




**JAMES PALMER**  
PARTNER

[London](#)

James is a senior corporate and governance lawyer who was the Chair and Senior Partner of our firm.

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## BACKGROUND

He was Chair and Senior Partner of the firm from 2015 to 2021.

James graduated with a law degree from Queens' College, Cambridge University.

James joined the firm as a trainee solicitor in 1986, becoming a partner in 1994. He was a member of the firm's governing Partnership Council from 2002-2006. He led the firm's global equity capital markets practice from 2005-2010 and was the firm's Global Head of Corporate from 2010-2012.

## KEY SERVICES

Corporate  
Mergers and Acquisitions

## KEY SECTORS

Energy  
Financial Institutions

## EXPERIENCE

He is one of the UK's leading M&A, capital markets and corporate lawyers, with deep experience of corporate governance and regulation, including financial regulation.

He is frequently involved in helping clients in situations where they face significant and unusual challenges. These include hostile takeovers, board and governance disputes, regulatory and other investigations, business crises, interactions with governments or government bodies, significant liability or solvency exposures, as well as significant transactions.

He is also recognised as a leading expert in relation to both Brexit and foreign direct investment regulation.

**Experience includes:**

- well over 100 public company takeovers and mergers, including more than 50 unsolicited, hostile or contested transactions. These include offers, schemes of arrangement, dual headed company structures, consortium and break up transactions
- numerous market leading M&A and corporate finance transactions for FTSE 100 companies, Fortune 500 or similar global companies, and extensive cross-border and global transaction experience, in particular US/ European cross-border deals, as well as many much smaller matters for our clients
- advising AbbVie on its \$55 billion unsolicited then agreed takeover offer for Shire PLC and on its \$63 billion acquisition of Allergan; British American Tobacco on its \$49 billion agreed takeover of Reynolds American, as well as on its \$13 billion merger with Rothmans, its Johannesburg Stock Exchange Listing and various spin-offs / demergers, acquisitions and governance matters
- other transactions include advising on Resolution's proposed £8.6 billion merger with Friends Provident and subsequent competing offers from Standard Life and Pearl; the Takeover Panel on Softbank's £24 billion takeover of ARM; Fortune Brands on the £7.4 billion break up takeover bid for Allied Domecq, the financial advisers to Kraft on its £11.5 billion hostile offer for Cadbury and to Rio Tinto on its £92 billion bid defence from BHP Billiton
- advising BP on the Gulf of Mexico crisis, on other governance and disclosure matters, and on its interactions with governments over the Rhum gas field in the North Sea in relation to Iranian sanctions
- advising on numerous investigations by UK and international regulators, including the SFO, the FSA/FCA, UK parliamentary committees, the Takeover Panel and many others
- advised on the IPO's / secondary offers of TSB Banking Group, Standard Life, Resolution,

Freeserve, Michael Page, Rio Tinto and others

- experience of working on privatisations and other work for and involving government and public bodies
- particular experience in the financial services sector, across banks, investment banks, insurers and asset managers, including TSB on its separation from Lloyds, Williams & Glyn on its proposed separation from RBS, BlueBay on its IPO and takeover, Lloyds on the sale of its SWIP asset management business, Sir Anthony Salz on his governance and culture review of Barclays, the Bank of England on various matters including the 2017 review by its Non-Executive Directors of its approach to conflicts of interest, Bank of Ireland on its bail-out by the Irish Government in 2008, and leading our teams for UK Financial Investments and HM Treasury's Resolution Panel during the 2008-9 financial crisis.

## **MEMBERSHIPS**

- Led the UK Law Society/ City of London Law Society (CLLS) expert takeovers group from 2002-2015, and chaired the CLLS Company Law Sub-Committee from 2002-2006
- Member of the UK Financial Conduct Authority (FCA)'s Market Practitioner Panel, its wholesale market expert advisory group, for 6 years until April 2019 and former member from 2008-2016 of the FSA/ FCA's expert primary market Listing Authority Panel, which he chaired from 2012-2016
- Member of the Leadership Council of TheCityUK, the trade association for the whole of the UK's financial and related professional services sectors, and Chair of TheCityUK's Legal Services Group
- Contributor to and member of the Senior Steering Group for TheCityUK's Recapitalisation Report published in summer 2020 and submitted to the Treasury, setting out proposals for the recapitalisation of UK economy in light of COVID-19
- Appointed expert adviser on Brexit in 2015 to the UK Parliament's Treasury Committee. Has given evidence to the Treasury Committee on financial services regulation and governance. Has given expert evidence on Foreign Direct Investment regulation to the House of Commons' Bill Committee for the National Security and Investment Bill in November 2020
- Adviser to Professor John Kay's 2011/12 review for the Government of UK equity markets

and long-term decision making

- Member of the Practitioner Advisory Board for Cambridge University Masters in Corporate Law (MCL) course and teaches on the MCL course on takeovers
- Member of the Corporate Council of the European Australian Business Council

Through these and numerous other roles on regulatory and public policy issues, he has had extensive experience for more than 25 years in the development of business regulation in the UK and EU and of working with governments and regulators on developing new law and regulation. He was deeply involved in the development of the Companies Act 2006, including the enactment of statutory directors' duties and the changes to the shareholder derivative action, as well as in all developments to UK takeover law and regulation over the last twenty-five years, as well as the development of the UK listed company regulatory regime.

## **PUBLICATIONS**

James is a General Editor of and contributor to Butterworth's Takeovers: Law and Practice, and has also contributed to other leading reference works on takeovers and corporate law, including Buckley on the Companies Acts and Hannigan and Prentice's Guide to the Companies Act 2006.