K&L GATES

GLOBAL CORPORATE PRACTICE TRANSACTION HIGHLIGHTS 2025

CORPORATE PRACTICE OVERVIEW

As a **GLOBALLY INTEGRATED FIRM** with a **CLIENT-FOCUSED**, **SOLUTIONS-DRIVEN CORPORATE PRACTICE**, our commitment is unwavering in providing pragmatic legal advice that elevates our clients' businesses in today's ever-expanding global economy.

Serving as the primary outside legal counsel to a myriad of growing middle-market enterprises, we stand at the **FOREFRONT OF ADDRESSING CRITICAL ISSUES SPANNING DIVERSE INDUSTRIES**, such as health care, life sciences, manufacturing, industrials, technology, financial services, energy, transportation and logistics, food and beverage, and consumer products.

Our highly responsive and collaborative team seamlessly provides **FULL-SERVICE CORPORATE COUNSEL** to clients at the local, national, and global levels. Our hands-on guidance on day-today operational issues not only offers firsthand insights into our clients' businesses, but also informs our approach to assisting them in structuring, financing, and successfully completing domestic and cross-border transactions.

What sets our Corporate practice apart is the deep understanding we hold for our clients' concerns, challenges, and business objectives. This, coupled with our **UNPARALLELED COMMITMENT TO COLLABORATION AND INDUSTRY EXPERIENCE**, establishes us as a distinctive and invaluable partner in their success.

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NAMED 2024 "LAW FIRM OF THE YEAR" IN CORPORATE LAW BY BEST LAW FIRMS®, ONE OF 58 RANKINGS FOR THE CORPORATE PRACTICE.

MANUFACTURING AND INDUSTRIALS

SAMVARDHANA MOTHERSON

We assisted **SAMVARDHANA MOTHERSON** International Limited (Motherson) in entering into definitive agreements through its subsidiary SMRP BV to acquire a 95% stake in Japanese automotive parts manufacturer Atsumitec Co, Ltd (Atsumitec).

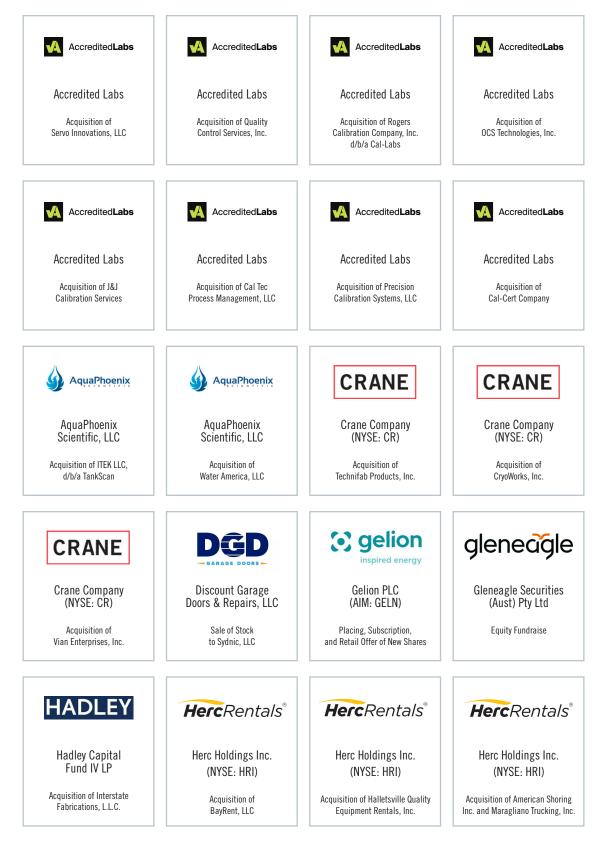
Atsumitec specializes in metal and machining—primarily manufacturing chassis and transmission parts—with nine facilities across China, Hong Kong, Indonesia, Japan, Mexico, Thailand, the United States, and Vietnam.

The acquisition involves a series of transactions, including the purchase of at

least 48.02% of Atsumitec's shares from shareholders and a share repurchase by Atsumitec from Honda Motors Co. (Honda), resulting in a 95:5 strategic partnership between Motherson and Honda. The transactions are expected to be completed in early 2025, pending clearance from Japanese merger control authorities.

The deal team advising Motherson was led by lawyers from Singapore, Hong Kong, Tokyo, and Shanghai, with local counsel across Indonesia, Mexico, Thailand, and Vietnam. US advice was provided by lawyers in our Seattle and Nashville offices.

MANUFACTURING AND INDUSTRIALS HIGHLIGHTS



MANUFACTURING AND INDUSTRIALS HIGHLIGHTS (CONTINUED)



MANUFACTURING AND INDUSTRIALS HIGHLIGHTS (CONTINUED)



Westinghouse Air Brake Technologies Corporation

a/k/a WABTEC (NYSE: WAB) Acquisition of Shares in Tehnika Pty Ltd I really appreciate K&L Gates' ability to look at deeper levels of the questions that we ask."

---Chambers United Kingdom 2024 guide

TECHNOLOGY

LEONARDO.AI

We advised innovative generative Al company **LEONARDO INTERACTIVE PTY LTD** (Leonardo.ai) in its strategic acquisition by Canva, Inc., a globally renowned graphic design powerhouse founded in Australia. Leonardo.ai, an Australia-based platform supported by prominent venture capital firms such as Blackbird and Side Stage Ventures, empowers users to create intricate visual assets through advanced Al technology. Canva, celebrated as Australia's largest private tech entity, offers cutting-edge online graphic design and publishing solutions.

Canva's strategic acquisition recognized the value of Leonardo.ai's robust foundational models, as well as its team of 120 researchers, engineers, and designers. Leonardo.ai will continue to develop its platform, expecting to accelerate its already impressive growth with Canva's backing.

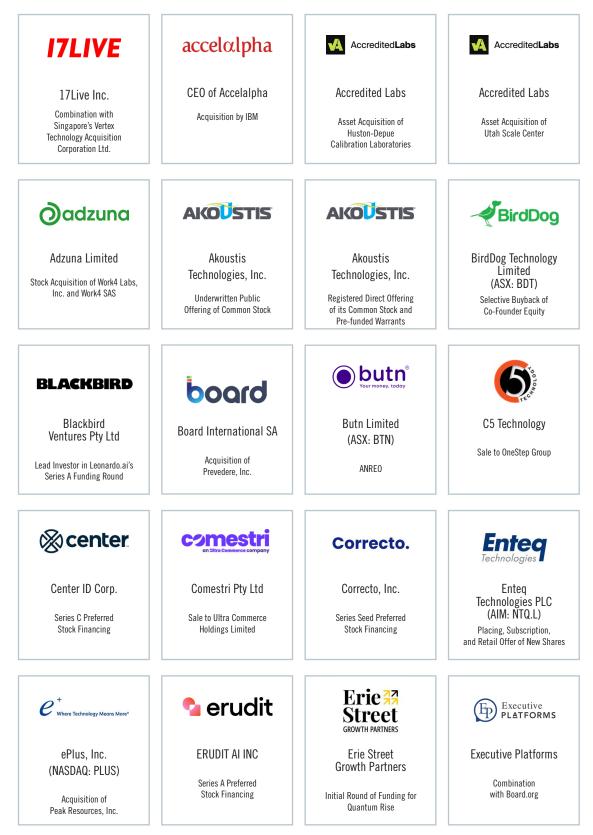
A team of cross-border mergers and acquisitions, emerging growth and venture capital, and tax lawyers managed the transaction. Lawyers from our New York, San Francisco, Sydney, New York, and Palo Alto offices led the deal team, providing crucial advice on US law and related tax structuring.

Leonardo.ai is a distinguished portfolio company of Blackbird, a long-term client of the firm. We previously advised Blackbird on its investments in Leonardo.ai, further solidifying their collaborative relationship.

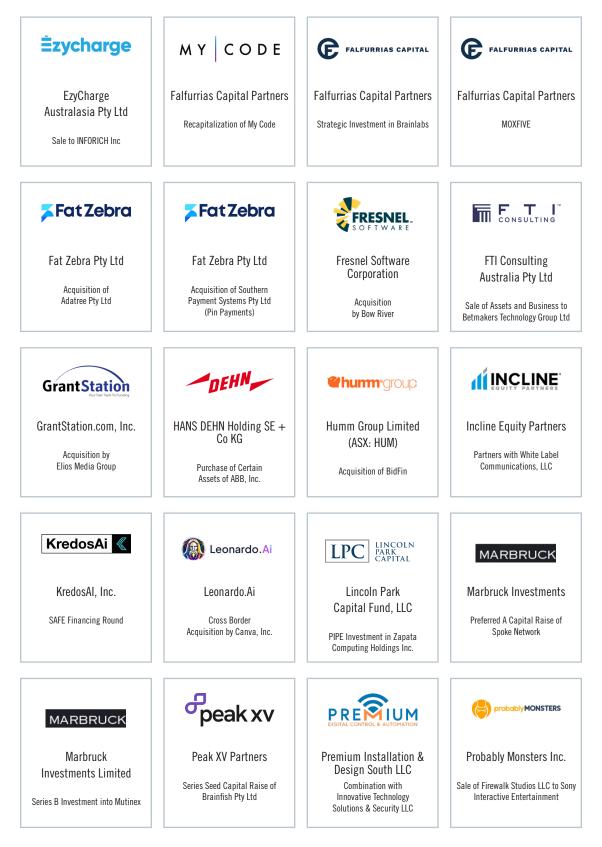
K&L Gates proved to be exceptional partners and advisors across every aspect of the acquisition. We operated an accelerated process to complete the transaction in record time, and K&L Gates expertly delivered across all facets of the deal, at speed."

- Chris Gillis, co-founder and CFO of Leonardo.ai

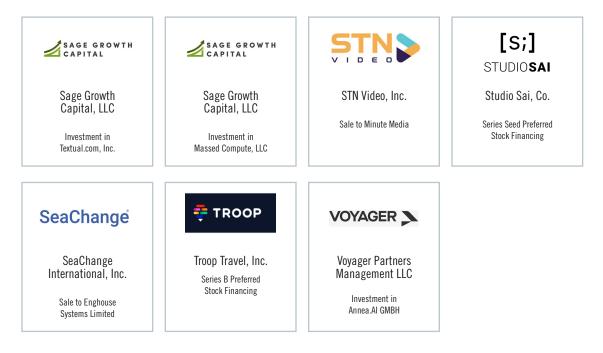
TECHNOLOGY HIGHLIGHTS



TECHNOLOGY HIGHLIGHTS (CONTINUED)



TECHNOLOGY HIGHLIGHTS (CONTINUED)



The Legal 500 United Kingdom 2024 edition notes K&L Gates offers a "brilliant" service across a number of key sectors, including technology, industrials, real estate, energy, infrastructure, and sport.

ENERGY

ØRSTED

We advised **ØRSTED**, a leading clean energy company, in forming a strategic partnership with Mission Clean Energy, a developer of utility-scale renewable energy and storage solutions. This collaboration aims to advance four standalone battery energy storage systems across the Midwest. Ørsted, celebrated as the world's most sustainable energy company by the Corporate Knights Global 100 index, is the only energy firm with a science-based net-zero emissions target validated by the Science Based Targets initiative.

Ørsted will provide financial backing for interconnection queue positions

for Mission's four storage projects, while Mission will spearhead their development. Together, they have submitted interconnection applications for projects totaling 1GW in the Mid-Continent Independent System Operator Central and North. Beyond this initiative, Ørsted is committed to expanding storage capacity across the United States.

Lawyers from our Kansas City; Washington, D.C.; and Seattle offices played a pivotal role in guiding Ørsted through the finalization of this strategic partnership with Mission Clean Energy.

We look forward to accelerating the expansion of storage projects across the Midwest as we broaden our portfolio of renewable energy technologies and services for customers. We enjoyed working with K&L Gates in structuring this unique and important partnership with Mission Clean Energy."

– Mike Morrow, VP of M&A and Business Development at Ørsted

ENERGY HIGHLIGHTS



ENERGY HIGHLIGHTS (CONTINUED)



The Legal 500 Asia Pacific 2024 edition recognized K&L Gates in more than 35 practice areas across eight countries and regions, including Corporate and M&A in Australia, China, Hong Kong, and Taiwan.

The team at K&L Gates is always our first call when we have a deal progress to the final bid submission and negotiation phase."

—Best Law Firms® 2024 edition

K&L Gates was again among the **TOP TEN FIRMS**—out of more than 15,000 ranked—for most overall first-tier rankings in the 2025 edition of Best Law Firms[®].

> K&L Gates has an excellent understanding of business and what it takes to make a deal work in the real world."

K&L Gates showed patience, persuasiveness and experience when negotiating with a difficult and demanding party."

-Chambers Greater China Region 2024 guide

HEALTH CARE AND LIFE SCIENCES

LEHIGH VALLEY HEALTH NETWORK

We advised LEHIGH VALLEY HEALTH

NETWORK in its merger with Jefferson Health, forming a formidable US\$15 billion health system serving Pennsylvania and New Jersey. This landmark merger positions the new entity among the 15 largest nonprofit hospital groups in the United States by revenue.

By uniting their strengths and resources, the merger enhances patient care and expands services across the region, establishing a leading provider of comprehensive health care services with a commitment to innovation, quality, and accessibility. The combined network boasts an extensive array of hospitals, outpatient facilities, and specialized care centers, ensuring patients receive top-tier medical care close to home.

Our cross-office team played a pivotal role in this "transformative transaction," with valuable contributions from lawyers in our Nashville; Pittsburgh; Raleigh; Charleston; Chicago; Research Triangle Park; Austin; Seattle; Washington, D.C.; and Harrisburg offices.

The dedication of our outside legal team at K&L Gates was instrumental in the successful completion of this complex combination. Their strategic guidance and tireless work ensured that every detail was handled with precision, allowing us to achieve our goals seamlessly."

> - Annette White, chief administrative officer and legal officer for Lehigh Valley Health Network

HEALTH CARE AND LIFE SCIENCES

AXONICS, INC.

We represented **AXONICS, INC.** (NASDAQ: AXNX) in an acquisition by Boston Scientific Corporation (NYSE: BSX) for approximately US\$3.7 billion.

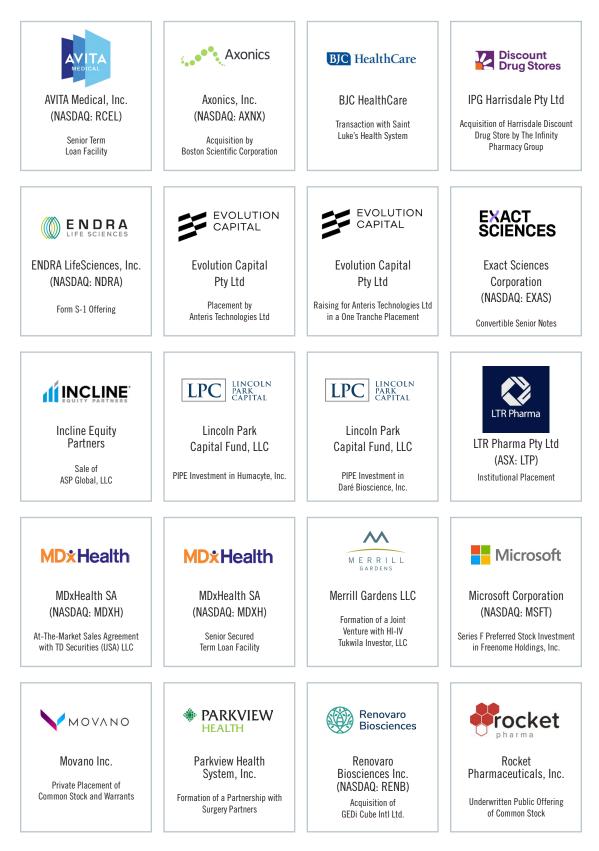
Axonics is a California-based medical device company focused on rapidly evolving developments in urology. In 2022 and 2023, respectively, the company was ranked first and second among the fastest-growing companies in the United States. Over the course of a decade, we represented Axonics with its earliest stages of venture capital financing through its initial public offering, subsequent public offerings and acquisitions, and eventual sale transaction.

The Axonics team was led by lawyers from our Orange County office and included more than 50 lawyers from 16 offices around the world.

It was a pleasure working with K&L Gates over the past decade. My colleagues and I were impressed with their ability to address complex issues, including navigating a 10-month-long FTC inquiry. At all times they provided clear and understandable practical solutions in a timely manner allowing us to complete a very successful merger transaction."

- Raymond W. Cohen, co-founder & Chief Executive Officer, Axonics, Inc.

HEALTH CARE AND LIFE SCIENCES HIGHLIGHTS



HEALTH CARE AND LIFE SCIENCES HIGHLIGHTS



The *Chambers Greater China* 2024 guide recognized K&L Gates' M&A practice as an **ACCOMPLISHED** practice with experience advising on cross-jurisdictional and domestic corporate mandates, and possessing **NOTABLE EXPERTISE** in M&A, investment, financing, and restructuring matters.

The *Chambers USA* 2024 guide ranked K&L Gates as a nationwide leader for Corporate/M&A, noting the practice as having "**BROAD INDUSTRY EXPERIENCE** including deals in the life sciences, financial services, and energy spaces...capable of handling transactions on both the domestic and international stages."

CONSUMER PRODUCTS

LEAGUE ONE VOLLEYBALL

We represented **LEAGUE ONE VOLLEYBALL** (LOVB), INC., a Los Angeles, Californiabased holistic volleyball ecosystem including one of the largest youth volleyball club communities in the United States and a newly launched professional league, LOVB Pro—in its purchase of assets from companies including Rio Volleyball Club Inc., Junior Volleyball Association of Austin, Smash Volleyball, and several other youth volleyball organizations. These clubs are engaged in organizing, hosting, and operating youth volleyball operations, such as club teams, camps, classes, training, private lessons, tournaments, leagues, and clinics. LOVB purchased the assets, and engaged in leases and employment agreements in connection with the acquisitions, with counsel from lawyers in our Miami, Charlotte, Kansas City, and Boston offices.

CONSUMER PRODUCTS HIGHLIGHTS



FOOD AND BEVERAGE

CENTURIA CAPITAL GROUP

We represented **CENTURIA CAPITAL GROUP** (Centuria) in its agreement to acquire Katunga Fresh's 21-hectare glasshouse facility in Katunga, Victoria. The asset will be owned by the unlisted, open-ended Centuria Agriculture Fund (CAF).

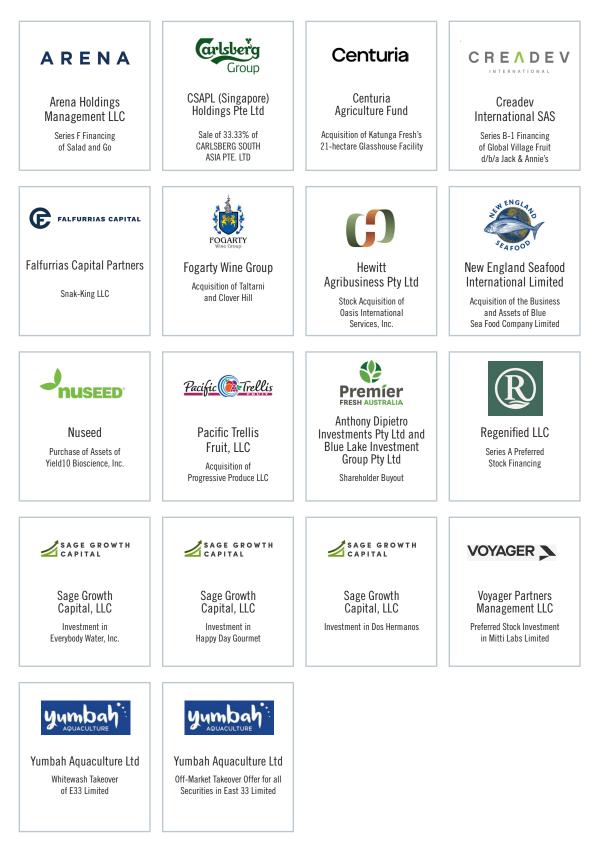
The Katunga acquisition will increase CAF's total agriculture assets under management to AU\$0.65 billion, with a total glasshouse portfolio of more than 100 hectares. The facility also includes large packing sheds, energy infrastructure, significant bore water licenses, and substantial onsite water storage capacity.

Katunga Fresh is one of Australia's largest suppliers of tomatoes, having operated from this site for 20 years and employing advanced lighting technology for year-round tomato production.

Naomi and the K&L Gates team performed exceptionally well on the acquisition of the Katunga Fresh glasshouse, working tirelessly and diligently to ensure all elements of the deal were appropriately addressed. We have enjoyed working with this team over a number of complex and successful transactions, and it's great to add another to the list."

- Andrew Essey, Chief Investment Officer, Centuria

FOOD AND BEVERAGE HIGHLIGHTS



FINANCIAL SERVICES



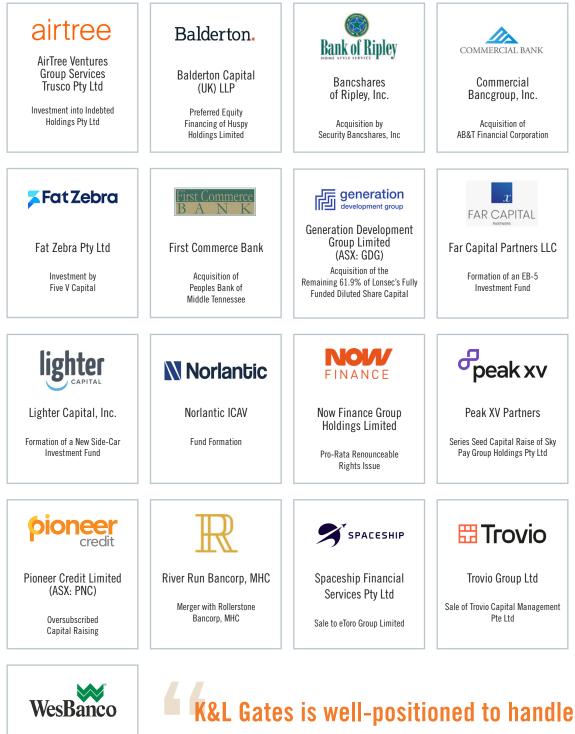
BANCSHARES OF RIPLEY

We represented **BANCSHARES OF RIPLEY**, **INC**., the parent company of Bank of Ripley, in connection with its merger with Security Bancshares, Inc., the parent company of Security Bank and Trust Company.

The merger, which was completed in December 2024, expands Security Bank's banking franchise in West Tennessee and is expected to enhance product and service offering to legacy Bank of Ripley customers. Post-merger, Security Bank serves customers in six Tennessee counties and Fulton County, Kentucky, through a network of 16 office locations.

Bancshares of Ripley was advised by a team of lawyers from offices including Nashville, Charlotte, Seattle, San Francisco, Pittsburgh, Raleigh, and Charleston.

FINANCIAL SERVICES HIGHLIGHTS



Wesbanco, Inc. (NASDAQ: WSBC)

Private Placement

complex and sophisticated matters."

---Chambers Europe 2023 guide

TRANSPORTATION AND LOGISTICS

SALTCHUK

We advised Seattle, Washington-based SALTCHUK Resources, Inc.—a privately owned family of diversified freight transportation, marine service, and energy distribution companies—in connection with its acquisition of Overseas Shipholding Group, Inc. (NYSE: OSG). OSG is a leading provider of liquid bulk transportation services in the energy industry, focusing primarily on crude oil and petroleum products in US markets.

This strategic acquisition valued OSG at an aggregate equity value of approximately US\$653 million, with a total transaction value of US\$950 million. While OSG will continue to operate independently, it now functions as a fully owned subsidiary of Saltchuk, which has expanded its workforce to more than 8,500 employees. Leadership from both companies expressed optimism about their shared priorities and the promising potential for future growth.

Lawyers based across our Pittsburgh; Seattle; Nashville; Washington, D.C.; San Francisco; Dallas; Chicago; New York; Charlotte; Houston; and Miami offices served as Saltchuk's legal advisors.

TRANSPORTATION AND LOGISTICS HIGHLIGHTS

AGIC Capital	BLACKBIRD	CCUR HOLDINGS	goFlux
AGIC Capital Sale of Farsound Aviation Limited	Blackbird Ventures Pty Ltd Investor in Gilmour Space Technologies' Series D Funding Round	CCUR Holdings, Inc. Acquisition of Issued and Outstanding Shares of Capital Stock of Quick Trip Express Freight Service, Inc.	goFlux Tecnologia da Informação Ltda Series A Financing Rounc
	McCORQUODALE	MEDLOG Transport & Logistics	MEDLOG Transport & Logistics
McCorquodale Transfer, LLC	McCorquodale Transfer, LLC	Medlog Australia Pty Ltd	Medlog Australia Pty Ltd
Acquisition of Just Move It, LLC	Acquisition of John Thompson Delivery Services, Inc. and TDC Acquisition Corporation	Acquisition of the LINX Regional Logistics Group	Acquisition of Fremantle P
Saltchuk			
Saltchuk Resources, Inc.	Voyager Partners Management LLC		
Acquisition of Overseas Shipholding Group, Inc.	Preferred Stock Investment in Packfleet LTD		

Aware of what terms impact clients' business most and prioritises effectively."

— The Legal 500 Asia Pacific 2024 edition

OTHER INDUSTRY HIGHLIGHTS

TYFON CULTURE HOLDINGS

We are representing the Chinese contemporary art marketplace **TYFON CULTURE HOLDINGS LIMITED** (Tyfon Culture) in its announced business combination with Global Technology Acquisition Corp. (GTAC), a publicly traded special purpose acquisition company. Upon completion, the new entity will operate under the name Tyfon Culture Inc. and will be listed on the NASDAQ Stock Market under the ticker symbol TFCI. The combined company has an estimated post-transaction enterprise value of US\$434 million. Founded in 2013 and headquartered in China, Tyfon Culture combines an offline network of operations with an innovative online technology marketplace to improve and optimize a traditionally inefficient art buying experience.

Our international team advising Tyfon Culture is led by corporate and tax lawyers across the firm's Shanghai, New York, and Hong Kong offices.



OTHER INDUSTRY HIGHLIGHTS



THE K&L GATES EXPERIENCE

CLIENT FOCUSED

K&L Gates is one of the largest law firms in the world with more than 45 offices strategically located in key capital cities and global commercial and financial hubs across five continents. Our expansive platform provides clients with insight into local markets and connects them to both national and international capabilities. Leveraging the collective knowledge, resources, talent, and experience of over 2,000 lawyers and policy professionals, our global impact extends far beyond our office locations to areas such as Africa, India, and the Caribbean.

GLOBALLY POISED-TRULY INTEGRATED

Although our presence spans numerous offices worldwide, we are globally aligned and unified-functioning as a cohesive entity without borders. Operating as a fully integrated firm, we seamlessly represent leading multinational corporations, growth and middle-market companies, capital market participants, and entrepreneurs in every major industry. Additionally, we serve public sector entities, educational institutions, philanthropic organizations, and individuals. With a comprehensive array of multidisciplinary practice areas and services, coupled with our collaborative culture, clients can trust K&L Gates to navigate any legal challenge with reliable service and a uniform experience.

INNOVATIVE

We strive to support our clients at the crucial intersections of their challenges and business requirements, guiding them through the intricacies of an increasingly complex legal landscape. In today's fast-paced, data-intensive, and multijurisdictional environment, we recognize the importance of efficiently managing the growing volume of information at everincreasing speeds. This drives us to strategically invest in technology platforms, implement innovative techniques in processes, and foster a growth-oriented culture. This approach enhances our service delivery, promotes collaboration, and contributes to solving client problems.

To further infuse innovation throughout our firm, our IDEA (Imagine. Develop. Experiment. Act.) Group brings together lawyers and allied professionals. Collaboratively, they cultivate a robust culture of innovation benefiting both our organization and clients. The group actively nurtures and propels innovation and change, celebrating innovative achievements across our global platform.



TALKING INNOVATION Imagine. Develop. Experiment. Act.

CLIENT-FIRST APPROACH

In all we do, our goal is to consistently deliver maximum value to our clients by providing solutions to their legal and business needs. This client-centric approach permeates throughout our firm, influencing everything from matter management and pricing strategies to the adoption of cutting-edge technology and innovations. We proudly leverage our profound industry- and sectorspecific knowledge across the key industries of our clients, ensuring their best interests remain paramount in our decisions and investments.

THOUGHT LEADERS

As pioneers in their fields, our lawyers are recognized as thought leaders not only in the legal industry, but also in the industries they serve. We deeply engage with emerging fields and transformative technologies–including data privacy, social media, and artificial intelligence– that shape the evolving landscape. Our website consistently features updated legal insights, client alerts, blogs, podcasts, videos, and on-demand continuing education resources.

SOCIALLY RESPONSIBLE

At the heart of our dedication to clients and the legal profession is our commitment to collaborate for the common good. More than mere rhetoric or a managerial imperative, corporate social responsibility is intricately woven into the very fabric of our firm's DNA.

OPPORTUNITY AND INCLUSION

We have established a workplace inherently rich in diversity, encompassing various experiences, perspectives, and ideas, which mirrors our unwavering dedication to opportunity and inclusion. At our core, we value the creation and maintenance of a diverse workforce and an inclusive culture, fostering satisfaction and productivity for all of our lawyers, policy professionals, and allied professionals.

We are proud to be recognized with both the 2023 Top Performer and Compass Award designations from the Leadership Council on Legal Diversity (LCLD).

SUSTAINABILITY

As a firm, we are intentional about understanding and mitigating our impact on the climate. We continuously consider our use of resources across our global platform, and determine and execute on actions we can take to make our business more sustainable. We extend this commitment beyond our firm by globally supporting our clients in achieving their sustainability goals. We work with many clients to develop policies that drive innovation and thought leadership in sustainability.

PRO BONO AND Community Outreach

Lawyers in our offices around the world have provided pro bono legal representation to countless disadvantaged and oppressed individuals, as well as to nonprofit organizations that provide community services. At the firmwide level, we are able to make an impact with efforts such as our Anti-Human Trafficking Initiative, and the entire firm participates in dozens of volunteer activities during our Global Day of Service.



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55% US MANAGEMENT COMMITTEE MEMBERS ARE DIVERSE

IN 2024, WE DEVOTED MORE THAN 40,000 HOURS TO PRO BONO CASES

K&L Gates is a fully integrated global law firm with lawyers and policy professionals located across five continents. For more information about K&L Gates or its locations, practices, and registrations, visit klgates.com.

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