

# Life Sciences & Healthcare



Taylor Wessing LLP is a leading European law firm advising life sciences and healthcare businesses, those who fund them and those who work for them

- Commercial agreements
- Corporate finance, M&A and other corporate services
- Strategic intellectual property advice and due diligence
- Trade marks
- Intellectual property litigation
- Commercial disputes
- Regulatory
- Competition (antitrust)
- Food and nutrition
- Healthcare and health professionals
- Employment

## The Life Sciences & Healthcare Group

Taylor Wessing has a dedicated Life Sciences & Healthcare Group which provides a top-quality, multi-disciplinary service with a pan-European reach. Components of that service include:

- Commercial agreements
- Corporate finance, M&A and other corporate law services
- Strategic intellectual property advice and due diligence
- Trade marks
- Intellectual property litigation
- Commercial disputes
- Regulatory
- Competition (anti-trust)
- Food and nutrition
- Healthcare and health professionals
- Employment.

The Life Sciences & Healthcare Group and its members have been described as "outstanding", "leading authorities", "excellent" and as having "remarkable strength and depth" in the latest editions of directories such as Chambers, PLC Global Counsel, Legal 500 and Juve Germany.

The Group's range of clients is diverse, covering everything from a number of multinational pharmaceutical 'giants' to listed biotech companies, right down to the earliest biotech start-ups; all receive the benefits of the Group's skills and experience and the continually growing client base reflects the repute in which the Group is held.

Our Life Sciences & Healthcare Group combines Taylor Wessing's top-ranked intellectual property lawyers with our highly regarded international corporate, corporate finance, competition (antitrust), employment and real estate specialists.

## Commercial agreements

Lawyers in the Group regularly negotiate and advise on all forms of agreements relevant to the life sciences and healthcare sectors, including:

- Patent, know-how and software licences
- Research, development and collaboration agreements
- Confidentiality agreements
- Material transfer agreements
- Feasibility study and option agreements
- Contract manufacture and supply agreements
- Distribution and agency agreements
- Co-promotion and co-marketing agreements
- Clinical trial agreements, indemnities and principal investigator agreements.

## Corporate finance, M&A and other corporate services

We handle a wide range of international and domestic corporate work including corporate finance, mergers and acquisitions, inward investment, tax and employee incentives.

We act for a varied client base including public companies, banks and other financial institutions, management teams, private companies and venture capitalists.

We advise on major multi-national acquisitions, usually by US life sciences companies or by other multinational groups with European subsidiaries. We have a

great deal of experience in acquiring listed companies and of the special rules that apply to these transactions.

Our services include advising on:

- Venture capital
- Management buy-outs and buy-ins
- Due diligence and disclosures
- Investment agreements
- Joint ventures and shareholders' agreements
- Mergers, acquisitions and disposals
- Corporate finance - advising private and public companies on fund-raising including those listed on the London Stock Exchange, the Frankfurt Stock Exchange and the UK's AIM
- Corporate taxation
- Setting up and administering companies - we have a dedicated group providing company secretarial services
- Corporate governance
- Directors' duties and liabilities
- Share options.

## Inward investment

We advise clients on the appropriate vehicle for setting up in new jurisdictions, including assessing whether a taxable entity needs to be created. We advise on immigration and local labour law issues, together with local real estate (property) law and their practical implications for the inward investor.



## Strategic intellectual property advice and due diligence

The Group has a wealth of experience in providing life sciences and healthcare clients with strategic intellectual property advice. We can advise in relation to filing strategies, freedom to operate, exploitation and the protection of valuable scientific know-how. We work with companies, helping them to develop a sustainable patent strategy, and have extensive experience in structuring collaborations between pharmaceutical companies, biotechnology companies and hospital authorities.

Taylor Wessing regularly carries out specialised due diligence in the life sciences and healthcare sectors, prior to:

- Investments and public offerings
- Mergers and acquisitions
- Licensing
- Collaborations.

## Trade marks

The Group can also call on the services of the firm's extensive trade mark practice. Lawyers in the Trade Mark Group operate a filing and prosecution service, which includes a Community Trade Mark application service utilising the firm's office in Alicante, Spain (where the administrative centre for Community Trade Marks is based). They are familiar with the specific issues affecting trade marks in the life sciences and healthcare sectors, including parallel import repackaging issues and the need for 'umbrella marks'.

## Intellectual property litigation

Taylor Wessing is a major force in intellectual property litigation in Europe - both nationally in the UK, Germany and France and also centrally before the European Patent Office, European Court of Justice and the major international arbitration courts. We are also experienced in mediation and other forms of alternative dispute resolution. We advise on the enforcement of intellectual property rights, defending against infringement claims and disputes as to ownership.

Our firm is instructed in many leading intellectual property cases, particularly those in the life sciences and healthcare sectors.

The Group's recent experience includes:

- The control and co-ordination of complex multi-jurisdictional patent litigation throughout Europe
- Patent litigation involving the following (among others):
  - compounds such as alendronate, erythropoietin, omeprazole, paroxetine and simvastatin
  - stent technology
  - X-ray focusing technology
- Advising on the infringement, and enforcement, of trade mark rights in pharmaceutical brands
- Handling copyright disputes concerning software and databases used in the healthcare sector
- Bringing unfair competition claims against competitors in respect of advertising methods for medicinal products and medical devices.

## Commercial disputes

Taylor Wessing provides expert advice on domestic and international commercial disputes, helping to resolve them by negotiation, litigation, arbitration or other means of dispute resolution. Our recent work in the life sciences and healthcare sectors includes advising on disputes arising out of pharmaceutical patent licences, medical device distribution agreements, healthcare software licences and consultancy contracts.





## Regulatory

An understanding of the regulatory environment in which our life science clients operate is fundamental to our ability to offer a full service. We have developed such an understanding across the entire range of life sciences and healthcare activities including pharmaceutical, biotechnological and medical devices. We have good working relationships with the national and centralised regulatory authorities and can assist our clients in understanding the relevant regulations, maximising their use of them, prosecuting authorisations and, thereafter, enforcing their rights. We have represented clients on regulatory matters before the national and European courts (e.g. in cases concerning permissible advertising and labelling for pharmaceutical products). As an indication of the Group's work in the field of regulatory matters, we have recently carried out substantial projects relating to matters such as:

- Data packaging exclusivity and abridged approval applications
- Orphan drug designation
- Re-packaging in the context of parallel imports
- Clinical trial regulation
- The introduction of 'Roche/Bolar' provisions into European laws
- Marketing nutritional supplements, vitamins and diabetic foods
- Regulation of herbal medicinal products
- Internet advertising and 'e-health' issues
- Data protection and privacy laws
- Freedom of information
- Supplementary protection certificate legislation
- Parallel import licences
- Promotion and advertising of medicines and medical devices to health professionals
- Codes of conduct and sponsorship policies
- Record retention policies.

## Competition (antitrust)

Competition law issues are highly relevant to many arrangements in the life sciences and healthcare sectors, such as co-marketing, co-promotion and distribution agreements. Taylor Wessing has an extensive competition law practice, including an office in Brussels. Recent work in the sectors includes:

- Advising on the pricing issues arising from the supply of pharmaceutical products by a company in a strong market position
- Devising and rolling out an EC competition compliance programme for a pharmaceutical company
- Advising a pharmaceutical company on the competition issues arising from the re-engineering of its supply chain
- Advising on the competition issues arising from EC-wide co-marketing agreements.
- Drafting supply agreements for the new EC Member States following enlargement
- Advising a company on state aid issues.

## Food and nutrition

Food and nutrition is subject to an ever increasing level of regulation.

As such, manufacturers continually face new challenges with regard to compliance with laws concerning every stage of the supply chain, including standards of ingredients, their processing and storage, labelling, traceability, hygiene, advertising standards and other aspects of consumer protection.

Taylor Wessing offers a comprehensive advisory service, from initial product concept through to purchase by the consumer. We have specialist expertise in borderline areas of food law: food supplements, medical foods and food for particular nutritional uses.

By combining scientific expertise and many years' experience in dealing with food safety authorities, we consistently provide clients with creative and successful solutions to their diverse range of needs.

## Healthcare infrastructure and health professionals

The Group advises leading healthcare practices, from private doctors' partnerships to large hospitals, on such matters as their contractual arrangements, professional rules and regulations, contracts with health insurers, outsourcing and risk management.

We also act for a number of private sector sponsors, consortia, contractors, funders and operators involved in all aspects of transactions for the construction/ refurbishment and maintenance of new and existing infrastructure (for use by the UK's National Health Service) using traditional and, in particular, more innovative procurement and contractual structures.

The work of the Group includes:

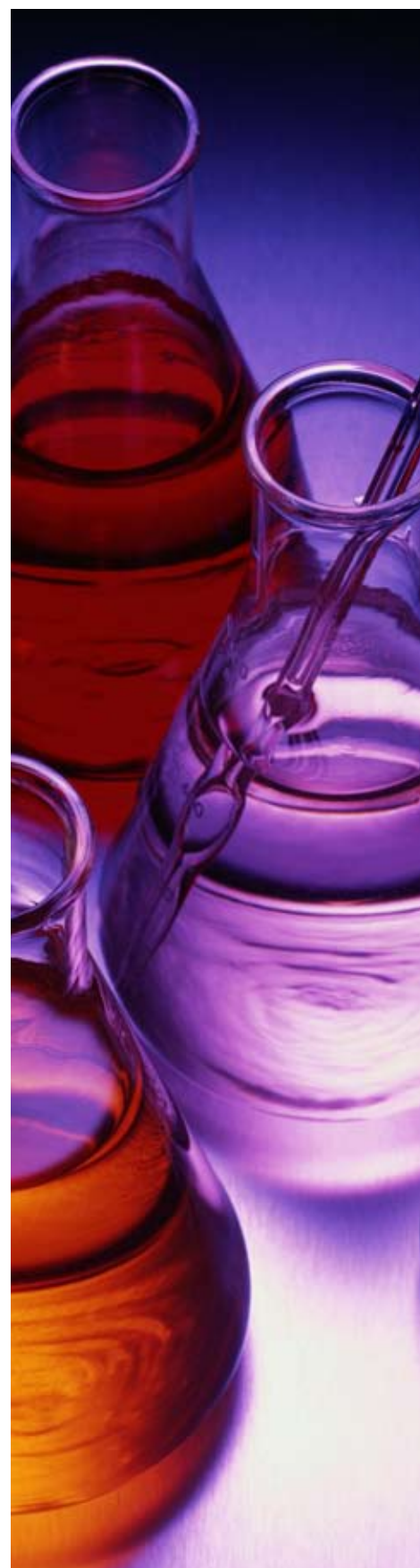
- Hospital restructuring and privatisation
- All aspects of PFI/PPP/NHS LIFT work, right through from the procurement/tender process up to financial close
- General corporate/commercial transactions (joint ventures, mergers and acquisitions, privatisations, divestitures and commercial contracts)
- Project financings
- Capital markets work.

Members of the Group also advise healthcare professionals, such as doctors' practices, on employment law, billing and reimbursement, real estate, data protection facility sharing and, in Germany, on legal issues arising out of the statutory health insurance scheme (SHI).

## Employment

Taylor Wessing's highly regarded Employment & Pensions Department covers the full spectrum of employment and pensions work. We have specialist expertise in all key employment and pensions issues affecting the life sciences and healthcare sectors, and the experience to apply the law to the specific needs of those sectors. Our services include advising on:

- Employment contracts - carefully tailored to protect your business needs and interests
- Consultancy agreements - striking the right balance between protection and commercial and fiscal flexibility
- Employee incentive schemes - from bonus plans to stock plans
- Commission plans - to incentivise sales staff
- Restrictive covenants - especially those designed to protect intellectual property and confidential information
- Policies and procedures - advice on best HR practice
- Pension schemes - from personal plans to occupational schemes and the role of trustees.



### A legal force for Europe

Based principally in the UK, France and Germany - with an office in Brussels, representative offices in Alicante and Shanghai and an associated office in Dubai - Taylor Wessing provides the full range of legal services to major corporations, financial and public institutions, growing enterprises and wealthy private clients.

Taylor Wessing has an enviable track record in serving knowledge-based and technology-orientated businesses. A market leader in intellectual property, the firm also has a strong market presence in corporate finance, private equity, real estate finance, inward investment and technology, media and telecoms.

A number of our lawyers have science degrees and many have worked in-house and/or been seconded to technology-based companies. The combined strengths of the members of the Life Sciences & Healthcare Group, including our knowledge of international intellectual property rights and our extensive international connections, means we are ideally placed to meet the needs of companies in the life sciences and healthcare sectors.

*For more information about Taylor Wessing's full range of legal services, please visit: [www.taylorwessing.com](http://www.taylorwessing.com)*



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