

Poland

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On May 1 2005 Poland celebrated the first anniversary of its accession to the European Union. After the accession, it is clear that, especially in the area of business law, Polish legislation will be largely based on the directives of the EU and that Poland will be subject to the rulings of the European Court in Luxembourg. Many areas of Polish legislation have already been harmonized with the bundle of European law, and many areas are still in the process of adaptation. However, anyone used to doing business in the EU will find the Polish legal system familiar. The Polish system offers an acceptable level of protection for businesses.

One recent development in Polish law has been the enactment of an act relating to special prerogatives of the state treasury, and their performance in commercial companies of significant meaning for public order and public security. This Act provides for the implementation of the golden share mechanism in Poland. This control mechanism will give the state a considerable influence over the activities of some privatized companies, and will only apply to companies active in the telecommunications, railway and energy sectors.

The idea is that the holder of the golden share in an enterprise – usually the state treasury – is entitled to special privileges, even if the monetary value of its share is as little as 1% of the entity's capital. Due to the lack of precise delineation of the state treasury's prerogatives, and the varied understanding of the golden share concept, criticism arose and the provision was deleted, to be replaced by a power of veto available to the state treasury minister. This veto power is independent of the number of shares in the enterprise held by the state treasury.

Under the proposed amendments the minister would appoint one or two observers to the formerly state-owned enterprises. The observers would be able to attend the meetings of the board of directors, and would inform the minister of the decisions taken. They would be paid out of the state budget.

Another area of Polish law undergoing change is the Public Trading in Securities Law. The Polish Securities and Exchange

Commission has prepared drafts of three new acts: (i) on trading in financial instruments; (ii) on public offers and terms of introducing financial instruments into an organized trading system, and on public companies; and (iii) on supervision of the capital markets. It is planned that these new pieces of legislation will soon replace the Law on Public Trading Securities, which is in force at the time of writing. The aims of the new legislation are to harmonize Polish securities law with the European directives, and to adapt the implementing regulations to these directives. These acts were approved by the lower house of the Polish parliament in April 2005.

Further developments have included the adoption of the new amendments to the Polish code of civil procedure, which came into force in February 2005. Among the more than 200 changes introduced, some of the most material regard collection proceedings. The changes are designed to simplify collection procedures and enhance their effectiveness, as well as to adjust them to the modern needs of the market economy.

It is expected that the EU will continue to exert much influence in the area of commercial law, especially in relation to ensuring high levels of competition and the prevention of discrimination against foreign businesses.

Other areas of law, such as tax law, are also undergoing changes. Poland's membership of the EU will hopefully result in improvements to the system, because this is an area not yet up to par with other western countries. This specifically applies in regards to transparency and the protection of individuals and companies as well as the option of recourse in the tax administration.

Overall, while there are still areas in Polish law that need improving, Poland's legal system has made dramatic progress over the past 15 years, and continues to advance rapidly.

Banking

Recommended firms

Tier 1

Allen & Overy

Clifford Chance Janicka Namiotkiewicz i wspólnicy spolka komandytowa

Tier 2

Baker & McKenzie Gruszczynski i Wspolnicy Attorneys at Law

Dewey Ballantine Grzesiak

Linklaters

Weil Gotshal & Manges

White & Case W Danilowicz W Jurcewicz i Wspolnicy

Tier 3

CMS Cameron McKenna

Lovells

Norton Rose Piotr Strawa and Partners

Salans

Soltysinski Kawecki & Szlezak

Wardynski & Partners

Wierzbowski Eversheds

Tier 4

Beiten Burkhardt

Gide Loyrette Nouel

Gleiss Lutz

Haarmann Hemmelrath

Hogan & Hartson

Miller Cranfield Paddock and Stone

Nörr Stiefenhofer Lutz

Allen & Overy

One of the first UK international law firms to open in Poland, Allen & Overy has an office in Warsaw staffed by around 30 lawyers, nine of whom are active in banking and finance matters. Banking law advice is one of the firm's areas of strength across the international network, and the Warsaw operation is no exception. Close ties with the London office ensure that the firm regularly advises the region's leading banks, both foreign and domestic, on some of the most prized instructions around.

In addition to its Warsaw presence, the firm enjoys substantial local representation through its offices in Bratislava, Prague, Budapest and Moscow, making Allen & Overy one of central and eastern Europe's leading financial law advisers.

Banking and finance clients of the firm include Bank Handlowy w Warszawie, Bank Polska Kasa Opieki, Bank Pekao, and LOT Polish Airlines, as well as international banks Dresdner Bank, WestLB, Citibank, ING Bank and Schroders Salomon Smith Barney.

Leading lawyer

Arkadiusz Pedzich

Key contact partner

Arkadiusz Pedzich

Clifford Chance Janicka Namiotkiewicz i wspólnicy spolka komandytowa

Since its opening in 1992, Clifford Chance's Warsaw office has worked on some of Poland's largest and most complex financial transactions across a range of industry sectors. It is reputed to be particularly strong on the asset and real-estate financing end of the banking spectrum.

Clifford Chance's two banking specialists, Peter Deegan and Grzegorz Namiotkiewicz, are supported by a team of 10 associates. The strength of the firm's international banking network ensures a steady stream of top-notch referral work, while Namiotkiewicz is a recognized star of Polish banking law advice. Contemporaries unanimously praised Namiotkiewicz as "one of the country's very best technical lawyers," while a client described him as "someone who has great business sense, as well as an adept legal mind."

In December 2004 Clifford Chance acted for HVB group members Bank Austria Creditanstalt and Bank BPB in providing financing to Baltic Container Terminal. The firm also advised Merrill Lynch International on setting up the bank's Ucit fund in Poland. Over the past year the firm acted for Bank Handlowy and Citibank, as coordinators, in relation to the restructuring of Polish Oil and Gas's €900 million (\$1 billion) syndicated and bilateral financings, and advised the European Bank for Reconstruction and Development, Raiffeisen Bank Polska and Pekao on Kaufland Polska's €160 million property financing. Other regular clients of the firm include Aareal Bank and HSBC Bank Polska.

Leading lawyer

Grzegorz Namiotkiewicz

Key contact partners

Peter Deegan

Grzegorz Namiotkiewicz

Baker & McKenzie Gruszczynski i Wspolnicy Attorneys at Law

Baker & McKenzie is reputed to be "traditionally strong in Polish banking work." Real-estate finance is integral to the county's lending banks, and Baker & McKenzie is strong in this area, as well as on the asset finance front, recently advising the TK Development Group on the refinancing of the Bydgoszcz shopping mall. The firm has been developing its banking practice over the past two years (partly to minimize the effect of the departure of leading lawyer Peter Swiecicki), and its efforts are really paying off, leading to a promotion to the second tier this year on the strength of recommendations from the market and a good deal roster.

The banking team's deals over the last financial year included advising Bank Zachodni on a €100 million (\$120 million) leveraged buyout (LBO) financing for Polish Enterprise Fund V, a private equity fund managed by Enterprise Investors. The financing was provided in connection with the acquisition of an 80% stake in DGS, Poland's top metal closures maker. The deal is reported to be the largest-ever LBO transaction in Poland,

and the fourth-largest LBO in central and eastern Europe. And in another instruction from Bank Zachodni, Baker & McKenzie advised on the acquisition financing and development of two shopping centres in Gdansk and Rzeszów.

Leading lawyer

Krzysztof Korzeniewski

Key contact partner

Krzysztof Korzeniewski

Dewey Ballantine Grzesiak

IFLR's Polish law firm of the year for 2004, Dewey Ballantine Grzesiak's banking and finance practice is developing into one of the jurisdiction's leading advisers, having gone from strength to strength since its 2002 merger with the Polish office of Hunton & Williams. The firm has four banking and finance partners, assisted by a team of nine associates. Jaroslaw Grzesiak is consistently praised by peers as a leading practitioner.

In one recent banking deal, Dewey Ballantine advised Polish Oil and Gas on the €900 million (\$1 billion) restructuring of its bank debt. The firm also acted for the European Bank for Reconstruction and Development and a consortium comprising BRE Bank, Raiffeisen Bank Polska and Bank BPH on loans granted to Celsa Huta Ostrowiec, and advised Bank Przemyslowo-Handlow in respect of four loans granted to Polmos capital group, the leading vodka producer. Among the year's other highlights, Deutsche Bank Polska instructed Dewey Ballantine to provide it with an opinion in respect of the €171 million term loan granted to Provident Polska by Deutsche Bank, Dresdner Bank and Danske Bank. In addition to the above institutions, the firm counts Dominet Bank and Jyske Bank as regular finance clients.

Leading lawyer

Jaroslaw Grzesiak

Key contact partners

Jaroslaw Grzesiak

Jacek Michalski

Andrzej Wysokinski

Linklaters

Linklaters' Warsaw office is one of the largest international law practices in Poland. Staffed by more than 50 lawyers, including seven partners, Linklaters is another UK firm with strong links to an international network. Linklaters' Warsaw office traditionally enjoys instructions from an impressive array of banking clients; as a result, the firm's banking lawyers have extensive experience in advising international banks and other financial institutions on bilateral and syndicated debt (both corporate and sovereign), and export finance matters. Linklaters is also recommended for its experience in Polish banking and financial services regulatory work.

Highlights from the firm's recent banking instructions include advising Bank Przemyslowo-Handlowy on its €180

million (\$216 million) medium-term syndicated loan facility, acting for Bank Zachodni on the loan financing provided to Magic City for the Blue City retail development, and representing ING Real Estate on a €65 million credit facility related to the purchase of a portfolio of properties in central and eastern Europe. Linklaters also acted for Telekomunikacja Polska, Poland's main provider of telecommunications services, on the company's €400 million revolving credit facility.

Key contact partner

Patrick Bell

White & Case W Danilowicz W Jurcewicz i Wspolnicy

Over the past year White & Case has continued its strategy of expanding its banking and finance capabilities in Warsaw and across the central and eastern European region. In October 2004, finance partner Lech Gilicinski joined White & Case in Warsaw from Weil Gotshal & Manges.

The banking practice's recent work includes advising Deutsche Bank in relation to a \$600 million certificate of deposit programme, and acting for Calyon Bank on the €900 million (\$1 billion) financing of TP, Poland's largest telecoms company. The Calyon deal marked one of the largest credit facilities ever granted in the Polish telecoms sector.

White & Case's eclectic client list includes leading regional and international investment banks: ABN Amro, Bank Austria Creditanstalt, Bank Pekao, the European Bank for Reconstruction and Development, Eurohypo, ING Bank, the International Finance Corporation, Investkredit, KBC Bank, Kredyt Bank, NordLB, PKO and Sygma Bank Polska.

The practice won new client instructions both on the borrower and on the lender side, a promising sign that the firm's banking practice is gaining presence in Poland. Lender-side clients included Lehman Brothers, Bank BPH, Calyon Bank Polska, Danske Bank Polska, Deutsche Bank, Merrill Lynch, Bank Handlowy w Warszawie and Millennium Bank, and Polish industrial companies such as Intercell and Elektrociepownie Wybrzeze make up some of the firm's new borrower-side clients.

Leading lawyers

Jacek Czabanski

Marek Król

Key contact partners

Jacek Czabanski

Lech Gilicinski

Other notable firms

Complementing its top-tier standing for corporate and mergers and acquisitions work, US firm **Weil Gotshal & Manges** also has strong banking capabilities in Poland. **Wierzbowski Eversheds** is a newly merged firm. Name partner Krzysztof Wierzbowski is a leading figure in Polish banking advice, and the firm has a number of high-profile clients, including American Express, Bank Zachodni, Provident Polska and

Bankgesellschaft Berlin. **CMS Cameron McKenna** is also active in the Polish banking market, advising clients Bank BPH and Eurohypo and the market recognizes that **Norton Rose** also boasts a respected syndicated lending practice.

Capital markets

Recommended firms

Tier 1

Allen & Overy

Clifford Chance Janicka Namiotkiewicz i wspólnicy spólka komandytowa

Weil Gotshal & Manges

Tier 2

Baker & McKenzie Gruszczynski i Wspólnicy Attorneys at Law

Dewey Ballantine Grzesiak

Linklaters

White & Case W Danilowicz W Jurcewicz I Wspólnicy

Tier 3

Beata Gessel & Partners

CMS Cameron McKenna

Domanski Zakrzewski Palinka

Lovells

Norton Rose Piotr Strawa and Partners

Oles & Rodzynkiewicz

Salans

Soltysinski Kawecki & Szlezak

Wardynski & Partners

Allen & Overy

Allen & Overy's capital markets practice enjoys an excellent reputation for its debt and securitization work – the traditional strong points of the firm throughout the international network. Last year however, the firm mostly advised on equity market deals, displaying an enviable breadth of practice. Its standout deal of the year involved it acting for the issuer in relation to the \$2.3 billion privatization of PKO Bank Polski, Poland's largest retail bank, effected by way of initial public offering (IPO). Allen & Overy advised PKO as to Polish, English and US law, in what was the first IPO in Poland to exceed €1 billion. The shares were listed on the Warsaw Stock Exchange in November 2004.

Among the year's other deals, the Allen & Overy team also advised sole global coordinator and joint bookrunner JP Morgan on Polish broadcaster TVN's \$151 million IPO, and represented Dutch company AmRest on its public offering and listing on the Warsaw Stock Exchange.

According to contemporaries, practice head Jacek Jonak is "a brilliant lawyer," and one client described him as "one of the country's top capital markets specialists".

Leading lawyer

Jacek Jonak

Key contact partner

Jacek Jonak

Clifford Chance Janicka Namiotkiewicz I wspólnicy spólka komandytowa

Most people interviewed commented on the strength of Clifford Chance's outstanding bank lending practice, but also noted that the firm has an "extremely strong" presence in the capital markets arena. Grzegorz Namiotkiewicz wins the plaudits from peers and clients, and practice leader Nick Fletcher is also highly recommended.

The firm's work in the debt capital markets over the last year includes advising on setting up a €3 billion (\$3.6 billion) euro medium-term note programme for Bank BPH in April 2005, and acting for BRE Bank on a €50 million undated Tier II note issuance programme in February 2005, which replaced the bank's dated June 2004 programme.

On the equity capital markets side, meanwhile, Clifford Chance advised ING Bank Slaski on its ZI730 million (\$223.9 million) share offering and acted for Advent on the planned floatation of Bolix. The Bolix instruction was ongoing at the time of writing.

Other clients of the firm's capital markets practice include Société Générale Oddzial w Polsce, BNP Paribas Bank Polska and Polskie Koleje Panstwowe.

Leading lawyers

Nick Fletcher

Grzegorz Namiotkiewicz

Key contact partners

Agnieszka Janicka

Grzegorz Namiotkiewicz

Weil Gotshal & Manges

"Weil is the leading firm for capital markets work in Warsaw," said one partner at a rival UK practice. "Their reputation is fully deserved," said another practitioner, "they win a role on all the big deals around." Big deals are few and far between in Poland, but with Warsaw staking a claim as the central and eastern European (CEE) capital for capital flow, Weil Gotshal & Manges is well positioned to take advantage of any upturn in the markets. From among the team, Ania Frankowska is recognized as a leading capital markets adviser.

Weil Gotshal & Manges advised Credit Suisse First Boston, as global coordinator, on the initial public offering (IPO) of Opoczno, the Polish floor and wall tile manufacturer. The offering included Polish retail, institutional and international institutional tranches, the latter including a private placement to US investors under Rule 144A. The IPO raised around \$135 million and included a reverse greenshoe option. Opoczno is the first large Warsaw-listed private equity exit to be achieved by IPO, and has been offered as evidence of a maturing Polish capital market.

The firm's work on the Opoczno deal builds on Weil's impressive track record of advising on successful Polish equity offerings. Among the year's other highlights, Weil acted for Credit Suisse First Boston on the largest-ever CEE equity offering, the ZI7.6 billion (\$2.3 billion) IPO of PKO Bank Polska, and acted as underwriter's counsel equity offerings by PKN Orlen and Bank Pekao.

Leading lawyer

Ania Frankowska

Key contact partner

Ania Frankowska

Baker & McKenzie Gruszczynski i Wspolnicy Attorneys at Law

Baker & McKenzie set up its Polish operation in 1992, and since then has developed an enviable reputation for capital markets work, particularly in matters with a US dynamic. Baker & McKenzie's Warsaw office won a role on most of the deals that brought foreign capital into Poland over the last year. Among these, the firm acted as transaction counsel on the dual listing of the Hungarian oil and gas company MOL, the largest new listing on the Warsaw Stock Exchange in 2004, acted as counsel to the underwriters on the initial public offerings of AmRest and Cinema City, the first Dutch companies to list in Warsaw, and represented Ivax on its takeover of Polfa Kuto by way of exchange offer.

On the debt capital markets side, meanwhile, Baker & McKenzie advised Citibank on its \$436 million Bank Handlowy exchangeable bond issue. The issue was the first time foreign corporate bonds had been listed in Warsaw, the first instance of a listing of bonds in Poland using a single European passport, and the first listing of exchangeables in Poland. From among the strong team, lead partner Konrad Konarski is highly regarded among peers and clients.

Leading lawyer

Konrad Konarski

Key contact partner

Konrad Konarski

Dewey Ballantine Grzesiak

Described as "consistently active in capital markets work," Dewey Ballantine Grzesiak has a large, six-partner and seven-associate team that specializes in this area. Of these individuals Jaroslaw Grzesiak is identified as a leading practitioner by market commentators.

Last year Dewey Ballantine advised on a number of notable matters, including the Ivax Corporation's dual listing on the Warsaw Stock Exchange (WSE) and on the exchange offer for Polfa Kutno shares. The Ivax deal was a landmark matter for several reasons. Ivax was the first US issuer to list on the WSE, and the deal was also one of the first dual listings of a non-Polish company in Poland. The \$190 million transaction also marked the first exchange offer to take place on the Polish public market.

In another notable instruction, the firm acted on the launch of Citibank's \$436.5 million Luxembourg-listed senior exchangeable note programme. The privately placed notes issued under the programme are exchangeable into shares of Bank Handlowy w Warszawie, and are among the first securities to be passported into Poland under the EU single passport regime.

The practice also advised the ING Group on the \$230 million reduction of its stake in Polish subsidiary ING Bank Slaski to 75%, to comply with Polish regulatory requirements. And in

November 2004, Dewey Ballantine acted as counsel to Opoczno in relation to the company's \$135 million initial public offering (IPO). The offering was another milestone for the Polish equity market because it represented the first significant Warsaw-listed private equity exit to be achieved through an IPO. The deal was offered to investors in the US under Rule 144A and included a reverse greenshoe option.

Key contact partners

Jaroslaw Grzesiak

Ireneusz Matusielanski

Piotr Szelenbaum

Linklaters

Linklaters' capital markets practice regularly advises on currency, interest rate and commodity derivative instruments based on standard documentation such as the Isda Master Agreement, as well as on specialized agreements tailored to specific financial institutions and government agencies.

Last year, the firm advised Bayerische Hypo- und Vereinsbank in relation to its subscription to a €300 million (\$371.5 million) private placement of floating rate notes issued by Bank BPH, and acted for BNP Paribas, Deutsche Bank, ABN Amro, Citigroup, Société Générale and HVB on TPSA Eurofinance France's €300 million corporate bond issue, the first bond issue by a Polish corporate after the country's accession to the EU. In another debt deal, Linklaters advised ING Bank Slaski, as lender, on the mortgage-backed bond issued by Polish Retail Properties Finance. The securitization was backed by Polish real estate mortgages, the first of its kind in Poland.

Linklaters also advised Nomura International on its sale of 1.6 million shares of Impexmetal, and represented Bank Austria Creditanstalt on a €3 billion euro medium-term note programme.

Key contact partner

Patrick Bell

White & Case W Danilowicz W Jurcewicz i Wspolnicy

Advice on structured products has been a significant growth area for the developing Polish capital markets and White & Case is one of the county's leaders in securitization transactions, including the formation of securitization funds. Although few securitizations have been implemented in Poland so far, White & Case has been involved in most of these matters, and is well-placed to gain the lion's share of the work once the market develops fully.

Among the year's other work, White & Case advised Pfeleiderer Grajewo (a leading manufacturer of chipboards and furniture veneers) in connection with a public equity issue offered to investors in Poland and abroad. The value of the issue – nearly Zł300 million (\$91 million) – made it one of the largest public offers in the Polish market over the past three years.

Key contact partner

Janusz Fiszer

Mergers and acquisitions

Recommended firms

Tier 1

Dewey Ballantine Grzesiak

Weil Gotshal & Manges

White & Case W Danilowicz W Jurcewicz i Wspolnicy

Tier 2

Allen & Overy

Baker & McKenzie Gruszczynski i Wspolnicy Attorneys at Law

Clifford Chance Janicka Namiotkiewicz i wspolnicy spolka komandytowa

Linklaters

Soltysinski Kawecki & Szlezak

Tier 3

Beata Gessel & Partners

Chadbourne & Parke

CMS Cameron McKenna

Gide Loyrette Nouel

Lovells

Norton Rose Piotr Strawa and Partners

Salans

Wierzbowski Eversheds

Dewey Ballantine Grzesiak

The nine partners that make up Dewey Ballantine's Polish corporate and M&A team unquestionably form one of the country's leading practices. The partnership has a pool of 20 associates to call on, and Jaroslaw Grzesiak is one of the country's finest M&A advisers according to peers. His colleagues Lejb Fogelman and Likasz Redzniak are also considered leading practitioners.

Recent highlights of the firm's M&A work included advising PKN Orlen on its \$505 million acquisition of Unipetrol from the National Property Fund of the Czech Republic, and acting for Enterprize Investors on its \$124 million acquisition of PPH DGS, the third-largest leveraged buyout ever to take place in central Europe.

The practice also advised CA IB Fund Management on its acquisition of shares in Drugi NFI, NFI Progress and NFI im E Kwiatkowskiego national investment funds from PZU, as well as on the acquisition of 100% of shares in PZU NFI Management, the company that managed the funds' assets. And Jacek Michalski led a Dewey Ballantine team that advised Central European Distribution Corporation, the US-listed beverage importer, in relation to the company's €259 million (\$320.2 million) acquisition of Polish vodka producer Przedsiębiorstwo Polmos Białystok. The deal was the largest privatization in Poland to date, and involved a unique combination of an initial public offering of the company and its sale to a strategic investor.

Leading lawyers

Lejb Fogelman

Jaroslaw Grzesiak

Lukasz Redziniak

Key contact partners

Lejb Fogelman

Jaroslaw Grzesiak

Lukasz Redziniak

Weil Gotshal & Manges

The market continues to be impressed with Weil Gotshal & Manges' "strong, aggressive and dynamic" team, which is "focused on the top corporate and mergers and acquisitions work in Poland." Ever since it became one of the first foreign firms to target the Polish market, Weil Gotshal has been steadily developing its corporate and M&A practice, and it remains a sure-fire top-tier operation.

The firm's experience covers the full range of public and private M&A transactions including joint ventures, strategic alliances, spin-offs, proxy contests, tender offers, distressed deals and public-to-private transactions. The Warsaw M&A team includes Polish and US-qualified lawyers and, as a substantial part of the transactional work in Warsaw is international in nature, involving multi-jurisdictional issues, Weil Gotshal has had the edge in winning local mandates thanks to the experience and expertise of its international network. The firm's managing partner Pawel Rymarz is a recognized leading M&A practitioner.

Leading lawyer

Pawel Rymarz

Key contact partner

Pawel Rymarz

White & Case W Danilowicz W Jurcewicz i Wspolnicy

The corporate practice is a key area of strength for White & Case's Warsaw office. According to one senior partner at a rival practice, the firm has "a stable M&A practice, full of good corporate lawyers." Last year the M&A team was particularly active in the banking and construction sectors, as well as putting in a strong performance in the private equity market. "Quality-oriented, demanding and experienced" practice leader Witold Danilowicz is highly regarded by clients, as is senior counsel Krzysztof Pisarek.

In August 2004 White & Case advised Polimex on the sale of a Polish recruitment agency to Randstad Holding, and acted for Polcard in relation to its acquisition of Billbird, a Polish electronic payment processing systems company and operator of the first Polish electronic bill presentment and payment system. Back in May 2003 White & Case had acted for Innova Capital, as the private equity provider, with G TECH Corporation as the strategic investor, in relation to the initial \$62.5 million acquisition of PolCard.

Since August 2003 White & Case has been representing German bank Eurohypo, recently advising it on the 50% block sale of shares in privately held Rheinhyp BRE Bank Hipoteczny, as well as in relation to a 50:50 joint venture between Eurohypo and BRE Bank, a publicly listed Polish subsidiary of Commerzbank.

In other deals White & Case represented EQT Partners in connection with its acquisition of Kolo, a bathroom fixtures company and part of the Sanitec group, and acted for Lehman Brothers with respect to the restructuring of Warszawskie Centrum Dystrybucyjne and Centrum Biznesu Ozarów.

Other clients on the firm's impressive roster include AIG-CET, Diageo, Eureko, Grupo Celsa, Honeywell International, Innova Capital, Lafarge, Michelin, MTV Networks Polska, Nordea Bank Sweden, Oresa Ventures, Pratt & Whitney, Raiffeisen Private Equity Management, Rexam, Riverside Capital, SBS Broadcasting and United Technologies.

Leading lawyers

Witold Danilowicz
Krzysztof Pisarek

Key contact partners

Witold Danilowicz
Janusz Fiszer
Witold Jurcewicz

Allen & Overy

Commentators focussed on Allen & Overy's market-leading banking and finance practice, but Allen & Overy also maintains a strong corporate capability. The firm can field a strong team on the full range of M&A transactions, and in Jaroslaw Iwanicki boasts an outstanding practitioner. Iwanicki was frequently singled out by peers as one of Poland's leading M&A advisers.

Allen & Overy was engaged on one of Poland's standout deals of last year, advising Rabobank International on its \$155 million investment in BGZ. A&O's work on the deal included preparing the due diligence report, structuring the transaction and drafting and negotiating the transaction documentation, as well as providing advice on obtaining regulatory approvals.

Leading lawyer

Jaroslaw Iwanicki

Key contact partner

Jaroslaw Iwanicki

Baker & McKenzie Gruszczynski i Wspólnicy Attorneys at Law

Baker & McKenzie Gruszczynski i Wspólnicy Attorneys at Law has a well-established Polish mergers and acquisitions practice that consists of four partners and a team of nine associates. Hewlett Packard Polska, Shell International and Cap Gemini Ernst & Young Deutschland are regular clients of the firm, revealing the extent of the practice's corporate expertise and experience. From among the team's talented lawyers, Marcin Gmaj is described as a "dynamic and intelligent lawyer."

Over the past year Baker & McKenzie was involved in one of the country's most prominent deals when it was instructed to advise BGZ, Poland's fourth-largest bank, on

its €129 million (\$155 million) sale of shares to various strategic investors, including Rabobank.

In other matters the practice advised the TK Development Group on its €46 million disposal of a housing title company to a shopping centre, acted for Provimi Holding on an asset sale, and represented France Télécom on its acquisition of a stake in Telekomunikacja Polska.

Leading lawyer

Marcin Gmaj

Key contact partners

Marcin Gmaj
Tomasz Krzywowski
Piotr Rawski

Clifford Chance Janicka Namiotkiewicz i wspólnicy spolka komandytowa

Although it receives more attention and praise for its market-leading banking and finance practice, Clifford Chance boasts some sought-after clients on its roster, including PKN Orlen, Advent, Kimberley-Clark, Banco Santander Central Hispano and Carrefour Polska.

Last year, Clifford Chance's two-partner M&A team advised the European Bank for Reconstruction and Development on Rabobank's €129 million (\$154 million) acquisition of a 32% stake in Poland's BGZ Bank, and acted for Energis Polska on Innova's investment in Energis. The firm also acted for Bodycote Polska in its acquisitions of Nitrex-HTC and Castelli Nitrex Obróbka Ciepła, and represented Carrefour Polska when it bought 12 hypermarkets from Ahold Polska.

Key contact partners

Nick Fletcher
Agnieszka Janicka

Linklaters

With a solid reputation for all-round corporate capability, Linklaters boasts a total of 23 fee earners, led by four partners. The practice provides advice in all areas of corporate and commercial law, including general company law, drafting and negotiation of commercial agreements, demergers, joint ventures, share repurchases, registrations, licences and regulatory approvals, as well as acquisitions.

Recent examples of Linklaters' corporate instructions included advising Kia on the choice of location (between Poland and Slovakia) for the development of a large auto assembly plant worth €725 million (\$870 million), and acting for Polskie Sieci Elektroenergetyczne on the €1.8 billion reorganization of the Polish national grid company, in particular on the unbundling of the transmission system operator's activities from its other areas of business.

The firm also advised the Amcor Group on the reorganization of its Polish operations, including the establishment of new subsidiaries and mergers of existing entities, represented

Arcadis Europe on the acquisition of the leading Polish infrastructure consulting and engineering firm, Profil, and acted for BRE Bank on one of the largest sale and leaseback transactions that have taken place in Poland to date, involving BRE Bank's disposal of the building housing its Warsaw headquarters to the Commerz Immobilien Group.

Key contact partners

Tadeusz Komosa
Jolanta Tropaczynska
Cezary Wisniewski

Other notable firms

Soltysinski Kawecki & Szlezak enjoys a good reputation for Polish M&A work, and its name partner Stanislaw Soltysinski is rated as one of the finest company law specialists in Poland. Both **Wierzbowski Eversheds** and **Wardynski & Partners** are established corporate advisers, while US firm **Chadbourne & Parke**, which last year took on the Warsaw partners of Altheimer & Gray, merits a mention as it has some seasoned M&A practitioners and "great client connections."

Project finance

Recommended firms

Tier 1

Allen & Overy

Baker & McKenzie Gruszczynski i Wspolnicy Attorneys at Law

CMS Cameron McKenna

Wardynski & Partners

Tier 2

Clifford Chance Janicka Namotkiewicz i wspolnicy spolka komandytowa

Dewey Ballantine Grzesiak

Weil Gotshal & Manges

White & Case W Danilowicz W Jurcewicz i Wspolnicy

Tier 3

Chadbourne & Parke

Gide Loyrette Nouel

Gleiss Lutz

Hogan & Hartson

Linklaters

Lovells

Nörr Stiefenhofer Lutz

Salans

Soltysinski Kawecki & Szlezak

Allen & Overy

In a market where it is rare for lawyers to specialize in projects, the strength of Allen & Overy's finance practice ensures the firm a role on most of the large projects-related matters to reach the market. The market for projects in Poland last year was less than fervent – in fact, it was "rubbish" according to one leading Polish lawyer – but Allen & Overy featured on almost every notable transaction going. The firm's team is as

good as any in the country, and according to one client, Arkadiusz Pedzich is "the heavyweight champion of project finance."

Last year Pedzich advised a consortium of banks, led by Bank Austria Creditanstalt and Bank Przemyslowo-Handlowy PBK, on the \$235 million construction of a second terminal at Warsaw's Okecie Airport. And, in a contender for Polish project finance deal of year, Allen & Overy advised KBC Bank, Société Générale, Bank of Tokyo-Mitsubishi and Kredyt Bank on the Basell project, the \$458 million financing of two petrochemical plants for a Shell-BASF joint venture.

The practice also acted for Aareal Bank on the \$246 million development and property financing for Silesia Park in Katowice to build one of Poland's largest shopping malls, and represented the European Bank for Reconstruction and Development, the Export-Import Bank of Korea, Raiffeisen Bank and Nordea Bank in relation to the €32 million (\$39.5 million) financing of a PET resin plant in Wlclawek. In the energy sector, meanwhile, Allen & Overy represented the lenders in relation to the €222 million financing of the Patnow 460MW lignite-fired power generation facility.

Leading lawyer

Arkadiusz Pedzich

Key contact partner

Arkadiusz Pedzich

Baker & McKenzie Gruszczynski i Wspolnicy Attorneys at Law

Baker & McKenzie is an established projects adviser, fielding a Polish team of four partners and five associates. In one notable recent instruction the practice advised Autostrada Wielkopolska on the €700 million (\$863.5 million) motorway financing project. Last year the firm acted twice for Bank Zachodni: first, on the €61 million financings of two shopping centres in Gdansk and Rzeszow, and secondly, in relation to residential developments in Warsaw and Krakow.

Clients of the firm's project finance practice include local entities such as Bank Pekao and BRE Bank, as well as supra-national financial institutions such as the International Finance Corporation and the Overseas Private Investment Corporation.

Key contact partners

Jur Gruszczynski
Krzysztof Korzeniewski
Piotr Swiecicki

CMS Cameron McKenna

Although commentators cite its real estate practice as the firm's core area of strength, CMS Cameron McKenna has an increasingly impressive presence in the Polish project finance market. The firm boasts one of the country's largest projects teams, comprising seven partners and 13 associates, and contains both Polish and US law capabilities.

Last year the firm advised lending Bank BPH in relation to a \$50 million independent power project, and acted for Grupa Lotos on the \$800 million construction and financing of a refinery facility. Other clients of the firm include Elektrociepłownia Chorzow Elcho, Kulczyk Holding and Energetyka.

Key contact partners

Andrzej Blach
Dariusz Mioduski

Dewey Ballantine Grzesiak

Dewey Ballantine Grzesiak's projects practice is led by name partner Jaroslaw Grzesiak, and has recognized expertise advising on projects in the energy and power sector. For example, the firm recently advised on financing the construction of a new 880MW unit at the existing 4,000MW Belchatow coal-fired power station in Poland.

Restructuring is another area of competence, and among the past year's highlights Dewey Ballantine advised PSE-Electra on the restructuring of its long-term power-purchase contracts programme, including the securitization of the resulting revenues.

The firm's clients in this area include local entities Vattenfall Poland, PKN Orlen and PSE, as well as the European Bank for Reconstruction and Development.

Key contact partners

Jaroslaw Grzesiak
Stephen Horvath
Tomasz Kacymirow

White & Case W Danilowicz W Jurcewicz i Wspolnicy

Project finance is a growing part of White & Case's practice in Poland, especially with regard to commercial real estate matters. Recently, the firm advised Apollo Rida in relation to one of the largest investments in the real estate sector in Europe, and acted for the European Investment Bank in relation to financing a high-profile motorway project in Poland. This motorway deal solidifies White & Case's reputation as the firm of choice for advice in relation to such projects: the firm's central and eastern European team has now advised on the Hungarian M5 toll motorway project and the Czech Republic D5 toll road project as well as the Poland deal.

The firm suffered a slight blow this year with the departure of head of the energy group Igor Muszynski, who left the firm to spearhead Chadbourne & Parke's entry into the energy sector. Although the market perceives that the firm's remaining partners and associates are more than capable of handling the increasing amount of work coming through the doors, it will be interesting to see the approach the firm will take to keep its projects campaign driving forwards.

Key contact partner

Witold Jurcewicz

Other notable firms

Wardynski & Partners always renders "high-quality service" according to clients, and is reported to have a wealth of expertise in public-private partnership projects. **Clifford Chance** has been particularly active advising on a range of aircraft finance matters, recently acting for Awas Aviation Services and Landesbank Sachsen Girozentrale on aircraft lease financings. In December 2004, it also advised Europa Distribution Centre on Aareal Bank's financing of the extension of its Europa Park warehouse A2 project.

While it is too early to see the full effect of Igor Muszynski's move to **Chadbourne & Parke** from White & Case, there is no doubt that Chadbourne's visibility in the energy sector will have benefited. At the time of writing, Muszynski has already made his mark, acting for the sponsor in relation to the €222 million (\$273.8 million) financing of the Patnow 460MW lignite fired power generation facility. And French firm **Gide Loyrette Nouel**'s recent expansion into central and eastern Europe is beginning to reap rewards. The firm is becoming increasingly busy in Poland, having acted for Norddeutsche Landesbank in relation to the financing of French supermarket chain Intermarché's development programme in Poland (involving the construction of 15 commercial centres) as well as in relation to financing the construction and development of the Maximus wholesale trade centre near Warsaw. At the time of writing Gide is representing Stalexport Autostrada Slaska (a special purpose vehicle created by Stalexport, Strabag and Egis Projects) in relation to a toll motorway project involving the construction and operation of the 180km section of the A4 toll motorway between Katowice and Wroclaw.