

## Mergers and Acquisitions

### Examples of our work

#### What they say

*"very good across the board and at every level"*

*Chambers UK, 2011*

#### More information

##### London

Simon Gilbert, Partner  
 Head of Corporate Finance  
 +44 (0)20 7203 5061  
 simon.gilbert@charlesrussell.co.uk

##### Bahrain

Clive Hopewell, Partner  
 +44 (0)207 203 5203  
 clive.hopewell@charlesrussell.co.uk

##### Cambridge

James Stephen, Partner  
 +44 (0)1223 465 409  
 james.stephen@charlesrussell.co.uk

##### Cheltenham

Francis Rundall, Partner  
 +44 (0)1242 246 339  
 francis.rundall@charlesrussell.co.uk

##### Guildford

Geoffrey Sparks, Partner  
 +44 (0)1483 252 529  
 geoffrey.sparks@charlesrussell.co.uk

##### Oxford

William Axtell, Partner  
 +44 (0) 845 359 0096  
 william.axtell@charlesrussell.co.uk  
 Mark Howard, Partner  
 +44 (0)845 359 0092  
 mark.howard@charlesrussell.co.uk

- Advised **WH Ireland** on a placing of new shares in Angle Plc to raise £1.25m. Angle will use 80% of the funds raised to validate Parsortix's (a portfolio company) patented cancer diagnostic technology.
- Acted for **Broughtons of Cheltenham Limited** on the sale of the motor distributor holding the Bentley franchise in Gloucestershire, Berkshire and Surrey.
- Acted for **Doctors Hill and Maccallum** on sale of entire issued share capital of West Sussex based MH Medical Limited to the Paydens Pharmacy Group.
- Acted for **Polo Resources Limited** on the sale of Mongolian JV Interest for \$35m.
- Acted for **Spigore Limited** in connection with its purchase of the entire issued share capital of Alan Spivack Limited.
- Acted for **HSH Investments Ltd** on its purchase of the entire issued share capital of Stone System of London Limited (manufacturer and distributor of stone products).
- Advised on the sale of **Hawk-Eye (Holdings) Limited** and Pulse Innovations Limited, the UK-based companies that specialise in providing tracking technology to sports events and broadcasters, to Sony Europe Limited.
- Advised **Polo Resources Limited** on a \$5m investment for 30% of Minfer Holdings Limited on a \$85m secondary placing for Max Petroleum Limited.
- Exercise of Option by Xstrata Projects PTY to acquire 50% plus one share of **Zanaga Iron Ore Company's** wholly owned subsidiary which holds the Zanaga project.
- Advising on the sale of **Syncova Solutions**, a leading provider of margin management and financing software for hedge funds and prime brokers, to Advent Software, Inc., a NASDAQ listed software company.
- Advising **Industrial and Financial Systems, IFS AB (publ)** on its acquisition of the entire issued share capital of 360 Scheduling Limited ("360") for a total consideration of up to £ 9.4 million of which £ 4.5 million is contingent on achievement of revenue and growth targets up to August 2012. 360, which has sites in the UK, France and US, is one of the world's leading providers of mobile

workforce scheduling and optimization software.

- Acted for the owners of **The Lime Tree Company** (Sussex) Limited (operating a West Sussex based health centre pharmacy) on the sale of the entire issued share capital of the company to Worthing Pharmacies Limited.
- Acting for **GA Atkins (Chemists) Ltd** on the sale of its London based pharmacy.
- Acted for the shareholders of Oxfordshire based **Jenner's Pharmacy Limited** (retail and internet pharmacy provider and retailer of mobility aids) to L Rowland & Company (Retail) Limited (sale brokered by Alliance Valuers).
- Advising **Lunts Pharmacies Limited** on the sale (by way of joint venture) of its Oswestry based pharmacy to Caxton Pharmacy Limited (co-owned with TCS Heath Limited).
- Advised **Cheapflights Media Ltd** on the financing of its acquisition of leading Scandinavian internet flight-broker, Momondo, and its parent company Skygate International.
- Acted for **Robert and Linda Hargrave** on the sale of their Cardiff based pharmacy to a local pharmacy operator.
- Advised **Polo Resources Limited** on a acquisition of an option over 70% MinFer Resources, the holder of options over 4 Iron Ore projects in Brazil
- Acting for **Baba Medical** on the sale of its Tunbridge based pharmacy to regional pharmacy operator SG Court.
- Advised **FMC 2011 Limited** on the acquisition of FMC (Holdings) Limited from Springer Science + Business Media. FMC are the UK market leaders in dentistry related publications and communications.
- Advised the institutional sellers (**IPGL, Brit Insurance, Numis Securities, Eton Park Capital Management**) and **Neil Eckert** on the sale of RI3K Limited to Qatar Insurance Services LLC, a division of the Qatar Financial Centre. RI3K provides a global 'Platform as a Service' (PaaS) that replaces the paper-based processes that support the transactions of all types and classes of large commercial insurance and facultative and treaty reinsurance.
- Advised on the sale of the entire issued share capital of **Raetal Limited** for consideration of \$22 million.
- Advised **City and Guilds** in relation to its acquisition of Learning Assistant

Limited, a software company.

- Advising **Kittiwake Developments Limited** on a number of strategic acquisitions and disposals including the sale of the business and assets of Krystallon Limited to AIM listed Hamworthy plc and the acquisition of the business and assets of Procal Analytics. Kittiwake Developments Limited are specialists in the design and manufacture of innovative and technologically advanced condition monitoring solutions for high level integrity asset protection.
- Advised **Mediagen Limited** in relation to the sale of its entire issued share capital to Precise Media Group Holdings Limited.
- Advised **Management Software Publishing Limited** in relation to a secondary buy out of Compass Consulting Group Holdings Limited for £5.81 million.
- Acted for longstanding AIM-listed client **Westminster Group Plc** on its acquisition of CTAC Limited for a consideration of up to £1.8m. CTAC is a specialist provider of "high end" security solutions to a blue chip client base including Brinks, DeBeers LV and Seven Trent Water.
- Acted for the vendors on the sale of the entire issued share capital of **Libra Advisory Group Limited** (a company providing specialist consulting services in relation to development, defence and diplomacy) to Coffey International Limited, a listed Australian company.
- Advising **Canaccord Adams Limited** on a £17m placing for AIM-listed HandMade plc.
- Advised AIM listed private-equity firm **Origo Partners PLC** on the formation of an investment banking joint venture with Monnis International Co Ltd, one of Mongolia's largest industrial holding companies. The joint venture company Resource Investment Capital Ltd, will be headquartered in Ulaanbaatar and will provide corporate finance advisory services to companies active in, or seeking to enter Mongolia's natural resources sector.
- Advised AIM listed **Polo Resources Limited** on the sale of 10.3% of ASX listed Extract Resources, an Australian company focused on the development of uranium production in Namibia. The shares were sold to Nippon Uranium for A\$158m. Also advised AIM listed Polo on the sale of its 50% interest in joint venture company Peabody-Polo Resources, a holding company for Mongolian coal and uranium assets, for \$35 million.
- Advised AIM listed Welsh anthracite and surface mined coal developer and producer **Energybuild Group PLC** ( "Energybuild" ) on the recommended proposal for the acquisition of Energybuild by AIM and TSX listed Western Coal

Corp by way of a scheme of arrangement. The share exchange proposal valued the entire issued ordinary share capital of Energybuild at £54.4 million.

- Advised **P2i Limited**, the world leader in liquid repellent nano-coating technology on its acquisition of the entire issued share capital of Surface Innovations Limited, a UK based company with a range of functional nano-coating patents.
- Advised **Sweep Limited** regarding the sale of 50% of the issued share capital in Sweep Limited to Kuusakoski Oy. Sweep Limited is a leading WEEE recycling company.
- Advised **Medoro Resources Ltd** on its recommended offer for unlisted Colombia Gold plc, by way of a share exchange and repayment of debt. This acquisition represents the second part of Medoro's three-stage strategy to consolidate and develop the Marmato gold district of Colombia.
- Advised **Origo Sino-India plc** (AIM listed) on its merger with Origo Resource Partners Limited (AIM & CISX listed) by a court approved scheme of arrangement under Guernsey law, which created a company with a pro-forma combined market capitalisation of approximately £38.5 million. The transaction also constituted a reverse takeover under the AIM Rules and on completion the Company was re-admitted to AIM under the new name Origo Partners plc.
- Acted for **Kittiwake Developments Limited** in relation to the sale of the business and assets of Krystallon Limited to Hamworthy plc. Based in the UK, Krystallon is a leading supplier of marine exhaust sulphur emissions reduction technology.
- Advised the shareholders of **Storm Model Management**, a UK model agency, on the acquisition of a controlling interest in Storm by CKX, Inc., the owner of 19 Entertainment.
- Acted for the shareholders of **James Grant Media Group Limited**, a talent management agency, on its MBO funded by Gresham Private Equity Limited for a consideration of £16.4 million.
- Acted for **BDR Thermea Group BV**, Dutch-based heating group, on its acquisition of boiler maker Baxi Holdings Limited, putting an enterprise value of Euro 800 million on Baxi.