

Jon Baker

Special Counsel

Perth

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About Jon

Jon Baker is special counsel in the Litigation Practice Group, recognised for his results-focused and strategic approach to complex commercial litigation and dispute resolution, regulatory investigations and enforcement, as well as corporate restructuring and insolvency.

He has acted for Australian, overseas and multinational corporations, including the majority of the corporations in ASX's 20 top market capitalised index. He has acted for these clients in commercial litigation and dispute resolution; corporate restructuring and insolvency; Australian Corporations Act disputes and applications; Australian competition and consumer law, particularly as it relates to "decarbonisation" and ESG commitments made in corporate advertising and publications, including allegations of "greenwashing"; and regulatory investigations and disputes.

Jon advises across all stages of contentious matters, including from early strategic advice, acting as trusted advisor to in-house legal teams and company directors, providing formal written legal opinions, managing major litigation and instructing and working closely with counsel and in-house legal teams. Jon is also an experienced courtroom advocate, having appeared before various Australian state, territory and federal courts.

Jon's cases have set legal precedent and are reported in authorised law reports or are cited in leading legal commentaries. For example, several of Jon's cases are cited in leading Australian Corporations Law commentaries as authoritative decisions.

Clients praised Jon's legal acumen in the Dispute Resolution: Litigation category of *Legal 500 Asia Pacific* 2024, stating "Jon Baker has great knowledge of the law, attention to detail and is always available."

Jon's abilities as a litigator have also been praised by a leading Australian commercial law barrister, who remarked "[...] [p]ut simply, I am very impressed with Jon. He clearly [has] a detailed mastery of the documents and the legal arguments. He is an excellent communicator, both written and oral. [Jon] turns matters on a very timely basis, and his product is always first class."

Experience

Commercial Litigation and Dispute Resolution

- Acting for the major shareholder and the director of an ASX-listed entity in urgent Federal Court of Australia proceedings seeking declarations about the validity of the appointment of the chairperson of the board (matter commenced, trial heard and judgment delivered in less than three weeks).
- Acting for Woolworths Group Limited in its proposal to establish the first Dan Murphy's in Darwin, NT, and acting in multi-party administrative proceedings and court proceedings relating to the proposal. This involved one first-instance administrative decision, two *de novo* merits review proceedings, one NT Supreme Court Full Bench appeal proceeding, defending an urgent injunction and one application for judicial review.
- Acting for Woolworths Group Limited in successfully resisting judicial review proceedings seeking urgent injunctive relief to prevent consideration of an administrative application.
- Acting for a large international oil and gas company in a multimillion-dollar litigation under security of payment legislation in the NT Supreme Court. The dispute related to the construction of a complex multibillion-dollar project, which is one of the largest projects of its type globally.
- Acting for a large Australian ASX-listed miner in respect of claims for professional negligence and/or misleading or deceptive conduct against an Engineering, Procurement, and Construction Management (EPCM) head contractor relating to the design of an ore processing plant and equipment.
- Acting for a corporation in court proceedings involving contractual claims, misleading or deceptive conduct and unconscionable conduct against an Australian state instrumentality in relation to the procure and supply of medical products.
- Acting for an onshore natural gas concern in successfully resisting a merits review of a decision to approve an activity plan under environmental legislation brought by an environmental activist organisation.
- Acting for an onshore gas concern in successfully resisting a judicial review of a decision to grant approval of an activity plan under environmental legislation brought by an environmental activist organisation.
- Acting for an onshore gas concern in defending the first ever court proceedings under the "water trigger" provisions of the *Environmental Protection and Biodiversity Conservation Act 1999* (Cth).
- Advising a European headquartered multinational corporation on its contractual obligations and rights which were impacted by the COVID-19 pandemic.
- Acting for a corporate trustee in relation to a dispute regarding antiquated provisions of a unit trust deed in defence of an action for declaratory relief brought by a former unit holder in the trust.
- Acting for a large proprietary limited company against its insurer, relating to the insurer's refusal to offer the company "run-off" cover under an expired insurance policy.
- Acting for the subsidiary of a large foreign-listed mining services company in respect of an action arising from the terms of a commercial lease agreement and deed of settlement.
- Acting for a large proprietary limited company against its former director seeking the payment of an exit bonus arising from the employee's directorship of the company.
- Acting for a technology services company in respect of amounts owed by a former client under the terms of a software development and maintenance retainer.
- Acting for a landholding subsidiary of a large Western Australian (WA) property landholding concern in respect of claims made by a vendor to a contingent balloon payment arising from the sale and purchase of land.
- Acting for a joint venture partner in an unincorporated joint venture relating to disputes arising from the dissolution and unwinding of the joint venture concern.

Restructuring, Corporate Insolvency and Financial Services Litigation

- Acting for insolvency practitioners in formal appointments as voluntary administrators, receivers, liquidators and deed administrators.
- Acting for secured and unsecured creditors in relation to solvent and insolvent financial exposures.
- Acting for financiers in providing enforcement advice and assisting in enforcement process (including, prior experience in acting for major and second tier Australian banks).
- Acting for a foreign multinational company providing advice on restructuring and formal insolvency appointment options to wind down their Australian subsidiary's operations, as well as for the foreign business' exit from the Australian market.
- Acting for the liquidators of a WA landholding special purpose vehicle controlled by a wealthy Australian family conglomerate, including successfully defending a director's legally novel application for injunctive relief pertaining to the company's records seized by the Australian Federal Police under warrant.
- Acting for the liquidators of a WA land-holding special purpose vehicle controlled by a wealthy Australian family conglomerate in their role as party to an interpleader proceeding concerning company records held by the company's former solicitors.
- Acting for a major Australian bank in successfully defending and crossclaiming in proceedings commenced by a corporate borrower with a financial exposure in the tens millions of Australian dollars. The matter set precedent on Commonwealth and WA legislation and involved an application for Special Leave to the High Court of Australia.
- Acting for the directors and related-party corporation of a WA-based landholding company under external Australian administration, which owned land with significant future residential and commercial development potential. This matter also involved assisting with navigating and contesting legal issues as against the WA government relating to pecuniary penalties imposed by the WA government under the *Environmental Protection Act 1986* (WA) and successfully restructuring the landholding company through proposal and effectuation of a Deed of Company Arrangement, which returned control of the company to the clients.
- Acting for one of the four major Australian ASX-listed banks in relation to its multimillion-dollar exposure to a large ASX-listed shipping services entity. This involved complex strategic advice on recovery options, including cross-border ships mortgage issues, *Personal Property Securities Act 2009* (Cth) advice and the application of the UNCITRAL Model Law on Cross-Border Insolvency (as applied in Australia through the *Cross-Border Insolvency Act 2008* (Cth)).
- Acting for the deed administrators of an ASX-listed media streaming business to successfully restructure the company through court application to mandatorily transfer the listed entity's shares to the Deed of Company Arrangement proponent.
- Acting for the liquidators of a WA-based haulage company and providing detailed legal and commercial advice on *Personal Property Securities Act 2009* (Cth) issues arising from leases of haulage equipment and equipment finance facilities.
- Acting for the receivers and managers of a small-/mid-cap ASX-listed mining entity, whose major asset was an operational gold and copper mine in rural NSW, and a US domiciled mineral investment concern in its role as secured party appointor. The appointment of receivers and managers related to a mineral streaming agreement and associated General Security Agreement. Work on this matter involved providing ongoing receivership advice, including strategic advice on the sale of the company's tenements, and participating in a novel court application to discharge the security of an adversely aligned secured creditor. The receivership resulted in a novel secured-party related party sale to the appointor's corporate group (purchaser was a Chinese-walled special purpose vehicle).

- Acting for a major bank and the receivers and managers of a large family-associated WA engineering services company that involved strategic advice on recovering an AU\$50 million lending exposure.
- Acting for a major ASX-listed bank in defending court proceedings instituted by a borrower for misleading or deceptive conduct in the Supreme Court.
- Acting for the former receivers and managers of an ASX-listed miner, defending proceedings brought against the former receivers and manager in which the receivers were allegedly personally liable.
- Acting for the deed administrators of an ASX-listed mining entity and successfully defending an application brought by a major creditor of the company to set aside a deed of company arrangement.
- Acting for a large Australian construction and landholding corporate group in several legacy proceedings arising from the corporate reconstruction and sale of the parent of the group of entities. The disputes spanned contract law, corporate insolvency law, the Corporations Act regime and planning law.
- Acting for a large-scale, overseas-headquartered onshore oil and gas concern and providing advice relating to breach of directors' duties and accessorial liability claims relating to an Australian subsidiary's entry into finance and security agreements.

Australian Corporations Act Applications and Disputes

- Acting in several matters for shareholders, in shareholder disputes, in both listed and unlisted corporations. This has included providing strategic advice on the shareholder's investment exit strategy.
- Acting for corporations in resisting shareholders' claims.
- Acting for corporations in prosecuting breach of director's duties claims.
- Acting for directors in defending/resisting breach of director's duties claims.
- Advising clients regarding resisting activist shareholder actions, including allegations by shareholders of misleading or deceptive ASX and non-ASX market announcements.
- Acting for applicants in schemes of arrangement under the *Corporations Act 2001* (Cth) (Corporations Act).
- Acting in statutory oppression matters both for minority and majority shareholders.
- Acting for Controlled Thermal Resources Limited (an Australian registered public lithium concern with interests in Californian tenements) in its successful re-domiciliation scheme of arrangement, whereby an entity incorporated in the US state of Delaware was superimposed as the parent company for beneficial tax and equity raising reasons.
- Acting for Tamboran Resources Limited (an Australian registered public onshore gas concern with interests in exploration tenements in the Beetaloo Basin, Northern Territory, Australia) in its successful re-domiciliation scheme of arrangement, whereby an entity incorporated in the US state of Delaware was superimposed as the parent company of the corporate group.
- Acting for an Australian proprietary limited company in successfully defending and settling proceedings commenced by an ASX-listed billion-dollar market-capitalised entity alleging misleading or deceptive conduct, tortious passing off and trademark infringement in connection with the client's business names and associated brand getup.
- Acting for a British Virgin Islands shareholder of a listed Australian mining entity in a WA Supreme Court dispute where the client sought urgent injunctive relief against the company's directors for an apprehended contravention of the Corporations Act relating to a conflict of interest.

- Acting for the major shareholder and the director of an ASX-listed entity in urgent Federal Court of Australia proceedings seeking declarations about the validity of the appointment of the chairperson of the board (matter commenced, trial heard and judgment delivered in less than three weeks).

Australian Competition and Consumer Law

- Advising corporations (both private and public) regarding complying with prohibition against misleading or deceptive conduct under the *Competition and Consumer Act 2010* (Cth) (CCA), known as the Australian Consumer Law.
- Advising listed corporations on potential legal risks associated with regulator and shareholder actions in relation to allegations of “greenwashing” and environmental credentials.
- Acting for applicants in actions alleging contraventions of the CCA prohibition against misleading or deceptive conduct and defending actions for corporate clients against allegations of misleading or deceptive conduct in court proceedings.
- Acting for several clients in intellectual property and branding disputes relating to misleading or deceptive conduct, and tortious passing off (both on claimant and defendant side).

Commissions and Parliamentary Inquiries

- Acting for and advising clients in relation to regulatory inquiries and investigations under the laws of Western Australia.
- Acting for and advising clients in relation to parliamentary inquiries, including actions for contempt.
- Acting for an individual employed by the City of Perth in the “Inquiry into the City of Perth” under the *Local Government Act 1995* (WA) to protect the client’s personal, reputational and legal interests.
- Assisting the board of an ASX-listed corporation in preparing for appearance at a Standing Committee inquiry with hostile and adverse-aligned Committee members.

Credentials

Education

- The University of Western Australia, LL.B., Distinction, 2014
- The University of Western Australia, B.A., Anthropology, 2014

Admissions

- Supreme Court of Western Australia, 2015
- High Court of Australia and Federal Court of Australia, 2015

Expertise

Services

- Litigation

About our firm

One of the world’s strongest integrated law firms, providing insight at the point where law, business and government meet. We deliver commercially focused business solutions by combining our legal, lobbying and political capabilities and invaluable connections on the ground to a diverse mix of clients, from long-established leading corporations to emerging businesses, startup visionaries and

sovereign nations. More than 1,500 lawyers in over 40 offices across four continents provide unrivaled access to expertise.