

An aerial photograph of a desert landscape. A military vehicle, possibly a tank or armored car, is positioned in the lower-left quadrant. The ground is covered in numerous tire tracks and some sparse vegetation. A small structure or pile of debris is visible to the left of the vehicle.

NGL ADVISORY

STRATEGIC ADVICE FOR DEFENCE SECTOR

SEPTEMBER 2023

A close-up aerial view of a desert landscape, showing dry grass, small shrubs, and a few trees in the background.

01

WHO WE ARE



Focused on solutions

NGL Advisory

Whatever it may be – strategy, organisation, leadership, or change – we help build solutions that support our clients in transforming and fulfilling their goals.

We know what works. By combining the multi-perspective approach from professionals with varied disciplinary backgrounds, we deliver solutions that stick.

We are committed to building, deploying, and supporting solutions for the defence sector, and we have a strong track record of successful defence projects.

Our experts leverage diverse perspectives and industry knowledge offering practical solutions that build solid institutional processes, emphasising long-term planning.

We offer comprehensive strategic support using both internal expert teams and a vast network of senior external advisors from various industries. We use this expertise to help businesses solve their most complex challenges, make informed decisions, set goals and achieve tangible results.

We listen first, and our focus is on finding the best possible solution fitting the actual needs, which sometimes means we need to find goals together with our client.

How we can help

We link defence strategy and policy with joint concepts and organisational to various stakeholders in an international defense environment.

Working collaboratively with our clients, we advise, design, build and implement pragmatic solutions. We put emphasis on building solid institutional processes and procedures for our clients and stakeholders.

We take a long-term view and help clients with transaction planning over in long (5-20 years) and mid-range (1-5 years) range.

How we can help:

- Policy and strategy development
- Planning / road mapping
- Program management
- Budgeting
- Industrial cooperation
- Technology development
- Life cycle management
- Technology transfer
- Offset obligations (structuring, performance, crediting)



Grupa NGL

NGL Advisory is a part of NGL Group (**Grupa NGL**) which we created to provide clients with a comprehensive solution to often many-sided business issues.

The challenges our clients face are complex, and a multi-disciplinary approach is the only one that makes it possible to address them.

The Group offers combined skills of highly experienced strategic, operational, legal and tax practitioners to provide our clients with the right mix for their needs – all under one roof.



Why us?



CODE OF CONDUCT

As an entity conducting professional activities we attach significance to principles and values that we believe are fundamental to our successful operations. It is a benchmark against which our performance can be measured.



ACCESS TO INDUSTRY EXPERTS

We have a long-standing relationship with industry experts holding prominent positions in the National Security Bureau and the Ministry of National Defence.



CREATING BUSINESS OPPORTUNITIES

Due to our extensive market knowledge we have the means and possibilities to support our clients in building successful partnerships with governmental institutions, defence industry and scientific communities.

SECTOR KNOWLEDGE

We gained exceptional sector knowledge holding executive positions at state and private business entities and acting as external experts for business entities and law firms.



HIGHEST CONFIDENTIALITY STANDARDS

Our experts have security clearance and admission to Polish confidential information and the confidential information of the European Union and NATO.



MARKET SCREENING

We explore the opportunities and challenges facing the Aerospace, Aviation & Defence sector and adapt our advice to the dynamically changing economic and political environment.



Code of Conduct

It's not just what we achieve that counts. It's also how we achieve it.

Our values and ethical business culture are at the heart of everything we do. We stand committed to maintaining the highest levels of integrity and fairness of our business activities. Our innovative and open business culture is central to realising this vision.

The Code of Conduct sets out our obligations and requirements for ethical conduct. The most important of these are:



THE CODE APPLIES TO ALL OF US

The fundamental standards of integrity under which we operate apply equally to all who work on behalf of NGL Advisory. It is our duty to demonstrate the highest standards of business conduct.



RESPECT IN THE WORKPLACE

Respect and integrity lie at the core of our business activities. We treat all of our advisors and business partners with dignity and with respect to the diversity of cultures and experiences, striving to provide a work environment free of discrimination.



COMPLIANCE WITH THE LAW

Being aware of a highly regulated industry we work in, we are committed to comply with the laws and regulations under which we operate. We always act with the highest standards of integrity.



CONFLICTS OF INTEREST

We established and implemented the Internal Conflicts of Interest Procedure providing framework of integrity for interactions for and on behalf of NGL Advisory.



DEALING WITH CONFIDENTIAL INFORMATION

Trust is essential to our business success. We guarantee to keep the confidentiality of information entrusted to us by clients.



ANTI-BRIBERY AND CORRUPTION POLICY

It is wholly unacceptable for our advisors to be involved or implicated in bribery or corrupt practices.



REPORTING POLICY

Advisors are obliged to report on an ongoing basis any actions taken and the progress of work to the person responsible for supervising the project. The flow of information must not be slowed or severed.

02

OUR TEAM EXPERIENCE

Selected team members experience

DEFENCE AND PUBLIC SECURITY

- Advising **Hanwha** in the course of negotiations with the Polish government with regards to purchasing: K9, Chunmoo, 40mm grenade launchers.
- Providing ongoing strategic support for **Hanwha** for 155mm ammo and IHFV Redback.
- Advising **Raytheon Company** in the course of:
 - concluding Amendment no. 2 to the Offset Agreement in Wisła Programme Phase I;
 - concluding Offset Execution Agreements and Intellectual Property License Agreements with offsees;
 - preparing, negotiating and submitting an offer for Wisła Programme Phase II.
- Advising Norway's **premier supplier of defence and aerospace-related systems, products and systems for command and control, weapons guidance and surveillance, communications solutions and missiles, as well as advanced composites and engineering products for aircrafts and helicopters** in the project covering the delivery of the Maritime Missile Unit (MJR) and Naval Strike Missiles (NSM missiles) and technology transfer.
- Advising **subsidiaries of Leonardo Helicopters** on the offset proceeding connected with the delivery of AW101 anti-submarine warfare helicopters additionally fitted with medical equipment for Combat Search and Rescue (CSAR) operations, including in particular assistance in preparation of the offset offer, negotiations of the Offset Agreement with the Ministry of Defense and negotiations of offset execution agreements (technology transfer/license agreements) with designated Polish partners.



- Advising **Raytheon Company** in the course of:
 - the offset strategy and afterwards during offset proceedings connected with the biggest defense procurement in Poland concerning the acquisition of a medium-range air and missile defense system for the Polish Armed Forces effected through a government-to-government agreement under FMS procedure; the proceedings in question were the first and up-to-date one of the two completed offset proceedings conducted under the new offset law that came into force in 2014. The advice included assistance in preparing offset proposal and subsequently amendment thereto as well as negotiating the offset agreement with the Polish MoD's Office for Offset Agreements and afterwards offset execution agreements (technology transfer/license agreements) and FMS subcontracting arrangements with Polish partners;
 - a number of public procurement procedures conducted by the Polish Ministry of Defense, including those connected with the acquisition by the Polish Armed Forces of Troposcatter Communication Apparatus, Reconnaissance Sensor Systems and the IFF system transponder in a ship version together with the integration on a ship;
 - as well as on its other potential future deliveries for the Polish Armed Forces and strategy for the planned projects, including projects to be implemented on a commercial basis with certain Polish partners.
- Advising **a leading American information-age defense company** on an analysis of the situation of one of its Polish partners, as well as the status of its current relationship with the MoD, the Armament Agency and other governmental agencies.

Selected team members experience

DEFENCE AND PUBLIC SECURITY

- Advising **BAE Systems** on:
 - offset proceedings connected with the LIFT Program;
 - procurement procedure for AJTs (advanced jet trainers), based on new, unprecedented defense procurement rules.
- Advising **an international defence, aerospace and security company** in a project regarding establishing a maintenance and servicing capability for military equipment returning from war-affected territory in Ukraine.
- Advising **BAE Systems, Inc.**, the U.S. subsidiary of BAE Systems plc, an international defense, aerospace and security company on establishing presence in Poland.
- Advising **subsidiary of Leonardo Helicopters** in connection with the sale of A+W101 anti-submarine warfare helicopters additionally fitted with medical equipment for Combat Search and Rescue (CSAR) operations to the State Treasury and the fulfillment of the associated offset commitments.
- Advising **Rockwell Collins** on a legal opinion concerning implementation of an offset agreement.
- Advising **Airbus Military** on a legal opinion concerning implementation of an offset agreement.
- Advising **Roboteam**, a leading global provider of tactical ground robotic systems, on defense procurement proceedings concerning the purchase of mobile unmanned ground reconnaissance vehicles for the Polish Armed Forces.



- Advising **Patria Land Services Oy** on:
 - business (technology transfer) agreements fulfilling offset commitments;
 - subsequent cooperation arrangements aimed at incorporating the Polish partner into the global supply chain;
 - technology transfer and license agreements concerning particular configurations of armored wheeled vehicles;
 - certain issues connected with export control requirements.
- Advising **Kongsberg Defence**, Norway's premier supplier of defense and aerospace-related systems, products and systems for command and control, weapons guidance and surveillance, communications solutions and missiles, as well as advanced composites and engineering products for aircrafts and helicopters, on:
 - all aspects of its offset presence in Poland, including negotiations with the Polish Ministry of Economy;
 - planned joint venture with the Polish entities;
 - joint implementation of missiles sustainment program with the Polish partner.

Selected team members experience

DEFENCE AND PUBLIC SECURITY

- Advising **the Boeing Company** on:
 - the VIP and Head of State aircraft tender, including advice during the sole-source tender procedure;
 - different public procurement procedures conducted by the Polish Ministry of Defense, including air munition to F-16 aircraft;
 - as well as on its other potential future deliveries for the Polish Armed Forces, including the delivery of attack helicopters, and strategy for the planned project, in particular in offset.
- Advising **a global leader in the design, production and sustainment of best in class military vehicles and mobility systems** on public procurement matters in Poland, particularly Multi-purpose vehicles for Special Forces.
- Advising **Goodrich Corporation** on an initial investment in Poland and obtaining state aid in one of the Special Economic Zones for the investment of value over EUR 40 million in the course of privatization of the factory in Poland, in particular in scope pertaining to State aid for restructuring and negotiating a share purchase agreement.
- Advising **Terma A/S** on:
 - an offset contract with the Polish government and assistance in negotiating the contract and detailed descriptions of offset commitments with the relevant Polish governmental department;
 - negotiations with the Polish Ministry of Defense related to the purchase of self defense systems for air forces (MI-17 and MI-24 helicopters)
 - certain issues connected with export control requirements.



- Advising **CAE Elektronik**, one of the world's leaders in technologies and integrated training solutions for the civil aviation and defense on public procurement proceedings concerning the delivery of:
 - flight simulators to Polish Armed Forces;
 - modern battlefield simulation systems for armored and mechanized units in Poland, as well as the provision of training services to the Polish Land Forces.
- Advising **TTcomm**, one of the largest providers of satellite services in Central and Eastern Europe during the hearing before National Chamber of Appeal in public procurement proceedings concerning the delivery of mobile SHF satellite terminal of tactical level carried out by the Polish Ministry of National Defense.
- Advising **Media Broadcast Satellite GmbH**, a leading German teleport service provider on Polish law requirements connected with obtaining the industrial (facility) security clearance by a Polish entity allowing access to classified information in Poland.
- Advising **Israeli Aerospace Industries** on:
 - negotiations with the Polish Ministry of Defense related to the purchase of unmanned aerial vehicles;
 - the planned joint venture with the Polish entities.
- Advising **the leading Italian multinational company specializing in aerospace, defense and security** on planned and implemented helicopter programs in Poland.

Selected team members experience

DEFENCE AND PUBLIC SECURITY

- Advising **Rolls Royce**, a leading global aircraft engines manufacturer, on the supply agreement concerning deliveries for the Polish Armed Forces.
- Advising **United Technologies Corporation** on legal opinion concerning existence and validity of the potential supply agreement and other selected issues, in particular connected with export restrictions.
- Advising **MS TFI S.A.**, a Polish state-owned fund that manages leading Polish shipbuilding companies, on the potential sale of submarines to the Polish Armed Forces in cooperation with a foreign partner.
- Advising **the Polish Industrial Development Agency** on the sale of 100% of the shares in a company specializing in the manufacture of aerospace systems to the world's leading corporation specializing in aerospace and industrial systems.
- Advising **iRobot**, American company involved in research and manufacturing of robots, on negotiations of agency agreement.
- Advising **world's leading provider of medical assistance, international healthcare, security and outsourced customer health care** on the legal framework for provision of medical and security case management and advisory services to customers and their employees in Poland under the NATO SOFA and Supplemental NATO SOFA.
- Advising **an American technology company, defense contractor and information technology services provider** in connection with the tender for delivery of tactical simulator system for flight simulation of F-16 C/D Block 52+ aircraft.



- Advising **IMI Systems** on potential delivery of multiple launch rocket system in cooperation with a Polish partner.
- Advising **Navistar**, a multinational truck and engine manufacturing corporation, on corporate law.
- Advising **an American proven mission support provider of goods and services in austere places around the world** on a legal framework of cooperation with its contractors on the basis of B2B agreements.

NGL team experience in advising the State Treasury – Minister of Economy on a master offset contracts (currently NGL team is not providing services to the State Treasury) with [1/2]:

- **Lockheed Martin** concerning sale of 48 F-16 for Polish Air Force; total contract value of USD 6.028 billion; during initial negotiations we have advised on the master contract mostly and only on a few "projects" included in the offset program; afterwards, as the "projects" required significant adjustments, we were engaged in their restructurings; we also advised the Polish Government on all issues related to performance of that contract.
- **Thales** (producer of electronic devices; contract value of EUR 76 million); Eurotorp (producer of torpedoes; contract value of EUR 27 million) and EADS Casa (producer and supplier of light transportation aircrafts for Polish Air Force; contract value of USD 212 million).
- **Patria** (Finnish APC producer) and OtoMelara (Italian producer of turrets for APC), concerning the sale of few hundreds of APC's for Polish Army; total contract value amounts to EUR 790 million; we also advised the Polish Government on all issues related to performance of that contract.

Selected team members experience

DEFENCE AND PUBLIC SECURITY

NGL team experience in advising the State Treasury – Minister of Economy on a master offset contracts (currently NGL team is not providing services to the State Treasury) with [2/2]:

- **Rafael** (Israeli armament producer), concerning the sale of guided missiles for Polish Army; total contract value amounts to USD 440 million. We also advised the Polish Government on all issues related to performance of that contract.
- **Harris Corporation** (US producer of communication equipment), concerning the sale of digital manpack and vehicle radio systems; total contract value amounts to USD 10.5 million.
- **SAAB Bofors Dynamics Aktiebolag** related to the sale of RBS15 Mk3 anti-ship missiles for Polish Navy; total contract value of EUR 127 million.
- **Nammo Raufoss AS** regarding the sale of components related to the delivery of 12.7 mm and 30 mm ammunition for the Polish Armed Forces.
- **Intech Marine & Offshore** on master offset contract concerning the supply of certain elements of a Polish corvette with the envisaged contract value of approx. EUR 7 million.



NGL team experience gathered while working as the government representation:

- Conducting large and difficult research and development projects, such as the construction of the **BORSUK infantry fighting vehicle**, the **KRAB howitzer cannon**, the **TYTAN integrated soldier equipment system** and many others.
- Negotiating large commercial contracts on behalf of the Polish government, such as **the supply of the PATRIOT system**, **the supply of CARACAL multi-role helicopters**, **Gulfstream VIP aircraft**, and many others.
- Negotiating large and complex intergovernmental agreements such as **the purchase of LEOPARD 2A5 tanks from the German government**.
- Participating in the European Commission Working Group monitoring **the implementation of the defense procurement directive in Poland**.
- Responsibility for **Implementation of Management Control and Internal Audit System in the Armament Inspectorate of the Ministry of Defense**.

03

OUR EXPERTS

Krzysztof Wiater, Ph.D.

SENIOR PARTNER

Open-minded, effective and visionary Krzysztof leads the firm's focus on strategic business advice. Known for sharp analytical mind he understands data and, more importantly, the insights the numbers provide, spots trends and has the ability to accurately define clients needs, risks and opportunities. With over two decades of experience across multiple business sectors Krzysztof is a versatile, highly adaptable professional and key problem solver with proven track record.

Krzysztof has outstanding expertise in aerospace, aviation & defence sectors, advising both domestic and international companies on groundbreaking and strategically important projects. He advises clients on all issues related to public procurements and offset contracts, including structuring projects and negotiating with the Ministry of National Defence.

Over the years he has built excellent working relationships with public institutions and governmental agencies.



Specialisations:

- Strategic Advice & Business Consultancy
- Aerospace, Aviation & Defence

Leading Individual for Public Procurement
LEGAL 500 EMEA 2019-2023

‘Fantastic leadership by Krzysztof Wiater. Devoted team of lawyers, very competent and flexible.’
LEGAL 500 EMEA 2023

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Maciej Lew-Mirski

SENIOR ADVISOR

Maciej has unique and rich experience in the field of national security, with particular focus in the field of arms trade, arms policy and special services activities. He gained his expert knowledge by holding prominent positions while working for many years in the Special Services, in the Parliament of the Republic of Poland, the European Parliament, the Chancellery of the President of the Republic of Poland, the National Security Bureau, the Ministry of National Defence, as well as state and private business entities.

For over 15 years he has been involved in the arms trade in Poland. As a Member of Board of one of the largest armaments groups in Central and Eastern Europe, he was responsible for the security and anti-corruption division, international cooperation, export, as well as supervision of the companies producing weapons, ammunition, armored vehicles and artillery.

He conducted G2B and B2B negotiations with representatives of the world's largest armament manufacturers and with members of governments and heads of government agencies. He participated in the negotiations of offset agreements and DCS and FMS contracts.

He is a retired military counterintelligence officer and a permanent advisor to the Parliament's Special Services Committee.

Specialisations:

- National security
- Arms trade
- Offset



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Adam Duda, Ph.D.

RETIRED BRIGADIER GENERAL

Adam is a reserve brigadier general. He has more than 30 years of experience in the management of financial resources and in directing logistical processes in the Armed Forces.

As the division's chief of staff for five years, he directed the division's organisational and personnel, reconnaissance, operational, logistics, civil-military cooperation, and command and communications activities. In addition, he has experience in implementing logistical support, including material, technical and transportation services for military units.

Adam is familiar with the specifics of the Polish defence market and the procurement procedures of the government sector. He has also worked directly with defence industry companies from home and abroad. He is a specialist in public procurement law in Poland and the European Union and FMS/DCS procedures in the US.

He was responsible for the process of procurement of armaments and military equipment for the Polish Armed Forces, led the analytical and conceptual phases and developed feasibility studies and technical requirements, signed contracts for the supply of military equipment, supervised research and development projects, and led the audit and implementation of management control

Adam has highly developed skills in working in an international environment. He was a member of the NATO Support and Procurement Agency (NSPA) supervisory board in Luxembourg for three years.

In 2007, he participated in Operation Iraqi Freedom. Serving for over 22 years in combat units, he participated in many exercises at home and abroad. He also taught at the Baltic Defence College in Tartu, Estonia, in 2022.

Specialisations:

- National security
- Arms trade
- Offset

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Mirosław Mordel

RETIRED REAR ADMIRAL

Mirosław Mordel is a retired Rear Admiral.

Upon graduation from the Naval Academy in Gdynia, he was assigned to serve on submarines, where he held various positions: department commander on the ORP "Sokół", department commander on the ORP "Orzeł", deputy commander, and subsequently commander of the ORP "Dzik".

In 1996, he completed postgraduate command and staff studies at the Naval Academy in Gdynia. In 1997, he assumed the position of Chief of Staff of the Submarine Squadron, and in 1999, he became the senior specialist of the Operational Division of the Naval Staff. In 2000, he completed a staff course at the Bundeswehr Command Academy and subsequently served as a specialist for submarine exercise planning at the NATO Eastern Atlantic Submarine Command in Northwood. In 2003, he was appointed deputy commander of the Submarine Squadron, and in March 2004, he was the commander of the same squadron. The squadron he commanded was twice honoured with the Polish Armed Forces Badge of Honor for outstanding achievements in performing service duties in 2006 and 2007.

In 2007, he was assigned to the Naval Staff, where he took on the duties of deputy and, in 2008, head of the Navy Development Planning Directorate. From July 2009 to June 2010, he attended postgraduate studies in Defence Policy at the Naval War College in Newport. After completing his studies, he assumed the position of deputy head of the Strategic Planning Directorate of the General Staff of the Polish Armed Forces. From 2013, he served on the team for the New Command and Control System of the Polish Armed Forces. In 2014, he took command of the largest tactical formation of the Polish Navy - the 3rd Ship Flotilla in Gdynia. In 2014, he received the rank of Rear Admiral from the President of Poland. In 2016, he was appointed Inspector of the Polish Navy in the General Command of the Armed Forces, a position he held until June 2018. In 2019, he concluded his professional military service.



Specialisations:

- Defence
- Business consultancy
- Logistics

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Get in touch

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