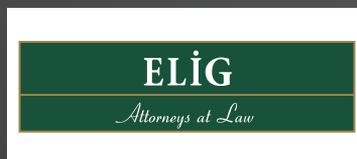


CEE 2016 CORPORATE COUNSEL HANDBOOK



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LEGAL MATTERS



WARSAW, 8-9 JUNE, 2017

3RD ANNUAL
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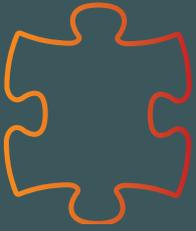
An invaluable opportunity for any General Counsel wishing to learn more about the subjects or results contained in this report and to exchange ideas about best practices and preferred strategies with peers from across CEE.

To learn more about how you can participate, please contact:

Radu Cotarcea

Managing Editor

radu.cotarcea@ceelm.com



CEE 2016 CORPORATE COUNSEL HANDBOOK

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The Methodology



Data was collected between July 1 and August 15, 2016. A total of 4223 General Counsel, Heads of Legal, and Legal Directors were invited to participate in the survey. The sampling channels and techniques of this survey also included promotional banners with our media partners, social media campaigns, and direct contacts.



Respondents were asked to identify themselves and their employers for screening/data validation purposes but were assured that the information would be kept confidential and no identifying details would be disclosed.



In total, 616 lawyers participated in the survey. 22 submissions were invalidated leaving a total of 594 valid responses.



All values expressed in this report represent averages of registered survey responses.



Where possible, the findings of our survey were cross-referenced with the 2014 and 2015 Corporate Counsel Handbook reports.



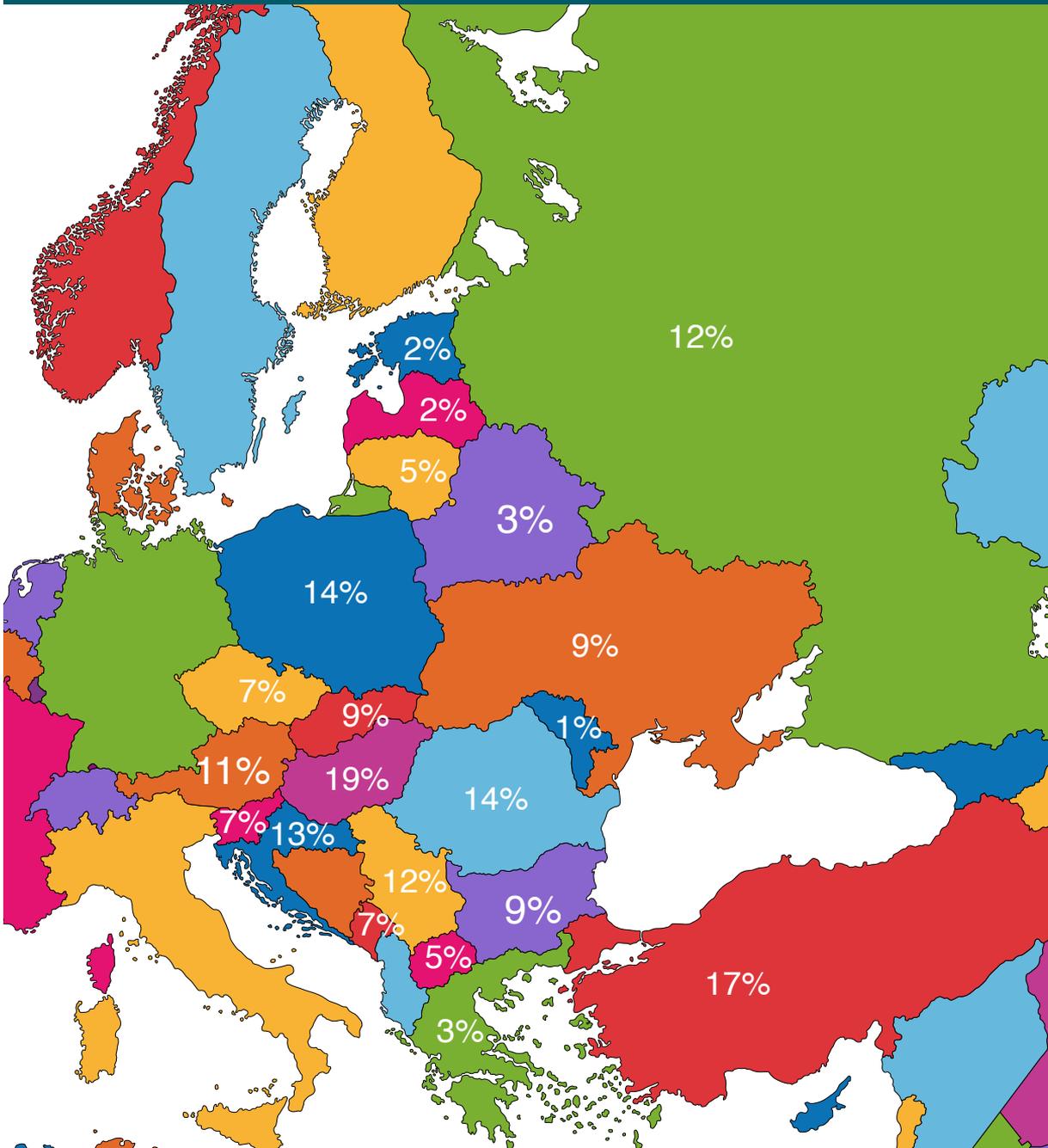
Survey responses were complemented by comments and analysis from General Counsel/Heads of Legal collected throughout the last 12 months as part of CEE Legal Matters' "Inside Insight" Section.



The 22 respondents that were deleted from the data sample pool were removed for not satisfying the data validation requirements. Most of them did not hold sufficiently senior positions within their companies.

Survey Sample

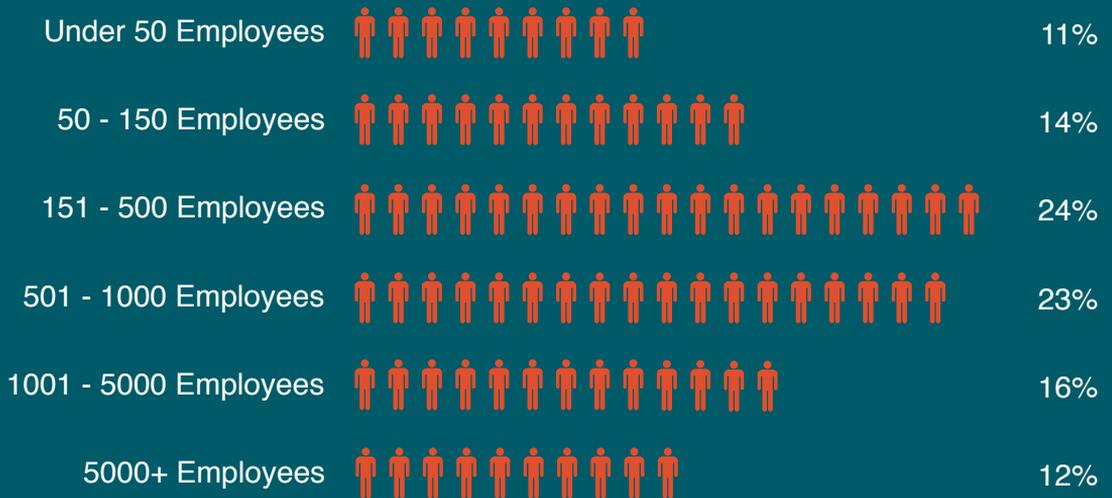
Percentage of respondents by jurisdiction of responsibility*



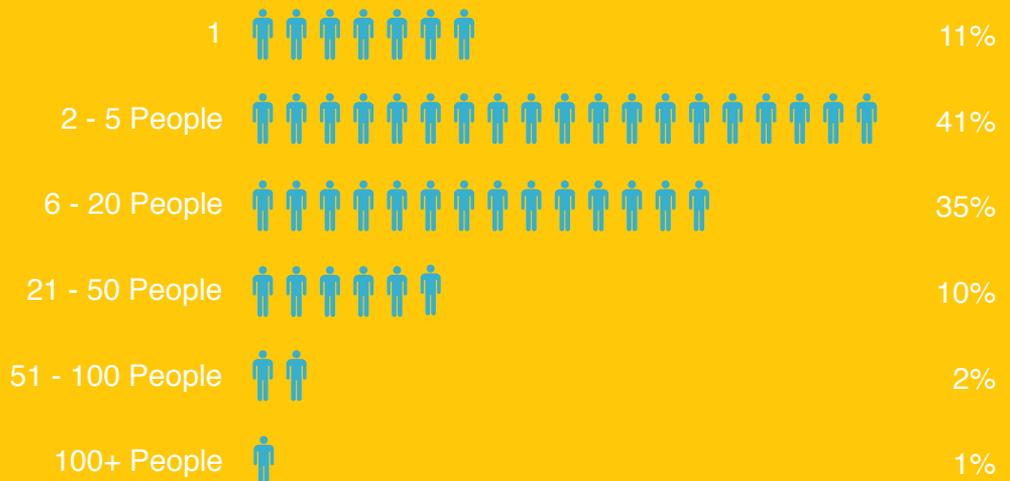
*Respondents responsible for multiple jurisdictions were counted in each country

Survey Sample

By Company Size



By Size of Legal Team



Survey Sample

By Scope of Responsibility



“My legal department was the only one in the entire Intesa Sanpaolo banking Group which had to continuously cover nine jurisdictions. I still regard the creation of the international network of lawyers spanning nine countries as one of my greatest professional achievements. But I do not see the secret of my success in some special pricing or other strategy.

On the contrary, in my experience the key ingredient is establishing personal contact while understanding the different cultures and mentalities. Working with a lawyer from Cairo is very different than working with a lawyer from Budapest. One should be able to recognize which lawyers can work autonomously and which prefer frequent visits (with a lot of personal contact, starting with mandatory lunches and dinners and a lot of social talk, of course).”

- Ante Sucur,
Head of Legal Affairs and Company Secretary,
Intesa Sanpaolo Card Ltd

Defining The GC Role

The “KIS” Principle: **Keep It Simple**



In my experience the key to a successful GC is threefold: business understanding, integration, and proactivity. A well-functioning GC would be able to take over the leadership of any business function, as he/she is fully aware of the operational, management, and strategic position of the company, and has the necessary leadership skills and insights. Thus, being integrated

“In my experience the key to a successful GC is threefold: business understanding, integration, and proactivity.”

is the first step. There is nothing worse than when legal issues are identified by non-lawyer colleagues, as most of the critical points may be missed. This is the reason why a good GC spends most of his or her time with business colleagues, watches out for potential landmines, and identifies legal risks him/herself during the planning phases. Then Legal needs to be

proactive in picking up these points and running with them, using his/her integrated position to be able to influence the business processes. I believe that a well-functioning legal team is like a swan: it swims so elegantly and smoothly on the surface of the water, but there is a lot of hard work underneath that stays invisible. Yes, sometimes the swan needs to fight if attacked, but business as usual should be smooth and calm.

For me personally, joining the board after over ten years of experience did not make it necessary to adapt the communication style. If a GC is an accepted functional and leadership expert, then his/her peers will know that if he/she has something to say, it is important. The key is to follow the “KIS” principle: Keep It Simple. They do not need to understand the legal background. If the presentation of the issue already contains proposals for a solution that fits the business strategy and has the potential to deliver the planned business results, such decisions are no-brainers. If it does not, and the GC needs to pull the handbrake on any issue, of course the risks need to be presented adequately, but it is vital that business peers are involved in the final decision. Legal should never be a

Sales Prevention Department, and also should not be seen as a function that wants to control everything. Good in-house lawyers are business enablers and referees. A good basketball referee does not interfere in the game – he/she just makes sure that the game stays within the rules. And I have seen so many

basketball referees smiling after a nice game is played. They are challenged sometimes by the players after a call, but at the end of the day both teams know that without the referee havoc would break out.

*Janos Miklos Jakab,
Legal Director, Coca Cola HBC*

Defining The GC Role

Employing Good Judgement



There are several traits which are required from a General Counsel. One defining aspect for the role in my view is simply to employ good judgment. Being responsible for a region, you have to make decisions in respect to complicated matters frequently, often having very limited information and facts available. The General Counsel has to properly evaluate all available information and potential consequences for the company, then provide advice which matches the company's risk profile and is as close as possible to its business objectives.

Another issue is the development of proper communication with all stakeholders. This is related to the previous trait – good judgment – but it also requires the ability to understand what is behind the requests that the legal department receives and the ability to deliver advice which can be understood by non-lawyers and answers the real needs of your internal clients. This, in turn, helps to develop mutual trust within a company.

Employing good judgment and proper communication allows you to properly anticipate issues and estimate risks within your company and also to facilitate the legal function in supporting the strategic objectives of your company.

Moreover, I usually worked in relatively small legal teams, and therefore it was always required from the General Counsel not only that he take the lead in most complex projects and supervise subordinates but also take a hands-on approach when dealing with legal issues of the company.

*Rafal Skowronski,
Former Head of Legal 4CE and CEE,
Canon Polska*



The fundamental distinction between working as an external counsel and an in-house lawyer is the skill of being able to react in the here and now – when the deadline is yesterday – without being backed up by an entire team of fellow lawyers to support you. In the early days in my job as an in-house lawyer I missed this support. At the same time, I liked almost everything about being an in-house lawyer from the very beginning and found it positively challenging. An in-house lawyer must be capable of making rapid decisions that are simultaneously good decisions, while engaging in risk taking. In contrast to an external counsel, an in-house lawyer very frequently participates in implementing his or her recommendations and has the ability to have a real say about the shape of the decisions taken and risk estimation on an ongoing basis. An in-house lawyer must not only skilfully estimate risk but, above all, he or she must be aware of the necessity of risk taking. The first months as an in-house lawyer taught me a lot.

*- Izabela Wisniewska,
Legal & Compliance Director, Multi Corporation*



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Finding Solutions

“We sometimes are so preoccupied with identifying all possible risks associated with a project or a particular transaction that we forget that our purpose needs to be finding solutions together with business under acceptable risks,” explained Ioana Regenbogen, Director of the Legal Department at ING Romania. She suggested a number of elements that have contributed to her team’s mastering of this approach.

“First, by personal example – both my managers’ and mine.”

“Second by constantly discussing the benefits (both on one-on-one, but also as teams), such as increased (internal) client satisfaction and therefore excellent cooperation between the Legal, Business, and Risk departments, increased productivity, accelerated results, etc.; or what’s in it for the respective colleague (as a personal development ‘investment’), not only the value added of his/her contribution to our employer.”

“All these, in one form or another, are translated into our shared or individual KPIs or into our development actions or are embedded in the skills and behaviours expected by ING as standards.”

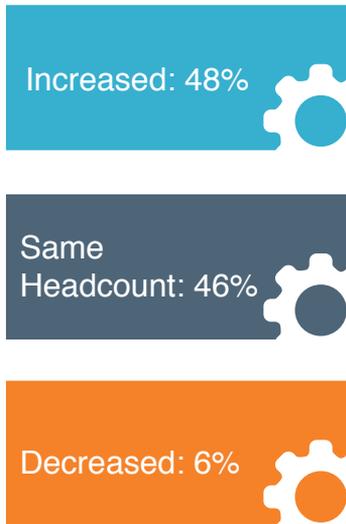
“I have to say that our internal clients have their merits as well in our ‘modelling’ during the time, as they are excellent professionals and challengers.”

Still Increasing Teams

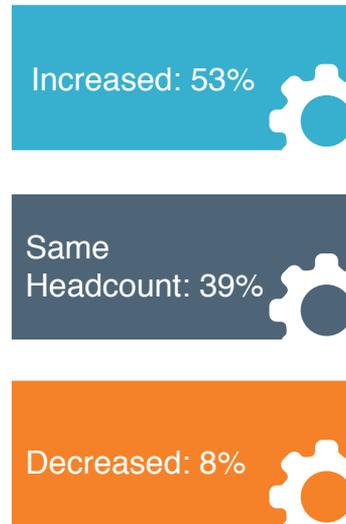
When asked if, relative to the previous year, their teams had increased, decreased, or stayed the same size, 48% of survey participants reported their teams had increased. 46% reported the same team size and only 6% reported a decreased head count.

The results were similar to the 2015 survey though growth of the legal teams seems to have slowed down a bit.

2016 Data

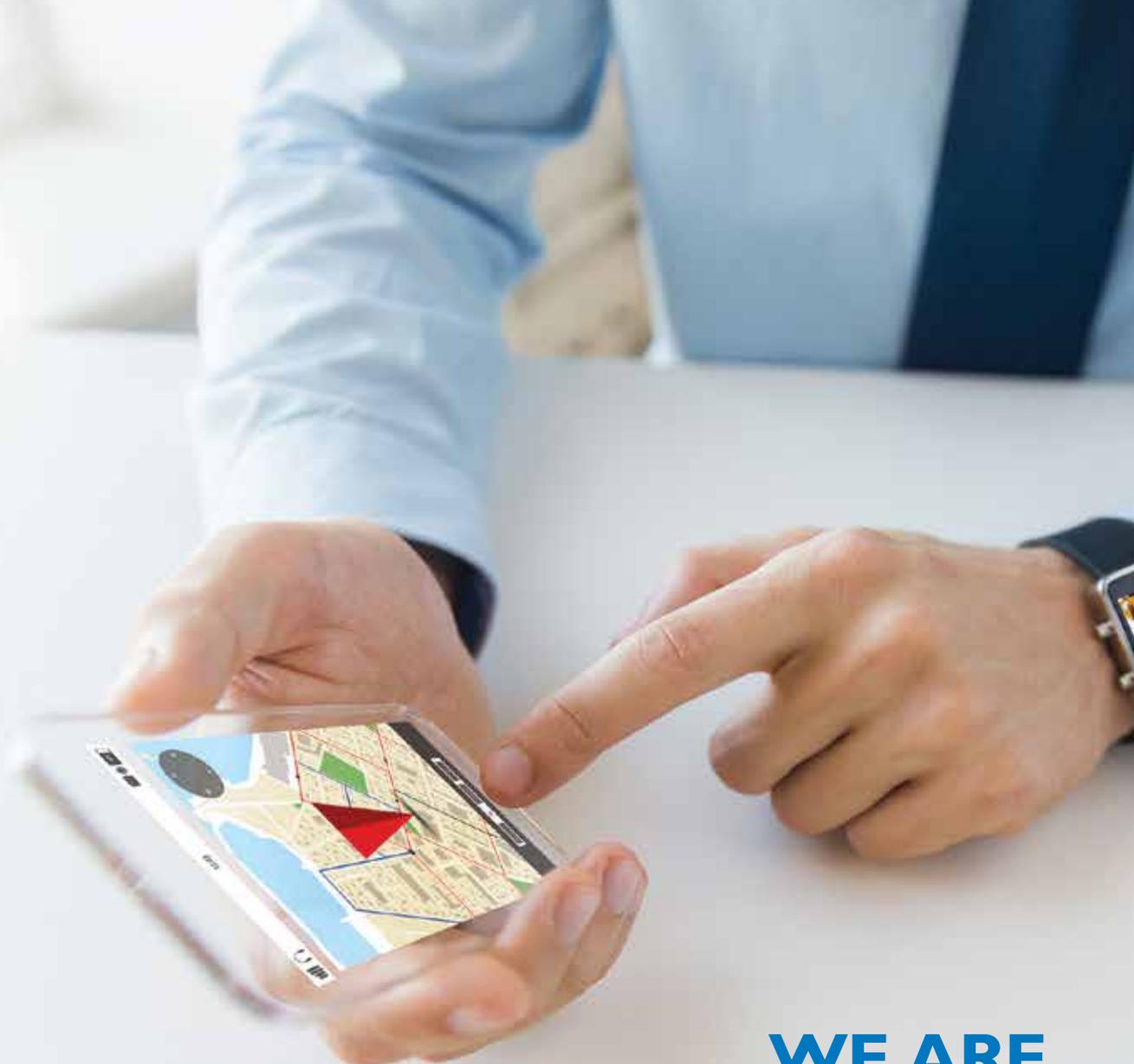


2015 Data



“Since excessive use of external counsel became a matter of concern for the prudent expenditure of public funds, public companies have begun manifesting a growing interest in the process of capacity building and empowering internal counsels, though benefiting from a law firm’s qualified expertise during harsh times may always be advisable.”

- **Vicentiu Ramniceanu,**
Legal Director,
Romanian National Lottery Company



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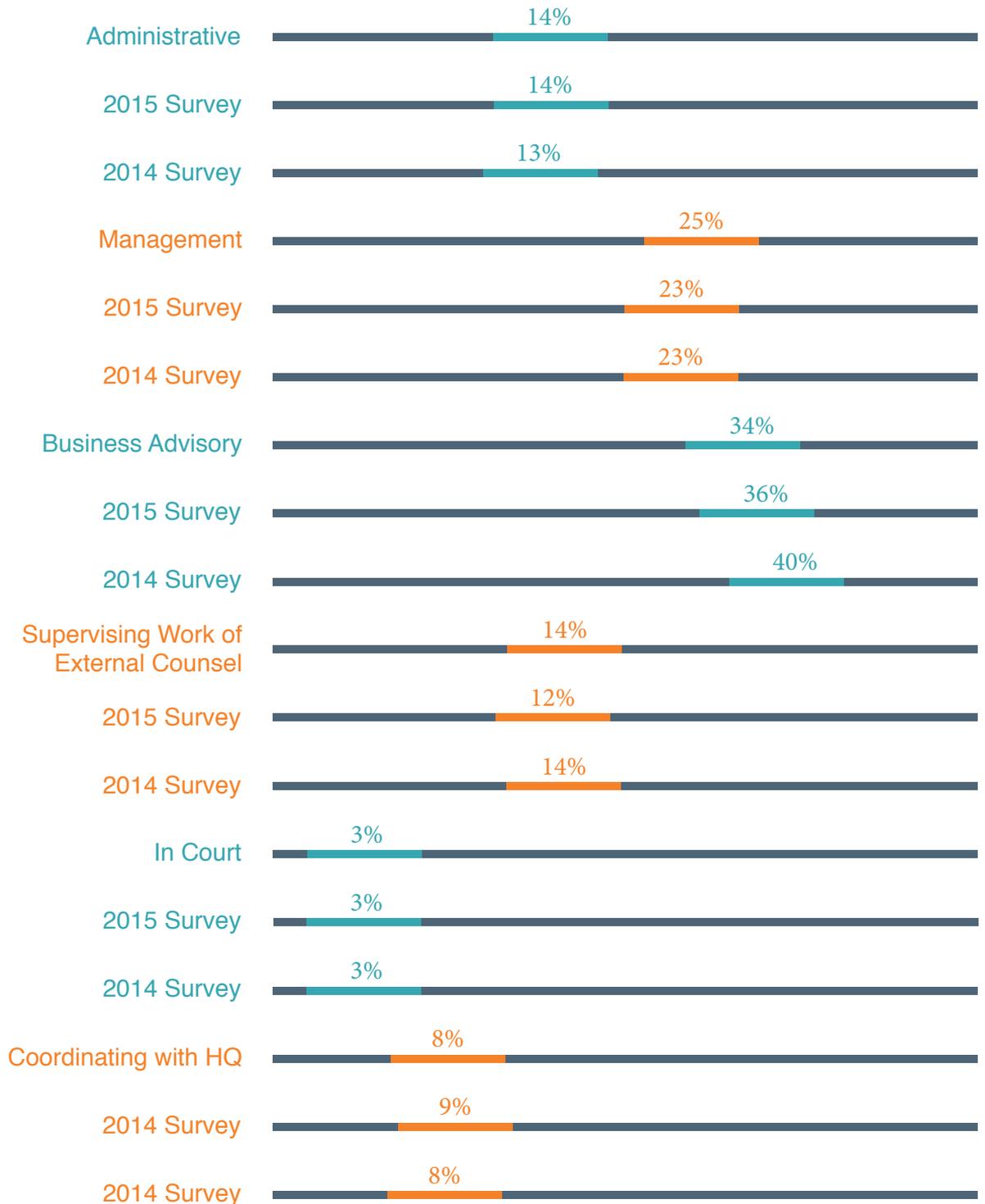
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Regular Day in the Office

While the break-down of the average amount of time they allocated to various tasks reported did not register a lot of change over the last two years, it is worth noting the recurring decrease in time spent on direct business advisory and a minor increase in the average time dedicated to management.



Regular Day in the Office



“Let me assure you that no two days are the same in a legal department, but all the days have something in common: emails and calls.

There are days in which there is some “firefighting” to be done and days in which emails and calls put everything in place. I have to admit I’m fortunate to do something I love, and I cannot complain that I have a regular job with a mind-numbing routine.”

**- Dana Ionescu,
Head of Legal,
Adecco Romania**

From the very start I must say that every task has its particular weight and influence in the overall process. It is for this reason that, after consulting with the management of the company, I establish daily priorities, which are then imparted to the legal team. I like to stay close to people and advise them, or brainstorm solutions, with everyone’s experience being a valuable asset in our work. I also try to save a couple of hours in the afternoon for legal updates and in-depth analysis of complex issues.

**- Vicentiu Ramniceanu,
Legal Director,
Romanian National Lottery Company**

“The day begins with a short update on the development of key legal issues within the Overgas group. I try to prioritize the tasks and make a timeline for their execution.

However, lately the days have been so intensively rich that often the initially set plans and schedules need to be adjusted to cover a number of unexpected meetings or appointments. Still, this is more an exception than the norm.”

**- Vladislav Nikolov,
General Counsel,
Overgas**





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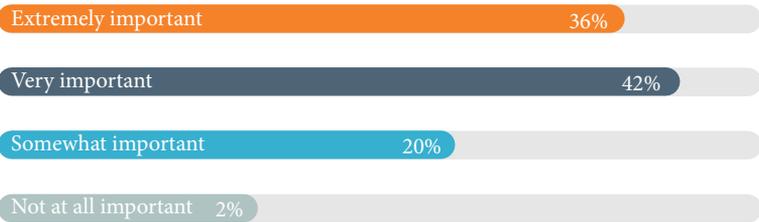
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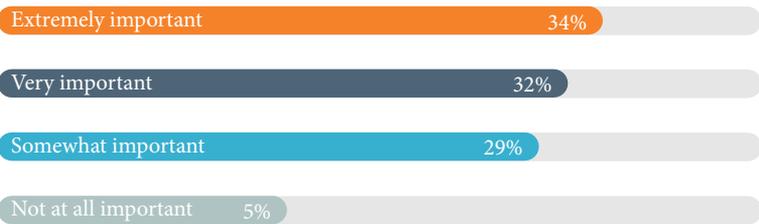
At the Top of The Agenda

We asked respondents to rank the importance of the following issues for their teams in 2016. The results are reported below in comparison to the responses in 2015:

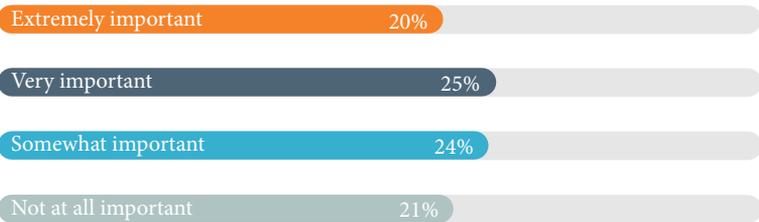
Ethics and Compliance



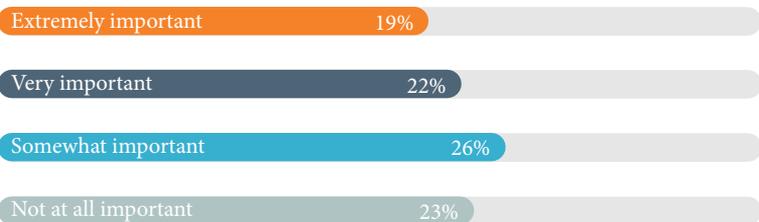
2015 Results



Mergers and Acquisitions

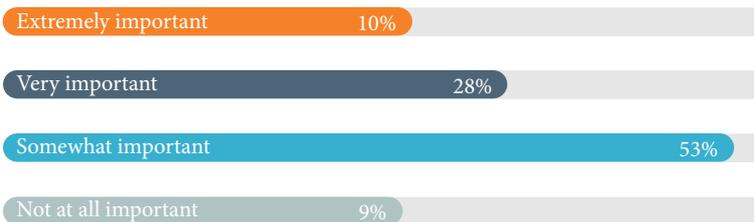


2015 Results

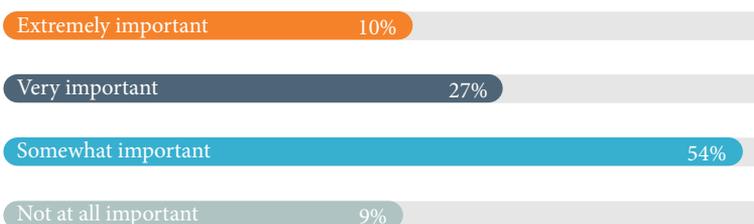


At the Top of The Agenda

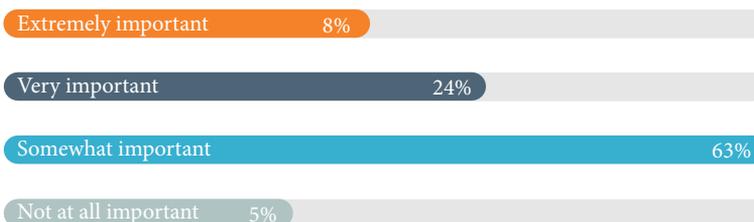
Data Breaches or Protection of Corporate Data



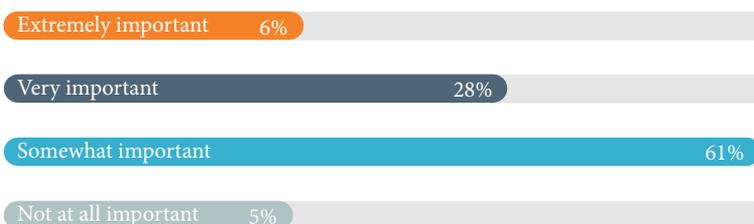
2015 Results



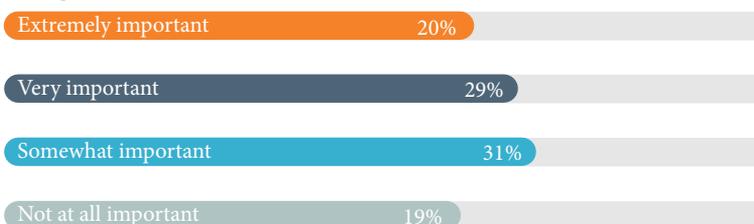
Transparency and Privacy Obligations



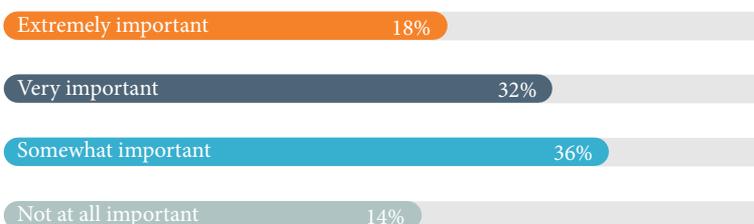
2015 Results



Litigation or Class Actions

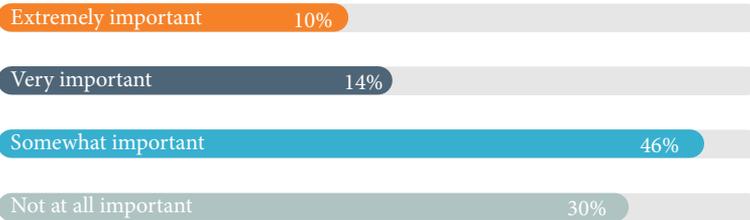


2015 Results

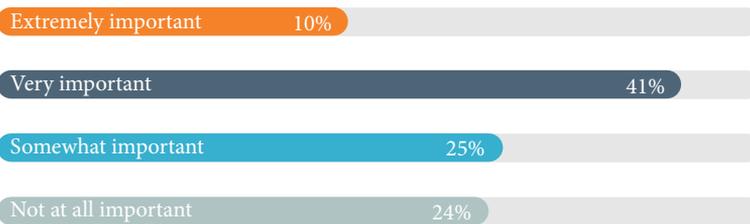


At the Top of The Agenda

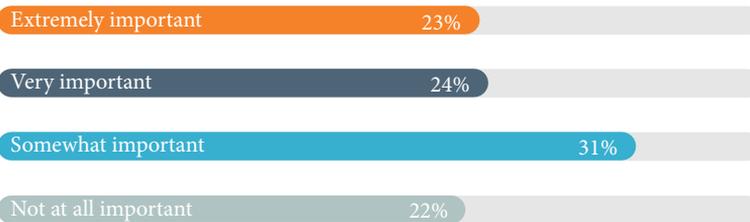
Intellectual Property Disputes



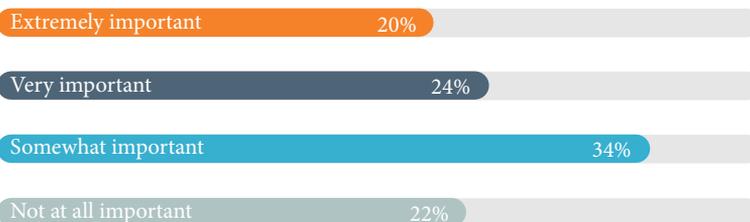
2015 Results



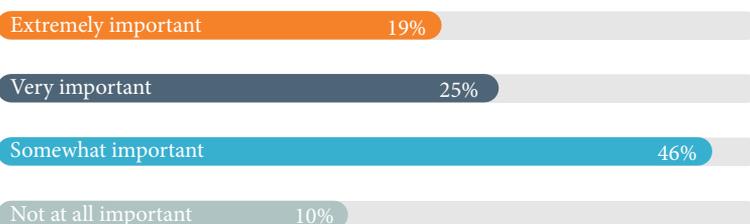
Reducing costs/budgetary considerations:



Developing in-house legal team capabilities



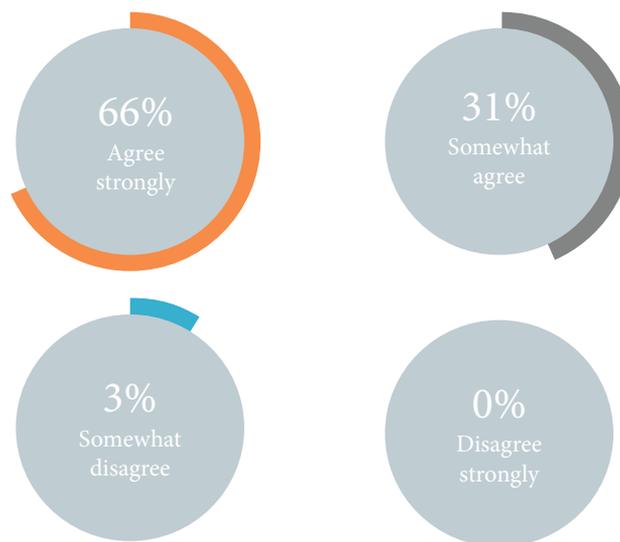
Regulatory issues/challenges



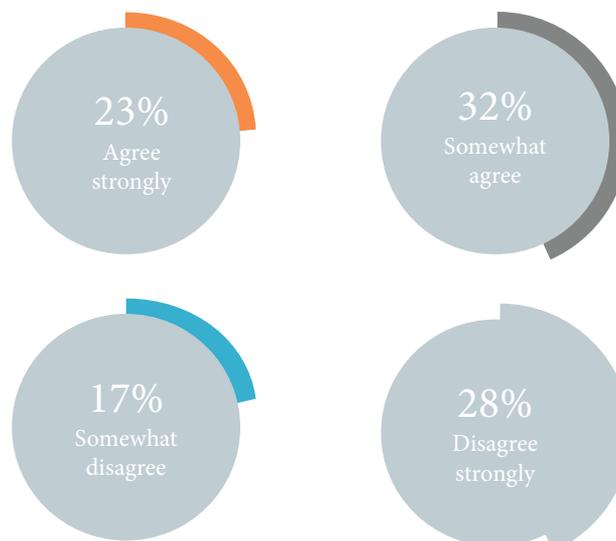
At the Top of The Agenda

Next, we asked respondents to what extent do you agree with the following statements:

There is a strong internal pressure to cut down on legal costs

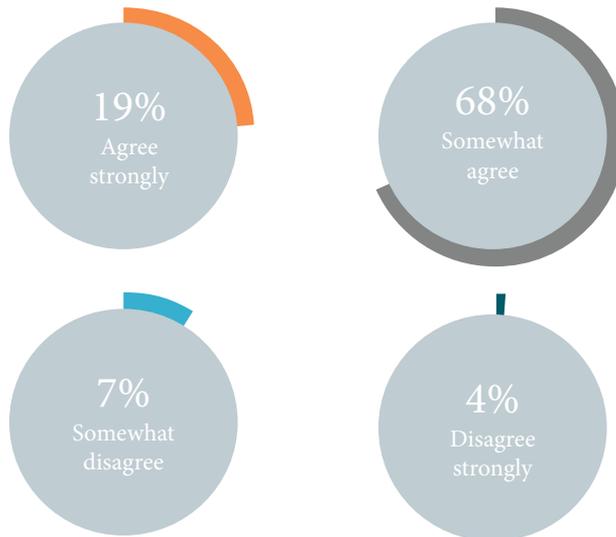


We need to increase our legal team to meet increasing internal demands

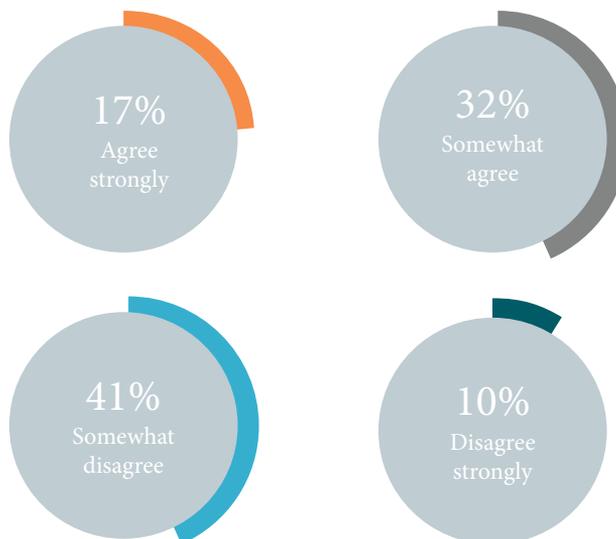


At the Top of The Agenda

We need to enhance our legal team's capabilities to meet increasing internal demands



We need to enhance our existing compliance program



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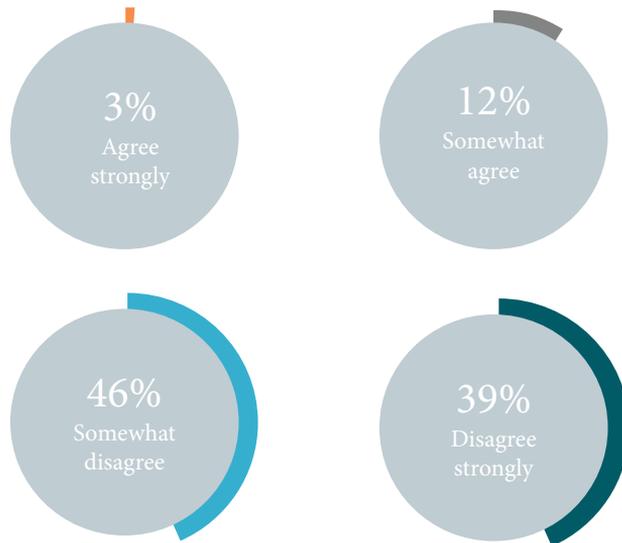
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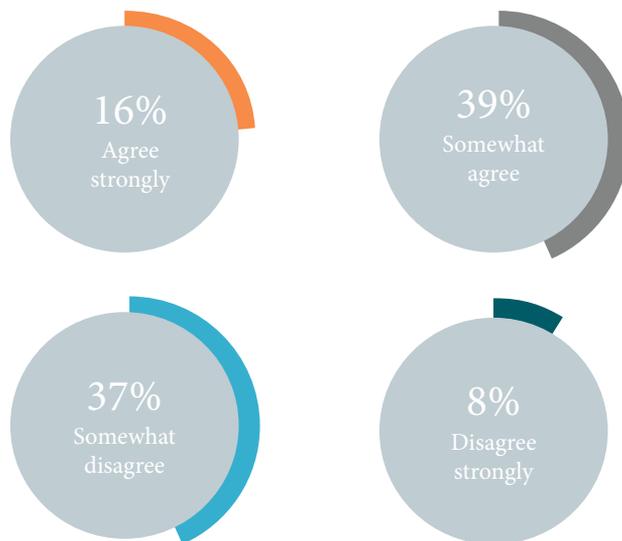


At the Top of The Agenda

We need to improve our ability to keep track of regulatory developments



We need to improve our communication / collaborations with other business functions



Achieving Efficiency...

Survey participants were asked to select from the list below which strategies they engaged in order to enhance the efficiency of their legal team in assisting your internal clients

56% of respondents said they turned towards a “greater use of technology tools”



12% of respondents selected “internal restructuring / reorganization of resources”



7% of respondents reported opting for a “greater use of paralegals and other paraprofessionals”



49% of respondents identified “knowledge management” as part of their strategy



11% of respondents selected “outsourcing to non-law firm service providers”



8% of respondents opted for “project management training”



31% of respondents said they set up “in-house trainings”



When asked, of the above, to select the one strategy that they used and yielded best results, the option most often identified was that of “greater use of technology tools,” with the second most commonly named one being “knowledge management.”



Greater Use Of
Technology Tools



Knowledge
Management



...Through Technology?

"I will say, as a new trend, we, the general legal market, are working on developing and implementing IT applications which enable better reporting, exchanging of documents, and information. As a result, lawyers with improved software infrastructure and with readiness to accommodate to new demands of this kind are at some advantage."

- **Predrag Catic,**
Head of Legal Affairs,
Association of Serbian Banks



"Obviously we rely heavily on "legal software" like Wolter's Kluwer Lex type of data bases.

When it comes to collaboration (which is often the case in a largely spread organization like ours) there are no better tools than our own Google Apps (Drive, Inbox, Google Docs, Hangouts)."

- **Tomasz Grzegory,**
Head of Legal Eastern Europe,
Google

"The pace at which the industry is evolving is head-spinning. One must be very open-minded, otherwise one cannot adapt at the rate and frequency that the market dictates. This is true for an IT lawyer as well. Just as cutting edge IT becomes a top priority for other industries, technology is transforming the way lawyers work. Document and case management systems and time tracking and approval tools and similar innovations can dramatically increase efficiency and transparency.

This in turn may mean fewer lawyers or different legal roles. I learned to embrace change and understand that it is likely to have a significant effect on my career. The future of law is more exciting and more in a state of flux than ever."

- **Daniel Szabo,**
Country Legal Counsel
(Hungary),
HPE

"The legal profession was always a highly-skilled and knowledge-based job. However, advances in technology and an increasingly competitive environment may call for some changes in some skills and abilities of lawyers.



Of course, I do not think that the future pertains to robot-lawyers or to automated lawyers, though I know that in the US and in the UK provision of online legal services is very successful already. Therefore, we might be required in the future to switch to new ways of offering legal services, using more and more software and experimenting with new technologies in general and using more business and financial knowledge as well. In short, it'd entail becoming multi-disciplinary experts.

Otherwise, we need to look beyond our own area of expertise and to find win-win solutions with our business and risk functions. We need to strive more for efficiency and simplicity (we tend to be so much more complex and sophisticated, both in our language and in our analysis and judgment!) so as to be able to help business make informed decisions."

- **Ioana Regenbogen,**
Director of the Legal Department,
ING Romania

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Compliance & Regulatory

We asked respondents whether compliance and regulatory affairs were handled within their legal departments or treated as separate divisions in the company.

69% of respondents said their department is also responsible for compliance

57% of respondents said their department is also responsible for regulatory affairs

42% of respondents said their department is also responsible for both



“Before taking the role of Compliance Representative I was (and still am) Head of Legal for Croatia and Bosnia. My prior experience as a legal counselor and corporate lawyer is definitely good grounds for a compliance role because, in certain situations, the two of them are inescapably intertwined. Compliance implies assuring the company (employees) complies with external rules and regulations and internal company regulations (standards). Thus it would be almost impossible to excel in your compliance duties without intimate knowledge of the legal framework.

[...]

At Henkel, Compliance and Legal are two separate organizational units. In my opinion the benefit of this organizational set up is a clear separation of functions and tasks of each role.”

- Anita Pejic Ilisevic,
Head of Legal for Croatia and Bosnia and Herzegovina,
Henkel

On Integration



“One of my objectives is to foster cross-functional cooperation, and I have a great working rapport with many internal teams and stakeholders. I find this crucial to achieve efficiency, reduce complexity (if possible), and find the most appropriate solutions.

My personal opinion is that it is also key to have clear roles and responsibilities for the separate enabling functions; therefore, I prefer to have them [Compliance, Regulatory, and Legal] as separate functions, but I fully concur that the more they cooperate, the better added value they deliver to the business.”

- Szilvia Bognar,
General Counsel – Law and Compliance,
Bayer Hungaria

“There were two reasons why this function [Compliance] was my responsibility. First, in Poland, Canon did not have a local person responsible for lobbying activities. Second, the changes concerning copyright law and VAT regulation were strictly related to changes in Polish law, therefore effective coordination required some knowledge of the present regulations, planned changes, and their impact on local business. Due to those two reasons, a lawyer seemed to be a best choice.”

- Rafal Skowronski,
Former Head of Legal 4CE and CEE,
Canon Polska

“We do have a dedicated team to fulfil regulatory obligations. This team is integrated in our Legal Division and attends to any authorization process. Additionally, the advisory legal team and the General Counsel are responsible for following any legal developments, both general and specifically related to the gambling sector.

Since I took office this team has provided opinions, comments, and support in drafting laws, and taken any opportunity to express our position in respect to specific gambling legislation. I should mention that it has been commonplace within the gambling industry to have public consultations on gambling legislation amendments within a consultative panel of the Romanian authority in the field – the National Gambling Office.”

- Vicentiu Ramniceanu,
Legal Director,
Romanian National Lottery Company

Integrating With Business

Integrating Compliance and Business Towards a Compliance Culture

Integration means that business colleagues know that involving Legal in the business processes as early as possible has huge benefits.

First, the overall direction is discussed, and they know that if they continue along the path, no major issues should surface. Later on, when management is implementing the strategy into action, our involvement ensures that all potential issues are managed way before they can occur.

Finally, during the operational roll-out, things should be overall OK, although sometimes minor issues surface at this stage. Staying integrated and fast in reacting allows business to deliver in a compliant way.

Let me use an example: if a creative idea has already been discussed with legal, the development of the campaign should already be “safe.” As the visuals and the television ad-

“Integration means that business colleagues know that involving Legal in the business processes as early as possible has huge benefits.”

vertising are finalized and edited, they should already be compliant with what is required, and the final sign-off should be a formality. In order to achieve this my team and myself spend more than 50% of our time in business meetings, especially regular status updates,

allowing for insight early on. And we speak up during these meetings and let our opinions be heard, and make sure that all loose ends are tied up on time.

CEELM: Is compliance more a matter of culture than policy, and if so, how does one go about influencing that side of the organization from a GC role?

I could not agree more. Marketing for example always likes to push the envelope, however with good training and overall communication all would agree that we should never hit a wall head on. If they are aware of the risks, and those risks do not only involve potential penalties but also a reputation risk to the brand through social media, they are more sensitive. Risks need to be explained in a way that makes sense to non-legal colleagues. and we should make them understand we are here to make their lives easier and are in the same boat rowing the business on. Driving a canoe has two movements: one strong push forward and a little move to the side for steering. If we also participate in the pushing, non-legal colleagues will support and even get involved in the steering movement, as they know this will allow the canoe to stay on the most efficient course and will not hit another vehicle in the water.

*Janos Miklos Jakab,
Legal Director, Coca Cola HBC*

Main Risks

Survey participants were asked to select the regulatory areas that present the greatest risk/ require the closest attention. Results are compared to the 2015 responses below.

74% of respondents identified "Industry-Specific Regulations"



Reported in 2015: 77%



32% of respondents identified "Data Privacy Law"



Reported in 2015: 39%



41% of respondents identified "Antitrust Laws"



Reported in 2015: 38%



26% of respondents identified "Labor Laws"



Reported in 2015: 23%



24% of respondents identified "Anti-Corruption Laws"



Reported in 2015: 20%



11% of respondents identified "Environmental Laws"



Reported in 2015: 20%



19% of respondents identified "IP Laws"



Reported in 2015: 11%



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İSTANBUL

Teşvikiye Caddesi 19/11
Teşvikiye 34365 İstanbul
Tel: +90 212 259 45 36
+90 212 259 45 37
Fax: +90 212 259 45 38

İZMİR

Cumhuriyet Bulvarı 140/1
Alsancak 35210 İzmir
Tel: +90 232 463 49 07
+90 232 463 49 08
Fax: +90 232 463 49 09

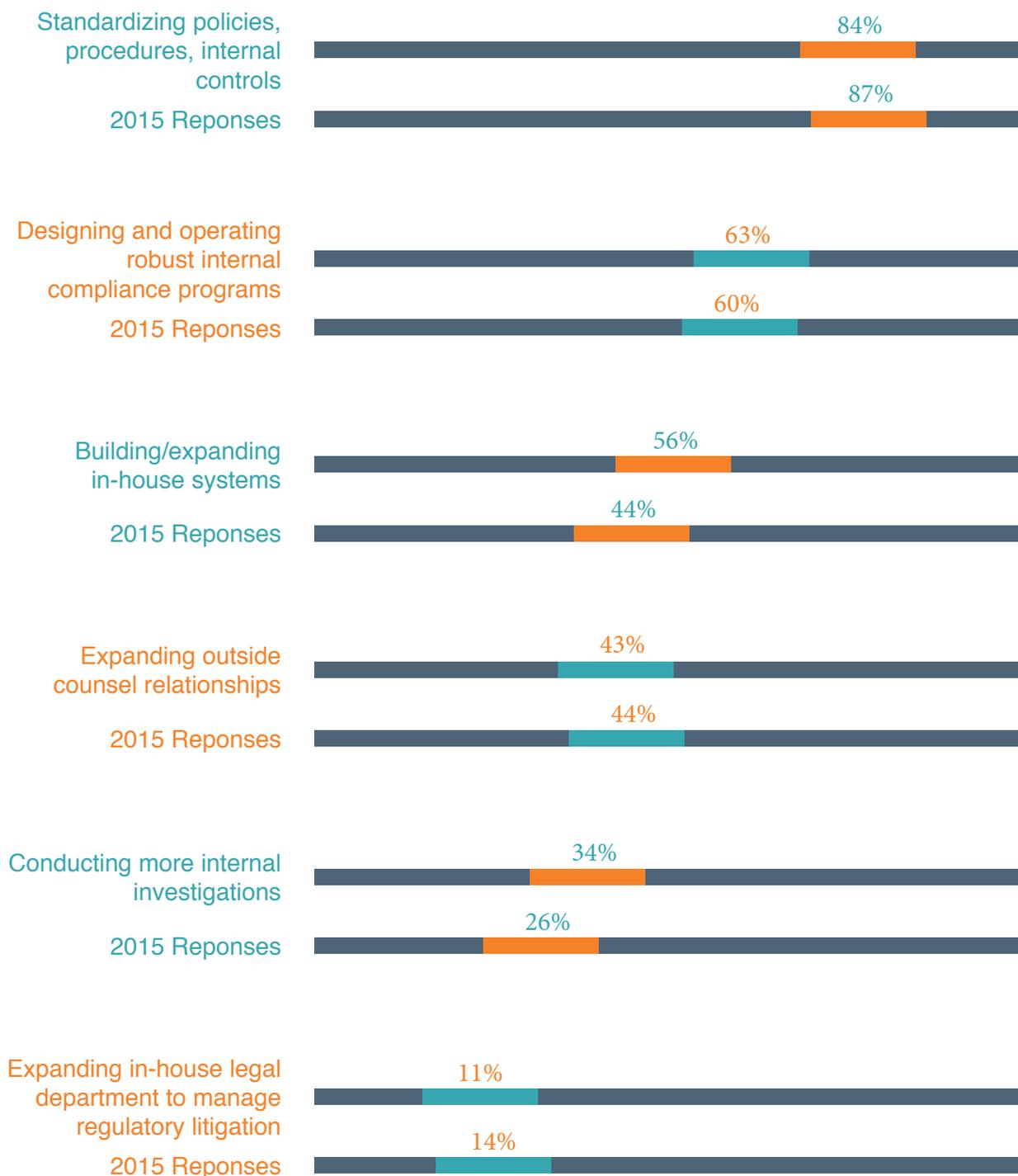
ANKARA

Billur Sokak 23/1
Kavaklıdere 06700 Ankara
Tel: +90 312 468 53 61
+90 312 468 53 62
Fax: +90 312 467 19 19

info@turunc.av.tr

Risk Responses

The preference of General Counsel in terms of the tools at their disposal to minimize or manage risk has not changed considerably. Compared to the responses in 2015, “Expanding in-house systems” has increased to now overtake “Expanding outside counsel relationships” and “Conducting more internal investigations” has registered a significant increase.



Risk Responses

Setting Up a Whistle-Blowing System



Let me give you a specific example of one of my compliance projects. We call it an “Ethics Line” and it is, in essence, a whistle-blowing hot line. Whistle-blowing is in my opinion an extremely important part of a compliance

“But, as you can imagine, thanks to the abuses by the omnipresent communist state in the past, pure whistle-blowing hot lines are not so well perceived in our region.”

program in any company and in society in general, as wrongdoings must not be simply tolerated if we want progress in our companies and society. Or at least some balance. In line with that saying, “all it takes for evil to triumph is for good people to do nothing.”

But, as you can imagine, thanks to the abuses by the omnipresent communist state in the past, pure whistle-blowing hot lines are not so well perceived in our region.

People understandably do not like to share their knowledge about other people’s wrongdoings in good faith. They are either sceptical that it will not change anything or simply scared that it will backfire against them.

So what we did is to have an external local legal office subcontracted to provide us with their email address which is then distributed in the company as an email where our employees can send both their negative and positive observations. This external lawyer then receives an email in his national language and what he is asked to do is transcribe the information together with an initial legal analysis according to local laws into a form I provided in English. If the sender would like to remain anonymous, the lawyer keeps his identity and contact information hidden. If

we need to communicate with the whistle-blower, we do it via the local lawyer.

In the company we also have an at-any-point accessible internal norm describing these rules in detail. On average we have six whistleblowings in our region a year. Half are usually positive.

*Libor Licka,
Regional Legal Counsel for ASE
and Regional Compliance Officer for
Europe East, Baltics & Scandinavia,
Schindler*

Keeping Apprised

We asked respondents to select which of these tools they use for staying apprised of regulatory updates.

69% of respondents said they use "direct sources from regulatory bodies"



61% of respondents said they "attend seminars/round-tables"



58% of respondents said they use "business legal publications covering [their] jurisdiction(s)"



39% of respondents said they use "academic legal publications covering [their] jurisdiction(s)"



32% of respondents said they "consult with external counsel regularly"



In 2015, survey participants were asked to rank the tools they used for staying apprised of regulatory updates on a 1 to 5 scale (with 1 being the tool they most often employed).



Keeping Apprised



"I obtain alerts on new developments from several online legal journals, and we also have software that, among other things, notifies you about legal updates.

Law firms help make sure we do not miss legal updates by sending interesting legal newsletters."

**- Lenka Honsova,
Legal Affairs Manager,
Heineken**



"This is indeed the information age and despite the plethora of regulations of all kinds, there's no lack of information providers.

We subscribe to several online databases that provide updates on regulatory developments. In recent years many newsletters prepared by law firms are sent out when there are changes in relevant laws or important decisions by the Courts or Regulators. The trade associations of each industry also monitor such developments closely and distribute information of this sort to their members. Some Regulators disseminate information and even offer training on new matters. Finally, good old-fashioned word of mouth communication, in formal and informal networks, usually fills the gaps. [...]

It is rare that a law firm would issue a newsletter as soon as a new regulation comes into force. But there is added value in (many, not all) of these communications, as a backup source of information, an opportunity to discuss a matter in greater depth, if the law

firm went to the trouble of researching the matter, and also as a handy way to disseminate information among colleagues.

**- Stathis Mihos,
Legal Director,
Pfizer Hellas SA.**



External Counsel

Is the volume of legal work carried out by **your department and external counsel combined** likely to grow in 2016?

67%

Yes



33%

No



Is the volume of legal work that you **externalize to outside counsel** likely to grow in 2016?

41%

Yes



59%

No



“There are situations (especially in more complex or higher risk projects) where we work with more than one firm and thus have two opinions if needed. There are plenty of situations however where we only work with one firm, but I think it comes down to building relationships of trust and relying on your selected counsel – otherwise, why select them to work with?”

- Ferdinand Trauttenberg,
Head of Legal,
.A.S.A. Abfall Service

External Counsel

Relative to last year, the percentage of legal work you are likely to externalize will:

17%

Increase



49%

Stay
The Same



34%

Decrease



Was your external legal spend higher, the same, or lower during the past year as compared to the prior year?

22%

Higher



61%

The Same



17%

Lower



External Counsel

Survey participants were asked what types of legal work they tend to outsource to external counsel. The main practice areas identified were, in order, “Litigation/Dispute Resolution,” “Competition,” and “Corporate/Commercial/M&A.”

23% of respondents identified “Banking/Finance” as a type of legal work they tended to outsource to a law firm



12% of respondents identified “Capital Markets” as a type of legal work they tended to outsource to a law firm



46% of respondents identified “Competition” as a type of legal work they tended to outsource to a law firm



37% of respondents identified “Corporate/ Commercial/M&A” as a type of legal work they tended to outsource to a law firm



19% of respondents identified “Debt Recovery” as a type of legal work they tended to outsource to a law firm



7% of respondents identified “Insolvency/Restructuring” as a type of legal work they tended to outsource to a law firm



26% of respondents identified “IP/Trademarks” as a type of legal work they tended to outsource to a law firm



17% of respondents identified “Labor Law” as a type of legal work they tended to outsource to a law firm



52% of respondents identified “Litigation/ Dispute Resolution” as a type of legal work they tended to outsource to a law firm



3% of respondents identified “PPP/Infrastructure and Public Procurement” as a type of legal work they tended to outsource to a law firm



16% of respondents identified “Tax” as a type of legal work they tended to outsource to a law firm



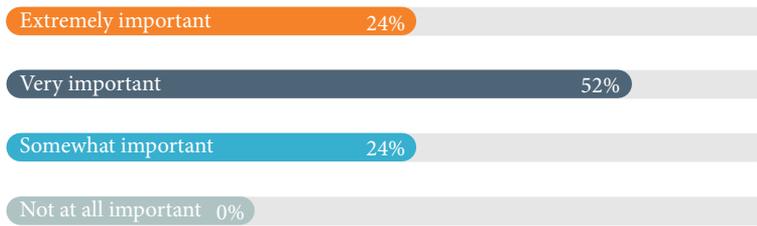
8% of respondents identified “White Collar Crime” as a type of legal work they tended to outsource to a law firm



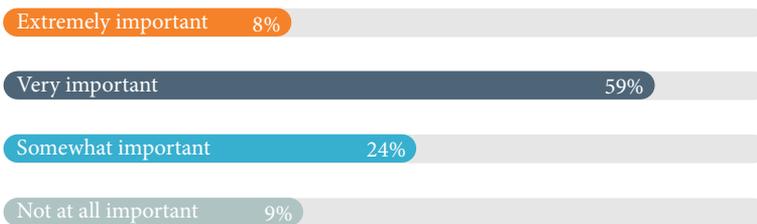
External Counsel

Survey participants were asked to rate the level of importance of the following criteria when selecting external counsel as either extremely, very, somewhat, or not at all important. The averages for each are presented below.

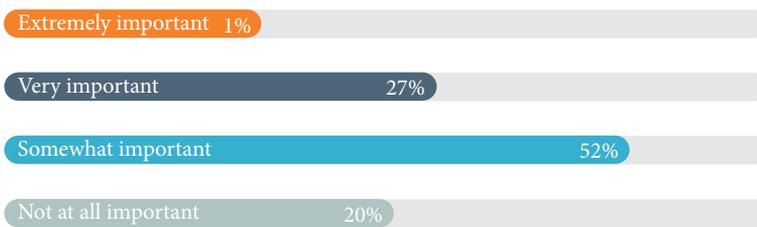
Firm track record in similar cases/deals



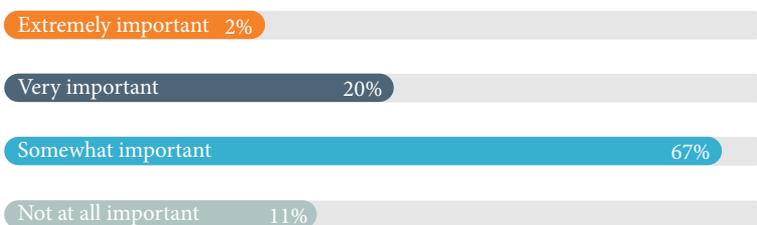
Firm brand



Professional liability insurance policy/coverage



Firm rankings in legal directories



External Counsel

Managing A Region: In-house or External Counsel?



Within the group we've used both solutions. In some ways, that is related to the history of the company. In others it is linked to specifics on the ground.

For example, in Bulgaria, we acquired the company approximately seven years ago and decided to keep the counsel both out of a desire to keep the existing expertise and because it made sense from a budgeting perspective. In Serbia, the specific legal framework, related to providing services to individual households, pushed us into needing an in-house lawyer simply because of the regular workload. The Czech Republic counsel was one we hired after my joining. The rationale in that case stemmed from the fact that when I first joined the company, one of my initial duties was to analyze the external legal costs in each country. The Czech Republic (which is the biggest operation in our group) seemed to have rather high costs. At the same time, we figured out that a lot of expenses were used for basic general and corporate legal work (such as contracts or other standard corporate procedures), so we

decided we could cover all these internally. Of course, there is a cost incurred in hiring an employee as well but aside from lowering costs overall, the flexibility of having a dedicated in-house counsel was also weighed.

In Poland and Slovakia for example we found that the legal work executed by external firms ended up being very efficient from a cost side. We use a mixture of global and local law firms and lawyers and they also use a lot of templates for corporate work in place, which kept costs below the needed threshold for us. At the same time, the feeling that we have reliable external counsel that know us and our needs well was also factored in when opting to continue to rely on external counsel only. There was also a logistical factor. Slovakia is not far from Vienna, meaning I can easily coordinate lawyers there.

As I mentioned, it is a cost factor of course to even have someone on the payroll but, if you take a lot of external work, it balances out.

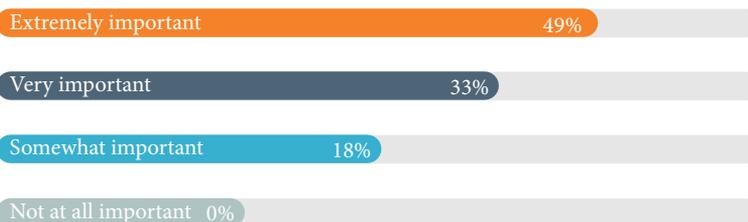
Another distinction is that, if you hire an in-house counsel, you will likely not hire a specialist – rather a generalist who will be able to handle most small matters that pop up. This offers great flexibility within the company not just in terms of addressing issues as they arise but also because it offers a “sparring partner” for management which makes their lives a lot easier in terms of pushing the business forward while mitigating risks.

Of course, that's a double-edged sword, since the lack of specialization does mean that you still depend on external advisors on specific/more complex issues.

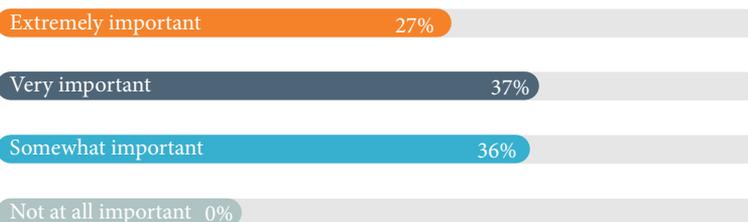
*Ferdinand Trauttenberg,
Head of Legal,
.A.S.A. Abfall Service*

External Counsel

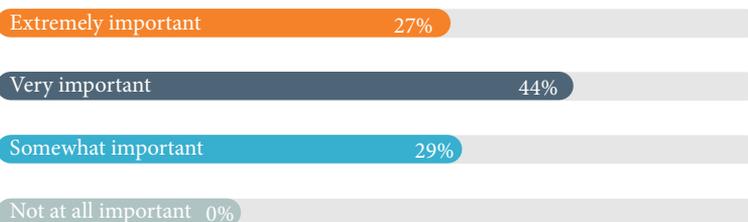
Specific lawyer expertise



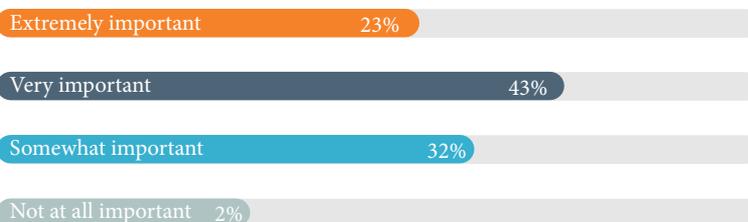
Specific lawyer track record



Fee rates:



Flexibility on fee systems



External Counsel

The Pfizer Legal Alliance



“The PLA liberates lawyers from measuring their contribution based on time worked, and instead rewards them for the worth of their advice and ability to effectively solve problems, share knowledge, and work together”

The Pfizer Legal Alliance (PLA) is an awarded multiyear partnership arrangement between Pfizer and 15 member law firms. It promotes an information-sharing culture aimed at creating enduring relationships.

Member firms have agreed to work on a flat-fee basis and each year the specific financial

terms with each firm are revised to reflect new work assignments. The PLA emphasizes proactive and preventive counselling and the delivery of comprehensive solutions, and it rewards partnership and collaboration.

The PLA liberates lawyers from measuring their contribution based on time worked, and instead rewards them for the worth of their advice and ability to effectively solve problems, share knowledge, and work together. The firms need to be cost effective and commit to providing Pfizer with periodic utilization reports to assess effort levels by matter. Alliance member firms have been selected based on criteria relating to Experience and Expertise, Creative Partnership, and Financial Arrangement and Discounts. They all display a solid understanding of Pfizer’s business and legal issues, and are

positioned to deliver innovative and practical solutions to help achieve business goals and have a deep and strong team to handle Pfizer’s needs.

The firms benefit from a steady flow of work, the opportunity to expand their scope of work and deepen their knowledge of Pfizer and the pharmaceutical industry, and develop junior-level talent. In countries

where our PLA firms have no presence we use local counsel that demonstrate the same skills and values.

*Stathis Mihos,
Legal Director,
Pfizer Hellas SA.*



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- Capital Markets
- Employment
- Real Estate
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External Counsel

What type of **billing arrangement** do you primarily have in place with your external counsel?

42% of all GCs identified "Flat fees" as the primary billing arrangement



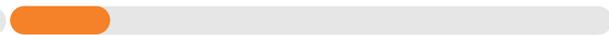
27% of all GCs identified "Alternative fee arrangements" as the primary billing arrangement



26% of all GCs identified "Combination of hourly billing and flat fees" as the primary billing arrangement



7% of all GCs identified "Hourly billing" as the primary billing arrangement



Of the following **alternative fee arrangements**, which ones are you currently using?

43% of all GCs identified "Fixed" as an alternative fee arrangement they currently use



28% of all GCs identified "Discount" as an alternative fee arrangement they currently use



42% of all GCs identified "Capped" as an alternative fee arrangement they currently use



9% of all GCs identified "Value billing" as an alternative fee arrangement they currently use



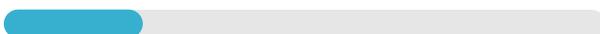
12% of all GCs identified "Collared" as an alternative fee arrangement they currently use



6% of all GCs identified "Holdback/Success fee" as an alternative fee arrangement they currently use



13% of all GCs identified "Phased fees" as an alternative fee arrangement they currently use



36% of all GCs identified "Retainer" as an alternative fee arrangement they currently use



26% of all GCs identified "Contingency" as an alternative fee arrangement they currently use



When asked which ones have they not yet used but are considering using, General Counsel pointed primarily to "**Phased fees**" (27%) and "**Value billing**" (21%).

External Counsel

We asked General Counsel to rank the following service improvements and innovations they would like to see from external counsel from 1 (least important) to 6 (most important). Below we report on the average ranks each received.



Communication and responsiveness



Improved budget forecasting



Greater cost reduction



More efficient project management



Enhanced technology tools usage



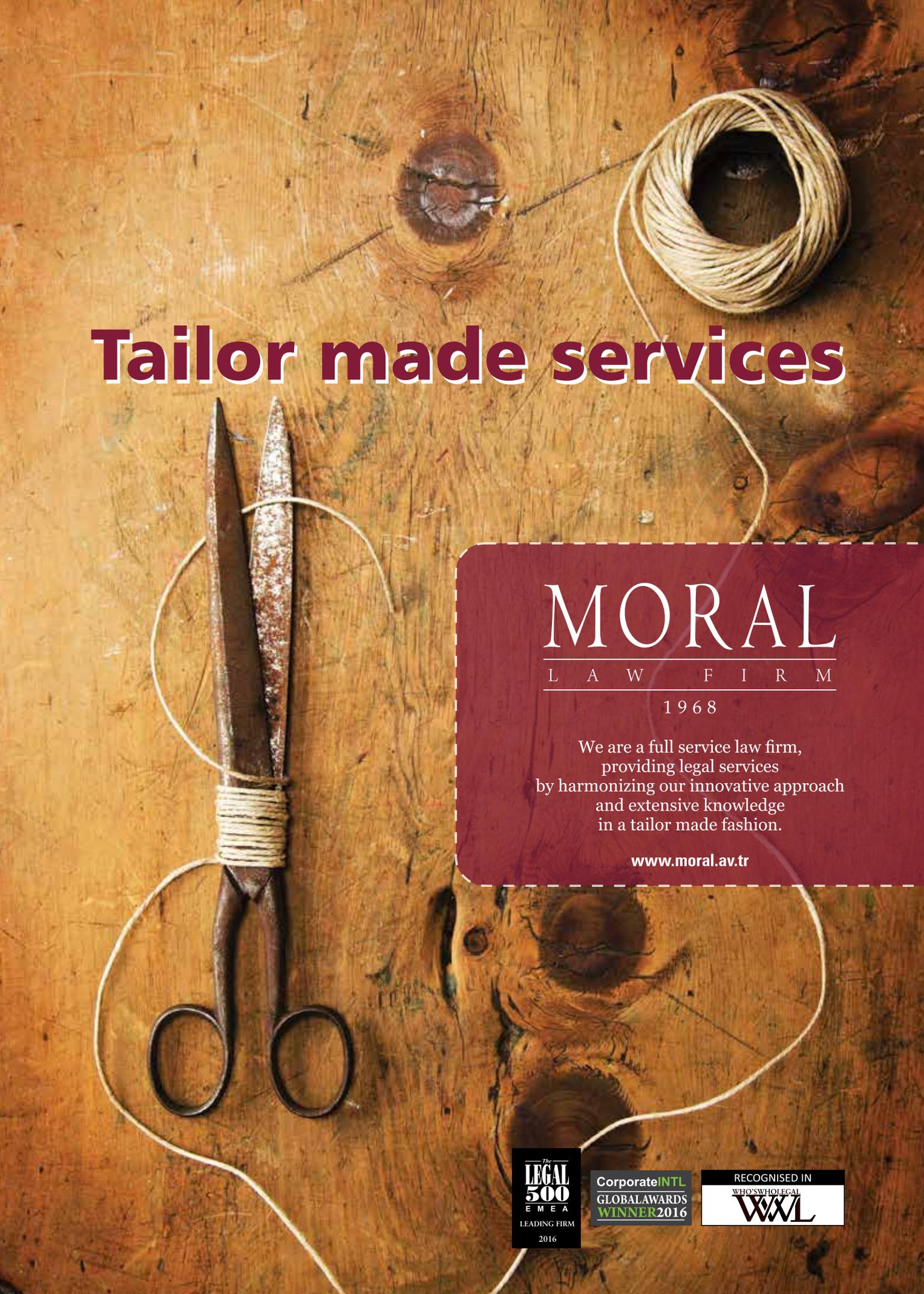
Preventative strategies

When asked “how serious are law firms jurisdiction about changing their legal service delivery model to provide greater value to clients” General Counsel responded on a scale from 1 (not serious at all) to 5 (very serious)? The reported average was of 2.23.



When asked to assess how much pressure are clients putting on law firms to change the value proposition in their legal service delivery on a scale from 1 (no pressure) to 5 (intense pressure), the reported average was of only 1.68.



A pair of rusty, vintage-style scissors with a twine-wrapped handle lies on a wooden surface. A ball of twine is positioned in the upper right corner. The background is a close-up of wood grain with a prominent knot hole.

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David Christian Bauer	Country Managing Partner		+43 1 531 78 1421	www.dlapiper.com
Schoenherr	Christoph Lindinger	Managing Partner	+43 1 534 37 50 130	www.schoenherr.eu/austria/office
Wolf Theiss	Erik Steger	Partner	+43 1 51510 5130	www.wolftheiss.com
Binder Groesswang	Michael Kutschera	Managing Partner	+43 1 534 80 0	www.bindergroesswang.at
bpv Hugel Rechtsanwalte	Florian Gibitz	Partner	+43 1 260 50 0	www.bpv-huegel.com
Brandl & Talos	Thomas Talos	Partner	+43 1 522 57 00	www.btp.at
Brenner & Klemm Attorneys-at-Law	Martin Klemm	Partner	+43 1 8138199	www.brenner-klemm.at
CHSH Cerha Hempel Spiegelfeld Hlawati	Albert Birkner	Partner	+43 1 514 35 0	www.chsh.com
CMS	Peter Huber	Managing Partner	+43 1 40443 1650	www.cms.law
Ernst & Young Law	Helen Pelzmann	Country Law Leader	+43 1 26095 2140	www.ey.com/Law
Freshfields	Willibald Plessner	Partner	+43 1 515 15 106	www.freshfields.com/en/cee_cis
Schnitzer	Johannes S. Schnitzer	Managing Director	+43 1 361 9 550	www.schnitzer-law.com
Taylor Wessing	Raimund Cancola	CEE Head of Corporate	+43 1 716 55 0	www.taylorwessing.com

Belarus

bnt legal and tax	Alexander Liessem	Partner	+375 17 203 94 55	www.bnt.eu
CHSH Cerha Hempel Spiegelfeld Hlawati	Sergei Makarchuk	Partner	+375 17 266 34 17	www.chsh.com
Cobalt	Darya Zhuk	Managing Partner	+375 1733 60093	www.cobalt.legal
Egorov Puginsky Afa- nasiev & Partners	Dennis Turovets	Managing Partner	+375 17 268 82 82	www.epam.ru
Ernst & Young Law	Alexey Markov	Country Law Leader	+7 49 5641 2965	www.ey.com/Law
Peterka & Partners	Dmitri Zikratski	Director and Partner	+375 17 236 47 11	www.peterkapartners.com
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Nihad Sijercic

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+387 33 844 000

www.karanovic-nikolic.com

Samardzic, Oreski &
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Jovana Pusac

Local Partner

+387 51 318 618

www.sog.rs

Tkalcic-Djulich,
Prebanic, Rizvic and
Jusufbasic-Goloman

Bojana Tkalcic-Dulic

Senior Partner

+ 387 33 263 800

http://www.tk-du.ba

Wolf Theiss

Nikolaus Paul

Partner

+43 1 51510 5430

www.wolftheiss.com

BDK Advokati

Dijana Pejic

Attorney at Law

+387 51 250 641

www.bdklegal.com

CMS

Nedzida Salihovic-
Whalen

Managing Partner

+387 33 94
4600

www.cms.law

Bulgaria

Schoenherr	Alexandra Doytchinova	Managing Partner	+359 2 93310 77	www.schoenherr.eu/bulgaria/office
Wolf Theiss	Anna Rizova	Partner	+359 2 8613 700	www.wolftheiss.com
Boyanov & Co.	Borislav Boyanov	Managing Partner	+35 928 055 055	www.boyanov.com
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Dimitrov, Petrov & Co.	Bilyana Tzvetkova	Marketing & BD Manager	+359 2 421 42 01	www.dpc.bg
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Gugushev & Partners	Victor Gugushev	Associate	+359 2 815 75 10	www.gugushev.com
Hristov & Partners	Mariela Trencheva	Legal Secretary/ Assistant	+359 2 851 1301	www.hristovpartners.com
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Croatia



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ODI Law	Branko Ilic	Partner	+386 0 590 86 605 www.odilaw.com
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Schoenherr	Christoph Haid	Managing Partner	+385 1 4579 924 www.schoenherr.eu/croatia/office
Wolf Theiss	Luka Tadic-Colic	Partner	+385 1 4925 400 www.wolftheiss.com

Croatia (cont)

CMS	Gregor Famira	Managing Partner	+385 1 4825600	www.cms.law
Divjak, Topic & Bahtijarevic Law Firm	Emir Bahtijarević	Managing Partner	+385 1 5391 600	www.dtb.hr
Ernst & Young Law	Joško Perica	Country Law Leader	+385 1 5800 949	www.ey.com/Law

Czech Republic

DLA Piper	Miroslav Dubovsky	Country Managing Partner	+420 222 817 500	www.dlapiper.com
Glatzova & Co.	Jiri Sixta	Partner	+420 224 401 440	www.glatzova.com
Hruby & Buchvaldek	Jiri Buchvaldek	Partner	+420221111881	www.hblaw.eu
Kocian Solc Balastik	Dagmar Dubecka	Managing Partner	+420224103316	www.ksb.cz
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Wolf Theiss	Jan Myska	Partner	+420 234 765 111	www.wolftheiss.com
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CHSH Cerha Hempel Spiegelfeld Hlawati	Petr Kalis	Partner	+420 221 111 711	www.chsh.com
CMS	Helen Rodwell	Managing Partner	+420 296 798-111	www.cms.law
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Josef Aujezdsky	Partner (Intellectual Property and E-commerce)	+ 420 233 375 542
Petr Koci	Partner (Litigation)	+ 420 233 375 542
Alzbeta Hudakova	Associate (Debt Collection and Bankruptcy)	+ 420 233 375 542
Ondrej Bahník	Associate (Corporate and Business)	+ 420 233 375 542

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phone +420 233 375 542 • **e-mail** eadvokacie@eadvokacie.cz

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Dvorak Hager & Partners	Stanislav Dvorak	Partner	+420 255 706 500	www.dhplegal.com
Ernst & Young Law	Daniel Weinhold	Country Law Leader	+420 225 385 336	www.ey.com/Law
Havel, Holasek & Partners	Jaroslav Havel	Managing Partner	+420 255 000 111	www.havelholasek.cz
Kinstellar	Lukas Sevcik	Managing Partner	+420 221 622 258	www.kinstellar.com
Noerr	Barbara Kusak	Partner	+420 233 112111	www.noerr.com
Peterka & Partners	Premysl Marek	Director and Partner	+420246085300	www.peterkapartners.com
Rovenska & Partners	David Padyak	Partner	+420 602 780 568	www.rovenska.partners
Squire Patton Boggs	Radek Janecek	Office Managing Partner	+420 221 662 111	www.squirepattonboggs.com
Taylor Wessing	Thomas Rechberger	Partner	+420 224 81 92 16	www.taylorwessing.com
Weinhold Legal	Daniel Weinhold	Partner	+420 225 385 333	www.weinholdlegal.com
White & Case	David Plch	Office Executive Partner	+420 255 771 298	http://www.whitecase.com/law/central-eastern-europe/czech-republic
Wilson & Partners	Bryan Wilson	Managing Partner	+420 277 779 211	www.wilsonsce.com
Z/C/H Legal	Jana Hladka Zilvarova	Partner	+420225020500	www.zchlegal.cz

Estonia

Alternat	Annika Vait	Partner	+372 680 6850	www.alternatlaw.ee
bnt attorneys-at-law Advokaadibüroo OÜ	Aet Bergmann	Partner	+372 667 62 40	www.bnt.eu
Cobalt	Martin Simovart	Partner / Head of Global Relations	+372 665 1888	www.cobalt.legal
Ellex (Raidla Ellex)	Sven Papp	Partner	+372 640 7170	www.raidlaellex.ee
Ernst & Young Law	Ranno Tingas	Country Law Leader	+372 611 4578	www.ey.com/Law

Estonia (cont)

Fort	Rene Frolov	Partner	+372 514 7188	www.fortlegal.com
Glimstedt	Marko Tiiman	Managing Partner	+372 611 80 50	www.glimstedt.ee
Magnusson	Jaanus Magi	Managing Partner	+372 670 8401	www.magnussonlaw.com
Primus	Anton Sigal	Partner	+372 622 0000	www.primus.legal/eng
Sorainen	Toomas Prangli	Co-Managing Partner	+372 6 400 966	www.sorainen.com
Triniti	Ergo Blumfeldt	Partner	+372 6 850 950	www.triniti.eu
Varul	Martin Tamme	Managing Partner	+372 626 4300	www.tarkgruntesutkiene.com/ee
Vilgerts	Kaido Loor	Partner	+372 6622 255	www.vilgerts.com

Greece

Drakopoulos Law Firm	Panagiotis Drakopoulos	Senior Partner	+30 210 6836561	www.drakopoulos-law.com
Ernst & Young Law	Tassos Anastassiadis	Country Law Leader	+30 210 288 6592	www.ey.com/Law
Papapolitis & Papapolitis	John Papapolitis	Partner	+30 210 3615544	www.papapolitis.com
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Andras Posztl

Country Managing Partner

+36 1 510 1130

www.dlapiper.com

KCG Partners Law Firm

Eszter Kamocsay-Berta

Managing Partner

+36 1 30 131 30

www.kcgparkers.com

Hungary (cont)

Schoenherr	Kinga Hetenyi	Managing Partner	+36 1 8700 683	www.schoenherr.eu/hungary/office
Wolf Theiss	Zoltan Faludi	Partner	+36 1 4848 800	www.wolftheiss.com
Allen & Overy	Hugh Owen	Partner	+36 1 483 2200	www.allenoverly.com
Baker & McKenzie	Zoltan Hegymegi-Barakonyi	Managing Partner	+36 1 302 3330	www.bakermckenzie.com/hungary
Bird & Bird	Balint Halasz	Head of IP	+361 799 2015	www.twobirds.com/en/regions/central-and-eastern-europe/hungary
bpv Jadi Nemeth	Andrea Jadi Nemeth	Managing Partner	+36 1 429 4000	www.bpv-jadi.com
CHSH Cerha Hempel Spiegelfeld Hlawati	Tamas Polauf	Partner	+36 1 457 80 40	www.chsh.com
CMS	Gabriella Ormai	Managing Partner	+36 1 483 48-00	www.cms.law
Dentons	Istvan Reczicza	Managing Partner	+36 1 488 5200	www.dentons.com
Ernst & Young Law	Peter Vaszari	Country Law Leader	+36 1 451 8616	www.ey.com/Law
Jeantet	Francois d'Ornano	Managing Partner	+36 1 411 74 00	www.jeantet.fr
Kapolyi Law Firm	Noemi Szabo	Head Of Secretariat	+36 1 267 3975	www.kapolyi.com/?lang=en
Kinstellar	Csilla Andreko	Managing Partner	+36 1 428 4404	www.kinstellar.com
Lakatos, Koves & Partners	Peter Lakatos	Managing Partner	+36 1 4291300	www.lakatoskoves.hu
Noerr	Zoltan Nadasdy	Partner	+36 1 2240900	www.noerr.com
Peterka & Partners	Adam Illes	Director and Partner	+36 1 235 10 90	www.peterkapartners.com
Squire Patton Boggs	Akos Eros	Office Managing Partner	+36 1 428 7111	www.squirepattonboggs.com
Szabo, Kelemen & Partners	Tamas Szabo	Managing Partner	+36 1 288 8213	www.sz-k-t.hu/?lang=en
Szecskay Attorneys At Law	András Szecskay	Managing Partner	+36 1 472-3000	www.szecskay.com
Taylor Wessing	Torsten Braner	Partner	+36 1 327 04 07	www.taylorwessing.com

Latvia

bnt Klauberg Krauklis ZAB	Theis Klauberg	Partner	+371 6777 05 04	www.bnt.eu
Cobalt	Dace Silava-Tomsone	Managing Partner	+371 6720 1980	www.cobalt.legal
Ellex (Klavins Ellex)	Filips Klavins	Managing Partner	+371 67814848	www.klavinsellex.lv
Ernst & Young Law	Liene Cakare	Country Law Leader	+371 67043606	www.ey.com/Law
Fort	Sandis Bertaitis	Partner	+371 6770 4080	www.fortlegal.com
Magnusson	Valdis Kronis	Managing Partner	+371 67 564 714	www.magnussonlaw.com
Primus	Laura Zalana	Partner	+371 67 357 010	www.primus.legal/eng
Sorainen	Eva Berlaus	Office Managing Partner	+371 67 365 000	www.sorainen.com
Tark Grunte Sutkiene	Ivars Grunte	Managing Partner	+371 67889999	www.tarkgruntesutkiene.com
Triniti	Anri Leimanis	Partner	+371 6735 6100	www.triniti.eu
Vilgerts	Gints Vilgerts	Partner	+371 6732 0000	www.vilgerts.com

Lithuania

bnt Heemann Klauberg Krauklis APB	Frank Heemann	Partner	+370 5 212 16 27	www.bnt.eu
CEE Attorneys	Daina Senapediene	Managing Partner	+370 670 70295	www.ceeattorneys.com
Cobalt	Irmantas Norkus	Managing Partner	+370 6507 4107	www.cobalt.legal
Dominas & Partners	Gediminas Dominas	Managing Partner	+370 5 232 1111	www.dominas.lt

Lithuania (cont)

Ellex (Valiunas Ellex)	Dovile Burgiene	Partner	+370 52681888	www.valiunasellex.lt
Ernst & Young Law	Julija Lisovskaja	Country Law Leader	+370 5 219 9895	www.ey.com/Law
Fort	Ruta Radzeviciute-Meizeraite	Partner	+370 5250 6141	www.fortlegal.com
Magnusson	Ligita Ramanauskaite	Managing Partner	+370 5 248 7388	www.magnussonlaw.com
Primus	Robert Juodka	Managing Partner	+370 5 248 7337	www.primus.legal/eng
Sorainen	Laimonas Skibarka	Co-Managing Partner	+370 52 685 040	www.sorainen.com
Sulija Partners	Gintautas Sulija	Managing Partner	+37052055116	www.SulijaPartners.com
Tark Grunte Sutkiene	Eugenija Sutkiene	Managing Partner	+370 52514444	www.tarkgruntesutkiene.com
Triniti	Linas Sabaliauskas	Managing Partner	+370 5 2312211	www.triniti.eu
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Milos Vuckovic

Partner

+389 2 322 3870

www.karanovic-nikolic.com

ODI Law

Gjorgji Georgievski

Partner

+389 02 31 31 286

www.odilaw.com

Moldova

Schoenherr	Vladimir Iurkovski	Attorney at Law	+37 32 224 03 00	www.schoenherr.eu/moldova/office
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Montenegro

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Milena Roncevic	Senior Associate		+382 20 238 991	www.karanovic-nikolic.com

Law office Vujacic	Sasha Vujacic	Managing Partner	+ 382 020 229 725	www.lawoffice-vujacic.com
Samardzic, Oreski & Grbovic	Dusan Luksic	Local Partner	+382 20 221 305	www.sog.rs
Schoenherr	Slevan Moravcevic	Partner	+381 11 320 26 00	www.schoenherr.rs/podgorica
BDK Advokati	Luka Popovic	Managing Senior Associate	+382 20 230 396	www.bdklegal.com
CMS	Milica Popovic	Managing Partner	+382 20 416070	www.cms.law

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Krzysztof Wiater	Country Managing Partner		+48 22 540 7445	www.dlapiper.com

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Wolf Theiss	Ronald B. Given	Co-Managing Partner	+48 22 378 8900	www.wolftheiss.com

Allen & Overy	Arkadiusz Pedzich	Partner	+48 22 820 6100	www.allenoverly.com
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Baker & McKenzie	Marek Rosinski	Managing Partner	+48 22 445 31 00	www.bakermckenzie.com/poland
Bierc Siwik & Partners	Robert Siwik	Managing Partner	+48 22 212 88 03	www.bsplaw.pl
Bird & Bird	Maciej Gawroński	Managing Partner	+48 22 583 79 00	www.twobirds.com/en/regions/central-and-eastern-europe/poland
BSWW Legal & Tax	Dorota Serwach-Kowalczyk	PR & Marketing Manager	+48 22 420 5959	www.bswwlegal.pl
CDZ Law	Ewa Don-Siemion	Partner	+48 22 492 40 00	www.cdz.com.pl
CEE Attorneys	Andrzej Szmigiel	Partner	+48 22 628 64 13	www.ceeattorneys.com
Clifford Chance	Grzegorz Namiotkiewicz	Managing Partner	+48 22 627 11 77	www.cliffordchance.com
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Domanski Zakrzewski Palinka	Krzysztof A. Zakrzewski	Managing Partner	+48 22 557 76 00	www.en.dzp.pl
Ernst & Young Law	Agnieszka Tałasiewicz	Country Law Leader	+48 225 577 280	www.ey.com/Law
FKA Furtek Komosa Aleksandrowicz	Tadeusz Komosa	Head of Corporate and M&A	+48 22 5814400	www.fka.pl
Gessel	Marcin Macieszczak	Partner	+48 22 318 69 01	www.gessel.pl/en
Goralski & Goss Legal	Mikołaj Goss	Partner	+48 417 42 50	www.gglegal.pl
Kancelaria Rapala	Krzysztof Rapala	Managing Partner	+48 22 127 01 14	www.kancelariarapala.pl

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Kochanski Zieba & Partners	Rafal Zieba	Co-Managing Partner	+48 22 326 9600	www.kochanski.pl/en/home-en
Linklaters	Artur Kulawski	Managing Partner	+48 22 526 50 00	http://www.linklaters.com/Locations/Pages/Poland.aspx
Magnusson	Agnieszka Pytlas-Skwierczyńska	Managing Partner	+48 22 257 83 00	www.magnussonlaw.com
Marszalek & Partners	Marta Moninska	Office Manager	+48 22 461 06 21	www.marszalekipartnerzy.pl
Noerr	Arkadiusz Ruminski	Associate Partner	+48 22 5793060	www.noerr.com
Peterka & Partners	Michal Bielinski	Director and Partner	+36 1 235 10 90	www.peterkapartners.com
Radwan-Rohrenschef	Marcin Radwan-Rohrenschef	Partner	+48222660900	www.rohrenschef.pl
Squire Patton Boggs	Peter Swiecicki	Office Managing Partner	+48 22 395 5500	www.squirepattonboggs.com
Taylor Wessing	Olav Nemling	Partner	+48 22 584 97 40	www.taylorwessing.com
Traple Konarski Podrecki i Wspólnicy	Elżbieta Traple	Senior Partner	+48 12 426 05 30	www.traple.pl
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Florian Nitu/Bogdan C. Stoica	Managing Partner/Co-Managing Partner (Mergers & Acquisitions/Privatization)	florian.nitu@pnsa.ro / bogdan.stoica@pnsa.ro
Mihaela Pohaci	Tax Partner	mihaela.pohaci@pnsa.ro
Alexandru Ambrozie	Co-Head of the Banking & Finance, Capital Markets and Tax Practices	alexandru.ambrozie@pnsa.ro
Silviu Stoica	Head of the Competition & Antitrust Practice	silviu.stoica@pnsa.ro
Ciprian Dontu	Head of the Litigation and Restructuring & Insolvency Practices	ciprian.dontu@pnsa.ro

DLA Piper	Marian Dinu	Country Managing Partner	+40 372 155 881	www.dlapiper.com
Drakopoulos Law Firm	Laurentiu Gorun	Partner	+40 21 3000154	www.drakopoulos-law.com
Maravela & Asociații	Alina Popescu	Co-Managing Partner	+40 21 310 1717	www.maravela.ro
Schoenherr	Sebastian Gutiu	Managing Partner	+40 21 319 67 90	www.schoenherr.eu/ romania/office
Wolf Theiss	Bryan W. Jardine	Partner	+40 21 308 81 00	www.wolftheiss.com
Allen & Overy	Costin Taracila	Partner	+40 31 405 7777	www.allenoverly.com
bpv Grigorescu Stefanica	Catalin Grigorescu	Managing Partner	+40 21 264 16 50	www.bpv-grigorescu.com
Buzescu Ca - Legal & Tax	Peter Buzescu	Managing Partner	+40 21 222 4422	www.buzescu.com
CHSH Cerha Hempel Spiegelfeld Hlawati	Ovidiu Valeanu	Partner	+40 21 311 12 13	www.chsh.com
Clifford Chance Badea	Daniel Badea	Managing Partner	+40 21 66 66 100	www.cliffordchance.com
CMS	Gabriel Sidere	Managing Partner	+40 21 40 73- 800	www.cms.law

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David Christian Bauer	Country Managing Partner (Austria)	+43 1 531 78 1421
Miroslav Dubovsky	Country Managing Partner (Czech Republic)	+420 222 817 500
Andras Posztl	Country Managing Partner (Hungary)	+36 1 510 1130
Krzysztof Wiater	Country Managing Partner (Poland)	+48 22 540 7445
Marian Dinu	Country Managing Partner (Romania)	+40 372 155 881
Michaela Stessel	Country Managing Partner (Slovakia)	+421 2 59202 142



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Romania (cont)

Dentons	Anda Todor	Managing Partner	+40 21 312 4950	www.dentons.com
Ernst & Young Law	Dragos Radu	Country Law Leader	+40 722 222 307	www.ey.com/Law
Kinstellar	Daniel Torsher	Managing Partner	+40 21 307 1619	www.kinstellar.com
Nestor Nestor Diculescu Kingston Petersen	Ion Nestor	Co-Managing Partner	+40 21 201 1200	www.nndkp.ro
Noerr	Jorg K. Menzer	Partner - Head of CEE	+40 21 3125888	www.noerr.com
Peterka & Partners	Cosmina Romelia Aron	Director and Partner	+40 21 310 48 82	www.peterkapartners.com
Tuca Zbarcea & Asociatii	Floretin Tuca	Managing Partner	+40-21 204 88 90	www.tuca.ro

Russia

Debevoise & Plimpton	Dmitri Nikiforov	Partner, Chair of the Moscow office	+7 495 956 3858	www.debevoise.com
Akin Gump	Natalia Baratiants	Managing Partner	+7 495 783 77 00	www.akingump.com
Baker & McKenzie	Sergei Voitishkin	CIS Managing Partner	+495 787 2700	www.bakermckenzie.com/Russia
Dentons	Florian Schneider	Managing Partner	+7 495 644 0500	www.dentons.com
Egorov Puginsky Afanasiev & Partners	Dimitry Afanasiev	Chairman	+7 495 935 8010	www.epam.ru
Ernst & Young Law	Dmitry Tetiouchiev	Country Law Leader	+7 495 755 9691	www.ey.com/Law
Etterna Law	Oleg Malskyy	Partner	+38 044 4907001	www.enterna.law
Freshfields	Sebastian Lawson	Partner	+7 495 785 3018	www.freshfields.com/en/cee_cis
Gide Loyrette Nouel	Tim Theroux	Managing Partner	+7 495 258 31 00	www.gide.com
Hannes Snellman	Victoria Goldman	Managing Partner	+7 495 662-6434	www.hannessnellman.com
Integrites	Andrey Ryabinin	Partner	+7 495 660 50 70	www.integrites.com
Jeantet	David Lasfargue	Managing Partner	+7 495 510 17 00	www.jeantet.fr

Russia (cont)

Jus Aureum	Alexander Kobzev	Managing Partner	+7 495 221 16 61	www.jus-aureum.com
Lex Borealis	Olga Chaykovskaya	Partner	+7 495 287 4200	www.lexborealis.com
Lidings	Andrey Zelenin	Partner	+7 495 989 44 10	www.lidings.com
Liniya Prava	Andrey Novakovskiy	Managing Partner	+7 495 9378000	www.lp.ru/e
Linklaters	Dmitry Dobatkin	Managing Partner	+7 495 797 9797	http://www.linklaters.com/Locations/Pages/Russia.aspx
Magnusson	Igor Porokhin	Managing Partner	+7 495 800 15 40	www.magnussonlaw.com
Morgan Lewis	Brian Zimpler	Managing Partner	+74952122500	www.morganlewis.com
Noerr	Bjorn Paulsen	Partner	+7 495 7995696	www.noerr.com
Orrick	Larisa Afanasyeva	Partner	+7 495 7754805	www.orrick.com
Pepeliaev Group	Sergey Pepeliaev	Managing Partner	+7 495 967 0007	www.pgplaw.ru
Peterka & Partners	Marina Tarnovskaya	Director and Partner	+7 499 754 01 01	www.peterkapartners.com
Russian Counsel	Konstantin Kantyrev	Managing Partner	+7 926 972 0838	www.ruscounsel.com
Squire Patton Boggs	Sergey Treshchev	Office Managing Partner	+7 495 258 5250	www.squirepattonboggs.com
Vegas Lex	Alexander Sitnikov	Managing Partner	+7 495 933 08 00	www.vegaslex.ru/en
White & Case	Igor Ostapets	Office Executive Partner	+7 495 787 3019	http://www.whitecase.com/law/central-eastern-europe/russia

Serbia

Jankovic Popovic Mitic	Nikola Jankovic	Managing Partner	+381 11 207 6850	www.jpm.rs
Karanovic & Nikolic	Dejan Nikolic	Senior Partner	+381 11 3094 200	www.karanovic-nikolic.com
ODI Law	Milos Curovic	Partner	+381 0 11 2430 407	www.odilaw.com

Serbia (cont)

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Dejan Nikolic	Senior Partner (Serbia)	+381 11 3094 200
Marjan Poljak	Partner (Croatia)	+385 1 5601 330
Marko Ketler	Partner (Slovenia)	+386 1 200 9680
Milos Vuckovic	Partner (Macedonia)	+389 2 322 3870
Nihad Sijercic	Partner (Bosnia & Herzegovina)	+387 33 844 000
Milena Roncevic	Senior Associate (Montenegro)	+382 20 238 991

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Commercial Advice

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Serbia (cont)

Samardzic, Oreski & Grbovic	Milan Samardzic	Partner	+381 11 3282 667	www.sog.rs
Schoenherr	Matija Vojnovic	Managing Partner	+381 11 320 26 00	www.schoenherr.rs
Wolf Theiss	Miroslav Stojanovic	Partner	+381 11 330 2900	www.wolftheiss.com
BDK Advokati	Tijana Kojovic	Managing Partner	+381 11 3284 212	www.bdklegal.com
CMS	Radivoje Petrikic	Managing Partner	+381 11 3208900	www.cms.law
Ernst & Young Law	Marijanti Babic	Country Law Leader	+381 11 2095 752	www.ey.com/Law
Joksovic, Stojanovic & Partners	Petar Stojanovic	Senior Partner	+381 63 245 432	www.jsplaw.co.rs
Kinstellar	Branislav Maric	Partner	+381 113 210 201	www.kinstellar.com

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Schoenherr	Stanislav Kovar	Managing Partner	+421 2 571 007 34	www.schoenherr.eu/slovakia/office
Wolf Theiss	Lubos Frolkovic	Partner	+421 2 591 012 40	www.wolftheiss.com
Bird & Bird	Ivan Sagal	Partner	+420 226 030 501	www.twobirds.com/en/regions/central-and-eastern-europe/czech-republic-and-slovakia
bnt attorneys-at-law	Margareta Sovova	Partner	+421 2 57880088	www.bnt.eu

Slovakia (cont)

bpv Braun Partners	Fritjof Winkelmann	Partner	+421 233 888 880	www.bpv-bp.com
Cechova & Partners	Tomas Rybar	Managing Partner	+421 2 5441 4441	www.cechova.sk
CEE Attorneys	Michal Martinak	Partner	+421 902 955 949	www.ceeattorneys.com
CHSH Cerha Hempel Spiegelfeld Hlawati	Karol Siska	Partner	+421 2 206 48 580	www.chsh.com
CMS	Peter Simo	Local Partner	+421 2 3233 3444	www.cms.law
Dentons	Peter Kubina	Managing Partner	+421 2 2066 0111	www.dentons.com
Dvorak Hager & Partners	Bernhard Hager	Partner	+421 2 32 78 64-11	www.dhplegal.com
Ernst & Young Law	Robert Kovacik	Country Law Leader	+421 3333 9262	www.ey.com/Law
Havel, Holasek & Partners	Jaroslav Havel	Managing Partner	+420 255 000 111	www.havelholasek.cz
Kinstellar	Patrik Bolf	Managing Partner	+421 2 5929 1111	www.kinstellar.com
Noerr	Pavol Rak	Associate Partner	+421 2 59101010	www.noerr.com
Peterka & Partners	Jan Makara	Director and Partner	+421 2 544 18 700	www.peterkapartners.com
Skubla & Partneri	Martin Skubla	Managing Partner	+421 2 577 88 800	www.skubla.sk
Squire Patton Boggs	Tatiana Prokopova	Office Managing Partner	+421 2 5930 3411	www.squirepattonboggs.com
Taylor Wessing	Andrej Leontiev	Partner	+421 2 5263 2804	www.taylorwessing.com
White & Case	Marek Staron	Office Executive Partner	+421 2 5920 6312	http://www.whitecase.com/law/central-eastern-europe/slovakia
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Marko Ketler

Partner

+386 1 200 9680

www.karanovic-nikolic.com

ODI Law

Uros Ilic

Managing Partner

+386 0 590 86
600

www.odilaw.com

Rojs, Peljhan,
Prelesnik & partners

Ales Rojs

Managing Partner

+386 1 23 06
750

www.rppp.si

Schoenherr

Christoph Haid

Managing Partner

+385 1 4579
924

www.schoenherr.eu/slovenia/office

Wolf Theiss

Markus Bruckmuller

Partner

+386 1 438
0000

www.wolftheiss.com

CMS

Gregor Famira

Managing Partner

+386 1 6205210

www.cms.law

Ulcar & Partners

Matjaz Ulcar

Managing Partner

+386 1 56 05
300

www.ulcar-op.si

Turkey

ELIG, Attorneys-at-Law

Gonenc Gurkaynak

Managing Partner

+90 212 327 17
24

www.elig.com

Turunc

Kerem Turunc

Managing Partner

+90 212 259
4536

www.turunc.av.tr

Akol Law Office

Idil Baysal

Senior BD
& Marketing
Manager

+90 212 264
6000

www.akol.av.tr

Baker & McKenzie

Muhsin Keskin

Partner

+90 212 339 81
00

www.bakermckenzie.com/Turkey

Bezen & Partners

Yesim Bezen

Senior Partner

+90 212 366
6868

www.bezenpartners.com

Turkey (cont)

BTS & Partners	Selin Beceni	Partner	+90 212 2927934	www.bts-legal.com
Clifford Chance	Jared Grubb	Managing Partner	+380443902236	www.cliffordchance.com
CMS	Done Yalcin	Managing Partner	+90 212 2434928	www.cms.law
Dentons	Barlas Balcioglu	Managing Partner	+90 212 329 30 30	www.baseak.com
Erdem & Erdem Law Office	Ercüment Erdem	Senior Partner	+90 212 291 73 83	www.erdem-erdem.av.tr/en
Ernst & Young Law	Mehmet Kucukkaya	Country Law Leader	+90 212 368 5724	www.ey.com/Law
ErsoyBilgehan	Zihni Bilgehan	Senior Partner	+90.212.213 23 00	www.ersoybilgehan.com
Esin Attorney Partnership	Muhsin Keskin	Partner	+90 212 339 81 00	www.esin.av.tr
Kinstellar	Daniel Torsher	Managing Partner	+90 212 349 5021	www.kinstellar.com
Kolcuoglu Demirkan Kocakli	Okan Demirkan	Partner	+90 212 355 99 00	www.kolcuoglu.av.tr
Serap Zuvin Law Offices	Serap Zuvin	Founding Partner	+902122807433	www.zuvinlaw.com.tr
Yazici Legal	Hakan Yazıcı	Founding Partner	+90 212 269 02 27	www.yazicilegal.com
Yegin Cifti Attorney Partnership	Mete Yegin	Partner	+90 212 339 0002	www.yeginciftci.av.tr

Ukraine

Avellum	Mykola Stetsenko	Managing Partner	+380 44 591 33 55	www.avellum.com
GOLAW	Valentyn Gvozdiy	Managing Partner	+380 44 581 1221	http://www.golaw.ua/
Wolf Theiss	Taras Dumych	Partner	+38 044 3 777 500	www.wolftheiss.com
Aequo	Denis Lysenko	Managing Partner	+38 044 490 91 00	www.aequo.com.ua
Alexandrov & Partners	Oksana Kryzhanivska	Partner	+38 044 501 20 64	www.lawyers.com.ua
Asters	Oleksiy Didkovskiy	Managing Partner	+380 44 230 6000	www.asterslaw.com
Baker & McKenzie	Serhiy Chorny	Managing Partner	+380 44 590 0101	www.bakermckenzie.com/Ukraine
CMS	Johannes Trenkwalder	Managing Partner	+380 44 500 1718	www.cms.law
Dentons	Oleg Batyuk	Managing Partner	+380 44 494 4774	www.dentons.com
Egorov Puginsky Afanasiev & Partners	Serhii Sviriba	Managing Partner	+380 44 492 8282	www.epam.ru
Ernst & Young Law	Albert Sych	Country Law Leader	+380 44 499 2011	www.ey.com/Law
Integrites	Oleksiy Feliv	Managing Partner	+38 044 391 38 53	www.integrites.com
Jeanetet	Karl Hepp de Sevelinges	Managing Partner	+380 044 206 0980	www.jeantet.fr
Kinstellar	Kostiantyn Likarchuk	Partner	+38 044 394 9040	www.kinstellar.com
Peterka & Partners	Tatiana Timchenko	Director and Partner	+380 44 581 11 20	www.peterkapartners.com
Redcliffe Partners	Olexiy Soshenko	Managing Partner	+38 044 390 5885	www.redcliffe-partners.com
Sayenko Kharenko	Alyona Onishchenko	Director of Marketing and Development	+38 044 499 6000	www.sk.ua
Squire Patton Boggs	Peter Teluk	Office Managing Partner	+380 44 591 3140	www.squirepattonboggs.com
Taylor Wessing	Olena Stakhurska	Partner	+380 44 369 32 44	www.taylorwessing.com
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