

Deal makers

MAGAZINE

Corporate & Commercial

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Open for business

Nothing stays locked down for long ... from space tech to the new green economy the future is already being written.



HM Harper
Macleod LLP

Contents.

Making an impact.

"The more things change, the more they stay the same". Perhaps the last year will be the one to flip that old saying on its head and show us that "the more things stay the same, the more they change". Even when the country, and it seemed the economy, was in lockdown for much of the past 18 months, things have certainly changed.

We have become accustomed to new ways of working and that acceleration of remote working has led to an acceleration in the growth of businesses that can increase the efficiency of that change. While the massive technology businesses have been making hay, smaller innovators are the ones looking to make a real difference.

Our stats for the most recent financial year - which showed that for us overall the number of deals done had increased by more than 40% - showed a real trend in investment in tech businesses. Around two-thirds of all the investment deals we advised on were in tech, and often in businesses whose innovations had the potential to make a positive impact on people's lives.

We've also been involved in some important deals in the transition to a greener economy, something it seems that now has the support of governments of all hues. This transition promises to have a major impact on not just our economy, but our entire environment - working and otherwise.

That word, 'impact', is one that has become increasingly important in recent years. It's not always an easy thing to define or measure, but you know it when you see it. Many businesses are redefining what they are all about, what their purpose is. In fact, doing business with a purpose is now becoming a crucial factor in many people's career choices.

As a business which has always had ESG principles - environmental, social & governance - at its core, it is fascinating to see this shift become mainstream. Investment decisions are increasingly being based on businesses meeting certain standards in relation to ESG and that is another change that has been accelerated during the pandemic.

This extended edition of Dealmakers features a plethora of deals done during lockdown, as well as updates from the team at HM. We hope you'll agree it represents a positive impact overall - that's all we can ask for.

Donnie Munro

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Recent deals

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Our deals.

From space innovation to the future of green energy, and from teeth to windscreens, our people advise on the deals that matter ...

Technology

INVESTMENT

R3-IoT

R3-IoT

Lead Partner: Paula Skinner

We advised Glasgow-headquartered space tech startup R3-IoT as it secured a £3.1 million investment as it prepares to expand internationally.

The satellite-enabled connectivity start-up closed a seed investment round led by US-based VC Space Capital, joined by the Scottish National Investment Bank.

Other investors include the University of Strathclyde, alongside North American-based Ryan Johnson, former CEO of BlackBridge, Nathan Kundtz, CEO of Rendered.ai, and Loren Padelford, former GM of Revenue at Shopify. Scottish Enterprise also become shareholders and continue to support the company.

Led by space technology experts Allan Cannon and Kevin Quillien, R3-IoT addresses challenges organisations face in digitising business operations, products, and services due to a lack of, or unreliable communications infrastructure. Focused on the market gap underserved by the current space race, R3-IoT aims to provide value extending beyond connectivity. The company's full-stack digital platform -

combining satellite, cellular, IoT and data analytics - provides organisations with end-to-end data services from any location, regardless of existing infrastructure. Paula Skinner, the lead Partner in Harper Macleod's corporate entrepreneurs, startup and investment team, advised on the deal along with Senior Solicitor Natalie Wallace. Paula said: "R3-IoT is an exciting business that we have advised from the very start of their journey and it's great to have helped them seal such a 'game-changing' deal. As advisers we are all about building long-terms relationships and helping businesses achieve their goals. I am sure this will see the company move to the next level and it is great to see a Scottish-based success story in a sector which holds so much potential."

Allan Cannon, CEO and Co-Founder of R3-IoT said: "We have ambitious plans and are in a strong position to accelerate our international growth strategy and take advantage of the rapid advances in space communications and IoT technology, from our base in Scotland. The investment will drive continued innovation and commercialisation of our technology ahead of market launch and help establish North American operations, where we are already seeing strong demand."

What they said about us.

"Thank you Paula & Natalie for your hard work in getting this fantastic deal over the line for us. We've been so impressed with the way you have both managed the process. This is a game-changer for us and will only lead to more growth and excitement and chapters for the R3 IoT story. You were both there at the start when we were just two guys with a plan and it's your expert guidance that's played a part in helping us get us to this point. I really want to thank you both face to face when we can."

Allan Cannon, CEO and Co-Founder of R3-IoT

Technology

INVESTMENT



Aveni

Lead Partner: Jo Nisbet

We advised Scottish fintech company Aveni on an investment of £1.1 million to launch a ground-breaking Artificial Intelligence (AI) platform which is leading the way in a new era for speech analytics in business.

Aveni Detect uses the latest advances in AI and natural language processing (NLP) to automate processes direct from the customer voice. This allows companies to achieve greater efficiencies in quality assurance whilst significantly improving client experience, staff training, and the ability to identify vulnerable customers.

The investment, led by the TRICAPITAL Angel syndicate, will accelerate Aveni's growth and see it move beyond financial services into other regulated industries, whilst building a team to support its UK expansion.

Jo Nisbet, Partner at Harper Macleod, said, "Aveni is a brilliant example of a potentially world-leading tech business coming out of Scotland's entrepreneurial ecosystem. It is phenomenal to see the business grow so rapidly and to play a part in helping them negotiate the challenges associated with scaling up."

Aveni's team of world leading NLP scientists and engineers have worked with top businesses in the UK to develop Aveni Detect. Whether a business meets customers face-to-face, via video conference or phone, Aveni Detect converts the conversation to text before processing it through its unique NLP pipeline to deliver novel insight and automation. This creates significant opportunities for businesses to greatly reduce the cost to serve, build a better trained workforce and identify opportunities for new products and services.

As well as TRICAPITAL, the round was supported by Scottish Enterprise's Growth Investments, Old College Capital - the University of Edinburgh's in-house venture investment fund and Wallace Equity.

INVESTMENT



Yoello

Lead Partner: Jo Nisbet

After assisting fintech Yoello on a number of commercial contracts, we then advised Yoello on its equity investment. Yoello is a multi-award winning order and payment platform provider based in Cardiff and is aiming to disrupt the existing payment system by utilising open banking legislation to bring merchants and customers closer together. By simply scanning a QR code in a venue or by typing in a URL, customers can access digital menus, make an order and pay, and there's no need to download any apps. Yoello's list of awards includes winning the prestige Tech Nation's Rising Star 3.0 Fintech Sector Award. The investment will serve to enable Yoello to carry out its expansion plans and develop rapidly so it can keep up with growing demand. The transaction was led by Corporate Partner Jo Nisbet with support from Anisha Kaura.

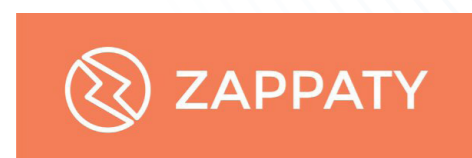
What they said about us.

"Jo and the Harper Macleod team were always available to support and provide sound advice. They operate as a partner and confidant to our business and have been great to work with. We have received quality advice within the agreed timescales and estimated costs. I would highly recommend them."

Gareth Roberts, Chief Financial Officer, Yoello

Technology

INVESTMENT



Zappaty Limited

Lead Partner: Paula Skinner

We acted on behalf of Zappaty Limited in relation to their first round of investment of £200,000 from three high net worth individuals. Zappaty is a start-up organisation that produces a backup and collaboration platform for the Unity Games Development Platform. The deal was carried out across three tranches. Zappaty plan to use the investment to allow them to continue to grow and recruit. We provided advice in relation to all funding aspects of the deal. Paula Skinner and Natalie Wallace led the transaction from our Corporate team.

Incentive Holdings Limited (Incentive Games)

Lead Partner: Jo Nisbet

We have continued to work closely with Edinburgh based Incentive Holdings Limited as it expands rapidly. Incentive Holdings (trading as Incentive Games) is a leading B2B games provider working globally with an ever expanding team. Our most recent work with Incentive includes helping them with a further round of equity investment, assisting with various share transfers, putting together consultancy arrangements and advising on unapproved share option arrangements and an EMI share option scheme.

What they said about us.

"We were delighted and very impressed with the advice and support provided by Natalie Wallace, we look forward to working on larger and more complex deals as our business grows."

David Stickland, Director

What they said about us.

"Jo and her team have supported us superbly well through some difficult and exciting times. They have helped guide us in a professional and trustworthy manner, always keeping our budget and requirements in sharp focus."

Stewart Gove, Executive Director

Technology

INVESTMENT



Green Zoom Limited

Lead Partner: Jo Nisbet

We advised Ecoeats on its seed investment. St Andrews based Ecoeats is an eco-friendly delivery service which uses only bicycles and electric cars for delivering food. Founded on the mission to have zero delivery emissions and fair commission rates for partners and delivery riders, the investment arrangements include commitments on Ecoeats' ethical aims. The investment will allow Ecoeats to carry out a number of expansion plans and take eco-friendly delivery across the country. Our team advising on the deal included Jo Nisbet (Partner) and Anisha Kaura (Solicitor).

What they said about us.

"We are grateful to Anisha and Jo HM for advising us on our seed investment round. Reliable as ever!"

Philip Houseley, Founder

SALE



Highland Network Limited

Lead Partners: Chris Kerr/Fiona Neilson

We advised the selling shareholders of Inverness-based telecoms firm, Highland Network Limited trading as HighNet, on its acquisition by West Sussex-based Focus Group - one of the UK's fastest-growing business communications and technology solutions providers.

HighNet, a family run business, was founded in Inverness in 1994 and also has a base in Glasgow. Focus Group is a £120m business with locations across the UK and over 550 experts providing innovative business solutions for in the region of 25,000 customers. HighNet will continue to operate under its brand name, with current managing director, David J Siegel, leading the existing management team and employees, aiming to grow its annual turnover to £20 million as part of the larger group.

Our work included advising in relation to the pre-sale exercise of EMI options and a warrant instrument by Scottish Loan Fund LP, resulting in the pre-sale issues of shares, and liaising with minority shareholders' advisers whilst acting for the majority shareholding sellers in the share sale transaction. Fiona Neilson, the Inverness-based Corporate Partner who led Harper Macleod's team advising on the deal, said: "We have worked with HighNet for a number of years and it has been fantastic to watch the business' growth to this point. The management team have great plans for the future and we are delighted to play a part in this transaction, which will support HighNet's plans to be an even bigger player in the telecoms market and ultimately lead to the creation of even more high quality jobs."

Our corporate team advising on the deal included Stephen Chan, Bernadette Rutherford and Fiona Strang, with support from Ewan Stafford (employment), Andrew Kerr (property) and, on banking and finance, Tony Cameron and Rebecca Scott.

Technology

INVESTMENT

reath

Reath Technology

Lead Partner: Jo Nisbet

Our Corporate Team advised Reath Technology on its seed investment from Techstart Ventures and various private investors. Founded in 2019 by Claire Rampen and Emily Rogers, Reath Technology is on a mission to build the digital infrastructure required for businesses to shift the circular economy. They specialise in the tagging and tracking of circular assets, and building the "digital passport" they need – think Google Analytics for the circular economy. The investment will allow Reath Technology to carry out a number of expansion plans. Our team advising on the deal included Jo Nisbet (Partner) and Anisha Kaura (Solicitor).

What they said about us.

"We appreciated the support provided by Jo Nisbet and Anisha Kaura at Harper Macleod. They were incredibly responsive and helped us chart a path with our investors that will serve us in the long-term."

Claire Rampen, Co-founder

INVESTMENT



Estendio Limited

Lead Partner: Paula Skinner

Estendio is an innovative tech business with a mission to cultivate human potential through accessible technology such as its Present Pal product. The company secured £450,000 funding in the form of a long-term Convertible Loan Note from Scottish Enterprise and a group of private investors. Paula Skinner (Partner, Corporate) and Natalie Wallace (Senior Solicitor, Corporate) worked closely with Chris Hughes and the team at Estendio to bring the deal to a successful close.

What they said about us.

"Natalie and Paula, a massive thank you for all your work to get this deal complete and over the line. It has been an absolute pleasure working with you both and I look forward to working with you both again."

Chris Hughes, founder of Estendio

Technology

INVESTMENT



Memcrypt Limited

Lead Partner: Paula Skinner

We assisted this cyber security based business with its recent spin out from Edinburgh Napier University (ENU), and in relation to its significant six-figure funding package from Scottish Enterprise (SE).

The transactions involved a number of different elements, including initial share allotments to individuals, the spin out from ENU involving multiple transactional documents relating to the IP in the company and also the convertible loan note work relating to the investment from SE.

Memcrypt will use the funds to continue to develop new techniques to tackle the multi-billion pound ransomware threat.

The transactions were led by Paula Skinner, with assistance from Louise Torr and Jamie Watt.

INVESTMENT



thinkWhere Limited

Lead Partner: Paula Skinner

Harper Macleod assisted Falkirk and Stirling Council (Sellers) in relation to the sale of the entire issued share capital of thinkWhere Limited to IDOX Plc. Paula and her team were able to navigate the Sellers through some of the complexities surrounding this deal and the public sector ownership. thinkWhere has developed and hosts cloud based Geographic Information Systems which is used by Scottish Government, local authorities and numerous commercial land and property management companies.

The transaction was led by Paula Skinner with assistance from Louise Torr and Lorna Davis (Employment).

Entrepreneurs

INVESTMENT



Scottish EDGE

Lead Partner: Jo Nisbet and Paula Skinner

We advised Scottish EDGE, a competition for early stage and high growth businesses where they can win grant and loan funding, on its recent fund raise of £1 million from Sir Tom Hunter, Kevin Dorren, Sir Brian Souter, James Watt, Lord and Lady Haughey, Chris van der Kuyl and Paddy Burns. Each of the leading entrepreneurs committed between £100k to £500k, mainly in the form of loans. The new funding is going to be used in the next four rounds of the competition to help businesses grow. Harper Macleod has been heavily involved with Scottish EDGE from its inception and is delighted to have been able to assist them in securing such a significant funding package. Jo Nisbet (Partner), Paula Skinner (Partner) and Anisha Kaura (Solicitor) advised on the deal.

What they said about us.

"We were delighted to work with Harper Macleod on a deal which will help us to support additional winners in the next four rounds of Scottish EDGE and improve our chances of having a positive impact on the Scottish economy. As always, the team were a great source of advice in pulling together the paperwork."

Evelyn McDonald, CEO of Scottish EDGE

Energy & Natural Capital

ACQUISITION



Equitix

Lead Partner: Stephen Chan/David Bone

We advised Equitix on the Scottish aspects of the acquisition of a 17.5% stake in Beatrice offshore wind farm which is a 588MW offshore wind farm located 13km off the northeast coast of Scotland. The wind farm comprises 84 Siemens 7MW turbines and has a 15-year maintenance agreement in place with Siemens. Our Energy Team led by David Bone and Corporate Team led by Stephen Chan worked on this deal and our role focused on due diligence and the transfer of the shares in the target company which was Scottish.

What they said about us.

"The Harper Macleod team worked without hesitation to meet our tight timeframes and provided valuable Scots law input in relation to our legal due diligence of a complex asset. The process was run very efficiently and the advice was sensible and commercial. We are very extremely grateful to David Bone's Energy Team and Stephen Chan's Corporate Team".

Megan Chamberlain, Legal Counsel, Equitix

SALE

Alpha Real Capital

Sale of windfarm

Lead Partner: Paula Skinner

We acted on behalf of an Irish registered company in relation to the sale of its Scottish subsidiary which owned and operated a wind turbine development in South Lanarkshire. The sale was to a company which is part of Alpha Real Capital LLP Wind Renewables Income Fund, a £180m fund managed by Alpha Real Capital LLP to invest in wind energy developments. Harper Macleod led the seller through a thorough due diligence exercise and assisted with the evolving negotiation of the share purchase.

This wind turbine project had also gone through a refinancing exercise during its lifetime and so both the Corporate and Banking teams worked with the seller to ensure the release of securities in advance of the sale.

The transaction was led by Paula Skinner and Louise Torr in Corporate, with Banking support from John Pringle and Ricardo Matteo.

Engineering

GROUP REORGANISATION



G&A Bernie Group

Lead Partners: Chris Kerr/Craig McKerracher

We advised G & A Bernie Group Limited (GAB) on its complex succession planning project involving the introduction of its next generation Management Board to the ownership structure.

GAB is an electrical projects contractor established in Wick in 1985 with branches in Inverness, Wick, Orkney, Stornoway, Elgin and Aberdeen. Services offered by GAB include mechanical installation, electrical installation, renewable energy, fire & security, alarms, CCTV, water treatment, maintenance and servicing.

Harper Macleod LLP have been liaising with GAB in relation to its succession planning for the last eight years. In conjunction with GAB's accountants / tax advisers and Scottish Enterprise's succession planning resource, we assisted GAB in implementing a staged succession plan involving:

- placing 33.3% of GAB's shares with the next generation of the Bernie family;
- establishing a new holding company, G & A Bernie Group Holdings Limited (NewCo), owned by the next generation Management Board (including the next generation of the Bernie family);
- selling another 61.7% of GAB's shares to NewCo; and
- reaching an end result whereby NewCo owns 95% of GAB with the founder director/shareholders of GAB retaining 5% among them.

We provided all corporate, governance, property, banking and employment legal advice to GAB, including producing the full suite of documentation required to implement the succession planning project.

Our Corporate team advising on the sale was headed by Chris Kerr (Partner) and Craig McKerracher (Partner), with Corporate assistance provided by Fiona Strang (Associate).

Specialist input on Property, Banking and Employment aspects was provided by Ross Thomson (Partner, Property & Construction), Tony Cameron (Partner, Banking & Finance), Rebecca Scott (Solicitor, Banking & Finance) and Ewan Stafford (Senior Associate, Employment) respectively.

Manufacturing

MANAGEMENT BUY-OUT



Alba Windscreens

Lead Partner: Paul Macdonald

We advised Bara Windscreens Ltd (trading as Alba Windscreens) on its successful management buy-out. We helped implement a deal which enabled the new Managing Director to buy-out one of the shareholders, ensuring that Alba Windscreens will continue to be able to provide its insurance approved, vehicle windscreen repair and replacement service throughout Glasgow, Ayrshire and Central Scotland.

Paul Macdonald, Partner Harper Macleod LLP, who led on the transaction said: "The new management team are well positioned to lead Alba Windscreens through these COVID times and, under the new board's supervision, the Company will hopefully be able to support more and more motorists as the business moves forward."

What they said about us.

"Paul Macdonald and Scott Milligan assisted from an early stage. They offered clear advice to Alba Windscreens on the transaction, helping negotiate the deal and guide the company through to completion. We were very happy with the professionalism and excellent service provided by them and we would recommend them to anyone."

Anne Reid, Director, Bara Windscreens Ltd

Financial services

MANAGEMENT BUY-OUT



AFL Financial Planning Services

Lead Partner: Paul Macdonald

Our corporate team advised AFL Financial Planning Services Limited (AFL), trading as Advice for Life Financial Planning, on its successful management buy-out. We documented a structured deal enabling the existing management team, through Advice For Life Holdings Limited, to acquire AFL from the founding shareholder.

Based in the south of Scotland, AFL is known for its high standards within the region having provided financial planning services for almost 20 years. This deal will allow AFL's continuing directors to build on this past success and develop the business further, whilst enabling its founder to transition into retirement.

Our team advising on the transaction was led by Paul Macdonald (Partner - Corporate) with support being provided by Hannah Grace (Solicitor - Corporate).

What they said about us.

"Paul and his team guided us through the legal requirements for our management buy-out to process. They completed and prepared all necessary documentation and were extremely patient with us throughout the process. AFL wouldn't hesitate to recommend Paul and his colleagues at Harper Macleod."

Lee Malin, director of AFL

Education

SALE



3 Bears Nursery Cambuslang Limited

Lead Partner: Paul Macdonald

Our corporate team advised the shareholders of 3 Bears Nursery Cambuslang Limited (3 Bears) on the sale of the entire share capital to Mandie McCutcheon Holdings Limited. 3 Bears operates three well known and popular children's nurseries in the Cambuslang area of South Lanarkshire.

Our team worked closely with the shareholders throughout the course of the transaction providing legal advice and support on the sale process and working quickly to ensure completion occurred within a tight timescale.

Our corporate team advising on the transaction was led by Paul Macdonald (Partner) with assistance provided by Hannah Grace (Solicitor). Specialist input on the employment, property and banking aspects of the transaction was provided by Lorna Davis (Partner - Employment), Paul Greenhill (Senior Associate - Property), Ricardo Matteo (Senior Associate - Banking) and Rebecca Scott (Solicitor - Banking).

What they said about us.

"Paul Macdonald and Hannah Grace did a fantastic job, I was very impressed by their work ethic and quality of work. They were extremely personable/approachable and down-to-earth and responded very well at all stages."

Richard Russell, former director of 3 Bears

Retail

INVESTMENT



Bonnie & Wild Investment

Lead Partner: Paula Skinner

We acted on behalf of Bonnie & Wild in relation to their recent rounds of investment. Bonnie & Wild's Scottish Market Place, which recently opened in the St James Quarter in Edinburgh, offers an unrivalled food and drink offering, with eight food stalls, four bars and three speciality retailers, as well as seating for around 250 people. As an ambitious and existing F&B project, it had its challenges due to the various impacts of the Covid pandemic, but the recent opening was a huge success which was achieved with the help of the recent investment rounds. Paula Skinner (Partner, Corporate), Natalie Wallace (Senior Solicitor, Corporate) and Rachel Miele (Solicitor, Corporate) worked closely with the team at Bonnie & Wild to close the various rounds involved in the investment and ensured all documentation was prepared and executed in a timely manner.

What they said about us.

"From the very outset, the team at Harper Macleod clearly understood the vision we had for our Food Hall and our investment needs. We are grateful for their advice and support throughout the process."

Steve Wallman, Bonnie & Wild CFO

EMPLOYEE OWNERSHIP



Dazzle & Inkspot Ltd

Lead Partner: Paul Macdonald

We advised Dazzle & Inkspot Ltd on its transition into employee ownership through the sale by Martin Super, Marion Super and Caroline Anne Keeney of the entire issued share capital of Dazzle & Inkspot Ltd to The Dazzle & Inkspot Ltd Employee Ownership Trust.

Dazzle & Inkspot Ltd, a family-run business of over 50 years, is renowned for its fancy dress products, toys, games and recreational merchandise - www.dazzlefancydress.co.uk. Dazzle & Inkspot's transition to employee ownership marked the 100th Scottish business to adopt the employee ownership model.

Director Martin Super said: "We have been thinking about succession for some time now, and we felt that becoming an employee-owned business was the best outcome for all who are involved with Dazzle & Inkspot. By adopting employee ownership we are giving each one of our employees the chance to thrive within Dazzle & Inkspot, while continuing the incredibly hard work ethic that is instilled each day." Martin Super and Marion Super plan to remain with the business and gradually hand over the reins until they retire a few years from now. The transaction ensures that the operations of Dazzle & Inkspot will remain in Hamilton under the stewardship of its employees. The employees are excited about protecting Dazzle & Inkspot's legacy whilst also taking its business forward into the future.

Our team advising on the transaction was led by corporate partners, Paul Macdonald and Donnie Munro, with assistance being provided by Hannah Grace (Solicitor).

What they said about us.

"It is reassuring to have someone you can trust that takes great care in the preparation of all the necessary documentation, explaining where necessary its purpose in easy-to-understand language."

Martin Super, Director, Dazzle & Inkspot

Retail

ACQUISITION



Byron Bakery/Chalmers Bakery

Lead Partner: Paul Macdonald

Our corporate team advised Beecatcher Pte Limited, a Singapore based company, on its acquisition of Byron Bakery Ltd in November 2020. Operating since the 1950s Byron Bakery is a well-known north-east bakery and retail store based in Aberdeen which has developed an extensive customer base and a reputation for exceptional quality over the years (particularly in respect of its award winning butteries).

Following the acquisition of Byron Bakery, the business looked to expand and sought additional bakeries within Scotland. In May 2021, Harper Macleod subsequently advised Byron Bakery on its acquisition of the business and assets of Chalmers Bakery Limited in Ballater. Chalmers Bakery is known throughout the region of Aberdeen for its bakery goods, including the iconic Balmoral Bread.

The acquisition of Chalmers Bakery involved our team assisting with the process for transferring a Royal Warrant of Appointment which had been issued to Chalmers Bakery. A Royal Warrant of Appointment is a mark of recognition of those who have supply goods or services to the Households of HM The Queen or HRH The Prince of Wales and allows the holder to display the relevant Royal Arms in connection with their business.

Our team advising on both acquisitions was led by Paul Macdonald (Partner – Corporate) with support being provided by Hannah Grace (Solicitor - Corporate). Specialist input on Employment and Real Estate aspects was provided by Scott Milligan (Partner - Employment) and Andrew Kerr (Senior Associate - Real Estate).

What they said about us.

"Paul Macdonald helped guide Beecatcher Pte and Byron Bakery through two key transactions for our operations in Scotland. It was good to work with Paul and his team, and I would recommend Harper Macleod to others".

Fraser Clarkson, director of Byron Bakery Ltd

Healthcare

ACQUISITION



Clyde Munro Dental

Lead Partner: Paula Skinner

We acted on behalf of the Clyde Munro Group to acquire eight private dental practices across various locations in Scotland with a cumulative value in excess of £6.3m. The Clyde Munro Group, which provide both NHS and private dentistry, has a turnover of over £20 million and operates 52 practices throughout Scotland, working with over 200 dental associates to provide treatment to approximately 400,000 patients. We worked closely with the Clyde team to ensure the acquisitions could be carried out within the short timescales required and that the process was as smooth as possible. We are engaged to work with Clyde on their ongoing acquisition programme of practices across Scotland and have so far assisted with 19 transactions with a cumulative value of over £16m and we have another three acquisitions currently ongoing. These transactions involved a large team at Harper Macleod, including Paula Skinner (Partner, Corporate), Craig Ramsay (Partner, Corporate) and Natalie Wallace (Senior Solicitor, Corporate) with property input from Ross Thomson (Partner) and Andrew Kerr (Senior Associate) and employment advice from Ewan Stafford (Senior Associate).

What they said about us.

"The team at Harper Macleod are incredibly supportive and a pleasure to work with. I work regularly with Natalie Wallace and her knowledge and sound advice help us to bring transactions to a close in a safe and timely manner. The team are incredibly flexible and responsive to our needs, which is exactly what we need from our legal advisors. The whole team work so well together which is really reassuring as we know that everyone is aware of what is required."

Kirsty Dace, head of acquisitions at Clyde Munro Dental

Healthcare

INVESTMENTS



Caribou Property Limited

Lead Partner: Paula Skinner

We acted on behalf of Caribou Property Ltd in relation to their £1.5m investment in Macomics Limited, an immuno-oncology company with world-leading expertise in macrophage biology. Macomics is developing precision medicines to modulate macrophages for the treatment of cancer. Caribou co-invested alongside Scottish Enterprise and Epidarex UK Fund who had previously already invested in the company, bringing the total of the round to £4.24m. We are engaged to act on behalf of Caribou in relation to all of their Scottish investments and have so far assisted with four investments. We work closely with the team to ensure we can carry out the investments within their required timescales. This transaction was led by Paula Skinner (Partner, Corporate) and Natalie Wallace (Senior Solicitor, Corporate) with intellectual property input from Jamie Watt (Partner, Corporate).

What they said about us.

"Thank you very much for all your help with getting Macomics over the line. We really appreciate all the help and support you have provided."

Lucinda O'Dowd, Executive Assistant

continulus

Continulus

Lead Partner: Paula Skinner

We advised Continulus with its second round of equity funding, this time with a raise of £500,000 from a UK based consortium of investors. We have worked with this business from an early stage, assisting with the initial funding round, as well as with commercial contracts and intellectual property assistance. Continulus is a business providing an ethical video-learning platform for medical professionals which utilises online lectures, multi-camera tutorials and podcasts by authoritative experts and the company already has global partnerships with a range of medical bodies throughout the world.

SALE



Visioncall Group

Lead Partners: Paula Skinner and Jo Nisbet

We advised the shareholders of Visioncall Group and Visioncall Labs Holdings on the sale of the companies to Optimism Health Group. Cambuslang (Glasgow) based Visioncall was founded in 2001 and operates across the UK, delivering eye care services to around 100,000 residents in more than 5000 care homes. Optimism Health Group acquired eye and hearing care business OutsideClinic in November 2020 and the acquisition of Visioncall will complement Optimism's growing portfolio in the eye care health space.

We have acted for Visioncall since 2011 providing advice on all aspects of its business, including property, banking, intellectual property and a host of corporate matters.

The deal was complex and involved dealing with a number of various pre-sale matters including restructuring some subsidiary companies. Drawing on Harper Macleod's experience of advising entrepreneurs and our long standing relationship with the companies, we were able to bring that know-how to the deal and provide advice on all aspects of it including corporate, banking, property and employment.

Having been part of the Visioncall journey for over a decade, we were delighted to see Visioncall exit and wish it continued success going forward. Our team advising on the deal included Paula Skinner (Partner), Jo Nisbet (Partner), Louise Torr (Associate) and Gail Chalmers (Paralegal) with additional support from our Banking, Employment and Real Estate teams.

What they said about us.

"Having Harper Macleod on our team for more than a decade has proven to be a very good decision for Visioncall. Paula and Jo have been intricately involved with our business for so long and fully understood what we were trying to achieve. Whether it was our business model and corporate structure, or simply the tremendous amount of hard work we had put in to get to this point, they knew how to realise the outcome we wanted. It was also great to be able to draw upon so many skilled individuals at the firm with different expertise in getting the transaction completed. I can honestly say we couldn't have done it without them."

Graeme Manson, Director, Visioncall

Services

SALE



Peplematters Europe

Lead Partner: Paula Skinner

We acted on behalf of the selling shareholders in Peplematters Europe Limited in the sale to Elevator UK (Enterprise North East Trust Limited). Peplematters, a business based in the Highlands, has worked with a wide range of clients providing support to businesses in areas such as leadership since 1999 after being founded by Shona Mitchell. Harper Macleod worked with Shona Mitchell and her advisers to provide support in all aspects of the transaction from the initial offer through to completion of the deal in extremely tight timescales. The transaction was led by Paula Skinner (Partner, Corporate) and Natalie Wallace (Senior Solicitor, Corporate)

What they said about us.

"The service provided was excellent. Everyone at Harper Macleod was professional, approachable and supportive as they guided me through the practicalities and emotions of selling my business. Thank you so much for your patience and perseverance. I'm in awe of you in terms of attention to detail and ability to stay unfustered in the face of so many time pressures. My sincere thanks, it's been a real pleasure to work with you, you made it as painless as possible."

Shona Mitchell, founder of Peplematters

EXIT



Calm Training Ltd

Lead Partner: Jo Nisbet

We assisted Calm Training Limited on the exit of one of its shareholders. Based in Alloa, Calm Training work alongside services and individuals who support children and adults. Their specialist training programmes and consultancy services enable people to develop best practice approaches to understanding, supporting and preventing behaviours that challenge. The team advised on all aspects of the share and employment arrangements and got the deal complete within a week of being instructed. Our corporate team for the deal was headed by Jo Nisbet with support from Anisha Kaura and specialist employment input from Kate Sutherland.

What they said about us.

"It was never going to be easy with such a key person exiting from our organisation, especially when there was a time critical element at play. From the first online meeting Jo and her colleagues took time to listen to our needs as well as our aspirations, asking straight forward questions that scoped out the requirements of the deal. The next stages of the process were fully and clearly explained in a way that made us feel safe. From there on in there was regular and honest communication (sometimes at 9pm!) until the deal closed – ahead of schedule! Can't thank them enough for their diligence and energy."

Helen Stevenson, Director, CALM Training Ltd

Our Corporate Team advised on the sale of the entire issued share capital of Caledonia Washroom Services Ltd to Citron Hygiene UK Limited (a leading hygiene services company in England). Founded in 2008, Caledonia Washroom Services is one of the most trusted independent washroom service providers in Scotland and we are delighted to have been able to assist the founders on this sale. Our team advising on the deal included Jo Nisbet (Partner), Anisha Kaura (Solicitor) and Gail Chalmers (Business Support Services Manager).



Caledonia Washroom Services

Lead Partner: Jo Nisbet

Sport

SHARE TRANSFER



Golden Casket (Greenock) Limited

Lead Partner: Craig Ramsay

We advised Golden Casket (Greenock) Limited in relation to the transfer of the shares in Greenock Morton Football Club to Fan membership organisation Morton Club Together (MCT). The move makes the Championship club now officially fan-owned, with MCT increasing its stake from 15% to a little under 90%, thus taking majority ownership and completing a two-and-a-half year process.

The long-standing relationship between Golden Casket (the Rae family's firm and the club's previous owners) and the club has been brought to a close now that the takeover has been concluded, with outgoing chairman Crawford Rae – son of former chair Douglas – expressing his belief that the move to fan ownership is a momentous day for the team.

"There is no better legacy for the Rae family than to afford the fans the opportunity of community ownership which is why we decided to gift MCT our majority shareholding as opposed to selling to a third party. The vision that MCT displayed to our family convinced us that community ownership was the best option for the future success of Greenock Morton Football Club and the right time for us to step aside.

"The last 20 years have been a rollercoaster of emotions for every member of the Rae family, we have met some great characters and made many good friends along the way. We could not have done any of this without the undying support of the Morton fans who have been the backbone of our team. For their contribution we will be eternally grateful. We have been assisted by so many fine people who have thrown their weight behind the task, giving of their time for nothing and we take this opportunity to thank them all for their tower of strength and friendship during our tenure."

Craig Ramsay led on the corporate side with Solicitor Hannah Grace assisting and Partner Caroline Summers led on the property side with Frances Lombardi assisting. Partner John Pringle provided input from a banking point of view.

ACQUISITION



The 1877 Society Limited

Lead Partner: Craig Ramsay

We advised official supporter's trust The 1877 Society Limited (more commonly known by its football trust name of St Mirren Independent Supporters Association (SMiSA)) on the acquisition of shares in St Mirren Football Club from Gordon Scott. The deal was made alongside Kibble, a Paisley-based charity and social enterprise, who became part-owners of the club in 2020 and saw SMiSA become majority shareholders of St Mirren.

Originally it was hoped that the transition to fan ownership would be completed in 10 years however this recent acquisition has allowed the transition to be made in 5 years. Going forward following the completion of this deal the contributions of the members of SMiSA will be directed towards supporting different areas of St Mirren including the youth academy and the charitable foundation.

What they said about us.

"We are extremely grateful for the advice and assistance provided by Craig Ramsay and his team at Harper Macleod, which enabled us to complete the purchase of the second batch of Gordon Scott's shares and become the largest shareholder in St Mirren football club, thereby bringing it into fan ownership."

Alan Quinn, secretary of SMiSA

Updates.

Why the details of a contract are important (they really are!)

The team at Harper Macleod recently led discussion at an event with the brilliantly straightforward title, "Contracts – why are they important?" The reality is that parties often get so caught up in the excitement of entering into contractual relations with each other, that little consideration (or none) is given to the desired mechanisms to be used for when things go wrong or how they will otherwise exit from the arrangements. Here, we look at some of the main points that arose from our recent event, and some general considerations on the importance of getting contracts right.

So why are contracts important?

For business of all shapes and sizes (and consumers), contracts are likely to play a pivotal role in day-to-day operation and success. There is a common misconception that a contract does not exist where there is no written document in place between the parties, however it can when an oral contract exists between the parties, or where parties have acted in a manner that would suggest that a contract was in place – despite the lack of written agreement. A contract can also be formed through email correspondence between parties negotiating on the terms of goods and/or services.

That said, in most circumstances we would always recommend that parties enter into a written contract governing the relationship and the relevant obligations for the period of the contract (and beyond as the case may be). The primary reason for this is that a written contract will remove any ambiguity that may exist in the course of negotiations and makes it easier to prove what the contractual terms are. From a very basic perspective, a written contract will clearly identify the parties involved and will allow the parties to set out several important provisions, including recording explicit terms on what will happen in certain situations (for instance where there is non-delivery/performance of goods and/or services).

Common contract provisions

There is no "one size fits all" when it comes to contract formation and provisions that might be appropriate for one contract may have no relevance or place in another. It is also important to note that consumer contracts (being contracts between a business and consumer) will ultimately have different requirements when compared to business to business contracts. This is particularly true when considering contracts at a distance (for example online sales etc.).

Another example of where contract provisions may differ vastly from "base" provisions, is where the contract involves a public sector organisation. This is because public sector organisations have a variety of additional requirements to satisfy when entering into contracts (including in relation to matters such as anti-bribery, fair work practices and modern slavery).

Nevertheless, below are some of the most common contract provisions that should be considered when entering into contractual relations:

Goods and/or Services: this may seem like an obvious one, however a written contract should be appropriately descriptive about the goods and/or services being provided under the contract. In some circumstances it may even be relevant or more desirable to annex a specification of the goods/services (particularly where there are complexities); **Jurisdiction:** what law will apply to the contract (and any dispute that may arise from the contract or its formation)? While this may be an easy question in some circumstances, other contracts may include parties in different jurisdictions (for example where a Scottish company formed a contract with a Belgium supplier). Ensuring that jurisdiction is dealt with appropriately here will be of considerable importance; **Liability:** the level of liability that each of the parties have under the contract will often be the most important contractual clause in the contract. Both parties will understandably look to limit their liability as much as possible within the law, and as a result, this can commonly be an area of disagreement or dispute; **Payment:** when and how will payment be facilitated through the contract (and what happens when there is non-payment of an invoice)? **Risk and Title:** where appropriate, when will risk and title in the goods pass between the parties? Will this be upon delivery for example, or will there need to be some kind of



acceptance test provided for in the contract?

Service Credits and Service Levels: where a service is being provided (such as for example a maintenance and/or repair service), the parties will likely want to agree on the required service levels (or response times) in relation to those services. Crucially, the parties will also want to agree on service credits, which come into effect when the agreed service levels are not met;

Termination: what happens at the end of the contractual relationship? This is a very important (and often overlooked) provision of any contract. Will the contract provide for extensions? If so, will these extensions be options capable of exercise by both parties, or just by one party? Also, what are the provisions for when something goes wrong? Will one party (or both) be able to terminate in certain circumstances, or will either party be able to terminate for any reason on reasonable notice? There are lots of considerations here, and it is likely that both parties to the agreement will have different ideas on what is appropriate (particularly where one party tries to limit the others ability to terminate at all);

TUPE: will the contract need to deal with the potential application of The Transfer of Undertakings (Protection of Employment) Regulations 2006 (TUPE), perhaps where a

service provision change may occur? While this will likely not be relevant to most contracts, this is a very important consideration nonetheless, and parties should be clear about whether or not TUPE applies at the outset;

Data protection: the parties should be absolutely clear about their respective obligations in relation to the processing of personal data, and associated obligations;

Intellectual Property: the parties should address what happens to intellectual property created during the period of the contract and how each may use the other's prior existing intellectual property; and

Assignment and Sub-contracting: to what extent should the parties be allowed to engage someone else to fulfil their contractual obligations or it is critical that the original parties are the organisations to provide the goods/ services/ works? This is by no means an exhaustive list of the important considerations when entering into a contract, and the reality is that the contract will contain a whole host of other key considerations for the parties entering into it.

Contracts play a pivotal role in business prosperity and overall success. If you have any questions in relation to contracts, our experienced team are on hand to assist you.

Updates.



Our Paula Skinner and Jo Nisbet, either side of Evelyn McDonald of Scottish EDGE

INVESTMENT

Investment in Scotland's entrepreneurs defies the pandemic

The appeal of Scotland's entrepreneurs was strong enough to fight off the impact of Covid-19 according to the stats for our corporate team, which closed deals worth more than £50 million during the first year of lockdown. In the financial year from April 2020 to March 2021, the firm's corporate team closed 61 investment deals in total, a 42% increase in deal numbers on the previous year. Almost 80% of those deals were in the entrepreneurial and high-growth area of corporate Scotland, and that area enjoyed an even more pronounced spike in activity, more than doubling from the previous financial year from 22 deals up to 49 deals. More than half of the overall tally, around £28 million, has come in 2021 alone, while deals are increasingly seeing investors from outwith Scotland, particularly larger transactions. Paula Skinner, Partner and head of our Entrepreneurial and Investment team, said: "Despite everything that has happened, the faith of investors in growing Scottish businesses has stayed strong and I think this bodes well for the future. It's only by having a thriving generation of high-growth businesses that we can create the next big success story and it's a real barometer of the health of our economy that support at this level has held up. The fact that many of these investors are international also says a lot about the way in which Scotland is viewed as a hotbed of innovation."

Tech sectors, particularly technology that has a positive impact on society, were by far the most active, representing almost two-thirds of the investments closed in 2020/21. Joining them in the top three were Food, Leisure & Hospitality – despite the impact of the pandemic – and Healthcare & Life Sciences. Our figures come despite some reports suggesting that investment in fast-growth Scottish businesses was down in the first quarter of 2021. However, while venture capital (VC) funding may be down, the team at Harper Macleod is increasingly seeing investment coming from high net worth (HNW) individuals. That was never more evident than when we advised Scottish Edge on the £1m impact investment it received from some of Scotland's most successful entrepreneurs, including Sir Tom Hunter, Kevin Dorren, Sir Brian Souter, James Watt, Lord and Lady Haughey, Chris van der Kuyl and Paddy Burns. Other significant deals during the year included investment into the new Bonnie & Wild Scottish marketplace at the St James Quarter in Edinburgh, acting on behalf of Par Fund Management on their investment into a subsea engineering business, the investment into Willo Technologies Limited by 1818 a Londonbased VC and acting on behalf of Caribou Property Limited, an international investment fund, on various investments into impact companies the UK.

Meet the team.

Our Corporate team is led by specialists who ensure you receive the service you deserve.



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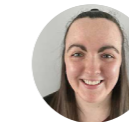
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NATURAL CAPITAL

HM Awards go to green economy innovators

Vertical farming business takes top prize in UHI Business Competition backed by Harper Macleod

Green Space Farms, the company behind a farming system that will enable sustainable crops to be grown in Scotland year-round, has taken the top prize at the University of the Highlands and Islands Business Competition.

The award, which is jointly sponsored by Harper Macleod and Johnston Carmichael, was for founder Simon Hay's idea for a modular, vertical freight farming system which would use redundant land and create perfect growing conditions to provide organic and economical produce. The Fortrose man took the top prize of £1000 and a combined legal and accountancy package, along with a further £750 for most innovative business.

The winner said he was inspired to set up his company when he was volunteering for a charity in Edinburgh delivering food packages to people in need during the pandemic.

He said: "It really brought home to me the types of food people were eating and, more importantly, foods they were not. Much of the food we pick up from the supermarket has been in transit for at least a week and has lost huge amounts of its nutrition, not to mention the impact on our carbon footprint. Food should be sustainable, reliable, affordable and local for everyone in Scotland."

Mr Hay was among nine successful finalists sharing in the £8000 prize fund after impressing a panel of entrepreneurs and business development experts with their ideas at an online pitching session.

The event was held virtually for the first time this year. Harper Macleod has supported the University of the Highlands and Islands Business Competition for more than 13 years. Overall the competition has attracted more than 1500 entries since it launched and has awarded more than £78,000 in cash prizes.

Run by Create, part of the University's Centre for Remote and Sustainable Communities based at Inverness College UHI, the competition is open to all students studying at the UHI partnership as well as non-students living in the Highlands and Islands, Moray and Perthshire. This year's competition attracted 90 entries.



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Plastic@bay lifts Award for Excellence in Natural Capital, Climate Change & Sustainable Communities

Durness-based social enterprise Plastic@bay won the Harper Macleod Award for Excellence in Natural Capital, Climate Change and Sustainable Communities at the SCDI's Highlands and Islands Excellence Awards 2021.

They won the Harper Macleod Award for Excellence in Natural Capital, Climate Change and Sustainable Communities for cleaning up plastic waste from north beaches and putting it to new use in anything from clocks to jewellery.

Plastic@Bay was set up by Joan D'Arcy to tackle marine plastic pollution in north west Scotland. The organisation cleans up plastic waste from beaches and puts it to use in anything from clocks to jewellery, as well as monitoring, researching and providing educational outreach on plastic pollution.

Graeme Nisbet, Partner and Head of the Rural Economy team at Harper Macleod, presented the award. He said: "As a business

Watch the video

Chris Kerr, Head of Harper Macleod's Marine Economy team, caught up with co-founders Joan D'Arcy and Dr Julien Moreau to find out more about Plastic@bay's mission, what it does in practice and its hopes for the future.

See the video on the HM Youtube Channel
www.youtube.com/c/harpermacleod

which has spent almost two decades in the region and which was recently described in the UK legal press as "only serious option" for those looking for a law firm here, due to our large team and highly-developed Highlands & Islands strategy, we're delighted to support the awards. Not least because it gives us all the first real chance to celebrate successes which have taken place in the face of such challenges over the past 16 months.

"We were also delighted to propose this category which puts our Natural Capital in the spotlight. Here in the Highlands, Islands and Moray we have so much of Scotland's Natural Capital and its sustainability is vital to the wellbeing of those who live and work here.. As tonight's award sets out, we believe all businesses & organisations must aim to deliver a positive impact - Plastic@bay is a fantastic organisation and very worthy winners of the award."

Big news.

AWARDS

Harper Macleod honoured by Diversity prize at Scottish Apprenticeship Awards

We were delighted to be awarded the Promoting Diversity - Large Employer of the Year Award at the Scottish Apprenticeship Awards 2021.

The event was the highlight of a busy Scottish Apprenticeship Week, with a theme of 'Business Backing Talent'.

As a business that has seen 10% of its people join the firm through Modern Apprenticeships, and that has kept more than 75% of its apprentices in permanent positions, Harper Macleod is seen as a model for others to follow by those involved in apprenticeships.

Harper Macleod Chief Executive Martin Darroch and Beth Currie, who came through the firm's apprenticeship programme, were filmed and photographed ahead of the big night.

Martin Darroch said: "This award is significant as it reflects



our culture, as developing young talent and seeing them grow within Harper Macleod is at the heart of our business. It really is a honour to have this recognised and it is testament to the hard work behind the scenes – with the organisations we work with on apprenticeship schemes, with our own learning and development team, and the most important contribution being made by the talented young people.

"We first launched our apprenticeship scheme in 2009, and since then we have created opportunities for 69 modern apprentices. The last seven years has created a significant increase in the opportunities available to apprentices with 42 young people joining the business.

Announcing the award, the organisers said: "The winner of this award is committed to supporting apprentices from all backgrounds to reach their full potential. They work with their learning provider and develop the young workforce to open up apprenticeship opportunities for Scotland's young people, with particular focus on supporting those from more deprived areas into the world of work. And, through collaborating with equalities organisations, they support apprentices with additional support needs to succeed and progress in their careers.

"The firm also operates an equality diversity and inclusion group which delivers awareness, campaigns and events, and has positively impacted gender balance and diversity across their apprenticeships."

AWARDS

Harper Macleod recognised as one of Scotland's top flexible working employers to watch in 2021

We were named as one of Scotland's five 'Ones to Watch' at the inaugural Flexibility Works Employer Awards 2021.

The firm was the only legal services business to be recognised at the event, which celebrated Scotland's top flexible employers.

Martin Darroch, Chief Executive of Harper Macleod, said: "For the firm to be seen within the top employers across all sectors in Scotland is a great achievement and reflects so well on our culture and approach to all colleagues. It's not only about work/life balance any more, it's about creating the environment where people can achieve the right work/life blend for them. Being employers of choice has always been one of our core values and flexibility is a big part of this, now more than ever. So we are delighted to have our efforts in relation to flexible working recognised in this way.

"We believe that flexibility, and the understanding and support that go with it, make a big difference to our colleagues' lives and we have embedded it within the business – even before the pandemic more than 20% of our colleagues were working flexibly and empowering people in this way helps our business."



Harper Macleod was in good company on the 'Ones to Watch' list alongside The Glenmorangie Company, Made Brave, Social Investment Scotland and Wisegroup. The Awards also announced Top 10 and Highly Commended categories, and Harper Macleod was one of only nine private businesses among the 20 organisations recognised, and one of only two professional services firms.

Lisa Gallagher, Co-Founder, Flexibility Works, said: "Congratulations to Harper Macleod for being a Flexibility Works 'One to Watch' in Scotland. Our 'Ones to Watch' were awarded to employers who are making great strides in their flexible working journey. This accolade sends a positive message to your people and your clients that you are working hard at your flexible working approach, which is good for people, for business and ultimately society."

Martin Darroch added: "We've put diversity, inclusion and flexibility at the heart of our business, as our people are what make Harper Macleod. It is rewarding to have our efforts noticed and just as rewarding to see the positive impact it has on our whole organisation."

SOCIAL

Harper Macleod and National Autistic Society Scotland

Earlier this year, Harper Macleod and the National Autistic Society Scotland marked a significant milestone in their association to deliver the Education Rights Service to parents in Scotland. Since the alliance began in 2006 the firm has supported the service by providing free representation to scores of families and helping parents secure the educational support they need for their children.

Our team helps the service and its volunteers provide access to advice on education law, right and entitlements, and where necessary represents families at educational tribunals and support the service with volunteer training. The partnership has involved thousands of hours of support, which would ordinarily

have cost hundreds of thousands of pounds in legal fees. Martin Darroch, Chief Executive of Harper Macleod, said: "When we were first asked to become the Scottish partner for the Education Rights Service it struck a chord with our ethos and culture, and I'm delighted that we are still working together with NAS Scotland to deliver it so many years later. "While you can analyse the service's impact in terms of numbers, we are dealing with people and the only thing that matters is making a difference to their lives. Even if we had only made a difference to one family, and one child, it would have been worth it. We are honoured to support families and volunteers throughout difficult and challenging circumstances

celebrate 15 years of partnership

and look forward to helping wherever we are needed as we move forward during what we know are tough times for education."

One parent, who has used the service during this period, said: "I cannot praise The Education Rights Service enough thank you for all the help and support you have given myself and my child. If it hadn't been for you and the service you provide I would have given up a long time ago. You work alongside Harper Macleod, who provide free legal advice for parents and their children. This is also an invaluable resource. Whether you know it or not you empower us parents with your knowledge. It's what keeps us fighting on to getting the needs of children met."



We are Harper Macleod.

Harper Macleod is a leading Scottish independent law firm that is driven to deliver.

Our growth and success is determined by your success, which is why we always try harder. We don't just see ourselves as lawyers, we see ourselves as problem solvers and business advisers, who focus on understanding your needs. We work side by side with you, using law as a tool to provide innovative solutions that are tailored to organisations and individuals.

It's this drive that sets us apart and delivers a better outcome for you or your organisation.



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