



## Capital Markets

Our global capital markets team represents issuers and underwriters in public equity and debt capital transactions, including initial public offerings (IPOs) and follow-on offerings; rights offerings; listings in international markets; and offerings of investment grade and high-yield bonds, including Rule 144A and Regulation S transactions.

We offer integrated securities advice on complex, cross-border transactions to issuers, underwriters, selling shareholders, sponsors, arrangers, lead managers, originators, dealers, trustees and depositories on a broad range of securities offerings.

Companies, underwriters, and placement agents rely on us to deliver global advice and unmatched local, on-the-ground resources to support public and private equity and debt capital raising transactions.

We have built a strong global platform based on deep industry knowledge in key growth sectors and access to global funding sources through relationships with the business and funding communities, including investment banks, private equity and venture capital providers and hedge funds.

### CAPABILITIES

#### Equity Capital Markets

- IPOs across key global exchanges (LSE Main Market and AIM, NYSE, NASDAQ, Hong-Kong SE, ASX and various EMEA exchanges)
- Follow-on share offerings and rights offerings
- IPOs of investment entities including special purpose acquisition companies (SPACs)
- Block trades (ABBs)
- Cross-border securities offerings
- Ongoing reporting and compliance advice
- US securities regulation
- Other public equity transactions, pre-IPO financings and convertible bond offerings
- Ordinary or preferred shares
- Depositary receipts - GDRs or ADRs

### KEY CONTACTS

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## Debt Capital Markets and Structured Finance

- High yield debt offerings
- Structured and project bonds
- Derivatives
- Portfolio asset sales
- Securitisations
- Collateralised loan obligations

## US securities regulation

- SEC-registered offerings
- Rule 144A / Regulation S offerings
- On-going compliance with US rules
- US securities advisory across the UK, EMEA and Asia

## Ongoing reporting and compliance advice

- Corporate governance
- Transparency Directive and DTRs
- Financial regulatory compliance

## EXPERIENCE

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### Equity

- Represented NYSE-listed biopharmaceutical company Kadmon, in its \$75 million underwritten public offering
- Represented Connecture, Inc. (Nasdaq: CNXR), a fast growing provider of Web-based information systems used to create health insurance marketplaces, in its \$75 million initial public offering
- Represented Neothetics (Nasdaq: NEOT), a clinical-stage specialty pharmaceutical company developing therapeutics for the aesthetic market, in its \$65 million initial public offering
- Advised Allied Minds on its IPO and admission to trading on the Main Market of the London Stock Exchange
- Advised Indochina Capital Vietnam Holdings on its \$500 million IPO and Rule 144A on the London Stock Exchange
- Represented China Railway Group in raising US\$5.5 billion through a dual listing in Shanghai and Hong Kong

### Debt

- Represented United States Steel Corporation in its issuance of \$980 million aggregate principal amount of 8.375 percent Senior Secured Notes due in 202
- Represented Lima Metro 2 Finance Limited and the project sponsors in the issuance of \$1.15 billion of Senior Secured Notes to US and international investors pursuant to Rule 144 and Regulation S
- Represented J.P. Morgan Securities LLC, U.S. Bancorp Investments, Inc., Wells Fargo Securities, LLC and 14 other underwriters in connection with a US\$800 million dual-tranche investment grade debt offering by Marriott International, Inc.
- Represented Citigroup Global Markets as underwriter in the \$500 million shelf takedown of floating rate senior notes of Telefónica S.A.
- Akbank (one of the three largest Turkish banks) on a TL 1 billion (US\$570 million) international bond issue under Rule 144A. This was first Turkish Lira denominated bond issue out of Turkey
- Represented HSBC Bank plc, Credit Suisse Securities (Europe) Limited, Merrill Lynch International, Banco Santander, S.A., Bankia, S.A. and Société Générale Corporate and Investment Banking, acting as initial purchasers, in connection with the issue by Abengoa Finance, S.A.U. – a wholly owned subsidiary Abengoa, S.A. – of €250,000,000 8.875 per cent. senior notes due 2018

(bonos) unconditionally and irrevocably guaranteed by Abengoa, S.A. and some of its subsidiaries to be listed on the Official List of the Luxembourg Stock Exchange and admitted to trading on the Euro MTF market

## INSIGHTS

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### Publications

#### **Climate activism: Status check and opportunities for public companies**

14 December 2020

The systemic risk of climate change is being discussed and managed in board rooms around the world.

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#### **SEC 2021 and beyond: What to expect**

7 December 2020

Some likely areas of SEC focus, from both the regulatory and enforcement perspectives, in 2021 and beyond.

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#### **Contracting for the climate: The Climate Contract Playbook is a trove of climate clauses**

11 November 2020

Contracts have become an essential vehicle for companies seek to mitigate their environmental risks and limit their carbon footprints.

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#### **New CFIUS regulations change mandatory filing requirements and increase the importance of US export controls**

30 September 2020

The new rule modifies the criteria that trigger a mandatory filing with CFIUS, potentially subjecting more transactions to mandatory CFIUS review.

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#### **Chinese and other emerging market companies listed in the US face increased scrutiny from Congress and Nasdaq**

27 May 2020

Within a span of two days, the US Senate, House and Nasdaq each took steps to safeguard investors in the US capital markets.

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#### **SEC Chairman announces roundtable on emerging markets and China**

7 May 2020

This continuing focus on investor protection is consistent with other key regulatory initiatives.

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#### **ASX announces amendments to class waivers for raising capital during COVID-19**

23 April 2020

On the 22 April 2020, ASX announced amendments to class waivers following discussions with ASIC and industry and investor groups. The key changes, apply to capital raisings announced on or after 23 April 2020.

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## **FINRA updates frequently asked questions related to regulatory relief due to the COVID-19 pandemic**

23 April 2020

Additional guidance from FINRA for broker-dealers.

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## **FINRA publishes COVID-19 information notice providing suggested measures to strengthen cybersecurity controls**

10 April 2020

FINRA provides numerous suggested measures for strengthening cybersecurity controls regarding increased risks associated with employees working remotely.

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## **US: FINRA publishes frequently asked questions related to regulatory relief due to the COVID-19 pandemic**

10 April 2020

Through these FAQs, FINRA provides temporary relief from certain rules and requirements where compliance may be affected by the pandemic.

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## **Federal Reserve resurrects TALF program in response to COVID-19**

6 April 2020

It is widely expected that the terms and requirements of obtaining credit through TALF 2.0 will largely follow those from a predecessor facility made available during the financial crisis.

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## **ASX and ASIC make it easier for companies to raise capital during COVID-19**

3 April 2020

The economic shock caused by the COVID-19 pandemic has impacted companies across all sectors, with many needing to raise capital urgently to sustain them until the pandemic passes. The Australian Securities Exchange (ASX) and Australian Securities and Investments Commission (ASIC) have recognised this, and on 31 March 2020 announced temporary emergency capital raising relief to help facilitate capital raisings in the short term.

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## **Australian Government increases scrutiny on foreign investment as part of response to COVID-19**

31 March 2020

### **OVERVIEW**

- Monetary screening threshold reduced to \$0 for all foreign investments under the FATA
  - Timetables for new and existing applications to be extended up to 6 months
  - Priority will be given to applications for investments that support Australian business and jobs so, where applicable, this should be highlighted in applications to FIRB
  - Transactions signed prior to 10:30pm on Sunday, 29 March not impacted by changes
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## **COVID-19 and French financial markets: The AMF announce a short selling ban for one month**

31 March 2020

Following its decision to temporary ban short selling on 92 French stocks admitted to trading on Euronext Paris (regulated market), Euronext Growth Paris or Euronext Access (multilateral trading facilities), trading venues operated by Euronext Paris, with immediate effect until the end of the trading day on Tuesday 17 March, the Autorité des marchés financiers (AMF), in the light of the outbreak of COVID-19 and its consequences on the economy and financial market in France, has decided to ban for a total period of 30 days the creation or increase of short net positions with immediate effect on 18 March 2020 (read the decision here).

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## **COVID-19 and the impact on asset-based lenders and their customers**

31 March 2020

The outbreak of coronavirus COVID-19 represents one of the most significant global public health crises in recent memory and is causing major disruption and unprecedented volatility in markets, economies and businesses.

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## **ESG: The rise of private ordering and the role of the NCGC committee (United States)**

26 March 2020

### **ESG HANDBOOKS AND GUIDES**

This inaugural ESG handbook, part of our 2020 Proxy Season Hot Topics series, aims to help public companies as they develop and maintain a robust ESG program.

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## **Securities regulators, TSX and TSXV provide relief for market participants due to COVID-19 (Canada)**

25 MAR 2020

In response to ongoing developments related to COVID-19 and its impact on market participants, each of the Canadian Securities Administrators (“CSA”), the Toronto Stock Exchange (the “TSX”) and the TSX Venture Exchange (the “TSXV”), have provided relief for issuers, dealers and investment funds.

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## **Energy commodity marketing and trading companies in times of crisis: Risks of heightened scrutiny from the CFTC and FERC**

23 March 2020

Energy commodity marketing and trading companies should take a number of steps to mitigate the risks of regulatory infractions during times of crisis.

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## **Virtual shareholder meetings and COVID-19: a primer (Canada)**

19 MAR 2020

With concerns regarding the spread of the COVID-19 and the fact that many jurisdictions have banned gatherings of anywhere from 10 to 250 people or more, and with new restrictions coming daily, if not hourly, many Canadian issuers have begun to consider alternatives to the traditional in-person annual meeting of shareholders.

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## **Coronavirus: SEC provides guidance for conducting annual meeting (United States)**

17 March 2020

The SEC provides a process for companies to notify shareholders of a change in date, time or location of the annual meeting and guidance on the holding of virtual or hybrid annual meetings and the presentation of shareholder proposals.

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## **Considerations for virtual annual shareholder meetings in light of the coronavirus (United States)**

6 March 2020

With the proxy season upon us, many public companies are grappling with how to responsibly hold annual shareholder meetings in light of the COVID-19 outbreak.

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## **Monthly Legal Insights on Hong Kong Capital Market (February 2020)**

5 March 2020

Hong Kong Capital Markets Monthly Legal Insight - The February edition is mainly about the Hong Kong Stock Exchange's guidance on rules regarding the publication of financial results during the outbreak of the Coronavirus and on the front-loaded regulatory approach adopted by the SFC of Hong Kong to address issues regarding market quality and corporate conducts.

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## **SEC provides filing extension for companies affected by coronavirus (United States)**

5 March 2020

Companies that file public reports that are unable to meet filing deadlines due to the COVID-19 outbreak will have an additional 45 days to file.

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## **NEWS**

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### **DLA Piper advises Crédito Real in US\$500 million senior notes offering and related US\$215 million tender offer and consent solicitation**

8 February 2021

DLA Piper advised Crédito Real S.A.B. de C.V., SOFOM, E.N.R. in its US\$500 million issuance of 8% senior notes due 2028 and in the related US\$215 million tender offer and consent solicitation with respect to Crédito Real's 7.250% notes due 2023.

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### **DLA Piper advises Manulife on its acquisition of 39 Martin Place**

29 January 2021

DLA Piper has advised international financial services group Manulife Financial Corporation on its 50/50 joint venture with Investa Commercial Property Fund ("ICPF") to acquire the right to a 100% interest in 39 Martin Place, Sydney from Macquarie Group Limited (ASX: MQG).

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### **DLA Piper advises Zip on investment in Twisto Payments**

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19 January 2021

Global law firm DLA Piper has advised ASX listed Zip Co Limited (ASX: Z1P), a leading player in the digital retail finance and payments industry, on its investment in Twisto Payments a.s, a leading payments platform based in the Czech Republic and Poland.

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### **DLA Piper advises Puerto Rico Aqueduct and Sewer Authority in its issuance of US\$1.4 billion of Series 2020A and 2020B senior lien revenue refunding bonds**

8 January 2021

DLA Piper represented the Puerto Rico Aqueduct and Sewer Authority (PRASA) in its issuance of US\$1.4 billion of Revenue Refunding Bonds, Series 2020A (Senior Lien) and Federally Taxable Revenue Refunding Bonds, Series 2020B (Senior Lien).

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### **DLA Piper advises Argentine Province of Chubut in debt restructuring**

7 January 2021

DLA Piper represented Argentina's Province of Chubut in connection with its consent solicitation to modify the terms of its US\$650 million 7.75% secured amortizing notes due 2026.

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### **DLA Piper tops list for global M&A deal volume for 11th straight year**

7 January 2021

For the 11th consecutive year, DLA Piper was the highest-ranked legal advisor in the world for M&A deal volume, according to *Mergermarket's* league tables.

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### **DLA Piper advises Seaspan Corporation in US\$201.25 million 3.75% exchangeable senior notes offering**

4 January 2021

DLA Piper represented Seaspan Corporation, a leading independent owner and operator of containerships, in its offering of US\$201.25 million principal amount of 3.75% exchangeable senior notes due 2025 closed on December 21, 2020.

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### **Margarita Oliva Sainz de Aja joins DLA Piper as regional head of banking and finance - Latin America**

2 December 2020

DLA Piper announced today that Margarita Oliva Sainz de Aja has joined DLA Piper as a partner and regional head of banking and finance – Latin America.

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### **DLA Piper advises Space Capital on investment in technology start-up bliq**

27 October 2020

DLA Piper has advised US venture capital investor Space Capital on its investments in German technology start-up, bliq. The investment was part of bliq's Series Seed 2 financing round.

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## **DLA Piper advises Vivendi Group and Gameloft in acquisition of The Other Guys**

19 October 2020

DLA Piper represented Vivendi Group and Gameloft S.E. in the acquisition of The Other Guys.

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## **DLA Piper advises the Province of Mendoza on debt exchange offer and consent solicitation**

8 October 2020

DLA Piper represented Argentina's Province of Mendoza on a debt exchange offer and consent solicitation relating to its US\$590 million aggregate principal amount of 8.375% notes due 2024.

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## **Francisco Cerezo named to the *Daily Business Review's* 2020 list of Florida Trailblazers**

10 September 2020

DLA Piper is pleased to announce that Francisco Cerezo has been named a 2020 Florida Trailblazer by the *Daily Business Review*.

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## **DLA Piper advises AS Roma in its sale to The Friedkin Group for €591 million**

17 August 2020

DLA Piper represented AS Roma SPV, LLC, the majority shareholder of Italian soccer club AS Roma, in the sale of its controlling interest in the team and certain related assets to The Friedkin Group, Inc., in a transaction valued at €591 million.

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## **DLA Piper advises Syngenta on the acquisition of South African Sensako Group**

17 August 2020

DLA Piper has advised Swiss-based Syngenta Group on its acquisition of Sensako Group, a South African seeds company engaged in the breeding and the commercialization of agronomic crops.

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## **DLA Piper advises Heidelberger Druckmaschinen on the sale of MIS software provider CERM**

6 August 2020

DLA Piper has advised Heidelberger Druckmaschinen AG (Heidelberg) on the sale of CERM, a global provider of Management Information System (MIS) software for the printing industry, in a Management Buyout (MBO).

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## **DLA Piper advises Episode Six on its USD7 million Series A financing**

22 July 2020

DLA Piper has advised Episode Six, a next-generation financial technology provider, on its recent USD7 million Series A funding. The round was led by HSBC and includes investments from Mastercard and SBI Investment Co., Ltd., which first invested in Episode Six through its FinTech Business Innovation Fund in 2017.

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## **DLA Piper advises Katoen Natie on the acquisition of Nijhof Wassink**

7 July 2020

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DLA Piper has advised Katoen Natie, an international logistics service provider and port operator, on the acquisition of the warehousing activities of Nijhof-Wassink in Poland, a family-owned company specialising in logistics.

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### **DLA Piper announces partnership promotions for 2020**

30 April 2020

DLA Piper is proud to announce that 67 lawyers have been promoted to its partnership. The promotions are effective as of April 1, 2020 in the United States and May 1, 2020 for EMEA and Asia Pacific. The promotions have been made across many of the firm's practice areas in 35 different offices throughout 13 countries.

Across the firm's practices globally, Corporate saw the largest intake of new partners with 19 promotions, followed by Litigation and Regulatory with 15. Intellectual Property and Technology and Finance and Projects had ten and eight promotions respectively, while there were six in Real Estate. Tax and Employment both had four, and there was one in Restructuring.

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### **DLA Piper advises Société Générale on joint venture with Mitsubishi UFI lease & finance in Malaysia**

7 April 2020

DLA Piper has advised ALD, an auto lease company operating as a subsidiary of Société Générale, on the formation of a joint venture with Mitsubishi UFJ Lease & Finance Company Limited that will establish multi-brand, full service operational leasing and fleet management business with related mobility products for corporate clients in Malaysia.

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### **DLA Piper lawyers named Acritas Stars**

10 March 2020

Acritas has named over 200 DLA Piper lawyers as 2020 Acritas Stars. Now in its fourth year, Acritas Stars highlights the stand-out lawyers in private practice as nominated by clients around the world. More than 3,000 senior in-house counsel feed into the nomination process to give a comprehensive view of highly recommended lawyers across the globe.

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### **DLA Piper only firm in top five for private equity, venture capital and M&A for third consecutive year**

25 February 2020

DLA Piper was the only firm to rank among the top five most active law firms for global deal volume in each of private equity, venture capital and M&A.

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### **DLA Piper advises GS Engineering & Construction in its EUR140 million acquisition of Danwood Holding from Enterprise Investors**

28 January 2020

DLA Piper advised GS Engineering & Construction, a leading global construction company based in South Korea, on the acquisition of 100% of the shares in Danwood Holding from Polish Enterprise Fund VII, a private equity fund managed by Enterprise Investors. The value of the transaction is EUR140 million.

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### **DLA Piper tops list for global M&A deal volume for tenth straight year**

8 January 2020

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For the tenth consecutive year, DLA Piper was the highest ranked legal advisor in the world for M&A deal volume, according to *Mergermarket's* league tables.

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### **DLA Piper Mexico advises Inversiones Firpo and Grupo Cosbaj in their acquisition of Operadora de Hoteles Costa Baja**

10 September 2019

DLA Piper Mexico represented Inversiones Firpo, S.A. de C.V. and Grupo Cosbaj, S.A.P.I. de C.V. in their acquisition of the totality of shares representing the capital stock of Operadora de Hoteles Costa Baja, S.A. de C.V., a company that owns a Gran Turismo Hotel in the "Puerta de Cortes" tourism development located in Baja California Sur, Mexico, from Promociones Turística AV, S.A.P.I. de C.V.

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### **DLA Piper adviseert The Carlyle Group bij investering in HSO Group**

6 September 2019

DLA Piper heeft The Carlyle Group geadviseerd bij de investering in HSO Group. Het eigen vermogen voor de investering kwam van Carlyle European Technology Partners III Fund (CETP), een fonds van EUR635 miljoen dat investeert in technologiegerichte bedrijven in Europa en de VS.

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### **DLA Piper advises The Carlyle Group on its investment in HSO Group**

6 September 2019

DLA Piper has advised The Carlyle Group on its investment in HSO Group. Equity for the investment is provided by Carlyle European Technology Partners III Fund (CETP), a EUR635 million fund that invests in technology-focused companies in Europe and the US.

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### **DLA Piper advises Proteak Uno in the implementation of a strategy for subscription of shares of treasury stock**

29 August 2019

DLA Piper represented Proteak Uno, S.A.B. de C.V. (TEAK), a Mexican company active in the international forestry sector, in the development and implementation of a corporate and market strategy for the company's current shareholders to subscribe a portion of the shares held in TEAK's treasury.

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### **DLA Piper advises Genomma Lab in authorization for registered public note offering**

26 July 2019

DLA Piper advised Genomma Lab Internacional S.A.B. de C.V. in obtaining authorization from the Mexican National Banking and Securities Commission (CNBV) to register a revolving issued program.

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### **DLA Piper advises Jaja Finance on its £530m acquisition of Bank of Ireland's UK credit card business**

12 July 2019

DLA Piper has advised digital finance company Jaja Finance Limited (Jaja) on the acquisition of Bank of Ireland's (The Bank) UK credit card portfolio.

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## **DLA Piper announces launch of Artificial Intelligence practice**

14 MAY 2019

DLA Piper announced today the launch of its Artificial Intelligence practice, which will focus on assisting companies as they navigate the legal landscape of emerging and disruptive technologies, while helping them understand the legal and compliance risks arising from the creation and deployment of AI systems.

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## **Mariana Lozza and Nicolas Teijeiro join DLA Piper Argentina**

14 MAY 2019

DLA Piper Argentina announced today the addition of Mariana Lozza as a partner in the International Arbitration practice and Nicolas Teijeiro as a partner in the Corporate Finance practice. Both will be based in the firm's Buenos Aires office.

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## **DLA Piper appoints new Head of Corporate for the Middle East, strengthening M&A capability**

13 MAY 2019

DLA Piper has appointed Will Seivewright as a partner and Head of Corporate for the Middle East. Will joins the firm's Dubai office from Baker McKenzie. His practice focuses on M&A (both public and private), joint ventures, corporate restructurings, private equity and venture capital transactions in the UAE, broader Middle East and internationally.

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## **DLA Piper announces partnership promotions for 2019**

1 APR 2019

DLA Piper is proud to announce that 77 lawyers have been promoted to its partnership. The promotions are effective as of April 1, 2019 in the United States and May 1, 2019 for EMEA and Asia Pacific. The promotions were made across many of the firm's practice areas in 43 different offices throughout 20 countries.

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## **DLA Piper advises Alsea on financing related to €575 million acquisition of Grupo Vips**

27 MAR 2019

DLA Piper represented Alsea S.A.B. de C.V., a Mexico City-based operator of quick service restaurants, coffee shops and casual dining establishments in Latin America and Spain, in the financing related to its €575 million acquisition of Spanish restaurant group Grupo Vips.

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## **Advising Zetta Jet on foreign insolvency judgment in Singapore**

19 MAR 2019

DLA Piper acted as international counsel to Zetta Jet Pte. Ltd. (a Singapore-incorporated company) ("Zetta Jet") and others, as applicants, in a seminal judgment on the recognition of foreign insolvency proceedings under the UNCITRAL Model Law on Cross-Border Insolvency (as adopted in Singapore in 2017) (the "Singapore Model Law").

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**DLA Piper advises China Ping An Insurance Overseas (Holdings) Co. Ltd. on investment in GDS Holdings Limited**

18 MAR 2019

DLA Piper represented China Ping An Insurance Overseas (Holdings) Co. Ltd. (Ping An Overseas) in entering into a definitive agreement to make an equity investment in the NASDAQ listed GDS Holdings Limited (GDS), a leading developer and operator of high-performance data centers in China. Ping An Overseas paid a subscription price of US\$150 million for convertible preferred shares in GDS.

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**DLA Piper advises Merlin Entertainments on the A\$174 million sale of Australian ski resorts**

13 MAR 2019

DLA Piper has advised Merlin Entertainments, a global leader in location based entertainment, on the A\$174 million sale of its Australian ski resorts, Hotham and Falls Creek, to US ski resort operator Vail Resorts, Inc.

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**DLA Piper advises Laureate on US\$28 million asset sale**

6 MAR 2019

DLA Piper has advised Baltimore-based and Nasdaq listed Laureate Education (NASDAQ:LAUR), the world's largest global network of higher education institutions, on the sale of Laureate's interest in Stamford International University (Stamford) to China YuHua Education Investment Limited (YuHua) (6169:HK).

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