



Rania Seoud

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OVERVIEW

Rania Seoud is a corporate and transactional lawyer with a focus on equity capital markets.

Rania has experience in public capital markets, including initial public offerings (IPO) on the Australian Securities Exchange (ASX), rights issues, corporate governance, placements, corporate restructures, employee share / option plans, takeovers, schemes, mergers and general corporate law and ASX listing rule compliance advice. She also advises on private equity transactions for unlisted companies including mergers and acquisitions and private capital raisings (including venture capital, early stage funding and crowdsourced equity funding), as well as compliance and regulatory issues under the *Australian Corporations Act 2001 (Cth)*.

Additionally, Rania has experience in commercial transactions in the financial services industry. She has previously advised clients about Australian financial services and credit licensing, financial advice (FoFA), privacy, managed investment schemes, fund management, peer-to-peer lending and financial services regulatory compliance obligations.

In 2016, Rania completed a six month secondment with the BT Financial Group in the Advice and Private Wealth legal team.

EDUCATION

- B.Com, La Trobe University, 2011
- LL.B., La Trobe University, 2011

ADMISSIONS

- High Court of Australia
- Supreme Court of Victoria

THOUGHT LEADERSHIP POWERED BY HUB

- 16 August 2018, AGM Season is Fast Approaching – Are You Ready? (*Alerts/Updates*)
- 18 May 2017, Proprietary companies to be able to access crowd sourced funding (*BlogPost*)
- 10 April 2017, Part 3: Looking to become a CSF intermediary under the new Australian crowd sourced funding regime? (*BlogPost*)
- 10 April 2017, Part 2: Looking to raise capital under the new Australian crowd sourced funding regime? (*BlogPost*)
- 10 April 2017, Part 1: What is the new Australian crowd sourced funding regime? (*BlogPost*)

NEWS & EVENTS

- 22 June 2018, K&L Gates Advises Wattle Health Australia Limited on Organic Dairy Project Financing (*Press Release, Noteworthy Work*)

AREAS OF FOCUS

- Capital Markets
- Public Companies

REPRESENTATIVE EXPERIENCE

- Advised on compliance for a number of underwriters on various capital raisings across multiple jurisdictions.
- Advised ASX listed clients on Australian Corporations Act and ASX Listing Rules compliance, corporate governance and other regulatory issues (including share market manipulation, director duties and obligations).
- Advised PayGroup Limited (PayGroup, the Group), a trusted provider of Multi-Country Payroll and Human Resource Outsourcing Solutions, on its Initial Public Offering (IPO) to raise between \$5.5 million and \$8.5 million.
- Acted for Gtech International Resources Ltd in its acquisition of leading health care company Simavita Holdings Ltd. The deal was conducted by way of a regulated scheme of arrangement, together with a contemporaneous capital raising by Simavita. Following the completion of the merger, the newly combined group undertook a CHESS Depository Interest (CDI) IPO listing on the ASX to establish a dual listing on the TSX Venture Exchange (a Canadian stock exchange) and the ASX.
- Acted for Prima BioMed Limited (PRR) in its 2017 capital raising and U.S. registered offering on NASDAQ. PRR is a biotechnology company developing immunotherapeutic products for cancer and autoimmune diseases.

- Assisted in the due diligence, restructuring and prospectus drafting for several companies in preparation for initial public offerings on the ASX and backdoor listings.
- Advised numerous clients on their privacy compliance obligations under the Privacy Act 1988 (Cth) and updating privacy policies to comply with the Australian Privacy Principles.
- Acted on behalf of Mesoblast Ltd's US\$170 million U.S. (144a) and UK (Reg S) wholesale capital raising in February 2013 – one of the largest early stage life sciences raisings worldwide in 2012/13, involving two international brokers across three time zones and completed over a 48 hour trading halt.
- Acted for Traffic Technologies Limited in its successful 2018 capital raising (rights issue).
- Acted on Prima BioMed Ltd's capital raising in May 2015 with Ridgeback Capital Investments, a large US-based specialist healthcare investor run by Wayne Holman, who is widely regarded as one of the world's pre-eminent biotech investors.
- Advised private and public companies on various matters including rights issues, meeting documents, placements, options, warrants, capital raisings and employee share/option schemes.
- Acted for QSR International Pty Ltd in the sale of its Australian based technology business to a U.S. based specialised technology private equity firm.
- Acted for SelfWealth Limited (SWF) in its successful IPO capital raising and ASX Listing in November 2017. SWF is an Australian FinTech business offering share trading capabilities and a social portfolio construction network for Australian investors.
- Acted for Sienna Cancer Diagnostics Limited (SDX) in its successful IPO and ASX Listing in August 2017. SDX is a biotechnology company focused on the development and commercialisation of diagnostic tests for the global pathology market.
- Advised on requalification on the ASX under chapter 1 of the ASX Listing Rules.
- Advised international fund managers about offering their products in Australia.
- Assisted in a range of financial services matters including financial services licensing, superannuation regulatory and compliance issues, ASIC and Australian Prudential Regulation Authority regulation, trust deed due diligence and financial services advice regulatory compliance obligations.
- Advised financial institutions and other organisations on their obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth).
- Acted for Paradigm Biopharmaceutical Limited (PAR) in its successful IPO and ASX Listing in August 2015. Paradigm is an Australian biopharmaceutical company focused on repurposing the drug PPS for the treatment of bone marrow edema.
- Acted for Avita Medical Limited (AVH) in its AUD17 million capital raising (placement and rights issue) in October 2017. AVH is a regenerative medicine company specialising in the treatment of wounds and skin defects.

- Acted for Adherium Limited (ADR) in its successful IPO and ASX Listing in August 2015. Adherium is a global leader in digital health technologies which address sub-optimal medication use in chronic disease.
- Acted for Wattle Heath Australia Limited (WHA) in its successful IPO and ASX Listing in March 2017. WHA currently develops, sources and markets dairy products in particular infant formula across Australia and China. Since the IPO, it has achieved almost a 700% return on IPO price and in 2017 had been one of the best performing ASX listings. It has also undertaken a further AUD20m capital raising and two major acquisitions.
- Assisted a client establish a peer-to-peer lending business in Australia. This involved applying to the Australian Securities and Investments Commission (ASIC) for an Australian Financial Services Licence, an Australian Credit Licence as well as the registration of a managed investment scheme.
- Acted in a capital raising for Wattle Health Australia Limited (WHA) of AUD74 million consisting of a non-renounceable retail entitlement offer of AUD33.9 million, a AUD20 million private placement to institutional investors, and a debt facility of AU\$20 million.