



Clifford Chance

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CLIFFORD CHANCE SEMINARS AND BRIEFINGS



Clifford Chance Webinar: Insurance capital – opportunities and challenges for powering private credit

The final webinar in the Spring Perspectives Series will be presented online by Imogen Ainsworth, Eugene Benger, Soojean Choi, Blake Jones, Emma Matebalavu and Gareth Old on Tuesday 23 June at 12pm EDT / 5pm BST / 6pm CEST.

As insurers seek long-dated, stable yield opportunities, insurance capital has rapidly become a significant contributor to the growth of private credit. Our panel will explore the legal opportunities and challenges in allocating insurance capital as private credit across diverse asset classes. Drawing on industry insights and regulatory developments, they will examine regulatory considerations and how capital solutions can be used effectively.

To register, please complete the [online registration form](#).

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Clifford Chance Comment: Sanctions clauses – lessons from the Court of Appeal

The Court of Appeal has considered the effect of a sanctions clause that excused a party from performance where, in that party's reasonable judgment, it would otherwise be at risk of sanctions liability. The unanimous judgment is commercial and pragmatic: it supports the use of desktop searches to identify potential risks; 'common sense' when assessing those risks; and healthy scepticism of attempts to explain the risks away.

Clifford Chance has prepared a [briefing](#) discussing the judgment.

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LEGAL AND REGULATORY



Motor finance: FCA publishes further information for firms on compensation scheme

The [Financial Conduct Authority](#) (FCA) has published a [document](#) providing further information on a number of aspects of the Motor Finance Compensation Scheme. The information in the document is based on queries the FCA has received and is intended to answer those relevant for a broader audience.

In particular, it covers:

- the scope and application of the scheme;
- complaints already with the Financial Ombudsman;
- the Financial Ombudsman's charging arrangements for scheme cases and cases where no redress is due;
- relevant arrangements and exceptions;
- brokers and representatives;
- consumer communications and scheme steps;
- liability;
- redress calculations; and
- supervision and reporting.

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LSTA publishes exposure draft MCAPs for private corporate credit deals

The [Loan Syndications and Trading Association](#) (LSTA) has published an [exposure draft](#) of the model credit agreement provisions for private corporate credit deals (PCC MCAPs), along with a blackline to the current broadly syndicated loan leveraged finance (BSL LevFin) MCAPs, on which the PCC MCAPs is based.

The PCC MCAPs are intended to act as a harmonised, market-informed set of model credit agreement terms for private financings to be used in credit agreements for deals that are senior secured credit facilities provided by a handful or less of direct lenders to a private equity-sponsored company with EBITDA of about USD 15-150 million. Given the notable growth of fund finance as an asset class, the exposure draft also incorporates language relevant to fund finance transactions, to ensure the final document is sufficiently comprehensive and may serve to facilitate a wide set of financing structures.

Comments are due by 25 June 2026. The LSTA intends to publish the terms in final form by early 3Q 2026.

Please note the documents are only available to LSTA members.

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High Court confirms that a contractual right labelled as a 'discretion' does not automatically attract *Braganza* duty

In [CIT Group Finance \(Ireland\) Unlimited Company v SpiceJet Limited \[2026\] EWHC 1277 \(Comm\)](#), in which Clifford Chance acted for the successful claimant, the Commercial Court confirmed that a *Braganza* duty does not arise automatically where a contractual right is labelled as a discretion.

Following SpiceJet's failure to pay rent under two aircraft operating leases, the parties entered into early termination agreements (ETAs), a form of forbearance arrangement under which CIT agreed to forego enforcing its existing remedies in exchange for SpiceJet returning the aircraft and paying outstanding sums. The ETAs provided that if SpiceJet failed to comply, CIT could, 'at [its] discretion', treat them as null and void and revert to the more onerous original lease terms. When CIT exercised that right, SpiceJet argued the discretion attracted an implied *Braganza* duty requiring CIT to act rationally, in good faith and for a proper commercial purpose.

The court disagreed finding that whether a *Braganza* duty arises is a matter of construction. Here, the clause was designed purely to preserve the lessor's pre-existing rights, its exercise would always disadvantage the lessee, the parties were sophisticated counterparties dealing on equal terms and there was no identifiable standard against which to measure CIT's decision. As such, the Court determined that the *Braganza* duty should not be implied into the agreement.

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