

CURRICULUM VITAE OF JOSHUA THEUNISSEN

PROFILE

A Sydney based solicitor with major corporate transactional and commercial experience primarily in Australia (and in other jurisdictions including China) over some twenty years. Commercial and legal expertise in a wide range of corporate transactions and other commercial matters including

- mergers and acquisitions, regulated takeovers under Chapter 6 of the *Corporations Act*, capital raisings, management buy outs and joint ventures
- extensive corporations law and directors' duty advice extending to both listed and unlisted entities
- extensive advice on ASX Listing Rules
- documentation including shareholder, joint venture, service level, supply and distribution agreements, standard terms and conditions and tender documents
- commercial lease reviews, commercial lease negotiations and advice on all aspects of commercial leases and leasing arrangements
- due diligence
- specific expertise in the financial services industry, including setting up financial service businesses in Australia (funds management, market making and non-cash payment providers) and advising on licensing and ongoing compliance requirements under Chapter 7 of the *Corporations Act*.

An experienced, results driven individual with strong interpersonal skills and strong technical competencies.

CAREER TO DATE

THEUNISSEN TROLLIP PTY LTD

Principal, August 2009 to date
Sydney, New South Wales

Corporate transactions

- Advising on and managing all forms of corporate transactions, including cross-border share sale agreement and acquisition transactions in various industries, including acquisitions of tenements
- Establishing a new public company to offer shares (under an ASIC registered prospectus) to members of a financial adviser network. This required establishing a new company, drafting a complex constitution with numerous classes of shares having distinct rights, negotiating with the advisers network and preparing the prospectus
- Acting on and implementing different forms of share buy backs
- Advising on ASX Listing Rules, including on disclosure and substantial shareholder notification obligations
- Acting on takeover of unlisted public company
- Advising on shareholder requisitioned meetings for ASX listed entity
- Providing advice on convertible note issues in accordance with ASX Listing Rules
- Advising on unregulated capital raisings and excluded offers
- Acting on issue of employee share plan documentation
- Undertaking due diligence reviews on targets for transactions, and vendor due diligence

General commercial work

- Negotiating long term service and supply arrangements, including drafting relevant documentation
- Drafting service level agreements, standard terms and conditions, supply and distribution agreements and agency agreements
- Advising on and negotiating tender documents and contracts
- Advising on financing documents and financing transactions
- Drafting shareholder agreements
- Drafting executive service agreements

Financial services and regulatory

- Providing advice on licensing obligations, licence authorisations and advice generally on Chapter 7 of the *Corporations Act*
- Advising on continuing compliance obligations under Chapter 7 of the *Corporations Act*
- Corporate authorised representative arrangements, including preparation and advice on documentation

Commercial Leasing

- Reviewing and advising on complex leasing arrangements
- Negotiation of commercial lease documentation

DLA PIPER (FORMERLY PHILLIPS FOX)

Senior Associate, Corporate and Financial Services Group, March 2006 – May 2009
Sydney, New South Wales

Corporate transactions

- Advising on and managing all forms of corporate transactions, including mergers and acquisitions, regulated takeovers under Chapter 6 of the *Corporations Act*, capital raisings, management buy outs and joint ventures
- Completing complex cross border transactions including working with a variety of affiliates worldwide and advising on Australian law in the context of global transactions
- Providing advice for both listed and unlisted clients, including extensive corporations law and directors' duty advice
- Providing advice under ASX Listing Rules for listed clients
- Managing and advising on all aspects of schemes under the *Insurance Act* for portfolio transfers
- Drafting and advising on constituent documents for public and proprietary companies and not for profit entities
- Leading and managing due diligence reviews

Financial services and regulatory

- Establishing a broad range of domestic and foreign companies setting up financial service businesses in Australia (including funds management, market making and non cash payment providers)
- Obtaining financial services licences for a broad range of financial services businesses
- Providing ongoing compliance advice and advice generally on Chapter 7 of the *Corporations Act*
- Establishing managed investment schemes (both as domestic unit trusts and Cayman companies), including preparation of offering documents
- Advising on and notifying substantial shareholding interests
- Drafting investment management agreements

- Advising on disclosure requirements, including product disclosure statements, financial services guides and statements of advice
- Providing advice on marketing and advertising requirements, including website reviews, disclaimers and review of marketing material
- Reviewing finance broker regulation and credit reforms, including licence requirements

HWL EBSWORTHS (formerly EBSWORTH & EBSWORTH)

Senior Associate, Corporate and Financial Services Group, July 2000 – February 2006

Solicitor, Corporate Group, August 1998 – June 2000

Sydney, New South Wales

Corporate transactions

- Advising and acting on all types of mergers and acquisitions - acting for vendors and purchasers in a wide number of industries, including food, printing, shipping/transport, healthcare and financial services, as well as for venture capital clients
- Advising on Australian law in the context of global acquisitions including advising on ASX Listing Rules
- Drafting shareholder agreements and joint venture documentation
- Due diligence programs
- Providing advice on corporate and commercial law to participants in the general commercial and financial services industries, including advising on the *Corporations Act*, structuring, stamp duty, general taxation and other issues
- Drafting constituent documents for public and proprietary companies, including companies to be listed on ASX
- Advising on directors' duties
- Advising generally on insolvency and related issues including following administration
- Advising on takeover issues
- Advising on capital raisings

General commercial work

- Drafting service level agreements, standard terms and conditions, supply and distribution agreements and agency agreements
- Advising on and negotiated tender documents and contracts under those documents
- Advising on financing documents and acted for lenders in financing transactions

Financial services and regulatory

- Establishing a broad range of domestic and foreign companies that were setting up financial service businesses in Australia (including funds management and market making)
- Obtaining financial services licences for a broad range of financial services businesses
- Providing ongoing compliance advice and advice generally on Chapter 7 of the *Corporations Act*
- Advising on ASX Business Rules (now ASX Market Rules) and other market rules
- Drafting and reviewing contracts regulated by the ASX Business Rules (now ASX Market Rules) and other market rules

CLAYTON UTZ

Solicitor and paralegal, June 1994 – July 1998

Sydney, New South Wales and Brisbane, Queensland

Corporate transactions

- Advising and acting on all types of mergers and acquisitions
- Acting on significant capital raising and listing transactions
- Undertaking due diligence

Commercial Litigation

- Preparing matters for litigation including drafting Court documents and discovery
- Court attendance and drafting Court documents

SOME TRANSACTIONS

Astron– Sale of Chinese subsidiaries to Imerys SA

- Vendor due diligence program
- Negotiation of all transaction documents
- Execution of complex cross border transaction

Blue Line Cruises – Management Buy Out

- Management buy out of major shareholder (ACCOR) by way of selective capital reduction
- Financing transaction to fund capital reduction

Blue Line Cruises – Acquisition and subsequent sale of Ocean Spirit Cruises business

- Due diligence program
- Negotiation of all transaction documents

Cape – Regulated takeovers of PCH and Concept Hire

- Preparation and verification of bidders' statement
- Implementation and execution of off market takeover

Cuesta Coal Limited - investment by Beijing Guoli

- Preparation and negotiation of Subscription agreement
- Review of notices of meeting for shareholder approval

Greenpower Energy Ltd – shareholder requisitions

- Advising on shareholder requisitioned meetings
- Drafting explanatory memorandum for requisitioned meetings

Macquarie Leisure Trust (now Ardent Leisure) – Acquisition of health club portfolio

- Acquisition of Goodlife Health Clubs (by way of share sale) and associated due diligence and structuring advice
- Acquisition of Zest Health Clubs (by way of business sale) and associated due diligence

RIEAS Ltd – Establishment, capital raising and takeover

- Establishment of entities/structuring complex 'shadow equity' for dealer group
- Prospectus preparation and verification
- Preparation of documentation and execution of off market takeover

Stemcor Holdings Ltd– Sale of Savage River iron ore mine

- Vendor due diligence program
- Negotiation of all transaction documents
- On-sale of retained interest to Grange Resources and associated restructuring

PROFESSIONAL ACTIVITIES

- Kaplan (formerly the Securities Institute of Australia) – Marker for assignments and exams for Mergers & Acquisitions and Law & Ethics subjects
- Contributor for LawCPD online learning, paper "Directors' Duties and Good Corporate Governance"
- Presenter for the CLE Centre and the College of Law. Papers written and presented are on corporations law issues including
 - "Shareholders Rights & Remedies and Obligations of Disclosure in a Changing World"
 - "Directors' Duties and Good Corporate Governance"
 - "Capital Raising, Capital Management and the Rights of a Shareholder"

QUALIFICATIONS

Admitted as a Solicitor in New South Wales
Bachelor of Science, University of New South Wales, Sydney
Bachelor of Laws, University of New South Wales, Sydney

OTHER INTERESTS

16' skiff racing, sailing, surfing, skiing and yoga

CONTACT DETAILS

Telephone: +61 404 222 195

Email: joshua.theunissen@theunissentrollip.com

Post: Theunissen Trollip Commercial Lawyers
Level 25 Aurora Place
88 Phillip Street
Sydney NSW 2000