# OUR TELECOMS EXPERIENCE

Details of our capabilities and experience





# WHY CHOOSE ADDLESHAW GODDARD?



AT AG, WE UNDERSTAND THE IMPORTANCE OF FIXED COMMUNICATIONS TECHNOLOGIES AND ALSO THAT A MULTI MODAL APPROACH IS CRITICAL TO YOUR BUSINESS - WE WORK IN EXACTLY THE SAME WAY. WE FLEX OUR EXPERTISE IN TELECOMS, TRANSPORT AND DIGITAL TECHNOLOGIES TO SUPPORT BOTH EXPANSION ACROSS EXISTING CONNECTIVE TECHNOLOGIES AND GROWTH IN EMERGING AREAS, FROM SMART METERING AND NETWORKS TO COMMUNICATIONS NETWORKS FOR DRONES, AUTONOMOUS AND ELECTRIC VEHICLES, 5G ROLLOUT AND IN TELECOMS, TRANSPORT AND DIGITAL TECHNOLOGIES AND RAIL DIGITAL SIGNALLING AND COMMUNICATIONS.

Our experience in these regulated environments means we understand the framework in which your business is operating and can help you innovate within those parameters. If you'd like to discuss your needs going forwards and how we might assist, or would like a conversation around any of the sectors covered above more generally, then please do not hesitate to get in touch with one of our contacts.

We can advise on a wide range of telecoms and connectivity issues including:

- Smart metering and networks
- Intelligent Transport Systems (communications technology and connectivity in transport)
- Mobile and smart payments
- Infrastructure including 5G broadband roll out
- Data centres
- Satellites and mobile connectivity
- Sector specific regulation in telecoms and other connected sectors

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# INFRASTRUCTURE

#### BT

BT in relation to their rooftops and hightowers mobile network portfolios including the Master Services Agreement transfer of 220 hightowers sites to Cellnex, along with marketing and licensing rights.

#### **KCOM**

KCOM on the £90m sale of its dark fibre network to CityFibre. This deal included a network access agreement under which KCOM was able to continue to access the network. Hailed in the media as 'the most significant event to take place in the UK's digital infrastructure market in a decade'.

# WIRELESS INFRASTRUCTURE GROUP

WIG in relation to advice on the Communications Code and the acquisition and retention of Code agreements and leases on their entire UK property portfolio.



# LINCOLNSHIRE CONSORTIUM

The Lincolnshire consortium of North Lincolnshire Council, North East Lincolnshire Council and Hull City Council on their Superfast Broadband projects with ERDF and matched funding.

#### **KCOM**

KCOM on the procurement of a full system upgrade and its in depth negotiations with IBM as preferred supplier.

#### FTSE 100 FMCG MANUFACTURER

A FTSE 100 FMCG Manufacturer (confidential) on global IT infrastructure provision, including data centre, LAN and WAN commissioning.

#### **CASE STUDY**

#### LOCAL AUTHORITY CONSORTIA: SUPERFAST BROADBAND

#### THE TRANSACTION

We supported various consortia of local authorities in their procurement of superfast broadband under the 2012 and 2016 state aid schemes. Members of our team have also advised in the procurement of the Scottish Government's £500 million R100 programme, 5G testbed projects and mobile infill infrastructure.

#### THE ROLE OF AG

Each project involves supporting the public sector to procure infrastructure in a manner which is compliant with state aid and procurement law, whilst delivering a value for money outcome. We have advised extensively on the requirements of the 2016 State Aid Decision and the negotiation of terms and conditions based on the BDUK standard agreement which comply with that scheme.



# **TELECOMS SERVICE CONTRACTS**

#### BT

Regularly advising BT on their master services agreements for licensing out their rooftops and high towers masts including major contracts with Arqiva, MBNL, CTIL, Airwave and Cellnex.

# CARPHONE WAREHOUSE

Carphone Warehouse on its arrangements with the mobile networks for the acquisition and resale of mobile devices in their stores.

#### **PEEL MEDIA**

Peel Media on Media City connectivity solutions – this was the build of two fibre networks and services offering to broadcasters (including the BBC and ITV), business tenants and residents at the northern studios site.



#### **KCOM**

KCOM on their £800m North Staffordshire Hospital project and their £1.2bn Birmingham hospital project.

#### **RADIUS SOLUTIONS**

Radius Solutions on the acquisition of various telecoms businesses to enable them to provide a telecoms service to business customers under the Echo Telecoms brand, which offers mobile tariffs and telephony and internet. Also on the customer terms of business for telecoms services.

#### CO-OP

Co-op on variations to their WAN and telephony contract with BT, in relation to services, scope and KPIs.

#### **CASE STUDY**

#### **PZ CUSSONS PLC**

#### THE TRANSACTION

Advising PZ Cussons plc on global network services procurement following a full competitive tender. This covered access to all its sites across Asia, Africa Europe and the Middle East and required different solutions in different geographies.

#### THE ROLE OF AG

We advised on term sheet negotiations with two suppliers and the drafting and negotiation of the agreements with the preferred supplier. We advised on the services elements of the documents, ensuring that the KPIs attached to the services appropriately incentivised the service provider and provided the parties with certainty regarding the service standards expected.



# COMPETITION

#### **SAINSBURY'S**

Sainsbury's on the set up, operation and wind down of its MVNO JV with Vodafone, including wholesale network services provision and device distribution.

#### TRANSPORT FOR GREATER MANCHESTER

TfGM on the state aid aspects of the rollout of broadband infrastructure under the Department for Culture, Media and Sport's UK broadband delivery plan.

#### **JERSEY TELECOM**

Jersey Telecom on the merger control and regulatory aspects of its proposed acquisition of the Vodafone Airtel business in the Channel Islands from the Bharti Group, which was referred to an in-depth (Phase II) merger inquiry by CICRA.



#### EE

EE on the insolvency, litigation and competition law aspects of competition law litigation brought by Phones4U working in conjunction with counsel and forensic accountants.

#### HITACHI EUROPE

Hitachi Europe on the State aid and procurement law aspects of their Smart Energy Islands pilot IoT project on the Isles of Scilly.

#### **TELECOMS OPERATOR**

A telecoms operator on an independent external investigation into alleged breaches of competition law.

#### **CASE STUDY**

#### **KCOM**

#### THE TRANSACTION

We advised KCOM in relation to the European Commission's merger investigation into its £627m acquisition by MEIF 6 Fibre Limited (Macquarie). MEIF 6 Fibre Limited is a subsidiary of Macquarie's European infrastructure fund which is a leading owner of, and investor in. telecommunications infrastructure. KCOM's board recommended an acquisition by Macquarie following a competitive auction process and its shareholders approved the transaction, which was implemented by means of a Scheme of Arrangement, on 26 July 2019. Unusually for a European Commission merger investigation process, the transaction was able to complete prior to the conclusion of the European Commission's investigation. The Commission's clearance was ultimately obtained on 21 October following completion on 1 August 2019.

#### THE ROLE OF AG

We represented KCOM on both the corporate and competition aspects of the Transaction. The overlaps between the two businesses in the telecommunications sector meant that a long form notification to the European Commission was required.



# **TELECOMS REGULATION**

#### A MAJOR MNO

This Major MNO on provision of Wifi connectivity in cars (being sold with embedded SIMs), including UK regulatory regime and data and security issues, for services including IOT connectivity and telemati.

#### **T-MOBILE**

T-Mobile on its £4 billion bid for 3G and subsequent bids for radio spectrum.

#### SATELLITE MANUFACTURER

A (cube/nano) satellite company on the regulation of manufacturing/launching and operating small satellites including a comparative analysis of equivalent regimes in European and non-European jurisdictions.



#### **EUROPEAN MNO**

European MNO on UK regulatory regime for IoT mobile communications.

# A TELECOMS OPERATOR

A telecoms operator in connection with the licensing aspects of establishing and operating a provider company after the liberalisation of the telecoms sector.

#### **SMART DCC**

Smart DCC on licence conditions and other regulatory matters for the smart meter data and communications infrastructure in Great Britain.

#### **CASE STUDY**

# A MAJOR TELECOMS PROVIDER

#### THE TRANSACTION

We advised a major telecoms provider on its strategic interaction with Ofcom in respect of licence conditions and competition law. The matter involved consideration of the conditions applicable to our client's business and working with economists to complete a review into its compliance with those regulatory obligations.

#### THE ROLE OF AG

We advised on strategy for interacting with Ofcom and continue to work with our client to ensure appropriate regulatory compliance and interaction with regulators on policy matters.



### **REAL ESTATE**

#### **ASDA**

Asda group of companies in relation to their rights and obligations under the Electronic Communications Code, dealing with Code Agreements and assisting Asda with their policy.

#### **BT PLC**

BT as both landowner and operator, including advice on their property portfolio, providing opinions (in conjunction with QC's) on the Electronic Communications Code, removal of operators under the new regime and advising on when Code Agreements can be demanded and/or resisted.

#### **NETWORK RAIL**

Network Rail on the interrelationship of the Electronic Communications Code with other statutory obligations and requirements, considering from both ends of the spectrum as unusually Network Rail are an operator as well as a landowner.



# WIRELESS INFRASTRUCTURE GROUP

WIG on the Electronic
Communications Code in
relation to their existing UK
portfolio and roll out of new
Code Agreements, including
negotiating with landlords with
the benefit of the rights under
the new Code, monitoring the
rapidly changing case law and
adjusting advice and tactics
accordingly.

#### **BRITISH LAND**

British Land on the impact of the Electronics Communications Code on its property portfolio, including operators ability to access its properties, operators ability to share apparatus and the fees that British Land can charge operators.

#### **HB REAVIS**

HB Reavis on a developer's ability to remove electronic apparatus on its property and implementing the strategy to ensure that the apparatus was removed in sufficient time to allow the demolition and subsequent development of more than 1 million sq ft of office space.

#### **CASE STUDY**

#### **BT PLC**

#### THE TRANSACTION

Advising BT in connection with their entire UK property portfolio. Uniquely, given the presence EE Limited in their group of companies, BT are both a landlord and an operator for the purposes of the Electronic Communications Code.

#### THE ROLE OF AG

Providing strategic advice to the BT group on all aspects of the new Code including Code Agreements and master services contracts to operators, challenging landlords who are refusing to grant new rights, agreeing template documentation for wayleaves, Code Agreements and other property documentation, dealing with removal of operators from development sites (including Code notices and termination notices, and the interplay between the 54 Act and the Code).



# CORPORATE

# DAISY COMMUNICATIONS

Daisy Communications on the acquisition of Damovo.

# AVEDON CAPITAL PARTNERS

Avedon Capital Partners and its portfolio company Kinly on the acquisition of AVMI Group, a global audio visual and digital media company.

#### **ALINDA CAPITAL**

Alinda Capital on its investment in Glide Group, which is a UK provider of broadband, networks and utilities for student accommodation, shared living and business parks.



#### **SAINSBURY'S**

Sainsbury's on its joint venture with Vodafone (called Mobile by Sainsbury's) for the creation of an MVNO and retail operation.

#### **KCOM**

KCOM on the £627m takeover of KCOM by Macquarie.

# LOTHIAN BROADBAND NETWORKS

Various funding rounds and related network installation and services agreements relating to fibre and line of site rural broadband networks.

#### **CASE STUDY**

#### **COMMSWORLD**

#### THE TRANSACTION

Advising Commsworld, and its key management shareholders, on the investment into it by midmarket private equity house LDC. Commsworld is a leading national network operator providing connectivity, cloud, security, unified comms and IT infrastructure for major companies in the public and private sectors.

#### THE ROLE OF AG

Taking a lead role in this highly technical and complex deal, Addleshaw Goddard was able to use its telecoms sector and wider corporate experience to help the key management shareholders structure the deal with LDC. We advised on the negotiations towards the deal helping balance interests in a competitive process. This was a high profile private equity transaction in the midmarket this year and showcased the skills and expertise of the Addleshaw Goddard team acting for a market leading telecoms company.



# **CORE TELECOMS TEAM**



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PROBLEMS. POSSIBILITIES.
COMPLEXITY. CLARITY.
OBSTACLES. OPPORTUNITIES.
THE DIFFERENCE IS IMAGINATION.
THE DIFFERENCE IS AG.

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