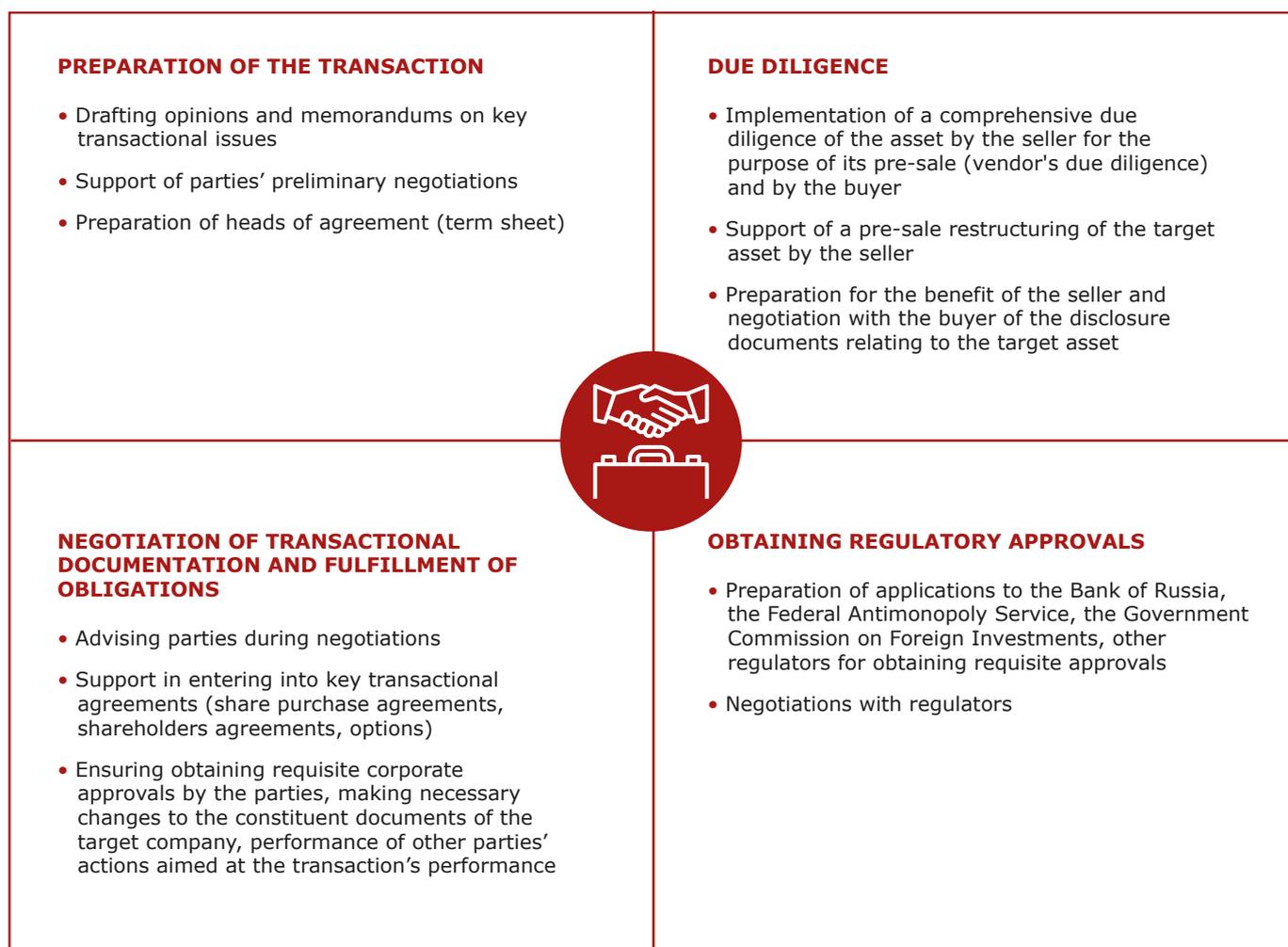




Supporting mergers and acquisitions, attracting investments, creating joint ventures

BGP Litigation is a law firm specializing in the structuring and support of mergers and acquisitions, venture investments, joint ventures.

A business often needs expansion, association with competitors or their absorption, the attraction of investments, implementation of joint projects. Such transactions are fraught with many risks that can lead to a result contrary to the parties' expectations. BGP Litigation lawyers carry out comprehensive support of such transactions at all stages of implementation: from conducting a comprehensive legal review of the target asset (due diligence) to the parties' fulfillment of their obligations.



Key persons:



Alexander Vaneev

Partner, Attorney –
M&A and Corporate
Restructuring



Denis Durashkin

Senior Associate,
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Selected projects

HYUNDAI SAMHO HEAVY INDUSTRIES SHIPBUILDING COMPANY

The firm's team advised Hyundai Samho Heavy Industries Co. Ltd. on entering into a technical support agreement with Zvezda-Hyundai LLC — a joint venture with Rosneft PJSC on the creation of a shipbuilding complex based on Zvezda plant. The uniqueness of the project lies in the legal mechanisms developed to make possible technology provision by the client and supporting the construction of modern environmentally friendly tankers of the Aframax type.

SHAREHOLDERS/BENEFICIARIES OF ONE OF THE LARGEST PRIVATE BANKING GROUPS IN RUSSIA

BGP Litigation was engaged for the restructuring of terms and conditions of M&A deal with a leading cross-border development institution. That was needed due to changes in the financial and managerial circumstances. In case of unfavorable outcome, the client's losses could have exceeded three-times the value of the amount payable. As a result of the work settlement agreement was the concluded on the terms and conditions comfortable for the client.

CMA CGM SHIPPING COMPANY

The firm provided support on formation of a joint venture between a client, an international transport group, and a Russian-Estonian logistics operator. The commercial goal of the transaction is the expansion of the CMA CGM business in Russia. The work included the preparation of corporate documents of the Russian SPV, a framework agreement, an investment agreement and sale and purchase agreements governed by Russian and English law.

HEEDBOOK CLOUD

The firm's team carried out legal support for attracting venture capital investments in a startup for the visual recognition of emotions and identifying the degree of satisfaction with the service. Shareholders agreement, share purchase agreements, company's charter were drafted. The first round of financing by way of purchasing the company's shares from the founders, as well as increasing its share capital in favor of the investor is completed.

LARGE PUBLIC BANK

The firm advised a client (among top 15 in Russia by assets) in investing in a startup developing advanced technology services based on call-centers, speech recognition, newsletters deliveries. Investments were made through scenarios of cash out - the purchase of a part of the company's shares from its founders, and cash in - making contributions into the company's assets. Lawyers of the firm held complex negotiations on the conclusion of shareholders agreement by the parties, offered tools for its prompt implementation (taking into account the complexity of the client's internal procedures).

ONE OF THE FOUNDERS OF THE HOME GOODS RETAILER

Lawyers of the firm secured the interests of the client in the course of negotiations on the sale of a share in the business in exchange for providing financing to the buyer's partners. The buyer required the provision of amount of warranties, representations and indemnities uncomfortable to the client. In case of refusal from the transaction, the client, as the controlling shareholder and the CEO, was exposed to the risk of receiving claims for damages to the business, as well as being brought to subsidiary liability within the framework of the highly probable bankruptcy of the company. The firm held negotiations with the buyer, the share in the business was sold in an amount that was comfortable for the client and on favorable terms.

MAJOR AUTO GROUP

With the support of the firm's lawyers, the client obtained the approval of the Bank of Russia for the transaction. The obtainment was preceded by the preparation of applications and amendments to them. Also several rounds of negotiations with the regulator were held. As a result of the transaction, the client managed to improve its vertically integrated structure, which allows supporting car owners during the entire cycle of vehicle purchase and use, including the provision of insurance services.

COUNSELING PRIVATE CLIENTS

BGP Litigation advised clients on the purchase of a group of companies in Russia, Europe, and the USA. The firm has prepared documentation establishing ESOP (employees stock option plan) for the management of those companies. In the course of the work complex structuring was carried out as well as analysis of several problem issues, such as the possibilities and limitations of making settlements using securities of foreign issuers, the possibility/impossibility of pledging the LLC's shares owned by the LLC itself.

Comprehensive Business Protection

The firm BGP Litigation was founded in 2006. The firm is currently employing over 70 lawyers, litigation and criminal attorneys, as well as tax and investment experts. Experience of the Team enables the firm to work efficiently on global projects that require simultaneous support of a significant number of parallel proceedings at various levels and in multiple jurisdictions.

BGP Litigation team has a full range of competencies necessary to protect the interests of the clients, including the coordination of negotiations, support in Russian and cross-border courts, bankruptcy cases and arbitration proceedings, restructuring of the business, international tax advice, support of tax disputes and criminal law defense of business and beneficiaries.

A significant part of the implemented projects has a substantial cross-border element, which includes support during international arbitration disputes and courts, coordination of assets recovery and obtaining of interim measures in various jurisdictions. Global focus, together with Russian presence, allows the firm to find the most effective and cost-efficient solutions for the protection of clients.

Our Practices



Dispute Resolution

Support for complex disputes in Russia and cross-border proceedings



Bankruptcy

Clients' representation in bankruptcy cases, including major cross-border disputes, as well as levying execution upon assets in the Russian Federation and abroad



M&A and Corporate Restructuring

Comprehensive support of M&A transactions, corporate restructuring, and special situations projects resolution



International Arbitration

Client's representation in international commercial arbitration proceedings mainly focusing on complex cross-border disputes



Family Law

Support of family, inheritance and housing disputes, as well as in their settlement by way of mediation



Life Sciences & Technology

Comprehensive support of businesses on all issues of legal regulation of the healthcare industry. Regulatory and transaction support of life science companies



Tax Disputes

Identification and reduction of tax risks, support for field and desk tax audits



International Tax Planning

Analysis of the existing asset holding structures concerning the tax efficiency and potential risks



Antitrust/Competition

Representing clients during antitrust disputes, public procurement, within the frames of the advertising law and the investment in strategic enterprises law



White Collar Criminal Defense

Represents clients in criminal proceedings, with a particular focus on white collar matters and in criminal proceedings against public interests



Attorney investigations

Detection of violations and abuses on the part of the employees, partners, contactors, analysis of the company's risks (projects and transaction)



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