

Drafting M&A Agreements: Key Provisions and Practical Insights

Business Law

Date:

Wednesday, October 22, 2025 | 9:00 am to 12:30 pm

Location

Live Online

Program Chairs:

Michael Carey, EY Law LLP
Hyunju (Crystal) Park, Gowling WLG (Canada) LLP



This program contains:
3hr 30m of Substantive Content

Join us for an in-depth examination of private M&A agreements, with a focus on practical drafting strategies. Through a series of focused sessions, experienced practitioners will examine core elements and critical clauses, highlighting how these provisions work together to allocate risk, protect client interests, and ensure successful transactions.

Register now and gain the tools to handle private M&A agreements effectively and confidently.

9:00 am	Welcome and Opening Remarks	11:05 am	Earn-outs Gordon Chan, Loopstra Nixon LLP Examine how earnouts can bridge valuation gaps, the complexities of drafting performance metrics, and the implications of post-closing management on earnout calculations.
9:05 am	Drafting Essentials Allan Ritchie, Loopstra Nixon LLP Learn techniques for achieving clarity, precision, and consistency in your agreements, including: <ul style="list-style-type: none">essential components of any good contractramifications of ambiguous wording and how to avoid trapscommon ethical errors in draftinghandling unforeseen circumstances	11:25 am	Indemnifications Aaron Vieira, Stikeman Elliott LLP James Sifakis, Stikeman Elliott LLP Examine the role of indemnification provisions in M&A as a key mechanism for allocating post-closing risk. Our panelists will address the scope of indemnifiable losses, common limitations such as caps, baskets, and survival periods, and more.
9:45 am	Representations & Warranties Luke Hills, Gowling WLG (Canada) LLP Practical guidance on representations and warranties in M&A agreements, including: <ul style="list-style-type: none">key differences in perspective between sellers and buyersscope and limitationsstrategies for balancing protection with deal efficiency	12:00 pm	Other Key Considerations Caroline Samara, McMillan LLP Overview of other important considerations in M&A agreements, including IT and IP considerations, as well as employee and benefits matters such as retention, change-in-control provisions, and integration planning.
10:10 am	Covenants & Conditions Gurinder Gujral, Fasken Martineau DuMoulin LLP Gain critical insights on key pre- and post-closing covenants and closing conditions. We will highlight common pitfalls, and offer practical guidance on aligning covenants and conditions with the overall transaction structure and business objectives.	12:25 pm	Wrap Up & Closing Remarks
10:30 am	Health Break	12:30 pm	Program Concludes
10:45 am	Holdbacks & Payment Provisions Linda Tu, Blake, Cassels & Graydon LLP Alyssa Moses, Blake, Cassels & Graydon LLP Understand the mechanics of holdbacks, including their role in securing indemnification and addressing post-closing risks, as well as key considerations in drafting payment provisions.		

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Questions? pd@oba.org