

CEE 2016 CORPORATE COUNSEL HANDBOOK



CEE
LEGAL MATTERS



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SLAUGHTER AND MAY

WARSAW, 8-9 JUNE, 2017

3RD ANNUAL
**CEE GENERAL COUNSEL
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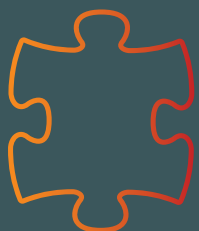
An invaluable opportunity for any General Counsel wishing to learn more about the subjects or results contained in this report and to exchange ideas about best practices and preferred strategies with peers from across CEE.

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CEE 2016 CORPORATE COUNSEL HANDBOOK

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SLAUGHTER AND MAY

A nighttime photograph of a cityscape. On the left, a prominent clock tower with a green spire stands on a stone wall. In the foreground, a stone bridge with arches spans across a river. The buildings and bridge are illuminated with warm lights, and their reflections are visible in the water. A large, dark, diagonal graphic element is overlaid on the right side of the image, containing the main text.

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In this Handbook


- 6 The Methodology
- 7 Survey Sample
- 10 Defining The GC Role
- 13 Finding Solutions
- 14 Still Increasing Teams
- 16 Regular Day in the Office
- 19 At the Top of The Agenda
- 26 Achieving Efficiency
- 29 Compliance & Regulatory
- 30 On Integration
- 32 Main Risks
- 34 Risk Responses
- 36 Keeping Apprised
- 39 External Counsel
- 47 External Counsel: Fees
- 51 Firm Directory


The Methodology


 Data was collected between July 1 and August 15, 2016. A total of 4223 General Counsel, Heads of Legal, and Legal Directors were invited to participate in the survey. The sampling channels and techniques of this survey also included promotional banners with our media partners, social media campaigns, and direct contacts.


 Respondents were asked to identify themselves and their employers for screening/data validation purposes but were assured that the information would be kept confidential and no identifying details would be disclosed.

 In total, 616 lawyers participated in the survey. 22 submissions were invalidated leaving a total of 594 valid responses.

 All values expressed in this report represent averages of registered survey responses.

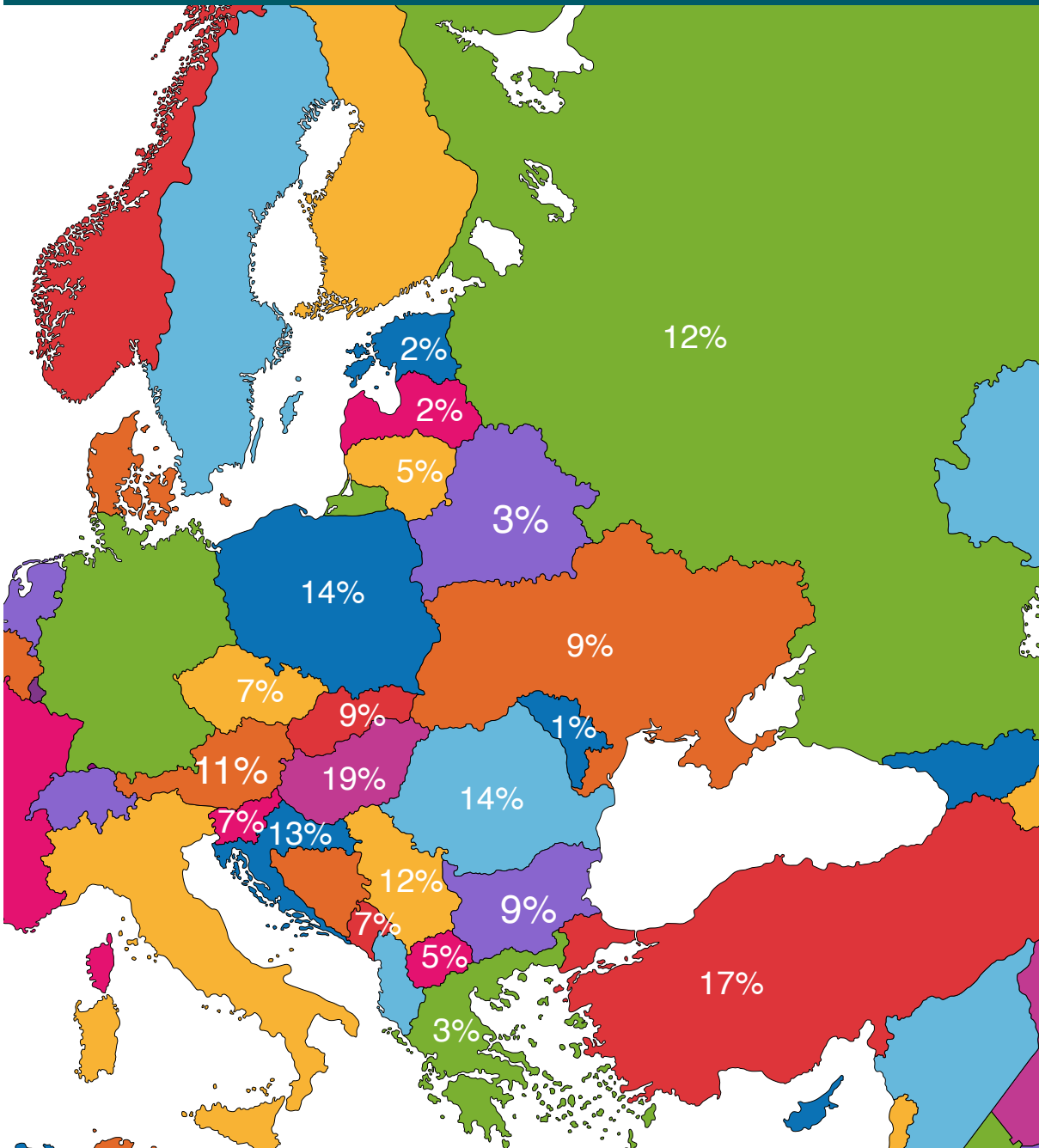
 Where possible, the findings of our survey were cross-referenced with the 2014 and 2015 Corporate Counsel Handbook reports.

 Survey responses were complemented by comments and analysis from General Counsel/Heads of Legal collected throughout the last 12 months as part of CEE Legal Matters' "Inside Insight" Section.

 The 22 respondents that were deleted from the data sample pool were removed for not satisfying the data validation requirements. Most of them did not hold sufficiently senior positions within their companies.

Survey Sample

Percentage of respondents by jurisdiction of responsibility*



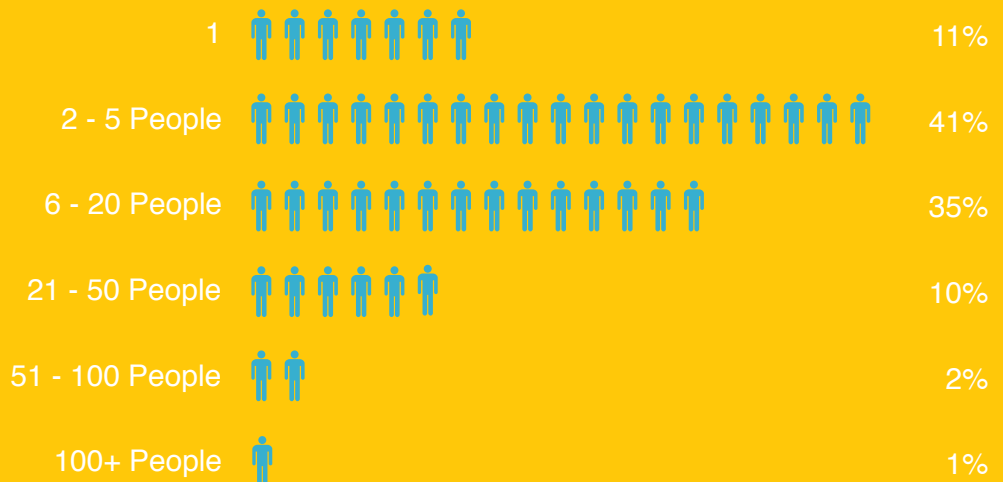
*Respondents responsible for multiple jurisdictions were counted in each country

Survey Sample

By Company Size

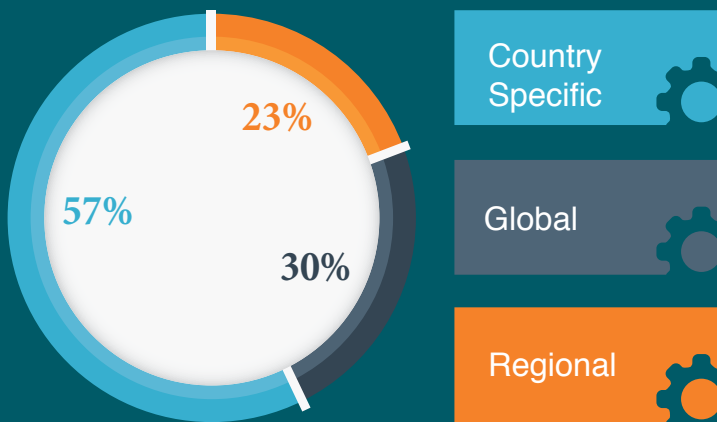


By Size of Legal Team



Survey Sample

By Scope of Responsibility



“My legal department was the only one in the entire Intesa Sanpaolo banking Group which had to continuously cover nine jurisdictions. I still regard the creation of the international network of lawyers spanning nine countries as one of my greatest professional achievements. But I do not see the secret of my success in some special pricing or other strategy.

On the contrary, in my experience the key ingredient is establishing personal contact while understanding the different cultures and mentalities. Working with a lawyer from Cairo is very different than working with a lawyer from Budapest. One should be able to recognize which lawyers can work autonomously and which prefer frequent visits (with a lot of personal contact, starting with mandatory lunches and dinners and a lot of social talk, of course).”

- Ante Sucur,
Head of Legal Affairs and Company Secretary,
Intesa Sanpaolo Card Ltd

Defining The GC Role

The “KIS” Principle: Keep It Simple



In my experience the key to a successful GC is threefold: business understanding, integration, and proactivity. A well-functioning GC would be able to take over the leadership of any business function, as he/she is fully aware of the operational, management, and strategic position of the company, and has the necessary leadership skills and insights. Thus, being integrated

“In my experience the key to a successful GC is threefold: business understanding, integration, and proactivity.”

is the first step. There is nothing worse than when legal issues are identified by non-lawyer colleagues, as most of the critical points may be missed. This is the reason why a good GC spends most of his or her time with business colleagues, watches out for potential landmines, and identifies legal risks him/herself during the planning phases. Then Legal needs to be

proactive in picking up these points and running with them, using his/her integrated position to be able to influence the business processes. I believe that a well-functioning legal team is like a swan: it swims so elegantly and smoothly on the surface of the water, but there is a lot of hard work underneath that stays invisible. Yes, sometimes the swan needs to fight if attacked, but business as usual should be smooth and calm.

For me personally, joining the board after over ten years of experience did not make it necessary to adapt the communication style. If a GC is an accepted functional and leadership expert, then his/her peers will know that if he/she has something to say, it is important. The key is to follow the “KIS” principle: Keep It Simple. They do not need to understand the legal background. If the presentation of the issue already contains proposals for a solution that fits the business strategy and has the potential to deliver the planned business results, such decisions are no-brainers. If it does not, and the GC needs to pull the handbrake on any issue, of course the risks need to be presented adequately, but it is vital that business peers are involved in the final decision. Legal should never be a

Sales Prevention Department, and also should not be seen as a function that wants to control everything. Good in-house lawyers are business enablers and referees. A good basketball referee does not interfere in the game – he/she just makes sure that the game stays within the rules. And I have seen so many

basketball referees smiling after a nice game is played. They are challenged sometimes by the players after a call, but at the end of the day both teams know that without the referee havoc would break out.

*Janos Miklos Jakab,
Legal Director, Coca Cola HBC*

Defining The GC Role

Employing Good Judgement



There are several traits which are required from a General Counsel. One defining aspect for the role in my view is simply to employ good judgment. Being responsible for a region, you have to make decisions in respect to complicated matters frequently, often having very limited information and facts available. The General Counsel has to properly evaluate all available information and potential consequences for the company, then provide advice which matches the company's risk profile and is as close as possible to its business objectives.

Another issue is the development of proper communication with all stakeholders. This is related to the previous trait – good judgment – but it also requires the ability to understand what is behind the requests that the legal department receives and the ability to deliver advice which can be understood by non-lawyers and answers the real needs of your internal clients. This, in turn, helps to develop mutual trust within a company.

Employing good judgment and proper communication allows you to properly anticipate issues and estimate risks within your company and also to facilitate the legal function in supporting the strategic objectives of your company.

Moreover, I usually worked in relatively small legal teams, and therefore it was always required from the General Counsel not only that he take the lead in most complex projects and supervise subordinates but also take a hands-on approach when dealing with legal issues of the company.

*Rafal Skowronski,
Former Head of Legal 4CE and CEE,
Canon Polska*



The fundamental distinction between working as an external counsel and an in-house lawyer is the skill of being able to react in the here and now – when the deadline is yesterday – without being backed up by an entire team of fellow lawyers to support you. In the early days in my job as an in-house lawyer I missed this support. At the same time, I liked almost everything about being an in-house lawyer from the very beginning and found it positively challenging. An in-house lawyer must be capable of making rapid decisions that are simultaneously good decisions, while engaging in risk taking. In contrast to an external counsel, an in-house lawyer very frequently participates in implementing his or her recommendations and has the ability to have a real say about the shape of the decisions taken and risk estimation on an ongoing basis. An in-house lawyer must not only skilfully estimate risk but, above all, he or she must be aware of the necessity of risk taking. The first months as an in-house lawyer taught me a lot.

*- Izabela Wisniewska,
Legal & Compliance Director, Multi Corporation*



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Finding Solutions

“We sometimes are so preoccupied with identifying all possible risks associated with a project or a particular transaction that we forget that our purpose needs to be finding solutions together with business under acceptable risks,” explained Ioana Regenbogen, Director of the Legal Department at ING Romania. She suggested a number of elements that have contributed to her team’s mastering of this approach.



“First, by personal example – both my managers’ and mine.”

“Second by constantly discussing the benefits (both on one-on-one, but also as teams), such as increased (internal) client satisfaction and therefore excellent cooperation between the Legal, Business, and Risk departments, increased productivity, accelerated results, etc.; or what’s in it for the respective colleague (as a personal development ‘investment’), not only the value added of his/her contribution to our employer.”

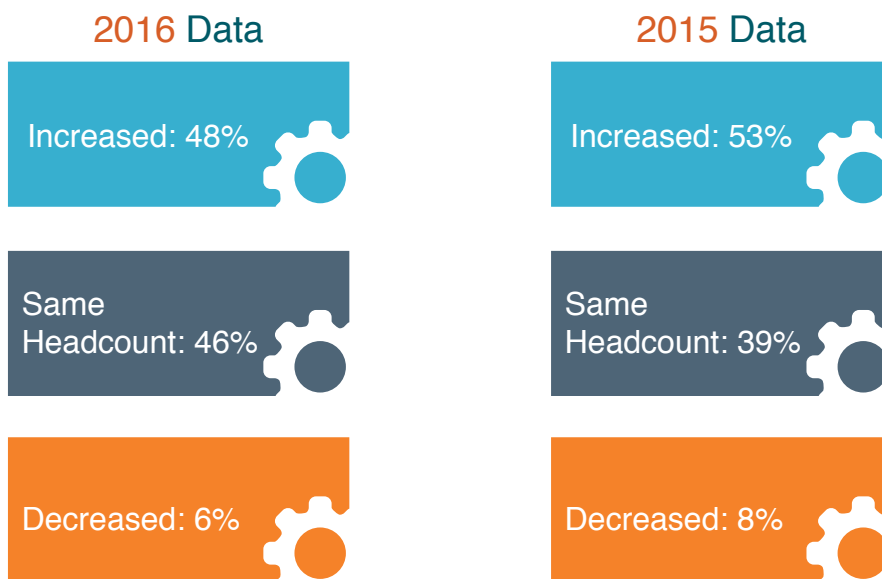
“All these, in one form or another, are translated into our shared or individual KPIs or into our development actions or are embedded in the skills and behaviours expected by ING as standards.”

“I have to say that our internal clients have their merits as well in our ‘modelling’ during the time, as they are excellent professionals and challengers.”

Still Increasing Teams

When asked if, relative to the previous year, their teams had increased, decreased, or stayed the same size, 48% of survey participants reported their teams had increased. 46% reported the same team size and only 6% reported a decreased head count.

The results were similar to the 2015 survey though growth of the legal teams seems to have slowed down a bit.



“Since excessive use of external counsel became a matter of concern for the prudent expenditure of public funds, public companies have begun manifesting a growing interest in the process of capacity building and empowering internal counsels, though benefiting from a law firm’s qualified expertise during harsh times may always be advisable.”

- Vicentiu Ramniceanu,
Legal Director,
Romanian National Lottery Company



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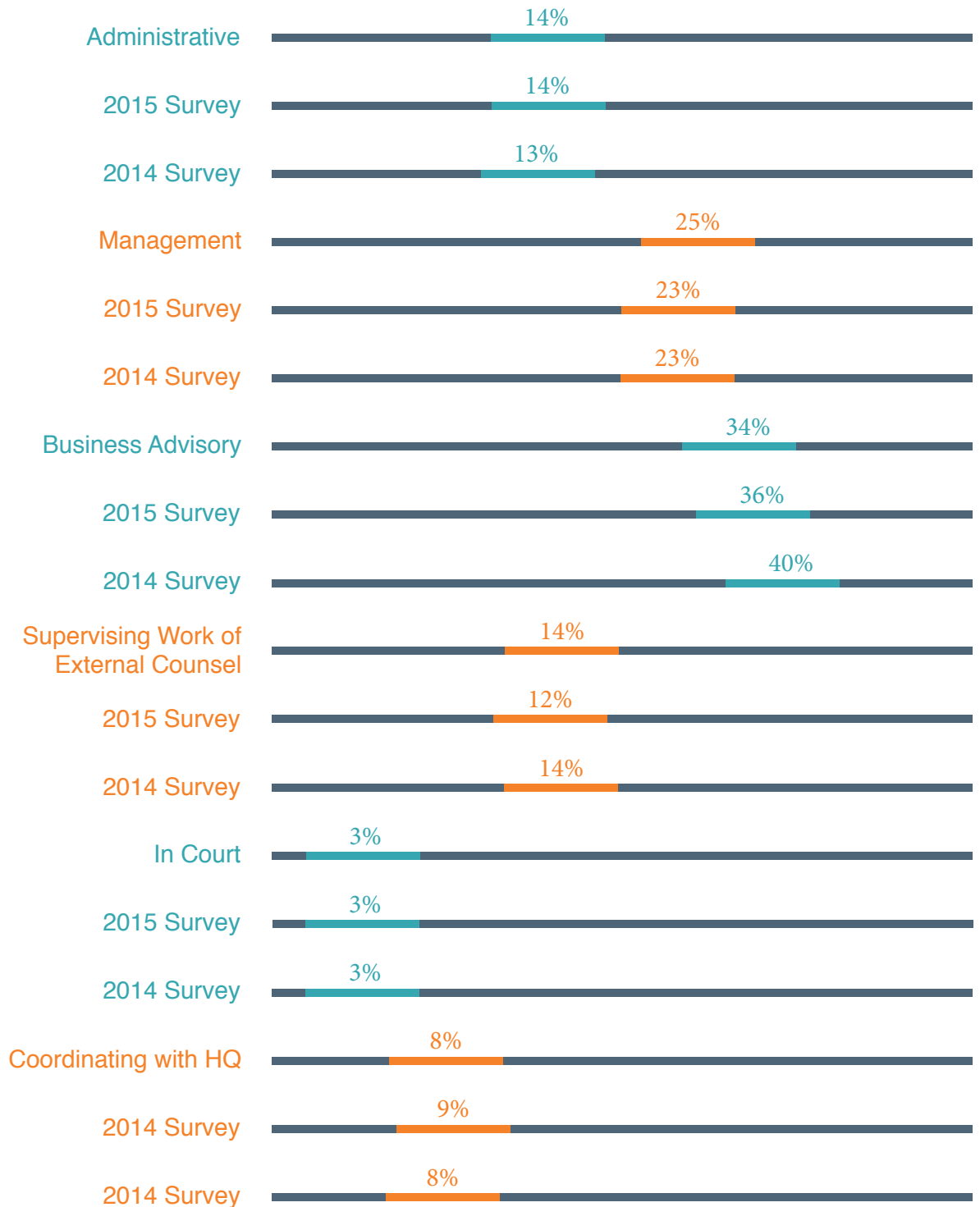
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Regular Day in the Office

While the break-down of the average amount of time they allocated to various tasks reported did not register a lot of change over the last two years, it is worth noting the recurring decrease in time spent on direct business advisory and a minor increase in the average time dedicated to management.



Regular Day in the Office



“Let me assure you that no two days are the same in a legal department, but all the days have something in common: emails and calls.

There are days in which there is some “firefighting” to be done and days in which emails and calls put everything in place. I have to admit I’m fortunate to do something I love, and I cannot complain that I have a regular job with a mind-numbing routine.”

**- Dana Ionescu,
Head of Legal,
Adecco Romania**

From the very start I must say that every task has its particular weight and influence in the overall process. It is for this reason that, after consulting with the management of the company, I establish daily priorities, which are then imparted to the legal team. I like to stay close to people and advise them, or brainstorm solutions, with everyone’s experience being a valuable asset in our work. I also try to save a couple of hours in the afternoon for legal updates and in-depth analysis of complex issues.

**- Vicentiu Ramniceanu,
Legal Director,
Romanian National Lottery Company**

“The day begins with a short update on the development of key legal issues within the Overgas group. I try to prioritize the tasks and make a timeline for their execution.

However, lately the days have been so intensively rich that often the initially set plans and schedules need to be adjusted to cover a number of unexpected meetings or appointments. Still, this is more an exception than the norm.”

**- Vladislav Nikolov,
General Counsel,
Overgas**





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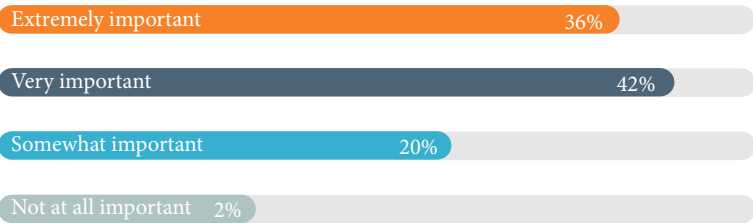
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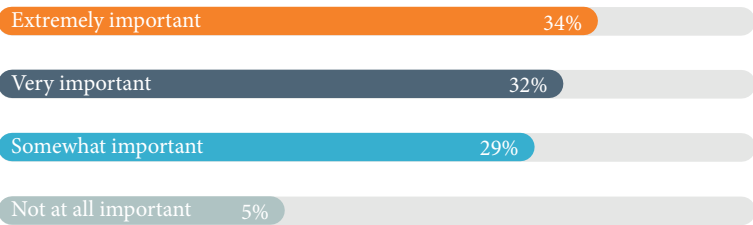
At the Top of The Agenda

We asked respondents to rank the importance of the following issues for their teams in 2016. The results are reported below in comparison to the responses in 2015:

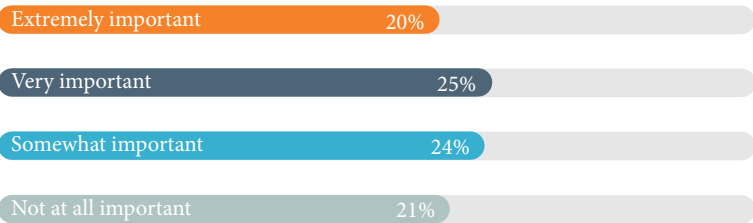
Ethics and Compliance



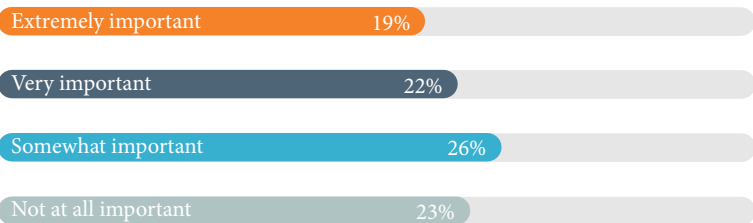
2015 Results



Mergers and Acquisitions



2015 Results



At the Top of The Agenda

Data Breaches or Protection of Corporate Data

Extremely important 10%

Very important 28%

Somewhat important 53%

Not at all important 9%

2015 Results

Extremely important 10%

Very important 27%

Somewhat important 54%

Not at all important 9%

Transparency and Privacy Obligations

Extremely important 8%

Very important 24%

Somewhat important 63%

Not at all important 5%

2015 Results

Extremely important 6%

Very important 28%

Somewhat important 61%

Not at all important 5%

Litigation or Class Actions

Extremely important 20%

Very important 29%

Somewhat important 31%

Not at all important 19%

2015 Results

Extremely important 18%

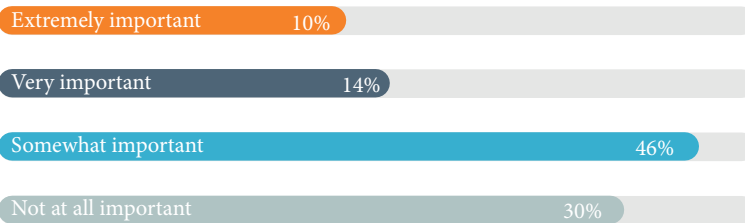
Very important 32%

Somewhat important 36%

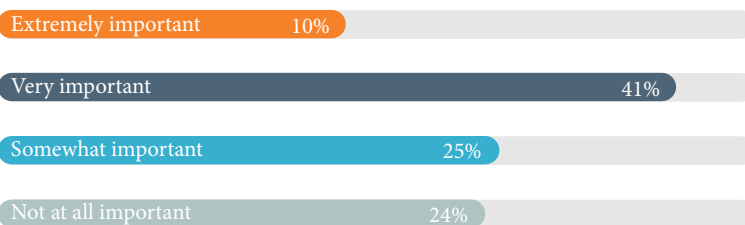
Not at all important 14%

At the Top of The Agenda

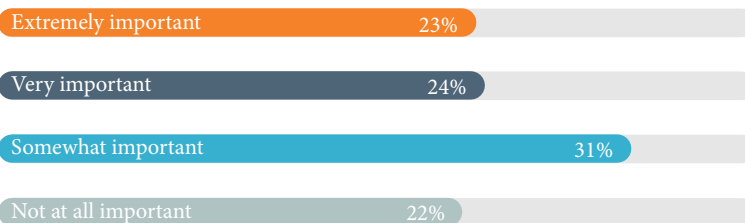
Intellectual Property Disputes



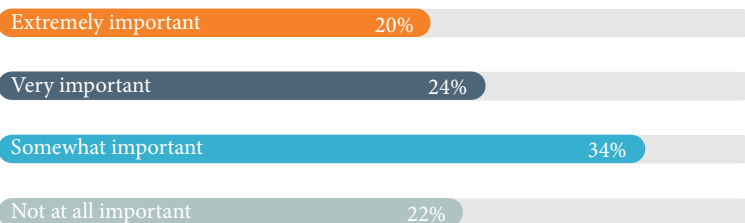
2015 Results



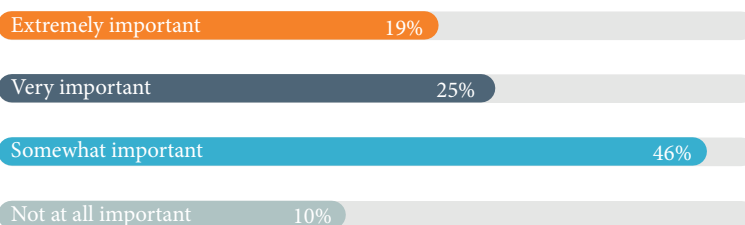
Reducing costs/budgetary considerations:



Developing in-house legal team capabilities



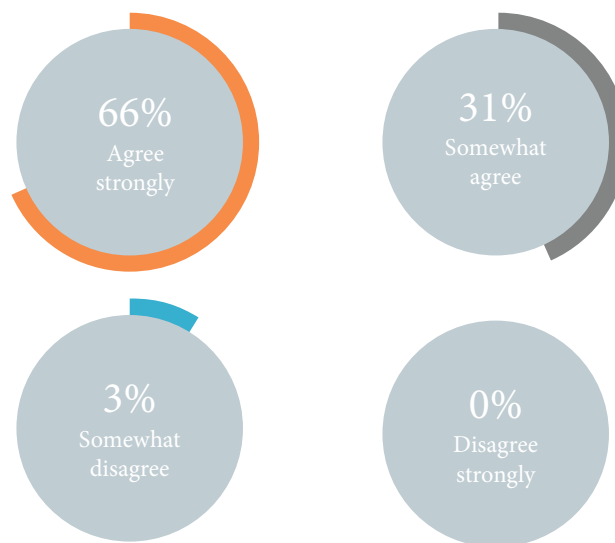
Regulatory issues/challenges



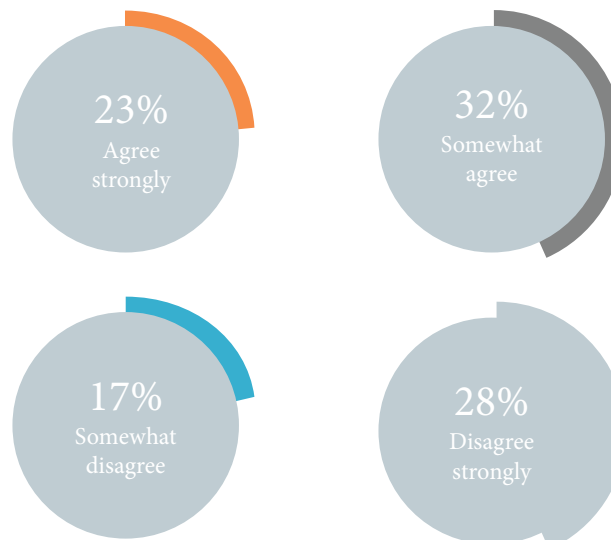
At the Top of The Agenda

Next, we asked respondents to what extent do you agree with the following statements:

There is a strong internal pressure to cut down on legal costs

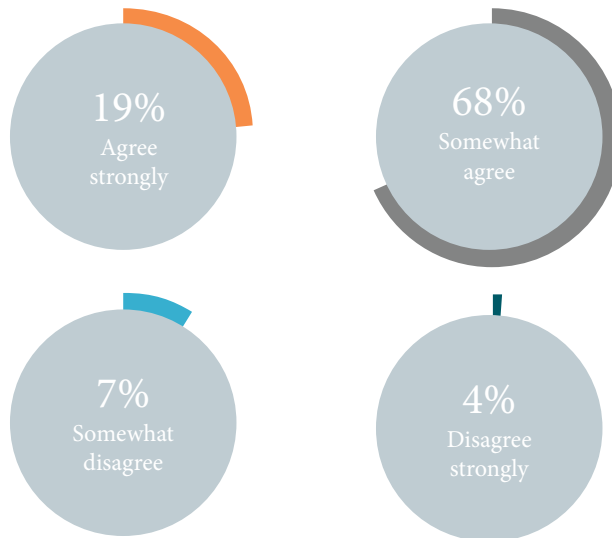


We need to increase our legal team to meet increasing internal demands

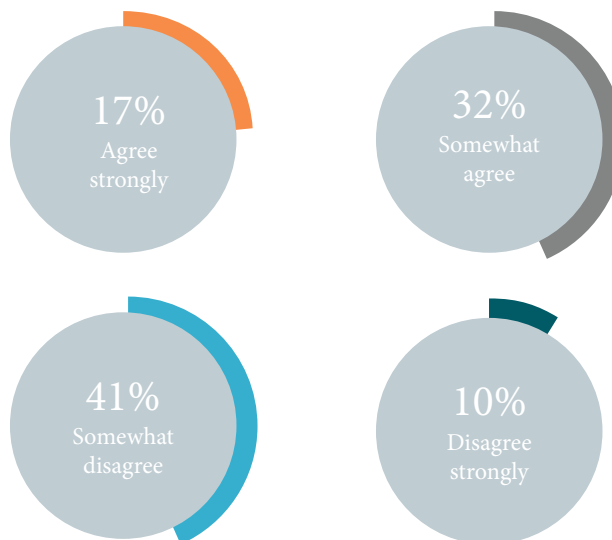


At the Top of The Agenda

We need to enhance our legal team's capabilities to meet increasing internal demands



We need to enhance our existing compliance program



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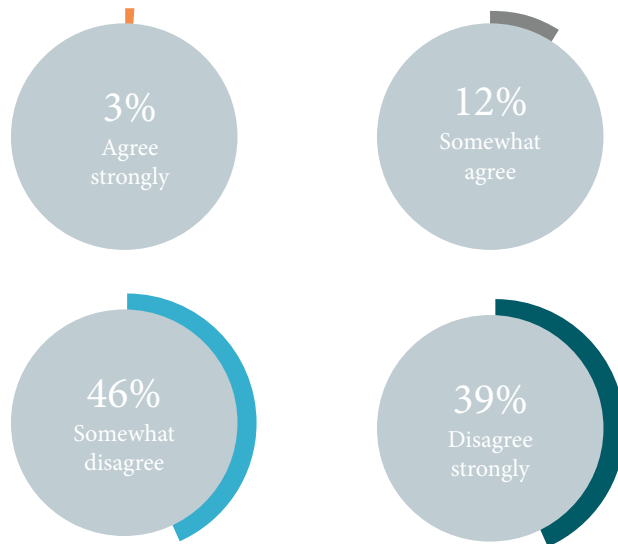
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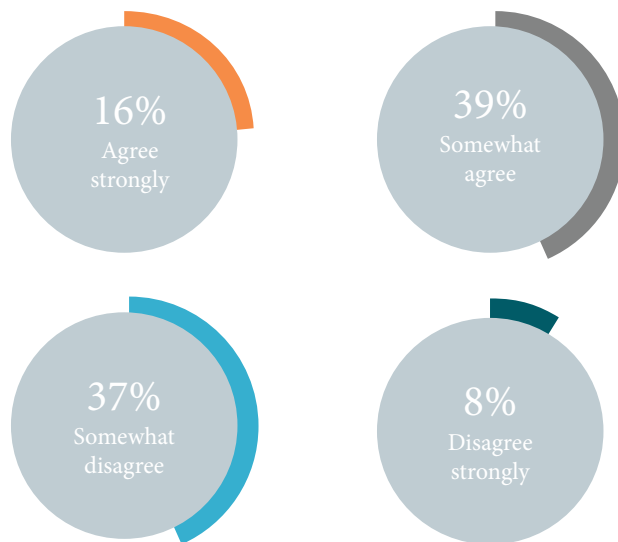


At the Top of The Agenda

We need to improve our ability to keep track of regulatory developments



We need to improve our communication / collaborations with other business functions



Achieving Efficiency...

Survey participants were asked to select from the list below which strategies they engaged in order to enhance the efficiency of their legal team in assisting your internal clients

56% of respondents said they turned towards a “greater use of technology tools”



12% of respondents selected “internal restructuring / reorganization of resources”



7% of respondents reported opting for a “greater use of paralegals and other paraprofessionals”



49% of respondents identified “knowledge management” as part of their strategy



11% of respondents selected “outsourcing to non-law firm service providers”



8% of respondents opted for “project management training”



31% of respondents said they set up “in-house trainings”



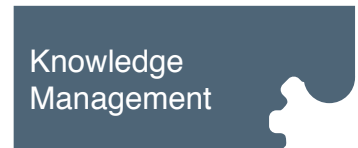
When asked, of the above, to select the one strategy that they used and yielded best results, the option most often identified was that of “greater use of technology tools,” with the second most commonly named one being “knowledge management.”



Greater Use Of
Technology Tools



Knowledge
Management



...Through Technology?

“I will say, as a new trend, we, the general legal market, are working on developing and implementing IT applications which enable better reporting, exchanging of documents, and information. As a result, lawyers with improved software infrastructure and with readiness to accommodate to new demands of this kind are at some advantage.”

- **Predrag Catic,**
Head of Legal Affairs,
Association of Serbian Banks



“Obviously we rely heavily on “legal software” like Wolter’s Kluwer Lex type of data bases.

When it comes to collaboration (which is often the case in a largely spread organization like ours) there are no better tools than our own Google Apps (Drive, Inbox, Google Docs, Hangouts).”

- **Tomasz Grzegory,**
Head of Legal Eastern Europe,
Google

“The pace at which the industry is evolving is head-spinning. One must be very open-minded, otherwise one cannot adapt at the rate and frequency that the market dictates. This is true for an IT lawyer as well. Just as cutting edge IT becomes a top priority for other industries, technology is transforming the way lawyers work. Document and case management systems and time tracking and approval tools and similar innovations can dramatically increase efficiency and transparency.

This in turn may mean fewer lawyers or different legal roles. I learned to embrace change and understand that it is likely to have a significant effect on my career. The future of law is more exciting and more in a state of flux than ever.”

- **Daniel Szabo,**
Country Legal Counsel
(Hungary),
HPE

“The legal profession was always a highly-skilled and knowledge-based job. However, advances in technology and an increasingly competitive environment may call for some changes in some skills and abilities of lawyers.



Of course, I do not think that the future pertains to robot-lawyers or to automated lawyers, though I know that in the US and in the UK provision of online legal services is very successful already. Therefore, we might be required in the future to switch to new ways of offering legal services, using more and more software and experimenting with new technologies in general and using more business and financial knowledge as well. In short, it’d entail becoming multi-disciplinary experts.

Otherwise, we need to look beyond our own area of expertise and to find win-win solutions with our business and risk functions. We need to strive more for efficiency and simplicity (we tend to be so much more complex and sophisticated, both in our language and in our analysis and judgment!) so as to be able to help business make informed decisions.”

- **Ioana Regenbogen,**
Director of the Legal Department,
ING Romania

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Compliance & Regulatory

We asked respondents whether compliance and regulatory affairs were handled within their legal departments or treated as separate divisions in the company.

69% of respondents said their department is also responsible for compliance

57% of respondents said their department is also responsible for regulatory affairs

42% of respondents said their department is also responsible for both



“Before taking the role of Compliance Representative I was (and still am) Head of Legal for Croatia and Bosnia. My prior experience as a legal counselor and corporate lawyer is definitely good grounds for a compliance role because, in certain situations, the two of them are inescapably intertwined. Compliance implies assuring the company (employees) complies with external rules and regulations and internal company regulations (standards). Thus it would be almost impossible to excel in your compliance duties without intimate knowledge of the legal framework.

[...]

At Henkel, Compliance and Legal are two separate organizational units. In my opinion the benefit of this organizational set up is a clear separation of functions and tasks of each role.”

- Anita Pejic Ilisevic,
Head of Legal for Croatia and Bosnia and Herzegovina,
Henkel

On Integration



“One of my objectives is to foster cross-functional cooperation, and I have a great working rapport with many internal teams and stakeholders. I find this crucial to achieve efficiency, reduce complexity (if possible), and find the most appropriate solutions.

My personal opinion is that it is also key to have clear roles and responsibilities for the separate enabling functions; therefore, I prefer to have them [Compliance, Regulatory, and Legal] as separate functions, but I fully concur that the more they cooperate, the better added value they deliver to the business.”

- Szilvia Bognar,
General Counsel – Law and Compliance,
Bayer Hungaria

“There were two reasons why this function [Compliance] was my responsibility. First, in Poland, Canon did not have a local person responsible for lobbying activities. Second, the changes concerning copyright law and VAT regulation were strictly related to changes in Polish law, therefore effective coordination required some knowledge of the present regulations, planned changes, and their impact on local business. Due to those two reasons, a lawyer seemed to be a best choice.”

- Rafal Skowronski,
Former Head of Legal 4CE and CEE,
Canon Polska

“We do have a dedicated team to fulfil regulatory obligations. This team is integrated in our Legal Division and attends to any authorization process. Additionally, the advisory legal team and the General Counsel are responsible for following any legal developments, both general and specifically related to the gambling sector.

Since I took office this team has provided opinions, comments, and support in drafting laws, and taken any opportunity to express our position in respect to specific gambling legislation. I should mention that it has been commonplace within the gambling industry to have public consultations on gambling legislation amendments within a consultative panel of the Romanian authority in the field – the National Gambling Office.”

- Vicentiu Ramniceanu,
Legal Director,
Romanian National Lottery Company

Integrating With Business

Integrating Compliance and Business Towards a Compliance Culture

Integration means that business colleagues know that involving Legal in the business processes as early as possible has huge benefits.

First, the overall direction is discussed, and they know that if they continue along the path, no major issues should surface. Later on, when management is implementing the strategy into action, our involvement ensures that all potential issues are managed way before they can occur.

Finally, during the operational roll-out, things should be overall OK, although sometimes minor issues surface at this stage. Staying integrated and fast in reacting allows business to deliver in a compliant way.

Let me use an example: if a creative idea has already been discussed with legal, the development of the campaign should already be “safe.” As the visuals and the television ad-

“Integration means that business colleagues know that involving Legal in the business processes as early as possible has huge benefits.”

vertising are finalized and edited, they should already be compliant with what is required, and the final sign-off should be a formality. In order to achieve this my team and myself spend more than 50% of our time in business meetings, especially regular status updates,

allowing for insight early on. And we speak up during these meetings and let our opinions be heard, and make sure that all loose ends are tied up on time.

CEELM: Is compliance more a matter of culture than policy, and if so, how does one go about influencing that side of the organization from a GC role?

I could not agree more. Marketing for example always likes to push the envelope, however with good training and overall communication all would agree that we should never hit a wall head on. If they are aware of the risks, and those risks do not only involve potential penalties but also a reputation risk to the brand through social media, they are more sensitive. Risks need to be explained in a way that makes sense to non-legal colleagues. and we should make them understand we are here to make their lives easier and are in the same boat rowing the business on. Driving a canoe has two movements: one strong push forward and a little move to the side for steering. If we also participate in the pushing, non-legal colleagues will support and even get involved in the steering movement, as they know this will allow the canoe to stay on the most efficient course and will not hit another vehicle in the water.

*Janos Miklos Jakab,
Legal Director, Coca Cola HBC*

Main Risks

Survey participants were asked to select the regulatory areas that present the greatest risk/ require the closest attention. Results are compared to the 2015 responses below.

74% of respondents identified "Industry-Specific Regulations"



Reported in 2015: 77%



32% of respondents identified "Data Privacy Law"



Reported in 2015: 39%



41% of respondents identified "Antitrust Laws"



Reported in 2015: 38%



26% of respondents identified "Labor Laws"



Reported in 2015: 23%



24% of respondents identified "Anti-Corruption Laws"



Reported in 2015: 20%



11% of respondents identified "Environmental Laws"



Reported in 2015: 20%



19% of respondents identified "IP Laws"



Reported in 2015: 11%



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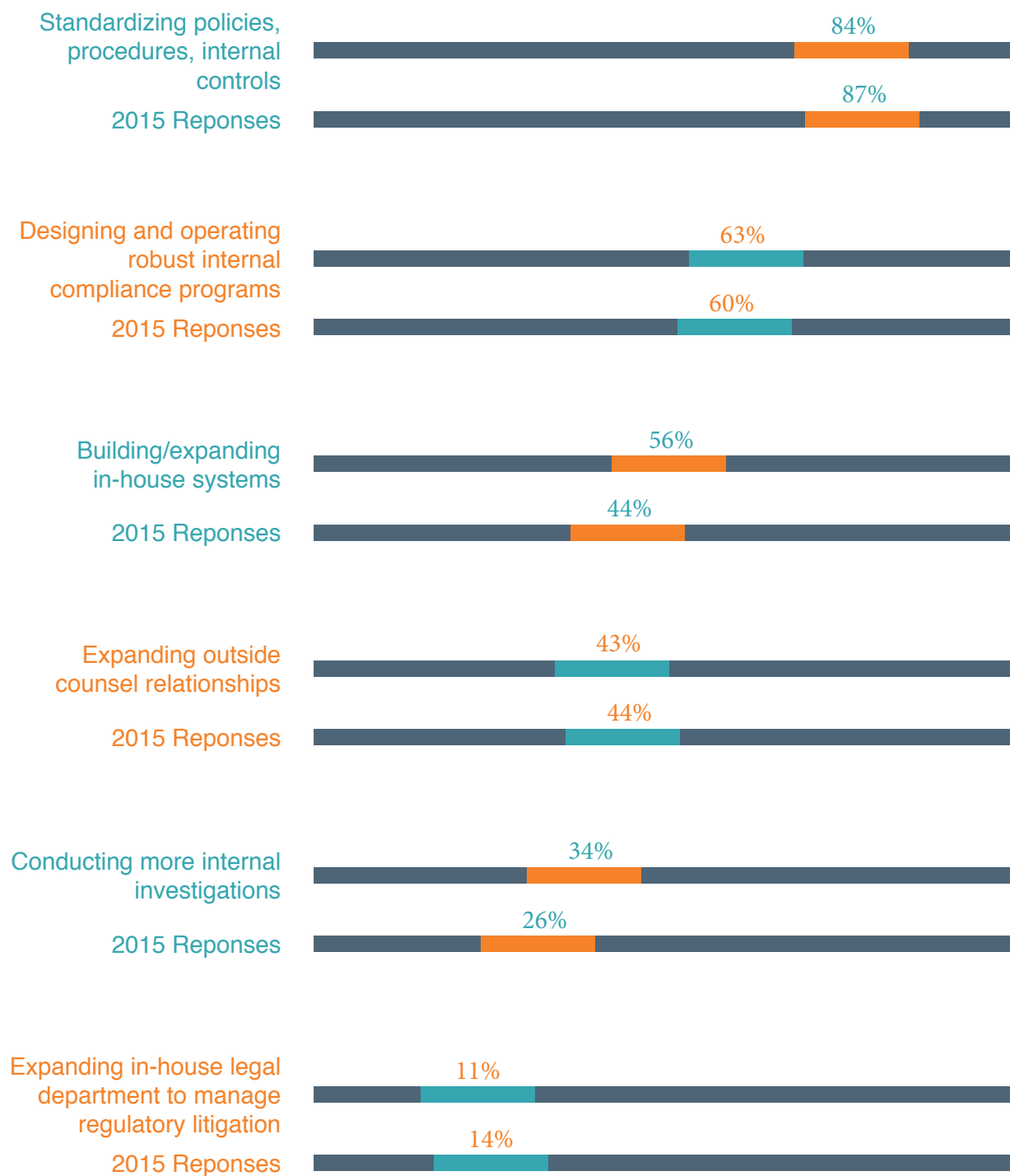
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Risk Responses

The preference of General Counsel in terms of the tools at their disposal to minimize or manage risk has not changed considerably. Compared to the responses in 2015, “Expanding in-house systems” has increased to now overtake “Expanding outside counsel relationships” and “Conducting more internal investigations” has registered a significant increase.



Risk Responses

Setting Up a Whistle-Blowing System



Let me give you a specific example of one of my compliance projects. We call it an “Ethics Line” and it is, in essence, a whistle-blowing hot line. Whistle-blowing is in my opinion an extremely important part of a compliance

“But, as you can imagine, thanks to the abuses by the omnipresent communist state in the past, pure whistle-blowing hot lines are not so well perceived in our region.”

program in any company and in society in general, as wrongdoings must not be simply tolerated if we want progress in our companies and society. Or at least some balance. In line with that saying, “all it takes for evil to triumph is for good people to do nothing.”

But, as you can imagine, thanks to the abuses by the omnipresent communist state in the past, pure whistle-blowing hot lines are not so well perceived in our region.

People understandably do not like to share their knowledge about other people’s wrongdoings in good faith. They are either sceptical that it will not change anything or simply scared that it will backfire against them.

So what we did is to have an external local legal office subcontracted to provide us with their email address which is then distributed in the company as an email where our employees can send both their negative and positive observations. This external lawyer then receives an email in his national language and what he is asked to do is transcribe the information together with an initial legal analysis according to local laws into a form I provided in English. If the sender would like to remain anonymous, the lawyer keeps his identity and contact information hidden. If

we need to communicate with the whistle-blower, we do it via the local lawyer.

In the company we also have an at-any-point accessible internal norm describing these rules in detail. On average we have six whistleblowings in our region a year. Half are usually positive.

*Libor Licka,
Regional Legal Counsel for ASE
and Regional Compliance Officer for
Europe East, Baltics & Scandinavia,
Schindler*

Keeping Apprised

We asked respondents to select which of these tools they use for staying apprised of regulatory updates.

69% of respondents said they use "direct sources from regulatory bodies"



61% of respondents said they "attend seminars/round-tables"



58% of respondents said they use "business legal publications covering [their] jurisdiction(s)"



39% of respondents said they use "academic legal publications covering [their] jurisdiction(s)"



32% of respondents said they "consult with external counsel regularly"



In 2015, survey participants were asked to rank the tools they used for staying apprised of regulatory updates on a 1 to 5 scale (with 1 being the tool they most often employed).



Keeping Apprised



"I obtain alerts on new developments from several online legal journals, and we also have software that, among other things, notifies you about legal updates.

Law firms help make sure we do not miss legal updates by sending interesting legal newsletters."

**- Lenka Honsova,
Legal Affairs Manager,
Heineken**



"This is indeed the information age and despite the plethora of regulations of all kinds, there's no lack of information providers.

We subscribe to several online databases that provide updates on regulatory developments. In recent years many newsletters prepared by law firms are sent out when there are changes in relevant laws or important decisions by the Courts or Regulators. The trade associations of each industry also monitor such developments closely and distribute information of this sort to their members. Some Regulators disseminate information and even offer training on new matters. Finally, good old-fashioned word of mouth communication, in formal and informal networks, usually fills the gaps. [...]

It is rare that a law firm would issue a newsletter as soon as a new regulation comes into force. But there is added value in (many, not all) of these communications, as a backup source of information, an opportunity to discuss a matter in greater depth, if the law

firm went to the trouble of researching the matter, and also as a handy way to disseminate information among colleagues.

**- Stathis Mihos,
Legal Director,
Pfizer Hellas SA.**



External Counsel

Is the volume of legal work carried out by **your department and external counsel combined** likely to grow in 2016?

67%

Yes



33%

No



Is the volume of legal work that you **externalize to outside counsel** likely to grow in 2016?

41%

Yes



59%

No



“There are situations (especially in more complex or higher risk projects) where we work with more than one firm and thus have two opinions if needed. There are plenty of situations however where we only work with one firm, but I think it comes down to building relationships of trust and relying on your selected counsel – otherwise, why select them to work with?”

- Ferdinand Trauttenberg,
Head of Legal,
.A.S.A. Abfall Service

External Counsel

Relative to last year, the percentage of legal work you are likely to externalize will:

17%

Increase



49%

Stay
The Same



34%

Decrease



Was your external legal spend higher, the same, or lower during the past year as compared to the prior year?

22%

Higher



61%

The Same



17%

Lower




External Counsel

Survey participants were asked what types of legal work they tend to outsource to external counsel. The main practice areas identified were, in order, “Litigation/Dispute Resolution,” “Competition,” and “Corporate/Commercial/M&A.”

23% of respondents identified “Banking/Finance” as a type of legal work they tended to outsource to a law firm




12% of respondents identified “Capital Markets” as a type of legal work they tended to outsource to a law firm



46% of respondents identified “Competition” as a type of legal work they tended to outsource to a law firm




37% of respondents identified “Corporate/ Commercial/M&A” as a type of legal work they tended to outsource to a law firm




19% of respondents identified “Debt Recovery” as a type of legal work they tended to outsource to a law firm




7% of respondents identified “Insolvency/Restructuring” as a type of legal work they tended to outsource to a law firm




26% of respondents identified “IP/Trademarks” as a type of legal work they tended to outsource to a law firm




17% of respondents identified “Labor Law” as a type of legal work they tended to outsource to a law firm




52% of respondents identified “Litigation/ Dispute Resolution” as a type of legal work they tended to outsource to a law firm




3% of respondents identified “PPP/Infrastructure and Public Procurement” as a type of legal work they tended to outsource to a law firm



16% of respondents identified “Tax” as a type of legal work they tended to outsource to a law firm



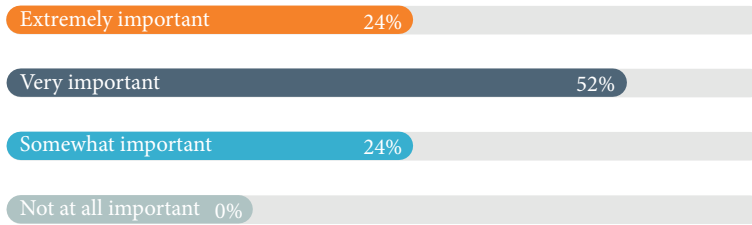
8% of respondents identified “White Collar Crime” as a type of legal work they tended to outsource to a law firm



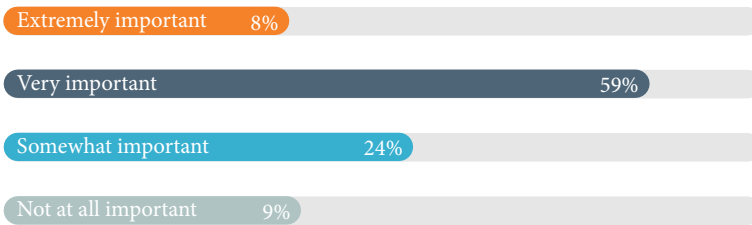
External Counsel

Survey participants were asked to rate the level of importance of the following criteria when selecting external counsel as either extremely, very, somewhat, or not at all important. The averages for each are presented below.

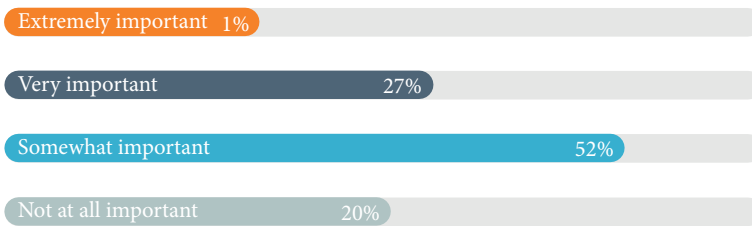
Firm track record in similar cases/deals



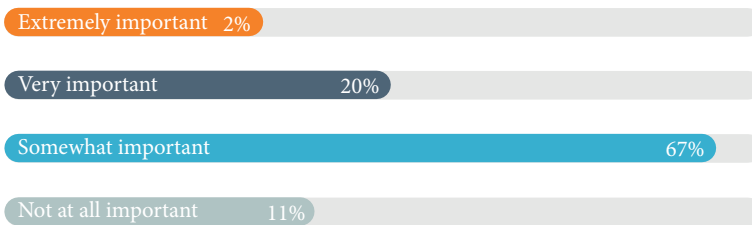
Firm brand



Professional liability insurance policy/coverage



Firm rankings in legal directories



External Counsel

Managing A Region: In-house or External Counsel?



Within the group we've used both solutions. In some ways, that is related to the history of the company. In others it is linked to specifics on the ground.

For example, in Bulgaria, we acquired the company approximately seven years ago and decided to keep the counsel both out of a desire to keep the existing expertise and because it made sense from a budgeting perspective. In Serbia, the specific legal framework, related to providing services to individual households, pushed us into needing an in-house lawyer simply because of the regular workload. The Czech Republic counsel was one we hired after my joining. The rationale in that case stemmed from the fact that when I first joined the company, one of my initial duties was to analyze the external legal costs in each country. The Czech Republic (which is the biggest operation in our group) seemed to have rather high costs. At the same time, we figured out that a lot of expenses were used for basic general and corporate legal work (such as contracts or other standard corporate procedures), so we

decided we could cover all these internally. Of course, there is a cost incurred in hiring an employee as well but aside from lowering costs overall, the flexibility of having a dedicated in-house counsel was also weighed.

In Poland and Slovakia for example we found that the legal work executed by external firms ended up being very efficient from a cost side. We use a mixture of global and local law firms and lawyers and they also use a lot of templates for corporate work in place, which kept costs below the needed threshold for us. At the same time, the feeling that we have reliable external counsel that know us and our needs well was also factored in when opting to continue to rely on external counsel only. There was also a logistical factor. Slovakia is not far from Vienna, meaning I can easily coordinate lawyers there.

As I mentioned, it is a cost factor of course to even have someone on the payroll but, if you take a lot of external work, it balances out.

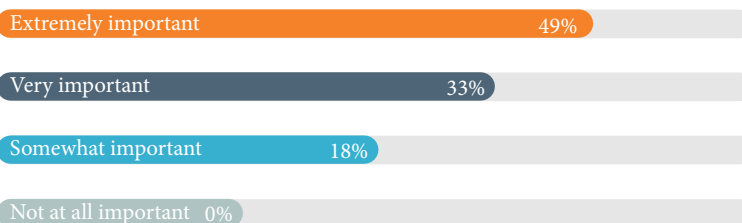
Another distinction is that, if you hire an in-house counsel, you will likely not hire a specialist – rather a generalist who will be able to handle most small matters that pop up. This offers great flexibility within the company not just in terms of addressing issues as they arise but also because it offers a “sparring partner” for management which makes their lives a lot easier in terms of pushing the business forward while mitigating risks.

Of course, that's a double-edged sword, since the lack of specialization does mean that you still depend on external advisors on specific/more complex issues.

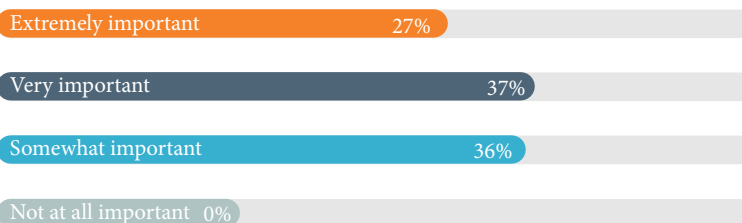
*Ferdinand Trauttenberg,
Head of Legal,
.A.S.A. Abfall Service*

External Counsel

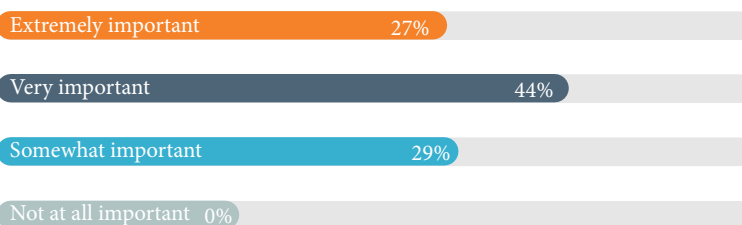
Specific lawyer expertise



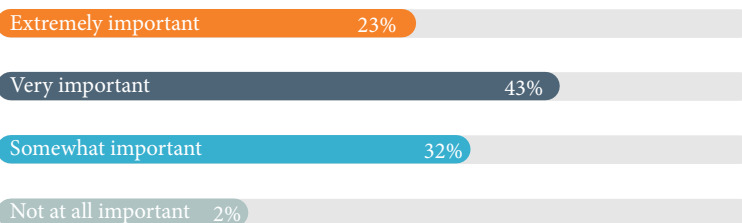
Specific lawyer track record



Fee rates:



Flexibility on fee systems



External Counsel

The Pfizer Legal Alliance



“The PLA liberates lawyers from measuring their contribution based on time worked, and instead rewards them for the worth of their advice and ability to effectively solve problems, share knowledge, and work together”

The Pfizer Legal Alliance (PLA) is an awarded multiyear partnership arrangement between Pfizer and 15 member law firms. It promotes an information-sharing culture aimed at creating enduring relationships.

Member firms have agreed to work on a flat-fee basis and each year the specific financial

terms with each firm are revised to reflect new work assignments. The PLA emphasizes proactive and preventive counselling and the delivery of comprehensive solutions, and it rewards partnership and collaboration.

The PLA liberates lawyers from measuring their contribution based on time worked, and instead rewards them for the worth of their advice and ability to effectively solve problems, share knowledge, and work together. The firms need to be cost effective and commit to providing Pfizer with periodic utilization reports to assess effort levels by matter. Alliance member firms have been selected based on criteria relating to Experience and Expertise, Creative Partnership, and Financial Arrangement and Discounts. They all display a solid understanding of Pfizer’s business and legal issues, and are

positioned to deliver innovative and practical solutions to help achieve business goals and have a deep and strong team to handle Pfizer’s needs.

The firms benefit from a steady flow of work, the opportunity to expand their scope of work and deepen their knowledge of Pfizer and the pharmaceutical industry, and develop junior-level talent. In countries

where our PLA firms have no presence we use local counsel that demonstrate the same skills and values.

*Stathis Mihos,
Legal Director,
Pfizer Hellas SA.*



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- Capital Markets
- Employment
- Real Estate
- Dispute Resolution

External Counsel

What type of **billing arrangement** do you primarily have in place with your external counsel?

42% of all GCs identified "Flat fees" as the primary billing arrangement



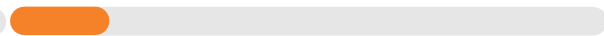
27% of all GCs identified "Alternative fee arrangements" as the primary billing arrangement



26% of all GCs identified "Combination of hourly billing and flat fees" as the primary billing arrangement



7% of all GCs identified "Hourly billing" as the primary billing arrangement



Of the following **alternative fee arrangements**, which ones are you currently using?

43% of all GCs identified "Fixed" as an alternative fee arrangement they currently use



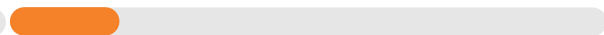
28% of all GCs identified "Discount" as an alternative fee arrangement they currently use



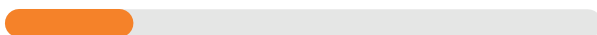
42% of all GCs identified "Capped" as an alternative fee arrangement they currently use



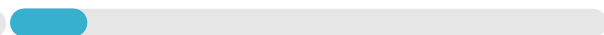
9% of all GCs identified "Value billing" as an alternative fee arrangement they currently use



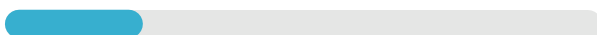
12% of all GCs identified "Collared" as an alternative fee arrangement they currently use



6% of all GCs identified "Holdback/Success fee" as an alternative fee arrangement they currently use



13% of all GCs identified "Phased fees" as an alternative fee arrangement they currently use



36% of all GCs identified "Retainer" as an alternative fee arrangement they currently use



26% of all GCs identified "Contingency" as an alternative fee arrangement they currently use



When asked which ones have they not yet used but are considering using, General Counsel pointed primarily to "**Phased fees**" (27%) and "**Value billing**" (21%).

External Counsel

We asked General Counsel to rank the following service improvements and innovations they would like to see from external counsel from 1 (least important) to 6 (most important). Below we report on the average ranks each received.



Communication and
responsiveness



Improved budget
forecasting



Greater cost
reduction



More efficient project
management



Enhanced technology
tools usage



Preventative
strategies

When asked “how serious are law firms jurisdiction about changing their legal service delivery model to provide greater value to clients” General Counsel responded on a scale from 1 (not serious at all) to 5 (very serious)? The reported average was of 2.23.



When asked to assess how much pressure are clients putting on law firms to change the value proposition in their legal service delivery on a scale from 1 (no pressure) to 5 (intense pressure), the reported average was of only 1.68.



A pair of rusty, vintage-style scissors with a twine-wrapped handle lies on a wooden surface. A ball of twine is positioned in the upper right corner. The background is a textured wooden surface with visible grain and knots.

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