

Iain Bowler

Partner

“He is very thorough and his work ethic is faultless.”

(Chambers & Partners, 2023)



📞 0345 030 5767

✉ iain.bowler@freeths.co.uk

Iain's work involves commercial transactions of all descriptions including outsourcing, offshoring, manufacturing, consultancy, services and service level agreements, procurement of goods and services, supply chain management, logistics, international trade and capital asset procurement and maintenance. Iain also advises clients in relation to the many different ways of delivering goods and/or services to market, both within the UK and internationally including direct sale, agency, distribution, e-commerce and business format franchising.

Iain also advises in relation to domestic and multi-jurisdictional structured joint ventures, partnerships and strategic alliances and providing advice on appropriate deal structures and delivery mechanisms relating to national and multi-jurisdictional transactions.

Iain is recognised by Chambers & Partners (2023 edition) as a Leading Individual. He was ranked in Who's Who Legal and Acritas Star Lawyer.

Legal Services

Commercial Contracts

Advised Merseyside City Region Combined Authority (Merseytravel) in relation to the unique and innovative transfer of responsibility from the Strategic Rail Authority to Merseytravel and for specifying and letting a £3.6 billion 25 year operating concession for passenger rail services on the Merseyrail Electrics network.

Advised in relation to Merseytravel's £600 million procurement of a new fleet of electric passenger trains with lifecycle maintenance services and associated depot and infrastructure works, plus the procurement of an innovative digital railway connectivity project to enable the fleet of new trains to connect to the internet for train to shore and shore to train media and data communications. Iain's team won the British Legal Awards Commercial Deal of the Year award 2018 for this work.

Advising Sollers, Russia's largest non-state owned car maker in connection with its US\$4 billion 50:50 joint venture with Ford, including advice on 32 different supply agreements from Ford plants all over the world relating to built-up vehicles, components, engines and spares and service parts, IT services agreement and a franchise agreement relating to the use of the Ford brand.

Selected Cases

Iain advises on franchising, brand licensing and related commercial contracts activities, focussing on the retail, food and beverage, hospitality and leisure and consumer goods and services sectors. Iain specialises in advising clients in relation to the implementation of business growth plans and geographic expansion using multi-brand and multi-unit strategies in the UK and many different parts of the world

Recognised as a leading practitioner in franchise law, Iain is contributing editor to Global Legal Group's International Comparative Legal guide to Franchising and is an Affiliate member of the bfa.

Recent projects and cases include:

- Advising Mothercare, one of the largest global retailers of childrens wear and accessories in relation to their global franchising and distribution arrangement.
- Advising Ralph Lauren Europe in relation to the strategic development of a franchising channel across Europe.
- Advising Van de Velde, the quoted Belgian lingerie manufacturer in connection with the purchase of Rigby & Peller and their entry to the UK retail market.
- Advising lululemon, a supplier of technical yogawear in connection with their entry to the UK.
- Advising Williams Sonoma, a US high-end department store in connection with its entree to the UK and in store concession arrangements with John Lewis Partnership.
- Advising New Look in relation to its entrée into and franchise activities in the Chinese, Indian, Polish and Russian markets;
- Providing strategic advice to Michelin in relation to the international expansion of its Tyreplus franchise system.
- Advising Blackcircles.com in relation to the development of an international franchise system and documentation for the expansion of the business outside the UK.
- Advising Water Babies in connection with its franchise JV in China.
- Advising Cycle Systems in connection with the establishment of a social enterprise franchise system and preparation of franchise and related documentation;
- Advising Marie Chantal in relation to the establishment of a global brand licensing arrangement and the

establishment and licensing of “diffusion brands” with retailers on the UK and the US.

Business Structures

Advising on supply chain agreements, procurement of goods and services and the implementation of enterprise wide purchasing framework agreements (in conjunction with transfer pricing advice from Corporate tax Group), manufacturing under license and third party tolling agreements, the procurement and long term maintenance of business critical capital assets and the implementation of risk management strategies through the development of template contract forms and provision of training in relation to organisations’ contracting activities. Also advising on sale of goods (business to business and business to consumer) and supply of services agreements, including detailed service level agreements and “take or pay” arrangements. Also advising on master services agreements for the operation of manufacturing facilities and the implementation of tax driven re-structurings involving the creation of intra-group toll manufacturing and undisclosed sales agency arrangements and cost sharing agreements.

Selected Cases

- Advising Sollers, Russia’s largest non-state owned car maker in connection with its US\$4 billion 50:50 joint venture with Ford, including advice on 32 different supply agreements from Ford plants all over the world relating to built-up vehicles, components, engines and spares and service parts, IT services agreement and a franchise agreement relating to the use of the Ford brand.
- Advising Smith & Nephew in respect of a broad range of commercial transactions, including the offshoring of UK and US manufacturing activities to China, supporting procurement and supply chain contracting activities, advising on the rationalisation of vehicle fleet provision across Europe, a significant design and manufacturing services agreement for the outsourced production of new products, the implementation of multi-jurisdictional Master Services Agreements with external consultancy services providers and the extension of Smith & Nephew’s transformational outsourced Finance & Audit functions.
- Advising Michelin in respect of the strategic development of new channels to market in relation to the international expansion of its TyrePlus brand and advising subsidiary Blackcircles.com in relation to the development and implementation of an international franchise system in Thailand, Canada and Mexico. Nynas N. V. the largest independent producer of bitumen products in Europe in relation to all aspect of a Master Services Agreement relating to the operation of the Antwerp oil refinery and related crude oil and refined product storage arrangements, as well as in relation to commercial transactions when governed by English law.

Intellectual Property & Media

Sectors

Retail

Advising on the full range of issues relevant to retail sector clients from managing supply chain risks to new product introductions and geographic expansion through direct sales, the creation of overseas branches and subsidiaries to store-in-store concessions and licensing and multi-unit/multi-brand business format franchising structures. Also advising on business as usual arrangements with key suppliers including UK and EU wide logistics and warehousing arrangements, technology providers and manufacturing agreements under license, joint ventures and partnering arrangements as well as website and mobile terms and conditions of business, media and advertising clearance and prize promotions and consumer law compliance.

Selected Cases

- Advising Mothercare, one of the largest global retailers of childrens wear and accessories in relation to their global franchising and distribution arrangements.
- Advising Ralph Lauren Europe in relation to the strategic development of a franchise channel across 11 European jurisdictions simultaneously.
- Advising Van de Velde, the quoted Belgian lingerie manufacturer in connection with the purchase of Rigby & Peller and their entry to the UK retail market.
- Advising lululemon athletica (canada) inc., a supplier of technical yogawear in connection with their entry to the UK.
- Advising Williams Sonoma Inc, a US high end department store in connection with its entry to the UK, in-store concession arrangement with John Lewis and procurement of UK and European logistics and warehouse distribution services.
- Advising Nisa Todays in relation to its UK logistics and warehousing arrangements.
- Advising New Look in relation to its entry and joint venture franchise activities in the Chinese, Indian, Polish and Russian markets.
- Advising Marie Chantal in relation to the establishment of a global brand licensing arrangement and the establishment and licensing of "diffusion brands" with retailers on the UK and the US.

Transport

Starting with advice on the privatisation of seven national bus subsidiaries in the 1980s and subsequent transport group consolidations, Iain advised on early stage rail franchising transactions and the letting of a unique local authority passenger rail concession in respect of the Merseyrail Electrics network. Advice in respect of rail and LRT rolling stock transactions including procurement, mid-life refurbishment, long term maintenance, and the provision of engineering services under long term framework agreements. Also advice on the complete range of commercial arrangements entered into by transport undertakings including agreements for the commercialisation of air navigation services, agreements for the operation of retail and food and beverage units in transport hubs, technology/digital transformation and outsourcing agreements.

Selected Cases

- Advised Merseyside City Region Combined Authority (Merseytravel) in relation to the unique transfer of responsibility from the Strategic Rail Authority to Merseytravel and for specifying and letting a £3.6 billion 25 year operating concession for passenger rail services on the Merseyrail Electrics network and the negotiation of a £34million rolling stock refurbishment programme; the award winning £600 million procurement of a new fleet of electric passenger trains for the Merseyrail Electrics network with full life maintenance services on an availability and reliability basis and operating leasing arrangements for the new fleet, together with associated depot and infrastructure works. Iain Also advised Merseytravel in connection with the procurement of an innovative digital railway connectivity project to enable the fleet of new trains to connect to the internet for train to shore and shore to train media and data communications providing real time download of train maintenance diagnostics, real-time access to on-train CCTV by the operational control centre and on-train wireless connectivity for passengers operational staff.
- External counsel to National Air Traffic Services (NATS) advising in connection with all aspects of the commercialisation of air traffic management and related services (engineering, maintenance, air navigation services and operational consultancy services). Advising on and creating template documentation for air traffic control services at airports in the UK (Heathrow, Gatwick, Stansted, Birmingham, Bristol, Belfast) and overseas (RAF Gibraltar). Strategic advice on multi-jurisdictional joint ventures, teaming arrangements and collaborations.
- Advising public (Merseytravel, Transport Scotland and Edinburgh City Council) and private sector entities (Angel Trains, Direct Rail Services and Drax Power) in relation to the procurement of passenger and freight railway trains and wagons, together with long term maintenance arrangements and related commercial and lease agreements for the use of passenger trains and freight wagons.

Drinks, Hospitality & Leisure

Advice relating to supply chain and procurement arrangements for hotels under management and for franchise systems including technology and outsourcing agreements for the provision of booking and loyalty systems. Advising on hotel management, white label management agreements “manchising” (a hybrid of hotel management and franchising structures) and hotel franchising agreements and a wide range of commercial agreements including event management, event sponsorship and agreements with airlines for the provision of accommodation services for aircrew. Also advising fast food and casual dining retailers in relation to business expansion strategies and transactions relating to the disposal of franchised networks.

Selected Cases

- Advising Marriott International in relation to supply chain and indirect procurement matters and hotel management and franchise transactions in the UK and Europe.
- Advising Quest Apartments in relation to its entry in to the UK market and structures for the acquisition and operation of serviced apartment buildings and Hotel Properties International in connection with the

establishment of a Luxemburg based fund and arrangements to acquire options over multiple sites across Europe for the development of a network of boutique hotels and the structure of brand license and hotel management agreement with a non-UK based hotel operator.

- Advising brands including Potbelly Sandwiches, The Cheesecake Factory, Bubba Gump Shrimp Co and Yo! Sushi in relation to UK master franchise arrangements and business critical supply chain arrangements.