

Legal and Corporate Services
Private Equity



Ogier

It is a first-class firm. They are responsive, personable and most importantly very accessible.

Chambers UK, 2022

Contents	
Who we are	3
Fund formation and capital raising	4
Downstream corporate advisory	5
Finance	6
Disputes, Restructuring and Insolvency	7
Local Legal Services	8
Private Wealth	9
Ogier Global - Corporate and Fund	10
Administration	
Contact us	11

Who we are

Advising clients for more than 30 years, we know every inch of the private equity legal terrain and our longstanding partner team has shaped much of it.

Ogier's dedicated Private Equity team understands the legal and administrative issues that arise across the full private equity lifecycle - be it fund formation, capital raising, subsequent closings, financings, secondary and downstream transactions or wind down - and we get straight to it.

We are the only law firm to advise on BVI, Cayman Islands, Guernsey, Irish, Jersey and Luxembourg law and our global footprint also includes Beijing, Dubai, Hong Kong, London, Shanghai, Singapore and Tokyo.

We take a collaborative approach. We listen actively, asking the right questions, focused on what really matters. We deliver targeted, pragmatic advice with absolute clarity.

We can cover all of your legal and corporate and fund administration services requirements using one suite of KYC client due diligence documentation.

Our clients include the world's largest private equity firms and we also take pride in helping start-up sponsors launch their first fund structure. We develop deep and longstanding relationships with our clients and spend time truly getting to know their businesses.

Having multi-disciplinary expertise across each of our jurisdictions means that we can assist with both the structuring and execution of complex cross border transactions, while adding real value to your business.

We have been involved in some of the most noteworthy private equity deals completed in our jurisdictions, offering a global perspective to suit an international client base.

Our clients include:

- Carlyle
- Cinven
- OMERS Private Equity
- Bain
- Warburg Pincus
- Advent International
- Apollo Management
- Elliott Advisors
- Schroders Capital
- Apax Partners
- Angelo Gordon
- Equitix
- Waterland Private Equity International
- TowerBrook Capital Partners
- Northwood Investors
- DB Financial Investment
- HIG Capital
- Palamon Capital Partners
- Pacific Equity Partners
- AEA Investors



Best Law Firm - Fund Domicile Private Equity Wire European Awards 2024



Best Offshore Regulatory & Compliance Firm Hedgeweek European Awards 2024



Law Firm of the Year - Jersey Citywealth IFC Awards 2024



Offshore Firm of the Year The Lawyer European Awards 2023

Fund formation and capital raising

Our experience in all fund structures allows us to take a rounded view rather than a 'make it fit' approach.



Holistic approach covering multiple disciplines providing a resourceful and cost and time effective service. Their ability to draw on wide-reaching expertise within the firm ensures a client's requirements are met and, more often than not, problems addressed in a comprehensive and detailed way.

Legal 500 UK, 2024

Our services

- Structuring advice and fund formation
- Advising on, and forming, co-investment vehicles, AIVs, parallel funds, employee incentive schemes
- Side letter negotiation
- Advising on ongoing fund operation, including regulatory compliance
- Advising on LP interest transfers
- AML and AEOI advisory services, preparation of requisite compliance manuals
- Establishing and advising management and advisory structures including GPs, special limited partners, carry vehicles and employee participation vehicles
- Advice in relation to economic substance and AIFMD considerations
- LP advisory services
- Advising on term extensions, wind-down and termination

Examples of work

Advised **Intermediate Capital Group PLC** in relation to the establishment of its tenth Jersey fund, ICG Europe Fund VI, which raised €2.5 billion at first close.

Advised longstanding client **Index Ventures** in the closings of Index Ventures Growth IV, which raised US \$2 billion, and Index Ventures XI, which closed at US\$900 million.

Advised **Mid Europa** in relation to the establishment of Mid Europa fund IV, which closed at €800 million.

Ogier in Jersey and Luxembourg acted as legal advisors to **AEW Value Investors Asia II**, which raised commitments totalling US \$590.2 million.

Advised **Baillie Gifford** on the US\$477 million launch of the Schiehallion Fund Limited.

Acted as Cayman Islands counsel to **Ping An** on the establishment of a US \$475 million fintech fund.

Advised **ORI Capital** on the launch of ORI Healthcare Fund II, its second healthcare-centred venture capital fund with a target close of US \$400 million.

Advised on the launch and final closing of **8F Aquaculture Fund I LP**, with capital commitments of us \$558 million.

Downstream corporate advisory

Regularly working on big ticket and complex cross-border private equity transactions, we are a "go-to" firm for this type of work.

Our services

- 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
- Existing or new employee incentive plans
- Registered office and corporate administration services
- Exit of investments through IPOs on all international stock exchanges, including LSE, NYSE, NASDAQ, Hong Kong Stock Exchange and Euronext
- Sale processes including population of data rooms and preparation of vendor due diligence reports

Examples of work

Acted as Cayman Islands counsel to the investor consortium comprising **New Frontier Public Holding Ltd, Vivo Capital Fund IX (Cayman), LP, Fosun Industrial Co Limited**, the private equity business within Goldman Sachs Asset Management, certain affiliates of Warburg Pincus and certain other investors, in the

proposed US\$1.58 billion take private of New Frontier Health Corporation.

A cross-jurisdictional team represented UK insurance intermediary **Ardonagh Group** on its US\$2 billion corporate restructuring, including its US private equity owners and debt financing.

Our team in Luxembourg advised major European private equity firm **Apax Partners** on its acquisition of a significant minority stake in IBS Software from Blackstone.

Assisted Bristows LLP, representing **Waterland Private Equity Investments**, in their £1.1 billion acquisition of the Priory Group from Acadia Healthcare Company.

Advised **Gazit Group** on its €1.45 billion acquisition of Atrium European Real Estate - the first ever take private by way of a Jersey statutory merger.

Ogier in the Cayman Islands advised **Advent** on the cash-and-stock sale to NuBank of its controlling stake in EasyInvest in a transaction valued at over R\$1,500,000,000.

Advised **Fortress Investment Group** on its acquisition of Vice Media Group in a deal valuing the high-profile media company at \$350 million.



Fully resourced, technically excellent and partner-led team.
Legal 500 UK, 2024

Finance

We have a market-leading team of dedicated fund finance lawyers advising on a mix of sponsor and lender-side transactions across our jurisdictions.



The team is technically very capable, with a wealth of transaction experience and local knowledge to draw on. Approachable, practical and both time and cost-conscious.

Legal 500 UK, 2024

Our services

- Advice in relation to subscription credit and capital call facilities entered into by funds
- Advice in relation to hybrid and net asset value credit facilities entered into by funds
- Advice in connection with guarantees and other indebtedness incurred by funds, including guarantees and credit support offered in support of loans made to portfolio companies
- Advice in connection with general partner or management lines of credit, including assignments of management fee income
- Advice in relation to the listing of private equity investments
- Acting as sponsor in respect of listing notes on The International Stock Exchange (TISE), Cayman Stock Exchange (CSX), Euronext Dublin and the Luxembourg Bourse Euro MTF market to take advantage of Eurobond exemption
- Advising on borrowing and guaranteeing provisions in fund constitutional documents as well as ability to grant security
- Advising financial institutions and private equity sponsors on leveraged buyout and acquisition financing transactions

Examples of work

Acted as Guernsey counsel to a leading global asset management firm in relation to its US \$2.1 billion capital call revolving credit agreement.

Acted as Jersey counsel to a syndicate of lenders in respect of a take private offer for a listed real estate company worth US \$1.75 billion.

Acted as Jersey, Guernsey and Luxembourg counsel to a private equity firm in respect of its c. £1.1 billion financing to acquire an insurance business.

Acted as Cayman, Luxembourg and Irish counsel to two US banks in relation to a US \$150 million subscription finance facility to various managed private equity funds.

Acted as Cayman Islands counsel for an investor consortium including **DCP Capital Partners** and **Ocean Link Partners** on the debt financing for the take private of US listed 51job.

Acted as Guernsey counsel to a leading global asset manager on its c. £400 million loan to the purchaser of a listed student living business.

Disputes, Restructuring and Insolvency

Spanning Asian, European and US time-zones, our approach enables us to offer a one-stop, cost-efficient solution that cuts through complexity to get to what really matters.

When disputes arise offshore, they are often complex, international and high value. Ogier has one of the largest offshore teams advising on technical, strategic and procedural aspects across the spectrum of contentious commercial issues and disputes.

Our Dispute Resolution services

- Advice in relation to shareholder and investor disputes
- Unfair prejudice and derivative/double-derivative actions
- Advice in relation to, and assisting, activist shareholders
- Claims against fund service providers including directors, managers, investment advisors, custodians and auditors

Ogier's Restructuring and Insolvency team draws upon the creativity, knowledge and experience of the entire firm across multiple disciplines to provide responsive and commercial solutions for clients.

Our Restructuring and Insolvency services

- Restructuring advice to creditors, shareholders and other stakeholders of distressed funds and portfolio companies
- Advice in relation to enforcement options for creditors
- Advice to insolvency office holders, directors and shareholders of distressed funds and portfolio companies



Every single one of the team, from paralegals to partners, has been great. They've been creative, hard working, user friendly and always on point with strategic decisions.

Legal 500 EMEA, 2024

Local Legal Services

Whether advising on corporate immigrations for private equity firms and fund managers, relocations or downstream M&A activity, our team offers expert and fast advice.



The practice is well organised and I felt that I was in extremely good hands from the outset – lines of communication were excellent and proportionate.
Legal 500 UK, 2024

Our services

- Corporate immigrations
- High value residency
- Downstream M&A
- Acquisition and disposal of businesses
- Corporate law
- Competition Law
- Employment law
- Estate planning
- Immigration
- Infrastructure projects
- Planning and construction law
- Property law
- Property finance
- Regulatory advice and disputes
- Special Economic Zone Businesses
- Trusts Advisory Group
- Wills and trust

A full service firm for local M&A, we are one of the few firms to be able to cover off all local advice and due diligence where an investor may be acquiring a local financial services or other business.

Offshore relocations

Our jurisdictions are home to some of the world's leading banks and financial institutions. A large number of entrepreneurs, consultants and directors have also made the move to our locations, bringing their headquarters, or arms of their businesses, along with their families.

Our strategy is to provide a hub from which all questions can be answered, including pre-move planning, advice on the application process, purchasing property, establishing businesses and employing people in any of our locations.

We work alongside the government bodies responsible for inward investment, as well as other agencies who will guide you through your move, whether it be business, personal or both.

Private Wealth

Our global team specialises in helping private equity professionals manage their often complex personal financial affairs.

High net worth clients from the private equity and venture capital industries – particularly in Asia, where we have offices in Beijing, Hong Kong, Shanghai, Singapore and Tokyo – are looking for a trusted adviser to help them in securing their personal and professional future.

We have expertise in advising on how to hold interests in carry vehicles, funds and other investments through structures designed to maximise succession and asset protection planning for PE and VC principals.

The private wealth team also has a specialist employee incentives team within it who can advise on all aspects of employee benefits trusts established as part of an acquisition structure.

Our services

- Employee benefit trusts (EBTs) and pensions
- Family unit trusts
- Family partnerships
- Wills and codicils
- BVI VISTA trusts
- Cayman STAR trusts
- Charitable and non-charitable purpose trusts
- Family offices
- Guernsey and Jersey Foundations
- Private trust companies
- Trust and ancillary deeds
- Trust disputes

Ogier Global - Corporate and Fund Administration

Our team is commercially focused on combining good corporate governance and operational efficiency.

Ogier Global provides expertise in all areas of corporate and fund administration and compliance to manage an evolving landscape.

Private equity structures often involve setting up vehicles in different jurisdictions. Ogier Global can do this and clients gain efficiencies as we can use the same KYC client due diligence documents for all our jurisdictions. The law firm can also use the due diligence provided to Ogier Global.

Ogier Global is also able to deal with all aspects of a structure, whether it is companies, limited partnerships or other vehicles and can establish and operate any employee incentive structures as well.

Our services

- Independent directors
- AEOI services (including FATCA and CRS)
- AML officers - Money Laundering Reporting Officer (MLRO), Deputy MLRO (DMLRO) and AML Compliance Officer (AMLCO)
- AML online training, covering the required training modules relating to anti-money laundering, countering terrorist financing, and countering proliferation financing (AML/CTF/CPF)
- Board support services, including full company secretarial services, to reduce the administrative burdens of conducting board meetings for clients
- Economic substance solutions to assist clients in meeting their regulatory obligations
- Registered office and registered agent services, ensuring all statutory requirements are met across jurisdictions
- Acting as trustee and establishing employee benefit trusts including warehouses and other vehicles for private equity structures
- A dedicated, real time, client portal for accessing all your documents and information

Sustainable Investment Consulting

Developing a private equity approach to sustainable and impact investments start with understanding sustainability priorities and goals, investment philosophy and risk/return appetite. Many fund managers keen to adopt an ESG focus often trip at this first step and feel confused by the myriad of terms and strategies.

Our dedicated Sustainable Investment Consulting team helps PE funds identify where they sit on the ESG and impact spectrum by mapping risk, return and impact profile structure.

Services include

- Market benchmarking
- Regulatory scan
- Fund's impact strategy and approach
- Investment sourcing and impact diligence
- Impact portfolio monitoring and management
- Impact report drafting

Contact us

Fund formation and capital raising



James Bergstrom
Partner, Cayman Islands
+1 345 815 1855
james.bergstrom@ogier.com



Tim Clipstone
Partner, Guernsey
+44 1481 752265
tim.clipstone@ogier.com



Kate Hodson
Partner, Hong Kong
+852 3656 6049
kate.hodson@ogier.com



Oisín McLenaghan
Partner, Ireland
+353 1 232 0286
oisin.mcclenaghan@ogier.com



Emily Haithwaite
Group Partner, Ogier Legal L.P, Jersey
+44 1534 514072
emily.haithwaite@ogier.com



Anne-Gaëlle Delabye
Partner, Luxembourg
+352 2712 2039
anne-gaëlle.delabye@ogier.com

Downstream corporate advisory - acquisitions and exit



Michael Killourhy
Partner, BVI
+1 284 852 7309
michael.killourhy@ogier.com



Cynthia Anandajayasekeram
Partner, Cayman Islands
+1 345 815 1846
cynthia.anandajayasekeram@ogier.com



Bryon Rees
Partner, Guernsey
+44 1481 752312
bryon.rees@ogier.com



Nathan Powell
Partner, Hong Kong
+852 3656 6054
nathan.powell@ogier.com



Dominic Conlon
Partner, Ireland
+353 1 232 1075
dominic.conlon@ogier.com



Richard Daggett
Partner, Jersey
+44 1534 514071
richard.daggett@ogier.com



Raulin Amy
Partner, Jersey
+44 1534 514239
raulin.amy@ogier.com



Bertrand Gérardin
Partner, Luxembourg
+352 2712 2029
bertrand.geradin@ogier.com



Bruce Scott
Partner, London
+44 20 3830 8580
bruce.scott@ogier.com

Private Wealth



Matt Guthrie
Partner, Guernsey
+44 1481 752342
matt.guthrie@ogier.com



James Campbell
Partner, Jersey
+44 1534 514230
james.campbell@ogier.com



Anthony Partridge
Partner, Cayman Islands
+1 345 815 1810
anthony.partridge@ogier.com

Finance



James Heinicke
Partner, Cayman Islands
+1 345 815 1768
james.heinicke@ogier.com



Bruce MacNeil
Partner, Jersey
+44 1534 514394
bruce.macneil@ogier.com



Anthony Oakes
Partner, Hong Kong
+852 3656 6065
anthony.oakes@ogier.com



Laura Holtham
Partner, Ireland
+353 1 584 6761
laura.holtham@ogier.com



Christopher Jones
Partner, Guernsey
+44 1481 752337
christopher.jones@ogier.com

Local Legal Services



Jonathan Hughes
Partner, Jersey
+44 1534 514336
jonathan.hughes@ogier.com



Martyn Baudains
Partner, Guernsey
+44 1481 752217
martyn.baudains@ogier.com

Dispute Resolution



Marc Kish
Partner, Cayman Islands
+1 345 815 1790
marc.kish@ogier.com



Rachael Reynolds
Partner, Cayman Islands
+1 345 815 1865
rachael.reynolds@ogier.com

Restructuring



Mathew Newman
Partner, Guernsey
+44 1481 752253
mathew.newman@ogier.com



Aurélie Clementz
Partner, Luxembourg Legal
+352 691 432 024
aurelie.clementz@ogier.com

Tax

Ogier Global



Jason Fitzgerald
Managing Director
Cayman Islands
+1 345 815 1726
jason.fitzgerald@ogier.com



Lucy Grimshaw
Director, Head of Corporate
Jersey
+44 1534 514343
lucy.grimshaw@ogier.com



Leonie Kelly
Director, Head of Sustainable
Investment Consulting
+852 3656 6169
leonie.kelly@ogier.com



Wilfried Lottin
Director
Luxembourg
+352 2712 2081
wilfried.lottin@ogier.com

Ogier | To the point.

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 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.

Core legal services

- Banking and Finance
- Corporate
- Dispute Resolution
- Investment Funds
- Private Wealth
- Regulatory
- Tax

Core corporate and fiduciary services

- Corporate Administration
- Debt Capital Markets
- Funds
- Investor Services
- Private Wealth
- Real Estate

Core sector services

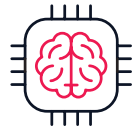
- Aviation and Marine
- Family Office
- Private Equity
- Real Estate
- Restructuring and Insolvency
- Sustainable Investing and ESG
- Technology and Web3

1,100
Employees

108 40
Partners Directors

Investment in technology

Our continued investment in our people and technology is transforming the delivery of professional services to our global client network, from live client portals to digital contracts, digital collaboration areas and document compilation.



Sustainability

As an international firm, we support efforts to protect global and local ecosystems. We are continuously and actively reducing our global carbon emissions and environmental impact. We are embedding sustainability at every level.



Corporate Social Responsibility

We're committed to being a good corporate citizen and supporting causes that empower people and enable our communities to thrive. We achieve this through community partnerships, pro bono work and volunteering.



Innovation

Whether we're pioneering new ways to service clients or fostering a culture of continuous improvement, innovation is at the heart of everything we do. We are committed to providing a market-leading service that empowers clients.



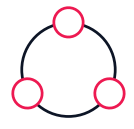
Client Centric

We understand what our clients need to succeed, and do everything to ensure they meet their goals as simply and effectively as possible.



Diversity, Equity and Inclusion

We believe in putting people first. As a global business we recognise diversity, equity and inclusion can be complex, challenging and nuanced. So we're meeting it with courage, drive and openness.



**Best Offshore
Law Firm**
WealthBriefing European
Awards 2023



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



**Offshore Firm
of the Year**
HFM Asian Services
Awards 2023



**Offshore Firm
of the Year**
The Lawyer European
Awards 2023

Contacts

Beijing

Room 976
Level 9, Tower 2,
China Central Place
No. 79 Jianguo Road,
Chaoyang District
Beijing 100025
China
T +86 10 8509 8460
E beijing@ogier.com

British Virgin Islands

Ritter House
Wickhams Cay II
PO Box 3170
Road Town, Tortola
British Virgin Islands VG1110
T +1 284 852 7300
F +1 284 852 7450
E bvi@ogier.com

Cayman Islands

89 Nexus Way
Camana Bay
Grand Cayman
Cayman Islands KY1-9009
T +1 345 949 9876
F +1 345 949 9877
E cayman@ogier.com

Dubai

South Tower, 1003
Emirates Financial towers
DIFC
Dubai
T +971 4 450 1900
E dubai@ogier.com

Hong Kong

11th Floor Central Tower
28 Queen's Road Central
Central
Hong Kong
T +852 3656 6000
F +852 3656 6001
E hk@ogier.com

Guernsey

Redwood House
St Julian's Avenue
St Peter Port
Guernsey GY1 1WA
T +44 1481 721672
F +44 1481 721575
E gsy@ogier.com

Ireland

Percy Exchange
8 - 34 Percy Place
Dublin 4 Ireland D04 P5K3
T +353 1 639 3000
E ireland@ogier.com

Jersey

44 Esplanade
St Helier
Jersey JE4 9WG
Channel Islands
T +44 1534 514000
F +44 1534 514444
E jsy@ogier.com

London

19th Floor
100 Bishopsgate
London EC2N 4AG
T +44 1481 721672
F +44 1534 514444
E london@ogier.com

Luxembourg

2-4 rue Eugène Ruppert
PO Box 2078
L-2453 Luxembourg
T +352 2712 2000
F +352 2461 1680
E luxembourg@ogier.com

Shanghai

Room 3671
Level 36 Shanghai International
Finance Centre Tower II
No. 8 Century Avenue
Pudong New Area
Shanghai 200120
China
T +86 21 6062 6294
E shanghai@ogier.com

Singapore

63 Chulia St
#15-01
Singapore 049514.
T +86 21 5116 9188
E singapore@ogier.com

Tokyo

Holland Hills Mori Tower RoP
Suite 702
5-11-1
Toranomon
Minato-ku
Tokyo, 105-0001
Japan
T +81 3 6402 5635
F +81 3 6402 5636
E tokyo@ogier.com

Ogier provides practical advice on BVI, Cayman Islands, Guernsey, Irish, Jersey and Luxembourg law through our global network of offices across the Asian, Caribbean and European timezones. With a growing team of more than 1100 people around the world, we regularly win awards for innovation, client service and quality. Regulatory information can be found at ogier.com