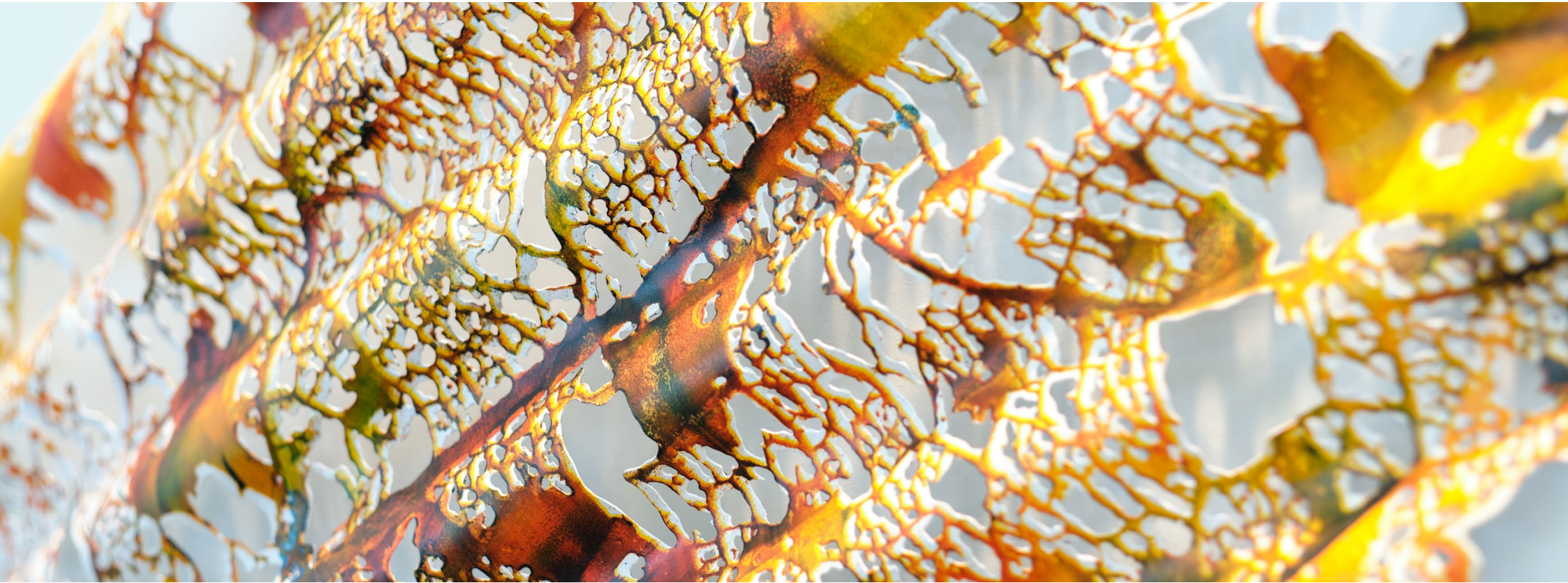


DAWSON HARFORD

LAWYERS | NOTARY PUBLIC



WHO WE ARE

Dawson Harford - expert legal advice with commercial relevance and personal attention.

A SPECIALIST FIRM FOCUSED ON OUR CLIENTS' BUSINESS NEEDS

Dawson Harford is a specialist corporate, commercial and finance law firm, providing a full range of services including dispute resolution and litigation. We provide expert legal and strategic business advice to leading New Zealand and international clients in the following areas:

Corporate and commercial

- Corporate advisory
- Competition/anti-trust
- Joint ventures
- Strategic alliances
- Private equity
- Maori aspects of commercial negotiations

Mergers and acquisitions

- Business/asset sales
- Share sales
- Restructuring
- Takeovers Code advice

Te Tiriti O Waitangi

- Treaty negotiations

Foreign investment in New Zealand

- Regulatory advice
- Strategic investment advice

Capital Markets

- Securities offerings
- Public issuance of equity and debt
- Issuer and underwriter advice

Energy

- Oil & Gas
- Geothermal energy

Construction

- Advisory work
- Contract drafting/review
- Dispute resolution

Banking and finance

- Property finance
- Development finance
- Priority arrangements

Information Technology

- Intellectual Property
- Licence Agreements
- Franchise Agreements

Property

- Investment funding
- Due Diligence reviews
- Development projects
- Commercial leasing
- Sales and acquisitions

Dispute resolution

- Advisory work
- Complex dispute resolution
- Mediation
- Arbitration
- Competition/anti-trust
- Employment law

HISTORY

Dawson Harford & Partners was formed in 2004 by a group of senior commercial partners from one of New Zealand's leading law firms. On 1 January 2018, we incorporated to become Dawson Harford Limited (trading as Dawson Harford). We are dedicated to ensuring our clients receive personal attention and that we deliver commercially relevant, practical and tailored advice.

INTERNATIONAL NETWORK

We have close relationships with a number of leading law firms globally, and our lawyers have practiced with leading firms, both overseas and in New Zealand. We have the expertise to advise on complex cross-border transactions and the flexibility to meet our clients' needs.

EXPERTISE BY EXPERIENCE

Our expertise has been built through advising on some of the most complex and challenging corporate matters. We have an intense commitment to the practice of law and pride ourselves on being at the forefront of legal practice in New Zealand. With a strong international client base, we have significant experience in advising:

- overseas companies investing in New Zealand;
- on complex cross-border issues; and
- major European, US and Asia Pacific investors entering the New Zealand market.

CONTACT

Our offices are located in Auckland, New Zealand's international gateway and leading commercial and financial centre.

Telephone +64 9 355 0088

Fax: +64 9 355 0089

Email: info@dawsonharford.com

LAWYER PROFILES

Profiles of our lawyers follow.

GRAHAM HARFORD

Director

t: +64 9 355 1520
m: +64 21 648 839
e: graham.harford@dawsonharford.com
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Areas of Specialisation

Corporate and Commercial Law
Mergers and Acquisitions
Capital Markets and Securities

Te Tiriti O Waitangi
Trans-Tasman Transactions

Graham has extensive experience acting for a wide range of leading international and local corporate clients as well as iwi-based organisations. He is regarded as being able to advise on complex transactions, including shareholder arrangements, on both a legal and commercial basis, with a key strength being his ability to work through complexities and arrive at negotiated solutions.

Graham has particular expertise in mergers and acquisitions, the sale and purchase of shares and assets, joint ventures, takeovers (under both the New Zealand and Australian Takeover Codes), foreign investment (in New Zealand and Australia) and in New Zealand Treaty negotiations and Maori aspects of commercial negotiations. He also has considerable experience in capital markets and securities law matters, company law, governance and trans-Tasman legal and structuring issues .

Graham was a founding partner of Dawson Harford & Partners in 2004.

Governance and other roles

- Member, Council of Institute of Directors
- Panel Member, Trans-Tasman Occupations Tribunal
- Member, International Bar Association
- Notary Public
- Trustee, Tuwharetoa Ki Te Tai Charitable Trust
- Independent Director, Auckland Trotting Club Inc
- Independent Director, Argenta Manufacturing Limited



Disclosable transactions

- Acted for Ngati Tuwharetoa Group in respect of the acquisition of a geothermal power station including associated operations agreements, power purchase agreement and funding arrangements.
- Advised on the settlement of a shareholder dispute relating to a large New Zealand business with complex structuring involving multiple entities, related disputes as to the management of family trusts, a divestment of shares and vendor funding arrangements.
- Acted for Ngatawara Wines in respect of the sale of stock and associated grape supply to Mission Estate and negotiated the corresponding wine distribution agreements.
- Advised a number of forestry operators in New Zealand in relation to initial acquisitions, growth, local and international supply arrangements, including shipping, exporting and log debarking facilities and operations.
- Advised on a range of issues in relation to Nufarm's debt/equity securities publicly listed in Australia and New Zealand.

Areas of Specialisation

Corporate and Commercial Law
Banking and Finance

Securities

Francis, a former founding partner, and now consultant to Dawson Harford, also holds the position of Professor of Law, Faculty of Law, The University of Auckland.

Francis is widely recognised as an expert in corporate and commercial law and is able to provide specialist advice in a vast range of commercial transactions. This includes advising on financing transactions, advising trustee companies, providing advice with respect to public offers (equities, debt and participatories) and advising on company restructuring.



Disclosable Transactions

- Advised NZICA about its amalgamation with the Institute of Chartered Accountants Australia to form Chartered Accountants Australia and New Zealand.
- Advised the shareholders of a registered bank on its sale.
- Provided advice on the merger of two registered banks by private Act of Parliament.
- Advised on an investment into the New Zealand dairy industry.
- Advised a multinational fund undertaking venture capital investments on its New Zealand technology investment.

ALAN STONES

Principal

t: +64 9 355 1500
m: +64 21 688 393
e: alan.stones@dawsonharford.com
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Areas of Specialisation

Commercial Property
Construction, Development and Project Finance
Investments and Investment Funding

Alan is a commercial property and banking and finance specialist with extensive experience gained over 30 years acting on a wide range of transactions for commercial, corporate and banking entities. He has advised on acquisitions of commercial, retail and industrial properties and has published several articles in New Zealand's leading specialist property publications relating to property rights, obligations and risks.

Alan has also acted for and advised both lenders and borrowers on a wide range of funding transactions and has extensive specialist knowledge and experience in the financing of development projects and property investment transactions including in relation to security and risk management arrangements.

Alan was a founding partner of Dawson Harford & Partners in 2004.



Governance and Other Roles

Member of the specialist property finance legal panel for one of New Zealand's leading banks.

Disclosable Transactions

- Advised a corporate client on the statutory and regulatory frameworks, controls and requirements in relation to a development project.
- Acted on the acquisition of an industrial property including conducting due diligence investigations.
- Prepared specialist banking and finance precedents for security documentation, development funding documentation, investment funding documentation and priority arrangements.
- Advised a corporate borrower on banking and security arrangements.
- Acting as the legal advisor to one of New Zealand's leading banks in relation to all major development projects and property transactions undertaken by the bank over a 20 year period.

BERNARD SMITH

Special Counsel

t: +64 9 355 1539
m: +64 21 674 864
e: bernard.smith@dawsonharford.com
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Areas of Specialisation

Banking and Finance
Project Finance
Commercial Property

Personal Property Security
Corporate and Commercial Law

Bernard advises clients on a wide range of transactions including banking and finance, commercial law and the acquisition and disposal of properties. He has extensive experience in negotiating, drafting and advising a number of national and international clients on sale and purchase contracts, commercial contracts and property contracts including leases, covenants and easements. Bernard also has experience in structuring shareholder agreements and providing litigation support to barristers in respect of commercial disputes.

Bernard joined Dawson Harford & Partners in 2010.



Governance and other roles

Bernard is a former Councillor of the Auckland District Law Society Inc. In 2017 he retired as a member of a New Zealand Law Society Auckland Standards Committee after reaching the statutory time limit for membership.

Disclosable transactions

- Advised on the establishment of both a Commercial Paper and Medium Term Note Programme, together with subsequent variations.
- Acted for a large New Zealand based finance company and drafted commercial loans and project funding development facilities.
- Advised on and drafted the retail finance and point of sale documents for a major finance company.
- Acted for borrowers (including corporates, listed entities and finance companies) on corporate banking and security arrangements.

MELISSA LYES

Special Counsel

t: +64 9 355 1504
m: +64 21 743 681
e: melissa.lyes@dawsonharford.com
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Areas of Specialisation

Corporate and Commercial Law
Mergers and Acquisitions

Melissa advises on corporate and commercial matters for both local and offshore parties.

Her experience includes advising on:

- Mergers and Acquisitions.
- Corporate Governance.
- Joint Venture arrangements.
- Shareholder Agreements and Shareholder Disputes.
- Business Structuring.
- A full range of commercial agreements including manufacturing and supply agreements, terms of trade and land access rights.

Melissa joined Dawson Harford & Partners in 2010.

Disclosable transactions

- The acquisition of a geothermal power station including associated operations agreements, power purchase agreement and funding arrangements.
- The settlement of a shareholder dispute relating to a large New Zealand business with complex structuring involving multiple entities, related disputes as to the management of family trusts, a divestment of shares and vendor funding arrangements.
- The sale of a wine makers brands, stock and associated grape supply and wine distribution agreements.
- Advised an animal pharmaceutical company on various research and development and manufacturing and supply agreements for work it undertakes for some of the world's largest pharmaceutical companies.
- Acted for an iwi settlement trust and its associated corporate entities on a range of matters related to its ongoing operations including advice related to geothermal energy (including supply agreements and land rights), forestry, commercial property acquisitions and leasing, business structuring and financing.



LAUREN WALLACE

Solicitor

t: +64 9 355 1509
e: lauren.wallace@dawsonharford.com
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Areas of Specialisation

Corporate and Commercial Law
Property

Lauren is a lawyer with experience in a range of general corporate and commercial law matters, advising private sector clients.

Lauren studied at the Victoria University of Wellington and graduated with a Bachelor of Laws and a Bachelor of Arts (majoring in Criminology and Political Science).

Lauren joined Dawson Harford Limited in July 2021 as a Law Clerk and was admitted as a Barrister and Solicitor of the High Court in December 2021.

