



## Jaroslav Baier

Partner

Jaroslav Baier specialises in venture capital, private equity, start-up advisory, and technology M&A. He leads a team that, according to rankings by the leading analytics platform PitchBook, ranks among the three most active legal advisors in the CEE region in terms of the number of transactions.

He has extensive experience in advising VC and PE funds and start-ups on transactions, creating fund structures and transfer centres, designing top management and key employee incentive schemes (ESOPs), establishing holding structures in the Czech Republic and abroad, as well as advising Czech companies and start-ups on their international expansion. Jaroslav is a frequent lecturer and is actively involved in the development of the Czech start-up ecosystem.

Before joining our law firm in 2022, he spent several years at a boutique law firm, where he advised one of the most prominent Czech private equity groups. Prior to that, Jaroslav worked for many years at the

Prague office of a Magic Circle international law firm.

### Projects

- Advising a leading Czech academic institution on the design of a comprehensive transfer, incubation, and investment programme for the commercialisation of research outputs, including the structuring of management ESOPs
- Advising an innovation agency on the structuring and establishment of a venture capital fund structure, including arranging limited partner–general partner relations, preparation of founding and statutory documentation, and assessment of regulatory and tax aspects
- Advising on the establishment of a SICAV-type investment fund with assets exceeding EUR 180 million, including fund structuring, negotiation of a founders' shareholders' agreement, competition law assessment, and coordination with the fund manager as well as the terms of related bond issues
- Advising the first SPAC in the CEE region on the acquisition of a shareholding in a leading Central European online retailer of premium footwear, including due diligence, transaction structuring, and preparation of the subsequent merger
- Advising a leading U.S. private equity group on the acquisition of a majority shareholding in a Czech-origin technology group
- Advising a leading Hungarian growth fund on a EUR 30 million investment in a Slovak-origin scale-up operating in the e-commerce and nutrition sectors, including due diligence and preparation and negotiation of investment documentation
- Advising a UK-based venture capital fund on an investment in a Czech startup specialising in large language models (LLMs), including due diligence and preparation of investment documentation with the participation of more than 30 other foreign investors
- Advising a leading Slovak e-commerce startup on the preparation of a comprehensive ESOP programme, including arranging shareholder relations and tax advisory
- Advising a leading Czech startup on the establishment of a U.S. holding structure, including the transfer of core assets (so-called flip)
- Advising on dozens of venture capital transactions on both the VC fund and startup side in recent years

### Membership in professional associations

Czech Bar Association

### Languages

Czech, English, German

### Education

Charles University, Faculty of Law, Prague (2021), JUDr.

Europa-Institut, Universität des Saarlandes, European Law, (2014), LL.M.

Charles University, Faculty of Law, Prague (2010), Mgr.

Rechtswissenschaftliche Fakultät, Universität Zürich, Erasmus Programme (2009)

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