

Corporate Services

Law Debenture Corporate
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Law Debenture provides the following corporate services:

- **Company directors for special purpose vehicles (SPVs) and other transactions**
- **Company secretarial support services for private or public limited companies including SPVs**
- **Specialised expertise in complex dual listed company structures, other complex corporate voting structures, and ancillary services**

These services are available whether or not Law Debenture is involved in the transaction as trustee.

Company directors

Often, special purpose companies need to be set up as part of complex loan capital transactions, securitisations, lease arrangements and so on. Law Debenture can provide *independent* directors for these companies, and will act in a number of different jurisdictions. Wherever local law allows, we use corporate directors for reasons of speed, control and liability but, from time to time, members of our professional staff may act as a director in a personal capacity.

We act as company secretary to corporate entities - whether active or dormant. Among the services that we provide are:

- secretarial advice
- maintenance of statutory books
- a registered office address
- arranging and documenting AGMs
- preparation of elective and specialised resolutions
- meeting administration (including agenda circulation, meeting attendance and minute preparation).

Complex voting structures and ancillary services

Our expertise in managing complex voting arrangements is well recognised, especially in the increasingly popular area of dual listed company structures. These arrangements are set up where (typically) two companies from different countries, each listed in its own jurisdiction, seek to merge. Law Debenture will establish and manage an SPV to operate the voting mechanisms that ensure the interests of shareholders in both jurisdictions are properly represented.

We will also consider taking on ancillary roles, such as holding share/loan note registers, participating in deadlock company arrangements, and holding and exercising the rights of special shares (such as "golden" shares, or blocking shares).

The following is a list of some of the clients for whom we provide one or more of the above corporate services:

- Air Nostrum
- Barclays Private Equity
- BHP Billiton
- Brambles
- Deutsche Bank
- Granada
- Marks and Spencer
- Northern Rock
- Rio Tinto
- Singapore Aircraft Leasing

Please contact

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