Global Legal Insights

Banking Regulation

2018

Fifth Edition

Contributing Editors:
Peter Hsu & Rashid Bahar

global legal group

CONTENTS

Luxembourg

Denis Van den Bulke, Thomas Bedos & Peter-Jan Bossuyt
VANDENBULKE

Introduction

The financial services sector is of paramount importance for the Luxembourg economy, representing around 60% of the workforce and accounting for 27% of the total gross value produced in Luxembourg. According to the Luxembourg Bankers' association and since the 2008 financial crisis, the Luxembourg financial sector has grown almost 10 times faster than its European peers.

The Luxembourg government is strongly committed to further strengthening the competitiveness of the Luxembourg economy by sustaining the long-term stability and development of its financial centre. In the context of Brexit, Luxembourg is steadily attracting UK-based financial institutions seeking to base their European hub in a flexible and business-friendly financial centre.

Finally, as a globally recognised financial centre with international outreach, Luxembourg has positioned itself as a world leader in the sphere of digital financial services and a financial technology hub.

Emerging out of the international e-commerce and e-payments sector thanks to the presence of companies such as PayPal, Amazon and Rakuten, the Luxembourg Fintech sector has diversified into an ecosystem engaged in RegTech, Security & Authentication, DLT & Smart Contracts, Mobile & e-payments, Automated Investment services, Big Data and Analytics.

The EU regulatory context heavily influences domestic legislation, which has to comply with new legislative developments at EU level either in terms of supervision or liquidity.

Luxembourg is also committed to contributing to more financial transparency, *inter alia*, in the context of the US Foreign Account Tax Compliance Act (or FATCA), or the automatic and mutual exchange of information under the Common Reporting System (CRS), and is moving to offer the required reporting for international banking clients with cross-border interests. Bank secrecy rules have now been eased and automatic exchange of information has been in place since 1 January 2015, with also more stringent reporting, transparency and monitoring requirements for banking activities.

A further trend is the continued diversification of activities into new markets in the financial sector. The government is also keen to ensure an adequate risk management policy at the level of the whole banking and financial sector.

Regulatory architecture: Overview of banking regulators and key regulations

Luxembourg banking regulator

The Financial Sector Supervisory Committee (*Comission de Surveillance du Secteur*

Financier – CSSF) is responsible for the prudential supervision and consumer protection of Luxembourg-based credit institutions. Its supervision also extends to professionals in the financial sector ((PFS) including investment firms, specialised PFSs, support PFSs), alternative investment fund managers, undertakings for collective investment, pension funds, SICARs, securitisation undertakings issuing securities to the public on a continuous basis, regulated markets and their operators, multilateral trading facilities, payment institutions and electronic money institutions. The CSSF also supervises the securities markets, including their operators.

The *Banque centrale du Luxembourg* (BcL) is in charge of all monetary and financial competences pertaining to a national central bank within the scope of the European System of Central Banks (ESCB). The main tasks assigned to the ESCB include the promotion of financial stability, the definition and implementation of monetary policy at EU level, the conduct of foreign exchange operations, the holding and management of official foreign reserves, and the smooth operation of payment systems. The BcL provides services to the financial sector (information collection, including statistical figures for preparing European monetary policy) and opens accounts only with monetary and financial institutions.

At EU level, the European Banking Authority (EBA) was established on 1 January 2011 as part of the European System of Financial Supervision (ESFS) and took over all existing responsibilities and tasks from the former Committee of European Banking Supervisors (CEBS). These regulatory competences were formally accepted by Luxembourg by means of the Law of 21 December 2012 implementing Directive 2010/78/EU of 24 November 2010 (Omnibus I Directive).

As from 4 November 2014, a two-pillar mechanism known as the European banking union has been implemented in the form of a single supervisory mechanism (SSM) and a single resolution mechanism (SRM).

Regulation (EU) N°1024/2013 of 15 October 2013 (SSM Regulation) and European Central Bank Regulation (EU) N°468/2014 of 16 April 2014 (SSM ECB Regulation) detail the rules applying to the SSM and entrust power over 'significant' eurozone banks to the European Central Bank (ECB). The three most significant banks in each participating member state qualify as 'significant' as well as other banks meeting certain criteria, both in quantitative and qualitative terms. As from 4 November 2014, the ECB became the direct supervisor of 120 significant banks of the eurozone. In Luxembourg, six entities are qualified as significant and are therefore supervised directly by ECB. The CSSF is in charge of assessing, at least once a year, whether a bank satisfies any of the 'Significant' criteria. The CSSF remains responsible for the supervision of less significant institutions under the oversight of the ECB.

The SRM was adopted in July 2014 and ensures, where a bank subject to the SSM faces severe financial difficulties, that its resolution will be managed efficiently, with minimal costs to taxpayers and the real economy. The SRM applies as from 2015 together with the Bank Recovery and Resolution Directive.

In Luxembourg, the law of 18 December 2015 on the resolution, reorganisation and winding-up of credit institutions and certain investment firms and on deposit guarantee (the BRR Law), which implemented the Bank Recovery and Resolution Directive of 15 May 2014 (2014/59/EU) (BRR Directive), designates the CSSF as the competent Luxembourg resolution authority and sets forth a rulebook for the resolution of banks and large investment firms with a view to improving bank crisis-management in the aftermath of the 2008 financial crisis.

Key regulations

The primary statute governing the banking sector is the law of 5 April 1993, as amended, on the financial sector (the Financial Sector Law – FSL). This law governs the Luxembourg financial services sector as a whole, and the banking sector in particular, regulating access to professional activities, the duties and rules of conduct of the financial sector, organising the prudential supervision of the financial sector or the deposit guarantee schemes, and indemnification systems in respect of credit institutions.

The Financial Sector Law incorporates the Capital Requirement Directive IV of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms (2013/36/EU) (CRD IV) and the Bank Recovery and Resolution Directive of 15 May 2014 (2014/59/EU) (BRR Directive).

On 3 January 2018, Directive 2014/65/UE (MiFID 2) entered into application, which is aimed at substituting and repealing MiFID 1 and protecting consumers investing in financial products.

Other relevant regulations include:

- Law of 17 June 1992, as amended, relating to the accounts of credit institutions;
- Law of 23 December 1998, as amended, establishing a supervisory commission of the financial sector (the 1998 Law);
- Law of 12 November 2004, as amended, on the fight against money laundering and terrorist financing;
- Law of 10 November 2009 on payment services;
- Law of 28 April 2011 on capital requirements, transposing the Directive 2009/111/EC of 16 September 2009 into Luxembourg law; and
- Law of 18 December 2015 on automatic exchange of financial account information in tax matters.

Recent regulatory themes and key regulatory developments in Luxembourg

Key areas of current regulatory focus

The banking industry is facing a wave of regulatory and reporting obligations resulting from the 2008 financial crisis, mainly imposed by EU regulations. This has imposed new organisational and technical constraints on financial institutions, which are subject to a whole set of new regulatory requirements.

In particular, following the implementation of the Capital Requirement Directive IV (CRD IV) package and its subsequent regulations, credit institutions based in Luxembourg have been obliged to reshuffle the structure of their capital.

On 17 July 2013 the CRD IV package was transposed – via a regulation and a directive, and the new global standards on bank capital (Basel III) – into EU law and entered into force. The new rules address some of the vulnerabilities shown by banking institutions during the financial crisis back in 2008: the insufficient level of capital (both in quantity and in quality) resulting in the need for unprecedented support from national authorities, by setting stronger prudential requirements for banks, requiring them to keep sufficient capital reserves and liquidity. Furthermore, the CRD IV package unifies capital requirement standards throughout the EU, thereby creating a common ground for comparison.

The adoption of the BRR Directive as set out above, and its transposition under Luxembourg law by the law of 18 December 2015 on the failure of credit institutions and certain investment firms, forms part of this wave of regulatory reforms following the 2008 financial crisis.

On 1 August 2015, the FATCA law adopted on 24 July 2015 (the FATCA Law) became effective. Among other provisions, the FATCA Law implements the intergovernmental agreement entered into on 28 March 2014 between the Grand Duchy and the United States, in order to comply with the FATCA regulation in force in the United States of America. This act requires that any foreign financial institution reports to the U.S. tax administration any US account holders (and US beneficial owners of passive non-financial foreign entities). FATCA imposes a 30% US withholding tax on US-sourced payments to foreign financial institutions (including banks, brokers, custodians and investment funds) that fail to comply with the FATCA rules.

Furthermore, the law of 18 December 2015 on the automatic exchange of financial account information (the AEoI Law), implementing the OECD standard on the automatic exchange of information, entered into force as of 1 January 2016. The AEoI Law has been passed to counter tax evasion, while around 100 countries have already committed to participate in the automatic exchange of financial account information, which represents a big step to the globalised disclosure of income earned by individuals and organisations. Concretely, Financial Institutions (FIs) in Participating Jurisdictions as defined in the OECD Common Reporting Standard (CRS) will collect tax-relevant information about their clients by enhancing their due diligence procedures. Then, FIs will report this tax-relevant information with respect to their clients (encompasses account holder, beneficial owner and potentially controlling person (together the "Investors")), who are resident in another participating jurisdiction, to the local tax authorities. Subsequently, the local tax authorities of the FI will exchange the information with their counterpart in the participating jurisdiction where the Investor is subject to tax.

As for anti-money laundering regulations, following recommendations from the OECD's Financial Action Task Force (FATF), Luxembourg conducted a fundamental reform of its legislation and adopted the law of 27 October 2010. This legislation widened the definition of money laundering, expanding the list of primary infringements and the types of professionals concerned, and reinforcing professional obligations. In Luxembourg, anti-money-laundering rules are not just limited to banks, but are also applicable to any participants in the financial sector, including service providers (auditors, chartered accountants, lawyers, etc.).

The anti-money laundering legislation requires financial actors to verify the identity of their clients or the beneficial owners of an asset before a business relationship is established or a transaction concluded. Throughout the duration of the client relationship, professionals are required to examine transactions, more particularly regarding the source of funds, and must report any sign of laundering to the public prosecutor's financial information unit (*Cellule de Renseignement Financier*). It should be noted that banking secrecy laws are not applicable during money-laundering prosecutions.

Considering that the infringement of these requirements constitutes a criminal offence, neither the banks nor the Investors can limit their liabilities.

In addition, Directive (EU) 2015/849 of 20 May 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing (AMLD IV) shall further reinforce the AML framework applicable in Luxembourg, and is currently being implemented by three different draft laws: (i) draft law 7128 which introduces a new definition of ultimate beneficial owner (UBO)); (ii) draft law 7216 establishing a register for trusts (*fiducies*); and (iii) draft law 7217 which establishes a UBO register. The draft laws 7216 and 7217 have been filed with the Luxembourg parliament (*Chambre des Députés).*

<u>Other recent changes to the regulatory regime for banks</u>

Other recent reforms, aiming at filling the gaps exposed by the financial crisis, have incidentally impacted credit institutions. As set out below, most of these pieces of legislation stem from European initiatives.

- *EMIR*

  The European Market Infrastructure Regulation 648/2012 (EMIR) as amended by the Regulation 2365/2015 on OTC derivatives, central counterparties and trade repositories, has been in force since 12 January 2016. The purpose of EMIR is to introduce new requirements to improve transparency and reduce the risks associated with the derivatives market. EMIR also establishes common organisational, conduct-of-business and prudential standards for central counterparties (CCPs) and for trade repositories, and applies to all financial and non-financial counterparties established in the EU that enter into derivative contracts.

- *Regulation on short selling and credit default swaps*

  The European legislative framework on short selling and certain aspects of credit default swaps (CDSs) is binding in its entirety and directly applicable in Luxembourg. The provisions governing short selling and certain aspects of credit default swaps in Europe are set out in a variety of EU Regulations (e.g., Regulation No 236/2012 of 14 March 2012 on short selling and certain aspects of credit default swaps, and Regulation (EU) No 826/2012 of 29 June 2012 supplementing Regulation (EU) No 236/2012).

- *Credit Mortgage Law*

  Beginning in January 2017, the new law of 23 December 2016 on mortgage credit agreements, transposing EU Directive 2014/17/EU (the Credit Mortgage Law), entered into force. Mortgage credit agreements – which had been excluded from the scope of the provisions regarding consumer credit – will now be regulated by new provisions introduced in the Luxembourg Consumer Code. In summary, the Credit Mortgage Law aims at enhancing consumer protection, in particular by imposing new rules on the creditors in their contractual relationship with borrowers. The burden of proof of the proper fulfilment of the obligations to explain, warn, assess the creditworthiness and provide general pre-contractual and contractual information, remains with the creditor.

- *EAPO Regulation*

  The European Account Preservation Order Regulation (EAPO Regulation) came into force on 18 January 2017 and gives a creditor the possibility to prevent the transfer or withdrawal of his debtor's assets in any bank account located in the European Union. A preservation order issued in one Member State shall be recognised in the other Member States without any special procedure being required, and shall be enforceable in the other Member States without the need for a declaration of enforceability. Such piece of legislation does not apply in the United Kingdom and Denmark, however.

  The scope of the preservation order is essentially restricted to cash accounts, or accounts with similar claims for the repayment of money, such as money market deposits. The EAPO Regulation's scope is further limited to cross-border civil and commercial matters, apart from certain well-defined matters. In particular, the EAPO does not apply to claims against a debtor in insolvency proceedings. The Preservation Order being of a protective nature only, it only blocks the debtor's account but does not allow money to be paid out to the creditor.

Developments in the area of Fintech

Among the most recent developments in the area of Fintech in Luxembourg is a new legal framework applicable to payment services, the activity of electronic money institutions and settlement finality in payment and securities settlement systems. Such framework is laid down under the law of 10 November 2009 (Payment Services Law) transposing Directive 2007/64/EC of 13 November 2007 on payment services in the internal market (PSD1) and Directive (EU) 2015/2366 of 25 November 2015 (PSD2), replacing and repealing PSD1 but which has not yet been transposed under Luxembourg law.

"Electronic money" is defined under the Payment Services Law as a monetary value representing a claim against the issuer which is:

- stored in electronic format, including on magnetic media;
- issued against the remittance of funds with the goal of making payments; and
- accepted by an individual or organisation other than the issuer of the electronic money.

In addition to issuing electronic money, these establishments are also permitted to supply payment services, to grant loans (under certain conditions) linked to payment services, to supply operational services and other services closely linked to the issuing of electronic money or to the supply of payment services, to manage payment systems and to undertake commercial activity.

An electronic payment establishment under the Payment Services Law is subject to authorisation by the Minister in charge of the financial centre and prudential supervision by the CSSF. The establishment's head office and central administration must be in Luxembourg.

The regulator pays particular attention to ensuring that the electronic payment establishment has a solid internal corporate governance framework, adequate processes for detecting, managing, controlling and reporting potential risks, and has control and security mechanisms for its IT systems.

Bank governance and internal controls

Corporate governance

The corporate governance structure adopted by the majority of Luxembourg banks is composed of a board of directors (the Board) and several day-to-day managers. The Board has general powers over all business and management matters and delegates the day-to-day management of the company to several day-to-day managers or executive committees.

To obtain a banking licence, any credit institution must produce to the CSSF evidence of the professional standing of its members performing administrative, management and supervisory functions, and of its shareholders. To carry out such assessment, the following documentation must be filed: (i) a CV; (ii) an extract of professional standing; (iii) any police records; and (iv) any evidence demonstrating that the applicants are of good repute and offering all guarantees of irreproachable conduct on the part of those persons (fit and proper test).

According to the LFS, two persons or more must be responsible for the day-to-day management of the credit institution (known as the "four eyes" principle). Those persons must have sufficient authority to direct the operations of the bank and must evidence adequate professional experience and autonomy on similar activities. There must be no subordination between the day-to-day managers who must reside in Luxembourg or in the close region, and work mainly from Luxembourg.

The ultimate responsibility for a bank remains with its management board. In practice, the CSSF (and, for the largest credit institutions, the ECB) very closely supervises credit institutions.

Organisational requirements

Under the LFS, a Luxembourg credit institution must have robust internal governance arrangements, which include a clear organisational structure with well defined, transparent and consistent lines of responsibility, effective processes to identify, manage, monitor and report the risks they are or might be exposed to, and adequate internal control mechanisms.

The central administrative functions of the credit institution must be located in Luxembourg. This means that executive and day-to-day management must be present in Luxembourg, with the adequate infrastructure.

The credit institution must have sound internal governance arrangements, including:

- a clear organisational structure;
- effective procedures in respect of identifying, managing, monitoring and reporting risks which it is exposed to; and
- adequate internal control mechanisms, including sound administrative and accounting procedures, as well as control and security arrangements for information-processing systems.

The credit institution must be organised in accordance with the "three lines of defence" model:

- a first line of defence composed of operational units;
- a second line of defence comprised of the compliance and risk-management functions; and
- a third line of defence consisting in the internal audit function.

The credit institution must:

- be organised on the basis of the principle of segregation of duties, under which the allocation of duties and responsibilities must avoid incompatible situations for (non-management) staff members, whatever their position in the hierarchy;
- have written procedures for the execution of operations, and control mechanisms to guarantee the effective implementation of the procedures;
- ensure that it has at its disposal the necessary technical equipment for the execution of operations;
- ensure the absolute protection of confidential information provided by customers of the credit institution;
- ensure effective control and quality in relation to its IT functions; and
- set up and maintain an accounting department within the credit institution responsible for the preparation of the annual accounts and for the preparation of information for periodic transmission to the CSSF. The duties performed by the accounting department cannot be combined with other commercially or administratively incompatible duties.

Luxembourg laws and regulations authorise the outsourcing of technical and back office functions if certain specific conditions, laid down under the LFS and the applicable CSSF circulars and regulations, apply. Further details as to the governance rules and internal controls applying to credit institutions located in Luxembourg are set out under CSSF circular 12/552.

Bank capital requirements

Since January 2014, credit institutions have been subject to CRD IV and the capital requirement regulation. Banks are therefore required to comply with the prescribed liquidity coverage ratio (LCR) and report it to the Luxembourg authorities on a monthly basis. The LCR compares the stock of high-quality liquid assets (HQLA) held by the banks with the total net cash outflows expected over the next 30 days. This requirement aims to ensure that banks maintain enough liquid assets to survive for 30 days in a stress scenario, as specified by the CSSF.

Hence, banks must have total capital of at least 8% of risk-weighted assets (RWAs). Following the transposition of CRD IV, the minimum requirement for Tier 1 capital has been increased from 4% to 6%, and the minimum requirement for common equity Tier 1 (CET 1) has been increased from 2% to 4.5%. CRD IV has also tightened the definition of common equity, and the definition of what amounts to Tier 2 capital has been simplified with all subcategories (such as upper Tier 2 and lower Tier 2) removed; the concept of Tier 3 capital has also been abolished.

In line with Basel III, CRD IV has created five new capital buffers:

(i) the capital conservation buffer;

(ii) the countercyclical buffer;

(iii) the systemic risk buffer;

(iv) the global systemic institutions buffer; and

(v) the other systemic institutions buffer.

The capital conservation buffer has been designed to ensure that firms build up capital buffers outside periods of stress that can be drawn down as losses are incurred. A capital conservation buffer of 2.5%, comprising CET 1, has been established above the regulatory minimum capital requirement.

The bank-specific countercyclical capital buffer requires banks to build up a buffer of capital during periods of excessive credit growth. The countercyclical capital buffer rate set by the CSSF as from 1 January 2018 is 0% of RWAs.

Banks that fail to meet the capital conservation buffer or the countercyclical capital buffer are subject to constraints on discretionary distributions of earnings. Luxembourg is able to apply systemic risk buffers of 1% to 3% for all exposures, and up to 5% for domestic and third-country exposures without having to seek prior approval from the Commission – they are able to impose even higher buffers with prior approval from the Commission. If Luxembourg decided to impose a buffer of up to 3% for all exposures, the buffer would have to be set equally on all exposures located within the EU.

In 2014, credit institutions started reporting elements of the net stable funding ratio (NSFR), which aims to ensure that banks maintain stable sources of funding for more than one year relative to illiquid assets and off-balance-sheet contingent calls. The NSFR is likely to be modified or altered during the course of the coming years. In its circular 14/582, the CSSF republished the European Bank Authority (EBA) guidelines on retail deposits.

In addition to the liquidity ratio, banks are also required to meet strict criteria regarding risk management in general. Banks must implement processes to identify, measure, manage and report liquidity risks to which they are exposed, and adopt internal guidelines to plan and manage their liquidity requirements, including liquidity buffers.

Rules governing banks' relationships with their customers and other third parties

Banks are subject to consumer protection enacted at both the level of the European Union and at the Luxembourg national level. The adoption of the consumption code on 8 April 2011 (*code de la consommation*) has transposed in the Luxembourg internal regulation the EU Directive 2008/48/CE on credit agreements for consumers. This Directive aims to harmonise the laws, regulations and administrative provisions of the Member States covering credit for consumers, in order to facilitate cross-border services. It increases the transparency of contractual conditions and improves the level of consumer protection. During the pre-contractual phase, the credit institutions must supply clear information on the main features of the credit offered in due course. Apart from an obligation to supply comprehensive pre-contractual information, creditors must supply consumers with adequate explanations so that the latter may choose a contract which corresponds to their needs and to their financial situation. In addition, creditors must evaluate the solvency of their clients before concluding an agreement, whilst also respecting the right of consumers to be informed when their request for credit is rejected.

The contract must restate the main information relating to the credit offer chosen. Consumers may exercise their right to withdraw by notifying the creditor of their intention, without having to justify their decision. This must take place within 14 days from the conclusion of the agreement. Consumers also have the right to make early repayment of their debt.

Consumers investing in financial products are also protected by MiFID 2, which substitutes and repeals MiFID 1. Building on the rules already in place, the revised MiFID, applicable since January 2018 and not transposed yet in Luxembourg, will strengthen the existing protection of investors by introducing robust organisational and conduct requirements and strengthening the role of management bodies.

Luxembourg courts remain competent to handle any litigation in respect of consumer protection. However, the CSSF is competent to receive complaints by customers of entities subject to its supervision, and to act as an intermediary with them in order to seek an amicable settlement to these complaints. The opening of the procedure is subject to the condition that the complaint has been previously dealt with by the relevant professional. Therefore, the complaint must have been previously sent in writing to the management of the professional. If within one month after having sent the complaint to the management, no satisfactory response is received or at least an acknowledgment of receipt, a request for out-of-court complaint resolution with the CSSF can be filed.

Furthermore, the Regulation (EU) 1286/2014 of 26 November 2014 on 'Packaged retail insurance-based investment products' (PRIIPS) also imposes more documentary tasks and stricter formalities by introducing a mandatory 'key information document' (KID), currently required for investment funds qualifying as UCITS, for a broad range of investment products offered and distributed also by credit institutions to retail investor. The PRIIPS regulation, which is fully applicable as from 1 January 2018, goes to show that EU regulatory initiatives address legal loopholes and inconsistencies among sector regulations with a view to achieving a level playing field within the financial sector in its entirety, covering insurances, asset management, financial intermediaries and banking.

Recent developments affecting Luxembourg

Following U.S. Treasury sanctions imposed for institutionalised money laundering activities, the Latvian bank ABLV and its Luxembourg subsidiary, ABLV Bank Luxembourg S.A., was declared by the European Central Bank as "failing or likely to fail" in February 2018. The same month, the Single Resolution Board (SRB), a fully independent EU agency instituted by the SRM acting as the central resolution authority within the EU banking union, decided that resolution action is not necessary for these banks as it is not in the public interest. As a consequence, their winding-up must take place under their respective national laws.

Further to the SRB decision, the CSSF announced the unavailability of deposits with such bank. This triggered the eligibility of any depositor with ABLV Bank Luxembourg S.A., regardless of their nationality or country of residence, to compensation for any loss by the Luxembourg Deposit Guarantee Fund of up to €100,000.-. On 19 February 2018, the CSSF requested the judicial liquidation and the suspension of payments of ABLV Bank Luxembourg S.A. before the district court (*tribunal d'arrondissement*) of the tribunal of Luxembourg.

On 9 March 2018 (the date of this contribution), having regard to the sound financial standing of the Luxembourg bank, the district court of Luxembourg rejected the CSSF's request for judicial liquidation, confirmed the suspension of payments of ABLV Bank Luxembourg S.A. and appointed two temporary administrators, who are now in charge of finding new investors willing to acquire the Luxembourg bank.

Denis Van den Bulke
Tel: +352 26 38 33 50 / Email: dv@vdblaw.com
Denis is the managing partner of VANDENBULKE. He co-heads the Banking, Finance and Capital Markets practice and heads Tax and Investment Funds practices. His broad range of expertise includes cross-border M&A, corporate finance, venture capital, private equity and international and European banking and financial law including investment funds and international equity compensation plans. He advises a large spectrum of institutional clients in their European cross-border operations, mainly in the banking and financial sector. His advice encompasses all related legal and business issues, including securities and corporate law matters, tax issues, derivatives, accounting and regulatory matters, bankruptcy and insolvency considerations, and security interest questions. Denis has been recognised by the main legal guides: *The Legal 500* as European Legal Expert, by *Chambers Global* as one of the best "Banking & Finance" and "Corporate & Commercial" Lawyers in Luxembourg; by *The Legal 500* and *IFLR* in the fields of Banking and Finance, Corporate/Commercial, IP and Tax practices in Luxembourg.

Thomas Bedos
Tel: +352 26 38 33 50 / Email: tb@vdblaw.com
Thomas is a senior associate of VANDENBULKE, practising in the field of Banking & Finance and Corporate practice. He has significant experience in the banking and finance area, providing advice on all issues relating to the structuring and securitisation of international financing transactions, as well as related security packages. He has developed a specialism in the implementation of, and ongoing assistance to, alternative investment structures (private equity, venture capital and real estate funds) by using mainly Luxembourg vehicles. More generally, he advises international clients on all aspects of corporate law, in particular, the structuring of transactions and corporate reorganisations. Thomas has been recognised as a legal expert by *Chambers & Partners Global Guide*.

Peter-Jan Bossuyt
Tel: +352 26 38 33 50 / Email: pjb@vdblaw.com
Peter-Jan is a partner of VANDENBULKE, co-leading the Firm's Banking, Finance and Capital Markets practice. His recognised broad and in-depth expertise ranges from secured and unsecured lending in acquisition, real estate, structured, project, fund or Islamic financing to high-yield notes or bonds issued or guaranteed by Luxembourg entities. His polyvalent pan-European and transatlantic expertise makes him the counsel of choice not only for banks but also for large corporate groups, investment funds, private equity investors or insurance companies. He has also a broad experience with respect to insolvency and financial restructuring work and enforcement of security interests and is often consulted by his clients on regulatory issues. Peter-Jan has been recommended by *IFLR1000* and *Chambers & Partners* as a notable practitioner in banking and finance in Luxembourg and by *The Legal 500* as banking, finance and capital markets expert in Luxembourg.

VANDENBULKE

35, avenue Monterey | L-2163 Luxembourg
Tel: +352 26 38 33 50 / Fax: +352 26 38 33 49 / URL: www.vdblaw.com

Other titles in the **Global Legal Insights** series include:

- **Blockchain & Virtual Currency Regulation**
- **Bribery & Corruption**
- **Cartels**
- **Commercial Real Estate**
- **Corporate Tax**
- **Employment & Labour Law**
- **Energy**
- **Fund Finance**
- **Initial Public Offerings**
- **International Arbitration**
- **Litigation & Dispute Resolution**
- **Merger Control**
- **Pricing & Reimbursement**