

MERCEDES CLAVELL

EDUCATION

Lawyer, member of Barcelona Bar Association since 1988.

Master in Business Administration, by Escuela de Administración de Empresas de Barcelona – EAE- (1987).

Master in Financial and Tax law, by Centro de Estudios Financieros y Tributarios, CEF –Abad Oliva- (1988).

PROFESSIONAL EXPERIENCE

- **ARCO ABOGADOS (arcoabogados.es)** (present): Spanish medium sized law firm, specialized in business law and taxation. Position: Of Counsel. The most of my work consists in commercial and corporate issues: distribution, franchising and agency, M&A and corporate, real estate transactions, and many of my clients are foreign companies. A more detailed description of some of the transactions and operations I provide advice for has been provided at the IDI Arb website, Description of Distribution cases. In M&A transactions my experience could be especially useful for IDI Arb when the operations includes as well distribution issues.
- **MRW (mrw.es)** (December 2010 – June 2013): Leading Spanish urgent courier & logistic company, with more than 500 franchisees and 28 million services in 2012, 45 logistic platforms in Iberia, 8 subsidiaries.

I have been responsible for setting up the first legal structure for the group, and providing legal advice to all company's managers and departments: financing, marketing, operations, IT, franchises, human resources, CSR, quality.

Some of the relevant tasks I developed were:

- Contract drafting & negotiating with purveyors, including supply and license agreements, among others,
- Drafting and implementing the new franchise agreement and the new general sale conditions,
- Advice and support on the reduction of the franchise network, through non-renewal and termination of the franchise agreements, mergers and acquisition of some franchises,
- Advice on the management of the bad debts from franchisees, negotiating payment agreements and other measures,
- Advice on multi-franchise and sub-franchise situations,
- Sale, lease and construction agreements for the logistic platforms and the headquarters' building
- Consumers' relationships & liabilities,
- Establishing the data protection policies and compliance,
- Regulatory compliance,
- Litigation management (lawsuits filed by or against purveyors, franchisees and clients),
- Trademarks and patents management,

- Unfair competition and internet publicity,
- Organization of the legal file (deeds and contracts database),
- Workshops addressed for the managers and staff regarding legal issues, specially data protection,

Some tasks were completely developed by me (contract drafting & negotiation, for example), while other more specialized works were developed in collaboration with external law firms.

- **JAUSAS (jausaslegal.com)** (September 2004- December 2010): Spanish medium sized law firm, specialized in business law.

I was an associate lawyer dealing with a wide range of international business law matters.

- M&A and joint ventures,
- Due diligence,
- Distribution networks: agency, distribution and franchise networks: contract drafting, negotiation and network re-structuring.
- Unfair competition,
- Start-ups,
- Conflicts among stakeholders,
- Internationalization of Spanish companies,
- Turn-key & commercial agreements,
- Corporate matters: Drafting minutes of the shareholders' and board of directors' meetings; calling the meetings, advising on corporate managing structures (directors, proxies), etc.

Many of my clients were foreign owned subsidiaries of European and US companies, being some of the parent companies listed ones, therefore all the above matters were deal with an international approach.

- **International Venture Consultants / Rödl & Partner (ivc.es)** (1997-July 2004): Spanish consulting firm focused in small and medium sized subsidiaries of foreign companies in Spain, and specialized in management consultancy, outsourcing, auditing and legal and tax services. The legal services subsidiary was sold to the German law firm Rödl & Partner after a joint venture agreement in 2000.

I was responsible for setting up the legal department in the Barcelona office and providing legal advice to the companies' clients in many business law matters: starts-up; M&A and joint ventures, real estate, labor issues, etc.

- **Montané, Clavell & Martínez Conde, S.C.P.** (1991-1996): Small law firm specialized in civil and business law matters.
- **Arthur Andersen** (1990-1991): Lawyer at the cross-border division, specialized in international legal and tax matters.
- **Ernst & Young** (1987-1990): Lawyer at the tax and legal department, working for many US companies.

OTHER POSITIONS:

- **International Distribution Institute (idiproject.com)** (present): Franchise country expert for Spain since 2017.
- **Who's Who Legal (whoswholegal.com)** (present): In 2017 I have been selected by this prestigious directory as franchise expert lawyer in Spain.
- **Franquishop (franquiciasfranquishop.es)** (present): Franquishop is a Spanish services company for the franchisors. It is most well-known for the franchise trade fairs or events that it organizes since some years ago, using a new format consisting in pre-arranged meetings between franchisors and entrepreneurs. It also provides consulting and legal services (the founder and owner is a well-known lawyer in the region of Andalusia (Spain). Since 2016, I represent Franquishop in Catalonia; it is a kind of honorific position, not having direct rights or duties.
- **International Referral (irglobal.com)** (present): IR it is an international network of lawyers and other professionals, like accountants and business advisors, where I hold the position of exclusive member for Franchising & Distribution and M&A for Spain.
- **Teacher at the international distribution & logistics master at the "Universidad Autónoma de Barcelona – UAB"** (2011-2013): The master was addressed to young graduates from many different countries (EU, USA, South America, Russia and former soviet republics, China, Africa). I taught distribution issues focusing in EU issues, trying to make the lessons useful and attractive for the students, who were not law graduates.

LANGUAGES:

- Spanish and Catalan: mother languages.
- English: proficiency level (used normally at work)
- French, Italian, Portuguese: medium level.