

BYRNE
WALLACE

YOUR
LEGAL
BUSINESS
PARTNERS

ICT, Software & Digital Media



Providing commercial advice
to an innovative sector

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

Driven by client needs

Over the years we have earned a reputation within 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 want to be recognized as "Your Legal Business Partners", delivering the full benefits of a trusted legal business partnership. This means that we challenge ourselves to find ways of adding business insight as well as legal excellence.

Delivering solutions

We look to devise solutions and uncover opportunities, not just point to problems. Our job is 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, insight and a practical understanding of the totality of the issues to all our client work.

Resourced for success

With over 40 partners and a total staff of almost 300 people in our main offices in Dublin, we have the scale and experience to ensure that we deliver on our promises in a timely, efficient and cost-effective manner. We are accessible, approachable and properly resourced to deliver the level of service you require.

Expanding

We recently opened our New York office 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 the island of Ireland.

Providing focused expertise

We are a full service practice with our services divided into the following areas:

- Banking and Finance
- Capital Markets
- Corporate
- Corporate Restructuring and Insolvency
- Data Protection
- Dispute Resolution (litigation)
- Employment Law
- EU and Competition/Regulatory
- Green Economy
- Health Services
- ICT, Software & Digital Media
- Inward Investment
- Life Sciences
- Outsourcing
- Projects, Energy and Natural Resources
- Property
- Tax

Award-winning

- First Irish law firm to achieve ISO 14001 (2010)
- First Irish Law firm to win Professional Services Green Award (2010)
- Client Service Law Firm of the Year (Chambers & Partners, 2008)

The ByrneWallace ICT, Software & Digital Media Group

Industry-specific legal expertise from a dedicated team focused on client needs.

The ICT (information and communications technology), software and digital media sector is a key driver of the Irish economy and is at the heart of the country's knowledge-driven investment and growth agenda. Our specialist lawyers advise new and established companies, both Irish and international, operating in the key areas of this dynamic industry, including: software; digital media and the internet; video game development; online gambling; online gaming; and cloud computing.

The ByrneWallace ICT, Software & Digital Media Group draws on the specialist skills and expertise of lawyers from the firm's corporate and commercial, intellectual property, employment, regulatory, tax, litigation and dispute resolution, EU and competition and other specialist areas.

We pool our diverse and complementary skills in an integrated, practical and innovative manner according to client needs. This dynamic and flexible approach has enabled us to develop and maintain a leading position in the provision of focused advice to this innovative sector.

The firm and a number of individual lawyers in the group have consistently been highly recommended in the intellectual property and technology sections of leading independent client directories, including Chambers & Partners Client Guide and Legal 500.

“ByrneWallace has a strong track record on technology issues.”

Legal 500



What we do

Providing specialist advice to technology, software and digital media companies at all key stages of development of their business.

We provide legal business services to all types of enterprises active in the ICT, software and digital media sector. Our clients range from the earliest stage spin-out companies – from universities and innovation research hubs – to established later stage indigenous companies and international players. Combining specialist skill sets, real industry and regulatory experience, and deep understanding of and enthusiasm for the unique challenges and possibilities facing clients in this sector, we deliver the highest quality legal service in a focused manner.

Maturity

- Trade sales
- IPOs and AIM listings

Expansion

- Mergers, acquisitions and joint ventures
- Restructurings
- Venture capital and follow-on fundraisings
- Regulatory issues
- Competition issues
- Cloud computing issues

Growth

- Website development and hosting agreements
- Out-licensing agreements
- SAAS (software as a service) agreements
- Online trading terms & conditions and privacy policies
- Seed funding
- Shareholder agreements
- Tax structuring
- Software export control advice

Start Up

- Company set up
- Employee service agreements
- IP protection – trade marks and patent advice
- Domain name procurement
- In-licensing agreements
- Technology transfer/ collaboration agreements with third-level institutions
- Sub-contractor agreements
- Grant funding
- Property leases
- Non-disclosure agreements



A full service to the ICT, software and digital media sector

Focusing on your specific needs.



Corporate and Commercial

We advise on corporate transactions, including seed and venture funding rounds with private equity and government bodies and corporate structuring issues. Our expertise covers the full range of industry-specific commercial agreements, such as software and website development agreements, contractor agreements, non-disclosure agreements and reseller arrangements.

Intellectual Property

Our Intellectual Property Group provides expert advice on both commercial and contentious IP matters. The team brings together a wealth of experience in advising clients on sector-specific IP matters, including IP rights (patents, trade marks, design rights and copyright) and related issues – including registrations, exploitation, IP due diligence and IP enforcement. Our lawyers focus on

providing pragmatic solutions to the domestic and international IP issues faced by our clients.

We have a strong and proven track record in advising our clients on all forms of technology licensing arrangements such as evaluation agreements, software licence & support agreements, SaaS licences, OEM agreements and escrow agreements.

Online trading

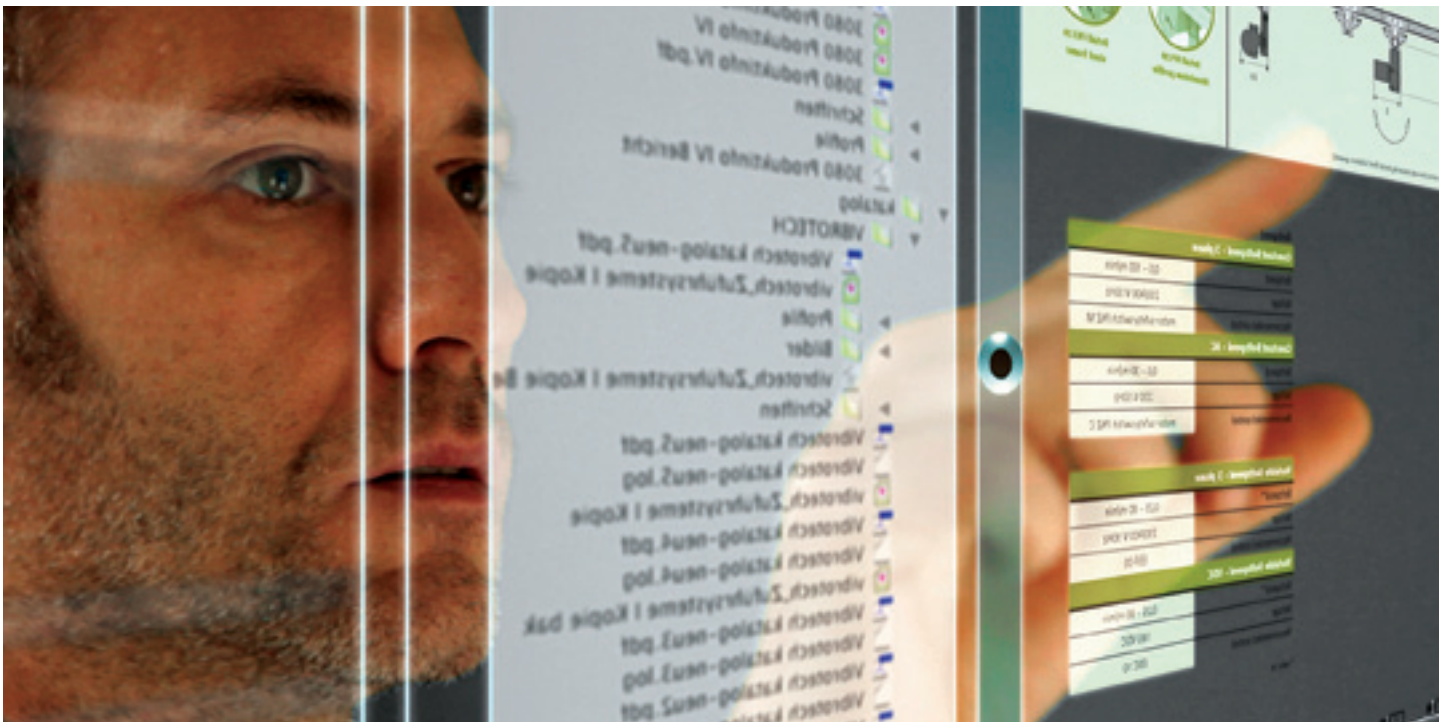
We regularly advise on the legal aspects of e-commerce, such as domain name procurement and protection, website development and related copyright issues, merchant agreements with payment providers, website terms of use and privacy policies, online contract formation and online terms and conditions of sale (including compliance with the Distance Selling Regulations, E-Commerce Directive and data protection legislation).

Cloud computing

Offering or purchasing services from the “cloud” raises several unique legal issues. These include: legal liability for any loss or unauthorised access to assets or data; the appropriate jurisdiction for disputes; cross-border data protection compliance; and the subtle differences between the SaaS and conventional licensing models and agreements. We advise on the considerations for adopting a successful cloud computing strategy while at the same time identifying and minimising the inherent legal risks.

“Within the IT sector, this firm takes ‘a no-nonsense approach to things, giving the client advice in a direct and down-to-earth fashion’...The firm is becoming a notable fixture within the video game sector..”

Chambers & Partners



Regulatory & Online Gambling

We advise on a broad range of regulatory issues relevant to technology companies, covering established and emerging business models and practices. For example, we have significant experience in advising on the software export control regime for dual use goods. We also advise on the gaming, betting and financial regulation issues applicable to online gambling companies.

Tax

Our tax team, a full-service tax practice, serves a broad range of domestic and international clients in all major business sectors, including ICT, software and digital media companies. We advise on all tax aspects of establishing operations in Ireland and tax issues arising for established operations. We also have extensive experience in cross-border and international tax matters.

Employment law

Our employment law department is the largest in the country and is consistently ranked as the top employment law practice in Ireland. Our range of employment law services is extensive and includes advice on: recruitment, service contracts and terms and conditions of employment; equality legislation; benefits including pensions and employee share plans; working time and holiday regulations; industrial relations disputes and related matters; employee-related litigation, including termination of service and unfair dismissal claims.

EU and Competition

Our EU and Competition Unit provides tailored legal advice on all aspects of EU and Irish competition law - including dominance and pricing issues, merger control, competition compliance, state aid rules and litigation before the Irish and European Courts.

We advise ICT, software and digital media companies on the application of relevant block exemptions to their commercial agreements, such as technology transfer, vertical restraints (including distribution agreements), research and development and cooperation agreements.

US Office

Through our New York office we assist US companies who are investing and establishing operations in Ireland and the European Union. We also work with Irish and European clients who are extending their reach and developing their business networks into North America.

ICT, Software & Digital Media Group experience

We can help you turn your ideas into action.
Here are some of our recent transactions:

Advising Adaptive Mobile in relation to worldwide Reseller Agreements with Nokia and Symantec Corporation.

—
Advising the shareholders of LeT Systems on a management buy out and subsequent sale of the company to Trimble Navigation Inc.

—
Advising the HSE in relation to multi million euro IT procurement / licensing agreements with GE Medical, Carestream International and HP.

—
Advised LeCayla Technologies in relation to its SaaS (software as a service) licensing arrangements with customers and subsequent sale of the company to OpSource Inc.

Advising Atamia Limited on the establishment and operation of www.faceoffgames.com a website that allows games players to play games against each other for stakes wagered by the players.

—
Advising both Dunnes Stores (Ireland's largest retail group) and Lidl Ireland on legal strategies relating to the misuse of their brands on social media websites.

—
Acted for AIM and IEX listed First Derivatives plc in connection with the acquisition of the business and assets of certain members of the Cognotec Group (In Receivership).

Advised Bentley Systems on the establishment of an international Shared Services, Sales and Marketing Centre in Dublin.

—
Advised shareholders in relation to c.US\$20m Sale of Iontas Limited to Verint Systems, Inc. (US).

—
Advised Irish software outsourcing and consultancy firm IFSD Percana Group on several large-scale IT-related projects, notably the ICT aspects of the client's BPO outsourcing deal with Pearl Group (a Top 10 UK Life Assurer).



Our team

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

Darren Daly

Partner, Corporate and Commercial

Darren advises on general corporate law matters and provides specialist advice on intellectual property, ICT, e-commerce and data protection issues. Darren is recognised as a leading adviser to ICT, software and digital media clients.



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Alex Nesbitt

Consultant, Corporate and Commercial

Alex is a commercial lawyer with 10 years' experience in technology and knowledge-related transactions, including multi-jurisdictional licensing agreements. Qualified as a barrister and New York attorney, he was previously an Associate Director at Elan Corporation plc.



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Ursula Tipp

Partner, Tax

Ursula is a tax lawyer, dual qualified in Ireland and Germany, with over 15 years' experience in international taxation. She was the head of the tax department in a large multinational, and joined ByrneWallace from another large Dublin law firm.



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Feargal Brennan

Partner, Corporate and Commercial

Feargal provides advisory and transactional advice to a wide variety of clients across an array of business sectors. He has advised numerous software and technology companies on a range of issues, including on all aspects of major information technology and related services outsourcing arrangements. He has over 15 years experience in advising on equity transactions and venture capital financings.



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Caoimhe Daly

Associate, Corporate and Commercial

Caoimhe advises on a wide range of information technology, intellectual property, data protection and confidentiality issues, as well as general corporate and commercial law matters. Her clients include a wide range of technology companies as well as statutory bodies and local authorities.



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David Hourihane

Partner, Corporate and Commercial

David is a leading expert in Irish and EU competition law. He advises companies in the ITC, software and digital media sector on all aspects of competition compliance and commercial agreements.



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Dennis Agnew

Partner, Corporate and Commercial

Dennis is a corporate transactional lawyer who heads the firm's Foreign Direct Investment team and acts for a broad range of US and Irish companies. Based in our New York office, Dennis' role is to provide Irish legal advice and know-how to US companies in as efficient a manner as possible.



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Catherine Dowling

Solicitor, Corporate and Commercial

Catherine advises on the areas of intellectual property, information technology, data protection and e-commerce and also advises on general corporate and commercial matters. She previously worked as in-house counsel with a telecoms company and has particular expertise in telecoms related issues.



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Jon Legorburu

Partner, Litigation and Dispute Resolution

Jon Legorburu heads the firm's contentious intellectual property (IP) division and represents domestic and overseas clients in all areas of IP litigation, including copyright, trade mark (CTM, national and Madrid Protocol registrations), design right, database right and patent litigation. He has specialist experience of multi-jurisdictional product liability and IP disputes.



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