ART DE LEX

CORPORATE LAW AND M&A

17 years

Of mitigating legal and financial risks on all steps of the client's business life

www.artdelex.ru

Questions of corporate law are part of the foundation in the creation and functioning of any business. Our corporate law and mergers and acquisitions (M&A) practice gives comprehensive assistance to business operations, including legal support for M&A transactions and consulting on matters of corporate governance.

We help mitigate legal and financial risks at all stages of the client's business operations by formulating effective legal solutions on issues arising from the company's establishment, day-to-day business operations, reorganization, and liquidation. The practice area's specialists have implemented more than 1,000 corporate law and M&A projects, including creating joint (transnational) enterprises, facilitating the resolution of corporate conflicts, performing comprehensive due diligence, and handling the restructuring and optimization of corporate structures and company assets.

The ART DE LEX corporate practice team has participated in many complex and consequential corporate transactions across a wide range of economic sectors.

Our dedicated work has consistently yielded high quality, effective business solutions, as evidenced by the positive feedback from our clients.

The merit of the legal positions crafted by our firm's attorneys in corporate disputes has been repeatedly acknowledged by the highest court instances, and many of these positions have been precedent-setting.

Each year, the Pravo.ru-300 and Best Lawyers rankings name our attorneys as some of the best in Russia.

Professional achievements of the practice area

ART DE LEX is recognized as a leader in the field of corporate law and M&A by the law firm ranking service Pravo.ru-300.

Pravo.ru-300

The head of our corporate law and M&A practice, Dmitry Magonya, is recommended in the individual rankings of outstanding attorneys, as compiled by Pravo.ru-300 and Best Lawyers.

Pravo.ru-300 and Best Lawyers

Services

Company structuring

- Development and support for measures aimed at the formation of complex corporate structures (*e.g.,* incorporation, tax planning, administration, internal regulation, structuring of relations between participants, and shareholder agreements)
- Pre-investment examination and due diligence of a transaction's target asset
- Development of business integration programs, and the formulation and refinement of corporate strategy, including for the purposes of preventing and shielding against hostile takeovers
- Drafting of documentation in the furtherance of transactions involving the sale and purchase of individual companies

Performing corporate due diligence on the staffing holding ANCOR, the country's largest outsourcing and recruitment company, encompassing more than twenty Russian and foreign legal entities; assessing the risks associated with managing the holding's assets; and protecting the interests of the company's shareholders and management in a corporate conflict.

Consulting to SUNRISE MEDICAL, one of the global leaders in the development, design, manufacturing, and distribution of manual and motorized wheelchairs, mobility scooters, and standard/customized seats and positioning systems, in the creation of a Russian subsidiary for purposes of entering the Russian market.

Consulting to Korea's Halla Visteon Climate Control Corp. on the structuring of inter-group relations concerning the use of intellectual property.

Providing legal support in the creation and operation of a major Russian-Belgian joint venture implementing investment projects for the design and construction of transportation infrastructure, energy systems, and utility lines; including formulating a strategy for the enterprise's operations, providing legal support for business affairs, and facilitating dealings with Russian and international financial institutions.

Designing the corporate structure of a joint venture between one of Russia's leading petrochemical companies and Korea's largest financial-industrial groups, contemplating the construction of a methanol production plant. The project was particularly challenging in that it required compliance with international sanctions-related restrictions in the design of a corporate structure.

Legal support for transactions

- Support in the conclusion of memoranda of understanding for contemplated future transactions
- Support in the performance of comprehensive legal due diligence on individual enterprises that are acquisitions targets
- Support in the completion of other legally important preparatory actions
- Support in negotiations of the terms of framework agreements on company divestment, as well as other supplemental and secondary contracts
- Drafting and signing of main agreements and contracts
- Drafting and signing of secondary agreements and contracts (*e.g.*, pledge, surety, guarantee, escrow)
- Facilitation of transaction closing and performance

Providing comprehensive legal support for a project involving the sale of a block of shares in a construction holding that is one of the leaders on Moscow Region's infrastructure construction market; transaction value of approximately RUB 30 bln.

Advising one of Russia's largest power utility holdings, TNS Energo Group PJSC, in the process of structuring a multijurisdictional deal with one of Russia's largest state banks, VTB Bank (PJSC), involving the attraction of debt financing and the sale of a block of the holding's shares. The project is valued at more than USD 170 mln.

Structuring a deal valued at over EUR 13 mln involving the acquisition of stakes in a German company, the owner of investment properties in Berlin, Germany.

Handling a transaction involving the acquisition of an enterprise during FSUE privatization, from the stage of the enterprise's inclusion in the Russian Federation Government's forecast plan to the sale of a 100% stake at auction.

Handling a transaction involving the sale of a 30% block of shares in one of the largest enterprises in the Russian food processing industry.

Providing comprehensive legal support in a deal involving the sale of a building with total floor space of roughly 8K m2, located on Ulitsa Bolshaya Dmitrovka in Moscow's historic center. The building is a regionally recognized cultural heritage site, Levinson's Trading House (1901-1902), designed by the architects A.E. Erichson and I.A. Hermann. The total value of the interrelated transactions stands at roughly RUB 1.8 bln.

Handling a multijurisdictional transaction involving the sale of structures owning a class-A office building, valued at over RUB 1.5 bln.

Providing comprehensive consultation to a corporate owner in the structuring and legal underpinning of a transaction involving the acquisition of the corporate owner of a property complex consisting of land plots spanning over 100,000 m2 and buildings on Rublyovskoye Shosse, for the purposes of their subsequent redevelopment and construction of a residential quarter featuring a mix of high- and low-rise buildings, social infrastructure, and commercial facilities.

Out-of-court and in-court dispute resolution, mediation

- Consulting on the resolution of corporate disputes and conflicts, shielding against hostile takeovers
- Performance of, and support throughout, mediation procedures for the purposes of resolving disputes arising in the course of the sale and purchase of individual companies
- Representation in court in matters arising from the conclusion and performance of M&A transactions

Support for secure transaction settlements

- Development and implementation of systems designed for secure settlements between transaction counterparties
- Support in the selection of escrow agents and initial escrow understandings

Additional services

- Support for privatization deals
- Support for unconventional and complex deals
- Performance monitoring and results analysis of company sale/purchase transactions
- Antimonopoly procedures
- Procedures associated with securities issues
- Obtainment of other transaction authorizations and approvals

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Team

Dmitry Magonya

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