

Sills
&
Betteridge

S O L I C I T O R S

Corporate & Commercial

A Guide to our Legal Services



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Corporate

Our corporate department has a highly skilled team of lawyers with extensive national and international experience, committed to assisting their clients with the full range of legal services required by businesses.

We have expertise and experience with both small and large enterprises, from smaller owner managed businesses to listed companies. This allows us to tailor our legal advice to your specific needs and offer you the most appropriate, efficient and cost-effective solutions.

We regularly act for local, national and international businesses and their stakeholders. We have extensive experience dealing with private equity and venture capital funds, angel investors, as well as high street banks and second tier lenders. Our recent work covers the whole gamut of corporate practice including acting for MBO/MBI teams, high net worth individuals, entrepreneurs, charities, clubs, non-profit organisations, public sector bodies and real estate investors and developers.

We represent corporate and business clients across a number of industry sectors including engineering, manufacturing, healthcare, hotel and leisure, retail, wholesale and distribution, logistics and transport, agriculture, biowaste, renewable energy, digital technology, media, telecommunications, chemical industries, waste recycling and real estate. Matters we can help you with include:

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CORPORATE
WORK:Share sales and
acquisitionsAsset sales and
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As CEO of Sleaford Quality Foods I was delighted with the work Sills & Betteridge recently carried out for the group on the multi-million pound acquisition of the land and building formerly occupied (following their closure) by Great Plains UK Ltd which site is directly opposite our current factory and Warehouse. I wanted the transaction completed very quickly so as not to lose the opportunity and to have minimum interference with our production. I would in particular like to mention the work which Sills partner Martin Walsh, carried out for us in leading the Sills team. He worked very hard to ensure the transaction was completed to a very tight deadline. I have worked with Sills for a number of years and continue to be very impressed with them.

James Arnold

Managing Director, Sleaford Quality Foods Ltd



We were very pleased with the way James and Raj handled our acquisition transaction, driving it forward and ensuring that we met the completion date despite its complexities. We would certainly recommend Sills & Betteridge to others.

Gavin Pell

Managing Director, Chandlers Farm Equipment



Corporate Tax

Tax is complex. There are some 17,000 pages of tax law and that amount is increasing. HM Revenue & Customs is tasked with increasing the amount of tax collected.

Whether we are assisting accountants by implementing corporate restructuring, protecting clients against tax warranty claims on the sale of their businesses or representing clients in litigation brought by the taxman, we aim to produce practical, economic and legally robust solutions for our clients and their professional advisors.



The corporate team at Sills were an integral part of the team working on our recent multi-million pound Management Buy Out of Battles Ltd. They worked tirelessly to complete the transaction against a very tight deadline and used their significant transaction experience and legal knowledge to find practical solutions to the inevitable issues that arose and provided some particularly sage advice when we had our most difficult meetings with the Vendor. I rate them very highly and would not hesitate in recommending the Sills corporate team to anyone buying or selling a company or business.

Richard Dewey, CEO – Battles Ltd

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Two of Lincoln's largest property specialists, **Brown & Co** and **JH Walter LLP** recently joined forces in a deal handled for JH Walter, by Sills & Betteridge's Lead Corporate Partner, Martin Walsh.

Chandlers Farm Equipment doubles in size

James Conduit, Head of Sills corporate team and Partner Raj Blackburn, assisted **Chandlers Farm Equipment Limited** in their acquisition of the agricultural machinery division of Lister Wilder Limited. The move saw Chandlers become the largest Massey Ferguson and Fendt/Valtra dealership in the country.

Heat and power solutions provider lands Combined Heat and Power (CHP) contract

In a deal worth circa £2million, Partner Euan McLaughlin and the Sills team guided heating and power systems specialist **Nergis** to its biggest CHP contract to date.

Sills play integral part in firm's expansion into US and EU markets

The **SHD Group**, a high performance materials manufacturer, now supplies all over the world from its manufacturing sites in the UK, Europe and USA, supported at every stage by Partner Euan McLaughlin and the Sills corporate team.

Sills act for US bank taking security over Boeing aircraft in \$3 million refinancing

The corporate team at Sills & Betteridge assisted a US based bank in its lending to their American client by securing the bank's lending against a Boeing airplane being shipped to the US.

Sills act for individual in her £8m share sale

Led by Partner Martin Walsh, the corporate team at Sills & Betteridge helped an individual who is a tax resident outside of the UK secure around £8 million for their shareholding in **The Abbotshurst Group**.

Security Holdings Ltd (TSH) has now been acquired by The Smartwater Group

In a deal which took many months of negotiation, led by Martin Walsh, Tag Security Holdings Ltd (TSH) has now been acquired by The Smartwater Group, supported by its primary investment partner, Freshstream.

Commercial Property

Sills & Betteridge's commercial property lawyers have a great depth of expertise in all aspects of real estate, planning, leases and property litigation, across a wide range of sectors including leisure, retail, business, construction, agriculture and renewable energy.

Whether acting for the seller, buyer, financier, developer, landlord or tenant, our approach is proactive and commercially astute, and our service efficient and cost effective.

We work closely and efficiently with our corporate team where required on a transaction, and also have the ability to involve and co-ordinate multiple external parties and deliver deals to demanding deadlines.



Sills & Betteridge have acted so efficiently and professionally while dealing with the sale of our properties. The team certainly deserves recognition for their knowledge and support. I recommend it highly.

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MATTERS WE CAN HELP YOU WITH INCLUDE:

Commercial leases for both landlord and tenant

Commercial mortgages, both lending and

Development agreements

Joint venture agreements

Pension trust investments

Planning

Property aspects of corporate transactions

Property development

Property portfolio

Sale and purchase of

Licensing

Overage agreements



Agriculture & Rural Business

Sills & Betteridge has extensive experience assisting businesses in the agricultural, rural and food sectors, with a comprehensive range of services.

Our clients include landed estate owners, farming businesses and partnerships, processors, distributors and logistics providers. We are regularly instructed to deal with the sale and purchase of farms and farming properties, issues regarding tenancies of farms and farmland and measures to be taken to preserve family farms. We can advise on claims and disputes relating to grants and quotas.

The team can also assist with other issues commonly faced by agricultural businesses, falling into the areas of environmental, planning, health and safety and employment law including dealing with the Gangmasters and Labour Abuse Authority.



This practice has a good all round commercial team that understand its local businesses and is able to meet their needs. They are prompt in answering queries and gathering additional information where required.

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Renewable Energy

Renewable energy is a fast growing sector, and now accounts for a substantial proportion of the work carried out by our corporate team.

We have considerable experience in this sector. We act for landowners diversifying into this market and clients who are seeking to invest in renewable energy to support their existing business needs. We have advised domestically and internationally on projects for anaerobic digesters, wind farms and solar farms, recently acting for one of the world's largest manufacturers of solar panels.

The corporate team will also deal with restructuring and refinancing, which are often integral to projects in this sector.



In 30+ years of business, I have dealt with many, many solicitors. Whilst I appreciate you are taking Nigel's instruction and acting on his behalf, I have seldom seen such efficiency on a corporate matter.

Professional Review, 2023

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Commercial Contracts

Commercial contracts form the cornerstone of every business and getting the terms right first time, every time is incredibly important. After all, it is the detail of what gets documented in the commercial contract between parties that can ultimately support a business in its expansion, evidence its valuation as an asset base and enable its pursuit of assertive growth strategies. The importance of lawyers who understand the need to take a pragmatic but risk-managed approach to the level of detail and balance of negotiation when drafting and agreeing commercial contracts should not be underestimated. Our experts deal with all kinds of commercial contracts, including distribution agreements, agency agreements, franchise agreements and many more.

Our team of specialist commercial contract solicitors take the time to ensure each contract your business enters into is clear and unambiguous, reflects your objectives, protects your interests and avoids risk. We have considerable expertise drafting and negotiating wide ranging, high value, complex commercial contracts, trading agreements, and project documentation across all sectors.



I have no hesitation in recommending Sills & Betteridge to anyone seeking practical commercial advice, delivered quickly and cost-effectively, with a focus on the commercial context of the issue at stake. I have been delighted with the services of Sills & Betteridge over a number of years, during which time they have consistently satisfied all of my business and private legal requirements.

Michael Oko, *Sleeping Disorders Centre, Harley St. London*

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T&Cs and E-commerce

The incorporation of T&Cs into business contracts is to seek protection. This may be achieved by including T&Cs in brochures, quotations, on a website, or in other pre-contract documentation. We can help prepare T&Cs of sale (B2B or B2C) and T&Cs of purchase, and can provide training for your business to adopt the correct systems and procedures to ensure your T&Cs are incorporated into and govern your trading arrangements and to avoid a 'battle of forms' scenario occurring. In a large number of cases, the success or failure of a customer or supplier dispute can depend on the strength and clarity of your T&Cs. Our experts have the necessary experience of contractual disputes to ensure that these issues are considered in advance at the drafting stage – which in many cases can head off a dispute before the time and expense of litigation is necessary.

If you trade through a website there are additional laws relating to selling goods and services online in areas such as data protection, privacy, cookies, electronically concluded contracts, and distance selling. We can help ensure your online T&Cs and website content comply with all relevant e-commerce laws.



Thank you for making the process straightforward and understandable for us. It was a pleasure working with you and should the need arise for more legal support in the future we will be in touch.

David Kentish, Kentish and Co. Ltd

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Employment Law

In the field of employment, the law is constantly changing. That is why you need specialist legal advice from lawyers who make it their business to keep ahead in this ever changing area of legal work. Sills & Betteridge are able to offer a truly specialist employment law service from their team of employment solicitors.

As an employer, your legal obligations begin even before interviewing prospective employees and continue beyond the termination of their employment. In between you face a minefield of employment legislation, regulations, directives, case law and statutory codes of practice. It's important to get it right because the cost of getting it wrong will be high.

Employment litigation cannot always be avoided. So if you find yourself before an employment tribunal or the Court, we will ensure that you are expertly represented in the most cost-effective manner.



The Employment Law team at Sills & Betteridge are incredibly quick to respond with professional and reassuring advice. They make potentially large issues seem manageable and easily resolved, caring both for business and for employees in equal measure. An absolute pleasure to deal with, I genuinely couldn't recommend them highly enough.

Jo Nilsson, Director - Odin Retail Ltd

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Commercial & Civil Litigation

Dealing with commercial disputes with customers, suppliers or partners can be a real drain on resources and damaging to reputations and relationships. We have a dedicated team of lawyers who are able to help you to find effective solutions to disputes of all kinds.

Cases we regularly handle include:

Contractual disputes

Landlord and tenant disputes

Professional negligence

Intellectual property infringement

Debt recovery

Property disputes including Land Registry disputes and disputes in the First-Tier Tribunal

Construction disputes and adjudications

Libel and slander

Our commercial litigation team also regularly deal with cases proceeding in the Chancery Division of the High Court, including judicial review of decisions affecting our commercial clients. Litigation through the Courts may be necessary in some cases, but other methods of dispute resolution, such as mediation, are available and may be appropriate for your case. Our aim is to reach a swift, cost effective solution to your problem.



The 'highly skilled' commercial litigation team provides litigation services to clients with respect to contractual disputes, shareholder claims, professional negligence matters, breaches of confidentiality and restrictive covenants as well as planning disputes. The practice is headed by Karen Bower-Brown from Lincoln - she has expertise in commercial property disputes and breach of warranty claims, and at the start of 2022 was appointed as the firm's first-ever female senior partner. Clients see the unit as a 'reliable go-to place for commercial litigation' that offers a service that is 'second to none'.

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Partnerships & LLPs

Partnership law applies to partnerships irrespective of the sector in which they operate. We regularly deal with professional partnerships, farming partnerships, joint ventures, property investment partnerships and general trading partnerships.

We have particular experience in advising professional partnerships, including doctors, dentists and veterinary surgeons.

“

Euan and I have worked together to support a number of GP practices in relation to partnership and contractual matters. Euan certainly understands the GP sector and has a very calm and reassuring manner when helping GPs navigate the complexities of the law in this area.”

Christine Newitt, Director, Duncan & Toplis

“

“I have been very impressed by Euan’s work on a number of matters over the years, both for mutual clients and in respect of my business affairs. In each case I have found Euan to be clear and pragmatic in his advice, but with the patience and thoroughness to get to the heart of often complex matters. I would heartily recommend Euan to anyone requiring prompt, high quality and cost-effective corporate & commercial legal advice.”

Richard Grayson, Chartered Accountant

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Intellectual Property

The protection and exploitation of intellectual property rights is fundamental to many businesses. Our non contentious work extends to the protection of IP rights through contractual arrangements and registration, and the exploitation of IP rights through licensing arrangements, franchising and sale. We regularly deal with the acquisition and disposal of intellectual property rights.

We are also regularly instructed by claimants and defendants in proceedings for infringement of intellectual property rights, dealing with High Court injunctions and contested infringement and breach of contract proceedings.



Sills & Betteridge LLP have looked after our commercial legal needs for a number of years. They have developed a strong understanding of the business, and been proactive in a number of areas supporting the growth of our business. Most importantly for us, dealing in 'plain English' and avoiding the challenge those not trained in legal language .

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Banking & Finance

Our banking and finance team has a proven track record acting for high street banks, second tier lenders, asset based lenders, borrowers, guarantors and other security providers in relation to all aspects of financing and security.

TRANSACTIONS INCLUDE:

CORPORATE BANKING:

representing banks on corporate sales, purchases and management buy-outs

TRADE FINANCE:

advising and negotiating invoice discounting and factoring agreements and arrangements

COMMERCIAL PROPERTY TRANSACTIONS:

drafting, advising and registering forms of legal charge in respect of commercial property lending arrangements

CONSTRUCTION CONTRACTS:

drafting and advising on construction documentation including collateral warranties

We also represent companies and businesses who are seeking finance in these situations.



We have instructed Sills & Betteridge on numerous transactions over the years representing our bank. We have always found them to be technically and commercially excellent and highly responsive to our needs and those of our customers.

Jayne Hickson, Relationship Director, Commercial Banking - NatWest Bank

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Insolvency & Business Recovery

We understand the financial and operational challenges that businesses face. Challenges can quickly become existential threats, so it is important that business leaders and stakeholders act early to understand the situation, the implications for the business and the options available.

We have extensive experience guiding business leaders, management, shareholders and other stakeholders in the development and implementation of turnaround, rescue and restructuring strategies which may include:

Refinancing the business
(formally and informally)
and improving creditor
and debtor relations

Dealing with supply
chain or customer
insolvency risk

Accelerated mergers
& acquisitions (M&A)
processes or distressed
asset sales

We work closely with accountants and licenced insolvency practitioners, especially if a formal insolvency process (administration, liquidation, voluntary arrangement, receivership) is necessary or unavoidable. The sooner we are involved, the more business rescue options we can offer.

We also act for investors looking to acquire distressed businesses or assets.

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Data Protection & GDPR

Compliance with GDPR and the Data Protection Act 2018 is mandatory for businesses. We provide support to assist businesses in putting in place the necessary processes, procedures and documents to achieve GDPR compliance. This frequently includes the production of bespoke internal and external policies and documents, provision of training and guidance notes and cooperation with third parties to update systems and procedures. We also advise businesses on the impact of GDPR on marketing initiatives, as well as the application of the Privacy and Electronic Communications Regulations 2003 to electronic direct marketing.

In addition, we provide reactive advice and assistance to organisations that have received requests from data subjects exercising their rights under GDPR, including subject access requests, and to organisations that have breached or are concerned they may have breached GDPR or the Data Protection Act 2018. We are able to provide advice quickly and efficiently to ensure the organisation is able to meet the strict breach notification timescales imposed by GDPR.



The senior management team at Jessops Construction wanted to ensure that we were doing everything necessary to be compliant with new GDPR legislation. As such, we sought advice on the topic to clarify this for us. During this process, we found the commercial team to be knowledgeable about the subject, and thorough in their explanation of the implementation of changes necessary to company procedure in relation to the collection and storing of data. We found his approach user-friendly and were pleased with the outcomes of our collaboration.



Business Crime & Regulation

Regulations exist to protect the public and employees from harm. With multiple regulators impacting on every sector it can be hard to make sense of the law and stay compliant. We understand the difficult burden regulation places on business.

Recently the risk has increased as Courts are imposing higher penalties and regulators are often able to charge their investigation costs to you. We can help your business to be more compliant and reduce the risk of causing harm and incurring significant costs. Our compliance advice service will help you plan, prepare and implement a compliance strategy.

Where incidents do occur we will be with you each step of the way helping you decide whether to report, assisting with internal investigations, preparing submissions and attending interview and court.



The partners we work with at Sills & Betteridge have been excellent. They are approachable and have proven to be very responsive to our needs with excellent communication.

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Our regulatory solicitors have experience in dealing with the:

Health and Safety Executive

Environment Agency

Gangmasters and Labour
Abuse Authority

Coroners Court

Traffic Commissioner

Care Quality Commission

Ofsted

Local Authorities (Trading Standards,
Environmental Health, Planning)

HMRC

Border Agency

Information Commissioner

Fire Authorities

Defra

Animal and Plant Health Agency

Police

CPS

Business Succession Planning

Our Business Succession Planning team is formed of Private Client and Corporate & Commercial experts. Their bespoke approach which not only involves combining their own specialist knowledge but also working with their clients' accountants, financial advisors and land agents, means they develop and implement effective succession and exit strategies, as well as helping the owners protect against unexpected life events. We act for businesses of all sizes across all sectors, including landed estates and farms.

Whether you are planning for your retirement, to bring the next generation into your business or wanting to ensure your business continues to run smoothly if you suffer from an unexpected decline in your health or your death, with careful, harmonious structuring of business and personal affairs:

The business will continue to overcome obstacles

Key directors and staff can retire

Family wealth can be preserved

Taxes can be mitigated

Your business will be more saleable

Future generations will be fairly treated

No matter how successful your business currently is, longer term success relies on careful planning and good organisation for future business and personal events. Having a harmonious and early approach to both will preserve what you have achieved for your retirement, and for your family's future.

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Our Teams

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Please visit our website www.sillslegal.co.uk/services-for-business for more information or speak to a member of our team.

You can also follow us on LinkedIn, Twitter, Facebook and Instagram to stay up to date.