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KONIECZNY WIERZBICKI
KANCELARIA RADCÓW PRAWNYCH

KWKR



The investment process has never been so simple

KWKR Konieczny Wierzbicki and Partners is a law firm with vast experience in commercial and corporate law with special focus on venture capital, private equity and M&A deals. The strength of our Corporate and TMT departments gives us a uniquely specialist understanding of new technologies (incl. AI, med-tech, fin-tech, blockchain, IoT, e-sports) and allows us to provide full service offering to our clients on complex projects in the sector. We support our clients through every step of the way, from establishing corporate structures in Poland or abroad, through the entire investment process, R&D and IP commercialisation phase, up until successful exits or IPOs.



We want to be your guide in your business journey

1. Hundreds of VC and PE investment and M&A deals

closed in Poland, Norway, US, South America, Asia, UK and EU gives us unique global perspective on your business. We are a member of international network of law firms Mackrell International and can handle your business globally.

2. One firm, full service.

Our team of lawyers, financial advisors and tax consultants will support you in the entire process: company valuation, due diligence, legal and tax structuring, preparation and negotiation of investment agreements, founders' engagement, implementation and exit.

3. Different deals for different needs.

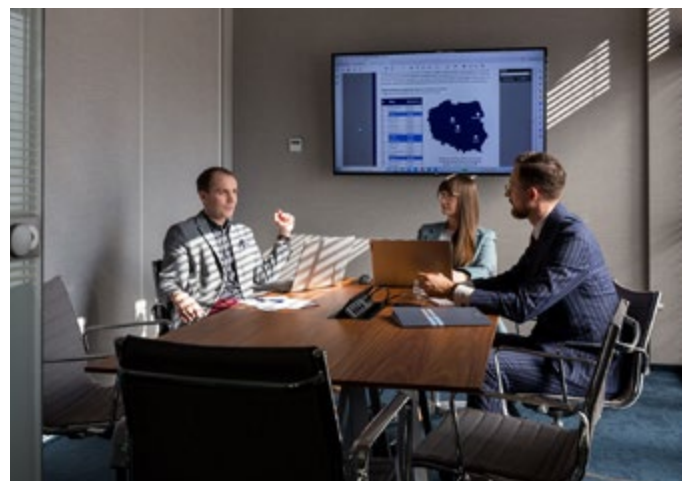
We have experience in drafting SPAs, SHAs, convertible notes, bridge-financing instruments, investment agreements with the use of public funds, revenue-based financing instruments and can advise on the best legal solution for the best deal.

4. We specialise in new technologies.

Our clients are software houses and VC and PE funds investing in innovation.

5. We've been trusted by

public and private funds, business accelerators, PARP, NCBR and many others.





30

The number of countries in which our clients do business.

5

The number of foreign languages in which we provide services.

4

We secure our clients' interests in an optimum manner on four continents, considering the legal specifics of each of the markets.

Advantages of working with us



1 We are a boutique law firm with strong business-oriented approach and dynamic and agile team. We are always close to the transaction and help achieve the business goals.

2 We focus on solutions rather than legal deliberations. Our legal solutions are usually more effective and less time consuming than provided by other legal advisers.

3 Our rates are attractive. We built our efficiency on small and dedicated teams rather than expending the amount of work regardless of clients' needs.

4 We are one step ahead towards the future. We implement new global trends and approaches into our legal investment mechanisms (i.e. convertible notes, venture builders, swaps abroad).

5 We have extensive experience in handling the most complex transactions, as well as tailoring the investment process to the most diverse businesses.

There is more than one reason why you should trust us

2021

- „Leading Firm” in LEGAL500 Ranking in the TMT category.
- „Leading Firm” in LEGAL500 Ranking in the Data Protection category.
- The best law firm specializing in real property law according to the „Rzeczpospolita” ranking 2021.
- Recommended law firm in the „New technologies and IT law” according to the „Rzeczpospolita” ranking 2021
- Recommended law firm in the „Company and commercial law” according to the „Rzeczpospolita” ranking 2021.
- Recommended law firm in the „Valuable practice” in the M&A Leaders League Ranking 2021.

2020

- „Leading Firm” in LEGAL500 Ranking in the TMT category.
- TOP 5 law firms from Małopolska according to the „Rzeczpospolita” 2020 ranking of the best law firms.
- Distinction in the ranking for efficient adaptation to market needs during an epidemic Covid – 19 According to the „Rzeczpospolita” 2020 ranking.

2019

- Konieczny Wierzbicki Law Firm was awarded in the category: „The best law firm specializing in real property” In the opinion of the experts of „Rzeczpospolita”, the Law Firm, although not a large or a branched one, can be just as efficient. Marcin Wierzbicki, a managing partner at the Konieczny Wierzbicki Law Firm, was named a recommended lawyer in this area.
- In the TMT category, the Konieczny Wierzbicki Law Firm and its managing partner, Michał Konieczny, were recognized with a distinction.

For several years, we have been an Authorized Adviser at the Warsaw Stock Exchange (WSE) in the field of the stock (NewConnect) and bond (Catalyst) trading market.



We have experience in all types of investments and acquisitions

What can we do

Legal, financial and tax due diligence of target companies.

- comprehensive legal, financial and tax audit of target companies,
- preparation of red-flag reports,
- implementation of recommendations from due diligence to investment agreements (warranties and indemnities).

What we have done already

The value of transactions we negotiated exceeded PLN 3 billion.

Sinterit, Glucoactive, Biocam, Saventic Health, Self Learning Solutions (SLS), Nevomo, Totolotek, Biotts, Challenge Rocket, Vortex Oil.



What can we do

Investment agreements.

- preparation, negotiation and execution of investment agreements, SPAs, SHAs,
- international transactions,
- deals from early stage to expansion stage.

What we have done already

We have supported or cooperated with many Polish and foreign investment funds, including:

ERC/Epic Alfa, Prometeia Innovation Fund, Leonarto Alfa, Amplo VC, ASI Summit Alfa, BlackCode Investments ASI, Valuetech Growth, ASI Vellamo, ASI Leonarto Alfa SA, RST Ventures For Earth, Silba ASI SA, ASI Valuetech Seed, ASI Pion Techventures, ASI Amplo VC, EEC Magenta, Enterprise Investors, RightBridge, Avalon, Nomad Management GmbH, Nouvelles Energies II - Compartiment 1.



What can we do

Mergers and acquisitions

- comprehensive legal advice regarding the purchase of the majority of the shares,
- separation and transfer of an organised part of an enterprise to a subsidiary,
- merger of a company listed on the main market of the Warsaw Stock Exchange.

What we have done already

We have already handled almost 1000 transactions in our portfolio, many of which involved foreign entities.

Software Mind, Ailleron, Verestro, Addepto, Valuelogic, Virtual Mind, Code Factory, Chmurowisko, Nobile, Norlys, SID (nabycie przez E&Y), Sygnis, ALL in! Games, Yellow Boson, Hashiona, Novomatic Technologies Poland, Surfland, Minutor Energia, Eurohit, Ice Code Games, JWA.



What can we do

Disinvestments

- advise for investment funds regarding exit from target companies,
- preparation and implementation of disinvestment strategy,
- sale of shares, share swaps, conversion of shares.

MBIs (Management Buy-Ins)

MBOs (Management Buy-Outs)

What we have done already

We have guided our clients through many, complex disinvestment processes, including:

- Booksy International (Instead of regular sale of shares in Polish company, we participated in a conversion of its shares into stock in US based company belonging to Booksy Group. Those shares were later sold to external investors, allowing for particular gain; by selling share in the US, more recognisable Affiliate, our client was able to get much better price than by selling shares in the Polish Booksy company, which are not so attractive worldwide).
- Kiwi Jobs (spin-off of a special purpose vehicle active in the e-recruitment market and its sale to OLX Group).
- Brand New Galaxy (we supported our client in successful exit from one of the most renown marketing agencies on Polish market)

We supported a key manager in his investment in Car Scanner.

We supported a private investor in the process of buy in and take over of managerial position in the world's first mobile vehicle condition tester that uses robotics and AI solutions to help sell used cars. The investment took place in Canada, US and Poland.

Acquisition of majority stake in Norlys, world renown outdoor lighting producer

We participated in an acquisition of an international manufacturer and distributor of outdoor lighting in the form of MBO. As part of the transaction, we represented Norlys's key shareholder and the new president of the group in negotiations with the remaining shareholders and the private equity fund Avallon MBO (which became a strategic shareholder of the group).

What can we do

LBO (Leveraged Buy-outs)

Venture Builders & Accelerators

- negotiating agreements with grantors and strategic partners,
- preparing corporate structures,
- acquisition of funding.

What we have done already

LBO (Leveraged Buy-outs)

We supported Software Mind in the process of acquisition of two international groups of software companies – Code Factory (Romania and Moldova) and Virtual Mind (Argentina and US). The acquisitions were co-financed by a bank and required a comprehensive and multinational approach and cooperation with international stakeholders.

We are a part of the development of accelerators in Europe.

Kickstart, Digital Ocean Ventures, MIT EF CEE, Digital Dragons



Over 40 experts are waiting to help you succeed

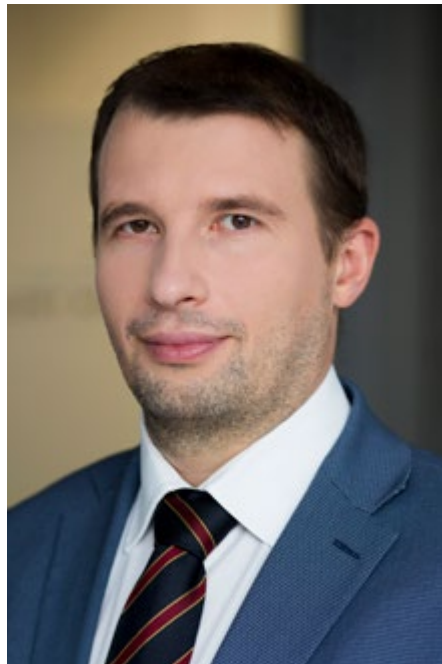
Our team of over 40 specialists – led by attorneys-at-law Michał Konieczny and Marcin Wierzbicki – will provide all-encompassing legal protection for your business, so that you can focus on your own tasks. And our amazing corporate team – led by Paulina Opiełka – consists of exceptional professionals who will help you at every stage of the investment process.

Got a question? We've got the answer!



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