Local Knowledge for Global Business
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 memorandums of intent, and all other types of commercial agreements applicable in modern business processes. We advise clients 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.

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 purchase and sale, 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 contracts;
► 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;
► Analysis of commercial contracts as part of the due diligence procedure.

Brochure:
References

- Maersk Sealand & August
- Punjab National Bank
- ING wholesale banking
- China railway 23 Burea Group
- HKR Architects
- Talgo
- Enka
- China Telecom
- Shell Chemicals North East Europe
- KBR
- Imtech
- Manuchar

Industries
Recognition

Kazakhstan

Legal 500 EMEA 2021, Tier 1

Russia

Legal 500 EMEA, 2021, Tier 3

Experience

Azerbaijan

- 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.;
- Advised a large Chinese company on acquisition of a participation interest under the Agreement “On the Exploration, Development and Production Sharing for the Absheron Offshore Block in the Azerbaijan Sector of the Caspian Sea”. Advised on licences/permits, antitrust, SOCAR consent, legal/practical risks, issuing legal memos and preparing draft documents, etc.;
- Advised a European oil company on acquisition of a participation interest under the Agreement “On the Exploration, Development and Production Sharing for the block including the Padar Area and the adjacent prospective structures
in the Azerbaijan Republic”. Conducted due diligence and prepared legal opinion, advised on financing, employment, environment, licences/permits, antitrust, security, SOCAR’s consent, legal/practical risks, tax, foreign exchange, drafting documentation, writing formal requests, issuing legal memos and formal legal opinion, etc.;

- Legal support and representation of an aircraft manufacturer in signing contracts for operational and financial leasing of aircraft, which also included pledge of aircraft in the Republic of Azerbaijan;
- Advised a large Japanese Bank on acquisition of an interest in a loan and facility arrangement involving “Baku-Tbilisi-Ceyhan” main export pipeline as a security. Conducted due-diligence and prepared a number of memoranda, advised on effectiveness and due registration of respective land and facility hypothecation agreements, etc.;
- Advised a French telecommunication company on various commercial, corporate and regulatory matters (including reorganization through merger) and immigration law in Azerbaijan;
- Advised a European telecommunication company on various commercial, corporate and regulatory matters, and immigration law in Azerbaijan;
- Advised a German vehicle manufacturer on an import agreement including antitrust, competition, customs law matters;
- Advised foreign investment banks in connection with 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;
- Issued a legal opinion to a major Russian bank on requirements applicable to suretyship agreements under Azerbaijani laws.

Belarus

- Legal vetting of contracts for the supply of products for a large Polish manufacturer of finishing materials, carrying out production and trading activities in various countries, including Belarus for their compliance with the requirements of the Belarusian tax, currency, antimonopoly and minimization of possible risks associated with the execution of the contract. To prevent contractors from violating their obligations we developed an effective system of guarantees and security measures taking into account the specifics of the Belarusian market and the requirements of the 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.

- Development of agreements on the implementation of the rights and obligations of participants (SHA) in the process of investors entering the membership of industrial and IT companies. It is necessary to regulate the issues of interaction between participants in SHA when one of them or a group made a decision to sell its share in the authorized capital to a third party, including a strategic investor, and vote on such issues.

- Development of NDA, license agreement, master service agreement between a Belarusian IT company and a foreign business partner using the institutions of English law.

- Development and support of the conclusion of contracts for the production of design and survey, construction and installation works. Our lawyers have experience in the sphere of construction, therefore, the contracts we develop not only provide for all essential conditions in accordance with the legislation, but also the practice of construction production in such a way that issues unresolved by law are reflected in contracts – for example, guarantee retentions for the purpose of ensuring the quality of construction and transfer of a full package of executive documentation, issues of unilateral signing of defective acts for warranty repairs and much more.

---

**Georgia**

- Advising clients on 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, advising and acting as clients’ representatives in share purchase agreements;
- Drafting, advising and acting as clients’ representatives in real estate transactions.

---

**Kazakhstan**

**Drafting Various Types of Commercial Contracts**

- 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;
- Development of concession agreements as a part of the implementation of PPP projects in Kazakhstan, including the construction of the Big Almaty Ring Road, construction of the LRT Almaty, management of the airport of Aktau, etc.;
- Development of the 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 Kazakhstani and foreign construction and development companies, banks, hotels, management companies, manufacturers and suppliers of equipment and goods, subsoil users, service companies;

- Development of model agreements for real estate management companies, subsoil users, telecommunications companies, airlines, information companies, manufacturers and suppliers of various types of goods, and many other companies;

- Development of leasing agreements for suppliers and purchasers of agricultural machinery, loaders and trucks; advising airlines on the performance of leasing agreements; advising leasing companies on various aspects of Kazakhstani legislation, including tax issues;

- Development of a crude oil processing contract for a Kazakhstani producer of petroleum products, development of a processing agreement for an international company based in Germany, as part of a project in conjunction with a Kazakhstani subsoil user;

- Advising a Kazakhstani company, which is an official distributor of German-made motor vehicles, on the performance of a guarantee agreement;

- Development of contracts for the transportation of various goods, oil products for a number of Kazakhstani subsoil users, transport companies, industrial enterprises;

- Advising Kazakhstani 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 Kazakhstani 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 Commercial Contracts**

- Due Diligence of SBS Steel contracts as a part of obtaining a credit facility with the Development Bank of Kazakhstan on the project for the construction of a metallurgical complex; advising on the transaction structuring, etc.;

- Due Diligence of contracts as a part of the acquisition by MIE Holdings Corporation, one of the leading oil and gas companies in China, of a 100% interest in the Kazakhstani oil company - Emir Oil LLP;

- Due Diligence of contracts of a large Kazakhstani company as a part of financing by the Eurasian Development Bank of the investment project ‘Arrangement of Woodworking Production in the Republic of Kazakhstan’;

- Due Diligence of the contracts of a Kazakhstani company as a part of financing by the Development Bank of Kazakhstan of a project for the export of liquefied petroleum gas.

- Due Diligence of the contracts of a Kazakhstani subsoil user as a part of the acquisition by the foreign investor of 100% of the shares, participation in the transaction structuring;

- Due Diligence of contracts of the largest international gold holding as a part of an IPO;

- Due Diligence of the contracts of a Kazakhstani gold mining company as a part of the subsequent sale of rights under
Due Diligence of contracts related to the acquisition of a controlling stake in a Kazakhstani company implementing a construction project of an integrated gas chemical complex.

Due Diligence of the contracts of a Kazakhstani subsoil user for Russian shareholders as a part of confirming the rights under the subsoil use contract;

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 Kazakhstani uranium company for compliance with the procurement procedure provided for by the legislation of the Republic of Kazakhstan.

Kyrgyzstan

- Advising ACDI/VOCA on legal aspects of establishing the first ever Western-type private equity fund in Kyrgyzstan;
- Advising Deutsche Bahn on the whole range of local legal issues and carrying out a due diligence related to acquisition of a Kazakhstan-based logistics company with a network of offices and operations across Central Asia, Caucasus, and Russia;
- 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.

Moldova

- 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;
- Assisting a British telecommunications company with a SPA transaction for transfer of the shares of a large and famous TV company from Moldova;
- Facilitating a deal for the purchase of a company with turnover of over EUR 2 million.

Tajikistan

- Advising Telia Company on obtaining an antitrust clearance in connection with the sale of its business in Tajikistan;
- 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 an extensive due diligence of TCell, a major mobile operator in Tajikistan.

Mongolia

- Advised on 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 result of force majeure and successfully recovered 50% of the total claimed amount;
- Advised on an import agreement between an international automobile manufacturer with a local distributor and its sub-contractor to run a workshop of the repair service;
- 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;
- Advised and drafted a debt transfer agreement between several parties for a multi-million USD payment for an international telecommunications company from China.

Russia

Moscow:

- 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 development 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 (e.g. preparing model distribution and marketing services agreements, advising on regulatory issues);
- Ongoing legal support of a Russian subsidiary of a Swedish manufacturer of industrial equipment and Russian subsidiaries of a world leading company in testing, inspection and certification services on corporate, contractual and employment issues;
- Advising a major French telecommunication services company in connection with the proposed schemes for organising the provision of communication channels;
- Advising a European manufacturer of medical devices on the issues of localisation of the manufacturing in Russia;
- Advising a Chinese manufacturer of cosmetics on certification and state registration of products in Russia;
- Advising a German pharmaceutical company on the regulation of the circulation of medicines in the Eurasian
Economic Union.

Samara

- 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;
- 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;
- Assisted the largest Russian distributor of information products, Codex JSC, in negotiations on claims of violation of the license agreement;
- 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).

St. Peterburg

- 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 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.

Uzbekistan

- Drafting various types of commercial contracts;
- 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 a number of large infrastructure, energy and transport projects in Uzbekistan;
- Drafting of product sharing and geological survey agreements in the sphere of subsoil use;
- Development of the 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 Uzbek and foreign construction and development companies, banks, hotels, management companies, manufacturers and suppliers of equipment and goods, subsoil users, service companies;

- Drafting of investment agreements in oil and gas, chemical, energy and other industries;
- Advising Uzbek and foreign producers and suppliers of various goods and services on the procedures of state procurement;
- Development of all other types of commercial contracts for Uzbek 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;
- Risk analysis of the contracts on supply of goods and services of Uzbek and foreign clients

**Tajikistan**

- Advising Telia Company 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 TCell, a major mobile operator in Tajikistan.

**Ukraine**

- 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 (business centers, production facilities, facilities of hotel industries, residential buildings, etc) for local and foreign clients, including development companies;
- 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.

**Key contacts**
<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Location</th>
<th>Contact Information</th>
</tr>
</thead>
</table>
| **Dilorom Yuldasheva**        | Counsel                | Tashkent, Uzbekistan | +9 9871 230 2422
                                 |                        |                                 | dyuldasheva@gratanet.com |
| **Nodir Yuldashev**           | Partner                | Tashkent, Uzbekistan | +9 (9871) 230 2422
                                 |                        |                                 | nyuldashev@gratanet.com |
| **Yerzhan Yessimkhanov**      | Partner                | Almaty, Kazakhstan | +7 775 030 0009
                                 |                        |                                 | yyessimkhanov@gratanet.com |
| **Yerbolat Yerkebulanov**     | Partner                | Almaty, Kazakhstan | +7 701 760 0040
                                 |                        |                                 | yyerkebulanov@gratanet.com |
| **Dmitry Viltovsky**          | Partner                | Minsk, Belarus     | +375 29 331 1411
                                 |                        |                                 | dviltovsky@gratanet.com |
| **Dmitriy Tyan**              | Advocate, Representative in Kyzylorda | Kyzylorda, Kazakhstan | +7 701 976 7766
                                 |                        |                                 | +7 701 726 7166
                                 |                        |                                 | +7 701 783 5741
                                 |                        |                                 | dtyan@gratanet.com |
| **Igor Stepanov**             | Managing Partner, Attorney at law | Rostov-on-Don, Russia | +7 928 229 9596
                                 |                        |                                 | istepanov@gratanet.com |
| **Dmitry Samigullin**         | Managing Partner       | Samara, Russia     | +7 927 692 0522
                                 |                        |                                 | dsamigullin@gratanet.com |
| **Sofia Roinishvili**         | Partner                | Tbilisi, Georgia   | +995 32 292 1878
                                 |                        |                                 | sofia.roinishvili@gratanet.com |
| **Gulim Ratayeva**            | Representative in Pavlodar | Pavlodar, Kazakhstan | +7 701 402 3309
                                 |                        |                                 | gratayeva@gratanet.com |