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## MODULE DESCRIPTOR

### Module Title

Legal Aspects Of Mergers & Acquisitions

Reference	BSM108	Version	3
Created	February 2017	SCQF Level	SCQF 11
Approved	September 2018	SCQF Points	15
Amended	July 2017	ECTS Points	7.5

### Aims of Module

To provide an understanding of the core legal and contractual techniques pertaining to private mergers and acquisitions (private M&A) under English law for the sale and purchase of target companies or assets - with a focus on M&A transaction, requirement and contractual issues typically encountered in the oil, gas and energy industry.

### Learning Outcomes for Module

On completion of this module, students are expected to be able to:

- 1 Demonstrate a knowledge and understanding of the key contractual and legal aspects of private M&A deals (share or asset deals), including in an oil, gas and energy industry environment.
- 2 Critically describe and assess the process stages towards completion of a private M&A deal.
- 3 Show an advanced capacity to discriminate between private M&A options and requirements, and to select and prioritise options in order to carry out a sale or purchase of oil, gas and energy assets, interest, or target company.

### Indicative Module Content

Introduction to private M&A options and to the structuring of a transaction; The meaning of due diligence and initial M&A arrangements; The SPA and APA sale process: understanding the distinction and initial challenges; The SPA and APA sale process: structuring the contract, warranties and indemnities; Completing the SPA and APA process: interim period obligations, payment and post-closing obligations.

### Module Delivery

This module will be delivered in on campus mode using lectures, online material, assigned reading and research, marked tutorial group activities and a final coursework assignment. It will also be delivered by distance learning using a blend of online material, assigned reading, marked forum posting activities and a final coursework assignment.

**Indicative Student Workload**

	Full Time	Part Time
Contact Hours	30	10
Non-Contact Hours	120	140
Placement/Work-Based Learning Experience [Notional] Hours	N/A	N/A
TOTAL	150	150
<i>Actual Placement hours for professional, statutory or regulatory body</i>		

**ASSESSMENT PLAN**

If a major/minor model is used and box is ticked, % weightings below are indicative only.

**Component 1**

Type:	Coursework	Weighting:	20%	Outcomes Assessed:	1, 2, 3
Description:	Distance Learning: forum postings (Weighting: 20%). Forum postings are assessed as per the pattern described in the module's study guide and according to five criteria - frequency, follow-up, content contribution, references and clarity. On Campus Full Time: Weekly tutorial contributions posted on RGU's Moodle plus one marked FTF presentation at one tutorial class (Weighting: 20%)				

**Component 2**

Type:	Coursework	Weighting:	80%	Outcomes Assessed:	1, 2, 3
Description:	Coursework Essay (Weighting 80%).				

**MODULE PERFORMANCE DESCRIPTOR****Explanatory Text**

The Module is assessed by two components: C1 - Coursework - 20% weighting. C2 - Coursework - 80% weighting. Module Pass Mark = Grade D (40%)

Module Grade	Minimum Requirements to achieve Module Grade:
<b>A</b>	At least 70% on weighted aggregate and at least 35% in each component
<b>B</b>	At least 60% on weighted aggregate and at least 35% in each component
<b>C</b>	At least 50% on weighted aggregate and at least 35% in each component
<b>D</b>	At least 40% on weighted aggregate and at least 35% in each component
<b>E</b>	At least 35% on weighted aggregate
<b>F</b>	Less than 35% on weighted aggregate
<b>NS</b>	Non-submission of work by published deadline or non-attendance for examination

**Module Requirements**

Prerequisites for Module	None.
Corequisites for module	None.
Precluded Modules	None.

**ADDITIONAL NOTES**

This module will now sit within the Oil & Gas Law LLM course and be focused primarily on the particulars of the energy industry.

**INDICATIVE BIBLIOGRAPHY**

- 1 SINGLETON, S., 2018. *Beswick and Wine: buying and selling private companies and businesses*. 10th ed. London: Bloomsbury.
- 2 GORDON, G., PATERSON, J. and USENMEZ, E., 2018. *Oil and gas law: current practice and emerging trends*. 3rd ed. Dundee: Dundee University Press. *ebook*
- 3 RAITIS, J. and others, 2018. *Socio-Cultural Integration in Mergers and Acquisitions: The Nordic Approach*. Springer International Publishing AG. *ebook*
- 4 HARRISON, B., 2020. *Data room management for mergers and acquisitions in the oil and gas industry*. Amsterdam: Elsevier. *ebook*