



GRATA
INTERNATIONAL

COMMERCIAL CONTRACTS

The modern commercial relations use various types of commercial contracts, from simple and standard to complex and cross-border which require thorough structuring and involve different legal risk mitigation instruments.



GRATA International lawyers focus on the development of various commercial contracts for all businesses. Our clients trust us because we can combine the knowledge of laws and understanding of clients' interests with the vast practical experience. When developing contracts and structuring transactions, we refer to our wide international experience to provide legal protection for our clients at all implementation stages of business projects.

We develop contracts of sale-and-purchase, supply, construction, service, transportation, lease, commission, consortium agreements, franchise agreements and distribution agreements, leasing, financial and loan agreements, preliminary agreements and memoranda of intent, and all other types of commercial agreements applicable in modern business processes.

We advise clients on contractual matters and structure complex deals. We focus on the development of contracts applicable to specific types of commercial activities (for example, FIDIC), advise in connection with participation in procurement procedures, and represent clients in courts.

Our experience in transaction structuring has been acknowledged by several rankings, including The Legal 500, Chambers and Who's Who Legal.





Development of supply contracts and distribution agreements

Development of construction contracts

Development of concession and other agreements within the framework of public-private partnership projects

Development of contracts of purchase and sale, lease and management of various types of real estate

Development of leasing agreements and advising on such agreements

Development of feedstock and offtake agreements

Development of transportation contracts

Analysis of commercial contracts as part of the due diligence procedure

Development of model agreements for the activities of real estate management companies, subsoil users, telecommunications companies, airlines, IT companies, manufacturers and suppliers of various types of goods, and many other companies

Advising manufacturers and suppliers of various types of products, manufacturers of equipment and vehicles, service companies in the framework of participation in procurement procedures

Development of all other types of commercial agreements, including contracts for the supply, provision of services, transportation, lease, orders and commissions, consortium agreements, franchise agreements, leasing agreements, financial agreements and loan agreements, preliminary agreements and memoranda of intent, and all other types of commercial agreements applicable in modern business processes



EXPERIENCE

- Advised a major Japanese bank on the acquisition of a share in a loan agreement with the main export pipeline as collateral. Conducted a legal audit and prepared a number of memoranda, advised on the effectiveness and proper registration of relevant land and property mortgage agreements, etc.;
- Legal support and representation of an aircraft manufacturer in signing contracts for operational and financial leasing of aircraft, which also included a pledge of aircraft in the Republic of Azerbaijan;
- Advised a German vehicle manufacturer on an import agreement including antitrust, competition, customs law matters;
- Advised foreign investment banks in connection with the accession of a local company as a guarantor to GBP 60mln. facility agreement;
- Advised a global leading provider of online auctions on a franchise agreement including tax, antitrust, and intellectual property law matters;
- Provision of comprehensive legal support for a large investment project, an important part of which was the contract of client with a company registered in England and Wales;
- Legal expertise of a major Polish manufacturer of finishing materials under contracts for the supply of manufactured products in Poland and Belarus, development of an effective system of guarantees and security measures to prevent contractors from violating their obligations, taking into account the specifics of the Belarusian market and the requirements of the legislation;
- Legal examination of the internal corporate standard for the conclusion of supply, contract and construction contracts for its compliance with peremptory norms and other requirements of the Belarusian legislation for a global manufacturer of technological equipment;
- Developed an agreement on innovation, which combines the elements of a construction contract, taking into account all the requirements of the legislation in the field of construction and the specifics of our Client's work;
- Advising clients on the compliance of commercial agreements with the local mandatory regulations;
- Advising on compliance with the local anti-monopoly regulations for distribution agreements of vehicles and pharmaceutical products;
- Advising one of the largest financial institutions on enforceability and compliance of loan facility agreements with local commercial banks and a large state-owned entity;
- Drafting of supply contracts and distribution agreements for large manufacturers and suppliers of food items and household goods (3M, Nutricia, Danon, Metro Cash & Carry, Benetton, Procter & Gamble, etc.);
- Development of construction contracts, including FIDIC contracts, within the frameworks of a number of large infrastructure, energy, and transport projects in Kazakhstan, including the reconstruction of the largest energy company in Kazakhstan, construction of a petrochemical enterprise in Western Kazakhstan, construction of toll roads, construction of tram lines, construction of SEZ infrastructure in South Kazakhstan, and many other projects;



EXPERIENCE

- Development of sale-and-purchase, lease and management agreements for various types of facilities, including residential buildings and apartments, commercial real estate, land plots, hotels, infrastructure, enterprises, and other types of commercial facilities for local and foreign construction and development companies, banks, hotels, management companies, manufacturers and suppliers of equipment and goods, subsoil users, service companies;
- Advising local and foreign producers and suppliers of various products, manufacturers of equipment and vehicles, service companies (as a part of participation in the procurement of Samruk-Kazyna Fund), subsoil users and government authorities;
- Development of all other types of commercial contracts for Kazakhstan-based and foreign clients, including supply, service, transportation, rental, commission agreements, as well as consortium, franchise, leasing, financial and loan agreements, preliminary agreements and MoUs, and all other types of commercial agreements applicable in modern business processes;
- Due Diligence of contracts for the purchase of goods, works, and services as a part of the performance of the subsoil use contract by a Kazakh uranium company and compliance with the procurement procedure provided for by the legislation of the Republic of Kazakhstan;
- Advising ACDI/VOCA on legal aspects of establishing the first-ever Western-type private equity fund in Kyrgyzstan;
- Advising Citibank N.A. on enforceability and other issues related to entering into an ISDA agreement with a counterparty in Kyrgyzstan;
- Representing Moldovan Authorities - State Road Administration before the Court of Milano and the Court of Venice, Italy in defending claims deriving from infrastructure development agreements in two arbitrations concerning contractual performance, with claims value over EUR 15 million;
- Assisting a major Polish sugar production company in the acquisition of a local enterprise;
- Facilitating a deal for the purchase of a company with a turnover of over EUR 2 million;
- Advised on the drafting of a franchise agreement for a local automobile repair maintenance service provider in a project funded by EBRD and advised on compliance with local legislation;
- Advised on heavy mining equipment repair and maintenance service agreement with value of USD 2 million and participated in negotiations of commercial terms and conditions;
- Advised international testing, inspection, and certification service provider on claiming additional costs incurred in accordance with a services agreement and local legislation as a result of force majeure and successfully recovered 50% of the total claimed amount;
- Advised on a services agreement between a US service provider of space-based ADS-B surveillance data using ADS-B receivers installed on satellites in the Iridium NEXT Constellation and the Mongolian aviation authority;



EXPERIENCE

- Advised and drafted a debt transfer agreement between several parties for a multi-million USD payment for an international telecommunications company from China;
- Drafting, review for compliance and adaptation to the Uzbek laws of supply, sale and purchase, service provision contracts and distribution agreements for large manufacturers and suppliers of goods and services (Knauf, BMW, General Motors, Toyota, Metka, Samsung, International trading, etc.);
- Development of construction contracts, including EPC and FIDIC contracts, within the frameworks of several large infrastructures, energy, and transport projects in Uzbekistan;
- Drafting of investment agreements in oil and gas, chemical, energy, and other industries;
- Advising a European provider of mobile phones repair services on contractual and personal data protection issues in connection with entering into agreements with the largest Russian mobile operators, reviewing and support of negotiating agreements with counterparties;
- Development of a model distribution agreement and the policy for the selection of distributors for a Russian subsidiary of a Swiss production equipment manufacturer, advising on the General Data Protection Regulation implications;
- Support for the conclusion of the master franchise agreement between a US-based fast food restaurant franchisor and a Russian franchisee;
- Ongoing legal support of a Russian subsidiary of a major international medical devices manufacturer, including development and localisation of internal policies, reviewing and developing various contracts, advising on state procurement, advertising, employment issues, protection of intellectual property;
- Ongoing legal support of a Russian subsidiary of a major international pharmaceutical company regarding distribution and promotion of its products in Russia;
- Developed a contract for the purchase of intellectual property - a mobile application owned by a Russian company being the owner of popular mobile applications "Easy Run", "Lotus", etc. in Google Market and Apps Store; the applications are sold in over 30 countries;
- Successfully structured an investment transaction of the client - owner of the popular mobile application "BRIGHT" (English language training) in Google Market and Apps Store, with application sales in over 50 countries;
- Advising global tobacco corporation Philip Morris on controversial issues arising from contractual relations with employees and top management;
- Development of contracts and approval of key terms of Bareboat charters proformas (renting a ship without a crew). Registration of a bareboat charter in the seaport administration);



EXPERIENCE

- Preparation of drafts of cross-border contracts for the supply of gas equipment and spare parts, as well as the development of corresponding documentation for a large producer of gas and heating equipment;
- Providing legal assistance in the development, analysis, and support of the procedure for concluding and executing agency agreements, transshipment and storage agreements, freight forwarding services and other contracts in the framework of commercial activities of a company engaged in forwarding and agency services; Drafting of a contract for the supply of a butter production line with a total cost of EUR 2 million;
- Drafting of a contract for the supply of sewage treatment plants in the Leningrad region;
- Advising on the supply of language laboratories equipment to educational institutions in the Russian Federation;
- Advising on a contract for the construction of a nuclear power plant in Hungary;
- Representing Sidel, a major global provider of PET solutions for liquid packaging, in making the first-ever protest of a promissory note in Tajikistan to recover payments from an equipment purchaser in Tajikistan;
- Carrying out extensive due diligence of TCell, a major mobile operator in Tajikistan;
- Drafting, review and adjusting of sale and purchase (supply) contracts and dealer /distribution agreements of different types of assets, including development of the supply/distribution contract framework for the biggest EU manufacturers in the automotive and healthcare sectors;
- Drafting of sale-and-purchase, lease, and management agreements for numerous types of real estate facilities for local and foreign clients, including development companies;
- Drafting, adjusting and conclusion of various type of corporate contracts for the local and foreign companies from multiple industries;
- Development of different types of banking and finance agreements, including services within the contract framework of major international financial institutions such as EBRD and the World Bank.

KEY CONTACTS



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About GRATA International

GRATA International is a dynamically developing international law firm which provides services for projects in the countries of the former Soviet Union and Eastern Europe: full coverage of the entire region with network of offices, highly qualified team of professionals suited for cross-border projects. Firm's reputation and expertise are confirmed by testimonials from transnational clients and leading international ratings.

A wide network of office operating under one system and platform delivers great convenience for our clients. Any office can act as a "one-stop-shop" for its clients and provide them with access to services in other cities and countries. If necessary, inter-office teams with relevant experience are assembled to provide solutions to complex tasks. Service quality is assured by a clear system of organisation of this process.

GRATA International is present in the following jurisdictions: Azerbaijan (Baku), Armenia (Yerevan), Belarus (Minsk), Cyprus (Limassol), Georgia (Tbilisi), Kazakhstan (Aktau, Almaty, Atyrau, Astana, and other cities), Kyrgyz Republic (Bishkek), Moldova (Chisinau), Mongolia (Ulaanbaatar), Russia (Moscow, St. Petersburg, Rostov-on-Don, Samara), Tajikistan (Dushanbe), Turkey (Istanbul), Ukraine (Kyiv) and Uzbekistan (Tashkent).

In addition to its offices, GRATA International has representatives in China (Beijing, Hong Kong), Germany (Frankfurt), the Malaysia (Kuala Lumpur) Russia (Kazan), Switzerland (Zurich), Turkmenistan (Ashgabat), UAE (Dubai), the UK (London), USA (New York).

GRATA International is regularly acclaimed by leading international rankings: Chambers Global, Chambers Asia-Pacific, Legal 500, IFLR1000, WWL, Asialaw Profiles, and is featured in Deals of the Year Awards by China Business Law Journal.

Key Industry Sectors:

- Banking & Finance
- Construction & Infrastructure
- Industry & Trade
- Mining
- Oil & Gas
- Pharmaceuticals & Healthcare
- Technology, Media & Telecommunications
- Transport



250+
professionals



22
countries of presence

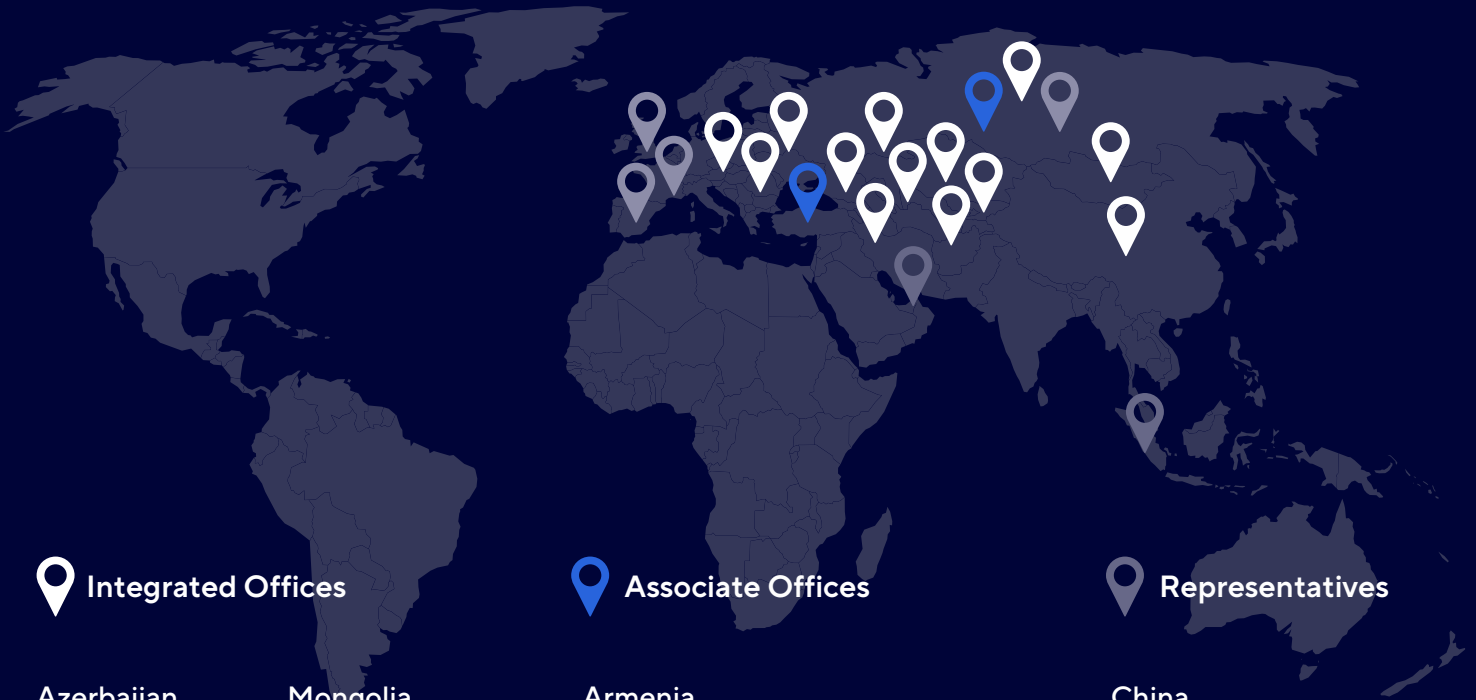


6000+
clients



11000+
projects

Global Presence



Integrated Offices

Azerbaijan
Baku

Belarus
Minsk

Georgia
Tbilisi

Kazakhstan
Aktau
Almaty
Atyrau
Astana, etc.

Kyrgyzstan
Bishkek

Moldova
Chisinau

Mongolia
Ulaanbaatar

Russia
Moscow
Rostov-on-Don
St. Petersburg

Tajikistan
Dushanbe

Ukraine
Kyiv

Uzbekistan
Tashkent

Associate Offices

Armenia
Yerevan

Cyprus
Limassol

Russia
Samara

Turkey
Istanbul

Representatives

China
Hong Kong
Beijing

Germany
Frankfurt

Malaysia
Kuala Lumpur

Switzerland
Zurich

Turkmenistan
Ashgabat

UAE
Dubai

UK
London

USA
New York