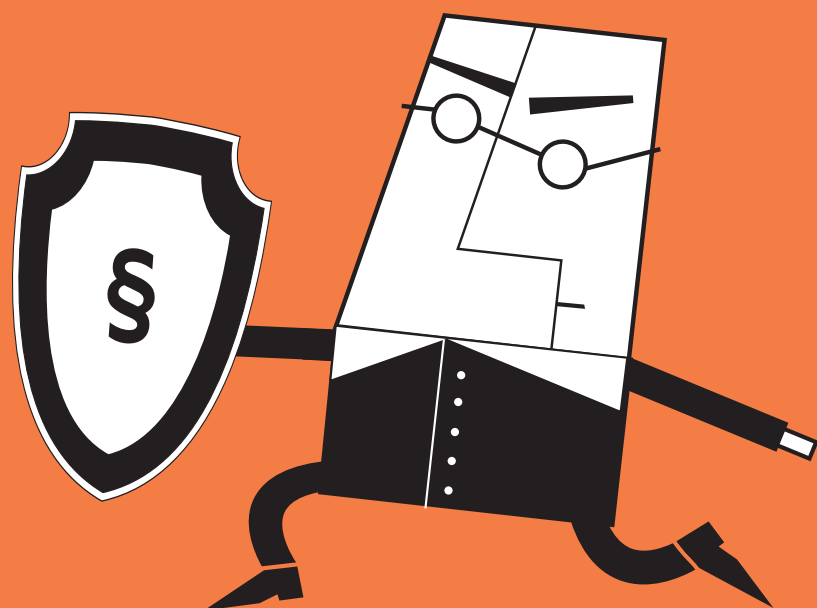


# LEGAL GR AND DEFENCE AGAINST ILLEGAL TAKEOVERS

Law firm  
 Pepeliaev Group



## CONTACTS



**Sergey Taut**

Expert

[s.taut@pgplaw.ru](mailto:s.taut@pgplaw.ru)

Applying tools of social and state institutions for the protection of the rights of business, Sergey specialises in matters that involve safeguarding entrepreneurs from unlawful criminal and administrative prosecution.

He provides expert support in legislative drafting activities to change the regulatory environment for the client's benefit. Sergey has been elected the executive co-chairman of the Centre of Public Procedures "The Protection of Business".

He has been awarded a certificate of honour from the Russian President's Business Ombudsman For Contributing to the Development of Institutions for the Protection of Entrepreneurs' Rights and an acknowledgement from the Law Department of the Higher School of Economics For Preparing Legislative Initiatives Aimed at Securing Entrepreneurs' Rights. The Russian Ministry of Justice has awarded Sergey a silver medal For Cooperation.

He has been acclaimed in the individual rankings of Pravo-300 for 2019— 2024 (Tier 1).

## ABOUT THE FIRM

**160 lawyers**



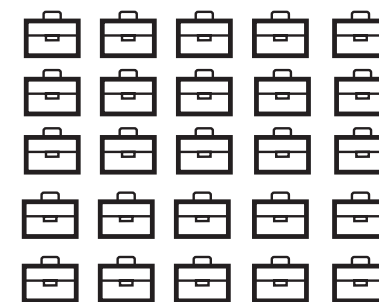
Our lawyers include 2 Doctors of Laws  
 and 18 PhDs in Law



**20 Practices**



**2,000 clients**



**6 offices**

Moscow St Petersburg, Nizhnekamsk,  
 Krasnoyarsk, Vladivostok, Dubai

**Our ratings:**

CHAMBERS  
 EUROPE

CHAMBERS  
 GLOBAL

INTERNATIONAL  
 TAX REVIEW

THE  
 LEGAL  
 500

World  
 Trademark  
 Review

IFLR1000

Best Lawyers

Expert

ПРАВО  
 300

RGRU  
 РЕГИСТР  
 ЮРИСТОВ  
 В РОССИИ

PRO  
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**@Pgp\_official**

The official Telegram channel of Pepeliaev Group News of the firm, themed overviews of legislation and administrative and judicial practice, and expert commentary.



**Moscow**  
 E: [info@pgplaw.ru](mailto:info@pgplaw.ru)  
 T: +7 (495) 767-00-07

**St Petersburg**  
 E: [spb@pgplaw.ru](mailto:spb@pgplaw.ru)  
 T: +7 (812) 640-60-10

**Tatarstan, Nizhnekamsk**  
 E: [rt@pgplaw.ru](mailto:rt@pgplaw.ru)  
 T: +7 (495) 767-00-07

**Krasnoyarsk**  
 E: [krs@pgplaw.ru](mailto:krs@pgplaw.ru)  
 T: +7 (391) 277-73-00

**Vladivostok**  
 E: [vld@pgplaw.ru](mailto:vld@pgplaw.ru)  
 T: +7 (4232) 65-93-55

**UAE, Dubai**  
 E: [mena@pgplaw.ru](mailto:mena@pgplaw.ru)  
 T: +7 (495) 767-00-07

**China**  
 E: [cn@pgplaw.ru](mailto:cn@pgplaw.ru)  
 T: +7 (495) 767-00-07

**Korea**  
 E: [kor@pgplaw.ru](mailto:kor@pgplaw.ru)  
 T: +7 (495) 767-00-07

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Website



Brochures and presentations

LEGAL GR. LIAISING WITH INSTITUTIONS  
FOR THE PROTECTION OF BUSINESS

WHEN CAN THIS BE RELEVANT?

- ✎ When state authorities commit significant violations of a company's rights.
- ✎ The risk of criminal prosecution of corporate officers, excessive administrative pressure.
- ✎ When state authorities become involved in competition

OUR SERVICES

- 

Developing a 'road map' of measures to resolve a conflict situation that has taken shape.
- 

Selecting the most effective tools for the protection of companies' rights.
- 

Drafting appeals, motions and personalised letters in the interests of the client.
- 

Providing legal support when an appeal is considered
- 

Organising an independent expert review, attracting the attention of the mass media and initiating a public discussion to achieve the best results.
- 

Liaising with the competent state authorities to develop measures to respond to an appeal and achieve a favourable resolution of the situation.

SAMPLE PROJECTS

- As result of our integrated work involving institutions for the protection of business, we had administrative barriers eliminated for municipal unitary enterprises of the city and the problem with commissioning residential buildings was solved. Criminal liability was imposed on the officers who were guilty of the violations that were committed.
- The company's officers had been accused of knowingly filing a false VAT tax return. As a result of our joint work with the office of the Presidential Commissioner for Entrepreneurs' Rights, the criminal cases against the company's officers were terminated. In addition, a dispute in a state commercial court was resolved in favour of the company.

PROVIDING SUPPORT IN CHANGING THE REGULATORY  
ENVIRONMENT FOR THE CLIENT'S BENEFIT.

WHEN CAN THIS BE RELEVANT?

- ✎ When there is a difficult legal regulation entailing risks of an administrative, corruption or criminal law impact on good-faith market players.
- ✎ When there is a possibility of adverse changes in legislation or of discriminatory subordinate legislative instruments being adopted.
- ✎ When players understand the long-standing need to enhance the legislation affecting a particular sector.

OUR SERVICES

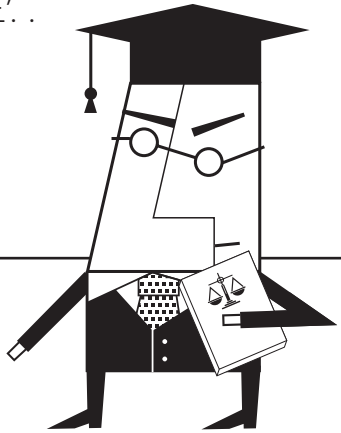
- Developing a legal position to provide rationale for a request from the client and analysing the legal instruments required for the goal of the project to be attained.
- Forming a pool of industry players that have similar interests in changing the current regulation.
- Offering a systemic solution, including preparing a corresponding draft law.
- Working with public, private and state-owned institutions for the support of business, including business associations.
- Liaising with expert platforms to form a well-grounded position on the matter at hand, and holding round tables and discussions.
- Providing PR support for the project.

SAMPLE PROJECTS

- Pepeliaev Group's lawyers were directly involved in the preparation of a draft law aimed at strengthening administrative liability for repeated unauthorised connection to infrastructure networks and use of power resources.
- Pepeliaev Group's experts have been involved as independent experts in preparing draft laws in the field of tax. The work has taken place within the framework of the Expert Panel under the Russian President's Ombudsman for Entrepreneurs' Rights in conjunction with the Ministry of Economic Development, security agencies and the State Duma's Committee for the Budget and Taxes.

CLIENTS INVARIABLY DESCRIBE  
THE PERFORMANCE OF PEPELIAEV  
GROUP'S LAWYERS AS 'EXCELLENT'  
AND 'IMPECCABLE'. .

**IFLR1000**



COMBATING ILLEGAL TAKEOVERS

Our comprehensive service of combating hostile takeovers can include:

- studying and analysing the details of an attempt to seize control;
- preparing a map of risks and an algorithm for combating a hostile takeover;
- urgently restructuring the company's primary assets, changing the structure of corporate ownership and the decision-making procedure;
- counteracting a criminal scheme that involves replacing the executive body and forging the company's register of shareholders (records of the company's members);
- preventing large-volume purchases of shares;
- counteracting the corrupt involvement of law enforcement, and of regulatory and supervisory authorities when assets are seized;
- safeguarding entrepreneurs' rights in the fields of criminal and administrative law using the resources of public and state institutions for the protection of rights of business, such as ombudsmen for entrepreneurs' rights (at the federal and regional levels) and centres of public procedures of the "Business against corruption" network, as well as attracting sector-specific national and regional mass media outlets.
- working with accounts payable;
- providing support during insolvency procedures;
- performing audits of constituent documents and corporate policies, then providing recommendations on how they need to be amended to ensure protection from an illegal takeover.

SAMPLE PROJECTS

- Pepeliaev Group's experts developed a strategy against an illegal takeover of a factory. The set of measures for restoring corporate and actual control over the company included electing a new CEO, completing an exhaustive audit of the transactions concluded by the previous management, and going to court to challenge these transactions as well as fictitious debts. As a result, Pepeliaev Group's experts prevented damage to the company's property, neutralising the risk of a criminal prosecution of the majority shareholder and the new management of the company.
- Pepeliaev Group's lawyers helped to prevent a criminal prosecution of a businessman. Our experts used the tools of public and state institutions for the protection of businesses so that the law enforcement authorities changed their position regarding the entrepreneur. With the support of the Prosecutor General's Office, the criminal case was terminated and the client retained full control over the asset.
- Pepeliaev Group's lawyers ensured comprehensive protection from the seizure of the market share of a company specialising in the professional management and maintenance of common property as well as providing utility services in apartment buildings. As a result of our work, the company's position in the market was restored, the threat was eliminated of an unlawful criminal prosecution of the company's officers, and we successfully challenged in court unlawful actions of the regional administration and competitor companies.