



COMMERCIAL CONTRACTS

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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 are focusing on development of various commercial contracts for all businesses. Our clients trust us because we can combine our 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 and structure complex deals. We are focusing on 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.

SERVICES



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



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



Development of leasing agreements and advising on such agreements



Development of feedstock and offtake agreements



Development of transportation and logistics services contracts



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



Development of all other types of commercial contracts and 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



Review of commercial contracts as a part of due diligence procedure

EXPERIENCE

- Advising a client on the acquisition of 98.39959% of one of the biggest medical centers in Armenia by drafting all necessary documents for closing the deal;
- Advised a client on establishing an innovative medical hub that was unique in the whole region, did due diligence checks, reviewed contracts to be signed, drafted a legal memorandum on the execution of the deal, and negotiated with the state authorities;
- Assisted to relocate the client's business from Russia to Armenia in a smooth manner by drafting all required agreements with over 1000 relocated employees and service providers of the company;
- Review of agreements of a major Russian bank on interbank loans to Azerbaijani banks for compliance with mandatory provisions of Azerbaijani legislation; advising the client on direct debit of funds;
- Legal support of a construction company in terms of drafting contracts to be signed with contractors/suppliers, including construction contracts;
- Checking the distribution agreements of one of the leading international pharmaceutical companies for compliance with Azerbaijani legislation;
- Comprehensive legal support for a client within the framework of an investment project to conclude a contract the supply of expensive television and computer equipment, installation and adaptation of software, transfer of rights to software, provision of training services for staff to work with the program and subsequent service support. Legal vetting of the contract which subordinated to the law of England and Wales to minimize any risks of non-fulfillment or improper fulfillment of obligations by the counterparty;
- Legal vetting of the internal corporate standard for the conclusion of supply, contract and construction contracts for its compliance with peremptory norms and other requirements of Belarusian legislation for one of the world's largest manufacturers of technological and other equipment. After the legal vetting, we prepared recommendations for improving the provisions of this corporate standard to ensure reliable protection of the Client's interests;
- Development of 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 as a part of legal support for the activities of one of the main contractors for the construction of the BelNPP;
- 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 and advising on a lease agreement for a terminal in one of the ports of Georgia;
- Drafting and advising on the concession agreement further to the Laws of Georgia on PPP;
- Drafting of the SPA, lease and management agreements for various types of facilities, including shares, residential buildings, apartments, commercial real estate, land plots;

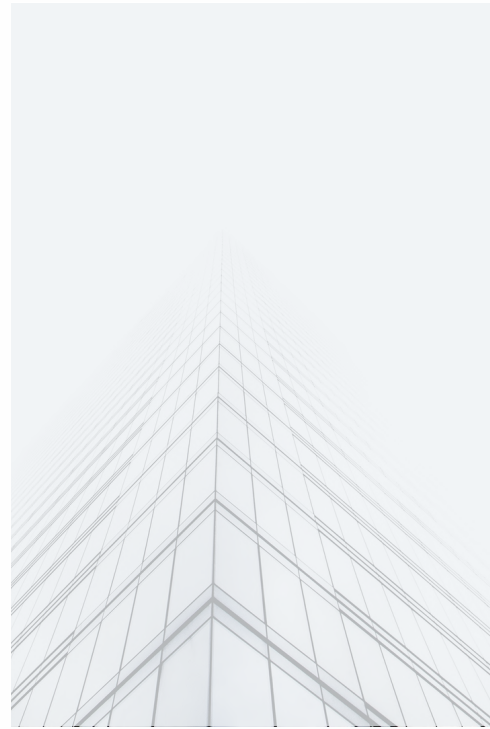
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“The team's significant knowledge, high degree of accountability, and willingness to go above and beyond were all on display when providing services...”

- Chambers Global Guide 2023

EXPERIENCE

- Advised on the acquisition of the shares of an IT, UK based company, by a Cyprus company in our administration and ensuring compliance with the EU and Cyprus directives and Laws;
- Legal Opinions requested by banks for the credibility of a Cyprus company to become a guarantor;
- Drafting SPA on the acquisition of 99% shares of Petro NefteGasService LLP (in 2019) and 10% shares of Tenge Oil & Gas LLP (in 2022) for Zhongman Petroleum and Natural Gas Group (ZPEC), one of the leading independent upstream oil and gas companies in China;
- The review and revision of SPA, EPC contract, and PPA in relation to 100MW Zhanatas Wind Power and 50 MW Shokpar Wind Power Projects development for China Power International Holding;
- Drafting amendments to the FIDIC EPC Contract of construction of the Western Europe-Western China transport corridor concluded between the Ministry of Industry and Infrastructure Development of Kazakhstan and the client;
- 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;
- Development of a contractual structure for a developer to manage a cottage village, including elaboration of the content of a sale and purchase agreement, an easement agreement, rules for the use of common property, land plots, as well as an analysis of the possibility of including restrictions in the relevant agreements for participation in the management of cottage owners;
- Legal compliance of the activities of a large telecommunications company, including legal due diligence of commercial contracts applied to ongoing operations of the company;
- Advising ACDI/VOCA on legal aspects of establishing the first ever Western-type private equity fund in Kyrgyzstan;
- Providing Lexis Nexis research on anti-money laundering laws in Kyrgyzstan and Tajikistan;
- 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;



EXPERIENCE

- Assisting a British telecommunications company with a SPA transaction for transfer of the shares of a large and famous TV company from Moldova;
- Advised on starting a business in Mongolia to Serbian and Russian companies in terms of corporate presence formation, taxation, licensing and permitting, importing foreign manpower and investment forms etc.;
- Advised and assisted to register a subsidiary in Mongolia of the US multinational company which provides advertising services and assisting them on day-to-day activities in terms of corporate, employment and other matters;
- Advised several foreign clients from the US, Japan, the UK etc on personal data legislation of Mongolia;
- 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;
- Legal support of commercial activity of a subsidiary of a major international medical devices manufacturer, including development and localisation of internal policies, reviewing and development various contracts, advising on state procurement, advertising, employment issues, protection of intellectual property;
- Advising and representing the interests of a European provider of mobile phone diagnostics and repair services in connection with the conclusion of contracts with the largest Russian mobile operators;
- Representing franchisees in negotiations to conclude an agreement on franchising fast food restaurants with a franchisor from the United States;
- Advised on negotiations and developed a foreign economic contract for the largest Russian company supplying industrial equipment to enterprises of metallurgical, power, oil and gas and petrochemical businesses both in Russia and CIS countries;
- Support of foreign economic contracts for the supply of agrochemical products to various jurisdictions (UAE, Indonesia, Oman, China, India, Belgium) under the international sanctions agenda;
- As part of the development and execution of an investment project with a business partner from the Czech Republic, the client (the leader in Russia in the production of basalt insulation under the brand name "HotRock") developed a foreign economic contract, which can provide collective management of future inventions and utility models (using the license options for inventions and utility models);
- Support a contract for the supply and installation of equipment for a nuclear power plant under construction in Turkey, advising on sanctions compliance issues;
- Full legal support of a large meat processing plant with total assets of more than EUR 7 million;
- Legal support of operational and project activities of a Client (a leader in the Russian oil and gas market), in particular, development and support of equipment supply contracts, analysis of procurement documentation, preparation of a legal justification of the possibility of import of equipment into Europe and its subsequent certification, preparation of an algorithm for certification procedures and other tasks;

EXPERIENCE

- Advising MOËT HENNESSY by means of preparation of a legal memorandum covering legal acts governing distribution agreement as well as issues related to competition law;
- Advising ROCHE KAZAKHSTAN LLP, revising and commenting on equipment rental agreement and supply agreement to ensure their compliance with the Tajik laws;
- Reviewing and commenting on BMW importer agreements from Tajik law perspectives;
- Analysis, legal support and advising UK company on restructuring of the active business in the Caspian Region on contract law of Turkmenistan;
- 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 a joint venture agreement (under English law) for a consortium business in Tanzania;
- Drafting a head of terms for establishing two potential joint ventures to secure project finance in UAE and Africa;
- Drafting and negotiating tobacco franchise and distribution agreement on behalf of client with their distributors in the MEA region.

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

- Drafting, adjusting and conclusion of various type of corporate contracts (sale and purchase agreements of shares, share pledge agreements, put and call option agreements, shareholders agreements, etc.) for the local and foreign companies from multiple industries;
- Development of different types of banking and finance agreements (loan/finance agreement, security agreements, assignment agreements, agreements on debt restructuring), including services within the contract framework of major international financial institutions such as EBRD and the World Bank;

- Assistance to a French private hotel network in bringing a hotel management franchising agreement to compliance with Uzbekistan law, as well as negotiating and executing the franchising agreement with an Uzbekistan partner;
- Assistance to a large European supplier of aircrafts in negotiating and executing a leasing of an aircraft deal with a private Uzbekistan aviation company;
- Assistance to a Chinese corporation in analysing Uzbekistan construction law, negotiating and executing a FIDIC based turn-key EPC deal for construction of two large solar power plants in Uzbekistan.

KEY CONTACTS



Khoren Nasibyan

Managing Partner
Yerevan, Armenia

T: +374 9819 0000
E: khnasibyan@gratanet.com



Ummi Jalilova

Partner
Baku, Azerbaijan

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



Maxim Lashkevich

Partner
Minsk, Belarus

T: +375 29 662 94 66
E: mlashkevich@gratanet.com



Gulnur Nurkeyeva

Partner
Beijing, China

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



Nasos a. Kyriakides

Managing Partner
Limassol, Cyprus

T: +357 25 35 2352
E: nkyriakides@gratanet.com



Irakli Kordzakhia

Partner
Tbilisi, Georgia

T: +995 32 292 18 78
E: Irakli.Kordzakhia@gratanet.com



Yerzhan Yessimkhanov

Partner
Almaty, Kazakhstan

T: +7 775 030 0009
E: yyessimkhanov@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



Madina Sagatova

Counsel
Atyrau, Kazakhstan

T: +7 701 789 1669
E: msagatova@gratanet.com



Elvira Maratova

Partner
Bishkek, Kyrgyzstan

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



Igor Popa

Senior Partner
Chisinau, Moldova

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

KEY CONTACTS



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



Inna Makarova

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

T: +7 928 160 7642
E: imakarova@gratanet.com



Dmitry Samigullin

Managing Partner
Samara, Russia

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



Vladimir Komarov

Managing Partner,
Attorney at law
Saint Petersburg, Russia

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



Kamollidin Mukhamedov

Counsel
Dushanbe, Tajikistan

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



Adil Ali Ceylan

Senior Partner
Istanbul, Turkey

T: +90 212 465 66 99
E: ali.ceylan@gratanet.com



Ikbal Said Alauddin

Managing Partner
Ashgabat, Turkmenistan

T: +993 6105 0586
E: isaidalauddin@gratanet.com



Issam Dahman

Managing Partner
Dubai, UAE

T: +971 56 656 4745
E: idahman@gratanet.com



Valeriy Savva

Partner
Kyiv, Ukraine

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



Bakhodir Jabborov

Managing Partner
Tashkent, Uzbekistan

T: +9 9871 230 2422
E: bjabborov@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

 **> 31**
years of experience

 **> 250**
professionals

 **> 15**
practice areas


7 500+
clients

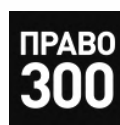

14 500+
projects

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

THE 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

Turkmenistan
Ashgabat

Turkey
Istanbul

UAE
Dubai

 **Representatives**

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Hong Kong
Beijing

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Frankfurt

Malaysia
Kuala Lumpur

Switzerland
Zurich

UK
London

USA
New York