

Partner, London

Mergers and Acquisitions; Corporate Governance



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Education

College of Law, London, 1998
(Postgraduate Diploma in Legal Practice)

B.A., University of London, School of
Oriental and African Studies (honours),
1996

Toyo University, Tokyo, 1986-1988

Bar Admissions

Solicitor, England & Wales
Ireland

Awards

Japanese Ambassador's
Commendation 2018 and 2019

Languages

Japanese

Associations

Member, Takeovers Subcommittee,
The City of London Law Society

Adviser, Investor Forum and Impact
Investing Institute

Co-Chair, British Japanese Law Assn.

Lecturer, International M&A and
Corporate Governance, BPP Law
School and Said Business School,
Oxford University

Scott Hopkins leads Skadden's U.K. public M&A practice in London and is co-head of the London M&A group, advising on complex cross-border mergers and acquisitions and corporate matters. Mr. Hopkins also has extensive experience advising companies on a broad range of corporate governance matters and legal and regulatory responsibilities, including contentious public meetings, disclosure, directors' duties, and individual director liability and protection.

Mr. Hopkins ranked second in mergermarket's 2017 table of dealmakers targeting U.K. companies and also has been profiled in *Legal Week* as one of its Top Dealmakers. He is recognised as a leading M&A lawyer by *Chambers Global* and *Chambers UK*, in which he is described as "an outstanding lawyer to have by your side," with sources stating "his expertise was irreplaceable for us." He also is recommended as Highly Regarded in M&A in *IFLR1000*, and *The Legal 500 UK* noted his "strategic mind" and "sharp insight." Mr. Hopkins also is a member of the firm's Japan practice. He frequently lectures on M&A-related topics, including at Oxford University's Said Business School.

His M&A experience includes representing:

- Fortiana Holdings Limited in connection with its US\$1.5 billion acquisition of Highland Gold Mining Limited, an AIM-quoted gold producer, comprising an initial US\$585 million acquisition of a 40% interest, the U.K.'s first-ever preconditional mandatory bid for the remaining stake, delisting and compulsory squeeze-out of minority shareholders;
- Worldpay in its \$43 billion merger with FIS;
- Waypoint GP Limited, an investment fund created by the Bertarelli family, in its acquisition of the remaining stake in Stallergenes Greer plc that it did not already own; and its previous €730 million take-private acquisition of Stallergenes Greer plc;
- Willis Towers Watson in its proposed US\$30 billion acquisition by Aon plc. Both companies are based in the U.K.;
- Sophos Group plc with the U.S. aspects of its proposed US\$3.9 billion acquisition by Thoma Bravo, LLC;
- Nightstar Therapeutics plc in its US\$800 million acquisition by Biogen Inc.;
- CME Group Inc. in its US\$6 billion acquisition of NEX Group plc;
- Toto Wolff, an Austrian investor, on the extension of his tenure as team boss and chief executive of Mercedes-Benz Grand Prix Ltd., the company operating the Mercedes Formula 1 team;
- the independent directors of Dana Incorporated in the company's proposed but terminated US\$6.1 billion merger with the Driveline division of U.K.-based GKN plc;
- International Paper Company in its unsolicited US\$10.7 billion proposal to acquire Dublin-headquartered Smurfit Kappa Group plc;
- Morgan Stanley as senior lender and financial advisor to Global Business Travel Holdings Limited in its £400 million acquisition of Hogg Robinson Group plc;
- Vantiv, Inc. in its US\$10.4 billion acquisition of Worldpay Group plc, Britain's largest payment processor;
- Goldman Sachs as the financial advisor:
 - to the transaction committee of the board of directors of Reynolds American in its US\$49 billion acquisition by British American Tobacco;
 - on the cash confirmation banks were required to provide under U.K. takeover rules in relation to Michael Kors' US\$1.2 billion acquisition of luxury shoemaker Jimmy Choo;

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- to Kennedy-Wilson Holdings, Inc. in its £1.5 billion merger with Kennedy Wilson Europe Real Estate Plc through a Jersey law scheme of arrangement; and
 - to Bain Capital, along with Cenkos Securities plc and Dean Street Advisers Limited, in the £1.2 billion acquisition of esure Group plc;
 - Janus Capital Group Inc. in its all-stock merger of equals with Henderson Group plc, producing a leading global asset manager with a combined market capitalization of approximately US\$6 billion;
 - J.P. Morgan as financial advisor to Sumitomo Corporation in its €751 million acquisition of Ireland-based produce company Fyffes plc;
 - Globalworth Real Estate Investment Limited, the largest owner of office space in Romania, in a €200 million subscription by Growthpoint Properties and Oak Hill funds, valuing the company at €1.4 billion;
 - Toshiba in connection with the filing of voluntary petitions under Chapter 11 of the U.S. Bankruptcy Code by Westinghouse Electric Company, LLC and certain of its subsidiaries and affiliates;
 - Ball Corporation in its US\$8.4 billion acquisition of Rexam PLC;
 - Mitsui Sumitomo Insurance Co., Ltd. in its US\$5.3 billion acquisition of Amlin plc;
 - Nikkei Inc. in its US\$1.3 billion acquisition of Financial Times Group Ltd. from Pearson plc;
 - J.P. Morgan Securities LLC as financial advisor to Equinix, Inc. in its US\$3.6 billion acquisition of Telecity Group plc;
 - XL Group plc in its US\$4.2 billion acquisition of Catlin Group Limited;
 - AbbVie Inc. in its proposed £32 billion acquisition of Shire plc;
 - Destination Maternity in its proposed £266 million acquisition of Mothercare;
 - Pfizer in its proposed US\$115 billion acquisition of Astra-Zeneca;
 - Austrian investor Torger Christian Wolff in his acquisition of a significant minority stake in Mercedes-Benz Grand Prix Ltd., the company operating the Mercedes F1 team;
 - EnergySolutions in its US\$1.1 billion acquisition by a subsidiary of private equity firm Energy Capital Partners II, LLC;
 - AIM-listed R.G.I. International Limited on its response to a US\$340 million mandatory cash offer by Direct Finance LLC;
 - Nike, Inc. in its US\$240 million sale of Umbro;
 - Upsher-Smith Laboratories in its US\$550 million offer for Proximagen Group plc;
 - Colfax Corporation in its US\$2.4 billion offer for Charter International Plc;
 - News Corporation in its US\$11.5 billion proposed acquisition of the remaining stake it did not already own in British Sky Broadcasting Group plc;
 - Francois-Charles Oberthur Fiduciare S.A. in its £900 million proposed offer for De La Rue Plc;
 - Bear, Stearns & Co., Inc. as financial advisor to The Thomson Corporation in its US\$17.2 billion business combination transaction with Reuters Group PLC to be effected through a dual-listed company structure;
 - Toshiba Corporation in its US\$5.4 billion acquisition of Westinghouse Electric Company from British Nuclear Fuels plc;
 - Mitsui Engineering & Shipbuilding Co., Ltd. in its US\$183.6 million acquisition of a 99.4 percent stake in TGE Marine AG and in its US\$165 million sale of Mitsui Babcock Energy Limited;
 - Prof-Media in its acquisition of 54 percent of Rambler Media Limited, the first takeover of a Russian company listed in London;
 - Honeywell International, Inc. in its US\$555 million takeover of First Technology PLC, and the subsequent sale of the FT Plc crash test dummies business to Hg Capital;
 - Macquarie Bank Limited in its US\$2 billion acquisition of Norway-based Dyno Nobel ASA, a commercial explosives company;
 - Doughty Hanson & Co Ltd. in the US\$1.5 billion sale of Dunlop Standard Aerospace Group to Meggitt plc and The Carlyle Group;
 - The AES Corporation in the establishment of a joint venture company to hold power and desalination assets in Oman, Qatar and Pakistan and a sale of a minority interest in that company;
 - The AES Corporation in the sale of two independent power projects in Bangladesh;
 - InterGen, N.V. (a Shell/Bechtel joint venture) in the marketing, auction and successful sale for US\$1.75 billion of a portfolio of 10 international generating assets; and
 - Calpine Corporation in the US\$925 million sale of Saltend Energy Centre, a 1,200 MW power plant near Hull, England, to a partnership between International Power plc and Mitsui & Co., Ltd.
- In 2010, Mr. Hopkins returned to Skadden from secondment to the U.K. Takeover Panel. During his two years at the panel, Mr. Hopkins regulated more than 200 transactions governed by the U.K. Takeover Code.
- Mr. Hopkins advises the Investor Forum, an organisation established in 2014 with support from the Association of British Insurers, the Investment Association and the National Association of Pension Funds, in response to The Kay Review of U.K. Equity Markets and Long-term Decision Making. The forum is voluntary and open to all institutions with interests in U.K.-listed companies who are seeking to engage with those companies, including U.K. asset managers, asset owners and international investors.
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Publications

Co-author, “UK Public M&A Update — H1 2020,” *Skadden, Arps, Slate, Meagher & Flom LLP*, September 2020

Co-author, “ESG in 2020: A Half-Year Review,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 2020

Co-author, “UK Amends Enterprise Act 2002 To Protect Businesses Critical to Addressing Public Health Emergencies, Extends Powers To Protect Companies and Technologies,” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 2020

Co-author, “Moss Bros: The Difficulty of Invoking MAC Conditions in UK Public Takeovers,” *Skadden, Arps, Slate, Meagher & Flom LLP*, May 2020

Co-author, “Skadden Discusses How COVID-19 Prompts EU Nations to Protect Against Foreign M&A,” *The CLS Blue Sky Blog*, April 2020

Co-author, “Crisis Prompts European Countries To Step Up Protections Against Foreign M&A,” *Skadden, Arps, Slate, Meagher & Flom LLP*, April 2020

Co-author, “Virus Tracking Apps Will Need To Pass Privacy Law Muster,” *Law 360*, April 2020

Co-author, “Protecting Lives Without Destroying Jobs — Using Technology To Suppress COVID-19,” *Skadden, Arps, Slate, Meagher & Flom LLP*, April 2020

Co-author, “Europe and the UK Race To Protect Businesses Impacted by the Coronavirus Pandemic: Foreign Investment, State Aid and Antitrust Rules Adjusted,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 2020

Co-author, “Answers to AGM Questions Raised by the COVID-19 Pandemic,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 2020

Co-author, “United Kingdom: Corporate Governance,” *The Legal 500 - Country Comparative Guides*, 2020

Co-author, “Activist Investing in Europe,” *Activist Insight*, 2019

“Global M&A Trends in 2019,” *International Comparative Legal Guide to: Mergers & Acquisitions*, 2019

Co-author, “Activist Investing in Europe,” *Activist Insight*, November 2018

“Financial Reporting Council Publishes Revised UK Corporate Governance Code,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 25, 2018

Co-author, “Activist Investing in Europe — 2017 Edition,” *Harvard Law School Forum on Corporate Governance and Financial Regulation*, January 10, 2018

“UK to Study Brexit’s Impact on Competition Law,” *Skadden, Arps, Slate, Meagher & Flom LLP*, August 7, 2017

“The Future of Takeover Regulation and Corporate Governance in the UK,” *Skadden, Arps, Slate, Meagher & Flom LLP*, May 30, 2017

“UK Serves Notice of Withdrawal From the EU, Triggering Two-Year Negotiation Period,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 29, 2017

“UK Prime Minister Outlines Objectives for Exiting the EU,” *Skadden, Arps, Slate, Meagher & Flom LLP*, January 20, 2017

Co-author, “Activist Investing in Europe: A Special Report,” *Harvard Law School Forum on Corporate Governance and Financial Regulation*, November 9, 2016 and *Activist Insight*, October 2016

Co-author, “The New EU Market Abuse Regulation: Impact on US Issuers,” *Harvard Law School Forum on Corporate Governance and Financial Regulation*, November 6, 2016

Co-author, “The ICLG Guide to: Merger & Acquisitions 2016 (Divergence / A Game of Two Halves?),” *The ICLG Guide to: Merger & Acquisitions 2016*, February 2016

Co-author, “International Comparative Legal Guide to Mergers and Acquisitions 2015 (2014 — The Market Strikes Back),” *ICLG To: Mergers and Acquisitions 2015*, February 2015

“Activist Investing in Europe: A Special Report,” *Activist Insight*, October 2014

“Why UK Activism is Here to Stay,” *IFLR*, August 26, 2014

“International Comparative Legal Guide to Mergers and Acquisitions 2014 (Corporate Governance in the M&A World),” *ICLG To: Mergers and Acquisitions 2014*, April 2014

“The General Guide to the UK Takeover Regime,” *Skadden, Arps, Slate, Meagher & Flom LLP*, February 2014

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“The New Barbarians — Shareholder Activists Have Europe in Their Sights,” *Skadden’s 2014 Insights - Global M&A*, January 16, 2014

“Extension of UK Takeover Code Jurisdiction,” *Skadden, Arps, Slate, Meagher & Flom LLP*, May 16, 2013

“UK Regulators to be Given Power to Break Up UK Banks,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 19, 2013

“Proposed Extension of UK Takeover Code Jurisdiction,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 9, 2012

“Inside the European Debate on Takeover Regulation,” *Law360*, April 4, 2012

“The FSA’s Decision in the Einhorn and Greenlight Cases Raise Difficult Issues for Issuers, Investors and Intermediaries,” *Skadden, Arps, Slate, Meagher & Flom LLP*, February 28, 2012

European Union: The UK-Continental Europe Debate on Takeover Regulation, *Skadden’s 2012 Insights*, January 2012

“U.K. Takeover Code — Changes Effective September 19, 2011,” *Skadden, Arps, Slate, Meagher & Flom LLP*, September 21, 2011

“Backing the Target Board: Proposed Changes to Rebalance UK Takeover Rules,” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 21, 2011

“Cadbury Generates Debate Over U.K. Takeover Regulation,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 22, 2010

Co-Author, “The Overview of the Current Application of the UK Takeover Regulation and its Implication to the Japanese TOB Regulation,” *The Journal of the Japanese Institute of International Business Law*, July 2010