

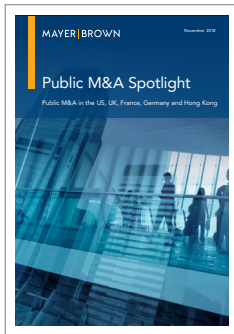
MAYER | BROWN

Practice Overview

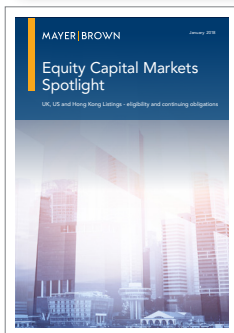
Global Public M&A



Other recent publications prepared by our Corporate & Securities partners include:



Public M&A Spotlight



Equity Capital Markets Spotlight

Please contact us if you would like to receive PDFs or hard copies of these publications.



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Our cross-border public M&A capabilities

When executing public M&A transactions, dealmakers need to understand local market practice as well as the local regulatory environment. Our public M&A lawyers seamlessly work together, share knowledge and cooperate on a cross-border basis. Our experience in advising our clients on takeover regimes in different jurisdictions enables us to analyze alternative approaches to issues with a view to finding the most effective way to execute our clients' public M&A transactions.



Our integrated approach

Our public M&A practice is enhanced by the depth of our knowledge in a number of complementary areas, including: banking and finance, anti-trust, real estate, environmental, employment, pensions and benefits, commercial, intellectual property, information technology, anti-corruption, financial services, national security, export controls and other regulatory matters and taxation. Our public M&A lawyers work closely with lawyers in each of these areas to provide you with a seamless service.

// 'They are very dedicated and willing to go the extra mile to provide good service.' 'As an international firm, if my contact does not know the answer then someone in the firm will' //

Corporate M&A: Chambers USA 2017

// The team has done a magnificent job for our deal. They have shown professionalism, strong commercial sense and quick response to customer requirements. //

Corporate M&A: Chambers UK 2018



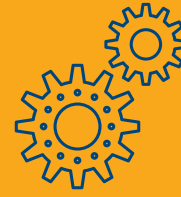
Our clients

We represent a broad spectrum of public and private companies, private equity and leveraged buy-out firms and financial institutions on public M&A transactions, including many Fortune 500 companies, FTSE 250 as well as CAC 40, HKE and DAX-listed companies. We also frequently act for financial advisors involved in public M&A transactions.



Our global team

We are a truly global law firm – we operate as one partnership across all our offices. With over 800 lawyers in the US, over 300 in Europe and over 200 in Asia, we have a deep bench of experienced public M&A lawyers across the world's major financial centres. In addition to providing our clients with the highest quality advice on takeover rules and regulations, our team of globally integrated public M&A lawyers offer valuable insights into the local political and cultural factors that are playing an increasingly important role in public M&A transactions.



Our Capabilities

We have represented bidders and target companies, as well as financial advisers, in all facets of public M&A transactions, including:

- Hostile takeovers
- Competitive situations
- Bid defence planning
- Tender offers
- Schemes of arrangement
- Equity purchases and sales
- Proxy contests
- Consent solicitations
- Recapitalisations

Mayer Brown has participated in M&A transactions worldwide in virtually every industry and we have extensive experience managing trans-Atlantic, Asia-Pacific, pan-European and global transactions. We are noted for our commitment to client service and ability to solve the most complex and demanding legal and business challenges in a pragmatic way. We are motivated and determined with real desire to build strong, long-term client relationships by ensuring we support our client's every need each step of the way with their public M&A transactions.

Our public M&A experience

United Kingdom

Advised **Touchstone Innovations plc** (formerly Imperial Innovations group plc) in connection with an all-share takeover offer by IP Group plc. IP Group's share price valued Touchstone at £500m.

Advised **Universal Coal plc** in proposals regarding a hostile takeover offer made by Ichor Coal NV and a recommended offer involving a cash and share offer and loan note alternative by Coal of Africa.

Advised **Aldersgate Investment Limited** on its recommended offer for Arena Leisure Plc. Arena owns and operates seven racecourses in the UK.

Advised **Scott Wilson Group**, a global integrated design and engineering consultancy for the built and natural environments, in its £223 million sale to Universe Bidco Limited, a wholly owned subsidiary of URS Corporation.

Advised **MWB Business Exchange**, a leading provider of office services, in its £65.6 million acquisition by Marley Acquisitions Limited, a wholly owned subsidiary of Luxembourg-based Regus plc.

Advised **London Stock Exchange** and Nasdaq listed **Cambridge Antibody Technology Plc** on its all-share takeover offer of Oxford GlycoSciences Plc, which was also listed on the London Stock Exchange and Nasdaq.

France

Advised Dutch telecom company **Altice** on its €11 billion public tender offer for French telecom company SFR (cross-border share for share offer).

Advised **Faiveley family** as majority shareholder of France-based railway equipment manufacturer Faiveley on a proposed €1.7 billion public tender offer by US-based Wabtec Corporation.

Advised telecom company **SFR** on its delisting and squeeze-out procedure from Euronext Paris (€13 billion market cap).

Advised France-based biotech company **PCAS** on the €280 million public tender offer by Eurazeo-Novacap and on its subsequent delisting and squeeze-out from Euronext Paris.

Advised **Altice** on its €590 million acquisition of media France-based NextRadioTV (RMC and BFM) listed on Euronext Paris, including on the subsequent public tender offer to acquire 100% of the share capital of NextRadioTV.

United States

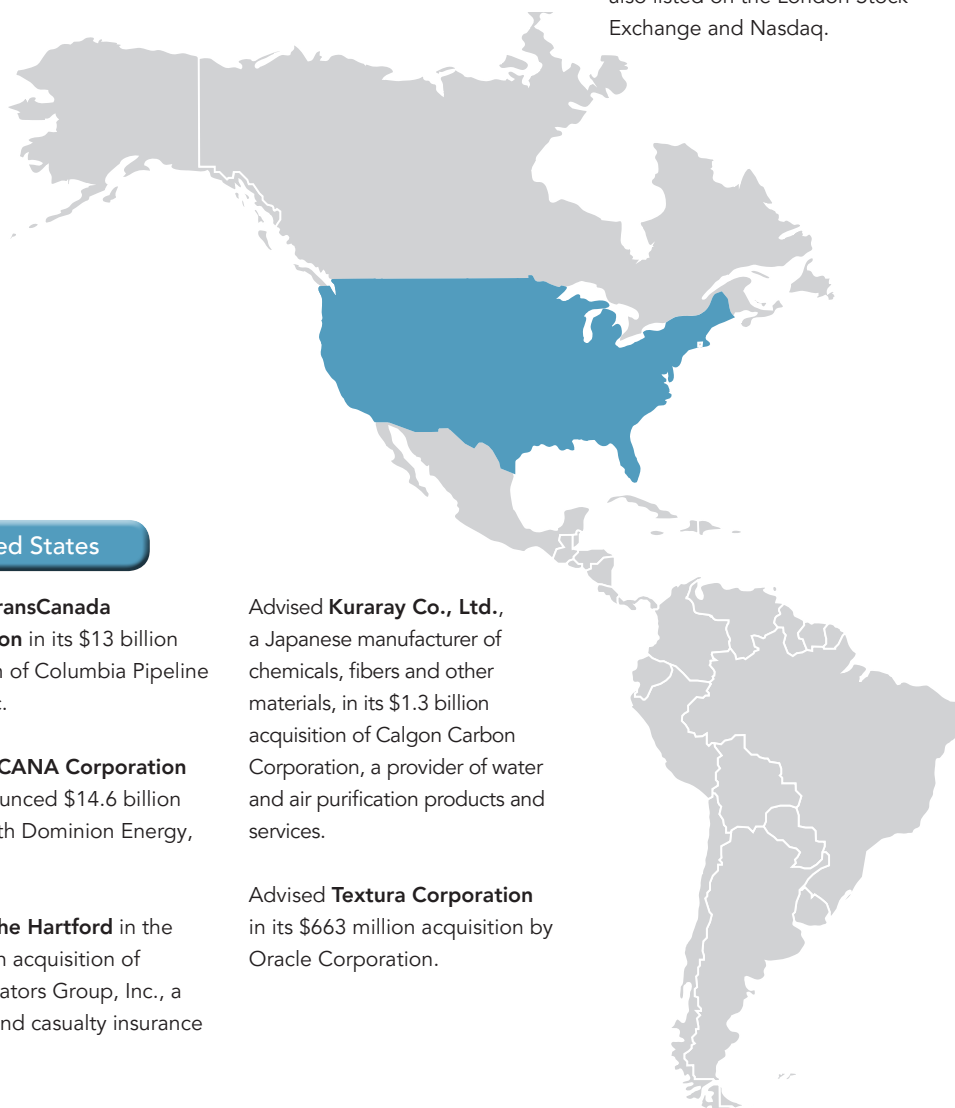
Advised **TransCanada Corporation** in its \$13 billion acquisition of Columbia Pipeline Group, Inc.

Advised **SCANA Corporation** in its announced \$14.6 billion merger with Dominion Energy, Inc.

Advised **The Hartford** in the \$2.1 billion acquisition of The Navigators Group, Inc., a property and casualty insurance company.

Advised **Kuraray Co., Ltd.**, a Japanese manufacturer of chemicals, fibers and other materials, in its \$1.3 billion acquisition of Calgon Carbon Corporation, a provider of water and air purification products and services.

Advised **Textura Corporation** in its \$663 million acquisition by Oracle Corporation.



Germany

Advised **Fujitsu Services** on the public takeover of Frankfurt listed TDS AG and on the subsequent implementation of a domination agreement.

Advised **Umicore** in its public takeover of Frankfurt listed Allgemeine Gold- und Silberscheideanstalt AG.

Advised **AkzoNobel** on the public takeover of Schramm Holding AG, listed on the Hong Kong Stock Exchange, and on the acquisition of the coatings activities operated by Schramm's largest shareholder, Korean company SSCP.

Advised **Publicis** on the public takeover of a German listed group for digital communications solutions and on the subsequent squeeze-out of minority shareholder.

Advised **HypoVereinsbank** on its public takeover by Unicredit.



Hong Kong

Advised **AkzoNobel** on the public takeover of Schramm Holding AG, listed on the Hong Kong Stock Exchange, and on the acquisition of the coatings activities operated by Schramm's largest shareholder, Korean company SSCP.

Advised **Dah Chong Hong** in its \$350 million acquisition of Li & Fung Limited's consumer and health care distribution business in Mainland China, Hong Kong, Macau, Taiwan, Thailand, Malaysia, Singapore, Philippines, Indonesia and Brunei.

Advised **Beijing Enterprises Group** on its acquisition of the entire shares of EEW HOLDING GMBH and the entire partnership interests of M+E HOLDING GMBH & CO. KG. Such acquisition was the largest Chinese direct investment in a German company at that time.

Advised **AGTech Holdings Limited** on the subscription by an investor (a company in which Alibaba Group Holding holds a controlling interest of 60% and Ant Finance indirectly holds 40%) and related whitewash waiver.

Advised **Trinity Limited** on its HK\$2.2 billion subscription of new shares by Shandong Ruyi International Fashion Industry Investment Holding Company Limited.

Your public M&A contacts

Your public M&A contacts

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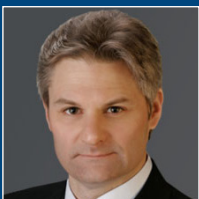
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Mayer Brown at a Glance

Mayer Brown is a distinctively global law firm – uniquely positioned to advise the world’s leading companies and financial institutions on their most complex deals and disputes. Our firm serves many of the world’s largest companies, including a significant proportion of the Fortune 100, FTSE 100, CAC 40, DAX, Hang Seng and Nikkei Index companies and more than half of the world’s largest banks.

With extensive reach across four continents, we are the only integrated law firm in the world with approximately 200 lawyers in each of the world’s three largest financial centres—New York, London and Hong Kong—the backbone of the global economy. Our “one-firm” culture—seamless and integrated across all practices and regions—ensures that our clients receive the best of our knowledge and experience.

One of Mayer Brown’s signature strengths is the broad range of sophisticated advice we provide to the global financial services industry. Our global Finance practice also represents a large number of borrowers operating in many different business and industries, as well as numerous finance companies and financial institutions and investors.



In Brazil, Tauil & Chequer Advogados in association with Mayer Brown LLP offers clients access to a full service Brazilian domestic law practice. Tauil & Chequer has offices in Rio de Janeiro and São Paulo.

More than
1,500
lawyers
worldwide

250
Chambers-ranked
Lawyers

26
offices located in the
Americas, Asia,
Europe and the
Middle East


Clients'
global, cross border
legal needs all fully
supported



Law 360 2017 included Mayer Brown, for the seventh consecutive year, in their Global 20 list of law firms with the greatest worldwide reach.



For the seventh straight year, Mayer Brown has been recognised by corporate counsel as one of the BTI Most Recommended Law Firms. Mayer Brown was one of only 19 firms recommended in this category for more than five years in a row by corporate counsel.

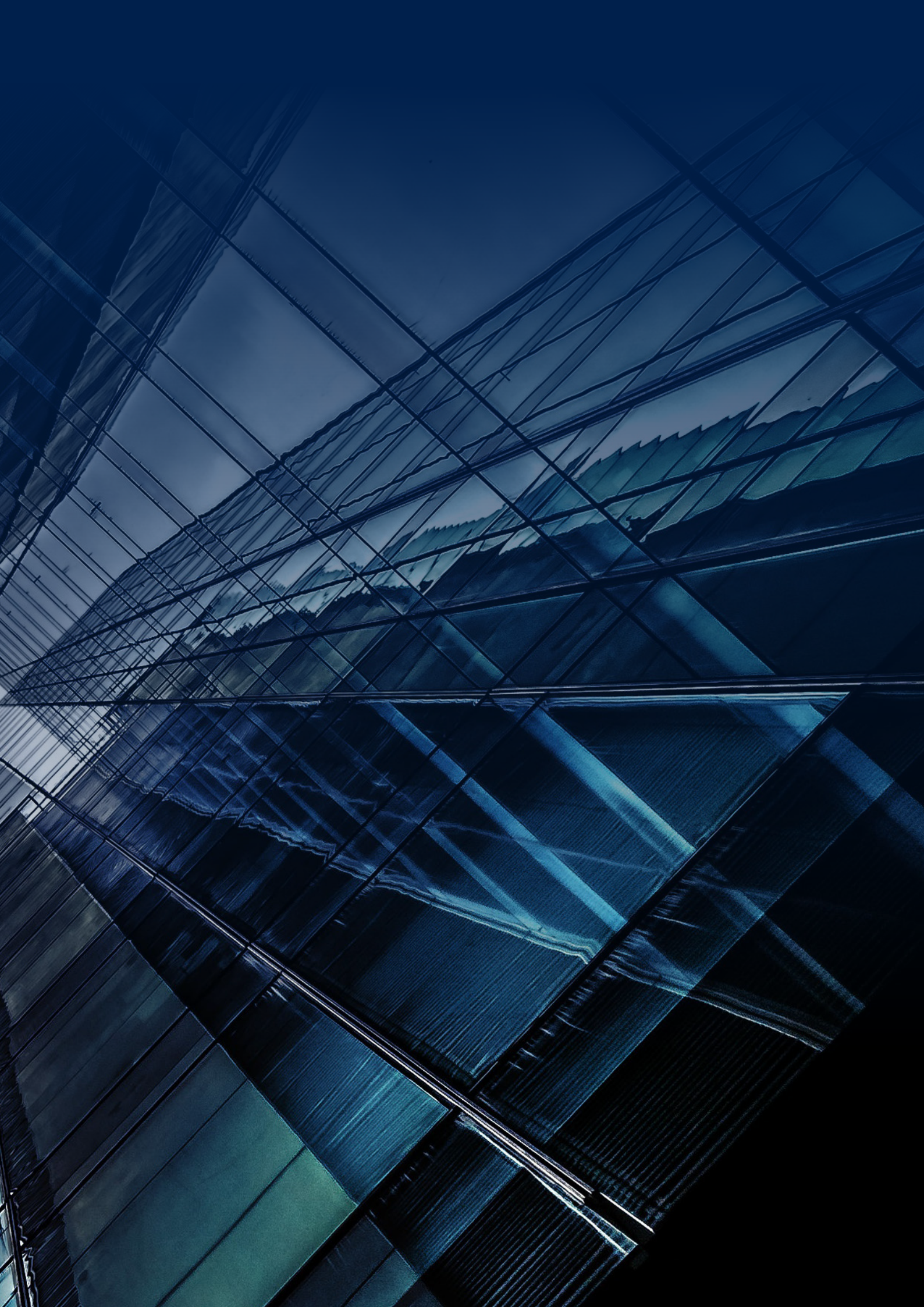


// The lawyers were outstanding. They made a tremendous effort to simplify everything and there were a number of complications which they worked through calmly and with minimal fuss. //

Chambers Europe 2017

// a very well-rounded team able to handle the different aspects of the work. //

Chambers Asia Pacific 2016



Mayer Brown is a distinctively global law firm, uniquely positioned to advise the world's leading companies and financial institutions on their most complex deals and disputes. With extensive reach across four continents, we are the only integrated law firm in the world with approximately 200 lawyers in each of the world's three largest financial centers—New York, London and Hong Kong—the backbone of the global economy. We have deep experience in high-stakes litigation and complex transactions across industry sectors, including our signature strength, the global financial services industry. Our diverse teams of lawyers are recognized by our clients as strategic partners with deep commercial instincts and a commitment to creatively anticipating their needs and delivering excellence in everything we do. Our "one-firm" culture—seamless and integrated across all practices and regions—ensures that our clients receive the best of our knowledge and experience.

Please visit [mayerbrown.com](https://www.mayerbrown.com) for comprehensive contact information for all Mayer Brown offices.

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