The Private Equity Review

Fourth Edition

Editor
Stephen L Ritchie

Law Business Research

The Private Equity Review

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Fourth Edition

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EDITOR'S PREFACE

The fourth edition of *The Private Equity Review* comes on the heels of a solid but at times uneven 2014 for private equity. Deal activity and fundraising were strong in regions such as North America and Asia, but were flat to declining in Western Europe. Nevertheless, private equity continues to play an important role in global financial markets, not only in North America and Western Europe, where the industry was born, but also in developing and emerging markets in Asia, South America, the Middle East and Africa. As large global private equity powerhouses extend their reach into new markets, home-grown private equity firms, many of whose principals learned the business working for those industry leaders, have sprung up in many jurisdictions to compete using their local know-how.

As the industry continues to become more geographically diverse, private equity professionals need guidance from local practitioners about how to raise money and close deals in multiple jurisdictions. This review has been prepared with this need in mind. It contains contributions from leading private equity practitioners in 26 different countries, with observations and advice on private equity deal-making and fundraising in their respective jurisdictions.

As private equity has grown, it has also faced increasing regulatory scrutiny throughout the world. Adding to this complexity, regulation of private equity is not uniform from country to country. As a result, the following chapters also include a brief discussion of these various regulatory regimes.

While no one can predict exactly how private equity will fare in 2015, it can confidently be said that it will continue to play an important role in the global economy. Private equity by its very nature continually seeks out new, profitable investment opportunities, so its further expansion into growing emerging markets is also inevitable. It remains to be seen how local markets and policymakers respond.

I want to thank everyone who contributed their time and labour to making this fourth edition of *The Private Equity Review* possible. Each of them is a leader in his or her respective market, so I appreciate that they have used their valuable and scarce time to share their expertise.

Stephen L Ritchie
Kirkland & Ellis LLP
Chicago, Illinois
March 2015

Chapter 20

SPAIN

Christian Hoedl and Diana Linage[1]

I OVERVIEW

i Deal activity[2]

Investments

Deal activity in 2014 has improved significantly in comparison with previous years, evidencing – at last – a change of trend after years of market downturn. In value terms, the preliminary data available for 2014 suggest investments for an aggregate amount of slightly above €3 billion, a 28 per cent increase compared to 2013. This figure is close to the activity level in 2008 and, although it is far from the historic high deal value achieved in 2007 (€4.3 billion), it ends a long downward trend in PE investments. Indeed, during the financial crisis investments decreased in 2008 (by 32 per cent) and 2009 (by 46 per cent), recovered in 2010 and fell again in 2011 (by 8 per cent), 2012 (by 24 per cent) and 2013 (by 31 per cent). The change in trend started to show in the second half of 2013, with investment in excess of €1.2 billion (out of a total €1.7 billion investment volume in the year).

In terms of volume, 460 deals were closed in 2014, a 15 per cent decrease with respect to 2013, suggesting an increase in the average size of the deals. The last quarter of the year concentrated the highest activity level, comprising 40 per cent of the whole year.

Most investments in 2014 (90 per cent) involved less than €5 million and 65 per cent per cent of them involved less than €1 million. The number of large buyouts (exceeding €100 million) nearly doubled in 2014 with respect to the previous year, all of them closed by international sponsors. Foreign players carried out 55 deals representing 78 per cent of the total invested amount.

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1 Christian Hoedl is a partner and Diana Linage is an associate at Uría Menéndez.

2 Source: Spanish Venture Capital Association (ASCRI, www.ascri.org). 2014 figures are based on preliminary data published by ASCRI.

Divestments

Divestments reached a record high in 2014 exceeding €4.6 billion in aggregate. By contrast, the number of divestment deals decreased by 19 per cent in comparison with 2013, thus suggesting higher average deal values. These figures are consistent with the start of the trend in 2013, when divestments also showed a 21 per cent increase (in terms of value) and a decrease of 22 per cent in number of divestments.

Trade sales to strategic investors were again the most frequently used method of divestment (77 per cent), followed by secondary sales to other private equity firms (14 per cent). 2014 has seen a boom in initial public offerings (IPOs) after several years in the doldrums. Thirteen companies have been listed in Spain during 2014, including six in MAB (the Alternative Stock Market).

Fundraising and sponsors

A total of €4,287 million was raised in new funds in 2014, which represents an increase of approximately 88 per cent compared with 2013. Some 55 per cent of this amount was raised by international funds, 39 per cent by private domestic sponsors and the remaining 6 per cent by central or regional government-sponsored funds. The increase in fundraising by existing Spanish sponsors (€1,691 million in 2014 compared with €312 million in 2013) is particularly noteworthy.

Fond-ICO Global (a public fund) entered the market in Spain in 2013 as a new player and has provided €631 million to private operators during 2014.

ii Operation of the market

Sale processes

Auctions have again become the norm in larger transactions and for the most valuable assets, while proprietary transactions are still more common for mid-market and small PE transactions (due to a continued sensitivity to deal certainty as opposed to price maximisation).

Transactions and deal negotiations continue to be protracted, and may extend far beyond six months. The pricing expectations of sellers remain high and have in most cases increased compared with 2013 and 2012. 'Bridging-the-gap' strategies therefore continue to be crucial in many deals.

Proprietary deals in Spain are structured as in most other European jurisdictions, including an exclusivity agreement (with a term of between one and three months, which is often extended) based on an indicative offer, followed by a due diligence phase and the negotiation of a share purchase agreement (SPA) or investment agreement. The financing banks (if any) tend to participate in the deal negotiation at a much earlier phase than before the financial crisis. In the case of minority investments, the negotiation of the shareholders' agreement (and the inclusion of minority protection in the articles of association of the target company) in many cases proves more complex and time-consuming than the SPA itself.

Auction processes tend to be divided into two or three phases, in line with the standards of other jurisdictions. In the first phase, the potential buyers submit a non-binding, indicative offer based on their preliminary valuation of the target and setting out the likely key terms. On the basis of the non-binding offers received, the seller selects

one or more potential buyers to enter the second stage. In the second phase, the selected bidders are given access to a data room and other due diligence information, possibly including a vendor's due diligence report. At the end of this phase, potential buyers are required to submit a binding offer, including mark-ups of the sale documentation drafted by the seller. It is not unusual for the second phase to be followed by a third phase, during which the seller and the potential buyer enter into bilateral (although often non-exclusive) negotiations and a final confirmatory due diligence.

Public to private transactions include a due diligence of the listed target company (approved by the target board); and the negotiation of a transaction agreement with the independent directors of the target company or the negotiation of an 'irrevocable agreement' with the main shareholders (whereby the shareholders undertake to tender their shares in the takeover bid to be launched by the private equity fund under agreed terms), or both. Break fees for up to 1 per cent of the transaction value are allowed under the Spanish takeover rules. A tender offer is mandatory if the sponsor acquires a 30 per cent stake in the company (or appoints a majority of the target company directors). Certainty of funds is a key feature of the Spanish tender offer, which must include a bank guarantee for the amount of the consideration offered in the bid. Competing bidders must be provided the same information as the initial offeror (who under Spanish law has only limited 'first-mover' advantages). Spanish law provides for the squeeze-out of minority shareholders if, as a consequence of the tender offer, the offeror owns 90 per cent or more of the target company voting rights and the offer is accepted by 90 per cent or more of its addressees.

Management incentive arrangements

As in other jurisdictions, most private equity deals carried out in Spain include an incentive scheme to align the management team with the private equity investor. The management incentive package often combines 'sweet equity' and a 'ratchet'. One of the traditionally used structures to implement the sweet equity involves the management team's contribution to the target being made in the form of capital or common stock, while the private equity fund's contribution is divided between equity and a participating loan or preferred shares. It is not unusual for the management team to be provided with finance to enable them to purchase shares in the target. The target company may provide such financing, profiting from the exception to the financial assistance prohibition that applies to employees of a Spanish company. The advantage of this type of scheme for the management team is that the tax on equity-derived gains obtained upon divestment is lower than income tax on employment or director remuneration. The scheme is usually accompanied by the subscription of a shareholders' agreement, including drag-along and tag-along rights and 'good and bad leaver' provisions. In most cases, the management team is also asked to provide representations and warranties on investment and upon exit (as opposed to the sponsor who only undertakes to provide representations and warranties on title and capacity).

'Ratchets' provide the management team with a bonus payment upon exit, depending on the achievement of a minimum return for the private equity fund. The hurdle is normally an IRR of between 15 and 25 per cent or 1.5 to 3 times the money invested by the fund. To improve the tax treatment of ratchets, it is common to implement them through a 'multi-annual bonus'. Under Spanish tax law, extraordinary

gains generated over a period of more than two years may benefit from a reduction of 30 per cent for the purposes of personal income tax, which provides a significant advantage over taxation of ordinary gains; however, a recent legislative change has limited the application of this reduction up to €300,000 of bonus payments, provided that such bonus payment does not exceed €1 million.

II LEGAL FRAMEWORK

i Acquisition of control and minority interests

Prior authorisation

As a general rule, the acquisition of control or a minority interest in a Spanish company by a private equity fund (or, indeed, any other investor) is not subject to prior authorisation (other than as may be provided for in the articles of association, financing or other agreements, and other arrangements applying to the target company). In particular, investments by private equity funds (or their investment vehicles) domiciled or incorporated abroad are not subject to any foreign investment authorisations (except where the fund or vehicles are domiciled in a tax haven), but they must be notified to the Investment Registry for administrative, economic and statistical purposes only. Exceptionally, foreign investments relating to, *inter alia*, air transport, radio, minerals and raw materials of strategic importance, mining rights, television, gaming, telecommunications, private security, arms and explosives for civil use and activities related to national defence must be assessed separately.

The acquisition of a significant stake in certain entities (such as credit institutions, insurers or investment service companies) requires prior authorisation by the relevant regulator.

Any transaction involving a concentration exceeding the legal thresholds established by Spanish or European law requires prior notification to the antitrust authorities. Antitrust clearance is required before the transaction can be implemented. Spanish antitrust law requires the appropriate filing to be made to the National Market and Competition Commission (CNMC) where one of the two following thresholds is met:

a a 30 per cent share of the national market or a defined geographical market is acquired or increased as a result of the concentration (except where the target or assets acquired in the transaction achieved a turnover in Spain of no more than €10 million in the previous financial year, and provided that the undertakings concerned do not hold, individually or in aggregate, a market share of 50 per cent or more in any affected market); or

b the combined aggregate turnover in Spain of all the undertakings during the previous financial year exceeds €240 million, provided that each of at least two of the undertakings has an aggregate turnover in Spain of more than €60 million.

For calculation purposes, turnover includes the overall sales of the economic group to which the undertaking belongs (excluding intra-group turnover). Portfolio companies are deemed to be part of the private equity fund's group. The CNMC must, within one month of notification, either clear the transaction or open an in-depth second-phase

investigation if it is possible that the transaction may impede the maintenance of effective competition in the relevant market.

Where the target company holds administrative concessions, it may be necessary or advisable (depending on the specific terms of the concession contract or applicable legislation) to seek and obtain authorisation from the relevant authority for a change of control in the target, or at least to inform that authority of such change.

Concept of 'control' and takeover bids for listed companies

A private equity sponsor's effective control of a Spanish company depends on the articles of association of the company, any voting agreements, the composition of the board and minority protection provided for by law.

In the context of listed companies, control of a listed target is deemed to exist where a person or entity, or a group of persons or entities acting in concert, directly or indirectly holds at least 30 per cent of its voting rights, or holds a stake of less than 30 per cent of the voting rights but appoints (prior to or within the 24 months following the acquisition) a majority of the target's board of directors. In these cases, control may be acquired either by directly or indirectly acquiring target securities with voting rights or entering into shareholders' or voting agreements. Mandatory bids must be addressed to all holders of the target company's shares, convertible bonds or share subscription rights.

Minority shareholder rights

Shareholders with at least 5 per cent of the shares (whether individually or in aggregate) (3 per cent for listed companies) may require the board of directors to call a general meeting and to include additional items on the agenda, and may also request the presence of a notary public at general meetings. The Spanish Companies Law (as recently amended by Law 31/2014 (SCL)) has also widened the powers reserved to the general meeting (e.g., regarding the acquisition, disposal or transfer of material assets) and expressly acknowledges that the general meeting may issue instructions to the directors of a corporation (as had already been established for limited companies).

Any shareholder is entitled to request information connected to items in the agenda of a general meeting or submit any questions in writing. The new law has expanded the grounds for refusing information by the board when it considers that the information requested would be unnecessary to protect the shareholders' rights, or if there are objective reasons to consider that the information could be used for aims not related to the corporate purpose or its disclosure may be contrary to the interest of the company or its related companies. Disclosure cannot be denied, however, if the information is requested by shareholders representing 25 per cent of the share capital (which may be reduced to 5 per cent in the articles of association), even if disclosure is deemed detrimental to the company's interest. The amended SCL, however, clarifies that the breach of the information right only entitles the shareholder to demand compliance and seek indemnification, but (with certain exceptions) is not a ground to invalidate the shareholders' resolutions. Likewise, the shareholder will be liable for any damages caused by an abusive use of the information requested or when such use is detrimental to the company's interest.

Shareholders representing at least 1 per cent of the company's share capital (one per mille in the case of listed companies) may challenge resolutions of a general meeting

or the board of directors whenever these are contrary to the law, the company's articles of association, or are detrimental to the corporate interest to the benefit of one or more shareholders or third parties. Abusive resolutions are considered to violate the corporate interest. The amended SCL has also narrowed the possibility of challenging corporate resolutions on the basis of mere formal breaches that have no relevant impact on the result of the constitution and voting of the meeting.

Finally, shareholders representing at least 1 per cent of the company's share capital (whether individually or in aggregate) are entitled to challenge a resolution of the board of directors, and those holding the minimum percentage to call a general meeting may bring a derivative claim on behalf of the company against any director.

Non-resident sponsors

Transaction structures for foreign PE investments are usually driven by tax factors, in particular the tax treatment of dividends and capital gains generated on exit. Spanish companies may benefit from rights deriving from EU directives, such as the Parent-Subsidiary Directive and the Merger Directive, or from Spain's 80-plus bilateral tax treaties (including the recently revised treaty with the United States, which favours direct investments into Spain). Spain's broad tax treaty network with Latin America make it an attractive vehicle for channelling capital investments in Latin America as well as a tax-efficient exit route for EU capital investments.

ii Fiduciary duties and liabilities

Any private equity fund investing in a Spanish company must be aware of the fiduciary duties it may have as a member, or those of its directors.

The duty of care of directors is subject to a 'business judgement rule' protecting discretionary business decisions taken with a reasonable standard of diligence. The duty of loyalty has been widened in the recent reform of the SCL, with special emphasis on conflicts of interest, confidentiality, and the freedom of judgement and independence from instructions of, or connections with, third parties (which, *inter alia*, prohibits directors from receiving remuneration from third parties for their duties). The company may waive certain of these duties (in particular conflicts of interest) on a case-by-case basis. Some transactions require the authorisation of the shareholders' meeting (e.g., to allow directors to receive remuneration from third parties, or allow the company and a director to complete a transaction whose value exceeds 10 per cent of the company's assets).

It is also important for investors to bear in mind that the fiduciary duties of directors (and the liability that may result from the breach of these duties) may also extend to persons or entities who act as shadow or *de facto* directors.

The SCL also includes specific duties of loyalty for the members, including the obligation not to abuse their majority powers and the right of minority shareholders to exit the company if no dividends are distributed after five years since its incorporation (a right that is currently suspended). The courts have also upheld the members' duty of loyalty in more general terms, on the basis of concepts such as contractual good faith and the duty not to act against the interests of the company and not to obtain disproportionate advantages to the detriment of the company or the other members.

These duties would therefore apply to the private equity fund in its capacity as a member of the company.

III YEAR IN REVIEW

i Recent deal activity

Major deals

Several large buyout deals were closed in 2014, most of them sponsored by international private equity funds. Consumer products, leisure activities, health services and industrial products were the most sought-after sectors by investors. For example, CVC acquired a stake in Deoleo, KKR acquired a controlling shareholding in Port Aventura and Cinven acquired the fibre network business unit of the Spanish utility Gas Natural. Likewise, IDC Salud and Grupo Hospitalario Quirón (participated in by the PE firms CVC and Doughty Hanson, respectively) merged in 2014, creating one of the largest private health services groups in Spain.

In the mid-market, Magnum Capital acquired Nuevo Ágora Centro de Estudios, and Geriatros and Realza Capital acquired a majority stake in Industrias Dolz.

As regards divestments, KKR and Investindustrial sold Grupo Inaer to Babcock International and Spanish sponsors Corpfin Capital and N+1 Mercapital divested from Cunext and Colegios Laude, respectively.

Dual-tracks have again been seen in the Spanish market in 2014, fostered by improving stock market conditions. The divestment by Carlyle from Applus+ finally completed through an IPO, and the sale of ONO to Vodafone are examples of dual-tracks during the year in review.

Minority investments

Private equity funds continue to be prepared to acquire minority stakes in Spanish companies controlled by strategic shareholders or other private equity sponsors. One of the most significant transactions in 2014 was Eurazeo's acquisition of a 10 per cent stake in Desigual. Other examples of minority investments during the year are the acquisition by KKR and other funds of a minority stake in Telepizza, and the acquisition by Baring Private Equity of a minority stake in Forus Deporte y Ocio.

Expansion investments

Private equity funds continue to contribute equity to finance the expansion of Spanish businesses. During 2014, several international and domestic private equity firms have invested in Spanish companies to support their future growth, development and international expansion. For example, in 2014 the private equity firm ProA Capital acquired a majority stake in Rotor, the US firm Highland Capital invested some €20 million in Social Point (a Spanish developer of social games for mobile devices), Qualitas Equity Partners invested in the start-up Job and Talent, and Nauta Capital invested in ABA English.

Distressed investments

In 2014, we have seen a continued interest (mainly by foreign investors) in Spanish non-residential real estate assets and performing and non-performing loans and servicers sold by former savings banks or by banks that wished to reduce their exposure to these distressed assets. Likewise, several real estate investment companies were listed in the Spanish stock market.

SAREB (the management company for impaired real estate assets transferred by nationalised and other state-aided banks) has also made various divestments in 2014, including the sale of real estate assets and loans. SAREB is expected to continue divesting these assets over the coming years through direct sales or banking asset funds (BAFs) (insolvency remote, segregated pools of assets). The management of BAFs is entrusted to securitisation managers and other regulated entities. BAFs benefit from a favourable tax regime if certain conditions are met and for as long as the FROB (the Spanish bank restructuring fund) has exposure to them.

ii Financing

The availability of acquisition financing in Spain has increased (in terms of EBITDA multiples financed by the banks) and it has become easier to obtain, although this is still a long way away from the levels of activity before the economic crisis. Despite the more diverse financing sources available in Europe, the range of alternative financing products available to borrowers in Spain continues to be limited. Despite the lack of available statistical data for 2014, it seems that Spanish companies continue to be highly dependant on financing from traditional banks.

Financing terms and conditions offered to sponsors are still demanding, but covenants are less stringent than a year ago. In fact, a number of deals that were largely equity financed in 2008 to 2013 were leveraged through recaps in 2014. Banks also seem to be better prepared than before to refinance interesting leveraged investments that PE funds had hoped to refinance upon their divestment long before the agreed maturity date, which should help mitigate the refinancing risk in relation to the wall of debt due in 2015 to 2016.

iii Key terms of recent control transactions

Pricing formulae: bridging the gap

With sellers' price expectations on the rise again, bridging-the-gap strategies continue to be one of the challenges in current deals. Vendor loans (subordinated to bank financing) and earn-outs based on EBITDA or other performance criteria, or dependent on the return obtained by the private equity fund upon its exit from the target, have been used in a number of private equity transactions. Minority investments and reinvestments by selling shareholders occasionally follow the same logic.

Conditionality

Despite the current economic climate, transactions continue not to be conditional upon the attainment of financing or the non-occurrence of a MAC, although it is true that this type of clause is a more common feature of negotiations than was previously the case. Reverse break fees continue to be exceptional.

Other trends

Representations and warranties, indemnities and the scope of the seller's liability continue to be one of the most negotiated aspects of deals. In general, private equity funds continue to invest with robust protection from representations and warranties given by the seller (other than in secondary buyouts), and to provide only limited or non-existent representations and warranties upon divestment.

iv Exits

As previously noted, trade sales and secondary buyouts are the most common methods of divestment used by private equity firms. Exits through IPOs have again been present in the Spanish market in 2014 due to improving market conditions. Examples of the IPOs completed in 2014 include eDreams or Applus+.

IV REGULATORY AND LEGAL DEVELOPMENTS

i New Spanish law on private equity funds and managers

Spain has finally implemented the AIFMD.[3] The new law (Law 22/2014) was enacted on 12 November 2014, and applies to managers of private equity and similar closed-ended alternative investment funds (CEAIFs) incorporated in Spain or that are marketed in Spain. These managers must be authorised by CNMV (the Spanish Securities Regulator). Subject to certain exceptions and particular rules, Spanish private equity funds and companies (themselves exempt from authorisation) must invest at least 60 per cent of their assets in shares, shareholder loans and instruments convertible into the equity of non-listed companies. The Law also provides for a new type of private equity fund that invests more than 75 per cent of its assets in SMEs. The law reinforces reporting obligations, the mechanisms to monitor and prevent conflicts of interest and the rules on the approval of remuneration and incentive policies, and imposes restrictions on asset stripping and the requirement to designate depositaries. The Law also grants legal recognition to the new European venture capital funds and to the European social entrepreneurship funds created by EU Regulations 345/2013 and 346/2013, respectively.

Finally, the Law deals with the cross-border marketing and management of CEAIFs both by Spanish managers abroad and by AIF managers in Spain (including the use of the European passport for the marketing of European CEAIFs by managers authorised in EU Member States).

ii Tax reform

The recent amendments to the Spanish personal income tax and corporate income tax (CIT) and the tax on non-resident entities also significantly affect private equity transactions. Positive developments include, regarding CIT, the reduction of tax rate to 28 per cent (25 per cent as from 2016) and the exemption of capital gains under certain circumstances.

3 Directive 2011/61/EU on Alternative Investment Funds Managers.

On the contrary, leveraged buyout (LBO) structuring has become more challenging: interest payments under certain shareholder loans are reclassified as equity income, and financial expenses related to LBO loans are deductible only up to 30 per cent of the operating profit of the target (or the target tax group). More importantly, the commonly used structure for the debt pushdown (the creation of a tax group or the merger of the acquisition vehicle with the target company) has been undermined by an additional limit to the tax deductibility of financial expenses: if the acquirer merges with the target, or the target is included in the acquirer's tax group, financial expenses are limited to 30 per cent of the operating profit of the acquirer (i.e., expenses of the vehicle may not be offset against income generated by target) unless the LBO loan represents less than 70 per cent of the consideration paid for target and at least 5 per cent of the loan is amortised every year. In addition, the goodwill resulting from the merger is no longer tax-deductible, and the tax authorities and courts have denied that the merger is eligible for the special restructuring tax regime on the basis that the merger is tax driven and does not pursue valid business reasons.

iii Other legislative changes

The SCL has been recently amended (by Law 31/2014) to improve corporate governance of Spanish companies (see Section II, *supra*).

Refinancing, restructurings and distressed deals have become easier to implement following two amendments of the Spanish Insolvency Law (including rules for the cram-down of dissenting creditors and for clean asset sales prior to or within insolvency).

The application of the Spanish regulations on the prevention of money laundering and the financing of terrorism to private equity firms operating in Spain has also become more stringent. The obligations imposed by these rules include identifying the persons and entities that are to take part in the transaction, cooperating with a special commission of the Bank of Spain, implementing written procedures and creating internal compliance bodies for due diligence duties.

Finally, the Parliament is currently examining a draft amendment to the Spanish Criminal Code, which may undergo significant changes as regards the criminal liability of legal persons.

V OUTLOOK

Private equity activity has rebounded in 2014, with investments in excess of €3 billion. Most private equity sponsors seem to expect this trend to continue in the future.

Although the Spanish economy continues to face a number of difficulties in 2015 (mainly related to the high unemployment rate and public and private debt) and the private equity industry itself has to deal with a number of challenges (competition by strategic buyers and family offices (mainly Latin American), pressure on tax structuring and carried interests, etc.), there seem to be reasons to be optimistic about the private equity industry. First, the deleveraging process by companies is expected to continue, which should lead to divestments from non-core assets. Secondly, private equity funds are expected to complete long-overdue exits, which should guarantee an increasing deal flow. Thirdly, family-owned businesses facing succession issues should continue to

be a good opportunity for private equity investments. In addition, the increase in the availability of financing and the high internationalisation of many Spanish businesses should also foster investment. Finally, the improving stock market conditions should also facilitate exits through IPOs.

In light of the above, the outlook for 2015 seems promising.

Appendix 1

ABOUT THE AUTHORS

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Christian Hoedl heads the M&A and private equity practice area at Uría Menéndez. He has participated in a large number of private equity deals for national and international funds, with or without a presence in Spain, both in private and P2Ps deals. Mr Hoedl has extensive experience in M&A and joint ventures, and has also advised on financing, management incentives and refinancing of portfolio companies. He is regarded as one of the leading lawyers in private equity by the main international legal directories (including *Chambers & Partners*, *PLC* and *The International Who's Who of Lawyers*).

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