



Expert Legal Advice in Spain

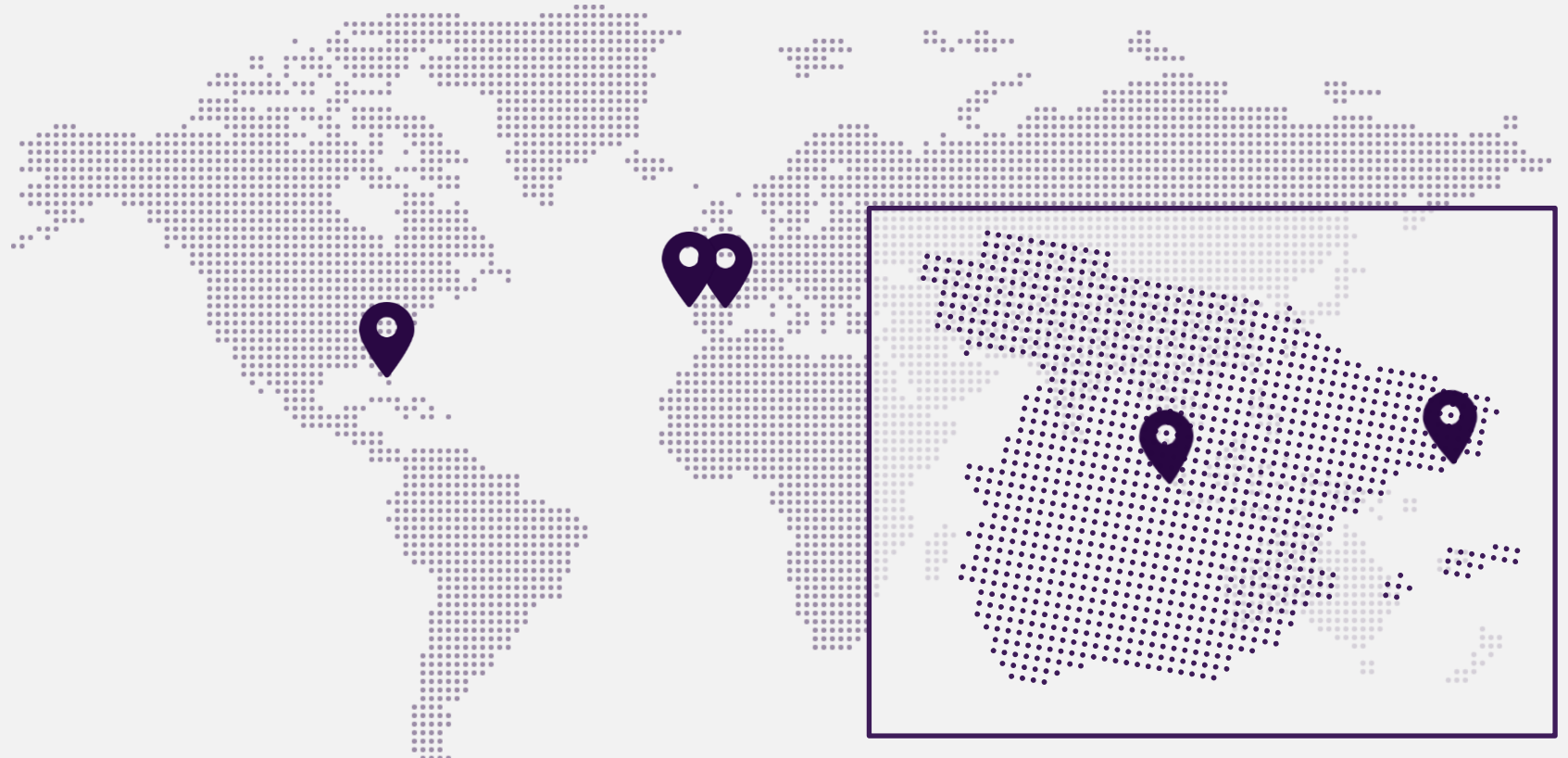
We speak your language

The Firm

We are a full-service international law firm with offices in Madrid, Barcelona, Lisbon and Miami.

We deliver legal services enabling our clients to solve their challenges and maximise their opportunities.

Our purpose is to establish long-term relationships and contribute to your success.



+20 Years	+20	3 Desks	International Presence	Offices	4 Languages
International Experience	Professionals	English Desk German Desk French Desk	Lisbon Miami	Madrid Barcelona	English German French Spanish

The Firm

Our international specialization has led us to set up different international departments to provide our clients with a customized service:

English Desk



A high percentage of commercial transactions are conducted in English. Spain has almost 90 bilateral agreements with different countries, guarantees a legal framework suitable for setting up business and is currently one of the main recipients of foreign direct investment.

Through our **English Desk**, we offer comprehensive and strategic solutions to all foreign companies interested in investing in Spain.

French Desk



Historically, and due to geographic proximity, the relations between Spain and France have always been very close. Trade between the two countries has grown steadily; today Spain is home to almost 2,900 French based-companies, subsidiaries, and branches in the automotive, retail, agri-food, and construction sectors, among others.

Our **French Desk** aims to strengthen the historical and geographical links that have always existed between France and Spain.

German Desk



Germany was Spain's second-largest trading partner in 2021. Figures for 2022 show a significant increase in bilateral trade, with more than 2,000 German-based companies in Spain. The main sectors of Spanish exports to the German market include cars, fruit and vegetables, chemicals, and transport equipment.

Our **German Desk** relies upon bilingual lawyers with professional education acquired in Germany and Spain.

Practice Areas

Our multidisciplinary approach allows us to advise our clients at every stage of their business in Spain:



Banking Law



Business Law



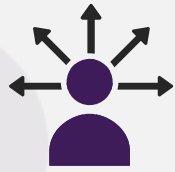
Company Law



Debt Collection



Energy Law



Franchise Law



Insolvency Law



IP Law



IT Law



Labour Law



Litigation



M&A



Public Procurement



Real Estate



Tax Law



At, **Mariscal Abogados** we help our clients to develop their **finance and fintech** projects in Spain.

Finance and Fintech companies

We provide legal advice regarding company formation, license applications and regulatory compliance, contract review, and drafting related to the establishment and operation of the finance or fintech company (bank and credit institutions, payments institutions, e-money, cryptocurrency, etc.).

Acquisition and Asset Financing, Financial Agreements

Our services include due diligence of the target company, financing structuring for shares or assets acquisition, preparation of sale and purchase agreements, regulatory compliance, litigation support, negotiating, formalizing, and executing financial contracts, designing and preparing debt acknowledgments, non-recourse debt, assignments of debt or payment, or bank guarantees. We have extensive experience in ship financing and establishing funding schemes in the maritime sector (finance leases and naval mortgages).

Project Finance

We provide legal support for project financing, including project structuring, contract negotiation, due diligence analysis, regulatory compliance, and litigation support.

Real Estate Finance

Our services related to real estate finance include the design and execution of financing structures for real estate projects, due diligence, preparation of loan agreements, securitization of real estate assets, regulatory compliance, and litigation support.



Business Law

Mariscal Abogados has extensive experience handling commercial transactions, especially those with an international component:

- Commercial distribution & agency agreements
- Franchise agreements
- Purchase & supply agreements
- Outsourcing and professional service contracts
- Licensing agreements
- Technology transfer agreements
- Product liability

Our scope of services for **business law** includes, among others:

- Legal requirements for subscribing to a specific agreement in Spain
- Reviewing existing contracts
- Drafting and negotiating agreements
- Assistance with the registration of agreements with the relevant authorities
- Representation of clients in disputes
- Enforceability of contracts under Spanish law
- Advice with the transfer of agreements
- Liability, termination, and contract disputes resolution through alternative dispute resolution methods
- Advice on the Spanish laws governing the specific contract



Company Law

At **Mariscal Abogados**, we provide comprehensive **company law** services to ensure a smooth incorporation and growth of your business in Spain. Our team offers support and guidance throughout every stage of the company life cycle:

- Company incorporation
- Annual accounts
- Bookkeeping
- Amendments to articles of association
- Board secretary services
- Powers of attorney
- General shareholders' meeting
- Directors' duties and liabilities
- Shareholders' agreements
- Debt issues
- Winding-up of companies

In addition, we have extensive experience in designing and drafting effective corporate governance codes, including bylaws, shareholders' meeting regulations, board and committee guidelines, and ethical and conduct codes. We assist our clients in addressing governance challenges and provide them with the necessary resources to succeed.



Commercial Debt Collection

When commercial debtors fail to pay their debts, legal action may be necessary to **recover** the outstanding amounts. At **Mariscal Abogados**, our approach is tailored to each case, starting with choosing the most appropriate procedure.

Out-of-court proceedings services

- Formal written requests to debtors
- Negotiation strategies
- Interruption and/or suspension of limitation periods
- Debt acknowledgement and delayed payment agreements
- Formalization of personal or in rem guarantees securing payment of our clients' credits

Judicial and arbitration proceedings services

- National and European payment order procedures
- Seizure of debtor's assets located in Spain
- Debt collection within insolvency proceedings
- Pre-arbitration, arbitration, and related actions

We are committed to recovering your outstanding debts in Spain as soon as possible.



Energy Law

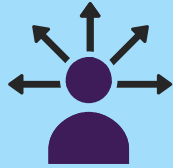
At **Mariscal Abogados**, we provide comprehensive legal services to our clients in all areas of **energy** projects in Spain that apply to every stage of the project:

- Project structuring, including the incorporation of special purpose vehicles (SPVs) or joint ventures
- Advising on mergers and acquisitions in the energy sector, including the relevant Due Diligence process, relevant acquisition, closing, and post-closing
- Advising on health and safety requirements and assisting with compliance and risk management
- Assisting with project financing and investment arrangements, including advising on project finance structures and negotiating with lenders and investors, including the analysis to see if the project is bankable
- Advising on risk management strategies for the project operation, including identification and management of legal, regulatory, and contractual risks
- Representing clients in disputes related to energy projects, including mediation, arbitration, and litigation

Concerning **energy and storage**, we provide specific services regarding:

- Development
- Construction
- Operation
- Distribution
- Commercialisation

We also provide mining-related services such as analysing the regulatory framework, ensuring compliance with regulations, and assisting with permitting and licensing.



Franchise Law

At **Mariscal Abogados**, we recognize the significance and impact of this business model. That's why we offer comprehensive legal guidance to both franchisors and franchisees, assisting them in implementing successful **franchise** projects and developing effective models of organization and management.

- Due diligence: before entering into a franchise agreement
- Preparation of pre-contractual information: ensuring compliance with legal requirements, drafting and reviewing pre-contractual disclosures, and providing advice to deal with any legal risks or issues identified during the review process
- Negotiations: discussing and agreeing on the terms of the franchise agreement (franchise scope, fee, obligations, and relevant conditions), advising on the legal impact of proposed terms, and offering guidance on possible legal risks and liabilities
- Drafting franchise agreements: reflecting the negotiated terms, identifying potential legal issues, and ensuring the contract is legally binding and follows all applicable laws and regulations
- Intellectual property protection
- Tax and employment issues
- Conflict resolution



Insolvency Law

Our **insolvency** services include:

Formal insolvency and pre-insolvency proceedings

Evaluating the financial condition, filing for insolvency, negotiating with creditors, creating debt restructuring plans, representing clients in court, and helping them recover their assets if necessary.

Financial restructuring

Deciding the best course of action, creating a financial restructuring plan, negotiating with stakeholders and creditors, drafting and reviewing contracts, ensuring adherence to legal standards, and representing clients in court.

Out-of-court workouts

Analyzing the debtor's financial condition, drafting and reviewing the settlement agreement, counseling on tax implications and regulatory compliance, representing clients in court.

Distressed acquisitions or disposals

Performing due diligence, negotiating and drafting transactional documents, ensuring compliance with Spanish regulations, evaluating labour and tax implications.

Directors' duties

Among others, guidance on corporate governance, compliance with Spanish laws, managing conflicts of interest, risk management, and potential personal liability.



We help clients protect and enforce their intellectual property rights, mitigate risk, and ensure compliance with relevant laws and regulations.

Our services in **IP Law** include, among others:

- Conducting trademark searches
- Conducting patentability and freedom to operate searches
- Registering trademarks, tradenames, patents, utility models, supplementary protection certificates, and industrial designs with the OEPM
- Registering European Union trademarks and community designs with the EUIPO
- Registering European patents/unitary patents with the EPO
- Registering international trademarks and international designs with the WIPO
- Processing PCT patent applications
- Registering trademarks, patents, utility models, and designs in foreign countries
- Representing clients in disputes over domain names in .es and .com.
- Intervening in industrial property conflicts
- Handling court appeal proceedings against decisions of the OEPM
- Protecting clients' industrial property rights in court proceedings for infringement
- Processing appeals related to EUIPO resolutions
- Counselling on unfair competition matters
- Registering, licensing and enforcing copyrights and designs
- Providing advice related to know-how
- Conducting due diligence in the context of M&A or other business transactions
- Negotiating license and franchise agreements to use trademarks, designs and inventions



IT Law

Our services for **IT law** in Spain include:

Technology

- Intellectual and industrial property protection, obtaining patents, trademarks, and copyrights, enforcing, and defending them against infringement claims.
- Advising on data privacy and security
- Negotiating and drafting contracts for the sale, licensing, and use of technology
- Regulatory compliance with industry-specific regulations
- Representing clients in litigation and dispute resolution

Media

- Copyright and trademark law
- Entertainment law
- Advertising and marketing law
- Privacy and data protection
- Litigation and dispute resolution (defamation, IP infringement, and breach of contract)

Telecommunications

- Compliance with regulations related to licensing, spectrum allocation, universal service, network interconnection, and consumer protection
- Negotiating and drafting contracts for the provision and use of telecommunication services
- Intellectual property
- Representing clients in litigation and dispute resolution



Mariscal Abogados supports national and foreign companies on **labour** issues:

Labour contracting

Advising companies on drafting and adjusting employment contracts to suit their specific needs, reviewing contractual clauses and adapting them to comply with Spanish regulations, guiding and assisting clients in dismissal matters and the termination of contracts.

Labour-Law services

We conduct due diligences to cover essential compliance obligations related to the new labor reforms and other mandatory regulations.

Senior Management and Executives

Drafting and reviewing employment contracts with golden parachute provisions and non-compete clauses; advising on the termination of employment relationships.

Collective Bargaining

Advising on retirement and redeployment, negotiations with employee representatives and trade unions, and consultations with bargaining advisory committees, among others.

Labour Procedures

Among others, legal assistance regarding individual and collective dismissal procedures, payment claims, or job classification.



Litigation

Mariscal Abogados advises national and international companies across all industries and represents them in all relevant judicial and extrajudicial proceedings.

We cover civil and commercial disputes between companies, corporate disputes arising from sales transactions or internal matters, breach of contract claims, exequatur and enforcement of foreign judgments, real estate and infrastructure project disputes, or sector-specific litigations.

Our services on **litigation** include:

Services in procedural, civil, commercial, and labour law

Legal Advice and guidance throughout the proceedings, highlighting the risks associated with specific situations, preventive studies to identify and avoid potential legal risks and pre-trial strategies to ensure an adequate defense of the client's interests.

Services in domestic and international arbitration

Expert guidance in the selection of arbitration courts and applicable laws, assistance with drafting a submission to arbitration clauses and framework of legal norms, representation in both domestic and international arbitration proceedings, handling the exequatur and enforcement of foreign arbitral awards, contestation of arbitral awards.

Mediating services

Representation in civil, commercial, labour, and copyright proceedings; acting as mediators, helping parties reach mutually beneficial agreements outside the formal legal process.

Practice Areas



For over two decades, **Mariscal Abogados** has assisted national and especially foreign investors in entering the Spanish market through **mergers and acquisitions**.

We offer comprehensive services for Mergers and Acquisitions (M&A) in Spain:

- Acquisition of Private Companies through Purchases, Mergers, and Capital Increases: analysis, due diligence, contract drafting and negotiation, regulatory compliance, corporate governance, intellectual property, employment law, and post-merger integration
- Investments at any stage of the company's Life: from early-stage financing to IPOs and beyond
- Buying and Selling Assets or Business Units: strategic guidance on structuring deals, negotiating terms, and managing risk
- Sales to Industrial Enterprises and Venture Capital Firms: review and drafting of Head of Terms (HoT), Binding or Non-Binding Offers (Bos or NBOs), and Non-Disclosure Agreements (NDAs)
- Leverage Buy-Outs (LBOS), Management Buy-Outs (MBOS), and Management Buy-Ins (MBIS)
- Turnarounds, Restructuring, and Investments in financially troubled companies
- Recapitalizations and other means of capital restructuring
- Any other structural changes: winding-up, spin-offs, international transfer of domicile, change of legal status, etc.



Our extensive experience in **public law** enables us to provide expert legal advice in all transactions involving public administration, including:

- Advising on public procurement regulations, including EU procurement law and national and regional regulations
- Bidding strategy: Advising clients on how to approach and participate in tendering procedures
- Public Contracts: Assisting clients in negotiating and executing public contracts
- Reviewing administrative and technical clauses in procurement contracts
- Monitoring developments in the legislative and regulatory Spanish landscape
- Dispute resolution: Assisting in resolving disputes that may arise during a public project or procurement process, including dispute resolution mechanisms such as arbitration, mediation, or litigation, as well as administrative or judicial proceedings when necessary
- Due diligence and compliance: ensuring compliance with relevant regulations and identifying potential risks and liabilities
- Investment solutions and funding arrangements: identifying potential sources of financing and developing effective and cost-efficient financing strategies



Our **real estate** services include:

Real Estate acquisitions

- Transactions: purchase, sale, and leasing of real estate properties
- Property development: land use and zoning, planning, permitting, and environmental compliance
- Financing related to real estate properties
- Property management: landlord-tenant relations, lease negotiations, and regulatory compliance
- Litigation in disputes over ownership, title, zoning, land use, and contractual obligations
- Taxation: implications of real estate transactions
- Real estate investment advice: including the formation and management of real estate investment funds, joint ventures, and other investment structures

Urban planning and urban development projects

- Legal advice on land use, zoning, and planning laws and regulations, including the interpretation and application of local, regional, and national planning regulations
- Obtaining permits, licenses, and approvals for urban development projects
- Agreements related to urban development projects, including purchase agreements, leases, construction contracts, and development agreements
- Real estate financing structures, including public-private partnerships
- Representing clients in disputes related to urban planning and urban development projects
- Compliance with environmental and sustainability requirements
- Legal advice on the sale, acquisition, and leasing of urban development projects, including due diligence, contract negotiation, and closing



We offer a wide range of comprehensive **tax services**, including:

Corporate Taxation

Ongoing tax advice regarding their day-to-day operations and compliance with tax obligations, domestically and internationally:

- Tax implications of corporate structures (partnerships, LLCs, and corporations)
- Development of tax-efficient structures for corporate reorganizations and advice on transactions, including tax due diligence services
- Advising on cross-border tax issues and tax treaties to avoid double taxation
- Guidance on international tax transactions (dividends, interests, royalties, etc.)
- Tax compliance and reporting obligations (tax return filing, tax incentives, and exemptions)
- Assistance in tax audits
- Representing clients in tax disputes and litigation

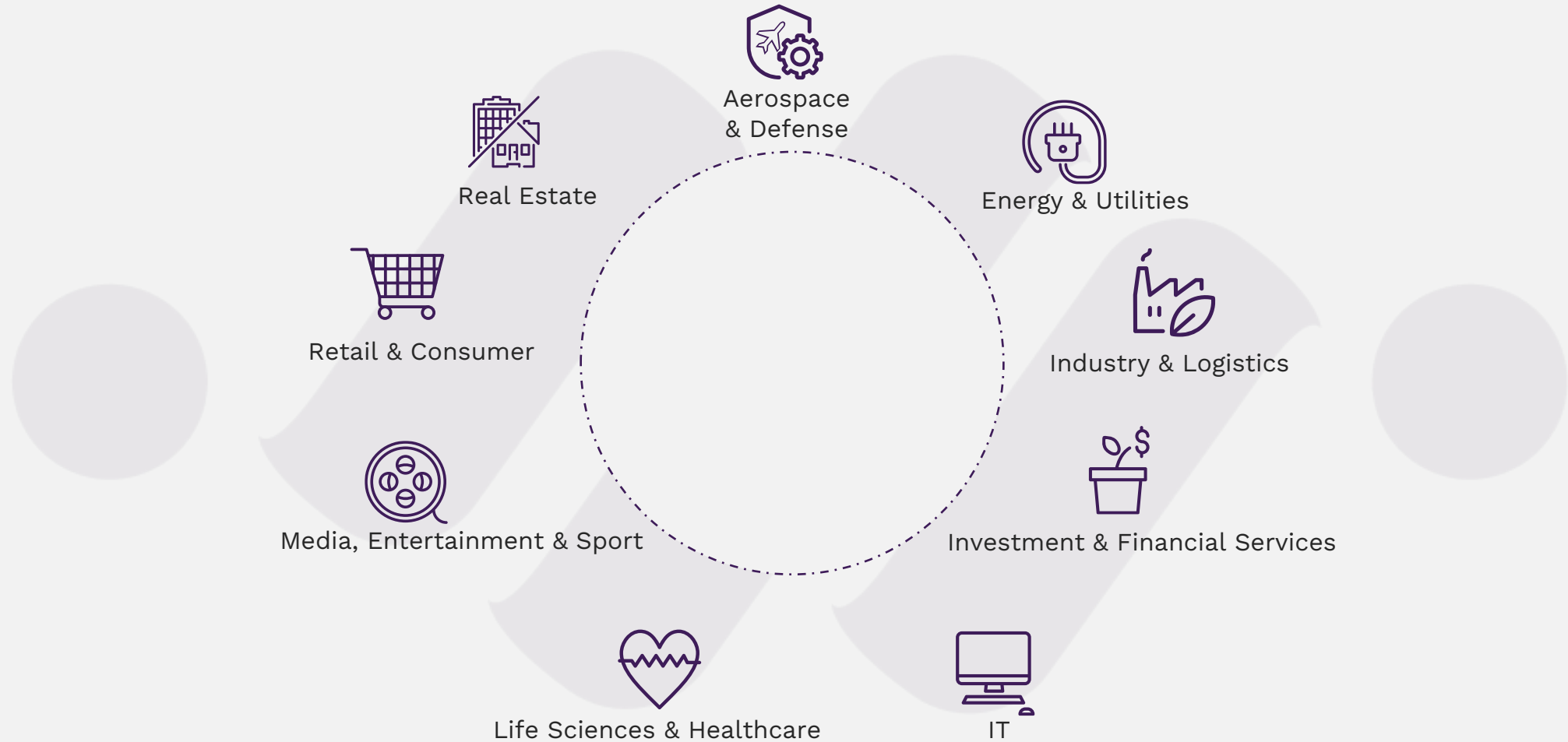
Transfer Pricing

Policy alignment with new international tax approaches, especially for Transfer Pricing:











- Transfer pricing analysis to identify potential risks in intercompany transactions
- Developing arm's length transfer pricing policies consistent with OECD standards
- Drafting documentation to support transfer pricing policies
- Transfer pricing reporting obligations at the group and local levels
- Representing clients in transfer pricing audits, investigations, and disputes
- Offering training and support for clients to implement transfer pricing policies

Sectors










Over the years, Mariscal Abogados has gained a unique perspective on different sectors:












Referrals

Client	Sector	Activity	Country	Practice Area
STEF SA	Retail & Consumer	Logistics and transport services for temperature-controlled products (food, pharmaceuticals, and healthcare products).		Business, M&A, Real Estate, Litigation & Arbitration.
OUI CARE SA	Retail & Consumer	Expert in-house services provider, specializing in housekeeping, childcare, school support, and assistance for seniors and people with disabilities.		M&A
APETITO AG	Retail & Consumer	Optimal catering concepts for communal catering in schools, nurseries, businesses, hospitals, retirement homes, and Meals-on-Wheels.		M&A
SERIDERM	Life Sciences & Healthcare	Distributor of premium medical and aesthetic equipment.		M&A, Company, Business, Tax, Labour & HR
OPEN SISTEMAS DE INFORMACIÓN INTERNET S.L.	IT	Customized technological projects and divergent technological solutions.		M&A, Company, Business, Tax, Labour, IT
NORWEGIAN SPECIAL MISSION AS	Aerospace & Defense	Advanced, reliable and cost-efficient special airborne mission solutions for Flight Inspection and Airborne Surveillance developers.		M&A, Public
STOCKMEIER QUÍMICA, S.L.U.	Retail & Consumer	Production and distribution of a diverse range of chemicals and related services, including acids, alkalis, solvents, and specialty chemicals.		M&A
F W THORPE PLC	Retail & Consumer	Design, manufacture, and supply of professional lighting equipment and control systems.		M&A
NIPRO CORPORATION	Life Sciences & Healthcare	Manufacturing and sale of medical devices, pharmaceuticals, and glass products,		M&A, Company, Business, Tax, Labour, Litigation, Public Procurement
COMPAGNIE GÉNÉRALE DE LOCATION D'ÉQUIPEMENTS	Investment & Financial Services	A subsidiary of Groupe Société Générale, the main pleasure boat financing provider in Europe.		Business, Banking

Referrals

Client	Sector	Activity	Country	Practice Area
LOW CARBON LTD	Energy & Utilities	Development, financing, construction, and operation of renewable energy projects, focusing on solar, wind, energy storage, and battery technologies.		M&A, Public Procurement
CHROMA IMPACT INVESTMENT SA	Energy & Utilities	Catalysts towards sustainable and renewable sources of energy production.		M&A, Company, Business, Tax, Labour, Public Procurement
HANITA LENSES (ACS) LTD	Life Sciences & Healthcare	Manufacturer of high-performance coated films and laminates for various applications, including automotive and architectural window films.		M&A, Company, Business, Tax, Labour, Public Procurement
NEUCA SA	Life Sciences & Healthcare	Pharmaceutical company that provides a wide range of healthcare products and services, including distribution, production, logistics, IT, and pharmacy operations.		M&A, Company, Business, Tax, Labour, Public Procurement
ALINEA SOLAR SA	Energy & Utilities	Sustainable and cost-effective energy solutions through the design, development, and installation of solar power systems for residential and commercial properties.		M&A, Public Procurement
FAHRZEUGWERK BERNARD KRONE GMBH & CO. KG	Retail & Consumer	Production of commercial vehicles, especially trailers, semi-trailers, and agricultural machinery.		M&A, Company, Business, Tax, IP
ORAN PALMACH TZUBA AGRICULTURAL COOPERATIVE SOCIETY LTD	Retail & Consumer	Cultivation and production of fruits, vegetables, and herbs, and raising of livestock.		M&A, Company, Business, Tax, Labour, Litigation, IP
IDCM Limited	Investment & Financial Services	Corporate finance specialists focusing on traditional infrastructure businesses.		M&A
TRESCAL SA	Retail & Consumer	Global leader in calibration services offering one-stop measurement, repair, and asset management solutions to various industries globally.		M&A

Referrals

Client	Sector	Activity	Country	Practice Area
BDL CAPITAL MANAGEMENT	Investment & Financial Services	BDL Capital Management is an independent management company. They manage €2.9 billion on behalf of institutional investors, private banks, asset management advisors and individuals.		Company
SUN CAPITAL	Investment & Financial Services	Global private equity firm focused on partnering with outstanding management teams to accelerate value creation.		M&A, Energy
OSG	Industry & Logistics	Experts in glass design and processing, OSG develops and supplies glass-based solutions for transportation, defense, and security.		M&A
SUNTECH POWER DEVELOPMENT SPAIN	Energy & Utilities	Research, development, production, and sales of solar photovoltaic products and solutions.		M&A
RFMW	Industry	Distributor of RF and microwave components, serving a variety of industries.		M&A
GROUPE IDEC	Real Estate	Design, construction, and real estate development, specializing in industrial and logistics properties, office buildings, and commercial spaces.		Company, Business
IAV	Retail & Consumer	Engineering and technical services to the automotive industry.		Public
LATÉCOÈRE SA	Aerospace & Defense	A leader in the field of aerostructures and interconnection systems.		M&A
Moreno-Pavón Family (Club Deportivo Leganes)	Media, Entertainment & Sport	They have led the team to rise to La Liga while investing in youth development and supporting local charitable causes.		M&A

Referrals





How can we help you?



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Thanks – Danke – Merci – Gracias

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