

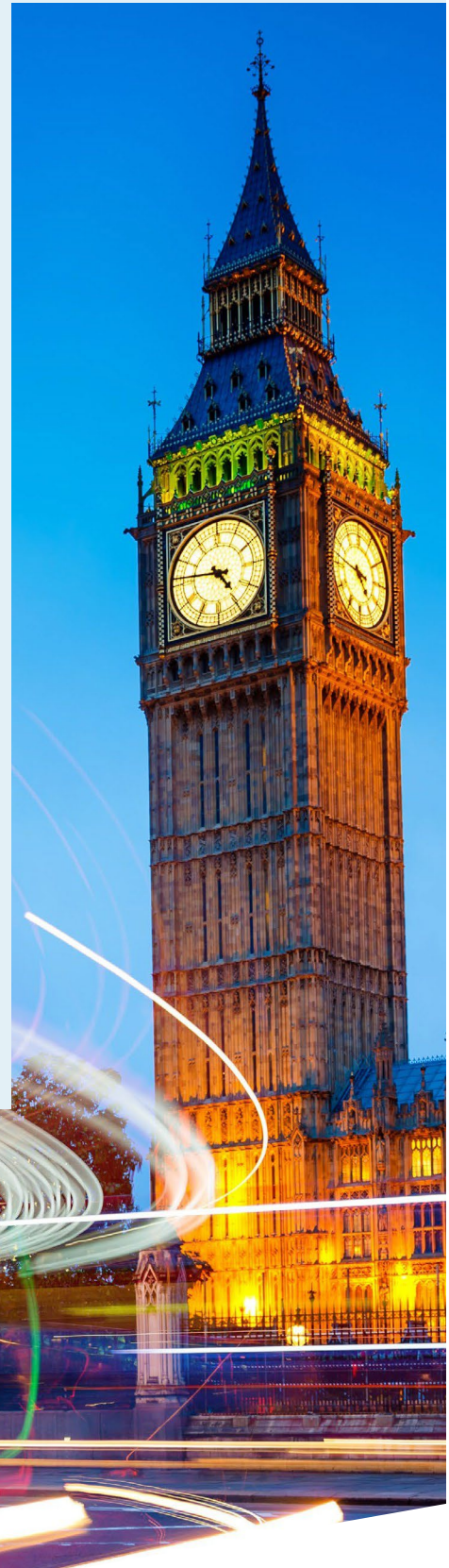
HAYNES BOONE

Haynes Boone London

SERVING CLIENTS GLOBALLY
AND PERSONALLY



The London office of Haynes and Boone, LLP offers transactional and dispute resolution lawyers with deep industry knowledge and strong commercial sense. Our core strengths are in corporate, debt capital markets, energy, finance, project finance, insolvency, international dispute resolution, investment management, real estate and shipping and our location allows us to link clients operating in the world's interconnected energy, finance and real estate markets. Our London lawyers partner seamlessly with their colleagues across the firm, **with over 700 lawyers in 20 offices**, and counsels clients worldwide. With decades of experience, our lawyers provide clients with broad English law capabilities. These include an experienced litigation and international arbitration team that has handled numerous claims in the English High Court and before major arbitral bodies. Our transactional teams have guided clients through such diverse matters as mergers and acquisitions, IPOs, financing, conventional and alternative energy projects and maritime and offshore operations and projects. **Our lawyers in London offer fluency in 17 languages**, including Arabic, Chinese (Cantonese and Mandarin), Danish, Dutch, English, French, German, Greek, Hindi, Italian, Lithuanian, Norwegian, Persian, Punjabi, Portuguese and Spanish.



CORPORATE

Haynes Boone's Corporate lawyers advise on IPOs, secondary fundraisings and public M&A transactions across the full range of London markets. We work with companies, boards, sponsors, nominated advisers, brokers and investors, advising with the highest level of commercial, technical and entrepreneurial expertise.

Our track record on dual listings makes us a key advisor to companies in a wide range of jurisdictions. We represent domestic and international clients across the UK, US, Canada, Australia and beyond.

We help our clients raise capital and comply with ever-evolving regulation, securities laws and market practice.

DEBT CAPITAL MARKETS (DCM)

Our London DCM team represents UK and foreign debt issuers and underwriters in a full range of listed and private debt capital markets transactions, from EMTN programs to private placements and corporate bonds, including ABS green bonds and social bonds. Our assistance includes everything from structuring the offering terms and preparing the prospectus or offering memorandum to obtaining clearance from stock exchanges and the applicable regulator, and liaising with third party ESG (environmental, social and governance) raters for green or social bond accreditation. In the past 5 years, our London DCM team has served as legal deal counsel for a large number of medium term note programs totaling over US\$2.5 billion in program size for a broad range of sectors including renewables, commodities, transport, real estate, construction, energy and financial services.

ENERGY

Our lawyers have many years experience in the energy sector. We regularly represent a wide variety of industry clients in energy transactions worldwide and in disputes in the English Courts and in domestic and international arbitration. Our London transactional and disputes practices advise on key facets of the energy industry, including:

- Oil and gas, including upstream, midstream and downstream

- LNG, including transportation, liquefaction and regasification
- Power, including generation, transmission, marketing and sales
- Alternative and renewable energy, including solar and wind

In the offshore sector for the exploration and production of oil and natural gas, our lawyers are fully conversant with the practical issues associated with the installation and operation of offshore drilling and production infrastructure and equipment as well as downstream energy projects. We regularly advise oilfield operators, contractors, suppliers and insurers on a range of projects and disputes relating to the construction, management and employment of offshore units, in particular seismic vessels, pipelaying vessels, drilling rigs and drillships, accommodation units, production facilities, including FPSOs and FSOs and diving and other offshore support vessels. We are frequently involved in handling complex disputes arising out of production sharing contracts, joint operating agreements, farm-out agreements, EPC contracts and oil and gas sales contracts, and regularly assist with advice and negotiations relating to these types of upstream oil and gas agreements.

We have substantial experience of LNG transactions, import and export facilities and natural gas pipelines. The London office also brings together LNG project development, construction, transportation and gas supply experience on behalf of developers, suppliers and shippers.

We advise on onshore and offshore E&P projects, including country entry and related JV structuring and operational matters including JOAs, FDPs, GSAs, farm-ins/farm-outs, crude/gas marketing and offtake agreements, and related issues.

Our lawyers also advise clients on greenfield and ongoing project development, finance and investment in the renewables space, including solar, wind and biomass projects. In addition to acquisitions and divestments and project finance, our team has significant experience of negotiating project documentation such as EPC contracts, O&M and A&M agreements, and PPAs.

FINANCE

London's finance practice is one of the firm's signature strengths based on our global platform and an integrated practice, covering the skills that our clients demand. Our partner-led approach, experience and versatility offer our clients a first-class service, embracing both technical quality and commercial awareness. We have extensive experience in fund finance, acquisition finance, refinancings, corporate facilities, real estate finance, and financial institutions lending (including non-bank lenders and insurance), in each case across a broad range of industry sectors. We regularly advise financial sponsors, lenders, borrowers, investors, fund managers and central banks in relation to those core areas.

PROJECT FINANCE

The project finance and development practice group includes experience across all major disciplines that affect a client's investment in a project throughout the project's life — from early-stage development and regulatory issues through financing, mergers, acquisitions, restructurings and public offerings. The firm's work includes representation of lenders, borrowers, risk insurers, investors, sponsors and contract parties/technology providers in projects utilising a broad spectrum of financing arrangements. Such arrangements include commercial bank and institutional lender construction and term loan facilities; so-called 'term loan B' financings, letter of credit facilities; mezzanine and high-yield financings; capital markets issuances of debt and equity and private placements; securitisation and structured finance techniques; vendor finance; and utilisation of products and services from multilateral institutions, export credit agencies and national/regional development and aid agencies both in well established and emerging markets.

INSOLVENCY

Our London office advises on all aspects of personal and corporate insolvency including cross-border restructurings, insolvency litigation and dispute resolution, directors' duties and disqualification, fraud, asset recovery and enforcement. Our team acts for lenders, insolvency practitioners, creditors, directors and other stakeholders in circumstances where a company or individual is insolvent, experiencing financial difficulties or is the victim of a fraud.

As a multi-disciplinary law firm, our team is also supported by experts in the fields of corporate, litigation, real estate, finance, employment, pensions and intellectual property.

We are involved in complex global restructuring proceedings, and our cases often cross multiple jurisdictions working with clients from the U.S., the Caribbean, Hong Kong and other offshore jurisdictions. We have expertise in the investment funds, financial services, energy, construction and technology sectors.

We recognise that in insolvency scenarios clients need urgent, practical advice and our highly experienced team in the U.K. and U.S., work together to provide realistic and achievable solutions to problems.

INTERNATIONAL DISPUTE RESOLUTION

We have a substantial team of English law-qualified, disputes lawyers with a long and distinguished record of representing clients in court and arbitral proceedings, and in other forms of dispute resolution (for example, adjudication, expert determination and mediation).

Our international dispute resolution lawyers act for clients in ad hoc arbitrations and in those administered by the leading institutions, including the International Chamber of Commerce (ICC), the London Court of International Arbitration (LCIA), and the International Centre for Dispute Resolution (ICDR).

We act for clients in the various divisions of the English Courts, in particular the Commercial Court and the Technology and Construction Court. Although our clients are derived from a wide range of industries, we have built a formidable reputation acting for clients in the offshore oil and gas, shipping and infrastructure sectors.

We also represent investors in disputes with host governments or states under bilateral investment treaties (e.g., ICSID arbitrations).

Certain members of the London team, a number of which are barristers, are able to conduct their own advocacy and, Melanie Willems, head of International Arbitration in London and the immediate past President of the Society of Construction Arbitrators, accepts appointments as arbitrator.



INVESTMENT MANAGEMENT

Our London Investment Management team has extensive experience acting as cross-border counsel to fund managers and sponsors who want to access capital across the globe. We integrate seamlessly with our established practice in the United States; together, we are well-situated to provide fund managers with comprehensive, market-leading funds and regulatory advice both domestically and internationally and across the full range of mainstream and alternative asset classes and strategies.

Our practice focuses on the structuring and establishment of investment funds and similar vehicles and arrangements, working for both established managers and emerging and first-time managers. Our clients also include investors such as sovereigns, HNWIs, FOs and institutions.

We have a wide range of experience in alternative investment funds and investment vehicles, providing legal and regulatory advice to the full spectrum of fund managers, family offices, sovereigns, and entrepreneurs on strategies spanning hedge funds, private equity, venture capital, real estate, digital assets and cryptocurrency, private credit and

real assets. Funds have been domiciled in various jurisdictions, including the Cayman Islands, Ireland, Luxembourg, the Channel Islands, UK, the U.S. and beyond.

We have a particular focus on hedge funds and venture capital/private equity funds.

Our hedge funds practice understands start-up hedge fund managers and is hugely experienced in assisting with the complicated project of launching fund management businesses.

Our private funds practice focuses on advising clients across the private funds and venture / growth capital spectrum. This includes advising managers on launching venture capital and private equity closed-ended funds, both onshore and offshore and also FOs and other LPs on direct and indirect investments, and secondary transactions. The practice also represents PE & VC managers, FOs, CVCs, HNWIs (including angel syndicates) and high-growth start-up / emerging companies on their venture and growth capital / PE fundraising activities, corporate restructurings and M&A / exits.



REAL ESTATE

Our London office advises on all aspects of commercial and residential real estate, including investment, development, joint ventures and lettings. Our team acts for international investors, developers and funds and other institutions, as well as family offices and high-net-worth individuals in cross-border real estate investment and development transactions of all types. We represent landlords and tenants on their premises requirements and letting needs. Our clients come from the U.S., the U.K., Europe, the Middle East and the Asia Pacific region.

We are involved in direct and indirect investment in real estate, including setting up joint ventures and portfolios of assets in multiple jurisdictions. Our work includes all types of real estate assets, including data centres, offices, retail, multi-family and other residential, logistics and hotels.

SHIPPING

We provide high quality advice and assistance to clients on a wide range of commercial shipping and maritime activities. We cover the entire shipping cycle, including ownership structures and contracts for the construction, chartering and other employment, financing (including sale and lease back arrangements – acting for both lessor and lessee), sale and purchase, and decommissioning and recycling of ships and other maritime assets, including drilling rigs and floating dry-docks.

Our transactional and dispute resolution teams work closely together at all stages of our clients' projects, from before the shipbuilding or conversion or sale and purchase contract has been concluded all the way through to the final disposal of the vessel. This support includes resolving any disputes that may arise over cost overruns and delays, or defects discovered before or after delivery. Our balance of legal and practical experience through all stages of our clients' involvement in a vessel is why our clients value the service we provide and remain with us over the long term. We take pride in our reputation as a market leading transactional shipping practice, with experience in shipbuilding and ship conversion projects that sets us apart from others.

We represent shipowners, shipyards, financiers and insurers, and work in all of the major shipbuilding sectors, ranging from small tugs and supply vessels to the largest and most advanced cargo ships, passenger ferries, cruise ships and drilling rigs. Much of our work involves newbuilding projects in Europe and Northern Asia, in particular Japan, Korea and China, and the conversion of existing vessels in Southeast Asia, particularly Singapore and Malaysia.

Alongside our work in commercial vessel newbuilding and conversion, we have established a significant presence in the market for custom built superyachts.

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