

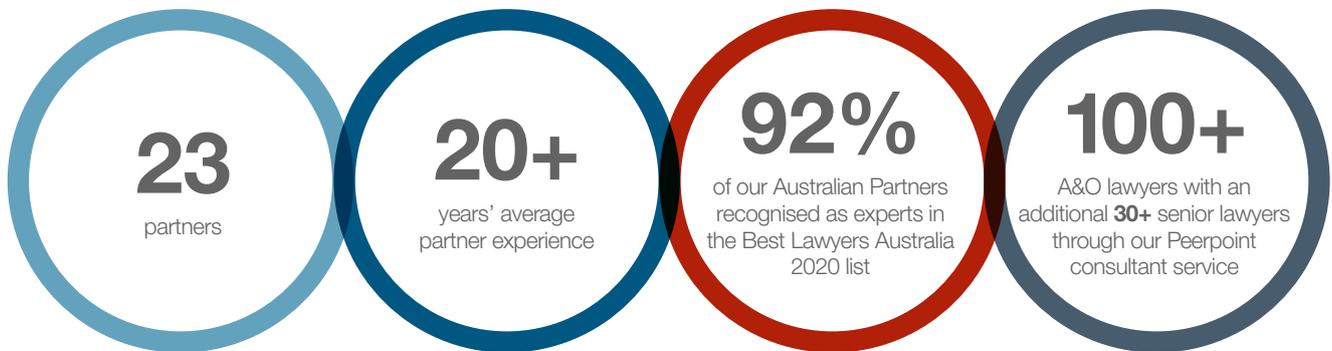
# ALLEN & OVERY

## Australia

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Asia Pacific

# A&O in Australia



At Allen & Overy, we advise on our clients most strategically important business decisions. With a track record of advising on complex, Australian and cross-border matters for market leading organisations, we are able to offer you the best of both worlds: the expertise and resources of a global elite law practice coupled with seasoned practitioners with Australian and international experience, particularly in the Asia-Pacific region. We bring you peace of mind knowing you are in safe hands.

We focus on innovative and expert legal solutions across a broad range of areas: mergers and acquisitions; private equity; capital markets; regulatory and funds; anti-trust/competition; litigation and dispute resolution; banking and finance; infrastructure and projects; energy and resources; communications, outsourcing and technology and tax.

As an extension of your team, we bring commitment, industry know-how, plus the latest legal developments in any market around the world to you.

## *Law Firm of the Year*

IJ Global Awards, 2019

## *Project Finance – Tier 1*

IFLR1000 Asia Pacific, 2020

## *Syndicated Leveraged & Acquisition Finance Law Firm of the Year*

APLMA 8th Asia Pacific Syndicated Loan Market Awards, 2019

## *Ranked Band 1 in Project Development: Mining, Australia*

IFLR1000 Asia Pacific, 2020

# Our experience

## BANKING

### FORTESCUE METALS GROUP

on a USD1.4bn term loan facility with ANZ Banking Group and Industrial and Commercial Bank of China as arrangers, ANZ Banking Group as facility agent and a syndicate of ten Chinese and other international and domestic banks, and the USD1.025m amendment and extension of a USD252m syndicated revolving facility.

### THE LENDERS

on a USD1.1bn syndicated secured revolving borrowing base facility for a Macquarie Bank to support their commodities business.

### THE LENDERS

on an AUD1.7bn syndicated facility agreement to Vodafone Hutchinson Finance.

### THE LENDERS

on a USD5.25bn revolving credit facility for BHP Group.

### QANTAS AIRWAYS

in connection with the EXIM guaranteed financing of three Boeing 787 aircraft financed by J.P. Morgan.

### CIMIC GROUP

and its subsidiaries and its joint ventures in connection with its receivables finance and supply chain finance programs with various banks and financial institutions across Australia, New Zealand, Indonesia, Singapore and Hong Kong.

*“Their global network is excellent, especially on the banking and finance and capital markets side; Allen & Overy you can get consistent quality and it’s seamless.”*

Banking & Finance, Chambers, Asia Pacific, 2019

## CORPORATE/M&A

### ASAHI

on its AUD16bn acquisition of Carlton & United Breweries, the Australian arm of Anheuser-Busch InBev.

### EG GROUP

on its AUD1.725bn acquisition of the Woolworths Petrol Business from Woolworths Group.

### PEXA-AUSTRALIA'S ONLINE PROPERTY EXCHANGE NETWORK

on its dual-track process and subsequent trade sale for AUD1.62bn.

### MACQUARIE INFRASTRUCTURE AND REAL ASSETS AND THE PUBLIC SECTOR PENSION INVESTMENT BOARD

on the AUD1.6bn acquisition of the 40 year concession to operate South Australia's Land Services Group.

### CHOW TAI FOOK ENTERPRISES

on its reported AUD4bn plus acquisition of Alinta Energy.

### GO-JEK

on its recent high profile funding and on numerous other matters including its investments by various investors and acquisitions of various target companies.

### TOTAL SA

on its 50:50 joint venture with the Adani Group in relation to certain liquefied natural gas assets in India and the establishment of a co-branded retail network of 1,500 service stations and a gas/LNG marketing business across India.

### EFG INTERNATIONAL

the global private banking group headquartered in Zurich, Switzerland on its acquisition of 51% of the issued shares in Shaw and Partners, the Australian investment and wealth management advisory firm.

*“As always, A&O's work is incredibly thorough, well planned and resourced appropriately, ensuring that the corporate always feels that ‘no stone is left unturned’.”*

M&A, IFLR1000 Asia Pacific, 2020

## DISPUTE RESOLUTION

### A GLOBAL INVESTMENT BANK

in relation to its response to the Australian Royal Commission into Misconduct in the Banking, Superannuation & Financial Services Industry.

### LANCO INFRATECH

on an AUD150m dispute concerning the proper construction of certain letters of credit and on a misleading and deceptive conduct claim in relation to the sales process for the Griffin Coal Mining. The claimed damages exceeded AUD150m.

### A NATIONAL SPORTING FEDERATION

in relation to high profile allegations of corruption within the sport's global governing body.

### A MULTINATIONAL OIL AND GAS COMPANY

on a significant dispute regarding operational and maintenance defects on an FPSO, which is to be resolved by ICC arbitration.

### RECKITT BENCKISER

in a class action brought by purchasers of RB's Nurofen Specific Pain Range Product claiming in excess of AUD100m.

*The “in-depth resources and experience” of the wider Allen & Overy organisation are also much valued, its “cross-border capabilities” in general, and the fact that it possesses lawyers who are “very experienced and knowledgeable in international arbitration” in particular receiving special emphasis.*

Dispute Resolution, Chambers Asia Pacific, 2019

## PROJECT FINANCE

### KFW, IPEX-BANK AND NAIF

in relation to a AUD134m multi tranche project financing facility to Kalium Lakes for the development of its Beyondie SOP Project, a greenfield 90ktpa Sulphate of potash mine, together with associated infrastructure, including a power plant, gas pipeline, airstrip and accommodation facility, located in the East Pilbara region of Western Australia. This was a fully secured project financing with export credit agency cover from Euler Hermes and included intercreditor arrangements with the lenders to an associated infrastructure company.

### PALISADE INVESTMENT PARTNERS

on its acquisition of the Snowtown 2 Wind Farm, one of Australia's largest wind farms, located in South Australia, from vendor Tilt Renewables for a reported total enterprise value of AUD1.07bn.

### THE FINANCIERS

to a confidential sponsor on its bid for the Suburban Roads Upgrade PPP project in Victoria (ongoing and confidential).

### FLUENCE ENERGY

on its participation in a consortium appointed to supply and install one of the first utility scale (30 MW/30 MWh), grid-connected lithium-ion batteries in Victoria, Australia. The project was developed through the Victorian Government's Energy Storage Initiative and partly funded by the Victorian Government and the Australian Renewable Energy Agency (ARENA).

### EMR CAPITAL AND ADARO CAPITAL

on the financing of the AUD1.15bn acquisition of Rio Tinto's Kestrel coal mine in Queensland, Australia. The financing included a senior facility, mezzanine facility, shareholder financing and a bridge to bond facility.

### THE FINANCIERS AND EXPORT CREDIT AGENCIES

on the funding of the USD7.2bn Roy Hill iron ore mine and port and rail project, the world's largest project financing in the mining sector.

## DCM/SECURITISATION

### ING BANK AUSTRALIA

on the establishment of its AUD7.5bn covered bond programme, and its inaugural AUD1bn issuance.

### ASPIAL CORPORATION AND WORLD CLASS LAND

on an AUD135m issuance of notes ultimately backed by receivables owing under pre-sale contracts for apartments being built by World Class Land in Melbourne. This is a first of its kind transaction in the Australian market and is indicative of the tightening availability of bank funding for Australian residential apartment development.

### PORT OF MELBOURNE

on the partial refinancing of its acquisition facilities on the USPP offering of USD1,080m and AUD335m of guaranteed senior secured notes and the establishment of an AUD3bn Secured Guaranteed EMTN/AMTN Programme and issue of AUD550m 3.90% Secured Guaranteed Notes due 2025.

### MACQUARIE LEASING

on its SMART ABS Series 2016-2 U.S. Trust transaction, the first public securitisation by an Australian issuer into the U.S. since implementation of the revised Regulation AB (Reg AB II) requirements.

### DBS KANGAROO COVERED BONDS

advising the managers as to matters of Australian law in connection with the inclusion of AUD Kangaroo covered bond issuance capabilities and various AUD trades by DBS Bank under its existing USD10bn Global Covered Bond Programme.

*High quality work and advice that was provided in a commercial and timely manner. It's great to have an Australian firm with access to the UK/EU and other jurisdictions."*

Capital markets – Structured finance and securitisation, IFLR1000 Asia Pacific, 2020

## ECM

### VIVA ENERGY

as U.S. and international counsel, on its estimated AUD3bn IPO.

### LIFE360

advising the joint lead managers on the AUD820m IPO of U.S. tech company Life360 following an earlier successful private placement to stockholders in the U.S. late in 2018.

### TRANSURBAN

the joint lead managers of Transurban's AUD4.2bn entitlement offer to partially fund the acquisition of WestConnex, the largest M&A related equity raising in Australian history.

### LATTICE ENERGY

acting as Bank of America Merrill Lynch, Macquarie and UBS' Australian and U.S. counsel on the proposed IPO and eventual trade sale of Lattice Energy.

### LINK GROUP

on its AUD883m capital raising to fund the acquisition of UK-based Capita Asset Services; and on its IPO to raise approximately AUD950m, making it the largest IPO on ASX for 2015 with a market capitalisation of AUD2.2bn.

### PILBARA MINERALS

on its partnering process to sell a minority stake in its flagship Pilgangoora Lithium-Tantalum project in the Pilbara region of Western Australia and following closure due to poor market conditions and product demand, the execution of binding terms for a lithium chemical conversion joint venture with POSCO and strategic and institutional placement to raise up to AUD111.5m to support future production.

*Equity Market Deal of the Year: Transurban equity raising*

The Australasian Law Awards, 2019

*Ranked Tier 1 Project Finance*

IFLR1000 Asia Pacific, 2019

## PRIVATE EQUITY

### EQUINIX

on its AUD1.035bn acquisition of Metronode, a leading Australian data centre operator offering whitespace and colocation data centre products.

### CHINA RESOURCES

the significant majority stakeholder in a consortium with Macquarie Capital, on the acquisition of a majority interest in GenesisCare from KKR and existing management.

### GLOBAL PRIVATE EQUITY FIRM ADVENT INTERNATIONAL AND ITS PORTFOLIO COMPANY ALLNEX

on the acquisition of chemicals company Nuplex Industries for an enterprise value of NZD1.18bn.

### EMR CAPITAL

on its acquisition of an 80% interest in the Lubambe Copper Mine in Zambia from Africa Rainbow Minerals and Vale.

### PROSTAR CAPITAL

on its acquisition of Kyungnam Energy, the largest independent, pure-play city gas distributor in Korea.

### THE SHAREHOLDERS IN JAYBRO

on the sale of the business to Champ Private Equity.

### ARDIAN'S

EUR4bn buyout fund on its acquisition of a majority stake in Study Group from Providence Equity Partners.

### ESR CAYMAN

on the establishment of its Australian and Indian real estate logistics platforms.

*“Allen & Overy is one of the best if you need a multi-jurisdictional capability”, another stressing the advantages of “seamless access to the global network”.*

Chambers Private Equity Australia, 2019

## REGULATORY AND FUNDS

### VIVA ENERGY

on the international aspects of the AUD1.5bn Viva Energy REIT listing.

### VICTORIAN FUNDS MANAGEMENT CORPORATION

on all aspects of the adoption of the Attribution Managed Investment Trust Regime in respect of 15 of their unregistered managed investment schemes.

### PARTNERS CAPITAL INVESTMENT GROUP

on its investment into the Australian litigation fund operated by IMF Bentham.

### MS&AD INSURANCE GROUP

on its AUD500m investment in Challenger as part of a long term strategic alliance.

### SUNCORP

on the appointment of a new custodian as part of a major competitive tender process. This was one of the largest custodian engagements for 2018.

### CBUS, FSS AND THE STATEPLUS FUND

on their acquisition of an interest in Otter Ports Holdings and its subsidiaries from Public Sector Pension Investment Board.

### A LARGE FOREIGN FINANCIAL INSTITUTION

in respect of its co-investment into an Australian renewable energy fund, promoted by Queensland Investment Corporation.

### WE ARE ROUTINELY ADVISING, THROUGH OUR GLOBAL NETWORK OF FOREIGN OFFICES, FOREIGN CLIENTS

on a range of financial services regulatory issues including licensing, raising capital from Australian investors (including via IPO's, rights issues etc), disclosure issues, data privacy and cross-border movement of customer information.

*Band 1 – Regulatory compliance & investigations*

Legal 500 Australia, 2019

## COMPETITION

### A LEADING DIGITAL PLATFORM AND TECHNOLOGY COMPANY

in relation to the ACCC's digital platforms inquiry.

### BHP

in the ACCC led inquiry into the Eastern Australian gas market and subsequent ACCC investigation.

### RECKITT BENCKISER

in relation to proceedings commenced by the ACCC in the Federal Court of Australia alleging contraventions of Australian Consumer Law.

### CHOW TAI FOOK ENTERPRISES AND ALINTA ENERGY

on obtaining ACCC merger clearance and FIRB approval for the acquisition of Victorian brown coal-fired power plant Loy Yang B and the Kwinana power station in Western Australia.

### TNT EXPRESS

in relation to APAC analysis and necessary merger filings for the sale of TNT to FedEx for approximately EUR5.4bn.

## TAX

### EQUINIX

on the tax elements of its AUD1.035bn acquisition of the Metronode group of companies. Metronode operates a large portfolio of data centres across Australia.

### EMR CAPITAL

and Adaro Capital on the tax elements of the financing of the acquisition of Rio Tinto's Kestrel coal mine for USD2.25bn.

### AN NYSE-LISTED COMPANY

on a significant capital gains tax dispute.

### SEVERAL FINANCIAL INSTITUTIONS

on structuring and establishing their covered bond programmes.

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FOR MORE INFORMATION, PLEASE CONTACT:

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### GLOBAL PRESENCE

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Allen & Overy is an international legal practice with approximately 5,500 people, including some 550 partners, working in over 40 offices worldwide.

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