Joerg Hanke

Counsel, Frankfurt

Finance



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Education

Dr. jur., Georg August University, Goettingen, 2007

Second State Exam, State of Hesse, 2007

Magister Legum Europae, University, Goettingen, 2003

First State Exam, Georg August University, Goettingen, 2003

Bar Admissions

Frankfurt am Main

Dr. Joerg Hanke focuses on domestic and cross-border bank finance matters, in particular multilayered bank/bond leveraged acquisition finance, real estate finance and general corporate lending, including corporate refinancings and restructurings.

Prior to joining Skadden, Dr. Hanke worked in the banking department of another major international law firm and was based in its Frankfurt office. During his time at his previous law firm, he was seconded to Credit Suisse, London and to KfW. Prior to his legal education, Dr. Hanke trained as a bank clerk (Bankkaufmann) and worked at Norddeutsche Landesbank.

In recognition of his work, Dr. Hanke has been selected for inclusion in *Chambers Global* and honored as a Notable Practitioner in Banking by *IFLR1000*, as well as repeatedly named to *Best Lawyers*. His significant transactions include advising:

- **GE Vernova Inc.** in its US$9 billion acquisition of Trench Group from Triton Partners
- **American Industrial Partners (AIP)** in the sale of its 49% stake in manroland Goss web systems GmbH to Possehl Group
- **KONE Corporation** in connection with its pending combination with TK Elevator GmbH, a portfolio company of a consortium led by Advent International and Cinven, at a €29.4 billion enterprise value. This is the largest-ever acquisition by a strategic buyer from private equity in Europe to date and one of the region's largest takeovers in years
- **AGRAVIS** in its offer of up to €60 million in new profit participation rights
- **The Middleby Corporation** in the banking aspects of its acquisition of OKA-Spezialmaschinenfabrik, a family-owned German engineering company and manufacturer of high-tech baking and confectionery machinery
- **Castik Capital** in the financing aspects of its acquisition of WATR Group from private equity fund Borromin Capital Management
- **Unilever PLC** in the banking aspects of the sale of its Russia business to Arnest Group
- **United Talent Agency (UTA)** in its acquisition of European soccer agency ROOF Group GmbH, UTA's largest M&A transaction to date
- the founders of Berlin-based communications specialist and FRITZ!Box manufacturer **AVM** in the sale of a majority stake in the company to European family office Imker Capital Partners and the founders' reinvestment into the new ownership structure
- **TSG Consumer Partners** and **Backcountry** in the sale of Bergfreunde GmbH, a Germany-based online retailer of premium outdoor apparel and equipment, to DECATHLON S.E., the world's largest sporting goods retailer
- a consortium led by **Energy Infrastructure Partners** in the acquisition of approximately 20% of Fluxys Group, an operator of gas pipelines and LNG terminals across Europe, from Canadian pension fund Caisse de dépôt et placement du Québec (CDPQ) and its partnership with Publigas SA, which owns approximately 77% of Fluxys Group
- **Energy Infrastructure Partners** in its:
  - minority investment of up to €700 million and subsequent 10% increase of its stake in Eni Plenitude, an Italian diversified energy transition company, at an enterprise value of over €10 billion and a post-money equity value of approximately €8 billion
  - acquisition of a 49% stake in Iberdrola's €1.425 billion Wikinger offshore wind farm
- **phenox** and its shareholders, including health care private equity investor SHS, in the sale of phenox to Wallaby Medical for a total consideration of €500 million including milestone payments

- **Hg** in connection with its significant minority investment, alongside EQT and TA Associates, in IFS and WorkWave, two cloud-based software services businesses, at a US$10 billion valuation
- **Færch Group** and its owner, **A.P. Møller Holding**, on the acquisition of PACCOR Group from U.S. private equity firm Lindsay Goldberg
- **Silver Lake** in its strategic partnership and investment in German publicly listed company Software AG via the purchase of €344 million aggregate principal amount of subordinated unsecured convertible notes. This is the first PIPE by any U.S. technology investment firm in a German public company
- **Armira** and **Boxine** in Boxine's €1 billion business combination with 468 SPAC I SE, one of the first de-SPAC transactions in the market involving a German-listed blanc cheque company
- the shareholders of **Canyon Bicycles**, **Roman Arnold** and **TSG Consumer Partners** in the sale of a majority stake in Canyon Bicycles to Groupe Bruxelles Lambert
- **Adevinta ASA** in its US$9.2 billion acquisition of eBay Classifieds Group from eBay Inc.
- **The SCP Group** in its acquisition of Real GmbH from METRO AG
- **Gulf Energy Development** in its:
  - acquisition of a 50% stake in offshore wind farm Borkum Riffgrund 2 from Global Infrastructure Partners and its joint venture with Ørsted
  - the subsequent disposal of 50.01% of its stake in the €3 billion wind farm, representing a 25% interest in the project, to a joint venture of Singapore-based Keppel Infrastructure Trust and Keppel Corporation Limited, and the related joint venture agreement between Gulf and Keppel
- **AGRAVIS Raffeisen AG**, an agricultural trading and services company, in its €100 million trade receivables securitization; in its €100 million promissory notes (Schuldscheindarlehen); and in its €650 million syndicated working capital facilities agreement
- **Key Safety Systems, Inc.** in the cross-border financing of its US$1.6 billion acquisition of substantially all of the assets and operations of Takata Corporation as part of Takata's Chapter 11 case
- **LANXESS AG**, a global specialty chemicals company, in the bridge financing of its US$2.5 billion acquisition of Chemtura Corporation
- **Citibank, N.A.** in relation to cross-border asset-based facilities provided to Avaya, Inc.
- **J.P. Morgan** in the financing of Deutsche Annington Immobilien SE's €3.9 billion public takeover bid for all of the outstanding shares in GAGFAH S.A. The financing comprises, among other things, a syndicated bridge facilities agreement which will be available to fund the cash consideration of the shares in GAGFAH and to refinance certain existing financial indebtedness of GAGFAH
- **Archer Daniels Midland Company** in its US$3.1 billion acquisition of WILD Flavors GmbH
- **LM Group Holding A/S** (a portfolio company of U.K.-based Doughty Hanson & Co) in connection with the refinancing of its existing indebtedness, which included: the issuance of €130 million fixed-rate senior secured high-yield bonds in conjunction with the establishment of a super senior revolving credit facility of up to €35 million
- **Outokumpu**, the leading Finland-based stainless steel manufacturer, in connection with a €900 million revolving credit facility and a €500 million liquidity facility
- **SGL Carbon SE**, a carbon and graphite products manufacturer, in a new €200 million credit facility and in its €250 million issuance and placement of senior secured notes due 2021 to refinance its existing floating rate notes
- **F.I.L.A. Fabbrica Italiana Lapis ed Affini S.p.A.** in its US$49 million acquisition of the fine arts business operated by the AhlstromMunksjö Group under the ARCHES® brand
- **Sartorius Stedim Biotech**, part of the Sartorius AG group in connection with a €250 million syndicated credit facility agreement
- **Exide Technologies**, a manufacturer of lead-acid batteries, in its voluntary Chapter 11 case filed in the U.S. Bankruptcy Court for the District of Delaware. In connection with the filing, Exide entered into a US$500 million cross-border debtor-in-possession financing supported by guarantees and collateral security from non-U.S. subsidiaries in more than 10 countries
- **Credit Suisse**, **Barclays Capital** and **RBC Capital Markets** in connection with a new €75 million senior secured revolving credit facility for KM Germany Holdings GmbH and KM US Holdings II, Inc.
- **HellermannTyton Alpha S.a.r.l.** (a portfolio company of U.K.-based Doughty Hanson & Co.) in connection with the refinancing of its existing indebtedness, which included: the issuance of €220 million of floating rate senior secured high-yield bonds in conjunction with the establishment of a super senior revolving credit facility of up to €80 million
- **Hillenbrand, Inc.**, a holding company for a funeral products manufacturer and an industrial equipment supplier, in its:
  - US$730 million acquisition of the Food and Performance Materials business of Schenck Process
  - US$530 million acquisition of Coperion Capital GmbH, a manufacturer of industrial machinery and plants, from Deutsche Beteiligungs AG, a private equity firm and related financing
- **Vue Entertainment Ltd.**, a portfolio company of U.K.-based Doughty Hanson & Co., in its acquisition of CinemaxX AG