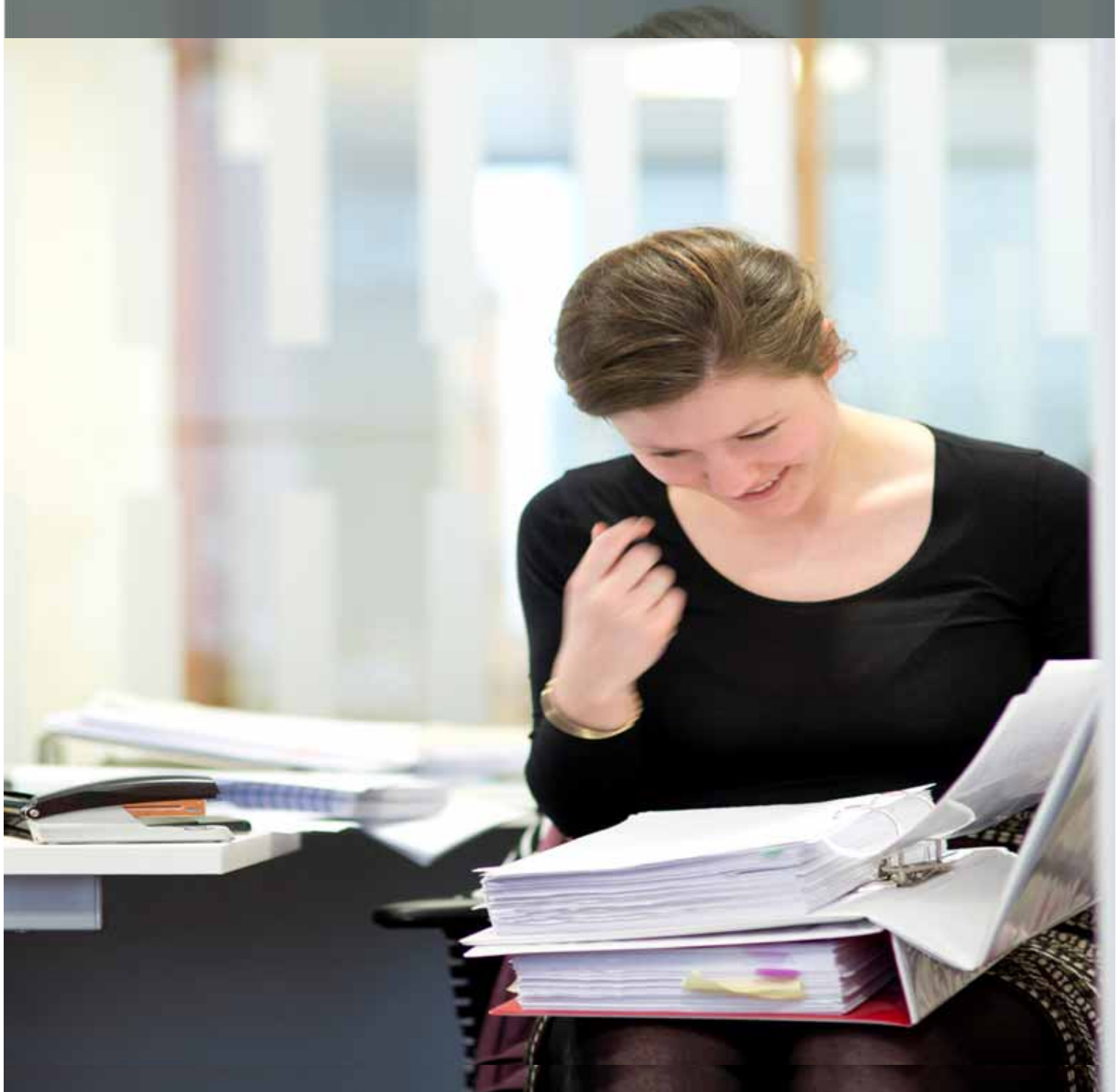


WATSON FARLEY  
&  
WILLIAMS

MERGERS & ACQUISITIONS



## OUR MERGERS & ACQUISITIONS PRACTICE

Delivering innovative and commercially focused advice on complex transactions, our mergers and acquisitions (M&A) lawyers support clients throughout the entire acquisition/disposals process – from due diligence and negotiation to exit strategies and post-integration matters.



Our M&A lawyers provide integrated, commercially-focused advice covering corporate, finance, employment, regulatory and tax law across a range of sectors and jurisdictions.

Often working on a cross-border basis, our experienced teams have an excellent reputation in international M&A.

Clients regularly look to us for advice on share acquisitions and disposals, business and asset acquisitions and disposals, auction sales, public to private transactions, international privatisations, public takeovers – including making unsolicited and recommended offers and defending unwelcome takeover bids – management buyouts and buyins, corporate restructurings, exchange offers, workouts, recapitalisations and insolvency matters, closed end fund structurings and related acquisitions and exits.

With a long history in M&A, we have significant experience representing all parties involved in M&A transactions and utilise this expertise to ensure negotiations progress in accordance with our clients' commercial objectives.

“WFW HAVE ALWAYS TURNED AROUND THE WORK WE DEMANDED WITHOUT A PROBLEM. WE THINK OF THEM AS PART OF OUR TEAM.”

CHAMBERS UK 2016

## SELECTED EXPERIENCE

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### WIND FARM PORTFOLIO ACQUISITIONS IN FRANCE AND GERMANY

Advising KGAL GmbH & Co. KG on the acquisition of various wind park portfolios from WKN AG, juwi AG, Nordex and H2Air across Germany and France with a total capacity of approximately 200 MW. In Germany, the acquisition involved three wind farms from juwi AG and two wind farms from WKN AG with a total capacity of 102 MW. In France, the acquisition involved two wind farms from H2Air and Nordex with a total capacity of 75 MW.

### ACQUISITION OF AIM-LISTED EUROPEAN EXPLORATION COMPANY

Advising Global Power Sources, a financial operator and owner of renewable energy power plants, on the acquisition of its 100% stake in Ascent Resources Italia S.r.l. from Ascent Resources Plc, a European oil & gas exploration and production company with a predominantly European onshore project portfolio, listed on the AIM market.



### PRIVATE COMPANY ACQUISITIONS

Advising public companies in connection with acquisitions of privately held companies in the environmental services, computer services and communications sectors.

### PNE STRATEGIC ACQUISITION

Advising PNE WIND AG on the acquisition of approximately 83% of the issued share capital of WKN AG from Volker Friedrichsen and Siemens Project Ventures GmbH. The acquisition of the stake in WKN, a developer specialising in international wind farms, creates supply chain synergies and increases PNE's overall footprint in Europe.

### UK NORTH SEA GAS FIELD ACQUISITION

Advising Bayerngas UK Ltd (BGUK) on the acquisition by its subsidiary, Bayerngas Europe Ltd, of a 13% interest in the Babbage Field from Centrica Resources Ltd. Located in the UK Southern North Sea, the Babbage Field has been producing gas since 2010. BGUK is a wholly-owned subsidiary of Bayerngas Norge AS with upstream operations in Norway, Denmark and the UK. This matter is the third investment in a North Sea gas field that we have advised on for the client.

### RUBBER TRADING ACQUISITION

Acting for Virginia-based RCMA Americas Inc. on the acquisition of the rubber trading and testing business of Momentum Technologies (MTI), a subsidiary of N.V. Deli Maatschappij (Delhi). RCMA engages in the trading and distribution of natural rubber and rubber products and the acquisition represents an important addition to its natural rubber trading capacity and capability across the Americas as the group looks to expand its global footprint. Based in the US, MTI specialises in synthetic rubber supplies to the paving, asphalt and adhesive industries. The acquisition also included a laboratory services business in the US.



### ACQUISITION OF SINGAPORE PROPERTY DEVELOPER

Acting for major Chinese conglomerate the Reignwood Group on the acquisition of the share and loan capital of Sardinia Properties Pte, a developer of a high-end property in Singapore known as the 'Hamilton Scotts'.

### PUBLIC COMPANY ACQUISITION

Advising AIG Global Real Estate on its proposed bid for a publicly traded company with substantial real estate assets.

### ACQUISITION OF STUDENT ACCOMMODATION

Advising IWH ImmobilienWerte Hamburg GmbH & Co. KG (IWH) on the acquisition of student apartment blocks in Darmstadt and Mainz, comprising 155 and 143 apartments respectively. IWH is a joint venture between Hamburg-based shipping and operations business C. J. Ahrenkiel and Hochtief Projektentwicklung, part of the German construction conglomerate

### CROSS-BORDER ACQUISITION FOR GERMAN PRIVATE EQUITY INVESTOR

Advising German private equity investor Aurelius on the cross-border acquisition of the value-added sales activities of the NEC Group's Unified Communications business, acquiring its operations in the UK, Spain, Portugal and Switzerland.

### ACQUISITION OF DANONE BUSINESSES

Advising Hochland Deutschland GmbH, a leading German manufacturer of branded cheese on the acquisition of the German trademark Gervais and the related German herbal curd cheese and cottage cheese business of Danone, a world-leading food and beverages group.

### SALE OF SUBSIDIARY'S STOCK

Advising Sims Metal Management in connection with the sale of stock of its subsidiary, Metal Management Aerospace, a processor of super alloys.

### CROSS-BORDER TAX STRUCTURING FOR SOLAR FARM INVESTMENT

Advising CHORUS Group, a German asset manager for renewable energy projects, on German and Italian cross-border tax advice and Italian corporate and finance assistance during their acquisition of the Ternavasso 7.8 MW solar farm in Italy which has been connected to the grid since April 2011.



### TAX STRUCTURING FOR RENEWABLE ENERGY PROJECTS

Advising French, German, UK and Swiss investment funds on complex tax structuring in relation to acquisitions and investments in renewable energy projects in France and abroad, both brownfield and greenfield sites.

### ACQUISITION FINANCING

Advising Joh. Berenberg, Gossler & Co. KG and KBC Deutschland AG under the existing acquisition and working capital facility framework for the add-on acquisition of revos watercooler GmbH by Aqua Vital Quell-und Mineralwasser GmbH

### ACQUISITION OF SHIPPING COMPANY

Advising the purchaser in the acquisition of a shipping company valued at approximately US\$140m, which included a cash purchase price and assumption of debt.

### PRIVATE EQUITY ACQUISITION

Advising German private equity investor Aurelius on the acquisition of Scholl's international footwear division from Reckitt Benckiser Group plc. Under the agreement, Aurelius will acquire the international rights for the Scholl footwear business, excluding North and South America.

### SALE OF WIND FARM

Advising Velocita Energy Developments on the £53m sale of its 24 MW Maerdy Wind Farm to Greencoat UK Wind.

### SALE OF LOGISTICS PROJECT

Advising US commercial real estate property developer Panattoni Europe on the €16m sale of a logistics centre in the Bremen Cargo Distribution Centre to the British-French investment firm AEW Europe.

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### ACQUISITION OF PV PARK ON PUBLIC LAND

Advising Finanziaria Internazionale Investments SGR S.p.A. on the acquisition of a photovoltaic power park comprising 10 plants with an aggregate capacity of 10 MWp. The park, located in the municipality of Serre, is built on public land belonging to the Ministry of Defence.

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### SALE OF GOLD MINE

Advising Universal Gold Mining Corp. and its Cayman subsidiary on the sale of its entire interest in the Toldafria gold mining project, in central Colombia, to Rio Novo Gold.

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### INTEGRATED ADVICE ON THE SALE OF DEFENCE COMPANY

Advising Chemring Group on the sale of Chemring Defence Germany GmbH to the Drew Marine Group. We advised Chemring, a leading producer of pyrotechnic products for the military and non-military purposes and/or contractors, on corporate, employment and tax law as well as regulatory matters.

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### ACQUISITION OF ROOFTOP PV PROJECTS IN ITALY

Advising IKAV Global Energy S.à.r.l. on the acquisition of seven rooftop photovoltaic plants from REC Systems Italy S.r.l. i.L. The rooftop plants have an installed capacity of 4.5 MWp and are located in Piedmont, Italy.



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### TANKER OWNER ACQUISITION

Advising a private equity fund in connection with its acquisition of a tanker owner valued at approximately US\$14m.

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### SALE OF MEXICAN REAL ESTATE

Advising AIG Global Real Estate in connection with the sale of its interests in real estate located in Mexico.

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### ONSHORE WIND FARM SALE

Advising PNE WIND AG on the sale of two onshore wind farms in Germany to a Luxemburg special fund

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## REPUTATION

"A VERY GOOD TEAM. IT IS VERY CLIENT-ORIENTED. THE LAWYERS HAVE GOOD TECHNICAL SKILLS AND ARE AVAILABLE AND APPROACHABLE."

CHAMBERS EUROPE 2016

"I AM IMPRESSED: THE FIRM IS DYNAMIC AND ENERGETIC."

CHAMBERS EUROPE 2016

"THE SPEED AND QUALITY OF ADVICE IS EXCELLENT AT WATSON FARLEY & WILLIAMS..."

LEGAL 500 EMEA 2015

"... 'VERY RESOURCEFUL WHEN IT COMES TO UNTESTED AREAS OF LAW'."

LEGAL 500 ASIA PACIFIC 2014

"WFW HAVE ALWAYS BEEN EXEMPLARY ON DELIVERY AND QUALITY OF WORK."

IFLR1000 2016

"ONE CLIENT DESCRIBES THE TEAM AS 'VERY RESPONSIVE AND COMMERCIAL-MINDED, WHILE STAYING PRECISE ON THE LEGAL ISSUES'."

IFLR1000 2015

"THIS RESPECTED FIRM FOR M&A HAS ESTABLISHED A PRESENCE ... WITH ITS SECTOR SPECIALISATION AND INTEGRATED APPROACH."

JUVE HANDBUCH 2014

"PARTICULARLY STRONG IN THE MARITIME, ENERGY AND INFRASTRUCTURE SECTORS. FOCUSES ON M&A."

CHAMBERS EUROPE 2016

"I AM PARTICULARLY IMPRESSED BY THEIR ABILITY TO MEET THE DEMANDS OF TIGHT DEADLINES AND CHALLENGING ISSUES WITHOUT FORFEITING ACCURACY OR SOUNDNESS OF ADVICE."

CHAMBERS ASIA PACIFIC 2016

"WATSON FARLEY & WILLIAMS 'OFFERS A GREAT MIX OF INTERNATIONAL COVERAGE WITH A PERSONAL TOUCH'."

LEGAL 500 UK 2014

"...EXPANDING CORPORATE TEAM IS 'ABLE TO THINK OUT OF THE BOX'..."

LEGAL 500 ASIA PACIFIC 2014

"AMAZING. THEY WERE EXTREMELY PROFESSIONAL, HIGHLY RESPONSIVE AND IT WAS A REAL PLEASURE WORKING WITH THEM. WE DIDN'T THINK TWICE ABOUT USING THEM AGAIN."

CHAMBERS UK 2016

"PROVIDES A COMPREHENSIVE SERVICE TO INTERNATIONAL CLIENTS AND HAS NOTABLE EXPERTISE IN CROSS-BORDER MATTERS."

LEGAL 500 ASIA PACIFIC 2016

"THE COMMERCIAL UNDERSTANDING OF THE TRANSACTION WAS A STRONG POINT. I SHOULD UNDERLINE THE PROMPT AND EFFICIENT REACTION TO MY QUERIES; IT WAS REALLY A PLEASURE TO WORK WITH THEM."

CHAMBERS EUROPE 2016

"... GROWING PRESENCE IN THE M&A ARENA."

CHAMBERS ASIA PACIFIC 2014

"...AN IMPRESSIVE REPUTATION FOR M&A AND FINANCING TRANSACTIONS."

CHAMBERS EUROPE 2014

"THE TEAM ARE EXTREMELY PRAGMATIC AND COMMERCIAL-MINDED. THEY COMMUNICATE THE PROS AND CONS OF VARIOUS APPROACHES AND PROVIDE ENOUGH INFORMATION TO ALLOW US TO ADEQUATELY CALIBRATE RISKS AND TAKE APPROPRIATE ACTION."

CHAMBERS UK 2016

## OUR OFFICES

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### Athens

6<sup>th</sup> Floor, Building B  
348 Syngrou Avenue  
Kallithea 176-74, Athens

T: +30 210 455 7300

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### Bangkok

Unit 902, 9<sup>th</sup> Floor  
GPF Witthayu Tower B  
93/1 Wireless Road  
Patumwan, Bangkok 10330

T: +66 2665 7800

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### Dubai

Office 1503, Level 15, Tower 2  
Al Fattan Currency House  
PO Box 506896 Dubai

T: +971 4 278 2300

---

### FRANKFURT

Ulmenstraße 37-39  
60325 Frankfurt am Main

T: +49 69 297 291 0

---

### Hamburg

Jungfernstieg 51  
20354 Hamburg

T: +49 40 800 084 0

---

### Hong Kong

Units 1703-1707, One Pacific  
Place  
88 Queensway, Hong Kong

T: +852 2168 6700

---

### London

15 Appold Street  
London EC2A 2HB

T: +44 20 7814 8000

---

### Madrid

C/ María de Molina, 4  
28006 Madrid

T: +34 91 515 6300

---

### Milan

Piazza del Carmine 4  
20121 Milan

T: +39 02 721 7071

---

### Munich

Gewürzmühlstraße 11 –  
Courtyard  
80538 Munich

T: +49 89 237 086 0

---

### New York

250 West 55th Street  
New York, New York 10019

T: +1 212 922 2200

---

### Paris

26 avenue des Champs-Élysées  
75008 Paris

T: +33 1 56 88 21 21

---

### Rome

Piazza Navona 49  
00186 Rome

T: +39 06 684 0581

---

### Singapore

6 Battery Road #28-00  
Singapore 049909

T: +65 6532 5335

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ATHENS BANGKOK DUBAI FRANKFURT HAMBURG HONG KONG LONDON  
MADRID MILAN MUNICH NEW YORK PARIS ROME SINGAPORE

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