



— SOLICITORS —

Deals Review

2017

Business People Brilliant People

2017 Deals Review

2017 brought a number of unexpected changes, market highs and lows. Despite the continuing uncertainty over Brexit, it has been a year of expansion, acquisitions, buyouts and fundraising.

BPE Solicitors' Corporate Team offers the strength and depth you'd expect from a Top 200 Legal firm. Our dedicated team of corporate lawyers are experts in mergers and acquisitions, management buyouts, floatations and disposals for both public and private companies.

From SME's to AIM listed companies, our team advises and works with a wide range of regional, national and international businesses through every stage of their life cycle.

Our strong performance and approach has not gone unnoticed – with prestigious guides, such as Chambers and Partners commenting on Corporate's capability and approach, stating that the team is “very professional, hard-working and down-to-earth. They are so easy to work with.”

We are dedicated to delivering the highest quality service, striking a blend between pragmatism and getting what our clients want. Specialist knowledge delivered by highly motivated people remains at the core of everything we do.



**They are so easy
to work with**

Key deal highlights within the last 12 months include:

Axonex Ltd

The Corporate team acted for Axonex Ltd, a Cisco Gold Partner, on the sale of their business to Vodat Communications Group. The deal ensured that the three current Directors of Axonex Ltd remained as prominent members of the business and shareholders of the extended group.

" Tim Ward of BPE and his team worked intensively to ensure completion was achieved, it was a complicated and long running deal. As we had not sold a company before their guidance was invaluable and I found their advice was communicated promptly and in a language that myself and my co-shareholders could easily understand. We would have no hesitation in employing BPE again and would fully recommend them to any future client proposing to sell their company."

Managing Director of Axonex Ltd, Andy Peters-Smith

Rosemary Water Ltd

Led by Tim Ward, the team advised Rosemary Water Ltd on corporate documentation and agreements, legal frameworks, EIS funding, structuring and employment requirements; all aspects that are required for a startup company.

" Finding Tim at BPE was incredibly fortuitous. When I had the initial thoughts behind the new venture, I found a firm of lawyers that shared my approach to business. Entrepreneurs, owner-managed and with a real understanding of my goals, I have been incredibly impressed with the service provided by Tim and his team. I have referred several business contacts to him, such is my confidence with his work."

Founder of Rosemary Water Ltd, David Spencer-Percival

dotDigital Group plc

Led by Anthony Rudge and Louise Grzasko, BPE advised dotDigital Group plc on the £11million acquisition of the Comapi group of companies based in Cheltenham.

Concepta plc

The team at BPE advised Concepta plc on a placing of and subscription for shares to raise £2million. AIM listed Concepta plc is a UK healthcare company that develops products to help women with unexplained infertility to conceive.

LightwaveRF plc

Led by Anthony Rudge and Louise Grzasko, BPE's Corporate team advised AIM company, LightwaveRF plc on a placing of and separate subscription for shares to raise £5million and an open offer to raise up to a further £1million.

LightwaveRF plc provides smart home solutions that allow people to control heating, power and lighting via a smartphone app.

Vets on the Park

The Corporate team, led by Emma Payne acted for the owners of Vets on the Park, an independent veterinary practice in Cheltenham, on the sale of half of the business to Medivet Group Limited.

" I used the professional services of Emma Payne and BPE in 2017 to help manage the sale of my veterinary practice. During all my dealings with Emma I found her communication to be both clear and efficient with reassuringly evident commercial acumen which helped steer me through the myriad of documents and decision. I would be pleased to recommend her to any of my colleagues."

Managing Director of Vets on the Park, Alison Jones

Bergson & Eaton Ltd

Dale Williams acted for the owners of Bergson & Eaton Ltd as the business was transferred to the existing management team as part of a Management Buyout for an undisclosed sum. The previous owners remain active within the business as the new team establishes itself.

Regency Laundry Ltd

Led by Dale Williams, the team acted for the new management team in the acquisition of the trade and assets of Regency Laundry Ltd for an undisclosed sum.

" Dale and the team at BPE supported us extremely well through this challenging period. In particular we were extremely impressed with the speediness of communication, a shared sense of urgency and a "one team" approach."

*Member of Regency Laundry Ltd's new Management Team,
Stuart Calder.*

Sosandar plc (formerly Orogen Gold plc)

The Corporate team acted for Sosandar plc on the reverse takeover of Thread 35 Limited for £5million. The deal also saw Sosandar plc raising £5million by way of a placing and being readmitted to the AIM market of the London Stock Exchange.

" A transaction with multiple parts is always fraught with issues and I was delighted that I was using the expertise of the Corporate team at BPE, headed by Anthony Rudge. A number of delicate and difficult decisions had to be made during this time consuming transaction and without the skill set offered by Anthony and his team, I feel we either wouldn't have completed the deal or it would have taken twice as long with substantially more fees to pay. I will always use BPE for any further corporate transactions as they delivered on every point."

Director of Orogen Gold plc, Adam Reynolds

Boulton Brooks

The Corporate team advised Boulton Brooks (St James Court) LLP on a £9.5million development facility backed by EU funding to redevelop the commercial office space at St James Court, Manchester.

" The support and professionalism of BPE has been invaluable in ensuring that this complicated financing ran smoothly and within the required timeframe to guarantee the key milestones of the development could be met."

Member of Boulton Brooks, Roger James

Totally plc

The Corporate team acted for London-based Totally plc on the acquisition of Vocare Ltd, a leading provider of urgent care services to the NHS for £11million. The deal also saw Totally plc readmitted to the AIM Market.

" The acquisition of Vocare was Totally's biggest acquisition to date and we needed a firm that gave us 110% commitment. Throughout a seven month negotiation process Anthony Rudge and his team stood shoulder to shoulder with us, provided timely and incredibly pragmatic advice, advised us on the many issues we could ignore in order to get the deal done and, when it mattered, did not give up in the face of challenging negotiation styles. I am not exaggerating when I say that without Anthony this deal would not have got done."

CEO of Totally plc, Wendy Lawrence

Spectrum Medical

The deal, led by Senior Partner, John Workman, saw Spectrum Medical, a Cheltenham-based provider of medical software and equipment acquire 49% of Qura SLR, a technology company located in Mirandola, Italy for an undisclosed sum.

" This investment represents a major commitment to the technologies and expertise within Qura and we're looking forward to combining our efforts in bringing superior technology to the market. We're grateful for the support and expertise of the team at BPE - I have worked with John for over 20 years in various ventures and we know each other pretty well by now."

CEO at Spectrum Medical, Steve Turner



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shared my approach to business**

Founder of Rosemary Water Ltd, David Spencer-Percival

Lilian Faithfull Homes

Jo Bewley, Commercial Property Partner and Louise Grzasko, Corporate Senior Associate, advised Lilian Faithfull Homes, a Cheltenham-based charity providing care and support to the elderly in the county, on the acquisition of Resthaven Nursing Home for an undisclosed sum. Lilian Faithfull Homes have been delivering care in Gloucestershire for more than 70 years. Caring for 300 residents with 450 staff in six homes, it is one of Gloucestershire's largest charities and providers of care.

" We are delighted to welcome residents, families and staff of Resthaven Nursing Home, and very grateful for the assistance of the team at BPE, who have been key advisers on this merger. As a charity, our aim is to provide a 'home for life', and this is part of our strategic plan to deliver our exceptional care further in the county."

Chief Executive of Lilian Faithfull Homes, Martin Hughes

Cotswold Tool & Plant Hire Ltd

Dale Williams advised shareholders of Cotswold Tool & Plant Hire Ltd on a share sale to WHC Hire Services Ltd for an undisclosed sum.

" Cotswold Tool & Plant Hire will be part of a well-established business that has a reputation for excellent quality products and services. This sale opens up a range of opportunities for the team, extending current reach and generating many benefits for current clients. We're very pleased with the result of the sale to WHC. This is the right step for the business and we're grateful to Dale and the team at BPE for its continued support."

Retiring Managing Director of Cotswold Tool & Hire Ltd

Integumen plc

Led by Anthony Rudge, BPE's Corporate team advised personal healthcare company, Integumen plc, on £2.25million acquisition of two more business divisions. The deal also saw Integumen plc raising £2.5million by way of a placing with its enlarged share capital being admitted to trading on the AIM Market in April 2017.

" The BPE team provided excellent advice and were dedicated and efficient throughout which helped our IPO process run smoothly. As the transaction progressed, they were also flexible and responsive and worked hard to meet some tight timeframes. I was glad to have BPE's support as the company enters the next phase of its development."

CEO of Integumen, Declan Service

The History Press Ltd

Led by Tim Ward, the team at BPE advised the management buyout team at The History Press Ltd on the acquisition of the company's shares for an undisclosed sum.

" I am delighted to have chosen to use the services of BPE Solicitors corporate division. Our transaction required the use of several lawyers from across the UK. BPE were able to guide us through this complex process, providing good commercial advice and superb organisational structure. Tim and Emma Payne provided exemplary advice and I would recommend their services unreservedly."

Managing Director of The History Press Ltd, Gareth Swain

Kindtoo Ltd

Led by Tim Ward, the team at BPE advised Kintoo Ltd, the owner of sustainable packaging supplier, Biopac UK Ltd in the share sale of 75% of the business to Swedish creative packaging supplier, Duni.

" We were introduced to BPE following a recommendation from our Accountants. We are delighted with the service provided by them. The advice was clear, commercial and focused on the points which mattered to us. Furthermore, we set an ambitious completion date and Tim Ward (who led the deal on behalf of BPE) worked incredibly hard to complete it within our agreed timeline. We would not hesitate to recommend BPE to anybody else in our situation."

Joint Managing Director of Biopac UK Ltd, Eric Graham

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