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Delivering Lifesciences
expertise across CEE

Award winning experience



FINANCIAL
TIMES

INNOVATIVE LAWYERS2012

AWARD WINNER

Most Innovative Firm in International Strategy



FINANCIAL
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INNOVATIVE LAWYERS2012

AWARD WINNER

Legal Innovator of the Year



WINNER 2012



FINANCIAL
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CMS named CEE Legal Adviser of 2012 by FT and mergermarket



WINNER 2012



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TIMES



mergermarket

CMS acted for Takeda Pharmaceutical on FT & mergermarket's Private Equity Deal of 2012 - 'Exit of Nycomed International to Takeda Pharmaceutical'



Law Firm of the Year at the Chambers Europe (2012) Awards for Excellence



Ranked #1 in the Pan-European Law Firm category in the Best of Central and Eastern Europe, RealDeals



1st in CEE

2011 & 2012 **Bloomberg** M&A Rankings

Focusing on Lifesciences

CMS has been helping Lifesciences companies invest and grow in Central and Eastern Europe (CEE) for nearly 25 years.

- **Depth:** a ‘one-stop shop’ in CEE with 17 offices and over 70 lawyers dedicated to the Lifesciences sector with the local knowledge and market awareness to support clients doing business in CEE. Several lawyers within our Lifesciences team have worked in-house (on a full-time or secondment basis) for pharmaceutical clients – including former Head of CMS Lifesciences Group David Butts.
- **Recognised reputation:** strong expertise and high-quality advice delivered in leading practice areas by lawyers who truly understand the legal needs and issues of the Lifesciences sector, particularly in regulatory, commercial, IP, competition and corporate. For the last five years, we have been ranked the number one law firm for the number of completed M&A deals in the Lifesciences sector in Europe by mergermarket.
- **Working with the sector:** developing relationships and supporting over 100 Lifesciences companies including the top 20 global pharmaceutical companies and nine out of the top 10 medical device companies.
- **Global CMS network:** part of the largest law firm in Europe with 58 offices in 32 countries to give our clients access to greater support and resource beyond CEE.



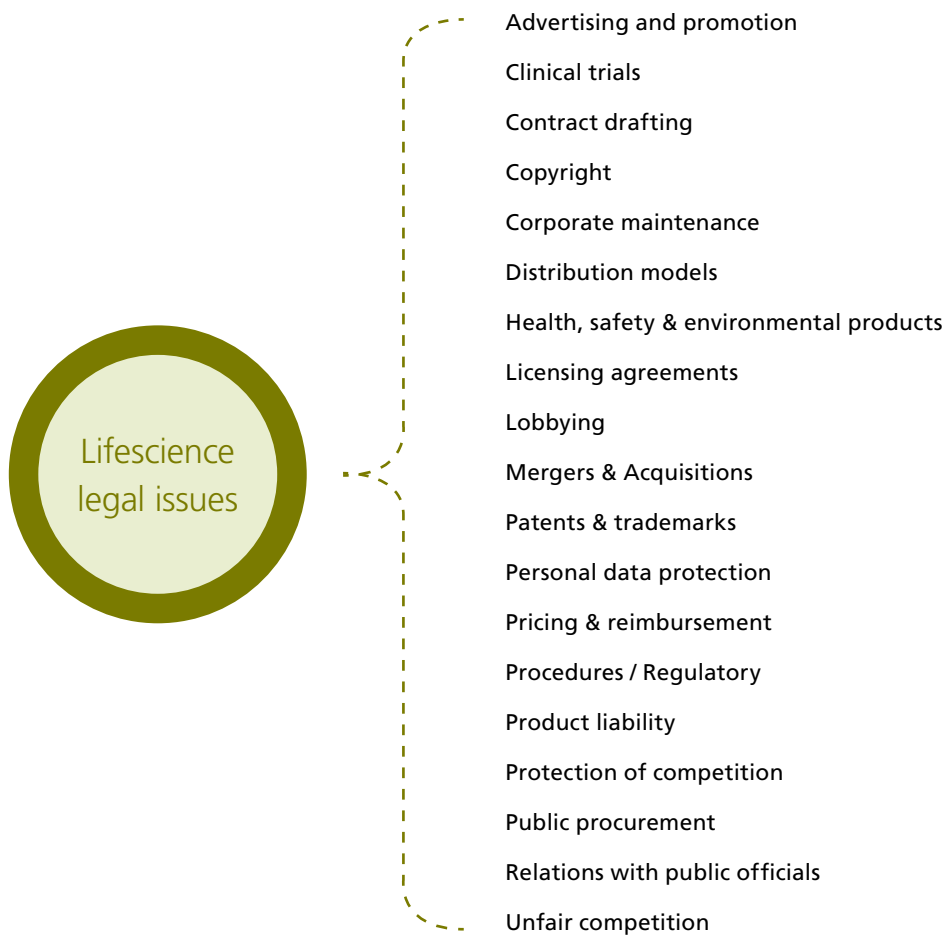
A huge network, especially in CEE, and very good at client care.

Chambers and Partners Global



Dedicated Lifesciences services

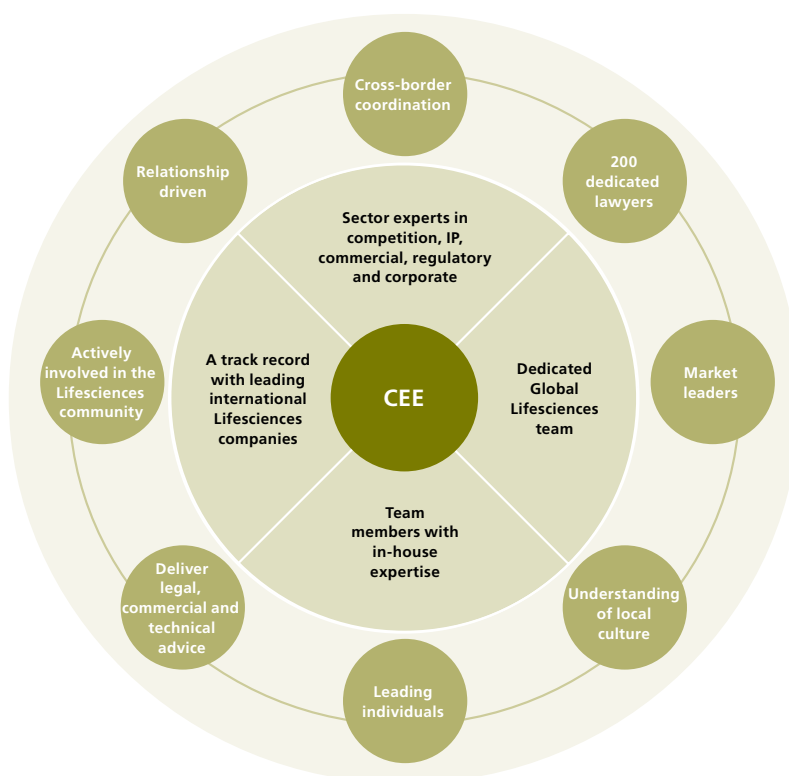
We can advise on a wide range of legal issues:



A one-stop shop for us: its remarkable and successful mix of talent makes it stand out from the rest, and makes our lives much easier.

Chambers and Partners

Specialist Lifesciences expertise



This firm is a prominent player in the field, with impressive clients and solid experience. Clients 'have only good things to say about the firm,' and particularly praise the lawyers' 'deep analysis of situations and careful, detailed advice.'

Chambers and Partners Europe



A strong track record in CEE

Relevant experience includes advising:

- Takeda Pharmaceutical Company Limited on its €9.6 billion acquisition of Nycomed in 13 countries. This was one of the most significant M&A transactions to occur in the Lifesciences sector in 2011. Post acquisition integration work continued in 2012 and 2013.
- A major US pharmaceutical company in drafting a set of templates for consultancy agreements to be concluded with healthcare professionals and sponsorship agreements to be used for Poland.
- On the registration of a trade mark portfolio of a Ukrainian leading manufacturer of insulin.
- A major pharmaceutical company on a biological tender, including overall tax advice. Representation in marketing authorisation procedures before the National Institute of Pharmacy and reimbursement procedures before the Health Insurance Fund in Hungary.
- A French biopharmaceutical company on its entry to the Czech market, including establishment of distribution businesses in the Czech Republic and Slovakia and how to structure the most efficient distribution models for both countries.
- Astellas on the set up of a limited liability company in Croatia and registering further changes in the company's structure with the competent authorities.
- A Japanese pharmaceutical company on general regulatory issues, with emphasis on marketing authorisation and distribution issues in Bosnia and Herzegovina.
- A Danish pharmaceutical company on conducting clinical trials in CEE countries (drafting and negotiating clinical trial agreements, and advising on legal issues connected with conducting clinical trials).
- A North American pharmaceutical company in respect of clinical trial regulations in Romania.
- A major pharmaceutical company on its internal policies, including the verification of the compliance of its policies with the local anti-corruption requirements in Russia and elsewhere, throughout CEE.
- A major US medical technology company before relevant authorities in connection with the establishment of a plant in Hungary. Providing regulatory advice on promotional activities and sponsorship agreements and on general commercial law and compliance matters.
- A major US pharmaceutical, medical device and consumer packaged goods manufacturer on various regulatory issues (such as promotional activities, labelling and marketing of OTC products), contract drafting, compliance review, promotional activities and data privacy issues in Hungary.

- A strategic pharmaceutical investment company in respect of its proposed acquisition of a Romanian pharmacy chain.
- Merck on its comprehensive set up of operations in Serbia. Support included tasks such as the licensing of products, wholesale and retail sale agreements as well as agreements with warehouses for storage of a wide range of products.
- A major Swiss pharmaceutical company in drafting their ethical codes for testing and marketing of medicinal products and related advertising in Slovakia.
- The Association of Pharmaceutical Research and Development in establishing a major lobbying organisation of international R&D pharmaceutical companies in Ukraine.
- Roche Diagnostics on various issues related to its trade mark portfolio in Austria.
- A major CEE private equity fund on regulatory aspects of its potential acquisition of a medium size Czech pharmaceutical company (deal value of CZK 300 million).
- A major Swiss pharmaceutical company on parallel trade of medicinal products in Poland.
- A German client in a successful dispute with the Minister of Health regarding medicinal product registration in Poland.
- A leading Japanese pharmaceutical company on establishing its presence in Russia.
- Eli Lilly in various legal fields including trademark and patent infringement matters as well as employment law in various SEE jurisdictions.
- A leading medical device company on regulatory matters in Slovenia including on the registration of medical devices.
- Johnson & Johnson on the Austrian aspects of the worldwide sale of its professional woundcare business, Ethicon, to US-based One Equity Partners.
- The Japanese pharmaceutical company Mitsubishi Tanabe Pharma on regulatory and unfair competition matters in Austria.
- A US-based global pharmaceutical company on promotional activities, the newly introduced sales representative tax, distribution of products and competition law matters in Hungary.
- Sanofi in regards to a series of IP and unfair competition issues in Croatia.
- A research-based pharmaceutical company on a contemplated acquisition of a Bulgarian distributor, including in respect of corporate compliance matters.
- A CEE-based pharmaceutical company with respect to a marketing authorisation of medicinal products and distribution in Bulgaria.
- Amgen on establishing its operations in Bulgaria and Romania.
- Fresenius Medical Care on the €85 million acquisition of Euromedic International's dialysis service business with regard to Bosnia and Herzegovina.
- A major European eye care company with respect to the launch of new products in Poland.
- An Italian pharmaceutical client in an acquisition of a Polish pharmaceutical company.
- A major multinational chemical and pharmaceutical company in connection with a litigation dispute against a generic pharmaceutical company, seeking enforcement of IP rights with customs authorities and recovery of damages, as a result of infringement of a number of US and Romanian patents.
- An international pharmaceutical company on an advertising campaign involving medicines included in a state reimbursement programme in Russia.
- Hemofarm, the leading Serbian pharmaceutical group, on the sale of a major interest in its share capital by way of a takeover bid to Stada.
- A major R&D pharmaceutical company on a dispute with its local distributor in Ukraine.
- A major pharmaceutical company on labelling requirements for cosmetic products, marketing authorisations, transfer, and personal data protection in Slovakia.
- IP due diligence of a Ukrainian pharmaceutical company.

Introducing the CEE Lifesciences group

Austria

**Egon Engin-Deniz**

Partner, Head of IP Practice Group for CMS,
Lifesciences

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Egon is Head of the CMS IP practice group across CMS and has extensive experience in advising on all aspects of intellectual property. He deals in both contentious and non-contentious issues in relation to trade mark, patent, design, copyright, and unfair competition matters, and advises clients across a wide range of industry sectors, including pharmaceuticals, medical devices and biotechnology. Egon has substantial experience in coordinating complex multi-jurisdiction litigation, regularly working with IP colleagues throughout CMS and elsewhere.

Egon is the author of the leading Austrian commentary on trade mark law. He speaks at both internal and external conferences on intellectual property issues. He is frequently recommended by the Lifesciences Handbook for IP, regulatory and competition. Egon has a doctorate in law from the University of Vienna.

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Bosnia and Herzegovina

**Nedžida Salihović-Whalen**

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Nedžida is a partner in Sarajevo. She is admitted to the Bosnian bar and has worked as a corporate lawyer for local and international companies in Bosnia and Herzegovina for over 20 years, during which she has advised on commercial, banking and corporate matters.

She has an LLM from a US university and advises foreign corporations in the areas of corporate, general commercial and regulatory, employment and dispute resolution law. She is experienced in setting up corporate and business structures in Bosnia and Herzegovina and regularly advises clients on the regulatory and commercial environment under Bosnian law. She also represents clients in litigation.

Nedžida was a member of several international legal working groups and took part in drafting laws regarding legal and economic reforms in Bosnia and Herzegovina. She fluently speaks Bosnian, Serbian, Croatian and English and has basic knowledge of Hungarian and French.



Czech Republic



Tomáš Matějovský
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Tomáš is a Czech lawyer who graduated from Charles University Law School and studied at Ecole National d'Administration and Université de Perpignan. He focuses on commercial law and has extensive experience in domestic litigation and international arbitrations, contract negotiations and regulatory matters. Prior to joining CMS in 2008 where he now heads the Commercial, Regulatory and Disputes group in Prague, Tomáš worked for a Czech law firm and before that for the Ministry of Foreign Affairs. Tomáš works for international clients and is responsible for leading teams in disputes, transactions, as well as day-to-day business matters. He has represented clients in various types of litigation and proceedings at all levels, such as commercial, unfair competition and damage claim disputes at regional courts, Superior Courts, the Supreme Court, and the Constitutional Court.

He has also handled administrative proceedings and disputes before the Constitutional Court and the European Court of Human Rights. He has advised many pharmaceutical companies on various issues in the Czech Republic including sector specific regulatory matters, clinical trial problems and anti-corruption issues, as well as providing general commercial advice regarding company start-ups, distribution agreements and general day-to-day advice. Tomáš speaks Czech, English and French.

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Hungary



Dóra Petrányi
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Dóra is a partner and leads the commercial team in the Budapest office. Her major clients are Lifesciences companies, telecommunications companies and foreign-owned commercial banks. She is actively involved in local and region-wide initiatives. Her main areas of specialisation: legal adviser for the Lifesciences and TMT sectors, competition law, IP law matters, general commercial contracts, corporate restructuring and M&A. Dóra has advised major pharmaceutical, biotechnological and medical devices manufacturer companies at a national and European level.

Dóra is a specialist in a number of unique areas such as e-Health, Social Media, and Smart Metering.

Dóra is fluent in English and German, conversational level on French and Russian.

Poland



Marek Sawicki

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Marek is a Polish-qualified legal adviser and a partner in the corporate department in Warsaw. He also heads the Lifesciences group in Poland. His areas of specialisation include corporate law, commercial law and civil law. For over 10 years, Marek has advised on mergers & acquisitions, private equity and venture capital transactions, mostly in the Lifesciences sector. He has extensive experience in leading cross-border deals. Recently Marek advised on Henry Schein's acquisition of Medivet, Walmark's acquisition of Novascon's key product and Recordati's acquisition of Farma Projekt.

Marek has been repeatedly recommended by Chambers Global and Chambers Europe in both M&A and private equity. Chambers Europe 2013 singles Marek out as a corporate/M&A and private equity expert, who "is a skilful negotiator" and "a deal maker, pleasant to work with, he ensures the sustainability of a high-quality service".

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Romania



Gabriel Sidere

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Gabriel is the Managing Partner of the Romanian office and head of the Commercial, Regulatory and Dispute Resolution practice in Romania. Gabriel is recognised by legal directories such as Chambers Global as one of the leading experts in international commercial arbitration and business litigation in Romania. He has more than 15 years of experience in commercial and corporate law, as well as business litigation, with a focus on investment related disputes involving numerous industries, including Lifesciences, Consumer Products, Infrastructure, Energy and Construction. Gabriel recently represented Romania in a US \$150 million investment treaty arbitration before ICSID. Romania defeated all of the investor's claims and was awarded US \$8 million for legal fees and costs.

Clients also rely upon Gabriel to provide strategic advice on the issues that many investors face in developing markets and for high-level negotiations involving Romanian governmental institutions. He is also well known for his vigorous and energetic advocacy and for his effective and efficient resolution of disputes in their early stages. Gabriel is a CEDR accredited mediator and advanced negotiator.

Gabriel was recently described as a 'truly outstanding' lawyer with 'a remarkable insight into clients' needs' in Chambers Global.

Russia

**Vsevolod Tyupa**

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Vsevolod is the Head of the Lifesciences Sector Group in Moscow. Before joining CMS in 2011, Vsevolod worked for Roche, which is one of the world's leading pharmaceutical companies. He started at Roche as an attorney, and then was promoted to head of the legal department and compliance officer. Subsequently, he worked for a well-known law firm as a senior attorney and head of their pharmaceutical practice group.

Vsevolod specialises mainly in the regulation of medicines and medical devices. In addition to the Lifesciences sector, Vsevolod also specialises in contract law, IP, antitrust law, arbitration and enforcement procedures. He has advised many international and Russian companies on regulations relating to the circulation of medicines, clinical trials, various civil and corporate law issues, antitrust matters and dispute resolution. Vsevolod is regularly invited to speak at different events in the pharmaceutical field.

Vsevolod has a scientific degree PhD in law. He is fluent in English.

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Serbia

**Nataša Zavišin**

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Nataša is a partner in Belgrade. She has also been involved in securities and financial practice areas, including extensive involvement in the mergers and acquisitions field.

She represented acquirers (both Serbian and non-Serbian), targets and financial advisors in a large number of mergers, acquisitions, takeovers (friendly and hostile), buyouts, privatizations and joint ventures. She has been directly involved in all phases of these transactions, including initial planning, structuring, negotiation, implementation and advice.

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Slovakia

**Sylvia Szabó**

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Sylvia has more than 10 years' experience in providing Lifesciences companies with corporate and commercial advice. She specialises in negotiating and drafting commercial agreements for biotech, pharmaceutical and medical device clients, including agreements relating to in and out licensing, sales and distributor arrangements, research and development, manufacturing and supply, strategic alliances and co-promotion and co-marketing arrangements. Sylvia has participated in several due diligence processes and has drafted and reviewed various documents and legal opinions.



Slovenia



Aleš Lunder

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Aleš is a partner in Ljubljana. He is a renowned legal expert on privatisations as well as corporate and real estate transactions. He regularly advises international companies on corporate, commercial and regulatory matters with respect to Slovenian law. His clients are based in various industry sectors including Lifesciences, Retail, Energy, Financial Services, Consumer Goods, Automotive and ICT.

As a specialist in the fields of corporate law, M&A and privatisations as well as general commercial matters with more than 15 years of experience in CEE, Aleš advises regional and international clients in numerous corporate and real estate transactions.

Throughout his career Aleš has been a consultant to the Slovenian Ministry of Finance. He speaks Slovenian, German and English.

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Ukraine



Olexander Martinenko

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Olexander joined CMS from the Kyiv office of Baker McKenzie. His practice includes a broad experience in advising major Lifesciences companies, such as Takeda, Novartis, Merck, Pfizer, GSK, Eli Lilly, Abbott, AstraZeneca, Astellas and others on their business activities in Ukraine. In particular, Olexander advised Takeda on Ukrainian law aspects of its acquisition of Nycomed, including obtaining merger control clearance. He also recently advised Novartis on the regulatory and general compliance matters with one of its service providers in Ukraine, and on structuring its relations with local distributors, as well as on public procurement and product registration matters.

Olexander acted as counsel for the AmCham's pharmaceutical and EBA medical committees for many years. He established APRaD (Association of Pharmaceutical Research and Development) which is a major lobbying organisation of international R&D Pharma companies in Ukraine (the headquarters are located in Switzerland and there is a representative office in Ukraine).

Olexander is recognised as Band 1 lawyer in Corporate/Commercial and Competition practices by Chambers Europe 2008-2012. Also as a leading specialist in Corporate and M&A by PLC Which Lawyer?, as well as recommended in Competition/Antitrust and Dispute Resolution by the same directory.





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