



Thomas M. Brönnimann

Partner, lic. iur., Attorney-at-law, LL.M

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Languages

German, English

Expertise

Thomas Brönnimann specialises in capital markets and private and public M&A transactions, with a particular focus on listed entities and other large enterprises.

Mr. Brönnimann advises banks, issuers and institutional investors in IPOs, rights offerings, convertible bonds, block trades and other capital market transactions. In addition, he assists listed companies on corporate and regulatory matters and represents clients before the SIX Swiss Exchange (SIX).

His M&A experience includes both private and public transactions including public tender offers, and extends to mergers, JVs and reorganisation of private and listed entities. He represents clients before the Swiss Takeover Board.

Mr. Brönnimann frequently advises borrowers and lenders on structured finance transactions and loan facilities for general corporate purposes, public bids, private acquisitions and leveraged finance.

From 2007 to 2009, Thomas Brönnimann was the legal counsel of a Swiss based, privately owned investment company responsible for the company's private and public M&A activities in Switzerland and abroad.

Corporate / M&A

Capital Markets

Banking, Finance & Regulatory

Career

- 2012 Partner, Niederer Kraft Frey
- 2009 Senior Associate, Niederer Kraft Frey
- 2007 Legal Counsel of a Swiss based privately owned investment company
- 2005 Senior Associate, Niederer Kraft Frey
- 2001 Associate, Niederer Kraft Frey
- 1998 Trainee, Niederer Kraft Frey

Education

- 2004 Columbia Law School, New York, LL.M.
- 2001 Admitted to the Bar (Rechtsanwalt)
- 1998 University of St.Gallen (lic. iur.)

Experience

The following is a selection of recent transactions in which Thomas Brönnimann acted as counsel to:

- PolyPeptide Group in connection with its CHF 2.59 billion IPO on SIX Swiss Exchange (2021)
- The banking syndicate led by BofA Securities, SVB Leering and Credit Suisse in the USD 824 million IPO of Swiss VectivBio on Nasdaq (2021)
- SIX listed Swiss Steel in connection with its CHF 247 million rights offering (2021)
- The Joint Bookrunners led by UBS, Credit Suisse, BNP PARIBAS, Goldman Sachs International and ING Bank N.V. in the CHF 700 million rights offering of SIX listed Dufry AG (2020)
- SIX listed EFG International in the transfer of its Ticino-based retail business lines, with around CHF 1.2 billion of client assets, to Banca dello Stato del Cantone Ticino (2020)
- Swedish listed ASSA ABLOY AB (publ) in the sale of its sensor technology business CEDES in Switzerland to capiton AG (2020)
- Credit Suisse as the sole bookrunner in connection with Ina Invest's rights offering and initial listing of shares on SIX Swiss Exchange after spin-off from Implenia (2020)
- RSBG SE, the industrial investment company of RAG-Stiftung, in the CHF 210 million block trade of share in SIX-listed Stadler Rail (2020)
- NYSE listed Polyone Corporation in the USD 1.5 billion acquisition of the global color and additive masterbatch business from SIX listed Clariant (2019)
- Credit Suisse and UBS in the CHF 325 million rights offering of SIX listed SCHMOLZ+ BICKENBACH (2019)
- Medacta Group SA in connection with its CHF 583 million IPO on SIX Swiss Exchange (2019)
- Swedish listed ASSA ABLOY AB (publ) on the CHF 1 billion indirect acquisition of Swiss agta record ag whose shares are listed at Euronext Paris (2019)
- UBS AG, as Sole Global Coordinator, in connection with Bell Food Group's CHF 612.6 million rights offering (2018)
- New Enterprise Associates (NEA) as lead investor in connection with Addex Therapeutics Ltd.'s CHF 40 million non-preemptive capital raise combined with selective opting out (2018)
- SIX listed mobilezone holding ag in connection its CHF 81.6 million rights offering (2018)
- Credit Suisse and J.P. Morgan (Joint Global Coordinators and Joint Bookrunners) and Bank Vontobel (Co-Bookrunner) in the CHF 318 million IPO of Sensirion Holding AG on SIX Swiss Exchange (2018)
- Credit Suisse as Lead Manager and Sole Bookrunner and Bank Vontobel as Co-Bookrunner in the CHF 65 million rights offering of Evolva Holding SA, a SIX-listed Swiss biopharmaceutical company (2017)
- Funds managed by SIX-listed Partners Group AG in connection with their CHF 355 million placement of shares in VAT Group AG by way of an accelerated bookbuilt procedure (2017)

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- SIX-listed Newron Pharmaceuticals S.p.A. in connection with its CHF 27 million placement of new shares with institutional investors by way of an accelerated bookbuilt procedure (2017)
- Capvis Equity Partners AG in connection with their CHF 172 million placement of shares in VAT Group AG by way of an accelerated bookbuilt procedure (2017)
- Landis+Gyr Group AG and the selling shareholders Toshiba Corporation and INCJ in the CHF 2.3 billion initial public offering of Landis+Gyr on SIX Swiss Exchange (2017)
- Nasdaq-listed BioTelemetry, Inc. in connection with its competing tender offer for all the shares of SIX-listed LifeWatch AG (2017)
- SIX-listed HOCHDORF Holding AG and Neue Helvetische Bank in connection with the CHF 218 million offering of Mandatory Convertible Securities due 2020 by HOCHDORF Holding AG
- SIX-listed EFG International and its subsidiary BSI SA in connection with the legal integration of substantially all of BSI SA's Swiss business into EFG Bank by way of an asset transfer pursuant to the Swiss Merger Act (2017)
- SIX-listed Actelion Ltd. in connection with the USD 30 billion all-cash tender offer by Johnson & Johnson to acquire all of the shares of Actelion (2017)
- SIX listed Newron Pharmaceuticals S.p.A. in connection with its private placement of new shares by way of an accelerated book building procedure (2016)
- SIX listed EFG International in its CHF 295 million rights offering as part of the acquisition finance regarding BSI (2016)
- The Swedish listed ASSA ABLOY in connection with the acquisition of 100% of the shares of Swiss based Cedes Holding AG (2016)
- The three co-founders of SIX listed Partners Group, a global private markets investment manager, in the highly innovative CHF 1.2 billion first of its kind zero cost collar derivatives transaction regarding Partners Group shares (2015)
- Credit Suisse as Lead Manager and Sole Bookrunner and Bank Vontobel AG as Co-Manager in the CHF 57 mio. Rights offering of Evolva Holding SA, a Swiss biotech company whose shares are listed on SIX (2015)
- BNP PARIBAS, Credit Suisse, Goldman Sachs and UBS as Joint Bookrunners in the CHF 2.2 billion rights offering of SIX-listed Dufry AG (2015)
- UBS as Sole Global Coordinator and Bank Vontobel, Credit Suisse and Zürcher Kantonalbank as Joint Bookrunners in the CHF 424 million rights offering of SIX-listed Swiss Prime Site AG (2015)
- Swedish listed ASSA ABLOY in connection with the acquisition of 100% of the shares in Swiss-based MSL Schloss-und Beschlägefabrik AG (2015)
- Bridgepoint in connection with the sale of Infront Sports & Media AG to Dalian Wanda Group Co. Ltd. (2015)
- 23 cantonal banks in the sale of their shares in Swisscanto, one of the leading Swiss investment fund providers, to Zurich Kantonalbank (2014)
- SIX listed BOBST GROUP SA and the joint lead managers (Raiffeisen Switzerland Cooperative and Neue Helvetische Bank AG) in connection with the issuance of CHF 150 million straight bonds 2014 – 2020 by BOBST GROUP SA (2014)
- Deutsche Bank Securities Inc. and Piper Jaffray & Co. as joint bookrunners in connection with the initial public offering of Swiss based TCP International Holdings Ltd. on NYSE (2014)
- RBS, Goldman Sachs and other syndicate banks in connection with the EUR 500 million high yield notes by Dufry Finance SCA (2014)

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- Credit Suisse and Morgan Stanley as Joint Bookrunners in the CHF 810 million rights offering of SIX listed Dufry AG (2014)
- Credit Suisse and Bank Vontobel in the initial public offering of HIAG Immobilien Holding AG (market capitalization upon IPO CHF 608 million) (2014)
- Major international bank in the sale of its Swiss private wealth management business (2014)
- SIX listed Newron Pharmaceuticals S.p.A. in connection with a private placement of newly issued shares to institutional investors in Europe and the U.S. (2014)
- SIX listed BOBST GROUP SA and the joint lead managers (Neue Helvetische Bank AG and Raiffeisen Switzerland Cooperative) in connection with the issuance of CHF 50 million straight bonds 2014 – 2019 (BOB14) by BOBST GROUP SA and the subsequent exchange offer for CHF 250 million straight bonds 2009 – 2015 by way of a reopening of BOB14 (2014)
- SIX listed Swiss based EFG International AG in connection with the acquisition of the Hong Kong private banking business of Swiss based Falcon Private Bank (2013)
- Capvis and Partners Group in their acquisition of Vat Holding AG (2013)
- Credit Suisse, UBS and Zürcher Kantonalbank as Joint Lead Managers in connection with the issuance of CHF 650,000,000 5% Perpetual Callable Subordinated Notes by SIX listed Alpiq Holding AG (2013)
- Piper Jaffray Ltd. as financial adviser and subscription agent in the 31 million rights offering of SIX listed Evolva Holding SA (2013)
- Advent International Corporation in the private placement of approx. 13% of the share capital (approx. CHF 442 million market value) of SIX listed Dufry AG by way of an accelerated bookbuilding procedure arranged by Morgan Stanley (2013)
- Credit Suisse, UBS and Zürcher Kantonalbank as Joint Lead Managers and Joint Bookrunners in the CHF 349 million rights offering of SIX listed Swiss Prime Site AG (2012)
- Partners Group co-founders in their successful secondary CHF 613 million placement of shares in SIX listed Partners Group Holding AG arranged by Morgan Stanley, Credit Suisse and UBS as joint bookrunners (2012)
- SIX listed EFG International as selling shareholder in connection with the CHF 145 million initial public offering and listing on SIX of EFG Financial Products Holding AG (2012)
- Morgan Stanley and Credit Suisse as Joint Bookrunners in the CHF 294 million placement of shares in SIX listed Dufry AG via an accelerated bookbuilding procedure (2012)
- Qatar Holding LLC in connection with its investment in CHF 3.8 billion 4% Subordinated Mandatory and Contingent Convertible Securities of Credit Suisse Group (2012)
- EQT Expansion Capital in connection with its investment in Sportradar AG (2012)
- SIX listed Newron Pharmaceuticals SpA in the acquisition of Swedish neurogenesis company NeuroNova AB in an all-share transaction (2012)
- SIX listed EFG International AG in sale of treasury shares to its principal shareholder with pro-rata claw back rights for its other shareholders. The sale of treasury shares represented around 7% of EFG International's existing share capital (2012)
- Compagnie Monégasque de Banque in the sale of its Swiss subsidiary CMB Banque Privée (Suisse) SA to PKB Privatbank AG (2012)

- SIX listed Newave Energy Holding SA in the public tender offer of ABB Switzerland Ltd for all shares of Newave Energy Holding SA (2011)
- Landis + Gyr AG, a global leader in energy management solutions for utilities, in the USD 2.3 billion acquisition of Landis + Gyr AG by Toshiba Corporation (2011)
- Morgan Stanley (Global Coordinator and Joint Bookrunner), Credit Suisse (Joint Bookrunner) and the other underwriting banks in the CHF 368 million rights offering of Clariant in connection with its acquisition of Süd-Chemie (2011)
- Numisma Group and McCafferty Asset Management in the sale of a large real estate portfolio from multiple seller companies to a Swiss based investor. The sale was structured as a share deal (2011)
- NYSE listed group of companies regarding transfer of the entire banking business of its Swiss subsidiary bank by way of an asset and liability transfer to a newly established bank entity (2010)
- Financing banks in the acquisition financing (combination of high yield secured and unsecured notes and senior credit facilities) for the acquisition of a major Swiss telecom service provider a combined secured senior credit facilities / high yield notes financing (2010)
- Large US investment fund in the private placement of approx. 10.8% of the share capital (approx. 270 million market value) of a SIX listed global travel retailer by way of an accelerated bookbuilt offering (2010)
- European private equity fund in the sale by way of private placement of 5.16% (approx. EUR 305 million market value) of the share capital of SIX listed energy company (2010)
- Privately held investment company in the public tender offer for all the shares in SIX listed investment company (approx. CHF 220 million market value) (2009)
- UBS as global coordinator and the other underwriters in the initial public offering of 2,174,000 shares at an offer price of CHF 72 and listing on SIX of Swiss financial services provider VZ Holding AG (market capitalization upon IPO CHF 576 million) (2007)
- Newave Energy Holding, a Swiss headquartered provider of uninterrupted power supply (UPS) systems in the initial public offering of 1,575,000 shares at an offer price of CHF 41 and listing on SIX (2007)
- Credit Suisse as global coordinator and the other syndicate banks in the initial public offering of 8,010,000 shares at an offer price of CHF 63 per share and listing on SIX of alternative asset management company Partners Group Holding (market capitalization upon IPO CHF 1.682 billion) (2006)
- EFG International in the pre-IPO corporate reorganisation and subsequent initial public offering of 36,670,000 registered shares at an offer price of CHF 38 per share and listing on SIX (market capitalization upon IPO CHF 5.573 billion) (2005)

Publications

- Philippe Weber, Marco Häusermann, Daniel Bono, Christina Del Vecchio, Deirdre Ní Annracháin, François M. Bianchi, Thomas Brönnimann, Till Spillmann, Debt Capital Markets in Switzerland 2021, in: LexGTD - Debt Capital Markets 2021, Law Business Research, March 2021
- Manuel Werder, Ulysses von Salis, Thomas Brönnimann, Philippe Weber, Till Spillmann, Nicolas Birkhäuser, Elga Reana Tozzi, The M&A Law Review – Swiss Chapter; in: The M&A Law Review, 2021, Edition 14 (Law Business Research Ltd.)
- Thomas Brönnimann, Till Spillmann, Manuel Werder, Ulysses von Salis, Philippe Weber, Nicolas Birkhäuser, Elga Reana Tozzi, The M&A Law Review – Swiss Chapter, in: The M&A Law Review, 2019, Edition 13 (Law Business Research Ltd.)

- Thomas Brönnimann, Till Spillmann, Manuel Werder, Ulysses von Salis, Philippe Weber, Nicolas Birkhäuser, Elga Reana Tozzi, The M&A Law Review – Swiss Chapter, in: The M&A Law Review, 2018, Edition 12 (Law Business Research Ltd.)
- Thomas M. Brönnimann, Christina Del Vecchio, Revisiting shareholder disclosure duties in Swiss rights offerings, in: Capital Markets Newsletter – Switzerland, International Law Office, 21 August 2018
- François M. Bianchi, Philippe A. Weber, Christoph Balsiger, Marco Häusermann, Daniel Bono, Thomas M. Brönnimann, Luca Bianchi, Yannick Wettstein, Christina Del Vecchio, DEBT CAPITAL MARKETS 2017, in: Getting the Deal Through- Debt Capital Markets 2017, Law Business Research Ltd., Page 82-89
- François M. Bianchi, Philippe A. Weber, Christoph Balsiger, Marco Häusermann, Thomas M. Brönnimann, Daniel Bono, Christina Del Vecchio, Equity capital markets in Switzerland: regulatory overview, in: Practical Law Capital Markets Global Guide 2016/17, Thomson Reuters, 2016
- François M. Bianchi, Philippe A. Weber, Christoph Balsiger, Marco Häusermann, Daniel Bono, Thomas M. Brönnimann, Luca Bianchi, Yannick Wettstein, Debt Capital Markets 2016, in: Getting the Deal Through – Debt Capital Markets 2016, Law Business Research Ltd, Page 100-106
- Philipp Haas, Thomas M. Brönnimann, Prospectus Including Offering Restrictions, in: Going Public on SIX Swiss Exchange, 2nd Edition 2015, Pages 72-74
- Sandro Abegglen, Christoph Balsiger, François M. Bianchi, Daniel Bono, Thomas M. Brönnimann, Philipp Haas, Marco Häusermann, Philippe A. Weber, Luca Bianchi, Thomas Hochstrasser, Yannick Wettstein, Debt capital markets in Switzerland: regulatory overview, in: Practical Law Capital Markets Global Guide 2015/16, Thomson Reuters, 2015
- François M. Bianchi, Philippe A. Weber, Christoph Balsiger, Marco Häusermann, Daniel Bono, Thomas M. Brönnimann, Luca Bianchi, Yannick Wettstein, Debt Capital Markets 2015, in: Getting the Deal Through – Debt Capital Markets 2015, Law Business Research Ltd, S. 96-102
- François M. Bianchi, Philippe A. Weber, Christoph Balsiger, Marco Häusermann, Daniel Bono, Thomas M. Brönnimann, Luca Bianchi, Yannick Wettstein, Debt Capital Markets 2014, in: Getting the Deal Through – Debt Capital Markets 2014, Law Business Research Ltd, S. 96-103
- Sandro Abegglen, Thomas M. Brönnimann, Zulässigkeit der Bestellung eines Pfandrechts an Bucheffekten mittels Umbuchung nach Art. 24 BEG – eine dogmatische Einordnung, in: Recht 3/4/11, S. 112-117
- François M. Bianchi, Philippe A. Weber, Marco Häusermann, Daniel Bono, Thomas M. Brönnimann, Making the most of it – The capital markets team at Niederer Kraft & Frey discusses the legal framework for capital raising in Switzerland, in: IFLR/Capital Raising (www.iflr.com)

Market Perception

Thomas Brönnimann advises banks and corporates on cross-border equity placements. Clients describe him as "an excellent lawyer who cares about his clients." (Chambers Global 2022 - Capital Markets)

Thomas Brönnimann is noted for his advice on high-value domestic and cross-border acquisitions and sales. (Chambers Global 2022 – Corporate M&A)

Thomas Brönnimann is highlighted for his top-notch work navigating IPOs, convertible bonds and other transactional matters. (Who is Who Legal Switzerland 2022)

"One client reports that he is 'calm, considered, reflexive, very commercial and team-oriented.'" (Chambers Global 2021 – Corporate M&A)

"He is 'very solid and experienced,' as well as 'super helpful and responsive,' says one satisfied client." (Chambers Global 2021 - Capital Markets)

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"Clients appreciate his ability to find key issues, which 'means we can focus on the main questions rather than the mundane,' as well as the 'speed and quality of his advice.'" (Chambers Global 2021 – Corporate M&A)

"A source points out that 'clients really value his perspective,' adding that he 'listens and wants to understand the situation and comes up with the right advice.'" (Chambers Global 2020 - Capital Markets)

"Commentators appreciate his 'incredibly sharp mind and excellent, quick comprehension of the key aspects, paired with very concise legal analysis.'" (Chambers Global 2019)

"Clients note Thomas Brönnimann's 'strong technical skills,' describing him as 'diligent, precise and responsive.'" (Chambers Global 2018 – Capital Markets)

"Thomas Brönnimann is described as 'very articulate and clear in his advice and technically very good.'" (Chambers Global 2018 – Corporate/M&A)

"He is very, very responsive." (Chambers Global 2018 – Corporate/M&A)

"Sources remark that Thomas Brönnimann 'is highly skilled, commercial and responsive.' He acts for banks and issuers on IPOs, convertible bonds, block trades and rights offerings. He advises on regulatory compliance. He assisted Raiffeisen with the placement of shares through an accelerated bookbuilding." (Chambers Global 2017 - Capital Markets)

"Interviewees describe Thomas Brönnimann as 'solid and thorough' and someone 'you can absolutely rely on.' He assists public and private companies with joint ventures and corporate restructuring. He also advises on public tender offers." (Chambers Global 2017 - Corporate / M&A)

"Thomas Brönnimann assists issuers, banks and institutional investors and is recommended for his 'impressive debt capital markets practice'." (Who is Who Legal Switzerland 2017)

"Thomas Brönnimann is described as a 'tough, hard-working lawyer' by sources, who add that he 'speaks and reasons well.'" (Chambers Global 2016)

"Pleased clients note: 'He is very thoughtful and explains legal issues clearly, especially to non-lawyers.'" (Chambers Europe 2016)

"Thomas Brönnimann is described as 'highly skilled'." (Legal 500 2016)

"Thomas Brönnimann is applauded for his intuitive approach, his responsiveness and the breadth of his experience." (Chambers Europe 2015)

"Thomas Brönnimann ... enters the rankings thanks to superb client feedback: 'He is outstanding and easy to work with. He helps clients understand the issues and is very clear on international aspects.'" (Chambers Global 2014)

