



## Rania Seoud

### Special Counsel

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## OVERVIEW

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

Rania has over nine years' experience in corporate law with a focus on 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 of arrangements, mergers and general corporate law and ASX listing rule compliance advice. She also advises on private equity transactions for unlisted companies including mergers, acquisitions, divestments and private capital raisings (including venture capital and early stage funding), as well as compliance and regulatory issues under the *Australian Corporations Act 2001 (Cth)*.

Rania advises many clients in the FMCG, technology and life sciences sectors (including start up and established technology / biotechnology companies).

## ACHIEVEMENTS

- Listed in *The Best Lawyers: Ones to Watch in Australia*™ for Equity Capital Markets Law, 2023-2025
- Recognised by *Lawyers Weekly* as a finalist in the 30 Under 30 Awards for 'Mergers and Acquisitions', 2023

## 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 April 2024, ESG–Australia – Consultation Material for the 5th Edition of the Corporate Governance Council Principles and Recommendations Released
- 16 August 2018, AGM Season is Fast Approaching – Are You Ready?
- 18 May 2017, Proprietary companies to be able to access crowd sourced funding
- 10 April 2017, Part 3: Looking to become a CSF intermediary under the new Australian crowd sourced funding regime?
- 10 April 2017, Part 2: Looking to raise capital under the new Australian crowd sourced funding regime?
- 10 April 2017, Part 1: What is the new Australian crowd sourced funding regime?

## NEWS & EVENTS

- 22 June 2018, K&L Gates Advises Wattle Health Australia Limited on Organic Dairy Project Financing

## AREAS OF FOCUS

- Capital Markets
- Public Companies

## REPRESENTATIVE EXPERIENCE

- Advised and acted in the successful initial public offering and ASX listing of a number of public companies including but not limited to PayGroup Limited (ASX:PYG); SelfWealth Limited (ASX:SWF); Sienna Cancer Diagnostics Limited (ASX:SDX); Wattle Health Australia Limited (WHA); Adherium Limited (ASX:ADR) and Paradigm Biopharmaceutical Limited (ASX:PAR).
- Represented The Sustainable Nutrition Group Limited (ASX: TSN) in its merger with Elixinol Wellness Limited (OTCMKTS: ELLXF, ASX: EXL). The merger transaction was implemented by way of a Federal Court approved Scheme of Arrangement.
- Represented Freightways Group Limited (NZX: FRW; ASX: FRW in its ASX listing as an ASX Foreign Exempt Listing. Freightways was already listed on the main board of the New Zealand Stock Exchange and the ASX listing completed a dual listing strategy for the company. At the time of the ASX listing, Freightways had a market capital of approximately AU\$1.6 billion.
- Acted for Sienna Cancer Diagnostics Ltd (ASX:SDX) on a merger by way of a court approved scheme of arrangement with BARD1 Life Sciences Ltd (ASX:BD1) (a medical technology company developing non-invasive cancer diagnostics), under which BARD1 acquired 100% of the issued share capital in SDX.

- Represented HITIQ Limited (ASX:HIQ) in its 2023 capital raising. The capital raising consisted of a placement and non-renounceable rights issue offer with attaching options.
- Drafting and negotiating investment legal documentation including term sheets, disclosure documents (e.g. prospectus), rights issue offer documents (secondary raisings), subscription agreements, shareholders agreements, joint venture agreements, convertible notes, director / executive appointment documentation, and underwriting agreements / lead manager mandates.
- Acted for QSR International Pty Ltd in the sale of its Australian based technology business to a US based specialised technology private equity firm.
- Acted for Wattle Health Australia Limited (WHA) in its AU\$74 million capital raising in June 2018. The capital raising consisted of a non-renounceable retail entitlement offer of AU\$33.9 million, an AU\$20 million private placement to institutional investors and a debt facility of AU\$20 million.
- Acted for Traffic Technologies Limited in its successful 2018 capital raising (rights issue).
- Acted for Avita Medical Limited (AVH) in its AU\$17 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 Prima BioMed Limited (PRR) in its 2017 capital raising and US registered offering on NASDAQ. PRR is a biotechnology company developing immunotherapeutic products for cancer and autoimmune diseases.
- 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 CHES Depositary Interest (CDI) IPO listing on the ASX to establish a dual listing on the TSX Venture Exchange (a Canadian stock exchange) and the ASX.
- Advised on compliance for a number of underwriters on various capital raisings across multiple jurisdictions.
- 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 private and public companies on various matters including rights issues, meeting documents, placements, options, warrants, capital raisings, and employee share/option schemes.
- Advised ASX listed clients on Australian Corporations Act and ASX Listing Rules compliance (including drafting various policies), corporate governance and other regulatory issues (including share market manipulation, director duties, relevant interest considerations, and disclosure obligations).
- Advised on requalification on the ASX under chapter 1 of the ASX Listing Rules.