

COMMERCIAL TRANSACTIONS

CAPABILITY STATEMENT

Corporate, Business and Intellectual Property

OUR FOCUS



In today's volatile marketplace, the strength and value of a business lies in its ability to protect, exploit and ultimately transfer the assets of the business.

The protection of business assets is paramount to the growth and development of a successful business. Of equal importance is the implementation of a solid and reliable base from which such business can operate.

To successfully achieve this, the implementation of effective contracts and arrangements will secure your business assets whether those assets comprise physical product, internal structure and governance or rights such as customer and supply contracts, intellectual property and goodwill.

Our commercial team will also ensure the structure, management and control of your business provides a firm and effective platform from which your business can grow. We can review and advise on your corporate structure, develop employee participation and incentive schemes, assist in capital raising, ensure appropriate contracts exist to regulate the control and management of the business and manage the ultimate sale of the business.

Drawing on their experience in various business environments including media, entertainment, innovation, distribution, finance and manufacturing, our commercial team will identify appropriate measures to protect your business in its transactions with third parties including customers, suppliers and the public and ensure the continued growth and preservation of the business.

BUSINESS ACQUISITIONS & MERGERS

Whether you are seeking to acquire a new business, expand or re-organise your current business or sell, our commercial lawyers can provide strategic advice and document your transaction to achieve a successful and profitable outcome.

Our commercial team has substantial experience in executing M&A deals for our clients ranging from simple transactions to complex negotiations.

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We have extensive experience acting for clients across a broad range of industries including undertaking:

- business sales and acquisitions;
- joint ventures
- mergers and demergers; and
- tax effective restructures.

BUSINESS MANAGEMENT

In the conduct of your business, the development, implementation and maintenance of sound business strategies is vital. Similarly, when considering changes to your business model, whether by way of re-organisation, sale or expansion, the corporate structure and governance arrangements and the ownership of your assets may be critical to a successful transaction.

We understand the importance of these matters and our commercial lawyers are experienced in delivering strategic business advice and documentation to provide a sound and enduring basis for the conduct of your business.

We can also advise on the potentially significant benefits of conducting a re-structure of your business prior to its sale, re-organisation or expansion including due diligence procedures.

We offer a vast range of services including:

- advising on your business structure and the tax, asset protection and associated benefits of a business re-structure;
- preparing a comprehensive Constitution incorporating share classes with differing rights and entitlements, pre-emptive share transfer rights and exit & transfer provisions, preparing Partnership or Shareholders Agreements and negotiating partnership or shareholder disputes;
- advising on corporate compliance and governance issues;
- negotiating and preparing business sale agreements, conducting due diligence and advising on employee entitlements and the transfer of employee benefits;
- preparing employee incentive and participation schemes;
- advising on and assisting with proposed capital raising by rights issues, IPOs or external fundraising including private equity;
- advising on requisite disclosure procedures under the ASX listing rules and Corporations Act and preparing relevant disclosure documents; and
- advising on control and membership issues including governance and reporting requirements, directors' duties, continuous disclosure obligations and related-party benefits.

BUSINESS PROTECTION

Many intangible but valuable business assets – such as the business brand, key personnel and industry know-how – are not effectively protected nor commercialised by businesses to enable them to secure their strongest position in their marketplace.

Your business assets may include your brand, goodwill, know-how, trade secrets, key personnel, patents, confidential information and other intellectual property. These assets may have substantial value to your

business and our commercial lawyers can advise on strategies to extract and increase this value whilst maintaining appropriate protection.

We can provide protection for your business assets by implementing various measures which are designed to develop and maintain your business's inherent value. To assist in the protection of your business assets we can provide the following services:

- brand protection and maintenance including licensing and commercialisation of intellectual property;
- advising on and drafting licensing, sponsorship, distribution, supply and manufacturing agreements including advice on international aspects, tax implications, confidentiality, royalties and the commerciality of the contract;
- preparing confidentiality and non-disclosure agreements;
- enforcing and defending your rights including infringement of trade mark rights, passing off and misleading & deceptive conduct, defamation, copyright infringement, contractual breach and breaches of consumer protection laws under the Trade Practices Act;
- preparation of key personnel contracts including management and consultancy contracts incorporating restraint of trade and non-compete provisions.

BUSINESS REGULATION

Many aspects of a business are regulated by mandatory and voluntary regimes such as privacy laws, advertising regulations, internet content rules and restrictions and product disclosure information laws. Our commercial team can assist you with the various and numerous regulations which may affect your business including:

- advertising regulations governing print, television, internet, mobile and other media formats;
- labelling and packing requirements including disclosure of age-restricted content and product classifications;
- product distribution regulations including insurance, price maintenance restrictions, tax obligations on importation or exportation and product liability,
- internet and mobile content and conduct regulations including privacy laws, content restrictions, internet access and distribution of product via the internet.

BUSINESS GROWTH

The opportunity to develop your business in the increasingly complicated arena of internet, technology and communication (including mobile and digital technologies) can be a daunting task but is one that should be given careful consideration, particularly in light of the significant opportunity for the expansion of your business.

We recognise that, with the emergence of these new technologies, a myriad of new regulation has been created governing the activities of various businesses and also creating new opportunities.

To assist your business to grow and operate in this area, we can:

- provide advice and documentation to allow your business to incorporate new technologies into your business portfolio;

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- advise on both mandatory and voluntary regulation of conduct and activities in emerging technologies including internet and mobile communication; and
- enforce and defend your rights in business conducted by you or third parties on the internet and mobile communications.