



ICSC European Law Forum

Friday 27 November 2015

Scandic Berlin Potsdamer Platz, Berlin, Germany

M&A Transactions and Leasing

DISCOVER

How complex is the assessment of real estate-related risks in cross-border M&A transactions?

DEBATE

New leasing models: is a pan-European contract feasible?

NETWORK

With senior In-house Lawyers and European Property Legal Experts, Asset Managers, Investors and Developers

Expert Keynote Speakers Include:

Josip Kardun, CEO, Atrium European Real Estate

Dr. Karl Reinitzhuber, CEO, Unibail-Rodamco Germany GmbH

Beñat Ortega, Deputy Chief Operations Officer, KLÉPIERRE

Scott Abbey, Location Strategy and Acquisitions, ASICS EUROPE BV

Includes
Networking
Drinks Reception
on Thursday
26 November
2015!

Attend the ICSC
Retail Strategy
& Trends Forum
(day one) on
26 November

ICSC Global Partners



ICSC European Partners



CBRE



CBRE
GLOBAL
INVESTORS



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ICSC European Law Forum

Friday 27 November 2015

M&A Transactions and Leasing

The European Law Forum will provide participants with a valuable insight into the world of M&A and leasing from a legal stand point. This one-day programme will focus on how to enter new markets and, crucially, how M&A are evolving in Europe. With keynote speakers from developers and retailers, we will look at how the transaction experience differs from country to country. What are the more suitable legal and tax schemes and how do you assess the risks? From a leasing perspective, how are leases evolving? Is it time for a new leasing model? Are we ready for a pan-European contract?

EARN More with ICSC

We are the global trade and professional association of the shopping centre industry. ICSC is a not-for profit organisation with over 70,000 members across more than 100 countries worldwide.

We represent everyone in the industry, including shopping centre owners, developers, managers, marketing specialists, investors, retailers and agents. We support you and your company to make the most of business opportunities and provide you with the services to EARN more.

Education

High quality and customised professional education and awards programmes

Advocacy

Industry champion influencing European Union policy and public debate on the retail real estate industry

Research

Global source of retail real estate intelligence, including information designed to broaden your knowledge and keep you informed about industry trends and market conditions

Networking

Build strong long-lasting business relationships through international networking at ICSC events and connect with other members online via our member database

To find out more about ICSC and our membership please contact us.

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Programme Planning Group

Joaquim Pereira Mendes, Conference Chair, ICSC European Law Forum 2015 and Director, Legal, Tax and M&A, Sonae Sierra

Claudio Cocuzza, Partner, Cocuzza & Associati, Studio Legale

Bertrand Courtois-Suffit, Chair, ICSC European Legal Group and Director, Mall & Partners

Dr. Johannes Grooterhorst, Rechtsanwalt, Partner, Grooterhorst & Partners mbB and Member of the Board, German Council of Shopping Centers e. V. (GCSC)

Ari Käkälä, Legal Counsel, Citycon Oyj

PROGRAMME

Thursday 26 November 2015

Attend the ICSC Retail Strategy & Trends Forum from 9am-5pm to learn more about ICSC's research findings for Leasing Models and Rental Metrics in the Omni-channel Era.

17:00 **Networking Drinks Reception**

Friday 27 November 2015

08:30 **Registration Opens and Networking**

09:45 **Welcome Address**

Joaquim Pereira Mendes, Conference Chair, ICSC European Law Forum 2015 and Director, Legal, Tax and M&A, Sonae Sierra

Dr. Johannes Grooterhorst, Rechtsanwalt, Partner, Grooterhorst & Partners mbB and Member of the Board, German Council of Shopping Centers e. V. (GCSC)

10:00 **Acquiring a Shopping Centre: the Current International Practice**

The session will explore the topic giving an overview of the market practice in Europe. What are the key differences when entering new markets? How complex is the assessment of real estate-related risks in cross-border M&A transactions?

Keynote Speakers:

Josip Kardun, CEO, Atrium European Real Estate

Dr. Karl Reinitzhuber, CEO, Unibail-Rodamco Germany GmbH

Moderator:

Ari Käkelä, Legal Counsel, Citycon Oyj

10:45 **Panel Discussion: Major Legal Trends in the European Market**

- What are the preferred structures (share / asset deal, cross-border structures)?
- Are there any restrictions imposed by regulatory bodies? Compliance problems? BEPS?
- What are the options for the relocation of entities within the EU, notably by using branch structures, migration, conversion, EU cross-border mergers?
- What are the preferred investment vehicles? REITs?
- What legal barriers and opportunities do companies need to consider when entering new markets?

Panellists:

Hanns-William Mülsch, Rechtsanwalt, Notar, Partner, Real Estate, Berwin Leighton Paisner LLP

Marzio Longo, Partner, Real Estate, Freshfields Bruckhaus Deringer LLP

Jeroen Elink Schuurman, Partner, Tax and Real Estate, PwC

Moderator:

Ari Käkelä, Legal Counsel, Citycon Oyj

12:00 **Networking Lunch**

13:30 **Tenant versus Landlord - a Difficult Balance in the Shopping Centre Environment?**

The session will focus on the importance of the lease contract in governing tenant-landlord relationships, focusing on the key clauses and their relevance in the difficult balance between the parties. Is a pan-European contract feasible? What really matters when negotiating a lease contract?

Keynote Speakers:

Beñat Ortega, Deputy Chief Operations Officer, KLÉPIERRE

Scott Abbey, Location Strategy and Acquisitions, ASICS EUROPE BV

Moderator:

Claudio Cocuzza, Partner, Cocuzza & Associati, Studio Legale

14:15 **Panel Discussion: Major Legal Trends in the European Leasing Market**

- Turnover rents and their future: new basis for variable rent? Is defining the source of sale still crucial in the contract?
- Omni-channel challenges in the lease
- Co-tenancy clauses: still crucial?
- Shell and core: the conundrum of the shell specification

Panellists:

Joachim Kaempf, Associate General Counsel, ECE Projektmanagement

Nina Kampler, Founder and President, Kampler Advisory Group, LLC, New York/New Jersey, USA

Georg Christian Reuter, LL.M. Rechtsanwalt, Partner, GÖRG Partnerschaft von Rechtsanwälten mbB

Moderator:

Claudio Cocuzza, Partner, Cocuzza & Associati, Studio Legale

15:30 **Closing Remarks**

Bertrand Courtois-Suffit, Chair, ICSC European Legal Group and Director, Mall & Partners

15:45 **End of day**



ICSC European Law Forum Registration Form

Friday 27 November 2015, Berlin, Germany

Registration form for payment by invoice

To qualify for the Discounted Member ICSC Member fee, each registrant must be an ICSC member. Please email mzalac@icsc.org for more details. To qualify for the Advanced Registration fee, we must receive your registration and payment by **16 October 2015**. For your name to appear in the delegate list, we must receive your registration and payment by **20 November 2015**.

Delegate Registration

First name _____ Surname _____ Company name _____
Position _____ Type of business _____ ICSC Membership number _____
Address _____
City _____ Postcode _____ Country _____
Tel No _____ Fax No _____ E-mail (for correspondence) _____

Registration Options

Retail Strategy & Trends Forum (26 Nov) & European Law Forum (27 Nov)

Advance Registration (until 16 October 2015)

Discounted Member Fee: €349.00 + €66.31 VAT = €415.31

Non-Member: €499.00 + €94.81 VAT = €593.81

Standard Registration (from 17 October 2015)

Discounted Member Fee: €499.00 + €94.81 VAT = €593.81

Non-Member: €599.00 + €113.81 VAT = €712.81

European Law Forum only

Advance Registration (until 16 October 2015)

Discounted Member Fee: €149.00 + €28.31 VAT = €177.31

Non-Member: €299.00 + €56.81 VAT = €355.81

Standard Registration (from 17 October 2015)

Discounted Member Fee: €199.00 + €37.81 VAT = €236.81

Non-Member: €349.00 + €66.31 VAT = €415.31

To find out more about eligibility for the Next Generation fees or to register in this category, please email mzalac@icsc.org

Payment Summary

Please add together from previous sections and complete the final total here:

Total Payment

ICSC Membership

To qualify for the discounted member fee, each registrant must be an ICSC member. See separate form for details and application for becoming a member of ICSC or contact Membership & Retailer Outreach Co-ordinator **Ed Dennehy** on **+44 20 7976 3102** at edennehy@icsc.org

Cancellations/substitutions

Written cancellation and refund requests received at ICSC by 2 October 2015 will be awarded a full refund minus €150.00 processing fee. Refunds on cancellations received between 3 - 30 October 2015 will be subject to a 50% charge. From 31 October 2015, no refunds will be given. All requests for refunds must be received by ICSC in writing. Substitutions can be made at any time but must be communicated in writing to ICSC.

Data protection

By entering your details into this form you agree to allow ICSC to contact you via mail, fax, e-mail, phone or otherwise regarding their services and events that may be of interest to you or your colleagues.