



**GRATA**  
INTERNATIONAL

Local Knowledge  
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# Subsoil Use

Our firm retains the leading position in the area of subsoil use. Our highly qualified team of lawyers is able to demonstrate that they can handle the technical and legal complexity of subsoil use contracts, production sharing agreements, joint exploration contracts, concessions, and more.

**Oil and Gas**

**Mining**

As a part of our subsoil use issues advising, we also provide you with:

- ▶ advice on obtaining a permit of competent authority and waiver of pre-emption rights to transfer subsoil use rights and its related objects;
- ▶ advice on issues of geological and mining allotments, including how to obtain them;
- ▶ advice on issues of prolongation of terms of exploration, production, as well as terms necessary for estimation of commercial discovery;
- ▶ advice on issues of local content, including whilst procurement of goods, works and services;
- ▶ advice on issues of amendment of working programme and other conditions of subsoil use contract;
- ▶ advice on issues of termination of subsoil use contract.

## Industries

[CONSTRUCTION & INFRASTRUCTURE](#)

[MINING](#)

[OIL & GAS](#)

# Recognition

## Kazakhstan



### Legal 500, Tier 1, 2019

GRATA International handles matters across the full energy and natural resources spectrum, including renewables.

## Experience

### Kyrgyzstan

- ▶ Advising Eurasian Development Bank on financing of coal procurement by the major national power company in Kyrgyzstan.

### Kazakhstan

#### **Kazakhstani Content Requirements Relating to Purchasing Goods, Works and Services:**

- ▶ advising on the issues of applying the procedure for purchasing goods, works and services by subsoil users;
- ▶ advising on the issues of methods of local content calculation in course of purchasing goods, works and services;
- ▶ advising on different mechanisms for structuring of personnel policy of subsoil users (retaining foreign employees in case of increasing the local content percentage);
- ▶ drafting additional agreements to the subsoil use contracts in connection with the changes in the percentage of local content.

#### **Exploration and Production of Minerals in the Republic of Kazakhstan:**

- ▶ advising various international and Kazakh companies in connection with drafting subsoil use contracts (exploration, production, combined exploration and production), analysis of provisions of model contracts; advising international company in connection with extension of validity term of the contract for exploration/production;
- ▶ advising international oil company in connection with proposed purchase of the large oil deposit in Kazakhstan;
- ▶ advising a large foreign subsoil user concerning introduction of amendments to the work program; advising a large uranium company in connection with subsoil use issues relating to transition from exploration to production stage.

#### **Contract for Drilling Works and other Services Agreements:**

- ▶ advising Kazakhstani and international clients in connection with the drafting of various types of complex commercial agreements, including a bare boat charter agreement and drilling agreements for exploration wells;
- ▶ advising a large Kazakhstani subsoil user in connection with commercial risks under the contract for drilling exploration wells;
- ▶ advising a large foreign subsoil user in connection with conclusion of contracts for drilling works and services agreements for other works performed when drilling exploration wells.

#### **Conclusion and Amendment of Subsoil Use Contract:**

- ▶ advising a large Russian company on the acquisition of large coal assets and subsoil use right in Kazakhstan

(conducting a complex legal analysis (due diligence), transaction structuring, drafting sale-and-purchase agreement, obtaining permit from the competent authority and the state waiver of its pre-emptive right);

- ▶ advising a large international company on the proposed acquisition of an oil company owning assets in Kazakhstan, including due diligence;
- ▶ advising a large Korean mining company on the proposed acquisition of several Kazakhstani mining companies, including legal audit, development of agreements, drafting memorandums and official legal opinions;
- ▶ advising a top-tier Kazakhstani holding on development of subsoil use contracts regarding coal deposits, approval of the contract with state working groups, registration, completion and approval of amendments to the subsoil use contract;
- ▶ advising one of the foreign participants in the Production Sharing Agreement on changes in work program and procedure of procurement of goods, works and services under the subsoil use contract;
- ▶ advising a large group of Russian companies in connection with obtaining approvals under Kazakhstani subsoil legislation within the frameworks of selling a Kazakhstani gold-mining company;
- ▶ advising a Russian law firm on the necessity to obtain the consent of the competent authority and the state waiver of its pre-emptive right in connection with the issue of Eurobonds by the parent company owning oil assets in Kazakhstan.

### **Pledge of a Subsoil Use Right:**

- ▶ advising on transfer of subsoil use right or/and related objects (interests, block of shares in legal entity holding the subsoil use right) into pledge;
- ▶ advising in connection with drafting application for obtaining permit to transfer subsoil use right or/and related objects into pledge (surcharge) and representation of interests of a client at the stage of consideration of the application by the competent authority;
- ▶ advising in connection with drafting pledge agreement for subsoil use right and related objects;
- ▶ registration of pledge agreement with the competent authority;
- ▶ advising on levying of execution on the pledged subsoil use right and related objects including procedure for pledge selling.

### **Transfer of Subsoil Use Right and Related Objects:**

- ▶ advising a subsoil user in connection with transfer of the subsoil use right and related objects into the charter capital of a legal entity;
- ▶ advising a Kazakhstani subsoil user in connection with drafting agreement of sale and purchase of participatory interest;
- ▶ advising a Kazakhstani subsoil user in connection with sale of participatory interest, including procedure for obtaining the state waiver of its pre-emptive right and approval of the competent authority to transfer the subsoil use right;
- ▶ advising a subsoil user in connection with preparation and support of the application for obtaining the state waiver of its pre-right emptive and approval to transfer the subsoil use right and related objects;

- ▶ advising a subsoil user in connection with amending the subsoil use contract in connection with transfer of the subsoil use right.

### **State Pre-Emptive Right on Acquisition of a Subsoil Use Right:**

- ▶ advising a foreign consortium having a subsoil use right in Kazakhstan, in connection with the sale of participatory interest in a company;
- ▶ advising a Kazakhstani subsoil user in connection with sale of its subsidiary;
- ▶ advising in connection with transfer of participatory interests of a foreign company indirectly holding the subsoil use right in Kazakhstan;
- ▶ advising a national company on the acquisition of the subsoil use right;
- ▶ advising a Kazakhstani subsoil user in connection with negotiations related to transfer of a subsoil use right with state authorities of the Republic of Kazakhstan.

### **Transactions with Strategic Objects:**

- ▶ advising on the issues of encumbering strategic objects;
- ▶ drafting an application for obtaining permit for encumbrance of strategic object and representation of interests of a client at the stage of consideration of the application by the competent authority;
- ▶ drafting a pledge agreement for a strategic object;
- ▶ drafting a lease agreement for a strategic object and registration thereof with the competent authority;
- ▶ advising on the issues of the placement of shares in the organised securities market by the owner of a strategic object;
- ▶ registration of the pledge agreement for a strategic object with the competent authority.

### **Additional experience:**

- ▶ providing blue chip Russian company with consultations concerning acquisition of large coal assets and the subsoil use right in the Republic of Kazakhstan (conducting of a complex legal due diligence), consultation regarding transaction structure, drafting of the sale and purchase contract, obtainment of the permission from the competent body and waiver of state's pre-emption right);
- ▶ providing the international oil company with consultations concerning prospective acquisition of the largest Kazakhstani oil field, preparation of memorandums;
- ▶ providing a big international company with consultations concerning possible acquisition of the oil company having assets in Kazakhstan, including conduction of a complex legal due diligence;
- ▶ providing a big Korean mining company with consultations concerning possible acquisition of the several Kazakhstani mining companies, including conduction of a legal audit, drafting of contracts, preparation of memorandums and legal opinion;
- ▶ participation in negotiations with JSC EP "KazMunaiGaz" concerning transfer of marginal oil fields;
- ▶ drafting of subsoil use contracts concerning coal deposits for the large Kazakhstani holding, adjustment with working

- groups, registration, preparation and the adjustment of amendments and additions to the subsoil use contract;
- ▶ providing one of the foreign participants in the production sharing agreement with consultations concerning amendment of the work programme and procedure of procurement of goods, works and services under the subsoil use contract;
  - ▶ legal assistance in signing of the subsoil use contracts by the group of Kazakhstani iron ore companies;
  - ▶ providing blue chip group of the Russian companies with consultations in carrying out a transaction on sale of Kazakhstani gold ore companies concerning obtainments of the consents established by the Kazakhstani subsoil use legislation;
  - ▶ providing Russian law firm with consultations concerning requirements on obtainment of the competent body's consent and state's pre-emption right waiver for Eurobonds issuing by the parent company possessing an oil asset in the Republic of Kazakhstan;
  - ▶ providing big Chinese oil company with consultations regarding acquisition of the Kazakhstani subsoil user concerning requirements of the subsoil use legislation of the Republic of Kazakhstan;
  - ▶ providing the biggest uranium company with consultations regarding subsoil use issues in passing from exploration stage to production;
  - ▶ preparation of the legal opinions concerning a transfer of shares in a subsoil user (a uranium company) and issues regarding status of the shares in such company as strategic objects in accordance with the legislation of the Republic of Kazakhstan;
  - ▶ providing one of the largest Kazakhstani uranium company with consultations on subsoil use issues and costs reimbursement;
  - ▶ providing international law firms with consultations concerning the issues on obtainment of the state's pre-emption right waiver for purchasing of subsoil use right and/or participation shares in the legal entity as well as obtainment of permission on transfer of subsoil use right from the Ministry of Energy and Mineral Resources, Ministry of Oil and Gas or Ministry of Industry and New Technologies;
  - ▶ preparation of legal opinion for the Kazakhstani oil company concerning operation of abandoned oil wells;
  - ▶ providing the international bank with consultations concerning re-pledge of subsoil use right within the framework of refinancing of the Kazakhstani oil company;
  - ▶ providing a Kazakhstani service company with consultations concerning pledge of the drilling equipment;
  - ▶ preparation of memorandums and legal opinions for the international law firms and large Kazakhstani subsoil users and their shareholders concerning transfer of subsoil use right and/or shares (participation interest) in legal entities possessing subsoil use rights;
  - ▶ providing Kazakhstani subsoil users and large foreign suppliers with consultations concerning local content matters in subsoil use area.

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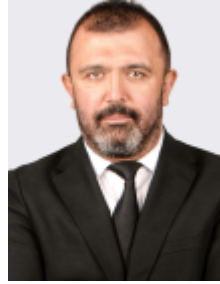
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