



Local Knowledge
for Global Business

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Газрын тос &Шатахуун

GRATA International Oil & Gas team has extensive experience delivering complex projects. We have more than 250 highly qualified lawyers, who specialize in various aspects of the law to offer a fully integrated service.

GRATA International has over 30 years of experience working on Oil & Gas transactions, providing full legal support throughout the entire value chain.

We will support and guide you through the rapidly changing market's climate and help you to evaluate risks as well as opportunities.

Services:

- ▶ Legal support in obtaining subsoil use rights;
- ▶ Advising on subsoil use contracts;
- ▶ Advising on contracts for supply and transportation of gas and oil products, including those using "take-or-pay" principles;
- ▶ M&A in subsoil projects: legal due diligence, drafting sale and purchase agreements, transfer of assets, obtaining waiver in purchasing subsoil objects from state authorities;
- ▶ Legal support in establishing and operation of joint ventures;
- ▶ Audit of companies' activities for compliance with the requirements of environmental legislation, support of environmental disputes;
- ▶ State control and regulation: legal advice and representation;
- ▶ Taxation and tax dispute: audit and litigation;
- ▶ Transfer pricing: export structuring, audit, litigation;
- ▶ Production sharing agreement;
- ▶ Joint venture agreement;
- ▶ Dispute resolution

Brochure:



Industry Awards & Rankings

Казакстан



Asia-Pacific, Asialaw Profiles 2021

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

ОХУ



Kommersant 2022

Experience

Azerbaijan

- 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 assets transfer from the entity that is being liquidated;

- ▶ Provided legal services and regular updates in "Trading Oil Due Diligence" project for a company engaged in wholesale trading of UK and European natural gas;
- ▶ Established a subsidiary of Saudi Aramco in Azerbaijan, advised on PSA tax regime in the country, on laws on employment, laws on immigration, contracts etc.;
- ▶ Acted as a local legal counsel of Statoil company in real estate lease transactions;
- ▶ Advised a major UK energy service company transfer of their business in Azerbaijan to another major international business player;
- ▶ Provided legal services to drilling waste management company (AA Services) in negotiations of Waste Management Contract with BP Azerbaijan;
- ▶ Advised BP Global through BP Turkey on product labels (the laws on consumer rights, advertising etc.);
- ▶ Advised ONGC Videsh (India) on acquisition of the stake in ACG and BTC;
- ▶ Advised a large Japanese bank on acquisition of an interest in a loan and facility arrangement involving "Baku-Tbilisi-Jeyhan" main export pipeline as a security. Conducted due-diligence and prepared a number of memorandums, advised on effectiveness and due registration of respective land and facility hypothecation agreements, etc.;
- ▶ Advised a large Chinese company on acquisition of a participation interest under the Agreement "On the Exploration, Development and Production Sharing for the Absheron Offshore Block in the Azerbaijan Sector of the Caspian Sea". Advised on licenses/permits, antitrust, SOCAR consent, legal/practical risks, issuing legal memos and preparing draft documents, etc.;
- ▶ Advised a European oil company on acquisition of a participation interest under the Agreement "On the Exploration, Development and Production Sharing for the block including the Padar Area and the adjacent prospective structures in the Azerbaijan Republic". Conducted due diligence and prepared legal opinion, advised on financing, employment, environment, licenses/permits, antitrust, security, SOCAR's consent, legal/practical risks, tax, foreign exchange, drafting documentation, writing formal requests, issuing legal memos and formal legal opinion, etc.;
- ▶ Advised a European oil company on acquisition of a participation interest under the Agreement "On the Rehabilitation, Exploration, Development and Production Sharing for the Block including the Mishovdag and Kelameddin oil fields in the Azerbaijan Republic";
- ▶ Advised on Azerbaijani law matters / acting 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";
- ▶ Compliance check of the Due Diligence Report prepared by an international law firm related to the Agreements (i) "On the Exploration, Development and Production Sharing for three blocks of the South-West Gobustan of the Azerbaijan Republic" and (ii) "On the Exploration, Development and Production Sharing for Three Blocks of the South-West Gobustan including the Shikhzagirli, Sheitanud, Byurgyut, Donguzdyg, Nardaran, Ilkhichi, West Adzhiveli, Sundi, East Adzhiveli, Touragay, Kyanizadag, West Duvanny, Duvanny, Solakhay and Dashgil Fields of the Azerbaijan Republic";
- ▶ Advised Total S.A. on implementation of employee share schemes in Azerbaijan along with Shearman & Sterling;
- ▶ Provided an ongoing legal support for the immigration process, that is, obtaining work permits, residence permits, business visas for employees of a number of oil companies and their subcontractors in Azerbaijan;

- ▶ Advised Aggreko (Middle East) Limited, provider of engineered power, cooling, heating and compressed air solutions for oil & gas upstream, midstream and downstream operations;
- ▶ Acted as a legal counsel in M&A project of the biggest oil&gas company of Saudi Arabia in Azerbaijan: GRATA's responsibilities included providing advice on the law requirements of Azerbaijan, drafting and negotiating with the client SPA and its registration;
- ▶ Advised the foreign oil company on acquisition of a participation interest of SOCAR under a PSA in relation to a gas field in the Republic of Azerbaijan; conducted legal due diligence of the operating company under the PSA, reviewed material contracts and other transaction documents, and provided the client with a Due Diligence Report; advised the foreign oil company on employment, environment, licenses/permits, antitrust, security, legal/practical risks that may arise in connection with the transaction.

Belarus

- ▶ Drafting contracts for the export supply and transportation of gas and oil products using the "take or pay" principles and supporting the structuring of such transactions;
- ▶ Drafting contracts for the supply of equipment for oil processing by non-residents and advising on their implementation in the territory of the EAEU countries;
- ▶ Legal support of the project on equipping the facility for industrial painting of metal structures with heating equipment on alternative (non-gas) fuel sources, reconciliation of project documentation and its examination, legal support in obtaining documents necessary for acceptance of the facility into operation;
- ▶ Legal support of the investment project on construction of a complex for the reception, storage, processing and dispensing of liquefied petroleum gases: preparation of the investment agreement, general construction contract, sale and purchase agreements for complex equipment;
- ▶ Legal support of the process of obtaining rights to additional land plots for the construction of off-site gas supply networks on lands not provided to the investor for the period of construction of such networks.

China

- ▶ Advising Gepetto Oil Technology Group Co., Ltd on the due registration of subsidiary company in the tax and state authorities;
- ▶ Advising the Chinese company on acquisition of Aman Munai Exploration JSC in Kazakhstan. Carrying out legal Due Diligence of the target.
- ▶ Advising Zhongman Petroleum and Natural Gas Group Corp., Ltd. and its group of companies on the corporate matters concerning its Oil & Gas business operations in the Republic of Kazakhstan, including M&A matters;
- ▶ Due diligence on the corporate and labour aspects of the target companies' activities for Zhongman Petroleum and Natural Gas (Gulf) FZE;
- ▶ Advising a Chinese Oil & Gas company (UBO) on the intra-company transaction and antitrust issues of the Republic of Kazakhstan in relation to the acquisition of the company registered in the Cayman Islands by the UAE company;

- ▶ Antitrust clearance for Zhongman Petroleum and Natural Gas (Gulf) FZE registered in the UAE of the transaction under accession agreement to the foundation agreement of the Kazakhstani Oil & Gas company;
- ▶ Advising MIE Holdings Corporation, one of the leading independent upstream Oil & Gas companies in China, on its purchase of 100% shares of Emir Oil LLP for aggregate consideration of USD 170 mln., including obtaining the approvals from the Government of Kazakhstan. Carrying out legal Due Diligence, structuring transaction, negotiating SPA and Shares Pledge Agreements;
- ▶ Acting as a local Kazakhstani counsel for MIE Holdings Corporation on their several senior bonds offerings on the Hong Kong Stock Exchange in the period from 2013 to 2016;
- ▶ Advising China Development Bank on financing Tajik Oil Refinery, conducting due diligence and issuing a legal opinion;
- ▶ Advising a major Chinese Oil & Gas company on divestiture under Tajikistan laws.

Cyprus

- ▶ Advising clients on Hydrocarbons prospection, exploration and exploitation licenses;
- ▶ Providing clients with information in relation to bidding rounds, types of licenses, their duration, as well as term and conditions;
- ▶ Advising major foreign investor in regulatory issues – advice in regards to compliance with domestic, EU and International laws and regulations in the energy sector;
- ▶ Advising clients on negotiating and evaluating contract terms in commercial Oil & Gas transactions;
- ▶ Analyzing Joint Operating Agreements – formation of Consortiums and level of participation and liabilities;
- ▶ Drafting International Drilling and Service Contracts;
- ▶ Provision of a Legal Opinion in regards to the corporate energy matters, such as corporate structuring, taxation and governance.

Georgia

- ▶ Advising international contractors working in Georgia's oil and gas pipeline projects on tax, corporate and labor law issues.

Kazakhstan

- ▶ Advising Munaily Kazakhstan LLP, a medium sized oil company with large confirmed oil deposits, on a company restructuring issues including bringing on board of Directors a big Chinese investor. We have been involved in drafting of all transactional documents, obtaining relevant governmental approvals and the closing of the deal;
- ▶ Advising Vostok Neft Service LLP, a large drilling company in Kazakhstan mostly providing services to a China National Petroleum Company, on tax dispute related to corporate income tax and VAT charges including representation of the Client in the Ministry of Finance of the Republic of Kazakhstan and in court against the tax committee of the Republic

of Kazakhstan;

- ▶ GRATA has advised Positive Invest LLP on its sale to Nostrum Oil & Gas, LSE listed company. Nostrum Oil & Gas PLC has agreed, subject to certain conditions, to acquire 50% of Positive Invest LLP, which holds the subsoil use rights to the Stepnoy Leopard licences in North Western Kazakhstan. One of the conditions precedents required by Nostrum for its acquisition of the remaining 50% in Positive Invest is the extension of the Stepnoy Leopard licences by 25 years. GRATA has also advised Positive Invest on extension of the production period under Stepnoy Leopard subsoil use licences for 25 years: negotiations with the Ministry of Energy of the Republic of Kazakhstan, drafting subsoil use contract;
- ▶ Advising Oil & Gas business unit of ENKA on its joint venture with local company Batys Munai Services LLP, including representation of Enka in negotiations with Kazakh partner, structuring the joint venture and its further tender bid to NCOC, operator of Kashagan oilfield (the largest oilfield in Kazakhstan);
- ▶ Advising Baker Hughes an American international industrial service company and one of the world's largest oil field services company, on creation of two joint ventures with local partners in Kazakhstan: drafting shareholder agreement, charter documents of the joint ventures, structuring of corporate governance and management of the JVs;
- ▶ Advising Korean National Oil Corporation (KNOC) on exiting from the Zhambyl project in the Caspian Sea (USD 250 mln. investments exploration project): structuring the sale of a 27% stake in Kazakhstan's offshore Zhambyl oil block, drafting and negotiating the Sale Purchase Agreement (SPA) and assignment agreement with KazMunaiGas (Kazakhstan National Oil & Gas Company);
- ▶ Advising Total SA in acquisition of Maersk Oil;
- ▶ Advising NCOC (operator of Kashagan, the world's largest oil discovery of the last 40 years) on corporate and regulatory matters, state inspections, environmental disputes;
- ▶ Representing Baker Hughes, a leading supplier of oilfield services, products, technology and systems to the worldwide oil and natural gas industry, in its tax, customs, commercial and labour disputes in Kazakhstan;
- ▶ Representing ENKA (Turkish construction conglomerate) in a complex USD 98 million dispute with a customer arising out of several EPC contracts;
- ▶ Advising ENKA on corporate, commercial and other legal matters related to its investments in Kazakhstan;
- ▶ Advising MOL Group, a leading integrated Central & East European Oil & Gas corporation headquartered in Budapest, Hungary, regarding its subsidiary in Kazakhstan - Ural Oil & Gas LLP (joint venture of MOL, Sinopec and KMG EP), including negotiating and entering into a 25-year Production License Contract for the Rozhkovsky gas and condensate field of Fedorovsky block, structuring gas processing scheme arrangements (Memorandum of Understanding, joint cooperation agreement, SPA) with Zhaikmunai JSC;
- ▶ Representing Maersk Oil, an international Oil & Gas company with operational production of over 500 000 barrels of oil equivalent per day, in tax disputes with Kazakhstan state authorities;
- ▶ Advising MIE Holdings Corporation, one of the leading independent upstream Oil & Gas companies in China, on its purchase of 100% shares of Emir Oil LLP for aggregate consideration of USD 170 mln., including obtaining the approvals from the Government of Kazakhstan. Carrying out legal Due Diligence, structuring transaction, negotiating SPA and Shares Pledge Agreements;

- ▶ Acting as a local Kazakh counsel for MIE Holdings Corporation on their several Senior Notes Offerings on the Hong Kong Stock Exchange between 2013- 2016;
- ▶ Advising OMV Petrom S.A., the largest Oil & Gas producer in South-East Europe, on its subsoil use activity in Kazakhstan and tax disputes with Kazakhstan state authorities;
- ▶ Advising ONGC, a large Indian multinational Oil & Gas company, on its investments in Kazakhstan (corporate, M&A, tax and labour issues);
- ▶ Advising Zhaikmunai LLP, subsidiary of Nostrum Oil & Gas PLC, LSE listed Company, on matters on Productions Sharing Agreement, hedging, tax and transfer pricing issues;
- ▶ Advising KazTransGas JSC, the largest Kazakh gas supply company, representing the interests of the State on the gas market of Kazakhstan and the world, for acquisition of the assets of Tbilgazi JSC;
- ▶ Advising Eni S.p.A and ENRC NV on Kazakh labour law matters;
- ▶ Advising the Kazakh branch of SINOPEC Engineering (Group) Co., Ltd. on various issues of the Company's activities in Kazakhstan, including tax, customs, labour issues. Advising the Company on the performance of contractual obligations under the EPC contract for the reconstruction of the Atyrau refinery;
- ▶ Advising Tethys Petroleum Limited on the commercial, corporate, tax, customs, labour laws of Kazakhstan, as well as on subsoil use activities;
- ▶ Consulting major American drilling company on corporate restructure of its joint venture with a national company;
- ▶ Acting for KNOC (Head office, Jason Kim, Legal Strategist of Asset Optimization Division) and Kernhem BV on pre-sale preparation of Ada Oil LLP, including execution of limited due diligence of Ada (corporate and subsoil use), assisting in preparation and properly structuring data room, advising on structuring of the Transaction from tax and corporate laws perspective, drafting of Agreement for acquisition of 100% participation interest in Ada Oil LLP (Sellers' draft of SPA);
- ▶ Advising KNOC on acquisition share interest in AEKK Munai (structuring of transaction, preparing SPA, foundation agreement and other transaction documents);
- ▶ Advising KNOC on the acquisition of a control stake in Sumbe JSC, including due diligence of Meerbusch LLP and Kensary LLP;
- ▶ Advising KC Kazakh BV (subsidiary of KNOC) on the sale of 100% participatory interest in KC Caspian Explorer LLP, including reviewing and drafting of SPA and assignment agreement for historical loan, structuring of sale of submersible drilling rig (legal and tax implications);
- ▶ Advising KNOC on legal and tax implications of proposed scenarios of eliminating the debt between KNOC Caspian LLP and MeerBusch LLP;
- ▶ Advising Altius on VAT refund, transfer pricing and other tax and legal matters;
- ▶ Advising Borealis AG on various legal issues of the project for the construction of a polyethylene plant in the Atyrau region (investment amount – USD 6.5 billion), including issues of concluding an intergovernmental agreement;
- ▶ Advising CHIMEC S.p.A. on issues related to the working conditions of the CEO of a Kazakhstani joint venture;
- ▶ Providing comprehensive legal support for labor relations in a subsidiary of the largest American drilling company, including:

- providing advice on all aspects of labor relations;
 - development of policies, procedures, instructions, labor (collective) agreements;
 - support of the procedure for staff reduction, restructuring, termination of employment contracts with top managers;
 - representing the interests of the company in the conciliation commission, in court, in interaction with labor unions, as well as during inspections by the state labor inspection;
 - development of documentation for the implementation of the rotational work method;
 - ensuring control over the procedure for obtaining work permits, visas;
 - ensuring control over the certification of workplaces;
- ▶ Providing advice to a subsidiary of the world's largest American Oil & Gas service company on the implementation of a rotational work method, termination of employment contracts, and the development of a bonus system; representing the interests of the company in the conciliation commission, court, as well as during the inspection of the state labor inspectorate;
 - ▶ Drafting employment contracts for several categories of personnel for a branch of a major Russian oil company, as well as advising on attracting foreign labor, terminating labor relations with socially protected categories of workers, and the remuneration system;
 - ▶ Provision of consultations (development of accompanying documentation) for the largest Norwegian Oil & Gas company on changes in working conditions, termination of labor relations;
 - ▶ Preparation of documents for the establishment of a conciliation commission in a subsidiary of the largest American engineering and construction company providing services in the Oil & Gas sector, as well as the development of a collective agreement, representing the interests of the organization in the inspection of the state labor inspection;
 - ▶ Development of job descriptions for a branch of the largest Italian oilfield service company;
 - ▶ Successfully represented Oriental Sunrise Corporation Ltd. in the consideration of the largest case to date (in the amount of more than USD 330 million) in the history of the Court of the Astana International Financial Center (“the AIFC Court”) between the shareholders of one of the largest Kazakhstani oil companies;
 - ▶ Successfully representing the Chinese state company Great Wall, the main drilling company of CNPC in Kazakhstan, regarding a tax dispute related to corporate income tax and VAT charges;
 - ▶ Advising Carbon Capital, a member of a large oil conglomerate company in Kazakhstan that holds numerous significant oil fields in the West Kazakhstan region in an indirect acquisition of 50% of Turgai Petroleum, where the other 50% belongs to CNPC. Our services included drafting the SPA and obtaining the governmental consent for the transaction;
 - ▶ Representing First International Oil Corporation, a subsidiary of a large oil conglomerate Sinopec, which holds numerous significant oil fields in the West Kazakhstan region in the process of the voluntary liquidation and subsequent bankruptcy of one of its subsidiaries named Aral Petroleum Company.

Kyrgyzstan

- ▶ Advising Chifeng Debao Real Estate Development Co., Ltd on acquisition of the refinery plant and transfer of rights under subsoil use licenses. We performed full due diligence of two local companies. One company owns licenses and

another – refinery plant:

- Preparing a diagnostic assessment of the legal and regulatory environment in Kyrgyzstan to identify possibility under the Law on subsoil use to transfer rights under subsoil use licenses and provide recommendations for necessary steps and actions to be made in order to transfer rights;
- Direct working with supervisory state agency on question of transfer and information on companies and possible risks related to companies' activity;
- Advising on tax issues, structure of transaction, registering issues, land issues, environmental issues;
- Participating in negotiations with the seller, assisting in negotiation of terms and conditions;
- Drafting, reviewing, amending agreement on transfer of rights under the licenses and agreement on sale of the refinery plant;
- Drafting and issue legal opinions;
- Liaising with relevant local authorities and officials, and other Project stakeholders.

As a result of work parties signed agreements on purchase and sale of subsoil use licenses and refinery plants.

Mongolia

- ▶ Advised on revising article of Association of Rosneft Mongolia LLC which carry out wholesale and retail petroleum products in Mongolia;
- ▶ Advised on regulation of petroleum related production and wholesale in Mongolia to Cyprus investing company;
- ▶ Advised on legal protection for production technology of petroleum products and excise duties on petroleum products in Mongolia to Cyprus investing company;
- ▶ Advised on obtaining oil refinery license to Belarusian Investor Company.

Russia

Moscow, Russia

- ▶ Advising Repsol, a leading Latin American oil and gas company regarding the acquisition of a 100% stake in the Russian company Evrotek, a mineral developer;
- ▶ Advising a German bank on a syndicated secured loan of \$125 million for a Russian oil company and its restructuring;
- ▶ Advising a German bank on pre-export financing to a number of Russian oil companies;
- ▶ Advising a French bank on a \$100 million syndicated secured loan for a Russian oil company;
- ▶ Advising a British bank on the issue of Eurobonds, loan participating bonds in the amount of 2.5 billion RUB as part of its issuing debt programme to finance a loan to a borrower engaged in oil transportation;
- ▶ Advising a major Russian energy company on gas supplies to its foreign counterparties;
- ▶ Advising a foreign participant on aspects of the Russian law regarding a production sharing agreement in the Russian Federation and provision of support to the joint development of oil and gas fields in the Russian Federation by several partners;
- ▶ Advising a major Japanese trading house regarding the supply of gas facilities to gas distributing plants for a Russian

energy company;

- Representation of a major international oil trader regarding a \$1 million dispute with a Russian oil company arising from crude oil exports, as well as representation of the client in enforcement proceedings.

Samara, Russia

- Representing the interests of Samara-Nafta CJSC(an oil production company), the majority shareholder of which was the American Hess Corporation. Representation in court in contesting the results of the on-site tax audit with the amount of additional charges of USD 500,000. Also, interests were presented in court for the protection of company assets directly related to oil production in the case by third parties. The company management was advised on tax control and tax optimisation in the context of the company's business;
- Successful representation of the interests of the oil producing company Samara-Nafta CJSC during an on-site tax audit and, subsequently, in arbitration courts concerning the tax claims related to the income tax and VAT assessment;
- Representing the interests of Samara-Nafta CJSC in the arbitration courts of the Russian Federation on tax claims related to the application of a reduction factor in the mineral production tax assessment;
- Extrajudicial consultation and successful representation of the interests Kondurcha-Neft oil producing company in arbitration courts on the contestation over the title to land with an oil well located on it;
- Advising Newsco International Energy Services, a US-based drilling company, on the collection of debt in accordance with a contract previously entered into with a Russian company. Amount of dispute – \$2,25 million;
- Representing a major Russian oil & gas company in a debt recovery case against Rosneft. The company's interests were also represented in court in appealing against bringing the company to administrative liability and imposing administrative punishment by the Federal Service for Environment, Technology and Nuclear Oversight. Advice was provided to company management on aspects of the labour, tax and corporate law in the Russian Federation;
- Advising Volzhsky Fuel and Energy Research and Design Institute LLC on the registration of intellectual property rights (obtaining a patent for a utility model);
- Advising and representing interests in the court of Volzhsky Fuel and Energy Research and Design Institute LLC on the protection of the rights to invent a mass transfer contact device for liquid-gas interaction;
- Advising Togliatti Nitrogen OJSC (a Russian chemical company, one of the ten largest ammonia producers in the world) on obtaining permits for the use of technical devices, including the expert examination of industrial safety and preparation of missing technical documents;
- Advising and representing oil company Kondurchaneft in the claim filed by the tax authority to liquidate the company;
- Assisting NefteGazVzryvpromPromStroy Trust OJSC (a major Russian oil engineering company) with debt recovery from the counterparty. The amount of debt was \$2 million;
- Representing a major oilfield services company in a dispute with Serbia's largest oil company to recover debt for work performed and a counterclaim for recovering losses due to an accident at an oil well. The proceedings took place under the rules of the Arbitration Institute at the Stockholm Chamber of Commerce in accordance with the Serbian law. The claim amount is over EUR 400,000. Also advising the company on the appointment of a forensic examination of the causes of the accident at an oil well in a litigation to recover losses totaling over USD 800,000.

St Petersburg, Russia

- ▶ Legal support to the Client's transaction for the sale of valves for one of the fields of Rosneft PJSC
- ▶ Legal and economic support to Gasgolder LLC, which carries out the wholesale sale of petroleum products in preparation for a tax audit. As a result of the project, it was possible not only to maintain the business reputation of the Client and minimize tax risks but also keep the Client a pool of its key counterparties as well as strengthen its financial position;
- ▶ Provision of both legal and economic support to Neftebaza Yuzhnaya LLC, which carries out petroleum product wholesale activities, in preparation for a tax audit. In the context of the project, a comprehensive analysis of the Company's economic activities was carried out, during which a discrepancy was found between the terms of the lease and sublease (on the area rented and let out), improper transportation costs of USD 250,000 distortions between invoices issued by the transport company and the terms and conditions of contracts.
- ▶ Provision of legal support to the activities of TsPE Rustoplivo LLC, one of the leading companies in expert examination in relation to hazardous production facilities;
- ▶ Provision of support and conclusion of a transaction between the Client and Gazpromneft PJSC for transferring of the management of some filling stations in the Moscow region.

Ukraine

- ▶ Representing the interests of an oil-producing company with foreign investments in litigation related to the cancellation of an oil production license;
- ▶ Legal support of a Ukrainian bank in litigations related to the foreclosure of mortgaged property (a network of gas stations) toward debt repayment under loan agreements;
- ▶ Legal audit of a gas terminal owned by an international oil company upon the request of a potential purchaser;
- ▶ Full legal support of operational activities of a Ukrainian gas supply company.

Tajikistan

- ▶ Advising China Development Bank on financing Tajik Oil Refinery, conducting due diligence and issuing a legal opinion;
- ▶ Advising a major Chinese Oil & Gas Company on divestiture under local laws;
- ▶ Advising a Belgian company on lubricant label requirements;
- ▶ Advising and conducting a preliminary tax audit of "OBK-Service" LLC, a subsidiary of the Russian company Orenburg Drilling Company;
- ▶ Advising a Polish drilling company on doing business and mining regulation in Tajikistan;
- ▶ Drafting memorandum for a major Chinese petroleum company on subsoil regulation in Tajikistan.

Turkmenistan

- ▶ Analysis on the creation, structuring and restructuring of business in Turkmenistan for representatives of companies from the USA and Italy;
- ▶ Advising and representing an employee against a multinational Oil & Gas corporation.

UAE

- ▶ Negotiated and concluded an EPC contract for setting up an oil refinery;
- ▶ Advised clients on setting up joint ventures and consortiums in relation to gas supply;
- ▶ Drafted and assisted clients setting up escrow arrangements to support the finance and payment of project costs.

Uzbekistan

- ▶ Assisting the leading Russian public petroleum corporation in negotiations with the Government of Uzbekistan of the terms and conditions of the projects:
 - on exploration and development of oil deposits in Uzbekistan, including establishment of a joint venture company for upstream oil production at three oil deposits and production sharing agreement for exploration and development of a greenfield oil deposit;
 - acquisition of 51% shares in the tire manufacturing state owned business entity;
 - on construction and operating natural gas and fuel stations in Tashkent province and city of Tashkent of Uzbekistan.
- ▶ Assisted with reviewing and negotiations of the Production Sharing Agreement, Exploration Agreement, Production Enhancement Contract and a Resolution of the President of Uzbekistan, provided comparative analyses on applicable various corporate and contract structures, advises on customs and tax matters, licensing and permitting matters, etc.;
- ▶ Assisting the leading Japanese natural resources company in negotiations with the Government of Uzbekistan of the terms and conditions of the project on exploration of uranium deposits in Uzbekistan. Assisted with drafting and negotiations of the Production Sharing Agreement, Exploration Agreement and a Resolution of the President. Managing the process of obtaining of exploration licenses, permits and land allotments. Advising the client on Production Sharing Agreements laws, including legal analyses of provisions on recoverable and non-recoverable expenses, commercial discovery, proving reserves and their consequent state registration, stability provisions, taxation, customs, licensing, IRR, cost product, profit product, export of product, dispute resolution, access to resources, and other matters (the "Best Energy and Natural Resources Deal of the Year" by the China Business Law Journal Awards 2016);
- ▶ Assisting the leading European NYSE-listed petroleum corporation on anticorruption laws of the Republic of Uzbekistan with particular emphasis on oil and gas sector, including licensing and permitting procedures, gaining rights for oil and gas deposits, etc. Advising on subsoil, production sharing agreement, environmental, health and safety, licensing, corporate and investment laws in connection with a potential hydrocarbon exploration and

development project with the State;

- ▶ Advising the leading French uranium company on establishment of a Joint Venture with the Government of Uzbekistan for exploration and development of uranium deposits. Advising the client on corporate, commercial, subsoil, licensing, tax, customs laws of the Republic of Uzbekistan;
- ▶ Carrying out legal due diligence for the largest state-owned Russian gas corporation on the shareholders' ownership rights over three gas booster stations worth over \$500 million and their potential transfer to the subsidiary of the National Holding Company "Uzbekneftegaz";
- ▶ Advising the leading US (Fortune 100) in drafting and negotiations of a Joint Venture Agreement with the National Holding Company "Uzbekneftegaz" on establishment in Free Industrial Economic Zone "Navoi" a joint venture on production of compressed natural gas stations;
- ▶ Advising the leading Italian heating systems manufacturer in drafting and negotiations of a Joint Venture Agreement with the National Holding Company "Uzbekneftegaz" on establishment in Free Industrial Economic Zone "Navoi" a joint venture on production of modern heating and hot water systems;
- ▶ Carrying out legal due diligence for the largest state-owned Russian gas corporation on the shareholders' ownership rights over three gas booster stations worth over \$500 million and their potential transfer to the subsidiary of the National Holding Company "Uzbekneftegaz";
- ▶ Carrying out legal 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;
- ▶ Carrying out tax due diligence of Russian oil and gas service provider's permanent establishment in Uzbekistan. Area of focus: due registration with tax authorities, compliance with reporting requirements, compliance with tax payment requirements.



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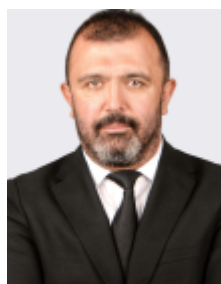
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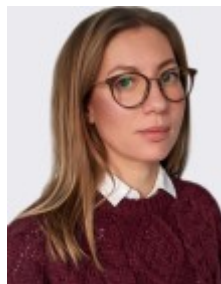
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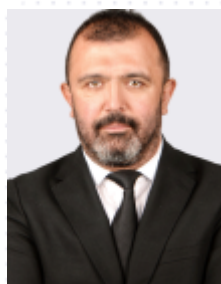
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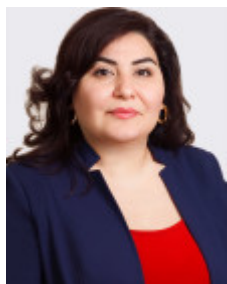
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