

Representative Legal Matters

Marcin Chyliński

- 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).
- 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 on all aspects of the establishment of a EUR 5 billion EMTN programme by Bank Pekao. The Eurobonds are to be listed on the Luxembourg and Warsaw Stock Exchanges.
- Advised Bank Pekao on two issuances of green notes under the EMTN programme: Senior Green Notes due 2027 (the first international issue of green notes by Bank Pekao) and Senior Non-Preferred Green Notes due 2030 with total value of EUR 1 billion (EUR 500 million each).
- Advised Enterprise Investors on the acquisition of a majority stake in Sescom Polska, a technology company listed on the Warsaw Stock Exchange.
- Advised Kernel Holding S.A., Ukraine's largest producer and exporter of sunflower oil and a global leader in this regard, in connection with a tender offer for its shares listed on the Warsaw Stock Exchange, announced by its largest shareholder, Namsen Limited. The tender offer resulted in transactions totaling PLN 559.6 million (USD 140.5 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.
- Advised the 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 (USD 39.6 million).
- Advised Pepco Group N.V., a pan-European discount variety retailer in connection with the PLN 3.7 billion (USD 863 million) Rule 144A IPO and listing on the Warsaw Stock Exchange.

Baker McKenzie.

- Advised J.P. Morgan, Credit Suisse and IPOPEMA Securities in connection with the PLN 1.67 billion (USD 442 million) Rule 144A IPO and listing on the Warsaw Stock Exchange of Huuuge, Inc., a global producer of free-to-play games and publisher of online games for mobile devices and internet platforms.
- Advised APG on its joint venture with Orange Polska which aims to have a fiber-to-the home (FTTH) footprint that passes 2.4 million households by 2025, and to also offer wholesale access to the network. This transaction valued the joint venture at PLN 2.75 billion (USD 642 million).
- Advised Commerzbank AG, on its discontinued process concerning the sale of mBank S.A., the fourth largest bank in Poland.
- Advised AccorHotels SA on the execution of a share sale agreement and the EUR 1.23 billion (USD 1.33 billion) public tender offer by AccorInvest SA for the sale of 100% of the shares in Orbis (the largest CEE hotel chain).
- Advised AccorHotels SA in connection with the EUR 283.3 million (USD 307 million) acquisition of the light asset business from Orbis and its subsidiaries (i.e., hotel and service business activities) in six CEE jurisdictions.
- Advised a shareholder of Mo-BRUK S.A. in the sale of a 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 Enterprise Investors (financial sponsor) and Dino S.A. in connection with the PLN 1.65 billion (USD 390 million) Rule 144A IPO of Dino S.A., a leading Polish retail chain of grocery stores.
- Advised J.P. Morgan, BofA Merrill Lynch and UBS IB in connection with the USD 1.1 billion Rule 144A IPO of Play, the third largest mobile network in Poland and one of the fastest growing telecommunications companies in Europe.
- Advised J.P. Morgan and UBS IB in connection with a suspended Rule 144A IPO of eObuwie.pl S.A., the largest Polish online retailer of footwear and accessories.
- Advised Raiffeisen Bank International on its dual track process concerning the sale of Raiffeisen Bank Polska.
- Advised Echo Investment, the largest Polish developer, in connection with its USD 100 million public bond issuance program.