



Public Company and Corporate Governance

Sound corporate governance is an essential pillar of any successful business. Our corporate governance team is a trusted advisor to leading and emerging companies and government entities on corporate governance matters, providing strategic advice and guidance.

We offer comprehensive counsel and representation to public and private companies concerning the regulatory landscape and best practice for corporate governance matters. We assist clients with implementing new governance statutes, rules and regulations; auditing compliance; evaluating disclosure issues; investigating allegations of wrongdoing; and responding to civil, administrative or criminal actions. We also provide board and management continuing education programs.

We have significant experience in advising senior management, boards of directors and special committees of public companies of all sizes on governance matters. Others have experience in areas that directly concern governance issues, such as government controversies (internal investigations and regulatory enforcement proceedings), white collar criminal defence, government affairs, securities litigation and executive compensation.

We also have considerable experience in advising shareholders of listed and unlisted companies on best practice in relation to corporate governance issues. We advise clients on:

- Specifying the distribution of rights and responsibilities for stakeholders, board members, committees and managers
- Specifying the rules and establishing procedures for making decisions among stakeholders, board members, committees, managers and auditors, and
- Implementing structures for corporate governance so that the shareholder objectives can be met.

From an institutional investor perspective, we also recognize and advise investors on the importance of governance as a mechanism for monitoring the actions, policies and decisions of corporations in order to achieve an alignment of interests among stakeholders.

CAPABILITES

Our corporate governance services cover:

- Board structure and performance monitoring

KEY CONTACTS

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- Conflicts of interest
- Compliance best practice, auditing and training
- Design and review of corporate governance programs
- Review of corporate governance structures within the compliance framework
- Disclosure of price-sensitive market information
- Directors' and Officers' duties
- Protection of company funds from non-arm's length, related party dealings
- Remuneration and indemnification of Directors
- Reporting obligations
- Risk management and minimisation

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For shareholders:

- Obligations of shareholders as owners
- Shareholder rights to engage with management
- Shareholder activism

EXPERIENCE

We recently advised a UK bank subsidiary of a non-EU parent company who required advice in the context of a larger overseas restructuring, which gave the FSA ("Financial Services Authority") concerns about the protection of the UK bank's assets. As a result of these concerns, the FSA imposed an own-initiative variation of permission ("OIVOP") on the UK bank which prohibited it from transferring assets to the parent or affiliated group companies without the permission of the FSA.

DLA Piper was particularly suitable for this instruction because of our strong reputation for understanding banking businesses and financial services clients and of how the regulators approach their supervisory powers in the context of stressed situations.

The firm provided advice in relation to:

- the UK bank's obligations to the FSA;
- the UK bank's obligations to the to its overseas parent; and
- the UK bank's board members on their obligations as board directors to:
 - the FSA under UK financial services regulatory law and under the OIVOP;
 - to the UK bank, as directors subject to English company law; and
 - to the parent company, as directors of a subsidiary of the parent.

This involved advising the client on the implications of the OIVOP for the client's freedom of action at board level and of their obligations under FSA senior management requirements and UK company law. In doing so, advice was provided in relation to aspects of the FSA regulatory environment, the UK company law framework and the company law framework of the non EU parent company.

We also participated in meetings between the client and the FSA (at Head of Department level) in the context of the imposition of the OIVOP, which required an enhanced understanding of SYSC (Senior Management Arrangements, Systems and Controls), SUP (Supervision Manual), APER (Code of Practice for Approved Persons) and the FSA Principles for Businesses as well as the FSA's supervisory tools and enforcement options.

In addition, we advised the client with regard to their interactions with their UK clearing bank and the implications of the OIVOP for their clearing and for their day to day transactions. We also assisted the client's board in managing its relationship with its parent in order to explain the implications of the OIVOP for normal parent/subsidiary relationships and governance.

INSIGHTS

Publications

2019 Proxy Season Hot Topics: Part 3 – SEC hedging rules, auditor report, Form 10-K changes

15 FEB 2019

[2019 PROXY SEASON HOT TOPICS](#)

New SEC hedging rules, changes to the auditor's report, changes to Form 10-K cover pages and exhibit hyperlinks.

eSignature and ePayment News and Trends

20 DEC 2018

[ESIGNATURE AND EPAYMENT NEWS AND TRENDS](#)

In this issue, digitally transforming your business – the year's big legal and regulatory developments and breaking news.

Top of mind: Litigation

10 DEC 2018

Our coverage of big compliance, enforcement and litigation issues that businesses are thinking about this quarter.

Congress finalizes CFIUS reform bill to broaden national security reviews of foreign investments

25 JUL 2018

A summary of the major changes FIRREA presents to the CFIUS review process.

Corporate reorganizations in the US: five key steps

24 JUL 2018

Corporate reorganizations can be complex and time-consuming. Here are five key tips to consider, taken from our US chapter of *Corporate Reorganisations*, part of the popular "Getting the Deal Through" Q&A comparative series.

While you are celebrating: 4 simple holiday season cyber-readiness steps for Asian businesses

12 DEC 2017

Attacks are more likely to happen during the holiday seasons when a company's key decision makers are on leave and its resources are stretched.

The Government's New Directive to the OIO

1 DEC 2017

The Associate Finance Minister and the Minister for Land have issued a new directive letter under the Overseas Investment Act 2005 (**OIA**), directing the Overseas Investment Office (**OIO**) as to the government's general policy towards overseas

investment, and the relative importance to be given to different factors in assessing sensitive land applications involving "rural land" and "forest land".

The directive letter comes into effect from 15 December 2017 and applies to all new and existing applications under consideration by the OIO as at that date.

International tax and withholding considerations for US companies and their directors

19 MAY 2015

Multinationals commonly elect boards with international representation; it is also common to convene board meetings outside the US. US companies that do either – or both – of these things must be mindful of any resulting US or foreign tax implications

Corporate governance also means protecting your technology and information

7 MAR 2013

Conflict mineral reporting rules impact many public companies: *new supply chain requirements and new Form SD*

19 Sep 2012

Understanding the new reporting requirements.

NEWS

DLA Piper hires new corporate partner in the Middle East

16 October 2019

DLA Piper has appointed corporate lawyer Tim Sunar as a new partner in the Middle East. Tim joins the firm from Blake, Cassels & Graydon LLP. His practice focuses on cross-border M&A, corporate finance, international joint ventures, reorganisations and a range of commercial transactions.

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.

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.

DLA Piper advises Tirona on the acquisition of a stake in CashCape

5 September 2019

DLA Piper has advised Tirona Ltd. on the acquisition of a 25 percent stake in the fintech app CashCape.

DLA Piper advises BASF in connection with partial divestiture of European polyamide business

14 August 2019

DLA Piper has advised DAX company BASF on the acquisition of Solvay's integrated global polyamide business. A corresponding agreement was signed by both companies in September 2017. Following the approval of the transaction by the European Commission in January 2019, which was granted subject to certain conditions including the divestment of polyamide production sites in Europe to a third party, the parties have now reached an agreement on such divestment to Domo Chemicals.

DLA Piper advises Helios Investment Partners and EAEF on African agriculture buyout deal

17 July 2019

DLA Piper has advised Helios Investment Partners (Helios) and the Egyptian-American Enterprise Fund (EAEF) on their acquisition of a 96.7% stake of Misr Hytech Seed International (Misr Hytech). The investment of EAEF was through its investment manager Lorax Capital Partners (LCP).

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.

DLA Piper advises Wipro Limited on the acquisition of International TechneGroup Incorporated

10 July 2019

DLA Piper has advised Wipro Limited on its acquisition of International TechneGroup Incorporated (ITI), a global digital engineering and manufacturing solutions company.

DLA Piper advises Rolls-Royce on acquisition of Siemens' eAircraft business

21 June 2019

DLA Piper has advised Rolls-Royce plc on the acquisition of Siemens' electric and hybrid-electric aerospace propulsion activities, eAircraft. The acquisition will accelerate the delivery of Rolls-Royce's electrification strategy and boost its ambition to play a major role in the "third era" of aviation. The completion of the transaction is expected in late 2019, following a period of employee consultation.

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.

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.

DLA Piper in Casablanca boosts finance offering

3 MAY 2019

DLA Piper announced today that Fabrice Armand has joined the firm's Casablanca office as location head of our Finance, Projects & Restructuring Group. Fabrice was previously a partner in DLA Piper's Paris office in charge of the debt capital markets, derivatives, financial services and regulatory practices.

DLA Piper grows Corporate/M&A practice in London with leading partner hire

30 APR 2019

DLA Piper today announces the appointment of Tracey Renshaw as a partner in its Corporate practice, based in London.

DLA Piper grows Corporate/M&A practice in London with leading partner hire

30 APR 2019

DLA Piper today announces the appointment of Tracey Renshaw as a partner in its Corporate practice, based in London.

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.

DLA Piper continues to boost European M&A practice with partner hire in Belgium

28 MAR 2019

DLA Piper is pleased to announce that Michaël Heene will be joining the firm as a partner in its Corporate practice, based in Brussels.

DLA Piper advises Mothercare on the sale of Early Learning Centre business to the Entertainer

26 MAR 2019

DLA Piper has advised UK retailer Mothercare plc on the £13.5 million sale of Early Learning Centre Limited to TEAL Brands Limited, a subsidiary of TEAL Group Holdings, the holding company of the Entertainer group of companies. Mothercare will use the proceeds from the sale to reduce its bank debt.

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").

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.

DLA Piper advises on AFS Technologies merger with Exceedra

14 MAR 2019

DLA Piper has advised Symphony Technology Group (STG), the parent company of AFS Technologies (AFS) - a provider of software solutions purpose-built for consumer goods manufacturers and food distribution companies - on its merger with Exceedra.

DLA Piper advises on £255 million takeover of Manx Telecom

14 MAR 2019

DLA Piper is advising AIM listed telecommunications provider, Manx Telecom plc, on its proposed takeover by Kelion Bidco for a total cash consideration of approximately £255.9 million.

DLA Piper advises Ocean Outdoor on €51m acquisitions of Dutch groups Interbest and Ngage Media

13 MAR 2019

DLA Piper has advised digital advertising firm Ocean Outdoor on its approximately €51 million (£43.5 million) acquisitions of Interbest (Interbest) and Ngage Media (Ngage), two leading digital out-of-home (DOOH) companies operating across the Netherlands.

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.

DLA Piper advises 10x Future Technologies on £32m Series B fundraising

12 MAR 2019

DLA Piper has advised fintech banking start-up 10x Future Technologies (10x) on its £32 million Series B funding round. A number of investors participated in the Series B funding including Nationwide, the world's largest building society, China's Ping An and global managing consulting firm Oliver Wyman.

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).

DLA Piper announces launch of Blockchain and Digital Assets practice

26 FEB 2019

DLA Piper announced today the launch of its Blockchain and Digital Assets practice, which will offer strategic advice on a global basis to address the needs of companies implementing blockchain technology solutions and creating and deploying digital assets.

DLA Piper recognized as a leading private equity, venture capital and M&A firm in *PitchBook's* league tables

19 FEB 2019

For the second consecutive year, DLA Piper was the only firm to rank as one of the top five most active law firms for private equity, venture capital and M&A deal volume in *PitchBook's* 2018 global league tables report.

DLA Piper advises Samsung Electronics on its investment in Verimi

1 FEB 2019

DLA Piper has advised Samsung Electronics on its investment in Verimi GmbH. Samsung Electronics joins a group of twelve international companies from a variety of industries. These include Allianz, Axel Springer, Bundesdruckerei, Core, Daimler, Deutsche Bahn, Deutsche Bank und Postbank, Deutsche Telekom, Lufthansa and Volkswagen Financial Services.

DLA Piper advises fintech company Splitit on its IPO

31 Jan 2019

DLA Piper advised global payment installment solution company Splitit Payments Ltd on its Australian Stock Exchange initial public offering this week.

DLA Piper advises CIRCOR in US\$85 million sale of Reliability Services business to RelaDyne

28 JAN 2019

DLA Piper represented CIRCOR International, Inc., a provider of flow control solutions and other highly engineered products for the industrial, energy, aerospace and defense markets, in the sale of its Reliability Services business to an affiliate of RelaDyne LLC for approximately US\$85 million.

DLA Piper strengthens ASEAN Corporate and Finance offering with key partner hire

21 JAN 2019

DLA Piper has strengthened its Corporate and Finance offering with the appointment of Philip Lee as a partner in its Corporate practice, based in Singapore.

DLA Piper tops *Mergermarket*, *Thomson Reuters* league tables

9 JAN 2019

For the ninth consecutive year, DLA Piper earned the top legal advisor ranking globally for overall M&A deal volume, according to *Mergermarket's* league tables.

DLA Piper advises Webjet on purchase of Middle East headquartered Destinations of the World

7 November

DLA Piper has advised Australian online travel business Webjet Limited on its US\$ 173 million purchase of UAE based Destinations of the World and related fully underwritten entitlement offer. Destinations of the World was sold by Abu Dhabi based private equity fund Gulf Capital.

DLA Piper completes global compliance survey of initial coin offerings and securities token offerings

6 NOV 2018

DLA Piper has completed a global compliance survey of initial coin offerings (ICOs) and securities token offerings (STOs), identifying how governments and agencies in more than 70 jurisdictions define, regulate and tax tokens and associated transactions.

DLA Piper advises James Hardie Industries in its €400 million debut euro bond offering

4 OCT 2018

DLA Piper represented James Hardie Industries, a global manufacturer and marketer of fiber cement products, in its €400 million debut euro bond offering.

DLA Piper grows Real Estate and Corporate team in Rome

24 SEP 2018

DLA Piper has added to its Real Estate and Corporate practice groups with three hires in Rome. Filippo Cecchetti, partner, joins together with Eleonora Laurito, legal director and Giulia Minetti Floccari, lawyer. All three hires come from Chiomenti Studio Legale where Filippo has worked as a partner since 2015.

DLA Piper appoints two directors in South Africa

12 SEP 2018

DLA Piper has strengthened its office in Johannesburg, South Africa with the appointment of two directors. Hendré Human joins the Corporate team from Webber Wentzel in Johannesburg, where he was a partner. Monique Jefferson joins the Employment team from Bowmans in Johannesburg, where she was a senior associate.

DLA Piper's Africa practice triumphs at Africa Legal Awards

11 SEP 2018

DLA Piper Africa is proud to announce that its Zimbabwean member firm, Manokore Attorneys, took home the 'African Law Firm of the Year - Small Practice' award at The African Legal Awards, which took place on Friday 7 September 2018 at The Wanderers Club, in Johannesburg, South Africa.

DLA Piper advises Baring Vostok on the acquisition of a minority stake in Belarusian software developer Itransition

23 AUG 2018

DLA Piper has advised Baring Vostok, a private equity fund investing in Russia and the Commonwealth of Independent States, on its acquisition of a minority stake in Itransition, a leading Belarusian software solutions developer and full-spectrum IT services provider.

DLA Piper advises Brookstone Partners on the acquisition of AM Wind

1 AUG 2018

DLA Piper has advised the US private equity fund Brookstone Partners on their acquisition of Morocco-based renewable energy company AM Wind from Altus and All'in Consulting.

DLA Piper advises Avison Young in investment by Caisse de dépôt et placement du Québec

16 JUL 2018

DLA Piper represented Avison Young in connection with a CA\$250 million preferred equity investment in the firm by Caisse de dépôt et placement du Québec.

DLA Piper Casablanca advises on acquisition of Moroccan Salts Ltd by Emmerson Plc

13 JUL 2018

DLA Piper in Casablanca has assisted Moroccan Salts Limited (MSL) in its reverse takeover acquisition by Emmerson Plc, paving the way to its listing in the London Stock Exchange.

DLA Piper advised Morrison & Co on AU\$6 billion funds management transfer

6 JUL 2018

DLA Piper has advised Morrison & Co (MCO) on the formal transition of its appointment as manager of Utilities Trust of Australia (UTA), effective 1 July 2018.

DLA Piper Africa welcomes Zimbabwe member firm

19 JUN 2018

DLA Piper Africa has announced that leading Zimbabwean law firm, Manokore Attorneys, is joining as the member firm in Zimbabwe.

DLA Piper boosts London Corporate practice with major partner hire

6 Jun 2018

DLA Piper today announces that Martin Nelson-Jones will be joining the firm as a partner in its Corporate practice, based in London.

Martin will be joining the firm from Freshfields Bruckhaus Deringer, where he was a partner since 2001 and served as co-head of their global infrastructure and transport sector group. He specialises in M&A and has worked across a range of sectors, including energy and infrastructure. Martin advises both corporates and financial investors.

DLA Piper advises la Société d'Aménagement Zenata (SAZ) on landmark healthcare centre project

29 MAY 2018

DLA Piper has advised La Société d'Aménagement Zenata (SAZ), the entity in charge of the overall development of the Zenata Eco-City in Morocco, on the signature of a cooperation agreement with the Saudi German Hospital Group to develop a healthcare centre.

DLA Piper to launch new office in Dublin with leading partner hire

15 MAY 2018

DLA Piper today announces that it will be opening an office in Dublin, Ireland, alongside the hire of partner David Carthy. The new office will focus on the Financial Services, Technology and Life Sciences sectors initially.

DLA Piper announces partnership promotions for 2018

3 APR 2018

DLA Piper is proud to announce that 62 lawyers have been promoted to its partnership. The promotions are effective as of 1 April 2018 in the United States and 1 May 2018 for EMEA and Asia Pacific. The promotions were made across many of the firm's practice areas in 42 different offices throughout 20 countries.

Four DLA Piper partners recognised in Jeune Afrique's Top 50 Lawyers in Francophone Africa 2017

20 FEB 2018

DLA Piper is delighted to congratulate Litigation & Regulatory partners Michael Ostrove and Alexander Brabant, Finance & Projects partner Eric Villateau, and Corporate partner Christophe Bachelet, on their inclusion in *Jeune Afrique's* Top 50 Business Lawyers in Francophone Africa 2017 rankings. This year, more DLA Piper lawyers than ever before have been awarded a place on the rankings, with partners scoring individual record rankings for the firm.

DLA Piper recognized as a global and national leader in M&A, private equity and venture capital by *PitchBook*

16 FEB 2018

DLA Piper is one of the most active law firms for M&A, private equity and venture capital deal volume and was the **only** firm to rank in the top five of each category in *PitchBook's* 2017 global league tables report.

DLA Piper advises Cabinet Group on Funcom joint venture

9 FEB 2018

DLA Piper represented Cabinet Group LLC on tax and Norwegian law matters in its joint venture with Funcom N.V., a Norwegian developer, to establish Heroic Signatures.

DLA Piper advises Immunomedics on royalty funding and stock purchase agreements with Royalty Pharma which raised an aggregate of US\$250 million

9 JAN 2018

DLA Piper represented Immunomedics, Inc., in the sale of tiered, sales-based royalty rights on global net sales of sacituzumab govitecan (IMMU-132) to Royalty Pharma for US\$175 million. Royalty Pharma has also purchased US\$75 million in common stock of Immunomedics, at US\$17.15 per share.

DLA Piper tops Mergermarket's global league table for eighth consecutive year

9 JAN 2018

For the eighth consecutive year, DLA Piper earned the top legal advisor ranking globally for overall M&A deal volume in 2017, according to *Mergermarket's* league tables.

DLA Piper advise Kerzner International on its joint venture with Dolphin Capital Partners for the development and management of a luxury tourism project in Greece

14 Nov 2017

DLA Piper has advised leading international developer and operator of ultra-luxury resorts and residences, Kerzner International Holdings Limited ("Kerzner") on its joint venture with private equity firm, Dolphin Capital Partners and Dolphin Capital Investors for the development and management of the One&Only Kéa Island, Greece, a luxury tourism project on the Cycladic island of Kea.

DLA Piper advises on the sale of shares in one of Egypt's fastest growing pharmaceutical companies

9 NOV 2017

DLA Piper has advised Orchidia Pharmaceutical Industries (the "Company" or "Orchidia"), a leading ophthalmic generic medicine manufacturer and one of Egypt's fastest growing pharmaceutical companies, and Dr. Ossama Fouad Abbas, the founder, majority shareholder and Chairman of the Company, on the sale of a stake in the Company and two holding companies incorporated in Cyprus to Egyptian-American Enterprise Fund (EAEF).

DLA Piper advising FirstRand on £1.1 billion takeover of Aldermore Group PLC

7 NOV 2017

DLA Piper is acting for FirstRand, South Africa's largest financial services institution, who have put forward a £1.1 billion recommended offer for approval by the shareholders of Aldermore Group PLC, ("Aldermore") a British specialist lender and savings bank

DLA Piper advises LDC on disposal of Nexinto

26 OCT 2017

DLA Piper has advised LDC on the disposal of Nexinto Limited, a German-based provider of e-commerce hosting sourcing solutions. Nexinto was acquired by The PlusServer Group, a market leading managed cloud services provider in Germany, Austria and Switzerland, owned by BC Partners.
