

BERMUDA | PUBLIC COMPANIES UPDATE

MAY 2017



We are pleased to present the latest edition of our Bermuda Public Companies Update which features a recap of significant transactions involving Bermuda public companies listed on the NYSE and Nasdaq for the period Q4 2016 through Q1 2017.

IPO activity on the NYSE and Nasdaq in Q4 2016 (33 IPOs) was modestly higher than the same period in 2015 (31 IPOs). Overall, 2016 was a relatively quiet year for IPOs and M&A activity in the US market. There were 111 IPOs in the US last year, down from 174 that launched in 2015. In terms of the number of IPOs and aggregate amount of capital raised, 2016 was the slowest year for deal activity since 2009, when there were only 64 IPOs on the principal US stock exchanges. The trend for Q1 2017 has been a continuation from last year, with Q1 seeing 24 IPOs raising approximately US\$11 billion. These results represent the slowest quarter in six years. On the bright side, average deal size of the Q1 2017 IPOs increased 74% over the same quarter in 2016.

Set against this backdrop, the activity level of Bermuda public companies on the NYSE and Nasdaq was relatively strong in 2016 as Bermuda companies raised approximately US\$9 billion – more than any other offshore jurisdiction. Six new Bermuda companies were listed on these exchanges in 2016. There were three IPOs ([Bank of N.T. Butterfield & Son Limited](#), [Myovant Sciences Ltd.](#) and [Athene Holding Ltd.](#)) and three migrations TAL/Triton, Nordic American Offshore and XL Group. All of the new Bermuda public company IPOs were launched in 2H 2016 and Conyers acted as issuer's counsel on all of them. The number of Bermuda public company issuers and the market capitalization represented by such companies continues to grow, as is evidenced by the graphic on page 2.

Since the EU Market Abuse Regulation came into effect, we have noticed an increased use of the Bermuda Stock Exchange for debt issuers looking for an alternative to an EU market listing. This recent development is discussed further on page 3. We have also provided details of the transactions referenced above, along with statistical information about the size and growth of the Bermuda public companies market, which we hope will be of interest to our legal colleagues, clients and Bermuda market followers.

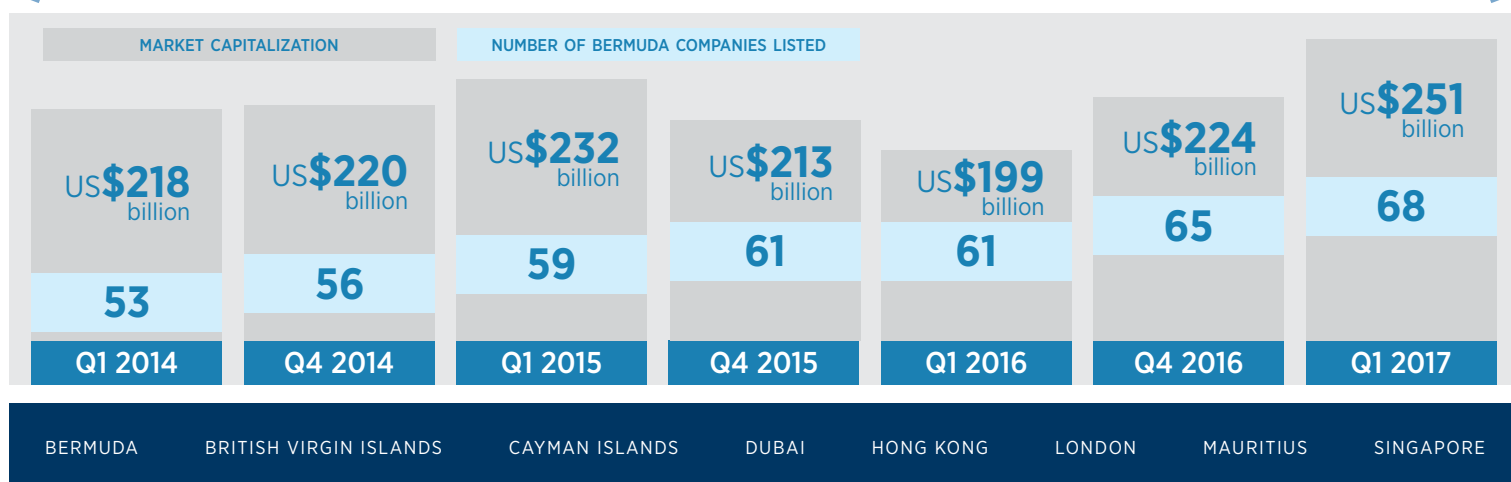
HIGHLIGHTED TRANSACTIONS

NYSE

- Wilmar International Limited (SGX:F34) completed the acquisition of a 45% stake in Bunge Indo-China Holdings Pte. Ltd. from **Bunge Limited** (NYSE:BG) for an undisclosed sum. (October)
- **Signet Jewelers Limited** (NYSE:SIG) received US\$625 million in funding from Leonard Green & Partners, L.P. (October)
- Amaggi Agropecuária completed the acquisition of a 50% stake in two grain terminals in Northeast Brazil from **Bunge Limited** (NYSE:BG) for an undisclosed sum. (October)
- Mitsui & Co. Ltd., (TSE:8031) acquired a 15% stake in ILS firm New Ocean Capital Management Limited from **XL Group Ltd** (NYSE:XL) and others for an undisclosed sum. Mitsui & Co also committed an initial US\$100 million of investment funds to the asset-management platform. (October)
- **Lazard Ltd** (NYSE:LAZ) acquired the remaining 50% stake in MBA Lazard, its financial advisory business in Latin America outside of Brazil and Mexico, for an undisclosed sum. The deal created the largest network of dedicated financial advisory offices in the Americas. (October)
- **Myovant Sciences Ltd.** (NYSE:MYOV) completed an IPO in the amount of US\$217.5 million. (October)
- **MultiPackaging Solutions International Limited** (NYSE:MPSX) acquired AJS Labels Limited from Andrew and Jayne Scrimgeour for US\$13.4 million. (October)
- **AXIS Capital Holdings Limited** completed a US\$550 million offering of 22,000,000 depository shares, each representing a 1/100th interest in a share of its 5.5% Series E Preferred Shares, each with a liquidation preference of US\$2,500 per share. (October)
- **Aspen Insurance Holdings Limited** (NYSE: AHL) acquired specialist marine insurer Blue Waters Insurers, Corp. for an undisclosed sum. The move is designed to support the continued expansion of Aspen's global marine business by opening up new markets in Puerto Rico and the Caribbean. (November)
- **Invesco Ltd.** (NYSE:IVZ) acquired The Gallery at Turtle Creek from Robert Shaw and General Electric Pension Trust for an undisclosed sum. (November)

- **TransAtlantic Petroleum Ltd.** (AMEX:TAT) received US\$5.3 million in funding from Nokomis Capital, L.L.C., The Piñon Foundation, Endowment Arm, Dalea Management, LLC., and other investors. (November)
- **Multi Packaging Solutions International Limited** (NYSE:MPSX) acquired i3 Plastic Cards, LLC from John Searfoss for US\$31.9 million. (November)
- Principal Real Estate Investors, Inc. acquired Hartford Corners shopping center in Delran from **Invesco Ltd.** (NYSE:IVZ) for US\$35.1 million. (November)
- **Brookfield Infrastructure Partners L.P.** (NYSE:BIP) completed a US\$750 million equity offering of 15,625,000 limited partnership units at US\$32 per unit and a private placement of 8,139,000 redeemable partnership units. (December)
- **Brookfield Property Partners L.P.** (NYSE:BPY) acquired DoubleTree by Hilton Hotel Houston Downtown from Cornerstone Real Estate Advisers for an undisclosed sum. The property is appraised at US\$43.8 million. (December)
- **GeoPark Limited** (NYSE:GPRK) completed the acquisition of the Morona Block located in northern Peru from Petroleos del Peru S.A. for an undisclosed sum. (December)
- **Athene Holding Ltd.** completed an IPO in the amount of US\$1.08 billion. This was the third-biggest US IPO of 2016. (December)
- **Frontline Ltd.** completed a US\$100 million secondary offering of 13,422,819 new shares at US\$7.45 each. (December)
- An undisclosed buyer acquired a 0.14% stake in Lancashire Holdings Limited (LSE:LRE) from **Invesco Ltd.** (NYSE:IVZ) for an undisclosed sum. (January)
- **Axalta Coating Systems Ltd.** (NYSE:AXTA) acquired Ellis Paint Company for an undisclosed sum. (January)
- **Kosmos Energy Ltd.** (NYSE:KOS) completed a US\$199.5 million secondary offering by selling shareholders of 30,000,000 common shares at US\$6.65 each. (January)
- AYN Network Pvt Ltd. received an undisclosed amount of funding from Bessemer Venture Partners, **AXIS Capital Holdings Limited** (NYSE:AXS), Jungle Ventures and Stellaris Venture Partners. (January)
- An undisclosed buyer acquired a 0.14% stake in Lancashire Holdings Limited (LSE:LRE) from **Invesco Ltd.** (NYSE:IVZ) for an undisclosed sum. (January)
- **Tsakos Energy Navigation Ltd.** (NYSE:TNP) filed a prospectus supplement relating to an at-the-market equity offering sales agreement for sales of up to US\$40 million of its common shares and its 8%, 8.875% and 8.75% Series B, C and D Cumulative Redeemable Perpetual Preferred Shares. (January)
- **Axalta Coating Systems Ltd.** (NYSE:AXTA) acquired Century Industrial Coatings Incorporated for an undisclosed sum. (February)
- **Axovant Sciences Ltd.** (NYSE:AXON) received US\$55 million in funding from Hercules Capital, Inc. (February)
- **Brookfield Property Partners L.P.** (NYSE:BPY) sold a portfolio of assets for approximately US\$890 million. (February)
- **GasLog Ltd.** (NYSE:GLOG) completed the acquisition of a 20% stake in Gastrade S.A. from Asimina-Eleni Copelouzou for an undisclosed sum. (February)
- **Brookfield Infrastructure Partners L.P.** (NYSE:BIP) completed a US\$300 million offering of 12,000,000 Series 7 Preferred Units at US\$25.00 per unit. (February)
- A **Brookfield Property Partners L.P.** (NYSE:BPY) managed fund acquired 13 student properties from the Unite Group plc (LSE:UTG) for approximately US\$366 million. (February)
- **The Bank of N.T. Butterfield & Son Limited** (NYSE:NTB) completed a US\$349 million secondary offering by selling shareholders of 10,989,163 common shares at US\$31.75 each. (February)
- BP p.l.c. (LSE:BP) completed the acquisition of a 62% stake in exploration blocks in Mauritania and 32.49% of Senegal exploration blocks from **Kosmos Energy Ltd.** (NYSE:KOS) for US\$916 million. (February)
- **Nordic American Offshore Ltd.** (NYSE:NAO) completed a US\$50 million secondary offering of 41,300,000 common shares at US\$1.25 each. (February)
- **Aircastle Limited** (NYSE:AYR) completed a US\$500 million offering of 4.125% senior notes due 2024. (March)
- **GasLog Ltd.** (NYSE:GLOG) completed a US\$250 million offering of 8.875% senior notes due 2022. (March)
- **Athene Holding Ltd.** (NYSE:ATH) completed a US\$1.4 billion secondary offering by selling shareholders of 27,500,000 Class A common shares at US\$48.50 each. (March)

MARKET CAPITALIZATION OF BERMUDA COMPANIES LISTED ON NYSE & NASDAQ



NASDAQ

- **Golar LNG Limited** (NasdaqGS:GLNG) completed a US\$152.75 million secondary offering by selling shareholders of 6,500,000 common shares at US\$23.50 each. (November)
- **James River Group Holdings, Ltd.** (NasdaqGS:JRVR) completed a US\$114 million secondary offering by selling shareholders of 3,000,000 common shares. (November)
- KaylaRe Ltd. received US\$620 million in funding from **Enstar Group Limited** (NasdaqGS:ESGR), Hillhouse Capital Management, Ltd. and Stone Point Capital LLC. (December)
- **Arch Capital Group Ltd.** (NasdaqGS:ACGL) completed the acquisition of United Guaranty Corporation and AIG United Guaranty Insurance (Asia) Limited from American International Group, Inc. (NYSE:AIG) for an estimated US\$3.4 billion. (December)
- **Argo Group International Holdings, Ltd.** (NasdaqGS:AGII) completed the acquisition of Ariel Re (Holdings) Limited from Banco BTG Pactual S.A. (BOVESPA:BPAC5) and Abu Dhabi Investment Council for an estimated US\$235 million. (February)
- **IHS Markit Ltd.** (NasdaqGS:INFO) completed a US\$500 million offering of 4.750% senior notes due 2025. (February)
- **Enstar Group Limited** (NasdaqGS:ESGR) completed a US\$350 million offering of 4.500% senior notes due 2022. (March)
- **Golden Ocean Group Ltd.** (NasdaqGS:GOGL) completed a US\$60 million secondary offering by selling shareholders of 8,607,800 shares at US\$6.97 each. (March)

DEBT ISSUERS CONSIDER THE BERMUDA STOCK EXCHANGE

In July 2016, the Market Abuse Regulation (“MAR”) of the European Union (“EU”) came into effect, replacing the regime that previously existed under the Market Abuse Directive. In light of a perception that the differing securities regulations of its member states had created market distortion, the EU sought to harmonise regulation through MAR.

MAR introduced obligations relating to inside information, insider dealing and market abuse. However, while such obligations are appropriate for the equity markets, they also apply to debt instruments admitted to trading in the EU and many consider this disproportionate. For certain issuers these additional requirements make an EU market listing less attractive and accordingly they are looking at exchanges outside of the EU which are beyond the reach of MAR.

[The Bermuda Stock Exchange \(“BSX”\)](#) is able to offer issuers of international and European debt securities a competitively-priced, well-regulated and transparent listing alternative to exchanges affected by MAR. The BSX has been designated by the UK’s HM Revenue and Customs, and by the Irish Revenue Commissioners, as a ‘Recognised Exchange’, and as a result the benefit of the Eurobond withholding tax exemption applies to debt listed on the BSX.

The BSX is the only offshore exchange to have been accepted as a full member of the World Federation of Exchanges (“WFE”), and it

holds a seat on the WFE’s Board of Directors. The BSX is also an affiliate member of the International Organization of Securities Commissions. As a fully-electronic offshore securities exchange, the BSX offers a variety of international listing services, supported by its NASDAQ OMX licensed trading and settlement platform. The BSX is specifically designed to accommodate the listing, trading and safe-keeping of sophisticated debt instruments, including Eurobonds, medium-term and credit-linked notes, asset-backed securities, convertible securities, insurance-securitized bonds and other bespoke debt structures. The BSX’s international profile provides listed issuers with added recognition and visibility, satisfying, and often exceeding, the listing imperative set by most institutional investors. Based on the principle of full disclosure, the BSX’s Debt Listing Regulations have been explicitly written with high net worth individuals and institutional investors in mind, to streamline the listing process, increasing the speed to market.

Conyers Dill & Pearman has acted as Bermuda counsel for numerous BSX listings, including debt and insurance-linked securities. For example, in 2016 we advised Endo International on the listing of its US\$1.2 billion aggregate principal amount, 6% senior notes, due February 2025. The Endo listing is believed to be the second largest ever approved by the BSX.

MYOVANT US\$217.5 MILLION IPO

Conyers Dill & Pearman advised Myovant Sciences Ltd. (NYSE: MYOV) on its highly successful underwritten IPO on the NYSE of 14.5 million shares, an increase from the previously expected 13 million. The shares sold at US\$15.00 each, the top of the anticipated range, raising US\$217.5 million. The underwriters subsequently exercised their option to purchase another 2.2 million shares in full. The company plans to use the proceeds to fund late-stage clinical trials of its lead drug candidate, Relugolix. Pfizer Inc. (NYSE: PFE) made a strategic investment of US\$30 million in the IPO.

Myovant is a biopharmaceutical company focused on the innovative treatment of women’s health diseases and other endocrine-related

disorders in areas of high unmet medical need. The IPO valued the company at approximately US\$900 million, despite it being recently founded (in early 2016). Roivant Sciences Ltd., the parent company, remains the majority shareholder.

The Myovant IPO was the biggest NYSE IPO in the biotechnology sector in 2016 and followed a growing list of biotechnology IPOs to use a Bermuda company as the listing vehicle.

AWARDS AND ACCOLADES



CONYERS DILL & PEARMAN

CHAMBERS GLOBAL

Corporate & Finance
Sole Band 1 Firm
in Bermuda, with 17
Top-Ranked lawyers

"Standout practice with an impressive bench of well-respected practitioners".



LEGAL 500

23 Bermuda
Lawyers Ranked
Tier 1 Corporate and
Commercial

"An excellent choice for Bermuda legal counsel", Conyers Dill & Pearman stands out for its expertise in advising on IPOs, M&A, insurance, securitisation, shipping and aircraft financing, and corporate restructuring.



IFLR 1000

10 Ranked
Corporate
Lawyers

"unrivalled experience and expertise in Bermuda...even competitors acknowledge the excellence of Conyers. There is no denying that Conyers has the broadest corporate practice and is the best-established law firm in the jurisdiction."



WVL AWARDS

Who's Who Legal
Bermuda Firm
of the Year

Bermuda Firm of the Year every year since 2006

KEY CONTACTS

BERMUDA



DAVID W.P. COOKE

DIRECTOR
david.cooke@conyersdill.com
+1 441 299 4933



GRAHAM B.R. COLLIS

DIRECTOR
graham.collis@conyersdill.com
+1 441 299 4965



MARCELLO AUSENDA

DIRECTOR
marcello.ausenda@conyersdill.com
+1 441 299 4954



NIEL L. JONES

DIRECTOR
niel.jones@conyersdill.com
+1 441 299 4903

Conyers Dill & Pearman is a leading international law firm advising on the laws of Bermuda, the British Virgin Islands, the Cayman Islands and Mauritius. Conyers has over 130 lawyers in eight offices worldwide and is affiliated with the Conyers Client Services group of companies which provide corporate administration, secretarial, trust and management services.

This update details capital markets activity among Bermuda-domiciled companies listed on the NYSE and Nasdaq using data from S&P Global Market Intelligence. The date range for this analysis is 1 October 2016 – 31 March 2017 inclusive. Where necessary, deal values have been converted to USD at a rate set by S&P Global Market Intelligence. Not all deals have a publically known value. Not all deal details are reported immediately, and the figures are subject to change as new information becomes available.