



PANNONE

LIFE  
SCIENCES

[www.pannone.com](http://www.pannone.com)



# LIFE SCIENCES GROUP

Pannone is a unique law firm with its own distinctive style and culture. We are made up of many specialist departments, each of which is the best or amongst the best in its field in the North West.

The Life Sciences group has expertise within this sector in respect of corporate transactions, funding and financing, corporate governance, commercial contracts, intellectual property, taxation, dispute resolution and employment matters.

The team is structured specifically to meet the core needs of this highly specialised sector.

Built up through many years of experience, we understand the environment in which our clients work and the unique challenges involved in intellectual property, technology development and transfer. Our lawyers combine a blend of scientific understanding, legal expertise and business awareness to protect our clients' interests and maximise their commercial value.

We have significant experience of acting for clients during the life span of a company within this sector, from early stage spinouts, to funding rounds, R&D, commercialisation, listing and exit.

Our emphasis on personal service and a flexible, pragmatic approach is central to the way we are able to help life sciences clients at all stages of their development.

Our clients are based in the North West, nationally and internationally and include pharmaceutical companies, drug discovery companies, medical device companies, CROs, GPs, dentists, pharmacy businesses and pharmacy supply companies.

# TYPES OF WORK

“Pannone has provided us with good, sound advice enabling all transactions to be completed within the budgets and timeframes which were set. I would fully and wholeheartedly recommend Pannone LLP to others.”

Mark Treherne, CEO, Senexis Limited

The work we undertake for clients in the life sciences sector is diverse and includes:

## COMPANY START-UP

- Company formation
- Corporate governance
- Directors duties
- Associated risks for directors
- Service contracts
- Shareholder arrangements

## CORPORATE TRANSACTIONS

- Mergers and acquisitions
- Takeovers
- Public to private asset sales
- IPOs, flotations and listings
- Trade sales

## CORPORATE FINANCE/FUNDING

- Venture and development capital
- Debt finance
- Seed funding and funding rounds
- Loan arrangements
- Bridging finance
- IPOS

## TAX

- Share option schemes
- Corporate tax planning
- Employee remuneration planning

## INTELLECTUAL PROPERTY

- IPR ownership protection and exploitation
- Collaboration agreements
- R&D agreements
- Material transfer agreements

- Technology transfer contracts
- Licence agreements (licence-in and licence-out)
- Patents, trade marks and branding
- IPR infringement disputes

## COMMERCIAL CONTRACTS

- Joint ventures and spinouts
- Strategic alliances
- Agency and distribution agreements
- Competition law
- IT contracts and outsourcing
- Manufacture and supply agreements
- Contract dispute resolution

## REGULATORY

- Clinical trial agreements
- MHRA breaches and investigations
- EC regulation compliance
- Health & Safety
- Environmental

## REAL ESTATE

- Leasing arrangements post incubation

## EMPLOYMENT

- Contracts of employment
- Protecting trade secrets
- Non-compete provisions

## Examples of our Life Sciences work:

- acting for Phagenesis Limited on its seed funding by Liverpool Ventures Limited and Liverpool Seed Fund Limited Partnership, and on its more recent funding raising through Anglo Scientific Limited
- acting for NeuroSolutions Limited on its spinout from Warwick University and its subsequent reverse takeover of NeuroDiscovery Limited and its listing on the Australian ASX Stock Exchange
- acting for the owners of the Cohens Chemist and Scholes Chemist chain of pharmacies on their disposal of pharmacies to Lloyds Chemists Limited
- acting for the Innovative Vector Control Consortium in respect of various international R&D Agreements
- acting for UK Biobank on its commercial and technology contract matters
- acting for the Society of Chiropodists and Podiatrists in respect of various commercial contract and intellectual property matters

## Companies for whom we have acted include:

- BASF plc
- BiOxyDyn Limited
- CME McKinley UK Limited
- Conformetrix Limited
- Crawford Healthcare Limited
- Curapel Limited
- F2G Limited
- Fresenius Kabi
- Imagen Biotech Limited
- Incentec Limited
- Indoor Biotechnologies Inc
- Innovative Vector Control Consortium
- Intellihep Limited
- Liverpool School of Tropical Medicine
- London Genetics Limited
- Miroxon Limited
- NeuroSolutions Limited
- Oxford BioTherapeutics Limited
- Oxepi Limited
- Phagenesis Limited
- Pro Bio Healthcare Limited
- Sarissa Biomedical Limited
- Senexis Limited
- The Society of Chiropodists and Podiatrists
- UBI Limited
- UK Biobank Limited

# OUR SERVICES

This practice covers both contentious and non-contentious matters, and is particularly active in the biotech and pharmaceutical, manufacturing, automotive, design and IT sectors.  
Chambers UK Guide 2010, Intellectual Property group

## INTELLECTUAL PROPERTY

The eight strong Intellectual Property group at Pannone is one of the largest and most experienced in the North West.

Our Intellectual Property experts provide practical and authoritative advice on all matters relating to the ownership, exploitation, preservation and enforcement of intellectual property rights as well as supporting our Corporate group on acquisition and disposal work.

Our lawyers choose at an early stage in their careers to specialise either in IP dispute resolution or in IP contract and transactional work. We consider this really enables us to become experts in our chosen sphere and provide the very best service to our clients. Three members of the team hold post-graduate diplomas in Intellectual Property law.

The breadth of expertise of our team is underpinned by a strong partner focus, a flexible approach to fees and an international resource where required. Clients of all sizes and in all sectors can expect first rate support from our experienced, and highly competent specialists.

We consider that our fee rates compare favourably with our regional and national competitors and, when appropriate, we will act on a blended rate or fixed rate basis. In respect of litigation we have the option to consider acting on a conditional fee basis via our innovative insurance backed "Advantage" product.

## Our IP expertise includes:

- IPR acquisitions and disposals
- IPR due diligence
- IPR audits
- patent and know-how licensing
- technology transfer agreements
- technology service supply agreements
- collaboration and R&D contracts
- material transfer agreements
- branding advice
- trade mark registration strategies
- trade mark licensing
- trade mark infringement proceedings
- patent infringement proceedings
- copyright and design right infringement proceedings
- breach of confidentiality matters
- defamation/malicious falsehood
- injunctive relief
- ASA advice

## Examples of our recent IP work include:

- acting for a pharmaceutical company on its part purchase, part licensing agreement of the intellectual property rights to a topical gel product, including the rights to sell the product (itself and via the novation of existing distribution arrangements) in 35 countries throughout the world
- advising and acting for UK Biobank Limited in respect of technology contract, commercial property and employment matters as well as providing specialist advice in relation to data protection compliance, intellectual property ownership and licensing, IT procurement and advising on compliance with the requirements of the Human Tissue Act
- acting for a company which is a global leader in the field of allergen detection and testing systems in respect of a licence agreement with end users to enable them to carry out environmental and/or allergen testing to identify various allergens
- advising a number of companies which have spun out of North West universities with respect to the transfer of IP into the company and the protection of such IP
- acting for a number of successful bio-tech and pharmaceutical companies in connection with international collaboration, R&D and licensing contracts including recently completing a collaboration agreement for a UK based bio-tech company collaborating with a Japanese R&D and pharmaceutical company
- acting for BASF plc in respect of various R&D and licensing arrangements
- acting for a technology company in connection with a licensing agreement to a major pharmaceutical company of a programme developed by our client comprising of a series of methods, techniques and other materials aimed at helping healthcare professionals assess the risk of certain medical conditions by implementing NICE guidelines and other additional directives
- acting for a major global energy company on all of its IT and IP matters including in respect of its international IPR licensing, the global implementation of its SAP IT system, the outsourcing of its payroll service function and assisting the company to acquire the rights to run an official FA promotion during the FIFA World Cup
- maintaining VisitBritain's portfolio of trade marks and undertaking trade mark infringement proceedings in protection of their brands
- acting for Apollo Cinemas in the licensing of digital cinema technology and equipment from Sony UK Limited
- advising a UK technology company on strategic negotiations for global licensing of its brand and technology including issues related to brand valuation and licensing agreement structure

Sources say this group of proactive and commercially minded problem solvers is still able to punch above its weight. The team is experienced in the energy & renewables and life sciences sectors. It recently acted for Chevron on the sale of its equity distributor business to DCC plc subsidiary GB Oils.

Chambers UK Guide 2010, Corporate group

#### CORPORATE SERVICES

Our Corporate group advises on all elements of corporate law, such as corporate finance transactions (including initial public offerings on the main market, AIM and PLUS markets, secondary issues, reverse takeovers, development capital and trade sales), restructuring transactions (including mergers and acquisitions, schemes of arrangement and joint venture documentation) and corporate tax. In addition, the group is able to provide a full legal due diligence capability across a broad range of business sectors.

#### Companies for whom we have acted include:

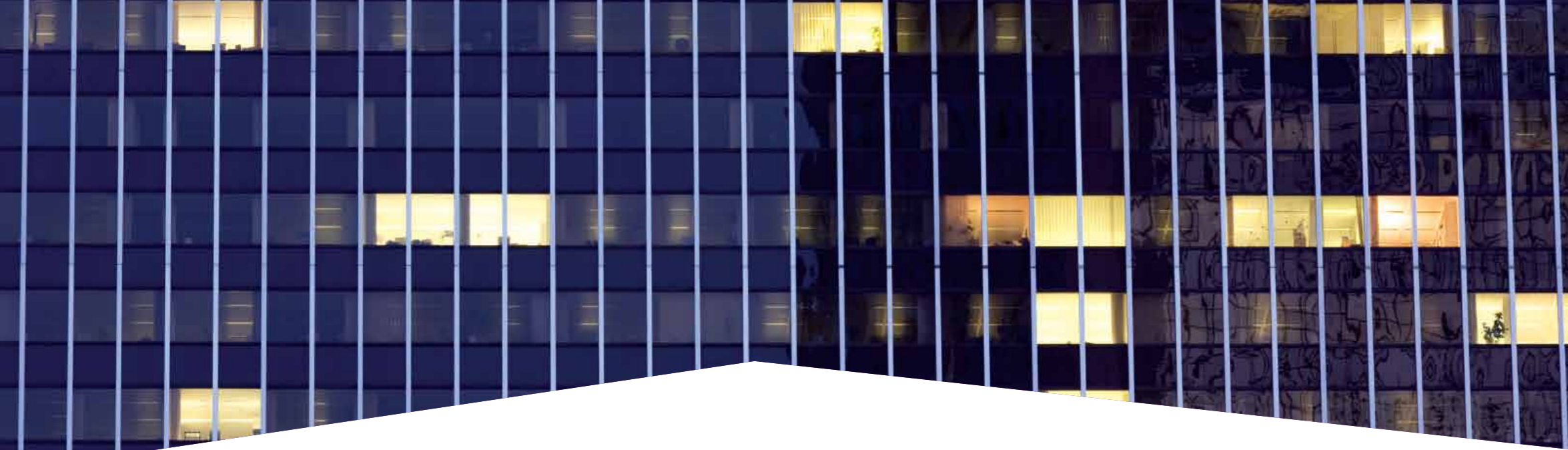
- Advance America
- Air Energi
- Cohens Chemists
- Manchester Airports Group
- 2Ergo Group plc
- Hasgrove plc
- Bardsley Construction Limited
- Chevron
- BASF plc
- Yearsley Group
- GO Outdoors Limited
- Impact Holdings plc

#### CASE STUDY

The group acted on behalf of BiOxyDyn Limited, a company specialising in the development and application of diagnostic imaging tools and imaging services in respect of its recent spin out from the University of Manchester. The group has since advised the company on subsequent funding rounds by the University Premier Fund and on research and development agreements and contract agreements.

#### Examples of our work include:

- acting for the following companies or their nominated advisers in relation to their admissions to AIM: Broca plc; Hasgrove plc; CBG Group plc; Hitchens plc; Avia Health Informatics plc; Printing.com plc; Arthro Kinetics plc; Inter Link Foods plc. We also currently advise a number of AIM and full market listed companies on corporate restructures and governance issues as well as acquisitions and disposals
- acting for GO Outdoors Limited on its group restructure and £28m investment by 3i for a minority stake
- acting for the vendors and management on the £30m, vendor-initiated management buy-out of Air Energi Group, the international recruitment business specialising in the oil and gas industry. Zeus Private Equity provided equity funding of £10m alongside management, in a deal that provided an exit for some existing shareholders. Barclays Bank plc provided working capital facilities to the Air Energi Group
- advising on the buy-in, management buy-out of Crawford Healthcare and associated assets from York Pharma plc, and subsequent acquisition of various pharmaceutical intellectual property rights
- advising ACAL Energy, a specialist battery technology development company, on a phase 2 funding round. Investors included specialist venture capital funders from the US, UK and Japan
- advising the shareholders of turf amenity firm Rigby Taylor on the £10.2m sale to AIM listed Origin Enterprises
- advising the shareholders of Leighs Paints on the sale to US listed Sherwin-Williams Company for an undisclosed sum



## COMMERCIAL CONTRACTS

Our strong and very experienced Commercial group has a wealth of expertise across a wide range of matters and combines commercial awareness with detailed sector specialism to provide an excellent service for our clients.

Our broad range of expertise includes trading, supply, distribution and agency agreements; standard terms and conditions of sale and purchase; procurement contracts; outsourcing; intellectual property protection, acquisition, disposal, licensing and exploitation agreements; technology transfer agreements; software and hardware procurement, development and licensing contracts; sponsorship and advertising contracts; media contracts; joint ventures; partnership and LLP membership agreements; competition law compliance; data protection audits and compliance; compliance manuals and policies.

We work at both group and subsidiary level. For example, we act for Kellogg's, Milliken, Chevron and BASF at UK subsidiary level and liaise with their head office legal teams in the US and Germany. We also act for a number of clients in relation to international and cross border trade, regulation and

compliance via our International Pannone Law Group of firms situated throughout the world.

Within the public sector we have an enviable track-record of acting as a trusted advisor to organisations such as Manchester City Council, Greater Manchester Transport Executive and Lancashire County Council. Our recent appointment to the public sector North West Legal Consortium includes preferred partner status in respect of general commercial, information technology and intellectual property matters. The breadth of expertise of our commercial solicitors is underpinned by a focus on providing cost-effective, practical business solutions. Clients of all sizes and in all sectors can expect first rate support from partners who not only lead teams but, where appropriate, direct and execute the work as well.

We are recognised for the scope of the business issues we advise on, the breadth and diversity of our client base, the quality and practicality of our advice and the accessibility of our lawyers.

## Commercial group clients include:

- Air Resources
- BASF
- Chevron
- Transport for Greater Manchester
- Indoor Biotechnologies, Inc
- Kellogg's
- Lancashire County Council
- Merrill Corporation
- The Luxfer Group
- The Hay Group Management
- UK Biobank
- Williamson Dickie Europe

## Examples of our work include:

- acting on behalf of Manchester Care in relation to an agreement for the provision of intermediate care with Salford Primary Care Trust
- Providing competition advice relating to potential abuse of a dominant position. We acted for a professional association in respect of NHS facilities where patients were charged privately
- acting for GMPTe in relation to large infrastructure projects for the Metrolink Tram system including agreements procuring the design, build, operation and maintenance of capital equipment. We also advise GMPTe on compulsory tendering processes and procedures, rail franchising and recently drafted and negotiated its outsourcing contract for the development, installation and management of its Management Information System
- acting for Manchester City Council (with a multi-disciplinary team including corporate and property lawyers) upon the Piccadilly Place development in central Manchester, which was a joint venture between various stakeholders including Manchester City Council and GMPTe. We advised upon the creation of the joint venture vehicle using a general partnership structure and upon the funding for the scheme
- acting for UK Grid in respect of its co-location agreements for use of UK Grid's facilities on Manchester Science Park
- acting for 2ergo plc in respect of its commercial contracts
- acting for M&I Materials on their international contract matters and university research contracts
- advising Message Dynamics Limited, a supplier of automated voice and text messaging in the healthcare sector in connection with various commercial agreements
- acting for Chevron (formerly Texaco) on the outsourcing of their payroll services
- acting for BASF plc on various commercial and technology contract matters including toll manufacturing agreements and the outsourcing of certain services

# ADDED VALUE

In addition to the standard 'added value' offerings, including in-house training, seminars, newsletters and legal bulletins, research, surgeries, helplines and secondees, Pannone also offer the following unique additional services to its clients:

## ENTREPRENEURIAL SERVICES

A dedicated business development and client service team targeting owner managed companies in the North West with a turnover of up to £25m.

## HR PLUS

An employment advice and support service which provides market-leading insurance cover against tribunal costs and compensation. The package includes ongoing employment law advice and a free review or update of employment documentation to ensure legal compliance and protection.

## COSTCONTROLLER

A co-operative of over 300 businesses who share their purchasing power to achieve lower prices for the regular products and services they use to run their business. This service has been operating for over six years and on average the benchmark service highlights and helps businesses achieve direct savings in excess of 20% in areas such as print, IT, office supplies, telecoms, mobiles, utilities, postage and vehicle supply.

## PANNONE ADVANTAGE

An insurance backed and conditional fee based dispute resolution service. Our innovative product can help transfer the risk and costs associated with a dispute. Our Dispute Resolution team is one of the largest in the North West and several of its partners are listed as "leaders in the field" by legal directories such as the Chambers UK Guide.

## IPR PROTECT

An intellectual property audit package assisting companies to recognise, protect and manage their IP; therefore, maximising its potential value and revenue from exploitation.

## DATA PROTECTION AUDITS

Ensuring our clients are fully compliant with this far reaching and high profile legislation.



## KEY CONTACTS

**Daniel Varney**

Partner, Corporate & Head of Life Sciences

0161 909 1542

[daniel.varney@pannone.co.uk](mailto:daniel.varney@pannone.co.uk)

**Amy Chandler**

Senior Associate, Intellectual Property & Life Sciences

0161 909 6480

[amy.chandler@pannone.co.uk](mailto:amy.chandler@pannone.co.uk)

**Paul Jonson**

Partner, Head of Dispute Resolution

0161 909 4535

[paul.jonson@pannone.co.uk](mailto:paul.jonson@pannone.co.uk)

# PANNONE

[www.pannone.com](http://www.pannone.com)

Pannone LLP is a limited liability partnership registered in England and Wales with number OC317202. Authorised and regulated by the Solicitors Regulation Authority. Authorised and regulated by the Financial Services Authority. A list of members is available for inspection at the registered office together with a short list of those non-members who are referred to as partners. We use the word "partner" to refer to a member of the LLP, or an employee or consultant with equivalent standing and qualifications.