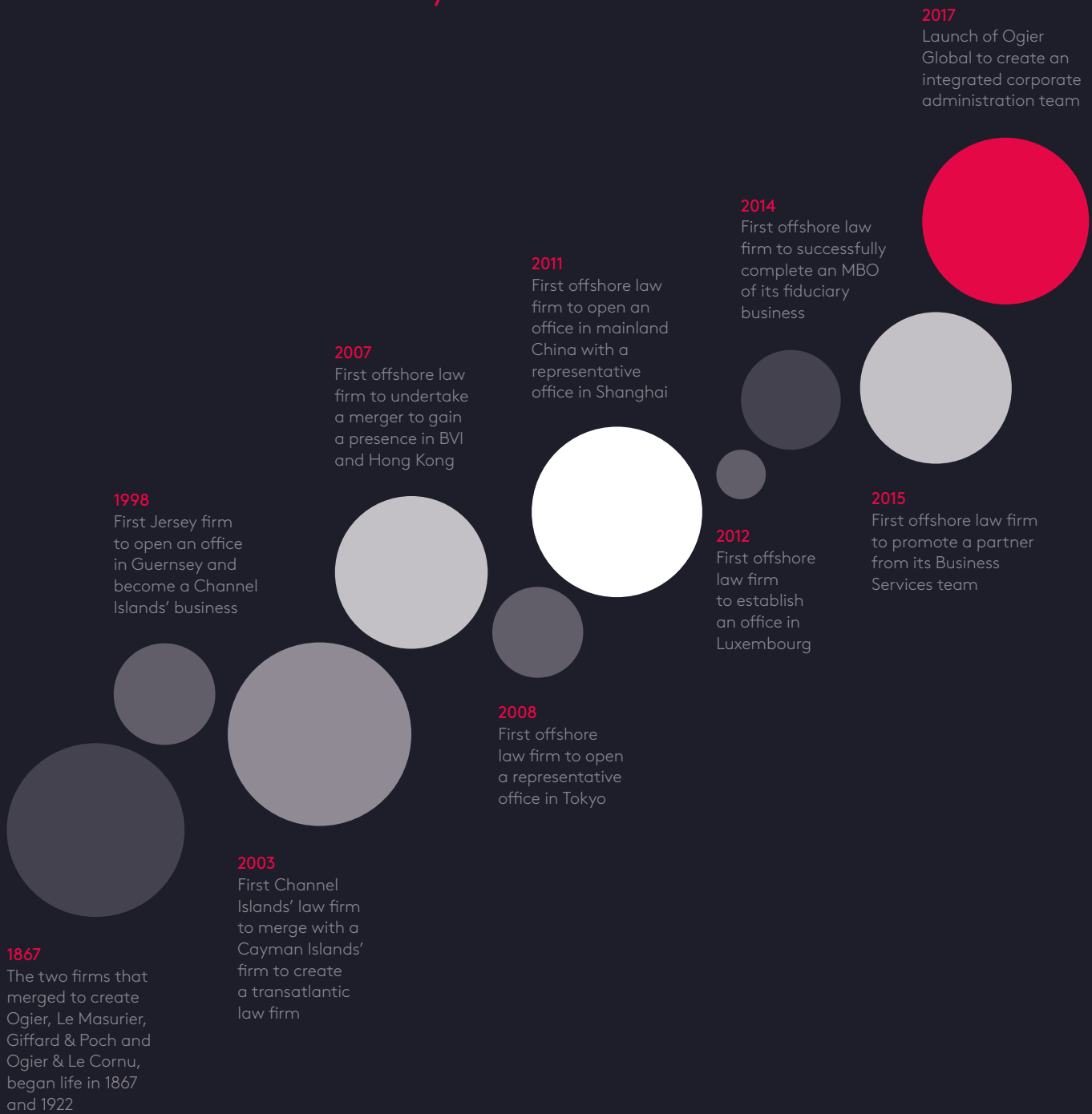


Ogier

Ogier
Legal and Corporate Services

Key moments



Who we are

We get straight to the point, managing complexity to get to the essentials.



Ogier consistently provides technically excellent, client-focused, commercial solutions.

Client feedback, 2017



They are fantastic in terms of expertise and their range of knowledge on all fronts.

Client feedback, 2017

What do we do?

We're lawyers to the world's leading financial institutions, professional advisers, regulatory bodies and high net worth individuals.

Ogier is based in nine international locations offering advice on five laws: BVI, Cayman, Guernsey, Jersey and Luxembourg. Our network of offices also includes London, Hong Kong, Shanghai and Tokyo.

We're known for our strength in banking and finance, corporate and commercial, investment funds, dispute resolution and private wealth. Regulatory, restructuring and insolvency, and tax are also key services.

Ogier Global enables Ogier to provide an integrated service for clients. We provide exceptional levels of service, consistent across our legal and administration teams, supported by technologically advanced systems and client focused administrators.

Local businesses look for local knowledge. We bring together an international outlook and on-the-ground understanding to advise businesses on local matters, including property, employment, immigration, data protection and competition law.

Our approach is to keep it simple. Resource work at the right level. Don't over-lawyer, don't over-engineer.

In a rapidly evolving marketplace legal advice needs a flexible approach. Smooth, efficient, quiet service for the daily running of businesses, with serious power and finesse at times when activities deviate from the norm. Our business model is structured to meet individual needs.

Complex transactions need great insight. Working through this complexity to provide sound judgment on what really matters, we never lose sight of the need for effective project management and superb client service to bring each transaction to life.

We respond to client views – gained through personal interviews to measure levels of client service – acting on feedback and, where we need to, developing our services to maintain the high satisfaction levels our clients report.

Banking and Finance

Matching the right level of experience and expertise to each transaction earns our banking and finance team the title of 'truly excellent'.



All of their people, whether it's the partners or the associates, are very bright.

They understand the industry and the deals and, just as importantly, they understand client service. If I had a choice, I'd go to them every time.

Client feedback, 2017



A very smart, practical and responsive team. Chambers Global, Asia-Pacific, Banking & Finance, 2015

Delivering work in an accurate and timely fashion, we support banking and other financial clients transacting in or with counterparties or collateral in the BVI, Cayman, Guernsey, Jersey and Luxembourg.

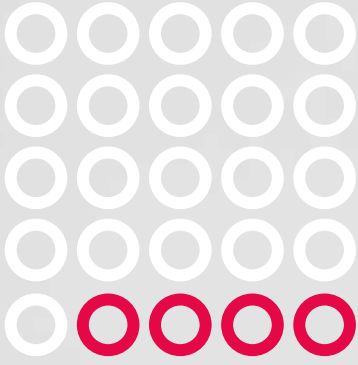
We've built our practice to advise all stakeholders across the full financial product lifecycle. From debt and other security instrument listings to restructuring and insolvency, drawing on the complementary disciplines of our banking, structured finance, investment funds, corporate and commercial and dispute resolution teams to provide a fast and efficient service.

Ogier's specialist teams offer exceptional levels of expertise to issuers listing on The International Stock Exchange (TISE) and the Cayman Islands Stock Exchange. Ogier is also frequently instructed as Cayman Counsel in respect of debt issuances on the Hong Kong Stock Exchange (HKEx), Singapore Stock Exchange (SGX) and other international exchanges.

Our corporate administration business, Ogier Global, works closely with Ogier to support clients with the formation and administration of asset finance vehicles, public and private debt issuers (including Islamic finance structures) and securitisation vehicles. Our presence in all major time zones, ensures that complex transactions can be effected within the tightest of deadlines.

Specialised teams cover the following areas:

- Asset Finance
- Debt Capital Markets
- Derivatives
- Fund Finance
- Islamic Finance
- Leveraged Finance
- Real Estate Finance
- Regulatory
- Restructuring and Insolvency
- Structured Finance



Ogier works with 21 of
the top 25 global banks



Angus Davison,
Partner and Global Head
of Ogier's Banking and
Finance team

Corporate and Commercial

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



They are very approachable and responsive.
IFLR 1000, Jersey, 2017



Highly responsive, commercially sound and succinct in its approach.
Legal 500, BVI, Corporate and Commercial, 2016



The 'responsive and thorough' team at Ogier has 'good insight into current market trends'.
Legal 500, Luxembourg, Commercial, Corporate and M&A, 2016

We have experience of advising on a broad range of industry sectors, commercial opportunities and investment-related transactions, and bring that knowledge to bear on each instruction.


While we have been involved on some of the largest and most complicated deals taking place in our jurisdictions in recent years, we also have extensive experience in advising on the establishment of many forms of domestic and cross-border corporate vehicles, trusts and partnerships.

Through our corporate administration business, Ogier Global, we offer a seamless one stop shop, forming and administering a wide range of corporate vehicles for IPO, M&A, corporate re-structuring and investment holding. Our industry leading administration platform enables clients to access statutory information in real time and easily manage the corporate administration of their businesses, from a single vehicle to the most complex of corporate structures, via our secure client service portal.

Ogier has an excellent transactional track record, particularly in relation to public company work. Renowned for our in-depth understanding and long-standing experience in the market, we are sought out for being at the forefront of financial industry regulatory changes and our insight on local regulations.

Services include:

- Capital markets
- Contracts and outsourcing
- Corporate relocations
- Financial services
- General corporate
- Investment structure
- Joint venture and strategic alliances
- Mergers and acquisitions
- Private equity
- Restructuring and reorganisation


 A "one stop shop"
for corporate advice
Client feedback 2017



Simon Dinning,
Partner and Global Head
of Ogier's Corporate and
Commercial team

Investment Funds

You don't pay for a learning curve when you instruct us. We have been focused on funds since the beginning of the industry.

 Ogier has provided exceptional service on all recent work. Their expertise and professionalism is evident in all they do. They meet deadlines and keep us informed along the way. They are also extremely nice to work with, an aspect which is often overlooked.
IFLR 1000 2017

 Ogier delivers 'an exceptional level of service, with fast response times and excellent availability'.
Legal 500, Guernsey, Investment Funds, 2016

Following international capital flows, our investment funds specialists draw on the experience of dedicated funds teams in our core Ogier offices: BVI, Cayman, Guernsey, Hong Kong, Jersey and Luxembourg.

The onshore funds and tax capability provided by our Luxembourg office sets us apart and we have a thriving office in Hong Kong and unmatched insights into Asia through our Shanghai and Tokyo offices.

Many of our specialists have played a leading role in developing market practice and drafting progressive funds legislation across a number of our jurisdictions.

We have particular strength advising private equity sponsors and investors on all aspects of closed-ended funds including portfolio company transactions.

We advise on a wide spectrum of fund structures and their particular regulatory and commercial approaches. With the support of our experienced fund finance and dispute resolution specialists we provide a one stop shop for the full funds lifecycle. Our services include advising on structuring and supporting fund formation, including the provision of registered office and company secretarial services to investment managers, corporate fund vehicles, general partners, limited partnerships carry and special purpose vehicles, to advising on regulations (including fund licensing and automatic exchange of information, corporate governance and investor disputes. We also advise on the management of liquidity and business interruptions, strategic investor arrangements and fund wind-down and termination.

Ogier works with investment funds of all types including:

- Debt
- Hedge
- Hybrid
- Infrastructure
- Investment management
- Mezzanine
- Private equity
- Real estate
- Regulatory
- Structured product
- Venture Capital



Very responsive, highly knowledgeable, client-friendly, easy to work with and commercial. Chambers Global, Cayman Islands, Investment Funds, 2017



Giorgio Subiotto,
Partner and Global Head
of Ogier's Investment
Funds team

Corporate Administration

Providing exceptional and efficient service, Ogier Global offers clients integrated legal and corporate administration services.



Well organised and responsive. That's what you need on a transaction.

Client feedback, 2017

Our corporate administration business, Ogier Global, works closely with Ogier's partner-led legal teams to incorporate and administer a wide variety of vehicles.

Supported by market-leading technology, our entity administration platform and in-built client service portal gives clients real-time access to statutory information and the ability to interact with the administration of their entities.

Our highly experienced and responsive team of technical experts focuses on providing the highest level of personal service, working collaboratively with clients and delivering commercial solutions in the most efficient way.

Working closely with Ogier's Banking and Finance, Corporate and Commercial, Real Estate and Investment Funds legal teams, our services include:

- Incorporation
- Registered Office
- Company Secretarial
- Ongoing corporate administration
- Board Support Services
- Directorships
- Bookkeeping, accounting and reporting services
- Liquidation services
- Process Agent

Ogier Global's team of professionals has a proven track record in the market and strong reputations for their focus on corporate governance, regulatory compliance and data integrity.

Real Estate

We work on the largest, most complex real estate transactions, adding real value to clients and onshore advisers.



The service they've given us has been first class, and they have strength across the property and finance side. They're my firm of choice, the one I would pick on first.
Chambers UK, Jersey, Property, 2017



They were proactive, communicated well, knew what they were doing and what the issues were, and it was just a smooth process working with them.
Client feedback, 2017

Ogier's team holds a leading position in the market and has considerable experience advising on large scale real estate transactions, as well as real estate structuring and financing.

Our full service real estate and property law team advises developers, landlords and institutional investors on major property transactions, and has significant experience in relation to complex structures including real estate and other investment funds.

Our services include the establishment, structuring and regulation of a wide variety of real estate investment structures, the sale and acquisition of real estate investment structures and vehicles, development projects (including innovative costs funding mechanisms) and on-going legal and administration services to real estate investment structures.

Across our jurisdictions, our focus is on getting the deal done whilst at the same time achieving the best commercial outcome for our clients. We pride ourselves on our commercial awareness, shown best through our recommendations and client endorsements.

Services include:

- Property finance acting for both lenders and borrowers
- Property disputes and insolvency issues, including building disputes, lease dilapidations, planning appeals and realising security over real property
- Acquisitions and development projects
- Multi-party, joint venture and single investor structures
- Sales and lettings of large scale commercial and residential projects
- Property securitisation
- Commercial and residential portfolio acquisitions and disposals
- Advice on the full spectrum of real estate funds with commercially focused tax and regulatory advice
- Formation and ongoing administration of companies, partnerships and trusts for the finance, acquisition, holding and securitisation of commercial and residential property

Dispute Resolution

When disputes arise offshore, they are often complex, international and high value.



They are incredibly relaxed and pragmatic. They get it done very quickly, without any fuss. They are really good to work with.
Chambers UK, Jersey, Dispute Resolution, 2017



A slick operation: they're nice people who are easy to work with, very switched-on and with a good grasp of the law.
Chambers Global, BVI, Dispute Resolution, 2017

Ogier is one of the largest offshore teams advising on technical, strategic and procedural aspects across the spectrum of contentious commercial issues and disputes.

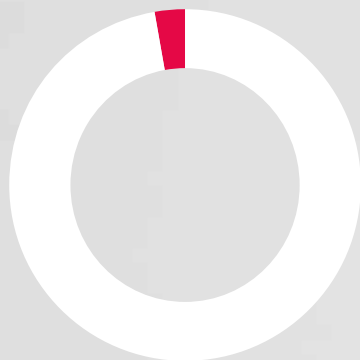
With a team whose experience spans cross-border, multi-million and multi-billion dollar disputes across Europe, the Middle East, Asia, the US and Russia, we resolve disputes in negotiation, mediation, arbitration or in court.

We have a pedigree in local and cross-border trust dispute resolution. Ogier counts as its clients a large number of the leading institutional and independent fiduciary businesses offshore.

Ogier's Restructuring and Insolvency team offers legal advice to banks, financial intermediaries and corporates, as well as onshore counsel and other professional services providers in connection with company structures. Ogier has excellent relationships with regulators in each of the British Virgin Islands, Cayman, Guernsey and Jersey.

Services include:

- Commercial disputes
- Contentious funds, banking and insurance claims
- Contentious trusts
- Contentious regulatory advice
- Corporate disputes
- Employment advice
- Finance services disputes
- Insolvency and restructuring
- Insurance related disputes
- Planning and construction disputes



97.3% of clients say they are likely to recommend and reinstruct Ogier



Simon Davies,
Partner and Global
Head of Ogier's Dispute
Resolution team

Case studies

Pacific Special Acquisition Corp

Ogier has significant expertise in the tech space, and Pacific's proposed merger with major Internet-of-Things player Borqs is an example of our work in this growing area.

Beijing-headquartered Borqs is a leading global provider of smart connected devices and cloud service applications for the Internet of Things (IoT) industry, producing commercial grade Android connected device software and hardware products.

Ogier acted as BVI and Cayman counsel on the merger for Pacific SPAC - we also acted as BVI legal counsel in relation to its IPO on Nasdaq in October 2015.

(IoT)

Internet of Things

Medicxi Ventures

Ogier assisted Medicxi Ventures, formerly Index Ventures Life Sciences, with its formation as an independent life sciences firm. Medicxi Ventures comprises all of the existing life sciences portfolio companies, funds and team from Index Ventures.

The Ogier team also worked with Medicxi Ventures on the establishment of Medicxi Ventures I, a new fund focused on early-stage life sciences investments in Europe, which has raised €210m with GlaxoSmithKline and Johnson & Johnson Innovation-JJDC Inc. The closing of Medicxi Ventures I consolidates the position of Medicxi Ventures as one of the largest life sciences focused venture firms in Europe.

€210m

Value of deal

Biffa

Our Cayman, Guernsey and Jersey offices combined to advise on the biggest UK IPO post-Brexit referendum.

Acting under a conflict wall, our corporate and banking teams in the three respective jurisdictions advised on the Biffa IPO on the Main Market of the London Stock Exchange. The project involved listing, refinancing and pre-IPO restructuring.

£262m

Total gross proceeds

Vanhau Asset Management Limited

Our Hong Kong team advised on the innovative launch of one of Asia's first hedge funds using a Cayman LLC structure.

Ogier acted as Cayman Islands legal advisor to Vanhau Asset Management Limited, a Hong Kong based investment manager – one of the first hedge funds established using the Cayman LLC structure that came into being in June 2016.

Innovative

Use of Cayman LLC structure

Locations

We have 56 partners and over 350 lawyers and other staff working across major international finance centres in Europe, the Caribbean and Asia.




Ogier are my go-to firm. We get a very good level of service from them and they know our markets through and through. They're good people to do business with.
Chambers & Partners, 2017



Local Legal Services

Local businesses are the engine room of an economy.

 Response levels and industry knowledge are impressive.
Legal 500 2016,
Caribbean,
Cayman Islands

 They've got a great team, with strength in depth. They have a great knowledge and great connections.
Chambers UK 2017,
Property, Jersey

 Their advice is typically practical they know how we work.
Chambers 2015,
Guernsey, Corporate
and Finance

With eight international offices and a diverse practice, Ogier is used to working for multinational corporations. But our heart is in the locations from which we operate and we've never taken our focus away from our local markets.

When you intend to do business in the Cayman Islands, Guernsey or Jersey you need legal advice that is expert, fast, and fairly-priced.

Whether it's a family business, an entrepreneurial start-up or the local arm of a larger operation, what businesses need to thrive in an ever-changing economy are trusted advisors who understand how to take advantage of opportunity, manage challenges and mitigate risk.

Services:

- Acquisition and disposal of businesses
- Aircraft and yacht registrations
- Corporate and commercial 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 trusts



They're my firm of choice, the one I would pick on first. Chambers UK 2017, Property, Jersey




Jonathan Hughes,
Partner and Global head
of Ogier's Local Legal
Services team

Private Client and Trusts

The strength of our private client team is the quality and experience of the lawyers we can boast in a wide range of offices.

 A 'responsive, knowledgeable and very professional' team. Legal 500, Guernsey, Private Client, Trusts and Tax, 2016
Chambers UK, Jersey, Trusts, 2017

 An excellent record for providing creative solutions. Legal 500 Jersey, Private Client, Trusts and Tax, 2016

Our lawyers regularly receive plaudits and awards: 'Fantastic lawyer', 'technically sharp', the 'trust guru when it gets tricky'.

From simple to more sophisticated structures established for succession purposes, asset protection, tax efficiency, family governance or confidentiality, the team is focused on providing the absolutely best and right advice for each client. Our client base includes trustees, fiduciaries, settlors, beneficiaries and family offices and their advisers.

High net worth clients in both mature and developing markets, looking for a trusted adviser to help them in securing their personal and professional future, benefit from our sensitive approach and innovative structuring.

With our Dispute Resolution team we offer a seamless contentious and non-contentious advisory service. Our contentious trusts team can help to resolve disputes concerning trusts and foundations, should the need arise.

Ogier's Trust Advisory Group also includes relevant corporate support to structures underlying trusts.

In conjunction with our High Value Residency Team, we advise domestic and international clients on relocating offshore, to the Caribbean and the Channel Islands. As well as advising on buying and selling residential property and the associated estate planning, our wider services to individuals relocating their businesses and family include advising on residency applications in conjunction with trusted tax advisers, co-ordinating surveyors, architects, site and property finding professionals, as well as private banks to provide a seamless and personal service.

Services include:

- BVI VISTA trusts
- Cayman STAR trusts
- Charitable and non-charitable purpose trusts
- Employee benefit trusts
- Estate planning
- Family office
- Guernsey and Jersey foundations
- Offshore relocations
- Philanthropic structures
- Private trust companies
- Property
- Regulatory
- Relocations
- Reserved powers trusts
- Trusts: drafting, set up and advice

Very pragmatic and solution-driven. One of the key things is that they think of the trustees' position and any issues we should be concerned about. They're very good at raising things that we should give consideration to.
Chambers UK, Jersey, Trusts, 2017



Sally Edwards,
Partner and Global
head of Ogier's Private
Client and Trust team

Regulatory

Nearly a decade after the financial crisis the regulatory environment is increasingly complex and often challenging for regulated businesses.



They've got a great team, with strength in depth. They have a great knowledge and great connections.
Client feedback, 2017



Ogier's 'hugely responsive and supportive' team provides 'practical solutions to complex problems'.
Legal 500, Jersey, Dispute Resolution, 2016

In our home jurisdictions we operate within sound regulatory frameworks and have long-standing and professional relationships with industry regulators in the BVI, Cayman Islands, Guernsey, Jersey and Luxembourg.

Our multi-disciplinary team can help you navigate these increasingly regulated environments through each stage in the business lifecycle: start up and relocation, operation, expansion and change. Prevention of issues is preferable but where things have gone wrong, we provide effective solutions to clients including banks, major corporates, investment managers, fund administrators, trust companies and private clients.

Services include:

- Anti-bribery and corruption
- Anti-money laundering (AML) and reporting obligations
- Competition law
- Cross-border investigations and enforcement
- Financial services regulation
- Health and safety
- M&A due diligence support
- Regulatory training and audit
- Risk management and compliance
- Sanctions
- White collar crime

Tax

Ogier's Tax team draws together partners with specific tax expertise, who are also recognised in the world of corporate law. First and foremost, they understand business.



We have received a very good level of service. The lawyers are responsive and efficient.

Client feedback, 2016



Strong client skills and quality advice.

Client feedback, 2016

Ogier works hand in hand with tax departments at onshore law and accountancy firms on cross-border advisory and transactional tax matters. We are the only offshore law firm with a Luxembourg capability, typically working with private equity and venture capital firms, investment funds, multinational corporate groups and high net worth individuals.

We provide cross-jurisdictional analysis on which jurisdiction is most appropriate to businesses setting up in our locations and offer practical experience of the impact of tax residence.

Tax advice for:

- Hybrid finance instruments, hybrid structures and partnerships
- Luxembourg fund-type vehicles (AIFs)
- Private equity, real estate and hedge funds
- Private wealth: trusts, companies, foundations
- Redomiciliation and migration of companies and trusts
- Securitisation
- Structured finance
- Tax claims and refunds

Case studies

Midea

Our Hong Kong team's capacity to offer BVI advice came into play on the establishment of a US\$3 billion guaranteed medium term note programme for Midea using a BVI incorporated issuer.

The BVI issuer is an indirect wholly-owned subsidiary of Midea Group Co., Ltd. who unconditionally and irrevocably guaranteed the Programme. The Programme and the notes issued under it are listed on The Stock Exchange of Hong Kong Limited. The Programme is rated "A-" by Standard & Poor's Rating Services and "A-" by Fitch Ratings Ltd.

US\$3bn

value of the deal

Satellite acquisition

Ogier provided Jersey law advice on the "game changing" acquisition by Luxembourg-based satellite operator and provider SES S.A. of a controlling stake in satellite operator O3b.

A registered Jersey company, O3b, described as a "unique, game changing global solution", operates a constellation of 12 'High Throughput Satellites' in a Medium Earth Orbit around 8,000 kilometres from the Earth. The company offers customers a 'fibre in the sky' solution, with each of the constellation's beams capable of delivering a high speed internet connection of up to 1.6 Gigabits per second, a significant improvement on land-based internet connections.

US\$323m

value of deal

Zedra

International M&A activity, particularly in financial services, requires expertise across very different regulatory frameworks.

Ogier advised an independent investor group led by the Sarikhani and Nielsen families on their acquisition of Barclays Bank plc's offshore trust and fiduciary businesses in Cayman Islands, Guernsey, Isle of Man, Jersey, Singapore and Switzerland creating Zedra, a business of 300 staff offering trust and wealth management services in each of those jurisdictions.

300

staff worldwide

Burford Capital

Our Guernsey team advised on an acquisition involving two of the world's leading litigation finance providers.

Our corporate law team in Guernsey advised Burford Capital, a long-standing client, on its acquisition of Gerchen Keller Capital. The two firms are widely regarded as the two leading litigation finance providers.

US\$1.2bn

In investments and commitments

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“All of their people, whether it’s the partners or the associates, are very bright. They understand the industry and the deals and, just as importantly, they understand client service. If I had a choice, I’d go to them every time.”

Client feedback, Chambers & Partners, 2017

**Legal and
Corporate Services**

British Virgin Islands

Cayman Islands

Guernsey

Hong Kong

Jersey

London

Luxembourg

Shanghai

Tokyo

Ogier provides practical advice on British Virgin Islands, Cayman Islands, Guernsey, Jersey and Luxembourg law through our global network of offices. Ours is the only firm to advise on these five laws. We regularly win awards for the quality of our client service, our work and our people.

Ogier Global is Ogier's corporate administration business.

Ogier Global (BVI) Limited and its subsidiaries are licensed and regulated by the British Virgin Islands Financial Services Commission.

Ogier Global (Cayman) Limited and its subsidiaries are regulated by the Cayman Islands Monetary Authority.

Ogier Global (Guernsey) Limited and its subsidiaries are licensed and regulated by the Guernsey Financial Services Commission. Registration no 63501.

Ogier Global (Jersey) Limited and its subsidiaries are regulated by the Jersey Financial Services Commission.

Regulatory information can be found at [ogier.com](https://www.ogier.com)