



Philip Spoerlé

Partner, PhD, Attorney-at-law

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Languages

German, English, French

Expertise

Philip is an M&A, corporate finance and capital markets specialist with a main focus on complex investment and financing structures, restructurings and special situations. Philip regularly acts as advisor on buy- and sell-side public and private M&A transactions. Furthermore, he regularly represents lenders, borrowers and sponsors on high profile financing transactions. Philip's practice also includes advising underwriters and issuers on all aspects of ECM and DCM transactions, including public takeovers, equity investments, block trades, IPOs, rights offerings and convertible bonds issues. In addition, he regularly acts as advisor in corporate restructurings and general corporate and commercial matters.

Philip has a particular focus on financial institutions as well as the CG&R and healthcare industries. He is admitted to practice in Switzerland and recognised as an authorized issuer's representative at the SIX Swiss Exchange. He has published numerous articles on corporate law and finance topics in Swiss and international commentaries and journals.

Corporate / M&A

Banking, Finance & Regulatory

Capital Markets

Private Equity

Real Estate

ESG

Career

- 2022 Partner, Niederer Kraft Frey
- 2021 Designated Partner, Niederer Kraft Frey
- 2018 Senior Associate with an international law firm in Switzerland
- 2015 Associate with an international law firm in Switzerland
- 2012 Legal Structurer Global Structured Securities Trading, UBS Investment Bank
- 2012 Research and Teaching Assistant for Corporate Law at the University of St. Gallen
- 2010 Junior Associate with an international law firm in Switzerland
- 2008 Trainee Legal Traded Products FICC, UBS Investment Bank

Education

- 2015 PhD in Law (Dr. iur.), University of St. Gallen
- 2013 Admitted to the Bar (Attorney-at-law)
- 2011 M.A. HSG in Law & Economics, University of St. Gallen
- 2009 York University (Osgoode Hall), Toronto
- 2008 B.A. HSG in Law & Economics, University of St. Gallen

Experience

The following is a selection of recent public cases in which Philip acted as counsel to:

Mergers & Acquisitions

- Glencore on its USD 75m investment into Li-Cycle via a convertible note instrument (2024)
- SIX listed Feintool Group on the sale of Feintool Technology AG to Certina (2023)
- Lakera in securing USD 10m in funding to secure Generative AI in the enterprise (2023)
- The Swiss Confederation on the CHF 9 billion loss protection guarantee granted to UBS Group in connection with its merger with Credit Suisse Group (2023)
- Oliver Healthcare Packaging on its acquisition of EK-Pack (2023)
- L-GAM on its growth investment into Cotta Group (2023)
- Ascend Capital Partners on its investment into NanoFlex Robotics (2023)
- INEOS on the acquisition of a major concrete additives business from Sika (2023)
- The shareholders of Unit8 on the commencement of a growth investment by Sagard NewGen (2022)
- Cinven and Ontario Teachers' Pension Plan Board ("Ontario Teachers") on their investment in the combination of group.ONE and the dogado group (2022)
- EQT Future Fund on the acquisition of EQT VIII's participation in SHL Medical (2022)
- Stadtcasino Baden on its acquisition of a majority stake in Casinò Locarno (2022)
- Ambienta SGR SpA on the sale of its portfolio company SF-Filter AG to funds advised by Equistone Partners Europe (2022)
- BRUSA HyPower in its strategic growth equity investment agreement with Bosch Rexroth, M&G Investments and Temasek (2022)
- Global Blue and Silver Lake in Global Blue's USD 225m strategic growth equity investment from Certares and Knighthead (2022)
- Artemis in its growth investment into Nice & Green (2021)*
- RRJ Capital and Temasek on a several hundred million US dollars investment in leading airline caterer gategroup (2019)*
- shareholders of BlueOrchard, a leading global impact investment manager, on the sale of a majority stake in the company to Schroders (2019)*
- MET Group in its transformation into a management-owned company (2018)*

- shareholders of Cedes, the global leader in the field of sensor technology for the door and elevator industry, on the sale of 100 per cent of the shares in the company to Stockholm stock exchange listed Assa Abloy (2015)*

Capital Markets, Public M&A and Financial Instruments

- Clariant on placing CHF 150m bond maturing 2028 (2023)
- UBS and BOCI in BOCI's on the issuance of CNH 200m fully digital structured notes originated by UBS (2023)
- Swiss Finance & Property AG on the CHF 135 million rights offering of Orascom Development Holding AG (2023)
- Porsche on its international initial public offering and listing on Frankfurt stock exchange (2022)
- UBS and Zürcher Kantonalbank on the CHF 202m rights offering of Feintool International Holding AG (2022)
- Mobimo Holding AG on completing rights offering and listing of shares on SIX Swiss Exchange arranged by UBS and ZKB (2022)
- Bell Food Group on the placement of a CHF 300 million bond with a term to maturity of 7 years (2022)
- CoinShares on the issuance of their first Staked Polkadot Exchange Traded Product (ETP) and the listing of the product on the SIX Swiss Exchange (2022)
- Axpo group on the issuance of a SIX Swiss Exchange listed CHF 500 million sustainability-linked bond (2022)
- Veraison Capital and VT5 Acquisition Company on the structuring of the first Special Purpose Acquisition Company (SPAC) under Swiss law and VT5's initial public offering at SIX Swiss Exchange (2021)*
- Société Générale and SG Issuer on all Swiss law aspects of the establishment of its international Debt Instruments Issuance Programme (2021)*
- CoinShares on their admission as new ETP issuer at the SIX Swiss Exchange and the listing of their first physical Bitcoin ETP (2021)*
- Basilea Pharmaceutica on the issuance of a CHF 200 million convertible bond (2017), their convertible bond repurchase offer (2020) as well as their CHF 45.75 million PIPE transaction (2021)*
- Zur Rose Group AG on their CHF 200 million straight bond issue (2019), their CHF 175 million convertible bond issue (2020) and their CHF 213 million ABB (2020)*
- Axpo on the successful placement of a CHF 133 million green bond (2020)*
- Cimpres in connection with their USD 200 million senior notes offering (2020)*
- VIS Finance and ELM on the establishment of their Secured Securities Programmes under the FinSA (2020)*
- Lalique Group on their IPO at SIX Swiss Exchange (2018) and other equity offerings*
- Fundamenta Real Estate AG on their re-IPO at SIX Swiss Exchange (2018) and several other equity offerings*
- Cosmo Pharmaceuticals on its successful debt offering in the Eurobond markets via a placement of EUR 175 million senior unsecured convertible bonds (2018)*
- UBS and Alfa Bank as joint lead managers on the issue of CHF 165 million Loan Participation Notes for ABH Financial (2018)*
- UBS and Berenberg as Joint Global Coordinators and Joint Bookrunners in connection with the IPO of Zur Rose Group AG on SIX Swiss Exchange with a total placement volume of CHF 252 million (2017)*

NIEDERER KRAFT FREY

- SIX Swiss Exchange listed Arbonia in its CHF 415 million public takeover of Looser Group (2016)*

Structured Finance

- The banking syndicate on a USD 3.65 billion term and revolving credit facilities agreement for Galderma (2024)
- PolyPeptide Group on its EUR 111 million revolving credit facility with Credit Suisse, Danske Bank and Zürcher Kantonalbank as mandated lead arrangers (2023)
- Gasverbund Mittelland in connection with its EUR 250 million credit facility with UBS as mandated lead arranger (2023)
- Bank of America, acting as bookrunning mandated lead arranger, on the financing of DKSH's acquisition of Terra Firma, a leading distributor of specialty chemicals in North America, and the subsequent take-out financing (2022)
- UBS Switzerland AG as agent, coordinator and mandated lead arranger as well as Credit Suisse (Switzerland) Ltd., Deutsche Bank Luxembourg S.A., NATIXIS and Zürcher Kantonalbank as mandated lead arrangers and lenders on a new CHF 500 million syndicated revolving credit facility for Swiss Life AG (2022)
- Gasverbund Mittelland AG on the raising of an EUR 200 million syndicated credit facility (2022)
- Credit Suisse and UBS as arrangers on the financing of Swisspearl Group's acquisition of Cembrit Group A/S (2022)
- UBS Switzerland AG and an international bank syndicate in a CHF 2.8 billion financing for Stadler Rail (2022)
- UBS on the switch from LIBOR to risk-free rates in their Swiss law governed syndicated credit facility agreements with UBS acting as agent (2021)*
- Highbridge Capital Management on an up to CHF 20 million highly complex equity-linked financing for SIX Swiss Exchange-listed Santhera Group (2021)*
- a large family office on a USD 150 million art financing transaction (2021)*
- UBS and the other syndicate banks on their CHF 800 million financing for Implenla (2021)*
- UBS, Credit Suisse and all other involved Swiss banks on the CHF 40 billion programme for Government-backed bridge loans to support Swiss SMEs experiencing liquidity shortages due to the COVID-19 pandemic (2020)*
- UBS and Credit Suisse in a CHF 1.5 billion Government-backed financing for Swiss International Air Lines AG and Edelweiss Air AG (2020)*
- Zürcher Kantonalbank and an international syndicate of banks on the establishment of a new 5 year CHF 525 million sustainability-linked credit facility for dormakaba group (2020)*
- Credit Suisse in a CHF 265 million Government-backed senior secured credit financing for SR Technics (2020)*
- an international banking syndicate on a USD 250 million borrowing base financing for a leading commodities dealer (2020)*
- CSA Energy Infrastructure Switzerland (CSEIP) on all financing and certain takeover law aspects of their purchase of a 25.04% stake in Alpiq Holding (2019)*
- Rabobank and an international bank consortium on the EUR 1.8 billion financing for Aryzta AG (2017)*

* Transactions handled before joining Niederer Kraft Frey

Publications

- Daniel Bono, Andrea Giger, Philip Spoerlé, The International Capital Markets Review – Chapter 13: Switzerland, 2022, in: The Law Reviews, 2022, Edition 12 (Law Business Research Ltd.)
- Philip Spoerlé/Markus Wolf, Acquisition Financing, in: Studer/Tsün/Long (Eds.), Swiss M&A Practice Guide, 3rd Ed., London 2022
- Philip Spoerlé, Commentary of articles 697j–697m of the Swiss Code of Obligations and corresponding transitional provisions, in: Handkommentar zum Schweizer Privatrecht, Roberto/Trüeb (Eds.), 4th Ed., 2022
- Anna-Naomi Band-Lang/Yves Mauchle/Philip Spoerlé, Bucheffekten auf der Blockchain, in: GesKR 2/2021
- Philip Spoerlé/Markus Wolf, Acquisition Financing, in: Studer/Tsün/Stähli (Eds.), Swiss M&A Practice Guide, 2nd Ed., London 2020
- Philip Spoerlé, Commentary of articles 697i–697m of the Swiss Code of Obligations, in: Zürcher Kommentar Art. 660–697m CO, Handschin/Jung (Eds.), 2nd Ed., 2021
- Philip Spoerlé, Basisprospektemissionen, in: GesKR 1/2021
- Philip Spoerlé, Chapters Review of Prospectus and Key Information Document, in: Neue Finanzmarktarchitektur – Das Wichtigste aus FIDLEG und FINIG, Unter Berücksichtigung der definitiven Verordnungstexte, Baker McKenzie (Ed.), Stämpfli, 2020
- Lukas Glanzmann/Philip Spoerlé/Markus Wolf/Marianne Müller, Masterclass in Swiss efficiency: spotlight on Switzerland's government-backed COVID-19 loan programme for SMEs, in: Butterworths Journal of International Banking and Financial Law (JIBFL), 2020
- Philip Spoerlé/Markus Wolf, Acquisition Financing, in: Studer/Tsün/Stähli (Eds.), Swiss M&A Practice Guide, 1st Ed., London 2020
- Philip Spoerlé/Lukas Glanzmann, De Facto Abolition of Bearer Shares, in: Butterworths Journal of International Banking and Financial Law, 2019
- Philip Spoerlé, Marginalisierung der Inhaberaktie und neue Sanktionen bei AG und GmbH, in: GesKR 3/2019
- Matthias Courvoisier/Philip Spoerlé, Structured Finance & Securitisation in Switzerland, in: Lexology/Getting the Deal Through, 2019
- Philip Spoerlé/Matthias Courvoisier, Structured Finance & Derivatives Switzerland 2019, in: Chambers Global Practice Guide, 2019
- Philip Spoerlé/Matthias Courvoisier, Securitisation: Trends & Developments Switzerland 2019, in: Chambers Global Practice Guide, 2019
- Philip Spoerlé/Lukas Glanzmann, Das neue Global Forum-Gesetz, in: GesKR 2/2018
- Philip Spoerlé, FINMA publishes new rules on outsourcings of Swiss banks and insurance companies, in: Butterworths Journal of International Banking and Financial Law, 2018
- Matthias Courvoisier/Philip Spoerlé, Public M&A – Switzerland, Global Public M&A Handbook, Baker & McKenzie, 2016
- Philip Spoerlé, Commentary of articles 697i–697m of the Swiss Code of Obligations and corresponding transitional provisions, in: Handkommentar zum Schweizer Privatrecht, Roberto/Trüeb (Eds.), 3rd Ed., 2016
- Philip Spoerlé, Neue Transparenz- und Offenlegungspflichten für Schweizer Kapitalgesellschaften und deren Anteilseigner, Expert Focus (Der Schweizer Treuhänder), 2015

- Philip Spoerlé, Die Inhaberaktie – Ausgewählte Aspekte unter Berücksichtigung der GAFI-Gesetzesrevision, Doctoral Thesis University of St. Gallen, 2015
- Lukas Glanzmann/Philip Spoerlé, Die Inhaberaktie – leben Totgesagte wirklich länger? Eine kritische Auseinandersetzung mit dem Gesetzesentwurf für ein Bundesgesetz zur Umsetzung der 2012 revidierten Empfehlungen der GAFI, in: GesKR 1/2014

Market Perception

Quotes:

"Philip Spoerlé is a very good lawyer. He was very competent, diligent and pragmatic, and he found a good solution in a short period of time'. 'He offers in-depth expertise and efficiency, and is very structured but still pragmatic and easy to communicate with'." (Chambers Global 2024)

"Philip Spoerlé is a great bank finance lawyer: his broad experience and knowledge ensure that his advice is very consistent, relevant and on point, while his strong relationships in the lending community make him a valued partner with great market insight." (Chambers Global 2024)

"He is very commercial, detail-oriented, highly responsive and has a very holistic approach." (Chambers Global 2024)

"The team around Philip Spoerle and Andrea Giger stands out for its quick and efficient handling of transactional projects. They have a lot of experience in handling complex projects and have a profound legal and commercial knowledge. Combined with a 24/7 availability on partner level, this leads to a great client experience." (Legal 500 2024)

"Both Philip Spoerle and Andrea Giger are standout lawyers – always available, impressively swift and possessing profound understanding of both commercial and legal intricacies. They approach projects with a pragmatic style, ensuring that complex issues are navigated with precision and efficiency." (Legal 500 2024)

"He is a really good lawyer who is a real pleasure to work with. He's very reliable and pragmatic." (Chambers Global 2023)

"He is known for being a very hard-working lawyer and he is very versatile,' and further notes his 'broad skill set and legal knowledge." (Chambers Global 2022)

"Reliable, can-do attitude, cooperative and extremely solution-oriented." (Legal 500 2021)

Recognitions:

- Next Generation Partner: Banking & Finance and Commercial, Corporate and M&A (Legal 500 2024)
- Next Generation Partner: Banking & Finance (Legal 500 2023)
- Rising Star: Banking & Finance (Legal 500 2021)
- Rising Star: Banking & Finance (Legal 500 2020)
- Rising Star: Banking & Finance (Expert Guides 2020)

Professional Memberships

HSG Alumni

Zurich Bar Association

Swiss Bar Association

