

HOWARD M. DRABINSKY

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Howard Drabinsky is a respected business law practitioner with exceptional expertise in capital markets and securities law, and mergers and acquisitions. He assists domestic and international public and privately owned businesses in various industries including media, communications and entertainment, and manufacturing, and is a leader of the firm's Media, Communications & Entertainment Group.

Recognized by IFLR1000 Financial and Corporate Guide 2020 and Chambers Canada (2020) as a leading lawyer in gaming and licensing, Howard counsels gaming organizations, and gaming supply and support companies on a wide range of matters.

Howard has proven strength in facilitating cross-border business combinations, asset purchases and sales and distribution arrangements. Well-versed in all aspects of public and private transactional financing, he provides comprehensive, start-to-finish guidance on everything from entity structure and governance to regulatory approvals.

Highly regarded for his counsel to boards of directors and senior management, Howard advises on corporate governance, regulatory compliance and shareholder relations, and controversial shareholder disputes. Working frequently with owner-managed businesses, he is familiar with the challenges that arise out of relationships among business partners and family members. In resolving these matters, Howard takes a long-view perspective that extends beyond the immediate transaction or controversy, ensuring that results reflect the company's strategic objectives and business goals.

A leader in the corporate community, Howard serves as an officer and director of several public and private companies. This experience gives him valuable insight into the concerns and responsibilities of senior management, allowing him to work in partnership with them as a trusted counselor, advisor and peer.

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Expertise: Business Law, Capital Markets & Securities, Manufacturing, Media, Communications & Entertainment, Mergers & Acquisitions

Location: Toronto

Phone: 416.307.4033

Position/Title: Partner, Business Law

Directorships & Affiliations:

- Carthew Bay Technologies Inc.
- Volunteer Director, *Integrative Management Challenges Course* -- University of Toronto, Joseph L. Rotman School of Management
- Canadian Bar Association
- International Masters of Gaming Law
- International Association of Gaming Law Attorneys

Publications:

- "Speaker's Corner: Fantasy sports perfectly legal," Law Times (October 10, 2016)

Education & Admissions:

Degree: Called to the Ontario bar

Year: 1982

Degree: BCL , LLB

University: McGill University

Year: 1980

Rankings & Recognition:

- Recognized by *IFLR1000 Financial and Corporate Guide 2020* as a Notable Practitioner in Gaming, Entertainment, Sport
- Recognized by *Chambers Canada (2020)* as a leading lawyer in the area of Gaming & Licensing
- *2019 IFLR1000 Financial and Corporate Guide* - Notable Practitioner in Gaming, Entertainment, Sport
- *2019 Chambers Canada*: Recognized Practitioner of Gaming & Licensing
- *2018 Chambers & Partners – Canada*: Recognized Practitioner, *Nationwide - Canada, Gaming & Licensing*
- *2018 IFLR 1000 Financial and Corporate Guide* - Notable practitioner: Gaming Entertainment, Sport
- Received a "BV" Peer Rating from Martindale-Hubbell

Representative Matters:

- Canadian counsel to Scientific Games (Nasdaq: SGMS) in its C\$775 million (or US\$631 million) acquisition of NYX Gaming Group (TSXV: NYX)
- Canadian counsel to Refresco Group N.V. (Euronext:RFRG) in its US\$1.25 billion acquisition of Cott Corporation (NYSE:COT; TSX:BCB)
- Led a team in advising SG Canada Acquisitions Inc., a wholly-owned subsidiary of Scientific Games Corporation (Nasdaq: SGMS), in acquiring all of the outstanding common shares of DEQ Systems Corp. (TSXV) for a cash payment of C\$0.38 per common share
- Canadian counsel to Experis, part of the ManpowerGroup (NYSE: MAN) family of companies, in connection with its acquisition of a majority ownership of Veritaaq Technology House Inc.
- Advising Scientific Games Corporation, an international gaming supply and support company providing gaming solutions to lottery and gaming organizations worldwide on a variety of issues including licensing, registration and other regulatory matters
- Advised Tabcorp Inc., an Australian based worldwide leading sports wagering, racing media and Keno operator, on a variety of issues including licensing, registration and other regulatory matters
- Counsel to Quebec Jockey Club in connection with a variety of business law matters.
- Acted for Mirvish Productions in the purchase of Toronto's Canon (now "Ed Mirvish") and Panasonic Theatres from Key Brand Entertainment
- Acted for Deluxe Vancouver Ltd., a division of the Deluxe Entertainment Services Group Inc., when it acquired Rainmaker Entertainment Inc., a division of Rainmaker Income Fund, along with Visual Effects UK Limited, Rainmaker's visual effects operation in London, England, for approximately C\$31 million
- Counsel to U.S. and Canadian film production corporations regarding such matters as production and transaction financing, licensing, distribution and related contractual arrangements
- Counsel to Mirvish Productions and other theatrical production corporations regarding such matters as production financing, licensing and related contractual arrangements
- Acted for Mylan Inc. (NASDAQ, TASE: MYL) when it completed its US\$6.8 billion acquisition of Merck KGaA's generics business to become one of the largest quality generics and specialty pharmaceuticals companies in the world
- Acted for VoiceGenie Technologies Inc., a Canadian developer of speech recognition software products, in its sale to Alcatel
- Advising foreign corporations with respect to expansion into Canada, providing assistance with commercial bank lending and other financing sources, regulatory approvals, and identification of marketing and distribution opportunities
- Advising on financial restructurings and contentious shareholder disputes involving public and private

corporations. Counsels directors and officers on their fiduciary responsibilities and advises on related regulatory approvals and public communication concerns

- Advising insurance industry players in connection with acquisitions, divestitures, licensing, policy development, policy interpretation, the legal and business aspects of marketing insurance products, including distribution agreements and all aspects of marketing and regulatory compliance

Industries: Gaming, Manufacturing, Media, Communications & Entertainment

Practices: Business Law, Capital Markets & Securities, Mergers & Acquisitions