



Matthew Cumming

Managing Partner, New York Office

New York

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Bar Admission

New York, USA 2005
Ontario 2003

Law School

Cambridge University
University of Toronto

Practices

Mergers & Acquisitions
Capital Markets
Real Estate
Public Companies
REITs

Industries

Global Metals & Mining
Private Equity & Investments
Pension Funds Group

US and International Markets

US Markets

Whether engaged with private or public entities, Matthew's strategic leadership, pragmatic approach, keen business sense and creativity allow him to get the transaction done.

Matthew is the Managing Partner of our New York office, Co-Head of our National Private Equity Group and a Partner in our M&A and Securities Group. He has led a broad range of transactions, including public and private mergers and acquisitions, strategic alliances and joint ventures, co-investments, financings, reorganizations and other private equity and securities-related dealings. Matthew also regularly advises boards of directors and special committees on corporate governance matters. His experience spans a variety of industries, including REITs, mining, financial services, communications and media and technology. With each file Matthew guides the strategic vision, negotiation and execution of the transaction, while always being cognizant of the client's objectives and their desire for counsel that is responsive to their inquiries and needs.

Matthew "stands out" in the field of M&A.

— THE INTERNATIONAL FINANCIAL REVIEW (IFLR) 1000

Matthew has played a significant role in a number of complex mergers and acquisition transactions. Representative public transactions include the following:

- OMERS Infrastructure in its proposed \$3.25 billion acquisition of an equity interest in 407 International Ltd., which holds the world's first all-electronic, open-access toll highway
- Ontario Teachers' Pension Plan, Canada Pension Plan Investment Board, Caisse de dépôt et placement du Québec and Alberta Investment Management Corporation, in connection with Maple Group's \$3.8-billion acquisition of each of TMX Group, CDS and Alpha, resulting in the creation of an integrated clearing and exchange group in Canada
- Slate Asset Management L.P. in connection with its sale of a minority non-voting interest to Goldman Sachs Asset Management's Petershill Program
- Slate Asset Management L.P. in its C\$1.14 billion acquisition from Cominar REIT
- Slate Asset Management L.P. in its going-private acquisition of Huntingdon Capital Corp.
- Slate Asset Management L.P. in connection with the formation and

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financing of multiple private equity funds, including Slate Canadian Real Estate Opportunity Fund I L.P., Slate European Real Estate Limited Partnership I and Slate European Real Estate Limited Partnership II

- Sun Life Financial in its acquisition of Bentall Kennedy Group, one of North America's largest real estate investment advisors and providers of real estate services
- OMERS Infrastructure in its \$2 billion unsolicited take-over bid for Teranet Income Fund, a leader in the delivery and transformation of statutory registry services, and Teranet's subsequent extension of its license arrangements with the Province of Ontario in consideration for a payment of \$1 billion and Teranet's \$2.1 billion financing
- Manulife Capital in connection with multiple private equity investments and co-investments
- Consortium of international Private Equity funds in connection with their acquisition of a majority interest in a privately-held Canadian retail business
- European Private Equity fund and family office in connection with their acquisition of a majority interest in a privately-held Canadian agribusiness
- CEF Holding's acquisition (together with a consortium of other private equity partners) of IAMGOLD's Niobec Mine
- Nieuport Aviation Infrastructure, as consortium lead, in connection with the consortium arrangements for the acquisition of the Billy Bishop Toronto City Airport passenger terminal from Porter Aviation
- OMERS Infrastructure in connection with its investment in an independent power producer in Ontario
- Special committee of Newfoundland Capital Corporation in connection with its acquisition by Stingray Digital Group
- Orocobre Limited, a global lithium carbonate supplier, in connection with its acquisition of Advantage Lithium by way of plan of arrangement
- Oil Search in connection with its US\$2.2 billion offer for, and takeover battle with Exxon Mobil over, InterOil, a NYSE-listed oil and gas company
- Royal Gold, Inc. in its contested \$749 million acquisition of International Royalty Corporation by plan of arrangement
- Slate Retail REIT in its going-private acquisition of Slate U.S. Opportunity (No.3) Realty Trust
- BioSteel Sports Nutrition Inc. in its sale of a majority stake to Canopy Growth Corp.

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- Special committee of ATS Andlauer Income Fund in connection with the unsolicited insider take-over bid by Andlauer Management Group

Matthew is recognized by Chambers Global for his expertise in Private Equity in Canada – he is the only U.S.-based lawyer to receive such a ranking. Matthew is recognized in *The Canadian Legal Lexpert Directory* as a leading lawyer in the areas of corporate finance and securities, corporate mid-market, corporate commercial law, private equity and M&A. In 2014, he was selected by *Lexpert* as one of the Rising Stars – Leading Lawyers under 40.

Matthew is the co-author of *Shareholder Remedies in Canada* (LexisNexis Canada, 2009), a leading text on shareholder remedies. He was also an adjunct professor at the University of Toronto Faculty of Law for several years, where he taught a class on shareholder rights and activism.

Prior to joining the firm, Matthew clerked for the Honourable Mr. Justice John C. Major at the Supreme Court of Canada and then practised corporate and securities law at a leading New York-based international law firm. He holds a BA from Yale University (1998, Economics), a JD from the University of Toronto (2002, Bronze Medallist), and an LLM in Commercial Law from Cambridge University (2004, First Class Honours).

Awards & Rankings

Chambers Global

Foreign Expert: Private Equity: Buyouts

Lexpert - 2014

Rising Stars – Leading Lawyers under 40

The Canadian Legal Lexpert Directory

Leading Lawyer: Corporate Commercial Law; Corporate Finance & Securities; Corporate Mid-Market; Mergers & Acquisitions and Private Equity

Lexpert Special Edition – Finance and M&A - 2020

Leading Lawyer

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IFLR 1000 Guide to the World's Leading Financial Law Firms

Rising Star: M&A

Recent Experience

- **Slate Grocery REIT completes C\$75M Bought Deal Financing**
December 10, 2020
- **Computacenter plc completes arrangement with Pivot Technology Solutions, Inc.**
November 02, 2020
- **Orocobre Limited acquires all remaining issued and outstanding common shares of Advantage Lithium Corp.**
April 17, 2020
- **SNC-Lavalin completes sale of 10.01% stake in 407 International Inc. for C\$3.25B**
August 07, 2019

Recent Insights

- **On Target: 2021 Private Equity Outlook**
January 05, 2021
- **Canadian Registration Compliance Services**
January 05, 2021
- **9 Key Takeaways from the McCarthy Tétrault “Our Common Frontier: What the Next President of the United States Means for Canada” Panel**
November 19, 2020
- **Cross-Border M&A: Top 10 Considerations for U.S. Acquirers of Canadian Targets**
September 14, 2020

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Events

- **Private Equity Outlook Webinar**
February 03, 2021
- **Our Common Frontier: What the Next President of the United States Means for Canada**
November 10, 2020
- **Distressed M&A in Canada - Key Issues and Opportunities**
June 24, 2020
- **U.S.-Canada Update: Key Cross-Border Issues in 2019**
April 30, 2019