



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-to-day 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

 AccreditedLabs Accredited Labs Acquisition of Servo Innovations, LLC	 AccreditedLabs Accredited Labs Acquisition of Quality Control Services, Inc.	 AccreditedLabs Accredited Labs Acquisition of Rogers Calibration Company, Inc. d/b/a Cal-Labs	 AccreditedLabs Accredited Labs Acquisition of OCS Technologies, Inc.
 AccreditedLabs Accredited Labs Acquisition of J&J Calibration Services	 AccreditedLabs Accredited Labs Acquisition of Cal Tec Process Management, LLC	 AccreditedLabs Accredited Labs Acquisition of Precision Calibration Systems, LLC	 AccreditedLabs Accredited Labs Acquisition of Cal-Cert Company
 AquaPhoenix Scientific AquaPhoenix Scientific, LLC Acquisition of ITEK LLC, d/b/a TankScan	 AquaPhoenix Scientific AquaPhoenix Scientific, LLC Acquisition of Water America, LLC	 CRANE Crane Company (NYSE: CR) Acquisition of Technifab Products, Inc.	 CRANE Crane Company (NYSE: CR) Acquisition of CryoWorks, Inc.
 CRANE Crane Company (NYSE: CR) Acquisition of Vian Enterprises, Inc.	 DGD GARAGE DOORS Discount Garage Doors & Repairs, LLC Sale of Stock to Sydnic, LLC	 gelion inspired energy Gelion PLC (AIM: GELN) Placing, Subscription, and Retail Offer of New Shares	 gleneagle Gleneagle Securities (Aust) Pty Ltd Equity Fundraise
 HADLEY Hadley Capital Fund IV LP Acquisition of Interstate Fabrications, L.L.C.	 HercRentals® Herc Holdings Inc. (NYSE: HRI) Acquisition of BayRent, LLC	 HercRentals® Herc Holdings Inc. (NYSE: HRI) Acquisition of Hallettsville Quality Equipment Rentals, Inc.	 HercRentals® Herc Holdings Inc. (NYSE: HRI) Acquisition of American Shoring Inc. and Maragliano Trucking, Inc.

MANUFACTURING AND INDUSTRIALS HIGHLIGHTS (CONTINUED)

 <p>Herc Holdings Inc. (NYSE: HRI)</p> <p>Acquisition of All Rental Center, Inc.</p>	 <p>Herc Rentals Inc.</p> <p>Acquisition of Quality Rentals, Inc.</p>	 <p>Herc Rentals Inc.</p> <p>Acquisition of Aerial Work Platforms, Inc.</p>	 <p>Herc Rentals Inc.</p> <p>Acquisition of Summit Equipment Rentals, LLC</p>
 <p>Incline Equity Partners</p> <p>Investment in Accredited Labs</p>	 <p>IntelliDesign Pty Ltd</p> <p>Acquisition of Assets from SigSense Pty Ltd</p>	<p>Macquarie Bank Limited (ASX: MQG)</p> <p>Minority Equity Stake in High Density Civil Pty Ltd</p>	 <p>Midwest Fiber Recycling</p> <p>Equity Sale of Confidential On-Site Paper Shredding, LLC; Midwest Fiber, Inc. of Decatur; Midwest Fiber Recycling of Peoria, Inc.; and Midwest Fiber Recycling of Terre Haute, Inc.</p>
 <p>Packaging Matters, LLC</p> <p>Acquisition of Facility From Peninsula Packaging, LLC</p>	 <p>Pact Group Industries (ANZ) Pty Ltd</p> <p>Sale of Shares in VRM</p>	 <p>Pike Street Capital, LP</p> <p>Acquisition of K&N Electric Motors, Inc.</p>	 <p>Pike Street Capital, LP</p> <p>Acquisition of L2 Systems, LLC</p>
 <p>Pike Street Capital, LP</p> <p>Acquisition of Rockwell Engineering and Equipment Co.</p>	 <p>Pike Street Capital, LP</p> <p>Acquisition of Alaska Roteq Corporation</p>	 <p>Pike Street Capital, LP</p> <p>Acquisition of Don Pedro Pump, LLC</p>	 <p>Sage Growth Capital, LLC</p> <p>Investment in Illumagear</p>
 <p>Southern Cross Electrical Engineering Limited</p> <p>Acquisition of MDE Group Pty Ltd</p>	 <p>Snowtunnel Parks Pty Ltd</p> <p>Private Seed Convertible Note Capital Raise</p>	 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of Lanmor Services, Inc. and Lanmor Services of Nevada, LLC</p>	 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of Discovery Door, Inc.</p>

MANUFACTURING AND INDUSTRIALS HIGHLIGHTS (CONTINUED)

 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of B.R. Johnson, LLC</p>	 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of OKEE Industries, Inc.; Construction Hardware, Inc.; Builders Hardware Incorporated; and Hardware Specialties, Inc.</p>	 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of McBride Door & Hardware, Inc. and Eight-Ten Commercial, Inc.</p>	 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of Bunting Door & Hardware Co., Inc. and Loktek, LLC</p>
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 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of Brymer Communication Services, LLC</p>	 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of Mullins Building Products, Inc.</p>	 <p>The Cook & Boardman Group, LLC</p> <p>Acquisition of Architectural Doors, Inc</p>	 <p>The SEER Group LLC</p> <p>Acquisition of Outstanding Capital Stock of Donley Service Center Inc.</p>
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 <p>The SEER Group LLC</p> <p>Purchase of Marshalls, Inc.</p>	 <p>The SEER Group LLC</p> <p>80% Acquisition of Outstanding Equity of Advanced Heating & Air</p>	 <p>The SEER Group LLC</p> <p>Acquisition of 80% of Outstanding Equity Interest of Mike Council Plumbing LLC</p>	 <p>Titomic Limited (ASX: TTT)</p> <p>Placement</p>
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 <p>Titomic Limited (ASX: TTT)</p> <p>Institutional Two Tranche Placement</p>	 <p>United Development Company</p> <p>Sale of 40% of Qatar District Cooling Company</p>	 <p>Voyager Partners Management LLC</p> <p>Investment in Channing Street Copper Company</p>	 <p>Voyager Partners Management LLC</p> <p>Preferred Stock Investment in Aepnus Technology Inc.</p>
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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 AI 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 AI 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

17LIVE


17Live Inc.
Combination with Singapore's Vertex Technology Acquisition Corporation Ltd.

accelalpha

CEO of Accelalpha
Acquisition by IBM

 **AccreditedLabs**

Accredited Labs
Asset Acquisition of Huston-Depue Calibration Laboratories

 **AccreditedLabs**

Accredited Labs
Asset Acquisition of Utah Scale Center

 **adzuna**

Adzuna Limited
Stock Acquisition of Work4 Labs, Inc. and Work4 SAS

 **AKOUSTIS**

Akoustis Technologies, Inc.
Underwritten Public Offering of Common Stock

 **AKOUSTIS**

Akoustis Technologies, Inc.
Registered Direct Offering of its Common Stock and Pre-funded Warrants

 **BirdDog**

BirdDog Technology Limited (ASX: BDT)
Selective Buyback of Co-Founder Equity

BLACKBIRD

Blackbird Ventures Pty Ltd
Lead Investor in Leonardo.ai's Series A Funding Round

 **board**

Board International SA
Acquisition of Prevedere, Inc.

 **butn**[®]
Your money, today

Butn Limited (ASX: BTN)
ANREO

 **5**
TECHNOLOGY

C5 Technology
Sale to OneStep Group

 **center.**

Center ID Corp.
Series C Preferred Stock Financing

 **comestri**
an Ultra Commerce company

Comestri Pty Ltd
Sale to Ultra Commerce Holdings Limited

Correcto.

Correcto, Inc.
Series Seed Preferred Stock Financing

 **Enteq**
Technologies

Enteq Technologies PLC (AIM: NTQ.L)
Placing, Subscription, and Retail Offer of New Shares

 **e⁺**
Where Technology Means More[®]

ePlus, Inc. (NASDAQ: PLUS)
Acquisition of Peak Resources, Inc.

 **erudit**

ERUDIT AI INC
Series A Preferred Stock Financing





















 **Erie Street**
GROWTH PARTNERS

Erie Street Growth Partners
Initial Round of Funding for Quantum Rise

 **Executive PLATFORMS**

Executive Platforms
Combination with Board.org

TECHNOLOGY HIGHLIGHTS (CONTINUED)

 <p>EzyCharge Australasia Pty Ltd</p> <p>Sale to INFORICH Inc</p>	 <p>Falfurrias Capital Partners</p> <p>Recapitalization of My Code</p>	 <p>Falfurrias Capital Partners</p> <p>Strategic Investment in Brainlabs</p>	 <p>Falfurrias Capital Partners</p> <p>MOXFIVE</p>
 <p>Fat Zebra Pty Ltd</p> <p>Acquisition of Adatree Pty Ltd</p>	 <p>Fat Zebra Pty Ltd</p> <p>Acquisition of Southern Payment Systems Pty Ltd (Pin Payments)</p>	 <p>Fresnel Software Corporation</p> <p>Acquisition by Bow River</p>	 <p>FTI Consulting Australia Pty Ltd</p> <p>Sale of Assets and Business to Betmakers Technology Group Ltd</p>
 <p>GrantStation.com, Inc.</p> <p>Acquisition by Elios Media Group</p>	 <p>HANS DEHN Holding SE + Co KG</p> <p>Purchase of Certain Assets of ABB, Inc.</p>	 <p>Humm Group Limited (ASX: HUM)</p> <p>Acquisition of BidFin</p>	 <p>Incline Equity Partners</p> <p>Partners with White Label Communications, LLC</p>
 <p>KredosAI, Inc.</p> <p>SAFE Financing Round</p>	 <p>Leonardo.Ai</p> <p>Cross Border Acquisition by Canva, Inc.</p>	 <p>Lincoln Park Capital Fund, LLC</p> <p>PIPE Investment in Zapata Computing Holdings Inc.</p>	 <p>Marbruck Investments</p> <p>Preferred A Capital Raise of Spoke Network</p>
 <p>Marbruck Investments Limited</p> <p>Series B Investment into Mutinex</p>	 <p>Peak XV Partners</p> <p>Series Seed Capital Raise of Brainfish Pty Ltd</p>	 <p>Premium Installation & Design South LLC</p> <p>Combination with Innovative Technology Solutions & Security LLC</p>	 <p>Probably Monsters Inc.</p> <p>Sale of Firewalk Studios LLC to Sony Interactive Entertainment</p>

TECHNOLOGY HIGHLIGHTS (CONTINUED)



Sage Growth
Capital, LLC

Investment in
Textual.com, Inc.



Sage Growth
Capital, LLC

Investment in
Massed Compute, LLC



STN Video, Inc.

Sale to Minute Media



STUDIO**SAI**

Studio Sai, Co.

Series Seed Preferred
Stock Financing

SeaChange

SeaChange
International, Inc.

Sale to Enghouse
Systems Limited



Troop Travel, Inc.

Series B Preferred
Stock Financing

VOYAGER

Voyager Partners
Management LLC

Investment in
Anne.AI GMBH

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



Amaroq Minerals

Amaroq Minerals Ltd.

Convertible Notes



Amaroq Minerals

Amaroq Minerals Ltd.

Placing and Subscription
of Common Shares



城道通环保科技
ENVIRONMENTAL TECHNOLOGY

CDT Environmental Technology
Investment Holdings Limited
(NASDAQ: CDTG)

IPO and Listing on NASDAQ



Castle
Minerals Limited
(ASX: CDT)

Placement



Clean Power Hydrogen plc
(LON: CPH2)

Placing, Subscription, and Retail
Offer of New Shares



Dateline Resources
Limited
(ASX: DTR)

Equity Fundraise



Fugu Carbon Pty Ltd

Series Seed Raise



Fuuse Limited

Series A Financing



GRI Towers
Texas Inc.

Sale of 2023 45X
Advanced Manufacturing
Product Tax Credits



Incline Equity
Partners

Sale of Unified Power



Industrial Air
Flow Dynamics, Inc.

Acquisition of A.C.T.
Cooling Towers, Inc.



Ionic Rare Earths Limited
(ASX: IXR)

Placement to
Sophisticated Investors



Kingswood Capital
Partners, LLC

Initial Public Offering of SolarMax
Technology, Inc.



LKQ Corporation
(NASDAQ: LKQ)

Participation in Series A Financing
of Princeton NuEnergy



Lucapa Diamond
Company Limited
(ASX: LOM)

Sale of Interest in the
Mothae Diamond Project



Lucapa Diamond
Company Limited
(ASX: LOM)

Placement and Share
Purchase Plan



MC Mining Limited
(ASX: MCM)

Hostile Off-Market
Cash Takeover



On Computer
Services, LLC
d/b/a Unified Power

Acquisition of Uptronix, Inc.



Polymetals Resources Ltd
(ASX: POL)

Acquisition of Orana
Minerals Pty Ltd



Polymetals Resources Ltd
(ASX: POL)

Equity Fundraise

ENERGY HIGHLIGHTS (CONTINUED)

 <p>Polymetals</p> <p>Polymetals Resources Ltd (ASX: POL)</p> <p>Purchase of the Project Owners of the Endeavor Silver, Zinc, and Lead Mine from CBH Resources Limited</p>	 <p>RAINBOW RARE EARTHS</p> <p>Rainbow Rare Earths Limited (OTCMKTS: RBWRF)</p> <p>Gross Revenue Royalty and Subscription for Shares</p>	 <p>TERRAMONT INFRASTRUCTURE PARTNERS</p> <p>Terramont Infrastructure Fund, LP</p> <p>Investment and Recapitalization of Long Island Waste Services</p>	 <p>VINCI ENERGIES</p> <p>VINCI Energies Italia S.r.l.</p> <p>Acquisition of Giordano & C.</p>
 <p>VOYAGER</p> <p>Voyager Partners Management LLC</p> <p>Preferred Stock Investment in Arbor Energy and Resources Corporation</p>	 <p>VOYAGER</p> <p>Voyager Partners Management LLC</p> <p>Preferred Stock Investment in Alta Resource Technologies, Inc</p>	 <p>WHAIRO CAPITAL</p> <p>Whairo Capital Pty Ltd</p> <p>Two Tranche Placement for QMines Limited</p>	

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

 <p>AVITA Medical, Inc. (NASDAQ: RCEL)</p> <p>Senior Term Loan Facility</p>	 <p>Axonics, Inc. (NASDAQ: AXNX)</p> <p>Acquisition by Boston Scientific Corporation</p>	 <p>BJC HealthCare</p> <p>Transaction with Saint Luke's Health System</p>	 <p>IPG Harrisdale Pty Ltd</p> <p>Acquisition of Harrisdale Discount Drug Store by The Infinity Pharmacy Group</p>
 <p>ENDRA LifeSciences, Inc. (NASDAQ: NDRA)</p> <p>Form S-1 Offering</p>	 <p>Evolution Capital Pty Ltd</p> <p>Placement by Anteris Technologies Ltd</p>	 <p>Evolution Capital Pty Ltd</p> <p>Raising for Anteris Technologies Ltd in a One Tranche Placement</p>	 <p>Exact Sciences Corporation (NASDAQ: EXAS)</p> <p>Convertible Senior Notes</p>
 <p>Incline Equity Partners</p> <p>Sale of ASP Global, LLC</p>	 <p>Lincoln Park Capital Fund, LLC</p> <p>PIPE Investment in Humacyte, Inc.</p>	 <p>Lincoln Park Capital Fund, LLC</p> <p>PIPE Investment in Daré Bioscience, Inc.</p>	 <p>LTR Pharma Pty Ltd (ASX: LTP)</p> <p>Institutional Placement</p>
 <p>MDxHealth SA (NASDAQ: MDXH)</p> <p>At-The-Market Sales Agreement with TD Securities (USA) LLC</p>	 <p>MDxHealth SA (NASDAQ: MDXH)</p> <p>Senior Secured Term Loan Facility</p>	 <p>Merrill Gardens LLC</p> <p>Formation of a Joint Venture with HI-IV Tukwila Investor, LLC</p>	 <p>Microsoft Corporation (NASDAQ: MSFT)</p> <p>Series F Preferred Stock Investment in Freenome Holdings, Inc.</p>
 <p>Movano Inc.</p> <p>Private Placement of Common Stock and Warrants</p>	 <p>Parkview Health System, Inc.</p> <p>Formation of a Partnership with Surgery Partners</p>	 <p>Renovaro Biosciences Inc. (NASDAQ: RENB)</p> <p>Acquisition of GEDi Cube Intl Ltd.</p>	 <p>Rocket Pharmaceuticals, Inc.</p> <p>Underwritten Public Offering of Common Stock</p>

HEALTH CARE AND LIFE SCIENCES HIGHLIGHTS



Sage Growth
Capital, LLC

Investment in Remedy
Medical Manufacturing LLC



Signature Care Pty Ltd

Sale to For Purpose Aged
Care Australia

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, California-based 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



Alta Global
Group Limited

New York Stock
Exchange Listing

American Beauty Labs
Pty Ltd

Offer of Securities



Barefoot Mosquito and
Pest Control, LLC

Acquisition of Evolve
Pest Control Dallas, LLC



Barefoot Mosquito and
Pest Control, LLC

Acquisition of
Sniper Services, LLC



Barefoot Mosquito and
Pest Control, LLC

Acquisition of Marble
Falls Pest Control, Inc.



Barefoot Mosquito and
Pest Control, LLC

Acquisition of
Mosquito Scott, LLC



Barefoot Mosquito
and Pest Control, LLC

Acquisition of
Acenitec, Inc.



Barefoot Mosquito
and Pest Control, LLC

Acquisition of Fifty Acre
Holdings, LLC
d/b/a Rainbow Pest Control



Barefoot Mosquito
and Pest Control, LLC

Acquisition of A & B
Termite & Pest Control, Inc.



League One
Volleyball, Inc

Purchase of Assets from
Kokoro Volleyball



League One
Volleyball, Inc

Asset Acquisition of Smash
Volleyball, Inc.



League One
Volleyball, Inc

Asset Acquisition of Rio
Volleyball Club Inc.



League One
Volleyball, Inc

Asset Acquisition of Junior
Volleyball Association of Austin



Mr. Magic Car Wash

Purchase of Coates Car
Care, Inc. and Three C's, Inc.



Ord Minnett Limited

Underwritten
Two Tranche
Placement for Bluebet
Holdings Limited



Toys R Us ANZ Limited
(ASX: TOY)

Acquisition of RIOT



Toys R Us ANZ Limited
(ASX: TOY)

Placement of Convertible Notes,
Loan Options, and Shares from
Mercer Street Global Opportunity
Fund II LP



Toys R Us ANZ Limited
(ASX: TOY)

Private Placement of Shares

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

ARENA

Arena Holdings Management LLC

Series F Financing of Salad and Go



CSAPL (Singapore) Holdings Pte Ltd

Sale of 33.33% of CARLSBERG SOUTH ASIA PTE. LTD

Centuria

Centuria Agriculture Fund

Acquisition of Katunga Fresh's 21-hectare Glasshouse Facility

CREADEV INTERNATIONAL

Creadev International SAS

Series B-1 Financing of Global Village Fruit d/b/a Jack & Annie's



Falfurrias Capital Partners

Snak-King LLC



Fogarty Wine Group

Acquisition of Taltarni and Clover Hill



Hewitt Agribusiness Pty Ltd

Stock Acquisition of Oasis International Services, Inc.



New England Seafood International Limited

Acquisition of the Business and Assets of Blue Sea Food Company Limited



Nuseed

Purchase of Assets of Yield10 Bioscience, Inc.



Pacific Trellis Fruit, LLC

Acquisition of Progressive Produce LLC



Anthony Dipietro Investments Pty Ltd and Blue Lake Investment Group Pty Ltd

Shareholder Buyout



Regenified LLC

Series A Preferred Stock Financing



Sage Growth Capital, LLC

Investment in Everybody Water, Inc.



Sage Growth Capital, LLC

Investment in Happy Day Gourmet



Sage Growth Capital, LLC

Investment in Dos Hermanos



Voyager Partners Management LLC

Preferred Stock Investment in Mitti Labs Limited



Yumbah Aquaculture Ltd

Whitewash Takeover of E33 Limited



Yumbah Aquaculture Ltd

Off-Market Takeover Offer for all Securities in East 33 Limited

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

 <p>AirTree Ventures Group Services Trusco Pty Ltd</p> <p>Investment into Indebted Holdings Pty Ltd</p>	<p>Balderton.</p> <p>Balderton Capital (UK) LLP</p> <p>Preferred Equity Financing of Huspy Holdings Limited</p>	 <p>Bancshares of Ripley, Inc.</p> <p>Acquisition by Security Bancshares, Inc</p>	 <p>Commercial Bancgroup, Inc.</p> <p>Acquisition of AB&T Financial Corporation</p>
 <p>Fat Zebra Pty Ltd</p> <p>Investment by Five V Capital</p>	 <p>First Commerce Bank</p> <p>Acquisition of Peoples Bank of Middle Tennessee</p>	 <p>Generation Development Group Limited (ASX: GDG)</p> <p>Acquisition of the Remaining 61.9% of Lonsec's Fully Funded Diluted Share Capital</p>	 <p>Far Capital Partners LLC</p> <p>Formation of an EB-5 Investment Fund</p>
 <p>Lighter Capital, Inc.</p> <p>Formation of a New Side-Car Investment Fund</p>	 <p>Norlantic ICAV</p> <p>Fund Formation</p>	 <p>Now Finance Group Holdings Limited</p> <p>Pro-Rata Renounceable Rights Issue</p>	 <p>Peak XV Partners</p> <p>Series Seed Capital Raise of Sky Pay Group Holdings Pty Ltd</p>
 <p>Pioneer Credit Limited (ASX: PNC)</p> <p>Oversubscribed Capital Raising</p>	 <p>River Run Bancorp, MHC</p> <p>Merger with Rollerstone Bancorp, MHC</p>	 <p>Spaceship Financial Services Pty Ltd</p> <p>Sale to eToro Group Limited</p>	 <p>Trovio Group Ltd</p> <p>Sale of Trovio Capital Management Pte Ltd</p>
 <p>Wesbanco, Inc. (NASDAQ: WSBC)</p> <p>Private Placement</p>	<p>“K&L Gates is well-positioned to handle complex and sophisticated matters.”</p> <p>—Chambers Europe 2023 guide</p>		

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

AGIC Capital

Sale of Farsound Aviation Limited

BLACKBIRD

Blackbird Ventures Pty Ltd

Investor in Gilmour Space Technologies' Series D Funding Round

CCUR HOLDINGS

CCUR Holdings, Inc.

Acquisition of Issued and Outstanding Shares of Capital Stock of Quick Trip Express Freight Service, Inc.

goFlux

goFlux Tecnologia da Informação Ltda.

Series A Financing Round

MCCORQUODALE TRANSFER

McCorquodale Transfer, LLC

Acquisition of Just Move It, LLC

MCCORQUODALE TRANSFER

McCorquodale Transfer, LLC

Acquisition of John Thompson Delivery Services, Inc. and TDC Acquisition Corporation

MEDLOG
Transport & Logistics

Medlog Australia Pty Ltd

Acquisition of the LINX Regional Logistics Group

MEDLOG
Transport & Logistics

Medlog Australia Pty Ltd

Acquisition of Fremantle Port

SALTCHUK

Saltchuk Resources, Inc.

Acquisition of Overseas Shipholding Group, Inc.

VOYAGER

Voyager Partners Management LLC

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

 <p>The Special Committee of the Board of Directors of ARC Document Solutions, Inc.</p> <p>Going-Private Transaction</p>	 <p>Shareholders of Attexo Group Pty Ltd</p> <p>Divestment to APEM Group</p>	 <p>Carousel Capital Partners VI, L.P.</p> <p>Equity Recapitalization of O.R. Colan Associates, LLC</p>	 <p>Certified Collision Group, Inc.</p> <p>Acquisition of Top Shop Marketing, Inc. and Collision Course, LLC</p>
 <p>Children's Home Society of Washington (d/b/a Akin)</p> <p>Merger with Childhaven</p>	 <p>The Conservation Fund</p> <p>Acquisition of Timberlands</p>	 <p>Dolphin Entertainment Inc. (NASDAQ: DLPN)</p> <p>Acquisition of All Membership Interests of Elle Communications, LLC</p>	 <p>Falfurrias Capital Partners</p> <p>Strategic Investment in Executive Platforms</p>
 <p>Florabelle Imports PTY LTD d/b/a Florabelle Living</p> <p>Sale to Anacacia Capital</p>	 <p>Incline Equity Partners</p> <p>Equity Acquisition of W.S. Connelly & Co., Inc.</p>	 <p>Incline Equity Partners</p> <p>Acquisition of Mostardi-Platt Associates, LLC and its Affiliates</p>	 <p>Sale of Equity Interest</p>
 <p>MM Capital Partners</p> <p>Acquisition of 50% Interest in 3 PPPs</p>	 <p>National Arbitration and Mediation</p> <p>Sale of Alternative Dispute Resolution Business</p>	 <p>Red Ventures Holdco, LP</p> <p>Sale of CNET</p>	 <p>Said Differently</p> <p>Acquisition of Brainvire</p>
 <p>Sealaska Corporation</p> <p>Acquisition of DME Systems Ltd</p>	 <p>Smart Urban Properties Australia Limited</p> <p>Underwritten Entitlement Offer</p>	 <p>W.S. Connelly & Co., LLC</p> <p>Acquisition of Corbin Turf & Ornamental Supply, Inc.</p>	

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.

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.

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.



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 sector-specific knowledge across the key industries of our clients, ensuring their best interests remain paramount in our decisions and investments.

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 ever-increasing speeds. This drives us to strategically

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.



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



55%
US MANAGEMENT
COMMITTEE
MEMBERS ARE
DIVERSE

A graphic featuring a large light blue circle with a white segment representing 55%. The text is positioned to the right of the circle.

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

A graphic featuring a light blue suitcase icon. The text is arranged around and inside the suitcase, with "40,000" being the largest number.

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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