

*Less than US \$ 1000.00 for a Loan Documentation course with impeccable international credentials.*

*"The natural complement to a Credit or Structured Finance course"*

But also:

*"The only Loan Documentation course to provide an in-depth review of the impact of the new Basel III capital and liquidity rules on the costs clauses of Loan agreements."*



## Loan Documentation

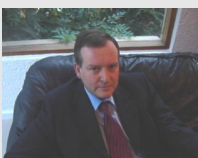
**More than 300 bankers in Europe, Africa and the Middle East can't be wrong**

As a senior transactor and credit officer in London and other European centres for many years the presenter reviewed and negotiated the documentation of a large number of international transactions, from syndications to project finance or leveraged acquisitions.

He also trains and consults in the field of Basel II-III, a unique combination of credit and regulatory skills which enable him to competently address the impact of Basel III on the negotiation of loan agreements.

Come and share his experience by joining us on 06-07 June 2013 at the Novotel City Centre in Kuala Lumpur.

### Jean-Charles Pirlet



Jean-Charles holds an LLB and an LLM in Tax Law from the University of Liège in Belgium.

Jean-Charles spent seven years in the Credit, Corporate and Investment Banking divisions of Citibank, including three years in the World Corporation Group in London as Vice-President managing a portfolio of UK multinationals on a worldwide basis.

He subsequently worked as Director of Project Finance and Acquisition Financing for Security Pacific in Frankfurt before returning to South Africa in 1993 as Head of Corporate Banking (Senior Vice-President) for the local operation of ABN-Amro.

Jean-Charles has broad credit experience gained over 20 years as credit analyst, credit officer and credit committee member at Citibank and ABN-Amro, covering Corporate Banking, Financial Institutions, Structured finance, Leveraged transactions, Asset securitisation and Derivatives.

His companies, Analytiques and Bank C & T Ltd provide training in the field of Operational and Credit Risk, including quantitative analysis, to international financial institutions such as Standard Chartered, Citibank, Deutsche Bank, Nordea, ING and most South African banks. Analytiques also run public courses in the UK, Africa, the Far East and the Middle East.

## What the course is about:

- The objective of the course is to equip bankers with the technical skills to understand, review and negotiate the legal documents most frequently used in their day to day activities. The focus is on the *risks* inherent in the underlying transactions and how to address or mitigate them in the documentation. As such it is a natural complement to a credit course.
- The course also provides an opportunity to gain a sound understanding of the mechanics of the syndication market and the impact of the new Basel III rules.

## What it is not:

A law course or a substitute for legal opinion.

## Course description

The course covers the legal issues and concepts that financial practitioners are most likely to encounter in the course of their activities.

The primary focus is on lending, from simple bilateral loans to complex syndications and leveraged lending.

Also, the new Basel II Accord gives much wider recognition to credit risk mitigation techniques to achieve capital relief. The mechanics, hierarchy, effectiveness and also limitations of the different types of security are reviewed in detail.

Finally, the new capital and liquidity requirements imposed by Basel III will have a significant, sometimes severe, impact on the profitability of transactions maturing in 2013 or beyond. A clear understanding of these additional costs is key to the professional negotiation of the cost clauses contained in loan agreements.

The course is highly interactive, with the delegates being asked to negotiate the terms and conditions of legal documents in opposing teams. Particular attention is given to the most common problem areas.

## Who should attend?

- Corporate and Investment bankers
- Structured finance transactors
- Risk management staff
- Loan administration staff
- Financial directors and Treasurers

**Duration:** 2 days

**Prerequisites:** None

### Why should you attend?

By attending this course, delegates will gain an understanding of:

- The contents and structures of key banking documents such as constitutional documents, facility letters, term loan and security documents.
- How to negotiate legal documents: what must be looked at, what is negotiable and what is not.
- What legal documentation can achieve and what it cannot.

## Day One

### Term loans

#### Introduction: The International Credit and Loan Markets- an overview

- Bilateral and syndicated loans
- Rationale for syndications-the primary loan market
- Types of syndications
- The syndication process and pricing
- “Leveraged” and “Non leveraged” loans
- Euro currency loans and Domestic currency loans

#### Documenting term loans

- The 5 Key components:
  - Conditions precedent
    - Review of the most frequent conditions
    - Review of the constitutional documents-borrowing powers
  - Key obligations
    - Advances, interest and repayments-Mechanics
    - Several nature of the parties ‘obligations
  - Representations and warranties
    - Review of the most frequent.
  - Covenants
    - Review of the different types and their objectives: Information, Affirmative, Negative, Financial.
    - In depth review of financial covenants: Which ones, why and at what level? Credit rationale.
  - Default
    - Definitions-Events of default
    -
- Other important clauses
  - Costs
    - Liquidity
    - Capital
    - Basel III- Review and impact on costs
  - Loan transfers
    - Review of the various transfer techniques
    - Assignments, Novation, Sub-participation
    -
  - Choice of Law and Jurisdiction-Credit Rationale

## Day Two

### Term loans- Continued

#### Exercises and Case studies

- Analysis of real life term sheets
- Analysis and evaluation of the relative strengths and weaknesses of various real life loan agreements.
- Group work: Negotiation and drafting of term sheets.

#### • Guarantees and Collateral

- Impact of Basel II : recognition of new securities for capital relief

#### • Guarantees

- Irrevocable guarantees
  - Joint and several
  - Exceptions
  - Possible challenges to guarantees
- Capital requirements-Basel II
- Credit derivatives
- Letters of awareness/comfort/support.
  - Legal and practical value

#### • Collateral

- Definitions-Security types
  - Fixed charges
    - Mortgages
    - Pledges of cash or securities
    - Assignments of receivables
    - Fixed charge over movables
    - Liens
  - Floating charges
  - Hierarchy in insolvency:
  - Ownership as security
    - Lease
    - Securitisation
    - Re-characterization?
- Pros and Cons of different security types

#### • Case studies per group.

- Quasi securities and structures
  - Promissory notes and Trade bills
    - Legal attributes and applications.
  - Structural securities
    - Subordinated loans and bonds
    - Second lien loans
    - Mezzanine loans
  - Subrogation
  - Powers of attorney
  - Right of Offset
    - Conditions and limitations
  - Netting
    - OTC Derivatives
      - Novation
      - Close-out netting
      - Master ISDA agreement
- Case studies and discussions.

## Who we are

Analytiques C & F Ltd is incorporated in England and based in London. It specialises in all the aspects of operational and Credit Risk including quantitative and fundamental Credit Analysis, Capital requirements, the Basel II–III Accord, and legal documentation.

It is a provider of both consulting and training services in these fields.

## Where we work

Analytiques was originally set up to address the needs of the African market, in line with the long association of its directors and staff with the continent. Although it retains an office in Johannesburg, the directors of Analytiques routinely conduct in-house and public courses and consulting assignments in other parts of the world, mainly in Europe and the Far East.

## Our clients

Our clientele consists of banks or other financial institutions, including some of the world's largest. A list of clients' is available on the website.

## Our approach

All our trainers or consultants have strong academic qualifications, conduct their own research and produce their own study material. But because it is practical guidance and concrete solutions that our clients expect, years of hands-on senior management experience gained with leading international banks and in major financial centres are a mandatory requirement for our staff and what best describes our business franchise..

### Analytiques

#### Our Competitive edge

Contrary to most training firms, the owners and directors of Analytiques are *also* the key subject matter experts.

We eliminate expensive intermediaries and pass on the benefit to our clients.

Also, you discuss your training requirements with experienced finance specialists, not sales people.

### In-House Training

Although we do organise public courses at regular intervals most of our courses are delivered in-house, a cost effective solution that enables us to adapt the course contents to the precise requirements of our clients.

Some credit programmes for example have been run for more than 15 times for the same bank in the past 5 years.

In Africa, in-house courses have been provided to a large number of banks or corporates including, inter alia, Barclays (Kenya, Tanzania and Uganda), Nedbank, ABSA, Standard Bank, Rand Merchant Bank, Trust Bank (Ghana), National Bank of Malawi or Shell Africa.

See our website for a non-exhaustive list of in-house clients in other countries.

## Date and Venue

06-07 June 2013 at the Novotel City Centre in Kuala Lumpur.

## Registration Fee

The standard fee for this course is US \$ 1,000.00 (One thousand US dollars).

The fee includes the course notes, lunch as well as coffee and refreshments during the day.

## Enquiries

**You would like to discuss the course contents? Or discuss our terms and conditions?**

In particular, you would like to attend more than one course or send several delegates and wish to discuss a discount?

Talk to the course director, Jean-Charles Pirlet on +44 79 741 49 051 or email him to [Jean-Charles.Pirlet@sky.com](mailto:Jean-Charles.Pirlet@sky.com). Alternatively, talk to Claire Bell, Marketing Manager, on +27834122251 or email her on [Analytiques@sky.com](mailto:Analytiques@sky.com)

## Registration

Use the form on our website in the Public courses section by clicking on "Registration " or simply send an email to [analytiques@sky.com](mailto:analytiques@sky.com) with the following information:

Course name : Loan documentation -06-07 June 2013

Company name

Address

Country

Telephone

Name(s) of the delegate(s)

Email

The mention: "I have read and agree with the terms of Analytiques' cancellation policy"

## Payment

Payment must be confirmed upon registration and received no later than five days later.

Payment can be made by bank transfer to one of the two accounts below, whichever is the most convenient for you:

## UK Account

Account name:

Analytiques C and F Limited

HSBC Bank Plc Leatherhead, Surrey.  
Great Britain

Account number: 61539361

Branch Sort Code: 40-27-07

BIC (SWIFT): MIDLGB22

IBAN: GB43MIDL40270761539361

## Cancellation

**Cancellation by Analytiques:** Your payment is kept in an account until completion of the course. Should Analytiques, *for whatever reason*, decide to cancel the course, your payment will be refunded immediately.

**Cancellation by delegates:** A replacement is always welcome, at no extra cost. A full refund less an administration fee of 5% of the course fee will be given for cancellation requests received up to **20 working days** before the event. Cancellations must be made by email .

Delegates who cancel less than 20 working days before the event, or who do not attend, are liable to pay the full course fee and no refunds can be given.

However, if you wish to transfer to another course of the same value, and you have paid your course fee in full, you will only be invoiced for 10% of the new course fee. Please note that you can only transfer once. Also note that the next course must take place within 6 months of the initial application.