CAPABILITY STATEMENT

Commercial Division

INTEGRITY
EXCELLENCE
COURAGE

McCabes Lawyers

COMMERCIAL OFFERING



McCabes is an ambitious and growing Australian law firm with industry leading mid-market capabilities.
We have a national footprint with a boutique culture; we are big enough to service your legal needs, without losing our personalised touch. We form genuine partnerships with our clients.

Our clients operate across every industry. They include government departments, ASX-listed companies, multi-national corporations in the public and private sectors, insurers, SMEs, family-owned enterprises and entrepreneurs. McCabes has existing relationships with law firms around the globe. We frequently partner with those firms should the legal needs of our clients expand beyond Australia.

Why do clients choose McCabes?

LEADING FIRM
Legal500
ASIA PACIFIC
2025

AUSTRALASIAN LAWYER
2024
5-STAR
EMPLOYER
OF CHOICE
AUSTRALASIAN Lawyer

THE AUSTRALIAN BUSINESS AWARDS
ABA100
EMPLOYER OF CHOICE
WINNER 2025

- Accessible and easy to work with
- Provide clear, straight-forward advice
- Pragmatic and commercial
- Reliable and responsive service

About McCabes

At McCabes, our Commercial Division stands as the cornerstone of our legal domains, consisting of seven practice areas, each specialising in a wide range of legal subjects. These specialised practice areas are fortified by an assembly of dedicated, client-centric, and experienced legal professionals.

Our Commercial Division acts as the dynamic core of McCabes, providing comprehensive legal solutions across a spectrum of industries and sectors. These seven practice areas have been meticulously developed to address the multifaceted needs of our clients.

Below you will find an overview of the practice groups within the Commercial Division here at McCabes. Following this will be a comprehensive summary of each practice group's offering, recent matters and team expertise. If you require any further information on any of our practice group, we encourage you to reach out to the relevant contacts shown for that group.


OUR PRACTICE GROUPS
PRIVATE CLIENTS
LITIGATION & DISPUTE RESOLUTION
CORPORATE
TECHNOLOGY
EMPLOYMENT, WORKPLACE RELATIONS & SAFETY
FINANCIAL SERVICES & FINANCIAL INSTITUTIONS
PROPERTY

Litigation & Dispute Resolution

McCabes' Litigation & Dispute Resolution Group combines in-depth commercial knowledge with technical excellence to deliver outstanding legal services for clients.

A focus on quality aligned with a pragmatic approach has seen the group develop into one of Australia's leading commercial litigation practices.

The group distinguishes itself from other legal advisors by working with clients to develop and execute strategies that are tailored to their current and future needs. In addition to litigation, the group has significant experience in mediation and arbitration, and it regularly advises businesses on regulatory changes and litigation risk management.

Our principals are hands on and work closely with clients throughout the process. We have deep experience working with Chinese clients locally and abroad with dedicated members of the team speaking Mandarin and Cantonese. This allows clients to gain legal advice from our most senior and most experienced practitioners in their native language.

The group's knowledge and experience span a wide range of jurisdictions and industries including government, manufacturing, energy, retail, property, insurance, finance and agriculture.

Expertise

- Litigation
- Dispute Resolution
- Contract Disputes
- Insolvency and Asset Recovery
- Intellectual Property
- Directors' Duties
- Corporations Act disputes
- Misleading and deceptive misrepresentation claims
- Competition and Consumer Act disputes
- Partnership disputes
- Property disputes
- Regulatory and compliance disputes.

Recent matters

- Acting for Shanghai-based investors in relation to investigations into alleged fraudulent conduct and misrepresentation by the fund manager, the director, and the shadow director of the trustee company. The matter involves issues concerning breaches of fiduciary duties, regulatory obligations, and deceptive conduct that may have misled investors. Successfully obtained judgment in our clients' favour in excess AUD 10 million plus compound interest: Chu v Lin, in the matter of Gold Stone Capital Pty Ltd [2024] FCA 766.
- Successfully obtained freezing orders against judgment debtors, including in circumstances where the defendant transferred ownership of his sole real property asset to his wife after judgment was delivered: Chu v Lin (No 5) [2024] FCA 1034.
- Successfully set aside Registrar's decisions granting extensions of time to comply with bankruptcy notices, with priority costs orders made in favour of our client to be paid from the bankrupt estate: Darmali v Chu [2025] FedCFamC2G 1081.
- Acting for a client in proceedings involving the diversion of business opportunities by his business partners to competing entities under their control. The case involves allegations that the fiduciaries knowingly misused their positions to advance their own interests, including by diverting projects, misappropriating trust funds, and failing to disclose conflicts of interest, conduct alleged to be dishonest and in breach of duties under the Corporations Act and equitable principles: Firmtech Aluminium Pty Ltd v Xie; Zhang v Xu; Xie v Auschn Conveyancing & Associates Pty Ltd [2024] NSWSC 1293.
- Acting for one of the largest Chinese solar energy equipment suppliers in various matters, including debt recovery, enforcement of payment obligations for the supply of solar panels, and disputes regarding set-off liabilities arising from allegedly defective products.
- Acting for judgment creditors in conducting enforcement actions including writs of levy, garnishee orders, and commencing bankruptcy proceedings.

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Corporate

McCabes' Corporate Group brings a sophisticated, commercial mindset to the legal aspects of corporate transactions, with a wealth of experience across a range of sectors, including manufacturing, retail, hospitality, insurance, financial services, technology, health, energy and resources, agriculture, real estate, transport and aviation, construction, education, and government.

The group supports clients to address the increasingly complex corporate and regulatory environment in Australia, and provides legal advice on corporate governance, regulatory and compliance advice and approvals, and general Corporations Act and ASX Listing Rules advice.

At McCabes, we know that great legal advice isn't just about being technically sound - it's about being smart with time and resources.
That's why our Corporate Group focuses on delivering innovative, efficient, and cost-effective legal advice that makes sense for business.

We have a pragmatic, commercial approach. Whether it's streamlining deal execution or tailoring advice to fit commercial goals, we're always looking for ways to add value without adding complexity.

Expertise

- Mergers and acquisitions, disposals, and demergers (public and private)
- Commercial contracts and arrangements
- Capital raising for both ASX listed and private entities, including IPOs, rights issues, and secondary raisings on ASX
- Australian regulatory approvals, including ASX, ASIC and foreign investment
- Corporations Act and ASX Listing Rules compliance issues, including continuous disclosure, corporate governance and directors' duties
- Joint ventures, shareholder arrangements, partnerships, management and operational structures
- Capital management initiatives, including share-buybacks and capital returns
- Debt capital market and ASX/ASIC regulatory compliance
- Corporate restructures
- Employee incentive plans for public and private entities

Recent matters *

- Capital raising initiatives by WiSE Medical Solutions
- Intellectual property advice to Hello Molly
- ASX Listing Rule and corporate governance advice to Camplify
- Business sale of Pinstripe Media to Private Media
- Competitive sale process of Computer Room Solutions
- ASX-listed Lion Energy's green hydrogen joint venture with Mitsubishi and Samsung
- Dye & Durham's acquisition of shares in NebuLAW
- Sale by shareholders of Quorum Systems to Evergreen
- The Yard Gym on strategic investment by Rob Deutsch and associated corporate governance arrangements
- Formation of Rethink Group's mortgage broking joint venture
- Acquisition of PaulCamper by Camplify for cash and scrip consideration and associated capital raising by Camplify
- Sale of VisionFlex by Adcock Private Equity (and others) to ASX-listed 1st Group for scrip consideration
- Dowra Education's sale of Macleay College to The Fashion Institute
- IPO and ASX listing of Gold 50
- Sale of Gradability (Performance Education) to Seek
- IPO and ASX listing of Cadence Opportunities Fund listed investment company

*Some of the above matters were completed by the relevant principal at a different firm.

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Technology

McCabes has expertise across technology, intellectual property, outsourcing and telecommunications.

Led by Principal Richard Chew, our group specialises in advising on complex outsourcing arrangements, IT and commercial telecommunications transactions, technology and IP commercialisation, strategic procurement and sourcing, vendor management, and negotiated company and business mergers and acquisitions across a wide range of industries.

In addition to Richard's extensive work supporting Australian commercial transactions, Richard has strong experience advising clients across the Asia-Pacific region, including China, Thailand and India.

Our technology and telecommunications capability is strengthened by practical industry insight and hands-on experience managing development teams, major technology delivery projects and high-value commercial matters on a global scale.

McCabes provides proven expertise across commercial telecommunications transactions, major outsourcing, commercial and government procurement, IT disputes and settlements, technology and IP commercialisation, SME corporate support and M&A transactions with an IPT component.

The firm's enhanced capability in IT, outsourcing and telecommunications significantly complements and strengthens our existing corporate offering. By integrating specialist IPT capability into our broader transactional practice, McCabes delivers a compelling proposition to the Sydney market, providing clients with the full suite of intellectual property, technology and communications services expected of major full-service commercial firms in Australia.

With this expanded expertise, McCabes is well positioned to support the increasing number of corporate transactions requiring specialist IPT input, elevating both the depth and breadth of service available to our clients.

Expertise

- Specialist expertise - outsourcing, IT and commercial telecommunications arrangements, technology and IP commercialisation, strategic procurement and sourcing, and vendor management.
- Strong client relationships - Telstra, Electrolux, IFS Australia, Alcidion, Hyundai Capital, Sinch, and Westpac.
- International experience and contacts - externally focused with a strong emphasis on the Asia Pacific region, including China, Thailand and India.
- Demonstrated leadership - led and managed major technical, customer support and operational teams and the end to end process for technology projects as a supplier and as a customer

Recent matters *

- Acting on some of the largest outsourcing transactions in Australia (eg., a 10 year, $1 billion telecommunications outsourcing with a major bank) and in the Asia Pacific region (eg., a major business process outsourcing by a major bank to a NASDAQ listed supplier in India).
- Acting on some of the largest business critical IT transactions in Australia and the Asia Pacific region (eg., a core-banking system replacement project and outsourcing services for two major Thai banks and a POS system replacement for a major Australian retailer).

*Some of the above matters were completed by the relevant principal at a different firm.

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Employment, Workplace Relations & Safety

McCabes Employment, Workplace Relations and Safety Group assist employers by helping them navigate the heavily regulated and ever-changing area of employment law.

The group guides clients through times of growth and change with precise and timely commercial advice on contentious and non-contentious matters that span the life cycle of the employment relationship. Its aim is to help clients forge ahead despite the external pressures of the dynamic employment environment.

The group has experience across most industries, including government, insurance, security, clubs, hospitality, retail, health, manufacturing, clerical, transport and logistics, real estate, building and construction, schools and higher education.

As well as the provision of solutions-focused advice, the group educates employers through its board advisory and compliance/regulatory training, newsletters, and seminar series, and provides face-to-face and virtual training to clients on a variety of employment, industrial and safety law topics.

Expertise

- Employment agreements from factory floor to C-suite
- Contractor agreements
- Workplace policies
- Boardroom disputes and severance claims
- Employee benefits and executive compensation, including incentive plans
- Statutory compliance
- Workforce planning, management and disputes
- Termination of employment
- Workplace investigations, including in respect of bullying, discrimination, harassment, employee misconduct and employee complaints
- Management of injured workers
- Business protection through mechanisms such as post employment restraints
- Defence of all employee claims, including unfair dismissal, general protections, discrimination and breach of contract

Recent matters *

- Providing employment advice to Australian businesses throughout COVID-19, including issues with working from home, vaccinations, work health safety issues, JobKeeper and other programs.
- Acting for the University of Technology, Sydney in a range of unfair dismissal, general protections, discrimination and other actions.
- Acting for Australian-based subsidiary of a Chinese construction and engineering company with employee termination.
- Acting for a large Australian supermarket chain in claims for reinstatement of injured workers, including before the Full Bench in Hickey v Coles Group Supply Chain.
- Acting for the security industry in Full Bench proceedings regarding rostering practices and in relation to whether a low paid authorisation should issue

*Some of the above matters were completed by the relevant principal at a different firm.

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Financial Services & Financial Institutions

McCabes' specialist Financial Services and Financial Institutions Group, led by Principal Michael Bracken, provides clients with expert financial services legal and regulatory advice and extensive financial services industry knowledge and experience, which combine to deliver sector specific strategic advice across the banking, insurance, payments and related fintech and digital financial services sectors.

Michael Bracken is a leading financial services lawyer with nearly four decades of experience advising financial institutions, insurers, banks, mutuals and corporate clients. He is recognised for his expertise in financial services regulation, prudential regulation, governance, insurance, banking, payments, funds management and the mutual sector.

Michael advises boards, directors, senior executives and regulated entities on complex regulatory, corporate, transactional and commercial matters, including licensing, compliance, governance, product development, distribution, digital banking, fintech and payment solutions. Known for his pragmatic and commercially focused approach, he helps clients navigate evolving regulatory frameworks and to bring innovative financial products and services to market.

Michael has specialist expertise in prudential regulation, governance and the mutual sector and in addition he has a particular interest in fintech, platforms and the digital economy. He advises clients on the development and launch of innovative financial products, services and platform solutions.

His extensive financial services industry knowledge and a comprehensive understanding of the regulatory landscape including ASIC and APRA regulatory policy, enables him to assist and advise clients with regulatory investigations and enforcement action including to advise on and manage financial, reputational and operational risk. Michael's deep experience across the full commercial lifecycle of a financial services business delivers practical, solutions-focused advice for clients in highly regulated environments.

His areas of expertise include:

- Financial Services Regulatory - AFS licensing, distribution, product development compliance, regulatory change and reform
- Insurance and reinsurance (domestic and transborder) – insurance regulatory framework, insurance products and policy creation, insurance company establishment and underwriting structures, portfolio transfers, run off schemes, distribution and broking, prudential supervision, capital requirements
- Banking – customer owned banks, prudential regulation, credit and digital banking
- Payments, fintech, digital assets and platforms
- Private Health Funds
- Mutuals, discretionary mutual funds and risk transfer arrangements
- Financial Services Sector – Corporate Advisory, Transactional and M&A
- Regulatory Investigations and enforcement
- Board Governance, Corporate and Director Risk

Recent matters *

- Advising an overseas private equity firm on the establishment of a payment services entity in Australia including AFS licensing, virtual card issuance, development of the payment services product, governance infrastructure, commercial partner and distribution arrangements, outsourcing, regulatory negotiations and market launch.
- Advising a wholesale insurance broker on governance structure and Governance, Risk and Compliance policy suite including specialist prudential advice on APRA prudential standards for regulated insurer and reinsurer due diligence.
- Established new discretionary mutual in the agricultural risk sector including structure, Board establishment, prudential governance and regulatory approval for issue of Miscellaneous Financial Risk Product under financial services regime.
- Advising a funds management group on the suspension of its AFS licence, ASIC's investigation into governance and reporting obligations, and negotiations leading to restoration of its licence.
- Advising the Insurance Council of Australia and its members on various regulatory change matters, drafting several applications to ASIC for industry and regulatory relief including meetings with regulators.
- Advising a mutual entity involved in the private health insurance sector on capital raising options and drafting framework and amending Constitution to implant mutual capital instrument provisions.
- Providing due diligence and regulatory advice to Aviva PLC (UK Listed insurer) on the Australian arm of its strategy and transaction to enter the Lloyds market by way of an acquisition of Probitas underwriting syndicate, including its Syndicate 1492 interest, Lloyds corporate member, managing agent and international distribution entities, including Australian regulatory, due diligence, FIRB, transaction structure and post-completion matters.
- Advising the Code Governance Committee Association and Code Governance Committee which are independent bodies monitoring and enforcing insurers compliance with the General Insurance Code of Practice, on structural arrangements.
- Providing comprehensive corporate, regulatory and strategic advice to an underwriter regarding the transition of its current outsourced A+H Claims Business back in-house including claims management and claims payments under a third-party provider arrangement.
- Providing extensive advice to an underwriting agency on the financial services money handling regulations and utilisation of broker account and trust account for compliance under the financial services regime including reporting rules and related requirements under Division 2 Part 7.8A Corporations Act regarding the Client Money Account.

*Some of the above matters were completed by the relevant principal at a different firm.

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Property

McCabes' Property Group has experience offering a comprehensive range of legal property services across the public and private sectors and in a broad range of industries. Our experienced team enables us to deliver practical, cost-effective, timely solutions for our clients.

Australia has a dynamic property and leasing environment where legislative requirements and industry practices are evolving. Our group has advised on routine and complex commercial and retail leasing across all Australian jurisdictions, including for international clients.

Our group is committed to investing in innovation and technology to be able to provide a better transactional experience. We work closely with our clients to determine the best approach for each property transaction. We do this by actively engaging with our clients to anticipate project costs, identify risks and implement strategies to prevent issues from escalating and disrupting the progress of a transaction.

Our group are highly skilled negotiators with significant expertise in major residential and commercial property developments, including advising on structuring, funding, site acquisition/ due diligence, sub-division and preparation of off-the-plan contracts for sale, and divestment of strategic sites to developers in an effective manner for our clients.

Expertise

- Acquisitions and sales, including due diligence and report preparation
- Building and construction contracts
- Company title
- Compulsory acquisition
- Conveyancing
- Crown land leasing
- Leasing and licensing
- Strata and community title advisory, by-law preparation, and disputes
- Property management and development
- Property trusts and joint venture structures
- State taxes, GST and capital gains tax advice
- Syndicated property investments
- Telecommunications leasing, licensing, and associated

Recent matters

- Acting for a property developer in respect of its proposed site acquisition, including advising on the proposed terms of offer and structure of the proposed transaction documents.
- Acting on behalf of State Government Building Commissioner in property related matters.
- Acting for a property developer in respect of acquisition of a development site, including due diligence enquiries and preparing call option deeds that allowed the client to lodge any application for development approval.
- Acting for a vendor selling by tender 5 non-contiguous floors in a strata-titled Sydney city office building, including preparing tender documentation enabling sale of all lots in one line, sale of lots individually, or sale of a combination of lots, as well as complex disclosures relating to fire safety orders and unauthorised use of common property.
- Acting for a landowner on the sale of a strategically significant site to an ASX-listed developer, including advising on proposed terms of offer and structure of transaction documents with substantial re-drafts to better protect vendor-client, including advice on sensitive tenancy matters affected by sale.

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Private Clients

The Private Clients Group specialise in estate and succession planning, asset protection structuring and business succession planning for high net wealth individuals, family businesses and large corporate entities.

Led by senior practitioners with in-depth commercial knowledge and strong technical expertise in all areas of estate and trust law, our focus on quality, confidentiality, and attention to detail has allowed the group to develop a reputation for excellence and discretion.

All our lawyers work hard to understand the specific needs and requirements of our private clients. Working closely with our clients' other professional advisers (including accountants and financial planners), we provide strategic, timely and bespoke advice across an extraordinarily broad range of practice areas to ensure that our clients' personal wealth is protected and preserved for future generations.

Our expertise is on providing certainty for our clients and pragmatic legal advice, with a focus on:

- Estate planning to achieve asset protection and tax efficiency
- Asset protection to reduce risk exposures
- Business succession planning
- Estate administrations and estate disputes
- Trusts advice – including discretionary, unit, hybrid or special trusts

Expertise

- Wills, including testamentary trusts
- Enduring Powers of Attorney and Appointments of Enduring Guardian
- Superannuation and Life Insurance
- Memoranda of Wishes and Reasons
- Asset Protection and Business Succession Planning
- Binding Financial Agreements
- Loan Agreements and Mortgage documents
- Business succession and buy/sell arrangements
- Ancillary funds and charities
- Deeds of Family Arrangement
- Probate and Letters of Administration, including resealing of grants and complex applications
- Rights and duties of executors and trustees

Recent matters

- Preparation and drafting of testamentary trusts and capital protected trusts linked with detailed memoranda of wishes and reasons (in anticipation of claims for provision under the Succession Act).
- Preparation and drafting of discretionary trusts, unit trusts and hybrid trusts with unit holder agreements (and linked shareholders agreements for corporate trustees).
- Refinancing, restructuring advice, including succession planning and corporate structure advice to clients.
- Acting on behalf of a beneficiary of a multi-million- dollar trust/estate in highly contested proceedings commenced by the trustee pursuant to s63 of the Trustee Act 1925 (NSW).
- Administration of large estates, including an estate recently administered to probate with assets in excess of $70 million including hotel-related assets.

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