



Corporate Annual Review 2022

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This year has seen our global Corporate team work on ground-breaking transactions across sectors.

Despite a year of testing market conditions, our emphasis on complex, cross-border matters has helped us to anticipate and meet the challenges of 2022, producing outstanding results for our clients.

This year, more than ever, we have collaborated across our jurisdictions to remain at the forefront of the issues affecting clients across industries, leveraging our market-leading technology to provide a seamless service.

Our Corporate team has also broadened its reach, with the opening of new offices in Ireland and Beijing, and has further strengthened its practices, particularly in private equity, digital assets, venture capital and the disruptive technologies space.

Our reputation for big-ticket work remains world-class, with outstanding recognition from Chambers, Legal 500, IFLR1000, Private Equity Wire, Asia Legal Business and more.

We've welcomed nine new partners to the corporate team, consolidating our bench strength across disciplines.

As we look ahead to 2023, we will continue to invest in our talent and service delivery, further growing the capabilities to match our clients' needs.

| Insights: Meeting the challenges of 2023

Nathan Powell, our global head of Corporate, looks at the trends that have emerged in 2022 and

what we can expect going into the new year.

Insights: Inflation, infrastructure and private equity

In this Q&A, partner Alexander Curry, from the Corporate team in Jersey, explains what rising inflation could mean for infrastructure projects and the wider private equity industry.

Ogier merges with Dublin-based Leman Solicitors

In 2022, Ogier joined forces with Dublin based commercial law firm Leman Solicitors LLP to become Ogier Leman, a full service firm offering particular legal expertise to the corporate and financial sectors. The merger makes Ogier the only law firm to advise on BVI, Cayman Islands, Guernsey, Irish, Jersey and Luxembourg law.

Deals: Technology and Media

Ogier in Cayman and BVI advised Founder SPAC on US\$1.7 billion merger with Rubicon Technologies, a leading digital marketplace and software provider for the waste and recycling industries.

Ogier acted as BVI and Cayman counsel for Beijing Deep Glint Technology Co Ltd, one of China's leading AI companies, on its RMB1.83 billion IPO on the Shanghai Stock Exchange STAR Market.

Ogier Leman advised Leap Legal Software Ireland Limited in its successful acquisition of case management software developer eXpd8 Limited.

Ogier's Cayman Islands team advised ITHAX Acquisition Corp, on its business combination with Mondee Inc, a technology-first travel marketplace with a portfolio of leading global brands in the leisure, retail, and corporate travel sectors.

Deals: Healthcare

A multi-disciplinary team acted as Cayman Islands counsel to an investor consortium in the completed take-private of New Frontier Health Corporation, a company listed on the New York Stock Exchange (NYSE).

Ogier acted as Cayman Islands and BVI counsel for Sinohealth Holdings Limited on its HK\$400 million IPO on the Hong Kong Stock Exchange.

Ogier acted as BVI counsel to Nasdaq-listed SPAC Bull Horn Holdings Corp in its merger with Coeptis Therapeutics, a biopharmaceutical company.

Ogier acted as Cayman Islands counsel to **RRJ Capital** on its recapitalization buy-out merger of Singapore-based **Fullerton Healthcare Corporation Limited**, which was effected by way of a Cayman Islands statutory merger.

Ogier Leman advised **SGMR Ouest SAS** (a large nursing home provider in Europe) on its entry into the Irish nursing home market and the acquisition of two nursing homes as part of its expanding portfolio.

Deals: Energy and natural resources

Ogier's Cayman Islands team is advising **ClimateRock** on its business combination with EEW Eco Energy World PLC, an independent global developer of utility scale solar photovoltaic projects. The transaction values EEW at an equity value of US\$650 million.

Ogier in the BVI advised Constellation Oil Services Holding SA and its wider group, the Constellation Group, on its approximately US\$2 billion debt restructuring.

Ogier in Jersey advised CleanTech Lithium PLC, a sustainable lithium company with key assets in Chile, on its successful listing on the AIM market of the London Stock Exchange.

Ogier's Cayman Islands team is advising **Energem Corp** on its business combination with **Graphjet Technology**, a Malaysian company that transforms palm kernel shells into graphene and graphite used to produce EV batteries. The transaction values Graphjet at a pro forma enterprise value of US\$1.49 billion.

Deals: Financial services

A cross-jurisdictional Ogier team represented Ardonagh Group and its subsidiaries on the restructuring of its investment structure, resulting in a US\$7.5 billion valuation.

Ogier acted for **Zedra** on its agreement to receive a strategic minority investment from British Columbia Investment Management Corporation, one of Canada's largest institutional investors.

Deals: Infrastructure

Ogier's Corporate team in Luxembourg assisted WISAG Service Holdings Luxembourg SARL, a subsidiary of the German WISAG Group, with the acquisition of Nettoservice SARL.

Ogier Leman advised Irish waste management operator Thorntons Recycling on its purchase of The City Bin Co.

Deals: Real estate and hospitality

Ogier Leman acted for Press Up Hospitality Group in its successful acquisition of the iconic Butler Arms Hotel in Waterville, Co Kerry, on the west coast of Ireland.

Ogier's Guernsey corporate team advised property developer Downing on the sale of five properties to Greystar Real Estate Partners in a deal worth £388 million.

Ogier in the BVI advised **Hyatt Hotels Corporation** on the restructuring of the Hyatt owned Alila Hotels and Resorts Ltd sub-group.

Deals: Emerging companies and venture capital

Ogier's Latin American practice team in the Cayman Islands advised Foxbit, one of the largest cryptocurrency and digital asset exchanges in Brazil, on its R\$110 million Series A funding round.

Ogier advised one of the investors in **RVAC Medicines Pte Ltd** on the Cayman aspects of RVAC's series B financing which raised a total fund of US\$140 million.

Ogier advised several leading Brazilian banks on Cayman seed and series investments, producing the full set of acquisition, voting, investor rights, and organizational documents.

Ogier's Cayman Islands and British Virgin Islands teams acted on the merger between ICONIQ Holding Limited and East Stone Acquisition Corporation in a deal valued at around US\$2.5 billion.

Ogier welcomes nine new corporate partners

In the past 12 months, we've welcomed nine new partners to our global Corporate team, strengthening our expertise across jurisdictions:

- Cynthia Anandajayasekeram
- Edon Byrnes
- Florence Chan
- Dominic Conlon
- Alexander Curry
- Marie-Claire Fudge
- Rachel Huang
- Cecilia Li
- Oliver Richardson

Landmark transactions

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

Ogier has acted as BVI and Cayman counsel for the Atairos Group in a ground-breaking US\$580 million take private of Ocean Outdoor Limited by way of a BVI statutory merger (one of the first ever UK take-privates by way of BVI statutory merger).

Insights: UK real estate investment: the Korean perspective

It has been another tumultuous year for UK real estate investors, with interest rate hikes, three prime ministers, two monarchs and one war in Europe.

Korean based investors have looked on in similar bewilderment to the rest of the market and are trying to take stock while assessing what the coming months may bring. This briefing sums up the immediate challenges investors face. A Korean translation is also available.

Managing your companies with Ogier's market-leading corporate administration portal

Ogier's corporate administration business, Ogier Global, has launched a market-leading client portal offering real-time, secure access to a personal library of documents, as well as a collaborative space for board packs and more.

Ogier Connect is an easy-to-use product that uses leading encryption technology for client security and peace of mind.

About Ogier

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 regularly win awards for the quality of our client service, our work and our people.

Disclaimer

This client briefing has been prepared for clients and professional associates of Ogier. The information and expressions of opinion which it contains are not intended to be a comprehensive

study or to provide legal advice and should not be treated as a substitute for specific advice concerning individual situations.

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