



Chris Turner – Curriculum Vitae, February 2013

Contact details:

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Personal details:

Date of birth: 5 July 1968, New Zealand
Marital status: Married with two school-aged children
Citizenship: British citizen and New Zealand citizen

Education / professional qualifications:

Admitted as a Solicitor of the Supreme Court of England and Wales, PQE 17 years.

Enrolled as a Barrister and Solicitor of the High Court of New Zealand, February 1994. Current practising certificate.

University of Auckland, 1987 and 1989-1992 - Bachelor of Commerce and Bachelor of Laws (Honours), May 1993. Awarded senior prize in law, May 1993.

Career history:

Since May 2009, legal services consultant and owner of The Extra Check Limited.

Simmons & Simmons, Dubai – Senior Associate, Corporate Department – November 2006 to end January 2009. Also, Associate in Corporate Department, London - February 1997 to end September 2002.

Bell Gully, Auckland, New Zealand – Senior Associate, Corporate Department – February 2003 to November 2006.

Russell McVeagh, Auckland, New Zealand – Associate in Commercial Department - February 1993 to October 1996.

I have worked for leading national and international law firms throughout my career - providing corporate and commercial advice to senior management of numerous international companies. I have lived and worked primarily in New Zealand but I have also lived and worked in London and in Dubai. My focus is on corporate transactional work, primarily mergers and acquisitions, and also on joint ventures. I have acted at all stages of the acquisition and disposal process for both buyers and sellers. I have a great deal of international experience in undertaking and managing the legal due diligence process. I also have an excellent understanding of company law issues and compliance requirements in the New Zealand, the UAE and England. Further details of my experience are set out below.

Work experience summary:

The Extra Check Limited – June 2009 to date

The geographical balance of work (based on fee income) since June 2009 is as follows: NZ 42%%, UAE 42%, UK 10%, Rest of the World 6%.

Recent highlights include:

- Acted for Centrin Online, a publicly listed Internet provider in Indonesia on aspects relating to the backdoor listing plan conducted by Northstar Group through the company (Dec 2012 - Feb 2013). This involved a rights issue for 6.85 billion new shares, or 92.31% of the total issued and paid-up capital after the rights issue.
- Acting as sole external legal services provider to Middle East franchisee for international pizza restaurant chain. Recent work included reviewing shareholder arrangements of parent company, group restructuring arrangements, capital call, area development agreement, supply agreements and related franchise agreements.
- Provision of ongoing legal assistance including preparation, review and commentary on a wide range of commercial agreements for New Zealand government-owned science research entity. Agreements include matters relating to the setting up of a New Zealand limited liability partnership, CAPEX acquisitions, NDAs, service agreements, consultancy agreements, secondment agreements and related.
- Ongoing overflow assistance to major New Zealand power services company in relation to review and comments on bids for construction and related contracts (including FIDIC based contracts). Step-in arrangement to cover for contracts manager's extended annual leave – June 2012.
- Consulted to Auckland-based international law firm Webb Henderson who advised PCCW, Hong Kong's major telecommunications operator, in the restructuring of Reach, its 50-50 international joint venture with Telstra in January 2011. Reach is an outsourced provider of international subsea cable and satellite connectivity services, primarily to PCCW and Telstra. My role was to co-ordinate the pre-restructuring legal due diligence exercise and preparation of the resulting due diligence report, across 3 jurisdictions.
- Preparation of all documents for start-up internet classified advertising aggregation website including licence agreements, JVA and related commercial agreements.
- Reviewing and amending standard terms and conditions for several regulated financial and consulting services providers in Dubai, UAE.
- Review and comment on a number of conditions of tender for major listed Aberdeen-based oil and gas services company.
- Preparation of template distribution agreement for Middle East based coffee machine and coffee pod producer and supplier.
- Preparation of a number of service agreements for major Dubai-based construction products producer.
- Review of incorporation documents for proposed new Abu Dhabi LLC.

Simmons & Simmons, Dubai – November 2006 to March 2009

Acted in 2008 for Aabar Investments PJSC on the sale to Mubadala of its Pearl Energy Group oil and gas interests. My role was to review and negotiate the sale agreement and related documents and to liaise with other team members regarding the related Sukuk redemption.

Also acted for Aabar Investments PJSC on the negotiation of the multi-billion dirham convertible bond note issued by it to IPIC in Q3 2008.

Acting on numerous acquisition transactions for a significant Dubai based investment organisation between 2006 and 2008. Each of these transactions involved leading the Simmons team on the due diligence exercise; preparing and negotiating acquisition and joint venture agreements and liaison with foreign counsel and advisers.

Acted for Royal Ten Cate NV in relation to the March 2007 acquisition by it of Mattex Leisure Industries' assets at Technopark, Dubai for around US\$175 million.

I also regularly provided advice to international companies looking to set up business in the UAE.

Other, work included acting on the following matters:

- MENA region satellite to mobile start-up – general corporate adviser and de facto general counsel. Work has involved advising on: joint venture agreements, subscription agreements, convertible loan agreements, convertible bond agreements, corporate structuring advice and commercial agreements with terrestrial network equipment suppliers, content providers and mobile network operators.
- Dubai Roads & Transport Authority – Dubai Metro Outsourcing and Maintenance arrangements. Drafting and negotiation during 2007 and 2008 of the agreements with major UK infrastructure and maintenance contractor for the maintenance and operation of the Dubai Metro Red and Green lines as part of the Simmons lead team.
- A North African and Saudi based fund – joint venture arrangements and setting up JAFZA offshore companies during 2007 and 2008.
- A major UAE-based construction company – drafting and negotiating the FIDIC based agreement for a cement plant in Africa during 2007 and 2008.
- A major international bank headquartered in the UK – drafting and negotiating the arrangements for the outsourcing of bank card production and card management services in Dubai in 2007.
- A major international bank headquartered in the UK - general retainer work - reviewing and commenting on commercial agreements.

Bell Gully, New Zealand - February 2003 to end October 2006

Involved in numerous high value share and asset acquisitions and disposals as well as negotiating joint ventures and other high value commercial contracts. Highlights are described below.

Acted for Carter Holt Harvey (then the third largest listed NZ company) (CHH) on the sale of its tissue businesses in New Zealand and Australia to Svenska Cellulosa Aktiebolaget (SCA) for NZ\$1.015 billion in May 2004. On this project, I:

- managed the entire vendor and bidder legal due diligence process from start to finish;
- drafted and negotiated the related supply agreements from SCA to CHH; and
- advised on the structure and implemented the formation of the sale vehicle including drafting and arranging for over 150 novations and assignments of contracts; preparing new split agreements and negotiating transitional service and supply agreements.

Acted for CHH on the October 2005 sale of over one third of its forests and related assets to a consortium comprising Rayonier, Inc and RREEF Infrastructure, the global infrastructure arm of Deutsche Asset Management, for NZ\$435 million. On this project, I:

- managed the entire vendor and bidder legal due diligence process from start to finish; and
- drafted and negotiated the ancillary log supply agreements from the purchaser to CHH.

Acted for Endace Limited on its AIM listing in London in June 2005, the first AIM listing by a New Zealand incorporated company.

Negotiated a 10 year exclusive gas supply agreement between a major New Zealand industrial and forestry company and the major New Zealand gas supplier. This was signed in September 2005 and contains significant gas supply and purchase obligations over the course of the contract.

Acted for a major New Zealand industrial and forestry company on its agreement to outsource maintenance operations at its primary pulp and paper mill to an international maintenance services company from September 2004. I drafted and negotiated the agreement. It is drafted as an alliance and contains alliancing principles.

Drafted standard form commercial agreements (supply, distribution, confidentiality and service agreements) for a major New Zealand building supplies company (now the largest listed NZ company by market capitalisation).

Simmons & Simmons – February 1997 to September 2002

Involved in numerous multi-million pound share acquisitions and disposals and business/asset acquisitions and disposals. Undertook all aspects of such transactions from initial meeting, due diligence, preparation, negotiation, finalisation and closing of transactions. These transactions were often managed by me with minimal partner involvement and with work delegated to junior lawyers and other specialist departments as appropriate

Involved in numerous joint ventures primarily involving documentation of post acquisition shareholder arrangements. Also negotiated and prepared joint venture agreements for hedge fund management entities and traders

Corporate structuring and restructuring advice and implementation predominantly to overseas entities with UK subsidiaries

General advice to directors of listed and unlisted UK companies

Further details of my experience and references are available upon request