# Mergers & Acquisitions

AIRD BERLIS

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The Aird & Berlis Mergers & Acquisitions Group provides sophisticated legal advice to Canadian and international companies, private equity and other types of funds, and their respective advisors, in all types of public and private M&A transactions that are focused on Canada or have a Canadian component. Our comprehensive knowledge of the Canadian M&A market has made us a go-to law firm for U.S. and international clients seeking Canadian legal counsel.

The Aird & Berlis M&A Group and individual members of our team have been recognized by leading global and domestic legal directories such as *Chambers Global* and *Chambers Canada*, *Legal 500*, *Lexology Index* (formerly *Who's Who Legal*), *Best Lawyers in Canada* and *The Canadian Legal Lexpert Directory*, and included in *The Globe and Mail*'s list of Canada's Best Law Firms. This hard-earned recognition only partly explains why our clients choose us. To earn the business of our clients, we draw heavily on our expertise in structuring and negotiating complex M&A transactions. Clients choose the Aird & Berlis M&A Group for our results-focused approach to negotiations and our ability – even when we are working with a client for the first time – to quickly incorporate key business objectives and specific industry conditions into transaction documents.

Our recent representative matters include:

- Represented **a U.S.-based, U.S. private equity-backed global engineered equipment and automation solutions provider** to the food processing, packaging and material handling sectors in its acquisition of a leading manufacturer of protein processing solutions headquartered in the Greater Toronto Area of Ontario, Canada.
- Represented **Closing the Gap Healthcare Group Inc.** in the sale of all issued and outstanding shares to Extendicare Inc. (TSX: EXE) for $75.5 million.
- Represented **one of North America's largest independent technology and equipment financing companies** in its acquisition of an independent lease financing and asset management solutions provider.
- Represented **FloWorks International LLC**, a U.S.-based company specializing in flow control products and technical services across various industrial sectors, in its acquisition of CAC Industrial Equipment Ltd., a leading Canadian provider of industrial parts and pumps.
- Represented **Kognitiv**, a global company offering intelligent, omnichannel loyalty solutions, in its acquisition by Capillary Technologies, an AI-powered loyalty management company.
- Represented **Allied Critical Metals Corp.** in its reverse takeover of Deeprock Minerals Inc. (CSE: ACM), which included a three-cornered amalgamation and concurrent brokered private placement of subscription receipts.
- Represented **a Canadian investment company** in its acquisition of a leading Canadian women's retailer company with locations across the country.
- Represented **a leading Canadian produce distributor** in the hybrid sale of three related produce businesses to a Canadian produce wholesaler.
- Represented **SAT Companies**, a Chatham-based group of businesses specializing in total-systems electrical contracting, completed the acquisition of all issued and outstanding shares of Phillips Life Safety Solutions and Phillips Fire Suppression, a provider of fire and life safety services.

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We apply our Canadian expertise to every M&A transaction in which our firm is engaged. Our deep understanding of the Canadian M&A market lets us advise our domestic and international clients and their advisors on the particularities of the Canadian market, including with respect to cross-border transactions.

International clients and their advisors choose Aird & Berlis for the ease with which we integrate into their deal team and our ability to seamlessly execute the Canadian components of their transaction. Cross-border clients also value the contribution of our industry-leading Tax Group. Innovative Canadian tax structuring often plays a central role in the negotiation and execution of a successful M&A transaction, and our tax lawyers are internationally recognized by leading legal and tax publications, such as *Chambers Global*, *Chambers Canada* and *Chambers High Net Worth*, *Legal 500*, *Lexology Index* (formerly *Who's Who Legal*): *Corporate Tax*, *Best Lawyers in Canada* and *The Canadian Legal Lexpert Directory*, for their creative M&A tax planning.

In addition to our tax lawyers, our full-service business law firm offers expertise in complementary domestically and globally recognized practice areas such as Financial Services (Banking & Finance and Insolvency & Restructuring), Capital Markets, Corporate/Commercial, Competition, Antitrust & Foreign Investment, Workplace Law, Real Estate and Environmental, as well as lawyers with deep experience in key Canadian industries. Our M&A lawyers are active members of the International Bar Association, and travel extensively to understand the needs of clients in the United States, the United Kingdom, the European Union and worldwide.

We act for all participants in M&A transactions, including publicly-listed and privately-held buyers and sellers, private equity and other types of funds, debt and equity financiers, special committees of boards of directors, management-led buyout groups, activist stakeholders, merchant banks, investment bankers, and institutional and other investors. Our clients enjoy bespoke service at every stage of the transaction, including immediate access to our senior lawyers, all of whom are hands-on practitioners.

Our staffing model is unique for two reasons: first, our senior M&A lawyers are active participants and available to our clients in each transaction that involves them, which is not the case at all our peer firms; and second, our junior partners and associates are immersed in every transaction they work on, providing real value to our clients from the earliest stages of their careers.

Our M&A Group advises clients with respect to all types of public and private mergers and acquisitions, including:

- stock and asset purchases, including auctions and privately-negotiated transactions;
- mergers, amalgamations and plans of arrangement;
- going private transactions;
- special committee mandates;
- transactions with distressed companies or assets;
- takeovers (friendly and hostile) and activism matters;
- reverse takeovers; and
- leveraged buyouts and management buyouts.

The Aird & Berlis M&A Group's extensive involvement in the Canadian market, along with the many strong relationships we have established with regulators, advisors and other key stakeholders, allows us to provide leading advice on M&A matters of all sizes and complexity.

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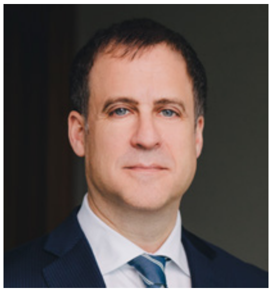
## Contacts



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