SHEARMAN & STERLING LLP

Biography

Sami Toutounji

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Practice

Sami Toutounji heads the Corporate Group in Paris. He has spent his entire career as a transactional lawyer, principally representing corporate clients in their public offerings, private financings and acquisitions. Since transferring from New York to the Paris office in 1993, Sami Toutounji has been particularly involved in the firm's capital markets and privatization practice and has led the development of its market leading employee stock offering practice. He is also the co-Deputy Managing Partner of the Paris office.

Sami Toutounji is cited as a "leading capital markets lawyers" in France in leading directories, including *Chambers Global and The Legal 500 EMEA*. According to *Chambers Global* "*clients appreciate the 'profound knowledge of international capital market law requirements that he provides'*".

Experience in Capital Markets Includes:

- Société Générale in its €5.5 billion rights offering in February 2008 and its €4.8 billion rights offering in November 2009
- Danone in its 3 billion rights offering in June 2009
- The French State in its sale of 2.5 % of the capital of EDF in December 2007
- Innate Pharma, a European biopharmaceutical company, in its initial public offering in November 2006
- EDF Energies Nouvelles, a French producer of renewable energies, in its initial public offering in December 2006
- Société Générale in its €2.4 billion rights offering in October 2006
- Rhodia in its €604 million rights offering in December 2005
- EDF, in its initial public offering and its employees offering in December 2005
- IXIS Corporate and Investment Bank in its agreement to acquire mandatorily exchangeable bonds and shares of Lazard Limited representing up to 10% of Lazard's share capital
- Nexgen Financial in the structuring and subscription of indexed bonds of Casino, subscribed by ABN Amro, IXIS and Nexgen

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- ABN Amro Rothschild and Société Générale in the sale of approximately 18% of Air France-KLM by the French State in December 2004
- Onex Corporation in its October 2004 subscription of $84,980,000 convertible bonds of Compagnie Générale de Geophysique
- Alstom in its 2004 rights offering and debt-for-equity exchange, its 2003 share and bond issues, its 2002 rights offering, the 2001 sale of shares by Alcatel and Marconi, and in its 1998 spin-off from Alcatel and Marconi in a global offering of new and existing shares, including a New York Stock Exchange listing. The 1998 transaction was the Winner of the "International Equity Deal of the Year" award for 1998 given by *International Financial Law Review* (Euromoney) and the then largest ever public offering by a European company (non-privatization)
- Alcatel in its 2000 Class O "tracking stock" issuance—a first for a European company. Winner of the "International Equity Deal of the Year" award for 2000 given by *International Financial Law Review* (Euromoney)
- Acted as company counsel in the privatizations of Aerospatiale-Matra (1999), Crédit Lyonnais (1999), France Telecom (Winner of the "International Deal of the Year" award for 1997), Pechiney (1995), Usinor (1995) and Rhône-Poulenc (1993), and as underwriters' counsel in the privatization of UAP (1994)

Experience in Employee Stock Plans Includes:

- Caisse des Dépôts in connection with the business combination of Egis and Iosis (2011)
- International advisor to clients in the implementation of leveraged employee stock programs, featuring third-party financing and employee investment guarantees
- International employee stock and option plans
- Advising in the context of friendly and hostile takeovers on employee stock ownership and option issues and related governance

Education

Georgetown University Law Center, J.D., 1989

Georgetown University, School of Business Administration, BSBA in Finance, 1986

Bar Admissions

New York, Paris

Languages

English, French