



## **Dr. Philippe Weber, LL.M.**

Partner (born 1965)

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## **Languages**

German, English, French, Italian

## ■ **Areas of Practice**

Mr. Weber specializes in large and complex domestic and cross-border M&A (including corporate reorganisations), capital markets and bank financing transactions, with a particular focus on listed entities and other large enterprises.

His M&A experience includes both public and private transactions in various industries, incl. financial services, machinery, TMT and life sciences, and extends to complex domestic and cross-border acquisitions, sales auctions and other divestitures, mergers, JVs and reorganisations of private, listed and regulated entities.

He regularly advises clients on all aspects of takeover and securities law and represents clients in proceedings before the SIX Swiss Exchange (SIX) and the Swiss Takeover Board. He is a recognised representative for listings on SIX and was a member of the SIX expert committee for the most recent general revision of the SIX Listing Rules.

He has devoted a substantial amount of time to advising banks, issuers and sophisticated investors (including private equity and sovereign wealth funds) in high profile capital markets transactions. Recent instructions comprise IPOs, SIX listings, rights offerings, PIPE transactions, high-yield bonds and innovative hybrid financing deals (CoCos and other convertible securities, Basel III compliant Tier 2 instruments, capital notes, fiduciary certificates, etc.).

He frequently advises borrowers and lenders on debt products through the credit spectrum, for example on EMTN programs, bond issues, structured finance transactions and loan facilities for general corporate purposes, public bids, private acquisitions as well as asset and leveraged finance.

Mr. Weber is distinguished as a leading Banking & Finance, Capital Markets and Corporate/M&A lawyer by Chambers, IFLR 1000 and Legal 500. He was named one of the top 10 lawyers and one of the 100 most influential business persons in Switzerland in the 2016 edition of the "Who is Who" by Swiss business magazine Bilanz. He has authored an award winning Ph.D. study in international law and various publications on Swiss corporate and securities law. He regularly lectures on such issues at professional conferences.

## ■ **Professional Career**

2002 – Partner, Niederer Kraft Frey

2001 – Secondment to a Magic Circle law firm in London

1994 – 2001 Associate, Niederer Kraft Frey

1993 – Clerk with the District Court of Zurich

1992 – Legal advisor to the Foreign Affairs Committees of the Swiss National Council and the Swiss Council of States (Swiss Parliament)

1990 – 1992 Assistant for European and International Public Law at University of Zurich

## ■ **Education**

1996 – Admitted to the Bar (*Rechtsanwalt*)

1995 – University of Zurich, PhD (*summa cum laude*; distinguished with the Wissenschaftspreis des Deutschen Bundestags 1996 and Walther Hug-Preis 1997)

1994 – European University Institute, Fiesole/Florence, Italy, LL.M. (*with distinction*)

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## ■ Market Perception

- He is “always focused on finding pragmatic, good solutions for his clients.” (Chambers Global 2018 – Capital Markets)
- “He is very incisive; he just gets it.” (Chambers Global 2018 – Corporate/M&A)
- “He is the best lawyer I’ve worked with; he is clever, pragmatic, commercial and hard-working.” (Chambers Global 2017 - Corporate/M&A)
- “Philippe provides clear advice, is commercial in his approach to negotiation, is always available and is extremely dedicated. He is a pleasure to work with and someone who cares about his clients.” (IFLR 2016)
- “Philippe Weber is a ‘commercially focused problem-solver’ and a ‘brilliant thinker.’” (Legal 500 2016)
- “The ‘extremely bright, commercial and committed’ Philippe Weber earns resounding praise from clients, who appreciate that ‘he has highly developed drafting, negotiation and tactical skills.’” (Chambers Global 2016 - Corporate M&A)
- “Sources are unanimous in their praise of the ‘extraordinary’ Philippe Weber. Interviewees say: ‘He’s one of the premier capital markets advisers in Switzerland. He’s very down-to-earth, pragmatic and a brilliant thinker. He is also extremely hard-working and can work day and night if we require him to do so.’” (Chambers Global 2016 - Capital Markets)
- “‘If you go to him with something which has not been done before or which is unusual for the Swiss market, he will not only be intrigued but he will also be very open-minded,’ say interviewees.” (Chambers Global 2015 - Corporate M&A)
- “Sources describe him as ‘one of the best capital markets lawyers in Switzerland. I would go as far as to say he is faultless.’” (Chambers Global 2015 - Capital Markets)
- “Philippe Weber is considered by respondents to be one of the best in the country.” (Who’s Who Legal 2015)
- “Philippe Weber is widely regarded as one of the country’s pre-eminent capital markets lawyers.” (Chambers Global 2014 - Capital Markets)
- “Sources highlight his tremendous global perspective, saying: ‘He is extremely well versed in Swiss and international transactions, and understands the wider issues outside Switzerland.’” (Chambers Global 2014 - Capital Markets)
- “He only stops working when the matter is solved in a sustainable manner, and always bears strategic issues and opportunities in mind,” report clients. (Chambers Europe 2013 - Banking & Finance)
- Philippe Weber “gives crisp, clear advice and is extremely good at navigating non-Swiss clients through the niceties of Swiss law.” (Chambers Europe 2013 - Corporate / M&A)



## ■ Recent Experience

The following is a selection of recent public cases in which Mr. Weber acted as counsel to:

- Credit Suisse as Lead Manager and Sole Bookrunner and Bank Vontobel as Co-Bookrunner in the CHF 65 million rights offering of Evolva Holding SA, a SIX-listed Swiss biopharmaceutical company (2017)
- Funds managed by SIX-listed Partners Group AG in connection with their CHF 355 million placement of shares in VAT Group AG by way of an accelerated bookbuilt procedure (2017)
- SIX-listed Newron Pharmaceuticals S.p.A. in connection with its CHF 27 million placement of new shares with institutional investors by way of an accelerated bookbuilt procedure (2017)
- Capvis Equity Partners AG in connection with their CHF 172 million placement of shares in VAT Group AG by way of an accelerated bookbuilt procedure (2017)
- Landis+Gyr Group and its shareholders Toshiba and INCJ in the dual track (Trade Sale/IPO) exit process resulting in the CHF 2.3 billion IPO of Landis+Gyr Group on SIX (largest Swiss IPO of the past 10 years and second largest IPO in Europe in H1 2017) (2017)
- Consortium of Cellnex Telecom (listed on the stock exchanges of Madrid, Barcelona, Bilbao and Valencia), Swiss Life Asset Managers and Deutsche Telekom Capital Partners in the CHF 500m acquisition of 2,239 telecom towers in Switzerland from Sunrise Communications AG (2017)
- De’Longhi S.p.A. (listed on Borsa Italiana) in the acquisition of a 40% stake in Swiss Eversys Group (with the option to acquire the remaining 60%) marking the entry of the De’Longhi Group in the professional espresso coffee machine market (2017)

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- Navistar International Corporation on Swiss law aspects of a framework agreement for strategic technology and supply collaboration with Volkswagen Truck & Bus (2016)
- Trend International Holding AG (Trend) and its majority shareholder, Shawn Sedaghat, in the sale of the capital stock of Gotha Cosmetics S.r.l. (Gotha) to a special purpose vehicle ultimately held by Capvis Equity IV LP (Capvis) and the subsequent reinvestment by Trend in Gotha (2016)
- Swiss headquartered energy group Repower in its strategic repositioning and CHF 170 million rights offering, including the related equity investment by Elektrizitätswerke des Kantons Zürich (EKZ) and UBS Clean Energy Infrastructure KGK (UBS-CEIS) (2016)
- SIX listed EFG International in its CHF 295 million rights offering as part of the acquisition finance regarding BSI (2016)
- VAT Group AG, the Swiss headquartered leading global manufacturer of high-end vacuum valves, in connection with its IPO and listing on SIX Swiss Exchange, with an offer size of CHF 621 million (largest IPO in Europe in Q1 2016) (2016)
- ASSA ABLOY, the Stockholm listed leading manufacturer and supplier of lock and security systems for doors worldwide in the acquisition of 100% of the shares of Swiss based Cedes Holding AG (2015)
- The three co-founders of SIX listed Partners Group, a global private markets investment manager, in the highly innovative CHF 1.2 billion first of its kind zero cost collar derivatives transaction regarding Partners Group shares (2015)
- EDAG Engineering Group, a Swiss domiciled leading independent provider of engineering services for the global automotive industry, in connection with its IPO and listing pursuant to the Prime Standard on Frankfurt Stock Exchange (2015)
- UBS AG as Lead Manager, Sole Bookrunner and Co-Arranger, Stormharbour as Co-Arranger and Zürcher Kantonalbank as Senior Co-Manager in relation to the securitisation of a portfolio of Swiss auto lease assets originated by AMAG Leasing AG in Switzerland (2015)
- UBS as Sole Global Coordinator and the other underwriting banks in the CHF 424 million rights offering of SIX listed Swiss Prime Site AG (2015)
- Credit Suisse AG, as Lead Manager and Sole Bookrunner, Bank Vontobel AG, as Co-Manager, and Kepler Cheuvreux SA and Mirabaud Securities LLP (collectively, as Selling Agents) in connection with Evolva Holding SA's CHF 57.4 million rights offering (2015)
- UBS AG and Credit Suisse AG, the Joint Bookrunners, and Zürcher Kantonalbank, the Co-Lead Manager, in connection with Implenia AG's offering of CHF 175 million subordinated unsecured convertible bonds due 2022 convertible into shares of Implenia (2015)
- BBVA, Goldman Sachs, ING, Santander, UBS and UniCredit as arrangers in connection with a fully committed debt bridge facility of EUR 3.6 billion (CHF 3.8 billion) for Dufry for the financing of the acquisition of WDF and the refinancing of WDF's debt which is expected to be refinanced by the rights issue of at least EUR 2.1 billion (CHF 2.2 billion) and long-term debt instruments for a total amount of up to EUR 1.5 billion (CHF 1.6 billion) (2015)
- BSI to reach a Non-Prosecution Agreement with the U.S. Department of Justice (DOJ) under the DOJ's "Program for Non-Prosecution Agreements or Non-Target Letters for Swiss Banks". BSI participated in this Program as "Category 2 bank" and is the first bank to reach a resolution under the Program. (2015)
- Underwriters in the CHF 2.3 billion IPO of Sunrise Communications, Switzerland's second largest telecom operator, on SIX Swiss Exchange and the financing banks in the IPO-related refinancing transactions (largest Swiss IPO since 2006 and largest IPO of telecom operator in EMEA since 2004) (2015)
- Knorr-Bremse AG in the acquisition of Selectron Systems AG (2014)
- NJJ Capital SAS (Xavier Niel) in the acquisition of Orange Communications SA, Switzerland's third largest telecom operator, for a total transaction value of CHF 2.8 billion (2014)
- SIX listed Leonteq in connection with its fully underwritten CHF 173 million rights offering (2014)
- Underwriters and other financing banks in the financing of SIX listed Dufry AG of the acquisition of The Nuance Group AG for CHF 1.55 billion (largest Swiss rights offering 2014)
- Assicurazioni Generali S.p.A. in the sale of its banking subsidiary BSI SA to Banca BTG Pactual S.A. for CHF 1.5 billion (largest Swiss M&A Transaction 2014 regarding a bank as a target)
- SFS Group in connection with the CHF 704 million initial public offering and listing on SIX Swiss Exchange of SFS Group (largest Swiss IPO 2014)
- Underwriters in the initial public offering and listing of HIAG Immobilien AG on SIX Swiss Exchange (second largest IPO in Switzerland in 2014)
- Newron Pharmaceuticals S.p.A. (SIX listed) in connection with a private placement that has raised gross proceeds of CHF 18.6 million (2014)
- OC Oerlikon Corporation AG (SIX listed) in the CHF 1 billion acquisition of Sulzer Metco (2014)
- Capvis and Partners Group in the successful completion of a transaction to acquire Vat Holding AG (2014)
- CLS, the operator of the world's largest multicurrency cash settlement system, in its successful completion of an equity

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- capital raise for a net amount of GBP 160 million (2013)
- OC Oerlikon Corporation AG (SIX listed) in the CHF 650 million sale of its Natural Fibers and Textile Components Business Units (2013)
- Credit Suisse as Arranger and Lead Manager in relation to the second securitisation of a revolving portfolio of auto lease assets originated in Switzerland by GE Money Bank (2013)
- UBS, Credit Suisse, Zürcher Kantonalbank and Bank Vontobel in connection with the successful placement by Schindler of CHF 218 million in SIX listed Exchangeable Bonds for ALSO Shares (2013)
- Credit Suisse, UBS and Zürcher Kantonalbank as Joint Lead Managers in connection with the issuance of CHF 650,000,000 5% Perpetual Callable Subordinated Notes by SIX listed Alpiq Holding AG (2013)
- Credit Suisse in relation to the second securitisation of a Swiss credit card receivables portfolio originated by Credit Suisse and Swisscard AECS (2013)
- EFG International in connection with its EUR 251 million cash offer, consent solicitation and related issuance of CHF 180 million in new Tier 2 Notes (2013)
- Advent International Corporation in the private placement of approx. 13% of the share capital (approx. CHF 442 million market value) of SIX listed Dufry AG by way of an accelerated bookbuilding procedure arranged by Morgan Stanley (2013)
- Credit Suisse, UBS and Zürcher Kantonalbank as Joint Lead Managers and Bookrunners in the CHF 349 million rights offering of Swiss Prime Site AG (2012)
- Partners Group co-founders in their successful secondary CHF 613 million placement of shares in SIX listed Partners Group Holding AG (2012)
- Qatar Investment Authority / Qatar Holding in the establishment of an asset management joint venture - Aventicum Capital Management - with Credit Suisse (2012)
- EFG Financial Products as issuer and EFG International as selling shareholder in connection with the CHF 145 million initial public offering and listing on SIX of EFG Financial Products Holding AG (today called Leonteq) (2012)
- Qatar Holding LLC in connection with its investment in Swiss law governed Subordinated Mandatory and Contingent Convertible Securities of Credit Suisse Group (2012)
- EQT Expansion Capital in connection with its investment in Sportradar AG, a Swiss-based leading supplier of sports related live data, odds solutions and fraud detection services (2012)
- Credit Suisse in relation to the securitisation of a Swiss credit card receivables portfolio originated by Credit Suisse and Swisscard AECS (2012)
- Kohlberg Kravis Roberts & Co. L.P. and Alliance Boots GmbH in connection with the acquisition of a 45% equity stake in Alliance Boots by Walgreen Co. in a cash-and-stock deal valued at approximately \$6.7 billion (2012)
- Newron Pharmaceuticals S.p.A. in the acquisition of up to 100% of the shares of NeuroNova AB, a privately-held Swedish neurogenesis company (2012)
- Credit Suisse as Arranger and Lead Manager in relation to the securitisation of a revolving portfolio of auto lease assets originated in Switzerland by GE Money Bank (2012)
- OC Oerlikon Corporation AG (SIX: OERL) in the sale of its Solar Business to Tokyo Stock Exchange listed company Tokyo Electron Limited (2012)
- Compagnie Monégasque de Banque in the sale of its Swiss subsidiary CMB Banque Privée (Suisse) SA to PKB Privatbank AG (2012)
- France Telecom SA (NYSE: FTE), one of the world's leading telecommunications operators, in connection with the sales auction and sale of 100% of Orange Communications SA, France Telecom's Swiss mobile subsidiary, to Apax Partners (2011/2012)
- Newave Energy Holding SA, a leading European integrated solutions provider for uninterruptible power supply (UPS) systems listed on SIX, in connection with the voluntary public takeover offer by ABB Switzerland Ltd (2011/2012)
- EFG International in the offer to holders of the Euro 400 million EFG Fiduciary Certificates listed on the Luxembourg Stock Exchange to exchange their certificates into new Tier 2 Notes issued by EFG International (Guernsey) Limited and guaranteed by EFG International AG on a subordinated basis, being the first issue of Basel III compliant bonds with a PONV write-down feature by a non "Too Big To Fail" Bank in Europe (2011)
- Landis+Gyr AG, a global leader in energy management solutions for utilities, in the USD 2.3 billion acquisition of Landis+Gyr AG by Toshiba Corporation (2011)
- Neue Helvetische Bank AG and Cantonal Bank of Lucerne in the listing of HOCHDORF Holding AG on the SIX Swiss Exchange and the placement of CHF 50 million Convertible Bonds by HOCHDORF Holding AG (2011)
- Morgan Stanley (Global Coordinator and Joint Bookrunner), Credit Suisse (Joint Bookrunner) and the other underwriting banks in the CHF 368.2 million rights offering of Clariant in connection with its acquisition of Süd-Chemie (2011)

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- Numisma Group and McCafferty Asset Management in the sale of a large real estate portfolio from multiple seller companies to a Swiss based investor. The sale was structured as a share deal (2011)
- Qatar Holding LLC in its investment in the CHF 2.5 billion and USD 3.5 billion novel Tier 1 Buffer Capital Notes (CoCos) put in place by Credit Suisse Group (2011)
- Hitachi Zosen Corporation, a Japan-based engineering and manufacturing company of environmental systems, industrial plants and precision machinery, in its acquisition of all shares of AE&E Inova AG (formerly Von Roll Umwelttechnik AG) (2011)
- Credit Suisse as global coordinator and Goldman Sachs International as joint lead manager in the CHF 250 million rights offering of SIX listed gategroup Holding AG, the leading independent global provider of onboard services and products related to a passenger's experience (2010)
- Implenia AG (SIX listed) in the acquisition of a real estate portfolio and development unit of Sulzer group (SIX listed). The acquisition was structured as a share deal and involved some 400,000 sqm of land, including 230,000 sqm of land with development potential on the Sulzer sites in central Winterthur and Oberwinterthur (2010)
- UBS as global coordinator and Commerzbank, Deutsche Bank, SOGENAL, RBS and UBS as bookrunners in the CHF 1 billion rescue rights offering of 268,706,303 newly issued registered shares of SIX listed OC Oerlikon Corporation AG at an issue price of CHF 3.72 per offered share (2010)
- France Telecom in the proposed CHF 4 billion combination of number 3 Swiss telecom operator Orange Communications SA, Switzerland (owned by France Telecom), and number 2 Swiss telecom operator Sunrise Communications AG (owned by TDC A/S) (2010)
- Governmental Investment Corporation of Singapore (GIC) in relation to the CHF 11 billion equity investment of GIC in UBS by way of Mandatory Convertible Notes of UBS (2007/2008)
- Swiss headquartered private bank BSI SA (member of the Generali group) in the CHF 1,775,000,000 acquisition of Swiss private bank Banca del Gottardo from SIX listed insurance company Swiss Life and subsequent merger of BSI and Banca del Gottardo (2007/2008)
- SIX listed biopharmaceutical company Newron Pharmaceutical SpA in the conclusion of an equity funding agreement with YA Global Investments, L.P. in form of an innovative CHF 30 million long term standby equity line (2008)
- Credit Suisse as global coordinator and the other underwriters in the initial public offering of 2,657,981 shares at an offer price of CHF 51 and listing on SIX of Swiss GPS technology company u-Blox (market capitalization upon IPO CHF 320 million) (2007)
- Newave Energy Holding, a Swiss headquartered provider of uninterrupted power supply (UPS) systems in the initial public offering of 1,575,000 shares at an offer price of CHF 41 and listing on SIX (2007)
- Underwriting banks in the initial public offering of 2,327,586 shares at an offer price of CHF 73 per share and listing on SIX of biopharmaceutical company Addex Pharmaceuticals SA (market capitalization upon IPO CHF 427 million) (2007)
- Morgan Stanley, Credit Suisse and UBS in the rights offering of 1,200,000 shares in biopharmaceutical company Basilea Pharmaceutical Ltd at an offer price of CHF 235 per share (total offer size CHF 282 million) (2007)
- Underwriting banks in the initial public offering of 2,147,606 shares at an offer price of CHF 55 per share and listing on SIX of biopharmaceutical company Newron Pharmaceuticals SA (2006)
- Aircraft maintenance company and the management of SR Technics in CHF 1.6 billion secondary leveraged buy-out of SR Technics to a consortium including Mubadala Development, Dubai Aerospace Enterprise and Istithmar (2006)
- Credit Suisse as global coordinator and the other syndicate banks in the initial public offering on SIX of Partners Group Holding (market capitalization upon IPO CHF 1.682 billion) (2006)
- SIX listed medtech company IsoTis SA regarding its relocation to the US and listing on NASDAQ by way of public exchange offer (2006)
- EFG International in the pre-IPO corporate reorganisation and subsequent initial public offering of 36,670,000 registered shares at an offer price of CHF 38 per share and listing on SIX (market capitalization upon IPO CHF 5.573 billion) (2005)

In addition, over the past years Philippe Weber has acted as Swiss counsel on numerous non-public M&A (including large corporate reorganisations, spin-offs and takeovers) and corporate finance transactions, including as Swiss counsel to the lenders or the borrowers in over 100 Swiss or foreign law governed syndicated loan and project finance transactions.