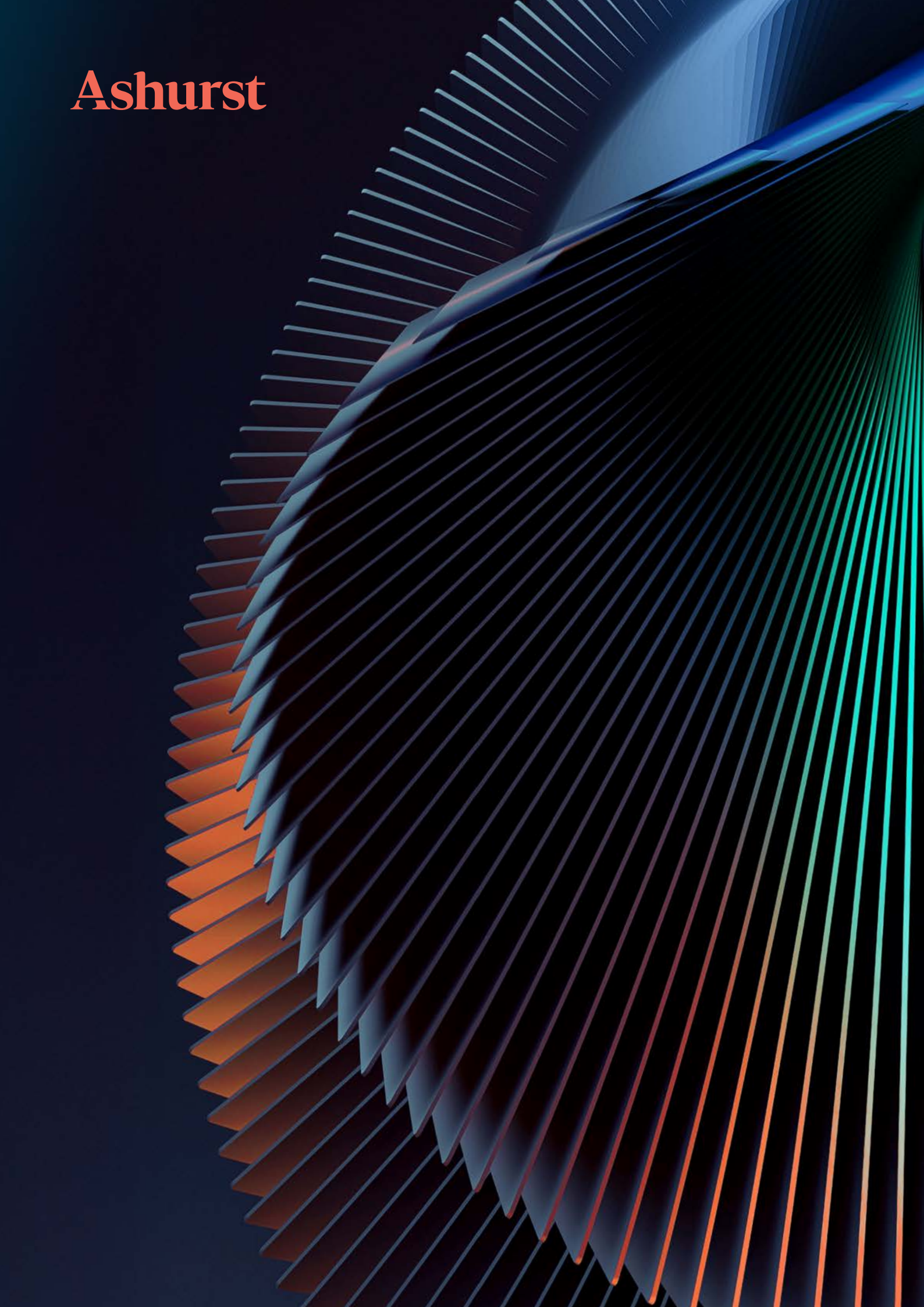
Ashurst

The M&A Deal Report 2026

An analysis of Australian public mergers & acquisitions

Outpacing change

Ashurst



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foreword

Ashurst is excited to launch the 2026 edition of The M&A Deal Report. Our Report analyses acquisitions of Australian ASX listed entities valued in excess of $50 million in 2025 and provides some perspectives on what that might mean for 2026 and beyond.

Some key data and themes from 2025:

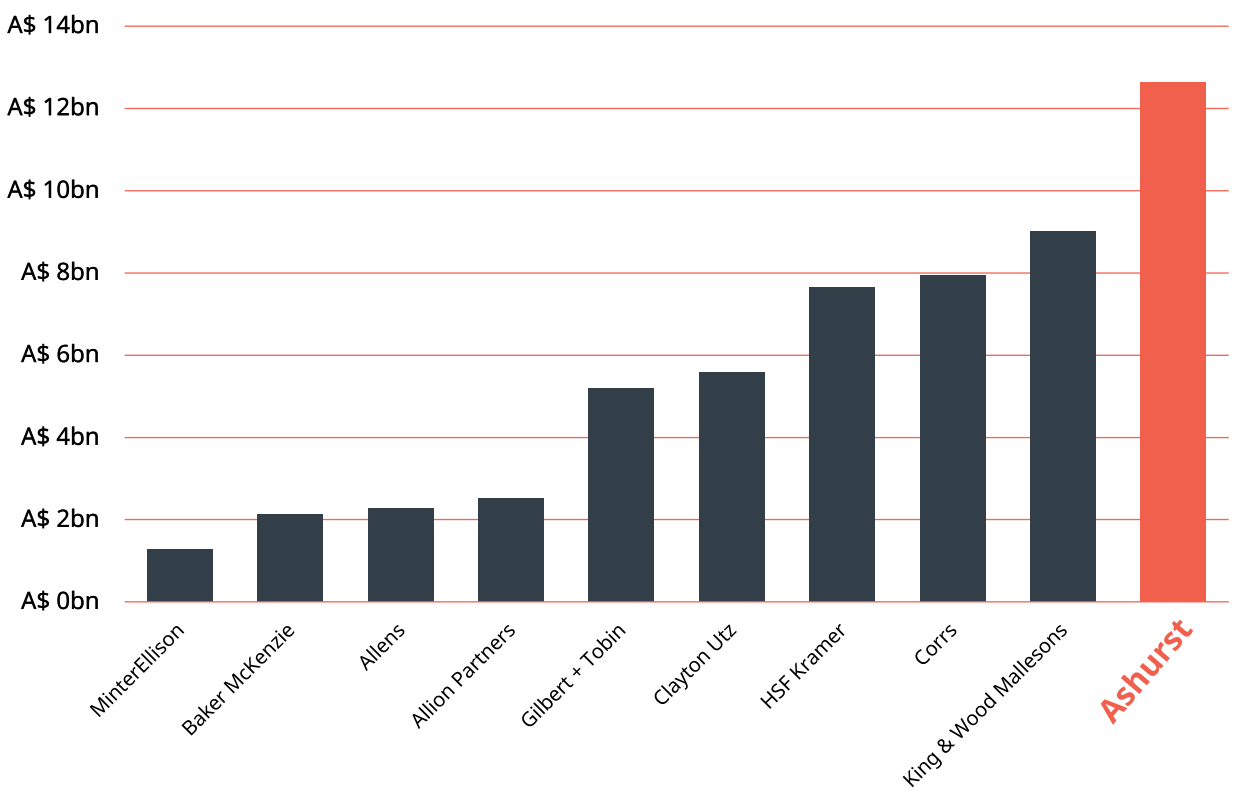
- 40 binding $50 million+ public M&A deals were announced in 2025. This was slightly lower than the 43 deals announced in 2024.
- Aggregate public M&A deal value in 2025 was $38.7 billion, which was consistent with more typical levels following the spike in aggregate deal value in 2023 ($71.5 billion, which was driven by three deals totalling $51.1 billion).
- There were eight mega deals (valued over $1 billion) in 2025, down from 11 mega deals in each of 2023 and 2024. The largest public deal was the $12.7 billion merger between Soul Patts and Brickworks.
- Private capital bidders had a stronger H2 2025, ultimately accounting for 33% by number of deals, broadly consistent with 2024 (30%). Total deal value for private capital was significantly higher than 2024, with private capital transactions accounting for $10.8 billion (or 28%) of 2025's total transaction value, up from $5.5 billion (12%) in 2024.
- Once a binding deal was signed, private capital deals enjoyed a 90% success rate in 2025, slightly down from 92% in 2024.
- Foreign bidder involvement increased in 2025. 25 of the 40 announced deals (63%) involved a foreign bidder, up from the 51% seen in each of 2024 and 2023. As one might expect given geopolitical shifts over recent years, the relative percentage of North American acquirers continues to rise.
- The materials sector, including resources, had the greatest M&A intensity in 2025, accounting for 33% of total deals, which was consistent with 2024. Notable deals in the materials sector included Gold Fields' successful $3.7 billion acquisition of Gold Road Resources and Ramelius Resources' successful $2.4 billion acquisition of Spartan Resources.
- The highest deal value was seen in the financials sector (42%), driven mostly by the $12.7 billion merger between Soul Patts and Brickworks and CC Capital's proposed $3.2 billion acquisition of Insignia Financial.
- Other sectors that experienced high levels of deal activity included consumer discretionary (20% by total deals, but 6% of total deal value), information technology (10% by total deals, 6% of total deal value) and the wider energy sector (18% by number but 3% of total deal value).
- On deal structures, schemes of arrangement were, as always, far more popular than takeovers.
- Minimum acceptance conditions in takeovers were less common (falling from 73% of takeovers in each of 2023 and 2024 to 57% in 2025).
- Qualitative triggers continued to feature in material adverse change clauses. The judgement on material adverse change clauses in the Mayne Pharma scheme saga was a landmark decision on the operation of these clauses.
- Reverse break fees continued on an upwards trend, and two deals announced in 2025 included a reverse break fee that was larger than the target break fee.
- Despite calls to reduce red tape, there are growing regulatory burdens on M&A activity. These include the revised competition / merger approval requirements and sizeable ACCC, FIRB and ASIC filing fees. Some pragmatic refinement of FIRB's processes may help balance the scales a little in this regard.

We trust this Report will be a useful resource to you as we all look forward to a busy 2026.

Number 1 in Public M&A

The Ashurst M&A team had a successful 2025 with our involvement in a large number of public M&A deals. We thank our clients for their ongoing trust with their most important matters.

Lead roles for bidder/target in Australian public M&A (2025)



The above graph shows the involvement of law firms as lead legal adviser to bidders and targets in 2025 public M&A deals valued in excess of $50 million (as listed on pages 101 to 103 of this Report).

Neil Pathak
Head of Australia and Co-Head of M&A (Australia)

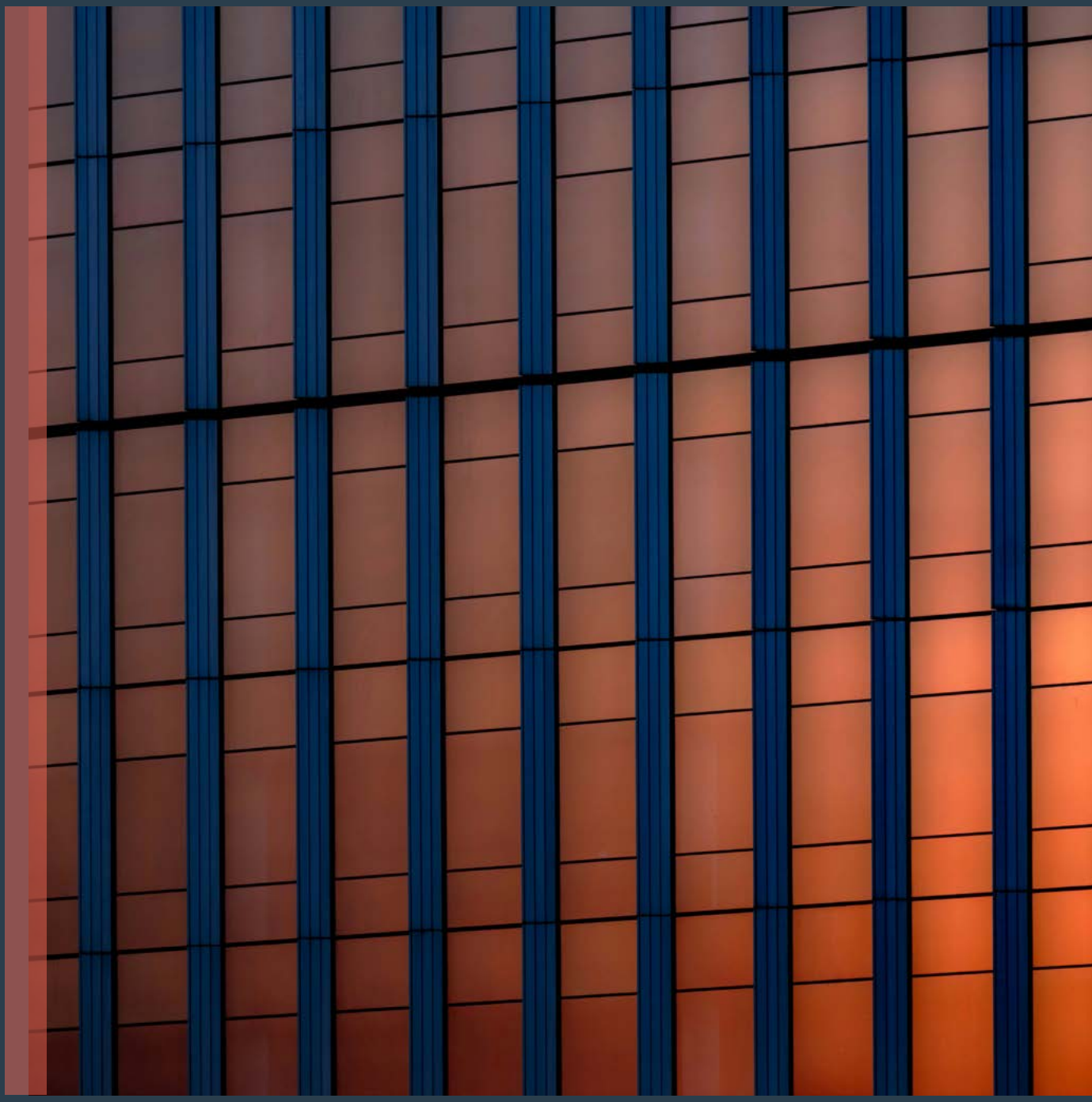
Susannah Macknay
Partner, Corporate and M&A

Tony Damian
Co-Head of M&A (Australia)

John Brewster
Head of Corporate Transactions (Australia)

Anton Harris
Head of Private Capital (APAC)

1 What can we expect in 2026?



Key takeaways

2026 outlook: strong momentum, known unknowns and regulators at the crossroads

2026 has the potential to be a bumper year for Australian public M&A.

Conditions are good. Momentum is strong. Strategics, sponsors and sovereigns are all actively engaged.

The underlying settings for deal activity are fertile.

The economic backdrop is relatively strong, private capital is abundant and debt funding is available.

There is also a growing divergence between the perceived benefits of public markets and the downsides of being listed caused by, among other factors, governance overload, compliance costs and short-term reporting requirements. In that context, private capital and strategic buyers, who need to make acquisitions to grow, can offer a better way forward for many. We expect this will lead to more public-to-private transactions.

The summer break has already seen some very large potential deals announced: Macquarie's proposed acquisition of Qube, the proposed acquisition of BlueScope by SGH / Steel Dynamics and the proposed acquisition of Qoria by Aura.

These deals could be an indication of what we can expect in 2026. However, they are only potential deals, and to come to fruition, target boards and shareholders need to be satisfied with the terms on offer. As the end of the Rio Tinto and Glencore talks demonstrate, this is not a given. Planets (and valuations) need to align. As always, M&A has many uncertainties.

Last but not least, as we progress into 2026, the regulatory demands on M&A transactions seem to increase every year. Australia seeks to reduce red tape, yet we seem to be imposing increasing regulatory burdens on M&A activity across the board including additional approval requirements, lengthy application processes, wait periods and sizeable filing fees. There have been significant changes in our competition law regime with mandatory ACCC notifications now required. Ongoing changes and developments are occurring at FIRB as it seeks to improve the management of foreign investment approval applications. Weighty regulatory filing fees now attach to ACCC and FIRB applications as well as public M&A transactions generally. How the regulators manage their additional powers in practice will be an important factor, with the potential to impact M&A in 2026.

Why the conditions are right

A number of macroeconomic and structural factors point to an environment conducive for M&A in 2026:

- Positive momentum carried over from late 2025, including a pipeline of announced but not yet completed transactions (including a number of large deals) and renewed bidder confidence.
- Greater interest rate stability overall (despite the recent modest increase) should improve valuation certainty.
- Debt funding is available, with banks and private credit providers increasingly willing to support acquisition financing.
- Private capital is abundant, ready to be deployed at scale, with growing Australian superannuation and foreign pension funds fuelling private equity firepower as well as seeking their own direct long-term, high-quality investments.
- Reduced attractiveness of public markets – especially for many mid-market companies, reinforcing the case for take-privates and strategic exits.
- Public companies themselves are engaged in strategic growth, and inorganic growth through public M&A provides one option to do so.
- AI / technology developments, the energy transition and the geopolitical importance of Australia's resources are providing M&A catalysts.

Taken together, these factors create fertile conditions for deal activity, particularly if regulatory processes allow transactions to progress efficiently.

We discuss some of our key predictions for 2026 on the following pages... we did pretty well with our predictions 12 months ago with a perfect record (see our 2025 M&A Deal Report)... so please take note of what follows!

Key predictions for 2026

Private capital: more, more, more

Private capital will continue to be a dominant driver of public M&A in 2026.

Growing Australian superannuation funds, driven by our unique compulsory savings system, as well as foreign pension funds have an abundance of capital. That capital needs to be put to work.

Debt funding is also readily available.

The combination of these factors, including the need or desire to find larger targets to deploy more capital, means we can expect increasing private equity and infrastructure fund focus on public company targets.

The full spectrum of global private capital players including Brookfield, Blackstone, EQT, TPG, KKR, CVC, Bain and PAG, alongside domestic firms such as BGH, PEP, Adamantem, Allegro, Quadrant and Five V, are active in Australian public markets. In addition, Australian superannuation funds and foreign pension funds are increasingly comfortable providing co-investment equity or rolling stakes alongside private equity sponsors. And in some cases, such as Hostplus' collaboration with Charter Hall in taking over Hotel Property Investments in 2024/2025, superannuation funds are open to being the bidder.

The increased activity was evident across both acquisitions and exits in the second half of 2025. Recent and current transactions illustrate the depth of sponsor engagement in our markets more broadly, including Macquarie's proposed acquisition of Qube (where UniSuper is the largest shareholder), Blackstone's proposed Hamilton Island acquisition, Bain's IPO of Virgin Australia, Allegro's sale of Straits Link to Igneo, BGH's CyberCX sale and PAG's part sale of Australian Venue Co to CVC, to name just a few. Anticipated exits such as KKR's proposed sale of Colonial First State and TPG's mooted IPO of Greencross will be closely watched.

There are, however, some tempering factors which will need to be navigated if private capital is to reach its full potential:

Pressure for successful exits is rising. Private capital is not just about buying, of course. There is always the pressure to have exits at strong values. Some will need to demonstrate more wins before they can maximise further funding rounds and feel comfortable with more acquisitions.

Competition for high quality assets remains intense. Many private capital firms prefer to avoid competitive acquisition processes.

Increasing regulation can increase execution risk and costs, as well as add uncertainty to post-acquisition roll-up plays, which in turn can impact appetite at the margin. Under Australia's new mandatory merger notification regime, competing bidders are unable to obtain ACCC clearance ahead of an auction process, as the law now requires that all notifying parties enter into a contract, arrangement or understanding. This is a significant departure from the approach taken under the previous informal system and is less than ideal.

That said, even if there are some drags on activity, private capital is expected to remain highly active in 2026. Indeed we expect private capital will often be key players in large transactions including as co-investor, funder, acquirer and, often, as large shareholders in target companies.

Increased US investment

The 2025 data points to a meaningful increase in US bidder participation, and that trend is expected to continue into 2026.

Examples of large US acquisitions of Australian public companies in 2025 included Caterpillar Inc's successful acquisition of RPMGlobal Holdings for $1.1 billion, CoStar Group Inc's successful acquisition of Domain Holdings for $2.8 billion and CC Capital's proposed acquisition of Insignia Financial for $3.2 billion.

US-based corporates and private equity funds are of course well capitalised, and experienced in M&A and complex transactions. They seem more open to calculated risk taking and growth, which is well supported by US financial markets.

Notwithstanding some recent gains in the A$, we still have a relatively weak A$ which can make Australian targets look inexpensive in US$ terms. While the A$ may increase a little in 2026 (given our interest rates might be relatively higher than key overseas markets), we do not expect that to have a significant impact on this thematic.

Of course, we live in a world with rising geopolitical tensions and security concerns. In this context, investment from the US and western countries generally encounter a relatively quicker FIRB review.

These dynamics suggest inbound US investment will remain a significant feature of Australian public M&A in 2026 particularly from US private equity firms and also US mining companies including in relation to critical minerals. The announcement of the proposed acquisition of Australian Strategic Minerals by Energy Fuels Inc for $444 million in January 2026 being a case in point.

The ASX mid-market continues to be hollowed out

The hollowing out of the ASX mid-market is expected to continue and perhaps even accelerate.

Public markets aren't getting any easier. Complying with listing rule obligations and governance standards and expectations, short-term / periodic reporting and dealing with increasingly engaged shareholders (including activists on occasions) takes significant time, money and management focus.

That's manageable for multi-billion dollar ASX 50 companies, but perhaps not so easy for mid-cap listed companies, especially those that have been listed for some time and may not have a tech, digital or other growth story. These companies may have limited institutional shareholder support, limited market analyst interest and low trading liquidity.

By contrast, private markets can provide longer term and committed capital, operational flexibility and strategic alignment, allowing management teams to pursue longer term growth strategies, while avoiding more onerous and short-term periodic reporting cycles and extensive compliance burdens.

The above factors, combined with the volume of private capital available to be invested, can be expected to drive public-to-private transactions and mid-market takeover activity.

Deal structures: schemes still dominant, tactics evolving, more shareholder engagement and activism

Schemes of arrangement will of course continue to be the preferred structure for agreed transactions. That said, bidders are showing greater tactical flexibility to get deals done. Therefore, we expect to see an increased willingness by bidders to deploy alternative approaches where boards do not engage and / or adopt a "just say no" defence.

This is likely to include:

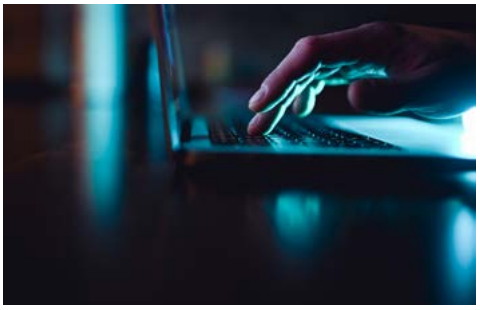
- A greater incidence of off market takeover bids, particularly in contested situations or where boards resist engagement.
- Bear hug approaches, where bidders appeal directly to shareholders even if their preferred endgame is a scheme, including through public statements or engagement with key institutional holders.
- Greater direct engagement with shareholders at an early stage rather than simply seeking to negotiate a deal with the target board on a confidential basis.

Target boards that simply say "no" for extended periods, without articulating a clear and sustained value creation alternative, risk increasing shareholder frustration. While holding out can sometimes result in a higher price, experience suggests that selling at a strong price is often preferable to losing the opportunity of a takeover premium altogether.

Sectors to watch

While deal activity is expected across a broad range of industries, several sectors are likely to be the ones to watch for public M&A in 2026.

Technology is expected to remain highly active. AI, digital and big data have the potential to drive an innovation supercycle. Australia continues to produce attractive software, data and technology-enabled services businesses, many of which exhibit recurring revenue, a strong customer base and scalable platforms. Caterpillar Inc's successful $1.1 billion acquisition of RPMGlobal Holdings (a leading provider of software solutions and advisory services for the mining industry) and the recently announced proposed acquisition of Qoria by Aura (a global technology company focussed child well being and safety) demonstrate the attractiveness of the IT sector. While larger listed players such as WiseTech and Xero have been active offshore, mid-sized ASX listed technology companies remain compelling, perhaps undervalued, targets for inbound investors and private capital.



Energy transition assets will remain a significant area of focus. Capital continues to flow into renewables, storage, transmission and transition related infrastructure, supported by deep pools of global infrastructure and pension capital. 2025 saw a large number of public M&A deals with targets involved in mining or key minerals required for the energy transition, including copper and lithium. Transactions such as Sembcorp's proposed acquisition of Alinta Energy reflect ongoing appetite for scale and portfolio optimisation in this sector.

Real estate is showing early signs of renewed momentum following cyclical lows. Stabilising valuations and improving funding conditions are expected to support increased transaction activity in 2026. Sub sectors such as logistics, data centres, accommodation, alternative living and operating real estate are expected to attract the greatest interest, as reflected in transactions such as Brookfield / GIC consortium's proposed $4 billion acquisition of National Storage REIT and Charter Hall and Hostplus' acquisition of Hotel Property Investments (announced in 2024).

Resources and materials was a standout sector in 2025 with high profile deals including Gold Fields' successful $3.7 billion acquisition of Gold Road Resources and Ramelius Resources' successful $2.4 billion acquisition of Spartan Resources. We expect continued strength in 2026, with gold, critical minerals and future facing metals such as copper remaining key areas of focus, supported by Australia's strategic role in global supply chains. The recently announced proposed acquisition of Australian Strategic Minerals by Energy Fuels Inc being a case in point. We expect further activity to be driven by the desire for scale, enhanced asset quality and the need for access to critical minerals.

Distressed and special situations will remain part of the picture

While the overall outlook for public M&A is positive, some industries are struggling with increased costs and / or reduced prospects for growth.

Certain parts of the market remain under material strain, giving rise to distressed or opportunistic M&A scenarios. For example, healthcare continues to face structural and funding challenges, highlighted by the sale of Healthscope's private hospital portfolio.

Gaming and leisure companies, including The Star Entertainment Group, remain under pressure from regulatory, compliance, operational and balance sheet issues.

Parts of the retail sector also continue to experience cost pressures and subdued consumer demand.

This is expected to drive increased restructuring activity and, potentially, opportunistic acquisitions and selective consolidation. Private credit and special situations funds are likely to continue to play a prominent role, alongside strategic buyers targeting assets emerging from distress.

Increased shareholder activism

Shareholder activism is now an established, and growing, feature of the Australian public M&A landscape and is expected to continue influencing deal dynamics in 2026.

Activism takes many forms. It includes large institutional investors and superannuation funds, as well as traditional activist funds and highly vocal institutional shareholders, expressing views on valuation, strategy and capital allocation or seeking to initiate or encourage M&A strategies to create activity. In this context, we can expect to see much more engagement between shareholders and potential bidders in 2026 which will drive M&A activity, in particular with underperforming companies.

Superannuation funds including Hostplus, AustralianSuper and UniSuper have also demonstrated an increasing willingness to engage actively in M&A transactions.

Activist campaigns continue to feature prominently in contested situations. Some activist activity in 2025 included Ainsworth Game Technology, which saw a proportional takeover from parties associated with the founder in opposition to Novomatic AG's unsuccessful proposal, as well as the situation at Humm involving potential bids from founders, strategics and calls from unhappy shareholders for change.

Looking ahead, activism is expected to further intersect with M&A strategy.

What are the risks to public M&A in 2026?

While there are many reasons to expect 2026 to be a strong year for public M&A in Australia, geopolitical risk is the known unknown that could negatively impact activity. Anyone who says they can predict what will happen in international relations, geopolitics and the impact of that on world markets (and therefore Australian M&A) is making it up. To date, markets have been tremendously resilient.

Time alone will tell. But for now, while this risk remains, it is only that, and the expectation is for a very busy 2026.

At the cross-roads: over regulation, but signs of adjustment ahead

Increasing regulation is a defining feature of the public M&A environment as we start 2026.

The ACCC's new merger laws, which came into force on 1 January 2026, represent a major overhaul. 2026, and the first half of 2026 in particular, is likely to be a testing period as processes, resourcing and market practice adjust. Hopefully, the process will swiftly become more refined and efficient. In particular, market participants will want to see the regime become adept at quickly approving acquisitions where there are no substantive issues.

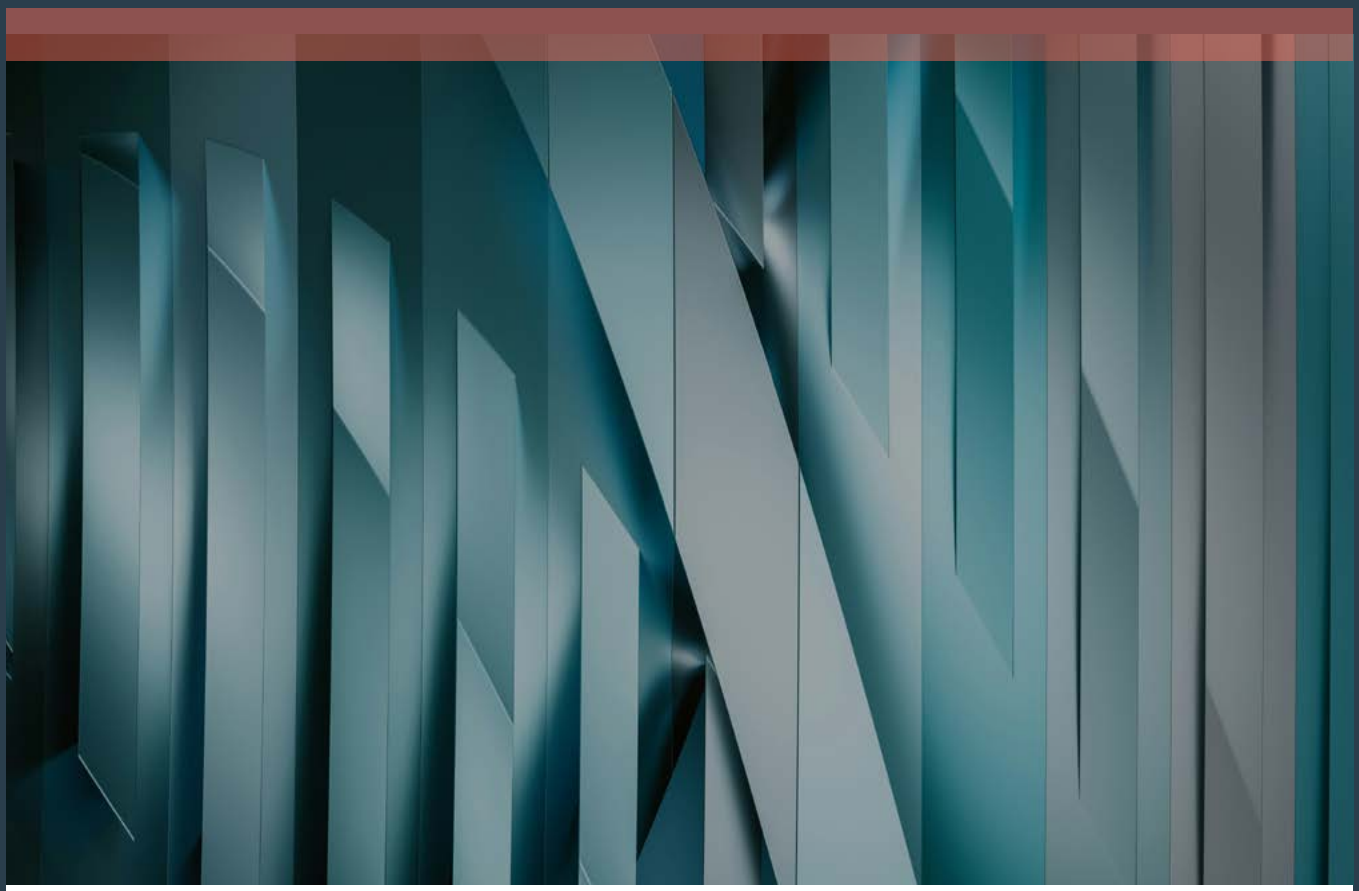
In a complex world with geopolitical tensions, it is perhaps not surprising that the FIRB approval processes often continue to take time. That said, FIRB continues to express an intention to make approvals for straight forward transactions more streamlined. How this translates into practice remains a work in progress. Many market participants remain sceptical about the ability of FIRB to deliver a more efficient process for applicants that should raise no foreign investment concerns.

ASIC also continues to take a robust stance and enters 2026 with the Deputy Chair, Ms Sarah Court, taking over as Chair mid year.

2026 might be a challenging and frustrating year dealing with regulators but we believe that, with time, the processes can and will improve.

That said, it may take the full year and 2027 may be the point at which a new satisfactory normal emerges. In particular it will take time for the ACCC and parties to establish a consistent operating rhythm and some of the current regulatory friction with the new laws to ease. Until then, dealmakers will need to be patient and learn to navigate an environment which for now at least, has more barriers and hurdles.

2 Deal Activity



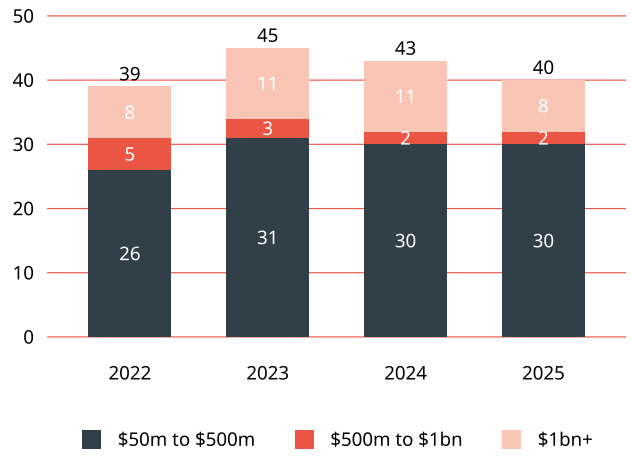
Key takeaways

- Australian public M&A remained active in 2025 with 40 deals announced involving ASX listed targets valued at $50 million or more.
- Deal numbers were down from the 45 deals announced in 2023 and the 43 deals announced in 2024.
- Aggregate deal value totalled $38.7 billion in 2025, which was consistent with more typical levels following the spike in aggregate deal value in 2023 ($71.5 billion; driven by three deals totalling $51.1 billion).
- 61% of 2025 aggregate deal value is attributable to four standout deals: the $12.7 billion merger between Soul Patts and Brickworks, the Brookfield / GIC consortium's proposed $4 billion acquisition of National Storage REIT, Gold Fields' $3.7 billion acquisition of Gold Road Resources and CC Capital's proposed $3.2 billion acquisition of Insignia Financial. Ashurst advised the bidders in three of these transactions.
- Overall, Australian public M&A has remained at healthy activity levels over the past three years, with 2025 highlighting a more balanced spread of deal sizes and a strong pipeline of opportunities.

Deal numbers

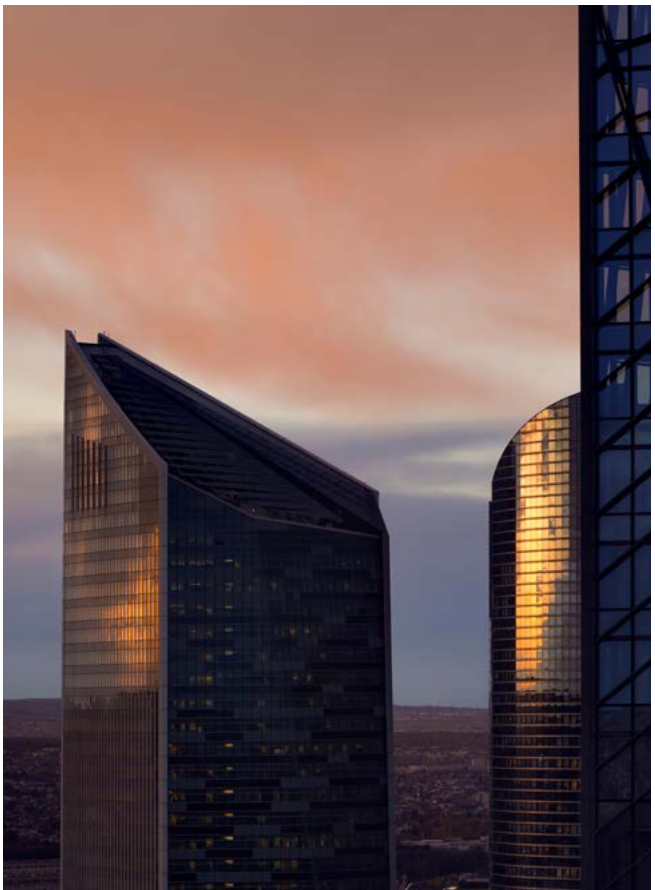
There were 40 binding deals valued at over $50 million announced in 2025.

Number of deals announced



There was a 7% decrease from the number of deals (43) announced in 2024 and an 11% decrease from the number of deals (45) announced in 2023 but a 3% increase compared to the number of deals (39) announced in 2022.

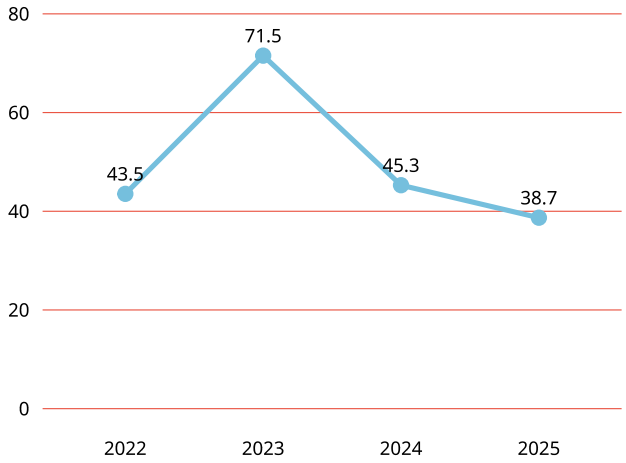
There were eight mega deals (being transactions valued at more than $1 billion) in 2025. This is down from the 11 mega deals in each of 2023 and 2024.



Deal value

The aggregate announced deal value in 2025 was $38.7 billion.

Total deal value ($bn)



Aggregate deal value has trended downwards since the high in 2023, and was $38.7 billion in 2025 after a total of $45.3 billion in 2024. 2023 was indeed an atypical year, with three deals alone totalling $51.1 billion. Deal value in 2025 was more consistent with levels seen in 2022 and 2024.

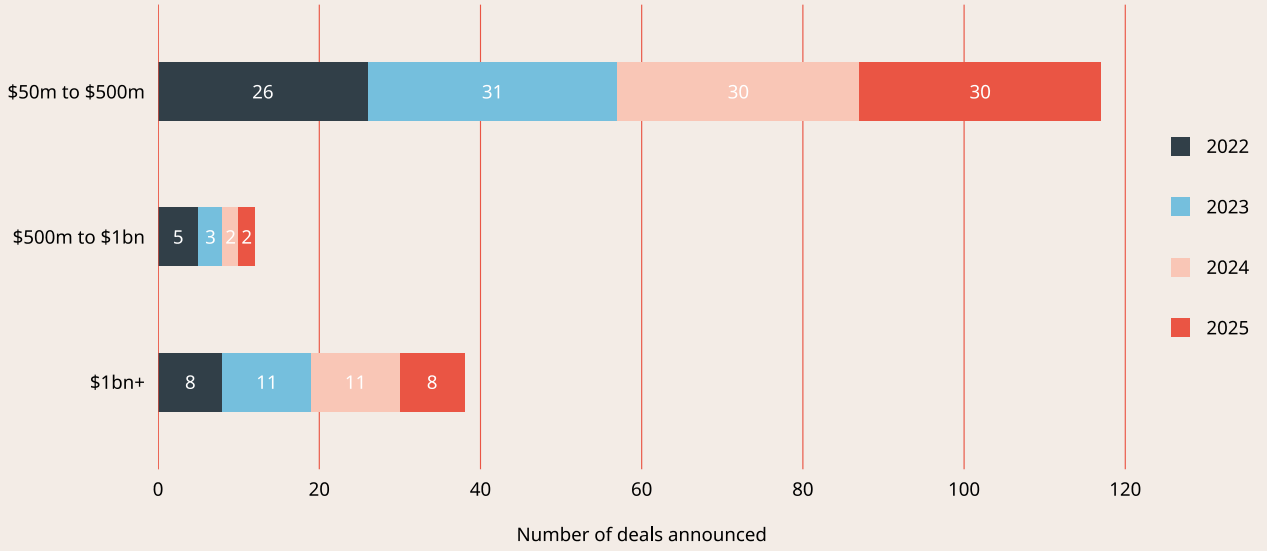
Four significant transactions accounted for 61% of aggregate deal value in 2025, namely:

- the $12.7 billion merger between Soul Patts and Brickworks;
- the Brookfield / GIC consortium's proposed $4 billion acquisition of National Storage REIT;
- Gold Fields' $3.7 billion acquisition of Gold Road Resources; and
- CC Capital's proposed $3.2 billion acquisition of Insignia Financial.

Transactions exceeding $1 billion represented 80% of 2025's aggregate deal value, concentrated in eight mega deals. In addition to the four largest deals listed above, the other four deals above $1 billion were:

- CoStar Group Inc's $2.8 billion acquisition of Domain Holdings;
- Ramelius Resources' $2.4 billion acquisition of Spartan Resources;
- Pacific Equity Partners' $1.1 billion acquisition of Johns Lyng Group; and
- Caterpillar Inc's $1.1 billion acquisition of RPMGlobal Holdings.

Distribution of deal values



There were two deals valued between $500 million and $1 billion: TPG Capital's successful $651 million acquisition of Infomedia and Cosette Pharmaceuticals' proposed $615 million acquisition of Mayne Pharma, which was subsequently terminated by the bidder (for further details, see Chapter 8).

The above data, which focuses on binding takeovers and schemes of arrangements, does not include the proposed $36.4 billion acquisition of Santos by ADNOC. This potential deal was short lived as ADNOC withdrew its proposal just days before a binding offer was due. If the deal had succeeded, this would have significantly increased the value of public M&A in 2025 (illustrating the impact that one or two sizeable deals can have on the aggregate deal value in any one year).

Competing bids

There were competitive binding bids for only two targets in 2025, unlike 2024 which saw five competitive bidding situations.

There were:

- two competing bidders for PointsBet Holdings, namely MIXI, Inc and betr Entertainment, with MIXI ultimately being successful; and
- two competing bidders for New World Resources, being Kinterra Capital and Central Asia Metals, with Kinterra Capital emerging as victor.

Each of these deals started out as schemes of arrangement but ultimately proceeded as takeovers following the emergence of rival bidders (for further details, see Chapter 5).

Top deals 2025

The largest deals announced in 2025 were as follows:

$3 billion+

Successful $12.7 billion merger between **Soul Patts** and **Brickworks** *

CC Capital's proposed $3.2 billion acquisition of **Insignia Financial** *

Gold Fields' successful $3.7 billion acquisition of **Gold Road Resources**

Brookfield / GIC consortium's proposed $4 billion acquisition of **National Storage REIT** *

$1 billion+

CoStar Group Inc's successful $2.8 billion acquisition of **Domain Holdings** *

Ramelius Resources' successful $2.4 billion acquisition of **Spartan Resources**

Pacific Equity Partners' successful $1.1 billion acquisition of **Johns Lyng Group** *

Caterpillar Inc's successful $1.1 billion acquisition of **RPMGlobal Holding**

$500 million+

TPG Capital's successful $651 million acquisition of **Infomedia** *

Cosette Pharmaceuticals' unsuccessful $615 million acquisition of **Mayne Pharma**

* Ashurst had key legal adviser roles in these deals.

3 | Bidders

Key takeaways

Private capital – a strong showing

The number of private capital deal numbers remained steady at 13 in 2025, the same number as in 2024, accounting for 33% of 2025's announced deals.

However, total private capital deal value rose by over 96%, or $5.3 billion, to $10.8 billion, reflecting private capital involvement in a number of mega deals in 2025. We expect this to continue given the abundance of private capital available.

Foreign investment – foreign bidders remain highly active

Foreign bidder involvement was slightly up, representing 63% of all announced deals in 2025, up from 51% in 2024.

Total deal value of foreign bids was $20.3 billion, down from $26.7 billion in 2024 and $62.4 billion in 2023.

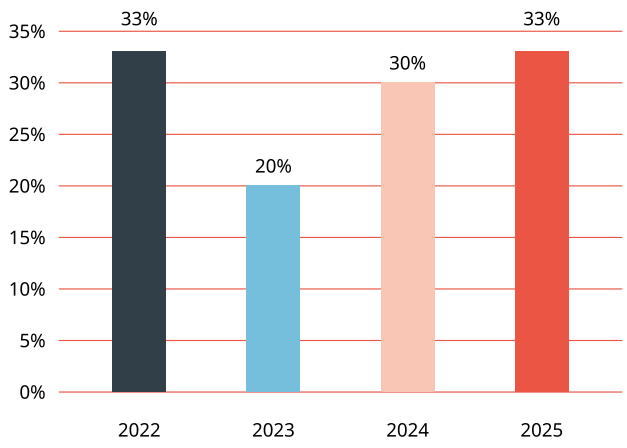
While the proportion of Australian bidders dropped from 49% seen in 2024 to 37% in 2025, total deal value involving Australian bidders remained steady at $18.4 billion in 2025, slightly down from the $18.6 billion in 2024.

Private capital bidders

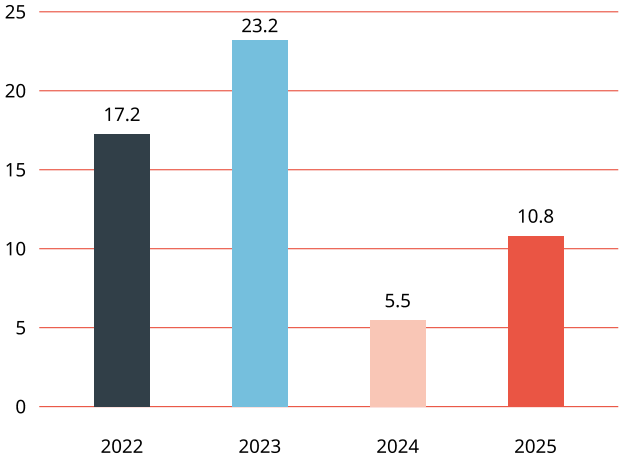
Private capital involvement in deals remained steady in 2025, with 13 of 40 (33%) of announced deals over $50 million involving a private capital bidder, consistent with the 13 deals (30%) in 2024, and up from the nine deals (20%) in 2023.

While the number of private capital transactions in 2025 was identical to 2024, the total deal value of announced transactions involving private capital was significantly higher than 2024, with private capital transactions accounting for $10.8 billion (or 28%) of 2025's total transaction value, up from $5.5 billion (12%) in 2024. This reflects a gradual shift back toward the numbers seen in 2023 ($23.2 billion) and 2022 ($17.2 billion), reflecting private capital involvement in a number of mega deals (as set out in the below table). 2024 was anomalous in not having any private capital mega deals.

Proportion of deals involving private capital



Value of private capital bids ($bn)



Top 5 private capital bids (2025)

	Name of deal	Value
1	Brookfield / GIC consortium's proposed acquisition of National Storage REIT	**$4 billion**
2	CC Capital's proposed acquisition of Insignia Financial	**$3.2 billion**
3	Pacific Equity Partners' successful acquisition of Johns Lyng Group	**$1.1 billion**
4	TPG Capital's successful acquisition of Infomedia	**$651 million**
5	Proprium Capital Partners' successful acquisition of AVJennings Homes	**$370 million**

Foreign bidders

Foreign bidders' involvement in ASX listed company transactions continued to rise in 2025, with 25 of the 40 announced deals (63%) involving a foreign bidder, up from the 51% seen in each of 2024 and 2023 and the 46% seen in 2022.

Foreign bidders remain particularly interested in businesses in the materials sector with seven of 25 foreign announced deals (28%) being in the materials sector, slightly down from the eight of 22 (36%) figure seen in 2024, with notable transactions including:

- Gold Fields' $3.7 billion acquisition of Gold Road Resources; and
- Montage Gold Corp's proposed $333 million acquisition of African Gold

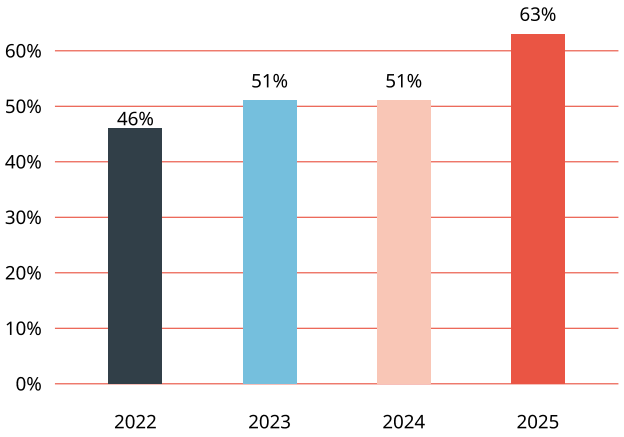
Foreign deals continued to account for the majority (52%) of aggregate deal value in 2025.

However, the aggregate foreign bid deal value in 2025 of $20.3 billion was a continued decline from $26.7 billion in 2024 and $62.4 billion (87% of aggregate value) in 2023. That said, 2023's numbers were heavily skewed by Newmont's $26.1 billion acquisition of Newcrest, and the Brookfield / EIG consortium's $16.3 billion bid for Origin Energy, with these two transactions accounting for over 59% of the total foreign deal value for those years. In this context, the figures for 2024 and 2025 represent perhaps a more normal level of activity by foreign bidders.

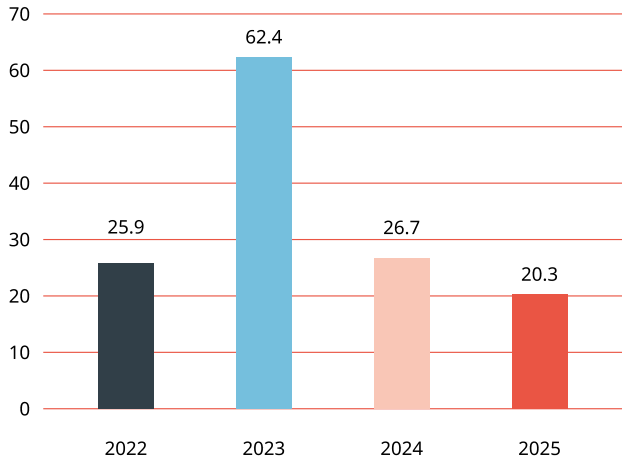
Of the eight mega deals announced in 2025, five involved foreign bidders. While this is slightly below historical levels of foreign involvement in mega deals (seven of the 11 mega deals in 2024, eight of 11 in 2023 and six of eight in 2022), it indicates that foreign interest in larger ASX listed companies remains strong.

Four of the top five foreign bids in 2025 came from the United States and Canada:

Proportion of deals involving foreign bidders



Value of foreign bids ($bn)



Top 5 foreign bids (2025)

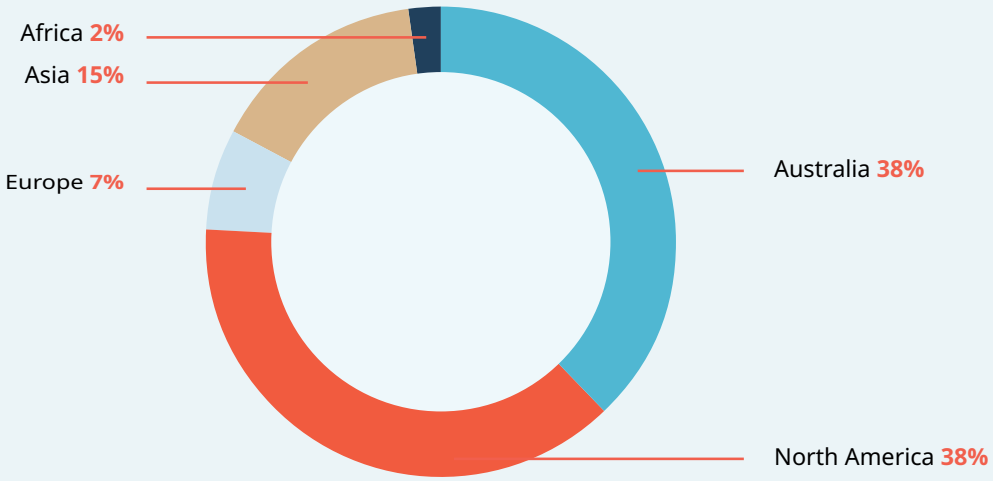
	Region	Name of deal	Value
1	North America (Canada)	Brookfield / GIC consortium's proposed acquisition of National Storage REIT	**$4 billion**
2	Africa (South Africa)	Gold Fields' successful acquisition of Gold Road Resources	**$3.7 billion**
3	North America (United States)	CC Capital Partners' proposed acquisition of Insignia Financial	**$3.2 billion**
4	North America (United States)	CoStar Group Inc's successful acquisition of Domain Holdings	**$2.8 billion**
5	North America (United States)	Caterpillar Inc's successful acquisition of RPMGlobal Holdings	**$1.1 billion**

There was an uptick in interest from North American bidders in ASX listed companies in 2025, accounting for 38% of all bids (the same percentage as Australian bidders), up from 16% in 2024, but similar to each of 2023 and 2022 where North America was the most active foreign region for inbound deal interest (20% and 33%, respectively). Of these, six bids were from Canadian bidders and nine bids were from the United States.

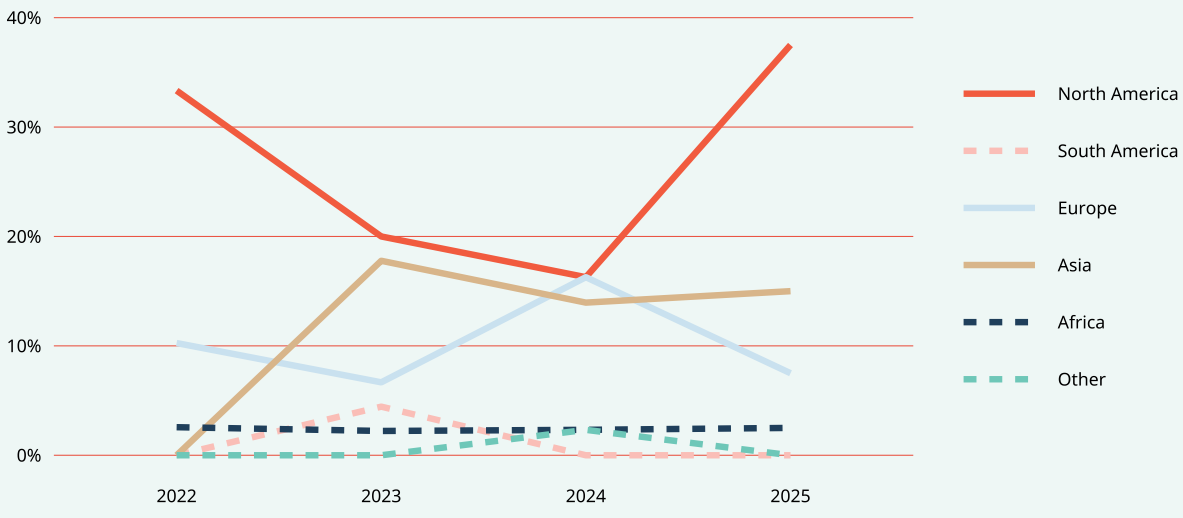
The proportion of transactions involving European bidders fell from 16% in 2024 to 7% in 2025, mirroring the 7% levels found in 2023. European bidders in 2025 came from the United Kingdom and Austria.

Asian interest in ASX listed companies remained steady at 15% of announced deals in 2025, slightly up from the 14% in 2024 but down from the 18% seen in 2023 (noting that there were no Asian bids in 2022). Bidders from Singapore, Japan, Hong Kong and China featured in the 2025 deal list.

Proportion of bids by region (2025)



Proportion of foreign bids by region



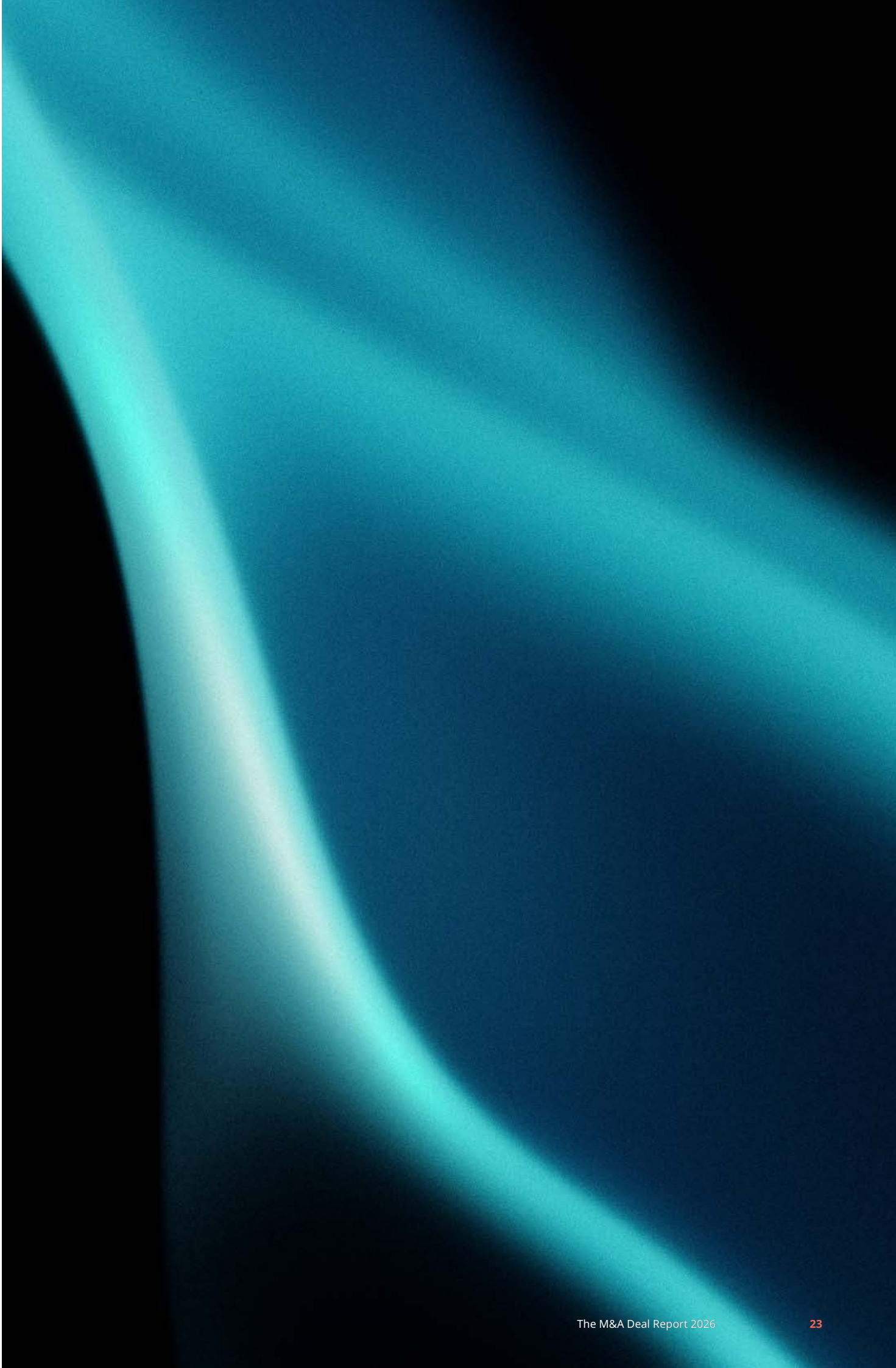
Australian bidders

The proportion of Australian bidders has trended downwards since 2022, with 15 of 40, or 38%, of the total number of announced bids in 2025, down from the 49% of deals in each of 2024 and 2023 and further down from the 54% of deals in 2022.

Deals involving Australian bidders accounted for $18.4 billion in 2025 (or 48% of total deal value), slightly down in dollar terms from $18.6 billion in 2024, but up from the relative proportion of deal value in 2024, being 41% of total deal value.

Top 5 Australian bids (2025)

	Name of deal	Value
1	Soul Patts and Brickworks merger	**$12.7 billion**
2	Ramelius Resource's successful acquisition of Spartan Resources	**$2.4 billion**
3	Pacific Equity Partners' successful acquisition of Johns Lyng Group	**$1.1 billion**
4	betr Entertainment's unsuccessful acquisition of PointsBet Holdings	**$472 million**
5	Lederer Group's unsuccessful acquisition of Elanor Commercial Property Fund	**$278 million**



Deal Spotlight

Take-privates: a busy year for private equity bidders

Take-privates by sponsors continue to be an important feature of the Australian public M&A landscape.

2025 saw a number of sponsors successfully execute deals across a range of industries. Is there such a thing as a 'typical take-private'? This spotlight looks at some of the key metrics that shaped take-privates in 2025. It also examines developments and market practice around exclusivity for PE bidders.

The 'typical' take-private

Despite a slow start to the year, private equity played a major role in deals involving ASX listed targets in 2025, making up 30% of the total deals. This has built on the growth seen in 2024, highlighting an increased appetite for the acquisition of ASX listed companies.

Based on deal averages, the 'typical' PE take-private in 2025 involved:

- **An average deal value** of $877 million, with significant deals including the proposed $4 billion acquisition of National Storage REIT by the Brookfield / GIC consortium and CC Capital's proposed $3.2 billion acquisition of Insignia Financial;
- **Large premiums** for shareholders, with an average final premium of 63.4% (as opposed to 49.7% for non-PE deals in 2025);
- A **relatively efficient process**, with completed PE deals in 2025 taking an average of 112 days from bid to implementation. The longest timeframe for completion was 155 days (noting one signed deal that has not yet completed has gone beyond that timeframe), and 63% of deals were within the 100-120 day range, indicating a strong consistency across all PE take-private deals;
- **Likely a foreign bidder**, with 66.7% of PE deals this year involving overseas based bidders and largely dominated by US sponsors who made up 42% of bidders;
- **Potential competitors**, with one in three PE deals involving a competing bid in the process (which was higher than the 18% of non-PE deals);
- Limited number of deals with **stub equity**, with only 16% of PE deals providing an option to roll;
- A **range of sectors targeted**, with the 12 deals coming from eight different GICS Sectors; and
- Ultimately, **a high likelihood of success** once a SID is signed, with 100% of PE deals (other than those that remain on foot and have not yet closed) succeeding after the bid is agreed, compared to the 76% success rate of non-PE deals.

Exclusivity

Bidder exclusivity during diligence has become a common feature of take-privates. Sponsors point to the significant resources deployed during diligence. Typical provisions include 'no due diligence', 'no shop' and 'no talk'. Unlike in post-SID exclusivity, pre-deal exclusivity can be "hard" in the sense that, for at least a period of time, it does not need to be subject to a fiduciary out. In 2025, exclusivity clauses were disclosed in 45% of take-private transactions prior to entry into a SID, while the remainder of deals did not disclose exclusivity terms prior to that stage.

The following table sets out the type and length of exclusivity in 2025 PE take-privates where exclusivity provisions were disclosed:

Bidder/Target	Date of bid (SID)	Deal value	Summary of exclusivity based on public filings
Bidder: Brookfield Asset Management / GIC consortium **Target**: National Storage REIT	8 December 2025	$4 billion	A non-disclosed period of exclusivity, with customary non-solicit, no talk and no due diligence obligations, and a customary fiduciary out applying to no talk and no due diligence.
Bidder: Adamantem Capital **Target**: Apiam Animal Health	22 October 2025	$164 million	Exclusivity period of 30 business days from the date of entry into the Process Deed. 20 business days into that period, a fiduciary out applied to the no talk and no due diligence undertakings.
Bidder: CC Capital Partners **Target**: Insignia Financial	22 July 2025	$3.2 billion	Exclusivity period of six weeks from the date of entry into the Exclusivity Deed. Four weeks into that period, a fiduciary out applied to the no talk and no due diligence undertakings.
Bidder: Pacific Equity Partners **Target**: Johns Lyng Group	11 July 2025	$1.1 billion	Exclusivity period of 30 business days from the date of entry into the Exclusivity Deed. Four weeks from when the Data Room opened, a fiduciary out applied to no talk and no due diligence undertakings.
Bidder: Proprium Capital Partners and AVID Property Group **Target**: AVJennings Homes	1 April 2025	$370 million	Exclusivity period of two months from the date of entry into the Exclusivity Deed, with a fiduciary out applying to no talk and no due diligence for this entire period.

Key takeaways

The 2025 data demonstrates that sponsors remain an important part of the Australian public M&A market. Competing bids, pre-deal exclusivity and healthy premia were all part of the equation. While not every sponsor approach results in a signed SID, once a SID is signed, the prospects of a closed deal were high.

Going forward, we expect sponsors to have a strong year with take-privates in 2026.

Ashurst was involved as lead counsel to the bidder, target or major shareholder(s) in a number of take-private deals in 2025, including:

- the Brookfield / GIC consortium's proposed $4 billion acquisition of National Storage REIT;
- CC Capital's proposed $3.2 billion acquisition of Insignia Financial;
- Pacific Equity Partners' successful $1.1 billion acquisition of Johns Lyng Group;
- TPG Capital's successful $651 million acquisition of Infomedia;
- Adamantem Capital's successful $164 million acquisition of Apiam Animal Health; and
- EQT and CVC's $5.2 billion take-private approach to AUB Group.

Ashurst was named Private Equity Legal Adviser of the Year at the Mergermarket (Australia) Awards 2025.

Deal spotlight

CC Capital's proposed $3.2 billion acquisition of Insignia Financial by scheme of arrangement

A landmark transaction in 2025 for Australian public M&A, CC Capital's proposed $3.2 billion take-private of Insignia Financial Limited (ASX: IFL) via a scheme of arrangement showcases:

- a large-scale, cross-border private equity acquisition with a strong share price premium; and
- the attractiveness of the Australian financial services / superannuation sectors to overseas private capital.

Background

CC Capital, the New York based private investment firm focused on investing in and operating high-quality businesses for the long term, agreed in 2025 to acquire ASX listed Insignia Financial Limited via a scheme of arrangement, partnering with UK investment manager OneIM through bid vehicle Daintree BidCo.

The transaction values Insignia Financial at approximately $3.2 billion and follows a competitive process that began in January 2025 and at various stages included both Bain Capital and Brookfield as rival bidders.

Deal summary

The process opened for CC Capital with its initial approach in January 2025 and quickly evolved into a private equity shootout for control of Insignia Financial. By March 2025, both CC Capital and Bain Capital had increased their indicative offers to $5.00 per share, representing a 63% premium to Insignia Financial's pre-bid share price, following which Brookfield exited the process. Bain Capital also ultimately withdrew, with reporting attributing its decision to "*macroeconomic uncertainty and volatility in global capital markets*".

On 22 July 2025, Insignia Financial and Daintree BidCo entered into a binding scheme implementation deed (**SID**). Under the SID, Insignia Financial shareholders are to receive all-cash consideration of $4.80 per Insignia Financial share. This price represents a 56.9% premium to Insignia Financial's undisturbed closing share price more than six months earlier, being the last trading day before Insignia Financial announced receipt of the first bid from Bain Capital.

Key terms

Amongst other customary terms, the SID includes the following key terms:

- Implementation of the scheme is conditional on customary shareholder and court approvals, as well as regulatory approvals in Australia and the United Kingdom. Australian Prudential Regulation Authority (APRA) approval is expected to be the most protracted regulatory process, alongside FIRB approval.
- A material adverse change (**MAC**) condition was included that is tailored to Insignia Financial's operating metrics and risk profile. The MAC will be triggered by specific percentage reductions in EBITDA or in funds under management and administration, and also by certain events including certain regulatory action and litigation or customer remediation affecting Insignia Financial above a $125 million threshold.
- A reverse break fee (of 1%, equal in value to the break fee) is payable by Daintree BidCo if the SID is terminated by Insignia Financial due to a material and unremedied breach by Daintree BidCo or if the scheme becomes effective, but Daintree BidCo does not pay the scheme consideration.

Xerox provisions

The SID also includes so called 'Xerox'-style liability management provisions aimed at protecting Daintree BidCo's debt funding sources from claims by Insignia Financial if the debt financing is not available or not provided and, more broadly, in relation to the proposed transaction.

Xerox provisions (so-called because they were first included in a merger agreement for Xerox in 2012) have become part of established practice in US M&A deals following litigation between sellers, buyers and lenders in the US in relation to acquisition financing which was not available after signing of deals coming out of the 2008 GFC / credit crunch.

From an Australian perspective, the traditional view (which we share) has been that Xerox provisions should not be required since there is no privity of contract between the debt funding sources and the seller (or in this case Insignia Financial) and therefore those debt funding sources should not owe any obligations to the seller / target to which any relevant limitation could apply.

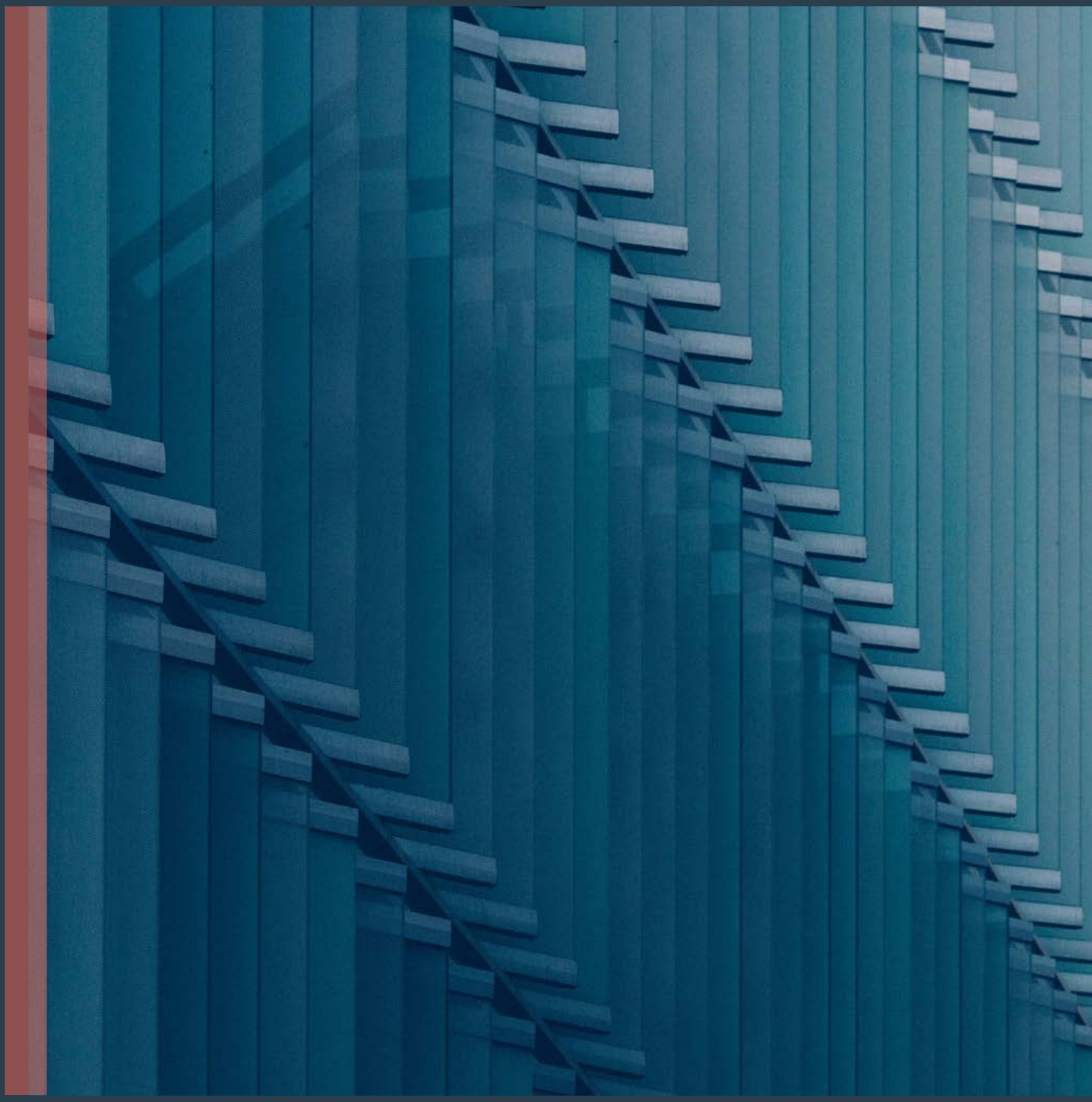
That said, we do not see any particular issue, from the perspective of either the buyer or the target, in including Xerox provisions. If a target is looking to have recourse to lenders (which would be highly unusual in the Australian context) then the target should ensure appropriate tripartite arrangements are put in place so that it has a direct right of recourse against the debt financing sources. Without those arrangements, recourse could not be assured. Similarly, the buyer should ensure that any limitation of liability between the buyer and debt financing sources is set out in the relevant debt commitment letters and that there is an appropriate carve out to any Xerox provisions to ensure its rights under the debt commitment letters on which it is relying are not prejudiced. It may well be in the buyer's interest to have the Xerox provisions included if it will assist in either the arrangement or syndication of its acquisition financing.

What's next?

Implementation of the proposed transaction is targeted for the first half of this calendar year.

Ashurst is acting for CC Capital in relation to this transaction.

4 | Target Sectors



Key takeaways

In 2025, the most active sector for public M&A was once again the materials sector, with the largest number of deals (13 deals, 33% of total deals) and a significant percentage of deal value ($8 billion, 21% of total deal value).

However, deal value in 2025 was dominated by the financials sector ($16.1 billion, 42% of total deal value). The financials sector rose to the top despite only four deals in the sector (10% of total deals), largely as a result of the $12.7 billion merger between Soul Patts and Brickworks (the largest deal of 2025) and CC Capital's proposed $3.2 billion acquisition of Insignia Financial.

Other sectors with significant public M&A deal activity in 2025 included consumer discretionary (20% of total deals, 6% of total deal value) and information technology (10% of deals, 6% of total deal value).

While energy transition remained a significant area of focus with some large private M&A deals, public M&A deals in the wider energy industry fell from 28% of total deals in 2024 to 18% of deals in 2025, and total deal value fell from 18% in 2024 to just 3% in 2025.

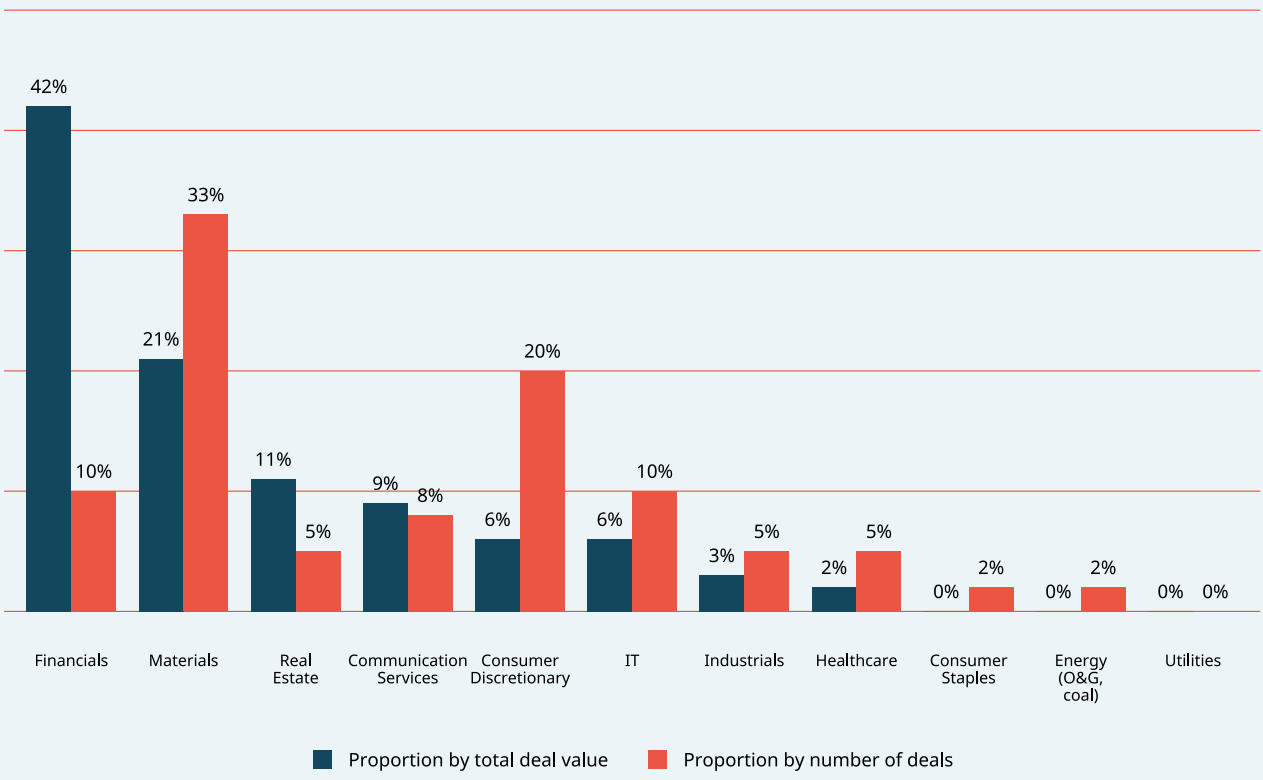
Private capital bidders made significant investments into a range of sectors in 2025, but the consumer discretionary sector was the most popular by number of deals.

2025 saw interest from foreign bidders across many sectors, with bids exceeding $1 billion made in the real estate, materials, financials, communication services and information technology sectors.

Overview

Consistent with 2023 and 2024, the materials sector led all other sectors for deal activity in public M&A in 2025. These deals accounted for 33% of total deals in 2025 (mirroring the 33% of total deals in 2024) and 21% of the total deal value (down from 55% in 2024). However, only one of the top five deals by value in 2025 came from the materials sector, compared to four of the top five in 2024.

Deals by sector (2025)



The largest deal by value in 2025 was in the financials sector: the $12.7 billion merger between Soul Patts and Brickworks. Buoyed by this deal and CC Capital's proposed $3.2 billion acquisition of Insignia Financial, the financials sector led all other sectors for deal value in 2025 comprising 42% of total deal value for the year ($16.1 billion), despite only four deals in financials sector (10% of total deals).

The other sectors with reasonable levels of activity in 2025 were consumer discretionary (eight deals, 20% of total deals) and information technology (four deals, 10% of total deals).

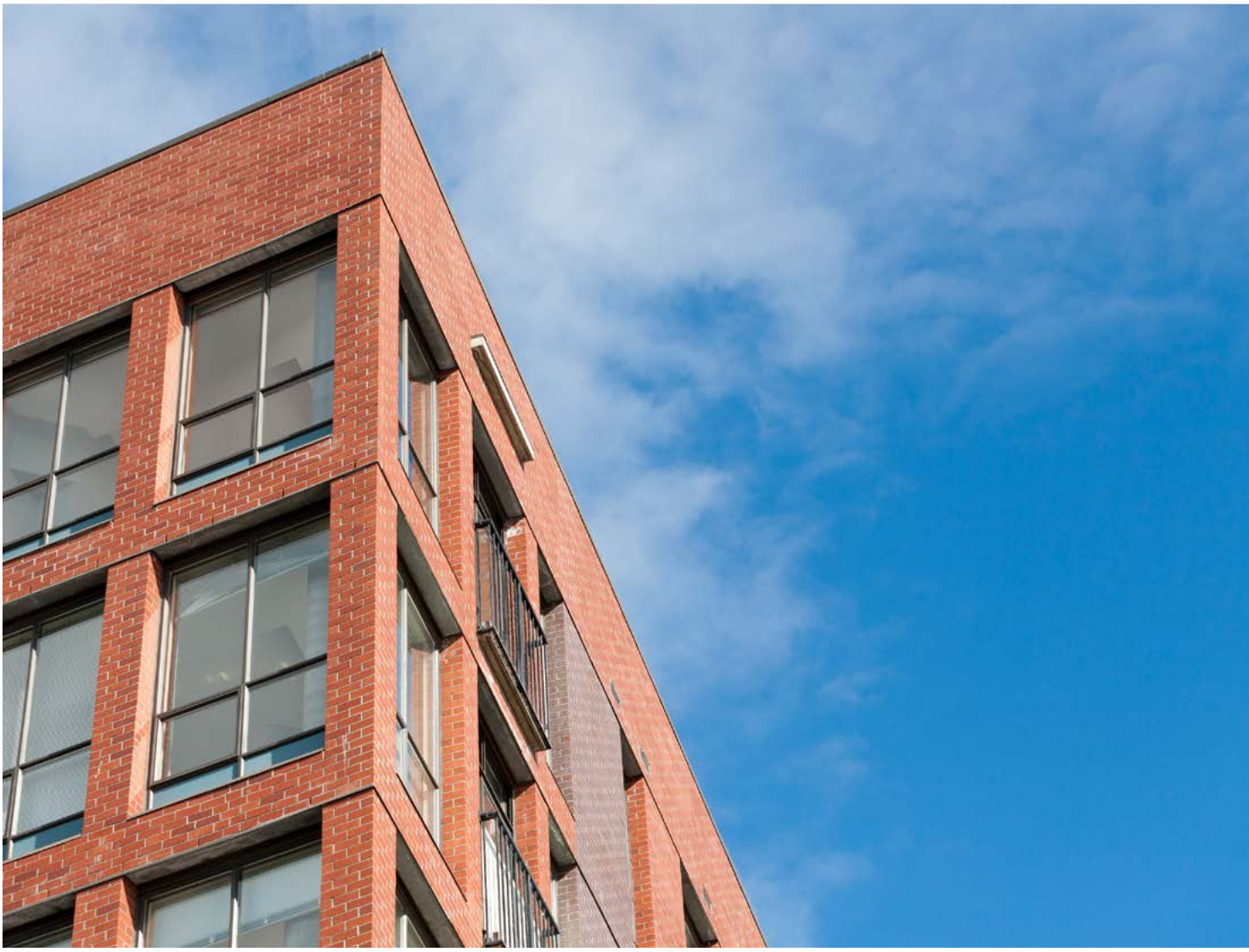
Approximately 63% of aggregate deal value in 2025 came from deals in two sectors (financials (42%) and materials (21%), with the next largest sector by value being real estate (11%).

Deals involving the wider energy industry (which is broader than the GICS classification for Energy, as described below) accounted for 18% of total deals in 2025. However, deal value was just $1.2 billion (3% of total deal value): a significant reduction from 2024 levels, in which the wider energy industry deals comprised 28% of total deals and had a value of almost $8 billion (18% of total deal value).

The top five deals by value for the year were spread across a range of sectors. Four of the top five deals involved foreign bidders and two involved private capital bidders.

Top 5 transactions (2025)

	Sector	Deal	Value	Bidder	Private Capital
1	Financials	Merger between Soul Patts and Brickworks	**$12.7 billion**	Australian	No
2	Real Estate	Brookfield / GIC consortium's proposed acquisition of National Storage REIT	**$4 billion**	Foreign	Yes
3	Materials	Gold Fields' successful acquisition of Gold Road Resources	**$3.7 billion**	Foreign	No
4	Financials	CC Capital's proposed acquisition of Insignia Financial	**$3.2 billion**	Foreign	Yes
5	Communication Services	CoStar Group's successful acquisition of Domain Holdings Australia	**$2.8 billion**	Foreign	No



Materials

As discussed above, materials led all other sectors for deal count in public M&A in 2025, accounting for 33% of total deals in 2025 (13 deals) and representing 21% of total deal value ($8 billion). This is a similar number of deals as in 2024, but a materially lower deal value.

The materials sector is broad: it includes the manufacture of chemicals, construction materials, glass, paper, and related packaging products, as well as metals, minerals and mining companies. The gold sector drove activity in in the materials sector in 2025, prompted by the sharp increase in gold prices.

Reflecting the sector's strength, there were two deals in 2025 in the materials sector which exceeded $1 billion in value:

- Gold Fields' successful acquisition of Gold Road Resources for $3.7 billion (the third largest deal by value for the year); and
- Ramelius Resources' successful acquisition of Spartan Resources for $2.4 billion (the sixth largest deal by value for the year).

Despite the sector's strong performance, there was a sharp decrease in total deal value in 2025 compared to 2024. Deal value in the materials sector declined from $24.9 billion to $8 billion, a reduction even more significant than the overall decline in the aggregate value of public M&A from $45.3 billion in 2024 to $38.9 billion in 2025.

Financials

The financials sector had a similar level of activity in 2025 (four deals, 10% of total deals) to 2024 (12% of total deals). Despite comprising only 10% of total deals in 2025, deals in the financials sector rocketed from $2.8 billion in 2024 to $16.1 billion in 2025, contributing to 42% of total deal value for the year.

Performance in this sector was largely driven by two of the top five deals by value for the year, being:

- the $12.7 billion merger of Soul Patts and Brickworks, the largest deal by a considerable margin in 2025. Soul Patts is an ASX listed diversified investment group and Brickworks is an ASX listed diversified industrial group. The deal comprised nearly one-third of the total deal value across all sectors in 2025, and nearly 80% of the deal value in the financials sector; and
- CC Capital's proposed acquisition of Insignia Financial for $3.2 billion (the fourth largest deal of the year).

The next largest deal in the financials sector was the much smaller $65 million acquisition of SelfWealth by Svava.

	Total		Materials	
	Deals	Value ($bn)	Deals	Value ($bn)
2022	39	43.5	7 (18%)	10.7 (25%)
2023	45	71.5	19 (42%)	42.2 (59%)
2024	43	45.3	14 (33%)	24.9 (55%)
2025	40	38.7	13 (33%)	8 (21%)

Consumer discretionary

The consumer discretionary sector accounted for 20% of all deals in 2025 (eight deals) and 6% of total deal value ($2.2 billion). This was an increase from 2024 levels, in which there were only two deals with a total value of $341 million.

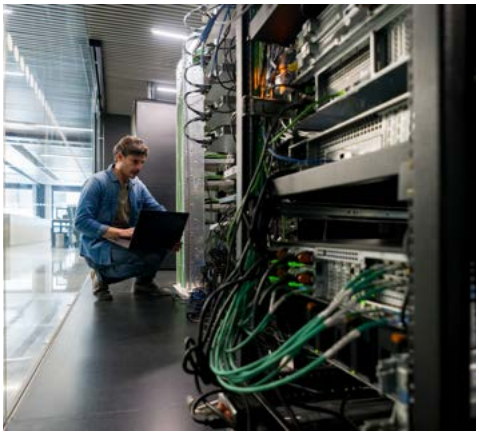
Of the eight deals in the consumer discretionary sector, the largest were the competing bids for PointsBet Holdings:

- betr Entertainment's unsuccessful all-scrip $472 million off-market takeover (resulting in betr having a voting power of 27.72% in PointsBet); and
- MIXI, Inc's all-cash $435 million off-market takeover (resulting in MIXI having a voting power of 66.43% in PointsBet).

As minority shareholders now hold less than 6% of PointsBet's shares, further corporate activity may be on the cards for PointsBet in 2026.

There were a further two deals with deal values between $300 million and $400 million, as well as four smaller deals.

Information technology



The four deals in the information technology sector accounted for 10% of total deals in 2025 and 6% of total deal value ($2.3 billion). This is a significant reduction from 2024 in which there were six deals in the sector (14% of total deals in 2024) with a total value of $10.2 billion (22% of total deal value). However, the sector's strong performance in 2024 was largely as a result of the $9.1 billion acquisition of Altium by Japanese bidder Renesas Electronics Corporation.

In 2025, the largest deal in the information technology sector was the successful $1.1 billion acquisition of RPMGlobal (a developer of mining software solutions) by Caterpillar Inc (an American manufacturer of construction, transport and mining equipment). This was the eighth largest deal in 2025 by value.

The second largest deal in the sector was TPG's successful acquisition of Infomedia for $651 million. Infomedia is a global provider of software as a service (SaaS) solutions and data for the automotive industry. TPG is a Nasdaq listed global asset manager with over US$258 billion of assets under management.

Real estate

The two deals in the real estate industry accounted for 5% of total deals in 2025 and 11% of total deal value ($4.3 billion). This is a substantial increase in value from 2024 in which there were four deals for $1.2 billion in the sector, and from 2023 in which there were no deals at all.

The largest deal in the sector was Brookfield / GIC consortium's proposed acquisition of National Storage REIT for $4 billion. Brookfield is a New York based global asset manager and GIC is Singapore's sovereign wealth fund. National Storage REIT is Australia's largest self-storage provider. This was the second largest deal of the year by value.

The other real estate sector deal was Lederer Group's unsuccessful $278 million acquisition of Elanor Commercial Property Fund.

Energy

Our sector analysis in this Report is based on the Global Industry Classification Standard (GICS). This classification defines the energy sector as comprising oil, coal and gas. Based on this fairly limited definition, the GICS energy sector:

- accounted for only 2% of total deals (one deal, being IsoEnergy's proposed acquisition of Toro Energy), which was the same number of deals as 2024;
- had a significant reduction in aggregate deal value from $1.1 billion in 2024 (2% of total value) to just $62 million in 2025 (0.2% of total deal value).

This classification does not, however, take into account wider activity which is occurring in relation to Australia's energy transition.

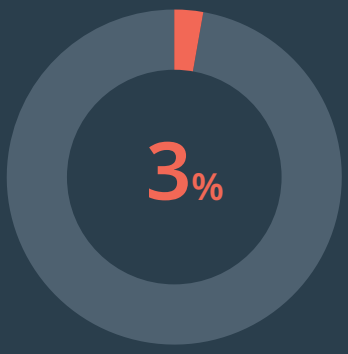
Looking at the broader picture, 18% of deals in 2025 related to the energy industry, including targets involved in mining copper and rare earth elements, including those used in the production of electric vehicles and wind turbines. This was down from 2024, where 28% of deals related to the wider energy industry.

Despite the number of deals, the wider energy industry accounted for only $1.2 billion or 3% of total deal value in 2025, down from 18% in 2024.

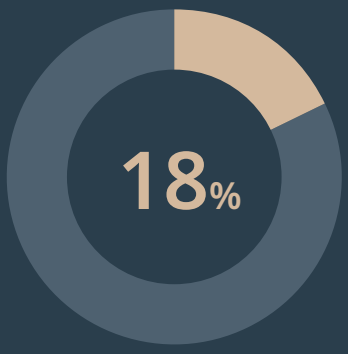
The value of deals in the wider energy industry was relatively low, with the largest being the $254 million acquisition of New World Resources (a mineral exploration and development company with a flagship copper project in Arizona, United States) by Kinterra Capital (a Toronto-based private equity firm that focuses on critical minerals and strategic infrastructure).

This is a significant reduction in deal value from 2024, in which there were three deals in the wider energy industry each exceeding $1 billion, topped by Alcoa's acquisition of Alumina for $3.3 billion.

Deals in the wider energy industry (2025)



Proportion by total deal value



Proportion by number of deals

Sectors with minimal activity

2025 saw minimal public M&A activity in the energy sector (discussed above), industrials, healthcare, consumer staples and utilities sectors:

Industrials

There were two deals in the industrials sector in 2025 totalling $1.2 billion, representing 5% of total deals and 3% of deal value for the year. This is a decrease from 2024 in which there were five deals (12% of total deals) totalling $3.1 billion (7% of total deal value).

Healthcare

There were two deals in the healthcare sector in 2025 totalling $779 million, representing 5% of total deals and 2% of deal value for the year. This is a decrease from 2024 in which there were three deals (7% of total deals) totalling $1 billion (2% of total deal value).

Consumer staples

There was one deal in the consumer staples sector in 2025, a $269 million acquisition representing 2% of the total number of deals, which was a small increase from 2024 in which there were no deals in the consumer staples sector.

Utilities

There were no deals in the utilities sector in 2025, a decrease from the two deals in the sector in 2024 which accounted for just 1% of total deal value.

We expect the materials sector to continue to be a key target sector in 2026, reflecting the sector's relatively high representation on the ASX and the impact of global and macroeconomic trends driving corporate activity and investment.

Sectors of interest to private capital

Private capital bidders were interested in a variety of sectors in 2025, with consumer discretionary emerging as a key focus (four deals). This is an increase from the two deals in the sector in 2024.

The largest deals in 2025 with private capital bidders were in the real estate and financials sectors:

- **Real estate:** Brookfield / GIC consortium's proposed acquisition of National Storage REIT for $4 billion; and
- **Financials:** CC Capital's proposed acquisition of Insignia Financial for $3.2 billion.

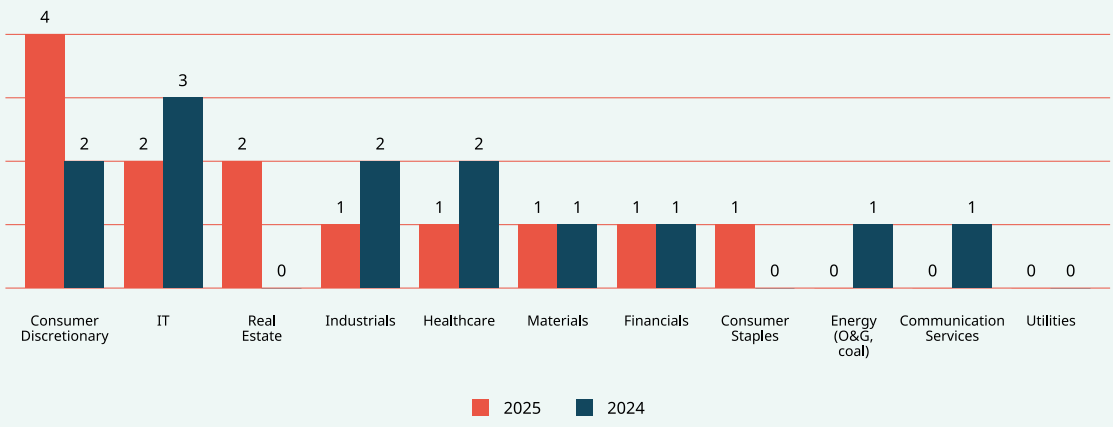
While ADNOC, Carlyle and ADQ did not ultimately agree a binding deal with Santos, the potential $36.4 billion takeover bid for Santos indicates that private capital has the capability and willingness to invest significant capital in the energy sector if terms can be reached.

The value of private capital-led activity in the real estate sector ($4.3 billion total) was a substantial increase from 2024, during which there were no bids from private capital bidders in the sector. Similarly, the $3.2 billion of private capital deployed in the financials sector in 2025 was up from the $74 million investment in 2024 when Salter Brothers acquired Prospa Group.

Private capital had a similar level of focus on industrials in 2025 (one deal, $1.1 billion) as it did in 2024, in which private capital bidders acquired two companies in the industrials sector for more than $1.2 billion each.

There was a single company in the wider energy sector that attracted private capital interest in 2025, being the $254 million acquisition of New World Resources (a mineral exploration and development company with a flagship copper project in Arizona, United States) by Kinterra Capital.

Number of private capital bidders, by sector



Sectors of interest to foreign bidders

Based on deal volume, foreign bidders concentrated on the materials and consumer discretionary sectors for public M&A in 2025.

Consistent with 2024, foreign bidders were very active in the materials sector in 2025. In 2025, there were seven deals in the materials sector involving foreign bidders, representing 28% of all foreign bids. The most significant foreign bid in the materials sector in 2025 was Gold Fields' successful acquisition of Gold Road Resources for $3.7 billion. Materials was also the leading sector for foreign bidders in 2024 and 2023, with eight deals per year.

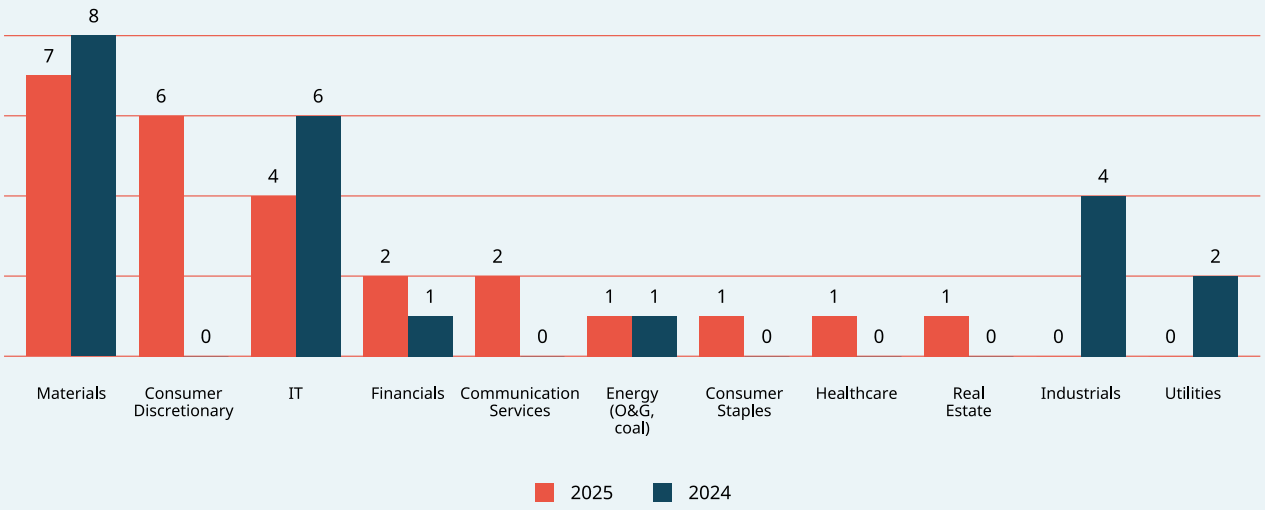
There were also six deals in the consumer discretionary sector involving foreign bidders, representing a further 24% of all foreign bids. This is a large increase from 2023 and 2024, in which there were no foreign bidders for consumer discretionary companies. The two most significant foreign bids in the consumer discretionary sector were:

- MIXI, Inc's successful acquisition of PointsBet Holdings for $435 million; and
- Proprium Capital Partners / AVID Property Group consortium's successful acquisition of AVJennings Homes for $370 million.

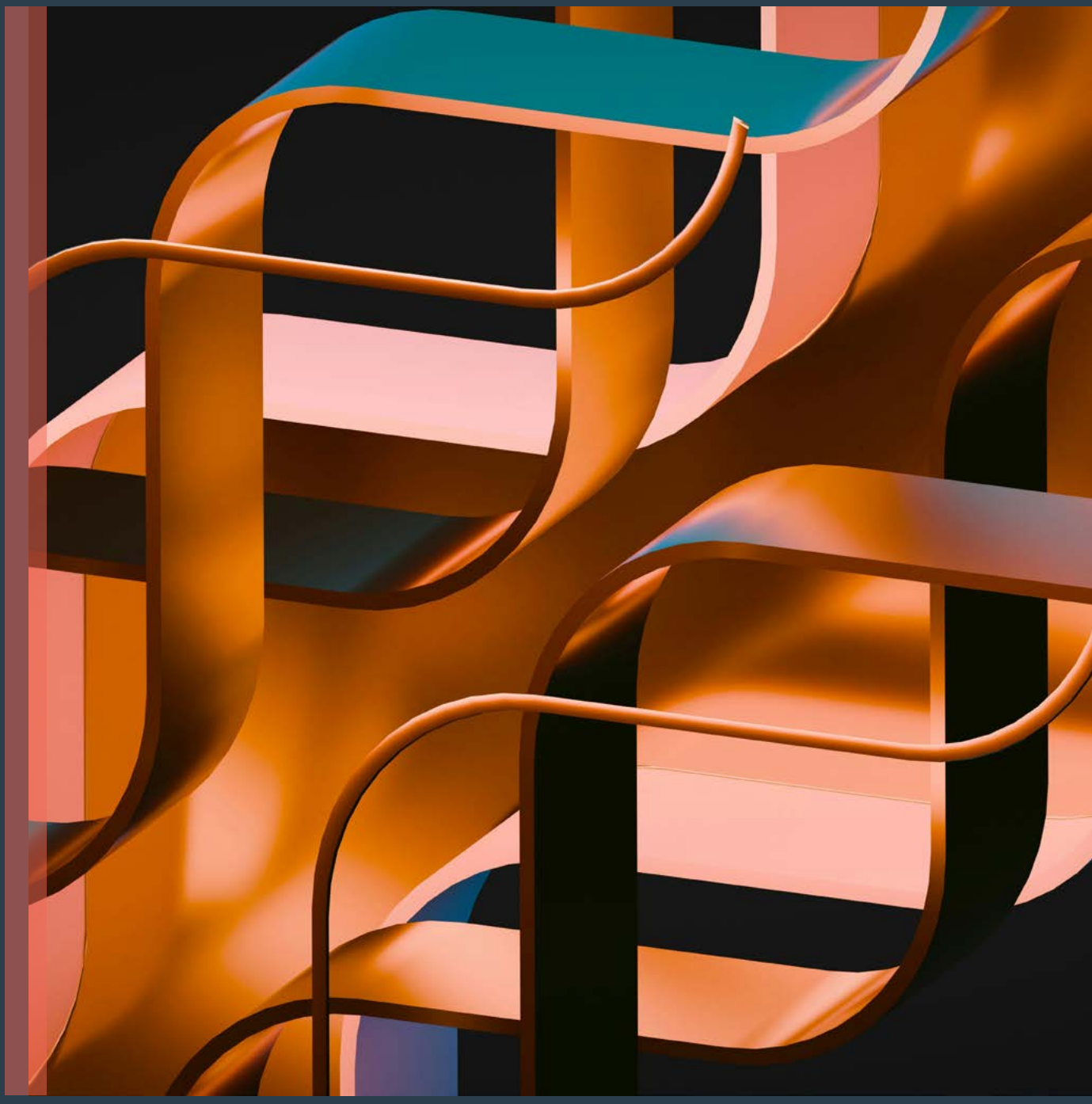
The following sectors failed to attract any interest from foreign bidders in 2025:

- **Industrials:** down from four deals in 2024; and
- **Utilities:** down from two deals in 2024.

Number of foreign bidders, by sector



5 | Deal Structures



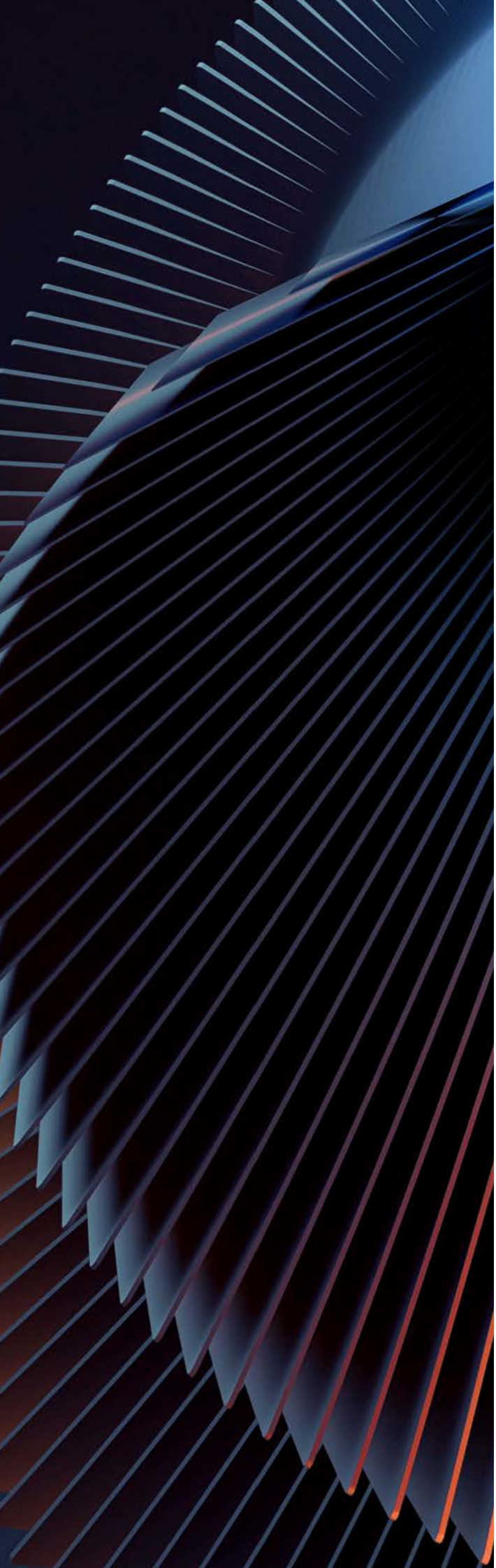
Key takeaways

Continuing a trend of recent years, schemes of arrangement were the dominant transaction structure for announced public deals in 2025, making up 65% of deals valued at more than $50 million, compared to 35% of deals structured as takeover bids.

Schemes remain the structure of choice for all mega deals valued at more than $1 billion.

Only one deal adopted the dual scheme / takeover structure in 2025, down from two deals in 2024. Three bidders switched from a scheme to a takeover in response to opposition from rival bidders and target shareholders.

There was one proportional takeover bid in 2025, the first since 2021, which allows bidders to acquire a partial ownership interest, but it was for a relatively small proportion of shares and driven by particular circumstances applicable to that bidder and target company.

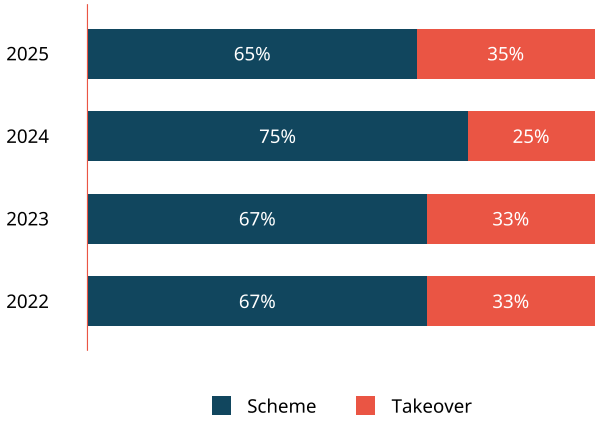


Schemes dominate takeovers

Schemes of arrangement continue to be the preferred structure for public M&A deals exceeding $50 million.

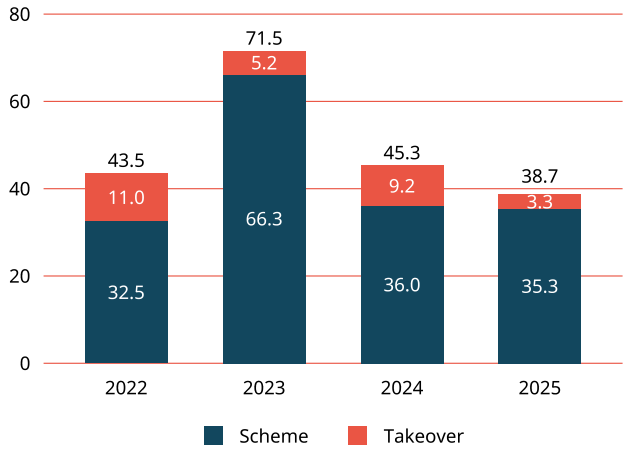
For deals of this value, 2025 saw 26 schemes and 14 takeover bids, representing a 10 percentage point increase in the use of takeover bids compared to 2024 and a return to levels seen in 2023 and 2022. However, when we consider that three of these takeover bids were launched only after the withdrawal of unsuccessful scheme proposals (see further on page 40), we see a strong preference for schemes. Indeed, if we look behind the data, 73% of deals announced in 2025 were initially proposed as schemes.

Proportion of schemes vs takeovers ($50m+)



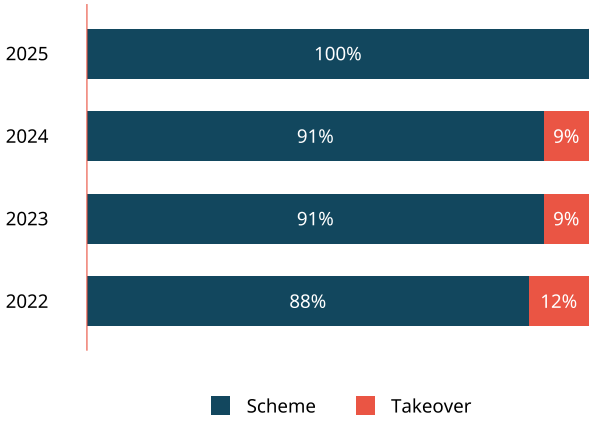
The aggregate value of schemes in 2025 was $35.3 billion, accounting for 91% of the aggregate value of deals announced in 2025.

Value of schemes vs takeovers ($bn)



For the first time in four years, 100% of deals valued over $1 billion were structured as schemes of arrangement.

Proportion of schemes vs takeovers ($1bn+)



Private capital bidders show a particular preference for schemes, having utilised schemes in 77% of deals valued over $50 million since 2022, including the largest private capital deals of 2025, being:

- the Brookfield / GIC consortium's proposed $4 billion bid for National Storage REIT;
- CC Capital's proposed $3.2 billion acquisition of Insignia Financial;
- Pacific Equity Partners' $1.1 billion acquisition of Johns Lyng Group; and
- TPG Capital Asia's $651 million acquisition of Infomedia.

This continued preference for schemes is likely attributed to benefits including:

- the **lower shareholder approval threshold for compulsory acquisition**, with schemes binding on all shareholders if approved by 75% of votes cast at the scheme meeting (and by a majority in number under the "head count" test), compared with takeover bids which require the bidder to receive sufficient acceptances to have a relevant interest in at least 90% of target shares (including acceptance from 75% of those shares bid for) before proceeding to compulsory acquisition which provides ownership of 100% of the shares in the target;
- a perception of **higher deal certainty** offered by a structure that delivers an "all or nothing" outcome where a bidder will acquire 100% of the shares in the target if the requisite regulatory, shareholder and court approvals are obtained (unlike takeover bids which can leave bidders falling short of the 90% compulsory acquisition threshold);
- the **greater flexibility** afforded to bidders under a scheme which permits, for example, different forms of consideration to be offered to key shareholders of the target in order to secure their support for the transaction (which might require those shareholders to vote in a separate class but still allow the transaction to proceed if approved by the requisite majority of the other class); and
- the **perception that a scheme is inherently more 'friendly'** (as it is necessarily a target-led process) and will therefore allow the bidder greater access to the target's management in order to conduct detailed due diligence on the target. This is often important for very large transactions where detailed legal, financial, tax and operational due diligence is likely to be required by the debt and equity financiers backing the deal.

The advantages of flexibility and higher deal certainty were particularly highlighted in the highest value transaction for the year, the $12.7 billion merger between Soul Patts and Brickworks, a complex deal effected by way of two concurrent inter-conditional schemes by each of Soul Patts and Brickworks (for further details, see pages 44 to 45 of this Report).

When were takeovers preferred?

Takeover bids were significantly more common in deals involving competing offers and where bidders held pre-bid stakes.

In 2025, six takeover bids involved competing binding or non-binding offers, representing over 40% of takeover bids, compared to only 12% of schemes involving competing offers. Ten takeover bids involved bidders with pre-bid stakes (including stakes acquired shortly before launching the takeover bid in a pre-bid "raid"), representing over 71% of takeover bids, compared to only 23% of schemes involving bidders holding pre-bid stakes. Interestingly, there were three deals featuring both competing offers and a bidder with a pre-bid stake which switched to a takeover bid following an unsuccessful scheme proposal (see further on page 43 of this Report).

The use of takeover bids in these circumstances demonstrates some advantages over schemes, including:

- **Speed:** Offers under a takeover bid may open as soon as 14 days after a bidder issues a bidder's statement and close as soon as one month later, compared to a typical period of at least two to three months between announcement of a scheme and a scheme meeting.
- **Less conditionality:** Bidders willing to make an unconditional takeover bid, or one subject to minimal conditions, may present a more certain and therefore more attractive offer to target shareholders when compared to a scheme, which will always require court and shareholder approval.
- **Reduced susceptibility to blocking stakes:** Bidders with pre-bid stakes will often be more inclined to proceed by way of a takeover bid to reduce the extent to which minority shareholders or greenmailers can veto the deal. This is because a bidder with a large existing ownership is precluded from voting on a scheme which enhances the power of smaller shareholders to vote down the scheme as only 25% of votes need to be cast against the scheme to defeat it.

We don't expect the market's strong preference for schemes to go away any time soon. Nonetheless, a takeover bid remains an effective option to unlock a deal in the right circumstances, such as where a bidder holding a substantial pre-bid stake faces opposition to a deal (whether from a target, competing bidder or non-supportive target shareholder) and is willing to proceed with an unconditional or low-condition offer.

All of the takeover bids discussed in this report are off-market takeover bids. On-market takeovers remain rare. There were no on-market takeovers in 2025 valued at more than $50 million. There have been only two on-market takeovers above that value in the past four years, both of which were executed in 2023.

Concurrent or consecutive scheme and takeover structures

In addition to one dual scheme of arrangement and takeover bid, 2025 saw three takeover bids follow unsuccessful schemes.

A concurrent or dual scheme and takeover offer typically involves a bidder entering into an implementation agreement with the target which:

- proposes a scheme for a 100% acquisition at a certain price; and
- includes a commitment from the bidder to make a concurrent takeover offer, typically with a 50.1% minimum acceptance condition and sometimes at a discount to the price offered under the scheme, conditional upon the scheme failing (therefore providing an incentive for shareholders to vote in favour of the scheme).

Ramelius Resources utilised a dual scheme and takeover bid in its successful $2.4 billion acquisition of Spartan Resources. Demonstrating potential advantages of the takeover bid, Ramelius Resources' 19.9% pre-bid stake, which could not be voted in the scheme, potentially increased the effective power of a minority shareholder to block the scheme (or an interloper to acquire a stake so as to block the deal). A concurrent takeover bid may disincentivise such a strategy. Ultimately, the deal was successful as a scheme.

This follows the use of this dual scheme / takeover structure in two deals valued at over $50 million in 2024 and one deal in 2023.

In addition, three bidders utilised the two structures sequentially by launching takeover bids after withdrawn or failed scheme proposals for the same targets. These deals also demonstrate the strategic nuances of pre-bid stakes, with a stake in the target potentially enabling the holder to block a competing scheme proposal (as seen in MIXI, Inc / PointsBet Holdings and Central Asia Metals / New World Resources) but also raising the effective power of other shareholders to block the holder's scheme proposal (as seen in Novomatic AG / Ainsworth Game Technology).

- **MIXI, Inc / PointsBet Holdings:** When the board of PointsBet Holdings decided to proceed with a scheme proposal from MIXI, Inc in preference to a proposal from betr Entertainment, betr Entertainment responded by acquiring a 19.6% stake in PointsBet and announcing its intention to vote this stake against the MIXI proposal. A dramatic last-minute scheme meeting vote recount led to betr Entertainment successfully scuppering MIXI's scheme, only for MIXI to successfully utilise a takeover bid to increase its interest from 9% to a controlling interest of 66.43%.
- **Central Asia Metals / New World Resources:** After Central Asia Metals' scheme proposal to acquire New World Resources was threatened by Kinterra Capital acquiring a 19.3% stake and launching a takeover bid for New World Resources, Central Asia Metals (with agreement from New World Resources) restructured its proposal first as a concurrent scheme / takeover bid, and then later solely as a takeover bid. Ultimately, Kinterra Capital prevailed in a contested auction involving competing proposals and Takeovers Panel proceedings.
- **Novomatic AG / Ainsworth Game Technology:** Novomatic AG, a 52.9% holder of Ainsworth, proposed to acquire Ainsworth by way of scheme of arrangement. With Novomatic unable to vote its own shares in favour of its scheme proposal, proxy forms received ahead of the scheme meeting ultimately indicated that the scheme resolution would likely fail. In response, Novomatic exercised its express right under the scheme implementation deed to make a takeover bid for Ainsworth shares on terms no less favourable to Ainsworth shareholders than those under the scheme. Novomatic and Ainsworth also first sought to delay the scheme meeting to allow for the takeover offer to proceed concurrently with the scheme, before ultimately withdrawing the scheme proposal (less than a week after Novomatic launched its bid). This left Novomatic proceeding solely by way of an unconditional takeover offer at the same price offered under the proposed scheme. Ultimately, Novomatic was unsuccessful in its quest for full ownership, holding 66.84% at the close of its offer.

Proportional takeover bids

For the first time since 2021, we saw a proportional takeover bid.

Continuing a contest for control of Ainsworth in late 2025, the son of the founder of Ainsworth Games Technology, Mr Kjerulf Ainsworth, responded to Novomatic AG's unconditional offer of $1 per share with a $1.30 per share proportional takeover offer for 2.9% of each shareholder's ordinary shares in Ainsworth. At the time the offer was announced, Mr Ainsworth had a relevant interest of 7.27% in Ainsworth Games Technology, while Novomatic held 61.8% of shares. In light of a statement from Novomatic that it would not accept the offer, the maximum interest that Mr Ainsworth could obtain following completion of the offer was 8.19%.

The offer, described by Mr Ainsworth as being aimed at "*ensuring my holding in AGI remains below 10% to avoid regulatory complications under AGI's licences*", provided Ainsworth shareholders with the unusual ability to sell a proportion (in this case up to 2.9%) of their shares into the higher bid and the remainder into the lower bid (or not at all). In his bidder's statement, Mr Ainsworth explained that he considered the Novomatic offer to undervalue Ainsworth and expressed his commitment to use his influence to advocate for changes that he considers to be in the best interests of minority shareholders, including opposing any delisting, pushing for a recommencement of dividends, advocating for the appointment of appropriate directors and senior management, and an offer to personally serve on the board if a vacancy were to arise.

Proportional takeover bids, under which a bidder offers to acquire a specified proportion of securities from each target shareholder, are rarely utilised in Australian public M&A. This is partly because section 648D of the *Corporations Act 2001* (Cth) allows a company to require that a proportional takeover bid be approved by shareholders in general meeting. Companies that wish to include such a requirement in their constitution must have the provisions approved by special resolution and renewed every three years. Ainsworth Games Technology's constitution does not include proportional takeover restrictions.

In 2025, 293 listed companies proposed resolutions to adopt proportional takeover restrictions, with 98% of these resolutions being approved by shareholders. Time will tell if Mr Ainsworth's manoeuvre encourages more companies to consider this option in the coming years.

Deal spotlight

Soul Patts / Brickworks merger

The Soul Patts / Brickworks merger was a transformative simplification of Australia's last and longest-standing corporate cross-shareholdings.

The transaction collapsed the reciprocal positions between Soul Patts and Brickworks into a single, newly listed holding company, materially increasing free float and liquidity, rebalancing portfolio exposures and unifying governance, while preserving dividend heritage and long-term capital discipline.

Background

For more than 56 years, Soul Patts and Brickworks had been connected through a distinctive cross-shareholding structure. Established in 1969, the arrangement arose in an era of heightened corporate raider activity and was designed to deliver long-term stability, foster growth, and shield both companies from opportunistic takeover attempts by stabilising their share registers and aligning strategic horizons. Over the decades, there have been multiple attempts to challenge or unwind the arrangement.

Deal summary

On 2 June 2025, Soul Patts and Brickworks announced a proposed merger to be implemented via inter-conditional schemes of arrangement under which a newly established ASX-listed holding company, "TopCo", would acquire 100% of both Soul Patts and Brickworks. TopCo was subsequently renamed Washington H. Soul Pattinson and Company Limited and had a pro forma market capitalisation (including the equity raising referred to below) of approximately $14 billion and a combined pre-tax portfolio net asset value (**NAV**) of $13.1 billion. The merger removed the cross-held shares, significantly expanding the free float and simplifying the capital structure. Topco was able to trade seamlessly under the historical ticker "SOL".

Brickworks shareholders received 0.82 TopCo shares per Brickworks share. Based on Soul Patts' closing price of $36.93 on 30 May 2025, the implied value for Brickworks shareholders was $30.28 per share, representing a premium of 10.1% to last close, 11.9% to one-month VWAP, 21.9% to three-month VWAP and 16.6% to post-tax NAV per share (as at 31 January 2025). Soul Patts shareholders received one TopCo share for each Soul Patts share held.

On completion, pro forma ownership of TopCo was approximately 72% former Soul Patts shareholders, 19% former Brickworks shareholders and 9% new shareholders from the TopCo capitalisation.

Structure and conditions

The deal was implemented by two inter-conditional schemes of arrangement. The schemes were conditioned so that neither proceeded without the other. Cross-held shares were cancelled as part of implementation, eliminating Soul Patts' 43% interest in Brickworks and internalising Brickworks' 26% interest in Soul Patts. Permitted dividends were paid in the ordinary course prior to implementation.

Equity raising innovation

TopCo was capitalised with new equity prior to implementation to fund Brickworks' debt reduction, address other liabilities (including the repurchase and cancellation of Soul Patts' SGX listed convertible bonds) and cover transaction costs (including stamp duty).

Post-merger, TopCo targeted and achieved a strong balance sheet with enhanced flexibility for new investments and portfolio optimisation, while maintaining Soul Patts' dividend philosophy.

The equity raising was deliberately structured to provide pricing certainty and minimise execution risk. By securing cornerstone commitments at a nil discount to last close, fully underwritten conditional only on implementation of the schemes, TopCo delivered an innovative capital solution. This structure balanced speed and certainty with disciplined dilution management, anchored the register with supportive long-term capital and ensured a seamless transition to the unified platform.

Strategic rationale and portfolio

The merger created a single, scaled ASX platform with a materially larger free float and index relevance, resolving historical structural complexity and aligning shareholder interests. The combined pre-tax portfolio NAV of $13.1 billion (as at 31 January 2025) provided diversified exposure across property and development land (approximately $3.9 billion), including industrial JVs with Goodman and the Brickworks Manufacturing Trust; Building Products in Australia and North America (approximately $2.2 billion); and strategic investments, large caps, private equity, private credit and emerging investments (together approximately $7.0 billion), with portfolio reweighting towards private markets and property.

For Brickworks shareholders, the merger delivered an immediate implied premium and access to a broader, cycle-resilient portfolio with strong cash generation, underpinned by Soul Patts' long dividend record. For Soul Patts shareholders, it was accretive to pre- and post-tax NAV per share and Net Cash Flow from Investments per share, increased exposure to high-quality real assets and private markets, and supported future capital deployment.

Timetable

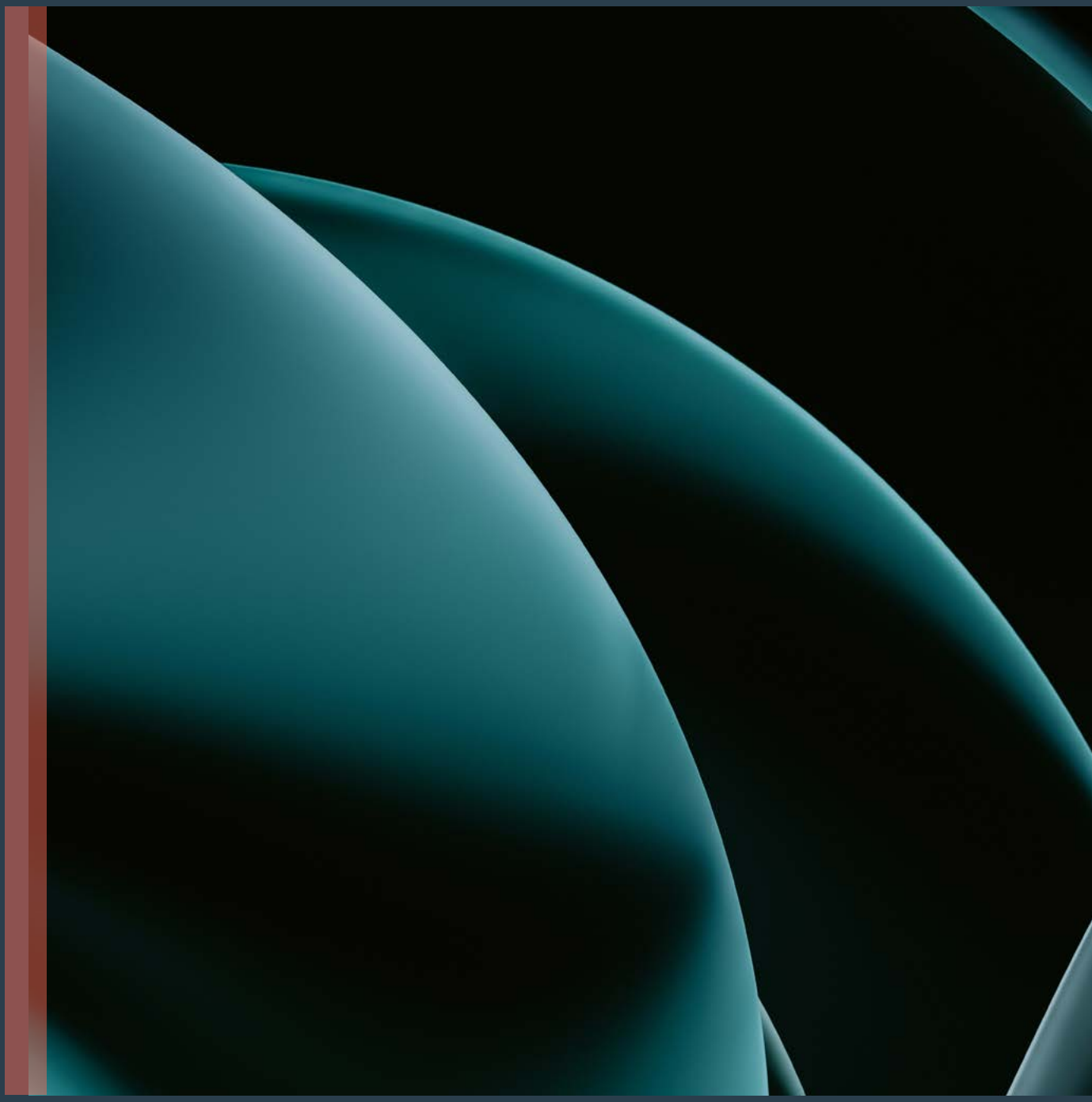
The transaction was announced on 2 June 2025 and was implemented in late September.

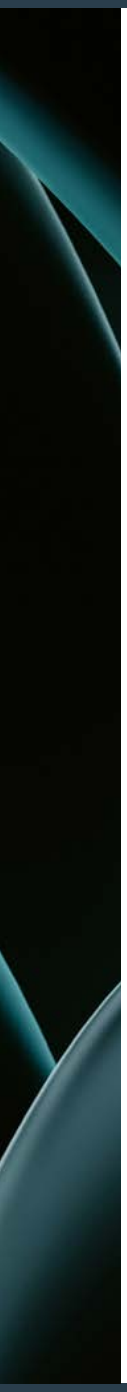
Key takeaways

This was a classic "sum-and-simplify" merger. It collapsed a century-old cross-shareholding into a single ASX platform with a $14 billion pro forma market capitalisation (including the equity raising referred to above) and a significantly larger free float. It preserved dividend heritage and investment discipline, delivered clear per-share accretion for Soul Patts, an immediate premium for Brickworks, and a diversified, high-quality asset base with enhanced access to capital and improved liquidity. The governance and capital framework were designed to maintain long-term orientation while unlocking flexibility for growth and portfolio optimisation.

Ashurst acted for Soul Patts in relation to this transaction.

6 Consideration





Key takeaways

Cash remained the preferred form of consideration, with 73% of deals providing target shareholders the option to receive all-cash, broadly consistent with the 75% observed in 2024.

All share (or scrip) deals, or those offering a mix of cash and scrip consideration, continued to be less common.

Some deals gave target shareholders the option to elect their preferred consideration.

Stub equity continued to be utilised.

Fewer deals continued to be funded through new acquisition debt facilities.

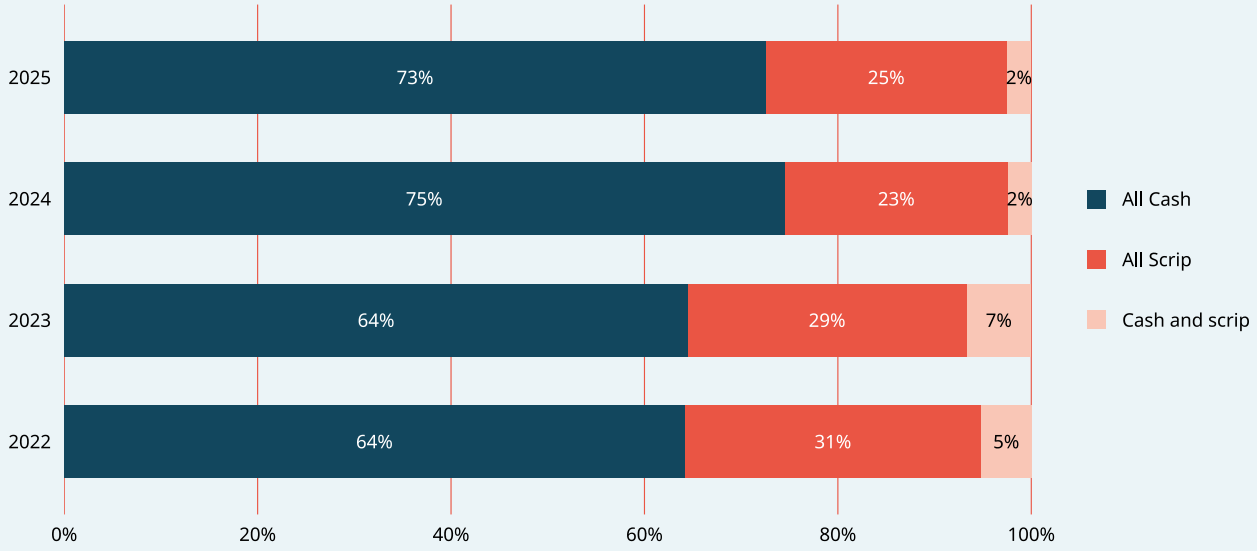
For the first time in four years, a bidder accessed equity capital markets in connection with a control proposal.

Cash reigns supreme

Cash remained the preferred form of consideration in 2025 with 73% of deals involving the bidder offering a cash only consideration or offering target shareholders the ability to select all-cash consideration.

This is broadly consistent with 2024, where 75% of deals in that year offered target shareholders the option to receive all-cash consideration, trending upwards from 64% in each of 2022 and 2023.

Consideration structures, by number of deals



In 2025, there were six all-cash mega deals which accounted for 75% of all deals valued over $1 billion. These deals were:

the Brookfield / GIC consortium's proposed $4 billion acquisition of National Storage REIT;

Gold Fields' successful $3.7 billion acquisition of Gold Road Resources;

CC Capital's proposed $3.2 billion acquisition of Insignia Financial;

CoStar Group Inc's successful $2.8 billion acquisition of Domain Holdings;

Pacific Equity Partners' successful $1.1 billion acquisition of Johns Lyng Group; and

Caterpillar Inc's successful $1.1 billion acquisition of RPMGlobal Holdings.

Scrip deals remain less prominent

25% of deals in 2025 involved the bidder offering target shareholders all share (or scrip) consideration. This was broadly consistent with 2024, where 23% of deals in that year offered all scrip consideration. This reinforced the downwards trend observed in recent years, with 29% of deals in 2023 offering all scrip consideration, falling from 31% in 2022.

All scrip consideration was seen in fewer mega deals in 2025 as compared to 2024. In 2025, there was only one all scrip 'mega deal', being the $12.7 billion merger of Soul Patts and Brickworks, described further on pages 44 to 45 of this Report. This all scrip mega deal accounted for only 12.5% of deals with a total value above $1 billion, down from 27% seen in 2024 which featured three all scrip mega deals.

Cash offers the following advantages over scrip consideration in mega deals:

- cash consideration provides the target's shareholders with immediate value and lower risk from price volatility;
- less disclosure is required to be provided to the target company's shareholders as they are being cashed out (rather than retaining an exposure to the combined businesses of the target and bidder);
- cash avoids certain regulatory hurdles which may be triggered by the use of scrip consideration; and
- cash involves no dilution in the shareholding of the acquiring entity.

Mixed consideration and use of 'stub equity'

Deals offering both cash and scrip consideration (with no ability to elect for all-cash) remained rare in 2025, occurring in one deal (or ~2% of deals) only, being the Ramelius Resources' successful $2.4 billion acquisition of Spartan Resources which offered $0.25 in cash plus 0.6957 shares in Ramelius Resources per target share. This is consistent with recent years: only 2% of deals in 2025, 7% of deals in 2023 and 5% of deals in 2022 offered both cash and scrip consideration, with no all-cash option.

That said, there were a number of other deals where shareholders electing scrip consideration was an important component of the overall transaction structure, which involved 'stub equity'.

Stub equity enables target shareholders to receive all or part of their consideration in the form of the shares in the (unlisted) bidding vehicle. It is most commonly used by private equity bidders, and is typically seen where there are founders, key management or other significant shareholders who wish to remain invested in the business. A stub equity offer may be made available to all shareholders (other than ineligible foreign shareholders) or to certain target shareholders (typically management and employees of the target entity). When only made available selectively, the relevant target shareholders will then be treated as a separate class for the purposes of voting on the deal at the scheme meeting. The following 2025 deals included stub equity:

- Pacific Equity Partners' successful acquisition of Johns Lyng Group included an option for management and employee shareholders of the target to elect to receive some or all of their consideration in the form of shares in the bidder's ultimate unlisted holding company. In this deal, the executive directors, chief financial officer and group executive of the target each entered into a binding agreement with the bidder prior to the scheme booklet being issued under which they agreed to elect to receive scrip consideration in respect of all or a significant majority of the target shares held or controlled by them. As part of these arrangements, these individuals entered into a limited recourse margin loan with the unlisted holding company under which they received cash equivalent to the value of a set percentage of the target shares owned or controlled by them, enabling liquidity for the shareholders along with rollover. The margin loan was framed in the scheme booklet as being in effect a form of management incentive for those individuals to drive future performance; and
- Adamantem Capital's successful acquisition of Apiam Animal Health included an option for shareholders (other than ineligible foreign shareholders) to elect to receive all scrip or a mix of cash and scrip in the

bidder's unlisted public holding company. These scrip options were made available to all shareholders. At the time of entry into the scheme implementation deed, 50 shareholders in Apiam (who were either employees, directors or consultants of Apiam, or their associates) holding approximately 17.8% of Apiam's share capital, committed to take one of the scrip consideration options.

Tiered consideration

In 2025, there were two public M&A deals involving the use of tiered consideration, being the commitment to vary the bid to a higher price if the bidder achieves a certain percentage shareholding. Typically, the higher price is triggered if the bidder reaches 90%, which is the compulsory acquisition threshold. The two examples from 2025 however utilised a lower threshold of 75%:

- **Fortescue / Red Hawk Mining:** Fortescue successfully employed tiered consideration in its takeover bid for Red Hawk Mining. Fortescue offered $1.05 per share, increasing to $1.20 per share if Fortescue acquired a relevant interest in 75% or more of the Red Hawk shares within seven days. This condition was met, and control ultimately passed with Fortescue paying the higher price.
- **Fenix Resources / CZR Resources:** Fenix Resources also employed tiered consideration in its unsuccessful takeover bid for CZR Resources, offering an initial scrip consideration of 0.85 Fenix shares per CZR share, which would increase to 0.98 if Fenix acquired a relevant interest of 75% or more of CZR's shares. However, the higher consideration was not triggered as Fenix was unable to acquire a relevant interest of 75% or more of CZR's shares by the required deadline due to the emergence of a different proposal from the Robe River Iron Associates Joint Venture to acquire CZR's main asset, the Robe Mesa Iron Ore project. The takeover bid was ultimately unsuccessful as the minimum acceptance condition (which was also 75%) was not satisfied.

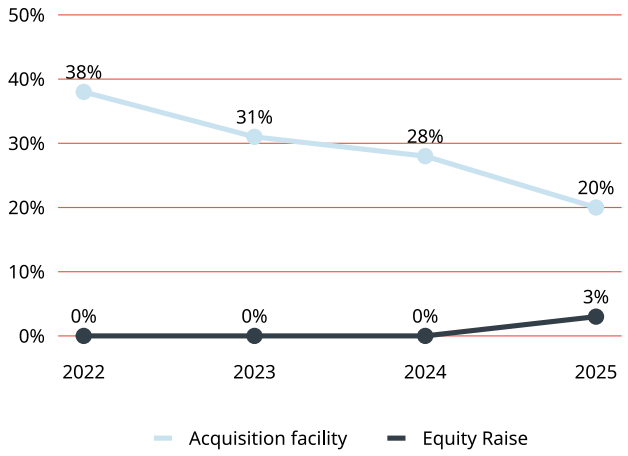
Bid funding for cash deals

20% of deals in 2025 involved the consideration being funded, at least in part, by a new acquisition debt facility (as opposed to the drawing down on existing debt facilities). This continues a downwards trend observed in recent years (28% in 2024, 31% in 2023 and 38% in 2022), which is unsurprising given the recent interest rate environment.

For the first time in four years, we saw a bidder access equity capital markets in connection with a control proposal, with betr Entertainment announcing a capital raising simultaneously with announcing its proposal for PointsBet Holdings. The purpose of the capital raising was to help fund both:

- the acquisition of a pre-bid stake, purchased with the intention of blocking a competing proposal from MIXI, Inc; and
- the cash consideration payable under the proposed transaction, albeit the proposal was subsequently changed to all scrip and was ultimately unsuccessful.

Deal funding, by number of deals



7 Bid Tactics

Key takeaways

93% of deals were friendly (or ultimately proceeded on target-agreed terms) in 2025, an increase from 86% in 2024, while the number and value of hostile bids in 2025 declined (three deals totalling $848 million, down from six deals totalling $8.5 billion in 2024).

Pre-existing shareholdings were the most common type of pre-bid stake, present in 30% of deals, which was slightly ahead of 2023.

Use of voting agreements with shareholders increased significantly, from 5% of deals in 2024 to 28% of deals in 2025. Use of call options also continued an upwards trend, being present in 10% of deals in 2025, up from 7% of deals in 2024.

No deals in 2025 involved the use of physically settled equity derivatives, returning to 2023 levels.

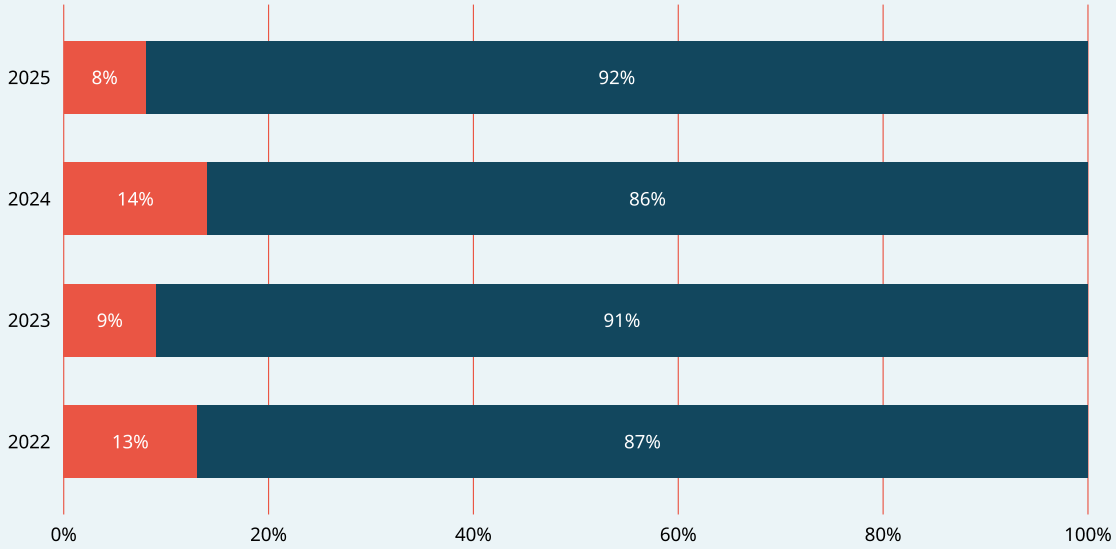
2025 saw a significant increase in the median premium offered (relative to the pre-bid trading price) from 38% in both 2023 and 2024 to 45% in 2025. Interestingly, hostile deals had a higher median premium than friendly deals.

Six deals involved a premium in excess of 100%, including the massive 199% premium offered by Shenghe Resources for Peak Rare Earths.

Hostile bids

The proportion of hostile bids decreased in 2025 as compared to 2024, with 2025 recording the lowest proportion of hostile bids in the last four years (8% in 2025, down from 14% in 2024, 9% in 2023 and 13% in 2022).

Proportion of hostile bids



There were three hostile takeover bids in 2025. One was successful (Elphinstone Group / Engenco), and the other two were unsuccessful (betr Entertainment / PointsBet Holdings and Lederer Group / Elanor Commercial Property).

While no two deals have the same fact pattern, hostile bids generally only occur in circumstances where:

- the target board has refused to engage with, or has rejected (or is assessed as being likely to reject), the bidder's offer; and
- the bidder remains confident that it would be able to reach the control threshold of >50% at the offer price if put to shareholders directly (inclusive of a premium) without a board recommendation.

betr Entertainment's hostile bid for PointsBet Holdings failed due to insufficient shareholder support, and the competing bidder (MIXI, Inc) obtained control, although well short of the required 90% compulsory acquisition threshold due to a blocking stake held by betr (see further on page 61 of this Report).

Lederer Group's hostile bid for Elanor Commercial Property was unsuccessful as the hostile bidder failed to achieve a controlling stake, holding only 43% of the target at the time the takeover offer closed.

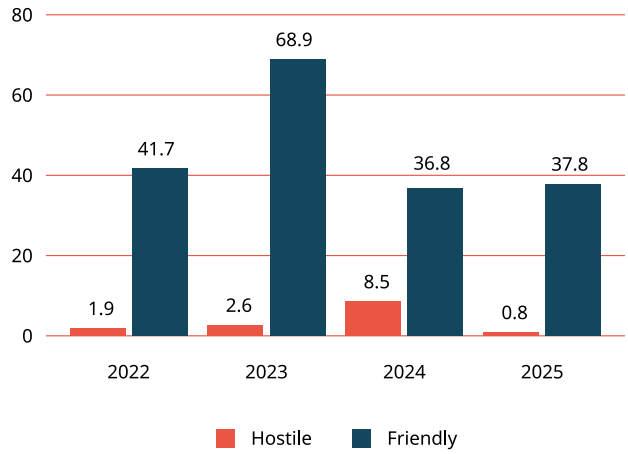
If the hostile bidder does eventually cross the control threshold of 50%, target boards tend to (sometimes reluctantly) recommend that shareholders accept the takeover bid. This is because:

- control of the target has passed to the bidder, and any strategic direction that the incumbent board sought to implement to create value which is contrary to the bidder's views (which is usually one of the reasons for the board's rejection of the bidder) can no longer be pursued; and
- future opportunities for shareholders to exit at the takeover offer price (or higher) become highly uncertain after control has passed to the bidder, due to reduced trading liquidity in the shares and low prospects of a future takeover bid at the same or a higher premium.

An interesting circumstance arose in the successful hostile takeover for Engenco. In this deal, Elphinstone Group (a 68.53% major shareholder and bidder) made a cash offer for all of the outstanding shares in Engenco at 30.5c per share, representing a 47.6% cash premium. The Independent Board Committee of Engenco noted that the offer price fell short of the independent expert's fair value range (being 31.8c per share on the lower end) and gave an unusual recommendation that shareholders "accept if they wish to sell [their shares]" and "reject if they wish to retain [their shares]". The Independent Board Committee only changed its position to unanimously and unqualifiedly recommend that shareholders accept Elphinstone's offer after two major shareholders accepted and Elphinstone had reached voting power of 88.98%, taking Elphinstone much closer to the compulsory acquisition threshold of 92.13% (noting that a threshold higher than 90% was required, as is common in bids made by bidders holding a pre-existing controlling stake, due to the technical need to acquire 75% of the target shares not already held to trigger the compulsory acquisition right).

The total value of hostile bids was significantly lower in 2025 ($848 million, down from $8.5 billion in 2024, $2.6 billion in 2023 and $1.9 billion in 2022) due in part to the lower number of hostile takeover bids (three in 2025, vs six in 2024), and accounting also for the fact that the large value of hostile bids in 2024 was mostly due to Seven Group's $6.9 billion successful bid for Boral. Even among those, the largest value hostile bid was the unsuccessful betr Entertainment / PointsBet Holdings deal which accounted for $472 million.

Value of hostile vs friendly bids ($bn)



Pre-bid arrangements

Use of a form of pre-bid arrangement as a proportion of total deals was significantly higher than prior years (73% in 2025, as compared to 49%, 47% and 54% of deals in 2024, 2023 and 2022, respectively), and (unsurprisingly) all hostile deals involved some form of pre-bid arrangement.

Existing or pre-bid stakes

Holding a stake in the target company remains a key factor in securing successful outcomes for a bidder (although there are exceptions – such as betr Entertainment's bid for PointsBet Holdings which failed notwithstanding a significant 19.6% stake).

The most common form of pre-bid stake was a shareholding held by a bidder (or a related entity) in the target for at least six months before an offer was made (i.e. the bidder was a pre-existing shareholder as opposed to undertaking a pre-bid raid). Pre-existing shareholdings were present in 30% of deals in 2025, which has trended upwards over the past four years (28%, 24% and 23% of deals in 2024, 2023 and 2022, respectively).

Bidders conducted a pre-bid raid or acquired a pre-bid stake before launching the bid in 15% of deals in 2025 (compared to 12%, 18% and 15% of deals in 2024, 2023 and 2022, respectively).

Voting commitments and pre-bid acceptance agreements

The use of voting commitments (which involve target shareholders agreeing in writing to vote in favour of the announced scheme) and pre-bid acceptances in takeovers were significantly more prevalent in 2025 as compared to prior years.

Voting commitments in schemes or pre-bid acceptances in takeovers were seen in 11 deals, which represented 28% of deals in 2025, compared to 5% in 2024, 18% in 2023 and 8% in 2022. Interestingly, only three of these deals were contested by another acquirer (Proprium Capital's $370 million acquisition of AV Jennings Homes by scheme of arrangement, Fenix Resources' unsuccessful $75 million takeover bid for CZR Resources, and Iris Capital's pending $193 million takeover bid for Reef Casino) and Fenix Resources was unable to secure the minimum 75% acceptance threshold despite the voting commitments.

Voting commitments were seen in 35% of schemes. However, pre-bid acceptance agreements between takeover bidders and target shareholders remained uncommon, occurring in relation to only two takeover bids (Fenix Resources / CZR Resources and Iris Capital / Reef Casino).

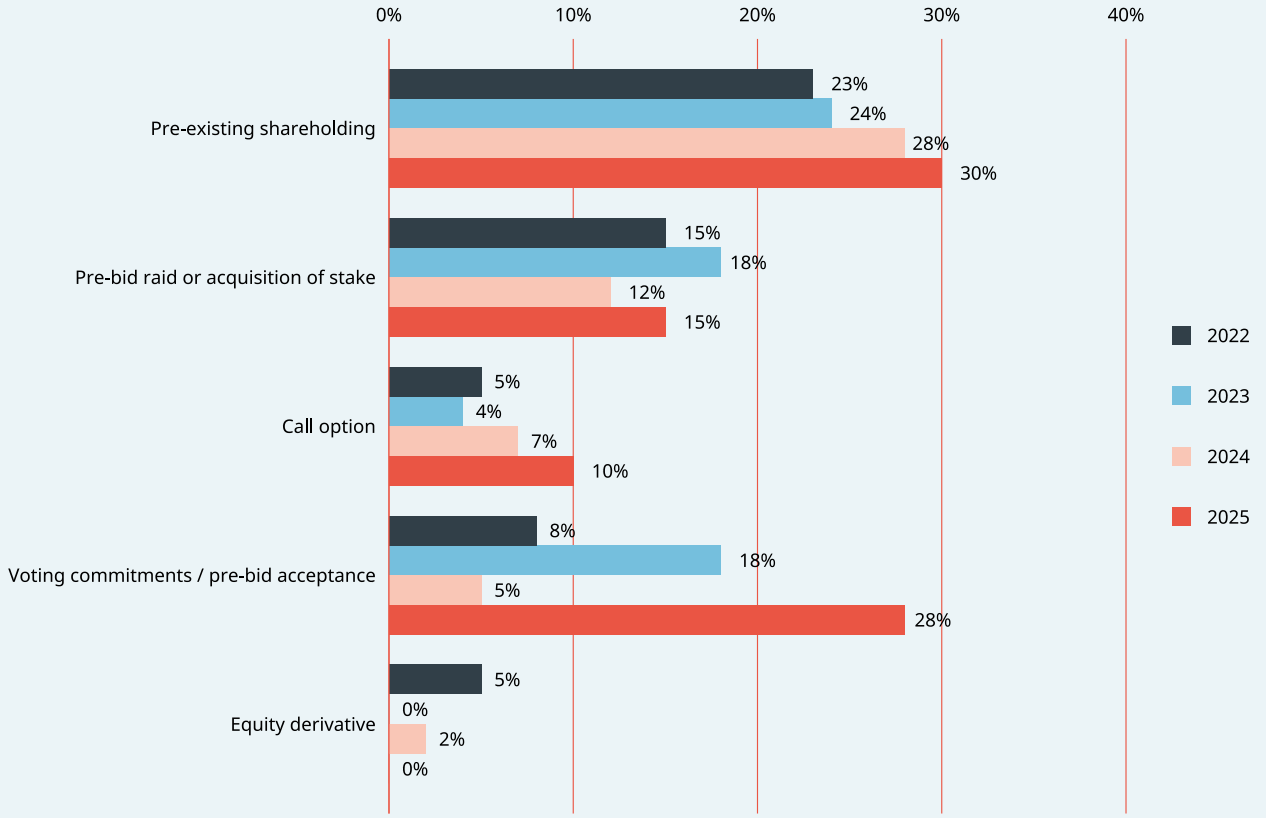
Conditional sale agreements / call options

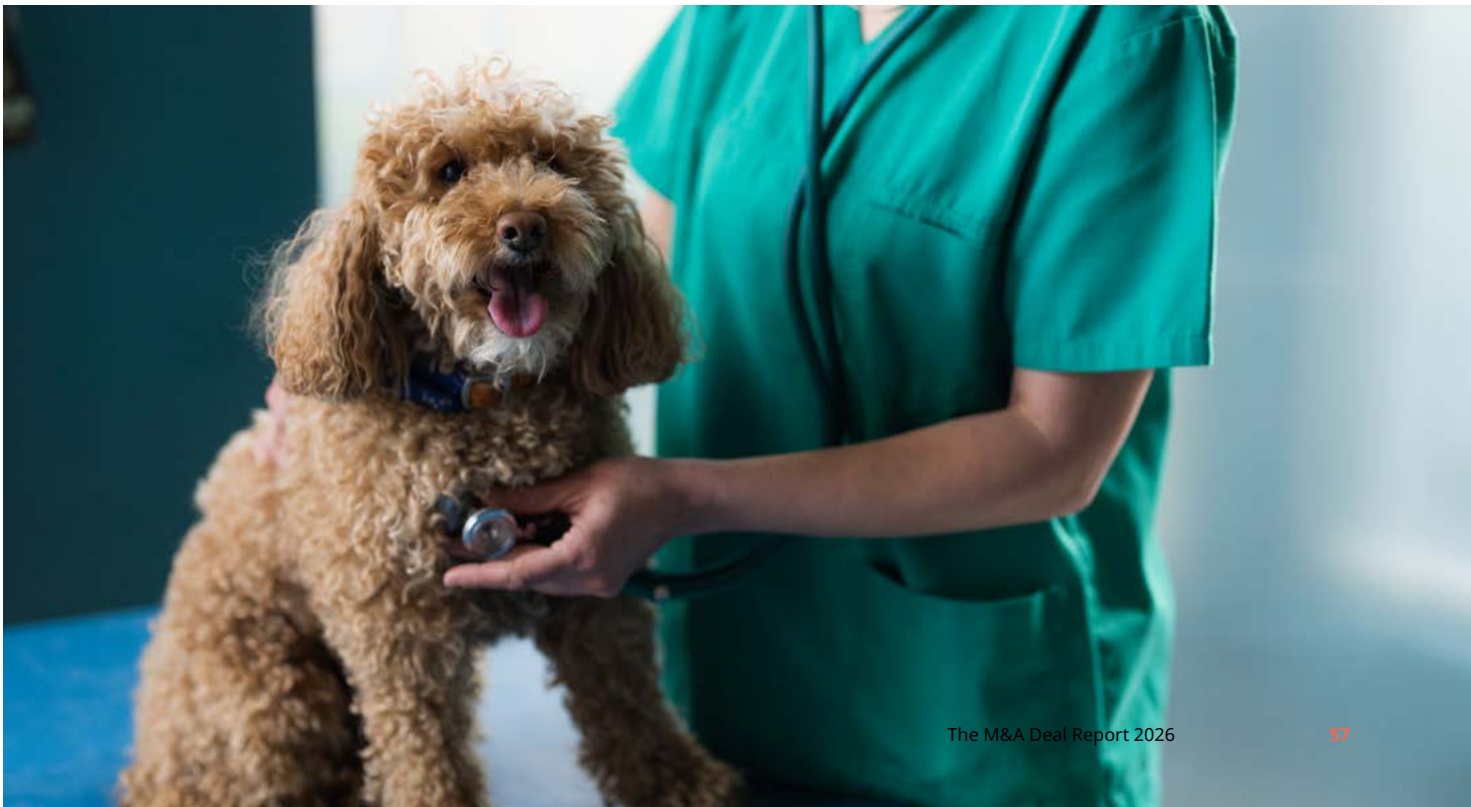
Arrangements with key shareholders where the bidder has a right to acquire shares in the target (by way of a conditional sale or call option) increased on prior years (10% in 2025, up from 4% in 2023 and 7% in 2024).

These arrangements were used in one takeover (Fortescue / Red Hawk) and the following three schemes:

- TPG Capital / Lynch Group;
- Adamantem Capital / Apiam Animal Health; and
- Ideagen / Envirosuite.

Pre-bid stakes





Derivatives disclosure reforms – will things be the same in 2026?

Introduction

Equity derivatives, notably cash-settled total return swaps (**TRS**s) providing synthetic "long" exposure for the taker, have long been part of the Australian M&A toolkit. They allow bidders to:

- obtain exposure over target securities, at undisturbed prices without immediately appearing on the target's register;
- bridge regulatory waiting periods (for example, while FIRB no-objection is pending) by providing economic exposure where physical acquisition is constrained; and
- potentially create a financial incentive for the swap writer (often an investment bank) to hedge the exposure, which can effectively take the target shares "out of play".

The *Treasury Laws Amendment (Strengthening Financial Systems and Other Measures) Bill 2025* forces market participants to revisit the structure and disclosure framework applicable to strategic equity derivative transactions entered into by bidders. The amendments to the *Corporations Act 2001* (Cth), to take effect on 4 December 2026 (i.e. 12 months after Royal Assent), replace the current patchwork of Takeovers Panel guidance and market practice with a statutory regime that mandates disclosure of both physical and cash-settled (and, confusingly, "settleable") positions.

Frequent users of equity derivatives will need to plan immediately for the new disclosure architecture.

The current position versus the new law

Under the current regime, only "relevant interests" count towards substantial holding disclosure. Disclosures of cash-settled derivatives, where they form part of an overall long position of 5% or more, are made in compliance with Takeovers Panel Guidance Note 20 (**GN 20**).

The new regime retains the existing concept of "relevant interest" so the approach to the 20% threshold in section 606 will be unaffected (unlike the earlier version of the proposed reforms) by a cash-settled equity derivative. However, the substantial holding notice regime in Chapter 6C is significantly expanded to include several new concepts – including a "deemed economic interest" for substantial holding disclosure as well as "relatable" and "settleable" physical interests. As a result, long positions including cash or physically settled derivatives over the 5% substantial holder threshold must be disclosed in granular levels of detail including any offsetting short positions, and ongoing 1% movements (including shifts within derivative categories) will trigger further disclosure obligations. Furthermore, ASIC will have at its disposal an expanded penalties and freezing orders regime, to force regulatory outcomes where breaches appear to be serious.

Considerations for bidders and advisers

The changes should not significantly impact bidders who are considering a sub-5% stakebuilding strategy. However, if an equity derivative is to be used as a temporary stake prior to obtaining regulatory approval (such as the Treasurer's no-objection notification under the *Foreign Acquisitions and Takeovers Act 1975 (Cth)* (**FIRB Approval**) – as Hanwha Ocean had done so in relation to Austal), the complicated and granular disclosure regime will need to be taken into account. In particular:

- **Five interlocking metrics:** disclosers of substantial holdings inclusive of derivatives will need to calculate and disclose the "relatable", and deemed "physically settleable", and "non-physically settleable" aspects of the derivative in the substantial holder notice. They will also need to disclose the aggregate derivative-based holding percentage, the overall holding percentage, and any offsetting short position percentage – and any 1% movements in these figures.

- **ASIC calculation instruments for short positions:** Particularly for offsetting shorts, disclosers will need to take into account the prescribed disclosure and calculation methodology to be confirmed by ASIC (which has not yet occurred).

Challenges for the writers (i.e. the banks)

The new regime creates significant burdens on the operational teams of banks who write equity derivatives. The writers will need to consider:

- **Aggregate disclosure burden and confidentiality:** having systems in place to disclose, on the request of ASIC or the target (where a "reasonable suspicion" exists in relation to a particular stake and another person's potential interest in that stake including by way of a deemed interest in a derivative), details of deemed economic interests, offsetting shorts, relevant agreements and, critically, information about "other persons" with deemed economic interests (i.e., client long positions). How this will interact with client confidentiality obligations remains a work in progress.
- **Potential ASIC exemptions/reliefs for market-making/client service flows:** what exemptions will be available for routine writers of derivatives for financial transactions. The Explanatory Memorandum to the amendments anticipates ASIC may, by instrument, exempt certain transactions involving (for instance) market-making and hedging activities. The terms and conditions of any exemptions will need to be examined carefully.

Final observations

The new disclosure framework will not reduce the utility of equity derivatives and the products will remain a legitimate and potent tool in Australian public M&A. That said, from 4 December 2026, the disclosure burdens for long positions exceeding the 5% threshold may cause some stakeholders to rethink their approach. Our recommendation is to collaborate now with prospective writers and advisers, and consult with ASIC, to stress-test structures against the new categories, lock down data and document workflows (including attachments such as long-form confirmations), and pre-agree disclosure playbooks.

Hanwha's raid on Austal – a study on equity derivatives as a FIRB "bridge"

On 2 April 2024, Hanwha Ocean, a major South Korean commercial, industrial and military shipbuilder, submitted an unsolicited, non-binding $1 billion takeover bid for Western Australia-based shipbuilder and defence contractor Austal. Hanwha Ocean's approach was rejected by the Austal board over concerns that Hanwha Ocean would not be able to obtain the necessary regulatory approvals to complete the takeover.

Following the rejection of this bid, Hanwha proceeded to build its stake in Austal in the following manner:

- on 17 March 2025, Hanwha (through its wholly owned subsidiary), acquired a 19.9% combined long position in Austal inclusive of a substantial relevant interest of 9.9% in Austal (the maximum physical interest which could be held without FIRB Approval) and an additional 9.9% economic interest through a cash settled TRS;
- Hanwha also applied to FIRB to seek a no-objection notification in respect of the increase of its direct equity position in Austal to 19.9%;
- on 12 December 2025, the Treasurer conditionally approved Hanwha's increase of its direct equity stake to 19.9%, with the condition that Hanwha remain a minority shareholder in Austal and be barred from increasing its stake above 19.9%.

While the FIRB approval condition contains an unusual cap on future acquisitions, Hanwha's approach to securing the extra 9.9% by a cash-settled TRS while awaiting FIRB approval demonstrates the continued utility of TRSs as an effective tool in the face of potential regulatory hurdles. Of course, if FIRB approval had not been forthcoming for Hanwha, Hanwha may have needed to plan for an effective "unwinding" strategy (which ultimately wasn't required here).

Blocking stakes

Existing shareholders holding substantial stakes in the target have the potential to effectively "block" a bidder's ability to acquire 100% of a company (e.g. by blocking the ability for a bidder to achieve compulsory acquisition, or by having a meaningful enough stake to vote down a scheme of arrangement).

Central Asia Metals' failed $232 million bid for New World Resources is a good example of how lack of shareholder support and a "blocking stake" can complicate a bidder's plans for control. In the competition between Central Asia Metals and Kinterra Capital for control for New World Resources, the competing bidders rapidly improved their positions through multiple transactions to respectively hold a 12.08% and 19.3% stake in New World Resources and each submitted a number of revised bids. However, as the largest shareholder of New World Resources, Kinterra Capital expressly acknowledged its ability to prevent Central Asia Metals from reaching the 90% threshold required for compulsory acquisition. Central Asia Metals ultimately withdrew its bid and accepted Kinterra Capital's revised bid, resulting in the successful acquisition of New World Resources by Kinterra Capital for $254 million.

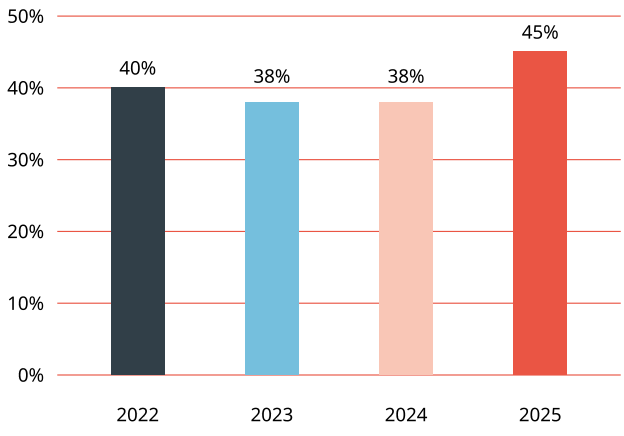
Existing shareholders with an initial blocking stake should not remain complacent in a battle of competing bids. In the PointsBet Holdings transaction, betr Entertainment was a competing bidder to MIXI, Inc and had made its own all-scrip off-market takeover bid for PointsBet at a higher price than MIXI, Inc (who had agreed to acquire betr Entertainment by scheme). betr Entertainment also had a 19.6% stake in PointsBet, which was important in blocking MIXI, Inc from obtaining the required majority approval for its recommended scheme of arrangement. However, immediately following the scheme being voted down, MIXI, Inc made an all-cash off-market takeover bid and rapidly increased its shareholding in PointsBet from 9.15% to 51.9%, thus acquiring its own blocking stake against betr Entertainment's bid. In comparison, betr Entertainment was only able to increase its initial substantial shareholding to 27.72%. As a direct result of MIXI, Inc. effecting its blocking stake, betr Entertainment failed to obtain a controlling stake in PointsBet despite its final $472 million bid being superior in value to MIXI, Inc's $435 million bid. By the time the takeover offer closed, MIXI, Inc had further increased its relevant interest in PointsBet to 66.43%.

However, it is important to note that blocking stakes are not the only hurdle to a successful bid. Fenix Resources' failed $75 million bid actually had the support of the majority shareholder, The Creasy Group, which held a 52.2% interest in CZR Resources. However, despite being backed by the majority shareholder, Fenix Resources' bid lapsed as the minimum acceptance condition of 75% of all CZR's shares was not satisfied by the closing date of the bid due to the emergence of a different proposal from the Robe River Iron Associates Joint Venture to buy CZR's main asset.

Deal premiums

The median premium (as a percentage relative to the pre-bid trading price) offered by bidders was 45%, which is a significant increase from previous years (38% of deals in 2024 and 2023, and 40% of deals in 2022).

Median premiums offered by bidders



The top five premiums were all offered by foreign bidders, showing a keenness of available capital in sectors like materials, financial services and consumer discretionary.

Top 5 Premiums (2025)

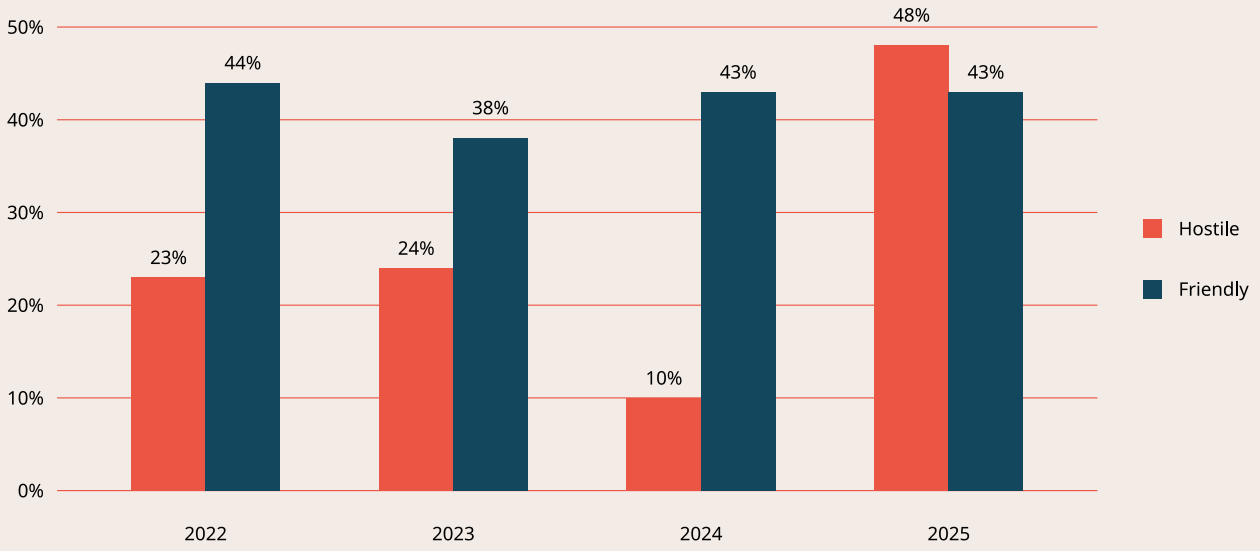
	Premium	Deal	Target industry	Bidder
1	199.17%	Shenghe Resources's successful $131 million acquisition of Peak Rare earths	Materials	Foreign, industry / strategic acquirer
2	139.29%	Kinterra Capital's successful $254 million acquisition of New World Resources	Materials	Foreign, private capital owned
3	133.33%	Svava's successful $65 million acquisition of SelfWealth	Financials	Foreign, industry / strategic acquirer
4	132.14%	Central Asia Metals' unsuccessful $232 million offer for New World Resources	Materials	Foreign, industry / strategic acquirer
5	112.06%	Dollarama's successful $259 million acquisition of The Reject Shop	Consumer Discretionary	Foreign, industry / strategic acquirer

The gap between the median premium offered by hostile bidders compared with those offered by friendly bidders almost equalised in 2025, with median premiums offered by hostile bidders overtaking those of friendly bidders by only five percentage points (48% in hostile bids vs 43% in friendly bids). This is in contrast to 2024 (where the differential was 33 percentage points) and 2023 (where the gap was 14 percentage points).

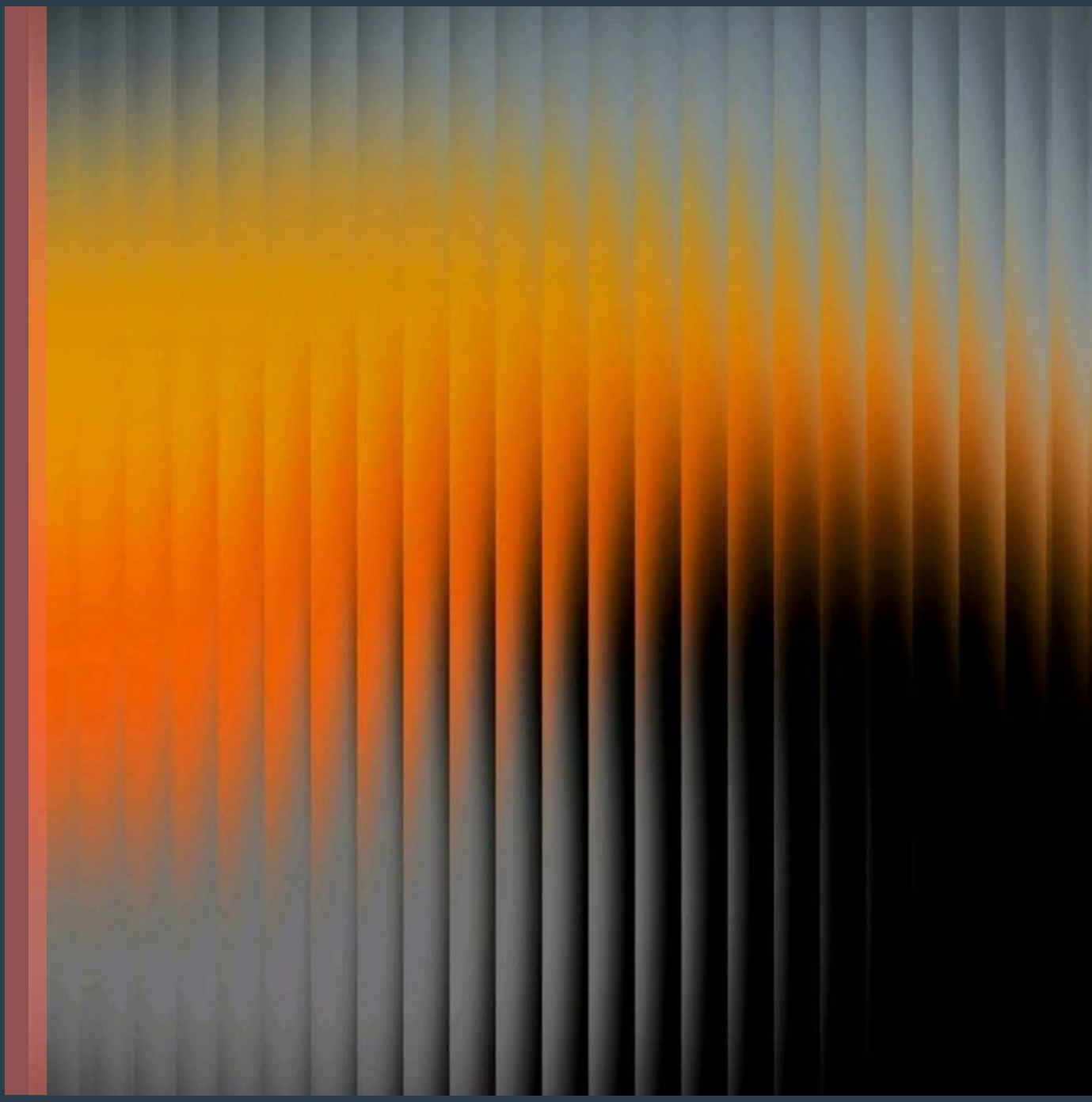
Consistent with 2024, the top five premiums were all offered in friendly deals, which suggests that there remains pressure on target boards to secure a higher price for its shareholders in exchange for a recommendation to counter hostile bidders. The high premiums offered in Kinterra Capital's bid for New World Resources and Svava's bid for Selfwealth are also unsurprising as both bids were contested (with Central Asia Metals competing for New World Resources and Bell Financial announcing a binding bid for Selfwealth in November 2024).

In contrast, the steep increase in the median premiums offered by hostile bidders may potentially forecast a shift towards a more bullish market and increased deal activity, in which hostile bidders are also pressured to offer higher premiums in an attempt to outbid competing hostile bidders (as was the case in the betr Entertainment / PointsBet Holdings deal which was unsuccessful despite offering a 68.67% premium) or secure the support of shareholders who might otherwise prefer to remain invested in the target rather than accept a quick exit.

Median premiums offered by hostile vs friendly bidders



8 Deal Conditions and Terms



Key takeaways

MAC provisions were the most commonly included condition in deals in 2025, being included in 83% of all deals – in all the schemes, and in 50% of takeovers.

Despite ASIC's views that MAC conditions should only contain quantitative triggers, a majority (64%) of MAC conditions in 2025 included both qualitative and quantitative triggers; however, no MAC conditions featured only qualitative triggers.

While a majority (57%) of the takeover bids included a minimum acceptance condition, this was a decline from 73% of takeover bids including a minimum acceptance condition in both 2023 and 2024, and no deals contained a 90% threshold (which would allow a bidder to proceed to compulsory acquisition) in 2025.

Break fees were present in 75% of deals in 2025 (and in 81% of friendly deals), which was broadly consistent with the three prior years.

Reverse break fees featured in 65% of deals in 2025 (and in 70% of friendly deals), continuing to trend up from 63% in 2024, 56% in 2023 and 51% in 2022.

The number of deals with reverse break fees that were larger than the target break fee has decreased compared to 2024, with only two deals in 2025 including a reverse break fee that is larger than the target break fee.

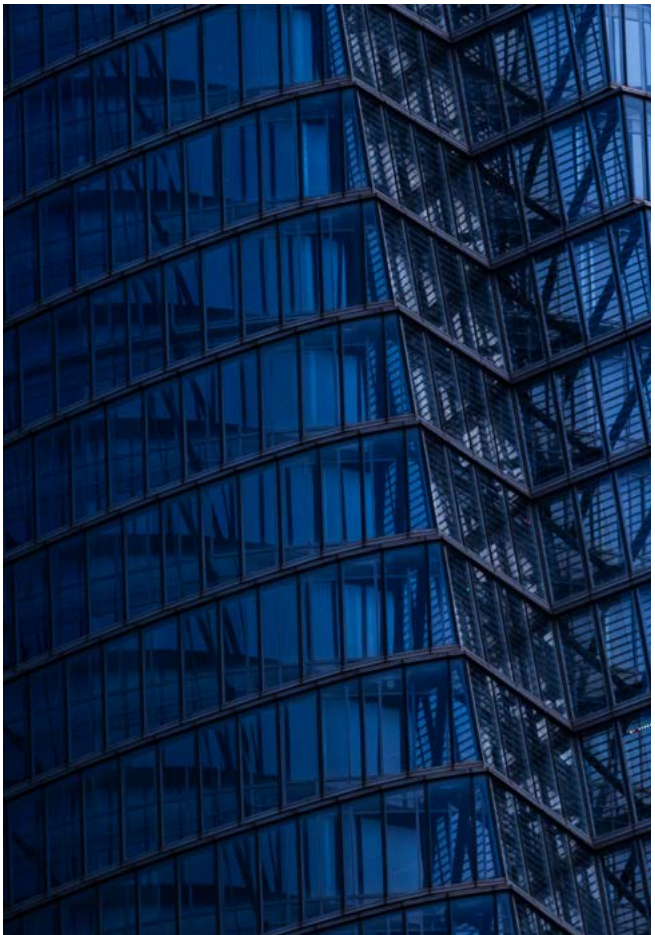
Material adverse change (MAC) conditions

MAC provisions were the most commonly included condition in deals in 2025, being included in 83% of all deals – in all the schemes and in 50% of takeovers.

MAC provisions are designed to protect the bidder from events or changes in circumstances that have a material negative impact on the target's business, financial condition, or operations that occur or arise between the date of a binding deal and completion. Scheme implementation agreements can also include MACs in relation to the bidder (typically only in the case of deals with a scrip component). This Report analyses data on MACs in relation to the target only.

The trigger events which are covered by MAC clauses will vary between agreements and are categorised as either qualitative triggers or quantitative triggers:

- quantitative triggers are where the impact of the event meets a specified quantitative threshold, such as a diminution of revenue or EBITDA (and / or net assets); and
- qualitative triggers are where the event impacts the target's ability to conduct its business, its reputation or its profitability in the same manner as they were conducted prior to the transaction being agreed.



MAC clauses will generally exclude as triggers any changes in law or regulation, changes in the broader economic or political environment (that do not disproportionately affect the target), force majeure events and matters that were disclosed to the bidder or publicly disclosed by the target prior to entry into the scheme implementation agreement or announcement of the offer.

Seven off-market takeovers in 2025 included MAC conditions (50% of all off-market takeovers), and all of those takeovers included a combination of both qualitative and quantitative triggers.

In contrast, all schemes included MAC conditions. Twelve schemes included MAC conditions with only quantitative triggers and the remaining 14 schemes contained both quantitative and qualitative triggers.

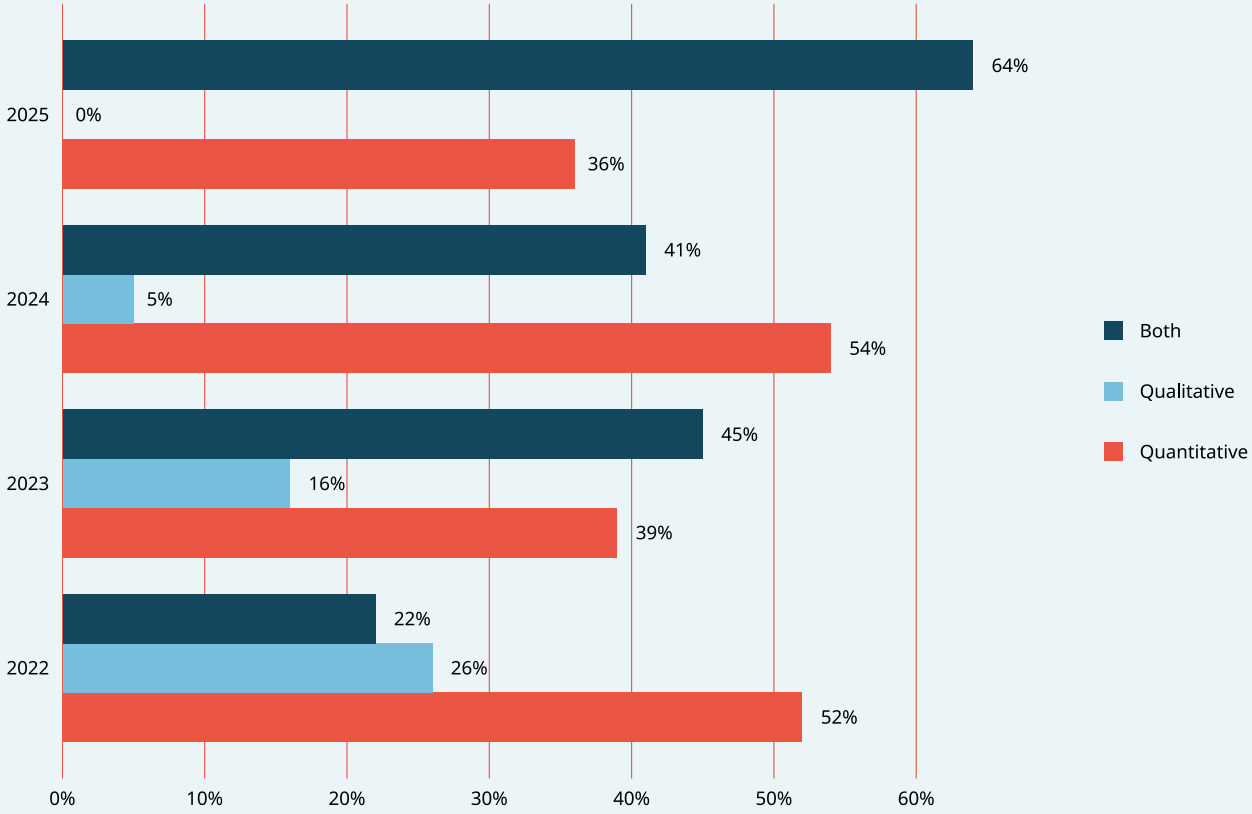
No schemes or takeovers included MAC conditions with only qualitative triggers.

There were only seven deals without MAC conditions in 2025, and all but one of these transactions were wholly unconditional (the exception being Hutchison Telecommunications BV's off-market takeover for Hutchison Telecommunications (Australia), where the ultimate owner of the bidder already held 88% of the target).

ASIC indicated in its September 2022 Corporate Finance Update that MAC clauses should be based on quantitative triggers only (which are objective) so that parties to a transaction, and their shareholders, can determine whether a material adverse change has occurred (and not qualitative triggers which are subjective, semi-subjective, unclear or self-defeating).

The data shows that, in accordance with ASIC's guidance, the percentage of deals with only qualitative triggers has trended downwards from 26% in 2022 to 16% in 2023, 5% in 2024 and now 0% in 2025. However, the percentage of deals that contain a combination of both quantitative and qualitative triggers has increased significantly over the same period, being present in 64% of deals in 2025, compared to 41% of deals in 2024, 45% of deals in 2023 and 22% of deals in 2022.

MAC triggers, by proportion of deals



Therefore qualitative triggers for MAC conditions remain a feature of public M&A. The most commonly included qualitative trigger for MAC conditions in 2025 was an event that has or could reasonably be expected to have a material adverse effect on the business, assets, liabilities, financial or trading position, profitability or prospects of the target group as a whole.

Other triggers can be transaction specific. Examples of these triggers included in deals in 2025 are:

- the imposition of any terms, conditions or restrictions or an investigation by any governmental or regulatory body to any gambling licence held by the target group which would affect (or reasonably could be expected to affect) the target's underlying regulated wagering business, having a monetary impact of $20 million or more: MIXI, Inc / PointsBet Holdings;
- an event which has, has had or is reasonably likely to have the effect or result in the Special Mining Licence being revoked, varied, altered, not-renewed, suspended or terminated or the terms or rights attaching to the Special Mining Licence being adversely affected: Shenghe Resources / Peak Rare Earth; and
- an event in relation to the ongoing advancement of the permitting, development, and financing of the Antler Copper Project in the ordinary course or on an expedited basis: Central Asia Metals / New World Resources.

Deal Spotlight

The Cosette Pharmaceuticals / Mayne Pharma decision

Australian courts have historically approached MAC clauses with caution, applying a narrow interpretation and requiring clear contractual language before permitting a bidder to terminate a deal. Deal termination on the basis of MAC clauses is unusual and there is limited Australian judicial guidance directly addressing MAC clauses, with guidance often found in decisions by the English courts.

The decision of the NSW Supreme Court in *Mayne Pharma Group Ltd, Re* [2025] NSWSC 1204 therefore presented a rare opportunity for listed companies, potential bidders and their advisers to obtain an insight into when a bidder may or may not be able to rely on a MAC clause to walk away from a deal.

Background

On 20 February 2025, Mayne Pharma Group (**Mayne Pharma**) entered into a scheme implementation deed (**SID**) with US-based Cosette Pharmaceuticals (**Cosette**) in relation to the acquisition by Cosette of all of the shares in Mayne Pharma for $7.40 cash per share by way of scheme of arrangement, conditional on, among other things, no Mayne Pharma MAC occurring under the SID and receipt by Cosette of FIRB approval.

The relevant MAC definition, called "Mayne Material Adverse Change", referenced "*[a]ny event, occurrence, change, circumstance or matter … occurring before, on or after the date of [the SID] … which has… (either individually or when [aggregated]) … [the] effect of diminishing the consolidated Maintainable EBITDA over a 12-month period of the Mayne Group, taken as a whole, by at least A$10.76 million*".

On 15 May 2025, Cosette released an explanatory statement in relation to the scheme (**Scheme Booklet**) which stated, subject to certain qualifications, that Cosette intended to, among other things, "*continue the business and operations of Mayne Pharma largely in the same manner as it is currently operated and to investigate opportunities to integrate and grow Mayne Pharma's business;… and retain Mayne Pharma's existing employees to the extent it is commercially appropriate to do so…*". Cosette's application for FIRB approval included substantially similar disclosure as the Scheme Booklet in relation to Cosette's intentions.

From 17 May 2025, Cosette sought to walk away from the deal, on the basis that:

- Mayne Pharma's (arguably) material business underperformance in Q3 FY25 (compared to the historical trend and forecast), and a potentially significant regulatory issue asserted in a letter issued by the US Food & Drug Administration constituted a Mayne Material Adverse Change;
- Mayne Pharma had breached its continuous disclosure obligations; and
- Mayne Pharma had misled Cosette into entering into the SID.

On 4 June 2025, Mayne Pharma commenced proceedings in respect of the termination notices in the Supreme Court of New South Wales (**Court**) seeking orders that Cosette had not validly terminated the SID.

Cosette notified FIRB on 24 June 2025 that it had reevaluated its intentions concerning Mayne Pharma's business in Australia and determined that "*its current intention is to seek to dispose of or close*" Mayne Pharma's site in Salisbury, South Australia - an intention not disclosed to the market until 8 September 2025, following media reports.

The Supreme Court decision

On 15 October 2025, the Court rejected Cosette's attempt to invoke the MAC clause, reaffirming that MAC clauses set a high threshold for termination. The Court emphasised that a bidder seeking to invoke a MAC and rely on it to terminate the deal must prove, on the balance of probabilities, that the adverse event or circumstance has, or is reasonably expected to have, the specified effect. Importantly, the focus is on actual events and their impact, not on missed forecasts or revised projections. As the Court observed, a downward revision of a forecast is not itself a MAC – it may be evidence of it (indicative of the underlying factual developments) but did not in this case constitute the adverse circumstance. The Court's approach is to look for a sustained, material adverse effect on the target's business, not mere change in sentiment.

The Court also found Cosette's conduct after it became aware of the facts giving rise to the purported right to terminate - including Cosette supporting the scheme at the first Court hearing and entering a deed of amendment to the SID which expressly confirmed that the SID remained in full force and effect - was *"wholly inconsistent with any intention to terminate"* and amounted to an election to affirm the contract and precluded reliance by Cosette on the alleged termination rights. For further discussion of the Court decision, see our earlier article: No easy exit: Key Takeaways from the Cosette / Mayne Pharma decision.

The Takeovers Panel and FIRB

Following an application by Mayne Pharma, the Takeovers Panel made a declaration of unacceptable circumstances on 19 November 2025, finding that Cosette's change of intentions in relation to the Salisbury site was contrary to an efficient, competitive and informed market. The Panel made final orders requiring Cosette to agree to any conditions reasonably required by the Treasurer (in relation to FIRB approval) in connection with the Salisbury site.

Two days after the Panel decision, the Treasurer announced that he had decided to block the acquisition by Cosette of Mayne Pharma, in order to protect Australia's national interest, the security of critical medicine supply chains, jobs and the local community. For further discussion on the decisions by the Takeovers Panel and FIRB, see pages 92 to 93 of this Report.

Key lessons and takeaways relating to the negotiation of terms and conditions in a SID

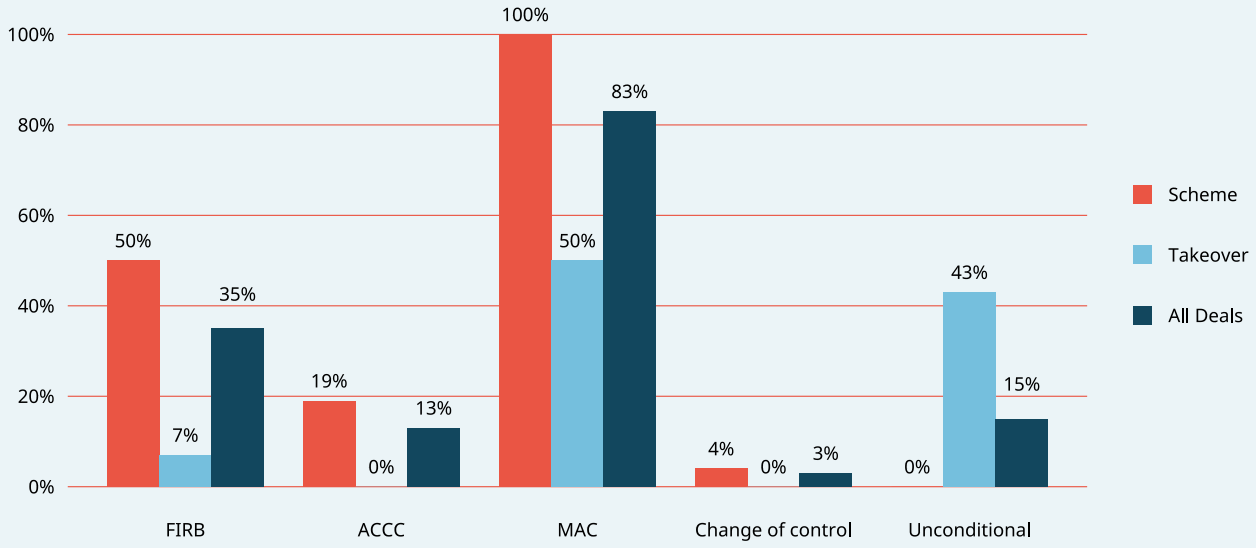
- **Proving a MAC involves a high bar:** The Court reaffirmed that MAC clauses impose a high evidentiary threshold. Unmet expectations, such as missed financial forecasts, in isolation, are not MACs (especially when forecasts are expressly disclaimed against). The Mayne Pharma / Cosette decision illustrates that reliance by bidders on a MAC to terminate a deal can be difficult in practice. Bidders seeking meaningful protection from MAC clauses should incorporate objective financial thresholds, clearly defined event-based triggers and carefully calibrated carve-outs. Absent this, a MAC may continue to operate more as a basis for renegotiation rather than an enforceable termination right.
- **Termination rights may be lost through conduct:** If a party, with knowledge of facts giving rise to a purported right to terminate, acts in a manner consistent only with affirming the contract, it could risk giving up the ability to exercise that right. This creates tension between a potential right to terminate and the general obligation in the SID to support the scheme which can create a 'use it or lose it' situation for a bidder considering termination rights before a first court hearing. Bidders must carefully manage communications and interim conduct once potential termination grounds related to a MAC emerge.
- **Provisions regarding regulatory approvals conditions:** From a target board perspective, the Mayne Pharma / Cosette saga highlights the need to ensure SIDs contain provisions that provide visibility with respect to bidder regulatory approval processes. We expect that targets will push for greater visibility over bidder regulatory submissions and enhanced information and consultation rights. Bidders should expect these points to become increasingly contested in SID negotiations, particularly in politically sensitive sectors.

Postscript: Mayne Pharma announced on 15 January 2026 that Cosette has moved to appeal the Court's decision, including challenging the Court's findings that a MAC did not occur in relation to Mayne Pharma's Q3 FY25 sales performance. The appeal comes as the parties go head-to-head on whether break fees or reverse break fees are payable.

Bid conditions

Conditions in off-market takeover bids and schemes included minimum acceptance conditions, material adverse change (MAC), failure to receive third party consent under material contracts for change of control, FIRB approval and ACCC approval.

Bid conditions (2025)



As discussed above, MACs were the most commonly included condition in deals in 2025. MAC conditions featured in 83% of all deals in 2024, including all schemes and in 50% of takeovers.

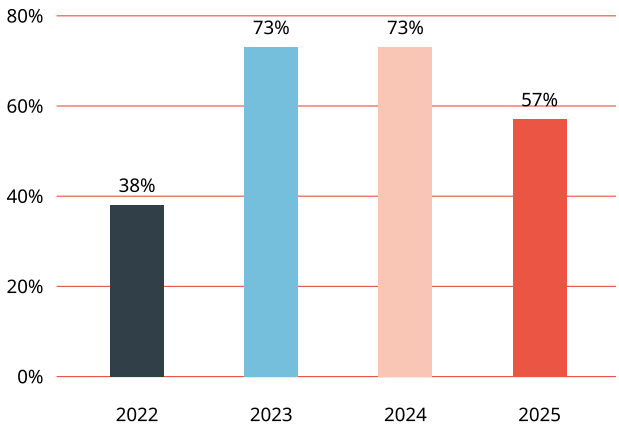
The next most common condition was FIRB approval, which was included in 35% of all deals, including 50% of schemes and 7% of off-market takeovers. Foreign bidders in larger deals prefer a scheme of arrangement structure as it provides certainty that if the scheme is approved by target shareholders and all other conditions are satisfied, the bidder will acquire 100% of the target, that is, it is an all or nothing outcome. Several deals involving foreign bidders did not require FIRB approval as a condition because the relevant monetary thresholds which trigger the FIRB approval requirement were not exceeded, including Shenghe Resource's successful $131 million acquisition of Peak Rare Earths.

In 2025, third party consents for change of control conditions were included in 3% of deals, and ACCC approval conditions were included in 13% of deals.

Minimum acceptance conditions

In 2025, 57% of takeovers included a minimum acceptance condition, reflecting a decline from 73% in 2024 and 2023, but still greater than 2022 where only 38% of takeovers included a minimum acceptance condition.

Minimum acceptance conditions in takeovers



Of those takeovers including a minimum acceptance condition, four deals (50%) included a 50.1% minimum acceptance threshold, which was a decrease on 2024 (88%) and 2023 (64%). This is the key threshold that enables the bidder to obtain majority ownership and the ability to pass ordinary resolutions to appoint and remove directors from the target board.

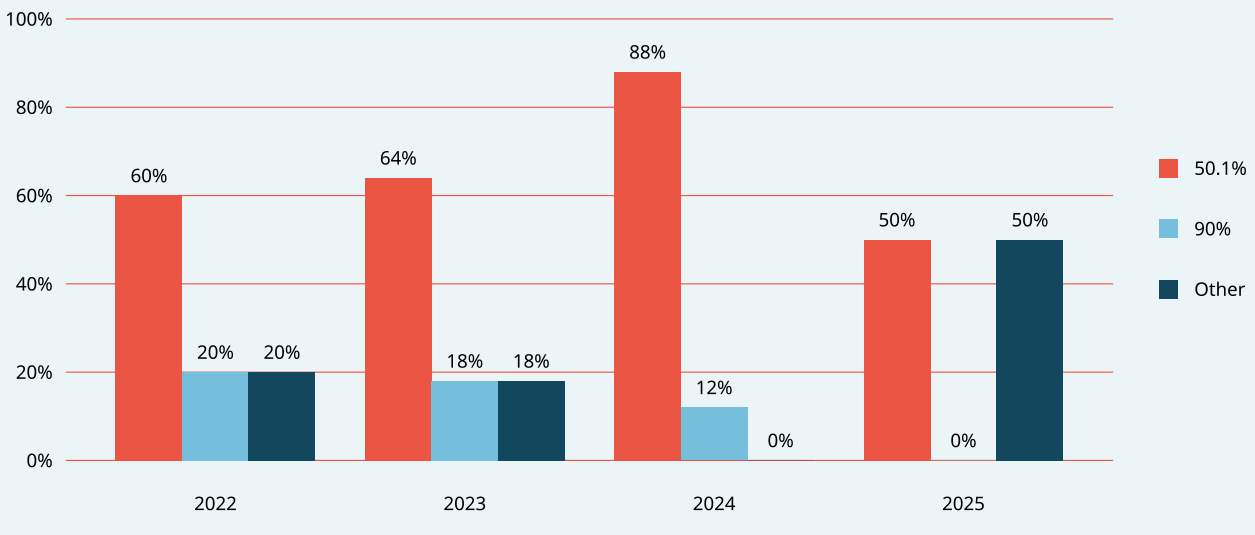
No deals included a minimum acceptance threshold of 90%, being the ownership threshold at which a bidder can then proceed to compulsory acquisition of the remaining target shares. This amounts to a continued decline from 2024 (20%), 2023 (18%) and 2024 (12%). That said, two deals (being the Elphinstone Group / Engenco and Hutchison Telecommunications BV / Hutchison Telecommunications (Australia) transactions) each included a minimum acceptance condition which exceeded the 90% threshold, due to the respective bidders already holding pre-existing controlling stakes in the relevant targets (68.53% and 88.48%, respectively).

Two other deals included minimum acceptance thresholds which ranged between 50% and 90%, likely because each involved competing bidders for the same target. These included Iris Capital / Reef Casino Trust (80% threshold) and Fenix Resources / CZR Resources (75% threshold).

Minimum acceptance conditions were not included in four takeovers where the bidders had pre-existing shareholdings, being:

- betr Entertainment's hostile takeover of PointsBet Holdings, as the bidder had acquired a 19.6% holding in the target in an attempt to block a competing proposal from MIXI, Inc; and
- Novomatic AG's unsuccessful takeover of Ainsworth Game Technology, TT Investment Trust's takeover of 360 Capital Group and Lederer Group's unsuccessful takeover of Elanor Commercial Property Fund, where in each case the bidder already held a significant pre-existing shareholding in the target and was therefore likely to have been more willing to proceed without a minimum acceptance condition.

Threshold for minimum acceptance condition



Unconditional takeover bids

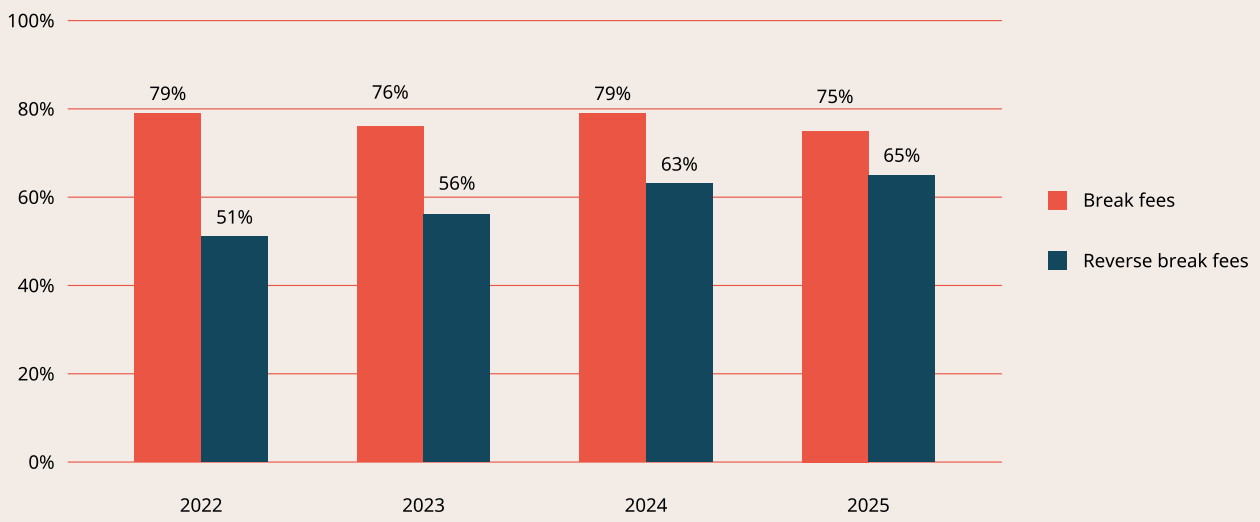
There were no on-market takeovers (which must be unconditional under section 625(1) of the *Corporations Act* 2001 (Cth)) valued at more than $50 million during 2025.

However, there were six unconditional off-market takeover offers. This is equal to 43% of the total number of takeovers in 2025, which is lower than the percentage of unconditional takeovers in 2024 (50%).

The unconditional takeovers offers in 2025 were:

- Novomatic AG's unsuccessful $337 million takeover bid for Ainsworth Game Technology, where Novomatic had a pre-existing shareholding of 52.9%;
- Kinterra Capital's $254 million competing hostile bid for New World Resources, which had received an earlier unconditional bid from Central Asia Metals;
- Lederer Group's unsuccessful $278 million hostile bid for Elanor Commercial Property Fund; and
- TT Investment Trust's successful $59 million bid for 360 Capital Group.

Break fees and reverse break fees



Break fees

Break fees were present in 75% of deals in 2025 (and in 81% of friendly deals), which was broadly consistent with the three prior years. Break fees are fees payable by the target to a bidder if certain trigger events occur that prevent the deal from proceeding, or cause it to fail, including a failure by a target director to recommend the scheme, a change in recommendation by the target board or a material breach of the implementation agreement by the target.

Break fees in the deals in 2025 mostly adhered to the Takeovers Panel's general guidance that break fees payable by a target should generally not exceed 1% of the equity value of the target at the offer price.

There were eight deals with slightly larger break fees in 2025 (ranging from 1.01% to 1.98%), including:

- Rover Group's successful $62 million acquisition of Mad Paws which included a break fee of $1.22 million, representing 1.98% of the target's equity value; and
- Shenghe Resource's successful $131 million acquisition of Peak Rare Earths. This proposed transaction included a break fee of $1.55 million, representing 1.18% of the target's equity value.

The Takeovers Panel's guidance is that break fees exceeding 1% of the target's equity value may be justifiable if the bidder has incurred significant costs in connection with the deal and the break fee is a genuine and reasonable estimate of the costs incurred and expected to be incurred by the bidder. In 2025, we saw various examples of break fees of more than 1% in lower value deals, given out of pocket transactions costs can exceed 1%

of equity value in these deals, which seems to have been accepted by the Takeovers Panel, ASIC and the Courts. The Shenghe Resources / Peak Rare Earth and Rover Group / Mad Paws deals appear to fall into this category.

Some commentators have suggested that with the effects of inflation and other regulatory challenges or situations where considerable transaction costs and expenses have been incurred by a bidder, it might be time to revisit the Panel's guidance that target break fees be capped at 1%.

In 2025, there were seven recommended deals which did not have a break fee, including:

- Kinterra Capital's unconditional bid for New World Resources, which is likely due to the fact that New World Resources had already received an unconditional bid from competing bidder, Central Asia Markets; and
- Novomatic AG's unsuccessful bid for Ainsworth Game Technologies, likely due to the fact that Novomatic was already an existing majority shareholder of the target, holding 52.9%.

Reverse break fees

Reverse break fees are fees that are payable by the bidder to the target company if certain trigger events occur that prevent the deal from proceeding or cause it to fail, including material breach by the bidder or failure by the bidder to obtain regulatory approvals or approval of the bidder's shareholders. They were initially popularised in the US by private equity firms to manage the risk of financing failures in leveraged buyouts with the reverse break fee being subject to a cap. Reverse break fees were therefore viewed mostly as a bidder-friendly tool to cap their liability in these circumstances and were sometimes referred to as an option fee. In Australia, they are often viewed more as a deal protection measure for the benefit of the target, and have become more prevalent due to the volatile economic environment and risks associated with obtaining regulatory approvals.

These fees are perceived as serving two main purposes:

- to provide certainty as to the amount payable to compensate the target for the costs incurred and opportunities lost if the transaction fails due to the bidder's actions or inactions (rather that the target having to prove loss); and
- to incentivise the bidder to complete the transaction.

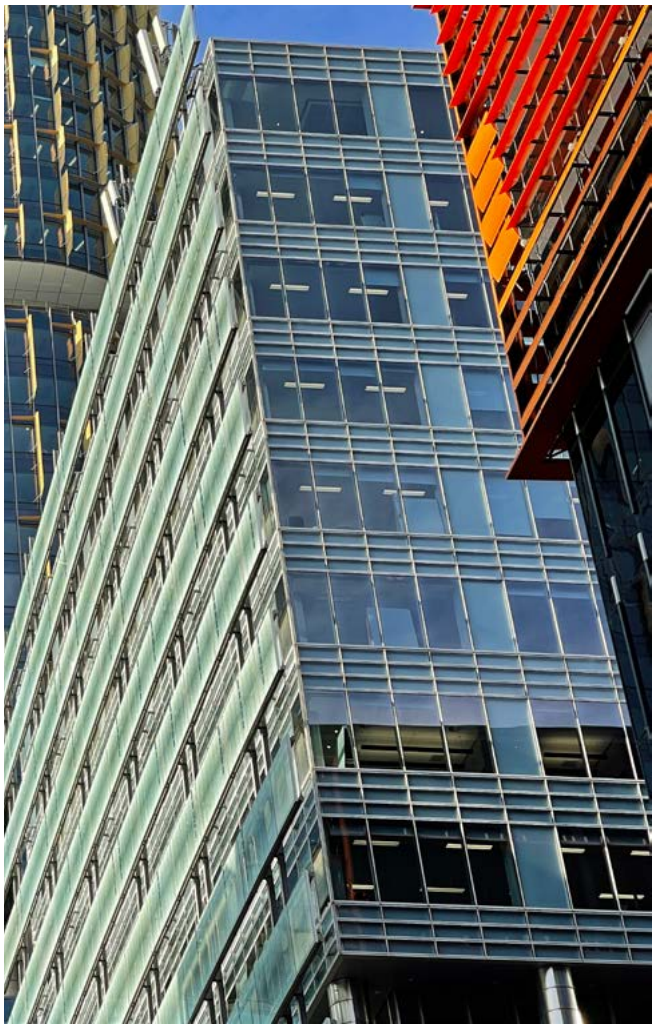
The Takeovers Panel has no guidance or policy position on reverse break fees, leaving parties to contract as they wish provided it does not lock up control of the target in an inefficient or unacceptable manner (which reverse break fees generally do not).

Over the past few years, the prevalence of reverse break fees has increased, being agreed in 65% of deals in 2025 (and in 70% of friendly deals), up from 63% of deals in 2024, 56% of deals in 2023 and 51% of deals in 2022.

The quantum of reverse break fees has historically mirrored that of target break fees (1% of the target's equity value based on the offer price) due to simple reciprocity although there is no requirement or guidance requiring it to be so.

Following some high profile deals with significant reverse break fees in 2024 (including Renesas Electronics Corporation's successful $9.1 billion acquisition of Altium, which had a reverse break fee equal to 4.5% of the target's equity value, compared to the target break fee which was equal to 1% of the target's equity value), only two deals in 2025 had reverse break fees which exceeded the value of break fees. These included:

- Montage Gold's proposed $333 million acquisition of African Gold, which had a reverse break fee equal to 4.39% of the target's equity value, compared to the target break fee which was equal to 0.88% of the target's equity value; and
- Svava's successful $65 million acquisition of SelfWealth, which had a reverse break fee equal to 2% of the target's equity value, compared to the target break fee which was equal to 1% of the target's equity value.



9 | Deal Wins and Losses

Key takeaways

82% of concluded deals were successful in 2025, with the overall success rate down on 2024's success rate of 86%.

The mega deals enjoyed the highest success rate in 2025, with all concluded deals valued over $1 billion succeeding.

Deals failed for a variety of reasons in 2025, including due to the presence of a competing bid.

Schemes of arrangement have had a higher success rate than takeovers over the past four years, with the widest success rate gap experienced in 2025 (95% for schemes and 62% for takeovers).

There was a large contrast in the success rates for friendly deals and hostile deals in 2025, with 87% of all friendly deals being successful compared to only 33% of hostile deals.

Success rates

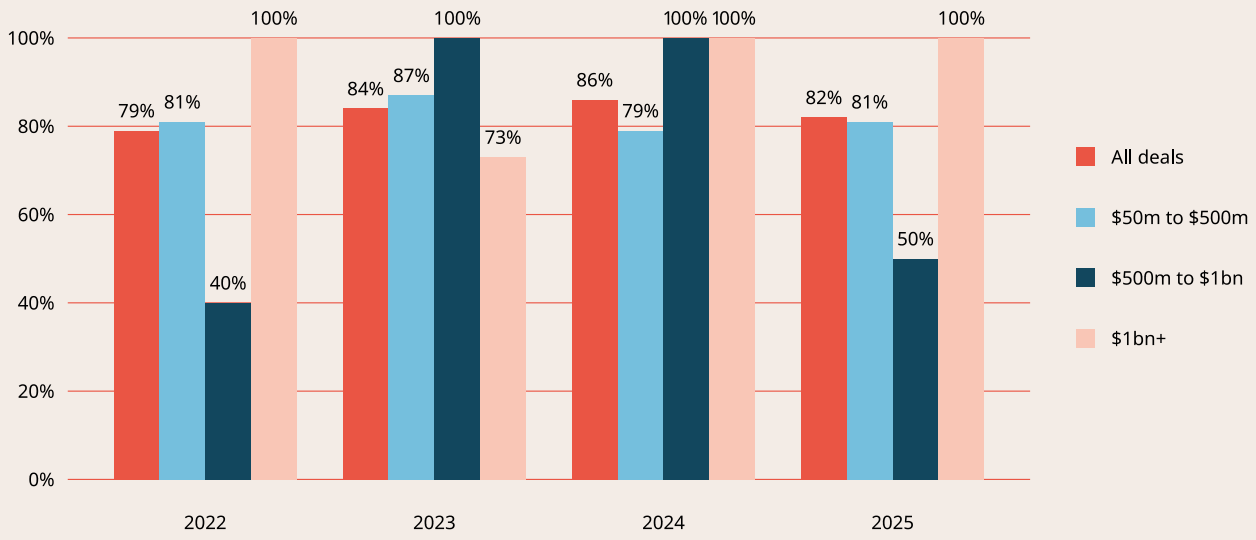
In 2025, 82% of all concluded public M&A deals valued over $50 million were successful, which was down on 2024 (86%) and 2023 (84%). We note that our data may overstate the levels of success, as we do not analyse non-binding indicative offers which are hard to track and inevitably have a higher rate of failure. Our data does, however, capture the extent to which a binding takeover bid or agreed deal is successful.

All concluded mega deals, being those valued at over $1 billion were successful, consistent with 2024 but reflecting an uptick from 2023 where 73% of mega deals were successful.

TPG Capital's scheme of arrangement to take Infomedia private was the only 2025 deal which successfully completed in the mid-range, being deals valued between $500 million and $1 billion. The only other deal in this price range, Cosette Pharmaceuticals' proposed acquisition of Mayne Pharma, was unsuccessful. This is a stark drop from the 100% success rate observed in 2023 and 2024 in this deal range, but closer to the 40% success rate seen in 2022.

In the $50 million to $500 million price range (which saw the greatest volume of deals), 2025 saw an 81% success rate, slightly up from 2024 which saw a success rate of 79%.

Success rates



We note that six deals from 2025 have been excluded from our analysis on this data point as the outcome was pending at the time this Report was prepared.

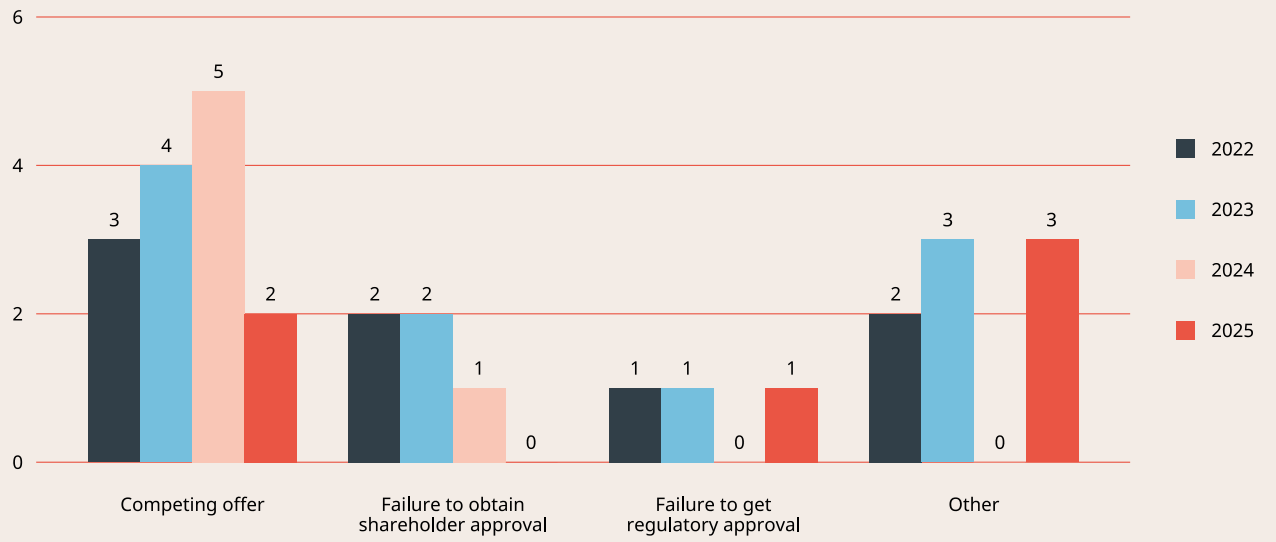
Unsuccessful transactions

Six deals announced in 2025 were unsuccessful, representing 16% of transactions where the outcome is known.

Two deals were unsuccessful due to the emergence of a competing offer that was ultimately successful:

- Central Asia Metals' $232 million scheme proposal to acquire New World Resources was blocked by Kinterra Capital, who acquired a 19.3% stake before launching a competing takeover bid. The competition for control saw Central Asia Metals restructure its scheme as a takeover, and the commencement of Takeovers Panel proceedings by Kinterra Capital in relation to a proposed placement by New World Resources to Central Asia Metals and certain on market share acquisitions by

Number of deals by reasons for failure



We note that some deals fail for more than one reason.

Central Asia Metals. While the Panel declined to make a declaration of unacceptable circumstances, Central Asia Metals eventually withdrew its offer when the New World Resources board recommended the Kinterra Capital bid.

- betr Entertainment's $472 million takeover to acquire PointsBet Holdings was ultimately defeated by MIXI, Inc, despite betr Entertainment using its 19.6% pre-bid stake to vote down MIXI's initial scheme proposal. MIXI then successfully utilised a takeover bid to increase its interest to a controlling interest of 66.43%. PointsBet Holdings remains listed and betr Entertainment continues to hold a 27.72% interest as at the date of this Report.

One deal in 2025 was unsuccessful due to foreign investment approval not being obtained, which is the first time that this has occurred in at least four years. Cosette Pharmaceutical's $615 million takeover bid for Mayne Pharma was ultimately blocked by the Treasurer in November 2025 based on unresolvable national interest risks concerning the security of medical supply chains, and the preservation of local jobs, largely relating to the potential closure of Mayne Pharma's key manufacturing site in Salisbury, South Australia.

Three other deals were classified as unsuccessful in 2025 as the bidder failed to substantially increase its shareholding in the target having regard to its objectives:

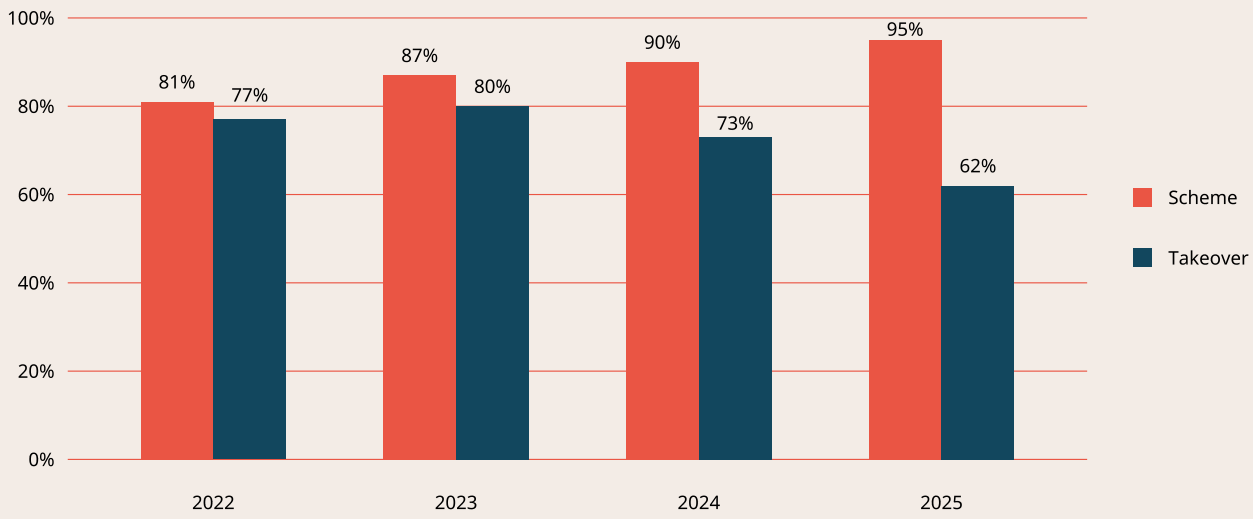
- Fenix Resources made an all-scrip takeover offer to acquire CZR Resources for $65 million, however Fenix Resources failed to reach the minimum acceptance threshold of 75% of all CZR Resources shares on issue by the offer closing date, following the receipt by CZR Resources of a cash offer for its main asset, the Robe Mesa Iron Ore project, from the Robe River Iron Associates Joint Venture.
- Lederer Group made an unsolicited unconditional all-cash takeover to acquire Elanor Commercial Property Fund for $278 million, however Lederer Group failed to substantially increase its stake of 27% at the time of the offer to a controlling stake of more than 50%, with Lederer Group only increasing its shareholding to 43% at the time of close of the takeover offer.
- Novomatic AG proposed to acquire Ainsworth Game Technology for $337 million by way of scheme of arrangement before switching to an unconditional takeover offer at the same price after proxy forms received ahead of the scheme meeting indicated that the scheme resolution would likely fail. Ultimately, Novomatic was unsuccessful in its quest for full ownership of Ainsworth, increasing its stake from 52.9% at the time of the proposal was announced to 66.84% at the close of its takeover offer.

Transaction structure achieving greatest success

Year-on-year growth in the percentage of successful schemes continued in 2025, with a 95% success rate, compared with 90% in 2024, 87% in 2023 and 81% in 2022.

The takeover bid success rate trended downwards in 2025, with only 62% being successful (dropping from 73% in 2024, 80% in 2023 and 77% in 2022). The underlying data shows that the actual number of unsuccessful takeovers has been increased in 2025, being five in 2025 compared to three in each of 2024, 2023 and 2022.

Success rates for schemes vs takeovers



Success rates for hostile and friendly deals

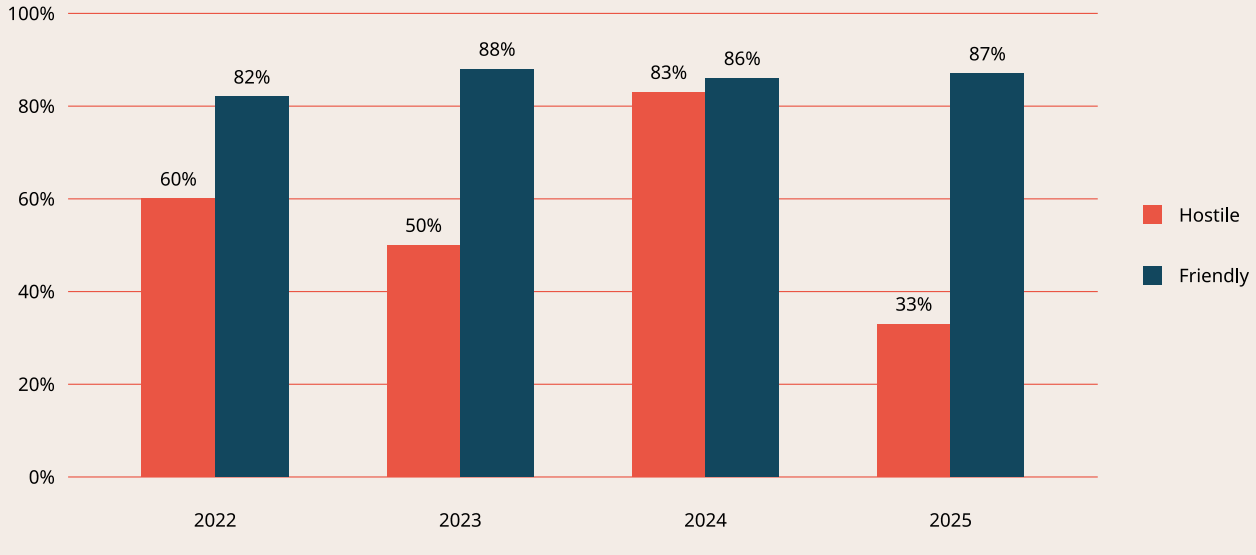
An acquirer having the support of the target board remains a key driver of success and the data from the past four years bears out this truth.

The contrast in success rates between friendly and hostile deals was most apparent in 2025, with a 54 percentage point differential in favour of friendly deals. This can be contrasted with 2023 and 2024, where the differential was 38 percentage points and three percentage points, respectively. The 87% success rate for friendly deals in 2025 was consistent with 2024 and 2023.

Removing schemes of arrangement, which require the support of the target board to implement and can therefore be regarded as friendly, we observed that 33% of 2025's hostile takeover bids were successful, compared with 70% of friendly takeovers.

- One unsuccessful hostile takeover in 2025 was betr Entertainment's bid for PointsBet Holdings – a 19.6% interest held by betr Entertainment was enough to block MIXI, Inc's rival scheme, however control of PointsBet Holdings ultimately passed to MIXI, Inc under a subsequent takeover bid.
- The other unsuccessful hostile takeover in 2025 was Lederer Group's all-cash hostile takeover bid for Elanor Commercial Property Fund – acceptance of the takeover offer resulted in Lederer Group achieving only a 43% stake in Elanor Commercial Property Fund.
- The one successful hostile deal in 2025, being Elphinstone Group's bid for Engenco, was set up for success by the 68.53% interest already held by Elphinstone Group.

Success rates for hostile vs friendly deals



Success rates by bidder type

Private capital deals were more successful in 2025 (90%) when compared to 2022 (77%), but broadly on par with 2023 (89%) and 2024 (92%).

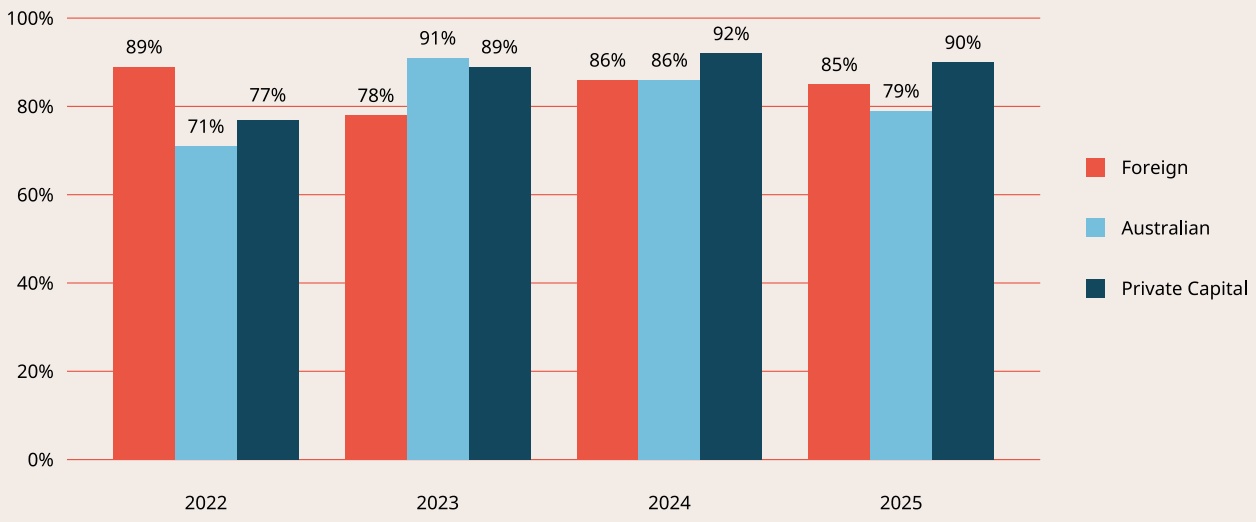
Australian bidders were slightly less successful than foreign bidders in 2025, with a success rate of 79% compared with 85%, noting there has been no consistent trend across the past four years.

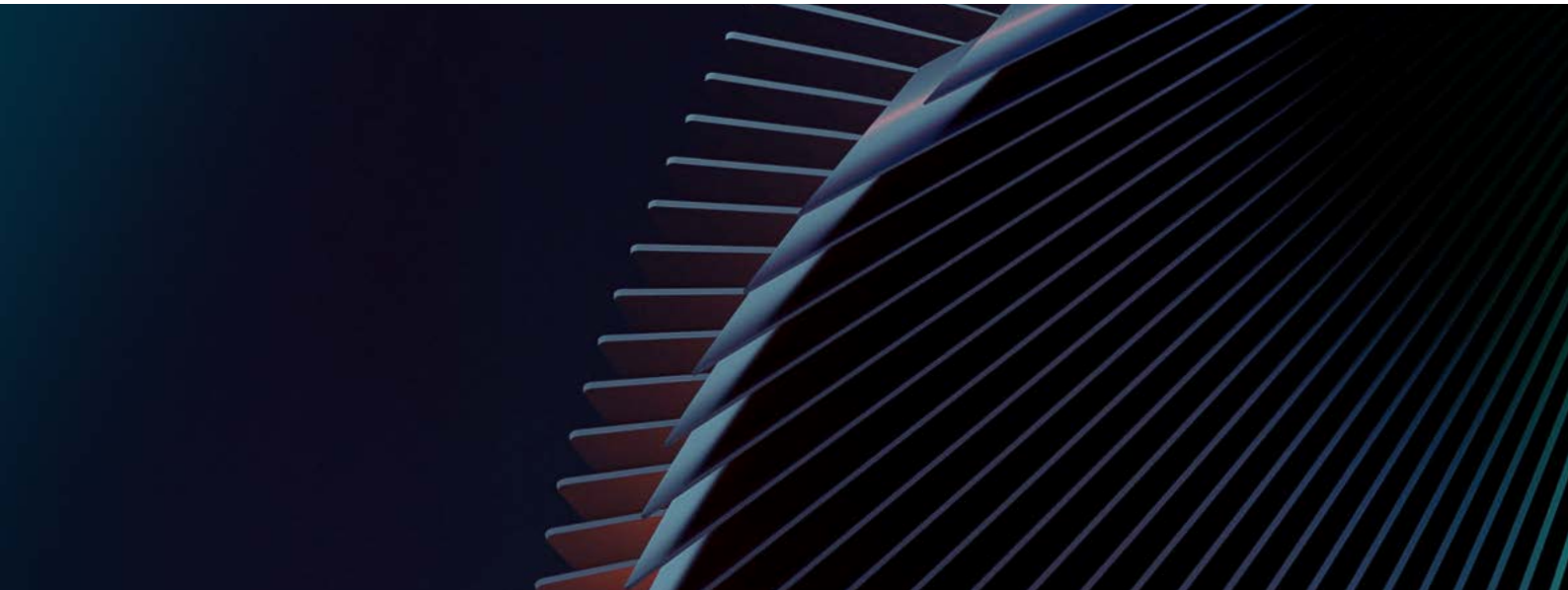
Of the 20 transactions involving foreign bidders in 2025 where the outcome is known, only three were unsuccessful, being Central Asia Metals' unsuccessful bid for New World Resources, Cosette Pharmaceutical's proposed acquisition of Mayne Pharma, and Novomatic AG's proposed acquisition of Ainsworth Game Technology, all of which are discussed above.

While FIRB's rejection of the Cosette Pharmaceuticals / Mayne Pharma deal was high profile, it may only represent part of the picture. The current FIRB settings - and even preliminary, confidential discussions with FIRB - may have discouraged potential bidders or deterred them from proceeding. The application fees imposed by FIRB should be less of a deterrent in competing bids, as unsuccessful bidders can request a refund of up to 75% of the application fee, or a full credit of the application fee to be applied to another FIRB application made in the following 24 months.

For further commentary on FIRB, see Chapter 10 of this Report.

Success rates by bidder type





Impact of premium offered on success rates

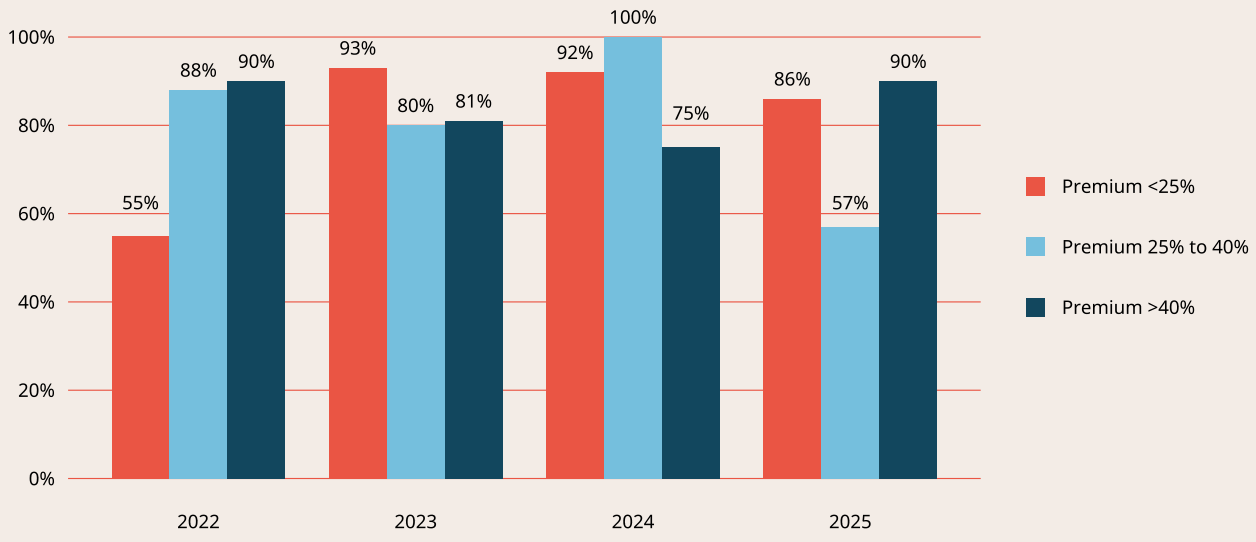
A premium of above 40% corresponds with a strong chance of success, with acquirers who offered premiums above this threshold enjoying a success rate of 90% in 2025, up from 75% in 2024 and 81% in 2023. Of the two unsuccessful bidders in 2025 where a premium of above 40% was offered, both involved rival bidders:

- Central Asia Metals' all-cash bid for New World Resources was trumped by Kinterra Capital's higher all-cash offer; and
- while betr Entertainment offered a higher premium for its scrip offer for PointsBet Holdings, MIXI, Inc's recommended cash offer allowed it to ultimately obtain control of PointsBet Holdings.

This success rate for higher premium offers can be contrasted with a 2025 success rate of only 57% for deals where the premium offered sat in the 25% to 40% range, down from 100% in 2024 and 80% in 2023.

There was an 86% success rate in 2025 for deals with premiums of less than 25%, noting the sample size was reduced from prior years, with seven deals in this category in 2025 compared with 13 in 2024 and 14 in 2023.

Success rates by premium band



10 | Corporate Regulators and FIRB

In this Chapter we explore the latest developments in relation to the regulation of M&A by the Australian Securities and Investments Commission (ASIC), the Takeovers Panel, the Australian Securities Exchange (ASX) and the Foreign Investment Review Board (FIRB).

ASIC

The second half of 2025 saw several developments in relation to ASIC's regulation and oversight of M&A transactions and entities subject to the Australian takeover rules. In particular, new legislation to significantly amend the beneficial ownership disclosure regime in the *Corporations Act* passed both houses of parliament and ASIC has announced procedural changes to facilitate earlier engagement by parties in relation to schemes of arrangement following entry into a scheme implementation agreement.

Enhanced beneficial ownership disclosure regime: overhaul of Australia's substantial holding, derivative disclosure and tracing regimes

Australia has progressed reforms (flagged in late 2024) to enhance the existing beneficial ownership disclosure obligations that apply to listed entities, by bringing a wider set of equity derivative exposures into the substantial holding disclosure framework and materially strengthening tracing and enforcement tools. The *Treasury Laws Amendment (Strengthening Financial Systems and Other Measures) Act 2025* (Cth) (**Act**) was passed on 27 November 2025 and received Royal Assent on 4 December 2025. The reforms are intended to improve corporate transparency by showing who ultimately owns, controls and receives profits from listed entities, and allowing better informed decision-making by investors and other stakeholders. The enhanced substantial holding disclosure rules and other reforms will commence 12 months after the Act received Royal Assent, i.e. on 4 December 2026.

The relevant amendments to the *Corporations Act* expand the substantial holding and tracing notice regimes, extending the disclosure obligations to interests arising under equity derivatives regardless of how the derivative is to be settled and whether the counterparty has a relevant interest in any underlying securities. Interests arising from both physically settled and cash-settled equity derivatives will be brought within the scope of substantial holding disclosure, supplementing conventional "relevant interests" and making derivative-based stake building visible to the market. The tracing notice regime will also be broadened so that regulators can direct notices to a wider range of persons reasonably suspected of holding interests in or influence over securities, including associates in specified cases, improving transparency of ownership.

The Act also introduces amendments which extend the reach of the beneficial ownership disclosure regime in Chapter 6C, so that foreign entities whose securities are listed in Australia will also be subject to the substantial holding and tracing regimes, creating a single substantial holding and tracing framework for domestic and foreign listed bodies in Australia.

Enforcement provisions have also been strengthened. ASIC has been given enhanced enforcement tools, notably a new freezing order power to restrain dealing, voting and other rights in "disclosable securities" where disclosure contraventions have occurred, complementing the expanded tracing powers and supporting timely corrective disclosure.

The changes are targeted at "closing a disclosure loophole and bringing Australia into greater alignment with many comparable international jurisdictions". Overall, the legislation signals a decisive shift toward significantly greater transparency of economic exposure and influence in listed entities, particularly where derivatives have enabled low-visibility stake building. ASIC intends to undertake a consultation process in relation to the proposed new forms for substantial holding notifications in the first quarter of 2026.

For further analysis of these changes as they relate to equity derivatives, see pages 58 to 59 of this Report.

ASIC's new approach to schemes of arrangement: facilitating earlier ASIC engagement

In November 2025, ASIC announced that shortly after the entry into a scheme implementation agreement is announced, ASIC will send the scheme target company a set of standard questions to assist ASIC to consider, and give scheme targets an opportunity to address, potentially material issues before the draft scheme booklet is lodged with ASIC for review.

ASIC considers this procedural change will make its review of scheme booklets more efficient and "ensure ASIC is comfortably able to volunteer an indication of its intent in advance of the first court hearing".

Specifically, ASIC will ask the scheme target company about the following matters:

- any complex or novel issues relating to the scheme;
- the proposed approach to voting class composition and any differences in member rights or treatment;
- interests of or benefits to members or their associates beyond their capacity as a member (ie any collateral benefits);
- any actual or potential conflicts of interest and how they will be managed; and
- any novel deal protection arrangements.

ASIC will monitor ASX announcements to ascertain when to approach a listed entity – unlisted targets should notify ASIC directly upon entering into a scheme implementation agreement.

This is an evolution and formalisation of the approach we've seen ASIC taking in recent schemes, whereby ASIC has specifically requested or has otherwise been open to early engagement with the scheme proponent. This approach will hopefully minimise the timetable risk that can arise from ASIC's engagement with (and questions about) a proposed scheme being compressed into the 14 day scheme booklet review period.

Takeovers Panel

2025 overview

The Takeovers Panel's 2025 year was marked by an increased number of applications, with 46 applications received (the highest since 2003). That said, the Panel declined to conduct proceedings in half of those applications. Of the 46 applications, seven were review applications and three applications were withdrawn. The Panel made declarations of unacceptable circumstances in four cases.

A key feature of 2025 was the high number, and low success rate, of applications concerning issues of association and/or breaches of section 606 of the *Corporations Act*. The Takeovers Panel also saw an uptick in the number of applications that were considered at the boundaries of its jurisdiction. These are discussed further below.

Dropsuite and the truth in takeovers

The Takeovers Panel grappled with ASIC's truth in takeovers policy in its recent decision *Dropsuite Limited* [2025] ATP 22, which illustrates how the policy continues to evolve, particularly in the context of shareholder intention statements.

On 28 January 2025, Dropsuite announced that it had entered into a scheme implementation deed, under which NinjaOne had agreed to acquire all of Dropsuite's shares via a scheme of arrangement. Dropsuite's announcement stated that its largest shareholder (Topline Management, which held a 31% stake) had confirmed its intention to vote in favour of the scheme (**First Intention Statement**). The statement was expressed in customary terms and, consistent with market practice, did not expressly reserve Topline's right to dispose of its shares.

Between 28 January and 6 February 2025, Topline sold 11.3% of its stake on-market, reducing its holding to 19.7%. It disclosed the change in voting power in a single notice on 18 February 2025 – well outside the timeframe required under the substantial holding provisions of the *Corporations Act*. In its disclosure, Topline stated its intention to "*hold its remaining shares through the close of the transaction and vote in [favour] of the transaction*" (**Second Intention Statement**). However, Topline subsequently sold another ~9%, bringing its holding down to 10.5%, and again failed to disclose this change within the timeframe required under the substantial holding provisions.

Harvest Lane (another Dropsuite shareholder) applied to the Takeovers Panel for a declaration of unacceptable circumstances. Harvest Lane argued that the First Intention Statement did not reserve a right for Topline to sell Dropsuite shares and so Topline was required to maintain its 31% interest and vote that shareholding in favour of the scheme. In particular, Harvest Lane asserted that by proceeding to sell down a significant portion of its stake, Topline had breached the truth in takeovers policy.

The Panel made a declaration of unacceptable circumstances, including the following findings:

- While noting that the First Intention Statement was ambiguous as to whether Topline intended to retain its full 31% holding, the Panel stopped short of finding the disposals themselves unacceptable, instead noting that any ambiguity could have been resolved if Topline had lodged a substantial holder notice within the required timeframe.
- Topline's further disposals following the Second Intention Statement were clearly inconsistent with that statement, which conveyed an intention to retain its remaining shares and vote in favour of the scheme. The Panel found these disposals to be contrary to the expressed intention, and again noted Topline's failure to disclose the changes in a timely manner.

The Panel made orders requiring Topline to maintain and vote its remaining Dropsuite shares in favour of the scheme, subject to certain qualifications.

Some key observations from the *Dropsuite* decision

- **Stated intentions should be firm and enduring:** Any public statement attracting the truth in takeovers policy should reflect – and be understood as reflecting – a genuine and firm intention that will be followed through, rather than a transient or uncertain position. Attempting to limit risk by framing a statement as a mere present intention is unlikely to be effective because:
  - this language may be found by the Panel to be "misleading, or at least confusing" (in the words of the Panel's guidance on shareholder intention statements); and
  - ASIC considers that the overall impression conveyed to an ordinary investor may still be that the intention is firm and final, regardless of any disclaimers.

  In *Dropsuite*, the Panel gave little weight to Topline's argument that it genuinely had no intention to sell shares when its intention statements were made. The focus was on the market impact of the statement – not the subjective mindset of the maker.

- **Truth in takeovers extends beyond takeover bids:** Although ASIC's truth in takeovers policy is framed around takeover bids, *Dropsuite* reconfirms that the Panel will apply the underlying principles to schemes of arrangement. The Panel has also indicated (in its Guidance Note 23) that the principles of the policy extend to control transactions requiring shareholder approval under item 7 of section 611 of the *Corporations Act*.

For further discussion on the *Dropsuite* decision, see our previous article Say what you mean and mean what you say – sticking to the 'truth in takeovers'.

Claims of association: a high bar

In 2025, claims of association comprised more than one-third of all applications, yet the Panel declined to conduct proceedings in all but two applications (*Mayfield Childcare Limited* [2025] ATP 16 and *Bryah Resources Limited* [2025] ATP 32) and ultimately did not make any declaration of unacceptable circumstances in those two applications. Typically, these applications are based on evidence which does not, of itself, establish the existence of an association and so requires the Panel to make a finding by inference. The Panel has, only in extremely rare circumstances, made such findings.

The Panel continues to set a high bar for undisclosed association claims, requiring a "sufficient body of evidence" (being the threshold set by the Panel in *Mount Gibson Iron Limited* [2008] ATP 4).

In *Mayfield Childcare*, the Panel declined to infer the existence of association, notwithstanding the volume of material presented to the Panel. The applicants pointed to behaviour by the alleged associated parties, including structural links, examples of prior collaborative conduct, similar entry and treatment of shares issued in a placement and voting alignment on shareholder resolutions. The alleged associates submitted that, while there were historical structural links, these had no bearing or influence on relevant conduct by the shareholders in question. Further, there were differences in voting decisions (and if there were an association as asserted, it could be reasonably expected that voting preferences would have converged). The Panel found that the alleged concerted actions could potentially be explained as permissible collective action, or other conduct unlikely to constitute acting as associates.

The Panel also declined to make a declaration of unacceptable circumstances in respect of an application by Bryah Resources in relation to its own affairs. Bryah Resources alleged undisclosed associations emerging following its two-tranche placement in February and April 2025. The application asserted that a cohort of shareholders, including clients and personnel connected with GBA Capital (the lead manager of the placement), acted in concert to acquire 31.19% of the voting power of Bryah Resources and influence board composition in breach of section 606 of the *Corporations Act* and substantial holding requirements. A client of GBA Capital (which acquired shares under the placement), lodged notices under sections 203D and 249D of the *Corporations Act* to remove two of Bryah Resources directors. Bryah Resources alleged, among other things, that the "associates" had a shared goal in taking control of the board, there was evidence of prior collaborative conduct, many of the alleged associates held common investments in other ASX listed entities and that there had been uncommercial trading. Despite noting that there were "*several indications of association*", the Panel was not persuaded that there was sufficient evidence to infer an association to support a declaration of unacceptable circumstances. Interestingly, the Panel acknowledged that, in part, *"this is a consequence of our limited powers of investigation"*. That said, the Panel considered parts of the matter (including concerning substantial holder notice compliance) merited further scrutiny and indicated it would refer several issues, such as compliance with substantial holder reporting, to ASIC.

The threshold for evidence is necessarily high, limiting the instances where the Panel can make inferences as to the existence of an undisclosed association. This high threshold not only fosters certainty in the decisions of the Panel, but it also illustrates that not every connection is, or is evidence of, an improper association. The Panel is contemplating issuing further guidance on association, given the high number of applications and the evidentiary difficulties often encountered.

For further discussion on how the Panel addresses claims of association, see our see our previous article Behind closed doors – the Takeovers Panel's approach to claims of association.

Panel's jurisdictional boundaries

Panel President, Alex Cartel, stated in the Takeover Panel's Annual Report that several applications received during 2025 touched on issues at the boundaries of the Panel's jurisdiction. The President noted the following examples:

- Issues relating to share placements: *Emu NL 03* [2025] ATP 18, *Mayfield Childcare Limited* [2025] ATP 16 and *FBR Limited 02* [2025] ATP 14.
- Proposed de-listings: *Vmoto Limited* [2025] ATP 7, *Vmoto Limited 02R* [2025] ATP 9 and *Pact Group Holdings Ltd 02 & 03* [2025] ATP 13. Recent decisions confirm that the Panel's jurisdiction is confined to circumstances involving a control transaction or breach of takeover laws. In the absence of these circumstances, a de-listing proposal is principally a matter for the ASX and the target board's commercial judgment.
- Allegations concerning whether a proprietary limited company had fewer than 50 members: *Invest Blue Pty Ltd* [2025] ATP 5.

The President observed that there may have been a misunderstanding as to the Panel's remit in a number of these cases and some were either concurrently before the court or may have been more appropriately considered by the court. The Panel is giving consideration as to whether it should issue further guidance on the scope of its jurisdiction.

For further discussion on the Takeovers Panel's jurisdictional boundaries, see our previous article Control issues: insights from the Takeovers Panel's 2024-25 Annual Report.

Panel consultation on draft revised Remedies Guidance Note

In the Takeover Panel's Annual Report the Panel restated its preference for succinct applications. It also acknowledged process issues arising from disruptive behaviour and uncooperative conduct by some parties and advisers (for example, failing to answer questions directly or to produce materials when first requested), which prolong proceedings, increase costs, and can adversely affect commercial interests, including those of shareholders. As part of a broader process-improvement project, the Panel issued a consultation paper on 15 December 2025 in relation to a draft revised Guidance Note 4: Remedies General, with a view to taking a stronger stance on remedies (including costs orders).

The main proposed changes include:

- removing the reference to costs orders being the "exception not the rule";
- expanding the circumstances in which costs may be awarded to include where parties unnecessarily delay proceedings by failing to answer questions directly or to produce materials when requested, act in a hostile manner or defend circumstances that are clearly unacceptable;
- updating the Panel's approach to the quantum of costs orders;
- clarifying the circumstances in which the Panel may be less amenable to costs undertakings, for example where the undertaking would be overly complex or where the party proposing the undertaking has been uncooperative; and
- clarifying when costs orders may be made for nonconstructive engagement.

We welcome the Takeovers Panel proposed initiatives here. It is critical that the Panel continue to provide a forum for efficient resolution of disputes in control matters. Disruptive conduct which unnecessarily prolongs matters needs to be dealt with.

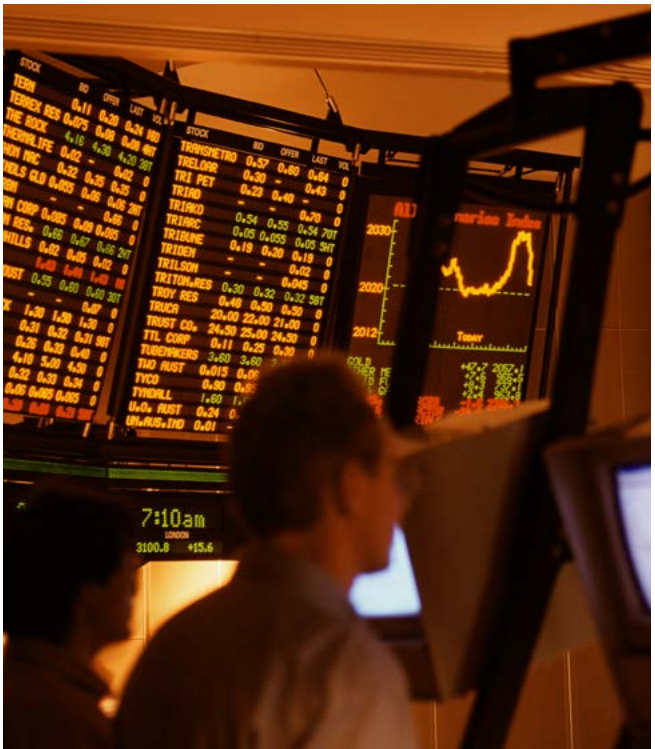
Submissions in response to the consultation paper must be provided to the Panel by 2 March 2026.

ASX

Consultation on potential changes to shareholder approval requirements for dilutive acquisitions

ASX issued a consultation paper on 20 October 2025 regarding potential changes to the ASX Listing Rules which would expand shareholder approval requirements in connection with dilutive acquisitions by listed companies. This follows the extensively canvassed controversy surrounding the acquisition by ASX listed James Hardie Industries (**James Hardie**) of The AZEK Company (**AZEK**) which was announced in March 2025. The terms of that acquisition saw James Hardie agreeing to issue shares equal to approximately 35% of its share capital to AZEK shareholders (equalling 26%, post-acquisition), which did not require approval of James Hardie shareholders. James Hardie's institutional shareholders complained, arguing that approval of the bidder's shareholders should be required under the ASX Listing Rules for dilutive share issues in connection with takeovers or schemes of arrangement.

Under ASX Listing Rule 7.1, listed companies can generally issue up to 15% of their share capital in any 12 month period without shareholder approval. There are various exceptions which permit share issues exceeding that 15% limit without shareholder approval. Those exceptions include an issue of shares under a takeover bid or a merger by way of scheme of arrangement or an issue of shares to fund the cash consideration payable under such a transaction, provided that this exception for takeovers and schemes of arrangement is not available if the transaction constitutes a "reverse takeover" i.e. when the ASX listed company issues 100% or more of its existing share capital under the transaction.



While ASX's proposals in the consultation paper range from doing nothing to entirely removing the ASX Listing Rule 7.1 exception that applies to takeovers and schemes of arrangement, ASX notes that its initial position is that it supports lowering the "reverse takeover" threshold to 25% for larger entities (such as those in the S&P/ASX300), while potentially retaining the current threshold for smaller entities.

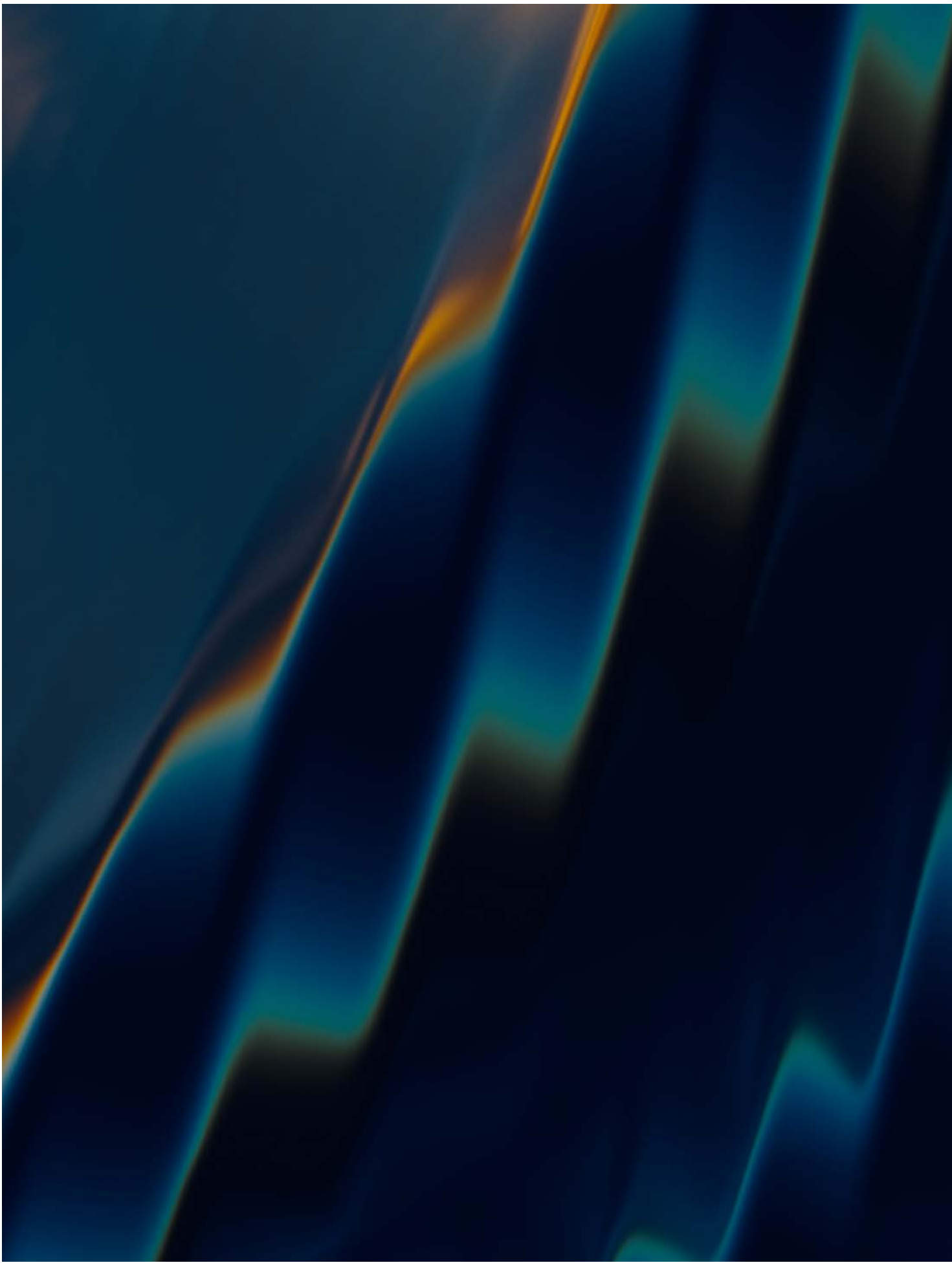
However, the distinction between this group of companies and smaller ones does not seem to address any particular underlying concern – the potential for dilution exists regardless of company size. Large companies may very well be the ones that require the ability to exceed the 25% threshold in order to secure transformative or strategic transactions. Imposing a blanket cap on them fails to account for legitimate commercial needs and the diverse circumstances in which scrip-based deals are used.

If ASX's proposal to lower the "reverse takeover" threshold is adopted, it would introduce a further hurdle to public market deals by ASX listed companies. We consider that restricting a board's flexibility in this way will deprive companies of opportunities. It will place listed companies at a significant disadvantage to their unlisted counterparts. It will also deprive boards of their ability to do their job and make decisions in the best interests of all shareholders. It may force listed companies to utilise alternate and possibly less optimal funding structures, including greater debt funding resulting in more leverage.

There is a real question as to whether, in a small market like Australia, a reduction to the reverse takeover threshold to 25% is the right way forward. If there is going to be a reduction, a 50% cap would be more appropriate (assuming a reduction is favoured). Alternatively, having an even narrower sub-set of companies to which such threshold applies may also be an improvement. A 50% cap would have done away with the most controversial of scenarios, where there is a broadly equal merger without a bidder shareholder vote, while retaining the ability for listed companies to effectively compete in many situations.

For further discussion on ASX's consultation paper, see our previous article Wait AZEK – is this too much change?

Submissions on the consultation paper closed on 15 December 2025. We await the ASX's next move following their review and consideration of the responses received by the ASX to the consultation paper.



FIRB

Recent updates to FIRB's regulatory approach reflect heightened national security concerns and a stronger focus on maintaining domestic control over sensitive industries.

Future Reforms – Treasury Discussion Paper

In October 2025, Treasury released a Discussion Paper proposing significant reforms to the foreign investment regime, aimed at streamlining low-risk transactions while strengthening oversight of higher-risk or national security-sensitive cases. Some of the key proposals in the Discussion Paper are:

The carrots: a more streamlined foreign investment framework

- **Automatic approvals and notification requirements:** Certain low-risk investments could proceed on a notification-only basis, without prior approval, unless called in for review. This would include lower-value acquisitions in non-sensitive sectors and minor shareholding changes that do not affect control or influence.
- **Exemption Certificate reform:** The Discussion Paper notes that the current Exemption Certificate regime is a partial solution to "the repeat scrutiny of low-risk investments from low-risk, frequent investors". The Paper proposes adjusting and expanding exemption certificate powers. One example provided is to exempt a fund with passive foreign government investors from Foreign Government Investor requirements.
- **Reducing reporting and tracing requirements:** The Discussion Paper notes that the Register of Foreign Ownership of Australian Assets, launched in July 2023, has over 80,000 registrations. The Paper looks at ways to reduce duplicative or onerous reporting, such as allowing one party to report on behalf of others in a deal, or removing requirements to report certain types of interests.

The sticks: a stronger foreign investment framework

- **Enhanced conditions and undertakings:** Treasury is proposing to allow the Treasurer to impose conditions before a transaction completes, including on upstream or minority investors. This represents a shift toward pre-emptive risk management, addressing concerns that conditions imposed under the current regime only apply post-completion and can lag commercial momentum.
- **Enhanced enforcement powers:** The Government proposes to strengthen the Treasurer's enforcement toolkit by accelerating disposal orders (currently subject to a 30-day buffer) and restricting resale to other high-risk entities. It also proposes to scale penalties for multiple breaches, expand the range of contraventions, and introduce more proportionate enforcement by allowing related breaches to be grouped. The Discussion Paper also considers penalties for deliberate avoidance of the FIRB regime. If adopted, these measures would significantly increase the "sticks" available to the Treasurer.
- **Expanded approval requirements in sensitive sectors:** As technologies evolve and strategic dependencies shift, the Discussion Paper identifies that the old boundaries of "sensitive" sectors no longer capture where real vulnerabilities lie. Artificial intelligence, quantum computing, data infrastructure, and critical minerals now sit alongside defence and energy as the front lines of national interest. Treasury

is looking at ways to designate emerging sensitive sectors for mandatory notification and approval, and to introduce post-acquisition screening powers for rare, high-risk cases.

While Treasury's proposals are not yet law, they provide a clear indication of the Government's reform priorities and are likely to influence how foreign investment risks are assessed and managed going forwards.

For further discussion of Treasury' Discussion Paper on potential reforms to Australia's foreign investment regime, see our previous article Carrots and sticks: the next wave of Australia's foreign investment reform.

FIRB blocks Cosette Pharmaceuticals / Mayne Pharma deal

On 21 November 2025 the Treasurer announced that he had decided to block the acquisition by Cosette of Mayne Pharma. The Treasurer stated that this was necessary to protect Australia's national interest, to safeguard critical medicine supply chains, preserve local jobs and the local community, and was on the basis of advice from Treasury and FIRB that no conditions could adequately mitigate those risks, particularly unique risks to the supply of critical medicines. For further discussion on this decision by FIRB, see pages 92 to 93 of this Report.

Updated Guidance Notes

In March 2025, Treasury updated a number of its Guidance Notes to introduce some noteworthy changes, including:

Tax conditions

Previously, standardised tax conditions were applied to most transactions regardless of context. Under Guidance Note 12: Tax Conditions, FIRB and the ATO will develop tailored tax conditions for each investment (if deemed appropriate), reflecting the specific risk profile of the transaction. This approach is designed to address higher-risk arrangements, including global restructures, acquisitions involving related-party debt, and investments by private equity funds. The updated guidance increases the level of scrutiny on tax structuring, with conditions now calibrated to mitigate particular risks rather than relying on a one-size-fits-all approach. As a result, investors should anticipate more transaction-specific engagement with FIRB and the ATO on tax matters during the approval process.

Application fee refunds for unsuccessful bids

Guidance Note 10: Fees now provides clearer guidance on when an unsuccessful bidder in a "competitive bid process" may be eligible for a partial refund of its application fee. In broad terms, a bidder that is "genuinely unsuccessful in a competitive bid process" may request one (but not both) of the following:

- a partial refund of the application fee (generally 75%), provided the request is made within six months of being notified that the bid was unsuccessful; or
- a credit for the full application fee, to be applied to another application lodged within the following 24 months.

While the guidance includes a number of nuances and exceptions, the key requirement is that the bidder must demonstrate to FIRB that it was genuinely unsuccessful. This requires showing that the bidder submitted a bid, acted at arm's length, and was formally advised by the seller that it was unsuccessful (rather than withdrawing its bid voluntarily).

New Foreign Investment Portal

In May 2025, Treasury launched the new Foreign Investment Portal, consolidating FIRB's assessment process for foreign investment applications. The Portal allows investors to lodge applications, pay fees, respond to FIRB requests, and submit compliance reports in a single platform.

The Portal requires investors to provide all relevant details upfront and uses dynamic forms to guide users through the application. Key changes include:

- **Investor profiles:** Investors can set up a profile for their entity within the Foreign Investment Portal. Once created, the profile is saved and automatically populates other forms on the platform, allowing details to be shared across applications and compliance reports.
- **Centralised communication:** The Portal replaces the previous email-based system. All interactions with FIRB now occur through an integrated in-platform messaging system, and investors no longer receive direct contact details for the Treasury case officer or assessment team. The application will still be assigned a case number and team, but investors are directed to communicate with the case team via the portal messaging interface rather than by email or phone.
- **Application format:** Cover letters are no longer accepted. Investors must complete all required fields in the dynamic online form, with limited ability to attach additional documents. An application cannot be submitted until all required information is provided.
- **Consolidated compliance reporting:** All compliance reports – including annual officer reports, acquisition reporting, and condition compliance reports – must be submitted via the Portal. Email submissions are no longer accepted.

Spotlight

The Regulators weigh in: The Cosette Pharmaceuticals / Mayne Pharma saga

The Cosette Pharmaceuticals / Mayne Pharma transaction provides a case study of how disputes in Australian public M&A transactions can cross over the courts, the Takeovers Panel and the FIRB approval process.

Timeline

20 February 2025: Mayne Pharma enters into a scheme implementation deed (**SID**) with US-based Cosette Pharmaceuticals in relation to the $615 million acquisition by Cosette of all of the shares in South Australian drug manufacturer Mayne Pharma, conditional on, among other things, no Mayne Pharma material adverse change (**MAC**) occurring and receipt by Cosette of FIRB approval.

15 May 2025: Cosette discloses in the Scheme Booklet that it intends to *"continue the business and operations of Mayne Pharma largely in the same manner as it is currently operated;... and retain Mayne Pharma's existing employees to the extent it is commercially appropriate to do so..."*. Similar disclosures are made in Cosette's application for FIRB approval.

17 May 2025: Cosette seeks to terminate the SID alleging that the MAC had been triggered, Mayne Pharma had breached its continuous disclosure obligations and Mayne Pharma had misled Cosette into entering into the SID.

4 June 2025: Mayne Pharma seeks orders from the Supreme Court of New South Wales (**Court**) that Cosette had not validly terminated the SID.

24 June 2025: Cosette seeks to use the FIRB approval process to exit the deal, notifying FIRB that it has re evaluated its intentions concerning Mayne Pharma's business in Australia and now intends to dispose of or close Mayne Pharma's site in Salisbury, South Australia, which employs over 200 people, should its bid be successful.

8 September 2025: Cosette's intention to close Mayne Pharma's Salisbury site is disclosed to the market, following media reports.

15 October 2025: The Court holds that no MAC had occurred and Cosette's termination notices were invalid (for further discussion on the Court's decision on the MAC clause, see pages 68 to 69 of this Report).

30 October 2025: The Treasurer writes to Cosette indicating a preliminary view that the acquisition would be contrary to the national interest, and that the Treasurer was "considering whether he should make orders prohibiting the acquisition".

6 November 2025: Mayne Pharma applies to the Takeovers Panel.

19 November 2025: The Panel makes a declarations of unacceptable circumstances.

21 November 2025: FIRB approval not granted.

15 January 2026*:* Mayne Pharma announces that Cosette has sought leave to appeal the Court's decision, including challenging the Court's findings that a MAC did not occur in relation to Mayne Pharma's Q3 FY25 sales performance. The appeal comes as the parties go head-to-head on whether break fees or reverse break fees are payable.

Takeovers Panel decision

The Panel made a declaration of unacceptable circumstances on 19 November, finding that Cosette's change of intentions in relation to the Salisbury Site "*means that the market for control of Mayne Pharma is not proceeding in a manner generally expected for schemes and is contrary to an efficient, competitive and informed market*".

The Takeovers Panel also found that the market was uninformed of Cosette's change of intentions for the Salisbury Site between 24 June 2025 and 8 September 2025.

The Panel made final orders requiring Cosette to agree to any conditions reasonably required by the Treasurer (relating to FIRB approval) in connection with the Salisbury Site (including conditions reasonably restraining its closure) that were not inconsistent with Cosette's intentions previously disclosed in the Scheme Booklet.

FIRB approval not granted to protect national industry

Despite the Takeovers Panel order requiring Cosette to accept any conditions reasonably imposed by the Treasurer, FIRB recommended that the Treasurer made orders prohibiting the acquisition.

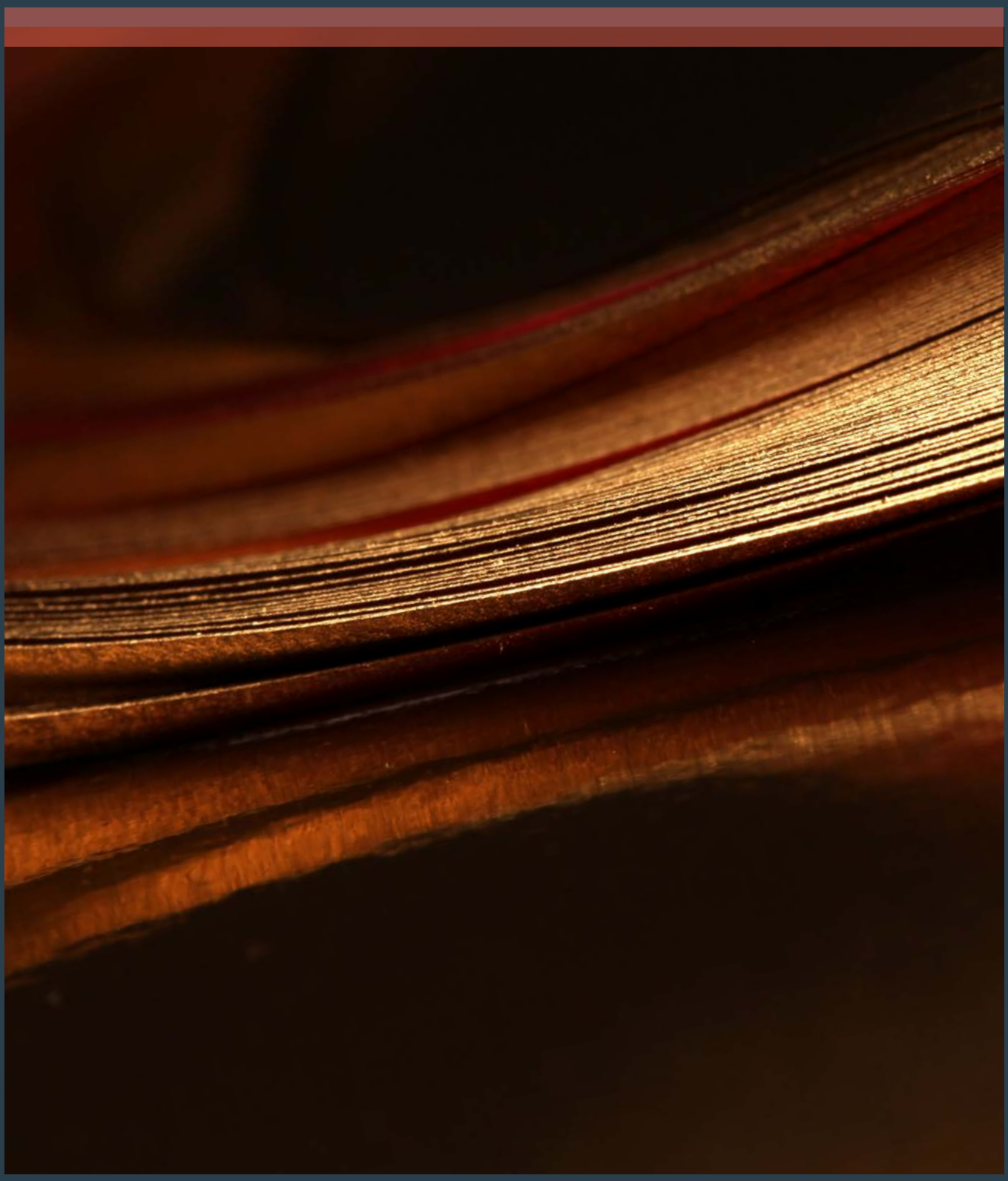
On 21 November 2025 the Treasurer announced that he had decided to block the acquisition by Cosette of Mayne Pharma. The Treasurer stated that this was necessary to protect Australia's national interest, to safeguard critical medicine supply chains, preserve local jobs and the local community, and was on the basis of advice from Treasury and FIRB that no conditions could adequately mitigate those risks, particularly unique risks to the supply of critical medicines.

Some key lessons

- **Takeovers Panel's potential role in resolving disputes in schemes of arrangement:** The Panel's decision in Mayne Pharma illustrates how the Panel can move quickly and make orders that require a bidder to act consistently with previous public statements of intentions, in parallel with court supervision of a scheme. In addition, while the Panel does not have jurisdiction to determine "as a matter of law" whether a MAC has occurred, it can make orders where it determines that conduct by an acquiror in a scheme, which could potentially include a bidder seeking to rely on a MAC, constitutes "unacceptable circumstances" applying the principles in Chapter 6, including the need for takeovers to occur in an efficient, competitive and informed market. Scheme parties should consider in each case whether the Panel is a preferred forum to the Court for resolving time critical disputes in schemes of arrangement where there is a basis for an argument of unacceptable circumstances.
- **FIRB's independence from other regulators:** The Mayne Pharma decision highlights that FIRB's national interest test extends beyond ownership to include operational decisions affecting critical supply chains. It underscores FIRB's independence from other regulators, including the Takeovers Panel, and its prioritisation of national interest over commercial or market efficiency considerations. Deal timing, management intentions, and strategic changes are relevant to FIRB's assessment, as are broader economic and employment impacts. The ruling signals heightened scrutiny for foreign investment in healthcare and other critical sectors, regardless of the acquirer's reputation or sophistication. Even in competitive, well-informed markets, FIRB will place national interest at the forefront of its review.

For further discussion on the Court's decision on the MAC clause, see pages 68 to 69 of this Report.

11 | Competition Regime



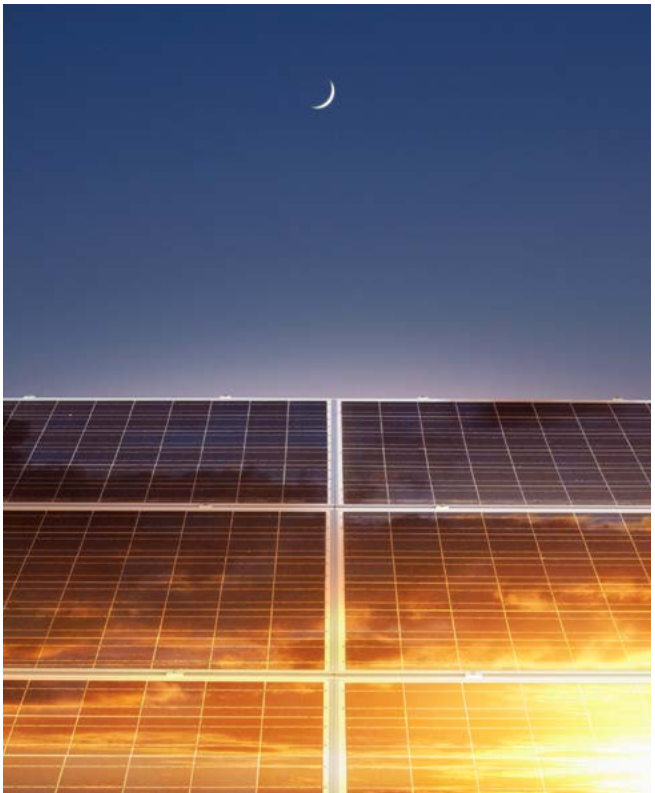
In this Chapter, we explore the latest developments from Australia's competition regulator, the Australian Competition and Consumer Commission (ACCC) in relation to mergers and acquisitions and the recent changes to the merger regime.

ACCC – The year in review

In the financial year ending 30 June 2025, the ACCC reviewed 323 mergers or acquisitions under the informal clearance process. This is similar to the number of acquisitions reviewed in previous years. Of these:

- 289 were pre-assessed (i.e. not publicly reviewed due to a low risk of competition concerns).
- 34 were subject to public review. Of these:
  - none were opposed outright;
  - 22 were not opposed without requiring any revision to the deal;
  - eight were not opposed after acceptance of a remedy;
  - three were withdrawn, two of which occurred after a Statement of Issues was published by the ACCC; and
  - one was discontinued by the ACCC following concerns about an approach contemplated by the merger parties to providing information to the ACCC.

Also in this period, the ACCC completed 13 investigations of completed acquisitions, details of which are not publicly available.



A tale of two regimes – 1 July 2025 to 31 December 2025

Australia's new merger clearance laws commenced on 1 January 2026, transforming the previous informal system into a mandatory and suspensory regime. The new regime is described further on pages 98 to 99 of this Report. From 1 July 2025 to 31 December 2025, the ACCC operated the "old" informal merger regime and the new regime in parallel.

Detailed statistics have not yet been released for this period, but we observed the following:

- The number of deals pre-assessed in this period is not yet published, but it is clear that a high number of informal applications were made in this six month period, taking advantage of the transitional arrangements ahead of the commencement of the new regime. Where the ACCC decided to pre-assess or not oppose an acquisition in this period, parties were not required to notify under the new regime, so long as they received a document known as a "section 189 letter" from the ACCC, and the acquisition is put into effect within 12 months of the section 189 letter. Where the ACCC was not able to pre-assess a proposed transaction ahead of 31 December 2025, applicants were informed and invited to refile notifiable transactions under the new regime.
- The ACCC managed to clear the decks on all public informal applications ahead of the 31 December 2025 end date of the old regime. In the six month period from 1 July 2025 to 31 December 2025, the ACCC opposed three deals, cleared 13 deals without any remedy and cleared three deals with structural undertakings. Two deals were voluntarily discontinued by merger parties.
- Only a small number of deals opted into the new regime voluntarily. In the period 1 July 2025 to 31 December 2025, only 12 applications were made under the new regime. The ACCC completed eight of these reviews by 31 December 2025, all of which were cleared in Phase 1. These reviews were in a variety of industries including mining, renewable energy, electronics and paint and coatings.

Our top 5 themes for merger clearance in Australia in 2026

1

Waivers will play an important role

Under the new regime, the requirement to notify a deal to the ACCC depends on whether it exceeds the various thresholds, rather than solely its likely competitive effect. This means that the new merger regime captures deals that do not raise substantive competition concerns and would not have been notified to the ACCC under the previous regime. In this context, waivers have an important role to play.

The ACCC's Interim Guidance on Merger Notification Waivers dated 1 December 2025 indicates that waivers will be most appropriate for deals that are capable of being assessed on the information provided in the application, and without the need for further investigation. These are likely to be "straightforward" deals that do not give rise to any plausible competition issues and do not present a material risk of harm to competition or consumers (e.g. no or very limited overlap and clear market definition; no vertical or conglomerate issues; no complex scenarios or legal issues; there is unlikely to be a risk of harm to consumers; and there are no issues that are likely to warrant consultation by the ACCC and/or inquiries with third parties). As at 9 February 2026, there have been 20 waiver applications, (17 of which have been granted by the ACCC, and three have not).

From the applicant's perspective, a waiver represents a much more efficient and cost-effective option than a full notification, with a slightly reduced information burden in the application form and a fee of $8,300. The ACCC has also said it expects to deal with the bulk of waiver applications quickly. As a backstop, waivers must be decided in 25 Business Days, or they will be refused. Where a waiver is refused, applicants whose deals exceed the thresholds will have to notify the ACCC.

From the ACCC's perspective, waivers should help it manage an otherwise potentially significant volume of notifications, many of which will not raise substantive competition concerns.

Waiver details will be posted on the ACCC's Acquisitions Register only after the ACCC has made a decision on a waiver. This approach will help streamline the waiver process, as third parties will not have the opportunity to intervene in waiver applications. However, one potential downside of the waiver process is that it does not provide protection from section 50 of the *Competition and Consumer Act 2010* (Cth), so third parties may still challenge the deal in Court.

Waivers will be a popular route for many transactions, but it is unclear whether they will be feasible for deals with complex structures yet simple competition analyses. It will be important for the success of the regime that these types of deals are capable of being addressed via a waiver. A question mark also currently exists over whether the information burden on the parties applying for a waiver is appropriately weighted for a no-issues transaction. If the downsides of the waiver process begin to outweigh the upsides, the ACCC may find itself reviewing a much larger number of notifications, with no greater insight into the deals that really matter from a competition perspective.

2

Phase 1 may take longer than anticipated

One feature of the new regime is that applicants will now have to pay a filing fee in order to have their deal assessed by the ACCC. The fee for a Phase 1 assessment is $56,000. If the ACCC decides that a deal needs a Phase 2 review, the fees vary according to the size of the deal, from $475,000 for smaller deals, up to $1,595,000 for deals exceeding $1 billion.

The fee structure creates a substantial incentive for applicants to try to achieve a positive determination from the ACCC at the end of Phase 1, as opposed to Phase 2. This will be challenging for applicants seeking to achieve this, as Phase 1 is subject to a short 30 Business Day time frame.

Strategically, it may be in some parties' interests to request that the ACCC stop the clock in Phase 1, to try to avoid the time and costs of a Phase 2 review. The ACCC may allow this if the parties are seeking to provide it

with further information and data, for instance in response to questions it has asked. This approach could result in deals spending longer in Phase 1 than the 30 Business Day timeline suggests, and may create some uncertainty for deal timelines.

For other deals, it will make sense to keep the time pressure squarely on the ACCC by gathering all potential information, data and reports upfront, and ensuring (as far as possible) that the minimum timeframes are adhered to by the applicant.

3 Prospect of voiding will drive higher filings

The new merger regime is complex to navigate, yet there are significant consequences for non-compliance. Acquisitions that should be notified but are not, will face significant penalties and will be void ab initio. This means that there is no need for the ACCC to take the parties to court in order to achieve the voiding.

This aspect of the regime has been the source of significant criticism from a variety of stakeholders. It presents major issues if, for instance, a deal is discovered as void years after it has been put into effect.

On 15 October 2025, the Assistant Minister for Competition announced that the Government will make a number of refinements to the merger regime, including what was described as "practical adjustments to the automatic voiding provisions that still preserve the incentives for parties to notify proposed mergers". At the time of publishing this Report, no further details were available. We expect these amendments will be progressed in 2026.

Until the voiding issue is resolved, applicants are likely to take a very conservative approach to notification, which will drive higher waiver applications and notifications.

4 Potential for inadvertent non-compliance

While the primary legislation for the new merger regime was passed in late 2024, significant elements of the regime continued to evolve late into 2025, including substantive elements of the threshold tests. As a result, businesses are still coming to grips with how the regime applies to their deals and building this understanding will take some time.

Coupled with this, the regime has been extended beyond traditional business and share sales, to potentially include many other commercial transactions. This is due to the expansive definition of acquisition of an "asset", which includes any kind of property and legal and equitable rights that are not property. As a result, where the thresholds are met, the regime will now capture various commercial transactions that would not traditionally have been considered by the ACCC.

These two factors (the late changes to the regime and the expansion of the regime to a broader set of commercial arrangements) are likely to result in some inadvertent non-compliance, particularly in the first year. Although the regime has been widely discussed in competition law circles, there will be businesses who are unaware of the details or who make errors when applying the complicated thresholds.

The ACCC has stated that it will actively monitor for non-compliance with the notification requirements, but it is not yet known how it will approach instances of inadvertent non-compliance, particularly in the first 12 months. Perhaps the greater concern for these deals will be (once businesses do become aware of the issue) how to deal with the potential voiding of their arrangements, described above.

5 Further refinements still to come

As noted above, the Assistant Minister for Competition announced in October 2025 that the Government would make a number of refinements to the merger regime. The first part of these refinements were registered on the Federal Register of Legislative Instruments on 18 December 2025, but some (such as the voiding issue) are yet to be made.

We expect the remaining refinements will be progressed in the course of 2026. In addition, a statutory review of the regime (including thresholds) will take place three years from commencement, and this review will be supported by annual ACCC reporting on merger activity, ex-post merger analysis, and data analytics.

Snapshot of Australia's new merger clearance regime

Australia's new merger regime commenced on 1 January 2026. Below is a snapshot of the key elements.

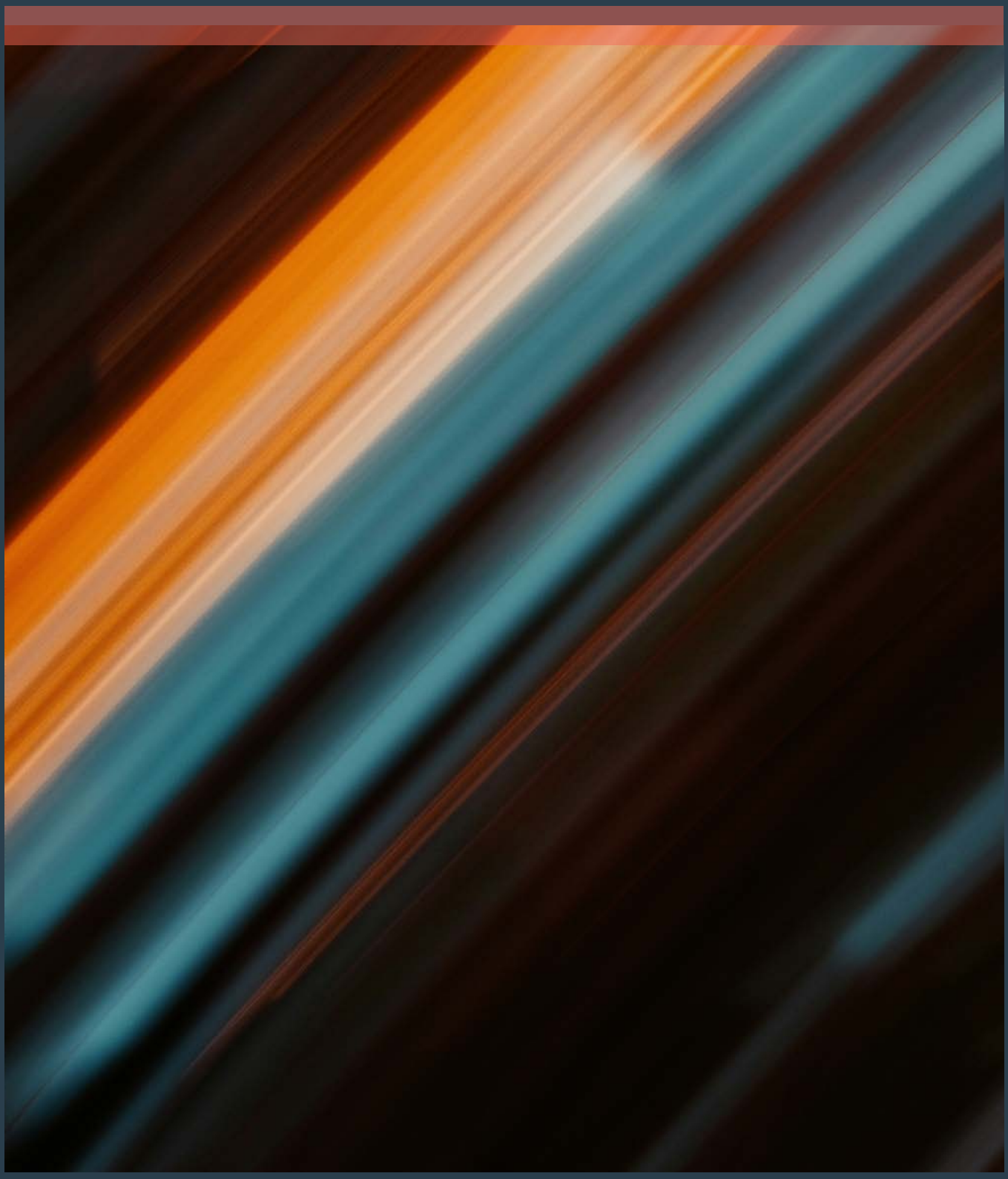
Mandatory	Acquisitions of shares and assets that exceed specified thresholds or fall into certain classes must be notified to the ACCC, unless the ACCC has determined that the acquisition does not require notification (via a waiver). "Assets" is broadly defined and will capture some commercial transactions not previously included in the merger regime. "Shares" includes units in a unit trust and interests in a managed investment scheme.
Suspensory	A notifiable acquisition cannot complete without ACCC approval or waiver.
Filing fees	Phase 1 assessment: $56,800 Phase 2 assessment (if required): fees are scaled by deal value, calculated as the greater of the market value of shares or assets being acquired or consideration received: • deals of ≤$50 million: $475,000 • deals of >$50 million but ≤$1 billion: $855,000 • deals of >$1 billion: $1,595,000.
ACCC primary decision-maker; limited review by Tribunal	The ACCC is the primary decision-maker, with limited merits review by the Australian Competition Tribunal.
Timelines	The following timelines will apply, but are subject to pre-filing discussions, extensions and clock-stopping: • Phase 1: 15-30 business days • Phase 2: A further 90 business days • Public benefit application: 50 business days (commencing after conclusion of Phase 2) • Tribunal review: 90 calendar days • Post-review waiting period: 14 calendar days after ACCC clearance
Notification thresholds	Detailed notification thresholds apply. See Ashurst's Australian Merger Reforms web page.
Control	"Control" means the capacity of one entity to determine the outcome of decisions about another entity's financial and operating policies. Acquisitions that do not confer or change "control" are, in general, not required to be notified. However, from 1 April 2026, this position will be qualified and certain acquisitions that do not confer control will nonetheless still need to be notified if they meet the thresholds. See Ashurst's Australian Merger Reforms web page for further details.

Chapter 6 acquisitions	A carve-out has been created to provide a safe-harbour for acquisitions involving publicly listed companies, widely held (unlisted) companies and listed registered schemes (such as managed investment trusts) that do not result in a person having voting power above 20%. These deals will not need to be notified to the ACCC. See also the comments on Transparency and Confidential review below.
Waivers	Parties are able to seek a "notification waiver" from the ACCC. Upon application, the ACCC will be able to determine that an acquisition is not required to be notified. Only straightforward acquisitions that are capable of being assessed by the ACCC "on the papers" without further investigation by the ACCC are appropriate for a waiver. Straightforward acquisitions are those that clearly do not give rise to any competition concerns and do not present a material risk of harm to competition or consumers.
Pre-notification discussions	Parties may engage in pre-notification discussions with the ACCC. While not compulsory, these discussions are strongly recommended in most cases. There is no fixed timeline for this part of the process but, the ACCC has indicated that very straightforward matters may be completed in approximately two weeks. For more complex matters, the ACCC recommends allowing at least four weeks for pre-notification discussions.
Transparency	Information about notified acquisitions and waivers is published on a public register maintained by the ACCC.
Surprise hostile takeover bids - confidential review	Confidential review will be available for certain deals involving surprise hostile takeover bids but various conditions apply. These include requirements that the body corporate is subject to the takeover laws in the *Corporations Act 2001* (Cth) i.e. is a Chapter 6 entity; that the acquisition is a takeover acquisition in relation to a proposed takeover bid; the proposed bid has not been publicly proposed; and the notifying party makes a written request for confidentiality at the time of notifying the ACCC. The legislation also prescribes various additional requirements for the written request. Confidential applications will not be listed on the public register for 17 business days.
Land	Acquisitions of interests in land, including entry into leases (and agreements for lease) do not require notification if they are in the "ordinary course of business" and not subject to targeted notification requirements (currently limited to major supermarkets). As the concept of "ordinary course of business" has, to date, been interpreted narrowly, some land transactions may need to be notified to the ACCC if they meet the thresholds. However, there are also a number of exemptions that may apply in relation to land and leases, including in relation to certain property development activities, among others.
Penalties	Penalties will apply for failure-to-file (i.e. notify) and gun-jumping (i.e. failure to suspend completion pending the ACCC's decision), consistent with existing penalties for contravention of the *Competition and Consumer Act 2010* (Cth). Penalties will also apply for providing false or misleading information. New ACCC surveillance capabilities will monitor for non-compliance with notification requirements.

Further information

For more detailed information on the new regime including the calculation of thresholds, timelines, waivers, publications and more, please refer to Ashurst's Australian Merger Reforms web page.

12 | 2025 Deal List

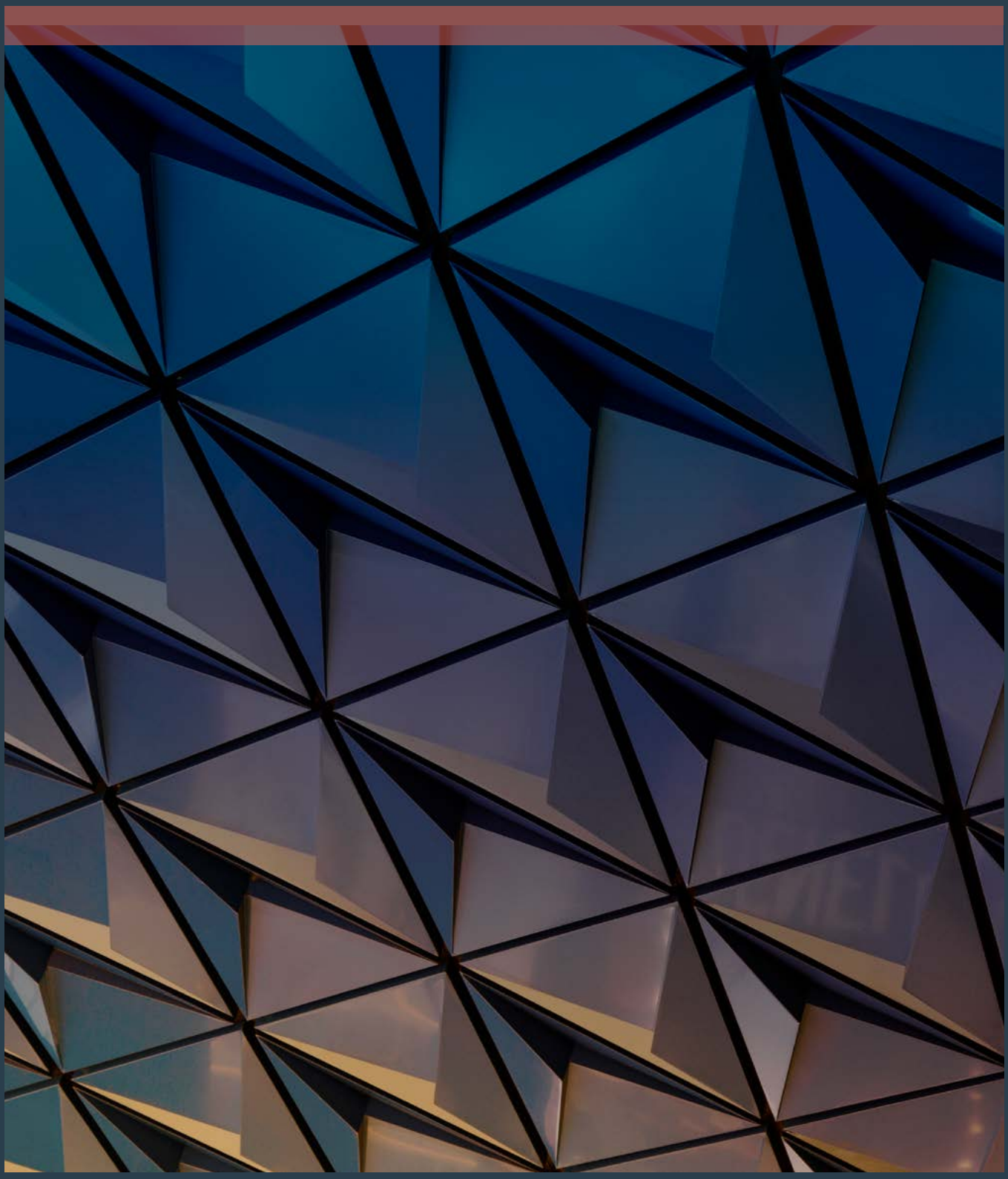


Target	Bidder	Final Deal value (A$)	Deal structure	Bidder Origin	Consideration	Status
Soul Pattinson and Company Limited and Brickworks Limited (merger)		$12.7 billion	Scheme	Australia	Scrip	Successful
National Storage REIT	Brookfield Asset Management / GIC consortium	$4 billion	Scheme	Canada	Cash	Current
Gold Road Resources Limited	Gold Fields Limited (through Gruyere Holdings Pty Ltd)	$3.7 billion	Scheme	South Africa	Cash	Successful
Insignia Financial Limited	CC Capital Partners, LLC	$3.2 billion	Scheme	United States of America	Cash	Current
Domain Holdings Australia Limited	CoStar Group, Inc	$2.8 billion	Scheme	United States of America	Cash	Successful
Spartan Resources Limited	Ramelius Resources Limited	$2.4 billion	Scheme	Australia	Cash & Scrip	Successful
Johns Lyng Group Limited	Pacific Equity Partners	$1.1 billion	Scheme	Australia	Cash	Successful
RPMGlobal Holdings Limited	Caterpillar Inc	$1.1 billion	Scheme	United States of America	Cash	Successful
Infomedia Limited	TPG Capital	$651 million	Scheme	United States of America	Cash	Successful
Mayne Pharma Group Limited	Cosette Pharmaceuticals, Inc.	$615 million	Scheme	United States of America	Cash	Unsuccessful
PointsBet Holdings Limited	betr Entertainment Limited	$472 million	Takeover	Australia	Scrip	Unsuccessful
PointsBet Holdings Limited	MIXI, Inc	$435 million	Takeover	Japan	Cash	Successful
Hutchison Telecommunications (Australia) Limited	CK Hutchison Holdings Limited (through Hutchison Telecommunications B.V.)	$434 million	Takeover	Hong Kong	Cash	Successful

Target	Bidder	Final Deal value (A$)	Deal structure	Bidder Origin	Consideration	Status
Dropsuite Limited	NinjaOne, LLC	$425 million	Scheme	United States of America	Cash	Successful
AVJennings Homes Limited	Proprium Capital Partners(through AVID Property Group)	$370 million	Scheme	United States of America	Cash	Successful
Ainsworth Game Technology Limited	Novomatic AG	$337 million	Takeover	Austria	Cash	Unsuccessful
African Gold Limited	Montage Gold Corp	$333 million	Scheme	Canada	Scrip	Current
Elanor Commercial Property Fund	Lederer Group	$278 million	Takeover	Australia	Cash	Unsuccessful
Lynch Group Holdings Limited	TPG Capital	$269 million	Scheme	United States of America	Cash	Successful
The Reject Shop Limited	Dollarama Inc.	$259 million	Scheme	Canada	Cash	Successful
Red Hawk Mining Limited	Fortescue Limited	$254 million	Takeover	Australia	Cash	Successful
New World Resources Limited	Kinterra Capital Corp.	$254 million	Takeover	Canada	Cash	Successful
New World Resources Limited	Central Asia Metals Plc	$232 million	Takeover	United Kingdom	Cash	Unsuccessful
Warriedar Resources Limited	Capricorn Metals Limited	$211 million	Scheme	Australia	Scrip	Successful
Seven West Media Limited	Southern Cross Media Group Limited	$203 million	Scheme	Australia	Scrip	Successful
Reef Casino Trust	Iris Capital	$193 million	Takeover	Australia	Cash	Current
Xanadu Mines Limited	Bastion Mining Pte Limited(consortium including Boroo Pte Limited &/ Mr Ganbayar Lkhagvasuren)	$183 million	Takeover	Singapore	Cash	Successful
Apiam Animal Health Limited	Adamantem Capital	$164 million	Scheme	Australia	Cash	Successful

Target	Bidder	Final Deal value (A$)	Deal structure	Bidder Origin	Consideration	Status
Winsome Resources Limited	Li-FT Power Limited.	$135 million	Scheme	Canada	Scrip	Current
Envirosuite Limited	HgCapital LLP (through Ideagen Limited)	$132 million	Scheme	United Kingdom	Cash	Successful
Peak Rare Earths Limited	Shenghe Resources Holding Co., Limited (through Ganzhou Chenguang Rare Earths New Material Co., Limited)	$131 million	Scheme	China	Cash	Successful
Engenco Limited	Elphinstone Group	$98 million	Takeover	Australia	Cash	Successful
CZR Resources Limited	Fenix Resources Limited	$65 million	Takeover	Australia	Scrip	Unsuccessful
SelfWealth Limited	Svava Pte Limited	$65 million	Scheme	Singapore	Cash	Successful
Toro Energy Limited	IsoEnergy Limited	$62 million	Scheme	Canada	Scrip	Current
Mad Paws Holdings Limited	Blackstone Inc. (through its portfolio company, Rover Group Inc.)	$62 million	Scheme	United States of America	Cash	Successful
360 Capital Group Limited	TT Investments Pty Limited as trustee for TT Investment Trust	$59 million	Takeover	Australia	Cash	Successful
Aurumin Limited	Brightstar Resources Limited	$58 million	Scheme	Australia	Scrip	Successful
Donaco International Limited	Argyle Street Management Limited (through On Nut Road Limited)	$56 million	Scheme	Hong Kong	Cash	Successful
Kula Gold Limited	Forrestania Resources Limited	$53 million	Takeover	Australia	Scrip	Successful

13 | Methodology



This Report is based on our analysis of 40 public M&A transactions involving Australian targets valued at over $50 million which are listed on ASX that were announced in 2025. A full list of deals is set out on pages 101 to 103.

Deals are only included in our data set if a binding scheme, merger or takeover implementation agreement was entered into, or if the bidder had announced an intention to proceed with a firm takeover offer. Our Report does not extend to non-binding indicative offers which did not result in a scheme of arrangement or takeover offer being announced.

The 40 deals included in our analysis each exceeded $50 million in total consideration. The market value of a deal has been calculated based on the 100% of the target's equity on a fully-diluted basis, taking into account the disclosed treatment of equity incentives in connection with the scheme or takeover offer, and the offer price per share (and for scrip deals, this price is calculated based on the bidder's share price on the date of the announcement of the deal). We have excluded smaller transactions as they can contain bespoke arrangements which may skew the data, and are generally of less relevance to Ashurst's broader network of clients, banks and other advisers with whom we work.

The Report excludes foreign transactions involving acquisitions of CHESS Depositary Interests (CDIs) and corporate restructurings between parties who are related or otherwise connected, along with any re-domiciliations.

Our data has tracked progress of these transactions until 9 February 2026, and consequently some announced transactions were still in progress at the time this Report was published.

We have classified a bidder as foreign or Australian based on the domicile of the bidder (or, where applicable, the domicile of the majority shareholder of the ultimate holding company of the bidder).

We have classified a deal as "private capital" if the bidder involves private equity, private capital or a superannuation fund, either as sole bidder or as the majority participant in a consortium.

We have classified the sector and industry group of a deal based on the official classification of the target company under the Global Industry Classification Standard.

Deals are classified as offering cash consideration if the target shareholder has the ability to elect to receive all-cash.

We have classified a deal as "hostile" if the offer was not initially recommended by the target board and target shareholders are encouraged to reject it. We have treated all schemes of arrangements as "friendly".

Premiums offered by a bidder were measured against the undisturbed share price of the target, being the closing price of the target's shares on the day prior to announcement of the deal. If it's clear that a potential for a bid has become public at an earlier time (e.g. because of a leak or an announcement of initial discussions), the premium is measured against the closing price of the target's shares on the day prior to the date the potential for a deal became public. If a deal involved a competing bidder, the premium of the second and later bids is measured against the pre-bid closing price relating to the first bid.

We have treated a scheme as "successful" once it has become effective. We have treated a takeover bid as "successful" if it has become unconditional and the bidder has substantially increased its shareholding in the target having regard to its objectives. A deal is classified as "unsuccessful" if the bidder fails to obtain regulatory approval, shareholders vote the scheme down at the scheme meeting, a condition precedent is not satisfied, the offer is withdrawn/lapses, and/or the parties terminate the scheme implementation deed or merger agreement.

All dollar references are to the Australian dollar unless otherwise stated. If the deal consideration was originally quoted in a foreign currency, we have converted the amount to Australian dollars based on the RBA's exchange rate data on the day of announcement.

14 | About Ashurst

Ashurst is a leading international law firm offering top tier, multi-jurisdictional legal expertise, complemented by risk, compliance and NewLaw capabilities.

We act for a broad range of multinational and Australian corporates, financial institutions, private equity firms, superannuation / pension funds and governments. With offices across five continents our global expertise combined with the knowledge and understanding of local markets ensures we can assist our clients to position for successful outcomes in today's global business environment.

We have recently announced our intention to combine with Perkins Coie, to create a top 20 global law firm to be known as Ashurst Perkins Coie.

The combination would bring together two elite firms with highly complementary geographic footprints, capabilities, and cultures.

Our global presence

Ashurst Perkins Coie by Numbers

1,000
Partners

3,000
Lawyers

52
Offices

23
Countries

4th
Highest number of Chambers-ranked **lawyers** worldwide

9th
Highest number of Chambers-ranked **practices** worldwide

We intend to close on this combination in 2026, subject to a partner vote at both firms and other customary conditions to closing. In the meantime, Ashurst and Perkins Coie will continue to operate independently.

For more information: www.firmoftomorrow.com

About our Corporate / M&A and Competition teams

Significant M&A transactions are critical business matters for any organisation. Managing the strategy, commercial drivers and legal aspects of the transaction as well as relevant stakeholders including counterparties, Boards, bankers, lawyers, consultants and regulators requires a considered and thoughtful approach.

The Ashurst Corporate / M&A team offers experienced, commercial, proactive and pragmatic legal advice to assist clients to successfully achieve their objectives and navigate any challenges and hurdles that arise. We advise across the full range of corporate expertise including public M&A, private M&A, joint ventures, private equity, high growth and venture capital, equity capital markets, reorganisations, corporate advisory, corporate governance and regulatory compliance.

Our Corporate / M&A team works closely with our market-leading Competition team, who advise clients on their most strategic and highly complex competition law matters, securing excellent results. They navigate clients through Australia's new merger control regime that came into effect on 1 January 2026 and continue to secure merger clearances in Australia and overseas.

M&A Lifecycle Solution

Legal-led and risk informed, our M&A Lifecycle Solution enhances risk protection and transaction efficiencies through legal, risk and compliance insights delivered at all stages of the M&A lifecycle. This can deliver value to our clients by:

- Reducing the burden of managing multiple advisors on a transaction.
- Facilitating efficient movement into post-transaction integration.
- Delivering closed out and cross-referenced due diligence legal, risk and compliance requirements across engagement phases.
- Protecting deal value and mitigating deal risks.

2025 deal highlights

Some recent large-scale and high-profile transactions include advising:

ACS Group on its EU$2 billion joint venture with Global Infrastructure Partners to develop and operate next-generation data centres worldwide.

Adamantem's successful $164 million acquisition of Apiam Animal Health.

Adani Group on the $4 billion acquisition of Abbot Point Port Holdings from Carmichael Rail and Port Singapore Holdings Pte Ltd.

CC Capital Partners on its proposed $3.2 billion acquisition of Insignia Financial.

Diversified United Investment on its proposed $2.5 billion merger with Australian United Investment.

e2open on its US$2.1 billion acquisition by WiseTech Global.

Healthscope Group: advising the receivers and managers on the administration including the sale of over $1 billion of private hospitals to various buyers.

Nine Entertainment Co. Holdings as shareholder of Domain Holdings Australia', in the context of its acquisition by CoStar Group, Inc.

Nippon Life on its US$8.2 billion acquisition of Resolution Life and the remaining 20% shareholding in MLC from NAB.

Sembcorp Industries on its proposed $6.5 billion acquisition of Alinta Energy.

Sojitz Corporation on its acquisition of a 50% interest in UGL's Transport Division and the Rail, Technology and Systems Division.

Steel Dynamics on its joint proposal with SGH to acquire BlueScope Steel by scheme of arrangement for $15 billion.

"The Ashurst M&A team is the best in the market based on their commerciality and high levels of client service...When I use Ashurst I know they have my best interests in mind and will always get me the best possible outcome."

Client quote, Corporate / M&A – Australia, Legal 500, 2026

Allegro Funds on the acquisition of a 55% interest in BE Campbell.

Allied Credit on the $1.5 billion acquisition of Macquarie Banking and Financial Services group's portfolio of car loans.

Brookfield / **GIC consortium** on the proposed $4 billion acquisition of National Storage REIT.

EQT and CVC's $5.2 billion take-private approach to AUB Group.

Infomedia on its $651 million acquisition by TPG Capital Asia.

Harmony Gold on its $1.58 billion acquisition of MAC Copper.

Oatley Family Office on the proposed sale of Hamilton Island Resort to Blackstone.

Rio Tinto on an investment of approximately US$425 million in the Salares Altoandinos lithium project, partnering with Empresa Nacional de Minería.

Rio Tinto on its joint venture with Codelco to develop and operate a high-grade lithium project, including an investment of up to US$900 million.

Soul Patts on its $12.7 billion merger with Brickworks via concurrent schemes of arrangement.

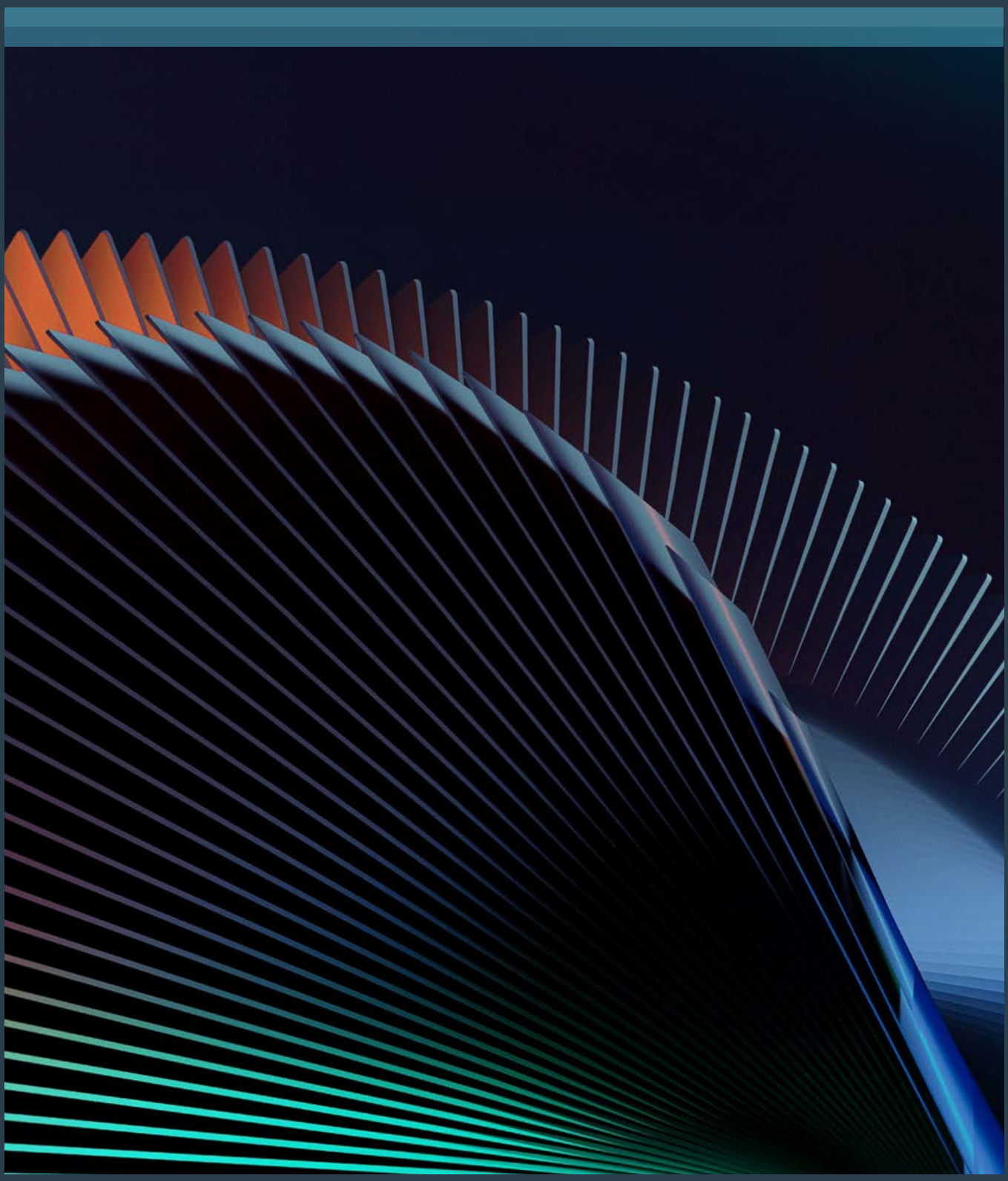
VGW Holdings on its $3.2 billion acquisition by Lance East Office.

Westpac Banking Corporation on the sale of its $21.4 billion RAMS mortgage portfolio to the Pepper Money consortium.

"The Ashurst M&A Team knows our business really well - they provide practical and commercial advice and generally know what we can/can't accept in line with our risk appetite. The team is very responsive and always meets deadlines."

Client quote, Corporate / M&A – Australia, Legal 500, 2026

15 | Authors



Eliza Blandford

Eliza has 18 years' experience advising on acquisitions, divestments, corporate governance, strategic investments and contracting.

View Profile

Anita Choi

Anita advises on significant M&A transactions with a particular focus in the energy, energy transition and infrastructure sectors.

View Profile

Carl Della-Bosca

Carl advises on public and private M&A, JVs and equity capital raisings with extensive experience in the mining and energy sectors.

View Profile

Anton Harris

Anton is Head of Private Capital in APAC with significant experience leading large public and private M&A transactions.

View Profile

Kylie Lane

Kylie is a member of our global board, and corporate practitioner with extensive expertise advising on M&A in the energy, resources and infrastructure sectors.

View Profile

Susannah Macknay

Susannah specialises in acting for corporate and private equity clients on large M&A transactions.

View Profile

Amelia Morgan

Amelia specialises in public and private M&A with significant expertise advising corporate and private capital backed investors on their most important and strategic transactions.

View Profile

Neil Pathak

Neil is Head of Australia and Co-Head of M&A Australia with extensive expertise in listed takeovers, cross-border acquisitions and capital raisings.

View Profile

John Brewster

John is Head of our Australian Corporate Practice with 20 years' experience leading complex public and private M&A transactions.

View Profile

Tony Damian

Tony is Co-Head of M&A Australia with 30 years' experience advising on strategic and complex M&A transactions and board advisory matters.

View Profile

Melissa Fraser

Melissa is head of our APAC antitrust, regulatory and trade practice with particular expertise in complex merger clearance matters.

View Profile

Andrew Kim

Andrew has 20 years' experience in public M&A and equity capital markets transactions.

View Profile

Bruce Macdonald

Bruce specialises in M&A and equity capital markets work advising on significant and innovative transactions.

View Profile

Will Mason

Will specialises in corporate M&A, with a particular focus on private equity transactions.

View Profile

Ratha Nabanidham

Ratha specialises in M&A and corporate advisory with extensive experience advising on public and private M&A transactions.

View Profile

Murray Wheater

Murray advises on M&A transactions with particular expertise in the infrastructure, energy and mining sectors.

View Profile

Editor

Lisa d'Oliveyra
Senior Corporate Development Counsel
Corporate Transactions

Other authors and contributors

Jonathan Bisset
Senior Associate
Corporate Transactions

Venthan Brabaakaran
Expertise Lawyer
Competition

Bronte Campion
Lawyer
Corporate Transactions

Joshua Chin
Lawyer
Corporate Transactions

Alyssa Croce
Lawyer
Corporate Transactions

Joshua Hanegbi
Lawyer
Corporate Transactions

Brandon Lam
Lawyer
Corporate Transactions

Daniel Lucanus
Lawyer
Corporate Transactions

Rosie Maguire
Senior Associate
(admitted in England & Wales, not admitted in Australia)
Corporate Transactions

Giselle McLeod
Graduate
Corporate Transactions

John McMeniman
Senior Associate
Corporate Transactions

Joseph Nguyen
Senior Associate
Corporate Transactions

Bonnie Paton
Senior Associate
Corporate Transactions

Shenaye Ralphs
Lawyer
Corporate Transactions

Nikita Reid
Lawyer
Corporate Transactions

Lucas Ryan
Graduate
Corporate Transactions

Jade Stuart
Lawyer
Corporate Transactions

Amanda Tesvic
Expertise Counsel
Competition

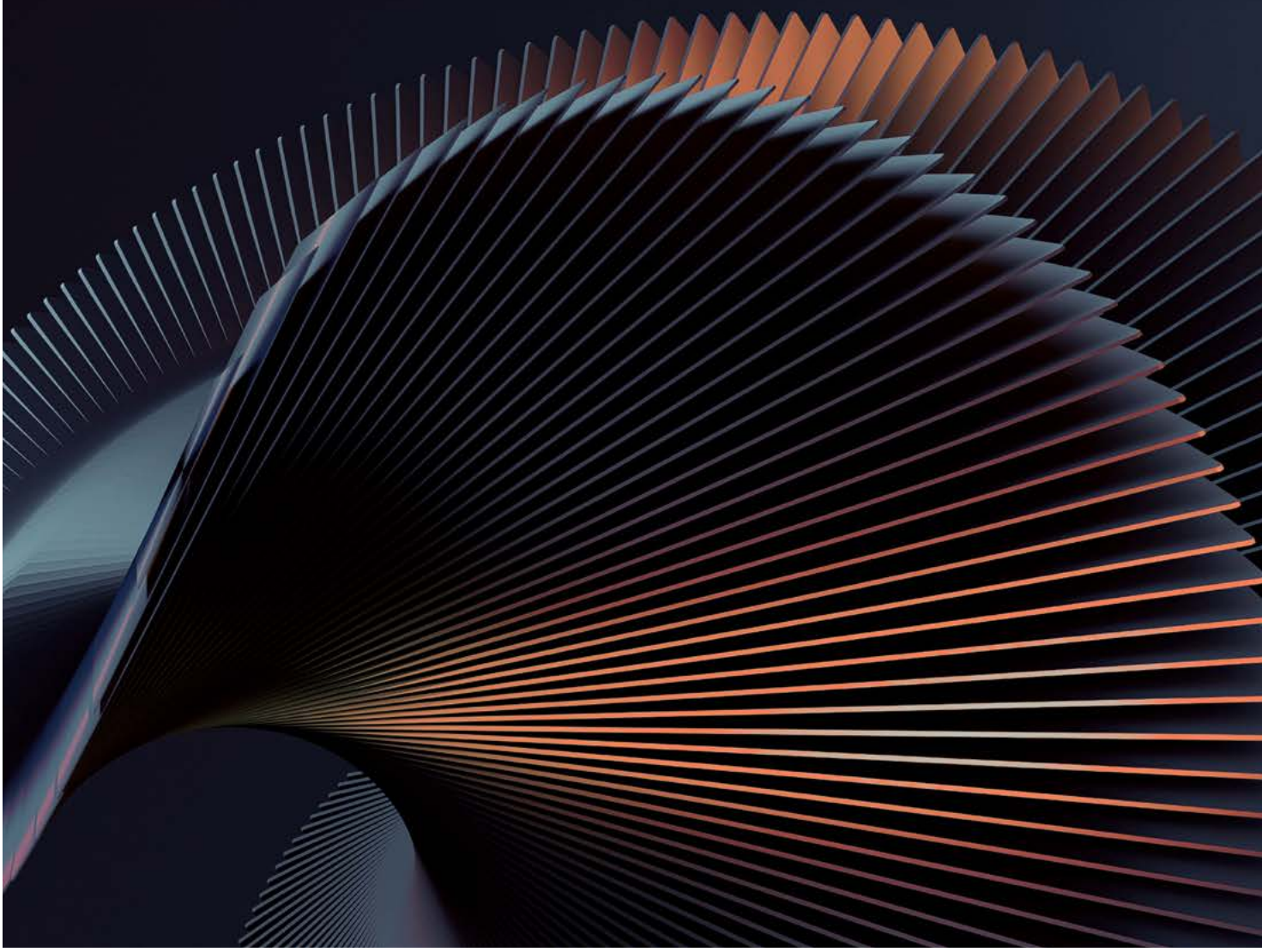
Josh Walsh
Senior Associate
Corporate Transactions

"Ashurst has a highly experienced team with different areas of expertise and focus. This leads to very high quality advice that is highly commercial while also being technically very strong."

Client quote, Corporate / M&A – Australia, Chambers 2026

"They take the load off the client and really navigate all the issues. They're extremely hands-on, extremely approachable and it's very easy to rely on their advice."

Client quote, Corporate / M&A – Australia, Chambers 2026



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