GARRIGUES



Ricardo Villanueva Vielba

Partner

Bilbao

ricardo.villanueva@garrigues.com

Abogado colegiado nº 4213

I. Colegio de la Abogacía de Guipúzcoa

Rodriguez Arias, 15

48008 Bilbao (Spain)

Tel: +34 94 470 06 99

Fax: +34 94 444 79 98

Corporate and M&A
Insurance

Ricardo Villanueva is a partner in the Corporate/Commercial Department at Garrigues, where he has pursued his professional career since 2005. He specializes in mergers & acquisitions (M&A), corporate law and commercial contracts, as well as in the area of insurance and pension funds. He has extensive experience in advising Spanish and international clients on all kinds of M&A transactions, as well as on commercial contracts and particularly complex corporate law issues, serving in some cases as secretary of their managing bodies. He also advises insurance companies, pension fund managers and the main EPSVs operating in the Basque Country on regulatory matters. He holds a Law Degree from Universidad de Deusto (Bilbao), where he is a lecturer on corporate/commercial law at the Deusto Business School. He is the coauthor of a collective work and has published a number of articles in both the mainstream and specialist press.

Experience

Ricardo Villanueva has been a partner of the Corporate/Commercial Department of Garrigues (Bilbao office) since 2020, and joined the firm in 2005. He specializes in mergers & acquisitions (M&A), corporate law and commercial contracts, and insurance and pension funds.

In the M&A area, he has advised buyers, sellers and partners, both Spanish and international, on a large number of transactions of particular importance in his region, including:

- Advice on all manner of business acquisitions, such as share deals, asset deals, as well as joint venture arrangements and acquisitions of stakes in different sectors.
- Participation at all stages of transactions, in their design and structuring, in the coordination of due diligence and vendor due diligence processes, and in the drafting and negotiation of the transaction documents, in both bilateral and competitive processes. Organization of inhouse multidisciplinary teams and coordination with lawyers from other jurisdictions and with financial advisers.
- Structuring, negotiation and signature of W&I insurance. Coordination with specialized brokers.

In addition, in the corporate law and commercial contracts area, he regularly provides legal advice to some of the leading local companies, as well as to international clients, operating in all sorts of industries.

- Ongoing advice on commercial and corporate law matters to shareholders' meetings, boards of directors and other corporate bodies, serving in some cases as the secretary of such bodies.
- Legal design and implementation of all kinds of corporate reorganizations and structural modifications (e.g. mergers, spin-offs, carve-outs, global transfers of assets and liabilities, nonmonetary contributions of lines of business).
- Corporate law matters of special complexity, including advice on disputes between shareholders, in coordination with experts from the firm's litigation area.
- Ongoing advice on contractual matters, including the drafting and negotiation of commercial contracts, as well as analysis and the contractual structuring of new lines of business, with both a domestic and international scope.

Lastly, he has a wealth of experience in the insurance and pension fund sector, and provides ongoing advice to insurance companies, pension fund managers and the leading EPSVs which operate in the Basque Country, in which respect he holds office as secretary and deputy-secretary of their managing bodies in some cases. He has participated in some of the most relevant transactions performed in the insurance and pension funds market in his geographical area.

He is fluent in Spanish and English.

Academic background

Degree in Law (specializing in Economics) from Universidad de Deusto (Bilbao), having completed his final year at Universidad Pontificia Comillas-ICADE E-1 (Madrid).

Teaching activity

Ricardo Villanueva is a lecturer on corporate/commercial law at Universidad de Deusto. He currently teaches the subject in the Business Administration Degree at the Deusto Business School (Bilbao campus), which relates to the separate Financial Analyst (Basics) qualification.

He has collaborated as lecturer on the Executive Master's Degree in Business Law course run by Centro de Estudios Garrigues. Estudios Garrigues.

He has been a regular speaker on the "Liderando desde el Consejo" programme run by Deusto Business School (Bilbao campus), since its first edition in 2023.

He also speaks at seminars and conferences organized by companies and specialist centers, as well as in training courses conducted for clients and professionals in the firm.

Memberships

Gipuzkoa Bar Association (ICAGI).

Distinctions

Best Lawyers (2024, 2025 and 2026): "Corporate and Mergers and Acquisitions Law", "Corporate Governance and Compliance Practice" and "Insurance Law"

Publications

- "Un marco regulatorio más completo para las EPSV" El Correo. 03/18/2024.
- "¿Qué es un seguro de manifestaciones y garantías en una operación de M&A? (The warranty and indemnity insurance in a M&A transaction). El Economista País Vasco. 05/18/2022.
- "M&A y joint ventures: el fracaso de la relación por bloqueo" (M&A and joint ventures: when failed relations lead to deadlock). El Economista País Vasco. 03/18/2021.
- "Comentarios a la normativa sobre entidades de previsión social voluntaria del País Vasco. Análisis jurídico-fiscal" (Commentary on Voluntary Pension Entity Regulations in the Basque Country. A Tax and Legal Analysis). Thomson Reuters Aranzadi. 2021.
- "Las EPSV vascas, un caso de éxito" (The Basque EPSV, a success story). El Correo. 2021. 06/11/2021.
- "Tiempos de cambio para la previsión social voluntaria" (Times of change for voluntary welfare provision). El Correo. 2012.
- "Los cambios que no cesan: nueva reforma de la sociedad anónima" (The changes keep coming: another reform of the public limited company). El Correo. 2005.