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**STOPCZYK & MIKULSKI**

**CAPITAL TRANSACTIONS  
MERGERS AND ACQUISITIONS (M&A)  
PRIVATIZATION  
LEGAL ANALYSIS  
CORPORATE DISPUTES**

## WHO WE ARE

The Law Office of Stopczyk & Mikulski has been present on the legal advisory market since the year 2000. During this time, we have gained the trust of a significant group Clients whom we have advised in capital transactions, privatization processes, mergers and acquisitions as well as corporate disputes.

## WHAT WE CAN DO FOR YOU

### In the field of capital transactions

The servicing of capital transactions is the backbone of our business activities. We have advised on dozens of share and stock sales agreements, as well as contracts related to the sale of entire companies or their organised parts. We act as permanent consultants to foreign as well as domestic investors. We prepare the concept and structure of given transactions. We are also able to prepare complex transaction documentation as well as negotiate the optimum terms of such for our Client.

Our goal is to lead our Client through the difficult investment process in a safe manner. We are able to identify risks as well as unbeneficial proposals of the other party. We also try to protect our Client against possible dispute proceedings. Furthermore, we are able to mitigate the negative consequences of non-performance or non-diligent performance of contracts.

Our lawyers have carried out work for i.a.: the State Treasury, Polskie Linie Oceaniczne SA (PLO), Netmedia SA, Belnepco Management LLC, Zachodni NFI SA, VII NFI SA, EVIP Progress SA, Equant Communications Poland, Roncato Poland Sp. z o.o., ERA 200 Sp. z o.o., Toolmex Corporation Ltd, Metro International Holding Ltd, Moto-Transus Sp. z o.o., European Tool Corporation Sp. z o.o.

### In the field of mergers and acquisitions (M&A)

We have long-term experience in advisory services associated with the preparation and performance of projects related to the merger and acquisition of commercial companies. Our lawyers have carried out dozens of transactions of this type. We are able to assist in selecting the best form of the transaction. We also work with tax advisors who are able to identify the most tax effective solutions.

Our practice includes the servicing of mergers and acquisitions of companies conducting business activities in the food sector, building and developer sectors, insurance sector as well as e-commerce and new technologies.

We know how to effectively negotiate M&A type transactions to the benefit of our Clients. We know that projects of this type require a complex legal approach to the issue, precise formulations and the ability to foresee the long-term consequences of decision as well as an analytical approach to the counterparties proposal.

Our lawyers have carried out M&A type projects for i.a.: Ajinomoto Poland Sp. z o.o., Netmedia SA, Polskie Li-

nie Oceaniczne SA (PLO), Huta Pokój SA, Grupa Image Sp. z o.o., European Tool Corporation Sp. z o.o., Toolmex Corporation Ltd.,<sup>1</sup>

### In the field of privatization and due diligence

We have the knowledge and capability to effectively and diligently carry out privatization processes as well as examine the legal status of companies and other economic entities.

Our lawyers, working for our Law Office as well as during their earlier professional life, have participated in a number of privatization processes working as an advisor to the State Treasury or as consultants for investors – mainly foreign investors.

We have, as the Law Office, prepared dozens of pre-privatization analysis' and audits for capital transactions, M&A type transactions as well as associated with corporate disputes.

We know standard solutions and what types of mistakes may be made in carrying out the legal due diligence of a given company. Our experience over the years allows us to identify potential legal threats as well as appraise risks associated with such.

Our lawyers have carried out privatization projects as well as prepared legal due diligence studies and legal audits for entities such as the State Treasury, Lubawa SA, Huta Pokój SA, NFI Zachodni SA, Optimus SA, PKF Consult Sp z o.o. as well as numerous foreign investors.

### In the field of corporate disputes

We are one of the few law offices specialising in handling corporate disputes. As a Law Office, we are usually associated with crisis advisory services. A thorough knowledge of corporate law, internal corporate procedures as well as court procedures allows us to effectively and efficiently advise our Clients in case of a corporate dispute.

We try to act quickly and efficiently in such circumstances. We prepare comprehensive strategies for the handling of such disputes and follow them. We try to, with good effect, to protect the best interests of our Clients in court proceedings associated with the exclusion of a shareholder, the overruling of resolutions in a commercial company or the deeming if their invalidity, the winding up of a company as well as disputes related to the validity of the appointment or dismissal of corporate authorities.

We also represent our Clients in their relations with company authorities as well as remaining shareholders. Furthermore, we represent our Clients during shareholders meetings and general assemblies that we very often lead ourselves.

We have represented our Clients in the field of corporate disputes related to entities companies like: JWT Parintex Sp. z o.o., Moto-Transus Sp. z o.o., Point S Polska Sp. z o.o., Optimus SA, MULTICO Oficyna Wydawnicza Sp. z o.o., PTQV Sp. z o.o., Bison Biał SA, Zachodni NFI SA, NFI VII SA, Evip Progress SA, Bitrex Sp. z o.o., Roncato Poland Sp. z o.o.

Over the years, we have worked in a tried and tested as well as complementary group of professionals. Our team, in particular, consists of:

### PRZEMYSŁAW R. STOPCZYK, Counsellor-at-Law

Przemysław is an expert in the field of commercial and corporate law and a long-time permanent advisor to Polish as well as international corporate clients conducting business activities in Poland. He gained his professional experience working for i.a. Ernst & Young as well as the law office of Domański Zakrzewski Palinka associated with Arthur Andersen. Since 1993, he has participated in numerous processes associated with the introduction of foreign investors into Poland, privatizations and capital transactions as well as mergers and acquisitions.



He is the author of numerous defence strategies in the field of hostile takeovers, corporate disputes as well as numerous analysis' and legal opinions and specialist publications. He acts as plenipotentiary to the largest companies in Poland and has led numerous shareholders meetings and general assemblies.

He is a member of numerous Supervisory Boards of companies, joining his broad experience in the field of commercial law, civil law and labour law with his knowledge of the economic aspects of business operations.

Przemysław renders legal advisory services in Polish as well as English.

### ANDRZEJ FILIP, Counsellor-at-Law

Andrzej is an expert in the field of commercial and civil law. He gained his professional experience working for the government as well as in large international law offices. He has worked for, i.a. the Law Office of Siméon Karniol Małecki, Miller Canfield Paddock Stone as well as Cameron McKenna.



Andrzej for a number of years has been advising foreign and domestic businesses in carrying out their investment activities in Poland.

He has participated in a number of infrastructure and privatisation projects as well as capital transactions and mergers and acquisitions. He is an experienced legal advisor to developers and building contractors.

Andrzej renders legal advisory services in Polish, English and French.

### KRZYSZTOF WÓJCIK, Counsellor-at-Law

Krzysztof gained his professional experience working in general courts of law, cooperating with law offices as well as running his own practice. He has broad experience in the application of commercial and civil law as well as material and litigation law with particular emphasis on contractual and real estate law.



He has rendered legal assistance to a number of foreign and domestic investors. He is the author of numerous legal opinions, analysis' of companies and publications in the field of civil and corporate law. He is also the co-author of a number of capital transaction concepts as well as court and corporate dispute strategies. He has, for a number of years, advised Clients involved in investment activities.

Krzysztof renders legal advisory services in Polish as well as English.

### BARBARA TREFOŃ-JABŁOŃSKA, Counsellor-at-Law

Barbara is a permanent advisor to a number of corporate Clients in assisting them with their day-to-day business activities. She has broad experience in day-to-day legal advisory services in the field of commercial law, business law, contractual law and labour law. She acts as an ad litem attorney before general courts of law, in particular in disputes related to business law. She is the author of numerous concepts related to acquisitions, mergers and capital transactions. Barbara has also taken part in numerous privatization transactions, capital transformations and legal due diligences of companies.



Barbara renders legal advisory services in Polish as well as English.

### ŁUCJA SULEJ, Counsellor-at-Law

Łucja has broad experience in rendering legal advisory services in the field of commercial law, civil law, labour law as well as day-to-day operations of both domestic as well as foreign companies. She acts as an ad litem attorney before general courts of law, in particular in disputes related to labour law and business law. She is also the author of numerous legal opinions related to commercial law and broadly defined civil law.



Łucja renders legal advisory services in Polish as well as English.

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