

An aerial photograph showing a winding road that curves through a landscape. The road is light-colored and winds from the top left towards the bottom right. On the left side of the road, there are lush green fields. On the right side, there are brown, tilled fields. The overall scene is a mix of natural greenery and agricultural land.

Environmental, Social & *Governance*

Overview of *Charles Russell Speechlys*

We are an international law firm with a focus on private capital, at the intersection of personal, family and business.

We offer a broad range of skills and collective legal expertise and experience with an international outlook across the full spectrum of business and personal needs.

We are here to guide you through your most pressing challenges and rewarding opportunities. We do this by getting to the heart of your needs to bring you the best-fit solutions. We will work with you to build deep and trusted relationships that deliver meaningful value.

Our Firm is headquartered in London with offices across the UK, Europe, Asia and the Middle East. Whether your business operates in a single country or across borders, we'll put together your perfect team – pulling from our sector and geographical expertise and our partnerships with the best law firms across the world covering 200 legal jurisdictions.



Our approach to ESG advisory work

Doing business responsibly is no longer just an ethical choice, a tick box exercise or a 'nice to have'.

For businesses and investors understanding how and why ESG issues create risk and value is now key to creating competitive advantage, driving long term financial performance and enhancing resilience.

Boards and executive teams need to be equipped to oversee compliance with current ESG laws and regulations, while having an eye to new standards coming down the track so that the right decisions and investments are made today to support future compliance. Boards must also understand, spot and take steps to mitigate reputational and litigation risks associated with ESG issues and ensure the business is well placed to meet the increasing ESG expectations of its investors, lenders, customers and business partners.

In a world where the ESG goalposts are constantly moving and where the standards businesses must meet in different markets diverge, we work with you to help think beyond compliance, and to make sensible and proportionate decisions on ESG issues in a way that aligns with and supports commercial strategy.

We are dedicated to helping you to think long term, to future proof your business and investments and to take advantage of ESG-related commercial opportunities.

We have broad and deep expertise in national and regional ESG laws, regulations and best practice

frameworks, in all forms of ESG-related risk management, in good corporate governance and director ESG duties. Whatever the ESG challenge, risk or opportunity, we approach every matter with a focus on your wider strategic objectives for growth, investment or exit.



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We are dedicated to helping you to think long term, *to future proof your business and investments* and to take advantage of ESG-related commercial opportunities.

Our ESG advisory capabilities

Environmental

Navigating environmental risks and opportunities is now mainstream for organisations of all sizes and in all sectors, wherever they operate in the world.

As well as advising on the full spectrum of environmental regulatory compliance, we work closely with you to ensure that environmental risks and opportunities are surfaced and appropriately integrated into business as usual - from carbon related clauses in commercial agreements, to environmental due diligence in M&A transactions; from sustainability-linked KPIs in loan agreements to green clauses in commercial leases.

We can support you on a wide range of energy transition-related ventures, including renewables (wind, solar, hydrogen, battery developments), nuclear (small modular and advanced modular reactors), transmission and carbon capture and storage.

Our multidisciplinary Natural Capital and Biodiversity Net Gain (BNG) team can support you on natural capital and BNG deals, project facilitation, viability and progression work and future proofing and risk management. This includes land acquisition, landscape recovery schemes, development BNG requirements and use of s106



agreements, contentious agricultural and rural expertise and advice on competing designations or restrictions.

Our capabilities include advising on:

- Compliance with UK environmental legislation including environmental permitting, waste, contaminated land, water, and associated remediation and liability issues.
- Compliance with new EU environmental regulations, including the new EU Deforestation Regulation.
- Navigating environmental issues in the planning process.

- Environmental crime and regulatory investigations and enforcement.
- Extended Producer Responsibility and packaging/eco labelling compliance.
- Environmental and wider ESG due diligence in M&A transactions.
- Sustainability-linked debt finance.
- Green buildings and green commercial lease clauses.
- Integrating environmental and wider ESG-related obligations into commercial contracts and Supplier Codes of Conduct.
- Acquiring or repurposing land for nature recovery, carbon sequestration or biodiversity offsetting.
- Consenting for renewables and low carbon developments.
- Power Purchase Agreements and contracts for difference.
- Renewables project finance and corporate transactions.
- Voluntary agreements for establishing and controlling carbon offset areas such as forestry planting, verification and delivery arrangements for offsetting, and carbon credit compliance schemes such as the UK Emissions Trading Scheme.
- BNG, including negotiating conservation covenants, credit advice, and monitoring and reporting requirements.

Our ESG advisory capabilities

Environmental

- ESG considerations and compliance for estates, trustees, and private landowners.
- Dispute resolution and risk mitigation including resolution of contractual disputes involving offsetting or credit performance, nuisance and environmental tort claims and BNG-related conflicts.

Environment credentials

- Advising a household name stationery products manufacturer and distributor on the scope and requirements of the new *EU Deforestation Regulation*, supporting them to engage proactively with their business partners and suppliers.
- Advising multiple clients on their obligations under the *Energy Savings Opportunity Scheme (ESOS) Regulations*, which requires UK businesses of a certain size or scale to conduct energy audits to identify cost-effective energy saving measures, including advising on enforcement action taken by the Environment Agency for alleged breaches of the regime.
- Advising a water brand on the operation of *Extended Producer Responsibility* regimes and compliance issues, including potential exemptions and avoidance.
- Advising one of the Great London Estates on the re-gearing of approximately 50 of its retail leases,

offering concessionary rent arrangements and introducing new *green lease clauses*. Additionally advising on the application of the latest *Minimum Energy Efficiency Standards (MEES) Regulations* to its property portfolio.

- Advising a specialist real estate development lender on *multiple sustainability-linked financings* aligned with its Impact Lending Framework.
- Advising a major charitable institution on the planning aspects of its strategic land portfolio, including its approach to the long-term management of open space, other green space and *biodiversity net gain* areas and how it is secured through planning permissions.
- Successfully defending one of the UK's leading care providers which was prosecuted for *environmental offences* relating to the dumping of waste.
- Advising landowners on recovery of possession of land let on Agricultural Holdings Act tenancies for *renewables developments*, including pre-planning access for ecological surveys, tenant engagement and negotiation.



Our ESG advisory capabilities

Environmental

- Advising an international banking and wealth management group on construction financing for a 34.7MW *solar project* with co-located battery. The project will be fully subsidy-free and sold upon completion to Warrington Borough Council to support its green agenda.
- Advising Renewable Power Exchange in connection with the financing and development of a *wind farm* in East Lothian, Scotland.



- Advising a Dubai based borrower on its acceptance of circa £50m funding from a multinational development bank and a national development finance institution in relation to the development of *recycling plants* in West Africa.

- Advising an international energy and commodities company on the provision of funding and the acceptance of senior debt funding in relation to an investment in a South African *carbon credit project*.
- Acting for a commercial minerals company on its geothermal and processed lithium production for the UK's *EV battery market*.
- Providing strategic consenting advice in relation to proposed *blue and green hydrogen projects* in England.
- Advising a landed estate client on the grant of an option agreement over 171 acres for a 50 MW *solar park* project with a third-party developer.
- Advising a UK based leisure and health club on energy generation and consumption across its portfolio. This involved drafting and negotiating a *Power Purchase Framework Agreement* with various solar panel providers, together with individual club PPAs.
- Assisting an Electricity Provider with the creation of a new form of *Power Purchase Agreement* specifically tailored to the local circumstances and market, including protective supply and pricing mechanisms, in response to new opportunities for investment in distributed renewable power generation.
- Advising a windfarm developer on *Habitats Regulations Assessment* (HRA) processes and triggers for *marine licenses* required to undertake works in and near



- protected sites and its obligations to consult with stakeholders and provide compensatory measures.
- Advising a client on preparation of its tender contract with an *offshore wind* farm in respect of the transportation and installation of wind turbine and offshore substation platform foundations and platforms. The project received the right to a *Contract for Difference* (CfD) from the Energy Regulatory Office, making it one for the first offshore investments to be completed in Poland.

Social

The 'S' in ESG is all about how a business interacts with and impacts on people – people employed by a business or working in its value chain, its customers and the communities in which it operates.

In recent years, we have seen an increased focus from policymakers on regulating businesses' social impacts and, as a result, many of the voluntary frameworks that used to represent best practice are now being translated into hard law. We help you to understand where social impacts create financially material risks and opportunities for your organisation or investments and to manage those risks and opportunities strategically.

Our capabilities include advising on:

- Compliance with new laws and regulations relating to a business' social impacts, including the Corporate Sustainability Due Diligence Directive and EU Forced Labour Regulation.
- Compliance with the UK Modern Slavery Act 2015 and similar transparency legislation worldwide.
- Appropriate, risk-based approaches to human rights due diligence on business operations and supply chains.

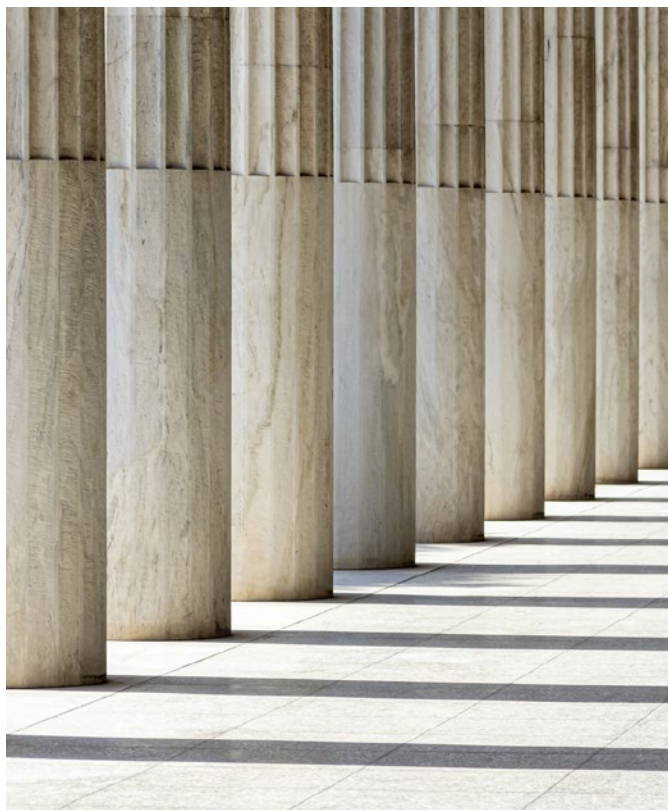


Social

- Managing potential disputes and reputational risks associated with harms to people in a business or supply chain.
- Advising on health and safety enforcement, including prosecution.
- Product liability.
- Diversity, equity and inclusion (DE&I)-related policies and processes.
- Anti-discrimination and sexual harassment.
- Pay gap reporting.
- Whistleblowing.

Social credentials

- Advising an African FinTech company on the standards of *human rights due diligence* set by the Corporate Sustainability Due Diligence Directive.
- Advising a leading motorsport team on managing *risks to human rights* in the supply chain.
- Advising a leading UK speciality coffee chain on the legal and commercial drivers for best practice human rights due diligence on product supply chains, including the EU Deforestation Regulation and *EU Forced Labour Regulation*.
- Advising a wide range of clients on *Modern Slavery Act* disclosures in the UK.



- Advising a US based manufacturer of golf equipment and clothing on compliance changes for the EU market arising from the EU's *General Product Safety Regulation*.
- Advising a US based global manufacturer of kitchenware on issues concerning *product liability*, financial claims and product warranties with an Italian global manufacturer.
- Advising a Swedish clothing retailer, homeware and lifestyle products on *product compliance* requirements for its UK launch.
- Advising a global sports brand on consumer-focused complaints and *claims arising in respect of products* and sales of products.
- Advising an international toy and outdoor product company producing character merchandise products in China and Vietnam on its procurement terms to produce *multijurisdictional standards-compliant products*.
- Advising an insurance business in connection with allegations of *whistleblowing* for alleged governance breaches by the CEO and a junior broker at the company - both claims were withdrawn as part of settlement.

Social

- Advising a senior executive on their *whistleblowing* complaint in connection with alleged ethical breaches and misrepresentation by his company related to sales of vehicles and a toxic culture at board level. Our client achieved a very significant settlement.
- Acting for a data centre business in relation to the dismissal of a senior executive alleging they had been *discriminated against on the grounds of disability* and perceived disability. We disputed the claim and the case settled.
- Acting for a leading asset management company in a case brought by an individual alleging detriment as a result of *whistleblowing*. The case is ongoing.
- Advising Odey Asset Management LLP in connection with high profile *allegations of non-financial and sexual misconduct* against Crispin Odey, spanning a 20 year period. We advised the LLP in exiting Mr Odey from the partnership as the Financial Times broke its story in June 2023. Mr Odey has appealed a resulting FCA ban and fine and is pursuing a defamation case against the Financial Times.



Governance

Good governance underpins strong performance and can have a significant impact on the value of a business. We work with public and private companies on improving their governance procedures, supporting you to design and refine policies, processes and ways of working that drive sustainable value creation.

We work with private capital sponsors on improving the value of portfolio assets through governance reviews and recommended improvements. We also regularly provide bespoke ESG training for Boards, executive and operational teams.

Our capabilities include advising on:

- Spotting and mitigating green and social-washing risks in marketing and advertising materials, sustainability reports and other public statements.
- ESG governance frameworks, policies, decision-making and internal reporting processes.
- ESG-related disclosure obligations, including Section 172 statements and strategic reports and disclosures under or aligned with the Corporate Sustainability

Reporting Directive, International Sustainability Standards Board S1 and S2 and the Taskforce on Climate-Related Financial Disclosure (TCFD).

- Compliance with new ESG governance regulations, including the EU Ratings Regulation.
- Complex corporate governance issues.

- Directors' duties and derivative actions.
- Anti-bribery and anti-money laundering (AML) compliance.
- Compliance with sanctions regimes.



Governance

Governance credentials

- Advising a manufacturer and distributor of personal sanitary products on *green and sustainability related claims* made on its packaging, in its marketing materials and on its website.
- Advising a UK social enterprise on the requirements of the new EU Regulation on the transparency and integrity of *ESG rating activities*.
- Advising a water brand on its successful *B Corp certification process*.
- Advising an international private investor on the acquisition of a luxury motor vehicle group specialising in design and manufacture of ultra-high-value, low-volume vehicles sold to a global customer base. Given the nature of the business and its customer profile, the target presented elevated *AML, sanctions* and *financial crime* risks, including high-value transactions, cross-border payments, bespoke sales arrangements and the use of third-party intermediaries.
- Advising a global private asset manager and investor on the acquisition of a UK-based artificial intelligence business where *sanctions* considerations were central to the transaction risk profile. One of the target company's minority shareholders was, at the time of the transaction, connected to an individual who had been designated under the UK sanctions regime, giving rise to potential sanctions exposure in relation to the transaction structure and payment flows.
- Acting for a global engineering company on an *anti-bribery and corruption* investigation arising from multiple engineering projects across Southeast Asia, including Vietnam, Philippines, Cambodia and Sri Lanka. This included self-reporting to national, regional and global regulatory and enforcement authorities, and negotiating a successful resolution. It also resulted in the first prosecution and criminal trial under Australia's foreign bribery laws.
- Advising a European multinational group on an internal investigation into allegations of *bribery and corruption* at a UAE subsidiary.
- Advising a Geneva-based independent asset manager accused of *fraud*, breach of trust and forgery of documents, to cover the losses and the embezzlement of their investments in Forex trading. The scale of this alleged "Ponzi scheme" is significant, involving a Swiss custodian bank and a dozen business referrals in different countries.
- Representing the director of an accounting company in proceedings conducted by the Swiss Federal Prosecutor's Office in connection with a *bribery* investigation involving officials in an African country.
- Representing an asset manager accused of *money laundering* and forgery of documents in the context of the Bankas Snoras bankruptcy.
- Undertaking *full board effectiveness reviews* for regulated firms and corporates, reporting findings to regulators and implementing governance remediation plans, with associated board room training.
- Representing the UK main board in a *global bribery investigation* concluded by the US DoJ and UK FCA, reporting to both Law Enforcement Agencies, engaging with the corporate's statutory auditors and UK regulators.
- Advising the main board of a *UK regulated firm* in a *non-financial misconduct investigation*, conducting the investigation and implementing urgent governance changes.
- Acting for a UK PLC in an *investigation by the Financial Reporting Council (FRC)*, successfully challenged the FRC's application of the Statutory Auditors and Third Country Auditors Regulations 2016 ("SATCAR") and before the High Court the FRC's approach to Legal Professional Privilege.

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All *in*

To start building a relationship
with *meaningful impact*.

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