

An aerial photograph of a dam. The dam's spillway is a large, V-shaped structure made of concrete, with a pool of greenish water behind it. The water is turbulent and white with foam as it flows over the spillway. A person is visible in the pool of green water. The background shows a rocky, forested hillside.

**reidlaw.**

**Corporate and Commercial Law**

**Capability Statement**

April 2024



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## Introduction

Reidlaw is a story 25 years in the making – a journey from private practice to big law and back again.

Founded on trusted relationships and staffed by a team of highly experienced lawyers who “get the whole picture”, Reidlaw has a reputation for providing the highest quality - and results driven - legal services to corporate and private clients, both in Australia and internationally.

A small firm that builds strong relationships with our clients, Reidlaw prides itself on our ability to work with our clients, understand their businesses and align with our client’s advisors to achieve the best outcomes. We excel in the complex areas of corporate and commercial law typically dominated by national and international firms, whilst retaining a down to earth approach that focuses on practical solutions.

Our clients come to Reidlaw – and stay with Reidlaw – for our ability to connect with people and communicate with them about complex legal issues whilst cutting through the legalese that often unnecessarily gets in the way. After all, superior strategic advice is ineffective if it is buried in the minutiae.

With a small team, the ability of Reidlaw to “punch above its weight” reflects its players – our highly experienced staff – and our team first ethos.

Our lawyers are uniquely qualified to understand our client’s business and the complex corporate and commercial issues our clients face. As you will see in this capability statement, our small team of corporate and commercial lawyers includes:

- significant experience in both national and international law firms;
- two qualified Accountants;
- expertise in national and international sports administration; and
- substantial real world business experience outside of the legal and accounting fields.

With this skill set, Reidlaw is uniquely equipped to help you with whatever legal issues your business faces. Whether in relation to mergers and acquisitions, capital raising, internal governance, corporate restructuring, insolvency, succession planning, contracting, asset protection, or general corporate advisory, Reidlaw prides itself on being the “go-to” trusted advisor.

Reidlaw will work proactively with you and your advisors to ensure the best possible outcome, and – importantly – we have the capabilities to do so. This is what sets us apart from other law firms in the corporate and commercial space.

We look forward to the opportunity to meet with you and plan to work with you and your team.

If you require any more details or have any questions, please don’t hesitate to contact me directly.



**David Reid**  
Principal  
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## Corporate and commercial capabilities

We bring together legal and industry expertise to provide real world solutions to your business.

It is one thing for a firm to say that it has experience in corporate and commercial law; it is another to invest in the people and expertise required to successfully have a corporate and commercial practice acting for clients locally, nationally, and internationally, across a wide range of industries.

*Who do we act for?*

Our clients include businesses and high net-worth individuals involved in the accounting, financial planning and wealth management, construction, manufacturing, mining, environmental planning, engineering, technology, hospitality, retail, medical, and veterinary as well as fashion industries.

*How do we do this?*

At Reidlaw, we understand that success is all about teamwork and having the right people around you.

This means that we:

- we listen to you and focus on what your business needs are;
- then, we work with your team of trusted advisors, including your accountant, your bankers, and your financial planner, to understand the key commercial components behind your legal needs; and
- our team of dedicated commercial lawyers (two of whom are also accountants) and a handpicked support team use their expertise to deliver real-world practical solutions for the best possible outcomes.

*What do we do?*

As a trusted advisor to our clients, and the “go-to” for many accountants and financial planners when it comes to complex corporate and commercial law issues, we have a broad range of experience in matters including:

- mergers and acquisitions, including share sales, business sales, and other transactions, as well as due diligence;
- advising on Australian aspects of international transactions, including venture capital funding;
- internal corporate advice, including shareholders and unitholders agreements;
- business structuring and restructuring, including advising start-ups and preparing businesses for sale;
- succession planning, including preparing succession deeds and structuring buy-outs;
- advising in relation to commercial contracts, including service agreements and international supply agreements;
- capital and equity raisings; and
- commercial dispute resolution.

*Please see the recent experience of Reidlaw and the specific bios of our team members in the following pages for more detail regarding our corporate and commercial capabilities.*

## Recent experience

Our capabilities are reflected in our achievements.

Listed below are a few of the recent matters we have acted in to provide you with insight into our capabilities.

### Mergers and acquisitions

In addition to the significant number of transactions we have undertaken in the accounting, wealth management and financial planning, mining, veterinary, health, recruitment, hospitality, and many other industries, below are a number of other more substantial transactions that we have acted in recently:

- the sale of an Australian information technology and services company to an Asia-Pacific located multinational (EV \$60 million);
- the merger of two of the Hunter region's largest accounting practices, creating a practice with 140 staff and 12 partners;
- the sale of an Australian-based global mining equipment parts supplier to a NASDAQ-listed heavy equipment contractor (EV \$30 million);
- the sale of a premium Australian female fashion label to a NASDAQ-listed lifestyle and leisure group (EV \$400 million);
- the purchase by an ASX listed entity of a foundation food supply business over multi-Australian sites (circa \$300 million);
- the sale of a Sydney-based underground electrical infrastructure company to an ASX-listed construction materials, equipment, and services provider (EV \$70 million);
- the sale of a Hunter Valley-based mining equipment engineering company to an ASX-listed diversified investment company (EV \$30 million);
- the purchase of an Australian-based maritime logistics group by a United Kingdom maritime logistics company;
- the sale and partial rollover of an Australian-based magnetic technologies manufacturer to an American-based venture capital firm;
- the joint venture between an American-based burial technology company and an ASX-listed funeral services provider; and
- the sale and partial rollover of a large Sydney-based recruitment and HR agency by an Australian-based private equity aggregator.

### Capital raising

We regularly assist our clients with a range of fundraising activities, including:

- conducting a series capital raises for an Australian-based drone technology company with both domestic and international sophisticated investors (EV \$25 million);
- conducting a Series A capital raise for an Australian biotechnology company (EV \$15 million);
- fundraising for Managed Investment Schemes in the hospitality, veterinary and equine industries;
- advising an Australian biotechnology company on a potential listing on the ASX, including pre-listing internal restructuring; and
- advising an Australian non-bank lender on a potential listing on the ASX, including due diligence and pre-listing internal restructuring.

## Corporate advisory

We are the trusted advisor for our clients on all things corporate and commercial, with our counsel being sought on a range of issues that affect our clients' businesses, including:

- advising an Australian-based technology company on contractual arrangements in multiple domestic and international jurisdictions, including liaising with domestic counsel in foreign jurisdictions;
- advising a national veterinary hospital operator in relation to the acquisition and development of veterinary hospital sites;
- acting for a national equine veterinary practice in relation to a significant redevelopment of its facilities, including the relevant private equity funding;
- preparing a bespoke "blueprint" of internal structure documents for a significant property development group in Sydney focusing on asset protection, tax, and GST efficiency, including a current aged care development project worth approximately \$300 million;
- sitting on the advisory boards for a national manufacturing company and a national equine veterinary practice - providing strategic guidance to the directors in relation to expansion and business practices;
- assisting a significant providore group in structuring internal relations between multiple stakeholder families, and restructuring a chain of regional supermarkets;
- advising a national change management company on the terms and conditions of a long-term supply contract to an ASX-listed company;
- advising Australian and foreign companies regarding cross border supply contracts and internal governance issues; and
- advising a global alcohol manufacturer in relation to its distribution arrangements in Australia, including advising on Australian excise rules relating to "alcopops", and assisting with the ATO Private Ruling regarding excise application.
- Advising and drafting corporate governance documents for NDIS service providers to comply with legislative requirements;
- Initiation of multiple not-for profit entities with ACNC and DGR status.

## Internal governance and succession

We regularly advise clients and prepare documents in relation to both the internal governance of their businesses and their succession plans. This includes drafting Shareholder Agreements, and assisting our clients with succession planning, such as:

- advising a significant risk management company on its staged buy-out by a global investment management firm, including managing investor relations between the departing and incoming investors, as well as the subsequent re-acquisition of the company by its management;
- preparing succession planning documents for an Australian property developer with a current project pipeline in Australia and the United Kingdom exceeding \$3 billion;
- assisting an Australia-based resource company with an internal restructure to assist with future expansion;
- preparing the Shareholders Agreement and Employee Share Plan for a national environmental consultancy group;
- preparing the generational succession plan for one of Australia's most significant prefabricated infrastructure manufacturers;
- implementing the internal governance documents for a national equine veterinary group, including employee minority shareholders;
- preparing Buy/ Sell Agreements for a range of clients across the accounting, financial planning and wealth management industries,

including insurance funded trust arrangements; and

- assisting a UK-based engineering company with its Australian expansion, including the internal corporate structure of the Australian-based entity, and the internal governance between the local and international shareholders.

## Main Players in our corporate and commercial team

Our success is all about teamwork and having the right people around to get the result.



### David Reid

Principal

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David is a lawyer, accountant, and sports administrator with more than 25 years' experience advising on mergers, restructures, incorporations, partnerships, trusts, joint ventures, commercial contracting, and funds management.

David's skills and experience in multi-disciplines enable him to provide clients with highly commercial and practical advice that also considers the financial and tax implications. He has been nominated by his peers for Best Lawyer in Mergers and Acquisitions <https://www.bestlawyers.com/lawyers/david-reid/223587>

David's clients are mostly based in Australia although many are now spread across the globe. By embracing technology and the new way of working remotely he continues to maintain these close working relationships despite the location or time zone.

He represents clients with businesses in large to medium-sized enterprises in the property, development, construction, health care, mining, and professional services sectors, to name a few. Clients value his strong service ethic, and his ability to cut through to the issues that are most significant to getting their projects over the line.

David also does a significant amount of private client work for high- net-worth individuals, many of whom are Directors or "C"- level employees of these enterprises.

David's role as a sports administrator includes serving on various boards and is currently the Vice of FIBA (International Basketball Federation) as well as being the President of FIBA Oceania. David was the Chair of the Local Organising Committee for the FIBA Women's World Cup in Basketball held in Sydney in 2022.



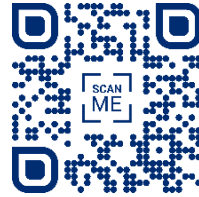


## Jonathon Vitnell

Senior Associate

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Jonno is David's "right hand man" in our corporate and commercial practice.

In his business life prior to becoming a lawyer, Jonno worked in senior management of a large local hotel and nightclub group. His ability to think quickly and outside the box made him a highly valued member of the group, and his counsel was often sought on both commercial and legal issues. This broad skillset and depth of experience in real world business is a unique strength that Jonno brings to David's corporate and commercial practice.

As a lawyer, Jonno prides himself on his ability to "drill into" the minutiae of a problem whilst maintaining focus on the "big picture" of what our client's are seeking to achieve in their matters. This balanced approach allows him to draft suites of sophisticated transaction documents and provide advice on complicated corporate matters which are traditionally the exclusive domain of much larger firms, but not "over-lawyer" more straightforward matters.

In addition to assisting David, Jonno increasingly acts for start-ups and other small businesses at various stages of their development, guiding clients through capital raisings, internal governance, corporate structure and asset protection and assisting with transactions as these clients expand their businesses. In addition to his legal expertise, his clients often seek his practical input with respect to issues in their businesses, including resolving disputes without litigation.

Jonno has experience providing corporate and commercial advice to clients across a broad range of industries and sectors – from veterinary and health, to environmental, accounting, finance, insurance, defence, hospitality, intellectual property, technology, construction, and fashion. This includes both domestic and cross-border mergers and acquisitions, listings and other capital raisings, corporate restructuring, internal governance, and advisory work for our Private Clients.



## Cath Antaw

### Consultant

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Like many of us at Reidlaw, Cath had another career prior to becoming a lawyer. Cath is a qualified Chartered Accountant, having practised in one of Australia's second tier accounting practices. In doing so, Cath has many commercial skills that she now applies in various legal scenarios.

Cath has also operated a number of highly successful hotels in the Newcastle inner city with her husband, which further adds to Cath's ability to apply commercial sensibilities to a complex legal problem. The term "does it pass the pub test?" resonates as an apt description of Cath's abilities to assess commercial activities that our clients require assistance with.

The accounting qualifications that Cath possesses dovetail extremely well with David's background in accounting when it comes to the instructions Reidlaw receives from various accounting practices. We are the lawyers who understand balance sheets and earn-out formulas better than most others. This is particularly the case for Cath, having experienced the period post-completion where earnouts can fall apart and end in tears.

Cath works very hard to ensure that any Seller she is acting for is across all the positives and negatives of the earnout before the Seller signs on the dotted line.

Cath has recently worked on a number of significant transactions, including a number of international matters: acting for a shareholder in a circa \$400 million roll-up of a retail operation into a US mothership; advising a Denver-based Australian corporate on the application of the terms of its Australian Shareholders Deed to the complex laws in the US (working closely with our network of US counterparts); advising on numerous liquor licensing matters; providing advice to a UK client on Foreign Investments Review Board matters; and guiding clients through the Australian Financial Services Legislation.





## Kassie McAlear

Lawyer

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Kassie is the newest addition to Reidlaw, having joined the team in 2024.

Growing up in the Northern Territory and then attending the University of Melbourne before relocating to Newcastle, Kassie's unique path to Reidlaw has given her a diverse legal skillset and an ability to communicate with clients which belies her being a newcomer to the team.

Prior to joining the Reidlaw team, Kassie worked in a range of in-house counsel roles in both the government and tertiary sectors. This experience includes in property transactions, intellectual property licencing, planning disputes and corporate compliance. She has had extensive involvement in non-for profit organisations, including volunteering for indigenous groups and local sporting organisations.

These are all skills that Kassie is bringing to her corporate and commercial practice, where she assists the team drafting transaction documents, and providing advice to clients on a broad range of matters including share sales and corporate restructures, as well as distribution agreements and unfair contract terms.

Prior to joining our team, Kassie gained experience working in 'in-house' environments across the higher education and government sectors. In each of these roles, Kassie worked closely with a large, multifaceted client, spanning various sections. These unique positions not only enabled Kassie to forge strong client relationships, but also exposed her to a diverse range of legal work.

There is a strong emphasis on property and commercial law in Kassie's practice. Her experience to date has involved negotiating and drafting legal instruments such as contracts of sale, leases, and licences, as well as major and minor construction works, services, consultancy, and maintenance agreements.

Beyond Kassie's legal drafting skills, she is very experienced in legal research and advice work – stemming from her experience in the courts and not-for-profit organisations.

## Our Approach

We focus on the right outcome for your business and you.

We have structured our firm to ensure that we can operate as a leading corporate and commercial practice, whilst being selective to maintain the high level of advice we continue to provide our Private Clients.

Principal, David Reid, will have ultimate responsibility and accountability to you. He will have overall responsibility for managing the relationship with you, including the high quality and consistency of the services provided. David will be supported by the commercial team.

We are a proactive team with a collaborative and open workplace culture. We understand that strong long-term relationships with our clients are founded on integrity, respect, honesty, and an uncompromising commitment to excellence.

We demonstrate these values by:

- developing a clear understanding of our clients' requirements.
- engaging in a professional relationship with our clients by working collaboratively with them, and fostering mutual respect.
- consistently delivering quality in our advice, excellence in service delivery, and value for money. We apply an open and transparent pricing policy.
- encouraging informal and formal feedback from our clients to facilitate transparency in and the continuous improvement of our services.

## Contact

We hope this summary provides you with enough information to take the next steps and arrange your first meeting with us.

To make your initial appointment, please contact Katherine Nolan (David Reid's Executive Assistant) to arrange a meeting, via phone, video conference or face to face.

Katherine's contact details are:

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**Mobile:** +61 448 664 760





## Client Testimonials

Don't hear it from us – hear it from those who know us best.

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*"Having worked with David for many years, I really value his ability to balance comprehensive legal knowledge with commercial realities. Our relationship has spanned projects ranging from capital issuance, shareholder deeds, loan structuring, M&A and general commercial advice. He's a great guy to have on your team and I thoroughly recommend his services."*

**Brett Woods, Computer Systems Australia**

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*"David, I'd like to thank you for the professional manner in which you & your team handle our company affairs as well as my personal affairs over the last 15 years. Your care and eye for detail is very much appreciated. We have great peace of mind knowing you are taking care of all our legal requirements. You have completed many projects for us ranging from corporate M &A advice, shareholder deeds, asset protection, general commercial advice and all of our property matters. We look forward to working with you for many years to come and we are very proud and grateful to be one of your clients."*

**Paudie Garde, Garde Services**

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*"David has been my go-to legal support for several years. During that time, he has led the advice and documentation process for two M&A transactions that both successfully completed that have involved complex trust work and shareholder agreements. In addition, he has provided general commercial advice from time to time that has involved the review of property matters and client contracts."*

**Rod Jones, Profusion Group**

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*"I have had the pleasure of working with David Reid since the inception of our business in 2004. David has advised us on a range of commercial matters from shareholder's deeds to M&A transactions and general commercial advice. David's exceptional commercial acumen, together with his pragmatic, measured counsel has been invaluable to us as we have grown our business. He is a fantastic practitioner and a wonderful human being."*

**Grant Movsowitz, T+O+M Recruitment**

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*"David has worked with me on various projects ranging from high-end corporate M&A advice, international property transactions and personal asset protection.*

*He has worked to protect my personal assets & provided fundamental business-related advice. He has shown his commitment to providing exceptional legal expertise with trust & compassion. Extremely responsive to calls, emails & texts, I always felt assured that my matters were in good hands- he really goes above & beyond.*

*Thank you, David, for your continual support, solid knowledge, attention to detail & timely advice. You are a credit to your profession & I look forward to your continual guidance."*

**Eloise Monaghan, Honey Birdette**

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*"AFRM has had a very successful ongoing commercial and personal relationship with David for more than 20 years.*

*Our business needs have changed and evolved over that time through significant growth and multiple shareholder changes, including two corporate equity partnerships. David's advice and experience in these matters has enabled the business to successfully navigate all complex business (M&A) transactions, business succession arrangements and general commercial issues."*

**Rob Vitnell, Australian Financial Risk Management**

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*"The Australian Veterinary Group has utilised the services of David Reid for over 10 years. David Reid's understanding of the entire scope of our business has been integral to our successful evolution from a traditional partnership to a corporate veterinary business. David's contribution includes advice on our merger and acquisition activity, shareholders deeds and commercial legal advice.*

*The close relationship we have with David makes him a key part of the external consultancy team we use to achieve our strategic goals."*

**Cameron Collins, Australian Veterinary Group Holdings**

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