

Prepared by CERHA HEMPEL

This is a pitch template

Vienna, 2 October 2024

CERHA HEMPEL

Introduction

We are pleased to have this opportunity to provide you with a brief overview of our law firm and our proposal to act as [our role].

CERHA HEMPEL does not have any conflict in representing [name of the target] in connection with [describe mandate].

CERHA HEMPEL is one of Austria's leading business law firms with more than 200 lawyers located in Vienna and throughout the CEE region. We offer our clients expertise and experience in all areas of transactional matters and are focused in Austria and in CEE.

We invite you to discover more about our firm, the core team with relevant capabilities and our suggested approach to structure the [Project / Transaction / Mandate] according to your needs.

We would like to point out that we would be pleased to work with you on this challenging [Project / Transaction / Mandate].

We hope that we have provided you with sufficient information for your decision. Should you have any questions or require further information please do not hesitate to contact us.

Quality knows no borders

“High professionalism, high accessibility, and high industry ^{LEAP} sector knowledge leading to tailor-made solutions.” (IFLR 1000)

- CERHA HEMPEL is one of the leading corporate law firms in Central and Eastern Europe with its headquarters in Vienna.
- With a team of over 200 lawyers, we guarantee our clients experience and expertise in all areas of corporate and commercial law, both in Austria and Central and Eastern Europe.
- We offer fully integrated services and innovative solutions tailored to clients' needs.

Awards

They think we are truly outstanding



2023
ITR Tax Award –
Austria Tax Disputes
Firm of the Year



2023
Promoting the Best –
Best Legal
Tech Innovation



2021
Austria
Corporate Firm
of the Year



2020
Austria M&A
Legal Advisor
of the Year



2019
Austria Law –
Firm of the Year



2018, 2017, 2016, 2015, 2013
Austria Law –
Firm of the Year –
Best Client Service



2018
Promoting the Best –
Woman in Law
Award



Practice Areas

Antitrust & Competition

Banking & Finance

Capital Markets

Compliance & Investigations

Corporate

Distribution Law

Employment Law

Insolvency & Restructuring

IP & Unfair Competition

IT & Privacy

Litigation & Arbitration

Mergers & Acquisitions

Private Clients & Trusts

Private Equity & Venture Capital

Public Law & European Law

Public Procurement

Real Estate & Construction

Tax Law

White Collar Crime

Antitrust & Competition

CERHA HEMPEL

Antitrust & Competition

“extremely precise and helpful in managing highly complicated transactions with very strict timelines.”
(Chambers & Partners)

One of Austria's leading law firms in antitrust and competition law.

Comprehensive experience and pre-eminent track record in many of the highest profile cartel proceedings and most prominent Phase II merger control proceedings.

Advising Austrian and international clients before national and European competition authorities in all areas of competition law.

Specialised know-how in representing clients before the European institutions and courts, in particular in state aid proceedings, and in all likelihood handles the highest number of proceedings of all Austrian law firms.

Dedicated teams drawn from all of CEE offices to be a one-stop shop for the entire region.

Services

- ✓ Antitrust litigation and investigations
- ✓ Merger control proceedings before the European Commission and national competition authorities in Austria and CEE
- ✓ Abuse of dominance
- ✓ State aid
- ✓ Leniency applications
- ✓ Dawn raids
- ✓ Internal investigations
- ✓ Compliance management systems
- ✓ Design and assessment of distribution and cooperation systems, joint venture agreements
- ✓ Private enforcement of antitrust damage claims

Banking & Finance

CERHA HEMPEL

Banking & Finance

*“The team is very responsive and finds innovative solutions to difficult issues.”
(Chambers & Partners)*

We support our clients in the borrowing and investment decisions they have to make, such as in the context of financial and liquidity planning and treasury operations. CERHA HEMPEL advises both borrowers and lenders alike.

As a leading corporate law firm in the regulatory sector, we advise international banks on establishing Austrian branches and offices and with respect to selling and trading securities in Austria.

As advisor to over 100 managed investment funds which we represent in Austria regarding trading and compliance issues, our Banking & Finance team has the extensive expertise our clients require.

Services

- ✓ Acquisition financing
- ✓ Banking and insurance supervision law
- ✓ Derivative financial instruments, investment funds
- ✓ Project finance
- ✓ Syndicated lending

Capital Markets

CERHA HEMPEL

Capital Markets

“They are extremely ambitious, they really fight until they drop. It's just an excellent team that focus on the big points to retain the overview.” (Chambers & Partners)

CERHA HEMPEL is renowned as one of the leading law firms specialising in capital markets law.

Over the past 25 years, we have handled the largest capital market transactions in Austria and have set the standards for this area.

We cover all aspects of IPOs, capital increases and bond issuances, advising potential issuers and underwriters on due diligence issues, as well as preparing prospectuses in accordance with international standards and drafting documentation for capital increases.

Our range of services includes legal advice in connection with our clients' media and public relations activities.

Services

- ✓ Bonds
- ✓ Initial public offerings and secondary public offerings
- ✓ Capital increases
- ✓ Participation capital
- ✓ EMTN, MTN programmes
- ✓ Convertible and exchangeable bonds

Compliance & Investigations

CERHA HEMPEL

Compliance & Investigations

“One client enthuses: ‘CERHA HEMPEL always impresses me with the professionalism and pragmatism they show in assignments.’ (Chambers & Partners)”

The regulatory requirements imposed on companies are becoming increasingly complex and the relevant authorities are taking a much harder line on enforcing strict compliance with rules and regulations.

We support companies and their corporate bodies with a view to minimizing the risk from compliance violations by implementing compliance management systems or, where compliance violations have already been committed, by dealing with such situations in the best possible way.

Our compliance experts have many years' experience advising Austrian and international clients in connection with planning and implementing tailor-made compliance programmes, supporting companies during dawn raids and conducting necessary internal investigations.

We cover the most relevant areas of substantive law (antitrust, criminal law, data protection law and capital market compliance) and coordinate the work undertaken by attorneys specialised in other areas of law within our firm.

Our CEE presence allows us to be a one-stop shop when providing support to our international clients.

Services

- ✓ Tailor-made compliance management systems
- ✓ Compliance handbooks
- ✓ Training programmes for management and employees
- ✓ Designing online tests and e-learning tools
- ✓ Document retention policies
- ✓ Assessing & developing existing compliance programmes
- ✓ Advice in connection with dawn raids
- ✓ Advice on capital market compliance
- ✓ Advice on internal investigations, especially with regard to criminal and antitrust law
- ✓ Representing and advising clients before supervisory and investigative authorities

Corporate Law

CERHA HEMPEL

Corporate Law

*“an interviewee emphasises the team's business acumen, noting:
‘The lawyers also incorporate economic aspects, not losing them-selves in legal intricacies,
which is extremely valuable.’ (Chambers & Partners)”*

We focus not only on providing traditional corporate legal services, but also on handling complex, and often cross-border legal issues.

In particular, we provide innovative solutions in the fields of corporate reorganisations and the formation of SE companies.

What's more, due to the diversity of our clients, we have extensive expertise in providing them with advice on corporate governance issues, and we also have a wealth of experience of overseeing our clients' annual general meetings on an ongoing basis.

Providing tailored advice to our clients on joint ventures and shareholder agreements also forms part of our core business.

Services

- ✓ Corporate governance
- ✓ Preparation of and advice in relation to shareholders' meetings
- ✓ Joint ventures
- ✓ Day-to-day corporate issues
- ✓ Shareholder agreements
- ✓ Corporate reorganisations

Distribution Law

CERHA HEMPEL

Distribution Law

“We have noticed the excellent technical expertise of the firm and the personal commitment arising from many years of experience.” (Chambers & Partners)

We have considerable experience of setting up national and international distribution networks.

We handle cases under Austrian and European distribution law, in particular the law governing franchises, commercial agents and authorized dealers.

Services

- ✓ Franchising
- ✓ Commercial agents law
- ✓ License agreements
- ✓ Distribution agreements

Employment Law

CERHA HEMPEL

Employment Law

“highly professional, helpful and competent’ team provides ‘speedy answers’ and is adept at handling individual and collective labour law matters alongside corporate-related mandates and litigation.” (Legal 500)

Our team of employment law specialists provides advice on all aspects of employment law, from individual employment to collective bargaining, from contract drafting to specific terms of employment, and options for greater flexibility in employment relationships.

Our experts are on call to deliver practical advice to our clients whenever they need it.

Our employment law experts can also assist clients in implementing restructuring programs, integrating new staff and identifying potential risks surrounding corporate acquisitions.

We also represent clients in their negotiations with works councils and, should it prove necessary, we will also successfully represent clients in court.

Services

- ✓ Employment litigation
- ✓ Data protection under employment law
- ✓ Shop agreements
- ✓ Incentive schemes
- ✓ Employment contracts
- ✓ Contracts with management and board members

Insolvency & Restructuring

CERHA HEMPEL

Insolvency & Restructuring

“One client also appreciates the reliability of the service, commending the ‘pleasantly short response times and compliance with agreed deadlines and budgets.’ (Chambers & Partners)”

CERHA HEMPEL can look back on a long tradition of advising clients on restructurings, reorganisations and outsourcing.

We pride ourselves on our ability to guide interested parties through the process of acquiring businesses out of bankruptcy, and we also advise investors, banks and companies (at risk of going bankrupt) on reorganisation and capital maintenance measures, and on questions regarding liability and avoidance.

We represent our clients out of court and advise them on all questions of law, and if need be, we also enforce the interests of our clients in court

Services

- ✓ Rescission proceedings
- ✓ Capital maintenance and equity replacement
- ✓ D&O liability
- ✓ Outsourcing
- ✓ Acquisition of insolvent companies
- ✓ Reorganisation and restructuring of companies

IP & Unfair Competition

CERHA HEMPEL

IP & Unfair Competition

“Excellent combination of expertise, experience and commercial sense.” (Legal 500)

We have a great track record of representing clients in court proceedings for unfair competition and we regularly advise clients on all matters relating to intellectual property rights.

We provide representation before courts and national and international trademark authorities and assist our clients with out-of-court disputes.

We oversee the national and international protection of trademarks for our clients, provide them with trademark management services and help them develop IP strategies. Our advice also covers employee inventions.

We assess and examine advertising and marketing measures, check for possible labelling conflicts and provide assistance on contractual issues relating to intellectual property.

In terms of compliance with unfair competition legislation, we also check to ensure our clients comply with information requirements under the E-Commerce Act, Distance Selling Act and Consumer Protection Act.

Services

- ✓ Unfair competition
- ✓ Trademark, design, copyright and patent law
- ✓ Employee inventions
- ✓ Trademark applications (in Austria, the European Union, and internationally) and trademark management
- ✓ Compliance under unfair competition legislation
- ✓ E-Commerce and distance selling (E-Commerce Act, Distance Selling Act, Consumer Protection Act)
- ✓ Food law

IT & Privacy

CERHA HEMPEL

IT & Privacy

“Some clients are particularly impressed by the quality of advisory work, with one of them elaborating: ‘I value the colleagues for their very clear and implementable advice.’” (Chambers & Partners)

We support our clients in connection with data protection, telecommunications, IT and e-commerce law.

Our practice focusses on providing ongoing advice to national and international companies and to public as well as government institutions on all matters relating to data protection law, including representation before the courts and the Data Protection Agency.

What's more, we also have expertise in implementing technical data protection measures (including the requirements of the NIS Directive) and regularly advise our clients on complex IT projects, such as IT outsourcing or agile IT development, and support them in relation to questions of digitisation, IoT, big data and the use of new technologies.

Services

- ✓ Data protection law
- ✓ IT law
- ✓ Telecommunications law
- ✓ E-Commerce

Litigation & Arbitration

CERHA HEMPEL

Litigation & Arbitration

“They are extremely careful and competent, they work very fast and deadlines are always kept. Numerous possibilities are shown and discussed in detail and the team works very well tactically.”
(Chambers & Partners)

We understand our clients' businesses and we do all we can to ensure their day in court is a success. Whether it be construction disputes, unfair competition, contractual interpretation, insurance law, warranty issues, or damages in contract or tort, our success rate is enviable.

We cover the entire spectrum of corporate and commercial law. Right from the start, we focus on giving our clients a clear picture of the opportunities and risks involved. Whether the case involves "standard" court proceedings, applications for injunctive relief, or alternative dispute resolution, we have the experience and expertise to find the right enforcement option for our clients' claims.

This also includes arbitration. We know the ins and outs of international arbitration and the advantages and pitfalls of the various institutional rules. We frequently act as arbitrators as well as counsel and we are extremely experienced in complex legal disputes.

Services

- ✓ Alternative dispute resolution
- ✓ Injunctions
- ✓ IP law and unfair competition
- ✓ Arbitration proceedings
- ✓ Commercial disputes
- ✓ White collar crime litigation

Mergers & Acquisitions

CERHA HEMPEL

Mergers & Acquisitions

*“Sources praise the team's commercial approach [...] the lawyers are ‘able to appropriately balance between the risks and opportunities of each and every aspect of M&A transactions.’
(Chambers & Partners)”*

We focus not only on classic M&A, but also on private equity transactions, and we specialise in resolving complex, often cross-border issues in a practical and commercially-oriented manner.

Due to the diversity of our clients, we have developed particular expertise in public M&A, including takeover law and regulatory compliance under financial markets laws.

Services

- ✓ Transaction planning and structuring
- ✓ Corporate acquisitions
- ✓ Takeovers of listed companies
- ✓ Post merger integration
- ✓ Private equity and venture capital
- ✓ Merger control

Private Clients & Trusts

CERHA HEMPEL

Private Clients & Trusts

“They didn't just see the purely legal context but really had a grasp on the economic and business context too and could apply that.”
(Chambers & Partners)

We have been advising significant private clients and entrepreneurial families ever since our foundation in 1921 and have always considered this part of our core business.

Since the private foundation was introduced in Austria, this focus has been complimented by expertise in all areas of the law of foundations, including providing advice to public and church bodies on an ongoing basis.

We have a wealth of experience in all areas of law that are of interest and relevant to private clients, entrepreneurial families, private foundations, legal entities under public law and ecclesiastical institutions, from contract and company law (including shareholder agreements), business succession planning and management, to real estate and tax law.

In the event of shareholder disputes, we of course offer our clients advice on conflict resolution, but also stand ready to represent them both in and out of court.

Services

- ✓ Family businesses
- ✓ Shareholder agreements
- ✓ Law of foundations
- ✓ Asset management and protection
- ✓ Succession planning
- ✓ Buy-outs, buy-ins
- ✓ Real estate law
- ✓ Financings
- ✓ Shareholder disputes, conflict resolution
- ✓ Advising freelance professionals
- ✓ University law
- ✓ Tax law

Public Law & European Law

CERHA HEMPEL

Public Law & European Law

*"A client emphasises the 'particularly positive personal rapport' with the team. Sources appreciate the team's 'comprehensive network and knowledge about political and legal developments.'
(Chambers & Partners)*

"Priority" is not just a term we use in connection with European Community law. It is, more importantly, what we give our clients in all of their public law matters.

We advise and represent clients before public administrative authorities and courts, as well as the European Court of Justice regarding questions of aviation law, public procurement law and telecommunications law, all of which we have been handling since such sectors were liberalised by the EU. Our lawyers have achieved an above-average rate of success in such cases.

We also have many years' extensive experience in commercial licensing law, healthcare law, university law, construction law, environmental law, and medical and pharmaceutical law. We are, of course, just as familiar with European Community law as we are with national law.

Services

- ✓ State aid
- ✓ Energy and environmental law
- ✓ EU law
- ✓ New media and data protection
- ✓ Constitutional and administrative law
- ✓ Public procurement law, PPP and infrastructure

Public Procurement

CERHA HEMPEL

Public Procurement

“One client highlights the team's ‘good expertise and quick understanding of the problem’, and describes the lawyers as ‘reliable, fast and effective.’ (Chambers & Partners)”

For many years, we have been advising our clients in all public procurement matters.

We support contracting authorities during the procurement process, from the conceptual design of the procurement project to the preparation of tender documents, right up to the awarding of the contract.

On the bidder's side, we assist our clients participating in a procedure to help ensure they produce a winning tender.

We also advise on the drafting of legislation to guarantee compliance with public procurement rules.

And if something does not quite go to plan, we represent our clients in procurement control procedures and in actions for damages relating to public procurement law – with a success rate that is plain to see.

Services

- ✓ Advice on public procurement law
- ✓ Tender design
- ✓ Review of tender documents
- ✓ Assistance during procurement procedures
- ✓ Review and declaratory proceedings
- ✓ Actions for damages for breaches of public procurement rules and regulations
- ✓ Compliance and public procurement
- ✓ "Self-purification" under public procurement law

Real Estate & Construction

CERHA HEMPEL

Real Estate & Construction

*“Interviewees value the team's fast and comprehensive advice. One source says: ‘What I find very pleasant is that the lawyers dealt with the topics incredibly quickly.’
(Chambers & Partners)”*

The CERHA HEMPEL real estate team handles this multi-faceted area of law through every stage of a project.

Beginning with the acquisition of land, we support our clients in everything from project development, negotiating and drafting financing agreements, preparing planning and construction agreements, to residential and commercial leases.

Our core areas of expertise include handling landlord-tenant disputes and construction litigation, as well as assisting with claims management.

CERHA HEMPEL has outstanding contacts with the major market players, including investors, property developers and agents, as well as architects and civil engineers. This also enables us to offer our clients project management services.

Services

- ✓ Contracts for builders and architects
- ✓ Construction litigation
- ✓ Lease agreements
- ✓ Real estate transactions
- ✓ Industry, logistics and hotel projects
- ✓ Public construction law
- ✓ Project development

Private Equity & Venture Capital

CERHA HEMPEL

Private Equity & Venture Capital

“Commercial understanding, excellent negotiation skills and outstanding legal knowledge.”

(IFLR 1000)

From selecting the most effective company form to developing the right general terms and conditions and providing advice on protecting intellectual property: as a full-service law firm, we put our entire know-how at the disposal of start-ups and entrepreneurs from the very beginning.

We also advise founders as well as investors at each stage of the business and during every financing phase, from foundation to exit.

Services

Legal advice for investors

- ✓ Legal due diligence
- ✓ Company purchase and financing agreements
- ✓ Joint ventures and cooperation agreements
- ✓ Restructurings and refinancing
- ✓ IP/IT, software and licensing agreements, and technology transfers
- ✓ Acquisition and sale of interests, exit agreements (secondaries, IPO)

Legal advice for founders and start-ups

- ✓ Company foundations (choice of legal form) and financing issues
- ✓ Ongoing advice on company law matters, cooperation agreements and joint ventures
- ✓ Preparation of industry-specific agreements (supply contracts and purchase agreements), in particular the drafting and designing of suitable general terms and conditions
- ✓ Employment law advice and employee share option programs
- ✓ IP/IT, software and licensing agreements, data protection and privacy agreements
- ✓ E-Commerce and distance selling
- ✓ Investment agreements, exits and share sales

Tax Law

CERHA HEMPEL

Tax

*"A highly responsive team taking only a short time to get back to me, with a straightforward and efficient way of working."
(Chambers & Partners)*

CERHA HEMPEL provides integrated tax and legal advice. We strive to provide our clients with optimized tax solutions whilst taking into account all other legal aspects.

We offer our clients comprehensive expertise on the tax-optimised structuring of transactions, especially with respect to mergers and acquisitions and corporate restructurings, as well as group taxation, holding structures, inbound and outbound investments, debt and equity financing and the taxation of financial instruments.

Our dedicated tax litigation team handles all aspects of tax disputes.

Our goal is to deliver tax advice that adds value to our clients' commercial success.

Services

- ✓ Tax planning and transaction structuring
- ✓ Taxation of groups and corporate reorganisations
- ✓ International tax law
- ✓ Taxation of financial instruments
- ✓ Stamp duty and transfer taxes
- ✓ Representation before tax authorities and tax litigation

White Collar Crime

CERHA HEMPEL

White Collar Crime

“It is a top-tier international practice. It has a very thorough and accurate professional style; you can tell they have been exposed to a variety of cases and jurisdictions.” (Chambers & Partners)

We combine academic excellence with extensive practical experience.

We regularly advise and represent Austrian and international companies, corporate bodies and private individuals in all areas of white collar crime, including in connection with allegations of financial crime, corruption, property crime and economic sanctions, to name but a few.

We are used to dealing with complex cross-border issues (e.g. extradition, law enforcement, international criminal law).

Our work includes in particular representing clients in criminal investigations, court proceedings and legal remedy procedures. What's more, our attorneys regularly advise on compliance matters and in the course of internal investigations.

Our leading position in both Austrian and international law firm rankings is testament to our expertise in the field of white collar crime.

Services

- ✓ White collar crime and corruption
- ✓ Criminal responsibility of corporations
- ✓ Financial criminal law
- ✓ Representation of victims of criminal offences (including representation as private claimant in criminal proceedings and asset tracing)
- ✓ Internal investigations
- ✓ Compliance

CERHA HEMPEL



References

Relevant Practice Areas

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**Antitrust &
Competition**

Banking & Finance

Capital Markets

**Compliance &
Investigations**

Corporate

**Distribution
Law**

**Employment
Law**

**Insolvency &
Restructuring**

**IP & Unfair
Competition**

IT & Privacy

**Litigation &
Arbitration**

**Mergers &
Acquisitions**

**Private Clients &
Trusts**

**Private Equity &
Venture Capital**

**Public Law &
European Law**

**Public
Procurement**

**Real Estate &
Construction**

Tax

**White Collar
Crime**

References

Practice Area

ADVICE TO

Client name or Logo

Further details

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CERHA HEMPEL



Team

CERHA HEMPEL



Scope of work

Scope of engagement

- We understand that the scope of work would cover the following [OR]
- Based on the information provided and our experience in similar matters, we understand that the following key issues will be relevant in the proceedings and for the representation of [Name of the Target] as Counsel:
 - Text
 - Text
 - Text
- **Out-of-scope services**
 - Text
 - Text
 - Text

CERHA HEMPEL



Fee
proposal

Fee Arrangement

PLEASE DELETE THIS COMMENT!

Please include the text about the relevant / chosen applicable pricing.

Standard Hourly Rates

- Our fees are determined by reference to time records reflecting the actual time spent by our legal staff on the [Project / Transaction / Matter].
- Fees are based on our standard hourly rates (EUR net) set out below:

Seniority Level	Standard Hourly Rate
Partners	EUR [*]
Senior Attorneys	EUR [*]
Associates	EUR [*]

- In addition to fees, a lump sum of three percent of the gross fees (excl. VAT) for cash expenditures such as telecommunications, photocopies or office materials will be charged.
- Other expenses such as travel costs, translation fees, courier fees, notarial fees and court costs and VAT, if any, will be charged separately.
- All rates or fee indications contained herein are subject to VAT, if applicable.

Fee Arrangement

Fee cap

PLEASE DELETE THIS COMMENT!

Please include the text about the relevant / chosen applicable pricing.

Fee Cap for the [Project / Transaction / Matter]

- According to our experience with comparable [Projects/ Transactions / Mandates] , we would offer the following binding fee cap(s) for all services provided to you in the [Project / Transaction / Mandate] under the [describe scope] and standard assumptions referred to below:
 - EUR [•] - for [Scope]
 - EUR [•] - for [Scope]
- All rates or fee indications contained herein are subject to VAT, if applicable.

Break-up discount

& Success fee

PLEASE DELETE THIS COMMENT!

Please include the text about the relevant / chosen applicable pricing.

- In addition, CERHA HEMPEL would be also ready to offer and agree on
 - a break-up discount of [• %] in case the [Project / Transaction / Mandate] fails, and
 - a success fee of [• %] in case the Transaction is closed successfully.
- [OPTIONAL] CERHA HEMPEL is the exclusive member of Lex Mundi – the world's leading network of independent law firms with in-depth experience in 100+ countries worldwide.
- Therefore, we can provide you with renowned law firms in [jurisdiction(s)] to conduct the respective due diligence process of the Target's subsidiaries in these respective jurisdictions and to coordinate their work flow if so requested.

The proposed fee is subject to

the following assumptions (I)

PLEASE DELETE THIS COMMENT!

Please include the text about the relevant / chosen applicable pricing.

- The scope of work of CERHA HEMPEL will be limited to those tasks as set forth by [please describe] and to matters of [jurisdiction] law((s)
- CERHA HEMPEL assumes that all other advisors to the client will adhere to positions conventional in projects like the Transaction and that we will not act as financial, tax, technical or commercial advisor in relation to the Transaction.
- The data room will have a reasonable volume and related organisational tasks will be limited. The scope of documents for each jurisdiction will be manageable by [one partner and one attorney] in [•] days of [•] working hours each.
- The documentation will have a scope and content customary for transaction of this kind.
- The Due diligence will be conducted based upon hard copies of documents submitted to CERHA HEMPEL, or based on a virtual data room in which documents can be printed and saved. No travel will be involved. We assume that the entire due diligence will be completed within a maximum of [•] weeks. We will provide you with one final due diligence report; no interim reports are required. The amount of legal documentation to be reviewed in the virtual data room is in line with typical transactions of this size. The legal documentation and data room are well prepared and clear. No lengthy Q&A-process with the Sellers will be required. Our scope of review does not cover financial and tax matters. Insurance will be covered by us. The Target's and its [jurisdiction(s)] subsidiaries' corporate history do not raise any significant issues. No extraordinary issues arise with respect to [pensions and environmental law (if documentation will be provided)]. We assume a mid-range complexity of the Transaction (which directly relates to number of documents to be reviewed in the course of the due diligence review).

The proposed fee is subject to

the following assumptions (II)

PLEASE DELETE THIS COMMENT!

Please include the text about the relevant / chosen applicable pricing.

- CERHA HEMPEL will submit upon request of the Client either (i) a full Due Diligence Report comprising all relevant risks and issues in conjunction with the contemplated Transaction or (ii) a red flag report highlighting major risks and major issues, summarising the essential legal and contractual relationships of the Target and the Target's [jurisdictions] subsidiaries only.
- CERHA HEMPEL will not submit a descriptive report summarising all due diligence documents reviewed (should you require such report, please let us know and we will revert to you with a proposal). The due diligence is limited to [jurisdictions] law, respectively. CERHA HEMPEL will not conduct any tax due diligence nor render any tax advice.
- The transaction will be completed within a time period of [•] months.
- The transaction documentation will not have to be negotiated with 3rd parties. No extraordinary issues will arise in the course of the transaction or due diligence that require additional legal research.
- The Professional liability of CERHA HEMPEL Austria, and their respective partners (where applicable) will be limited to EUR [•] million in the aggregate. Professional liability of [CERHA HEMPEL office] and of [CERHA HEMPEL office] as well as their respective partners will be limited to EUR [•] million in the aggregate.
- The respective binding fee caps do not include services of other Transaction advisers, including legal advisers other than [country], the [country] and [country].
- We also do not accept any liability neither joint nor several for the services rendered by any other advisor than CERHA HEMPEL. In particular, we do not accept any liability for tax advice.
- The Client will conclude a market standard letter of engagement with CERHA HEMPEL.

CERHA HEMPEL



International
Presence

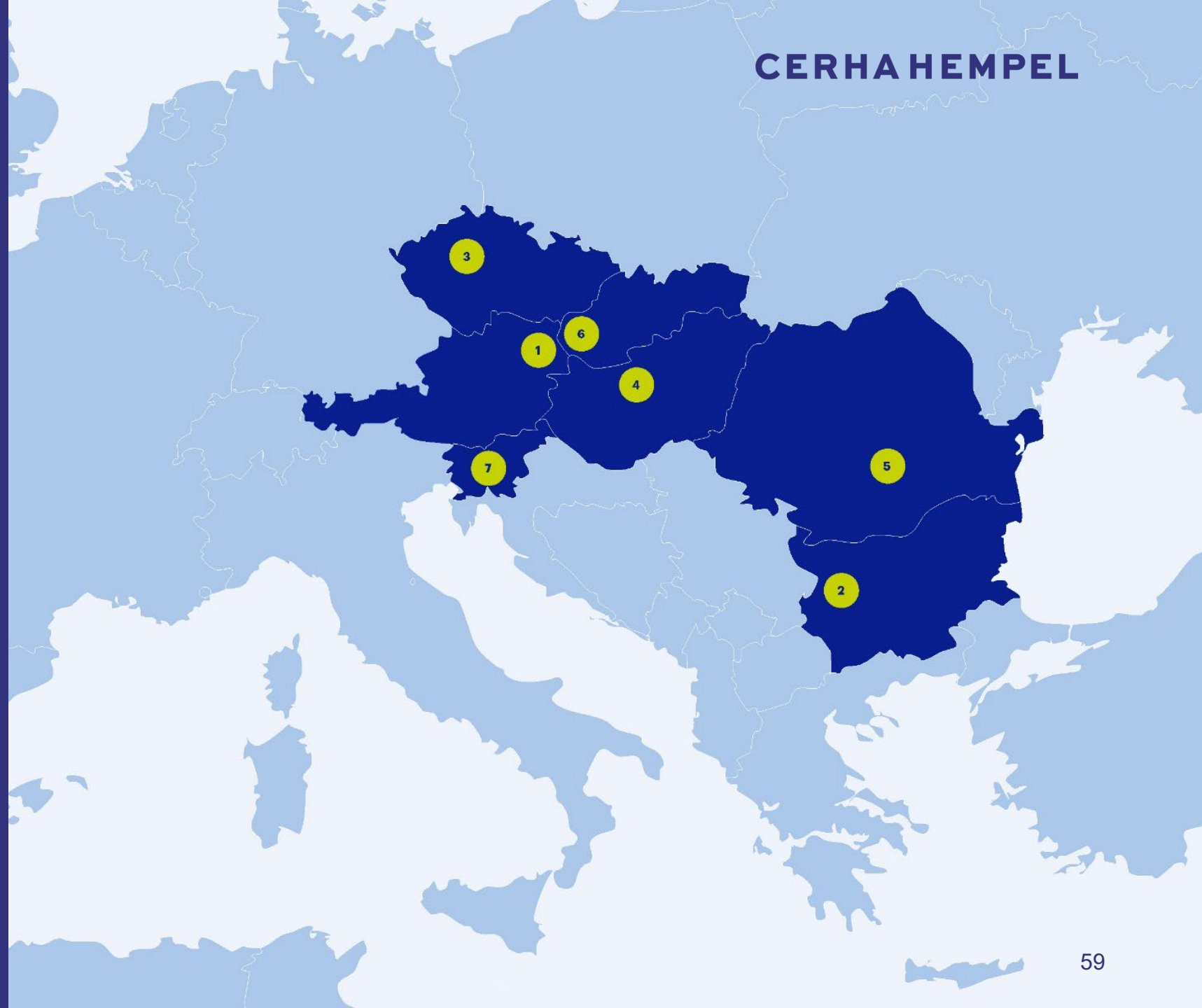
7 locations – one goal:

Highest quality advice

“with its great experience it is excellent for large international transactions where it can perfectly co-ordinate big teams and align with different teams.” (Legal 500)

- With offices in Bratislava, Bucharest, Budapest, Ljubljana, Prague and Sofia, CERHA HEMPEL possesses an extensive network in Central, Eastern and South-Eastern Europe, together with broad-based expertise and many years' experience.
- On top of this, we maintain close relationships with renowned law firms in those countries in which we do not have an office.
- Each office employs local, highly-qualified and multilingual staff and has constant access to the resources and expertise of the entire CERHA HEMPEL network.

- 1 Austria
- 2 Bulgaria
- 3 Czech Republic
- 4 Hungary
- 5 Romania
- 6 Slovakia
- 7 Slovenia



International Presence – 7 locations, 1 goal

Highest quality advice

“with its great experience it is excellent for large international transactions where it can perfectly co-ordinate big teams and align with different teams”
(Legal 500)

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Excellent network

across the globe



Exclusive member in Austria of Lex Mundi – The World’s Leading Association of Independent Law Firms, with extensive experience in over 100 countries.



Member of the International Fiscal Association, a worldwide association founded more than 60 years ago with its headquarters in Rotterdam. The purpose of the IFA is to study and promote international and comparative tax law. The IFA achieves its purpose in particular by conducting academic research, publishing specialist studies and organising congresses and seminars.



Group Member Firm of the International Bar Association.



As a member of ELA, CERHA HEMPEL can exchange knowledge, research results and experience with all participating law firms on a global level.



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Thank you!

CERHA HEMPEL