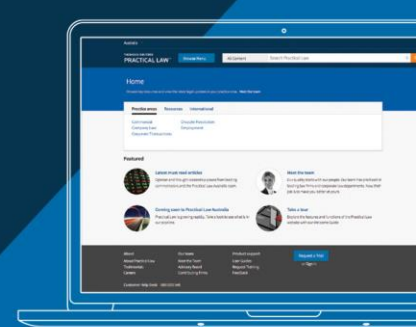


Practical Law Australia Corporate Transactions

Table of Contents



CORPORATE TRANSACTIONS COVERAGE AS OF 1 DECEMBER 2017

Asset acquisitions.....	2
Disclosure documents (NEW)	4
Due diligence.....	4
Foreign investment (NEW).....	5
Initial public offerings (NEW)	5
Joint ventures.....	5
Reorganisations.....	6
Returns of value	7
Share acquisitions: private.....	8
Takeovers	11
Execution formalities	12
General contract and boilerplate.....	13
Contract law	15

“

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.

”

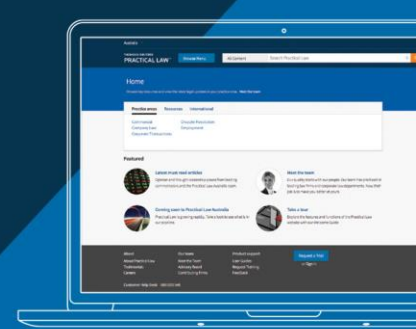


Tim Perry, Head of Corporate

Practical Law Australia

Corporate Transactions

Table of Contents



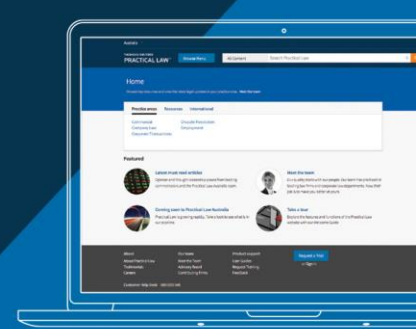
Asset acquisitions

- Practice notes
 - Asset purchases
 - Completion accounts: acquisitions
 - Confidentiality agreements
 - Disclosure letters
 - Due diligence: acquisitions
 - Exclusivity: acquisitions
 - Goods and Services Tax (GST)
 - Heads of agreement
 - Intra-group reorganisations
 - Post-completion integration: acquisitions
 - Regulation of foreign investment in Australia
 - Restraints of trade on the purchase of a business (NEW)
 - Signing, exchange and completion
 - Structuring the purchase price: acquisitions
 - Warranties and indemnities: acquisitions
 - Warranty and indemnity insurance
- Standard documents
 - Asset purchase agreement: simultaneous signing and completion
 - Board briefing note (skeleton): acquisition
 - Board minutes: authorising grant of power of attorney and execution of deed of power of attorney
 - Board minutes: buyer (simultaneous signing and completion): asset purchases
 - Board minutes: buyer: asset purchase (simultaneous signing and completion): intra-group reorganisations
 - Board minutes: revocation of power of attorney
 - 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)

Practical Law Australia

Corporate Transactions

Table of Contents



- 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
- Escrow instruction letter: share or asset purchases
- 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 (with subcontracting option)
- Request for consent to assignment (with subcontracting option)
- Steps list: intra-group reorganizations
- Subscription letter
- Template cover letter: application to the Foreign Investment Review Board (FIRB)

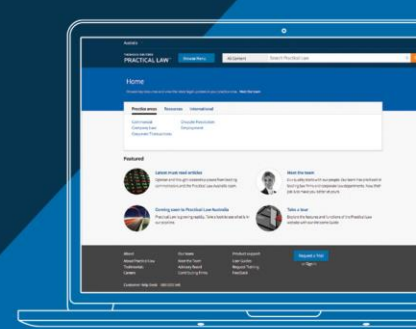
- Standard clauses
 - Back-to-back warranties: asset purchase agreement
 - Completion accounts: asset adjustment: asset purchase agreement
 - Guarantee and indemnity clause: buyer's obligations: asset purchase agreement
 - Guarantee and indemnity clause: seller's obligations: asset purchase agreement
 - Retention (warranty claims): asset purchase agreement
 - Trustee warranties and restrictions: share purchase agreements and asset purchase agreements: single seller as trustee
 - Trustee warranties and restrictions: share purchase agreements and asset purchase agreements: multiple trustee sellers (NEW)

- Checklists
 - Duty on asset acquisitions
 - Legal due diligence checklist: asset purchases
 - Legal due diligence questionnaire: asset purchases

Practical Law Australia

Corporate Transactions

Table of Contents



- Quick guide to determining whether the sale of a business between non-associated entities triggers an obligation to pay the statutory minimum redundancy payment by the old employer for transferring employees
- Toolkits
 - Asset acquisitions: toolkit
 - Restraints of trade (NEW)

Disclosure documents (NEW)

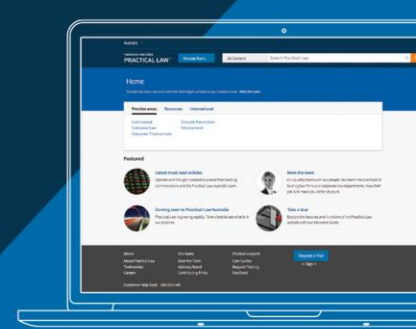
- Practice note: overview
 - Equity fundraising: disclosure requirements
 - Initial public offerings of equity securities by companies

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

Practical Law Australia Corporate Transactions

Table of Contents



- Online data room terms of access
- Checklists
 - Legal due diligence questionnaire: share purchases
 - Legal due diligence questionnaire: asset purchases
 - Legal due diligence review template: material contracts
 - Legal due diligence review template: corporate records
 - Legal due diligence: asset purchases
 - Legal due diligence: share purchases
- Toolkits
 - Due diligence

Foreign investment (NEW)

- Practice notes
 - Regulation of foreign investment in Australia
- Standard documents
 - Template cover letter: application to the Foreign Investment Review Board (FIRB)

Initial public offerings (NEW)

- Practice note: overview
 - Equity fundraising: disclosure requirements
 - Initial public offerings of equity securities by companies

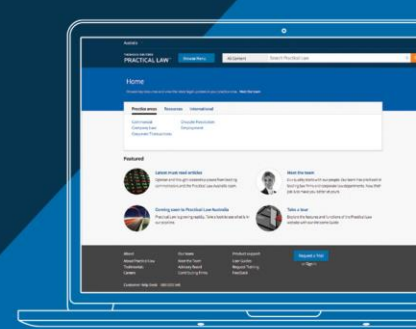
Joint ventures

- Practice note: overview

Practical Law Australia

Corporate Transactions

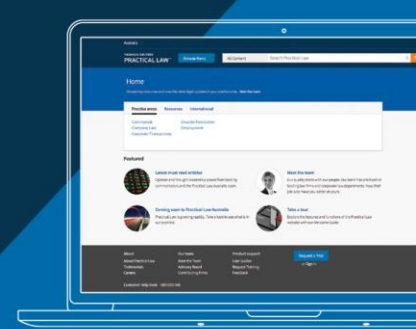
Table of Contents



- Joint ventures in Australia
- Standard documents
 - Confidentiality deed (mutual)
 - Confidentiality deed poll (one-way)
 - Deed of accession to shareholders' agreement
- Checklists
 - Shareholders' agreement for joint venture company

Reorganisations

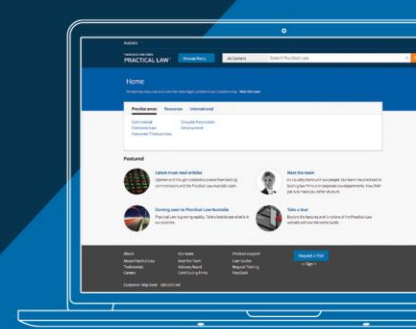
- Practice notes
 - Contracts and finance arrangements: intra-group reorganisations
 - Intra-group reorganisations
- Standard documents
 - Board minutes: buyer (simultaneous signing and completion): asset purchases
 - Board minutes: seller: asset purchases (simultaneous signing and completion): intra-group reorganisations
 - 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

Returns of value

- Practice notes
 - Dividends
 - Reductions of share capital: unlisted companies
 - Reductions of share capital: ASX-listed companies
 - Reductions of share capital: tax implications
 - Share buy-backs: ASX listed companies
 - Share buy-backs: unlisted companies
 - Share buy-backs: tax implications
- Standard documents
 - Board minutes: employee share scheme buy-back within the 10/12 limit
 - Board minutes: employee share scheme buy-back over the 10/12 limit
 - Board minutes: equal access buy-back over the 10/12 limit
 - Board minutes: equal access buy-back within the 10/12 limit
 - Board minutes: equal share capital reduction (with or without cancellation of shares)
 - Board minutes: minimum holding buy-back
 - Board minutes: on-market buy-back over the 10/12 limit
 - Board minutes: on-market buy-back within the 10/12 limit
 - Board minutes: paying an interim, final or special dividend: proprietary company
 - Board minutes: paying an interim, final or special dividend: public company
 - Board minutes: selective buy-back
 - Board minutes: selective reduction of share capital involving cancellation of shares



- Board minutes: selective reduction of share capital with no cancellation of shares
 - Minimum holding buy-back offer letter
 - Notice of general meeting: employee share scheme buy-back over the 10/12 limit
 - Notice of general meeting: equal access buy-back over the 10/12 limit
 - Notice of general meeting: equal reduction of share capital (with or without cancellation of shares)
 - Notice of general meeting: on-market buy-back over the 10/12 limit
 - Notice of general meeting: selective buy-back
 - Notice of general meeting: selective reduction of share capital involving cancellation of shares
 - Notice of general meeting: selective reduction of share capital with no cancellation of shares
 - Notice of special meeting of shareholders whose shares are to be cancelled as part of a selective reduction of share capital
- Checklists
 - Paying a dividend
 - Procedure for undertaking a selective capital reduction: ASX-listed companies
 - Procedure for undertaking an equal capital reduction: ASX-listed companies

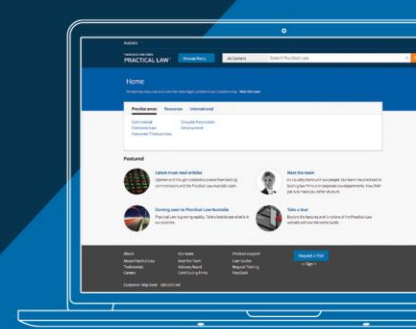
Share acquisitions: private

- Practice notes
 - ASIC class orders and legislative instruments
 - ASIC forms
 - ASIC regulatory guides
 - Completion accounts: acquisitions
 - Confidentiality agreements
 - Disclosure letters
 - Due diligence: acquisitions
 - Exclusivity: acquisitions
 - Financial assistance
 - Goods and Services Tax (GST)

Practical Law Australia

Corporate Transactions

Table of Contents



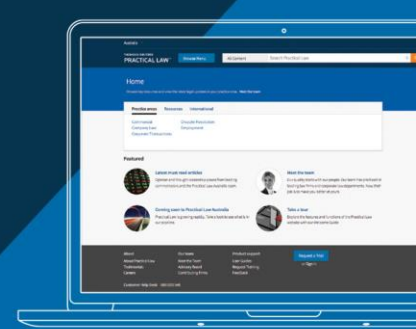
- Heads of agreement
- Intra-group reorganisations
- Post-completion integration: acquisitions
- Regulation of foreign investment in Australia
- Restraints of trade on the purchase of a business (NEW)
- Setting up and administering a data room
- Share certificates
- Share purchases
- Share purchases: duty payable on share transfers
- Signing, exchange and completion
- Structuring the purchase price: acquisitions
- 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
 - 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

Practical Law Australia

Corporate Transactions

Table of Contents



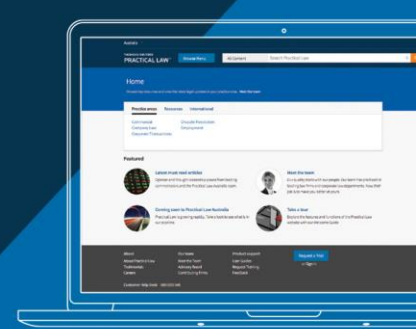
- Deed of waiver and release (existing indebtedness or obligations)
- Escrow instruction letter: share or asset purchase
- Exclusivity agreement: share and asset acquisitions (buyer friendly)
- Exclusivity agreement: share and asset acquisitions (seller friendly)
- Heads of agreement: share purchases
- 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
- Subscription letter
- Template cover letter: application to Foreign Investment Review Board (FIRB)

- Standard clauses
 - Consideration satisfied by release (existing indebtedness or obligations): share purchase agreement: intra-group reorganisations
 - Deferred consideration and set-off (including escrow account): share purchase agreement
 - Deferred consideration and set-off (no escrow account): share purchase agreement
 - Guarantee and indemnity clause: buyer's obligations: share purchase agreement
 - Guarantee and indemnity clause: seller's obligations: share purchase agreement
 - Retention (warranty claims): 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
 - Trustee warranties and restrictions: share purchase agreements and asset purchase agreements: single seller as trustee

Practical Law Australia

Corporate Transactions

Table of Contents



- Trustee warranties and restrictions: share purchase agreements and asset purchase agreements: multiple trustee sellers (NEW)
- 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
- Toolkit
 - Share acquisitions
 - Restraints of trade (NEW)

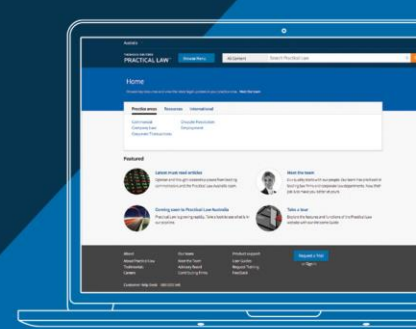
Takeovers

- Practice note: overview
 - Takeovers: takeovers regulation: overview
- Practice notes
 - Insider trading and corporate civil liability
 - Insider trading: the Chinese wall defence
 - Substantial holdings notices
 - Takeovers: associates
 - Takeovers: due diligence
 - Takeovers: exempt acquisitions
 - Takeovers: relevant interests
 - Takeovers: the prohibition on certain acquisitions of relevant interests in voting shares
 - The Takeovers Panel

Practical Law Australia

Corporate Transactions

Table of Contents



- Checklists
 - Completing a substantial holding notice
 - Takeovers: Joint Bids

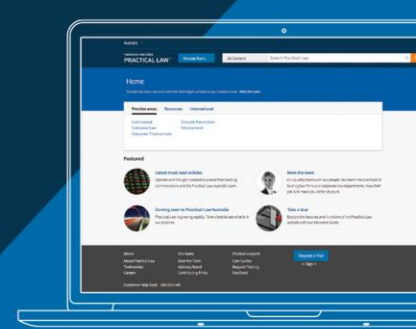
Execution formalities

- Practice notes
 - Electronic signatures
 - Execution of deeds and documents by companies incorporated under the Corporations Act 2001 (Cth)
 - Execution of deeds and documents by individuals
 - PowerPoint presentation: Valid execution of documents, remote signings and electronic signatures
 - Protocols for remote or virtual signings
- Standard documents
 - Board minutes: authorising grant of power of attorney
 - Board minutes: Revocation of power of attorney
 - Deed of revocation of power of attorney
 - Power of attorney (NSW): general or specific powers
 - Power of attorney (ACT): general or specific powers
 - Power of attorney (NT): general or specific powers
 - Power of attorney (QLD): general or specific powers
 - Power of attorney (SA): general or specific powers
 - Power of attorney (TAS): general or specific powers
 - Power of attorney (VIC): general or specific powers
 - Power of attorney (WA): general or specific powers
 - Template email for remote signings: Approach 1 (print and sign entire document)
 - Template email for remote signings: Approach 2 (print and sign signature page only)
 - Template email for remote signings (attaching signature pages): Approach 3 (sign signature page in advance)
 - Template email for remote signings (authority to close): Approach 3 (sign signature page in advance)

Practical Law Australia

Corporate Transactions

Table of Contents



- 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
 - Execution block (deed): company: under power of attorney
 - Execution block (agreement): company: under power of attorney
 - Execution block (deed): individual: under power of attorney
 - Execution block (agreement): individual: under power of attorney
- Checklists
 - Flowchart: Protocols for remote or virtual signings
 - Powers of attorney
- Toolkit
 - A toolkit for companies executing deeds and documents
 - A toolkit for powers of attorney

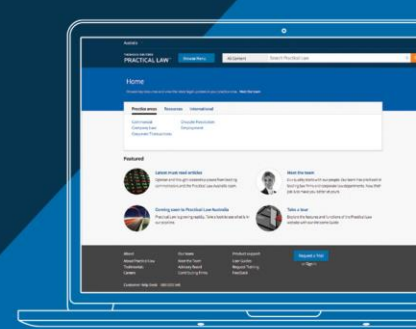
General contract and boilerplate

- Standard documents

Practical Law Australia

Corporate Transactions

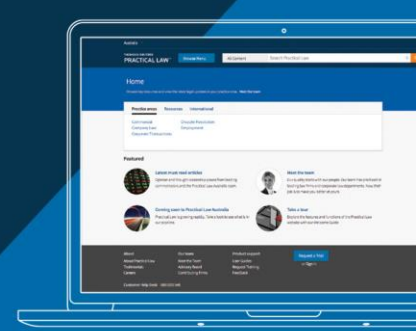
Table of Contents



- Back-to-back subcontract
 - Boilerplate agreement
 - Boilerplate deed
 - Deed of assignment
 - Deed of novation
 - Deed of termination of contract
 - Deed of variation
 - Notice of assignment (with subcontracting option)
 - Notice of assignment: third party
 - Notice of termination of contract for breach
 - Notice of termination of contract for convenience
 - Notice to remedy breach of contract
 - Request for consent to assignment
 - Request for consent to assignment (with subcontracting option)
 - Response to a notice to remedy breach of contract
 - Variation of contract (formal agreement)
 - Variation of contract (letter agreement)
- Standard clauses
 - Assignment
 - Compliance with laws and policies
 - Contra proferentem
 - Counterparts
 - Default interest
 - Definitions and interpretation
 - Entire agreement
 - Exercise of rights
 - Force majeure
 - Further action
 - Governing law and jurisdiction
 - Indemnity
 - Limitation and exclusion of liability (commercial transactions)
 - Limitation and exclusion of liability in commercial contracts
 - No merger
 - No reliance
 - No waiver
 - Notices

Practical Law Australia Corporate Transactions

Table of Contents



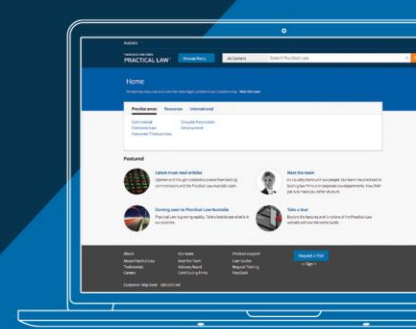
- Relationship of the parties
- Remedies cumulative
- Set-off
- Severability
- Survival
- Termination
- Time of the essence
- Variation
- Toolkits
 - Contract administration

Contract law

- Practice notes
 - Assignment of contractual rights
 - Consumer guarantees
 - Contractual capacity
 - Electronic contracts and transactions
 - Evidence of contractual terms
 - Express and implied terms
 - Formation of contracts
 - Governing law and jurisdiction clauses
 - Limitation and exclusion of liability in commercial contracts
 - Misrepresentation
 - Novation of contracts
 - Reasonable and best endeavours
 - Rescission
 - Subcontracts
 - Termination of contracts
 - Variation of contracts
- Toolkits
 - Contract administration

Practical Law Australia Corporate Transactions

Table of Contents



COMING SOON TO CORPORATE TRANSACTIONS

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

- **Share acquisitions: private**
 - New documents will cover financial assistance "whitewash" approvals, stamp duty and the differences between strategic and financial buyers.
- **Asset acquisitions**
 - New documents will cover the stamp duty implications of asset acquisition transactions.

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

- **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.