



Louis Clément

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Biography

Louis Clément works primarily in areas relating to the acquisition and sale of businesses, the establishment of consortiums, and the drafting and negotiation of various commercial agreements. Louis specializes in corporate and commercial law, as well as investment management and health law.

Louis is also involved in matters relating to mergers and acquisitions, and his professional practice has enabled him to acquire an in-depth knowledge of various industries, including food processing, forestry, telecommunications, pharmaceuticals and medical devices.

Prior to practicing law, Louis was a trainee at the Montreal Exchange, as well as at the Scotiabank Mergers & Acquisitions Group in London, UK.

Professional achievements & leadership

- *Best Lawyers in Canada* – Corporate Law, 2014-2020
- *Best Lawyers in Canada* – Leveraged Buyouts and Private Equity Law, 2013-2020
- *The Canadian Legal Lexpert Directory* – Corporate Commercial Law, Corporate Mid-Market, Private Equity, 2013-2019

Notable matters

- Headed a team of lawyers representing Novartis Pharmaceuticals Corporation in its recourse against Avara Boucherville Pharmaceuticals Services, Inc. resulting in the retransfer of the largest sterile pharmaceutical plant for injectable medicines in Canada from Ernst & Young Inc., in its capacity as court-appointed receiver.
- Headed a team of lawyers representing the Board of Directors of Valener Inc. with respect to the sale of all of the outstanding common and preferred shares of this public company listed on the TSX to the acquirer, Noverco Acquisition Inc., for a total consideration exceeding 1.1 billion dollars.
- Headed a team of lawyers representing the interest of Novartis Pharmaceuticals Corporation and Sandoz Canada Inc. in the sale of the largest sterile manufacturing facility for injectable medicines in Canada to Avara Pharmaceutical Services Inc.
- Headed a team that represented the interests of Sandoz AG in the acquisition from Europharm International Canada Inc. of a number of assets and a portfolio of pharmaceutical and natural products, for an undisclosed sum amounting to several millions of dollars.
- Represented the interests of the College Sainte Anne de Lachine, a large high school and college in the Montreal area, as part of the acquisition by the latter of Queen of Angels Academy (“QAA”) located in Dorval, Quebec. This acquisition took the form of a merger between these two (2) Non-profit Organizations following meetings of members and directors of these corporations authorizing such transaction. This acquisition is part of the expansion of Collège Sainte-Anne which will operate a bilingual primary school on the former QAA site.
- Represented the interests of the shareholders of La Société Spectra Scène Inc. in the sale of their shares to L’Aréna des Canadiens Inc. (“Groupe CH”), a major transaction in the entertainment industry in Québec and Canada. The wide-ranging deal involved directly and indirectly the aforementioned companies as well as Le Festival International

de Jazz de Montréal, Les FrancoFolies de Montréal, La Maison du Jazz, Montréal en Lumière and a number of business corporations like L'Équipe Spectra Inc. (including the Métropolis, an entertainment building) and X3 Productions inc., a joint venture specializing in the production of travelling exhibitions like "Star Wars Identities" and the "Indiana Jones Exhibition".

- Represented Groupe De Luxe Inc., a corporation whose head office is in Montréal and a North American leader in the manufacture of flexible packaging for the food industry, in the sale of the Company's four plants in Canada and the United States to Packaging Dynamics Corporation, a company owned by the private equity fund Kohlberg & Company, L.L.C.
- Acted for Valener Inc., a company listed on the Toronto Stock Exchange, in an issue of 100 million dollars' worth of the company's preferred shares.
- Directed a team acting for Mrs. Mélanie Kau and Mr. Stephen Rosenhek in their purchase of a network of natural products stores (Le Naturiste Inc.) from the American multinational NBTY Inc.
- Represented the interests of Roundtable Healthcare Partners, a private equity fund based in Chicago, in its purchase of Laboratoires Confab Inc., a Québec drug manufacturer.
- Advised the shareholders of X3 Productions Inc. in setting up that company, which specializes in the production of travelling exhibitions, presented, to date, in association with Lucasfilm Ltd., and involving, in particular, the Indiana Jones Exhibition on archaeological adventures and the Star Wars Identities exhibition.
- Advised or directed teams working for the Groupe St-Hubert Inc. in various commercial transactions relating to that company, notably the purchase of Le Maître Saladier Inc., in 2011, and of Berthelet, Produits alimentaires – Retail Division, in February 2007.
- Mandated by AXA Assurances Inc. for the first deployment in Canada for this client, of a family of segregated funds known as accumulife option. This complex mandate required supervising a team of lawyers responsible for negotiating numerous agreements with specialized third-party suppliers and participating in the drafting of the information folder, the individual variable contract offered to investors and other ancillary documents, as well as filing documents and obtaining all necessary approvals from provincial insurance regulators. The mandate also required the registration of the segregated funds, the accumulife option, as life income funds and locked-in retirement accounts with the different provincial regulatory authorities concerned; and the establishment and/or updating of AXA Assurances Inc.'s internal governance policies required under laws and regulations that apply to segregated funds and life insurance companies.
- Mandated by the AXA Group in the sale of its subsidiary (active in the distribution of financial products) to PEAK Investment Services Inc. This transaction necessitated obtaining various regulatory authorizations from the Autorité des marchés financiers and the Mutual Fund Dealers Association of Canada.
- Mandated by the Public Sector Pension Investment Board (PSPIB) with regard to the purchase of an interest of approximately 92% in Transelec Chile S.A., the owner of the Chilean electricity distribution network. This interest was held by Hydro-Québec International. The acquisition, in the amount of C\$1,700,000,000, was realized by a consortium led by Brookfield Asset Management Inc. and included the Canada Pension Plan Investment Board, the British Columbia Investment management Corp., and the client PSPIB. In this transaction, also acted on behalf of PSPIB in the consortium's negotiation of a financing of US \$660,000,000 in New York.
- Mandated by the Société générale de financement du Québec (SGF) in connection with an investment worth several millions of dollars realized through the subscription to a debenture and the acquisition of a 30% interest in the capital stock of Fruits & Passion Inc., an international franchise doing business, amongst other things, in personal care products.
- Mandated by the shareholders of Delta Dailyfood (Canada) Inc., a corporation producing prepared meals, with respect to a trans-border operation that resulted in the sale of that company to a French public corporation, Fleury Michon S.A., for several million dollars.
- Advised Mayne Pharma Pty Ltd. with respect to the preparation of a licensing and distribution agreement concerning the worldwide distribution by Mayne Pharma Pty Ltd. of certain pharmaceutical products manufactured by Omega Laboratories Limited, a Québec manufacturer of brand-name and generic drugs.
- Advised SOQUEM Inc. and Soquémex Inc. (subsidiaries of the Société générale de financement du Québec) with regard to their investment of C\$47,400,000 in McWatters Mining Inc. The transaction included the incorporation of a limited partnership and the transfer to it of a gold mine

Community involvement

- Former trustee, McCord Museum

Corporate directorships

- Director at CACEIS (Canada) Asset Servicing Limited, a corporation providing different services to portfolio owners

Professional memberships

- Board Member, Fédération des chambres de commerce du Québec (FCCQ)
- Past President, Le cercle finance et placement du Québec, 1993-1994

Languages spoken

- French
- English

Bar admissions & education

- Quebec Bar, 1989
- LLB, Laval University, 1988
- Canadian Securities Institute Course, 1987