

earning your trust



the firm

THESE DAYS BUSINESS AND LAW ARE INTERDEPENDENT. MARKÓ & UDREA IS A COMMERCIAL LAW FIRM AND WE ARE AWARE THAT OUR LEGAL ASSISTANCE IS MEANT TO SERVE THE ACHIEVEMENT OF THE CLIENTS' COMMERCIAL OBJECTIVES WITHIN A SECURED LEGAL FRAMEWORK. THEREFORE HARMONIZING THE COMMERCIAL AND LEGAL SIDE OF A PROJECT IS ONE OF OUR MAIN CONCERNS.

Focusing on the commercial side of the transaction

If our firm has a hallmark, it's our ability to truly engage with clients' business, understand their objectives and help them to achieve them. In order to succeed in doing this, our people have learned to know business and think as businessmen.

Therefore we do not hinder negotiations for reasons related to professional pride or obstinacy, instead we are trying to keep ourselves flexible,

and at the same time firm and creative in protecting your interests.

We are aware that professional, pragmatic advice and a detailed understanding of the issues are essential for long term planning and commercial strategies. Knowing what to do and when to do it will save you time, effort and resources, and will help you avoid unexpected problems.

IN MANY COMMERCIAL TRANSACTIONS, THOUGH THE CRUCIAL POINTS ARE RELATIVELY STRAIGHTFORWARD, THE DETAILS CAN BE COMPLEX AND CONFUSING. WE PRESENT THE ISSUES CLEARLY AND SUCCINCTLY.

Overcoming the complexity through clear solutions

Very often a transaction is accompanied by reams of documentation that are of little interest to anyone except lawyers. The deal-makers need to be assured that every conceivable angle is covered, but they do not necessarily need to listen to the endless speeches of lawyers or to read abundant documents.

Markó & Udrea seeks to clarify rather than confuse.

Legal theorization has no place in client communication. We aim to be straightforward, clear and concise in our drafting and comments.

We offer solutions, rather than just highlight problems.

Energy, initiative and creativity

The difference between a good lawyer and an excellent lawyer is creativity.

As the Romanian market of business law services is only starting to develop, we are highly focused on lawyers who have enriched their education and expertise inside and outside Romania, who have grown alongside this market and have gained an in-depth knowledge of its mechanisms.

This contributes to the sense of professionalism, vitality and dynamism that is the essence of Markó & Udrea.

OUR PEOPLE ARE ENERGETIC AND DYNAMIC, AT THE TOP OF THEIR PROFESSION. WE KNOW THAT PUTTING TOGETHER A SOLID EDUCATIONAL BACKGROUND, PASSION AND IMAGINATION WITH THE CONSTRAINTS BROUGHT BY HIGH PROFESSIONAL STANDARDS IS ESSENTIAL FOR CREATIVE SOLUTIONS.

We constantly invest in people's professional development, for the permanent improvement of their practical skills, which constitute indispensable elements for maintaining our services at a high level of quality.

The key of professionalism is specialization

WE DO NOT CLAIM TO BE SPECIALISTS IN EVERY LEGAL FIELD AND THEREFORE WE REFRAIN FROM BEING INVOLVED IN THOSE PROBLEMS WHICH EXCEED OUR AREA OF EXPERTISE. WE KNOW THAT THE KEY OF SUCCESS IS TO REMAIN WITHIN THE LIMITS OF WHAT WE KNOW BEST.

We are aware that omniscience is an ideal which is closer rather to the Renaissance time than to our days. In a dynamic and expanding economic environment no one can cover all aspects and details.

Starting from this reality and the need to offer quality services, we have abandoned the romantic generalist ideal of practicing every kind of law and we have focused on those fields of business law in which Markó & Udrea has acquired a solid expertise.

We know that specialization has become an indispensable requirement nowadays and, consequently, our law firm has been built on this premise.

We don't just do what we can for our clients; we are also experts at what we do.

expertise

Markó & Udrea is a law firm specialized in rendering legal assistance services to domestic and international clients in the field of business law. Our expertise covers both legal consultancy services and representation in commercial litigation in front of ordinary and arbitration courts.

The members of our team have acquired a solid professional expertise, being involved in top projects on the Romanian business law market, involving close cooperation with multinational leading companies and law firms, which, doubled by their educational background, including degrees from prestigious international universities and institutes, enable us to provide our clients with legal services at international standards.

The structure of our law firm was built starting from the necessity of harmonizing the knowledge of the local market with an international level expertise. This led us to implementing the strategy of strengthening the profile of the local approach with the expertise of lawyers based in EU countries, with whom we have developed a close cooperation.

Our lawyers are facing the accruing complexity of the transactions by a deep specialization in the different branches of business law, combined with a global vision of the interdependence between problems pertaining to different fields, both enabling the complete covering of issues raised by a particular project.

As most of our clients are foreign investors, aside from the Romanian language, our team is able to provide legal assistance services in: English, French and Hungarian.

Our team is backed up by a modern IT network and an on-line access to domestic and international legislative and practice database, which allow us to face the dynamism, complexity and increasing volume of information.

Aside from their professional activity inside the firm, our lawyers play an active part in public debates, by participating at conferences, seminars and workshops, by publishing articles in business magazines and also by active membership in professional associations.

Company law

In an unstable and unclear legal framework, in which we are far away from the simplicity and rapidity of solutions, Markó & Udrea renders complete legal assistance services to companies on corporate legal issues. Our activity includes the supply of current legal assistance services to companies acting in different fields: food production and commercialization, chemical products, services supply, construction, etc. Our expertise covers an extended range of problems, such as:

- Setting-up of new companies, branches, representative offices and further modifications, including legal advice on the advantages and disadvantages related to each type of structure, in order to enable the selection of the most suitable form for clients' activities, drafting the articles of incorporation, preparation of the file, handling formalities in front of the Trade Registry.
- Legal assistance during the current corporate governance, including: drafting of company's documents (decisions of the shareholders' meeting, shareholders' agreements, etc.), legal consultancy on various company law issues (responsibility of company's directors, obtaining of specific permits, organizing shareholders' meetings, specific provisions and restrictions related to some particular operations – sale of assets, financing operations implemented by the company, setting up of distribution networks, etc.).
- Assistance to the negotiation and implementation of joint ventures and corporate reorganization proceedings.

Contracts law

We are aware that the contract is the core of any business transaction and therefore, we have developed a solid expertise in drafting and negotiating all types of contractual structures, that best fit the specific needs of our clients, such as:

- Sale/purchase
- Lease and leasing
- Distribution and agency
- Financing and securities (mortgages, pledges, letters of guarantee, etc.)
- Construction
- Service supply
- Complex and innovative contracts mixing the characteristics of different specific operations (e.g. financing + securities + implementation + exploitation)

Environment

Although there have been made serious efforts for legislative harmonization with the European Union rules, the implementation and compliance with such legal provisions in real life are far away from being completed. Therefore, we answer to the increasing requests of assistance from the investors by offering our expertise in this field, which is mainly focused on:

- Legal consultancy on incident legal provisions
- Legal consultancy on Kyoto Protocol related issues and agreements
- Drafting and assistance of documentation to be submitted to the regulatory authorities
- Comparative approach between the Romanian and the European legislative provisions
- Assistance in front of the Romanian competent authorities

Real estate and constructions law

Real estate is one of the fields with the most dynamic growth in the Romanian economy, but still one of the most complex and unclear from the legislative perspective, requiring a careful legal analysis for each level of the transaction. The legal assistance in this field is one of the top specializations of our law firm. The members of our team are constantly involved in legal assistance to the construction and acquisitions of A office buildings, acquisition of lands and constructions, legal assistance for implementation of distribution sale structures, handling and negotiation of complex transactions involving partnerships for the financing, construction and joint exploitation of real estates, implementation of residential and depositing areas projects, industrial parks, etc. Our services in this field cover:

- Legal due-diligence (drafting of check-list, title investigations, drafting of due-diligence reports detailing the key-findings, identification of risks, recommendations and strategies for the avoidance of such risks, etc.)
- Drafting of contractual documents (precontracts, contracts, framework agreements, association, construction, etc.)
- Legal assistance to real estate investment projects (financing schemes, including special mortgage credits, concessions, public-private partnerships, etc.)
- Follow-up of real estate publicity registration operations
- Legal assistance to consolidate or separate plots of lands
- Legal consultancy on urbanistic issues (town-planning restrictions, technical and economical regime of real estate operations, approvals from the public authorities, review of building permits, including handling proceedings and formalities with the government authorities, etc.)
- Legal consultancy on construction-related environmental issues.

Infrastructure and utilities

The development and modernization of the infrastructure and utilities (rehabilitation and construction of roads, water supply, electricity, gas, etc.) constitute major challenges for our country for the next decades. In such a context in which the investors' interest and demands in respect of this field are increasing, the expertise of our team covers:

- Legal consultancy in respect of the legal provisions governing public auctions, public acquisitions, concession, public-private partnerships, etc.
- Drafting documentation regarding the financing schemes, concession, offers, etc.
- Assistance in negotiations with the governmental authorities.

Competition law

The projected integration of Romania in the European Union led to an accelerated effort of harmonization of the Romanian legislation with the European competition rules. The educational and professional background of the members of our team, which includes a solid specialization in this field, together with the close cooperation developed with lawyers coming from EU countries, constitute valuable premises for high-quality legal services.

Our expertise in this field includes:

- Drafting notifications of economic concentrations
- Legal assistance in the implementation of distribution networks and drafting distribution contracts
- Legal opinions on different issues related to the competition incident legislation: monopolistic agreements, abuse of dominant position, economic concentrations, state aids, unfair competition.
- Fulfillment of formalities and assistance in front of the governmental authorities.

Mergers and acquisitions. Privatization

Markó & Udrea advises investors in projects involving acquisition of equity interests in Romanian companies, including in projects governed by privatization legislation, in which the members of our team have acquired a solid expertise. Our services include:

- Legal due-diligence of the concerned company
- Assessment of the legal risks and supply of solutions
- Drafting and negotiation of the contractual documents
- Assistance and representation in front of the regulatory authorities.
- Post-privatization assistance.

Capital markets and securities

The continuous and rapid development of the capital market in Romania resulted not only in high profit investments and new financing possibilities for a large number of companies, but also in a complex legislation. Our specialists render legal assistance to investors acting on the capital market (listed companies, investment funds, financial investment services companies, local authorities, etc.). Our legal assistance services include:

- Legal opinions on incident legal provisions
- Legal assistance in transactions with specific securities
- Legal assistance to public offers and private equity investment
- Legal assistance in issuance of bonds
- Assistance in front of regulatory and supervisory bodies.

An aerial photograph of a river winding through a forest. The water is a deep blue, and the surrounding trees are in various shades of green and yellow, suggesting an autumn setting. The river flows from the top left towards the bottom right, with several meanders.

Labor and employment law

In a very sensitive field, where the provisions of the Labor Code are still in the middle of an endless debate, the compliance with the legal provisions and the structuring of a predictable employment strategy are among the main preoccupations of companies. Markó & Udrea constantly assists companies in their employment politics. Our legal assistance includes:

- Drafting and review of labor contracts and internal regulations.
- Legal advice in individual and collective dismissal
- Assistance and mediation of labor conflicts.

Advertising

The entering into force of a consistent package of legislation regulating the rules and principles governing the advertising practices, sustained by the increasing interference of the public authorities in companies' advertising campaigns, consolidated clients' concerns in this respect. In such a context, we have been repeatedly requested to appear in front of the Audiovisual National Council or the National Authority for Consumers' Protection in order to plead in favor of advertising videos and campaigns. Still we have always sustained the idea of preventive legal assistance from the moment of conceiving such campaigns.

Our legal assistance services include:

- Legal consultancy on incident legal provisions (compliance with the legal provisions, illegal and deceiving advertising, etc.)
- Legal advice in conceiving and implementing different advertising campaigns and practices (TV, radio, in sale structures, etc.)
- Drafting of regulations governing advertising and promoting campaigns
- Assistance in front of public authorities
- Legal consultancy on the relevant legislation concerning data protection and database transactions

Information technology and telecommunications

Further to the development of this sector, we constantly assist foreign companies in their implementation on the Romanian market, as well as in their current activity in this field. Our expertise includes:

- Legal assistance rendered to operators for obtaining permits and licenses
- Legal opinions on several regulatory issues
- Financing of infrastructure and equipment
- Drafting and negotiating services supply contracts, agreements for network establishment and use, technology transfer, hardware sale/purchase, lease, etc.
- Legal consultancy on electronic commerce legal issues
- Assistance in front of regulatory bodies.

European law

Although formally not a separate field of law, due to its vast and complex structure, European legislation influences directly or indirectly all the major areas of law. The special educational background and legal expertise of our team enables us to offer legal consultancy services from the perspective of the European legislation.

Our clients have often found useful such consultancy enabling them to elaborate medium and long term strategies and to find the most fitting financing schemes for facing the commercial and financial challenges of the integration of Romania and the neighboring countries into the European Union.

Litigation and arbitration. Enforcement proceedings

Our efforts and preoccupations are focused on preventing the occurrence of conflicts and litigation and we use our expertise in litigation in this purpose from the starting of each project, as the mechanism and the contractual documents are negotiated and drafted. Nevertheless, we are ready to face unwished situations in which no amiable solution can be put in place and the Court is the only option for the protection and recognition of rights.

We assist and represent our clients:

- In commercial and civil litigations in front of ordinary and arbitration courts (evaluation of the situation, preparation of strategies,

drafting of documents – applications, defenses, written notes, representation at hearings in Court)

- Legal advice during negotiations for amiable settlement during the trial, including drafting of relevant contractual documents
- In enforcement proceedings of all types of enforceable deeds (judgments rendered by Romanian courts, recognition and assistance of foreign arbitration awards, enforcement of promissory notes, pledges and mortgages, representation in oppositions to enforcement, etc.).



Markó & Udrea Attorneys at Law
10 Suvenir Str., Sector 2
020741 Bucharest
Phone/Fax +40 21 210 0821
 +40 21 210 2247
<http://www.marko-udrea.ro>