

# BUSINESS LAW

## CORPORATE, COMMERCIAL, COMPLIANCE & EMPLOYMENT

Crowell & Moring provides a full array of integrated legal services to assist companies set up, manage, structure and develop their business in all its aspects. We assist our clients with corporate, commercial, compliance and employment issues. We also work closely together with other European and U.S.-based Crowell & Moring lawyers focusing on antitrust, international trade, communications, IP, health care and government contracts law to provide full-service legal representation.

Our litigation practice covers the full spectrum of business law disputes. We regularly assist clients in cross border issues particularly in Europe and the United States and the specific issues raised by such multi-jurisdictional disputes. In Europe we represent clients at all levels of the civil and criminal court system, up to and including the European Court of Justice. We act before all relevant administrative bodies, and are well known for our arbitration experience in various venues.

Our team includes lawyers from various disciplines focused on learning about our clients' business, which allows us to provide ad hoc and creative advice, taking into account all aspects of their needs and opportunities.

*"Crowell & Moring 'stands out in terms of reliability'"* Legal 500 EMEA, 2016

Our business law practice has been described as excellent. We have facts, statistics and accolades to prove it. But there is more to our strength than pie charts, percentages and pats on the back. Our success is the result of a close working relationship with our clients to find creative and innovative solutions to their business needs and issues. When we say we are "Strong Beyond Measure", it is not merely an advertising slogan. It is the reason our clients keep coming back to us.

*"Crowell & Moring's 'very efficient' team provides 'thoughtful legal advice' and 'great value for money'. The firm acts for clients on general advisory and contentious matters, and is particularly strong in the telecoms, pharmaceuticals and biotech sectors. The 'Excellent' Emmanuel Plasschaert, who was promoted to the partnership in January 2014, is the driving force behind the practice. 'Proactive' counsel Frederik Van Remoortel focuses on contract drafting and contract negotiation".* Legal 500 EMEA, 2014

## OUR SERVICES / AREAS OF EXPERIENCE

### Corporate

We offer a full-service corporate and M&A practice counseling clients on all aspects of transactional matters, business formation, restructuring, mergers and acquisitions, shareholder rights, distribution systems, obligations and exit strategies, corporate governance, executive compensation, financing, litigation, etc.

We regularly assist clients with the establishment of new branches and subsidiaries for international businesses expanding into Europe and provide further assistance after incorporation throughout their corporate life. This includes day-to-day corporate advice, company secretarial, restructuring and refinancing, commercial contracts, labor and employment law, privacy, products and services compliance, litigation, etc. In doing so, we assist and closely work with the client's legal department or, where necessary, perform all the work that a legal department would do.

Our lawyers perform M&A, due diligence and restructuring work for European clients and subsidiaries of multinational clients. Our focus is on medium sized transactions and Belgian aspects of larger multinational deals.

*"Crowell & Moring's legal advice is regarded by clients as being 'great value for money'. 'Proactive' counsel Frederik Van Remoortel is recommended."* Legal 500 EMEA, 2014

## Commercial

We help businesses of all sizes consider legal impacts arising out of their operations and address both ordinary course and unexpected events. We advise on a wide variety of commercial law issues, including leases and licensing, outsourcing, consumer protection, product liability issues, licenses and permits and sector specific obligations.

We have a team of experienced contract drafting lawyers with a full range of skills and with an eye for clarity, detail and consistency. They work in English, Dutch and French and have extensive experience in the negotiation and drafting of all types of commercial agreements commonly used in modern business such as:

- complex agreements in the telecom sector (e.g. full MVNO agreements, international roaming agreements, roof right licenses)
- outsourcing contracts
- contracts in the real estate sector such as commercial lease agreements and service agreements for the use of flexible office spaces
- manufacturing and supply contracts as well as research and development contracts, often in the pharmaceutical sector
- distribution and agency agreements
- tailor-made service, collaboration and framework agreements
- public-private partnerships
- general terms and conditions of sale
- website terms and conditions

Whereas our principle aim is to avoid litigation and to try to solve matters amicably so that the business relationship can be maintained, litigation is sometimes unavoidable. Our lawyers are experienced litigators involved in commercial dispute resolution both by means of litigation and arbitration, often involving cross-border and multi-jurisdictional matters. To protect the interests of our clients, we will not hesitate to initiate summary proceedings or seizure procedures.

Some of our lawyers also act as substitute judges in Belgian courts as well as arbitrators.

The experience gained in litigation allows us to advise our clients with in-depth knowledge of contentious hurdles and pitfalls.

## Compliance

### • European Product Risk Management

Our European Product Risk Management ('PRM') practice assists clients at every stage of the product lifecycle, from design to production to marketing, up to any post-market concerns in the EU.

Our PRM work mainly consists of (i) counseling clients on regulatory issues, (ii) setting up and managing remedying actions and product recalls and (iii) challenging determinations of non-compliance and liabilities.

For clients with needs beyond the EU, we work closely with our U.S. colleagues, along with other selected lawyers worldwide in order to provide the best global services.

### • Privacy and Data Protection

Our data protection and privacy lawyers advise national and international clients on a wide range of privacy related issues that arise in their daily operations, such as questions on the international transfer of certain data, the possibility to access and use certain employee data, data retention, etc.

*“Superb data privacy lawyer’ Frederik Van Remoortel heads Crowell & Moring’s team, which includes Thomas De Meese and Emmanuel Plasschaert, who is an expert in HR-related data protection.”* Legal 500 EMEA, 2016

We also have extensive experience in performing and coordinating global or EU-wide privacy audits and compliance projects, helping clients better understand their data processing, map the location and flows of the data and identify potential threats and compliance issues.

We implement tailor-made privacy programs, which may include the drafting of privacy policies and procedures, standard contractual terms, notices, data transfer agreements and advice on security measures to be taken. Where necessary, we assist the client with the notifications to the various data protection authorities in Europe.

In today's internet age, an important part of our practice consists of advising clients on internet and e-mail monitoring, the use of cameras (in or outside the workplace) as well as on the use of social media at the work place. We advise European telecommunications companies and ISPs on their privacy and data protection obligations, including under the EU Data Retention Directive.

We also train key staff on applicable law and on the rules and procedures applying within the client's operations.

- **White Collar and Regulatory Enforcement**

We provide legal assistance with regard to all issues of criminal law that our clients may face in the conduct of their operations. We regularly assist clients ensuring compliance with anti-bribery and related regulations (misappropriation of company assets, theft, concealment, forgery, fraud), ethical codes and guidelines, more specifically in the pharmaceutical, health care, telecom, consultancy and aeronautical sectors. This includes preventive risk and compliance audits and assistance with the design and the implementation of measures aimed at reducing criminal liability risks for organizations and their executives.

We have a specific experience in the assistance and defense of clients and their executives and employees facing criminal charges for regulatory violations (inter alia in the telecommunications, pharmaceutical, gambling and consumer goods industries).

On the other hand, we also assist our clients to enforce their rights as plaintiffs in criminal investigations or procedures.

Finally, we are also known for our experience with respect to IP enforcement (counterfeit proceedings).

- **Employment**

Our labor and employment lawyers assist clients to meet all challenges of the modern workplace. Our experience spans a wide spectrum, from handling individual employment litigation and providing advice on routine employment law issues (employment related) agreements, termination, company policies, bonus plans, work time regulations, harassment, discrimination, workplace privacy, social security aspects, etc.) to complicated collective labor, social security and privacy problems, including the implementation of global HR data protection and privacy compliance projects in the EU and the U.S.

*"Crowell & Moring produces 'a very high service level.'"*  
Legal 500 EMEA, 2015

Crowell & Moring has particular experience in assisting clients with establishing their business presence in Belgium, including assistance on the hiring of the first employees and the drafting of the necessary documents such as work regulations. We advise on all labor and employment matters that they are confronted with throughout their daily operations. Our practice is well known for its pro-active and flexible assistance to clients that are restructuring, both at a national and international level (transfer of undertakings, collective dismissals, closures of all or part of an undertaking, related social conflicts, etc.), often in combination with our corporate and IP teams.

Whereas we focus on Belgian labor and employment law, we also work closely on trans-border or foreign matters with friendly law firms in the EU and with the lawyers in our U.S. or U.K. offices, providing a one-stop shop for clients with activities in Europe and the U.S.

***“Head of department Emmanuel Plasschaert advises on employment law at Crowell & Moring LLP. He advises clients from a broad range of industries on issues such as company policies, dismissals, restructurings and privacy.”*** Chambers Europe, 2014

***“Crowell & Moring’s labor and employment practice is built around the ‘service-oriented’ Emmanuel Plasschaert, who provides ‘excellent, timely, well-reasoned advice’. The firm covers a range of labor law issues and has recently handled a number of complex restructurings and collective labor law disputes.”***

Legal 500 EMEA, 2013

***“Emmanuel Plasschaert of Crowell & Moring LLP impresses clients as ‘a high performer who is very responsive and detail-oriented’.”*** His work of late has encompassed general employment support, restructuring and litigation.” Chambers Europe, 2013

## OUR INDUSTRY / SECTOR FOCUS

Our clients range from Belgian SMEs and start-up companies to establishments of multinational corporations.

They include telecom operators, pharmaceutical companies, software developers, internet service providers, record companies, electronic consumer and professional electronic equipment manufacturers and distributors, defense/aerospace companies, manufacturers of medical equipment, carpet manufacturers, clothing and consultancy services companies, based in various jurisdictions.

We also regularly work for trade associations and branch offices of several US not-for-profit associations.

## ABOUT OUR FIRM

Crowell & Moring LLP is an international law firm with approximately 500 lawyers representing clients in litigation and arbitration, regulatory, and transactional matters. The firm is internationally recognized for its representation of Fortune 500 companies in high-stakes litigation, as well as its ongoing commitment to *pro bono* service and diversity. The firm has offices in Washington, D.C., New York, Los Angeles, San Francisco, Orange County, London, and Brussels.