BYRNE WALLACE



Outsourcing

Securing a better deal for the future of your business

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ByrneWallace is one of Ireland's largest law firms.
Our clients are leading and innovative public and private enterprises operating across all key industry sectors.

Driven by client needs
Over the years we have earned a reputation in Ireland and internationally as a leading business law firm with an award-winning approach to client service. We offer clients more than excellent transactional and specialist advice. We are recognised as "Your Legal Business Partners", delivering the full benefits of a trusted legal business partnership. We are constantly challenging ourselves to find ways of adding commercial insight as well as legal excellence.

Delivering solutions
We look to devise solutions and uncover opportunities, not just identify the problems. It is our job to understand our clients, their markets and their business goals and objectives – and to tailor our services accordingly. In addition to first-rate legal expertise, we apply commercial knowledge and a practical understanding of the totality of the issues to all our client work.

Resourced for success
We have the scale and experience to ensure that we deliver on our commitments in a timely, efficient and cost-effective manner. We are accessible, approachable and resourced to deliver the highest level of service you require.

Providing focused expertise
We are a full service practice and offer expert advice in the following areas:

- Banking and Finance
- Biotech
- Capital Markets
- Cleantech
- Consumer Law
- Connected Health
- Commercial
- Corporate
- Corporate Restructuring and Insolvency
- Data Protection
- Dispute Resolution (litigation)
- Employment Law
- EU and Competition
- Green Economy
- Health Services and Healthcare
- ICT, Software & Digital Media
- Inward Investment
- Life Sciences
- Medtech
- Mergers and Acquisitions
- Outsourcing
- Pharma
- Private Equity
- Projects, Energy and Natural Resources
- Property
- Regulatory advices
- Retail
- Venture Capital
- Tax

International reach
We maintain an office in New York to cater for the legal needs of our US clients looking to expand into Ireland and the rest of the EU. Through our association with leading Northern Ireland law firm, Mills Selig, we meet the needs of our clients throughout Ireland.

Award-winning

- Lexcel Standard of Excellence

  Lexcel is a standard of excellence in practice management awarded by the Law Society of England & Wales. It is developed for the global legal profession. It is awarded only to law firms that prove under onsite assessment by an accredited external auditor that they meet the highest standards of client care, risk, quality and business management. While over 1,000 Firms have achieved Lexcel internationally, ByrneWallace is the first large law firm in Ireland to successfully achieve this accreditation.
- Irish Law Awards Winner
- Client Choice Awards Winner
- Chambers & Partners Top Ranked Leading Law Firm
- First Irish Law Firm to achieve ISO 14001 Environmental Management
- First Irish Law Firm to win Professional Services Green Award

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Outsourcing is an increasingly important sector of our economy. It enables businesses to operate more efficiently by focusing on core areas while leveraging the capabilities and scale of specialist service providers to effectively operate non-core areas. The economic downturn has increased the pressure on businesses to maximise competitiveness while controlling costs; outsourcing can be an obvious solution for achieving this balance.



At ByrneWallace, our Outsourcing Group serves the organisations that are making today's deals happen. We cover complex transactions from every angle and at every stage of the process – from the initial strategic decision through contract negotiations to post-contract relationship management and beyond. Whether you are a company looking to outsource or an outsourcing service provider, our comprehensive legal business approach helps you focus on the core commercial and strategic issues.

In this booklet we provide an overview of outsourcing in Ireland and introduce the services of the ByrneWallace Outsourcing Group.

The outsourcing industry in Ireland

Ireland continues to be an attractive location for inward investment in the outsourcing sector.



The outsourcing industry continues to evolve, both globally and locally in Ireland. The continued growth in IT, financial services and business process outsourcing (BPO) has been matched by geographical expansion to encompass offshoring to locations such as India and China and more recently nearshoring to Central and Eastern European locations to access lower production and employment costs.

Companies are engaging in multiple types of outsourcing deals, including: First generation outsourcing as part of a restructuring process; moving to second or third generation service providers to increase efficiencies; the renegotiation of existing outsourcing arrangements to achieve cost savings and cater for the new economic reality; or, the other side of the coin, insourcing previously outsourced activities or non-core business areas as a stand-alone (but still wholly owned) operation. As awareness increases of the potential value of outsourcing, it is increasingly acknowledged as a viable solution both by large-scale corporate groups, public sector organisations and SMEs.

Ireland is well established as an attractive location for inward investment in the outsourcing sector. The value of Ireland's strategic outsourcing industry is expected to top €700m by the end of 2010, with over 80% of Irish businesses having at least one outsourced or managed service. Future activity in this area is likely to focus on the expanding smart/knowledge economies which require innovative solutions to complex business processes. Ireland's focus on the provision of high value-added services to this sector through its highly-educated, motivated and service-centric workforce is a considerable advantage.

Recent trends which are set to drive increased market activity and add to the complexity of transactions include: insourcing to Ireland; multisourcing to diversify risk, reduce costs and access best-of-breed suppliers; the growing importance of the green economy due to drivers such as high energy costs and reputational impact; the advent of cloud computing; and the inevitable increase in public sector outsourcing to meet budgetary constraints.

The ByrneWallace Outsourcing Group

Extensive expertise, industry knowledge and business acumen.

We understand that outsourcing is a complex and lengthy process that calls for strategic, structural, commercial and legal know-how. In an economic climate where maximum cost savings and minimum risk are paramount, we believe it is crucial that clients have clear, practical and commercially-focused advice from professional advisers who can be trusted to efficiently manage the outsourcing process, negotiate effective terms and achieve your long-term organisational goals.

Our dedicated Outsourcing Group draws together the extensive expertise, industry knowledge and business acumen of experienced lawyers from each of the key practice areas within the firm to ensure that our clients receive a seamless, comprehensive service.

By applying our legal expertise and understanding of the most efficient route to a successful outsourcing arrangement, we aim to free our clients to focus on the core commercial and strategic issues driving the deal.

Our experienced lawyers contribute to the Outsourcing Group from a number of specialist practice areas within ByrneWallace. These include corporate and commercial, employment law, procurement, property and facilities management, banking and financial services, taxation, technology/ICT, data protection and intellectual property. Where the transaction has an international dimension, we can draw on the resources and contacts of our New York office as well as our extensive network of close contacts in leading international legal and financial services firms.

As outsourcing is an evolving area of business and legal practice, we liaise closely with industry, regulators and other stakeholders to facilitate useful contacts and the exchange of ideas. This ensures that we stay ahead of the curve on market developments and best practice, and enables us to offer innovative solutions to our clients.

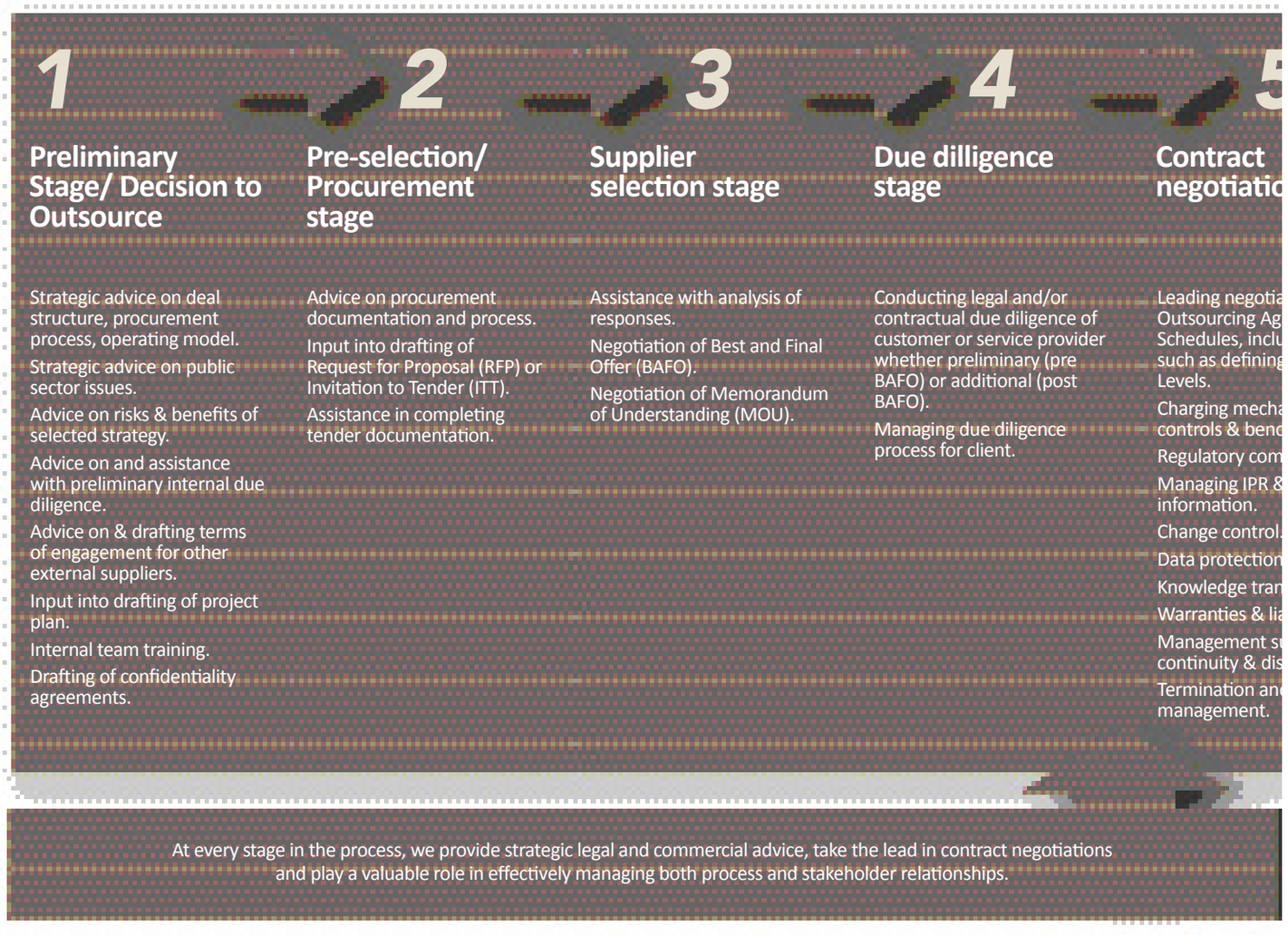


"Outsourcing has become a major structural tool for companies to help stabilize business in a world of fast and unpredictable changes. For some it has become a tool for leading that change; for others, it is a means of adapting quickly to changes imposed upon them."

Michael Corbett
Chairman, International Association of Outsourcing Professionals (IAOP)

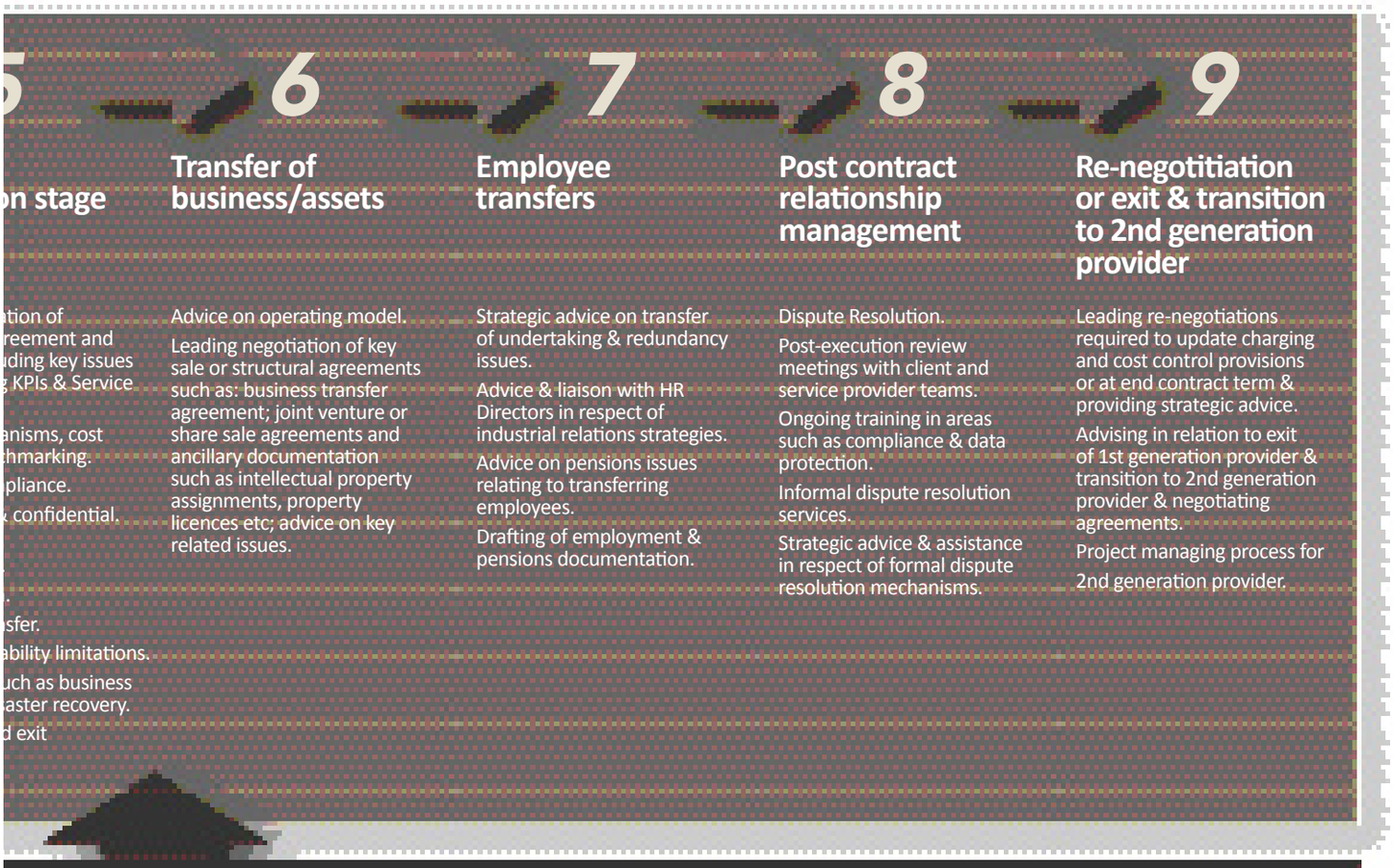
Outsourcing Group services

Adding value is the goal of our service. We offer extensive transactional and commercial experience and industry knowledge, working closely with our clients to understand the key business drivers behind the initial decision to outsource. We provide expert advice on the selection and procurement process and play a proactive role in driving the deal and project managing the process and key relationships.



We understand that the outsourcing relationship is by its nature long-term and evolutionary and requires a close working relationship between the parties. For any outsourcing deal to succeed, these vital characteristics must be reflected both in the transaction process and in the outsourcing contract. We add value in these key areas. We are experienced in managing the transaction process effectively so that key relationships are not damaged. In drafting and finalising the outsourcing contract, we view our challenge as achieving a document that is both sufficiently detailed and certain to successfully govern the relationship on a day-to-day basis, yet flexible and practical enough to anticipate and facilitate change.

Our comprehensive approach to outsourcing covers every stage of the process. The diagram below offers an overview of specific services at each key step, together with ongoing advice applicable throughout the course of the transaction and into the post-contract operation of the outsourcing agreement.



In addition to the corporate, commercial, procurement, employment and intellectual property/IT/data protection advice which are often a staple of outsourcing transactions, we also provide specialist advice in respect of taxation issues, MiFiD and Basel II compliance in the financial services sector and other cross-sectoral regulatory and competition issues, financing and commercial property issues.

Outsourcing Group experience

Our Outsourcing Group has extensive experience of advising both domestic and international outsourcing customers and service providers active in a broad range of industry sectors and spanning both the public and private sectors. We have advised on a wide variety of outsourcing, managed services and contracted services transactions. These deals have involved IT (information technology), BPO (business process outsourcing), CRM (customer relationship management), financial services, knowledge process management, and facilities management.

Percana Group Advising this leading Irish software, outsourcing and consultancy services provider to the global life and pensions industry in respect of a significant BPO outsourcing arrangement with the Pearl Group (a Top 10 UK Life Assurer).

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Rigney Dolphin Advising this leading provider of call centre and CRM services both to the private and semi-state sectors on its outsourcing arrangements.

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Zehnacker Advising this outsourcing services provider on a variety of outsourcing arrangements and related procurement issues in the Irish healthcare sector.

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Financial services sector Advising a leading international financial services provider on transfer of undertaking issues relating to the outsourcing of IT services by its Irish business.

Insurance sector Advising a leading international insurance group on Irish transfer of undertaking issues relating to the disposal of its global non-core investment advisory and asset management business.

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Semi-state bodies Advising on a variety of outsourcing arrangements and related procurement issues, including IT outsourcing and clinical services outsourcing.

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We have also advised a number of public and private healthcare operators – including Waterford Regional Hospital, the Mount Carmel Group and the the Santry Sports Surgery Clinic – in respect of significant managed services arrangements.

90% of organisations believe outsourcing adds value to their business.

Mazars 2010 survey of the Irish outsourcing market.

The Outsourcing Group Team

Feargal Brennan

Feargal is a Partner in the Corporate Department where he leads the firm's Outsourcing Group. He provides advisory and transactional advice to a wide variety of clients across an array of business sectors including some of the largest and most successful businesses in Ireland. He has over 15 years experience in advising on corporate transactions and has advised on many complicated business process outsourcing (BPO) deals. Feargal is a member of the Institute of Directors of Ireland and is on the Institute's legal advice panel. Previously, he was a member of the Irish Venture Capital Association's committee on the preparation of standard form investment agreements and is currently a member of the Tax and Legal Committee of the European Venture Capital Association. He is a member of the Business Law Committee of the Law Society.



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Michelle Ní Longáin

Michelle is a Partner in the Employment Department, a member of the Outsourcing Group, and is the firm's Compliance Partner. She has extensive experience in employment, equality and administrative law. Michelle is qualified to practice as a solicitor in Ireland, Northern Ireland, England and Wales. She advises public and private sector clients, primarily employers, on complex areas of employment, equality and administrative law. As well as being head of the firm's Public Sector Group, Michelle is also a member of Council of the Law Society of Ireland and of Council of the Pharmaceutical Society of Ireland. She has extensive experience in advising and representing clients in internal and external matters in all legal fora. Michelle provides ongoing training to clients and lectures on the Law Society's continuing professional development (CPD) and diploma programmes.



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Our dedicated team draws together extensive expertise and industry knowledge from key practice areas.

Gillian O'Shaughnessy

Gillian is a Partner in the firm's Corporate Department and a member of the Outsourcing Group. She has extensive experience advising Irish and international clients on a wide range of public and private corporate and commercial transactions, including mergers & acquisitions, corporate fundraisings and restructurings and joint venture arrangements. Gillian's practice also encompasses advising businesses on their general commercial arrangements, with a particular focus on outsourcing arrangements and managed services, and she has advised on a number of recent outsourcing transactions. She also advises in relation to corporate governance, company law compliance, establishment in Ireland and shareholder arrangements. Her clients operate in a number of growth sectors including cleantech/ renewable energy, technology, life sciences, financial services, insurance, logistics and property. Gillian also advises clients on the corporate and commercial law aspects of Commercial Court proceedings.



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Lorraine Smyth

Lorraine is a Partner in the firm's Employment Law Department. She has extensive experience in all aspects of contentious and non-contentious employment law, acting for both public and private sector clients. She has particular expertise in advising clients on all aspects of transfer of undertakings and has advised several clients through outsourcing, restructuring and redundancy programmes. Lorraine has also established expertise in the areas of data protection legislation and restraint of trade, and has acted on behalf of a number of Defence and Plaintiff clients in High Court proceedings. Lorraine has spoken at a number of seminars, attended mediation hearings, provided in-house training and written articles on employment related topics.



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