



CORPORATE CAPABILITIES

OUR CORPORATE EXPERTISE

MERGERS AND ACQUISITIONS

At Moulis Legal, we quickly identify the risks associated with our clients' sectors or industries thanks to our in-depth knowledge and understanding of the market. This ensures that our client's risks are mitigated in a diligent and cost-effective manner.

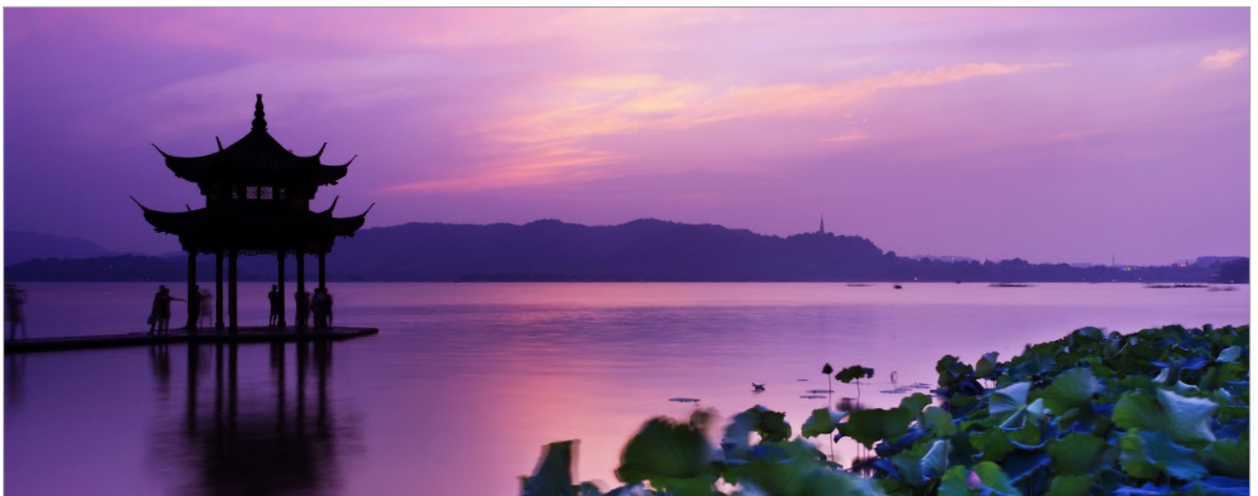
We advise clients on all stages of their transactions, from the initial offer through to execution and post-completion implementation. Our lawyers have represented public and private companies in all types of transactions, including acquisitions and disposals; restructurings; going private transactions and acquisitions and disposals of subsidiaries and divisions.

We advise on:

- corporate and transactional structuring, including incorporating buying entities and assisting with funding
- all intellectual property related matters, including due diligence of existing IP and related agreements, negotiating warranty protection, transferring IP and advising on transitional and ongoing service and licensing requirements
- regulatory matters, including data protection, privacy and bribery legislation compliance together with anti-trust and competition related approvals

- real estate matters, including due diligence on freehold and leasehold real estate, reviewing and assisting with property and lease assignments and obtaining landlord consents
- environmental issues including guidance on Australian environmental law requirements and negotiating warranty protections
- employment and superannuation, including due diligence of existing documentation, policies and practices, transferring employees, appointing new management and redundancy processes
- existing or potential disputes and appropriate warranty protection to limit future liability

We work closely and seamlessly with various local, national and international accountancy and tax advisory firms to ensure that appropriate tax and financial diligence is undertaken and each transaction is structured in the most tax efficient manner. In addition to working with our clients' existing advisors, we can also manage any international components to a transaction via our extensive relationships with advisers around the world.



JOINT VENTURES

Moulis Legal has extensive experience advising on both incorporated and unincorporated joint ventures and alliances. We draft bespoke agreements tailored to the needs of the venture and the sector in which it will operate. We guide our clients through the entire joint venture process, advising on the most appropriate structure and creating an agreement that addresses not only our clients' wishes, but common issues that arise in the relevant sector and more generally. We advise on:

- alternative types of equity structures
- funding methods during the life of the joint venture
- methods of transferring interests, including permitted transfers and drag/tag scenarios
- management structure and minority shareholder protections
- dispute resolution and exit strategies

The team at Moulis Legal have advised on joint ventures in various sectors, both nationally and internationally, including energy, resources, infrastructure, real estate, media and tech.

CAPITAL RAISINGS

Moulis Legal has extensive experience advising on the issue of all types of securities and options over securities and the risks, benefits and common pitfalls associated with raising capital. We advise on:

- ordinary and preferred share issues
- warrant, option and bond issues
- seed capital through to later stage investments

We also advise on all forms of traditional (and non-traditional) debt finance from term sheet level through to execution.

CORPORATE ADVISORY

At Moulis Legal our team regularly advises on all aspects of corporate governance and compliance, including directors' duties, compliance with data protection and privacy regulations and relevant stock-exchange rules, and investor communications. Where necessary, we also help identify where businesses may be subject to foreign regulations and coordinate international advice through our extensive relationships around the world.





ANDREW CLARK

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Andrew specialises in regulated and unregulated mergers and acquisitions, joint ventures and corporate finance.

In line with Moulis Legal's commercial+international philosophy, Andrew has extensive experience advising on corporate and commercial transactions throughout the world. Prior to joining Moulis Legal, Andrew was a partner in the London office of a leading international law firm and spent nine years advising on transactions throughout Europe, Asia and the US.

Andrew advises clients across a range of industry sectors including media and technology, natural resources, real estate, life sciences, shipping and logistics, infrastructure and financial services and is ideally situated to support clients on all aspects of corporate/commercial transactions.

Examples of Andrew's experience includes:

- advised state owned entities in Central Asia on various international joint ventures in the mining sector
- advised one of the world's largest global packaging companies, on the acquisition of a German packaging business
- advised a UK business backed by FPE Capital and Nova Capital to acquire a China based optical coating capabilities business and then the on sale of the whole group

- advised betting and gaming software provider on the acquisition of its outsourced software development operations located in Greece
- advised AIM listed SPDI on the sale of its logistics business in the Ukraine
- acted for international software company on several of its acquisitions and disposals in the UK and elsewhere in Europe
- acted on various restructurings for syndicates of international banks and financial institutions on behalf of lenders to restructure several asset loans into equity joint ventures



SHAUN CREIGHTON

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Shaun leads Moulis Legal's intellectual property and government procurement practice.

Consistent with our **commercial+international** philosophy, Shaun has assisted clients to identify, protect and commercialise their valuable intellectual property rights in Australia and internationally for over a decade.

He has acted for some of Australia's best known brands across a number of industries including information communications and technology, biotechnology, broadcasting, health, sport and wine. He has helped clients protect and commercialise their brands by securing Australian and international trade mark rights (registration and defence) and certifying trade marks and shape trade marks. He has also drafted and negotiated commercial and intellectual property rights agreements.

Shaun represents ICT companies in their B2B and B2C transactions. This includes end user licence agreements, teaming agreements such as re-seller agreements and strategic alliance arrangements, and consumer and privacy law compliance.

For start-up ventures, he is experienced in drafting founder agreements, securing IP rights in one or more jurisdictions, drafting terms of supply, and advising on regulatory compliance.

Examples of Shaun's relevant experience includes:

- advising Direct Group's participation in Globalgig Australia's mobile broadband joint venture;
- advising on Athletics Australia and IMG Sports Technology sports event joint venture;
- drafting and negotiating the joint venture between Run Fit Group Pty Ltd and the Realbuzz.com Ltd in relation to the operation of an event charity management platform
- advising on corporate structuring issues for Data Governance Australia



CHRISTOPHER HEWITT

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Christopher advises and represents Australian and international companies in relation to petroleum, energy and resources projects. This covers all project stages, from inception through to realisation, including investment, financing, exploration, commercialisation, production and trade, dispute management and disposal.

He represents both domestic and overseas companies, including investors and operators from China, South-East Asia and Africa. Christopher is particularly focused on the representation of businesses within the Australian and international downstream petroleum industry on a range of matters including sales, distribution, storage and terminaling, transport and international transactions.

Christopher also oversees advice to clients on in-bound investment, and on out-bound investment into China and elsewhere in Asia and Africa, in multiple business and industrial fields.

Examples of Christopher's relevant experience include:

- advising Bulk Fuel Australia on its acquisition of Liberty Express from Liberty Petroleum Corporation
- advising on the corporate establishment and structuring for Fuel Importers Australia and Fuel N Go
- advising on gas exploration and development joint ventures and farm-in arrangements for Australian shale, coal seam and conventional gas projects



DOROTHY TERWIEL

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Dorothy Terwiel assists clients to identify complexities that are difficult to detect in information technology and procurement transactions. She then helps them manage their risks and achieve an agreeable solution.

She advises clients in the ICT, government and quasi-government sectors on a range of issues including appropriate strategies to mitigate risks and manage disputes, intellectual property licenses and complex goods and services agreements. An experienced secondee to Commonwealth government departments, Dorothy has a deep understanding of how they operate. Her collegial approach is highly valued and has enabled her to manage their legal and commercial risk in procurement and outsourcing projects of significant value and risk.



BENJAMIN DUFF

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Benjamin Duff is a graduate lawyer based in our Canberra office and is currently completing a Graduate Diploma in Legal Practice at Australian National University.

Benjamin began working at Moulis Legal as a paralegal, and his drive and willingness to assist in all aspects of client work – from researching to drafting contracts and assisting in providing advice – has proven invaluable to our Partners and Clients alike. As a graduate lawyer, Benjamin works primarily with our corporate, intellectual property and property teams, and regularly assists in M&A transactions, IP reviews and registrations and startup documentation.



moulislegal

We are Australia-based commercial + international legal advisors. We are client-centric, fully committed, focused on success, and service-driven.

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