

Legal and Corporate Services
Private Equity



Ogier

It is a first-class firm. They are responsive, personable and most importantly very accessible.

Chambers UK, 2022

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Who we are

Advising clients for more than 30 years, we know every inch of the private equity legal terrain and our longstanding partner team has shaped much of it.

Ogier's dedicated Private Equity team understands the legal and administrative issues that arise across the full private equity lifecycle - be it fund formation, capital raising, subsequent closings, financings, secondary and downstream transactions or wind down - and we get straight to it.

We are the only law firm to advise on BVI, Cayman Islands, Guernsey, Irish, Jersey and Luxembourg law and our unique global footprint also includes Beijing, Hong Kong, London, Shanghai, Singapore and Tokyo.

Our industry-leading partners, legal and corporate administration teams provide a full range of services to private equity sponsors, their advisers and intermediary law firms, advising on a wide spectrum of fund structures and their particular regulatory and commercial approaches.

Our clients include the world's largest private equity firms and we also take pride in helping start-up sponsors launch their first fund structure.

Having multi-disciplinary expertise across each of our jurisdictions means that we can assist with both the structuring and execution of complex cross border transactions.

We have been involved in some of the most noteworthy private equity deals completed in our jurisdictions, offering a global perspective to suit an international client base.

Our clients include:

- Carlyle
- Cinven
- OMERS Private Equity
- Bain
- Warburg Pincus
- Advent International
- Apollo Management
- Elliott Advisors
- Schroders Capital
- Apax Partners
- Angelo Gordon
- Equitix
- Waterland Private Equity International
- TowerBrook Capital Partners
- Northwood Investors
- DB Financial Investment
- HIG Capital
- Palamon Capital Partners
- Cain International
- Pacific Equity Partners
- Mid Europa



Best Law Firm - Fund Domicile Private Equity Wire European Awards 2022



Best Offshore Law Firm Hedgeweek Americas Awards 2021



Law Firm of the Year - Guernsey Citywealth IFC Awards 2022



Law Firm of the Year - Jersey Citywealth IFC Awards 2022

Fund formation and capital raising

Our experience in all fund structures allows us to take a rounded view rather than a 'make it fit' approach.



Highly experienced and personable lawyers who go above and beyond for their clients.

Chambers UK, 2022

Our services

- Structuring advice and fund formation
- Advising on, and forming, co-investment vehicles, AIVs, parallel funds, employee incentive schemes
- Side letter negotiation
- Advising on ongoing fund operation, including regulatory compliance
- Advising on LP interest transfers
- AML and AEOI advisory services, preparation of requisite compliance manuals
- Establishing and advising management and advisory structures including GPs, special limited partners, carry vehicles and employee participation vehicles
- Advice in relation to economic substance and AIFMD considerations
- LP advisory services
- Advising on term extensions, wind-down and termination

Examples of work

Advised **Intermediate Capital Group PLC** in relation to the establishment of its tenth Jersey fund, ICG Europe Fund VI, which raised €2.5 billion at first close.

Advised longstanding client **Index Ventures** in the closings of Index Ventures Growth IV, which raised US \$2 billion, and Index Ventures XI, which closed at US\$900 million.

Advised **Mid Europa** in relation to the establishment of Mid Europa fund IV, which closed at €800 million.

Ogier in Jersey and Luxembourg acted as legal advisors to **AEW Value Investors Asia II**, which raised commitments totalling US \$590.2 million.

Advised **Baillie Gifford** on the US\$477 million launch of the Schiehallion Fund Limited.

Acted as Cayman Islands counsel to **Ping An** on the establishment of a US \$475 million fintech fund.

Advised **ORI Capital** on the launch of ORI Healthcare Fund II, its second healthcare-centred venture capital fund with a target close of US \$400 million.

Advised on the launch and final closing of **8F Aquaculture Fund I LP**, with capital commitments of us \$558 million.

Finance

We have a market-leading team of dedicated fund finance lawyers advising on a mix of sponsor and lender-side transactions across our jurisdictions.

Our services

- Advice in relation to subscription credit and capital call facilities entered into by funds
- Advice in relation to hybrid and net asset value credit facilities entered into by funds
- Advice in connection with guarantees and other indebtedness incurred by funds, including guarantees and credit support offered in support of loans made to portfolio companies
- Advice in connection with general partner or management lines of credit, including assignments of management fee income
- Advice in relation to the listing of private equity investments
- Acting as sponsor in respect of listing notes on The International Stock Exchange (TISE), Cayman Stock Exchange (CSX), Euronext Dublin and the Luxembourg Bourse Euro MTF market to take advantage of Eurobond exemption
- Advising on borrowing and guaranteeing provisions in fund constitutional documents as well as ability to grant security
- Advising financial institutions and private equity sponsors on leveraged buyout and acquisition financing transactions

Examples of work

Acted as Guernsey counsel to a leading global asset management firm in relation to its US \$2.1 billion capital call revolving credit agreement.

Acted as Jersey counsel to a syndicate of lenders in respect of a take private offer for a listed real estate worth US \$1.75 billion.

Acted as Jersey, Guernsey and Luxembourg counsel to a private equity firm in respect of its c. £1.1 billion financing to acquire an insurance business.

Acted as Cayman, Luxembourg and Irish counsel to two US banks in relation to a US \$150 million subscription finance facility to various managed private equity funds.

Acted as Cayman Islands counsel for an investor consortium including **DCP Capital Partners** and **Ocean Link Partners** on the debt financing for the take private of US listed 51job.

Acted as Guernsey counsel to a leading global asset manager on its c. £400 million loan to the purchaser of a listed student living business.



Ogier's lawyers are meticulous. They respond quickly with cogent and concise advice. Their abundance of experience gives them an understanding of client requirements and they pitch themselves accordingly.

Chambers, Asia-Pacific, 2022

Downstream corporate advisory

Regularly working on big ticket and complex cross-border private equity transactions, we are a "go-to" firm for this type of work.



They can be relied upon to provide sensible, pragmatic solutions to issues when they arise and to deliver on time. Legal 500 UK, 2023

Our services

- Acquisitions and disposals made by private equity funds, including the structuring of vehicles for these purposes
- Establishment, structuring and regulation of corporate acquisition stack structures
- Acquisitions and disposals of real estate by private equity real estate funds
- Investment and shareholder agreements, bespoke articles of association and completion mechanics, including dealing with management interests (roll ups) and equity funding
- Existing or new employee incentive plans
- Registered office and corporate administration services
- Exit of investments through IPOs on all international stock exchanges, including LSE, NYSE, NASDAQ, Hong Kong Stock Exchange and Euronext
- Sale processes including population of data rooms and preparation of vendor due diligence reports

Examples of work

Advised long-standing client **UMB PLC** on the Jersey law aspects of its £3.9 billion prephase by **Informa**.

Acted as Cayman Islands counsel to the investor consortium comprising **New Frontier Public Holding Ltd, Vivo Capital Fund IX (Cayman), LP, Fosun Industrial Co Limited**, the Private Equity

business within Goldman Sachs Asset Management, certain affiliates of Warburg Pincus and certain other investors, in the proposed US\$1.58 billion take private of New Frontier Health Corporation.

Ogier in Jersey advised Japan's **Takeda Pharmaceutical** on its £46 billion (over £63 billion including Shire's debt) acquisition of Shire, creating one of the world's largest pharmaceutical firms. The deal is the largest ever foreign takeover by a Japanese company.

Assisted Bristows LLP, representing **Waterland Private Equity Investments**, in their £1.1 billion acquisition of the Priory Group from Acadia Healthcare Company. Ogier advised on the Jersey corporate and finance aspects of the acquisition.

Advised **Gazit Group** on its €1.45 billion acquisition of Atrium European Real Estate - the first ever take private by way of a Jersey statutory merger.

Acted as BVI and Cayman Islands counsel for the **Atairos** group in a ground-breaking US\$580 million take private of Ocean Outdoor Limited by way of a BVI statutory merger (one of the first ever UK take-privates by way of BVI statutory merger).

Disputes, Restructuring and Corporate Recovery

Spanning Asian, European and US time-zones, our approach enables us to offer a one-stop, cost-efficient solution that cuts through complexity to get to what really matters.

When disputes arise offshore, they are often complex, international and high value. Ogier has one of the largest offshore teams advising on technical, strategic and procedural aspects across the spectrum of contentious commercial issues and disputes.

Our Dispute Resolution services

- Advice in relation to shareholder and investor disputes
- Unfair prejudice and derivative/double-derivative actions
- Advice in relation to, and assisting, activist shareholders
- Claims against fund service providers including directors, managers, investment advisors, custodians and auditors

Ogier's Restructuring and Corporate Recovery team draws upon the creativity, knowledge and experience of the entire firm across multiple disciplines to provide responsive and commercial solutions for clients.

Our Restructuring and Corporate Recovery services

- Restructuring advice to creditors, shareholders and other stakeholders of distressed funds and portfolio companies
- Advice in relation to enforcement options for creditors
- Advice to insolvency office holders, directors and shareholders of distressed funds and portfolio companies



They are very aware of the differences we can encounter when negotiating cross-border transactions.
Chambers Global, 2022

Local Legal Services

Whether advising on corporate immigrations for private equity firms and fund managers, relocations or downstream M&A activity, our team offers expert and fast advice.



Extremely flexible and ready to go the extra mile to get a creative solution. Legal 500 UK, Jersey, Employment, 2022

Our services

- Corporate immigrations
- High value residency
- Downstream M&A
- Acquisition and disposal of businesses
- Aircraft and yacht registrations
- Corporate law
- Competition Law
- Employment law
- Estate planning
- Dispute Resolution
- Immigration
- Infrastructure projects
- Liquor licensing
- Matrimonial, family and personal law
- Planning and construction law
- Property law
- Property finance
- Regulatory advice and disputes
- Special Economic Zone Businesses
- Trusts Advisory Group
- Wills and trust

Offshore relocations

Our jurisdictions are home to some of the world's leading banks and financial institutions. A large number of entrepreneurs, consultants and directors have also made the move to our locations, bringing their headquarters, or arms of their businesses, along with their families.

Our strategy is to provide a hub from which all questions can be answered, including pre-move planning, advice on the application process, purchasing property, establishing businesses and employing people in any of our locations.

We work alongside the government bodies responsible for inward investment, as well as other agencies who will guide you through your move, whether it be business, personal or both.

Private Wealth

Our global team specialises in helping private equity professionals manage their often complex personal financial affairs.

High net worth clients from the private equity and venture capital industries – particularly in Asia, where we have offices in Beijing, Hong Kong, Shanghai, Singapore and Tokyo – are looking for a trusted adviser to help them in securing their personal and professional future.

We have expertise in advising on how to hold interests in carry vehicles, funds and other investments through structures designed to maximise succession and asset protection planning for PE and VC principals.

Our services

- Family unit trusts
- Family partnerships
- Wills and codicils
- BVI VISTA trusts
- Cayman STAR trusts
- Charitable and non-charitable purpose trusts
- Employee benefit trusts and pensions
- Family offices
- Guernsey and Jersey Foundations
- Private trust companies
- Trust and ancillary deeds
- Trust disputes

Ogier Global

Our team is commercially focused on combining good corporate governance and operational efficiency.

The legal and regulatory requirements for private equity continue to develop. Ogier Global provides expertise in all areas of corporate administration and compliance to manage the evolving landscape.

Our services

- Independent directors
- AEOI services (including FATCA and CRS)
- AML officers - Money Laundering Reporting Officer (MLRO), Deputy MLRO (DMLRO) and AML Compliance Officer (AMLCO)
- AML online training, covering the required training modules relating to anti-money laundering, countering terrorist financing, and countering proliferation financing (AML/CTF/CPF)
- Board support services, including full company secretarial services, to reduce the administrative burdens of conducting board meetings for clients
- Economic substance solutions to assist clients in meeting their regulatory obligations
- Registered office and registered agent services, ensuring all statutory requirements are met across jurisdictions
- Our team has extensive experience of dissolving investment funds and can also provide termination services for companies and partnerships

Sustainable Investment Consulting

Developing a private equity approach to sustainable and impact investments start with understanding sustainability priorities and goals, investment philosophy and risk/return appetite. Many fund managers keen to adopt an ESG focus often trip at this first step and feel confused by the myriad of terms and strategies.

Our dedicated Sustainable Investment Consulting team helps PE funds identify where they sit on the ESG and impact spectrum by mapping risk, return and impact profile structure.

Services include

- Market benchmarking
- Regulatory scan
- Fund's impact strategy and approach
- Investment sourcing and impact diligence
- Impact portfolio monitoring and management
- Impact report drafting

Contact us

Fund formation and capital raising



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Downstream corporate advisory - acquisitions and exit



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Ogier | To the point.

Ogier is a professional services firm with the knowledge and expertise to handle the most demanding and complex transactions and provide expert, efficient and cost-effective services to all our clients.

We have three divisions:

Legal: Practical advice on BVI, Cayman, Guernsey, Irish, Jersey and Luxembourg law.

Corporate and Fiduciary: Corporate administration services with a strong reputation in governance and regulatory compliance.

Consulting: Independent guidance on sustainable investing, regulatory compliance and tech.

Core legal services

- Banking and Finance
- Corporate
- Dispute Resolution
- Investment Funds
- Private Wealth
- Regulatory
- Tax

Core corporate and fiduciary services

- Corporate Administration
- Debt Capital Markets
- Funds
- Investor Services
- Private Wealth
- Real Estate

Core sector services

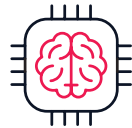
- Aviation and Marine
- Family Office
- Private Equity
- Real Estate
- Restructuring and Insolvency
- Sustainable Investing and ESG
- Technology and Web3

1,100
Employees

108 40
Partners Directors

Investment in technology

Our continued investment in our people and technology is transforming the delivery of professional services to our global client network, from live client portals to digital contracts, digital collaboration areas and document compilation.



Sustainability

As an international firm, we support efforts to protect global and local ecosystems. We are continuously and actively reducing our global carbon emissions and environmental impact. We are embedding sustainability at every level.



Corporate Social Responsibility

We're committed to being a good corporate citizen and supporting causes that empower people and enable our communities to thrive. We achieve this through community partnerships, pro bono work and volunteering.



Innovation

Whether we're pioneering new ways to service clients or fostering a culture of continuous improvement, innovation is at the heart of everything we do. We are committed to providing a market-leading service that empowers clients.



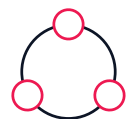
Client Centric

We understand what our clients need to succeed, and do everything to ensure they meet their goals as simply and effectively as possible.



Diversity, Equity and Inclusion

We believe in putting people first. As a global business we recognise diversity, equity and inclusion can be complex, challenging and nuanced. So we're meeting it with courage, drive and openness.



Best Offshore Law Firm
WealthBriefing European Awards 2023



Law Firm of the Year
- Caribbean, Guernsey and Jersey Citywealth
IFC Awards 2023



Offshore Firm of the Year
HFM Asian Services Awards 2023



Offshore Firm of the Year
The Lawyer European Awards 2023

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Ogier provides practical advice on BVI, Cayman Islands, Guernsey, Irish, Jersey and Luxembourg law through our global network of offices across the Asian, Caribbean and European timezones. With a growing team of more than 900 people around the world, we regularly win awards for innovation, client service and quality. Regulatory information can be found at ogier.com