

Andrey Gorodissky & Partners

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Practice

Corporate Law /M&A



To exist and grow effectively, businesses need not only to comply with the organization and management procedures in place, but also quite often custom solutions to legal issues. A stable framework for corporate governance and contracting provides safeguards for the business interests of our clients. Involved legal relationships between the government, companies and individuals within corporations also need competent legal services. Drawing on our lawyers' many years of experience, legislative monitoring will help keep on track corporate relationships involving joint holdings or mergers, prevent a corporate conflict.

Leveraging its knowledge and experience, AGP provides advice on legal risks and competently helps bring disputes to a resolution, ensuring a balance between the parties' interests avoiding or minimizing financial losses. Our firm's services are used by major Russian and foreign companies, for which we saw through M&As totalling 30+ billion US dollars. The professional excellence of our lawyers is evidenced by the scale of completed projects and feedback from our clients.

In offering our corporate law services, we guarantee professional support in the following areas:

- Development of corporate schemes to set up international holding companies and investment funds, businesses tax planning

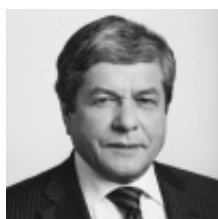
- Development of constitutive and corporate documents, regulating proceedings of corporate managing bodies, corporate compliance and other policies
- Development of business project and complex asset control solutions
- Client representation in corporate matters, coordination of lawyers' efforts in foreign jurisdictions
- Advocacy for shareholders and owners in corporate conflicts
- Legal services for the issue of and trading in shares and other securities, including drafting of issue resolutions, prospectuses, corporate approvals and legal opinions
- Legal assistance in business restructuring
- Financial and legal due diligence
- Turnkey incorporation for various forms of business ownership, including foreign ownership, accreditation of establishments and registration of branches of foreign companies in Russia and winding-up thereof.

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Our M&A services include high-quality advice for our clients in the following areas:

- Transactions structuring
- Creation of transaction documents, including sale/purchase contracts, shareholders agreement, JV agreements, other documents securing the performance of obligations
- Due diligence of target assets
- Preparation of assets for sale, including corporate restructuring
- Deal finalization, support for deal closure and performance, including preparation of legal opinions, risk matrices and risk mitigation recommendations
- Client representation before antitrust and other authorities to obtain approvals and permits for deal

Practice Professionals



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Practice Representation

Magnitogorsk Iron & Steel Works OJSC

Comprehensive support in transactions to acquire shares of foreign companies in:

- Australia (Fortescue Metals Group)
- Pakistan (Pakistan Steel Mills Corporation)
- Turkey (MMK-Atakas)

totaling more than \$14.5 billion in capitalization

Belon OJSC (19 companies)

Comprehensive support in a transaction to acquire a coal holding (19 companies). The target asset was capitalized at more than \$1.5 billion.

RUSNANO

Legal support in more than 20 projects, including investment transactions with more than 6 billion rubles in investments.

Microsoft Corporation

Taking part in representation of Microsoft in its global transaction for purchase of Nokia mobile devices & services business: comprehensive legal support in purchasing and integrating Russian assets of the Finnish company into Microsoft group.

Investors of big construction and property development projects in Moscow

Representing the investors, structuring corporate relationship, developing comprehensive transaction solutions, including financing plans, in the following projects:

- Russia Tower in Moscow City
- Evolution Tower in Moscow City
- Rossiya Hotel

Total appraised value of the projects - over \$4.5 billion.

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All Practices & Industries

Dispute Resolution/ International Arbitration Antitrust Intellectual Property Tax
Project Finance Capital Markets Employment Law Business Process Outsourcing

Construction & Real Estate Mineral Resource Management Smelting & Mining
Business Aviation