



GRATA
INTERNATIONAL

| CORPORATE AND M&A

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.





Advising on corporate law matters and M&A

Opening bank accounts, obtaining Digital Signature

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

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



- Established a subsidiary of Saudi Arabian Oil Company in Azerbaijan, advised on PSA tax regime in the country, on employment laws, assisted in shareholder change through sale-purchase of shares, advised on immigration laws, contracts etc.;
- Advised ONGC Videsh (India) as to acquisition of the stake in Azeri-Chirag-Gunashli (ACG) and Baku-Tbilisi-Ceyhan (BTC);
- Acted as a local legal counsel of Rolls-Royce in Azerbaijan in sale of its Energy Gas Turbine and Compressor business to Siemens;
- Advised Optilan (UK) Limited, a subcontractor of a major oil company in Azerbaijan on corporate aspects of dissolution, incorporation of an LLC and transfer of assets from a liquidated enterprise;
- Advising a large Belarusian holding company, a manufacturer of ground-based urban electric vehicles, on its entry into the UK and Poland market (preparation of legal opinions on legal capacity);
- Legal support in an M&A transaction on the acquisition of oil seeds processing facilities as separate real estate objects and equipment (deal structuring, drafting a sale and purchase agreement for real estate objects and other agreements allowing to purchase an object without stopping production, obtaining the consent of the antimonopoly authority, preparing corporate documents). Total transaction amount – 9 mln US dollars;
- Advising an international corporation on registering a cryptocurrency exchange in Belarus and on the possibilities of obtaining the status of a cryptocurrency platform operator, obtaining the status of a resident of the High Tech Park;
- Development of a shareholder agreement for an IT company – resident of Belarus High Tech Park with the use of English law institutions to attract a foreign investor (total transaction amount – 1 mln US dollars);
- Providing legal advice and support to “KazMunayGas” in the process of selling shares in its Georgian subsidiary;
- Advising a large multinational company on employee stock options plan;
- Support of one of the largest development companies in the process of reorganisation, working on the new articles of association and corporate structure of the company;
- Providing advice and corporate regulations on avoidance of conflict of interest and compliance requirement for corporate management of non for profit organization – one of the largest beneficiaries of USAID;
- Advising CITIC Bank on acquisition of controlling interest in Altyn Bank;
- Advising Total SA on the local regulatory aspects of its 7.45 bln US dollars acquisition of Maersk Oil;

Experience

- Advising UniCredit Group in the 2.3 bln US dollars acquisition of ATF Bank, one of the largest Kazakh banks;
- Advising Kookmin Bank on the acquisition of a 23% stake in Bank Center Credit, one of the largest Kazakh banks, for 634 mln US dollars;
- Representation of Borealis A.G. in Joint-Venture matters of a world-scale polyethylene project in Kazakhstan (amount of investment 6.5 bln US dollars);
- Advising a group of foreign private investors in connection with acquisition of a stake in the Kyrgyz bank, including full legal due diligence of the target company and obtaining National Bank's preliminary consent for the purchase of bank's shares;
- Advising one of the leading commercial banks of the Kyrgyz Republic in connection with acquisition of a microfinance company in the Kyrgyz Republic, including full legal due diligence of the target company and drafting and negotiating share purchase agreement;
- Advising Mongolian financial group in connection with acquisition of a microcredit company in the Kyrgyz Republic, including full legal due diligence of the target company, drafting and negotiating share purchase agreement. Advising on reorganization of a microcredit company into microfinance company, including drafting all necessary corporate documents and obtaining National Bank's preliminary consent for the reorganization;
- Advising Australian mining company in connection with acquisition of shares in a foreign shareholder of the Kyrgyz mining company. Conducting full legal due diligence of the local mining company. Advising on local mining regulation. Reviewing and commenting share purchase agreement and investment agreement from the perspective of Kyrgyz law;
- Advising major foreign share holder of the Kyrgyz car assembly plant in connection with over the counter sale of the full equity stake. Coordination of the transaction with the antitrust authority;
- Consulting and assisting the client in a PPP with the Ministry of Health on providing dialysis services on the territory of Republic of Moldova;
- 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 3.5 mln;

Experience

- Incorporated various foreign invested companies in the sector of foreign trading, luxury jewelry, bitum production, heavy equipment maintenance and repair service, laboratory services of mining commodities, information technology, telecommunication, English training service provider etc.;
- Incorporated foreign company's representative office in Mongolia in pharmaceuticals, lab equipment trading, heavy mining equipment manufacturer etc.;
- Advised on articles of association on matter of shareholder change, director's competence change, address change, registered capital change etc.;
- Drafted shareholders agreement, share transfer agreement and rights transfer agreement of foreign invested limited liability company in mining sector, foreign trading, construction industries;
- Advising a leading Italian company in drafting and negotiations of a Joint Venture Agreement with the National Holding Company "Uzbekneftegaz" on establishment in Free Industrial Economic Zone "Navoi" a joint venture on production of modern heating and hot water systems;
- Carrying out legal due diligence for the largest state owned Russian gas corporation on the shareholders' ownership rights over three gas booster stations worth over 500 mln US dollars and their potential transfer to the subsidiary of the National Holding Company "Uzbekneftegaz";
- 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 issue;
- Advising a leading US (Fortune 100) in drafting and negotiations of a Joint Venture Agreement with the National Holding Company "Uzbekneftegaz" on establishment in Free Industrial Economic Zone "Navoi" a joint venture on production of compressed natural gas stations;
- Advising on establishment of a joint venture with Italian and Kazakhstani founders and development of the shareholders agreement governed by Russian law;
- Advising an international group of companies (medical services) in connection with reorganisation of its business in Russia and structuring a joint venture with a Russian partner;
- 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 a Russian state corporation in connection with its investment projects (i.e., preparing and negotiating investment, shareholders' and security agreements, conducting due diligence of target companies);

Experience

- Advising a private equity fund in connection with the acquisition of shares of a Russian bank (i.e., preparing the sale and purchase of the shares and share pledge agreements);
- Advising a private equity fund in connection with the sale of participatory interests in a Russian LLC (reviewing and negotiating the transaction documents);
- 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 harmonizing 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;
- Legal support in the acquisition of a global supplier and processor of agricultural products of an uncompleted grain transshipment port terminal in the Rostov Region;
- Inspection of agricultural enterprises in the South of Russia for a large international agricultural holding before their acquisition;
- Providing legal assistance on a permanent basis to a large international company engaged in maritime transportation and agency activities, including expanding its presence (opening branches) in the largest Russian ports in the Far East, Sakhalin and Kamchatka. Support for making deposits to the property of a Russian subsidiary company. Support of corporate procedures related to the change of company Directors. Support of transactions for the purchase and sale of shares of a Russian subsidiary company;
- Providing legal assistance to large Turkish company on support and negotiation of purchase and sale transactions of port facilities in the South of Russia and shares in a Russian company;
- Reorganisation of the structure of subsidiaries and affiliates of a major chocolate manufacturer registered in the Russian Federation. Developed a strategy and action plan for structuring corporate ownership (between non-residents and residents) with minimal financial costs;
- Development of a project to create the first closed-end mutual Fund in Russia, Seitenberg LLC to Finance litigation, and its further support;
- Registration of an Autonomous non-profit organization "Agency for the development of the water recreation industry and coastal territories "Greater Arctic Regatta;
- Representation and protection of the Client's interests in the Central Bank of the Russian Federation on the issue of bringing to administrative responsibility for non-compliance with the legislation on countering the legalization (laundering) of income;

Experience

- Change in the structure of corporate ownership in the Russian company "Heinen Hopman Rus" LLC, which is a subsidiary of the Dutch company;
- Support of the Client's transaction–Energoholding LLC for the acquisition of 100% of the shares of JSC SPII, which was in the process of bankruptcy and restoration of the Company's solvency;
- Advising the mobile phone market leader in Sweden and Finland on obtaining an antitrust clearance in connection with sale of its business in Tajikistan;
- Representing Sidel, a major global provider of PET solutions for liquid packaging, in committing the first ever protest of a promissory note in Tajikistan to recover payments from an equipment purchaser in Tajikistan;
- Carrying out an extensive due diligence of, a major mobile operator in Tajikistan;
- Development of corporate structure for International retail network or household goods for entering to the Ukrainian market;
- Consulting of international clothing retail network related to the ownership structure for Ukrainian company and implementation of the new structure for entering the Ukrainian market;
- 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.



**'DEEP KNOWLEDGE OF THE PECULIARITIES
OF CORPORATE AND COMMERCIAL LAW'
Legal 500**

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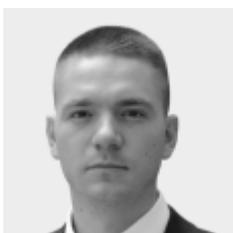


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ABOUT GRATA INTERNATIONAL

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), **Belarus** (Minsk), **Georgia** (Tbilisi), **Kazakhstan** (Aktau, Almaty, Atyrau, Nur-Sultan, and other cities), **Kyrgyz Republic** (Bishkek), **Moldova** (Chisinau), **Mongolia** (Ulaanbaatar), **Russia** (Moscow, St. Petersburg, Rostov-on-Don, Samara), **Tajikistan** (Dushanbe), **Turkmenistan** (Ashgabat), **Turkey** (Istanbul), **Ukraine** (Kyiv) and **Uzbekistan** (Tashkent).

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

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



250+

Professionals



20

Countries of presence



6000+

Clients



11 000+

Projects

Global presence



Integrated
offices

Azerbaijan
Baku

Belarus
Minsk

Georgia
Tbilisi

Kazakhstan
Aktau
Almaty
Atyrau
Nur-Sultan, etc.

Kyrgyzstan
Bishkek

Moldova
Chisinau

Russia
Moscow
Rostov-on-Don
St. Petersburg

Tajikistan
Dushanbe

Turkmenistan
Ashgabat

Ukraine
Kyiv

Uzbekistan
Tashkent



Associate
offices

Mongolia
Ulaanbaatar

Russia
Samara

Turkey
Istanbul



Representatives

China
Hong Kong
Beijing

Germany
Frankfurt

Malaysia
Kuala Lumpur

Russia
Kazan

Switzerland
Zurich

UAE
Dubai

UK
London

USA
New York

Local Knowledge for Global business