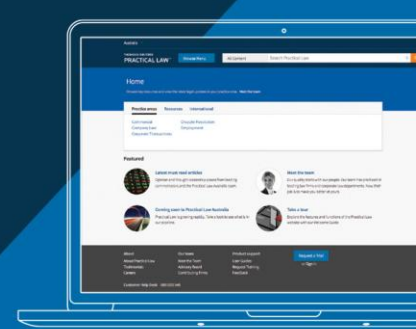


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“

Practical Law Australia's fully integrated Corporate Transactions resources are designed to assist corporate lawyers with their day-to-day workflow. Lawyers have instant access to overviews and detailed guidance on corporate law issues, along with standard documents that provide clause-by-clause commentary to assist lawyers with drafting and negotiations. Clients expect that their lawyers will get the law right as a minimum. We help you to do that faster, so that you can spend your time on the value-adds that differentiate you.

”



Tim Perry, Head of Corporate

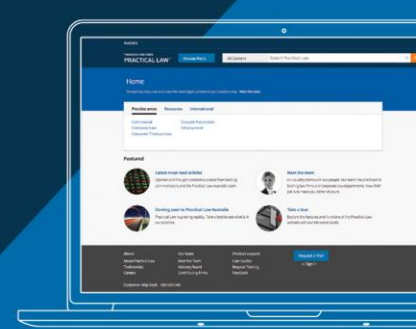
COMING SOON TO CORPORATE TRANSACTIONS

Practical Law is a dynamically evolving service. We plan to develop additional documents and resources in the following existing topic areas by 30 June 2017:

- **Share acquisitions: private**
 - New documents will cover auction processes, buyer and seller approaches to key negotiating points in private acquisitions and differences between strategic and financial buyers.
- **Asset acquisitions**
 - New documents will cover buyer and seller approaches to key negotiating points in private acquisitions.
- **Execution formalities**
 - New documents will cover electronic signatures and will include slides for a CLE training session on valid execution, remote signings and electronic signatures, and additional resources on powers of attorney.

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- **Takeovers**
 - New documents will cover differences between takeovers and schemes of arrangement, the Takeovers Panel and substantial holding notices.

The following new Corporate Transactions topics are scheduled for publication in 2017:

- **Returns of value.** This new topic will include resources to guide you through share capital reductions and share buy-backs.
- **Joint ventures.** This new topic will include practice notes and standard documents relevant to joint venture structures in Australia.
- **Equity capital markets.** This new topic will include resources on fundraising processes and requirements under the Corporations Act.
- **Private equity and venture capital.** This new topic will include resources relevant to venture capital and private equity investments.

We welcome customer feedback on the development of Practical Law Australia. Should you have comments or suggestions, please contact me at timothy.perry@tr.com.

CORPORATE TRANSACTIONS COVERAGE AS OF 1 MAY 2017

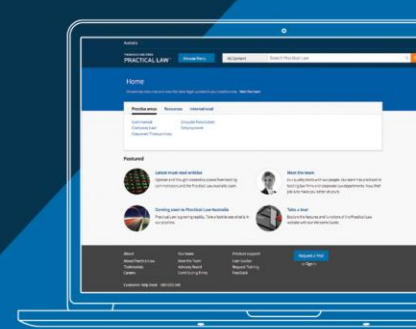
Asset acquisitions

- Practice notes
 - Asset purchases
 - Completion accounts: acquisitions
 - Disclosure letters
 - Exclusivity: acquisitions
 - Signing, exchange and completion
 - Structuring the purchase price: acquisitions
 - Warranty and indemnity insurance
 - Warranties and indemnities: acquisitions

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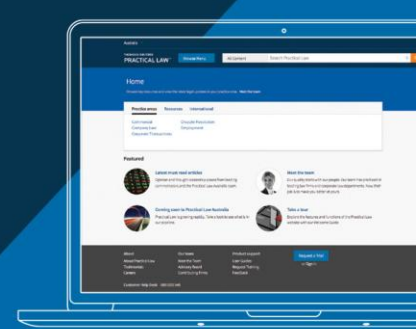


- Standard documents
 - Asset purchase agreement: simultaneous signing and completion
 - Board briefing note (skeleton): acquisition
 - Board minutes: buyer (simultaneous signing and completion): asset purchases
 - Board minutes: buyer: asset purchase (simultaneous signing and completion): intra-group reorganisations
 - Board minutes: seller (simultaneous signing and completion): asset purchases
 - Board minutes: seller: asset purchases (simultaneous signing and completion) intra-group reorganisations
 - 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)
 - 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
 - Legal due diligence report: acquisitions
 - Notice of assignment
 - Retention (warranty claims): asset purchase agreement (NEW)
 - Steps list: intra-group reorganizations
 - Template cover letter: application to the Foreign Investment Review Board (FIRB) (NEW)
- Standard clauses
 - Back-to-back warranties: asset purchase agreement
 - Completion accounts: asset adjustment: asset purchase agreement
 - Guarantee and indemnity clause: buyer's obligations: asset purchase agreement

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- Guarantee and indemnity clause: seller's obligations: asset purchase agreement
- Checklists
 - Legal due diligence checklist: asset purchases (NEW)
 - Legal due diligence questionnaire: asset purchases
- Toolkits
 - Asset acquisitions: toolkit (NEW)

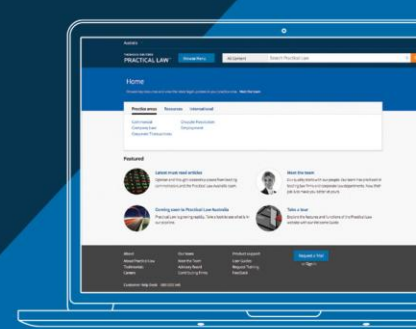
Due diligence

- Practice notes
 - Asset purchases
 - Confidentiality agreements
 - Disclosure letters
 - Due diligence: acquisitions
 - Setting up and administering a data room
 - Share purchases
 - Warranties and indemnities: acquisitions
- Standard documents
 - Confidentiality deed (mutual)
 - Confidentiality deed poll (one-way)
 - Confidentiality letter (one-way)
 - Disclosure letter: asset acquisition
 - Disclosure letter: share acquisition
 - Legal due diligence report: acquisitions
 - Online data room rules and protocols
 - Online data room terms of access
- Checklists
 - Legal due diligence questionnaire: share purchases

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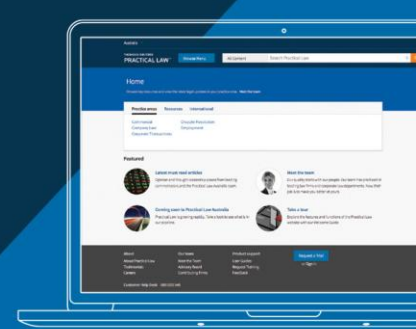
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- Legal due diligence questionnaire: asset purchases
 - Legal due diligence review template: material contracts
 - Legal due diligence review template: corporate records
 - Legal due diligence: share purchases
- Toolkits
 - Due diligence (NEW)

Reorganisations

- Practice notes
 - Contracts and finance arrangements: intra-group reorganisations
 - Intra-group reorganisations
- Standard documents
 - Deed of novation: intra-group reorganisations
 - Deed of waiver and release (existing indebtedness or obligations)
 - Loan agreement: intra-group reorganisations
 - Notice of assignment: Intra-group reorganisations
 - Notice of change of control: share purchases: intra-group reorganisations
 - Request for consent to assignment: intra-group reorganisations
 - Steps list: Intra-group reorganisations
- Standard clauses
 - Consideration satisfied by release (existing indebtedness or obligations): share purchase agreement: intra-group reorganisations
 - Consideration satisfied by release of existing indebtedness or obligations: asset purchase agreement
 - Consideration to be left outstanding as debt: share purchase agreement: intra-group reorganisations
 - Consideration to be left outstanding as debt: asset purchase agreement: intra-group reorganisations
 - Resolution (members): Approval of acquisitions, disposals and commercial agreements: intra-group reorganisations



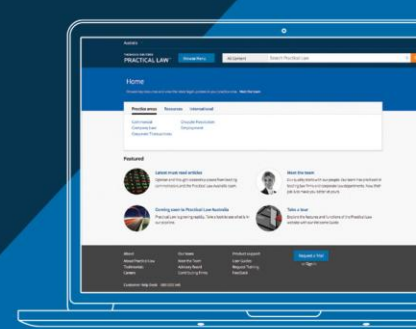
Share acquisitions: private

- Practice notes
 - ASIC class orders and legislative instruments
 - ASIC forms
 - ASIC regulatory guides
 - Completion accounts: acquisitions
 - Confidentiality agreements
 - Disclosure letters
 - Exclusivity: acquisitions
 - Financial assistance
 - Heads of agreement
 - Setting up and administering a data room
 - Share certificates
 - Share purchases
 - Share purchases: duty payable on share transfers
 - Signing, exchange and completion
 - Transfer of shares
 - Warranties and indemnities: acquisitions
 - Warranty and indemnity insurance
- Standard documents
 - Board briefing note (skeleton): acquisition
 - Board minutes of the target at completion: share purchases (simultaneous signing and completion): intra-group reorganisations
 - Board minutes: buyer (simultaneous exchange and completion): share purchases
 - Board minutes: buyer: share purchases (simultaneous signing and completion): intra-group reorganisations
 - Board minutes: seller (simultaneous exchange and completion): share purchases
 - Board minutes: seller: share purchases (simultaneous signing and completion): intra-group reorganisations
 - Board minutes: target company (completion): share purchases
 - Board minutes: transfer of shares

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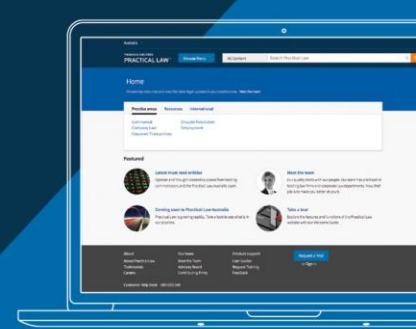


- Board resolution: buyer: allotment and issue of consideration shares
 - Call option agreement
 - Completion agenda: share purchases: simultaneous signing and completion
 - Confidentiality deed (mutual)
 - Confidentiality deed poll (one-way)
 - Confidentiality letter (one-way)
 - Deed of accession to shareholders' agreement
 - Deed of assignment
 - Deed of novation: intra-group reorganisations
 - Deed of waiver and release (existing indebtedness or obligations)
 - Escrow instruction letter: share or asset purchase
 - 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
 - Legal due diligence report: acquisitions
 - Online data room rules and protocols
 - Online data room terms of access
 - Put and call option agreement
 - Put option agreement
 - Register of members
 - Share certificate
 - Share purchase agreement: simultaneous signing and completion
 - Share transfer form
 - Skeleton board minutes: transactional
 - Steps list: intra-group reorganisations
- Standard clauses
 - Consideration satisfied by release (existing indebtedness or obligations): share purchase agreement: intra-group reorganisations
 - Guarantee and indemnity clause: buyer's obligations: share purchase agreement
 - Retention (warranty claims): share purchase agreement (NEW)
 - Standard resolution: approval of a transaction
 - Standard resolution: approval of acquisition by company's members
 - Standard resolution: approval of share issue by a company

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- Checklists
 - Acquisition checklist: share purchases
 - Approving and registering a transfer of shares
 - 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
 - Legal due diligence review template: material contracts
 - Legal due diligence: share purchases
 - Template cover letter: application to the Foreign Investment Review Board (FIRB) (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

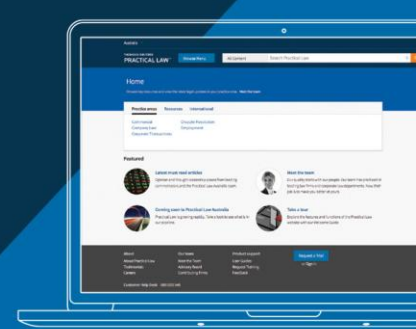
Execution formalities

- Practice notes
 - Execution of deeds and documents by companies incorporated under the Corporations Act 2001 (Cth)

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- Execution of deeds and documents by individuals
- Protocols for remote or virtual signings (NEW)

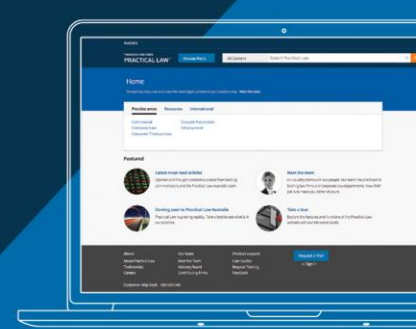
- Standard documents
 - Board minutes: authorising grant of power of attorney (NEW)
 - Board minutes: Revocation of power of attorney (NEW)
 - Deed of revocation of power of attorney (NEW)
 - Power of attorney (NSW): general or specific powers (NEW)
 - Power of attorney (ACT): general or specific powers (NEW)
 - Power of attorney (NT): general or specific powers (NEW)
 - Power of attorney (QLD): general or specific powers (NEW)
 - Power of attorney (SA): general or specific powers (NEW)
 - Power of attorney (TAS): general or specific powers (NEW)
 - Power of attorney (VIC): general or specific powers (NEW)
 - Power of attorney (WA): general or specific powers (NEW)
 - Template email for remote signings: Approach 1 (print and sign entire document) (NEW)
 - Template email for remote signings: Approach 2 (print and sign signature page only) (NEW)
 - Template email for remote signings (attaching signature pages): Approach 3 (sign signature page in advance) (NEW)
 - Template email for remote signings (authority to close): Approach 3 (sign signature page in advance) (NEW)

- 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

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- 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
- Execution block (deed): company: under power of attorney (NEW)
- Execution block (agreement): company: under power of attorney (NEW)
- Execution block (deed): individual: under power of attorney (NEW)
- Execution block (agreement): individual: under power of attorney (NEW)

- Checklists
 - Flowchart: Protocols for remote or virtual signings (NEW)

- Toolkit
 - A toolkit for companies executing deeds and documents

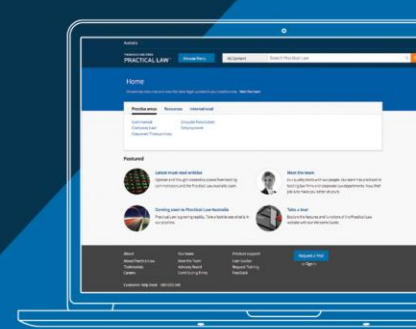
General contract and boilerplate

- Standard documents
 - Back-to-back subcontract (NEW)
 - Boilerplate agreement
 - Boilerplate deed
 - Deed of assignment (NEW)
 - Deed of novation (NEW)
 - Deed of termination of contract (NEW)
 - Deed of variation (NEW)
 - Notice of assignment (with subcontracting option) (NEW)
 - Notice of assignment: third party (NEW)
 - Notice of termination of contract for breach (NEW)
 - Notice of termination of contract for convenience (NEW)
 - Notice to remedy breach of contract (NEW)
 - Request for consent to assignment (NEW)
 - Request for consent to assignment (with subcontracting option) (NEW)
 - Response to a notice to remedy breach of contract (NEW)
 - Variation of contract (formal agreement) (NEW)
 - Variation of contract (letter agreement) (NEW)

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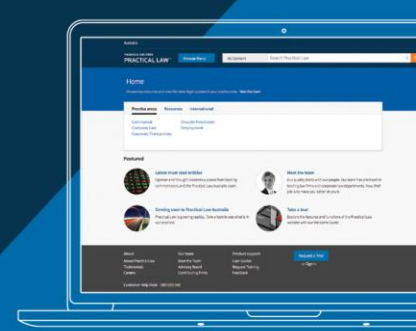
- Standard clauses
 - Assignment
 - Contra proferentem (NEW)
 - Counterparts
 - Default interest
 - Definitions and interpretation
 - Entire agreement
 - Exercise of rights
 - Force majeure
 - Further action
 - Governing law and jurisdiction
 - Indemnity (NEW)
 - Limitation and exclusion of liability in commercial contracts (NEW)
 - No merger
 - No reliance
 - No waiver
 - Notices
 - Relationship of the parties
 - Remedies cumulative
 - Set-off
 - Severability
 - Survival
 - Termination (NEW)
 - Time of the essence
 - Variation

Contract Law

- Practice notes
 - Assignment of contractual rights (NEW)
 - Contractual capacity (NEW)
 - Electronic contracts and transactions (NEW)
 - Evidence of contractual terms (NEW)
 - Express and implied terms (NEW)
 - Formation of contracts (NEW)
 - Limitation and exclusion of liability in commercial contracts (NEW)

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- Misrepresentation (NEW)
- Novation of contracts (NEW)
- Reasonable and best endeavours (NEW)
- Rescission (NEW)
- Subcontracts (NEW)
- Termination of contracts (NEW)
- Variation of contracts (NEW)