

# WESTLAW BUSINESS MERGERS & ACQUISITIONS CENTER



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# AGENDA

The New Mergers and Acquisitions Center

Mergers and Acquisitions Center USA

Mergers and Acquisitions Center Global

Mergers and Acquisitions Centre Canada

# MERGERS & ACQUISITIONS CENTER-Highlights

- The Global View offers Competition & Anti-trust material to aid in mitigation risk when conducting cross-border deals
- Globally-focused analytical content in the Global M&A Library
- It will deliver the first M&A View for the Canadian practitioner
  - Legislation & cases
  - Exclusive analytical content
  - Agreements and
  - Filings
- The US view is enhanced with new analytical content and state legislation

# M&A CENTER ENHANCEMENTS — SUMMARY

- New features/content:
  - All filings (SEC & SEDAR)
  - M&A Related Filings (SEC & SEDAR)
  - New Normalized Agreements
  - Global Competition & Anti-trust content
  - Global M&A Library
  - Global Navigator with US and Canada views
  - Canadian M&A Legislation & Decisions
  - US state laws & regulations
  - Enhanced Custom Quick Search
  - Corporate Precedents in Canada (Thibault: Corporate Precedents)



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# MERGERS & ACQUISITIONS CANADA

## New Features:

- Quick Search:
  - Specifically focus on Canadian content through SEDAR filings, Canadian analytical material, legislation and decisions
- Precedents & Analytics:
  - Search 8 normalized agreements & 9 general agreements
  - Search 4 M&A-related SEDAR form types
- Navigator:
  - Documents View containing SEDAR Filings and Agreements
  - Events View is the same as Global Navigator but results are specific for Canada

## Legislation:

- M&A-related Instruments and Acts
- *Corporate Precedents* ;
  - Corporate precedents covering the main aspects of a corporation, from inception to dissolution, encompassing both national and provincial jurisdictions
- My Navigator/Workflow:
  - Create Folders and Lenses to research M&A-related agreements and guidance content
  - Workflow delivers drafting of important M&A-related agreements

**BUSINESS CITATOR** ?

Search by Name or Ticker

Check to limit to filers with M&A activity ?

Click for Business Citator Peer Search ?

**MERGERS & ACQUISITIONS CENTRE**  
CANADA



Select Country

Custom Quick Search

**DOCUMENT MANAGER** ?

Folder | Lens

Choose a Center

Choose a Folder

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**PRECEDENTS & ANALYTICS** ?

M&A Agreements

- Voting & Lock-Up Agreements
- Plan of Arrangement
- Guaranty Agreement

Search More M&A Agreements

Search General Agreements

SEDAR Filings

- Business Acquisition Report
- Take-Over Bid Circular
- Issuer Bid Circular
- Directors Circular

Transactions

Search Public and Private Deals

**CHECKLISTS & GUIDES** ?

Checklists

- Asset Purchase Checklist
- Share Purchase Checklist
- Mergers and Acquisitions Due Diligence Request List
- Mergers and Acquisitions Due Diligence Public Records Search

Guides

- Business Corporations in Canada
- Canada-U.S. Commercial Guide
- Canadian Competition Law
- Fundamentals of Canadian Competition Law

Global M&A Library

**LEGISLATION** ?

Legislation

- National Instrument 51-102, Part 8
- Multilateral Instrument 62-104
- OSC Rule 62-504
- Ontario Securities Act, Part XX
- Alberta Securities Act, Part 14
- British Columbia Securities Act, Part 13
- Canada Business Corporations Act, Part XVII
- Ontario Business Corporations Act, Part XV
- Alberta Business Corporations Act, Part 16
- British Columbia Business Corporations Act, Part 9
- Competition Act
- Investment Canada Act

Search Legislation

**M&A NAVIGATOR** ?

Search Events View

Search Documents View

**CORPORATE PRECEDENTS** ?

All Corporate Commercial

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**CORPORATE PRECEDENTS** ?

All  Corporate  Commercial

**PRECEDENTS & ANALYTICS** ?

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Search More M&A Agreements

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- Investment Canada Act

Search Legislation

**Source**

Select to Browse and Search Corporate Precedents

► Browse and Search Corporate Precedents

**Search Criteria**

Search By:  Text  Title

Keyword:   ?

**Select to Search**

- Carswell's Form and Precedent Collection
  - Chapter I - Partnership Agreements
  - Chapter II - Shareholder Agreements
  - Chapter III - Articles of Incorporation
  - Chapter IV - Share Capital
  - Chapter V - Organization
  - Chapter VI - Corporate Finance
  - Chapter VII - Corporate Transactions
  - Chapter VIII - Annual Resolutions
  - Chapter IX - Governance
  - Chapter X - Articles Of Amendment
  - Chapter XI - Amalgamations (Merger)
  - Chapter XII - Liquidation and Dissolution

## M&A Corporate Precedents


Search Criteria [Edit Search](#)

Terms in the Table of Contents: "tax consideration"  
Report Number: "tax consideration"

Results: 4

Select All | Clear All

Print | Email | Save |

 **M&A Corporate Precedents**  
SELECT TO PRINT, EMAIL, ETC.

- 1. Tax Considerations Relating to a Shareholder Agreement

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- 2. Registered Office (Notes)

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- 3. Unanimous Shareholder Agreement Long Form Benchmarking Grid

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- 4. Unanimous Shareholder Agreement (Long Form)

## RELATED INFORMATION



## Related Navigator Topics

File Tender Offer  
Proxy Contest  
Poison Pills and Defensive Tactics  
Material Adverse Change

## Unanimous Shareholder Agreement (Long Form)

## Analytical Materials

&lt;&lt; &lt; Result (4) of (4) &gt; &gt;&gt;

&lt; Term &gt;

 Print |  Email |  Save |  D

Select text with your cursor and click 'Save to Folder'

(c) **Tax Considerations**

The deemed dividend resulting for the purchase of the Shares by mutual agreement shall originate from the capital dividend account of the CORPORATION, up to the balance of the account upon the date of acquisition and, if need be, from any surplus available to this end. The *Surviving Shareholder(s)* shall ensure that the CORPORATION exercises the appropriate tax elections, in order to minimize any tax consequences resulting from the purchase of the Shares by mutual agreement by the CORPORATION.

(d) **Joint and Several Liability**

In addition, the *Surviving Shareholder(s)* covenant, jointly and severally, with the CORPORATION to personally guarantee, in favour of the Legal Representatives of the *Deceased Shareholder*, the performance of the CORPORATION's duties and obligations resulting from such acquisition of Shares.

(e) **Terms of Payment**

The terms of payment for the acquisition price of the *Deceased Shareholder's* Shares shall be the same as those applicable if the sale had been made in accordance with Section 8.1 hereof. For this purpose, a negotiable promissory note shall be given to the Legal Representatives of the *Deceased Shareholder* by the CORPORATION and shall be substituted for the note referred to in Subsection 8.3(d) hereof.

(f) **Default by CORPORATION**

If the CORPORATION fails to acquire said Shares, Section 8.1 of the Agreement shall apply.

**8.7 Precedence**

In the event of the Death of one of the SHAREHOLDERS at a time when one of the sales procedures provided for in Sections 6.1, 6.2 or 6.3 or in Part 7 of the Agreement has been triggered, the provisions of this Part shall take precedence, notwithstanding any steps already undertaken and not yet completed pursuant to one of the preceding provisions. In such an event, said steps shall be deemed never to have been commenced and shall be deemed not to be operative at the date of Death.



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CORPORATE PRECEDENTS

**MERGERS & ACQUISITIONS CENTRE**  
CANADA

**Select custom content for your M & A Canada Quick Search**  close

<p><b>Filings, Transactions and Agreements</b></p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> All SEDAR Filings</li> <li><input checked="" type="checkbox"/> SEDAR M&amp;A Related Filings</li> <li><input checked="" type="checkbox"/> Transactions</li> <li><input checked="" type="checkbox"/> Agreements</li> </ul>	<p><b>Guidance</b></p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Westlaw Business Currents</li> <li><input checked="" type="checkbox"/> Analytical Materials</li> </ul>	<p><b>Legislation &amp; Decisions</b></p> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Canadian Legislation &amp; Regulations</li> <li><input checked="" type="checkbox"/> Canadian Cases</li> </ul>
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| <p><b>SEDAR Filings</b></p> <ul style="list-style-type: none"> <li>Business Acquisition Report</li> <li>Take-Over Bid Circular</li> <li>Issuer Bid Circular</li> <li>Directors Circular</li> </ul> <p><b>Transactions</b></p> <ul style="list-style-type: none"> <li>Search Public and Private Deals</li> </ul> | <ul style="list-style-type: none"> <li>Business Corporations in Canada</li> <li>Canada-U.S. Commercial Guide</li> <li>Canadian Competition Law</li> <li>Fundamentals of Canadian Competition Law</li> <li>Global M&amp;A Library</li> </ul> | <ul style="list-style-type: none"> <li>Canada Business Corporations Act, Part XVII</li> <li>Ontario Business Corporations Act, Part XV</li> <li>Alberta Business Corporations Act, Part 16</li> <li>British Columbia Business Corporations Act, Part 9</li> <li>Competition Act</li> <li>Investment Canada Act</li> <li>Search Legislation</li> </ul> |
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- Amalgamation Agreement
- Combination Agreement
- Articles of Amalgamation
- Voting & Lock-Up Agreements
- Plan of Arrangement
- Guaranty Agreement
- Confidentiality Agreement
- Rights Agreement

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Investment Canada Act

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M&A CURRENTS

# Global M&A Library from M&A Canada



## Global M&A Library ?

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### CHECKLISTS

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[Share Purchase Checklist](#)

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  - Multilateral Instrument 62-104
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  - Investment Canada Act

► Browse and Search M&A Legislation | [Search Legislation](#)

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Keyword:   ?

**Select to Search**

- National
  - TSX Venture Exchange
  - National Documents
    - National Instruments
      - Procedure and Related Matters
      - Certain Capital Market Participants
      - Registration Requirements and Related Matters
      - Distribution Requirements
      - Ongoing Requirements for Issuers and Insiders
        - 51-101 - Standards of Disclosure for Oil and Gas Activities
        - 51-102 - Continuous Disclosure Obligations
        - 52-107 - Acceptable Accounting Principles, Auditing Standards and Reporting Currency
        - 52-108 - Auditor Oversight