



### Jesse Dalton

**Legal Director**

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Jesse Dalton has a wide range of experience advising on tax matters (both transactional and advisory in nature), in particular M&A, International Tax and International Corporate Reorganisations. He has a particular focus on the Tech Sector. Jesse has also acted on various pro bono matters throughout the DLA network.

He has over 13 years' practice as a tax solicitor in City law firms in London, and is also a fully qualified chartered accountant with 'Big 4' as well as overseas tax experience, which enables him to help bridge the gap between tax and accounting, and bring a broader "commercial" approach to tax.

### LANGUAGES SPOKEN

- English

- Tax

- Technology
- Consumer Goods, Food and Retail
- Life Sciences

English

- Advising PE Firm, KCK, on the pre-sale structuring, financing and acquisition of Dukosi, an Edinburgh-based innovative battery technology spinout of University of Edinburgh. Project completed in October 2019.
- Advising Kaplan on the purchase of Heverald Groupe SA, the Swiss based owner of ESL Education, Europe's largest language travel agency.
- Advising UK-based private technology company on the outbound expansion into the US and Australia, (including determination of the most tax efficient operating structure, taking into account VAT, withholding tax, corporate income tax and transfer pricing aspects, treaty impacts and tax credits), and considering group implications of the intra-group arrangements.
- Advising publicly traded cybersecurity company on the potential impact of the new Offshore Receipts in respect of Intangible Property (ORIP) regime, and application of anti-forestalling rules to the proposed restructuring.
- Advising manufacturer and distributor of consumer and commercial products on a restructuring involving numerous steps, including business and asset sales, share sales, and balance sheet 'tidy ups'.
- UK-based private technology company on VAT structuring and tax risk allocation with respect to a software as a service (SaaS) and

platform offering to a major US bank counterparty, including changes in the structure sought by the counterparty.

- Advising high net worth individual on proposed acquisition of a hotel business, including sale structuring (asset vs share deal), and asset deal issues such as VAT TOGC structuring, and capital allowances.
- Advising US shared workspace provider on tax structuring of landlord incentives for over 15 long term UK leases and Cat A and Cat B fit out (including construction industry scheme, VAT, corporation tax and capital allowances), and negotiation of leases and agreement for leases (AFLs), including a construction industry scheme clearance to HMRC, SDLT grandfathering.
- Advising BVI lender on tax structuring options for restructuring existing debt, and impact on withholding tax “short-loan” status.
- Advising leading manufacturer of construction, mining and utility equipment on debt rationalisation project (focussing mainly on analysing connected company loan relationship rules).

## CREDENTIALS

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### Professional Qualifications

- Solicitor of the Senior Courts of England and Wales, 2008
- Solicitor of the High Court of New Zealand, 2005

### Prior Experience

- Four years' experience in Big 4
- Seven years' experience in another City Law Firm in London

### Education

- Victoria University of Wellington, New Zealand, Bachelor of Laws, LLB, 2004
- Victoria University of Wellington, New Zealand, Bachelor of Commerce and Administration, BCA, Majoring in Accountancy, 2004

### Memberships

- Full Member of Chartered Accountants Australia and New Zealand, 2007

## INSIGHTS

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### Publications

#### UK Spring Budget 2021 – Corporate

3 March 2021

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#### Key UK tax issues in distressed corporate M&A

14 July 2020

This article provides insight into the tax aspects of UK distressed M&A transactions. The focus here is on trading businesses (as opposed to investment businesses, where many of the of the issues will be different, especially real estate investment).

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