCE

### Distribution

The team has in-depth knowledge of relationships between manufacturers and distributors, and of the regular practices of distribution networks. In this respect, it is regularly called on in the setting up of distribution systems (creation of contractual documents and reorganisation of networks, in particular by creating a master franchise). The team also plays a role in all the relationships between the network head and its affiliates, and in the relationships with the partners (supervising negotiations, commercial negotiations, termination of commercial relationships, etc).

### Competition

The team provides advice and litigation services in civil and commercial courts, and also before administrative authorities, such as the French Competition Authority. It handles issues concerning restrictive competition practices (termination of established commercial relationships, delisting, significant imbalance) and issues concerning anti-competitive practices (pricing agreements, abuse of a dominant position) and, lastly, issues concerning merger control (controllability of the operation and notifying the French Competition Agency).

### Compliance

The team deals extensively with all the issues concerning prohibited interests in order to ensure the probity of commercial relationships. More specifically, the team handles the compliance obligations arising from the Sapin II Law and the transparency obligations under health law.

## COMPETITION NEWS

### PURCHASING ALLIANCE IN THE DIY SECTOR

*The competition/distribution team assisted the company Mr Bricolage in the setting up of a purchasing alliance with the company Cdiscount.*

*This agreement, negotiated and implemented within a very short timeframe, enables two of the sector's key players to combine negotiations for part of their purchase terms and conditions with some French suppliers.*

### COMPLIANCE PROGRAMME

*Following the entry into force of the Sapin II Law, the competition/distribution team assisted a number of manufacturers to audit their internal resources and set up their compliance programmes (Code of Good Practice, whistleblowing procedures, risk mapping).*

### RATIFICATION OF THE ORDER ON THE REFORM OF CONTRACT LAW

*The law ratifying the Order on contract law reform of 10 February 2016 was finally published on 21 April 2018. After the Order had been in operation for a year and a half, feedback from practitioners led Parliament to make twenty-two changes. The purely interpretative ones entered into force retroactively as of 1<sup>st</sup> October 2016, while those introducing a new provision would enter into force on 1<sup>st</sup> October 2018.*

*The most significant changes concern, in particular, the definition of the standard terms agreement, the annulment of the proposal in the event of death, and the continuation of the power of judicial review for a contract impacted by frustration of purpose. The mechanism for unilaterally reducing the price in the event of the imperfect performance of a service was also introduced as a new penalty for non-performance.*

*In this respect, the team updated the contractual documents of a number of manufacturers for compliance (pre-contractual information pack, affiliation agreement, General terms and conditions of sale, etc).*

In addition to the operations described within this report, our teams have been involved in many other projects this year. They recently acted as advisor for:

## **GENERALI REAL ESTATE FRANCE**

We are providing support to Generali real estate France on behalf of SCI Bois-Colombes Europe Avenue in the leasing or renewal of all leases for Campus Europe Avenue at Bois Colombes (60,000 sq.m).

## **FACTORIA**

Reinhart Marville Torre advised FACTORIA GROUP, specialising in office, telecom and IT solutions for businesses, in several external growth operations at the end of 2018. The corporate team represented the group in the Burotic Service, Digital Access, AJ Copieurs and PAJ Informatique acquisitions.

## **KREOS/CELLNOVO**

Cellnovo, an independent medical equipment company specialising in diabetes, finalised a new €20 M financing agreement with Kreos Capital, Europe's leading provider of debt financing solutions to high-debt companies. Our Financing team was advisor to its long-term client, Kreos Capital, in this transaction.

## **AVIVA INVESTORS REAL ESTATE**

RMT advised Aviva Investors Real Estate on behalf of Logiprime Europ in the leasing by a ready-to-wear company of the extension to a logistics warehouse, and in the signature of a future lease on the whole logistics platform (50,000 sq.m).

## **LE COMPTOIR LOCAL**

A start-up, created in 2015, specialising in home deliveries of fresh and local food products in the Greater Paris area, Le Comptoir Local joined La Ruche qui dit Oui, which specialises in short food circuits between producers and consumers. This alliance will enable members of Greater Paris assemblies to offer home deliveries to their clients.

RMT's corporate team advised Le Comptoir Local's founders who signed a strategic partnership with La Ruche qui dit Oui.

## **EUROCYCLEUR**

RMT provided support to Eurocycleur, specialising in coin counting kiosks installed in major retailers, in its purchase by Coinstar, LLC, one of the largest suppliers of automated kiosks. Created in 2005, Eurocycleur offers electronic banking and marketing services through 625 self-service kiosks allowing you to convert your change into purchase vouchers, credit your loyalty card, participate in games and make donations to associations. RMT was advisor to Eurocycleur's founders in this operation.

## **GDPR COMPLIANCE**

RMT assists a large number of companies in their compliance with the regulation, preparation and establishment of the regulatory framework related to GDPR: risk mapping and audit, compliance programme, impact analysis, updating of tools, and support in their controls and litigation before the supervisory authorities.

## **PUBLICATIONS RELATED TO OPERATIONS**

Philippe Torre co-authored, with Christian Hausmann, the 2018 version of "Les garanties de passif" [Liability guarantees], published by EFE. This book provides all the practical information on how best to manage the takeover of a business, in particular aspects relating to negotiating, drawing up and implementing liability guarantees.

Pierre-Menno de Girard and Charles-Audouin Pascaud from the corporate department contributed to the production of the new Corporate Guide published by the International Lawyers Network. This guide focuses on the procedures for setting up a business in the various jurisdictions concerned, and provides a tool that can be readily applied by those who have such a project.

Our lawyers regularly publish news flashes or newsletters on the latest trends in the market or business sectors of their clients. This information is available on the firm's website, [www.rmt.fr](http://www.rmt.fr), or on its LinkedIn page.



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