CAREY OLSEN

Seeing the world from your perspective

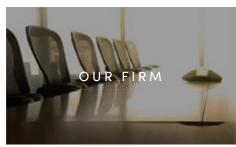
BIGGER PICTURE

OFFSHORE LAW SPECIALISTS

BRITISH VIRGIN ISLANDS CAYMAN ISLANDS GUERNSEY JERSEY CAPE TOWN HONG KONG LONDON SINGAPORE

Contents







OUR SERVICES

BANKING AND FINANCE CORPORATE DISPUTE RESOLUTION AND LITIGATION EMPLOYMENT, PENSIONS AND INCENTIVES INVESTMENT FUNDS PROPERTY LAW REGULATORY RESTRUCTURING AND INSOLVENCY TRUSTS AND PRIVATE WEALTH









Carey Olsen at a glance



LOCATIONS

LEGAL

JURISDICTIONS

NVESTMENT FUNDS CLIENTS

We are legal adviser to close to 1,200 funds across the Channel Islands, more than any other offshore law firm

1,200

BANKING CLIENTS We represent eight of the world's top 10 banks

LSE-LISTED CLIENTS

£ 96

We advise more LSE-listed

clients and funds than any

other offshore law firm

R 8/10

and the second s

1898 FOUNDED

and the second division of

JERSEY FUNDS

We advised on 49% of all new funds in Jersey (July 2015-16)

We represent nine of the world's

top 10 private equity firms

We are the leading adviser on

90%

The International

Stock Exchange (TISE)

No.1



| TIER ONE RANKINGS

We hold 16 tier one directory rankings in Legal 500 across our practice areas



LAW FIRMS

We work with all 25 of the world's largest law firms

S ≥ 25

GUERNSEY FUNDS

We advised on 74% of all new funds in Guernsey (July 2015-16)

₱ 74%

Wide-angle thinking

We advise financial institutions, corporations and private clients on the laws of the British Virgin Islands, Cayman Islands, Guernsey and Jersey from a network of eight international offices.

Our clients include global and local financial institutions, investment funds, private equity houses, multi-national corporations, public organisations, sovereign wealth funds, high net worth individuals, family offices, directors, trustees and private clients.

We work alongside all of the major international law firms, accountancy firms and insolvency practitioners.

In the face of opportunities or challenges, our clients know that the advice and guidance they receive will be based on a complete understanding of their goals and objectives combined with technical excellence and commercial insight.

Whether playing a lead or a supporting role, we always look at the bigger picture.

WHY INSTRUCT US?

- We provide partner-led advice.
- We have the strength and depth to handle the most complex and specialist work.
- We operate across all time zones and key financial markets.
- Our lawyers advise on significant legislative changes and industry developments.
- We provide value by effectively delegating work to talented lawyers at the appropriate levels.
- We have strong and long-lasting relationships with our clients, intermediaries and regulators.
- We are consistently ranked as a top tier law firm in the leading legal directories.
- Founded in 1898, we are one of the oldest offshore law firms.

"Their advice is delivered in simple, easy-to-understand language and always within a broader commercial context."

_egal 500

PARTNERS

380

PEOPLE

200 LAWYERS

Business-ready legal minds

Our advice is delivered by an approachable and experienced team of globally-minded lawyers who work in partnership with our clients to help them achieve their objectives.

Our clients tell us that we are easy to work with and highly-responsive. They consider us an extension of their team and appreciate the continuity of service that we provide along with consistently high levels of client service.

We employ 380 people and our 48 partners lead a full complement of 200 lawyers, many of whom have come from leading international law firms. "Provides big-firm, top quality legal advice with a smaller firm's client service and responsiveness."

Legal 500

Ο

Seeing the world from your perspective

Our clients benefit from direct contact with the partner who is leading on their work. Our teams are structured according to the scale and expertise needed for each instruction and we ensure cost efficiencies through the delegation of work to lawyers at the appropriate level.

We make a point of getting to know you, your business and your circumstances. Our role goes beyond delivering legal services - we aim to contribute to your success and to add value wherever we can. This can take a number of forms including training, knowledgesharing, legal secondments, regulatory and legislative updates and client briefings. "They really get to know their clients and are therefore able to tailor their advice around their clients' needs." Chambers and Partners

We maintain highly-competitive and transparent fee rates that are visible from the outset.



0 0

Ο

SECTOR EXPERTISE

Thinking beyond borders

We deliver legal services in relation to a wide range of industry sectors.

SECTOR EXPERTISE

- Banks
- eGaming
- Energy and Natural Resources
- Fintech and Regtech
- Government and Public Sector
- Hedge Funds
- Infrastructure

- Insurance
- Investment and Wealth Management
- Private Client
- Private Equity
- Real Estate
- Trust and Company Business

The experience to guide and the vision to lead

Our lawyers work across disciplines and jurisdictions to deliver a seamless service to our clients. We have the skills, expertise and scale to handle the most demanding, complex and innovative instructions.



"They are customer focused, commercial and add value to transactions. They focus on understanding and delivering what the customer wants."

Chambers and Partners

0

0

0

0

0

Banking and Finance

Changes within the global banking sector require new and innovative financial structures both for those offering capital and those aiming to access it.

Carey Olsen has a top tier global finance team and an international reputation for banking and finance work. From complex cross-border financing transactions and large loan portfolio restructurings to establishing banks in our domestic markets, our banking and finance team has the experience and knowledge to advise you and the depth to service the largest transactions. Each year we advise on loans amounting to tens of billions of pounds for both lenders and borrowers.

We are instructed by clients directly on their international finance transactions and also work closely with onshore legal teams. We have strong ties to London, New York and other major financial centres (with offices in London, Hong Kong and Singapore) and represent clients on transactions at every level of complexity.

Our clients include arranging banks and lenders, investment banks, building societies, borrowers, syndicated lenders and underwriters. Our experience in advising each of these groups means we can anticipate multi-party needs, often saving our clients time and money during a transaction.

RELATED SERVICES

- Aircraft Finance
- Banking Regulation
- Debt Capital Markets
- Funds Finance
- High Yield
- Islamic Finance
- TISE/CSX Listings
- Real Estate Finance
- Structured Finance and Securitisation

ଙ୍ଗ 8/10

We represent eight of the world's top 10 banks and two-thirds of the top 25

"A very high level of service, with fast response times and astute advice."

Legal 500

For further information, please visit: careyolsen.com/bankingandfinance

Ο

Corporate

Corporate work is a cornerstone of our legal services offering. We have one of the largest corporate teams in the offshore legal market and we act for a diverse range of international and regional organisations.

Our lawyers are skilled at creating new structures for commercial growth, advising on public and private mergers and acquisitions and completing exchange-based listings, as well as advising boards and shareholders.

The scale of our corporate practice enables us to structure the team according to our role, whether we are providing focused advice directly to our clients or acting in partnership with onshore advisers on complex international transactions. We match the level of resource to your requirements, expectations and deadlines, giving you the commercial agility to achieve your objectives.

We have a global approach and, alongside our corporate specialisms, we provide regulatory, employment, pensions, litigation, property and commercial advice. This integrated expertise enables us to form a broader team across legal disciplines and jurisdictions when necessary.

RELATED SERVICES

- Competition Law
- Corporate Structuring
- Cybersecurity and Data Protection
- Insurance Law
- Intellectual Property
- IPOs and Equity Capital Markets
- Joint Ventures
- Mergers and Acquisitions
- Regulation and Compliance



We are the leading offshore legal adviser to LSE-listed clients

£5.16bn

We are the leading offshore legal adviser for AIM-listed clients advising a total of 36 clients with a combined market cap of £5.16 billion

For further information, please visit: careyolsen.com/corporate

Investment Funds

Our investment funds team is both well regarded and highly active. We advise on all fund structures, including open and closed-ended, limited partnerships, unit trusts and companies in the British Virgin Islands, Cayman Islands, Guernsey and Jersey.

Recognised as the leading legal adviser to funds in the Channel Islands, and with strong Caribbean and Asia practices, we represent more companies and funds listed on the London Stock Exchange than any other offshore law firm and regularly advise on listings on the NYSE and HKEX, Euronext, CSX and TISE.

We advise credit and debt funds, clean tech funds, real estate funds, retail and listed funds, private equity funds, venture capital funds, hedge funds and infrastructure funds. Among our clients are fund managers, investment and private banks, institutional investors, boutique investment firms, insurance groups, pension funds, private equity houses and trust companies. We have longstanding relationships with onshore legal advisers who instruct us on a regular basis. Our lawyers understand the requirements and priorities of each interest group and we tailor our services accordingly.

The strength of our relationships with regulators in our jurisdictions means our clients benefit from our knowledge of the latest developments in regulation and compliance standards.

RELATED SERVICES

- Fund Formation
- Fund Finance
- Fund Listings
- Fund Regulation and Compliance
- Fund Strategies and Asset Classes
- Investment Managers
- Restructuring and Winding Up

9/10

We advise nine of the 10 largest global private equity firms

іш 1,200

We advise close to 1,200 funds across the Channel Islands, more than any other offshore law firm \bigcirc 0 0 0 0 0 Ο Ο 0 \bigcirc Ο Ο Ο Ο Ο 0 Ο Ο Ο

"Exceptional service backed by excellent industry knowledge."

Legal 500

Restructuring and Insolvency

Our restructuring and insolvency lawyers apply their knowledge of insolvency, corporate and banking law, regulatory guidance and litigation to the full spectrum of cross-border restructuring, recovery and insolvency matters involving the offshore jurisdictions of the British Virgin Islands, Cayman Islands, Guernsey and Jersey.

We work in partnership with the world's leading insolvency practitioners, onshore law firms, accountancy and forensic practices, advising the whole spectrum of stakeholders including liquidators, receivers, creditors, investors, directors and professional service providers. Our institutional client base includes private equity, venture capital, banking, real estate, financial services, corporate and private trusts and investment managers.

Our leading position in the investment funds market makes us the first port of call in times of distress for lenders, fund managers and directors. We are frequently instructed on the planning and implementation of, or response to, formal insolvency proceedings commenced in or involving our offshore jurisdictions. Our lawyers have been involved in a significant number of the major formal insolvency proceedings in recent years and have played a key role in the development of the law in many key areas.

RELATED SERVICES

- Administrations
- Corporate Recovery
- Debt Restructuring and Refinancing
- De-Mergers
- Insolvency and Workouts
- Liquidations
- Management Buy-Outs
- Regulatory Guidance
- Receiverships
- Restructurings
- Reorganisations
- Strategic Dispute Resolution
- Schemes of Arrangement

For further information, please visit: careyolsen.com/restructuringandinsolvency

"Gets the balance right between legal analysis, pragmatism and efficiency."

Legal 500

Ο 0 0 0 0 0 Ο Ο Ο 0 Ο Ο Ο Ο Ο Ο Ο \bigcirc

Dispute Resolution and Litigation

Our dispute resolution and litigation practice represents clients across the full spectrum of contentious and non-contentious work.

We are widely recognised for our expertise in both international and domestic cases, including corporate, commercial and civil disputes, banking, financial services and trusts litigation, fraud and asset tracing claims, and regulatory investigations, employment disputes and advisory work. From mediation to trial advocacy, we successfully guide our clients through the full range of disputes, from multi-party, cross-jurisdictional corporate litigation to domestic claims before the local courts.

We are counsel to multinational corporations, financial institutions, banks, funds, insurers, trust companies, governments and private individuals. We regularly work in partnership with international law firms on the most complex and significant cases.

For further information, please visit: careyolsen.com/disputeresolution

RELATED SERVICES

- Banking and Finance Litigation
- Civil and Family Disputes
- Commercial Litigation
- Corporate Disputes
- Criminal Law
- Employment, pensions and Incentives
- Fraud and Asset Tracing
- Insurance and Personal Injury
- Trust Litigation

Ο 0 0 Ο 0 0 Ο Ο 0 Ο Ο Ο Ο Ο Ο Ο

"Carey Olsen's lawyers

rigorous and genuinely

innovative in seeking

solutions to problems."

are intellectually

Legal 500

0 0 0

Trusts and Private Wealth

Carey Olsen has one of the largest trusts and private wealth teams in the Channel Islands along with well-established practices in the British Virgin Islands and the Cayman Islands.

We have the scale and experience to resource the most demanding and complex cases as well as the dayto-day instructions. We understand the longevity of trusts work, which is why we focus on building long-term connections with our clients and their other advisers.

We represent professional trustees, private individuals and families, banks, financial institutions and charities from all over the world. International law firms and accountancy practices look to us for support on projects that require specialist advice on the laws and regulations of our jurisdictions. Our lawyers work across a range of structures including private, corporate, charitable, purpose and commercial trusts, foundations, partnerships and companies. We advise on settlor reserved power trusts, private trust company arrangements, pension and employee benefit schemes, wills and matters of inheritance, international estate planning, regulatory advice and trust-related disputes.

With a fully integrated practice, we also represent trustees and beneficiaries in contentious matters and administrative applications that need to be made to the court.

Our contentious trust lawyers have appeared in many significant trust cases to come before the courts, including representing clients before the Privy Council in the UK. RELATED SERVICES • Corporate Trust Structures • Family Office • Private Trust Structures • Private Client • Estate Planning • Family Law • Pensions

122/102

- Pensions
- Wills and Inheritance
- Regulation of Trust Company Business
- Trust Litigation

"This acclaimed offshore firm has a first-class reputation for trust and private client work."

Chambers and Partners

0 0 0

0 0

0

0

Ο

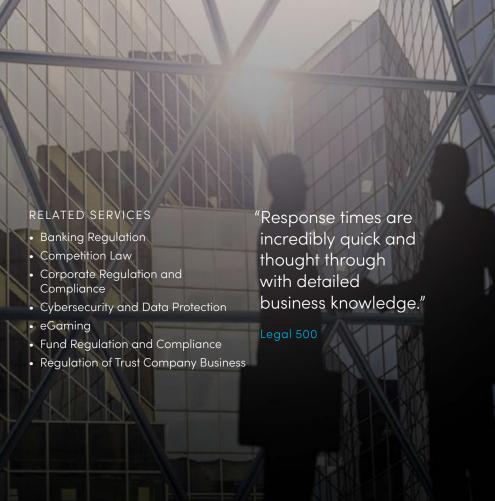
Regulatory

The regulatory environment continues to grow and to become increasingly demanding and complex for businesses across all sectors.

We advise on regulatory issues that impact on businesses in the British Virgin Islands, Cayman Islands, Guernsey and Jersey. Our approach is to cut through the complexity and to provide you with a clear path saving you time, resources and money.

Given our established presence in the key offshore financial centres, it follows that our core expertise lies in advising financial services clients (including banks, corporates, investment managers, fund administrators and trust companies) and their investors. We also act for private clients. Our specialists deal with industry regulators on a daily basis including the BVI Financial Services Commission, the Cayman Islands Monetary Authority and the Guernsey and Jersey Financial Services Commissions.

We have a comprehensive understanding of the different regulatory environments and have developed strong relationships with the regulators in each jurisdiction. We regularly work alongside the respective industry bodies to help shape the regulatory frameworks of the future.



For further information, please visit: careyolsen.com/regulatory

Ο 0 Ο 0 0 Ο 0 0 0 0 Ο 0 0 Ο 0 Ο Ο Ο

Employment, Pensions and Incentives

Our employment and pensions lawyers represent businesses across a broad range of industry sectors.

Our clients include financial institutions, commercial businesses, actuaries, pension consultants and trustees who come to us either on an ad hoc basis or who retain our services for ongoing advice. We work with clients in the British Virgin Islands, Cayman Islands, Guernsey and Jersey as well as being instructed by international law firms, accountancy practices and tax advisers.

We have the scale and expertise to resource heavyweight contentious employment disputes and tribunal matters and we can also support you

18 / Employment, Pensions and Incentives

and your business in non-contentious areas of work. We are well versed in relation to large takeovers and business amalgamations and, as a full service firm, can provide support wherever you need it. This includes calling upon our established trusts and investment funds practices for their expertise on pensions matters.

Our lawyers are at the forefront of changes affecting the sector and work closely with clients and industry bodies on developments to the statutory and regulatory frameworks.

RELATED SERVICES

- Board Disputes
- Business Relocation
- Cybersecurity and Data Protection
- Disciplinary and Grievance Procedures
- Employment Contracts
- Employment Disputes
- Housing and Immigration
- HR Advisory Support
- Mergers and Acquisitions
- Pensions and Employee Incentives
- Policies and Procedures
- Regulatory
- Restructuring and Redundancy
- Training Programmes
- Tribunal Representation

For further information, please visit: careyolsen.com/employmentpensionsionsandincentives

"Provides high-quality advice backed up by rock-solid knowledge of the law."

Ο Ο Ο Ο 0 Ο Ο Ο Ο Ο Ο Ο Ο Ο 0

Ο 0 \bigcirc 0

0

Property Law

Private individuals, developers, investors and businesses turn to our property teams for advice on buying, developing, financing, selling and leasing property. We also act for the leading lending institutions.

Our commercial property team acts for an international client base that includes the major developers and lenders as well as landlords, vendors, investors and purchasers. We advise on a broad range of commercial real estate and development projects and combine technical expertise with a commercial approach.

Our work includes acquisitions and disposals, landlord and tenant agreements, financing and secured transactions, joint venture agreements as well as development and infrastructure projects. We are also instructed on a range of contentious and non-contentious matters, including planning appeals and other disputes. Additional key areas of work include advising on share purchase agreements, large scale retail and commercial leases for major retailers and corporates and UK pension funds with commercial property interests in our jurisdictions.

We work closely with surveyors, valuation companies, trust professionals and property portfolio managers and, as a full service firm, can provide legal advice in relation to planning, housing, relocation, regulation, taxation, litigation and insolvency. We also support Carey Olsen's wider practice teams on the commercial property aspects of merger and acquisition deals.

RELATED SERVICES

- Acquisitions and Disposals
- Construction Advice
- Development Projects
- Infrastructure Projects
- Leases
- Leisure and Hospitality
- Property and Development Financing
- Property Joint Venture Arrangements
- Planning Advice
- Residential Conveyancing
- Licensing

"They provide strong, proactive management and problem resolution."

Chambers and Partners

An international perspective in everything we do



Carey Olsen advises on the laws of the offshore jurisdictions of the British Virgin Islands, Cayman Islands, Guernsey and Jersey. We also have offices in Cape Town, Hong Kong, London and Singapore. Our international network of offices ensures we are able to provide advice across all key financial markets and time zones.

Our lawyers advise on complex cross-border deals and cases, and combine a global perspective with strong local knowledge. We maintain long-lasting relationships with clients, regulators, international law firms and accountancy practices ensuring our advice is timely, commercial and dependable. "They have a very international perspective in their business and are well connected in the major economies and finance centres."

_egal 500

"Carey Olsen is the best offshore law firm, both in terms of service and for technical capability and drafting."

0

0 0

0

• •

FLR1000

Contact us

Jurisdictions

BRITISH VIRGIN ISLANDS	CAYMAN ISLANDS	GUERNSEY	JERSEY
Rodus Building	PO Box 10008	PO Box 98	47 Esplanade
PO Box 3093	Willow House	Carey House	St Helier
Road Town	Cricket Square	Les Banques	Jersey JE1 0BD
Tortola, VG1110	Grand Cayman KY1–1001	St Peter Port	Channel Islands
British Virgin Islands	Cayman Islands	Guernsey GY1 4BZ	
		Channel Islands	
T +1 284 394 4030	T +1 345 749 2000	T +44 (0)1481 727272	T +44 (0)1534 888900
F +1 284 494 4155	F +1 345 749 2100	F +44 (0)1481 711052	F +44 (0)1534 887744
E bvi@careyolsen.com	E cayman@careyolsen.com	E guernsey@careyolsen.com	E jerseyco@careyolsen.com

International offices

CAPE TOWN	HONG KONG	LONDON	SINGAPORE
Protea Place 40 Dreyer Street Claremont Cape Town 7708 South Africa	Carey Olsen (Hong Kong) LLP Suite 4120 Jardine House 1 Connaught Place Hong Kong	Carey Olsen LLP 8-10 Throgmorton Avenue London EC2N 2DL United Kingdom	Carey Olsen Singapore LLP Level 11 Marina Bay Financial Centre Tower 1 8 Marina Boulevard Singapore 018981
T +27 21 286 0026 E capetown@careyolsen.com	T +852 3628 9000 F +852 3628 9090 E hongkong@careyolsen.com	T +44 (0)20 7614 5610 F +44 (0)20 7628 0652 E londonco@careyolsen.com	T +65 6653 4330 F +65 6653 4331 E singapore@careyolsen.com

0