



# Ogier's guide to Jersey Schemes of Arrangement

Increasing numbers of complex and high-value cross-border M&A deals are being effected by way of scheme of arrangement in Jersey.

Ogier's Jersey team has worked on the two highest value schemes on record – our combined corporate and dispute resolution teams have significant experience and expertise in this area.

Onshore counsel will be familiar with the legal framework for schemes of arrangement under Jersey law, which largely follows the English system.

Ogier's M&A-focused Jersey corporate team is ranked in the top tier by both Chambers and Partners and Legal 500 - and has among its partners Simon Dinning and Raulin Amy who are both ranked by Legal 500 as "Leading Individuals".

## Innovative

We are committed to using technology to improve efficiency, consistency and client service

## Responsive

97% of surveyed clients would reinstruct us, and 98% would recommend us to others

## Supported

Our global corporate team is supported by our seven offices across the Asian, Caribbean and European timezones

## 5 things to know about Jersey Schemes of Arrangement



Jersey schemes of arrangement are a court procedure, the requirements for which are set out in article 125 of the Companies (Jersey) Law 1991 - schemes are now widely used for international M&A transactions



A scheme involves a two-part process – the Royal Court will first convene a meeting of the class (or classes) of shareholders affected by the transaction, and subsequently will consider sanctioning the scheme if certain tests are met



At the court-convened meeting, a majority in number of those voting, representing more than 75% of voting rights exercisable, will have to agree for the scheme to proceed to the sanction hearing



The sanction hearing is concerned with the fairness of the proposed transaction, whether the law has been complied with, and whether an intelligent and honest person might reasonably approve of the proposal



If approved, and sanctioned by the court, the transaction will become effective upon the delivery of the Act of Court to the Registry of Companies in Jersey

## 5 things to know about Ogier's team



Ogier's Jersey corporate team is ranked in the top tier by independent legal directories – and is supported by a dispute resolution team that includes a roster of Advocates with significant experience of court procedures regarding Schemes of Arrangement



We have recently acted on the two highest value shareholder schemes of arrangement on record the £46 billion acquisition of Shire by Takeda and the \$22.5 billion Randgold Resources/Barrick Gold merger. Ogier also regularly advises on creditor schemes of arrangement



We regularly win major industry awards for the quality of our work and our people – we have won recent awards from Chambers, STEP, and Legal Week, and have been recognised by IFLR as one of the world's top "31 Law Firms to Watch"



We are known for our investment in technology and innovation to deliver the best possible service to clients – we won the international category in Legal Week's Legal Innovation Awards in May 2018



With BVI and Cayman admitted lawyers in Europe and Asia, our teams can collaborate across timezones to offer a true 24 service to clients – we are the only law firm to advise on BVI, Cayman, Guernsey, Jersey and Luxembourg law



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