

Legal Services
Global Corporate law



Ogier

Innovative, commercial, client friendly.

Legal 500 UK, Jersey,
Corporate and Commercial, 2023

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Who we are

Cross-border deals require legal teams with strong benches and global experience.

From local matters to international deals, our teams bring years of deal experience to our corporate advice and transactional work. As an international legal and professional services firm, we are at the forefront of developments in our various jurisdictions, ensuring that clients can leverage our knowledge to accomplish their commercial objectives.

We bring our legal and commercial knowledge to bear on each instruction, providing dedicated sector expertise in real estate, energy and natural resources private equity, technology and web3, and sustainable investment and ESG.

We are renowned for our in-depth understanding and long-standing experience in our markets, and have been involved in some of the largest and most complex deals in our jurisdictions in recent years.

Our Corporate team advises on the laws of BVI, Cayman Islands, Guernsey, Hong Kong, Ireland, Jersey and Luxembourg, and our global network includes Beijing, Dubai, London, Shanghai, Singapore and Tokyo.

Many of our partners and senior lawyers are qualified to advise on the laws of more than one of our jurisdictions, ensuring that we are ready to assist, no matter your time zone.

We advise on the full lifecycle of corporate matters including:

- Capital markets
- Joint ventures
- Mergers and acquisitions, takeovers and disposals
- Schemes of arrangement
- Special Purpose Acquisition Companies (SPACs)
- Competition law
- Corporate advisory
- Corporate restructuring, reorganisation and redomiciliation
- Initial coin offerings (ICOs) and Token generation events (TGEs)
- Intellectual property (IP)
- Inward investment
- Real estate structuring, acquisitions and disposals
- Private equity structuring



Offshore Firm of the Year
The Lawyer European Awards 2023



Law Firm of the Year -
Guernsey and Jersey
Citywealth IFC Awards,
2021, 2022 and 2023



Law Firm of the Year -
Caribbean
Citywealth IFC Awards
2023



Best Offshore Law Firm
HFM Asian Services
Awards 2023



Offshore Law Firm of the
Year
ALB Hong Kong Law
Awards 2023

What we do

We have experience advising across a broad range of legal disciplines, and across industry sectors.



The Ogier corporate team are our “go-to team” for all client corporate matters. The range of experience and depth of team are not replicated at other firms.

Legal 500 UK, Jersey, Corporate and Commercial, 2024



Cooperative and integrate well with a team of consultants on complex matters. Very efficient and hands-on, and happy to help on adjacent matters.

Legal 500 Caribbean, BVI, Corporate and Commercial, 2023

Capital markets

Our global team has substantial experience advising on all aspects of equity capital markets transactions.

We advise issuers, sponsors, underwriters and investors on a full range of capital raising transactions including private placements, initial public offerings (IPOs) and special purposes acquisition companies (SPACs) utilising BVI, Cayman, Guernsey, Irish, Jersey and Luxembourg listing vehicles on major stock exchanges throughout the world including NYSE, Nasdaq, LSE, HKSE, TWSE, LuxSE, CSX and TISE.

With transactions spanning a range of industries and sectors from pharmaceutical and healthcare, mining and manufacturing, to energy, consumer services and media/entertainment industries, Ogier fields a team of specialists able to manage innovative and complex transactions requiring careful synchronisation and management alongside exceptional technical expertise.

We have an extensive bank of knowledge to draw from gained from years of advising a significant percentage of major listings - particularly of BVI SPACs - and continuing to secondary issues, including rights issues, open offers and placings. We also have a strong track record of assisting private equity houses exiting portfolio companies by way of high-profile listings.

We are full listing agents for the Cayman Islands Stock Exchange (CSX) and The International Stock Exchange (TISE) - in particular Ogier is a leading sponsor on TISE, having been a member since its launch in 1998, and has significant experience in SPV activity.

The Luxembourg Stock Exchange is the world's number one exchange for the listing of international securities with a market share of 40% of international securities listed in Europe and 20% of international securities listed worldwide.

We work with investors, corporates and financial institutions, providing innovative solutions that manage the complexity of the modern debt capital markets and respond to clients' unique needs.

Nathan Powell
Global Head of Corporate
Hong Kong

 A very well-respected lawyer
and one of the key authorities
in the offshore space.
Chambers Asia-Pacific, 2022



 The team is really user-friendly and responsive, and totally reliable. High quality advice delivered in a very professional manner.
Legal 500 UK, Guernsey, Corporate and M&A, 2024

 They go the extra mile from a client service perspective.
Chambers UK, Guernsey, Corporate, Finance and Funds, 2023

Mergers and acquisitions

We have in-depth mergers and acquisitions (M&A) experience, having provided advice and counsel on numerous large and complex transactions, strategic alliances, inbound/outbound investment structures and schemes of arrangement spanning major markets around the world.

With experience of working closely with onshore counsel where offshore structures are used as part of a transaction, either as the holding company or as a subsidiary, our teams regularly advise on transactions valued at over £1 billion.

Ogier has established teams across its international network, offering BVI and Cayman law advice in the Asian and European time zones, meaning we can offer seamless round-the-clock advice, as well as significant benches of talent to ensure that we can scale our capacity where required.

Corporate advisory

We regularly advise on:

- Regulatory, compliance and policy development and implementation
- Directors' duties and corporate governance matters
- Share capital and distribution matters including share rights, dividend declarations and capital distributions, redemptions and buybacks and transfers of shares or other securities

Our lawyers act as trusted advisers to companies and boards and our experienced Dispute Resolution team works closely with our corporate specialists to resolve disputes with a corporate element.

Blue Safari Group Acquisition Corp

Ogier advises on one of the largest de-SPAC transactions in the BVI



This transaction strengthens Ogier's leading market position in de-SPAC transactions, but it also demonstrates Ogier's efficiency in completing statutory mergers in British Virgin Islands and Cayman Islands. Rachel Huang, Partner

Ogier's Hong Kong team acted as BVI and Cayman Islands counsel to Nasdaq-listed SPAC Blue Safari Group Acquisition Corp in its de-SPAC merger with Bitdeer Technologies Holding Company, a world-leading technology provider in the cryptocurrency mining industry.

The business combination involved two consecutive statutory mergers in the BVI followed seamlessly by a statutory merger in the Cayman Islands. Ogier led the two BVI statutory mergers and assisted in the statutory merger in the Cayman Islands.

US\$ 4bn

SPAC merger



We can always rely on the firm to provide advice, which is detail-oriented and commercial.

Legal 500 EMEA, Luxembourg, Corporate, Commercial and M&A, 2023



Ability to provide legal support across all areas of Cayman law and has proven to be proactive in the ever-evolving regulatory landscape.

Strong communication and guidance allows us to operate efficiently and stay ahead of changes to Cayman law.

Legal 500 Caribbean, Cayman Islands, Corporate and Commercial 2022

Competition

We advise on all aspects of competition law, not only where companies and businesses are being bought and sold but also where issues arise in relation to potentially anti-competitive arrangements or the abuse of a dominant position.

Ogier has extensive experience advising clients in relation to competition law and has been involved, over a number of years, in consultations that have helped shape the competition laws in our jurisdictions.

Energy and Natural Resources

Our Corporate lawyers provide full-service solutions to clients in the conventional power and renewables space, as well as those in natural resources exploration, mining, production and product delivery.

Technology and Web3

Ogier's dedicated Technology and Web3 team assists clients operating or investing in the fintech sector, and other innovative technologies.

We have experts across our jurisdictions covering the fintech ecosystem advising on decentralised autonomous organisations (DAOs), decentralised finance (DeFi) and the Web3 landscape generally.

We have established ourselves as the market leader in the Cayman Islands and British Virgin Islands (BVI) for creating and implementing a variety of innovative and regulatory compliant structures and have experts across our jurisdictions who are fully engaged, including Hong Kong, Jersey, Guernsey, Ireland, BVI, Cayman and Luxembourg, which are fully engaged with their local regulators to help steer the future regulatory landscape.

We can assist from day one, with structuring, operational and regulatory matters through to capital raising, transactional matters and corporate governance. We also advise on exits by way of IPO, disposals or MBOs. Crucially, we also understand how important intellectual property is in this sector and can assist in that respect.



Very responsive. They are not hard to reach and generally our issues are addressed within a short time, often in the same day.
Legal 500 Caribbean, 2023



 The team is fluent in the commercial reality of serving clients, meaning they are very good at alerting us to new issues that come up and good at giving client-ready advice.
Chambers UK, Jersey, Corporate and Finance, 2022

 Has deep knowledge of BVI law and practice as well as very good knowledge of US market requirements.
Legal 500 Caribbean, BVI, Corporate and Commercial, 2022

 The firm provides a high-quality and cost-effective service.
Legal 500 EMEA, Luxembourg, Corporate, Commercial and Tax, 2022

Private equity

Ogier's dedicated Private Equity team understands the legal and administrative issues that arise across the full private equity life cycle.

We provide a full services offering to private equity sponsors, their advisers and intermediary law firms, advising on downstream acquisitions and exits.

Our services include:

- 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
- exit of investments through IPOs on all international stock exchanges
- sale processes including population of data rooms and preparation of vendor due diligence reports

Real estate structuring, acquisitions and disposals

Our team advises on the establishment, structuring and regulation of a wide variety of real estate investment structures including companies, limited partnership and unit trusts.

We advise on multi-party, joint venture and single investor structures and have considerable experience assisting with the sale and acquisition of real estate investment structures and vehicles.

Corporate restructuring

With global winds blowing towards increasingly complex restructuring matters, 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.

Gazit Globe

Ogier advised Gazit in first ever take-private by way of Jersey statutory merger.



This transaction opens up a whole raft of new opportunities in relation to mergers and acquisitions of listed Jersey companies.
Richard Daggett,
Partner

Ogier advised longstanding client Gazit Globe on its €1.45 billion acquisition of Atrium European Real Estate Limited (AERE) – the first ever take-private by way of a Jersey statutory merger.

The ground-breaking transaction, which involved the cash acquisition of the entire issued share capital of AERE not already owned directly or indirectly by Gazit or its affiliates, set a new precedent for the mergers and acquisitions of Jersey listed companies.

Working closely with lead counsel Kirkland & Ellis, Ogier guided Gazit through the novel approach to the transaction, including the shareholder approval mechanics (which involved a “majority of the minority” requirement), shareholder and creditor objection rights and the Jersey regulatory position.

€1.45bn

The value of the merger

 The staff are very cordial and it's been a pleasure to deal with them.
Legal 500 Caribbean, BVI, Corporate and Commercial, 2023

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

Regulatory

The regulatory environment is increasingly complex and is often challenging for regulated businesses. Specialist legal support is frequently required to advise on regulatory change or to consider the right response to potential issues.

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.

We have long-standing and professional relationships with industry regulators in the BVI, Cayman Islands, Guernsey, Ireland, Jersey and Luxembourg which is coupled with our wealth of experience assisting some of the world's largest financial services businesses in implementing change to meet the requirements of new laws and regulations. We pride ourselves on balancing astute technical compliance with realistic practical implementation advice.

Insurance

Our Insurance team is known for its ability to deliver on high-value, high-profile, technically complex matters in a timely and efficient way. We advise on all areas of non-contentious and contentious insurance and reinsurance matters, including dispute resolution, mergers and acquisitions, regulatory advice, long term business transfers, risk transfer and captive insurance across our jurisdictions of BVI, Cayman, Guernsey, Ireland, Jersey and Luxembourg.

Guernsey in particular is renowned for its captive insurance industry, where captive insurers cover general insurance risks for parent groups. It is the largest captive domicile in Europe and ranked fourth in the world. Guernsey is also home to a number of life insurers who, like Ogier, operate on a cross border basis.

Tax

Local tax can be an important consideration in an international transaction. Ogier's tax specialists support clients across sectors on a full range of tax matters including regulatory requirements, tax residence and economic substance legislation.

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 a full range of corporate administration services to entities based in BVI, Cayman, Dubai, Guernsey, Hong Kong, Ireland, Jersey, London, Luxembourg and Singapore.

Our services include:

- Accounting and financial reporting
- Company secretarial
- Corporate administration
- Formation
- Governance services
- Ogier Connect
- Registered office/registered agent
- Regulatory and compliance

Consulting

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



ESG Consultant of Year -
Bronze
Citywealth Magic Circle
Awards 2022

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, 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 corporates, institutional investors, multi-strategy asset managers, private equity funds, private debt and credit, venture funds, family offices and foundations.

Our services include:

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

Takeda Pharmaceutical

Ogier advised on the £46 billion acquisition, creating one of the world's largest pharmaceutical firms.



We have seen an increasing use of Jersey schemes of arrangement for very large international M&A transactions. We have a leading position in this market and can blend our offshore and onshore experience in this area.

Simon Dinning,
Partner

An Ogier team led by partners Simon Dinning and Nick Williams 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 was the largest ever foreign takeover by a Japanese company.

The Ogier team advised on the Jersey law aspects of the deal, which was effected by way of the scheme of arrangement in Jersey, the highest value scheme to pass before the Royal Court in Jersey.

£46bn

Value of acquisition

Contact us

British Virgin Islands



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**Legal
Corporate and Fiduciary
Consulting**

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Guernsey
Ireland
Jersey
London
Luxembourg
Shanghai
Singapore
Tokyo

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, Dubai, Hong Kong, London, Shanghai, Singapore and Tokyo. Regulatory information can be found at ogier.com.