



KYRIAKIDES GEORGOPOULOS
Law Firm

M&A Practice





Kryiakides Georgopoulos (KG) Law Firm dates back to the 1930s and is one of Greece's oldest and most reputable law firms. KG Law Firm is comprised of over 100 highly skilled professionals actively involved in the provision of legal services to high profile Greek and international clients.

The multidisciplinary teams of lawyers are efficient in working closely with clients and in ascertaining innovative and practical solutions to complex problems. The successful handling of our clients' affairs is attributed to our professionalism, efficiency and expertise, qualities that our firm constantly seeks to promote.

KG Law Firm has over the decades established itself as The Business Law Firm in Greece and retains a strong image in the practice area of mergers and acquisitions in particular. We are recognized throughout the business community for our commercial awareness and commitment to our clients combined with a blend of transactional skills and expertise. We are distinguished by our experience, our ability in devising creative deal structures and designing and implementing ad hoc strategies tailored to our clients' needs in various practice areas.

The KG Law Firm M&A Practice stands ready to assist our clients in the structuring, negotiation and implementation of M&A transactions of all forms and sizes, in every business sector, including those that are highly regulated such as energy, banking, telecommunications, mining, financial services, pharmaceuticals etc.

Our full service practice group brings together the knowledge, skills and experience of different practice areas within the firm, as required each time for a single M&A transaction, offering our clients the best approach and delivering a complete solution to meet their business objectives as well as their demanding needs for services of international standards.

Our clients range from entrepreneurial national companies to multinational corporations, banking institutions, state-owned companies and public utility companies for which we have acted on M&A deals, disposal of shares and assets, public offerings, corporate restructuring and outsourcing and cross border deals.

KG Law Firm is a founding member of [South East Europe \(SEE\) Legal Group](#), a regional alliance of 10 leading independent law firms, covering 12 jurisdictions in South East Europe. Working together on cross-border transactions, the group is the largest legal force in South East Europe numbering over 450 lawyers, organized in cross-jurisdictional practice groups. Each of the firms has been ranked as leading firm in its jurisdiction and with a presence in capital cities and a number of satellite offices.

M&A PRACTICE OVERVIEW

Our M&A Practice covers:

- Acquisitions & disposals of private companies
- Public tender offers and management buyouts of listed companies
- Restructuring-reorganization of corporate groups
- Joint ventures and other types of affiliations
- Acquisitions by private equity funds
- M&A deals stemming from bankruptcy or insolvency proceedings
- M&A deals in regulated areas
- Takeover defenses

We advise both local as well as across the globe clients on complex and important transactions. Our experience extends beyond transactional work and we also look after our clients through every stage of the corporate life-cycle.



Some of our recent highlights include the following:

>Private Acquisitions & Disposals

- Acquisition by **MOTOR OIL HELLAS S.A** a major Greek player in the oil refinery business of Shell Hellas S.A.
- Acquisition by **FRIGOGLASS S.A** the leading player in the global Ice Cold Merchandisers (Beverage Coolers) market and the largest glass bottle producer in West Africa, of: a) a majority/controlling stake in the Istanbul-based "SFA Soğutma Sanayi İç ve Dış Ticaret A.Ş." from its main shareholders, b) 80% of the shareholding in the Dubai-based glass bottle and jar manufacturer, Jebel Ali Container Glass Factory Fze (JAG) and c) 100% of the shares of the US based company UNIVERSAL NOLIN LLC, which was the first acquisition Frigoglass S.A. made in the US and which prompted the application of Greek stock exchange rules and the alignment of Greek law disclosure requirements with US applicable laws and regulations.
- Sale by **MINOAN LINES**, which belongs to the Grimaldi Group, of its 33.35% participation in the Greek shipping company "Hellenic Seaways S.A" to the listed company ANEK LINES (controlled by the Cypriot listed company Sea Star plc.).
- Sale by **Mc DONALD'S's HELLAS MEPE**, the Greek subsidiary of McDonald's Corporation, of 100% of the shares of its Greek restaurant operating business.
- Acquisition by a major group of private investors along with the private equity funds **TPG and APAX of TIM HELLAS**.
- Acquisition by **ISS FACILITY SERVICES S.A./ISS A/S**, a major international player in the facility services and security services business of 100% of the shares of ASPIS SECURITY S.A. a privately owned Greek corporation.
- Acquisition by **SECURITAS TRANSPORT AVIATION SECURITY AB**, a Swedish Company listed on the Stockholm Stock Exchange and a major player in the , of 100% of the shares of a Greek corporation namely SECURITYRING S.A.
- Acquisition by the Russian corporation **CONCERN SITRONICS JSC**, a member of the Sistema group, of 51% shareholding in Intracom Telecom Solutions S.A.
- Sale by **HJ HEINZ BELGIUM NV**, of 100% of the shares of its Greek subsidiary COPAIS I.C.S.A. involved in the production and sale of tomato paste.
- Acquisition by **SILGAN HOLDINGS AUSTRIA GmbH**, an Austrian corporation, of 100% of the shares in the Greek company ELSA-Vogel & Noot Tin Can Manufacturing Co. S.A. The transaction was part of the EUR 260 million acquisition by Silgan Holdings Inc. (NASDAQ: SLGN), a U.S. corporation, of the metal can business of Vogel & Noot Holding AG, an Austrian corporation, involving numerous jurisdictions in Central and Eastern Europe.
- Acquisition by **ALFA-BETA VASSILOPOULOS S.A** one of the largest Greek companies engaging in the supermarket industry and a member of the Delhaize group, of 100% of shares of SUPER MARKET KORYFI S.A. a company based in Northern Greece (Thrace) operating 11 retail stores (supermarkets) in Northern Greece, as well as in the acquisition of Plus-stores in Greece.
- Acquisition by **ESCADA AG** of the local retail business owned and operated by licensees in Greece.
- Acquisition by **CARGLASS B.V.**, of 100% of shares of ERGOFIL S.A., which engages in the business of car spare parts as well as on the sale and instalment of car glasses.
- Sale by the Insolvency Administrator of **ESCADA AG** of 100% of the shares of ESCADA HELLAS S.A. to the Mittal Family Trust. This transaction was part of the overall deal between the insolvency administrator of ESCADA AG and the Mittal Family by which all key assets of ESCADA AG's operative business as well as shares in ESCADA AG's subsidiaries were transferred to the Trust.
- Acquisition by **DE POST/LA POSTE (Belgian Post)** of a participation in ELTA Tachymetafores SA, (the express delivery subsidiary of Hellenic Post).
- Acquisition of an interest in **DRESDNER BANK** by **COMMERZBAN** (from Allianz) and merger through absorption of Dresdner from Commerzbank.

>Public Take-Over Bids

- **COCA-COLA HELLENIC BOTTLING COMPANY S.A** Greece's largest producer and distributor of beverages, on the exchange offer which aimed to facilitate a premium listing of the Coca-Cola Hellenic group (CCH Group) on the LSE and a secondary/parallel listing (through ADRs) on the NYSE as well as ATHEX under a new Swiss holding company, CCHBC.
- **OTE S.A** the Greek national telecommunications company, in the acquisition of the minorities of its subsidiary mobile telecommunications company, COSMOTE S.A, as well as to the squeeze-out and delisting procedure. The acquisition has been effected pursuant to a voluntary tender offer launched by OTE and addressed to the minority shareholders of COSMOTE. We have also been advising OTE with respect to the financing arrangements for the purposes of the tender offer.
- **SCIENS GROUP** in the tender offer procedure for the acquisition of the minorities of the listed in the ATHEX company Sciens S.A.
- **J&P AVAX S.A** a major construction company listed on the Large Cap market of the ATHEX, on the acquisition of a majority stake in Athena SA, another Greek construction company, also listed on the ATHEX. Following the acquisition, we advised J&P Avax with respect to the mandatory tender offer for the remaining share capital of Athena SA (approximately 43%), which resulted in the acquisition by J&P Avax of a stake of more than 75% in the share capital of Athena S.A.
- **EDVE S.A** member of the ALLATINI Group of companies, on the acquisition of KATSELIS S.A. The acquisition has been effected pursuant to a voluntary tender offer which has been transformed to a mandatory tender offer.

>Mergers, Reorganization, Restructurings, Share Capital Increases

- **ROYAL BANK OF SCOTLAND and ABN AMRO** on their legal integration of local branches as part of their international merger process.
- **COCA-COLA HELLENIC BOTTLING COMPANY S.A** on the spin-off of its Greek operations to a separate legal entity.
- **KATSELIS S.A.** on a reverse merger through absorption of the listed parent company ALLATINI and its 100% subsidiary ELVIPET.

- **BRITISH AMERICAN TOBACCO (BAT)**, on its restructuring process of its activities in Greece, which included the merger of BRITISH AMERICAN TOBACCO HELLAS S.A. and SCANDINAVIAN TOBACCO HELLAS S.A. by absorption of the latter by the former (drafting negotiation and execution of all merger documents).

- **BASF GROUP**, on the restructuring of its activities in Greece.

- **ALPHA BANK S.A** one of the three largest financial credit institutions operating in Greece, on the increase of its share capital and offer of the new shares. The value of the transaction was Euro 986 million.

- **PANATHINAIKOS S.A** a Greek leading non-listed football club, on its share capital increase and offer of the new shares through a combination of public offer and private placement.

- **ORACLE HELLAS**, a member of the Oracle group, in its business restructuring in Greece.

As it is evidenced by the above deals carried through our experienced and innovative M&A team, we represent many of the world's leading international and national corporations, financial institutions and sponsors, on the largest and most complex transactions across the globe – from public takeovers, mergers and cross border acquisitions to strategic alliances, joint ventures, outsourcings and restructurings.

Service and Teamwork

In a merger or acquisition, there are often multiple areas of law that need to be analyzed – we therefore work together with our teams in other practice areas of relevance to the deal within the firm such as our project finance, employment, tax, intellectual property, and anti-trust teams.

Moreover, the financial practicalities of mergers and tender offers impose a predetermined schedule, which is all too often very tight. Companies therefore frequently cannot do without the services of a firm that can deliver large volumes of legal work in a highly truncated time frame. For this reason, it is not uncommon for an M&A deal to necessitate assembling an entire team of lawyers focusing on diverse fields (in large matters, ten or more is not uncommon). In this regard, KG Law Firm is uniquely suited, which is probably why we regard M&A as one of our foremost areas of expertise.

The M&A team consists mainly of 15 lawyers, which are valued for their efficient management of complex and intensive projects.

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