



BERMUDA Public Companies Update

This edition of the **Bermuda Public Companies Update** summarises significant transactions involving Bermuda companies listed on the New York Stock Exchange and Nasdaq in the second half of 2022.

Global market update

The second half of 2022 proved to be as challenging as H1 had been for global markets. Worldwide financial uncertainty continued, fed by a number of parallel and often related ongoing crises: significant worldwide inflation, a global monetary tightening cycle, a strong U.S. dollar, a war in Europe, energy supply issues and the ongoing turmoil in China's property market.

Despite a handful of notable deals, the restructuring market continued its relatively quiet trend through the end of 2022. We expect that trend to reverse in the first half of 2023, however, now that the expansionary fiscal stimulus of the past three years has ended, and corporate restructuring and M&A will likely increase and to remain strong into 2024.

Debt and equity markets were also challenged by the same factors in 2022, and there was a global drop in IPO numbers and in capital raised. In the Americas, IPO volumes fell to the lowest level since 2009, and values hit a 20-year low. Market watchers don't expect that trend to change anytime soon.

Bermuda companies update

Bermuda's markets generally mirrored the global trends, although there were still a number of big deals involving Bermuda-based companies. One such transaction was the acquisition of **PartnerRe Ltd.** (NYSE:PRE) by Covéa Mutual Insurance Group Company for US\$9 billion. This deal showed confidence in Bermuda's public insurance

and reinsurance companies, which fared well overall in 2022. Despite the global financial headwinds, insurance saw continued growth in the long-term and life sector, strong performance in the catastrophe bond market and a number of key group reorganisations.

The investment management company **Invesco Ltd.** (NYSE:IVZ) was involved in two separate multibillion dollar deals in H2 2022: in July it was part of a consortium that sold commercial kitchen equipment manufacturer Welbilt, Inc. to the Italian foodservice company Ali Group S.r.l. for US\$3.4 billion; in October it was among the shareholders that entered an agreement to sell the remainder of software security developer KnowBe4, Inc. (NasdaqGS:KNBE) to Vista Equity Partners Management, LLC for US\$4.2 billion.

Another notable deal was the agreement in October by a strategic consortium led by Cameco Corporation (NYSE:CCJ), **Brookfield Renewable Partners L.P.** (TSX:BEP.UN; NYSE:BEP) and Brookfield Global Transition Fund I to acquire Westinghouse Electric Company LLC from **Brookfield Business Partners L.P.** (NYSE:BBU) and others for US\$7.9 billion.

During the second half of 2022, Bermuda companies raised a total of US\$21.6 billion and market capitalisation stands at US\$200 billion. Sizeable equity offerings included:

- Software and technology provider **Wejo Group Limited** (NasdaqGS:WEJO) completed a private placement of shares in July for gross proceeds of US\$15.9 million.

- Algerian investment firm FNI – Fonds National d'Investissement acquired a 47.57% stake in Optimum Telecom Algérie S.P.A from **VEON Ltd.** (NasdaqGS:VEON) in August for approximately US\$682 million.
- **Flex LNG** (OB:FLNG; NYSE:FLNG) entered into an Equity Distribution Agreement with Citigroup Global Markets Inc. and Barclays Capital Inc. in November, under which they may offer and sell ordinary shares having an aggregate offering price of up to US\$100 million. These at-the-market offerings are specific to the US market and will only be available on the NYSE.

NYSE and Nasdaq Exchanges

62 Listed Bermuda Entities

US\$200B

Market Capitalisation
of listed Bermuda entities

US\$21.6B

Capital raised in H2 2022
by listed Bermuda entities

Conyers Services Now Include BSX Listing Sponsorship

Following the recent approval of Conyers Securities (Bermuda) Limited as a full trading member of the Bermuda Stock Exchange (BSX), Conyers has expanded its services to include BSX listing sponsorship. The BSX requires a listing sponsor for all new listings to better ensure the legitimacy of the entity and its regulatory compliance.

Conyers has helped clients list new entities on the BSX for many years, and this new service capability means Conyers can also look after the final step of listing sponsorship. As a full trading member, Conyers can sponsor any type of listing on the BSX, including primary equity listings, which is particularly useful for dual listings involving the BSX.

Highlighted Transactions NYSE

- **Frontline Ltd.** (NYSE:FRO) acquired a 3.82% stake in Belgian crude oil storage and shipping company Euronav NV (NYSE:EURN) for approximately US\$137 million. (June)
- **Nabors Industries Ltd.** (NYSE:NBRI) became a new investor in industrial battery manufacturer Natron Energy, Inc., through a US\$7 million round of funding. (July)
- **Brookfield Infrastructure Partners L.P.** (NYSE:BIP) and DigitalBridge Group, Inc. (NYSE:DBRG) agreed to acquire a 51% stake in German telecommunications company GD Towers from Deutsche Telekom AG (XTRA:DTE). (July)
- **Brookfield Business Partners L.P.** (NYSE:BBU) acquired software developer CDK Global, Inc. (NasdaqGS:CDK) for US\$6.5 billion and took it private as a result of the merger. (July)
- **SiriusPoint Ltd.** (NYSE:SPNT) provided US\$100 million in funding to insurance software developer Corvus Insurance Holdings, Inc. (July)
- **Invesco Ltd.** (NYSE:IVZ), The Vanguard Group, Inc., BlackRock, Inc. (NYSE:BLK), Carl C. Icahn and others sold Welbilt, Inc. (formerly listed as NYSE:WBT) to Italian foodservice equipment manufacturer and distributor Ali Group S.r.l. for US\$3.4 billion. (July)
- Covéa Mutual Insurance Group Company acquired reinsurer **PartnerRe Ltd.** (NYSE:PRE) from EXOR Nederland N.V. (XAMS:EXO) for US\$9 billion. (July)
- **Borr Drilling** (OB:BORR; NYSE:BORR) granted underwriters the option to purchase up to an additional US\$25 million of common shares listed on the NYSE and Oslo Børs. (August)
- **White Mountains Insurance Group, Ltd.** (NYSE:WTM) transferred NSM Insurance Group to Carlyle Partners VIII, managed by The Carlyle Group Inc. (NasdaqGS:CG), in a transaction valued at US\$1.8 billion. (August)
- **White Mountains Insurance Group, Ltd.** (NYSE:WTM) completed a “modified Dutch auction” self-tender offer to purchase up to US\$500 million in value of its common shares. (September)
- **Bunge Limited** (NYSE:BG) sold seven Mexican wheat mills to Grupo Trimex, S.A. de C.V. for an undisclosed sum. (September)
- **SiriusPoint Ltd.** (NYSE:SPNT) was among investors that provided US\$14 million in a round of funding to Re, a blockchain-powered reinsurer. (September)
- **SiriusPoint Ltd.** (NYSE:SPNT) and other investors provided US\$18 million in a round of funding to Canadian insurance broker PolicyMe Corp. (September)
- **White Mountains Insurance Group, Ltd.** (NYSE:WTM) and other investors provided US\$400 million in funding to workers' compensation insurer Pie Insurance Holdings Inc. (September)
- Individual investor and controlling shareholder of ExOil Group, Karen Vanetsyan, agreed to acquire the Russian oilseed processing business of **Bunge Limited** (NYSE:BG) for an undisclosed sum. (September)
- **SiriusPoint Ltd.** (NYSE:SPNT) and other investors provided US\$4.75 million in a round of funding to Boundless Rider Insurance Agency LLC. (September)
- Westfield Specialty Insurance Company agreed to acquire Argo Underwriting Agency Limited and its Lloyd's Syndicate 1200 from **Argo Group International Holdings, Ltd.** (NYSE:ARGO) for approximately US\$130 million. (September)
- **The Bank of N.T. Butterfield & Son Limited** (NYSE:NTB) agreed to acquire the global trust businesses (Credit Suisse Trust) in Guernsey, Singapore and the Bahamas from Credit Suisse Group AG (NYSE:CS) for an undisclosed sum. (September)
- **Seadrill Limited** (OB:SDRL; NYSE:SDRL) sold seven jack-up drilling rigs to Saudi Arabian oil and gas drilling rig operator ADES Arabia Holding Ltd. for approximately US\$628 million. (September)
- Sumitovant Biopharma Ltd. agreed to acquire the remaining 47.83% stake in **Myovant Sciences Ltd.** (NYSE:MYOV) for US\$1.5 billion. Upon completion of the transaction, Myovant Sciences will become a wholly owned subsidiary of Sumitovant and Myovant's shares will no longer be listed on the New York Stock Exchange. (October)
- Vista Equity Partners Management, LLC agreed to acquire the remaining stake in KnowBe4, Inc. (NasdaqGS:KNBE), a software security platform developer, from a group of shareholders including **Invesco Ltd.** (NYSE:IVZ) for US\$4.2 billion. (October)
- A strategic consortium led by Cameco Corporation (NYSE:CCJ), **Brookfield Renewable Partners L.P.** (TSX:BEP.UN; NYSE:BEP) and Brookfield Global Transition Fund I, managed by **Brookfield Asset Management Inc.** (NYSE:BAM), agreed to acquire Westinghouse Electric Company LLC from **Brookfield Business Partners L.P.** (NYSE:BBU) and others for US\$7.9 billion. (October)

- **AXIS Capital Holdings Limited** (NYSE:AXS) and other investors provided US\$20 million in funding to cybersecurity software developer Elpha Secure Technology Inc. (October)
- A private equity consortium led by **Brookfield Business Partners L.P.** (NYSE:BBU) and Evergreen Coast Capital Corp., a division of Elliott Investment Management L.P., and others acquired data analytics company Nielsen Holdings plc (NYSE:NLSN) for US\$10.1 billion. (October)
- Commercial trucking insurer LuckyTruck, Inc. issued series of seed-2A and seed-2B Preferred Stock to investors including **SiriusPoint Ltd.** (NYSE:SPNT), raising a total of US\$5.9 million. (October)
- **Seadrill Limited** (OB:SDRL; NYSE:SDRL) agreed to sell to an undisclosed buyer its entire 35% stake in Paratus Energy Services Ltd. for an undisclosed sum. (October)
- **Brookfield Infrastructure Partners L.P.** (NYSE:BIP) agreed to sell US\$700 million aggregate principal amount of medium-term notes, comprised of US\$450 million aggregate principal amount of Series 11 Notes, due 14 November 2027 and US\$250 million aggregate principal amount of Series 12 Notes, due 14 February 2033. (November)
- **Bunge Limited** (NYSE:BG) agreed to acquire a 49% stake in French food wholesaler Groupe BZ. The Beuzelin family will remain the majority shareholder in Groupe BZ, with 51% ownership. (November)
- **Bunge Limited** (NYSE:BG) and Advanta Seeds Ukraine LLC agreed to acquire a 20% stake each in Brazilian soy genetics company Seedcorp Ho Producao E Comercializacao De Sementes S.A. for cash consideration of US\$42.33 million. (November)
- **Flex LNG** (OB:FLNG; NYSE:FLNG) entered into an Equity Distribution Agreement with Citigroup Global Markets Inc. and Barclays Capital Inc. under which they may offer and sell ordinary shares having an aggregate offering price of up to US\$100 million. (November)

Nasdaq

- Insurer Reserv, Inc. issued a series of seed-2 preferred shares to investors including **Arch Capital Group Ltd.** (NasdaqGS:ACGL) and **AXIS Capital Holdings Limited** (NYSE:AXS), raising US\$8 million in funding. (July)
- Software and technology provider **Wejo Group Limited** (NasdaqGS:WEJO) completed a private placement of shares for the gross proceeds of US\$15.9 million. (July)
- **International General Insurance Holdings Ltd.** (NasdaqCM:IGIC) signed a non-binding letter of intent to acquire Norwegian broker Energy Insurance Oslo AS. (August)
- Algerian investment firm FNI – Fonds National d'Investissement acquired a 47.57% stake in Optimum Telecom Algérie S.P.A from **VEON Ltd.** (NasdaqGS:VEON) for approximately US\$682 million. (August)
- An unknown buyer agreed to acquire a 90% stake in Swiss pharmaceutical company Zilentin AG from **Altamira Therapeutics Ltd.** (NasdaqCM:CYTO) for US\$2 million. (October)

Seadrill Relisted on NYSE Following Successful Restructuring in Bermuda

During 2021, Conyers' Bermuda, London and Cayman Islands offices had advised **Seadrill Limited** (OB:SDRL; NYSE:SDRL) and certain of its consolidated subsidiaries (Seadrill Group) in connection with its Chapter 11 filing with the US Bankruptcy Court and subsequent restructuring. Following that restructuring, Seadrill received approval to relist its common shares on the NYSE in October 2022 and to uplist from Euronext Expand to the main list of the Oslo Stock Exchange in November 2022.

Seadrill's successful restructuring and relisting on major exchanges quickly put it in a position to pursue and finalise new M&A deals in 2022:

- In September, Seadrill sold the legal entities that own and operate seven jack-up drilling rigs in Saudi Arabian waters to subsidiaries of ADES Arabia Holding Ltd. for approximately US\$628 million. The proceeds from this sale enabled Seadrill to significantly de-leverage its balance sheet and to eliminate outstanding capital expenditures.
- In October, Seadrill entered into binding agreement to sell its entire 35% stake in Paratus Energy Services Limited (formerly Seadrill New Finance Limited) and certain other interests to an undisclosed buyer.
- In December, Seadrill and Aquadrill LLC entered into a definitive merger agreement, under which Seadrill will acquire Aquadrill in an all-stock transaction at an implied equity value of approximately US\$958 million.

The quick return by Seadrill to participation in major industry deals demonstrates the success of its restructuring efforts. Bermuda played an integral role alongside the US bankruptcy courts in the impressive collaboration required on this complex matter.

- The management team of wireless telecommunications provider **VEON Ltd.** (NasdaqCM:VEON) agreed to acquire subsidiary and public joint stock company Vimpel-Communications for US\$2 billion. The management buy-out implies an expected enterprise value of approximately US\$5.9 billion. (November)
- Dexcel Pharma indicated an interest in purchasing up to US\$20 million of common shares in biotechnology company **Roivant Sciences Ltd.** (NasdaqGM:ROIV) at the public offering price of US\$5.50 per share. The underwriters Cantor Fitzgerald & Co. exercised the greenshoe option to purchase the over-allotment shares from Roivant and the selling shareholders at US\$4.75 per share. (November)
- **Golar LNG Ltd.** (NasdaqGS:GLNG) acted as selling shareholder for Norwegian LNG carrier Cool Company Ltd's (OB:COOL) allocation of shares equal to US\$135 million to EPS Ventures Ltd. (November)
- Software and technology provider **Wejo Group Limited** (NasdaqGS:WEJO) entered into a binding letter of intent with respect to the sale of convertible notes for an aggregate principal amount of US\$10 million. (November)

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This bulletin details capital markets activity among Bermuda companies listed on the NYSE and Nasdaq using data from S&P Global Market Intelligence. The date range for this analysis is 1 July to 31 December 2022 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 publicly known value. Not all deal details are reported immediately, and figures are subject to change as new information becomes available.

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