

# Life Sciences & Healthcare



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

**Taylor Wessing has been voted:**

**“Law Firm of the Year for Pharmaceuticals & Healthcare”**

JUVE Awards 2009

**“UK Contentious IP Firm of the Year”**

at the Managing Intellectual Property Global Awards 2009

**“European Life Sciences IP Firm of the Year”**

at the Managing Intellectual Property Global Awards 2008

**“Equal first for Patents (contentious UK)”**

at the Managing Intellectual Property ‘World IP Survey’ 2008

**“Law Firm of the Year”**

European Venture Capital Journal (EVCJ) Awards 2008

**Taylor Wessing is top-ranked in the latest editions of the following guides:**

**PLC Cross-Border Life Sciences Handbook**

Commercial & Partnering and Intellectual Property

**Legal 500**

Pharmaceutical & Biotech and Venture Capital M&A (Mid Market: £50 - £250 million)

**Chambers**

Life Sciences, Venture Capital and Patent Litigation

**JUVE**

Pharmaceuticals & Healthcare and Patent Litigation

# 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:**

- Licensing and collaboration
- Manufacturing and distribution agreements
- Corporate finance, M&A and other corporate law services
- Private Equity and Venture Capital
- Strategic intellectual property advice and due diligence
- Trade marks
- Intellectual property litigation
- Regulatory
- Competition (anti-trust)
- Food and nutrition
- Product Liability
- Healthcare infrastructure and health professionals
- Employment.

The Life Sciences & Healthcare Group 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 and medical device companies to listed biotech and medtech companies, right down to the earliest 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 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 compliance, 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, often 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:

- Mergers, acquisitions and disposals
- Joint ventures and shareholders' agreements
- Private Equity
- Venture capital
- Management buy-outs and buy-ins
- Investment agreements
- 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
- Due diligence and disclosures
- Corporate taxation
- Setting up and administering companies – we have a dedicated group providing company secretarial services in the UK
- 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 research institutions.

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

- Investments and public offerings
- Mergers and acquisitions
- Private Equity and Venture Capital transactions
- 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 internationally 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.

### Contract disputes

Taylor Wessing provides expert advice on domestic and international contract 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
- Clinical trial regulation
- The introduction of 'Roche / Bolar' provisions into European laws
- Regulation of herbal medicinal products
- Internet advertising and 'e-health' issues
- Data protection and privacy laws
- Freedom of information
- Supplementary protection certificate legislation
- Pricing and reimbursement
- Promotion and advertising of medicines and medical devices to health professionals
- Compliance and sponsoring
- 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. Furthermore, for some years the authorities have been keeping an eye on certain areas where competition issues could arise (e.g. pharma sector inquiry, patent settlements, abuse of dominant position). 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 companies during and related to the pharma sector inquiry of the EU Commission
- Comprehensive merger control work regarding an international acquisition of a medical device producer
- Advising on the application of competition law in the area of statutory health insurance and social security
- 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.
- 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 and distributors continually face new challenges with regard to compliance with laws concerning every stage of the supply and distribution chain, including standards of ingredients, their processing and storage, labelling, traceability, hygiene, advertising standards and other aspects of consumer protection.

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.

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, functional and dietary foods, including foods for special medical purposes.

### Product Liability

The drug and medical device sector remains a major playing field for product liability litigation. In Europe, over the past years a plaintiffs' bar has been emerging putting a particular focus on this industry sector. Several EU member states have passed legislation to facilitate multi-party legislation or other forms of collective action, or to strengthen the position of plaintiffs in product liability litigation in general and of product liability litigation in the life sciences sector in particular. Also, manufacturers see themselves under increasing pressure by regulators or the public to take precautionary safety action such as safety warnings, the implementation of contraindications or product withdrawals, often triggering a wave of product liability actions in their aftermath.

Based on our in-depth knowledge of the regulatory environment, and drawing on our experience of working for national and multi-national drug and medical device companies, we offer our clients advice on effective defence strategies, representing them in individual actions or in mass litigation. We also have experience in the management of major product liability cases in the life sciences sector at an international level including the advice on issues under European drug and medical device regulation, data protection regulation, or civil procedure rules arising in the context of US product liability litigation.

### 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.

Taylor Wessings' Healthcare Group devises commercial and practical solutions for the healthcare sector that are both innovative and highly successful. The work of the group includes all aspects of transactions for the construction and maintenance of new and existing healthcare infrastructure.

### The work of the Group includes:

- Hospital planning, restructuring and privatisation
- All aspects of PFI / PPP work
- Public procurement of medical tools and resources
- Co-operation agreements between healthcare service providers
- New forms of healthcare services (e.g. general-practitioner-centred care, integrated care, disease management programs)
- General corporate / commercial transactions (joint ventures, mergers and acquisitions, privatisations, divestitures and commercial contracts)
- Project financings / capital markets work
- Medical professional law, from the admission of medical practices to the ongoing compliance with all aspects of professional and health insurance law
- 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, especially in Germany, on legal issues arising out of the statutory health insurance scheme (SHI).

### Employment

Taylor Wessings' 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 Human Resources practice
- Pension schemes – from personal plans to occupational schemes and the role of trustees.

# About Us

Taylor Wessing is a leading International law firm with a single-minded approach: to help our clients succeed.

What makes us different is our forward thinking approach to serving clients. We think creatively about business issues and are constantly looking for new and better ways to add value with truly innovative solutions that help to grow our clients' businesses.

By keeping close to our clients we can proactively identify better ways to help them achieve their ambitions.

Today's world is undergoing fundamental change and that creates the need for intelligent solutions.

**Our aim is to be at the forefront of developing those solutions by serving clients in the sectors that we believe are the industries of tomorrow:**

- > Technology, Communications and Brands;
- > Life Sciences and Healthcare;
- > Real Estate and Infrastructure;
- > Energy and Environment;
- > Financial Institutions and Services.

With over 750 lawyers in the UK, Germany, France and Belgium, we are able to provide unrivalled support for commercial organisations doing business in Europe across a full range of legal practice areas. We are also strong in the Middle East, India, China and North America. We are driven by where the industries of tomorrow are growing the fastest.

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<sup>Q</sup>Representative offices

<sup>A</sup>Associated office

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