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# Roxanne Hart

## Senior Consulting Lawyer

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Roxanne Hart is a Senior Consulting Lawyer at Progressive Legal.

She provides support for **Corporate**, **Commercial** and **Workplace** matters.

Roxanne has been recognised for her legal skills and client outcomes by Lawyer's Weekly as a finalist in both the Australian Law Awards and Women in Law Awards.

Her career experience includes working at a mid-tier Queensland commercial Law firm for several years before branching out to work with multiple award-winning Law firms across Australia on a consultancy basis.

### Corporate Expertise:

- ✓ Shareholders' agreements, unitholders' agreements and joint ventures
- ✓ Finance & securities documents and advice (loans, credit applications, PPSA)
- ✓ Software contracts and advice (SaaS Agreements, EULAs)
- ✓ Corporate advisory including corporate reconstructions and shareholders' disputes

### Business Sales & Purchases; Capital Raising & Investment:

- ✓ Business and equity (shares/units) sales and purchases including due diligence and mergers
- ✓ Vendor finance arrangements and securities (PPSA)
- ✓ Capital raising & investment agreements including convertible notes, loans, SAFEs and equity subscriptions

# Corporate Law Experience

## Recent Matters

Below is just a snapshot of Roxanne's recent Corporate Law Experience.

Do let us know if you wish to be provided her Commercial and Workplace summaries as well.

Some of the notable matters Roxanne has advised on recently include:

### Corporate

- ✓ Advising a mid-cap ASX listed company on various corporate/commercial matters including compliance with the Corporations Act and ASX disclosure and other associated listing requirements.
- ✓ Advising one of Australia's largest RTOs (Registered Training Organisations) on a complex shareholder dispute (where the other shareholder involved was a director and employee of the RTO).

This involved providing strategic commercial advice on the best removal options available under the *Corporations Act*, the Shareholders Agreement and Constitution, and ultimately executing the strategy with the most favourable upside for the RTO with the least risk.

### Sale of Business

- ✓ Acting for the vendors of a large outsourced IT company in the sale of all their shares to a national IT business which was making strategic acquisitions across Australia.

This involved advising on the terms of the Heads of Agreement and the Share Sale Agreement, which included various post-completion conditions such as a subsequent working capital adjustment and a 12-month earnout.

Negotiated changes to protect the vendors' position, particularly around security for the subsequent payments and the vendors' rights in respect of managing the business and obtaining information during the earnout.

Then acted subsequently for the vendors through to successful completion, which involved preparing the necessary share transfer, resignation, and other corporate documents and preparing and registering the securities taken.

- ✓ Acting for the vendors in the sale of their national accounting, investment, insurance and financial advisory firm to a NASDAQ listed private equity firm under which the existing management were retained post completion. The sale included an earnout.
- ✓ Advising the vendors of a large managed IT services company in Melbourne in the sale of their equity to an ASX listed telecom company.

The transaction was structured as a share sale with both cash and scrip consideration (with the scrip being subject to lock-up conditions under a Restriction Agreement).

- ✓ Acting for a national financial services partnership in the sale of a part interest in the partnership to a new partner which involved preparation of the sale documents as well as a new Partnership Agreement and an insurance-funded Buy/Sell Agreement.

## Purchase of business

- ✓ Lead lawyer advising shareholders in a medical business on a scrip-for-scrip acquisition by a large health corporate, then advising those same shareholders in respect of the listing on the ASX.

This involved reviewing and providing advice on the implications of the Roll Over Agreement, Share Conversion, Shareholders Agreement (pre-listing), Implementation Deed, Constitution, and various other transaction documents.

- ✓ Acting for a financial services unit trust in the buy-out of a key founding financial adviser, which involved preparation of an Asset Purchase Deed (in respect of that adviser's revenue stream), the Unit Purchase Deed (in respect of the units in the trust held by the adviser) and various loan and security documents as the sale was on vendor finance terms.

The Asset Purchase Deed included an earnout and various other post-completion payments to the Vendor.

- ✓ Acting for a large fintech in the strategic acquisition of a competitor (financial services business).

The acquisition was structured as a merger with scrip consideration.

Created a new class of redeemable preference shares in the purchasing company which were issued to the vendors (in exchange for their shares in their company).

There were over 30 vendors and different categories of vendor had different conversion and redemption terms attached to their preference shares.

## Capital Raising & Investment Legal Advice, Competition/Compliance

- ✓ Advising on a successful public capital raising by an ag-tech company in regional Victoria, including reviewing, advising on and updating the Information Memorandum to comply with the *Corporations Act* as well as advising on the fundraising requirements more generally.
- ✓ Reviewing various Government and large business tender service and supply contracts and successfully negotiating changes on behalf of tenderers including a recent supply/services contract for a major Victoria infrastructure project.
- ✓ Advising a national architectural firm that was holding an architectural design competition on compliance with the various competition laws and licencing requirements in each State and Territory in Australia, and preparing their competition terms and conditions.