



Mergers and acquisitions disputes

Capability statement

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The Rise of M&A Disputes

Disputes in M&A transactions can arise at various stages, including pre-signing, between signing and closing, and post-closing. These disputes commonly involve breaches of memoranda of understanding, non-fulfillment of conditions precedent, disagreements over representations and warranties, and conflicts concerning earnout.

Arbitration has become a favored method for resolving such disputes due to its confidentiality, flexibility in arbitrator selection, and international enforceability of awards.



How to Proceed

Depending on whether you are the seller or buyer, you will want to pursue a different dispute management strategy. Share purchase agreements typically tend to limit the liability of sellers and impose conditions on buyers related to their claims. There is an important body of know-how to manage the access to information that is critical to the dispute at hand.

What steps we can take to help you:

- 1** Reviewing contracts for the potential risks of dispute
- 2** Preparing claim notices and responses
- 3** Identifying and securing evidence
- 4** Collaborating with experts and financial professionals
- 5** Assisting in funder selection (if needed)
- 6** Providing representation throughout the dispute process



Who We Are

Queritius is a top-notch international dispute resolution boutique founded in 2020 by former members of the world's best dispute resolution teams. The firm brings together an open-minded, hard-working, teamwork-oriented group of experts, passionate about arbitration and dedicated to supporting their clients. Recognized consistently as one of the leading brands in international arbitration by GAR100, Chambers and Partners, and Legal 500, Queritius is committed to delivering exceptional

service. Specializing in international dispute resolution in Central and Eastern Europe, our dedicated team, with a presence in key locations such as Athens, Budapest, Kyiv, Warsaw, and Zagreb, exceeds 20 professionals and is capable of handling almost any CEE-related dispute, regardless of the industry sector, the amount at stake or matter complexity. For more information, please see www.queritius.com and follow us on [Linkedin](#).

Why Choose Us



We have served as counsel, arbitrators, and mediators in over 150 international and domestic disputes, **including numerous M&A-related cases.**



We understand financial statements and corporate finance.



Our international and agile team combines legal practice with academia allowing us to think out of the box and deliver **smart solutions tailored to your specific business and challenges.**



We are never afraid to **dive into the details and exert diligence towards the best outcome together with our clients.**



We are fluent in Belarusian, Croatian, Greek, English, French, German, Hungarian, Italian, Polish, Russian, Spanish and Ukrainian, but most importantly we **understand you and your needs.**

The team is excellent, hard-working, and responsive.
- GAR 100

Dalibor Valinčić provides practical and well-thought-out advice.
- Chambers and Partners

Queritius is a young firm filled with high-profile litigators.
- Legal 500

The attitude of the entire Queritius team, the support we have been given by them, and the effectiveness of their actions that go beyond legal aspects, allows me to recommend with full conviction the Queritius to anyone looking for outstanding Law Firm.

- Karol Gawet, CEO of Smart Kids Planet, Entrepreneur of the Year according to EY

Selected Experience



Case Studies

1

Dispute between two shareholders in a SPV entrusted with the development of a shopping mall.

Our role: Counsel to an international real estate investment fund.

The problem: The unexpected breakout of the COVID-19 pandemic significantly impacted the valuation of the shopping mall, which stood as the SPV's primary asset. Subsequently, a dispute arose between the SPV shareholders regarding the acceptance of a call-option notice submitted by one shareholder before the pandemic's outbreak.

The solution: Our role consisted of assisting the shareholder in accepting the call-option notice by strategically leveraging advantageous factual circumstances. This approach aimed to ensure a favorable settlement outcome, which included negotiating changes to the existing shareholder agreement in our client's best interest.

Case Studies

2

Dispute between a buyer and a seller of shares in a distribution company.

Our role: Counsel to buyer.

The problem: Upon the company's acquisition, the buyer immediately uncovered irregularities surrounding the target company's assets, notably pertaining to inventory, receivables, and provisions. Despite initially receiving clean audit reports validating the company's financial integrity, the buyer soon realized that these reports did not accurately reflect the true state of affairs.

The solution: In the arbitration that ensued, we worked alongside accounting experts to demonstrate the misleading nature of certain entries in the company's financial statement, in breach of International Accounting Standards and statutory obligations. This was one of the many cases confirming that an appropriate understanding of corporate finance is key to properly presenting the critical issues in dispute.

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