

SLAUGHTER AND MAY

Equity Capital Markets

Our Equity Capital Markets practice /

Slaughter and May has a leading equity capital markets practice, handling primary and secondary offerings in many different industry sectors, acting for both issuers and underwriters/managers. We also have a significant practice in issues of convertible and exchangeable securities, placings, equity derivatives and other forms of equity issuance.

We have led UK equity capital markets work and played a key role in its development into the international equity capital markets, regularly

working on a variety of transactions not only in the UK but in Europe, Russia, India, China, Hong Kong and a number of other Asian countries.

We have extensive experience in dealing with privatisations in Europe, PRC and Asia and the bringing to market of regulated industries, and have been recognised for our capabilities in a number of legal directories including Chambers and Legal 500, as well as through acting on a number of high-profile deals which are enclosed.

Our approach /

Our lawyers are multi-specialists who handle the full range of equity capital markets matters. This makes our teams both versatile and lean: we are able to field fewer people for transactions and give each client a single point of contact with whom they can build a close working relationship. Our teams are no bigger than they need to be and are led by hands-on partners focused on driving efficiency.

Our core identifying features are:

- A partner-led, long-term relationship approach - we are focused only on achieving the best outcomes for our clients and building a relationship for the longer term. We are not “product-only” lawyers who look only to the transaction in hand.
- Legal innovation and technical excellence - we continue to be at the forefront of legal innovation, with an unsurpassed reputation for technical excellence in a commercial context. We are prepared to think creatively, where necessary and appropriate, regardless of market practice.
- A flexible approach to fees - we believe that we offer better value for money in absolute terms than any comparable firm. As we are focused on our longer-term relationship, we will never send an invoice that our client is not happy with. Unlike any of our main competitors, we do not set targets of any form for our fee earners; our teams are only motivated to provide the highest quality legal advice in the most efficient manner possible.
- A genuinely global service - our cross-jurisdictional advice, including US securities law advice, is provided with the leading independent law firms with whom we have deep relationships, working as a seamless, integrated team. In this way, our clients receive the best advice from the leading lawyers globally.

The quality of the advice you get,
the timeliness, the commerciality
and the fact that they are
pragmatic and solution-driven
make them outstanding.

Chambers UK, 2017



Your team /

We understand issuers and will work with you to gain the best terms possible

If you are planning an IPO, it will undoubtedly be your biggest decision to date. It will transform your business and forever change the way you operate.

You need a team that is used to advising issuers - and that's us

We like acting for issuers and over the past five years have acted on more IPOs for UK companies than any other law firm (data sourced from Zephyr). We enjoy protecting your interests and because we act almost exclusively for issuers, rather than underwriters or advisors, we are well used to driving negotiations. We are prepared to negotiate hard with your underwriters and the regulators when you want us to (and go gently when you don't). We also make sure that we have thought through any potential difficulties.

The role of counsel is to be calm, clear thinking and have the vision to direct play and make the necessary tactical decisions - a role in which we have lots of experience.

You will be in good hands

Today we advise more FTSE 100 and 250 companies than any other law firm (Corporate Advisers Ranking Guide, December 2017). We can assure you that the world of regulations, strict corporate governance, and the long list of obligations and disclosures that come with being listed is a world that we have more experience of than any other law firm. Importantly, the proposed team will be your team for listed company advice, M&A and all corporate and financing work after the flotation. Going forward, this gives you a single point of contact, fewer people and better advice as our team will really know you. We see an IPO as a huge investment in a future listed client. We have advised companies large and small on their IPOs including: GoCompare, esure, Direct Line,

Countrywide, Royal Mail and Ocado. And we still advise them today, helping them to go on to build their brands and climb the London Stock Exchange.

You need well-rounded advice

Where we differ from other firms is that we encourage our lawyers not to focus too narrowly on specific areas of work. We expect them to seek work on different types of transactions, whereas in other firms, once qualified, they focus on a narrow area of law. By the time associates become partners they are specialists in a range of transactions and bring their experience on different types of deals to bear on each transaction. Our lawyers therefore deal with multiple areas at once, and the same team can advise you should you opt for an IPO or a sale. So, whereas other firms may well need to put together one team with an IPO partner and one team with an M&A partner, with us you will have a single, small, group of lawyers that will advise on both your IPO and your possible private sale. But the bigger benefit to you is that the lawyers doing the IPO are able to think about the consequences of every aspect of the IPO process on the M&A side, and vice versa. We will also advise you after your listing on the range of transactions that you will no doubt undertake, and the regulations and disclosures faced post listing.

You want to be able to plan things so that you go to the market at the optimum time. So the ability to speed things up is important. You need to be able to move quickly if the market, both for IPOs and trade sales, looks as if it will change. One team brings an efficiency to allow you to take advantage of the right windows.

There may be other jurisdictions to consider

You need a firm with capabilities and a network across the jurisdictions you operate in. We manage multi-jurisdictional transactions every day and

our international model makes it easy to do so while retaining the best local advice in each area. Because we work with ‘home grown’ local firms, they naturally have the best contacts and relationships with regulatory authorities in their countries. We do things differently from other firms by not having offices dotted around the world. Whereas, other firms will use their firm’s offices in other jurisdictions, we instead hand pick the best lawyers for the task from wherever you want to do business. We can do that by leveraging off our close relationships with leading independent firms around the world - although we can of course also work with any firm you choose and with whom you may have an existing relationship.

One single guiding mind

And lastly, we must not forget that the task is not just your IPO launch. It may well be that the option of a trade sale becomes the more attractive choice. When an IPO and the preparation for a possible sale take place in parallel it is important to have one guiding voice - a lawyer who understands your business and can control both processes. This is important as each event has the potential to impact another event, such as what information can and cannot be disclosed and what forecasts you can make public, and also when and how they are made.

They’re particularly good at solving complex issues in a way that distils the difficult issues and solutions into simple analysis.

Chambers UK, 2017

A glance at our reputation

Global M&A Deal of the Year: UK

The American Lawyer Awards 2017

Law Firm of the Year

Financial News Legal Services Awards 2017

Most FTSE 100 and FTSE 250 clients

Corporate Advisers Rankings Guide, December 2017

Leading law firm for Equity Capital Markets, Financing and M&A

Chambers UK, 2017; Chambers Europe, 2017; Chambers Global, 2017; The Legal 500, 2017; IFLR1000, 2017

Innovation in Legal Expertise: M&A

FT Innovative Lawyers Awards 2016

Deal of the Year

Financial News Awards for Excellence 2016

Legal Advisor of the Year - UK

Mergermarket European M&A Awards 2015

First place for service delivery, quality of legal advice, partner-level contact, and communication and responsiveness

Legal Week Best Legal Advisers survey 2015

Selected examples of our ECM work /

IPOs

- Glenveagh Properties
- Kosmos Energy
- Gocompare.com
- Honeycomb Investment Trust
- Shawbrook Group
- South32 Limited
- Non Standard Finance
- Indivior
- Virgin Money
- Zoopla Property Group
- Brit
- Infinis
- Royal Mail
- Arrow Global
- Stock Spirits Group
- esure Group
- Countrywide Group
- Direct Line Insurance Group
- Ocado

Secondary offerings

- **SEGRO** on the fully underwritten 1 for 5 rights issue to raise approximately £573 million in proceeds
- **Ultra Electronics** on the placing of approximately 9.99% of its current issued share capital to part-fund its proposed acquisition of Sparton Corporation
- **Homeserve** on a placing of approximately 4.9% of its existing ordinary share capital which raised gross proceeds of approximately £125 million
- **Honeycomb Investment Trust** in connection with a first placing of 10 million ordinary shares to raise gross proceeds of £105 million
- **Accys Technologies** on a firm placing and open offer of new shares to be listed on AIM and Euronext Amsterdam
- **Centrica** on the placing of 350 million ordinary shares, which raised total gross proceeds of approximately £700 million
- **EnSCO** on a placing of ordinary shares to raise approximately \$606 million
- **Countrywide** on a cashbox placing of up to approximately 9.99% of its existing issued ordinary share capital which raised gross proceeds of approximately £37.8 million
- **Non-Standard Finance** on raising gross proceeds of approximately £160 million by way of a Placing and Open Offer

- **BBA Aviation** on a fully underwritten rights issue to raise approximately £748 million, as part of the funding put in place for its \$2.065 billion acquisition of Landmark Aviation
- **GKN** on the cashbox placing of up to approximately 5% of its existing issued ordinary share capital which raised gross proceeds of approximately £200 million
- **Cable & Wireless Communications** on a placing to raise approximately £114 million to part fund the acquisition of Columbus International
- **Essentra** on a placing to raise approximately £169 million to part fund an acquisition
- **Workspace Group** on a placing to raise approximately £96.5 million
- **Mothercare** on its rights issue to raise approximately £100 million
- **Premier Foods** on its rights issue and placing to raise approximately £353 million as part of its £1.128 billion capital refinancing plan
- **RSA** on a rights issue to raise approximately £773 million
- **Costain Group** on its firm placing and placing and open offer to raise approximately £75.1 million
- **Cineworld** on a rights issue to raise approximately £110 million to part fund the proposed acquisition of the cinema operations of Cinema City International
- **McKay Securities** on a firm placing and placing and open offer to raise approximately £86.7 million
- **Punch Taverns** on a placing to raise approximately £50 million as part of its capital restructuring of its Punch A and B securitisations
- **HM Treasury** on a £20 billion capital raising by RBS; capital raisings of £17 billion by Lloyds TSB and HBOS; a placing and open offer to raise £5.37 billion undertaken by RBS; a compensatory open offer to raise £4 billion undertaken by Lloyds Banking Group; and a rights issue to raise £13.5 billion undertaken by Lloyds Banking Group

Sell downs

- **GlaxoSmithKline** on the disposal of approximately half of its 12.4% stake in Aspen Pharmacare Holdings Ltd to raise approximately £574 million, and the disposal of its 7.9% stake in Genmab to raise approximately £194 million
- **Apollo** on the sale of its stake in Countrywide
- **Oaktree Capital Management** on the disposal of its stake in Stock Spirits Group
- **UK Financial Investments** on the disposal of part of HM Treasury's shareholding in Lloyds Banking Group by way of a placing to raise proceeds of £3.211 billion
- **Oaktree** and **Apollo** on the sale of part of their respective stakes in Countrywide plc by way of an accelerated bookbuilt offering to raise approximately £200 million
- **Oaktree Capital Management** on its disposal of its stake in Savills
- **Aviva** on the disposals of its stake in Delta Lloyd N.V.

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This material is for general information only and is not intended to provide legal advice.
For further information, please speak to your usual Slaughter and May contact.

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