

Joelson

To us, it's not just about law.

It's not just another case. It means more to us.

We are entrepreneurial partners.

We are champions in our field.

Our clients can rely on all of us.

We are the shield that defends their interests.

Fighting their corner, defending it as if it were our own.

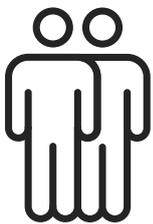
We are there when clients need us.

Joelson

We champion your business

OUR APPROACH

We deliver a first class, partner-led service provided by personable and proactive lawyers who understand how to deliver solutions tailored to each client's individual situation.



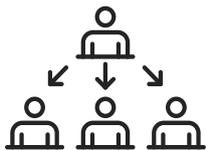
Partnering

We aim to build a close working relationship with clients and use our knowledge of the law to assist with the growth and development of their businesses. Our clients always know who is looking after them – we don't pass them around from one lawyer to the next.



Delivery

We choose the right lawyers from our team to handle your legal work and to help you achieve your business objectives. Our services are delivered swiftly and efficiently.



Evolving

We use our in-depth industry knowledge to assess the legal issues and challenges you face. We identify any difficulties that could arise in future and provide relevant proactive advice. We evolve and adapt to our clients needs in line with the way they do business and their evolving requirements.

OUR EXPERTISE

Specialising

We offer our UK and international clients a wide range of legal services, covering nine main practice areas:

- Corporate / Commercial
- Property
- Construction
- Employment
- Immigration and Visas
- Litigation and Dispute Resolution
- Property Litigation
- Licensing / Gaming
- Private Client

Within these practice areas we have expertise in:

- Mergers, acquisitions and disposals
- Start-up and business establishment advice
- Commercial contracts and joint ventures
- Company law and corporate finance
- Shareholder and management advice
- Seed and growth capital fundraisings
- Capital markets and fundraisings
- Commercial and residential property transactions
- Intellectual property licensing, exploitation and enforcement
- Defamation and reputation management
- Alcohol, entertainment and late-night refreshment licensing law
- Betting, gaming and lotteries law
- Remote gaming (and associated European and International Law issues)
- Regulatory and compliance issues
- Employment and HR law
- Employee incentives
- Business and family immigration, investor and entrepreneur visas
- Litigation and dispute resolution
- Private client – wills, trusts and probate



CORPORATE / COMMERCIAL

Our team of highly experienced lawyers provide a broad range of advice to clients. Whether you are starting a business, a serial entrepreneur, a management team of a Venture Capital backed business, a Small or Medium Enterprise or large multi-national company, we have the experience and commercial know-how to provide clear and commercial advice in a friendly and approachable manner.

Establishing Businesses

We regularly advise clients on establishing start-ups, limited liability partnerships, branch offices and joint ventures both in the UK and internationally. In addition to the establishment of a legal entity and the constitutional documentation associated with this, we also provide practical help with trading terms, website terms, incentive arrangements for staff and other related legal issues.

Mergers and Acquisitions

The team's work is focused on advising clients wishing to acquire or sell businesses, companies and assets. We have extensive experience of cross-border transactions and regularly lead such deals. We undertake due diligence, draft all necessary documentation and handle the associated banking work.

Corporate Finance and Capital Markets

We have extensive experience of acting for clients seeking finance in the private sector. This manifests itself in seed capital raisings and venture capital/private equity transactions. We also act for clients seeking to raise capital by means of public offerings including initial public offerings and further



fundraising on the AIM and ISDX markets. We are recognised for our work with management teams of private equity backed businesses and are often involved in management buy-ins and buy-outs. We act for overseas clients raising finance on the London capital markets and obtaining secondary listings.

Commercial and Intellectual Property

The team regularly advises clients on all forms of commercial agreements including agency, distribution, joint venture, technology transfer, intellectual property and franchising agreements. We also offer guidance on all varieties of intellectual property licensing arrangements.

Business Recovery and Restructuring

Within the team we have lawyers who have been actively involved in debt restructuring transactions and acquisitions from administrators. A number of our partners also act for insolvency practitioners in connection with the sale of businesses in administration. We also frequently advise entities that have experienced difficulties during periods of economic instability.



PROPERTY

Our dedicated team of specialist Real Estate Lawyers deal with all types of freehold and leasehold property transactions and advise on all legal aspects of real estate ownership throughout England and Wales. The team also regularly advise on real estate finance transactions.

We provide an integrated service and have in depth knowledge of the real estate aspects of investment, development, forward-funding, financing, leasing and asset management.

Our lawyers are highly regarded and trusted by our clients and have a thorough understanding of the real estate market. Drawing on many years' experience, they will quickly identify any problems and suggest pragmatic, effective solutions so that transactions proceed without unnecessary delays.

We deal with all aspects of residential property transactions and pride ourselves on providing a personal partner-led service. We provide you with cost-effective, expert advice in a fast, efficient and friendly manner.

Understanding our clients' business requirements is vital in order to allow our property team to offer commercial nous, sector knowledge and tailor-made advice. We develop and maintain strong relationships and provide a bespoke legal service.

Our services include:

- Advising on pre-transaction terms, such as exclusivity periods, non-refundable deposits, guarantees, rent deposits, rent-free periods, service charge issues, repair liabilities and break options.
- Investigating legal title. This includes raising all relevant enquiries, commissioning property specific searches and reporting comprehensively to our clients to clearly outline any commercial impact.



- Advising on leasehold property, so that clients are fully aware of their terms and how their obligations will affect them. For tenants in particular, these obligations can be onerous.
- Advising on landlord and tenant matters such as rent reviews, break clauses, landlord's consent, lease renewals and dilapidations.
- Advising on extending leases and buying the freehold of residential property under leasehold enfranchisement legislation.
- Acting for lenders on secured loans over commercial and residential buildings and developments.
- Acting for developers and advising on site assembly and subsequent disposal or commercial exploitation.
- Acting for local authorities in urban regeneration projects including site assembly, preparing development agreements and advising on the planning and compulsory purchase order process.
- Advising overseas investors on all aspects of property acquisition and investment in England and Wales.
- Dealing with all post-completion requirements such as submitting to Land Registry and/or Companies House all necessary filing documents and serving any relevant legal notices.

| We have very strong links with Asia and China in particular. As well as making regular visits to the region, we have a number of Chinese speakers.



BANKING & FINANCE

Our banking and finance team has the breadth and depth of expertise essential to guide and advise all parties, including lenders, borrowers, corporate and personal guarantors, subordinated creditors and shareholders, through their requirements, and a variety of security packages.

Our specialist team also advises on complex finance structures and uses their expertise to provide bespoke, commercial and concise advice in a range of areas including:

- Property finance (further discussed below)
- Asset based lending
- Corporate, commercial, development and mezzanine finance
- Acquisition finance
- Secured and structured lending
- Venture capital
- Specialty deeds, loan notes, discounted bonds and Eurobonds

Property Finance

Our dedicated team of specialist property finance solicitors provide banks, peer-to-peer lenders, challenger banks, bridging and mezzanine lenders and other funders and financial institutions with an integrated, partner-led service.

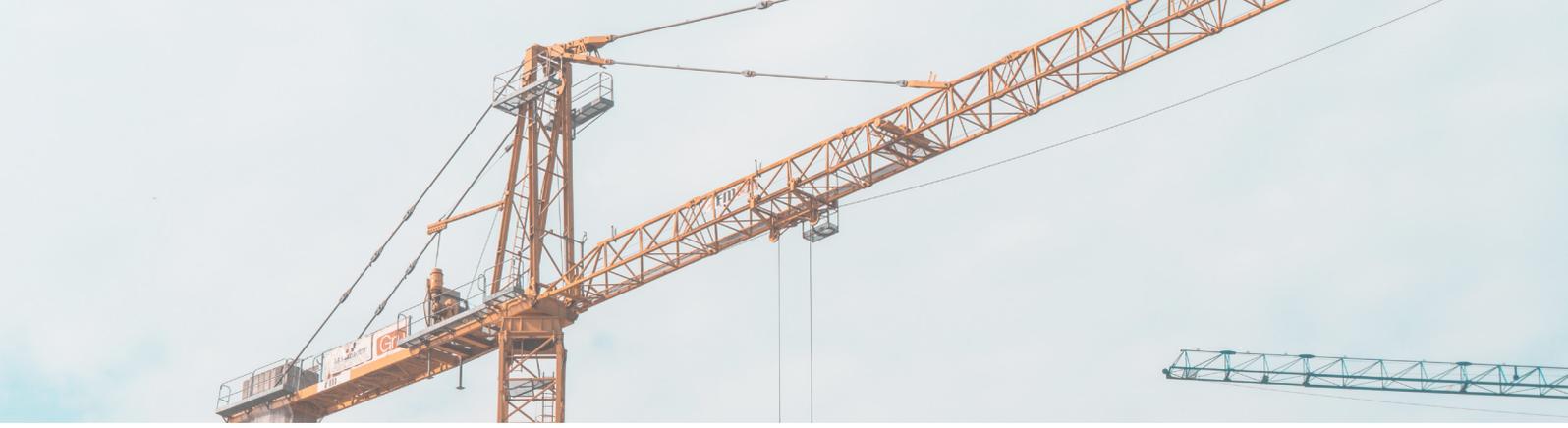
Our clients range from lenders that are well-established to those that are looking to enter the market for the first time. We use our wealth of experience to help our clients every step of the way. We appreciate the competitive environment in which our clients operate and the importance of helping them to provide a fast and efficient service that, in turn, enables them to grow or consolidate their position in the market. We understand that it is vital to our clients' businesses that we are able to offer commercial solutions and bespoke advice at competitive rates. In order to do this, we draw on many years' experience in the property finance market; we quickly identify any problems and propose pragmatic, effective ways forward so that transactions proceed



without unnecessary delays. Our focus is on finding innovative solutions while ensuring our client's position is always protected.

Our team consists of specialists in banking, property, planning and construction, all of which enables us to provide a comprehensive, seamless 'one stop shop' service on each transaction. We appreciate the importance of our role within the process to facilitate the swift conclusion of a transaction and always adopt a friendly, collaborative approach with all parties involved. We advise on all forms of property finance, restructuring and refinance work and have experience funding investment, development projects and holding loans across a variety of sectors, including:

- Offices
- Retail and leisure
- Industrial
- Residential property in all its forms, including student accommodation and build to rent
- HMOs
- Mixed-use schemes
- Residential institutions, such as care homes



CONSTRUCTION

Our Construction team offers commercially efficient construction legal advice and assistance on the whole range of private sector development projects.

We advise on all aspects of construction law including:

- Building contracts
- Professional appointments
- Collateral warranties
- Bank and surety bonds
- Insurance issues
- The construction aspects of development
- Lease and funding agreements

We also specialise in construction disputes including in respect to works quality performance issues, payment issues and traditional time and money contractor claims.

Our construction department also specialises in acting on the construction aspects of agreements for lease and development agreements for developers, purchasers, landlords and tenants, including advising and negotiating the parties' obligations in connection with landlord's development works and tenant's fit out works.

Our team also advises on all construction assurance aspects for clients, including the granting to clients the benefit of construction warranties or contractual third party rights from contractors and consultants engaged in developments, bonds and guarantees.

Our team has wide-ranging experience in advising clients in relation to construction insurance, construction insolvency, and health and safety issues and in respect to professional negligence cases.

We aim to deliver a high quality effective and professional service to our clients at all times.



IMMIGRATION & VISA SERVICES

We provide a supportive, personal service and assist with every step of the immigration process, including providing advice on documentary requirements and the preparation of all necessary paperwork. We can arrange appropriate expert tax, trusts and investment advice where required. We also have Mandarin and Cantonese speaking lawyers.

Immigration Services

- Advising international investors and High-Net Worth individuals on the Tier 1 (Investor) visa scheme and entrepreneurs with Tier 1 (Entrepreneur) visa applications.
- Assisting UK employers with their workforce planning in seeking to hire non-EEA nationals. We also support employers in securing Sponsorship Licences.
- We offer immigration audit and compliance checks and advise on duties and responsibilities in connection with operating Sponsorship Licences.
- We advise senior representatives of international corporations relocating to the UK on setting up subsidiary businesses. Similarly we assist with the “Representative of an Overseas Business” visa applications.
- Assisting spouses, partners and parents of British nationals with their visa applications in relation to potential British naturalization.
- Advising non-EEA nationals living in the UK on the application for indefinite leave to remain.



EMPLOYMENT

Our Legal 500 top-ranked employment team provides tailored, commercially focused advice on all aspects of employment/HR matters. We act for corporates, management teams, directors and senior executives. We aim to resolve employment law issues as quickly and effectively as possible.

HR Back up

Our corporate clients often require quick 'on the spot' advice on day-to-day employment issues, including questions on employee performance, managing sickness absence and parental rights. Our 'quick response' service is specifically tailored towards these enquiries.

Business Transactions and TUPE Support

We often advise on employment matters in connection with large-scale corporate transactions. These transactions often include the transfer of employees. Buying or re-organising a business can also often result in redundancies. We help our clients plan for these workforce changes.

Tribunal Defence

We have a wealth of experience in successfully defending employment tribunal claims and in reaching settlements where appropriate.

International Workforce Planning

A number of our clients are headquartered outside the UK. We therefore have particular expertise of dovetailing UK employment advice to fit with advice our clients may require in other jurisdictions, including senior executive contracts for employees operating in more than one country.



Restrictive Covenants, IP and Injunctions

Our High Court litigation experience allows us to defend and bring claims for our corporate clients in the UK's highest courts. In 2015 the team secured a landmark victory for Sunrise Brokers LLP and in doing so created a legal precedent which is frequently referred to in proceedings concerned with the enforcement of post-termination restrictions.

Training

We design and deliver essential workforce training in relation to all aspects of employment law including: diversity, managing performance and ill health.

Rewards and Incentives

Retaining the most talented employees is key to the success of any business. We regularly advise on employee reward packages to ensure that incentive schemes on offer remain competitive. We assist in the implementation and structuring of these schemes and advise on more complex benefit packages where necessary, including, performance linked bonuses, long-term incentive plans and employee share options.

Senior Executives

We assist employers in negotiating the exit of their senior executives to minimise business disruption and PR fallout, including dealing with market announcements and corporate governance issues.



A key partner in our business' success, we've been working with Joelson since our very beginnings. Smart, entrepreneurial and commercial – our favourite law firm.

Richard Reed, Co-Founder, Innocent





PROPERTY LITIGATION

At Joelson, our property litigation team advises its clients on a wide range of disputes in relation to both residential and commercial properties.

We regularly advise landlords, owners, occupiers, tenants, property managers and developers, in relation to a wide range of properties including retail, offices, industrial, leisure, restaurants, pubs and residential.

We work closely with the property team at Joelson to provide strategic advice to assist clients in achieving their commercial objectives. We are committed to helping clients avoid disputes wherever possible, and often advise our clients in relation to preventative measures which can be taken. However, where disputes do arise, we are on hand to give clear advice to seek to resolve the dispute, offering practical solutions to minimise costs.

We are highly experienced in dealing with claims in the High Court, County Court, the First-Tier Tribunal (Property Chamber) and the Upper Tribunal (Lands Chamber) and in settling disputes using mediation and other Alternative Dispute Resolution methods.

Areas of specialism include:

- Opposed and unopposed lease renewals under the Landlord and Tenant Act 1954
- Interim and terminal dilapidations
- Rent reviews
- Enforcement of lease covenants and other contractual obligations
- Service of break notices
- Forfeiture of commercial leases and residential property possession claims
- Trespass and removal of squatters
- Boundary and rights of way disputes, party wall and rights of light disputes
- Claims for adverse possession
- Landlord and tenant insolvency
- Recovery of arrears of rent and service charges
- Lease extensions of residential flats and collective enfranchisement



LITIGATION AND DISPUTE RESOLUTION

Our Litigation & Dispute Resolution team provide a broad and comprehensive service which includes litigation through the Courts, Arbitration, Mediation and Expert Determination.

We are also experienced in advising on other, more creative, methods to achieve the best solutions for our clients; examples of these include immediate injunctive relief and worldwide freezing orders.

We pride ourselves on being able to achieve our clients' objectives as cost-effectively as possible. We work closely with our clients to develop carefully planned strategies to achieve their objectives at all stages of the litigation process through negotiation and pre-action correspondence and, if necessary, pursuing matters all the way to trial.

Our services include:

Commercial Litigation

- Advising on high value and complex contractual disputes in a diverse range of industry sectors.
- Prosecuting and defending warranty claims arising out of sale and purchase agreements and other contractual warranty claims.
- Advising in respect of professional negligence claims against professionals.
- Advising in respect of product liability claims.
- Prosecuting and defending actions relating to the Financial Services Act and the Financial Service Compensation Scheme.
- Advising in respect of Judicial Review claims.
- Prosecuting and defending claims for fraud, both white collar and corporate.



- Advising in respect of cross-border litigation including bringing claims against defendants overseas and litigation in other jurisdictions.
- We advise on all aspects of debt recovery for both individuals and companies from the simplest to the most complex matter, achieving the quickest and most cost-effective solution possible.

Contentious Intellectual Property

- Advising in respect of the infringement of intellectual property rights in various industry sectors, including trade mark infringement and passing off; copyright infringement, registered and un-registered design right infringement and patent infringement.
- Advising in respect of defamation claims, including reputation management.

Insolvency

- We advise on all aspects of personal and corporate insolvency including serving and setting aside statutory demands, presenting petitions for bankruptcy and winding up and defending such petitions on behalf of clients.



LICENSING / GAMING

Our licensing/gaming team is recognised both nationally and internationally for its expertise in this highly specialised area of law, consistently achieving top-ranked status in the Chambers and Legal 500 independent guides to the UK legal profession.

One of the secrets of our success in this field has been forging close working relationships with each of our clients, enabling us to understand their businesses and adopt a proactive and commercial approach when guiding them through the red tape which affects the hospitality and leisure sector.

The Chambers and Partners independent guide to the UK's best law firms has described us as delivering "consistently high results" and has referred to clients of the firm recommending us for "steering our business and giving us an excellent assessment of our needs". We are also described as taking a "proactive and strategic approach", and having a "meticulous eye for detail" and "an enviable list of high-profile clients".

Our clients include leaders in the hotel, restaurant, pub/bar, nightclub, music festival, casino, bingo, betting, lottery, remote gaming and gaming machine fields.

We are able to assist start-ups through to multi-national operators, providing a tailor-made personal service to meet each client's specific needs.

Our services include:

- Advice on any licensing issues arising to ensure businesses are operating to their full licensing potential.



- Obtaining or, where appropriate, opposing applications for a licence permitting any of the following activities:
 - the sale of alcohol
 - the provision of regulated entertainment
 - the provision of late night refreshment
 - gaming, betting and lottery activities, whether terrestrial or online
- Consultation with the relevant authorities on behalf of clients, preparing and lodging the relevant applications, negotiation with individuals, bodies and statutory authorities who might raise objections to the proposed activity, and the provision of representation at the hearing of the licence application should it proceed to a contested hearing and at any subsequent appeal.
- In relation to gaming activities, close liaison with the Gambling Commission (or with the appropriate international regulator in the case of remote gaming).
- Once a business is up and running, the provision of ongoing advice on compliance issues and assistance in reviews from a licensing and regulatory compliance perspective, to ensure returns are being maximised.
- The provision of advice to insolvency practitioners, premises licence holders and landlords in respect of the implications and impact of insolvency from a licensing perspective.
- Advising on compliance and regulatory matters, including advertising, food safety, health and safety, noise and litter issues, fly-posting and Trading Standards and associated prosecutions.

OUR COVERAGE

London & Partners

We are commercial business partners with the not-for-profit public/private partnership London & Partners, funded by the Mayor of London to “unlock the City of London for new businesses that want to set up or expand in London”.

We recognise the challenges that overseas companies and individuals face when trying to set up in London. Joelson provides support and advice to businesses looking to establish, acquire or set up joint ventures in London and throughout the UK. We also assist businesses and individuals who are seeking to acquire residential and commercial property. We provide business immigration advice to individuals to enable them to enter the UK and remain here for study or for employment.



European Lawyers Network

Joelson are founding members of the European Lawyers Network, a thriving partnership of like-minded firms across Europe, enabling the firm to provide cross-jurisdictional advice whenever, wherever. Other members of the network include:

DMMS Associés	Paris	
Bögner Hensel & Partner	Frankfurt	
Aledra	Madrid, Valladolid, Malaga	
Vissers Advocatuur	's-Hertogenbosch, Kerkdriel, Amsterdam	
Tetra Law	Brussels	
Quorum Legal	Rome, Milan	
Blanes & Muñoz	Madrid	

Associated Firms

Cohen & Grigsby	USA	
Lewis Brisbois	USA	

Joelson

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Certified



Corporation

