



EUGENIJA SUTKIENĖ

Managing Partner

- **SPECIALISES IN:** Civil procedure law, company law; commercial law; telecommunications and information technology law; administrative law; business financing and settlement; public procurement.
- **EDUCATION, TRAINEESHIPS:** Eugenija Sutkienė is a graduate of Vilnius University, Faculty of Law (Diploma, 1984), studied international law at the *University of Krakow*, Poland, underwent training in the foreign law firms *McDermott, Will & Emery* (USA) and *Paisner & Co* (currently *Berwin Leighton Paisner*) (UK).
- **PROFESSIONAL CAREER:** from 1984 to 1989, Eugenija Sutkienė headed the Legal Department of the Lithuanian State Wholesale Enterprise. From 1989 to 1992, she was the head of the Legal Department of the Ministry of Trade of the Republic of Lithuania and in charge of Commercial Arbitration at that Ministry. In 1991, she established the Vilnius office of the USA law firm *McDermott, Will & Emery*, and headed it for eight years. From 1999 to 2003, Eugenija Sutkienė was a partner of Law Firm *Jaskutėlis, Sutkienė & Masiokas* (former Vilnius office of the USA law firm *McDermott, Will & Emery*). *The Chambers Global* has been listing Eugenija Sutkienė among the leading lawyers of the world since 1999 (editions of 1999-2007). Mrs. Eugenija Sutkienė is ranked by *The Chambers Global: The World's Leading Lawyers* in top tier of the Corporate/Commercial categories. *The European Legal Experts (editions from 2000 to 2007)* recognises Mrs. Eugenija Sutkienė as one of the legal experts in the area of Corporate and Finance law in Lithuania (editions from 2000 to 2007). *The International Who's Who of Business Lawyers* ranks Mrs. Eugenija Sutkienė among the leading M&A lawyers (editions from 2000 to 2007). One of the world's most influential guides to the world's leading financial law firms *The International Finance Law Review 1000 (IFLR1000)* has recommended managing partner Eugenija Sutkienė as one of the best specialists in the areas of capital markets, banking, A&M, and project finance in Lithuania (2000-2007).

WORK EXPERIENCE AND MAJOR TRANSACTIONS:

- Counsels *Northway Holdings Ltd.* and its subsidiaries on acquisition of real estate and investment in Lithuania and abroad (2007);
- Advises *PKN Orlen* on various matters related to company management, intellectual property law and other issues, represented the company in connection with the acquisition of *Ventus-Nafta* gas stations network and conclusion of agreements on sale-purchase of real estate (2007);
- Advises the Israeli global defence electronic company *Elbit Systems Ltd.* on corporate issues (2007);
- Represented the Embassy of the Republic of Poland in Vilnius in connection with the acquisition of real property (2007);
- Advised *UAB TMTK* on labour law, tax and share purchase issues (2007);
- Represented one of the shareholders in dispute regarding the shares and value of shares of holding *MB Baltic Trade* (2007);
- Acted for a Lithuanian subsidiary of *Clear Channel Communications, Inc.*, the world's largest outdoor advertising company, in matters related to conclusion of outdoor advertising agreements with the Municipality of Vilnius city (2007);
- Acted for Gebr. Heinemann KG, an operator of more than 220 duty free shops at 31 major international airports in Europe, in preparation of a tender for new retail space at new terminal in Vilnius International Airport, negotiating and signing of lease agreement. The assignment also included obtainment of duty-free, food and liquor retail licenses as well as other regulatory permits (2007);

- Counselling *Ūkio banko investicinė grupė* on preparation of Lukiškių investment project (2007);
- Prepared complaint to the European Commission regarding limiting of the access of *Klaipėdos šaldytuvų terminalas* to the quay (2007);
- Represented *Enterprise Investors* managing one of the largest groups of private equity funds in Poland and Central and Eastern Europe; participated in legal due diligences of the largest travel agency in Lithuania *Novaturas* as well as *Aviaturas ir partneriai* and *Excursus* (2007);
- Counselling a client on opening of duty-free shops in Vilnius International Airport (*Heinemann Duty-Free Shop*) (2007);
- Counselling *Polska Wytwarznia Papierow Wartosciowych S.A.* on Tender for Electronic Identity Documents and Personalisation Equipment announced by the Personalisation of Identity Documents Centre under the Ministry of the Interior (2007);
- Counselling the Alytus City Municipality on concession matters (2007);
- Represented a client in tender for concession in *Naujosios Vilnios Clinic* (2007);
- Advised *UAB Haupas* on concluding of agreements on supply of natural gas (2007);
- Represented *UAB Ūkio banko investicinė grupė* in privatisation of private limited liability company *Tvornica Lakių Metalų d.d.* (Sibenik, Croatia), sale of the Vilnius Concerts and Sports Hall to the Vilnius City Municipality, acquisition of aluminium factory *Aluminij d.d.* (Mostar, Bosnia and Herzegovina) (2007);
- Prepared draft Law on Implementation of the Law on Amending and Supplementing of the Law of the Republic of Lithuania on the Procedure for the Restoration of the Rights of Ownership of Religious Associations to Existing Real Property (2007);
- Counselling the Centre of Distance Learning of Vilnius Gediminas Technical University on labour law (2007);
- Counselling *KB Components* on Kaunas Free Economic Zone (2006);
- Counselling *Elbit Systems Ltd.* on public tender on Procurement of Implementation of Technical Surveillance Measures in the Baltic Sea, Curonian Lagoon and Inland Territorial Waters at the External Borders of the EU (2006);
- Represented *UAB M&M Baltica*, the subsidiary of *M&M International Holding* in the bankruptcy case (2006);
- Represented a client and participated in legal due diligence of a major telecommunications companies in Lithuania (2006);
- Represented the shareholders of *Grupa LOTOS* in dispute regarding the shares of *UAB Naftos gavyba* (2006);
- Represented *Mars Incorporated* in the civil case regarding renewal of deadline for filing of appeal (2006);
- Counselling on sale-acquisition of *Hidroprojektas*, *UAB Miestprojektas*, *UAB Ekostrategija* (2006-2007);
- Counselling *Emax* on public procurement issues in an e-tickets procurement tender (2006);
- Counselling insurance companies *Seesam* and *Ergo* on establishment of SE (*Societas Europaea*) (2006);
- Counselling the UK company *ARCAPITA* on acquisition of *Paroc Group Oy Ab*, one of the leading producers of rock wool insulation materials in Europe, participated in connection with the legal due diligence of *UAB Paroc* (2006);
- Counselling the Ministry of Foreign Affairs of the Republic of Lithuania on a pilot project designed for the optimisation of the financial management and accounting model of the Lithuanian Diplomatic Service and for the working out of strategies in other areas of the Lithuanian Diplomatic Service (2006-2007);
- Counselling *Northway Holdings Ltd.* on securing of funding from the European Union for carrying out of its projects in Lithuania (2006);
- Counselling the Vilnius City Municipality on carrying out of the Project of the Reconstruction/Renovation and Further Supervision of the Educational Establishments of the City of Vilnius - one of the first public and private partnership projects in Lithuania (2006);
- Counselling the oldest and biggest pharmaceutical company in Lithuania *AB Sanitas* on establishment of SE (*Societas Europaea*) (2006);
- Counselling *UAB Ūkio banko investicinė grupė* on development of the territory of the Vilnius Concerts and Sports Hall (*Vilniaus koncertų ir sporto rūmai*) (2006);
- Represented a client's interests in the Lithuanian Court of Appeals in connection with the recognition and enforcement in Lithuania of an award rendered by the International Commercial Arbitration Court at the Chamber of Commerce and Industry of the Russian Federation and of a decision passed by the High Economic Court of the Republic of Belarus (2006);
- Counselling and representing a syndicate of lenders comprising *Nordea Bank Finland*, *Canadian Imperial Bank of Commerce*, etc. in securing a EUR ~255 million syndicated loan and in connection with other matters related to the loan (2005);
- Assisted in connection with the legal due diligence of *AB Mažeikių nafta*, the only oil refinery in the Baltic States (2005);
- Counselling State Enterprise State Property Fund (*VĮ Valstybės turto fondas*) on privatisation of the Lithuanian Airlines (*AB Lietuvos avialinijos*) (2005);
- Represented *Cofis Compagnie Fiduciaire SA*, a Swiss trust company, in acquisition of Vilnius Concert and Sports Hall (*UAB Vilniaus koncertų ir sporto rūmai*) (2005);

- Advised one of the largest Lithuanian televisions - *TV 3*, a member of *MTG Group*, on matters of legal regulation of limited access services and control over information content (2005);
- Represented *UAB Ūkio banko investicinė grupė* in connection with the conclusion of a contract with the Vilnius City Municipality for the development of the territory of Vilnius Concert and Sports Hall (2005);
- Counselling a client on the legal regulation of the production of blood products (2005);
- Represented World Jewish Restitution Organization in connection with the restitution of Jewish property in Lithuania (2005);
- Counselling a joint Lithuanian and Norwegian company, *UAB TMTK*, on labour law, issuance of work permits to foreign citizens, and taxation of income earned in the EU countries (2005);
- Counselling a major gas supplier in Lithuania on sale of real estate in Lithuania (2005);
- Advised *Northway Holdings Ltd.*, a UK based holding company, on matters pertaining to its investments in China (2005);
- In cooperation with Estonian law firm *Tark & Co*, counselling *Sampo Group* on the establishment of its *Societas Europea* (2005);
- Represented Polish company *PBG SA*, a specialised industrial construction services provider, in its dispute with *AB Lietuvos dujos* (Lithuanian Gas) concerning the application of public procurement procedures (2005);
- Represented *Alstom Transport*, a world leading supplier of rail products, services and systems, in connection with public procurement matters and before court – in a dispute with *AB Lietuvos geležinkeliai* (Lithuanian Railways) (2005);
- Counselling *UAB Medicinos strategija*, a medical equipment company, on the incorporation and licensing of its business (2005);
- Represented *UAB Vilnita* in an action on account and returnable goods (2005);
- Represented Polish company *Hempel AS* in connection with the dissolution of its Lithuanian representative office, *J.C. HEMPEL'S SKIBSFARVE-FABRIK A/S* (2005);
- Represented a leading Polish manufacturer of ceramic tiles, *Opoczno S.A.*, in connection with the legal due diligence of a major tile manufacturer in Lithuania, *AB Dvarčionių keramika* (2004-2005);
- In cooperation with law firms *Lovells* and *Waselius & Wist*, represented 18 foreign banks and a syndicate of financial institutions in connection with the making of a syndicated loan to a group of Finnish companies, advised on security and other commercial law related matters (2004);
- Completed legal due diligence of the *Central Securities Depository of Lithuania (AB Lietuvos centrinis vertybinių popierių depozitoriumas)* and *National Stock Exchange of Lithuania (AB Nacionalinė vertybinių popierių birža)* (2004);
- In cooperation with law firm *Borenus & Kempinen* advised *3i Group plc and Nordea Capital Oy* on acquisition of *Empower Holding Oy* subsidiaries from *PVO* and *Vattenfall* (2004);
- In cooperation with law firm *Lovells* assisted *CIBC (Canadian Imperial Bank of Commerce)* in connection with the acquisition of the Finnish company *FinVass Acquisition Oy* (formerly *Aplisole Oy*), together with its subsidiaries in the Baltic States (2004);
- Advised *Inditex S.A.* on the conclusion of franchise agreements (for the use of the trademark *Zara*) (2004);
- In cooperation with other law firms, represented *UAB Baltijos parkingas* in disputes with the Vilnius City Municipality regarding the latter's unilateral termination of the contract (2004);
- Assisted the Danish company *Rohde Nielsen A/S* in connection with the signing of agreements by and between *Rohde Nielsen A/S* and the Klaipėda State Sea Port Authority (*Klaipėdos valstybinio jūrų uosto direkcija*) for the dredging of the harbour entrance (2003-2004);
- Assisted *Northway Holdings Ltd. (UK)* in establishing its subsidiaries in Lithuania and in its negotiations with *AB Vilniaus bankas* concerning project financing (construction of two private medical centres) and with *UAB Merko statyba* concerning the construction of the centres (2003-2004);
- In cooperation with *CAIB (Corporate Finance Ltd.)*, advised the Government of the Republic of Lithuania on restructurisation of the electric power sector, reorganisation of *AB Lietuvos energija*, establishment of two electricity distribution companies, drafting of Law on Electricity and other laws related to the privatisation of major power supply and distribution companies (*AB Rytų skirstomieji tinklai* and *AB Vakarų skirstomieji tinklai*) (2002-2004);
- In cooperation with *CIBC (Canadian Imperial Bank of Commerce)*, advised the Government of the Republic of Lithuania on matters pertaining to the reorganisation of the Lithuanian power sector and creation of the legal basis for the operations in the sector (1999-2004);
- Advised *Bonnier Entertainment AB* on the acquisition and sale of shares of one of the most popular TV channels in Lithuania, *LNK TV* (1998-2004);
- Completed legal due diligences of power supply and distribution companies *AB Rytų skirstomieji tinklai* and *AB Vakarų skirstomieji tinklai* (2003);
- Completed legal due diligence of a major cosmetics and perfume distribution company in Lithuania (2003);
- Advised a consortium of foreign investors in connection with the tender for the privatisation of the *Lithuanian Shipping Company (AB Lietuvos jūrų laivininkystė)* (2003);

- Represented *AB Lietuvos energija* in connection with public procurement related transactions and in settlement of disputes related to public procurement (2002–2003);
- Advised an international producer and seller of oil in connection with the completion of legal due diligences of its Baltic subsidiaries and change in the corporate structure thereof;
- Represented a major fixed telephony service provider *AB Lietuvos telekomas* in disputes with the Competition Council and Telecommunication Market Regulator (2002–2003);
- Completed legal due diligence of a major crude oil and oil products trading company *AB Lukoil Baltija*;
- Completed legal due diligence of *AB Lietuvos dujos* (Lithuanian Gas) (2002);
- Completed legal due diligence of *AB Lietuvos energija*, including its subsidiaries and affiliates (2003);
- Advised in connection with the financing by the *European Bank for Reconstruction and Development* of the renovation of *SP UAB Kauno vandenys (Kaunas Water Company)* (2002);
- Assisted *Balcans Investment Bank A.D.* in connection with the privatisation of the shares of *BIRAC ZDP Zvornik* (Serbia, Bosnia and Herzegovina), a factory owned by *Energoinvest MDP* (2002);
- Assisted a major U.S. consumer products company, *Mars/Masterfoods*, in connection with the construction of its modern pet food factory in Gargždai. Further advised the client on the establishment of pet food manufacturing and trade operations in Lithuania (1997–2002);
- Advised *AB Lietuvos telekomas (Lithuanian Telecom)* on the offering of shares and depository receipts through stock exchanges in Lithuania and in London (the second phase of the privatisation) (2001);
- Represented *Moller Group*, a Norwegian investor, in connection with its acquisition of an automobile dealership in Lithuania (2001);
- Advised a foreign investor in connection with the construction of a modern biotechnology plant in Vilnius (2000–2001);
- Advised a foreign investor in connection with the tender for the privatisation of the *Lithuanian Shipping Company (LISCO)* (2000);
- Advised *AB Lietuvos telekomas (Lithuanian Telecom)* on the offering of bonds (2000);
- Advised *Vattenfall* on making investments into *AB Kauno energija* and other investment related matters (1999–2000);
- Assisted in connection with the legal due diligences of oil refinery *AB Mažeikių nafta*, oil terminal *AB Būtingės nafta* and oil pipeline *AB Naftotiekis* (1998);
- Advised *Philip Morris* in connection with the construction of a modern tobacco factory in Lithuania (1997–1998);
- In cooperation with *UBS* and *CIBS (CIBC Wood Gundy)*, handled all in-country legal aspects of the privatisation of state-owned shares in *AB Lietuvos telekomas* (Lithuanian Telecom) for the Government of Lithuania (initial privatisation) and assisted it in developing the legal basis for the telecommunications sector in Lithuania (1997–1998);
- Completed legal due diligence of *AB Lietuvos telekomas* (Lithuanian Telecom) (1997);
- Advised on the acquisition and bankruptcy proceedings of *UAB TELE-3*, one of the largest – in Scandinavia and the Baltic region - companies among the *Modern Times Group* companies (1997);
- Together with *Bank Paribas Consortium*, advised the Government on the privatisation of strategic objects in and the reorganisation of the oil sector of Lithuania (1997);
- Advised *Coca Cola Bottlers* in connection with its investment into the construction of a factory for bottling soft drinks in Alytus (1995–1997);
- Represented a major U.S. food company *Kraft General Foods* in connection with the privatisation of a State Confectionery Factory in Kaunas (1994);
- Represented *Coca Cola Bottlers*, a leading U.S. beverage manufacturer, in establishing a joint venture with *AB Utenos gėrimai* (1993–1994);
- Advised a major U.S. tobacco manufacturer, *Philip Morris*, in connection with the privatisation of State Tobacco Factory in Klaipėda (1993);
- Assisted numerous major Western banks (including *EBRD, Nordic Investment Bank, ABN Amro Bank, Overseas Private Investment Corporation, Bankers Trust Company (Trust and Security Services, Global Security Services), Deutsche Bank AG*) in connection with their financing projects;
- Represented the Ministry of Environment of the Republic of Lithuania on various matters, including public procurement projects related to environmental protection;
- Assisted in drafting laws of the Republic of Lithuania (Law on Telecommunications, Law on Energy, Bankruptcy Law and relevant regulations);
- Advises the Jewish Community of Lithuania represented by the *World Jewish Restitution Organization* on matters related to the restitution of Jewish property;
- Counsels Lithuanian and foreign clients on corporate matters, commercial, telecommunications and information technology law, business financing and settlement, mergers and acquisitions, public procurement rules and regulations and other matters.

PUBLICATIONS:

- *International Law Office*. Corporate Chapter (1999–2002);
- *Privatisation & Public/Private Partnership Review 2002-2003* Lithuanian Privatisation;
- *The EU Parliament Magazine Agriculture Chapter: Homework for Lithuania*, No. 146, 30 September 2003;
- *The American Bar Association's magazine International Lawyer Comparative Law Essay* (vol. No. 36, p. 751);
- The manual *Commercial Contracts* (Corporate, M&A sections), 2006;
- Publications in the local business newspapers (1999-2007).

MEMBERSHIP: Member of the Lithuanian Bar, IBA (International Bar Association), AEL (Association of European Lawyers), Antitrust Alliance.

LANGUAGES: English, Lithuanian, Polish and Russian

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CONTACTS:

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