



Gary S.A. Solway

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EDUCATION

Queen's University, BComm, 1981

University of Toronto, LLB, 1983

BAR ADMISSIONS

Ontario, 1985

Gary Solway is Managing Partner of the Technology, Media & Entertainment Group and is a member of the firm's Corporate Governance & Director Protection Practice Group. His practice focuses on all aspects of corporate/commercial, corporate governance, special committee and securities work, primarily for clients in the technology, media and entertainment fields. Gary also acts for both U.S. and Canadian private equity and venture capital investors and for foreign buyers acquiring Canadian businesses.

He advises clients on mergers and acquisitions, private and public financings, governance, shareholder arrangements, executive/employee compensation arrangements, director protection (including indemnities and D&O insurance), licensing and distribution agreements, international corporate structurings, corporate reorganizations, and private equity/venture capital fund formation. His clients range from technology startups to large TSX public companies. He regularly acts for independent/special committees of directors in connection with merger and acquisition transactions.

His corporate governance practice includes advising directors on issues involving risk identification, assessment and response, with a focus on cyber security issues.

Gary has been repeatedly recognized as a leading lawyer in corporate law, securities law, technology law and/or private equity law by Best Lawyers in Canada, the Canadian Lexpert Directory, the Lexpert/American Lawyer Guide to the Leading 500 Lawyers in Canada, and the Lexpert Guide to the Leading U.S./Canada Cross-border Corporate Lawyers in Canada. Gary was also recognized in Lexpert's 2006 Guide to the 100 Most Creative Lawyers in Canada as one of the Top 40 Corporate Lawyers in Canada to Watch.

Gary is one of three co-lead authors of *Directors' Duties in Canada*, 7th Edition (2021), published by LexisNexis. He developed and is the lead instructor of the Council of Canadian Innovators' Level 3 Innovation Governance Program for directors. He also lectures on governance in the CVCA's Private Capital Governance Program. He is the author of numerous published articles on a wide variety of corporate law topics and he lectures

frequently on topics related to the financing and sale of technology businesses.

Gary has been active as a director or officer of the CVCA, Canada's venture capital and private equity association since 2001. Gary is currently Secretary of the CVCA and Chair of the CVCA's Model Documents Committee. The Committee has created model documents for use in venture capital and private equity transactions which are available on the CVCA website. The Committee has recently annotated certain ILPA fund formation documents which are also available on the CVCA website.