

INTRODUCING OUR NEWEST AUSTRALIAN M&A PARTNERS: NICOLE PEDLER AND KAM JAMSHIDI

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We recently announced the promotion of 26 new partners to our global partnership effective from 1 May 2020, including two new M&A partners in Australia, Nicole Pedler and Kam Jamshidi. We asked Nicole and Kam to answer a few questions about themselves.

KAM JAMSHIDI

TELL US ABOUT YOURSELF AND YOUR PRACTICE

I'm a public and private mergers and acquisitions lawyer, with a focus on acting for private equity, private companies conducting sale processes and listed company target boards.

My practice is broad, advising on share and asset acquisitions and divestments, shareholder and joint venture arrangements, ASX listing rule matters and foreign investment laws.

I've advised on a broad range of transactions, including acting for private equity bidders, defending against hostile takeovers, running competitive sale processes, the redomiciliation of large ASX-listed corporates and working on some of the largest demergers / spin outs in the market.

I joined Herbert Smith Freehills almost 12 years ago, but took a hiatus to spend 12 months working as an industrials investment banker with Goldman Sachs.

CAN YOU PROVIDE SOME EXAMPLES OF YOUR EXPERIENCE?

My experience includes:

- Amcor's US\$6.8 billion merger with Bemis Company Inc and redomiciliation via scheme of arrangement
- The Reject Shop on takeover defence in respect of the hostile bid by the Geminder family's Kin Group
- BHP on the US\$10.5 billion sale of its onshore US oil and gas assets
- Swisse Wellness on the A\$1.9 billion sale to Biostime
- Pacific Brands on the A\$1 billion acquisition by way of scheme of arrangement by Hanes Brand Inc
- BHP Billiton on its demerger of its aluminium, manganese and selected nickel and coal assets through the creation and listing of South32
- UXC on the A\$500 million acquisition by Computer Sciences Corporation by way of scheme of arrangement
- TPG Capital on its \$880 million acquisition of the Ingham chicken business

TELL US ABOUT A TRANSACTION YOU ARE MOST PROUD OF

I've been fortunate to have worked on some brilliant transactions.

I enjoy working on contested sale processes where, with the right conditions, key strategy decisions can deliver enormous value to the client. In particular, I was very proud of the work we did with BHP on its US\$10.5 billion shale gas exit. I spent close to 4 months flying in and out of Houston advising on the hotly contested sale process and negotiations. The transaction was a very complex carve-out transaction that involved BHP running simultaneous processes for combinations of asset packages. Ultimately we got down to negotiations with BP on its cash bid, but not before considering a range of bids that involved various consideration proposals.

Special mention also goes to the Amcor redomiciliation and merger with Bemis. Effectively, we took the ASX-listed, Australian company Amcor Limited and reinvented it as an NYSE-listed, Jersey incorporated company. The transaction was an opportunity to redesign the corporate law, securities law, tax and governance of a US\$17 billion global packaging. It involved navigating legal requirements in three jurisdictions, as well as three time zones, and ultimately designing a framework for the company that straddled the three jurisdictions as well as investor expectations.

TELL US ONE FUN FACT ABOUT YOURSELF

Very little fun to talk about here, I'm a very serious operator.

If you must print something...I used to play firsts football with former Melbourne Demons star and captain, Nathan Jones. Never mind that he was in year 9 and I was in year 12 - I still believe the scouts were there to see me in the first instance.

NICOLE PEDLER

TELL US ABOUT YOURSELF AND YOUR PRACTICE

I advise on public and private mergers and acquisitions, corporate restructures and equity capital markets transactions in a range of industries, with a particular focus on the financial services and infrastructure sectors.

My experience with the financial services and infrastructure sectors includes periods of secondment to Commonwealth Bank of Australia and Brookfield's Infrastructure Group.

I'm also a member of Herbert Smith Freehills' Australia/Japan team, having lived and studied in Japan and worked with Japanese trading houses and corporations for over 10 years.

CAN YOU PROVIDE SOME EXAMPLES OF YOUR EXPERIENCE?

My experience includes advising:

- Ramsay Health Care on its \$1.2 billion fully underwritten placement and non-underwritten SPP
- Caltex Australia Limited on its proposed IPO of a 49% interest in 250 core freehold sites
- AGL Energy Limited (AGL) on its strategic acquisition of Southern Phone Company Limited from 35 local councils
- Commonwealth Bank of Australia (CBA) on its \$4.2 billion sale of Colonial First State Global Asset Management (CFSGAM) to Mitsubishi UFJ Trust and Banking Corporation
- AGL on its proposed \$3.17 billion acquisition of Vocus Group Limited by scheme of arrangement
- CBA on its proposed \$8 billion demerger of certain of its wealth and mortgage broking businesses by scheme of arrangement
- A consortium led by Brookfield Infrastructure Partners on its proposed \$9 billion acquisition of Asciano Limited
- UGL Limited on the \$475 million takeover bid for all of the shares in UGL by a subsidiary of CIMIC Group Limited

- Investa Listed Funds Management Limited as responsible entity for the ASX listed Investa Office Fund on the proposed \$2.5 billion acquisition of the fund by DEXUS Property Group by trust scheme

TELL US ABOUT A TRANSACTION YOU ARE MOST PROUD OF

If I have to pick one then I'm choosing the one that had it all - the sale of CBA's global asset manager, CFSGAM, a fund manager with \$219 billion in assets under management, having worked on the deal from its inception as an IPO (including as a secondee into CBA), then demerger by scheme of arrangement and finally its successful disposal by trade sale.

TELL US ONE FUN FACT ABOUT YOURSELF

On an exchange to a university in Tokyo I took Zen Buddhist meditation and Tai Chi as subjects. Both involved no reading, writing or speaking and yet still counted towards my arts degree!

KEY CONTACTS

If you have any questions, or would like to know how this might affect your business, phone, or email these key contacts.



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