Local Knowledge for Global Business
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.

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;
- 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;
- opening bank accounts, obtaining Digital Signature

Brochure:
References

- Punjab National Bank
- ING wholesale banking
- China railway 23 Burea Group
- Turkuaiz Invest
- China Telecom
- China National Technical Import and Export Corporation

Industries

- CONSTRUCTION & INFRASTRUCTURE
- INDUSTRY & TRADE
- PHARMACEUTICALS & HEALTHCARE
- TECHNOLOGY, MEDIA & TELECOMMUNICATIONS
- TRANSPORT

Recognition

Azerbaijan
Legal 500, Tier 3, 2020
Placed in Tier 3 for its expertise in legal matters related to corporate law

Belarus

Chambers & Partners, Band 3, 2019
Ranked Lawyer - Dmitry Viltovsky. His practice spans corporate and M&A transactions, and he is also active assisting international clients with issues related to market entry. Market sources describe him as a "very open and communicative person".

Georgia

Legal 500, Tier 3, 2019
‘Always a pleasure to work with these
professionals'.
'Deep knowledge of the peculiarities of corporate and commercial law'.
'Highly knowledgeable'.

Kazakhstan

Chambers & Partners, Band 2, 2017-2019
"The firm has an intimate understanding of the local environment and issues that arise. They regularly act for international clients and are well versed in undertaking cross-border transactions."

Legal 500, Tier 2, 2019
GRATA International advises on large-scale M&A transactions and has a strong record in the Oil and Gas sector. As a recent example, the team assisted Total with its acquisition of Maersk Oil.

Chambers & Partners, Band 2, 2020
"They'll give us workable advice that we can take to negotiations".
"Responsive and very thorough".

Legal 500, Tier 1, 2020
The researchers gave special attention to the team’s expertise in handling M&A projects for major international banks, investment firms and oil&gas corporations.
The team of GRATA International was ranked among the best firms in Kazakhstan and placed in the highest tiers - "outstanding" and "recommended" in General Business Law, Energy, Oil&Gas, Construction.

"They’ll give us workable advice that we can take to negotiations".
"Responsive and very thorough".
Russia

‘Provide excellent support and know the commercial market very well’.

Uzbekistan

GRATA’s St. Petersburg corporate practice, headed by Vladimir Komarov and Oleg Shevtsov achieved recognition for its experience in general corporate matters, corporate structures, business strategies and investment issues.
Experience

Azerbaijan

- Advised a major UK-based energy service company as to their transfer of business in Azerbaijan to another major international business player.
- Established a subsidiary of Aramco Overseas Holding in Azerbaijan, advised on PSA tax regime in the country, on employment laws, immigration laws, contracts etc.
- Advised ONGC Videsh (India) on acquisition of the stake in ACG and BTC.
- 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 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, licenses/permits, antitrust, security, SOCAR consent, legal/practical risks, tax, foreign exchange, drafting documentation, writing formal requests, issued legal memos and formal legal opinion, 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 Mishovdag and Kelameddin deposits in the Azerbaijan Republic”.
- Advised on Azerbaijani law matters / acted on behalf of an Asian oil company on a multi-million transaction related to acquisition of a participation interest under the Agreement “On the Exploration, Development and Production Sharing for the offshore Block, including the Inam prospective structure in the Azerbaijan sector of the Caspian Sea”.
- Advised a major confectionery manufacturer on corporate, tax and labour aspects of opening a representative office in the Republic of Azerbaijan.
- Advised a regional cargo carrier on antitrust matters and obtained acquisition clearance from state regulators.
- Advised a major multinational company in the production of consumer goods on the compliance of activities with antitrust laws and successfully represented its interests in the antitrust authority.
- Acted as a local legal counsel in a cross-border merger project and successfully represented the Globalink company
Advised a German telecommunication company on a number of matters and conducted pre-merger Due Diligence in Azerbaijan.

Advised and supported the acquisition by a foreign investor of controlling participatory interest in a large service company in Azerbaijan.

Acted as a local legal counsel of Rolls-Royce in Azerbaijan in sale of its Energy Gas Turbine and Compressor business to Siemens.

Advised a US multinational manufacturer of networking equipment on liquidation and deregistration of its Branch in Azerbaijan.

Provided legal support to a Turkish company in liquidation of the Company’s subsidiary in Azerbaijan after acquisition of its business by a different company.

Advised a local Representative Office of a foreign oil company on liquidation and deregistration in Azerbaijan.

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.

Advised a Swedish telecommunication company on a number of matters and conducted Due Diligence of the target company (M&A project) in Azerbaijan.

Advised a UK telecommunication company on regulatory matters in Azerbaijan.

Advised a European company acting as a Global Distribution System on various corporate matters, including various commercial, corporate and regulatory matters, and immigration law in Azerbaijan.

Advised a French telecommunication company on various commercial, corporate and regulatory matters (including reorganization through merger) and immigration law in Azerbaijan.

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)

Advising a large Belarusian diversified energy enterprise on the creation of a holding company, preparing legal documents and recommendations on the holding’s activities.

Legal support of registration of a major developer of web-based software in Belarus, structuring of the process of obtaining the status of a resident of Belarus High Tech Park by the created legal entity.

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.

Representing the interests of a Russian investor in the acquisition of control packet of shares in sewing enterprises in the process the privatization of state property in Belarus.

Support of European retailers in the process of entering the Belarusian market on a turn-key basis: starting from registration of legal entities to opening stores and full legal support of their activities.

Representation of the buyer in the process of acquisition of a majority stake in a Belarusian company — seller of children’s clothing (including legal DD, obtaining approval from the antimonopoly authority, structuring of the
transaction, etc.).

- Representation of the interests of a private Belarusian investor in the process of entering the mushroom business: conducting a DD of a Belarusian company, structuring a stake acquiring deal, representing a client during negotiations (total transaction amount – USD 600 000).
- Representing of interests of a Russian company in entering the Belarusian market: opening a subsidiary, supporting the conclusion of an investment agreement to organize the production of nonwoven fabrics (total transaction amount – USD 2 million), legal support of the real estate purchase.
- Legal support of registration of companies as residents of free economic zones.
- 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 – USD 1 000 000).
- Advising a Belarusian engineering and manufacturing company (medical equipment manufacturer) on acquisition of shares issued by a Chinese company.
- Advising a large international pharmaceutical company from the Netherlands on the opening and support of the current activities of the Representative Office, judicial formalization of labor relations, including obtaining visas for foreign citizens to enter the territory of the Republic of Belarus for the purpose of employment, on the sale of property.
- Legal support of a large international pharmaceutical company in the process of liquidation.
- Preparation of a comprehensive opinion for an international American law firm on the application of Belarusian bankruptcy law (specifically on the application of economic insolvency regulations).
- Advising a major French dairy producer on the issue of providing company shares to employees, specifically on the compliance with the requirements of currency, tax and labor legislation.
- Legal support of the reorganisation in the form of spin-off of a large Belarusian construction company - resident of the Minsk free economic zone.
- Advising an international financial corporation on the possibility of giving gifts to officials of Belarusian companies.
- Legal support of transactions of shares in the statutory fund of commercial organizations in the process of registration, reorganization and liquidation of companies.

**Georgia**

- Providing legal support to different multinational companies in the process of registration of representative offices in Georgia.
- Providing legal support to an international pharmaceutical company in the process of liquidation of a branch.
- Support of large international companies in the process of changing the managers of local representative offices.
- Providing legal advice and support to Kazmunaigas 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.
Kazakhstan

- Advising CITIC Bank on acquisition of controlling interest in Altyн Bank.
- Advising Korean National Oil Corporation in the sale of its subsidiary in Kazakhstan.
- Advising Total SA on the local regulatory aspects of its USD 7.45 billion acquisition of Maersk Oil.
- Advising International Finance Corporation on the acquisition of the 12% shares in Bank CenterCredit and provision of subordinated loan.
- Advising China Investment Corporation, a Chinese sovereign investment fund, on acquisition of GRD’s representing 11% of shares of KazMunayGas Exploration and Production JSC, a London-listed oil and gas company.
- Advising UniCredit Group in the USD 2.3 billion 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 USD 634 million.
- Acting on the USD 100 million proposed acquisition of a Kazakh bank by a London-based Bank, including the conduction of due diligence.
- Advising underwriters of an IPO in Great Britain and Kazakhstan of the Eurasian Natural Resources Corporation for USD 2.6 billion.
- Advising a major Australian uranium mining company on its acquisition of a leading Kazakhstani nuclear company.
- Representation of Borealis A.G. in Joint-Venture matters of a world-scale polyethylene project in Kazakhstan (amount of investment USD 6.5 billion).
- Representation of Baker Hughes in creation of a Joint Venture in Kazakhstan.
- Representation of ENKA in creation of a Joint Venture in Kazakhstan.
- Representation of Dietsmann in creation of a Joint Venture in Kazakhstan.

Kyrgyzstan

- Advising AAEngineering on doing business in Kyrgyzstan, prepared a complex memorandum on general and specific issues of corporate law, customs law, labour law, tax law, environmental protection, construction standards, etc.
- Advising Kazakhstan’s gas company on reorganization of subsidiaries in the Kyrgyz Republic.
- Advising a major German railways operator on acquisition of 100% shares of the local logistics company. Representing interests of one of the leading mobile operators in court on dispute re. sale of 100% of shares of a local mobile operator (in the course of the special administration procedure).
- Advising EBRD in the course of financing Centerra Gold Inc. in the amount of USD150 million in the context of taking security over the assets of subsidiary companies Kumtor Gold Company and Kumtor Operating Company and a thorough legal due diligence on the subsidiaries to confirm necessary operational licensing documents.
- 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 the National Bank’s preliminary consent for the purchase of the bank’s shares.
- Advising a US multinational financial services corporation on the issues of business conduct and legal assessment of possible impacts of introduction of amendments to Payment Systems Law in the Kyrgyz Republic.
- Advising University of Applied Sciences Zwickau on establishing a partner university in the Kyrgyz Republic. Drafting corporate documents and conducting all necessary activities for state registration of the university in the Kyrgyz Republic.
- Advising ACDI/VOCA, an international development nonprofit organization based in Washington, D.C., on legal aspects of establishing the first ever Western-type private equity fund in Kyrgyzstan.
- Advising China Development Bank in relation to a 120 million USD loan in favour of a gold mining company for a gold mine financing, conducted a legal due diligence;
- Advising China Development Bank in relation to a 16.3 million USD loan in favour of a gold mining company for financing the construction of a carbon-in-pulp plant and conducting due diligence.
- Advising Deutsche Bahn on the whole range of local legal issues and carrying out due diligence related to acquisition of a Kazakhstan-based logistics company with a network of offices and operations across Central Asia, Caucasus, and Russia.

### Moldova

- 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 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 major Romanian construction company in the Construction Projects with a leading building material and construction solutions company in Moldova serving the construction industry producing cement, aggregates, and construction solutions used in building projects.
- 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.
- Consultancy of a leading Dental Practice from Moldova in drafting and implementing the strategy for the restructuring of various companies within the group, assistance in acquisition of finance with Private Equity investors from EU.

### Mongolia

- Incorporated various foreign invested companies in 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
Advised on article 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.

Advised and registered share transfer transactions of the information technology, construction, foreign trading, English training service provider etc.

Advised on various commercial agreements including equipment sale and purchase agreement, service agreement, consulting service agreement, repair and maintenance.

service agreement, distribution agreement, office and workshop leasing agreement, subcontractor agreement, hire agreement, mediation agreement etc.

Drafted and issued due diligence report of mining companies.

Drafted legal memo on incorporation of legal entity and rep office in Mongolia.

Assisted on obtaining toxic chemical license on importing and using in Mongolia.

Assisted on obtaining workplace and toxic chemical storage permission.

Advised on requirement and need of environmental impact assessment report.

Advised on medicinal/pharmaceuticals advertising law of Mongolia.

Advised on personal, organizational privacy laws of Mongolia.

Advised and revised in corporate anti-corruption case.

Drafted debt transfer agreements for ZTE and its customers.

Advised on various question on donation, gift, benefits for government officials.

Advised on fraud case of the Executive director of the company.

Advised on obtaining tobacco product wholesale and retail licenses in Mongolia.

Advised on preventing conflict of interest in public procurement.

Advised on bankruptcy and insolvency proceedings.

Advised on taxi service regulation in Mongolia.

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**Russia**

**Moscow:**

- Advising on establishment of a joint venture with Italian and Kazakhstani founders.
- Advising on establishment of a subsidiary of a European manufacturer of plastic products.
- 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).
- 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).

**Samara:**

- 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.

**Rostov-on-Don:**

- Legal support in the acquisition by Louis Dreyfus Vostok 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 RZ AGRO before their acquisition.
- Providing support for the establishment of a subsidiary of a well-known pharmaceutical company BASF, including the establishment of a representative office in the South of Russia.
- Providing support for the establishment and accreditation of a representative office of a foreign company.
- 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 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.

**St Peterburg:**

- 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.
- Legal support for the development of a project to create a closed-end mutual investment fund of Seitenberg LLC for...
the financing of legal proceedings.

- 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 under article 15.27 Of the code of administrative offences for non-compliance with the legislation on countering the legalization (laundrying) of income.
- 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.
- Successful support in resolving an internal corporate conflict between two co-owners of the company and the subsequent reorganization of the company.
- Support for the liquidation of a Client-a large commercial and industrial company.
- Support for the purchase and sale of shares in the authorized capital of Energoinvest LLC(a natural monopolist in the field of energy supply in the territory of St. Petersburg and the Leningrad region); the seller was GlavEnergoSbyt LLC (the Client), the buyer was Electron LLC.

### Tajikistan

- Legal due diligence of documents of Central Asia Mining CO LTD, a Chinese company, in Tajikistan.
- Advising Yummy Group, a Russian company, on issues related to business organization and customs issues in Tajikistan.
- Advising “TBEA” OJSC, a Chinese company, on the registration of a legal entity and liquidation of their Representative Office in Tajikistan.
- Maintenance of state registration of a branch of “TRAKTEBEL ENGINEERING”, a French company, in Tajikistan.
- Support of liquidation and advising on tax and labour issues in the process of liquidation of the Representative office of “WILO SE”, a German company, in Tajikistan.
- Advising Epirok Central Asia LLP on issues related to the organisation of business in Tajikistan.
- Advising the company Clifford Chance CIS Ltd. on issues related to pharmaceutical activities in Tajikistan.
- Legal due diligence of documents of LLC “SP Zarafshon” (a Tajik-Chinese mining company).
- Preparation of a legal opinion for JV Zarafshon LLC (a Tajik-Chinese mining company) for opening an account abroad.
- Advising Mogo Finance on the requirements of the laws of Tajikistan regarding starting a business.
- Advising Guangxi LiuGong Machinery Co Ltd, a Chinese company, on issues related to their debtors in Tajikistan.
- Legal due diligence of documents of a Tajik subsoil user company for DeHeng Law Firm.
- Advising and preparation of a memorandum for the Asian Development Bank related to the leased premises for its representative office in Dushanbe.
- Advising and preparation of a memorandum for the European Bank for Reconstruction and Development related to the reform of financial legislation (in particular, the securities market, including government securities) in Tajikistan;
Advising ALRUD Law Firm on various issues in Tajikistan and conducting legal due diligence of documents of LLC TPK-Tajikistan.

Advising KANGDA LAW FIRM on the Agreement on Public-Private Partnership in Tajikistan on the built, operation and transmission of high-voltage power lines in Tajikistan.

Advising Clyde & Co on organizing a Chinese company in Tajikistan through establishing a representative office: preparing a memorandum.

Advising KPMG (Moscow) on customs issues in Tajikistan.

Advising Huawei, a Chinese company, on labor issues in Tajikistan.

Support liquidation and tax advice in the process of liquidation of the branch office of the American company “Baker Hughes” in Tajikistan.

Advising DLA Piper LLP (US) on labor issues in Tajikistan.

Advising Aktyubinsk Rail and Beam Plant LLP on customs issues in Tajikistan.

Support of liquidation and tax advice in the process of liquidation of the branch office of “GE Grid GmbH”, a German company, in Tajikistan.

Advising Wipro Limited on IT, labor and migration issues in Tajikistan.

Advising Yalla Classifieds OU international company on the violation of their copyright and the registration of their trademark “LALAF” in Tajikistan.


Advising Freshfields Bruckhaus Deringer (London), LLP on the tobacco industry and filling out a questionnaire on tobacco legislation in Tajikistan every year.

Support of liquidation and tax advice in the process of liquidation of the Representative office of the French company “Alstom Holding” in Tajikistan.


Advising non-profit organization Habitat for Humanity International on labor issues in Tajikistan.

Advising Atlas Copco Central Asia LLP and preparation of a Memorandum on Customs and on litigation issues in Tajikistan.

Advising the Centers of International Programs Inc. branch of the International American Organization in the Republic of Tajikistan on various issues relating to the laws of Tajikistan, including the preparation and analysis of various types of contracts.

Advising ABC International Holdings Limited, a Chinese company, on organizing a business in Tajikistan and setting up a subsidiary in Tajikistan.

Advising Hogan Lovells (CIS) on leasing issues for the Irish company “AerCap”.

Advising Berry Appleman & Leiden LLP on migration issues in Tajikistan.

Advising the European Bank for Reconstruction and Development on the issues of conducting Due diligence of...
documents of the Landlord of the Bank in Khujand and the preparation of a rental agreement.

- Advising Tetra Pak International S.A. on trademark license agreements and registration of license agreement with the Tajik Patent Office.
- Advising Kalpataru Power Transmission Limited on labor, tax and contractual issues in Tajikistan.
- Support liquidation and tax advice in the process of liquidation of the branch office of the American non-commercial company “MSPH Tajikistan” in Tajikistan.
- Preparation of rent agreement for premises for American company Chemonics International and advising on tax issues of Tajikistan.
- Advising and preparation of memorandum for Italian Company “SIDEL S.p.a” on Promissory Note and pledge legislation of Tajikistan, including preparation and registration of Pledge agreement.
- Advising Freshfields Bruckhaus Deringer LLP on labour, customs, license and other issues of Tajik legislation.
- Advising and preparation of Memorandum for University of Central Asia on issues related to obtainment of external loans.
- Advising and representation of the interests of the Russian Commercial Bank “AVANGARD” in the economic courts of the Republic of Tajikistan for the recovery of debts from the Tajik textile factory.
- Advising the European Bank for Reconstruction and Development on the issues of conducting due diligence of the documents of the Landlord Bank in the city of Dushanbe and the preparation of a tenancy agreement.
- Advising Johnson & Johnson on advertising of medical products and medicines in Tajikistan.
- Registration of a branch office of a construction company “IGILIK Business Group” LLP in Tajikistan.
- Registration of a branch office of the Indian company Jyoti Structures Limited in Tajikistan.
- Advising Procter & Gamble on various customs issues in Tajikistan and inclusion of its trademarks in the customs register of intellectual property of Tajikistan.
- Advised ZTE Tajikistan on re-registration in connection with the replacement of the Director and the change of legal address;
- Carrying out an extensive due diligence of TCell, a major mobile operator in Tajikistan.

Ukraine

Corporate

- Development of corporate structure for entering the Ukrainian market.
- Consulting on restructuring of distribution model in Ukraine to increase business efficiency and prevent legal risks.
- Consulting related to the ownership structure for Ukrainian company and implementation of the new structure for entering the Ukrainian market.
- Consulting on securitization of key assets in Ukraine and implementation of security measures from outside threats.
- Analysis of business structure to identify tax and legal risks. Development of ownership structure to ensure operational and tax efficiency for attracting outside financing.
Consulting on group restructuring (change of the holding company in Ukraine) and transfer of shares to the new shareholder for further engagement of outside financing.

Restructuring of distribution model in Ukraine, that allowed to decrease expenses and mitigate historical regulatory and operational risks.

Consulting on business restructuring, support with transfer of operational activities on new company and liquidation of old ones.

**M&A**

- Legal and tax due diligence of local logistics company. Transaction support for the buyer, including transaction structuring.
- Legal and tax due diligence of local petroleum company for the buyer.
- Legal and tax due diligence of Ukrainian subsidiary for further sale to the investor.
- Legal due diligence of Ukrainian subsidiary for further sale to the investor.
- Legal and tax due diligence of key assets for further sale.
- Legal and tax intelligence review of business of Ukrainian partner for further acquisition.

**Uzbekistan**

- 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.
- Advising a leading Spanish high-speed train manufacturer on incorporation of a subsidiary in Uzbekistan and providing day-to-day legal assistance.
- Carrying out full legal due diligence of the largest telecom operator in Uzbekistan in connection with upcoming corporate acquisition of the operator.
- Conducting full legal due diligence of the largest beer brewer in Uzbekistan for a leading Turkish beer brewing company with the view of corporate acquisition.
- Conducting due diligence checks on Uzbek banks in equity purchase transactions involving foreign elements.
- Due diligence of local representative office activities for an Indian pharmaceutical company, advising on transfer of business issues.
- 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 USD500 million and their potential transfer to the subsidiary of the National Holding Company “Uzbekneftegaz”.
- Carrying out full scale legal due diligence of the leading Uzbekistani online advertisement source with view of corporate acquisition.
- 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.

- Carrying out full-scale due diligence of Angren cement plant. 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.

- Carrying out full-scale due diligence of an Uzbek subsidiary of the Chinese oil and gas service providing company. Areas of focus: corporate structure, real estate, judicial proceedings, licenses and authorizations, employment issues.

- 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.

- 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.

- Advising and acting for the sponsors’ consortium consisting of a major Malaysian national petroleum corporation and a South-African private corporation on Investment Agreement with Uzbekistan Government, Joint Venture Agreement with Uzbekneftegaz, and bankability aspects for construction, maintenance, and operation of the GTL Plant in worth USD 3.5 billion.

- Advising a Singapore multi-industry corporation on acquisition from Government of the Textile Plant, negotiating and drafting the Joint Venture Agreement with the National Bank of Uzbekistan, advising, drafting and negotiating USD 88 million Investment Agreement with Uzbekistan Government aimed for construction and operation of first textile factory using high-end compact technologies capable of producing fiber of highest quality. Drafted and registered with the Central Bank of Uzbekistan three Facility Agreements worth approximately USD 70 million.

- Acting for a world-leading engineering company on establishment of the Joint Engineering Center in Uzbekistan, drafting and negotiating Joint Venture Agreement with Uzbekistan project institutes in petroleum and heavy industries, negotiating and drafting the Investment Agreement with Uzbekistan Government to receive individual tax and customs incentives.

- Structuring and implementing an equity purchase transaction for a group of Russian investors in Uzbekistan.

- Advising and acting for DEG in connection with USD 17 million investment project involving private equity in two production companies in Uzbekistan.

- Representing a leading Korean electronics manufacturer at Uzbek antitrust and law enforcement authorities against fake TV and vacuum cleaner importers and retailers in Uzbekistan.

- Representing a leading German pharmaceutical company at Uzbek antitrust authority and economic court against producers and retailers of counterfeit pharmaceutical products in Uzbekistan.

- Representing the largest German construction materials manufacturer at Uzbek antitrust authority, economic court and law enforcement authorities against producers and retailers of counterfeit construction materials in Uzbekistan.

- Advising a group of companies based in Israel, the USA and the UK on tax obligations and emergence of permanent
establishment in Uzbekistan in relation to a long term EPC contract in the telecommunications industry (USD 40 million project).

- Advising a leading Russian EPC company on issues related to taxation in Uzbekistan, including registering, reporting and de-registering of permanent establishment in Uzbekistan.
- Advising a leading Japanese mining and exploration companies on issues related to taxation in Uzbekistan, including registering, reporting and de-registering of permanent establishment in Uzbekistan.
- Advising an Italian based engineering company on tax implications (permanent establishments and taxation under Double Tax Treaties) in relation to EPC contract for construction of the Gas-To-Liquid plant (over US$ 1 bn. project);
- Advising a leading European cement manufacturer in negotiations with the Uzbekistan Government of the terms and conditions of exploration licenses and project on construction of USD 500 million cement plant in Uzbekistan.
- Agreement with the leading Uzbek manufacturer and retailer of pharmaceuticals and medicines on establishment of a joint venture company on production of pharmaceutical and medical appliances in Uzbekistan.
- Advising a leading US pharmaceutical company on general corporate and commercial law matters in connection with establishment of a manufacturing joint venture with the Uzbek Government.
- Advising a leading German pharmaceutical company in establishment of the local presence in Uzbekistan and providing day to day assistance on legal matters.
- Advising a leading Indian pharmaceutical company in establishment of the local presence in Uzbekistan and providing day to day assistance on legal matters.
- Advising a UK based international insurance company on the sale of its shares and exit from a local joint venture.
- Advising and implementation of acquisition of shares owned by the largest Uzbek wireless internet operator’s shareholder in the Netherlands based investment company. Carrying out anti-monopoly clearance of the transaction. Registering the transaction with Uzbekistani Ministry of justice.
- Advising and providing practical assistance to a German manufacturer of tractors in relation to purchasing share in a plant for production of tractors. Drafting all purchase documents, registration of the transaction with Uzbekistani Ministry of justice.
- Structuring sale of 92 percent of shares in a large juice manufacturing company owned by Uzbek legal entities, holding 26 per cent share in local juice market. Transaction has been completed successfully, anti-monopoly permission was obtained in due course.
- Advising and providing practical assistance to an Indian automobile spare parts manufacturer on sale of its 100% owned Uzbekistani subsidiary to a foreign buyer. Carrying out anti-monopoly clearance and state registration of the transaction.
- Advising on breaches of anti-monopoly regulations in the course of a proposed restructuring of a local IpTV company.
- Advising a large German business advisory and consultancy company on compliance with local anti-monopoly rules in relation to the proposed purchase of 100% shares in a local business consultancy company.
- Full legal due diligence of Uzbek subsidiary of Chinese based international telecommunications equipment manufacturer, preparation of a company for a large scale financing transaction.
- Full due diligence of Uzbek subsidiaries of UAE based international transportation company, preparation of all
participating target companies to an international take over by a German transportation company.

- Full due diligence of a cement plant located in Tashkent region for the purposes of identifying legal and commercial risks, a work performed in favour of a potential Russian based investor.
- Full due diligence of an Uzbek construction materials manufacturer located in Tashkent for the purposes of identifying legal and commercial risks; a work performed in favour of a potential Turkish based investor.
- Full due diligence of a major Uzbek beef manufacturer located in the Tashkent region for the purposes of identifying legal and commercial risks; a work performed in favour of a potential European based investor.

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