



**Corporate / M&A
Practice**

BIRIŞ·GORAN
Legal + Tax



Firm Presentation


The law firm of Biriş Goran was launched in 2006. Since then, we have quickly established ourselves as counsel of choice for heavyweight international investors and local entrepreneurs alike. Chambers, PLC Which Lawyer? and Legal 500 have all listed us as top practices in Romania within our areas of specialty.

We have the resources and expertise to execute transactions to international standards. Large or small, domestic or cross-border, where and whenever needed.

Our 30+ attorney team is composed of experienced professionals supported by bright young talent, all with strong backgrounds from local and global firms. Many of our lawyers are also trained and licensed to practice in the US, UK and Canada. The result? Business-driven advice delivered on time and in a manner that meets, and often exceeds, our clients' expectations.

This is why during the past years we have been involved in high-profile, complex, multi-million EUR transactions, representing an array of leading multinationals, investment funds, developers and high net worth individuals.

In Romania's economy, vast opportunities go hand-in-hand with risk. We believe that our unique strengths make us the premier choice for getting you safely where you want to be in Romania and the wider region.





Corporate / M&A Practice


The ever-changing landscape that is Romania's business environment requires business acumen and creativity. We have the Western experience and local know-how to get the deal done, and done right. We use a team-focused approach to ensure that our client's needs and objectives are fully met, and most importantly, met in a timely manner.

Our Corporate/M&A practice group focuses on the fundamentals, meaning a sound understanding of Romanian company law, combined with knowledge of how a business organizes and conducts itself financially, whether closely-held or publicly-traded. Our attorneys advise a wide range of clients from multinationals to high net worth local entrepreneurs in all phases of the business cycle, whether advising startup companies or foreign investors entering the Romanian market, representing those consolidating their position in their respective sectors, or serving as counsel in ongoing corporate governance.

Advice may involve simple matters such as company incorporation and day-to-day corporate "housekeeping" matters, or complex share acquisitions and company restructurings, assisted by our tax department which is licensed with the Romanian Chamber of Fiscal Consultants. Our acquisitions team also has substantial experience in carrying out small- and large-scale due diligence procedures, and we are known for not just identifying problematic issues but also for developing practical and commercially-oriented solutions to address them in a manner that meets institutional standards.

Due to our involvement in some of the largest investment projects in the Central and East European region and Romania since the mid-1990s, including landmark privatizations such as *Distrigaz Nord*, one of the two main natural gas distributors in Romania, *Electrica Muntenia Sud*, the electricity distribution company for Bucharest, *Romtelecom*, the national telecommunications company and *Banca Comercială Română*, the largest Romanian bank, our expertise extends to related areas such as public procurement/PPPs, private equity/venture capital, regulatory compliance, employment/labor and international commercial arbitration.


As recognition of our professional expertise, Chambers Europe writes that the Corporate/M&A practice group is a "dynamic set which responds to client needs and is more commercially oriented than larger firms", with both *Practical Law Company (Plc) Which Lawyer?*, and *The Legal 500* placing this group in its "Recommended" category.





Selected Recent Track Record

This presentation of our recent track record is in no way exhaustive. We would be pleased to provide you with more detailed information upon request.

- Legal advisor to EU-based Bongrain, a leading international player in the milk-processing sector and which is traded on the Euronext Paris exchange, in its acquisition of a majority stake in Delaco, one of Romania's main dairy product suppliers. The closing of the transaction is expected to take place in the second quarter of 2010 further to clearance from the Romanian Competition Council;
 - Legal advisor to the managers and shareholders of Infopress Group SA, the leading provider of printing services in Romania, the largest printing company in Southeast Europe and among the leaders in Eastern Europe, in partnering up with GED, one of the leading private equity firm in Southeast Europe, pursuant to a deal worth more than €12 million;
 - Legal advisor to the shareholders of Travel House, a Romanian market veteran and leader in Romania in the travel agency sector, in selling a majority stake to GED, a Spanish private equity fund and one of the most active firms in South-Eastern Europe. The closing is subject to clearance from the Romanian Competition Council;
 - Lead counsel to the seller of Upground in the indirect (share deal) forward sale of a real estate development to RREEF and EFG (approximately EUR 340 million) in the largest real estate transaction in Romania to date;
 - Ongoing lead counsel to one of the world's largest advertising and media services conglomerates with respect to various acquisitions in Romania (transaction values confidential);
 - Lead counsel regarding the corporate restructuring and merger of EU-based group companies holding real estate assets with a value exceeding EUR 250 million;
 - Lead counsel to Romstal Imex in sale of its participation in Romstal Leasing to major European bank (KBC), with an overall transaction value exceeding EUR 70 million;
 - Lead counsel to sellers of Eurisko, leading real estate agency, in sale of participations to CB Richard Ellis, with an approximate transaction value of USD 35 million;
 - Lead counsel to Europe-based investors in sale of holding companies owning major office building in Bucharest to real estate investment fund listed on the Athens Stock Exchange, with a transaction value exceeding EUR 40 million;
 - Lead counsel representing Immoconsult Leasinggesellschaft m.b.H (part of the Volksbank Group) in a transaction involving the sale of all shares in a Romanian company owning a major Bucharest business office building and refinancing of existing loan to UK-based investment fund, with a transaction value of EUR 24 million;
 - Lead counsel to Europe-based investors in sale of holding companies owning commercial property in Iasi to a real estate investment fund listed on the Athens Stock Exchange, with an approximate transaction value of EUR 15 million;
 - Lead counsel to group of investors (Romanian and foreign) in its acquisition of a majority stake of Proiect București SA, the former state-owned architectural services company and one of the largest in Romania (transaction value confidential);
 - Lead counsel for Romanian seller of Sitel Group, a major Romanian fine foods distributor, to the Vivatis Group of Austria (transaction value confidential);
 - Lead counsel to a major U.S.-based hedge fund, with respect to the acquisition of minority stakes in leading Romanian websites (transaction values confidential).
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Corporate / M&A Team



DANIEL VIŞOIU

Daniel is one of the founding partners of the firm, and heads the firm's Corporate/M&A practice group. Since 1997, Daniel has represented and advised a number of well-known multinational corporations and Romanian entrepreneurs, specializing in foreign direct investments, M&A and commercial/corporate law (with a particular focus on legal due diligence procedures), structured transactions, capital markets and has provided legal services relating to investment projects in a wide variety of sectors. Between 1997 - 2004 he worked for a leading French international law firm (Moquet Borde & Associés, currently known as the U.S.-based Paul Hastings) where he was responsible for projects in the Central and East European region, including Romania. Between 2004 - 2006, Daniel was a founding member of one of Romania's most well-known boutique investment banks.

Daniel is admitted to the Florida Bar (1997), the U.S. Court of International Trade (2003) and is a registered foreign lawyer with the Bucharest Bar (2006). He holds a Bachelor of Science (1993) from the University of Florida, College of Journalism, and a Juris Doctor (1996) from the University of Florida, College of Law. As he was born and lived in Romania prior to immigrating to the U.S., Daniel is also fluent in Romanian.



GABRIEL BIRIŞ

Gabriel is one of the founding partners of Biriş Goran, and is widely regarded as one of the leading tax experts in the country, with experience of over 14 years in the sector. In addition to his tax expertise, he has extensive experience in advising on a wide range of M&A transactions. Gabriel also assisted various clients from multinationals to high net worth local entrepreneurs in all phases of the business cycle, from advising start-up companies or foreign investors entering the Romanian market, to representing investors consolidating their position in their respective sectors. Prior to founding Biriş Goran in 2006, he previously worked for international law firms Salans, Haarmann Hemmelrath and the accounting firm Coopers & Lybrand, also as a tax attorney. Gabriel received a bachelor degree in Engineering from the Polytechnic University of Bucharest and a law degree from the Romanian-American University of Bucharest Law School. Gabriel is admitted to the Bucharest Bar since 2001. He is fluent in English.



GELU GORAN

Gelu is one of the founding partners of the firm, and he is a New York Bar and Bucharest Bar licensed attorney. He practices primarily in the areas of competition and antitrust law as well as mergers and acquisitions. He began his legal career with the Romanian Competition Council (1997), where he specialized in illegal agreements and abusive business practices. While working with Altheimer & Gray (starting in 1999) and Salans (starting in 2003) he was the lead counsel advising in cartel investigations and regularly advised clients involved in industry-wide investigations as well as general and specific compliance matters. As a Fulbright Scholar, Gelu obtained an LL.M. with honors from Northwestern University Law School in 2003. Gelu received his law degree in 1997 from the University of Bucharest Law School and has been a member in good standing of the Bucharest Bar since 1998.



CHRISTIAN MÎNDRU

Canadian qualified of counsel. Christian was admitted to the Quebec Bar (1995) and is registered with the Bucharest Bar (2003). He holds a Bachelor of Science in Business Administration from Hartford University (U.S.A.) and a Bachelor in Law from the University of Montréal (Canada). He has substantial experience acting on domestic and cross-border merger and acquisition deals and has acted as lead counsel to the bidders in several privatizations including Distrigaz Nord, one of the two main natural gas distributors in Romania and Electrica Muntenia Sud, the electricity distribution company for Bucharest.



DAN JALBĂ

Romanian qualified of counsel. Dan was admitted to the Bucharest Bar in 1998 and graduated from the University of Bucharest's Faculty of Law in 1997. Before joining Biriş Goran in 2009, Dan acquired 11 years working experience in the legal field, with the last 3 years as a partner at a boutique corporate law firm, and prior to that as an associate with the international law firm Salans (formerly Altheimer & Gray). He has extensive experience in the Corporate/M&A area as well as competition law.



ANA FRAŢIAN

Romanian qualified senior associate. Before joining Biriş Goran in 2006, Ana worked as an in-house lawyer with Raiffeisen Leasing and gained extensive experience with Romania's leasing legislation. Subsequently, she was an associate with Ţuca Zbârcea & Asociaţii, where she was involved in corporate, employment and project finance matters. While at Biriş Goran, she has become a leading expert on FIDIC construction agreements and has been lead attorney and team leader on several corporate/M&A transactions.



SIMONA ALECU

Romanian qualified associate. Before joining Biriş Goran in 2007, Simona was an associate with a local Bucharest practice focusing on corporate and real estate. Since her arrival, she has served as lead associate on several real estate and corporate transactions having primary drafting and coordination responsibility for their successful closings. Her practice recently expanded to include complex corporate restructuring for Romanian high net worth individuals and multinational funds.




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