

Navigating corporate disputes in the fund industry: risks, prevention & litigation strategies

IN-PERSON SESSION

To equip fund professionals with an understanding of how corporate and governance disputes can arise in investment fund structures, how these disputes can impact fund performance, and the practical legal and litigation tools available to mitigate and respond to such risks.

Agenda

I. Introduction: The Stakes of Corporate Disputes in Funds

- - Overview of typical investment fund structures
- - Why litigation risk is material to fund performance
- - Overview of dispute resolution mechanisms (contractual, judicial, arbitration)

II. How Disputes Affect Fund Performance

- - Delay or derailment of M&A deals, IPOs, or exits
- - Extended holding periods and market opportunity costs
- - Impact on NAV and IRR calculations
- - Investor dissatisfaction and reputational damage
- - Risk of regulatory or fiduciary liability

III. Common Sources of Disputes

A. Governance-Related Disputes

- - GP/LP conflicts: fee disputes, capital calls, waterfall distributions
- - Lack of clarity in LPAs: who decides what, and how?
- - Abuse of governance rights (deadlock, veto misuse)
- - Fiduciary duties litigation: breach claims against GPs or directors

B. Shareholder Disputes (Portfolio Companies)

- - Tag-along / drag-along conflicts
- - Disputes on valuation, earn-outs, and post-closing adjustments
- - Exit rights: timing, forced sales, liquidity events
- - Abuse of minority rights / squeeze-outs

C. Disputes during Exit Events

- - IPO-related litigation risks: prospectus liability, misleading disclosures
- - Post-IPO lock-up breaches
- - Misrepresentation claims in trade sales

IV. Dispute Resolution Strategies

A. Contractual Mitigation Tools

- - Drafting robust LPAs and shareholders' agreements
- - Tag/drag mechanics: enforceability, remedies
- - Clear dispute resolution clauses: Luxembourg court vs arbitration vs foreign venue

B. Litigation in Practice: Key Considerations

- - Litigating in Luxembourg: forum, timeframe, cost
- - Emergency relief: freezing injunctions, provisional measures
- - Enforcing shareholder agreements and SPA clauses
- - Cross-border coordination: managing litigation across jurisdictions

C. Case Study

- - Sample fund structure involved in dispute
- - Nature of the conflict
- - Litigation strategy (incl. interim measures and settlement negotiation)
- - Outcome and lessons learned

V. Best Practices for Fund Professionals

- - Due diligence on governance terms during fund formation and investment
- - Regular LPA and shareholder agreement audits
- - Internal training on fiduciary duties
- - Early identification and triage of legal risk
- - Working with legal counsel during transactions and in crisis management
- - Q&A and Discussion

Target Audience

This training is designed for in-house legal counsel, fund directors and managers, compliance officers, and other professionals involved in the governance, investment and operation of Luxembourg investment funds.

Speakers

Louis-Guillaume Roldan - Senior associate, GSK Stockmann

Louis-Guillaume Roldan is senior associate in the dispute resolution team at the law firm GSK Stockmann in Luxembourg. He advises local and international clients in the areas of financial and commercial litigation and pre-litigation, regulatory risk, as well as in insolvency and corporate restructuring proceedings. Louis-Guillaume Roldan is admitted to the Bar in Luxembourg as a lawyer and is fluent in French, English and Spanish. He is a graduate of McGill University in Canada and Sciences Po Paris. Louis-Guillaume Roldan is also a member of the Luxembourg Arbitration Association (LAA).

Kate Yu Rao - Senior associate, GSK Stockmann

Kate Yu Rao is a senior associate at GSK Stockmann in Luxembourg focusing on investment funds, private equity, corporate and M&A. She passed the Chinese bar exam in 2013 and holds a qualification as a fund manager (accredited by Securities Association of China) since 2011. Kate Yu Rao studied at the East China University of Political Science and Law, at the Erasmus University Rotterdam and at Bologna University. Prior to joining GSK Stockmann, Kate Yu Rao worked for a leading independent Luxembourg law firm. She speaks Chinese and English.

Registration

Registration for this training course: €295 incl. VAT

15% discount for 2 members from the same organization (contact customer service – clients@legitech.lu)


20% discount for 3 or more members from the same organization (contact customer service – clients@legitech.lu)

A welcome coffee is planned from 09:30.

Accreditation

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Co-funding

 Our training courses are eligible for co-funding.

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Contact

For any questions regarding the training, please contact Fiona Huet-Zitouni at the following address: formations@legitech.lu

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