

PRACTICAL LAW AUSTRALIA, CORPORATE TRANSACTIONS – TABLE OF CONTENTS (as of 1 January 2017)

Asset acquisitions

- Practice notes
 - Asset purchases
 - Completion accounts: acquisitions (NEW)
 - Disclosure letters
 - Exclusivity: acquisitions
 - Signing, exchange and completion
 - Structuring the purchase price: acquisitions (NEW)
 - Warranty and indemnity insurance (NEW)
 - Warranties and indemnities: acquisitions
- Standard documents
 - Asset purchase agreement: simultaneous signing and completion
 - Board briefing note (skeleton): acquisition (NEW)
 - Board minutes: buyer (simultaneous signing and completion): asset purchases
 - Board minutes: buyer: asset purchase (simultaneous signing and completion): intra-group reorganisations (NEW)
 - Board minutes: seller (simultaneous signing and completion): asset purchases
 - Board minutes: seller: asset purchases (simultaneous signing and completion) intra-group reorganisations (NEW)
 - Completion Agenda: asset purchases: simultaneous exchange and completion
 - Confidentiality deed (mutual)
 - Confidentiality deed (one-way)
 - Confidentiality letter (one-way)
 - Deed of assignment
 - Deed of novation
 - Deed of novation: intra-group reorganizations



- Deed of waiver and release (existing indebtedness or obligations) (NEW)
- Disclosure letter: asset acquisition
- Exclusivity agreement: share and asset acquisitions (seller friendly)
- Exclusivity agreement: share and asset acquisitions (buyer friendly)
- Heads of agreement: asset purchases (NEW)
- Legal due diligence report: acquisitions (NEW)
- Notice of assignment (NEW)
- Steps list: intra-group reorganizations (NEW)
- Standard clauses
 - Back-to-back warranties: asset purchase agreement
 - Completion accounts: asset adjustment: asset purchase agreement (NEW)
 - Guarantee and indemnity clause: buyer's obligations: asset purchase agreement (NEW)
 - Guarantee and indemnity clause: seller's obligations: asset purchase agreement (NEW)
- Checklists
 - Legal due diligence questionnaire: asset purchases

Share acquisitions: private

- Practice notes
 - ASIC class orders and legislative instruments
 - ASIC forms
 - ASIC regulatory guides
 - Completion accounts: acquisitions (NEW)
 - Confidentiality agreements
 - Disclosure letters
 - Exclusivity: acquisitions
 - Financial assistance
 - Heads of agreement
 - Setting up and administering a data room
 - Share certificates
 - Share purchases

Current as of 1 January 2017



- Share purchases: duty payable on share transfers
- Signing, exchange and completion
- Transfer of shares
- Warranties and indemnities: acquisitions
- Warranty and indemnity insurance (NEW)
- Standard documents
 - Board briefing note (skeleton): acquisition (NEW)
 - Board minutes of the target at completion: share purchases (simultaneous signing and completion): intra-group reorganisations (NEW)
 - Board minutes: buyer (simultaneous exchange and completion): share purchases
 - Board minutes: buyer: share purchases (simultaneous signing and completion): intra-group reorganisations (NEW)
 - Board minutes: seller (simultaneous exchange and completion): share purchases
 - Board minutes: seller: share purchases (simultaneous signing and completion): intra-group reorganisations (NEW)
 - Board minutes: target company (completion): share purchases
 - Board minutes: transfer of shares
 - Board resolution: buyer: allotment and issue of consideration shares
 - Call option agreement (NEW)
 - Completion agenda: share purchases: simultaneous signing and completion
 - Confidentiality deed (mutual)
 - Confidentiality deed poll (one-way)
 - Confidentiality letter (one-way)
 - Deed of accession to shareholders' agreement (NEW)
 - Deed of assignment
 - Deed of novation: intra-group reorganisitions
 - Deed of waiver and release (existing indebtedness or obligations) (NEW)
 - Escrow instruction letter: share or asset purchase (NEW)
 - Exclusivity agreement: share and asset acquisitions (buyer friendly)
 - Exclusivity agreement: share and asset acquisitions (seller friendly)
 - Heads of agreement: share purchases
 - Indemnity for lost share certificate (NEW)
 - Legal due diligence report: acquisitions (NEW)



- Online data room rules and protocols
- Online data room terms of access
- Put and call option agreement (NEW)
- Put option agreement (NEW)
- Register of members
- Share certificate
- Share purchase agreement: simultaneous signing and completion
- Share transfer form
- Skeleton board minutes: transactional
- Steps list: intra-group reorganisations (NEW)
- Standard clauses
 - Consideration satisfied by release (existing indebtedness or obligations): share purchase agreement: intra-group reorganisations (NEW)
 - Guarantee and indemnity clause: buyer's obligations: share purchase agreement
 - Standard resolution: approval of a transaction
 - Standard resolution: approval of acquisition by company's members
 - Standard resolution: approval of share issue by a company
- Checklists
 - Acquisition checklist: share purchases (NEW)
 - Approving and registering a transfer of shares (NEW)
 - Due diligence review template: corporate records
 - Due diligence review template: material contracts
 - Legal due diligence questionnaire: share purchases
 - Legal due diligence review template: corporate records (NEW)
 - Legal due diligence review template: material contracts (NEW)
 - Legal due diligence: share purchases (NEW)
- Toolkit
 - Share acquisitions



Takeovers

- Practice note: overview
 - Takeovers: takeovers regulation: overview
- Practice notes
 - Takeovers: associates
 - Takeovers: exempt acquisitions
 - Takeovers: relevant interests
 - Takeovers: the prohibition on certain acquisitions of relevant interests in voting shares

Reorganisations (NEW)

- Practice notes
 - Contracts and finance arrangements: intra-group reorganisations (NEW)
 - Intra-group reorganisations (NEW)
- Standard documents
 - Deed of novation: intra-group reorganisations (NEW)
 - Deed of waiver and release (existing indebtedness or obligations) (NEW)
 - Loan agreement: intra-group reorganisations (NEW)
 - Notice of assignment: Intra-group reorganisations (NEW)
 - Notice of change of control: share purchases: intra-group reorganisations (NEW)
 - Request for consent to assignment: intra-group reorganisations (NEW)
 - Steps list: Intra-group reorganisations (NEW)



- Standard clauses
 - Consideration satisfied by release (existing indebtedness or obligations): share purchase agreement: intra-group reorganisations (NEW)
 - Consideration satisfied by release of existing indebtedness or obligations: asset purchase agreement (NEW)
 - Consideration to be left outstanding as debt: share purchase agreement: intra-group reorganisations (NEW)
 - Consideration to be left outstanding as debt: asset purchase agreement: intra-group reorganisations (NEW)
 - Resolution (members): Approval of acquisitions, disposals and commercial agreements: intra-group reorganisations (NEW)

Execution formalities

- Practice notes
 - Execution of deeds and documents by companies incorporated under the Corporations Act 2001 (Cth)
 - Execution of deeds and documents by individuals
- Standard clauses
 - Execution block (agreement): company: by common seal
 - Execution block (agreement): company: by signature of authorised representative
 - Execution block (agreement): company: by signature of sole director who is also sole company secretary
 - Execution block (agreement): company: by signature of two directors OR one director and one company secretary
 - Execution block (agreement): individual
 - Execution block (deed OR agreement): individual: unable to read or physically unable to sign
 - Execution block (deed): company: by common seal
 - Execution block (deed): company: by signature of authorised representative
 - Execution block (deed): company: by signature of sole director who is also sole company secretary



- Execution block (deed): company: by signature of two directors OR one director and one company secretary
- Execution block (deed): individual
- Toolkit
 - A toolkit for companies executing deeds and documents

General contract and boilerplate

- Standard documents
 - Boilerplate agreement (NEW)
 - Boilerplate deed
- Standard clauses
 - Assignment
 - Counterparts
 - Default interest
 - Definitions and interpretation
 - Entire agreement
 - Exercise of rights
 - Force majeure
 - Further action
 - Governing law and jurisdiction
 - No merger
 - No reliance
 - No waiver
 - Notices
 - Relationship of the parties
 - Remedies cumulative
 - Set-off
 - Severability
 - Survival
 - Time of the essence
 - Variation