



*clarke
willmott

Retail & Leisure Experience

Specialist legal advice and support
for the retail and leisure sector

Great Service... Great People...

clarkewillmott.com

Retail & Leisure

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Welcome to **Clarke Willmott**

Clarke Willmott work with retail and leisure businesses across the whole supply chain and understand the challenges and pressures that your business faces.

This means we can support you to navigate the changing landscape and make decisions to help your business succeed.

National Coverage

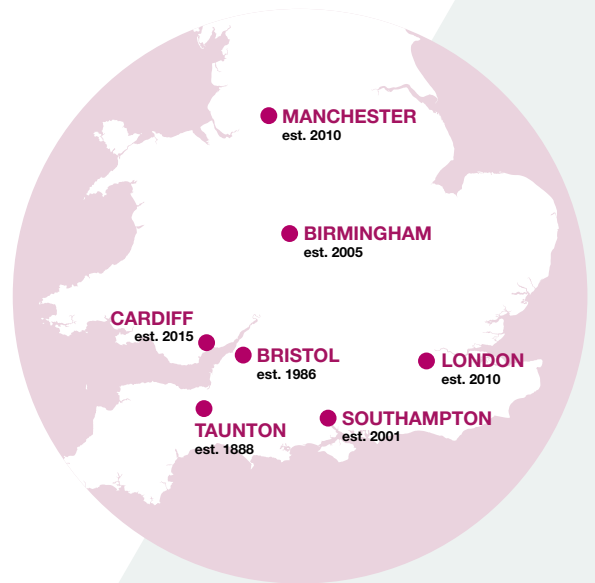
Clarke Willmott LLP is a national law firm with seven offices across England and Wales (in Birmingham, Manchester, Cardiff, Bristol, London, Southampton and Taunton). We have also developed long-standing relationships with firms in Scotland and Ireland, enabling us to provide full UK coverage.

We invest time in developing relationships with our clients and are known for our high level of service, straightforward manner and transparent fee solutions.

ESG

Our strong ESG strategy reflects our belief that this is an integral part of being a responsible business. Our people are the very core of our firm and as well as looking after our employees in the present, we recognise we have a responsibility to future generations to operate our business in a way which minimises our impact on the environment as well as adding value to the communities in which we work. Our objectives include:

- Commitment to follow the Science Based Targets Initiative's Corporate Net Zero Standard with the aim of reaching net zero by 2040 (subject to official validation by SBTi) to minimise our impact on the environment. For more information, please visit the net zero page on our website.
- Improving social mobility to support those preparing for the world of work. We have a national charity partnership with the Social Mobility Foundation and our people are encouraged to get involved through sharing skills.
- Building supportive workplace culture which values people from all sections of society and the contribution everyone can make.



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Our **Services** and **Experience**

Our national, multi-disciplinary team work closely together to provide a holistic service to meet your needs. The breadth of teams are integral to providing excellent service across the board.

Whatever stage of the life cycle your business is at, we can provide tailored solutions to help you achieve your strategic goals.

Property

Our partner-led team of 85 commercial property solicitors is one of the largest in the UK, with over half specialising in retail and leisure. The national team are experts in managing all aspects of property law, acting for everyone from multi-national brands to bespoke independent brands. Our experience includes advising well-known brands including Reiss, River Island, Fat Face, Clarks, Lidl, Burger King, Age Concern, Moto Hospitality, Cornish Bakery and LFH Hotels.

Whether you are embarking on a portfolio expansion project or considering disposal options, our expert team advise at every stage of the commercial property lifecycle. We can support you with:

- Site acquisitions
- Leases
- Portfolio expansion or disposal
- Secured lending
- Asset management – including lease renewals, and licences for alterations
- Warehousing
- Alternative Energy sources



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Fat Face

We provide comprehensive legal and transaction support to Fat Face Ltd in managing its portfolio of approximately 200 retail stores across England and Wales.

Our services include acting in relation to new and existing stores (including renewals under the 1954 Act), general portfolio management, strategic advice on break clauses and store closures, and guidance on terminal dilapidations and compliance issues such as RAAC and fire safety.

“The team provides, **strong, clear advice**, backed up by **good organisation and administration**. They are **good at working with us to understand our key objectives and risks.**”

Chambers UK

Great service... Great people...

Property Litigation

We have one of the largest property litigation teams in the UK. It is ranked Tier 1 in Legal 500 who report that it is a *“professional multi-faceted team”*.

Our broad expertise means we can support you with all your commercial property litigation needs. Much of the team has worked together for more than 25 years, bringing a wealth of knowledge and stability to our service. Our long lasting retail client relationships over this period are testament to this.

All aspects of property management and development disputes including:

- Property management
- Landlord and Tenant advice in respect of Coronavirus restrictions relating to commercial leases and residential leases
- Lease renewals
- Securing possession of premises and defending such claims including for forfeiture and trespass
- Dilapidations and service charge disputes including advice on structuring leases and licences to alter to benefit parties when it comes to the term end
- Contested break notice disputes
- Service of break notices, 1954 Act Notice and all manner of other property notices
- Landlord and Tenant insolvency events including liquidations, administrations, restructuring plans and company voluntary arrangements
- Rent review
- Disputes relating to assignment or subletting of leases and alterations to premises
- Advice in relation to rights of first refusal, leasehold enfranchisement, Right to Manage, s.20 consultation, variation of leases and FTT applications
- The Pubs Code and going free of tie

Development and real property issues:

- Easements, rights of way, and boundary disputes
- Party wall issues
- Rights of light issues
- Telecoms
- Judicial review
- Ratings issues
- Water drainage issues



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Burger King property portfolio claims

We continue to act for Burger King, the national fast food burger chain with regard to their national property portfolio. Claims relate to lease renewals, dilapidations and repair issues and other landlord and tenant matters. We have acted in this regard for over 20 years.

Corporate

Our team of highly experienced corporate solicitors act for businesses of all sizes to make things as straightforward as possible.

We can advise on all areas of corporate law including:

- Corporate mergers & acquisitions
- Restructuring, reorganisations & demergers
- Partnerships, joint ventures and shareholders agreements
- Private equity
- Corporate tax
- Investments into the UK
- Franchising
- Restructuring and insolvency



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Capital Cash Limited

Advised on the sale of Capital Cash Limited to the UK's largest second-hand retailer, Cash Converters UK, in a transaction with an estimated deal value of £13.9 million. Cash Converters is the master franchisor to 188 stores in the UK, and more than 700 stores worldwide.

Kikombe Limited (part of the Yeo Valley Group)

We acted for Kikombe (the investment vehicle for Yeo Valley Associates Limited, the investment arm of Yeo Valley Group) in its tripartite co-investment in Origin Coffee with CIOSIF and Create Impact Ventures.

Employment

Our specialists can help you with all employment and HR issues, from providing guidance on day-to-day workforce queries, to advising on restructuring and outsourcing projects and employment tribunal claims.

Our specialist support includes:

- Restructuring and reorganisation projects, including TUPE compliance, collective consultation obligations and advice on outsourcing / insourcing arrangements
- Business immigration
- Advice on pensions law
- Employment contracts and service agreements
- Employment dispute resolution, including employment tribunals and injunctions
- Redundancy, including both individual and collective redundancies
- Settlement agreements
- HR consultancy and support, including on-site support with disciplinary and grievance investigations, attendance at redundancy consultation meetings, and policy drafting and reviews



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Decathlon

Advising Decathlon, the World's largest Sports retailer on employment law matters. Our Employment team provides frequent legal support to Decathlon, advising on its employment law compliance and workforce matters in the UK. Our team have supported Decathlon with legal advice as the organisation strives for dynamic growth and promoting physical activity for all.

Commercial

Our team of highly experienced commercial solicitors act for businesses of all sizes and advise on the commercial legal issues that arise on a daily basis.

Our team provides clear, business focused and straightforward advice that will help your business to grow and achieve its objectives. We can advise on all areas of commercial law including:

- Agreements for the supply of goods and services
- Outsourcing projects and contracts
- Reseller and agency arrangements
- Franchising
- Advertising and marketing
- Consumer law
- E-commerce
- Preliminary agreements, including NDAs and confidentiality agreements, heads of terms, letters of intent and interim services agreements



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Franchises

Preparing and advising on franchise agreements for various franchisors including a well know west coast bakery and a pan Asian restaurant group.

Intellectual Property and Commercial IT

Our team of intellectual property lawyers are experts in UK and EU intellectual property law.

Through their extensive knowledge, they can support you in managing your IP so you can translate the innovation and creativity of your business into commercial success.

We regularly advise on:

- IP litigation including patent, copyright, design right and trade mark infringement
- Copyright and other IP rights clearances for inclusion of material in TV programmes, films, websites or other media, including advertising
- Assignments of IP and joint ventures involving IP
- Portfolio management of brands and IP
- Intellectual property licences

Our commercial team is also experienced in advising on technology contracts including:

- Software, website and app development
- Software purchase and licensing
- Hardware purchase
- SaaS agreements
- Support and maintenance
- Outsourcing

We have acted for brands including **Fred Perry, Levi, Jean Paul Gaultier** and **Christian Louboutin.**



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Data Protection

Clarke Willmott's experienced data lawyers do not limit their advice to the General Data Protection Regulation and the Data Protection Act 2018, but advise on all aspects of data security, data protection and the protection of confidential information or trade secrets.

Our areas of expertise include:

- Providing advice and drafting documentation to ensure compliance with legislation
- Conducting data audits to highlight where data risks exist in a business
- Drafting data security policies and handling issues relating to data protection within employment, including advising on relevant legal bases for processing personal data in employment
- Giving assistance to clients in areas such as penetration testing or ISO 27001 certification
- Drafting document retention policies and data provisions in contracts with customers, suppliers and intermediaries
- Advising on data emergencies including data breaches
- Assisting where there are complaints from data subjects or investigations initiated by the Information Commissioner's Office (ICO)
- Assisting clients with subject access requests including reviewing all material intended to be disclosed
- Conducting litigation (including seeking emergency injunctive relief) to restrain breaches of confidence



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“Very
**commercially-
orientated and
considered
advice.**”

The Legal 500

Great service... Great people...

Regulatory

Our Regulatory team will be by your side with advice and representation at every stage: from anticipating and managing regulatory change for your business, to dealing with enforcement and prosecution by Local Authorities, Trading Standards investigations and prosecutions, compliance with the Advertising Standards Authority, Health and Safety in the workplace, and Fire Safety.

“Clarke Willmott truly care about their clients. They **manage all aspects** of the case **closely and effectively**, ensuring that **clients understand and are understood**. They are **proactive in protecting their clients’ interests.**”

Regulations

- Anticipating and managing regulatory change for your business
 - o Scanning the horizon for regulatory changes (for example in relation to “Natasha’s Law”) and working with you to ensure you are ahead of the game
 - o Reviewing fraud prevention, anti-bribery and other anti-corruption policies and risk mitigations
 - o Bespoke training to support and complement the above.

Regulators

- Advertising Standards Authority:
 - o Compliance advice helping you understand the CAP Code for non-broadcast advertising and the impact of statements on your website
- Trading Standards investigations and prosecutions
 - o Interviews under caution
 - o Director prosecutions
 - o Representation in criminal courts nationwide
- Health and Safety in the workplace: responding to statutory Notices, investigations, and enforcement
- Enforcement and prosecution by Local Authorities
- Fire Safety: Responding to incidents, enforcement notices and criminal prosecution(s)
- Coroners’ Inquests and Public Inquiries.



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Commercial and Private Client Litigation

The highly regarded Commercial and Private Client Litigation team can help you to resolve any dispute involving your retail and leisure business.

The team has a solid reputation for resolving complex contract, debt and company disputes. We will help you to understand the scope of your dispute, the merits of your position and mount tailored case strategies which focus on achieving a commercial resolution which aligns with your business goals.

We have experience of assisting retailers with the following:

- Recovering disputed debts
- Resolving disputes relating to the supply of goods and services, including obtaining compensation for failure to perform and deliver, advising on delay and enforcement of penalty clauses, and termination
- Advising on the steps and action available to e-commerce platforms in respect of the sale of counterfeit goods on their platforms
- Advising franchisees and franchisors on rights and obligations relating to performance, enforcement of restrictive covenants, termination and misrepresentation
- Pursuing and resolving claims for business interruption losses for retailers, restaurants, leisure companies and hotels, including challenging denial of cover and advising on resolution.



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“The Clarke Wilmott team is noted for its excellent client care and attention to detail. They are completely on top of issues and instructions.”

The Legal 500

Construction

We have specialist teams in contentious and non-contentious construction and advise on every aspect of the procurement process.

We advise retailers on nationwide expansion programmes, and a broad range of construction related matters including:

- Risk management
- Extensions of time
- Liquidated damages
- Defects
- Loss and expense claims
- Facilities management – including out of hours security patrol arrangements and ongoing maintenance of equipment
- Ongoing support post-acquisition
- Support and maintenance
- Outsourcing



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“Very good commercial understanding with construction contracts and good practical guidance with dispute resolution.”

The Legal 500

Planning

Our nationally recognised planning and the environment solicitors provide expert advice on the full range of contentious and non-contentious planning and environmental law issues.

Our areas of expertise include:

- Advising on all aspects of development projects and applications including environmental impact assessment
- Advising on the planning and environmental regulatory framework
- Planning appeals
- Judicial review and statutory challenges
- Advocacy at planning and other inquiries and representation before Planning Committees
- Section 106 planning agreements
- Highways agreements (including for agreements of works and improvements, adoption/dedication, stopping-up, oversailing and diversions)
- Compulsory purchase and valuation/compensation
- Planning due diligence to support site acquisition
- Drafting and negotiating planning conditionality wording and planning warranties into sale/purchase and financing documentation
- Enforcement proceedings
- Planning and environmental prosecutions
- Advising on heritage issues
- The interpretation of Planning Agreements, conditions and legislation
- Highways and right of way issues
- Untidy sites, town and village greens and common land
- Use of appropriation powers to facilitate redevelopment
- Tree preservation orders
- Permitted development rights
- Certificate of lawfulness applications



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Holiday Parks

Acting for a national holiday park in respect of a decision by a Planning Inspector to refuse to allow 42 holiday chalets to be used on a year-round basis. The Court of Appeal quashed the Inspectors decision.

Restructuring and Insolvency

We are known for being creative and innovative lawyers and our in-depth knowledge and technical expertise ensures we provide practical, pragmatic and commercially astute advice.

We build a team of specialists around the client and the situation. When advising a distressed entity, wherever possible our focus is on recovery of the business and its corporate structure. By seeking expert legal advice quickly, it may be possible for a struggling organisation to avoid formal insolvency proceedings all together or, at least, approach them on its own terms. We are experienced in dealing with the particular issues a business in financial distress is faced with, including advising on directors' duties, landlord/tenant issues, insolvency (threats), debt recovery, passing and retention of title, restructuring, refinancing and commercial dispute resolution.



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The FA Group and Wembley National Stadium Limited

We are proud of the longevity of our relationship with Club Wembley. The past two years have been particularly challenging for the sport and leisure and industry. However, it remained important to work with Club Wembley to recover the monies they are owed as this contributes directly to the cashflow of their business.

Real Estate Tax

Our highly experienced corporate tax solicitors offer comprehensive advice on planning and compliance tax matters.

Our Corporate Tax team regularly advise on real estate tax issues surrounding:

- Lease renewals and renegotiating terms
- SDLT terms and rent free periods
- Condensing a portfolio
- Carrying out works
- Break clauses
- Construction industry scheme
- Capital allowances



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“The firm is **responsive** and **timely**, while offering a **practical approach**”

Chambers UK

Energy

Our specialist cross-disciplinary team of solicitors has been involved in the low carbon arena for many years and has extensive experience of delivering seamless, sector-focused legal advice on all aspects of energy generation.

We bring a long-term and proven track record in green energy and associated infrastructure projects. Working with our clients we identify potential risks and opportunities by providing practical advice to bridge any legal or contractual obstacles, bringing in experienced and relevant experts from the business when required.



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Working with a developer on the acquisition and phased redevelopment of a multi-tenanted shopping centre for a mixture of commercial, residential and leisure uses including the negotiation of the sale agreement and associated finance documentation.

Great service... Great people...

Telecoms

Our specialist transactional and litigation telecoms team acts against the main code operators and has advised on telecoms issues for over 20 years.

Our reputation is for providing bullish and commercial advice. We have the necessary expertise to stand up to the operators to achieve a better outcome for our clients.

We are very experienced in:

- Advising on the implications of the Code and advising on tactics generally in dealing with operators
- Acting in the Tribunal in respect of Code issues
- Working closely with specialist telecoms surveyors and valuers on behalf of landowners
- Negotiating the terms of new leases and code agreements with operators of new and existing sites.
- Obtaining vacant possession from code protected operators, serving the appropriate notices and bringing proceedings to obtain vacant possession
- Exercising “lift and shifts” to force operators to re-locate temporarily;
- Advising on the validity of Code notices
- Mast planning appeals
- Trespass and dilapidations claims
- Wayleaves and other easements for the installation of fibre optic cabling
- Multi-Skilled Visit (MSV) and other access agreements
- Advising on the commercial and contractual side of information technology including drafting commercial IT agreements



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“Their
knowledge
of the Telecoms
Code across the
Team is second
to none.”

The Legal 500

Offices

Birmingham Bristol Cardiff London Manchester Southampton Taunton

clarkewillmott.com

Great service... Great people...

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