

Registration Form / Tax Invoice

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Mergers and Acquisitions

Thursday 18 June 2009

8.45am – 1.00pm

Grace Hotel, 77 York Street, Sydney

Course cost includes tuition, materials and refreshments \$352

I cannot attend but please provide the papers \$165

Total Price includes GST **Total \$**

Payment Options

I enclose a cheque payable to "CLE, UNSW",

or Payment by credit card Mastercard Visa

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Please return this registration form with your payment to:

**CLE,
Faculty of Law,
UNSW, Sydney
NSW 2052.**

Tel: (02) 9385 2267 or (02) 9385 2195

Fax: (02) 9385 1155 or (02) 9385 1778

Email: cle@unsw.edu.au

Website: www.cle.unsw.edu.au

Programme Variation: The Director of CLE retains the right to vary the programme to deal with unforeseen circumstances. This includes cancelling or re-scheduling a programme and changing speakers or content if occasion obliges us to do so.

Cancellation Policy: Cancellations will be accepted up to two weeks prior to the commencement of the course. Withdrawal after this time and before the commencement of the course will result in a cancellation charge of \$100. Cancellations after the commencement of the course will not be eligible for a refund.

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THE UNIVERSITY OF
NEW SOUTH WALES

FACULTY OF LAW
CONTINUING LEGAL EDUCATION

Mergers and Acquisitions

Thursday 18 June 2009

8.45am – 1.00pm

Grace Hotel,
77 York Street, Sydney

www.cle.unsw.edu.au

Audience

- Merger and Acquisition professionals
- Solicitors in general practice
- Commercial Law solicitors
- Corporate counsel
- Finance Industry professionals
- Venture capital specialists

Objective

This seminar will explore the recent developments in corporation acquisitions. We will discuss strategies used to takeover expand or restructure a corporate entity. We will examine the work of the Takeovers Panel and its unique role in corporate regulation. The current economic conditions place new expectations on transactions and present challenges for both regulators and advisers.

CLE/CPD Points: Four (4)

About CLE/CPD

The CLE/CPD programme is an important link between the Law School at UNSW and the professional community. The programme consists of a series of quality short courses assisting lawyers, accountants, financial planners, executives and other professionals whose work demands up-to-date knowledge of, and skills in, the relevant areas.

Mergers and Acquisitions

Thursday 18 June 2009

8.45am Introduction and Welcome

Chair: **Guy ALEXANDER**, Partner,
Allens Arthur Robinson
Introductory Commentary
Hon Justice R. AUSTIN,
Supreme Court of New South Wales

9.25am

Topic 1: Regulatory Enforcement Action in the Global Financial Crisis – Risks for the Director

Speaker: **Meredith PAYNTER**, Partner,
Mallesons Stephen Jaques

- General Risks
- Class actions
- Civil actions

10.15am

Topic 2: The role of Boards in uncertain times

Speaker: **Leon PASTERNAK**, Partner, Freehills
Analysis of recent Regulatory changes on deal evaluation and risk management in M&A transactions:

- dealing with conditions precedent including FIRB and ACCC
- disclosure obligations and price sensitive information recent prosecutions and ASIC views on disclosure
- role of advisor or GC in providing commercial assessment of key legal issues
- funding and banking covenants
- when does a bid/ offer become a MBO
- when do Board members, independent directors or NEDs need independent advice
- role of experts and independence

11.05am Morning Tea

11.15am

Topic 3: Deal certainty – when does it become unacceptable

Speaker: **Karen EVANS-CULLEN**, Partner, Clayton Utz

- Review of recent developments in relation to pre-bid arrangements and the Panel's views on such arrangements.
- Reverse takeovers: review of recent Panel decisions on reverse takeovers and their effect on an auction for control of the bidder.
- Discussion of emerging Panel policy in relation to other transaction structures aimed at delivering deal certainty.

12.10pm

Topic 4: Joint Ventures

Speaker: **Byron KOSTER**, Partner,
Corrs Chambers Westgarth

- The Vodafone and Hutchison joint venture in the context of the Australian telco market place
- Other recent joint venture transactions involving listed entities.
- Key issues to consider in joint venture transactions involving listed entities, including shareholder approvals needed.
- Whether joint venture transactions without shareholder approval amount to getting control through the "back door".
- Break fees in the Vodafone and Hutchison joint venture.

12.55-1.00pm Q&A and Close

For more information visit our website: www.cle.unsw.edu.au