

EXCHANGE



CONNECT

**COLLABORATE**

Firm capability

MinterEllison  
MinterEllisonRuddWatts

# Foreword

## An unwavering commitment to global clients >

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There are a number of growth niches and value opportunities in the Australasian market for astute international investors. We work collaboratively with investors and clients globally, our strong team is well placed to support your commercial and legal requirements in relation to expanding and investing in the Australasian market."

As a top tier firm, we know that our clients expect to receive top tier advice and excellent service. This is a key pillar to the firm's purpose and our commitment remains to ensuring that your needs are met in a timely and responsive manner, that our advice is commercial, tailored and fit-for-purpose, and that we work to our client's operating rhythm.

Our global team of partners are:

- Consultative – taking the time to understand your drivers and consider your position in line with external market conditions and trends. We position you to take advantage of opportunities and mitigate risk, with consideration for your risk appetite and objectives.
- Comprehensive – offering a holistic approach taking into account industry knowledge irrespective of whether the opportunity is domestic or offshore. This broad lens means our advice is holistic in meeting your needs and preparing you for opportunities and challenges.
- Collaborative – working collaboratively with other subject matter experts, our sector experts apply their in-depth knowledge of Federal and State laws as well as the various regulatory regimes relevant to each sector to investments, acquisitions, divestments, projects, deals and disputes alike.
- Future-focused – proactively engaging with industry regulators, bodies and associations to ensure our clients are ahead of the curve and aware of changes

that may impact them. We are often engaged in policy discussions and are proud to be able to contribute to the success and sustainability of the industry.

This approach, coupled with deep industry expertise, is what truly sets MinterEllison's global team apart.

In the current global climate, there is a lot to navigate and to be excited about in terms of opportunities available to clients across a number of industry sectors. We embed our industry knowledge as part of our legal offering to offer clients tailored market leading solutions. Our team is dedicated to working with clients across the globe to tailor solutions for their business goals.

# Introducing MinterEllison

MinterEllison is a top-tier, full-service, international legal and business advisory firm. With offices in Australia, New Zealand, Asia and the UK, we are regarded as one of Asia-Pacific's leading law firms. With more than 200 partners and 900 legal staff, our teams collaborate across all geographies to provide trusted, seamlessly integrated solutions to our clients. What sets us apart is that we're driven by a strong sense of purpose: we create lasting impacts with our clients, our people and our communities.

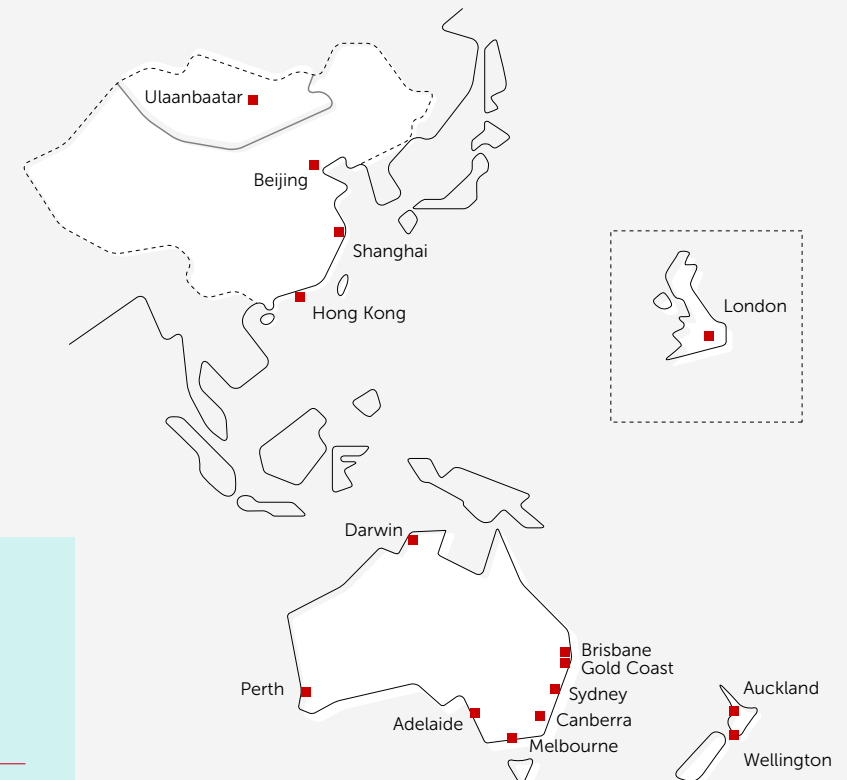
Our culture is built on the foundations of trust, integrity and fairness. But what really drives us is that we're here for the long-term wellbeing and prosperity of our

clients. We think beyond the law and offer multidisciplinary teams who each bring an industry or sector focus, providing clients with innovative and lasting solutions.

Our lawyers and consultants work across specialist areas and jurisdictions to add value – delivering our clients the benefits of their industry specific knowledge, business acumen and global experience.

We have been independently recognised amongst the world's best for our strong technical skills, as well as our ability to deliver commercially practical solutions that assist clients in achieving their business objectives.

## LOCATION OF MINTERELLISON AND ASSOCIATED FIRM OFFICES



**2,500+**

Partners, consultants and staff



**M&A Legal Adviser of the Year Award**  
MergerMarket's Business Services



**Global Executive Tax  
Mobility Form of the Year**  
ITR annual Asia Awards 2021



**Private Equity Deal of the Year**  
MergerMarkets





# Market entry into Australia

Australia's strong and growing economy, sector expertise, population growth, highly skilled workforce, strong record of economic management, stable governance and regulatory environment, as well as being a gateway into the Asian market is why Australia is an attractive and dynamic destination for foreign investment and trade.

This was evident in our [Foreign Bank Tracker Report](#) with foreign bank activity and capital flow into Australia in 2021 still growing, along with the confidence that Australia will contribute to recovery.

Entering a new regulatory environment requires guidance and support to ensure a seamless process to get up and running and effective structuring to achieve business objectives from the start. Receiving the right advice at the beginning can prevent costly mistakes and penalties.

Navigating Australia's regulatory environment and steps for market entry will be made easier with a firm that advises government and has strong relationships with regulators including the Australian Competition and Consumer Commission (ACCC), Australian Taxation Office (ATO), Australian Securities & Investments Commission (ASIC) and other government agencies.



MinterEllison brought the relevant expertise and scalable resourcing to get transactions done quickly in a very complex international group structure spanning multiple jurisdictions."

**Chambers Asia-Pacific 2021**  
International & Cross Border Capabilities Spotlight



## STEPS TO NAVIGATE >

1

### Structuring

Establishing a company or subsidiary; registering as a foreign company; acquiring a new business

2

### Tax

International tax, transfer pricing and structuring

3

### Foreign Investment Regulatory Board (FIRB)

Approval for all international investments and new business

4

### Location

Buying or leasing requirements will differ between jurisdictions

5

### Goods and services

Consumer, data and supply chain regulatory and protections

6

### Workplace relations

Operational and compliance issues



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# Market entry into New Zealand

New Zealand is an open and competitive economy with a population of around 5 million.

The country has a range of strong manufacturing and service sectors which complement a trade-oriented economy, with the agricultural, horticultural, forestry, mining, and fishing sectors all playing an important role in the export sector and employment.

Foreign investment is welcomed, and all levels of government are keen to promote business, economic development, and employment growth.

Amid global uncertainty and downstream issues, New Zealand's business environment is sound with a reasonably predictable policy environment, clear property rights, and high levels of trust and transparency provide a positive basis for sustained growth.

Our latest [Investing in New Zealand Guide](#) is a helpful summary of New Zealand's business framework. The guide provides an overview on establishing a business in New Zealand and answers some preliminary questions asked by those unfamiliar with the country's business legislation and regulations.

Navigating New Zealand's regulatory environment and steps for market entry will be made easier with a firm that advises government and has strong relationships with regulators including the Overseas Investment Office, New Zealand Commerce Commission, Inland Revenue, Financial Markets Authority and other government agencies.



**Lloyd Kavanagh**

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MinterEllisonRuddWatts are more commercial, better connected, more balanced and better at integrating into our team than others and, unlike others, they are always contactable and respond within the requisite timeframe to maintain deal momentum."

**Chambers Global 2022**

Band 1 Ranking, Corporate and Commercial



40

Lawyer rankings,  
2022 Chambers Asia Pacific



Band 1 Corporate & Commercial,  
Chambers Asia Pacific

11

Tier 1 practice area rankings,  
The Legal 500 Asia Pacific



New Zealand Deal Firm of the Year,  
Australasian Law Awards

# Our capability



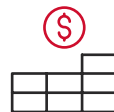
With an economy that ranks among the 20 largest in the world, the Australasian region remains an attractive and dynamic destination for investment. However, entering a new regulatory environment is difficult for new players. Our knowledge of, and reputation in, the market enables us to support you navigate this regulatory environment.

As the largest international and fully integrated service law firm in Australia and New Zealand, MinterEllison is considered the top law firm for international clients for a number of reasons including:

- Only top tier firm to be ranked No 1 in Chambers for International Trade/ WTO and ranked No 1 consecutively for 9 years
- Only top-tier law firm in Australia with a dedicated immigration practice
- Awarded Australia Transfer Pricing Firm of the Year – International Tax Review, Asia Tax Awards 2020
- Winner of Chambers Asia Pacific 2020 – Outstanding Firm for D&I – International
- Only dedicated national tax controversy team in Australia headed by former ATO Deputy Commissioner International Business
- Awarded Law Firm of the Year for 2020 – Environmental Finance Impact Awards
- Awarded by Global Competition Review – Firm of the Year – Asia Pacific, Middle East and Africa, for the past two years
- Only fully integrated patent practice in Australia and New Zealand
- Acted on some of the largest and most high-profile M&A transactions in Australasia [or Australia and New Zealand]
- Winner of M&A Legal Adviser of the Year – Merger Market 2021 Business Services awards
- New Zealand Deal Firm of the Year – Australasian Law Awards 2022, 2020
- Best provider to Financial and Insurance Services – Beaton Client Choice Awards 2022
- New Zealand Law Firm of the Year – Chambers Asia-Pacific 2020, 2017



**Cross-border  
mergers and  
acquisitions**



**Foreign  
investment and  
merger clearance**



**Consumer,  
competition law  
and regulatory**



**Disputes and  
international  
arbitration**



**Employment,  
safety and  
immigration**



**Tax**



**Intellectual  
property**



**Export and import**

# Cross-border mergers and acquisitions

## Our expertise

Our transactional specialists have experience assisting international companies entering Australia and New Zealand through mergers and acquisitions and vice versa. Our deep experience with international clients includes understanding foreign

legal, regulatory and commercial environments and we will work with you to ensure successful outcomes for growth in Australia, New Zealand and around the world.

Our integrated team comprising experts in M&A, competition, tax structuring and finance, will work efficiently with you should transaction requirements dictate.



## Relevant experience

- **Bellamy's:** Advising Bellamy's on general corporate agreements, regulatory and acquisition work, food standards and marketing in Australia and China.
- **Warrnambool Cheese and Butter Factory Company Holdings Limited (WCB):** Advised WCB in responding to competing takeover offers from Bega Cheese (hostile), Saputo (recommended) and Murray Goulburn (unsolicited). This was one of the most vigorous auctions for control in recent Australian Corporate history.
- **7-Eleven Australia:** Advised in relation to the restructure of its local operations and renegotiation of its master franchise arrangements.
- **Suntory Limited:** Japan's fourth largest beverage company, on the Australian aspects of the A\$1.2bn acquisition of Frucor Beverages Group Limited (NZ) from Danone Asia Pte Limited.
- **Patties Foods:** Advised in response to the A\$307 million takeover offer received from Pacific Equity Partners.
- **McCain Foods:** Advised McCain Foods on the acquisition of Sara Lee bakery business from Hillshire Brands (formerly Sara Lee).
- **Kraft Heinz Company:** Advised on the A\$290m acquisition of Cerebos Pacific Ltd's food and instant coffee business, including iconic brands Gavox, SAXA, Fountain and Foster Clark's.
- **Greenlit:** Advised on its strategic divestment of Best & Less, Harris Scarfe and Postie Plus, and Debenhams to Allegro Funds.
- **Endeavour:** Advised on the acquisitions of Chapel Hill Winery and Prowine.
- **Village:** Advising Village Roadshow on the proposed A\$1B take-private by Pacific Equity Partners.
- **Crown:** Advised Crown Resorts on CPH's sale of its interest to Melco Resorts & Entertainment Limited.
- **Warrnambool Cheese and Butter Factory Company Holdings Limited (WCB):** Advised WCB in responding to competing takeover offers from Bega Cheese (hostile), Saputo (recommended) and Murray Goulburn (unsolicited). This was one of the most vigorous auctions for control in recent Australian Corporate history.
- **GO Healthy New Zealand Limited:** Advising Go Healthy in Australia and New Zealand on its ongoing general commercial needs and on an NZCC investigation and prosecution for alleged misleading and deceptive claims.
- **Parmalat Australia Pty Ltd:** Advised Parmalat Australia Pty Ltd (a wholly owned subsidiary of Parmalat S.p.A., which is listed on the Italian stock exchange) and the Lactalis Group (majority shareholder in Parmalat S.p.A.) in relation to its acquisition of 100% of the Longwarry Food Park dairy business.
- **Golden Circle Limited:** Advised H.J. Heinz Company Australia Limited (and its wholly owned subsidiary Golden Circle Limited) on the sale of its interest in Langtech Citrus Pty Ltd (an incorporated joint venture between Golden Circle and Langtech International Pty Ltd); and the orange juice manufacturing plant and assets situated at Mill Park, to Langtech International.
- **Lactalis Group:** Acted for Lactalis Jindi Pty Ltd on its acquisition of the business and assets of speciality cheese manufacturer, Jindi Cheese. Lactalis Jindi Pty Ltd is part of Groupe Lactalis, the world's number 1 manufacturer of dairy products.
- Advising **Dai-ichi Life** on its agreement to purchase Partner Life with a deal value of NZD1 billion..
- Advising **Brookfield and Healthscope** on the sale of Healthscope's New Zealand \$550m plus pathology business, Asia Pacific Healthcare Group, to New Zealand Superannuation Fund and the Canadian Ontario Teachers' Pension Plan.
- Advising **Multi-Color Corporation**, a global label solutions company backed by Platinum Equity Partners, on its acquisition of Hexagon Holdings Limited, a holding company for independent New Zealand and Australian label manufacturing businesses.

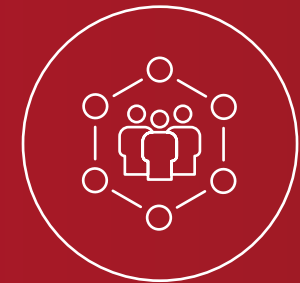
# Employment, immigration and visas

## Our expertise

As one of Australasia's largest Workplace teams, our clients will benefit from our expert practitioners across the full spectrum of employment law, with particular expertise in senior executive remuneration and employment arrangements (including restraints of trade).

MinterEllison is the only top-tier law firm in Australia with a dedicated immigration practice. We assist clients across a range of workforce mobilisation strategies including managing the operational aspects of visa applications to dealing with compliance issues. This includes advising on the

appropriate visas, assisting with the visa application process; and advising on immigration compliance for existing groups of visa-holding employees.



## Relevant experience

- **Danone Oceania:** Successfully advised on many matters including new employment contracts and separation arrangements for senior executives, including sophisticated incentive arrangements, implementation of equity arrangements, including in context of the Corporations Act, resolving complex employment situations and claims (including post-employment restraints) and successfully defending unfair dismissal claims, key strategic initiatives such as the new HR operating model, development of 'dark stores', and other strategic industrial relations matters, sensitive investigations into employment matters with potential reputational issues.
- **David Jones:** Advised on multiple employment and safety matters including reviewing David Jones' existing work health and safety governance framework and reporting to the officers of David Jones (Board members, senior executives) with recommendations to improve their WHS framework and also ensure legal compliance.
- **Optus:** Advised on all aspects of employment law, including contracts, policies, unfair dismissal and adverse action, union disputes and enterprise agreement negotiations for many years.
- **Zurich Insurance and major supermarket chain:** Acted in a number of large scale investigations about employment related matters, including allegations by employees.
- **Subway:** Provided employment, franchising and industrial relations advice.
- **Flight Centre Travel Group:** We have been engaged by Flight Centre Travel Group since 2012 to provide immigration advice and to prepare and lodge a high volume of employer sponsored visa applications on its behalf.
- **Yancoal:** We currently help Yancoal manage its immigration program and have successfully negotiated a Global Talent Employer Sponsored agreement with the Department of Home Affairs on behalf of Yancoal. This will enable Yancoal to access the TSS and ENS programs in relation to a high-level position that is not otherwise eligible for either visa scheme.
- **Arnotts' Biscuits:** Primary advisor on a wide range of employment and industrial matters including strategic advice, restructures, industrial disputes, enterprise bargaining, unfair dismissals and general employment advice.
- **Woolworths:** Successfully advised on many matters including new employment contracts and separation arrangements for senior executives, including complex incentive arrangements, implementation of equity arrangements, including in context of the Corporations Act, resolving complex employment situations and claims (including post-employment restraints) and successfully defending unfair dismissal claims, key strategic initiatives, sensitive investigations into employment matters with potential reputational issues and enterprise bargaining for Liquor and Logistics and industrial disputes, including successfully obtaining return to work orders from the Fair Work Commission for distribution centres.
- **SunRice:** Reviewing SunRice's existing WHS governance framework and making 'best practice' recommendations to improve the WHS framework and also ensure legal compliance. Presenting findings and recommendations to the officers and providing general due diligence training.
- **Macquarie Group:** Preparing a successful submission to SafeWork NSW to avoid prosecution following a major safety incident. Advising and training to Board and senior management in relation to managing WHS and HVNL issues and risks associated with agricultural assets.
- **Successfully obtaining investor visas:** Assisting a number of high net-worth individuals to obtain New Zealand residency under the Investor 1 and Investor 2 category residency visas. Most recently we have assisted high net-worth individuals from Singapore, the United Kingdom and the United States with investor visas.



# Foreign investment and merger clearance

## Our expertise

Our team has advised on matters that are topical and growing in importance including advice on implications of Foreign Trade Agreements and the impact of World Trade Organisation rules on Government purchasing preferences. We have a strong trade reputation outside of Australia and New Zealand, receiving instructions from around the world on matters with no connection to local jurisdictions.

“Centre of Excellence”: MinterEllison has established a single “Centre of Excellence” Australian Government Foreign Investment Review Board (FIRB) advisory group, a dedicated team based in Canberra (Capital of Australia) to deal with all foreign investment approvals. The group is deeply experienced with the breadth and scope of Australia’s foreign investment rules, plus managing related engagement with the ACCC and ATO. We

are also the only Australian law firm who has a staff member on secondment with FIRB.

MinterEllisonRuddWatts’ in-depth understanding of the Overseas Investment Act and strong working relationships with the Overseas Investment Office (OIO) (and other regulators) also benefit our clients investing in or entering the New Zealand market.



## Relevant experience

- **Risen Energy:** Successfully acted for the client to acquire FIRB approval in its acquisition of Merredin Solar farm, the largest solar project in Western Australia. The project has successfully completed and is under operation in August 2020.
- **China Resource Power Holding:** Successfully acted for the client to acquire FIRB approval in its proposed acquisition of Loy Yang B power station in Victoria, Australia.
- **Baosteel:** Advised the client on its joint acquisition with Aurizon of Aquila Resources and acquired FIRB approval, A\$1.4billion.
- **China State Construction Engineering:** Advised the client on its proposed acquisition of an Australian construction company and acquired FIRB approval.
- **Confidential:** Acting for a Chinese company, who is one of the largest iron ore concentrate

producers in North-eastern China and listed on the Stock Exchange of Hong Kong, on its acquisition of certain gold mines and associated assets in Western Australia from an ASX listed gold company. Our work includes legal due diligence, FIRB approval, drafting, review, negotiation and settlement of transaction documents, and completion.

- **Albemarle Corporation:** FIRB application and advice – FY17-21, US, Energy & Resources.
- **Mengniu:** Assisting in two FIRB applications, and assisting the firm’s clients more broadly having lodged over 150 applications in the last year.
- **Greenlit:** FIRB exemption certificates.
- **Ascendas:** Advised on regulatory issues at FIRB and corporate level.
- **Singtel Optus:** Advised on a range of operational FIRB requirements.

- **CapitaLand:** Advised in respect of certain FIRB matters.
- **Ascendas Real Estate Investment Trust:** Advising on its acquisition of a portfolio of 26 logistics properties located in Australia for \$1.1bn, as well as bolt on acquisitions.
- **Middle Eastern entity:** Advising on its acquisition of an equity stake in a Barangaroo project.
- **Frasers Hospitality Trust:** Advising on its IPO on the main board of the SGX ST, and proposed acquisitions of Australian hotel properties
- **Sime Darby:** Advising on its proposed reverse takeover of Saizen REIT, with a portfolio of industrial properties valued in excess of \$300m.
- **Stilmark:** Acting for Stilmark in respect of its FIRB obligations for access to telecommunications sites.
- **Sensitive sectors:** Acting in a range of onshore

and offshore acquisitions involving sensitive assets, including telecommunications and other communications systems, and consultation by FIRB with the Australian Department of Defence and the Critical Infrastructure Centre.

- **Heinz NZ/Cerebos Gregg’s:** Advising on its successful application for clearance to acquire (subject to a divestment undertaking) the food and instant coffee business of Cerebos Gregg’s Limited.

## Our expertise

We offer the only dedicated national tax controversy team in Australia – we have been further strengthened with the recent arrival of Mark Konza, former ATO Deputy Commissioner International Business. Combining the skills of lawyers, accountants and economists, our tax team provides clients with innovative tax structuring and advisory services that are independent and practical. You can be confident that the scope of our Australian and New Zealand tax service includes coverage on cross border and transfer pricing, international tax, global mobility and executive remuneration, corporate M&A/infrastructure deals and structuring, tax

disputes and litigation, stamp duty, GST and other federal and state taxes.

We are the only commercial law firm that acts for and against the Australian Taxation Office (ATO) including successfully advising the ATO on the Chevron case in 2017 which is widely recognised as one of the most significant international tax, transfer pricing and disputes related matters across the global tax landscape. As a trusted adviser of the ATO, we are able to offer our clients the significant benefit of certainty of their tax positions through our unique regulator perspective in structuring deals and businesses and in the consideration of tax issues.

Our team is known in the Asia Pacific market as technical experts in navigating complex tax landscape that has developed to present increasing challenges to corporates as they seek to minimise costs and risks – whilst achieving maximum profit levels. We focus on providing commercial advice which considers your views on risk management. We have direct experience and understanding of current and emerging tax issues and compliance concerns of the ATO and Inland Revenue in New Zealand. We can help you identify and mitigate potential tax risks, and achieve effective outcomes with any engagement.



## Relevant experience

- **ENGIE:** Advised the sellers on tax and FIRB issues in relation to their shutdown of the Hazelwood Power Station. This involved assisting the sellers with their FIRB engagement strategy with various Commonwealth agencies to manage the broader potential sensitivities associated with the shutdown, such as ongoing funding for liabilities, security of energy supply and impact on the environment and the local community.
- **Warrnambool Cheese and Butter Factory Company Holdings:** Advised on various tax matters including restructure, milk supply agreements and R&D issues.
- **Major Dairy Products Multinational:** Advised on the negotiation of a Bilateral Advance Pricing Arrangement (BAPA) on the cross border transfer pricing of agricultural products and intercompany loans.
- **Beingmate Baby and Child Food Co. Ltd:** Advised on the partnership with Fonterra Co-operative Group Limited involving Fonterra acquiring a near 20% stake in Beingmate for \$553 million and establishing a joint venture to purchase Fonterra's Darnum plant in Australia and making Beingmate Fonterra's exclusive Annum distributor in mainland China.
- **Froneri International Ltd:** Advising all tax aspects of the global ice cream giant on the acquisition of New Zealand's iconic Tip Top ice cream business from Fonterra.
- **Arrow Pharmaceuticals:** Advised on FIRB application regarding global operating structure and cross border intercompany financing, guarantee and IP arrangements.
- **Kraft-Heinz Company:** Acting for Kraft Heinz on its acquisition of Cerebos Gregg's, particularly in the provision of tax related advice; and provided GST advisory.
- **Global Pharmaceutical Company:** Provided tax controversy services in relation to a major ATO audit and risk review matter.
- **Multinational Pharmaceutical Company:** Represented the multinational under tax audit on a matter associated with transfer pricing and tax avoidance.
- **Tax due diligence and advising on the tax structuring of significant business transactions, recently including:**
  - Auckland Radiology Group on its sale of the ARG business to Infratil
  - EBOS on its acquisition of LifeHealthcare for A\$1.167 billion
  - The New Zealand Government Treasury on the NZ\$2 billion buy back of the shares in Kiwi Group Holdings Limited from New Zealand Post, the NZ Superannuation Fund and ACC
  - Tokyo-listed global insurer, Dai-ichi Life, on acquisition of Partners Life Limited, for just under NZ\$1 billion
  - Healthscope on sale of its New Zealand pathology business to the Canadian Ontario Teachers' Pension Plan and New Zealand Superannuation Fund
  - Aon New Zealand on the sale of its superannuation business to Fisher Funds

# Consumer, competition law and regulatory

## Our expertise

Our competition practice is recognised by Global Competition Review as an 'elite' Australian competition practice (11 years running). We have been nominated as GCR's Regional Firm of the Year – Asia Pacific, Middle East and Africa, for the past two years and Miranda Noble was the only Australian listed in their 40 under 40 survey.

We can assist to navigate complex regulatory complaints, investigations and enforcement action for potential competition and consumer law breaches including cartel conduct, misleading and deceptive conduct, unfair terms, country of origin, unconscionable conduct, consumer guarantees, and product safety / recalls. We can also advise on

practical day-to-day competition and consumer related issues, including reviewing marketing materials (including websites), contractual terms, labelling and refund / complaints handling, as well as specific regulatory arrangements. We will not sit on the fence with our advice.



## Relevant experience

- **Kraft Heinz, Bulla Dairy Foods, Burra, Bellamy's Organic, Fonterra, Deliveroo, Select Harvest, Heineken Asia Pacific, Pental, Specsavers, Miele, BMW, Subaru:** Advising a broad range of global and domestic clients on a cross section of Australian competition, regulatory and consumer law matters, including ACCC investigations, false & misleading representations (across packaging, promotional and advertising mediums), unconscionable conduct, consumer guarantees, product safety / recalls and unfair contract terms.
- **Bellamys:** Advising on competition, consumer and trade promotion matters.
- **Bulla Dairy Foods:** Advising on competition, consumer and food law matters.
- **Lion Dairy & Drinks:** Advising a bidder for Lion Dairy & Drinks on compliance of farmgate contracts with the Dairy Industry Code of Conduct.
- **Warrnambool Cheese and Butter:** Advising in respect of its takeover by Saputo, including representing WCB in merger authorisation proceedings.
- **Kraft Heinz Australia:** Advising on a broad range of competition, consumer and food law matters, including ACCC proceedings relating to SHREDZ packaging and Kraft Heinz's acquisition of Cerebos food and instant coffee business.
- **JBS:** Advising on the successful merger clearance for A\$1.45bn sale of Primo Smallgoods to JBS, the world's largest beef processor.
- **Coty/Proctor & Gamble:** Acted for Coty Inc on its successful application to the Commerce Commission for clearance of its acquisition of certain Proctor & Gamble beauty products businesses.
- **Merger clearances:**
  - Acting for Assa Abloy New Zealand Limited in relation to its successful application to the Commerce Commission for clearance of its proposed acquisition of NZ Fire Doors Limited.
  - Acting for LHF on its successful application for clearance to acquire Chalmers Organics Ltd.
  - Acting for Dunlop Drymix Limited in relation to its successful application to the Commerce Commission for clearance of its proposed acquisition of Drymix N.Z. Limited.
- **Commission investigations and enforcement actions:** Representing viagogo AG, provider of the world's largest secondary marketplace for event tickets, in High Court proceedings brought by the New Zealand Commerce Commission alleging various breaches of the Fair Trading Act.
- **Private actions under the Commerce Act and Fair Trading Act:** Acting for Complete Office Supplies in injunction proceedings brought against Platinum Equity LLC under the Commerce Act in relation to its proposed acquisition of OfficeMax NZ.
- **Cross-border white-collar and regulatory litigation:** Acting for a director of international shipping company Stolt-Nielsen in an unsuccessful prosecution by the USDOJ for alleged criminal cartel violations in the United States Federal Court.

# Intellectual property

## Our expertise

Our team advises on all aspects of IP management, from developing IP policies and protocols, due diligence and intellectual property audits to transfers of intellectual property, IP registers, strategies and implementation for commercial exploitation, tax effective structuring, joint ventures (incorporated and unincorporated) and strategic alliances.

Providing the only fully integrated patent practice in Australia and New Zealand, with most lawyers having technical qualifications, and a team of registered trade mark and patent attorneys most of whom are lawyers – meaning we have the skills to understand our client's environment technically, commercially and practically. Our practice is supported by

leading technology that streamlines the process of searching, registering, watching and renewing trade marks, patents and designs, and ensures the efficient management of large intellectual property portfolios.



## Relevant experience

- **E&J Gallo Winery:** Advised USA's largest family owned winery and distributor on the set up of Australian subsidiary, trade mark applications and licensing agreements for major labels.
- **Synlait Milk:** IP advisory work including worldwide brand strategy and management of its trade mark portfolio, commercial IP, licensing, brand clearance and trade mark registration. We also advised on the IP aspects of Synlait Milk Limited's acquisition of 100% shares in the New Zealand Dairy Company.
- **Heinz, BMW Australia, Pental Products, HCF, Lendlease, SingTel Optus and GlaxoSmithKline:** Advising on marketing and promotional activities including sponsorship agreements and compliance with consumer laws, especially risk mitigation for TV commercial scripts and storyboards and advertising litigation.
- **Qantas, AIG, Fairfax, Mylan, Treasury Wine Estates, Foxtel, the NRL, Universal Studios, Pearson Australia Group, Zurich and Webjet:** We have represented in trade mark or other IP disputes and enforcement matters, including in Federal Court litigation.
- **SC Johnson:** An example of large multinationals we act for. We handled its acquisition of a local NZ IP based business / product that was then rolled out internationally by SC Johnson. We also continue to advise SC Johnson and assist with brand strategy and disputes in both NZ and Australia.
- We have extensive experience in advising on branding strategies and managing trade mark portfolios for clients such as **SingTel Optus, American Express, Helloworld, Scholastic, Nestle Skin Health S.A., Giorgio Armani, Spotless Group, BetEasy (formerly CrownBet), Penguin Random House and Webjet.**
- Advised a **sovereign government** on international trade obligations concerning the protection and licensing of government controlled brands and logos.
- Advised on domestic and international legal implications for a pending trademark application where plant variety protection in a foreign jurisdiction was cited against the applicant.
- **IP and trade mark strategy:**
  - Managing Tourism Holdings Limited's international IP portfolio and strategic IP advice worldwide. Assisting with IP strategy, branding, and management of their trade mark portfolio.
  - Ongoing IP advisory work including worldwide brand strategy and management of Synlait Milk Ltd's trade mark portfolio in New Zealand, Australia and worldwide.
- **Portfolio management, and local and international trade mark registration and enforcement for international brands:** Advising numerous well known international brands in relation to local IP strategy and trade mark registration including ASOS, Anytime Fitness, Birkenstock, Univar, Sorbent, Tena, Havells, The Saul Zaentz Company, Scholastic Inc, Essity Hygiene and Health AB, and BSN Medical GmbH.
- **Advice and strategy on IP aspects of corporate transactions:** Leaders in New Zealand with over 20 years' experience handling the IP aspects of numerous M&A and other corporate transactions, including acting for multinationals buying local companies and for local businesses selling. Examples include SC Johnson's acquisition of a local NZ IP based business / product that was then rolled out internationally by SC Johnson under its Raid brand, Froneri's acquisition of Tip Top, and LIC's sale of part of its business to MSD Animal Health (a division of Merck & Co, Inc).
- **NZ Cricket signs with Amazon:** Advising on the terms of the media rights agreement with Amazon for the grant of exclusive rights to transmit and use audio visual coverage of the New Zealand Men's and New Zealand Women's International cricket matches played in New Zealand (or in any location where New Zealand is considered the home side) on multiple media platforms within India.



# Disputes and international arbitration

## Our expertise

Our litigation and dispute resolution team is an independently recognised market leader in the strategic resolution of disputes across Australia, New Zealand and internationally, enabling us to meet your needs quickly and seamlessly, and to access courts and ADR in all jurisdictions expeditiously. We are an outcome focus team, meaning we will not simply advise on the law; we will provide strategic advice aligned with your commercial objectives and the

importance of its brand. We provide advice across the full spectrum of commercial disputes including manufacturing class actions, breach of contract, contract interpretation, distribution arrangements, leasing disputes and general supply chain disputes including with customers and overseas suppliers.

We act in some of the most complex litigation in Australia and New Zealand, and have significant

experience representing clients involved in high profile litigation and investigations by regulators including the ACCC, New Zealand Commerce Commission, ASIC and other government agencies. You will benefit from our specialist expertise and experience across alternative dispute resolution processes, including arbitration (both domestic and international), expert determination, mediation and bespoke alternate dispute resolution.



## Relevant experience

- **Royal Commissions and Commissions of Inquiry:** Has expertise in acting in multiple Royal Commissions and Commissions of Inquiry including acting as solicitors assisting in Papua New Guinea investigating two transactions each of more than \$1 billion, the Royal Commission into the COVID-19 Hotel Quarantine program, the Financial Services Royal Commission, Royal Commission into Veterans Suicide, the Aged Care Royal Commission and the Disability Royal Commission.
- **Major European private investment bank:** Provided advice to senior advisors at a major European private investment bank, and directly briefed the bank's institutional investors, concerning ongoing WTO dispute resolution and how its impact on the industry sector might influence investment positions in the short, medium and long term.
- **High Court litigation brought by Commerce Commission:** Representing viagogo AG, provider of the world's largest secondary marketplace for event tickets, in High Court litigation taken by the New Zealand Commerce Commission alleging false and misleading statements and unfair contract terms.
- **GM Holden and Goodyear:** Advised GM Holden and Goodyear a range of global clients in relation to supply chain contentious matters, including defending Court proceedings relating to contractual disputes with suppliers and distributors on issues including breach and termination of agreement, regulatory restrictions, misleading and deceptive conduct claims. Advised on rationalisation of distribution networks and alternative distribution models.
- **ITL Optronics:** Acted in cross border court proceedings (Australia, England and Israel) in dispute between weapons manufacturers and Australian distributor.
- **Genova:** Acted for Genova in dispute with Australian distribution regarding multi vitamins.
- **Chinese investors:** Acted in Supreme Court joint venture disputes between Chinese investors.
- **Bellamy's Organic, Billabong, Crown Resorts, Kagara Limited, OZ Minerals, Centro, Multiplex, Telstra, and MFS Group:** Represented in shareholder class actions.
- **Food act compliance:** Acting for a manufacturer and supplier of sports supplements, nutritional and weight management products in judicial review proceedings in relation to a product recall notification by NZ Food Safety Authority for alleged breach of the Food Act 1981.
- **Australia's first criminal cartel:** Successfully defended the criminal cartel action against Citi executive Itay Tuchman - the first time criminal cartel laws were due to be considered in the context of financial markets.
- **Stanwell Corporation:** Defending Stanwell in "Australia's biggest class action" brought on behalf of Queensland electricity consumers alleging misuse of market power in the context of electricity bidding and pricing.

# Export and import

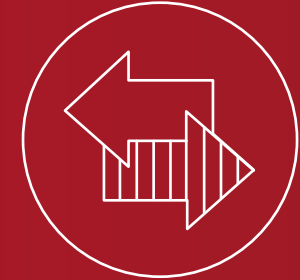
## Our expertise

MinterEllison has the leading international trade practices on both sides of the Tasman, as is recognised by Chambers, The Legal 500 and Best Lawyers in Australia and New Zealand. We provide solutions across the full spectrum and the complete lifecycle of entering an overseas market.

**Transaction specialists:** Our transactional specialists have experience assisting Australian companies doing deals overseas or vice versa. Our overseas

offices and international networks understand foreign legal, regulatory and commercial environments and will work with you to ensure successful outcomes for growth. We advise on all the rules governing the movement of goods, services and capital across the Australian and New Zealand borders. This includes market access and regulatory requirements, inwards investment, including overseas investment office approvals,

customs and excise rules and procedures, trade remedy investigations, export controls, Sanctions, anti-bribery and corruption, bilateral trade and investment agreements, negotiations and disputes, World Trade Organisation agreements, international commercial disputes resolution, including cross border litigation and international arbitration and trade policy.



## Relevant experience

- **Dole Asia Group:** Advising a number of entities on trade, customs and labelling issues. As the world's largest supplier of fresh and packaged foods and a major exporter of food products to Australia and New Zealand, Dole requires legal and commercial analysis of, and representation to the Australian Government on, trade issues as diverse as dumping investigations, labelling and rules of origin requirements.
- **A global agribusiness:** Advised on the implementation of Australia's autonomous sanctions regime, and the adaptation of their risk management and compliance system to meet the new requirements in light of their specific needs.
- **An infant formula manufacturer:** Advising on the export controls in the Animal Products Act 1999, and the "grey trade", where product is sold domestically, exported to Hong Kong, and then smuggled into China.
- **A dairy exporter:** Advising on whether a Certificate of Origin in question by Vietnam Customs complies with the ASEAN Australia New Zealand Free Trade Agreement, New Zealand law, and related policy guidance.
- **Ascendas:** Advised on regulatory issues at FIRB and corporate level in regard to the largest single industrial logistics property portfolio acquisition in Australia's history being in excess of A\$1 billion.
- **An international business software developer:** Advised on issues regarding multi-jurisdictional sanctions and export controls obligations, identifying and addressing existing risk, developing internal risk management and compliance policies for the company.
- **Schneider Electric:** Acted for Invensys on the import and export of nuclear materials. Our role included advising Invensys on domestic and international regulatory framework, laws and regulations regarding the handling, transport, import and export of nuclear material and related technology in and out of Australia.
- **Lynch Group:** Advised on the importation of fresh cut flowers and foliage from China to Australia: involved interpretation of the Biosecurity Act 2015 and the requirements and administrative processes surrounding the suspension of imports from China. Advised further in relation to the export of fresh cut flowers including the development of a regulatory report after collaboration between the Commonwealth and the importer regarding pest risk analysis and amendments of the import pathways under BICON.
- **Bulla:** Advised on the importation of a dairy based food flavour emulsion. This involved engaging with the Australian Government on importation requirements and amendments to import permits under the Biosecurity Act 2015 and liaising with foreign governments and the manufacturers to obtain relevant health certifications.
- **Fox Creek Wines and Bibere Australian Beverages Pty Ltd:** Advised on the contract negotiations for export and distribution of Australian wines in the USA.
- **Pernod Ricard:** Advised on export requirements for organic wine.
- **Regulatory advice, approvals, and investigations:** Advising clients on the regulatory requirements applicable to manufacturers, traders and retailers of various food products, forestry products, pharmaceuticals, medicines and medical devices, drones, hazardous goods, fuels, IT and radio equipment. Also advising on the regulatory requirements applicable to providers of sea, air and land transportation and freight services. Assisting clients to obtain regulatory approvals, including for an additive, a body scanner and an e-bike rental service. Also assisting clients to participate in regulatory investigations conducted by various New Zealand Government departments.
- **International treaty negotiations, interpretation, and disputes:** Advising the United Kingdom Department for International Trade on the UK-New Zealand free trade agreement negotiations and the UK's negotiations to accede to the Comprehensive and Progressive Agreement for Trans-Pacific Partnership. These ongoing appointments are for three years each and resulted from two separate competitive tender processes.
- **Acquisition of Asaleo Care by Essity:** Advising leading global hygiene and health company Essity, on the New Zealand aspects of its acquisition (via scheme of arrangement) of ASX listed Asaleo Care, valued at AUD788 million, included advising on the OIO approval process, given the significant business presence of the Asaleo Group in New Zealand.

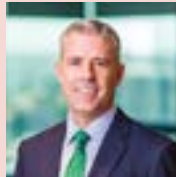
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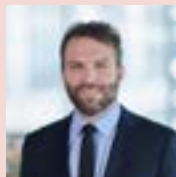
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Contact our team to find out how we can help you navigate the complexities of foreign investment and develop solutions that provide the best possible outcomes.

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