



NICK HEAP

PARTNER

London, England

+44 20 7539 7081

nheap@atllp.co.uk



Nick Heap is a corporate finance lawyer who advises clients on a broad array of corporate transactions, with particular focus on equity capital markets. He offers counseling on initial public offerings (IPOs), fundraisings and takeovers, as well as private mergers and acquisitions.

Nick's clients include listed companies, investment banks and brokers. He is particularly skilled in the energy, natural resources, life sciences and health care sectors. His work for clients within those sectors includes advising them on their IPOs, secondary fundraisings, corporate or asset acquisitions and disposals, corporate reorganisations and public takeover bids and defences. Nick is a technically strong lawyer and seeks to find practical and commercial solutions for his clients.

BACKGROUND

Prior to joining Armstrong Teasdale, Nick served as a legal director in the London office of a leading international law firm. He has additional past experience as a director and solicitor at other large international law firms, as well as in the role of trainee accountant for a leading international audit, tax and advisory firm.

EDUCATION

- College of Law (LPC, 2000)
 - Common Practice Examination

PROFESSIONAL ACTIVITIES

- Law Society of England and Wales (2002-present)

ACCOLADES

- The Legal 500 U.K., Equity Capital Markets, Small-Mid Cap, Oil and Gas (2019-present)

LANGUAGES

- French

EXPERIENCE

SERVICES AND INDUSTRIES

Capital Markets

Corporate

Securities and Corporate

Finance

Financial Services and Banking

Health Care and Life Sciences

Energy and Utilities

Technology

Fintech

ADMISSIONS

England and Wales

Represented Joint Brokers on Anglesey Mining Plc Equity Fundraising and Debt Restructuring

Represented joint brokers Canaccord Genuity Limited and WH Ireland Limited as part of Anglesey Mining Plc's equity fundraising and debt restructuring. Anglesey is an AIM listed company engaged in exploring and developing its Parys Mountain property in Anglesey, Wales, which hosts a significant polymetallic zinc, copper, lead, silver and gold deposit. The equity fundraising comprised a placing and separate subscription for new ordinary shares, with the net proceeds to be applied towards advancing the Parys Mountain project through further technical activities, as well as other general working capital expenses of the company. As part of the transaction, Anglesey also undertook a debt restructuring, through a restructuring and partial conversion into further new ordinary shares of its existing working capital debt facility with its largest shareholder, Juno Limited. Nick Heap led the team on this transaction assisted by Cameron Sutton and Sebastian Clark.

Advised Metals Exploration Plc on a Reduction of Capital and Capital Reorganisation

Advised Metals Exploration Plc on a reduction of capital as a part of a capital reorganisation of the company. Metals is an AIM listed company that is engaged in mineral resource exploration and development in the Philippines. The reduction of capital has restructured the company's balance sheet to eliminate accumulated losses on the company's profit and loss account, providing the company with flexibility to pay dividends and/or make distributions to shareholders in the future. The capital reduction was approved by the High Court of England and Wales on 19 July 2022 and subsequently registered at Companies House thereafter. As a part of the capital reorganisation, the entire share capital of the company was subdivided into New Ordinary shares and Deferred shares, with the Deferred shares and the entire existing Share Premium Account of the company being subsequently cancelled. The capital reduction has created a pool of distributable reserves which can now be used in the future to absorb losses and/or effect distributions or other returns of value to shareholders.

Nick Heap, Partner in the U.K. Capital Markets team, led the transaction assisted by **William Bainbridge** (Associate Solicitor) and **Cameron Sutton** (Solicitor – qualified in Western Australia).

Acted for Investment Banks on Equity and Vendor Placing

Acted for two investment banks in relation to an equity and vendor placing, together with an associated acquisition.

Acted for Restaurant Franchising Business on Reverse Takeover and Readmission to AIM Market

Advised a pizza restaurant and delivery franchise in Poland on its acquisition of a competing business in Poland, its readmission to AIM and an associated equity fundraising.

Advised Royalty Generator Business on its listing on Main Market

Advised a royalty generator business on its admission to the Main Market of the London Stock Exchange, a three way merger and associated £2m equity fundraising.

Represented Sponsor and Financial Adviser on Class 1 Disposal

Acted for sponsor and financial adviser on the proposed Class 1 Disposal of a Main Market-listed online value retail and education business. The proposed transaction comprised the disposal of a leading supplier of resources/equipment to schools in the

U.K. and overseas for a gross consideration of £50 million.

Acted for Adviser and Broker on €10 Million Equity Fundraising

Acted for the financial adviser and broker to a clinical stage biopharmaceutical company on a €10 million equity fundraising.

Represented Adviser and Broker on Readmission of Oil and Gas Company to AIM Market

Acted for the financial adviser and broker on the readmission of a U.K.-based oil and gas company to the AIM market of the London Stock Exchange, as well as a series of preadmission fundraisings, raising gross proceeds of £12.5 million.

Advised CX Service Provider on £44.3 Million Cash Takeover Offer

Advised a customer experience service provider on a recommended £44.3 million cash takeover offer.

THOUGHT LEADERSHIP

August 31, 2022

Proposed Recommendations from the U.K. Secondary Capital Raising Review Final Report

July 29, 2022

Public-to-Private Transactions in the U.K.

July 19, 2022

Proposed Changes to Takeover Code – Presumption of the Definition of “Acting in Concert”

July 11, 2022

U.K. Quarterly Corporate Update, July 2022

June 9, 2022

Proposals for Introduction of Single Market Listing Segment of the Official List

April 27, 2022

Dual Listing in the U.K.

April 22, 2022

U.K. Prospectus Regime Review

April 11, 2022

U.K. Quarterly Corporate Update, April 2022

March 29, 2022

Structuring Public Takeovers in the U.K.

March 29, 2022

Table: Summary of Key Differences of a Contractual Takeover Offer vs a Scheme of Arrangement

March 23, 2022

U.S. Bidders Lead the Way on U.K. Public Takeovers

March 3, 2022

Changes to Listing Requirements across London Stock Exchanges

March 3, 2022

Table: Compare the Eligibility Criteria and Continuing Obligations for the Different Market Segments of the London Stock Exchange and Aquis Stock Exchange

February 25, 2022

SPACs as a Listing Option in the U.K.: Listing a SPAC on the Aquis Stock Exchange

February 25, 2022

Table: Comparison of the Eligibility Criteria and Continuing Obligations for Listing SPACs on the Main Market and AIM of the London Stock Exchange; and the AQSE Growth of the Aquis Stock Exchange

February 24, 2022

Proposed Changes to Financial Promotion Exemptions to Strengthen Protections for Consumers

February 15, 2022

Considerations for U.S. Companies Listing in London

August 13, 2021

UK Listing Reform: The Launch of the 'UK SPAC' and Wider Listing Regime Consultations Continue

July 5, 2021

Changes to Takeover Code on Conditions to Offers and Offer Timetable

March 27, 2020

Financial Reporting and Other Rules for UK Listed Companies Eased in Light of Coronavirus Disruption

March 20, 2020

Impact of the COVID-19 Pandemic on the 2020 AGM Season

December 23, 2019

Shareholders' Rights Directive II – Implications for Listed Companies

December 23, 2019

FCA Review of Unbundling of Research Costs Under MiFID II

September 13, 2019

Doing Business in the UK: Overview

August 8, 2019

Investment Opportunities for Chinese Companies on the London Stock Exchange

June 13, 2019

New Prospectus Regulation – Final Implementation

March 18, 2019

Asset Valuations: Proposed Takeover Code Changes

March 18, 2019

Impact of the United Kingdom's Withdrawal from the European Union on the Takeover Code

September 27, 2018

Increase in Total Size of Public Offers Exempt from Requirement to Publish Prospectus

September 27, 2018

Preparation for Corporate Governance Changes for AIM Companies

November 30, 2017

Capital Markets Group: PLC Update November 2017 - FCA Prohibition on Restrictive Clauses

November 30, 2017

Update on Forthcoming Changes FCA's Conduct of Business Sourcebook - Law Society Guidance Issued on the Use of Placing Letters for Fundraisings