

French Counsel, Paris

Corporate

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## Education

Certification as a Senior Professor of Law, Conseil National des Universités, 2015

Accreditation to Supervise Research, Université Panthéon-Assas (Paris II), 2012

Ph.D in Law, Université Panthéon-Assas (Paris II), 2001

## Bar Admissions

Paris

## Associations

Member, Scientific Committee of the Association Européenne pour le droit bancaire et financier

Member, Banking and Financial Committee of the AfricaFrance Foundation

Member, Scientific Committee of the Association Française des Fiduciaires

Elected Member, International Academy of Estate & Trust

Member, IFA – Institut Français des Administrateurs

Chairman, Alliance des Avocats pour les Droits de l'Homme

François Barrière has experience in regulatory and corporate matters, including cross-border, and capital markets transactions. Prior to joining Skadden, Mr. Barrière practiced law in the Paris office of another leading international law firm.

Mr. Barrière's representative M&A experience includes the following:

- **KPMG Associés S.A.** in connection with its agreement with TowerBrook Capital Partners regarding the sale of the entire share capital of KPMG ESC & GS
- **Criteo** in its discussions with activist investor Petrus Advisers, which resulted in the nomination of an additional independent director to Criteo's board
- **Air France-KLM** in connection with corporate and governance matters relating to the €4 billion recapitalization measures approved by the European Commission in April 2021
- **Mercedes-Benz** in its investment in European battery cell manufacturer Automotive Cells Company alongside founding joint venture partners Stellantis and TotalEnergies
- **Willis Towers Watson plc** in its proposed (but withdrawn) \$80 billion combination with Aon plc, and in its sale of Willis Re to Arthur J. Gallagher & Co. for \$4 billion
- **Silver Lake** in its acquisition of Silae from its founders for €570 million
- **Renault**, a French multinational automobile manufacturer, in connection with its:
  - agreements with Nissan regarding the rebalanced cross-shareholding between the two companies (including the transfer by Renault of 28.4% of Nissan shares into a French trust)
  - proposed (but withdrawn) €32.6 billion 50/50 merger transaction with Fiat Chrysler Automobiles
- **Dassault Systèmes** in its US\$5.8 billion acquisition of Medidata Solutions, Inc.
- **SCOR** in connection with the:
  - cross-border conversion of its Irish subsidiary SGRI, the first cross-border conversion with France as the destination Member State
  - acquisition of 5.01% of its own shares from Covéa for €252 million upon the partial exercise of the call option granted by Covéa in 2021, and the subsequent sale of these shares to BNP Paribas Cardif
  - successful defense against a €8.3 billion unsolicited takeover proposal from Covéa, and later, in connection with the settlement of its dispute with Covéa
  - defense against claims made by the activist fund CIAM
- **Westfield Corporation**, an Australian shopping centre group, in connection with its proposed combination with — through a US\$24.7 billion acquisition by — the French listed company Unibail-Rodamco SE, Europe's largest listed commercial property company. This transaction necessitated a stapled security structure, including the shares of an already listed French company (which was a first under French law), and of a Dutch company to be created
- **Nokia** in connection with its public buyout offer of Alcatel-Lucent

# François Barrière

Continued

- a **private equity fund** in connection with the sale of its majority stake in a leading global provider including French entities

Transactions in which he has acted prior to joining Skadden, either as counsel to acquirers, targets, selling shareholders or financial advisors, include:

- **Sompo Japan Nipponkoa** in its investment in SCOR
- **Idenix Pharmaceuticals, Inc.** in its acquisition by Merck for \$3.85 billion
- **CGI Group Holdings Europe Limited** in its £1.7 billion all-cash offer for Logica plc
- **Axa** in connection with Axa Re's reorganization
- **EDF** in its tender offer for the shares of EDF Energies Nouvelles
- **Metrovacesa** in connection with its acquisition of Gecina
- **Alcan** in its \$6 billion acquisition of Pechiney
- **Aventis**, in its defense against a hostile takeover bid from, and its subsequent acquisition by, Sanofi-Synthélabo for €59 billion
- **France Télécom** in its €3.3 billion sale of PagesJaunes to KKR; and in its tender offer for Wanadoo for €3.9 billion
- **Thomson** in connection with the acquisition by Silver Lake Partners of a \$500 million interest in Thomson
- **Sidel** in connection with Tetra Laval's bid and subsequent acquisition
- **Microsoft** in its investment in Thomson Multimedia's capital
- **Société Générale** in its proposed merger with Paribas S.A. and its defense against a hostile takeover bid from BNP
- **Elf Aquitaine** in its defense against a hostile takeover bid from, and its subsequent acquisition by, Total Fina
- **CreditSuez** in connection with certain divestitures
- **Yves Rocher** in connection with its acquisition of Stanhome
- **Adia** in its merger with Ecco to create Adecco
- **Callebaut** in its acquisition of CacaoBarry
- **Iveco** in connection with its combination with Fraikin
- **Adidas** in its acquisition of Salomon
- **SITA** in its acquisition of the non-U.S. assets of Browning-Ferris Industries (BFI)
- **The Puig Group (Paco Rabanne)** in its acquisition of Nina Ricci
- **Holdiam** and its shareholders in their acquisition by Kohler Europe
- **Goldman Sachs** in its acquisition of Allflex

Mr. Barrière also has been involved in a number of capital market transactions prior to joining Skadden, including IPOs and other equity offerings (including privatizations, rights offerings and block sales) and debt offerings (including high-yield offerings), acting either as issuer, selling shareholders or underwriters' counsel. Such transactions include offerings of securities issued by **Axa, Alcatel Lucent, EDF, Total, Ellis, Suez Environnement, ANP, Paris Re, Société Générale, Eutelsat, PagesJaunes, Sanef, France Telecom, Thomson, Vivendi Environnement, Vivendi Universal, Wavecom, Ecia, Danone, JCDecaux** and **Alcatel**.

In addition, Mr. Barrière has significant experience in banking and finance transactions under French law. Prior to joining Skadden he was involved, among others, in the financing related to:

- **APG Asset Management N.V., Arcus Infrastructure Partners LLP, Brookfield Infrastructure Group and Public Sector Pension Investment Board** in connection with the acquisition of TDF
- **Alcatel Lucent** in connection with certain refinancings
- **Goldman Sachs** in connection with the refinancing of Eurotunnel's restructuring
- **Four Seasons** in connection with certain refinancings
- **Metrovacesa** in connection with the financing of the acquisition of the French real estate company, Gecina
- **NXP** in connection with certain refinancings

Mr. Barrière also advises clients with respect to litigation matters, particularly in French M&A, financial and regulatory matters.

He has extensive knowledge of fiducie and trust matters.

Mr. Barrière lectures extensively and is a frequent speaker at symposiums both in France and abroad. He has published a wide range of publications, both in France and abroad.

Mr. Barrière is a member of the scientific committee of the Association Européenne pour le droit bancaire et financier and of the Association Française des Fiduciaires. He serves on the banking and financial committee of the AfricaFrance Foundation, is an elected member of the International Academy of Estate & Trust and also is a member of the IFA – Institut Français des Administrateurs. He also is involved in *pro bono* matters and is the former chairman — and current director — of Alliance des Avocats pour les Droits de l'Homme.

In recognition of articles he authored, Mr. Barrière has received the Legal and Business Features award from *Business and Legal Forum* in 2023, 2022, 2019 and 2017. He is recognized as a notable practitioner by *IFLR1000* and clients in *The Legal 500* have noted Mr. Barrière as an "excellent professional in M&A" with a "strong ability to offer innovative and sophisticated solutions in the structuring of operations."