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# Commercial contracts

The modern commercial relations use various types of commercial contracts, from simple and standard to complex and cross-border which require thorough structuring and involve different legal risk mitigation instruments.

GRATA International lawyers are focusing on development of various commercial contracts for all businesses. Our clients trust us because we can combine our knowledge of laws and understanding of clients' interests with the vast practical experience. When developing contracts and structuring transactions, we refer to our wide international experience to provide legal protection for our clients at all implementation stages of business projects.

We develop contracts of sale-and-purchase, supply, construction, service, transportation, lease, commission, consortium agreements, franchise agreements and distribution agreements, leasing, financial and loan agreements, preliminary agreements and memoranda of intent, and all other types of commercial agreements applicable in modern business processes. We advise clients and structure complex deals. We are focusing on development of contracts applicable to specific types of commercial activities (for example, FIDIC), advise in connection with participation in procurement procedures and represent clients in courts.

Our experience in transaction structuring has been acknowledged by several rankings, including The Legal 500, Chambers and Who's Who Legal.

## Services:

- ▶ Development of supply contracts and distribution agreements;
- ▶ Development of construction contracts;
- ▶ Development of concession and other agreements within the framework of public-private partnership projects;
- ▶ Development of contracts of sale and purchase, lease and management of various types of real estate;
- ▶ Development of model agreements for the activities of real estate management companies, subsoil users, telecommunications companies, airlines, IT companies, manufacturers and suppliers of various types of goods, and many other companies;
- ▶ Development of leasing agreements and advising on such agreements;
- ▶ Development of feedstock and offtake agreements;
- ▶ Development of transportation contracts;
- ▶ Advising manufacturers and suppliers of various types of products, manufacturers of equipment and vehicles, service companies in the course of participation in procurement procedures;
- ▶ Development of all other types of commercial agreements, including contracts for the supply, provision of services, transportation, lease, orders and commissions, consortium agreements, franchise agreements, leasing agreements, financial agreements and loan agreements, preliminary agreements and memoranda of intent, and all other types of commercial agreements applicable in modern business processes;
- ▶ Review of commercial contracts as a part of due diligence procedure.

## Brochure:



## References

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

## Industries

[CONSTRUCTION & INFRASTRUCTURE](#)

[PHARMACEUTICALS & HEALTHCARE](#)

[TECHNOLOGY, MEDIA & TELECOMMUNICATIONS](#)

[TRANSPORT](#)

# Recognition

## Kazakhstan



Legal 500 EMEA 2021, Tier 1

## Russia



Legal 500 EMEA, 2021, Tier 3

## Experience

### Azerbaijan

- ▶ Advised a major Japanese bank on the acquisition of a share in a loan agreement with the main export pipeline as collateral. Conducted a legal audit and prepared a number of memoranda, advised on the effectiveness and proper registration of relevant land and property mortgage agreements, etc.;
- ▶ Advised a large Chinese company on acquisition of a participation interest under the Agreement "On the Exploration, Development and Production Sharing for the Absheron Offshore Block in the Azerbaijan Sector of the Caspian Sea". Advised on licences/permits, antitrust, SOCAR consent, legal/practical risks, issuing legal memos and preparing draft documents, etc.;
- ▶ Advised a European oil company on acquisition of a participation interest under the Agreement "On the Exploration, Development and Production Sharing for the block including the Padar Area and the adjacent prospective structures

in the Azerbaijan Republic". Conducted due diligence and prepared legal opinion, advised on financing, employment, environment, 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.;

- ▶ Legal support and representation of an aircraft manufacturer in signing contracts for operational and financial leasing of aircraft, which also included pledge of aircraft in the Republic of Azerbaijan;
- ▶ Advised a large Japanese Bank on acquisition of an interest in a loan and facility arrangement involving "Baku-Tbilisi-Ceyhan" main export pipeline as a security. Conducted due-diligence and prepared a number of memoranda, advised on effectiveness and due registration of respective land and facility hypothecation agreements, etc.;
- ▶ Advised a French telecommunication company on various commercial, corporate and regulatory matters (including reorganization through merger) and immigration law in Azerbaijan;
- ▶ Advised a European telecommunication company on various commercial, corporate and regulatory matters, and immigration law in Azerbaijan;
- ▶ Advised a German vehicle manufacturer on an import agreement including antitrust, competition, customs law matters;
- ▶ Advised foreign investment banks in connection with accession of a local company as a guarantor to GBP 60 million facility agreement;
- ▶ Advised a global leading provider of online auctions on a franchise agreement including tax, antitrust and intellectual property law matters;
- ▶ Issued a legal opinion to a major Russian bank on requirements applicable to suretyship agreements under Azerbaijani laws;
- ▶ Review of agreements of a major Russian bank on interbank loans to Azerbaijani banks for compliance with mandatory provisions of Azerbaijani legislation; advising the client on direct debit of funds;
- ▶ Legal support of a construction company in terms of drafting contracts to be signed with contractors/suppliers, including construction contracts;
- ▶ Checking the distribution agreements of one of the leading international pharmaceutical companies for compliance with Azerbaijani legislation.

## Armenia

- ▶ Advised on the acquisition of the shares of one of the leading medical and pharmaceutical institutions of Armenia by ensuring compliance with the newly introduced anti-corruption regulations;
- ▶ Advised on the acquisition of the shares of one of the leading gold products manufacturers of Armenia by attracting loans against the pledge of the shares by the acquirer;
- ▶ Advising a big Armenian pharmaceutical institution on alienating 33% of shares where way too many players are included by ensuring that corporate processes are carried out correctly;
- ▶ Advising a physical entity client on the acquisition of 98.39959% of one of the biggest medical centers in Armenia by drafting all necessary documents for closing the deal;
- ▶ Advised a client on establishing an innovative medical hub that was unique in the whole region, did due diligence

checks, reviewed contracts to be signed, drafted a legal memorandum on the execution of the deal, and negotiated with the state authorities;

- ▶ Assisted to relocate the client's business from Russia to Armenia in a smooth manner by drafting all required agreements with over 1000 relocated employees and service providers of the company;
- ▶ Advising the Armenian branch of a Chinese state-owned hydropower engineering and construction company that is constructing the nationwide North-South roadway corridor by drafting all contracts and agreements necessary to run the day-to-day business;
- ▶ Advising an Armenian branch of an international pharmaceutical company on their daily activities through various corporate structures, shareholder arrangements, and commercial contracts.

## Belarus

- ▶ Legal vetting of contracts for the supply of products for a large Polish manufacturer of finishing materials, carrying out production and trading activities in various countries, including Belarus for their compliance with the requirements of the Belarusian tax, currency, antimonopoly and minimization of possible risks associated with the execution of the contract. To prevent contractors from violating their obligations we developed an effective system of guarantees and security measures taking into account the specifics of the Belarusian market and the requirements of the legislation;
- ▶ Comprehensive legal support for a client within the framework of an investment project to conclude a contract the supply of expensive television and computer equipment, installation and adaptation of software, transfer of rights to software, provision of training services for staff to work with the program and subsequent service support. Legal vetting of the contract which subordinated to the law of England and Wales to minimize any risks of non-fulfillment or improper fulfillment of obligations by the counterparty;
- ▶ Legal vetting of the internal corporate standard for the conclusion of supply, contract and construction contracts for its compliance with peremptory norms and other requirements of Belarusian legislation for one of the world's largest manufacturers of technological and other equipment. After the legal vetting, we prepared recommendations for improving the provisions of this corporate standard to ensure reliable protection of the Client's interests;
- ▶ Development of an agreement on innovation, which combines the elements of a construction contract, taking into account all the requirements of the legislation in the field of construction and the specifics of our Client's work as a part of legal support for the activities of one of the main contractors for the construction of the BeINPP;
- ▶ Development of agreements on the implementation of the rights and obligations of participants (SHA) in the process of investors entering the membership of industrial and IT companies. It is necessary to regulate the issues of interaction between participants in SHA when one of them or a group made a decision to sell its share in the authorized capital to a third party, including a strategic investor, and vote on such issues;
- ▶ Development of NDA, license agreement, master service agreement between a Belarusian IT company and a foreign business partner using the institutions of English law;
- ▶ Development and support of the conclusion of contracts for the production of design and survey, construction and installation works. Our lawyers have experience in the sphere of construction, therefore, the contracts we develop not only provide for all essential conditions in accordance with the legislation, but also the practice of construction



production in such a way that issues unresolved by law are reflected in contracts – for example, guarantee retentions for the purpose of ensuring the quality of construction and transfer of a full package of executive documentation, issues of unilateral signing of defective acts for warranty repairs and much more;

- ▶ Development of a draft partnership (joint activity) agreement between a major land user and an investor on consolidation of investments for construction of an administrative and production complex on a land plot with a detailed division of responsibilities for collection of permission documentation, development of project documentation and implementation of construction, financing of all activities, and distribution of rights to the constructed facilities between the parties to the agreement. The agreement also regulated the distribution of shares in the rights to the facility in the event that its construction was not completed within the time frame provided for in the agreement, as well as the issue of forming a land plot and determining its purpose for servicing the constructed structure;
- ▶ A number of contracts were drafted for a major medical product manufacturer as part of the legal support of its business activities, including an agreement on payment of bonuses, marketing and advertising services agreements. In drafting the advertising services agreement, the company took into account the latest changes in the legislation on legal regulation of advertising, in particular, with regard to payment of a fee for placement (distribution) of advertising;
- ▶ A contract for business process analysis services was reviewed and finalized for the world's largest leader in the energy sector. The agreement was significantly amended to meet the requirements of Belarusian currency and tax legislation, as well as to minimize the risk of the counterparty defaulting on its obligations under the agreement;
- ▶ Making the necessary changes to the mandate agreement form used by the customs representative for a major logistics company. Among other things, the purpose of amending this form of contract was to minimize the risk of losses incurred by the customs representative due to declarants' bad faith actions;
- ▶ An audit of existing license agreements for use of trademarks and know-how transfer was conducted for a major manufacturer of building materials, taking into account the current requirements of Belarusian legislation and minimisation of possible risks for the client. In drafting the agreement our team took into account new practice of supervisory authorities (customs and currency control), recent changes in legislation and law enforcement practice, both in the field of intellectual property, customs and currency control, considered the agreements in complex with other agreements concluded by the same parties (e.g. supply contracts) and in general from the point of view of the productive activity of the client. The complexity and novelty of the project was that the agreements had to take into account the innovations currently being introduced by the customs authorities in their enforcement practices concerning the addition of royalties to the customs value of goods. It was therefore necessary to draft the agreements in such a way that the license fees could not be linked to the imported goods, even if the goods are marked with the same trademarks and produced using the same technology that the agreements provide to the client;
- ▶ On behalf of a major medical company, we analyzed the issue of proper documentation of the transfer of medical know-how and rights to use copyrights, as well as determined the most appropriate type of civil law agreement, taking into account the client's interests. As a result, a contract was drafted, taking into account not only the requirements of Belarusian legislation on intellectual property and trade secrets, but also currency and tax legislation;
- ▶ Legal support of the project to introduce foreign brands' winches into the Belarusian lift industry. A distribution

agreement, a winch supply contract, warranty and post-warranty service regulations, documents regulating the service center activities, and customer relations were developed. The complexity of the project was to determine and agree upon all necessary conditions of the contracts. A special challenge was the import of spare parts provided at no charge, with payment only for those parts that were not used for warranty repair, taking into consideration the strict currency requirements of the Belarusian legislation and the requirements relating to customs payment.

## Cyprus

- ▶ Drafting of the SPA, lease and management agreements for various types of facilities, including shares, residential buildings, apartments, commercial real estate, land plots;
- ▶ Drafting of agreements on the implementation of the rights and obligations of the shareholders (SHA) in the process of investors entering the membership of the companies;
- ▶ Advising clients on compliance of commercial agreements with the local mandatory regulations;
- ▶ Advised on the acquisition of the shares of an IT, UK based company, by a Cyprus company in our administration and ensuring compliance with the EU and Cyprus directives and Laws;
- ▶ Due Diligence on contracts;
- ▶ Legal Opinions requested by banks for the credibility of a Cyprus company to become a guarantor.

## China

- ▶ Drafting the Consortium agreement, review of EPC contract for construction of the power plant in Kazakhstan for SUMEC Clean Energy International Co., Ltd.;
- ▶ Drafting SPA on acquisition of 99% shares of Petro NefteGasService LLP (in 2019) and 10% shares of Tenge Oil & Gas LLP (in 2022) for Zhongman Petroleum and Natural Gas Group (ZPEC), one of the leading independent upstream oil and gas companies in China;
- ▶ Drafting SPA of 100% shares of Kenesary Astyk LLP for Kemen Noodle Manufacturing, Chinese national key Leading Enterprise in Agriculture;
- ▶ Review and revise of SPA, EPC contract, PPA in relation to 100MW Zhanatas Wind Power and 50 MW Shokpar Wind Power Projects development for China Power International Holding;
- ▶ Review and revise of SPA, EPC contract, PPA in relation to 30MW Zhangiz Solar Power project, 50MW Mistral Solar Power Projects and 150 MWT Abai 1-2 Power projects in Kazakhstan for Universal Energy;
- ▶ Review and revise of SPA of 51 % shares of Kazakhstan tungsten company, located in Karagandy region by Xiamen Tungsten Company, largest Chinese tungsten market company;
- ▶ Drafting amendments to FIDIC EPC Contract of construction of Western Europe-Western China transportation corridor, concluded between the Ministry of Industry and Infrastructure Development of Kazakhstan and client;
- ▶ Drafting various commercial contracts for China Rising Energy International on monthly subscription base;
- ▶ Review of commercial contracts on matters related to NORINCO International and Huajin Chemical Industry Group Corporation potential projects in Kazakhstan;



- ▶ Advising Huaxin Cement Co. on commercial contracts related to construction matters in Kazakhstan, Uzbekistan, Kyrgyzstan and Tajikistan including DD of its subsidiaries and potential M&A deals;
- ▶ Advising Xuzhou Construction Machinery Group on commercial contracts concerning to its activities in Uzbekistan;
- ▶ Advising one of the biggest private oil and gas Company Jereh Group on commercial contracts related to its activities in Kazakhstan;
- ▶ Review of SPA contract for Beijing Etrol Technologies Co on potential acquisition of a Kazakhstan company;
- ▶ Review of lease agreements and labour agreements of subsidiaries of Sinopec in Kazakhstan;
- ▶ Drafting the agreements of lease of production base, lease of construction equipment for China Railway 23rd Bureau Group in Kazakhstan;
- ▶ Drafting the employment agreements as well as lease agreements, required for construction activities of the China Machinery Engineering Corporation, Chinese leading construction and engineering company forming one part of the China National Machinery Industry Corporation (Sinomach) group of companies in Kazakhstan;
- ▶ revising FIDIC EPC contracts on constructing the modern tram-line Astana LRT representing the consortium of Chinese companies, led by China Railway No.2 Group Co., Ltd.;
- ▶ Drafting the employment agreements, and lease agreements of immovable property and construction equipment in Kazakhstan for China National Technical Import & Export Corporation;
- ▶ Advising China Railway Asia-Europe Construction Investment Co. on legal issues of its construction activities in Kazakhstan, including advice on regulations applicable to Astana New City Special Economic Zone, participating in project structuring, analysing EPC Contracts and other commercial construction agreements;
- ▶ Drafting the employment agreements, and lease agreements of immovable property and construction equipment in Kazakhstan for China Construction Sixth Engineering Division Co.;
- ▶ Advising China National Chemical Engineering Group, Corp. on labour law issues, obtaining permits and authorisations, taxation issues, financing, and commercial contracts;
- ▶ Advising Beijing Urban Construction Design & Development Group Co. on adaptation of a design prepared by the Client and preparing related commercial contracts;
- ▶ Due Diligence of CITIC Construction assets in Kazakhstan and the Russian Federation, review of EPC Contracts;
- ▶ Review of EPC contract for a reconstruction of mining and metallurgical complex in Kazakhstan for China ENFI Engineering Corporation of Metallurgical Corporation of China (MCC).

## Georgia

- ▶ Advising clients on compliance of commercial agreements with the local mandatory regulations;
- ▶ Advising on compliance with the local anti-monopoly regulations for distribution agreements of vehicles and pharmaceutical products;
- ▶ Advising one of the largest financial institutions on enforceability and compliance of loan facility agreements with local commercial banks and a large state-owned entity;
- ▶ Drafting, advising and acting as clients' representatives in share purchase agreements;
- ▶ Drafting, advising and acting as clients' representatives in real estate transactions;

- ▶ Drafting and advising on a lease agreement for a terminal in one of the ports of Georgia;
- ▶ Drafting and advising on the concession agreement further to the Laws of Georgia on PPP.

## Mongolia

- ▶ Advised on starting a business in Mongolia to Serbian and Russian companies in terms of corporate presence formation, taxation, licensing and permitting, importing foreign manpower and investment forms etc.;
- ▶ Advised and assisted to register a subsidiary in Mongolia of the US multinational company which provides advertising services and assisting them on day-to-day activities in terms of corporate, employment and other matters;
- ▶ Advised several foreign clients from the US, Japan, the UK etc on personal data legislation of Mongolia;
- ▶ Advised on drafting of a franchise agreement for a local automobile repair maintenance service provider in a project funded by EBRD and advised on compliance with local legislation;
- ▶ Advised on heavy mining equipment repair and maintenance service agreement with value of USD 2 million and participated in negotiations of commercial terms and conditions;
- ▶ Advised international testing, inspection and certification service provider on claiming additional costs incurred in accordance with a services agreement and local legislation as result of force majeure and successfully recovered 50% of the total claimed amount;
- ▶ Advised on an import agreement between an international automobile manufacturer with a local distributor and its sub-contractor to run a workshop of the repair service;
- ▶ Advised on a services agreement between a US service provider of space-based ADS-B surveillance data using ADS-B receivers installed on satellites in the Iridium NEXT Constellation and the Mongolian aviation authority;
- ▶ Advised and drafted a debt transfer agreement between several parties for a multi-million USD payment for an international telecommunications company from China.

## Moldova

- ▶ Representing Moldovan Authorities – State Road Administration before the Court of Milano and the Court of Venice, Italy in defending claims deriving from infrastructure development agreements in two arbitrations concerning contractual performance, with claims value over EUR 15 million;
- ▶ Assisting a major Polish sugar production company in the acquisition of a local enterprise;
- ▶ Assisting a British telecommunications company with a SPA transaction for transfer of the shares of a large and famous TV company from Moldova;
- ▶ Facilitating a deal for the purchase of a company with turnover of over EUR 2 million.

## Kazakhstan

### Drafting Various Types of Commercial Contracts

- ▶ Drafting of supply contracts and distribution agreements for large manufacturers and suppliers of food items and household goods (3M, Nutricia, Danon, Metro Cash & Carry, Benetton, Procter & Gamble, etc.);
- ▶ Development of construction contracts, including FIDIC contracts, within the frameworks of a number of large infrastructure, energy and transport projects in Kazakhstan, including the reconstruction of the largest energy company in Kazakhstan, construction of a petrochemical enterprise in Western Kazakhstan, construction of toll roads, construction of tram lines, construction of SEZ infrastructure in South Kazakhstan, and many other projects;
- ▶ Development of concession agreements as a part of the implementation of PPP projects in Kazakhstan, including the construction of the Big Almaty Ring Road, construction of the LRT Almaty, management of the airport of Aktau, etc.;
- ▶ Development of the sale-and-purchase, lease and management agreements for various types of facilities, including residential buildings and apartments, commercial real estate, land plots, hotels, infrastructure, enterprises, and other types of commercial facilities for Kazakhstani and foreign construction and development companies, banks, hotels, management companies, manufacturers and suppliers of equipment and goods, subsoil users, service companies;
- ▶ Development of model agreements for real estate management companies, subsoil users, telecommunications companies, airlines, information companies, manufacturers and suppliers of various types of goods, and many other companies;
- ▶ Development of leasing agreements for suppliers and purchasers of agricultural machinery, loaders and trucks; advising airlines on the performance of leasing agreements; advising leasing companies on various aspects of Kazakhstani legislation, including tax issues;
- ▶ Development of a crude oil processing contract for a Kazakhstani producer of petroleum products, development of a processing agreement for an international company based in Germany, as part of a project in conjunction with a Kazakhstani subsoil user;
- ▶ Advising a Kazakhstani company, which is an official distributor of German-made motor vehicles, on the performance of a guarantee agreement;
- ▶ Development of contracts for the transportation of various goods, oil products for a number of Kazakhstani subsoil users, transport companies, industrial enterprises;
- ▶ Advising Kazakhstani and foreign producers and suppliers of various products, manufacturers of equipment and vehicles, service companies as a part of participation in the procurement of Samruk-Kazyna Fund, subsoil users and government authorities;
- ▶ Development of all other types of commercial contracts for Kazakhstani and foreign clients, including supply, service, transportation, rental, commission agreements, as well as consortium, franchise, leasing, financial and loan agreements, preliminary agreements and MoUs, and all other types of commercial agreements applicable in modern business processes;
- ▶ Development of a contractual structure for a developer to manage a cottage village, including elaboration of the content of a sale and purchase agreement, an easement agreement, rules for the use of common property, land plots, as well as an analysis of the possibility of including restrictions in the relevant agreements for participation in the management of cottage owners;
- ▶ Development of an agreement for the provision of marketing services between pharmacy chains and a drug

manufacturer, taking into account regulatory requirements in the field of advertising and the ethics of drug promotion.

### Due Diligence of Commercial Contracts

- ▶ Due Diligence of SBS Steel contracts as a part of obtaining a credit facility with the Development Bank of Kazakhstan on the project for the construction of a metallurgical complex; advising on the transaction structuring, etc.;
- ▶ Due Diligence of contracts as a part of the acquisition by MIE Holdings Corporation, one of the leading oil and gas companies in China, of a 100% interest in the Kazakhstani oil company – Emir Oil LLP;
- ▶ Due Diligence of contracts of a large Kazakhstani company as a part of financing by the Eurasian Development Bank of the investment project 'Arrangement of Woodworking Production in the Republic of Kazakhstan';
- ▶ Due Diligence of the contracts of a Kazakhstani company as a part of financing by the Development Bank of Kazakhstan of a project for the export of liquefied petroleum gas;
- ▶ Due Diligence of the contracts of a Kazakhstani subsoil user as a part of the acquisition by the foreign investor of 100% of the shares, participation in the transaction structuring;
- ▶ Due Diligence of contracts of the largest international gold holding as a part of an IPO;
- ▶ Due Diligence of the contracts of a Kazakhstani gold mining company as a part of the subsequent sale of rights under the subsoil use contract;
- ▶ Due Diligence of contracts related to the acquisition of a controlling stake in a Kazakhstani company implementing a construction project of an integrated gas chemical complex;
- ▶ Due Diligence of the contracts of a Kazakhstani subsoil user for Russian shareholders as a part of confirming the rights under the subsoil use contract;
- ▶ Due Diligence of contracts for the purchase of goods, works and services as a part of the performance of the subsoil use contract by a Kazakhstani uranium company for compliance with the procurement procedure provided for by the legislation of the Republic of Kazakhstan;
- ▶ Legal compliance of the activities of a large telecommunications company, including legal due diligence of commercial contracts applied to ongoing operations of the company.

## Kyrgyzstan

- ▶ Advising ACDI/VOCA on legal aspects of establishing the first ever Western-type private equity fund in Kyrgyzstan;
- ▶ Advising Deutsche Bahn on the whole range of local legal issues and carrying out a due diligence related to acquisition of a Kazakhstan-based logistics company with a network of offices and operations across Central Asia, Caucasus, and Russia;
- ▶ Due Diligence of the contracts of a subsidiary company of a major american IT company;
- ▶ Providing Lexis Nexis research on anti-money laundering laws in Kyrgyzstan and Tajikistan;
- ▶ Advising Citibank N.A. on enforceability and other issues related to entering into an ISDA agreement with a counterparty in Kyrgyzstan.

## Russia

### Moscow:

- ▶ Advising a European provider of mobile phones repair services on contractual and personal data protection issues in connection with entering into agreements with the largest Russian mobile operators, reviewing and support of negotiating agreements with counterparties;
- ▶ Development of a model distribution agreement and the policy for the selection of distributors for a Russian subsidiary of a Swiss production equipment manufacturer, advising on the General Data Protection Regulation implications;
- ▶ Support for the conclusion of the master franchise agreement between a US-based fast food restaurant franchisor and a Russian franchisee;
- ▶ Ongoing legal support of a Russian subsidiary of a major international medical devices manufacturer, including development and localisation of internal policies, reviewing and development various contracts, advising on state procurement, advertising, employment issues, protection of intellectual property;
- ▶ Ongoing legal support of a Russian subsidiary of a major international pharmaceutical company regarding distribution and promotion of its products in Russia (e.g. preparing model distribution and marketing services agreements, advising on regulatory issues);
- ▶ Ongoing legal support of a Russian subsidiary of a Swedish manufacturer of industrial equipment and Russian subsidiaries of a world leading company in testing, inspection and certification services on corporate, contractual and employment issues;
- ▶ Advising a major French telecommunication services company in connection with the proposed schemes for organising the provision of communication channels;
- ▶ Advising a European manufacturer of medical devices on the issues of localisation of the manufacturing in Russia;
- ▶ Advising a Chinese manufacturer of cosmetics on certification and state registration of products in Russia;
- ▶ Advising a German pharmaceutical company on the regulation of the circulation of medicines in the Eurasian Economic Union.

### Samara

- ▶ Developed a contract for the purchase of intellectual property – a mobile application owned by a Russian company being the owner of popular mobile applications "Easy Run", "Lotus", etc. in Google Market and Apps Store; the applications are sold in over 30 countries;
- ▶ Successfully structured an investment transaction of the client – owner of the popular mobile application "BRIGHT" (English language training) in Google Market and Apps Store, with application sales in over 50 countries;
- ▶ Advising global tobacco corporation Philip Morris on controversial issues arising from contractual relations with employees and top management;
- ▶ Advised on negotiations and developed a foreign economic contract for the largest Russian company supplying industrial equipment to enterprises of metallurgical, power, oil and gas and petrochemical businesses both in Russia

and CIS countries;

- Support of foreign economic contracts for the supply of agrochemical products to various jurisdictions (UAE, Indonesia, Oman, China, India, Belgium) under the international sanctions agenda;
- As part of the development and execution of an investment project with a business partner from the Czech Republic, the client (the leader in Russia in the production of basalt insulation under the brand name "HotRock") developed a foreign economic contract, which can provide collective management of future inventions and utility models (using the license options for inventions and utility models).

## St. Petersburg

- Support a contract for the supply and installation of equipment for a nuclear power plant under construction in Turkey, advising on sanctions compliance issues;
- Full legal support of a large meat processing plant with total assets of more than EUR 7 million;
- Successfully represented a major real estate developer in the Supreme Court of the Russian Federation in a dispute with IDGC Center to recover a penalty under a standard Agreement for technological connection to power grids entered into under identical conditions throughout the Russian Federation;
- Recovery of damages from the bank due to their wrongful acts;
- Advice on day-to-day commercial, corporate, currency and tax law matters in setting up a trade representative office of one of the world's largest paper and board manufacturers for the purpose of production expansion in neighboring countries;
- Legal support of operational and project activities of a Client (a leader in the Russian oil and gas market), in particular, development and support of equipment supply contracts, analysis of procurement documentation, preparation of a legal justification of the possibility of import of equipment into Europe and its subsequent certification, preparation of an algorithm for certification procedures and other tasks;
- Advice St. Petersburg real estate developers on the collection of debts from the company under agency contracts;
- Advice a leader in the production of laboratory furniture in expanding its production activities and building new supply chains;
- Successfully acting for a major pulp and paper manufacturer, part of an international group, in a dispute with the Federal Service for Supervision of Natural Resources concerning unreasonable waste disposal charges;
- Advice a company in recovery of debts under a supply and contractual agreement with a large grocery retailer;
- Successfully representing a major defendant real estate developer in arbitration court to recover debt and penalties under a promissory note purchase and sale agreement;
- Support a contract for the supply of a butter production line with a total value of EUR 2 million;
- Support of a contract for the supply of sewage treatment plants;
- Support of a contract for the supply of a set of language laboratories to educational institutions in the Russian Federation.



## Tajikistan

- ▶ Advising Telia Company on obtaining an antitrust clearance in connection with the sale of its business in Tajikistan;
- ▶ Representing Sidel, a major global provider of PET solutions for liquid packaging, in making the first ever protest of a promissory note in Tajikistan to recover payments from an equipment purchaser in Tajikistan;
- ▶ Carrying out an extensive due diligence of TCell, a major mobile operator in Tajikistan;
- ▶ Advising BUHLER AG on issues related to a guarantee agreement, as well as preparing legal opinion in relation to the buyer and guarantor and providing legal support in conclusion of the sale purchase agreement;
- ▶ Advising MOËT HENNESSY by means of preparation of a legal memorandum covering legal acts governing distribution agreement as well as issues related to competition law;
- ▶ Advising ROCHE KAZAKHSTAN LLP, revising and commenting on equipment rental agreement and supply agreement to ensure their compliance with the Tajik laws;
- ▶ Advising LEONARDO HELICOPTERS on antitrust legislation of Tajikistan and its applicability to a distribution agreement;
- ▶ Reviewing and commenting on BMW importer agreements from Tajik law perspectives.

## Turkmenistan

- ▶ Analysis, legal support and advising UK company on restructuring of the active business in the Caspian Region on contract law of Turkmenistan.

## UAE

- ▶ Drafting a joint venture agreement (under English law) for a consortium business in Tanzania;
- ▶ Drafting a head of terms for establishing two potential joint ventures to secure project finance in UAE and Africa;
- ▶ Drafting and negotiating tobacco franchise and distribution agreement on behalf of client with their distributors in the MEA region.

## Uzbekistan

- ▶ Assistance to a French private hotel network in bringing a hotel management franchising agreement to compliance with Uzbekistan law, as well as negotiating and executing the franchising agreement with an Uzbekistan partner;
- ▶ Assistance to a large European supplier of aircrafts in negotiating and executing a leasing of an aircraft deal with a private Uzbekistan aviation company;
- ▶ Assistance to a Chinese corporation in analysing Uzbekistan construction law, negotiating and executing a FIDIC based turn-key EPC deal for construction of two large solar power plants in Uzbekistan;
- ▶ Drafting, review for compliance and adaptation to the Uzbek laws of supply, sale and purchase, service provision contracts and distribution agreements for large manufacturers and suppliers of goods and services (Knauf, BMW,

General Motors, Toyota, Metka, Samsung, International trading, etc.);

- ▶ Development of construction contracts, including EPC and FIDIC contracts, within the frameworks of a number of large infrastructure, energy and transport projects in Uzbekistan;
- ▶ Drafting of product sharing and geological survey agreements in the sphere of subsoil use;
- ▶ Development of the sale-and-purchase, lease and management agreements for various types of facilities, including residential buildings and apartments, commercial real estate, land plots, hotels, infrastructure, enterprises, and other types of commercial facilities for Uzbek and foreign construction and development companies, banks, hotels, management companies, manufacturers and suppliers of equipment and goods, subsoil users, service companies;
- ▶ Drafting of investment agreements in oil and gas, chemical, energy and other industries;
- ▶ Advising Uzbek and foreign producers and suppliers of various goods and services on the procedures of state procurement;
- ▶ Development of all other types of commercial contracts for Uzbek and foreign clients, including supply, service, transportation, rental, commission agreements, as well as consortium, franchise, leasing, financial and loan agreements, preliminary agreements and MoUs, and all other types of commercial agreements applicable in modern business processes;
- ▶ Risk analysis of the contracts on supply of goods and services of Uzbek and foreign client.

## Ukraine

- ▶ Drafting, review and adjusting of sale and purchase (supply) contracts and dealer /distribution agreements of different types of assets, including development of the supply/distribution contract framework for the biggest EU manufacturers in the automotive and healthcare sectors;
- ▶ Drafting of sale-and-purchase, lease, and management agreements for numerous types of real estate facilities (business centers, production facilities, facilities of hotel industries, residential buildings, etc) for local and foreign clients, including development companies;
- ▶ Drafting, adjusting and conclusion of various type of corporate contracts (sale and purchase agreements of shares, share pledge agreements, put and call option agreements, shareholders agreements, etc.) for the local and foreign companies from multiple industries;
- ▶ Development of different types of banking and finance agreements (loan/finance agreement, security agreements, assignment agreements, agreements on debt restructuring), including services within the contract framework of major international financial institutions such as EBRD and the World Bank.

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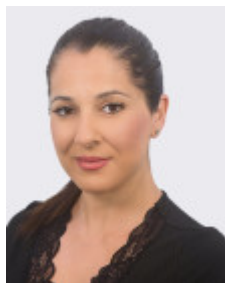
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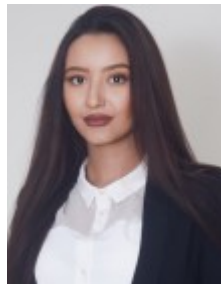
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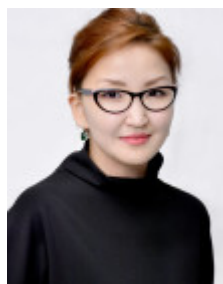
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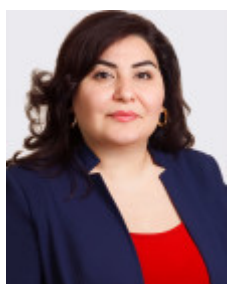
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