

MERGERS & ACQUISITIONS

MERGERS & ACQUISITIONS

Our global team of corporate lawyers have extensive experience in acting on all aspects of both cross-border and domestic mergers & acquisitions (M&A) transactions.

Our teams continue to be mandated on a full spectrum of transactions ranging from public, high value cross-border transactions for blue-chip private equity and venture capital managers, sovereign wealth funds and international investment bank clients to high-profile transactions in the financial services and retail sectors in each respective domestic market for locally focused clients.

Our teams have a track record of providing holistic commercial and legal advice either as lead counsel or in conjunction with onshore counsel in relation to management buyouts, initial public offerings (IPOs), joint ventures, schemes of arrangement and private equity investments.

Independent market observers and legal directories consistently recognise and rank our corporate teams globally as among the leading teams for M&A in our respective jurisdictions.

Appleby's extensive expertise in regulatory and financial services, employment law (including employee share option schemes) and insolvency and restructuring complements our offering when advising clients on M&A. Our extensive presence in the key international financial centres allows us to offer a global perspective and expertise in this area.



"Appleby has acted for us on several M&A transactions. They have provided a fantastic service to us ... we consider their work to be first class."

Legal 500 (2023)

REPRESENTATIVE WORK

MERCED CAPITAL

Appleby's Hong Kong office acted as offshore counsel to Merced Capital (Merced) on the restructuring and acquisition of the Telford Offshore Group (Telford Offshore) following a competitive sales process. The complex transaction involved a multi-disciplinary Appleby team comprising lawyers from the firm's restructuring, banking and finance, and dispute resolution practices. With investment firm Merced's new capital, Telford Offshore, an offshore construction vessel owner and service provider, is well positioned to benefit from the recovery underway in the global energy industry and the associated robust demand for offshore services.

ALVARIUM INVESTMENTS

Appleby acted for Alvarium Investments on the Isle of Man aspects of its circa USD1.2 billion business combination with Tiedemann Group and SPAC Cartesian Growth Corporation, now trading on NASDAQ as Alvarium Tiedemann Holdings, Inc. Appleby also acted for Alvarium Tiedemann on the Isle of Man aspects of the group's new USD250 million credit facility with a syndicate led by BMO Capital Markets Corp.

SILVER CREST ACQUISITION CORPORATION

Appleby acted as Cayman Islands legal counsel to Silver Crest Acquisition Corporation (NASDAQ: SLCR) (Silver Crest), a publicly traded SPAC, on its business combination with TH International Limited (Tims China), the exclusive operator of Tim Hortons coffee shops in China. The transaction valued Tims China at an initial enterprise value of approximately USD1.4 billion and provide Tims China with access to nearly USD200 million of additional financing to allow for continued store expansion.

S&P GLOBAL

Appleby acted as Bermuda counsel to S&P Global, the world's foremost provider of credit ratings, benchmarks and analytics in the global capital and commodity markets, in relation to its merger with IHS Markit. Appleby advised in all aspects of Bermuda law, including significant pre and post restructuring pieces over a two-year period, from initial discussions and negotiations, to drafting and signing of transaction, to restructuring and closing. The approximately USD140 billion merger provides S&P Global with the ability to offer an enhanced value proposition for its global customer base across data & analytics, ratings, benchmarks, indices, commodities & energy, transportation, and engineering.

SUNTERA GLOBAL

Appleby's Guernsey and Jersey offices acted as lead counsel to Suntera Global on its acquisition of Carey Commercial Limited (Carey), a boutique fund, corporate and private wealth services provider. The cross-border team advised on legal due diligence, transaction documentation and regulatory aspects of the transaction. Carey's corporate and private wealth offering complements and enhances Suntera's current Guernsey one, while Carey's fast-growing fund administration division provides a broad fund offering including full-service fund administration, directorship services, listing services, investor services, company secretarial and corporate governance, risk and compliance services and international reporting.

LIFEZONE METALS

Appleby acted as Isle of Man and Cayman Islands counsel to Lifezone Metals, a developer of cleaner metals for EV batteries, on its announced entry into a business combination agreement with GoGreen Investments Corporation (NYSE: GOGN), a publicly traded SPAC. Upon completion, the transaction will create the first nickel resource and green technology company listed on the New York Stock Exchange (NYSE).

ATRIUM EUROPEAN REAL ESTATE

Appleby acted as Jersey counsel to Euronext Amsterdam and Vienna Stock Exchange listed Atrium European Real Estate Limited (AERE) on its groundbreaking merger with Gazit Hercules 2020 Limited, which is a wholly owned subsidiary of Tel-Aviv listed Gazit Globe Limited. The merger was implemented by a take-private of AERE using the statutory merger process under Jersey company law – the first time a publicly listed Jersey incorporated company has been taken private using this mechanism. The merger valued AERE's shares at approximately EUR1.45 billion. AERE is a leading owner, operator, and redeveloper of community shopping centres and residential for-rent assets in Central Europe with the majority of its portfolio located in the capital cities of Warsaw and Prague.

QUILTER

Appleby acted as Isle of Man counsel to Quilter plc on the GBP483 million sale of its international life insurance business. Quilter International has operated from the Isle of Man since 1984 and is one of the island's largest financial services employers with more than 400 employees. The deal with life and pensions provider Utmost completed on 30 November 2021 following regulatory notifications and approvals and saw Utmost acquire GBP22bn of assets under administration and 90,000 life policies.

WEJO GROUP LIMITED

Appleby advised Wejo Group Limited, Wejo Bermuda Limited and Wejo Limited on matters of Bermuda law in its USD1.1 billion merger with Virtuoso Acquisition Corp. Appleby advised on all matters of Bermuda law including, but not limited to forming and structuring the Bermuda companies; the business combination between the Wejo group of companies and Virtuoso Acquisition Corp; the listing of Wejo Group Limited on NASDAQ; and all pre and post closing matters relating to the transaction.

REPRESENTATIVE WORK

VELOCITY SPORTS PARTNERS

Appleby Jersey advised Velocity Sports Partners, the sports investment arm of ALK Capital LLC, a leading US management firm specialising in investments in the sports and media sectors, with the acquisition of a majority shareholding in Premier League football club Burnley F.C., from, amongst others, outgoing chairman and director, Michael Garlick. Appleby worked with Appleby Global Services to establish the acquisition structure, providing the client with a fully integrated legal and administrative service as part of the acquisition.

BLACK SPADE ACQUISITION CO

Appleby's Cayman and Hong Kong offices acted as Cayman counsel to Black Spade Acquisition Co on its USD150 million SPAC IPO on The New York Stock Exchange. The SPAC is targeting businesses related to or in the entertainment industry, with a focus on enabling technology, lifestyle brands, products, or services, and entertainment media.

RDI REIT PLC

Appleby Isle of Man, Jersey and BVI advised SOF 12 Cambridge BidCo Limited, a new company owned by Starwood Funds, on its recommended cash offer for the entire issued and to be issued share capital of RDI REIT PLC. The acquisition, which was implemented by means of an Isle of Man law governed scheme of arrangement, valued the entire issued and to be issued share capital of RDI REIT at GBP467.9 million, on a fully diluted basis.

KEY CONTACTS



BERMUDA
BRAD ADDERLEY
Partner
+1 441 298 3243
badderley@applebyglobal.com



BRITISH VIRGIN ISLANDS
JEFFREY KIRK
Partner
+1 284 393 5318
jkirk@applebyglobal.com



CAYMAN ISLANDS
SIMON RAFTOPOULOS
Partner
+1 345 814 2748
sraftopoulos@applebyglobal.com



GUERNSEY
JEREMY BERCHEM
Group Partner*
+44 (0)1481 755 601
jberchem@applebyglobal.com



HONG KONG
DAVID BULLEY
Partner
+852 2905 5770
dbulley@applebyglobal.com



ISLE OF MAN
GARRY MANLEY
Partner
+44 (0)1624 647 638
gmanley@applebyglobal.com



JERSEY
JAMES GAUDIN
Managing Partner
+44 (0)1534 818 337
jgaudin@applebyglobal.com



MAURITIUS | SEYCHELLES
MALCOLM MOLLER
Partner
+230 203 4300
+248 429 5281
mmoller@applebyglobal.com

*admitted in England and Wales

This publication is for general guidance only and does not constitute definitive advice
© Appleby Global Group Services Limited 2024.

applebyglobal.com