



Real Estate Deal Support Solution Across Europe*

Any investor considering a deal needs to check all assumptions it is making about that deal.

A fragile global economy and a world-wide business environment prone to accounting and governance issues have increased the complexity of today's real estate deals.

- Corporate boards exercise greater caution in assessing transactions and the associated risks;
- Private equity executives face increasing professional and personal liability for the performance of their funds and portfolio companies;
- Cross-border dealmakers must face different legal, economic and cultural issues, from country to country.

In the challenging climate for deal making, rigorous due diligence enables sellers and buyers to reduce uncertainty regarding the fair value of a real estate, to identify hidden risks and to remove obstacles to closing a transaction.

In response to these challenges PricewaterhouseCoopers has developed tailor made deal support solutions. These tools help dealmakers to facilitate real estate transactions and to acquire competitive advantage, including deal support services for:

- Buy-side
- Sell-side deal
- Tax deal

PricewaterhouseCoopers – your partner for your real estate deals

PricewaterhouseCoopers services include:

- Consistent real estate support across Europe;
- Local knowledge in an internationally integrated real estate network;
- Multi-disciplinary approach (i.e. real estate/financial/tax/legal);
- Transparent and efficient process management;
- High flexibility – dedicated teams;
- Strong track record and high credibility.

Our global real estate team consists of highly skilled, qualified professionals with hands-on experience at the highest levels. With PricewaterhouseCoopers you will get all the real estate support you need, and more.

PricewaterhouseCoopers is here to assist you at any time for any project you intend to carry on.

Buy-side Deal Support Services

Any investor considering a deal needs to check all the possible assumptions about that deal. Buy-side deal support and due diligence provide peace of mind to both corporate and financial buyers, by analysing and validating all the commercial, tax, legal, technical, environmental and financial assumptions being made.

Your business decision:

- You want to diversify your overall asset base through the acquisition of real estate portfolios
- You want to expand your real estate portfolio by investing globally
- You want to spread your portfolio's market risk by purchasing properties in another country or another market segment

How PricewaterhouseCoopers can support you:

- By helping you to identify and understand critical success factors and therefore improve your understanding of all the relevant issues, so that informed decisions can be made
- By highlighting strengths that can be built upon or weaknesses that can be resolved

Our buy-side service offerings

Project Management

1. Deal Origination

- Identification of targets
- Analysis of targets
- Market overview (players)
- PricewaterhouseCoopers network
- Market network/presence

2. Initial Review

- Gathering general market information
- Identification of value drivers/sensitivity analysis
- SWOT analysis (go/no-go)
- Price indication
- Initial structuring

3. Due Diligence (DD)

- Coordination of the DD process with internal and/or external sources (market, tax, legal, technical, environmental, financial DD)
- Property financial tenant credit analysis
- Financial modelling/business plan/exit strategy
- Property valuation/Net asset value

4. Negotiations

- Pricing/sensitivity analysis
- Draft sale and purchase agreement
- Negotiation strategy
- Timing issues
- Support on financing

5. Closing the deal

- Post deal services
- Business plan/exit strategy

Sell-side Deal Support Services

Even the most demanding purchaser will find that PricewaterhouseCoopers vendor deal support and due diligence services respond to his concerns and provide profitable solutions. For vendors undertaking a disposal of real estate, sell side assistance provides bespoke solutions to assist you in successfully completing your divestments.

Your business decision:

- Your company's strategy involves disposing part of the real estate portfolio, either through an asset deal or by a share deal
- Your company is in the process of restructuring/re-focusing its real estate portfolio
- Your company wants to raise capital through a sale-leaseback transaction

How PricewaterhouseCoopers can assist you:

- Providing vendors with greater control over the sale process and the timing of the sale, which could help secure a higher price
- Adding credibility to the facts, figures and information provided in the sales memorandum
- Early identification of value critical issues, providing the option to "regroup and fix" outside the public limelight

Our sell-side service offerings

Project Management

1. Feasibility Study

- Define rationale for sale
- Define the scope of the Transaction/Marketable product
- Price expectations/indicative valuation
- Financial/Accounting/Tax impacts
- Internal approvals
- Internal/External constraints/Definition of timetable
- Go no-go decision

2. Arranging the Transaction

- Target analysis
- Data collection (market analysis, sale object)
- Compilation of a list with potential investors (long list, short list)
- Setting-up of Blind profile, Information Memorandum (IM), Confidentiality Agreement (CA)
- Due Diligence preparation
- Vendor DD report

3. Tender Process Phase I (Indicative)

- Investor contacts
- Documentation mailings (Blind profile, CA)
- Mailing IM after receipt of CA
- First tendering (non-binding offers)
- Decision about acceptance for next stage

4. Tender Process Phase II (Binding Offers)

- Invitation of selected investor to the Due Diligence and second tendering
- Due Diligence execution (data room, management, presentation, Q&A sessions, site visits)
- Draft sale and purchase agreement
- Second tendering (Binding Offers)
- Selection of buyer

5. Closure

- Negotiations
- Signing and Closing
- Post-closing services



PricewaterhouseCoopers Real Estate Team:



Vasile IUGA
Territorial Senior Partner

Vasile Iuga holds a Degree in Aeronautics, from the Polytechnic University of Bucharest. Fellow of the Association of Chartered Certified Accountants (ACCA - UK); Financial Auditor, member of the Board of the Romanian Chamber of Financial Auditors (CAFR); Romanian Chartered Accountant (CECCAR); Certified Appraiser (ANEVAR); training with Harvard Business School, London Business School, INSEAD and IMD. Vasile joined PricewaterhouseCoopers in 1991 and was admitted as Partner in 1997. He runs the Assurance Department and since 2004 he has been appointed Territorial Senior Partner. He is a member of the PwC CEE Management Board. Vasile is also a member of the coordinating group within the company, responsible for financial services in Central and Eastern Europe. He is also vice-president of the American Chamber of Commerce Board in Romania. Vasile has an in-depth knowledge of the Romanian companies from his involvement in hundreds of assignments in all sectors of the Romanian economy. Areas of expertise include the audit in accordance with International Auditing Standards of Financial Statements prepared in accordance with International Accounting Standards and Due Diligence of telecom companies, industrial companies, oil and gas companies, railways companies, banks and insurance companies. He has extensive experience of reporting under International Financial Reporting Standards. He is fluent in Romanian, English and French.



Peter de RUITER
Partner

Peter de Ruiter graduated from Leiden University, the Netherlands, as a lawyer specialising in taxation. He is a member of the Dutch Bar of Tax Advisors. He started his career in the Netherlands working for a large global consulting firm, where he gained a wide experience and expertise in advising clients in all main tax areas. He became a partner of the firm in 1995. Thanks to advisory services focusing mainly on an international client portfolio, he developed specific skills and in-depth expertise in the field of international taxation and cross-border tax planning. In 1996, he moved to Poland where he worked for eight years building up the tax and legal practice from a relatively small group of advisors into a team of over 200 professionals. He personally provided assistance and advice to major inbound investors, and was heavily involved in deal structuring and transaction support relating to a number of privatisation projects. He also provided them with effective investment structures both from a Polish and international tax perspective. In the framework of Poland's EU Accession as of 1 May 2004, Peter helped guide major Polish companies through their pre- and post-EU accession transition processes. In 2004, he moved to Romania as the country managing partner of the same consulting firm, also with the task to further develop the South-European practices. In 2006, Peter joined PwC as a direct-entry tax Partner in the Bucharest office. He is heading the Corporate Tax Group and the Financial Services Team. Peter is fluent in Dutch, English and German and has basic knowledge of French and Polish.



Silke MATTERN
Director

Silke Mattern is a German lawyer and tax advisor and has over 15 years professional experience in advising international clients. Silke worked with PwC in Stuttgart, Germany where she advised international clients and has been involved in numerous merger and acquisition transactions. She has also been planning succession for family businesses in various industries. For 3 years Silke has worked with PwC in Moscow, Russia. She has built up the tax German Desk and advised international clients from various industries, especially from the automotive and pharmaceutical industry. Silke has also been an advisor to the AIPM (Association of International Pharmaceutical Manufacturers). Working for 5 years in industry, Silke gained valuable experience. She has been the European Tax Director for two American listed companies, based at the respective European headquarters in Belgium. Silke has been involved in divestitures and acquisitions in Europe, including Eastern Europe. Silke rejoined PwC in Poland, where she was responsible for the tax German Desk, serving mainly German based clients from various industries. In March 2008, Silke joined the PwC corporate tax department in Bucharest, Romania where she is advising international clients, with a specialization in real estate.

PricewaterhouseCoopers Real Estate Team:



Speranta MUNTEANU
Director

Speranta Munteanu is a Director in Corporate Finance and Recovery department of PricewaterhouseCoopers Romania, currently heading the Business Recovery Services Department. Speranta also co-ordinates the real estate appraisal team and the valuation services for financial reporting team within PricewaterhouseCoopers Romania. She is a Certified Appraiser, member of the Romanian National Valuers Association (ANEVAR) since 1994, and a member of the Board of Directors of ANEVAR. She has extensive experience in valuations, being involved in a significant number of valuations. In the last three years, Speranta was project leader mainly for appraisals of fixed assets belonging to various companies from different industrial sectors including Electrica as Power Distribution Company. She was responsible for coordinating the valuation team, which performed the assets appraisal of Dobrogea Distribution Company (four county-based branches). She also worked for several PPAs projects related to the OTE/Romtelecom, SBS/Prima TV, ŢEZ/Electrica Oltenia, Zentiva/Sicomed acquisitions. She is fluent in Romanian and English.



Marius TURCANU
Manager

Marius Turcanu is Manager within the Advisory Services of PricewaterhouseCoopers Romania, focusing on Business Restructuring and Real Estate. With a Bachelor Degree in Finance and Banking from Academy of Economics Bucharest, his theoretical background includes a Specialized Master in Banking and Insurance. A CFA Level III candidate, he is also a Ph.D. student, FX and International Finance specialization. His previous work experience includes Relationship Management and Corporate Credit Analyst with Raiffeisen Bank as well as an Economist position with the National Bank of Romania. His professional background is strongly rooted in the banking sector whereby he had the opportunity to gain exposure to the real estate industry through his exposure to various areas of project finance, credit analysis and relationship management. Marius joined PwC Romania in October 2005 and as a member of Advisory team he was involved and led several projects, covering debt structuring, real estate finance, business restructuring and PPA. He is fluent in Romanian and English.



Cristina CLUJESCU
Assistant Manager

Cristina Clujescu has an economic background, graduating the Academy of Economic Studies - Faculty of Economic Studies in Foreign Languages. She is with the Corporate Taxation Department of PricewaterhouseCoopers Romania starting October 2002. She has been providing advice to both international and Romanian clients as regards business (re)structuring, international tax planning and various tax aspects related to Romanian investments. Cristina has developed considerable experience in the real estate industry, advising both real estate clients and clients in various industries performing real estate transactions. She is also part of the Financial Services Team, advising amongst others clients that operate in the investment management sector.

Real estate transaction support – legal services

Real estate field continues to be challenged by various legal uncertainties, therefore it is strongly recommended to employ the services of a qualified and specialised lawyer when planning a real estate transaction.

D&B David si Baias, the correspondent law firm of PricewaterhouseCoopers has the knowledge and the experts to assist you in order to make your real estate transaction a success.

Your business decision:

- You intend to acquire real estate properties in Romania.
- You intend to develop a real estate project alone or in association with a joint-venture partner.
- You intend to dispose of a real estate property.

How can D&B support you:

1. *Due diligence services*

- Checking the title of the current real estate properties owner, in order to identify legal issues associated with the target property with a view to assess the risks involved by its acquisition;
- Checking the legal history of the corporate vehicle currently owning the real estate property proposed for acquisition, in order to assist you with the decision regarding the structure of the acquisition (share deal vs. asset deal);
- Vendor due diligence, aimed at identifying legal risks, in order to better address them during the proposed transaction.

2. *Transaction support*

- Advising on the deal structuring;
- Legal advice for the structuring of joint venture agreements;
- Drafting and/or reviewing memoranda of understanding and pre-sale purchase agreements;
- Drafting and/or reviewing sale-purchase agreements, escrow agreements, other transaction documentation;
- Assistance during negotiations of transaction;
- Legal assistance for obtaining the necessary financing (drafting, reviewing and assistance during negotiation of loan agreements, as well as of related securities, e.g. mortgage agreements);
- Legal assistance during signing and closing;
- Legal assistance for registration of titles to land and buildings, pledges and mortgages;
- Post Closing legal assistance – e.g. legal assistance regarding town and county planning rules and building permits, construction and engineering matters, environmental issues;
- Dispute analysis and real estate litigation support services.

D&B David si Baias Real Estate Team:



Sorin DAVID
Partner, Attorney-at-Law

Sorin David is a partner of D&B David si Baias. He has been a member of the Bucharest Bar since 1991 and he has been an arbitrator of the Court of Arbitration of the Romanian Chamber of Commerce and Industry until 2005. Mr David has legal qualifications obtained in Romania (PhD, summa cum laude), USA (Master of Laws) and the Netherlands (post-graduate studies). He is also an associate professor of law at the Law School of the Bucharest University. Mr David is the author of more than 20 law journal articles published in Romania or abroad. He is co-author of 'Commentaries on Company Law', one of the leading law books on Romanian company law. Mr David is specialised in banking and finance, securities, mergers and acquisitions and antitrust. He has advised a number of financial institutions and major industrial companies (multinational and local) on complex corporate and real estate transactions. He has also advised and co-ordinated several major acquisitions and business restructuring assignments in Romania. Mr David has been involved in several projects for the alignment of Romanian legislation with EU regulations and international best practice.



Anda ROJANSCHI
Senior Lawyer

Anda Rojanschi is a Bachelor of Law at the University of Bucharest, with legal qualifications also obtained in Luxembourg and France. She was admitted in the Bucharest Bar in 1996. Anda joined the legal group of PricewaterhouseCoopers in 2002 and is currently a Senior Lawyer with D&B David si Baias law firm, the correspondent law firm of PricewaterhouseCoopers in Romania.

Anda Rojanschi is heading the transaction support team, advising clients on the structuring of complex real estate and corporate transactions, coordinating the legal due diligence work and assisting clients during negotiations. She is experienced in dealing with corporate law matters, her expertise also covering employment, as well as environmental law. Having Romanian as native language, Anda is also fluent in English and French.



Cătălin ALEXANDRU
Associate Lawyer

Catalin is an Associate Lawyer with D&B David si Baias SCA, the correspondent law firm of PricewaterhouseCoopers in Romania. With a Bachelor Degree in Law from the University of Bucharest, Romania, Catalin has been a member of the Bucharest Bar since January 2004. As a member of the real estate team, he has been exposed both to providing transaction support services (sell-side and buy-side) and to pleading before Romanian courts in real estate lawsuits. Catalin has published several articles in law reviews, as well as a book on the new Tax Procedure Code (in collaboration with Dan Dascalu). He is fluent in Romanian and English.



Emanuel BĂNCILĂ
Manager

Emanuel Bancila is Bachelor of law at the University of Bucharest, class of 1996. His expertise covers real estate, taxation, as well as mergers and acquisitions. Emanuel has developed considerable experience in the real estate industry, advising both real estate clients and clients in various industries performing real estate transactions. He has also advised Romanian and foreign companies on civil and commercial matters.

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