



Introducing our  
corporate expertise

moore  
barlow  
lawyers



# Contents

Introduction .....	04
Corporate transactions .....	06
Banking & finance .....	08
Share schemes and incentives .....	10
Shareholder documentation .....	12
Company secretarial services .....	14
Flotations and public companies .....	16
Management buy-outs (MBOs) and managementbuy-ins (MBIs) .....	18
Private equity .....	20
Who we are .....	22
Meet the team .....	23



# Introduction

It is important to have the backing of a law firm that stays ahead of the game. We guide leaders and owners of fast-moving companies and organisations as they negotiate major commercial challenges and opportunities, advising them on the best path forward.

At Moore Barlow, we provide specialist legal advice and support that can benefit a wide range of business areas. Whilst this brochure focuses on corporate work, our expertise also includes real estate, commercial services, data protection, IP and rural businesses, dispute resolution, all employment matters, health and safety regulation, advice regarding immigration, insolvency and business recovery, debt recovery, and specialist advice for educational establishments.

Our approach is designed to match you with the experience and skills you need, and to form an accurate, realistic vision of the outcome you're looking for. Quickly, efficiently, discreetly, we develop an understanding of your commercial environment, business culture and management challenges, so that we can devise workable, effective solutions that get you beyond your current challenges and difficulties.

We are ready to support you with one of the largest corporate teams in the South of England, networked to similar reputable law firms in most major European, North American and Far Eastern jurisdictions.

As a top 100 law firm with over 70 partners, our corporate team are well connected. If you have a new opportunity, we will be delighted to help you make that deal happen.

For further details about how we can assist you with your commercial property enquiry, please visit:

**Contact us today**  
**[info@moorebarlow.com](mailto:info@moorebarlow.com)**  
Or visit: **[moorebarlow.com](https://www.moorebarlow.com)**

**“In what has been a challenging period, the team at Moore Barlow was prompt, diligent and great to work with, ensuring the merger completed as efficiently as possible”**

**Angus Chisholm, Executive Chairman, Evolve**







## Corporate transactions

Our corporate team assists owner managed, privately owned as well as listed businesses in a variety of sectors on a wide range of corporate transactions, such as share and business sales and acquisitions, company reorganisations and company constitutional matters. Whether your corporate transaction is UK-based or international, relatively straightforward or complex and high-value, it will have our full attention and commitment from beginning to end. We have successfully completed corporate projects and transactions with values from £1 million to £100 million or more in the past 12 months and we have successfully completed nearly £1 billion of corporate deals over the past 24 months.

Corporate transactions are many and varied, but whatever yours involves, it will proceed more smoothly and swiftly when handled by lawyers with an in-depth understanding of your business and the ability to think commercially as well as legally. This approach epitomises how the Moore Barlow corporate team works. Our clients are typically entrepreneurial businesses, often venture capital backed or listed on a junior market. They appreciate the value of a team that provides expert advice from the signing of heads, due diligence and disclosure through to completion of the project, deals with matters as they

crop up and is proactive about ensuring a positive outcome.

We will put together a partner-led team that has extensive experience of your type of transaction, so you can be reassured they'll meet critical deadlines and regulatory requirements, and achieve your objectives efficiently. You'll also benefit from the expertise of our teams across legal disciplines and industry sectors such as employment, HR and real estate. And we'll help facilitate your deal by drawing on our extensive contacts with banks, investors and tax specialists.

**“As our legal partner, Moore Barlow has helped us achieve so much more than we anticipated 20 – or even five! – years ago, It’s been very successful for us. When we started dealing with Moore Barlow, our gross invoiced income was just over £40 million. Now it is nearly £1 billion. Moore Barlow have been our legal partner all the way through.”**

**Keith Richardson, Director,  
Bytes Technology Group**



# Banking & finance

**Whether you're a business seeking finance or a lender looking to provide it, you probably want the same thing: a deal that is secure, has realistic terms and matches your objectives.**

When you're choosing legal support for seeking or providing finance, it helps to have lawyers who can negotiate productively, knowing when to push for more favourable terms, and when it's time to accept what's offered or walk away. The ultimate criterion is always, it must be the best deal for you.

Our experience, ranging from relatively small loans from UK banks to complex cross-border financing, makes us adept not just at negotiating but also all the key aspects involved.

## **Such as:**

- Carrying out due diligence for borrowers and lenders
- Negotiating, renegotiating and recording deals
- Structuring suitable financial solutions
- Implementing regulatory checks and ensuring compliance
- Drafting and reviewing agreements, and producing final documents.

From high street banks, specialist boutiques and private lenders to major financial institutions, we work across jurisdictions to deliver successful financial transactions. You'll benefit from our commercial awareness and positive, proactive approach to anticipating and dealing with issues and finding solutions.

We look to understand our clients' priorities from site set-up through to management and operations.

**"This is a fantastic opportunity for the new management team to embark on an exciting new business journey and a first class performance from the team at Moore Barlow, who supported us every step of the way. This was a complicated and demanding project and they really went the extra mile to get the deal over the line."**

**Dave Wilson, COO,  
Seroacor Group**







## Share schemes and incentives

Share incentive plans were introduced to give employees tax and NICs advantages when they buy or are given shares in the company they work for.

Whether you need a broad incentive arrangement, or one that's more complex and tailored for your business, we at Moore Barlow have substantial experience in this area of law and offer guidance in a way that business owners and their employees understand.

Share-based incentives are not only a great way to incentivise key staff but to retain them as well. This is especially true for those businesses that can no longer offer cash rewards – whether attractive salaries or bonuses.

From the perspective of the employer, they reduce drain on cash which could be used on other critical projects, ensure retention and can sometimes be far more tax efficient than a traditional cash arrangement.

We are highly experienced in assisting clients with setting up share schemes and incentives.

**Including:**

- Enterprise Management Incentives (EMIs);
- Unapproved Share Options;
- LTIP arrangements; and
- Growth Shares

We help clients to create bespoke and highly motivating share incentives for their employees. Contact our employee share schema and incentives solicitors now.

**“Peter came to us with the idea, suggesting we look at a longer-term incentive plans to drive shareholder value. We were looking for something more to offer than an annual bonus, and Peter sent us a paper summarising employee shareholder schemes that we could put in place, which we took to our shareholders. The scheme was then implemented in conjunction with Moore Barlow, our accountants, our tax consultants and our holding company.”**

**Keith Richardson, Director,  
Bytes Technology Group**



# Shareholder documentation

Our corporate team has extensive experience of advising directors and shareholders on all aspects of the legal relationships within a company. Using our expertise and having gained a thorough understanding of your business, we'll advise you on all the areas your shareholders' agreement should cover.

**Typically, these will include issues such as:**

- What happens to shares when a shareholder wants to sell or dies;
- Arrangements for transferring shares and issuing new shares;
- How to deal with a deadlock between parties with equal shares;
- How to deal with the resignation, removal and appointment of directors; and
- Protecting the position of minority shareholders.

It's important to understand that there's no such thing as a standard shareholders' agreement. It needs to be bespoke to you, to address your company's status and the issues your shareholders want to clarify and make provision for. We're well known for our skills in tailoring shareholder agreements that meet our clients' commercial objectives, and provide clarity and certainty. As well as drawing up the agreement, we can also help you in other ways, such as producing reports on your company's current constitution.

The shareholders' agreement we produce for you will be carefully drafted to minimise the chances of disputes. Sometimes, however, a dispute becomes inevitable. If that occurs, we will step in, take stock of the situation and resolve it as quickly and amicably as possible, with the minimum impact on your company and its reputation.







## Company secretarial services

Our highly experienced Company Secretarial Team offers comprehensive support and has extensive knowledge working on a wide range of company secretarial matters, from routine compliance to more complex issues. We focus on getting to know you and your business in order to understand your needs and apply a personalised approach so you get the right support to ensure you remain fully compliant.

### Company incorporations

Our incorporation services include formations of companies limited by shares or guarantee, LLPs and property management companies. We offer a comprehensive service including the provision of statutory books and registers and can offer bespoke articles of association. We will work with you and your tax advisers to ensure that the company is incorporated to achieve your desired outcome.

### Annual company secretarial service

Our full company secretarial service covers annual company secretarial obligations to keep companies in good legal standing and includes preparation and filing of the annual Confirmation Statement with the Registrar of Companies, drafting the necessary board minutes to approve the financial statements, provision of a registered office and directors' service address and retention of the company's statutory books and registers.

### Bespoke company secretarial support

#### We can provide full company secretarial support, including:

- Registered office services.
- Corporate health checks / statutory book reviews to ensure that all information and filings are up to date and compliant with statutory requirements.
- Preparation of board minutes and supporting documents to effect routine changes to the company, for example, appointment or resignation of directors or secretary, changing the accounting reference date or changing the registered office address.
- Change of company name.
- Amendments to the company's constitutional documents.
- Amendments to the share capital of the company, including issuing or transferring shares.

- Advice and full documentation in relation to AGM and other shareholder meetings.
- Advice relating to Persons of Significant Control for both UK and overseas owned UK companies.
- Completion or reconstitution of statutory books and registers.
- Support in relation to registration of a UK company as an overseas branch, liaising with our in-house notary public to provide a seamless service.
- Company dissolutions and restorations.

We are happy to offer bespoke company secretarial packages and would be pleased to discuss these with you.



# Flotations and public companies

- Floating your company is a landmark event for your business, yet it can be complex and costly.
- There are many legal and regulatory requirements, and you'll need experienced legal specialists to prepare you for flotation.
- We have worked on flotations and public company fundraisings for decades on both the London Stock Exchange and Alternative Investment Market.
- Our team is big enough to provide the comprehensive knowledge and support you need, and flexible enough to ensure partner involvement throughout the transaction.

Floating your company, taking it from privately to publicly held, is seen by many as the ultimate endorsement of your success at building a business. It gives you the ability to raise capital, offer equity-based incentives to attract the best staff and increase your public profile.

Flotation can be complex and time-consuming, so it's important not to let it monopolise your attention. You still have to run and develop your business in the meantime, so you'll need

to appoint specialist advisors, including a legal team. You should be able to trust them to handle this process efficiently. You may also want to seek their advice first, to discuss the possible drawbacks and ensure you want to proceed.

Due diligence is a key part of the flotation process. All your legal documentation, such as contracts, licences, trademarks and articles of incorporation, must be present and correct. This is an area where attention to detail is paramount.

When you make the transition from private to public, your company's privately held stock will be offered to investors through an Initial Public Offering (IPO), via the Official List at the London Stock Exchange or the Alternative Investment Market (AIM).

You will need a legal team that understands and can deal with all the legal and regulatory standards. You must have the right legal structure, a Trading Certificate from Companies House, and at least two directors and a company secretary. In addition, the company must have an annual audit and publish full, compliant accounts twice a year.

All these requirements may seem onerous, but we can lighten your load. We have many years' experience of working on complex flotations and public company fundraisings. We have worked on many projects over the years, starting with Omnicare in 1995, one of the first AIM IPOs.

The size and flexibility of our team means we are big enough to provide the quality expertise you need, and flexible enough to ensure you have the personal involvement of a highly-experienced partner at every stage of the transaction.

Our advice will be tailored specifically to your company's structure, requirements and goals. You can depend on us to support you all the way, from preparation for the IPO, to providing a full company secretarial service.







# Management buy-outs (MBOs) and management buy-ins (MBIs)

- Management buy-outs (MBOs) and management buy-ins (MBIs) can be highly effective at rejuvenating a business and rewarding the new management team.
- Successful MBOs and MBIs need careful structuring, appropriate and dependable financing and properly drafted legal documents.
- Our experience and advice can help you avoid potential problems, make beneficial contacts and keep the business running while the MBO or MBI is implemented.

Management buy-outs (MBOs) and buy-ins (MBIs) are increasingly common as business owners look to the next generation of management for their exit route, and managers seek to benefit from ownership.

You are probably considering an MBO or MBIs for good reason. A change of leadership can revitalise a stagnant business. Your potential MBO team will already know the business and its clients, may already have contacts with potential financial partners and can often achieve your ambitions more easily than by starting a completely new business. Yet MBOs and MBIs still need careful structuring to succeed.

It's important you have practical advice on aspects such as the true strengths and weaknesses of the business, how the MBO/MBI should be structured, creating a shareholders' agreement that covers all eventualities and sourcing the most appropriate and reliable finance. Most of all, it's vital you continue to focus on running the existing business and not be distracted by the buy-in or buy-out.

With extensive experience of supporting MBOs and MBIs, we can help ease the pressure on you, so you can devote the time needed to run the business. In the meantime, we will devise a structure that meets your objectives, avoids potential pitfalls and incorporates the flexibility to help the business grow.

We will advise on the right mix of funding, and you'll also benefit from our extensive book of contacts to bring in the right funders and other advisers to deliver the deal.

MBOs and MBIs can be richly rewarding for those with vision and ambition. Our expert guidance will help ensure your hopes and hard work pay off.



## Private equity

- The most effective private equity funding structures require experienced, creative and commercially focused legal support.
- Equity funding transactions are complex, with demanding legal, tax and regulatory requirements.
- Our expertise has delivered successful deals for private equity houses, venture capitalists, angel investors, management teams and private equity backed companies.

Private equity deals often rely on sophisticated and innovative structures to satisfy the needs of investors, management team and private equity backed companies. By choosing lawyers who are highly experienced and accomplished in the private equity field, you can be confident that even complex transactions will be handled efficiently and successfully.

With Moore Barlow, you'll know you've found the team you need. From early stages and fund structuring, to tax planning, portfolio management and eventual exit strategies, we will navigate a clear path through all the legal, tax and regulatory issues of your transactions. You'll benefit from our creative, commercial and pragmatic approach that is constantly focussed on achieving your objectives.

We have been involved in several market-leading private equity deals in recent years. These include not only outright sales and purchases involving private equity houses, but also negotiating minority stakes for venture capitalists and angel investors.

We act for private equity and venture capital houses, management teams and private equity backed companies, drawing on the commercial insights and the expertise of our entire corporate team.





# Who we are

There’s more to law than lawyers. What often gets forgotten in complex legal work is the human beings at the heart of the matter. At Moore Barlow, we never forget the people we represent, or their need to find the best path through the sometimes difficult and challenging situations they may face.

When you come to us, we’ll look at the big picture. We’ll work with you to build a complete understanding of where you are and where you want to get to. Based on that knowledge, we’ll develop practical, effective solutions that help you achieve your ambitions, cutting through the complex and the unknown, and respecting your circumstances in every way.

We help people through a vast range of situations – from commercial growth opportunities, to corporate deals and restructuring, organisational change, business disputes and debt recovery, to medical compensation claims, problems and opportunities surrounding property, and inheritances and family relationships. As well as everything in between. Our approach never varies.

“It has been a great experience working with Peter and his team, they have consistently managed our interests whilst being sensitive to the timelines and process of the deal, and that has been instrumental in helping us to achieve a successful outcome.”

Neil Coughlan, Director, ThirdSpace

### It’s not just words

We’ve built this firm from the foundations up to make good on our promises to ensure we meet your needs. Our skills and services are broader and deeper than almost any other UK law firm. We are recognised by our peers for our specialisms in our chosen fields, and can support you across all your business and personal matters. Our expertise and experience is focused around the kind of complex and often unwelcome challenges that life and work can bring. We’re

not new to this – whatever your journey, we’ve been there many times before, and can help.

Our culture is open, diverse and inclusive, an environment where people can thrive. We believe investing in our people is equally an investment in our clients. Ensuring everyone is valued, in turn ensures we deliver value for our clients and the highest standards of service.

“Thank you to the Moore Barlow team for their hard work and support in coordinating these multi-party transactions to deliver successfully within a tight timescale. I’m glad to have them on our side and look forward to working on many more transactions together in the future.”

Andrew Hill, CEO, New Path Fire and Security Ltd

# Meet the corporate team



**Peter Jeffery**  
Partner | Corporate  
Southampton  
T 023 8071 8040  
E peter.jeffery@moorebarlow.com



**Mark Lucas**  
Partner | Corporate  
Guildford  
T 01483 464202  
E marklucas@moorebarlow.com



**Tim Matthews**  
Partner & General Counsel | Corporate  
Guildford  
T 01483 464291  
E timmatthews@moorebarlow.com



**Roger Bailey**  
Partner | Corporate  
London City, Southampton, Richmond  
T 023 8071 8061  
E roger.bailey@moorebarlow.com



**Jeremy Over**  
Partner | Corporate  
Southampton  
T 023 8071 8025  
E jeremy.over@moorebarlow.com



**David Bright**  
Partner | Corporate  
Southampton  
T 023 8071 8035  
E david.bright@moorebarlow.com



**Thomas Clark**  
Partner | Corporate  
Southampton  
T 023 8071 6104  
E thomas.clark@moorebarlow.com



**Nitzan Cohen**  
Consultant | Corporate  
Guildford  
T 01483 464253  
E nitzancohen@moorebarlow.com



**Kirsty Bowyer**  
Senior Associate | Corporate  
Southampton  
T 023 8071 8883  
E kirsty.bowyer@moorebarlow.com



**Polly Cross**  
Senior Associate (CILEX) | Corporate  
Southampton  
T 023 8071 8087  
E polly.cross@moorebarlow.com



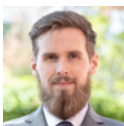
**Anna West**  
Senior Associate | Corporate  
Southampton  
T 023 8071 8000  
E anna.west@moorebarlow.com



**Matthew Devine**  
Associate | Corporate  
Guildford  
T 01483 464298  
E matthewdevine@moorebarlow.com



**Louise Hayward**  
Solicitor | Corporate  
Southampton  
T 023 8071 6123  
E louise.hayward@moorebarlow.com



**Joshua Cronin**  
Solicitor | Corporate  
Southampton  
T 023 8071 8090  
E joshua.cronin@moorebarlow.com



**Iwan Thomas**  
Solicitor | Corporate  
London City  
T 020 3962 7333  
E iwan.thomas@moorebarlow.com



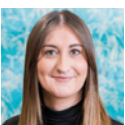
**Sara Mullen**  
Solicitor | Corporate  
Southampton  
T 023 8071 6102  
E sara.mullen@moorebarlow.com



**Dom Szentpali**  
Solicitor | Corporate  
Southampton  
T 023 8071 8195  
E dom.szentpali@moorebarlow.com



**Isabelle Balch**  
Solicitor | Corporate  
Southampton  
T 023 8071 6033  
E isabelle.balch@moorebarlow.com



**Cherie Lawson**  
Trainee legal executive | Corporate  
Southampton  
T 023 8071 6110  
E cherie.lawson@moorebarlow.com



**Stephanie Joyce**  
Paralegal | Corporate  
Southampton  
T 023 8071 8089  
E stephanie.joyce@moorebarlow.com



**Guildford**

The Oriel, Sydenham Road,  
Guildford GU1 3SR  
**T** 01483 543210

**Richmond**

2 The Green, Richmond,  
London TW9 1PL  
**T** 020 8744 0766

**London**

60 Cheapside,  
London EC2V 6AX  
**T** 020 3962 7333

**Southampton**

Gateway House, Tollgate,  
Chandler's Ford, Eastleigh SO53 3TG  
**T** 023 8071 8000

**Lymington**

48 High Street, Lymington,  
Hampshire SO41 9ZQ  
**T** 01590 625800

**Woking**

Concord House, 165 Church St E,  
Woking GU21 6HJ  
**T** 01483 748500

**moorebarlow.com**

[Private wealth](#) | [Family](#) | [Employment](#) | [Property](#) | [Corporate](#) | [Commercial](#) | [Schools](#) | [Charities](#) | [Disputes](#) | [Serious injury](#)