KANCELARIA

CSW

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WIĘCKOWSKA I PARTNERZY RADCY PRAWNI

CATALYST AUTORYZOWANY DORADCA

AUTORYZOWANY DORADCA NEWconnect

CPW FIRMA PARTNERSKA dla MSP

IURISlink

KANCELARIA CSW
Więckowska i Partnerzy Radcy Prawni

KANCELARIA CSW WIĘCKOWSKA I PARTNERZY
RADCY PRAWNI
Spółka Partnerska
[CSW LAW FIRM WIĘCKOWSKA I PARTNERZY
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We lead our business activities in Poznań and Warsaw. We are a Law Firm that renders services mosty to entrepreneurs. The Firm Partners have gained their professional experience by cooperating with financial institutions. Thus, **the profile of our core business is linked with the capital market, securities and capital acquisition consulting.** The capital market imposes specific requirements on owners and managers.

We advise them how to meet these requirements. Our clients are small- and medium size companies, but also large capital groups. We are a **Warsaw Stock Exchange Partner, Authorized Advisor on NewConnect Market and Catalyst Market for non-government bonds.** This is much to the credit of our professional experience that, having been gained since 1990 and in pace with the transformation of our economy, met the growing demand for legal advice. The opportunities given by the development of the capital market in Poland were also conducive. Those of our Clients whose shares are quoted on the stock exchange market are provided with advice in meeting the standards of this market, the rules of corporate order and the information supply requirements.

The profile of our core business includes:

- Identification of the legal state of enterprises, including real estate,
- Complex consulting services in the securities issue processes, including the Stock Exchange market,
- Establishment, transformation and mergers of enterprises,
- Complex legal advisory in capital acquisition and investment processes,
- Restructuring and recovering the business activities of enterprises, including arrangements in bankruptcy,
- Advisroy in privatizing processes.

Our Firm is a team of 11 people with high professional qualifications. For the purposes of large capital projects we work as a sort of consortium with our established business partners, law firms, auditors, experts and other advisors.

Total civil liability insurance of the Firm Partners amounts to PLN 15,000,000

Business Partners

Warsaw Stock Exchange
CSW Firm [Kancelaria CSW] is a Partner Company to such programs as “Warsaw Stock Exchange Partner Company for Small- and Medium-Size Enterprises” ["Firma Partnerska GPW dla MSP"] and “Partnership on Your Way to Stock Exchange” ["Partnerstwo w drodze na Giełdę"],

NewConnect
CSW Firm is a NewConnect Authorized Advisor. Using the services of Authorized Advisor and market maker by companies is a condition for entering this market,

Catalyst
CSW Firm is an Authorized Advisor on the Warsaw Stock Exchange platform for non-government bond market,

Iurislink Network
Within this network we can provide our Clients with legal service with the participation of local law firms throughout the country.

Major Projects

For the majority of the projects shown below the achievement of the goal followed detailed legal analyses of the legal state of property of the respective enterprises, the individual evaluation of the specific nature of business activities and close cooperation with capital advisors and auditors. **Such companies as PBG S.A., NICKEL, ARKA BZWBK, BBI DEVELOPMENT S.A., ATREM S.A. mentioned below had as their object of business investing in real estate and/ or execution of building processes. Our Firm made appropriate diagnoses in these areas and provided its advice to the companies.**

- PGF Handling the merger of CEFARM-POZNAŃ with POLSKA GRUPA FARMACEUTYCZNA S.A. and preparing an issuing prospectus for an offer by **PGF S.A.**,

- TALEX S.A. Legal counseling and preparing the legal part of an issuing prospectus; participating in proceedings before the Warsaw Stock Exchange Committee for **TALEX S.A.**,

- PBG S.A. Transforming the company "Piecobiogaz" Sp. z o.o. of Wysogotowo into a joint-stock company, **PBG S.A.** Preparing the legal part of an issuing prospectus and handling the Company made public process. Public offer of 3 million Class C shares. Offer value: PLN 96,000,000; public offer of 330,000 Class D shares – program of managerial options,

- RUCH **RUCH S.A.** Wielkopolska Branch – counseling and legal service in the area of debts,

- PROFI Analysis and identification of the legal state of the company, transformation of the company **WWŻ "PROFI"** Sp. z o.o. of Grabów n/Prosną into a joint-stock company; preparing the legal part of an issuing prospectus and causing a decision by KPWiG [Securities and Warsaw Stock Exchange Committee] to be obtained on introducing the company's shares for public trade,

- BZ WBK | Fundusze Inwestycyjne ARKA Analysis and identification of the formal and legal conditions for establishing special purpose companies and systems to manage such companies, and also the legal state of significant real

estate, made for **ARKA BZ WBK** Fundusz Rynku Nieruchomości Specjalistycznego Funduszu Zamkniętego S.A. [Real Estate Market Fund of Closed Special Fund Joint-Stock Co.],

- **PRZEDSIĘBIORSTWO TECHNICZNO BUDOWLANE NICKEL Sp. z o. o.** – Analysis of the legal state of real estate and agreements concluded in building processes,

- Analysis and identification of the legal state and preparation of the legal part of an issuing prospectus of **TELL S.A.** within IPO process; identification of the legal state and preparation of the legal part of an issuing prospectus of **TELL S.A.**,

- Preparation of the legal part of an issuing prospectus of **NFI PIAST S.A.**, in connection with a public offer of newly issued shares,

- **ATON – HT S.A**. – advisory in establishing a company and pursuing an innovative object of the Company's business and obtaining capital,

- Identification of the legal state and preparation of the legal part of an issuing prospectus of **BBI DEVELOPMENT NFI S.A.**, in connection with a public offer of newly issued shares; advisory in increasing the share capital under the target capital; comprehensive service of the merger process with Juvenes sp. z o.o.,

- Identification of the legal state and preparation of the legal part of an issuing prospectus of **BBI ZENERIS NFI S.A.** in connection with a public offer of newly issued shares,

- Identification of the legal state and preparation of the legal part of an issuing prospectus of **HARDEX S.A.** within IPO process,

- Identification of the legal state and preparation of the legal part of an issuing prospectus of **ATREM S.A.** within IPO process,
- Identification of the legal state and preparation of the legal part of an issuing prospectus for IPO purposes for **STELMET S.A.**,
- **POZBUD S.A. –** Analysis of the legal state and preparation of the legal part of an issuing prospectus for the public issuing of shares; advisory in information supply requirements,

NewConnect Market

Holding the function of Authorized Advisor for such companies as **T2 Investment S.A.**, **BLUMERANG PRE IPO S.A.**, **VENO S.A.** and **Carbon S.A.,** the shares of which were introduced for trade on the NewConnect market and legal counseling in connection with the public offering of shares of **R&C UNION S.A.** on the NewConnect market.

Firm Partners

Mariola Więckowska
Legal Counselor - Partner
Legal Counselor since 1990.
She specializes in legal counseling for the fulfillment of the ownership strategy by entrepreneurs. She handles transformations, mergers, share issuance, initial public offering processes on the Warsaw Stock Exchange and NewConnect market. She negotiates in investor soliciting processes and agreement accompanying capital acquisition. She is the leader of the Firm specialists in identifying the legal state of enterprises, preparing the issuing prospectuses and information documents. She is a lecturer and speaker during numerous conferences, where she presents practical aspects of legal advisory for enterprises, including capital market regulations. She began her specialization from the analysis and identification of the legal state of enterprises for selection of their privatization variant and as an advisor to the Minister of Treasury in investor soliciting processes.
In the 90's she led and presided over creditor councils in the banking composition proceedings (e.g. Zakłady Automatyki Przemysłowej ZAP S.A. of Ostrów Wlkp.).
She also became specialized in restructuring the enterprises related with funding their activities by working at Departament Restrukturyzacji Kredytów Trudnych Wielkopolskiego Banku Kredytowego S.A. [Department for Restructuring Difficult Credits at the Credit Bank of Wielkopolska Joint-Stock Co.]

She supervises the activities of commercial law companies by sitting on the Supervisory Board of such companies as RELPOL S.A. of Żary, ELZAB S.A. of Zabrze, ZAP - PETRO Sp. z o.o. of Ostrów Wlkp, ATON - HT of Wrocław. At present, she sits on the Supervisory Board of TELL S.A. of Poznań, a company quoted on the

	Warsaw Stock Exchange. As regards mergers, she provided comprehensive legal service, e.g. merger of Cefarm - Poznań with Polska Grupa Farmaceutyczna S.A. She participated in handling numerous public offerings, including: TALEX S.A., PGF S.A., two issues for PBG S.A., TELL S.A., NFI PIAST S.A., BBI Development NFI S.A., HARDEX S.A., BBI ZENERIS S.A. She is a Participant of the Polish Institute of Directors, listed as a professional candidate for Supervisory Board. e-mail: mwieckowska@kancelaria-csw.pl
	Tomasz Buczak Legal Counselor - Partner Legal Counselor Since 1999. He has been related with the Firm since July 2004. Firm Partner since January 2006. He specializes in issues related with the functioning of the capital market. He is a key lawyer in IPO and SPO processes and non-public offers, on both regulated market and the NewConnect market. He provides advice in matters related with the information supply requirements and the corporate order rules observation by public companies and also the establishment of a system and the functioning of commercial law companies. He also handles projects related with the obtaining of funds and the transforming, merging and restructuring processes. He manages matters related with unfair competition control. He has broad experience in application of the banking law and creation of bank products. Since 2005 he has been a Supervisory Board Member in TELL S.A. of Poznań, a company quoted on the Warsaw Stock Exchange. e-mail: tbuczak@kancelaria-csw.pl

	Julita Ludwiniak Legal Counselor - Partner Legal Counselor since 2001. Her professional experience began with the specialization in the banking law. She participated in the establishment of rules for banking products and internal corporate acts and co-negotiated agreements for IT and IT telecommunications solutions. She began her own professional practice in 2002 by providing legal assistance to legal and natural persons in the area of civil law, commercial law and labor law. She has regularly cooperated with the Firm since July 2004 and she became the Partner of CSW Firm in January 2006. She specializes in the civil and commercial laws. She handles the processes covering the analysis of the legal state of enterprises, the establishment and registration of commercial law companies. She participates in such processes as transformation, merger and takeover of business organizations and she provides advisory and handles share issuance, particularly in the area of public offerings (IPO, SPO). She has experience in conducting court proceedings and debt recovery procedures and also in handling issues related with public procurement, labor law and building law. She is also professionally involved in the problems related with the consumer protection rights. e-mail: jludwiniak@kancelaria-csw.pl

We will be happy to cooperate with you

Kancelaria CSW Więckowska i Partnerzy Radcy Prawni

PARTNERZY: **Mariola WIĘCKOWSKA** *radca prawny,* **Tomasz BUCZAK** *radca prawny,* **Julita LUDWINIAK** *radca prawny*

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