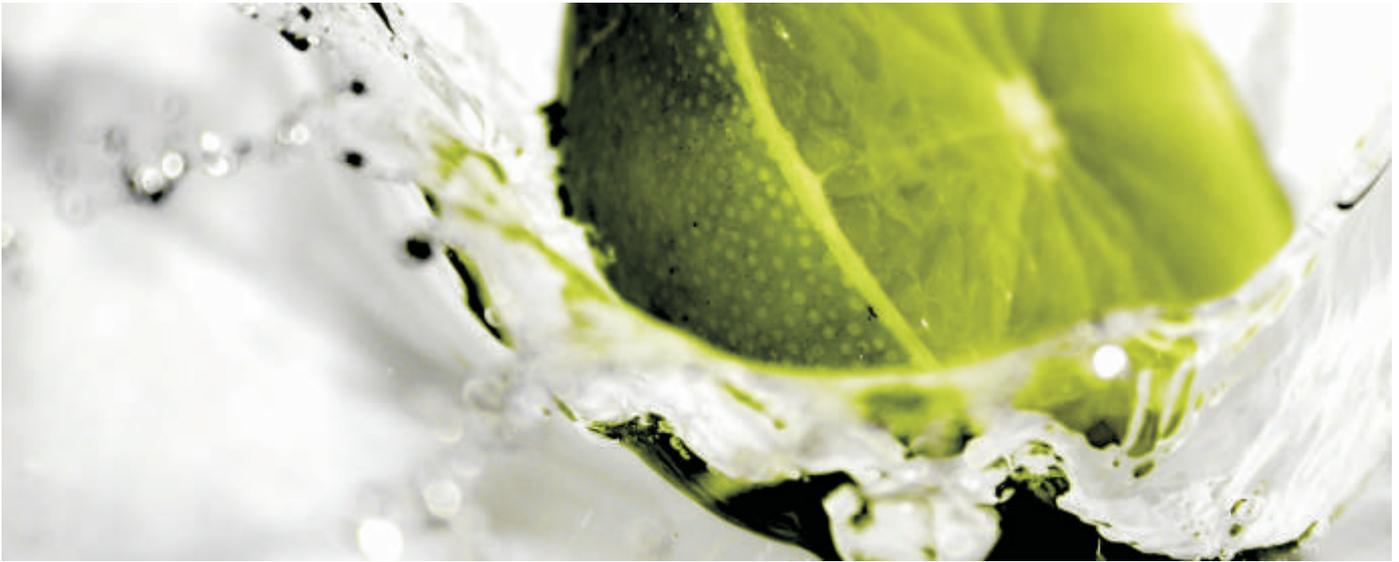




Partnership



Value & Progress



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Contact us:

22nd. Dr. Grigore Mora St., 1st District
Bucharest

Tel: +40-21-3117452 Fax: +40-21-3117453

RdsTel: +40-31-409023/24

hq@panavaida.ro www.panavaida.ro

Corporate Law & Governance

We are providing assistance in formation and business planning, in deciding whether our clients want to operate as a limited liability company, partnership, or corporation, also advising about management issues, dissolution, franchising, reorganization, trade association membership and activity, joint ventures, mergers, acquisitions, business successions, and shareholders' rights.

For clients focusing on domestic markets, or operating globally, we can provide advice to mitigate the tax obligations of the business, its investors and shareholders. We provide pre-incorporation consultation to put you on track as to what type of company it should be registered, based on your trading activities. Upon your decision we handle filing of forms and company details to the National Trade Register Office with the Romanian Chamber of Commerce and Industry.

CORPORATE FORMATION – START-UPS

Working closely with entrepreneurs and managers, we help form and structure your business based on your strategies and tax, liability and planning considerations. Our lawyers prepare governance documents such as limited liability company operating agreements, shareholder agreements and by-laws to ensure that an appropriate legal framework is established from which your business can grow.

Among the services offered in this area:

- Corporate formation;
- Start-up agreements, shareholder agreements, operating agreements and other start-up business contracts;
- Record-keeping legal requirements;
- Advice and representation in front of the National Trade Register Office and other administrative bodies for purposes of business start-up.



Focus on experience...

- We established several hundreds of Romanian companies;
- We are well versed in all aspects of Trade Registry procedures and formalities;
- We manage most of the authorization procedures for due establishment of a Romanian entity;
- We usually offer to our clients all the range of Corporate maintenance legal activities, involving permanent contact with the Trade Registry and all licencing authorities.

We provide **pre-incorporation advice** to put you on track as to what type of company it should be registered, based on your trading activities. Upon your decision **we handle filing of forms and company details to the National Trade Register Office** with the Romanian Chamber of Commerce and Industry.

Special trades requires Special Licenses and we are able to assist when the nature of your business require special application and approval of licences from the relevant authorities i.e. Entertainment, restaurants, educational institutes, gambling, etc.

Corporate management

DAY-TO-DAY BUSINESS COUNSELING AND LEGAL RISK MANAGEMENT

Emerging businesses as well as established ones enjoy exceptional opportunities for prosperity in today's dynamic marketplace but face intense competition and must have a thorough understanding of increasingly complex, often technologically oriented legal issues to ensure their future success. We are integrating the skill and experience of our lawyers with expert advice who assist entrepreneurs, start-up ventures and emerging growth companies with comprehensive, strategic, business planning.

Day-to-day business options confront the businessperson placing him in the position of making sensitive decisions. Legal reasoning of consequences and "worst case scenarios" must support these decisions. Ranging from counseling on hiring new personnel to investments on the Romanian market we are able to present reports and point-opinions regarding your business options.



LIABILITY AND DAMAGE ANALYSIS

If your company is confronted with losses generated by malfunctions in contract management, client relations, employment issues and any other business related liability or damages requests we can check the soundness of accusations, mitigating the losses and designing the structures in order to further protect you of such events.

EMPLOYMENT/LABOR ASSISTANCE

We can work with clients to develop and prepare employment contracts and restrictive covenants. We can carry out employment reviews and advise on the employment consequences of mergers, acquisitions, and complex restructuring and downsizing. We represent clients before court and administrative bodies on all types of employment matters, including employee dismissals, both individual and collective, discrimination (disability) and trade secrets and non-competition.

Focus on experience...

- We offer full and permanent advice to Romanian and foreign clients on Corporate liability issues;
- We usually draw-up employment contracts and all connected agreements such as fidelity and confidentiality agreements;
- We currently handle all sorts of labor law matters including labor law litigation;
- We offer competent advice upon winding-up of a business organization, in case of dissolution and liquidation

CORPORATE DISSOLUTION AND LIQUIDATION

Whether decided by the associates or inflicted by creditor's actions, our attorneys can represent your company in all stages of dissolution/liquidation preparing the necessary documents with the Trade Register and representing you in court in bankruptcy cases.

Construction & Engineering

Our attorneys are experienced in all facets of Romanian regulated construction law. What all of our various construction-related activities have in common is our commitment to aggressive and creative representation and sensible, experienced staffing.

We have handled litigation in claims involving **construction delays, defective design and business interruption, both in courts and in arbitration.** We have filled and defended all sorts of practical situations involving all essential aspects of construction work. We have represented clients involved in all sorts of transactions related to construction work, such as general contractors, representation for contractors and owners, subcontracts representing general contractors and subcontractors, financing, representing lenders and borrowers, and representation to landlords and tenants. We are familiar with all aspects of complex construction disputes including claims for remedies and repair, delay claims, defect claims and litigation pursuant to various construction related regulations.

With the ability to handle all aspects of construction defect litigation or disputes, including the related areas of professional liability, we are uniquely qualified and experienced to participate in the smallest of construction litigation to the largest and most complex.

Focus on experience...

- Negotiate, draft and review construction contracts;
- Delay and impact claims/litigation;
- Damages disputes;
- Construction failures and warranty issues;
- Building and maintenance contracts;
- Breach of contract and wrongful contract termination;
- Environmental issues;



Our construction-related legal services encompass the complete life cycle of a project, from the earliest planning stage to occupancy and beyond, including:

- ☑ Contract preparation, negotiation, review and interpretation for all types of construction and development ventures;
- ☑ Sureties and guarantees;
- ☑ Prosecution and defense of claims related to breach of contract, defective work, payment and delays;
- ☑ Construction-related labor law matters;
- ☑ Mediation and arbitration.

Litigation, Bankruptcy & Debt Collection

Our firm's litigation practice includes the prosecution and defense of complex civil, commercial and administrative law cases for individuals and businesses.

In this regard, we attempt to **assess the potential risks, costs and benefits of litigation** and counsel our clients accordingly. We represent both plaintiffs and defendants in matters ranging from sale of goods or services, business contract disputes, shareholder and partnership disputes, real estate disputes and bankruptcy disputes representing creditors and debtors in adversary proceedings, letters of credit and other business related claims.

We handle dual party as well as multi-party complex litigation at all levels of the Romanian court system.

We have represented individuals in diverse professions and positions, as well as partnerships and corporations in various industry areas. Our services range from counseling and negotiations to complex trials. We further offer extensive experience in litigating employment matters, including claims of wrongful termination and disputes over employment agreements.

Prior to the commencement of any litigation we provide counsel to help our clients evaluate whether to pursue litigation or explore all reasonable avenues of dispute resolution. If after consultation, our client makes a decision to

litigate, trial preparation is conducted with the appropriate staffing so we remain focused and cost efficient. When research is necessary we rely upon experts in different industry fields.

During litigation we strive to keep our clients well informed at every step. While we recognize that clients expect an aggressive approach, we always try to balance forceful representation with prudent advice. When our client's best interests are served by a settlement, alternative dispute resolution, such as arbitration or mediation, or other non-litigation solutions, we strive to select the procedures that are both cost and time efficient.

Throughout the course of litigation we keep our clients advised of their rights, duties and liabilities. If settlement demands or offers are made, we assist our clients in analyzing the reasonableness of the proposal.

Post litigation assistance in enforcement of court decisions and arbitral awards. These services are rendered at both national and international level through our partners or, if we do not developed a partnership with a specialized attorney in the country you must enforce the decision, we are capable of finding one and exercise the enforcement accordingly.

Focus on experience...

- Disputes among shareholders and partners involving ownership and control;
- Claims for breach of duties and other business torts in relation to partnerships and corporations;
- Breach of contract disputes;
- Real estate matters;
- Employee relations disputes;
- Corporate governance;
- Claims for breach of contract in relation to the purchase and sale of real property;
- Commercial and residential landlord-tenant actions and proceedings;
- Intellectual property;
- Trade secret and unfair competition litigation.



Alternative Dispute Resolution

The path to litigation always begins with a legal dispute. We are experts in investigating, assessing and resolving disputes prior to litigation, whether they involve businesses, families or individuals.

In many cases, the most expedient and cost effective resolution of a dispute may be obtained through **negotiation** between the parties or an alternative conflict resolution method such as **mediation** or **arbitration**. If these methods fail, a lawsuit may need to be filed. For this reason, we attempt, where possible, to resolve controversies without resorting to the courts-of-law. We use Alternative Dispute Resolution techniques, including mediation, arbitration and conciliation. In addition, we review and negotiate contracts, employment agreements and leases to make sure that our clients' rights are protected and future legal controversies can be avoided.

We are in the forefront of Arbitration as an alternative to trials with extensive litigation expenses and substantial risk and exposure.

Through representation and assistance before the Court of International Commercial Arbitration with the Romanian Chamber of Commerce and Industry we have handled matters as plaintiffs as well as defendants. **Our arbitration expertise includes domestic and international arbitration, mostly institutional.**

Focus on experience...

- Contract design and negotiation advice - A poorly drafted arbitration clause can prove a costly obstacle to the enforcement of valuable contract rights. Our clients benefit significantly from our experience in all aspects of arbitration and dispute resolution in the negotiation and drafting of dispute resolution clause;
- Representation before the Court of International Commercial Arbitration/The Romanian Chamber of Commerce and Industry
- Representation before the Center for the Mediation of Commercial Disputes/The Chamber of Commerce and Industry of Romania and Bucharest;
- Counseling and private mediation services;
- Recognition of foreign arbitral awards.

MEDIATION / CONCILIATION

From the very start, when designing a contract you should be aware that **Mediation, Conciliation and Arbitration Clauses** can always be inserted. On the other hand, we can provide advice on electing a mediator for your case and we also offer high profile representation/counseling with the Center for the Mediation of Commercial Disputes with the Chamber of Commerce and Industry of Romania and Bucharest.

ARBITRATION

Although litigating disputes is the traditional method for resolving differences, arbitration is gaining momentum, especially in commercial matters. While the process is very different from litigation, talents used in the courtroom are effective when arbitration is the chosen tool. Knowledge of the law and any legal consequences can expedite talks and create an advantage. We have experience and training in arbitration and understand the strategies that work.



Real Estate



We are offering the full range of real estate legal services concerning all aspects of real estate connected matters, from the **verification of ownership titles**, with **full due diligence over ownership**, and also **verification of liens, encumbrances, third party rights and property status**.

Our lawyers have broad experience in the analysis and reviewing of real estate sale-purchase agreements, also including registration of property title, creation of mortgages, protection and enforcement of such guarantees.

In the field of tenant relationship, we have developed an extended practice usually representing owners of real estate against tenants. We have also created and reviewed all types of lease agreements.

The key activities in our real estate practice area:

- creation and reviewing pre sale-purchase agreements securing the sale;
- negotiation of real estate sale-purchase or lease contracts;
- negotiation of share-deals for the purpose of real estate transfer;
- Full due diligence involving legal and commercial aspects.

Focus on experience...

- Acquisitions and sales of developed and undeveloped property, including office buildings, shopping space, apartments and industrial areas;
- Asset management, including loan administration, property management and landlord/tenant matters;
- Leases, including office, industrial and retail space;
- Formation of partnerships and joint ventures for real estate development and operation;
- Title review and acquisition due diligence;
- Check-up of easements, encumbrances and third parties' rights.

In the field of real-estate we can also cooperate with tax or technical consultants in order to complete an acquisition due diligence on:

- technical aspects such as building permits and other administrative approvals and licences;
- construction and utilities contracts;
- loans and securities;
- environmental conformity;
- check-up of existing lease agreements;
- identification of existing and potential litigation over the property plus risk analysis;
- assistance in transferring ownership over the property

Our team



Emilia Pana

Graduated the Bucharest University Law School and filled the position of legal counselor for a Romanian international trade company, being one of those primarily involved in negotiations for the conclusion of international trade contracts, international cooperation contracts and also into transactions and lawsuits in order for the settlement of high profile commercial disputes in Brasil, Venezuela, Columbia, USA, Canada, UK, Austria, France, Poland and Bulgaria. Mrs. Pana also has a long practice of representing companies in front of the Bucharest International Arbitration Court and has significant experience in reorganization, liquidation and bankruptcy proceedings.



Anca Vaida

Graduated the Bucharest University Law School and has an extensive experience in the fields of business law, international business transactions, labor and transport law, working both as legal counselor for international trade companies and as an attorney-at-law in the Bucharest Bar Association. Anca Vaida has maintained a constant practice in company law and commercial dispute settlement and representation before the Courts of Law - including judicial reorganization, liquidation and bankruptcy proceedings. She represented companies from Romania, Germany, Hungary, Portugal and Italy.



Victor Savi-Nims

Graduated the Bucharest University Law School. He practiced as Secretary of the Commission for the Investigation of Corruption and Abuses for the Romanian Chamber of Representatives (1997), as a Legal Counselor (2000) and for the period 2000-2003 as Project Manager for the University of Bucharest - Department of Sustainable Development - mostly involved in the management of European financed projects. He holds a Master Degree in Sustainable Development and a LLM in Business Law. He represented clients from Romania, Germany, Portugal, USA, Italy and France, developing his career in business contract law, corporate management, commercial litigation and business counseling, including public acquisitions and administrative matters.



Ioana Radu

Graduated the Bucharest University Law School and is studying to obtain a LLM degree in Business Law. She has wide experience in debate, oratory and rhetoric, gained as a member and umpire of the Romanian Debate, Oratory and Rhetoric Association. During 2003 she attended the lectures organized by the Constitutional Court of Romania. She is mainly specialized in commercial and corporate law, but she has also developed an expertise in other areas such as labor law, bankruptcy, and public acquisitions' regulations. Mrs. Radu has been involved in supporting and advising Romanian or foreign natural or legal investors and has also provided legal advice on the establishment and incorporation of new businesses including aspects of fiscal law.



Catalin Sapasu

Graduated the Bucharest University Law School. Due to his collaboration with law practices and notary offices since the years of college, he earned a rich experience in civil and commercial law. Mr. Sapasu is a devoted defender of the Rio de Janeiro Convention, he obtained his law license with the essay "The Protection Of Fauna In The Intern And International Law". Catalin Sapasu is a member of the Bucharest Bar Since December 2005 and is currently involved in commercial litigation, business consultancy and debt collection.