

## Counsel, London

Mergers and Acquisitions; Capital Markets; Corporate Governance



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### Education

Legal Practice Course, BPP Law School, 2007 (Distinction)

M.A. (Law), University of Cambridge, 2005

### Bar Admissions

Solicitor, England and Wales

### Publications

"H1 2022 – ESG Trends and Expectations," *Skadden, Arps, Slate, Meagher & Flom LLP*, July 28, 2022

"UK Public M&A Update – H1 2022," *Skadden, Arps, Slate, Meagher & Flom LLP*, July 25, 2022

"Q&A: New Climate-Related Disclosure Regulations for UK Companies and LLPs," *Skadden, Arps, Slate, Meagher & Flom LLP*, April 19, 2022

"UK Public M&A in 2021 – H2 Update," *Skadden, Arps, Slate, Meagher & Flom LLP*, February 15, 2022

"Wide-Ranging Reforms of UK Capital Markets: A Watershed Moment?" *Skadden's 2022 Insights*, January 19, 2022

Adam Howard focuses on complex cross-border transactions involving public companies and public offerings of securities. He advises international offerors as well as financial advisors on public M&A transactions and has represented both issuers and underwriters in connection with a broad range of capital markets transactions. Mr. Howard regularly advises clients on corporate and governance-related matters, including directors' duties and disclosure issues arising in connection with transformational transactions and crisis situations.

Mr. Howard was named an Equity Capital Markets Rising Star by *The Legal 500 UK* in its 2023 edition. He also was previously named by the *Financial News* as one of their 40 Under 40 Rising Stars in Legal Services. Additionally, Mr. Howard has received The M&A Advisor's European Emerging Leaders Award, which recognises industry professionals who have reached a significant level of success and made notable contributions to their industry and community.

His significant public M&A transactions include advising:

- **Davidson Kempner European Partners**, a major shareholder of AVEVA Group plc, in connection with Schneider Electric's £9.9 billion acquisition of AVEVA Group plc;
- **Horvik Limited** in relation to its preconditional mandatory offer to acquire Trans-Siberian Gold plc, an AIM-quoted gold producer;
- **Fortiana Holdings Limited** in connection with its US\$1.5 billion acquisition of Highland Gold Mining Limited, an AIM-quoted gold producer, comprising an initial US\$585 million acquisition of a 40% interest, the U.K.'s first-ever preconditional mandatory bid for the remaining stake, delisting and compulsory squeeze-out of minority shareholders;
- **Phoenix Group Holdings** in its:
  - £3.1 billion acquisition of ReAssure Group plc from Swiss Re AG;
  - £950 million rights issue and related £2.93 billion acquisition of Standard Life Assurance and strategic partnership with Standard Life Aberdeen plc; and
  - £735 million rights issue and related £935 million acquisition of Abbey Life from Deutsche Bank AG;
- **Worldpay, Inc.** (formerly Vantiv, Inc.) in its:
  - US\$43 billion merger with Fidelity National Information Services, Inc.; and
  - US\$10.4 billion acquisition of Worldpay Group plc;
- **Waypoint GP Limited**, an investment fund created by the Bertarelli family, in its €730 million acquisition of the remaining stake in Stallergenes Greer plc that it did not already own;
- **Goldman Sachs** as financial advisor:
  - along with Cenkos Securities plc and Dean Street Advisers Limited, to Bain Capital in its £1.2 billion acquisition of esure Group plc;
  - along with Greenhill & Co. International LLP, to a consortium of funds managed by Antin Infrastructure Partners and West Street Infrastructure Partners in their US\$732 million acquisition of CityFibre Infrastructure Holdings plc;
  - to Kennedy-Wilson Holdings, Inc. in its £1.5 billion merger with Kennedy Wilson Europe Real Estate Plc through a Jersey law scheme of arrangement;

- to the transaction committee of the board of directors of Reynolds American in its US\$49 billion acquisition by British American Tobacco; and
- along with J.P. Morgan Securities plc, to Michael Kors in its US\$1.2 billion acquisition of luxury shoemaker Jimmy Choo;
- **Morgan Stanley** as financial advisor to American Express Global Business Travel Holdings Limited in its £400 million acquisition of Hogg Robinson Group plc;
- **Eurasia Drilling Company Limited:**
  - in the proposed acquisition of a 51% stake in the company by Schlumberger Limited; and
  - in the acquisition of a minority stake in the company by a consortium of investors comprising the Russian Direct Investment Fund, China Investment Corporation and Mubadala Investment Company;
- **21st Century Fox** in its proposed £11.2 billion acquisition of the remaining stake it did not already own in Sky;
- **Ball Corporation** in its US\$8.4 billion acquisition of Rexam PLC;
- the majority shareholders of **Eurasia Drilling Company Limited** in its US\$1.7 billion take-private transaction;
- **CF Industries Holdings, Inc.** in its proposed US\$8 billion acquisition of the European, North American and global distribution businesses of OCI N.V.;
- **J.P. Morgan Limited** as financial advisor to Equinix, Inc. in its US\$3.6 billion acquisition of Telecity Group plc;
- **Pfizer Inc.** in its proposed US\$115 billion acquisition of Astra-Zeneca; and
- **Altimo Holdings & Investments Ltd.** in connection with its US\$1.8 billion tender offer for a 49% stake in Orascom Telecom Holding S.A.E.

His significant capital markets transactions include advising:

- **Hochschild Mining plc** on the demerger and listing of Aclara Resources on the Toronto Stock Exchange;
- **Atrium European Real Estate Limited** in connection with its:
  - €350 million Regulation S offering of 3.625% Eurobonds due 2022 and listing on the Luxembourg Stock Exchange and subsequent €150 million tap issue; and
  - €350 million Regulation S offering of 4% Eurobonds due 2020 and listing on the Luxembourg Stock Exchange;
- **Stanley Black & Decker, Inc.** in connection with:
  - its US\$1 billion offering of notes in two tranches: US\$500 million of 4.250% notes due 2028 and US\$500 million of 4.850% notes due 2048; and
  - the establishment of its US\$3 billion Euro-commercial paper programme;
- **Atlas Mara Limited** in its US\$80 million placement of senior secured convertible notes;
- the dealer managers in connection with the exchange offer by **Compañía Latinoamericana de Infraestructura & Servicios S.A.** to holders of its US\$120 million 9.5% Series 3 Notes due 2016 for its new 11.5% Series 4 Notes due 2019;
- the joint bookrunners in the US\$1 billion initial public offering of global depositary receipts of **Lenta Limited** (owned by TPG Capital, the European Bank for Reconstruction and Development, and VTB Capital), the first dual listing of GDRs on the London and Moscow Stock Exchange; and
- **Sibanthracite Holdings Limited** in its proposed initial public offering of global depositary receipts and listing on the London Stock Exchange.