



**M&A
and CORPORATE LAW**

JARA DRAPAŁA & PARTNERS

legal • tax

Practice group overview

We specialise in providing comprehensive support in commercial transactions, including advising on cross-border aspects of commercial law, in particular in acquiring (M&A) and restructuring capital companies, as well as ongoing support of commercial companies.

Our practice covers: corporate acquisitions, establishing and registering companies, branches and representative offices while selecting the best legal form of business, preparing and conducting legal due diligences, preparing joint-venture agreements, acquisition of companies as well as converting and restructuring companies both during M&A transactions and upon their completion. We also provide advice on contractual elements of negotiations and then execution of agreements for the implementation of complex investment projects. In terms of transactions on an international scale, we advise in collaboration with reputable foreign law firms.

We also advise owners and bodies of capital companies with regard to: exercise of corporate rights from shares / stocks, preparing and conducting

(general) shareholder meetings, providing services to management and supervisory boards, changes to management bodies and agreements between board members and companies, as well as in the field of liability of board members and D&O insurance. We advise in the course of corporate disputes at the pre-trial stage and at the stage of judicial appeal against resolutions and squeeze-outs, as well as redemption of shares.

We combine legal advice and tax advice. Our advantage is a long-term cooperation with public-sector bodies, which means that we can efficiently overcome legal obstacles between business and government. This concerns in particular the implementation of investment projects using public funds and investment projects in Special Economic Zones.

Clients we have advised in the past:

- **Bilfinger group** companies (renowned contractor in construction projects, provider of maintenance services for industry, including the energy industry)
- group companies **Mercedes**
- group companies **BMW**
- **Magna/Cosma** group companies (world leader in manufacturing parts for the automotive industry)
- **Tengelmann-Group** companies (TREI Real Estate)
- **GoodMills** group companies (leading cereal products manufacturer)
- **Carservis** (leading Polish distributor of Fiat Chrysler, Alfa Romeo and KIA vehicles)
- **myTaxi** (innovative transport services provider)
- **PGNiG** (Polish Oil and Gas Company)
- **PKN Orlen** (major Polish oil refiner and petrol retailer)
- **Raiffeisen Bank International**

Selected industries and projects

Manufacturing and automotive industry

- comprehensive advice in connection with establishing a joint venture of three entities, including one from the public sector, in order to build and operate a foundation-manufacturing plant for offshore wind turbines on Gryfia island near Szczecin. The project included both notifying the European Commission and the President of the OCCP of incorporation of a new company, as well as preparing a complex agreement between the joint-venture partners, obtaining funds from aid programmes, and implementing the construction investment project, which, in addition to construction of the manufacturing plant, included building a bridge and shifting the power grid. We also advised on ongoing settlement of payments between partners, as well as on divestment of some partners;
- advising on multi-faceted post-merger aspects in the automotive sector in connection with the restructuring of purchased companies, organisational changes, as well as settlement with regard to aid received by companies;
- transaction advice related to the planning and construction of a manufacturing facility intended to manufacture precise aluminium castings, taking into account the highest standards of car manufacturers;
- advising a provider of services for industry, related to the conceptual and contractual preparation of a service being outsourcing of maintenance and repair of manufacturing equipment to a newly established company, combined with transfer of an employment establishment and asset restructuring;
- preparation and implementation of comprehensive cross-border restructuring of an industrial manufacturer, combined with corporate, commercial, and corporate group restructuring, along with the compliance rules;
- advising a manufacturer of chemical and petroleum products in connection with its transactions performed in Germany;

- advising a leading furniture manufacturer on contractual issues and providing support for expansion into the German market;
- providing comprehensive advice for an agri-food multinational, including restructuring within the group of Polish subsidiaries, followed by cross-border mergers.

Real estate / construction investment projects

- advising a large retail chain on withdrawal from the Polish market with regard to retail operations, which involved separating property development operations from retail operations, combined with the sale of more than 200 discount stores to Jeronimo Martins;
- ongoing corporate and contractual advice for one of the largest operators of retail facilities, legal support when searching for real estate and a considerable number of negotiations of lease agreements, along with ongoing legal services in the field of contractual law, with particular emphasis on issues related to real estate;
- advising a general contractor of one of the largest shopping malls in Poland in terms of relations with key subcontractors, the investor and business partner, combining aspects of corporate law and civil law, in particular construction contracts;
- the sale of several shopping malls with an area of approx. 15,000-30,000 m² each.

Financing

- advising an Austrian bank in connection with refinancing by concluding syndicated credit facilities, drafting legal opinions and establishing securities;
- advising in connection with preparing and negotiating loan agreements, together with comprehensive loan documentation, related in particular to company loans and broader funding issues;

- advising in connection with the refinancing of numerous premises in Poland as well as drafting legal opinions and establishing securities;
 - advising on real estate financing and comprehensive refinancing by concluding syndicated credit facilities;
 - advising in connection with drafting legal opinions, financing and establishing securities, as well as with refinancing through a new loan secured with mortgage debt.
-

Key advisors

The Corporate Law and M&A Practice, led by Zbigniew Jara, Managing Partner, and Marcin Chomiuk, Partner, consists of more than a dozen lawyers and tax advisors with extensive experience in providing legal services in relation to acquisitions, mergers and combining of companies, with all aspects of conducting a tax due diligence, drafting agreements on share deals and asset deals, negotiations to the settlement stage, transaction financing, and financing of the business activity in the international and domestic trade. This practice area includes the Real Estate Team led by the Partner Maciej Chrzan.



Managing Partner, leads the Corporate Law and M&A Practice. He has many years of experience, obtained both in Poland and Germany, in advising on corporate law, corporate acquisitions (M&A), commercial law, joint ventures, antitrust law, and project development and financing. He gained his professional experience as a German lawyer (*Rechtsanwalt*) in the Gurland & Lambsdorff law firm in Frankfurt am Main (1994–1996), at Gleiss Lutz in Frankfurt am Main (1997–1998), and in the Warsaw office of Gleiss Lutz as a co-founder and Managing Partner (1999–2005). Since 2005 he has been the Founding Partner and Managing Partner of the JARA DRAPAŁA & PARTNERS law firm in Warsaw. He has led projects on multiple

M&A transactions and joint ventures, including providing comprehensive legal advice to a German owner when restructuring and then selling more than 200 discount stores (operational part) to the Polish market leader. Also he provided comprehensive advice regarding the structure (SPV) and terms of cooperation (joint venture) between the German group and Polish firms in connection with the construction of a foundation-manufacturing plant for offshore wind turbines. He also advised a German agricultural concern on restructuring, and then on a merger of several joint-stock companies in Poland. He has also supervised corporate restructuring processes (also cross-border) in a number of enterprises representing various sectors of the economy. Author of publications in Polish and German on commercial law and cartel law, with subjects including: the exercise of voting rights from ownership interests/shares, contesting resolutions of meetings of shareholders/partners, representing limited liability companies in agreements with management board members, reporting and confidentiality obligations during due diligence reviews, manager buyouts (MBO) in joint-stock companies, and cross-border mergers. Author and editor of the Commentary on the Commercial Companies Code, C.H. Beck (2nd ed. 2017) and Beck-online (2017).

Zbigniew Jara, Legal Advisor and *Rechtsanwalt*, Managing Partner
e-mail: zbigniew.jara@jara-law.pl



Partner, co-leads the Corporate Law and M&A. Practice. Expert on corporate law, commercial transactions (M&A) and contract law. He also specialises in contract advisory within the area of the energy and industry sectors as well as the automotive sector. He has supervised corporate restructuring processes in a number of enterprises representing various sectors of the economy. He has advised clients on forming complex joint ventures, and handled due diligence process of national and international transactions. He offers contract advice in the area of complex infrastructure investments. He acts as an advisor to general contractors, subcontractors and designers while implementing projects involving modernisation of energy infrastructure and construction of shopping centres. Co-author of the Commentary on the Commercial Companies Code, C.H. Beck (2nd ed. 2017) and Beck-online (2017). Member of the Editorial Board of Monitor Prawa Handlowego published by C.H. BECK. He has a degree in law and economics.

Marcin Chomiuk, Legal Advisor, Partner
e-mail: marcin.chomiuk@jara-law.pl



Partner, leads the Real Estate Team, which belongs to the Corporate Law and M&A Practice. For over ten years he has specialised in providing ongoing and transactional legal advice to clients in the real estate, construction and automotive sectors. He handles transactions involving the purchase, sale and leasing of commercial real estate. He is also in charge of financing and refinancing projects for investments in the real estate market, including agricultural real estate. He advises on joint ventures, financing of projects and business operations, as well as on capital group restructuring. He offers services to Polish and foreign entities, including developers, real estate funds and banks – at every stage of the investment process.

Maciej Chrzan, LL.M., Legal Advisor, Partner
e-mail: maciej.chrzan@jara-law.pl



Tax Advisor with over twenty years of practice. Expert on Polish and international tax law, including restructuring, mergers and acquisitions of enterprises, tax litigation for both Polish and foreign entities. Advisor to Polish and foreign, among others French-speaking clients from key sectors of the economy (energy sector, trade, real estate, FMCG). Author of numerous Polish and foreign publications, as well as an editor of the commentary to the OECD Model Tax Convention on Income and on Capital. Member of the National Council of Tax Advisers in its current term.

Magdalena Zasiewska, Tax Advisor, Head of Taxes
e-mail: magdalena.zasiewska@jara-law.pl



Tax Advisor with over twenty years of practice. Expert on Polish and international tax law. Provides services to business operating in the construction, leasing, automotive and investment sectors. She has extensive experience in taxation of investment processes, real estate deals, leasing agreements, business financing agreements, as well as intra-group settlements and transfer pricing documentation.

Dorota Dąbrowska, Tax Advisor, Tax Manager
e-mail: dorota.dabrowska@jara-law.pl



Attorney, he specialises in legal advice within the scope of joint venture, real estate trade, financing transactions, construction law, lease agreements and re-privatisation proceedings. Expert on advising on capital group restructuring and their indebtedness (both the borrowers and lenders) as well as day-to-day advice for large and medium business entities. He mainly advises clients from the real estate industry.

Michał Urbański, Attorney

e-mail: michal.urbanski@jara-law.pl



Legal Advisor, he specialises in corporate law, M&A, commercial law, contractual law, real estate law and competition law. His experience includes comprehensive advice for Polish and foreign investors on M&A, joint ventures in the infrastructure and real estate sectors, conducting reorganisation of corporate groups and companies, as well as conducting due diligence of companies and real estate.

Rafał Siemienieć, Legal Advisor

e-mail: rafal.siemieniec@jara-law.pl



Associate, she specialises in contract advice and corporate matters of companies. She also provides legal advice during execution of construction investments, as well as during execution of sale and delivery agreements, including agreements concluded in cross-border economic relationships. Her clients include manufacturing and commercial enterprises, operating among others in metallurgy, construction and automotive sectors.

Ewa Mońdział, Associate

e-mail: ewa.mondziel@jara-law.pl



Associate, she specialises in commercial companies law, real estate law and labor law. She provides day-to-day advice within the scope of labor law and commercial law, as well as preparation of economic agreements. She advises clients from the manufacturing, automotive and real estate sectors.

Barbara Kozyra, Associate

e-mail: barbara.kozyra@jara-law.pl



Associate, she specialises in day-to-day legal services for enterprises, including corporate matters of companies. She provides contractual advice and advice within the scope of commercial law, public procurement, as well as competition law. Moreover, she has experience in legal advice during execution of construction investments and due diligence.

Aleksandra Cichecka, Associate
e-mail: aleksandra.cichecka@jara-law.pl

Contact us

JARA DRAPAŁA & PARTNERS Sp.k.
North Gate Tower
ul. Bonifraterska 17
00-203 Warsaw, Poland

Tel.: (+48) 22 246 00 30
Faks: (+48) 22 246 00 31

e-mail: office@jara-law.pl
www.jara-law.pl

All information contained in this brochure is available free of charge. The publication is not an advertisement and serves information purposes only. None of the information contained herein should be construed as legal advice or a commercial offer, including within the meaning of Article 66 § 1 of the Civil Code. JARA DRAPAŁA & PARTNERS Sp.k. shall not be liable for any claims, losses, demands or damages arising out of or relating to the use of information, content or materials contained in this brochure.