

## John Ciardullo

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### Law Practice

John Ciardullo is a partner in the Toronto office of Stikeman Elliott, who practices corporate and securities law, with a particular emphasis on public mergers and acquisitions. Mr. Ciardullo also has significant experience with proxy contests and contested shareholder meetings and represents issuers and underwriters in a wide range of corporate finance transactions.

Mr. Ciardullo is recognized in Chambers Global's *Guide to the World's Leading Lawyers for Business*, *The Best Lawyers in Canada 2010* and PLC's *Which Lawyer?* as a recommended lawyer for Corporate/Mergers and Acquisition transactions. He was also selected by *The Canadian Legal Lexpert Directory* as one of the Top 40 under 40 Lawyers in 2007.

From 2008-2010, Mr Ciardullo was a member of the Securities Advisory Committee to the Ontario Securities Commission, a body that provides advice to the Commission and its staff on a variety of matters including policy initiatives, capital markets trends and legal, regulatory and market implications of Commission rules, policies, operations and administration.

### Publications & Conferences

Mr. Ciardullo has authored many articles and publications and speaks regularly on topics related to mergers and acquisitions. Recent publications and speaking engagements include:

- Proxy Solicitation Strategy – Lexpert: Winning the Vote – June 8, 2011;
- Advising the Board During Mergers, Acquisitions and Takeovers – Osgoode CLE – January 26, 2011;
- Shareholder Activism, Contested Meetings & Proxy Contests – Queen's University – March 1, 2010;
- Lessons from the Market - Article published in the 2010 International Financial Law Review's IFLR M&A Guide;
- Shareholder Activism: Exploiting Opportunities – October 19-20, 2010;
- Advising the Board During Mergers, Acquisitions and Takeovers – Osgoode CLE - February 19, 2010;
- M&A in Canada - Article published in the 2009 IFLR M&A Guide;
- Advising the Board During an Acquisition – Osgoode CLE - January 20, 2009;
- Shareholder Activism – The Management Defence – Lexpert Shareholder Activism Conference – October 30, 2007;
- Shareholder Activism and Contested Shareholders' Meetings – Special Concerns – OBA Conference – February 22, 2007;

- Advising the Board of Directors During a Merger, Acquisition and Takeover – Osgoode CLE - October 4, 2006;
- Corporate Governance throughout the M&A Deal – Advising Boards – M&A Conference – April 3, 2006;
- U.S. and International investors set sights on Canada - Article published in the 2006 IFLR M&A Guide;
- Cross-border M&A - Article published in the 2005 Lexpert/American Lawyer Media Guide;
- Canada's New Liability Law Focuses First on Deterrence - Article published in the November 2004 edition of the IFLR magazine; and
- Practical Advice for Corporate Directors Following Recent High-Profile Debacles - Article published in 2003 edition of the Federated Press Corporate Governance Journal.

## **Representative Work**

Mr. Ciardullo has been involved in many of Canada's leading M&A transactions. Recent matters that Mr. Ciardullo has been involved in include:

- Counsel to Vector Aerospace in the sale of the company to EADS;
- Counsel to Potash Corporation of Saskatchewan in its successful defence of BHP Billiton's US\$38.6 billion unsolicited take-over bid;
- Counsel to Vale in its \$19.9-billion acquisition of Inco and in its unsolicited take-over bid for Canico Resource Corp;
- Counsel to Bema Gold in the sale of the company to Kinross Gold for \$3.1 billion;
- Kinross Gold's \$7.1 billion acquisition of Red Back Mining;
- Counsel to the Essar Group in its \$1.8 billion acquisition of Algoma Steel;
- CIP Group's acquisition of Stratos Global Corporation;
- Counsel to Dover Industries in the sale of the company to Parrish & Heimbecker;
- Counsel to Adastra Minerals in its defence of the unsolicited take-over bid by First Quantum Minerals;
- Counsel to Gold Fields Ltd. in its acquisition of Bolivar Gold Corp. and the accompanying securities litigation involving Scion Capital LLC;
- Vincor's successful defence of the Constellation Brands unsolicited take-over bid and the subsequent negotiated transaction;
- Counsel to Creo Inc. in the sale of the company to Eastman Kodak Corp.;
- The privatization transactions involving Magna International Inc. and its former public subsidiaries Decoma International, Tesma International and Intier Automotive;
- The related-party transactions involving Magna Entertainment Corp. and MI Developments Inc.;
- Counsel to the acquiror in the going-private transaction involving Cara Operations Limited;
- The merger of AT Plastics and Acetex Corp;
- Counsel to issuers and activist shareholders in numerous proxy contests and contested meetings including those involving Biovail Corporation, Creo Inc., Vector Aerospace, AMR Technologies, Leitch Technology, RX Exploration, Tri-North Capital and Dexit; and
- Counsel to issuers, underwriters and selling shareholders in a variety of corporate finance transactions including counsel to the Government of Canada in the sale of its equity stake in Petro-Canada (at the time, the largest equity offering in Canadian history) and counsel to Centerra Gold in the \$900 million secondary offering by Cameco Corp.

## **Education**

Queen's University (LL.B 1995), University of Waterloo (1988-1991).

**Bar Admission**

Ontario, 1997