



OUR CORPORATE M&A PRACTICE AND EXPERIENCE

in Central Eastern Europe

The Corporate Group at DLA Piper has a significant presence in every office, nationally and internationally. With more than 900 corporate lawyers worldwide, we act for clients of all sizes including multinationals, Global 100 and Fortune 500 businesses, successful mid-market organisations, public and private companies and emerging companies developing industry leading technologies.

REGIONAL PRESENCE

Over the last decade, DLA Piper has built a solid reputation as a leading global business law firm and has developed a significant presence in Central Eastern Europe.

With more than 200 lawyers and 36 partners in Austria, the Czech Republic, Hungary, Poland, Romania and Slovakia, we advise our clients, who are multinational, regional and domestic leaders in their fields, on all aspects of business law. Thanks to the breadth and depth of our regional focus and extensive local practice group capabilities, DLA Piper is well positioned to offer high quality legal solutions anywhere in the wider CEE region, including Bosnia and Herzegovina and Croatia, where we have Group Member firms.

The CEE is building an increasingly active relationship with our practice and our clients in Turkey, where DLA Piper has established a major presence working in an exclusive alliance with leading Turkish law firm **YükselKarkinKüçük Attorney Partnership**. We have 7 partners and over 70 lawyers advising on a full range of business law issues through our offices in Ankara and Istanbul.

OVERVIEW

DLA Piper has built a reputation as a regional powerhouse for managing both domestic and cross-border transactions of any size to the highest quality standards.

Our clients benefit from our ability to provide a seamless service across the wider Central Eastern European region in all areas of corporate transaction. We are well experienced to project manage complex due diligence exercises and advise on multi-jurisdictional matters, including regulatory and competition law issues.

THE TEAM

With 14 partners and over 60 associates, DLA Piper has a well-established team in the region. Our lawyers offer a high-quality, partner led service on transactions. We pride ourselves on delivering dedicated and consistent teams to meet our clients' objectives in a proactive, commercial and practical manner.

OUR SERVICES

- Mergers and acquisitions, disposals (including hostile takeovers)
- Corporate finance
- Joint ventures
- Public takeovers
- Corporate governance
- Public to private
- Private equity
- Corporate tax
- Capital markets



Clients recommend DLA Piper's CEE group for its "consistent quality, good network of offices and friendly culture".

(Legal 500)

OUR EXPERIENCE IN CEE INCLUDES ADVISING:

Advising Banco Santander on the acquisition of 70.36% of Bank Zachodni WBK S.A. (BZ WBK), from Allied Irish Banks (AIB), for approximately EUR 2.9 billion (PLN 11.67 billion). The acquisition was carried out through a public offering for 100% of the capital of BZ WBK, in which AIB obligatorily tendered its shares (valuing BZ WBK overall at approximately PLN 16.67 billion). Banco Santander also acquired AIB's 50% share of BZ WBK Asset Management for EUR 150 million. BZ WBK owned the other 50% stake. The transaction was divided into three parts:

The first included structuring, due diligence, as well as negotiation of the transaction documents, followed by execution of the share purchase agreement between, inter alia, AIB and Banco Santander on 10 September 2010;

The second part of the transaction included regulatory proceedings before the KNF (the Polish Financial Supervisory Authority) and the antitrust authority. This part of the transaction was completed successfully on 18 February 2011 with the KNF's decision stating that there were no grounds to issue an objection to the acquisition of BZ WBK by Banco Santander;

The final part of the transaction included the tender offer to subscribe for the sale of shares of BZ WBK, which was settled on 7 February 2011. **Poland**

CIG Pannonia Insurance, a market leader in the unit-linked life insurance products in **Hungary**, in relation to the company's innovative IPO on the Budapest Stock Exchange. Also advised on all aspects of company law, capital structure optimization, private equity investment issues and also on regulatory matters specific to the insurance sector.

Raiffeisen Landesbank Steiermark AG on a multi-million euro capital increase in its majority-owned subsidiary Landes-Hypothekenbank Steiermark Aktiengesellschaft. **Austria**

Kraft Foods in relation to its EU-enforced sale of the Wedel business, including advice concerning the de-merger of the Wedel business from Cadbury, the subsequent sale of Wedel, and other related agreements such as Transitional Services agreements and C-Manufacturing agreements. **Poland and Romania**

The Hungarian Government on the purchase of a 21.2% shareholding in energy giant MOL Plc. for EUR 1.88 billion from OJSC Surgutneftegas, a leading Russian integrated oil company. **Hungary**

Partygaming plc, the Gibraltar based and UK listed gaming company, in its merger with Austrian based and listed gaming company bwin Interactive Entertainment AG. **Austria**

A Germany – based limited liability company regarding its cross border down stream merger into **Slovakia**.

Austrian technology company austriamicrosystems AG, on the US\$320 million acquisition of the Texan sensor supplier Texas Advanced Optoelectronic Solutions, Inc. ("TAOS"). The advice covered all aspects of the transaction concerning Austrian law, from the structuring and implementation of the acquisition to the financing of the transaction.



Understanding our clients' needs in a commercially savvy manner is part and parcel of our service delivery, which is aimed at offering practical solutions.

OUR EXPERIENCE IN CEE INCLUDES ADVISING:

Agility, regarding corporate maintenance services across the CEE region including in the **Czech Republic, Austria, Slovakia, Slovenia, Romania, Hungary** and **Turkey**.

PGE Polska Grupa Energetyczna S.A, Poland's largest energy group, with regard to a potential acquisition of one of the four largest power holdings in **Poland**, including due diligence of the target, transaction advice and merger control.

A Fortune 500 industrial supply company with the preparation of an acquisition including due diligence of an international group of leading technical business enterprises with more than 100 locations in 15 countries including in **Slovakia**.

The shareholders of Datek Telecom, a significant player in the **Romanian** telecommunications market, on the sale of the business to GTS Central Europe, a leading operator in the region.

Morgan Stanley International Holdings on its acquisition of HTI Valori Mobiliare, a Romanian brokerage company and the subsequent divestment in **Romania**.

On the acquisition of Shell's Hungarian Liquefied Petroleum Gas (LPG) business by UGI Corporation, a holding company with propane marketing, utility and energy marketing subsidiaries. **Hungary**

A major international client operating in the field of thermal and renewable energy and construction on corporate acquisition matters in **Slovakia**.

OMV AG, the leading energy group in Central Eastern Europe, on its contemplated acquisition of MOL Plc. and subsequently on the sale of its 21.2% stake in MOL, to OJSC Surgutneftegas, an integrated oil producer in Russia for EUR 1.4 billion. **Hungary**

T-Mobile Austria, a subsidiary of the largest German telecoms operator Deutsche Telekom, in its EUR 1.3 billion acquisition of Austrian mobile phone operator tele.ring, one of the largest M&A deals in **Austria** so far.

Petrom S.A., the largest oil and gas producer in South-eastern Europe, on its entrance to the renewable energy sector by acquiring a company which owns a 45MW wind power project in Dobrogea, **Romania**.

The international Duvenbeck-Group on a full range of legal advisory services and the representation of all group companies in Austria, Romania and Slovakia. Duvenbeck-Group is amongst the largest developers of logistics and transport systems with increased activity in CEE. (**Austria, Romania, Slovakia**).



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OUR EXPERIENCE IN CEE INCLUDES ADVISING:

AntiGerm Austria GmbH, a company for cleaning and disinfection of plants and systems in the food production as well as the farm industries in Hungary on the acquisition of a Hungarian chemical detergent production company and on merging its two **Hungarian** subsidiaries.

Megatech, the global leader in the automotive industry in an acquisition and a major outsourcing transaction in the **Czech Republic**.

A major international publishing house in a process of a global group restructuring, including a merger, transfers of shareholdings and further corporate transactions in the **Czech Republic**.

MIH Allegro, part of the international media group Naspers, in the acquisition of 83% of Gecad ePayment International SA, the leader of the **Romanian** eCommerce integrated solutions market.

TUEV Austria Holding AG, the leading **Austrian** provider of technical inspection, certification and testing services, in establishing a joint venture in Turkey with local partners including the acquisition of shares (49% resp. 51%) in two Turkish entities.

Biogest Energie- und Wassertechnik GmbH in connection with a capital increase (new investors, reorganisation from a limited liability company into a stock corporation, etc.). This client is an Austrian company and CEE market leader specializing in plant engineering with a focus on biogas and wastewater treatment plants. **Austria**

Cehave, the Dutch co-operative society, in connection with the the acquisition and the full upstream merger (post acquisition integration), of Kabai Tap Zrt. and Pannonmill Kft, whereby Cehave's Hungarian subsidiary has become one of the largest animal feed producers in **Hungary**.



We deliver seamless services through practice groups, combining industry sector knowledge with specialism in core legal areas encompassing:

- Corporate M&A
- Employment, Pensions & Benefits
- Finance and Projects
- IPT and Commercial
- Real Estate
- Litigation & Regulatory
- Tax

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Our global footprint encompasses 76 offices across 30 countries, enabling us to offer our clients a single, fully integrated source of legal support across multiple jurisdictions. With over 4,000 lawyers worldwide, we have the strength and depth needed to handle complex cross-border transactions efficiently and effectively.

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