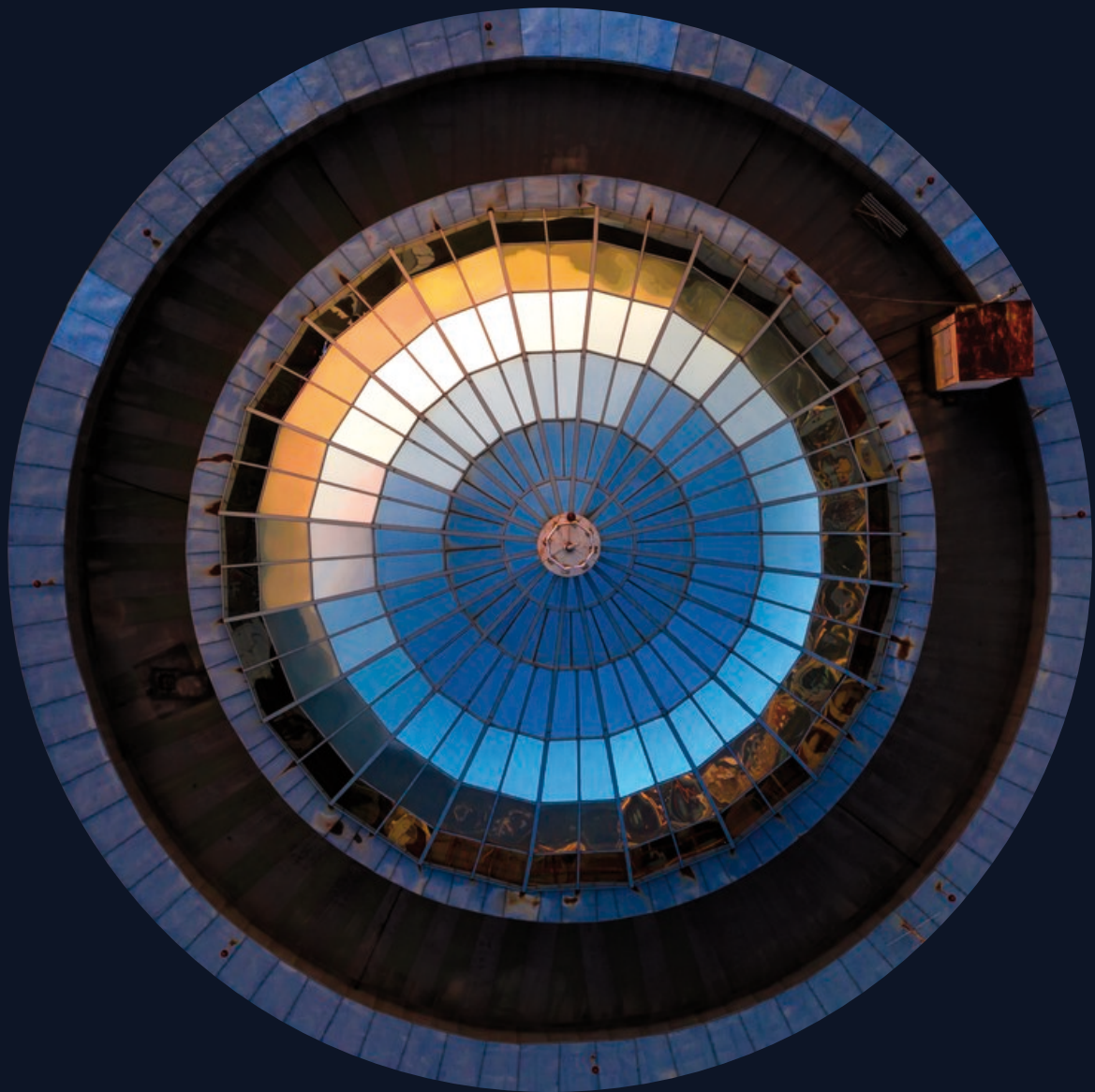


Banking and Finance
Global Legal Services



Ogier

Ogier provide
excellent service
time and again,
they can be relied
upon to provide
sensible,
pragmatic
solutions

Legal 500 UK, 2023

Contents	
Who we are	3
What we do	5
Our capabilities	6
Corporate and Fiduciary	8
Consulting	9
Our work	10
Contacts	12

Who we are

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

We are 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.

Our commercial understanding and experience of working with leading financial institutions, professional advisers, high-net-worth individuals and regulatory bodies enable us to add real value to our clients' businesses.

Ogier provides practical advice on a unique combination of six laws: BVI, Cayman Islands, Guernsey, Irish, Jersey and Luxembourg. We have a substantive presence in Hong Kong and offices in Beijing, Dubai, Shanghai, Singapore and Tokyo. Our global network covers Asian, European and US time zones.


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.

By matching the right level of experience and expertise to each transaction, our top tier global Banking and Finance team provides a service tailored to individual needs.



Everything you want in an offshore firm - excellent quality of advice while responsive and commercial
Legal 500 UK, 2023

Katrina Edge
Partner and Global Head of
Banking and Finance

 Absolutely superb.
Chambers UK, 2023



What we do

By matching the right level of experience and expertise to each transaction, our top tier global Banking and Finance team provides a service tailored to client needs.

We are known for our technical expertise, industry knowledge and responsiveness; this experience enables us to provide commercial advice to clients on a wide range of cross-border and local finance transactions.

Whether our client is acting as lender, borrower or in some related capacity, we have the strength in depth to help them achieve their commercial objectives.

We support lenders, borrowers and other financial institutions transacting in or with counterparties or assets in the BVI, Cayman, Guernsey, Ireland, Jersey and Luxembourg and typically work closely with onshore legal teams.

From debt and other security instrument listings to complex cross-border financing transactions, and restructuring and insolvency, we draw on the complementary disciplines of our Banking and Finance, Real Estate, Investment Funds, Restructuring and Insolvency, Corporate and Dispute Resolution teams to provide a seamless service.

Our legal team also works alongside Ogier Global's corporate and fiduciary professionals to support clients with the formation and administration of asset finance vehicles, real estate holding structures, 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.

Our specialised teams cover:

- Asset Finance
- Banking and Finance
- Debt Capital Markets
- Derivatives
- Fund Finance
- Islamic Finance
- Leveraged Finance
- Real Estate Finance
- Regulatory
- Restructuring and Corporate Recovery
- Structured Finance
- Sustainable Finance



The team is incredibly astute, detail-oriented, and understand the market very well
Legal 500 Caribbean,
2023

Our capabilities

We advise all clients on a wide range of cross-border and local finance transactions, from debt and other security instrument listings to complex cross-border financing transactions, and restructuring and insolvency.

Asset Finance

Clients value our commercial focus and responsiveness when dealing with both domestic and cross-border asset financings. We act as a trusted partner to many of the top international law firms specialising in asset finance.

Our team has considerable experience advising in respect of the financing, acquisition, lease and sale of aircraft and vessels. Alongside our multi-disciplinary Aviation and Marine team, we can advise on aircraft registration, aircraft certification and security registration on the Cayman and Guernsey aircraft registries.

CAYLUX Fund Finance

Our CAYLUX team is able to offer combined Cayman and Luxembourg legal advice for all types of fund finance transactions. With Luxembourg qualified lawyers based in the Cayman Islands, we provide Luxembourg legal expertise from a US time zone, providing clients with an efficient, seamless service.

The team also works closely with our fund finance experts in Ireland to advise on structures that include Cayman Islands, Luxembourg and Irish vehicles.

Debt Capital Markets

We advise on all forms of debt capital markets transactions using BVI, Cayman, Guernsey, Ireland, Jersey and Luxembourg structures. This includes specialist and sovereign debt issues, as well as the full range of DCM transactions including specialist and sovereign debt issues, as well as covered, high yield and investment grade bond issues.

Derivatives

Ogier's Derivatives team is recognised internationally as a leading offshore practice. Our experts advise on all offshore aspects of the over-the-counter and exchange-traded derivatives market and related products.

These include currency and interest-rate swaps, collateral credit derivatives, repos, securities and stock lending, equity, credit, energy, weather and commodity derivatives and FX products as well as derivatives-based securities and transactions - including CDOs/CBOs/CLOs/CLNs and tax-driven structures.

Fund Finance

Our team regularly acts for lenders, financial institutions, funds and sponsors, advising on the full range of fund finance transactions, including subscription and capital call facilities, NAV and hybrid cell facilities, GP and management lines of credit, fund of fund facilities, plus Ogier's innovative CAYLUX service offering.

Islamic Finance

Ogier's Islamic Finance team includes experts who are experienced in traditional forms of finance as well as the Shariah principles governing Islamic finance and financing techniques. We are conversant with a broad cross-section of Islamic products and work closely with our clients to reconcile the requirements of regulators and Shariah scholars. In particular, we have significant expertise in the set-up of SPVs.

Leveraged Finance

Our international acquisition and leveraged finance team advises lenders, private equity sponsors and borrowers/issuers on a wide range of transactions. These include corporate and real estate acquisitions/sales, secured facilities, high yield transactions, and bank and bond financings.

Listing Services

Ogier Corporate Finance Limited (OCFL) is one of the leading listing agents for listings on The International Stock Exchange (TISE). OCFL acts as listing agent in relation to the listing of a broad range of debt securities.

Current listings on TISE include loan and payment-in-kind notes, equity-linked notes, convertible notes, high-yield bonds, Eurobonds and warrants. TISE's listing authority, The International Stock Exchange Authority Limited (TISEA) is also open to new product lines and structures.

Our specialist teams offer exceptional levels of expertise to assist issuers and provides advice and assistance in relation to both the initial listing process and ongoing requirements, to ensure compliance with TISEA's Listing Rules and the continuing obligations applicable to listed issuers.

Ogier also offers listings services on the Cayman Islands Stock Exchange (CSX) through its Jersey and Cayman Island offices

Real Estate Finance

Members of our Real Estate Finance team have provided advice and solutions to major domestic and international lenders and financial institutions on a broad range of transactions, from the term sheet and structuring stage, through closing, tranching, syndication and securitization, administration, servicing and, if required, restructuring.

Restructuring and Corporate Recovery

Our global 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 expertise extends to all aspects of restructurings from consensual workouts to contentious schemes of arrangement. The close working relationship between our contentious and non-contentious teams across all of our jurisdictions means we are ideally placed to advise in the most difficult and unpredictable of distressed situations.

Regulatory

Ogier strives to ensure that our clients not only remain in compliance with their regulatory obligations but that they receive forewarning and practical advice regarding the implementation of regulatory proposals, initiatives and reforms.

Structured Finance

Our global structured finance teams act for a wide range of banks, issuers, underwriters, trustees, managers, sponsors, corporate service providers and other financial institutions providing specialist legal advice on all aspects of traditional and cutting-edge finance structures, from securitisations to asset-backed lending, re-packagings and other structured finance transactions.

Sustainable Finance

Our teams assist the banking and finance sector in meeting their various sustainable finance commitments and initiatives championed by both governments and industry. Products include green, social and sustainable bonds/loans, sustainability linked financings and related structures.

Our legal experts work closely with our experienced professionals in Ogier's Sustainable Investment (SI) Consulting team, who offer a wealth of knowledge and advice to assist clients in shaping their ESG strategy and operationalise this into investment, lending and project finance approaches.

Corporate and Fiduciary

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

Our teams work closely with Ogier Global's corporate and fiduciary professionals to support clients with the formation and administration of asset finance vehicles, public and private debt issuers (including Islamic finance structures), securitisation vehicles, and real estate administration.

Our highly experienced and responsive team of experts are able to provide a full range of services to entities based in BVI, Cayman, Guernsey, Hong Kong, Ireland, Jersey, Luxembourg, Singapore and the United Kingdom

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

Our services include:

- Accounting and Financial Reporting Services
- Corporate Services
- Debt capital markets
- Investor Services
- Governance Services
- Private Wealth Services
- Real Estate Services
- Regulatory and Compliance Services
- Services
- Structured Finance Services

Consulting

Our tailored advice meets clients' specific needs, delivering flexible solutions and support.

Our experts provide independent guidance spanning advice and training to implementation and evaluation across sustainable investing, regulatory compliance and tech.

Ogier Regulatory Consulting

Our team of trusted consultants have experience as regulators, advisors, policy makers, investigators, compliance/risk practitioners, and trainers. We bring together our expertise in regulatory requirements and expectations, practical implementation, commercial understanding and lean thinking, in order to provide tailored and effective solutions for your business.

With teams based in Jersey and Cayman (Ogier Liberty), we work internationally alongside Ogier's global team of regulatory law specialists. This means that we can provide legal advice and regulatory consulting services, across multiple jurisdictions, in an efficient and cost effective manner.

Sustainable Investment Consulting

Our dedicated consultancy at Ogier Global offers bespoke design, integration, management and reporting solutions. We recognise there is no one-size-fits-all approach when it comes to sustainable investment (SI) and have built our practice to provide tailored advice according to our clients' needs across the SI lifecycle.

We work across the spectrum of asset class and SI strategies facilitating institutional investors, multi-strategy asset managers, private equity funds, private debt and credit, venture funds, family offices and foundations.

Our services

- Policy and strategy
- Regularity compliance
- Training and education
- Portfolio integration
- Due diligence
- Measurement and management
- Reporting
- Independent verifications

Our work

CACEIS Bank SA

Ogier acted as Jersey and Guernsey legal counsel to CACEIS Bank SA in its successful bidding process for the sale of the RBC Investor Services Bank SA (Luxembourg), RBS Offshore Fund Managers Limited (Guernsey and Jersey) and certain assets and liabilities of RBC Investor Services Trust (UK branch) (the Targets).

Eight teams across Ogier's Guernsey and Jersey offices worked together to manage the complexities and deadlines, showcasing the firm's collaborative approach and the breadth of expertise required to service our clients on these types of M&A transactions.

Colliers Group

Ogier in the BVI advised on the extension and increase of a multi-currency revolving credit facility made available by a consortium of banks, headed by Bank of Montreal, to Colliers International Group Inc (Colliers), a company listed on NASDAQ and TSX.

States of Jersey bond issuance

Jersey advised the Joint Lead Managers (JLMs) in respect of the £500 million bond issuance by the States of Jersey. The 2.875% bonds, which are due 2052, have been listed on The International Stock Exchange and are the States' first bond issuance since 2014.

Take-private of 51job Inc

Ogier acted as Cayman Islands legal counsel on corporate and debt finance matters to an investor consortium comprising DCP Capital Partners, Ocean Link Partners Limited and Rick Yan, the chief executive officer of 51job Inc, in the proposed take-private of the company.

Pizza Express

Ogier advised PizzaExpress on the Jersey law aspects of its offering of £335 million of bonds and entry into its new super senior revolving credit facility. The proceeds from the new bonds were used to refinance the group's existing debt, representing a significant milestone for the leading restaurant chain, which has 363 sites across the UK, Ireland and the Channel Islands.

Arrow Global

Ogier's team in Jersey represented the initial purchasers on Jersey law issues in connection with Sherwood Financing plc's offering of €640 million senior secured floating rate notes due 2027, €400 million 4.5% senior secured notes due 2026 and £350 million 6% senior secured notes due 2026.

The Ogier team concurrently advised the banks on the Jersey law aspects of the company's new £285 million revolving facility agreement and intercreditor agreement.

Real Estate Financing of Jersey's IFC6

Ogier's cross-sector Real Estate team acted for HSBC as the lender to Jersey Development Company in relation to financing the development of the third building at Jersey's International Finance Centre, known as IFC6. Ogier was lead counsel to HSBC throughout the entire IFC development project and acted in relation to all of the IFC financings.

Arax Properties and Eurazeo

Our real estate finance specialists in Jersey advised Arax Properties and Eurazeo on the acquisition of the Trinity Trading Estate, a highly sought after multi-let trading complex located in South East London.

Technology and Web3 Invesco Physical Bitcoin

Jersey advised Invesco on the launch of the Invesco Physical Bitcoin exchange traded notes (ETN) programme. The transaction marks the asset manager's first issuance of a physically backed ETN linked to cryptocurrency.

Sustainable Finance International Finance Corporation

Ogier acted as Cayman Islands counsel to the International Finance Corporation (the IFC) on the launch of a US\$100 million 10-year social bond - the Philippines' first ever social bond in the healthcare sector.

An Ogier team in Hong Kong advised the IFC, a member of the World Bank Group, in connection with its subscription for a social bond issued by AYC Finance Limited, a Cayman subsidiary of Ayala Corporation, and guaranteed by Ayala Corporation.

BTG Pactual

Ogier advised BTG Pactual, one of Latin America's largest investment banks, on its first green bond issue. BTG Pactual issued US\$500 million senior unsecured notes under Rule 144A and Regulation S of the US Securities Act, attracting approximately US\$1.2 billion of initial demand.

Restructuring Noble Trading


Ogier in the BVI advised the security trustee of the Noble Group, the global commodities trading business, on its US\$1.3 billion financial restructuring. The transaction involved a consensual restructuring of the Trading Co division of Noble Group.

The restructuring was implemented by way of a lender-led BVI share pledge enforcement and subsequent sale of the Trading Co business to a newly established holding structure owned by Noble Group's senior secured creditors.

Constellation Group

Ogier in the BVI has advised Constellation Oil Services Holding SA and its wider group, the Constellation Group, on its approximately US\$2 billion debt restructuring. The transaction involved a number of complex BVI aspects, including, in addition to the take-on of new finance and security arrangements, a multi-layer BVI statutory merger involving multiple encumbered companies.

 Ogier are excellent. They provide sensible, commercial and thorough advice
Chambers UK, 2023

 The team is a stand-out for its mixture of technical depth, prompt and clear communication, availability and general user friendliness
Legal 500 EMEA, 2023

 Ogier employs a variety of high-calibre, experienced experts. They also utilise technology very efficiently and are good project managers for more complex legal matters
Chambers UK, 2023

Contacts

British Virgin Islands



Christian Burns-Di Lauro

Partner

+44 1534 514246

Christian.Burns-DiLauro@ogier.com

Cayman Islands



James Heinicke

Partner

+1 345 815 1768

james.heinicke@ogier.com



Mark Santangeli

Partner

+1 345 815 1766

mark.santangeli@ogier.com



Tommy Tuohy

Partner

+1 345 815 1749

tommy.tuohy@ogier.com

Guernsey



Paul Chanter

Partner

+44 1481 737151

paul.chanter@ogier.com



Christopher Jones

Partner

+44 1481 752337

christopher.jones@ogier.com

Hong Kong



David Nelson
Partner
+852 3656 6018
david.nelson@ogier.com



Anthony Oakes
Partner
+852 3656 6065
anthony.oakes@ogier.com

Ireland



Laura Holtham
Partner
+353 1 639 3000
laura.holtham@ogier.com

Jersey



Katrina Edge
Partner, Global Head of Banking and
Finance
+44 1534 514192
katrina.edge@ogier.com



Bruce MacNeil
Partner
+44 1534 514394
bruce.macneil@ogier.com



Kate McCaffrey
Partner
+44 1534 514355
kate.mccaffrey@ogier.com

Luxembourg



Jad Nader

Partner

+352 2712 2047

jad.nader@ogier.com

Consulting



Tui Iti

Managing Director, Ogier Regulatory Consulting

+44 1534 514342

tui.iti@ogier.com



Leonie Kelly

Director, Head of Sustainable Investment Consulting

+852 3656 6169

leonie.kelly@ogier.com

Corporate and Fiduciary



Michael Carroll

Head of Debt Capital Markets

+353 1584 6309

michael.carroll@ogier.com

Beijing, British Virgin Islands, Cayman Islands, Guernsey, Hong Kong, Ireland, Jersey, London, Luxembourg, Shanghai, Singapore, Tokyo
ogier.com

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. Regulatory information can be found at www.ogier.com.

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

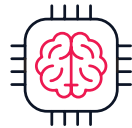
- Aviation and Marine
- Family Office
- Private Equity
- Real Estate
- Restructuring and Corporate Recovery
- Sustainable Investing and ESG
- Technology and Web3

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.



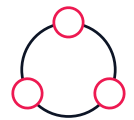
Client Centric

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

Contacts

Beijing

Room 976
Level 9, Tower 2,
China Central Place
No. 79 Jianguo Road,
Chaoyang District
Beijing 100025
China
T +86 10 8509 8460
E beijing@ogier.com

British Virgin Islands

Ritter House
Wickhams Cay II
PO Box 3170
Road Town, Tortola
British Virgin Islands VG1110
T +1 284 852 7300
F +1 284 852 7450
E bvi@ogier.com

Cayman Islands

89 Nexus Way
Camana Bay
Grand Cayman
Cayman Islands KY1-9009
T +1 345 949 9876
F +1 345 949 9877
E cayman@ogier.com

Dubai

South Tower, 1003
Emirates Financial towers
DIFC
Dubai
T +971 4 450 1900
E dubai@ogier.com

Hong Kong

11th Floor Central Tower
28 Queen's Road Central
Central
Hong Kong
T +852 3656 6000
F +852 3656 6001
E hk@ogier.com

Guernsey

Redwood House
St Julian's Avenue
St Peter Port
Guernsey GY1 1WA
T +44 1481 721672
F +44 1481 721575
E gsy@ogier.com

Ireland

Percy Exchange
8 - 34 Percy Place
Dublin 4 Ireland D04 P5K3
T +353 1 639 3000
E ireland@ogier.com

Jersey

44 Esplanade
St Helier
Jersey JE4 9WG
Channel Islands
T +44 1534 514000
F +44 1534 514444
E jsy@ogier.com

London

19th Floor
100 Bishopsgate
London EC2N 4AG
T +44 1481 721672
F +44 1534 514444
E london@ogier.com

Luxembourg

2-4 rue Eugène Ruppert
PO Box 2078
L-2453 Luxembourg
T +352 2712 2000
F +352 2461 1680
E luxembourg@ogier.com

Shanghai

Room 3671
Level 36 Shanghai International
Finance Centre Tower II
No. 8 Century Avenue
Pudong New Area
Shanghai 200120
China
T +86 21 6062 6294
E shanghai@ogier.com

Singapore

63 Chulia St
#15-01
Singapore 049514.
T +86 21 5116 9188
E singapore@ogier.com

Tokyo

Holland Hills Mori Tower RoP
Suite 702
5-11-1
Toranomom
Minato-ku
Tokyo, 105-0001
Japan
T +81 3 6402 5635
F +81 3 6402 5636
E tokyo@ogier.com

Ogier is a professional services firm. 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.

Our network of locations also includes Beijing, Hong Kong, London, Shanghai, Singapore and Tokyo. Regulatory information can be found at ogier.com.

ogier.com