



**UIA** Union Internationale des Avocats  
International Association of Lawyers  
Unión Internacional de Abogados

# Corporate Transactions in the Fashion Business

FRIDAY, FEBRUARY 19, 2016



# VENICE

## ITALY



#UIAfashion

Seminar organised by the UIA  
with the support of the "Camera Arbitrale di Venezia" (Venice Arbitration Chamber)

## Bringing together the world's lawyers

*For over 85 years, the Union Internationale des Avocats (UIA - International Association of Lawyers) has been defending the legal profession and facilitating international contacts, cooperation and the exchange of knowledge among lawyers, while respecting their cultural and professional diversity.*

Today, the UIA brings together several thousand members – lawyers or law professionals – and hundreds of bars, federations and associations.

## Join the UIA and become a member of the world's strongest network of lawyers

- You will participate in the work of the UIA Commissions in Business Law, Human Rights and General Practice and share your experience with that of professionals from over 110 countries.
- You will also be able to join forces with the UIA, which, each year, provides its support to lawyers who cannot freely practise their profession. Everywhere in the world where rights of defence are threatened or the proper administration of justice is hindered, the UIA will make your voice heard.

[www.uianet.org](http://www.uianet.org)

*Join the UIA during the seminar and benefit from a 50% discount on your membership fee.*

## Introduction

The seminar organised, with the contribution and work of the UIA Fashion Law commission, aims to provide the audience with a deep view of the most interesting corporate operations in an extremely dynamic sector of business: fashion.

Speakers from different countries will discuss about the most relevant and specific questions of M&A transactions and of IPOs in the world of fashion from various legal points of view including IP, labour, tax and others.

**The venue of the seminar will be the exciting Venice with its cultural attractions and its delicious cuisine and Murano glasses.**



Thursday | February | 18 | 2016

**19:00 WELCOME DRINK**

Venue to be confirmed



Friday | February | 19 | 2016

**09:00 – 09:30** REGISTRATION OF PARTICIPANTS

**Camera Arbitrale di Venezia (Venice Arbitration Chamber)**  
S. Marco, 2032  
30124 Venice, Italy

**09:30 – 09:45** WELCOME AND OPENING OF THE SEMINAR

- **Jean-Jacques UETTWILLER**, *UIA President, UGGC Avocats, Paris, France*
- **Patrizia CHIAMPAN**, *President of the Camera Arbitrale di Venezia, Venice, Italy*
- **Fabio MORETTI**, *President of the UIA Fashion Law Commission, Moretti Burgio, Milan, Italy*

**09:45 – 10:15** Corporate Transactions in the Fashion Industry: a General Framework

- **Barbara POZZO**, *Professor of Private Comparative Law, University of Insubria, Como, Italy*

**10:15 – 10:45** LOI, MOU, HOA, and NDA. Why the Contractual Side of Pre-transaction Negotiations is Important

- **Stephen SIDKIN**, *UIA Director of Communication, Fox Williams LLP, London, UK*

**10:45 – 11:15** COFFEE BREAK

**11:15 – 11:45** The Human Resources Challenge in Fashion Industry Corporate Operations: Non-Compete Agreements and Change of Management

- **Giovanna BRAMBILLA**, *Founding partner of Value Search, Milan, Italy*

**11:45 – 12:15** Challenging Experience

- **Roberto SPADA**, *Former Extraordinary Commissioner for the Itierre Group, Milan, Italy*

**12:15 – 13:15** Red Flags in the Due Diligence Process in the Fashion Industry

- **Gavin LLEWELLYN**, *IP, President of the UIA Intellectual Property Commission, Stone King LLP, London, UK*
- **Rosemarie RING**, *Litigation, UIA Deputy Director – Congress Main Themes, Munger, Toles & Olson, San Francisco, CA, USA*
- **Federico TORZO**, *Labour, Partner at Studio Legale Macchi Di Cellere Gangemi, Milan, Italy*

**13:15 – 14:30** LUNCH

**14:30 – 15:00** How Reps and Warranties are Influenced by the Results of the Complete DD Process

- **Manfredi BURGIO**, *Moretti & Burgio, Florence, Italy*

**15:00 – 15:30** Challenging Experience

- **Gianni MION**, *Vice President of Edizione Holding, Treviso Italy, Milan, Italy*

**15:30 – 16:00** COFFEE BREAK

**16:00 – 16:30** The Patent Box. The Influence in the Fashion Industry

- **Luca GUARNA**, *Partner of Spada Partners, Milan, Italy*

**16:30 – 17:00** How Much for my Fashion House? Tricks and Traps along the M&A Process: the Outsourced General Counsel Experience

- **Daniela DELLA ROSA**, *Founder of DDR Law Firm, Milan, Italy*

**17:00 – 17:30** The Role of the Financial Advisor in Extraordinary Operations in the Luxury Sector

- **André PICHLER**, *Managing Director, Head of M&A Italy Leonardo & Co. S.p.A., Milan, Italy*

**20:00** OPTIONAL DINNER

Venue to be confirmed



# Organising Committee

## Fabio MORETTI

President of the UIA Fashion Law Commission  
Moretti Burgio  
Venice, Italy  
T +39 028 42 56 61 0  
E milano@morettiburgio.eu

## Alexander PUPETER

President of the UIA Tax Law Commission  
P+P Pöllath + Partners  
Munich, Germany  
T +49 (89) 24 24 04 91  
E alexander.pupeter@pplaw.com

## General Information

### SEMINAR VENUE

#### CAMERA ARBITRALE DI VENEZIA (Venice Arbitration Chamber)

S. Marco, 2032  
30124 Venice, Italy  
T +39 041 786236

### REGISTRATION FEES

	UIA Member	Non Member
STANDARD REGISTRATION	€ 350*	€ 400*
YOUNG LAWYER (<35)**	€ 300*	€ 350*

\* The VAT (22%) can be applied to the amount here above according to the European Directive 2006/112/CE of November 28, 2006. For more information, please contact the UIA.

\*\* Please attach proof of age to the registration form to benefit from young lawyers fee.

These fees cover participation in the welcome cocktail, participation in the seminar, coffee breaks, lunch on Friday, February 19, 2016, as well as the documentation of the seminar. The dinner on Friday night, February 19, 2016 is optional and at additional charge. Please note that the number of places at the seminar is limited. The organisers reserve the right to refuse registrations in the event of excess applications.

### CONTINUING LEGAL EDUCATION

Every participant attending the seminar will receive a "Certificate of Participation" at the end of the event that may be used for obtaining "Credits" for "Continuing Legal Education" – "Continuing Professional Development" purposes, depending on national rules. For more information, please contact the UIA.

**Venice Bar Association has granted 6 CLE credits for Italian participants.**

### LANGUAGE

The working languages will be **English** with a simultaneous translation in **Italian**.

## HOTEL ROOM RESERVATION

A limited number of rooms has been pre-booked at a preferential rate. Reservations should be made directly through the hotel. Credit card details must be given in order to secure your reservation. Please note that the number of rooms is limited. We recommend that you proceed with your reservations as soon as possible.

Hotel	Rates
<b>HOTEL SATURNIA VENEZIA (4*)</b> <i>at 45 meters from the seminar venue</i> S. Marco 2398 – Via XXII Marzo 30121 Venice, Italy T +39 041 520 8377 F +39 041 520 7131 E info@hotelsaturnia.it	Double room for Single occupancy € 135* Double/Twin room € 144* <b>Breakfast and taxes included</b> City tax <b>NOT</b> included: €4.50/pers./night * minimum stay 2 nights <i>Please download the hotel reservation form from our Website <a href="http://www.uianet.org">www.uianet.org</a></i>
<b>HOTEL WESTIN EUROPA &amp; REGINA (4*)</b> <i>at 150 meters from the seminar venue</i> S. Marco, 2159 30124 Venice, Italy T +39 041 240 0001 F +39 041 523 1533 E europa.regina@westin.com	Single/Double room € 220* Single/Double room Grand Canal View € 350* <b>Breakfast and taxes included</b> City tax <b>NOT</b> included: €5/pers./night  Reservations should be made <b>online</b> by clicking on the following link: <a href="https://www.starwoodmeeting.com/events/start.action?id=1512231511&amp;key=39A4F2A1">https://www.starwoodmeeting.com/events/start.action?id=1512231511&amp;key=39A4F2A1</a>

## CANCELLATION CONDITIONS

All cancellations will be subject to a 50% deduction and will have to be sent in writing, to be received by the Union Internationale des Avocats **no later than January 19, 2016**. No refund will be made for cancellations received after this date.

## VISAS

Anyone who requires a visa invitation letter in order to attend the seminar should register and pay their registration fees **no later than January 19, 2016** to ensure there is enough time to obtain a visa.

All cancellations will be refunded in full, minus €50 + VAT to cover administrative costs, provided that the UIA has received the registration documents and **total registration fees no later than January 19, 2016**.

If you register after this date, only 50% of the amount paid minus €50 + VAT to cover administrative costs will be refunded for cancellations due to visa refusals.

All cancellations due to a visa refusal must be sent in writing and reach the UIA **before the seminar**. Cancellations must be accompanied by a **proof of visa refusal**.

If your visa is issued after the seminar date or if you do not have proof of visa refusal, you will not be entitled to a refund.

## GENERAL CONDITIONS

All registrations received by the Union Internationale des Avocats (UIA) along with the full payment of fees corresponding to the events selected will be confirmed in writing.

The UIA reserves the right to cancel or postpone the seminar to a later date, change the seminar venue and/or programme, make any corrections or modifications in the information published in the seminar programme and cancel any invitation to participate in the seminar, at any time and at their entire discretion, without having to provide any reasons for the same.

Neither the UIA, nor any of its managers, employees, agents, members or representatives shall be held responsible for any loss or damage, of any nature, suffered (directly or indirectly) by a delegate, accompanying person or a third party following any cancellations, changes, postponements or modifications.

**The UIA strongly advises participants to subscribe to modifiable and/or refundable services, as well as to take out a cancellation insurance.**

Neither the UIA, nor any of its managers, employees, agents, members or representatives shall be held responsible for any loss or damage, of any nature whatever, suffered (directly or indirectly) by a delegate or accompanying person, except in case of death or personal injury due to gross negligence by the UIA.

The contractual relations between the UIA and each participant (delegate or accompanying person) in relation to the seminar are subject to French law and jurisdiction, to the exclusion of any other law. Paris is the city of jurisdiction.

It is the responsibility of participants to ensure compliance with police, customs and health formalities for their journey. Participants unable to take part in the seminar because of their inability to take a flight or any other means of transportation due to being unable to provide the documents required (passport, visa, vaccination certificate, etc.) cannot claim any reimbursement.

## FORMALITIES

## FORCE MAJEURE

“Force majeure” means any events external to the parties, of both an unforeseeable and insurmountable nature that prevents either the client or the participants, or the agency or service providers involved in organising the seminar, from executing all or part of the obligations provided for in the present agreement. By express agreement, such will be the case in the event of a strike affecting the means of transport, hotel staff, air traffic controllers, an insurrection, a riot or any prohibition whatever decreed by Governmental or public authorities.

It is expressly agreed that for the parties, a case of force majeure would suspend the execution of their reciprocal obligations. At the same time, each of the parties shall bear the burden of all the expenses incumbent upon them, resulting from the case of force majeure.

## HEALTH

The organisers decline any responsibility in case of any health problems existing prior to the seminar that may lead to complications or be aggravated during the entire period of the stay: pregnancy, cardio-vascular problems, any allergies, special diets, any disorders under treatment and not yet consolidated on the day the seminar starts, psychic or mental or depressive illness, etc. (Non exhaustive list).



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# Corporate Transactions in the Fashion Business

Friday, February 19, 2016

VENICE, ITALY

## REGISTRATION FORM

Register online at: [www.uianet.org](http://www.uianet.org)

or please complete and return this form, by email, fax or post, to:

**UNION INTERNATIONALE DES AVOCATS**

25 rue du Jour, 75001 Paris, France

Tel: +33 1 44 88 55 66 ■ Fax: +33 1 44 88 55 77 ■ Email: [uiacentre@uianet.org](mailto:uiacentre@uianet.org)



Register online

**UIA INDIVIDUAL MEMBERS: M I - - - - -**

Please specify your membership number (Please check your membership card or membership fees)

Family Name: .....

First Name: .....

Firm: .....

Address: .....

Post Code: ..... City: .....

Country: .....

Tel: ..... Fax: .....

Email: .....

Date of Birth: .....

EU VAT ID – Number: .....

Special requests (special diet, allergies, handicap...): .....

Arrival/departure times & flight numbers: .....

Hotel: .....

### A. SEMINAR REGISTRATION FEES

	UIA Member	Non Member
STANDARD REGISTRATION	€ 350*	€ 400*
YOUNG LAWYER (<35)**	€ 300*	€ 350*

\* The VAT (22%) can be applied to the amount here above according to the European Directive 2006/112/CE of November 28, 2006. For more information, please contact the UIA.

\*\* Please attach proof of age to the registration form to benefit from young lawyer fee.

## B. SEMINAR SOCIAL ACTIVITIES

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Please indicate below whether you plan to attend the following events **included** in the cost of your registration.

- Welcome Cocktail – Thursday, February 18, 2016  
 Lunch – Friday, February 19, 2016

## C. OPTIONAL ACTIVITY

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(**not included** in the registration fees)

- Optional Dinner – Friday, February 19, 2016

• Please book ..... person(s) for the dinner

€ 85 (Excl. VAT) x \_\_\_ / pers

Total (C) (Excl. VAT) € .....

## D. TOTAL

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TOTAL (A) Excl. VAT – Registration Fees € .....

TOTAL (C) Excl. VAT – Optional Activity € .....

TOTAL (A+C) Excl. VAT € .....

VAT if applicable (22%)\* € .....

TOTAL (A+C+VAT) € .....

\* The VAT (22%) can be applied to the amount here above according to the European Directive 2006/112/CE of November 28, 2006. For more information, please contact the UIA.

## E. CANCELLATION CONDITIONS

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I, the Undersigned, confirm that I have read and accepted the **cancellation conditions** as well as the **general conditions** given on page 5 of the registration programme. My registration will only be taken into account on receipt of the payment.

Participants are aware that their image and/or voice may be photographed, recorded or filmed throughout the duration of the seminar. They hereby assign to the UIA, with the signature of this form, the right to exploit, reproduce and disseminate the images and recordings by all means, both known and unknown, using all media, for an unlimited term and free of charge.

## F. METHOD OF PAYMENT

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- By cheque in € payable to the UIA, addressed to: UIA – 25 rue du Jour – 75001 Paris – France  
 By bank transfer in €, without charges to the payee, in favour of the Union Internationale des Avocats, quoting “2016 Venice Seminar”, to the following bank and account:

**Société Générale – Paris Elysées Entreprise**  
**91 avenue des Champs Elysées – 75008 Paris – France**  
**BIC / SWIFT N°: SOGEFRPP**  
**IBAN: FR76 3000 3033 9200 0503 4165 164**

*Kindly attach a copy of your bank transfer order to your registration form*

- By credit card:       Visa       Mastercard

Card N°: \_ \_ \_ \_ \_

Expiry date: \_ \_ / \_ \_      3 digits: \_ \_ \_

Name of card holder: .....

I authorise the Union Internationale des Avocats to debit the above mentioned credit card in the amount of € (EUR) .....

Date: ..... / ..... / .....

Signature: .....