

LUXEMBOURG REAL ESTATE TRANSACTIONS

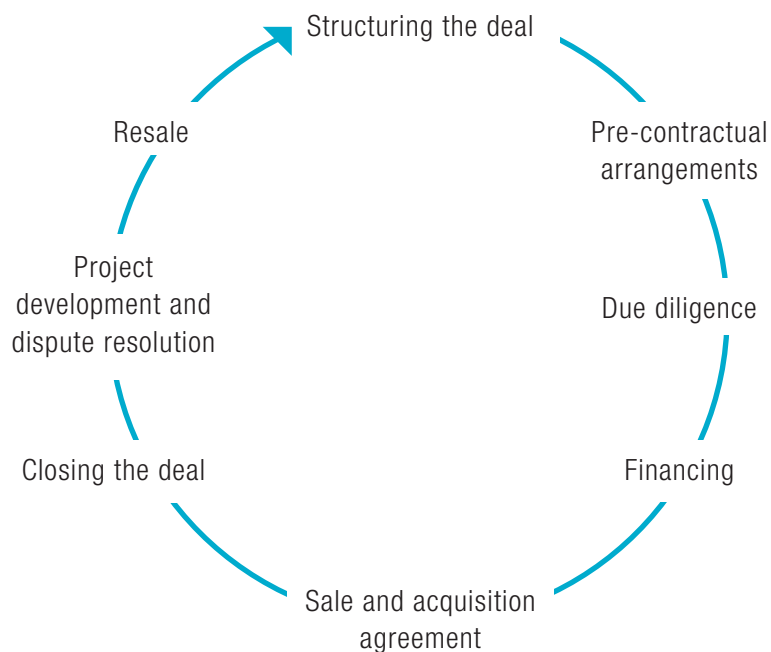
All services under one roof



OUR VALUE PROPOSITION

ATOZ and Luther provide a unique structuring and implementation solution for the acquisition of real estate assets located in Luxembourg.

Together, we deliver a **comprehensive set of tax, legal, financial and real estate advisory services**, throughout the entire development cycle of a property – from the acquisition, through structuring holding vehicles, financing, building and use, to the disposal.



Our experienced professionals help **investors to implement their real estate investment strategy**.

They handle the financial modeling, perform the due diligence, ensure assistance in the negotiation of the contracts, design the most efficient tax structure and take care of the corporate implementation aspects of the property deal.

DEAL PREPARATION



- Pre-contractual arrangement including the conditions precedent and the price clause
- Data room
- Due diligence (direct tax, indirect tax, legal and financial)

DEAL STRUCTURING



- Efficient structuring design: e.g. asset or share deal, sale and leaseback, setting up of special purpose vehicles, funds and joint ventures
- Luxembourg tax structuring memorandum covering tax implications on transaction and on-going tax treatment (direct tax, VAT, registration duty, etc.)

DEAL EXECUTION



- Draft/negotiation of the relevant legal documentation (LOI, SPA, reps & warranties, guarantees mechanism, lease agreement, etc.)
- Implement structures and ensure consistency with the tax structuring memorandum
- Data room management and Q&A
- Assistance with negotiation and signing

FOLLOW-UP



- Tax and legal compliance
- Annual structure review

A COMPREHENSIVE OFFER

ATOZ and Luther teams work together, hand-in-hand, to deliver fully integrated services. We combine our strengths in order to provide assistance based on a **clear scope agreed in advance** with the client and following a **straightforward process during the whole transaction**.

Key decision makers, as defined by the client, are involved at all steps of the transaction (kick-off meeting, steering committee, ad-hoc conference calls) to ensure that business and timing objectives are met.

We excel at combining our real estate expertise with our tax, corporate M&A, private equity, banking and litigation expertise.

Acting as lead adviser, **ATOZ coordinates and centralises the input of domestic and international advisers from relevant jurisdictions**, securing high-end and on-time services and taking full contractual responsibility. All services rendered by our firms are coordinated by a **single core team** sitting within ATOZ which is in charge of the efficient management of the overall project and ensures seamless communication with the client's own team.

Efficiency & Expertise

We manage the tax and legal advisory services for major real estate institutional investors.



Guaranteed transparency

We provide clear estimates and offer a competitive pricing. We keep control of timeframe and costs.



Partner led from start to finish

We ensure direct implication of experienced Partners and Directors. We guarantee access to Relationship Partners throughout the mandate.



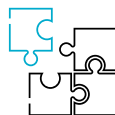
Fully independent assessment

ATOZ and Luther are independent, conflict-free advisory firms. They are market leaders in their respective fields of expertise.



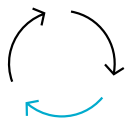
A single point of contact

A dedicated Core Team will be your sole point of contact and will coordinate all work between ATOZ and Luther.



Building on synergies

We work together to deliver most appropriate and efficient advice, building on synergies that will be key to your success.



OUR CREDENTIALS

Our track-record spans both domestic and international property transactions in which we have both led the cross-border tax structuring of the acquisition and handled the project management.

- Acting as lead adviser to a leading Luxembourg banking institution in the context of the implementation of its real estate investment strategy, handling financial modeling, tax and corporate implementation aspects, due diligence advisory and assistance in the negotiation of the SPA.
- Assistance to a Spanish Family Office, handling the financial, tax, and corporate due diligence as well as the SPA negotiation in the context of the acquisition of an office building located in the city center of Luxembourg (deal value approx. €20 mio).
- We acted as exclusive adviser to a Luxembourg family office in the acquisition of a property located in Luxembourg, handling tax, financial and corporate implementation aspects, due diligence advisory and assistance in the SPA negotiation (deal value above €90 mio).
- We advised a large UK asset manager that has more than €475 bn of assets under management with the acquisition of a €50 mio office building in Luxembourg. We assisted with the tax and financial due diligence, negotiation of the SPA and structuring the investment.
- We assisted a large Belgium-based Real Estate company generating a turnover in excess of €2 bn per year with the acquisition of two properties in Luxembourg worth several million euros in order to develop commercial and residential projects. We assisted with the tax due diligence of the acquired entities.

We run sophisticated transactions and construction projects for the public sector and private companies, as well as for international funds and property developers.

- We advised a leading listed investment company in Europe in the context of the multi-jurisdiction acquisition and financing of a portfolio of 85 budget and mid-range hotels located in France and 7 other European countries with an asset value of €504 mio.
- We advised with respect to different real estate transactions implemented by the Luxembourg funds of a global real estate services provider and structured through Luxembourg holding companies, consisting in corporate, M&A and financing transaction for real estate acquisitions.
- We advised within the frame of the debt and corporate restructuring of the Luxembourg entities involved in the financing of a shopping center by a leading international asset manager.
- We advised a major local health organisation in relation with its real estate operations including the acquisition of a retirement home and the forward leases of two retirement homes.

Note: Prior results do not guarantee similar outcome. This publication was not designed to provide tax or legal advice and it does not substitute for the consultation with a tax or legal expert.

OUR REAL ESTATE TEAM



KEITH O'DONNELL

ATOZ Managing Partner
International & Corporate Tax
keith.odonnell@atoz.lu



JEAN-MICHEL CHAMONARD

ATOZ Partner
International & Corporate Tax
jean-michel.chamonard@atoz.lu



CHRISTOPHE DARCHÉ

ATOZ Partner
Head of Corporate Finance
christophe.darche@atoz.lu



AURÉLIEN LATOUCHE

Partner
Luther
aurelien.latouche@luther-lawfirm.com

Our real estate team is led by Keith O'Donnell, Jean-Michel Chamonard and Christophe Darche. Keith, as ATOZ Managing Partner, also heads up the Taxand Network Real Estate Service Line. Jean-Michel is a Tax Partner at ATOZ Tax Advisers and Managing Partner of ATOZ Services. Christophe Darche, as Head of Corporate Finance, deals with the financial aspects of all transactions. The ATOZ team has a cumulated 43 years of experience in advising international groups on the design and implementation of real estate tax strategies.

The collaboration between ATOZ' experienced tax advisers and Luther's seasoned corporate and real estate lawyers fosters multidisciplinary, sound expertise, enabling us to offer a fully integrated real estate practice for your successful deals.

Throughout your project, you will have a dedicated Core Team acting as your single point of contact. The Core Team will coordinate all work between ATOZ and Luther teams, in close collaboration with you.

ABOUT ATOZ & LUTHER

ATOZ was founded in 2004 with a clear objective in mind: to become an independent, tax-focused, high-end firm. ATOZ offers a comprehensive and integrated range of direct and indirect tax solutions as well as corporate implementation, corporate finance and transfer pricing services to both local and international firms.

Set apart from other larger firms by the quality of both the services provided and the excellence of all Members, ATOZ has steadily grown into a respected and established Luxembourg firm whose competitors include all Big Four firms.

For the past 14 years, clients have trusted ATOZ to help solve their most critical and important business problems. ATOZ shares a common approach of researching and understanding the project, the strategy and the cash flows before drawing conclusions. ATOZ has a steadfast commitment to objectivity and operates under the highest professional, legal, regulatory and ethical standards.



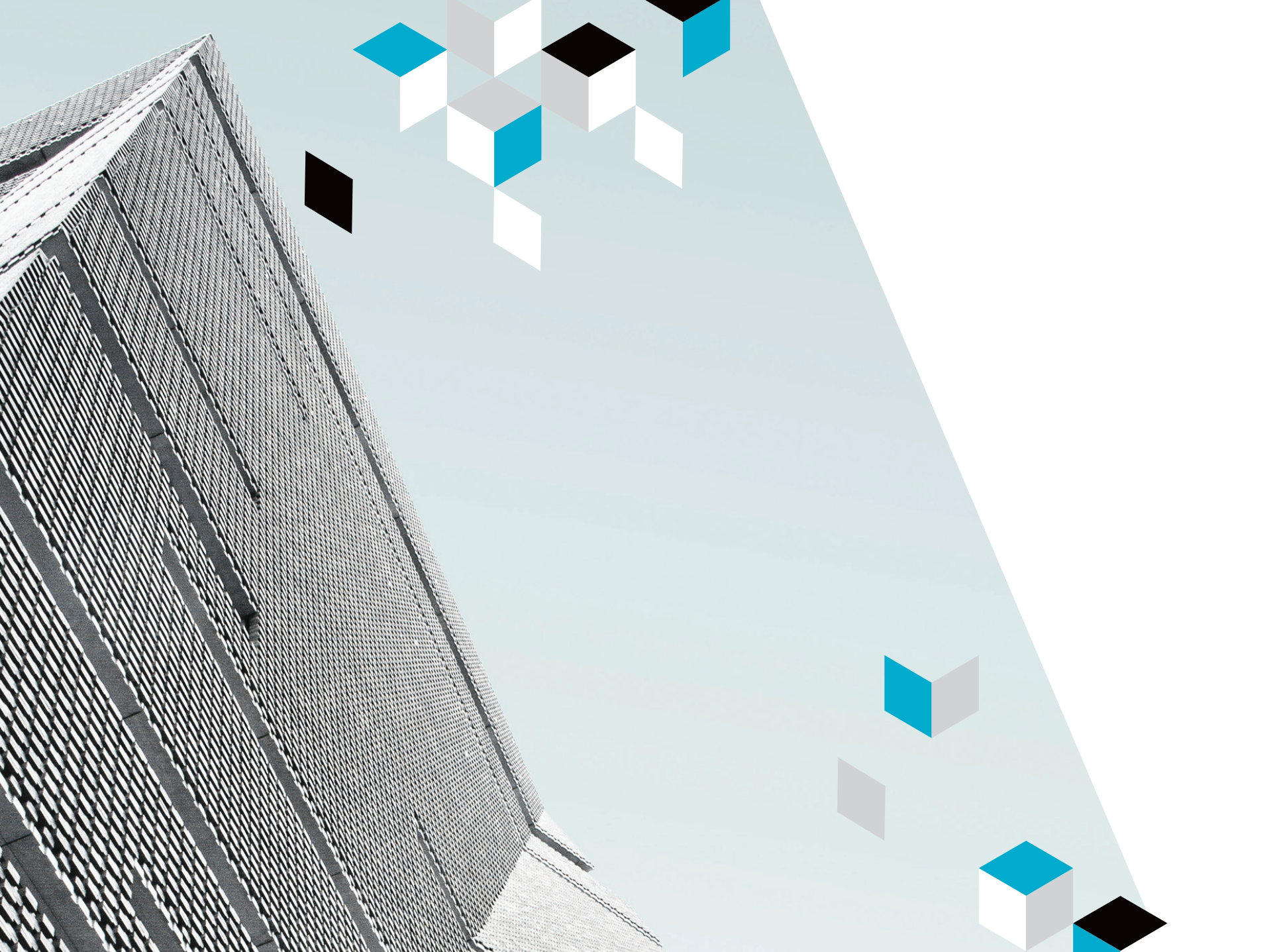
Since inception in 2010, Luther provides legal advice in all areas relevant to companies, from startups to listed groups, across a wide range of sectors, including the public sector. This includes dealing with complex international issues and local specificities.

Luther has over 27 lawyers working in dedicated, multicultural and multidisciplinary teams together with our other offices in Germany and maintaining close long-term relationships with renowned commercial law firms worldwide.

Over the years, clients have placed their trust in Luther because of the excellent quality of their advice.

Luther's dynamic teams concentrate on working efficiently and place great emphasis on transparent fee structures and clear invoices.

The logo for Luther. It features the word "Luther." in a large, magenta, serif font. The period at the end of the word is a small dot.A vertical architectural detail of a building facade on the right side of the page. It shows a complex, geometric pattern of light and dark rectangular panels, creating a textured, three-dimensional effect.





WE LOOK BEYOND THE HORIZON
TO HELP YOU PLAN TODAY
FOR TOMORROW'S CHALLENGES



Aerogolf Center 1B, Heienhaff | L-1736 Senningerberg
Phone (+352) 26 940-1

www.atoz.lu



@ATOZLuxembourg



ATOZ Tax Advisers Luxembourg

 TAXAND