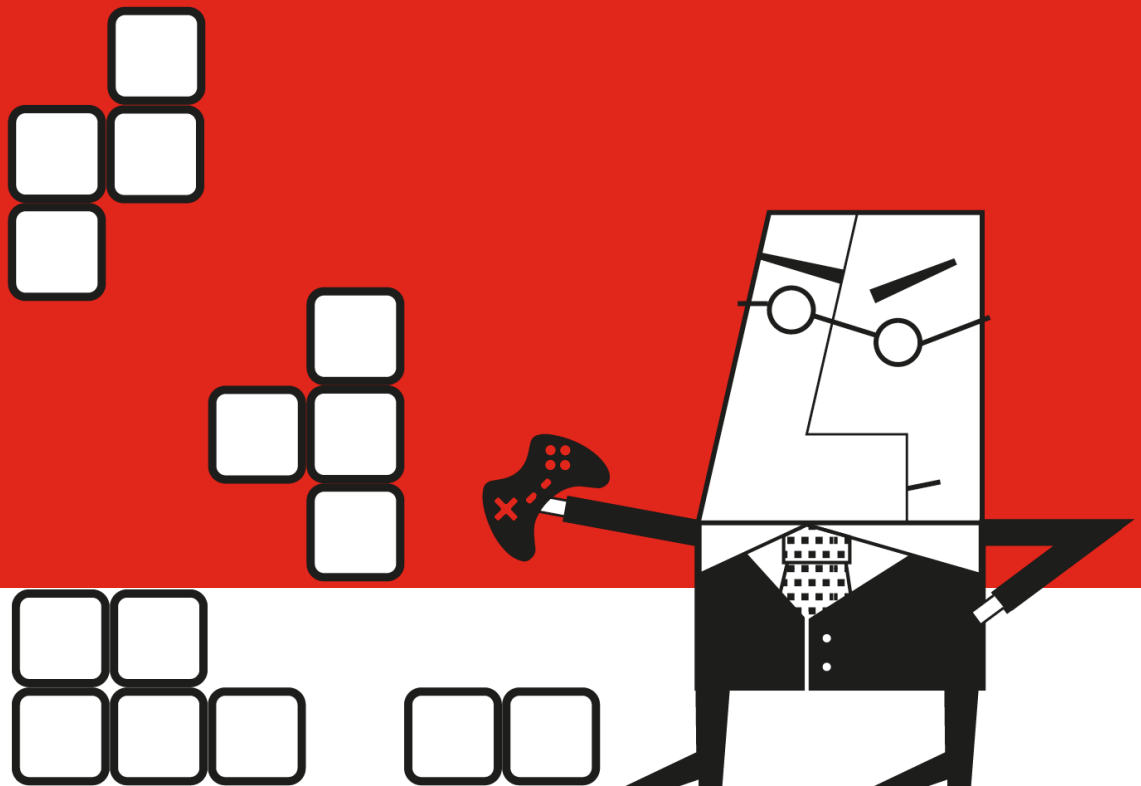


CORPORATE LAW / M&A



About the Practice



The lawyers in this practice are actively involved in expert activities and legislative drafting.



The corporate practice includes 2 partners and 12 qualified lawyers.

The practice has been recommended by leading independent international rankings:



CHAMBERS
EUROPE

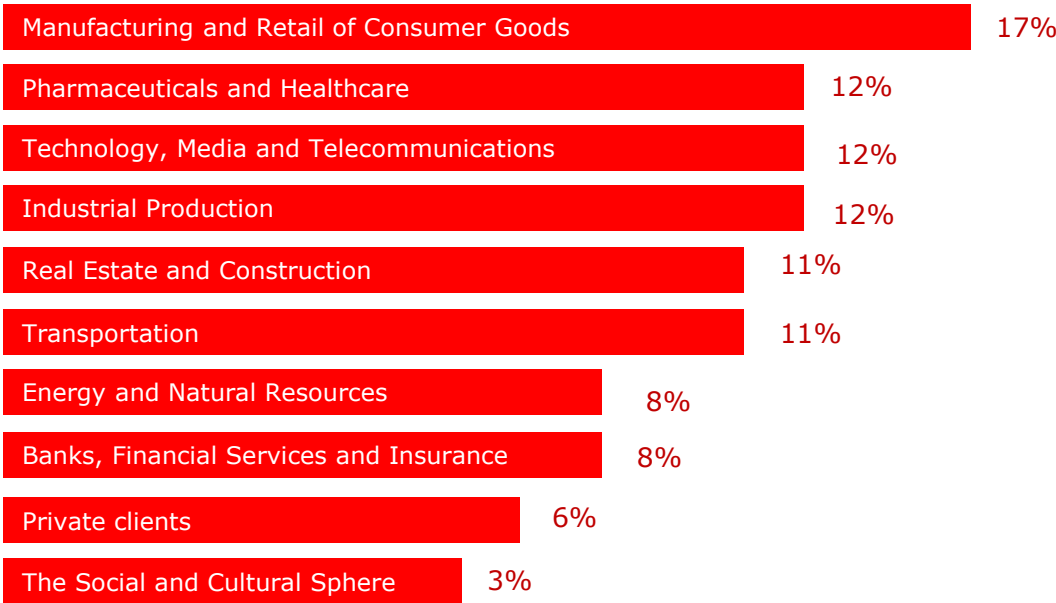


Best Lawyers
IFLR1000

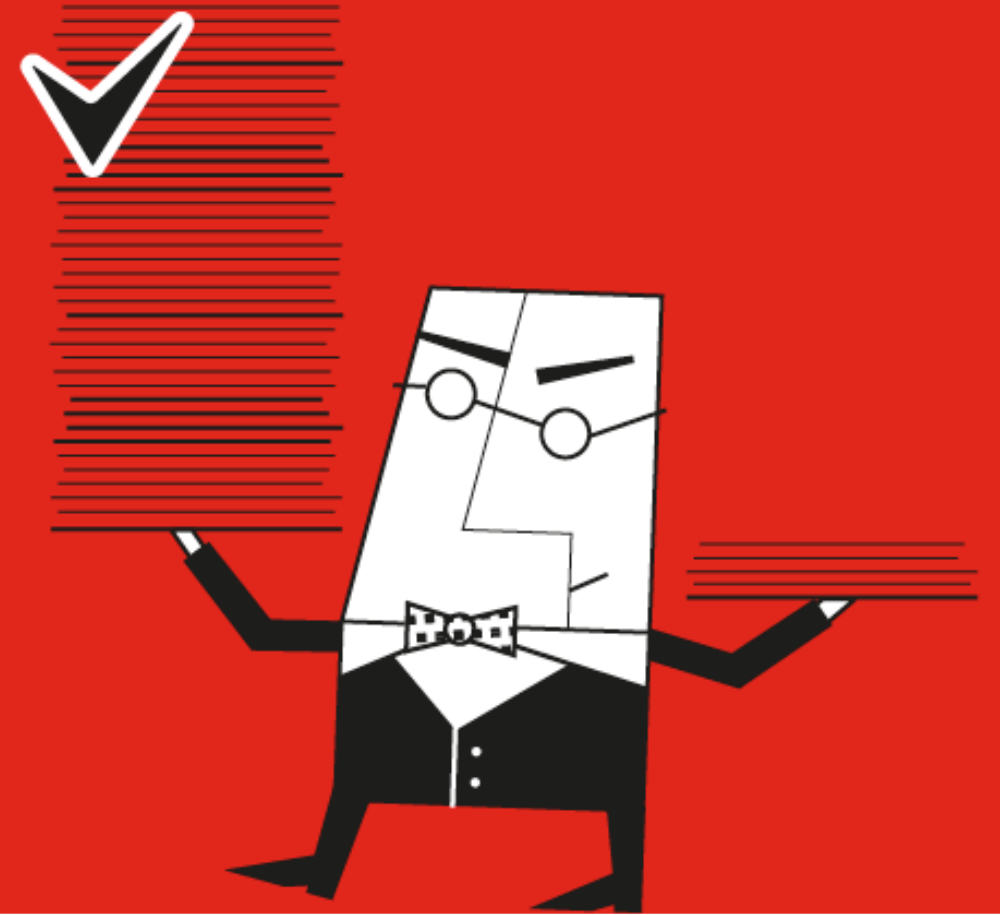


Коммерсантъ®

Clients by Economic Sectors (in %):



SERVICES AND PROJECTS OF THE PRACTICE



Supporting merger and acquisition (M&A) transactions, including creating joint ventures, and the sale and purchase of assets.

Support for a transaction to sell LLC RE Trading to a consortium of Chinese investors

Legal support for a transaction that involved LPP S.A., one of the largest global retailers (known for brands such as Reserved, House, Cropp, Mohito, and Sinsay), selling its Russian subsidiary, LLC RE Trading, to a consortium of Chinese investors.

Our lawyers were responsible for matters that included analysing and approving the main options for conducting the deal, including from the perspective of corporate, tax, antitrust, and foreign exchange aspects. We provided comprehensive regulatory support throughout all stages of the deal. Our team prepared all the main transaction documents, including corporate and contractual instruments. We also safeguarded the interests of LLC RE Trading during negotiations with the parties involved.

As a result, we identified the correct structure for the future ownership of the group's Russian assets, ensuring that LPP S.A. can return to the Russian market in the future.

Because it was so important on the market, the deal received extensive coverage in the media.

Legal support when one party withdrew from a joint venture

Lawyers from Pepeliaev Group have represented the interests of a regular client of the corporate practice, a large international food production company, in connection with exiting a joint venture and restructuring the ownership of it.

Like many similar transactions, this one involved an option for a potential return as a shareholder within an agreed period.

Our legal support included:

- Advising the client on all aspects of exiting the joint venture (JV).
- Complex contractual and corporate structuring of the deal, as well as drafting documents under Russian and English law.
- Negotiations with all relevant parties.
- Advising the client on how to terminate several agreements owing to its exit from the joint venture.
- Preparing and advising the client on various compliance issues relating to a bank that was the JV's main creditor in relation to changes in control over the JV.
- Preparing and advising the client on key issues of antitrust and foreign exchange regulation, as well as tax legislation.

Supporting merger and acquisition (M&A) transactions, including creating joint ventures, and the sale and purchase of assets.

Support for a large international transaction in the IT sector on behalf of a Chinese technology company

The team from Pepeliaev Group represented the interests of a Chinese technology company in a deal to repurchase the remaining 49% shares of a subsidiary of one of the world's largest IT corporations.

Our lawyers acted as the Russian consultant for this global transaction, with a substantial portion of it involving the company's Russian business. They advised the client on structural and corporate aspects of Russian law, prepared an extensive legal opinion for the Hong Kong Stock Exchange, and assessed regulatory aspects of having transactions approved by Russian regulatory authorities (such as the Federal Antimonopoly Service and the government commission).

The integration between Russian and Chinese businesses is growing ever deeper, and the Chinese side is increasingly relying on Russian lawyers for global tasks that involve aspects of Russian law.

Previously, the client had acquired 51% of the shares in the same company. Since then, its profits have significantly increased. By purchasing the remaining shares, the client aimed to optimise its business and improve its position in the digital technology market. The deal, worth USD 3.5 billion, represented a major restructuring of the company's assets. Its effects are already being felt across all of Asia's key technology markets.

Legal support for a client in acquiring one of the largest warehouse complexes in Russia.

Our lawyers represented the interests of the client regarding the planned acquisition of a company that owned a land plot with an area of over 200 sq.m. along with the real estate located on it. The total value of the deal exceeded RUB 2 billion.

Our team was involved in drafting the sale and purchase agreement, as well as in lengthy negotiations with the client, the seller's representatives, and the company being acquired. The project was made complex by the deal structure, particularly from the standpoint of the complex calculation of the purchase price, the need for comprehensive legal due diligence of the assets owned by the company being acquired, numerous conditions precedent being met, and the fact that the shares being acquired had been pledged to a major bank.

In addition, the project was tied in with the acquisition of one of the largest warehouse complexes in Russia as part of the property.

Supporting merger and acquisition (M&A) transactions, including creating joint ventures, and the sale and purchase of assets.

Legal support for the creation of a JV in the field of transportation services

The team from our corporate practice provided support to a client in a large-scale project involving the creation of a joint venture (JV) in the carsharing sector based on an existing company. The investor was a JV created by one of Russia's leading technology corporations and an investment company. Within this JV, the investor's technological and financial capabilities were brought together with the knowledge and experience of the founders to build a leading player in its sector.

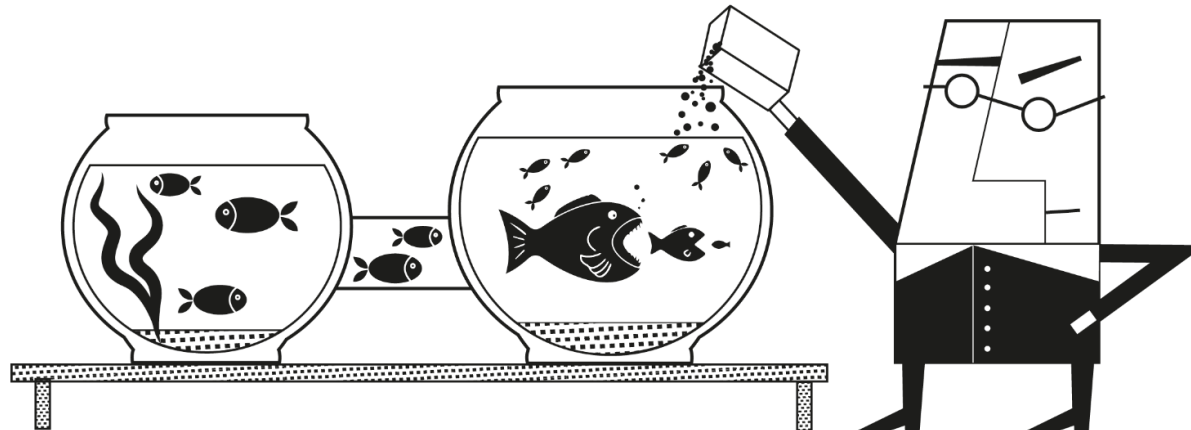
The project entailed a complex structure and involved various options for taking the company forward and for how the founders would participate, depending on the economic results of the activity. The total cost of the project was approximately RUB 2 billion.

Legal support for the acquisition of a football club

Lawyers from the corporate practice provided legal support to a client in a project involving the acquisition of a football club. The transaction was complicated by a number of additional obligations of the buyer, principal among which was the financing of the reconstruction of a football stadium.

Our experts developed the structure of the deal, prepared the transaction documentation in the areas of construction and corporate law, and, together with lawyers from our real estate practice, advised the client on related matters in the context of implementing and completing the deal.

The total cost of the project came to over RUB 7 million.



Comprehensive legal due diligence of assets (Legal Due diligence)

Conducted due diligence of several Russian companies on behalf of a client

Lawyers from Pepeliaev Group represented the client's interests in a project that included legal due diligence of three Russian legal entities to identify the key risks and clarify the issues that were important for the deal. As a result, the client received a detailed report containing an analysis of the key legal issues as well as the risks, ways to overcome and mitigate them, and related comments in terms of potential non-compliance with formal statutory requirements or of possibly leading to legal uncertainty in the relationships at hand.

The result of our analysis was an examination of all legal aspects of target companies' activities: an analysis of commercial contracts, financial obligations and labour relations, as well as a description of the court proceedings to which the companies are a party.

The project was complicated by the significant volume of documents and information about the companies' activities, as well as the large number of real estate facilities and key assets that the target companies owned or used.

We conducted comprehensive due diligence of the Russian company ahead of the proposed deal

The lawyers of our corporate practice supported a major South Korean chemical manufacturer in a project to acquire a 40% stake in the share capital of one of Russia's largest manufacturers of paints and coatings.

Prior to the deal, our specialists conducted comprehensive due diligence of the Russian company based on the documents provided and prepared a due diligence report outlining its results.

Among other tasks, our lawyers were involved in structuring the deal and drafting all necessary documents. Thanks to the efforts of the experts at Pepeliaev Group, the transactions were successfully closed.

PEPELIAEV GROUP - A TEAM OF PROFESSIONAL
LAWYERS CAPABLE OF PROVIDING DETAILED AND
UNDERSTANDABLE CONCLUSIONS IN THE SHORTEST
TIMEFRAMES.

IFLR1000

Comprehensive legal due diligence of assets (Legal Due diligence)

Legal due diligence of a group of Russian companies holding rights to the radio frequency spectrum.

Lawyers from the corporate practice provided support to a client in a project aimed at the planned acquisition of a group of companies whose main asset consisted of rights to the radio frequency spectrum. The transaction was significantly complicated by a number of specific practical aspects: in addition to regulatory aspects relating to transferring rights to the radio frequency spectrum (which were of importance to the client), we also had to take into account the problematic nature of the asset, i.e. the group companies actually being bankrupt and the associated risks.

The tasks of our specialists included:

- conducting legal due diligence of a group comprising three legal entities, including a full check of the group's rights to the radio frequency spectrum
- making a preliminary plan of the deal structure and a risk assessment that took into account the extremely complex financial state of the asset being acquired
- preparing legal opinions on various aspects of the project, such as the statute of limitations for certain obligations of the group, the possibility of exiting some obligations, and so on.

In this project, our team once again combined and successfully demonstrated to the client not only our expertise in transactional and corporate matters but also our in-depth industry knowledge of how telecommunications, the radio frequency spectrum and technologies are regulated.

Since the asset was highly problematic (the group of companies being acquired having substantial debts to creditors), our lawyers constantly faced the need to consider aspects of the group's potential bankruptcy when planning the deal.

Legal support for the creation of a joint venture in Zabaykalsky Territory

The team from our corporate practice provided legal support to a Slovakian investor in a project involving investment in a company from Zabaykalsky Territory that produces agricultural products. In the subsequent stages, the partners are planning to develop the company and its business.

Among the tasks of our lawyers was to conduct legal due diligence of the companies within the group, to draft a corporate agreement and charters of the group companies, and to create a holding company under the legislation of Singapore.

Providing comprehensive legal assistance in creating, restructuring, and reorganising businesses and assets.

Reorganising companies that were residents of a Priority Social and Economic Development Area with all benefits being preserved

We recently supported a client in a reorganisation of three legal entities. These companies were residents of a Priority Social and Economic Development Area (abbreviated in Russian to TOSER), meaning that they bore certain obligations which, if met, provided them with specific benefits. Reorganisation is one of the grounds for the status of a resident to be terminated early. Our specialists developed a model of reorganisation that ensured the status of a resident would be preserved for the successor entity of the reorganised companies.

Additionally, the possible methods of transferring a large number of employees to the reorganised company posed the client particular challenges. To this end, the statutory mechanism for transferring employees was less optimal from an IT perspective.

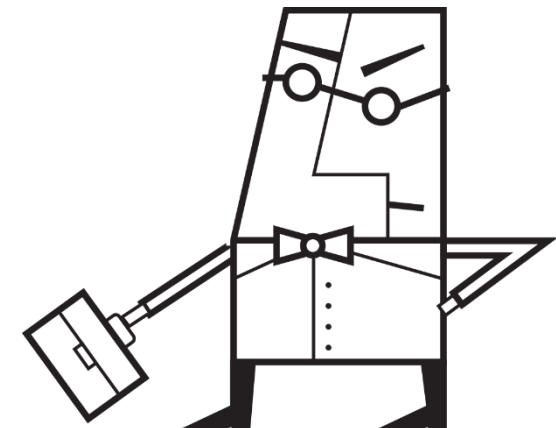
Our team crafted a detailed restructuring plan to preserve the client's status as a resident of the TOSER so that employees could be transferred to the reorganised company with minimal losses, while unregistered real estate facilities passed over to it. The project was successfully completed as a result.

Comprehensive strategic consulting

Lawyers from our corporate practice provided comprehensive advisory support to the Russian subsidiary of one of Europe's largest fruit processing corporations.

Our lawyers advised the management and shareholders on corporate aspects, provisions governing the procedure for distributing dividends, and the regulatory and tax implications relating to this activity.

Furthermore, our advice touched on strategic questions regarding the company's subsequent presence in the Russian market, including how to apply the rules for selling shares or changing ownership participation, and specific regulatory features of such transactions.



Providing comprehensive legal assistance in creating, restructuring, and reorganising businesses and assets.

Restructuring a major pharmaceutical company.

The team from our corporate practice provided support for a project aimed at reorganising retail and pharmaceutical companies located in different regions of Russia. The uniqueness of this project lay in the fact that it was to preserve the current management model of the companies (both the decision-making centres and direct production operations).

The tasks for our specialists included developing a detailed plan for the reorganisation that took into account, among other things:

- how to develop a management model that would allow the managers of the companies participating in the reorganisation to have independence
- how to draw up a comprehensive plan that considered all aspects of the reorganisation (corporate, employment, tax, accounting, regulatory, civil law, financial, and others).
- the need to elaborate in detail on the specific regulation governing the pharmaceutical industry.

The project was discontinued early on, following an assessment of all risks posed to the business. Nevertheless, our lawyers' recommendations enabled the client to avoid undesirable consequences.

Advising on the corporate and tax aspects of an internal group restructuring

Lawyers from the practice provided consulting support to a subsidiary company of a major international bakery chain regarding corporate and tax matters within the framework of an intra-group restructuring.

Our specialists analysed whether it was feasible to sell the Russian company to the parent company to ensure that dividend payments are transparent. The tasks also included analysing the corporate structure, and advising the client on Russian regulatory aspects concerning the planned restructuring of ownership of some legal entities within the group.

Separately, we had to examine whether the transaction for the foreign investor to sell the Russian asset required permission and what the conditions were for gaining approval.

Drawing on our extensive experience of working with the Government Commission on Control of Foreign Investments in Russia, our knowledge of the approaches it takes and our assessments of how the Commission conducts itself in particular situations, our advice was highly beneficial to the client. This helped the client make the right decision regarding the form of the internal group restructuring.

Optimising models for managing and owning a business.

A comprehensive restructuring of the business of a major group of companies

The team from our corporate practice provided support for a comprehensive project that involved restructuring the business of a group of companies. The primary complexity was the historical diversity and intricate structure of the business. Our lawyers' objective was to examine the group companies' structure, business processes, financial flows, and internal as well as external connections, then develop for the client the optimal structure for the reorganisation. This was to preserve to the maximum degree the positive aspects of the group's business while remedying the existing shortcomings.

As part of the project, specialists from various practice areas were involved, including the tax, corporate and digital practices, among others. As a result, our lawyers developed a step-by-step restructuring plan over five years, covering all actions needing to be carried out to transition to the new structure.

Legal support for the potential acquisition of a company from a foreign owner in an unfriendly country

Lawyers from our corporate practice advised the client (a co-owner of one of the largest car dealerships) on the legal, regulatory, and tax aspects of a potential deal to buy a company from a foreign owner based in an unfriendly country.

Our specialists conducted a thorough analysis of the options, conditions, and consequences of the company potentially being purchased from the current owner located in an unfriendly country.

This project exemplifies our work in advising a private individual who owns a business on strategic matters relating to its future operations. Minority owners often face a tough choice: if they take incorrect decisions, this could paralyse the business.

Optimising models for managing and owning a business.

Advising on the client's personal participation in the capital of a major Russian company

The team from the practice advised the owner of a major Russian company on transactions involving a transfer of control over the company from the previous owner to the current owners, as well as structural and regulatory aspects of changing the ratios of stakes in the company.

Our lawyers assisted the client in planning and structuring options for their continued personal involvement in the capital and the Russian business, taking into account that there was a foreign partner among the shareholders of the foreign holding company and unperformed financial obligations with regard to purchasing the Russian business from the previous owner.

Additionally, our specialists prepared legal opinions for a foreign auditor to confirm the existing procedure for performing obligations to unfriendly non-residents.

Comprehensive advice on corporate and anti-sanctions aspects

The team from the practice group advised the client, one of the world's largest manufacturers of auto components, on various corporate issues of the company's activities. A separate range of issues concerned anti-sanctions measures and legislative initiatives that could impact on the company's business in Russia.

Development of various restructuring models for the group and roadmaps for implementing the optimal ones

Lawyers from the practice conducted a comprehensive operational analysis of the business of the group of companies, including an assessment of ownership rights to assets and group management systems, as well as tax and financial aspects. The primary goal of the client was to ensure that the business was transparent and clear for investors, as well as that the tax burden was at an acceptable level.

Since the client's business is based on internet sales, a high-priority task for our lawyers was to ensure the protection of IT assets as the primary interest of the business's owners. A significant risk arose from the absence of formal rights to the website, databases, and proprietary developments created since 2009 and maintained by more than 90 of the client's employees, making it impossible to exclude that control over these assets could possibly be lost. The key tasks of our team were: forming a stable and transparent structure of the property and assets, creating a clear and effective management and decision-making system, as well as an operational business structure, developing a transparent and secure tax model for the business, and ensuring that the business was ready for significant regulatory changes.

This comprehensive project demanded the involvement of lawyers with diverse expertise and experience, who successfully applied multiple practices across various fields.

Assisting clients at all stages of investment projects.

We provided legal support within the framework of creating an industrial park for Korean-Russian economic cooperation in Primorye Territory.

The lawyers from Pepeliaev Group's Far Eastern Office provided support to the client in connection with the creation of the Korean Industrial Park ("KIP") for Russian-Korean economic cooperation in Primorye Territory. The project provides for an industrial park to be created that will serve as an investment platform for Korean companies.

Under the guidance of our legal team, we completed preparation of a Memorandum analysing the KIP's business structure, and considered issues relating to an agreement to place one of the Korean investors in a Free Economic Zone, along with specifics of interacting with the Russian Ministry for the Development of the Far East and the Corporation for the Development of the Far East. Our lawyers conducted an analysis of the corporate structure of the KIP, and examined compliance with Russian legislation, including laws governing the operation of advanced development zones, foreign investments, and construction. They proposed alternative business structures for the KIP based on an analysis of current Russian legislation. We established procedures for obtaining Russian licences and permits for the KIP, identified applicable legal restrictions, and carried out an analysis of the applicable legal issues for each stage of the KIP, developing countermeasures. Among what we considered were the procedures for obtaining the status of a resident of an Advanced Development Area (ADA), how a resident of an ADA constructs facilities, land law matters, issues relating to lease agreements entered into with tenants, questions about liquidating companies, antitrust matters when a Russian company is formed, and how customs procedures are applied within a Free Customs Zone (FCZ), among other matters.

The uniqueness of the project and its considerable significance for the two states has been repeatedly hailed by South Korean and Russian mass media outlets, and representatives of diplomatic circles, as well as by government and business figures in both South Korea and Russia. Additionally, this project is one of the priority bilateral projects included in the 'Nine Bridges' Plan for Russian-Korean trade and economic cooperation. This project is unique not only for the Far East but also for Russia as a whole.

Assisting clients at all stages of investment projects.

Legal support for the Smart City project in Primorye Territory

Lawyers from the Far East Office carried out extensive legal work with regard to implementing of LH Corporation's new and unique "Smart City" project in the city of Bolshoy Kamen in Primorye Territory. Our lawyers prepared a memorandum on the applicable legislation, which analysed:

- the federal and local government legislation to be applied
- the relevant laws and systems for the construction of a smart city (including licensing issues)
- the business structure and role of a public-private partnership
- the statutory frameworks/systems and practical examples in the context of foreign investments

Smart City is a conceptual development project for the urban district of Bolshoy Kamen, and has been crafted by LH Corporation, a major South Korean state corporation that specialises in urban development. The proposed territory covers an area of 900 hectares. The project is receiving support from the General Consulate of the Republic of Korea in Vladivostok.

This unique project is important on both the local and international levels, contributing greatly not only to advancing the infrastructure of and attracting investments to Primorye Territory but also to strengthening international relations with the Republic of Korea.

Legal support for a high-tech project

Lawyers from Pepeliaev Group provided support for a project involving investment in a company which is developing a cutting-edge program that is designed to recognise and analyse medical information and incorporates elements of artificial intelligence. Our specialists were tasked with conducting comprehensive legal due diligence of the company developing the program. They then prepared a corporate agreement ensuring that investor made contributions to and participated in the company, and made amendments to the company's charter.

Of particular significance is the project's focus on developing high technologies in the field of medical equipment, which is one of the most in-demand business sectors at present.

Representing clients' interests in corporate disputes.

Legal support for a client's transactions against the backdrop of an acute corporate dispute.

The lawyers from Pepeliaev Group provided support for a transaction to sell a 50% stake in a holding company owning 75% of the largest enterprise producing metallurgical products in the Far Eastern Federal District. The transaction was complicated by there being a corporate conflict and a significant volume of hostile actions, including blackmail, from other shareholders of the production enterprise. Additionally, the former management of the enterprise was involved in numerous fraudulent transactions, posing significant risks to the enterprise's commercial activities and its credit obligations.

This deal was of crucial importance for the enterprise's stability, as it facilitated investments from a new shareholder and united efforts in developing production.

Challenging corporate resolutions and transactions entered into for the benefit of the majority shareholder.

Lawyers from Pepeliaev Group assisted a client in challenging resolutions of meetings and transactions of a business entity that favoured the majority shareholder. The client lost corporate rights of control over large-scale transactions owing to a revaluation of assets, which increased the amount of property that the director could dispose of without approval from RUB 50 million to RUB 500 million. Additionally, the majority shareholder benefited from the transaction not in the cash equivalent but through a building under construction at the company's expense, which added to a personal project of the majority shareholder.

Our legal team was tasked with preparing appellate and cassation appeals, along with other procedural documents, and with representing the client in court.

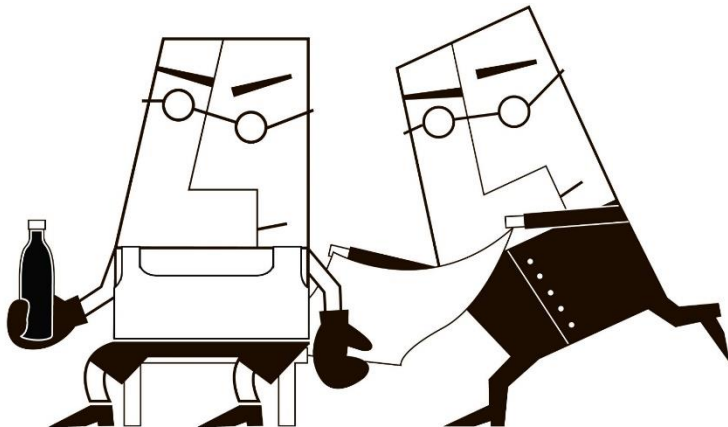
In judicial practice, cases are more common in which challenges are made to transactions causing damage to a company. Cases where projects provide an exceptional benefit to just one or a few shareholders are extremely rare. In this case, a crucial principle of corporate law is at stake: all shareholders must benefit equally in proportion to their contribution to the issued capital. When this principle is violated, for instance, by actually distributing profit in cash or in another form solely to one shareholder, such actions should be deemed unlawful.

Representing clients' interests in corporate disputes.

Successfully challenging transactions that had harmed a company

The team from Pepeliaev Group assisted the claimant in challenging several transactions carried out by a subsidiary with affiliated parties which had caused significant harm to the company. Our lawyers were tasked with preparing written procedural documents and with representing the client's interests in the appellate court.

This case is important from the standpoint of shaping judicial practice regarding having transactions invalidated that damage a company, particularly in corporate disputes in which the claimant has very limited access to information about the transactions it is challenging.



Representing the interests of a group of investors in corporate disputes.

We represented the interests during a corporate dispute of a group of investors owning a complex for receiving, storing, and delivering petroleum products. One participant sought to exclude others from the company by having recourse to court proceedings.

Our lawyers advised one party to the conflict on all issues of how it could act, and they represented the interests of that group of investors in court owing to another party filing a claim seeking their removal as members.

Conflicts within business relationships are increasingly common at times of crisis. Thanks to our team's efforts, the court resolved to dismiss the opposing side's claim in its entirety.

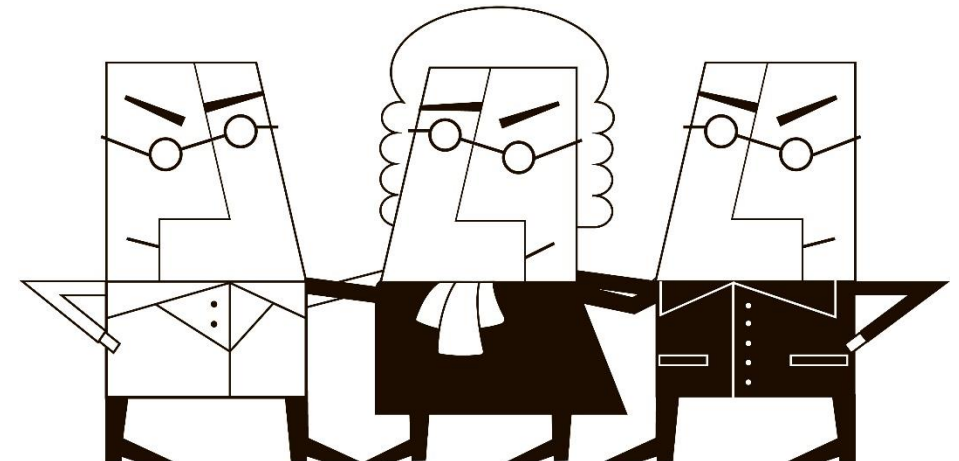
Representing clients' interests in corporate disputes.

Representing the interests of a limited liability company in the context of a corporate dispute

The team from our practice group represented a client's interests during a corporate conflict which resulted in one member demanding that it be paid the actual value of the business.

Unfortunately, at the very outset of their partnership, the client had made no provision for mechanisms that would have allowed it to part ways with any of its partners under previously agreed conditions. The complexity lay in the exiting member initiating legal proceedings (disputing resolutions of the general meeting of members and the company's charter) with a view to pressuring the client. This could have resulted in the company's operations being halted in their entirety and potentially have led another member to withdraw. This ultimately threatened the company with bankruptcy.

Our lawyers developed the safest model for resolving a conflict, achieved the withdrawal of the lawsuit, negotiated the exiting partner's departure on the most favourable terms possible under the circumstances, and provided support during the procedure for buying out the minority shareholder's stake.



Supporting relocation and redomiciliation projects

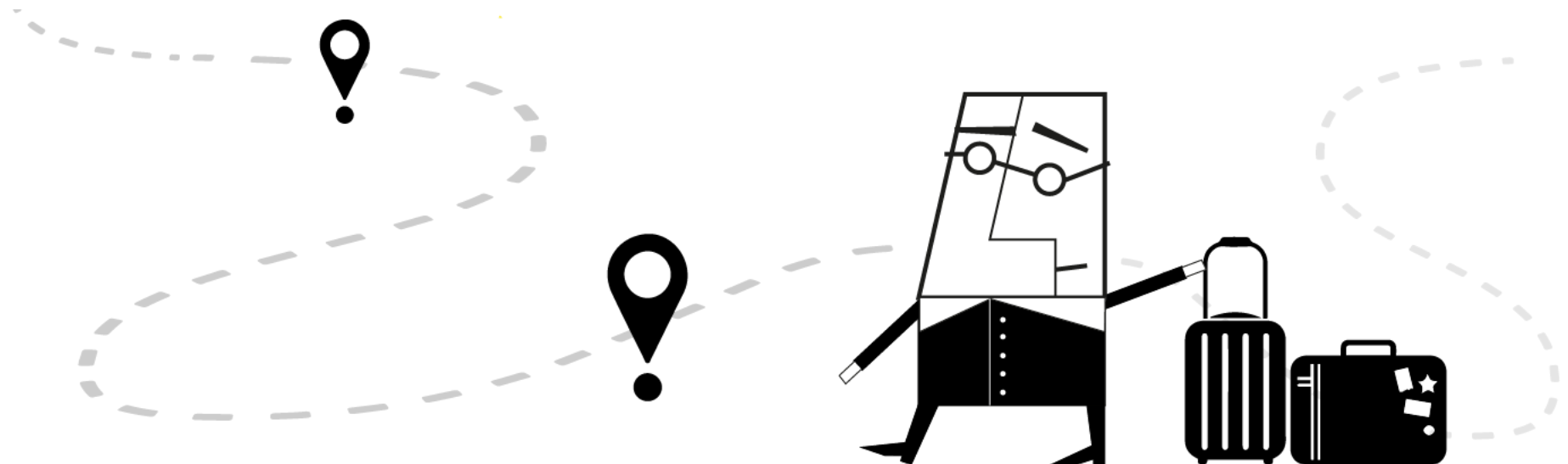
We achieved the accelerated redomiciliation of the two Cypriot companies.

The lawyers from Pepeliaev Group's team ensured full legal support for the redomiciliation of a Cypriot company in the Russian Federation. A distinctive feature of the project was the need to accelerate the relocation process when the project was implemented.

To this end, it was decided to register the companies in Russia without waiting to obtain consent from the Cypriot registration authority.

The redomiciliation of a Cypriot company

The team from our corporate practice handled the legal aspects of a Cypriot company being redomiciled in Russia. The redomiciliation process was completed in full compliance with both Russian and Cypriot legislation. Our lawyers built partnerships with Cypriot consultants overseeing the redomiciliation process in Cyprus. Within the project, our specialists obtained the Cypriot registrar's approval for the company to be redomiciled in Russia, which is untypical of most such projects.



Worked with commercial contracts, assessing risks and other aspects of current business operations

Advising clients owing to inclusion in sanctions lists

The team from the practice advised the co-owners of a major private satellite communication operator on issues relating to corporate governance in Russia, as well as the risks and consequences of being included in the sanctions lists of a foreign country. Our lawyers advised clients in devising the optimal position for managing assets they owned.

The company that the clients own actively collaborates with major Russian businesses and also procures technological equipment and services from international markets.

Our lawyers assisted clients in developing the optimal approaches in the context of the existing situation and identified strategies for mitigating the potential risks.

Recently, our corporate practice has been handling numerous similar tasks, which have involved our specialists providing advice to business owners on a wide range of issues relating, directly or indirectly, to specific aspects of the international environment.

Advising a leading automotive manufacturer on issues relating to terminating cooperation with a Russian counterparty.

The team from our corporate practice is implementing a comprehensive project for one of the largest international automotive manufacturers, which is ranked at number one in terms of sales volumes in Russia. Within this project, the client is intending to terminate extensive cooperation with a Russian group of companies involved in car assembly in Russia.

The current phase involves assessing contractual provisions in terms of whether they contain an opportunity to terminate the contracts early. Our lawyers conducted an audit of all the agreements relating to car assembly in terms of their status and assessed potential scenarios for exiting the projects, including the civil law, tax, and customs aspects and risks.

Timely advice from our lawyers assists the client in making the most effective and considered decisions at every stage of the company's operations.

Worked with commercial contracts, assessing risks and other aspects of current business operations

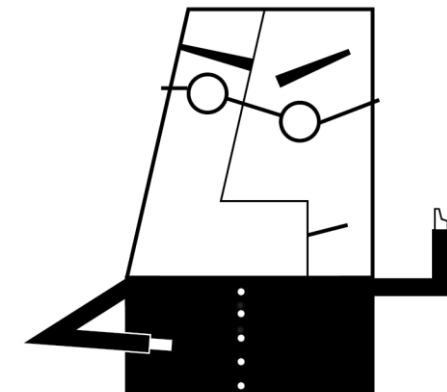
Legal analysis of an addendum to a supply contract concerning sanctions and antitrust risks.

The practice's lawyers assisted a Russian unit of one of the world's leading dental companies in analysing a standard addendum to a supply contract intended for future use with counterparties. Our specialists assessed the documents in terms of whether there were potential breaches of legislation (sanctions restrictions of both Russia and foreign states) and any possible risks of the client's officers facing liability.

The scope of our analysis also encompassed questions regarding whether a supplier is entitled to set any restrictions on the subsequent sale of products acquired under US export licences, whether there is any judicial precedent concerning such restrictions being deemed unlawful, and what risks arise for suppliers (Russian companies complying with export licence requirements) and their officers in terms of being held liable for including relevant clauses in supply contracts. Our specialists assessed the risks of such conditions being interpreted as compliance with anti-Russian sanctions, and also assessed the antitrust risks.

Structuring and documenting the transaction for the transfer of the company's leasing portfolio to a new lessor in Russia after the activities of a global joint venture were terminated

The team from our corporate practice conducted comprehensive due diligence of companies involved in a joint venture between two major international companies operating in Russia. The JV was established to provide financial services, including those related to leasing. Our lawyers advised the client on Russian law in relation to how to structure the transaction for the transfer of the leasing portfolio and arrears, and developed the most acceptable structure for the deal from the perspective of the Russian regulatory provisions, requirements, and rules applicable when transferring leased items that are in active operation (heavy-duty trailers and vehicles).



Worked with commercial contracts, assessing risks and other aspects of current business operations

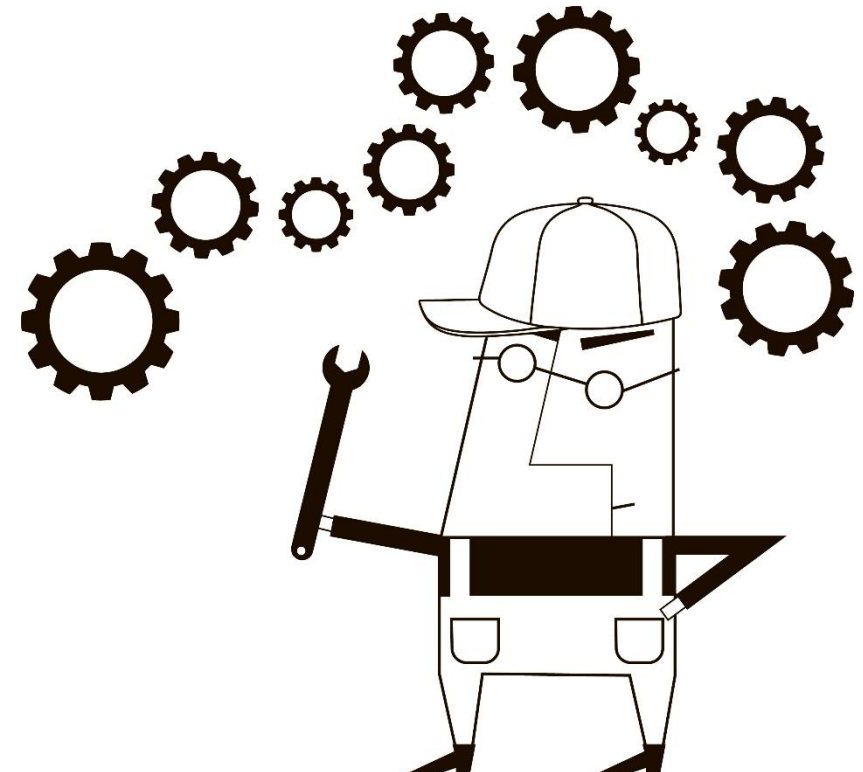
Developing an effective distribution model for a major international company

The team from our corporate practice provided support to a client in developing and implementing a distribution model for one of its main and best-selling products, namely lighters. As a result, the client established a relationship with one of the largest trading groups in Russia as a primary sales channel.

The central task of the project was to draft a distributor agreement.

This task was complicated by various factors, including, for example, the geographic remoteness of certain regions of Russia and logistical challenges in delivering products there, which affects the cost of the product. In addition, there was a need to "attract" the distributor using tools with a purely economic motivation while avoiding risks of violating antitrust legislation.

For the first time in its entire history of operating on the Russian market, our client transitioned to a new distribution system involving a single distributor responsible for promoting the product across all areas of the Russian market, in the fields of both wholesale and retail sale.



Team



Sergey Spasennov

Senior Partner & Head of the
St Petersburg Office

s.spasennov@pgplaw.ru



Sergey has over 25 years of experience in advising on corporate law and M&A, business restructuring and reorganizing. As a head of St. Petersburg office he supervises major M&A deals, real estate transactions, and provides advice and support industrial and infrastructure projects.

With extensive practical experience in interacting with government authorities, Sergey represents clients' interests during strategically important negotiations or in resolving priority business tasks that require coordination or involvement from the relevant public agencies.

WHAT THEY SAY

"Sergey Spasennov enjoys wide recognition throughout St Petersburg's legal community. He leads the corporate practice and handles projects relating to the structuring and implementation of M&A transactions." (Chambers Europe).



Ilya Bolotnov

Partner

i.bolotnov@pgplaw.ru



Ilya specialises in matters of corporate and contract law. He has over 25 years of experience in advising Russian and international clients on matters relating to investments in Russian business and conducting operations in Russia, covering in particular mergers and acquisitions, aspects of commercial and contract law, diverse international projects, and matters of antitrust regulation. This includes issues pertaining to the acquisition of assets, the restructuring of a business, and the comprehensive structuring of contractual relationships within Russia.

WHAT THEY SAY

A leading corporate legal practice that is currently bolstering its reputation in the field of M&A transactions. (Chambers Europe).

About the firm

A leading Russian law firm offering the full range of legal services.

Lawyers

160

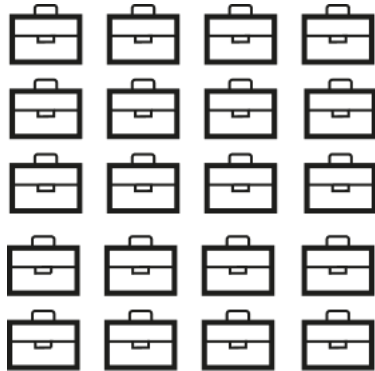


Our lawyers include
2 Doctors of Laws
and 18 PhDs in Law.



Clients

2000



Office

6

Moscow
St Petersburg
Nizhnekamsk
Krasnoyarsk
Vladivostok
Dubai

Developing Eastwards

- Chinese Desk
- Korean Desk
- Middle East Desk

Ratings



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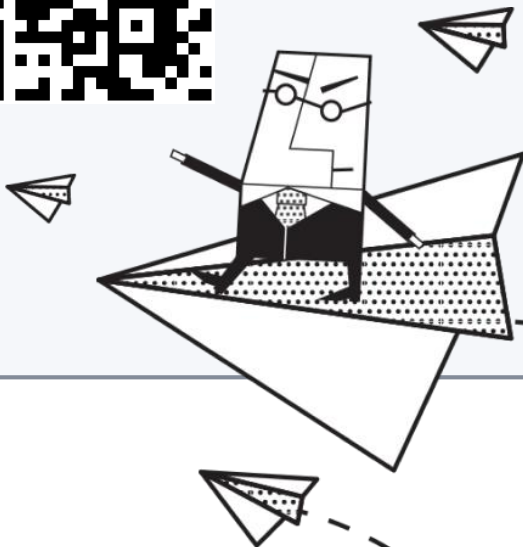


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News of the firm, themed overviews of legislation and administrative and judicial practice, and expert commentary



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of business



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of information



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media and IT



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Chinese Desk

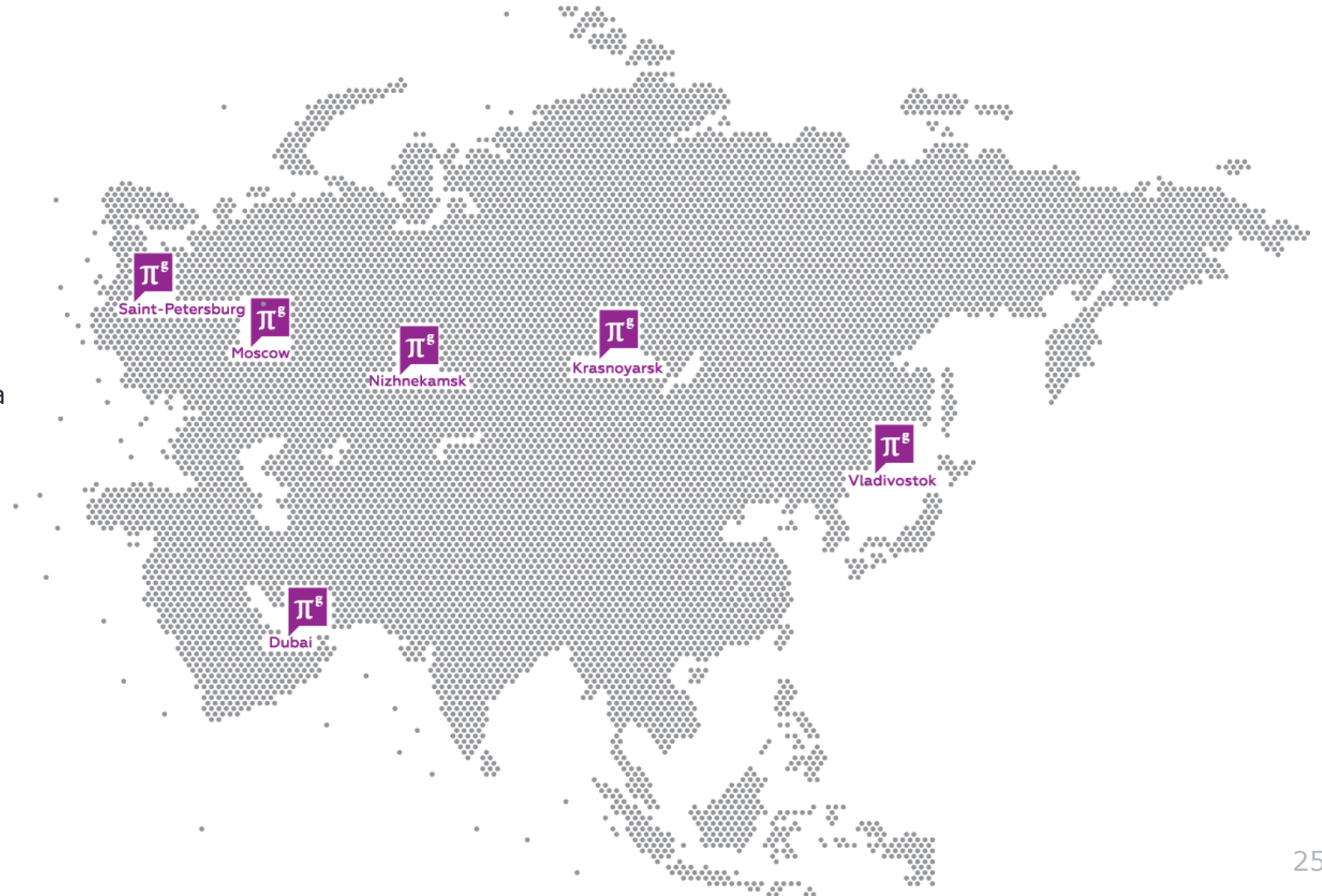
- Support for Chinese investors in Russia and for Russian investors in China.
- We have strategic partners on the Chinese market.
- Comprehensive legal support.

Korean Desk

- Legal advice to Korean companies in Russia and to Russian investors in Korea.

Middle East Desk

- Providing services that involve tax structuring and tax advice in the UAE and in Persian Gulf countries.



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