

MERGERS & ACQUISITIONS | POLAND

M&A advice represents one of the key areas of specialisation at Gide. Gide Warsaw has been involved in a wide range of transactions including the sale and purchase of shares on the private market, public tenders and initial public offerings (IPO), private equity and leveraged buyouts, privatisations, mergers and spin-offs, as well as cross-border transactions.

Our lawyers advise clients at every stage of a transaction, from planning its structure, to conducting due diligence investigations, and from performing risk evaluations, holding negotiations and dealing with the restructuring processes, to ensuring the business goals are achieved and the transaction is closed. The firm's global structure enables our lawyers from various offices to co-operate in international transactions involving activities in many jurisdictions.

Selected Transactions

- **Polski Fundusz Rozwoju (PFR)** – advising on the acquisition of the controlling stake in Bank Polska Kasa Opieki S.A., the second largest bank in Poland, listed on the Warsaw Stock Exchange.
- **KGHM Polska Miedź**
 - Advising on legal aspects related to changes in the financing structure of the Sierra Gorda project in Chile, from project finance to corporate credit, including amending the finance documentation and the structure of guarantees, as well as amending the joint venture agreement with the Sumitomo group.
 - Advising on the contemplated acquisition of 50% of shares in Pol-Miedź Trans by PKP Cargo and negotiating a number of agreements on cooperation in rail transport issues between PKP Cargo, Pol-Miedź Trans and KGHM Polska Miedź.
 - Advising on the acquisition of shares in PGE EJ 1, which is responsible for the construction of the first Polish nuclear power plant.
 - Advising on the constitution of a joint venture with companies from Grupa Azoty, with the aim of the exploiting chemical raw materials and non-ferrous metals deposits in Poland and abroad.
 - Advising on the realisation of Sierra Gorda project in Chile in joint venture agreement with Japan's Sumitomo group.
 - Advising on the purchase of 100% of shares in the Canadian mining firm Quadra FNX Mining Ltd.
 - Advising on the sale of shares in Polkomtel, the largest Polish mobile telephone operator.
- **MEDI-system (Orpéa Group)**
 - Advising on the acquisition of the "Angel Care" Elderly Care Facility in Wrocław from the Angel Poland Group.
 - Advising on the acquisition of the Ostoya Care Facility in Stare Babice near Warsaw from Allenort Capital Fund.
- **ABC Data** – advising on the acquisition of 81.3% of the shares in S4E S.A., a company listed on the NewConnect market of the Warsaw Stock Exchange.

ALGIERS

BEIJING

BRUSSELS

CAIRO

CASABLANCA

ISTANBUL

LONDON

NEW YORK

PARIS

SHANGHAI

TUNIS

WARSAW <

- **Hossanova (formerly Trans-Formers Holding)** – advising on the sale of 100% of the shares in Przedsiębiorstwo Higieny Komunalnej Trans-Formers Wrocław Sp. z o.o. and Trans-Formers Karpatia Sp. z o.o. to FBSerwis S.A.
- **European Bank for Reconstruction and Development** – advising on the sale of shares in Asseco South Eastern Europe S.A., a company listed on the Warsaw Stock Exchange.
- **Auchan Group**
 - Advising on the post acquisition reorganisation of the Real network, including in particular the sale of 8 Real hypermarkets to Schiever, and in parallel the acquisition of 2 hypermarkets and 2 development projects from Schiever.
 - Advising the leading French retailer on the acquisition of 100% of shares in companies from the Real Group (Metro A.G.) in Poland, Romania, Russia and Ukraine.
- **Würth Group** – advising the German producer and distributor of accessories for craft and industry on the acquisition of shares in Elektroskandia Polska sp. z o.o., active in the same sector, as part of a multijurisdictional acquisition of companies from the Rexel Group by the Würth Group.
- **Guerbet** – advising the French pharmaceutical company on the acquisition of shares in Mallinckrodt Polska Sp. z o.o., as part of a multijurisdictional acquisition of companies from the Mallinckrodt Pharmaceuticals Group by the Guerbet Group.
- **Orpea** – advising a French medical group listed on the Euronext exchange on the acquisition of Medi-System, a Polish company operating a network of physiotherapy and long-term care centres, from Highlander Partners and Nile Sp. z o.o. funds.
- **Enterprise Investors**
 - Advising on the acquisition of a company from the IT sector.
 - Advising on restructuring BLStream sp. z o.o., an IT company, and its subsidiaries.
 - Advising with regard to selling the portfolio company NordGlass sp. z o.o. (and its affiliate companies in Poland, USA, France, Denmark, Germany, Sweden and the Czech Republic).
- **Protos Venture Capital**
 - Advising a private equity fund and other shareholders on the sale of Allani Sp. z o.o., an e-commerce company, to Domodi Sp. z o.o., a company from the Wirtualna Polska Group.
 - Advising on the sale of a part of shares and the entrance of Milton s.r.o. into the capital of LadyTime.pl Sp. z o.o., the owner of the lavito.pl website enabling online reservation of services.
- **Nordex** – advising on the acquisition of 45% shares in a special purpose vehicle from its previous shareholder.
- **Grupa Azoty** – advising a leading chemical group in Poland on the acquisition of 55% of the shares in African Investment Group, a Senegalese company holding mining concessions for phosphates and imenites in Senegal.
- **Véolia Propriété** – advising on the sale of 100% of the shares in Veolia Usługi dla Środowiska to Eneris Polska.

The M&A practice at Gide Warsaw has received a number of distinctions in international rankings:

“Respected group assisting domestic and international clients with all aspects of M&A. Offers expert corporate advice on restructurings, joint ventures and business creation. Notable work in the mining, energy, real estate, pharmaceutical and private equity sectors. [...] ‘They are very responsive, proactive and pragmatic.’ »

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“The lawyers understand the client’s needs and get to the point quickly. The team focuses on hard business points and produces the drafts we need in a proactive way. [...] I found the lawyers very efficient and very focused. »

Chambers Europe 2016 | Poland Corporate/M&A

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