

Teralia Abogados

Personalised legal practice



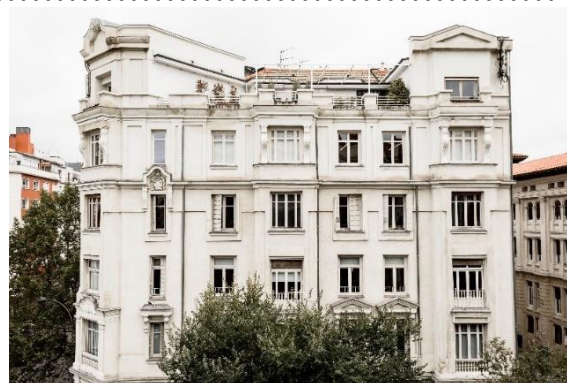
TERALIA
A B O G A D O S

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The firm

TERALIA ABOGADOS was formed in 2017, fulfilling its founders long-standing desire to launch a project in which the exercising of the legal profession would recover its essence, in terms of both professional practice and the approach to be taken in our relations with clients.



PHILOSOPHY. Our extensive experience in recognised local and international law firms has shown us that the trust and loyalty granted to us by the vast majority of our clients, who have accompanied us over the years in the numerous professional projects we have carried out, is due, in addition to our professional, prudent, serious and efficient performance, to the closeness, trust and sincerity that underpin our relationships, distancing ourselves from criteria that focus only on profitability, ratios and formulas which,



unfortunately, are the rule nowadays. For us, everything that occurs to a client is important and high-priority, and requires our entire attention. Although exercising the legal profession is our livelihood, we understand that the maximum profitability that can be obtained from a client is achieving their full satisfaction with our professional performance and consequently their trust with respect to any need in which our involvement might be required.

Our professional careers have been developed mainly in the commercial field, although, thanks to the relationships created over the years and the approach we take to exercising the legal profession, we also have individual clients at present to whom we provide our advice and assistance in line with the principles mentioned above. At the end of the day, for both individuals and legal entities, in any relationship there are needs and concerns that have to be dealt with, specific circumstances, desires and objectives that deserve all our dedication and attention.

ted over the years, we work with collaborating law firms in legal disciplines that do not form part of our specialities which en

In conclusion, whether to provide comprehensive coverage of our clients' varying service needs or simply to deal with one-off issues, we are able to offer, either through the involvement of TERALIA ABOGADOS or via our collaborating firms, professional services in practically all areas of law with associates of the highest level across a full range of legal disciplines.

“We do not tell our clients what they want to hear and we do not offer them services they do not need”

Our Services

The Firm's activity focuses on offering comprehensive advisory services to companies and individuals, mainly comprising the following legal practice areas:

MAIN PRACTICE AREAS

- COMMERCIAL LAW (COMPANY LAW, CONTRACTS, BUSINESS ACQUISITIONS)
- LITIGATION AND ARBITRATION
- INSOLVENCY LAW AND RESTRUCTURING
- CIVIL LAW
- TAX LAW
- EMPLOYMENT LAW
- CORPORATE GOVERNANCE AND COMPLIANCE
- PHARMACEUTICAL LAW

Commercial Law (company law, contracts, business acquisitions)

design of the optimal structure for carrying out the project, negotiation of any shareholder agreements and their full implementation.

Our experience in the company-law area allows us to provide advice to all kinds of enterprises in their business development, from their initial incorporation, through the various processes for adopting resolutions in the context of both the board of directors and the general shareholders' meeting, to the most complex resolutions on business integration or restructuring, such as mergers, demergers, groupings, etc., including planning and implementation.

In relation to the acquisition of companies or business groups, we can offer our clients as much help as they need in their decision-making process: due diligence work on the companies to be acquired, including their financial situation and possible contingencies,



By way of example, set out below are the areas that most typically require our involvement in the commercial-law field:

- Advice on the formation and restructuring of companies and corporate groups through the planning and implementation of the most appropriate corporate structures, and on the drafting and negotiation of related contracts and documents.
- Advice to individuals and legal entities over the various stages of the business acquisition processes: LOI and MOU; Due Diligence; Share Purchase Agreement (SPA) and guarantees, including the preparation of legal documentation and assistance during the entire negotiation process until the transaction is completed.
- Drafting, negotiation and implementation of shareholder agreements (qualified majority, restrictions on share transfers, purchase and

We also have experience in the management and resolution of



and reports that may be necessary on any relevant matters or situations.

sale options, tag- along and drag-along rights, business management, dividend payments, composition of the company's administrative and management bodies, exercising of voting rights, etc.).

- Business succession. Advice on, design and implementation of Family Protocols.
- Business advice to companies, their shareholders, directors and managers in matters affecting companies' day-to-day activities.
- Company secretary duties, preparation and execution of minutes and certificates related to both the day-to-day operations of trading companies and more exceptional corporate transactions.
- Keeping of corporate books and records.
- Director and senior management remuneration.
- Advice on and drafting of contracts and agreements, such as sale, purchase or supply contracts for goods and services, distribution and manufacturing contracts, and franchise, agency and licensing agreements.
- Negotiation in and drafting of engineering and construction project contracts.
- Advice on, management and implementation of structural modification procedures (mergers, demergers, split-offs, contributions of business lines, global transfers of assets and liabilities), in the

domestic, intra-community and international areas.

- We take part in real-estate transactions (sale and purchase agreements, lease agreements)
- Assistance in litigation processes.
- We advise on regulatory matters for clients operating in regulated sectors.
- Preparation of reports and opinions on any legal issues that are submitted for our analysis.

***“We are
convinced that
our values are
the key to our
success”***

Litigation and Arbitration

In the procedural area, our lawyers handle litigation involving conflicts in the fields of civil and commercial law, economic issues involving criminal liability, employment legislation and contentious-administrative legislation, assuming the legal defence of our clients' interests through all the procedural stages of judicial

and arbitration proceedings.

Based on our experience, we place considerable emphasis on advising in pre-conflict situations (prior to litigation), because our philosophy in this practice is to avoid, to the extent possible, any judicial procedure as a solution to conflicts, striving to take advantage of all available solutions via negotiation or out-of-court settlements. We therefore pay particular attention to the provision of preventive advice to avoid judicial procedures, ensure the best possible position for our clients in the event of a judicial conflict, and plan and implement the most appropriate procedural strategy.

We have extensive experience in judicial and arbitration proceedings particularly in the fields of civil and commercial law, which, by way of example, include the following:

- Corporate litigation: conflicts between shareholders, directors' liability, contesting of corporate resolutions adopted by the general meeting of shareholders or by the governing bodies.
- Defence of chief executives, directors and other members directly dependent on a company's Board of Directors before the Commercial Courts in cases involving

litigation on the grounds of their personal and professional liability.

- Conflicts arising from representations and warranties in M&A operations
- Real-estate litigation and conflicts involving lease agreements.
- Commercial conflicts arising from service, agency, distribution, franchise, concession, construction and engineering contracts and joint ventures, among others.
- Litigation related to Intellectual and Industrial Property.
- Unfair competition and advertising conflicts in both the civil and criminal courts, and in administrative proceedings and before self-regulatory bodies such as Autocontrol.
- Enforcement of judgements and arbitral awards.
- Conflicts related to insurance contracts.
- Review of litigation or pre-litigation situations in due diligence processes.
- Contractual, product and professional liability.
- Claims due to medical malpractice.
- Criminal proceedings in the economic area.
- Procedures involving inheritance and succession.

Insolvency law and Restructuring

MEET OUR SPECIALISTS

Our team, in collaboration with the management teams of companies in business crisis situations, provide the necessary advice for complying with the obligations required in such circumstances, in order to avoid the potential personal liability of directors and managers, and represent the company's interests in insolvency proceedings until the approval of the settlement that enables it to continue in business or, as appropriate, agrees its liquidation.

In this area, at **TERALIA ABOGADOS**:

- We analyse, among other issues, our clients' track record, business issues, market position, debt structure and assets to help them manage crisis situations.
- We help in the design of debt restructuring strategies and in negotiations with creditors.
- We assist in the filing and processing of pre-insolvency and insolvency suits with the Commercial Courts, focusing on the protection of the client's business and assets.
- We help our clients in the process for selling their businesses and/or production units both in Spain and abroad.

Civil Law

Thanks to our professionals' track records, Teralia Abogados is able to offer its services to individuals and legal entities in the most diverse areas of civil law.

In this area, the negotiation and formalisation of all types of contractual relationships deserve special attention, as well as the defence of our clients' interests in succession processes and in the area of legal relations centred on property rights, and in the field of family law, successions and contracts, horizontal property and leases.

For illustrative purposes, we are involved in the following areas:

- Drafting and negotiation of contracts between individuals or between individuals and legal entities.
- Successions and inheritances.
- Marital proceedings (divorces and



- We represent our clients' interests as creditors of third parties in insolvency situations. We also provide advice on bidding processes for the purchase of the production units or assets of insolvent companies, assisting in the process for acquiring them.

separations, provisional measures) and common-law marriage disputes (precautionary measures and parental issues).

- Disability recognition procedures.
- Pecuniary claims.
- Easements and actions involving land title recognition.
- Real estate purchase, sale and leasing.

- Formation of associations and foundations.
- Formation of professional partnerships and joint

“We analyse the overall situation and seek a solution that fits our client's needs”

- Corporate tax advice.
- Taxation of non-residents and expatriates.

Tax Law

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We provide comprehensive advice to companies and individuals on their tax-related needs.

We specialise mainly in specific areas such as international taxation, tax planning, real-estate transactions, family business taxation and taxation in succession law.

We also provide ongoing advice on these matters for the purpose of tax optimisation and to avoid contentious situations, and assistance in procedural issues such as tax inspections, appeals and claims in economic or administrative litigation.

This area also has extensive experience in due diligence processes and tax audits.

More specifically, our professional involvement in this area focuses on:

- Tax advice on national and international transactions (mergers and acquisitions, real-estate transactions, etc.).
- Tax planning and restructuring of companies or their assets.

**MEET OUR
SPECIALISTS**

- Analysis of tax issues in due diligence processes.
- Advice on domestic and

- international taxation.
- Tax incentives for investors.
- Design and review of transfer pricing policies and analysis of transactions between related parties.
- Wealth planning.
- Advice and defence before tax authorities and administrative courts in relation to tax management, collection, penalties and inspection procedures.
- Legal defence in court cases.

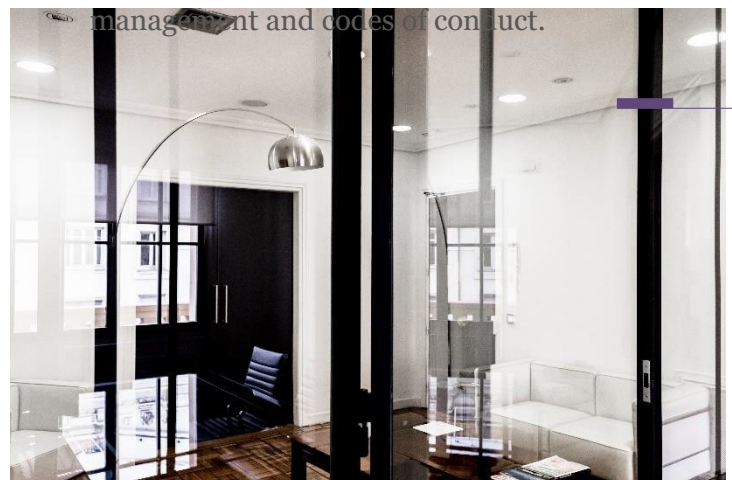
Employment Law

In the Employment Law area, TERALIA ABOGADOS provides advice on all issues related to employment and Social Security legislation, offering top-quality services in the defence of our clients' interests.

Our activity focuses on ongoing general and specific advice on any employment and Social Security issue, including:

- Organisation chart planning: recruitment, restructuring, layoffs, alterations to individual and collective working conditions.
- Individual and collective redundancy proceedings.
- Negotiation of Collective Agreements.
- Design and implementation of remuneration systems and stock option plans.
- Pension plans, early retirement and relations with the Social Security authorities.
- Restructuring and outsourcing strategies.
- Negotiation and drafting of senior

- Compliance with regulations on occupational hazards, safety and health.
- Analysis of employment and Social Security implications in due-diligence processes.
- Legal representation and defence before administrative bodies: conciliation units, employment and Social Security inspections.
- Legal defence before the commercial courts.
- Exclusivity, non-competition and other specific individualised agreements.
- Functional and geographical mobility, work time management and codes of conduct.



- Expatriate workers.

Corporate Governance and Compliance

Our firm has advised different types of companies on the preparation of their Codes of Ethics and Conduct Guidelines and the implementation of procedures and policies to allow the degree of compliance with their formal obligations to be verified, both internally and externally, thereby avoiding or, where appropriate, managing the risk inherent to compliance with those obligations.

Likewise, in collaboration with other professionals, we assist in the establishment and implementation of action protocols and preventive and effective response measures in relation to potential criminal conduct that could entail the criminal liability of legal entities.

“We offer our clients a very personalised kind of legal practice”

In this area, principally:

- We advise shareholders, administrative bodies and management committees on compliance practices and corporate governance, drafting of memoranda, codes of ethics and conduct, internal regulations, and compliance and reporting channels.
- We advise our clients on the implementation of efficient monitoring systems for the prevention of corporate crime and compliance with the applicable legislation.
products and food supplements.

Some of the services we provide in this area are:

- Laboratory implementation structures -manufacturer, retail licence-holder and local representative-.
- Obligations of pharmaceutical laboratories in their relations with the administration. Penalty regime.

Our firm regularly provides pharmaceutical laboratories and medical technology companies, both local and international, with advice on laws and regulations governing medicines, health

- Purchase and sale of medicinal products for human use and



professionals, scientific associations and health organisations.

- Code of Good Practice: compliance with the Code in relations with health professionals, scientific associations, health organisations and patient associations.
- Administrative procedures with the Ministry of Health, Consumption and Social Welfare in relation to the application of the reference price system for medicinal products in the National Health System and its annual update.
- Procedures for individualised reviews of medicine prices. Applications to raise prices.

We belong to Teralia



José Ramón Cadahía Casla

Experience

José Ramón has pursued his career in various law firms, such as Estudio Legal Abogados and PwC Tax & Legal Services. He has lectured in the Master in Advocacy at San Pablo CEU.

Areas of specialisation

Commercial law: Restructurings; mergers and acquisitions.
Commercial and civil law litigation.
Private law. Successions

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Borja Sanz Mardomingo

Experience

Borja has pursued his career in various law firms, such as Bufete Armero, Estudio Legal Abogados and PwC Tax & Legal Services. He has lectured at IE Law School and in the Master in Business and Maritime Law at the IME-ICADE Business School of the Comillas Pontifical University

Areas of specialisation

Judicial and arbitral litigation in the corporate area.
Sectors: construction and engineering, industrial property, distribution
Competition law.
Contract law and law of successions.

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Borja Valgañón Solanas

Experience

Borja has pursued his career in various law firms, mainly BDO Abogados and, more recently, in Briz Jurídico Tributario

Areas of specialisation

Commercial Law and Company

Law. Contract law.

Business Restructuring and M&A. Regulatory compliance.

Private law.

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Luis Siles Martín

Experience

Luis spent a large part of his career at PwC Tax & Legal Services, providing advice to leading multinational and Spanish groups with particular reference to the health, pharmaceutical, industrial and consumer sectors.

Areas of specialisation

Commercial law: Company secretary services; corporate restructurings; due diligence; M&A; joint ventures; contracts.

Commercial and civil law litigation.

Contracting and regulation in the pharmaceutical and health sectors.

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Ángela López García-Gallo

Experience

Ángela has skills in team management, decision making, negotiation and judicial defence, and has pursued her career in various areas of law, advising both companies and individuals.

Areas of specialisation

Civil Law: family, inheritance, horizontal property. Contentious-Administrative: public employment, public procurement, regulated sectors (health, postal).

Employment Law: contract termination, substantial changes, work-life balance, employment inspections, occupational accidents.

Criminal Law: swindles, financial crime, corporate crime.

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Jacobo Martí-Fluxá Navarro

Experience

Jacobo has pursued his career in various law firms, such as PwC Tax & Legal Services, Briz Jurídico Tributario and, more recently, Alezes Abogados.

Areas of specialisation

Tax law.

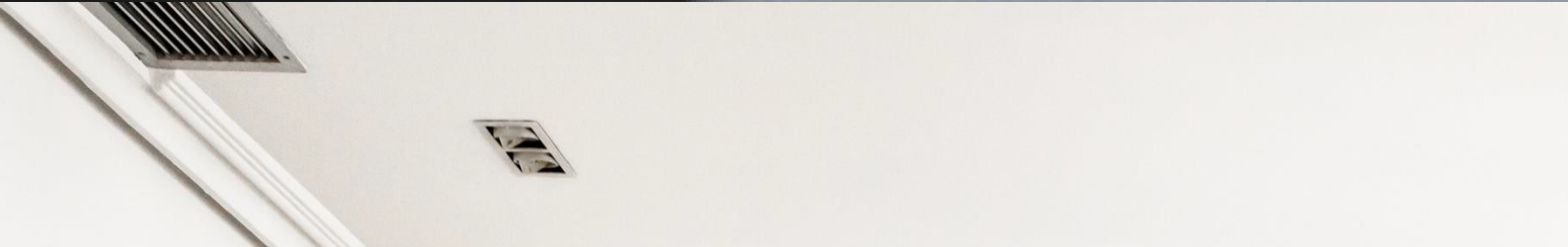
Public law and pharmaceutical regulations

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