

Representative Legal Matters

Katarzyna Grodziewicz

- Advised underwriters coordinated by Goldman Sachs Bank Europe SE and J.P. Morgan SE, acting as global coordinators, on Polish law in connection with the IPO of Zabka Group shares, with a total value of EUR 1.72 billion. This was the largest IPO in Poland since 2020, the fourth largest in the history of the Warsaw Stock Exchange and the fourth largest IPO in Europe in 2024.
- Advised the selling shareholder, MidEuropa, in connection with the IPO of Diagnostyka S.A. shares with a total value of nearly PLN 1.7 billion (USD 420.5 million), and their admission and introduction to trade on the Warsaw Stock Exchange
- Advised the joint arrangers and initial dealers on all aspects of updating the EUR 5 billion EMTN program established by Bank Pekao, as well as preparing and obtaining approval for the new base prospectus.
- Advised joint global coordinators - Jefferies GmbH, Santander Bank Polska - Santander Biuro Maklerskie, Banco Santander, Wood&Company Financial Services - on the successful accelerated bookbuilding process for Benefit Systems S.A.'s offering of 280,000 Series H shares with total value of PLN 742 million (c.a. EUR 172.5 million).
- Advised Enterprise Investors (the selling shareholder) and Studenac Ltd (the company) on an aborted Rule 144A IPO of Studenac Ltd., a Croatian retail chain, and its dual listing of the shares on the Warsaw and Zagreb Stock Exchanges.
- Advised Bank Pekao S.A., the second largest bank in Poland and one of the largest financial institutions in the Central and Eastern Europe region, on three issuances of senior non-preferred eurobonds worth EUR 1.5 billion (total), offered in accordance with Regulation S, under the EMTN program.
- Advised Bank Pekao S.A., the second largest Polish bank, on all aspects of the establishment of a EUR 5 billion Euro Medium Term Note programme and issuance of EUR 500 million 5.50% Senior Non-Preferred Green Notes due 2027 under the programme.
- Advised Echo Investment Group companies Grupa Archicom, Echo Investment S.A. and DKR Echo Investment on an offering of 10,000,000 new shares in Archicom and DKR Echo Investment's sale of 6,107,432 existing Archicom shares. The total value of the transaction was PLN 220 million. The role of offer manager in connection with the transaction was performed by the PKO BP Brokerage Office.
- Advised Huuuge, Inc. in connection with the process of purchasing the company's own shares, listed on the Warsaw Stock Exchange, by way of a time-limited share buy-back. The share buy-back involved transactions totaling approximately USD 150 million.

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- Advised a shareholder of Mo-BRUK S.A. in the sale of tranche of the company's shares through an accelerated book-building process (ABB). The value of the shares sold was over PLN 142.3 million.
- Advised Morgan Stanley as financial advisor and placement agent in connection with a USD 290 million equity private placement by Elemental Holding, a global urban mining and recycling company originating from Poland, with its headquarters in Luxembourg.
- Advised shareholders of Benefit Systems S.A. in the sale of shares through an accelerated book-building process. The value of the sold shares was approx. PLN 158 million.
- InPost S.A., a leading e-commerce enablement platform, and its majority shareholder private equity fund Advent International, on InPost's first public offering and listing on the Euronext Amsterdam Stock Exchange - this was one of the largest IPOs of a business group from Poland (IPO's value: EUR 3.2bn), and the first IPO of a Polish company on Euronext Amsterdam (the transaction won the 2021 Polish Deal of the Year Award from CEE Legal Matters).
- Grupa Azoty Zakłady Chemiczne "Police" S.A. as an issuer on the secondary public offering with a value of more than PLN 500m (approx. EUR 108m), being the first public offering conducted and the first issue prospectus approved by the Polish Supervisory Authority (Komisja Nadzoru Finansowego) under the new Prospectus Regulation, and introduction to trading of shares in Grupa Azoty Zakłady Chemiczne "Police" S.A. on the regulated market of the WSE.
- Dino Polska S.A. – representation of PKO BP S.A. Oddział – DM PKO BP w Warszawie, as Global Coordinator, Joint Bookrunner and Offering Agent, UBS Limited, WOOD & Company Financial Services, a.s. S.A., Oddział w Polsce, as Global Coordinators and Joint Bookrunners, and Erste Group Bank AG as Joint Bookrunner, on the PLN 1.65bn (approx. EUR 388m) IPO and admission to trading of shares in Dino Polska S.A. on the regulated market of the WSE.
- Prime Car Management S.A. – representation of Banco Espirito Santo de Investimento, Oddział w Polsce, Jefferies International Limited and Dom Maklerski mBanku in connection with the PLN 210m IPO and the WSE listing of shares of Prime Car Management S.A., one of the leaders in car fleet management and leasing services in Poland.
- PKP Cargo S.A. – representation of Goldman Sachs, Morgan Stanley and DM PKO BP acting as Global Coordinators and Joint Bookrunners, Ipopema Securities, Raiffeisen Centrobank, AG and Bank Pekao S.A. acting as Joint Bookrunners and DI Investors and Mercurius DM acting as Domestic Co-Bookrunners in connection with the privatization and PLN 1.42bn (USD 460m) IPO of PKP CARGO S.A., the state owned rail freight operator. This transaction was the first successful IPO of an EU-based rail freight operator and consisted of a public offering in Poland and an international offering to institutional investors outside Poland and the United States under Regulation S and to qualified institutional buyers in the United States under Rule 144A.
- Jastrzębska Spółka Węglowa S.A. on the PLN 5.37bn (USD 2bn) IPO of one of the major Polish coal mines on the WSE. The transaction was the largest privatization and IPO in Poland in 2011, the fourth largest IPO in the history of the WSE, and the second largest European IPO in the first half of 2011.

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- BNP Paribas Bank Polska S.A., Bank Pekao S.A. and ING Bank Śląski S.A. on the establishment of PLN 1 bn public bond issue program by InPost S.A. and the first issuance of bonds under the program (with a total nominal value of PLN 500 mln) and introduction of bonds to trading in the alternative trading system on the WSE.
- Ministry of Finance – representation of the State Treasury of the Republic of Poland represented by the Ministry of Finance in connection with the update by the State Treasury of its EUR 60m Euro Medium Term Note Program and several issues under the program.
- PKO Bank Hipoteczny S.A. – representation of banks Société Générale (global coordinator, lead joint arranger and dealer), Deutsche Bank (joint arranger and dealer), J.P. Morgan (joint arranger and dealer), PKO Bank Polski (joint arranger and dealer) and Landesbank Baden-Württemberg (dealer) in connection with the establishment by PKO Bank Hipoteczny S.A., a subsidiary of PKO Bank Polski, of an international mortgage bond issuance program with a value of up to EUR 4bn (and several issues under the program). This was the first international program for the issuance of mortgage bonds established by a Polish mortgage bank under which mortgage bonds were to be issued based on Polish law.
- Ghelamco Invest sp. z o.o., Poland's leading real estate developer, on the establishment of a PLN 350m Polish bond program aimed at a pool of individual investors (and several issues under the program).
- Echo Investment S.A., Poland's leading real estate developer, on the establishment of a PLN 200m Polish bond program, being one of the first domestic public offerings in Poland aimed at a pool of individual investors (and several issues under the program).
- ENERGA S.A. as issuer, on the establishment of its PLN 4bn (EUR 1bn) Polish bonds program, as well as first issue of PLN 1bn (EUR 250m) bonds under the program together with their listing on the Catalyst bonds market.
- OEX S.A. as a majority investor and the remaining shareholders of Divante S.A. in the process of selling Divante S.A., a company operating in the e-commerce and e-marketing sector, to Cloudflight, a European producer of software and solutions using artificial intelligence – a portfolio company of the Deutsche Beteiligungs AG fund.
- Offsite Archive Storage and Integrated Services (Ireland) Ltd., an entity held by the Montagu private equity fund, on the PLN 65m acquisition of ArchiDoc S.A. from OEX S.A.
- British United Provident Association Limited (Bupa), an international healthcare group, on the acquisition of LUX MED Group, the largest private healthcare provider in Poland, for EUR 400m. The transaction was the largest private equity transaction in Poland in 2012.