



CORPORATE AND M&A

www.gratanet.com

GRATA International's M&A and Corporate Law practice is one of the largest in the CIS. We have received awards from leading international rankings such as Legal 500 and Chambers & Partners.

Our lawyers have extensive experience in advising on topical and problematic issues of corporate legislation in the countries where GRATA International is present.

The firm's portfolio includes over a hundred successful mergers and acquisitions, including landmark cross-border deals. Our M&A support includes a full range of services, from due diligence to registration of rights to acquired shares / shares and assets. We would especially like to note the strongest expertise of GRATA International on obtaining regulatory approvals required for M&A transactions.

Another key specialization of our lawyers is the creation of joint ventures with foreign participation: in this area we represent the interests of the largest corporations in the world.

Experience of GRATA International in the field of corporate governance deserves special attention. We successfully advise our Clients on protection of shareholders' rights, structure and function of boards, accountability and liability of top managers and controlling shareholders, information disclosure, corporate governance in family owned business and SOEs, etc.

SERVICES



Advising on corporate law matters and M&A



Structuring and support of M&A



Preparing the Share Transfer agreements



Obtaining regulatory approvals in M&A



Creating Joint Ventures, preparing Shareholders' Agreements



Legal Due Diligence, Background Checks



Corporate dispute resolution



Opening bank accounts, obtaining Digital Signature



Incorporation of companies, opening of branches and representative offices



Reorganization, transformation, and liquidation of companies branches and representative offices



Changing CEOs, charter capital increase/decrease, registered address change, and other corporate procedures



Preparing Constituent Documents, Regulations, Rules, and other internal documents



Preparing trust agreements in relation to participatory interests/shares



Advising on Corporate Governance, Corporate Secretary Service



Obtaining Business Identification Numbers, Individual Identification Numbers.

EXPERIENCE

- Advising the Armenian branch of a Chinese state-owned hydropower engineering and construction company that is constructing the nationwide North-South roadway corridor on running the day-to-day business including representing the client's interests in criminal and civil courts;
- Advising an international audio electronics company on relocating business from Russia to Armenia;
- Advising a Swedish multinational networking and telecommunications company on starting a business in Armenia;
- Advised two Big Four companies on the list of documents required to change the shareholders of their companies in Azerbaijan, prepared drafts of all documents required for signing share purchase and sale agreements and registered shareholder change in the state register of the Republic of Azerbaijan, represented the interests of the client before the relevant state bodies and notaries of the Republic of Azerbaijan;
- Advised a global recruiting agency on the change of shareholders of its subsidiary in Azerbaijan and antitrust filing requirements, prepared a list of documents required for the transaction and the stages of the transaction, assessed whether the transaction was subject to merger control, obtained a letter of consent from the antimonopoly authority for the implementation of the proposed transaction and registered shareholder change in the state register after the transaction closing, represented the interests of the client before the relevant state bodies and notaries of the Republic of Azerbaijan;
- Established a branch of a large construction company, represented in seven (7) countries, which operates on the liberated territories of the Republic of Azerbaijan; advised the client on tax consequences of activities, obtained a construction license, as well as provides monthly legal support on labor law issues and preparation of contracts with counterparties;
- Representing the Buyer during purchasing of a plant owned by a European group of companies. The deal included support in concluding SPA, IP transferring agreement, equipment supply agreement and negotiating with the Seller. The deal value is more than 10 000 000 EUR. The team also participated in the support of the new investor's entry to the purchased plant (including preparation of the plan for the entry, obtaining a permission of antimonopoly regulator for implementing the deal, drafting the SPA);
- Advising the client on the acquisition of shares of Brest Beer OJSC, such as obtaining a decision of the authorised state bodies of Belarus on the sale of shares, deal structuring, drafting the share purchase agreement, drafting and negotiating the settlement agreement with creditors (the amount of investments in OJSC under the deal - more than 8 000 000 euros);

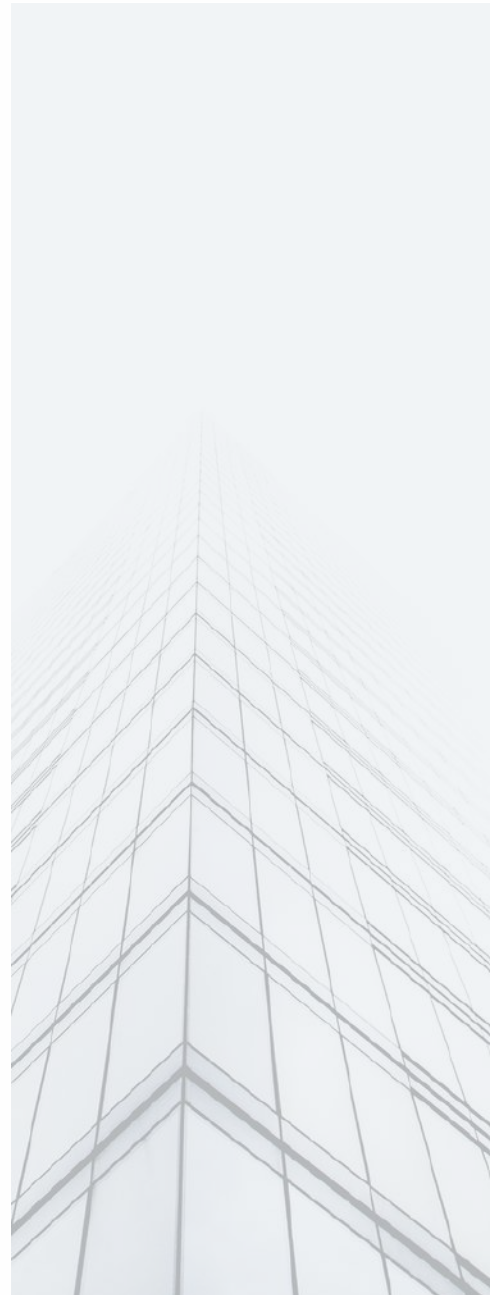
“

“The team's significant knowledge, high degree of accountability, and willingness to go above and beyond were all on display when providing services...”

- Chambers Global Guide 2023

EXPERIENCE

- Advising the client (a large IT company) on cooperation with an investor, including the development of a project plan for investor's entry into a joint business, drafting a shareholders agreement, advising on taxation issues considering the legislation of Belarus and the United States, supporting the process of DD of the organisation in Belarus and abroad; Advising a large Belarusian diversified energy enterprise on the creation of a holding company, preparing legal documents and recommendations on the holding's activities;
- Representing the interests of a major investor in the hospitality business on corporate issues in local courts;
- Legal support in the process of the acquisition of shares, including conducting Corporate Due Diligence, in a local company owning a gambling license and a casino in Georgia;
- Acquisition of Digitally Inspired LTD (UK) by Intelias, expanding footprint in the UK, adding to existing locations in Ukraine, Poland, Germany, United States, Bulgaria, Croatia, Spain, Portugal, Colombia, India, and United Arab Emirates. Our office, performed the Due Diligence Procedures and the official filings at the Registry;
- Acquisition of TRNG Egg production unit, Kiev, Ukraine, through acquisition of Cyprus Holding Company;
- Acquisition of Valars Agro Plc, following enforcement of a pledge for the benefit by Deutsche Bank AG;
- Advising China Railway on the legal form of a Kazakhstani permanent establishment, preparation of corporate documents, registration of a permanent establishment in Kazakhstan, consultations on obtaining the necessary permits and licenses;
- Due diligence of CITIC Construction assets in Kazakhstan and the Russian Federation;
- Advising China Power International Co., Ltd on investment in the share of a Kazakh company in relation to 100MWt wind power project development, including DD of Target Company, Legal environment Report, reviewing of Corporate documents for closing;
- Advised Clayton, Dubilier & Rice on various Kazakhstan legal matters in relation to a global USD 2.2 bln acquisition of the PwC's Global Mobility Tax and Immigration Services Business;
- Advised Sungrow, one of the largest solar inverter producers in the world, on acquisition of a local construction company;
- Advised a consortium of sellers on sale of a major Kazakhstan microfinance organisation;



EXPERIENCE

- Advising Kazakhstani gas company on reorganization of three subsidiaries in the Kyrgyz Republic;
- Advising EPAM Systems Inc. on establishing a subsidiary on the territory of the Kyrgyz Republic. Providing legal services to the local company on all legal questions related to its activity;
- Advising Remote, a global HR company, on establishing a subsidiary on the territory of the Kyrgyz Republic;
- Representing and assisting the client (a big company from Poland specialized in sugar production) in the process of purchasing the enterprise as a unique patrimony complex;
- Representing and assisting the shareholder (a legal person from England - specialized in TV and media) in SPA transaction for transfer of the shares from a large and famous TV from Moldova;
- Consulting of a leading Moldovan Construction company in connection with a PPP project with Leova Municipality and The Council of Europe Development Bank (CEB), regarded as one of the most complex integrated greenfield project developed in Moldova to date. The value in excess of EUR 3 500 000;
- Advised on incorporation foreign invested company, taxation obligations and permitting requirements in foreign trading and warehousing activities to the subsidiary of Russian state owned company;
- Assisted on registration of the foreign invested companies in Mongolian in the advertising sector from the US and IT sector from Russia;
- Advised on various multinational companies in regards with personal privacy regulations of Mongolia;
- Providing for establishment of a joint venture with Italian and Kazakhstani founders, development of a corporate agreement;
- Representing a major investment fund in connection with the acquisition of a stake in a Russian broadcasting company (i.e., preparing and negotiating the shareholders' agreement, reviewing and negotiating other transaction documents);
- Representing an investment fund in connection with its joint venture with a Russian construction holding (preparing and negotiating shareholders agreement, pledge and loan agreements and guarantees as well as preparing and reviewing corporate approvals);
- Representing the interests of a Russian company, the leader in Russia in the production of construction materials, in structuring an investment transaction with a large foreign investor from China;
- Representing one of the leading Russian companies in the field of crowdlending in terms of developing the internal legal structure of the business and harmonize the investment transactions with investors;
- Protection of the interests of the principal in the case of cartel in the market supply of medicines for public hospitals;
- Successfully conducted several dozen partnership sessions between business owners in different jurisdictions, including with the participation of beneficiaries resident of unfriendly countries;
- Legal support in the acquisition by Louis Dreyfus Vostok of an uncompleted grain transshipment port terminal in the Rostov Region;

EXPERIENCE

- Providing legal assistance to large Turkish company uh Cimento Sanayi Anonim Sirketi on support and negotiation of purchase and sale transactions of port facilities in the South of Russia and shares in a Russian company;
- Legal services were provided to represent the interests of the largest agricultural enterprise in the Rostov region in a large corporate conflict that arose as a result of a hereditary dispute after the death of the founder and the main shareholder, which was used by unscrupulous persons to intercept the management of the enterprise, the withdrawal of assets, as well as obtaining ownership of large land (sown) areas. Consulting on corporate governance issues. Representing the interests of the principal in courts on numerous corporate disputes. Consultations on corporate governance issues were provided. Legal services were provided to represent the interests of the principal in courts on numerous corporate disputes;

“

High levels of responsibility, professionalism, preparedness and availability were displayed by the GRATA International team.
- Chambers Global Guide 2023

- Advising a major oil and gas company on sanctions restrictions and advising on reorganisation procedures for its foreign subsidiaries;
- Advising a Russian pulp and paper industry leader on setting up a joint Swiss-Azerbaijani venture;
- Establishment of a Russian-Turkish joint venture for one of Rosatom's largest suppliers for construction of a nuclear power plant in Turkey;
- Advising the American company Tetra Tech ES, Inc. on the state registration of its Branch in Tajikistan (as well as preparing a memorandum) and supporting the state registration of its Branch in Tajikistan;
- Advising Epirok Central Asia LLP on issues related to the organisation of business in Tajikistan;
- Advising the European company Open Society Foundations on the liquidation of its representative office in Tajikistan;

EXPERIENCE

- Assisting the leading Japanese natural resources company in negotiations with the Government of Uzbekistan of the terms and conditions of the project on exploration of uranium deposits in Uzbekistan. Assisted with drafting and negotiations of the Production Sharing Agreement, Exploration Agreement and a Resolution of the President. Managing the process of obtaining of exploration licenses, permits and land allotments. Advising the client on Production Sharing Agreements laws, including legal analyses of provisions on recoverable and non-recoverable expenses, commercial discovery, proving reserves and their consequent state registration, stability provisions, taxation, customs, licensing, IRR, cost product, profit product, export of product, dispute resolution, access to resources, and other matters (the "Best Energy and Natural Resources Deal of the Year" by the China Business Law Journal Awards 2016);
- Carrying out full scale due diligence of the telecommunications operator and manufacturer of telecommunications equipment. Areas of focus: corporate structure, real estate, judicial proceedings, licenses and authorizations, employment issues, compliance with anti-monopoly rules, compliance with customs regulations, intellectual property issues;
- Acting for a leading Chinese construction equipment manufacturer and assisting in drafting and negotiations of a Joint Venture Agreement with the Uzbek Railways on the establishment of a joint venture on production of modern hydraulic excavators, drafting and negotiating a Trademark and Tradename license Agreement and Technology license agreement;
- Legal and tax due diligence of Ukrainian subsidiary of large international food producer for further sale to the investor;
- Legal and tax due diligence of key assets of international bank for further sale.



KEY CONTACTS



Nune Hayrapetyan

Partner
Yerevan, Armenia

T: +374 9460 0210
E: nhayrapetyan@gratanet.com



Ummi Jalilova

Partner
Baku, Azerbaijan

T: +994 51 855 5145
E: ujalilova@gratanet.com



Dmitry Viltovsky

Managing Partner
Minsk, Belarus

T: +375 29 331 1411
E: dviltovsky@gratanet.com



Gulnur Nurkeyeva

Partner
Beijing, China

T: +86 10 85 098 768
E: gn@gratanet.com



Cleo Loizou

Head of International Business
Department
Limassol, Cyprus

T: +357 25 35 2341
E: cloizou@gratanet.com



Sofia Roinishvili

Partner
Tbilisi, Georgia

T: +995 32 292 1878
E: sofia.roinishvili@gratanet.com



Igor Lukin

Partner
Almaty, Kazakhstan

T: +7 707 714 8886
E: ilukin@gratanet.com



Ainura Takeyeva

Counsel
Aktau, Kazakhstan

T: +7 701 555 8761
E: atakeyeva@gratanet.com



Liya Akzhanova

Partner
Astana, Kokshetau, Kostanay,
Taldykorgan, Ust-Kamenogorsk,
Kazakhstan

T: +7 701 523 84 68
E: lakzhanova@gratanet.com



Maxim Burak

Partner
Astana, Kazakhstan

T: +7 701 786 2606
E: mburak@gratanet.com



Zaira Sarsenova

Partner
Atyrau, Kazakhstan

T: +7 701 768 0785
E: zsarsenova@gratanet.com



Elvira Maratova

Partner
Bishkek, Kyrgyzstan

T: +996 312 31 4050
E: emaratova@gratanet.com

KEY CONTACTS



Igor Popa

Senior Partner
Chisinau, Moldova

T: +49 69509565401
E: ipopa@gratanet.com



Bolormaa Volodya

Partner
Ulaanbaatar, Mongolia

T: +976 990 850 31
E: bvolodya@gratanet.com



Vyacheslav Khorovskiy

Managing Partner
Moscow, Russia

T: +7 495 660 1184
E: vkhorovskiy@gratanet.com



Andrey Borovkov

Counsel, Attorney at law
Rostov-on-Don, Russia

T: +7 863 245 0828
E: aborovkov@gratanet.com



Dmitry Samigullin

Managing Partner
Samara, Russia

T: +7 927 692 0522
E: dsamigullin@gratanet.com



Oleg Shevtsiv

Partner
Saint Petersburg, Russia

T: +7 812 384 4838
E: oshevtsiv@gratanet.com



Kamollidin Mukhamedov

Counsel
Dushanbe, Tajikistan

T: +992 44 620 4163
E: kmukhamedov@gratanet.com



Kaan Gok

Senior Partner
Istanbul, Turkey

T: 90 212 465 66 99
E: kaan.gok@gratanet.com



Valeriy Savva

Partner
Kyiv, Ukraine

T: +38 098 411 6611
E: vsavva@gratanet.com



Atabek Sharipov

Managing Partner
Ashgabat, Turkmenistan

T: +9 9871 233 2623
E: asharipov@gratanet.com



Dilorom Yuldasheva

Counsel
Tashkent, Uzbekistan

T: +9 9871 230 2422
E: dyuldasheva@gratanet.com

GRATA INTERNATIONAL

ABOUT US

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.


GRATA INTERNATIONAL FIRM FACTS

 **> 22**
countries of presence

 **> 30**
years of experience

 **> 250**
professionals

 **> 15**
practice areas


7 500+
clients

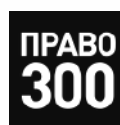

14 500+
projects

Recognition

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.

"The firm built up a convenient one-window interface to work with all jurisdictions it supports"

The Legal 500, 2022



Best Lawyers®

WORLD 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