Unprecedented regulatory conversion enables Amundi Ireland to act as a cross-border group hub

The move by Europe's largest asset manager to undertake a significant regulatory reauthorisation project to expand the activities its EUR37 billion Irish business can engage in is a vote of confidence in Ireland's funds environment in the post-Brexit landscape. The expansion of services will enable Amundi Ireland to act as a hub for cross border products and the launching of Irish-domiciled funds for wider group.

The winner of the Financial Services FS Regulatory Authorisation - Funds Deal of the Year is the Amundi Ireland Platform which saw Europe's largest asset manager undertake a significant regulatory conversion to restructure its large Irish investment management business as a 'super-manco'.

The restructure of Amundi's EUR 37 billion Irish business required a unique and complex regulatory reauthorisation project to facilitate the establishment of a new Irish fund hosting business and to operate a UCITS management company and AIFM, consistent with its approach in France, Luxembourg, Italy, Germany and Spain. Amundi Ireland is one of Ireland's largest investment managers, which at the time of the transaction had approximately Euro 37 billion of assets under management and more than 324 employees in its Dublin office.

Financial Services Ireland & International Financial Services – Ireland
FS Regulatory Authorisation – Funds

Winner: Amundi Ireland Platform
Value: €37 billion
Date: May 2020

The project involved Amundi Ireland revoking its license as a MiFID investment firm and obtaining regulatory approval instead as a dual UCITS/ AIFM 'super-manco' with additional MiFID permissions. The successful conclusion of the reauthorisation enables Amundi Ireland to offer fund hosting services in Ireland to complement the Amundi Group's equivalent businesses in France, Luxembourg and Austria as well as act as UCITS management company and AIFM to funds.

Amundi incorporates Pioneer Investments, with whom it merged in 2017, formerly Ireland's largest international investment management company, by assets, which was established in Ireland in the 1990s. This Amundi project can be seen as the further integration of the former Pioneer European business into the Amundi business model and reflects the post-Brexit reorganisation of Europe's asset management industry.

Declan Murray, Director, Amundi Management Services Co Ireland: 'Our reauthorisation enables us to further develop the business of Amundi Ireland as we are now in a position to launch Irish domiciled Amundi products as well as offer fund-hosting services to a global client base'.

"We are delighted to have represented Amundi Ireland on its regulatory reauthorisation as a dual-authorised UCITS / AIFM 'super-manco' with ancillary MiFID permissions," said Peter Stapleton, Head of the Irish Funds & Investment Management team at Maples and Calder, the Maples Group's law firm. "This unique conversion of one of Ireland's largest asset managers required extensive engagement with the Central Bank of Ireland. The authorisation enables Amundi Ireland to engage in a wide range of new activities including acting as a hub for cross border products and launching Irish domiciled funds for the Amundi Group. It also enables Amundi Ireland to provide third party management services to other asset managers around the world. We are very proud to have been involved in such an innovative and transformative deal and believe that this expansion of services by Europe's largest asset manager is a tremendous validation of the continued appeal of Ireland as a funds domicile," he added.

Maples and Calder advised Amundi on the reauthorisation project, with Funds & Investment Management Partners Adam Donoghue and Aaron Mulcahy advising Amundi on the deal.

Declan Murray, Director of Management Services Company, Amundi Ireland said: "We are delighted that our reauthorisation as a "super manco" is being recognised in the *Finance Dublin* Deals of the Year Awards for 2021. Our reauthorisation enables us to further develop the business of Amundi Ireland as we are now in a position to launch Irish domiciled Amundi products as well as offer fund-hosting services to a global client base. I would like to thank my colleagues in Amundi Ireland for all their hard work on our reauthorisation. I would also like to thank Maples for their support and strong co-operation on this project."

Peter Stapleton, Head of the Irish Funds & Investment Management team at Maples and Calder: "We are very proud to have been involved in such an innovative and transformative deal and believe that this expansion of services by Europe's largest asset manager is a tremendous validation of the continued appeal of Ireland as a funds domicile".

SPAC/Blank Cheque Co: IPO of Fusion Fuel Green plc

This award recognises the way in which advisers on this Equity Capital Markets deal, a (de) SPAC/Blank Cheque Company structuring to facilitate Fusion Fuel Green plc's IPO on NASDAQ identified and resolved difficulties in completion through a novel approach which saw the first deSPAC transaction using an Irish company as the successor listed entity in order to onshore the listed entity in Ireland. This might well pave the way for future SPACs incorporated in offshore (non US) jurisdictions involving non-US targets.

Fusion Fuel Green plc has spent the last several years developing a process and technology to produce emissions-free green hydrogen using concentrated photovoltaic technology. Last year, as a significant step in its evolution, it undertook a $187 million IPO on NASDAQ. To facilitate this, however, the deSPAC deal involved a three way merger of the Irish domiciled company with HL Acquisitions Corp, a NASDAQ listed SPAC/blank cheque company domiciled in BVI, and Fusion Welcome – Fuel, S.A., a public limited company domiciled in Portugal which is active in the green hydrogen sector. The listed entity was then migrated to Ireland ahead of the IPO. Fusion Fuel Green plc also undertook a capital raise by way of a PIPE.

Equity Capital Markets
SPAC/Blank Cheque Co

Winner: IPO of Fusion Fuel Green plc
Value: c $187 million
Date: December 2020

Through its proprietary microelectrolyzer technology, Fusion Fuel is able to capture and utilise the thermal energy generated by CPV solar modules to enhance the efficiency of the electrolysis process and produce green

hydrogen at costs meaningfully cheaper than today's conventional electrolyzers.

João Teixeira Wahnon, Head of Business Development at Fusion Fuel, said the transaction 'will allow Fusion Fuel to expand our production capacity, begin our international expansion, as well as fund the development of our scale demonstrator project, GreenGas Evora, which will be the first green hydrogen project in Portugal.'

Fusion Fuel had already received a production license for Evora from the Portuguese Department of Energy and expected to commence construction before year-end, he added. The project is part of the Portuguese National Strategy for Hydrogen already and the company is in negotiation with several large consumers of hydrogen in Spain, where it also intends to establish a presence.

The legal advisers to HL Acquisitions were Maples and Calder, the Maples Group's law firm, led by Chris Newton, a partner in its Finance, Corporate and Dispute Resolution & Insolvency teams in the Maples Group's British Virgin Islands office. Jeffrey Schwarz, CEO of HL Acquisitions Corp, said: 'We are incredibly excited to complete the business combination with Fusion Fuel and to provide the company with significant capital and strategic support that will enable to it accelerate the implementation of its business plan. The hydrogen market really started to pick up steam in the second half of 2020 and we feel Fusion Fuel is now well-positioned to become a leading supplier of both green hydrogen and electrolyzer technology to consumers of hydrogen all over the world.' HL said in a statement last December that the transaction would result in net proceeds of approximately $70 million to Fusion Fuel, including through a $25 million fully committed PIPE.

Arthur Cox's Conor Manning: 'The transaction showed the clear benefits of using Ireland for de-SPAC transactions involving a European target, in particular as Irish law is very similar to US law and all SPAC concepts are commonly used in Irish transactions.'

Chris Newton said :"We were really pleased to have worked with the HL Acquisitions team from the listing of the BVI SPAC through to its business combination".

Maples & Calder's BVI Managing Partner, Richard May and Chartered Legal Executive in BVI, Chloe Harris also worked on the deal.

Delivering this result required ingenuity on the part of the advisers on the deal. In particular, the existing jurisdiction of incorporation of the SPAC was creating a difficulty in its merger with the Portuguese domiciled target as the SPAC's shareholders would be subject to withholding tax on dividends or other distribution paid by Fusion Welcome – Fuel, S.A.

Arthur Cox, which advised Fusion Fuel Green plc on all Irish law aspects of the transaction, says it devised what it believes to be a unique structure and the first deSPAC transaction using an Irish company as the successor listed entity in order to onshore the listed entity in Ireland. It believes that this will be a common issue for SPACs involving non-US targets because many SPACs seeking such targets have been incorporated in offshore jurisdictions.

Arthur Cox Partner Connor Manning said: 'The transaction showed the clear benefits of using Ireland for de-SPAC transactions involving a European target, in particular as Irish law is very similar to US law and all SPAC concepts are commonly used in Irish transactions.'

The advisers on the deal were Arthur Cox and Lisbonlaw Avogados (legal advisors to Fusion Fuel); Graubard Miller, New York, (Legal Counsel to HL Acquisitions Corp); Maples, BVI (Legal Counsel to HL Acquisitions Corp); EarlyBird Capital (financial advisor to HL Acquisitions Corp); Feinberg Hanson LLP, Boston (Legal Counsel to Fusion Welcome – Fuel, S.A.); and Arnold & Porter, New York (Legal Counsel to The Depository Trust Company). Fearnley Securities (placement agent on the PIPE offering).

Chris Newton: a Partner on the Corporate team in the Maples Group's British Virgin Islands office: "We were really pleased to have worked with the HL Acquisitions team from the listing of the BVI SPAC through to its business combination".

* Private Investment in Public Equity (PIPE)

A 'PIPE' is an acronym for Private investment in public equity (PIPE) i.e. the buying of shares of publicly traded stock at a price below the current market value per share. This buying method is a practice of investment firms, mutual funds, and other large, accredited investors. A traditional 'PIPE' is one in which common or preferred stock is issued at a set price to the investor, while a 'structured' PIPE issues common or preferred shares of convertible debt.

The purpose of a PIPE is for the issuer of the stock to raise capital for the public company. This financing technique can be more efficient than secondary offerings due to fewer regulatory issues with regulators such as the United States Securities and Exchange Commission (SEC).

Credit Suisse's ETF return highlights the benefits of the ICAV and Ireland's European role in exchange-traded funds

The return of Credit Suisse to the European ETF market is the winning of the ETF deal of the year with the three new ETFs being created from the conversion of three mutual funds redomiciled to Ireland into an ICAV structure.

The winner of the Financial Services ETFs Deal of the Year is Credit Suisse Index Fund (IE) ETF ICAV. The deal involved the cross border merger of three mutual funds into a newly established umbrella ETF authorised as a UCITS. This type of fund conversion, from mutual to exchange-traded, is still a relatively new concept but one that can be expected to become more common as the European ETF market, with Ireland at its centre, continues to grow strongly.

Maples Partner Deirdre McIlvenna: "At that point in time, Brexit negotiations were ongoing with 31 January 2020 being a key deadline. In order to achieve the launch date, while also keeping the United Kingdom as a possible venue for registrations, the ETF was required to avail of a United Kingdom Temporary Permissions Regime (TPR) filing and was required to be authorised by the Central Bank in early January 2020".

The decision by Credit Suisse to re-domicile and convert three Luxembourg-domiciled mutual funds into three Irish-domiciled sub-funds of a newly established umbrella ETF using an ICAV structure is testament to Ireland's substantial established ETF ecosystem and to Ireland's successful, popular and tailor-made corporate fund vehicle, the ICAV.

Financial Services Ireland & International Financial Services – Ireland ETFs

Winner: Credit Suisse Index Fund (IE) ETF ICAV
Value: $2billion (€1.8bn)
Date: March 2020

The project involved a very detailed consideration of the introduction of authorised participants and market makers in order to support the ecosystem of the primary and secondary markets. Another key consideration was exchange listing and foreign registration which required a very co-ordinated effort to ensure that the product launch date was achieved.

The conversions marked the return of Credit Suisse to the European ETF market seven years after selling its ETF business to BlackRock. At the time of the sale Credit Suisse was the fourth-largest ETF provider in Europe with EUR14.5bn AUM across a 58 ETF range.

The three new ETFs, the CSIF (IE) MSCI USA Blue UCITS ETF, the CSIF (IE) MSCI USA ESG Leaders Blue UCITS ETF and the CSIF (IE) MSCI World ESG Leaders Blue UCITS ETF are listed on the SIX Swiss Exchange, the Borsa Italiana and the Deutsche Börse. Having launched on 16 March, by June 2020 the ICAV had attracted $2bn of AUM.

Maples and Calder advised Credit Suisse on the deal and Deirdre McIlvenna, partner in the Irish Funds & Investment Management team at Maples and Calder said: "From the outset of the project in Q4 2019, the ETF had an expected launch date of mid-March 2020. At that point in time, Brexit negotiations were ongoing with 31 January 2020 being a key deadline. In order to achieve the launch date, while also keeping the United Kingdom as a possible venue for registrations, the ETF was required to avail of a United Kingdom Temporary Permissions Regime (TPR) filing and was required to be authorised by the Central Bank in early January 2020. Due to the concerted efforts of all parties, this was achieved.

Niamh O'Shea, partner in the Irish Funds & Investment Management team at Maples and Calder added: 'As a result of the mutual fund conversion, there was detailed consideration of the ETF ecosystem; i.e. the primary and secondary markets. This required all parties to work in a coordinated manner. There was also a particular cross-border element to the new ETF as the deal essentially resulted in the merger of certain Credit Suisse Luxembourg domiciled funds into the ETF.'

Maples, Niamh O'Shea: The ETF initially was listed on Deutsche Börse, the Frankfurt Stock Exchange, SIX Swiss Exchange and Borsa Italiana.

O'Shea added: 'Exchange listing and foreign registration was a key consideration and required a very coordinated effort to ensure that the product launch date was achieved. The ETF initially was listed on Deutsche Börse, the Frankfurt Stock Exchange, SIX Swiss Exchange and Borsa Italiana. The Maples Group has a very comprehensive ETF offering and as such, were well-placed to support Credit Suisse on the combined legal, listing and registration advice for this deal and this ensured that the desired timeframe was achieved seamlessly. Following its launch on 16 March 2020, the ETF attracted $2bn of AUM by June 2020.'

Brown Brothers Harriman are the fund administrator and custodian bank for the three ETFs.

Ireland's ICAV proves a key tool for Blackstone's record-breaking life sciences fund for new anti cholesterol drug

Blackstone's deal with US pharma company Alnylam, a pioneer in the field of RNA interference therapeutics, is a broad, complex collaboration that involves strategic financing, royalty monetisation, corporate debt and equity purchase elements. The deal structure involved establishing a series of ICAVs that work in parallel to accommodate the Blackstone business units and strategies involved.

The winner of the Loans & Financing Structured Finance - Strategic Financing Deal of the Year is Blackstone's financing of Alnylam. The deal sees Blackstone enter into a broad strategic collaboration with the US pharma company Alnylam that will see the financial firm provide up to $2 billion to support Alnylam's advancement of innovative medicines. The transaction was facilitated by the establishment of a series of standalone ICAVs working in parallel with other fund structures globally as part of a wider group structure.

Loans & Financing, & Private Equity Structured Finance – Strategic Financing

Winner: Blackstone financing of Alnylam
Value: $2 billion
Date: April 2020

Stephen McLoughlin, Head of the Irish Finance practice at Maples and Calder: "The approach to establishing the Irish vehicles was a highly customised solution for Blackstone, accommodating each of the strategic financing, royalties, corporate debt and equity strategies. The series of Irish standalone ICAVs were set up as part of an interlinked structure and to work in parallel with Blackstone's other group structures globally".

Elizabeth Bradley, Irish Banking Partner at Maples and Calder. Maples assembled a multi-disciplinary team from its Funds & Investment Management, Structured Finance and Banking practices who worked closely with the respective Blackstone business units and alongside several different law firms who acted as US counsel.

The financing deal is anchored by Blackstone's purchase of 50 percent of the royalties owed to Alnylam on global sales of inclisiran, an as yet unapproved RNA interference (RNAi) therapeutic for the treatment of hypercholesterolemia, more commonly known as high cholesterol. The medicine is currently under review by the U.S. Food and Drug Administration. Inclisiran is a twice-a-year, subcutaneously injected RNAi therapeutic that has been shown to reduce low-density lipoprotein (LDL) or 'bad' cholesterol. If approved, this medicine is expected to help patients lower LDL cholesterol, a major risk factor for cardiovascular disease, the leading cause of mortality globally.

The strategic financing collaboration is led by Blackstone Life Sciences and GSO Capital Partners (GSO), Blackstone's credit platform. The deal is expected to enable Alnylam to achieve a self-sustainable financial profile without need for future equity financing while accelerating the commercial potential of Alnylam's rapidly advancing product portfolio. The investment by multiple Blackstone businesses will support the development and delivery of promising medicines is one of the largest ever private financings of a biotech company.

The transaction is comprised of a number of components including $1 billion in committed payments to acquire 50 percent of Alnylam's royalties and commercial milestones for inclisiran; up to $750 million in a first lien senior secured term loan led by GSO; Up to $150 million from Blackstone Life Sciences for development of Alnylam's cardiometabolic programs vutrisiran and ALN-AGT (to be established based upon a non-binding letter of intent); and $100 million purchase of Alnylam common stock.

Five ICAVs were established as part of the global structure of the deal, namely BXLS V ICAV; Clarus IV ICAV; BSNY Investments ICAV; GSO Whitney ICAV and BTO Bodyguard - T Holdings ICAV. Each ICAV launched as a closed-ended entity with a fixed term and the ability to extend for a further finite period. The use of the ICAV structure on such a large and

complex transaction underlines the strength and flexibility the structure offers to the global investment industry.

Speaking on the significance of the transaction Pádraig Brosnan, Funds & Investment Management Partner at Maples and Calder, advisor to the ICAVs, said: 'This was the cornerstone deal in Blackstone's creation of the largest-ever life sciences fund (total fundraise of $4.6 billion). Blackstone will provide up to $2 billion to Alnylam as part of a broad collaboration to further develop Alnylam's innovative RNA interference medicines. Strategic financing, royalty monetisation, corporate debt and equity purchase elements are tied together as part of the same deal, with a series of Irish vehicles established and working in parallel in order to accommodate the assorted Blackstone business units and strategies involved.

Stephen McLoughlin, Head of the Irish Finance practice at Maples and Calder added: 'The approach to establishing the Irish vehicles was a highly customised solution for Blackstone, accommodating each of the strategic financing, royalties, corporate debt and equity strategies. The series of Irish standalone ICAVs were set up as part of an interlinked structure and to work in parallel with Blackstone's other group structures globally. This complex and customised group of Irish vehicles was established on an accelerated basis in order to provide each Blackstone business unit with the maximum amount of flexibility to finance their portion of the deal.

Pádraig Brosnan, Funds & Investment Management Partner at Maples and Calder: "This was the cornerstone deal in Blackstone's creation of the largest-ever life sciences fund (total fundraise of $4.6 billion)".

Elizabeth Bradley, Irish Banking Partner at Maples and Calder, outlined their role and approach: 'As a full-service commercial Irish law firm, we advised on all Irish legal matters that arose in this deal. We assembled a multi-disciplinary team from our Funds & Investment Management, Structured Finance and Banking practices who worked closely with the respective Blackstone business units and alongside several different law firms who acted as US counsel'.

'The highly innovative strategic financing collaboration with Alnylam, led by Blackstone Life Sciences and Blackstone Credit, is expected to enable Alnylam's achievement of a self-sustainable financial profile without the need for future equity financing', added McLoughlin.

Maples and Calder (Ireland) LLP advised each ICAV on all Irish law aspects of the fund launches.

Cleary Gottlieb Steen & Hamilton LLP (BXLS V ICAV, Clarus IV ICAV); Akin Gump Strauss Hauer & Feld LLP (BSNY Investments ICAV) and Simpson Thacher & Bartlett LLP (GSO Whitney ICAV, BTO Bodyguard – T Holdings ICAV) acted as US counsel for Blackstone. Evercore served as financial advisor to Alnylam and Goodwin Procter LLP served as legal counsel to Alnylam. Ropes & Gray LLP and Wilkie LLP served as legal counsel to Blackstone.