

WINSTON & STRAWN

## **London Overview**

Winston & Strawn's London office provides high-quality legal services across a diverse range of areas within transactions, disputes, and competition/regulatory matters.

### **CORPORATE & FINANCE**

Winston's corporate practice provides a wide range of legal services to public and private companies, professional partnerships, leading financial institutions, private equity and investment funds, investors, and emerging companies on a broad range of substantial, high-profile matters—from cross-border transactions, initial public offerings (IPOs), to distressed acquisitions and creative "first of their kind" financings.

#### **MERGERS & ACQUISITIONS**

Our M&A team advise on transactions of all sizes and degrees of complexity and represent an exceptionally diverse base of clients, both large and middle-market. We are at the forefront of encouraging inward investment into the UK from emerging markets, as well as our efforts to open up those markets for foreign investment. Our experience underpins and reinforces transactions, with a concerted focus on due diligence, deal management and execution, local ownership requirements, and structuring and related matters, including post-acquisition integration and compliance matters.

#### PRIVATE EQUITY

Our private equity team provides commercial legal advice to distressed and venture capital funds, hedge funds, portfolio companies, and institutional investors. On the capital markets side, we demonstrate significant experience representing issuers, underwriters, and placement agents in debt and equity offerings, including offerings of high-yield securities and initial public offerings.

#### **JOINT VENTURES**

We have substantial experience handling joint ventures and shareholder arrangements for our clients and advise on both inbound and outbound investments. This includes pre-contractual structuring and preparatory arrangements, transaction and counter-party due diligence, transaction implementation, local ownership requirements, post establishment advice, and operational support.

#### **TAX**

Our London tax team regularly advises on a wide range of UK tax issues, including the structuring of M&A transactions, group reorganisations, financing matters and UK tax issues associated with share incentive arrangements. In addition, our London tax team works closely with the wider Winston global tax practice and with a range of tax advisers in other jurisdictions to provide seamless cross-border tax advice on corporate and finance transactions and structures.

"exceptional lawyers with huge cross-border transactional expertise on US-UK deals"

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#### CAPITAL MARKETS

Our Capital Markets team in London represents both UK and international issuers, institutional investors, selling shareholders, underwriters and placement agents in a wide variety of public and private offerings of securities.

We advise on a broad range of capital markets and listed-company transactions, including initial public offerings, secondary offerings (including rights issues, open offers and placings), exchange and convertible offerings, block trades and accelerated book-build offerings, private investments in public equity (PIPEs), spin-offs, dual-listings, listing migrations, take privates and other de-listings.

#### **FINANCE**

Winston represents lenders and borrowers in transactions covering all segments of the debt market. Our London practice focuses on complex cross-border corporate and finance deals and international restructurings. We represent domestic and international commercial banks and investment banks, debt funds, private equity sponsors, public and private companies, and private equity portfolio companies in investment grade, leveraged, and structured financings and often seek to introduce those needing funding with sources of capital. These include acquisition, working capital, unitranche, asset based and reserved based facilities, as well as cross-border high yield bond offerings, covering many industries, including automotive, manufacturing, retail, and oil and gas.

# LEVERAGED LENDING & ACQUISITION FINANCE

We handle multiple billions of dollars in debt transactions each year, funding corporate and private equity transactions. We offer an experienced and dedicated team of finance lawyers focused on delivering sophisticated legal expertise to providers and borrowers of senior debt, subordinated debt, unitranche, second lien, mezzanine, and minority equity in support of

mergers and acquisitions, leveraged buyouts, recapitalisations and growth capital. We act on the full life cycles of lending transactions, including syndications, sub-participants, individual asset and portfolio acquisitions and financing, waivers and amendments and loan restructuring.

#### ASSET-BASED LENDING

Our asset-based lending group focuses on the structuring, documentation, negotiation, and closing of a wide array of asset-based financing transactions, including receivables and financing, stock financing, real estate purchasing and lending, and sales. Our lawyers have particular expertise in transactions involving first and second lien structures, cross-border, and multicurrency components.

#### **REAL ESTATE FINANCE**

We represent financial institutions, non-bank lenders, and borrowers in a full range of real estate finance transactions. This includes back-leverage arrangements, and encompasses financial institutions and alternative capital providers (including the providers of long term liquidity, such as pension funds). Through our extensive involvement in both the loan-on-asset and loan-on-loan space, we can advise clients on emerging trends in established and emerging asset clauses, such as data centre financings. With a broad global reach and a deep bench of talent, we are well-equipped to handle complex, cross-border real estate finance transactions with precision and insight.

"Knowledgeable, transparent, available."

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## "very in-depth regulatory and fintech knowledge that helped shape our corporate strategy"

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#### FINANCIAL SERVICES REGULATORY

We advise clients on digital assets, cryptocurrencies, and emerging technologies, guiding them through the rapidly evolving UK and EU regulatory landscape. Our team works with fintechs, crypto exchanges, token issuers, payment providers, and investors on compliance with frameworks governing tokenised instruments, DeFi, stablecoins, and blockchain-based products. With significant expertise in the Markets in Crypto-Assets Regulation (MiCA), we support clients on crypto-asset classification, white paper requirements, licensing processes, and investor protection obligations.

Our wider practice covers the full spectrum of UK and EU financial services regulation, including MiFID II, AIFMD, MAR, and CASS. We regularly advise on structuring token offerings, regulatory capital, governance, and cross-border compliance, with deep insight into UK/EU regulatory divergence. We also work closely with the FCA, PRA, and EU regulators, successfully securing authorisations, approvals, and permissions for acquisitions and strategic transactions..

#### **ANTITRUST & COMPETITION**

We have a distinguished reputation for successfully advising high-profile clients. We accomplish global merger clearances in respect of our clients' most significant transactions. We also represent leading multinationals in respect of worldwide cartel investigations and abuse of dominance issues, and work with them to develop cross-border defence strategies, including leniency applications and settlements.

The team also advises both claimants and defendants on competition litigation. A distinct feature of our practice is our EU trade and sanctions work. We regularly advise on the application of EU sanctions laws and, in conjunction with our U.S. colleagues, U.S. trade and economic sanctions rules. We find solutions for multinationals on issues related to parallel trade and in managing the risk associated with the regulation of international trade in goods and services.

"Passionate about defending our positions and always thinks creatively how to solve our problems"

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### **COMMERCIAL LITIGATION**

Our practice extends across all manner of general commercial and financial disputes in many sectors, including cross-jurisdictional litigation, multi-party actions, judicial reviews, appeal proceedings, and follow-on actions from regulatory investigations.

Mindful of the costs and burdens of litigation, our lawyers strive to resolve disputes in advance of litigation itself, or at least avoid having to take the case all the way to trial where possible. Where disputes cannot be resolved at an early stage, our experience both within the London office and internationally means that we are well placed to litigate successfully. Our team is adept at managing large-scale cross-border matters, and we have been involved in some of the most innovative litigation before the English Courts across the commercial spectrum.

Examples range from injunctions to protect confidential information, litigation to protect brands, complex tax litigation, shareholder disputes and accounting disputes.

#### **DISPUTE RESOLUTION**

Winston is one of the world's leaders in dispute resolution and counsels on some of the most critical issues faced by companies, governments, and individuals. Our London team has a proven track record advising on the most complex and high-value disputes and investigations.

#### INTERNATIONAL ARBITRATION

Our leading International Arbitration practice is a focused, stand-alone, globally integrated group with extensive experience of conducting both commercial and investor-state arbitrations (as well as ad hoc arbitrations) under the rules of all the main international arbitral institutions. Our lawyers also provide advice on investment strategy for investment treaty protection. Winston regularly assists oil and energy companies, financial institutions, telecom concerns, pharmaceutical companies, construction companies, and

manufacturers in a broad range of international disputes.

#### REGULATORY INVESTIGATIONS

The team represents commercial organisations and individuals on all aspects of regulatory and other investigations by bodies including the Financial Conduct Authority and the Serious Fraud Office. This is often in conjunction with investigations by overseas regulators, notably the U.S. Department of Justice, U.S. Securities and Exchange Commission, U.S. Commodity Futures Exchange Commission, U.S. Office of Foreign Assets Control, and the European Commission.

# WHITE COLLAR AND INTERNAL INVESTIGATIONS

We have extensive experience conducting sensitive corporate internal investigations, both nationally and globally, working with our colleagues in our international offices. We advise on the development of strategies to deal with associated regulatory implications or litigation exposure, as well as the implementation of compliance measures in light of the outcomes of the investigation. We regularly advise on proceeds of crime matters, data protection concerns, regulatory breaches, international sanctions, and allegations of fraud, including advising in respect of bribery and corruption matters.

"The international arbitration team is **absolutely first rate**. It provides a **high-quality service with strong depth**"

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# **Key Contacts**

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### **DISPUTE RESOLUTION**



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CO-EXECUTIVE CHAIRS

Winston & Strawn is a distinguished international law firm with 170 years of experience, and a well-established presence in Europe representing clients for nearly three decades. We demonstrate excellence advising clients on transactional, disputes and regulatory matters in the financial services, private equity, industrial, health, and technology sectors.

Our transactional lawyers counsel on all areas of mergers and acquisitions, private equity, and financing transactions. We are particularly experienced in handling the full range of significant cross-border transactions.

Our multi-jurisdictional, multi-lingual, disputes and regulatory lawyers represent clients throughout the world, with the London and Paris offices acting as coordinating hubs for our clients' major disputes and regulatory issues.



#### **ABOUT WINSTON & STRAWN**

Winston & Strawn LLP is a global law firm with 975+ attorneys across 14 offices in Brussels, Charlotte, Chicago, Dallas, Houston, London, Los Angeles, Miami, New York, Paris, San Francisco, São Paulo, Silicon Valley, and Washington, D.C. Additionally, the firm has significant resources devoted to clients and matters in Africa, the Middle East, and Latin America. The exceptional depth and geographic reach of our resources enable the firm to manage virtually every type of business-related legal issue. We serve the needs of enterprises of all types and sizes, in both the private and the public sectors. We understand that clients are looking for value beyond legal talent. We take time to learn about our clients' organizations and their business objectives. And we leverage technology and collaborate seamlessly to respond quickly and effectively to our clients' needs.

Please visit winston.com for additional information about our services, our experience, and the industries we serve.

Attorney advertising materials. Winston & Strawn is a global law firm operating through various separate and distinct legal entities.