



Adams & Remers



A&R. Corporate Services

We provide legal and business advice to private and public companies in London and the South East from a range of industries - including the oil, gas and mining sectors. Our growing AIM work includes multimillion pound flotations, often with an international dimension. And we help companies already admitted to AIM with regulatory requirements and secondary fundraisings. Many businesses are making targeted acquisitions either to consolidate or to extend their international reach. This has brought us more M&A work and we are also working increasingly with clients who need advice on digital media, global branding and international commercial contracts.

## Mergers & Acquisitions

We help businessmen and women achieve their ambitions through mergers and acquisitions. Whether you represent an SME or an AIM-listed company, we have the experience and expertise to handle your deals and provide value for money. And if you are in the motor dealership, recruitment, oil, gas, pharmacy or healthcare sector then we have a lot of experience of deals in your market. Our deal values are typically between £3m and £50m. Most of our clients are companies in the United Kingdom. Though many of our transactions have an international dimension spanning Europe, the Middle East, Singapore, Australia and Hong Kong. We will guide you from the planning stage through to completion and beyond. We make sure we understand the business and exactly what you are trying to achieve, what's important to you. We try hard to fit our service round what you want, rather than the other way round.

### Work scope - how we can help

- Preparing a business for sale
- Implementing tax planning opportunities
- Assisting in negotiations
- Negotiating the sale agreement and related legal documents
- Advising on staff-related issues
- Business investigation and disclosure
- Allocating legal and commercial risk
- Co-ordinating funders and other advisers to meet completion deadlines

## Capital Markets

We have a wealth of experience in advising companies, brokers and advisers on listings and fundraisings. Most of our work is in connection with flotations and fundraisings on the AIM Market of the London Stock Exchange but we also advise on listings on the ISDX Growth Market and the Official List. Our work includes helping companies prepare for a listing, the admission and IPO process itself and, once listed, advising on continuing, regulatory obligations. We work with established companies and those at an early stage of development. We also act for, and have good relationships with, nominated advisers, brokers, accountants and other corporate advisers. Our experienced corporate lawyers provide practical and responsive advice on the commercial, legal and regulatory issues involved in obtaining a listing and life as a quoted company. Commercially minded, approachable and pragmatic – we support our clients through all stages of the transaction. We pride ourselves on building strong and longstanding relationships with our clients and understand the importance of delivering personal and bespoke solutions cost-effectively.

### Work scope - how we can help

- Pre-admission planning and restructuring
- IPOs
- Rights issues
- Secondary offerings
- Private placements
- Continuing regulatory compliance
- Public takeovers
- De-listings
- Restructurings
- Corporate governance

## Joint Ventures & Shareholders' Agreements

All businesses with more than one shareholder should have a Shareholders' Agreement in place – setting out the rules by which the ownership of a company is held and the powers of shareholders. This legally binding document is a powerful tool for the resolve disputes and for managing change in all stages of a business's life. We represent and advise shareholders from organisations of all sizes – helping to define their legal relationship with each other and the framework within which their business venture is to operate. To avoid future disputes, we can build into the Shareholders Agreement a mechanism to cope with any future relationship breakdown between shareholders or future sale of the business.

### Work scope - how we can help

- Discussing with shareholders their aims and objectives in respect of the business venture
- Preparing and negotiating a Shareholders' Agreement or Joint Venture Agreement
- Advising shareholders on appropriate mechanisms for transferring shares and for extracting value from the company
- Dealing with deadlock and ways to resolve this
- Dealing with the eventual sale of the business
- Advising on ways in which the business relationship can be terminated if things don't work out

## Partnerships & LLPs

Business owners often choose a Partnership or LLP structure for their enterprises for regulatory or tax benefits. Both offer flexibility in ownership and LLPs can bring additional liability protection. We represent and advise partners and members of LLPs by helping from the outset to define their legal and business relationship with each other. We deal with the admission, retirement and expulsion of partners – and with other issues such as property belonging to or used by the partnership. We create a clear framework covering the capital contributions and the distribution of profits and losses. Put simply – we get into place a robust trading and operational framework that protects business interests.

### Work scope - how we can help

- Discussing with partners their aims and objectives in respect of the partnership or LLP
- Preparing and negotiating a Partnership Agreement or LLP Agreement
- Advising on the admission, retirement and expulsion of partners
- Advising on capital contributions and the distribution of profits and losses
- Advising on procedures for decision-making on important issues

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This has been an interesting, exciting and challenging process to go through, but certainly made easier knowing that I have had a great legal team behind me.

MARK SMITH, MD, GAMESMAN LIMITED

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