

Overview

Global companies need global expertise for either hostile or friendly take-over bids, or tender offers. During a bid, you will face your board's increased scrutiny of the decision-making process. Your corporate governance will be critical to a successful outcome. As a buyer or seller, you may need to have a special or independent committee to provide a fair assessment of the opportunity. Your shareholders will assess their investment and loyalty based on successful outcomes. Your strategic initiatives and successful implementation require critical resources provided by outside experts to value or assess the opportunity.

Each opportunity is different and we can help you through our global team of leading experts in various subject matters and industry sectors, and our relationships with external advisors and regulators.

Even if you are strictly domestic in your operations, your opportunities and shareholders are global. You need to position yourself to navigate the myriad of regulatory processes and rules. As your ally, Dentons provides the global expertise and experience to help you meet your objectives.

When you undertake a bid or are the subject of a bid, you are not just producing paper; you are constructing a better company. We know how to keep it company-friendly, even in a hostile situation. As your trusted advisor, we are by your side to help you make the best moves and achieve your desired outcome. Your success is our success.

Representative Experience

- **Capital Power Income L.P.:** Advising in connection with its acquisition of all of the outstanding partnership units of CPILP held by unitholders of Capital Power Income LP (CPILP) other than Capital Power Corporation (CPC) and the acquisition of all of the shares of CPI Investments Inc. (an entity jointly owned by EPCOR Utilities Inc. and CPC) which entity owned approximately 29% of the outstanding units of CPILP, pursuant to a plan of arrangement under the Canada Business Corporations Act. The partnership units were acquired for CA\$19.40 in cash or 1.3 Atlantic Power common shares for a purchase price of approximately CA\$1.1 billion which was satisfied by the payment of CA\$506.5 million of cash and the issuance by Atlantic Power of approximately 31.5 million common shares. In connection with the closing of the acquisition, CPILP sold its two North Carolina biomass plants to CPC for a purchase price of approximately CA\$121 million, certain CPC employees, including those working at the CPILP plants became employees of Atlantic Power and management contracts whereby subsidiaries of CPC provided management services to CPILP were cancelled.
- **HRT Participações em Petróleo S.A.:** Advising on CA\$700 million acquisition of UNX Energy Corp. by way of plan of arrangement and issuance by HRT of listed global depository shares in consideration therefor.
- **Intelcia Group / CDG Capital Private Equity:** Advising the Moroccan group specialised in call center outsourcing on the acquisition of controlling interest made up of shares representing 91.3 percent of The Marketingroup's capital, a French call center specialist listed on the Paris Alternex market. This integration will make it possible for both entities to create industrial and commercial synergies and is fully in line with the Moroccan expert's globalisation strategy. Intelcia now owns five of the Marketing group's platforms, located in Lyon, Marseille, Levallois, Dreux and Orléans, France.
- **McEwen Mining Inc.:** Advising US Gold Corporation as Canadian counsel in its 2012 acquisition by plan of arrangement of Minera Andes Inc. to form McEwen Mining Inc., with a market capitalization of approximately C\$1.4 billion at the time of closing. We were one of seven law firms in Canada and the US representing the

companies and the Special Committees of the Boards of Directors, in addition to local counsel in Argentina and Mexico. Advising McEwen Mining's geological and engineering consultants and staff on the requirements for technical reporting under National Instrument 43-101. The goal of McEwen Mining Inc. is to qualify for inclusion in the S&P 500 by 2015 by creating a high-quality, high-growth, low-cost, mid-tier gold producer focused in the Americas.

- **National Oilwell Varco, Inc.:** Advising on a transaction where CE Franklin announced that it had entered into an arrangement agreement with wholly owned NoV subsidiary, NoV Distribution Services ULC (NDS), pursuant to which NDS has agreed to acquire all of the issued and outstanding common shares of CE Franklin for consideration of C\$12.75 in cash per common share. The total consideration payable is approximately C\$240 million.
- **Stillwater Mining Company:** Advising on Canadian mining and securities matters, including in connection with its acquisition of Peregrine Metals Ltd. for C\$487 million; its C\$118 million acquisition of Marathon PGM Corporation by way of plan of arrangement, including a joint venture with Mitsubishi with respect to the Marathon Project; and advising geological and engineering consultants and staff for Stillwater on the requirements for technical reporting under National Instrument 43-101. Stillwater is the only US producer of palladium and platinum and is the largest primary producer of platinum group metals outside of South Africa and the Russian Federation. Stillwater plans to further delineate, develop and operate Peregrine's Altar porphyry copper-gold deposit, a large, undeveloped open-pit resource located in the San Juan province of Argentina.
- **Virgin Money:** Advising on its recommended offer for Church House Trust PLC (now renamed Virgin Bank Limited).
- **Zarlink Semiconductor:** Representing a leading provider of mixed-signal chip technologies for a broad range of communications and medical applications, on all US legal matters, including a US\$500 million takeover bid initiated by Microsemi Corporation.

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