



## Mergers and Acquisitions

Our clients benefit from a leading global M&A practice that has, for the eleventh consecutive year, acted on more M&A transactions than any other law firm. Our experience allows us to execute cross border global deals seamlessly while supporting you across all stages of the transaction and offering you cost-effective, pragmatic business solutions.

### Global leader in M&A

- For the eleventh consecutive year, DLA Piper earned the top legal advisor ranking globally for overall M&A deal volume according to the 2020 *Mergermarket* league tables. Over the last decade, we have handled more than 5,000 reported M&A transactions globally, valued at a total of more than US\$1 trillion. These results consolidate DLA Piper's position as a leading global legal advisor.
- Our clients benefit from timely, pragmatic and commercial approach to problem solving that adds value to their business and enables transactions to come to a successful conclusion for all parties.

### Global reach

- Supported by over 1,000 corporate lawyers globally, we carefully select teams for each specific transaction. This allows us to handle all aspects of complex domestic and cross-border corporate transactions.
- With local lawyers on the ground, we have the ability to flag potential pitfalls in each country, advise on cultural differences and nuances, offer vital auxiliary advice in such areas as employment and competition law and manage even the most demanding due diligence exercise.

### Supporting your needs

- All our lawyers are aligned to industry sectors. We understand the internal and external pressures that our clients face throughout a transaction and the industry-specific issues critical to the success of a deal. We guide our clients through every stage of a deal-from due diligence and structuring, to negotiation and preparation of deal documents, to post-transaction transition and post-merger integration.
- M&A activities unavoidably affect other areas of company law, such as employment, pensions, tax, financial services regulation and corporate governance. Our deal teams include practitioners from these and other areas of law to address all aspects of a deal.

### KEY CONTACTS

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- Merger Control
- Corporate Disputes

## CAPABILITES

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We help our clients with:

- public and private M&A;
- divisional or asset sales;
- distressed company deals through bankruptcy or other structures;
- cross-border transactions;
- various joint ventures and strategic alliances;
- post-merger integration.

## EXPERIENCE

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- Advising Accel-KKR on all aspects relating to its NZD\$140 million acquisition of the Seequent Group.
- Advising BASF in the context of the acquisition of Solvay's polyamide business.
- Advising HCL Technologies on its USD1.8 billion acquisition of a software portfolio from IBM.
- Advising a consortium comprising Link Group, Commonwealth Bank of Australia and Morgan Stanley Infrastructure on its USD1.6 billion acquisition of digital property conveyancing company PEXA.
- Advising NEC Corporation on the acquisition of KMD A/S from Advent International Corporation and Sampension KP Livsforsikring A/S.
- Advising Reece Limited on its USD1.44 billion acquisition of Morsco Inc., a US distributor of commercial and residential plumbing, waterworks and HVAC supplies.
- Advising Ineos Enterprises on its USD1.1 billion acquisition of Ashland Global Holdings' composites business.
- Advising BTIG as financial advisor to PAO TMK, a Russian manufacturer of steel pipe, on its USD1.2 billion sale of IPSCO Tubulars Inc. to Tenaris S.A.
- Advising CIE Automotive on its USD755 million acquisition of Inteva Roof Systems, a US-based designer and manufacturer of car sunroofs.
- Advising Haymaker Acquisition Corp., a publicly traded special purpose acquisition company (SPAC), on its USD850 million business combination with OneSpaWorld.
- Advising a consortium comprising Qumei Home Furnishing Group and Huatai Zijin Investment on the USD631 million public tender offer on Ekornes, the largest furniture manufacturer in the Nordic Region.
- Advising John Swire & Sons and its wholly-owned subsidiary, Argent Energy, on the acquisition of Biodiesel Amsterdam, Tankstorage Amsterdam and Tank & truck cleaning Amsterdam from the Amsterdam-based Simadan Group.
- Advising The China Navigation Company on its acquisition of Hamburg Süd's bulk shipping business.
- Advising TA Associates on its joint investment in Aptean, a provider of enterprise resource planning software, with Vista Equity Partners.
- Advising Webjet on its USD173 million acquisition of UAE based Destinations of the World and related fully underwritten entitlement offer.
- Advising Vodafone on its EUR7.2 billion acquisition of Ono, Spain's largest cable operator.
- Advising SolarWinds, a leading provider of powerful and affordable IT management software, on its USD4.6 billion acquisition by Silver Lake Partners and Thoma Bravo, LLC.
- Advising Fosun International and subsidiaries in numerous transactions totalling over USD2 billion.
- Advising Harrison Street Real Estate Capital, LLC on its USD1.9 billion acquisition of Campus Crest Communities, Inc.
- Advising Discovery Communications on its USD1.7 billion acquisition of the SBS broadcasting business in Scandinavia from ProSieben.
- Advising Abengoa on the 100 percent sale of its subsidiary Befesa Medio Ambiente S.A for EUR1.075 billion.
- Advising Arsenal Capital Partners in numerous transactions totalling USD1.5 billion.

- Advising CyrusOne LLC, a developer of enterprise-class, carrier-neutral data centers, on its USD400 million acquisition of Cervalis Holdings LLC.
- Advising Fortescue Metals Group Limited on the sale of a 31 percent interest in the Iron Bridge and Glacier Valley magnetite deposits (equity value of USD1.15 billion).
- Advising Moss Creek Resources, LLC on its USD803 million acquisition of oil and gas assets from Tall City Exploration LLC and Plymouth Petroleum, LLC.
- Advising W. P. Carey Inc. on its merger with Corporate Property Associates 16 for USD4 billion.
- Advising Etihad Airways on its USD600 million strategic partnership with Indian airline Jet Airways, the first Foreign Direct Investment by an overseas airline.

## INSIGHTS

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### Publications

#### A legal overview

4 January 2022

#### [UNDERSTANDING THE UK NATIONAL SECURITY & INVESTMENT REGIME PODCAST](#)

In episode 2 of our podcast series we discuss the legal context of the regime: how it will operate and the implications for businesses. In particular, the legislation - which comes into force today, 4 January - has wide reaching implications for M&A involving businesses or assets connected with the UK.

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#### Supporting the health of your health system: 2022

3 January 2022

Helping you tend to healthcare system wellness throughout the business life cycle.

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#### What's driving the new National Security and Investment Regime

12 December 2021

#### [UNDERSTANDING THE UK NATIONAL SECURITY & INVESTMENT REGIME PODCAST](#)

Episode 1 of our new Podcast series discusses what is driving the new National Security and Investment Regime. What is the political context for the new regime? Who and what is driving the pressure to strengthen investment screening both in the UK and internationally? Sarah Smith, Partner in DLA Piper's Competition practice is joined by Lord Gavin Barwell, Strategic Advisor and former Chief of Staff to Teresa May and Paul Hardy, Head of UK Government Affairs at DLA Piper to discuss the context of the new regime.

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#### Issue 1: Enforcement of a share pledge vs shareholders' preemption right under Russian law

7 October 2021

#### [SURVIVAL GUIDELINES FOR TRANSACTION PRACTITIONERS](#)

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#### Collaboration and corporate venturing in the financial services industry

29 March 2021

In the past ten years, the financial services industry has experienced significant change. Customer behaviours have developed significantly. In this report, we look at the changing nature of the Financial Services sector and how collaboration (including through M&A) is increasing between established financial institutions and FinTechs.

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### **SEC interim final amendments signal stricter regulation on Chinese and other emerging market companies**

29 March 2021

Under the new requirements, certain companies must establish that they are not owned or controlled by a foreign government entity and must disclose any foreign government influence.

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### **Episode 3: Collaboration and corporate venturing in the financial services industry**

24 March 2021

#### **[THE DLA PIPER FINANCIAL SERVICES PODCAST](#)**

In this episode, partners Anthony Day, Chris Arnold and Michaël Heene discuss the transformation of the traditional model of retail banks and how the pandemic has expedited this change. The evolution of the banking and fintech ecosystems through investment, collaboration and other partnerships, is also examined.

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### **Franchisor consolidations after COVID-19**

22 December 2020

Consolidations will continue in an opportunistic way, but will be moderated by a recognition that consolidation can be risky.

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### **Global M&A in 2020: Impact of COVID-19 Report**

30 November 2020

When we published our annual Global M&A Intelligence report in Spring of this year, Asia was in the midst of dealing with COVID-19, Europe was just starting to really feel the impact and for the US, COVID-19 was widely expected to have an impact but the scale and timing was unclear.

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### **Contracting for the climate: The Climate Contract Playbook is a trove of climate clauses**

11 November 2020

Contracts have become an essential vehicle for companies seek to mitigate their environmental risks and limit their carbon footprints.

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### **New York Department of Financial Services calls on financial institutions to consider climate change risk**

9 November 2020

Investors increasingly view climate as an area of business risk, and regulators are viewing it as a supervisory risk as well.

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### **Assessing ESG factors in the energy sector**

27 October 2020

## ESG HANDBOOKS AND GUIDES

A reference tool for energy companies as they discuss and refine their ESG programs.

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### **New CFIUS regulations change mandatory filing requirements and increase the importance of US export controls**

30 September 2020

The new rule modifies the criteria that trigger a mandatory filing with CFIUS, potentially subjecting more transactions to mandatory CFIUS review.

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### **Sale of Lion Dairy and Drinks – not in Australia’s national interest**

27 August 2020

On Tuesday 25 August 2020, the Treasurer of Australia announced that the proposed sale of Lion Dairy and Drinks Pty Ltd (Lion Dairy) to China Mengniu Dairy Company Limited (China Mengniu) would not be within Australia’s “national interest”, effectively blocking the transaction. This article discusses the ramifications of the decision and how they could impact on foreign investment in Australia.

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### **Release of exposure draft legislation for major reforms to Australia’s Foreign Investment Framework**

10 August 2020

Many governments around the world have been strengthening their laws relating to foreign investment. Australia is no exception to this development and has just released proposed sweeping reforms to its foreign investment regime. In this article, we provide a high level overview of the key proposed amendments and our thoughts on how some of those proposals are likely to affect foreign investment into Australia.

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### **CFIUS encourages public to provide tips and referrals**

24 June 2020

The new webpage encourages tips and referrals about non-notified deals, violations of CFIUS mitigation measures, and other matters that raise national security risk.

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### **Global M&A Intelligence Report 2020**

19 June 2020

For the tenth successive year we were once again number one for global M&A deal volume. We also advised on the most European Private Equity buyout and exit deals in 2019 for the third consecutive year (*Mergermarket*).

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### **Material adverse changes in light of COVID-19**

18 May 2020

Parties in M&A deals that have not yet signed can take steps to protect themselves.

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## Preparing for takeovers in the light of coronavirus

30 April 2020

While takeover activity has fallen significantly since the crisis began, there will come a point where bid activity will increase quickly. This note covers some of the issues that buyers and target companies should consider when preparing for that time.

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## COVID-19: Critical due diligence considerations for M&A, financing and strategic corporate transactions in the retail industry

29 April 2020

Parties to retail-related transactions must consider unprecedented issues.

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## Declaration and payment of dividends in a time of economic uncertainty

23 April 2020

Delaware case law provides guidance for boards facing challenging economic pressure regarding dividends.

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## Strengthening franchise systems post COVID-19: Strategic acquisitions

23 April 2020

[FRANCAST](#)

For franchise companies looking for strategic opportunities, a discussion of transaction structures.

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## Private equity buyer due diligence and representations and warranties insurance considerations

9 April 2020

Considerations about expansions to standard due diligence and the evolving impact on R&W insurance.

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## The barbarians are coming ... time for public companies to reinforce the gate

2 April 2020

While it is far too early to understand or evaluate the true impact that the COVID-19 outbreak may have on the M&A market, for so long as market prices remain depressed, public companies are encouraged to remain cognizant of the potential threat of coercive takeover attempts.

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## Australian Government increases scrutiny on foreign investment as part of response to COVID-19

31 March 2020

[OVERVIEW](#)

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- Monetary screening threshold reduced to \$0 for all foreign investments under the FATA
- Timetables for new and existing applications to be extended up to 6 months
- Priority will be given to applications for investments that support Australian business and jobs so, where applicable, this should be highlighted in applications to FIRB
- Transactions signed prior to 10:30pm on Sunday, 29 March not impacted by changes

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## **COVID-19: Getting your cross-border deal done and documents notarized and legalized in the age of coronavirus (United States)**

27 March 2020

A summary of recent changes to the notarization, apostille and legalization by embassy processes in the United States.

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## **Impact of COVID-19 on ongoing and future M&A negotiations: MAC clauses in COVID-19 times**

26 March 2020

Material adverse change (MAC) provisions in the context of a M&A transaction give a purchaser the right to terminate if, between signing and completion, an event or development occurs that has, or is expected to have, a materially adverse effect on the target company/business.

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## **Managing COVID-19 risks in corporate deals**

26 March 2020

The COVID-19 global pandemic undoubtedly creates a challenging environment for corporate deals. In this note, we look at the likely impact on M&A transactions and the steps that can be taken to manage the risks arising from the pandemic.

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## **DLA Piper obtains approval of first coronavirus-impacted bankruptcy sale**

25 March 2020

DLA Piper's Restructuring practice is at the forefront of the intersection of COVID-19 and bankruptcy.

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## **Impact of COVID-19 on ongoing and future M&A negotiations: Force majeure and unforeseen circumstances under Dutch law**

25 March 2020

We will explore the implications of COVID-19 on transactions that have signed but not completed. More specifically, we will focus on what the options are under Dutch law to use the concepts of force majeure (overmacht) and unforeseen circumstances (onvoorziene omstandigheden) to withdraw from the transaction.

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## **COVID-19's (likely) impact on the US M&A market**

19 March 2020

Certain considerations that participants in the M&A market may wish to keep in mind as we progress through these unprecedented

times.

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## **Coronavirus (COVID-19): ten practical steps for global employers, right now (Global)**

13 March 2020

These steps are not based on laws of any one jurisdiction but rather are designed to provide a global employer with themes to consider, understanding that what may be suitable for each employer may vary greatly depending on the employer's unique circumstances.

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## **Israel Group News February 2020**

10 February 2020

### **ISRAEL GROUP NEWS**

In this issue, our global activities, latest publications, coming events and more.

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## **Events**

### **Previous**

#### **Virtual M&A Academy 2021**

27 - 30 September 2021

Webinar

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#### **Planning for an Uncertain World**

16 November 2020

TechLaw Event Series

Webinar

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#### **TechLaw**

31 July 2020

TechLaw Event Series

Webinar

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#### **TechLaw**

5 March 2020

TechLaw Event Series

Sydney

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## TechLaw

3 March 2020  
TechLaw Event Series  
Melbourne

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## NEWS

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### DLA Piper tops list for global M&A for 12th straight year

21 January 2022

For the 12th consecutive year, DLA Piper was the highest-ranked legal advisor in the world for M&A deal volume, according to *Mergermarket's* league tables. The firm was involved in 1,104 transactions worldwide in 2021, valued at approximately US\$242 billion.

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### DLA Piper advises insightsoftware on its acquisition of Australia-Based Bi and CPM platform Calumo

23 July 2021

Global law firm DLA Piper has advised insightsoftware, a global provider of financial reporting and performance management solutions for the Office of the CFO on the acquisition of Australia-based business intelligence and corporate performance management (CPM) platform CALUMO.

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### DLA Piper advises Zip Co Ltd on acquisitions of UAE's Spotii and Czech-based Twisto

26 May 2021

DLA Piper has advised leading digital retail finance and payments company Zip Co Ltd on the conditional acquisition of the remaining ~78% of Spotii, and ~90% of Twisto, two buy now, pay later (BNPL) payments platforms.

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### DLA Piper advises Wipro Limited on USD1.45 billion acquisition of Capco

29 March 2021

DLA Piper has advised Wipro Limited, a leading global information technology, consulting and business process services company, on all non-US and non-India aspects of the USD1.45 billion acquisition of Capco.

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### DLA Piper advises Manulife on its acquisition of 39 Martin Place

29 January 2021

DLA Piper has advised international financial services group Manulife Financial Corporation on its 50/50 joint venture with Investa Commercial Property Fund ("ICPF") to acquire the right to a 100% interest in 39 Martin Place, Sydney from Macquarie Group Limited (ASX: MQG).

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### DLA Piper advises Elisa on the acquisition of camLine Group

18 January 2021

DLA Piper has advised the Finnish telecommunications and digital services company Elisa on the acquisition of German-based industrial software provider camLine Group.

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### **DLA Piper tops list for global M&A deal volume for 11th straight year**

7 January 2021

For the 11th consecutive year, DLA Piper was the highest-ranked legal advisor in the world for M&A deal volume, according to *Mergermarket's* league tables.

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### **DLA Piper advises Zip Co on its investment in UAE's buy now, pay later FinTech Spotii**

18 December 2020

DLA Piper has advised digital retail finance and payments company Zip Co on its strategic investment in Spotii, a buy now, pay later (BNPL) interest-free payments platform.

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### **DLA Piper wins TMT Finance M&A Global Telecom Deal of the Year**

8 December 2020

DLA Piper is pleased to announce that they have received the TMT Finance M&A Global Telecom Deal of the Year for their representation of T-Mobile and Deutsche Telekom in the T-Mobile-Sprint merger.

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### **DLA Piper advises Poland's Copernicus on its sale to Nemera**

29 October 2020

DLA Piper has advised Copernicus, regarded as one of the most valued innovative companies in the Polish health sector, and its founders on its sale to Nemera, a world leader in the design, development and manufacturing of drug delivery devices for the pharmaceutical, biotechnology and generics industries.

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### **DLA Piper advises Space Capital on investment in technology start-up bliq**

27 October 2020

DLA Piper has advised US venture capital investor Space Capital on its investments in German technology start-up, bliq. The investment was part of bliq's Series Seed 2 financing round.

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### **DLA Piper advises Inven Capital on investment into Eliq AB**

9 October 2020

DLA Piper Prague has successfully represented Inven Capital, in their investment into Swedish company Eliq AB. With its stake in Eliq AB, Inven Capital is expanding its portfolio of companies with an important customer engagement platform in the utility space.

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### **DLA Piper advises Russian investment fund Trust Union Fund on the acquisition of Kovosvit MAS**

8 September 2020

DLA Piper Prague Team has advised Russian investment fund Trust Union Fund on the acquisition of the South Bohemian machine tool manufacturer Kovošvit MAS from Industry Innovation, a.s. owned by the Czech businessman Jaroslav Strnad.

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#### **DLA Piper advises Iberdrola on AUD893 million takeover**

25 August 2020

Global law firm DLA Piper has advised Spanish utility giant Iberdrola on its AUD893 million takeover of Infigen Energy (ASX:IFN).

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#### **DLA Piper advises AS Roma in its sale to The Friedkin Group for €591 million**

17 August 2020

DLA Piper represented AS Roma SPV, LLC, the majority shareholder of Italian soccer club AS Roma, in the sale of its controlling interest in the team and certain related assets to The Friedkin Group, Inc., in a transaction valued at €591 million.

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#### **DLA Piper advises Syngenta on the acquisition of South African Sensako Group**

17 August 2020

DLA Piper has advised Swiss-based Syngenta Group on its acquisition of Sensako Group, a South African seeds company engaged in the breeding and the commercialization of agronomic crops.

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#### **DLA Piper advises Heidelberger Druckmaschinen on the sale of MIS software provider CERM**

6 August 2020

DLA Piper has advised Heidelberger Druckmaschinen AG (Heidelberg) on the sale of CERM, a global provider of Management Information System (MIS) software for the printing industry, in a Management Buyout (MBO).

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#### **DLA Piper advises BASF in connection with completion of the acquisition of Solvay's polyamide business and formation of a joint venture with Domo Chemicals**

24 March 2020

DLA Piper has advised DAX company BASF on the acquisition of Solvay's polyamide business. The transaction was completed on 31 January 2020, after corresponding agreements had been signed by both companies in September 2017 and August 2019. The purchase price paid by BASF on a cash and debt-free basis amounts to EUR 1.3 billion.

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#### **DLA Piper advises Heidelberger Druckmaschinen on package of measures to increase profitability**

20 March 2020

DLA Piper has advised Heidelberger Druckmaschinen AG on the comprehensive package of measures to increase its profitability which has been announced by the company. The aim is to reduce structural costs at short notice and to sustainably improve the company's profitability. This will significantly improve Heidelberg's financial stability.

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## **DLA Piper advises ControlExpert shareholders on the sale of a majority stake to Allianz X**

17 March 2020

16 March 2020 - DLA Piper has advised the minority shareholders of ControlExpert on the sale of a majority stake to Allianz X. ControlExpert will maintain its business model and operational autonomy. Together with Allianz X, the company will focus on further enhancing digitalization and customer focus to achieve growth in Germany as well as in global markets. The transaction is subject to approval by the relevant competition authorities.

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## **DLA Piper only firm in top five for private equity, venture capital and M&A for third consecutive year**

25 February 2020

DLA Piper was the only firm to rank among the top five most active law firms for global deal volume in each of private equity, venture capital and M&A.

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